This is the 1st affidavit of Lucy Williams in this case and was made on July 30, 2020



INDUSTRIAL ALLIANCE INSURANCE AND FINANCIAL SERVICES INC.

PLAINTIFF

No. S174308 Vancouver Registry

AND:

WEDGEMOUNT POWER LIMITED PARTNERSHIP WEDGEMOUNT POWER (GP) INC. WEDGEMOUNT POWER INC. THE EHRHARDT 2011 FAMILY TRUST POINTS WEST HYDRO POWER LIMITED PARTNERSHIP by its general partner POINTS WEST HYDRO (GP) INC. CALAVIA HOLDINGS INC. SWAHEALY HOLDINGS LIMITED BRENT ALLAN HARDY DAVID JOHN EHRHARDT 28165 YUKON INC. PARADISE INVESTMENT TRUST SUNNY PARADISE INC.

DEFENDANTS

AFFIDAVIT

I, Lucy Williams, of Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, barrister and solicitor, SWEAR THAT:

- I am an associate of the firm McMillan LLP, who are counsel in these proceedings to Deloitte Restructuring Inc. in its capacity as Court-appointed receiver and manager (in such capacity, the "Receiver") of the assets, undertakings and properties of Wedgemount Power Limited Partnership, Wedgemount Power (GP) Inc., and Wedgemount Power Inc. (collectively, the "Wedgemount Entities").
- 2. On or about July 14, 2020, I requested searches be conducted in the Personal Property Registry ("**PPR**") for Wedgemount Power Limited Partnership,

Wedgemount Power (GP) Inc., and Wedgemount Power Inc. Attached and marked as **Exhibits "A", "B" and "C"** respectively, are true copies of the PPR search results.

3. I swear this affidavit in support of the relief sought by the Receiver in its Notice of Application dated July 30, 2020.

SWORN BEFORE ME at the City of Vancouver, in the Province of British Columbia, this 30th day of July 2020.

A commissioner for taking affidavits for British Columbia

LŬCY WILLIAMS

'ic**kie** Vir olicitor Barr rais Street 105 1500 5 = 4N7 Vancou 4د ت

Vicki Tickle Berrister and Solicitor McMillan LLP 1500 – 1055 West Georgia Street PO Box 11117 Vancouver, BC, VéE 4N7 ±604.065.9111 1 604.565.7004

				Page: 1
Lterm:	XPSP0050	BC OnLine: PPRS SEARC For: PI10138 MCMILLAN LLB		2020/07/14 12:38:29
			Index: BUSINESS	DEBTOR
Search	Criteria: WEDGE	YOUNT POWER LIMITED PARTNE	IRSHIP	
******	********************** P P S	A SECURITY AC	G R E E M E N T ****	****
	Reg. Date: Reg. Time: Base Reg. #:	09:43:26 Exp	g. Length: INFINITY piry Date: N/A Control #: D3152666	
Block#		on was selected and includ e proximity to your search		ion
S0001	Secured Party:	TRAVELERS CAPITAL CORPORA STE 501 - 4180 LOUGHEED H BURNABY BC V5C 6A7		
D0001		WEDGEMOUNT POWER INC 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9	This is Exhibit" affidavit of <u>LUU</u> sworn before me	1
D0002	Bus. Debtor:	SWAHEALY HOLDING LIMITED 1266 BURNS RD GIBSONS BC VON 1V1	this, <u>30</u> day of.	T
D0003	Bus. Debtor:	CALAVIA HOLDINGS LTD 2511 LAWSON AVE WEST VANCOUVER BC V7V 20		British Columbia
D0004	Bus. Debtor:	POINTS WEST HYDRO POWER 1 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	P	
D0005	Bus. Debtor:	POINTS WEST HYDRO POWER 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	(GP) INC	
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RESTATED OR REPLACED, IN EFFECT, FROM TIME TO TIME WITH RESPECT TO

