

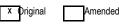
Crowe Soberman Inc.

District of:	Ontario
Division No.	09 - Toronto
Court No.	31-2645861
Estate No.	31-2645861

\_FORM 68\_ Notice of Bankruptcy, First Meeting of Creditors (Subsection 102(1) of the Act)

#### Crowe Soberman Inc. Licensed Insolvency Trustee Member Crowe Global

2 St. Clair Avenue East. Suite 1100 Toronto, ON M4T 2T5 416 929 2500 416 929 2555 Fax 1 877 929 2501 Toll Free www.crowesobermaninc.com



In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

Take notice that:

1. HYPERBLOCK INC. filed (or was deemed to have filed) an assignment on the 19th day of May 2020, and the undersigned, Crowe Soberman Inc., LIT, was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.

2. The first meeting of creditors of the bankrupt will be held on the 5th day of June 2020, at 2:00 PM, at the office of The Trustee, at Meeting to be conducted via telephone Skype: 416-963-7180, PIN: 56016#.

3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.

5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Toronto in the Province of Ontario, this 21st day of May 2020.

Crowe Soberman Inc., LIT - Licensed Insolvency Trustee Per:

Hans Rizarri

Hans Rizarri, LIT, ARP - Licensed Insolvency Trustee 2 St. Clair Ave East, Suite 1100 Toronto ON M4T 2T5 Phone: (416) 929-2500 Fax: (416) 929-2555

# **Creditor Mailing List**

# In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

		in the Province of Ontar	
Creditor Type	Name	Attention	Address
Secured	Project Spokane, LLC Walsh, Sean		c/o Minden Gross LLP 145 King St West, Suite 2200 Toronto ON M5H 4G2 KKallish@mindengross.com c/o Minden Gross LLP
			145 King St West, Suite 2200 Toronto ON M5H 4G2 KKallish@mindengross.com
Unsecured	3278735 Nova Scotia Limited	Derek B. Brett	GNF Commercial Investments c/o Burnside Law Group 109 Isley Avenue, Suite 9 Dartmouth NS B3B 1S8 Phone: (902) 468-3066 Fax: (902) 468-4803 dbb@burnsidelaw.net
	Accountemps	Elena Macaro, Lead Credit Manager	002081963 PO Box 57349, Station A Toronto ON M5W 5M5 Phone: (877) 557-4623 elena.macaro@roberthalf.com
	Agile Talent Solutions Inc.		36 Tulip Street Oakville ON L6L 5K5 info@agiletalent.ca
	Alectra Utilities (formerly Enersource Hydro)		2185 Derry Rd W Mississauga ON L5N 7A6 customerservice@alectrautilities.com
	Baker McKenzie		181 Bay Street, Suite 2100 Toronto ON M5J 2T3 Phone: (416) 863-1221 Michael.Nowina@bakermckenzie.com
	BDO	Josie Parisi	20 Wellington St. E., Suite 500 Toronto ON M5E 1C5 Phone: (416) 369-6031 jparisi@bdo.ca
	Benett Jones LLP		1 First Canadian Place, PO Box 130 Toronto ON M5X 1A4 Phone: (416) 863-1200 Fax: (416) 863-1716
	Broadridge Investor Communications		
			P.O. Box 57461,Postal Station A Toronto ON M5W 5M5
	Business Improvement Group		3-400 Michener Road Guelph ON N1K 1E4 Phone: (519) 823-1110 jnoble@busimpgroup.ca
	Canaccord Genuity Corp		161 Bay Street, Suite 3000 Toronto ON M5J 2S1 Phone: (416) 869-7368 Fax: (416) 869-7356
	Caravel Law		240 Richmond Street West, #5130 Toronto ON M5V 1V6 Phone: (416) 348-0313 info@caravellaw.com

