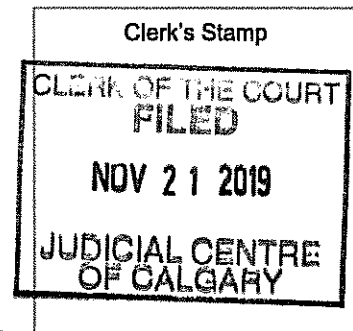


COURT FILE NUMBER 1801-07295
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT 1305402 ALBERTA INC.
RESPONDENTS 0774238 B.C. Ltd., DYMI Investments Ltd., D & C Atlantic Investment Inc., A & C Pacific Enterprises Inc., The United Teaming Development Co. Ltd., Innet Enterprises Inc., Hung Yip International Development Co Ltd., Augustan Enterprises Ltd., Fireland Development Ltd., Canapoint Development Inc., 0792065 B.C. Ltd., DNP Enterprises Ltd., Sam Myung Enterprises Ltd., Soon Enterprises Ltd., Sanmei Enterprises Ltd., Canada And America Enterprises Ltd., Y Zhan Enterprises Corp., 0752868 B.C. Ltd. And Zhanda Investment Ltd.



DOCUMENT APPLICATION BY MNP LTD.

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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NOTICE TO RESPONDENTS:
0774238 B.C. Ltd., DYMI Investments Ltd., D & C Atlantic Investment Inc., A & C Pacific Enterprises Inc., The United Teaming Development Co. Ltd., Innet Enterprises Inc., Hung Yip International Development Co Ltd., Augustan Enterprises Ltd., Fireland Development Ltd., Canapoint Development Inc., 0792065 B.C. Ltd., DNP Enterprises Ltd., Sam Myung Enterprises Ltd., Soon Enterprises Ltd., Sanmei Enterprises Ltd., Canada And America Enterprises Ltd., Y Zhan Enterprises Corp., 0752868 B.C. Ltd., Zhanda Investment Ltd. and 1305402 Alberta Inc.

This application is made against you. You are the respondents. You have the right to state your side of this matter before the master.

To do so, you must be in Court when the application is heard as shown below:

Date: **December 4, 2019**
Time: **10:00 am**
Where: **Calgary Courts Centre**
Before Whom: **The Presiding Master in Chambers**

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order directing that \$281,711.11, and all accrued interest thereon, which was paid into Court on October 4, 2018 pursuant to the Order of Master Hanebury granted on July 3, 2018, be released and paid to MNP Ltd. (MNP) as Receiver over the Debtors' (as defined in paragraph 13 below) Property identified in Schedule "B" to the Receivership Order (as defined in paragraph 14 below).
2. An Order for costs, if this application is contested.

Grounds for making this application:

3. In 2014, Siu Kon "Bonnie" Soo (Soo) and Siu Mui "Debbie" Wong (Wong) were involved in an investment scheme to develop and market certain lands in Alberta. Soo and Wong acquired lands in Rockyview, Alberta legally described as:

MERIDIAN 4 RANGE 27 TOWNSHIP 23
SECTION 32 QUARTER SW
CONTAINING 64.7 HECTARES(160 ACRES) MORE OR LESS
EXCEPTING THEREOUT:
HECTARES (ACRES) MORE OR LESS
A) PLAN 9211808 DESCRIPTIVE 2.64 (6.52)
EXCEPTING THEREOUT ALL MINES AND MINERALS

(the Rockyview #2 Property)

4. The Rockyview #2 Property was held in trust by Soo and Wong's company, 1305402 Alberta Inc. (130), for various investors.
5. On September 25, 2014, investors in the Rockyview #2 Joint Venture brought a claim against Soo, Wong, and 130 in Alberta Court of Queen's Bench Action No. 1401-10536. On January 10, 2018, that action was dismissed for long delay.
6. There are two other proceedings involving the various investors, which are styled as follows:

- (a) The within Action: *1305402 Alberta Inc. v. 0774238 B. C. Ltd.*; Alberta Court of Queen's Bench Action No. 1801-07295 (Calgary Registry); and
 - (b) *DYMI Investments Ltd. v. 1305402 Alberta Inc.*; B.C.S.C. Action No. S-147122 (Vancouver Registry).
7. The Rockyview #2 Property was subsequently sold (the **Sale Proceeds**). On November 24, 2014, Master A. R. Robertson ordered the Sale Proceeds be held in trust by Machida James McCall, counsel for *1305402 Alberta Inc.*, in Action No. 1401-10536 (MJM).
8. On various dates from February 2015 to August 2015, the British Columbia Securities Commission (the **Commission**) held a 25 day hearing in relation to alleged contraventions of the British Columbia *Securities Act* RSBC 1996, c. 418 (the **BC Securities Act**) by Wong, Soo, and others (the **Liability Hearing**).
9. On June 16, 2016, the Commission released its decision (the **Liability Findings**) arising from the Liability Hearing. The Commission found, among other things, that: (1) Wong and Soo illegally distributed securities, contrary to section 61 of the *BC Securities Act*; and (2) Ms. Wong and Ms. Soo had committed fraud.
10. On November 28, 2016, the Commission held a hearing to determine the sanctions to be imposed on Wong and Soo (the **Sanctions Hearing**). On February 20, 2017, the Commission released its decision arising from the Sanctions Hearing (the **Sanctions Decision**). The Sanctions Decision imposed, among other things, an administrative penalty of \$6 million against both Wong and Soo. The Sanctions Decision was filed in the Supreme Court of British Columbia on March 3, 2017. On September 14, 2018, the judgment against Wong and Soo arising from the Sanctions Decision was registered in Alberta pursuant to an Order of Master A. R. Robertson.
11. On December 6, 2017, the Commission issued a Demand on Third Party under section 162.1 of the *BC Securities Act* to Brad J. Findlater of MJM demanding that MJM pay to the Commission the Sale Proceeds held in trust by MJM.
12. On July 3, 2018, 130 applied for and was granted an order directing payment of the Sale Proceeds from the Property into court. The Sale Proceeds were paid into court on October 4, 2018.
13. On October 3, 2019, the Commission sought an order in BC Court File No. S-198522 (the **Receivership Petition**) appointing a receiver over certain property of respondents Wong, Soo, Wheatland Industrial Park Inc., D&E Arctic Investments Inc., and 1300302 Alberta Inc (the **Debtors**).

14. The Receivership Petition was granted on October 3, 2019 (the **Receivership Order**). Pursuant to section 152 of the BC *Securities Act*, MNP was appointed Receiver, without security, of the Debtors' interests identified at Schedule "B" to the Receivership Order.
15. The Sale Proceeds derived from the Rockyview #2 Property are listed at Schedule "B" to the Receivership Order.
16. The Receivership Order empowers the Receiver, MNP, to, among other things, take possession of and exercise control over the Property and any and all receipts and disbursements arising out of or from the Property.

Material or evidence to be relied on:

17. The Affidavit of Robyn Lenz sworn November 21, 2019;
18. The Affidavit of Catherine Palmer sworn June 26, 2019; and
19. Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

20. Rules 1.3, 1.4, and 13.53; and
21. Such further and other *Rules of Court* as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

22. Alberta Rules of Court, AR 124/2010;
23. British Columbia *Securities Act*, RSBC 1996, c. 418; and
24. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

25. None.

How the application is proposed to be heard or considered:

26. In person before the presiding Master in Chambers.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the Applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the Applicant a reasonable time before the application is to be heard or considered.