

JEFF FINE
 Clerk of the Superior Court
 By Aida Plascencia, Deputy
 Date 03/29/2019 Time 12:46:56

Description	Amount
CASE# CV2019-005943	
CIVIL NEW COMPLAINT	333.00
TOTAL AMOUNT	333.00
Receipt# 27127380	

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 Roopali H. Desai (024295)
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ARIZONA SUPERIOR COURT
MARICOPA COUNTY

FIERCE INVESTMENTS LTD.,) No.	CV 2019-005943
)	
Plaintiff,)	
)	
v.	)	VERIFIED COMPLAINT/
	)	APPLICATION FOR APPOINTMENT
AZTEC COPPER INC., an Arizona	)	OF RECEIVER
corporation;)	
	)	(Eligible for Commercial Court)
Defendant.)	
)	

Fierce Investments Ltd. ("Fierce"), in its Verified Complaint against Defendant Aztec Copper Inc. ("Aztec" or "the Company"), alleges as follows:

NATURE OF THIS ACTION

1. This is an action pursuant to Arizona Rule of Civil Procedure 66 and A.R.S. § 12-1241 for appointment of a receiver for Aztec to protect and preserve the property and rights of Fierce.

2. In 2018, Fierce filed an action to inspect the books and records of Aztec based on, among other things, concerns that its shares have been improperly diluted, that Aztec is being

1 mismanaged, and that Aztec's current officer and director are engaged in misconduct. *See*
2 Complaint filed in CV2018-003675 (the "Books and Records Lawsuit").

3 3. Fierce obtained a judgment directing Aztec and its director and officer to produce
4 the Company's books and records for inspection and to appear for depositions in Arizona no
5 later than January 4, 2019. *See* Judgment entered 12/04/18 in CV2018-003675 ("the Books and
6 Records Judgment"), attached hereto as **Exhibit A**.

7 4. Aztec failed to comply with the Books and Records Judgment.

8 5. In 2018, Fierce filed a second action to require Aztec to hold an annual meeting
9 pursuant to A.R.S. § 10-703 because Aztec had failed to hold annual shareholder meetings or
10 failed to provide notice of such meetings to Fierce.

11 6. Fierce obtained judgment in the second case, which ordered Aztec and its director
12 and officer to hold a shareholder meeting in Arizona in early 2019, to provide a list of
13 shareholders to Fierce, and to appear for their depositions in Arizona no later than January 4,
14 2019. *See* Judgment entered 12/04/18 in CV2018-006866 ("the Shareholder Meeting
15 Judgment"), attached hereto as **Exhibit B**.

16 7. Aztec and its director and officer also failed to comply with the Shareholder
17 Meeting Judgment.

18 8. Aztec's defiance of these two Judgments, coupled with its recent alarming conduct
19 and inaccurate suggestion that Fierce no longer owns shares of Aztec, has caused Fierce to file
20 this action seeking appointment of a receiver for Aztec.

21 9. Fierce seeks appointment of a receiver for the purpose of ensuring that the two
22 Judgments are complied with—namely, that an annual shareholder meeting is held after Aztec
23 produces its books and records for inspection and permits depositions of its director and officer.

24 10. Fierce anticipates that a receivership would no longer be necessary following a
25 duly held shareholder meeting at which, among other things, directors and officers would be
26 selected by Aztec's shareholders.

1 **PARTIES**

2 11. Fierce is incorporated in the Commonwealth of The Bahamas as an International
3 Business Company.

4 12. Defendant Aztec Copper Inc. is a corporation organized under the laws of the
5 State of Arizona, according to records of the Arizona Corporation Commission.

6 **JURISDICTION AND VENUE**

7 13. This Court has subject matter jurisdiction hereof pursuant to A.R.S. § 12-1241.

8 **FACTUAL BACKGROUND**

9 **Relationship of Fierce to the Company; Purchase of Fierce Shares**

10 14. Fierce is an Aztec shareholder, and has been a shareholder since 2002.

11 15. On information and belief, Aztec's director, officer(s) and/or counsel have failed
12 to hold annual shareholder meetings, failed to hold meetings of its board of directors, and failed
13 to take other steps necessary and appropriate to maintain the corporate form.

14 16. On information and belief, Aztec's director, officer(s) and/or counsel seek to
15 improperly deprive Fierce of its ownership interest in Aztec.

16 17. The directors and officer(s) of Aztec are not properly managing the Company or
17 satisfying their respective responsibilities, including but not limited to complying with the Books
18 and Records Judgment and the Shareholder Meeting Judgment.

19 18. Fierce's concerns regarding its ownership interest in Aztec are heightened by
20 information it received in response to its January 26, 2018 demand for books and records. A
21 Canadian lawyer, responding to the pre-suit books and records demand, represented that an entity
22 incorporated under Canadian law, "1829752 Alberta Inc.," is the successor-in-interest to Aztec
23 Copper Inc.

24 19. Alberta Counsel has refused to provide information about 1829752 Alberta Inc.,
25 its shareholders, how it purportedly became the successor in interest to Aztec, and what interest
26 Fierce may hold in 1829752 Alberta Inc.

1 20. Prior to February 21, 2018, Fierce never received notice of any purported
2 acquisition, merger or other business combination involving Aztec and 1829752 Alberta Inc.,
3 nor do the records of the Arizona Corporation Commission reflect any such acquisition, merger
4 or other business combination.

5 21. In its unsuccessful Motion to Set Aside Default, filed in the Books and Records
6 Lawsuit on August 20, 2018, Aztec indicated (without admissible evidence or sound
7 explanation) that Fierce is not a shareholder in Aztec. Accordingly, Fierce seeks appointment
8 of a receiver to protect Fierce's rights as a shareholder and creditor, as well as to ensure
9 compliance with the Shareholder Meeting Judgment and the Books and Records Judgment.

10 **Fierce's Action for Annual Shareholder Meeting**

11 22. On March 6, 2018, Fierce filed suit in Arizona Superior Court seeking, among
12 other things, a court order requiring Aztec to hold a duly noticed annual shareholder meeting
13 pursuant to A.R.S. § 10-703. *See* CV2018-006866 (Arizona Superior Court, Maricopa
14 County) (the "Shareholder Meeting Lawsuit").

15 23. Fierce's Complaint in the Shareholder Meeting Lawsuit alleged (at ¶ 7) that it
16 acquired 40,000,000 Aztec shares in October 2002, and is a shareholder in the Company.
17 Aztec did not contest that allegation.

18 24. A default judgment was entered against Aztec on December 4, 2018 in the
19 Shareholder Meeting Lawsuit.

20 25. The Judgment entered in the Shareholder Meeting Lawsuit confirms that Fierce
21 "has a right to participate in annual shareholder meetings of the Company pursuant to A.R.S. §
22 10-703 and the Bylaws of the Company." (Ex. B, Shareholder Meeting Judgment, § A.)

23 26. The Shareholder Meeting Judgment also declared that "Aztec has failed to hold
24 timely annual meetings and has failed to give notice to Fierce of such annual shareholder
25 meetings." (*Id.*, § B.)
26

1 27. The Shareholder Meeting Judgment ordered Aztec “to promptly hold an annual
2 meeting in Maricopa County for the purpose of electing directors and for the transaction of
3 such other business as may properly come before the meeting.” (*Id.*, § C.)

4 28. The Shareholder Meeting Judgment ordered “Aztec, its counsel, and all those
5 acting in concert with it to set the annual shareholder meeting within forty (40) days” of
6 December 4, 2018, and to give notice of the meeting to Fierce and other shareholders of record
7 not less than ten days before the meeting was held. (*Id.*, § D.)

8 29. Neither Aztec, its counsel, or its officer(s) and director complied with the order
9 requiring that the annual shareholder meeting be held in Maricopa County within 40 days of
10 December 4, 2018 (*i.e.*, by January 13, 2019).

11 30. Aztec still has not held the annual shareholder meeting required by the
12 Shareholder Meeting Judgment.

13 31. The Shareholder Meeting Judgment also ordered the Company, its counsel, and
14 all those acting in concert with it to deliver to Fierce’s counsel a list of those shareholders
15 entitled to receive notice and to vote at the annual meeting within ten days. (*Id.*, § E.)

16 32. Canadian counsel for Aztec belatedly sent a list of names (with no other
17 information) to counsel for Fierce, but Aztec still has not complied with its obligation under
18 the Shareholder Meeting Judgment or its obligation under A.R.S. § 10-720 to supply a valid
19 shareholders’ list. *See* A.R.S. § 10-720 (“The list shall be arranged by voting group, and
20 within each voting group by class or series of shares, and shall show the address of and number
21 of shares held by each shareholder.”).

22 33. The Shareholder Meeting Judgment ordered Aztec to make its director and
23 officer of record (Ron Arnold and Christine Reeves) available for deposition in Arizona by
24 Fierce’s counsel within thirty days to answer questions relevant to the Shareholder Meeting
25 Lawsuit and the related Books and Records Lawsuit. (*Id.*, § F.)

1 34. Aztec failed to make its director and officer of record available for deposition in
2 Arizona as directed by the Shareholder Meeting Judgment.

3 35. Mr. Arnold and Ms. Reeves failed to appear at their duly noticed, court-ordered
4 depositions on January 2, 2019.

5 36. Fierce filed a Motion for Contempt in the Shareholder Meeting Lawsuit on
6 March 20, 2019 for failure to comply with the Shareholder Meeting Judgment. The Declaration
7 of Keith Beauchamp filed in Support of Motion for Contempt in CV2018-006866 supplies
8 evidence supporting this request for appointment of a receiver, so Mr. Beauchamp's Declaration
9 (with Exhibits) is attached hereto as **Exhibit C** and incorporated by reference.

10 37. The Arizona Superior Court ordered Aztec to pay Fierce's attorneys' fees in the
11 amount of \$10,884 and costs in the amount of \$679 in a Minute Entry dated February 20, 2019.
12 See 02/20/19 Minute entry filed in CV2018-006866, attached hereto as **Exhibit D**.

13 38. Aztec has failed to pay the attorneys' fees and costs as ordered in the Shareholder
14 Meeting Lawsuit. As a result, Fierce is a creditor of Aztec.

15 **Demand to Inspect Books and Records; Rejection of Inspection Rights**

16 39. On January 26, 2018, Fierce made a demand to inspect the books and records of
17 the Company (the "Demand").

18 40. The Demand was delivered to the statutory agent for the Company and to the
19 business address provided for the Company in the records of the Arizona Corporation
20 Commission.

21 41. The Demand was forwarded by the Company's statutory agent to Ron Arnold
22 and Christine Reeves, as the officer and director of record for Aztec, as evidenced by the fact
23 that Canadian counsel representing Arnold, Reeves and Aztec subsequently communicated
24 with Fierce's counsel on these issues.

25 42. Fierce sought to inspect certain books and records for the purposes of obtaining
26 an informed understanding of the true financial condition of Aztec; assessing the value of the

1 Fierce Shares; and determining whether the affairs of Aztec have been conducted appropriately
2 under applicable law.

3 43. Specifically, Fierce requested the following books and records in its Demand:

- 4 • the articles or restated articles of incorporation of the Company and all
5 amendments thereto;
- 6 • bylaws or restated bylaws of the Company and all amendments
7 thereto;
- 8 • resolutions adopted and/or voted on by the board of directors creating
9 one or more classes or series of shares;
- 10 • minutes of all shareholders meetings, and records of all action taken by
11 shareholders of the Company without a meeting;
- 12 • written communications to any or all shareholders;
- 13 • financial statements prepared in accordance with A.R.S. § 10-1620;
- 14 • any agreement among shareholders under A.R.S. § 10-732;
- 15 • minutes of any meeting of the board of directors, records of any action
16 of a committee of the board of directors while acting in place of the
17 board of directors, minutes of any meeting of the shareholders and
18 records of action taken by the shareholders or board of directors
19 without a meeting;
- 20 • accounting records of the Company, including but not limited to
 - 21 ○ its general ledger,
 - 22 ○ annual profit and loss statements,
 - 23 ○ year-end balance sheets, and
 - 24 ○ documentation of any payments (whether loans, reimbursement of
expenses, salary, or otherwise) from the Company to any
shareholder, officer or director;
- the record of shareholders of the Company; and
- the Company's most recent financial statements showing in reasonable
detail its assets and liabilities and the results of its operations.

