



No. S-222758  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD. AND  
ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

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MONITOR'S TWELFTH REPORT TO COURT

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February 21, 2024

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF 0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD. AND  
ALDERBRIDGE WAY LIMITED PARTNERSHIP

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## I. INTRODUCTION AND PURPOSE OF THE REPORT

### Introduction

1. On April 1, 2022 (the "**Filing Date**"), this Honourable Court (the "**Court**") made an order (the "**Initial Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**") granting Alderbridge Way GP Ltd., Alderbridge Way Limited Partnership ("**Alderbridge LP**") and 0989705 B.C. Ltd. (collectively the "**Companies**" or the "**Petitioners**") protection from their creditors.
2. Effective December 1, 2022, The Bowra Group Inc. ("**TBGI**") merged with MNP Ltd. ("**MNP**"), and pursuant to orders respectively granted December 21, 2022 and October 24, 2023, MNP was substituted as monitor (the "**Monitor**") in place of TBGI in these CCAA proceedings.
3. The Court has extended the stay of proceedings under the Initial Order a number of times, most recently on December 1, 2023, when the Court granted an order extending the stay to March 1, 2024 (the "**Stay Period**").
4. The Companies own the property at 7960 Alderbridge Way, and 5333 and 5411 No. 3 Road in Richmond, British Columbia (the "**Development Property**").
5. A more comprehensive background, including the various orders granted in these proceedings is attached as **Appendix A**.
6. As at the date of this Monitor's Twelfth Report to Court (the "**Twelfth Report**"), the Court has authorized and approved debtor in possession financing in the amount of \$8.4 million, as follows:
  - i. \$850,000 from Gatland Development Corporation, REV Investments Inc. and South Street (Alderbridge) Limited Partnership, all of which has been fully advanced and is secured by the Interim Financing Charge;
  - ii. \$1.65 million from Romspen Investment Corporation ("**Romspen**"), all of which has been fully advanced and is secured by the Romspen Interim Financing Charge #1; and,
  - iii. \$5.9 million from Romspen, of which \$5.2 million has been advanced and is secured by the Romspen Interim Financing Charge #2, leaving an additional \$651,000 that the Monitor is authorized to borrow.

### **Purpose of the Report**

7. The purpose of this Twelfth Report is to provide the Court with:
- i. an update on the status of the Companies' application to the City of Richmond (the "City") for a new building permit (the "**Building Permit**");
  - ii. the Monitor's comments regarding the recommencement of a sale process for the Development Property;
  - iii. information on the shoring system in place for the Development Property;
  - iv. a comparison of the actual cash flow to the forecast cash flow for the period November 25, 2023 to February 16, 2024;
  - v. the cash flow forecast for the period February 17 to May 31, 2024;
  - vi. information and the Monitor's recommendation in respect of its application for authorization to borrow an additional \$540,000 from Romspen by way of interim financing (the "**Additional DIP Financing**") (i.e. increasing the authorized borrowings amount from \$5.9 million to \$6.4 million), along with a corresponding increase in the Romspen Interim Financing Charge #2 from \$5.9 million to \$6.4 million; and
  - vii. information and the Monitor's recommendation in respect of the application to extend the stay of proceedings May 31, 2024.
8. This Twelfth Report should be read in conjunction with the Monitor's previous reports to court filed in these proceedings (collectively, the "**Monitor's Previous Reports**").

### **Terms of Reference**

9. In preparing this report and in making the comments herein, the Monitor has been provided with and relied upon information received from the Companies including financial information prepared by the Companies, none of which has been audited. Further, the Monitor has relied upon discussions with the Companies and their legal counsel, legal counsel to the lenders, the general contractor and its counsel and various trades. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of such information contained in this report.
10. Certain information referred to in this report consists of forecasts and projections. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with

Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of the information.

