

COURT FILE NUMBER: 2103 10970
COURT: COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE: EDMONTON
PLAINTIFF: CANADIAN WESTERN BANK
DEFENDANT: SHAMROCK VALLEY ENTERPRISES LTD.
DOCUMENT: **APPLICATION BY THE BOWRA GROUP INC.**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **PARLEE McLAWS LLP**
Barristers & Solicitors
Patent & Trade-Mark Agents
1700 Enbridge Centre
10175 – 101 Street NW
Edmonton, Alberta T5J 0H3
Attention: Jeremy H. Hockin, Q.C.
Phone: 780-423-8532
Fax: 780-423-2870
File No: 75782-12/JHH

NOTICE TO RESPONDENTS as listed on the Service List attached hereto as Schedule "D"

This application is made against you. You are a respondent. You have the right to state your side of this matter before the justice. To do so, you must be in Court when the application is heard as shown below:

Date: December 7, 2022
Time: 2:00 P.M.
Where: Law Courts, 1A Sir Winston Churchill Square, Edmonton
Before Whom: The Honourable Justice G. Dunlop, sitting on the Commercial List

Go to the end of this document to see what else you can do and when you must do it. Instructions for how you may attend this application via Webex or teleconference are attached hereto as **Schedule "A"**.

Remedy claimed or sought:

1. An Order substantially in the form attached hereto as **Schedule “B”**:
 - (a) Abridging the time for service of notice of this Application and the Sixth Report of the Receiver (the “**Sixth Report**”) to the time actually provided, if necessary, and an Order validating service upon the interested parties served or, alternatively, dispensing with service;
 - (b) Approving the activities of The Bowra Group Inc. (“**Bowra**” or “**the Receiver**”) described in the Sixth Report;
 - (c) Approving the interim distribution recommended in the Sixth Report (the “**Interim Distribution**”);
 - (d) Declaring that the definition of Property set out in the Receivership Order be and is thereby amended to exclude i) any and all funds received by the Company pursuant to the Distribution, and ii) any and all of the Company’s claims, property interests or claims, rights of action, choses in action and other rights or remedies against or in respect of 2250657 Alberta Ltd., and any resulting judgment, recoveries, proceeds or other direct or indirect benefits in respect of the same (the “**225 Claim**”);
 - (e) Declaring notwithstanding paragraphs 3(g) and (j) of the Receivership Order that all right, power, authority and ability to defend, settle and/or compromise Court of King’s Bench Action 2003 05121 (the “**Catto Action**”) shall re-vest in the Company and any insurer acting on behalf of the Company, and the Receiver shall have no further involvement or power or authority in respect of the Catto Action, and any underlying claims made against the Company thereby;
 - (f) Declaring the Claims Bar Date (as that term is defined by the Claims Process Order filed in this Action on May 4, 2022 (the “**CPO**”)) applicable to the Claim of each of J. Corp. Ventures Inc. (“**J. Corp.**”) and 1998372 Alberta Ltd. (“**199 Alberta**”) to be extended *nunc pro tunc* to the date of the delivery of Proofs of Claim by J. Corp. and 199 Alberta;
 - (g) Approving the interim fees and disbursements of the Receiver and its legal counsel without the necessity of a formal passing of accounts.
2. An Order substantially in the form attached hereto as **Schedule “C”** ordering the Registrar of Land Titles to discharge the Caveat registered in favour of Shamrock Valley Enterprises Ltd. (the “**Company**”) as Instrument No. 082 171 036 (the “**Caveat**”), and to comply with the Order forthwith notwithstanding the requirements of s. 191(1) of the *Land Titles Act*.
3. An Order declaring that service of any order or orders arising from the Application by email, facsimile, registered mail, courier, regular mail, or personal delivery to the persons

enumerated on the service list attached hereto as **Schedule “D”** constitutes good and sufficient service of such orders.

4. Such further and other relief as this Honorable Court deems just and appropriate.

Grounds for making this application:

5. Bowra was appointed as the Receiver of all of the current and future assets, undertakings and properties, including all proceeds thereof, of the Company (the **“Property”**) by Order pronounced July 30, 2021 (the **“Receivership Order”**), the effect of which was stayed until August 27, 2021, by separate Order also pronounced on that date. The stay was lifted by Order pronounced on August 27, 2021.

