

COURT FILE NUMBER

Clerk's stamp:

1503 – 16803

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

PLAINTIFF

WADE WOOD

DEFENDANTS

GERALD BEVAN, SPHERICAL CAPITAL
INC., AND SPHERICAL BOND LTD.

DOCUMENT

**FIRST REPORT TO THE COURT OF MNP
LTD. IN ITS CAPACITY AS RECEIVER OF
LIONHART CAPITAL LTD.**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Receiver:

MNP Ltd.

Suite 1300, MNP Tower

10235 – 101 Street NW

Edmonton, AB, Canada T5J 3G1

Attention: Kristin Gray

Phone: 780.705.0073

Fax: 780.409.5415

kristin.gray@mnp.ca

Counsel:

PARLEE MCLAWS LLP

Barristers and Solicitors

1700 Enbridge Centre

10175 – 101 Street NW

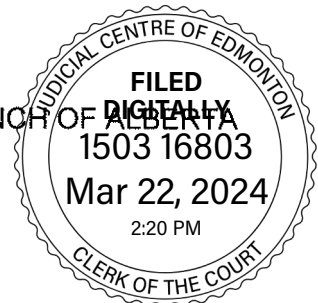
Edmonton, AB, Canada T5J 0H3

Attention: Steven A. Rohatyn

Phone: 780.423.8177

Fax: 780.423.2870

srohatyn@parlee.com



IN THE MATTER OF THE RECEIVERSHIP OF LIONHART CAPITAL LTD.

TABLE OF CONTENTS

PURPOSE OF REPORT	4
BACKGROUND INFORMATION	4
INSOLVENCY EVENTS	4
RECEIVER'S ACTIVITIES	6
REVIEW OF THE COMPANY'S BOOKS AND RECORDS	8
INJUNCTION ORDER - PRESERVATION OF REVENUE.....	9
OUTSTANDING FINANCIAL INFORMATION.....	10
STATEMENT OF RECEIPTS AND DISBURSEMENTS.....	12

APPENDICES

- A. A copy of the Receivership Order granted by the Honourable Justice Burns – June 26, 2023
- B. A copy of the Lionhart Corporate Search – January 3, 2023
- C. A copy of the Spherical Corporate Search – March 18, 2024
- D. A copy of the Interim Injunction Order – March 14, 2023
- E. A copy of the Request for Information letter – June 27, 2023
- F. Summary of transactions since March 14, 2023 prepared by the Receiver
- G. A copy of the March 18, 2024 Bennett Jones LLP correspondence
- H. A printout of the "About Us" page from the Spherical website
- I. A copy of the July 17, 2023 correspondence
- J. A copy of the August 14, 2023 through August 17, 2023 correspondence

- K. A copy of the August 23, 2023 through September 27, 2023 correspondence
- L. A copy of the September 28, 2023 correspondence
- M. A copy of the November 20, 2023 through December 8, 2023 correspondence
- N. A copy of the December 18, 2023 through December 22, 2023 correspondence
- O. Detailed summary of Outstanding Information
- P. Interim Statement of Receipts and Disbursements for the period of June 26, 2023 to March 1, 2024

PURPOSE OF REPORT

1. Pursuant to an Order of the Court of King's Bench of Alberta granted June 26, 2023, (the "**Receivership Order**"), MNP Ltd. ("**MNP**") was appointed receiver (the "**Receiver**") of all current and future assets, undertakings and properties of every nature and kind whatsoever of Lionhart Capital Ltd. ("**Lionhart**" or the "**Company**"). A copy of the Receivership Order is attached as "**Appendix A**".
2. This is the first report filed by the Receiver regarding the administration of the estate of the Company (the "**First Report**").
3. The purpose of this report is to provide this Honourable Court with a summary of the Receiver's activities since our appointment as Receiver, as well as an outline of the difficulties and delays experienced by MNP in its efforts to carry out its mandate under the Receivership Order.

BACKGROUND INFORMATION

4. The Company was incorporated in Alberta on July 13, 1990. A copy of the Lionhart Corporate Search dated January 3, 2023, is attached as "**Appendix B**".
5. The directors of Lionhart are Mr. Gerald Bevan ("**Bevan**") and Ms. Breanne Young ("**Young**") (collectively the "**Directors**"). We understand that Young is Bevan's daughter.
6. Lionhart operated as an equipment leasing brokerage firm. The Company previously leased office space in Calgary, Alberta, however, transitioned to remote operations in 2021.
7. In addition to Bevan and Young, who were active in business operations, the Receiver understands that the Company had two other employees, one being Bevan's ex-wife.

INSOLVENCY EVENTS

8. Wade Wood ("**Wood**") and Bevan were acquainted as they had married a pair of sisters. Wood and Bevan were friends between 1979 and 2015.
9. In 2007, Wood began loaning Bevan money to finance Spherical Capital Inc. ("**Spherical**"), a company owned by Bevan. A copy of the Corporate Search for Spherical dated March 18, 2024, is attached as "**Appendix C**".

10. As the loan amount increased, a series of promissory notes were executed for amounts between \$950,000 and \$1.8 million. The last advance taking the total to \$1.8 million occurred in December 2012.
11. In addition to the cash loan noted above, Wood advanced an RRSP Loan to Spherical in the amount of \$589,000.
12. In October 2015, Wood initiated enforcement to collect the funds owed to him by Spherical (the "**Action**").
13. A Trial of the Action was held from October 12 to 15, 2021, and November 3, 2021, in which Wood was successful and obtained the following judgments:
 - a) Against Bevan:
 - (i) \$1,800,000 in damages; and,
 - (ii) Pre-judgement interest calculated at a rate of 8.75% from January 1, 2015, to the date of judgment.
 - b) Against Bevan and Spherical Bond Ltd., jointly and severally:
 - (i) \$589,000 in damages; and,
 - (ii) Pre-judgement interest calculated at a rate of 7.00% from July 5, 2017, to the date of judgment.
 - c) Interest pursuant to the *Judgement Interest Act*, R.S.A. 2000, c. J-1.
 - d) Costs on a solicitor-client basis.

(collectively, the "**Judgment**")
14. On or about February 4, 2022, a Writ of Enforcement was filed pursuant to the *Civil Enforcement Act*, RSA 2000, C-15, in connection with the Judgment against Bevan in the total amount of \$3,723,635, including costs and pre and post-judgment interest.
15. The Receiver understands that:

- a) On March 14, 2022, Wood was provided with a Financial Statement of Debtor sworn by Bevan in which Bevan attested to having no material assets and having debts in excess of \$280,000 in addition to the amount owed to Wood. Bevan also attested to having moved to Mexico around the time the Judgement was issued in December 2021.
 - b) On May 3, 2022, Bevan underwent an examination in aid to obtain information about his current assets, transfer of assets, and his ability to pay the Judgment.
 - c) During the examination, Bevan deposed that he was the owner of all shares of Lionhart but did not know the location of the minute books or share certificates.
 - d) On October 14, 2022, Consolidated Civil Enforcement was engaged to enforce the Judgment against Bevan. Consolidated Civil Enforcement attended the registered office address of Lionhart and were unable to seize the shares as the registered address was a Calgary Pack and Ship Store with the unit number being a mailbox.
16. On March 14, 2023, Wood applied for and obtained an Interim Injunction Order (the "**Injunction Order**") requiring Mr. Bevan to restrain from selling or transferring any assets and preserving all revenue in the Company. A copy of the Injunction Order is attached as "**Appendix D**".
17. On June 26, 2023, Wood applied for and obtained the Receivership Order.
18. As at the date of the Receivership Order, the Judgment remained outstanding in the amount of approximately \$3,723,635.

RECEIVER'S ACTIVITIES

19. On June 27, 2023, the Receiver sent correspondence to the Company through its then legal counsel advising of the Receivership and providing a detailed list of the financial information. A copy of the Request for Information is attached as "**Appendix E**".
20. On July 14, 2023, the Receiver had a teleconference with the Directors to review the outstanding information request. We note that as of the date of this First Report, certain critical financial information remains outstanding, as further discussed below.

21. Despite the previous correspondence from the Receiver, it was noted on this call that the Directors were not aware of the implications of the Receivership and had been continuing operations since June 27, 2023.
22. While the Company continued operations after the Receivership Order was granted there was no material negative impact on the cash balance held in the Company's bank accounts.
23. On July 28, 2023, the Court provided the Receiver with a filed copy of the Receivership Order, at which time the Receiver froze the Company's ATB Financial ("ATB") and TD Canada Trust ("TD") bank accounts.
24. In addition to the foregoing, the Receiver has completed the following:
 - a) Obtained and reviewed certain payroll records, including T4's and ROE's;
 - b) Obtained and reviewed bank statements for both bank accounts from January 1, 2018, to July 17, 2023;
 - c) Requested, obtained, and reviewed certain transaction information for both bank accounts for the period January 1, 2023, to the date the ATB and TD bank accounts were frozen;
 - d) Reviewed the property claim filed by the Canada Revenue Agency in respect of the Company's payroll account;
 - e) Sent notice of the Receivership to all known creditors; and,
 - f) Continued to follow up with the Company and its legal counsel for the outstanding books and records and requested transaction information as noted below.
25. The Receiver continues to complete its administrative requirements pursuant to the *Bankruptcy and Insolvency Act*. The Receiver set up a dedicated case website to provide information to the Company's creditors and interested parties and held discussions with creditors regarding the status of the Receivership and the administration of the estate.

REVIEW OF THE COMPANY'S BOOKS AND RECORDS

26. The Receiver has reviewed the management prepared financial statements for the years ending February 28, 2018, through February 28, 2023.
27. As per the Company's management prepared financial statements, as at February 28, 2023, the Company's assets were as follows:

	As At Feb. 28, 2023
	\$'s
Cash	6,584
Accounts Receivable	152,580
Prepaid Expenses	15,505
Other Receivables	
Commissions Advanced	27,077
Lionhart Insurance	2,957
Home Seek	959
Employee Advances	3,000
Computer Equipment	15,504
Furniture & Equipment	746
Vehicle	4,178
Due from Geraco	16,364
Due from Shareholder	12,337
	<u>257,790</u>

28. The accounts receivable balance includes \$92,156, which relates to a 2020 journal entry for "prior period accounts receivable". The Directors have indicated all amounts are uncollectible. The Receiver has sent demand letters to all customers listed on the accounts receivable listing. No amounts have been collected to date.
29. The prepaid expense balance has remained consistent since 2019. The Directors have advised they are not aware of any prepaid expenses.
30. Other receivable amounts have remained consistent since 2018. The Directors have advised they are not familiar with these receivables and believe them to be uncollectible.

31. The Directors have advised all computers, furniture and equipment were disposed of or abandoned when the leased office space was vacated.
32. The Directors have advised there are no vehicles owned by the Company.
33. The Receiver has sent a demand letter to a related party, Geraco, for immediate repayment of the \$16,634. No response was received.
34. Due from shareholder balances represents shareholder transactions throughout the fiscal year.
35. The Receiver is not aware of any additional assets that may be available for realization.
36. No accounting or bookkeeping was completed by the Company after February 28, 2023.

