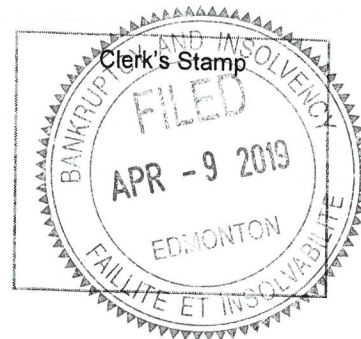


COURT FILE NUMBER 24-2473449

COURT

IN THE COURT OF QUEEN'S BENCH OF
ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL DISTRICT OF EDMONTON

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL OF
B.W. RIG SUPPLY INC.



DOCUMENT

**SECOND AFFIDAVIT OF
PATRICK ROSS**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY PREPARING THIS
DOCUMENT

OGILVIE LLP
1400, 10303 – Jasper Avenue
Edmonton, AB T5J 3N6
Telephone: (780) 429-6236
Facsimile: (780) 701-5936
Attention: Kentigern A. Rowan, Q.C.
File Number: 66145.1/KAR

**Service will be accepted by delivery or fax.
No other form of service will be accepted.**

SECOND AFFIDAVIT OF PATRICK ROSS
SWORN THIS 9 DAY OF APRIL, 2019

I, Patrick Ross, of the City of Edmonton, in the Province of Alberta, MAKE OATH AND SAY THAT:


1. I am a Director of B.W. Rig Supply Inc. ("BW Rig") and as such, have a personal knowledge of the facts and matters hereinafter deposed to except where otherwise stated.
2. I am also a Director of Hyduke Energy Services Inc. ("HES"), which is the parent of BW Rig.
3. On February 8, 2019, BW Rig filed a Notice of Intention to Make a Proposal to its creditors (the "NOI").
4. BW Rig is operational. BW Rig presently has nine (9) employees. Since swearing my Affidavit of February 26, 2019, two (2) employees have left.
5. All employee wages are current. There are presently no amounts owing to Canada Revenue Agency.

6. Since the filing of the NOI, BW Rig has:
 - (a) notified its creditors;
 - (b) proceeded to update all accounting, including billings to customers of BW Rig;
 - (c) proceeded to locate and consolidate all assets of BW Rig;
 - (d) reviewed corporate structures where BW Rig is involved to determine value thereof; and
 - (e) appraised equipment owned by BW Rig and other related parties.
7. BW Rig has continued to consolidate all of its assets at three (3) locations controlled by BW Rig, being Nisku, Lloydminster and Red Deer. Consolidation of all assets of BW Rig at the three locations is anticipated to be completed by April 12, 2019.
8. BW Rig has retained Century Services to conduct appraisals of its equipment and inventory. It is anticipated that the appraisals will be completed and the results thereof delivered to BW Rig by the end of April 2019.
9. As indicated in my Affidavit sworn February 26, 2019, obligations of BW Rig to National Bank of Canada and Pillar Capital Corporation have been paid in full and satisfied.
10. BW Rig, together with other subsidiaries of HES, guaranteed the obligations of HES to Business Development Bank of Canada ("BDC").
11. Real estate owned by a subsidiary of HES is being sold, with a closing scheduled for April 16, 2019. BDC has a registered mortgage on that real estate.
12. The sale of the real estate is sufficient to pay BDC in full.
13. Upon completion of the sale of the real estate, BW Rig's obligations to BDC under its Guarantee of the obligations of HES will be satisfied.
14. As indicated above, BW Rig is a subsidiary of HES. HES also owns other subsidiaries.
15. The audit of HES and its subsidiaries, including BW Rig is presently ongoing. It is anticipated that the audit procedures will be completed by the end of April 2019.
16. Management of BW Rig have formulated a Proposal to BW Rig's creditors and all essential terms thereof have been agreed to in principal.
17. Prior to filing the Proposal and presenting it to the creditors of BW Rig, it is necessary that the appraisals mentioned above be completed and results received by BW Rig and it is desirable that the audit of HES and its subsidiaries also be completed. The completion of these steps will

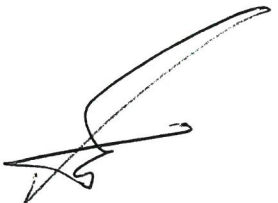
assist in ensuring that the terms of the Proposal are fair and reasonable in the circumstances and comply with all of the provisions of the *Bankruptcy and Insolvency Act*.

18. In the circumstances, I do verily believe that BW Rig requires an extension of the time to file a Proposal to its creditors so it can complete the foregoing prior to filing its Proposal and presenting it to its creditors.
19. I do verily believe that:
 - (a) BW Rig has acted and is continuing to act in good faith and with due diligence in completing the preliminary work and preparation of a Proposal to its creditors;
 - (b) BW Rig will likely be able to make a viable Proposal to its creditors if an extension is granted;
 - (c) no creditor will be materially prejudiced if the extension requested herein is granted.
20. I make this Affidavit in support of an Application by BW Rig for an extension of the time within which to file a Proposal in these proceedings.

SWORN BEFORE ME at Edmonton, in the)
Province of Alberta, this 9 day of April, 2019.)



(Commissioner for Oaths in and for the)
Province of Alberta))



PATRICK ROSS)

KENTIGERN A. ROWAN, Q.C.
Barrister & Solicitor
A Commissioner for Oaths
in and for Alberta