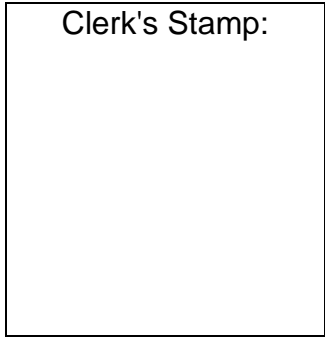


COURT FILE NUMBER
2001-13391
COURT
COURT OF KING'S BENCH OF
ALBERTA
JUDICIAL CENTRE
CALGARY
APPLICANT
ORPHAN WELL ASSOCIATION
RESPONDENT
BOW RIVER ENERGY LTD.



DOCUMENT **AFFIDAVIT OF GHAZANFAR ZAFAR**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Burnet, Duckworth & Palmer LLP
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Calgary, Alberta T2P 1G1
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Algar
Phone Number: (403) 260-0113 /0126
Fax Number: (403) 260-0332
Email Address: dsf@bdplaw.com /
ralgar@bdplaw.com
File No. 72865-21

AFFIDAVIT OF GHAZANFAR ZAFAR

Sworn on March 31, 2023

I, Ghazanfar Zafar of Calgary, Alberta, business executive, MAKE OATH AND SAY
THAT:

1. I am the President of Tallahassee Exploration Inc. ("**Tallahassee**") and as such I have personal knowledge of the facts and matters herein deposed to except where they are stated to be based upon information and belief, in which case I believe them to be true.
2. I am a 2001 graduate from Oklahoma University with a Bachelor in Petroleum Engineering and since that time have been engaged in numerous capacities in the oil and gas business in Canada and internationally.

3. Tallahassee is responding to the Application of BDO Canada Limited in its capacity as the receiver and manager (in such capacity, the "**Receiver**") of Bow River Energy Ltd. ("**Bow River**" or the "**Debtor**").
4. This Affidavit is made in response and in opposition to the Receiver's Application seeking a judgment and costs on a solicitor and own client basis against Tallahassee as is further detailed in the Fourth Report of the Receiver, dated March 27, 2023 (the "**Fourth Report**").
5. Capitalized terms not otherwise defined herein have the meaning set forth in the Fourth Report.

Interim Charges



6. In the Fourth Report, the Receiver states that it paid, among other things, \$122,716.25 to Epcor in respect of certain utility charges during the Interim Period.
7. Section 2.5(vi) of the Tallahassee PSA requires that Tallahassee save harmless the Receiver against expenses reasonably incurred by the Receiver, which are not satisfied by the Receiver and its agents with respect to the Tallahassee Epcor Charges. [emphasis added]
8. All wells and facilities in the subject area (the "**Amisk Area**") were neither producing or active, respectively, during the Interim Period.
9. In specific response to paragraph 42(b) of the Fourth Report, while Tallahassee acknowledges and agrees that, generally speaking, Cathodic Protection is appropriate, including when pipelines are inactive, with respect to the specific assets in question:
 - (a) Cathodic Protection is a common method used in various industries and uses a low electrical current to prevent corrosion of metal structures such as pipelines, tanks, steel-pier piles and offshore oil platforms;

- (b) Over 90% of the pipelines in the Amisk Area are constructed from fiberglass and only minimal Cathodic Protection would be required for any metal pipelines;
 - (c) Tallahassee is not aware of a Cathodic Rectifier Panel from which the Receiver could delineate electricity consumption and charges for Cathodic Protection, as suggested, and based on experience referenced in Section 9 of this Affidavit, believes if there is power going to Cathodic Protection, it will be very minimal and significantly below Tallahassee Epcor Charges; and
 - (d) it is Tallahassee's understanding that the only additional power consumption during the Interim Period could be attributed to building heaters, which do not, in Tallahassee's experience, consume anywhere near the charges that have been allocated.
10. In specific response to paragraph 42(c) of the Fourth Report, at no time during the Interim Period did the Receiver or its agents engage in consultation with Tallahassee with respect to electricity charges anticipated or incurred nor with respect to opportunities and costs/benefits of decommissioning any sites or reduction of electricity usage, despite the fact that the Receiver ultimately intended to attempt to pass these costs on directly to Tallahassee.
 11. Tallahassee was not in a position to object to the Tallahassee Epcor Charges, as it did not receive billings or requested reimbursement until July 11, 2022, after the Interim Period to which such charges relate.
 12. Tallahassee incurs charges at various other sites for Cathodic Protection electrification, copies of charges for which are attached hereto and marked as **Exhibit "A"** for the indicated periods.
 13. In order for Tallahassee to determine the reasonableness, veracity and appropriateness of the Tallahassee Epcor Charges, Tallahassee seeks a direction from this Honourable Court:

- (a) adjourning the Receiver's application:
 - (i) seeking the Proposed Tallahassee Order generally; and
 - (ii) for its proposed form of Discharge Order in so far as the approval of the Receiver's activities and of its R&D constitute the approval of the Tallahassee Epcor Charges and generally so that the Receiver can respond to the items set forth below prior to its discharge;
- (b) directing the Receiver to provide the Monthly Cathodic Rectifier Readings or other specifics of use for the Interim Period, and the specific uses of all other Tallahassee Epcor Charges;
- (c) directing that the Receiver provides evidence of minimum demand charges incurred with respect to the Tallahassee Purchased Assets, if any; and
- (d) details, if any, during the Interim Period of consideration of site decommissioning or electricity use reduction.

14. I swear this Affidavit in opposition to the Proposed Tallahassee Order, in support of a direction that the Receiver provide Tallahassee with the information detailed above to enable to it to determine the reasonableness of the amounts in dispute and for no improper purpose.

SWORN BEFORE ME at Calgary, Alberta)
 this 31st day of March 2023.)


 _____)
 A Commissioner for Oaths in and for the)
 Province of Alberta)

 Ghazanfar Zafar



 Ghazanfar Zafar

THIS IS **EXHIBIT "A"** REFERRED TO IN THE
AFFIDAVIT OF GHAZANFAR ZAFAR.

SWORN BEFORE ME THIS 31ST DAY OF
MARCH, 2023.


A Commissioner for Oaths
in and for the Province of Alberta

David S. Friedman, K.C.
Recorder & Solicitor

EXHIBIT "A"

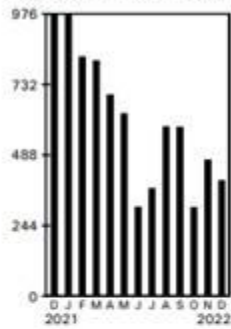
1. Marlowe (Zama city) – Nov 2022 till Feb 2023



RETAILER CHARGES Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

kWh Consumption by Billing Cycle



| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Nov 24 | Nov 30 | 113.00 | |
| Nov 30 | Dec 07 | 131.00 | |
| Dec 07 | Dec 20 | 239.00 | |
| Dec 20 | Dec 21 | 29.00 | |

| | Energy Rate (\$/kWh) | Energy Charge (\$) |
|---------------------|----------------------|--------------------|
| 113.00 x 0.175970 = | | 19.88 |
| 399.00 x 0.217680 = | | 86.85 |

| Current Energy Charges | |
|--------------------------------|---------------|
| Administration Fee - Fixed | 12.42 |
| Rider C | 0.30 |
| Cost of Electricity - Variable | 106.73 |
| Sub-Total | 119.45 |
| GST | 5.98 |
| CURRENT ENERGY BILLING | 125.43 |



DISTRIBUTOR CHARGES Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: T00791-55608138

| | Reading |
|-----------------|---------|
| Current | |
| Estimate Dec 21 | 48,491 |
| Last | |
| Actual Nov 24 | 47,979 |

| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Nov 24 | Dec 21 | 512.00 | |

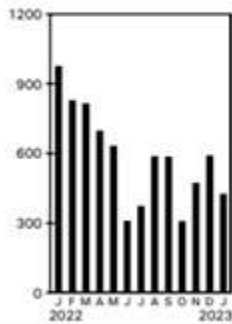
| Current Distributor Charges | |
|-------------------------------------|--------------|
| Transmission Charge | 25.34 |
| Distribution Charge | 86.71 |
| Rate Riders | 7.34 |
| Sub-Total | 119.39 |
| GST | 5.97 |
| Dec 03 GOA Utility Commodity Rebate | 50.00 CR |
| CURRENT DISTRIBUTOR BILLING | 75.36 |

| | |
|---|---------------|
| Total Charges for Site 0010419982017 | 200.79 |
|---|---------------|