Interim Distribution

6. As described in the Sixth Report, the Receiver has:
 - (a) Completed the distributions authorized and directed by the Order pronounced on May 3, 2022 (the **“May Order”**); and
 - (b) Neared the completion of the claims process authorized and directed by the Claims Process Order also pronounced on May 3, 2022 (the **“CPO”**).
7. In light of the foregoing, the Interim Distribution recommended by the Receiver is reasonable and proper.

The Receiver’s Activities

8. The Receiver is of the respectful view that its actions and activities as described in the Sixth Report are lawful, proper, and consistent with the powers granted under the Receivership Order, the May Order, and the CPO.

The Carve Outs

9. If the Distribution is approved, it is reasonable and proper that any and all funds that are distributed to the Company fall outside of the Property subject to the Receiver’s administration under the Receivership Order.
10. The Receiver’s activities have realized sufficient proceeds to satisfy all priority payables, secured claims, and all claims that are captured by the CPO. The pursuit of the 225 Claim will therefore produce no benefit for the estate and the general body of creditors, such that it is reasonable and proper for the 225 Claim to be carved out of the Property under the Receiver’s administration.

Claims Bar Date Extension

11. Surplus funds remain following the completion of the Receiver’s efforts to realize upon the Property and subsequent authorized distributions to secured and priority creditors.

12. The CPO was applied for and granted to facilitate the administration of the claims of the Company's unsecured creditors. Pursuant to its terms, the Receiver was appointed as the Claims Officer.
13. Each of J. Corp. and 199 Alberta are a Known Claimant, as that term is defined by the CPO.
14. The Claims Officer inadvertently failed to provide J. Corp. and 199 Alberta with notice in the form of a General Claims Package, as required pursuant to paragraph 14 of the CPO, in advance of the Claims Bar Date.
15. Upon receiving notice, each of J. Corp. and 199 Alberta moved promptly to deliver a Proof of Claim.
16. Pursuant to paragraphs 37 and 38 of the CPO, the Claims Officer may apply to this Court, notwithstanding the terms of the CPO, for such order or orders as it considers necessary or desirable to amend, supplement, or replace any term of the CPO, or for such further advice, assistance, and direction as may be necessary to give full effect to its terms.
17. In the circumstances, it is equitable to grant the relief sought. The delay was caused by inadvertence, and permitting the late filing of the Proofs of Claim will not result in any prejudice to any other claimant.

Fee Approval

18. The Receivership Order grants the Receiver and its counsel a first charge over the Property for their reasonable fees and disbursements.
19. The Receiver is respectfully of the view that its fees and costs incurred since the May Order, and those of its counsel, are fair and reasonable under the circumstances, and that they have been validly incurred in connection with the discharge of the Receiver's obligations, which have been dutifully performed.
20. The Receiver's estimate of the fees required to complete the administration of the estate is reasonable.

The Discharge of the Caveat

21. As described in the Fifth Report of the Receiver, the Property includes the Company's interest in the Caveat, which was registered on April 24, 2008, against title to land in the ownership of David Popiel and Louise Jenkins, as joint tenants, pursuant to which the Company claimed security in all of their right, title, and interest in the land to secure payment of the sum of \$19,756.75.
22. The May Order authorized the Receiver to discharge the Caveat on the basis of the recommendations made in the Fifth Report. An Order in the form sought is required to permit the Receiver to efficiently tend to its discharge.

Material or evidence to be relied on:

23. The Fifth Report of the Receiver, filed;
24. The Sixth Report of the Receiver, filed;
25. The Fee Affidavit of Kristin Gray of the Receiver, filed;
26. The remaining pleadings filed in the within Action.

Applicable rules:

27. Part 1; Division 4 of Part 6; and Rules 6.3(1), 6.9(1), 6.28 and 11.27 of the *Alberta Rules of Court*; and
28. Such further rules as counsel may advise.

Applicable Acts and regulations:

29. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3; and
30. *Land Titles Act*, RSA 2000, c L-4.