25 44. On February 21, 2018, Fierce received a response to its Demand from legal counsel
26 purporting to represent "1829752 Alberta Inc., previously Aztec Copper Inc."

1 45. The February 21, 2018 letter asserted that 1829752 Alberta Inc. is incorporated
2 under Alberta statutes and is not subject to the Arizona statute cited in the Demand. Therefore,
3 Aztec rejected the request to inspect books and records.

4 **Fierce's Books and Records Action**

5 46. Following rejection of its demand to inspect the books and records of Aztec, Fierce
6 filed the Books and Records Lawsuit against Aztec, Ron Arnold (the Company's President and
7 CEO), and Christine Reeves (the Company's Director and possibly also an Officer).

8 47. Fierce's Complaint in the Books and Records Lawsuit alleged (at ¶ 9) that it
9 acquired 40,000,000 Aztec shares in October 2002, and is a shareholder in the Company. Aztec
10 did not contest that allegation.

11 48. Fierce's Complaint in the Books and Records Lawsuit sought an order enforcing
12 its right to inspect Aztec's books and records pursuant to A.R.S. § 10-1604 and the common law.

13 49. Fierce's Complaint in the Books and Records Lawsuit also sought an order
14 declaring that Arnold and Reeves had breached their fiduciary duties to Fierce.

15 50. The Books and Records Judgment, entered December 2, 2018, declares that
16 "Fierce has the right to inspect the books and records of Aztec under A.R.S. § 10-602 but has
17 been denied its right to conduct such inspection." (Ex. A, Books and Records Judgment, § A.)

18 51. The Books and Records Judgment also provides: "Aztec, its counsel, and all those
19 acting in concert with it are HEREBY ORDERED to produce and/or make available for
20 inspection the books and records of the Company to Fierce within ten (10) days of the date of
21 this order at the offices of Fierce's counsel in Phoenix Arizona." (*Id.* at § B.)

22 52. Aztec, its counsel and its director and officer(s) have not complied with the Books
23 and Records Judgment because they have not made Aztec's books and records available for
24 inspection by Fierce's counsel.

25 53. The Books and Records Judgment also "FURTHER ORDERED that Aztec shall
26 make its director and officer of record—Ron Arnold and Christine Reeves—available for

1 deposition in Arizona by [Fierce's] counsel within thirty (30) days of the date of this Order to
2 answer questions relevant to this action (including enforcement of this Judgment) and to the
3 related [Shareholder Meeting] lawsuit filed by Fierce." (*Id.*)

4 54. Aztec failed to comply with the Books and Records Judgment directing it to make
5 Mr. Arnold and Ms. Reeves available for deposition in Arizona.

6 55. Mr. Arnold and Ms. Reeves failed to appear at their duly noticed, court-ordered
7 depositions on January 2, 2019.

8 56. On March 13, 2019, the Arizona Superior Court ordered Aztec to pay Fierce's
9 attorneys' fees in the amount of \$8,150 and costs in the amount of \$435.90. *See* Order Granting
10 Application for Attorneys' Fees & Costs, attached hereto as **Exhibit E**.

11 57. Aztec has failed to pay the award of attorneys' fees and costs as ordered in the
12 Books and Records Lawsuit. As a result, Fierce is a creditor of Aztec.

13 58. Fierce filed a Motion for Contempt in the Books and Records Lawsuit on
14 March 20, 2019 for failure to comply with the Books and Records Judgment. The Declaration
15 of Keith Beauchamp filed in Support of Motion for Contempt supplies evidence supporting this
16 request for appointment of a receiver, so Mr. Beauchamp's Declaration (with Exhibits) is
17 attached hereto as **Exhibit F** and incorporated by reference.

18 **COUNT I – Appointment of Receiver**

19 59. Plaintiff incorporates the allegations in the preceding paragraphs as if fully stated
20 herein.

21 60. Pursuant to Arizona Rule of Civil Procedure 66 and A.R.S. § 12-1241, the Court
22 has the authority to appoint a receiver to protect and preserve the property or rights of parties.

23 61. Plaintiff is entitled to the appointment of a receiver to protect and preserve its rights
24 as an owner of shares in Aztec and as a creditor of Aztec.

25 62. The Company, and those acting in concert with it, have failed to comply with the
26 Shareholder Meeting Judgment and failed to comply with the Books and Records Judgment.

63. The Company, and those acting in concert with it, have failed to make Aztec's books and records available for inspection in Arizona, have failed to provide an adequate list of shareholders to Fierce, have failed to promptly hold an annual meeting in Arizona, and have failed to make Aztec's director and officer of record available in Arizona for deposition by Fierce's counsel.

64. Aztec's current directors and officers are not properly managing the Company or complying with their responsibilities pursuant to the Company's Bylaws, Arizona law, and the Judgments and orders of this Court.

65. Based on all of the conduct described above, Fierce requests that the Court appoint a receiver to, *inter alia*, ensure compliance with Shareholder Meeting Judgment and the Books and Records Judgment, including but not limited to holding a duly-noticed shareholder's meeting in Arizona, and to take other actions appropriate to preserve Plaintiff's rights in the property at issue here.

66. As set forth above, no other adequate remedy is given by law for the protection of Fierce's property and rights and the provisions of Rule 65 are inapplicable.


WHEREFORE, Plaintiff respectfully requests the following:

A. That the Court appoint a receiver for Aztec Copper Inc., pending further order of this Court, to protect and preserve the property that is the subject of this action and/or the rights of Plaintiff in said property; and

B. For such other and further relief as the Court deems just and proper.

Respectfully submitted this 29th day of March, 2019.

COPPERSMITH BROCKELMAN PLC

By 
Keith Beauchamp
Roopali H. Desai

Attorneys for Plaintiff

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VERIFICATION

I, Gabriela Zavala Quintero, do state and swear under penalty of perjury and as permitted by Rule 80(c), Ariz. R. Civ. P., as follows:

I am the sole director of Fierce Investments Ltd., which is the Plaintiff in this action filed in Arizona Superior Court, Maricopa County.

I have read the certified Spanish translation of the Verified Complaint for Appointment of Receiver, a copy of which is attached hereto as Exhibit A.

I declare, under penalty of perjury, that the allegations found therein are true and correct, to the best of my knowledge and belief.

Executed this 29 day of March, 2019.



Gabriela Zavala Quintero

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VERIFICACIÓN

La suscrita, Gabriela Zavala Quintero, declaro bajo protesta de decir verdad y bajo pena de perjurio y conforme lo permite la Regla Rule 80(c), del Reglamento Civil Procesal de Arizona., lo siguiente:

Soy la directora única de Fierce Investments Ltd., que es la Parte Actora en la acción presentada ante el Tribunal Superior de Arizona, Condado de Maricopa.

He leído la traducción certificada al español del Escrito de Demanda Verificado de Designación de Administrador Judicial, cuya copia aquí se agrega como Documento de Prueba A.

Bajo protesta de decir verdad y bajo pena de perjurio, declaro que los alegatos que contiene dicho documento son verdaderos y correctos, según mi leal saber y entender.

Suscrito este día 29 de marzo de 2019.



Gabriela Zavala Quintero

Exhibit A

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
3 **COPPERSMITH BROCKELMAN PLC**
4 2800 North Central Avenue, Suite 1900
5 Phoenix, Arizona 85004
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8 kbeauchamp@cblawyers.com
9 rdesai@cblawyers.com
10 *Attorneys for Plaintiff*

8 **ARIZONA SUPERIOR COURT**

9 **MARICOPA COUNTY**

10 FIERCE INVESTMENTS LTD.,) No. CV2018-003675
11)
12 Plaintiff,)

13 v.)

12 **JUDGMENT**

13 AZTEC COPPER INC., an Arizona
14 corporation; RON ARNOLD, an individual;
15 and CHRISTINE REEVES, an individual,
16 Defendants.)

(Assigned to the Hon. Daniel J. Kiley)

17 The Court having considered and denied the Motion to Set Aside Default filed by Aztec
18 Copper Inc. ("Aztec" or "the Company"); having further considered the Request for Entry of
19 Final Judgment filed by Plaintiff Fierce Investments, Ltd ("Fierce") to which no response has
20 been filed; and good cause appearing,

21 **IT IS HEREBY ORDERED AND DECLARED that:**

- 22 A. Plaintiff Fierce has the right to inspect the books and records of Aztec under
23 A.R.S. § 10-1602 but has been denied its right to conduct such inspection; and
24 B. Aztec, its counsel, and all those acting in concert with it are **HEREBY**
25 **ORDERED** to produce and/or make available for inspection the books and
26

1 records of the Company to Fierce within ten (10) days of the date of this order
2 the offices of Fierce's counsel in Phoenix Arizona.

3 IT IS FURTHER ORDERED that Fierce is awarded its reasonable attorneys' fees and
4 costs incurred in connection with this matter, pursuant to A.R.S. §§ 10-1604(C) and 12-341.01;

5 IT IS FURTHER ORDERED that Aztec shall make its director and officer of record—
6 Ron Arnold and Christine Reeves—available for deposition in Arizona by Plaintiff's counsel
7 within thirty (30) days of the date of this Order to answer questions relevant to this action
8 (including enforcement of this Judgment) and to the related lawsuit filed by Fierce against
9 Aztec in this Court which seeks, *inter alia*, an order requiring Aztec hold its annual
10 shareholder meeting pursuant to Arizona law (CV2018-006866), and

11 This Court retains jurisdiction over this matter to ensure compliance with the orders and
12 declaratory relief set forth herein.

13
14 DATED this _____ day of November, 2018.

15
16
17 _____
18 Daniel J. Kiley
19 Maricopa County Superior Court Judge
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eSignature Page 1 of 1

Filing ID: 9936593 Case Number: CV2018-003675
Original Filing ID: 9826930

Granted with Modifications



/S/ Daniel Kiley Date: 12/3/2018
Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2018-003675

SIGNATURE DATE: 12/3/2018

E-FILING ID #: 9936593

FILED DATE: 12/4/2018 8:00:00 AM

ROOPALI HARDIN DESAI

STEPHEN C RICH

**CHRISTINE REEVES
NO ADDRESS ON RECORD**

**RON ARNOLD
NO ADDRESS ON RECORD**

Exhibit B

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
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Attorneys for Plaintiff

ARIZONA SUPERIOR COURT

MARICOPA COUNTY

10 FIERCE INVESTMENTS LTD.,) No. CV2018-006866

11 Plaintiff,

12 v.

