

### **Transcript of Registry**

Official Number:	844825			
VESSEL PARTICULARS:				
Vessel Name:	CUZ WE CAN			
IMO Number:				
Port of Registry:	HAMILTON			
Date Of Registry:	2021-08-13			
Certificate Expiry Date:	2024-08-31			
Certificate Cancellation Date:				
Vessel Type:	PLEASURE CRAFT			
FORMER:				
Former Vessel Name:				
Former Port of Registry:				
<b>BUILDER INFORMATION:</b>				
Year Built:	2021/06		Year Re-Built:	
Hull No.:	XAXS7047F122			
Builder:		Party ID:	Address:	
AZIMUT BE	NETTI SPA	213835	VIA M. LUTHER KING - 10051 AVIGLIANA, TORINO, ITALY	
Place of Build:	AVIGLIANA, TORINO, ITALY			
CONSTRUCTION INFORMATIO	<u>N:</u>			
Construction Type:	MOULDED			
Construction Material:	FABRIC/GRP			
PARTICULARS OF PROPULSION	<u>.</u>			
Number of Engines:	3		Engine Description: DIESEL	
Number of Boilers:			Speed (Knots): 26	
Propulsion:	SELF-PROPELLED		Unit/Brake Power: 1764 KILOWATTS	
<b>DIMENSIONS</b>				
	Imperial	Ν	Ietric	
Lengt	h: 68.7008		20.9400	
Breadt	h: 16.8307		5.1300	
Dept	h: 9.1535		2.7900	
TONNAGES				
	Tons	Cubi	c Meters	
Gros	ss: 71.18000		201.56038	

Gross: 71.18000 Deductions:

151.18444

#### Measurement Method: CERTIFICATE OF SURVEY

#### **AIR CUSHION VEHICLE:**

Model Designation: All Up Weight:

KG

#### OWNER(S)- Owners with the same seq. no. are joint owners

<u>Seq- Shares</u> Vessel Owner(s):	<u>Party ID:</u>	<u>Address:</u>
1 - 64 2658658 ONTARIO INC.	213833	118 MAIN STREET NORTH
		WATERDOWN, ON
		LOR 2H0
		CANADA

#### **AUTHORIZED REPRESENTATIVE**

Authorized Representative:	<u>Party ID:</u>	Address:
2658658 ONTARIO INC.	213833	118 MAIN STREET NORTH WATERDOWN, ON
		LOR 2H0
		CANADA

#### **MORTGAGES AND ASSIGNMENTS**

Mortgage:	А		<b>Deed Date:</b> 2021-07-27
Detail:	ACCOUNT CURRENT NOT EXC AGREED.	EEDING THE AMO	DUNT OF \$1,230,000.00 CAD WITH INTEREST AS
Account Current:	Yes		Special Indicator:
<u>Seq- Shares:</u>	Mortgagor/Assignor(s) as shown on deed:	<u>Party ID:</u>	Address:
1 - 64	2658658 ONTARIO INC.	213833	118 MAIN STREET NORTH WATERDOWN, ON L0R 2H0 CANADA
	Mortgagee/Assignee:		
	ESSEX LEASE FINANCIAL CORPORATION	213832	10768 - 74 STREET SE CALGARY , AB T2C 5N6 CANADA
Priority Agreement:	No		
<b>MISCELLANEOUS</b>			
Number of Encumbrance	es: 1		
Injunction:	No		
Financing Agreement: Date Suspended: Suspension Reason: Date Closed: Closed Reason:	No		

This is an unofficial transcript which it is believed accurately reflects entry(ies) in the Vessel Registry. It is issued as a convenience for general information only. In the event that it is required for legal or official purposes, a certified transcript should be obtained. The Registry does not assume legal responsibility for uncertified transcripts or for telephone advice.

Issue date and time: 2022-08-19 14:17

This is Exhibit "U" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.

Date	Milestone	Nature of Interaction	Summary
December 1, 2021	Milestone Client Outreach	Nature of Interaction Outgoing Email to Glenn Page from Accounts Management	Summary         Good Afternoon Mr. Page,         The ministry is reaching out to advise that your account is currently not in compliance.         As of December 1, 2021, there is an outstanding balance of \$1,611,543.84 in the gasoline account for the periods of: Dec 2020, Feb2021, March 2021, April 2021. Along with the outstanding balance, we have not received returns from May 2021 up to current in both statutes. We want to remind Original Traders Energy that outstanding defaults and debits on your account will delay your permits for 2022.         Please advise (with a date) as to when these outstanding returns and payments will be sent to the ministry. If you need to discuss your account further, please let me know and I will set up a time for a call.         We look forward to hearing from you soon.         Regards, Sabina Arora
December 2, 2021	Client Contact	Incoming Email from Glenn Page to Accounts Management	Sabina Sabrina I apologize up until 8 weeks ago we were under the impression things were being sent etc. We had several unfortunate issues hit us in the last year as several staff members contracted Covid 19 and then upon return seemed to have ongoing absentee issues. We had to let go our Sr Accounting person who had not maintained several tax accounts and now we are scrambling to get caught up. We will send \$1.5 million to our account Friday and have returns caught back up by the first week of January. We are truly embarrassed by this and promise to rectify sooner if possible Thanks you for your email as we have lost track of our contact person at MOF due to the changes in the past year Glenn Page
December 2, 2021	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Thank you for responding so quickly, I will make a note of this on your account. If anything changes, please let me know! Regards, Sabina

December 2, 2021	Client Outreach	Outgoing Call from Collections to OTE	Spoke to Scott Hill. Educated client on current balance. Inquired how they are doing and if there is opportunity for payment to clear the account balance. He advised that he would prefer his accountant, Glenn Page to call me to discuss the matter. Took my contact info, will await call back from Glenn Page.
December 3, 2021	Payment	Gas Tax Payment Received	March 2021 Installment Payment received in the amount of \$11,947.54
December 3, 2021	Payment	Gas Tax Payment Received	April 2021 Installment Payment received in the amount of \$1,240,671.17
December 6, 2021	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Good Afternoon Glenn, The ministry received the below payment (\$11,947.54) and I wanted to confirm, how you would like us to apply this. Also, I am keeping an eye on the \$1.5million that was sent on Friday. It should take a few days to be applied to the account. Sabina
December 9, 2021	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Good Morning Glenn, I am reaching out to advise that the payment of \$1.2M along with an additional payment of \$11,947.54 has been received. The current balance on your account (as of December 9, 2021) is \$377,508.67. I have made a note on your account about the returns being submitted by the first week of January. As for the outstanding balance, I strongly recommend that you set up a payment plan with the ministry. If this is something you would like to do, let me know and I will assist with this process. Thank you. Regards, Sabina Arora
December 9, 2021	Client Contact	Incoming Email from Glenn Page to Accounts Management	<ul> <li>We are almost there I will start submitting the May and June reports next Wednesday/Thursday and paying those starting Tuesday.</li> <li>I have a system issue with July but a team are pulling invoices manually so hope to have that in by the following week As they are entered we will be paying them, the 1.2 million is for open balance.</li> <li>I will be submitting a request for understanding to the ministry for the penalties, as a community Six Nations has been</li> </ul>
			dealing with large Covid outbreaks, then the missing children issues at the Brantford Residential school and then all the political influences from outside Ontario are very real and our staff are pushing back on us We continue to push them to get this work done but please bear with me and thank you so much for your patience.
December 15, 2021	Payment	Fuel Tax Payment Received	

December 16, 2021	Client Contact	Incoming Email from Glenn Page to Accounts Management	Sabrina Just an update We are getting some momentum I am going to send you a package with three months returns and the funds will be drawn between today and next Tuesday for them. I am assured by the staff that I will have the next three months complete for review next Wednesday and we will start draws on Friday Dec 24th The plan is to be completely up to date by Jan7th and draws by Jan14th Thanks Glenn Page
December 17, 2021	Payment	Gas Tax Payment Received	May 2021 Installment Payment received in the amount of \$1,159,716.52
December 17, 2021	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Thank you so much for letting us know the status of your returns and payments. We have made note of this on your account. Please know you can always email your returns to our commodity.tax@ontario.ca mailbox. Thanks again for staying in touch. Regards, Sabina
December 21, 2021	Payment	Fuel Tax Payment Received	May 2021 Installment Payment received in the amount of \$312,569.11
December 22, 2021	Payment	Fuel Tax Payment Received	June 2021 Installment Payment received in the amount of \$358,432.36
December 22, 2021	Payment	Gas Tax Payment Received	June 2021 Installment Payment received in the amount of \$1,168,098.75
December 24, 2021	Return	Gas Tax Return Received	April, May & June 2021 Gas Tax Returns received
December 24, 2021	Return	Fuel Tax Return Received	May & June 2021 Fuel Tax Returns received
December 29, 2021	Client Outreach	Outgoing Email to Glenn Page from Registration Services	<ul> <li>Good afternoon Mr. Page,</li> <li>Attached are the renewed 2022 Fuel and Gas permits for Original Traders Energy Ltd.</li> <li>Also included is a letter outlining that the permits have been issued as time-limited for the period of January 1, 2022 to February 28, 2022. Once Original Traders Energy Ltd. has filed all outstanding returns and is current with all associated payments, registration authorities will be considered for renewal for the period March 1, 2022, through to December 31, 2022.</li> <li>Printed copies will be going out in the mail today as well.</li> <li>If you have any questions please feel free to reach out.</li> <li>Thanks,</li> </ul>

January 7, 2022	Client	Outgoing Call from	Dave Gerald Called: (519) 512-2245. Left message for accounting department requesting a call back.
·····	Outreach	Collections to OTE	
January 11, 2022	Client	Incoming Email from Glenn	Sabina
	Contact	Page to Accounts	Here are two more that will get paid in the next 6 days
		Management	On to the next two The last two are delayed as we had a bad Omnicron XmasHoHoHo
			Glenn Page
January 11, 2022	Return	Gas Tax Return Received	July & August 2021 Gas Tax Return received (incomplete)
January 11, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts	Good Afternoon Glenn,
		Management	Thank you for keeping the ministry in the loop with the status of your account. We will have the returns processed right away.
			I wanted to make you aware that we are missing breakdown of volumes of FN Sales for your May and June 2021 returns for gasoline. If you are able to provide that to us that would be wonderful.
			Also, the March 2021 Fuel return was posted with a calculation discrepancy under the total accountable volume, which caused a tax due of \$83,846.50. The return summary reported volumes of 1,789,277 in Diesel and 781, 707 under Dyed Diesel. The system calculated volumes of 2,129,277 in Diesel and 929,356 under Dyed Diesel. Can you please have a lack at these firmers and required up with an excended return so that we can excended the formation of the total accountable volume, which caused a tax due of \$1,789,277 in Diesel and 781, 707 under Dyed Diesel. The system calculated volumes of 2,129,277 in Diesel and 929,356 under Dyed Diesel. Can you
			please have a look at these figures and provided us with an amended return so that we can correct this for you. Thanks again for continuing to keep in contact with us.
			Sabina Arora
January 13, 2022	Payment	Gas Tax Payment Received	July 2021 Installment Payment received in the amount of \$1,540,970.24
January 14, 2022	Return	Fuel Tax Return Received	July & August 2021 Fuel Tax Return received
January 14, 2022	Client	Incoming Email from Glenn	Sabrina
	Contact	Page to Accounts	All our sales are FN Sales do you mean Exempt Sales?
		Management	I will pull March today and respond later on this
			Glenn Page
January 14, 2022	Client	Outgoing Email to Glenn	Good morning Glenn,
	Outreach	Page from Accounts Management	Yes the volumes that we need the breakdown for are the FN exempt sales on your Schedule FTG-5.
			You have listed who the FN sales are however there are not litres listed under the product. The returns we need breakdowns for are the May and June 2021 periods.

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			If you have any questions please let me know as Sabina is out of the office today, but I would glad to help where I am able to. Regards, Traceena Arnold
January 26, 2021	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Good afternoon Glenn, I am just following up to see if you were able to get a breakdown of the litres for the FN Sales listed on the Schedule FTG5 for the May and June 2021 periods, as I am unable to process these returns without this. If you have any questions regarding this please let me know. Regards Traceena Arnold
January 27, 2022	Client Contact	Incoming Email from Glenn Page to Accounts Management	Traceena I will get someone to pull the sheet I am away right now on vacation til Feb6th but am working on stuff Thanks Glenn Page
February 9, 2022	Client Contact	Incoming Email from Glenn Page to Registration Services	Dave I have a formal request of the Ministry We are in a huge cash crunch due to covid delays in the US and at the Federal Government level in Canada Currently the IRS owes Original Traders Energy over \$9.5 million US in Excise Taxes levied on exports which we have to claim and get back. Plus Michigan State Excise taxes owed of over \$11.2 million US. The CRA currently has over \$11 million in GST owed to us on hold doing audits from back into 2020! It was our understanding these funds would be in by February and as of yet they are not We are completing all returns as we speak but I am not 100% comfortable we will have our funds in order to meet your request Is there a process that would allow us to stretch out until the IRS sends us funds
			Glenn Page

February 9, 2022	Client Outreach	Outgoing Email to Glenn Page from Registration	Good morning Glenn,
		Services	Thank you for the additional details below.
			Let me discuss some options with my colleagues here and we will get back to you.
			Dave Gerald
February 10, 2022	Client Outreach	Outgoing Email to Glenn Page from Registration	Good afternoon Glenn,
		Services	Further to your email of February 9, 2022, we have a couple of questions to assist the Ministry of Finance (ministry) in determining next steps and how we can move forward given that permits for Original Traders Energy Ltd. (OTE) are set to expire on February 28, 2022.
			The ministry appreciates the issues noted by OTE in recent emails and is willing to work with OTE on a suitable filing and remittance plan, while at the same time ensuring that the provisions of the the Fuel Tax Act, Gasoline Tax Act and associated regulations are upheld.
			Originally you had indicated that OTE would be up to date with filing fuel and gas returns by January 7, 2022 and with payments as of January 14, 2022. To date, OTE has filed returns for its' fuel and gas accounts up to and including August 2021. What timeframe can OTE commit to for the filing of the outstanding September to December 2021 returns?
			Given the difficulties expressed below, when does OTE anticipate being in a position to pay the outstanding amounts from the 2021 periods in question and can OTE commit to remitting all outstanding 2021 amounts by that date?
			If you have any questions regarding the above please feel free to contact me.
			Thanks
			Dave Gerald
February 15, 2022	Client Contact	Incoming Email from Glenn Page to Registration	Good morning Dave Apologize it was a long weekend as we have some medical emergency with our 19 yr old daughter
		Services	I have completed a review and ready to send thru October, November is coming to me tomorrow and December by next Monday to submit
			I had our US reps UHY (accounting firm) pester the IRS as our return is for the entire 2021 year I hope to have some sort of tentative repayment date this week

February 18, 2022 February 20, 2022	Payment Client Contact	Fuel Tax Payment Received Incoming Email from Glenn Page to Registration Services	The state of Michigan have been challenging as they continue to answer there calls but I have a call today at 1pm with a Sr director of Native Relations at the State Tax Office Thanks for your help on this Glenn Page August 2021 Installment Payment received in the amount of \$423,903.19 Dave Please find attached all of the remaining reports I have them working on January and hope to get this file up to date before the end of February and maintain this approach we put a few new folks in place to ensure this doesn't happen again. I have had our UR attorney's reach out to the IRS but at this point we are getting no feedback, so I am working with the RBC to extend us credit however as a First Nations company this isn't easy so please if the Minister can extend us a little time to get through these challenges that Covid has created we very much look forward to getting this behind us.
			Glenn Page
February 22, 2022	Return	Gas Tax Return Received	September, November & December 2021 Gas Tax Return received
February 22, 2022	Return	Fuel Tax Return Received	September, October, November & December 2021 Fuel Tax Returns received
February 25, 2022	Client Outreach	Outgoing Email to Glenn Page from Registration Services	Good afternoon Mr. Page, Attached are the renewed 2022 Fuel and Gas permits for Original Traders Energy Ltd. Also included is a letter outlining that the permits have been issued as time-limited for the period of January 1, 2022 to July 31, 2022. This letter also contains information regarding the current relief options in place for Ontario businesses due to impacts of COVID-19 as well as the expectations for remittances once the relief period ends. Ontario businesses must file any outstanding returns or payments from the relief period by July 1, 2022. Interest will begin accruing on any outstanding balances after the relief period is ended. Once Original Traders Energy Ltd. has filed all outstanding fuel and gas tax returns and is current with all payments associated with those returns, registration authorities will be considered for renewal for the period August 1, 2022, through to December 31, 2022. Printed copies will be going out in the mail today as well. If you have any questions please feel free to reach out. Thanks, Dave Gerald

February 25, 2022	Client Contact	Incoming Email from Glenn Page to Registration Services	Dave Please thank all involved I think RBC may come to our rescue but we need to get our books closed and over to them so we are all hands on deck Thanks so much for all your patience and help January docs coming Monday then we are current Glenn Page
March 15, 2022	Return	Gas Tax Return Received	October 2021 Gas Tax Return received
April 25, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	<ul> <li>Good afternoon Glenn,</li> <li>Hope this email finds you well.</li> <li>I am following up on the May and June 2021 Generic Gasoline Collector Returns. I have not received the breakdown of the litres for the FN Sales listed on the Schedule FTG5 for these periods.</li> <li>In reviewing your November 2021 Generic Fuel Collector Return, there is a discrepancy with the acquisitions reported on the summary page vs the Schedule FTD-2 for both Diesel and Dyed Diesel.</li> <li>If you could please look into the above items and provide the updated/amended information it would be greatly appreciated.</li> <li>If I can be of any assistance please let me know.</li> <li>Thank you</li> <li>Traceena Arnold</li> </ul>
April 26, 2022	Client Contact	Incoming Email from Glenn Page to Accounts Management	I will pull the report and the backup and confirm which is correct Thanks Glenn Page
June 1, 2022	Client Outreach	Outgoing email to Glenn Page from Accounts Management	Good Afternoon Glenn, I am following up on Traceena's email below as we have not heard from you since April 26, 2022. Can you provide us with an update please. The ministry would like to work with you to help clear up any past discrepancies, so that the account is in good standings. Please let us know what we can to do help.

			Regards,
			Sabina Arora
July 5, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Good morning Glenn, Hope you are doing well. I am following up on Sabina's email below as she is out of the office this week. I wanted to send a gentle reminder that the Ministry issued OTE time limited permits which will end July 31 2022. Could you please provide an update on the outstanding returns/balances on the accounts. The last returns the Ministry received are for December 2021 for both the Gas and Fuel accounts. We have not received any 2022 returns. If there is anything I can assist with please let me know. Regards,
			Traceena Arnold
July 7, 2022	Client Contact	Incoming Email from Glenn Page to Accounts Management	Traceena Thank you for your note it has been very very frustrating getting the funds from the State of Michigan but we finally got acknowledgment of the fact they owe us the excise tax we are hopeful to have everything to you by July 31st but I may need to meet via Teams to discuss a payment plan that will match the repayment plan I expect from the state any day now
			I will have all the returns up to speed this week
			Glenn
July 7, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	Good morning Glenn, Thank you for the update below. As indicated below the Ministry had issued time limited permits. Please note that all outstanding returns need to be filed as soon as possible in order to give time for your renewal to be reviewed before the expiry date of July 31st, ,2022. For a payment arrangement you would need to speak to our collections department.
			If you have any further questions please let me know.
			Regards, Traceena

July 7, 2022	Client	Incoming Email from Glenn	Thank you will try to find a connection at collections			
	Contact	Page to Accounts				
		Management	Glenn			
July 7, 2022	Client	Outgoing Email to Glenn	I can send a request to collections to have someone reach out to you to discuss payment arrangements if you like.			
	Outreach	Page from Accounts	Demande			
		Management	Regards, Traceena			
July 7, 2022	Client	Outgoing Phone Call to	Left message for Glenn Page(President) @ Phone: 519-512-2245 ext 212			
	Outreach	Glenn Page from Collections				
July 22, 2022	Client	Incoming Phone Call from	Received message from Glen to call back 905 334-2008			
	Contract	Glenn Page to Collections				
July 22, 2022	Client	Outgoing Phone Call to	Left message for Glen at 905 334-2008 to call back			
	Outreach	Glenn Page from Collections				
July 25, 2022	Client	Incoming Phone Call from	Glenn called in to discuss why they aren't able to pay. State of Michigan and IRS owes them more money than they			
	Contact	Glenn Page to Collections	owe us. Their cash flow is very low. He will have their accountants send in something for us to add to attachments.			
July 25, 2022	Client	Incoming Email from Glenn	Hi Traceena			
	Contact	Page to Accounts	I have completed my discussion with Marlene at Collections and have provided support docs showing our US claims that will come over to MOF			
		Management	I will now start sending the missing 2022 returns and will be complete thru June by Thursday			
			I will now start sending the missing 2022 returns and will be complete thit Julie by mulsuay			
			Glenn Page			
July 27, 2022	Client	Incoming Email from Glenn	Please see attached provided by John Greer (jgreer@uhy-us.com) who is our US accounting firm that has been			
· · · ·	Contact	Page to Collections	working with the IRS and State to Refund our Excise and Sales Tax on our exported product. As you can see we are			
		<u> </u>	in the hole for over \$42 Million US or at todays exchange over \$50 Million. I have John calling the IRS and State daily			
			which seems to be working along with Derek one of our employees. I hope to see these funds flowing in the next 30			
			days. I am praying as we are really challenged to keep up these days. Thanks for your consideration to our dilemma.			
			His phone number is 905-334-2008. See attached.			
July 27, 2022	Client	Incoming Email rom Glenn	Traceena			
	Contact	Page to Accounts	Disconfinal attacks all assume of a marketing which is an antipartition of the marketing with Marketing in Landau			
		Management	Please find attached scans of our returns which I am submitting after my conversation with Marlene in London Collections Branch			
			She is in possession of the data she requested showing that the IRS and the State of Michigan owe us a combined			
			amount exceeding \$50 million Cdn			
			I am finalizing June's returns as I am seeing a few missing receipts and docs			
			We are having issues with retailers submitting consistent gas tax credit information so we have not accepted any			
			Credit forms those will be submitted and caught up by September			
			Glenn Page			

July 27, 2022	Return	Gas Tax Return Received	January, February, March, April, May & June Gas Tax Returns received (incomplete)
July 27, 2022	Return	Fuel Tax Return Received	January, February, March, April, Mary & June Fuel Tax Returns received (incomplete)
July 28, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	<ul> <li>Good afternoon Mr. Page,</li> <li>Attached are the renewed 2022 Fuel and Gas permits for Original Traders Energy Ltd.</li> <li>Also included is a letter outlining that the permits have been issued as time-limited for the period of January 1, 2022 to August 31, 2022 and the expectation for remittance of Original Traders Energy Ltd.'s outstanding account balance.</li> <li>Ontario businesses were to file any outstanding returns or payments from the relief period by July 1, 2022. As payments have not been remitted, interest has begun accruing on any outstanding balance.</li> <li>Once Original Traders Energy Ltd. has filed all outstanding fuel and gas tax returns and is current with all payments associated with those returns, registration authorities will be considered for renewal for the period September 1, 2022, through to December 31, 2022.</li> <li>Printed copies will be going out in the mail today as well.</li> <li>If you have any questions please feel free to reach out.</li> <li>Thanks,</li> <li>Dave Gerald</li> </ul>
July 28, 2022	Client Contact	Undeliverable Notice	Your message to glenn.page@originaltradersenergy.com couldn't be delivered. glenn.page wasn't found at originaltradersenergy.com.
July 28, 2022	Client Contact	Undeliverable Notice 2 <sup>nd</sup> attempt	Your message to glenn.page@originaltradersenergy.com couldn't be delivered. glenn.page wasn't found at originaltradersenergy.com.
July 29, 2022	Client Outreach	Outgoing Email to Glenn Page from Accounts Management	July 28 <sup>th</sup> email resent and was delivered this time

This is Exhibit "V" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.



**Ministry of Finance** 

Account Management and Collections Branch

33 King Street West Oshawa ON L1H 8H5 Tel.: 905-243-5314 Fax: 905-433-6989 Ministère des Finances

Direction de la gestion des comptes et de la perception

33, rue King Ouest Oshawa ON L1H 8H5 Tél. : 905-243-5314 Téléc. : 905-433-6989

### VIA EMAIL AND REGISTERED MAIL

November 1, 2022

Mr. Scott Hill President Original Traders Energy Ltd., General Partner of Original Traders Energy LP, A Limited Partnership 3-1110 Highway 54 Caledonia ON N3W 2G9

Dear Mr. Hill

Re: Original Traders Energy Ltd., General Partner of Original Traders Energy LP, A Limited Partnership Update of Fuel and Gasoline Tax Registration Authorities *Gasoline Tax Act*, R.S.O. 1990 c. G.5, as amended (GTA) *Fuel Tax Act*, R.S.O. 1990 c. F.35, as amended (FTA)

Further to our discussions, I am writing to inform you that the Ministry of Finance (ministry) is prepared to issue conditional time-limited permits for the period of November 1, 2022, to December 31, 2022, for the following registration authorities held by Original Traders Energy Ltd:

- Importer Registration Certificate for fuel and gas taxes;
- Interjurisdictional Transporter Registration Certificate for fuel and gas taxes; and
- Exporter Registration Certificate for fuel tax.

The extension of Original Traders Energy Ltd. permits as well as its Collector Designations are conditional on the following requirements:

- Original Traders Energy Ltd. continues its commitment to having weekly status meetings with the ministry to provide updates on the progress of the financial review, returns filings and payment remittance;
- Original Traders Energy Ltd. will file the October 2022 fuel and gas returns by their respective due dates of November 21 and November 25, 2022, with payment in full for the October filing period;

- Original Traders Energy Ltd. will file the outstanding fuel and gas returns for the months of July, August and September 2022 on or before November 25, 2022;
- Original Traders Energy Ltd. will continue to make weekly payments to the ministry to be applied to the outstanding debt;
- Original Traders Energy Ltd. will provide an update on a repayment proposal to the ministry for the remaining outstanding balance and accruing interest by November 30, 2022;
- If the ministry accepts the proposed repayment plan, Original Traders Energy Ltd. will be required to provide the ministry's Collections department with its most current financial statements and enter into a formal payment arrangement; and
- Original Traders Energy Ltd. adheres to the repayment plan schedule for the remittance of payments towards the current tax liability; as well the returns and payment schedule for all anticipated future filings in accordance with subsections 3.2(1) and 8(2) of the GTA and subsections 3.2(1) and 10(1) of the FTA.

Currently, Original Traders Energy Ltd. is in default of its July, August and September 2022 fuel and gas return filings and has the following prior amounts outstanding including penalty and interest:

- a) Under the GTA \$27,856,055.71
- b) Under the FTA \$6,885,045.70

As Original Traders Energy Ltd. has failed to remit amounts owing and deliver required returns, the ministry is in a position to immediately suspend its designations and registrations under both the GTA and FTA, at any time. If Original Traders Energy Ltd fails to meet the above conditions, the ministry will proceed with an immediate suspension. As well, all or any part of the security remitted by Original Traders Energy Ltd. may be redeemed by the ministry in satisfaction of all or any part of the tax liability.

If you have any concerns with the requirements outlined above, questions or require additional information, please contact Ron Hester, Regional Manager, Program Delivery at <u>Ron.Hester@Ontario.ca</u> or 905-441-5871.

Sincerely,

E Sorgente

Enzo Sorgente Senior Manager Program Delivery, Tax Administration Account Management and Collections Branch

This is Exhibit "W" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.



Ministry of Finance Account Management and Collections Branch 33 King St W Oshawa ON L1H 8H5

December 6, 2022

Original Traders Energy Ltd., General Partner of Original Traders Energy LP, a Limited Partnership Attn: Scott Hill 3-1110 Highway 54 Caledonia ON N3W 2G9 Version française disponible

Business No.:

784930489

Ministry Contact: Carrie Westwood Ext.16033

We are presently holding Surety Bond No. 6350832 in the amount of \$2,000,000 issued by Zurich Insurance Company Ltd. This security is being held under the *Fuel Tax Act, R.S.O. 1990 c. F.35, as amended,* and/or the *Gasoline Tax Act, R.S.O. 1990 c. G.5, as amended*, to cover the tax liability regarding your credentials.

We have received a 60 day cancellation notice on December 2, 2022, from Zurich Insurance Company Ltd in respect to the above noted Surety Bond.

Please be advised that replacement security in the form of an Irrevocable Letter of Credit, Surety Bond, Cash or Certified Cheque be filed before the expiration date of **January 30**, **2023**. Drafts are enclosed for your reference. The Letter of Credit must be for a duration of three (3) years and must be drawn on an Ontario-based financial institution. The Letter of Credit or Surety Bond must contain the terms as presented in the enclosed drafts.

If required, upon receipt of replacement security, we will arrange to have that which we are now holding returned to you.

Please forward replacement security to the attention of Carrie Westwood, Program Analyst, marked 'Private and Confidential' to the following address:

Ministry of Finance Attention: Mail Room Box 57 33 King St W Oshawa ON L1H 8H5

If you have any questions, please contact us.

Yours truly,

Carrie Westwood

Carrie Westwood Program Analyst Program Delivery, Tax

Enquiries

**Note:** A Surety Bond must be issued by a financial institution licensed by the Financial Services Commission of Ontario to sell surety insurance products in Ontario. A listing of authorized companies is maintained by the commission at http://www.fsco.gov.on.ca/en/insurance/licensing-registration/pages/lic\_companies.aspx. Providers of Surety Insurance may have additional requirements.

#### SURETY BOND

#### FUEL TAX ACT, R.S.O. 1990 c. F.35, as amended, and/or GASOLINE TAX ACT, R.S.O. 1990 c. G.5, as amended

#### Bond No.: 6350832

#### Amount: \$2,000,000.00

Original Traders Energy LTD., General Partner of Original Traders Energy LP, A Limited Partnership of the Town of Caledonia, in the Province/State of Ontario (hereinafter called the 'Principal'), and Zurich Insurance Company Ltd a corporation created and existing under the laws of Canada and duly licensed to transact the business of suretyship in Ontario at 100 King Street West, Suite 5500, P.O. Box 290, Toronto, Ontario, M5X 1C9 (hereinafter called the 'Surety'), jointly and severally bind themselves, their heirs, executors, administrators, successors and assigns, to Her Majesty the Queen in Right of the Province of Ontario as represented by the Minister of Finance (hereinafter called the 'Minister') in the penal sum of Two Million Dollars-----xx/100 Dollars (\$2,000,000.00) of lawful money of Canada.

WHEREAS under the provisions of the *FUEL TAX ACT*, R.S.O. 1990 c. F.35, as amended, and/or the *GASOLINE TAX ACT*, R.S.O. 1990 c. G.5, as amended [the 'Act(s)'], the Principal is an agent of the Minister for the purpose of collecting the tax imposed by the Act(s), or the holder of a permit or registration certificate, and pursuant to the Act(s) is required to furnish security in a form acceptable to the Minister.

**NOW THEREFORE** the condition of this obligation is such that if the Principal shall well and truly comply with all of the provisions and requirements of the Act(s) and the regulations made thereunder, and any amendments thereto, including the timely remittance of any tax collected, collectable or payable by the Principal then this obligation shall be null and void, otherwise to remain in full force and effect subject, however, to the following conditions:

- 1. Upon receipt of the Minister's written demand for payment pursuant to this bond (a 'Claim'), the Surety, may, within 30 days of the demand for payment, request from the Minister <u>any and all</u> information under the Act(s) and in the custody and control of the Minister with respect to the Principal's tax liability, tax returns, audit results and application(s) for authorities under the Act(s), (the 'taxpayer information') as required by the Surety to evaluate and verify the accuracy of the Claim. Any one of the Deputy Minister of Finance; the Associate Deputy Minister, Tax and Benefits Administration; or the Director of the Account Management and Collections Branch for the Minister of Finance or any of their respective heirs, successors and assigns is duly authorized to sign the written demand by and for the Minister.
- 2. The Surety shall, by the later of 30 days from the Minister's demand, and, if taxpayer information has been requested, 60 days following receipt of the taxpayer information, pay to the Minister the amount of the Claim not exceeding the bond amount.
- 3. In the event the Principal has, by the payment date in 2 above, filed a written objection to the assessment or statement of disallowance that is the subject of the Claim, the Surety shall not be obligated to pay the amount of the Claim until such time as the dispute is resolved by the Principal and the Minister or finally resolved by a court of competent jurisdiction.
- 4. If the Surety shall at any time hereafter give written notice by registered mail to the Minister, at 33 King Street West P.O. Box 625 Oshawa ON L1H 8H9, to the attention of the Senior Manager, Account Management and Collections Branch, Program Delivery Tax and Benefits, or his or her successor, heir, or assigns, of its intention to terminate the obligation hereby undertaken then this obligation and all liability of the Surety shall, on the expiration of sixty (60) days from the receipt by the Minister of such notice (the 'Termination Date'), cease and determine so far as concerns any liability or default of the Principal subsequent to the Termination Date, but otherwise shall remain in full force and effect in respect of any liability or default of the Principal that arose prior to the Termination Date.
- 5. The Principal authorizes the Minister to release to the Surety the 'taxpayer information'. This authorization is irrevocable and will remain in effect so long as the Minister may make a Claim.

