

COURT FILE NUMBER 783 of 2017
COURT COURT OF QUEEN'S BENCH OF SASKATCHEWAN
JUDICIAL CENTRE SASKATOON
PLAINTIFF **AFFINITY CREDIT UNION 2013**
DEFENDANT **VORTEX DRILLING LTD.**
DOCUMENT **SECOND REPORT OF DELOITTE RESTRUCTURING INC., IN ITS CAPACITY AS COURT APPOINTED RECEIVER OF VORTEX DRILLING LTD.**

May 14, 2018

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

RECEIVER

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COUNSEL TO THE RECEIVER

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EXHIBITS

- Exhibit A – November 16, 2017 Bankruptcy Order
- Exhibit B – Receiver’s Closing Certificate dated October 30, 2017
- Exhibit C – July 24, 2017 Letter of Direction and Mains Welding Ltd. Invoices
- Exhibit D – November 16, 2017 McDougall Gauley LLP Correspondence
- Exhibit E – November 27, 2017 Affidavit of Brycen Mains
- Exhibit F – February 2, 2018 E-mail Correspondence between McDougall Gauley LLP and Kohaly, Elash & Ludwig Law Firm LLP
- Exhibit G – May 10, 2018 Settlement Correspondence
- Exhibit H – Fees and Disbursements of the Receiver
- Exhibit I – Fees and Disbursements of the Receiver’s Legal Counsel
- Exhibit J – Statement of Receipts and Disbursements for the Period July 24, 2017 to May 13, 2018

INTRODUCTION

1. Pursuant to an Order (the “**Receivership Order**”) granted by the Court of Queen’s Bench of Saskatchewan (the “**Court**”) on July 24, 2017 (the “**Date of Receivership**”), Deloitte Restructuring Inc. (“**Deloitte**”) was appointed as the receiver (the “**Receiver**”) of Vortex Drilling Ltd. (“**Vortex**” or the “**Company**”). A copy of the Receivership Order and other information regarding these proceedings can be accessed on the Receiver’s website (the “**Receiver’s Website**”) at www.insolvencies.deloitte.ca/en-ca/vortex.
2. The Receivership Order was granted pursuant to an application by Affinity Credit Union 2013 (“**Affinity**”), who holds registered security over all of the Company’s present and after-acquired personal property (the “**Affinity Security**”).
3. The Receiver’s independent legal counsel, McDougall Gauley LLP (“**McDougall Gauley**”), has been assisting the Receiver with various matters and previously completed an independent review (the “**Security Review**”) of the Affinity Security over the assets and undertakings of the Company (the “**Assets**”). McDougall Gauley has concluded that Affinity has valid and enforceable security, in first priority, in relation to all of the Company’s Assets.
4. On November 3, 2017, Affinity filed an application for a bankruptcy order against Vortex. The bankruptcy order was granted on November 16, 2017 (the “**Bankruptcy Order**”), and is attached hereto as Exhibit A. Deloitte was appointed as bankruptcy trustee, and its appointment was ratified by the creditors at the first meeting of creditors held on December 4, 2017.

TERMS OF REFERENCE

5. In preparing this second report (the “**Second Report**”), the Receiver has relied upon unaudited financial information, the books and records of the Company and discussions with former management (“**Management**”), interested parties, and the stakeholders of the Company.
6. The financial information of the Company has not been audited, reviewed or otherwise verified by the Receiver as to its accuracy or completeness, nor has it necessarily been

prepared in accordance with generally accepted accounting principles and the reader is cautioned that this Second Report may not disclose all significant matters about the Company. Additionally, none of the Receiver's procedures were intended to detect defalcations or other irregularities. If the Receiver were to perform additional procedures or to undertake an audit examination of the financial statements in accordance with generally accepted auditing standards, additional matters may have come to the Receiver's attention. Accordingly, the Receiver does not express an opinion nor does it provide any other form of assurance on the financial or other information presented herein. The Receiver may refine or alter its observations as further information is obtained or brought to its attention after the date of this Second Report.

7. Unless otherwise stated, all monetary amounts contained in this Second Report are expressed in Canadian dollars.
8. Capitalized terms used in this Second Report but not defined herein are as defined in the first report of the Receiver dated October 20, 2017 (the "**First Report**").

BACKGROUND

9. Vortex is a private company incorporated in November of 2010 under the laws of the Province of Saskatchewan. The Company provided land-based oil and gas drilling services to exploration and development companies primarily in and around Southeastern Saskatchewan. As of April 24, 2017, according to the Saskatchewan Corporate Registry, the sole directors of Vortex were Mr. Derrick Big Eagle (President of Vortex), Mr. Kordel Korf, and Mr. Matthew Lawson, and the Company had approximately thirty-two (32) individual and corporate shareholders (the largest of which was the Kordel Family Trust with approximately 23% of the outstanding shares).
10. Vortex's head office was located in leased premises in Carlyle, Saskatchewan. The Company's primary assets consisted of three (3) drilling rigs built by the Company (collectively the "**Rigs**" and individually referred to as "**Vortex 1**", "**Vortex 2**", and "**Vortex 3**"). Based on discussions with Management and review of the Company's May 31, 2017 internal financial statements, the age and approximate construction costs of the Rigs, their components, and associated equipment are as follows:

- (a) Vortex 1 was completed in June 2011 at a cost of approximately \$8.6 million;
 - (b) Vortex 2 was completed in October 2011 at a cost of approximately \$8.1 million; and
 - (c) Vortex 3 was completed in January 2014 at a cost of approximately \$8.8 million.
11. Affinity is the principal lender to the Company and holds various first ranking security positions as against the Company and its Assets. Affinity was owed approximately \$8.5 million (the “**Affinity Indebtedness**”) from the Company at the Date of Receivership.
12. The First Report provided an update on the steps taken by the Receiver to take possession and control of the Assets of the Company, the ongoing operations of the Company, and the Assets owned and liabilities outstanding. The First Report also provided details of the sale process (the “**Sale Process**”) undertaken by the Receiver, requested approval of the Amended Final Matrix Offer and the associated Asset Purchase Agreement (the “**Matrix Transaction**”), and sought approval to distribute the net sale proceeds from the Matrix Transaction to Affinity, subject to payment of the CRA Trust Claims, repayment of the Receiver’s borrowings, and retention of the Mains Holdback (all as defined in the First Report). Since the Matrix Transaction had not closed at the time of writing the First Report and as the transaction required approval from the Court, the Receiver also sought a sealing order for its October 20, 2017 confidential report (the “**Confidential Report**”) which disclosed confidential information pertaining to the Matrix Transaction.
13. In the First Report, the Receiver sought approval of the reported actions of the Receiver, approval of the Matrix Transaction, approval of payment of the CRA Trust Claims, approval of the repayment of the Receiver’s borrowings under the Borrowing Facility (as defined below), approval of the Mains Holdback, and sealing of the Confidential Report.
14. Pursuant to the First Report and the Confidential Report, the Court granted an Order on October 25, 2017 (the “**Sale Approval and Vesting Order**”) declaring and ordering that, among other things:

- (a) The Receiver's activities, actions, conduct, fees, disbursements, and legal fees reported to-date, inclusive of the Receiver's Interim Statement of Receipts and Disbursements for the period July 24, 2017 to October 17, 2017, were approved;
- (b) The Matrix Transaction was approved;
- (c) The Mains Holdback was approved;
- (d) The following interim distributions were approved:
 - (i) Repayment of the Receiver's \$500,000 borrowings;
 - (ii) Payment of the CRA Trust Claims (not to exceed \$200,000); and
 - (iii) Payment of an interim distribution to Affinity (subject to any additional holdbacks deemed necessary by the Receiver); and
- (e) The Confidential Report was to remain sealed and confidential subject to a further Court Order, or until filing of the Receiver's Certificate certifying completion of the Matrix Transaction.

15. This Second Report is filed in support of the Receiver's application to this Honourable Court on May 18, 2018 seeking the following:

- (a) Approval of the reported actions of the Receiver since the First Report in respect of administering these receivership proceedings;
- (b) Approval to distribute the Mains Holdback in accordance with the proposed Distribution of Holdback Funds Consent Order (the "**Proposed Consent Order**") as between Mains Welding Ltd. ("**Mains Welding**") and Affinity;
- (c) Approval to distribute the residual proceeds in the estate to Affinity, subject to a holdback in the amount of \$35,000 (the "**Residual Holdback**");
- (d) Approval of the fees and disbursements of the Receiver and its legal counsel;

- (e) Approval of the Receiver's Statement of Receipts and Disbursements for the period October 18, 2017 to May 13, 2018; and
- (f) An order discharging the Receiver.

Powers of the Receiver

- 16. The Receiver's powers are detailed in Paragraph 3 of the Receivership Order and include, among others, the power to: i) take and maintain possession and control of the Property; ii) manage, operate, and carry on the business of the Company; and iii) market and sell the Property (subject to Court approval if one sale exceeds \$100,000 or if in the aggregate the sales exceed \$500,000).
- 17. The Receivership Order also empowers the Receiver to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$750,000 (or such greater amount as the Court may by further Order authorize) (the "**Borrowing Facility**").

ACTIVITIES OF THE RECEIVER SINCE THE FIRST REPORT

- 18. Since the First Report, the Receiver has undertaken the following activities:
 - (a) Finalizing and closing the Matrix Transaction as approved by the Sale Approval and Vesting Order;
 - (b) Corresponding with creditors and shareholders of the Company;
 - (c) Terminating the Receiver's rental arrangements for the Company's leased premises;
 - (d) Reviewing creditors' lien claims and settling accounts as appropriate;
 - (e) Facilitating an interim distribution to Affinity, paying the CRA Trust Claims, and repaying the Receiver's borrowings;
 - (f) Collecting the Company's manual and electronic books and records from

the leased premises and arranging for retention of same;

- (g) Finalizing outstanding utility accounts and other rental and service obligations incurred by the Receiver during the proceedings;
- (h) Reviewing materials submitted by Mains Welding in respect of its registered commercial lien, corresponding with McDougall Gauley (the Receiver's legal counsel) regarding same, and providing Mains Welding with the Receiver's opinion as to who has priority to the Mains Holdback;
- (i) Corresponding with Canada Revenue Agency ("**CRA**") with respect to payroll source deduction and GST trust audits, and completing statutory CRA filings;
- (j) Updating Affinity with respect to the status of the proceedings;
- (k) Dealing with estate banking and related transactions and reconciliations;
and
- (l) Preparing, reviewing, and finalizing this Second Report.

CLOSURE OF THE MATRIX TRANSACTION AND REMAINING ASSETS

19. In accordance with the Sale Approval and Vesting Order, the Matrix Transaction closed on October 30, 2017, subsequent to the Receiver collecting the balance of the purchase price. The Receiver filed the completed Receiver's Certificate with the Court on October 31, 2017, a copy of which is attached hereto as Exhibit B.
20. The only remaining asset of the Company is an approximate \$14,000 GST refund (the "**GST Refund**"). The Receiver has corresponded with CRA and the GST Refund is being held by CRA pending receipt of the 2017 corporate tax filing. The Receiver prepared the tax filing based on the books and records of the Company and filed the return on April 26, 2018. As at the date of this Second Report, the Receiver has not yet received the GST Refund, but continues to correspond with CRA.

MAINS HOLDBACK

21. In accordance with the Sale Approval and Vesting Order, the Receiver was to retain \$72,873.30 representing the Mains Holdback subject to Mains Welding filing a proof of its lien claim (the “**Commercial Lien**”) on or before November 15, 2017, along with any further documentation the Receiver required to analyze the Commercial Lien.
22. On October 19, 2017, counsel representing Mains Welding, Kohaly, Elash & Ludwig Law Firm LLP (“**KEL Law**”) provided the Receiver with the following information:
 - (a) Letter of direction from the President of Vortex, Jayson Geysen (“**Mr. Geysen**”), dated July 24, 2017 (the “**July 24, 2017 Letter of Direction**”), purporting to authorize a series of invoices provided by Mains Welding; and
 - (b) Copies of invoices totaling \$72,873.30 dated between July 20, 2016 and July 14, 2017 (the “**Mains Invoices**”).

The July 24, 2017 Letter of Direction and the Mains Invoices are attached hereto as Exhibit C.

23. On November 16, 2017, the Receiver’s legal counsel, McDougall Gauley, provided e-mail correspondence to KEL Law (the “**November 16, 2017 Correspondence**”) requesting a sworn affidavit from the principal of Mains Welding, Brycen Mains (“**Mr. Mains**”), in support of the Mains Welding claim. A copy of the November 16, 2017 Correspondence is attached hereto as Exhibit D.
24. On November 29, 2017, KEL Law provided the Receiver with an affidavit sworn by Mr. Mains dated November 27, 2017 (the “**Mains Affidavit**”), attached hereto as Exhibit E. Included at paragraph 12 of the Mains Affidavit was confirmation from Mr. Mains that although the Letter of Direction was dated July 24, 2017, the Letter of Direction was not signed by Mr. Geysen until August 1, 2017, subsequent to the Receivership Order being granted.
25. On February 2, 2018, the Receiver’s legal counsel provided KEL Law with e-mail

correspondence (the “**February 2, 2018 Correspondence**”) outlining the Receiver’s position that due to Mr. Geysen’s inability to execute the Letter of Direction subsequent to the Receivership Order being granted, the Receiver is of the view that Mains Welding is an unsecured creditor with no priority to the Mains Holdback.

26. On February 2, 2018, KEL Law responded to the McDougall Gauley correspondence (the “**February 2, 2018 KEL Response**”) indicating that, among other things, Mains Welding did not accept the Receiver’s conclusion on the issue, such that Mains Welding may ultimately provide instructions to bring its own application and have the matter determined by the Court. The February 2, 2018 Correspondence and the February 2, 2018 KEL Response are attached hereto as Exhibit F.
27. As the Receiver does not have an interest in the outcome of the Mains Holdback priority dispute, and the Receiver has fulfilled its obligation of analyzing the Commercial Lien based on the information provided by Mains Welding (in accordance with paragraph 16 of the Sale Approval and Vesting Order), on February 5, 2018, the Receiver’s legal counsel advised both KEL Law and legal counsel representing Affinity, MLT Aikins LLP (“**MLT Aikins**”), of the Receiver’s position, and suggested that KEL Law and MLT Aikins discuss their client’s respective positions to determine how best to resolve the priority dispute. Failing an agreement between KEL Law and MLT Aikins, the Receiver advised both counsel that at the next Court hearing in these proceedings, the Receiver would be recommending that the Mains Holdback be paid into Court for a further determination.
28. On May 10, 2018, the Receiver was provided with copies of correspondence between KEL Law (dated May 9, 2018) and MLT Aikins (dated May 10, 2018) (collectively the “**Settlement Correspondence**”), attached hereto as Exhibit G. Based on the Settlement Correspondence and the accompanying Proposed Consent Order, Affinity and Mains Welding agreed upon an allocation of the Mains Holdback as follows:

- (a) \$37,500 to Mains Welding; and
- (b) \$35,373.30 to Affinity.

INTERIM AND PROPOSED DISTRIBUTIONS

29. In accordance with the Sale Approval and Vesting Order, in addition to the Mains Holdback, the Receiver was authorized to repay the Receiver's borrowings under the Borrowing Facility, pay the CRA Trust Claims (not to exceed \$200,000), and provide an interim distribution to Affinity from the Matrix Transaction proceeds. As at the date of this Second Report, the Receiver has made the following payments:
- (a) Repaid \$500,000 borrowed from Affinity on November 2, 2017;
 - (b) Paid the CRA Trust Claims in the amount of \$119,957 on December 18, 2017; and
 - (c) Paid interim distributions to Affinity in the amount of \$5,250,000 on November 28, 2017, and \$15,000 on December 4, 2017 (collectively the "**Affinity Interim Distributions**").
30. In accordance with the Proposed Consent Order, the Receiver is seeking Court approval to distribute the Mains Holdback as follows:
- (a) \$37,500 to Mains Welding; and
 - (b) \$35,373.30 to Affinity.
31. Subsequent to the Affinity Interim Distributions, Vortex remains indebted to Affinity for an amount in excess of \$3,000,000 (the "**Residual Affinity Debt**"). Accordingly, at the May 18, 2018 hearing, subject to the Residual Holdback, the Receiver is seeking Court approval to distribute the remaining proceeds in the estate to Affinity, up to the Residual Affinity Debt, in accordance with the Affinity Security.
32. The Receiver is of the view that the Residual Holdback should be held to offset fees and disbursements of the Receiver and its legal counsel in preparing the within application materials, appearing before the Court on the current motion for distribution and discharge of the Receiver, and dealing with any incidental matters that may be necessary to finalize the receivership thereafter.

FEES AND DISBURSEMENTS OF THE RECIEVER AND ITS LEGAL COUNSEL

33. Pursuant to paragraph 17 of the Receivership Order, the Receiver and its legal counsel shall pass their accounts from time to time. The Receiver is of the view that the primary party of interest is Affinity given that they hold a priority security interest over all of the Assets of Vortex. Affinity has been served with all reports and invoices of the Receiver as well as other materials within these proceedings.
34. Attached as Exhibit H is a summary of the invoices of the Receiver for fees and disbursements incurred during the course of the proceedings for the period July 24, 2017 to May 6, 2018. The Receiver's accounts total \$233,004 in fees and disbursements, excluding GST and the proposed Residual Holdback. The Receiver estimates that its fees and disbursements to finalize the Second Report, prepare for and attend the May 18, 2018 hearing, and to finalize the Receiver's discharge will approximate \$15,000 (plus taxes).
35. The fees charged by the Receiver are based on the amount of professional time required at hourly billing rates, which vary depending upon the experience level and location of professionals involved. The average blended hourly rate charged by the Receiver in these proceedings for invoices issued to date is \$360 per hour. The rates charged by the Receiver are the normal rates and charges for engagements of this nature, and are comparable to the rates charged for the provision of services by other professional firms providing specialized financial advisory and restructuring services.
36. The Receiver is of the view that its fees and disbursements are fair and reasonable in the circumstances and have been duly rendered in response to the required and necessary duties of the Receiver in accordance with the provisions of the Receivership Order.
37. Attached as Exhibit I is a summary of the invoices of the Receiver's legal counsel for fees and disbursements incurred during the course of the proceedings for the period July 25, 2017 to May 6, 2018. The accounts total \$104,159 in fees and disbursements excluding Provincial Sales Tax, GST, and the proposed Residual Holdback. The Receiver's legal counsel estimates that its fees and disbursements to prepare for and attend the May 18, 2018 hearing and to assist with finalizing the Receiver's discharge will approximate \$10,000 (plus taxes).

38. The Receiver has reviewed the invoices rendered by its legal counsel and finds them reasonable and validly incurred in accordance with the provisions of the Receivership Order.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

39. The Receiver has prepared a Statement of Receipts and Disbursements for the period October 18, 2017 to May 13, 2018 for Vortex, attached hereto as Exhibit J.

40. As at the date of this Second Report, the Receiver has not needed draw on the Court authorized Borrowing Facility since it fully repaid its prior borrowings on November 2, 2017.

APPROVALS SOUGHT

41. The Receiver believes that, other than the distribution of the remaining funds and certain administrative matters, the Receiver's mandate is substantially complete. Accordingly, upon payment of the amounts set out herein and certifying that it has completed all outstanding matters in the administration of this proceeding, the Receiver recommends that these proceedings be terminated and that it be discharged as Receiver, provided however that notwithstanding such discharge:

- (a) The Receiver shall remain the Receiver for the performance of such incidental duties as may be required to complete the administration of these proceedings; and
- (b) The Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stay of proceedings in favor of Deloitte in its capacity as Receiver.

42. The Receiver recommends that this Honourable Court declare that:

- (a) the Receiver has acted honestly and in good faith, and has dealt with the Property and carried out the Receiver's mandate in a commercially reasonable manner;

- (b) the Receiver has duly and properly discharged its duties, responsibilities, and obligations as Receiver;
- (c) the Receiver shall not be liable for any act or omission, including, without limitation, any act or omission arising from, relating to, or in connection with its discharge of the Receiver's mandate, with the exception of any liability arising out of fraud, gross negligence, or willful misconduct on the part of the Receiver;
- (d) the Receiver has never had and shall not in the future have any liability in regard to any act or omission of the Company, including, without limitation, in relation to the business of the Company, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by the Company; and
- (e) no action or other proceeding shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver except with prior leave of this Court and on prior written notice to the Receiver and such further order securing, as security for costs, the costs of the Receiver in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

43. As a result of the forgoing, the Receiver respectfully requests:

- (a) Approval of the reported actions of the Receiver since the First Report in respect of administering these receivership proceedings;
- (b) Approval to distribute the Mains Holdback in accordance with the Proposed Consent Order as follows:
 - (i) \$37,500 to Mains Welding; and
 - (ii) \$35,373.30 to Affinity;

- (c) Approval to distribute the residual proceeds in the estate to Affinity, up to the value of the Residual Affinity Debt, subject to the Residual Holdback;
- (d) Approval of the fees and disbursements of the Receiver and its legal counsel (including the fees and disbursements incurred in relation to the within application and in finalizing the receivership) without the requirement of taxation or formal passing of accounts;
- (e) Approval of the Receiver's Statement of Receipts and Disbursements for the period October 18, 2017 to May 13, 2018;
- (f) An order discharging the Receiver; and
- (g) Such further and other relief that the Court considers just and warranted in the circumstances.

All of which is respectfully submitted at Saskatoon, Saskatchewan, this 14th day of May 2018.

DELOITTE RESTRUCTURING INC.

In its capacity as Receiver of
Vortex Drilling Ltd.,
and not in its personal capacity.



Per: Brent Warga, CPA, CA, CIRP, LIT
Senior Vice-President

Exhibit A – November 16, 2017 Bankruptcy Order

COURT FILE NUMBER BKY 418 of 2017

**COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE REGINA

APPLICANT CREDITOR AFFINITY CREDIT UNION 2013

RESPONDENT VORTEX DRILLING LTD.

IN THE MATTER OF THE BANKRUPTCY OF VORTEX DRILLING LTD.

BANKRUPTCY ORDER

Before Registrar in Bankruptcy C. Elaine Thompson the 16th day of November, 2017.

On the Application of Jeffrey M. Lee, Q.C., counsel on behalf of Affinity Credit Union 2013 (the "**Applicant Creditor**"); and upon hearing from Jeffrey M. Lee, Q.C., on behalf of the Applicant Creditor, and counsel present on behalf of any other interested parties; and it appearing to the Court that the following acts of bankruptcy have been committed by the Respondent, Vortex Drilling Ltd. (the "**Debtor**"), namely:

- a. The Debtor has, within the six months next preceding the date of the filing of this Application for a Bankruptcy Order, committed the following acts of bankruptcy pursuant to subsections 42(1)(j) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, namely:
 - i. the Debtor has ceased to meet its liabilities generally as they become due.

The Court orders:

1. Vortex Drilling Ltd., with its registered office located at #600, 2103 11th Avenue, in the City of Regina, in the Province of Saskatchewan, shall be and is hereby adjudged bankrupt and a bankruptcy order is hereby made against Vortex Drilling Ltd.
2. Deloitte Restructuring Inc. shall be and is hereby appointed as trustee of the estate of the bankrupt, Vortex Drilling Ltd.
3. The costs of the Applicant Creditor shall be paid out of the estate of the bankrupt upon taxation thereof.

ISSUED at the City of Regina, in the Province of Saskatchewan, this 16th day of November, 2017.



(Deputy) Local Registrar

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of firm: MLT Aikins LLP
Name of lawyer in charge of file: Jeffrey M. Lee, Q.C.
Address of legal firms: 1500 - 410 22nd Street, Saskatoon SK S7K 5T6
Telephone number: (306) 975-7136
Fax number: (306) 975-7145
E-mail address: JMLee@mltaikins.com
File No: 38116.43



Industry Canada

Office of the Superintendent
of Bankruptcy Canada

District of SASKATCHEWAN

Division No. 01 - Regina

Court No. 22-2316726

Estate No. 22-2316726

Industrie Canada

Bureau du surintendant
des faillites Canada

In the Matter of the Bankruptcy of:
Vortex Drilling Ltd.

Debtor

DELOITTE RESTRUCTURING INC/RESTRUCTURATION DELOITTE INC

Licensed Insolvency Trustee

ORDINARY ADMINISTRATION

Security: \$*,***

Date of Bankruptcy: November 16, 2017, 08

Meeting of Creditors: December 4, 2017, 14:00
Bank of Montreal Building
2103 11th Avenue, Mezzanine Level
Regina, SASKATCHEWAN

Chair: Trustee

Designated Person: Jason Geysen

CERTIFICATE OF FILING OF A BANKRUPTCY ORDER - Section 43

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify, that:

- the aforementioned trustee, filed for my endorsement, a bankruptcy order appointing the trustee under section 43(9) of the Bankruptcy and Insolvency Act, Trustee of the Estate of the aforementioned Debtor;
- provisions for the avoidance of certain settlements and preferences where applicable, begin before the initial bankruptcy event date and end on the date of bankruptcy, both dates included.

The designated person is required:

- to perform all duties imposed upon a bankrupt by the Bankruptcy and Insolvency Act and in particular, attend the first meeting of creditors and upon request appear before the Official Receiver for examination.

The said trustee is required:

- to serve upon the designated person, a copy of the bankruptcy order bearing the Official Receiver's endorsement and where applicable a notice of examination;
- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable to call in the prescribed manner, a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the Official Receiver.

Date: November 20, 2017

E-File / Dépôt électronique

Official Receiver

1945 Hamilton Street, Suite 600, Regina, SASKATCHEWAN, S4P 2C7, 877/376-9902

Canada

Exhibit B – Receiver’s Closing Certificate dated October 30, 2017



SCHEDULE "A"

RECEIVER'S CERTIFICATE

COURT FILE NUMBER QB No. 783 of 2017

COURT QUEEN'S BENCH FOR SASKATCHEWAN
 IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

PLAINTIFF AFFINITY CREDIT UNION 2013

DEFENDANT VORTEX DRILLING LTD.

IN THE MATTER OF THE RECEIVERSHIP OF VORTEX DRILLING LTD.

RECITALS

- A. Pursuant to the Order of the Honourable Mr. Justice B.J. Scherman dated July 24, 2017, Deloitte Restructuring Inc. was appointed by the Court as the receiver (the "**Receiver**") of the undertaking, property, and assets of Vortex Drilling Ltd. (the "**Debtor**").
- B. Pursuant to an Order of the Court dated October 25, 2017 (the "**Approval, Vesting, and Distribution Order**") the Court approved the Asset Purchase Agreement (the "**Agreement**") between the Receiver and Matrix Energy Technologies Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) the Conditions Precedent to the completion of the Transaction outlined in Article 10 of the Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval, Vesting, and Distribution Order.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the closing date pursuant to the Agreement.

2. The Conditions Precedent to the completion of the Transaction outlined in Article 10 of the Agreement have been satisfied or waived by the Receiver and the Purchaser.
3. This Certificate was delivered by the Receiver at 4:00PM (Saskatchewan Time) on October 30, 2017.

DELOITTE RESTRUCTURING INC.

In its capacity as Receiver of Vortex Drilling Ltd.,
and not in its personal capacity



Brent Warga, CPA, CA, CIRP, LIT
Senior Vice-President

Exhibit C – July 24, 2017 Letter of Direction and Mains Welding Ltd. Invoices

Letter of Direction

Date: July 24th 2017

I Jason Geysen President of Vortex Drilling Ltd. of Carlyle Saskatchewan approved and directed authorization to Mains Welding of Carnduff, Saskatchewan to perform the necessary Welding and repair work (but not limited to) Travel costs, Brake/Shear work, Welding supplies & Personal for the repairs to Vortex Drilling Ltd. for Rig #s 1, 2 & 3 as per (but not limited to) the attached 8 pages. See the Mains Welding Ticket numbers, dates, Vortex Drilling Ltd. Rig numbers and amounts listed below.

Date: May 9th 2017

Invoice # 3531

Vortex Drilling Ltd. Rig # 2 Amount \$17,686.74

Date: May 24th, 2017

Invoice # 3583

Vortex Drilling Ltd. Rig # 2 Amount \$12,365.96

Date: May 24th 2017

Invoice # 3585

Vortex Drilling Ltd. Rig # 3 Amount \$11,575.84

Date: May 24th, 2017

Invoice # 3586

Vortex Drilling Ltd. Rig # 3 Amount \$5,274.05

Date: May 24th 2017

Invoice # 3587

Vortex Drilling Ltd. Rig # 3 Amount \$10,701.92

Date: July 14, 2017

Invoice # 2735

Vortex Drilling Ltd. Rig # 2 Amount \$5,109.99

Date: July 20, 2016

Invoice # 2607

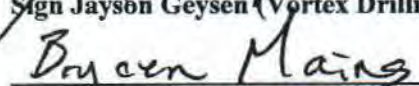
Vortex Drilling Ltd. Rig # 2 Amount \$10,161.80

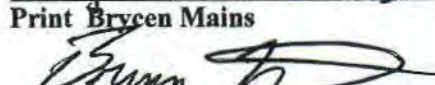
Total Amount Due \$72,873.30



Print Jayson Geysen


Sign Jaysen Geysen (Vortex Drilling Ltd.)


Print Brycen Mains


Sign Brycen Mains (Mains Welding Ltd.)

July 24th 2017

Date

Total pages (8)

MAINS WELDING LTD.

Brycen Mains

Box 185 • CARNDUFF, SASK. • SOC 0S0

Cell: (306)485-7021 Phone/Fax: (306)482-3341

Bill To: VORTEX 2 INVOICE 2607
 DATE July 20, 2016 (20)
 LOCATION VORTEX YARD

DESCRIPTION	HOURS	RATE	TOTAL
MAR 11 TH - TRAVEL TO/FROM RIG TO MEASURE FOR REPAIRS + GET MATERIAL LIST.	Tr. 4.5	100 ⁰⁰	450 ⁰⁰
SHOP	2	100 ⁰⁰	200 ⁰⁰
SHOP	2	100 ⁰⁰	200 ⁰⁰
MAR 14 - (SEE W/O 65)	TRUCK 1 10	100 ⁰⁰	1000 ⁰⁰
	TRUCK 2 10	100 ⁰⁰	1000 ⁰⁰
MAR 15 (" " 65)	TRUCK 1 10.5	100 ⁰⁰	1050 ⁰⁰
	TRUCK 2 10.5	100 ⁰⁰	1050 ⁰⁰
MAR 16 (" " 65)	TRUCK 1 10	100 ⁰⁰	1000 ⁰⁰
	TRUCK 2 10	100 ⁰⁰	1000 ⁰⁰
MAR 21 (" " 65)	TRUCK 1 10.5	100 ⁰⁰	1050 ⁰⁰
	TRUCK 2 10.5	100 ⁰⁰	1050 ⁰⁰
MATERIALS USED MAR 11 - SHAKER SLIDE; 1/4" CH PLATE, 1" SHAFT, 1" HINGE & PIPE, 4" FL, 2" I STOCK.			168 ⁰⁰
MAR 14 - 1/4" CHAIN			20 ⁰⁰
P.O. #	AFE #	Sub Total	9238 ⁰⁰
		807705850RC0001 GST	461 ⁹⁰
		PST	461 ⁹⁰
		TOTAL	80

THANK-YOU!



MAINS WELDING LTD.

