

Court File No.: CV-21-00662483 -00CL

ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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 OR ARRANGEMENT OF
CLEARBEACH RESOURCES INC. AND FORBES RESOURCES CORP.

RESPONDING MOTION RECORD OF NORFOLK COUNTY

JULY 6, 2021

ROSS AND MCBRIDE
Commerce Place
1 King Street W., 10th Floor,
Hamilton, Ontario L8P 1A4

Shene Harris , LSO 69826C
PHONE: 905-526-9800
EMAIL SHarris@rossmcbride.com

Paula Boutis LSO 43875L
Norfolk County Solicitor
50 Colborne Street,
Simcoe, Ontario N3Y 4H2
PHONE: 519-426-5870 x 1315
EMAIL: Paula.boutis@norfolkcounty.ca

TO: SERVICE LIST (AS ATTACHED)

SERVICE LIST

As at June 21, 2021	
<p>BENNETT JONES LLP 3400 One First Canadian Place P.O. Box 130 Toronto, ON, M5X 1A4</p> <p>Main: (416) 863-1200 Fax: (416) 863-1716</p> <p><i>Counsel to Clearbeach Resources Inc. and Forbes Resources Corp.</i></p>	<p>Richard B. Swan (416) 777-7479 swanr@bennettjones.com</p> <p>Raj Sahni (416) 777-4804 sahnir@bennettjones.com</p> <p>Joshua Foster (416) 777-7906 fosterj@bennettjones.com</p>
<p>AIRD & BERLIS LLP Brookfield Place 181 Bay St #1800 Toronto, ON M5J 2T9</p> <p><i>Counsel to Pace Savings & Credit Union Limited</i></p>	<p>D. Robb English (416) 865-4748 renglish@airdberlis.com</p>
<p>MINISTRY OF THE ATTORNEY GENERAL 8-720 Bay Street Toronto, ON M7A 2S9</p>	<p>Ananthan Sinnadurai Crown Law Office – Civil (416) 910-8789 ananthan.sinnadurai@ontario.ca</p>

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<p>DEPARTMENT OF JUSTICE CANADA 3400-130 King Street, West Toronto, ON M5X 1K6</p>	<p>Diane Winters (416) 973-3172 diane.winters@justice.gc.ca</p> <p>Pat Confalone Pat.Confalone@justice.gc.ca</p>
<p>MINISTRY OF FINANCE (ONTARIO) Legal Services Branch 777 Bay Street, 11th Floor Toronto, ON M5G 2C8</p>	<p>Steven Groeneveld (905) 431-8380 steven.groeneveld@ontario.ca</p>
<p>SCOTT PETRIE LLP 200-252 Pall Mall Street London, ON N6A 5P6</p> <p>Fax: (519) 433-7909</p> <p><i>Counsel to Crich Holdings and Buildings Limited</i></p>	<p>Angelo C. D’Ascanio (519) 433-5310 Ext. 247 adascanio@scottpetrie.com</p>

<p>CHAITONS LLP 5000 Yonge Street, 10th Floor Toronto, ON M2N 7E9</p> <p><i>Counsel to CIBC Mortgages Inc.</i></p>	<p>Christopher Staples (416) 218-1147 chris@chaitons.com</p>
<p>LOOPSTRA NIXON LLP Woodbine Place 135 Queens Plate Drive, Suite 600 Toronto, ON M9W 6V7</p> <p><i>Counsel to the Monitor</i></p>	<p>Graham Phoenix (416) 748-4776 gphoenix@loonix.com</p> <p>Thomas Lambert (416) 748-5145 tlambert@loonix.com</p>
<p>MNP LTD. 1 Dundas Street West Suite 2500 Toronto, ON M5G 1Z3</p> <p><i>The Monitor</i></p>	<p>Rob Smith rob.smith@mnp.ca</p>

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<p>DICITUR HOLDINGS LIMITED 560 Wellington St 2nd Floor London, ON N6A 3R4</p> <p><i>Party to an Excluded Contract</i></p>	<p>jcrich@auburndev.com</p>
<p>THE CORPORATION OF THE MUNICIPALITY OF BAYHAM 56169 Heritage Line, P.O. Box 160 Straffordville, ON N9J 1Y0</p> <p><i>Creditor</i></p>	<p>Lorne James lames@bayham.on.ca bayham@bayham.on.ca</p>
<p>NORFOLK COUNTY 50 Colborne Street South Simcoe, ON N3Y 4H3</p> <p><i>Creditor</i></p>	<p>Jason Burgess, Chief Administration Officer jason.burgess@norfolkcounty.ca</p> <p>Teresa Olsen, Clerk teresa.olsen@norfolkcounty.ca</p>
<p>MUNICIPALITY OF CHATHAM-KENT 315 King Street W., P.O. Box 640 Chatham, ON N7M 5K8</p> <p><i>Creditor</i></p>	<p>davidt@chatham-kent.ca</p>

