

COURT FILE NUMBER 0901-11866
COURT COURT OF QUEEN'S BENCH OF
 ALBERTA

JUDICIAL CENTRE Calgary

Clerk's Stamp

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED, *THE*
JUDICATURE ACT, R.S.A. 2000, c. J-2, AS
AMENDED AND *THE BUSINESS*
CORPORATIONS ACT, R.S.A. 2000, C. B-9,
AS AMENDED

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
SHIRE INTERNATIONAL REAL ESTATE
INVESTMENTS LTD., SHIRE CAPITAL
LTD., HALAMA GARDENS LLC, SHIRE
ASSET MANAGEMENT LTD., WINN
RIVER RESORT LTD., FORT MCMONEY
PROPERTIES II LTD., HALAMA GARDENS
LTD., MAPLES AND WHITE SANDS
INVESTMENT LTD., FORT MCMONEY
PROPERTIES LTD., CHEMAINUS
PROPERTIES LTD., SKAHA LAKE
DEVELOPMENT LTD., TSEHUM
HARBOUR LTD., BEARSPAW AT 144TH
AVENUE LTD., BEARSPAW AT 144TH
EQUITIES LTD., BEARSPAW AT 144TH
BONDS INC., TSEHUM HARBOUR
EQUITIES LTD., TSEHUM HARBOUR
BONDS LTD., ORILLIA INVESTMENTS
LTD., 0726028 B.C. LTD., 0675816 B.C.
LTD. and BOSUN'S HOLDINGS LTD.

DOCUMENT

AFFIDAVIT

ADDRESS FOR SERVICE
AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

Owen Bird Law Corporation
2900-595 Burrard Street
Vancouver, B.C. V7X 1J5
Telephone: 604-691-7521
Fax: 604-632-4447
Attention: Scott H. Stephens

AFFIDAVIT OF LYNETTE GRILLANDINI

Sworn on October 5, 2011

I, Lynette Grillandini, of Vancouver, British Columbia, legal assistant,

SWEAR AND SAY THAT:

1. I am a legal assistant with Owen Bird Law Corporation, solicitors for Romspen Mortgage Corporation and Romspen Investment Corporation, and as such have personal knowledge of the facts I deposed to, save and except where stated to be on information and belief and where so stated I verily believe them to be true.
2. Attached as Exhibit "A" is a copy of a contract of purchase and sale dated for reference, August 31, 2011 between Romspen Investment Corporation and Allstar Property Management Ltd. for properties located at 10109-10119 Manning Avenue, Fort McMurray, Alberta and legally described as follows:

Lot: 4, 5, 6, 7, and 8 Block: 1 Plan: 1268NY

Lot: 3A Block: 1 Plan: 2274NY

(the "**Properties**").
3. Attached as Exhibit "B" are copies of Land Title Certificates for the Properties printed September 19, 2011.
4. Attached as Exhibit "C" is a copy of a marketing report of Mr. Ken Shebib dated October 4, 2011.
5. I am advised by Karen Fellowes, counsel for Olympia Trust, and verily believe that the Olympia Trust mortgage registered against the Properties secures the following amounts:
 - a. principal - \$6.5 million;
 - b. interest - \$2,852,050; and

SHS04339

OFFER TO PURCHASE

Dated for Reference the 31 day of August, 2011.

TO: Romspen Investment Corporation
Suite 300 162 Cumberland Street
Toronto, Ontario. M5R 3N5
Attention: Wesley Roitman wes@romspen.com

"Vendor"

C/O: Colliers Macaulay Nicolls
o/a Colliers International Inc
3555 10180-101 Street
Edmonton, Alberta. T5J 3S4
780-863-7355 phone 780-424-7830 fax
Attention: Ken Shebib

"Agent for the Vendor"

FR: Allstar Property Management Ltd and/or Nominee
1163 Goodwin Circle NW
Edmonton, Alberta T5T-6W5
Attention: Roger Richard. allstarpropertymgmt@shaw.ca
"Purchaser"

C/O: Colliers Macaulay Nicolls
o/a Colliers International Inc
3555 10180-101 Street
Edmonton, Alberta. T5J 3S4
780-863-7355 phone 780-424-7830 fax
Attention: Ken Shebib

Agent for the Purchaser:

Re: 10109 - 10119 Manning Avenue
Fort McMurray, Alberta.
Lot: 4, 5, 6, 7, & 8 Block: 1 Plan: 1268NY
Lot 3A Block 1 Plan 2274NY

This is Exhibit "A" referred to in the
affidavit of L. Gr. Landini.
sworn before me at Vancouver
this 31 day of October, 2011

1. DEFINITIONS

Vendor	Purchaser
	

In this Offer, the following terms shall have the meanings hereunder set forth unless the context of subject matter is inconsistent therewith:

"Agreement" means the binding agreement of purchase and sale of the Purchased Assets constituted by the acceptance of this Offer by the Vendor;

"Business Days" means a day other than a Saturday or Sunday or a statutory or civic holiday in the City of Edmonton, Alberta;

"Closing" means the closing of the purchase and sale of the Purchased Assets at the time and in the manner provided for in Section 9 hereof;

"Closing Date" means Thirty (30) days after the removal of the Conditions outlined herein in Section 5, or such other date as the Vendor and the Purchaser may agree upon in writing;

"Deposits" means, collectively, the Initial Deposit and the Further Deposit, if any;

"Land Titles Office" means the Land Titles Office for the Alberta Land Registration District;

"Lands" means the lands situate at 10109 - 10119 Manning Avenue, in the City of Fort McMurray, in the Province of Alberta and legally described on Schedule "A" hereto;

"Offer" means this offer to purchase made by the Purchaser to the Vendor;

"Permitted Encumbrances" means those encumbrances, liens or interests described on Schedule "B" hereto;

"Purchase Price" means the amount to be paid by the Purchaser to the Vendor for the Purchased Assets as provided for in Section 3 hereof;

"Purchased Assets" means all the right, title and interest of the Vendor in and to:

- (a) the Lands;
- (b) the improvements upon the lands;
- (c) the plans, permits, drawings, reports in the possession of the Vendor.

"Purchaser" means Allstar Property Management Ltd and/or Nominee;

"Purchasers Conditions" means those conditions outlined in section 5;

"Purchasers Solicitor" Means: Witten LLP, David Jonathan Coombs, 2500-10303 Jasper Avenue, Edmonton, Alberta. T5J 3N6. 780-441-3246 phone. 780-429-2559 fax.

"Vendor" means; Romspen Investment Corporation.

Vendor	Purchaser
	

~~"Vendor's Certificate" has the meaning referred to in subsection 10(6) hereof;~~

10 11

"Vendor's Solicitors" means: the solicitor designated by the Vendor.

Vendor	Purchaser
12	14

2. **OFFER TO PURCHASE**

The Purchaser hereby offers to purchase from the Vendor the Purchased Assets, free and clear of any encumbrances, liens or interests except the Permitted Encumbrances, upon the terms and subject to the conditions hereinafter set forth, such sale to be effective on the Closing Date.

