

Form 13-31
(Rule 13-31)

COURT FILE NUMBER Q.B. No. 733 of 2021
COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE SASKATOON
APPLICANT ABBEY RESOURCES CORP.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF ABBEY RESOURCES CORP.

AFFIDAVIT OF AARON TAIT

I, Aaron Tait, of the City of Swift Current, in the Province of Saskatchewan, make oath and say as follows:

1. I am the secretary/treasurer and a director of Millennium Land Ltd. (the "**Millennium Land**"), and as such, I have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be on information and belief, and whereso stated, I verily believe the same to be true.
2. I am attaching a recent corporate profile report for Millennium Land obtained from Information Services Corporation as Exhibit "**A**" of this Affidavit.
3. Millennium Land is a surface land servicing consultancy based in Swift Current, Saskatchewan. In addition to offering a wide range of land management services, Millennium Land acts as a surface lease acquisition and stakeholder relations agent for clients in the oil and gas and energy sectors in Alberta, Saskatchewan and Manitoba.
4. In addition to my roles as an officer and director, I am a manager at Millennium Land's Swift Current office. I have worked in the land management business with a focus on surface rights since 2018.
5. Millennium Land is a contractor to Abbey Resources Corp. ("**Abbey**"). In that capacity, Millennium Land manages and administers Abbey's surface lease agreements with Abbey's surface rights holders.

Abbey's Surface Rent Reduction Program

6. Abbey has retained the Millennium Land to act as Abbey's land management consultant and agent in its dealings with surface rights holders, inclusive of private landowners, the Crown, and the Carry the Kettle First Nation (the "**CTK First Nation**").

7. In 2020, Abbey and Millennium Land collaborated to formulate a rent reduction plan to decrease Abbey's surface lease rental payments. It was determined by Abbey and Millennium Land that Abbey's surface leases appeared to generally include significant acreage that has been unused by Abbey. Abbey and Millennium Land thus determined that Abbey's rent reduction plan would involve Abbey seeking to reduce its surface lease rental payments by amending surface leases to reduce the acreage rented to an area consistent with the portion of the leased premises actually used by Abbey.
8. The scope of Millennium Land's mandate in Abbey's rent reduction plan includes, without limitation, determining the appropriate reduction in acreage for each leased premises, drafting amended leases (inclusive of a site map showing the reduction in acreage), and negotiating and liaising generally with landowners.
9. The Amended Surface Lease, dated July 5, 2021, appended as Exhibit "D" to the Affidavit of James Gettis dated July 13, 2021, filed in these proceedings, is a representative sample of an amended lease agreement prepared by Millennium Land as part of Abbey's rent reduction plan.
10. Prior to Abbey's entry into CCAA proceedings on August 13, 2021, Millennium had successfully concluded amended surface leases with 52 of Abbey's 483 surface rights holders.
11. The process of concluding amended surface leases on Abbey's behalf is time-consuming and labour intensive. As a general policy, Millennium Land prefers to negotiate with surface rights holders only after it has put together a comprehensive proposal for the surface rights holder's consideration. In my experience, negotiations with surface rights holders are unproductive until Millennium Land is able to provide the details of any particular proposal to the surface rights holder.
12. Preparing a comprehensive proposal includes the preparation of an amended lease agreement and schedules thereto. Schedules to the amended lease agreements prepared as part of Abbey's rent reduction plan include aerial diagrams of leased premises, which Millennium Land prepares in-house. Preparation of such aerial diagrams involves re-mapping each leased premises for each well site over satellite maps using AutoCAD (i.e., professional drafting software). In light of the work involved in preparing the aerial diagrams, which are required in order to calculate acreage reductions, preparing an individual amended lease agreement can take hours or days, depending on the number of well sites included in the surface lease.