11. This report has been prepared for the use of this Honourable Court and the Companies' stakeholders as general information relating to the restructuring proceedings. Accordingly, the reader is cautioned that this report may not be appropriate for any other purpose. The Monitor assumes no responsibility or liability for losses incurred by the reader as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

## II. BUILDING PERMIT APPLICATION

12. In the Monitor's Previous Reports, the Monitor advised the Court that:
  - i. the original building permit for the Development Property had expired;
  - ii. a new building permit application, in a form acceptable to the City, was required, including to prevent a loss of density and loss of value of the Development Project;
  - iii. additional work would be required in order to submit a new building permit application, as a new building code had been adopted in 2018 (the "**2018 Building Code**") and the original building permit was issued under the 2012 building code;
  - iv. the Monitor had engaged GBL Architects Inc. ("**GBL**") and development consultants to prepare and submit the new building permit application with the City;
  - v. the City advised the Monitor that the Building Permit would likely be issued within a few months of the submission of the building permit application, subject to it being fully compliant; and
  - vi. additional fees would be due to the City before the Building Permit is issued.
13. A new building permit application under the 2018 Building Code was submitted on November 1, 2023 and remains under review by the City.
14. The Monitor and its development consultants have continued to work with the City on the building permit application. The preliminary estimate for City approval and issuance of the Building Permit is on or around March 15, 2024.

15. Once the Building Permit has been approved by the City, the Monitor will be required to pay a building permit fee, additional development permit fees and security deposits to the City prior to the Building Permit being issued.
16. The City has not confirmed the amounts of such required payments, however, based on preliminary advice from the City and GBL, the Monitor understands that the amount may be in excess of approximately \$18 million. The Monitor continues to engage in discussions with the City to better understand what amounts must be paid in connection with the issuance of the Building Permit.
17. Once the amounts owing to the City are confirmed and agreed to by the Monitor, the Monitor will apply to Court for the necessary increase in approved borrowings. The current amount of Additional DIP Financing currently being sought by the Monitor does not include the fees and security deposits that will be required prior to issuance of the Building Permit.

### III. TIMING OF RECOMMENCEMENT OF SALE PROCESS

18. On April 25, 2022, the Monitor, with the consent of Romspen, terminated the Court-approved sale and investment solicitation process on the basis that any such process would be more likely to be successful if there was a building permit in place for the Development Property.
19. The issuance of the Building Permit is imminent, and the Monitor has the updated architectural drawings and information included in the building permit application materials which could be provided to prospective purchasers to assist them in their evaluation of the Development Property and the submission of bids.
20. Notwithstanding the foregoing, as noted in the Monitor's Eleventh Report to Court dated November 21, 2023, it would assist the Monitor if the claims and counterclaims (collectively, the "**Claims**") asserted in Supreme Court of British Columbia Action Nos. S-228019, S-231106, and S-232583 were resolved before, or at least shortly after, any new sale process was initiated, including for the following reasons:
  - i. the Monitor will need to know which secured creditor has a financial interest in the offers received, i.e. which of the secured creditors' claims will be affected by any

incremental change in the sale price. In that way, the Monitor can properly consult the appropriate creditor(s) regarding the process and any offers received;

- ii. depending on the nature of the consideration being offered (i.e. other than cash) or the structure of the offer (i.e. potential carried interests or a partnership), it may be necessary to negotiate a transaction with one or more of the secured creditors, particularly if any part of the consideration offered includes carried debt or the conversion of debt; and,
- iii. unless the relative amounts and priorities of the secured claims are known, it will be difficult for a secured creditor to make an offer by way of full or partial credit bid.

One or more of the above will likely have a negative effect on the sale price if the Claims are not resolved before bids are due under any sale process.