3. **PURCHASE PRICE**

The purchase price payable by the Purchaser to the Vendor for the Purchased Assets shall be **Six Million Dollars (\$6,000,000.00) DOLLARS** of lawful money of Canada (the "Purchase Price"), to be paid (subject to the adjustments herein contained) as follows:

- (a) the sum of **Three Hundred Thousand Dollars (\$300,000.00) DOLLARS** (the "Initial Deposit") to be paid by the Purchaser in trust to the Vendor on the day on which this Offer is approved by the Court of Queen's Bench of Alberta, and shall be credited against the Purchase Price upon Closing or returned to the Purchaser immediately, and in full in the event of the termination of this Agreement as a result of the default of the Vendor hereunder; and immediately refunded to the Purchaser in the event that the Court of Queen's Bench of Alberta fails to remove the Conditions outlined in Section 5 herein;
- (b) the balance of the Purchase Price, subject to the adjustments herein contained, to be paid by the Purchaser to the Vendor's Solicitors by bank draft or solicitor's trust cheque on the Closing Date; or by the Vendor to the Purchaser's Solicitors by bank draft or solicitor's trust cheque on the Closing Date;

4. **ADJUSTMENTS**

On the Closing Date, the Vendor and the Purchaser shall adjust, in respect of the Purchased Assets, all municipal property taxes, current year's local improvement assessments or taxes, other taxes, assessments and recoveries relating to the Purchased Assets, utilities, and all other usual adjustments between a vendor and a purchaser of real property. Such adjustment shall be effected in accordance with the usual commercial real estate practice in the City of Edmonton, provided that any adjustment which cannot be accurately determined as at the Closing Date shall be adjusted at the Closing Date on the basis of the best information available to the Vendor and the Purchaser, and shall be readjusted subsequent to the Closing Date as soon as the amount in question has been finalized.

5. **Conditions**

Vendor	Purchaser
<i>W</i>	<i>AK</i>

Subject to the approval of the Court of Queen's Bench of Alberta in Action Number 0901-11866 on or before October 31, 2011 at 5:00 p.m.

All parties acknowledge that the approval of the court is a joint condition to the benefit of both parties equally.

6. **VENDOR'S REPRESENTATIONS AND WARRANTIES**

The Vendor represents and warrants to the Purchaser that, except as disclosed in writing to the Purchaser, as of the date hereof:

has conduct of sale by Court Order

- (a) That the Vendor ~~is, or is entitled to become, the registered owner of the Lands and can deliver a registrable Transfer of the Lands on the Closing Date subject to the terms of the Order of Madame Justice C.A. Kent.~~
- (b) That the Vendor is in good standing under the laws of the Province of Alberta, is qualified to carry on business in the Province of Alberta and has the power and capacity to enter into this Agreement and to carry out the transactions contemplated hereby
- (c) It is a resident of Canada within the meaning of Section 116(5) of the Income Tax Act of Canada;

ME
HL

7. **PURCHASER'S REPRESENTATIONS AND WARRANTIES**

The Purchaser represents and warrants to the Vendor that, as of the date hereof and as of the Closing Date:

- (a) the Purchaser has full power and authority to execute and deliver any and all documents which the purchase of the Purchased Assets by the Purchaser required be executed by the Purchaser and to carry out the transactions and perform its obligations contemplated in and under this Agreement;
- (b) the Purchaser is not a non-Canadian with the meaning of the *Investment Canada Act* (Canada);
- (c) the Purchaser (if a corporation) is a valid and subsisting corporation registered under the laws of Alberta.

8. **CLOSING**

- (a) The purchase and sale of the Lands shall be closed at the offices of the Vendor's Solicitors in Edmonton, Alberta at 10:00 a.m. (Edmonton time) on the Closing Date.

Vendor	Purchaser
<i>ME</i>	<i>HL</i>

- (b) Not later than Five (5) Business Days before the Closing Date, the Vendor or Vendor's Solicitors shall deliver to the Purchaser's Solicitors the following documents in a form acceptable to the Purchaser's Solicitors, acting reasonably:
 - (i) Transfer of the Lands whereby title in fee simple thereto is conveyed to the Purchaser free and clear of all liens, interests, charges and encumbrances, save for the Permitted Encumbrances and the Leases;
 - (ii) a statement of adjustments;
 - (iii) Registrable discharges of all liens, interests, charges and encumbrances registered against the Lands and not comprising the Permitted Encumbrances, or an undertaking in writing by the Vendor's Solicitors to discharge the same within a reasonable period of time.
- (c) On the Closing Date, the Vendor shall deliver to the Purchaser vacant possession of the Purchased Assets.
- (d) On or before the Closing Date, the Purchaser shall tender or cause to be tendered to the Vendor's Solicitors a bank draft or solicitor's trust cheque in the amount of the balance of the Purchase Price payable pursuant to subsection 3(d) hereof.
- (d) ~~The documents and other instruments to be delivered by the Vendor to the Purchaser's Solicitors in accordance with subsection 10(b) hereof and to be delivered by the Purchaser to the Vendor's Solicitors in accordance with subsection 10(d) hereof (including, without limitation, the balance of the Purchase Price) and all other payments of the Purchase Price may be delivered in trust on such reasonable trust conditions as would customarily be imposed in a similar transaction in Alberta.~~

ME
PK

9. DEFAULT

Notwithstanding anything to the contrary herein set forth or implied:

Vendor	Purchaser
ME	PK

- (a) If, after removal of the Conditions Precedent, the Purchaser fails to complete the Offer, the Deposit(s) and any interest thereon paid is forfeit to the Vendor as liquidated damages and this Offer shall be null and void at the option of the Vendor. Action against the purchaser shall be limited to the amount of the deposits and the Vendor shall take no further action against the Purchaser.
- (b) If, after removal of the Conditions Precedent, the Vendor fails to complete the Offer, the Deposit, shall be immediately paid to the Purchaser without deduction. The Purchaser shall have all remedies available at law against the Vendor in equity, including, without limitation, specific performance and damages.

10. RISK, DAMAGE OR DESTRUCTION

The Purchased Assets shall be and remain at the sole risk of the Vendor until Closing.

11. NOTICE

Any demand, notice or other communication to be made or given hereunder shall being in writing and may be made or given by personal delivery or by transmittal by facsimile transmission or PDF electronic transmission addressed to the respective parties as follows:

- (a) to the Purchaser:
 Allstar Property Management Ltd
 1163 Goodwin Circle NW
 Edmonton, Alberta. T5T-6W5
 780-991-4271 phone
allstarpropertymgmt@shaw.ca

with a copy to
 COLLIERS INTERNATIONAL
 Suite 3555 Manulife Place
 10180 - 101 Street
 Edmonton, Alberta. T5J 3S4
 Attention: Mr. Kenneth Shebib
 Phone: (780)-863-7355
 Fax: (780) 424-7830

- (b) to the Vendor:
 Romspen Investment Corporation
 Suite 300 162 Cumberland Street

Vendor	Purchaser
<i>MS</i>	<i>RA</i>

Toronto, Ontario. M5R 3N5
Attention: Wesley Roitman wes@romspen.com

with a copy to
COLLIERS INTERNATIONAL
Suite 3555 Manulife Place
10180 - 101 Street
Edmonton, Alberta T5J 3S4
Attention: Mr. Kenneth Shebib
Phone: (780)-863-7355
Fax: (780) 424-7830

or to such other address or facsimile number or e-mail address as any party may from time to time notify to the other party in accordance with this Section 13. Any demand, notice or communication made or given by personal delivery shall be conclusively deemed to have been made or given on the day of actual delivery thereof and if made or given by facsimile transmission, shall be conclusively deemed to have been given on the first Business Day following the transmission thereof.

