Court file no: CV-22-00678808-00CL

ONTARIO SUPERIOR COURT OF JUSTICE

BETWEEN:

CANADIAN EQUIPMENT FINANCE AND LEASING INC.

Applicant

-and-

THE HYPOINT COMPANY LIMITED, 2618905 ONTARIO LIMITED, 2618909 ONTARIO LIMITED, BEVERLEY ROCKLIFFE, and CHANTAL BOCK

Respondents

AFFIDAVIT OF JACK FRYMER

(sworn remotely on May 19, 2022)

I, Jack Frymer, of the City of Toronto, in the Province of Ontario, AFFIRM AND SAY that:

1. I am a barrister and solicitor called to the Bar of the Province of Ontario, and I am the solicitor for Delrin Investments Inc., Richard Goldberg, Harvey Kessler, Samuel Stern, and Bruce Lubelsky (collectively, the "*Mortgagees*") and, as such, have knowledge of the following matter. Where I do not have direct knowledge of the facts, I have stated my source of information below and I believe such facts to be true.

2. The Mortgagees hold mortgages on the real property located at 9 Roy Boulevard in Brantford, Ontario, bearing PIN 32281-0038 (LT) and described as "LT 39 PL 1455 Brantford City" in land registry office #2 (the "*Premises*"). 3. The Premises are, *inter alia*, the subject matter of this application. Nevertheless, the Mortgagees are not parties to this application.

4. My client was sent a copy of the application record in this matter on or about May 8,2022. I received it shortly thereafter; on or about May 11, 2022.

A copy of the cover letter, accompanying the application record, is attached hereto and marked as <u>Exhibit A</u>

5. In this application, the applicant seeks the appointment of a receiver for all of the assets of The Hypoint Company Limited and 2618905 Ontario Limited (collectively, the "*Debtor Corporations*"). According to the Notice of Application, that includes:

- (a) The Premises; and
- (b) Certain mechanical equipment sold by the applicants to Hypoint, over which the applicants hold a security interest (the "*Collateral*").

6. I sought instructions from the Mortgagees with respect to the relief sought, and they have advised me that they are:

- (a) Opposed to a receiver being appointed for the Property; but
- (b) Indifferent to a receiver being appointed for the Collateral.

7. I advised counsel for the applicant of that position on or before May 13, 2022; i.e. shortly after receiving the application record.

8. The short period of time between (i) when I learned that the application was outstanding and (ii) the return of the application on May 20, 2022, has provided my clients with insufficient time to respond to the evidence, facts, and law advanced by the applicants on this application.

INTERIM STATE OF THE PREMISES

9. The Premises are insured.

Copies of the certificates of insurance in favour of the various mortgagees are attached hereto and marked as **Exhibit B**

10. In any event, I can confirm that if it comes to pass that the insurance does ever lapse and is not or cannot be renewed by the owner, that the Mortgagees will promptly obtain similar insurance to protect the Premises.

11. The Mortgagees mortgages are presently in default, and the Mortgagees have commenced power-of-sale proceedings.

12. In accordance with the terms of those mortgages, the Mortgagees are entitled to possession of the Premises. The Mortgagees have asked the Debtor Corporations to give up possession of the Premises to the Mortgagees, and the representative of the Debtor Corporations, William Halkiw, has indicated to me that they will cooperate with allowing the Mortgagees to take possession peacefully. I believe Halkiw.

AFFIRMED BEFORE ME this 19th day of May, 2022 by video conference, in accordance with the provisions of the Regulation governing Administering Oaths or Declarations Remotely, while the affiant was at the City of Sunny Isles Beach, in the State of Florida, USA, and I was at the City of Toronto, in the Province of Ontario

A commissioner of oaths, etc. Jonathan Rosenstein

Jack Frymer

Jack Frymer

TAB A

THIS IS EXHIBIT A TO THE AFFIDAVIT OF JACK FRYMER SWORN/AFFIRMED THIS MAY 19TH, 2022

A commissioner of oaths, etc.



JOËL TURGEON Direct Dial 416-597-6486 Email turgeon@gsnh.com Our File No.: 006219-17

dedicated to your success

May 8, 2022

DELIVERED BY PROCESS SERVER

RE: Application of Canadian Equipment Finance and Leasing Inc. ("CEFL") against The Hypoint Company Limited ("Hypoint"), 2618905 Ontario Limited, 2618909 Ontario Limited ("'909 Ltd."), Beverley Rockliffe and Chantal Bock (together, the "Respondents")

We act for CEFL.