21. The Monitor notes that it is necessary to initiate a sale process as soon as possible because, among other things:

- i. once the Building Permit is issued, it remains valid for only six months, after which it will expire, unless:
  - a. there is construction activity on site; or
  - b. the permitholder requests an extension and the City, in its sole discretion, decides to grant an extension for a period of up to six months;
- ii. the Building Permit cannot be reinstated once it expires. Any new building permit application would have to be compliant with the 2024 B.C. building code which will require a new development permit, resulting in:
  - a. delays of up to four years;
  - b. loss of density;
  - c. increased contributions to the City; and
  - d. forfeiture of the deposits and contributions already paid to the City,

all of which will greatly diminish the realizable value of the Development Property;

- iii. the monthly holding costs are in excess of \$200,000, not including interest on the secured loans; and

- iv. when the Development Property was excavated in early 2020, a shoring system was implemented to prevent a soil collapse into the excavation. The City has expressed concerns with the shoring wall since before these CCAA proceedings and recently raised its concerns as discussed in **Section IV** of this Report.
22. The Monitor requests an extension of the Stay Period to May 31, 2024 in anticipation that within that time:
- i. the Building Permit will have been issued; and
  - ii. the Monitor will have had an opportunity to advance discussions with stakeholders regarding the initiation of a new sales process for the Development Property, including discussing whether doing so is possible prior to the resolution of the Claims.

#### **IV. SHORING SYSTEM**

23. The shoring system in place is temporary in nature.
24. To mitigate the risk of a potential shoring system failure, the Monitor has:
- i. engaged the geotechnical engineer of record (the "**Geotechnical EOR**") and surveyor to monitor movement of the shoring wall on a bi-weekly basis;
  - ii. corresponded regularly with the Geotechnical EOR to address any issues with the shoring system;
  - iii. engaged a contractor to address recommendations from the Geotechnical EOR, including constructing soil berms in certain areas of the excavation for additional support;
  - iv. maintained insurance for the excavation work; and
  - v. engaged security to be on-site 24/7.
25. In or around July 2023, one of the shoring system's top row anchors broke off. Subsequently, in December 2023, an adjacent top row anchor broke. In each instance, the Geotechnical EOR recommended that the Monitor engage a contractor to:
- i. immediately construct soil berms where the respective anchors broke off; and



- ii. grout the missing anchor holes and obtain photographic surveys of all anchors for review.
  
- 26. The Monitor completed the recommendations of the Geotechnical EOR.
  
- 27. To date, the Geotechnical EOR has advised the Monitor and the City that the shoring system remains stable.
  
- 28. Although the Geotechnical EOR has assured the Monitor that the shoring system remains stable, the City has expressed concerns given the Development Property's proximity to a major road in Richmond.
  
- 29. The Monitor has held numerous meetings and discussions and has corresponded regularly with the City to address its concerns.
  
- 30. In or around June 2020, the City engaged Thurber Engineering Ltd. ("**Thurber**") to provide third-party monitoring of the shoring system. On January 10, 2024, Thurber issued a letter to the City advising that the failure of the two anchors may have a cascading effect, which would cause a failure of the shoring system and recommended, among other things, the following:
  - i. construction of soil berms along the entire perimeter of the excavation; and
  - ii. performing visual reviews and increasing the monitoring of data reviews from bi-weekly to daily until the berm had been constructed.
  
- 31. The City demanded that the Monitor implement Thurber's recommendations immediately.
  
- 32. In order to address the City's concerns, the Geotechnical EOR and Monitor performed the following:
  - i. engaged a contractor to place the soil berms on the perimeter of the excavation; and
  - ii. increased the frequency of site visits by the Geotechnical EOR to daily, including a daily report to the City.
  
- 33. The work to construct the soil berms is, as at the date of this Report, ongoing, and is estimated to be completed by March 8, 2024.

