

Court File No. CV-23-00709164-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

STAR AMERICA DPGI ACQUISITION COMPANY, INC.

Applicant

and

DEMAND POWER GROUP INC.

Respondent

APPLICATION UNDER section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43

RESPONDING APPLICATION RECORD

November 21, 2023

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TAB 1

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RESPONDING AFFIDAVIT OF ROB KEMPTON WEIR

I, Rob Kempton Weir, of the City of Burlington, in the Province of Ontario, AFFIRM AND SAY:

1. I am the Chief Operating Officer (“COO”) of Demand Power Group Inc. (“DPGI”), and, as such, have knowledge of the matters contained in this Affidavit. However, where I have relied upon information from others, I have identified the source of the information and I do verily believe such information to be true.
2. I swear this Affidavit in response to the Application Record of the Applicant Star America DPGI Acquisition Company, Inc. (“Star America”) dated November 6, 2023 and the Affidavit of Jahred Kallop affirmed November 5, 2023 (the “Kallop Affidavit”).

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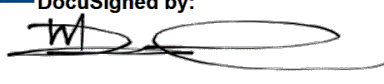
3. I am currently directing the operations of DPGI, which has no Chief Executive Officer.
4. DPGI does not take a position on the appointment of a receiver-manager over the assets, undertakings, and properties of DPGI, subject to certain positions outlined by DPGI below and DPGI's responses to the factually incorrect evidence relied upon by Star America in the Kallop Affidavit.
5. In that regard, DPGI specifically and expressly denies the factual allegations made in the Kallop Affidavit unless specified otherwise herein, many of which are issues in dispute in related-party litigation (further described below).
6. DPGI admits the following factual allegations:
 - (a) DPGI is insolvent;
 - (b) DPGI's board is not fully constituted, sitting only two (2) directors – Jahred Kallop (“**Kallop**”) of Star America and Vanessa Hartline (“**Hartline**”), and collectively with Kallop referred to as the “**Board**”) of PPL Technology Ventures, LLC (“**PPL**”);
 - (c) Star America and PPL are DPGI's two largest shareholders;
 - (d) DPGI continues to accrue liabilities in the ordinary course; and
 - (e) DPGI is engaged in ongoing litigation (with more detail on this below).
7. Star America is controlled by Tikehau Capital North America, LLC (“**Tikehau Star**”).

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8. DPGI is currently engaged in ongoing litigation involving Narrows Green LP, which is a fully-owned subsidiary of Star America, including litigation in which Narrows Green LP has counterclaimed against DPGI and its officers (in their personal capacities). Attached hereto as **Exhibit "A"** is an organization chart including DPGI, Star America, Narrows Green LP and PPL.
9. It appears from the Kallop Affidavit that Star American and Tikehau Star – and therefore Narrows Green LP – aim to use this Application as a collateral means of adducing evidence against DPGI and its officers, which evidence DPGI contests.
10. Much of the Kallop Affidavit is superfluous to the relief being sought by Star America on this Application and irrelevant to same.
11. For clarity, Star America's evidence on the herein Application, and DPGI's response through this affidavit should not be construed as admission of any allegation and/or waiver of any defence or legal position available to DPGI. DPGI's officers and employees, both current and former, are not parties to the herein Application and are therefore practically unable to respond to allegations made against them in the Application.
12. These allegations, which I verily believe to be inaccurate and misleading, have obligated DPGI to direct me to swear this Affidavit.
13. Nothing in this affidavit should be construed as waiver and/or as prejudicial to DPGI's own claims, defences and/or legal rights. DPGI reserves all rights.

- 14. In respect of the factual allegations made against current and former officers of DPGI, I verily believe the DPGI has and continues to take the position that DPGI shall indemnify its officers and employees pursuant to its By-Laws and Section 136 of the *Business Corporations Act* (Ontario), subject to statutory limitations and the terms of DPGI’s own by-laws, and requests that this Court direct the proposed receiver-manager to continue to indemnify such individuals.
- 15. Contrary to paragraph 39 of the Kallop Affidavit, DPGI has not terminated any of the employees referred to in the same paragraph. The employees who remain with DPGI were requested by the Board and shareholders to remain with DPGI until the company’s insolvency process was determined by the necessary parties.
- 16. Contrary to the Kallop Affidavit’s evidence in respect of certain DPGI officers, including and in addition to the evidence relating to other ongoing related-party litigation (which is between DPGI and Narrows Green LP), DPGI contests the evidence and reserves all comment without prejudice.

AFFIRMED remotely by Rob Kempton Weir stated as being located in the Country of Barbados, before me at the City of Mississauga, in the Province of Ontario, on November 21, 2023 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:


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 Commissioner for Taking Affidavits
MONTY DHALIWAL

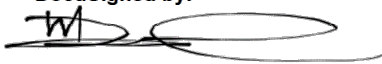
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ROB KEMPTON WEIR

This is Exhibit "A" referred to in the Affidavit of
Rob Kempton Weir sworn November 21, 2023

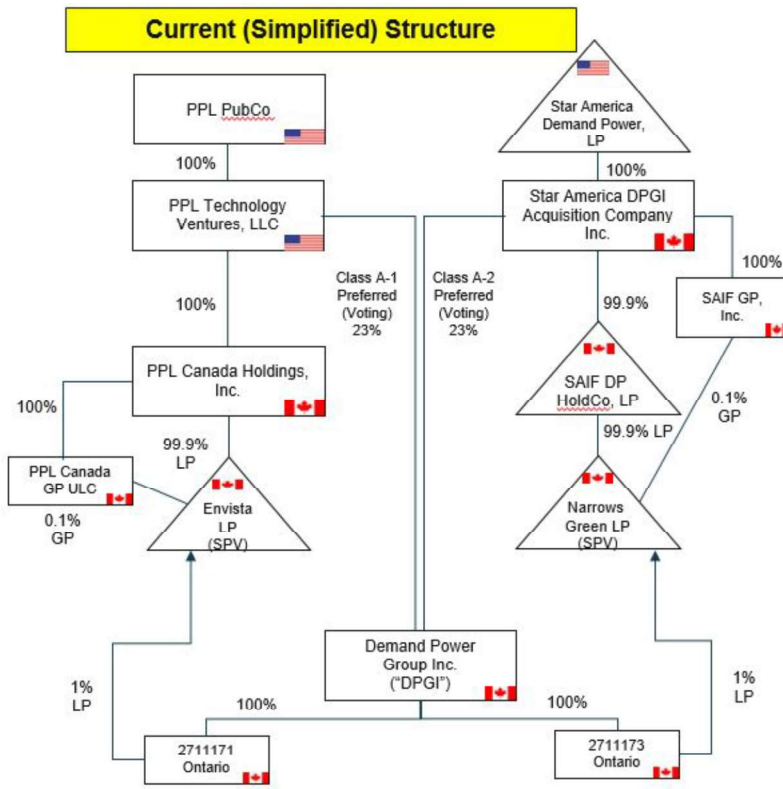
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A handwritten signature in black ink, appearing to read 'Rob Kempton Weir', is written over a blue DocuSign signature line.

D54ABEAA86E5436

Commissioner for Taking Affidavits (or as may be)



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