**RETAILER CHARGES** Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

kWh Consumption by Billing Cycle



| From | To | Energy Used (kWh) |
|--------|--------|-------------------|
| Dec 21 | Dec 31 | 189.00 |
| Dec 31 | Jan 23 | 423.00 |

| | Energy Rate (\$/kWh) | Energy Charge (\$) |
|--------|----------------------|--------------------|
| 189.00 | x 0.217680 | = 41.14 |
| 423.00 | x 0.135000 | = 57.11 |

| Current Energy Charges | |
|--------------------------------|---------------|
| Administration Fee - Fixed | 15.18 |
| Cost of Electricity - Variable | 98.25 |
| Sub-Total | 113.43 |
| GST | 5.67 |
| CURRENT ENERGY BILLING | 119.10 |

**DISTRIBUTOR CHARGES** Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: T00791-55608138

| Last | Reading |
|---------------|---------|
| Actual Jan 23 | 49,103 |

| From | To | Energy Used (kWh) |
|--------|--------|-------------------|
| Dec 21 | Jan 23 | 612.00 |

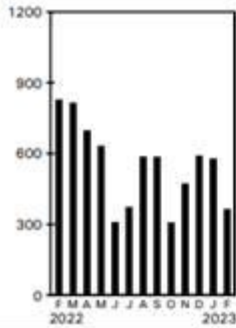
| Current Distributor Charges | |
|-------------------------------------|--------------|
| Transmission Charge | 29.71 |
| Distribution Charge | 99.08 |
| Rate Riders | 17.59 |
| Sub-Total | 146.38 |
| GST | 7.32 |
| Jan 08 GOA Utility Commodity Rebate | 75.00 CR |
| CURRENT DISTRIBUTOR BILLING | 78.70 |

| | |
|---|---------------|
| Total Charges for Site 0010419982017 | 197.80 |
|---|---------------|

**RETAILER CHARGES** Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

kWh Consumption by Billing Cycle



| From | To | Energy Used (kWh) |
|--------|--------|-------------------|
| Jan 23 | Jan 31 | 153.00 |
| Jan 31 | Feb 19 | 362.00 |

$$515.00 \times 0.135000 = 69.53$$

Energy Rate (\$/kWh) Energy Charge (\$)

| Current Energy Charges | |
|--------------------------------|--------------|
| Administration Fee - Fixed | 12.42 |
| Cost of Electricity - Variable | 69.53 |
| Sub-Total | 81.95 |
| GST | 4.10 |
| CURRENT ENERGY BILLING | 86.05 |

**DISTRIBUTOR CHARGES** Electricity Site ID 0010419982017

2054 ASPEN DR ZAMA CITY AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: T00791-55608138

| Last | Actual | Reading |
|------|--------|---------|
| | Feb 19 | 49,618 |

| From | To | Energy Used (kWh) |
|--------|--------|-------------------|
| Jan 23 | Feb 19 | 515.00 |

| Current Distributor Charges | |
|-------------------------------------|--------------|
| Transmission Charge | 24.77 |
| Distribution Charge | 80.12 |
| Rate Riders | 17.89 |
| Sub-Total | 122.78 |
| GST | 6.14 |
| Feb 05 GOA Utility Commodity Rebate | 75.00 CR |
| CURRENT DISTRIBUTOR BILLING | 53.92 |

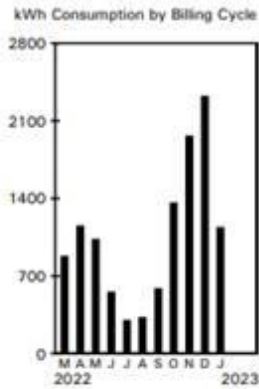
| | |
|---|---------------|
| Total Charges for Site 0010419982017 | 139.97 |
|---|---------------|

2. Whitelaw (1-36 location) – Dec 2022 till Mar 2023



RETAILER CHARGES Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB



| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Dec 13 | Dec 31 | 1361.00 | |
| Dec 31 | Jan 15 | 1135.00 | |

| | Energy Rate (\$/kWh) | Energy Charge (\$) |
|----------------------|----------------------|--------------------|
| 1361.00 x 0.214990 = | | 292.60 |
| 1135.00 x 0.135000 = | | 153.23 |

| Current Energy Charges | |
|--------------------------------|---------------|
| Administration Fee - Fixed | 16.21 |
| Cost of Electricity - Variable | 445.83 |
| Sub-Total | 462.04 |
| GST | 23.10 |
| CURRENT ENERGY BILLING | 485.14 |