13 AZTEC COPPER INC., an Arizona
14 corporation,

15 Defendant.

JUDGMENT

(Assigned to the Hon. Christopher Whitten)

17
18 The Court having read and considered Plaintiff Fierce Investment Ltd's ("Fierce")
19 Application for Entry of Default Judgment against Aztec Copper Inc. ("Aztec" or "the
20 Company"), having set this matter for a Default Hearing, having reviewed the record in this
21 matter, and good cause appearing,

IT IS HEREBY ORDERED AND DECLARED:

- 23 A. Plaintiff has a right to participate in annual shareholder meetings of Aztec
24 Copper Inc. pursuant to A.R.S. § 10-703 and the Bylaws of the Company;
25 B. Aztec has failed to hold timely annual meetings and has failed to give notice to
26 Fierce of such annual shareholder meetings;

- 1 C. Aztec is hereby ORDERED to promptly hold an annual meeting in Maricopa
2 County for the purpose of electing directors and for the transaction of such other
3 business as may properly come before the meeting;
- 4 D. Aztec, its counsel, and all those acting in concert with it are hereby ORDERED
5 to set the annual shareholder meeting within forty (40) days of the date of this
6 order, and to give notice of the meeting to Plaintiff and other shareholders of
7 record not less than ten (10) days before the meeting is held;
- 8 E. Aztec, its counsel, and all those acting in concert with it are further ORDERED
9 to deliver to Plaintiff's counsel—and to make available to all other
10 shareholders—within ten (10) calendar days of the date of this order a list of
11 those shareholders entitled to receive notice and to vote at the annual meeting, as
12 required by A.R.S. 10-3707;
- 13 F. Aztec is further ORDERED to make its director and officer of record—Ron
14 Arnold and Christine Reeves—available for deposition by Plaintiff's counsel
15 within thirty (30) days of the date of this Order to answer questions relevant to
16 this action (including enforcement of this Judgment) and the related books and
17 records lawsuit filed by Fierce against Aztec in this Court (CV2018-003675);
- 18 G. Aztec is further ORDERED to pay the reasonable attorneys' fees and costs
19 incurred by Plaintiff in connection with this action
- 20 H. This Court retains jurisdiction over this matter to ensure compliance with the
21 orders and declaratory relief set forth herein.

22
23 DATED this ____ day of _____, 2018.

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Christopher Whitten
Maricopa County Superior Court Judge

eSignature Page 1 of 1

Filing ID: 9937590 Case Number: CV2018-006866
Original Filing ID: 9827094

Granted as Submitted



/S/ Christopher Whitten Date: 12/3/2018
Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2018-006866

SIGNATURE DATE: 12/3/2018

E-FILING ID #: 9937590

FILED DATE: 12/4/2018 8:00:00 AM

ROOPALI HARDIN DESAI

STEPHEN C RICH

Exhibit C

Exhibit C

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9 rdesai@cblawyers.com
10 *Attorneys for Plaintiff*

11 **ARIZONA SUPERIOR COURT**
12 **MARICOPA COUNTY**

11 FIERCE INVESTMENTS LTD.,	) No. CV2018-006866
12 Plaintiff,)
13 v.	) DECLARATION OF KEITH
14 AZTEC COPPER INC., an Arizona	) BEAUCHAMP IN SUPPORT OF
15 corporation,	) PLAINTIFF'S MOTION FOR
16 Defendant.	) CONTEMPT
17	) (Assigned to the Hon. Christopher Whitten)

18 I, Keith Beauchamp, hereby state that:

19 1. I am a partner in the law firm Coppersmith Brockelman PLC ("CB"), and have
20 been admitted to the practice of law in the State of Arizona since 1989. I am lead counsel for
21 Plaintiff Fierce Investments Ltd. ("Fierce") in the above-captioned matter and have personal
22 knowledge of the matters described herein.

23 2. This Affidavit is submitted in support of Plaintiff's Motion for Contempt against
24 Defendant Aztec Copper Inc. ("Aztec") and those acting in concert with Aztec.

25 3. On December 4, 2018, Judgment was entered in this matter. That Judgment
26 provides, among other things, that

1 C. Aztec is hereby ORDERED to promptly hold an annual meeting in
2 Maricopa County for the purpose of electing directors and for the transaction of
such other business as may properly come before the meeting;

3 D. Aztec, its counsel, and all those acting in concert with it are hereby
4 ORDERED to set the annual shareholder meeting within forty (40) days of the
5 date of this order, and to give notice of the meeting to Plaintiff and other
shareholders of record not less than ten (10) days before the meeting is held;

6 E. Aztec, its counsel, and all those acting in concert with it are further
7 ORDERED to deliver to Plaintiff's counsel—and to make available to all other
8 shareholders—within ten (10) calendar days of the date of this order a list of those
9 shareholders entitled to receive notice and to vote at the annual meeting, as
required by A.R.S. 10-3707;

10 F. Aztec is further ORDERED to make its director and officer of record—Ron
11 Arnold and Christine Reeves—available for deposition by Plaintiff's counsel
12 within thirty (30) days of the date of this Order to answer questions relevant to this
13 action (including enforcement of this Judgment) and the related books and records
lawsuit filed by Fierce against Aztec in this Court (CV2018-003675);

14 [A copy of the Judgment is attached as **Exhibit 1**]

15 **Aztec's Failure to Provide an Adequate Shareholder List**

16 4. On December 11, 2018, I sent a letter via email and Federal Express on behalf of
17 Fierce to Stephen C. Snyder, Canadian counsel for Aztec, Mr. Arnold and Ms. Reeves, and also
18 to Stephen C. Rich, Arizona counsel for Aztec. My letter asked for information about Aztec's
19 compliance with the requirements contained in the Judgment, including that it promptly hold its
20 annual shareholder meeting in Maricopa County. (A copy of my December 11, 2018 letter is
21 attached as **Exhibit 2**)

22 5. The December 11, 2018 letter also noted that Mr. Arnold and Ms. Reeves were to
23 be made available for deposition in in Phoenix no later than January 4, 2019 (*i.e.*, within 30 days
24 of entry of the judgment). Deposition notices were enclosed with the letter. The failure of
25 Aztec's directors and officers to appear for depositions are addressed in more detail in
26 paragraphs 10 to 22, below.

6. On December 18, 2018, Defendants' counsel emailed to me a list of 123 names (with no other identifying or contact information) purporting to be "a list of the shareholders of Aztec which has been prepared on the basis of the most recent information known to Mr. Arnold and Ms. Reeves." [Email from S. Snyder to K. Beauchamp dated December 18, 2018, attached as Exhibit 3] No detail was supplied as to how many shares—and classes of shares—each person owned, whether they were entitled to vote at the annual meeting, how the list was prepared, etcetera.

7. On December 22, 2018, Fierce demanded that Aztec produce books and records as required by the Judgment. [Email from K. Beauchamp to S. Snyder dated December 22, 2018, attached as **Exhibit 4**]

8. Aztec responded on December 27, 2018, when its Canadian counsel asserted that “to the best of my knowledge, Aztec Copper Inc. has been inactive for many years,” and [t]o the best of my knowledge, Aztec has no ‘books’” or “records.” [Letter from S. Snyder to K. Beauchamp dated December 27, 2018, attached as **Exhibit 5**] Mr. Snyder gave no explanation as to the basis for his knowledge about Aztec. His purported historical knowledge of Aztec is suspect at best, because just nine months earlier—in response to Fierce’s pre-suit demand for books and records—he stated: “I have not been retained by the Arizona company, Aztec Copper, Inc.” [Letter from S. Snyder to K. Beauchamp dated March 22, 2018, attached as **Exhibit 6**]

9. Notwithstanding Aztec's failure to promptly hold an annual meeting or produce its witnesses for deposition, Mr. Snyder asserted that "[Aztec] and its directors take the position that they have fully complied with any Orders or instructions provided by the court in this matter." **[Exhibit 5]**

Failure to Appear for Depositions

10. My December 11, 2018 letter to Aztec's counsel also noted that the Judgment required Mr. Arnold and Ms. Reeves to appear for their depositions in Phoenix no later than January 4, 2019 (*i.e.*, within 30 days of entry of the judgment). [See **Exhibit 2**]

1 11. The December 11, 2018 letter enclosed deposition notices, set the depositions of
2 Mr. Arnold and Ms. Reeves for January 2, 2019, but offered to consider alternative dates if that
3 date was inconvenient. [*Id.*]

4 12. The December 11, 2018 letter made clear that there would be consequences to the
5 company and its officers/directors if the deponents did not appear: “If Mr. Arnold and
6 Ms. Reeves do not appear for their depositions, we will seek appropriate relief against them
7 individually, as well as against Aztec. That relief would likely include entry of an order of
8 contempt.” [Exhibit 2]

9 13. Neither Mr. Arnold nor Ms. Reeves appeared at their depositions set for January
10 2, 2019. [A copy of the deposition transcript memorializing the failure to appear is attached as
11 Exhibit 7].

12 14. The January 2, 2019 date fell just within the deadline set by the Judgment to hold
13 the depositions within 30 days of December 4, 2018.

14 15. On December 18, 2018, Mr. Snyder asked if Fierce’s counsel would travel to
15 Canada for the depositions. Mr. Snyder stated that he was “uncertain as to [Mr. Arnold’s] ability
16 to travel” due to an unspecified “procedure.” Mr. Snyder provided no detail, did not
17 affirmatively state that Mr. Arnold would be unable to travel by January 2, 2019, and provided
18 no information from any medical provider. He also provided no reason that Ms. Reeves would
19 be unable to travel. [Exhibit 2]

20 16. On December 22, 2018, I rejected the suggestion that the depositions take place in
21 Edmonton:

22 With respect to the depositions, we decline to travel to Edmonton to take
23 these depositions. The Court ordered that they take place here. We obtained that
24 order only after expending substantial funds and effort, and overcoming the
25 attempts of Mr. Arnold and Ms. Reeves to avoid their obligations as directors and
26 officers of an Arizona corporation. The vague information you have provided as
to some “uncertainty” about whether Mr. Arnold can travel in early January due
to some unstated recent “procedure” is not sufficient to excuse his attendance. If
he truly has a medical reason why he cannot travel, please provide an appropriate
level of explanation to support that request, which would include a note from his

1 physician stating why he cannot travel in that period, and advising when he would
2 be able to travel. Ms. Reeves' obligation to appear for her deposition is unrelated
to Mr. Arnold's obligation, and we expect her to appear.

3 **[Exhibit 4]**

4 17. In a letter dated December 27, 2018, Mr. Snyder asserted, falsely, that the
5 Judgment requiring the depositions was prepared "without any prior consultation with Aztec
6 Copper, its legal counsel, or its directors." [See **Exhibit 5**] In fact, of course, the draft Judgment
7 and other related papers were served on Aztec's Arizona counsel and on Mr. Snyder (who has
8 expressly confirmed that he represents Mr. Arnold, Ms. Reeves and Aztec).

9 18. My December 11, 2018 letter offered Defendants the opportunity to propose
10 another date that would be more convenient, but they offered no alternative dates in Arizona.

11 19. On December 31, 2018, Mr. Snyder again offered to make Mr. Arnold and Ms.
12 Reeves available for deposition in Edmonton, and said he would be in further contact "early next
13 week," but he was not. Mr. Snyder did not state then that Mr. Arnold was unable to travel, only
14 that after Mr. Arnold's appointment with his physician on January 4th, Mr. Snyder would have
15 "a better idea of when and if he will be able to travel." [Letter from S. Snyder to K. Beauchamp
16 dated December 31, 2018, is attached as **Exhibit 6**]

17 20. On January 2, 2019, I was prepared to take the depositions of Mr. Arnold and Ms.
18 Reeves at my office. I went on the record with the court reporter, and waited for over 30 minutes,
19 but neither Mr. Arnold nor Ms. Reeves appeared. [See **Exhibit 7**]

20 21. On January 10, 2019, more than a week after the date the deposition was to have
21 taken place, Mr. Snyder provided a note from Gateway Medical Clinic dated January 9, 2019
22 stating, in full, "Due to ongoing health issues we have advised this patient not to travel for at
23 least six months until all investigations and issues are resolved." [Letter from S. Snyder to K.
24 Beauchamp dated January 10, 2019, attached hereto as **Exhibit 8**]

25 22. Mr. Snyder has never provided any explanation for Ms. Reeves' failure to appear
26 for her duly-noticed, Court-ordered deposition on January 2, 2019.

