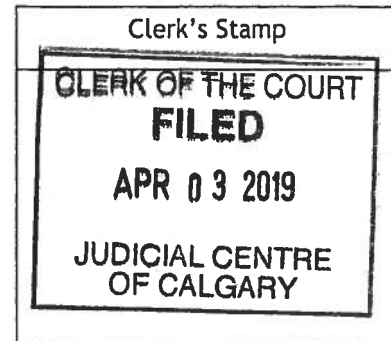


COURT FILE NO. 1501 11817  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE Calgary



IN THE MATTER OF THE RECEIVERSHIP OF  
BASE MORTGAGE AND INVESTMENTS LTD. AND BASE FINANCE LTD.

DOCUMENT AFFIDAVIT OF DAVID LEWIS

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BDO Canada Limited 616, 10216 124 Street Edmonton, AB T5N 4A3 Phone: 780.424.3434 Fax: 780.424.3222 Attn: David Lewis	OSLER, HOSKIN & HARCOURT LLP SUITE 2500 TRANSCANADA TOWER 450 - 1 <sup>st</sup> Street SW Calgary, Alberta T2P 5H1 Lawyers: Randal Van De Mosselaer Phone Number: 403.260.7060 Fax Number: 403.260.7024 Email Address: <a href="mailto:rvandemosselaer@osler.com">rvandemosselaer@osler.com</a>
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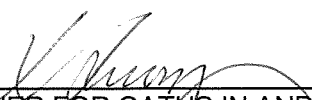
AFFIDAVIT OF DAVID LEWIS  
SWORN ON APRIL 1, 2019

I, David Lewis, of the Hamlet of Sherwood Park, in the Province of Alberta, Insolvency Practitioner, MAKE OATH AND SAY THAT:


1. I am Senior Manager of BDO Canada Limited ("BDO"), and a licensed insolvency trustee and have been overseeing the day to day administrative work in relation to this engagement and, as such, have personal knowledge of the matters hereinafter deposed to, except where stated to be based on information and belief, and whereso stated, I do verily believe the same to be true.
2. This Affidavit is in support of an Order approving BDO's fees in respect of its role as Receiver of Base Mortgage and Investments Ltd. and Base Finance Ltd. (collectively, the "Companies").
3. By way of Order dated October 15, 2015 (the "Receivership Order"), BDO was appointed Receiver (the "Receiver") of the Companies.

4. The statements of fees and disbursements of BDO in respect of the Companies up to November 30, 2018 are attached as Exhibit "A".
5. A detailed summary of BDO's fees and disbursements relating to its administration of the estate of the Companies up to November 30, 2018 can be found at Exhibit "B".
6. The summary, Exhibit B provides a full disclosure of fees and disbursements incurred and expended by BDO for the period of October 15, 2015 to November 30, 2018.
7. The statements of fees and disbursements of BDO's legal counsel, Billington Barristers LLP, in respect of the Companies are attached as Exhibit "C".
8. A detailed summary of Billington Barristers LLP's fees and disbursements relating to its administration of the Companies can be found at Exhibit "D".
9. In relation to BDO's fees, the detailed report of its fees and disbursements sets out the daily time and work performed by each employee of BDO working on the Companies' estate. The hourly rates and charges applied are the normal rates and charges for personnel employed by BDO when administering an estate.
10. I believe and submit that the hourly rates are reasonable and comparable to the hourly rates of other accounting firms within the City of Calgary of equivalent competence and expertise in the restructuring and insolvency area.
11. As per paragraph 17 of the Receivership Order, the Receiver and its legal counsel have a first charge on the property of the Companies as security for their reasonable fees and disbursements in respect of those proceedings (the "Receiver's Charge"). I have reviewed the file and believe that there was no opposition to the Administrative Charge at the date the Receivership Order was granted, and I have received no objections from any creditor since.
12. I make this Affidavit in support of the Receiver's application for approval of its fees and disbursements, approval of its counsel's fees and disbursements, as Receiver over the estate of the Companies.

SWORN BEFORE ME at the City of Edmonton, in )  
the Province of Alberta, this 1<sup>st</sup> day of April, 2019. )

  
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A COMMISSIONER FOR OATHS IN AND )  
FOR THE PROVINCE OF ALBERTA )

**LISA LUONG**  
A Commissioner for Oaths  
in and for Alberta  
My Commission Expires May 10, 2021

  
\_\_\_\_\_  
DAVID LEWIS