INJUNCTION ORDER - PRESERVATION OF REVENUE

37. Paragraph 3 of the Injunction Order granted March 14, 2023, required that any revenue generated by Lionhart in the course of its business shall be preserved and an accounting of same provided to Wood.
38. It appears from the Receiver's review of the books and records received to date that the Company did not preserve, or segregate revenue generated as required by the Injunction Order. The Receiver is advised by Wood's counsel that an accounting was not provided.
39. Attached as "**Appendix F**" is a summary of all transactions from the Company's bank statements from March 14, 2023, prepared by the Receiver. The Company collected approximately \$186,905 of broker commissions since March 14, 2023.
40. On March 18, 2024, the Receiver received correspondence from Bennett Jones LLP ("**Bennett Jones**"), legal counsel to Wood, requesting additional financial information, including information on the Company's employees and contractors, ongoing operations, and receivables. A copy of the correspondence is attached as "**Appendix G**".
41. On March 18, 2024, Bennett Jones directed the Receiver to the Company's website (www.lionhartcapital.com) which is now directed to Spherical's website (www.sphericalcapital.com). A printout of the "About Us" portion of Spherical's web page is attached as "**Appendix H**". It represents that Spherical formerly operated as Lionhart.

OUTSTANDING FINANCIAL INFORMATION

42. The Receiver has made the following additional attempts to obtain financial information and books and records from Bevan:

- a) On July 14, 2023, the Receiver held a teleconference with the Directors to review the initial information request and missing information.
- b) On July 17, 2023, the Receiver sent correspondence to the Company, and the Company's then counsel, summarizing the teleconference call and outstanding items. Limited information was provided by the Company after this request. A copy of the July 17, 2023, correspondence is attached as "**Appendix I**".
- c) On August 14, 2023, the Receiver sent an updated request with additional required information based on the Receiver's review of the limited books and records provided. Limited additional information was provided in response by the Company. The Company, through its then counsel, responded on August 17, 2023, noting the request had been received by the Company and they were working diligently on providing the information. A copy of the August 14, 2023, through August 17, 2023, correspondence is attached as "**Appendix J**".
- d) On August 23, 2023, the Company, through its then legal counsel, provided further books and records; however, many items remained outstanding. The Receiver responded on August 24, 2023, summarizing the remaining outstanding information. Subsequently, the Receiver followed up on August 31, 2023, September 8, 2023, September 22, 2023, and September 27, 2023. A copy of the August 23, 2023, through September 27, 2023, correspondence is attached as "**Appendix K**".
- e) On September 28, 2023, the Company, through its then legal counsel, provided the Receiver with previously provided information and noted the details provided likely did not satisfy all of the Receiver's requests. A copy of the September 28, 2023, correspondence is attached as "**Appendix L**".
- f) On November 20, 2023, Bevan wrote to the Receiver's counsel inquiring if the Receiver had been discharged. A copy of the November 20, 2023, through December 8, 2023, correspondence is attached as "**Appendix M**".

- g) The Receiver responded and confirmed the Receiver was not discharged and drew his attention to the Receiver's email correspondence of September 22, 2023, and September 27, 2023, detailing the information still required by the Receiver. The Receiver's response is included in Appendix M.
 - h) On November 21, 2023, Bevan provided the Receiver with copies of the Company's TD bank statements for the period January 1, 2023, to July 14, 2023. The statements included handwritten notes regarding the majority of the bank transactions. Appendix M includes this November 21, 2023, correspondence.
 - i) On December 7, 2023, the Receiver responded to Bevan with a detailed list of outstanding information. Appendix M includes this December 7, 2023, correspondence.
 - j) On December 8, 2023, Bevan provided the Receiver with copies of the Company's ATB bank statements for the period January 1, 2023, to July 14, 2023, and certain contact information for accounts receivable. The statements included handwritten notes regarding the majority of the bank transactions. Appendix M includes this December 8, 2023 correspondence.
 - k) On December 18, 2023, Bevan provided further information as requested by the Receiver. The Receiver responded on the same day seeking clarification on certain items provided. A copy of the December 18, 2023, through December 22, 2023 correspondence is attached as "**Appendix N**".
 - l) On December 22, 2023, Bevan provided further information as requested by the Receiver. Appendix N includes this December 22, 2023, correspondence.
43. On January 18, 2024, the Receiver was served with a Notice of Withdrawal of Lawyer of Record from Sharek Logan & van Leenen LLP. As far as the Receiver is aware, both Bevan and the Company remain unrepresented.
44. Bevan has provided certain records to the Receiver on several occasions. However, critical books and records, and related follow up information remain outstanding (the "**Outstanding Information**"). The Outstanding Information is required by the Receiver to properly administer the estate including, but not limited to, filing of outstanding Canada Revenue Agency returns,

and reviewing and summarizing details of transactions processed through the Company's bank accounts. A detailed list of the Outstanding Information is attached as "**Appendix O**".

STATEMENT OF RECEIPTS AND DISBURSEMENTS


45. A copy of the interim statement of receipts and disbursements for the period of June 26, 2023, to March 1, 2024, is attached as "**Appendix P**". Receipts and disbursements from the Receiver's trust account to date total \$24,2017 and \$23,601, respectively.

46. As at March 1, 2024, the Receiver holds \$605 in its trust account.

All of which is respectfully submitted this 21st day of March 2024.

MNP Ltd.

Receiver of current and future assets, undertakings, and properties of every nature and kind whatsoever of Lionhart Capital Ltd.

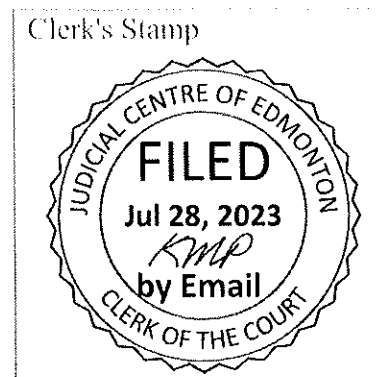
Per: 

Kristin Gray, CPA, CA, CIRP, LIT
Senior Vice President

Appendix A

A copy of the Receivership Order granted by the Honourable Justice Burns – June 26, 2023

COURT FILE NO. 1503 16803
COURT COURT OF KING'S BENCH
OF ALBERTA
JUDICIAL CENTRE EDMONTON



PLAINTIFF/APPLICANT WADE WOOD
DEFENDANTS/RESPONDENTS GERALD BEVAN, SPHERICAL CAPITAL INC., AND
SPHERICAL BOND LTD.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
3200, 10020 100 Street
Edmonton, Alberta T5J 0N3

Attention: Mathieu J. LaFleche
Telephone No.: 780-917-5249
Fax No.: 780-421-7951
Client File No.: 74124.1

DATE ON WHICH ORDER WAS PRONOUNCED: June 26, 2023
LOCATION OF HEARING OR TRIAL: Edmonton Law Courts
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Burns

UPON THE APPLICATION of the Plaintiff, WADE WOOD; AND UPON reading the Affidavit of Wade Wood, affirmed February 8, 2023; AND UPON hearing counsel for the Plaintiff; AND having heard from counsel for the Respondents; AND UPON reading the consent of MNP Ltd. to act as receiver (the "Receiver") for Lionhart Capital Ltd. ("Lionhart"); IT IS ORDERED AND DECLARED THAT:

Service

1. The time for service of the notice of application for this order is hereby abridged and service thereof is deemed good and sufficient.

Appointment of Receiver

2. Pursuant to section 85 of the *Civil Enforcement Act*, RSA 2000, c C-15 and Section 13(2) of the *Judicature Act*, RSA 2000, c. J-2, MNP Ltd. is hereby appointed Receiver, without security, of all of Lionhart's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the "Property").

The Receiver's Powers

3. The Receiver is empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:
 - (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property, which shall include the Receiver's ability:
 - (i) to abandon, dispose of, or otherwise release any interest in any of the Lionhart's real or personal property, or any right in any immovable; and
 - (ii) upon further order of the Court, to abandon, dispose of, or otherwise release any license or authorization issued by the Alberta Energy Regulator, or any other similar government authority;
 - (b) to receive, preserve and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;

- (c) to manage, operate and carry on the business of Lionhart, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of Lionhart;
- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease machinery, equipment, inventories, supplies, premises or other assets to continue the business of Lionhart or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to Lionhart and to exercise all remedies of Lionhart in collecting such monies, including, without limitation, to enforce any security held by the Lionhart;
- (g) to settle, extend or compromise any indebtedness owing to or by the Lionhart;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of Lionhart, for any purpose pursuant to this Order;
- (i) to undertake environmental or workers' health and safety assessments of the Property and operations of Lionhart;
- (j) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to Lionhart, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding, and provided further that nothing in this Order shall authorize the Receiver to defend or settle the action in which this Order is made unless otherwise directed by this Court;

- (k) to market any or all the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate. If the Receiver intends to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof, as authorized pursuant to paragraphs 3(k) of this Order, the Receiver shall provide reasonable advance notice of its intention to proceed with such marketing efforts or sales process to Mr. Bevan;

- (l) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business:
 - (i) without the approval of this Court in respect of any transaction not exceeding \$10,000.00, provided that the aggregate consideration for all such transactions does not exceed \$3,700,000.00; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;and in each such case notice under subsection 60(8) of the *Personal Property Security Act*, RSA 2000, c. P-7 or any other similar legislation in any other province or territory shall not be required.

- (m) to apply for any vesting order or other orders (including, without limitation, confidentiality or sealing orders) necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;

- (n) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;

- (o) to register a copy of this Order and any other orders in respect of the Property against title to any of the Property, and when submitted by the Receiver for registration this Order shall be immediately registered by the Registrar of Land Titles of Alberta, or any other similar government authority, notwithstanding Section 191 of the *Land Titles Act*, RSA 2000, c. L-4, or the provisions of any other similar legislation in any other province or territory, and notwithstanding that the appeal period in respect of this Order has not elapsed and the Registrar of Land Titles shall accept all Affidavits of Corporate Signing Authority submitted by the Receiver in its capacity as Receiver of Lionhart and not in its personal capacity;
- (p) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of Lionhart;
- (q) to enter into agreements with any trustee in bankruptcy appointed in respect of Lionhart, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by Lionhart;
- (r) to exercise any shareholder, partnership, joint venture or other rights which Lionhart may have; and
- (s) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations;

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons, including Lionhart, and without interference from any other Person (as defined below).

Duty to Provide Access and Co-operations to the Receiver

- 4. (i) Lionhart, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively,

being “Persons” and each being a “Person”) shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property (excluding Property subject to liens the validity of which is dependent on maintaining possession) to the Receiver upon the Receiver's request.

5. All Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of Lionhart, and any computer programs, computer tapes, computer disks or other data storage media containing any such information (the foregoing, collectively, the “Records”) in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph or in paragraph 11 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or documents prepared in contemplation of litigation or due to statutory provisions prohibiting such disclosure.
6. If any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes,

account names, and account numbers that may be required to gain access to the information.

No Proceedings Against the Receiver

7. No proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

No Proceedings Against Lionhart or the Property

8. No Proceeding against or in respect of Lionhart or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of Lionhart or the Property are hereby stayed and suspended pending further Order of this Court, provided, however, that nothing in this Order shall: (i) prevent any Person from commencing a proceeding regarding a claim that might otherwise become barred by statute or an existing agreement if such proceeding is not commenced before the expiration of the stay provided by this paragraph; and (ii) affect a Regulatory Body’s investigation in respect of Lionhart or an action, suit or proceeding that is taken in respect of Lionhart by or before the Regulatory Body, other than the enforcement of a payment order by the Regulatory Body or the Court. “**Regulatory Body**” means a person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of a Province.

