



FORM 109 (RULE 22-2 (2) AND (7))

S 20 11447

This is the 1st affidavit
of C. Carmichael in this case
and was made on October 30, 2020

No.
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

THE TORONTO-DOMINION BANK

Plaintiff

AND:

CENTRE CITY REAL ESTATE INC., IT'LL BE GOOD HOLD
CO INC. and ZACHARY DOUGLAS MILLS

Defendants

AFFIDAVIT

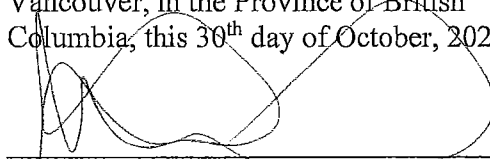
I, Cathie Carmichael, legal assistant, of 2900-595 Burrard Street, Vancouver, British Columbia, V7X 1J5, AFFIRM THAT:

1. I am legal assistant employed by Owen Bird Law Corporation, counsel for the plaintiff, The Toronto-Dominion Bank, and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where stated to be based on information and belief and where so stated I verily believe them to be true.
2. Attached as Exhibit "A" is a copy of a demand letter and notice of intention to enforce security dated March 4, 2020 that sent by registered mail and regular mail to the defendants, It'll Be Good Hold Co Inc. and Centre City Real Estate Inc.
3. Attached as Exhibit "B" is a copy of a demand letter enclosing Exhibit "A" dated March 4, 2020 that sent by registered mail and regular mail to the defendant, Zachary Douglas Mills.

- 2 -

4. Attached as Exhibit "C" is a copy of a personal property registry search for the defendant, It'll Be Good Hold Co Inc.
5. Attached as Exhibit "D" is a copy of a personal property registry search for the defendant, Centre City Real Estate Inc.
6. Attached as Exhibit "E" is a copy of MNP Ltd.'s consent to act.

AFFIRMED BEFORE ME at the City of
Vancouver, in the Province of British
Columbia, this 30th day of October, 2020.

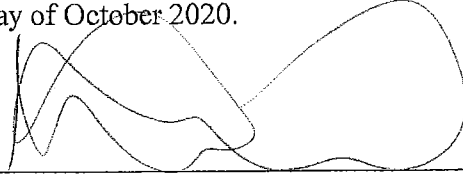

A Commissioner for taking Affidavits
within British Columbia.


CATHIE CARMICHAEL

SCOTT H. STEPHENS
Barrister & Solicitor
P.O. Box 49130
2900-595 BURRARD STREET
VANCOUVER, B.C. V7X 1J5
(604) 691-7521

SCOTT H. STEPHENS
Barrister & Solicitor
P.O. Box 49130
2900-595 BURRARD STREET
VANCOUVER, B.C. V7X 1J5
(604) 691-7521

This is Exhibit "A" referred to in the affidavit of C. Carmichael sworn before me at Vancouver this 30th day of October 2020.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned below the text of the affidavit.

A Commissioner for taking Affidavits within British Columbia

James D Burns[†]
Jeffrey B Lightfoot[†]
Christopher P Wenfer[†]
Gregory J Tucker, QC^{†, **, ***}
Laurie A Wright
James H McBeath[†]
Barbara E Janzen
George J Roper[†]
Tony R Anderson
Charlene R Joanes
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Rose-Mary L Basham, QC, Associate Counsel[†]
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Michael P Robson[†]
Paul A Brackstone^{†, *}
Pamela E Sheppard[†]
Jocelyn M Bellerud[†]
Brinn Y K Cheng^{†, **}
Georgina Barnard

[†] Law Corporation
^{*} Also of the Yukon Bar
^{**} Also of the Alberta Bar
^{***} Also of the Ontario Bar
^{****} Also of the Washington Bar

OWEN • BIRD

LAW CORPORATION

PO Box 49130
Three Bentall Centre
2900-595 Burrard Street
Vancouver, BC
Canada V7X 1J5

