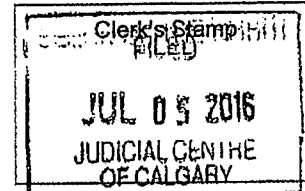


COURT FILE NUMBER 0901-11866  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE Calgary



ACTION 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 144<sup>TH</sup>  
AVENUE LTD., BEARSPAW AT 144<sup>TH</sup> EQUITIES  
LTD., BEARSPAW AT 144<sup>TH</sup> 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 APPLICATION BY ROMSPEN INVESTMENT  
CORPORATION

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT Owen Bird Law Corporation  
2900-595 Burrard Street  
Vancouver, BC V7X 1J5  
Attention: Scott H. Stephens

**NOTICE TO RESPONDENT(S)**

This application will be heard as shown below:

|             |                                                                            |
|-------------|----------------------------------------------------------------------------|
| Date        | July 21, 2016                                                              |
| Time        | 10:30 am                                                                   |
| Where       | Calgary Courts Centre, 601 - 5 <sup>th</sup> Street S.W., Calgary, Alberta |
| Before Whom | Mr. Justice D.B. Nixon                                                     |

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:**

1. An order in the form attached as Schedule "A" to this application.

**Grounds for making this application:**

2. Court approval is the only remaining condition of the offer of 1026776 Alberta Ltd. for its purchase of lands having the following legal descriptions:

- a) Title Number: 072 475 437  
Plan 1268NY  
Block 1  
Lot 4  
Excepting thereout all mines and minerals
- b) Title Number: 072 475 438  
Plan 1268NY  
Block 1  
Lot 5  
Excepting thereout all mines and minerals
- c) Title Number: 072 475 439  
Plan 1268NY  
Block 1  
Lot 6  
Excepting thereout all mines and minerals
- d) Title Number: 072 475 440  
Plan 1268NY  
Block 1  
Lot 7  
Excepting thereout all mines and minerals
- e) Title Number: 072 475 441  
Plan 1268NY  
Block 1  
Lot 8  
Excepting thereout all mines and minerals
- f) Title Number: 072 475 442  
Plan 2274NY  
Block 1  
Lot 3A  
Excepting thereout all mines and minerals

(collectively, the **"Fort McMoney II Property"**).

3. Romspen Investment Corporation (**"Romspen"**) is the debtor in possession (**"DIP"**) lender in these proceedings. Pursuant to prior orders made herein, since 2010 Romspen has had conduct of sale of the various lands owned by the Shire Group of Companies (the CCAA applicants herein) and has been tasked

with liquidating those lands in order to payout the DIP facility. The Fort McMoney II Property is the last remaining property to be sold and bring these CCAA proceedings to an end.

4. The Fort McMoney II Property has been listed since 2010. Colliers acted as the listing agent and marketed the property in the usual manner. One offer was made and accepted in 2011, but the sale ultimately collapsed. The list price was thereafter lowered from time to time. In or about April 2016, Colliers was replaced with D.C. & Associates Realty as the listing agent. The Fort McMoney II Property was listed at \$4.5 million. Wildfires subsequently caused extensive damage in Fort McMurray. Despite those tragic events, D.C. & Associates generated and maintained interest in the property. Eventually the offer presently before the court was secured in the amount of \$2.3 million. The offer is subject only to court approval. It is respectfully submitted that the offer is the result of reasonable and appropriate marketing efforts and that the proposed sale price represents fair market value. D.C. & Associates will continue to market the property pending the hearing of this application and competing bids will be solicited.

**Material or evidence to be relied on:**

5. Affidavit of L. Grillandini made July 4, 2016.
6. Order dated December 4 2009 and January 11, 2010 and order dated September 23, 2010.

**Applicable rules:**

7. Rule 1.4 and Parts 6 and 9 of the Alberta *Rules of Court*.

**Applicable Acts and regulations:**

8. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36.