No Exercise of Rights of Remedies

9. All rights and remedies of any Person, whether judicial or extra-judicial, statutory or non-statutory (including, without limitation, set-off rights) against or in respect of Lionhart or the Receiver or affecting the Property are hereby stayed and suspended and shall not be commenced, proceeded with or continued except with leave of this Court, provided, however, that nothing in this Order shall:

- (a) empower Lionhart to carry on any business that Lionhart is not lawfully entitled to carry on;
 - (b) prevent the filing of any registration to preserve or perfect a security interest;
 - (c) prevent the registration of a claim for lien; or
 - (d) exempt Lionhart from compliance with statutory or regulatory provisions relating to health, safety or the environment.
10. Nothing in this Order shall prevent any party from taking an action against Lionhart where such an action must be taken in order to comply with statutory time limitations in order to preserve their rights at law, provided that no further steps shall be taken by such party except in accordance with the other provisions of this Order, and notice in writing of such action be given to the Receiver at the first available opportunity.

No Interference with the Receiver

11. No Person shall accelerate, suspend, discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Lionhart, except with the written consent of Lionhart and the Receiver, or leave of this Court.

Continuation of Services

12. All Persons having oral or written agreements with Lionhart or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to Lionhart are hereby restrained until further order of this Court from discontinuing, altering, interfering with, suspending or terminating the supply of such goods or services as may be required by the Receiver, and this Court directs that the Receiver shall be entitled to the continued use of Lionhart's current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the usual prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in

accordance with normal payment practices of Lionhart or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

Receiver to Hold Funds

13. All funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the “**Post Receivership Accounts**”) and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further order of this Court.

Employees

14. Subject to employees’ rights to terminate their employment, all employees of Lionhart shall remain the employees of Lionhart until such time as the Receiver, on Lionhart's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the “**BIA**”), other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*, SC 2005, c.47 (“**WEPPA**”).
15. Pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, SC 2000, c. 5, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a “**Sale**”). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such

information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by Lionhart, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

Limitation on the Receiver's Liability

16. Except for gross negligence or wilful misconduct, as a result of its appointment or carrying out the provisions of this Order, the Receiver shall incur no liability or obligation that exceeds an amount for which it may obtain full indemnity from the Property. Nothing in this Order shall derogate from any limitation on liability or other protection afforded to the Receiver under any applicable law, including, without limitation, Section 14.06, 81.4(5) or 81.6(3) of the BIA.

Receiver's Accounts

17. The Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case, incurred at their standard rates and charges. The Receiver and counsel to the Receiver shall be entitled to the benefits of and are hereby granted a charge (the "**Receiver's Charge**") on the Property, which charge shall not exceed an aggregate amount of \$50,000, as security for their professional fees and disbursements incurred at the normal rates and charges of the Receiver and such counsel, both before and after the making of this Order in respect of these proceedings, and the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, deemed trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person but subject to section 14.06(7), 81.4(4), 81.6(2) and 88 of the BIA.
18. The Receiver and its legal counsel shall pass their accounts from time to time.
19. Prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and

disbursements, including the legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

Allocation

20. Any interested party may apply to this Court on notice to any other party likely to be affected, for an order allocating the Receiver's Charge amongst the various assets comprising the Property

Mr. Bevan

21. Mr. Bevan shall disclose the name and contact details for Lionhart's corporate accountant to Mr. Wood and the Receiver, within 5 days of this Order being granted.
22. Mr. Bevan is restrained from taking any steps to transfer any shares of Lionhart.

Distribution of Net Assets

23. The Plaintiff and the Receiver are at liberty to reapply for further direction with respect to the distribution of any proceeds realized from the liquidation of Lionhart's assets by the Receiver with such application being made on notice to any persons identified by the Receiver as creditors of Lionhart.

General

24. The Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
25. Notwithstanding Rule 6.11 of the *Alberta Rules of Court*, unless otherwise ordered by this Court, the Receiver will report to the Court from time to time, which reporting is not required to be in affidavit form and shall be considered by this Court as evidence. The Receiver's reports shall be filed by the Court Clerk notwithstanding that they do not include an original signature.

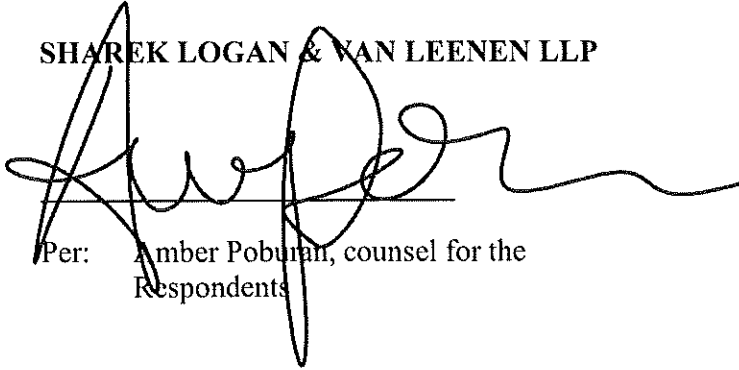
26. Nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of Lionhart.
27. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any foreign jurisdiction to give effect to this Order and to assist the Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.
28. The Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
29. The Plaintiff shall have its costs of this application, calculated on the basis of Column 3 of Schedule C of the Rules of Court, to be paid by the Receiver from Lionhart's estate with such priority and at such time as this Court may determine.
30. Any interested party may apply to this Court to vary or amend this Order on not less than 7 days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.
31. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



The Honourable Justice Burns

APPROVED AS BEING THE ORDER GRANTED:

SHAREK LOGAN & VAN LEENEN LLP

A large, stylized handwritten signature in black ink, appearing to read 'Amber', written over a horizontal line.

Per: Amber Poburn, counsel for the
Respondents

BENNETT JONES LLP

A smaller, stylized handwritten signature in black ink, appearing to read 'Mathieu', written over a horizontal line.

Per: Mathieu LaFleche, counsel for the
Applicant

Appendix B

A copy of the Lionhart Corporate Search – January 3, 2023

Government Corporation/Non-Profit Search of Alberta ■ Corporate Registration System

Date of Search: 2023/01/03
Time of Search: 01:11 PM
Search provided by: MNP LTD.
Service Request Number: 38893673
Customer Reference Number: Potential File - Lionhart

Corporate Access Number: 204250229
Business Number: 122235872
Legal Entity Name: LIONHART CAPITAL LTD.

Legal Entity Status: Struck
Struck Off Date: 2023/01/02
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 1990/07/13 YYYY/MM/DD

Registered Office:
Street: 1022-240 70 SHAWVILLE BLVD SE
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Records Address:
Street: 1022-240 70 SHAWVILLE BLVD SE
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Email Address: BREANNE@LIONHARTCAPITAL.COM

Directors:

Last Name: BEVAN
First Name: GERALD
Middle Name: RICHARD
Street/Box Number: 1022-240 70 SHAWVILLE BLVD SE
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Last Name: YOUNG
First Name: BREANNE
Middle Name: MARY
Street/Box Number: 1022-240 70 SHAWVILLE BLVD SE
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3
Letter - For Legal Name Change: Y

Voting Shareholders:

Last Name: BEVAN
First Name: GERALD
Middle Name: RICHARD
Street: 1022-240 70 SHAWVILLE BLVD SE
City: CALGARY
Province: ALBERTA

Postal Code: T2Y2Z3
Percent Of Voting Shares: 100

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2020	2021/05/12

Outstanding Returns:

Annual returns are outstanding for the 2022, 2021 file year(s).

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2003/03/06	Change Address
2013/11/13	Change Director / Shareholder
2020/02/17	Update BN
2021/05/12	Enter Annual Returns for Alberta and Extra-Provincial Corp.
2022/09/02	Status Changed to Start for Failure to File Annual Returns
2023/01/02	Status Changed to Struck for Failure to File Annual Returns

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Letter - For Legal Name Change	10000507116533485	2013/11/13

The Registrar of Corporations certifies that, as of the date of this search, the above information is an accurate reproduction of data contained in the official public records of Corporate Registry.



Appendix C

A copy of the Spherical Corporate Search – March 18, 2024

Government Corporation/Non-Profit Search of Alberta ■ Corporate Registration System

Date of Search: 2024/03/18
Time of Search: 10:07 AM
Search provided by: MNP LTD.
Service Request Number: 41715519
Customer Reference Number: Potential File

Corporate Access Number: 2010289565
Business Number: 860876358
Legal Entity Name: SPHERICAL CAPITAL INC.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2003/01/29 YYYY/MM/DD
Date of Last Status Change: 2010/07/12 YYYY/MM/DD

Revival/Restoration Date: 2010/07/12 YYYY/MM/DD

Registered Office:

Street: SUITE 1022, 240 - 70 SHAWVILLE BLVD
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Records Address:

Street: SUITE 1022, 240 - 70 SHAWVILLE BLVD
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Email Address: CREDIT@SPHERICALCAPITAL.COM

Primary Agent for Service:

Last Name	First Name	Middle Name	Firm Name	Street	City	Province	Postal Code	Email
BEVAN	GERRY			1022, 240 - 70 SHAWVILLE BLVD SE	CALGARY	ALBERTA	T2Y2Z3	CREDIT@SPHERICALCAPITAL.COM

Directors:

Last Name: BEVAN
First Name: GERRY
Street/Box Number: SUITE 1022, 240-70 SHAWVILLE BLVD
City: CALGARY
Province: ALBERTA
Postal Code: T2Y2Z3

Voting Shareholders:

Last Name: BEVAN
First Name: GERALD
Middle Name: RICHARD
Street: SUITE 1022, 240-70 SHAWVILLE BLVD
City: CALGARY
Province: ALBERTA
Postal Code: T3E5J6
Percent Of Voting Shares: 100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: SEE SCHEDULE "B" ATTACHED HERETO.
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: NO RESTRICTIONS
Business Restricted From: NO RESTRICTIONS
Other Provisions: SEE SCHEDULE "C" ATTACHED HERETO.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2023	2023/08/25

Outstanding Returns:

Annual returns are outstanding for the 2024 file year(s).

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2003/01/29	Incorporate Alberta Corporation
2010/03/02	Status Changed to Start for Failure to File Annual Returns
2010/07/02	Status Changed to Struck for Failure to File Annual Returns
2010/07/12	Initiate Revival of Alberta Corporation
2010/07/12	Complete Revival of Alberta Corporation
2012/05/07	Change Address
2014/01/13	Change Director / Shareholder
2020/02/18	Update BN
2023/08/25	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2003/01/29
Restrictions on Share Transfers	ELECTRONIC	2003/01/29
Other Rules or Provisions	ELECTRONIC	2003/01/29
Letter - For Legal Name Change	10000507117955356	2014/01/13

The Registrar of Corporations certifies that, as of the date of this search, the above information is an accurate reproduction of data contained in the official public records of Corporate Registry.

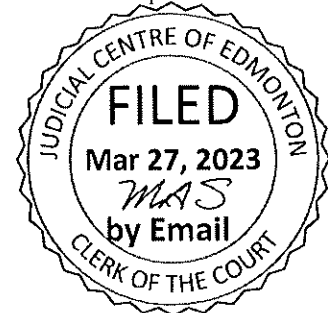


Appendix D

A copy of the Interim Injunction Order – March 14, 2023

COURT FILE NO. 1503 16803
COURT COURT OF KING'S BENCH
OF ALBERTA
JUDICIAL CENTRE EDMONTON

Clerk's Stamp



PLAINTIFF/APPLICANT WADE WOOD
DEFENDANTS/RESPONDENTS GERALD BEVAN, SPHERICAL CAPITAL INC., AND
SPHERICAL BOND LTD.