# **Creditor Mailing List**

# In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

in the Province of Ontario					
Creditor Type	Name	Attention	Address		
Unsecured	Cassels Brock & Blackwell LLP	Mail Room Reception	2100 - 40 King Street West Toronto ON M5H 3C2 Phone: (416) 869-5300 Fax: (416) 360-8877		
	Codex Alpha, LLC		151 Calle San Francisco, #200 San Juan PR 00901 USA		
	Dorsey & Whitney LLP		P.O Box 1680 Minneapolis MN 55482-1680 USA longtin.kloss.jeri@dorsey.com		
	Gowlings	Recovery Services	One Main St W Hamilton ON L8P 4Z5 Phone: (905) 540-8208 Fax: (905) 523-2941		
	Grant Thornton LLP		33 Main St E Hamilton ON L8N 4K5 generalinquiries@ca.gt.com		
	Groia and Company- Trust	Kevin Richard	365 Bay Street, 11th floor Toronto ON M5M 2V1 KRichard@groiaco.com		
	IQ Office Suites		140 Yonge Street, Suite 200 Toronto ON M5C 1X6 Phone: (416) 238-1111 Jmorrison@iqoffice.ca		
	Manning Elliott LLP				
			1050 W Pender Street Vancouver BC V6E 3S7 Phone: (604) 714-3600 Fax: (604) 714-3669 info@manningelliott.com		
	MNP LLP - HEAD OFFICE	Glen Walker	2000, 330 5th Avenue SW Calgary AB T2P 0L4 Phone: (403) 536-2159 Fax: (403) 539-6250 glen.walker@mnp.ca		
	Project Spokane, LLC		c/o Minden Gross LLP 145 King St West, Suite 2200 Toronto ON M5H 4G2 KKallish@mindengross.com		
	Stikeman Elliot LLP		199 Bay Street Toronto ON M5L 1B9 info@stikeman.com		
	TSX Trust Company		301-100 Adelaide St. W. Toronto ON M5H 4H1 TMXEInvestorServices@tmx.com		
	Vivere Ltd.		5067 Whitelaw Road Guelph ON N1H 6J4 Phone: (519) 836-0986 customerservicecad@vivereltd.com		
	Walsh, Sean		c/o Minden Gross LLP 145 King St West, Suite 2200 Toronto ON M5H 4G2 KKallish@mindengross.com		

Creditor Mailing List							
		In the matter of the bankrup	otcy of				
	HYPERBLOCK INC.						
		of the City of Toronto	)				
		in the Province of Onta	rio				
Creditor Type	Name	Attention	Address				

Estate No.

# -- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

> In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

#### To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 15th day of May 2020. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

#### LIABILITIES (as stated and estimated by the officer)

### ASSETS (as stated and estimated by the officer)

X Original

1. Unsecured creditors as per list "A"	2,571,564.11
Balance of secured claims as per list "B"	3,845,160.00
Total unsecured creditors	6,416,724.11
2. Secured creditors as per list "B"	3,954,840.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	10,371,564.11
Surplus	NIL

1. Inventory	0.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good 0.00	
Doubtful	
Bad 0.00	
Estimated to produce	1,000,000.00
4. Bills of exchange, promissory note, etc., as per list "F"	0.00
5. Deposits in financial institutions	454,840.00
6. Cash	0.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per list "G"	0.00
10. Furniture	0.00
11. RRSPs, RRIFs, life insurance, etc.	0.00
12. Securities (shares, bonds, debentures, etc.)	2,500,000.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per list "H"	0.00
If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
Amount paid on capital	0.00
Balance subscribed and unpaid	0.00
Estimated to produce	0.00
Total assets	3,954,840.00
Deficiency	6,416,724.11

I, Ron Spoehel, of the City of Tornton in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 15th day of May 2020 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the City of Toronto in the Province of Ontario, on this 15th day of May 2020.

Hans Rizarri, LIT, CIRP, Commissioner of Oaths For the Province of Ontario Crowe Soberman Inc., LIT Expires December 17, 2021