Telephone 604 688-0401
Fax 604 688-2827
Website www.owenbird.com

Direct Line: 604 691-7521
Direct Fax: 604 632-4447
E-mail: sstephens@owenbird.com
Our File: 34172/0021

March 4, 2020

VIA REGISTERED AND REGULAR MAIL

It'll Be Good Hold Co Inc.
c/o 204 – 1302 Seventh Avenue
Prince George, B.C. V2L 3P1

c/o 2472 McTavish Road
Prince George, B.C. V2K 0A1

Centre City Real Estate Inc.
c/o 204 – 1302 Seventh Avenue
Prince George, B.C. V2L 3P1

c/o 611 Brunswick Street
Prince George, B.C. V2L 2B9

Dear Sirs/Mesdames:

Re: Debts Due to The Toronto-Dominion Bank

We are counsel to The Toronto-Dominion Bank ("TD Bank").

We are informed that It'll Be Good Hold Co Inc. and Centre City Real Estate Inc. are in default of their obligations to TD Bank. TD Bank hereby exercises its right to demand repayment of their respective indebtedness. We are informed that the following sets out the indebtedness as at March 3, 2020:

Borrower	Facility	Outstanding Balance	Per Diem Interest	Legal Fees
It'll Be Good Hold Co Inc.	Term Loan	\$953,339.71	\$117.19	\$1,000
It'll Be Good Hold Co Inc.	Bank Account Excess	\$39,243.85	Fluctuating	
Centre City Real Estate Inc.	Demand Operating Line	\$230,459.82	Fluctuating	
Centre City Real Estate Inc.	Business Visa	\$8,312.49	Fluctuating	



March 4, 2020
Page 2

OWEN BIRD
LAW CORPORATION

Each of the borrowers guaranteed the indebtedness of the other. Accordingly, demand is hereby made to the borrowers and under their respective guarantees for the immediate payment to our offices by way of certified cheque or bank draft payable to "Owen Bird Law Corporation, In Trust," in the combined sum of \$1,232,355.87 as at March 3, 2020 plus accrued interest to and including the date funds are received in our offices (the accrual of interest fluctuates on three of the facilities based on usage, so you will need to contact our offices for updated amounts within 24 hours of remittance of the payout monies). Any payment less than the full amount outstanding may be accepted by TD Bank, but such payments shall not vitiate this demand for full payment and TD Bank reserves its right to take whatever steps it deems appropriate to recover the full amount owed notwithstanding such payments.

Unless we are in receipt of the sum of \$1,232,355.87 as at March 3, 2020 plus interest accrued to and including the date funds are received in our offices on or before noon, March 16, 2020, our client may instruct us to commence proceedings against you forthwith thereafter without further notice to recover the full amounts owing plus costs. Please note that funds received after noon shall be regarded as funds received on the next business day and therefore must include interest to and including the next business day.

Enclosed is a copy of our client's Notice of Intention to Enforce Security served upon you pursuant to s. 244 of the *Bankruptcy and Insolvency Act*.

Please govern yourself accordingly.

Yours truly,

OWEN BIRD LAW CORPORATION

Scott H. Stephens

SHS/lg

Encl: Notice of Intention to Enforce Security

cc: client

cc: personal guarantor

FORM 86

Notice of Intention to Enforce Security
[Subsection 244(1)]

To: It'll Be Good Hold Co Inc. and Centre City Real Estate Inc. (the "insolvent persons")

Take notice that:

1. The Toronto-Dominion Bank, a secured creditor, intends to enforce its security on the insolvent persons' property described below:

All personal property interests of the insolvent persons charged in favour of The Toronto-Dominion Bank

2. The security that is to be enforced is the following:

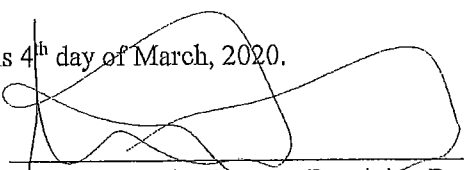
The general security agreements and all other security granted by the insolvent persons to The Toronto-Dominion Bank

3. The total amount of the indebtedness secured by the security is:

\$1,232,355.87 as at March 3, 2020 plus interest accrued and costs incurred thereafter

4. The secured creditor will not have the right to enforce the security until after the expiry of the 10-day period following the sending of this notice, unless the insolvent persons consent to an earlier enforcement.