Continued on Page 2

Search Criteria: WEDGEMOUNT POWER LIMITED PARTNERSHIP

Page: 2

THE PARTNERSHIP ("PARTNERSHIP AGREEMENT");

(C) ALL RIGHTS OF EACH DEBTOR TO RECEIVE MONEYS AND OTHER PROPERTY DUE AND TO BECOME DUE UNDER OR PURSUANT TO THE PARTNERSHIP UNITS AND THE PARTNERSHIP AGREEMENT (INCLUDING THE RIGHT TO RECEIVE DISTRIBUTIONS THEREUNDER);

(D) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PROPERTY OR ASSETS OF THE PARTNERSHIP UPON LIQUIDATION OR DISSOLUTION OF THE PARTNERSHIP;
(E) ALL CASH, SECURITIES, DISTRIBUTIONS AND OTHER PROPERTY AT ANY TIME IN THE FUTURE AND FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE RIGHTS AND INTERESTS OF EACH DEBTOR IN THE PARTNERSHIP UNITS AND IN, TO AND UNDER THE PARTNERSHIP;

(F) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PAYMENT AND/OR PERFORMANCE BOND, INDEMNITY, WARRANTY, OR GUARANTEE WITH RESPECT TO THE PARTNERSHIP AGREEMENT AND ALL AGREEMENTS, DOCUMENTS, AND INSTRUMENTS RELATING THERETO;

(G) ALL CLAIMS OF EACH DEBTOR FOR DAMAGES ARISING OUT OF OR FOR BREACH OF OR DEFAULT UNDER THE PARTNERSHIP AGREEMENT;

(H) ALL RIGHTS OF EACH DEBTOR TO TERMINATE, AMEND, SUPPLEMENT, MODIFY, OR WAIVE PERFORMANCE UNDER THE PARTNERSHIP AGREEMENT, TO PERFORM THEREUNDER, AND TO COMPEL PERFORMANCE AND OTHERWISE TO EXERCISE ANY AND ALL RIGHTS AND REMEDIES THEREUNDER;

(I) ALL CERTIFICATES AND INSTRUMENTS, IF ANY, REPRESENTING THE PARTNERSHIP UNITS OR A DISTRIBUTION OR RETURN OF CAPITAL UPON OR WITH RESPECT TO SUCH SECURITIES OR INTEREST OR RESULTING FROM A RECLASSIFICATION OR OTHER CHANGE IN THE UNITS OR INTERESTS OF THE PARTNERSHIP OR OTHERWISE RECEIVED IN EXCHANGE THEREFOR, AND ANY SUBSCRIPTION OPTIONS, WARRANTS, OR OTHER RIGHTS ISSUED TO EACH DEBTOR IN RESPECT OF THE PARTNERSHIP;

(J) ALL OTHER RIGHTS OR CLAIMS OF EACH DEBTOR IN RESPECT OF THE PARTNERSHIP UNITS OR ANY OTHER INTEREST OF EACH DEBTOR IN THE PARTNERSHIP OR UNDER THE PARTNERSHIP AGREEMENT;

(K) ALL DEBTS AND LIABILITIES, PRESENT AND FUTURE, DIRECT AND INDIRECT, ABSOLUTE AND CONTINGENT, OWED TO EACH DEBTOR (EXCEPT WEDGEMOUNT POWER (GP) INC. (THE "GP")) BY THE PARTNERSHIP AND THE GP, AND ALL DEBTS AND LIABILITIES, PRESENT AND FUTURE, DIRECT AND INDIRECT, ABSOLUTE AND CONTINGENT, OWED TO THE GP BY THE PARTNERSHIP; AND

(L) ANY SUBSTITUTIONS, ADDITIONS OR PROCEEDS ARISING OUT OF ANY CONSOLIDATION, SUBDIVISION, RECLASSIFICATION OR SIMILAR INCREASE OR DECREASE THEREIN, OR ALTERATION THERETO;

