

This is the 1st affidavit
of Miriam Dominguez in this case
and was made on 02 / February / 2017

NO. _____
VANCOUVER REGISTRY

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

BETWEEN:

DEANS KNIGHT CAPITAL MANAGEMENT LTD.

PETITIONER

AND:

SHOEME TECHNOLOGIES LIMITED

RESPONDENT

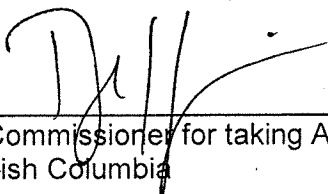
AFFIDAVIT

I, **MIRIAM DOMINGUEZ**, Legal Assistant, of 20th Floor – 250 Howe Street, in the City of Vancouver, in the Province of British Columbia, SWEAR (OR AFFIRM) THAT:

1. I am employed by the law firm of Dentons Canada LLP ("Dentons"), and solicitors of the petitioner in this matter, and as such I have personal knowledge of the facts and matters deposed to herein except where stated to be based upon information and belief, and where so stated I verily believe the same to be true.
2. Now shown to me and attached hereto as **Exhibit "A"** is a copy of the B.C. Company Summary for "ShoeMe Technologies Limited" that I obtained from B.C. Registry Services.
3. Now shown to me and attached hereto as **Exhibit "B"** is a copy of the search results for "ShoeMe Technologies Limited" that I obtained from the British Columbia Personal Property Registry.
4. Now shown to me and attached hereto as **Exhibit "C"** is a copy of the search results for "ShoeMe Technologies Limited" that Dentons obtained from the Ontario Personal Property Registry.

5. Now shown to me and attached hereto as **Exhibit "D"** is a copy of a demand letter and notice of intention to enforce sent by Dentons Canada LLP to ShoeMe Technologies Limited.
6. Now shown to me and attached hereto as **Exhibit "E"** is a copy of a waiver of ten-day notice period and consent to enforcement signed on behalf of ShoeMe Technologies Limited by Jeffrey Mason, its chief financial officer and a director.
7. Now shown to me and attached hereto as **Exhibit "F"** is a copy of a letter to Dentons Canada LLP confirming Alvarez & Marsal Canada Inc. consents to act as receiver in this matter.

SWORN (OR AFFIRMED) BEFORE ME at
Vancouver, BC, on 02/02/2017.


A Commissioner for taking Affidavits within
British Columbia
MIRIAM DOMINGUEZ

TEVIA JEFFRIES
Barrister & Solicitor
DENTONS CANADA LLP
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

Extraprovincial Company Summary

For SHOEME TECHNOLOGIES LIMITED

Date and Time of Search: February 02, 2017 10:07 AM Pacific Time

Currency Date: November 24, 2016

ACTIVE

Registration Number in BC: A0085118

Name of Extraprovincial Company: SHOEME TECHNOLOGIES LIMITED

Registration Date and Time: Registered in British Columbia on January 17, 2012 08:18 AM Pacific Time

Last Annual Report Filed: January 17, 2016

Receiver: No

FOREIGN JURISDICTION INFORMATION

Identifying Number in Foreign Jurisdiction:
8078432

Name in Foreign Jurisdiction:
SHOEME TECHNOLOGIES LIMITED

Date of Incorporation, Continuation or Amalgamation
in Foreign Jurisdiction:

January 12, 2012

Foreign Jurisdiction:

FEDERAL

CANCELLATION/RESTORATION/REINSTATEMENT INFORMATION

Filing/Event

Date of Filing

Full Reinstatement

October 24, 2014

System Dissolution - Fail to File

June 30, 2014

HEAD OFFICE INFORMATION

Mailing Address:

1750 - 1055 WEST GEORGIA STREET
PO BOX 11125
VANCOUVER BC V6E 3P3
CANADA

Delivery Address:

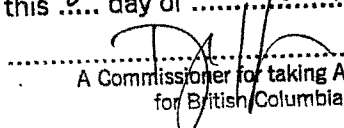
1750 - 1055 WEST GEORGIA STREET
VANCOUVER BC V6E 3P3
CANADA

ATTORNEY INFORMATION

No attorney information to display.