DOCUMENT **INTERIM INJUNCTION ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
3200, 10020 100 Street
Edmonton, Alberta T5J 0N3

Attention: Mathieu J. LaFleche
Telephone No.: 780-917-5249
Fax No.: 780-421-7951
Client File No.: 74124.1

DATE ON WHICH ORDER WAS PRONOUNCED: March 14, 2023
LOCATION OF HEARING OR TRIAL: Edmonton Law Courts
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Mah

UPON THE APPLICATION of the Plaintiff, WADE WOOD; AND UPON NOTING THE CONSENT of counsel for the Applicant and counsel for the Respondent; IT IS ORDERED AND DECLARED THAT:

1. The Application is adjourned *sine die*.

2. The Respondents and as applicable, their respective servants, employees, agents, assigns, officers, directors and anyone else acting on their behalf or in conjunction with any of them, and any and all persons with notice of this injunction, are restrained from directly or indirectly, by any means whatsoever:
 - (a) selling, removing, dissipating, alienating, transferring, assigning, encumbering, accelerating, suspending, discontinuing, failing to honour, altering, interfering with, repudiating, terminating, ceasing to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Lionhart Capital Inc. ("**Lionhart**");
 - (b) instructing, requesting, counselling, demanding, or encouraging any other person to take any of the steps described in Paragraph 2(a) of this Order; and
 - (c) facilitating, assisting in, aiding, or abetting, any acts the effect of which give rise to any of the actions described in Paragraph 2(a) of this Order.
3. Any revenue generated by Lionhart in the course of its business shall be preserved and an accounting of same shall be provided to Mr. Wood as requested, pending the further adjudication of this matter.
4. Mr. Bevan shall be restrained from directly or indirectly, by any means whatsoever, selling, alienating, transferring, assigning, or encumbering any shares in the capital of Lionhart.




The Honourable Justice Mah

AGREED AS TO FORM AND CONTENT

This ____ day of March, 2023.

BENNETT JONES LLP

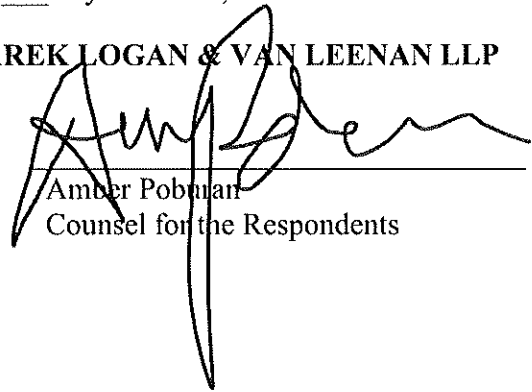
Per: _____


Mathieu Lafleche
Counsel for Applicant

This ____ day of March, 2023.

SHAREK LOGAN & VAN LEENAN LLP

Per: _____


Amber Pobular
Counsel for the Respondents

Appendix E

A copy of the Request for Information letter – June 27, 2023



Writer's Direct Line: (780) 705-0073
Writer's Email: Kristin.gray@mnp.ca

June 27, 2023

Sent via email to: apoburan@sharekco.com

Lionhart Capital Ltd.
c/o Sharek Logan & van Leenen LLP
Suite 2100, 10060 Jasper Avenue NW
Edmonton, AB T5J 3R8

Attention: Amber Poburan

Re: In the Matter of the Receivership of Lionhart Capital Ltd. – Request for Information

MNP Ltd. writes this letter as the Receiver (the "Receiver") of Lionhart Capital Ltd. (the "Company") pursuant to an Order granted by the Court of King's Bench of Alberta dated June 26, 2023.

In accordance with our capacity as Receiver, we request that the information listed below be prepared and provided to us by no later than end of day Friday, June 30, 2023. We will require additional information as we review this documentation and will advise you of any further requests on an ongoing basis.

INFORMATION REQUESTED:

- 1) Bank accounts and financial institutions:
 - Bank account information – account number and branch address for all accounts and credit card (ATB, TD, RBC, CIBC etc.);
 - Copies of bank statements for all bank accounts for the period of January 2018 to current;
 - Any undeposited or postdated cheques made payable to the Company;
 - A list of investment and other asset accounts;

- 2) Accounts Receivable ("AR"):
 - A copy of the current aged accounts receivable (account 12010) listing detailed by customer and invoice;
 - A copy of the current commissions advanced (account 11600) listing detailed by customer and invoice;
 - Copies of invoices and/or agreements supporting all AR and commissions advanced;
 - If any amounts are uncollectible, please provide an explanation;
 - Feb 28, 2023, Balance Sheet:
 - What is the amount due from Lionhart Insurance?
 - What is the amount due from Home Seek?



LICENSED INSOLVENCY TRUSTEES
SUITE 1300, MNP TOWER, 10235 - 101 STREET NW, EDMONTON AB, T5J 3G1
1.866.465.1155 T: 780.455.1155 F: 780.409.5415 MNPdebt.ca

3) Prepays

- What is included in prepaids of \$16,335.57 as at Feb 28, 2023?

4) Assets:

- We understand all computer equipment, furniture and other equipment was disposed of when the Company's premises were abandoned during/post Covid:
 - Do you have a detailed list of the disposed assets?
 - How were the assets disposed of?
 - Please provide an accounting of any sales
- Vehicle:
 - Make, model, year, mileage
 - Where is the vehicle located?
 - Is the vehicle insured? Please provide a copy of the insurance
 - Please provide a copy of the registration documents

5) Accounts Payable ("AP"):

- A copy of the current aged accounts payable (account 22000) listing detailed by creditor;
 - Please include mailing addresses for ALL creditors
- Detailed listing of the accrued commissions payables (account 22015) with copies of the related agreement(s) giving rise to the commissions;

6) Liabilities

- What is the loan from SCI?
- What is the loan from Do Bytes?
- What is the loan from G Bevan?
- What is the amount due from Spherical?
- What is the credit balance form Geraco?
- What is included in the GST/HST suspense liability account?

7) Customer and transaction information:

- A list and copies of all current "Lease Agency Agreements" or other brokerage agreements between the Company and various third-party contractors;

8) Financial information / General information:

- Copies of accounting general ledgers for year ends 2018 through 2023 (to date);
- Contact information for external accountant/bookkeeper;
- The Company's organizational chart showing all related entities and shareholders;
- Company's corporate records and minute book OR contact information for the law office holding these documents;

9) Insurance:

- A copy of any insurance policies (liability and property) for the Company;

- Contact information for the insurance broker;
- Details on WCB premiums paid or in arrears;

10) Employees, Payroll, CRA:

- A list of the active employees and contact information (SIN, email, and phone number) from January 1, 2023, to present;
- Detailed payroll records per pay period for 2022 and 2023;
 - Please include 2022 T4s and confirm they have been filed with CRA
- A schedule of amounts owing to employees for outstanding wages and vacation pay. If employees are owed amounts, they may be eligible for reimbursement under the Wage Earner Protection Program;
- A copy of the most recent payroll remittance statement from CRA showing any remittances made for 2023;
- Copies of filed GST returns for 2022 and 2023;
- A list of any GST returns outstanding;
- A copy of the T2 corporate income tax return for the Feb 28, 2023, year-end; and,
- Copies of any T5s issued for 2021 and 2022.

Please contact Steven Barlott at (587) 520-1499 or by email at steven.barlott@mnp.ca to make arrangements to provide the requested information electronically or in a physical format.

Yours truly,

MNP Ltd.

In its capacity as Court-Appointed Receiver of
Lionhart Capital Ltd.

And not in its personal capacity



Per:

Kristin Gray, CPA, CA, CIRP, LIT
Senior Vice President

Appendix F

Summary of transactions since March 14, 2023 prepared by the Receiver

Receivership of Lionhart Capital Ltd.

Summary of Transactions from March 14, 2023 to Account Closure

	ATB	TD	Total
Broker Commissions	156,531.28	30,374.10	186,905.38
Customer Deposits	-	128,365.99	128,365.99
Transfer from Company ATB account	-	10,500.00	10,500.00
Transfer from unknown TD LOC	-	6,000.00	6,000.00
Unknown deposits	500.00	7,310.14	7,810.14
	157,031.28	182,550.23	339,581.51
	ATB	TD	Total
Transfer Customer Deposits to lender	-	111,809.39	111,809.39
Commissions to Breanne Young	43,473.29	12,807.10	56,280.39
Net Payroll Expense	13,257.90	26,515.48	39,773.38
Commissions to Others	27,124.06	-	27,124.06
Transfer to unknown RBC Visa	23,522.20	-	23,522.20
CRA Remittances - Source Deductions	-	15,889.52	15,889.52
Transfer to unknown TD LOC	12,305.82	-	12,305.82
Unknown Transactions	7,917.50	4,151.54	12,069.04
Transfer to Company TD account	10,500.00	-	10,500.00
CRA Remittances - GST	-	9,263.54	9,263.54
Transfer to unknown CIBC Mastercard	7,000.00	-	7,000.00
Other Expenses - fees, insurance, accounting	4,138.73	428.80	4,567.53
Returned Deposits to Customers	315.00	3,948.53	4,263.53
Vendor Referral Fee	1,573.95	1,574.61	3,148.56
	151,128.45	186,388.51	337,516.96

Appendix G

A copy of the March 18, 2024 Bennett Jones LLP correspondence



Bennett Jones

Bennett Jones LLP
3200 TELUS House, South Tower
10020 - 100th Street
Edmonton, Alberta, T5J 0N3 Canada
T: 780.421.8133
F: 780.421.7951

Mathieu LaFleche
Partner
Direct Line: 780.917.5249
e-mail: laflechem@bennettjones.com
Our File No.: 74124.1

March 18, 2024

VIA EMAIL srohatyn@parlee.com

Parlee McLaws LLP
1700 Enbridge Centre
10175 101 Street NW
Edmonton, Alberta T5J 0H3

Attention: Steven Rohatyn

Dear Mr. Rohatyn:

Re: Lionhart Receivership

We are writing in relation to the above-noted receivership.

We understand that the Receiver has yet to receive any substantive cooperation from Mr. Bevan concerning the business affairs of Lionhart. As you will recall, during the application before Justice Burns, representations were made on behalf of Lionhart as to the nature of Lionhart's business. Contrary to those representations, so far, it appears that there is no ongoing business, and it is not clear what business Lionhart actually engaged in or how any assets in the business might be realized on. We are particularly concerned with what transpired following the issuance of Justice Mah's interim order as, from the information received from the Receiver to date, it does not appear as though the contemplated preservation and accounting took place and, instead, funds were distributed out of the company.

From our perspective, it appears that Lionhart may have been used as a means to transfer funds between Mr. Bevan and his close personal relationships (such as his daughter or former common-law partner, Ms. Hahrt).

We are writing to request that the Receiver advise whether it has been able to determine:

1. Who were the employees and contractors engaged by Lionhart and what roles were they performing in the course of their employment (and when did any such employment end)? We want to understand what payments were made out of Lionhart, including to Mr. Bevan, to understand if these payments were actually associated with Lionhart's operations or if there are any potential transactions that might be reviewed or revisited by the Receiver.