V. FORECAST CASH FLOW

Actual vs. Forecast Cash Flow for the Period November 25, 2023 to February 16, 2024

34. The following is a summary of actual versus forecast cash flow for the period November 25, 2023 to February 16, 2024:

	\$000's		
	Actual	Forecast <sup>1</sup>	Variance
<b>Receipts</b>			
DIP - Romspen	6,900	7,223	(323)
DIP - Gatland, REV and South Street	850	850	-
GST and other refunds	242	229	13
	<u>7,992</u>	<u>8,302</u>	<u>(310)</u>
<b>Disbursements</b>			
Building permit costs	1,993	2,012	19
Dewatering costs	1,757	1,859	102
Professional fees	1,715	2,048	333
Site management	509	408	(101)
Site security	340	373	33
Equipment rental	290	320	30
Fuel costs	252	252	-
Interim facility costs and fees	197	200	3
Property fence	193	193	-
Wall and Geotechnical monitoring	184	226	42
Insurance	105	155	50
Project management (Quality Homes)	99	99	-
Utilities	32	49	17
Contingency	-	100	100
	<u>7,666</u>	<u>8,294</u>	<u>628</u>
Net Cash Flow	326	8	318
Opening Cash Position	5	5	-
<b>Ending Cash Position</b>	<u>331</u>	<u>13</u>	<u>318</u>
<b>Notes:</b>			
1. Actual for the period April 1, 2022 to November 24, 2023 plus forecast for the period November 25, 2023 to February 16, 2024 as appended to Monitor's 11th Report to Court.			

35. The key variances during the period are as follows:
- i. a positive variance of \$102,000 in dewatering costs due to the timing of invoices;
  - ii. a positive variance of \$333,000 in professional fees due to lower than anticipated fees for professional services; and
  - iii. a negative variance of \$101,000 in site management costs due to costs incurred to construct soil berms.

**Forecast Cash Flow**

36. The Monitor has prepared a forecast cash flow on a weekly basis for the period February 17 to May 31, 2024 (the "Forecast Cash Flow") which is summarized below:

	\$000's
<b>Receipts</b>	
DIP Financing	651
Additional Interim Financing Required	539
GST and other refunds	-
	<u>1,190</u>
<b>Disbursements</b>	
Site management and security	478
Professional fees	400
Dewatering costs	216
Utilities and Insurance	138
Wall and Geotechnical monitoring	58
Building permit costs	46
Property fence and equipment rental	43
Interim facility costs and fees	4
Contingency	125
	<u>1,508</u>
Net Cash Flow	<b>(318)</b>
Opening Cash Position	<u>330</u>
Closing Cash Position	<u>12</u>

37. Since the Forecast Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, the Monitor expresses no assurance as to the accuracy of the Forecast Cash Flow. The Monitor expresses no opinion or other

form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon by us in preparing this report.

38. A copy of the weekly Forecast Cash Flow including notes and assumptions is attached as **Appendix B**. The Forecast Cash Flow has been prepared solely for the purpose described in Note 1 to the Forecast Cash Flow, and readers are cautioned that it may not be appropriate for other purposes.

## VI. INCREASE IN DIP FINANCING

39. As at the date of this Twelfth Report, Romspen has advanced \$5.2 million of the \$5.9 million of the authorized interim financing facility.
40. As set out in the Forecast Cash Flow, the Monitor estimates it will require the Additional DIP Financing, in the amount of \$540,000, during the period February 17 to May 31, 2024, constituting an increase from \$5.9 million to \$6.4 million of authorized borrowings.
41. Romspen has agreed to provide the Additional DIP Financing.
42. The Additional DIP Financing does not include the estimated costs related to the Building Permit as the amounts payable have not yet been confirmed with the City. Once the amount is confirmed, the Monitor will make an application to Court to request an increase in the authorized financing facility.
43. The Monitor recommends that the Court authorize and approve the Additional DIP Financing and the corresponding increase in the Romspen Interim Financing Charge #2 from \$5.9 million to \$6.4 million.

## VII. EXTENSION OF STAY OF PROCEEDINGS

### Conduct of Petitioners

44. Based upon the circumstances discussed herein, the Monitor believes that the Companies have continued to act in good faith and with due diligence during the course of these proceedings.