DATED at Vancouver, British Columbia this 4th day of March, 2020.


 Solicitor for The Toronto-Dominion Bank,
 Scott H. Stephens

Name and Address of Solicitor for The Toronto-Dominion Bank:

Scott H. Stephens, Owen Bird Law Corporation, P.O. Box 49130, Three Bentall Centre,
 2900-595 Burrard Street, Vancouver, B.C., V7X 1J5, Tel.: 604-691-7521.

ACKNOWLEDGEMENT, CONSENT AND WAIVER

THE UNDERSIGNED HEREBY:

1. Acknowledges receipt of the above Form 86 Notice;
2. Waives the ten day period of notice required under Section 244 of the *Bankruptcy and Insolvency Act*;
3. Waives all notice and cure provisions contained in the security referred to in the above Form 86 Notice; and
4. Consents to the immediate enforcement by The Toronto-Dominion Bank of the security referred to in the above Form 86 Notice.

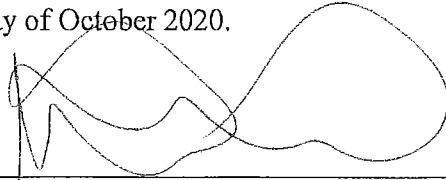
Executed by **It'll Be Good Hold Co Inc.** on the
 ____ day of March, 2020 by its authorized
 signatory:

 Print name: Zachary Douglas Mills
 Title: Director

Executed by **Centre City Real Estate Inc.** on the
 ____ day of March, 2020 by its authorized signatory:

 Print name: Zachary Douglas Mills
 Title: Director

This is Exhibit "B" referred to in the affidavit of C. Carmichael sworn before me at Vancouver this 30th day of October 2020.

A handwritten signature in black ink, consisting of a series of loops and curves, positioned above the title line.

A Commissioner for taking Affidavits within British Columbia

James D Burns'
 Jeffrey B Lighthfoot'
 Christopher P Wealer'
 Gregory J Tucker, QC^{*, **}
 Laura A Wright
 James H McBeath'
 Barbara E Janzen
 George J Roper'
 Tony R Anderson
 Charlene R Joanes
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 Rose-Mary L Basham, QC, Associate Counsel'
 Josephine M Nadel, QC, Associate Counsel'
 Hon. Walter S Owen, QC, QC, LLD (1981)
 John I Bird, QC (2005)

Duncan J Manson'
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 Ronald C Palon'
 Gary M Yaffe'
 Harley J Harris'
 Jennifer M Williams'
 Scott H Stephens'
 David W P Moriarty
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 Georgina Barnard

^{*} Law Corporation
^{*} Also of the Yukon Bar
^{**} Also of the Alberta Bar
^{**} Also of the Ontario Bar
^{**} Also of the Washington Bar

OWEN BIRD
 LAW CORPORATION

PO Box 49130
 Three Bentall Centre
 2900-595 Burrard Street
 Vancouver, BC
 Canada V7X 1J5

Telephone 604 688-0401
 Fax 604 688-2827
 Website www.owenbird.com

Direct Line: 604 691-7521
 Direct Fax: 604 632-4447
 E-mail: sstephens@owenbird.com
 Our File: 34172/0021

March 4, 2020

VIA REGISTERED AND REGULAR MAIL

Zachary Douglas Mills
 c/o 2472 McTavish Road
 Prince George, B.C. V2K 0A1

Dear Sir:

Re: Debts Due to The Toronto-Dominion Bank

We are counsel to The Toronto-Dominion Bank ("TD Bank").