Any irregularity complained of or objection relied on:

17. None.

How the application is proposed to be heard or considered:

31. Before the Honourable Justice G. Dunlop, sitting on the Commercial List, with all interested parties appearing remotely by Webex or teleconference.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) 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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule “A”

Webex Details

Virtual Courtroom 86 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom86>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

1. Please connect to the courtroom **15 minutes prior** to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
- 4. Note: Recording or rebroadcasting of the video is prohibited.**
- 5. Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, **you must** complete the undertaking located here: <https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit: <https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Schedule “B”

COURT FILE NUMBER: 2103 10970

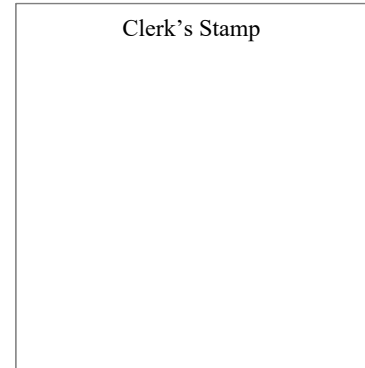
COURT: COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE: EDMONTON

PLAINTIFF: CANADIAN WESTERN BANK

DEFENDANT: SHAMROCK VALLEY ENTERPRISES LTD.

DOCUMENT: **ORDER**



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Barristers & Solicitors
1700 Enbridge Centre
10175 – 101 Street NW
Edmonton, Alberta T5J 0H3
Attention: Jeremy H. Hockin, K.C.
Phone: 780-423-8532
Fax: 780-423-2870
File No: 75782-12/JHH

DATE ON WHICH ORDER WAS PRONOUNCED: December 7, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice G. Dunlop

UPON THE APPLICATION of The Bowra Group Inc., in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the undertakings, property and assets of Shamrock Valley Resources Ltd. (the “**Company**”);

AND UPON HAVING READ the Receivership Order, the Claims Process Order filed in this Action on May 4, 2022 (the “**CPO**”); the Notice of Application for this Order, the Sixth Report of the Receiver, the Receiver’s Fee Affidavit, and the Affidavit of Service;

AND UPON HEARING the submissions of counsel for the Receiver, the Company, and other interested parties present, and no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

ACCOUNTS

2. The Receiver's accounts for its fees and disbursements as set out in the Sixth Report and the Fee Affidavit are hereby approved without the necessity of a formal assessment or passing of its accounts.
3. The accounts of the Receiver's legal counsel, PARLEE MCLAWS LLP, for its fees and disbursements as set out in the Sixth Report and the Fee Affidavit are hereby approved without the necessity of a formal assessment of its accounts.

INTERIM DISTRIBUTION AND HOLDBACK

4. The Receiver is hereby authorized and directed to make an interim distribution to the Company in the amount of \$2,900,000.00 (the "**Distributed Funds**").

CARVE-OUTS

5. The Property, as that term is defined in the Receivership Order, subject to the Receiver's administration shall be and is hereby amended to henceforth exclude:
 - (a) The Distributed Funds; and
 - (b) Any and all of the Company's claims, property interests or claims, rights of action, choses in action and other rights or remedies against or in respect of

2250657 Alberta Ltd., and any resulting judgment, recoveries, proceeds or other direct or indirect benefits in respect of or arising from the same.

6. Notwithstanding paragraphs 3(g) and (j) of the Receivership Order, all right, power, authority and ability to defend, settle and/or compromise Court of King's Bench Action 2003 05121 (the "**Catto Action**") shall re-vest in the Company and any insurer acting on behalf of the Company, and the Receiver shall have no further involvement or power or authority in respect of the Catto Action, and any underlying claims made against the Company thereby.

CLAIMS BAR DATE EXTENSION

7. The Claims Bar Date (as that term is defined in the CPO) applicable to the claims of each of J. Corp. Ventures Inc. and 1998372 Alberta Ltd. is hereby declared to be extended *nunc pro tunc* to the date of the delivery of their respective Proof of Claim.
8. All other terms of the CPO remain in full force and effect.

APPROVAL OF ACTIVITIES

9. The activities of the Receiver as described in the Sixth Report are hereby approved.

MISCELLANEOUS

10. The Receiver is at liberty to apply for further advice, assistance, and directions as may be necessary to give full force and effect to, and in carrying out the terms of, this Order.
11. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same by regular mail, electronic mail, facsimile, personal delivery or courier on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;

(iii) any other parties attending or represented at the application for this Order;
and

(b) Posting a copy of this Order on the Receiver's website at:

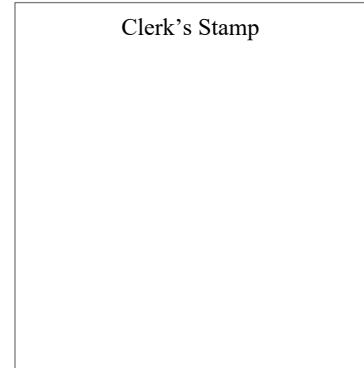
<https://www.bowragroup.com/client/shamrock-valley-enterprises-ltd/>

and service on any other person is hereby dispensed with.