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Exhibit 1

Exhibit 1

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
3 **COPPERSMITH BROCKELMAN PLC**
4 2800 North Central Avenue, Suite 1900
5 Phoenix, Arizona 85004
6 T: (602) 381-5490
7 F: (602) 224-6020
8 kbeauchamp@cblawyers.com
9 rdesai@cblawyers.com

Attorneys for Plaintiff

ARIZONA SUPERIOR COURT

MARICOPA COUNTY

10 FIERCE INVESTMENTS LTD.,) No. CV2018-006866

11 Plaintiff,

12 v.

JUDGMENT

13 AZTEC COPPER INC., an Arizona
14 corporation,

(Assigned to the Hon. Christopher Whitten)

15 Defendant.

17
18 The Court having read and considered Plaintiff Fierce Investment Ltd's ("Fierce")
19 Application for Entry of Default Judgment against Aztec Copper Inc. ("Aztec" or "the
20 Company"), having set this matter for a Default Hearing, having reviewed the record in this
21 matter, and good cause appearing,

IT IS HEREBY ORDERED AND DECLARED:

- 23 A. Plaintiff has a right to participate in annual shareholder meetings of Aztec
24 Copper Inc. pursuant to A.R.S. § 10-703 and the Bylaws of the Company;
25 B. Aztec has failed to hold timely annual meetings and has failed to give notice to
26 Fierce of such annual shareholder meetings;

- 1 C. Aztec is hereby ORDERED to promptly hold an annual meeting in Maricopa
2 County for the purpose of electing directors and for the transaction of such other
3 business as may properly come before the meeting;
- 4 D. Aztec, its counsel, and all those acting in concert with it are hereby ORDERED
5 to set the annual shareholder meeting within forty (40) days of the date of this
6 order, and to give notice of the meeting to Plaintiff and other shareholders of
7 record not less than ten (10) days before the meeting is held;
- 8 E. Aztec, its counsel, and all those acting in concert with it are further ORDERED
9 to deliver to Plaintiff's counsel—and to make available to all other
10 shareholders—within ten (10) calendar days of the date of this order a list of
11 those shareholders entitled to receive notice and to vote at the annual meeting, as
12 required by A.R.S. 10-3707;
- 13 F. Aztec is further ORDERED to make its director and officer of record—Ron
14 Arnold and Christine Reeves—available for deposition by Plaintiff's counsel
15 within thirty (30) days of the date of this Order to answer questions relevant to
16 this action (including enforcement of this Judgment) and the related books and
17 records lawsuit filed by Fierce against Aztec in this Court (CV2018-003675);
- 18 G. Aztec is further ORDERED to pay the reasonable attorneys' fees and costs
19 incurred by Plaintiff in connection with this action
- 20 H. This Court retains jurisdiction over this matter to ensure compliance with the
21 orders and declaratory relief set forth herein.
- 22

23 DATED this ____ day of _____, 2018.

24

25 _____
26 Christopher Whitten
Maricopa County Superior Court Judge

eSignature Page 1 of 1

Filing ID: 9937590 Case Number: CV2018-006866
Original Filing ID: 9827094

Granted as Submitted



/S/ Christopher Whitten Date: 12/3/2018
Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2018-006866

SIGNATURE DATE: 12/3/2018

E-FILING ID #: 9937590

FILED DATE: 12/4/2018 8:00:00 AM

ROOPALI HARDIN DESAI

STEPHEN C RICH

Exhibit 2

Exhibit 2

**COPPERSMITH
BROCKELMAN**
LAWYERS

Keith Beauchamp
kbeauchamp@cblawyers.com
PH. (602) 381-5490
FAX (602) 224-6020

2800 North Central Avenue, Suite 1900
Phoenix, AZ 85004
CBLAWYERS.COM

December 11, 2018

Via Email and Federal Express

Stephen C. Snyder
Snyder & Associates LLP
#2500 Sun Life Place
10123- 99 Street
Edmonton AB T5J3H1
ssnyder@snyder.ca

Stephen C. Rich
Stephen C. Rich, PLLC
3401 East Elwood, Suite 101
Phoenix, AZ 85040
scr@srichlaw.com

Re: Aztec Copper Inc.

Dear Messrs. Snyder and Rich:

As you know, the Arizona Superior Court entered judgment against Aztec Copper, Inc. ("Aztec") in CV2018-003675 (the "Books and Records Judgment") on December 5, 2018. That same day, a second judgment was entered against Aztec in CV2018-006866 (the "Annual Meeting Judgment"). Copies of these two judgments are enclosed for your convenience.

The Books and Records Judgment requires Aztec to make its books and records available to us in Phoenix within ten days of the order. Please provide an update on the status of your compliance with the judgment, as that deadline is rapidly approaching.

The Books and Records Judgment also orders that Ron Arnold and Christine Reeves shall be available for deposition in Phoenix within 30 days (i.e., by January 4, 2019). Enclosed are deposition notices for Mr. Arnold and Ms. Reeves. We have set the depositions for January 2, 2019, but if you wish to propose some alternative date(s) we are happy to work with you on that. In the absence of reaching some separate agreement, we expect Mr. Arnold and Ms. Reeves to appear for their depositions as noticed. Mr. Snyder has already stated in writing that he represents Mr. Arnold and Ms. Reeves, so we do not intend to effectuate separate service. Moreover, because they are officers and directors of Aztec, an Arizona corporation, they are bound by this order directed to Aztec. If Mr. Arnold and Ms. Reeves do not appear for their depositions, we will seek appropriate relief against them individually, as well as against Aztec. That relief would likely include entry of an order of contempt.

Stephen C. Snyder
Stephen C. Rich
December 11, 2018
Page 2

The Annual Meeting Judgment requires “Aztec, its counsel, and all those acting in concert with it . . . to set the annual shareholder meeting within 40 days” (i.e., by January 14, 2019), and to give notice at least 10 days before the meeting takes place. Please confirm that Aztec (including its counsel, officers and directors) will comply with this provision.

The Annual Meeting Judgment also requires that “Aztec, its counsel, and all those acting in concert with it” deliver to my office within 10 days of the date of the order “a list of those shareholders entitled to receive notice and to vote at the annual meeting.” We look forward to receiving that list shortly.

The Annual Meeting Judgment further provides that “Aztec is further ORDERED to make it director[s] and officer of record—Ron Arnold and Christine Reeves—available for deposition by Plaintiff’s counsel within thirty (30) days.” Deposition notices for January 2, 2019 relating to the Annual Meeting Judgment are enclosed, as we can take a single deposition of each witness for the two cases, no need for two separate depositions for each of them.

Let me know if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Beauchamp", with a stylized flourish at the end.

Keith Beauchamp

KB:slm
Enclosures
cc: Roopali Desai, Esq.

Exhibit 3

Exhibit 3

From: Stephen C. Snyder
To: Keith Beauchamp
Cc: Stephen Rich
Subject: Aztec Copper Inc. - Fierce Investments Ltd.
Date: Tuesday, December 18, 2018 10:31:20 AM
Attachments: Aztec Shareholder List.pdf

I refer to your correspondence of the 11th of December.

With respect to the contents thereof I would advise as follows:

1. Dealing first of all with the proposed date of the depositions, I should indicate that Ron Arnold has recently undergone a surgical procedure. As at the time of dictation hereof, I am uncertain as to his ability to travel. If that is a problem, are you amenable to coming to Edmonton to examine him?
2. Were you to come to Edmonton, it would make sense for you to examine Ms. Reeves at the same time.
3. I am enclosing herewith a list of the shareholders of Aztec which has been prepared on the basis of the most recent information known to Mr. Arnold and Ms. Reeves.

I look forward to hearing from you at your early convenience, and remain,

Yours truly,

Stephen C. Snyder

Managing Partner

#2500 Sun Life Place, 10123 – 99 Street

Edmonton, AB, T5J 3H1

Tel: 780-426-4133 Fax: 780-424-1588

ssnyder@snyder.ca <http://snyder.ca>

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AZTEC SHARE HOLDER LIST**No. SHAREHOLDERS**

1	Adolph, Allan & M	
2	Allan, Rick & Darci	
3	Arnold, Ron & D	
4	Barker, Darren	
5	Belland, Denis	
6	Benolt, Andre & Val	
7	Berry, Kim & B	
8	Berube, Marcel & P	
9	Bradshaw, Brian	
10	Brown, Doug & M	
11	Buttner, Linda	
12	Carlson, Ken	
13	Cherkewick, Vicky	
14	Craig, Rod	
15	Damberger, Tammy	
16	Dawson, Ahlene	
17	Douglas, Will & S	
18	Elliott, Glen	
19	Emerson, Randy & T	
20	Ferguson, L & L.	
22	Flintoft, Ross	
23	French, Teresa	
24	Gomola, Geraldine	
25	Gauthier, Ray & Chris	
26	Goodwin, Dianne	
27	Harris, Steve & J	
28	Harris, M. & T, J.	
29	Hart, Brian	
30	Harvey, Nicholas / Bev	
31	Hawkins, Stuart & D	
32	Hopkins, Roger & C	
33	Hughes, Sandra, L	
34	Hughes, Robert	

35	Hunter, Cindy	
36	Hunter, Lefr, Pelle	
37	Jones, K. William	
38	Jones, Victor & Pat	
39	Jones, Pamela	
40	Kent, Kenneth	
41	Kluchky, Kenneth	
42	Korker Diversified	
43	Krause, Wayne	
44	Kumar, R & P	
45	Lamothe, Greg	
46	Lamothe, Valerie	
47	Larsen, Svend & H	
48	Maddison, Mike	
49	Manayod, Bernadette	
50	Mason Exploration	
51	Minchau, Mark	
52	Minchau, Sharon & Martin	
53	McCarthy, John	
54	Mc Cannon, Wayne	
55	McDonald, Gordon	
56	Mc Dowell, Duff	
57	McGinn, Dorothy	
58	McNelly, John & B	
59	McJannet, R / Laljl, Z	
60	Nakonechny, M, V & S	
61	Naslund, Donna & A	
62	Naslund, Jeffrey & C	
63	Niehaus, Tim & Shanon	
64	Olsen, Nells & Silvia	
65	Pangrass, Robert	
66	Parks, Shelley	
67	Patrick, Joe Snr	
68	P. A. L. B. Systems	
69	Penney, Richard	
70	Popowich, Linda	
71	Porter, Vern	

72	Price, Terance & Vonda	
73	Quintillo Enterprises	
74	Reeves,Chris	
75	Reid, Barry	
76	Renfrow, Gordon	
77	Reynders, Wayne	
78	Satkunas, Joanne	
79	Chardwick, Peter	
80	Roddie, Murray C.	
81	Selbel, Steve	
82	Sharp, Ann	
83	Shaughnessy, William	
84	Squires, R. & Reeves	
85	Symanczyk, Alan	
86	Tagg, Steven	
87	Terry, Wendell	
88	Thomas, C. & Tyson	
89	Thorp, Ron	
90	Vogel, Fran	
91	Vogel, F & Goodwin	
92	Williams Steve	
93	Willmer, Kim, Judy	
94	Yakimchuk, Thomas R.	
95	Yates, Syd & Bonnie	
96	Zimmer, Darlene & D	
97	Zylenko, Ron	
98	Lamothe, Norman	
99	Bech, Jens Richard	
100	Boedecker, George	
101	Gallegoes, Manuel	
102	Hernandez, Robert	
103	Langlois, David G&L	
104	Leuenberger, Werner	
105	Litwin, Gregory	
106	Nicol, Michael and Susan	
107	Venuta, mike	
108	Tebbutt, Wayne	

109	Agundez, Jeff	
110	Lavigne, Susanne	
111	Brice, Andre	
112	Daney, Leighton	
113	Clifford, Ken	
114	Bromelias Tomasol SA	
115	RAINFOREST CAPITAL CORP. C/O GLEN HARDER	
116	David Hermiston	
117	Wally Boguski	
118	Miguel Martinez	
119	John Kowalchuk	
120	Ramon Perra	
121	Aline Hermiston	
122	Alfonso Daco	
123	Bob Butler	

AZTEC UNCONFIRMED SHARE HOLDER LIST

SHAREHOLDERS

B.F.I. Financial Inc.
Butler, Gail
Butler, R. W. & Eileen
Butler, Sarah
Grupo Azteca SA
Weigel, Darrel
Wenanka, Alice
Chamberlain International Corp. Inc. S.A. de C.V

Exhibit 4

From: Keith Beauchamp
To: Stephen C. Snyder
Cc: Stephen Rich; Roopali Desai
Subject: RE: Aztec Copper Inc. - Fierce Investments Ltd.
Date: Saturday, December 22, 2018 4:07:00 PM

Mr. Snyder,

Your email below says nothing about Aztec producing its books and records in Arizona to my client, as ordered by the Court. The December 14, 2018 deadline for doing so has come and gone. We will ask the Court to take appropriate action, including holding Aztec and its directors and officers in contempt. I respectfully submit, in the meantime, that your clients should meet that obligation.