AND ALL PROCEEDS OF EACH OF THE FORGOING, INCLUDING WITHOUT LIMITATION, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY, FIXTURES, CROPS, LICENCES AND ALL INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1 *** Name/Address Changed on August 16, 2017 to:

Registering

Party: MILLER THOMSON LLP 400 - 725 GRANVILLE STREET VANCOUVER BC V7Y 1G5

Continued on Page 3

Search Criteria: WEDGEMOUNT POWER LIMITED PARTNERSHIP Page: 3 Reg. Date: JUN 24, 2015Reg. Length: INFINITYReg. Time: 09:48:14Expiry Date: N/ADec. Pog. #: 6820261Control #: D2152627 Base Reg. #: 683926I Control #: D3152637 Block# S0001 Secured Party: TRAVELERS CAPITAL CORPORATION STE 501 - 4180 LOUGHEED HWY BURNABY BC V5C 6A7 =D0001 Base Debtor: WEDGEMOUNT POWER LIMITED PARTNERSHIP (Business) 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9 D0002 Bus. Debtor: WEDGEMOUNT POWER (GP) INC 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9 General Collateral: ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR AND, WITHOUT LIMITATION, ALL FIXTURES, CROPS, AND LICENCES. Registering Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1 *** Name/Address Changed on August 16, 2017 to: Registering Party: MILLER THOMSON LLP 400 - 725 GRANVILLE STREET VANCOUVER BC V7Y 1G5 Crown Charge Filed Pursuant to: TAXATION (RURAL AREA) ACT Reg. Date:MAY 11, 2017Reg. Length:INFINITYReg. Time:13:15:18Expiry Date:N/A Base Reg. #: 999441J Control #: D4508961 Block#

https://apps.bconline.gov.bc.ca/Mailbox/Attachment.faces?attachmentDownloadType=VI... 7/14/2020

S0001 Secured Party: HER MAJESTY THE QUEEN IN THE RIGHT OF THE PROVINCE OF BRITISH COLUMBIA 1802 DOUGLAS STREET VICTORIA BC V8T 4K6

=D0001 Base Debtor: WEDGEMOUNT POWER LTD PARTNERSHIP (Business) 5403 BUCKINGHAM AVE BURNABY BC V5E 129

> General Collateral: ALL THE DEBTOR'S PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY, INCLUDING BUT NOT RESTRICTED TO MACHINERY, EQUIPMENT, FURNITURE, FIXTURES, INVENTORY AND RECEIVABLES.

> > Continued on Page 4

Search Criteria: WEDGEMOUNT POWER LIMITED PARTNERSHIP Page: 4 Registering Party: RECEIVABLES MANAGEMENT OFFICE - JAMIE HOOVER 6TH FLOOR-1802 DOUGLAS STREET VICTORIA BC V8T 4K6 Crown Charge Filed Pursuant to: TAXATION (RURAL AREA) ACT Reg. Date: MAY 11, 2017 Reg. Length: INFINITY Reg. Time: 13:17:54 Expiry Date: N/A Control #: D4508980 Base Reg. #: 999451J Block# S0001 Secured Party: HER MAJESTY THE QUEEN IN THE RIGHT OF THE PROVINCE OF BRITISH COLUMBIA 1802 DOUGLAS STREET VICTORIA BC V8T 4K6 =D0001 Base Debtor: WEDGEMOUNT POWER LTD PARTNERSHIP (Business) 5403 BUCKINGHAM AVE BURNABY BC V5E 129 General Collateral: ALL THE DEBTOR'S PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY, INCLUDING BUT NOT RESTRICTED TO MACHINERY, EQUIPMENT, FURNITURE, FIXTURES, INVENTORY AND RECEIVABLES. Registering Party: RECEIVABLES MANAGEMENT OFFICE - JAMIE HOOVER 6TH FLOOR-1802 DOUGLAS STREET VICTORIA BC V8T 4K6 Some, but not all, tax liens and other Crown claims are registered at the

Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are concerned that a particular chattel may be subject to a Crown claim not registered at the PPR, please consult the agency administering the type of Crown claim.