12. ADDITIONAL DOCUMENTATION

The Vendor and the Purchaser covenant to execute promptly such further documents or instruments and to provide such assurance as may be necessary to give effect to this Agreement and to conclude the transactions set out herein in accordance with the provisions of this Agreement.

13. REGISTRATION COSTS

The Vendor shall be responsible for the cost of preparing all conveyances necessary to convey the Purchased Assets to the Purchaser, and the Purchaser shall be responsible for the cost of registering all conveyances necessary to convey the Purchased Assets to the Purchaser. Each party shall pay its own legal fees with respect to this transaction.

14. ENTIRE AGREEMENT

This Agreement (including the Schedules hereto) embodies the entire agreement between the parties with respect to the Purchased Assets and there are no representations, warranties,

and the addendum

*WRO
PK*

Vendor	Purchaser
<i>WRO</i>	<i>PK</i>

guarantees, promises or collateral or past agreements existing between the Vendor and the Purchaser with respect to the Purchased Assets which are not expressly set forth herein.

15. GOODS AND SERVICES TAX

The Purchaser and Vendor warrant as follows:

- (a) The Purchaser shall be responsible for any retail sales tax and for any Goods and Services Tax (the "GST") payable with respect to the purchase of the Property. If the Vendor is required to remit the GST with respect to the Property by virtue of the fact that the Purchaser is not a registrant pursuant to Subdivision D of Division V of Part IX of The Excise Tax Act for GST purposes, the Purchaser will deliver to the Vendor on the Closing Date a certified cheque or banker's draft in the amount of GST payable in respect of the purchase by the Purchaser of the Property.
- (b) If the Vendor and the Purchaser are both registrants and the election is available, the Vendor and the Purchaser agree to elect pursuant to Section 167(1) of The Excise Tax Act that no GST shall apply in respect of the supply of the assets dealt with in this Agreement.
- (c) If requested, the Purchaser shall provide the Vendor, at closing, with a statutory declaration of an officer of the Purchaser confirming such registration, including the Purchaser's registration number.

16. JURISDICTION

This Agreement shall be governed by, and construed and interpreted in accordance with the provisions of, the laws of the Province of Alberta.

17. DATES

If the date for the making of any payment hereunder or the date for the doing of any act hereunder shall fall on a day other than a Business Day, such day shall be extended to the first Business Day following such date.

18. TIME

Time shall be of the essence of this Agreement.

19. ENUREMENT

This Agreement shall enure to the benefit of and binding upon the parties hereto and their respective successors and permitted assigns.

Vendor	Purchaser
<i>ML</i>	<i>RL</i>

20. AGREEMENT

This Offer, when accepted, shall constitute a binding agreement for the purchase and sale of the Purchased Assets in accordance with the terms hereof.

21. COUNTERPART

This Agreement and any of the closing documents to be delivered and tendered pursuant to the terms hereof (save and except to the extent that original signed documents are required for registration purposes) may be executed in counterparts, each of which shall be deemed to be an original and all of which when taken together shall be deemed to constitute one and the same instrument. Counterparts may be executed and delivered in original or faxed form or by email in pdf format and each of the parties hereto adopt any signatures received by fax machine or email in pdf format as original signatures.

22. AGENCY

Colliers Macaulay Nicolls Inc. o/a Colliers International ("Colliers") is required to disclose their Agency role and obtain the informed acknowledgement of both the Purchaser and the Vendor to Colliers acting in a Transaction Brokerage capacity on behalf of both the Vendor and Purchaser in this transaction as defined by the *Alberta Real Estate Act*.

By signing this Agreement, the Purchaser and Vendor provide such informed consent and notwithstanding any other agreements or understandings that either party may have, it is agreed to that Colliers has disclosed the fact that they are acting in a Transaction Brokerage role during this transaction.

In Transaction Brokerage the brokerage is obligated to share all information and to disclose all facts to all parties and represents the interest of all parties equally.

23. Commissions

The Vendor shall pay a selling commission as per the Exclusive Listing Agreement equal to Four Percent (4%) of the sale price upon transfer of Title to the Purchaser. The Vendor hereby indemnifies the Purchaser from and fees associated with the payment of such commissions.

24. ACCEPTANCE

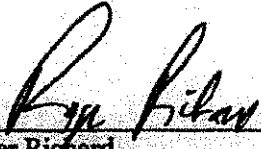
IN WITNESS WHEREOF this Offer has been executed this 31 day of August, 2011, by the Purchaser under the hands of its proper signing officers duly authorized in that behalf.

Vendor	Purchaser
	

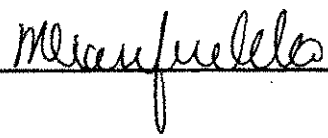
AK M.

28th

This Offer to Purchase is open for acceptance by the Vendor until 4:00 p.m. September 28, 2011.

Purchaser:  Witness: _____
Roger Richard.
Allstar Property Management Ltd

IN WITNESS WHEREOF this acceptance of this Offer has been executed this 27th day of September, 2011 by the Vendor under the hands of its proper signing officers duly authorized in that behalf.

Per:  Witness: 
Wes Roitman
Romspen Investment Corporation.

Vendor	Purchaser
	

SCHEDULE "A"

LANDS

PLAN 1268NY
BLOCK 1
LOT 4 Title Number 072 475 437
5 Title Number 072 475 438
6 Title Number 072 475 439
7 Title Number 072 475 440
8 Title Number 072 475 441

PLAN 2274NY
BLOCK 1
LOT 3A Title Number 072 474 442

AREA: (1.0075 Acres) more or less

Vendor	Purchaser
	

SCHEDULE "B"

PERMITTED ENCUMBRANCES

"Permitted Encumbrances" means:

1. Registered instruments listed below;

<u>Registration #</u>	<u>Date</u>	<u>Particulars</u>
-----------------------	-------------	--------------------

NONE.

Vendor	Purchaser
<i>He</i>	<i>He</i>

Schedule "C"

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 19



LAND TITLE CERTIFICATE

S
LINE SHORT LEGAL TITLE NUMBER
0019 147 511 2274NY;1;3A 072 475 442

LEGAL DESCRIPTION
PLAN 2274NY
BLOCK 1
LOT 3A
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 042 342 929

REGISTRATION	DATE(DNY)	REGISTERED OWNER(S) DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 442	08/08/2007	TRANSFER OF LAND	\$800,000	\$800,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

Handwritten signature/initials

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 20

ENCUMBRANCES, LIENS & INTERESTS			
REGISTRATION			PAGE 2
NUMBER	DATE (D/M/Y)	PARTICULARS	\$ 072 475 442
ALBERTA T2G0P6			
ORIGINAL PRINCIPAL AMOUNT: \$6,500,000			
092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1E5 AGENT - CARL G MCLAUCHLIN	
092 331 421	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. C/O BURNET DUCKWORTH & PALMER ATTN: JAMES D MURPHY 1400, 350-7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,723	
092 371 056	15/10/2009	BUILDER'S LIEN LIENOR - REINBOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REINBOLD AMOUNT: \$43,561	
092 371 931	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET PORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895	
102 081 003	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371931 BUILDER'S LIEN ACT	
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092331421	

(CONTINUED)

14 ME

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 21

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION

NUMBER

DATE (D/M/Y)

PARTICULARS

PAGE 3

072 478 442

102 299 331

25/09/2010 ORDER

IN FAVOUR OF - ERNST & YOUNG INC..