With respect to the depositions, we decline to travel to Edmonton to take these depositions. The Court ordered that they take place here. We obtained that order only after expending substantial funds and effort, and overcoming the attempts of Mr. Arnold and Ms. Reeves to avoid their obligations as directors and officers of an Arizona corporation. The vague information you have provided as to some "uncertainty" about whether Mr. Arnold can travel in early January due to some unstated recent "procedure" is not sufficient to excuse his attendance. If he truly has a medical reason why he cannot travel, please provide an appropriate level of explanation to support that request, which would include a note from his physician stating why he cannot travel in that period, and advising when he would be able to travel. Ms. Reeves' obligation to appear for her deposition is unrelated to Mr. Arnold's obligation, and we expect her to appear.

Regards,

Keith Beauchamp

From: Stephen C. Snyder [mailto:ssnyder@snyder.ca]
Sent: Tuesday, December 18, 2018 10:30 AM
To: Keith Beauchamp <KBeauchamp@cblawyers.com>
Cc: Stephen Rich <scr@srichlaw.com>
Subject: Aztec Copper Inc. - Fierce Investments Ltd.

I refer to your correspondence of the 11th of December.

With respect to the contents thereof I would advise as follows:

1. Dealing first of all with the proposed date of the depositions, I should indicate that Ron

Arnold has recently undergone a surgical procedure. As at the time of dictation hereof, I am uncertain as to his ability to travel. If that is a problem, are you amenable to coming to Edmonton to examine him?

2. Were you to come to Edmonton, it would make sense for you to examine Ms. Reeves at the same time.
3. I am enclosing herewith a list of the shareholders of Aztec which has been prepared on the basis of the most recent information known to Mr. Arnold and Ms. Reeves.

I look forward to hearing from you at your early convenience, and remain,

Yours truly,

Stephen C. Snyder

Managing Partner

#2500 Sun Life Place, 10123 – 99 Street

Edmonton, AB, T5J 3H1

Tel: 780-426-4133 Fax: 780-424-1588

ssnyder@snyder.ca <http://snyder.ca>

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Exhibit 5

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

December 27, 2018

WITHOUT PREJUDICE

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc. – Fierce Investments Ltd.

I refer to your note of the 22nd of December, 2018.

With respect to the contents thereof I would comment as follows:

1. To the best of my knowledge, Aztec Copper Inc. has been inactive for many years. The only "records" with which I am familiar are those which were forwarded to you together with my correspondence of the 7th of June, 2018, a copy of which (absent enclosures) is enclosed herewith for ease of reference. To the best of my knowledge, Aztec has no "books". Similarly, to the best of my knowledge, it has no "records". The material which it does have has been forwarded to you, and was received by you long before you obtained the Order in question much less the December 14, 2018 deadline to which you make reference. If there is something else to which you can make explicit reference which you are seeking I would be very pleased to receive that information from you. In the meantime, Aztec Copper Inc. and its directors take the position that they have complied fully with any Orders or instructions provided by the court in this matter.
2. I have noted your advice that you "decline to travel to Edmonton to take these depositions." I have further noted your advice that "the court ordered that they take place here." The court order to which you make reference was prepared by yourself, without any prior consultation with Aztec Copper, its legal counsel, or its directors. Had you made such contact, which in my experience is common courtesy, you would have been advised of Mr. Arnold's medical

SNYDER & ASSOCIATES LLP

BARRISTERS & SOLICITORS

concerns. I will see what I can do about obtaining for you the medical documentation which you have requested.

3. I have noted and am surprised by your comments concerning Ms. Reeves. As you noted in your previous correspondence, the date you selected for her examination, as with Mr. Arnold, was done without any prior notice to or consultation with her, or her legal counsel. I understand that it is occasionally necessary to obtain an order setting a date for examinations when counsel are unable to agree. In our situation, we had no opportunity to participate in any way in the timing of the proposed examination. It was determined by you, entirely arbitrarily and unilaterally.
4. Finally, I have noted your advice that you will "ask the court to take appropriate action, including holding Aztec and its directors and officers in contempt." Self-evidently, I cannot prevent you from taking such a step. Should you do so, however, counsel to Aztec will certainly advise the court of both the material which has been provided to you and the timing thereof.

I am at something of a loss to understand the approach you are taking in this matter. As previously stated, if there is a specific piece of information which you are seeking I would be pleased to be apprised thereof.

I will be in further contact with you shortly.

Yours truly

SNYDER & ASSOCIATES LLP

Per:

Stephen C. Snyder

SCS/cij

S N Y D E R
& ASSOCIATES LLP

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1

PHONE: 780-426-4133 • FAX: 780-424-1588

WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

COPY

Your Ref.

Our Ref.

114023/SCS

June 7, 2018

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc.

I refer to our previous correspondence. Pursuant to instructions from my client I am enclosing herewith the following:

1. Corporation Annual Report & Certificate of Disclosure due November 26, 2002;
2. Corporation Annual Report & Certificate of Disclosure due November 26, 2003;
3. Corporation Annual Report & Certificate of Disclosure due November 26, 2004;
4. Corporation Annual Report & Certificate of Disclosure due November 26, 2005;
5. Corporation Annual Report & Certificate of Disclosure due November 26, 2006;
6. Corporation Annual Report & Certificate of Disclosure due November 26, 2007;
7. Corporation Annual Report & Certificate of Disclosure due November 26, 2008;
8. Corporation Annual Report & Certificate of Disclosure due November 26, 2009;
9. Corporation Annual Report & Certificate of Disclosure due November 26, 2010;
10. Corporation Annual Report & Certificate of Disclosure due November 26, 2011;
11. Corporation Annual Report & Certificate of Disclosure due November 26, 2012;
12. Corporation Annual Report & Certificate of Disclosure due November 26, 2013;
13. Corporation Annual Report & Certificate of Disclosure due November 26, 2014;
14. Corporation Annual Report & Certificate of Disclosure due November 26, 2015;
15. Corporation Annual Report & Certificate of Disclosure due November 26, 2016;
16. Corporation Annual Report & Certificate of Disclosure due November 26, 2017.

With respect to the shares that appear, at one point, to have been registered in the name of Fierce, I have had the opportunity to review several items of correspondence authored by one Glen D. Harder, the principal of Harder & Company, whom, I understand, was legal counsel to Fierce as well as

SNYDER & ASSOCIATES LLP

BARRISTERS & SOLICITORS

several other companies in which Fierce had an interest. In Mr. Harder's correspondence of the 1st of April, 2011, which is self-described as a "brief written summary of the results of the corporate review of Aztec undertaken by Harder & Company ...", Mr. Harder indicates that "...Fierce voluntarily cancelled its 40,000,000 Aztec shares and no longer has an equity position or management influence in Aztec." The same Mr. Harder, in a document entitled "Aztec Copper Inc. March 2011 Update", states "in addition, in a concurrent act of good faith, Fierce voluntarily cancelled its 40,000,000 Aztec shares and no longer has an equity position or management influence in Aztec". The foregoing appears to be the explanation for the disappearance of Fierce from the Annual Report & Certificate of Disclosure of Aztec from 2007 on.

I trust the foregoing is the information which you require. Please do not hesitate to contact me if I can be of further assistance.

Yours truly

SNYDER & ASSOCIATES LLP

Per: 

Stephen C. Snyder

SCS/cij

Encls.

Exhibit 6

Exhibit 6

S NYDER
& ASSOCIATES LLP

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

March 22, 2018

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc.

I refer to your correspondence of the 21st of March and my attempted telephone call to you on the morning of the 22nd of March.

In no particular order of priority, I would advise as follows:

1. I am counsel to Ron Arnold, Christine Reeves, and 1829752 Alberta Ltd. I have not been retained by the Arizona company, Aztec Copper Inc.
2. You have alleged that Fierce Investments Ltd. owns a significant interest in "Aztec". Are you suggesting that your client owns an interest in the Arizona company? Are you suggesting that your client owns a significant interest in the Alberta company? Please advise which of the two foregoing separate corporate entities your client is alleging an interest in.
3. If your client is alleging an interest in the Alberta company, please advise as to the manner in which your client alleges that it obtained that interest.
4. Your suggestion that the Alberta company has "refused to provide any information about how it came to be (according to you) to the successor to Aztec ..." is at odds with reality.
5. With the greatest respect to your Mr. Beauchamp, it seems to me that you are suffering from an inability to distinguish between the Arizona company and the Alberta company.
6. Self-evidently, Arizona courts do not have jurisdiction over an Alberta company which has not been extra-nationally registered in Arizona.

My client is not refusing to cooperate. My client is, however, asking that you identify, with precision, which of the two separate corporate entities you are alleging your client, Fierce, has an ownership interest. Further, if your allegation is that Fierce has an ownership interest in the Alberta company, please advise as to the manner in which that ownership interest was acquired.

S N Y D E R
& ASSOCIATES LLP


BARRISTERS & SOLICITORS

Thanking you in advance for your anticipated cooperation herein, I remain,

Yours truly

SNYDER & ASSOCIATES LLP

Per:


Stephen C. Snyder

SCS/cij

Exhibit 7

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA

IN AND FOR THE COUNTY OF MARICOPA

FIERCE INVESTMENTS LTD.,
 Plaintiff,
 vs.
 AZTEC COPPER INC., an Arizona
 corporation; RON ARNOLD, an
 individual; and CHRISTINE REEVES,
 an individual,
 Defendants.

SCHEDULED DEPOSITION OF RON ARNOLD

Phoenix, Arizona

January 2, 2019

Prepared by:
Meri Coash, RMR, CRR
Certified Reporter
Certification No. 50327

1 THE DEPOSITION OF RON ARNOLD
2 was scheduled for January 2, 2019, commencing at 9:00 a.m.
3 at the law offices of Coppersmith Brockelman PLC, 2800
4 North Central Avenue, Suite 1900, Phoenix, Arizona, before
5 Meri Coash, a Certified Reporter in the State of Arizona.

6

7

8 * * *

9 APPEARANCES:

10 For the Plaintiff:
11 COPPERSMITH BROCKELMAN PLC
12 By: Keith Beauchamp, Esq.
13 2800 North Central Avenue
14 Suite 1900
15 Phoenix, Arizona 85004
16 602-381-5490
17 kbeauchamp@cblawyers.com

18

19

20

21

22

23

24

25

1 REPORTER'S TRANSCRIPT OF PROCEEDINGS

2
3
4 MR. BEAUCHAMP: So it's 9:00 a.m. We are
5 here for the deposition of one of the directors and
6 officers of Aztec Copper as ordered by the Court in its
7 judgment on December 4, 2018. The deponent has not
8 arrived. We will wait 30 minutes or so and see if the
9 deponent appears.