- 6. The Surety shall not be liable for a greater sum than the bond amount. For greater certainty, the penal sum of this Bond is not and shall not be cumulative from year to year.
- 7. No right of action shall accrue on this Bond by or for any person or corporation other than the Minister.

**IN WITNESS WHEREOF** the Principal and the Surety have executed and sealed this bond by their duly authorized signing officers this **12TH** day of **MARCH** 2018.

Original Traders Energy LTD., General Partner of Original Traders Energy LP, A Limited Partnership

By:\_\_\_\_\_C/S Name: [ ] I have authority to bind the Corporation.

Title: [ ]

Zurich Insurance Company Ltd. C/S Joan Lawrie, Attorney-in-fact

Zurich Insurance Company Ltd C/S Doug-Corby, Attorney-in-fact

## **Zurich Insurance Company Ltd**



Surety Department First Canadian Place 100 King Street West Suite 5500, P.O. Box 290 Toronto, ON M5X 1C9

Bond Number: 6350832

## **Zurich Insurance Company Ltd**

### RE: Notice under Part XIII of the Insurance Companies Act (Canada)

For purposes of the Insurance Companies Act (Canada), this document was issued in the course of Zurich Insurance Company Ltd's insurance business in Canada.

This is Exhibit "X" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.



**Ministry of Finance** 

Account Management and Collections Branch

33 King Street West Oshawa ON L1H 8H5 Tel.: 905-243-5314 Fax: 905-433-6989 Ministère des Finances

Direction de la gestion des comptes et de la perception

33, rue King Ouest Oshawa ON L1H 8H5 Tél. : 905-243-5314 Téléc. : 905-433-6989

### VIA EMAIL AND REGISTERED MAIL

December 22, 2022

Mr. Scott Hill President Original Traders Energy Ltd., General Partner of Original Traders Energy LP, A Limited Partnership 3-1110 Highway 54 Caledonia ON N3W 2G9

Dear Mr. Hill

Re: Original Traders Energy Ltd., General Partner of Original Traders Energy LP, A Limited Partnership Update of Fuel and Gasoline Tax Registration Authorities *Gasoline Tax Act*, R.S.O. 1990 c. G.5, as amended (GTA) *Fuel Tax Act*, R.S.O. 1990 c. F.35, as amended (FTA)

Further to the discussion held on December 16, 2022, I am writing to inform you that the Ministry of Finance (ministry) is prepared to issue conditional time-limited permits for the period of January 1, 2023, until January 31, 2023, for the following registration authorities held by Original Traders Energy Ltd:

- Importer Registration Certificate for fuel and gas taxes;
- Interjurisdictional Transporter Registration Certificate for fuel and gas taxes; and
- Exporter Registration Certificate for fuel tax.

The extension of Original Traders Energy Ltd. permits as well as its Collector Designations are conditional on the following requirements:

- Original Traders Energy Ltd. commits to having a weekly status meeting with the ministry, to resume the first week of January 2023, to provide updates on the progress of the financial review, security replacement and CCAA filing;
- Original Traders Energy Ltd. adheres to the returns and payment schedule for all monthly filings in accordance with subsections 3.2(1) and 8(2) of the GTA and subsections 3.2(1) and 10(1) of the FTA;

The ministry may immediately suspend Original Traders Energy Ltd.'s designations or registrations under both the GTA and FTA if they fail to meet the above conditions. As well, all or any part of the security remitted by Original Traders Energy Ltd. may be redeemed by the ministry in satisfaction of all or any part of the tax liability.

If you have any concerns with the requirements outlined above, questions or require additional information, please contact Ron Hester, Regional Manager, Program Delivery at <u>Ron.Hester@Ontario.ca</u> or 905-441-5871.

Sincerely,

Lettiqgins

Alana Higgins Senior Manager (A) Program Delivery, Tax Administration Account Management and Collections Branch

This is Exhibit "Y" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

Samente Am

A Commissioner, etc.

### Samantha Hans

#### Subject:

FW: Fuel Tax Bond - Ontario Ministry of Finance

From: Scott Hill <scott.hill@originaltradersenergy.com>
Sent: January 24, 2023 11:38 AM
To: Sorgente, Enzo (MOF) <Enzo.Sorgente@ontario.ca>; Hester, Ron (MOF) <Ron.Hester@ontario.ca>; Gerald, Dave
(MOF) <Dave.Gerald@ontario.ca>
Cc: Kimberly Thomas <kthomas@kimberlythomas.com>; Lau, Duncan <duncanlau@kpmg.ca>; Van Eyk, Paul
cpvaneyk@kpmg.ca>; Gary Loft <gary.loft@originaltradersenergy.com>; Sandra Smoke
<sandra.smoke@originaltradersenergy.com>
Subject: FW: Fuel Tax Bond - Ontario Ministry of Finance

**CAUTION -- EXTERNAL E-MAIL - Do not click links or open attachments unless you recognize the sender.** Enzo and Team,

We appreciate your patience over the past months as we have been working on our turnaround plan.

Based on our prior discussions, we understand that a key item for the Ministry of Finance ("MOF") related to the cancelation notice received from Zurich. Please find below Zuruich's confirmation that the bond has been reinstated. We have spoken with KPMG, there is no concern with meeting the reporting obligations of Zurich. We know the MOF was waiting on this update as part of supporting OTE's turnaround plan.

Based on our past discussions, we know the MOF was awaiting this update and we hope with this positive update, MOF's plan to call the bond as noted in a discussion yesterday with our counsel, can be cancelled.

The reinstatement of the bond will allow OTE to move forward during the CCAA, as well as, going forward.

Enzo, let us know your availability for a call today so that we can work through how we can move forward together..

Thanks in advance for your continued support.



From: David Saltmarsh <<u>david.saltmarsh1@zurich.com</u>> Sent: January 24, 2023 10:04 AM To: Lau, Duncan <<u>duncanlau@kpmg.ca</u>>; Scott Hill <<u>scott.hill@originaltradersenergy.com</u>>; Gary Loft <<u>gary.loft@originaltradersenergy.com</u>> Cc: Jordan Walker <<u>jordan.walker@zurich.com</u>>; Brent McAllister <<u>brent.mcallister@zurich.com</u>>; Joan Lawrie <<u>jlawrie@MastersInsurance.com</u>> Subject: Fuel Tax Bond - Ontario Ministry of Finance

Good morning:

We are disappointed that it was not possible to discuss your situation with the Ministry of Finance. It might have given us a better understanding of their position which in turn could have given us more confidence in our decision process.

That said, based on the information that is available, and our discussions with you, and subject to your agreeing to certain reporting requirements, we have decided to reinstate our bond. We will be sending the Ministry our standard reinstatement notice, a specimen copy of which is attached. Normally these would be sent by registered mail but time is short, perhaps you could contact the Ministry and ask how best we can get this to them before our prior cancellation notice takes effect and also confirm that this notice will suffice for their purposes. The notice that we send to the Ministry will be properly signed.

This does come with the expectation that Original Traders Energy will continue the dialogue with Zurich on the company's progress, its go forward plan and any discussions with the Ministry of Finance with respect to the repayment of outstanding obligations for past due taxes. This requirement for information includes the following:

- Copy of the monthly statement of account with the Ontario Ministry of Finance. If possible this should show the obligations for fuel taxes separate from other tax obligations due to the Ministry. We will be looking to confirm that OTE remains current on reporting and paying taxes incurred and amounts owed.
- Monthly cash flow projections provided with the CCAA proposal
- Monthly internal financial reporting, for now at least a monthly profit and loss statement.

We are also considering registering our position as a creditor with the CCAA filing.

We can discuss this by phone or video conference if you wish.

Best regards,

David



DAVID SALTMARSH, FCIP Senior Surety Account Executive Zurich Canada 100 King Street West, Suite 5500 P.O Box 290 Toronto, ON M5X 1C9

Office: 416-586-2974 Mobile: 416-388-2145



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Our lawyers have recommended that we provide certain disclaimer language with our messages. Rather than including them here, we're drawing your attention to the following links where the full legal wording appears.

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This is Exhibit "Z" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.

### Samantha Hans

Subject:

Letter from MOF - Original Traders Energy Ltd. - Security Redemption

From: Gerald, Dave (MOF) <<u>Dave.Gerald@ontario.ca</u>
Sent: Tuesday, January 24, 2023, 2:55 p.m.
To: Scott Hill <<u>scott.hill@originaltradersenergy.com</u>>; Kimberly Thomas <<u>kthomas@kimberlythomas.com</u>>;
nbass@airdberlis.com <<u>nbass@airdberlis.com</u>>; Steve Graff <<u>sgraff@airdberlis.com</u>>
Cc: Hester, Ron (MOF) <<u>Ron.Hester@ontario.ca</u>>; Higgins, Alana (MOF) <<u>Alana.Higgins@ontario.ca</u>>; Sorgente@ontario.ca>
Subject Letter from MOE

Subject: Letter from MOF - Original Traders Energy Ltd. - Security Redemption

Good afternoon,

Please see the attached Ministry of Finance letter regarding the redemption of Original Traders Energy Ltd. surety bond with Zurich Insurance Company in the amount of \$2,000,000 CAD.

The attached letter has been signed by Alana Higgins who is currently acting as Sr. Manager during a time of transition.

You will also received a copy of the letter through Registered Mail shortly.

Should you have any questions surrounding the redemption or replacement of your surety bond please let me know.

Thanks,

Dave Gerald (he/him)

Tax Administration Manager Commodity Tax Administration Account Management and Collections Branch Ontario Ministry of Finance 33 King Street West, 4th floor Oshawa, ON L1H 1A1 Cell: (289) 928-0976

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This is Exhibit "AA" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

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A Commissioner, etc.

## Original Traders Energy LP

Financial Statements (Unaudited)

December 31, 2019



T 905 522 6555 F 905 522 6574 6th Floor, One James Street South Hamilton ON L8P 4R5

July 24, 2020

### Independent Practitioner's Review Engagement Report

To the Partners of Original Traders Energy LP

We have reviewed the accompanying financial statements of Original Traders Energy LP that comprise the balance sheet as at December 31, 2019, and the statements of partners' surplus (deficit), operations and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

#### Conclusion

Based on our review nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of Original Traders Energy LP as at December 31, 2019, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

Petterell Mardalini LLP

Chartered Accountants Licensed Public Accountants PETTINELLI MASTROLUISI LLP CHARTERED ACCOUNTANTS

Hamilton, Ontario

## **Original Traders Energy LP**

#### Balance Sheet

(Unaudited)

	December 31 2019 2018		
Assets			
Current assets Cash Accounts receivable (Note 2) Inventory (Note 3) Prepaid expenses	\$	2,381,428 \$ 3,247,062 1,392,835 12,624	3,404 1,790,991 688,380 39,407
		7,033,949	2,522,182
Promissory notes receivable (Note 4) Mortgage receivable Due from related limited partnership (Note 5) Property, plant and equipment (Note 6)		595,485 	65,000 175,300 363,184 2,644,494 5,770,160
Liabilities			
Current liabilities Accounts payable and accrued liabilities (Note 8) Unearned revenue	€}	7,633,204 \$ 13,014	3,687,471
		7,646,218	3,687,471
Promissory notes payable (Note 9) Loan payable (Note 10)		268,304 	1,157,700 1,250,000
		7,914,522	6,095,171
Partners' surplus (deficit)			
Partners' capital (deficit) Undistributed surplus (deficit)	·	(427,478) 3,631,759	291,750 (616,761)
	-	3,204,281	(325,011)
	\$	11,118,803 \$	5,770,160

See accompanying notes to the financial statements.

### APPROVED BY THE PARTNERS:

\_\_\_\_\_ Partner

Partner

### Statement of Partners' Surplus (Deficit) (Unaudited) Year ended December 31, 2019

	Balance at eginning of the year	Contributions	Drawings	Adjustments	9	Share of net income	Balance at end of the year
Original Traders Energy Ltd.	\$ (515)	\$ - \$	- \$	• <del>•</del>	\$	3,631 \$	3,116
Miles Hill	(84,348)	-	(7,243)	(45,184)	)	1,209,376	1,072,601
Scott Hill	(84,398)	-	(31,024)	(45,184)	)	1,209,376	1,048,770
2584861 Ontario Inc.	(107,078)	-	(96,250)	203,328		-	-
2658658 Ontario Inc.	 (48,672)	32,050		(112,960)	)	1,209,376	1,079,794
	\$ (325,011)	<u>\$32,050</u> <u>\$</u>	(134,517) \$		\$	3,631,759 \$	3,204,281

Statement of Operations (Unaudited)

		cember 31 2018	
Sales	\$	89,873,689 \$	31,720,794
Cost of sales	_	79,135,974	31,196,848
Gross profit		10,737,715	523,946
Expenses Repairs and maintenance Wages and benefits Professional fees Commissions Insurance Advertising and promotion Amortization Rent Security Travel and automotive Interest and bank charges Office and general Computer expense Meals and entertainment Consulting fees Telephone and utilities Memberships Training and seminars Supplies Equipment rental Miscellaneous		2,269,226 1,954,575 1,168,600 384,065 308,110 212,365 200,076 161,868 160,903 111,418 83,979 76,263 62,000 49,024 48,834 42,277 12,469 8,528 5,601 4,957	13,357 545,140 106,940 24,737 82,003 80,195 82,445 30,300 1,878 62,787 16,745 44,841 16,741 6,806 - 11,090 - 2,512 1,334 5,967 6,714 1,142,532
Income (loss) from operations		3,412,577	(618,586)
Other income Gain on foreign exchange Interest income Miscellaneous income		202,941 13,467 2,774 219,182	1,825 1,825
Net income (loss) for the year	\$	3,631,759 \$	(616,761)

### **Statement of Cash Flows**

(Unaudited)

		Year ended De 2019	cember 31 2018
Cash flows from (used in) operating activities Net income (loss) for the year Item not involving cash	\$	3,631,759 \$	(616,761)
Amortization		200,076	82,445
	_	3,831,835	(534,316)
Net change in non-cash working capital balances relating to operations			
Increase in accounts receivable		(1,456,071)	(1,790,991)
Increase in inventory Decrease (increase) in prepaid expenses		(704,455) 26,783	(688,380) (39,407)
Increase in accounts payable and accrued liabilities		3,945,733	3,687,471
Increase in unearned revenue	_	13,014	
		1,825,004	1,168,693
	_	5,656,839	634,377
Cash flows from (used in) investing activities			
Issuance of promissory notes receivable		(530,485)	(65,000)
Mortgage receivable issued Mortgage payments received		- 175,300	(400,000)
Purchase of property, plant and equipment		(757,296)	224,700 (2,726,939)
	_		
	-	_ (1,112,481)	(2,967,239)
Cash flows from (used in) financing activities			
Advances to related limited partnership Repayments from related limited partnership		- 75,529	(376,511) 13,327
Proceeds from promissory notes payable		-	1,157,700
Repayments of promissory notes payable		(889,396)	-
Repayment of loan payable Proceeds from loan payable		(1,250,000)	(250,000) 1,500,000
Capital contributions (withdrawals)		(102,467)	291,750
		(2,166,334)	2,336,266
Net increase in cash during the year		2,378,024	3,404
Cash at beginning of the year		3,404	
Cash at end of the year	\$	2,381,428 \$	3,404

Notes to Financial Statements

(Unaudited)

#### December 31, 2019

#### Nature of operations

Original Traders Energy LP (the "Partnership") was formed under the laws of the Province of Ontario by the Partnership Agreement dated July 2017 between Original Traders Energy Ltd., the General Partner, and the Limited Partners described therein. The Partnership was formed to directly perform fuel distribution in the Province of Ontario.

#### **Basis of accounting**

These financial statements pertain to the Partnership carried on under the name of Original Traders Energy LP and accordingly do not include the assets, liabilities, revenue and expenses of the individual partners. The financial statements do not contain any charges for salaries or interest paid to the limited partners and no provision has been made in the financial statements for the effect of personal income taxes on the net income for the period.

### 1. Significant accounting policies

These financial statements are prepared in accordance with Canadian accounting standards for private enterprises. The significant accounting policies are detailed as follows:

#### Cash

Cash consists of cash on hand and balances held with financial institutions, net of outstanding cheques and deposits.

#### Inventory

Inventory, consisting of unleaded and diesel gasoline, is valued at the lower of cost and net realizable value. Cost is determined using the average cost method. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable variable selling costs.

#### Property, plant and equipment

Property, plant and equipment are recorded at cost. The Partnership provides for amortization using the declining balance method at rates designed to amortize the cost of the property, plant and equipment over their estimated useful lives. The annual amortization rates are as follows:

Buildings	4%
Equipment	20%
Office equipment	20%
Computer equipment	55%
Computer software	100%

Amortization of leasehold improvements is recorded on a straight-line basis over the remaining term of the lease plus the first renewal option.

Notes to Financial Statements

(Unaudited)

#### December 31, 2019

#### 1. Significant accounting policies, continued

#### **Revenue recognition**

Revenue is recognized when the product is shipped, the customer takes ownership and assumes the risk of loss, there is persuasive evidence that an arrangement exists, the sales price is fixed or determinable and collection is reasonably assured. Revenue is recorded net of any applicable discounts or other allowances.

#### Income taxes

No provision has been made for income taxes in these financial statements, as the income will be taxable to the corporate/individual partners.

#### Foreign exchange

Monetary assets and liabilities of the Partnership which are denominated in foreign currencies are translated at year end exchange rates. Other assets and liabilities are translated at rates in effect at the date the assets were acquired and liabilities incurred. Revenues and expenses are translated at the rates of exchange in effect at their transaction dates. The resulting gains or losses are included in the income (loss).

#### Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for private enterprises requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

#### **Financial instruments**

#### Measurement of financial instruments

The Partnership initially measures its financial assets and liabilities at fair value, except for certain related party transactions that are measured at the carrying amount or exchange amount, as appropriate.

The Partnership subsequently measures all its financial assets and financial liabilities at cost or amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income (loss) in the period incurred.

Financial assets measured at amortized cost include cash, accounts receivable, promissory notes receivable, mortgage receivable and due from related limited partnership.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities, promissory notes payable and loan payable.

The Partnership has not designated any financial asset or financial liability to be measured at fair value.

Notes to Financial Statements

(Unaudited)

### December 31, 2019

#### 1. Significant accounting policies, continued

#### Financial instruments, continued

#### Impairment

For financial assets measured at cost or amortized cost, the Partnership determines whether there are indications of possible impairment. When there is an indication of impairment, and the Partnership determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows, a write-down is recognized in net income (loss). A previously recognized impairment loss may be reversed to the extent of the improvement. The carrying amount of the financial asset may not be greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income (loss) for the year.

#### Transaction costs

Transaction costs related to financial instruments that will be subsequently measured at fair value are recognized in net income (loss) in the period incurred. Transaction costs related to financial instruments subsequently measured at amortized cost are included in the original cost of the asset or liability and recognized in net income (loss) over the life of the instrument using the straight-line method.

#### 2. Accounts receivable

December 31				
	2019		2018	
\$	2,555,280 680,298 11,484	\$	979,407 75,398 736,186	
\$	3,247,062	\$	1,790,991	
	\$	<b>2019</b> \$ 2,555,280 680,298 11,484	<b>2019</b> \$ 2,555,280 \$ 680,298	

#### 3. Inventory

Inventory consists of unleaded and diesel gasoline. During the year, inventory totaling \$71,887,819 (2018 - \$30,327,499) was expensed through cost of sales.

Notes to Financial Statements (Unaudited)

#### December 31, 2019

#### A. Promissory notes receivable

	December 31 2019 2018			
		2015	2010	
Note receivable from Walpole	\$	65,000 \$	65,000	
Note receivable from Gen7 Hiawatha		280,485	-	
Note receivable from Gen7 Melbourne		250,000		
	\$	595,485 \$	65,000	

The promissory notes receivable are unsecured, non-interest bearing and are repaid in instalments consistent with the payments made for the purchase of motor fuel. Instalments are calculated by multiplying \$0.005 by the number of litres of motor fuel being purchased. All promissory notes receivable are due on, or before, October 1, 2021. If a promissory note has not been fully repaid by October 1, 2021 the remaining balance becomes due on demand.

#### 5. Due from related limited partnership

	December 31			
		2019	2018	
Due from Gen7 Fuel Management Services LP	s	287,655 \$	363,184	

All of the limited partners in the Partnership are also limited partners in Gen7 Fuel Management Services LP. The balance due from the related limited partnership is unsecured, non-interest bearing with no specific terms of repayment. Since the Partnership has indicated that it is not its intention to request payment of this amount during the next fiscal year, this amount has been classified as a non-current asset in the accompanying financial statements.

#### 6. Property, plant and equipment

			Decer	nb	er 31
	Cost	cumulated	2019 Net Book Value		2018 Net Book Value
Buildings Equipment Office equipment Leasehold improvements Computer equipment Computer software	\$ 3,171,149 69,344 25,901 92,495 29,032 96,314	\$ 151,255 6,934 6,735 3,562 17,721 96,314	3,019,894 62,410 19,166 88,933 11,311	\$	2,514,953 23,958 24,375 21,012 60,196
	\$ 3,484,235	\$ 282,521	\$ 3,201,714	\$	2,644,494

Notes to Financial Statements (Unaudited)

#### December 31, 2019

#### 7. Line of credit

A line of credit has been authorized by the bank to a maximum of \$1,000,000 and bears interest at the Royal Bank of Canada's (RBC) prime lending rate plus 1.50%. A general security agreement covering all assets of the Partnership has been pledged as security. As at December 31, 2019, \$Nil (2018 - \$Nil) had been drawn on the line of credit.

#### 8. Accounts payable and accrued liabilities

Government remittances consist of amounts (such as sales taxes, payroll taxes, health taxes and workers' safety insurance premiums) required to be paid to government authorities and are recognized when amounts become due. In respect of government remittances, \$4,428,283 (2018 - \$1,530,434) is included in accounts payable and accrued liabilities.

#### 9. Promissory notes payable

	Decemb	er 31
	2019	2018
Note payable to Miles Hill, due February 2022 Note payable to Scott Hill, due February 2022	\$ 69,413 \$ 92,113	300,000 299,000
Note payable to 2584861 Ontario Inc., due February 2022	64,328	384,200
Note payable to 2658658 Ontario Inc., due February 2022	 42,450	174,500
	\$ 268,304 \$	1,157,700

The promissory notes payable all bear interest at 1.00% at the discretion of the lenders, are secured by a general security agreement and have no specific terms of repayment. Interest has been waived in the current year.

#### 10. Loan payable

The loan payable is unsecured, non-interest bearing with no specific terms of repayment.

Notes to Financial Statements (Unaudited)

### December 31, 2019

#### 11. Partnership units

	Decemi	ber 31	
	2019	2018	
Miles Hill - 333,333 (2018 - 260,000) Scott Hill - 333,333 (2018 - 260,000) 2658658 Ontario Inc 333,333 (2018 - 150,000) 2584861 Ontario Inc Nil (2018 - 330,000)	\$ 33,333 33,333 33,333 -	\$       26,0 26,0 15,0 33,0	000
	\$ 99,999	\$ 100,0	000

The Partnership is authorized to issue an unlimited number of partnership units and each partnership unit is entitled to one vote.

During the year, the partnership units held by 2584861 Ontario Inc. were purchased by the three remaining limited partners for proceeds equal to the company's initial contribution. The units were purchased on a pro rata basis so the end result was the partnership being owned equally by the three remaining limited partners.

#### 12. Related party transactions

The following transactions took place between the Partnership and Gen7 Fuel Management Services LP, a limited partnership under common control, during the year:

	2019	2018		
Freight	\$ 6,755,231	\$ 361,087		

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Notes to Financial Statements (Unaudited)

#### December 31, 2019

#### 13. Financial instruments

Transactions in financial instruments may result in an entity assuming or transferring to another party one or more of the financial risks described below. The required disclosures provide information that assists users of financial statements in assessing the extent of risk related to financial instruments.

Foreign exchange risk

The Partnership is exposed to foreign exchange risk in United States dollars. Foreign exchange risk is the risk that the exchange rate that was in effect on the date that an obligation in a foreign currency was made to the Partnership by a customer, or that an obligation in a foreign currency was made to the Partnership to a supplier, is different at the time of settlement than it was at the time that the obligation was determined. The Partnership reduces its exposure to foreign exchange risk by carefully monitoring exchange rates on obligations that are made to the Partnership. The Partnership does not utilize financial instruments to manage its foreign exchange risk. The Partnership maintains adequate foreign currency balances in its bank provided by its customers that discharged their obligations to the Partnership in the related currency, to discharge its related foreign currency obligations.

#### Credit risk

The Partnership does have credit risk in accounts receivable of \$3,247,062 (2018 - \$1,790,991). Credit risk is the risk that one party to a transaction will fail to discharge an obligation and cause the other party to incur a financial loss. The Partnership reduces its exposure to credit risk by performing credit valuations on a regular basis, granting credit upon a review of the credit history of the applicant and creating an allowance for bad debts when applicable. The Partnership maintains strict credit policies and limits in respect to counterparties. The Partnership also mitigates its credit risk by implementing weekly direct payments from their largest customers.

#### Concentration risk

The Partnership does have concentration risk. Concentration risk is the risk that a customer has more than ten percent of the total accounts receivable balance and thus there is a higher risk to the business in the event of a default by one of these customers. Concentrations of credit risk relates to groups of counterparties that have similar economic or industry characteristics that cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. At December 31, 2019, receivables from three customers comprised approximately 55% (2018 - 59%) of the total outstanding receivables. The Partnership reduces this risk by regularly assessing the credit risk associated with these accounts and closely monitoring any overdue balances.

#### Liquidity risk

The Partnership does have a liquidity risk in the accounts payable and accrued liabilities of \$7,633,204 (2018 - \$3,687,471). Liquidity risk is the risk that the Partnership cannot repay its obligations when they become due to its creditors. The Partnership reduces its exposure to liquidity risk by ensuring that it documents when authorized payments become due, maintains an adequate line of credit to repay trade creditors and repays long term debt interest and principal as they become due.

Notes to Financial Statements

(Unaudited)

#### December 31, 2019

#### 14. Subsequent events

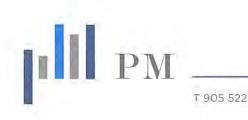
On March 11, 2020 the World Health Organization declared the outbreak of the coronavirus ("COVID-19"), a pandemic resulting in economic uncertainties potentially affecting the Partnership's cash flows, financial position and results of operations. It is not possible to reliably estimate the length or effect of these developments due to uncertainties including the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and actions that may be taken by government authorities to contain COVID-19 or to treat its impact.

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Financial Statements (Unaudited - See Notice to Reader)

December 31, 2019



T 905 522 6555 F 905 522 6574 6th Floor, One James Street South Hamilton ON L8P 4R5

August 4, 2020

### Notice to Reader

On the basis of information provided by management, we have compiled the balance sheet of Original Traders Energy Ltd. as at December 31, 2019 and the statement of operations and deficit for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Pettinelli Marthelimi LLP

Chartered Professional Accountants Licensed Public Accountants

Hamilton, Ontario

### PETTINELLI MASTROLUISI LLP CHARTERED PROFESSIONAL ACCOUNTANTS

### **Balance Sheet**

(Unaudited - See Notice to Reader)

		nber 31		
	2019		2018	
Assets				
Current asset Cash	\$ 100	\$	100	
Vehicle	33,781		-	
Investment in partnership	 3,116		_	
	\$ 36,997	\$	100	
Liabilities				
Current liabilities Accounts payable and accrued liabilities Current portion of long-term debt	\$ 1,499 6,350	\$	1,500 	
	7,849		1,500	
Due to related party	13,226		-	
Investment in partnership	-		515	
Due to shareholder	100		100	
Long-term debt	 24,331		_	
	 45,506		2,115	
Shareholder's deficiency				
Capital stock Deficit	 100 (8,609)		100 (2,115)	
	 (8,509)		(2,015)	
	\$ 36,997	\$	100	

### APPROVED BY THE BOARD:

Director

# Statement of Operations and Deficit (Unaudited - See Notice to Reader)

	Year ended December 2019 2018			
Share of income (loss) from partnership	\$	3,631	\$	(615)
Expenses Amortization Interest on long-term debt Professional fees		5,961 2,130 2,034 10,125		- 1,500 1,500
Loss for the year		(6,494)		(2,115)
Deficit at beginning of the year		(2,115)		
Deficit at end of the year	\$	(8,609)	\$	(2,115)

Financial Statements (Unaudited)

December 31, 2020



T 905 522 6555 F 905 522 6574 6th Floor, One James Street South Hamilton ON L8P 4R5

June 11, 2021

### Independent Practitioner's Review Engagement Report

To the Partners of Original Traders Energy LP

We have reviewed the accompanying financial statements of Original Traders Energy LP that comprise the balance sheet as at December 31, 2020, and the statements of partners' surplus, operations and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

#### Conclusion

Based on our review nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of Original Traders Energy LP as at December 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

Chartered Professional Accountants Licensed Public Accountants

Hamilton, Ontario

PETTINELLI MASTROLUISI LLP CHARTERED PROFESSIONAL ACCOUNTANTS

### **Balance Sheet**

(Unaudited)

	December 31 2020 2019		
Assets			
Current assets Cash Accounts receivable (Note 2) Inventory (Note 3) Prepaid expenses	\$ 3,081,420 5,917,485 2,322,433 377,912	\$	2,381,428 3,247,062 1,392,835 12,624
	11,699,250		7,033,949
Promissory notes receivable (Note 4) Due from related limited partnership (Note 5) Property, plant and equipment (Note 6)	 1,907,682 300,769 9,330,951		595,485 287,655 3,201,714
	\$ 23,238,652	\$	11,118,803
Liabilities			
Current liabilities Accounts payable and accrued liabilities (Note 8) Unearned revenue Loan payable (Note 10)	\$ 12,320,147 37,112 1,050,000 13,407,259	\$	7,633,204 13,014 - 7,646,218
Promissory notes payable (Note 9)	 268,304		268,304
	13,675,563		7,914,522
Partners' surplus			
Partners' capital (deficit) Undistributed surplus	 3,204,281 6,358,808		(427,478) 3,631,759
	 9,563,089		3,204,281
	\$ 23,238,652	<u>\$</u>	11,118,803

See accompanying notes to the financial statements.

### **APPROVED BY THE PARTNERS:**

Partner

_	Partner

Statement of Partners' Surplus (Unaudited) Year ended December 31, 2020

	Balance at eginning of the year	Share of net income	Balance at end of the year
Original Traders Energy Ltd.	\$ 3,116	\$ 6,359 \$	<b>9</b> ,475
Miles Hill	1,072,601	2,117,483	3,190,084
Scott Hill	1,048,770	2,117,483	3,166,253
2658658 Ontario Inc.	 1,079,794	2,117,483	3,197,277
	\$ 3,204,281	\$ <u>6,358,808</u>	\$ 9,563,089

# Statement of Operations (Unaudited)

		Year ended De 2020	cember 31 2019
Sales	\$	94,144,524 \$	89,873,689
Cost of sales		76,387,239	79,135,974
Gross profit		17,757,285	10,737,715
Expenses Wages and benefits Professional fees Consulting fees Repairs and maintenance Advertising and promotion Insurance Security Travel and automotive Amortization Computer expense Office and general Interest and bank charges Telephone and utilities Rent Meals and entertainment Supplies Equipment rental Memberships Training and seminars Commissions		5,252,409 1,215,792 1,188,841 1,152,211 681,354 613,805 335,334 280,656 277,984 207,398 177,434 80,260 61,359 44,315 41,752 24,201 9,640 5,796 5,571 -	1,954,575 1,168,600 48,834 2,269,226 212,365 308,110 160,903 111,418 200,076 62,000 76,263 83,979 42,277 161,868 49,024 5,601 4,957 12,469 8,528 384,065
Income from operations		6,101,173	3,412,577
Other income Gain on foreign exchange Interest income Government assistance (Note 12) Miscellaneous income		233,894 12,177 11,564 - 257,635	202,941 13,467 
Net income for the year	<u>\$</u>	6,358,808 \$	3,631,759

### Statement of Cash Flows (Unaudited)

		Year ended De 2020	cember 31 2019
Cash flows from (used in) operating activities Net income for the year Item not involving cash	\$	6,358,808 \$	3,631,759
Amortization		277,984	200,076
		6,636,792	3,831,835
Net change in non-cash working capital balances relating to operations			
Increase in accounts receivable		(2,670,423)	(1,456,071)
Increase in inventory		(929,598)	(704,455)
Decrease (increase) in prepaid expenses		(365,288)	26,783
Increase in accounts payable and accrued liabilities		4,686,943	3,945,733
Increase in unearned revenue		24,098	13,014
	_	745,732	1,825,004
	_	7,382,524	5,656,839
Cash flows from (used in) investing activities Issuance of promissory notes receivable Repayment of promissory notes receivable Mortgage payments received		(1,575,593) 263,396 -	(530,485) - 175,300
Purchase of property, plant and equipment		(6,407,221)	(757,296)
	_	(7,719,418)	(1,112,481)
Cash flows from (used in) financing activities Advances to related limited partnership Repayments from related limited partnership		(13,114) -	- 75,529
Repayments of promissory notes payable		-	(889,396)
Repayment of loan payable		(450,000)	(1,250,000)
Proceeds from loan payable		1,500,000	-
Capital contributions (withdrawals)	•		(102,467)
	<u></u>	1,036,886	(2,166,334)
Net increase in cash during the year		699,992	2,378,024
Cash at beginning of the year		2,381,428	3,404
Cash at end of the year	\$	3,081,420 \$	2,381,428

Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### Nature of operations

Original Traders Energy LP (the "Partnership") was formed under the laws of the Province of Ontario by the Partnership Agreement dated July 2017 between Original Traders Energy Ltd., the General Partner, and the Limited Partners described therein. The Partnership was formed to provide wholesale fuel distribution to First Nations communities.