ERNST & YOUNG TOWER

1000, 440 2ND AVENUE SW

CALGARY

ALBERTA T2P5E9

AGAINST - FORT MCMONEY PROPERTIES II LTD..

AGAINST - FORT MCMONEY PROPERTIES LTD..

RECEIVERSHIP ORDER - RESTRICTED

112 137 322

12/05/2011 TAX NOTIFICATION

BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO.

9909 FRANKLIN AVENUE

FORT MCMURRAY, ALBERTA

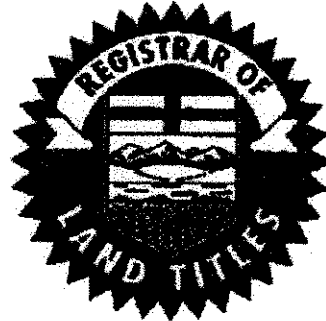
T9E2X4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:53 A.M.

ORDER NUMBER: 19732486

CUSTOMER FILE NUMBER: 7242781-5 s1



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

LE MO

17

Schedule "D"

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 16



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0010 295 690 126&NY;1;8 072 475 441

LEGAL DESCRIPTION
PLAN 126&NY
BLOCK 1
LOT 8
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 072 254 820

REGISTRATION	DATE (DMY)	REGISTERED OWNER(S) DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 441	08/08/2007	TRANSFER OF LAND	\$900,000	\$900,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY, ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

RR

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 17

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
072 475 441

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T2G0P6

ORIGINAL PRINCIPAL AMOUNT: \$6,500,000

092 037 727 04/02/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA)
LTD..
208 COVE RD
CHESTERMERE
ALBERTA T1X1B5
AGENT - CAL G MCLAUCHLIN

092 331 405 16/09/2009 BUILDER'S LIEN
LIENOR - L ARCHITECT INC..
ATTN JAMES D MURPHY, C/O BURNET DUCKWORTH & PALMER
LLP
1400, 350 - 7TH AVENUE SW
CALGARY
ALBERTA T2P3N9
AGENT - MARIAM LIPTAK
AMOUNT: \$286,755

092 371 090 15/10/2009 BUILDER'S LIEN
LIENOR - REINHOLD ENGINEERING GROUP...
C/O H MARKHAM SILVER
300 255 17TH AVE S.W.
CALGARY
ALBERTA T2S2T6
AGENT - DOUG REINHOLD
AMOUNT: \$43,581

092 371 930 15/10/2009 BUILDER'S LIEN
LIENOR - CSM ENGINEERING LTD..
C/O THORNE & THORNE
200, 9914 MORRISON STREET
FORT McMURRAY
ALBERTA T9H4A4
AGENT - CLIFF MARON
AMOUNT: \$62,895

102 080 912 11/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092371930

102 084 388 15/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092331405

102 299 351 25/06/2010 ORDER

(CONTINUED)

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SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 18

19

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 441

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

IN FAVOUR OF - ERNST & YOUNG INC.,
ERNST & YOUNG TOWER
1000, 440 2ND AVENUE SW
CALGARY
ALBERTA T2P6E9
AGAINST - FORT MCMONEY PROPERTIES II LTD.,
AGAINST - FORT MCMONEY PROPERTIES LTD.,
RECEIVERSHIP ORDER - RESTRICTED

112 137 322 12/05/2011 TAX NOTIFICATION
BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO,
9909 FRANKLIN AVENUE
FORT McMURRAY, ALBERTA
T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:52 A.M.

ORDER NUMBER: 19732437

CUSTOMER FILE NUMBER: 7242781-5 SL



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

Handwritten signature/initials

Schedule "E"

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 13



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0017 926 544 1268NY;1,7 072 475 440

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 7
EXCEPTING THEREBOUT ALL MINES AND MINERALS

ESTATE: FREE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (PORT MCMURRAY)

REFERENCE NUMBER: 072 254 820 +1

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 440	08/08/2007	TRANSFER OF LAND	\$900,000	\$900,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION		
NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY, ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

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(21)

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 14

ENCUMBRANCES, LIENS & INTERESTS
PAGE 2
072 475 440

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T2G0P6
ORIGINAL PRINCIPAL AMOUNT: \$6,500,000
092 037 727 04/02/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA)
LTD..
208 COVE RD
CHESTERMERE
ALBERTA T1X1B5
AGENT - CAL G MCLAUCHLIN
092 331 797 16/09/2009 BUILDER'S LIEN
LIENOR - L ARCHITECT INC..
C/O BURNET DUCKWORTH & PALMER
ATTN: JAMES D MURPHY
1400, 350-7 AVE SW
CALGARY
ALBERTA T2P3N9
AGENT - MARIAN LIPTAK
AMOUNT: \$286,755
092 371 089 15/10/2009 BUILDER'S LIEN
LIENOR - REINBOLD ENGINEERING GROUP...
C/O H MARKHAM SILVER
300 255 17TH AVE S.W.
CALGARY
ALBERTA T2S2T8
AGENT - DOUG REINBOLD
AMOUNT: \$43,581
092 371 929 15/10/2009 BUILDER'S LIEN
LIENOR - CSM ENGINEERING LTD..
C/O THORNE & THORNE
200, 9914 MORRISON STREET
FORT McMURRAY
ALBERTA T9H4A4
AGENT - CLIFF MARON
AMOUNT: \$62,895
102 080 990 11/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092371929
BUILDER'S LIEN ACT
102 004 388 15/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092331797

(CONTINUED)

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SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 15

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 478 440

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

102 299 351 25/08/2010 ORDER
IN FAVOUR OF - ERNST & YOUNG INC.,
ERNST & YOUNG TOWER
1000, 440 2ND AVENUE SW
CALGARY
ALBERTA T2P5E9
AGAINST - FORT MCMURRAY PROPERTIES II LTD..
AGAINST - FORT MCMURRAY PROPERTIES LTD..
RECEIVERSHIP ORDER - RESTRICTED

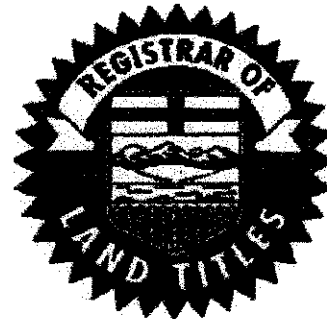
112 137 322 12/08/2011 TAX NOTIFICATION
BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO.
9909 FRANKLIN AVENUE
FORT MCMURRAY, ALBERTA
T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:51 A.M.

ORDER NUMBER: 19732402

CUSTOMER FILE NUMBER: 7242781-5 s1



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
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OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

Handwritten signature/initials

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SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 10



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0010 093 409 1268NY;1;6 072 475 439

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 6
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 032 269 401

REGISTRATION	DATE (DMY)	REGISTERED OWNER(S) DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 439	08/08/2007	TRANSFER OF LAND	\$800,000	\$800,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E6

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

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ENCUMBRANCES, LIENS & INTERESTS

PAGE 2

072 475 439

REGISTRATION

NUMBER

DATE (D/M/Y)

PARTICULARS

ALBERTA T2G0P6

ORIGINAL PRINCIPAL AMOUNT: \$6,500,000

092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1S AGENT - CAL G MCLAUCHLIN
092 331 944	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. C/O BURNET DUCKWORTH & PALMER LLP ATTN: JAMES D MURPHY 1400, 350 - 7TH AVENUE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,755
092 371 088	15/10/2009	BUILDER'S LIEN LIENOR - REINHOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REINHOLD AMOUNT: \$43,581
092 371 928	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 208, 9914 MORRISON STREET FORT McMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895
102 080 996	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371928 BUILDER'S LIEN ACT
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092331944

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SEP. 19. 2011 10:03AM

OYE&DURHAM COMPANY INC.