### Extension of Stay of Proceedings

45. The Stay Period currently expires on March 1, 2024. An extension of the Stay Period is being sought to May 31, 2024.
46. The Monitor supports the extension of the Stay Period for the following reasons:
- i. more time is needed to obtain the Building Permit;
  - ii. during the extended Stay Period, the Monitor will have an opportunity to discuss the recommencement of sale process for the Development Property with the appropriate stakeholders;
  - iii. Romspen has consented to an extension of the Stay Period; and
  - iv. no creditor of the Companies will be materially prejudiced by the extension of the Stay Period.

## VIII. RECOMMENDATIONS

47. The Monitor recommends that the Court approve:
- i. the Additional DIP Financing and the corresponding increase in the Romspen Interim Financing Charge #2 from \$5.9 million to \$6.4 million; and,
  - ii. the extension of the Stay Period from March 1, 2024 to May 31, 2024.

All of which is respectfully submitted this 21<sup>st</sup> day of February, 2024.

### MNP Ltd.

in its capacity as Monitor of 0989705 B.C. Ltd.,  
Alderbridge Way GP Ltd., and Alderbridge Way Limited Partnership

Per: 

Mario Mainella, CPA, CA, CIRP

## **Appendix A**

Background of the various Orders granted in these proceedings

IN THE MATTER OF THE CCAA PROCEEDINGS OF  
0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD. AND  
ALDERBRIDGE WAY LIMITED PARTNERSHIP

MONITOR'S TWELFTH REPORT TO COURT – APPENDIX A

1. On April 1, 2022 (the "**Filing Date**"), this Honourable Court made an order (the "**Initial Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**") granting Alderbridge Way GP Ltd., Alderbridge Way Limited Partnership ("**Alderbridge LP**") and 0989705 B.C. Ltd. (collectively the "**Companies**" or the "**Petitioners**") protection from their creditors.
2. Among other things, the Initial Order appointed Alvarez & Marsal Canada Inc. ("**A&M**") as monitor of the Companies and authorized the Companies to borrow up to \$850,000 by way of debtor in possession financing from Gatland Development Corporation ("**Gatland**"), REV Investments Inc. ("**REV**") and South Street (Alderbridge) Limited Partnership ("**South Street**"), as lender.
3. On April 11, 2022, the Court granted an Order extending the stay of proceedings (the "**Stay Period**") to April 25, 2022.
4. On April 25, 2022, the Court granted:
  - i. an Amended and Restated Initial Order that:
    - a. extended the Stay Period to August 3, 2022;
    - b. substituted TBGI as monitor (in such capacity, the "**Monitor**") in place of A&M; and
    - c. authorized the Companies to borrow an additional \$1.65 million of debtor in possession financing from Romspen Investment Corporation ("**Romspen**"); and
  - ii. a Sales and Investment Solicitation Process (the "**SISP**") Order (the "**SISP Order**") for the property at 7960 Alderbridge Way, and 5333 and 5411 No. 3

Road, Richmond, British Columbia (the "**Development Property**") which authorized and directed the Monitor to carry out the SISP.

5. On July 22, 2022, the Court granted an Order extending the Stay Period to August 12, 2022.
6. On August 11, 2022, the Court granted the Second Amended and Restated Initial Order (the "**SARIO**") that, among other things:
  - i. extended the Stay Period to October 7, 2022;
  - ii. expanded and enhanced the Monitor's powers to authorize it to, among other things:
    - a. exercise control over the Development Property; and
    - b. engage consultants and experts to preserve, protect and enhance the Development Property; and
  - iii. approved an additional \$2.5 million of debtor in possession financing (the "**DIP Financing**") to be advanced by Romspen and secured by a corresponding charge in favour of Romspen over the assets, property and undertakings of the Companies (the "**DIP Financing Charge**").
7. On October 7, 2022, the Court granted an Order extending the Stay Period to December 9, 2022.
8. Effective December 7, 2022, with the consent of Romspen, the Monitor terminated the SISP in light of the expectation that any offers received from any prospective purchaser would be significantly lower if there was no building permit in place or would be subject to obtaining a building permit.
9. On December 9, 2022, the Court granted an Order extending the Stay Period to February 24, 2023.



