

File No. CI 15-01-97066

THE QUEEN'S BENCH
WINNIPEG CENTRE

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicant

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

CERTIFIED COPY
of

Respondents

SALE APPROVAL, VESTING AND DISTRIBUTION ORDER

MLT AIKINS LLP

Barristers and Solicitors
3000 – 360 Main Street
Winnipeg, Manitoba R3C 4G1

Jeffrey M. Lee, Q.C./J.J. Burnell

Ph: (306) 975-7136/ (204) 957-4663

Fax: (306) 975-7145/ (204) 957-4285

Email: jmlee@mltaikins.com/jburnell@mltaikins.com

File No. 56074.8/ 1702089

Box No. 3

THE QUEEN'S BENCH
WINNIPEG CENTRE

THE HONOURABLE)
MR. JUSTICE TOEWS)
)

Friday, the 13th day of April, 2018

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents.

CERTIFIED COPY
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SALE APPROVAL, VESTING AND DISTRIBUTION ORDER

THIS MOTION, made by Deloitte Restructuring Inc., court-appointed liquidator (the "**Liquidator**") of the assets, undertakings and property (collectively, the "**Property**") of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**"), for an Order approving the sale transactions contemplated by the asset purchase agreement between the Liquidator and Wolfe Land & Equipment Ltd. (the "**Wolfe Land Transaction**") and the asset purchase agreement between the Liquidator and Beaver Creek Holding Co. Ltd. (the "**Beaver Creek Transaction**") was heard April 5, 2018 and this day, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the First Report of the Liquidator dated October 31, 2017, the First Confidential Report of the Liquidator dated October 31, 2017, the Second Report of the Liquidator dated March 26, 2018 (the "**Second Report**"), the Second Confidential

Report of the Liquidator dated March 26, 2018 (the "**Second Confidential Report**"), the Supplement to the Second Report of the Liquidator dated March 29, 2018 (the "**Supplement to the Second Report**"), and the Affidavit of Service of Samantha Dunn sworn April 4, 2018 and on hearing the submissions of counsel for the Liquidator, counsel for the Applicants, Lincoln Wolfe and 5606269 Manitoba Ltd., and counsel for the Respondents, Duanne Taylor and 5608067 Manitoba Ltd. no one appearing for any other person, although properly served as appears from the Affidavit of Samantha Dunn sworn April 4, 2018.

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials herein is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

SALE APPROVAL AND VESTING

2. THIS COURT ORDERS AND DECLARES that the Wolfe Land Transaction is hereby approved, and the execution of the asset purchase agreement between the Liquidator and Wolfe Land & Equipment Ltd. (the "**Wolfe Land Purchaser**") dated March 26, 2018 (the "**Wolfe Land APA**") by the Liquidator is hereby authorized and approved, with such minor amendments as the Liquidator may deem necessary. The Liquidator is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Wolfe Land Transaction and for the

conveyance of the purchased assets (the "**Wolfe Land Purchased Assets**") to the Wolfe Land Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Liquidator's certificate to the Wolfe Land Purchaser substantially in the form attached as Schedule 1 hereto (the "**Liquidator's Certificate**"), all of TBF and EPG's right, title and interest in and to the Wolfe Land Purchased Assets described in the Wolfe Land APA hereby vests absolutely in the Wolfe Land Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, agreements or options to purchase, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Wolfe Land Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Toews dated April 28, 2017; (ii) all charges, security interests or claims evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba) or any other personal property registry system; and (iii) those Wolfe Land Claims listed on Schedule 3 hereto (all of which are collectively referred to as the "**Wolfe Land Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule 4) and, for greater certainty, this Court orders that all of the Wolfe Land Encumbrances affecting or relating to the Wolfe Land Purchased Assets

are hereby expunged and discharged as against the Wolfe Land Purchased Assets.