NO. 0451 P. 12

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER DATE (D/M/Y) PARTICULARS PAGE 3
072 478 439

102 299 351 25/08/2010 ORDER
IN FAVOUR OF - ERNST & YOUNG INC..
ERNST & YOUNG TOWER
1000, 440 2ND AVENUE SW
CALGARY
ALBERTA T2P5B9
AGAINST - FORT MCMONEY PROPERTIES II LTD..
AGAINST - FORT MCMONEY PROPERTIES LTD..
RECEIVERSHIP ORDER - RESTRICTED

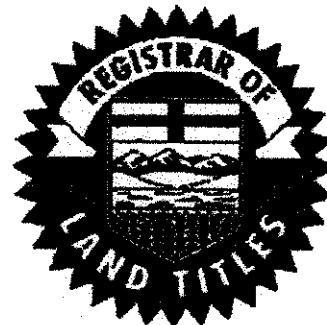
112 137 322 12/08/2011 TAX NOTIFICATION
BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO.
9909 FRANKLIN AVENUE
FORT MCMURRAY, ALBERTA
T9E2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:51 A.M.

ORDER NUMBER: 19732366

CUSTOMER FILE NUMBER: 8383892-56L



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
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OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

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Schedule "G"

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 7



LAND TITLE CERTIFICATE

8
LINC SHORT LEGAL TITLE NUMBER
0011 303 062 1268NY;1;5 072 475 438

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 5
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (PORT MCMURRAY)

REFERENCE NUMBER: 982 348 013

REGISTERED OWNER(S)				
REGISTRATION	DATE (DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 438	08/08/2007	TRANSFER OF LAND	\$687,610	\$687,610

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

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SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 8

-----			ENCUMBRANCES, LIENS & INTERESTS	PAGE 2
REGISTRATION	NUMBER	DATE (D/M/Y)	PARTICULARS	# 072 475 438

			ALBERTA T2G0P6	
			ORIGINAL PRINCIPAL AMOUNT: \$6,500,000	
092 037 727	04/02/2009	CAVEAT	RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1NS AGENT - CAL C MCLAUCHLIN	
092 331 773	16/09/2009	BUILDER'S LIEN	LIENOR - L ARCHITECT INC.. C/O BURNET DOCKWORTH & PALMER ATTN: JAMES D MURPHY 1400, 350-7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,755	
092 371 087	15/10/2009	BUILDER'S LIEN	LIENOR - REYNOLD ENGINEERING GROUP... C/O H MARSHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REYNOLD AMOUNT: \$43,581	
092 371 927	15/10/2009	BUILDER'S LIEN	LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET FORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895	
102 081 007	11/03/2010	CERTIFICATE OF LIS PENDENS	AFFECTS INSTRUMENT: 092371927 BUILDER'S LIEN ACT	
102 084 188	15/03/2010	CERTIFICATE OF LIS PENDENS	AFFECTS INSTRUMENT: 092331773	

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Handwritten signature/initials.

Schedule 441

SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 9

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 438

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

102 299 351 25/08/2010 ORDER
IN FAVOUR OF - ERNST & YOUNG INC..
ERNST & YOUNG TOWER
1000, 440 2ND AVENUE SW
CALGARY
ALBERTA T2P5E9
AGAINST - FORT MCMONEY PROPERTIES II LTD..
AGAINST - FORT MCMONEY PROPERTIES LTD..
RECEIVERSHIP ORDER - RESTRICTED

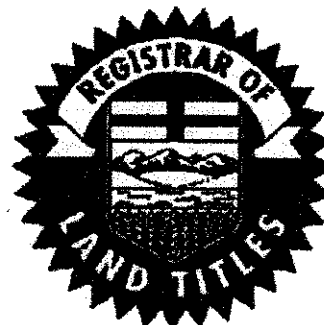
112 137 322 12/05/2011 TAX NOTIFICATION
BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO.
9909 FRANKLIN AVENUE
FORT MCMURRAY, ALBERTA
T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:50 A.M.

ORDER NUMBER: 19732334

CUSTOMER FILE NUMBER: 7242781-5 01



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
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PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

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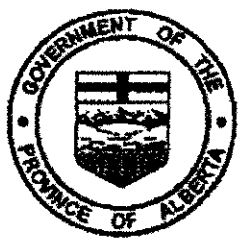
29

SCHEDULE H 11

SEP. 19. 2011 10:01AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 4



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0018 158 865 1268NY;1;4 072 475 437

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 4
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (PORT MCMURRAY)

REFERENCE NUMBER: 072 205 261

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 437	08/08/2007	TRANSFER OF LAND	\$687,610	\$687,610

OWNERS
PORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS		
REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

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Handwritten signature or initials.

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 5

ENCUMBRANCES, LIENS & INTERESTS			PAGE 2
REGISTRATION			# 072 475 437
NUMBER	DATE (D/M/Y)	PARTICULARS	
ALBERTA T2G0P6			
ORIGINAL PRINCIPAL AMOUNT: \$6,500,000			
092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1E5 AGENT - CAL G MCLAUCHLIN	
092 332 025	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. ATTN JAMES D MURPHY, C/O BURNET DUCKWORTH & PALMER LLP 1400, 350 - 7TH AVENUE SW CALGARY ALBERTA T2F3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,753	
092 371 086	15/10/2009	BUILDER'S LIEN LIENOR - REINHOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T6 AGENT - DOUG REINHOLD AMOUNT: \$43,581	
092 371 926	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET FORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895	
102 081 013	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371926 BUILDER'S LIEN ACT	
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092332025	

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~~schedule "E"~~ 11

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 6

ENCOMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 437

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

102 299 351 25/08/2010 ORDER
IN FAVOUR OF - ERNST & YOUNG INC..
ERNST & YOUNG TOWER
1000, 440 2ND AVENUE SW
CALGARY
ALBERTA T2P5H9
AGAINST - PORT MCMONEY PROPERTIES II LTD..
AGAINST - PORT MCMONEY PROPERTIES LTD..
RECEIVERSHIP ORDER - RESTRICTED

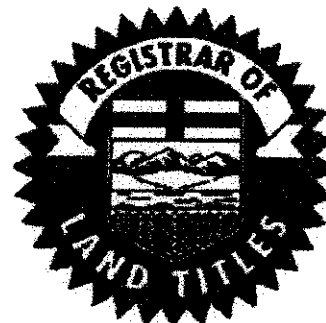
112 137 322 12/05/2011 TAX NOTIFICATION
BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO.
9909 FRANKLIN AVENUE
PORT MCMURRAY, ALBERTA
T9E2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:47 A.M.