<p>THE MUNICIPALITY OF DUTTON DUNWICH 199 Currie Road Dutton, ON N0L 1J0</p> <p><i>Creditor</i></p>	<p>Heather Bouw hbouw@duttondunwich.on.ca</p>
<p>TOWNSHIP OF MALAHIDE 87 John Street S. Aylmer, ON N5H 2C3</p> <p><i>Creditor</i></p>	<p>Adam Betteridge, CAO abetteridge@malahide.ca</p> <p>Diana Wilson, Clerk dwilson@malahide.ca</p>

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<p>THE CORPORATION OF MUNICIPALITY OF WEST ELGIN 22413 Hoskins Line, Box 490 Rodney, ON N0L 2C0</p> <p><i>Creditor</i></p>	<p>Magda Badura, CAO/Treasurer mbadura@westelgin.net</p> <p>Jana Nethercott, Clerk clerk@westelgin.net</p>
<p>TOWNSHIP OF ST.CLAIR 1155 Emily Street Mooretown, ON N0N 1M0</p> <p><i>Creditor</i></p>	<p>Jeff Baranek, Clerk jbaranek@stclairtownship.ca</p> <p>Charles Quenneville, Treasurer cquenneville@twp.stclair.on.ca</p>
<p>MUNICIPALITY OF BLUEWATER 14 Mill Avenue, P.O. Box 250 Zurich, ON N0M 2T0</p> <p><i>Creditor</i></p>	<p>info@municipalityofbluewater.ca</p>
<p>THE MUNICIPALITY OF CENTRAL HURON P.O. Box 400, 23 Albert Street Clinton, ON N0M 1L0</p> <p><i>Creditor</i></p>	<p>Steve Doherty, CAO cao@centralhuron.com</p> <p>Kerri Ann O'Rourke, Clerk clerk@centralhuron.com</p>
<p>MUNICIPALITY OF HURON EAST 72 Main Street S., Box 610 Seaforth, ON N0K 1W0</p> <p><i>Creditor</i></p>	<p>Brad Knight, CAO/Clerk bknight@huroneast.com</p>
<p>COUNTY OF ELGIN 450 Sunset Drive St. Thomas, ON N5R 5V1</p> <p><i>Party to a Road User Agreement</i></p>	<p>Steve Gibson, County Solicitor sgibson@elgin.ca info@elgin.ca</p>

DAWN-EUPHEMIA TOWNSHIP 4591 Lambton Line Dresden, ON N0P 1M0 <i>Creditor</i>	Donna Clermont, Clerk clerk@dawneuphemia.on.ca
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MUNICIPALITY OF SOUTH HURON 322 Main Street S., P.O. Box 759Exeter, ON N0M 1S6 <i>Creditor</i>	Alex Wolfe, Deputy Clerk awolfe@southhuron.ca
TOWNSHIP OF WARWICK R.R. #8 6332 Nauvoo RoadWatford, ON N0M 2S0 <i>Creditor</i>	Linda Shea, Deputy Treasurer/ Tax Collector lshea@warwicktownship.ca
W. STEWART MCKEOUGH 337 Watercrest Lane Cedar Springs, ON N0P 1E0 <i>Party to a Gross Overriding Royalty Agreement</i>	donmckeough@gmail.com

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DELSALLE HOLDINGS LTD. 4085-2nd Avenue Burnaby, BC V5C 3X1 <i>Party to a Gross Overriding Royalty Agreement</i>	
DELL EXPLORATION c/o Flood & Company, Chartered Accountants 840 6th Avenue S.W., Suite 300 Calgary, AB T2P 3E5 <i>Party to a Gross Overriding Royalty Agreement</i>	
JAYA RESOURCES 2037 7th Avenue S.E. Calgary, AB T2G 0K2 <i>Party to a Gross Overriding Royalty Agreement</i>	(403) 266-5916

<p>MCA RESOURCES LTD. 396-11th Avenue S.W., Suite 1320 Calgary, AB T2R 0C5</p> <p><i>Party to a Gross Overriding Royalty Agreement</i></p>	<p>(403) 269-5416 cmhannon@chd.ca</p>
<p>BEJA HOLDINGS LIMITED 529 Erie Street S. Wheatley, ON N0P 2P0</p> <p><i>Party to a Gross Overriding Royalty Agreement</i></p>	<p>taschia@icloud.com</p>
<p>ED WELYCHKA 7 Foxcrest Crescent London, ON N6K 3A3</p> <p><i>Party to a Gross Overriding Royalty Agreement</i></p>	<p>edw@allenergyex.com</p>
<p>ROCCO MEGARO 1536 Jim Allen Way London, ON N6K 0C2</p> <p><i>Party to a Gross Overriding Royalty Agreement</i></p>	