CEFL commenced an application against the Respondents in Superior Court of Ontario File No. 22-00678808-00CL (the "**Proceeding**"). The Proceeding is an application for (i) a receivership order in respect of Hypoint and '909 Ltd., and (ii) a judgment on debt owing against the other Respondents.

You are not a respondent in the Proceeding. You are hereby being served with CEFL's application record filed in the Proceeding only because, according to our records, you are a registrant either (i) in respect of at least one of the Respondents under the *Personal Property Security Act* (Ontario), or (ii) in the land registry for the land located at 59 Roy Boulevard in Brantford, Ontario (the "**Premises**"). Please be advised that the receivership order sought is in respect of all of the assets, undertakings and properties of Hypoint and '909 Ltd. acquired for or used in relation to a business carried on by any or both of them, including CEFL's collateral and the Premises, as more fully set out in the application record.

We also enclose Her Honour Madam Justice Gilmore's endorsement setting the matter down for hearing on May 20, 2022.

Please do not hesitate to contact the undersigned if there is any question or concern.

Sincerely,

GOLDMAN SLOAN NASH & HABER LLP

Per:

Joël Turgeon

Joël Turgeon JT/

TAB B

THIS IS EXHIBIT B TO THE AFFIDAVIT OF JACK FRYMER SWORN/AFFIRMED THIS MAY 19TH, 2022

buthon alk

A commissioner of oaths, etc.

	rtificate does not amend, e		<u> </u>	<u> </u>	_			
1. CERTIFICATE HOLDER - NAME AND MAILING ADDRESS			2. INSURED'S FULL NAME AND MAILING ADDRESS					
Bruce Lubelsky 402 Palmerston Blvd			2618909 Ontario Limited 59 Roy Boulevard					
Toronto, ON M6G 2N8			Brantford N3R 7K1					
3. DESCRIPTION OF OPERATIONS/LOCAT	IONS/AUTOMOBILES/SPEC	IAL ITEMS TO W	HICH THIS CERTIF	ICATE APPLIES (but only with respect to	the operations of	the Named Insured)		
Cannabis Crops under cover - not greenho Building: 59 Roy Blvd, Brantford, Ontario.N3R 7K1	uses - Standard cultivation							
4. COVERAGES This is to certify that the policies of insurance terms or conditions of any contract or other do	listed below have been issued	I to the insured na this certificate ma	med above for the p	olicy period indicated notwithstandi	ng any requi	rements, escribed		
herein is subject to all the terms, exclusions a	and conditions of such policies.	LIMI	TS SHOWN MAY H	AVE BEEN REDUCED BY PAID C	LAIMS			
TYPE OF INSURANCE	INSURANCE COMPANY AND POLICY NUMBER	EFFECTIVE DATE	EXPIRY DATE	LIMITS OF (Canadian dollars unless				
	AND FOLICT NOMBER	YYYY/MM/DD	YYYY/MM/DD	COVERAGE Commercial General Liability	DED.	AMOUNT OI		
	Burns & Wilcox	2021/9/24	2022/6/20	Bodily Injury and Property Damage Liability General Aggregate		5,000,00		
Claims Made OR X Occurrence				- Each Occurrence	2,500	5,000,00		
X Products and/or completed operations				Products and Completed	-			
Employer's Liability	BTW25059-T			Operations Aggregate	2,500	10,000,00		
Waiver of Subrogation				X Personal and Advertising Injury Liability	2,500	10,000,00		
				Medical Payments		10,00		
X Tenants Legal Liability				Tenants Legal Liability				
Pollution Liability Extension				Pollution Liability Extension				
Non-Owned Automobiles				Non-Owned Automobile				
Hired Automobiles				Hired Automobiles				
				Bodily Injury and Property Damage Combined				
Described Automobiles All Owned Automobiles				Bodily Injury (Per Person)				
Leased Automobiles **				Bodily Injury (Per Accident)				
** All Automobiles leased in excess of 30 days where the insured is required to				Property Damage				
próvide Insurance				Froperty Damage				
				Each Occurrence				
Umbrella Form				Aggregate				
OTHER LIABILITY (SPECIFY)								
H								
5. CANCELLATION								
Should any of the above described policies be c the certificate holder named above, but failure to								
6. BROKERAGE/AGENCY FULL NAME AN			ADDITIONAL INS	URED NAME AND MAILING ADD	RESS			
Ferrari & Associates Insurance		Dr	<u>(Commercial general</u> uce Lubelsky	Liability - but only with respect to the op	erations of the	Named Insured)		
7675 Highway 27, Unit #20			02 Palmerston E	Blvd				
Vaughan, Ontario L4L 4M5				-				
BROKER CLIENT ID: THC001			oronto, ON M60	2N8				
8. CERTIFICATE AUTHORIZATION								
	ociates Insurance	Con	tact Number(s)					
		Тур		Туре	No No (9	05) 956 0400		
	Thompson		e Phone No ate	(905) 856-9199 Type Fax EMail Address	NO (9	05) 856-9133		
Signature of Authorized Representative X	hia Thompson		ate 2022 5 19	EMail Address cthompson@ferra	ariinsurance			