#### Basis of accounting

These financial statements pertain to the Partnership carried on under the name of Original Traders Energy LP and accordingly do not include the assets, liabilities, revenue and expenses of the individual partners. These financial statements do not contain any charges for salaries or interest paid to the limited partners and no provision has been made in the financial statements for the effect of personal income taxes on the net income for the period.

#### 1. Significant accounting policies

These financial statements are prepared in accordance with Canadian accounting standards for private enterprises. The significant accounting policies are detailed as follows:

#### Cash

Cash consists of cash on hand and balances held with financial institutions, net of outstanding cheques and deposits.

#### Inventory

Inventory, consisting of unleaded and diesel gasoline, is valued at the lower of cost and net realizable value. Cost is determined using the average cost method. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable variable selling costs.

#### Property, plant and equipment

Property, plant and equipment are recorded at cost. The Partnership provides for amortization using the declining balance method at rates designed to amortize the cost of the property, plant and equipment over their estimated useful lives. The annual amortization rates are as follows:

Blending sites	4%
Equipment	20%
Office equipment	20%
Computer equipment	55%
Computer software	100%

Amortization of leasehold improvements is recorded on a straight-line basis over the remaining term of the lease plus the first renewal option.

Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### 1. Significant accounting policies, continued

#### **Revenue recognition**

Revenue is recognized when the product is shipped, the customer takes ownership and assumes the risk of loss, there is persuasive evidence that an arrangement exists, the sales price is fixed or determinable and collection is reasonably assured. Revenue is recorded net of any applicable discounts or other allowances. No HST is collected on revenue as all sales are made to exempt parties.

#### Income taxes

No provision has been made for income taxes in these financial statements, as the income will be taxable to the corporate/individual partners.

#### **Government assistance**

Government assistance provided for non-capital expenditures of the current period have been accounted for as other income. Government assistance provided for expenses of future periods is initially deferred and subsequently recognized to other income as eligible expenditures are incurred.

#### Foreign exchange

Monetary assets and liabilities of the Partnership which are denominated in foreign currencies are translated at year end exchange rates. Other assets and liabilities are translated at rates in effect at the date the assets were acquired and liabilities incurred. Revenues and expenses are translated at the rates of exchange in effect at their transaction dates. The resulting gains or losses are included in net income.

#### Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for private enterprises requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### 1. Significant accounting policies, continued

#### **Financial instruments**

Measurement of financial instruments

The Partnership initially measures its financial assets and liabilities at fair value, except for certain related party transactions that are measured at the carrying amount or exchange amount, as appropriate.

The Partnership subsequently measures all its financial assets and financial liabilities at cost or amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income in the period incurred.

Financial assets measured at amortized cost include cash, accounts receivable, promissory notes receivable and due from related limited partnership.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities, promissory notes payable and loan payable.

The Partnership has not designated any financial asset or financial liability to be measured at fair value.

#### Impairment

For financial assets measured at cost or amortized cost, the Partnership determines whether there are indications of possible impairment. When there is an indication of impairment, and the Partnership determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows, a write-down is recognized in net income. A previously recognized impairment loss may be reversed to the extent of the improvement. The carrying amount of the financial asset may not be greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income for the year.

#### Transaction costs

Transaction costs related to financial instruments that will be subsequently measured at fair value are recognized in net income in the period incurred. Transaction costs related to financial instruments subsequently measured at amortized cost are included in the original cost of the asset or liability and recognized in net income over the life of the instrument using the straight-line method.

#### Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### 2. Accounts receivable

	December 31		
	2020	2019	
Accounts receivable - trade	\$ 3,871,033 \$	2,555,280	
HST receivable Accounts receivable - CBSA	 2,046,452 	680,298 11,484	
	\$ 5,917,485 \$	3,247,062	

#### 3. Inventory

Inventory consists of unleaded and diesel gasoline. During the year, inventory totaling \$65,205,696 (2019 - \$71,770,062) was expensed through cost of sales.

#### 4. **Promissory notes receivable**

	December 31 2020 2019		
Note receivable from J. Maracle	\$ 583,418 \$	-	
Note receivable from Walpole	345,051	65,000	
Note receivable from Gen7 Hiawatha	293,460	280,485	
Note receivable from Gen7 Quebec Expansion	260,753	-	
Note receivable from Gen7 Melbourne	250,000	250,000	
Note receivable from Gen7 Tyendinaga	 175,000		
	\$ 1,907,682 \$	595,485	

The promissory notes receivable are unsecured, non-interest bearing with no set terms of repayment. All promissory notes receivable are due on, or before, October 1, 2022. If a promissory note has not been fully repaid by October 1, 2022 the remaining balance becomes due on demand.

### Notes to Financial Statements

(Unaudited)

#### December 31, 2020

#### 5. Due from related limited partnership

	December 31			
		2020	2019	
Due from Gen7 Fuel Management Services LP	\$	300,769 \$	287,655	

All of the limited partners in the Partnership are also limited partners in Gen7 Fuel Management Services LP. The balance due from the related limited partnership is unsecured, non-interest bearing with no specific terms of repayment. Since the Partnership has indicated that it is not its intention to request repayment of this amount during the next fiscal year, this amount has been classified as a non-current asset in the accompanying financial statements.

#### 6. Property, plant and equipment

		December 31				er 31	
	Cost		cumulated nortization		2020 Net Book Value		2019 Net Book Value
Blending sites Equipment Office equipment Leasehold improvements Computer equipment Computer software	\$ 9,567,888 69,344 30,418 92,495 34,997 96,314	\$	399,986 19,416 11,020 8,187 25,582 96,314	\$	9,167,902 49,928 19,398 84,308 9,415 -	\$	3,019,894 62,410 19,166 88,933 11,311 
	\$ 9,891,456	\$	560,505	\$	9,330,951	\$	3,201,714

#### 7. Line of credit

A line of credit has been authorized by the bank to a maximum of \$1,000,000 and bears interest at the Royal Bank of Canada's (RBC) prime lending rate plus 1.50%. A general security agreement covering all assets of the Partnership has been pledged as security. As at December 31, 2020, \$Nil (2019 - \$Nil) had been drawn on the line of credit.

#### 8. Accounts payable and accrued liabilities

Government remittances consist of amounts (such as sales taxes, payroll taxes, health taxes and workers' safety insurance premiums) required to be paid to government authorities and are recognized when amounts become due. In respect of government remittances, \$7,976,591 (2019 - \$3,811,959) is included in accounts payable and accrued liabilities.

# Notes to Financial Statements (Unaudited)

# December 31, 2020

#### 9. **Promissory notes payable**

		December 31		
		2020	2019	
Note payable to Miles Hill, due February 2022	\$	69.413 \$	69.413	
Note payable to Scott Hill, due February 2022	•	92,113	92,113	
Note payable to 2584861 Ontario Inc., due February 2022		64,328	64,328	
Note payable to 2658658 Ontario Inc., due February 2022		42,450	42,450	
	\$	268,304 \$	268,304	

The promissory notes payable all bear interest at 1.00% at the discretion of the lenders, are secured by a general security agreement and have no specific terms of repayment. Interest has been waived in the current year.

#### 10. Loan payable

The loan payable is part of an ongoing agreement that commenced on July 1, 2020 and will conclude on June 30, 2023. Under the terms of the agreement, the lender will advance a maximum of \$1,500,000 per new blending site as the Partnership continues to expand and build new blending sites across Canada. Advances are unsecured, non-interest bearing and are repayable within one year of the initial advance in equal monthly instalments determined at the time of the advance.

#### 11. Partnership units

	December 31			
	2020	2019		
Miles Hill - 333,333	\$ 33,333 \$	33,333		
Scott Hill - 333,333	33,333	33,333		
2658658 Ontario Inc 333,333	 33,333	33,333		
	\$ 99,999 \$	99,999		

The Partnership is authorized to issue an unlimited number of partnership units and each partnership unit is entitled to one vote.

# Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### 12. Government assistance

As part of the Government of Canada's economic response plan to the COVID-19 pandemic, it was declared that companies and organizations would be eligible for the Canada Emergency Wage Subsidy ("CEWS"). This program provides a wage subsidy to eligible employers. Management determined that the Partnership was eligible for the CEWS based on the established criteria and applied to receive the subsidy. The CEWS claim periods were predefined by the Government of Canada and management determined that the Partnership was eligible for the Subsidy in the amount of \$11,564 related to the claim periods covering March 15, 2020 to December 31, 2020. The entire subsidy relates to the current fiscal year and has been recorded as government assistance in the statement of operations. Management will continue to assess the Partnership's eligibility for the CEWS as long as the program is being offered by the Government of Canada.

The CEWS is subject to review by the Government of Canada and its related authorities. Any resulting adjustments or required repayments that may result from such a review will be reflected in the year of settlement.

#### 13. Related party transactions

The following transactions took place between the Partnership and Gen7 Fuel Management Services LP, a limited partnership under common control, during the year:

	2020	2019
Freight	\$ 9,557,585 \$	6,755,231

These transactions were in the normal course of operations and have been valued in these financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

# Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### 14. Financial instruments

Transactions in financial instruments may result in an entity assuming or transferring to another party one or more of the financial risks described below. The required disclosures provide information that assists users of financial statements in assessing the extent of risk related to financial instruments.

Foreign exchange risk

The Partnership is exposed to foreign exchange risk in United States dollars. Foreign exchange risk is the risk that the exchange rate that was in effect on the date that an obligation in a foreign currency was made to the Partnership by a customer, or that an obligation in a foreign currency was made to the Partnership to a supplier, is different at the time of settlement than it was at the time that the obligation was determined. The Partnership does not utilize financial instruments to manage its foreign exchange risk. The Partnership maintains adequate foreign currency balances in its bank provided by its customers that discharged their obligations to the Partnership in the related currency, to discharge its related foreign currency obligations.

#### Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Partnership realizes a portion of its sales and purchases in foreign currency. Consequently, some assets, liabilities, revenues and expenses are exposed to foreign exchange fluctuations.

As of December 31, 2020, United States denominated cash, accounts receivable and prepaid expenses of \$615,274, \$43,377 and \$240,855 (2019 - \$679,187, \$Nil and \$Nil) respectively were converted into Canadian dollars using the year-end exchange rate.

#### Credit risk

The Partnership does have credit risk in accounts receivable of \$5,917,485 (2019 - \$3,247,062). Credit risk is the risk that one party to a transaction will fail to discharge an obligation and cause the other party to incur a financial loss. The Partnership reduces its exposure to credit risk by performing credit valuations on a regular basis, granting credit upon a review of the credit history of the applicant and creating an allowance for bad debts when applicable. The Partnership maintains strict credit policies and limits in respect to counterparties. The Partnership also mitigates its credit risk by implementing weekly direct payments from their largest customers.

#### **Concentration risk**

The Partnership does have concentration risk. Concentration risk is the risk that a customer has more than ten percent of the total accounts receivable balance and thus there is a higher risk to the business in the event of a default by one of these customers. Concentrations of credit risk relates to groups of counterparties that have similar economic or industry characteristics that cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. At December 31, 2020, receivables from three customers comprised approximately 37% (2019 - 55%) of the total outstanding receivables. The Partnership reduces this risk by regularly assessing the credit risk associated with these accounts and closely monitoring any overdue balances.

Notes to Financial Statements (Unaudited)

#### December 31, 2020

#### **14.** Financial instruments, continued

Liquidity risk

The Partnership does have a liquidity risk in the accounts payable and accrued liabilities of \$12,320,147 (2019 - \$7,633,204). Liquidity risk is the risk that the Partnership cannot repay its obligations when they become due to its creditors. The Partnership reduces its exposure to liquidity risk by ensuring that it documents when authorized payments become due, maintains an adequate line of credit to repay trade creditors and repays long term debt interest and principal as they become due.

#### 15. Impact of COVID-19

On March 11, 2020, the World Health Organization declared the outbreak of the coronavirus ("COVID-19"), a pandemic resulting in economic uncertainties potentially affecting the Partnership's cash flows, financial position and results of operations. At this time, it is unknown the extent of the impact that the COVID-19 outbreak may have on the Partnership as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the virus and duration of the outbreak, forced closures or disruptions and quarantine/isolation measures that are currently, or may be put in place by government authorities to fight the virus. The Partnership continues to assess the impact COVID-19 will have on its business activities in the future, however, the extent of the effect of the COVID-19 pandemic remains uncertain.

Financial Statements (Unaudited - See Notice to Reader)

December 31, 2020



T 905 522 6555 F 905 522 6574 6th Floor. One James Street South Hamilton ON L8P 4R5

June 17, 2021

### Notice to Reader

On the basis of information provided by management, we have compiled the balance sheet of Original Traders Energy Ltd. as at December 31, 2020 and the statement of operations and deficit for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

P. attrius Mastralusi LLP

Chartered Professional Accountants Licensed Public Accountants

Hamilton, Ontario

### PETTINELLI MASTROLUISI LEP CHARTERED PROFESSIONAL ACCOUNTANTS

### **Balance Sheet**

(Unaudited - See Notice to Reader)

		December 31		
		2020		2019
Assets				
Current asset Cash	\$	100	\$	100
Vehicle		23,647		33,781
Investment in partnership		9,475		3,116
	\$	33,222	\$	36,997
Liabilities				
Current liabilities Accounts payable and accrued liabilities Current portion of long-term debt	\$	3,100 6,608	\$	1,499 6,350
		9,708		7,849
Due to related party		20,687		13,226
Due to shareholder		100		100
Long-term debt	_	17,723		24,331
	_	48,218		45,506
Shareholder's deficiency				
Capital stock Deficit		100 (15,096)		100 (8,609)
		(14,996)		(8,509)
	\$	33,222	\$	36,997

### APPROVED BY THE BOARD:

Director

# Statement of Operations and Deficit (Unaudited - See Notice to Reader)

	Year ended December 31 2020 2019			
Share of income (loss) from partnership	\$	6,359	\$	3,631
Expenses Amortization Professional fees Interest on long-term debt		10,134 1,600 1,112 12,846	_	5,961 2,034 2,130 10,125
Loss for the year		(6,487)		(6,494)
Deficit at beginning of the year		(8,609)		(2,1 <u>15</u> )
Deficit at end of the year	\$	(15,096)	\$	(8,609)

This is Exhibit "BB" of the Affidavit of Scott Hill Sworn before me this 27<sup>th</sup> day of January, 2023

amente Am

A Commissioner, etc.

RUN NUMBER : 003 RUN DATE : 2023/01/03 ID : 20230103132301.83 REPORT : PSSR060 PAGE : 1 ( 2770)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : 2496750 ONTARIO INC.

FILE CURRENCY : 02JAN 2023

ENQUIRY NUMBER 20230103132301.83 CONTAINS 159 PAGE(S), 27 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

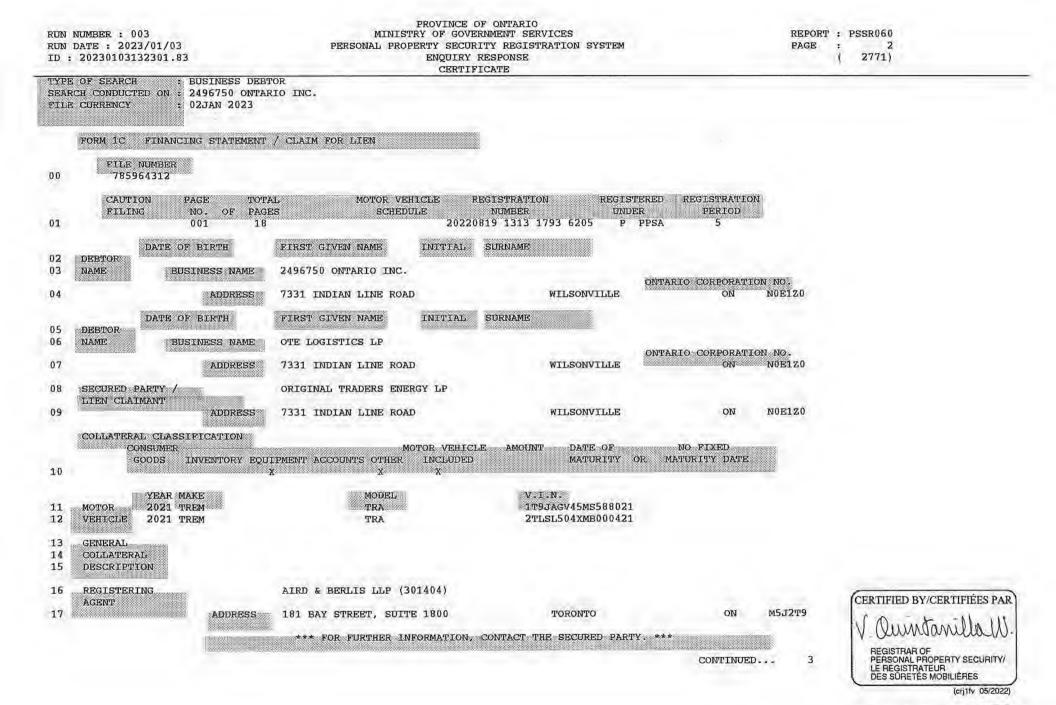
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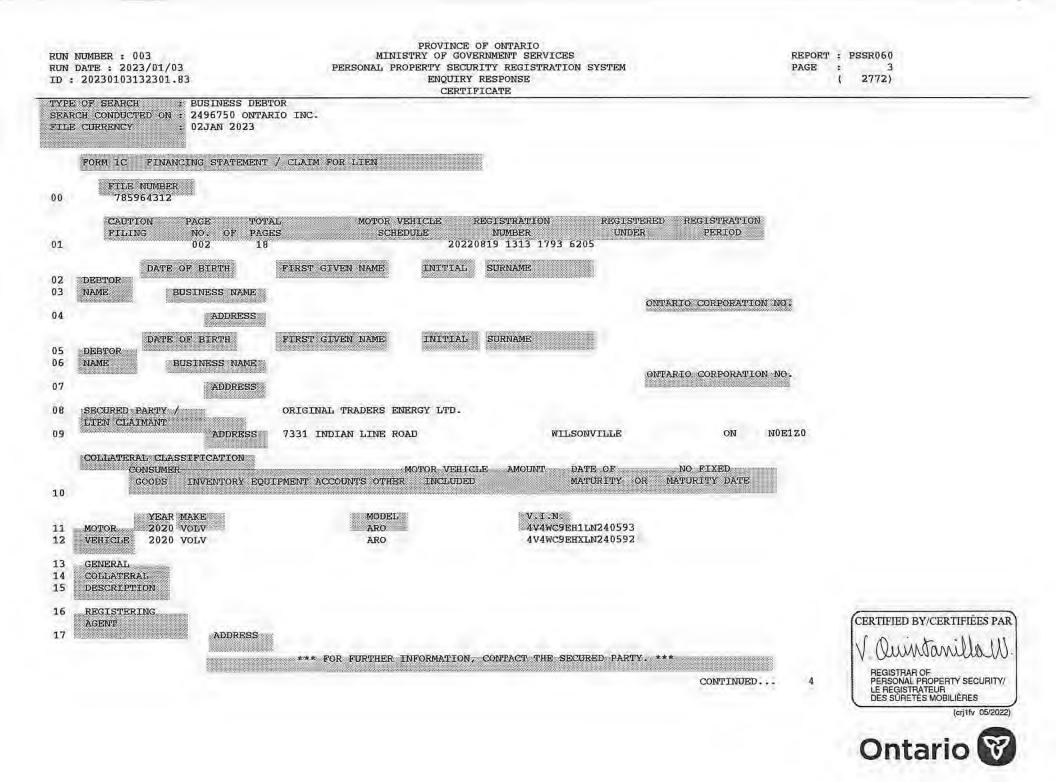
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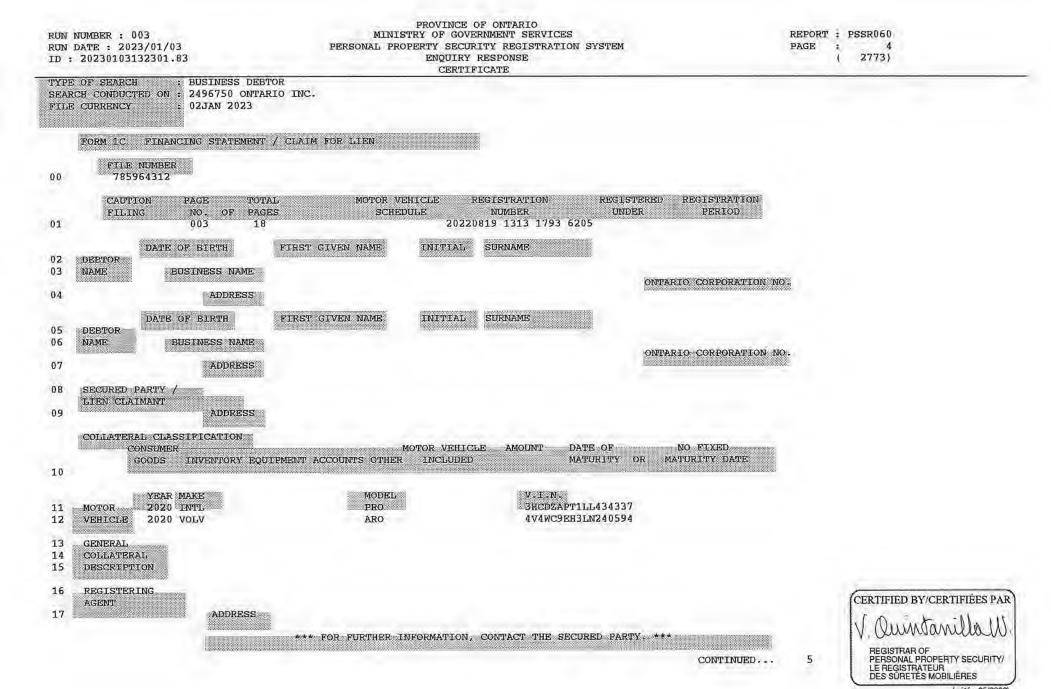




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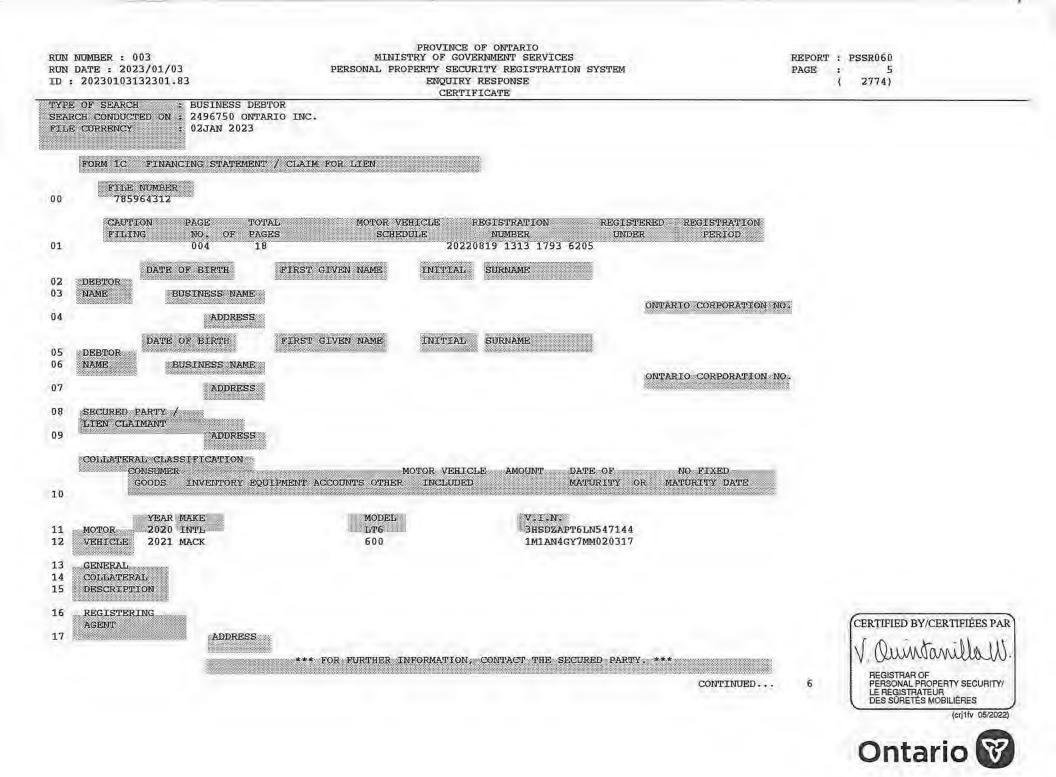
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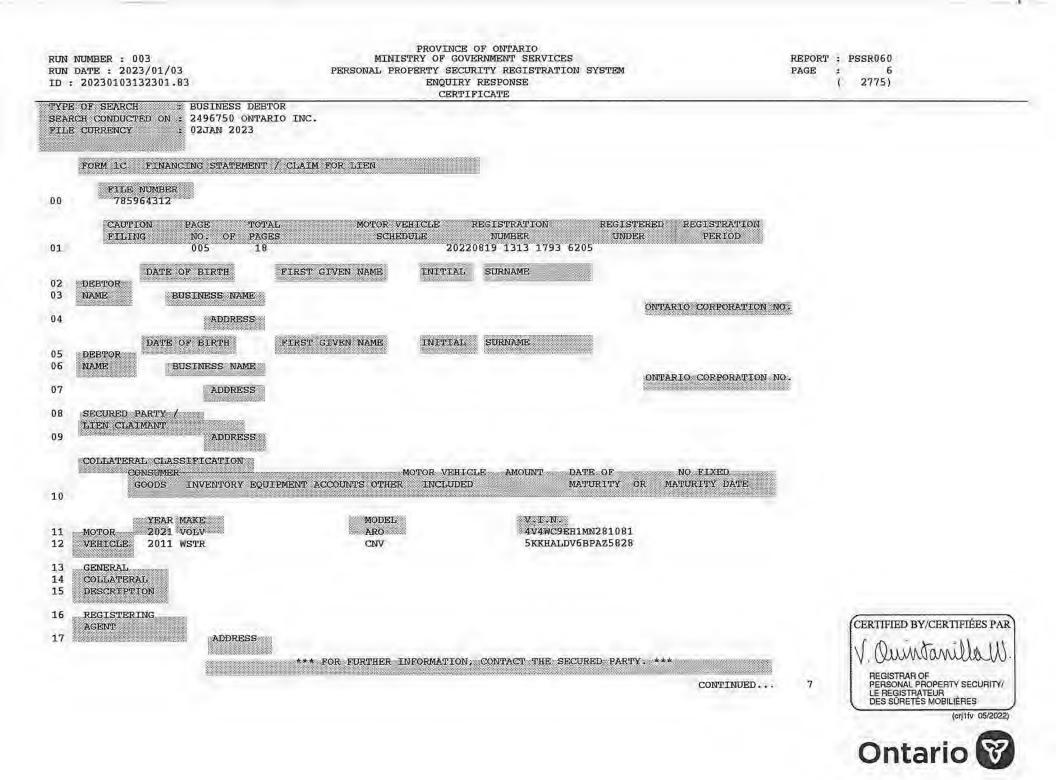


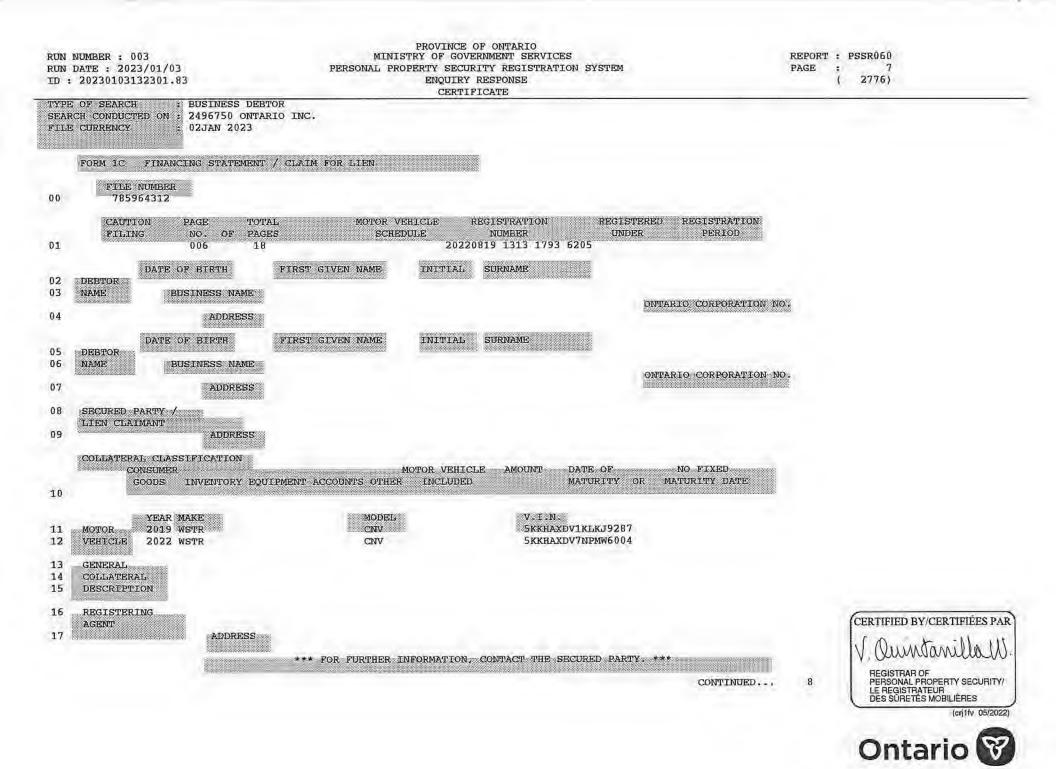


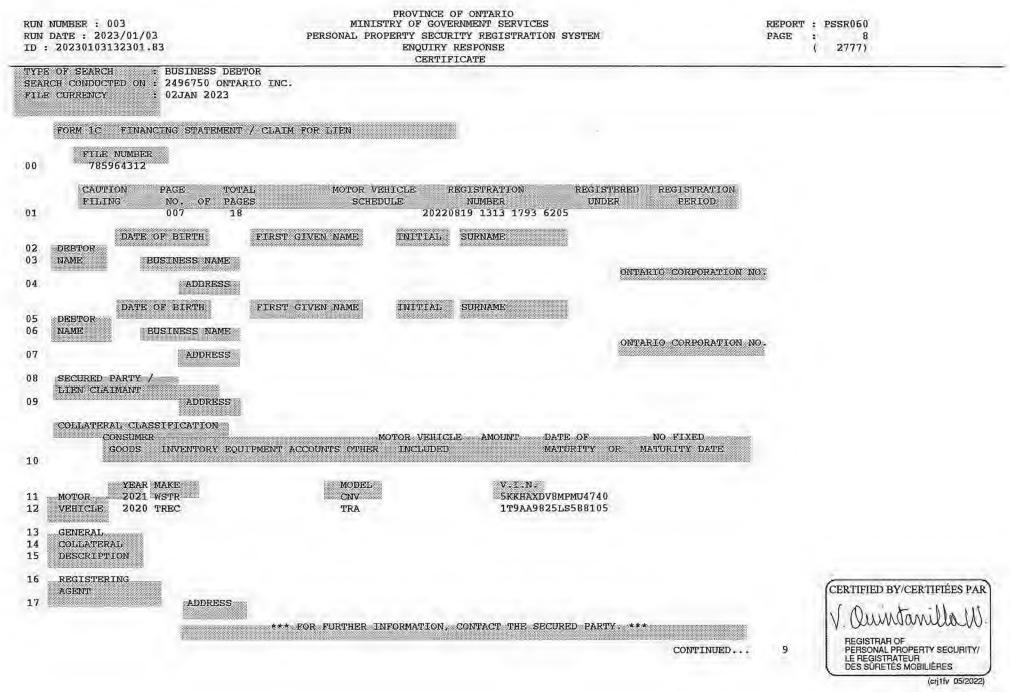
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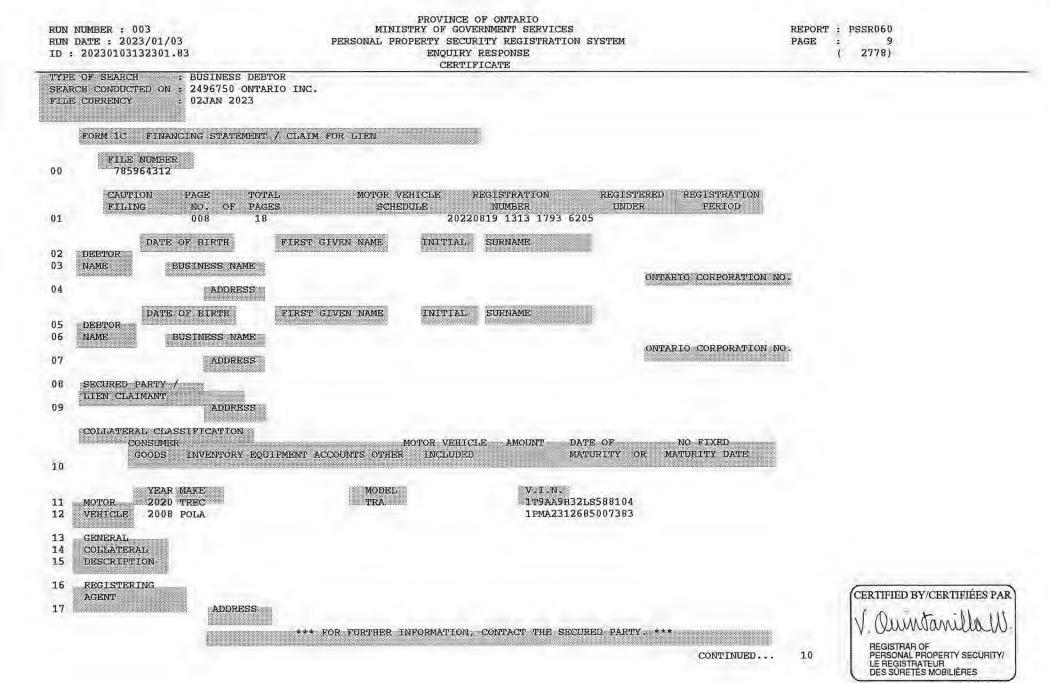