This is Exhibit "A" referred to in the
affidavit of Nicolas Dominguez

sworn before me at Vancouver
this 2nd day of February, 2017


A Commissioner for taking Affidavits
for British Columbia

DIRECTOR INFORMATION

Directors are not recorded for extraprovincial registration types. Go to the incorporating jurisdiction for director information.

Page: 1

BC OnLine: PPRS SEARCH RESULT 2017/02/02
 Lterm: XPSP0050 For: PU69450 DENTONS CANADA LLP 10:09:31

Index: BUSINESS DEBTOR

Search Criteria: SHOEME TECHNOLOGIES LIMITED

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: DEC 12, 2014 Reg. Length: 3 YEARS
 Reg. Time: 10:36:28 Expiry Date: DEC 12, 2017
 Base Reg. #: 340316I Control #: D2812860

Block#

S0001 Secured Party: DEANS KNIGHT CAPITAL MANAGEMENT LTD
 1500 999 WEST HASTINGS STREET
 VANCOUVER BC V6C 2W2

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
 (Business) 4TH FL., 1500 WEST GEORGIA ST.
 VANCOUVER BC V6G 2Z6

General Collateral:

ALL OF THE DEBTOR S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY;
 UNCRYSTALLIZED FLOATING CHARGE ON LAND;
 ALL PROCEEDS THEREOF AND THEREFROM.

Registering

Party: FARRIS VAUGHAN WILLS & MURPHY LLP
 25TH FLOOR 700 WEST GEORGIA ST
 VANCOUVER BC V7Y 1B3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: DEC 12, 2014 Reg. Length: 7 YEARS
 Reg. Time: 11:42:38 Expiry Date: DEC 12, 2021
 Base Reg. #: 340502I Control #: D2813067

Block#

S0001 Secured Party: BROWN SHOE INVESTMENT COMPANY INC
 8300 MARYLAND AVENUE
 ST. LOUIS MO 63105

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
 (Business) 4TH FL, 1500 W. GEORGIA ST.
 VANCOUVER BC V6G 2Z6

General Collateral:

ALL OF THE DEBTORS RIGHT, TITLE AND INTEREST IN AND TO THE DEBTORS
 INVENTORY (AS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT FROM
 TIME TO TIME IN THE STATE OF DELAWARE (THE UCC)), ALL COLATERAL
 RECORDS WITH RESPECT THERETO, AND ALL INSURANCE POLICIES COVERING ANY
 OR ALL OF THE FOREGOING (REGARDLESS OF WHETHER THE SECURED PARTY IS
 THE LOSS PAYEE THEREOF), WHETHER NOW OWNED OR HEREAFTER ACQUIRED AND
 WHERESOEVER LOCATED AND TOGETHER WITH THE PROCEEDS (AS DEFINED IN THE
 UCC) THEREOF.

This is Exhibit " B " referred to in the
 affidavit of Miriam Dominguez

sworn before me at Vancouver

this 2nd day of February, 2017

[Signature]
 A Commissioner for taking Affidavits
 for British Columbia

Continued on Page 2

Search Criteria: SHOEME TECHNOLOGIES LIMITED

Page: 2

Registering

Party: ELISABETH PRESTON
116 LISGAR STREET, SUITE 200
OTTAWA ON K2P 0C2

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JAN 23, 2015 Reg. Length: 3 YEARS
Reg. Time: 12:10:07 Expiry Date: JAN 23, 2018
Base Reg. #: 404646I Control #: D2878676

Block#

S0001 Secured Party: RCAP LEASING INC.
5575 NORTH SERVICE RD, STE 300
BURLINGTON ON L7L 6M1

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
(Business) 450-1500 W GEORGIA ST
VANCOUVER BC V6N 2V3

General Collateral:

ALL COMPUTER EQUIPMENT FROM TIME TO TIME LEASED BY THE SECURED PARTY
TO THE DEBTOR AS DESCRIBED ON LEASES, CONDITIONAL SALES AGREEMENTS
AND ANY OTHER FINANCING AGREEMENTS ENTERED INTO BETWEEN THE SECURED
PARTY AND THE DEBTOR FROM TIME TO TIME AND ANY PROCEEDS THEREOF,
TOGETHER WITH ALL REPLACEMENT PARTS, ACCESSORIES AND ATTACHMENTS.
SERIAL # SPC00E0BT SPC029SR9 SPC029SR8 SPB03CAHP SPC025DWS SPC025DWR
SPC025DWQ SPC025DWX SPC025DWW SPC029SRC SPC025DWV SPC025DWU SPC029SRA
SPC025DWT SPB03CAQK SPB03C65N SPB03C64V SPC025PQN SPC025PQP SPC025PQQ
SPC029T7K SPC029T7M SR90BDYT0 SR90B3VNW SPC02M039 SPC02M02Y SPC02M038
SPC02M03L SPC02M03B SPC012QUN SPC012QUS SPC012QUR SPC012QUY SPC025D4W
SPC012QVX SPC02M03A SPC029T3S SPC012QU8 SPC012QSF MG0082NU MG0082NZ
MG0082P0 MG0082P1 MG0082P2 MG0082P3 MG0082P5 MG0082P6 MG0082P7
MG0082R7 MG0082R8 MG0082R9 MG0082TL MG0082XQ MJ01X7YB MJ01X7YD
MJ01X7YF MJ01X7YK MJ01X7YM MJ01X7YP MJ01X7YR MJ01X7ZJ
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LXLAA005433104F14210 MMLXLA005424021B24210 MMLXLA005424022DD4210
MMLXLA005424022E74210 MMLXLA005424022F44210 MMLXLA0054240229D4210
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MMLXLA005424022C34210 MMLXLA005424022E64210 MMLXLA005424022D94210
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MMLXLA005424022ED4210 MMLXLA005424022854210 MMLXLA0054240225F4210
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MMLXLA005424022B44210 MMLXLA005424022F14210 MMLXLA0054240229C4210
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MMLXLA005424022934210 MMLXLA005424022D74210 SC02NL2QVF8J4

Registering

Party: (REGISTRY=RECOVERY) TM INC.
1551 THE QUEENSWAY
TORONTO ON M8Z 1T8

Continued on Page 3

Search Criteria: SHOEME TECHNOLOGIES LIMITED

Page: 3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 21, 2015 Reg. Length: 4 YEARS
 Reg. Time: 09:20:28 Expiry Date: JUL 21, 2019
 Base Reg. #: 735348I Control #: D3216964

Block#

S0001 Secured Party: NATIONAL LEASING GROUP INC.
 1525 BUFFALO PLACE
 WINNIPEG MB R3T 1L9

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
 (Business) 450-1500 GEORGIA ST W
 VANCOUVER BC V6G2Z6

General Collateral:

ALL COMPUTER EQUIPMENT-PORTABLE, DESKTOP PC'S, NOTEBOOKS, MONITORS,
 SYSTEMS AND SOFTWARE OF EVERY NATURE OR KIND DESCRIBED IN LEASE
 NUMBER 2726463 BETWEEN LEASE LINK CANADA CORP., AS ORIGINAL LESSOR AND
 THE DEBTOR, AS LESSEE, WHICH LEASE WAS ASSIGNED BY THE ORIGINAL LESSOR
 TO THE SECURED PARTY, AS AMENDED FROM TIME TO TIME, TOGETHER WITH
 ATTACHMENTS, ACCESSORIES AND SUBSTITUTIONS.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: SEP 30, 2015 Reg. Length: 6 YEARS
 Reg. Time: 13:30:11 Expiry Date: SEP 30, 2021
 Base Reg. #: 871832I Control #: D3356465

Block#

S0001 Secured Party: ROYNAT INC.
 SUITE 1500, 4710 KINGSWAY ST.
 BURNABY BC V5H 4M2

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
 (Business) 450 - 1500 GEORGIA ST W
 VANCOUVER BC V6G2Z6

General Collateral:

COMPUTER EQUIPMENT, COMPUTER HARDWARE AND SOFTWARE, COMPUTER(S),
 LAPTOP(S), NOTEBOOK(S), TABLET(S), MONITOR(S) TOGETHER WITH ALL
 ATTACHMENTS ACCESSORIES ACCESSIONS REPLACEMENTS SUBSTITUTIONS
 ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM
 DERIVED DIRECTLY OR INDIRECTLY FROM ANY SALE AND OR DEALINGS WITH THE
 COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR OTHER PAYMENT THAT
 INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR
 PROCEEDS OF THE COLLATERAL

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: FEB 08, 2016 Reg. Length: 3 YEARS
 Reg. Time: 07:03:07 Expiry Date: FEB 08, 2019
 Base Reg. #: 100917J Control #: D3590663

Block#

S0001 Secured Party: BLUE CHIP LEASING CORPORATION
 156 DUNCAN MILL RD, UNIT 16
 TORONTO ON M3B3N2

Continued on Page 4

Search Criteria: SHOEME TECHNOLOGIES LIMITED

Page: 4

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
(Business) 450-1500 GEORGIA ST W
VANCOUVER BC V6G2Z6

General Collateral:

12-NEW LENOVO THINKCENTRE M73 DESKTOP PC, 12-NEW INTEL 535 SERIES
120GB SSD, 12-NEW KINGSTON LENOVO 4GB, 24-NEW LG 24M37D-B LED MONITOR
24 IN, 15-NEW AP 6FT DISPLAYPORT TO DVI CABLE, 1-NEW CISCO SG300-28PP
26-PORT GIGABIT POE + 2-PORT SFP MANAGED NETWORK SWITCH AND ALL
RELATED COMPUTER ACCESORIES OF EVERY NATURE OR KIND DESCRIBED IN LEASE
NUMBER 43182 (62307) BETWEEN THE SECURED PARTY, AS LESSOR AND THE
DEBTOR AS LESSEE, AS AMENDED FROM TIME TO TIME, TOGETHER WITH ALL
ATTACHMENTS, ACCESSORIES, SUBSTITUTIONS AND ALL PROCEEDS IN ANY FORM
DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR
PROCEEDS THEREOF.

Registering

Party: AVS SYSTEMS INC.
201-1325 POLSON DR.
VERNON BC V1T 8H2

***** MISCELLANEOUS REGISTRATIONS ACT *****

*** DISCHARGED ***

Crown Charge Filed Pursuant to: PROVINCIAL SALES TAX ACT

Reg. Date: JUL 06, 2016	Reg. Length: INFINITY
Reg. Time: 09:21:25	Expiry Date: N/A
Base Reg. #: 393477J	Control #: D3889810

Block#

S0001 Secured Party: HER MAJESTY THE QUEEN IN THE RIGHT
OF THE PROVINCE OF BRITISH COLUMBIA
1802 DOUGLAS STREET
VICTORIA BC V8T 4K6

=D0001 Base Debtor: SHOEME TECHNOLOGIES LIMITED
(Business) 1500 W GEORGIA ST FL 4
VANCOUVER BC V6G 2Z6

D0002 Bus. Debtor: SHOEME.CA
1500 W GEORGIA ST FL 4
VANCOUVER BC V6G 2Z6

General Collateral:

ALL THE DEBTOR'S PRESENT PERSONAL PROPERTY INCLUDING BUT NOT
RESTRICTED TO MACHINERY, FURNITURE , APPLIANCES , VEHICLES,
EQUIPMENT, TOOLS, FIXTURES, INVENTORY AND RECEIVABLES

Registering

Party: RECEIVABLES MANAGEMENT OFFICE -
CYNTHIA SYLVESTER
6TH FLOOR-1802 DOUGLAS STREET
VICTORIA BC V8T 4K6

Continued on Page 5

Search Criteria: SHOEME TECHNOLOGIES LIMITED

Page: 5

Reg. #: 794287J

Reg. Time: 08:36:51

Control #: D4299226

Base Req. Type: MISCELLANEOUS REGISTRATION ACT

Base Reg. #: 393477J

Base Reg. Date: JUL 06, 2016

Registering

Party: HER MAJESTY THE QUEEN IN THE RIGHT
OF THE PROVINCE OF BRITISH COLUMBIA
1802 DOUGLAS STREET
VICTORIA BC V8T 4K6

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are concerned that a particular chattel may be subject to a Crown claim not registered at the PPR, please consult the agency administering the type of Crown claim.