<p>BRETT HOLDINGS 24-800 Commissioners Road W. London, ON N6K 1C2</p> <p><i>Party to a Gross Overriding Royalty Agreement</i></p>	<p>dbrett.focus@gmail.com</p>
<p>NRG CORP. Unit 202, 920 Commissioners Road East London, ON N5Z 3J1</p> <p><i>Secured Party</i></p>	<p>Laurie O'Meara, CPA, C.A. Vice President Administration (519) 433-8126 Ext 516 (519) 433-6132 (Fax) lomeara@cpirentals.com</p>

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**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 OR ARRANGEMENT OF
CLEARBEACH RESOURCES INC. AND FORBES RESOURCES CORP.**

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SUPERIOR COURT OF JUSTICE
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**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 OR ARRANGEMENT OF
CLEARBEACH RESOURCES INC. AND FORBES RESOURCES CORP.**

**AFFIDAVIT OF
MARIE K. J. LAPLANTE
(Affirmed July 6, 2021)**


I, Marie K. J. Laplante ("Kathy Laplante"), of Norfolk County (Town of Simcoe), in the Province of Ontario, Municipal Treasurer, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am the Municipal Treasurer for the Corporation of Norfolk County ("Norfolk County") and, as a result, have knowledge of the matters deposed to.
2. I have reviewed the Applicants' Motion Record ("Record"). I provide this Affidavit for the specific purpose of informing this Honourable Court of the current status of the indebtedness of Clearbeach Resources Inc. ("Clearbeach") to Norfolk County and to assist the Court in its assessment of the proposal and whether it is fair, reasonable and appropriate in the circumstances.
3. In my capacity as Municipal Treasurer for Norfolk County, I have access to all municipal records, including records relating to property assessment and municipal taxes, and rely upon those documents for the purposes of this affidavit.
4. Norfolk County is a respondent to the Applicants' Motion Record and was a named Creditor in the Notice of Intention to Make a Proposal of Clearbeach Resources Inc. ("NOI"), dated July 29, 2020. The NOI is referenced in the June 21, 2021, Affidavit of Jane Lowrie as being filed July 22, 2020. However, our copy of the NOI is dated July 29, 2020. The County received the NOI on August 4, 2020.
5. Attached and marked as Exhibit "A" to this my Affidavit is a true copy of the NOI Norfolk County received. At page six of eight of the NOI, Norfolk County is identified as a creditor owed \$546,527.56.
6. The motion record of the Applicants lists the following tax roll number as included within the definition of "Excluded Liabilities": 331054501035210. This tax roll number is reflected in Norfolk County's records as 545-010-35210-0000. I am advised by Sue Boughner (the Manager, Corporate Customer Care and Revenue

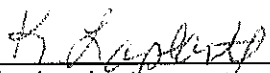
Services), and do verily believe, that 3310 is prefix that denotes Norfolk County.

- 7. Based upon municipal records for this tax roll, as of June 24, 2021, Norfolk County is owed \$678,493.25. Attached and marked as Exhibit "B" to this my Affidavit is a true copy of the Tax Reminder Notice for this roll number.
- 8. This municipal record shows that the account holder for this tax roll number is Tribute Resources Inc. While our records indicate that Tribute Resources Inc. is the account holder, I am advised by the County Solicitor, Paula Boutis, and do verily believe that in July of 2017, ON-Energy Corp. acquired the oil and gas assets of Tribute Resources Inc. and assumed the tax liabilities associated with these upon closing. I am further advised by the County Solicitor, and do verily believe, that ON-Energy Corp. was later amalgamated with Clearbeach.
- 9. Based upon municipal records for this tax roll, the last payment received and applied to Property Tax Roll Number 3310.545.010.35210 is \$222,327.59 posted October 27, 2014. Property tax records do not indicate the name of the person or entity that paid. Attached and marked as Exhibit "C" to this my Affidavit is a true copy of the last record of payment made.
- 10. It is further noted that a corporation known to be affiliated with Clearbeach, specifically Lagasco Inc., is also indebted to Norfolk County for unpaid property taxes in the further amounts of \$403,012.18, as of June 24, 2021. Attached and marked as Exhibit "D" is an accounting of taxes owed by Lagasco Inc., prepared by Sue Boughner.
- 11. Based upon the foregoing statements, the total indebtedness of Clearbeach and affiliated corporations is, as of June 24, 2021, \$1,081,505.43.
- 12. Norfolk County is currently reviewing old agreements of predecessor corporations to Clearbeach to determine if there are any agreements in place between the parties, including easement or Road User Agreements.
- 13. I make this affidavit in response to the Applicants' Motion for an Order (Approval and Vesting Order) and for no other or improper purpose.

