

Q.B.G. No. 25 of 2009

IN THE COURT OF QUEEN'S BENCH FOR SASKATCHEWAN  
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE APPOINTMENT OF AN INTERIM RECEIVER  
UNDER SECTION 47 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C.  
1985, c.b-3

BETWEEN:

SASKATCHEWAN TELECOMMUNICATIONS

APPLICANT

-and-

WIRELESS AGE COMMUNICATIONS LTD.

and

WIRELESS SOURCE DISTRIBUTION LTD.

RESPONDENTS

**AFFIDAVIT OF ALLEN COWIE**

1. I am an officer and director of IM Wireless Communications Ltd. and as such have knowledge of the facts hereinafter deposed to, except where stated to be based on information and belief, and whereso stated, I duly verily believe the same to be true.
2. I am President of Wireless Age Communications Ltd. ("Wireless Age") and I am the General Manager and currently in charge of the day to day operations of Wireless Age with the concurrence of the Receiver.
3. I have read the Affidavit of Kelly Kazakoff and wish to clarify the following matters;
  - a. In late January, 2009, after it was made clear by the Receiver that the assets of Wireless Age were being put up for sale, and I was introduced to Tamarck Capital, I approached PFM Capital Inc. ("PFM") to join with me in putting forth a proposal to the Receiver for the purchase of assets of Wireless Age.

- b. Based on discussions between PFM and myself, PFM forwarded an expression of interest on February 6, 2009 to the Receiver indicating the interest of PFM in acquiring the assets of Wireless Age under various conditions. One of those conditions included an agreement with myself to become CEO and taking an equity position in a new company to be formed to acquire the Wireless Age assets in Saskatchewan and Manitoba at a specified price, and if the Manitoba assets were not included, a specified price for the Saskatchewan assets only.
- c. Kelly Kazakoff contacted me on or about February 12, 2009, the day before I was leaving on vacation. I am well acquainted with Kelly Kazakoff and we discussed openly the assets of Wireless Age, valuation of certain assets, my future with a potential purchaser, and the potential for a proposal from Jump.ca.
- d. Contrary to Mr. Kazakoff's Affidavit, I indicated to Mr. Kazakoff that I was intending to put a proposal to the Receiver with the support of local investors. I indicated to Mr. Kazakoff that all proposals were to be processed by Tamarck Capital and I had no influence over that decision. Further, I was concerned about the employees and leased locations.
- e. Mr. Kazakoff was well aware of my position at Wireless Age and that I had managed the company operations for many years. We discussed various assets of Wireless Age; however, due to fluctuation from day to day, I cautioned him about putting specific numbers on assets. I did advise him about accounts receivable and inventory. Mr. Kazakoff requested an inventory listing and I confirmed I would have someone prepare it, but he should obtain it from Tamarck Capital.
- f. I did not mislead Mr. Kazakoff in any fashion with respect to the assets of Wireless Age, nor that I was intending to put forward a bid. The information I provided did not form the basis of the proposal in which I

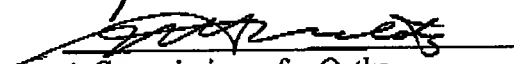
was an interested party, as the proposal had already been provided to the Receiver.


- g. As I was leaving for a vacation on February 13, 2009, I emailed PFM on February 12, 2009 to advise I was leaving, I was available for discussions, and I had discussions with Kelly Kazakoff. Attached hereto as Exhibit A is a copy of that email.
- h. I returned from my vacation on February 20, 2009 and except for certain operational matters, did not discuss the PFM proposal or my involvement in it with the Receiver, during my vacation.
- i. At no time during the process did the Receiver make me aware of bids being received until after I had returned from vacation and offers were closed. There were no discussions with the Receiver with respect to the PFM expression of interest until February 24, 2009 at which time clarification on terms and removal of certain conditions were discussed with myself and the principals of PFM. At that time, we were advised there was another bid close in value that was short listed, to which PFM, with my input, submitted another offer with changed terms, conditions, and an increase in price.
- j. On March 4, 2009 upon request from the Receiver, PFM further clarified its expression of interest by revising terms, and increasing price. On March 5, 2008, PFM and I were advised the PFM proposal was acceptable.
- k. Subsequent to March 5, 2009, various steps were taken to finalize the purchase and IM Wireless Communications Ltd. was incorporated. The shareholders of IM Wireless Communications Ltd. will be myself and PFM. PFM will be providing the financing if the transaction proceeds. A formal agreement was negotiated and finalized with an effective date of

April 14, 2009 between the Receiver and IM Wireless Communications Ltd.

- 4. I verily believe the contract we have negotiated with the Receiver will maximize the return to the Receiver, will retain the former Wireless Age locations in Saskatchewan, and is in the best interest of the employees.
- 5. I make this Affidavit in response to the Affidavit of Kelly Kazakoff and in support of the Application of the Receiver for confirmation of sale to IM Wireless Communications Ltd.

SWORN before me at Regina, )  
 Saskatchewan, this 27 day of )  
April, 2009 )

  
 A Commissioner for Oaths  
 in and for the Province of  
 Saskatchewan  
 Being a Solicitor

  
 ALLEN COWIE



This document was delivered by:

**GERRAND RATH JOHNSON**

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whose address for service is as above.

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