TD Bank has exercised its right to demand payment of the indebtedness of It'll Be Good Hold Co Inc. and Centre City Real Estate Inc. and, accordingly, their respective indebtedness is now due and payable. The combined amount due is the sum of \$1,232,355.87 as of March 3, 2020. Interest, fees and costs continue to accrue.

Demand is hereby made under your guarantees for immediate payment to our offices by way of certified cheque or bank draft payable to "Owen Bird Law Corporation, In Trust" for the amounts due thereunder. Unless we are in receipt of the combined sum of \$1,232,355.87 as of March 3, 2020 plus accrued interest, fees and costs to and including the date funds are received in our offices on or before noon, March 16, 2020, our client may instruct us to commence proceedings against you forthwith thereafter without further notice to recover the full amount owing under your guarantees. Please note that funds received after noon shall be regarded as funds received on the next business day and therefore must include interest to and including the next business day.

Please govern yourself accordingly.

Yours truly,

OWEN BIRD LAW CORPORATION

Scott H. Stephens

SHS/lg

Encl: Demand letter to borrowers and Notice of Intention to Enforce Security
 cc: client

James D Burns*
Jeffrey B Lightfoot*
Christopher P Weaver*
Gregory J Tucker, QC* ** ***
Laura A Wright
James H McBeath*
Barbara E Janzen
George J Roper*
Tony R Anderson
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E-mail: sstephens@owenbird.com
Our File: 34172/0021

March 4, 2020

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Prince George, B.C. V2L 3P1

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Prince George, B.C. V2K 0A1

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c/o 204 – 1302 Seventh Avenue
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{01523517;1}



INTERLAW MEMBER OF INTERLAW, AN INTERNATIONAL ASSOCIATION OF INDEPENDENT LAW FIRMS IN MAJOR WORLD CENTRES



March 4, 2020
Page 2

OWEN BIRD
LAW CORPORATION

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Yours truly,

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Scott H. Stephens

SHS/lg

Encl: Notice of Intention to Enforce Security

cc: client

cc: personal guarantor

FORM 86

Notice of Intention to Enforce Security
[Subsection 244(1)]

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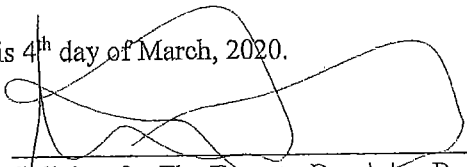
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All personal property interests of the insolvent persons charged in favour of The Toronto-Dominion Bank
2. The security that is to be enforced is the following:

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3. The total amount of the indebtedness secured by the security is:

\$1,232,355.87 as at March 3, 2020 plus interest accrued and costs incurred thereafter
4. The secured creditor will not have the right to enforce the security until after the expiry of the 10-day period following the sending of this notice, unless the insolvent persons consent to an earlier enforcement.

DATED at Vancouver, British Columbia this 4th day of March, 2020.



 Solicitor for The Toronto-Dominion Bank,
 Scott H. Stephens

Name and Address of Solicitor for The Toronto-Dominion Bank:

Scott H. Stephens, Owen Bird Law Corporation, P.O. Box 49130, Three Bentall Centre,
 2900-595 Burrard Street, Vancouver, B.C., V7X 1J5, Tel.: 604-691-7521.

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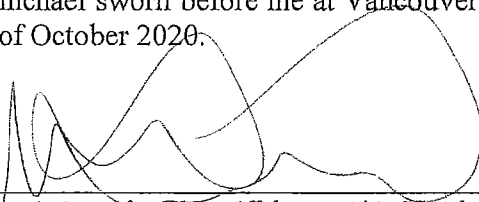
Executed by **It'll Be Good Hold Co Inc.** on the
 ____ day of March, 2020 by its authorized
 signatory:

 Print name: Zachary Douglas Mills
 Title: Director

Executed by **Centre City Real Estate Inc.** on the
 ____ day of March, 2020 by its authorized signatory:

 Print name: Zachary Douglas Mills
 Title: Director

This is Exhibit "C" referred to in the affidavit of C. Carmichael sworn before me at Vancouver this 30th day of October 2020.