**How the application is proposed to be heard or considered:**

9. In person, in chambers, before Mr. Justice D.B. Nixon

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

# Schedule "H"

COURT FILE NUMBER 0901-11866

COURT Court of Queen's Bench of Alberta

JUDICIAL CENTRE Calgary

ACTION 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 144<sup>TH</sup> AVENUE LTD., BEARSPAW AT  
144<sup>TH</sup> EQUITIES LTD., BEARSPAW AT 144<sup>TH</sup> 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.**

Clerk's Stamp

DOCUMENT

## Order

ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF PARTY  
FILING THIS DOCUMENT

Owen Bird Law Corporation  
2900-595 Burrard Street  
Vancouver, BC V7X 1J5  
Attention: Scott H. Stephens

---

DATE ON WHICH ORDER WAS PRONOUNCED: **July 21, 2016**

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: **Mr. Justice D.B. Dixon**

LOCATION OF HEARING: **Calgary, Alberta**

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UPON THE APPLICATION of the applicant, Romspen Investment Corporation ("**Romspen**") for an order approving the sale transaction (the "**Transaction**") contemplated by the agreement of purchase and sale between Romspen and 1026776 Alberta Ltd. (the "**Purchaser**") dated June 23/24, 2016 (the "**Purchase and Sale Agreement**") and vesting in the Purchaser all of Fort McMoney

Properties II Ltd.'s right, title and interest in and to the real property described in the Purchase and Sale Agreement; AND UPON having read the Application and the Affidavit of L. Grillandini, affirmed July 4, 2016; AND UPON hearing counsel for the applicant and others appearing;

**IT IS HEREBY ORDERED THAT:**

1. Service of notice of this application and supporting materials for this Order is hereby abridged and declared to be good and sufficient, and no other person is required to have been served with notice of this application.

**Sale of Fort McMoney II**

2. The sale of the real property located at 10109, 10111, 10113, 10115, 10117 and 10119 Manning Avenue, Fort McMurray, Alberta, and legally described in Schedule "A" (the "**Property**") in accordance with the terms and conditions set forth in the Purchase and Sale Agreement is hereby approved.
3. Romspen is authorized to execute all deeds and documents, and to take all such steps as may be necessary or advisable in order to give effect to the Transaction and the terms of the Purchase and Sale Agreement.
4. Upon being presented with an original letter from counsel to Romspen directed to Alberta Land Titles Office confirming receipt of the "Purchase Price" as defined in the Purchase and Sale Agreement and a certified copy of this order, the Alberta Land Titles Office be and is hereby authorized and directed to cancel the existing Certificates of Title to the Property identified in Schedule "A" and to issue new Certificates of Title in the name of the Purchaser (or nominee), as specifically set out in the said letter, free and clear of all encumbrances, whether registered before or after the date of this order,

including the list of encumbrances, liens and interests to be discharged from the titles to the Property set out in Schedule "B" (the "**Discharged Encumbrances**").

5. The cancellation of titles and issuance of new titles and discharges of all encumbrances, liens and interests (including the Discharged Encumbrances listed in Schedule "B") as set out in paragraph 4 shall be registered notwithstanding the requirements of s. 191 of the *Land Titles Act* (Alberta), R.S.A. 2000, c. L – 4.
6. Presentment of the said letter from Romspen's counsel and a certified copy of this Order shall be the Registrar's sole and sufficient authority to make and register the said transfers and cancel the registrations of encumbrances thereon as aforesaid.
7. The net purchase price after adjustments shall be paid to Owen Bird Law Corporation, in trust, and shall be paid out in accordance with the following priorities without further order:
  - a. to the Regional Municipality of Wood Buffalo, the amount required to satisfy the unpaid property taxes, plus any accrued interest as at the date of closing of the purchase of the Lands;
  - b. in payment of real estate commission and taxes;
  - c. to Romspen Investment Corporation, 39% of the amount owing and secured by the DIP Lender's Charge as at the date of completion of the Transaction pursuant to ss. 6(a)(ii) and (c) of the order of Madam Justice Kent entered March 2, 2010 as amended by the order of Madam Justice Kent entered October 8, 2010 ( the "**DIP Allocation Order**"); and