Inder Saini For Ron Spoehel

# FORM 78 -- Continued

# List "A" Unsecured Creditors

HYPERBLOCK INC.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim	
1	Accountemps	PO Box 57349, Station A Toronto ON M5W 5M5	13,384.74	0.00	13,384.74	
2	Agile Talent Solutions Inc.	36 Tulip Street Oakville ON L6L 5K5	3,137.94	0.00	3,137.94	
3	Alectra Utilities (formerly Enersource Hydro)	2185 Derry Rd W Mississauga ON L5N 7A6	93,901.32	0.00	93,901.32	
4	Baker McKenzie	181 Bay Street, Suite 2100 Toronto ON M5J 2T3	66,197.38	0.00	66,197.38	
5	BDO	25 Main Street W Ste 805 Hamilton ON L8P 1H1	21,765.98	0.00	21,765.98	
6	Benett Jones LLP	1 First Canadian Place, PO Box 130 Toronto ON M5X 1A4	539,383.75	0.00	539,383.75	
7	Broadridge Investor Communications	P.O. Box 57461,Postal Station A Toronto ON M5W 5M5	604.82	0.00	604.82	
8	Business Improvement Group	3-400 Michener Road Guelph ON N1K 1E4	125,431.50	0.00	125,431.50	
9	Canaccord Genuity Corp	161 Bay Street, Suite 3000 Toronto ON M5J 2S1	85,597.21	0.00	85,597.21	
10	Caravel Law	240 Richmond Street West, #5130 Toronto ON M5V 1V6	3,869.12	0.00	3,869.12	
11	Cassels Brock & Blackwell LLP Attn: Mail Room Reception	2100 - 40 King Street West Toronto ON M5H 3C2	221,243.76	0.00	221,243.76	
12	Codex Alpha, LLC	151 Calle San Francisco San Juan PR 00901 USA	20,000.00	0.00	20,000.00	
13	Dorsey & Whitney LLP	P.O Box 1680 Minneapolis MN 55482-1680 USA	222,859.97	0.00	222,859.97	
14	Gowlings Attn: Recovery Services	One Main St W Hamilton ON L8P 4Z5	13,491.07	0.00	13,491.07	
15	Grant Thornton LLP	33 Main St. E. Hamilton ON L8N 4K5	30,318.18	0.00	30,318.18	
16	Groia and Company- Trust	365 Bay Street, 11th floor Toronto ON M5M 2V1	108,319.73	0.00	108,319.73	
17	IQ Office Suites	140 Yonge Street, Suite 200 Toronto ON M5C 1X6	4,351.86	0.00	4,351.86	
18	Manning Elliott LLP	1050 W Pender Street Vancouver BC V6E 3S7	187,250.00	0.00	187,250.00	
19	MNP LLP - HEAD OFFICE Attn: Glen Walker	2000, 330 5th Avenue SW Calgary AB T2P 0L4	102,250.72	0.00	102,250.72	
20	Project Spokane, LLC	9088/9144 Bonner Mill Road, Bonner, MT CO 59823 USA	0.00	1,045,160.00	1,045,160.00	
21	Stikeman Elliot LLP	199 Bay Street Toronto ON M5L 1B9	705,054.67	0.00	705,054.67	
22	TSX Trust Company	301-100 Adelaide St. W. Toronto ON M5H 4H1	2,607.99	0.00	2,607.99	
23	Vivere Ltd.	5067 Whitelaw Road Guelph ON N1H 6J4	542.40	0.00	542.40	
24	Walsh, Sean	151 Calle San Francisco San Juan PR 901 USA	0.00	2,800,000.00	2,800,000.00	

15-May-2020

Date

Inder Saini

District of: Division No. Court No.	Ontario 09 - Toronto						
Estate No.		FORM 78 Continued					
1			Total:	2,571,564.11	3,845,160.00	6,416,724.11	

15-May-2020

Date

For Ron Spoehel

Ron Spoehel

Inder Saini

# FORM 78 -- Continued

#### List "B" Secured Creditors

# HYPERBLOCK INC.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
1	Project Spokane, LLC	9088/9144 Bonner Mill Road, Bonner, MT CO 59823 USA	5,000,000.00	Securities - % Shares		2,500,000.00		
				Debts Due - Business - CRA		1,000,000.00		
				Cash on Hand - USD - 084320214418 - CIBC		370,511.00		
				Cash on Hand - CDN - 084321090313 - CIBC		84,329.00		1,045,160.00
2	Walsh, Sean	151 Calle San Francisco San Juan PR 901 USA	2,800,000.00			0.00		2,800,000.00
		7,800,000.00			3,954,840.00	0.00	3,845,160.00	

15-May-2020

Inder Saini For Ron Spoehel

Ontario 09 - Toronto

FORM 78 -- Continued

List "C"

Preferred Creditors for Wages, Rent, etc.

# HYPERBLOCK INC.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
		0.00	0.00	0.00			

15-May-2020

Inder Saini For Ron Spoehel

Ontario 09 - Toronto

FORM 78 -- Continued

List "D"

# Contingent or Other Liabilities

HYPERBLOCK INC.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
		0.00	0.00			

15-May-2020

Inder Saini For Ron Spoehel

Ontario 09 - Toronto

# FORM 78 -- Continued

# List "E" Debts Due to the Bankrupt

HYPERBLOCK INC.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	CRA	Front St Toronto ON	HST Refund	0.00 0.00 0.00		01-Jan-2020	1,000,000.00	None
	Total:						1,000,000.00	

15-May-2020

Inder Saini For Ron Spoehel

Ontario 09 - Toronto

# FORM 78 -- Continued

List "F"

# Bills of Exchange, Promissory Notes, Lien Notes, Chattel Mortgages, etc., Available as Assets

# HYPERBLOCK INC.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
	Total:			0.00		0.00	

15-May-2020

Date

Inder Saini For Ron Spoehel

District of:	Ontar
Division No.	09 - T
Court No.	
Estate No.	

