

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.

FIFTH AFFIDAVIT OF JAMES GETTIS

I, James Gettis, of the City of Calgary, in the Province of Alberta, make oath and say as follows:

1. I am the President and sole director of Abbey Resources Corp. (the "**Company**"), 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. Capitalized terms in this Affidavit have the same meanings ascribed to them in my Affidavit dated July 13, 2021, (the "**First Gettis Affidavit**") filed in these proceedings.

Reversal of the Abbey - Optimum Transaction

3. Further to my remarks at paragraphs 19 - 20 of my Affidavit, dated July 28, 2021, (the "**Third Gettis Affidavit**") filed in these proceedings, I can confirm that both the Company and Optimum PSI remain committed to the prompt reversal of the Abbey - Optimum Transaction.
4. Having considered several options thoroughly in consultation with its counsel, the Company has, as of the week of August 18, 2021, determined that it would be preferable to attempt to obtain an Order of this Honourable Court made under section 11 of the CCAA declaring the transaction void and providing that property purported to be transferred to Optimum PSI shall vest back in the name of the Company.
5. I am advised by the Company's counsel, and verily believe it to be true, that MNP Ltd. (the "**Monitor**") has indicated that it requires additional time to assess the Company's proposed course of action for the reversal of the Abbey - Optimum Transaction. The Company remains committed to working closely with the Monitor and has, therefore, elected to forego bringing forward its Application seeking the above-described Order until the Monitor has had adequate time to review and assess the Company's proposed course of action.

6. Until such time as the Abbey - Optimum Transaction is reversed, it remains the intention of both the Company and Optimum PSI to leave all assets transferred under the Abbey - Optimum Transaction in place.

Pending Surplus Equipment Sales

7. It remains the Company's intention to endeavour to complete the pending sales of surplus equipment discussed at paragraphs 17 and 18 of the Third Gettis Affidavit. However, given the pending status of the Abbey - Optimum Transaction's reversal and complexities involved in assessing the fair market values of highly-specialized used equipment, the Company is not yet in a position to seek a Sale Approval and Vesting Order for such equipment sales.
8. It is the Company's intention to continue to work with the Monitor to determine whether it is possible to close these transactions and the best course of action for doing so in light of the pending reversal of the Abbey - Optimum Transaction.

Clarification Regarding Shareholdings

9. I wish to correct an error contained in paragraph 7 of the First Gettis Affidavit. There, I indicated that the Company's ownership group is comprised of fewer than 20 shareholders. The Company, in fact, has 21 current shareholders who have collectively subscribed to 15,604,123 shares in the Company in exchange for an aggregate total of \$1,235,581 paid to the Company. I have, in my personal capacity and through Bluestone, personally invested a total of \$103,001 in the Company.

Restructuring Efforts

10. Since appearing in Court on August 4, 2021, the Company has taken the following steps in furtherance of its ongoing restructuring efforts:
 - a. the Company has continued to work closely with the Monitor to assist the Monitor in the preparation of the First Report of the Monitor to be filed in these proceedings;
 - b. the Company has engaged in discussions with the Monitor regarding the reversal of the Abbey - Optimum Transaction and the pending surplus equipment sales;
 - c. the Company has engaged in preliminary discussions with Twin Eagle regarding the possibility of Abbey re-negotiating its hedging position, so as to enable the Company to immediately begin selling its gas at prices closer to the current market rate;

- d. the Company has communicated with its staff members (inclusive its employees and full-time independent contractors) regarding the status of these proceedings and the Company's restructuring;
 - e. the Company has obtained a copy of the federal-provincial funding agreement between the Province of Saskatchewan's Ministry of Energy and Resources and the Government of Canada's Ministry of Finance pursuant to which the Government of Canada has made funding available for the ASCP; and
 - f. the Company has continued to carry on its natural gas extraction business in the ordinary course as far as is possible under the circumstances.
11. There are no material adverse changes for the Company to report, save for the Company having been denied access to a total of 26 of the Abbey Wells by a single surface rights owner - namely, Travis Hewitt - on or about August 15, 2021.
12. It is the Company's plan to arrange for the delivery of the Initial Order to Mr. Hewitt along with a correspondence setting out the Company's position - i.e. that the Initial Order prohibits Mr. Hewitt from denying the Company access to the wells in question at this time. The Company will take further action as is required to regain access to the lands in question in the event that it is unable to secure the surface rights owner's cooperation.
13. At this time, the Company seeks an extension of the stay of proceedings set out in the Initial Order for a period of 45 days from August 23, 2021. During this time, the Company intends to continue to carry on business and to continue to refine and implement its restructuring plan in consultation with the Monitor and its stakeholders.

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

SWORN before me at the City of)
Calgary, in the Province of)
Alberta, this 19th day of)
August, 2021.)
_____)



James Gettis

A Commissioner for Oaths for
the Province of Alberta
My appointment expires: n/a
Or Being a Solicitor

CONTACT INFORMATION AND ADDRESS FOR SERVICE

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Name of lawyer in charge of file:	Jerritt R. Pawlyk / Kevin Hoy
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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 August 19, 2021 witness James Gettis sign the following documents via electronic means:

1. Fifth Affidavit of James Gettis, dated August 19, 2021
- 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.

August 19, 2021

DATE

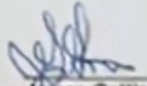


Signature of Lawyer



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SWORN before me at the City of
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Alberta, this 19th day of
August, 2021.


James Gettis

A Commissioner for Oaths for
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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:

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