AFFIRMED before me at the Town)
of Simcoe, Norfolk County, Ontario)
this 6th day of July, 2021)



Paula Boutis
Commissioner for Taking Oaths



Kathy Laplante

Exhibit "A"
to the Affidavit of Kathy Laplante
affirmed before me this
6th day of July, 2021

A handwritten signature in black ink, appearing to read "P. Boutis", is written above a horizontal line.

Paula Boutis

Commissioner for Taking Affidavits

July 29, 2020

Estate No. 35-2659751

**In the Matter of the Notice of Intention to Make a Proposal of
Clearbeach Resources Inc.
of the City of London,
in the Province of Ontario**

To the Creditors of Clearbeach Resources Inc.

Notice is hereby given that, on July 22, 2020, Clearbeach Resources Inc. (the "**Company**") filed a Notice of Intention to Make a Proposal ("**NOI**") pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"). Richter Advisory Group Inc. was named as trustee under the Company's NOI (the "**Trustee**").

A copy of the certificate of filing of the Company's NOI and a list of the creditors with claims amounting to \$250 or more as known or shown by the books and records of the Company are attached hereto. Please note that the enclosed creditors list is preliminary and subject to change.

The Trustee notes that the Company is not bankrupt. At this time, creditors are not required to file a proof of claim. In due course, the Trustee will provide creditors with additional information regarding the NOI proceedings, including, if necessary, information concerning the filing of a proof of claim and the date for a meeting of creditors to consider and vote on a proposal.

As a result of the Company's NOI filing, pursuant to the provisions of the BIA, all creditors are stayed from commencing or continuing any proceedings against the Company. The Company has until August 21, 2020 to file a proposal with the Trustee, which time may be further extended by the Ontario Superior Court of Justice (Commercial List).

The purpose of the Company's NOI proceedings is to provide the Company with the stability it requires in order to consider its restructuring options for the benefit of its stakeholders.

Additional information in connection with the Company's NOI proceedings is available on the Trustee's website at <https://www.richter.ca/insolvencycase/clearbeach-resources-inc/>.

Should you have any questions or require further information, please contact Adam Zeldin of the Trustee's office (416-646-7390 or azeldin@richter.ca).

Richter Advisory Group Inc.
in its capacity as Trustee pursuant to the Notice of Intention to Make a Proposal of
Clearbeach Resources Inc.



Paul van Eyk, CPA, CA-IFA, CIRP, LIT

T. 416.488.2345 / 1.866.585.9751
F. 514.934.8603
claims@richter.ca

Richter Advisory Group Inc.
181 Bay Street, Suite 3510
Bay Wellington Tower
Toronto, ON M5J 2T3
www.richter.ca

Montréal, Toronto

RECEIVED

AUG 04 2020

NORFOLK COUNTY



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

RECEIVED

AUG 04 2020

NORFOLK COUNTY

District of Ontario
Division No. 05 - London
Court No. 35-2659751
Estate No. 35-2659751

In the Matter of the Notice of Intention to make a
proposal of:

Clearbeach Resources Inc.
Insolvent Person

**RICHTER ADVISORY GROUP INC / RICHTER GROUPE
CONSEIL INC.**
Licensed Insolvency Trustee

Date of the Notice of Intention: July 22, 2020

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: July 22, 2020, 16:18

E-File/Dépôt Electronique

Official Receiver

Federal Building - London, 451 Talbot Street, Suite 303, London, Ontario, Canada, N6A5C9, (877)376-9902

Canada

- Proposal Consent -

To whom it may concern,

This is to advise that we hereby consent to act as trustee under the Bankruptcy and Insolvency Act for the proposal of Clearbeach Resources Inc.

Dated at the City of Toronto in the Province of Ontario, this 22nd day of July 2020.

Richter Advisory Group Inc. - Licensed Insolvency Trustee
Per:



Paul van Eyk, CPA, IFA, CIRP, LIT - Licensed Insolvency Trustee
181 Bay Street, Suite 3510
Toronto ON M5J 2T3
Phone: (416) 488-2345 Fax: (416) 488-3765

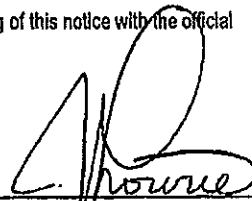
District of:
Division No.
Court No.
Estate No.

- FORM 33 -
Notice of Intention To Make a Proposal
(Subsection 50.4(1) of the Act)

Take notice that:

1. I, Clearbeach Resources Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. Richter Advisory Group Inc. of 181 Bay Street, Suite 3510, Toronto, ON, M5J 2T3, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 22nd day of July 2020.