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A Commissioner for taking Affidavits within British Columbia

Page: 1

BC OnLine: PPRS SEARCH RESULT 2020/10/28
 Lterm: XPSP0050 For: PT52800 OWEN BIRD LAW CORPORATION 08:54:32

Index: BUSINESS DEBTOR

Search Criteria: IT'LL BE GOOD HOLD CO INC.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 11, 2018 Reg. Length: 10 YEARS
 Reg. Time: 10:14:03 Expiry Date: JUL 11, 2028
 Base Reg. #: 887703K Control #: D5372660

Block#

S0001 Secured Party: THE TORONTO DOMINION BANK
 1633 ELLIS STREET, SUITE 310
 KELOWNA BC V1Y 2A8

=D0001 Base Debtor: IT'LL BE GOOD HOLD CO INC.
 (Business) 2472 MCTAVISH ROAD
 PRINCE GEORGE BC V2K 0A1

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY AND PROCEEDS
 THEREOF, AND AN UNCRYSTALLIZED FLOATING CHARGE ON LAND.

Registering

Party: PUSHOR MITCHELL LLP
 301 - 1665 ELLIS STREET
 KELOWNA BC V1Y 2B3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 11, 2018 Reg. Length: 10 YEARS
 Reg. Time: 10:16:25 Expiry Date: JUL 11, 2028
 Base Reg. #: 887717K Control #: D5372675

Block#

S0001 Secured Party: THE TORONTO DOMINION BANK
 1633 ELLIS STREET, SUITE 310
 KELOWNA BC V1Y 2A8

D0001 Base Debtor: CENTRE CITY REAL ESTATE INC.
 (Business) 611 BRUNSWICK STREET
 PRINCE GEORGE BC V2L 2B9

=D0002 Bus. Debtor: IT'LL BE GOOD HOLD CO INC.
 2472 MCTAVISH ROAD
 PRINCE GEORGE BC V2K 0A1

General Collateral:

ALL PRESENT AND FUTURE SECURITIES AND INSTRUMENTS OWNED
 BY THE DEBTOR, EITHER DIRECTLY, INDIRECTLY, LEGALLY OR
 BENEFICIALLY, IN THE CAPITAL OF IT'LL BE GOOD HOLD CO INC.,
 INCORPORATION NO. BC1164215, AND ALL RENEWALS THEREOF,
 SUBSTITUTIONS THEREFOR AND ACCRETIONS THERETO AND

Continued on Page 2

Search Criteria: IT'LL BE GOOD HOLD CO INC.

Page: 2

ALL DIVIDENDS THEREON OR OTHER INCOME THEREFROM AND
ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, ALL GOODS,
SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
CHATTEL PAPER, INTANGIBLES AND MONEY (ALL AS DEFINED
IN THE PERSONAL PROPERTY SECURITY ACT, ANY REGULATIONS
THEREUNDER AND ANY AMENDMENTS THERETO).

Registering

Party: PUSHOR MITCHELL LLP
301 - 1665 ELLIS STREET
KELOWNA BC V1Y 2B3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 11, 2018 Reg. Length: 10 YEARS
Reg. Time: 10:25:25 Expiry Date: JUL 11, 2028
Base Reg. #: 887739K Control #: D5372689

Block#

S0001 Secured Party: THE TORONTO DOMINION BANK
1633 ELLIS STREET, SUITE 310
KELOWNA BC V1Y 2A8

D0001 Base Debtor: MILLS ZACHARY DOUGLAS
(Individual) 2472 MCTAVISH ROAD Birthdate: 87FEB17
PRINCE GEORGE BC V2K 0A1

=D0002 Bus. Debtor: IT'LL BE GOOD HOLD CO INC.
2472 MCTAVISH ROAD
PRINCE GEORGE BC V2K 0A1

General Collateral:

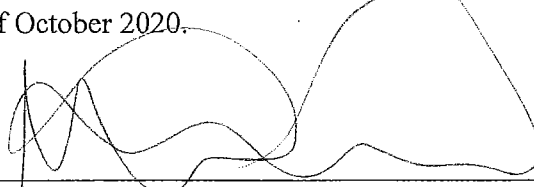
ALL INDEBTEDNESS, PRESENT AND FUTURE, DIRECT AND INDIRECT,
ABSOLUTE AND CONTINGENT OF IT'LL BE GOOD HOLD CO INC.,
INCORPORATION NO. BC1164215, TO THE DEBTOR AND ALL PROCEEDS INCLUDING,
WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF
TITLE, CHATTEL PAPER, INTANGIBLES AND MONEY (ALL AS DEFINED IN THE
PERSONAL PROPERTY SECURITY ACT, ANY REGULATIONS THEREUNDER AND ANY
AMENDMENTS THERETO).

Registering

Party: PUSHOR MITCHELL LLP
301 - 1665 ELLIS STREET
KELOWNA BC V1Y 2B3

Some, but not all, tax liens and other Crown claims are registered at the
Personal Property Registry (PPR) and if registered, will be displayed on
this search result. HOWEVER, it is possible that a particular chattel is
subject to a Crown claim that is not registered at the PPR. Please consult

This is Exhibit "D" referred to in the affidavit of C. Carmichael sworn before me at Vancouver this 30th day of October 2020.

A handwritten signature in black ink, consisting of several loops and a vertical line on the left side, positioned above the title line.

A Commissioner for taking Affidavits within British Columbia

Page: 1

BC OnLine: PPRS SEARCH RESULT 2020/10/28
 Lterm: XPSP0050 For: PT52800 OWEN BIRD LAW CORPORATION 08:54:57

Index: BUSINESS DEBTOR

Search Criteria: CENTRE CITY REAL ESTATE INC.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 11, 2018 Reg. Length: 10 YEARS
 Reg. Time: 10:14:18 Expiry Date: JUL 11, 2028
 Base Reg. #: 887704K Control #: D5372635

Block#

S0001 Secured Party: THE TORONTO DOMINION BANK
 1633 ELLIS STREET, SUITE 310
 KELOWNA BC V1Y 2A8

=D0001 Base Debtor: CENTRE CITY REAL ESTATE INC.
 (Business) 611 BRUNSWICK STREET
 PRINCE GEORGE BC V2L 2B9

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY AND PROCEEDS
 THEREOF, AND AN UNCRYSTALLIZED FLOATING CHARGE ON LAND.

Registering

Party: PUSHOR MITCHELL LLP
 301 - 1665 ELLIS STREET
 KELOWNA BC V1Y 2B3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 11, 2018 Reg. Length: 10 YEARS
 Reg. Time: 10:16:25 Expiry Date: JUL 11, 2028
 Base Reg. #: 887717K Control #: D5372675

Block#

S0001 Secured Party: THE TORONTO DOMINION BANK
 1633 ELLIS STREET, SUITE 310
 KELOWNA BC V1Y 2A8

=D0001 Base Debtor: CENTRE CITY REAL ESTATE INC.
 (Business) 611 BRUNSWICK STREET
 PRINCE GEORGE BC V2L 2B9

D0002 Bus. Debtor: IT'LL BE GOOD HOLD CO INC.
 2472 MCTAVISH ROAD
 PRINCE GEORGE BC V2K 0A1

General Collateral:

ALL PRESENT AND FUTURE SECURITIES AND INSTRUMENTS OWNED
 BY THE DEBTOR, EITHER DIRECTLY, INDIRECTLY, LEGALLY OR
 BENEFICIALLY, IN THE CAPITAL OF IT'LL BE GOOD HOLD CO INC.,
 INCORPORATION NO. BC1164215, AND ALL RENEWALS THEREOF,
 SUBSTITUTIONS THEREFOR AND ACCRETIONS THERETO AND

Continued on Page 2

Search Criteria: CENTRE CITY REAL ESTATE INC.