Negotiations Subsequent to Entry into CCAA Proceedings

13. Millennium Land resumed work on Abbey's rent reduction program following Abbey's entry into CCAA proceedings on August 13, 2021. Millennium Land began work by reaching out to 15 surface rights holders who had previously expressed willingness to enter into amended lease agreements with Abbey.

Cumulatively, these 15 surface rights holders own the surface rights to 80 of 986 well sites at which Abbey has not yet concluded surface lease amendments.

14. Millennium Land effectively had to begin negotiations again with such parties, as Abbey's pre-CCAA rent reduction plan involved payment of a portion of lease arrears to surface rights holders following the conclusion of the amended surface lease agreements. As Millennium Land has been informed by Abbey that Abbey is prohibited from paying debts that arose prior to August 13, 2021, Millennium Land has modified as-yet unconcluded agreements prepared under the rent reduction plan to exclude terms calling for the payment of rent arrears dating from prior to August 13, 2021.
15. Eleven of the 15 surface rights holders that Millennium Land has contacted subsequent to August 13, 2021, have verbally indicated willingness to consider entering into amended surface leases with Abbey. On September 27, 2021, Millennium Land secured an executed amended surface lease from one of these surface rights holders. Millennium Land anticipates that it will likely secure executed amended surface leases from the majority of the remaining 14 surface rights holders who have verbally indicated a willingness to consider entering into amended surface leases.

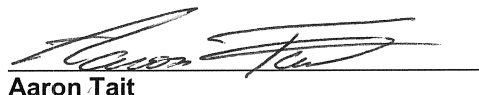
Negotiations Going Forward

16. Going forward, Millennium Land aims to continue to reach out to and negotiate with the remaining 416 surface rights holders who have yet to agree to amended surface leases or indicate a willingness to consider agreeing to amended surface leases.
17. Progress has been slower than anticipated in the weeks immediately following Abbey's entry into CCAA proceedings due, in part, to difficulties in communicating with surface rights holders in light of confusion relating to Abbey's status as company undergoing restructuring in CCAA proceedings. Fortunately, Millennium Land has identified issues that typically appear to be of concern to surface rights holders (for example, the status of claims for arrears due to Abbey's entry into CCAA) and has, in consultation with legal counsel for Abbey, adopted strategies to communicate with surface rights holders more effectively going forward.
18. As is stated above, preparation of the amended leases is time-consuming. Coupled with the time Millennium Land anticipates will be required to engage and negotiate with surface rights holders, Millennium Land anticipates that completing Abbey's rent reduction plan will take approximately 9 months to complete.

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19. I make this Affidavit in support of the Abbey's Application for a Second Extension Order under the CCAA and for no other or improper purpose.

SWORN before me at the City of)
Swift Current, in the Province of)
Saskatchewan, this 30th day of)
September, 2021.)


Aaron Tait

A Commissioner for Oaths for
the Province of Saskatchewan
My appointment expires: _____
Or Being a Solicitor

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of Firm:	DLA PIPER (CANADA) LLP
Name of lawyer in charge of file:	Jerritt R. Pawlyk / Kevin Hoy
Address of legal firm:	Suite 2700 10220 - 103rd Ave NW Edmonton, AB T5J 0K4
Telephone number:	780.429.6835
Facsimile:	780.670.4329
Email:	jerritt.pawlyk@dlapiper.com / kevin.hoy@dlapiper.com

CAN: 38305879.1

FORM PD1

(Enacted March 25, 2020)

(Amended August 7, 2020)

DECLARATION OF LAWYER WHO HAS WITNESSED DOCUMENTS

VIA ELECTRONIC MEANS

I Kevin Hoy, of Calgary, in the Province of Alberta, a Lawyer, did on September 30, 2021 witness Aaron Tait sign the following documents via electronic means:

1. September 30, 2021, Affidavit of Aaron Tait
- 2.
- 3.

Pursuant to Law Society of Saskatchewan Practice Directive 1, issued March 25, 2020 and amended on August 7, 2020, I have turned my mind to the risks associated with the witnessing of documents via electronic means. I have assessed the following risks, and have answered "yes" or "no" to indicate where I have identified concerns:

1. Have I identified any indicia that the transaction might be fraudulent? No
2. Did I identify concerns, including the physical presence of a third party in the company of my client while they were signing the documents, suggesting that there is a risk that the client may be subject to undue influence or duress? No
3. Did I identify concerns about my client's understanding about the documents they are executing? No
4. Did I identify concerns about my client not having an adequate opportunity to ask questions about the document being signed? No

Where I have indicated "yes" to the statements above, I managed the risks by the following means:

Attached hereto is a screen capture of my client with their photo identification that was presented to me via electronic means during the session where the above noted documents were executed.

I DO SOLEMNLY DECLARE that the statements contained in this form are complete and true in every respect. AND I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

September 30, 2021

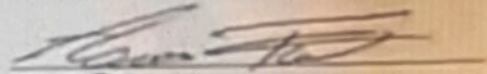
DATE



Signature of Lawyer

18 I make this Affidavit in support of the Abbey's Application for a Second Extension Order under the CCAA and for no other or improper purpose

SWORN before me at the City of Swift Current, in the Province of Saskatchewan, this 30th day of September, 2021

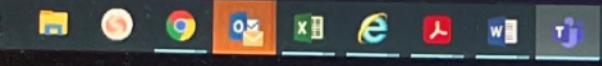

Aaron Tait

A Commissioner for Oaths for the Province of Saskatchewan
My appointment expires _____
Or Being a Solicitor _____

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of Firm
Name of lawyer in charge of file
Address of legal firm
Telephone number

DLA PIPER (CANADA) LLP
Jerritt R. Pawlyk / Kevin Hoy
Suite 2700
10220 - 103rd Ave NW
Edmonton, AB T5J 0K4
780.429.6835
780.670.4329
jerritt.pawlyk@dlapiper.com / kevin.hoy@dlapiper.com



This is **Exhibit A** referred to in the Affidavit of AARON TAIT, sworn before me in the City of Swift Current, in the Province of Saskatchewan, on this 30th day of September, 2021.



A Commissioner for Oaths in and for the Province of Saskatchewan.
My Commission expires _____.
Being a Solicitor



Profile Report

Entity Number: 101272878

Page 1 of 4

Entity Name: MILLENNIUM LAND LTD.

Report Date: 27-Sep-2021

Entity Details

Entity Type	Business Corporation
Entity Subtype	Saskatchewan Corporation
Entity Status	Active
Amalgamation Date	01-Jan-2015
Annual Return Due Date	28-Feb-2022
Nature of Business	LAND CONSULTING, OIL AND GAS
Amalgamated From	617170 - PALLISER LAND LTD. 101003772 - MILLENNIUM LAND LTD.
MRAS indicator	No

Registered Office/Mailing Address

Physical Address	51 - 1ST AVENUE NW, SWIFT CURRENT, Saskatchewan, Canada, S9H 0M5
Mailing Address	MILLENNIUM LAND LTD., BOX 610, SWIFT CURRENT, Saskatchewan, Canada, S9H 3W4

Directors/Officers

AARON TAIT (Director)

Physical Address:	145 - 1ST AVENUE NE, SWIFT CURRENT, Saskatchewan, Canada, S9H 2B1	Resident Canadian:	Yes
Mailing Address:	BOX 1493, SWIFT CURRENT, Saskatchewan, Canada, S9H 3X5	Effective Date:	23-Jan-2017

KENNETH TROY BECKER (Director)

Physical Address:	216 MAIN STREET, EATONIA, Saskatchewan, Canada, S0L 0Y0	Resident Canadian:	Yes
Mailing Address:	BOX 104, EATONIA, Saskatchewan, Canada, S0L 0Y0	Effective Date:	23-Jan-2017



Profile Report

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Entity Number: 101272878

Entity Name: MILLENNIUM LAND LTD.