Clearbeach Resources Inc.
Insolvent Person

To be completed by Official Receiver:

Filing Date

Official Receiver

Amended

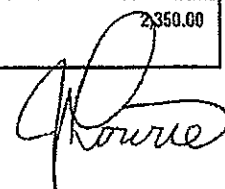
District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2659751

- FORM 33 -

Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

In the matter of the Notice of Intention to make a Proposal of
 Clearbeach Resources Inc.
 of the city of London
 in the province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
1263117 Ontario Ltd.	15546 Thomson Line R.R. #1 Mulrirk ON N0L 1X0		522.34
515793 Ontario Limited	P.O. Box 247 Ruthven ON N0P 2G0		933.20
918776 Ontario Inc.	896620 County Rd.3 R.R. #4 Bright ON N0J 1B0		1,105.00
Ampro Electric	406 First Street London ON N5W 4N1		1,770.29
B & D Lemon	1330 Elgin Cty Road Road 55 Stratfordville ON N0J 1Y0		378.52
Barnhard, Charlotte	R.R. #2 737 Kerry Road Florence ON N0P 1R0		1,425.00
Bodkin, Doug	14101 Zone Centre Line Thamesvilles ON N0P 2K0		406.50
Bodmin Limited	R.R.#5 Brussel ON N0G 1H0		994.25
Brenda R.Burgess	277 Whitebread Line, R.R. #2 Port Lambton ON N0P 2B0		342.50
BROOKWOOD RESOURCES INC.	2807 Woodhull Rd. London ON N6K 1S4		325.00
Bryce McFadden	11153 Grove Mills Line Dresden ON N0P 1M0		5,600.00
C & A DYCK	56956 Glen Erie Drive, R.R.#2 Vienna ON N0J 1Z0		535.92
Canada Revenu Agency	P.O. Box 14000 Station Main AB R3C 3M2		8,367.92
Canadian Quantum Energy Corp.	8093-258 Ave.W. MD Foothills AB T1S 4G2		565.63
Carruthers Water Delivery	6762 Longwoods Road. R.R. #1 Melbourne ON N0L 1T0		2,350.00



Amended

District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2859751

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 (Subsection 50.4(1) of the Act)

In the matter of the Notice of Intention to make a Proposal of
 Clearbeach Resources Inc.
 of the city of London
 in the province of Ontario

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Creditor	Address	Account#	Claim Amount
Cecelia Mel	416 Pointe Line West R.R. #2 Port Lambton ON N0P 2B0		2,048.78
CIBC	3109 Wonderland Rd S London ON N6L 1R4		63,608.00
Corporation of Elgin	450 Sunset Drive St. Thomas ON N5R 5V1		8,200.00
Crich Holdings and Buildings Ltd.	560 Wellington St. 2nd Floor London ON N6A 3R4		6,430,998.00
Critical Control Energy Services Inc.	800, 140- 10th Avenue S.E. Calgary AB T2G 0R1		8,464.12
Critical Control Energy Services Inc.	800, 140-10th Ave. St. E. Calgary AB T2G 0R1		1,000.00
Daniel R. Verbeek	R.R.#1 Muirkirk ON N0L 1X0		297.49
Dawn-Euphenia Township	4591 Lambton Line Dresden ON N0P 1M0		4,250.12
Dejaegher, Angela	1307 Concession 1 Langton ON N0E 1G0		500.00
Demalter Family Farm	R.R. #3 Newbury ON N0L 1Z0		2,075.00
Dick Verbeek & Ron Verbeek	19156 Morrison Road R.R. #1 Muirkirk ON N0L 1X0		1,197.56
Eastern Oilfield Services Ltd.	185 McEwan St. Bothwell ON N0P 1C0		19,005.82
Electronic Design for Industry Inc.	100 Ayers Blvd. Belpre OH 45714 USA		529.00
FreeArc Measurement & Control	500 N. 2nd St. Independence KS 67301 USA		814.50
Gary Stralman	6366 Petrolia Line R.R.#7 Alvinston ON N0N 1A0		268.06