10 (A recess ensued.)

11 MR. BEAUCHAMP: We are back on the record.
12 It's 9:31, according to my clock. The deponent has not
13 appeared, so we will adjourn the deposition for today and
14 seek relief from the Court.

15 (The proceedings were concluded at 9:31
16 a.m.)
17
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25

1 STATE OF ARIZONA)
COUNTY OF MARICOPA)

2
3 BE IT KNOWN that the foregoing proceedings
4 were taken before me; that the foregoing pages are a full,
5 true, and accurate record of the proceedings all done to
the best of my skill and ability; that the proceedings
were taken down by me in shorthand and thereafter reduced
to print under my direction.

6
7 I CERTIFY that I am in no way related to any
8 of the parties hereto nor am I in any way interested in
the outcome hereof.

9 I CERTIFY that I have complied with the
10 ethical obligations set forth in ACJA 7-206(F)(3) and
ACJA 7-206 (J)(1)(g)(1) and (2). Dated at Phoenix,
Arizona, this 4th day of January, 2019.

11
12
13
14 

15 _____
16 Meri Coash, RMR, CRR
17 Certified Reporter
Arizona CR No. 50327

18 I CERTIFY that Coash & Coash, Inc., has
19 complied with the ethical obligations set forth in
20 ACJA 7-206 (J)(1)(g)(1) through (6).

21
22
23 

24 _____
25 COASH & COASH, INC.
Registered Reporting Firm
Arizona RRF No. R1036

Coash & Coash, Inc.

602-258-1440

www.coashandcoash.com

Exhibit 8

Exhibit 8

**SNYDER
& ASSOCIATES LLP**

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor

E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

January 10, 2019

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc. – Fierce Investments Ltd.

I am enclosing herewith a copy of correspondence from Gateway Medical Clinic, forwarded over the signature of Dr. Doug McCarty. The same is self-explanatory.

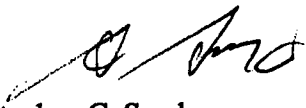
We would very much like to facilitate your immediate examination of Ron Arnold and Chris Reeves. Would you be amenable to proceeding by way of a video hookup?

I look forward to your early reaction hereto, and remain,

Yours truly

SNYDER & ASSOCIATES LLP

Per:


Stephen C. Snyder

SCS/cij

Encl.

GATEWAY
Medical Clinic

Dr. Robert T.M. Chappell | Dr. James Wang | Dr. Greg McLaughlin
Dr. David McCarty | Dr. Peter Perreault
South End Clinic | 1530 / 100 Gateway Trail | Edmonton | Alberta T6J 3G8
Telephone | 780-434-2349 | Fax | 780-434-2749
Clinic Hours | See our Website | 780-434-2749

January 09, 2019

To Whom It May Concern:

Re: Arnold, Ronald
16211 89 Street
Edmonton, AB
T5Z 3M3

D.O.B. Sep 15, 1948
BHN
ID: (780)991-5438
(780)473-2391

Due to ongoing health issues we have advised this patient not to travel for at least six months until all investigations and issues are resolved.

With kindest regards,


Dr. David McCarty

Exhibit 9

Exhibit 9

**SNYDER
& ASSOCIATES LLP**

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

February 11, 2019

Fierce Investments Ltd.

c/o:

Coppersmith Brockelman PLC

2800 N. Central Ave.

Suite 1900

Phoenix, AZ 85004

Via Email: kbeauchamp@cblawyers.com

Attention: Keith Beauchamp

Dear Sir:

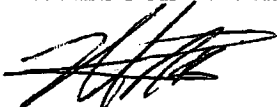
Re: Aztec Copper Inc. - Annual General Meeting Notice

Please find enclosed for service upon your office our client's notice of the annual general meeting of the shareholders of Aztec Copper Inc.

Yours truly,

SNYDER & ASSOCIATES LLP

Per:



Nicolas Rehberg-Besler

For:

Stephen C. Snyder

NOTICE OF ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS of **Aztec Copper Inc.** (the "Corporation").

NOTICE IS HEREBY GIVEN to the shareholders of record of Aztec Copper Inc. that the annual general meeting of the shareholders of the Corporation will be held at:

Royal Canadian Legion Kingsway Branch #175
14339 – 50th Street NW
Edmonton, Alberta, Canada T5A 0S9

on Saturday, February 23, 2019, at 1:00pm (MST).

Shareholders of record at the close of business on February 1st, 2019, are entitled to attend and vote by person or by proxy at the meeting and at any adjournment thereof in the same manner.

Dated this 8th day of February 2019.

On behalf of the board of directors of Aztec Copper Inc.



CHRISTINE REEVES

PROXY

The undersigned shareholder of Aztec Copper Inc. (the "Corporation") hereby appoints _____ of the City/Town of _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the annual general meeting of the shareholders of the Corporation to be held at 1:00pm (MST) on the 23rd day of February 2019 and at any adjournment thereof in the same manner, to the extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

DATED the _____ day of February 2019.

(PRINT NAME)

(SIGNATURE)

Exhibit 10

COPPERSMITH
BROCKELMAN
LAWYERS

Keith Beauchamp
kbeauchamp@cblawyers.com
PH. (602) 381-5490
FAX (602) 224-6020

2800 North Central Avenue, Suite 1900
Phoenix, AZ 85004
CBLAWYERS.COM

February 20, 2019

Via Email and Federal Express

Stephen C. Snyder
Snyder & Associates LLP
#2500 Sun Life Place
10123- 99 Street
Edmonton AB T5J3H1
ssnyder@snyder.ca

Re: Aztec Copper Inc.

Dear Mr. Snyder:

We understand that Aztec Copper, Inc. ("Aztec") issued a notice on February 11, 2019 advising that an annual meeting of shareholders would be held in Edmonton, Alberta on February 23, 2019. As you know, Aztec is an Arizona corporation, and the Arizona Superior Court in December 2018 ordered Aztec "to promptly hold an annual meeting in Maricopa County . . ." Judgment, CV-2018-006866 (12/04/18).

By purporting to hold the annual meeting in a location other than Maricopa County, Aztec, Ms. Reeves, Mr. Arnold and those acting in concert with them continue to act in contempt of the judgments issued in CV 2018-006866 and CV 2018-003675. We will bring this additional act of contempt to the attention of the Court. In the meantime, be advised that any annual meeting held in violation of the court order—and any actions taken at such a meeting—will be null and void, in addition to being contumacious.

Sincerely,



Keith Beauchamp

KB:slm

cc: Stephen Rich, Esq.
Roopali Desai, Esq.

Exhibit D

Exhibit D

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

CV 2018-003675

02/20/2019

HONORABLE DANIEL J. KILEY

CLERK OF THE COURT
C. Mai
Deputy

FIERCE INVESTMENTS LTD

ROOPALI HARDIN DESAI

v.

AZTEC COPPER INC, et al.

STEPHEN C RICH

JUDGE KILEY

MINUTE ENTRY

The Court has previously determined that Plaintiff Fierce Investments Ltd. is entitled to an award of reasonable attorney fees and costs. *See* Judgment entered December 3, 2018.

The Plaintiff seeks an award of attorney fees of \$10,884.00 and taxable costs of \$679.00, a request it supports with billing records and its counsel's declaration. Application for Attorneys' Fees and Costs and Exhibit A thereto; Statement of Costs. Defendant Aztec Copper, Inc., has filed no response.

After reviewing the evidence submitted by the Plaintiff, the Court finds that the Plaintiff has made the requisite showing of the reasonableness of the amount of fees and costs it requests and that the services performed were necessarily performed in connection with counsel's representation of the Plaintiff. The Court further finds that the Defendant has failed to meet its burden of demonstrating that the Plaintiff's request is unreasonable. *See Nolan v. Starlight Pines Homeowners Ass'n*, 216 Ariz. 482, 491, 167 P.3d 1277, 1286 (App. 2007) ("Once a party establishes its entitlement to fees and meets the minimum requirements in its application and affidavit for fees, the burden shifts to the party opposing the fee award to demonstrate the impropriety or unreasonableness of the requested fees."). Accordingly,

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

CV 2018-003675

02/20/2019

IT IS ORDERED granting the Plaintiff's Application for Attorneys' Fees and Costs and awarding the Plaintiff attorney fees of \$10,884.00 and costs of \$679.00.

Exhibit E

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
3 **COPPERSMITH BROCKELMAN PLC**
4 2800 North Central Avenue, Suite 1900
5 Phoenix, Arizona 85004
6 T: (602) 381-5490
7 F: (602) 224-6020
8 kbeauchamp@cblawyers.com
9 rdesai@cblawyers.com

Attorneys for Plaintiff

ARIZONA SUPERIOR COURT

MARICOPA COUNTY

10 FIERCE INVESTMENTS LTD.,	)	No. CV2018-006866
)	
11 Plaintiff,)	
)	
12 v.	)	ORDER GRANTING APPLICATION
	)	FOR ATTORNEYS' FEES AND COSTS
13 AZTEC COPPER INC., an Arizona corporation,)	
14	)	(Assigned to the Hon. Christopher Whitten)
15 Defendant.)	

16 The Court having read and considered Plaintiff Application for Attorneys' Fees and
17 Costs ("Application"), no response having been filed, and good cause appearing,

18 IT IS HEREBY ORDERED granting the Application. Attorneys' fees shall be and
19 hereby are awarded in favor of Plaintiff and against Defendant in the amount of \$8,150.00.

20 IT IS FURTHER ORDERED that taxable costs shall be and hereby are awarded in
21 favor of Plaintiff and against Defendant in the amount of \$435.90.

22
23 DATED this ____ day of February, 2019.

24
25
26

Christopher Whitten
Maricopa County Superior Court Judge

eSignature Page 1 of 1

Filing ID: 10241849 Case Number: CV2018-006866
Original Filing ID: 10002367

Grant with New Order



/S/ Christopher Whitten Date: 3/12/2019
Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2018-006866

SIGNATURE DATE: 3/12/2019

E-FILING ID #: 10241849

FILED DATE: 3/13/2019 8:00:00 AM

ROOPALI HARDIN DESAI

STEPHEN C RICH

Exhibit F

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
3 **COPPERSMITH BROCKELMAN PLC**
4 2800 North Central Avenue, Suite 1900
5 Phoenix, Arizona 85004
6 T: (602) 381-5490
7 F: (602) 224-6020
8 kbeauchamp@cblawyers.com
9 rdesai@cblawyers.com
10 *Attorneys for Plaintiff*

11 **ARIZONA SUPERIOR COURT**
12 **MARICOPA COUNTY**

13 FIERCE INVESTMENTS LTD.,) No. CV2018-003675
14 Plaintiff,)
15 v.) **DECLARATION OF KEITH**
16 AZTEC COPPER INC., an Arizona) **BEAUCHAMP IN SUPPORT OF**
17 corporation; RON ARNOLD, an individual;) **PLAINTIFF'S MOTION FOR**
18 and CHRISTINE REEVES, an individual,) **CONTEMPT**
19 Defendants.) (Assigned to Hon. Daniel J. Kiley)

20 I, Keith Beauchamp, hereby state that:

21 1. I am a partner in the law firm Coppersmith Brockelman PLC ("CB"), and have
22 been admitted to the practice of law in the State of Arizona since 1989. I am lead counsel for
23 Plaintiff Fierce Investments Ltd. ("Fierce") in the above-captioned matter and have personal
24 knowledge of the matters described herein.