March 18, 2024

Page 2

2. What ongoing business did Lionhart actually have and how was this business being carried out? We want to understand whether there is any prospect of a sale or viability of the business as an ongoing concern.
3. What receivables does Lionhart have and were any receivables or corporate opportunities transferred or directed away from Lionhart following the filing receivership application? Again, we want to understand if there are any potential transactions or claims that might be made as against the principle(s) of Lionhart.

We would be happy to discuss this matter with you further.

Yours truly,

BENNETT JONES LLP



Mathieu LaFleche

ML:dr

Appendix H

A printout of the "About Us" page from the Spherical website



One-Stop Financing Solutions

HOME ABOUT US FINANCING BROKERS VENDORS

GET FINANCING!

First Name

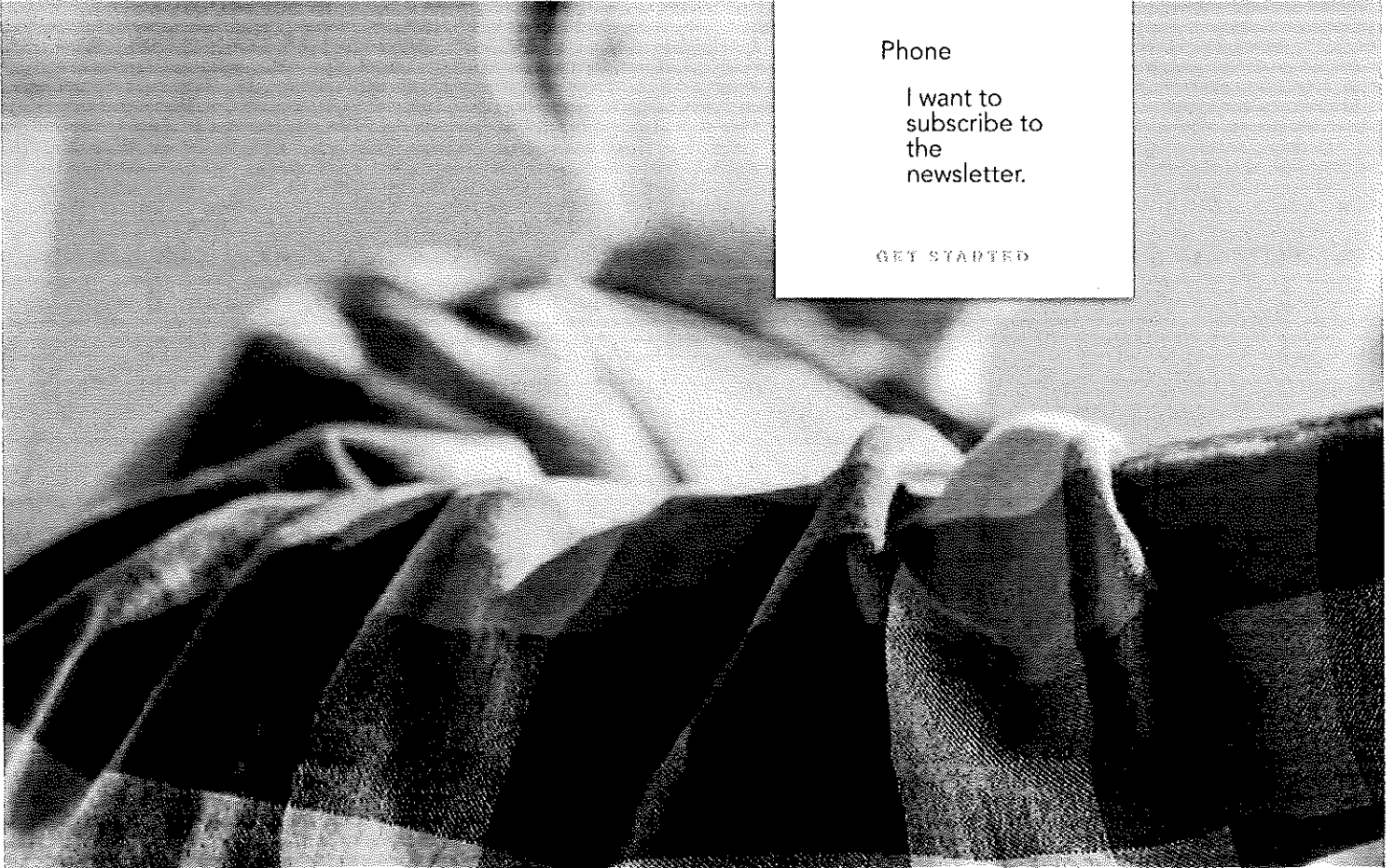
Last Name

Email

Phone

I want to
subscribe to
the
newsletter.

GET STARTED



WHY CHOOSE SPHERICAL

Formerly Lionhart Capital Ltd., Spherical Capital Inc. was incorporated in 2003 and is an independent Canadian equipment lease financing brokerage firm. ***Being Canadian means we care about Canadian businesses just like yours.*** With over 30 years experience and over 40 funding partners we can give you ***rates as low as 6.5%*** along with exceptional personalized service that you can depend on.

Whether you are a new start up or an established business, our team of professionals across Canada can finance all your objectives and goals. From traditional leasing, lease-to-own, auction and private sales, rental conversions, sale leasebacks as well as a variety of other financing solutions - on A, B, or C level credit from \$10,000 to \$30,000,000.



Your One Stop Financing Solution

OR

GET FINANCING!

HOME ABOUT US FINANCING BROKERS VENDORS
SCHEDULE A CONSULTATION

CONTACT US - *If you have any questions about our services*

I want to
subscribe to
the
newsletter.

financing advice.

**VENDORS AND VENDOR SALES REPRESENTATIVES
ABOUT OUR TERRIFIC PARTNERSHIP**

GET STARTED

**ASK US
FOR MORE INFORMATION**

Phone: 1-888-287-2807

Name

Email

Phone

Subject

Type your message here...

SUBMIT

Appendix I

A copy of the July 17, 2023 correspondence

Steven Barlott

From: Steven Barlott
Sent: July 17, 2023 3:02 PM
To: Gerry Bevan; Breanne Young
Cc: Kristin Gray; Amber Poburan
Subject: Receivership of Lionhart Capital Ltd. - Information Required
Attachments: February 28, 2023 Balance Sheet for Comment.pdf

Hi Gerry and Breanne,

Further to our discussion on Friday, please find a list of required items in priority order below:

1. Accounts payable listing as of June 26, 2023, including mailing address and amounts for ALL creditors – this includes all liabilities noted on the balance sheet.
2. Employee and payroll information – a list of active employees and contact information including:
 - a. Name, address, email, phone number SIN;
 - b. Amounts owing to each employee for wages and vacation pay as at June 26, 2023;
 - c. Year to date hours worked as at June 26, 2023 and amount paid per employee; and,
 - d. Vacation balance, if applicable.
 - e. The 2023 T4s will also need to be prepared – who typically prepares the t4s?
3. Banking information – transaction listing or screenshot from online banking for the period June 26, 2023, to current. Please include current bank balances on both the TD and ATB accounts.
4. Accounts receivable listing as of June 26, 2023 including copies of related invoices.
5. Current customer/ contract details including:
 - a. Listing of current contracts/transactions;
 - b. Contact information and value of contract; and,
 - c. A sample of the contract/agreement used – do you use the same agreement for all deals or is there a separate agreement for each deal?
 - d. Please provide a brief explanation of the service Lionhart provides and how the transactions flows.
6. Attached is a copy of the February 28, 2023 balance sheet – please provide the following details:
 - a. Detailed listing of the items highlighted in YELLOW;
 - b. A description/ details of account 20450 Loan to LCL from SCI and account 11950 Due to/from Geraco;
 - c. Confirmation the items with the “X” are bad debt and/ or have been written off and an explanation as to why they are NOT collectible; and,
 - d. Confirm which of the credit cards, highlighted in BLUE, are personal and which are business cards.
7. A copy of the filed March 1 to May 31, 2023 GST return and confirmation of payment, if applicable.

Once we receive the information provided, we will review and may require additional details – we will advise. Let us know if you have any questions. Thank you.

Regards,
Steven

Steven Barlott
SENIOR CONSULTANT

DIRECT 587.520.1499
PH. 780.455.1155
FAX 780.409.5415
TOLL FREE 1.866.465.1155
Suite 1300, MNP Tower
10235 - 101 Street NW
Edmonton, AB
T5J 3G1
steven.barlott@mnp.ca
mnpdebt.ca



Member of Praxity, A150L
Global Alliance of Independent Firms

Appendix J

A copy of the August 14, 2023 through August 17, 2023 correspondence

Steven Barlott

From: Amber Poburan <apoburan@sharekco.com>
Sent: August 17, 2023 11:12 AM
To: Steven Barlott
Cc: Gerry Bevan; Kristin Gray; Steven A. Rohatyn
Subject: Re: Lionhart Capital Ltd. - Additional Information Required
Attachments: 6. ATB Bank Statement June 1, 2023 _June 30th, 2023.pdf; 1. ATB Bank Statm Jan 03, 2023 - Jan 31, 2023.pdf; 2. ATB BAnk Statm Feb 1st- Feb 28th, 2023.pdf; 3. ATB Bank Statement March 01, 2023, - March 31, 2023.pdf; 4. ATB Bank Statement April 01, 2023 - April 30, 2023.pdf; 5. ATB Bank Statm May 01, 2023 _May 31, 2023.pdf; ATB Bank Statements Jun 26 - Jul 17 w Comments.pdf; 6. TD Bank Statm June 1_June 30th, 2023.pdf; 1. TD Bank Statm Dec - Jan 2023.pdf; 2. TD Bank Statm Jan - Feb 2023.pdf; 3. TD Bank Statm Feb - March 2023.pdf; 4. TD Bank Statm March - April 2023.pdf; 5. TD Bank Statm April - May 2023.pdf; TD Bank Statements Jul 17 2023 w Comments.pdf

SPAMPROTECT
CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hello Steven,

My client has confirmed receipt of your request for further information, and is working diligently on providing the same. However, we may be unable to comply with the deadline of tomorrow given the volume of information requested.

We will forward all information we can as it becomes available/located, and understand the time sensitivity of this matter.

Kind regards,

Amber Poburan | Barrister & Solicitor, Associate
Sharek Logan & van Leenen LLP

📞 780 413 3105
✉ apoburan@sharekco.com
🌐 yeglaw.ca
📍 #2100, 10060 Jasper Avenue NW
Edmonton, AB T5J 3R8

Sharek & Co.
Barristers and Solicitors

This communication is intended for the recipient(s) to whom it is addressed, and may contain confidential, personal, and/or privileged information. If directed to a client or prospective client, it is subject to solicitor-client privilege. Please contact the sender immediately if you are not an intended recipient of this communication, and do not copy, distribute, or take action relying on it. Distribution, copying or disclosure is, in such circumstances, strictly prohibited. Any communication received in error, or subsequent reply should be deleted or destroyed.

Important Notice: This office will not accept documents for service by email, unless we have given express prior written consent to do so.

On Aug 15, 2023, at 1:41 PM, Steven Barlott <Steven.Barlott@mnp.ca> wrote:

Hi Gerry,

I have attached copies of the bank statements for January 1, 2023 to June 30, 2023 for your review and comment on each transaction. All email transfers will require a name and related business matter. Please add this detail to the June 26 to July 17, 2023 statements previously provided. Further, Please provide copies of all credit card statements and line of credit statements which were paid through the Company's account. For example, the April 2023 ATB statement has payments to CIBC Mastercard, TD Canada Trust Line of Credit, Royal Bank Visa – please provide the related credit card or line of credit statement for all payments made to credit cards and provide details of the transactions on those related statements and how they relate to the business.