DISTRIBUTOR CHARGES Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: G00791-95014317

| Last | Reading |
|---------------|---------|
| Actual Jan 15 | 5,557 |

| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Dec 13 | Jan 15 | 2496.00 | |

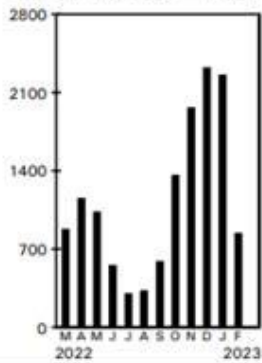
| Current Distributor Charges | |
|-------------------------------------|---------------|
| Transmission Charge | 62.50 |
| Distribution Charge | 147.79 |
| Rate Riders | 39.93 |
| Sub-Total | 250.22 |
| GST | 12.51 |
| Jan 08 GOA Utility Commodity Rebate | 75.00 CR |
| CURRENT DISTRIBUTOR BILLING | 187.73 |

| | |
|---|---------------|
| Total Charges for Site 0010419932314 | 672.87 |
|---|---------------|

**RETAILER CHARGES** Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB

kWh Consumption by Billing Cycle



| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Jan 15 | Jan 31 | 1117.00 | |
| Jan 31 | Feb 12 | 838.00 | |

Energy Rate (\$/kWh) Energy Charge (\$)
 1955.00 x 0.135000 = 263.93

| Current Energy Charges | |
|--------------------------------|---------------|
| Administration Fee - Fixed | 13.75 |
| Cost of Electricity - Variable | 263.93 |
| Sub-Total | 277.68 |
| GST | 13.88 |
| CURRENT ENERGY BILLING | 291.56 |

**DISTRIBUTOR CHARGES** Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: G00791-95014317

| | Reading |
|------------------|---------|
| Last | |
| Actual Feb 12 | 7,512 |

| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Jan 15 | Feb 12 | 1955.00 | |

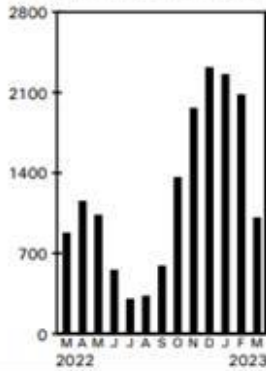
| Current Distributor Charges | |
|-------------------------------------|---------------|
| Transmission Charge | 51.28 |
| Distribution Charge | 119.76 |
| Rate Riders | 30.15 |
| Sub-Total | 201.19 |
| GST | 10.06 |
| Feb 05 GOA Utility Commodity Rebate | 75.00 CR |
| CURRENT DISTRIBUTOR BILLING | 136.25 |

| | |
|---|---------------|
| Total Charges for Site 0010419932314 | 427.81 |
|---|---------------|

**RETAILER CHARGES** Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB

kWh Consumption by Billing Cycle



| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Feb 12 | Feb 28 | 1239.00 | |
| Feb 28 | Mar 13 | 1006.00 | |

$$2245.00 \times 0.135000 = 303.08$$

Energy Rate (\$/kWh) Energy Charge (\$)

| Current Energy Charges | |
|--------------------------------|---------------|
| Administration Fee - Fixed | 14.24 |
| Cost of Electricity - Variable | 303.08 |
| Sub-Total | 317.32 |
| GST | 15.87 |
| CURRENT ENERGY BILLING | 333.19 |

**DISTRIBUTOR CHARGES** Electricity Site ID 0010419932314

1 36 81 2W6 M.D. OF FAIRVIEW AB

Distribution services provided by:

ATCO Electric

Meter Readings Provided by:

ATCO Electric

Meter: G00791-95014317

| | Reading |
|--------|-------------------|
| Last | |
| Actual | Mar 13 9,757 |

| From | To | Energy Used (kWh) | |
|--------|--------|-------------------|--|
| Feb 12 | Mar 13 | 2245.00 | |

| Current Distributor Charges | |
|-------------------------------------|---------------|
| Transmission Charge | 54.35 |
| Distribution Charge | 124.05 |
| Rate Riders | 34.26 |
| Sub-Total | 212.66 |
| GST | 10.64 |
| Mar 05 GOA Utility Commodity Rebate | 25.00 CR |
| CURRENT DISTRIBUTOR BILLING | 198.30 |

| | |
|---|---------------|
| Total Charges for Site 0010419932314 | 531.49 |
|---|---------------|