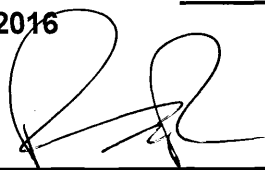


This is Exhibit "5" referred to in
the Affidavit of Anthony Griffin
sworn before me this 4th day
of June, 2016

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

A Commissioner, etc.

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FINANCIAL POST

September 23, 2013

No U.S., other larger foreign carriers to bid in Canada's spectrum auction

By Christine Dobby

No U.S. carriers will take part in next year's Canadian spectrum auction and the country's dominant three wireless players will not face competition...

With no foreign carriers interested in bidding in next year's public auction for cellular airwaves, Canada's wireless industry is in familiar territory.

The country's three largest wireless players are well positioned to continue their dominance of the market while the federal government is once more faced with retooling its strategy to promote competition.

As expected, the national incumbents BCE Inc., Rogers Communications Inc. and Telus Corp. intend to bid for spectrum licences, but no U.S. carriers or other foreign operators appeared on the list of 15 applicants Industry Canada published Monday.

"We believe the outcome of the summer war between the incumbents and the government has resulted in a victory for the incumbent carriers," said Dvai Ghose, head of research at Canaccord Genuity.

"Surely the government realizes that the market will not support four carriers per market and must rethink its flawed wireless policy," he added.

The government has tried to encourage competition by relaxing foreign ownership restrictions, tightening rules around cellular tower sharing and roaming and designing the auction rules to prevent the Big Three from purchasing all of the prime spectrum.

While Verizon Communications Inc. considered a Canadian entry this summer, it ultimately decided against it and without any other large strategic player coming forward, Ottawa may be left hoping private equity players can consolidate a trio of Toronto-based new entrants serving primarily Ontario, Alberta and British Columbia.

Greg MacDonald, an analyst with Macquarie Capital Markets, said a private-equity backed bid for Wind Mobile could be a likely scenario after the auction, which will begin in earnest on Jan. 14. Auction participants are barred from discussing possible mergers or acquisitions while the process is underway.

However, Scotia Capital's Jeff Fan noted that financial players may be more interested in acquiring spectrum to operate as wholesalers or lease capacity to other carriers.

"We doubt the [private equity firms] have the financial capacity and patience to operate a fourth operator long-term or extract an attractive return on investment even with mandated roaming rates without certainty on the ultimate exit,"

Mr. Fan said, referencing the fact that there potential buyers are limited as the government has already blocked Mobilicity's sale to Telus and hinted it would prevent new entrant sales to the incumbents.

Industry Canada did not comment directly Monday on the fact it did not attract a foreign operator to the auction, but insisted its policies are working.

"Well before this summer's public debate on wireless policy, our government introduced a number of measures to create more choice in Canada's wireless market and to defend consumers," Industry Minister James Moore said. "As a result, prices have come down, the number of jobs in the wireless sector has increased and consumers have more choices. This trend will continue as a result of January's auction.

"In addition to this auction, our government will continue to aggressively pursue policies that ensure consumer interests are at the core of all government decisions."

Absent a robust fourth player in every market, Ottawa may look to increased regulation of the sector, a move analysts have warned could be coming as the country's telecom regulator is investigating wholesale roaming rates carriers charge and pay to their competitors.

While the largest of the startup carriers, Wind Mobile, will take part in the auction, neither Public Mobile nor Mobilicity, known formally as Data and Audio-Visual Enterprises Wireless Inc. (DAVE), applied to bid.

Toronto-based distressed debt investor Catalyst Capital Group Inc., one of financially stressed Mobilicity's largest bondholders, submitted an application to bid as did BH Wave Acquisition Corporation, which is owned by Toronto private equity firm Birch Hill Equity Partners Management Inc.

Birch Hill was said to have considered a bid for Wind Mobile this summer and has lobbied the federal government on telecommunications and wireless policy.

Mobilicity's founder and executive chairman John Bitove is the owner behind an application submitted by Feenix Wireless Inc., but a spokeswoman said neither Mobilicity nor any of its controlled affiliates applied to bid in the auction.

Public Mobile was recently recapitalized and its new backers said in June they would fund its participation in the auction. However, its name did not appear on the list of bidders Monday and the company declined to comment.

Wind Mobile is bidding through Globalive Wireless Management Corp., which is majority owned by Wind's foreign backer VimpelCom Ltd. Wind's Canadian founder Anthony Lacavera still controls 34.25% of the equity through his holding company.



Brent Lewin/Bloomberg While the largest of the startup carriers, Wind Mobile, will take part in the auction, neither Public Mobile nor Mobilicity, known formally as Data and Audio-Visual Enterprises Wireless Inc. (DAVE), applied to bid.

Regional players MTS Inc., SaskTel, Quebecor Inc.-owned Videotron, EastLink Inc. and TBay Tel have also placed deposits to participate in the auction.

Confirmation that the Big Three will face no serious competition boosted their shares: BCE gained 1.32% or \$0.58 to close at \$44.51 Monday, Rogers was up 1.16% or \$0.52 to \$45.36 and Telus surged 2.49% or \$0.86 to finish the day at \$35.44.

The auction list includes some relatively unknown players such as Novus Wireless Inc., which is owned by Vancouver real estate developer Terry Hui who also operates a Vancouver cable television and Internet provider. Novus purchased spectrum for \$17.9-million in the last auction but did not build a wireless business and sold its licences to Telus in June for an undisclosed amount.

Those wishing to take part in the auction for radio waves in the 700-megahertz band – low frequency spectrum prized for its ability to travel long distances and penetrate buildings – were required to submit a 5% deposit last Tuesday.

The government plans to sell 68 megahertz of spectrum in the auction, which will be about 15% of the total amount of spectrum made commercially available in Canada for the deployment of cellular communications networks.

It has divided the country into 14 geographic regions, each of which is subdivided into seven blocks. Four of those blocks are considered "prime" because they are compatible with more advanced equipment.

Ottawa is limiting the incumbents to bidding on one out of the four prime blocks of spectrum each while others may bid on up to two out of four blocks.

That policy was the focus of much debate this summer when Verizon was considering purchasing one of the existing new entrants and taking advantage of the auction rules to purchase a large amount of prime spectrum.

That could have left one of Canada's three big carriers without a block of prime spectrum, however, without a deep-pocketed foreign challenger, that possibility is unlikely.

Industry Canada has assigned a certain number of eligibility points to each block of spectrum correlated roughly to the population covered and the minimum bid price for each point is \$130,000.

The cost of placing a 5% deposit to bid nationally on one out of four prime blocks amounts to about \$8-million.

A further list of bidders Industry Canada has provisionally accepted as qualified will be published on Oct. 22 with the remaining 95% of the opening bid price due one week later.

A final list of qualified bidders will be published in November and the auction participants will have the opportunity to access price determination tools and conduct mock auctions before the process begins in earnest Jan. 14.

National Post



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