[illegible]

ServiceOntario[Main Menu](#) [New Enquiry](#)**Enquiry Result**

File Currency: 01FEB 2017

This is Exhibit " C " referred to in the
 affidavit of Miriam Dominick
 sworn before me at Vancouver
 this 2nd day of February, 2017

[Signature]
 A Commissioner for taking Affidavits
 for British Columbia

◀ ◀ All Pages ▶ ▶

Show All Pages

Note: All pages have been returned.

Type of Search Business Debtor
 Search Conducted On SHOEME TECHNOLOGIES LIMITED
 File Currency 01FEB 2017

File Number	Family	of Families	Page	of Pages	Expiry Date	Status
702318456	1	2	1	5	12DEC 2021	

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period
702318456		001	3		20141212 1435 1590 5955	P PPSA	7

Individual Debtor	Date of Birth	First Given-Name	Initial	Surname
Business Debtor				
		Business Debtor Name		Ontario Corporation Number
		SHOEME TECHNOLOGIES LIMITED		
		Address	City	Province Postal Code
		6499 NORTHAM DRIVE	MISSISSAUGA	ON L4V 1J2

Individual Debtor	Date of Birth	First Given Name	Initial	Surname
Business Debtor				
		Business Debtor Name		Ontario Corporation Number
		Address		City Province Postal Code

Secured Party	Secured Party / Lien Claimant			
	BROWN SHOE INVESTMENT COMPANY INC			
	Address		City	Province Postal Code
	8300 MARYLAND AVENUE		ST. LOUIS, MO, USA	63105

Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
		X			X				

Motor Vehicle Description	Year	Make	Model	V.I.N.

General Collateral Description	General Collateral Description
	ALL OF THE DEBTORS RIGHT, TITLE AND INTEREST IN AND TO THE DEBTORS INVENTORY (AS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT FROM TIME TO TIME IN THE STATE OF DELAWARE (THE UCC)), ALL COLLATERAL

Registering Agent	Registering Agent			
	ELISABETH S. PRESTON			
	Address	City	Province	Postal Code
	200 - 116 LISGAR STREET	OTTAWA	ON	K2P 0C2

CONTINUED

Type of Search	Business Debtor																			
Search Conducted On	SHOEME TECHNOLOGIES LIMITED																			
File Currency	01FEB 2017																			
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status													
	702318456	1	2	2	5	12DEC 2021														
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN																				
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period													
702318456		002	3		20141212 1435 1590 5955															
Individual Debtor																				
Date of Birth		First Given Name			Initial		Surname													
Business Debtor																				
Business Debtor Name						Ontario Corporation Number														
Address																				
City		Province		Postal Code																
Individual Debtor																				
Date of Birth		First Given Name			Initial		Surname													
Business Debtor																				
Business Debtor Name						Ontario Corporation Number														
Address																				
City		Province		Postal Code																
Secured Party																				
Secured Party / Lien Claimant																				
Address																				
City		Province		Postal Code																
Collateral Classification																				
Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date												
Motor Vehicle Description																				
Year	Make				Model		V.I.N.													
General Collateral Description																				
RECORDS WITH RESPECT THERETO, AND ALL INSURANCE POLICIES COVERING ANY OR ALL OF THE FOREGOING (REGARDLESS OF WHETHER THE SECURED PARTY IS THE LOSS PAYEE THEREOF), WHETHER NOW OWNED OR HEREAFTER ACQUIRED AND																				
Registering Agent																				
Address																				
City		Province		Postal Code																