ORDER NUMBER: 19732229

CUSTOMER FILE NUMBER: 7242791-5 SL



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
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OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

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ADDENDUM TO CONTRACT OF PURCHASE AND SALE

Notwithstanding anything in this Contract of Purchase and Sale to the contrary:

- 1 The Buyer, (referred to herein as the Purchaser) acknowledges that the Seller (referred to herein as the Vendor) has a charge on the Property (as defined in the main body of this Contract of Purchase and Sale) and is selling it pursuant to a Court Order.
- 2 This Contract of Purchase and Sale is subject to the following:
 - (a) the approval of the Court of Queens Bench of Alberta of the Judicial Centre of Calgary in Action No. 0901-11866; and
 - (b) the rights, if any, of another person to redeem, or purchase the Vendor's security prior to closing of this transaction; and
 - (c) the Vendor being restrained or enjoined from completing this sale by a Court of competent jurisdiction or the filing or registration of any document preventing the Vendor from giving good title to the Purchaser; and
 - (d) the Vendor being able to complete the sale pursuant to the Court Order.
- 3 In the event that:
 - (a) any person shall become entitled to redeem, or assign the Vendor's security and does so prior to the completion of this transaction; or
 - (b) the Vendor is unable to complete the sale pursuant to the Court Order;then the Vendor shall have the right to terminate this Contract of Purchase and Sale and upon the Vendor giving written notice to the Purchaser that it is so doing, this Contract of Purchase and Sale shall be cancelled, without interest or deduction. Written notice shall be deemed to be validly given if received by the agent or solicitor or notary for the Purchaser.
- 4 The Vendor shall not be required to furnish any title documents and shall only be required to provide such deeds, copies thereof, or evidence of title as are in its possession or control.
- 5 The Purchaser acknowledges and agrees that there are no representations and/or warranties with respect to the fitness, condition (including environmental condition), zoning or lawful use of the Property and agrees to accept the Property in a "as is where is" condition and subject to any outstanding work orders or notices of infractions as of the date of closing and subject to the existing municipal or other governmental by-laws, restrictions or orders affecting its use, including sub-division agreements and easements.
- 6 The Purchaser acknowledges that the Vendor is making no representations and/or warranties whatsoever with respect to the Property. The Purchaser acknowledges that it has relied entirely upon its own inspection and investigation with respect to quantity, quality and value of the Property and its suitability for any purpose, including occupancy, development, or derivation of revenue.

AA

7. The Purchaser acknowledges that the fixtures and chattels presently on the premises are to be taken by the Purchaser at the Purchaser's own risk completely, without representation or warranty of any kind from the Vendor as to the ownership or state of repair of any such fixtures and chattels. Without limitation, to the extent that the Vendor does not own any chattels, separate arrangements will have to be made by the Purchaser with any owner of any chattels in order for the Purchaser to take title to any chattels.
8. The Purchaser acknowledges that any information supplied to the Purchaser by the Vendor or its agents or representatives is and was supplied without any representation or warranty, and that the responsibility for verification of any such information shall be wholly the responsibility of the Purchaser.
9. The Purchaser hereby waives any requirement for the Vendor to provide to the Purchaser a site profile (or any other certification) for the Property under any Environmental legislation or regulations
10. The Vendor shall provide the Purchaser with only those keys to the premises that are in its possession
11. This offer will become public information prior to the Court approval date and competing Purchasers will have the ability to appear in Court with higher offers. The Purchaser will have the ability (subject to the Court's discretion) to modify this offer to respond to competing offers presented in Court and it is recommended that the Purchaser seek independent legal advice to advance its own offer to the Court.
12. The Purchaser acknowledges and agrees to provide the net sales proceeds to the Vendor by way of certified funds (bank draft or certified cheque).
13. This Agreement may be signed in counterparts and each such counterpart will constitute an original document and, taken together, will constitute one and the same instrument.
14. The parties to this Agreement acknowledge and agree that the Vendor will not be responsible for paying any commission to a listing agent or any other realtor or agent if the Property is redeemed, or by any other person, such that the security is paid out prior to closing of this transaction, or if the Vendor is restrained or enjoined from completing this sale by a Court of competent jurisdiction, or if the filing or registration of any document prevents the Vendor from giving good title to the Purchaser, or if the Vendor is otherwise not able to complete the sale pursuant to the Court Order, or if the Vendor sells the Property to a company or other person related to the Vendor, or if the Vendor directly introduces the Purchaser to the Property.

(Vendor)

Handwritten signature
Brimson Invest Corporation

fm

(Purchaser)

Handwritten signature
ALLSTAR PROPERTY MANAGEMENT LTD

Handwritten initials

SEP. 19. 2011 10:01AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 4



This is Exhibit " B " referred to in the
affidavit of L. Grillone

sworn before me at Vancouver

LAND TITLE CERTIFICATE this 5 day of October, 2011

S
LINC SHORT LEGAL
0018 158 865 1268NY;1;4

TITLE NUMBER
072 475 437

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 4
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 072 205 261

REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 437	08/08/2007	TRANSFER OF LAND	\$687,610	\$687,610

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 5

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
072 475 437

REGISTRATION

NUMBER

DATE (D/M/Y)

PARTICULARS

ALBERTA T2G0P6

ORIGINAL PRINCIPAL AMOUNT: \$6,500,000

092 037 727 04/02/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA)
LTD..
208 COVE RD
CHESTERMERE
ALBERTA T1X1E5
AGENT - CAL G MCLAUCHLIN

092 332 025 16/09/2009 BUILDER'S LIEN
LIENOR - L ARCHITECT INC..
ATTN JAMES D MURPHY, C/O BURNET DUCKWORTH & PALMER
LLP
1400, 350 - 7TH AVENUE SW
CALGARY
ALBERTA T2P3N9
AGENT - MARIAN LIPTAK
AMOUNT: \$286,755

092 371 086 15/10/2009 BUILDER'S LIEN
LIENOR - REINBOLD ENGINEERING GROUP...
C/O H MARKHAM SILVER
300 255 17TH AVE S.W.
CALGARY
ALBERTA T2S2T8
AGENT - DOUG REINBOLD
AMOUNT: \$43,581

092 371 926 15/10/2009 BUILDER'S LIEN
LIENOR - CSM ENGINEERING LTD..
C/C THORNE & THORNE
200, 9914 MORRISON STREET
FORT MCMURRAY
ALBERTA T9H4A4
AGENT - CLIFF MARON
AMOUNT: \$62,895

102 081 013 11/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092371926
BUILDER'S LIEN ACT

102 084 388 15/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092332025

(CONTINUED)

36

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 437

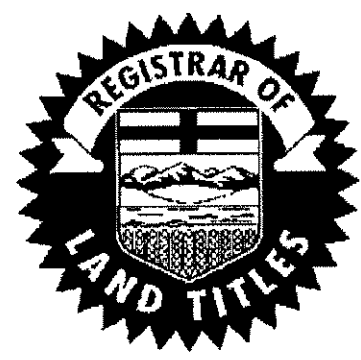
REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
102 299 351	25/08/2010	ORDER IN FAVOUR OF - ERNST & YOUNG INC.. ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5E9 AGAINST - FORT MCMONEY PROPERTIES II LTD.. AGAINST - FORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED
112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE FORT MCMURRAY, ALBERTA T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:47 A.M.