				Page: 1
Lterm:	XPSP0050	BC OnLine: PPRS SEF For: PI10138 MCMILLAN I		2020/07/14 12:41:30
Search	Criteria: WEDGEN	MOUNT POWER (GP) INC	Index: BUSINESS	DEBTOR
*****	***** P P S	A SECURITY P	G R E E M E N T ****	* * * * * * * * * * * *
Block#	Reg. Date: Reg. Time: Base Reg. #:	09:43:26 E	eg. Length: INFINITY xpiry Date: N/A Control #: D3152666	
S0001	Secured Party:	TRAVELERS CAPITAL CORPO STE 501 - 4180 LOUGHEED BURNABY BC V5C 6A7		
D0001	(Business)	WEDGEMOUNT POWER INC 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9	affidavit of LUU	* referred to in the Willams Vanuaver, BC
D0002	Bus. Debtor:	SWAHEALY HOLDING LIMITE 1266 BURNS RD GIBSONS BC VON 1V1	this, <u>30</u> day of Ju	
D0003	Bus. Debtor:	CALAVIA HOLDINGS LTD 2511 LAWSON AVE WEST VANCOUVER BC V7V	Within Brit	ish Columbia
D0004	Bus. Debtor:	POINTS WEST HYDRO POWER 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	. LP	
D0005	Bus. Debtor:	POINTS WEST HYDRO POWER 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	(GP) INC	
=D0006	Bus. Debtor:	WEDGEMOUNT POWER (GP) I 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9	NC	
	General Collate	eral:		

(A) INVESTMENT PROPERTY OF EACH DEBTOR BEING ALL PRESENT AND AFTER-ACQUIRED SECURITIES (INCLUDING UNITS) IN THE CAPITAL OF WEDGEMOUNT POWER LIMITED PARTNERSHIP (THE "PARTNERSHIP") AND ALL RIGHTS, TITLE AND INTEREST IN THE PARTNERSHIP (COLLECTIVELY, THE "PARTNERSHIP UNITS");

(B) ALL PRESENT AND FUTURE RIGHTS, TITLE AND INTERESTS IN, TO AND UNDER THE SECOND AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT DATED JUNE 22, 2015 BETWEEN, INTER ALIA, THE DEBTOR AND WEDGEMOUNT POWER INC., AS THE SAME MAY BE FURTHER AMENDED, VARIED, SUPPLEMENTED, RESTATED OR REPLACED, IN EFFECT, FROM TIME TO TIME WITH RESPECT TO THE PARTNERSHIP ("PARTNERSHIP AGREEMENT");

(C) ALL RIGHTS OF EACH DEBTOR TO RECEIVE MONEYS AND OTHER PROPERTY DUE AND TO BECOME DUE UNDER OR PURSUANT TO THE PARTNERSHIP UNITS AND THE PARTNERSHIP AGREEMENT (INCLUDING THE RIGHT TO RECEIVE DISTRIBUTIONS THEREUNDER);

Search Criteria: WEDGEMOUNT POWER (GP) INC

Page: 2

(D) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PROPERTY OR ASSETS OF THE PARTNERSHIP UPON LIQUIDATION OR DISSOLUTION OF THE PARTNERSHIP;

(E) ALL CASH, SECURITIES, DISTRIBUTIONS AND OTHER PROPERTY AT ANY TIME IN THE FUTURE AND FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE RIGHTS AND INTERESTS OF EACH DEBTOR IN THE PARTNERSHIP UNITS AND IN, TO AND UNDER THE PARTNERSHIP;

(F) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PAYMENT AND/OR PERFORMANCE BOND, INDEMNITY, WARRANTY, OR GUARANTEE WITH RESPECT TO THE PARTNERSHIP AGREEMENT AND ALL AGREEMENTS, DOCUMENTS, AND INSTRUMENTS RELATING THERETO;