Brycen Mains

Box 185 • CARNDUFF, SASK. • SOC 0S0

Cell: (306)485-7021 Phone/Fax: (306)482-3341

Bill To: Vortex Drilling Ltd. INVOICE 2735
 DATE July 14/2017
 LOCATION Rig 2 & Shop

Month of	DESCRIPTION	HOURS	RATE	TOTAL
July	Build 7 weld rings on tools			
	Build pipe clamp			
	fix pins on catwalk arms, build saw			
	one, fix door on floor, ears on			
	pipe tube, tabs on degasser line,			
	fix hinge in locker room, handle			
	on Kelly key	12.5	175	2187.50
Nov	fix handle on mud tank, weld			
	nut on gate, weld washers on			
	gate, fix bracket on pump line	8.5	175	1487.50
	build new pins for catwalk, bandsaw			150
	shear			150
	break			150
	MATERIALS USED iron wire			150
	12" of 1 1/4" x 1/4" Flat, ears on trip, 3" of 7"			
	pipe, 1" shaft, 1" x 1/4" Flat bar			328.60

P.O. #	AFE #	Sub Total	4603.60
		807705850RC0001 GST	230.18
		PST	276.22
		TOTAL	5110.00

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO:	<u>Vortex Drilling</u>	<u>Rig 3</u>	INVOICE	<u>3587</u>
	<u>Box 427</u>		DATE	<u>May 24, 2017</u>
	<u>Radville, SK SOC 2G0</u>		LOCATION	<u></u>

DESCRIPTION	HOURS	RATE	TOTAL
Apr27-May9 Cut 8"pipe & ears, weld on pipe, cut tubing & plate, level landings on both pump houses.	39.0	115.00	4,485.00
Weld checker plate in end of landinds. Weld collars on floor...see W.O. 1117			
May 2-3 Finish pump house & weld tubing on bottom of Cat Walk. Fix cracks on landings & pumphouse, fix crack on Cat Walk, build up door & grind flat.	18.5	115.00	2,127.50
MACHINE USE			
Iron Worker <input type="checkbox"/> Shear <input checked="" type="checkbox"/> Break <input type="checkbox"/>	1	50.00	50.00
MATERIALS USED Apr 27-May 9 - See W.O. 1117			2,052.12
May 2 & 3 - See W.O. 1100			926.75
P.O. #	AFE #	Sub Total	9,641.37
		807705850RT0001 GST	482.07
		PST	578.48
		TOTAL	\$10,701.92

THANK YOU!!

POSTED

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO:	Vortex Drilling	Rig 3	INVOICE	3586
	Box 427		DATE	May 24, 2017
	Radville, SK	SOC 2G0	LOCATION	

DESCRIPTION	HOURS	RATE	TOTAL
Apr 20-23 Deckspan Insert - Shear & Break cover to fuel pump plus mount for fuel pump switch. Weld bracket in pump house, prime/paint holders for control panel & hook...See W.O. 1076	12.5	115.00	1,437.50
Apr26-May2 Build clamp & weld in pump house, cut skids, weld new plates on. Finish welding plates on pump	72.5	115.00	862.50
Cut apart one pump, cut out pipe, cut skids, Tack in pipe...See W.O. 1090			
MACHINE USE			
Iron Worker <input type="checkbox"/> Shear <input type="checkbox"/> Break <input type="checkbox"/>	5	50.00	250.00
MATERIALS USED Apr 20-23 - See W.O. 1076			259.35
Apr 25-May 2 - See W.O. 1090			1,942.05
P.O. #	AFE #	Sub Total	4,751.40
		807705850RT0001 GST	237.57
		PST	285.08
		TOTAL	\$5,274.05

THANK YOU!!



MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO: Vortex Drilling Rig 2
Box 427
Radville, SK S0G 2G0

INVOICE **3583**
 DATE May 24, 2017
 LOCATION _____

DESCRIPTION	HOURS	RATE	TOTAL
Apr 28-May 8 Cat Walk - Fix bent pins on arms, fix cracks on stairs, beef up kickers, fix cracks on catwalk, weld teardrop hinges on v-door, build up v-door, ...see more details on W.O. 1095	78.0	115.00	8,970.00
08-May Doghouse - Grind up aluminum roller in doghouse & reweld. Weld on gussets to strengthen, weld both rollers. See W.O. 1126	9.5	115.00	1,092.50
13-May Loader - Cut out grating, reweld air to air & reweld grating, fix cracks on loader	4.50	115.00	517.50
MACHINE USE			
Trailer <input checked="" type="checkbox"/> 1 Shear <input type="checkbox"/> Break <input type="checkbox"/>	1	50.00	50.00
MATERIALS USED Apr 28-May 8: See W.O. 1095			477.50
May 8 - See W.O. 1126			33.00
P.O. # _____ AFE # _____		Sub Total	11,140.50

807705850RT0001 GST 557.03
 PST 668.43
TOTAL \$12,365.96

THANK YOU!!



MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO: Vortex Drilling Rig 2
Box 427
Radville, SK SOC 2G0

INVOICE 3531
DATE May 9, 2017
LOCATION _____

	DESCRIPTION	HOURS	RATE	TOTAL				
11-Mar	Rig 2: Fix door on boiler	0.5	115.00	55.00				
Apr 18 & 19	Rig 2: Mud tank valves/Put new hinge on door	12	115.00	1,380.00				
Apr 20 & 21	Rig 2: Weld bolts out on floor	6.5	115.00	747.50				
21-Apr	Cut out gates, move into & our of Shop	2.5	115.00	287.50				
21-Apr	Rig : Fix cracks on roof of pump house, make hole bigger for BOP valve, measure pipe, ...	21.5	115.00	2,415.00				
Apr 24 -26	Build hole for BOP valve, fill cap, level landings, start fixing cracks above motor.	23	115.00	2,645.00				
25-Apr	Went for rod							
27-Apr	Pump House- build guards for motor, mound lid on roof, swap out pump & replace with Catwalk	6	115.00	690.00				
MACHINE USE								
Trailer	1	Shear	1	Break	1	3	50.00	150.00
MATERIALS USED								
	Apr 19-21: See W.O. 1066			826.00				
	Apr 21-26: See W.O. 1078			6,690.00				
	Apr 27: W.O. 1092			48.00				
P.O. # _____ AFE # _____								
			Sub Total	15,934.00				

THANK YOU!!



807705850RT0001 GST	796.70
PST	956.04
TOTAL	\$17,686.74

Exhibit D – November 16, 2017 McDougall Gauley LLP Correspondence

From: Frith, Craig [mailto:cfrith@mcdougallgauley.com]
Sent: November 16, 2017 4:17 PM
To: aaronludwig@kohalyelash.com
Cc: Warga, Brent (CA - Winnipeg) (bwarga@deloitte.ca) <bwarga@deloitte.ca>
Subject: RE: In the Matter of the Receivership of Vortex Drilling Ltd., QB No. 783 of 2017

Hi Aaron,

Thank you for your patience. After reviewing this matter in some detail, our instructions are to request a sworn affidavit from the principal of Main's Welding, Mr. Brycen Mains. While Mr. Mains is of course free to include whatever information he deems relevant to support his claim, the Receiver respectfully requests that Mr. Mains consider:

1. Providing a brief history of:
 - a. Mr. Mains' relationship and/or past dealings with Mr. Geysen (and whether such dealings were on behalf of Vortex Drilling or in some other capacity, and if so, in what capacity?);
 - b. Mains Weldings past dealings with Vortex Drilling;
2. Outlining the factual background to Mains Weldings' provision of the services for which it now claims;
3. Outlining the relevant details surrounding Mr. Geysen's execution of the Letter of Direction (i.e. did Mr. Mains meet with Mr. Geysen to execute the Letter of Direction, and if so, where and when on July 24th, etc.); and
4. Appending not only the documents provided thus far, but also any additional documents and/or communications between the parties for consideration.

Please contact me with any questions or concerns with respect to the forgoing. Otherwise, please provide your anticipated timeline for completion and we will look forward to receipt.

Regards,

Craig Frith

cfrith@mcdougallgauley.com T: 306-665-5432 F: 306-664-4431

McDOUGALL GAULEY LLP BARRISTERS + SOLICITORS

500-616 Main Street. Saskatoon SK S7H 0J6

www.mcdougallgauley.com

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Exhibit E – November 27, 2017 Affidavit of Brycen Mains

COURT FILE NUMBER QB No. 783 of 2017

COURT QUEEN'S BENCH FOR SASKATCHEWAN
 IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

PLAINTIFF AFFINITY CREDIT UNION 2013

DEFENDANT VORTEX DRILLING LTD.

IN THE MATTER OF THE RECEIVERSHIP OF VORTEX DRILLING LTD.

AFFIDAVIT OF BRYCEN MAINS

I, Brycen Mains, of the Town of Carnduff, in the Province of Saskatchewan, MAKE OATH AND SAY AS FOLLOWS THAT:

1. I am the president of Mains Welding Ltd., and such that I have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be based upon Information and belief, and where so stated, I believe the same to be true.
2. I make this affidavit in response to the request of the court-appointed Receiver, Deloitte Restructuring Inc. As requested, the purpose of this affidavit is to set out the details that arise out of the provision of services and supplies provided by Mains Welding Ltd. to the Defendant, Vortex Drilling Ltd. (hereinafter "Vortex").
3. Mains Welding Ltd. is a creditor of Vortex. The company has had a business relationship with the Defendant since early 2014 or late 2013. It is my recollection Mains Welding Ltd. worked on Rig #3 for Vortex when it was still being built in 2013. Following that initial job, we started working more regularly for Vortex, including the weekly jobs that need to be welded on every well drilled. My primarily contact was Jason Geyson, President of Vortex. My secondary contacts were the tool-push on each of the rigs, who also ordered materials and services. Many of the smaller invoices and work would often be ordered by the tool-push (foreman) responsible for the respective rigs, but the higher ticket items would be ordered by Jason Geyson.

4. Following our initial job with Vortex, Mains Welding Ltd. undertook regular maintenance and services with respect to the Vortex rigs. This included both when the rig was still in the field and operational, but also when it was not operational and in the yard, often during road bans. For example, in 2016 during road-bans, my company prepared Rigs #1 and #2 for their level #4 inspection, which is necessary for the rigs to pass to remain operational. Attached hereto as Exhibit "A" is a true copy of our invoices for the 2016 work completed on Rig #2 that remain unpaid, which totals \$10,616.80. This work was completed during the 2016 road-bans. Attached hereto at exhibit "B" is a true copy of the work orders that support the invoices.
5. During the late winter and early spring of 2017, Mr. Geyson was in contact with me over the telephone about completing some additional work on the Vortex rigs. I was hesitant since we had not been paid one smaller invoice yet from 2016, however, we felt that payment would eventually be forthcoming. My other invoices from later 2016 and early 2017 had been paid.
6. Attached hereto as exhibit "C" is a true copy of the invoice and work orders from May 9, 2017, which has outstanding and unpaid \$17,686.74. Most of the time and services provided on this invoice was ordered by Dustin McGonigal, who was the tool-push for Rig #2. Attached hereto at exhibit "D" are true copies of text messages between myself and Dustin McGonigal wherein he ordered the work as set out in the May 9, 2017 invoice. Many of the specific details were discussed via telephone or in person, but the general work was primarily ordered on April 20, 2017. He is making inquiries on the status of the work that we were completing in the text messages.
7. Attached hereto as exhibit "E" is a true copy of the invoice and work orders from May 24, 2017 for Rig #2, which has outstanding and unpaid \$12,365.96. The text-messages set out in exhibit "D" support the request for the work as set out in exhibit "E".
8. Attached hereto as exhibit "F" is a true copy of the invoice and work orders dated May 24, 2017 for Rig #3 for work completed between March 9 and April 17, 2017, which has outstanding and unpaid \$11,572.84. The work completed with respect to Rig #3 was requested in detail from Jason Light, who was the tool-push for Rig #3. Attached hereto at exhibit "G" is a true copy of my text-messages with Jason Light ("Sparrow") wherein he requested work on Rig #3. For example, on April 9th, he is asking me to meet at the B&B yard to walk through Rig #3 with him to determine the work necessary. On April 17th and 18, he asked that I take the loader back to my shop to repair, and repair the driller's panel arm as soon as possible. We had prepared and fabricated new parts

for the Rig, which I confirmed for him on April 24th, and we were going to install those fabricated parts on April 25th. This was agreed upon in the text messages.

9. Attached hereto as exhibit "H" is a true copy of the invoice and works orders dated May 24, 2017 for Rig #3 for work completed between April 20, 2017 and May 2, 2017, which has outstanding and unpaid \$5,274.05. The work completed with respect to this invoice is also supported in the text-messages as set out in exhibit "G". For example, on April 24, Jason Light requested that I get working on the skids supporting the pumphouses, since it was a big job. I then started work and started work on April 26, as set out in my invoice at exhibit H.
10. Attached hereto as exhibit "I" is a true copy of the invoice and work orders dated May 24, 2017 for Rig #3 for work completed between April 27 and May 3, 2017, which has outstanding and unpaid \$10,701.92. On April 25, Jason Light texted me about the BOP lug, which was noted in the work orders.
11. Attached hereto at exhibit "J" is a true copy of the invoice dated July 14, 2017 for Rig #2 for work completed in early July of 2017. This work was completed as the final touches for Rig #2 that we completed. Dustin McGonigal requested this work, as confirmed by the text-message sent to my attention on July 17, 2017 wherein Dustin sought an update some work he requested on pipe-clamps on the mixing shack.
12. Attached hereto at exhibit "K" is a true copy of the Letter of Direction that I asked Mr. Geyson to sign acknowledging the work that we completed. It is dated July 24, 2017. The document was not executed until August 1, 2017, when I met up with Mr. Geyson in White City. I had asked him to execute the document acknowledging the work we had completed.
13. I have no personal or family relationship with the former President of Vortex Drilling Ltd., Jason Geyson. We are not related by family in any way to my knowledge. I have never socialized with Jason Geyson and I would not consider him to be a personal friend. With that said, we are friendly with one another when communicating, but our relationship is restricted to business. Jason Geyson has been my primary contact for Vortex throughout the entire time that I have worked on Vortex equipment. During the entire time that I dealt with Vortex, it was my understanding that he was the President of Vortex.

14. Attached hereto as exhibit "L" is a true copy of a corporate profile dated July 25, 2017, which indicates that Jason was the President of the company during the time in question.
15. Jason Geyson would often confirm for me to go ahead with the work as requested by his tool-push foremen for each of the Rigs and would often check in with me on what was ordered and costs. Attached hereto as exhibit "M" is a true copy of my text-messages between December of 2016 and July to 2017. For example, on April 20, 2017, I provided a cost estimate to Mr. Geyson for half-inch wall, 8 inch pipe. I quoted \$48.00 per foot, which was the suppliers materials cost. Mr. Geyson responds with "Go" meaning that the estimate was approved and that I should go ahead and complete the work. This work when I installed the 8 inch pipe was noted on invoice #3586, which was work completed on April 26, 2017.

SWORN before me at the City of
 Estevan, in the Province of
 Saskatchewan, this 27th day of November,
 A.D. 2017.


 A COMMISSIONER FOR OATHS
 in and for the Province of Saskatchewan.

My appointment expires: _____
 Being a solicitor AL

AL


 BRYCEN MAINS 

This document was delivered by:
 Kohaly Elash & Ludwig Law Firm
 1312 - 4th Street
 Estevan, SK
 S4A 0X2
 Address for service: same as above
 Lawyer in charge of file: AARON LUDWIG
 Telephone: (306) 634-3631

MAINS WELDING LTD.

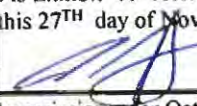
Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021 Phone/Fax: (306)482-3341

Bill To: VORTEX 2 INVOICE 2607
 DATE July 20, 2016
 LOCATION VORTEX YARD

DESCRIPTION	HOURS	RATE	TOTAL
MAR 14 TH - TRAVEL TO/FROM RIG TO MEASURE FOR REPAIRS + GET MATERIAL LIST.	TR. 4.5	100 ⁰⁰	450 ⁰⁰
SHOP	2	100 ⁰⁰	200 ⁰⁰
SHOP	2	100 ⁰⁰	200 ⁰⁰
MAR 14 - (SEE U/O 65)	TRUCK 1 10	100 ⁰⁰	1000 ⁰⁰
	TRUCK 2 10	100 ⁰⁰	1000 ⁰⁰
MAR 15 (" " 65)	TRUCK 1 10.5	100 ⁰⁰	1050 ⁰⁰
	TRUCK 2 10.5	100 ⁰⁰	1050 ⁰⁰
MAR 16 (" " 65)	TRUCK 1 10	100 ⁰⁰	1000 ⁰⁰
	TRUCK 2 10	100 ⁰⁰	1000 ⁰⁰
MAR 21 (" " 65)	TRUCK 1 10.5	100 ⁰⁰	1050 ⁰⁰
	TRUCK 2 10.5	100 ⁰⁰	1050 ⁰⁰
MATERIALS USED MAR 11 - SHAKER SLIDE; 1/4" CH PLATE, 1" SHAFT, 1" HINGE & PIPE, 4" FL, 2" FL STOCK.			168 ⁰⁰
MAR 14 - 1/4" CHAIN			20 ⁰⁰

P.O. #	AFF #	Sub Total	9238 ⁰⁰
This is Exhibit "A" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27 TH day of November, A.D. 2017  A Commissioner for Oaths for Saskatchewan My commission expires: _____ BEING A SOLICITOR		807705850RC0001 GST	461 ⁹⁰
		PST	461 ⁹⁰
		TOTAL	10,161 ⁸⁰

THANK-YOU!

MAINS WELDING LTD.

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

0065

Bill to:

Name Vortex2 - Road bar rig repair Date March 14-21st 20 16 start

Location _____ Area Vortex Yard

All Rig repair in yard 100/h


Job Description:

1 st	Travel to rig to measure repairs & get material list.				
1 st	Travel to rig to heat pins & cutoff bearings on drawworks, welded cracks on catwalk, welded readon multibolt posts, straightening station & shaker, mounted new shaker slide. chain hook for landing,				
1 st	Made pulley & straightened plate on frame of catwalk, cutoff & welded new spring pins, square tubing on spread bar, cutoff pockets & pins & rewelded aw-ones & chain, welded ride on pipe rack arms, ported hole on v door on back side, Made new pins in shop, new blocks & sheard & bent new shaker slide in shop, weld motor pins on mixer motor, new bleed all on piping, fixed cracks on all stairs.				
1 st	Cut plate off drum & went up to trace weld some pipe for purchase, built up dead line, straightened hook on barrel, built up landing & level, heated cut bolts on multibolt.	11 th Shop	4.5h	Material Used:	Shaker slide → 120. ⁰⁰
1 st	built up groove on v-door, chains on pins, beveled & ground plates for drum.	14 th truck 1	10		1" check plate, 1" shaft, 81. ⁰⁰
		truck 2	10		1" hing & pipe, 4" I, 2" I, 2" I, 2" I → 40. ⁰⁰
	cut & beveled pipe for in pump	15 th truck 1	10.5		1/4" chain - 20. ⁰⁰
	welded pipe in plate.	truck 2	10.5		
	made hook for mixing shack	16 th truck 1	10		
		truck 2	10		
		21 st truck 1	10.5		
		truck 2	10.5		

Employee: _____

Signature: fm

This is Exhibit "B" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27th day of November, A.D. 2017



A Commissioner for Oaths for Saskatchewan
 My commission expires: _____
 BEING A SOLICITOR

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

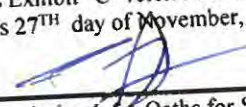
Cell: (306) 485-7021

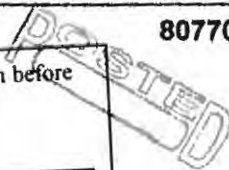
BILL TO: Vortex Drilling Rig 2
Box 427
Radville, SK SOC 2G0

INVOICE 3531
DATE May 9, 2017
LOCATION _____

DESCRIPTION	HOURS	RATE	TOTAL
11-Mar Rig 2: Fix door on boiler	0.5	115.00	55.00
Apr 18 & 19 Rig 2: Mud tank valves/Put new hinge on door	12	115.00	1,380.00
Apr 20 & 21 Rig 2: Weld bolts out on floor	6.5	115.00	747.50
21-Apr Cut out gates, move into & our of Shop	2.5	115.00	287.50
21-Apr Rig Fix cracks on roof of pump house, make hole bigger for BOP valve, measure pipe, ...	21.5	115.00	2,415.00
Apr 24 -26 Build hole for BOP valve, fill cap, level landings, start fixing cracks above motor.	23	115.00	2,645.00
25-Apr Went for rod			
27-Apr Pump House- build guards for motor, mound lid on roof, swap out pump & replace with Catwalk	6	115.00	690.00
MACHINE USE			
Trailer <input type="checkbox"/> 1 Shear <input type="checkbox"/> 1 Break <input type="checkbox"/> 1	3	50.00	150.00
MATERIALS USED Apr 19-21: See W.O. 1066			826.00
Apr 21-26: See W.O. 1078			6,690.00
Apr 27: W.O. 1092			48.00
P.O. #	AFE #	Sub Total	15,934.00

807705850RT0001 GST 796.70
PST 956.04
TOTAL **\$17,686.74**

THANK YOU!!!
 This is Exhibit "C" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

 A Commissioner for Oaths for Saskatchewan
 My commission expires: _____
 BEING A SOLICITOR



MAINS WELDING LTD.

1066

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Korfex 2 Date April 19 2017

Location Shop Area _____

Job Description: Mud tank valves / Put new Hinge on Door

Date	Worker	Hours	Materials Used	Cost
<u>18</u>		<u>4</u>	<u>78' 3/4" ready rod</u>	760.00
<u>19</u>		<u>8</u>	<u>52 3/4" nuts</u>	} <u>All together</u> → <u>760.00</u>
			<u>13 1/2 lock nuts</u>	
			<u>13 1/2" x 2 1/2" Bolts</u>	
<u>20</u>		<u>5.5</u>	<u>Door latch</u>	<u>58.00</u>
<u>CR Apr 2</u>		<u>1</u>	<u>4 steel rivets</u>	<u>8.00</u>
<u>BM Ap</u>		<u>2.5</u>	<u>cutout gable, move into & out of shop</u>	<u>826.00</u>

Employee: BM

Signature: BM

MAINS WELDING LTD.

1078

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 2 (Pump House)

Date April 21 2017

Location SHOP

Area _____

Job Description:

Material Vortex 2 & 1 pipe fittings

Date APR 24 - Build Hole For POP valve / fill cap / level landings
 Start Fixing Cracks above motor

APR 25 shear & break vent pipe rock

Break shear frater - 50.00

Worker Initials	Date	Hours	Materials Used	Cost
	21	4	Fix cracks ON ROOF OF Pump House	
		3	make hole Bigger For POP valve	
			6x6" 3/8" Plate	
SS	APR 21	13	Measure pipe, take apart, start welding pump line in pump	(aluminum) 6280.00
BM	APR 21	1.5	cut apart clips & mess guards.	
	APR 24	8	3'x4' gal. tin garage	
CP	APR 25	1	6 - tin drop hinges small ones	48.00
	APR 25	8	16' 2" □ 100 wall 5 3/8 tabs	} 362.00
	APR 26	6	36' 1" 125 wall □ 5 1/2 x 2" Bot + nuts	
			4x8 Sheet expanded metal 4x4x4 plate 5 Hinges	

Employee: Austin Dube

Signature: BM

MAINS WELDING LTD.

1092

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 2 (Pump House) Date APR 27 2017

Location Shop Area _____

Job Description: Build guards for motor / mount lid on roof.

Date					
<u>APR 27</u>					
<u>APR 27 - Swap out ramp & replace with catwalk.</u>					
<u>Get weld bolts on table bushings to remove dropped off bolts.</u>					

Worker Initials	Date	Hours	Materials Used	Cost
<u>AD</u>	<u>APR 27</u>	<u>3.5</u>	<u>Ø 6 1/2" tabs (teardrops)</u>	
			<u>1' chain</u>	
			<u>1' 1/2" rod</u>	<u>28.00</u>
			<u>2' 1" Flat bar 1/4" thick</u>	
			<u>2' 2" 1/4 wall □</u>	
<u>APR 27</u>	<u>CP</u>	<u>2.5</u>	<u>chromium rods, washers, nuts</u>	<u>20.00</u>

Employee: Austin Debe

Signature: BM

Dustin Mcgonigal Vortex 2
+13064359554

Thursday, April 20, 2017

Hey tomorrow do u have a guy that can come and take these gauges out with a 36

4:16 PM

U bet

4:17 PM

Do u want us to level these landings or no

4:17 PM

Yep I will come in morning and tell you all what I need done

4:18 PM

OK. Sounds good

4:19 PM

Saturday, April 22, 2017

Geyson said he is coming on Monday to your shop to get that pipe for rig 1. He wanted me to let you no

8:46 AM

OK sure. Shane is like half done yours

8:59 AM

Ok sounds good thanks

9:00 AM

Monday, April 24, 2017

Enter message

Dustin Mcgonigal Vortex 2
+13064359554

Monday, April 24, 2017

How's the pump house coming along

11:40 AM

Good I think. We have hole cut out for pop valve just cutting hole now for rad fill. Piping will be another day

1:46 PM

Ok

1:47 PM

Tuesday, April 25, 2017

U have any guys around today

9:31 AM

No we never went in today what's up

9:32 AM

Just a lift but we can get er

9:36 AM

Ok thanks

9:37 AM

I need a hammer wrench for this flange though about 2 1/4 where would I find one at the rig

9:39 AM

Haha in my locked tool room

9:40 AM

Enter message

This is Exhibit "D" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

Dustin Mcgonigal Vortex 2

+13064359554

9:40 AM K lol I will call soarrow

I don't think he is there

9:42 AM Nope his is locked up too

I have a meeting at 11:00 but after that I could run there

I have to go to integrity for a socket i will try first if not then I will let Ya know

If you have to cut my lock off

What room are they in if u have to

Tool room

11:56 AM We got er

Perfect

Wednesday, April 26, 2017

1:49 PM Check your snap.

Enter message

Dustin Mcgonigal Vortex 2

+13064359554

Wednesday, April 26, 2017

1:49 PM Check your snap.

Ya that is a big space there but it should be good. Some idiot can't reach in there can they

If they tried them can. Lol.to late I have him building a swinging guard that will swing out of the way

lol.to

<http://Lol.to>

2:09 PM I think u Will want one

Sounds good thanks that's why I keep you around lol

Ha glad tk help. If it was up.to the guy building it that works rigs he wouldn't have ha he's an idiot



Enter message

Dustin Mcgonigal Vortex 2
+13064359554

Lol 2:18 PM

Thursday, April 27, 2017

Austin says pump in done.
Or are you there 10:17 AM

I'm here 10:18 AM

Did u want me to call for a
truck 10:23 AM

I told them about a half
hour ago 10:28 AM

R they bringing that
catwalk before dinner 12:02 PM

I'm not sure yet I stopped
for a sub lol 12:13 PM

I'm waiting patiently lol 2:26 PM

Tuesday, May 2, 2017

U coming back with trailer? 1:42 PM

Yep 1:42 PM

U should go to my shop

Enter message

Dustin Mcgonigal Vortex 2
+13064359554

rep 1:42 PM

U should go to my shop
and bring out the box
tubing for this water tank
and catwalk if Ya have time 1:42 PM

I will have to drop this rad
off so I have room 1:44 PM

Wednesday, May 24, 2017

When r u guys going to
work 10:55 AM

Not sure yet 12:37 PM

Thursday, June 8, 2017

Moving rig on Monday 3:25 PM

Ok perfect 4:17 PM

Monday, June 12, 2017

Was there any motivational
quotes left on the board in
the doghouse 5:33 PM

Lol yep that fucking
Connor lol 5:34 PM

Enter message

Dustin Mcgonigal Vortex 2
+13064359554

5:40 PM Ha ha ha we wrote the same in sparrows

5:41 PM Lol

8:59 PM Running casing right now should need you for 11:00

9:03 PM Ok

Friday, June 16, 2017

9:42 AM Just starting to run casing

9:48 AM Ok

9:49 AM I will let you no when we rig in cementers

9:49 AM Sure sounds good

Monday, June 19, 2017

12:37 PM I'm doing a afternoon move today

12:49 PM Ok where toi

Just north across the hwy from where we were

Enter message

Dustin Mcgonigal Vortex 2
+13064359554

5:12 PM Ok proly 3 or so?

5:13 PM Yep

5:51 PM K thanks I have a casing cut at d2 at alameda in case I don't answer I will keep my cell close

6:18 PM Ok

Thursday, June 22, 2017

12:30 PM Hey do I get any warranty on these bridge gates

2:52 PM Oh no why

2:53 PM Well ya lol what's wrong

3:01 PM Are they breakong

3:03 PM Ya I need you to bring some of that all thread when you come for casing cut. Tank one broke for some reason.

Well fuck did it snap the All

Enter message

< **Dustin Mcgonigal Vortex 2** +13064359554 📞 ☰

👤 I think the all thread it's got mud in it right now so I can't get a close look 3:15 PM

👤 K I will throw some in the truck i will warranty them if I ever get paid for them 3:21 PM

👤 Lol 3:25 PM

👤 Just started running casing I will let you no when we start to cement 10:11 PM

Monday, June 26, 2017

👤 Moving rig today 8:41 AM

10:28 AM Ok 👤

Thursday, June 29, 2017

12:31 PM How's it looking for a cut 👤

👤 Were just starting to wiper trip now I'm thinking first thing tomorrow morning 12:33 PM

12:34 PM Ok Connor is gonna come I think 👤

👤

📎 Enter message 😊

👤 Right on have a good one

Do you want me just to call him 12:39 PM

👤 Yep sure I will give him a heads up right now saying early morning and that u will e calling him 12:52 PM

👤 Ok 12:59 PM

Sunday, July 2, 2017

9:22 AM When are you moving 👤

👤 Monday 9:22 AM

9:23 AM Ok 👤

Monday, July 3, 2017

📎 Enter message 😊

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

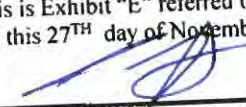
Cell: (306) 485-7021

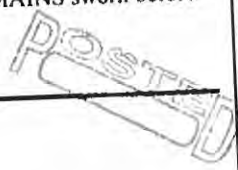
BILL TO: Vortex Drilling Rig 2
Box 427
Radville, SK S0G 2G0

INVOICE 3583
DATE May 24, 2017
LOCATION _____

DESCRIPTION	HOURS	RATE	TOTAL
Apr 28-May8 Cat Walk - Fix bent pins on arms, fix cracks on stairs, beef up kickers, fix cracks on catwalk, weld teardrop hinges on v-door, build up v-door, ...see more details on W.O. 1095	78.0	115.00	8,970.00
08-May Doghouse - Grind up aluminum roller in doghouse & reweld. Weld on gussets to strengthen, weld both rollers. See W.O. 1126	9.5	115.00	1,092.50
13-May Loader - Cut out grating, reweld air to air & reweld grating, fix cracks on loader	4.50	115.00	517.50
MACHINE USE			
Trailer <input checked="" type="checkbox"/> 1 Shear <input type="checkbox"/> Break <input type="checkbox"/>	1	50.00	50.00
MATERIALS USED Apr 28-May 8: See W.O. 1095			477.50
May 8 - See W.O. 1126			33.00
P.O. #	AFE #	Sub Total	11,140.50

807705850RT0001 **GST** 557.03
PST 668.43
TOTAL **\$12,365.96**

THANK YOU!!
 This is Exhibit "E" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

 A Commissioner for Oaths for Saskatchewan
 My commission expires: _____
 BEING A SOLICITOR



MAINS WELDING LTD.