J.C.K.B.A.

Schedule "C"

COURT FILE NUMBER: 2103 10970
COURT: COURT OF QUEEN'S BENCH
OF ALBERTA
JUDICIAL CENTRE: EDMONTON
PLAINTIFF: CANADIAN WESTERN BANK
DEFENDANT: SHAMROCK VALLEY
ENTERPRISES LTD.
DOCUMENT: **ORDER**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **PARLEE McLAWS LLP**
1700 Enbridge Centre
10175 – 101 Street NW
Edmonton, Alberta T5J 0H3
Attention: Jeremy H. Hockin, K.C.
Phone: 780-423-8532
Fax: 780-423-2870
File No: 75782-12/JHH

DATE ON WHICH ORDER WAS PRONOUNCED: December 7, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice G. Dunlop

UPON the application of The Bowra Group Inc. in its capacity as the court appointed Receiver/Manager of the Defendant, Shamrock Valley Enterprises Ltd.; **AND UPON** reading the Order pronounced May 3, 2022; **AND UPON** hearing the submissions of counsel for the Receiver and any other interested parties appearing at the within application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The Registrar of Land Titles shall forthwith discharge the Caveat registered in the Land Titles Office as Instrument No. 082 171 036 notwithstanding the requirements of s. 191(1) of the *Land Titles Act*.

J.C.K.B.A.

| PARTY | REPRESENTATIVE | METHOD OF SERVICE |
|---|--|---|
| <p>Murry Nielsen</p> <p><i>Director of Shamrock Valley Enterprises Ltd.</i></p> | <p>Duncan Craig LLP 2800Scotia Place, 10060 Jasper Avenue Edmonton, AB T5J 3V9</p> <p>Attention: Ryan Quinlan</p> <p>Phone: (780)441-4336 Fax: (780)428-9683</p> | <p>rquinlan@dcllp.com</p> |
| <p>The Bowra Group Inc.</p> <p><i>Receiver</i></p> | <p>The Bowra Group Inc. 1411 TD Tower 10088 – 102 Avenue Edmonton, AB T5J 2Z1</p> <p>Attention: Douglas Chivers and Kristin Gray</p> <p>Phone: (780) 705-1717</p> <p><i>Counsel:</i></p> <p>Parlee McLaws LLP 1700 Enbridge Centre 10175-101 Street NW Edmonton; Alberta; T5J 0H3</p> <p>Attention: Jeremy H. Hockin, KC and Steven A. Rohatyn</p> <p>Phone: (780) 423-8532 Fax: (780) 423-2870</p> | <p>dchivers@bowragroup.com</p> <p>kgray@bowragroup.com</p> <p>jhockin@parlee.com srohatyn@parlee.com</p> |

| PARTY | REPRESENTATIVE | METHOD OF SERVICE |
|---|---|--|
| J. Corp Ventures Inc. | Ackroyd LLP 1500, 10665 Jasper Avenue Edmonton, AB T5J 3S9 Attention: John P. Kudrinko/Holly Juska Telephone: (780)412-2711 Fax: (780)423-8946 | JKudrinko@ackroydlaw.com HJuska@ackroydlaw.com |
| 1998372 Alberta Ltd. | Miles Davison LLP 900, 517 – 10 th Avenue SW Calgary, AB T2R 0A8 Attention: Predrag Anic Telephone: (403)266-7627 Fax: (403)263-6840 | panic@milesdavison.com |
| Gregory Catto <i>Plaintiff in Edmonton KB Court file No. 2003 05121</i> | Box 1337 Elk Point, AB T0A 1A0 | Courier |
| His Majesty the King in Right of Alberta <i>Plaintiff in Edmonton KB Court file No. 2003 05121</i> | 10025 Jasper Avenue NW Po Box 1360 Stn Main Edmonton, AB T5J 2N3 | Courier |