4. THIS COURT ORDERS that upon the registration in the Portage Land Titles Office (the "PLTO") of a certified copy of this Order, a copy of the Liquidator's Certificate in respect of the Wolfe Land Transaction (the "**Wolfe Land Liquidator's Certificate**") and a Request/Transmission in the form prescribed by *The Real Property Act (Manitoba)* duly executed by the Wolfe Land Purchaser or its solicitor, the District Registrar of the PLTO (the "**Registrar**") is hereby directed to cancel Title Nos. 2328200/3; 2571225/3; 2571228/3; 2571229/3; 2571232/3; 2571230/3; 2427364/3; 1843240/3; 1549193/3; 2328202/3; and 2328201/3 and to issue new titles in the name of the purchaser identified in the Wolfe Land Liquidator's Certificate as the owner of the subject real property identified in Schedule 2 hereto (the "**Wolfe Land Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Wolfe Land Real Property all of the Wolfe Land Claims listed in Schedule 3 hereto.
5. THIS COURT ORDERS that for the purposes of determining the nature and priority of the Wolfe Land Claims, the net proceeds from the sale of the Wolfe Land Purchased Assets shall stand in the place and stead of the Wolfe Land Purchased Assets, and that from and after the delivery of the Wolfe Land Liquidator's Certificate all Wolfe Land Claims and Wolfe Land Encumbrances shall attach to the net proceeds from the sale of the Wolfe Land Purchased Assets with the same priority as they had with respect to the Wolfe Land

Purchased Assets immediately prior to the sale, as if the Wolfe Land Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DECLARES that the Beaver Creek Transaction is hereby approved, and the execution of the asset purchase agreement between the Liquidator and the Beaver Creek Holding Co. (the "**Beaver Creek Purchaser**") dated March 22, 2018 (the "**Beaver Creek APA**") by the Liquidator is hereby authorized and approved, with such minor amendments as the Liquidator may deem necessary. The Liquidator is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Beaver Creek Transaction and for the conveyance of the purchased assets (the "**Beaver Creek Purchased Assets**") to the Beaver Creek Purchaser.

7. THIS COURT ORDERS AND DECLARES that upon the delivery of a Liquidator's Certificate to the Beaver Creek Purchaser substantially in the form attached as Schedule 1 hereto, all of TBF and EPG's right, title and interest in and to the Beaver Creek Purchased Assets described in the Beaver Creek APA hereby vests absolutely in the Beaver Creek Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, agreements or options to purchase, whether or not they have attached or

been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Beaver Creek Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Toews dated April 28, 2017; (ii) all charges, security interests or claims evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba) or any other personal property registry system; and (iii) those Beaver Creek Claims listed on Schedule 6 hereto (all of which are collectively referred to as the "**Beaver Creek Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule 7) and, for greater certainty, this Court orders that all of the Beaver Creek Encumbrances affecting or relating to the Beaver Creek Purchased Assets are hereby expunged and discharged as against the Beaver Creek Purchased Assets.

8. THIS COURT ORDERS that upon the registration in the Land Registry Office for the PLTO of a certified copy of this Order, a copy of the Liquidator's Certificate in respect of the Beaver Creek Transaction (the "**Beaver Creek Liquidator's Certificate**") and a Request/Transmission in the form prescribed by *The Real Property Act (Manitoba)* duly executed by the Beaver Creek Purchaser or its solicitor, the Registrar is hereby directed to cancel Title Nos. 1488714/3; 1488712/3; 2801198/3; 2801202/3; and 2801200/3 and to issue new titles in the name of the purchaser identified in the Beaver Creek Liquidator's Certificate as the owner of the subject real property identified in Schedule 5 hereto (the "**Beaver Creek Real Property**") in fee simple, and is hereby directed to delete

and expunge from title to the Beaver Creek Real Property all of the Beaver Creek Claims listed in Schedule 6 hereto.