CERTIFICATE OF LIABILITY INSURANCE This certificate does not amend, extend or alter the coverage afforded by the policies below.							
							1. CERTIFICATE HOLDER - NAME AND MAILING ADDRESS
Delrin Investments Inc. 7 Walsingham Court			2618909 Ontari 59 Roy Bouleva				
			Brantford N3R 7K1				
Markham, Ontario L6C 1B5 3. DESCRIPTION OF OPERATIONS/LOCA					the operations of	the Named Insured)	
3. DESCRIPTION OF OPERATIONS/LOCA Cannabis Crops under cover - not greenho		ALTEMS TO W	HICH THIS CERTIF	ICATE APPLIES (but only warrespect a		the Numeu insuredy	
Building: 59 Roy Blvd, Brantford, Ontario.N3R 7K1							
4. COVERAGES This is to certify that the policies of insurance	listed below have been issued	to the insured pa	mod above for the p	alicy pariod indicated petwithstand		romonte	
terms or conditions of any contract or other d herein is subject to all the terms, exclusions a	ocument with respect to which	this certificate ma	y be issued or may	pertain. The insurance afforded by	the policies c	escribed	
		EFFECTIVE	EXPIRY	LIMITS OF LIABLITY (Canadian dollars unless indicated otherwise)			
TYPE OF INSURANCE	AND POLICY NUMBER	DATE YYYY/MM/DD	DATE YYYY/MM/DD	COVERAGE	DED.	AMOUNT OF	
COMMERCIAL GENERAL LIABILITY	Burns & Wilcox	2021/9/24	2022/6/20	Commercial General Liability Bodily Injury and Property Damage		INSURANCE	
Claims Made OR X Occurrence	Barrio a Triloox		2022/ 07/20	Liability General Aggregate		5,000,000	
X Products and/or completed operations				- Each Occurrence	2,500	5,000,000	
Employer's Liability				Products and Completed Operations Aggregate	2,500	10,000,000	
Cross Liability	BTW25059-T			Personal Injury Liability Personal and Advertising Injury Liability	2,500	10,000,000	
Waiver of Subrogation				Medical Payments		10,000	
X Tenants Legal Liability				Tenants Legal Liability			
Pollution Liability Extension				Pollution Liability Extension			
Non-Owned Automobiles				Non-Owned Automobile			
Hired Automobiles				Hired Automobiles			
AUTOMOBILE LIABILITY Described Automobiles				Bodily Injury and Property Damage Combined			
All Owned Automobiles				Bodily Injury (Per Person)			
Leased Automobiles **				Bodily Injury (Per Accident)			
** All Automobiles leased in excess of 30 days where the insured is required to provide Insurance				Property Damage			
EXCESS LIABILITY				Each Occurrence			
Umbrella Form				Aggregate			
OTHER LIABILITY (SPECIFY)							
5. CANCELLATION							
Should any of the above described policies be of the certificate holder named above, but failure to							
6. BROKERAGE/AGENCY FULL NAME AN	ID MAILING ADDRESS	7	ADDITIONAL INS (Commercial general	URED NAME AND MAILING ADD Liability - but only with respect to the op	RESS perations of the	Named Insured)	
Ferrari & Associates Insurance			elrin Investment	s Inc.		,	
7675 Highway 27, Unit #20		7	Walsingham Co	burt			
Vaughan, Ontario L4L 4M5							
BROKER CLIENT ID: THC001 8. CERTIFICATE AUTHORIZATION		M	arkham, Ontario	5 L6C 1B5			
		Con	tact Number(s)				
Ty			e No	Туре (905) 856-9199 Туре Fax	No No (9	05) 856-9133	
Signature of	is Thomas and	Da	ate	EMail Address		-	
Authorized Representative X	202	2 5 19	2022 5 19	cthompson@ferr	ariinsurance	e.ca	