Amended

District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2659751

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 of the city of London
 in the province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
George Murphy & Ruth Murphy	693 Whitebread Line R.R. #2 Port Lambton ON N0P 2B0		381.91
Gwendoline Weits	14430 Dunborough Rd. R.R. #1 West Lorne ON N0L 2P0		859.15
Gyteleai, Edward & Angeline	6205 Holden Road R.R. #1 Newcastle ON N0R 1L0		16,270.37
Harrison Pensa LLP	450 Talbot St. London ON N6A 5J6		7,666.40
Havens, Don	6623 Lambton Line R.R. #1 Bothwell ON N0P 1C0		33,724.03
Hayter's Turkey Farms Ltd.	37467 Dashwood Road R.R. #2 Dashwood ON N0M 1N0		2,920.40
Huszka, Paul & Florence	R.R. #3 14747 Zone Centre Line Bothwell ON N0P 1C0		7,500.00
Huszka, Paula	P.O. Box 185 149 Graham Street West Lorne ON N0L 2P0		1,500.00
Hydro One Networks Inc.	P.O. Box 5960 London ON N6A 6C4		6,485.85
Ivan Evans	539 Sydenham St. Dresden ON N0P 1M0		350.00
Jim McIntosh Petroleum Engineering Ltd.	479 Grandview Ave London ON N6K 2T4		9,519.62
Joanne Maguire JDTS Holdings	Box 617 10268 Brookland Court Grand Bend ON N0M 1T0		440.40
Keith Harold Tulloch	R.R. #5 Wallaceburg ON N8A 4L2		400.00
Kelcom Telemessaging	1172 Goyeau St. WINDSOR ON N9A 1S1		578.62

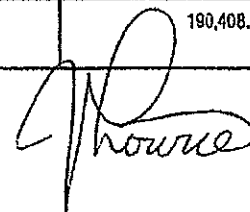
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District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
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List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Kevin Masse & Jeannette Masse	72039 Blackbush Line R.R. #1 Dashwood ON NDM 1N0		875.00
Kevin McFadden and Stacy O'Brien	6681 Churchill Line Watford ON N0M 2S0		900.00
Kichler Farms	R.R. #2 1686 Charlotteville Road 8 Simcoe ON N3Y 4K1		500.00
Kichler, Richard J.	R.R. #2 1686 Charlotteville Road 8 Simcoe ON N3Y 4K1		400.00
Larry Nurse	R.R. #2 Dresden ON N0P 1M0		500.00
Lina Straatman	7360 Egremont Rd. R.R.#8 Watford ON N0M 2S0		400.00
Lucy Duphette	5386 Paincourt Line Paincourt ON N0P 1Z0		625.34
Marina Shore Limited	520 Highway 59 South Port Rowan ON N0E 1M0		600.00
McDonald, Dave & Jeanne	12676 Baseline Road Thamesvilles ON N0P 2K0		1,769.50
Mercer, Donald	373 Lower Side Rd. R.R. #5 Langton ON N0E 1G0		500.00
Miller Thomson LLP	One London Place 255 Queens Avenue, Suite 2010 London ON N6A 5R8		21,391.47
Ministry of Revenue and Natural Resources	659 Exeter Road London ON N6E 1L3		10,836,700.00
Municipal Property Assessment Corporation	785 Wanderland Rd. S, Unit 252 London ON N6K 1M6		17,500.00
Municipality of Chatham-Kent	315 King St. W. P.O. Box 640 Chatham ON N7M 5K8		190,408.42



Amended

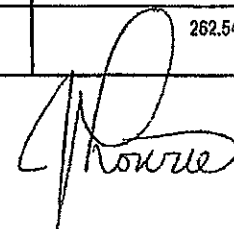
District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2659751

- FORM 33 -

Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

In the matter of the Notice of Intention to make a Proposal of
 Clearbeach Resources Inc.
 of the city of London
 in the province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Municipality of Huron East	72 Main St. S Box 610 Seaforth ON N0K 1W0		6,003.79
Municipality of South Huron	322 Main St. S P.O. Box 759 Exeter ON N0M 1S6		2,657.33
Municipality of Bluewater	14 Mill Ave., P.O. Box 250 Zurich ON N0M 2T0		19,169.03
Nell Stuart Jeffery, Bryan Andrew Jeffery &	2937 St.Clair Gardens Road Sombra ON N0P 2H0		1,425.00
Norfolk County	50 Colborne Street South Simcoe ON N3Y 4H3		546,527.56
Oil, Gas & Salt Trust	669 Exeter Road London ON N6E 1L3		1,680.05
PACE Savings and Credit Union Ltd.	8111 Jane St. Unit 1 Vaughan ON L4K 4L7		8,951,401.79
Pennings, Albert & Annette	33401 Fingal Line R.R. #1 Fingal ON N0L 1K0		300.00
Pitney Bowes	P.O. Box 278 Orangeville ON L9W 2Z7		382.20
Richmonne Farms Limited	R.R. #1 1068 Middleton-Nwal Towline Road Delhi ON N4B 2W4		250.00
Robert F. Kuiper & Roseanne R. Kuiper	6798 Hacienda Rd. Aylmer ON N5H 2R2		2,033.09
Rommel Farms	12 Pine Street West Aylmer ON N5H 1N7		300.00
Rowe Energy Corporation	7621 Falconbridge Drive R.R.#3 Mt. Brydges ON N0L 1W0		892.34
Shannon Watson	36737 Dashwood Rd. R.R. #1 Dashwood ON N0M 1N0		262.54