1095

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 2 (Cat walk) Date APR 28 2017

Location shop Area _____

Job Description:

Date	<u>APR 28</u>	<u>- Fix Bent Pins on arms on cat walk</u>
		<u>- Fix cracks on stairs</u>
		<u>- Beef up kickers/ fix cracks on cat walk</u>
		<u>- weld teardrop on V Door</u>
		<u>- Build up V Door and Hard surface</u>
		<u>- cut out 7/4" plate & grid to fit for catwalk</u>
		<u>- 3-XXHT'S, 3 XXH Cushion caps</u>
		<u>- 3" on 5" threadolet, 3- 3" threadolet XXH, 20' pipe sch 160,</u>
		<u>- Hard Surfacing rods</u>
		<u>- PRESS</u>

Worker Initials	Date	Hours	Materials Used	Cost
AD	APR 28	3	1/2" x 3 1/2" Bolt / locking nut	30.00
AD	APR 28	4	2 1" washers	
AD	MAY 1	8	1" sheet 4 4 feet long	10.50
AD	MAY 2	8	3' x 2' 3/4" Plate	224.00
AD	MAY 3	8	6 1/2" x 1/2" teardrop	15.00
AD	MAY 4	4	4 5/8 x 3 1/2" Bolts / locking nuts	30.00
AD	MAY 5	2	30" x 18" 3/4" plate	168.00
AD	MAY 8	1		
SS	APR 20	34	cut out piping in pump house, run all new	
		3	pump line, install in pump	
		3	pickup pipe in kitchen & parts - trailer	50.00

Employee: Austin Decker, SS

Signature: _____

MAINS WELDING LTD.

1126

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 2

Date May 8 2017

Location Doghuse

Area _____

Job Description:

- | Date | |
|--------------|---|
| | - grind up aluminum roller in doghouse & weld-weld on gussets to strengthen, weld both rollers. |
| | - fix cracks on bumpers on end of skid |
| | - fix handle on fuck stick |
| | - put spacers on landing & level. |
| <u>May 9</u> | - weld roller in accumulator |
| | - level landings |
| | - weld chain on make board |
| | - weld spacer stick on crown |
| | - weld cracks on deck |
| | - weld chain and hook in cellar |
| | - weld cap on counter height |

Worker Initials	Date	Hours	Materials Used	Cost
BM	May 8	2.5	- 2' x 1/4" Flat bar	- 5. ⁰⁰
CP	May 8	3	129 foot aluminum CRK plate	
BM-		1	Main ship & source estimate.	
CP	9	2	10' 2 chain	- 20.-
BM	9	1	1 hook	- 5. ⁰⁰
			6" 2 3/4" same stick	3 ⁰⁰

Employee: BM & CP

Signature: _____

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO:	<u>Vortex Drilling</u>	<u>Rig 3</u>	INVOICE	<u>3585</u>
	<u>Box 427</u>		DATE	<u>May 24, 2017</u>
	<u>Radville, SK SOC 2G0</u>		LOCATION	<u></u>

	DESCRIPTION	HOURS	RATE	TOTAL
Mar 9-13	Weld caps on flues in boiler, fix prefab ears on Drawworks, weld more caps on boiler, fix gussets in pump house, weld cracks on derick, weld chain onto spreader bar pin...See W.O1002	9.5	115.00	1,092.50
Apr 13-19	Cut plates in Shop take to rig, weld on water tank, weld collar on floor, cut out rollers on derick, weld pipe to BOP, weld steps of mud-tank, fix cracks on mat...See W.O. 1072	27	115.00	3,105.00
Apr 17-18	Loader, Skate, Drawworks - Fix skate, put ext. on pipe spinner, cuts apart control panel, cut & mount rollers, put pump & catwalk on mats, fix landing...See W.O. 1065	43	115.00	4,945.00
MACHINE USE				
Iron Worker	<input type="checkbox"/> Shear	<input checked="" type="checkbox"/> Break	<input checked="" type="checkbox"/>	
		2	50.00	100.00
MATERIALS USED	Mar 8-13 - See W.O. 1002			239.68
	Apr 13-19 - See W.O. 1072			315.20
	Apr 18 & 19 - See W.O. 1065			628.60
P.O. #	AFE #		Sub Total	10,425.98

807705850RT0001	GST	521.30
	PST	625.56
	TOTAL	\$11,572.84

THANK YOU!!

This is Exhibit "F" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

[Signature]

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

POSTED

MAINS WELDING LTD.

1002

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex Drilling

Date MAR 9 2017

Location Rig 3- Crescent Point Energy Corp. Area _____

Job Description:

Date					
Mar 9	Weld caps on flues in boiler, fix prefab ears on drawworks, weld more caps on boiler pressure tank, weld mod caps on boiler, Fix pin pounder				
March 12	Travel to & from rig to fix all cracked saddle clamps on pump line in pump house. 4 on roof & correct it on floor				
March 13	Fix girth in pump house, weld crack on derrick, fix basket weld chain onto spreader bar pin. Make 2 small pins				

Worker Initials	Date	Hours	Materials Used	Cost
CP	Mar 13	2.5	2 @ 5/16" shaft	201.68
BM	Mar 9	7	1/4" plate	38.00

Employee: BM

Signature: _____

MAINS WELDING LTD.

1072

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3 Date APR 13 20 17

Location _____ Area _____

Job Description:

Date	Description
Apr 13	Cut plate in shop, go to rig & weld on water tank skid both ends of plate & bend, welded nuts on skate to get bolts out
April 16	Weld collar on floor, cut out rollers on back, weld 1" plate on top to hold POP. back hole on other side, make mount for the beam pump horse, straighten sides on pipe tube. Weld crack on water tank and 1" collar. Fix guard on downstands
April 19	cut off tubing on floor, cut sheet out off floor in shop. Weld steps on mud tank. Fix crack on mud, straighten pin on iron centre landing

Worker Initials	Date	Hours	Materials Used	Cost
13 th BM	truck 1	7	- 3' x 3' x 1/4" plate, 1 1/2" I 6" long, 5" pipe clamp	33.00
13 th CP	truck 2	7	- 12" x 6" x 1/2" plate	38.00
18 th CP	truck 2	7	- 2' x 5' x 1/4" ckr steel plate	111.60
19 th CP	truck 2	6	- 6" x 3/4" plate 5' long	132.60

Employee: _____
 Signature: BM

MAINS WELDING LTD.

1065

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3

Date APRIL 17 2017

Location SHOP - loader, skate, draws


Area _____

Job Description: Fix skate / Put extension on pipe spinner

Date	
Apr 17	cut apart control panel, cut tubing by rollers, reassemble rollers in tubing, drill holes, tap all 12 holes, prime & paint, measure all details, & I beam & tubigon water tank, prime & paint all new parts
	- put pump & control up on rollers, put loader grapple back together
	- dis. landing & drill out saw, put in 3/4" shaft,
	- cut apart grapple & add 3/8" plate to strengthen.
	- cut off 8" nipples & reed new nipple on suction

Worker Initials	Date	Hours	Materials Used	Cost
	17	4	Fix Skate	
			10 1/2" nuts + washers	
			Die/Tap threads on skate to clean	
	18	1	up Holes	
	18	2	Put 4" Extension on Pipe Spinner	
			1' x 1' x 1/2" Plate	
			6" 1/4" Flat Bar	
BM.	4.5	4	3/4" All Thread - 12 Feet.	140.00
SS	6.5	12	3/4" nuts	
BM.	12	3	3/8" x 2" Bolts/nuts/washers	
SS	13		3" O, 2" O, hydraulic, 3/8" plate, 1" plate, 3x2 3/8"	488.60

Employee: Austin Dine, BM.

Signature: 

< **Sparrow**
+13064359130



Sunday, April 9, 2017

(S) Hey. Just a reminder to be at B and B for 8 tomorrow 8:18 PM

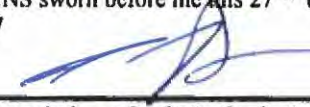
8:19 PM It will have to be after 8 I gotta get the guys rolling at 8 at the shop I can be there about 815

(S) Ohh ya cool 8:19 PM

Monday, April 10, 2017

1:15 PM We will get started in the morning Sparrow just had a truck show up here that wasn't fixed right the guys waiting for it


(S) Ok 1:15 PM

This is Exhibit G referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November. A.D. 2017

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
SOLICITOR

Wednesday, April 12, 2017

2:15 PM I gotta meet my real estate agent in an hour Sparrow this day is running short . Why don't I just start in the morning and get it all done tomorrow

(S) Holy fuck!! Lol 3 days and

 Enter message



< **Sparrow**
+13064359130



Ok 3:04 PM

Thursday, April 13, 2017

Yep send me 3x6 tubing

11:53 AM Ah fuck not for you

Monday, April 17, 2017

S And that drillers panel arm would be nice to get done too soon if possible 3:54 PM

5:39 PM Ok

Tuesday, April 18, 2017

10:24 AM U can take the loader

S Ok 10:24 AM

Thursday, April 20, 2017

12:45 PM How do.u cut this puck board shit? Skill saw? It's a half inch to wode

S Haha. Zip disc 12:45 PM

12:46 PM I'm gonna shear it

📎 Enter message



SEND

< Sparrow
+13064359130



12:46 PM I'm gonna shear it

S Lol. Ok 12:47 PM

2:46 PM Loaders ready

Monday, April 24, 2017

6:15 AM It's a shitty day here snow and rain. Ya wanna put the rig repair off another day then Tuesday we can start with 2 trucks? I have all your stuff finished and painted. But there's not much point fixing in this shit

S Ya start with 2 trucks tomorrow and then we can giver shit 6:21 AM

6:27 AM OK if all goes to plan I will pick my truck up tonight in estevan. Tomorrow morning weather cooperating we will finish the little shit and start the skids

S Ok. We need to get rolling on those skids. That's a big job. I'm guessing that will take a couple weeks

< Sparrow

+13064359130



(S)

Ok. We need to get rolling on those skids. That's a big job. I'm guessing that will take a couple weeks



6:35 AM

Ahhh your worried to much lol. If Connor and I can get 2 trucks I think we can do one end per pump a day or 2 days max. Pipe won't be here till wed anyways. Nor will the tubing for the catwalk. They didn't send it last week. I would like to have your pumps and catwalk done by Friday so we can start



VIEW ALL



6:40 AM

(S)

Haha. Ok. Sounds good

6:41 AM

If the weather would smartin up we can have the easy ends of the pump done in 2 days. Don't u worry Sparrow lol u will be done before screwball



6:52 AM

(S)

Hah. Good

6:52 AM

Lol seems like a race I



Enter message



SEND

< **Sparrow**
+13064359130



6:53 AM Lol seems like a race I don't know about.

S Well ya. Always a race.
Haha 6:53 AM

6:57 AM Ha aren't you two related?

S Yup 6:57 AM

7:00 AM So it's all about bragging rights at Xmas or what lol

S Hah. Something like that.
Lol 7:52 AM

Tuesday, April 25, 2017

S Hey. Do u need a helper tomorrow to run a grinder? 9:21 PM

9:23 PM Yep sure. We will have 2 trucks tomorrow I just got home with my dodge. Finished all the other shit out there. Start the skids in the morning

S Ok 9:24 PM

< Sparrow

+13064359130



tomorrow?

11:18 AM

11:19 AM

Might be what's up



S

Well. I will maybe run my truck over. Conner says u guys have a fix for those stupid dodge running boards. I have one that I took off because it wouldn't tighten up

Well. I will maybe run my truck over. Conner says u guys have a fix for those stupid dodge running boards. I have one that I took off because it wouldn't tighten up

11:20 AM

S

Also I might look at making something a bit different for that bop lug. This doghouse side lug doesn't quite line up as easy as I like it to



11:21 AM

Ok sounds good I will be in and out but Connor will be here hes done the fixes before. Annnnnnd u still owe me 520 for stairs what should we do there



6:08 PM



Enter message



SEND

< **Sparrow**
+13064359130



Who were Ya sending I'm not sure if we need a guy. Geysen wants to send one but he might just be standing there half the time. Unless u have other shit for him.

9:25 PM

S Zues will be there to help for 8am

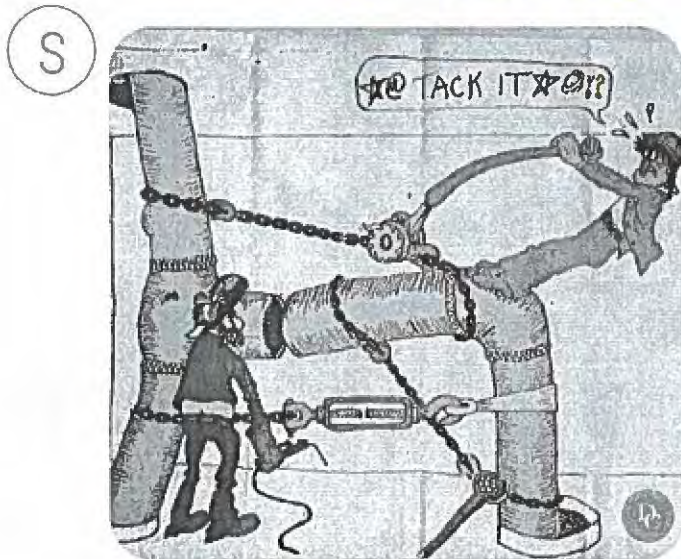
9:36 PM

9:38 PM OK we will to thanks

S Ok sounds good

9:39 PM

Monday, May 15, 2017



Heard that before?!? Lol

MMS
6:55 AM

6:57 AM Lol ya a few times


📎 Enter message




SEND

< **Sparrow**
+13064359130



6:57 AM Lol ya a few times 


S Hey. U around shop tomorrow? 11:18 AM

11:19 AM Might be what's up 

S Well. I will maybe run my truck over. Conner says u guys have a fix for those stupid dodge running boards. I have one that I took off because it wouldn't tighten up

Well. I will maybe run my truck over. Conner says u guys have a fix for those stupid dodge running boards. I have one that I took off because it wouldn't tighten up 11:20 AM

S Also I might look at making something a bit different for that bop lug. This doghouse side lug doesn't quite line up as easy as I like it to 11:21 AM

Ok sounds good I will be in and out but Connor will be here has done the fixes 

 Enter message

 SEND

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO: Vortex Drilling Rig 3
Box 427
Radville, SK SOC 2G0

INVOICE 3586
DATE May 24, 2017
LOCATION _____

DESCRIPTION	HOURS	RATE	TOTAL
Apr 20-23 Deckspan Insert - Shear & Break cover to fuel pump plus mount for fuel pump switch. Weld bracket in pump house, prime/paint holders for control panel & hook...See W.O. 1076	12.5	115.00	1,437.50
Apr26-May2 Build clamp & weld in pump house, cut skids, weld new plates on. Finish welding plates on pump	72.5	115.00	862.50
Cut apart one pump, cut out pipe, cut skids, Tack in pipe...See W.O. 1090			
MACHINE USE			
Iron Worker <input type="checkbox"/> Shear <input type="checkbox"/> Break <input type="checkbox"/>	5	50.00	250.00
MATERIALS USED Apr 20-23 - See W.O. 1076			259.35
Apr 25-May 2 - See W.O. 1090			1,942.05
P.O. #	AFE #	Sub Total	4,751.40

807705850RT0001 **GST** 237.57
PST 285.08
TOTAL **\$5,274.05**

This is Exhibit "H" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

THANK YOU!

[Signature]

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

MAINS WELDING LTD.

1076

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3

Date April 20 2017

Location Shop

Area _____

Job Description: Deck Span Insect

Date April 20 shear and break cover for ~~fuel~~ fuel pump
 shear and break mount for ~~light~~ fuel pump switch
April 21 weld bracket in pump house
April 22 - prime & paint holder for control panel, paint hook for
 fuel hose, cut & bend hose holder
April 23 - shear and break bracket for light, drill at
 hole and tap it, punch holes for bolt
~~break holder for fuel hose~~

Shear, break

Worker Initials	Date	Hours	Materials Used	Cost
AD	20	2	8' Deck Span	120.00
			8' 2x2x1/4	14.00
	21	1.5	4' 2x1/4 Flat	7.00
CP	April 21	1	16' 1" x 1/2" Flat Bar	29.15
CP	April 20	4	24x 36" 2 ten gauge	30.00
			2' 2 1" x 1/4" plate	16.20
BM	April 22	2	2 1/2" x 1/4" Flat bar - 17" long,	4.50
CP	April 23	2	3" x 3" 2 1/4" plate	13.50
AD	20	2	8' Deck Span	120.00
AD	20	2	8' 2x2x1/4	14.00
			4 rollers & bolts	25.00

Employee: _____

Signature: BM

MAINS WELDING LTD.

1090

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3

Date April 25 20 17

Location _____

Area _____

Job Description:

Date build clamp and mount in pump house
~~Apr 26~~ cut skirts and weld new plates on
 Apr 27 - Finish welding plates on pump, cut apart one pump - cut out pipe, cut skirts, tack in pipe (8 1/2)
~~Apr 28~~ Travel to and from shop for material cut plates
~~May 1~~ weld in plates and pump to pipe on pump house
~~May 2~~ finish pump house and start other
 Show

Worker Initials	Date	Hours	Materials Used	Cost
CP	25	5	6' of 2.5" x 1/2" flat bar	25.00
CP	26	8	2' of 2" x 1/4" □	10.10
BM		8.5	12" x 12" of 1/2" plate	17.20
CP	May 2	10.5	2 - 3/4" x 5" bolts, washers, lock nuts.	28.-
BM	May 2	7.5	12' of 3/4" x 6" flat	171.00
BM	Apr 28	3	12' of 1/2" x 8" flat	162.50
			2' of 6" x 1/4" flat	9.75
BM	AP 27	7.5	20' of 8.5 x 1/2" wall pipe, 12" x 6" of 1/2" plate, etc.	1168.00
CP	AP 27	8.5	8' of 3/4" square stock	17.00
CP	Apr 28	3	12' of 3/4" x 6" flat	171.00
CP	May 1	11	12' of 1/2" x 8" flat	162.50

Employee: Connor, BM

Signature: BM

MAINS WELDING LTD.

Brycen Mains

Box 185 CARNDUFF, SASK. SOC 0S0

Cell: (306) 485-7021

BILL TO: Vortex Drilling Rig 3
Box 427
Radville, SK SOC 2G0

INVOICE 3587
DATE May 24, 2017
LOCATION _____

DESCRIPTION	HOURS	RATE	TOTAL
Apr27-May9 Cut 8"pipe & ears, weld on pipe, cut tubing & plate, level landings on both pump houses. Weld checker plate in end of landinds. Weld collars on floor...see W.O. 1117	39.0	115.00	4,485.00
May 2-3 Finish pump house & weld tubing on bottom of Cat Walk. Fix cracks on landings & pumphouse, fix crack on Cat Walk, build up door & grind flat.	18.5	115.00	2,127.50
MACHINE USE			
Iron Worker <input type="checkbox"/> Shear <input checked="" type="checkbox"/> Break <input type="checkbox"/>	1	50.00	50.00
MATERIALS USED Apr 27-May 9 - See W.O. 1117			2,052.12
May 2 & 3 - See W.O. 1100			926.75
P.O. # AFE #		Sub Total	9,641.37

807705850RT0001 **GST** 482.07
PST 578.48
TOTAL **\$10,701.92**

This is Exhibit "I" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

THANK YOU!!

[Signature]

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

[Stamp: PENDING]

MAINS WELDING LTD.

1117

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3 Date Apr 27 20

Location _____ Area _____

Job Description:

Date
- cut 8" pipe & caps & well on pipe
- Cut 3"x6" rectangular tubing on level, plate with 3/8" & weld 1/2" plate to that
- Cut 4"x10" rectangle tubing cap ends & plate front of tubing
<u>May 9</u>
- level landings on both pump houses
- weld checker plate in end landings & supports
- 2 colors on floor
- Weld <u>steel</u> on water tank

Worker Initials	Date	Hours	Materials Used	Cost
SS	Apr 27	1	24' of 4"x10"x3/8" □	801.54
SS	Apr 27		3"x1/2" plate 16'	275.20
SS	Apr 28	25	3"x6"x7/8" tubing -40'	975.38
CP	May 9	8		
BM	May 9	6		

Employee: _____

Signature: BM

MAINS WELDING LTD.

1100

Brycen Mains

Box 185 • CARNDUFF, SASK. • S0C 0S0

Cell: (306)485-7021

Bill to:

Name Vortex 3 Date May 2 20 17

Location _____ Area _____

Job Description:

Date	<u>May 3</u>	<u>Finish pump house and weld tubing on bottom of cat walk</u>
	<u>May 3</u>	<u>fix cracks on landings & pump house, fix crack on catwalk, build up deck & grid flat.</u>

Worker Initials	Date	Hours	Materials Used	Cost
CP	May 3	12.5	3' of 2.5 x 1.6 pipe	30.25
BM	May 3	6	2 ft ² of 1" plate	75.00
			3" x 6" x 3/16 rectangular 30'	403.00
			10' of 3" x 6" 3/16 flat	134.50
			6" x 1/2" flat 30'	284.00
BM	May 3	5	X	

Employee: Connor

Signature: BM

MAINS WELDING LTD.

Brycen Mains

Box 185 • CARNDUFF, SASK. • SOC 0S0

Cell: (306)485-7021 Phone/Fax: (306)482-3341

Bill To: Vortex Drilling Ltd.

INVOICE 2735


DATE July 14/2017

LOCATION Rig 2 & Shop

Month(s)	DESCRIPTION	HOURS	RATE	TOTAL
July	Build 2 weld rings on tools			
	Build pipe clamp			
	fix pins on catwalk arms, build new			
	one, fix door on floor, ears on			
	pipe tabs, tabs on degasser line,			
	fix hinge in locker room, handle			
	on Kelly key	12.5	175	2187.50
no	fix handle on mudtank, weld			
	nut on gate, weld washers on			
	gate, fix bracket on pump line	8.5	175	1487.50
	build new pins for catwalk, bandsaw			150
	shear			150
	break			150
	MATERIALS USED			150
	iron wires			
	12" of 1 1/4" x 1/4" Flat, ears on hinge, 3" of 7"			
	pipe, 1 shaft, 1 x 1/4" Flat bar			328.60
P.O. #	AFE #		Sub Total	4603.60

807705850RC0001 GST 230.18
 PST 276.22
 TOTAL 5109.99

This is Exhibit "J" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017


 A Commissioner for Oaths for Saskatchewan
 My commission expires: _____
 BEING A SOLICITOR

Letter of Direction

Date: July 24th 2017

I Jason Geysen President of Vortex Drilling Ltd. of Carlyle Saskatchewan approved and directed authorization to Mains Welding of Carnduff, Saskatchewan to perform the necessary Welding and repair work (but not limited to) Travel costs, Brake/Shear work, Welding supplies & Personal for the repairs to Vortex Drilling Ltd. for Rig #s 1, 2 & 3 as per (but not limited to) the attached 8 pages. See the Mains Welding Ticket numbers, dates, Vortex Drilling Ltd. Rig numbers and amounts listed below.

Date: May 9th 2017

Invoice # 3531

Vortex Drilling Ltd. Rig # 2 Amount \$17,686.74

Date: May 24th, 2017

Invoice # 3583

Vortex Drilling Ltd. Rig # 2 Amount \$12,365.96

Date: May 24th 2017

Invoice # 3585

Vortex Drilling Ltd. Rig # 3 Amount \$11,575.84

Date: May 24th, 2017

Invoice # 3586

Vortex Drilling Ltd. Rig # 3 Amount \$5,274.05

Date: May 24th 2017

Invoice # 3587

Vortex Drilling Ltd. Rig # 3 Amount \$10,701.92

Date: July 14, 2017

Invoice # 2735

Vortex Drilling Ltd. Rig # 2 Amount \$5,109.99

Date: July 20, 2016

Invoice # 2607


Vortex Drilling Ltd. Rig # 2 Amount \$10,161.80
Total Amount Due \$72,873.30


This is Exhibit "K" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017


A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR _____


Print Jason Geysen


Sign Jason Geysen (Vortex Drilling Ltd.)


Print Brycen Mains


Sign Brycen Mains (Mains Welding Ltd.)

July 24th 2017
Date

Total pages (8)



Profile Report

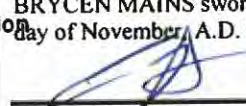
Entity Number: 101173481
Entity Name: VORTEX DRILLING LTD.

Page 1 of 4
Report Date: 25-Jul-2017

Entity Details

Entity Type	Business Corporation
Entity Subtype	Saskatchewan Corporation
Entity Status	Active
Incorporation Date	16-Nov-2010
Annual Return Due Date	31-Dec-2017
Nature of Business	OIL DRILLING

This is Exhibit "L" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017



A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

Registered Office/Mailing Address

Physical Address #600, 2103 11TH AVENUE, REGINA, Saskatchewan, Canada, S4P3Z8

Mailing Address VORTEX DRILLING LTD., P.O. BOX 1137, CARLYLE, Saskatchewan, Canada, S0C0R0

Directors/Officers

KORDEL KORF (Director)

Physical Address: P.O. BOX 1137, CARLYLE, Saskatchewan, Canada, S0C0R0 Resident Canadian: Yes

Mailing Address: P.O. BOX 1137, CARLYLE, Saskatchewan, Canada, S0C0R0

Effective Date: 02-Oct-2015

MATTHEW LAWSON (Director)

Physical Address: #3000, 700 - 9TH AVENUE SW, CALGARY, Alberta, Canada, T2P3V4 Resident Canadian: Yes

Mailing Address: #3000, 700 - 9TH AVENUE SW, CALGARY, Alberta, Canada, T2P3V4

Effective Date: 02-Oct-2015

JASON GEYSEN (Officer)

Physical Address: 1, 404-8TH ST. W, CARLYLE, Saskatchewan, Canada, S0C0R0

Mailing Address: BOX 1137, CARLYLE, Saskatchewan, Canada, S0C0R0 Office Held: PRESIDENT

Effective Date: 26-May-2017



Profile Report

Entity Number: 101173481

Page 2 of 4

Entity Name: VORTEX DRILLING LTD.

Report Date: 25-Jul-2017

Shareholders

Shareholder Name	Mailing Address	Share Class	Shares Held
101001350 SASKATCHEWAN LTD.	BOX 203, WEYBURN, SASKATCHEWAN, CANADA, S4H2J9	A 1	110
101124552 SASKATCHEWAN LTD.	BOX 334, CARLYLE, SASKATCHEWAN, CANADA, S0C0R0	A 1	50
101174787 SASKATCHEWAN LTD.	BOX 460, CARNDUFF, SASKATCHEWAN, CANADA, S0C0S0	A 1	250
1571784 ALBERTA LTD.	600 BURGESS CLOSE, EDMONTON, ALBERTA, CANADA, T6R1Z7	A 1	100
ACE-LJ HOLDINGS LTD.	89 MCKENZIE LAKE POINT SOUTH EAST, CALGARY, ALBERTA, CANADA, T2Z1L7	A 1	150
ASTIR INVESTMENT LTD.	22 WOOD CRESCENT, REGINA, SASKATCHEWAN, CANADA, S4S6J7	A 1	100
BIG BEEF CONSULTING LTD.	BOX 991, CARLYLE, SASKATCHEWAN, CANADA, S0C0R0	A 1	100
BRAD GRIMES FAMILY TRUST	P.O. BOX 277, LAMPMAN, SASKATCHEWAN, CANADA, S0C1N0	A 1	50
BRIAN HEIKKINEN	#105 - 26 COUNTRY HILLS VIEW, CALGARY, ALBERTA, CANADA, T2P0P8	A 1	100
CAPIO OILFIELD SERVICES LTD.	R.R. #4, SITE 5, COMP 17, CALMAR, ALBERTA, CANADA, T0C0V0	A 1	500
D. DAY	BOX 279, CARNDUFF, SASKATCHEWAN, CANADA, S0C0S0	A 1	75
DALE SMITH CONSULTING LTD.	BOX 5, MANOR, SASKATCHEWAN, CANADA, S0C1R0	A 1	100
DALLAS KURTZ	BOX 56, OUNGRE, SASKATCHEWAN, CANADA, S0C1Z0	A 1	135
DARRELL FORREST	R.R. #2, BLUFFTON, ALBERTA, CANADA, T0C0M0	A 1	50
DAVE'S DIRECTIONAL CONSULTING INC.	BOX 1254, WEYBURN, SASKATCHEWAN, CANADA, S4H2L5	A 1	150
DENNIS DAY	BOX 534, FOAM LAKE, SASKATCHEWAN, CANADA, S0A1A0	A 1	150
FETTES CONSULTING LTD.	BOX 362, RADVILLE, SASKATCHEWAN, CANADA, S0C0G0	A 1	100
GARY AND SARA WEISS	326 DALGLIESH DRIVE, REGINA, SASKATCHEWAN, CANADA, S4R7M7	A 1	100
GEYSEN'S CONSULTING LTD.	P.O. BOX 646, PILOT BUTTE, SASKATCHEWAN, CANADA, S0G3Z0	A 1	200



Profile Report

Entity Number: 101173481

Page 3 of 4

Entity Name: VORTEX DRILLING LTD.

Report Date: 25-Jul-2017

GRANT GREENSLADE	BOX 184, SHAUNAVON, SASKATCHEWAN, CANADA, S0N2M0	A 1	100
JOHN BILLESBERGER	1017 - 3RD STREET, ESTEVAN, SASKATCHEWAN, CANADA, S4A0R4	A 1	25
KENNY AND TONI TURCOTTE	105 SOMERCREST CLOSE SOUTH WEST, CALGARY, ALBERTA, CANADA, T2Y3H8	A 1	100
KORDEL KORF FAMILY TRUST	P.O. BOX 641, ESTEVAN, SASKATCHEWAN, CANADA, S4A2A5	A 1	1,150
LA CROP OIL LTD.	BOX 113, ANTLER, SASKATCHEWAN, CANADA, S0C0E0	A 1	100
LONG CREEK WATER HAULING LTD.	BOX 993, WEYBURN, SASKATCHEWAN, CANADA, S4H2L2	A 1	100
MALAGA TRUST	#1400 - 2002 VICTORIA AVENUE, REGINA, SASKATCHEWAN, CANADA, S4P0R7	A 1	50
MAUREEN SIMPSON	BOX 1025, MOOSE JAW, SASKATCHEWAN, CANADA, S6H4P8	A 1	200
NATHAN MARIN	BOX 536, RADVILLE, SASKATCHEWAN, CANADA, S0C2G0	A 1	100
RONALD GELOWITZ	5027 BOTHWELL CRESCENT, REGINA, SASKATCHEWAN, CANADA, S4X4P9	A 1	100
RYAN TOMS	BOX 821, REDVERS, SASKATCHEWAN, CANADA, S0C2H0	A 1	100
RYCIN HOLDINGS LTD.	BOX 251, MANOR, SASKATCHEWAN, CANADA, S0C1R0	A 1	110
WEASEL'S OILFIELD SERVICE LTD.	BOX 1753, MOOSOMIN, SASKATCHEWAN, CANADA, S0G3N0	A 1	150

Articles

Minimum Number of Directors: 1 Maximum Number of Directors: 10

Share Structure:

Class Name	Voting Rights	Authorized Number	Number Issued
A 1	Yes	Unlimited	4,955
A 2	Yes	Unlimited	

Event History

Type	Date
Notice of Change of Directors/Officers	07-Jun-2017
Notice of Change of Directors/Officers	24-May-2017



Profile Report

Page 4 of 4

Report Date: 25-Jul-2017

Entity Number: 101173481

Entity Name: VORTEX DRILLING LTD.