10. On February 24, 2023, the Court granted an Order that, among other things:
  - i. extended the Stay Period to June 2, 2023;
  - ii. approved an additional \$1.2 million in DIP Financing to be advanced by Romspen and a corresponding increase in the DIP Financing Charge from \$2.5 million to \$3.7 million; and
  - iii. approved a charge in favour of GBL Architects Inc. (“**GBL**”) in the amount of \$250,000 over the assets, property and undertakings of the Companies as security for any amounts which the Petitioners are or become indebted to GBL for the supply of services.
  
11. On May 31, 2023, the Court granted an Order that, among other things:
  - i. extended the Stay Period to September 29, 2023; and
  - ii. approved an additional \$2.2 million in DIP Financing to be advanced by Romspen and a corresponding increase in the DIP Financing Charge from \$3.7 million to \$5.9 million.
  
12. On September 27, 2023, the Court granted an Order extending the Stay Period to December 1, 2023.
  
13. On December 1, 2023, the Court granted an Order extending the Stay Period to March 1, 2024.

## **Appendix B**

Forecast Cash Flow

For the Period February 17, 2024 to May 31, 2024

Alderbridge Way Limited Partnership, et al  
 Cash Flow Forecast (\$'s)  
 For the period February 17, 2024 to May 31, 2024  
 Prepared February 20, 2024

Week # Week Ending	Notes	Forecast																	Actual plus Forecast Apr 1, 2022 to May 31, 2024
		Week 1 23-Feb	Week 2 01-Mar	Week 3 08-Mar	Week 4 15-Mar	Week 5 22-Mar	Week 6 29-Mar	Week 7 05-Apr	Week 8 12-Apr	Week 9 19-Apr	Week 10 26-Apr	Week 11 03-May	Week 12 10-May	Week 13 17-May	Week 14 24-May	Week 15 31-May	Total - Forecast Feb 17, 2024 - May 31, 2024		
<b>Receipts</b>		-	480,000	-	-	-	-	-	-	-	-	-	-	-	-	-	651,000	8,400,744	
2	Interim facility	-	-	-	-	-	-	171,000	-	-	-	-	-	-	-	-	-	539,000	
3	Proposed Interim Financing	-	-	-	-	-	-	100,000	-	-	-	-	-	-	-	-	-	539,000	
4	GST and other refunds	-	-	-	-	-	-	-	-	-	221,000	-	-	-	-	-	-	241,739	
	<b>Total Receipts</b>	-	480,000	-	-	-	-	271,000	-	-	221,000	-	-	-	-	-	218,000	9,181,483	
<b>Disbursements</b>		106,000	100,000	168,000	-	-	-	6,000	-	-	6,000	-	-	-	-	-	6,000	901,304	
5	Direct site services	17,605	17,000	17,000	-	-	-	17,000	-	-	17,000	-	-	-	-	-	17,000	425,159	
	Site management	3,100	10,000	10,000	-	-	-	10,000	-	-	10,000	-	-	-	-	-	10,000	333,547	
	Equipment rental	-	-	-	-	-	-	100	-	-	100	-	-	-	-	-	100	183,488	
	Property lease	-	-	-	-	-	-	100	-	-	100	-	-	-	-	-	100	251,812	
	Fuel costs	35,578	-	45,000	-	-	-	45,000	-	-	45,000	-	-	-	-	-	45,000	1,972,648	
	Decontamination costs	8,481	-	20,000	-	-	-	10,000	-	-	10,000	-	-	-	-	-	10,000	242,445	
	Water and Geotechnical monitoring	1,504	-	5,000	-	-	-	5,000	-	-	5,000	-	-	-	-	-	5,000	53,134	
	Utilities	6,500	-	60,000	-	-	-	50,000	-	-	50,000	-	-	-	-	-	50,000	221,734	
	Insurance	25,000	-	25,000	-	-	-	25,000	-	-	25,000	-	-	-	-	-	25,000	125,000	
	Contingency	203,832	100,000	350,000	-	-	-	168,100	-	-	118,100	-	-	-	-	-	118,100	4,720,282	
<b>Other disbursements</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	99,308	
7	Project Management (Quality Homes)	46,332	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,038,972	
	Building permit costs	-	-	-	-	-	-	-	-	-	100,000	-	-	-	-	-	100,000	2,114,865	
	Professional fees	-	100,000	-	-	-	-	100,000	-	-	100,000	-	-	-	-	-	100,000	201,000	
8	Interim facility costs and fees	46,332	1,000	100,000	-	-	-	1,000	-	-	101,000	-	-	-	-	-	101,000	4,454,148	
	<b>Total Disbursements</b>	250,164	101,000	450,000	-	-	-	269,100	-	-	219,100	-	-	-	-	-	219,100	9,174,428	
	<b>Net Cash Flow</b>	(250,164)	379,000	(450,000)	-	-	-	1,900	-	-	1,900	-	-	-	-	-	(1,100)	7,055	
	<b>Opening Cash Position</b>	330,025	79,861	458,861	8,861	8,861	10,761	8,861	10,761	10,761	10,761	12,661	12,661	12,661	12,661	12,661	330,025	4,505	
	<b>Closing Cash Position</b>	79,861	458,861	8,861	8,861	8,861	10,761	8,861	10,761	10,761	12,661	12,661	12,661	12,661	12,661	11,561	11,561	11,561	