ORDER NUMBER: 19732229

CUSTOMER FILE NUMBER: 7242781-5 SL



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 10



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0010 093 409 1268NY;1;6 072 475 439

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 6
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 032 269 401

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 439	08/08/2007	TRANSFER OF LAND	\$800,000	\$800,000

OWNERS

FORT MCMONEY PROPERTIES II LTD.,
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 11

ENCUMBRANCES, LIENS & INTERESTS
PAGE 2
072 475 439

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T2G0P6
ORIGINAL PRINCIPAL AMOUNT: \$6,500,000
092 037 727 04/02/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA)
LTD..
208 COVE RD
CHESTERMERE
ALBERTA T1X1E5
AGENT - CAL G MCLAUCHLIN
092 331 944 16/09/2009 BUILDER'S LIEN
LIENOR - L ARCHITECT INC..
C/O BURNET DUCKWORTH & PALMER LLP
ATTN: JAMES D MURPHY
1400, 350 - 7TH AVENUE SW
CALGARY
ALBERTA T2P3N9
AGENT - MARIAN LIPTAK
AMOUNT: \$286,755
092 371 088 15/10/2009 BUILDER'S LIEN
LIENOR - REINBOLD ENGINEERING GROUP...
C/O H MARKHAM SILVER
300 255 17TH AVE S.W.
CALGARY
ALBERTA T2S2T8
AGENT - DOUG REINBOLD
AMOUNT: \$43,581
092 371 928 15/10/2009 BUILDER'S LIEN
LIENOR - CSM ENGINEERING LTD..
C/O THORNE & THORNE
200, 9914 MORRISON STREET
FORT MCMURRAY
ALBERTA T9H4A4
AGENT - CLIFF MARON
AMOUNT: \$62,895
102 080 996 11/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092371928
BUILDER'S LIEN ACT
102 084 388 15/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092331944

(CONTINUED)

SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 12

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 439

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
102 299 351	25/08/2010	ORDER IN FAVOUR OF - ERNST & YOUNG INC.. ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5E9 AGAINST - PORT MCMONEY PROPERTIES II LTD.. AGAINST - PORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED
112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE FORT MCMURRAY, ALBERTA T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:51 A.M.

ORDER NUMBER:19732366

CUSTOMER FILE NUMBER: 8353892-56L



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
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OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 13



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0017 926 544 1268NY,1;7 072 475 440

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 7
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (PORT MCMURRAY)

REFERENCE NUMBER: 072 254 820 +1

REGISTRATION	DATE(DMY)	REGISTERED OWNER(S) DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 440	08/08/2007	TRANSFER OF LAND	\$900,000	\$900,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E9

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 14

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS	PAGE 2 # 072 475 440
		ALBERTA T2G0P6	
		ORIGINAL PRINCIPAL AMOUNT: \$6,500,000	
092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1E5 AGENT - CAL G MCLAUCHLIN	
092 331 797	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. C/O BURNET DUCKWORTH & PALMER ATTN: JAMES D MURPHY 1400, 350-7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,755	
092 371 089	15/10/2009	BUILDER'S LIEN LIENOR - REINBOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REINBOLD AMOUNT: \$43,581	
092 371 929	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET FORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895	
102 080 990	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371929 BUILDER'S LIEN ACT	
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092331797	

(CONTINUED)

(42)

ENCUMBRANCES, LIENS & INTERESTS

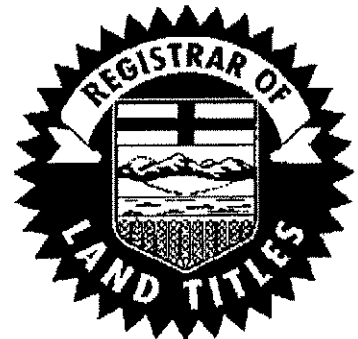
REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS	PAGE 3 # 072 475 440
102 299 351	25/08/2010	ORDER IN FAVOUR OF - ERNST & YOUNG INC., ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5X9 AGAINST - FORT MCMONEY PROPERTIES II LTD.. AGAINST - FORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED	
112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE FORT MCMURRAY, ALBERTA T9E2K4	

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:51 A.M.

ORDER NUMBER: 19732402

CUSTOMER FILE NUMBER: 7242781-5 #1



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

SEP. 19. 2011 10:04AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 16



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0010 295 690 1268NY;1;8 072 475 441

LEGAL DESCRIPTION
PLAN 1268NY
BLOCK 1
LOT 8
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 072 254 820

REGISTERED OWNER(S)				
REGISTRATION	DATE (DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION

072 475 441	08/08/2007	TRANSFER OF LAND	\$900,000	\$900,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E6

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION		
NUMBER	DATE (D/M/Y)	PARTICULARS

082 165 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

(44)

SEP. 19. 2011 10:05AM

OYE&OURHAM COMPANY INC.

NO. 0451 P. 17

ENCUMBRANCES, LIENS & INTERESTS
PAGE 2
072 475 441

REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T2G0P6

ORIGINAL PRINCIPAL AMOUNT: \$6,500,000

092 037 727 04/02/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA)
LTD..
208 COVE RD
CHESTERMERE
ALBERTA T1X1E5
AGENT - CAL G MCLAUCHLIN

092 331 405 16/09/2009 BUILDER'S LIEN
LIENOR - L ARCHITECT INC..
ATTN JAMES D MURPHY, C/O BURNET DUCKWORTH & PALMER
LLP
1400. 350 - 7TH AVENUE SW
CALGARY
ALBERTA T2P3N9
AGENT - MARIAN LIPTAK
AMOUNT: \$286,755

092 371 090 15/10/2009 BUILDER'S LIEN
LIENOR - REINBOLD ENGINEERING GROUP...
C/O H MARKHAM SILVER
300 255 17TH AVE S.W.
CALGARY
ALBERTA T2S2T8
AGENT - DOUG REINBOLD
AMOUNT: \$43,581

092 371 930 15/10/2009 BUILDER'S LIEN
LIENOR - CSM ENGINEERING LTD..
C/O THORNE & THORNE
200, 9914 MORRISON STREET
FORT MCMURRAY
ALBERTA T9H4A4
AGENT - CLIFF MARON
AMOUNT: \$62,895

102 080 912 11/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092371930

102 084 388 15/03/2010 CERTIFICATE OF LIS PENDENS
AFFECTS INSTRUMENT: 092331405

102 299 351 25/08/2010 ORDER

(CONTINUED)

(45)

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 18

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 441

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
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		IN FAVOUR OF - ERNST & YOUNG INC.. ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5E9 AGAINST - FORT MCMONEY PROPERTIES II LTD.. AGAINST - FORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED
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112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE PORT MCMURRAY, ALBERTA T9H2K4
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TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:52 A.M.

ORDER NUMBER: 19732437

CUSTOMER FILE NUMBER: 7242781-5 SL



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

(46)

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 19



LAND TITLE CERTIFICATE

S		
LINC	SHORT LEGAL	TITLE NUMBER
0019 147 511	2274NY;1;3A	072 475 442

LEGAL DESCRIPTION
PLAN 2274NY
BLOCK 1
LOT 3A
EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;9;89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 042 342 929

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION

072 475 442	08/08/2007	TRANSFER OF LAND	\$800,000	\$800,000

OWNERS

FORT MCMONEY PROPERTIES II LTD..
OF 300, 808-4 AVENUE SW
CALGARY
ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS		
REGISTRATION	DATE (D/M/Y)	PARTICULARS
NUMBER		

082 185 058	02/05/2008	MORTGAGE MORTGAGRE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

(47)

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 20

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS	PAGE 2 # 072 475 442
		ALBERTA T2G0P6	
		ORIGINAL PRINCIPAL AMOUNT: \$6,500,000	
092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1K1E5 AGENT - CAL G MCLAUCHLIN	
092 331 421	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. C/O BURNET DUCKWORTH & PALMER ATTN: JAMES D MURPHY 1400, 350-7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,755	
092 371 056	15/10/2009	BUILDER'S LIEN LIENOR - REINBOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REINBOLD AMOUNT: \$43,581	
092 371 931	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET FORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895	
102 081 003	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371931 BUILDER'S LIEN ACT	
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092331421	

(CONTINUED)

(48)

SEP. 19. 2011 10:05AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 21

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
072 475 442

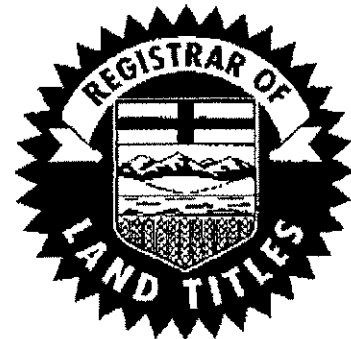
REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
102 299 351	25/08/2010	ORDER IN FAVOUR OF - ERNST & YOUNG INC.. ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5E9 AGAINST - FORT MCMONEY PROPERTIES II LTD.. AGAINST - FORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED
112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE FORT MCMURRAY, ALBERTA T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:53 A.M.