9. THIS COURT ORDERS that for the purposes of determining the nature and priority of the Beaver Creek Claims, the net proceeds from the sale of the Beaver Creek Purchased Assets shall stand in the place and stead of the Beaver Creek assets, and that from and after the delivery of the Beaver Creek Liquidator's Certificate all Beaver Creek Claims and Beaver Creek Encumbrances shall attach to the net proceeds from the sale of the Beaver Creek Purchased Assets with the same priority as they had with respect to the Beaver Creek Purchased Assets immediately prior to the sale, as if the Beaver Creek Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
10. THIS COURT ORDERS that this Order shall be entered by the Registrar notwithstanding that the appeal period in respect of this Order has not elapsed, which appeal period is expressly waived.
11. THIS COURT ORDERS AND DIRECTS the Liquidator to file with the Court copies of all Liquidator's Certificates, forthwith after delivery thereof.
12. THIS COURT ORDERS that, notwithstanding:
 - a. the pendency of these proceedings;

- b. any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act (Canada)* in respect of TBF or EPG and any bankruptcy order issued pursuant to any such applications; and
- c. any assignment in bankruptcy made in respect of TBF or EPG;

the vesting of any of the Wolfe Land Purchased Assets and the Beaver Creek Purchased Assets in the Wolfe Land Purchaser and the Beaver Creek Purchaser, respectively pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of TBF or EPG and shall not be void or voidable by creditors of either TBF or EPG, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act (Canada)* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

DISTRIBUTIONS

13. THIS COURT ORDERS that the Liquidator is authorized to make the following distributions from the proceeds of sale (the "**Sale Proceeds**") of the Wolfe Land Transaction and the Beaver Creek Transaction:
 - a. To pay to Bank of Montreal ("**BMO**") the sum of \$5,518,039 (the "**BMO Distribution Amount**").
14. THIS COURT ORDERS that the payment of the BMO Distribution Amount to BMO shall be made by the Liquidator without prejudice to the rights of parties other than BMO in regard to:

- a. the determination as to how the BMO Distribution Amount shall be allocated, as between the assets of TBF and the assets of EPG; and
 - b. the determination as to how the costs of these liquidation proceedings shall be allocated, as between the assets of TBF and the assets of EPG;
- which allocations shall be deferred to be made by the Court at a later date on notice to the parties on the Service List in regard to these proceedings.

ACTIVITIES OF THE LIQUIDATOR

15. THIS COURT ORDERS that the Second Report and the Supplement to the Second Report, including the Statement of Receipts and Disbursements contained in the Second Report and the activities of the Liquidator as described in the Second Report and the Supplement to the Second Report are hereby approved.
16. THIS COURT ORDERS that the time within which the Liquidator shall be required to deliver to the Court and the Director financial statements for each of the Companies pursuant to section 214(h) of *The Corporations Act*, CCSM, c. C225 (the “**Corporations Act**”), or to seek other relief from the Court in regard to delivery of such financial statements as may be appropriate in the circumstances, shall be extended to May 31, 2018 (or such other date as may be established by further Order of this Court).
17. THIS COURT ORDERS that that the time within which the Liquidator shall be required to apply to the Court for approval of its final accounts and for an order

permitting it to distribute in money or in kind the remaining property of each of the Companies to their respective shareholders according to their respective rights pursuant to section 216(2) of the Corporations Act, or to seek other relief from the Court in regard to such matters as may be appropriate in the circumstances, shall be extended to May 31, 2018 (or such other date as may be established by further Order of this Court).

SEALING

18. THIS COURT ORDERS that the Second Confidential Report be sealed and not form part of the public record until further Order of the Court.

19. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Liquidator and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator as may be necessary or desirable to give effect to this Order or to assist the Liquidator and its agents in carrying out the terms of this Order.

AUTHORIZING ASSIGNMENT IN BANKRUPTCY

20. THIS COURT ORDERS that in the event that the Liquidator subsequently determines that TBF, EPG or either of them are insolvent, the Liquidator shall be and is hereby authorized to assign such insolvent company(ies) into bankruptcy

and shall be permitted to serve as trustee in bankruptcy of such insolvent company(ies).