**Alderbridge Way Limited Partnership, Alderbridge Way GP Ltd. and 0989705 B.C. Ltd.  
Cash Flow Forecast  
Notes and Assumptions**

1. The cash flow statement (the "Cash Flow Forecast") has been prepared with support from management of Alderbridge Way Limited Partnership, Alderbridge Way GP Ltd. and 0989705 B.C. Ltd. (collectively, the "Company") to set out the liquidity requirements of the Company during the Companies' Creditors Arrangement Act proceedings (the "CCAA Proceedings").
  - i. The Cash Flow Forecast has been prepared with support by Management based on unaudited financial information, and Management and the Monitor's estimates of its projected receipts and disbursements. Readers are cautioned that since the estimates are based on future events and conditions that are not ascertainable, the actual results achieved will vary, even if the assumptions materialize, and such variations may be material. There are no representations, warranties or other assurances that any of the estimates, forecasts, or projections will be realized. The projections are based upon certain estimates and assumptions discussed below and may be amended from time to time during the CCAA Proceedings. Upon such amendments, the Monitor will update its cash flow forecast accordingly as included herein.
2. Advances under the DIP lending facility are detailed as follows:
  - i. DIP financing from Gatland Development Corporation, REV Investments Inc. and South Street (Alderbridge) Limited Partnership of up to \$850,000 which has been fully advanced;
  - ii. DIP financing from Romspen Investment Corporation ("Romspen") of up to \$1.65 million under Romspen's term sheet dated April 25, 2022 which has been fully advanced; and,
  - iii. DIP financing from Romspen of \$2.5 million under Romspen's term sheet dated August 22, 2022. The DIP financing provided under this facility was increased to \$5.9 million pursuant to an Order granted May 31, 2023. As at the date of this report, \$5.2 million of the \$5.9 million available has been advanced. Accordingly, the Monitor is only authorized to borrow an additional \$651,000.
3. The Cash Flow Forecast assumes that an increase in the DIP Financing Charge from \$5.9 million to \$6.4 million.
4. The Company does not expect to collect any significant receipts, other than advances from the DIP lending facility during the CCAA Proceedings.
5. Direct site services represent costs to be incurred to maintain the property located at 5333 No. 3 Road, Richmond, BC. These costs represent payments for essential services to be performed on site, including site management, dewatering, security and other safety monitoring procedures.
6. A contingency for site services has been forecast for unexpected site costs that may arise during the CCAA Proceedings.
7. Building permit costs have been forecast based on discussions with development consultants and the City of Richmond.
8. The Cash Flow Forecast excludes any costs related to a sales process.