- d. to Olympia Trust Company, the balance of the net purchase price after adjustments and the payments referred to above in this paragraph 7 pursuant to s. 6(a)(iii) of the DIP Allocation Order.
8. Upon the closing of the Transaction, all of the right, title and interest of Fort McMoney Properties II Ltd. in and to the Property shall be vested in and to the Purchaser, absolutely and forever, free and clear of and from any and all estate, right, title, interest, claims, demands, actions, lawsuits, proceedings, arbitrations, investigations (in any case whether asserted, threatened, pending or existing) hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise), security interests, assignments, pledges, levies, taxes, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), options, agreements, disputes, debts, royalties, overriding royalties, profit interest, production payments or similar burdens on production, encumbrances, deferred purchase, title retention, sale and purchase or sale and leasehold arrangements, cull or put options, co-sale, tag along rights or other third party rights or other rights, limitations or restrictions of any nature whatsoever, including, without limitations, any rights or interests of any creditors of Fort McMoney Properties II Ltd., whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, whether liquidated, unliquidated or contingent, (collectively, the “**Claims**”), by or of all persons or entities of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, government and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executors, administrators or other legal representative (collectively, the “**Claimants**”) and for greater certainty, this

Court orders that all of the Claims affecting or relating to Fort McMoney Properties II Ltd.'s right, title and interest in the Property are hereby expunged and discharged as against the Property.

9. The Purchaser shall, by virtue of the completion of the purchase of the Property pursuant to the Purchase and Sale Agreement, have no liability of any kind whatsoever to any Claimants in respect of any Claims they may have against Fort McMoney Properties II Ltd.

10. Notwithstanding:

- a. the pendency of these proceedings; and
- b. the provisions of any federal or provincial statute;

neither the Purchase and Sale Agreement and the Transaction contemplated thereby nor the vesting order provisions will be void or voidable at the instance of creditors and Claimants and do not constitute nor shall they be deemed to be settlements, fraudulent preferences, assignments, fraudulent conveyances or other reviewable transactions under the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended, or any other applicable federal or provincial legislation, and they do not constitute conduct meriting an oppression remedy and shall be binding on Fort McMoney Properties II Ltd.

#### **Miscellaneous**

11. To the extent necessary for the carrying out of this Order, the Court of Queen's Bench of Alberta hereby seeks the aid and recognition of any country, tribunal or administrative body of any Province of Canada or the United States of America to give effect to and

assist Romspen and its agents in carrying out the terms of this Order. Romspen shall be at liberty and is hereby authorized and empowered to apply as it may consider necessary or advisable, with or without notice, to any other courts or administrative bodies, whether in Canada or the United States of America, for orders in such jurisdictions recognizing this Order. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to Romspen as they may deem necessary or appropriate for the purposes of giving effect to this Order.

12. The parties may apply for such further direction as may be necessary to carry out this Order.

---

Justice of the Court of Queen's Bench of Alberta

## SCHEDULE "A" - LEGAL DESCRIPTIONS

1. Title Number: 072 475 437  
Plan 1268NY  
Block 1  
Lot 4  
Excepting thereout all mines and minerals
2. Title Number: 072 475 438  
Plan 1268NY  
Block 1  
Lot 5  
Excepting thereout all mines and minerals
3. Title Number: 072 475 439  
Plan 1268NY  
Block 1  
Lot 6  
Excepting thereout all mines and minerals
4. Title Number: 072 475 440  
Plan 1268NY  
Block 1  
Lot 7  
Excepting thereout all mines and minerals
5. Title Number: 072 475 441  
Plan 1268NY  
Block 1  
Lot 8  
Excepting thereout all mines and minerals
6. Title Number: 072 475 442  
Plan 2274NY  
Block 1  
Lot 3A  
Excepting thereout all mines and minerals