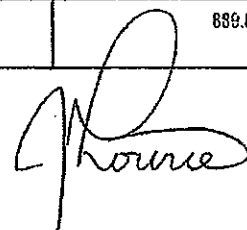
Amended

District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2659751

- FORM 33 -
 Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

In the matter of the Notice of Intention to make a Proposal of
 Clearbeach Resources Inc.
 of the city of London
 in the province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Southwest Middlesex	153 McKellar St., Glencoe ON N0L 1M0		1,066.77
Stephen Van Dommelen	R.R. #4 Wallaceburg ON N8A 4L1		1,010.00
The Corp. of the Mun. of West Elgin	22413 Hoskins Line, Box 490 Rodney ON N0L 2C0		43,673.05
The Corporation of the Municipality of Bayham	P.O. Box 160 Stratfordville ON N9J 1Y0		647,415.51
The Municipality of Dutton Dunwich	199 Curle Road Dutton ON N0L 1J0		81,897.98
The Municipality of Central Huron	P.O. Box 400, 23 Albert Street Clinton ON N0A 1L0		12,794.23
Township of Malahide	87 John St. S Aylmer ON N5H 2C3		56,116.03
Township of St. Clair	1155 Emily Street Mooretown ON N0N 1A0		30,620.49
Township of Warwick	R.R. #8 6332 Nauvoo Road Watford ON N0M 2S0		863.58
Trevor Fulton	56655 Light Line R.R. #1 VIENNA ON N0J 1Z0		255.87
Tribute Resources Inc.	2807 Woodhull Rd London ON N6K 4S4		1,112.76
Trickett's Water Service	1666 Hwy 59 Port Rowan ON N0E 1A0		525.00
Trudgeon, Bradley & Marianne	24975 Argyle Line R.R. #4 West Lorne ON N0L 2P0		300.00
Union Gas Limited	P.O. Box 4001 Station A Toronto ON M5W 0G2		726.99
Van Damme, Kimberly Ann	30359 Jane Road R.R. #5 Thamesvilles ON N0P 2K0		889.80



Amended

District of: Quebec
 Division No. 01 -
 Court No. 35-2659751
 Estate No. 35-2659751

- FORM 33 -
 Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

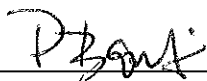
In the matter of the Notice of Intention to make a Proposal of
 Clearbeach Resources Inc.
 of the city of London
 in the province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Vanos Insulation	643 Railroad Street Mt. Brydges ON N0L 1W0		5,650.00
Wayne Hooyer and Martha Hooyer	R.R. #6 Dresden ON N0P 1M0		3,843.86
Wayne Mills	R.R. #1 Muirkirk ON N0L 1X0		1,410.80
Wayne Mills	R.R.#1 Muirkirk ON N0L 1X0		1,459.60
Workplace Safety & Insurance Board	148 Fullarton St. 7th Floor London ON N6A 5P3		284.98
Total			28,155,427.02

[Handwritten signature]

[Handwritten signature]
 Clearbeach Resources Inc.
 Insolvent Person

Exhibit "B"
to the Affidavit of Kathy Laplante
affirmed before me this
6th day of July, 2021

A handwritten signature in black ink, appearing to read "P. Boutis", is written over a horizontal line.

Paula Boutis

Commissioner for Taking Affidavits

Norfolk County
50 Colborne Street, South
Simcoe ON N3Y 4H3

TAX REMINDER NOTICE

TRIBUTE RESOURCES INC

C/O LAGASCO INC
1030 ADELAIDE ST S UNIT B
LONDON ON N6E 1R6

DATE
Jun 24, 2021
ROLL NUMBER
545-010-35210-0000
MUNICIPAL ADDRESS

This notice is a reminder that you have property taxes outstanding of \$678,493.25.

For 2021 interim and final levies, interest of 1.25% per month will be charged beginning in January 2022 for taxes outstanding.

If your taxes are paid by a mortgage holder please contact them to arrange payment.

For inquiries about this notice contact 519-426-5870 ext 1666.

Please include the payment stub below with your payment. Payment options are listed on the tax bills.

STATEMENT OF OUTSTANDING TAXES			
YEAR	TAXES	INTEREST	TOTAL
2021	\$37,488.06	\$0.00	\$37,488.06
2020	\$74,976.12	\$8,903.40	\$83,879.52
2019	\$71,321.53	\$20,976.14	\$92,297.67
2018	\$70,198.07	\$31,150.56	\$101,348.63
2017 & Prior	\$208,197.12	\$155,282.25	\$363,479.37
TOTAL	\$462,180.90	\$216,312.35	\$678,493.25

Norfolk County
50 Colborne Street, South
Simcoe ON N3Y 4H3

ROLL NUMBER
545-010-35210-0000

TOTAL
\$678,493.25

AMOUNT PAID

TRIBUTE RESOURCES INC

C/O LAGASCO INC
1030 ADELAIDE ST S UNIT B
LONDON ON N6E 1R6



Exhibit "C"
to the Affidavit of Kathy Laplante
affirmed before me this
6th day of July, 2021



Paula Boutis

Commissioner for Taking Affidavits

This statement contains transaction information only and should not be used in lieu of an official Tax Certificate.