ORDER NUMBER:19732486

CUSTOMER FILE NUMBER: 7242781-5 s1



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
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OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 7



LAND TITLE CERTIFICATE

S
 LINC SHORT LEGAL TITLE NUMBER
 0011 303 062 1268NY;1;5 072 475 438

LEGAL DESCRIPTION
 PLAN 1268NY
 BLOCK 1
 LOT 5
 EXCEPTING THEREOUT ALL MINES AND MINERALS

ESTATE: FEE SIMPLE
 ATS REFERENCE: 4;9,89;6;RL

MUNICIPALITY: REGIONAL MUNICIPALITY OF WOOD BUFFALO (FORT MCMURRAY)

REFERENCE NUMBER: 982 348 013

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
072 475 438	08/08/2007	TRANSFER OF LAND	\$687,610	\$687,610

OWNERS

FORT MCMONEY PROPERTIES II LTD..
 OF 300, 808-4 AVENUE SW
 CALGARY
 ALBERTA T2P 3E8

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
082 185 058	02/05/2008	MORTGAGE MORTGAGEE - OLYMPIA TRUST COMPANY. ATTENTION: CORPORATE TRUST DEPARTMENT 2300, 125-9 AVENUE SE CALGARY

(CONTINUED)

(50)

SEP. 19. 2011 10:02AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 8

ENCUMBRANCES, LIENS & INTERESTSPAGE 2
072 475 438

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

ALBERTA T2G0P6

ORIGINAL PRINCIPAL AMOUNT: \$6,500,000

092 037 727	04/02/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - NEXUS CAPITAL CORPORATION (ALBERTA) LTD.. 208 COVE RD CHESTERMERE ALBERTA T1X1E5 AGENT - CAL G MCLAUCHLIN
092 331 773	16/09/2009	BUILDER'S LIEN LIENOR - L ARCHITECT INC.. C/O BURNET DUCKWORTH & PALMER ATTN: JAMES D MURPHY 1400, 350-7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - MARIAN LIPTAK AMOUNT: \$286,755
092 371 087	15/10/2009	BUILDER'S LIEN LIENOR - REYNOLD ENGINEERING GROUP... C/O H MARKHAM SILVER 300 255 17TH AVE S.W. CALGARY ALBERTA T2S2T8 AGENT - DOUG REYNOLD AMOUNT: \$43,581
092 371 927	15/10/2009	BUILDER'S LIEN LIENOR - CSM ENGINEERING LTD.. C/O THORNE & THORNE 200, 9914 MORRISON STREET FORT MCMURRAY ALBERTA T9H4A4 AGENT - CLIFF MARON AMOUNT: \$62,895
102 081 007	11/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092371927 BUILDER'S LIEN ACT
102 084 388	15/03/2010	CERTIFICATE OF LIS PENDENS AFFECTS INSTRUMENT: 092331773

(CONTINUED)

SEP. 19. 2011 10:03AM

DYE&DURHAM COMPANY INC.

NO. 0451 P. 9

ENCUMBRANCES, LIENS & INTERESTS

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072 475 438

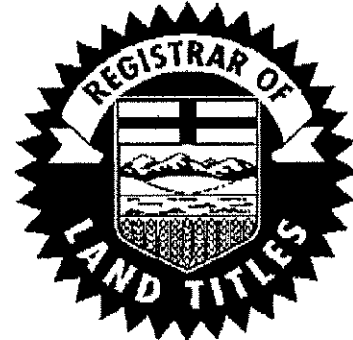
REGISTRATION NUMBER	DATE (D/M/Y)	PARTICULARS
102 299 351	25/08/2010	ORDER IN FAVOUR OF - ERNST & YOUNG INC.. ERNST & YOUNG TOWER 1000, 440 2ND AVENUE SW CALGARY ALBERTA T2P5E9 AGAINST - PORT MCMONEY PROPERTIES II LTD.. AGAINST - PORT MCMONEY PROPERTIES LTD.. RECEIVERSHIP ORDER - RESTRICTED
112 137 322	12/05/2011	TAX NOTIFICATION BY - REGIONAL MUNICIPALITY OF WOOD BUFFALO. 9909 FRANKLIN AVENUE PORT MCMURRAY, ALBERTA T9H2K4

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 19 DAY OF SEPTEMBER, 2011 AT 10:50 A.M.

ORDER NUMBER: 19732334

CUSTOMER FILE NUMBER: 7242761-5 81



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

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MARKETING REPORT
TWIN TOWERS 10119 MANNING AVENUE
FORT MCMURRAY, ALBERTA.

This is Exhibit "C" referred to in the
affidavit of L. Grillandier
sworn before me at Vancouver
this 5 day of October, 2011

The subject property has been listed since December 2008 for Romspen Investment Corporation. The original list price of the property was \$10,000,000.

There have been two offers on the property from the same purchaser. Both of these offers collapsed due to financing. The purchasers were unable to obtain suitable financing and the conditions lapsed.

The current offer has been received from the same purchaser as the original offers and is now unconditional.

Since 2008 the property has been marketed through the following means; Western Investor Magazine, Colliers International Website, electronic emails, and through direct contact with potential purchasers.

There has been very limited interest in the property. Since the time of listing Farouk Shah of Shah Developments has expressed interest in the property at a much lower price (\$5-5.5 million), Gerry Best has expressed interest and has been seeking 100% financing on the property but has not been able to secure the same, and the present purchaser.

There have been numerous enquiries on the property from various people and corporations. But those outlined above have been the only serious enquiries to date.

The Fort McMurray market has been affected by the decision of the Oil Sand industry to no longer pay a living out allowance (LOA) to employees. This has caused inventory for multi-family units to rise and has affected values negatively. The average residential condominium now sells for approximately \$410,000 as compared to a peak of \$460,000 in 2007-2008.

To date there has been little product that has been high density development. Builders usually utilize wood construction which allows for quick completion and limits risk. Most prospective purchasers have commented that high rise concrete construction in Fort McMurray is too expensive, and that there is not a premium return in the sales process. Another comment made by most potential purchasers has been that the density of the subject property is unrealistic in that the units are too small; they feel that less than 200 units could be built on the site at normal unit sizes.

Since the current offer has been received the property continues to be marketed to the public on the Colliers website as well as the Western Investor Magazine.

Ken Shebib. Vice President. Associate Broker

Colliers International Inc.

October 4, 2011