CONTINUED

Type of Search	Business Debtor							
	SHOEME TECHNOLOGIES LIMITED							

Search Conducted On								
File Currency	01FEB 2017							
File Number	Family	of Families	Page	of Pages	Expiry Date	Status		
702318456	1	2	3	5	12DEC 2021			
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN								
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period	
702318456		003	3		20141212 1435 1590 5955			
Individual Debtor	Date of Birth	First Given Name			Initial	Surname		
Business Debtor	Business Debtor Name				Ontario Corporation Number			
	Address				City	Province	Postal Code	
Individual Debtor	Date of Birth	First Given Name			Initial	Surname		
Business Debtor	Business Debtor Name				Ontario Corporation Number			
	Address				City	Province	Postal Code	
Secured Party	Secured Party / Lien Claimant							
	Address				City	Province	Postal Code	
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or
								No Fixed Maturity Date
Motor Vehicle Description	Year	Make			Model	V.I.N.		
General Collateral Description	General Collateral Description							
	WHERESOEVER LOCATED AND TOGETHER WITH THE PROCEEDS (AS DEFINED IN THE UCC) THEREOF.							

Registering Agent	Registering Agent			
	Address	City	Province	Postal Code

CONTINUED

Type of Search	Business Debtor					
Search Conducted On	SHOEME TECHNOLOGIES LIMITED					
File Currency	01FEB 2017					
	File Number	Family	of Families	Page	of Pages	
	702318456	1	2	4	5	
FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT						
	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule Attached	Registration Number	Registered Under
		001	1		20150602 0837 1590 6767	

Record Referenced	File Number	Page Amended	No Specific Page Amended	Change Required	Renewal Years	Correct Period
	702318456	X	A	AMNDMNT		
Reference Debtor/ Transferor	First Given Name	Initial	Surname			
	SHOEME TECHNOLOGIES LIMITED		Business Debtor Name			
Other Change	Other Change					
Reason / Description	Reason / Description					
	CHANGE OF SECURED PARTY NAME					
Debtor/ Transferee	Date of Birth	First Given Name	Initial	Surname		
	Business Debtor Name			Ontario Corporation Number		
	Address		City	Province Postal Code		
Assignor Name	Assignor Name					
Secured Party	Secured party, lien claimant, assignee					
	CALERES INVESTMENT COMPANY, INC.					
	Address		City	Province Postal Code		
	8300 MARYLAND AVENUE		ST. LOUIS/MO/USA	63105		
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included
Motor Vehicle Description	Year	Make	Model	V.I.N.		
General Collateral Description	General Collateral Description					
Registering Agent	Registering Agent or Secured Party/ Lien Claimant					
	ELISABETH S. PRESTON					
	Address		City	Province	Postal Code	
	200 - 116 LISGAR STREET		OTTAWA	ON	K2P 0C2	

END OF FAMILY

Type of Search	Business Debtor						
Search Conducted On	SHOEME TECHNOLOGIES LIMITED						
File Currency	01FEB 2017						
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status
	724527108	2	2	5	5	01FEB 2022	

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period
724527108		001	1		20170201 1241 1590 6212	P PPSA	5.

Individual Debtor	Date of Birth	First Given Name	Initial	Surname
Business Debtor				
Business Debtor Name				
SHOEME TECHNOLOGIES LIMITED				
Address				
4TH FLOOR, 1500 WEST GEORGIA STREET				
City				
VANCOUVER				
Province				
BC				
Postal Code				
V6G 2Z6				

Individual Debtor	Date of Birth	First Given Name	Initial	Surname
Business Debtor				
Business Debtor Name				
Ontario Corporation Number				
Address				
City				
Province				
Postal Code				

Secured Party	Secured Party / Lien Claimant
DEANS KNIGHT CAPITAL MANAGEMENT LTD.	
Address	
1500 - 999 WEST HASTINGS STREET	
City	
VANCOUVER	
Province	
BC	
Postal Code	
V6C 2W2	

Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
		X	X	X	X	X			

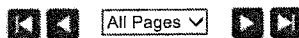
Motor Vehicle Description	Year	Make	Model	V.I.N.

General Collateral Description	General Collateral Description

Registering Agent	Registering Agent			
	DENTONS CANADA LLP (VANCOUVER)			
	Address	City	Province	Postal Code
	250 HOWE STREET, 20TH FLOOR	VANCOUVER	BC	V6C 3R8

LAST PAGE

Note: All pages have been returned.