25 2. This Affidavit is submitted in support of Plaintiff's Motion for Contempt against
26 Defendant Aztec Copper Inc. ("Aztec") and those acting in concert with Aztec.

1 3. On December 4, 2018, Judgment was entered in this matter. That Judgment orders
2 that "Aztec, its counsel, and all those acting in concert with it . . . produce and/or make available
3 for inspection the books and records of the Company to Fierce within ten (10) days." [A copy
4 of the Judgment is attached as **Exhibit 1**] Aztec's books and records were to be made available
5 at "the offices of Fierce's counsel in Phoenix, Arizona." [*Id.*]

6 4. The Judgment also ordered "that Aztec shall make its director and officer of
7 record—Ron Arnold and Christine Reeves—available for deposition in Arizona . . . within thirty
8 days . . . to answer questions relevant to this action (including enforcement of this Judgment)
9 and to the related lawsuit filed by Fierce against Aztec in this Court which seeks, *inter alia*, an
10 order requiring Aztec [to] hold its annual shareholder meeting pursuant to Arizona law." [*Id.*]

11 **Aztec's Failure to Produce Books and Records**

12 5. On December 11, 2018, I sent a letter via email and Federal Express on behalf of
13 Fierce to Stephen C. Snyder, Canadian counsel for Defendants, and Stephen C. Rich, Arizona
14 counsel for Defendants, asking for an update as to its compliance with the requirement that Aztec
15 make its books and records available for inspection at my office in Phoenix. (A copy of my
16 December 11, 2018 letter is attached hereto as **Exhibit 2**)

17 6. The December 11, 2018 letter also noted that Mr. Arnold and Ms. Reeves were
18 ordered to appear for deposition in Phoenix no later than January 4, 2019 (*i.e.*, within 30 days of
19 entry of the judgment). The failure of Aztec's directors and officers to appear for depositions is
20 addressed in paragraphs 12 to 24, below.

21 7. Aztec did not produce its books and records, much less make them available in
22 Phoenix, by December 14, 2018, as required by the Judgment. Indeed, it still has not done so.

23 8. On December 18, 2018, Defendants' counsel emailed to me a list of 123 names
24 (with no other identifying information) purporting to be "a list of the shareholders of Aztec which
25 has been prepared on the basis of the most recent information known to Mr. Arnold and Ms.
26 Reeves." [Email from S. Snyder to K. Beauchamp dated December 18, 2018, attached hereto as

1 **Exhibit 3]** No detail was supplied as to how the list was prepared, by whom, based on what
2 underlying documents, etcetera. Moreover, this list of names did not constitute the “books and
3 records” of Aztec, which should include items such as financial records, communications with
4 shareholders, minutes of shareholders meetings, etcetera.

5 9. On December 22, 2018, Fierce again demanded that Aztec produce the books and
6 records as required by the Judgment. [Email from K. Beauchamp to S. Snyder dated December
7 22, 2018, attached hereto as **Exhibit 4]**

8 10. In a letter dated December 27, 2018, Aztec’s Canadian counsel asserted that “to
9 the best of my knowledge, Aztec Copper Inc. has been inactive for many years,” and [t]o the
10 best of my knowledge, Aztec has no ‘books’” or “records.” [Letter from S. Snyder to K.
11 Beauchamp dated December 27, 2018, attached hereto as **Exhibit 5]** Mr. Snyder gave no
12 explanation as to the basis for his knowledge about Aztec. His purported historical knowledge
13 of Aztec is highly suspect, because just nine months earlier—in response to Fierce’s pre-suit
14 demand for books and records—he stated: “I have not been retained by the Arizona company,
15 Aztec Copper, Inc.” [Letter from S. Snyder to K. Beauchamp dated March 22, 2018, attached
16 as **Exhibit 6]**

17 11. Notwithstanding Aztec’s failure to produce books and records, and failure to
18 produce witnesses for deposition, Mr. Snyder asserted that “[Aztec] and its directors take the
19 position that they have fully complied with any Orders or instructions provided by the court in
20 this matter.” [**Exhibit 5]**

21 **Failure to Appear for Depositions**

22 12. My December 11, 2018 letter to Aztec’s counsel noted that the Judgment required
23 Mr. Arnold and Ms. Reeves to appear for their depositions in Phoenix no later than January 4,
24 2019 (*i.e.*, within 30 days of entry of the judgment). [**See Exhibit 2]**

1 13. The December 11, 2018 letter enclosed deposition notices, set the depositions of
2 Mr. Arnold and Ms. Reeves for January 2, 2019, and offered to consider alternative dates if the
3 noticed date was inconvenient. [*Id.*]

4 14. The December 11, 2018 letter made clear that there would be consequences to the
5 company and its officers/directors if the deponents did not appear: "If Mr. Arnold and Ms.
6 Reeves do not appear for their depositions, we will seek appropriate relief against them
7 individually, as well as against Aztec. That relief would likely include entry of an order of
8 contempt." [Exhibit 2]

9 15. The January 2, 2019 date fell just within the deadline set by the Judgment to hold
10 the depositions within 30 days of December 4, 2018.

11 16. On December 18, 2018, Mr. Snyder asked if Fierce's counsel would travel to
12 Canada for the depositions. Mr. Snyder stated that he was "uncertain as to [Mr. Arnold's] ability
13 to travel" due to an unspecified "procedure." Mr. Snyder did not affirmatively state that
14 Mr. Arnold would be unable to travel by January 2, 2019, and he provided no information from
15 any medical provider. [Exhibit 3]

16 17. As for Ms. Reeves, Mr. Snyder did not suggest she could not travel, or provide any
17 reason as to why she could not appear on January 2, 2019 for her deposition. [*Id.*]

18 18. In a letter dated December 22, 2018, I rejected the suggestion that the depositions
19 take place in Edmonton rather than Arizona:

20 [W]e decline to travel to Edmonton to take these depositions. The Court
21 ordered that they take place here. We obtained that order only after expending
22 substantial funds and effort, and overcoming the attempts of Mr. Arnold and Ms.
23 Reeves to avoid their obligations as directors and officers of an Arizona
24 corporation. The vague information you have provided as to some "uncertainty"
25 about whether Mr. Arnold can travel in early January due to some unstated recent
26 "procedure" is not sufficient to excuse his attendance. If he truly has a medical
reason why he cannot travel, please provide an appropriate level of explanation to
support that request, which would include a note from his physician stating why
he cannot travel in that period, and advising when he would be able to travel. Ms.

1 Reeves' obligation to appear for her deposition is unrelated to Mr. Arnold's
2 obligation, and we expect her to appear.

3 [Exhibit 4 (12/22/2018 letter from K. Beauchamp to S. Snyder)]

4 19. In a letter dated December 27, 2018, Mr. Snyder asserted, falsely, that the
5 Judgment requiring the depositions was prepared "without any prior consultation with Aztec
6 Copper, its legal counsel, or its directors." [See Exhibit 5] In fact, of course, the proposed form
7 of Judgment and other related papers were served on Aztec's Arizona counsel and on Mr. Snyder
8 (who has expressly confirmed that he represents Mr. Arnold, Ms. Reeves and Aztec).

9 20. My December 11, 2018 letter offered Defendants the opportunity to propose
10 another date that would be more convenient, but they proposed no alternative dates in Arizona.

11 21. On December 31, 2018, Mr. Snyder again offered to make Mr. Arnold and Ms.
12 Reeves available for deposition in Edmonton. [Letter from S. Snyder to K. Beauchamp dated
13 December 31, 2018, attached hereto as Exhibit 7] Mr. Snyder said he would be in contact with
14 me "early next week." But Mr. Snyder did not contact me early the next week.

15 22. On January 2, 2019, I sought to take the depositions of Mr. Arnold and Ms. Reeves
16 at my office. I went on the record with the court reporter, and waited for over 30 minutes, but
17 neither Mr. Arnold nor Ms. Reeves appeared. [See Exhibit 8 (01/02/19 deposition transcript)]

18 23. On January 10, 2019, more than a week after the date the deposition was set, Mr.
19 Snyder provided a note from Gateway Medical Clinic dated January 9, 2019 stating, in full, "Due
20 to ongoing health issues we have advised this patient [Mr. Arnold] not to travel for at least six
21 months until all investigations and issues are resolved." [Letter from S. Snyder to K. Beauchamp
22 dated January 10, 2019, attached hereto as Exhibit 9]

23 24. Defendants' counsel has provided no explanation for Ms. Reeves' failure to appear
24 for her deposition on January 2, 2019.

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I declare under penalty of perjury that the foregoing is true and correct.

DATED this 20th of March, 2019.


Keith Beauchamp

Exhibit 1

Exhibit 1

1 Keith Beauchamp (012434)
2 Roopali H. Desai (024295)
3 **COPPERSMITH BROCKELMAN PLC**
4 2800 North Central Avenue, Suite 1900
5 Phoenix, Arizona 85004
6 T: (602) 381-5490
7 F: (602) 224-6020
8 kbeauchamp@cblawyers.com
9 rdesai@cblawyers.com
10 *Attorneys for Plaintiff*

8 **ARIZONA SUPERIOR COURT**

9 **MARICOPA COUNTY**

10 FIERCE INVESTMENTS LTD.,) No. CV2018-003675

11 Plaintiff,)

12 v.)

JUDGMENT

13 AZTEC COPPER INC., an Arizona)
14 corporation; RON ARNOLD, an individual;)
15 and CHRISTINE REEVES, an individual,)

(Assigned to the Hon. Daniel J. Kiley)

16 Defendants.)

17 The Court having considered and denied the Motion to Set Aside Default filed by Aztec
18 Copper Inc. ("Aztec" or "the Company"); having further considered the Request for Entry of
19 Final Judgment filed by Plaintiff Fierce Investments, Ltd ("Fierce") to which no response has
20 been filed; and good cause appearing,

21 **IT IS HEREBY ORDERED AND DECLARED that:**

- 22 A. Plaintiff Fierce has the right to inspect the books and records of Aztec under
23 A.R.S. § 10-1602 but has been denied its right to conduct such inspection; and
24 B. Aztec, its counsel, and all those acting in concert with it are **HEREBY**
25 **ORDERED** to produce and/or make available for inspection the books and
26

1 records of the Company to Fierce within ten (10) days of the date of this order
2 the offices of Fierce's counsel in Phoenix Arizona.

3 IT IS FURTHER ORDERED that Fierce is awarded its reasonable attorneys' fees and
4 costs incurred in connection with this matter, pursuant to A.R.S. §§ 10-1604(C) and 12-341.01;

5 IT IS FURTHER ORDERED that Aztec shall make its director and officer of record—
6 Ron Arnold and Christine Reeves—available for deposition in Arizona by Plaintiff's counsel
7 within thirty (30) days of the date of this Order to answer questions relevant to this action
8 (including enforcement of this Judgment) and to the related lawsuit filed by Fierce against
9 Aztec in this Court which seeks, *inter alia*, an order requiring Aztec hold its annual
10 shareholder meeting pursuant to Arizona law (CV2018-006866), and

11 This Court retains jurisdiction over this matter to ensure compliance with the orders and
12 declaratory relief set forth herein.

13
14 DATED this _____ day of November, 2018.