Page: 2

ALL DIVIDENDS THEREON OR OTHER INCOME THEREFROM AND
ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, ALL GOODS,
SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
CHATTEL PAPER, INTANGIBLES AND MONEY (ALL AS DEFINED
IN THE PERSONAL PROPERTY SECURITY ACT, ANY REGULATIONS
THEREUNDER AND ANY AMENDMENTS THERETO).

Registering

Party: PUSHOR MITCHELL LLP
301 - 1665 ELLIS STREET
KELOWNA BC V1Y 2B3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: SEP 13, 2018	Reg. Length: 6 YEARS
Reg. Time: 09:32:31	Expiry Date: SEP 13, 2024
Base Reg. #: 022290L	Control #: D5551135

Block#

S0001 Secured Party: MERIDIAN ONECAP CREDIT CORP.
SUITE 1500, 4710 KINGSWAY
BURNABY BC V5H4M2

=D0001 Base Debtor: CENTRE CITY REAL ESTATE INC.
(Business) 611 BRUNSWICK ST
PRINCE GEORGE BC V2L2B9

General Collateral:

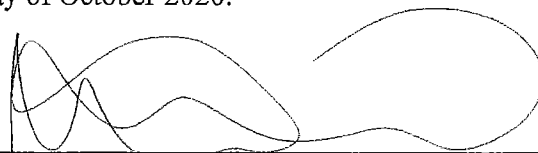
PHOTOCOPIER(S), MULTI-FUNCTION PRINTER(S) TOGETHER WITH ALL
ATTACHMENTS ACCESSORIES ACCESSIONS REPLACEMENTS SUBSTITUTIONS
ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM
DERIVED DIRECTLY OR INDIRECTLY FROM ANY SALE AND OR DEALINGS WITH THE
COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR OTHER PAYMENT THAT
INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR
PROCEEDS OF THE COLLATERAL

Registering

Party: AVS SYSTEMS INC.
201-1325 POLSON DR.
VERNON BC V1T 8H2

Some, but not all, tax liens and other Crown claims are registered at the
Personal Property Registry (PPR) and if registered, will be displayed on
this search result. HOWEVER, it is possible that a particular chattel is
subject to a Crown claim that is not registered at the PPR. Please consult
the Miscellaneous Registrations Act, 1992 for more details. If you are
concerned that a particular chattel may be subject to a Crown claim not
registered at the PPR, please consult the agency administering the type
of Crown claim.

This is Exhibit "E" referred to in the affidavit of C. Carmichael sworn before me at Vancouver this 30th day of October 2020.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.

A Commissioner for taking Affidavits within British Columbia



October 29, 2020

The Toronto Dominion Bank
c/o Owen Bird Law Corporation
Bentall 3, Suite 2900, 595 Burrard Street
P.O. Box 49130
Vancouver, BC V7X 1J5

Attention: Scott H. Stephens

Dear Mr. Stephens:

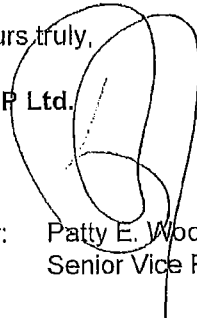
RE: Centre City Real Estate Inc. o/a Re/Max Centre City Realty and It'll Be Good Hold Co Inc. (the "Debtors")

It is our understanding that there is an application to the Supreme Court of British Columbia seeking the appointment of a Receiver over the assets, undertakings and properties of the Debtors.

This is to confirm that MNP Ltd. consents to act as Receiver of the Debtors and that MNP Ltd. is a proper person to act in that capacity

Yours truly,

MNP Ltd.

Per:  Patty E. Wood, CPA, CGA, CIRP, LIT
Senior Vice President

No.
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH
COLUMBIA**

BETWEEN:

THE TORONTO-DOMINION BANK

Plaintiff

AND:

CENTRE CITY REAL ESTATE INC., IT'LL BE
GOOD HOLD CO INC. and ZACHARY DOUGLAS
MILLS

Defendants

A F F I D A V I T

OWEN BIRD LAW CORPORATION

P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Scott H. Stephens

File No. 34172/0021