# FORM 78 -- Continued

# List "G" Real Property or Immovables Owned by Bankrupt

HYPERBLOCK INC.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:		0.00		0.00	

15-May-2020

Inder Saini For Ron Spoehel

# FORM 78 -- Concluded

# List "H" Property

HYPERBLOCK INC.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions	CIBC 9950 Dufferin St Maple ON L6A 4K5 CIBC 9950 Dufferin Maple ON L6A 4K5	084320214418 084321090313	370,511.00 84,329.00	370,511.00 84,329.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities		% Shares	0.00	2,500,000.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(I) Taxes			0.00	0.00
(m) Other			0.00	0.00
Total:				2,954,840.00

15-May-2020

Inder Saini For Ron Spoehel

Court No.

File No.

In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

Form 78 (Bill C-12) Statement of affairs (Business bankruptcy)

Crowe Soberman Inc., LIT - Licensed Insolvency Trustee

2 St. Clair Ave East, Suite 1100 Toronto ON M4T 2T5 Phone: (416) 929-2500 Fax: (416) 929-2555

# FORM 31 / 36 Proof of Claim / Proxy In the matter of the bankruptcy of HYPERBLOCK INC. of the City of Toronto in the Province of Ontario

All notices or correspondence regarding this claim must be forwarded to the following address:

In the n	natter of the bankruptcy of HYPERBLOCK INC.	. of the City of Toronto	in the Province of Ontario and the claim o	f
I,	, of the city of _			
matter, excep	, of tas to the receipt of dividends,	(with or without) power	, to be my proxyh	older in the above er place.
	(name of cred			
province of	do hereby certify:			
1. That creditor).	I am a creditor of the above named debtor (or	I am	(position/title) of	
2. That	I have knowledge of all the circumstances con	nected with the claim r	eferred to below.	
\$ after deductin	the debtor was, at the date of bankruptcy, nam , as specified in the statemen g any counterclaims to which the debtor is enti- upport of the claim.)	nt of account (or affiday	it or solemn declaration) attached and ma	irked Schedule "A",
4. (Che	ck and complete appropriate category.)			
	A. UNSECURED CLAIM OF \$			
	(other than as a customer contemplated by	Section 262 of the Act	)	
Tha	at in respect of this debt, I do not hold any asse		urity and propriate description.)	
	Regarding the amount of \$	, I claim	a right to a priority under section 136 of th	e Act.
	Regarding the amount of \$(Set		claim a right to a priority. sheet details to support priority clain	ı.)
	B. CLAIM OF LESSOR FOR DISCLAIMER	OF A LEASE \$		
Tha	t I hereby make a claim under subsection 65.2( <i>(Give full particulars)</i>	., .,	s of which are as follows: ng the calculations upon which the cl	aim is based.)
	C. SECURED CLAIM OF \$			
(Giv	t in respect of this debt, I hold assets of the deb re full particulars of the security, including the da ch a copy of the security documents.)			
	D. CLAIM BY FARMER, FISHERMAN OR A	AQUACULTURIST OF	\$	
Tha	t I hereby make a claim under subsection 81.2( (At	, ,	paid amount of \$ agreement and delivery receipts.)	
	E. CLAIM BY WAGE EARNER OF \$		_	
	That I hereby make a claim under subsection	on 81.3(8) of the Act in	the amount of \$,	
	That I hereby make a claim under subsection	on 81.4(8) of the Act in	the amount of \$,	
	F. CLAIM BY EMPLOYEE FOR UNPAID A	MOUNT REGARDING	PENSION PLAN OF \$	
	That I hereby make a claim under subsectio			

### G. CLAIM AGAINST DIRECTOR \$\_\_\_\_

(To be completed when a proposal provides for the compromise of claims against directors.) That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)

#### H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$\_

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I \_\_\_\_\_\_(am/am not) (or the above-named creditor \_\_\_\_\_\_(is/is not)) related to the debtor within the meaning of section 4 of the Act, and \_\_\_\_\_\_(have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at	. this	dav of	
	, uns	uay or	

Witness

Individual Creditor

Witness

Return To:

Name of Corporate Creditor

Per

Name and Title of Signing Officer

Phone Number:	
Fax Number:	
E-mail Address:	

Crowe Soberman Inc., LIT - Licensed Insolvency Trustee

2 St. Clair Ave East, Suite 1100 Toronto ON M4T 2T5 Phone: (416) 929-2500 Fax: (416) 929-2555 E-mail: Frances.Doria@CroweSoberman.com

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.