# **SCHEDULE "B" - ENCUMBRANCES, LIENS AND INTERESTS TO BE DISCHARGED FROM THE PROPERTY**

**Title Number: 072 475 437**

**Legal Description: Plan 1268NY, Block 1, Lot 4, excepting thereout all mines  
and minerals**

| <b>REGISTRATION<br/>NUMBER</b> | <b>DATE</b> | <b>PARTICULARS</b>                                                                                                                                                                                                 |
|--------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058                    | 02/05/2008  | Mortgage<br>Mortgagee – Olympia Trust Company.<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000                          |
| 092 037 727                    | 04/02/2009  | Caveat<br>Re: Agreement Changing Land<br>Caveator – Nexus Capital Corporation (Alberta) Ltd.<br>208 Cove Rd.<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                                         |
| 092 332 025                    | 16/09/2009  | Builder's Lien<br>Lienor – L Architect Inc.<br>Attn: James D. Murphy, c/o Burnet Duckworth &<br>Palmer LLP<br>1400, 350 – 7th Avenue SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 086                    | 15/10/2009  | Builder's Lien                                                                                                                                                                                                     |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                         |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | Lienor – Reinbold Engineering Group<br>c/o H. Markham Silver<br>300 255 17th Ave S.W.<br>Calgary<br>Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                     |
| 092 371 926            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                   |
| 102 081 013            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371926<br>Builder's Lien Act                                                                                                                                                                   |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092332025                                                                                                                                                                                         |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernst & Young Tower<br>1000, 440 2nd Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |

**Title Number: 072 475 439**

**Legal Description: Plan 1268NY, Block 1, Lot 6, excepting thereout all mines and minerals**

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                   |
|------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058            | 02/05/2008 | Mortgage<br>Mortgagee – Olympia Trust Company<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000                                      |
| 092 037 727            | 04/02/2009 | Caveat<br>Re: Agreement Charging Land<br>Caveator – Nexus Capital Corporation (Alberta)<br>Ltd.<br>208 Cove Rd.<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                                                 |
| 092 331 944            | 16/09/2009 | Builder's Lien<br>Lienor – L Architect Inc.<br>c/o Burnet Duckworth & Palmer LLP<br>Attn: James D. Murphy<br>1400, 350 – 7 <sup>th</sup> Avenue SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 088            | 15/10/2009 | Builder's Lien<br>Lienor – Reinbold Engineering Group<br>c/o H. Markham Silver                                                                                                                                                |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                                      |
|------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | 300 255 17 <sup>th</sup> Ave S.W.<br>Calgary<br>Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                                                                                      |
| 092 371 928            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                                |
| 102 080 996            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371928<br>Builder's Lien Act                                                                                                                                                                                |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092331944                                                                                                                                                                                                      |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernest & Young Tower<br>1000, 440 2 <sup>nd</sup> Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |

**Title Number: 072 475 440; Legal Description**

**Plan 1268NY, Block 1, Lot 7, excepting thereout all mines and minerals**

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                            |
|------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058            | 02/05/2008 | Mortgage<br>Mortgagee – Olympia Trust Company<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000               |
| 092 037 727            | 04/02/2009 | Caveat<br>Re: Agreement Charging Land<br>Caveator – Nexus Capital Corporation (Alberta) Ltd.<br>208 Cove Rd<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                              |
| 092 331 797            | 16/09/2009 | Builder's Lien<br>Lienor – L Architect Inc.<br>c/o Burnet Duckworth & Palmer<br>Attn: James D. Murphy<br>1400, 350 – Ave SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 089            | 15/10/2009 | Builder's Lien<br>Lienor – Reinbold Engineering Group<br>c/o H Markham Silver<br>300 255 17 <sup>th</sup> Ave S.W.<br>Calgary                                                                          |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                                     |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                                                                                                                                     |
| 092 371 929            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                               |
| 102 080 990            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371929<br>Builder's Lien Act                                                                                                                                                                               |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092331797                                                                                                                                                                                                     |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernst & Young Tower<br>1000, 440 2 <sup>nd</sup> Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |

**Title Number: 072 475 441**

**Legal Description: Plan 1268NY, Block 1, Lot 8, excepting thereout all mines and minerals**

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                     |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058            | 02/05/2008 | Mortgage<br>Mortgagee – Olympia Trust Company<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000                        |
| 092 037 727            | 04/02/2009 | Caveat<br>Re: Agreement Charging Land<br>Caveator – Nexus Capital Corporation (Alberta) Ltd.<br>208 Cove Rd<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                                       |
| 092 331 405            | 16/09/2009 | Builder's Lien<br>Lienor – L Architect Inc.<br>Attn: James D. Murphy, c/o Burnet Duckworth & Palmer LLP<br>1400, 350 – 7th Avenue SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 090            | 15/10/2009 | Builder's Lien<br>Lienor – Reinbold Engineering Group<br>c/o H Markham Silver<br>300 255 17 <sup>th</sup> Ave S.W.                                                                                              |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                                     |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | Calgary<br>Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                                                                                                                          |
| 092 371 930            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                               |
| 102 080 912            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371930                                                                                                                                                                                                     |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092331405                                                                                                                                                                                                     |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernst & Young Tower<br>1000, 440 2 <sup>nd</sup> Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |

**Title Number: 072 475 442**

**Legal Description: Plan 2274NY, Block 1, Lot 3A, excepting thereout all mines and minerals**

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                       |
|------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058            | 02/05/2008 | Mortgage<br>Mortgagee – Olympia Trust Company<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000                          |
| 092 037 727            | 04/02/2009 | Caveat<br>Re: Agreement Charging Land<br>Caveator – Nexus Capital Corporation (Alberta) Ltd.<br>208 Cove Rd<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                                         |
| 092 331 421            | 16/09/2009 | Builder's Lien<br>Lienor – L Architect Inc.<br>c/o Burnet Duckworth & Palmer LLP<br>Attn: James D. Murphy<br>1400, 350 – 7th Avenue SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 056            | 15/10/2009 | Builder's Lien<br>Lienor – Reinbold Engineering Group. .<br>c/o H Markham Silver<br>300 255 17 <sup>th</sup> Ave S.W.                                                                                             |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                                     |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | Calgary<br>Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                                                                                                                          |
| 092 371 931            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                               |
| 102 081 003            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371931<br>Builder's Lien Act                                                                                                                                                                               |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092331421                                                                                                                                                                                                     |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernst & Young Tower<br>1000, 440 2 <sup>nd</sup> Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |

**Title Number: 072 475 438**

**Legal Description: Plan 1268NY, Block 1, Lot 5, excepting thereout all mines and minerals**

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                       |
|------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 082 185 058            | 02/05/2008 | Mortgage<br>Mortgagee – Olympia Trust Company<br>Attention: Corporate Trust Department<br>2300, 125 – 9 Avenue SE<br>Calgary<br>Alberta T2G0P6<br>Original Principal Amount: \$6,500,000                          |
| 092 037 727            | 04/02/2009 | Caveat<br>Re: Agreement Charging Land<br>Caveator – Nexus Capital Corporation (Alberta) Ltd.<br>208 Cove Rd<br>Chestermere<br>Alberta T1X1E5<br>Agent – Cal G. McLauchlin                                         |
| 092 331 773            | 16/09/2009 | Builder's Lien<br>Lienor – L Architect Inc.<br>c/o Burnet Duckworth & Palmer LLP<br>Attn: James D. Murphy<br>1400, 350 – 7th Avenue SW<br>Calgary<br>Alberta T2P3N9<br>Agent – Marian Liptak<br>Amount: \$286,755 |
| 092 371 087            | 15/10/2009 | Builder's Lien<br>Lienor – Reinbold Engineering Group<br>c/o H Markham Silver                                                                                                                                     |

| REGISTRATION<br>NUMBER | DATE       | PARTICULARS                                                                                                                                                                                                                                                     |
|------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |            | 300 255 17 <sup>th</sup> Ave S.W.<br>Calgary<br>Alberta T2S2T8<br>Agent – Doug Reinbold<br>Amount: \$43,581                                                                                                                                                     |
| 092 371 927            | 15/10/2009 | Builder's Lien<br>Lienor – CSM Engineering Ltd.<br>c/o Thorne & Thorne<br>200, 9914 Morrison Street<br>Fort McMurray<br>Alberta T9H4A4<br>Agent – Cliff Maron<br>Amount: \$62,895                                                                               |
| 102 081 007            | 11/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092371927<br>Builder's Lien Act                                                                                                                                                                               |
| 102 084 388            | 15/03/2010 | Certificate of Lis Pendens<br>Affects Instrument: 092331773                                                                                                                                                                                                     |
| 102 299 351            | 25/08/2010 | Order<br>In favour of – Ernst & Young Inc.<br>Ernst & Young Tower<br>1000, 440 2 <sup>nd</sup> Avenue SW<br>Calgary<br>Alberta T2P5E9<br>Against – Fort McMoney Properties II Ltd.<br>Against – Fort McMoney Properties Ltd.<br>Receivership Order – Restricted |