Resignation of Director	24-May-2017
Notice of Shareholders	28-Feb-2017
Business Corporation - Annual Return	28-Feb-2017
Notice of Shareholders	06-Apr-2016
Business Corporation - Annual Return	24-Dec-2015
Notice of Shareholders	16-Oct-2015
Notice of Change of Directors/Officers	16-Oct-2015
Notice of Change of Registered Office/Mailing Address	09-Oct-2015
Proxy Circular	11-Sep-2015
Notice of Change of Directors/Officers	24-Apr-2015
Business Corporation - Annual Return	31-Dec-2014
Business Corporation - Annual Return	16-Dec-2013
Notice of Shareholders	06-Mar-2013
Business Corporation - Annual Return	12-Dec-2012
Notice of Change of Registered Office/Mailing Address	14-Aug-2012
Notice of Change of Directors/Officers	11-May-2012
Notice of Change of Directors/Officers	20-Mar-2012
Business Corporation - Annual Return	20-Jan-2012
Notice of Change of Directors/Officers	17-Jan-2012
Application for Exemption	30-Nov-2011
Notice of Shareholders	03-Mar-2011
Notice of Shareholders	01-Mar-2011
Notice of Change of Directors/Officers	01-Mar-2011
Business Corporation - Incorporation	16-Nov-2010

< **Jason Geysen**
+13065777599



Tuesday, October 25, 2016

U want me to build 3 of those tanks or just 2 for the boilers

2:25 PM



3 of them but rig 3 has different plumbing outlets but all tanks are the same size and bolt pattern

2:32 PM

OK so should I do them all the same or should I just wait for sparrows to see where he wants the collars

3:34 PM



Wait you will see him soon

3:53 PM

4:27 PM OK sounds good




Saturday, November 19, 2016

How's it looking now? I have 2 bowls tonight so just checking in

5:20 PM



We are at 100 meters I would think around midnight or 1. We didn't move till noon today

This is Exhibit "M" referred to in the Affidavit of BRYCEN MAINS sworn before me this 27TH day of November, A.D. 2017

A Commissioner for Oaths for Saskatchewan
My commission expires: _____
BEING A SOLICITOR

5:54 PM

OK no problem d? will be



 Enter message



< **Jason Geysen**

+13065777599



midnight or 1. we didn't
move till noon today

5:54 PM

OK no problem d2 will be
after u guys

5:55 PM



Perfect

5:55 PM



How much notice do you
want and are you bringing
that t with you for the mud
line

5:56 PM

Call me when ya start
cementing. Are you south
of Arcola still?



I can do the t as long as d2
isn't up right after

6:01 PM



Yep same location

Ok sounds good

6:01 PM

I will have the t . I dunno
what d2 is gonna be at just
yet

6:03 PM



Monday, November 21, 2016

7:19 PM

How's it looking now



Tomorrow morning around



Enter message



< Jason Geysen

+13065777599



Tomorrow morning around 6-7

8:17 PM

8:42 PM OK sounds good



Wednesday, November 23, 2016

Hey Jason I forgot that fucking trough and plate there by the mud tanks. Is there anyways you could send that home with Darcy today I think he's on afternoons

1:46 PM



They are on week off now 1:47 PM

1:58 PM OK when ya moving ?



Tomorrow morning 2:18 PM

2:54 PM OK just will grab it then where Ya moving?



Just north same road 2:54 PM

Thursday, November 24, 2016



Running casing 3:41 PM



Enter message



< **Jason Geysen**
+13065777599



Running casing 3:41 PM

3:42 PM **OK**



I will call when we start cementing 3:42 PM

3:43 PM **Sounds good**



Saturday, November 26, 2016



We are td the build section just tripping now so will be early morning like 4ish 5:10 PM

5:17 PM **OK thanks**



5:39 PM **Any fixing ?**



Handles on the degasser line and my flip up doors on the sub. Not much 6:26 PM

K sparrows at 10 or so with lots of fixing just makin sure I'm gonna send Connor there I don't wanna be late for your cut 6:31 PM



Fuck sparrow and tell him

< **Jason Geysen**

+13065777599



6:31 PM Be late for your cut



Fuck sparrow and tell him to quit spending so much 6:32 PM

Ha ha ha I like your way lol I would rather be headed home at midnight rather than rig repairing for 4 hours but he is makin shit run smoother out there

6:34 PM



Lol 6:35 PM

I will send Connor there to be safe. So give me a shout when your cementing I'm an hour max.

6:36 PM



Yep sounds good 6:36 PM

You need hinges for doors or what's broke

6:36 PM

6:37 PM OK I will bring a few sets



Flat iron 2" 6:38 PM

6:42 PM OK couple feet?



📎 Enter message



< **Jason Geysen**
+13065777599



J Flat iron 2" 6:38 PM

6:42 PM OK couple feet?



J Yep 3 just to be safe 6:45 PM

6:47 PM Lol Sparrow says to make these guides for the draw works roof ugly as fuck you don't care what it looks like ha ha ha



J Bring your zip cut cause you will be cutting them off too. Lol 6:48 PM

7:03 PM Ha ha ha



Sunday, November 27, 2016

J Did you get rig 3 done 6:20 AM

Sent Connor he got home at 3



6:28 AM Ot left at thee I think not sure he text .e saying he was done at 3

6:29 AM I will take the good shift ha



< **Jason Geysen**

+13065777599



at 3

Ot left at thee I think not sure he text .e saying he was done at 3

6:28 AM

6:29 AM I will take the good shift ha



Perfect.

6:29 AM

Saturday, December 3, 2016

11:48 AM Hey you looking for shop and office space?



11:54 AM Just talked to Dustin he said you might be. I have one in carnduff. Might be to.big for ya but let me know if.you are. 18 high x 20 wide doors. 20 foot ceilings . 80x80 shop. 2 floors of offices . Top floor is open



No not right now. 11:55 AM

11:55 AM OK no worries



Monday, March 20, 2017



What are the measurements off of that fuel tank

📎 Enter message





Jason Geysen

+13065777599

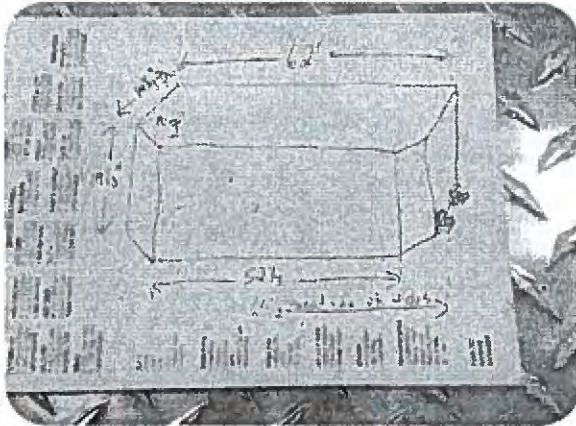


Monday, March 20, 2017

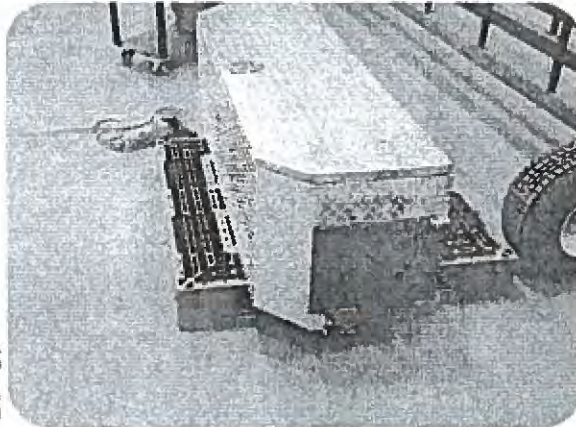


What are the measurements off of that fuel tank and how much \$\$\$

2:09 PM



MMS



MMS
2:22 PM



MMS

2000 bucks but I told screw ball 1500 so if u want it I would do that too. Anyone else 1800 lol

2:23 PM



Enter message



SEND

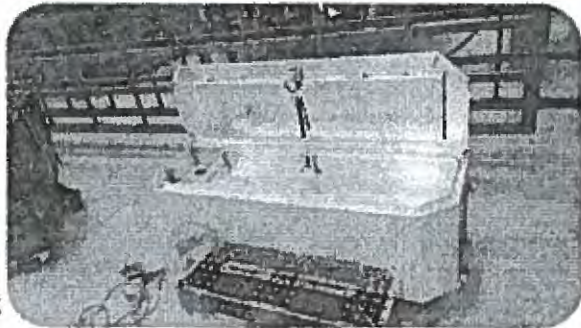
< **Jason Geysen**
+13065777599



MMS
2:22 PM



MMS



2000 bucks but I told screw ball 1500 so if u want it I would do that too.
Anyone else 1800 lol

2:23 PM



Ok
2:24 PM

Monday, April 17, 2017

10:03 AM

We will be ready for that mudtank in a half hour



It will be there at 1. They are just finishing work on there trailer

10:04 AM

10:04 AM

OK sounds good

Ready whenever you guys are. How's it lookin? We can leave the roof up when

📎 Enter message



< **Jason Geysen**
+13065777599



10:04 AM OK sounds good



Ready whenever you guys are. How's it lookin? We can leave the roof up when bed loading it in here if Ya want or whatever is easier



12:59 PM



Roof is down already. Just waiting on a truck

1:00 PM

1:10 PM OK



Thursday, April 20, 2017

Half inch wall 8 inch pipe 48 bucks a foot. Can have it tuesday



12:39 PM



Go 12:39 PM

12:39 PM Perfect



Friday, May 19, 2017



Are all your bills in for rig repair

3:51 PM

Just working on them



2:55 PM Can have them to u by next week



< **Jason Geysen**

+13065777599



12:59 PM



Roof is down already. Just waiting on a truck

1:00 PM

1:10 PM OK



Thursday, April 20, 2017

Half inch wall 8 inch pipe
48 bucks a foot. Can have it tuesday

12:39 PM



Go 12:39 PM

12:39 PM Perfect



Friday, May 19, 2017



Are all your bills in for rig repair

3:51 PM

Just working on them



3:55 PM Can have them to u by next week

Wednesday, May 24, 2017

Bills were mailed out today, I know it's tight but I have a lot paid out for you guys already so the sooner the



< **Jason Geysen**

+13065777599



Yep ok 9:50 PM

Wednesday, July 26, 2017

Are you around today that I could meet ya or are you in estevan or where

2:34 PM



I'm in Toronto 2:34 PM

Ohhh. Ok well I won't bug ya but can u text me when u get back

2:35 PM



Yep 2:37 PM

Monday, July 31, 2017

Are you around? I really need to get these signed

10:04 AM



In transit today will be back tomorrow 10:04 AM

10:06 AM **Ok thanks**



Where can we meet tomorrow? I have a job in lamp-man in the morning but can head your way after

9:47 PM



< **Jason Geysen**

+13065777599



man in the morning but
9:47 PM can head your way after

Tuesday, August 1, 2017



I'm in regina. Our office is
closed

12:23 AM

I can head that way after
12:24 AM I'm done in lampman. I will
chat with ya tomorrow



I'm just flying home from
Toronto

12:40 AM

3:57 PM Can I meet you tonight
Jason? I will head to
Regina in an hour or so



Yep for sure

3:58 PM

4:09 PM K thanks I will text us when
I leave



Ok

4:09 PM



Come to white city

4:48 PM

4:55 PM Yep



I will call ya or text ya when



Jason Geysen

+13065777599



4:48 PM

4:55 PM Yep



4:56 PM I will call ya or text ya when I get close



7:26 PM I am 20 min put where do u wanna meet



I can meet you at the Tim Hortons

I'm just in the city coming home

7:29 PM



7:29 PM Sounds good



You close 8:13 PM



I'm here

8:13 PM Is there more than one tims



No what are you driving 8:14 PM



8:14 PM White Ford dually



Derrick BigEagle
1 (306) 577-7848

MMS
8:17 PM



Enter message



Exhibit F – February 2, 2018 E-mail Correspondence between McDougall Gauley LLP and Kohaly, Elash & Ludwig Law Firm LLP

From: Aaron Ludwig [<mailto:aaronludwig@kohalyelash.com>]

Sent: February 2, 2018 1:26 PM

To: Frith, Craig

Cc: Deb Swain; brycen

Subject: RE: In the Matter of the Receivership of Vortex Drilling Ltd., QB No. 783 of 2017

Craig:

Thank you for the below. We fully understand the Receiver's position, but my client will respectfully disagreeing.

A few inquiries/comments:

1. Will the Receiver's position be that the lien is valid, but just not enforceable? Are the positions below the Receiver's only positions Re: denying the lien enforceability?
2. Respectfully, what is the process for challenging the Receiver's decision in these circumstances? We will consider filing our own motion seeking relief pursuant to s.20 of *The Commercial Lien Act* in order to fully summarize the issues for the Court. In that scenario, please provide the Receiver's comments on the parties to be served. For the purposes of continuity, I am assuming the Receiver would be comfortable with the same style of cause if rather than my client commencing a new action?
3. You note below that our client will have the right to make submissions here in March at the planned/scheduled hearing. If the process is merely to argue this matter at the scheduled hearing in March, will the Receiver be filing Brycen Main's affidavit and the Receiver's reasoning/decision on the lien prior to the hearing in March?
4. What is the likely date at this point that the Receiver's application is going to be made?
5. There are at least two (2) substantive counter-arguments (Re: statutory interpretation) that support Mains Welding's commercial lien enforceability. As this matter is primarily a dispute between creditors, will the Receiver play any role in brokering a settlement between the lien holder and other secured creditor? Additionally, who is the primary creditor that we should be dealing with on this matter?

I look forward to your thoughts. Thank you.

AL

AARON LUDWIG

Kohaly, Elash & Ludwig Law Firm LLP
Barristers and Solicitors
1312-4th Street
Estevan, SK S4A 0X2

Phone: (306) 634-3631
Fax: (306) 634-6901
www.kohalyelash.com

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From: Frith, Craig [mailto:cfrith@mcdougallgauley.com]
Sent: February 2, 2018 11:47 AM
To: aaronludwig@kohalyelash.com
Subject: RE: In the Matter of the Receivership of Vortex Drilling Ltd., QB No. 783 of 2017

Hi Aaron,

Thank you and your client for the additional information provided.

Based on the Affidavit of Brycen Mains sworn November 27, 2017, the Receiver is of the view that the Mains Welding lien does not appear to be enforceable, and is therefore not entitled to priority to the Mains Holdback (as that term is defined in the October 25, 2017 Order).

As you are likely aware, *The Commercial Liens Act* (the “**Act**”) has a number of requirements with which a claimant must strictly comply in order to successfully assert the priority of a commercial lien.

For the purposes of section 3, the Mains Welding’s lien is likely valid in so far as the services were provided, and also appear to have been requested by Vortex employees with the requisite authority. Validity aside, the lien still needs to meet the requirements of section 6 in order to be enforceable; that is:

- (a) the claimant must have possession of the affected property (Act, ss. 6(1)(a));
or
- (b) the person who requested the services must have, at any time:
 - (i) authorized the services in a signed writing that includes a description of the affected property (Act, ss. 6(1)(b)(i)); or
 - (ii) acknowledged an obligation to pay for the services in a signed writing that includes a description of the affected property (Act, ss. 6(1)(b)(ii)).

As the property in question was not capable of continued possession by Mains Welding, it understandably attempted to meet the requirements of subsection 6(1)(b) by getting Mr. Geyson to execute the Letter of Direction on behalf of the corporation. The problem is that, at the time of execution, Mr. Geyson no longer had the authority to bind the corporation based on the combined effect of section 91 of *The Saskatchewan Business Corporations Act* and the terms Receivership Order itself.

For ease of reference, section 91 of *The Saskatchewan Business Corporations Act* provides:

91 If a receiver-manager is appointed by a court or under an instrument, the powers of the directors of the corporation that the receiver-manager is authorized to exercise may not be exercised by the directors until the receiver-manager is discharged.

The Receivership Order granted the Receiver the power to, among other things, “manage, operate and carry on the business” of Vortex (subparagraph 3(c)) to the exclusion of “its current and former directors, officers, employees, agents... and shareholders” (concluding words of paragraph 3 and subparagraph 4(ii)).

As Mr. Geyson’s authority was effectively revoked as of July 24, 2017, it does not appear he was in a position to bind Vortex Drilling Ltd. on August 1, 2017, as detailed in paragraph 12 of the Mains Affidavit. The Receiver therefore of the view that Mains Welding does not have priority to the Mains Holdback, and will be reporting as such to the Court at the next hearing expected to occur in March of 2018. Notice of the application will be provided in due course and you will have the opportunity to make any further submissions your client wishes for the Court’s consideration at that time.

Please contact me with any further questions or concerns in the meantime.

Regards

Craig Frith

cfrith@mcdougallgauley.com T: 306-665-5432 F: 306-664-4431

McDOUGALL GAULEY LLP BARRISTERS + SOLICITORS

500-616 Main Street. Saskatoon SK S7H 0J6

www.mcdougallgauley.com

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Exhibit G – May 10, 2018 Settlement Correspondence

May 10, 2018

Via E-Mail: aaronludwig@kohalyelash.com and

Via E-Mail: darlenenaka@kohalyelash.com

Kohaly, Elash & Ludwig Law Firm LLP
PO Box 580
1312 4th Street
Estevan, SK S4A 0X2

Attention: Mr. Aaron Ludwig

Dear Sir:

**Re: In the Matter of the Receivership of Vortex Drilling Ltd.
Q.B. No. 783 of 2017, Judicial Centre of Saskatoon**

We acknowledge receipt of your letter of May 9, 2018.

In view of the business relationship between Mains Welding Ltd. and Affinity Credit Union 2013, and being mindful of the costs and delay associated with further litigation, we have received instructions from Affinity Credit Union 2013 to communicate to you that Affinity Credit Union 2013 accepts the settlement proposal contained in your letter of May 9, 2018 (copy enclosed for your reference).

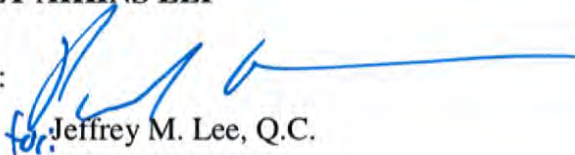
We enclose with this letter a proposed form of Consent Order which would give effect to the settlement proposal contained in your letter. The Consent Order has been duly endorsed by our office on behalf of Affinity Credit Union 2013. We ask that you endorse your consent upon same on behalf of Mains Welding Ltd. and return to our office a faxed or scanned copy as soon as possible. We will file a Notice of Application to the same effect upon the Service List and we will attend in Court on May 18, 2018 to speak to the matter. However, we do not anticipate further difficulty given the Consent Order approach.

Thank you for your cooperation in resolving this matter.

Yours truly,

MLT AIKINS LLP

Per:


for Jeffrey M. Lee, Q.C.

JML/crb

- cc: Affinity Credit Union 2013
Attn: Gary Cooke
Via E-Mail – Gary.Cooke@affinitycu.ca
- cc: Affinity Credit Union
Attn: Manda Graham
Via E-Mail – Manda.Graham@affinitycu.ca
- cc: Deloitte Restructuring Inc.
Winnipeg, Manitoba
Attn: Brent Warga/John Fritz
Via E-Mail
- cc: McDougall Gauley
Attn: Ian Sutherland
Via E-Mail
- cc: McDougall Gauley
Attn: Craig Frith
Via E-Mail

KOHALY, ELASH & LUDWIG

LAW FIRM LLP

Barristers and Solicitors

1312 - 4th Street
Estevan, Saskatchewan
S4A 0X2
Telephone (306) 634-3631
Fax (306) 634-6901

Paul Elash, Q.C. B.A., LL.B.
Aaron Ludwig, B.Sc., LL.B.
Genevieve Golas, B.Mgt., J.D.

May 9, 2018

MLT Aikins LLP
Barristers & Solicitors
1500, 410 – 22nd Street East
Saskatoon, Saskatchewan
S7K 5T6

VIA EMAIL: jmlee@mltaikins.com

Without Prejudice

Attention: Jeffrey M. Lee, Q.C.

Dear Sir:

**Re: In the Matter of the Receivership of Vortex Drilling Ltd.
Our Client: Mains Welding Ltd.
Your Client: Affinity Credit Union 2013
Our File: 172141**

We act for Mains Welding Ltd. (hereinafter "Mains") with respect to the Vortex Drilling Ltd. (hereinafter "Vortex") Receivership. This letter is in response to your correspondence dated May 7, 2018.

Based on your correspondence, it is our understanding that Affinity Credit Union has questioned the enforceability of the Mains commercial lien. Based on statutory interpretation principles, common-law authority, and the facts as set out in Mr. Brycen Mains affidavit enclosed herewith, it is Mains' position that the commercial lien is valid and enforceable. This affidavit was prepared (but not filed) at the request of the Receiver. There are a number of positions supporting the enforceability of the lien, including the following:

1. Pursuant to s.6(1)(b)(i) of *The Commercial Lien Act*, the representatives of Vortex authorized and confirmed the services via text-messages as attached to the affidavit of Brycen Mains. Although the vernacular is difficult to understand to non-industry, the authorization and request for services is detailed throughout the messages.
2. Pursuant to s.6(1)(b)(i) and (ii) of *The Commercial Lien Act*, Mr. Geyson confirmed the authorization of services and acknowledgement of services received via text-message dated May 19, 2017. This message is attached to the affidavit of Brycen Mains. In particular, Mr. Geyson did so when he requested confirmation as to whether Mains had delivered its invoices to Vortex.

BRANCH OFFICES

GAINSBOROUGH
Thurs. a.m.
Ph. 685-2250

CARNDUFF
Thurs. p.m.
Ph. 482-3731

3. Pursuant to s.6(1)(b) of *The Commercial Lien Act*, the section indicates that the person who requested the services "at any time" may execute an acknowledgement. The acknowledgement does not need to be executed by an officer or director. On August 1, 2017, Mr. Geyson was certainly still conducting business on behalf of Vortex. In response to the points as noted in your correspondence, Mr. Geyson may have lost the "power" of an officer and director by August 1, 2017, however, new contracts were not being entered into. To the contrary, in our view, the document he executed was more akin to a declaration/acknowledgement. The plain reading of the 6(1)(b)(ii) demonstrates that an "acknowledgement" is all that is necessary, with the said acknowledgement to occur "at any time".

Respecting our third point above, it is our client's position that this argument will carry the day based upon the principles of statutory interpretation, and in particular that the acknowledgement could occur "at any time". There are a number of cases interpreting other statutes with verbiage respecting "at any time," which appear to support our client's interpretation.

Notwithstanding the above, given the cost of litigating and that both parties are very likely looking at an "all or nothing" decision from the Court, our client has instructed our office to put forth a settlement proposal to Affinity Credit Union. He would agree to accept \$37,500.00 from the holdback funds in full satisfaction of his debt owing supported by its lien. Our client believes this is extremely reasonable in light of the above argument, but also the fact that his extensive work on the rig equipment essentially facilitated the equipment in being sold, this clearly benefiting the creditors of Vortex.

We ask for your client's comments at the earliest. If your client is not inclined to settle this matter on the above terms, it is anticipated that we will be at least raising the option to the Court of May 18th that this matter should likely be determined by an application pursuant to s. 20 of *The Commercial Liens Act*.

We look forward to your thoughts and comments. Thank you.

Yours truly,



AARON LUDWIG

2/dms

cc. Brycen Mains

COURT FILE NUMBER Q.B. 783 of 2017

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

PLAINTIFF AFFINITY CREDIT UNION 2013

DEFENDANT VORTEX DRILLING LTD.

IN THE MATTER OF THE RECEIVERSHIP OF VORTEX DRILLING LTD.

CONSENT ORDER

(Distribution of Holdback Funds)

Before the Honourable _____ Justice _____ in Chambers the 18th day of May, 2018.

Upon the application of Jeffrey M. Lee, Q.C., counsel on behalf of Affinity Credit Union 2013 ("**Affinity**") , and upon hearing from counsel on behalf of Affinity, and upon reading the Notice of Application, the Second Report of Deloitte Restructuring Inc., receiver of the assets, undertakings and properties of Vortex Drilling Ltd., and a draft Consent Order, all filed; and the pleadings and proceedings herein:

The Court Orders:

1. The time for service of the notice of application for this order and the materials filed in support thereof shall be and is hereby abridged and service thereof is deemed good, valid, timely and sufficient.
2. The Mains Holdback (as that term is defined in the Sale Approval, Vesting, and Distribution Order granted on October 25, 2017 in these proceedings), comprising the amount of \$72,873.30, shall be distributed as follows:
 - (a) to Mains Welding Ltd., the amount of \$37,500.00; and
 - (b) to Affinity, the remainder of the Mains Holdback in the amount of \$35,373.30.

ISSUED at Saskatoon, Saskatchewan, this ____ day of May, 2018.

(Deputy) Local Registrar


CONSENTED TO as to form and content this 10th day of May, 2018.

KOHALY, ELASH & LUDWIG LAW FIRM LLP

Per: _____
Aaron Ludwig, counsel for Mains Welding Ltd.

CONSENTED TO as to form and content this 10 day of May, 2018.

MLT AIKINS LLP

Per: 
Jeffrey M. Lee, Q.C. and Paul Olfert, counsel for
Affinity Credit Union 2013

NOTICE

Take notice that, unless the order is consented to by the respondent or a person affected by the order or unless otherwise authorized by law, every order made without notice to the respondent or a person affected by the order may be set aside or varied on application to the Court. You should consult your lawyer as to your rights.

CONTACT INFORMATION AND ADDRESS FOR SERVICE:

Name of firm:	MLT Aikins LLP
Lawyer in charge of file:	Jeffrey M. Lee, Q.C. and Paul Olfert
Address of firm:	1500, 410 22 nd Street E, Saskatoon SK S7K 5T6
Telephone number:	306.975.7100
Fax number:	306.975.7145
Email address:	jmlee@mltaikins.com / polfert@mltaikins.com

Exhibit H – Fees and Disbursements of the Receiver

VORTEX DRILLING LTD.

SUMMARY OF RECEIVER FEES AND DISBURSEMENTS

Date	Invoice #	Fees	Disbursements	GST	Total	Hours
24-Aug-17	4468930	\$ 87,595	\$ 2,496	\$ 4,505	\$ 94,596	245.5
4-Oct-17	4498302	63,248	1,160	3,220	67,627	182.6
1-Nov-17	4519118	47,560	194	2,388	50,141	119.8
4-Dec-17	4549982	16,625	922	877	18,425	51.6
23-Mar-18	8000057147	8,018	-	401	8,418	22.2
11-May-18	8000111417	5,188	-	259	5,447	12.9
Total		\$ 228,233	\$ 4,772	\$ 11,650	\$ 244,655	634.6



Deloitte Restructuring Inc.
360 Main Street
Suite 2300
Winnipeg, MB R3C 3Z3
Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Attention: Rhonda Spencer
Via Email: Rhonda.Spencer@affinitycu.ca
Affinity Credit Union
902 7 Ave N
Saskatoon, SK S7K 3P4

Date: August 24, 2017
Invoice Number: 4468930
Client/Mandate Number: 860414/1000015
Billing Partner: B. Warga
GST/HST Registration Number: 12289 3605

Invoice

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period July 25, 2017 to August 18, 2017.

	Hours		
• B. Warga - Partner	69.6	\$	33,060.00
• B. Taylor - Partner	1.0		475.00
• J. Fritz - Senior Manager	84.6		31,725.00
• S. Beaulieu - Senior Associate	24.1		6,025.00
• T. Dew - Senior Associate	64.7		16,175.00
• C. Faria - Technician	1.5		135.00
	245.5		87,595.00
		Our Fee	\$ 87,595.00
		Disbursements - Travel, Mail Redirection, Locks	2,496.22
		Subtotal	\$ 90,091.22
		GST @ 5%	4,504.56
		Amount Payable (CAD)	\$ 94,595.78

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - July 25, 2017 to August 18, 2017

Date	Name	Hours	Rate	Total	Description
7/25/2017	Warga,Brent M	14.0	475	\$ 6,650.00	Travel to Carlyle; day 1 Receivership proceedings (securing assets and books and records, insurance calls, well site inspections); pick up assets from Weyburn; various calls with former Vortex staff; various discussions and directions to staff.
7/25/2017	Dew,Todd	10.0	250	2,500.00	Travel to location in Carlyle; meet with Tina from Vortex; arrange for locksmith to change all door locks and padlocks; meet with locksmith to have locks changed; review appraisal documents; take utility readings; develop a strategy to inventory equipment; inventory and take pictures of equipment.
7/25/2017	Fritz,John Robert	13.5	375	5,062.50	Attendance at Vortex head office in Carlyle; meeting with employees; compilation of information requests; asset security and taking possession.
7/26/2017	Warga,Brent M	12.0	475	5,700.00	E-mail update to Affinity; call with Affinity; calls with Crescent Point and Aldon re: Rig removals; equipment and inventory inspections; inventorying of equipment; travel to Carnduff to inspect Rig 3; review of accounting records, requested information, and outstanding employee payroll matters with Tina; call with legal counsel re: status of Receivership Order; various discussions and directions to
7/26/2017	Dew,Todd	11.0	250	2,750.00	Travel to Winnipeg from Carlyle; meet with Tina from Vortex regarding employees, GST, and PST returns; review appraisal documents; inventory and take picture of equipment.
7/26/2017	Fritz,John Robert	12.5	375	4,687.50	Rig move coordination; employee discussions and payroll matters; various email correspondence; sales package compilation; securing, inventorying and photographing rigs.
7/27/2017	Warga,Brent M	7.5	475	3,562.50	Travel from Carlyle; drafting of Notice and Statement of Receiver; drafting of website; payroll matters with Tina and I. Sutherland; various e-mail correspondence with Affinity and Vortex.
7/27/2017	Faria,Cecilia	0.7	90	63.00	Set up new web page for insolvency website.
7/27/2017	Dew,Todd	3.0	250	750.00	Import pictures of inventory and equipment; create inventory spreadsheet; emails from Tina re: payroll and ROE's; open file in Ascend; format and import creditors into Ascend; format shareholders spreadsheet for mail out.
7/27/2017	Fritz,John Robert	12.5	375	4,687.50	Coordination of assets arriving at head office; meeting with landlord; inventory, security and photographing assets.
7/28/2017	Warga,Brent M	2.2	475	1,045.00	Website updates; correspondence with insurer; correspondence with I. Sutherland re: payroll and
7/28/2017	Faria,Cecilia	0.8	90	72.00	Finalize new web page for insolvency website; post documents; communication with Brent Warga and John Fritz.
7/28/2017	Dew,Todd	4.0	250	1,000.00	Create folders for inventory pictures; work on inventory spreadsheet; set up banking in Ascend.
7/28/2017	Fritz,John Robert	3.5	375	1,312.50	Statutory documents and notices; sales and inventory documentation; website updates; email correspondence to/from Vortex.
7/31/2017	Warga,Brent M	6.3	475	2,992.50	Various calls with insurance providers; call with Affinity; call with Radius; various e-mail correspondence with Radius and Affinity; review of Notices to Creditors; various e-mails to Tina and Jason re: file matters and residual asset locations.
7/31/2017	Fritz,John Robert	4.5	375	1,687.50	Sales package materials; information from and correspondence with former Vortex staff; payroll finalization; IT communications; banking setup; finalize and sending of statutory notices.
7/31/2017	Dew,Todd	4.0	250	1,000.00	Assist with mailing of the Form 87 - Notice to Creditors to secured and unsecured creditors; emails and calls with Tina of Vortex; daily file administration; payroll discussions; WEPP discussions.
8/1/2017	Warga,Brent M	4.6	475	2,185.00	Calls with Tina re: file matters; calls and e-mail correspondence with Affinity; review and execution of Financing Term Sheet; meeting with J. Fritz and T. Dew re: file matters and sales process; calls with creditors and interested parties.
8/1/2017	Fritz,John Robert	4.0	375	1,500.00	Sales and information package; correspondence with landlord, creditors and interested parties; review of information from Vortex.
8/1/2017	Dew,Todd	4.0	250	1,000.00	Affidavits of mailing; daily file administration; review records from the company for missing information; review backup for payroll; various emails; calls with Tina re: ongoing file matters.
8/2/2017	Warga,Brent M	5.1	475	2,422.50	Drafting of Sales and Information Package; various correspondence with Affinity re: Receiver's borrowings and wire transfer to Staheli; calls with Tina re: o/s matters and assistance moving forward.
8/2/2017	Warga,Brent M	1.0	475	475.00	Drafting of R&D; directions to T. Dew re: file matters.
8/2/2017	Dew,Todd	5.0	250	1,250.00	Emails from Tina with requested company information; upload zip file to network; verify that we have the requested accounting and company information; calls and emails to/from vendors who have equipment for repair and or equipment in the process of being constructed; wire of funds; review Vortex Receiver banking records; update inventory listing.
8/3/2017	Warga,Brent M	2.6	475	1,235.00	Call with Affinity re: status update; e-mail correspondence with Tina and Jason; prep of Sales and Info Package; review and signing of cheques; updates to R&D.
8/3/2017	Fritz,John Robert	0.3	375	112.50	Package information; 3rd party correspondence.
8/3/2017	Dew,Todd	2.5	250	625.00	Ongoing receivership matters; emails and calls with utility companies; discussions with Tina re: ongoing check on office building; banking and payables.
8/4/2017	Warga,Brent M	1.6	475	760.00	E-mail correspondence and calls with interested parties; discussions with T. Dew re: utilities and other file matters; tracking of interested parties.
8/4/2017	Dew,Todd	4.5	250	1,125.00	Calls and emails with utility companies re: opening new utility accounts for the Receiver; discussions with parties re: equipment off site for repairs; banking and payables; various emails; fax RC-59 to CRA; update inventory spreadsheet.
8/8/2017	Warga,Brent M	1.6	475	760.00	Calls with interested parties; review of interested party list; discussions with J. Fritz re: sales package; updates to sales and information package.
8/8/2017	Fritz,John Robert	5.6	375	2,100.00	Development of Sales and Information Package; review and update to interested parties list; direction to staff re: contacting interested parties and Package appendices; correspondence with Jason Geysen re: equipment questions.
8/8/2017	Dew,Todd	2.0	250	500.00	Daily file administration; utility bill issues; review payables; discussions with John re: formatting for sales package.
8/9/2017	Warga,Brent M	1.1	475	522.50	Discussions with Fritz re: Sales package; e-mails with insurer and interested parties; call with Aldon Oils re: A/R.

**VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - July 25, 2017 to August 18, 2017**

Date	Name	Hours	Rate	Total	Description
8/9/2017	Dew,Todd	3.0	250	750.00	Review notes on assets out on repair; calls with Gina from Alberta Petroleum Industries re: items in possession; email to Dustin Rouse re: transmission on site; mail re-direction; email from Josh from Do-All Industries.
8/9/2017	Fritz,John Robert	3.4	375	1,275.00	Interested parties review and direction to staff; sales and information package development; insurance items.
8/10/2017	Warga,Brent M	2.0	475	950.00	Review of Sales and Information Package; calls with J. Fritz r: file matters.
8/10/2017	Fritz,John Robert	4.5	375	1,687.50	Direction to T. Dew; lease review; sales package draft finalization and distribution; advertisement preparation.
8/10/2017	Beaulieu,Sebastier	1.5	250	375.00	Research on potential advertisement options for assets (magazines, newspapers, associations, etc.).
8/11/2017	Warga,Brent M	2.1	475	997.50	Review of various e-mail correspondence; calls with J. Fritz re: file matters; calls with Gary Cooke re: insurance, Kordell Offer, and sales process.
8/11/2017	Dew,Todd	1.0	250	250.00	Review emails; emails re: equipment on repair; banking and payables; daily file administration.
8/11/2017	Beaulieu,Sebastier	3.0	250	750.00	Contact magazines for ad prices and availability; create the ad for newspapers; identify potential auctioneers for the assets of Vortex; prepare final listing of contacted parties for Affinity.
8/11/2017	Fritz,John Robert	6.5	375	2,437.50	Direction to S. Beaulieu; advertising review and correspondence with Adworks; review and incorporation of edits from various parties to Sales and Information Package; alternate insurer correspondence; correspondence with creditors and individuals claiming third-party goods; correspondence with former president of Vortex.
8/11/2017	Taylor,Robert	1.0	475	475.00	Review of sales package.
8/14/2017	Warga,Brent M	1.4	475	665.00	Review and finalization of sales package; call with I. Sutherland re: Korf/Geysen offer; calls with creditors claiming third party goods; call with Jason Geysen re: package review.
8/14/2017	Beaulieu,Sebastier	6.3	250	1,575.00	Merge all the different call lists with the interested parties; compile all the stats of the calls; source information and call the members of the CAODC (Canadian Association of Oil Drilling Contractors); review and send the Sales and Information package to the interested parties.
8/14/2017	Fritz,John Robert	4.7	375	1,762.50	Finalize and organize distribution of Sales Package; insurance items, call with IT supplier; 3rd party
8/14/2017	Dew,Todd	1.2	250	300.00	Calls and emails with SaskTel re: ongoing service and opening of new account for Vortex; call with Tina re: phone requirement on site; daily file administration.
8/15/2017	Warga,Brent M	1.4	475	665.00	E-mails with Affinity re: interested party listing; creditor and third party goods calls/matters; discussions with J. Fritz.
8/15/2017	Beaulieu,Sebastier	5.8	250	1,450.00	Reconciling the sent emails that were returned to sender; reconciling the emails that initially failed to send due to wrong email address; call parties for whom we had the wrong email address; resend the sales package; answer to calls related to the packages sent; creating the list from Hoover's for the U.S. companies and call U.S. potential interested parties.
8/15/2017	Fritz,John Robert	1.0	375	375.00	Insurance; IT follow-up; direction to S. Beaulieu.
8/16/2017	Warga,Brent M	1.8	475	855.00	Review of various e-mail correspondence re: other assets and consignment goods; calls with J. Fritz re: file matters.
8/16/2017	Dew,Todd	2.0	250	500.00	Calls to/from companies holding property of Vortex; calls with Tina re: consignment items and transmission held at Southern; calls and emails from Tina re: pickup of screens on consignment; draft email to Brent and John re: items out for repair; daily file administration.
8/16/2017	Beaulieu,Sebastier	4.8	250	1,200.00	Call re: potential U.S. interested parties.
8/16/2017	Fritz,John Robert	3.5	375	1,312.50	Insurance applications; 3rd party goods; site visit logistics; direction to S. Beaulieu.
8/17/2017	Warga,Brent M	0.5	475	237.50	Call with J. Fritz re: site tours; review of e-mail correspondence re: file matters.
8/17/2017	Warga,Brent M	0.8	475	380.00	Call with J. Fritz re: assets and J. Geysen; review of various e-mail correspondence.
8/17/2017	Fritz,John Robert	3.8	375	1,425.00	Calls with Vortex President; viewing logistics; discussions with interested parties; 3rd party/consignment items review and correspondence; IT supplier correspondence.
8/17/2017	Beaulieu,Sebastier	0.2	250	50.00	Reply to interested parties' email.
8/17/2017	Dew,Todd	1.5	250	375.00	Prepare for trip to SK to show assets; conference call with J. Fritz and viewers.
8/18/2017	Beaulieu,Sebastier	2.5	250	625.00	Call with sales manager of CAODC; call potential interested parties that we had left a message with.
8/18/2017	Fritz,John Robert	0.8	375	300.00	Direction to T. Dew and S. Beaulieu; calls with interested parties.
8/18/2017	Dew,Todd	6.0	250	1,500.00	Attend premises; take pictures of 3rd party goods; meet with Tina and Jason re: release of personal goods; meet with Jackie White and Bill Devins to review Rigs 1, 2 and 3.
Total		245.5		\$ 87,595.00	



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Attention: Rhonda Spencer
Via Email: Rhonda.Spencer@affinitycu.ca
Affinity Credit Union
902 7 Ave N
Saskatoon, SK S7K 3P4

Date: October 4, 2017
Invoice Number: 4498302
Client/Mandate Number: 860414/1000015
Billing Partner: B. Warga

GST/HST Registration Number: 12289 3605

Invoice

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period August 19, 2017 to September 30, 2017.

	Hours	
• B. Warga - Partner	44.1	\$ 20,947.50
• J. Fritz - Senior Manager	61.4	23,025.00
• S. Beaulieu - Senior Associate	5.6	1,400.00
• T. Dew - Senior Associate	71.5	17,875.00
	<hr/>	
	182.60	\$ 63,247.50
		<hr/>
	Our Fee	\$ 63,247.50
	Disbursements - Travel, Locks	1,159.58
		<hr/>
	Subtotal	\$ 64,407.08
	GST @ 5%	3,220.35
		<hr/>
	Amount Payable (CAD)	\$ 67,627.43

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - August 19, 2017 to September 30, 2017

Date	Name	Hours	Rate	Total	Description
8/21/2017	Fritz,John Robert	0.2	375	\$ 75.00	Discussions with interested parties; follow-up correspondence with insurer.
8/21/2017	Beaulieu,Sebastien	2.1	250	525.00	Various follow up calls to potential interested parties where messages could not be
8/22/2017	Warga,Brent M	0.7	475	332.50	Review of various e-mail correspondence from I. Sutherland and J. Lee; discussions with J. Fritz and T. Dew re: offsite assets and status of same.
8/22/2017	Dew,Todd	2.0	250	500.00	Review mail; upload pictures of third party goods; review emails; daily file administration; sending creditor package to WCB; telephone call with Stewart Steel re: building contract and photos; telephone call with Scott Alberta of Petroleum Industries re: offer on BOP unit.
8/22/2017	Beaulieu,Sebastien	0.3	250	75.00	Sending Sales & Information Package to new interested parties; updating the interested party tracking workbook.
8/22/2017	Fritz,John Robert	2.0	375	750.00	Review of consignment/third party goods; correspondence with interested parties.
8/23/2017	Warga,Brent M	1.8	475	855.00	Call with Affinity re: sales process and credit bidding; e-mail correspondence and discussions with I. Sutherland re: same; updates to R&D.
8/23/2017	Dew,Todd	2.0	250	500.00	Daily file administration; e-mail to set up second viewing of assets in Carnduff, SK; discussions with J. Fritz re: meeting with prospective purchasers on Monday August 28th; confirm details re: time of meetings; telephone call to locksmith to finalize meeting time.
8/23/2017	Fritz,John Robert	2.5	375	937.50	Various correspondence with insurance company; calls to interested parties; confirming asset viewing logistics.
8/23/2017	Beaulieu,Sebastien	1.5	250	375.00	Calls to interested parties that received the Sale and Information Package to assess any interest in the assets; updating the tracking listing.
8/24/2017	Warga,Brent M	0.6	475	285.00	Call with I. Sutherland, Affinity, and J. Lee re: sales process and credit bid potential.
8/24/2017	Warga,Brent M	1.1	475	522.50	Discussions with J. Fritz re: sales process and information requests from interested parties.
8/24/2017	Fritz,John Robert	3.0	375	1,125.00	Addressing interested party enquiries and scheduling of site visits; confirming site visit logistics; review remaining assets and direction to T. Dew; correspondence with former Vortex staff re: information requests; preparation for CRA audit; various
8/24/2017	Beaulieu,Sebastien	1.0	250	250.00	Calls to interested parties to assess interest in the assets; updating the tracking listing.
8/25/2017	Dew,Todd	4.0	250	1,000.00	Payables processing; e-mails and telephone calls with companies inquiring about assets for sale; arrange for site visit to SK; telephone calls and e-mails re: third party goods held at Vortex and Vortex property held offsite; discussions with Stewart Steel re: costs on boiler building.
8/25/2017	Beaulieu,Sebastien	0.7	250	175.00	Call parties who were sent the Sales and Information Package to assess interest in the assets; updating tracking listing; discussions with T. Dew re: tracking listing.
8/28/2017	Warga,Brent M	0.8	475	380.00	Calls with T. Dew re: site tours.
8/28/2017	Warga,Brent M	0.3	475	142.50	Calls with parties claiming third party goods.
8/28/2017	Dew,Todd	9.5	250	2,375.00	Travel from Winnipeg to Carnduff; meet with locksmith in Carnduff; meet with representatives from Stampede Drilling to view the assets; meet with representatives from CWC Energy Services to view the assets; travel from Carnduff to Carlyle; meet again with CWC Energy Services to view the assets in Carlyle; secure rigs in Carlyle; review paperwork from Tina.
8/28/2017	Fritz,John Robert	0.2	375	75.00	Call with interested party.
8/29/2017	Warga,Brent M	1.2	475	570.00	Updates to R&D; call with Affinity re: sales process and bank account activity; call and e-mail correspondence with Aldon Oils re: outstanding A/R; e-mail correspondence with Radius re: expected wire transfer.
8/29/2017	Dew,Todd	5.0	250	1,250.00	Meet with locksmith in Carlyle to secure one boiler door; travel from Carlyle to Winnipeg; unload records in Winnipeg; daily file administration.
8/29/2017	Fritz,John Robert	3.0	375	1,125.00	Review rig certifications for interested parties; calls and correspondence with interested parties; call with Pipeline News; call with various insurance providers; call with IT provider re: system backup.
8/30/2017	Warga,Brent M	0.8	475	380.00	Discussions with J. Fritz re: third party goods; discussions with T. Dew re: site visits.
8/30/2017	Dew,Todd	2.5	250	625.00	Daily file administration; review mails; emails and calls re: site viewings; discussions with J. Fritz and B. Warga re: release of third party goods; discussions with J. Fritz re: details of viewings on August 28.
8/30/2017	Fritz,John Robert	2.2	375	825.00	Review of rig certifications; direction to T. Dew; correspondence to interested parties re: information requests and site visits; arranging for pick-up of third party goods.
8/31/2017	Fritz,John Robert	2.8	375	1,050.00	Reel (third party goods) research and investigation; correspondence with T. Dew re: onsite items; addressing interested party information requests and creditor calls; follow up with insurance companies.
8/31/2017	Dew,Todd	5.5	250	1,375.00	Asset showings in Carnduff and Carlyle with Randy Charron.
8/31/2017	Dew,Todd	4.5	250	1,125.00	Travel to Carnduff and Carlyle and back to Winnipeg.
9/1/2017	Warga,Brent M	0.8	475	380.00	Review of insurance; bank account review; discussions with J. Fritz re: file matters.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - August 19, 2017 to September 30, 2017

Date	Name	Hours	Rate	Total	Description
9/1/2017	Fritz,John Robert	6.0	375	2,250.00	Correspondence with interested parties; addressing requests for information; correspondence with insurers and former Vortex staff.
9/5/2017	Warga,Brent M	0.7	475	332.50	Insurance discussions with J. Fritz; call and e-mail correspondence with Knight
9/5/2017	Warga,Brent M	0.5	475	237.50	Calls with interest parties.
9/5/2017	Dew,Todd	1.0	250	250.00	Daily file administration; preparation for trip to Carnduff.
9/5/2017	Dew,Todd	2.5	250	625.00	Travel from Winnipeg to Carnduff.
9/5/2017	Fritz,John Robert	0.7	375	262.50	Correspondence with new insurance provider and finalizing placement of insurance coverage.
9/6/2017	Warga,Brent M	1.1	475	522.50	Various file matters with J. Fritz; updates to R&D.
9/6/2017	Fritz,John Robert	3.1	375	1,162.50	Addressing insurer requests; addressing storage billings; review of interested parties listing; provision of requested information to interest parties and telephone calls; discussion with Carlyle landlord; correspondence with IT provider.
9/6/2017	Dew,Todd	3.0	250	750.00	Travel from Carnduff to Carlyle and Carlyle to Winnipeg.
9/6/2017	Dew,Todd	5.0	250	1,250.00	Meet with Murray Wiemer (prospective purchaser) in Carnduff and Carlyle to view the assets.
9/7/2017	Warga,Brent M	4.5	475	2,137.50	Drafting of First Receiver's report.
9/7/2017	Warga,Brent M	1.0	475	475.00	Review of offers.
9/7/2017	Dew,Todd	2.0	250	500.00	Review e-mail; processing of expenses; update with B. Warga and J. Fritz; daily file administration.
9/7/2017	Fritz,John Robert	1.7	375	637.50	Correspondence with interested parties; review of bids submitted; IT transition correspondence.
9/8/2017	Warga,Brent M	2.1	475	997.50	Review of offer summary; call with I. Sutherland; call with Affinity; file discussions with J. Fritz.
9/8/2017	Warga,Brent M	0.6	475	285.00	Call with Affinity re: offers.
9/8/2017	Dew,Todd	1.5	250	375.00	Processing of expenses; bank reconciliation; updates to banking in Ascend.
9/8/2017	Fritz,John Robert	3.2	375	1,200.00	Summary of sales and information process correspondence and recommendations; review of insurance policy.
9/11/2017	Dew,Todd	0.3	250	75.00	Bank reconciliation.
9/11/2017	Dew,Todd	0.5	250	125.00	Daily file administration; processing of payables; review outstanding mail.
9/12/2017	Warga,Brent M	0.8	475	380.00	Review of Kordell Offer; e-mail correspondence with I. Sutherland.
9/12/2017	Dew,Todd	2.0	250	500.00	Processing of payables; review of mail; review of utility bills; call with CRA re: payroll audit; call with Town of Carlyle re: outstanding water bill payments; daily file administration.
9/12/2017	Fritz,John Robert	1.5	375	562.50	Calls with interested parties, IT, and Maynards; auto insurance review and direction to T. Dew; follow-up on background check re: Raw Energy.
9/13/2017	Warga,Brent M	2.1	475	997.50	Call with Affinity; preparation for call with Affinity; call with J. Lee; updates to R&D; call with Century; meeting with Maynards; call with J. Savage re: sales
9/13/2017	Fritz,John Robert	2.0	375	750.00	Call with Affinity; background check review; responding to various enquiries.
9/13/2017	Dew,Todd	4.5	250	1,125.00	Review mail; research re: BOP pricing; e-mails to Tina re: pictures of BOP unit; discussions with insurance company re: coverage on Vortex vehicles, cancellation of SGI insurance, and liability issues on vehicles with no SGI insurance coverage; processing of payables; discussions with SGI re: renewal of insurance on vehicles and issues surrounding non renewal of policies; review insurance policies; call and fax to WCB re: T4 summary.
9/14/2017	Warga,Brent M	1.1	475	522.50	Call with Affinity; call with J. Lee re: Kordell Offer; review of offer; discussions with J. Fritz.
9/14/2017	Warga,Brent M	0.3	475	142.50	Meeting with T. Dew re: R&D; updates to R&D.
9/14/2017	Fritz,John Robert	1.8	375	675.00	Automobile insurance update from T. Dew; call with Affinity and counsel re: sale of assets.
9/15/2017	Warga,Brent M	0.6	475	285.00	Call with Affinity re: status update.
9/15/2017	Dew,Todd	2.0	250	500.00	Call to CRA re: RT0002 account; call with Tina re: contacting CRA to open RT0002 under the Receiver; prepare form RC59 for signature by Tina; processing of payables; daily file administration.
9/15/2017	Fritz,John Robert	1.0	375	375.00	Update to Affinity.
9/18/2017	Warga,Brent M	0.9	475	427.50	Call with Affinity re: status update; call with I. Sutherland re: update.
9/18/2017	Dew,Todd	1.0	250	250.00	Update banking in Ascend; update R&D.
9/18/2017	Dew,Todd	0.5	250	125.00	Email to/from Tina re: RC59; fax RC59 to CRA.
9/18/2017	Fritz,John Robert	1.0	375	375.00	Discussion with secured creditor; review of next steps.
9/19/2017	Warga,Brent M	1.1	475	522.50	Review of NDA and correspondence to interested parties; discussions with J. Fritz re: file matters.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - August 19, 2017 to September 30, 2017

Date	Name	Hours	Rate	Total	Description
9/19/2017	Dew,Todd	2.5	250	625.00	Daily file administration; prepare for payroll and GST audit by CRA; calls and emails with Beverly Mulder of CRA re: audit; sending a copy of RC59 to CRA and discussions re: opening RT0002 account.
9/19/2017	Fritz,John Robert	5.0	375	1,875.00	Calls and correspondence to offerors; NDA finalization; rig maintenance items.
9/20/2017	Warga,Brent M	2.1	475	997.50	Call with Affinity; compilation of rig values; call with Aestimo; preparation for calls.
9/20/2017	Dew,Todd	2.5	250	625.00	Prepare for meeting with CRA; meet with Beverly Mulder from CRA re: payroll and GST audit; review payroll records looking for additional information for the audit; daily file administration; discussions with B. Warga and J. Fritz re: verbal results of the audit; prepare GST returns.
9/20/2017	Fritz,John Robert	3.4	375	1,275.00	Call to Aestimo; e-mail correspondence to Aestimo; finalization of NDA agreements; various IT correspondence; discussions and calls with interested parties; call with Affinity.
9/21/2017	Warga,Brent M	1.1	475	522.50	Call with Affinity; review of Rig Summary value schedule; discussions with J. Fritz re: file matters.
9/21/2017	Fritz,John Robert	2.5	375	937.50	Rig Value analysis; calls from interested parties; call with Affinity; winterizing logistics; follow-up to Aestimo.
9/22/2017	Warga,Brent M	2.7	475	1,282.50	Call with Affinity; e-mail correspondence with I. Sutherland; discussion with J. Fritz re: interested parties; call with Gordon Hollet (Aestimo); drafting of First Report.
9/22/2017	Fritz,John Robert	1.7	375	637.50	Calls and provision of information to interested parties; co-ordination of winterization of the rigs.
9/25/2017	Warga,Brent M	2.9	475	1,377.50	Call with Matrix; call with Affinity; drafting of First and Confidential Report.
9/25/2017	Fritz,John Robert	2.2	375	825.00	Calls with interested parties; discussion with Affinity; direction to T. Dew re: ongoing disbursements.
9/25/2017	Dew,Todd	1.0	250	250.00	Daily file administration.
9/26/2017	Warga,Brent M	0.8	475	380.00	Call with Affinity; review of Korf Offer; e-mail correspondence to Affinity.
9/26/2017	Dew,Todd	2.5	250	625.00	Vehicle renewals on Vortex; calls to Knight Archer Insurance re: payments to SGI; deemed trust calculation; calls with Beverly at CRA re: error in 2016 deemed trust claim; question re: opening of RT0002 account.
9/26/2017	Fritz,John Robert	1.9	375	712.50	Call with Affinity; IT supplier correspondence; landlord call; former employee call; interested parties calls.
9/27/2017	Warga,Brent M	4.1	475	1,947.50	Drafting of Confidential Report; calls with Affinity Credit Union; calls with interested parties; call with I. Sutherland; review of offers; drafting of letter
9/27/2017	Dew,Todd	1.0	250	250.00	Calls with Beverly Mulder re: RT0002 account and CRA consent form; utility bill payments; cheque for vehicle renewals; e-mails from Knight Archer Insurance re: vehicle renewals.
9/27/2017	Fritz,John Robert	4.3	375	1,612.50	Interested party calls and correspondence; calls with Affinity Credit Union and counsel; R&D review; payment of ongoing costs; call to Ron Davies re: onsite reel.
9/28/2017	Warga,Brent M	3.8	475	1,805.00	Drafting of First Report and Confidential Report; e-mail correspondence with Affinity and interested parties; finalization of letters to interested parties; review of Korf offer; call with Affinity; call with I. Sutherland.
9/28/2017	Dew,Todd	1.0	250	250.00	Processing of payables; daily file administration.
9/28/2017	Fritz,John Robert	2.5	375	937.50	Call and correspondence with Affinity; review of correspondence to and from interested parties; winterizing logistics; correspondence with representative and counsel re: Taylor Oil Tool equipment.
9/29/2017	Warga,Brent M	1.1	475	522.50	Review of various e-mail correspondence; call with Tim Reid (Alvarez); e-mail correspondence with Affinity/MLT Aikins.
9/29/2017	Dew,Todd	0.2	250	50.00	Discussions with B. Warga re: deemed trust claim.
Total		182.6		\$ 63,247.50	



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Attention: Rhonda Spencer
Via Email: Rhonda.Spencer@affinitycu.ca
Affinity Credit Union
902 7 Ave N
Saskatoon, SK S7K 3P4

Date: November 1, 2017
Invoice Number: 4519118
Client/Mandate Number: 860414/1000015
Billing Partner: B. Warga

GST/HST Registration Number: 12289 3605

Invoice

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period October 1, 2017 to October 27, 2017.

	Hours	
• B. Warga - Partner	47.3	\$ 22,467.50
• J. Keeble - Partner	1.1	522.50
• J. Fritz - Senior Manager	54.4	20,400.00
• T. Dew - Senior Associate	16.5	4,125.00
• R. Brown - Technician	0.5	45.00
	<hr/> 119.8	<hr/> 47,560.00
	Our Fee	\$ 47,560.00
	Disbursements - Travel	193.80
	Subtotal	\$ 47,753.80
	GST @ 5%	2,387.69
	Amount Payable (CAD)	\$ 50,141.49

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - October 1, 2017 to October 27, 2017

Date	Name	Hours	Rate	Total	Description
10/2/2017	Warga,Brent M	5.6	475	\$ 2,660.00	Various calls with Affinity re: offers received; calls with Matrix to clarify offer; draft counter offer back to Matrix; calls with I. Sutherland; calls with P. Olfert; calls with R. Ryan re: counter and turnaround timing.
10/2/2017	Fritz,John Robert	4.0	375	1,500.00	Winterizing logistics; calls with landlord, interested parties, and parties with third party goods; correspondence and review of third party supporting information; discussions with Affinity and counsel re: offers; responding to offers.
10/3/2017	Warga,Brent M	3.9	475	1,852.50	Drafting of APA; drafting of First Report and Confidential report; e-mail correspondence and calls with Matrix re: offer; e-mail correspondence with Oslers re: advising a superior offer was accepted; drafting invoicing.
10/3/2017	Fritz,John Robert	5.4	375	2,025.00	Discussions and correspondence with purchaser(s) re: deposits, due diligence, etc.; Drafting APA appendices and revisions to APA.
10/4/2017	Warga,Brent M	2.6	475	1,235.00	Review of APA; updates to Confidential Report; discussions with J. Fritz re: site visit with Matrix; e-mail correspondence with I. Sutherland and J. Richards.
10/4/2017	Fritz,John Robert	8.0	375	3,000.00	Attendance at Vortex sites with purchaser; review of assets on-site.
10/5/2017	Warga,Brent M	0.8	475	380.00	Updates to APA; e-mail correspondence to/from Matrix.
10/5/2017	Warga,Brent M	2.3	475	1,092.50	Call with Affinity; review of First Report and Confidential Report; call with J. Lee; e-mail correspondence with Matrix and I. Sutherland.
10/5/2017	Fritz,John Robert	2.5	375	937.50	Call with Affinity; review of Rig service records; IT call; responding to interested parties; drafting of First Report.
10/6/2017	Warga,Brent M	2.2	475	1,045.00	Calls with Affinity; calls with Matrix; e-mail correspondence with Affinity and I. Sutherland.
10/6/2017	Fritz,John Robert	3.5	375	1,312.50	Edits to First and Confidential Reports.
10/9/2017	Warga,Brent M	1.1	475	522.50	Review and updates to First and Confidential Reporting; updates to SRD.
10/10/2017	Warga,Brent M	2.2	475	1,045.00	Call with Affinity; call with Matrix; updates to First Report; e-mail correspondence with J. Keeble re: QAR.
10/10/2017	Fritz,John Robert	2.5	375	937.50	Calls with purchaser, Jeremy Wilson, Affinity, and Pason; follow-up with Southern Industrial; calls with IT supplier re: arrangements for data transfer.
10/10/2017	Dew,Todd	1.0	250	250.00	Processing of payables; mail review; daily file administration.
10/11/2017	Keeble,Jeff W	1.1	475	522.50	Review court report and confidential report and related appendices and send comments and changes to B. Warga.
10/11/2017	Warga,Brent M	2.6	475	1,235.00	Call with Matrix; review and updates to APA; e-mail update to Affinity; various e-mail correspondence with Matrix and I. Sutherland re: APA and Court Hearing.
10/11/2017	Dew,Todd	1.2	250	300.00	Daily file administration; research for J. Fritz re: assets and equipment; bank reconciliation.
10/11/2017	Fritz,John Robert	3.3	375	1,237.50	Call with purchaser; correspondence with Affinity and purchaser; finalizing APA; call re: rental
10/12/2017	Warga,Brent M	4.1	475	1,947.50	Review and updating of APA; calls with Matrix re: APA and additional information requests; updates to First Report and Confidential Report from QA review; updates to SRD; e-mail correspondence and call with I. Sutherland re: APA and Court Reporting; update e-mail to Affinity.
10/12/2017	Dew,Todd	1.5	250	375.00	Update banking in Ascend; daily file administration; e-mail to Knight Archer Insurance re: policy
10/12/2017	Fritz,John Robert	5.0	375	1,875.00	Review of APA; review of First Report and First Confidential Report and edits to same; correspondence with purchaser, landlords, former staff, third party suppliers, and Affinity.
10/13/2017	Warga,Brent M	1.8	475	855.00	Calls with Matrix; finalization of APA; call with Affinity.
10/13/2017	Fritz,John Robert	3.3	375	1,237.50	Finalization of First Confidential Report; correspondence with counsel, purchaser, contract staff, and Affinity.
10/16/2017	Warga,Brent M	1.6	475	760.00	Review of legal opinion; e-mail correspondence with Matrix; drafting First and Confidential Reports.
10/16/2017	Fritz,John Robert	0.9	375	337.50	Response to interested party enquiries; correspondence with purchaser.
10/16/2017	Dew,Todd	1.2	250	300.00	Bank reconciliation; processing pf payables; mail review.
10/17/2017	Warga,Brent M	1.7	475	807.50	Review and finalization of First and Confidential Reports; updates to SRD; call with Gary Cooke re: priority claims of CRA.
10/17/2017	Warga,Brent M	0.7	475	332.50	Updates to First and Confidential Reports.
10/17/2017	Dew,Todd	2.5	250	625.00	Processing of payables; GST filings for RT0002 for July, August, and September 2017; call with Beverly Mulder re: deemed trust claim amount; sending cheque for deposit to Affinity Credit Union; daily file administration.
10/18/2017	Dew,Todd	0.6	250	150.00	Daily file administration.
10/18/2017	Fritz,John Robert	4.7	375	1,762.50	Finalize First Report and Confidential Report; discussion with counsel re: Order and security
10/19/2017	Warga,Brent M	1.3	475	617.50	Review and finalization of Reports.
10/19/2017	Dew,Todd	1.0	250	250.00	Processing of payables; daily file administration.
10/19/2017	Fritz,John Robert	2.0	375	750.00	Review of security opinion; incorporation of counsel's edits to Reports.
10/20/2017	Warga,Brent M	2.3	475	1,092.50	Review of draft Order; finalization of Reports.
10/20/2017	Dew,Todd	1.5	250	375.00	Review deemed trust claims; calls with CRA re: errors on GST deemed trust claim; review SaskTel bill; daily file administration.
10/20/2017	Fritz,John Robert	2.5	375	937.50	Incorporation of counsel's revisions to First and Confidential Reports; review of Order and receiver's certificate and commentary on same; review CRA claim; calls and correspondence with counsel.
10/23/2017	Warga,Brent M	2.1	475	997.50	Preparation for Court hearing and review of motion materials; various correspondence with Matrix (e-mail and phone); e-mail and phone correspondence with I. Sutherland, C. Frith, and P. Olfert.
10/23/2017	Brown,Rose M	0.3	90	27.00	Updates to website.
10/23/2017	Dew,Todd	0.4	250	100.00	Calls re: inspection certificate for rig elevators.
10/23/2017	Fritz,John Robert	2.2	375	825.00	Calls with creditors and shareholders in response to enquiries; PPSR registration review, finalize Court filings; updates to website; discussions with Bulletproof (IT provider) re: data back-up and transition.
10/24/2017	Warga,Brent M	1.6	475	760.00	Calls with Matrix; preparation for Court Hearing; discussion re: logistics for closing of sale with T. Dew and J. Fritz.

**VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - October 1, 2017 to October 27, 2017**

Date	Name	Hours	Rate	Total	Description
10/24/2017	Dew,Todd	1.4	250	350.00	Discussions with J. Fritz re: packing up records and computers at Vortex; securing van for transport of records; calls with Tina re: availability to assist with packing records; research prices for storage boxes; daily file administration.
10/24/2017	Fritz,John Robert	1.2	375	450.00	Call with Affinity re: closing matters; closing logistics; partial data download of IT data.
10/24/2017	Brown,Rose M	0.2	90	18.00	Update website.
10/25/2017	Warga,Brent M	2.3	475	1,092.50	Attendance at Court Hearing; calls with Matrxix re: closing logistics; calls with J. Fritz and T. Dew re: closing logistics.
10/25/2017	Dew,Todd	2.0	250	500.00	Discussions with B. Warga and J. Fritz re: attendance in Carlyle / Carduff for closing; book van for travel; calls with Pason re: meeting; calls with Taylor Oilfield re: meeting; calls with Tina re: packing up records; daily file administration.
10/25/2017	Fritz,John Robert	0.9	375	337.50	Website postings; data download logistics; direction to T. Dew.
10/26/2017	Warga,Brent M	1.8	475	855.00	Calls with Matrix; review of closing documents; e-mail and phone correspondence with I. Sutherland; call with landlord; call with former supplier (third party goods).
10/26/2017	Fritz,John Robert	2.0	375	750.00	Discussion and correspondence with Purchaser; closing logistics; direction to T. Dew; review and download of server backup.
10/27/2017	Warga,Brent M	2.7	475	1,282.50	Call with landlord re: possible occupancy beyond Oct 31 (if necessary); calls with Matrix re: logistics for closing; call with supplier re: consignment goods; discussions with T. Dew and J. Fritz re: closing.
10/27/2017	Dew,Todd	2.2	250	550.00	Discussions with J. Fritz re: transfer of data and files from online server to network; transfer data from server to network; processing of payables; discussions with B. Warga re: attendance in Carlyle SK; e-mail invoice to Scott Delbridge for purchase of BOP.
10/27/2017	Fritz,John Robert	0.5	375	187.50	Call with purchaser's counsel; direction to T. Dew re: data downloads.
Total		119.8		\$ 47,560.00	



Deloitte Restructuring Inc.
360 Main Street
Suite 2300
Winnipeg, MB R3C 3Z3
Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Attention: Rhonda Spencer
Via Email: Rhonda.Spencer@affinitycu.ca
Affinity Credit Union
902 7 Ave N
Saskatoon, SK S7K 3P4

Date: December 4, 2017
Invoice Number: 4549982
Client/Mandate Number: 860414/1000015
Billing Partner: B. Warga

GST/HST Registration Number: 12289 3605

Invoice

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period October 28, 2017 to November 30, 2017.

	Hours		
• B. Warga - Partner	14.0	\$	6,650.00
• J. Fritz - Senior Manager	4.6		1,725.00
• T. Dew - Senior Associate	33.0		8,250.00
	51.6		16,625.00
	Our Fee	\$	16,625.00
	Disbursements - Travel		922.23
	Subtotal	\$	17,547.23
	GST @ 5%		877.36
	Amount Payable (CAD)	\$	18,424.59

Remittance information on last page

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty (30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - October 28, 2017 to November 30, 2017

Date	Name	Hours	Rate	Total	Description
10/29/2017	Dew,Todd	2.5	250	\$ 625.00	Travel time from Winnipeg to Carlyle, SK.
10/30/2017	Warga,Brent M	4.1	475	1,947.50	Various APA closing matters with Matrix (review and execution of Bill of Sale, General Conveyance, Receipt, Receiver's Certificate); calls and e-mail correspondence with Matrix, Matrix's legal counsel, and counsel to the Receiver re: closing matters; calls with T. Dew re: on-site activities and records retention.
10/30/2017	Fritz,John Robert	0.4	375	150.00	Server backup items and review of related information.
10/30/2017	Dew,Todd	9.0	250	2,250.00	Attend locations in Carlyle and Carnduff; meet with purchaser; pack up and load records and computers.
10/31/2017	Warga,Brent M	3.3	475	1,567.50	Various calls with T. Dew re: onsite closing matters; calls with Affinity re: estimated costs to complete administration; preparation of schedule re: estimated costs to complete administration; calls with Matrix re: closing; call and e-mail correspondence with I.Sutherland re: costs to complete, invoicing, and closing matters.
10/31/2017	Fritz,John Robert	0.3	375	112.50	Review of costs to complete estimate (for Affinity).
10/31/2017	Dew,Todd	2.5	250	625.00	Travel time from Carlyle to Winnipeg.
10/31/2017	Dew,Todd	2.5	250	625.00	Time spent in Carlyle with purchaser; supervise the asset move out of the building location; discussions with the landlord re: occupancy; discussions with B. Warga re: vacating the premises.
11/1/2017	Dew,Todd	3.0	250	750.00	Unloading of records and computers into storage.
11/1/2017	Dew,Todd	0.2	250	50.00	Processing of payables.
11/2/2017	Warga,Brent M	1.1	475	522.50	Correspondence with Affinity re: repayment of borrowing facility; update to "direction to pay" correspondence; finalization of assignment documents and consent.
11/3/2017	Dew,Todd	1.5	250	375.00	Request final bills on SaskPower, SaskEnergy and Town of Carlyle utility accounts; processing of payables.
11/3/2017	Warga,Brent M	0.8	475	380.00	E-mail correspondence with Affinity; review of o/s file matters.
11/6/2017	Warga,Brent M	0.8	475	380.00	E-mail correspondence with R. Ryan re: documents from Vortex server; call with G. Cooke re: third party guarantee; review of e-mail correspondence from I. Sutherland re: Mains Welding claim.
11/7/2017	Dew,Todd	1.5	250	375.00	Calls with SaskTel re: final bill; payment to Town of Carlyle re: final water and sewer account; calls with Town of Carlyle re: incorrect meter readings on final water bills; calls with Knight Archer to cancel insurance coverage.
11/7/2017	Warga,Brent M	0.5	475	237.50	Various file matters; direction to T. Dew.
11/9/2017	Dew,Todd	1.5	250	375.00	Daily file administration; bank reconciliation.
11/9/2017	Warga,Brent M	0.5	475	237.50	Review of Mains Welding Claim; call with C. Frith re: claim.
11/10/2017	Dew,Todd	1.5	250	375.00	Cancellation of insurance coverages; review of e-mail correspondence; discussions with J. Fritz re: file matters; processing of payables; daily file administration.
11/10/2017	Fritz,John Robert	0.5	375	187.50	Vortex insurance cancellation and direction to T. Dew.
11/14/2017	Dew,Todd	1.5	250	375.00	Emails to/from Archer Insurance re: cancellations of policies and directors policy; complete SGI policy cancellations; daily file administration; processing of GST return for October 2017.
11/15/2017	Dew,Todd	2.0	250	500.00	Amend GST return for October 2017; calls with Affinity Credit Union re: signing officer changes; processing of payables; opening of mail; deposits; review Service Canada payroll request; Email to Scott Delbridge re: sale of BOP.
11/15/2017	Fritz,John Robert	1.5	375	562.50	Compilation and review of documents for Purchaser re: Maintenance records, etc.
11/16/2017	Dew,Todd	0.4	250	100.00	Service Canada payroll inquiry.
11/16/2017	Dew,Todd	0.4	250	100.00	Scan and email new signing authorities to Affinity Credit Union.
11/16/2017	Dew,Todd	0.6	250	150.00	Disc with IT and J. Fritz re: QuickBooks Enterprise; e-mail internal IT re: accessing the Vortex QuickBooks file.
11/16/2017	Fritz,John Robert	0.7	375	262.50	Review of McDougall Gauley correspondence re: Mains Welding; commentary to B. Warga re: response.
11/16/2017	Warga,Brent M	1.3	475	617.50	Various file administration matters.
11/20/2017	Dew,Todd	0.4	250	100.00	Review GST returns; print cheque to Receiver General for GST remittance.
11/21/2017	Dew,Todd	0.4	250	100.00	Review refund from SGI re: the cancelled policies; daily file administration.
11/21/2017	Fritz,John Robert	0.7	375	262.50	R&D update; GST filing items; direction to T. Dew.
11/22/2017	Fritz,John Robert	0.5	375	187.50	SRED update; calculation of costs to complete; draft update to G. Cook.
11/22/2017	Dew,Todd	0.6	250	150.00	Processing of payables
11/22/2017	Warga,Brent M	1.2	475	570.00	Updates to R&D; call with G. Cooke; updates to Direction to Pay.
11/23/2017	Dew,Todd	0.2	250	50.00	Processing of payables
11/24/2017	Dew,Todd	0.3	250	75.00	Daily file administration.
11/27/2017	Dew,Todd	0.2	250	50.00	Email insurance cancellation documents to Keith Izsak.
11/27/2017	Warga,Brent M	0.4	475	190.00	Correspondence with G. Cooke re: transfer of funds; discussions with T. Dew.
11/30/2017	Dew,Todd	0.3	250	75.00	Call with Kelly (Bulletproof); e-mail to B. Warga and J. Fritz re: cancellation of hosting.
		51.6		\$ 16,625.00	



Invoice 8000057147

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: Rhonda Spencer
Affinity Credit Union
902 7 Ave N
Saskatoon SK S7K 3P4
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: March 23, 2018
Client No.: 1146967
WBS#: AFFC0003
Engagement Partner: Brent Warga
GST Registration: 122893605RT0001

For professional services rendered

Fees

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period December 1, 2017 to March 16, 2018:

B. Warga (7.3 hrs) - \$3,467.50
J. Fritz (6.6 hrs) - \$2,475.00
T. Dew (8.3 hrs) - \$2,075.00
Total (22.2 hrs) - \$8,017.50

GST applicable 8,017.50

Sales Tax

GST at 5.00% 400.88

Total Amount Due (CAD) 8,418.38

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - December 1, 2017 to March 16, 2018

Date	Name	Hours	Rate	Total	Description
12/4/2017	Dew, Todd	0.2	250	\$ 50.00	Daily file administration.
12/5/2017	Warga, Brent	0.4	475	190.00	Call with C. Frith re: Mains affidavit.
12/5/2017	Fritz, John	0.4	375	150.00	Review of Mains Welding Affidavit and call with C. Frith re: same and next steps.
12/5/2017	Dew, Todd	1.5	250	375.00	Assemble documents for CRA GST audit.
12/5/2017	Dew, Todd	0.2	250	50.00	Processing of payables.
12/7/2017	Dew, Todd	0.5	250	125.00	Processing of payables.
12/7/2017	Dew, Todd	0.2	250	50.00	Revise documents and fax GST audit information to CRA.
12/8/2017	Dew, Todd	0.3	250	75.00	Bank reconciliation.
12/11/2017	Dew, Todd	0.5	250	125.00	Call with CRA re: change of filing dates on Receiver GST return; file Nov 1-16, 2017 and Nov 17-30, 2017 GST returns.
12/12/2017	Dew, Todd	0.5	250	125.00	Call with WCB re: credit on file; draft refund request letter and email to WCB.
12/14/2017	Dew, Todd	0.2	250	50.00	Processing of payables.
12/18/2017	Warga, Brent	0.6	475	285.00	Updates to R&D and review of bank details.
1/2/2018	Dew, Todd	0.3	250	75.00	Send cheque to Affinity Credit Union for Deposit; post into Ascend.
1/2/2018	Warga, Brent	0.6	475	285.00	Draft e-mail response to C. Frith re: Mains Welding claim.
1/8/2018	Dew, Todd	0.2	250	50.00	Bank reconciliation.
1/9/2018	Dew, Todd	0.8	250	200.00	Call with CRA re: GST audit; email to B. Warga and J. Fritz re: GST audit; GST filing for December 2017.
1/18/2018	Dew, Todd	0.4	250	100.00	Discussions with J. Fritz re: GST refund; calls with CRA re: holdback of GST refund.
1/19/2018	Dew, Todd	0.2	250	50.00	Bank deposit.
1/23/2018	Dew, Todd	0.2	250	50.00	Call with CRA re: GST refund.
1/23/2018	Fritz, John	1.0	375	375.00	Drafting of the Receiver's Second Report.
1/24/2018	Fritz, John	0.7	375	262.50	Update R&D and realization schedule; banking and invoice items.
1/26/2018	Fritz, John	3.3	375	1,237.50	Drafting of Receiver's Second Report.
1/29/2018	Fritz, John	1.0	375	375.00	Drafting of Second Receiver's report.
1/30/2018	Dew, Todd	0.2	250	50.00	Call with CRA re: outstanding GST refund.
2/5/2018	Dew, Todd	0.3	250	75.00	Drafting section 246(3) BIA Report.
2/7/2018	Warga, Brent	1.3	475	617.50	Drafting of Second Report.
2/8/2018	Warga, Brent	2.3	475	1,092.50	Drafting of Second Report
2/9/2018	Dew, Todd	0.6	250	150.00	GST filing for January 2018; bank reconciliation.
2/13/2018	Dew, Todd	0.4	250	100.00	Call with CRA re: outstanding GST refunds; call with Ella Gagnon of CRA re: RT0002 GST refunds.
2/13/2018	Fritz, John	0.2	375	75.00	Second Report items; CRA research and review with B. Warga.
2/13/2018	Warga, Brent	2.1	475	997.50	Drafting Second Report.
3/6/2018	Dew, Todd	0.2	250	50.00	Calls with CRA re: employee EI verification.
3/7/2018	Dew, Todd	0.2	250	50.00	Bank reconciliation.
3/14/2018	Dew, Todd	0.2	250	50.00	Calls with CRA re: outstanding GST refunds.
		22.2		\$ 8,017.50	



Invoice 8000111471

Deloitte Restructuring Inc.

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Suite 2300
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Affinity Credit Union
902 7 Ave N
Saskatoon SK S7K 3P4
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: May 11, 2018
Client No.: 1146967
WBS#: AFFC0003
Engagement Partner: Brent Warga
GST Registration: 122893605RT0001

For professional services rendered

Fees

Professional services rendered in accordance with our appointment as Receiver by the Court of Queen's Bench for Saskatchewan on July 24, 2017. Time incurred for the period March 17, 2018 to May 6, 2018:

B. Warga (6.5 hrs) - \$3,087.50
J. Fritz (4.0 hrs) - \$1,500.00
T. Dew (2.4 hrs) - \$600.00
Total (12.9 hrs) - \$5,187.50

GST applicable 5,187.50

Sales Tax

GST at 5.00% 259.38

Total Amount Due (CAD) 5,446.88

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

VORTEX DRILLING LTD.
COURT APPOINTED RECEIVER
Time Summary - March 17, 2018 to May 6, 2018

Date	Name	Hours	Rate	Total	Description
3/22/2018	Warga, Brent	1.1	475	\$ 522.50	Updates to R&D; e-mail correspondence with I. Sutherland re: costs to complete.
3/23/2018	Warga, Brent	0.2	475	95.00	E-mail correspondence with G. Cooke re: R&D and interim distribution.
4/6/2018	Dew, Todd	0.4	250	100.00	Bank reconciliation; GST filing.
4/16/2018	Dew, Todd	2.0	250	500.00	Corporate Income Tax Return preparation.
4/19/2018	Warga, Brent	3.1	475	1,472.50	Drafting Second Report.
4/20/2018	Fritz, John	2.5	375	937.50	Finalize and file tax return.
4/30/2018	Warga, Brent	2.1	475	997.50	Updates to Second Report.
5/3/2018	Fritz, John	1.5	375	562.50	Review of Second Report; correspondence with counsel.
		12.9		\$ 5,187.50	

Exhibit I – Fees and Disbursements of the Receiver’s Legal Counsel

VORTEX DRILLING LTD.

SUMMARY OF LEGAL FEES AND DISBURSEMENTS
MCDUGALL GAULEY LLP

Date	Invoice #	Fees	Disbursements	GST	PST	Total	Hours
25-Aug-17	564367	\$ 16,351	\$ 7	\$ 818	\$ 981	\$ 18,157	35.5
28-Sep-17	566625	10,171	16	509	610	11,306	20.9
27-Oct-17	568438	56,612	430	2,849	3,397	63,288	137.8
30-Nov-17	570633	9,864	444	515	592	11,414	28.3
21-Dec-17	572375	809	-	40	49	897	2.2
7-May-18	581358	9,434	23	473	566	10,496	24.8
Total		\$ 103,239	\$ 920	\$ 5,205	\$ 6,194	\$ 115,558	249.5

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: August 25, 2017
Invoice No.: 564367
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.
FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
25/07/17	PEF	Briefing law - appeal process and stay orders from a receivership order	1.30	225.00	292.50
25/07/17	IAS	Correspondence to Warga re: judgment/funding of receivership	0.50	545.00	272.50
25/07/17	IAS	Correspondence to Lee re: Receivership Order	0.30	545.00	163.50
25/07/17	IAS	Telephone attendance on Strain re: interest payment	0.10	545.00	54.50
25/07/17	IAS	Telephone attendance on Strain re: interest payment	0.10	545.00	54.50
25/07/17	IAS	Correspondence to Strain re: interest payment	0.20	545.00	109.00
25/07/17	IAS	Telephone attendance on Warga	0.10	545.00	54.50
25/07/17	IAS	Telephone attendance on Warga re: receivership issues/moving rigs/funding payroll	0.30	545.00	163.50
25/07/17	IAS	To receipt of email from Olfert	0.10	545.00	54.50
25/07/17	IAS	Review of draft revised Receivership Order	0.40	545.00	218.00
25/07/17	IAS	Correspondence to Warga re: revised Receivership Order	0.20	545.00	109.00
25/07/17	IAS	To receipt of email from Warga re: revised Receivership Order	0.10	545.00	54.50
25/07/17	IAS	Correspondence to Olfert re: revised Receivership Order	0.20	545.00	109.00
26/07/17	IAS	Correspondence to Olfert re: form of Receivership Order	0.20	545.00	109.00
26/07/17	IAS	To receipt of email from Olfert re: form of Receivership Order	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Olfert and Lee re: form of Receivership Order	0.20	545.00	109.00
26/07/17	IAS	To receipt of email from Enns	0.10	545.00	54.50
26/07/17	IAS	Review of draft Order postponing AGM	0.20	545.00	109.00
26/07/17	IAS	Correspondence to Enns	0.20	545.00	109.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
26/07/17	IAS	To receipt of email from Warga re: form of Receivership Order	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Warga re: form of Receivership Order	0.20	545.00	109.00
26/07/17	IAS	Telephone attendance on Warga re: site issues/possible appeal	0.20	545.00	109.00
26/07/17	IAS	Telephone attendance on Lee re: Order	0.10	545.00	54.50
26/07/17	IAS	Telephone attendance on Strain re: interim financing	0.20	545.00	109.00
26/07/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Warga re: conference call with Judge	0.20	545.00	109.00
26/07/17	IAS	To receipt of email from Lee re: consent of Vortex	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Lee re: consent of Vortex	0.20	545.00	109.00
26/07/17	IAS	To receipt of email from Warga re: possible appeal	0.10	545.00	54.50
26/07/17	IAS	To receipt of email from Lee re: possible appeal	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Lee re: consent to order	0.10	545.00	54.50
26/07/17	IAS	To receipt of email from Lee re: consent to order	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Warga and Lee re: consent to order	0.10	545.00	54.50
26/07/17	IAS	Telephone attendance on Strain re: repayment of interim borrowings	0.20	545.00	109.00
26/07/17	IAS	Telephone attendance on Warga re: repayment of interim borrowings	0.10	545.00	54.50
26/07/17	IAS	Correspondence to Warga re: repayment of interim borrowings	0.10	545.00	54.50
27/07/17	PEF	Briefing law - corporate governance concerns regarding directors powers under a receivership	0.60	225.00	135.00
27/07/17	JOR	Review final receivership order	0.50	240.00	120.00
27/07/17	JOR	Consideration of necessity of employee returns	0.50	240.00	120.00
27/07/17	IAS	Correspondence to Warga re: Vortex consent to Receivership Order	0.10	545.00	54.50
27/07/17	IAS	To receipt of email from Lee re: Vortex consent to Receivership Order	0.10	545.00	54.50
27/07/17	IAS	Correspondence to Warga and Lee re: Vortex consent to Receivership Order	0.10	545.00	54.50
27/07/17	IAS	To receipt of email from Warga re: term sheet	0.10	545.00	54.50
27/07/17	IAS	To receipt of email from Geysen re: term sheet	0.10	545.00	54.50
27/07/17	IAS	Correspondence to Warga re: term sheet	0.30	545.00	163.50
27/07/17	IAS	Telephone attendance Lee re: term sheet	0.20	545.00	109.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
27/07/17	IAS	To receipt of email from Lee re: CCAA Order	0.10	545.00	54.50
27/07/17	IAS	Correspondence to Lee re: CCAA Order	0.20	545.00	109.00
27/07/17	IAS	To receipt of email from Warga re: term sheet	0.10	545.00	54.50
27/07/17	IAS	To receipt of email from Lee re: orders	0.10	545.00	54.50
27/07/17	IAS	Correspondence from Lee re: issued orders	0.10	545.00	54.50
27/07/17	IAS	Review of issued CCAA and Receiver's Orders	0.20	545.00	109.00
27/07/17	IAS	Correspondence from Warga re: release for employees	0.20	545.00	109.00
27/07/17	IAS	Review of draft release	0.30	545.00	163.50
27/07/17	IAS	Correspondence to Warga re: draft release	0.30	545.00	163.50
27/07/17	IAS	Correspondence to Lee re: draft release	0.30	545.00	163.50
28/07/17	JOR	Research law re: appointment of Receiver - effective date	0.40	240.00	96.00
28/07/17	JOR	Review email correspondence re: effect of receiver appointment	0.60	240.00	144.00
28/07/17	IAS	Correspondence from Warga re: Receivership Order	0.20	545.00	109.00
28/07/17	IAS	Correspondence to Warga re: Receivership Order	0.20	545.00	109.00
28/07/17	IAS	To revise draft materials	0.20	545.00	109.00
28/07/17	IAS	Telephone attendance on Warga re: release	0.10	545.00	54.50
28/07/17	IAS	To receipt of email from Warga re: release	0.10	545.00	54.50
28/07/17	IAS	Correspondence to Warga re: timing of receivership	0.20	545.00	109.00
28/07/17	IAS	To receipt of email from Warga re: release by employees	0.10	545.00	54.50
28/07/17	IAS	Telephone attendance on Warga re: release by employees	0.20	545.00	109.00
28/07/17	IAS	Correspondence to Warga re: timing of receivership/need for release	0.20	545.00	109.00
28/07/17	IAS	Correspondence to Warga re: term sheet / effective date of order	0.30	545.00	163.50
28/07/17	IAS	To receipt of email from Warga re: release	0.10	545.00	54.50
28/07/17	IAS	Correspondence to Warga re: release	0.10	545.00	54.50
28/07/17	IAS	To receipt of email from Warga re: release	0.10	545.00	54.50
28/07/17	IAS	Correspondence to Lee re: need for employee release	0.30	545.00	163.50
28/07/17	IAS	Correspondence to Warga re: need for employee release	0.20	545.00	109.00
28/07/17	IAS	Correspondence to Warga re: term sheet	0.20	545.00	109.00
28/07/17	IAS	Correspondence from Warga re:	0.20	545.00	109.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
		term sheet			
28/07/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
31/07/17	IAS	Correspondence from Warga re: term sheet from Affinity / employee releases	0.20	545.00	109.00
31/07/17	IAS	Correspondence to Warga re: term sheet from Affinity / employee releases	0.20	545.00	109.00
01/08/17	JOR	Review term sheet, receivership order re: payment of charges	0.50	240.00	120.00
01/08/17	IAS	Correspondence from Olfert	0.20	545.00	109.00
01/08/17	IAS	Review of term sheet	0.40	545.00	218.00
01/08/17	IAS	Review of receivership order re: changes	0.30	545.00	163.50
01/08/17	IAS	Review of interim receivership order re: changes	0.30	545.00	163.50
01/08/17	IAS	Correspondence to Warga re: changes to term sheet/procedure re: undertakings	0.30	545.00	163.50
01/08/17	IAS	To receipt of email from Warga re: closing of Affinity funding	0.10	545.00	54.50
01/08/17	IAS	Correspondence to Olfert re: closing of Affinity funding	0.10	545.00	54.50
01/08/17	IAS	To receipt of email from Olfert re: term sheet	0.10	545.00	54.50
01/08/17	IAS	Correspondence to Warga and Fritz	0.10	545.00	54.50
01/08/17	IAS	Telephone attendance with Warga	0.20	545.00	109.00
01/08/17	IAS	To receipt of email from Warga re: receivers certificate	0.10	545.00	54.50
01/08/17	IAS	Correspondence to Olfert re: funding of receiver	0.20	545.00	109.00
02/08/17	JOR	To receipt of demand for notice - Knight Archer	0.20	240.00	48.00
02/08/17	JOR	To receipt of demand for notice - Kendall's supply	0.20	240.00	48.00
02/08/17	IAS	To receipt of email from Kendall	0.10	545.00	54.50
02/08/17	IAS	Correspondence to Olfert re: funding of payroll	0.10	545.00	54.50
02/08/17	IAS	To receipt of email from Olfert re: funding of payroll	0.10	545.00	54.50
02/08/17	IAS	Correspondence to Olfert re: funding of payroll	0.10	545.00	54.50
02/08/17	IAS	To receipt of email from Lee re: service list	0.10	545.00	54.50
02/08/17	IAS	Correspondence to Lee re: service list	0.10	545.00	54.50
02/08/17	IAS	To receipt of email from Lee re: service list	0.10	545.00	54.50
02/08/17	IAS	To receipt of email from Warga re: funds of payroll	0.10	545.00	54.50
03/08/17	IAS	Correspondence from SaskEnergy	0.20	545.00	109.00
03/08/17	IAS	Correspondence to Warga re: utilities	0.20	545.00	109.00
03/08/17	IAS	To receipt of email from Home Hardware	0.10	545.00	54.50
03/08/17	IAS	To receipt of email from Lee re:	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
03/08/17	IAS	prospective purchaser Correspondence to Warga re: prospective purchaser	0.10	545.00	54.50
04/08/17	IAS	To receipt of Email from Warga Re; Utilities	0.10	545.00	54.50
08/08/17	IAS	To receipt of email from Martin - Do All Industries	0.10	545.00	54.50
08/08/17	IAS	Correspondence to Warga re: receivers borrowings	0.20	545.00	109.00
08/08/17	IAS	To receipt of email from Lee re: potential new operator	0.10	545.00	54.50
08/08/17	IAS	Correspondence from Heikkinen - potential new operator	0.10	545.00	54.50
08/08/17	IAS	Correspondence to Warga re: potential new operator	0.10	545.00	54.50
08/08/17	IAS	Correspondence from Lee re: service list/demands for notice	0.20	545.00	109.00
08/08/17	IAS	Correspondence to Lee re: service list/demands for notice	0.10	545.00	54.50
08/08/17	IAS	To receipt of email from Lee re: service list/demands for notice	0.10	545.00	54.50
08/08/17	IAS	Correspondence to Warga re: prospective purchaser	0.20	545.00	109.00
08/08/17	IAS	Correspondence from Warga re: sales process	0.20	545.00	109.00
08/08/17	IAS	Correspondence to Warga re: sales process	0.20	545.00	109.00
08/08/17	IAS	To receipt of email from Warga re: sales process	0.10	545.00	54.50
10/08/17	RJG	Review sales and information package	0.50	345.00	172.50
10/08/17	IAS	Correspondence from Southeast College	0.10	545.00	54.50
10/08/17	IAS	Correspondence from Fritz re: sales and information package	0.20	545.00	109.00
10/08/17	IAS	Review of invitation for offers	0.40	545.00	218.00
10/08/17	IAS	To review and revise terms and conditions of sale	0.60	545.00	327.00
10/08/17	IAS	To revise and update service list	0.40	545.00	218.00
10/08/17	IAS	To receipt of email from Fritz	0.10	545.00	54.50
10/08/17	IAS	Correspondence to Fritz	0.10	545.00	54.50
10/08/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
11/08/17	PEF	Review offer package	0.30	225.00	67.50
11/08/17	RJG	Document preparation - to revise sale and information package	0.45	345.00	155.25
11/08/17	IAS	Correspondence to Fritz re: amendments to sales and information package	0.30	545.00	163.50
11/08/17	IAS	Correspondence from Warga re: S & I package	0.10	545.00	54.50
11/08/17	IAS	To further revisions to draft sales and information package	0.60	545.00	327.00
11/08/17	IAS	Correspondence to Warga and Fritz re: sales and information package	0.20	545.00	109.00
11/08/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
11/08/17	IAS	Correspondence from Anderson -	0.20	545.00	109.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
11/08/17	IAS	lawyer for Vortex Review of offer to purchase Affinity security	0.50	545.00	272.50
11/08/17	IAS	Correspondence to Warga and Fritz	0.30	545.00	163.50
11/08/17	IAS	Correspondence to Lee re: Vortex offer	0.20	545.00	109.00
11/08/17	IAS	Telephone attendance on Lee	0.10	545.00	54.50
11/08/17	IAS	To receipt of email from Fritz re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	Correspondence to Fritz and Warga re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	To receipt of email from Fritz re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	To receipt of email from Fritz re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	Correspondence to Fritz re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	To receipt of email from Fritz re: Vortex offer	0.10	545.00	54.50
11/08/17	IAS	To receipt of email from Warga re: Vortex offer	0.10	545.00	54.50
13/08/17	JOR	Review file, correspondence re: demands, sales package, offer	1.40	240.00	336.00
14/08/17	PEF	Review email correspondence re: Offer to Purchase	0.10	225.00	22.50
14/08/17	JOR	Update service list	0.60	240.00	144.00
14/08/17	JOR	To receipt of demand for notice	0.50	240.00	120.00
14/08/17	IAS	Telephone attendance on Warga re: Vortex offer	0.10	545.00	54.50
14/08/17	IAS	To receipt of email from Warga re: Vortex offer	0.10	545.00	54.50
14/08/17	IAS	Telephone attendance on Warga and Fritz re: Vortex offer	0.30	545.00	163.50
14/08/17	IAS	Correspondence to Warga and Fritz re: Vortex offer	0.30	545.00	163.50
14/08/17	IAS	Correspondence from Warga re: Vortex offer	0.20	545.00	109.00
14/08/17	IAS	Correspondence from Warga re: Affinity declining Vortex proposal	0.20	545.00	109.00
14/08/17	IAS	Correspondence to Cooke re: Affinity declining Vortex proposal	0.20	545.00	109.00
14/08/17	IAS	Telephone attendance on Lee re: Affinity declining Vortex proposal	0.10	545.00	54.50
14/08/17	IAS	Correspondence from Lee re: Affinity declining Vortex proposal	0.20	545.00	109.00
14/08/17	IAS	Correspondence to Warga re: sales package	0.20	545.00	109.00
14/08/17	IAS	To receipt of email from Warga re: sales process	0.10	545.00	54.50
15/08/17	IAS	Correspondence to Warga re: Vortex offer	0.20	545.00	109.00
16/08/17	JOR	To receipt of demand for notice - Mains Welding Ltd.	0.10	240.00	24.00
17/08/17	JOR	To receipt of demand for notice - SMS Equipment	0.10	240.00	24.00
18/08/17	JOR	To receipt of demand for notice -	0.20	240.00	48.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
18/08/17	JOR	Vortex shareholders To receipt of demand for notice - Turcotte	0.20	240.00	48.00
18/08/17	JOR	To receipt of demand for notice - Mazenc	0.20	240.00	48.00
22/08/17	JOR	Consideration of credit bid process	0.50	240.00	120.00