April 13, 2018

J. Toews
TOEWS J.

CERTIFIED A TRUE COPY

W. Ringquist
DEPUTY REGISTRAR

Schedule 1 – form of Liquidator's Certificate

File No. CI 15-01-97066

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BETWEEN:

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Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents.

LIQUIDATOR'S CERTIFICATE

MLT AIKINS LLP

Barristers and Solicitors
3000 – 360 Main Street
Winnipeg, Manitoba R3C 4G1

Jeffrey M. Lee, Q.C./ J.J. Burnell

Ph: (306) 975-7136/ (204) 957-4663

Fax: (306) 975-7145/ (204) 957-4285

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Respondents.

LIQUIDATOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Toews of the Manitoba Court of Queen's Bench (the "**Court**") dated April 28, 2017 Deloitte Restructuring Inc. was appointed the Liquidator (the "**Liquidator**") of the undertaking, property and assets of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**").

B. Pursuant to an Order of the Court dated April 5, 2018, the Court approved the asset purchase agreement made as of _____, 2018 (the "**APA**") between the Liquidator and _____ (the "**Purchaser**") and provided for the vesting in the _____ Purchaser of TBF and EPG'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 Liquidator to the _____ Purchaser of a certificate confirming (i) the payment by the _____ Purchaser of the Purchase Price for the _____ Purchased Assets; (ii) that the

conditions to Closing as set out in the _____ APA have been satisfied or waived by the Liquidator and the _____ Purchaser; and (iii) the transaction contemplated by the _____ APA (the "_____ Transaction") has been completed to the satisfaction of the Liquidator.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the _____ APA.

THE LIQUIDATOR CERTIFIES the following:

1. The _____ Purchaser has paid and the Liquidator has received the Purchase Price for the _____ Purchased Assets payable on the closing date pursuant to the _____ APA;
2. The conditions to closing as set out in the _____ APA have been satisfied or waived by the Liquidator and the _____ Purchaser; and
3. The Transaction has been completed to the satisfaction of the Liquidator.

This Certificate was delivered by the Liquidator at [TIME] on [DATE].

DELOITTE RESTRUCTURING INC.

Per: _____
Name:
Title:

Schedule 2 – Wolfe Land Purchased Assets

- Fertilizer Tank

Real Property Legal Descriptions:

Properties owned by Taylor Bros. Farm Ltd.:

Title No. 2328200/3

THE N 1/2 OF SECTION 31 AND
THE N 1/2 OF THE S 1/2 OF SECTION 31-10-8 WPM
EXC FIRSTLY: OUT OF THE NE 1/4 AND THE N 1/2 OF THE SE 1/4,
RAILWAY RIGHT-OF-WAY PLAN 327 PLTO
SECONDLY: OUT OF THE NE 1/4 AND THE N 1/2 OF THE SE 1/4,
ROAD PLAN 713 PLTO
AND THIRDLY: OUT OF N 1/2 OF SE 1/4, THAT PORTION CONTAINED IN
LOT 1 SP PLAN 2149 PLTO

Title No. 2328202/3

THE NE 1/4 OF SECTION 36-10-9 WPM
EXC ALL MINES AND MINERALS AS SET FORTH
IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 2328201/3

THE NW 1/4 OF SECTION 36-10-9 WPM
EXC ALL MINES AND MINERALS AS SET FORTH
IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 2571225/3

PARCEL 1
THE SE 1/4 OF SECTION 4-11-8 WPM
EXC FIRSTLY: ELY 710 FEET OF SLY 2454 FEET
AND SECONDLY: ALL MINES, MINERALS AND SPECIAL RESERVATIONS
AS RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

PARCEL 2

ALL THAT PORTION OF THE NE 1/4 OF SECTION 4-11-8 WPM
WHICH LIES SE OF THE SOUTH-EASTERN LIMIT OF
RLY RIGHT-OF-WAY PLAN 327 PTLO
EXC ALL MINES, MINERALS AND SPECIAL RESERVATIONS
AS RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 2571228/3