In addition, we require the following information be provided in full detail:

1. What are the regular deposits from Arundel Capital and Bennington Financial? Where are these amounts being deposited now? Please provide us with contact information for each company.
2. Regarding employees please provide a detailed job description for both Suzannah Hahrt and Candice Kingma.
3. Please provide copies of all employees T4's for 2020 and 2021.
4. Please provide details of any compensation that you have taken from the Company from 2020 to current – this includes any wages, commissions, consulting/ management fees (or similar), dividends paid, intercompany transfers, personal expenses paid by the Company.
5. Contact information (mailing address, phone number, and email) for outstanding AR clients: 2090059 Alberta Ltd.; 690490 Alberta Ltd. Barbie Conrad; and, Jason Parm Construction Incorporated.
6. Pursuant to the Interim Injunction Order dated March 14, 2023 granted by Justice Mah, you were required to segregate funds from the date of the Interim Injunction Order. Was this done? If so, please provide details.
7. Please provide copies of the 'independent contractor' agreements which were regularly mentioned during the Court proceedings.

Regarding the two agreements in progress, you had previously provided us with a 'Current Contracts' spreadsheet indicating Mike Gillis Trucking and Darim Masonry Limited – what is this related to?

After review of this additional information, we may require additional details and will inform you of what we require.

We will require all of the above information by no later than 5:00 PM MST on Friday, August 18, 2023. We would like to take this opportunity to remind you that your full cooperation is required as outlines in Sections 4 to 6 of the Receivership Order.

Thank you for your prompt attention to this matter.

Regards,
Steven

Steven Barlott
SENIOR CONSULTANT

DIRECT 587.520.1499
PH. 780.455.1155
FAX 780.409.5415
TOLL FREE 1.866.465.1155

Suite 1300, MNP Tower
10235 - 101 Street NW
Edmonton, AB
T5J 3G1
steven.barlott@mnp.ca<mailto:steven.barlott@mnp.ca>
mnpdebt.ca<<https://www.mnpdebt.ca>>
[cid:image001.jpg@01D9CF7D.E99FDCD0]

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: August 15, 2023 10:58 AM
To: Steven Barlott <Steven.Barlott@mnp.ca>
Cc: Amber Poburan <apoburan@sharekco.com>; Kristin Gray <Kristin.Gray@mnp.ca>
Subject: RE: Lionhart Capital Ltd. - Additional Information Required

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Steven,

You're welcome on the information provided.

I am sorry I am not always accessible since the closing of Lionhart as I have been away and am now the only contact as all team are long gone.

A question: I am now being billed direct for any additional information from the Bookkeeper as she resigned from doing any more work for Lionhart as well. Does MNP out of disbursements pay for this work?

Can you please provide me the print outs of the transactions for the months you require the details on from ATB and TD as these accounts are now closed, I found out and I will complete the information for you.

Re the flow of funds in a Lionhart equipment financing:

NOTE: I have included Dany Le report as he summarized this very well for your reference with extensive details.

When a customer purchases a piece of equipment and require financing of that equipment, they reach out to find financing for that equipment. Depending on the equipment (Age and Type) and the strength of their credit determines the rate and structure (Terms and Conditions they must qualify for with Lenders/Finance Company to obtain capital) for the financing needed to get approved.

In today's economy some equipment purchases require a financial Contractors to structure the equipment purchase and get the best rate and terms (like down payment, length of financing to life expectancy of equipment) as all financial companies have specific requirements that must be met or they will pass on the financing.

Where Lionhart got involved was the securing of financing that would meet the customers approval to proceed. Once the customer told the Contractor he agreed on the Terms and Conditions of what the finance company required to get the equipment financed the Contractor would secure the financing by having the customer deposit the upfront money required by the Lender into Lionhart's Bank Account to be forwarded to the Lender once the financing contracts are signed and approved by the Lender/Finance Company. ("Clients Funds in Trust")

These Funds required by the customer to secure the financing and have the paperwork produced (Lease Agreements or Loans) would be for a number of requirements and fees: Down Payments required, Lease Payments in advance, Security Payments, Administration fees, Processing fees, Documentation Fees, sometimes appraisal fees costs, all which Banks and financial institutions charge customers you see on a full disclosure of like a Mortgage or Loan.

Once the paperwork (Lease Agreement) has been signed with the customer and the Contractor has submitted to Lionhart for Audit to insure all is correct. Then Lionhart forwards the Lease Agreement and the require the money (Client Funds in Trust to Lender) to the lender/finance company like CWB, Royal Bank, TD in order for them to purchase the equipment and start the payments required on the Lease Agreement.

Since this industry is not regulated for the requirement of "TRUST FUNDS" bank account, Lionhart does not require a trust account, but Lionhart has always viewed this money as held in trust to secure the financing. Sometimes funds have had to be returned when equipment is sold before financing can be arranged or the customer changes their mind but as you can see Lionhart keep this tight.

I hope Steven this helps to explain the process.
(See below on your questions)

Best regards,

Gerry

From: Steven Barlott <Steven.Barlott@mnt.ca<mailto:Steven.Barlott@mnt.ca>>

Sent: Monday, August 14, 2023 9:37 AM

To: Gerry Bevan <gerry@lionhartcapital.com<mailto:gerry@lionhartcapital.com>>; Breanne Young <breanne@lionhartcapital.com<mailto:breanne@lionhartcapital.com>>

Cc: Amber Poburan <apoburan@sharekco.com<mailto:apoburan@sharekco.com>>; Kristin Gray <Kristin.Gray@mnt.ca<mailto:Kristin.Gray@mnt.ca>>

Subject: Lionhart Capital Ltd. - Additional Information Required

Hi Gerry,

Hope you had a good weekend.

Thank you for providing the attached details regarding banking transactions. We require additional information regarding "Client Funds in Trust" and "Client Funds in Trust to Lender" – can you provide additional clarity on these transactions and who/ what they are related to (i.e. what is the flow of funds and Lionhart's involvement)? We will require the same review and details of all transactions from January 1, 2023 to June 26, 2023 for both the ATB and TD accounts. Is it possible to get this by the end of the week?

In addition to the above transaction review, can you also provide us with the following:

1. A copy of the General Ledger (GL) for January 1, 2023 to current. I thought the Bookkeeper had provided what Lionhart has on this, but I will check again with her as that was what she told me.
2. Contact name and details for Geraco (noted on the financial statements). I am contact and this company was closed a long time ago and funds dispersed. This should have been removed from financials my mistake.
3. Contact information (mailing address and email) for outstanding AR clients: 2090059 Alberta Ltd.; 690490 Alberta Ltd. Barbie Conrad; and, Jason Parm Construction Incorporated. Will look these up and provide details.
4. Regarding the two agreements which are currently in progress, are these anticipated to fund? What is the status of these and what are the commissions payable to Lionhart if they fund? Not sure which

ones you are referring to but I have not heard of any further funds coming as both Bank Accounts are closed.

Thank you kindly for your continued assistance with providing us with required information.

Regards,
Steven

Steven Barlott
SENIOR CONSULTANT

DIRECT 587.520.1499
PH. 780.455.1155
FAX 780.409.5415
TOLL FREE 1.866.465.1155
Suite 1300, MNP Tower
10235 - 101 Street NW
Edmonton, AB
T5J 3G1
steven.barlott@mnp.ca<mailto:steven.barlott@mnp.ca>
mnpdebt.ca<<https://www.mnpdebt.ca>>
[cid:image001.jpg@01D9CF7D.E99FDCD0]

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

Appendix K

A copy of the August 23, 2023 through September 27, 2023 correspondence

Steven Barlott

From: Kristin Gray
Sent: September 27, 2023 2:14 PM
To: Steven Barlott; Amber Poburan; Gerry Bevan
Cc: Steven A. Rohatyn
Subject: RE: Lionhart documents

Amber / Gerry

We have yet to receive a response to our multiple emails.

I remind you that paragraphs 5 and 6 of the Receivership Order compel the Debtor and all Persons (which include Mr. Bevan) to deliver to the Receiver and grant it unfettered access to any books, documents, corporate and accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Debtor. Without reasonable excuse, your client has and continues to fail, refuse, or neglect to comply with those Court ordered duties, thereby preventing the Receiver from efficiently and effectively exercising its duties and mandate, and unduly increasing the cost of its administration of the estate. Should we fail to receive the foregoing records by the close of business on September 28, we will have no choice but to apply to the Court for an Order compelling your client to comply with our repeated requests, the costs of which the Receiver will, on behalf of the Debtor, seek to recover against your client on a full indemnity basis.

Thank you,

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101st N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISBL
Global Alliance of Independent Firms

From: Kristin Gray
Sent: September 22, 2023 11:34 AM
To: Steven Barlott <Steven.Barlott@mnp.ca>; Amber Poburan <apoburan@sharekco.com>; Gerry Bevan <gerry@lionhartcapital.com>
Cc: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: RE: Lionhart documents

Good Morning Amber / Gerry

May I please have an update on the outstanding information?

Detailed correspondence to Mr. Bevan on August 15, 2023, outlining the information requested is attached. The items are also noted below in correspondence to Ms. Poburan on August 24, 2023. I remind you that paragraphs 5 and 6 of the Receivership Order compel the Debtor and all Persons to deliver to the Receiver and grant it unfettered access to

any books, documents, corporate and accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Debtor.

Please provide the outstanding information by close of business on Monday September 25, 2023.

Kind Regards,

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101St N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Kristin Gray
Sent: September 8, 2023 11:58 AM
To: Steven Barlott <Steven.Barlott@mnp.ca>; Amber Poburan <apoburan@sharekco.com>
Cc: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: RE: Lionhart documents

Hi Amber

Can you please provide an update on when we can expect to receive the outstanding financial information? Further to Steven's email below CRA is doing a trust audit on Tuesday and will require much of the outstanding information.

Kind Regards,

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101St N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Steven Barlott <Steven.Barlott@mnp.ca>
Sent: August 31, 2023 7:37 PM
To: Amber Poburan <apoburan@sharekco.com>; Kristin Gray <Kristin.Gray@mnp.ca>
Cc: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: RE: Lionhart documents

Hi Amber,

Following up on our information request below.

Please note, CRA is performing a trust audit of the Company next week at our office and we will require much of the below to assist in answering inquires and request for information from the CRA.

Further, a search for actions in which the Company was named as plaintiff was performed and two separate results were returned with Lionhart receiving judgement in its favor. Can you please provide additional details on these matters?

Thank you,
Steven

Steven Barlott
SENIOR CONSULTANT

DIRECT 587.520.1499
PH. 780.455.1155
FAX 780.409.5415
TOLL FREE 1.866.465.1155
Suite 1300, MNP Tower
10235 - 101 Street NW
Edmonton, AB
T5J 3G1
steven.barlott@mnp.ca
mnpdebt.ca



From: Steven Barlott
Sent: August 24, 2023 12:38 PM
To: Amber Poburan <apoburan@sharekco.com>; Kristin Gray <Kristin.Gray@mnp.ca>
Cc: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: RE: Lionhart documents

Hi Amber,

Thank you for confirmation your client is working on gathering the transaction details. Do you have an estimated completion timeline?