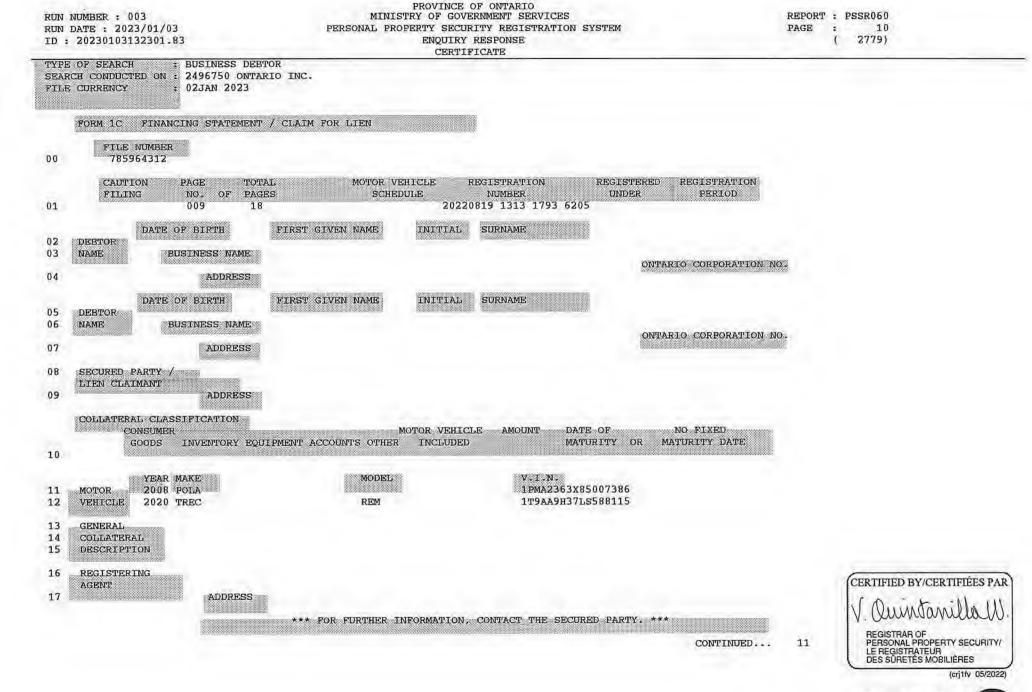




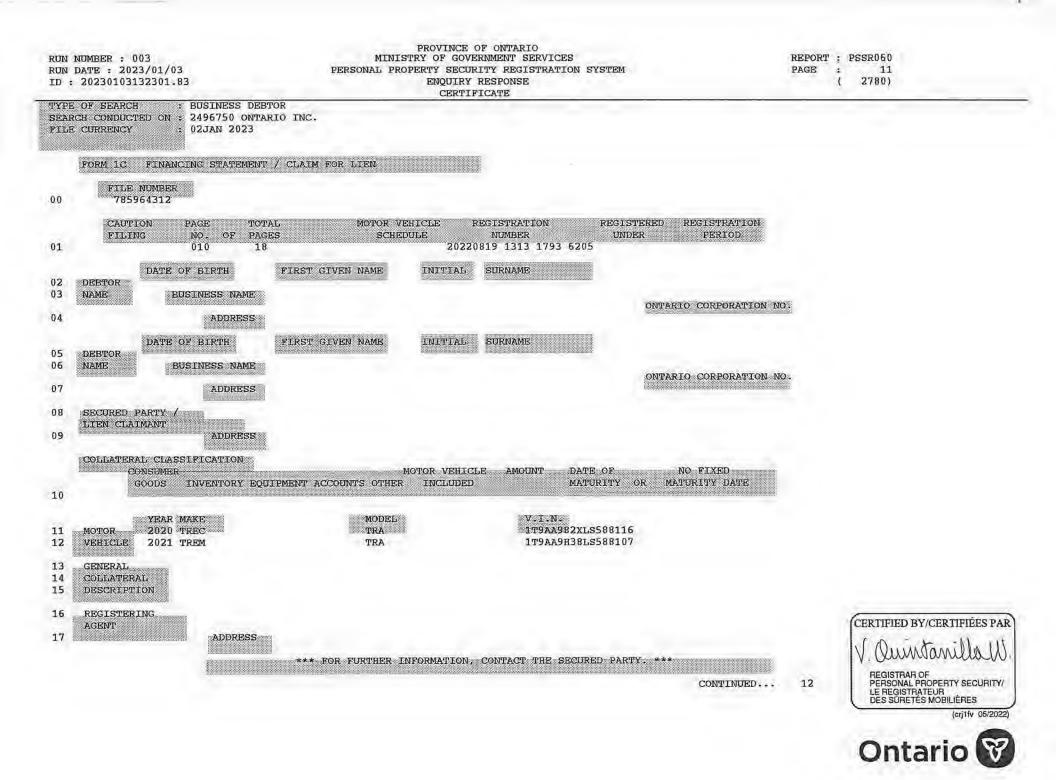


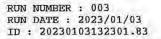


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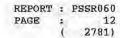


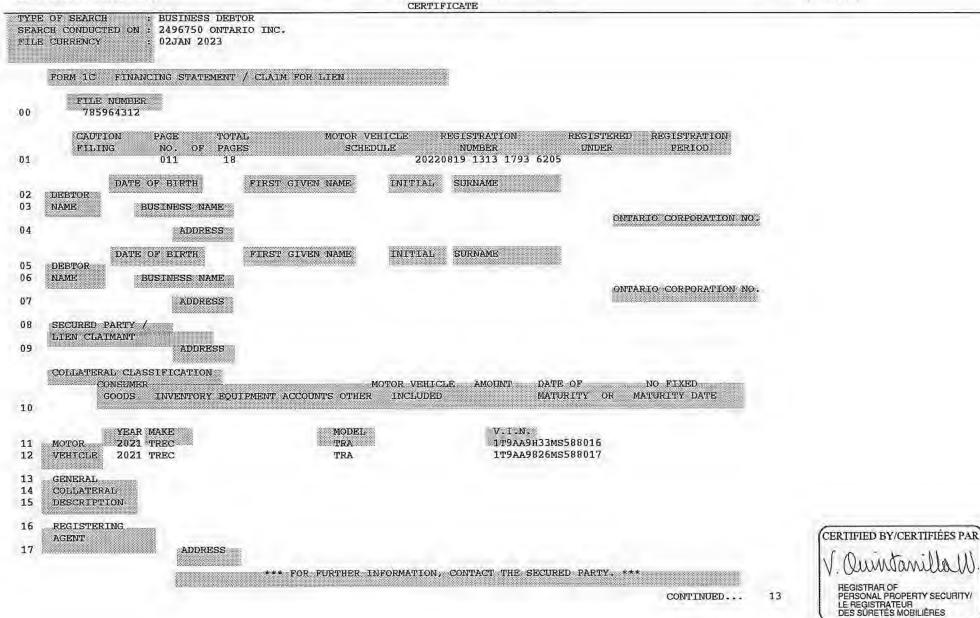




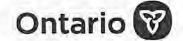


## PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE



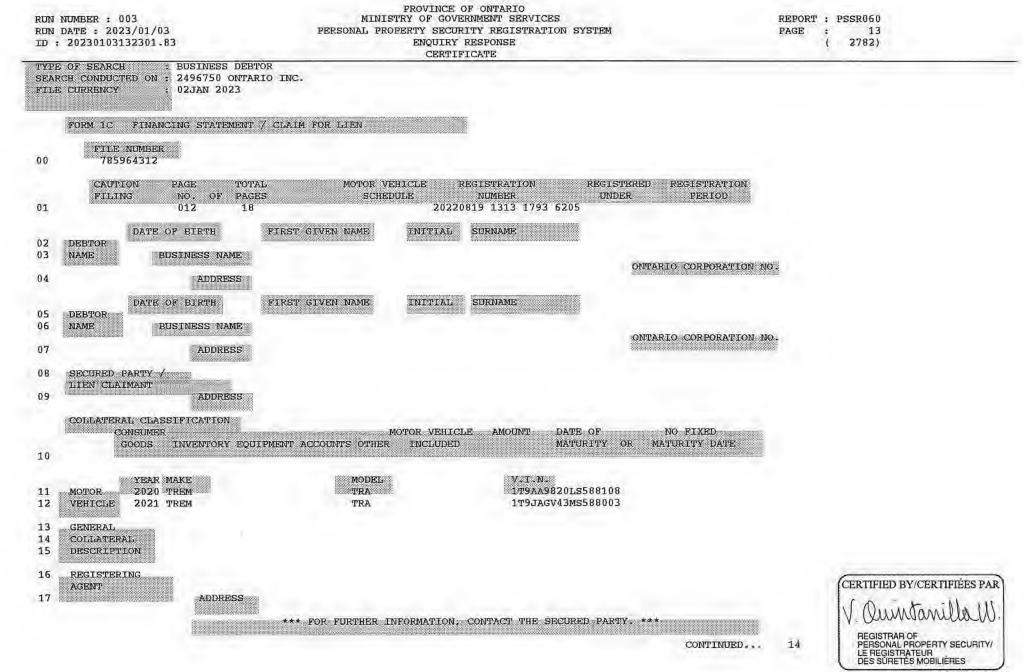


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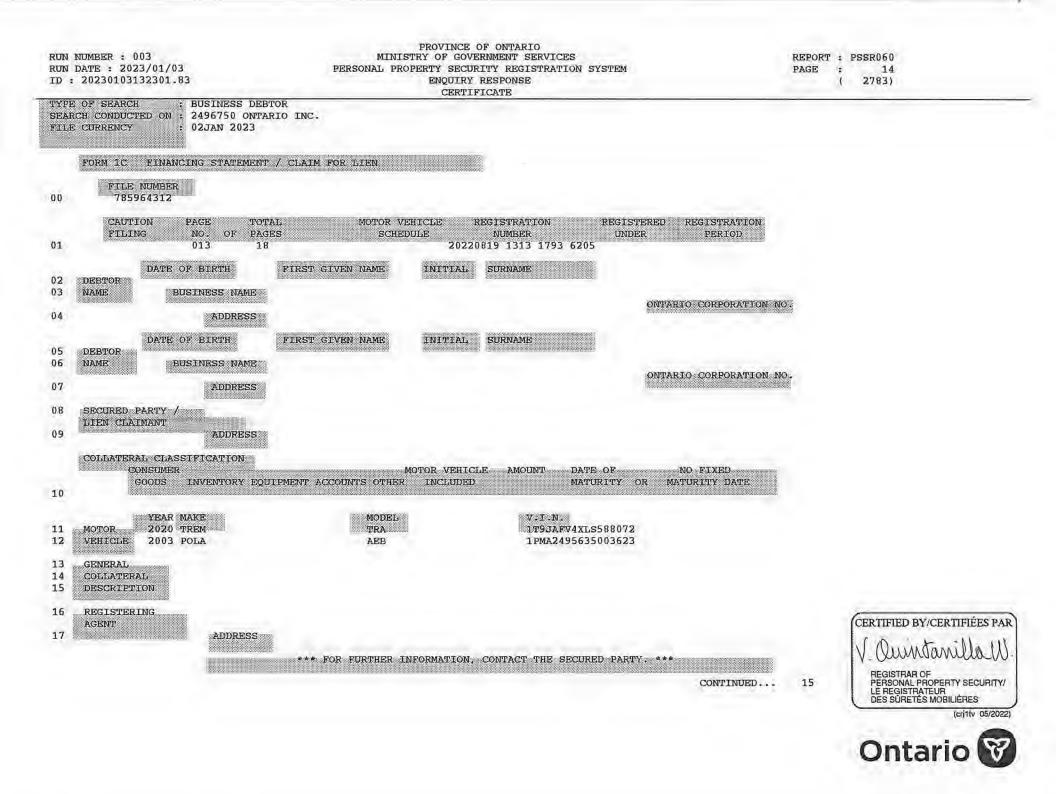


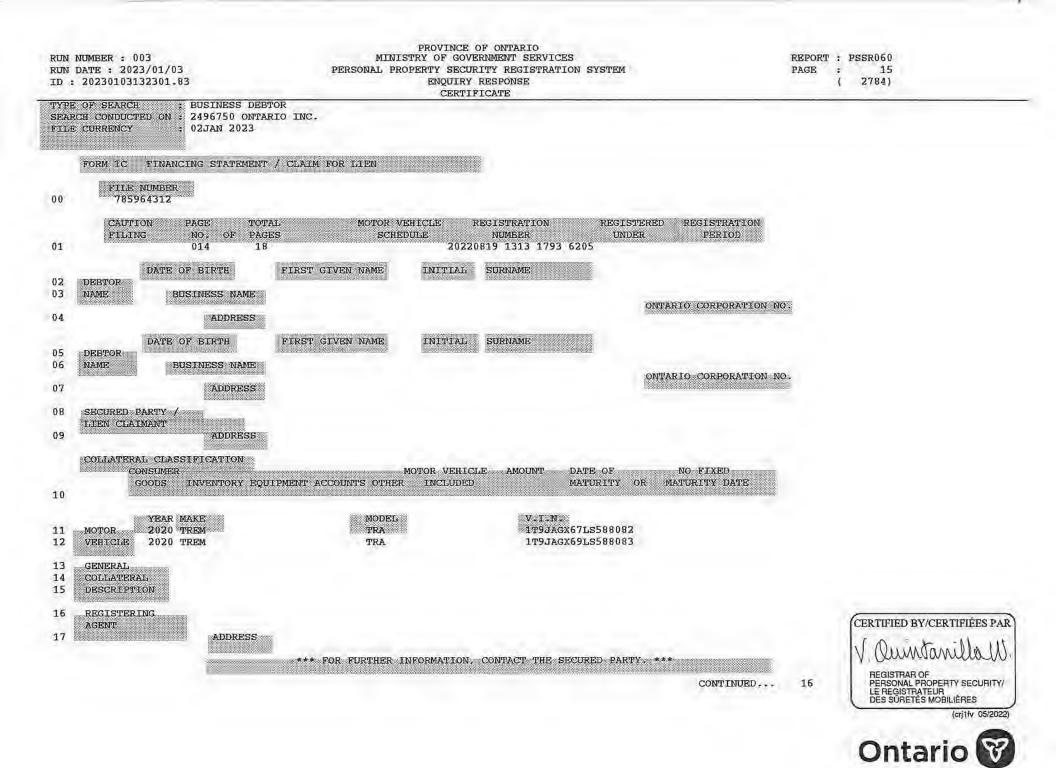
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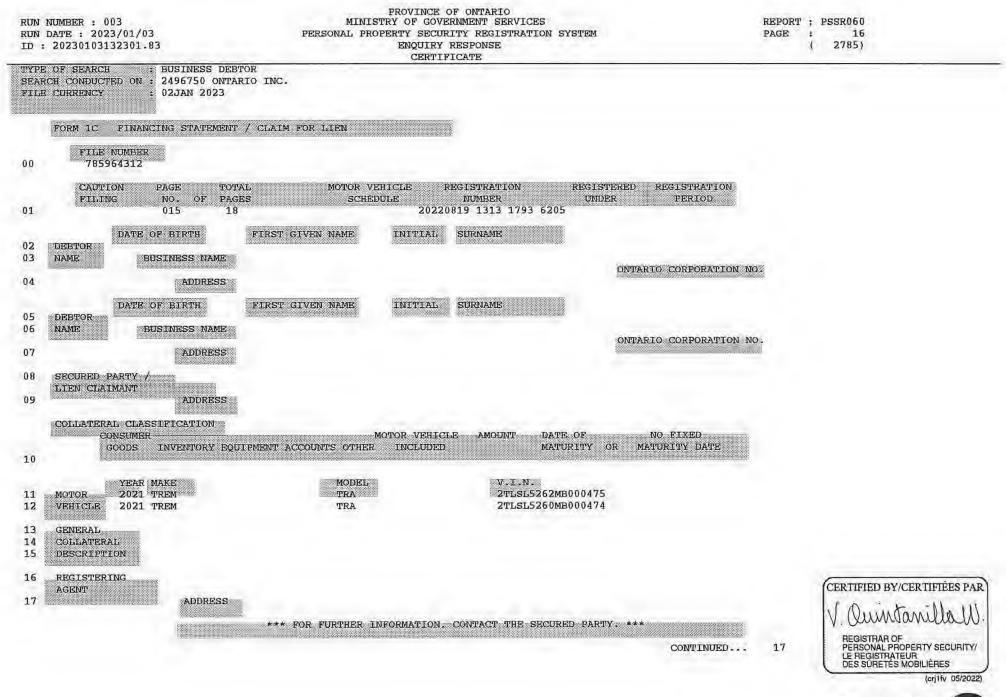
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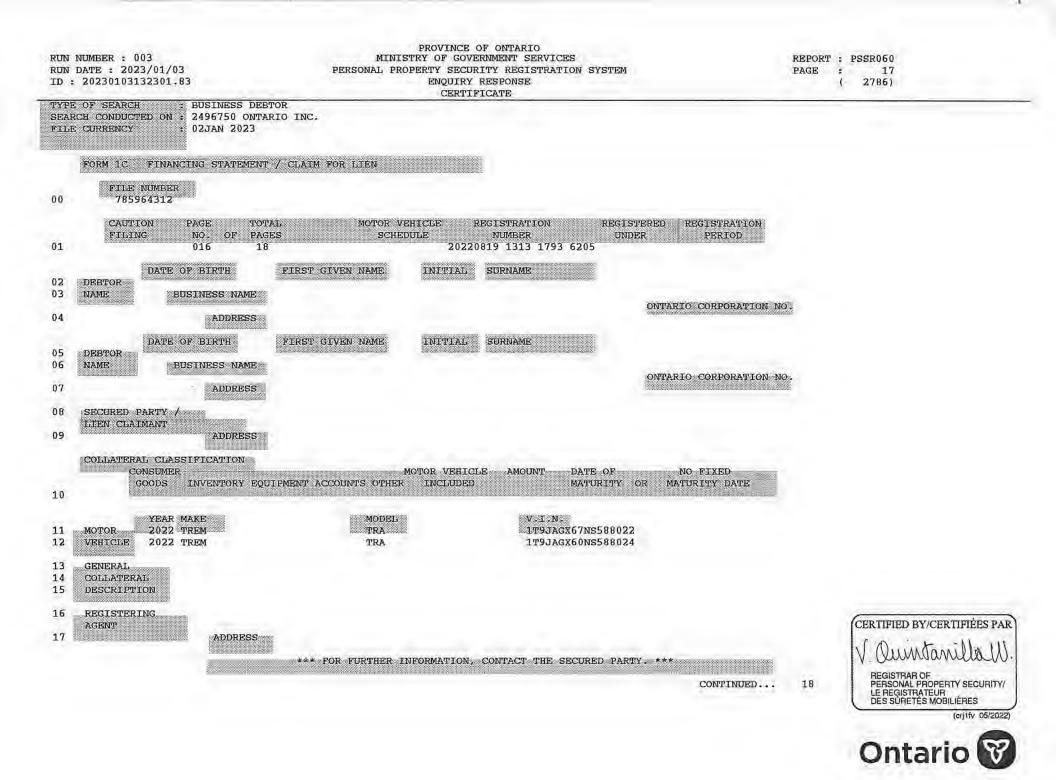
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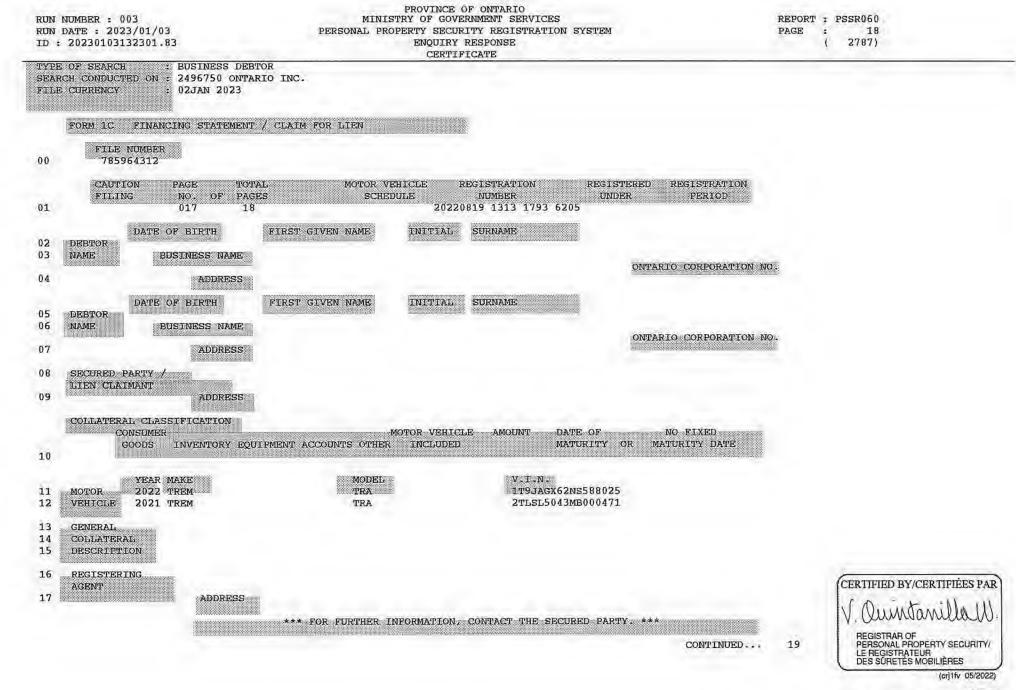






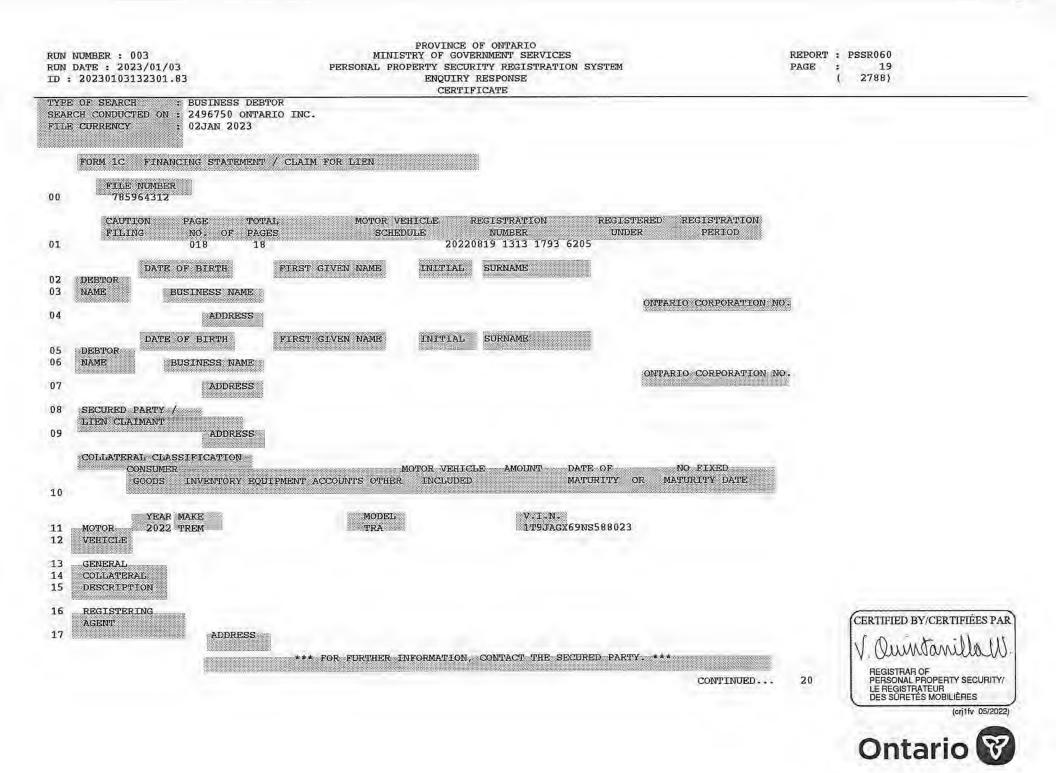


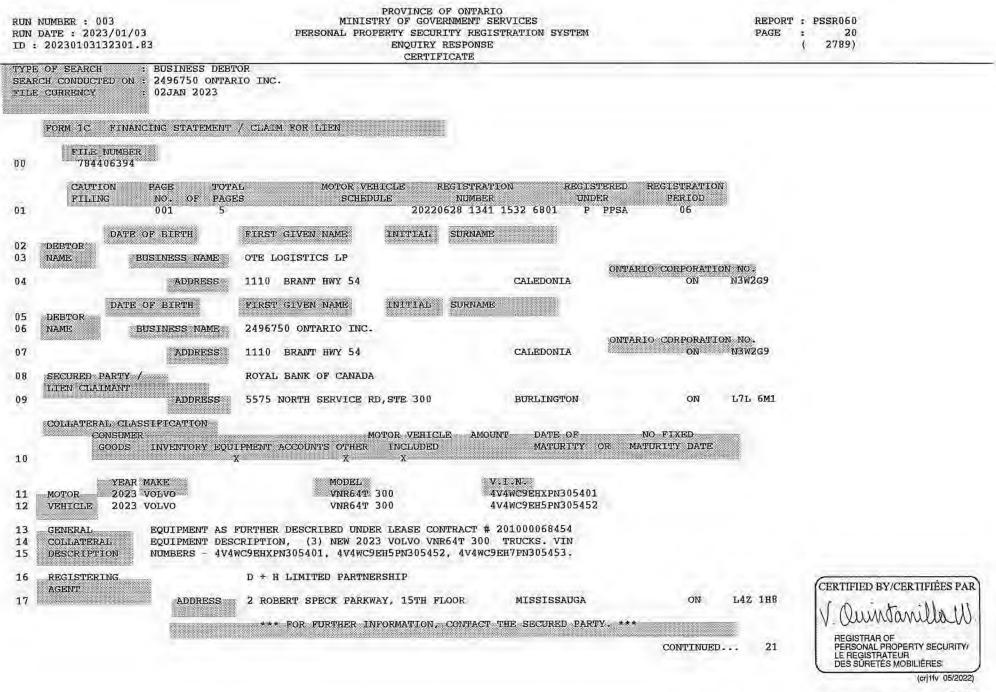




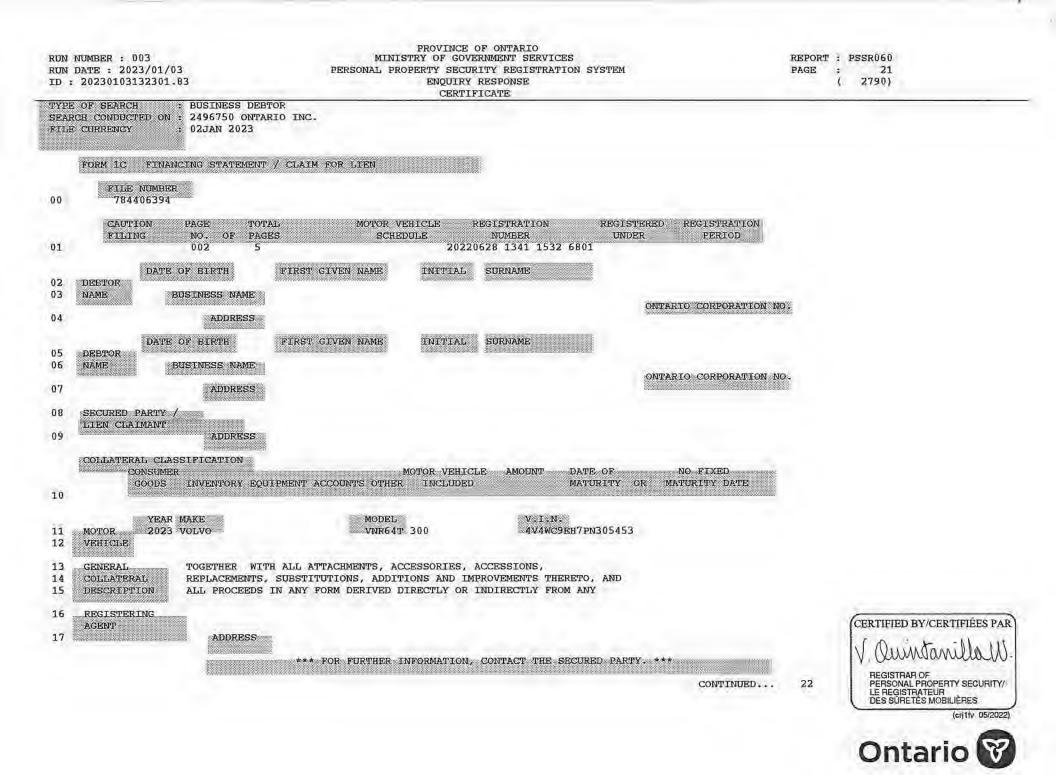


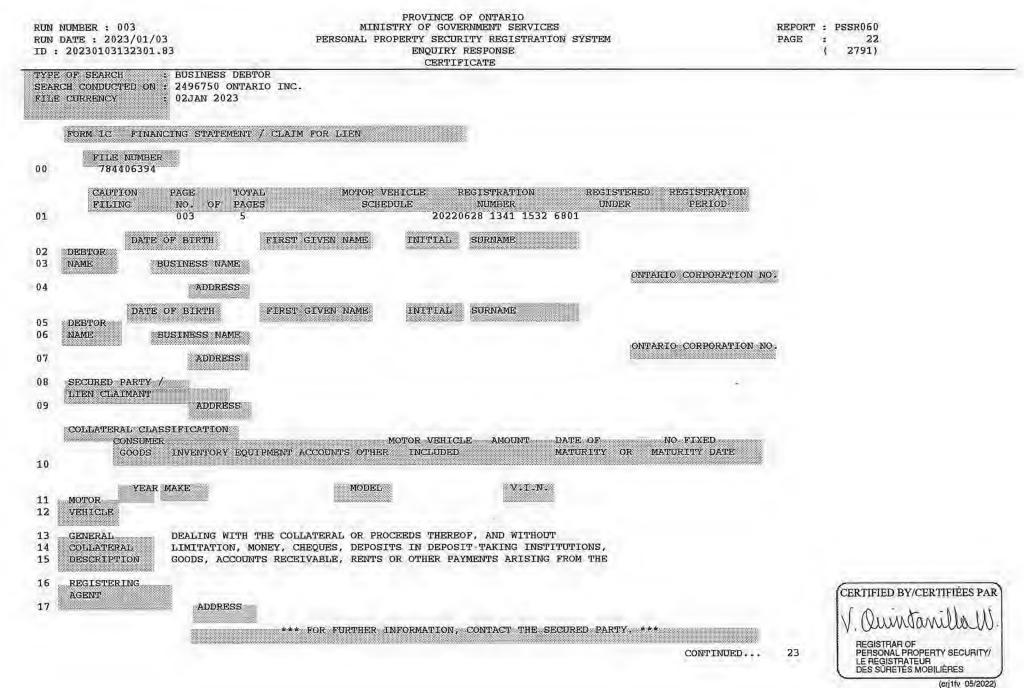
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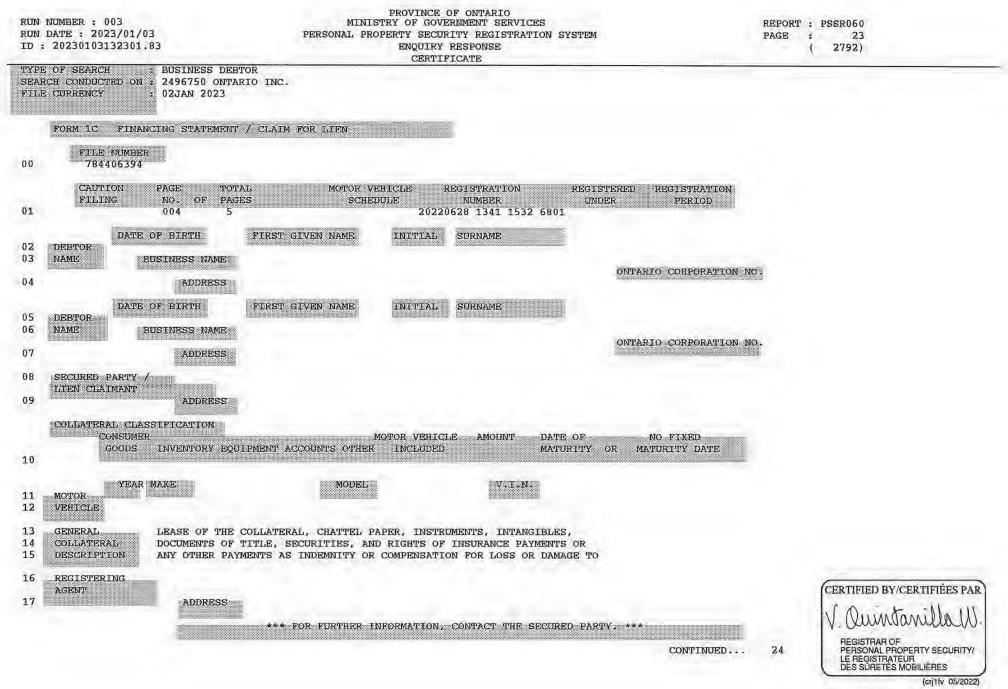