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Dentons Canada LLP
20th Floor, 250 Howe Street
Vancouver, BC, Canada V6C 3R8

大成 Salans FMC SNR Denton McKenna Long
dentons.com

February 1, 2017

File No.: 566367-4

DELIVERED VIA COURIER

Shoeme Technologies Limited
4th Floor – 1500 West Georgia Street
Vancouver, BC V6G 2Z6

Attention: Sean Clark

This is Exhibit " D " referred to in the
affidavit of Nikam Dominuer
sworn before me at Vancouver
this 2nd day of February, 2017
[Signature]
A Commissioner for taking Affidavits
for British Columbia

Dear Sir:

RE: **Indebtedness to Deans Knight Capital Management Ltd. ("Deans Knight") – Loan
Facilities extended to Shoeme Technologies Limited ("Shoeme")**

We are counsel to Deans Knight in connection with certain debentures issued by Shoes.com Technologies Inc. (the "**Issuer**") to Deans Knight, the Issuer's obligations in respect of which were guaranteed by Shoeme. In this regard, reference is made to the following agreements:

- (a) Debenture Purchase Agreement, dated December 12, 2014 (the "**Debenture**"); and
- (b) General Security Agreement, dated December 12, 2014 (the "**GSA**"), wherein Deans Knight granted general and continuing security to Shoeme in respect of its obligations to Deans Knight, charging all of its present and after-acquired property.

We are instructed that Shoeme is presently in default of the Debenture and the GSA and that Events of Default has occurred. In particular, without limiting the foregoing, we are advised that the Issuer, Shoeme and the other subsidiary guarantors of the Issuer's obligations have ceased operating their business, and that the Issuer and certain subsidiary guarantors are in default under Financial Indebtedness of the Issuer. We confirm that as a result of the Events of Default, all amounts owing under the Debenture and the GSA are hereby accelerated and demand is hereby made upon you for full payment of all amounts due and owing pursuant to the Debenture and the GSA and otherwise owing by Shoeme to Deans Knight. The indebtedness, as at February 1, 2017, is \$10,094,520.55 plus all further accruing interest, expenses, and fees, plus all costs associated with the collection thereof, including legal costs on a solicitor and client, full indemnity basis (collectively, the "**Indebtedness**"), the particulars of which are as follows:

Principal	\$10,000,000
Interest accrued to date	\$94,520.55
Total	<u>\$10,094,520.55</u>
Per Diem to February 11, 2017	\$4,109.59
# of days to February 11, 2017	<u>10</u>
	<u>\$41,095.90</u>
Total owing as of February 11, 2016	10,135,616.45

On behalf of our client, we hereby make formal demand upon you for payment of the Indebtedness. We also make demand upon you pursuant to the GSA.

This letter is to advise you that unless payment of the Indebtedness, plus all applicable interest to the date of payment, plus legal costs, is made into this office by certified cheque or bank draft payable to Dentons Canada LLP in trust, on or before 5:00 PM local time on February 11, 2017, legal proceedings, which may include enforcement of the GSA and/or the appointment of a Receiver or a Receiver Manager, may be commenced against you without further notice.

Pursuant to the provisions of the *Bankruptcy and Insolvency Act*, we enclose a Notice of Intention to Enforce Security ("NOI") in the prescribed form. We also enclose a consent to immediate enforcement and waiver of the ten-day notice period set out in section 244 of the *Bankruptcy and Insolvency Act* and request that you sign and return this document as soon as possible.

Please note that Deans Knight reserves the right to proceed against you prior to the date stipulated above in the event that it determines that its position has been further jeopardized. Deans Knight also reserves its rights to proceed against you any time, or from time to time, after any date stipulated above has passed, and in either case without the necessity of serving a new demand for payment.

We note that Borden Ladner Gervais in its capacity as counsel to Shoeme is being provided with a copy of this demand and enclosures.

All inquiries and payments should be directed to the attention of the writer to ensure that due credit is given immediately to your account.

