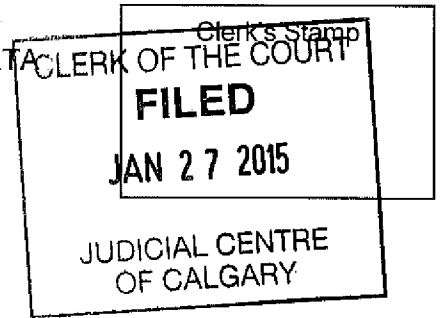


COURT FILE NUMBER 1301-11285
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT(S) ALIGNVEST PRIVATE DEBT LTD.
RESPONDENT(S) SUREFIRE INDUSTRIES LTD.
DOCUMENT APPLICATION



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Gowling Lafleur Henderson LLP
1600, 421 - 7th Avenue SW
Calgary, AB T2P 4K9

Tom Cumming / Clifton Prophet

Telephone: (403) 298-1938 / (416) 862-3509
Fax: (403) 695-3538 / (416) 862-7661
Email: tom.cumming@gowlings.com
clifton.prophet@gowlings.com

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date February 2, 2015
Time 11:00 a.m.
Where Calgary Courts Center (Commercial List)
Before Whom The Honourable Justice Eidsvik

Go to the end of this document to see what else you can do and when you must do it.

Remedy Claimed or Sought

1. Duff & Phelps Canada Restructuring Inc. ("**Duff & Phelps**"), in its capacity as the receiver and manager of the assets, properties and undertakings of Surefire Industries Ltd. ("**Surefire Canada**", and Duff & Phelps in such capacity, the "**Receiver**") applies for an Order:
 - (a) Authorizing and directing the Receiver to provide financial statements and related documents in the possession of the Receiver (the "**Information**") concerning Surefire Industries USA, LLC ("**Surefire USA**") to Duff & Phelps in its capacity as trustee in bankruptcy (the "**Trustee**") of Surefire Canada, for use by the Trustee in a certain action commenced by the Trustee against Michael Kemp, Yasin Khalid and Marc Leclerc (the Trustee, Michael Kemp and Yasin Khalid being collectively referred to as the "**Parties**" and individually as a "**Party**" and such action as the "**Action**");
 - (b) Directing that neither a Party nor its professional advisors shall disclose the Information to any person other than another Party or the professional advisors to such Party;
 - (c) Directing that the Parties shall only use the Information as evidence in the Action and for no other purpose;
 - (d) Directing that if the Information is included in any materials filed with the Court, such materials shall be sealed in the files of the Court; and
 - (e) Providing for such further and other relief as counsel for the Receiver may advise.

Grounds for Making This Application:

2. Pursuant to an application by Alignvest Private Debt Ltd. ("**APD**"), on December 16, 2013 Surefire Canada was adjudged a bankrupt and Duff & Phelps was appointed Trustee (the "**Bankruptcy Order**").
3. In accordance with the resolutions of the inspectors of the bankrupt estate, the Trustee commenced the Action against Michael Kemp, Yasin Khalid and Marc Leclerc by

Statement of Claim issued April 8, 2014.

4. The Action claims payment and recovery of dividends declared and paid by Surefire Canada in April, 2013, as against Michael Kemp as sole director and shareholder and as against Yasin Khalid and Marc Leclerc as shareholders and persons related to Michael Kemp for the purposes of the payment of the dividends.
5. The defendants have delivered a Statement of Defence in the Action and discoveries are currently proceeding.
6. It is the Receiver's and the Trustee's understanding that Surefire Canada owned an indirect interest in Surefire USA through a wholly-owned subsidiary named Surefire Holdings Inc.. Surefire USA is a corporation incorporated under the laws of the state of Texas.
7. The value of Surefire Canada's indirect shareholding in Surefire USA is a material fact in issue in the Action based on the pleadings and the litigation to date.
8. As part of the Receiver's attempt to realize value for the stakeholders of Surefire Canada, a protocol was entered into between Surefire USA and the Receiver with respect to information to be provided by Surefire USA to aid in the realization of Surefire Canada's indirect shareholding in Surefire USA. The Receiver obtained the Information in accordance with this protocol.
9. The Information received by the Receiver was subject to the terms of a Company Agreement entered into among Surefire USA, Surefire Holdings Inc. and certain other shareholder(s) of Surefire USA, which included provisions concerning the confidentiality of information about Surefire USA, including financial results and accounting data like the Information. The Receiver accordingly obtained the Information subject to these confidentiality obligations and has maintained the Information in confidence.
10. Surefire USA has been the subject of foreclosure proceedings by a creditor holding senior security over all of its property assets and undertaking. It is the Receiver's understanding that Surefire USA is currently insolvent and does not carry on any active business.

11. Due to Surefire USA's insolvency and the highly relevant nature of the historical Surefire USA accounting records as they pertain to the Action and the overall solvency of Surefire Canada, the Receiver has requested a representative of Surefire USA, Mr. Chris Stewart, to authorize the Receiver to use the Information for the sole purpose of the Action. In response to this request, Mr. Stewart and Surefire USA stated that they are not in a position to consent to the disclosure of the Information because:
 - (a) Surefire USA does not have any continuing employees to verify, validate or qualify the Information;
 - (b) Surefire USA cannot defend against any claims arising out of a party's reliance on the Information; and
 - (c) The former managers and officers of Surefire USA are concerned that they may be exposed to unknown risks if the Information becomes publicly available.
12. The Receiver and the Trustee are not concerned with respect to the availability of employees to validate the quality of the Information or about claims against Surefire USA, which appears to be a company without either a business or assets.
13. With respect to the concerns of the former managers and officers of Surefire USA, the Receiver and the Trustee are of the view that their interests are adequately protected by limiting the use of the Information strictly to the Action and providing by Order that no person, including the parties to the Action and their advisors, may further disclose or use the Information for any purpose other than the Action.
14. On the foregoing basis, given the likelihood that the Information is very probative in relation to the Action and given that no prejudice which cannot be mitigated will be suffered by any party if the Information is disclosed on the limited basis contemplated herein, the Receiver requests an order permitting it to disclose the Information to the Trustee for use in the Action.
15. A Sealing Order directing the sealing of any materials filed with the Court containing the Information addresses the concerns of Mr. Stewart and Surefire USA set out in paragraph 11 herein. The Receiver is of the opinion that the benefits of a Sealing Order would outweigh any negative effects on the interests of the public and no reasonable alternative measures are available.

Material or Evidence to be Relied On:

16. The Eighth Report.
17. Such further and other material as counsel for the Receiver may advise and this Honourable Court may permit.

Applicable Rules:

18. Rules 1.2, 1.3, 5.13, 6.3, 6.28(b) and 13.5 of the Rules.
19. Such further and other rules as counsel for Receiver may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

20. Such acts and regulations as counsel for the Receiver may advise or this Honourable Court may permit.

Any Irregularity Complained of or Objection Relied On:

21. There are no irregularities complained of or objections relied on.

How the Application is Proposed to be Heard or Considered:

22. The Receiver proposes that the Application be heard in person or by telephone with one, some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.