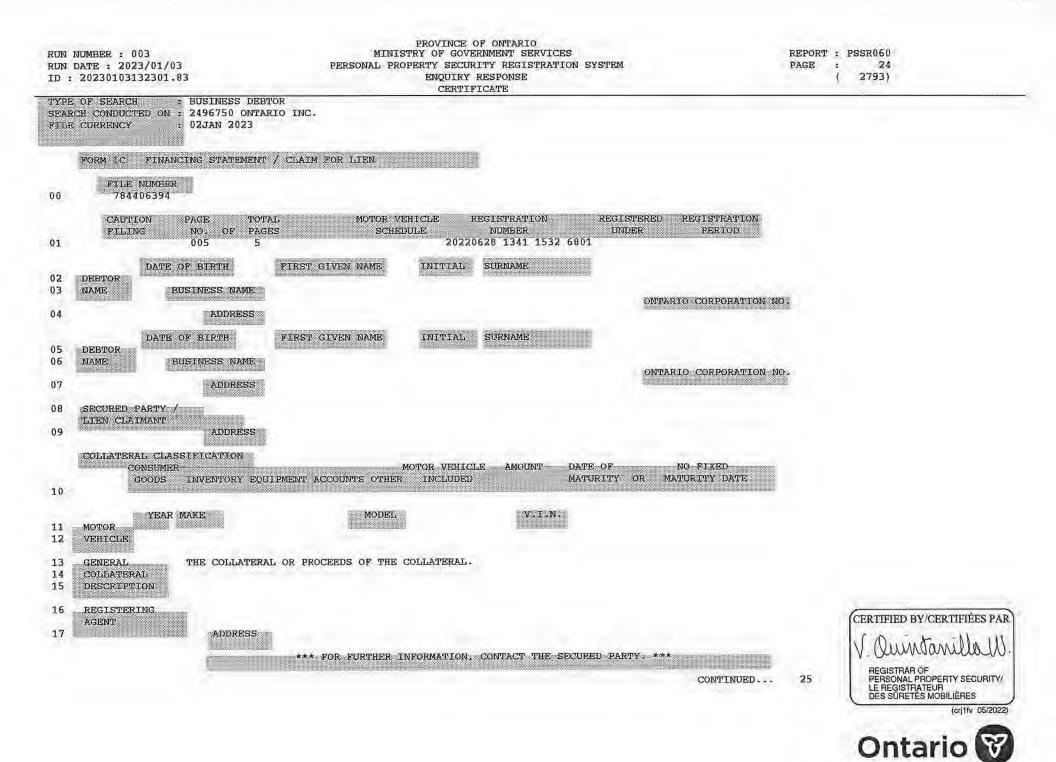


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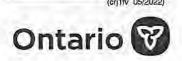


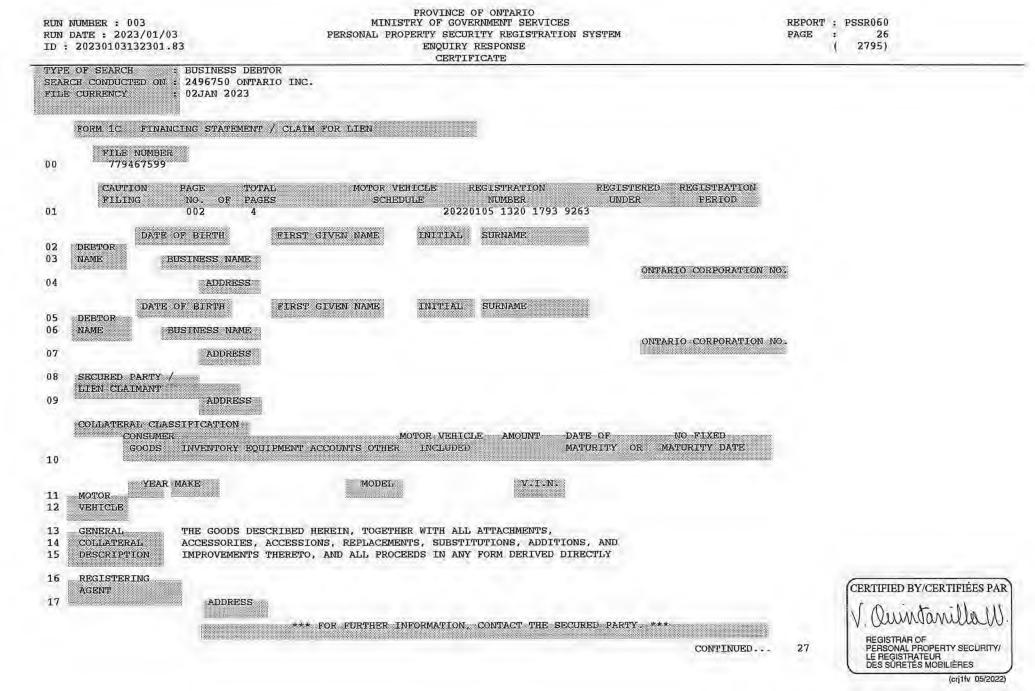




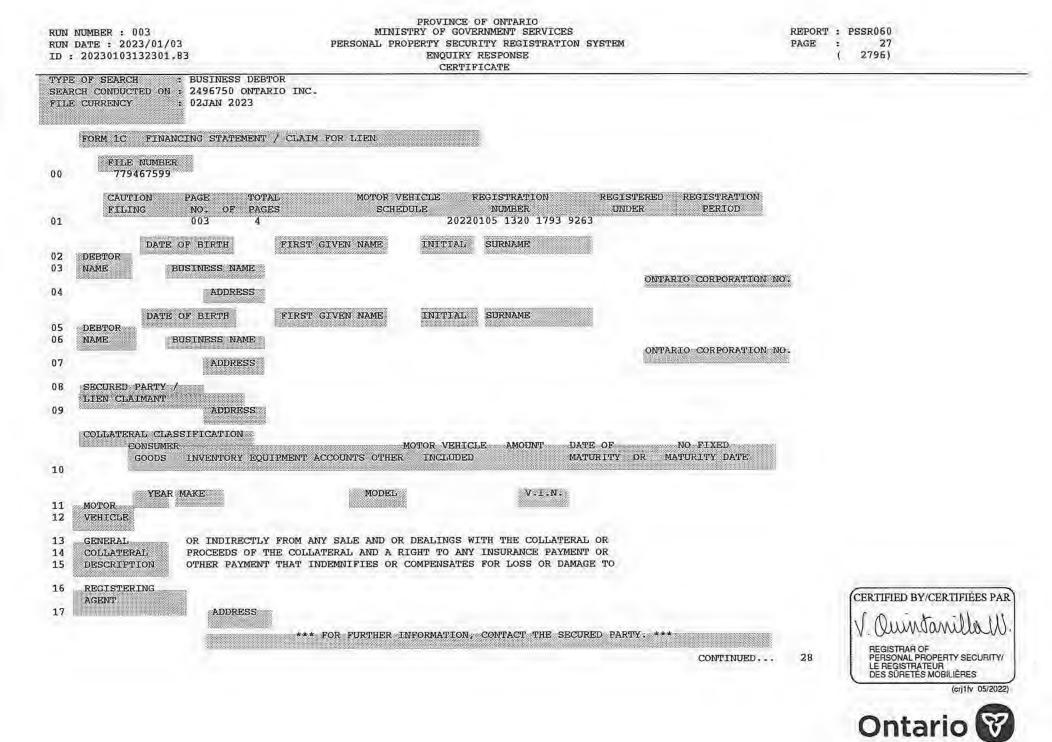


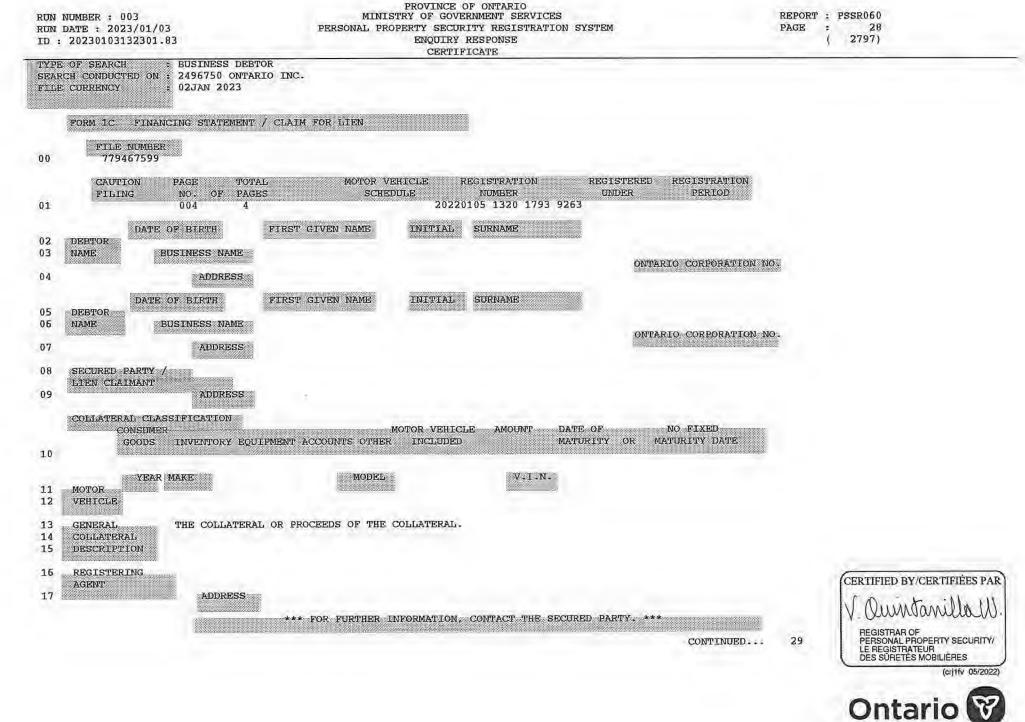
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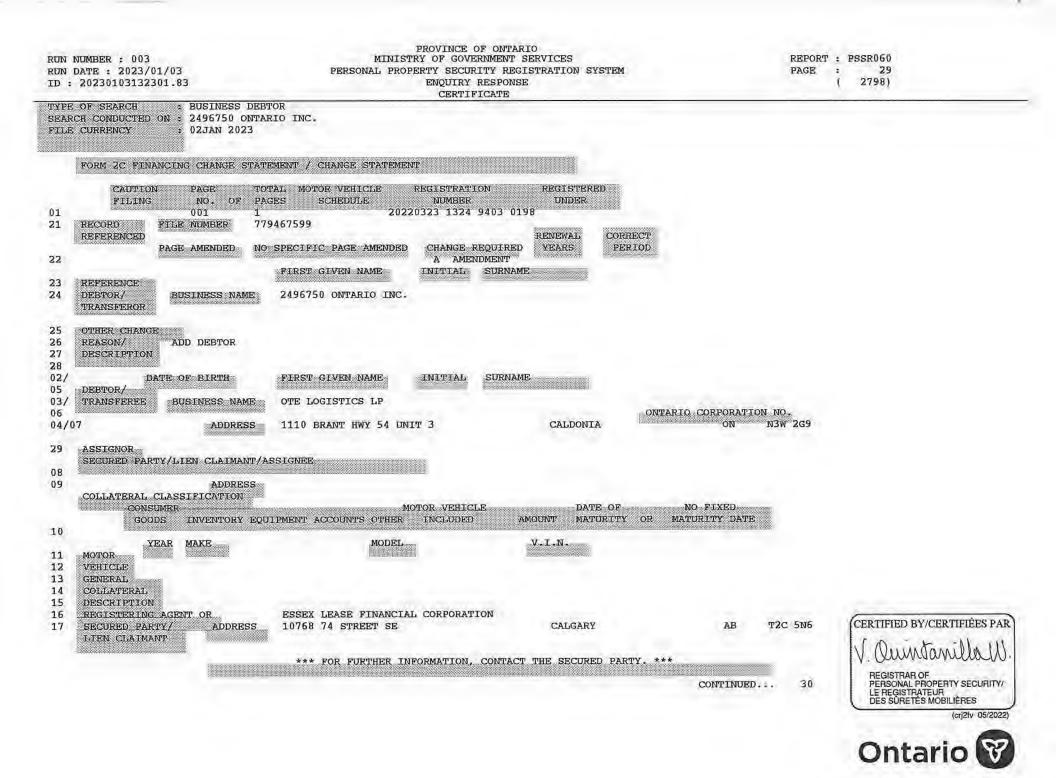


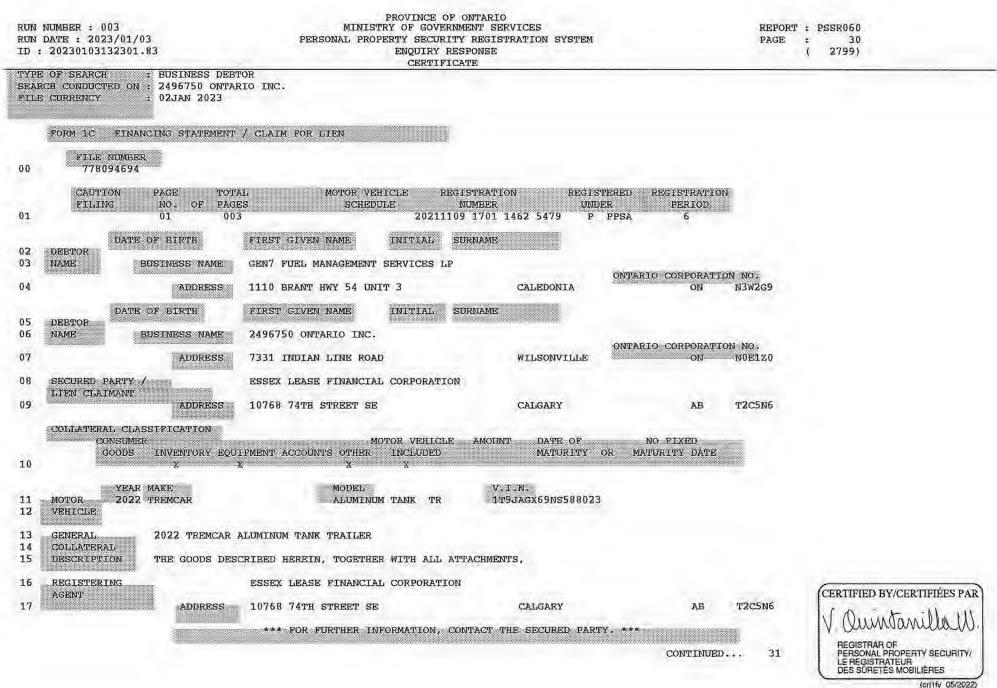


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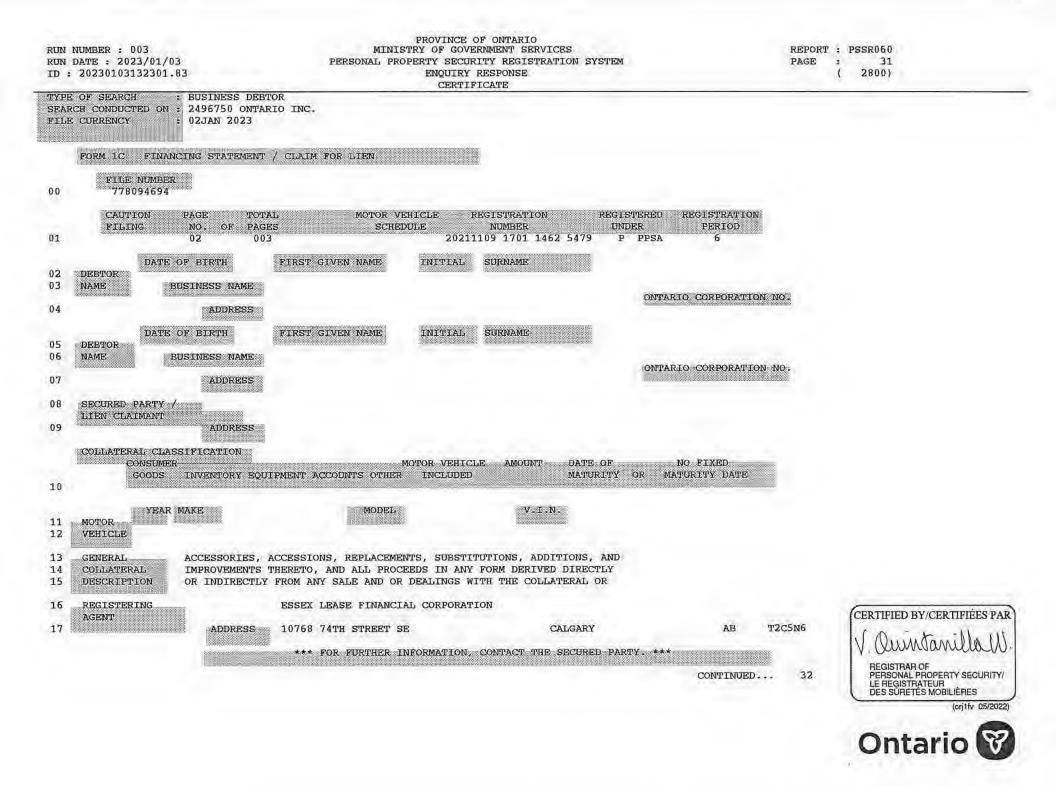


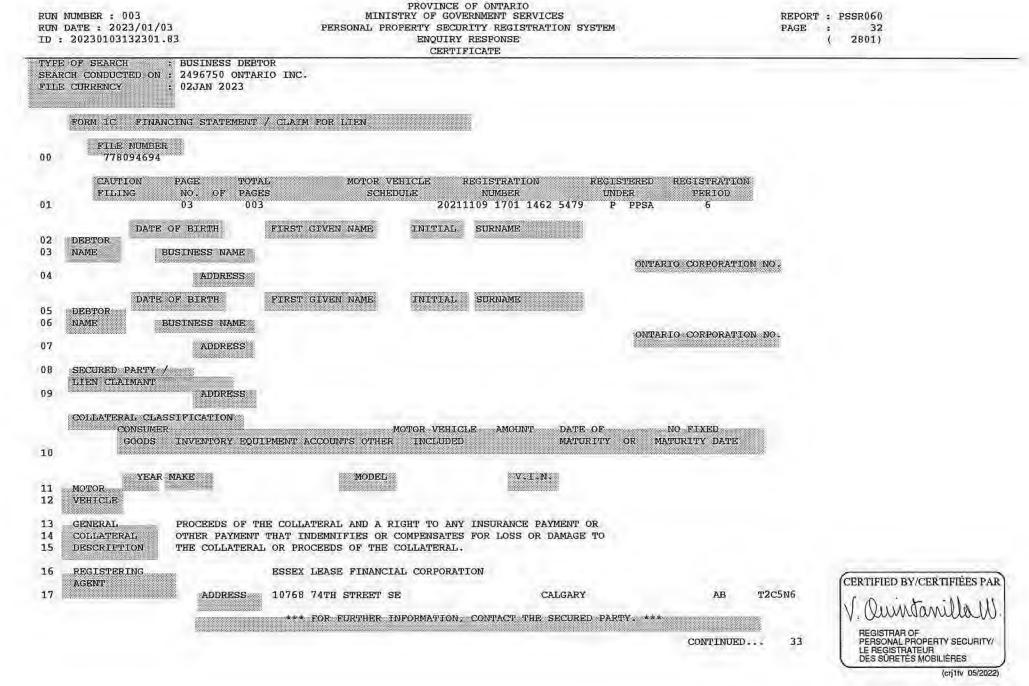




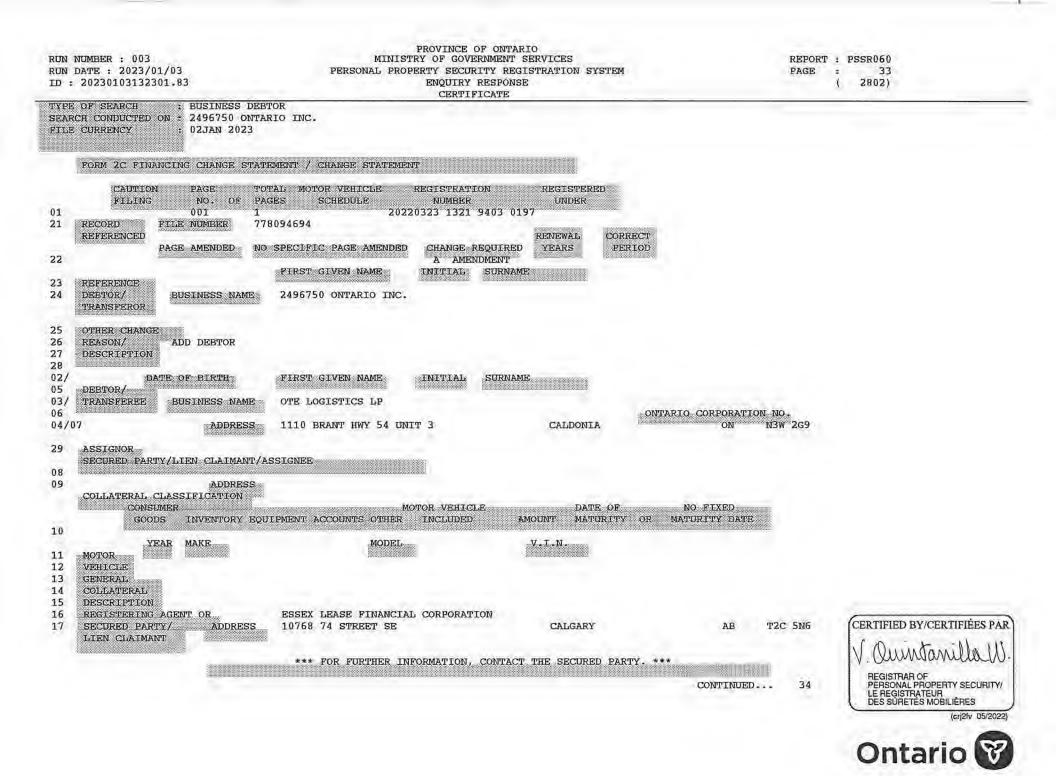


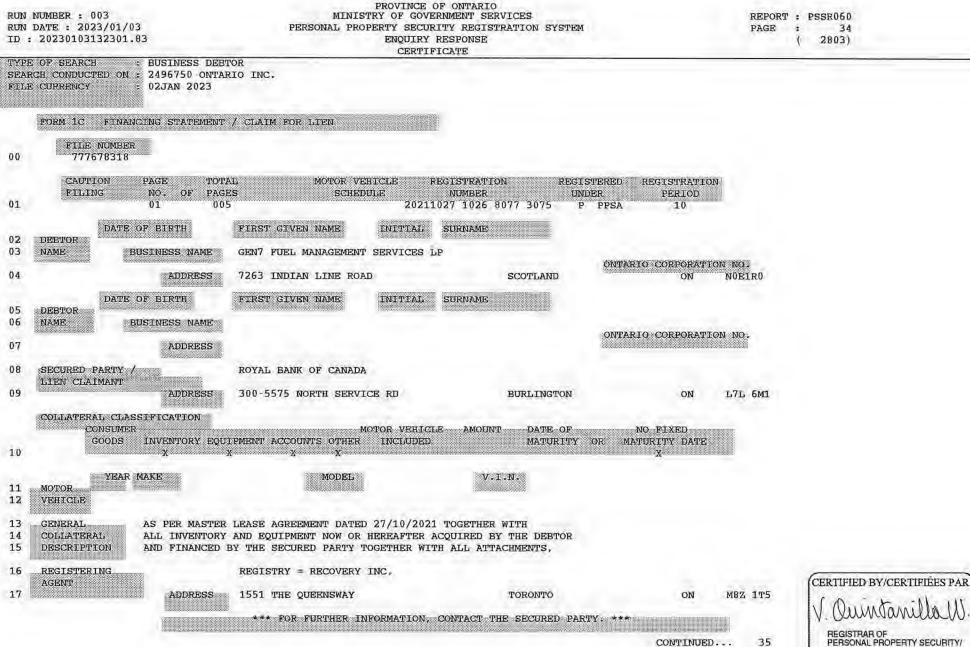
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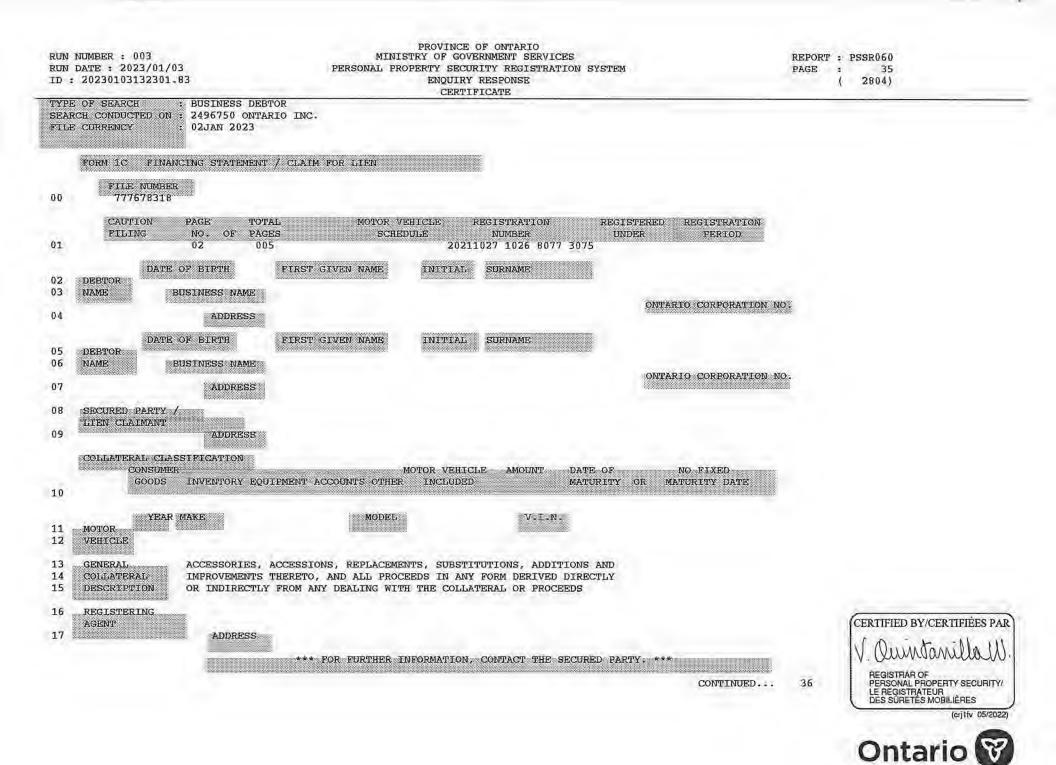