Yours truly,
Dentons Canada LLP



Tevia Jeffries

TJ/md

Enclosure

cc: Borden Ladner Gervais | Attn.: Magnus Verbrugge (MVerbrugge@blg.com)

BANKRUPTCY AND INSOLVENCY ACT**FORM 115****NOTICE OF INTENTION TO ENFORCE SECURITY
[Subsection 244(1)]**


TO: SHOEME TECHNOLOGIES LIMITED, an insolvent person.

TAKE NOTICE THAT:

1. DEANS KNIGHT CAPITAL MANAGEMENT LTD., a secured creditor, intends to enforce its security on the property of the insolvent person described below:
 - (a) All presently owned and after acquired property.
2. The security that is to be enforced is in the form of:
 - (a) General Security Agreement, executed December 12, 2014.
3. The total amount of indebtedness secured by the security is \$10,094,520.55 as at February 1, 2017, plus costs and interest, including legal costs on a solicitor and client basis.
4. The secured creditor will not have the right to enforce the security until after the expiry of the 10 day period following the sending of this notice, unless the insolvent person consents to an earlier enforcement.

DATED at Vancouver, British Columbia this 1st day of February, 2017.

DEANS KNIGHT CAPITAL MANAGEMENT LTD.



DENTONS CANADA LLP, solicitors for
DEANS KNIGHT CAPITAL MANAGEMENT LTD.

CONSENT AND WAIVER

THE UNDERSIGNED hereby:

1. Acknowledges receipt of the Notice herein;
2. Waives the 10 days of notice required under section 244 of the *Bankruptcy and Insolvency Act* (Canada); and
3. Consents to the immediate enforcement by the secured creditor of the security referred to herein.

DATED this day of February, 2017.

Shoeme Technologies Limited.

Per: _____

Authorized Signatory

Name:

Title:

I have authority to bind the corporation.

CONSENT AND WAIVER

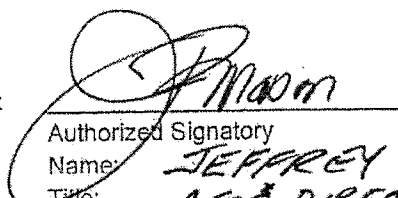
THE UNDERSIGNED hereby:

1. Acknowledges receipt of the Notice herein;
2. Waives the 10 days of notice required under section 244 of the *Bankruptcy and Insolvency Act* (Canada); and
3. Consents to the immediate enforcement by the secured creditor of the security referred to herein.

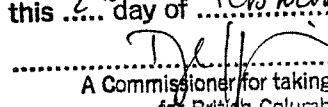
DATED this FIRST day of February, 2017. 12:30pm

Shoeme Technologies Limited.

Per:


 Authorized Signatory
 Name: JEFFREY R. MASON
 Title: CFO & DIRECTOR
 I have authority to bind the corporation.

This is Exhibit " E " referred to in the
 affidavit of Miniam Dominique
 sworn before me at Vancouver
 this 2nd day of February, 2017


 A Commissioner for taking Affidavits
 for British Columbia



Alvarez & Marsal Canada Inc.
400 Burrard Street
Suite 1680, Commerce Place
Vancouver, BC V6C 3A6
Phone: +1 604 638 7440
Fax: +1 604 638 7441

February 1, 2017

John Sandrelli
Dentons Canada LLP
20th Floor, 250 Howe Street
Vancouver, BC V6C 3R8

Dear Mr. Sandrelli:

Re: In the Matter of the Receivership of Shoeme Technologies Ltd.

This letter serves to confirm the consent of the undersigned, Alvarez & Marsal Canada Inc., to act as the Court appointed receiver or receiver and manager of the property, assets and undertakings of Shoeme Technologies Ltd. should a Court Order be granted in this matter.

Yours very truly,
Alvarez & Marsal Canada Inc.

Todd M. Martin
Senior Vice President

This is Exhibit " F " referred to in the
affidavit of ... Ninam Dominquez ...
sworn before me at Vancouver ...
this 2nd day of February, 2017

A Commissioner for taking Affidavits
for British Columbia