(G) ALL CLAIMS OF EACH DEBTOR FOR DAMAGES ARISING OUT OF OR FOR BREACH OF OR DEFAULT UNDER THE PARTNERSHIP AGREEMENT;

(H) ALL RIGHTS OF EACH DEBTOR TO TERMINATE, AMEND, SUPPLEMENT, MODIFY, OR WAIVE PERFORMANCE UNDER THE PARTNERSHIP AGREEMENT, TO PERFORM THEREUNDER, AND TO COMPEL PERFORMANCE AND OTHERWISE TO EXERCISE ANY AND ALL RIGHTS AND REMEDIES THEREUNDER;

(I) ALL CERTIFICATES AND INSTRUMENTS, IF ANY, REPRESENTING THE PARTNERSHIP UNITS OR A DISTRIBUTION OR RETURN OF CAPITAL UPON OR WITH RESPECT TO SUCH SECURITIES OR INTEREST OR RESULTING FROM A RECLASSIFICATION OR OTHER CHANGE IN THE UNITS OR INTERESTS OF THE PARTNERSHIP OR OTHERWISE RECEIVED IN EXCHANGE THEREFOR, AND ANY SUBSCRIPTION OPTIONS, WARRANTS, OR OTHER RIGHTS ISSUED TO EACH DEBTOR IN RESPECT OF THE PARTNERSHIP;

(J) ALL OTHER RIGHTS OR CLAIMS OF EACH DEBTOR IN RESPECT OF THE PARTNERSHIP UNITS OR ANY OTHER INTEREST OF EACH DEBTOR IN THE PARTNERSHIP OR UNDER THE PARTNERSHIP AGREEMENT;

(K) ALL DEBTS AND LIABILITIES, PRESENT AND FUTURE, DIRECT AND INDIRECT, ABSOLUTE AND CONTINGENT, OWED TO EACH DEBTOR (EXCEPT WEDGEMOUNT POWER (GP) INC. (THE "GP")) BY THE PARTNERSHIP AND THE GP, AND ALL DEBTS AND LIABILITIES, PRESENT AND FUTURE, DIRECT AND INDIRECT, ABSOLUTE AND CONTINGENT, OWED TO THE GP BY THE PARTNERSHIP; AND

(L) ANY SUBSTITUTIONS, ADDITIONS OR PROCEEDS ARISING OUT OF ANY CONSOLIDATION, SUBDIVISION, RECLASSIFICATION OR SIMILAR INCREASE OR DECREASE THEREIN, OR ALTERATION THERETO;

AND ALL PROCEEDS OF EACH OF THE FORGOING, INCLUDING WITHOUT LIMITATION, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY, FIXTURES, CROPS, LICENCES AND ALL INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1

*** Name/Address Changed on August 16, 2017 to:

Registering

Party: MILLER THOMSON LLP 400 - 725 GRANVILLE STREET

B

VANCOUVER BC V7Y 1G5

Reg. Date:	JUN 24, 2015	Reg. Length:	INFINITY
Reg. Time:	09:48:14	Expiry Date:	N/A
Base Reg. #:	6839261	Control #:	D3152637

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Search Criteria: WEDGEMOUNT POWER (GP) INC

Page: 3

S0001 Secured Party: TRAVELERS CAPITAL CORPORATION STE 501 - 4180 LOUGHEED HWY BURNABY BC V5C 6A7

D0001 Base Debtor: WEDGEMOUNT POWER LIMITED PARTNERSHIP (Business) 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9

=D0002 Bus. Debtor: WEDGEMOUNT POWER (GP) INC 5403 BUCKINGHAM AVE BURNABY BC V5E 129

> General Collateral: ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR AND, WITHOUT LIMITATION, ALL FIXTURES, CROPS, AND LICENCES.