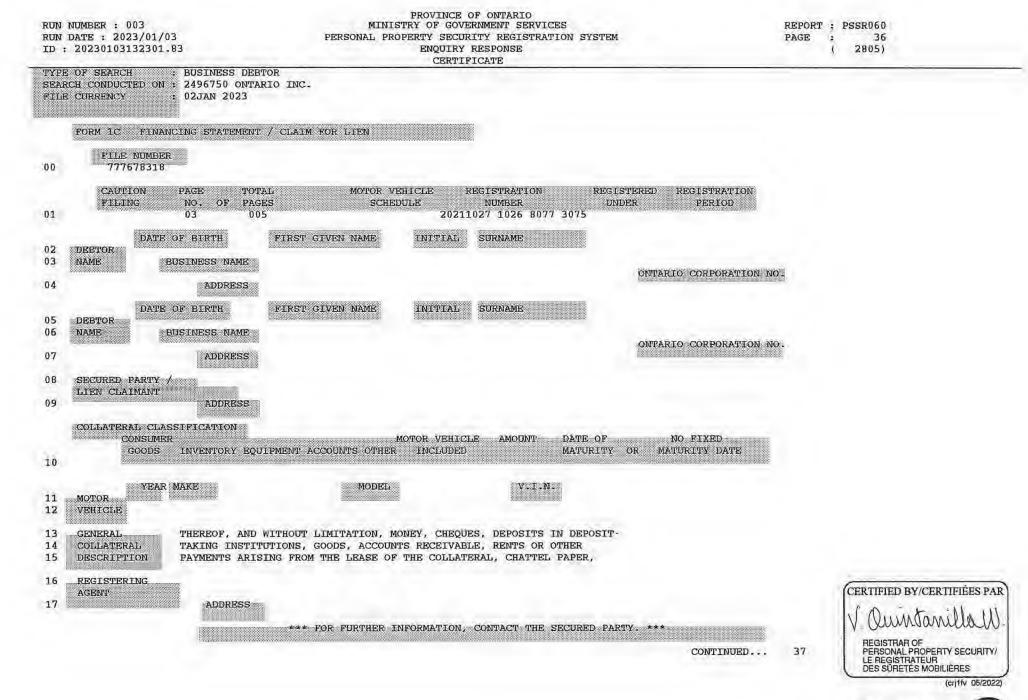
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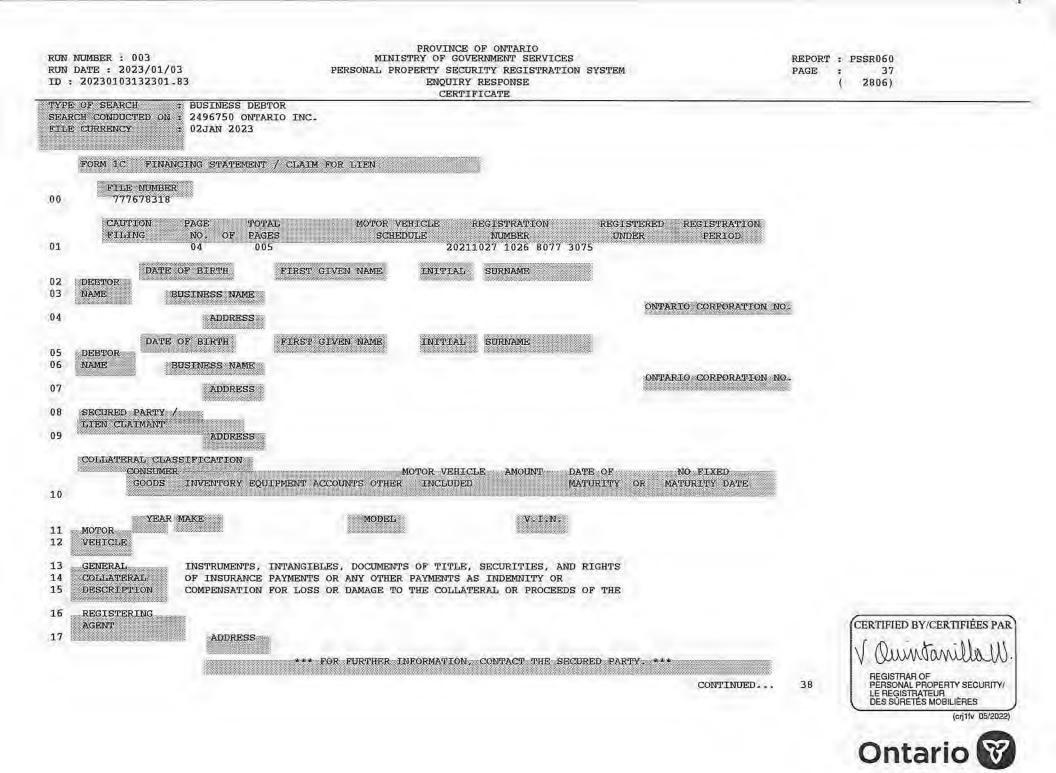
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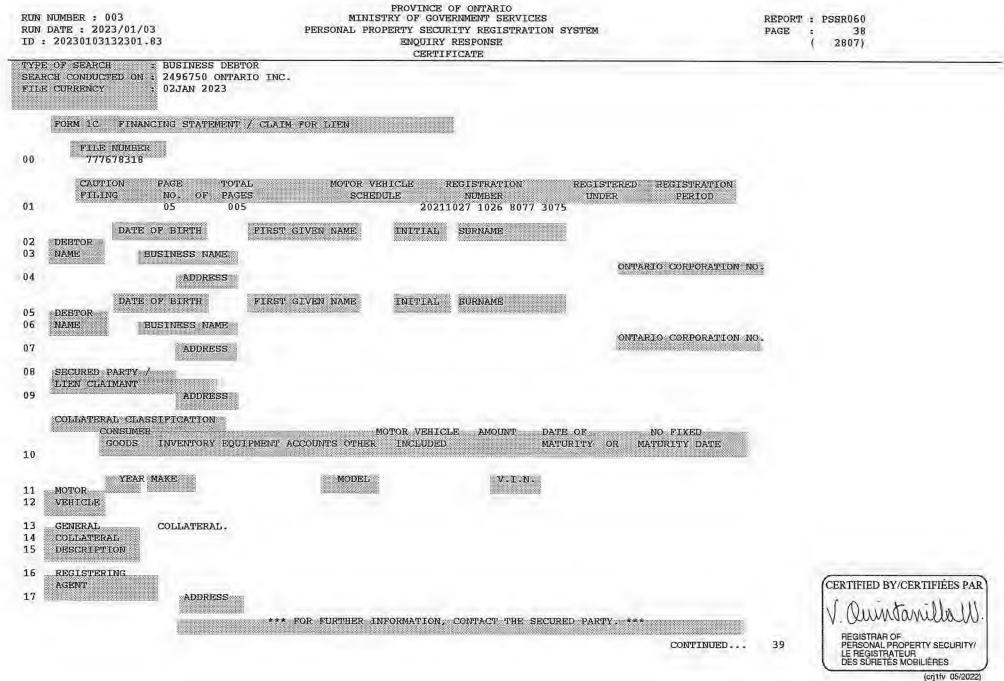


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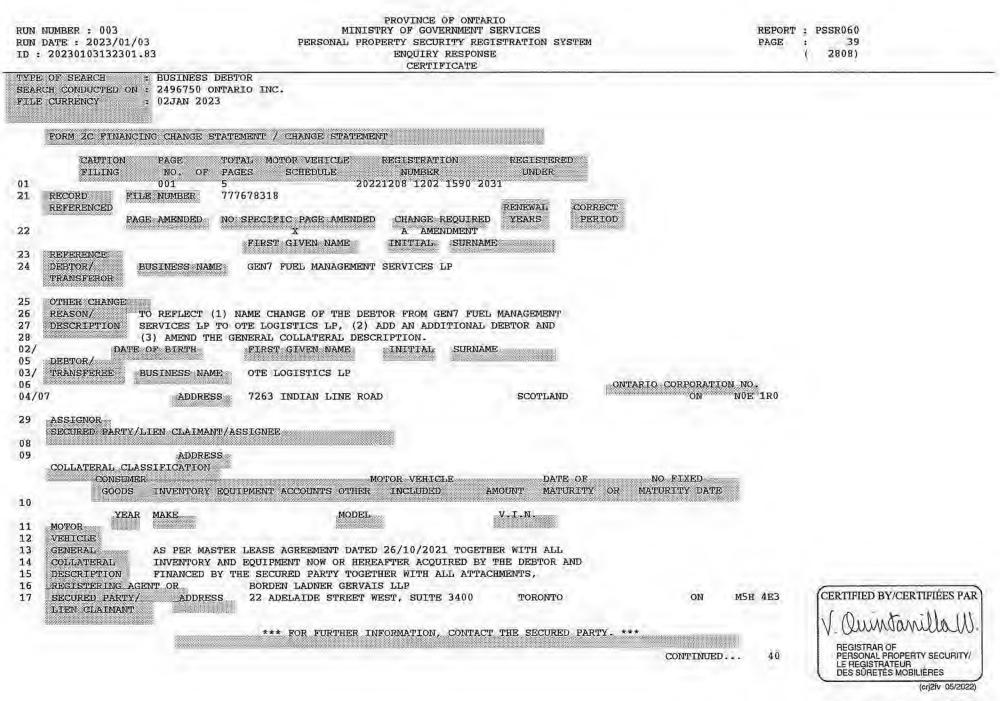




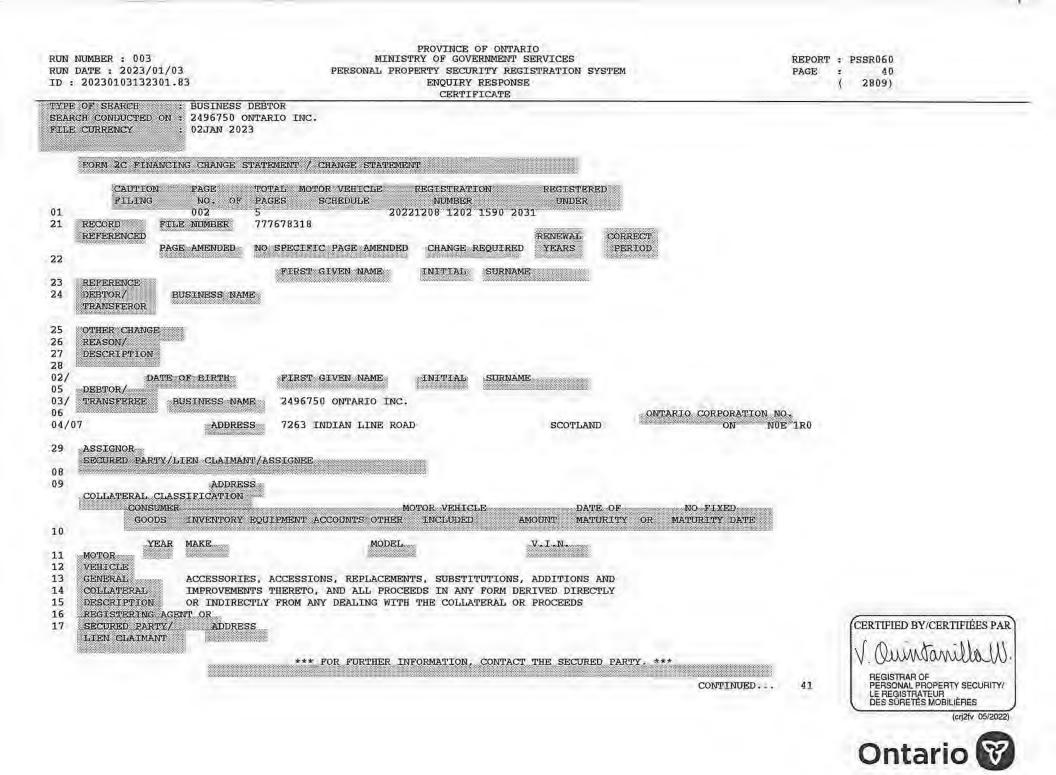


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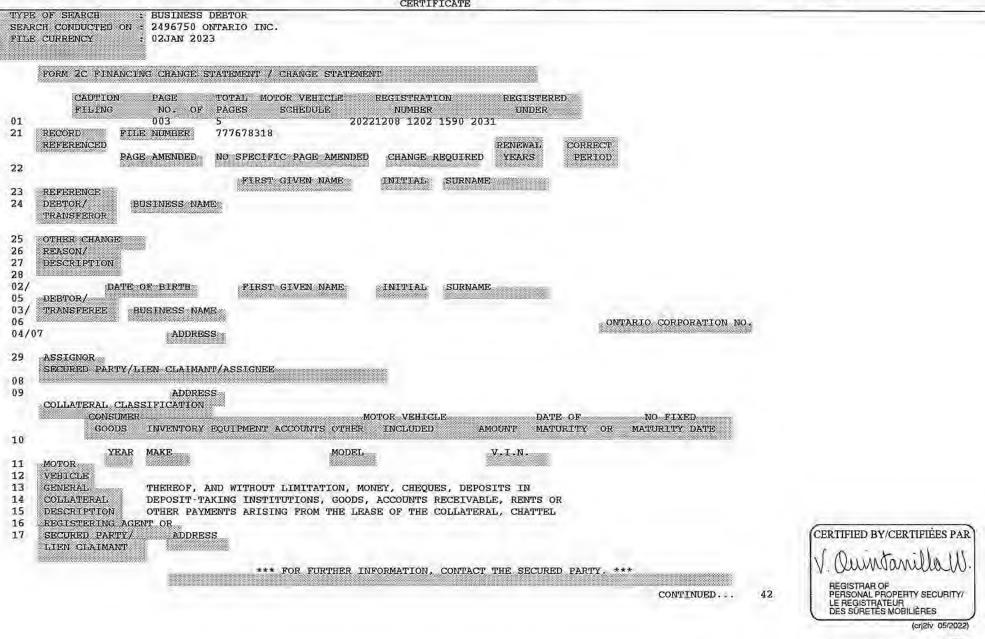




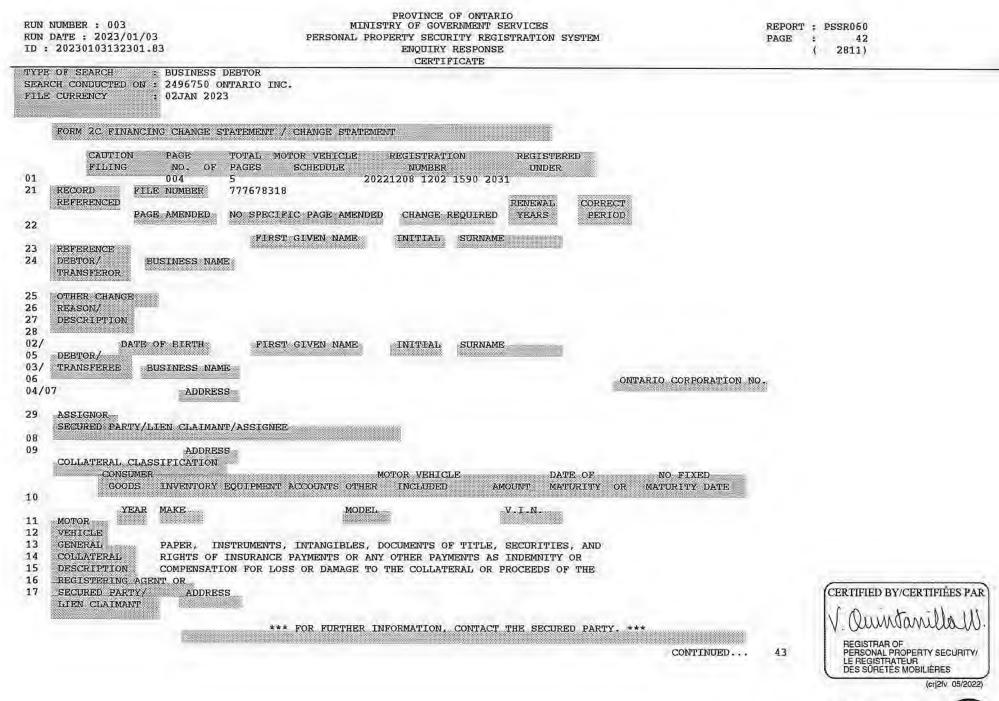
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## PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

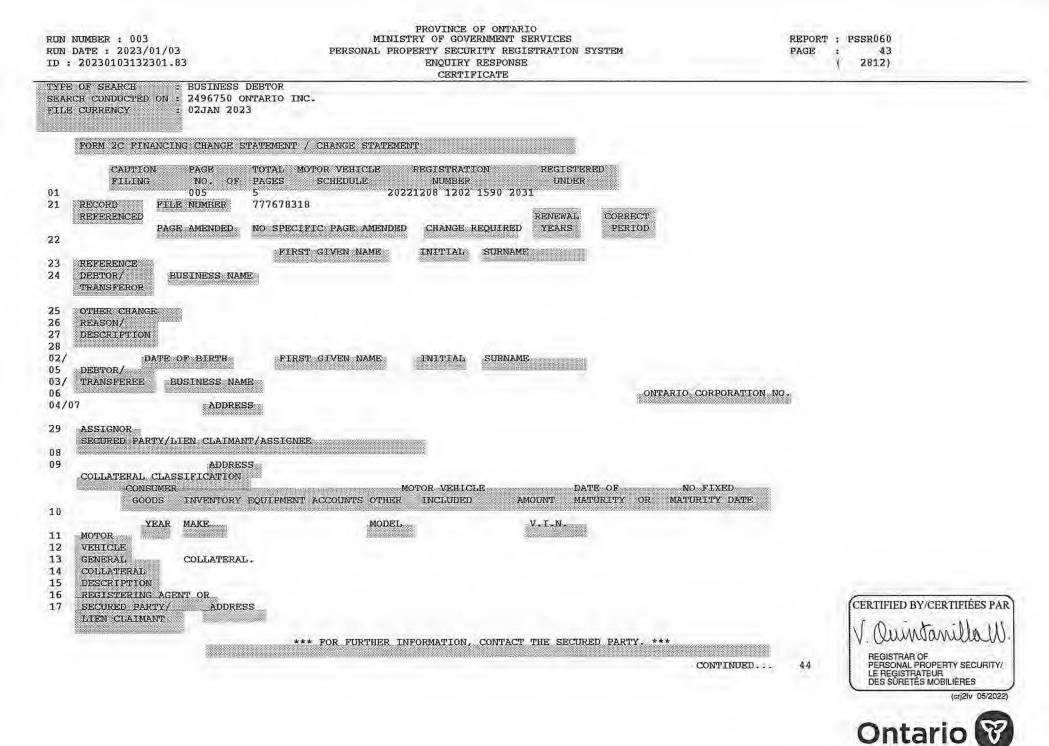
REPORT : PSSR060 PAGE : 41 ( 2810)

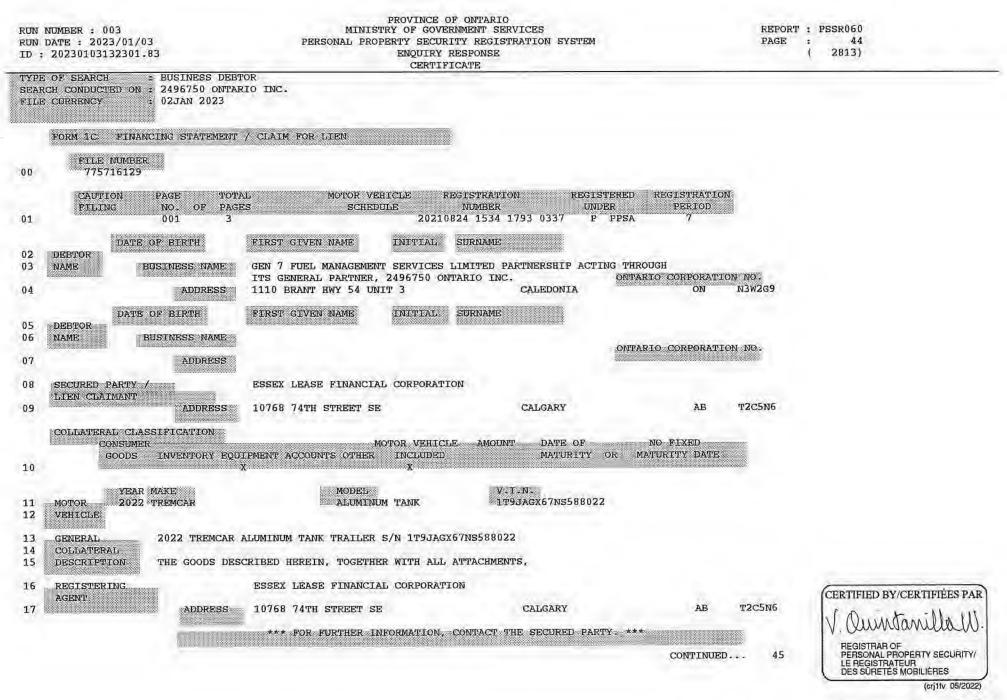


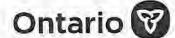
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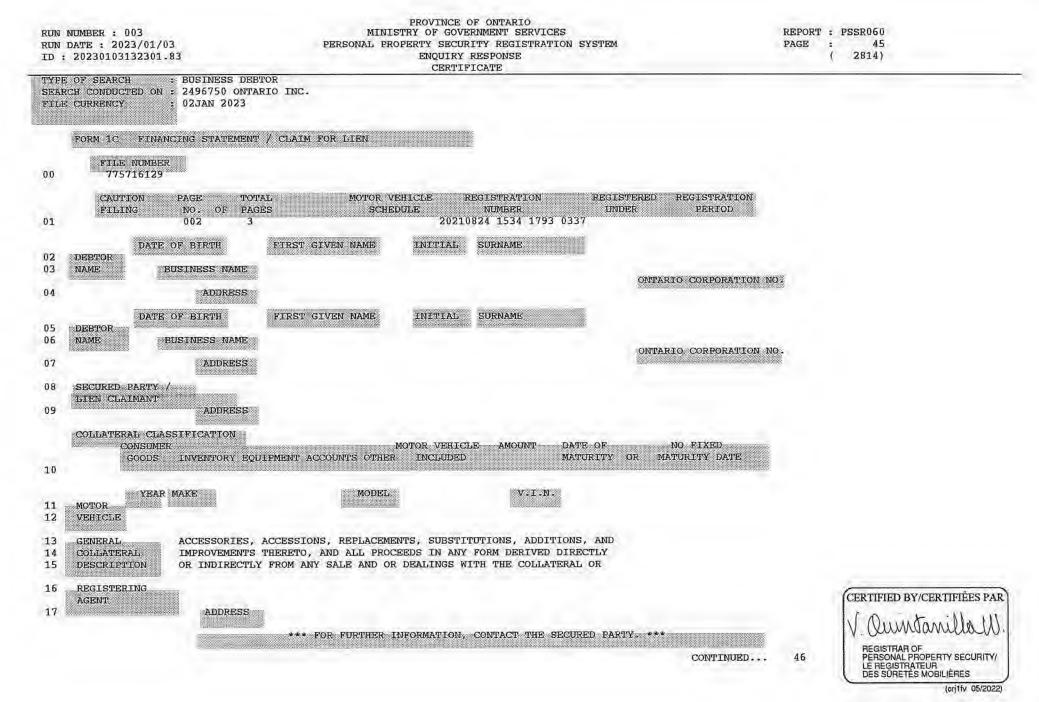


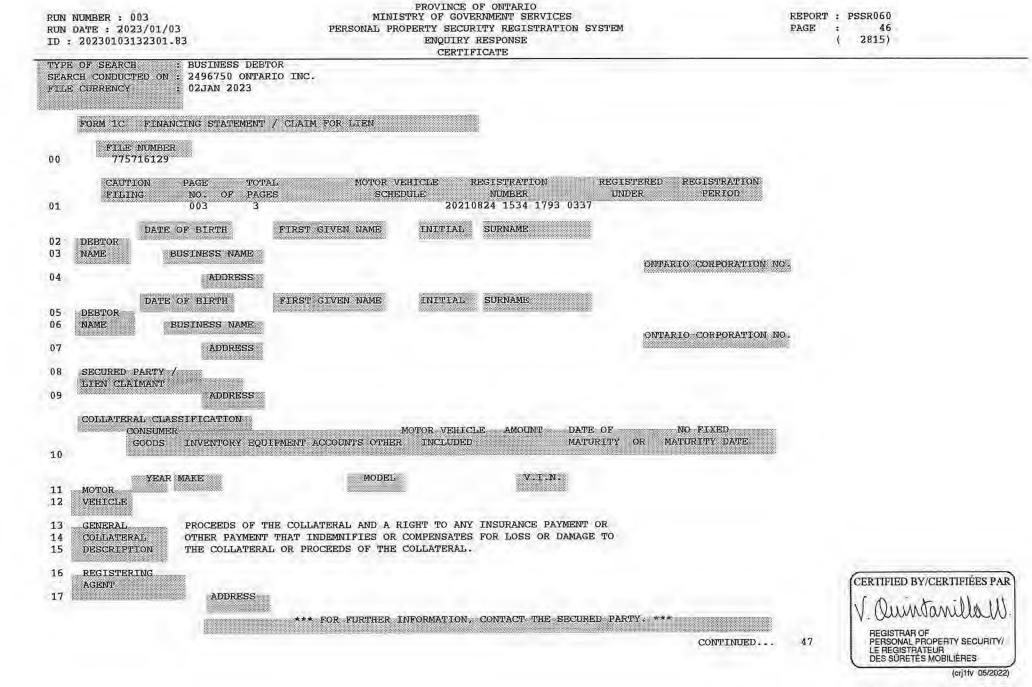
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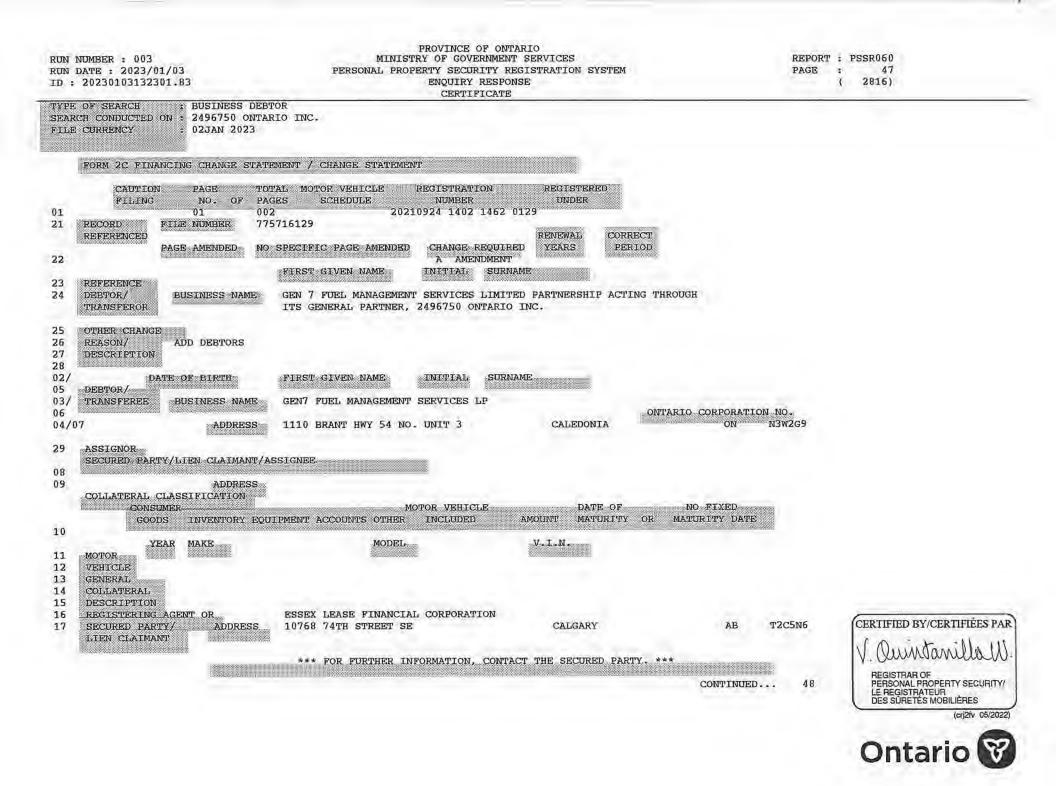




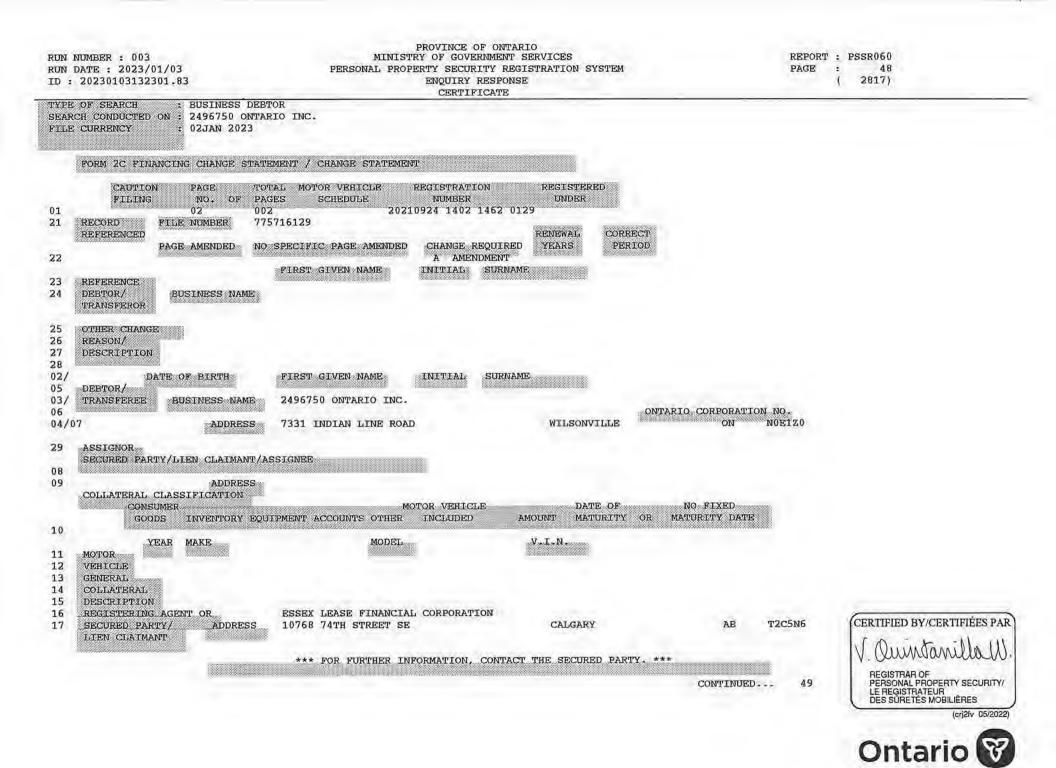


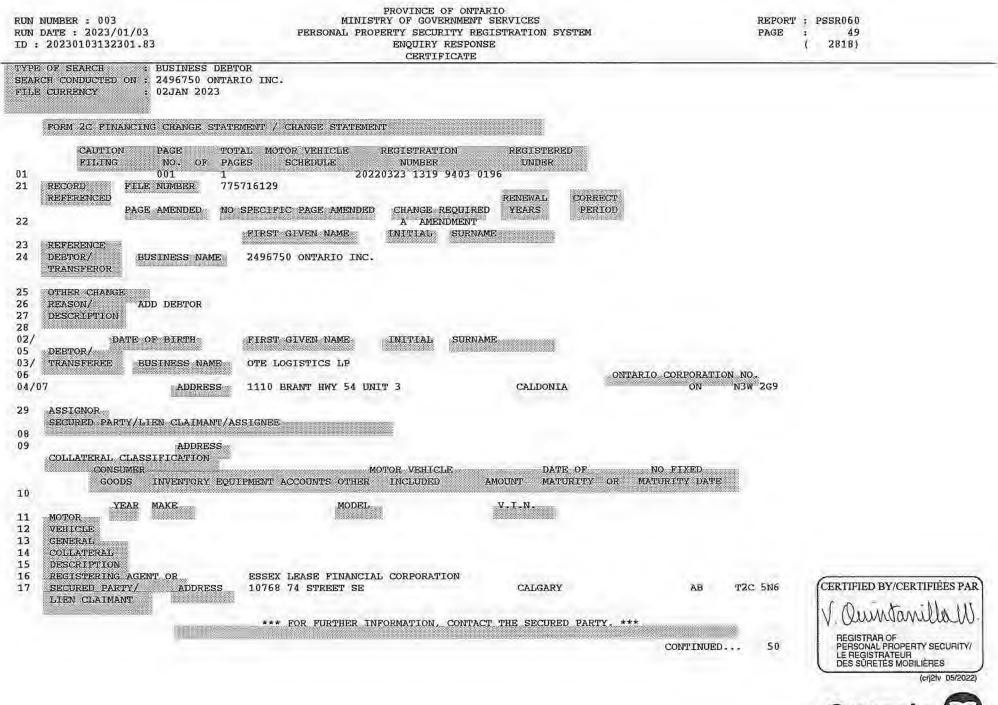




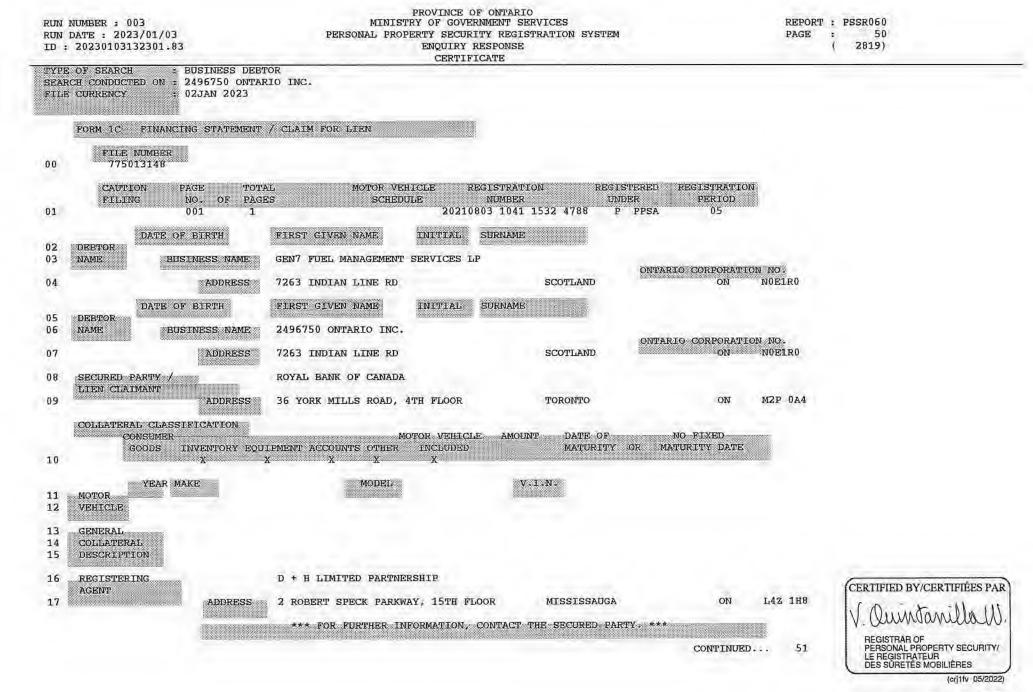


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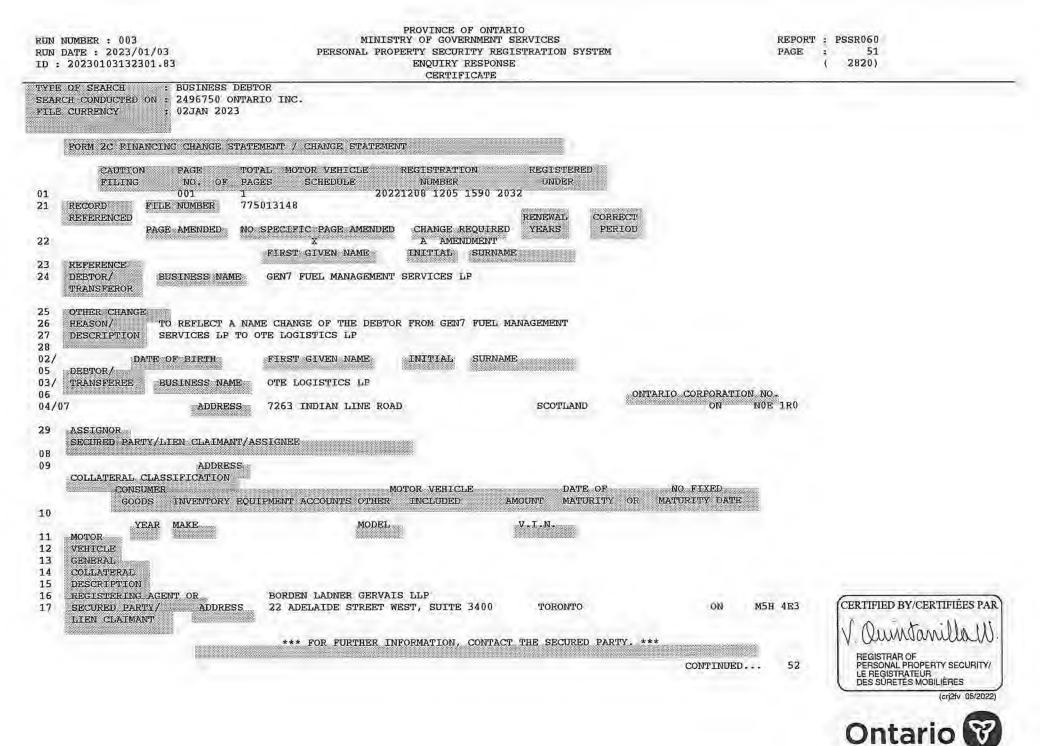