Regarding the other information required:

1. I will use the April 2023 ATB statement, attached, as an example. Transaction "Direct Deposit Commercial Accounts Payable BENNINGTON FINA" deposits funds into the account as follows:
 - a. April 6, 2023: \$4,182.50
 - b. April 12, 2023: \$3,092.26
 - c. April 18, 2023: \$1,689.35
 - d. April 19, 2023: \$1,664.38
 - e. April 24, 2023: \$1,069.34
 - f. April 24, 2023: \$1,689.35
 - g. April 25, 2023: \$4,622.27
 - h. April 26, 2023: \$5,644.35

I will further note, the following deposits made after June 26, 2023 to the ATB account:

- i. June 29, 2023: \$3,503.00
- j. July 13, 2023: \$6,967.33
- k. July 13, 2023: \$7,619.76
- l. July 18, 2023: 356.09
- m. July 25, 2023: \$5,700.19 (a stop payment/ reversal was placed on this payment on July 26, 2023)

We will require contact information for your contact at Bennington Financial and Arundel Capital along with the detail of these transaction.

2. Thank you – can you please forward us copies of employment agreements, if available?
3. The 2023 T4 information was previously provided. Please provide 2020 and 2021 as requested.
4. It was noted Gerry received no compensation between January 1, 2020 and current. Can you please provide details of any compensation paid to Breanne Young, including any wages, commissions, consulting/management fees (or similar), personal expenses paid by the Company, or any other payments made to Ms. Young from January 1, 2020 to current.
5. Grove and Barbie details attached have been previously provided. Please provide contact information (address, phone number, email address) for 2090059 Alberta Ltd.; 690490 Alberta Ltd. Barbie Conrad; and, Jason Parm Construction Incorporated.
6. Please refer to section 3 of the attached Interim Injunction Order granted March 14, 2023.
7. No independent contractor agreements were attached to the email.

Further, details attached regarding the 'Current Contracts' for Mike Gillis Trucking and Darim Masonry Limited were previously provided. Please provide a contract or similar.

Let me know if you require clarification on any of the above.

Regards,
Steven

Steven Barlott
SENIOR CONSULTANT

DIRECT 587.520.1499
PH. 780.455.1155
FAX 780.409.5415
TOLL FREE 1.866.465.1155
Suite 1300, MNP Tower
10235 - 101 Street NW
Edmonton, AB
T5J 3G1
steven.barlott@mnp.ca
mnpdebt.ca



From: Amber Poburan <apoburan@sharekco.com>
Sent: August 23, 2023 10:47 AM
To: Steven Barlott <Steven.Barlott@mnp.ca>; Kristin Gray <Kristin.Gray@mnp.ca>
Subject: Lionhart documents

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Steven,

Please see the attached documents from Gerry. I am working with him on further production (bank records) and more fulsome responses to some of the questions posed.

Kind regards,

Amber Poburan | Barrister & Solicitor, Associate
Sharek Logan & van Leenen LLP

☎ 780 413 3105
✉ apoburan@sharekco.com



yeglaw.ca



#2100, 10060 Jasper Avenue NW
Edmonton, AB T5J 3R8

Sharek & Co.

HARRISON AND SCHILTON

This communication is intended for the recipient(s) to whom it is addressed, and may contain confidential, personal, and/or privileged information. If directed to a client or prospective client, it is subject to solicitor-client privilege. Please contact the sender immediately if you are not an intended recipient of this communication, and do not copy, distribute, or take action relying on it. Distribution, copying or disclosure is, in such circumstances, strictly prohibited. Any communication received in error, or subsequent reply should be deleted or destroyed.

Important Notice: This office will not accept documents for service by email, unless we have given express prior written consent to do so.

Appendix L

A copy of the September 28, 2023 correspondence

Steven Barlott

From: Amber Poburan <apoburan@sharekco.com>
Sent: September 28, 2023 12:40 PM
To: Kristin Gray
Cc: Steven Barlott
Subject: FW: Lionhart documents
Attachments: Barbie Conrad, Jason, etc contact info.xlsx; Lease Docs-Michael_Alan_Gillis_2023-06-12_11-33-33.pdf; Lease Documents Vs2-Darim Masonry Ltd.pdf; Mike Gillis, Darin Masonry contact info.xlsx

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Kristin,

Please see the attached which Gerry has now provided. I appreciate that this likely does not satisfy all of the Receiver's requests, and I will continue forwarding documents on receipt.

Kind regards,

Amber Poburan | Barrister & Solicitor, Associate
Sharek Logan & van Leenen LLP

☎ 780 413 3105
✉ apoburan@sharekco.com
🌐 yeglaw.ca
📍 #2100, 10060 Jasper Avenue NW
Edmonton, AB T5J 3R8

Sharek & Co.
Barristers and Solicitors

This communication is intended for the recipient(s) to whom it is addressed, and may contain confidential, personal, and/or privileged information. If directed to a client or prospective client, it is subject to solicitor-client privilege. Please contact the sender immediately if you are not an intended recipient of this communication, and do not copy, distribute, or take action relying on it. Distribution, copying or disclosure is, in such circumstances, strictly prohibited. Any communication received in error, or subsequent reply should be deleted or destroyed.

Important Notice: This office will not accept documents for service by email, unless we have given express prior written consent to do so.

Appendix M

A copy of the November 20, 2023 through December 8, 2023 correspondence

Steven Barlott

From: Kristin Gray
Sent: December 8, 2023 8:45 AM
To: Steven Barlott
Subject: FW: Lionhart Capital Ltd
Attachments: ATB Bank Statements with details Jan - Jun 2023.pdf; ATB Bank Statements with details Jan - Jun 2023.pdf; Barbie Conrad, Jason, etc contact info.xlsx

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101St N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: December 8, 2023 8:38 AM
To: Kristin Gray <Kristin.Gray@mnp.ca>
Subject: RE: Lionhart Capital Ltd

You don't often get email from gerry@lionhartcapital.com. [Learn why this is important](#)

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Kristin,

Thank you very much for providing me with the updated list.
I really appreciate you looking into this and clarifying the process more.

I have attached the ATB Statements requested listed as number 2 on the list as well as # 8.

Thank you again for your help on getting this completed.

Best regards
Gerry

From: Kristin Gray <Kristin.Gray@mnp.ca>
Sent: Thursday, December 7, 2023 12:35 PM
To: Gerry Bevan <gerry@lionhartcapital.com>
Cc: Steven Barlott <Steven.Barlott@mnp.ca>; Steven A. Rohatyn <srohatyn@parlee.com>
Subject: RE: Lionhart Capital Ltd

Hi Gerry,

Thank you for sending the annotated TD bank statements.

The Receivership Order is still in effect. A Receiver has obligations beyond just selling assets, including but not limited to, review of books and records, investigation and preservation of assets, CRA compliance, reporting to stakeholders etc.

The Receiver did receive the nominal offer presented for the purchase of the intangible assets of Lionhart from your counsel – we are not in a position to respond to the offer until we have received all the financial information requested and have been able to fully assess the financial situation of the Company.

Further to your correspondence last week and our prior information requests, the following information remains outstanding:

1. Provide a summary of each “funding deal” and the related transactions for all of 2023.
 - a. For example, on the TD statements: May 4, 2023, deposit of \$35,000 “Client funds in trust Keith Yantzi”; May 11, 2023, payment of \$33,900 “Funds sent to Funder Keith Yantzi”. For each deal please provide: the amount received from the customer “in trust”, the amount sent to the funder, the commission earned and any related fees (e.g. referral fees).
2. Details of transaction from January 1, 2023 to July 17, 2023 for the ATB account, please include the same details as noted above for TD.
3. Copies of the related statements for transfers (i.e. TD LOC Loan to LCL – please provide the related statements). Please provide copies of all credit card statements and line of credit statements which were paid through the Company’s account. For example, the April 2023 ATB statement has payments to CIBC Mastercard, TD Canada Trust Line of Credit, Royal Bank Visa – please provide the related credit card or line of credit statement for all payments made to credit cards and provide details of the transactions on those related statements and how they relate to the business.
4. Details of the regular deposits from Arundel Capital and Bennington Financial – where are the Bennington Financial payments being deposited?
5. Copies of employment agreements for both Suzannah Hahrt and Candice Kingma.
6. Copies of all employee T4’s for 2020 and 2021.
7. A summary of any compensation that you, Suzanna Hart or Brianne Young have taken from the Company from 2020 to current – this includes any wages, commissions, consulting/ management fees (or similar), dividends paid, intercompany transfers, personal expenses paid by the Company.
8. Contact information (mailing address, phone number, and email) for outstanding AR clients: 2090059 Alberta Ltd.; 690490 Alberta Ltd. Barbie Conrad; and, Jason Parm Construction Incorporated.
9. Details of the ‘Current Contracts’ spreadsheet in spreadsheet indicating Mike Gillis Trucking and Darim Masonry Limited – we require details of what this is related to? Were these transactions completed through another entity?
10. Pursuant to the Interim Injunction Order dated March 14, 2023, granted by Justice Mah, you were required to segregate funds from the date of the Interim Injunction Order. Was this done? If so, please provide details.
11. Please provide copies of the ‘independent contractor’ agreements which were regularly mentioned during the Court proceedings.

After review of this information, we may require additional details and will inform you of what we require.

In addition to the above, we also require you complete the following GST return with is now due and outstanding;

1. Prepare and submit the GST return for June 1, 2023 to June 26, 2023
 - a. Please provide us with a copy once it has been completed.

We will require all of the above information as soon as possible. We take this opportunity to remind you that your full cooperation is required as outlines in Sections 4 to 6 of the Receivership Order.

Thank you for your prompt attention to this matter.

Kind Regards

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101St N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISBL
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>

Sent: November 21, 2023 9:48 AM

To: Kristin Gray <Kristin.Gray@mnp.ca>

Subject: RE: Lionhart Capital Ltd

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.

MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Good Morning Kristin,

Re: information requested. See Attached.

I am sorry Kristin for the delay but finding this information is difficult and reviewing of records since the loss of these employees who did this bookkeeping.

Does not the receiver just look at assets to be sold off from Lionhart Capital Ltd and that was the reason I reached out to Steven?

From what I am told the only values was the name if someone wanted it. That is why Amber put in a bit for the name as there is no hard assets in Lionhart Capital Ltd.

Best regards,

Gerry

From: Kristin Gray <Kristin.Gray@mnp.ca>

Sent: Monday, November 20, 2023 1:03 PM

To: Gerry Bevan <gerry@lionhartcapital.com>

Cc: Amber Poburan <apoburan@sharekco.com>; Steven Barlott <Steven.Barlott@mnp.ca>

Subject: RE: Lionhart Capital Ltd

Good Morning Gerry

Further to your email below, I confirm the Receiver is NOT discharged. Further, I draw your attention to the attached email correspondence from September 27, 2023, and September 22, 2023, detailing the information still required by the Receiver.

Regards,

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101st N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: Monday, November 20, 2023 8:45 AM
To: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: Lionhart Capital Ltd

CAUTION: This email originated from outside of Parlee McLaws LLP. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hello Steven,

I see you are the person who is handling the file on Lionhart Capital Ltd.

Has Lionhart Capital Ltd been discharge now and available to be purchased as we have made an offer to MNP some time back but to date received no response.

Please let me know.
Best regards,
Gerry

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and

contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

Appendix N

A copy of the December 18, 2023 through December 22, 2023 correspondence

Steven Barlott

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: December 22, 2023 10:16 AM
To: Kristin Gray
Cc: Steven Barlott
Subject: RE: Lionhart Capital Ltd
Attachments: INDEPENDENT LEASE AGENT AGREEMENT 20 PLUS DRAW 2023 .docx; LCL Deals Q1 2023.xlsx

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Good Morning Kristin, Merry Christmas!