Registering Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1

*** Name/Address Changed on August 16, 2017 to:

Registering Party: MILLER THOMSON LLP 400 - 725 GRANVILLE STREET VANCOUVER BC V7Y 1G5

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are concerned that a particular chattel may be subject to a Crown claim not registered at the PPR, please consult the agency administering the type of Crown claim.

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Lterm:	XPSP0050 I	BC OnLine: PPRS SI For: PI10138 MCMILLAN		T 2020/07/14 12:43:20
Search	Criteria: WEDGEN	MOUNT POWER INC	Inde	x: BUSINESS DEBTOR
*****	***** P P S	A SECURITY	AGREE	M E N T *************
Block#	Reg. Date: Reg. Time: Base Reg. # :	14:19:43	Expiry Dat	h: 10 YEARS e: MAR 20, 2023 #: D1694009
S0001	Secured Party:	28165 YUKON INC. C/O 1000 - 840 HOWE ST VANCOUVER BC V6Z 2M1		This is Exhibit" C "referred to in the affidavit of Lucy Nilliam
S0002	Secured Party:	PARADISE INVESTMENT TH C/O 1000 - 840 HOWE ST VANCOUVER BC V6Z 2M1	RUST	sworn before me at <u>Vanumver</u> , BC this. <u>30</u> day of <u>July</u> 20.20 Villy TullE
S0003	Secured Party:	SUNNY PARADISE HOLDING C/O 1000 - 840 HOWE ST VANCOUVER BC V6Z 2M1		A Commissioner for taking affidavits Within British Columbia
=D0001		WEDGEMOUNT POWER INC 5439 BUCKINGHAM AVE BURNABY BC V5E 1Z9		

General Collateral:

INTANGIBLES OF THE DEBTOR BEING ALL DEBTS AND LIABILITIES, PRESENT AND FUTURE, OF EVERY TYPE AND KIND WHICH ARE NOW OR MAY IN FUTURE BE DUE, OWING, ACCRUING OR GROWING DUE TO OR OWNED BY THE DEBTOR UNDER OR ARISING FROM THE ENERGY AGREEMENT RELATING TO THE INDEPENDENT POWER PROJECT UNDERTAKEN AND OPERATED BY THE DEBTOR AND ALL MONEY HEREAFTER RECEIVED BY OR ON BEHALF OF THE DEBTOR IN PAYMENT OR SATISFACTION OF SUCH DEBTS AND LIABILITIES FORMING PART OR ALL OF THE INTANGIBLES.

AND ALL PROCEEDS, INCLUDING WITHOUT LIMITATION, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY, FIXTURES, CROPS, LICENCES, AND ALL INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1