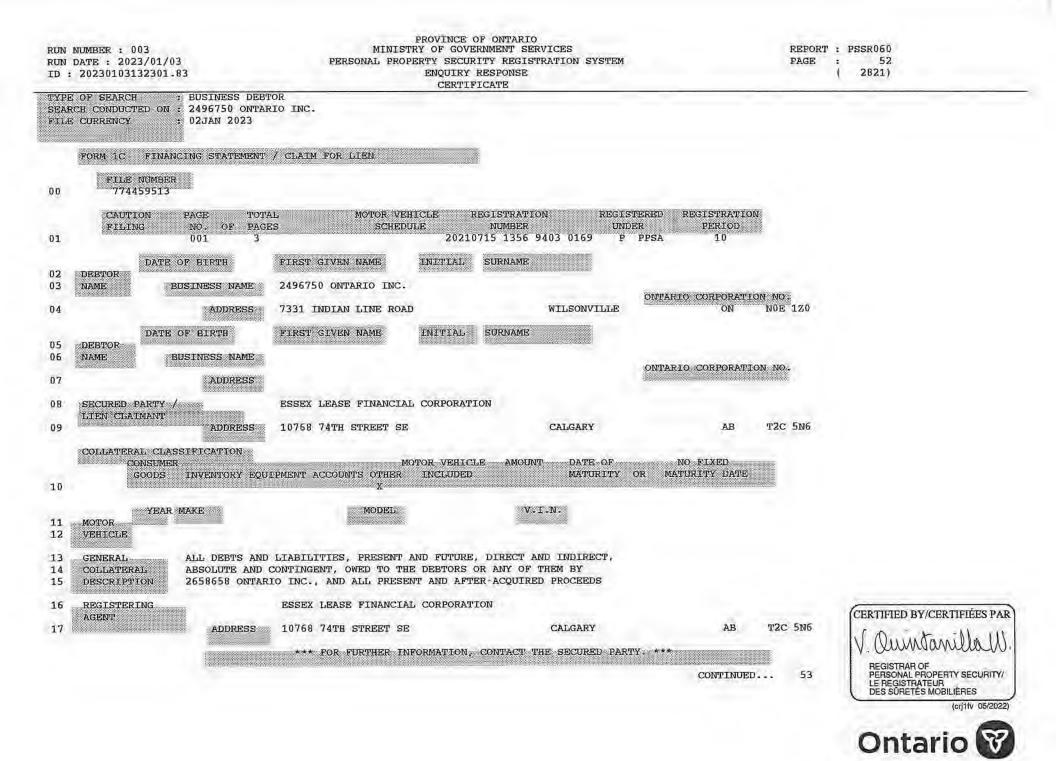
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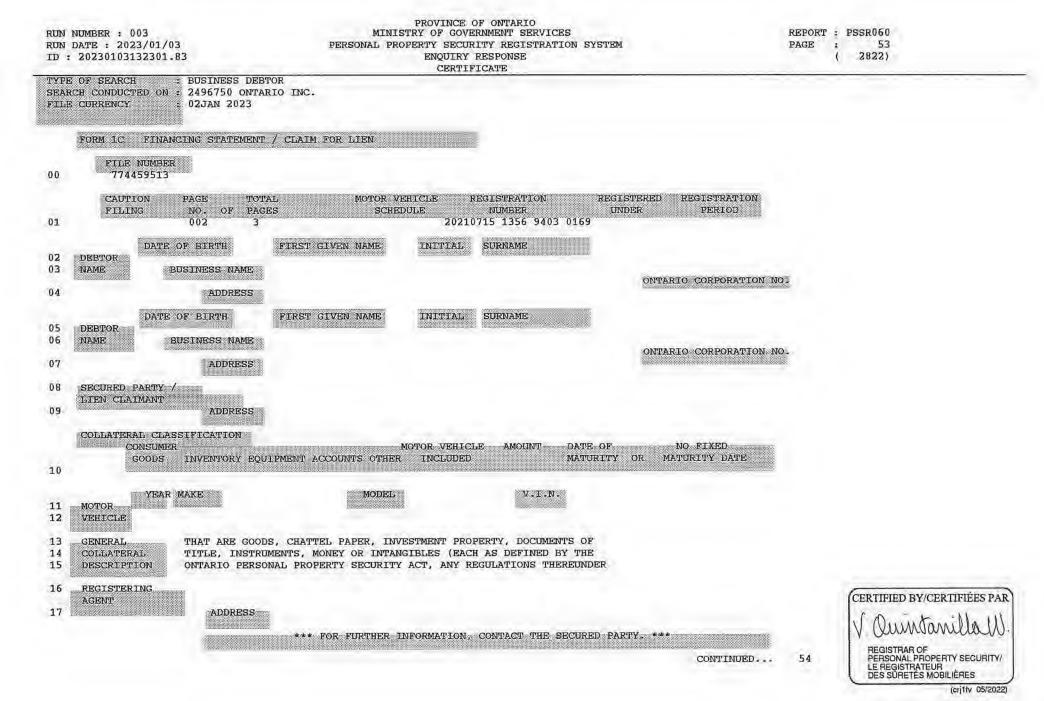




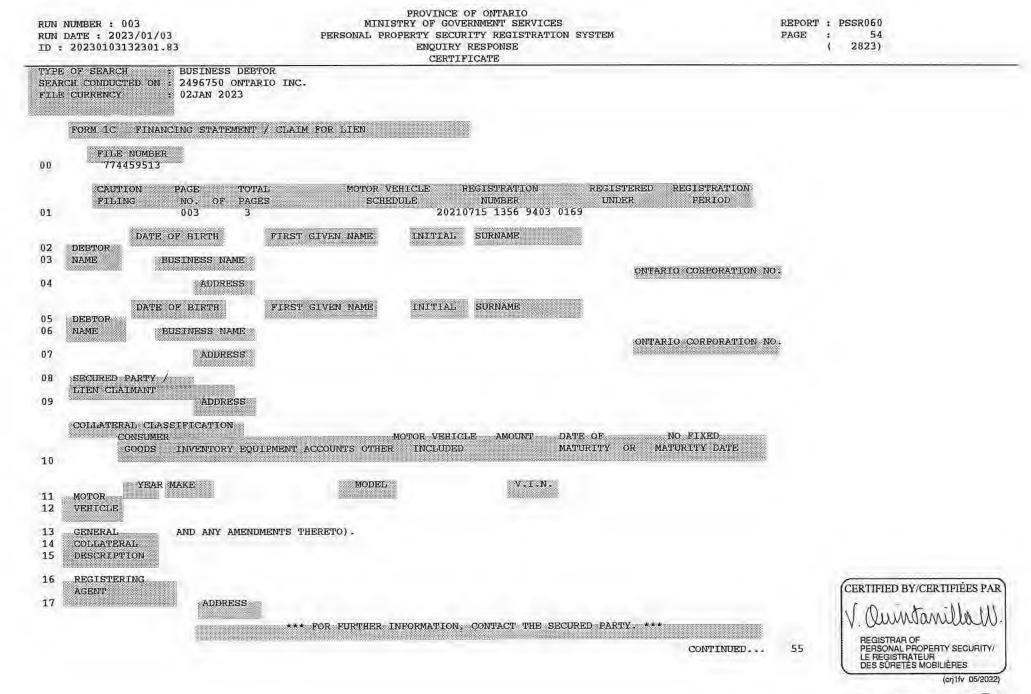
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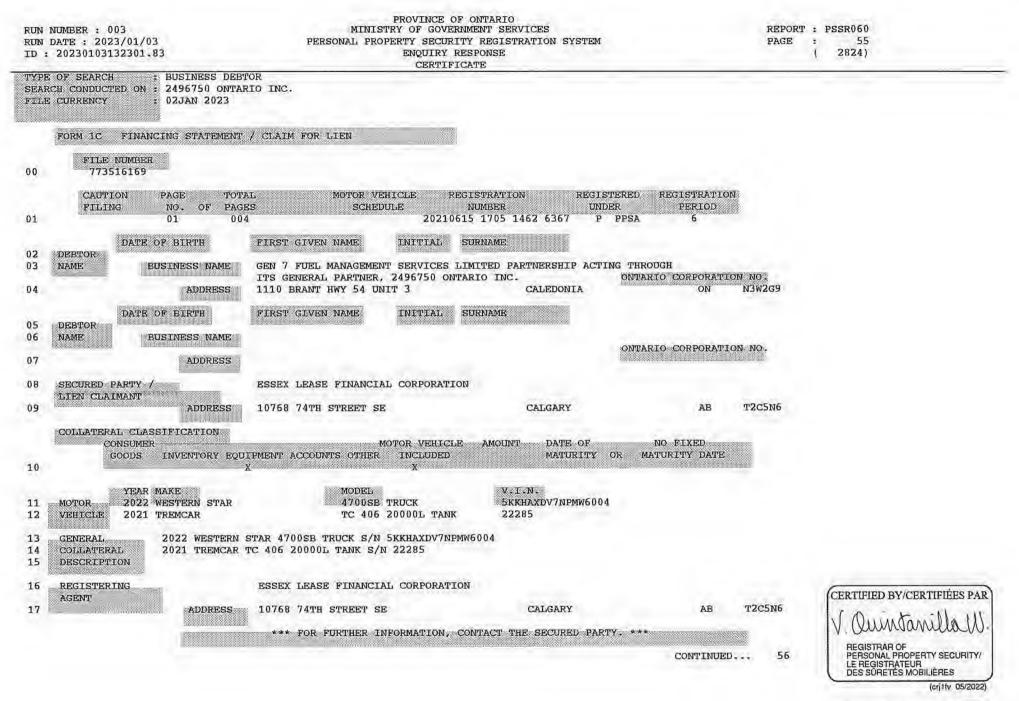


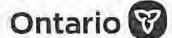


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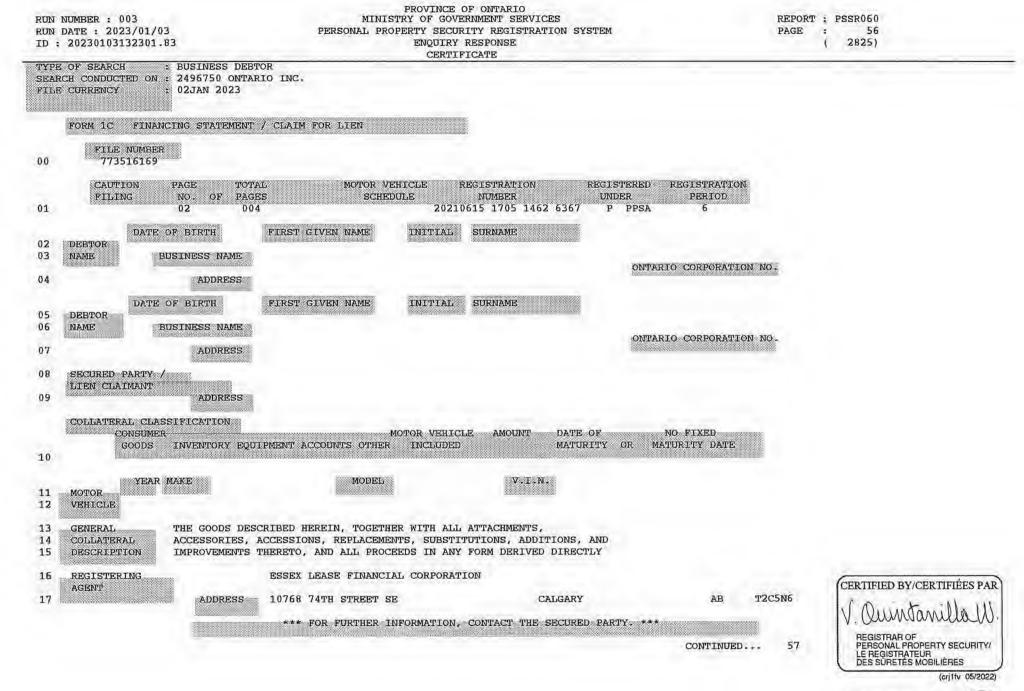


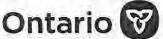


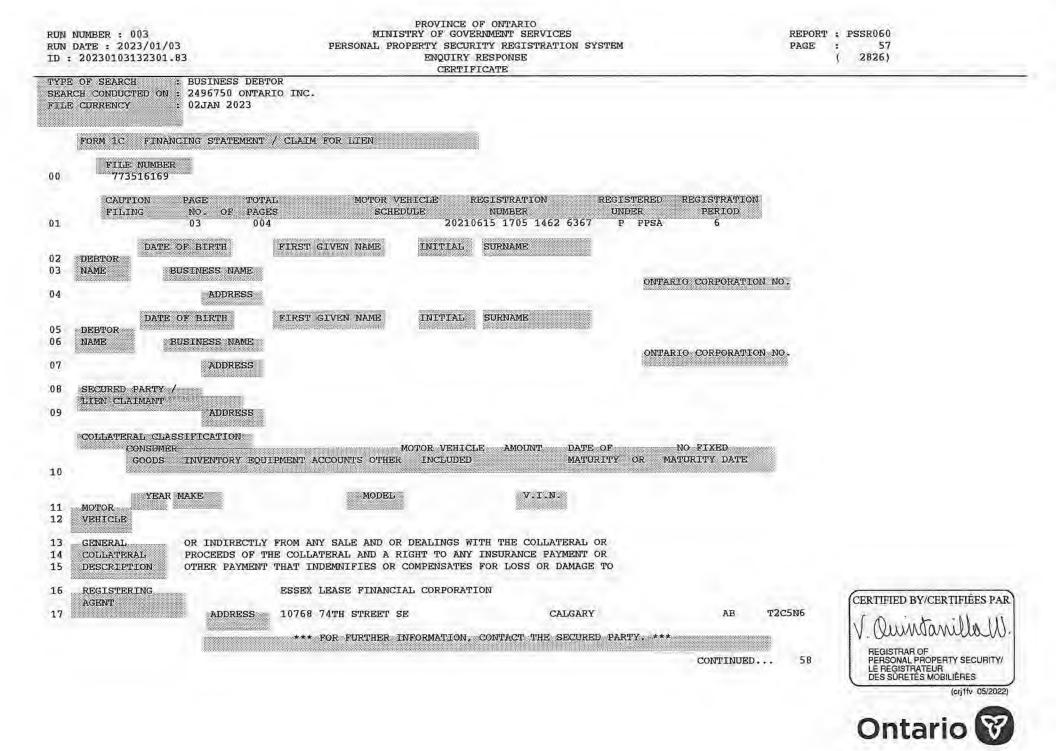


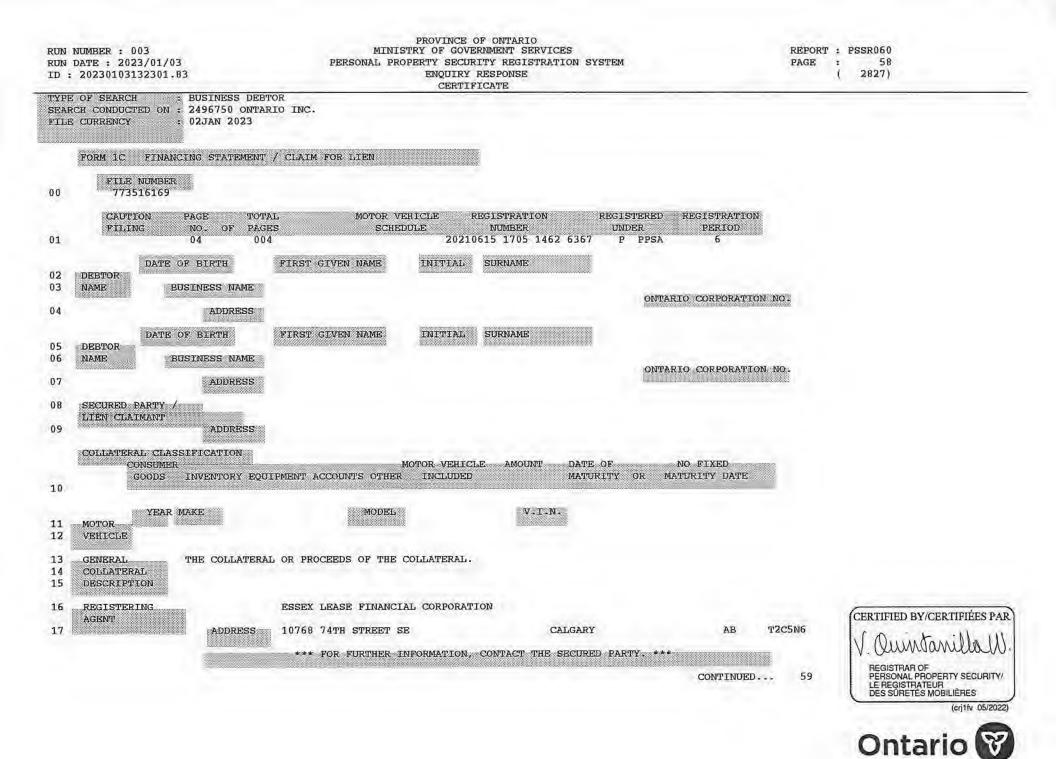


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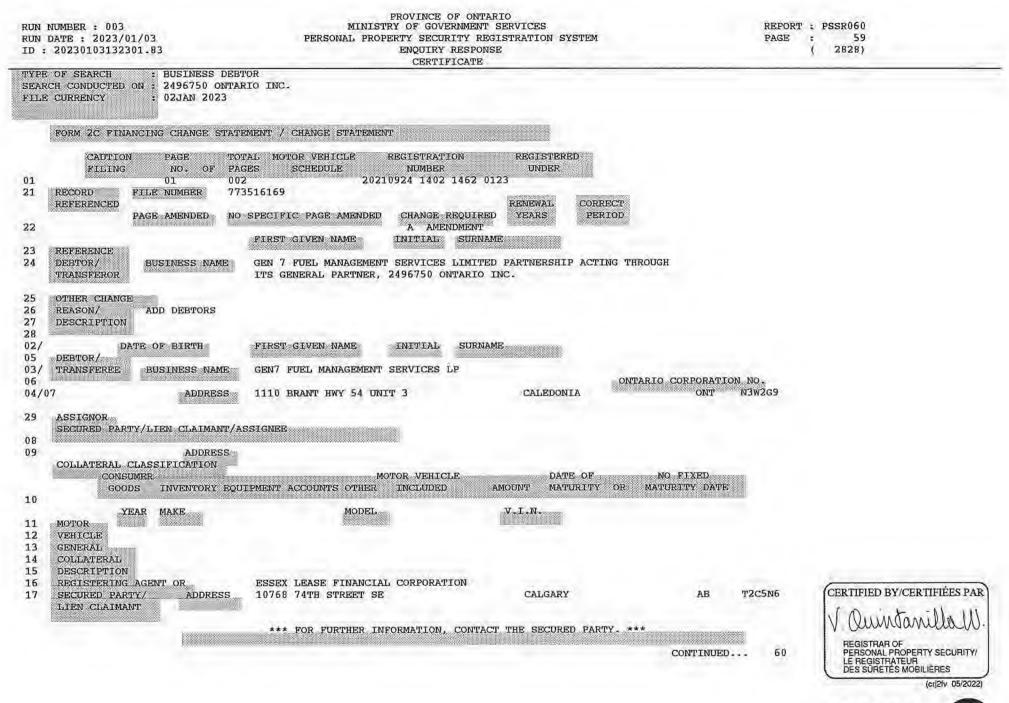