CSIO - Certificate of Liability Insurance CA4301e 201609

© 2016, Centre for Study of Insurance Operations, All rights reserved

CSID C	ERTIFICATE	OF LIA	BILITY I	NSURANCE				
This ce	ertificate does not amend, e	extend or alter t	he coverage affor	ded by the policies below.				
1. CERTIFICATE HOLDER - NAME AND MAILING ADDRESS			2. INSURED'S FULL NAME AND MAILING ADDRESS					
Richard Goldberg 401-620 Wilson Ave.			2618909 Ontario Limited 59 Roy Boulevard					
Toronto, ON M3K 1Z3			Brantford N3R 7K1					
3. DESCRIPTION OF OPERATIONS/LOCA		IAL ITEMS TO W	HICH THIS CERTIF	FICATE APPLIES (but only with respect	to the operations of	the Named Insured)		
Cannabis Crops under cover - not greenho Building: 59 Roy Blvd, Brantford, Ontario.N3R 7K1 4. COVERAGES								
This is to certify that the policies of insurance terms or conditions of any contract or other d	listed below have been issued	I to the insured na	med above for the p	olicy period indicated notwithstand	ling any requi	rements, described		
herein is subject to all the terms, exclusions a	and conditions of such policies.	LIMI	TS SHOWN MAY H	AVE BEEN REDUCED BY PAID	CLAIMS			
TYPE OF INSURANCE	INSURANCE COMPANY AND POLICY NUMBER	EFFECTIVE DATE	EXPIRY DATE	LIMITS C (Canadian dollars unles				
		YYYY/MM/DD	YYYY/MM/DD	COVERAGE Commercial General Liability	DED.	AMOUNT OF INSURANCE		
COMMERCIAL GENERAL LIABILITY	Burns & Wilcox	2021/9/24	2022/6/20	Bodily Injury and Property Damage Liability - General Aggregate		5,000,000		
X Products and/or completed operations				- Each Occurrence Products and Completed	2,500	5,000,000		
Employer's Liability	BTW25059-T			Operations Aggregate	2,500	10,000,000		
Waiver of Subrogation				Personal and Advertising Injury Liability	2,500	10,000,000		
				Medical Payments		10,000		
X Tenants Legal Liability				Tenants Legal Liability				
Pollution Liability Extension				Pollution Liability Extension				
Non-Owned Automobiles				Non-Owned Automobile				
Hired Automobiles				Hired Automobiles				
AUTOMOBILE LIABILITY Described Automobiles				Bodily Injury and Property Damage Combined				
All Owned Automobiles				Bodily Injury (Per Person)				
** All Automobiles leased in excess of 30				Bodily Injury (Per Accident)				
days where the insured is required to provide Insurance				Property Damage				
				Each Occurrence				
Umbrella Form				Aggregate				
5. CANCELLATION				<u> </u>				
Should any of the above described policies be of the certificate holder named above, but failure to	cancelled before the expiration d o mail such notice shall impose i	ate thereof, the iss no obligation or lial	uing company will en bility of any kind upon	deavor to mail 30 days writ the company, its agents or represe				
6. BROKERAGE/AGENCY FULL NAME AN	ID MAILING ADDRESS	7		URED NAME AND MAILING ADI Liability - but only with respect to the o		Named Insured)		
Ferrari & Associates Insurance		R	ichard Goldberg		•	,		
7675 Highway 27, Unit #20		40	01-620 Wilson A	Ave.				
Vaughan, Ontario L4L 4M5				<i></i>				
BROKER CLIENT ID: THC001		Te	oronto, ON M3ł	X 1Z3				
8. CERTIFICATE AUTHORIZATION Issuer Ferrari & Ass	sociates Insurance	Cor	ntact Number(s)					
	Thompson	Тур	e No	Туре (905) 856-9199 Туре Fax	No No (9	05) 856-9133		
Signature of	•	D	ate	EMail Address		-		
Authorized Representative X Grad	hia Thompson 301e 201609		2022 5 19	cthompson@fer © 2016, Centre for Study of				