*** Name/Address Changed on August 16, 2017 to:

Registering

Party: MILLER THOMSON LLP 400 - 725 GRANVILLE STREET VANCOUVER BC V7Y 1G5

Search	Criteria: WEDGE	MOUNT POWER INC		Page: 2		

	Reg. Date: Reg. Time: Base Reg. #:		Reg. Length: INFINITY Expiry Date: N/A Control #: D3152666			
Block#						
S0001	Secured Party:	TRAVELERS CAPITAL COR STE 501 - 4180 LOUGHE BURNABY BC V5C 6A7				
=D0001		WEDGEMOUNT POWER INC 5403 BUCKINGHAM AVE BURNABY BC V5E 129				
D0002	Bus. Debtor:	SWAHEALY HOLDING LIMI 1266 BURNS RD GIBSONS BC VON 1V1	TED			
D0003	Bus. Debtor:	CALAVIA HOLDINGS LTD 2511 LAWSON AVE WEST VANCOUVER BC V7	V 2G1			
D0004	Bus. Debtor:	POINTS WEST HYDRO POW 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	ER LP			
D0005	Bus. Debtor:	POINTS WEST HYDRO POW 2400, 525 - 8 AVE SW CALGARY AB T2P 1G1	ER (GP) INC			
D0006	Bus. Debtor:	WEDGEMOUNT POWER (GP) 5403 BUCKINGHAM AVE BURNABY BC V5E 1Z9	INC			
 General Collateral: (A) INVESTMENT PROPERTY OF EACH DEBTOR BEING ALL PRESENT AND AFTER-ACQUIRED SECURITIES (INCLUDING UNITS) IN THE CAPITAL OF WEDGEMOUNT POWER LIMITED PARTNERSHIP (THE "PARTNERSHIP") AND ALL RIGHTS, TITLE AND INTEREST IN THE PARTNERSHIP (COLLECTIVELY, THE "PARTNERSHIP UNITS"); (B) ALL PRESENT AND FUTURE RIGHTS, TITLE AND INTERESTS IN, TO AND UNDER THE SECOND AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT DATED JUNE 22, 2015 BETWEEN, INTER ALIA, THE DEBTOR AND WEDGEMOUNT POWER INC., AS THE SAME MAY BE FURTHER AMENDED, VARIED, SUPPLEMENTED, RESTATED OR REPLACED, IN EFFECT, FROM TIME TO TIME WITH RESPECT TO THE PARTNERSHIP ("PARTNERSHIP AGREEMENT"); (C) ALL RIGHTS OF EACH DEBTOR TO RECEIVE MONEYS AND OTHER PROPERTY DUE AND TO BECOME DUE UNDER OR PURSUANT TO THE PARTNERSHIP UNITS AND THE 						

AND TO BECOME DUE UNDER OR PURSUANT TO THE PARTNERSHIP UNITS AND THE PARTNERSHIP AGREEMENT (INCLUDING THE RIGHT TO RECEIVE DISTRIBUTIONS

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THEREUNDER);

(D) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PROPERTY OR ASSETS OF THE PARTNERSHIP UPON LIQUIDATION OR DISSOLUTION OF THE PARTNERSHIP;
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Continued on Page 3

Search Criteria: WEDGEMOUNT POWER INC

Page: 3

AND INTERESTS OF EACH DEBTOR IN THE PARTNERSHIP UNITS AND IN, TO AND UNDER THE PARTNERSHIP;

(F) ALL RIGHTS OF EACH DEBTOR TO RECEIVE PAYMENT AND/OR PERFORMANCE BOND, INDEMNITY, WARRANTY, OR GUARANTEE WITH RESPECT TO THE PARTNERSHIP AGREEMENT AND ALL AGREEMENTS, DOCUMENTS, AND INSTRUMENTS RELATING THERETO;

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(L) ANY SUBSTITUTIONS, ADDITIONS OR PROCEEDS ARISING OUT OF ANY CONSOLIDATION, SUBDIVISION, RECLASSIFICATION OR SIMILAR INCREASE OR DECREASE THEREIN, OR ALTERATION THERETO; AND ALL PROCEEDS OF EACH OF THE FORGOING, INCLUDING WITHOUT LIMITATION, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY, FIXTURES, CROPS, LICENCES AND ALL INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: MILLER THOMSON LLP 1000 840 HOWE STREET VANCOUVER BC V6Z 2M1

*** Name/Address Changed on August 16, 2017 to:

Registering

Party: MILLER THOMSON LLP

400 - 725 GRANVILLE STREET VANCOUVER BC V7Y 1G5

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Search Criteria: WEDGEMOUNT POWER INC

Page: 4

No. S174308 Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA BETWEEN:

INDUSTRIAL ALLIANCE INSURANCE AND FINANCIAL SERVICES INC.

PLAINTIFF

AND:

WEDGEMOUNT POWER LIMITED PARTNERSHIP, et al

DEFENDANTS

AFFIDAVIT

mcmillan

McMillan LLP 1500 – 1055 West Georgia Street Vancouver, BC V6E 4N7 Telephone: 604.689.9111 Fax: 604.685.7084

Attention: Vicki Tickle

File No. 252590