Thank you for your email and helping me complete this step.

I was able to find the Contractor Agreement requested in the Transcripts from the Court of Queens Bench.

Enclosed Attachment:

Q1 Funding Lease Deals: This included with notes on what was earned by Lionhart and what was paid out to Brokers and Contractors. It's a shame to shut down a 33-year-old company even though Wade Wood knew the Lionhart had no value or assets from knowing the company since inception once the Sales Team was gone and the employees laid off.

Wishing you and your family a Very Merry Christmas and all the Best wishes in 2024.
Gerry

From: Kristin Gray <Kristin.Gray@mnp.ca>
Sent: Monday, December 18, 2023 3:25 PM
To: Gerry Bevan <gerry@lionhartcapital.com>; Steven Barlott <Steven.Barlott@mnp.ca>
Subject: RE: Lionhart Capital Ltd

Hi Gerry

Please make sure you cc' my colleague Steven Barlott on all correspondence going forward.

1. We will send notice of the Receivership to the Govt of Alberta. The amount will not be paid by the Receiver as it constitutes an unsecured claim.
2. With respect to GST – please provide us with the numbers for the period June 1, 2023, to June 26, 2023 and will file the return.
 - a. Total Sales
 - b. Total GST collected
 - c. Total GST paid
3. You will have to ask you counsel for a copy of the transcript OR request the transcripts directly from the Court of King's Bench.

4. How did you have an employee without an employment agreement? Please provide email or other correspondence related to her employment. How was her salary and job responsibilities established?

Thanks

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101st N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: Monday, December 18, 2023 7:48 AM
To: Kristin Gray <Kristin.Gray@mnp.ca>
Subject: RE: Lionhart Capital Ltd

You don't often get email from gerry@lionhartcapital.com. [Learn why this is important](#)

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.

MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Kristin,

Good Morning, I received the (See attachment) and have forward it on to you for payment.

Some questions:

1. As per the GST request. Prepare and submit the GST return for June 1, 2023 to June 26, 2023

I do not have access to the Govt BN number any longer as it has been removed to submit the GST information. How can this be done.

2. Please provide copies of the 'independent contractor' agreements which were regularly mentioned during the Court proceedings.

Can you please provide where in the court proceedings that the independent contractor was mentioned so I understand what year this was to find them back to 1990 when Lionhart was formed.

- Details of the regular deposits from Arundel Capital and Bennington Financial – where are the Bennington Financial payments being deposited?

The Bennington Deposits for Brokerage fees are deposited into the ATB.

-Employment Agreement, found one for Candice Kingma (See Attachment) No agreement on file for Suzannah Harht.

Best regards,

From: Kristin Gray <Kristin.Gray@mnp.ca>
Sent: Thursday, December 7, 2023 12:35 PM

To: Gerry Bevan <gerry@lionhartcapital.com>

Cc: Steven Barlott <Steven.Barlott@mnp.ca>; Steven A. Rohatyn <srohatyn@parlee.com>

Subject: RE: Lionhart Capital Ltd

Hi Gerry,

Thank you for sending the annotated TD bank statements.

The Receivership Order is still in effect. A Receiver has obligations beyond just selling assets, including but not limited to, review of books and records, investigation and preservation of assets, CRA compliance, reporting to stakeholders etc.

The Receiver did receive the nominal offer presented for the purchase of the intangible assets of Lionhart from your counsel – we are not in a position to respond to the offer until we have received all the financial information requested and have been able to fully assess the financial situation of the Company.

Further to your correspondence last week and our prior information requests, the following information remains outstanding:

1. Provide a summary of each “funding deal” and the related transactions for all of 2023.
 - a. For example, on the TD statements: May 4, 2023, deposit of \$35,000 “Client funds in trust Keith Yantzi”; May 11, 2023, payment of \$33,900 “Funds sent to Funder Keith Yantzi”. For each deal please provide: the amount received from the customer “in trust”, the amount sent to the funder, the commission earned and any related fees (e.g. referral fees).
2. Details of transaction from January 1, 2023 to July 17, 2023 for the **ATB account**, please include the same details as noted above for TD.
3. Copies of the related statements for transfers (i.e. TD LOC Loan to LCL – please provide the related statements). Please provide copies of all credit card statements and line of credit statements which were paid through the Company’s account. For example, the April 2023 ATB statement has payments to CIBC Mastercard, TD Canada Trust Line of Credit, Royal Bank Visa – please provide the related credit card or line of credit statement for all payments made to credit cards and provide details of the transactions on those related statements and how they relate to the business.
4. Details of the regular deposits from Arundel Capital and Bennington Financial – where are the Bennington Financial payments being deposited?
5. Copies of employment agreements for both Suzannah Hahrt and Candice Kingma.
6. Copies of all employee T4’s for 2020 and 2021.
7. A summary of any compensation that you, Suzanna Hart or Brianne Young have taken from the Company from 2020 to current – this includes any wages, commissions, consulting/ management fees (or similar), dividends paid, intercompany transfers, personal expenses paid by the Company.
8. Contact information (mailing address, phone number, and email) for outstanding AR clients: 2090059 Alberta Ltd.; 690490 Alberta Ltd. Barbie Conrad; and, Jason Parm Construction Incorporated.
9. Details of the ‘Current Contracts’ spreadsheet in spreadsheet indicating Mike Gillis Trucking and Darim Masonry Limited – we require details of what this is related to? Were these transactions completed through another entity?
10. Pursuant to the Interim Injunction Order dated March 14, 2023, granted by Justice Mah, you were required to segregate funds from the date of the Interim Injunction Order. Was this done? If so, please provide details.
11. Please provide copies of the ‘independent contractor’ agreements which were regularly mentioned during the Court proceedings.

After review of this information, we may require additional details and will inform you of what we require.

In addition to the above, we also require you complete the following GST return with is now due and outstanding;

1. Prepare and submit the GST return for June 1, 2023 to June 26, 2023

a. Please provide us with a copy once it has been completed.

We will require all of the above information as soon as possible. We take this opportunity to remind you that your full cooperation is required as outlined in Sections 4 to 6 of the Receivership Order.

Thank you for your prompt attention to this matter.

Kind Regards

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101st N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISEL
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>

Sent: November 21, 2023 9:48 AM

To: Kristin Gray <Kristin.Gray@mnp.ca>

Subject: RE: Lionhart Capital Ltd

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Good Morning Kristin,

Re: information requested. See Attached.

I am sorry Kristin for the delay but finding this information is difficult and reviewing of records since the loss of these employees who did this bookkeeping.

Does not the receiver just look at assets to be sold off from Lionhart Capital Ltd and that was the reason I reached out to Steven?

From what I am told the only values was the name if someone wanted it. That is why Amber put in a bit for the name as there is no hard assets in Lionhart Capital Ltd.

Best regards,
Gerry

From: Kristin Gray <Kristin.Gray@mnp.ca>

Sent: Monday, November 20, 2023 1:03 PM

To: Gerry Bevan <gerry@lionhartcapital.com>

Cc: Amber Poburan <apoburan@sharekco.com>; Steven Barlott <Steven.Barlott@mnp.ca>

Subject: RE: Lionhart Capital Ltd

Good Morning Gerry

Further to your email below, I confirm the Receiver is NOT discharged. Further, I draw your attention to the attached email correspondence from September 27, 2023, and September 22, 2023, detailing the information still required by the Receiver.

Regards,

Kristin Gray, CPA, CA, CIRP, LIT
SENIOR VICE-PRESIDENT

DIRECT 780.705.0073

PH. 780.455.1155
FAX 780.409.5415
CELL 604.889.8526
10235 101St N.W.
Suite 1300
Edmonton, AB
T5J 3G1
kristin.gray@mnp.ca
mnpdebt.ca



Member of Praxity, AISO
Global Alliance of Independent Firms

From: Gerry Bevan <gerry@lionhartcapital.com>
Sent: Monday, November 20, 2023 8:45 AM
To: Steven A. Rohatyn <srohatyn@parlee.com>
Subject: Lionhart Capital Ltd

CAUTION: This email originated from outside of Parlee McLaws LLP. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hello Steven,

I see you are the person who is handling the file on Lionhart Capital Ltd.

Has Lionhart Capital Ltd been discharge now and available to be purchased as we have made an offer to MNP some time back but to date received no response.

Please let me know.
Best regards,
Gerry

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance

with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line.

Appendix O

Detailed summary of Outstanding Information

Lionhart Capital Ltd., in Receivership
Outstanding Information
As at March 7, 2024

1. Provide a summary of each "funding deal" and the related transactions for all of 2023. Q1 details were provided but there appear to be some deals missing, for example in the ATB account, January 19, 2023, Hahash + Beauty Bar details are not noted on the spreadsheet.

An example of what we are looking for, from the TD statements:

May 4, 2023, deposit of \$35,000 "Client funds in trust Keith Yantzi"; May 11, 2023, payment of \$33,900 "Funds sent to Funder Keith Yantzi". For each deal please provide: the amount or deposit received from the customer "in trust", the amount sent to the funder, the commission earned, and any related fees (e.g. referral fees).

2. The bank statements show transfers to various other bank accounts, credit cards, and loans. Please provide copies of the related bank statements, credit card statements, or loan statements for the TD Line of Credit, RBC Visa, and CIBC Mastercard.
3. Certain transactions on the bank statement from January 1, 2023, to July 31, 2023, are missing transaction information. Please review and provide details for all unknown transactions.
4. Details or remittance advice for the deposits from Arundel Capital and Bennington Financial. Where are the Bennington Financial payments being deposited now? Please provide a statement from each company showing all payments.
5. Copies of all employee T4s for 2018, 2019, 2020, and 2021.
6. A summary of any compensation that Gerald Bevan, Suzanna Hart, or Brianne Young have taken from the Company from 2018 to current – this includes any wages, commissions, consulting/management fees (or similar), dividends paid, intercompany transfers, personal expenses paid by the Company.
7. Employment agreement for Suzanna Hart.
8. Signed Independent Lease Agent Agreement for any contractors.
9. Details of the 'Current Contracts' spreadsheet indicating Mike Gillis Trucking and Darim Masonry Limited. We require copies of contracts/agreements. Were these transactions completed through another entity?
10. Pursuant to the Interim Injunction Order dated March 14, 2023, granted by Justice Mah, Lionhart was required to segregate funds from the date of the Interim Injunction Order. Was this done? If so, please provide details.
11. GST details for June 1, 2023, to July 31, 2023, including total sales, GST collected, and GST paid.

Appendix P

Interim Statement of Receipts and Disbursements for the period of
June 26, 2023 to March 1, 2024

**In the Matter of the Receivership of Lionhart Capital Ltd.
Receiver's Interim Statement of Receipts and Disbursements
For the Period of June 26, 2023 to March 1, 2024**

Receipts	\$'s
Cash on hand	18,108
Advance from Wood	6,030
Interest	69
	<hr/>
	24,207
	<hr/>
Disbursements	
Receiver's fees	17,835
Legal fees	4,517
GST paid	1,120
Administrative costs (filing fees, license fees, postage)	129
	<hr/>
	23,601
	<hr/>
Funds Held In Trust	605
	<hr/>

MNP Ltd.

Receiver of Lionhart Capital Ltd.