Report Date: 27-Sep-2021

DONALD DAVID DUNCAN (Director)

Physical Address: 145 - 1ST AVENUE NE,
SWIFT CURRENT,
Saskatchewan, Canada, S9H
2B1

Resident Canadian: Yes

Mailing Address: BOX 1253, SWIFT CURRENT,
Saskatchewan, Canada, S9H
3X4

Effective Date: 23-Jan-2017

DONALD DAVID DUNCAN (Officer)

Physical Address: 145 - 1ST AVENUE NE,
SWIFT CURRENT,
Saskatchewan, Canada, S9H
2B1

Mailing Address: BOX 1253, SWIFT CURRENT,
Saskatchewan, Canada, S9H
3X4

Office Held: PRESIDENT

Effective Date: 23-Jan-2017

KENNETH TROY BECKER (Officer)

Physical Address: 216 MAIN STREET, EATONIA,
Saskatchewan, Canada, S0L
0Y0

Mailing Address: BOX 104, EATONIA,
Saskatchewan, Canada, S0L
0Y0

Office Held: VICE PRESIDENT

Effective Date: 23-Jan-2017

AARON TAIT (Officer)

Physical Address: 145 - 1ST AVENUE NE,
SWIFT CURRENT,
Saskatchewan, Canada, S9H
2B1

Mailing Address: BOX 1493, SWIFT CURRENT,
Saskatchewan, Canada, S9H
3X5

Office Held: SECRETARY/TREASURER

Effective Date: 08-Nov-2018

Shareholders

Shareholder Name	Mailing Address	Share Class	Shares Held
101094281 SASKATCHEWAN LTD.	BOX 610, SWIFT CURRENT, SASKATCHEWAN, CANADA, S9H 3W4	A	100



Profile Report

Entity Number: 101272878

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Entity Name: MILLENNIUM LAND LTD.

Report Date: 27-Sep-2021

101094281 BOX 610, SWIFT CURRENT,
SASKATCHEWAN LTD. SASKATCHEWAN, CANADA, S9H 3W4

B

100

Articles

Minimum Number of Directors: 1 Maximum Number of Directors: 10

Share Structure:

Class Name	Voting Rights	Authorized Number	Number Issued
A	Yes	Unlimited	100
B	No	Unlimited	100
C	No	Unlimited	
D	No	Unlimited	

Event History

Type	Date
Business Corporation - Annual Return	16-Feb-2021
Business Corporation - Annual Return	19-Feb-2020
Resignation of Director	12-Feb-2020
New West Partnership - Change of Attorney	26-Nov-2019
New West Partnership - Head Office Change	28-Aug-2019
Notice of Shareholders	04-Jul-2019
Notice of Change of Directors/Officers	04-Jul-2019
Notice of Change of Directors/Officers	19-Jun-2019
Notice of Change of Directors/Officers	07-Jun-2019
Notice of Change of Registered Office/Mailing Address	07-Jun-2019
Business Corporation - Annual Return	12-Feb-2019
Notice of Change of Directors/Officers	13-Nov-2018
Notice of Change of Directors/Officers	08-Nov-2018
Business Corporation - Annual Return	14-Feb-2018
Notice of Change of Directors/Officers	26-Jan-2018
Business Corporation - Annual Return	23-Jan-2017
Notice of Change of Directors/Officers	23-Jan-2017
Notice of Change of Directors/Officers	19-Sep-2016
Notice of Shareholders	09-Aug-2016
Notice of Change of Directors/Officers	09-Aug-2016



Profile Report

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Report Date: 27-Sep-2021

Entity Number: 101272878

Entity Name: MILLENNIUM LAND LTD.

Business Corporation - Annual Return

21-Jan-2016

Notice of Change of Registered Office/Mailing Address

20-Aug-2015

Notice of Change of Registered Office/Mailing Address

04-Aug-2015

Business Corporation - Amalgamation

01-Jan-2015