CSS CERTIFICATE OF LIABILITY INSURANCE								
This certificate does not amend, extend or alter the coverage afforded by the policies below.								
1. CERTIFICATE HOLDER - NAME AND MAILING ADDRESS			2. INSURED'S FULL NAME AND MAILING ADDRESS					
Harvey Kessler 430 Douglas Ave.			2618909 Ontario Limited 59 Roy Boulevard					
Toronto, ON M5M 1H4			Brantford N3R 7K1					
3. DESCRIPTION OF OPERATIONS/LOCA	TIONS/AUTOMOBILES/SPEC	IAL ITEMS TO V	VHICH THIS CERTIF	FICATE APPLIES (but only with respect to	the operations o	f the Named Insured)		
Cannabis Crops under cover - not greenho								
Building: 59 Roy Blvd, Brantford, Ontario.N3R 7K1								
4. COVERAGES	listed below have been issued	to the insured p	mod above for the p	alian pariod indicated potwithstand		romonto		
This is to certify that the policies of insurance terms or conditions of any contract or other d herein is subject to all the terms, exclusions a	ocument with respect to which	this certificate ma	amed above for the p ay be issued or may	pertain. The insurance afforded by	the policies of	described		
nerein is subject to all the terms, exclusions a		EFFECTIVE	EXPIRY	AVE BEEN REDUCED BY PAID CLAIMS LIMITS OF LIABILITY (Canadian dollars unless indicated otherwise)				
TYPE OF INSURANCE	AND POLICY NUMBER	DATE YYYY/MM/DD	DATE YYYY/MM/DD	Coverage	DED.	AMOUNT OF		
COMMERCIAL GENERAL LIABILITY	Burns & Wilcox	2021/ 9/24		Commercial General Liability		INSURANCE		
Claims Made OR X Occurrence	Burns & Wilcox	2021/ 9/24	+ 2022/ 0/20	Bodily Injury and Property Damage Liability General Aggregate		5,000,000		
X Products and/or completed operations				- Each Occurrence	2,500	5,000,000		
Employer's Liability				Products and Completed Operations Aggregate	2,500	10,000,000		
Cross Liability	BTW25059-T			Personal Injury Liability	2,500	10,000,000		
Waiver of Subrogation				Personal and Advertising Injury Liability Medical Payments		10,000		
X Tenants Legal Liability				Tenants Legal Liability		10,000		
Pollution Liability Extension				Pollution Liability Extension				
Non-Owned Automobiles				Non-Owned Automobile				
Hired Automobiles				Hired Automobiles				
				Bodily Injury and Property				
Described Automobiles All Owned Automobiles				Damage Combined Bodily Injury (Per Person)				
Leased Automobiles **				Bodily Injury (Per Accident)				
** All Automobiles leased in excess of 30 days where the insured is required to				Property Damage				
próvide Insurance EXCESS LIABILITY				Each Occurrence				
Umbrella Form				Aggregate				
OTHER LIABILITY (SPECIFY)								
				-				
5. CANCELLATION			•					
Should any of the above described policies be of the certificate holder named above, but failure to								
6. BROKERAGE/AGENCY FULL NAME AN		-	. ADDITIONAL INS	URED NAME AND MAILING ADD Liability - but only with respect to the op	RESS	Namod Insurad)		
Ferrari & Associates Insurance		Н	arvey Kessler	Liability - but only with respect to the op		Named Insured)		
7675 Highway 27, Unit #20			430 Douglas Ave.					
Vaughan, Ontario L4L 4M5								
BROKER CLIENT ID: THC001		Т	oronto, ON M51	M 1H4				
8. CERTIFICATE AUTHORIZATION								
			ntact Number(s)	Туре	Na			
Authorized Representative Cynthia	Thompson		e Phone No	(905) 856-9199 Type Fax	No No (9	05) 856-9133		
Signature of Authorized Representative X Cynthia	a Thompson		^{ate} 2022 5 19	EMail Address cthompson@ferr	ariinsurano	e.ca		
	<i>V</i>							

