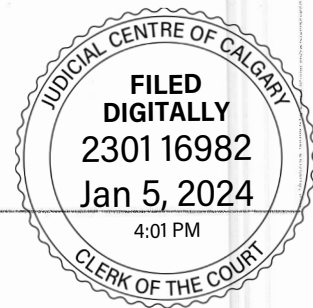


COURT FILE NUMBER 2301-16982
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, RSC
1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
CANDESTO ENTERPRISES CORP., D3
INFRASTRUCTURE SERVICES INC. and
SAFE ROADS ALBERTA LTD.

Clerk's Stamp



APPLICANTS CANDESTO ENTERPRISES CORP., D3 INFRASTRUCTURE
SERVICES INC. and SAFE ROADS ALBERTA LTD.

DOCUMENT

AFFIDAVIT NO. 3 OF JAN VAN BRUGGEN

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta, T2P 5C5
Telephone: (403) 351-2920
Facsimile: (403) 648-1151
Email: joliver@cassels.com / nthompson@cassels.com
File No.: 58965-1

Attention: Jeffrey Oliver / Natalie Thompson

AFFIDAVIT OF: JAN VAN BRUGGEN

SWORN ON: January 5, 2024

I, JAN VAN BRUGGEN, of the City of ST. ALBERT, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am a director and President of Safe Roads Alberta Ltd. ("**Safe Roads**"), D3 Infrastructure Services Inc. ("**D3**") and Candesto Enterprises Corp. ("**CEC**" and together with Safe Roads and D3, the "**Applicants**"). Additionally, I am a director and Chief Executive Officer of Barricades and Signs Ltd. ("**Barricades**"), and a 50% shareholder and director of Batavi Venture Group Inc. ("**Batavi**"), which in turn is a shareholder of CEC, D3 and Safe Roads. Barricades and Batavi are non-applicant related companies.
2. As a result of the foregoing, I have personal knowledge of the matters hereinafter deposed to except where stated to be based upon information and belief, and where so stated I do verily believe the same to be true.

NT

3. I have been authorized to swear this affidavit as the corporate representative of the Applicants.
4. Capitalized terms not otherwise defined in this affidavit shall have the meaning ascribed to them in my previous affidavit sworn in these proceedings on January 2, 2024 (the "**Second van Bruggen Affidavit**").
5. On January 2, 2024, I swore the Second van Bruggen Affidavit in support of the Applicants' application ("**Application**") for an order, among other things, amending paragraph 7 (the "**Amendment**") of the Amended and Restated Initial Order granted on December 20, 2023 by the Honourable Justice B.B. Johnston (the "**ARIO**").
6. Paragraph 23 of the Second van Bruggen Affidavit states the following:
 - (a) The Applicants also seek approval of this Court to amend the ARIO by eliminating the requirement that funds received from bonded receivables be held in a non-interest bearing account where the bonded receivables were generated through advances from the Interim Lender. This would ensure that bonded receivables could only be used to pay either payables on other bonded projects or to repay amounts outstanding under the Administration Charge or the Interim Lender for advances specifically made related to bonded projects. Such use of funds would remain subject to the approval and oversight of the Monitor. For any bonded receivables received by the Applicants that were pre-filing and were not generated through advances from the Interim Lender, such funds would continue to be held in a non-interest bearing account or utilized on other bonded projects.
7. Instead of the above noted information, paragraph 23 should have said:
 - (a) The Applicants also seek approval of this Court to amend the ARIO by eliminating the requirement that funds received from bonded receivables be held in a non-interest bearing account where the bonded receivables (i) were generated through advances from the Interim Lender; or (ii) were generated other than from the Interim Lender and outstanding prior to the date of the Initial Order in the within proceedings. This would ensure that bonded receivables could only be used to pay either (i) payables on other bonded projects or (ii) amounts outstanding under the Administration Charge or the Interim Lender pursuant to their priority charges, or (iii) amounts outstanding to the Interim Lender for advances specifically made related to bonded projects. Such use of funds would remain subject to the approval and oversight of the Monitor.
8. I swear this affidavit in support of the relief sought by the Applicants and for no improper purpose.
9. In swearing this affidavit, I was not physically present before the commissioner for oaths but was linked with the commissioner for oaths utilizing video technology and, to the best of my knowledge, the process described in Court of King's Bench of Alberta Notice to the Profession

Handwritten signature and initials, possibly "JB" and "NT", in the bottom right corner.

and Public on Remote Commissioning of Affidavits for use in Civil and Family Proceedings During the COVID-19 Pandemic dated March 25, 2020 was followed.

SWORN BEFORE ME at the City of Calgary, in the)
Province of Alberta, this 5th day of January, 2024)

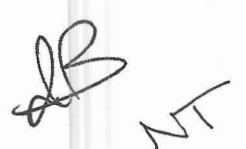


Commissioner for Oaths/Notary Public in and for)
Alberta)



JAN VAN BRUGGEN

NATALIE ELISE THOMPSON
Barrister and Solicitor
Commissioner for Oaths in and for Alberta


NT

CERTIFICATE

As per the March 25, 2020 Notice to the Profession & Public: "Remote Commissioning":

I hereby state and confirm that I have commissioned the following Affidavit and am satisfied that the process was necessary because it was impossible or unsafe, for medical reasons, for the deponent and myself to be physically present together.



Commissioner for Oaths for the Province of Alberta

January 5, 2024
Date

Name: Natalie Thompson

NATALIE ELISE THOMPSON
Barrister and Solicitor
Commissioner for Oaths in and for Alberta

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A handwritten signature in black ink, consisting of a stylized, cursive 'B' followed by a flourish.

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SWORN BEFORE ME at the City of Calgary, in the)
Province of Alberta, this 5th day of January, 2024)

Commissioner for Oaths/Notary Public in and for)
Alberta)



JAN VAN BRUGGEN



COURT FILE NUMBER 2301-16982
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