PARCEL 1

THE NW 1/4 OF SECTION 4-11-8 WPM
EXC FIRSTLY: RLY RIGHT-OF-WAY PLAN 327 PLTO
AND SECONDLY: ALL MINES, MINERALS AND SPECIAL RESERVATIONS
AS RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

PARCEL 2

ALL THAT PORTION OF THE NW 1/4 OF SECTION 4-11-8 WPM
TAKEN FOR RLY RIGHT-OF-WAY PLAN 327 PLTO
EXC ALL MINES, MINERALS, COAL AND VALUABLE STONE
AS SET FORTH IN TRANSFER 140459 PLTO

PARCEL 3

SW 1/4 4-11-8 WPM, EXC

FIRSTLY: RAILWAY RIGHT-OF-WAY AND STATION GROUNDS PLAN 327 PLTO
SECONDLY: THAT PORTION DESCRIBED AS COMMENCING AT THE
INTERSECTION OF

THE WESTERN LIMIT WITH THE SOUTHERN LIMIT OF STATION
GROUNDS PLAN 327 PLTO, THENCE SLY ALONG SAID WESTERN LIMIT
100 FEET, THENCE ELY PARALLEL WITH THE SOUTHERN LIMIT
OF SAID QUARTER SECTION 100 FEET,

THENCE NLY PARALLEL WITH SAID WESTERN LIMIT TO
INTERSECT THE SOUTHERN LIMIT OF SAID STATION GROUNDS,
THENCE SWLY ALONG SAID SOUTHERN LIMIT TO THE POINT
OF COMMENCEMENT

THIRDLY: PLAN 2290 PLTO

FOURTHLY: ALL MINES, MINERALS AND SPECIAL RESERVATIONS AS
CONTAINED IN THE ORIGINAL GRANT FROM THE CROWN

PARCEL 4

ALL THAT PORTION OF SW 1/4 4-11-8 WPM

TAKEN FOR RLY RIGHT-OF-WAY AND STATION GROUNDS PLAN 327 PLTO, EXC
FIRSTLY: PLAN 2290 PLTO AND 45686 PLTO

SECONDLY: ALL MINES, MINERALS AND SPECIAL RESERVATIONS AS
CONTAINED IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 2571229/3

THE W 1/2 OF THE NE 1/4 OF SECTION 8-11-8 WPM

Title No. 2571232/3

THE NW 1/4 OF SECTION 8-11-8 WPM

EXC ALL MINES AND MINERALS AS SET FORTH IN DEED 126692 PLTO

Title No. 2571230/3

PARCEL 1: THE SE 1/4 OF SECTION 17-11-8 WPM

EXC THE SLY 635 FEET PERP OF THE ELY 1167 FEET PERP

PARCEL 2: THE SW 1/4 OF SECTION 17-11-8 WPM

Properties owned by Edwin Potato Growers Ltd.

Title No. 2427364/3

THE NE 1/4 OF SECTION 18-11-8 WPM
EXC FIRSTLY: THE NLY 380 FEET OF THE ELY 150 FEET
AND SECONDLY: ALL MINES AND MINERALS AS SET FORTH
IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 1843240/3

THE NLY 380 FEET OF THE ELY 150 FEET OF
NE 1/4 18-11-8 WPM
EXC ALL MINES, MINERALS AND SPECIAL RESERVATIONS AS
RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 1549193/3

NE 1/4 13-10-9 WPM
EXC THE ELY 758.5 FEET PERP OF THE NLY 580 FEET PERP
SUBJECT TO THE RESERVATIONS CONTAINED IN THE CROWN LANDS ACT