STATEMENT OF ACCOUNT

Norfolk County

50 Colborne Street, South

Simcoe, ON

N3Y 4H3

Date Issued:

July 02, 2021

Issued To: TRIBUTE RESOURCES INC
C/O LAGASCO INC , 1030 ADELAIDE ST S UNIT B
LONDON, ON
N6E 1R6

Roll #: 545- 010- 35210- 0000

Owners:

TRIBUTE RESOURCES INC

Property Address:

Legal Description: PIPELINES
REG
1.00AC FR D

District(s):

Frontage: Lot 1 Acres

LOCAL IMPROVEMENTS

PROPERTY ASSESSMENT

Taxation Year: 2014

<u>Assessment Code</u>	<u>Description</u>	<u>Amount</u>
PTN	PIPELINE Tax Full	\$2,210,500.00
Total Assessment:		\$2,210,500.00

TRANSACTIONS

October 01, 2014 - December 31, 2014

<u>Due Date</u>	<u>Description</u>	<u>Amount</u>	<u>Balance</u>
Oct 01/2014	Balance Forward		\$205,481.47
Oct 02/2014	Penalty	\$2,263.64	\$207,745.11
Oct 27/2014	Payment	(\$222,327.59)	(\$14,582.48)
Oct 31/2014	2014 Final Levy	\$16,708.79	\$2,126.31
Nov 04/2014	Penalty	\$26.58	\$2,152.89
Dec 04/2014	Penalty	\$26.58	\$2,179.47
Total Outstanding December 31, 2014			\$2,179.47

Exhibit "D"
to the Affidavit of Kathy Laplante
affirmed before me this
6th day of July, 2021



Paula Boutis

Commissioner for Taking Affidavits

Prepared by Sue Boughner
Manager, Corporate Customer Care and Revenue Services
July 2, 2021

Owner: Lagasco Inc.

Property Tax Roll Number 3310.337.040.05300 Balance of taxes outstanding June 24, 2021	\$41,688.30
Property Tax Roll Number 3310.493.110.53800 Balance of taxes outstanding June 24, 2021	\$ 6,610.07
Property Tax Roll Number 3310.543.040.15100 Balance of taxes outstanding June 24, 2021	<u>\$354,713.81</u>
Total	<u>\$403,012.18</u>

*IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT RSC
1985, c.C-36, AS AMENDED, AND IN THE MATTER OF A PLAN, COMPROMISE
OR ARRANGEMENT OF CLEARBEACH RESOURCES INC., AND FORBES
RESOURCES CORP.*

CV-21-00662483-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

PROCEEDING COMMENCED AT *TORONTO, ONTARIO*

AFFIDAVIT OF KATHY LAPLANTE (ARRIRMED JULY 6, 2021)

ROSS AND MCBRIDE
Commerce Place
1 King Street W., 10th Floor,
Hamilton, Ontario L8P 1A4

Shene Harris , LSO 69826C
PHONE: 905-526-9800
EMAIL SHarris@rossmcbride.com

Paula Boutis LSO 43875L
Norfolk County Solicitor
50 Colborne Street,
Simcoe, Ontario N3Y 4H2
PHONE: 519-426-5870 x 1315
EMAIL: Paula.boutis@norfolkcounty.ca

*IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT RSC
1985, c.C-36, AS AMENDED, AND IN THE MATTER OF A PLAN, COMPROMISE
OR ARRANGEMENT OF CLEARBEACH RESOURCES INC., AND FORBES
RESOURCES CORP.*

Court File No. CV-21-00662483-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST))

PROCEEDING COMMENCED AT *TORONTO, ONTARIO*

RESPONDING MOTION RECORD – NORFOLK COUNTY

ROSS AND MCBRIDE
Commerce Place
1 King Street W., 10th Floor,
Hamilton, Ontario L8P 1A4

Shene Harris , LSO 69826C
PHONE: 905-526-9800
EMAIL SHarris@rossmcbride.com

Paula Boutis LSO 43875L
Norfolk County Solicitor
50 Colborne Street,
Simcoe, Ontario N3Y 4H2
PHONE: 519-426-5870 x 1315
EMAIL: Paula.boutis@norfolkcounty.ca