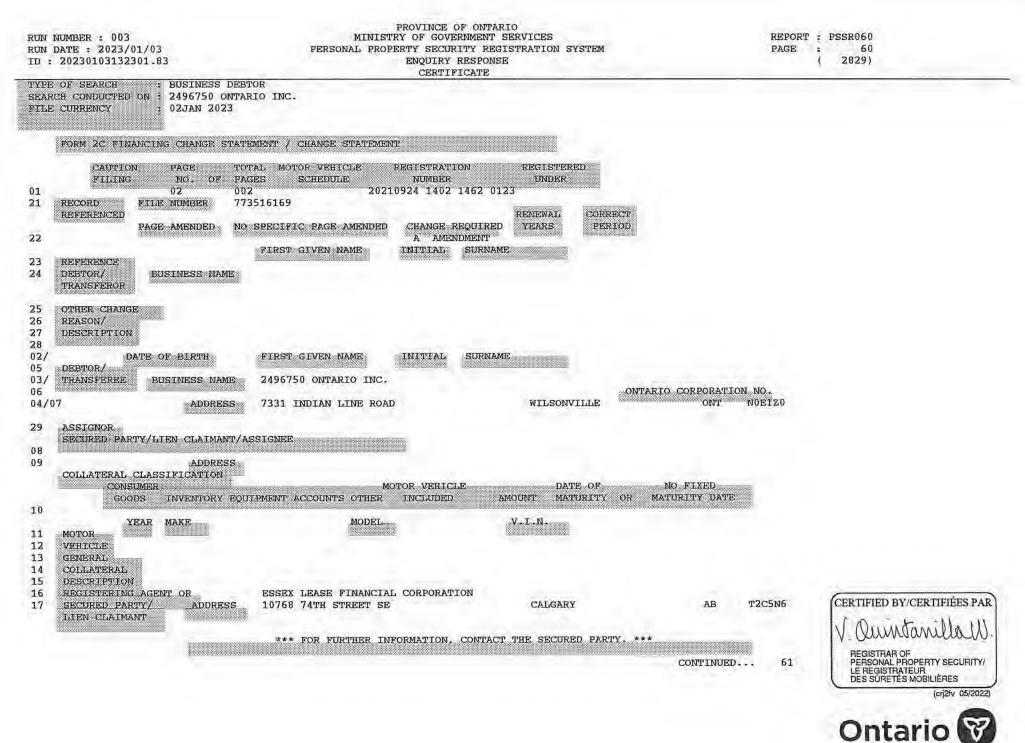


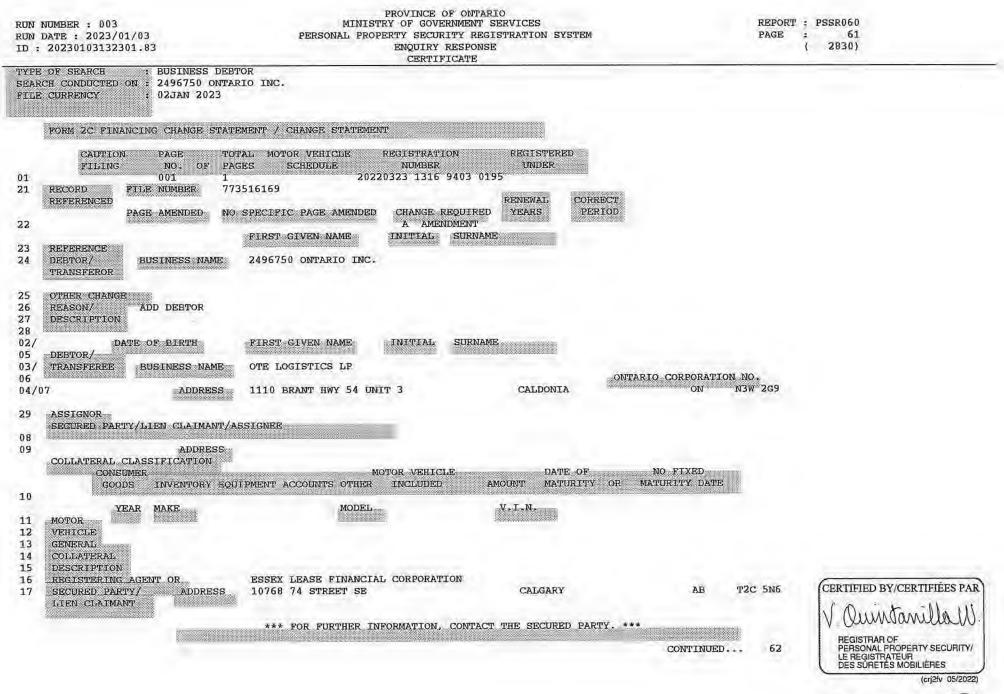




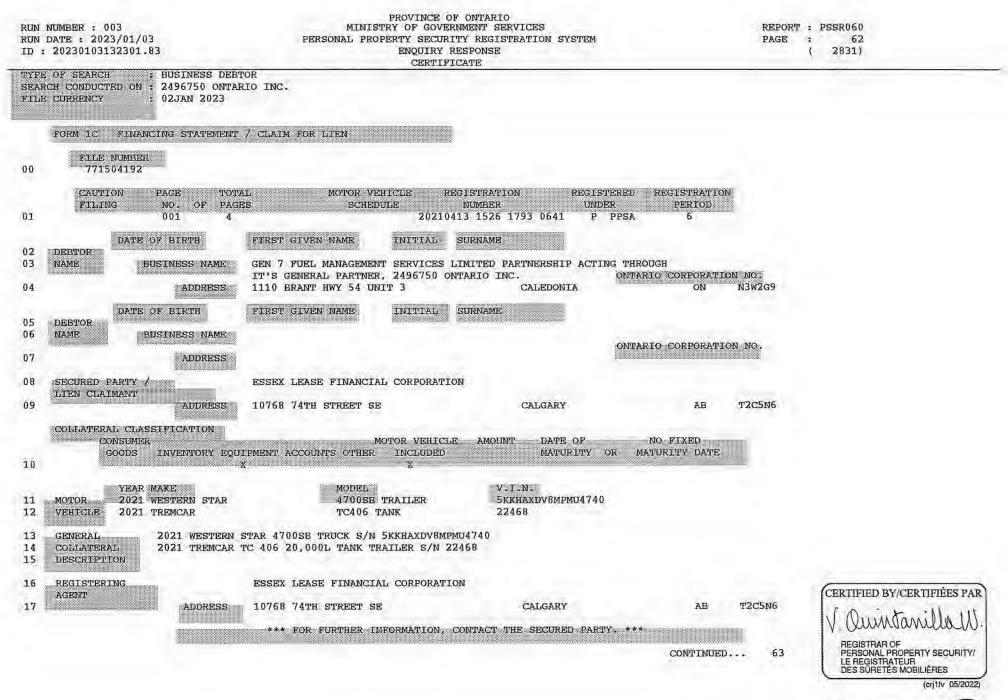




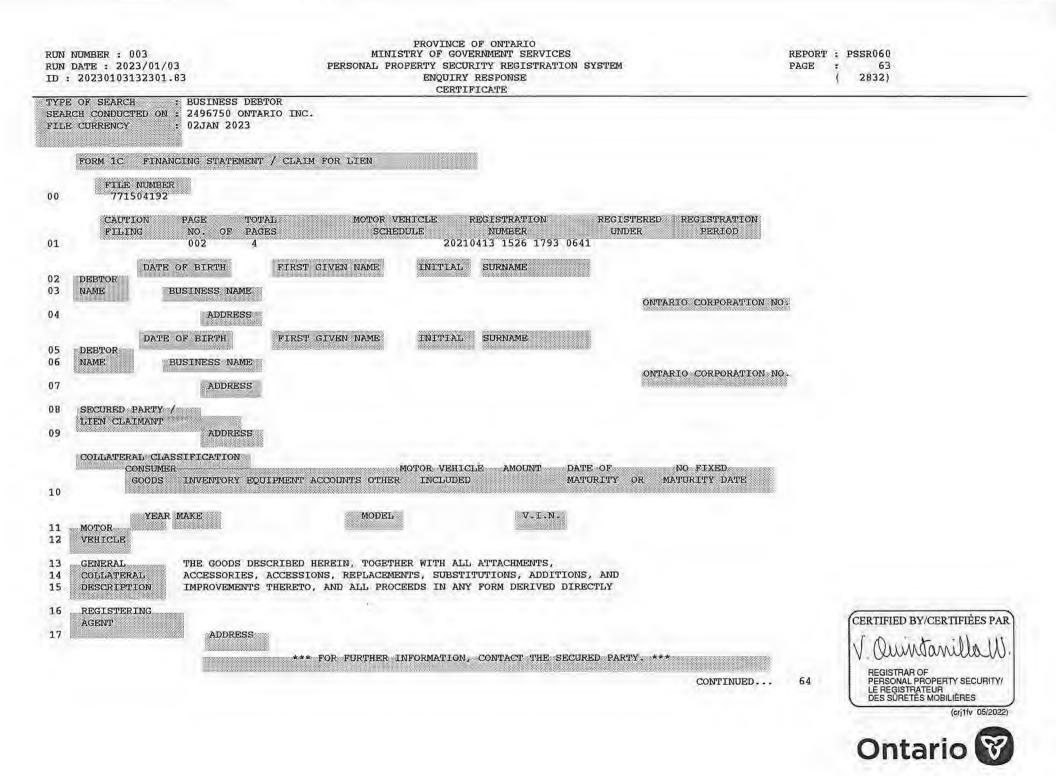


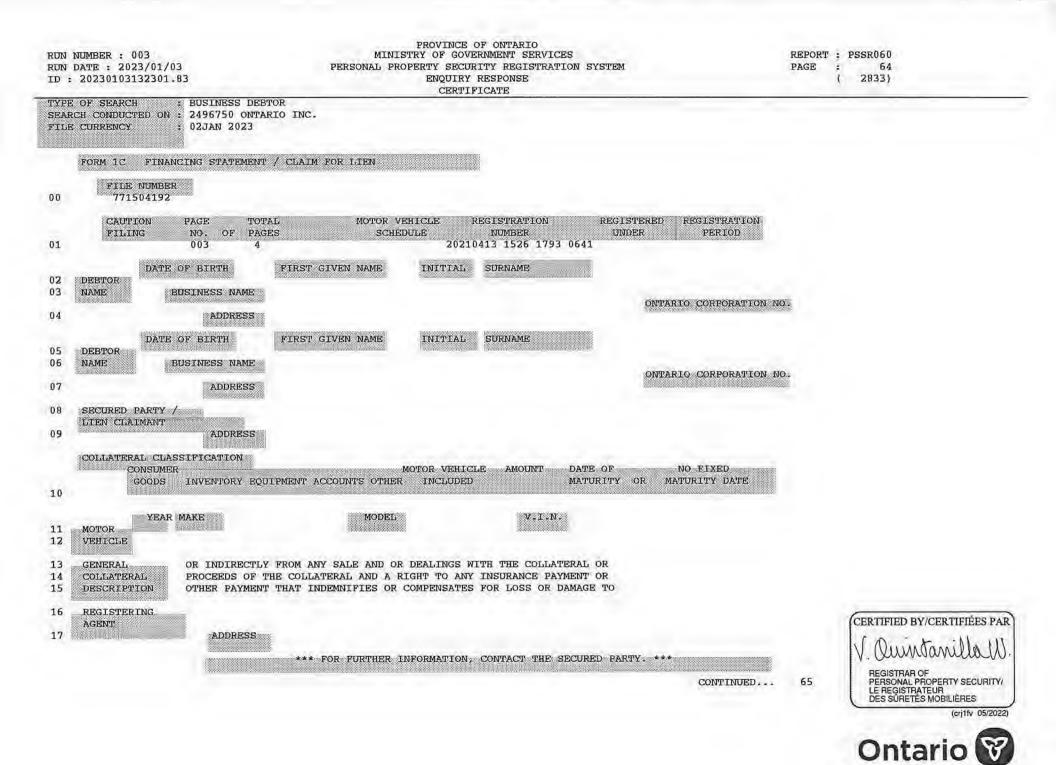


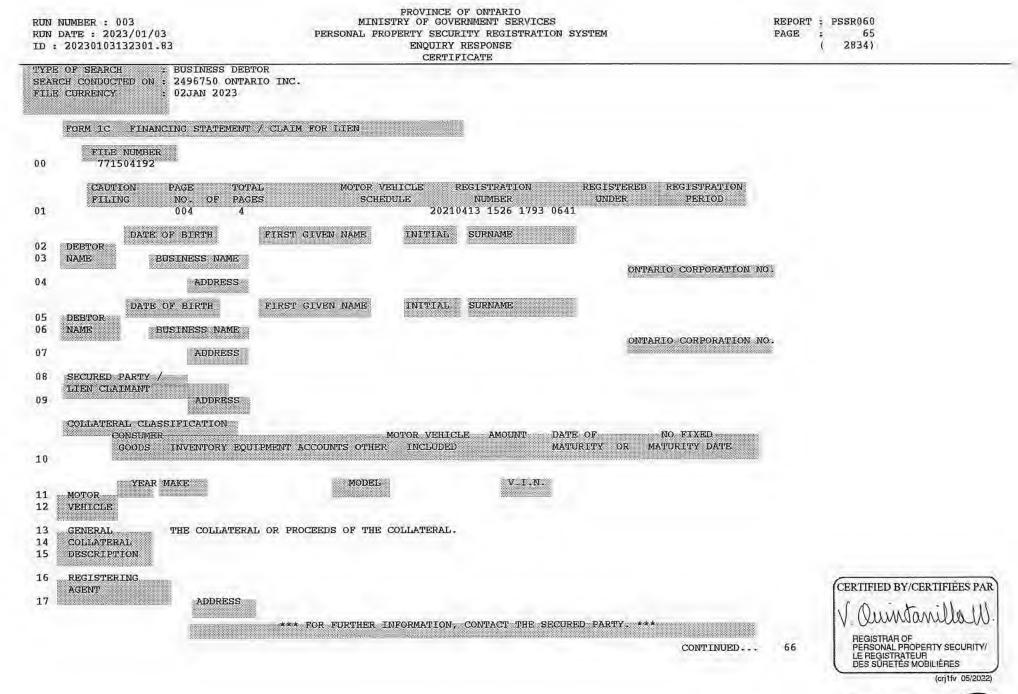




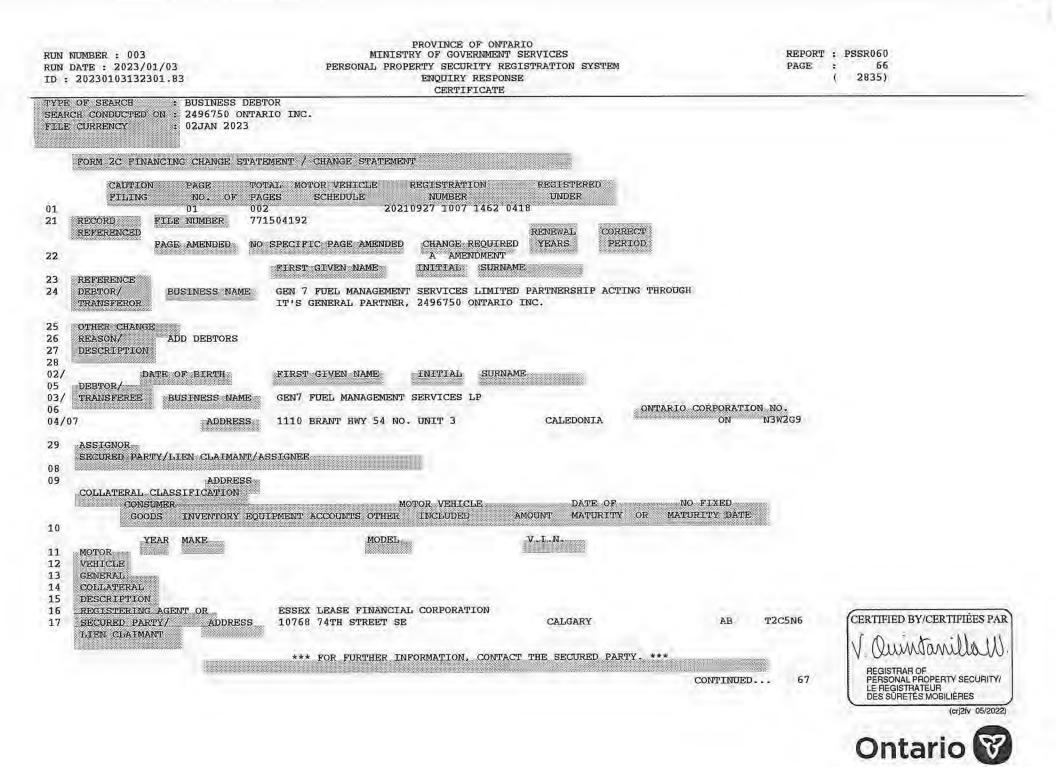


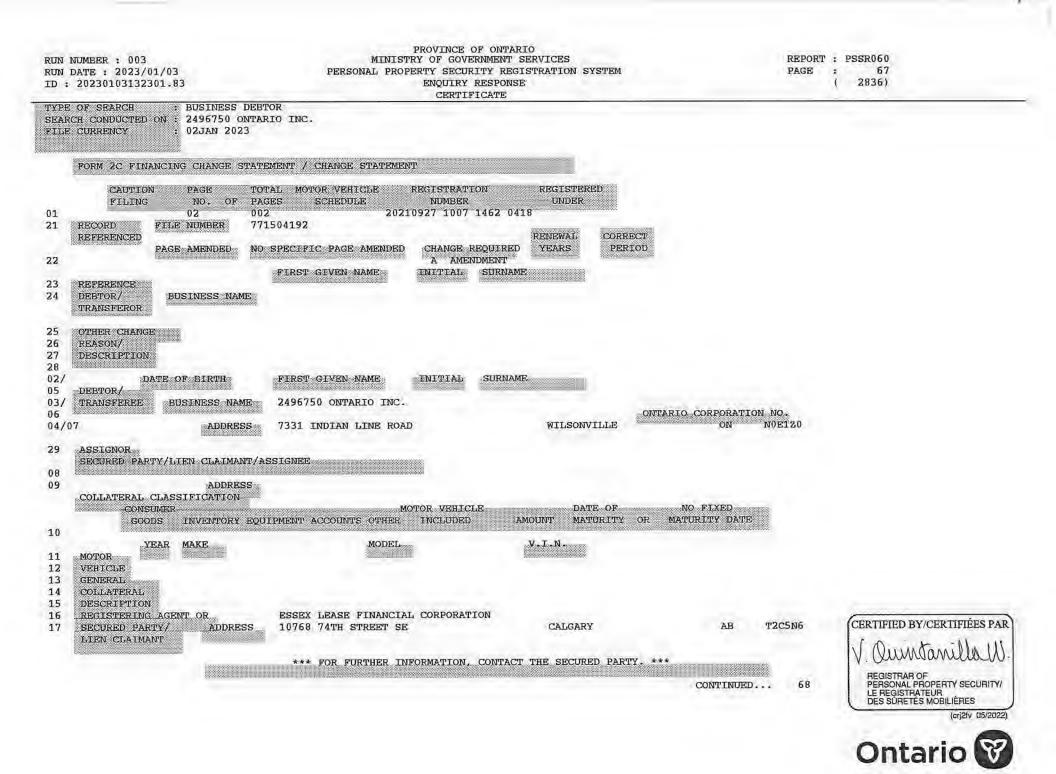


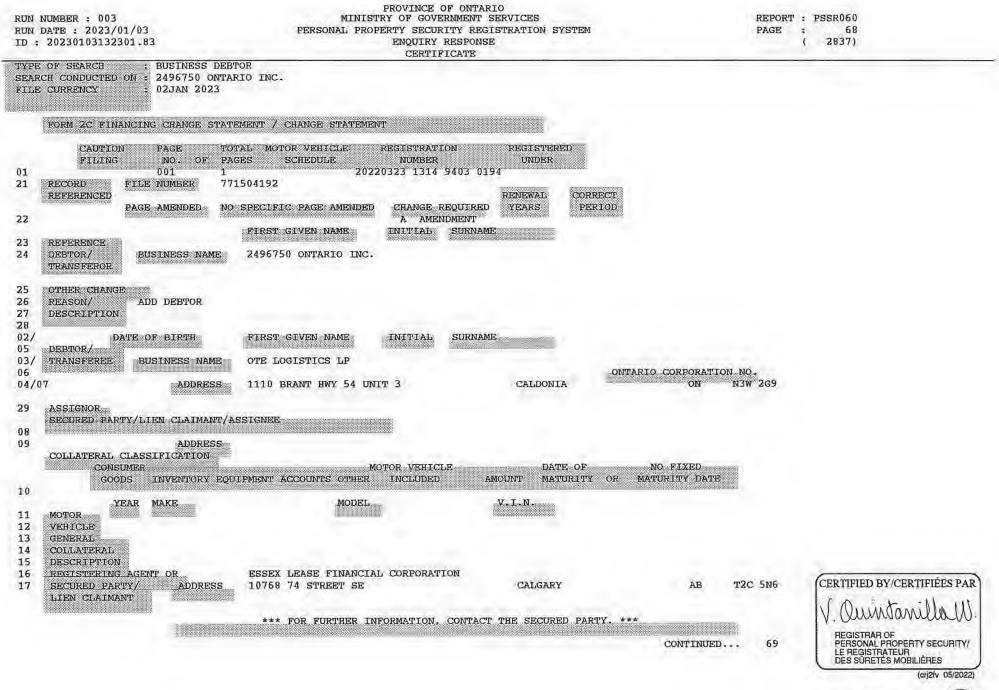




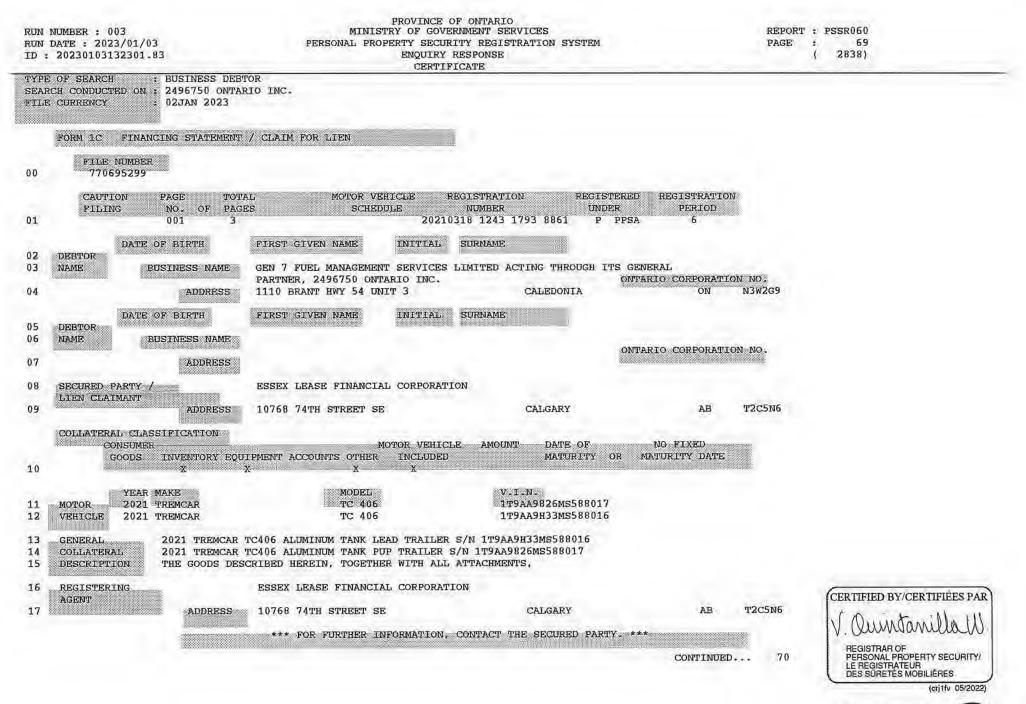
Ontario 😵



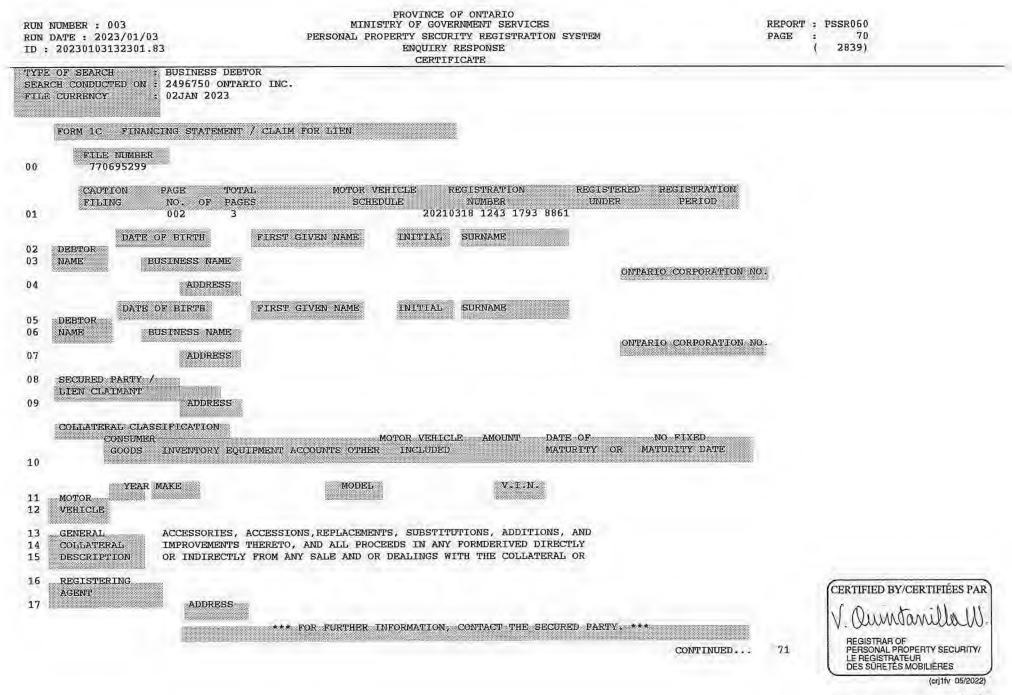




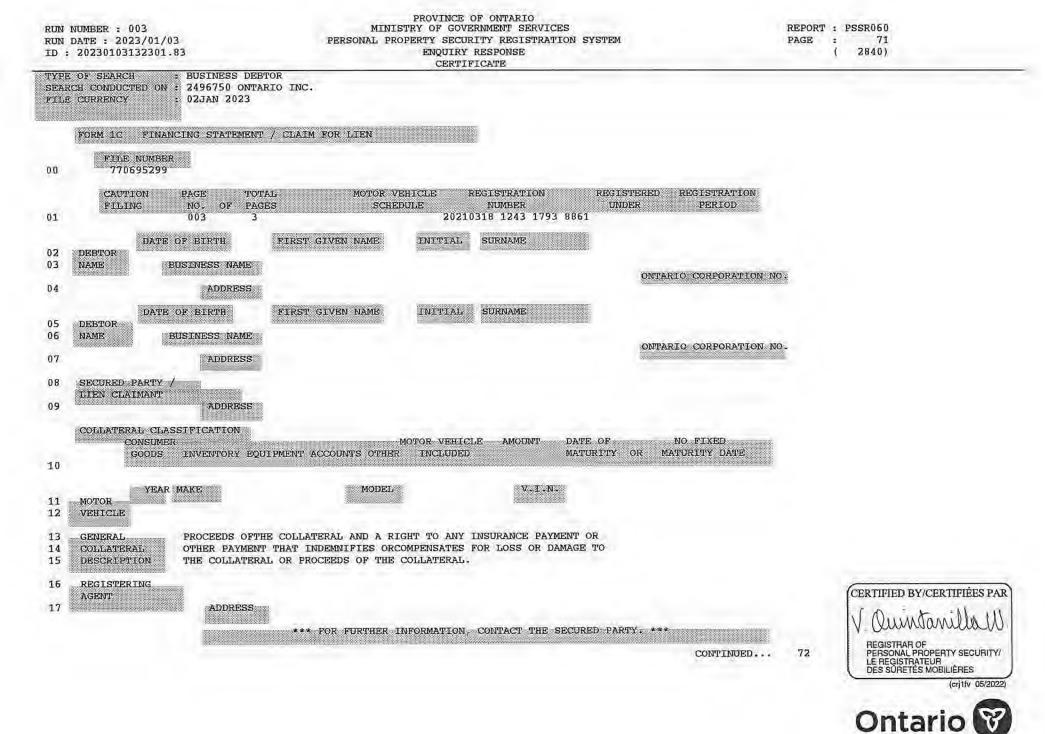


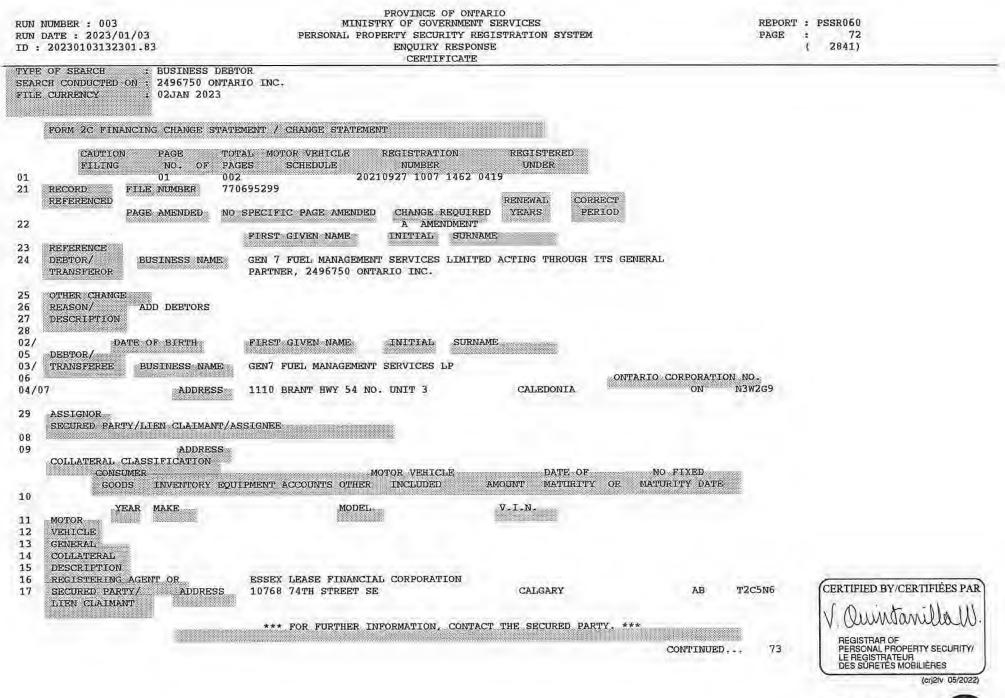


Ontario 😵

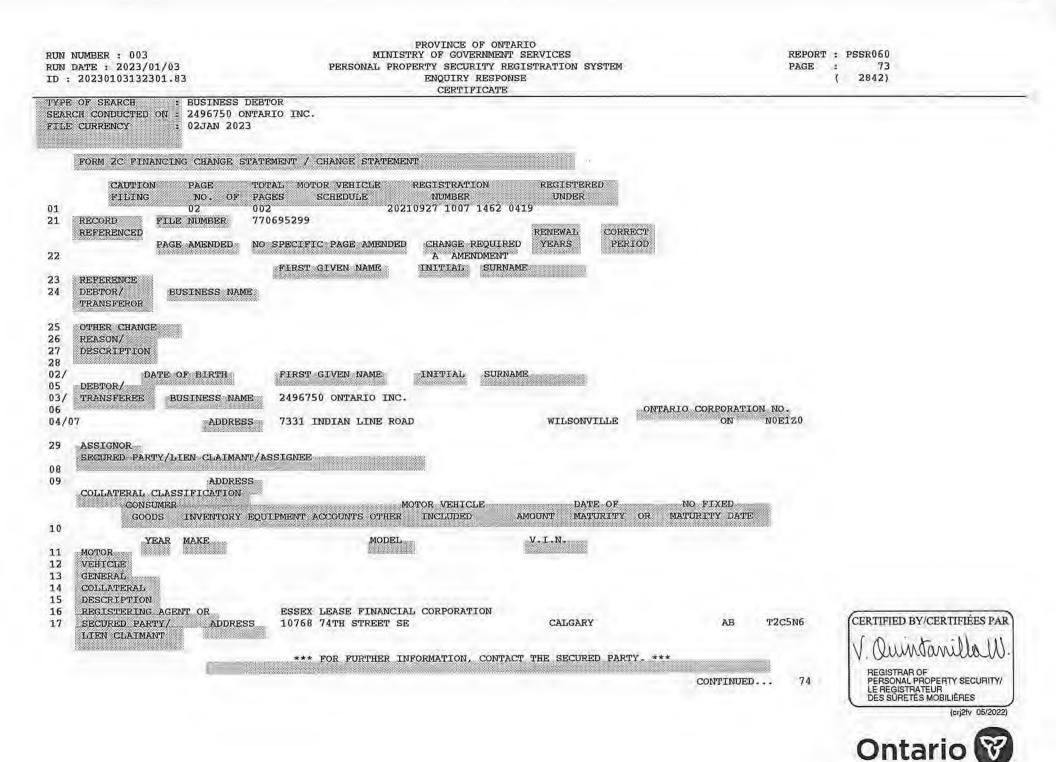


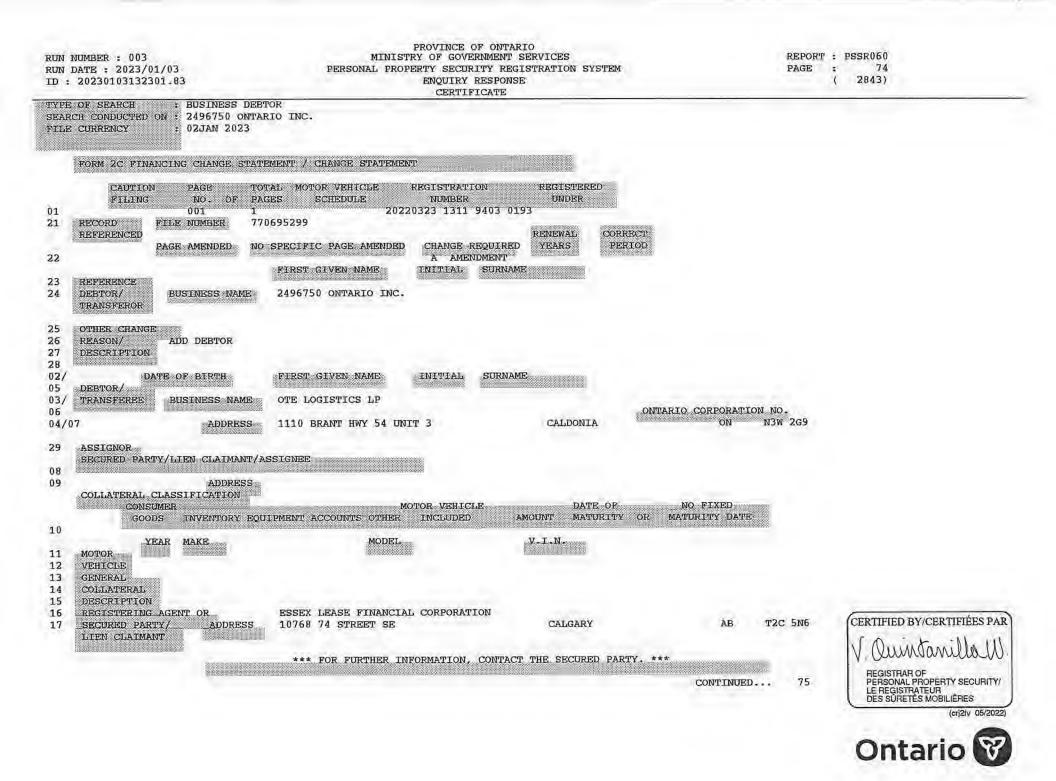


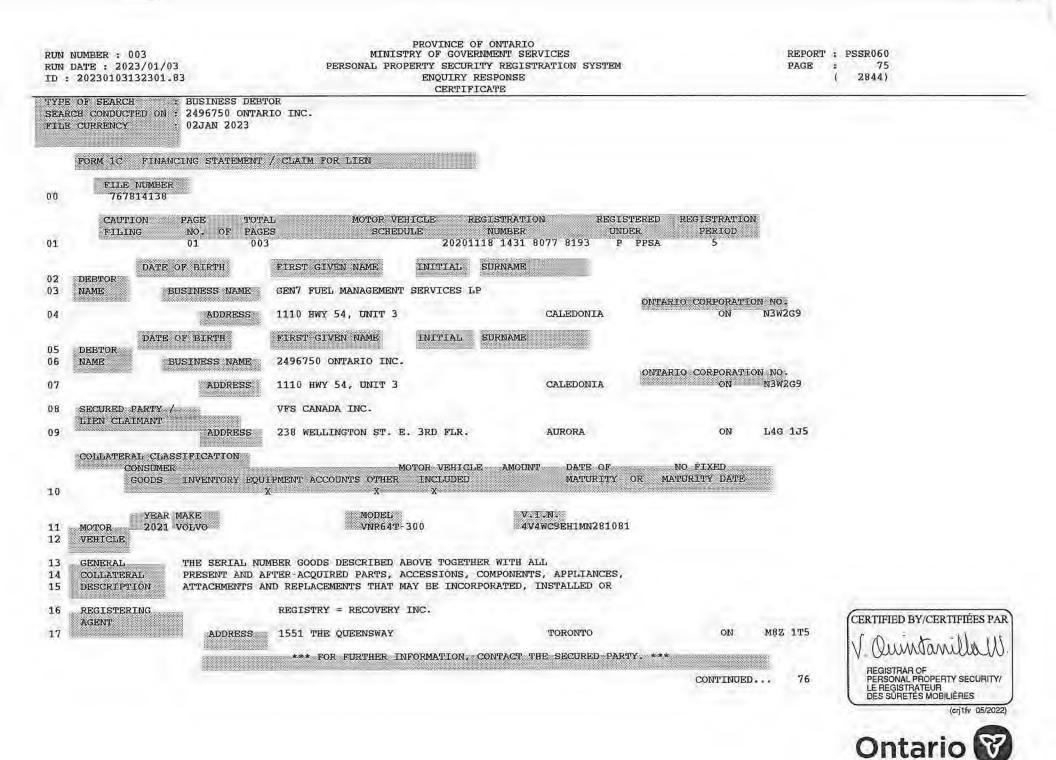


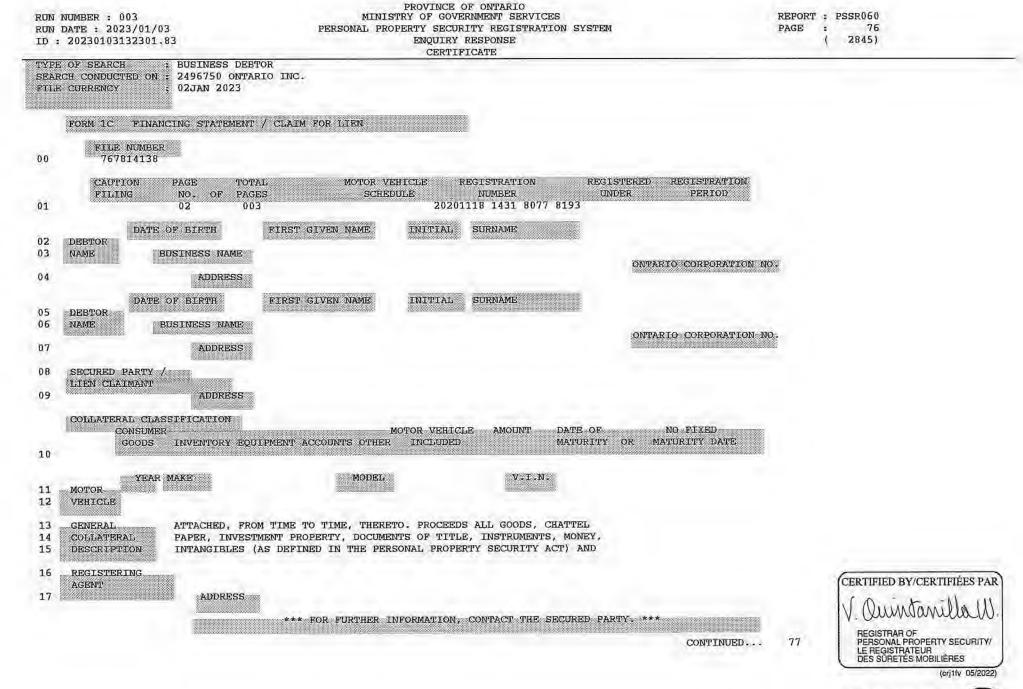


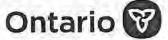


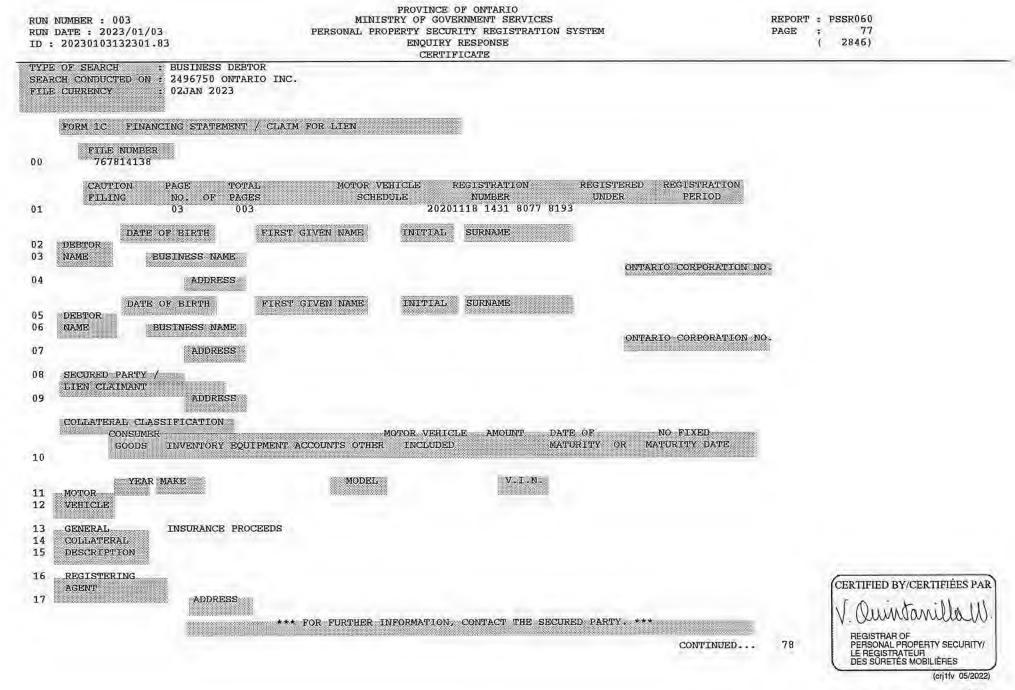














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