Schedule 3 – Wolfe Land Claims

1. Mortgage 1119197/3 registered 2008-10-14 in favour of the Bank of Montreal.
2. Mortgage 1159507/3 registered 2013-04-04 in favour of the Bank of Montreal.
3. Caveat 1174220/3 registered 2015-04-07 in favour of The Bank of Nova Scotia.
4. Assignment of Caveat 1176082/3 registered 2015-07-06 in favour of R.L. Wolfe Ltd.
5. Certificate of Judgment 1183107/3 registered 2016-06-23 in favour of Pitblado LLP.
6. Certificate of Judgment 1186892/3 registered 2017-01-05 in favour of Royal Bank of Canada.
7. Certificate of Judgment 1188586/3 registered 2017-04-12 in favour of R.L. Wolfe Ltd.
8. Caveat 1146496 registered 2011-09-12 in favour of Taylor Bros. Farm Ltd.
9. Mortgage 1149073/3 registered 2011-12-22 in favour of Bank of Montreal.
10. Mortgage 1132034/3 registered 2010-02-03 in favour of Bank of Montreal.
11. Mortgage 1132035/3 registered 2010-02-03 in favour of Gerald Wiebe and Martha Wiebe.
12. Caveat 1132276/3 registered 2010-02-17 in favour of Bank of Montreal.
13. Personal Property Security Notice 1137492/3 registered 2010-08-30 in favour of National Leasing Group Inc.
14. Mortgage 1159508/3 registered 2013/04/04 in favour of Bank of Montreal.
15. Certificate of Judgment 1183106/3 registered 2016-06-23 in favour of Pitblado LLP.

Schedule 4 – Wolfe Land Permitted Encumbrances

- 1) Caveat No. 1015750/3 registered on May 15, 1998 in favour of MTS Communications Inc.;
- 2) Caveat No. 1056830/3 registered on July 24, 2002 in favour of MTS Communications Inc.;
- 3) Caveat No. 33881/3 registered on November 15, 1966 in favour of Manitoba Telephone System;
- 4) Caveat No. 41134/3 registered on May 20, 1982 in favour of Manitoba Telephone System;
- 5) Caveat No. 1014611/3 registered on April 6, 1998 in favour of MTS Netcom Inc.;
- 6) Caveat No. 1015784/3 registered on May 19, 1998 in favour of MTS Communications Inc.;
- 7) Caveat No. 1073764/3 registered on May 4, 2004 in favour of MTS Communications Inc.;
- 8) Caveat No. 1100130/3 registered on December 11, 2006 in favour of Kereven Farms Ltd.;
- 9) Easement No. 83901/3 registered on February 13, 1957 in favour of Trans-Canada Pipelines Ltd.;
- 10) Easement No. 111554/3 registered on June 15, 1970 in favour of Trans-Canada Pipelines Ltd.;
- 11) Easement No. 92-4300/3 registered on July 6, 1992 in favour of Trans-Canada Pipelines Ltd.;
- 12) Easement No. 1013832/3 registered on March 13, 1998 in favour of TransCanada Pipelines Limited;
- 13) Easement No. 127654OS/3 registered on August 23, 1956 in favour of Trans-Canada Pipelines Ltd.;
- 14) Easement No. 130617OS/3 registered on June 15, 1970 in favour of Trans-Canada Pipelines Ltd.;
- 15) Easement No. 92-4304/3 registered on July 6, 1992 in favour of Trans-Canada Pipelines Ltd.;

- 16) Easement No. 1013829/3 registered on March 13, 1998 in favour of Transcanada Pipelines Limited;
- 17) Easement No. 83050/3 registered on August 30, 1956 in favour of Trans-Canada Pipelines Ltd.;
- 18) Easement No. 89158/3 registered on November 5, 1959 in favour of Trans-Canada Pipelines Ltd.;
- 19) Easement No. 96296/3 registered on May 27, 1963 in favour of Petroleum Transmission Co.;
- 20) Caveat No. 33781/3 registered on September 30, 1966 in favour of The Manitoba Telephone System;
- 21) Easement No. 111555/3 registered on June 15, 1970 in favour of Trans-Canada Pipelines Ltd.;
- 22) Caveat No. 80-39779/3 registered on April 3, 1980 in favour of James Roy Boak;
- 23) Caveat No. 83-2546/3 registered on June 29, 1983 in favour of Manitoba Telephone System;
- 24) Easement No. 92-4306/3 registered on July 6, 1992 in favour of Trans-Canada Pipelines Ltd.;
- 25) Easement No. 1013826/3 registered on March 13, 1998 in favour of Transcanada Pipelines Limited;
- 26) Miscellaneous Registration No. 1189989/3 registered on June 22, 2017 in favour of Plains Midstream Canada ULC; and
- 27) Caveat No. 26718/3 registered on October 20, 1947 in favour of The Rural Municipality of Portage La Prairie.