TOTAL FEES: \$16,350.75

DISBURSEMENTS AND OTHER CHARGES:

Long Distance*	0.40
Document Copying*	5.60
Travel Expense*	0.95

TOTAL DISBURSEMENTS: \$6.95

*GST applicable

GST @ 5.00% on fees and taxable disbursements: 817.89
 Provincial Sales Tax on fees: 981.05

TOTAL FEES, DISBURSEMENTS & TAXES: \$18,156.64

This is our account herein
 McDougall Gauley LLP - Saskatoon

Per: 
 Ian A. Sutherland

IAS/CGG
 E&OE

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: September 28, 2017
Invoice No.: 566625
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.
FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
07/07/17	IAS	Telephone attendance on Strain re: amount of draw	0.10	545.00	54.50
07/07/17	IAS	Telephone attendance on Strain re: amount of draw	0.10	545.00	54.50
07/07/17	IAS	Telephone attendance on Williams	0.10	545.00	54.50
07/07/17	IAS	To receipt of email from Warga re: employee reimbursement	0.10	545.00	54.50
07/07/17	IAS	Correspondence to Warga re: position of Vortex counsel	0.10	545.00	54.50
07/07/17	IAS	Telephone attendance on Williams	0.10	545.00	54.50
07/07/17	IAS	Telephone attendance on Fritz	0.10	545.00	54.50
07/07/17	IAS	Correspondence to Cooke, Gary - Affinity	0.20	545.00	109.00
07/07/17	IAS	Correspondence to on Fritz re: amount of payroll cheque	0.10	545.00	54.50
07/07/17	IAS	Correspondence to Strain	0.10	545.00	54.50
07/07/17	IAS	To receipt of email from Strain	0.10	545.00	54.50
07/07/17	IAS	Correspondence to Fritz re: payroll cheque	0.10	545.00	54.50
07/07/17	IAS	To receipt of email from Fritz	0.10	545.00	54.50
07/07/17	IAS	Correspondence to Fritz	0.10	545.00	54.50
07/07/17	IAS	Telephone attendance on Warga and Fritz	0.20	545.00	109.00
07/07/17	IAS	To receipt of email from Warga re: payroll options	0.10	545.00	54.50
22/08/17	IAS	To receipt of email from Lee	0.10	545.00	54.50
22/08/17	IAS	Review of materials re: Raw Energy Resources Group offer	0.30	545.00	163.50
22/08/17	IAS	Correspondence to Warga re: Raw communication	0.20	545.00	109.00
22/08/17	IAS	Correspondence from Lee re: credit bid	0.20	545.00	109.00
22/08/17	IAS	Correspondence to Warga and Fritz re: credit bid	0.20	545.00	109.00
22/08/17	IAS	Briefing law re: credit bid - protection for receiver	0.60	545.00	327.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
23/08/17	JOR	Research law re: credit bid process	0.40	240.00	96.00
23/08/17	JOR	Review sales package re: credit bids, confidentiality	0.40	240.00	96.00
23/08/17	IAS	Telephone attendance on Warga re: credit bid	0.10	545.00	54.50
23/08/17	IAS	Briefing law re: conditions under which credit bid is appropriate	0.50	545.00	272.50
23/08/17	IAS	Preparation for conference call with Affinity and counsel	0.50	545.00	272.50
23/08/17	IAS	Telephone attendance on Warga re: credit bid	0.10	545.00	54.50
23/08/17	IAS	To receipt of email from Warga re: Affinity call	0.10	545.00	54.50
23/08/17	IAS	Correspondence to Lee	0.20	545.00	109.00
23/08/17	IAS	To receipt of email from Fritz re: prospective purchaser	0.10	545.00	54.50
23/08/17	IAS	To receipt of email from Langen re: Raw offer	0.10	545.00	54.50
23/08/17	IAS	Telephone attendance on Warga re: credit bid	0.20	545.00	109.00
23/08/17	IAS	To receipt of email from Lee re: credit bid	0.10	545.00	54.50
23/08/17	IAS	To receipt of email from Olfert re: payment of costs	0.10	545.00	54.50
23/08/17	IAS	Review of Radius priority agreement	0.20	545.00	109.00
24/08/17	JOR	Preparation for conference call re: credit bid	0.30	240.00	72.00
24/08/17	JOR	Telephone attendance on Affinity representatives, receiver re: credit bid process	0.50	240.00	120.00
24/08/17	IAS	Preparation for conference call	0.50	545.00	272.50
24/08/17	IAS	Telephone attendance on Lee, Polkinghorne, Cooke, Warga and Fritz	0.50	545.00	272.50
28/08/17	JOR	To updating service list	0.40	240.00	96.00
31/08/17	IAS	To receipt of email from Lee re: service list	0.10	545.00	54.50
31/08/17	IAS	To receipt of email from Lee re: Radius accounts receivable	0.10	545.00	54.50
31/08/17	IAS	Correspondence to Lee re: Radius accounts receivable	0.10	545.00	54.50
31/08/17	IAS	Correspondence to Warga	0.20	545.00	109.00
31/08/17	IAS	Correspondence to Lee re: Radius priority	0.20	545.00	109.00
31/08/17	IAS	To receipt of email from Lee re: Radius priority	0.10	545.00	54.50
01/09/17	JOR	To receipt of demand for notice - Con's Energy	0.20	240.00	48.00
01/09/17	IAS	To receipt of email from Warga re: Radius fees	0.10	545.00	54.50
01/09/17	IAS	To receipt of email from Warga re: Turcotte settlement	0.10	545.00	54.50
01/09/17	IAS	Review of issues re: Turcotte settlement	0.20	545.00	109.00
01/09/17	IAS	Correspondence to Warga re:	0.20	545.00	109.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
01/09/17	IAS	Turcotte settlement To receipt of email from Warga re: Turcotte settlement	0.10	545.00	54.50
01/09/17	IAS	Correspondence to Warga re: Turcotte settlement	0.10	545.00	54.50
01/09/17	IAS	To receipt of email from Warga re: collection A/R/Radius priority agreement	0.10	545.00	54.50
05/09/17	JOR	Email from Ross re: share dispute	0.20	240.00	48.00
08/09/17	JOR	Review offer summary	0.20	240.00	48.00
08/09/17	JOR	Telephone attendance on Warga re: consideration of offers	0.40	240.00	96.00
08/09/17	IAS	Correspondence to Warga re: results of sales process	0.10	545.00	54.50
08/09/17	IAS	To receipt of email from Warga re: results of sales process	0.10	545.00	54.50
08/09/17	IAS	To receipt of email from Fritz	0.10	545.00	54.50
08/09/17	IAS	Review of summary of bids - sales process	0.40	545.00	218.00
08/09/17	IAS	Preparation for conference call	0.30	545.00	163.50
08/09/17	IAS	Telephone attendance on Fritz and Warga	0.40	545.00	218.00
11/09/17	IAS	Telephone attendance on Lee re: Radius issue	0.10	545.00	54.50
11/09/17	IAS	Correspondence to Lee re: Radius issue	0.20	545.00	109.00
11/09/17	IAS	Correspondence to Warga re: Radius issue	0.20	545.00	109.00
12/09/17	JOR	Review offer to purchase - Korf	0.40	240.00	96.00
12/09/17	IAS	Correspondence to Warga re: sale options	0.10	545.00	54.50
12/09/17	IAS	To receipt of email from Warga re: sale options	0.10	545.00	54.50
12/09/17	IAS	Correspondence from Warga re: new Korf offer	0.20	545.00	109.00
12/09/17	IAS	Correspondence to Warga re: new Korf offer	0.10	545.00	54.50
12/09/17	IAS	To receipt of email from Warga re: new Korf offer	0.10	545.00	54.50
15/09/17	IAS	To receipt of email from Lee	0.10	545.00	54.50
15/09/17	IAS	Review of Radius Security Agreement	0.20	545.00	109.00
19/09/17	IAS	Telephone attendance on Warga and Fritz	0.40	545.00	218.00
22/09/17	IAS	Correspondence from Olfert re: new offer from Korf	0.20	545.00	109.00
22/09/17	IAS	Review of amended offer to purchase	0.20	545.00	109.00
22/09/17	IAS	Correspondence to Olfert re: amended offer to purchase	0.20	545.00	109.00
22/09/17	IAS	Correspondence from Olfert re: amended offer to purchase	0.20	545.00	109.00
22/09/17	IAS	Correspondence to Warga re: amended offer to purchase	0.10	545.00	54.50
22/09/17	IAS	To receipt of email from Warga re: amended offer to purchase	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
22/09/17	IAS	Correspondence to Warga re: amended offer to purchase	0.10	545.00	54.50
22/09/17	IAS	To receipt of email from Warga re: amended offer to purchase	0.10	545.00	54.50
22/09/17	IAS	To receipt of email from Warga re: prospective sale	0.10	545.00	54.50
22/09/17	IAS	Correspondence to Warga re: prospective sale	0.10	545.00	54.50
22/09/17	IAS	To receipt of email from Warga re: prospective sale	0.10	545.00	54.50
22/09/17	IAS	Correspondence to Warga re: prospective sale	0.10	545.00	54.50
25/09/17	JOR	Email from Warga re: security documents	0.10	240.00	24.00
25/09/17	JOR	Email to Warga re: security documents	0.10	240.00	24.00
25/09/17	JOR	Email to Olfert re: security documents	0.10	240.00	24.00
25/09/17	JOR	Email from Olfert re: security documents	0.10	240.00	24.00
25/09/17	IAS	To receipt of email from Warga re: review of Radius security	0.10	545.00	54.50
25/09/17	IAS	Correspondence to Warga re: review of Radius security	0.10	545.00	54.50
25/09/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
26/09/17	JOR	Email from Kordel Korf counsel re: offer	0.10	240.00	24.00
26/09/17	JOR	Review offer to purchase - Kordel Korf	0.10	240.00	24.00
26/09/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
26/09/17	IAS	Review of Affinity letter	0.10	545.00	54.50
26/09/17	IAS	Review of letter of offer	0.20	545.00	109.00
26/09/17	IAS	To receipt of email from Olfert	0.10	545.00	54.50
27/09/17	IAS	Correspondence to Warga	0.10	545.00	54.50
27/09/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
27/09/17	IAS	Correspondence to Warga	0.10	545.00	54.50
27/09/17	IAS	To receipt of email from Anderson	0.10	545.00	54.50
27/09/17	IAS	Review of amended offer	0.10	545.00	54.50
27/09/17	IAS	Correspondence to Warga re: counter proposal	0.20	545.00	109.00
27/09/17	IAS	To receipt of email from Olfert	0.10	545.00	54.50
27/09/17	IAS	Telephone attendance on Warga re: counter proposal	0.10	545.00	54.50
27/09/17	IAS	Correspondence to Warga re: counter proposal	0.10	545.00	54.50
27/09/17	IAS	Telephone attendance on Warga and Fritz	0.30	545.00	163.50
27/09/17	IAS	To receipt of email from Warga re: counter proposal	0.10	545.00	54.50
27/09/17	IAS	Review of draft letters to Matrix and Kerr	0.20	545.00	109.00
27/09/17	IAS	Correspondence to Warga re: draft letters to Matrix and Kerr	0.20	545.00	109.00
27/09/17	IAS	To receipt of email from Olfert re: draft letters to Matrix and Kerr	0.10	545.00	54.50
27/09/17	IAS	To receipt of email from	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
27/09/17	IAS	Polkinghorne re: counter proposal To receipt of email from Warga re: delay in response	0.10	545.00	54.50
27/09/17	IAS	Correspondence to Olfert and Warga re: extension of the reply to counter proposal	0.20	545.00	109.00
27/09/17	IAS	Correspondence from Olfert re: extension of reply to counter proposal	0.20	545.00	109.00
27/09/17	IAS	Correspondence to Olfert re: extension of reply to counter proposal	0.20	545.00	109.00
27/09/17	IAS	Correspondence to Olfert re: extension of reply to counter proposal	0.10	545.00	54.50
27/09/17	IAS	To receipt of email from Warga re: extension of reply to counter proposal	0.10	545.00	54.50

TOTAL FEES: \$10,170.50

DISBURSEMENTS AND OTHER CHARGES:


Long Distance* 15.60

TOTAL DISBURSEMENTS: \$15.60
*GST applicable

GST @ 5.00% on fees and taxable disbursements: 509.31
Provincial Sales Tax on fees: 610.23

TOTAL FEES, DISBURSEMENTS & TAXES: \$11,305.64

This is our account herein
McDougall Gauley LLP - Saskatoon

Per: 
Ian A. Sutherland

IAS/CGG
E&OE

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: October 27, 2017
Invoice No.: 568438
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
12/09/17	IAS	To receipt of email from Warga re: Korf offer	0.10	545.00	54.50
12/09/17	IAS	Review of new Korf offer	0.30	545.00	163.50
12/09/17	IAS	Correspondence to Warga re: new Korf offer	0.10	545.00	54.50
28/09/17	PEF	Review correspondence pertaining to potential sale of assets	0.30	225.00	67.50
28/09/17	JOR	Telephone call from Kemmer re: equipment	0.20	240.00	48.00
28/09/17	IAS	To receipt of email from Warga re: deadline for reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	Correspondence to McGuire re: deadline for reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Olfert re: deadline for reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	Correspondence to Olfert and Warga re: deadline for reply to counter proposal	0.20	545.00	109.00
28/09/17	IAS	To receipt of email from Warga re: court time	0.10	545.00	54.50
28/09/17	IAS	Correspondence to Warga re: court time	0.20	545.00	109.00
28/09/17	IAS	To receipt of email from Warga re: timing of reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Polkinghorne re: timing of reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Olfert re: timing of reply to counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Polkinghorne re: counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Warga re: counter proposal	0.10	545.00	54.50

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
28/09/17	IAS	Correspondence from Kemmer - Taylor Oil Tool Inc.	0.20	545.00	109.00
28/09/17	IAS	Correspondence to Warga re: survey systems	0.20	545.00	109.00
28/09/17	IAS	Telephone attendance on Kemmer re: survey claim	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Kemmer re: survey claim	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Warga re: timing of counter proposal	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Polkinghorne re: board approval	0.10	545.00	54.50
28/09/17	IAS	To receipt of email from Warga re: board approval	0.10	545.00	54.50
28/09/17	IAS	Correspondence from Fritz re: Taylor claim	0.20	545.00	109.00
28/09/17	IAS	Correspondence to Fritz re: Taylor claim	0.20	545.00	109.00
28/09/17	IAS	Correspondence from Anderson re: Korf proposal	0.20	545.00	109.00
29/09/17	IAS	To receipt of email from Olfert re: Korf offer	0.10	545.00	54.50
29/09/17	IAS	To receipt of email from Spencer re: Korf offer	0.10	545.00	54.50
29/09/17	IAS	To receipt of email from Olfert re: Korf offer	0.10	545.00	54.50
29/09/17	IAS	To receipt of email from Warga re: Korf offer	0.10	545.00	54.50
02/10/17	PEF	Review Matrix and Vortex orders	0.30	225.00	67.50
02/10/17	JOR	Telephone attendance on Receiver re: offers to purchase	0.50	240.00	120.00
02/10/17	JOR	Consideration of asset purchase agreement requirements	0.50	240.00	120.00
02/10/17	JOR	Review offer and counter-offer - Matrix	0.30	240.00	72.00
02/10/17	IAS	Correspondence to Olfert re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	Correspondence to email from Olfert re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	Correspondence to Lee re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	Correspondence from Olfert re: pending Korf offer	0.20	545.00	109.00
02/10/17	IAS	Review of email exchange re: pending Korf offer	0.20	545.00	109.00
02/10/17	IAS	To receipt of email from Warga re: Matrix offer	0.10	545.00	54.50
02/10/17	IAS	To review and consider implications of Matrix offer	0.50	545.00	272.50
02/10/17	IAS	Preparation for conference call re: Matrix v. Korf offers	0.50	545.00	272.50
02/10/17	IAS	Correspondence to Olfert re: court time for pending applications	0.20	545.00	109.00
02/10/17	IAS	To receipt of email from Olfert re: court time for pending applications	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Anderson	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
		re: court time for pending application			
02/10/17	IAS	Review of most current Korf offer	0.40	545.00	218.00
02/10/17	IAS	Telephone attendance on Cooke, Warga, Fritz, Olfert re: counter proposals	0.40	545.00	218.00
02/10/17	IAS	Telephone attendance on Cooke, Warga, Fritz & Olfert	0.50	545.00	272.50
02/10/17	IAS	Correspondence to Fritz and Warga re: counter proposal/timing of removal of conditions	0.30	545.00	163.50
02/10/17	IAS	To receipt of email from Warga re: counter proposal	0.10	545.00	54.50
02/10/17	IAS	To review and revise draft counter proposal	0.40	545.00	218.00
02/10/17	IAS	To receipt of email from Warga re: draft counter proposal	0.10	545.00	54.50
02/10/17	IAS	Correspondence to Warga re: draft counter proposal	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Polkinghorne re: draft counter proposal	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Warga re: draft counter proposal	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Warga re: counter proposal	0.10	545.00	54.50
02/10/17	IAS	Correspondence to Warga re: counter proposal	0.20	545.00	109.00
02/10/17	IAS	To receipt of email from Olfert re: counter proposal	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Warga re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	Correspondence to Warga re: Korf offer	0.20	545.00	109.00
02/10/17	IAS	Correspondence from Warga re: amendment to Matrix agreement	0.20	545.00	109.00
02/10/17	IAS	Review of proposed amendments to Matrix agreement	0.30	545.00	163.50
02/10/17	IAS	Correspondence to Warga re: proposed amendments to Matrix agreement	0.20	545.00	109.00
02/10/17	IAS	To receipt of email from Warga re: proposed amendments to Matrix agreement	0.10	545.00	54.50
02/10/17	IAS	Correspondence to Warga re: proposed amendments to Matrix agreement	0.10	545.00	54.50
02/10/17	IAS	Telephone attendance on Warga	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Olfert re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	To receipt of email from Fritz re: Korf offer	0.10	545.00	54.50
02/10/17	IAS	Correspondence from Warga re: Matrix timing concerns	0.20	545.00	109.00
02/10/17	IAS	Correspondence to Warga re: Matrix timing concerns	0.30	545.00	163.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
03/10/17	JOR	Document preparation of asset purchase agreement	1.20	240.00	288.00
03/10/17	IAS	Correspondence to Warga re: consideration for Asset Purchase Agreement	0.30	545.00	163.50
03/10/17	IAS	To receipt of email from Warga re: Matrix offer	0.10	545.00	54.50
03/10/17	IAS	Review of executed letter agreement	0.20	545.00	109.00
03/10/17	IAS	To receipt of email from Olfert re: executed letter agreement	0.10	545.00	54.50
03/10/17	IAS	Correspondence to Olfert/Warga re: executed letter agreement	0.10	545.00	54.50
03/10/17	IAS	Review of Korf/Anderson letter	0.10	545.00	54.50
03/10/17	IAS	To receipt of email from Warga re: APA	0.10	545.00	54.50
03/10/17	IAS	To review and revise draft APA	1.10	545.00	599.50
03/10/17	IAS	To receipt of email from Warga re: APA	0.10	545.00	54.50
03/10/17	IAS	Correspondence to Warga re: APA	0.20	545.00	109.00
04/10/17	JOR	Document preparation of asset purchase agreement	2.30	240.00	552.00
04/10/17	JOR	To updating service list	0.10	240.00	24.00
04/10/17	JOR	Telephone call from Grayson (interested purchaser) re: Vortex rigs	0.10	240.00	24.00
04/10/17	JOR	Email to Warga re: Grayson	0.10	240.00	24.00
04/10/17	JOR	Document preparation of asset purchase agreement	0.60	240.00	144.00
04/10/17	JOR	Review Affinity and Radius security -opinion	0.90	240.00	216.00
04/10/17	JOR	Document preparation of security opinion - Affinity	0.70	240.00	168.00
04/10/17	IAS	Correspondence from Warga re: APA	0.20	545.00	109.00
04/10/17	IAS	Correspondence to Warga re: APA	0.20	545.00	109.00
04/10/17	IAS	To revise and finalize APA	1.90	545.00	1,035.50
04/10/17	IAS	Correspondence to Warga re: APA edits	0.50	545.00	272.50
04/10/17	IAS	To receipt of email from Warga re: APA	0.10	545.00	54.50
04/10/17	IAS	Correspondence to Warga re: APA	0.10	545.00	54.50
04/10/17	IAS	To review and update Service List	0.30	545.00	163.50
04/10/17	IAS	Review of materials re: sale transaction	0.40	545.00	218.00
04/10/17	IAS	To receipt of email from Warga re: draft APA	0.10	545.00	54.50
04/10/17	IAS	Review of additional amendments	0.30	545.00	163.50
05/10/17	JOR	Document preparation of security opinion - Affinity	1.50	240.00	360.00
05/10/17	IAS	Telephone attendance on Metivier - Registrar	0.20	545.00	109.00
05/10/17	IAS	Correspondence to Metivier re: court availability for application to confirm sale	0.30	545.00	163.50
05/10/17	IAS	To finalize revisions to APA	0.60	545.00	327.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
05/10/17	IAS	To receipt of email from Warga re: APA	0.10	545.00	54.50
05/10/17	IAS	To receipt of email from Warga re: court date	0.10	545.00	54.50
05/10/17	IAS	Correspondence to Warga re: court date	0.10	545.00	54.50
06/10/17	IAS	Telephone attendance on Warga re: financing issues	0.10	545.00	54.50
06/10/17	IAS	Telephone attendance on Metivier re: court date	0.20	545.00	109.00
06/10/17	IAS	Telephone attendance on Warga re: court date	0.20	545.00	109.00
06/10/17	IAS	Review of Matrix communications	0.20	545.00	109.00
06/10/17	IAS	Review of equity injection terms and conditions	0.30	545.00	163.50
06/10/17	IAS	Review of ATB term sheet	0.20	545.00	109.00
06/10/17	IAS	Telephone attendance on Metivier	0.10	545.00	54.50
06/10/17	IAS	Correspondence from Warga re: extension of financing condition	0.20	545.00	109.00
06/10/17	IAS	Correspondence to Warga re: extension of financing condition	0.20	545.00	109.00
06/10/17	IAS	To receipt of email from Warga re: extension of financing condition	0.10	545.00	54.50
06/10/17	IAS	Correspondence to Warga and Lee re: timing of application to confirm sale	0.20	545.00	109.00
06/10/17	IAS	To receipt of email from Lee re: timing of application to confirm sale	0.10	545.00	54.50
06/10/17	IAS	Correspondence to Lee and Warga re: timing of application to confirm sale	0.20	545.00	109.00
06/10/17	IAS	To receipt of email from Lee re: timing of application confirm sale	0.10	545.00	54.50
06/10/17	IAS	Correspondence to Olfert re: timing of application to confirm sale	0.20	545.00	109.00
06/10/17	IAS	To receipt of email from Warga re: court date	0.10	545.00	54.50
08/10/17	IAS	Correspondence to Warga re: position of Matrix on draft APA	0.20	545.00	109.00
08/10/17	IAS	To receipt of email from Warga re: position of Matrix on draft APA	0.10	545.00	54.50
08/10/17	IAS	To receipt of email from Warga re: hearing date	0.10	545.00	54.50
08/10/17	IAS	Correspondence to Warga re: hearing date	0.20	545.00	109.00
09/10/17	JOR	Document preparation of application to abridge service	0.50	240.00	120.00
09/10/17	JOR	Consideration of necessary materials - application to confirm sale	0.30	240.00	72.00
10/10/17	CPF	Review draft materials - application to abridge the time for service	0.30	305.00	91.50
10/10/17	JOR	Document preparation of application to abridge service	0.40	240.00	96.00
10/10/17	JOR	Email to Warga re: abridge service	0.10	240.00	24.00