CSIO - Certificate of Liability Insurance CA4301e 201609

© 2016, Centre for Study of Insurance Operations, All rights reserved

	ERTIFICATE	OF LIA	BILITY I	NSURANCE			
This c	ertificate does not amend, e	extend or alter t	he coverage affor	ded by the policies below.			
1. CERTIFICATE HOLDER - NAME AND MAILING ADDRESS Samuel Stern 215-620 Wilson Ave.			2. INSURED'S FULL NAME AND MAILING ADDRESS 2618909 Ontario Limited 59 Roy Boulevard				
			Brantford N3R				
Toronto, ON M3K 1Z3					t to the operations of	f the Named Insured)	
3. DESCRIPTION OF OPERATIONS/LOCA Cannabis Crops under cover - not greenh		HALTIEMS TO W					
Building: 59 Roy Blvd, Brantford, Ontario.N3R 7K1							
4. COVERAGES This is to certify that the policies of insurance	e listed below have been issued	to the insured na	amed above for the n	olicy period indicated notwithstar	ding any requi	irements	
terms or conditions of any contract or other of herein is subject to all the terms, exclusions	document with respect to which	this certificate ma	ay be issued or may	pertain. The insurance afforded b AVE BEEN REDUCED BY PAIL	y the policies of	described	
TYPE OF INSURANCE	INSURANCE COMPANY AND POLICY NUMBER	EFFECTIVE DATE YYYY/MM/DD	EXPIRY DATE YYYY/MM/DD	LIMITS (Canadian dollars unlo COVERAGE	OF LIABILITY ess indicated DED.	otherwise) AMOUNT OF INSURANCE	
COMMERCIAL GENERAL LIABILITY	Burns & Wilcox	2021/ 9/24		Commercial General Liability Bodily Injury and Property Damage		INSURANCE	
Claims Made OR X Occurrence		2021/ 3/24	2022/ 0/20	Liability General Aggregate	9	5,000,000	
X Products and/or completed operations				- Each Occurrence	2,500	5,000,000	
Employer's Liability	BTW25059-T			Products and Completed Operations Aggregate	2,500	10,000,000	
Cross Liability	D1W200001			Personal Injury Liability Personal and Advertising Injury Liability	2,500	10,000,000	
				Medical Payments		10,000	
X Tenants Legal Liability				Tenants Legal Liability			
Pollution Liability Extension				Pollution Liability Extension			
Non-Owned Automobiles				Non-Owned Automobile			
Hired Automobiles				Hired Automobiles			
AUTOMOBILE LIABILITY Described Automobiles				Bodily Injury and Property Damage Combined			
All Owned Automobiles				Bodily Injury (Per Person)			
Leased Automobiles **				Bodily Injury (Per Accident)			
** All Automobiles leased in excess of 30 days where the insured is required to provide Insurance				Property Damage			
EXCESS LIABILITY				Each Occurrence			
Umbrella Form				Aggregate			
OTHER LIABILITY (SPECIFY)							
H							
\vdash					-		
5. CANCELLATION			<u> </u>				
Should any of the above described policies be the certificate holder named above, but failure	cancelled before the expiration d to mail such notice shall impose r	ate thereof, the iss	suing company will en bility of any kind upon	deavor to mail 30 days wr the company, its agents or repres	itten notice to entatives.		
6. BROKERAGE/AGENCY FULL NAME A		-	. ADDITIONAL INS	URED NAME AND MAILING AL Liability - but only with respect to the	DRESS	Named Insured)	
Ferrari & Associates Insurance		Sa	amuel Stern			a moarouj	
7675 Highway 27, Unit #20 Vaughan, Ontario L4L 4M5		21	15-620 Wilson A	Ave.			
BROKER CLIENT ID: THC001		Т	oronto, ON M3I	< 1Z3			
8. CERTIFICATE AUTHORIZATION							
Issuer Ferrari & As	sociates Insurance	Cor Typ	ntact Number(s) e No	Туре	No		
Authorized Representative Cynthia	Authorized Representative Cynthia Thompson			i îhe	INO		
	Thompson		e Phone No late	(905) 856-9199 Type Fax EMail Address	No (9	005) 856-9133	