Schedule 5 – Beaver Creek Purchased Assets

Real Property Legal Descriptions:

Title No. 1488714/3

SE 1/4 11-11-9 WPM EXC

1STLY: THE WLY 363 FEET PERP OF THE ELY 704 FEET PERP
OF THE SLY 600 FEET PERP

2NDLY: EXC ALL MINES, MINERALS AND SPECIAL RESERVATIONS
AS RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 1488712/3

SW 1/4 11-11-9 WPM

EXC ALL MINES, MINERALS AND SPECIAL RESERVATIONS
AS RESERVED IN THE ORIGINAL GRANT FROM THE CROWN

Title No. 2801198/3

THE NE 1/4 OF SECTION 12-11-9 WPM

INCLUDING RIGHT-OF-WAY FOR UTILITIES PLAN 56868 PLTO (NOW
ABANDONED)

EXC FIRSTLY: ALL THAT PORTION OF THE ELY 525 FEET PERP OF THE
NLY 325 FEET PERP WHICH LES OT THE EAST OF THE EASTERN LIMITS
OF ROAD PLANS 473 PLTO AND 1739 PLTO

AND SECONDLY: ROAD PLANS 473 PLTO AND 1739 PLTO

Title No. 2801202/3

THE NW 1/4 OF SECTION 12-11-9 WPM

INCLUDING RIGHT-OF-WAY FOR UTILITIES PLAN 56868 PLTO (NOW
ABANDONED)

Title No. 2801200/3

THE SW 1/4 OF SECTION 13-11-9 WPM

INCLUDING RIGHT-OF-WAY FOR UTILITIES PLAN 56868 PLTO (NOW
ABANDONED)

Schedule 6 – Beaver Creek Claims

1. Mortgage 1132034/3 registered 2010-02-03 in favour of Bank of Montreal.
2. Mortgage 1132035/3 registered 2010-02-03 in favour of Gerald Wiebe and Martha Wiebe.
3. Caveat 1132276/3 registered 2010-02-17 in favour of Bank of Montreal.
4. Mortgage 1159508/3 registered 2013/04/04 in favour of Bank of Montreal.
5. Certificate of Judgment 1183106/3 registered 2016-06-23 in favour of Pitblado LLP.
6. Certificate of Judgment 1186892/3 registered 2017-01-05 in favour of Royal Bank of Canada.
7. Certificate of Judgment 1188586/3 registered 2017-04-12 in favour of R.L. Wolfe Ltd.

Schedule 7 – Beaver Creek Permitted Encumbrances

- 1) Easement No. 1177648/3 registered on September 14, 2015 in favour of The Manitoba Hydro-Electric Board;
- 2) Easement No. 83066/3 registered on September 1, 1956 in favour of Trans-Canada Pipe Lines Ltd.;
- 3) Easement No. 96848/3 registered on August 12, 1963 in favour of Petroleum Transmission Co.;
- 4) Easement No. 110726/3 registered on November 27, 1969 in favour of Trans-Canada Pipe Lines Ltd.;
- 5) Easement No. 1013645/3 registered on March 5, 1998 in favour of Transcanada Pipelines [sic] Limited; and
- 6) Miscellaneous Registration No. 1189988/3 registered on June 22, 2017 in favour of Plain Midstream Canada ULC.