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
10/10/17	JOR	application Consideration of necessity of including confidential report on abridge service application	0.20	240.00	48.00
10/10/17	JOR	Document preparation - finalize application to abridge service	0.30	240.00	72.00
10/10/17	JOR	Correspondence to court re: filing application	0.20	240.00	48.00
10/10/17	JOR	Document preparation of notice of application - sale order	1.60	240.00	384.00
10/10/17	IAS	To review and revise draft materials	0.50	545.00	272.50
10/10/17	IAS	To review and revise draft materials for application to abridge service	0.60	545.00	327.00
10/10/17	IAS	To receipt of email from Warga re: timing for filing materials	0.10	545.00	54.50
10/10/17	IAS	Correspondence to Warga re: timing for filing materials	0.10	545.00	54.50
11/10/17	JOR	Review and comment on APA	0.80	240.00	192.00
11/10/17	JOR	Document preparation of application materials - confirm sale	1.60	240.00	384.00
11/10/17	IAS	Correspondence to Warga re: discharge of Receiver	0.20	545.00	109.00
11/10/17	IAS	Correspondence from Warga re: discharge of Receiver	0.20	545.00	109.00
11/10/17	IAS	Correspondence to Warga re: need to obtain discharge in Order sought	0.20	545.00	109.00
11/10/17	IAS	To receipt of email from Warga re: need to obtain discharge in Order sought	0.10	545.00	54.50
11/10/17	IAS	Correspondence from Warga	0.20	545.00	109.00
11/10/17	IAS	Telephone attendance on Fritz and Warga	0.20	545.00	109.00
11/10/17	IAS	Review of additional proposed revisions to APA	0.30	545.00	163.50
12/10/17	PEF	Consideration of issues pertaining to Court application to confirm sale to Vortex	0.20	225.00	45.00
12/10/17	PEF	Consideration of issues re: commercial liens being registered against property	0.20	225.00	45.00
12/10/17	JOR	Document preparation of notice of application (sale order), draft order, publication ban materials	1.50	240.00	360.00
12/10/17	JOR	Review and comment re: APA	0.20	240.00	48.00
12/10/17	JOR	Review updated PPR search - Vortex	0.20	240.00	48.00
12/10/17	JOR	Correspondence to Bank Act registry re: Vortex	0.20	240.00	48.00
12/10/17	JOR	Review PPSA search - commercial lien	0.20	240.00	48.00
12/10/17	JOR	Briefing law re: Commercial Liens Act re: enforceability	0.60	240.00	144.00
12/10/17	JOR	Review first report of the Receiver	0.30	240.00	72.00
12/10/17	JOR	Document preparation of security opinion - Affinity	1.00	240.00	240.00
12/10/17	IAS	To receipt of email from Ryan,	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
12/10/17	IAS	Nick re: other APA comments			
12/10/17	IAS	Review of proposed additional APA amendments	0.30	545.00	163.50
12/10/17	IAS	Correspondence to Warga and Fritz re: APA amendments	0.30	545.00	163.50
12/10/17	IAS	To receipt of email from Warga re: adjustment to purchase price	0.10	545.00	54.50
12/10/17	IAS	Correspondence to Warga re: adjustment to purchase price	0.20	545.00	109.00
12/10/17	IAS	Correspondence to Calyniuk re: adjustment to purchase price	0.10	545.00	54.50
12/10/17	IAS	To receipt of email from Ryan re: early possession	0.10	545.00	54.50
12/10/17	IAS	Telephone attendance on Fritz and Warga	0.20	545.00	109.00
12/10/17	IAS	Review of Personal Property Registry search results	0.40	545.00	218.00
12/10/17	IAS	Correspondence to Warga re: lien by Mains Welding Ltd.	0.20	545.00	109.00
12/10/17	IAS	Correspondence from Warga re: final amendments to APA	0.20	545.00	109.00
12/10/17	IAS	Correspondence to Warga re: final amendments to APA	0.20	545.00	109.00
12/10/17	IAS	To receipt of email from Warga re: lien issue	0.10	545.00	54.50
12/10/17	IAS	To receipt of email from Warga re: first report	0.10	545.00	54.50
12/10/17	IAS	To issue Order abridging service	0.10	545.00	54.50
12/10/17	IAS	Correspondence to Warga re: Order abridging service	0.10	545.00	54.50
12/10/17	IAS	To receipt of email from Warga re: first report	0.10	545.00	54.50
13/10/17	PEF	Review Receivers Report	0.20	225.00	45.00
13/10/17	CPF	Correspondence to Queen's Bench confirming court date	0.20	305.00	61.00
13/10/17	CPF	To receipt of issued order abridging time for service	0.10	305.00	30.50
13/10/17	JOR	Document preparation of security opinion	0.60	240.00	144.00
13/10/17	JOR	Review Receivers report and confidential report	0.60	240.00	144.00
13/10/17	IAS	Correspondence to Warga re: Korf communication	0.20	545.00	109.00
13/10/17	IAS	To receipt of email from Korf re: Korf communication	0.10	545.00	54.50
13/10/17	IAS	Briefing law re: applicability of PST	0.50	545.00	272.50
13/10/17	IAS	To consider issues re: form of relief sought/need for independent review	0.50	545.00	272.50
13/10/17	IAS	To receipt of email from Ryan	0.10	545.00	54.50
13/10/17	IAS	Review of executed Asset Purchase Agreement	0.30	545.00	163.50
13/10/17	IAS	Correspondence to Metivier - Registrar re: court application/timing	0.20	545.00	109.00
13/10/17	IAS	Correspondence to Lee re: whether	0.10	545.00	54.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
13/10/17	IAS	Affinity filing materials			
13/10/17	IAS	To receipt of email from Struthers - Radius	0.10	545.00	54.50
13/10/17	IAS	To review and revise draft confidential report of receiver	2.30	545.00	1,253.50
13/10/17	IAS	Correspondence to Fritz and Warga	0.50	545.00	272.50
13/10/17	IAS	To further revisions to draft materials	0.50	545.00	272.50
15/10/17	CPF	Review and analyze draft receiver reports - comments	1.50	305.00	457.50
15/10/17	IAS	To receipt of email from Lee re: Order abridging service	0.10	545.00	54.50
15/10/17	IAS	Correspondence to Lee re: Order abridging service	0.10	545.00	54.50
15/10/17	IAS	To review and revise draft security opinion	0.20	545.00	109.00
15/10/17	IAS	Correspondence to Lee re: need for independent security review	0.20	545.00	109.00
15/10/17	IAS	To receipt of email from Lee re: need for independent security review	0.10	545.00	54.50
15/10/17	IAS	Correspondence to Lee re: need for independent security review	0.10	545.00	54.50
15/10/17	IAS	Correspondence to Warga re: need to immediately pay out Affinity	0.20	545.00	109.00
15/10/17	IAS	To review and revise draft security opinion	1.40	545.00	763.00
15/10/17	IAS	Review of security/search results	0.50	545.00	272.50
15/10/17	IAS	To review and revise draft First Report	2.80	545.00	1,526.00
15/10/17	IAS	Correspondence to Warga and Fritz re: First Report - suggested changes	0.50	545.00	272.50
16/10/17	CPF	Review and analyze The Commercial Liens Act - priority	0.30	305.00	91.50
16/10/17	JOR	Preparation comment on draft reports	0.40	240.00	96.00
16/10/17	JOR	Document preparation security opinion - priority issues	1.00	240.00	240.00
16/10/17	IAS	Correspondence from Registrar re: timing of application	0.10	545.00	54.50
16/10/17	IAS	Correspondence from Warga re: proposed amendments to draft first report	0.20	545.00	109.00
16/10/17	IAS	Correspondence from Fritz	0.20	545.00	109.00
16/10/17	IAS	To review and further revisions to draft first report	0.40	545.00	218.00
17/10/17	JOR	Document preparation of Security Opinion - priorities	1.30	240.00	312.00
17/10/17	JOR	Document preparation of draft Order	0.20	240.00	48.00
17/10/17	IAS	To review and revise draft security opinion	0.60	545.00	327.00
17/10/17	IAS	Correspondence to Warga and Fritz	0.30	545.00	163.50
17/10/17	IAS	Correspondence from Warga re: further amendments to reports	0.20	545.00	109.00
17/10/17	IAS	Correspondence to Warga re:	0.20	545.00	109.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
18/10/17	CPF	further amendments to reports Review draft notice of application and draft order	0.50	305.00	152.50
18/10/17	CPF	Review and analyze and briefing law - commercial liens and PMSI issues	3.40	305.00	1,037.00
18/10/17	CPF	Telephone attendance on Warga - PMSI issues	0.20	305.00	61.00
18/10/17	CPF	Telephone attendance - Warga and Fritz - PMSI issues	0.20	305.00	61.00
18/10/17	CPF	Email Lee - PMSI issues	0.10	305.00	30.50
18/10/17	CPF	Email Ludwig - particulars of commercial lien claim	0.30	305.00	91.50
18/10/17	CPF	Document revision - security opinion	1.40	305.00	427.00
18/10/17	JOR	Document preparation application materials	1.30	240.00	312.00
18/10/17	IAS	To receipt of email from Olfert re: Radius costs	0.10	545.00	54.50
18/10/17	IAS	Correspondence to Warga and Fritz	0.10	545.00	54.50
18/10/17	IAS	Review of PPR search results	0.30	545.00	163.50
18/10/17	IAS	Telephone attendance on Lee re: registrations	0.20	545.00	109.00
18/10/17	IAS	To receipt of email from Olfert re: draft Order	0.10	545.00	54.50
18/10/17	IAS	To receipt of email from Warga re: RBC contact	0.10	545.00	54.50
18/10/17	IAS	Correspondence to Warga re: RBC contact	0.10	545.00	54.50
19/10/17	CPF	Briefing law - commercial lien and PMSI in context	2.00	305.00	610.00
19/10/17	CPF	Document preparation - order confirming sale	2.60	305.00	793.00
19/10/17	JOR	Document preparation Security Opinion - commercial lien / PMSI	0.90	240.00	216.00
19/10/17	JOR	Document preparation application for publication ban	0.60	240.00	144.00
19/10/17	JOR	Research law re sale approval / interim distribution	2.00	240.00	480.00
19/10/17	JOR	Document preparation Brief of Law	2.00	240.00	480.00
19/10/17	IAS	To review and revise draft opinion	0.60	545.00	327.00
19/10/17	IAS	Correspondence to Fritz re: opinion/registration issues	0.40	545.00	218.00
19/10/17	IAS	To receipt of email from Warga re: RBC registration	0.10	545.00	54.50
19/10/17	IAS	Review of RBC correspondence	0.10	545.00	54.50
19/10/17	IAS	Correspondence to Fritz and Warga re: opinion/reports	0.30	545.00	163.50
19/10/17	IAS	Telephone attendance on Lee re: PMSI discharge	0.10	545.00	54.50
19/10/17	IAS	Correspondence from Fritz re: final version of reports	0.20	545.00	109.00
19/10/17	IAS	Correspondence to Fritz re: final version of reports	0.20	545.00	109.00
19/10/17	IAS	Telephone attendance on Warga	0.10	545.00	54.50
19/10/17	IAS	Telephone attendance on Warga	0.40	545.00	218.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
19/10/17	IAS	and Fritz re: lien and PMSI issues To receipt of email from Warga re: RBC registration	0.10	545.00	54.50
19/10/17	IAS	Correspondence to Warga and Fritz re: draft Order	0.20	545.00	109.00
19/10/17	IAS	Correspondence from Fritz re: additional amendments to reports	0.10	545.00	54.50
19/10/17	IAS	Review of changes to first report	0.40	545.00	218.00
19/10/17	IAS	Review of changes to confidential report	0.40	545.00	218.00
19/10/17	IAS	Review of materials re: Mains Welding	0.40	545.00	218.00
20/10/17	CPF	Document revision - order	2.00	305.00	610.00
20/10/17	CPF	Document revision - notice of application	1.50	305.00	457.50
20/10/17	CPF	Telephone attendance - Fritz - notice of application	0.30	305.00	91.50
20/10/17	CPF	Document preparation - Receiver's certificate	0.50	305.00	152.50
20/10/17	CPF	Email exchange with Olfert - draft order	0.10	305.00	30.50
20/10/17	CPF	Document preparation - additions to first report	1.40	305.00	427.00
20/10/17	CPF	Review revised reports	0.40	305.00	122.00
20/10/17	CPF	Document revision - receiver's certificate	0.10	305.00	30.50
20/10/17	CPF	Document preparation - service email	0.50	305.00	152.50
20/10/17	CPF	Telephone attendance - Fritz report	0.10	305.00	30.50
20/10/17	CPF	Document preparation - affidavit of service	0.20	305.00	61.00
20/10/17	CPF	Review and finalize application for filing	0.20	305.00	61.00
20/10/17	JOR	Document preparation Brief of Law	2.20	240.00	528.00
20/10/17	JOR	Document preparation Brief of Law	1.80	240.00	432.00
20/10/17	JOR	Review final Receiver reports	0.50	240.00	120.00
20/10/17	JOR	Document preparation final Security Opinion	0.30	240.00	72.00
20/10/17	JOR	Correspondence to court filing materials	0.20	240.00	48.00
20/10/17	JOR	To finalizing and filing application materials	1.30	240.00	312.00
20/10/17	IAS	To review and revise draft Order	1.10	545.00	599.50
20/10/17	IAS	To review and revise draft Brief of Law	1.20	545.00	654.00
20/10/17	IAS	To receipt of email from Olfert re: draft Order	0.10	545.00	54.50
20/10/17	IAS	To receipt of email from Warga re: filing deadline	0.10	545.00	54.50
20/10/17	IAS	Correspondence to Warga re: filing deadline	0.10	545.00	54.50
20/10/17	IAS	To final revisions to First Report of Receiver	0.60	545.00	327.00
20/10/17	IAS	To final revisions to Confidential Report of Receiver	0.40	545.00	218.00
20/10/17	IAS	Correspondence to Fritz and Warga	0.30	545.00	163.50

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
		re: final version of reports/service issues			
20/10/17	IAS	To revise draft Brief of Law	0.60	545.00	327.00
20/10/17	IAS	To review and revise draft Brief of Law	2.80	545.00	1,526.00
20/10/17	IAS	To final comments regarding reports	0.50	545.00	272.50
20/10/17	IAS	Correspondence from Fritz re: final version of offers	0.20	545.00	109.00
20/10/17	IAS	Correspondence to Fritz re: final version of offers	0.20	545.00	109.00
20/10/17	IAS	To review and revise draft Notice of Application	0.90	545.00	490.50
20/10/17	IAS	Correspondence to Service List re: application materials	0.50	545.00	272.50
20/10/17	IAS	To final revisions to Notice of Application	0.40	545.00	218.00
20/10/17	IAS	To finalize Receivers Certificate	0.30	545.00	163.50
20/10/17	IAS	To receipt of email from Olfert re: confidential report	0.10	545.00	54.50
20/10/17	IAS	Correspondence to Olfert re: confidential report	0.10	545.00	54.50
21/10/17	IAS	To receipt of email from Warga re: Lesko request	0.10	545.00	54.50
21/10/17	IAS	Correspondence to Warga re: Lesko request	0.20	545.00	109.00
22/10/17	IAS	To receipt of email from Warga re: Lesko request	0.10	545.00	54.50
22/10/17	IAS	Correspondence to Warga re: Lesko request	0.10	545.00	54.50
23/10/17	CPF	Email exchange with Ludwig - commercial lien	0.10	305.00	30.50
23/10/17	CPF	Email exchange with creditor - application materials	0.10	305.00	30.50
23/10/17	CPF	Document preparation - service email - brief	0.20	305.00	61.00
23/10/17	CPF	Document preparation - affidavit of service	0.20	305.00	61.00
23/10/17	CPF	Telephone attendance on Turcotte - proposed distribution	0.20	305.00	61.00
23/10/17	CPF	Telephone attendance on Grimes - proposed distribution	0.10	305.00	30.50
23/10/17	CPF	Telephone attendance on Warga - AB registration	0.10	305.00	30.50
23/10/17	CPF	Telephone attendance on Olfert - AB registration	0.20	305.00	61.00
23/10/17	CPF	To receipt of voicemail on Olfert - AB registration	0.10	305.00	30.50
23/10/17	JOR	Document preparation of final brief of law and authorities	1.60	240.00	384.00
23/10/17	JOR	Correspondence to courthouse - filing brief	0.10	240.00	24.00
23/10/17	JOR	Attending courthouse to file brief	0.40	240.00	96.00
23/10/17	JOR	Document preparation of undertaking to discharge	0.50	240.00	120.00
23/10/17	IAS	To receipt of email from Warga re:	0.10	545.00	54.50

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
23/10/17	IAS	Alberta registrations			
23/10/17	IAS	Review of Alberta PPR search results	0.30	545.00	163.50
23/10/17	IAS	Correspondence to Lee and Olfert re: Alberta PPR registrations	0.20	545.00	109.00
23/10/17	IAS	To receipt of email from Warga re: Alberta PPR registrations	0.10	545.00	54.50
23/10/17	IAS	Telephone attendance on Olfert re: Alberta PPR registrations	0.10	545.00	54.50
23/10/17	IAS	Correspondence to Fritz and Warga re: Alberta PPR Registrations	0.20	545.00	109.00
23/10/17	IAS	Correspondence from Lee re: varying form of order	0.20	545.00	109.00
23/10/17	IAS	Correspondence to Lee and Olfert re: discharging Alberta registrations	0.30	545.00	163.50
23/10/17	IAS	Correspondence from Olfert re: discharge of Alberta registrations	0.20	545.00	109.00
23/10/17	IAS	Correspondence to Warga and Fritz re: Manitoba registrations	0.20	545.00	109.00
23/10/17	IAS	To receipt of email from Warga re: Manitoba registrations	0.10	545.00	54.50
23/10/17	IAS	To review and revise draft Brief of Law	1.10	545.00	599.50
24/10/17	CPF	Review security opinion and draft receiver's certificate - preparation for hearing	0.20	305.00	61.00
24/10/17	CPF	Review and confirm read receipts - Oliver	0.10	305.00	30.50
24/10/17	JOR	Document preparation undertaking to discharge	0.20	240.00	48.00
24/10/17	JOR	Document preparation of application binder	0.20	240.00	48.00
24/10/17	JOR	Email to Olfert re undertaking	0.10	240.00	24.00
24/10/17	JOR	Telephone call from Olfert re undertaking	0.10	240.00	24.00
24/10/17	JOR	Document preparation undertaking	0.10	240.00	24.00
24/10/17	JOR	Email to Olfert re undertaking	0.10	240.00	24.00
24/10/17	JOR	Email from Buttery re application	0.10	240.00	24.00
24/10/17	JOR	Review service list and file re Vortex counsel	0.20	240.00	48.00
24/10/17	JOR	Email to Buttery re service on Vortex counsel	0.10	240.00	24.00
24/10/17	IAS	To finalize Brief of Law	0.90	545.00	490.50
24/10/17	IAS	Correspondence to Registrar - Court House	0.20	545.00	109.00
24/10/17	IAS	Review of application materials and preparation for court application	2.80	545.00	1,526.00
24/10/17	IAS	Telephone attendance on Warga re: application	0.10	545.00	54.50
24/10/17	IAS	To review and revise draft report	0.30	545.00	163.50
24/10/17	IAS	Preparation of oral argument for court application	2.10	545.00	1,144.50
24/10/17	IAS	Correspondence to Lee and Olfert re: Buttery email	0.30	545.00	163.50
24/10/17	IAS	Correspondence to Buttery	0.10	545.00	54.50
24/10/17	IAS	Correspondence to Lee and Olfert	0.20	545.00	109.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
24/10/17	IAS	Correspondence from Schlopp, Rene - Carson Safety Services Ltd. re: application	0.20	545.00	109.00
24/10/17	IAS	Correspondence to Schlopp re: application	0.20	545.00	109.00
24/10/17	IAS	To receipt of email from Schlopp re: application	0.10	545.00	54.50
24/10/17	IAS	Review of security opinion	0.50	545.00	272.50
24/10/17	IAS	Preparation for court application	1.40	545.00	763.00
24/10/17	IAS	Correspondence to Warga and Lee re: email from Buttery	0.20	545.00	109.00
24/10/17	IAS	To receipt of email from Warga and Lee re: email from Buttery	0.10	545.00	54.50
24/10/17	IAS	Correspondence to Warga and Lee re: email from Buttery	0.20	545.00	109.00
25/10/17	CPF	To prepare service email - issued order	0.20	305.00	61.00
25/10/17	CPF	To email exchange with Jensen - assets sold	0.10	305.00	30.50
25/10/17	CPF	Document preparation - affidavit of service - order	0.20	305.00	61.00
25/10/17	JOR	Attending court re sale order	1.00	240.00	240.00
25/10/17	JOR	To issuing order - approving sale	0.30	240.00	72.00
25/10/17	IAS	Preparation for court application	0.90	545.00	490.50
25/10/17	IAS	Attending application for vesting order	0.80	545.00	436.00
25/10/17	IAS	Correspondence to Warga re: written undertaking	0.20	545.00	109.00
26/10/17	CPF	Review read receipts and return emails - service of order	0.10	305.00	30.50
26/10/17	CPF	To email exchange with Warga - proceeds	0.10	305.00	30.50

TOTAL FEES: \$56,611.50

DISBURSEMENTS AND OTHER CHARGES:

Court Costs - Saskatoon Exempt	60.00
Long Distance*	13.20
Document Copying*	231.70
PPR Search*(Saskatoon)	7.00
Fax*	2.00
On-line Researches (E)*	116.57

TOTAL DISBURSEMENTS: \$430.47

*GST applicable

GST @ 5.00% on fees and taxable disbursements: 2,849.10

Provincial Sales Tax on fees: 3,396.69

TOTAL FEES, DISBURSEMENTS & TAXES: \$63,287.76

This is our account herein
McDougall Gauley LLP - Saskatoon

Per:


Ian A. Sutherland

IAS/CGG
E&OE

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: November 30, 2017
Invoice No.: 570633
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.
FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
26/10/17	CPF	Telephone attendance on Warga and consider next steps re: lien determination	0.20	305.00	61.00
26/10/17	IAS	Telephone attendance on Warga re: closing sale	0.10	545.00	54.50
26/10/17	IAS	Correspondence to Warga re: security opinion/possible bankruptcy	0.20	545.00	109.00
26/10/17	IAS	Review of general conveyance	0.20	545.00	109.00
26/10/17	IAS	Review of bill of sale	0.20	545.00	109.00
26/10/17	IAS	Correspondence to Fritz and Warga re: closing documents	0.20	545.00	109.00
27/10/17	JOR	Research law re date of receivership and liens	1.30	240.00	312.00
27/10/17	IAS	To consider issues re: evaluation of commercial lien claim - Mains Welding	0.40	545.00	218.00
27/10/17	IAS	To receipt of email from Warga re: conference call	0.10	545.00	54.50
27/10/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
27/10/17	IAS	Review of undertaking re: payment of taxes	0.10	545.00	54.50
30/10/17	CPF	To email exchange with Ludwig - lien claim	0.10	305.00	30.50
30/10/17	JOR	Document revision final asset purchase closing documents	0.30	240.00	72.00
30/10/17	IAS	Correspondence from Bouffard-Nesbitt - lawyer for ATB	0.20	545.00	109.00
30/10/17	IAS	Review of draft trust letter	0.30	545.00	163.50
30/10/17	IAS	Correspondence to Warga re: trust letter/closing issues	0.30	545.00	163.50
30/10/17	IAS	To receipt of email from Warga re: trust funds	0.10	545.00	54.50
30/10/17	IAS	Correspondence to Bouffard-Nesbitt	0.20	545.00	109.00
30/10/17	IAS	To receipt of email from Warga	0.10	545.00	54.50

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
30/10/17	IAS	Correspondence from Bouffard-Nesbitt	0.20	545.00	109.00
30/10/17	IAS	Correspondence to Bouffard-Nesbitt	0.20	545.00	109.00
30/10/17	IAS	Telephone attendance on Warga	0.10	545.00	54.50
30/10/17	IAS	Correspondence from Bouffard-Nesbitt	0.20	545.00	109.00
30/10/17	IAS	Correspondence to Bouffard-Nesbitt	0.20	545.00	109.00
30/10/17	IAS	Correspondence from Warga re: closing documents	0.20	545.00	109.00
30/10/17	IAS	Telephone attendance on Fritz and Warga re: receiver's certificate/timing of filing with court	0.10	545.00	54.50
30/10/17	IAS	Correspondence to Fritz and Warga re: receiver's certificate/timing of filing with court	0.20	545.00	109.00
30/10/17	IAS	To receipt of email from Fritz and Warga re: receiver's certificate/timing of filing with court	0.10	545.00	54.50
30/10/17	IAS	Correspondence to Fritz and Warga re: receiver's certificate/timing of filing with court	0.20	545.00	109.00
30/10/17	IAS	Correspondence from Kolibar, Dan re: timing of closing	0.20	545.00	109.00
30/10/17	IAS	Correspondence to Warga re: timing of closing	0.20	545.00	109.00
30/10/17	IAS	To receipt of email from Kolibar	0.10	545.00	54.50
31/10/17	JOR	Telephone call from Warga re finalizing receivership	0.10	240.00	24.00
31/10/17	IAS	To arrange for filing of certificates with court house	0.10	545.00	54.50
31/10/17	IAS	Correspondence to Warga re: filing of certificates	0.20	545.00	109.00
01/11/17	CPF	Telephone attendance and email on Older - confidential report of the receiver	0.10	305.00	30.50
01/11/17	CPF	To email exchange Olfert - receiver's certificate	0.10	305.00	30.50
01/11/17	JOR	Research law re commercial lien evidence	0.90	240.00	216.00
01/11/17	IAS	Correspondence from Olfert re: bankruptcy	0.20	545.00	109.00
01/11/17	IAS	Correspondence to Olfert re: bankruptcy	0.20	545.00	109.00
02/11/17	CPF	Review file and email Carlbert - response to email inquiry re: service list	0.20	305.00	61.00
02/11/17	CPF	Review Commercial Liens Act and consider procedure for determining validity and priority in relation to trustee	0.70	305.00	213.50
02/11/17	JOR	Document preparation of memo re commercial lien property	3.90	240.00	936.00

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
03/11/17	JOR	Consideration of facts re commercial lien	0.30	240.00	72.00
03/11/17	IAS	Perusing documents re: commercial lien issue	0.40	545.00	218.00
06/11/17	CPF	To email exchanges Carlberg - service list	0.10	305.00	30.50
06/11/17	CPF	Telephone attendance - Carlberg - addition to service list	0.10	305.00	30.50
06/11/17	JOR	Email to receiver re commercial lien	0.20	240.00	48.00
06/11/17	IAS	Perusing documents re: commercial lien claim	0.30	545.00	163.50
07/11/17	IAS	Correspondence to Warga	0.20	545.00	109.00
08/11/17	CPF	To receipt of email from Ludwig - commercial lien and email Warga re: same	0.10	305.00	30.50
10/11/17	CPF	Telephone attendance on Ludwig - Mavis lien	0.20	305.00	61.00
14/11/17	CPF	Review and analyze case law and commentary - fraudulent preferences under BIA s.95	1.80	305.00	549.00
14/11/17	CPF	To dictate draft memo to Warga - plan to resolve Mains Welding lien claims	2.10	305.00	640.50
14/11/17	CPF	Document revision - memo to Warga - plan to resolve Mains Welding Lien claim	1.30	305.00	396.50
14/11/17	JOR	Research law Interpretation Act - order effective lien	0.50	240.00	120.00
15/11/17	CPF	Document revision - memo to Warga - Mains Welding commercial lien issue	3.00	305.00	915.00
16/11/17	CPF	Document revision - memo to Warga - Mains Welding - commercial lien issue	2.20	305.00	671.00
16/11/17	CPF	Email Warga and Fritz - Mains Welding	0.10	305.00	30.50
16/11/17	CPF	Email Ludwig - request for affidavit	0.10	305.00	30.50
16/11/17	JOR	Review final revisions - commercial lien	0.50	240.00	120.00
16/11/17	IAS	To review and revise draft memorandum re: enforceability of commercial lien	0.50	545.00	272.50
17/11/17	CPF	Telephone attendance on Ludwig - affidavit - Mains	0.40	305.00	122.00
17/11/17	CPF	Email Warga - telephone attendance on Ludwig	0.10	305.00	30.50
17/11/17	IAS	Telephone attendance on Warga re: bankruptcy issues	0.20	545.00	109.00

TOTAL FEES:

\$9,863.50

DISBURSEMENTS AND OTHER CHARGES:

Bank of Canada Search*	8.00	
Long Distance*	1.20	
On-line Researches (E)*	434.57	
TOTAL DISBURSEMENTS:		\$443.77
*GST applicable		
GST @ 5.00% on fees and taxable disbursements:		515.37
Provincial Sales Tax on fees:		591.81
TOTAL FEES, DISBURSEMENTS & TAXES:		<u>\$11,414.45</u>

This is our account herein
McDougall Gauley LLP - Saskatoon

Per: 

Ian A. Sutherland

IAS/CGG
E&OE

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: December 21, 2017
Invoice No.: 572375
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.
FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	LAWYER	DESCRIPTION	TIME	RATE	VALUE
30/11/17	CPF	To email exchange with Ludwig - affidavit of Brycen Mains	0.10	305.00	30.50
30/11/17	CPF	Review and analyze Mains affidavit and exhibits	1.00	305.00	305.00
04/12/17	IAS	Perusing documents re: commercial lien issue	0.40	545.00	218.00
05/12/17	CPF	Document revision - email report Warga - Mains Welding lien	0.20	305.00	61.00
05/12/17	CPF	Telephone attendance on Warga and Fritz - Mains Welding issue	0.10	305.00	30.50
05/12/17	CPF	Document preparation - memo to file - telephone attendance on Mains Welding issue	0.10	305.00	30.50
06/12/17	IAS	Correspondence to Warga re: discharge application	0.10	545.00	54.50
06/12/17	IAS	To receipt of email from Warga	0.10	545.00	54.50
18/12/17	JOR	Email from shareholder re investment	0.10	240.00	24.00

TOTAL FEES: \$808.50
TOTAL DISBURSEMENTS: \$0.00
*GST applicable

GST @ 5.00% on fees and taxable disbursements: 40.43
Provincial Sales Tax on fees: 48.51

TOTAL FEES, DISBURSEMENTS & TAXES: \$897.44

This is our account herein
McDougall Gauley LLP - Saskatoon

Per: 
Ian A. Sutherland

IAS/CGG
E&OE

IN ACCOUNT WITH



barristers and solicitors
(306) 653-1212
500 - 616 Main Street
Saskatoon, Saskatchewan S7H 0J6

Brent Warga
Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg, MB
Canada R3C 3Z3

Date: May 7, 2018
Invoice No.: 581358
File Number: 549268.3/IAS

GST 890275415
PST 1887298

RE: Vortex Drilling Inc.
FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH:

DATE	DESCRIPTION
02/01/18	To receipt of voicemail and email Ludwig - commercial lien
02/01/18	Email on Warga - commercial lien
02/01/18	Review of response to Mains Welding
03/01/18	Document preparation - draft response - Mains Welding issue
03/01/18	Review file and consideration of next steps
03/01/18	Review of materials re lien claim
31/01/18	To finalize response to Ludwig
02/02/18	To email exchange Warga - Mains response and discharge application
02/02/18	To finalize and send Mains response - Ludwig
02/02/18	To consider response to Ludwig and dispute resolution mechanism
02/02/18	Perusing documents
03/02/18	To consider issues re: outstanding matters/discharge application
05/02/18	Review court orders - receiver's duties
05/02/18	Email Ludwig - dispute resolution
05/02/18	Email Lee - Mains Welding issue
05/02/18	Review The Commercial Liens Act - summary dispute resolution
12/02/18	Perusing documents
27/02/18	Telephone attendance on Ludwig - next steps
27/02/18	Email Warga - telephone attendance on Ludwig and timing of application
28/02/18	To dictate correspondence to Queen's Bench - court time for discharge
28/02/18	Telephone attendance on Warga - AR calculations and lien-able amounts
28/02/18	Review brief of law - Manitoba and Saskatchewan lien provisions
28/02/18	To consider secondary DIP charge
28/02/18	Telephone attendance on Wilson, Johnston, and Warga - various issues
28/02/18	To email exchange Johnston - Manitoba BLA
07/03/18	Email Lee - mains lien and discharge application
07/03/18	To consider matters re: application for discharge/commercial lien
12/03/18	Email exchange with Warga - court time
20/03/18	Correspondence from Warga re: prospective discharge application
20/03/18	Perusing documents
20/03/18	Correspondence to Warga
22/03/18	To consider and budget work necessary to complete discharge application
22/03/18	To receipt of email from Warga
22/03/18	Correspondence to Warga
22/03/18	To receipt of email from Warga re: discharge
22/03/18	Correspondence to Warga

A monthly late charge of 18% per annum will be applied to unpaid balance after 30 days.

DATE	DESCRIPTION
27/04/18	Email Registrar - court time
27/04/18	To email exchange with Metivier - court time
30/04/18	Email Warga - anticipated filing deadline - Mains Welding and PACT
01/05/18	Document preparation - draft order - final distribution and discharge
01/05/18	Document preparation - notice of application
01/05/18	Review and analyze case law and commentary - passing of accounts
02/05/18	To review and revise draft discharge order
04/05/18	Telephone attendance on Olfert - Mains holdback
04/05/18	Email Warga - telephone attendance on Olfert - Mains holdback
04/05/18	Telephone attendance on Metivier - changing court time
04/05/18	Email exchange with Warga - telephone attendance on Warga and court time
04/05/18	Review and comment on draft receiver's report - revise draft order in light of same
04/05/18	To review and revise draft report
06/05/18	Review and comment on draft receiver's report - revise draft order in light of same
06/05/18	Document revision - notice of application
06/05/18	Document preparation - memorandum outlining issues for brief of law
06/05/18	Document preparation application to abridge service

TOTAL FEES: \$9,434.00

DISBURSEMENTS AND OTHER CHARGES:

On-line Researches (E)*	22.76
Document Copying*	0.35

TOTAL DISBURSEMENTS: \$23.11

*GST applicable

GST @ 5.00% on fees and taxable disbursements: 472.86

Provincial Sales Tax on fees: 566.04

TOTAL FEES, DISBURSEMENTS & TAXES: \$10,496.01

This is our account herein
McDougall Gauley LLP - Saskatoon

Per: 
Ian A. Sutherland

IAS/CGG
E&OE

FEE SUMMARY:

<u>LAWYER</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
Craig P. Frith (CPF)	19.60	335.00	6,566.00
Ian A. Sutherland (IAS)	4.80	575.00	2,760.00
Jordan Richards (JOR)	0.40	270.00	108.00

Exhibit J – Statement of Receipts and Disbursements for the Period July 24, 2017 to May 13, 2018

VORTEX DRILLING LTD.
STATEMENT OF RECEIPTS AND DISBURSEMENTS
for the period of July 24, 2017 to May 13, 2018

	July 24, 2017 to October 17, 2017	October 18, 2017 to May 13, 2018	Total
Accounts receivable collections	\$ 349,551	\$ -	\$ 349,551
Cash on hand	126,368	-	126,368
Sale of assets	1,220,000	4,885,000	6,105,000
GST collections	17,537	305,250	322,787
GST Refund	-	6,604	6,604
Interest	26	329	356
Refunds	673	12,623	13,297
PST collections	5,462	-	5,462
Receiver's borrowings - Affinity	500,000	-	500,000
Total Receipts	2,219,617	5,209,807	7,429,424
Advertising	-	5,082	5,082
Bank fees	229	91	320
Canada Revenue Agency deemed trust claim	-	119,957	119,957
Contract wages	11,073	2,058	13,132
Filing fee	70	-	70
GST paid on disbursements	3,809	486	4,295
GST paid on Interim Receiver fees and disbursements	3,512	-	3,512
GST paid on legal fees and disbursements	3,788	4,171	7,959
GST paid on Receiver fees and disbursements	7,725	3,925	11,650
GST remitted	-	300,878	300,878
Insurance	25,203	(87)	25,116
Interest	7,397	5,205	12,603
Interim Receiver's borrowings - Staheli	252,351	-	252,351
Interim Receiver's fees and disbursements	70,241	-	70,241
IT services	-	4,000	4,000
Legal fees and disbursements - Affinity Credit Union	-	5,872	5,872
Legal fees and disbursements - Interim Receiver	49,206	-	49,206
Legal fees and disbursements - Receiver	26,544	77,615	104,159
Locks	876	-	876
Miscellaneous	199	-	199
Moving costs	64,220	-	64,220
PST paid on legal fees and disbursements	4,526	4,955	9,481
PST paid on disbursements	1,539	29	1,568
Receiver's fees and disbursements	154,498	78,506	233,004
Rental costs	10,250	-	10,250
Repayment of Receiver's borrowings - Affinity	-	500,000	500,000
Utilities	1,287	786	2,073
Wage arrears and final payroll	62,943	-	62,943
Total Disbursements	761,485	1,113,530	1,875,015
Advances to Affinity Credit Union 2013	-	5,265,000	5,265,000
Excess of Receipts over Disbursements	\$ 1,458,132	\$ (1,168,723)	\$ 289,409