15
16
17 _____
18 Daniel J. Kiley
19 Maricopa County Superior Court Judge
20
21
22
23
24
25
26

eSignature Page 1 of 1

Filing ID: 9936593 Case Number: CV2018-003675
Original Filing ID: 9826930

Granted with Modifications



/S/ Daniel Kiley Date: 12/3/2018
Judicial Officer of Superior Court

ENDORSEMENT PAGE

CASE NUMBER: CV2018-003675

SIGNATURE DATE: 12/3/2018

E-FILING ID #: 9936593

FILED DATE: 12/4/2018 8:00:00 AM

ROOPALI HARDIN DESAI

STEPHEN C RICH

**CHRISTINE REEVES
NO ADDRESS ON RECORD**

**RON ARNOLD
NO ADDRESS ON RECORD**

Exhibit 2

**COPPERSMITH
BROCKELMAN**
LAWYERS

Keith Beauchamp
kbeauchamp@cblawyers.com
PH. (602) 381-5490
FAX (602) 224-6020

2800 North Central Avenue, Suite 1900
Phoenix, AZ 85004
CBLAWYERS.COM

December 11, 2018

Via Email and Federal Express

Stephen C. Snyder
Snyder & Associates LLP
#2500 Sun Life Place
10123- 99 Street
Edmonton AB T5J3H1
ssnyder@snyder.ca

Stephen C. Rich
Stephen C. Rich, PLLC
3401 East Elwood, Suite 101
Phoenix, AZ 85040
scr@srichlaw.com

Re: Aztec Copper Inc.

Dear Messrs. Snyder and Rich:

As you know, the Arizona Superior Court entered judgment against Aztec Copper, Inc. ("Aztec") in CV2018-003675 (the "Books and Records Judgment") on December 5, 2018. That same day, a second judgment was entered against Aztec in CV2018-006866 (the "Annual Meeting Judgment"). Copies of these two judgments are enclosed for your convenience.

The Books and Records Judgment requires Aztec to make its books and records available to us in Phoenix within ten days of the order. Please provide an update on the status of your compliance with the judgment, as that deadline is rapidly approaching.

The Books and Records Judgment also orders that Ron Arnold and Christine Reeves shall be available for deposition in Phoenix within 30 days (i.e., by January 4, 2019). Enclosed are deposition notices for Mr. Arnold and Ms. Reeves. We have set the depositions for January 2, 2019, but if you wish to propose some alternative date(s) we are happy to work with you on that. In the absence of reaching some separate agreement, we expect Mr. Arnold and Ms. Reeves to appear for their depositions as noticed. Mr. Snyder has already stated in writing that he represents Mr. Arnold and Ms. Reeves, so we do not intend to effectuate separate service. Moreover, because they are officers and directors of Aztec, an Arizona corporation, they are bound by this order directed to Aztec. If Mr. Arnold and Ms. Reeves do not appear for their depositions, we will seek appropriate relief against them individually, as well as against Aztec. That relief would likely include entry of an order of contempt.

Stephen C. Snyder
Stephen C. Rich
December 11, 2018
Page 2

The Annual Meeting Judgment requires “Aztec, its counsel, and all those acting in concert with it . . . to set the annual shareholder meeting within 40 days” (i.e., by January 14, 2019), and to give notice at least 10 days before the meeting takes place. Please confirm that Aztec (including its counsel, officers and directors) will comply with this provision.

The Annual Meeting Judgment also requires that “Aztec, its counsel, and all those acting in concert with it” deliver to my office within 10 days of the date of the order “a list of those shareholders entitled to receive notice and to vote at the annual meeting.” We look forward to receiving that list shortly.

The Annual Meeting Judgment further provides that “Aztec is further ORDERED to make it director[s] and officer of record—Ron Arnold and Christine Reeves—available for deposition by Plaintiff’s counsel within thirty (30) days.” Deposition notices for January 2, 2019 relating to the Annual Meeting Judgment are enclosed, as we can take a single deposition of each witness for the two cases, no need for two separate depositions for each of them.

Let me know if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Beauchamp", with a stylized, flowing script.

Keith Beauchamp

KB:slm
Enclosures
cc: Roopali Desai, Esq.

Exhibit 3

From: Stephen C. Snyder
To: Keith Beauchamp
Cc: Stephen Rich
Subject: Aztec Copper Inc. - Fierce Investments Ltd.
Date: Tuesday, December 18, 2018 10:31:20 AM
Attachments: Aztec Shareholder List.pdf

I refer to your correspondence of the 11th of December.

With respect to the contents thereof I would advise as follows:

1. Dealing first of all with the proposed date of the depositions, I should indicate that Ron Arnold has recently undergone a surgical procedure. As at the time of dictation hereof, I am uncertain as to his ability to travel. If that is a problem, are you amenable to coming to Edmonton to examine him?
2. Were you to come to Edmonton, it would make sense for you to examine Ms. Reeves at the same time.
3. I am enclosing herewith a list of the shareholders of Aztec which has been prepared on the basis of the most recent information known to Mr. Arnold and Ms. Reeves.

I look forward to hearing from you at your early convenience, and remain,

Yours truly,

Stephen C. Snyder

Managing Partner

#2500 Sun Life Place, 10123 – 99 Street

Edmonton, AB, T5J 3H1

Tel: 780-426-4133 Fax: 780-424-1588

ssnyder@snyder.ca <http://snyder.ca>

This document is confidential and subject to solicitor/client privilege. If the reader is not the intended recipient or its agent, be advised that any dissemination, distribution or copying of the content of this electronic correspondence is prohibited. If you have received this electronic correspondence in error, please call (780) 426-4133. Thank You. L'information apparaissant dans ce message électronique est légalement PRIVILÉGIÉE ET CONFIDENTIELLE. Si ce message vous est parvenu par erreur, vous êtes en conséquence prié de nous aviser immédiatement par téléphone ou par courriel. De plus veuillez détruire ce message immédiatement. Merci.

AZTEC SHARE HOLDER LIST**No. SHAREHOLDERS**

1	Adolph, Allan & M	
2	Allan, Rick & Darci	
3	Arnold, Ron & D	
4	Barker, Darren	
5	Belland, Denis	
6	Benoit, Andre & Val	
7	Berry, Kim & B	
8	Berube, Marcel & P	
9	Bradshaw, Brian	
10	Brown, Doug & M	
11	Buttner, Linda	
12	Carlson, Ken	
13	Cherkewick, Vicky	
14	Craig, Rod	
15	Damberger, Tammy	
16	Dawson, Ahlene	
17	Douglas, Will & S	
18	Elliott, Glen	
19	Emerson, Randy & T	
20	Ferguson, L & L.	
22	Flintoft, Ross	
23	French, Teresa	
24	Gomola, Geraldine	
25	Gauthier, Ray & Chris	
26	Goodwin, Dianne	
27	Harris, Steve & J	
28	Harris, M. & T, J.	
29	Hart, Brian	
30	Harvey, Nicholas / Bev	
31	Hawkins, Stuart & D	
32	Hopkins, Roger & C	
33	Hughes, Sandra, L	
34	Hughes, Robert	

35	Hunter, Cindy	
36	Hunter, Lefr, Pelle	
37	Jones, K. William	
38	Jones, Victor & Pat	
39	Jones, Pamela	
40	Kent, Kenneth	
41	Kluchky, Kenneth	
42	Korker Diversified	
43	Krause, Wayne	
44	Kumar, R & P	
45	Lamothe, Greg	
46	Lamothe, Valerie	
47	Larsen, Svend & H	
48	Maddison, Mike	
49	Manayod, Bernadette	
50	Mason Exploration	
51	Minchau, Mark	
52	Minchau, Sharon & Martin	
53	McCathy, John	
54	Mc Cannon, Wayne	
55	McDonald, Gordon	
56	Mc Dowell, Duff	
57	McGinn, Dorothy	
58	McNelly, John & B	
59	McJannet, R / Lalji, Z	
60	Nakonechny, M, V & S	
61	Naslund, Donna & A	
62	Naslund, Jeffrey & C	
63	Niehaus, Tim & Shanon	
64	Olsen, Nellis & Silvia	
65	Pangrass, Robert	
66	Parks, Shelley	
67	Patrick, Joe Snr	
68	P. A. L. B. Systems	
69	Penney, Richard	
70	Popowich, Linda	
71	Porter, Vern	

72	Price, Terence & Vonda	
73	Quintilio Enterprises	
74	Reeves,Chris	
75	Reid, Barry	
76	Renfrow, Gordon	
77	Raynders, Wayne	
78	Satkunas, Joanne	
79	Chardwick, Peter	
80	Roddie, Murray C.	
81	Seibel, Steve	
82	Sharp, Ann	
83	Shaughnessy, William	
84	Squires, R. & Reeves	
85	Symanczyk, Alan	
86	Tagg, Steven	
87	Terry, Wendell	
88	Thomas, C. & Tyson	
89	Thorp, Ron	
90	Vogel, Fran	
91	Vogel, F & Goodwin	
92	Williams Steve	
93	Willmer, Kim, Judy	
94	Yakimchuk, Thomas R.	
95	Yates, Syd & Bonnie	
96	Zimmer, Darlene & D	
97	Zylenko, Ron	
98	Lamothe, Norman	
99	Bach, Jens Richard	
100	Boedecker, George	
101	Gallegoes, Manuel	
102	Hernandez, Robert	
103	Langlois, David G&L	
104	Leuenberger, Werner	
105	Litwin, Gregory	
106	Nicol, Michael and Susan	
107	Venuta, mike	
108	Tebbutt, Wayne	

109	Agundez, Jeff	
110	Lavigne, Susanne	
111	Brice, Andre	
112	Daney, Leighton	
113	Clifford, Ken	
114	Bromelias Tomasol SA	
115	RAINFOREST CAPITAL CORP. C/O GLEN HARDER	
116	David Hermiston	
117	Wally Boguski	
118	Miguel Martinez	
119	John Kowalchuk	
120	Ramon Perra	
121	Aline Hermiston	
122	Alfonso Daco	
123	Bob Butler	

AZTEC UNCONFIRMED SHARE HOLDER LIST

SHAREHOLDERS

B.F.I. Financial Inc.
Butler, Gail
Butler, R. W. & Eileen
Butler, Sarah
Grupo Azteca SA
Weigel, Daniel
Werenka, Alice
Chamberlain International Corp. Inc. S.A. de C.V

Exhibit 4

From: Keith Beauchamp
To: Stephen C. Snyder
Cc: Stephen Rich; Roopali Desai
Subject: RE: Aztec Copper Inc. - Fierce Investments Ltd.
Date: Saturday, December 22, 2018 4:07:00 PM

Mr. Snyder,

Your email below says nothing about Aztec producing its books and records in Arizona to my client, as ordered by the Court. The December 14, 2018 deadline for doing so has come and gone. We will ask the Court to take appropriate action, including holding Aztec and its directors and officers in contempt. I respectfully submit, in the meantime, that your clients should meet that obligation.

With respect to the depositions, we decline to travel to Edmonton to take these depositions. The Court ordered that they take place here. We obtained that order only after expending substantial funds and effort, and overcoming the attempts of Mr. Arnold and Ms. Reeves to avoid their obligations as directors and officers of an Arizona corporation. The vague information you have provided as to some "uncertainty" about whether Mr. Arnold can travel in early January due to some unstated recent "procedure" is not sufficient to excuse his attendance. If he truly has a medical reason why he cannot travel, please provide an appropriate level of explanation to support that request, which would include a note from his physician stating why he cannot travel in that period, and advising when he would be able to travel. Ms. Reeves' obligation to appear for her deposition is unrelated to Mr. Arnold's obligation, and we expect her to appear.

Regards,

Keith Beauchamp

From: Stephen C. Snyder [mailto:ssnyder@snyder.ca]
Sent: Tuesday, December 18, 2018 10:30 AM
To: Keith Beauchamp <KBeauchamp@cblawyers.com>
Cc: Stephen Rich <scr@srichlaw.com>
Subject: Aztec Copper Inc. - Fierce Investments Ltd.

I refer to your correspondence of the 11th of December.

With respect to the contents thereof I would advise as follows:

1. Dealing first of all with the proposed date of the depositions, I should indicate that Ron

Arnold has recently undergone a surgical procedure. As at the time of dictation hereof, I am uncertain as to his ability to travel. If that is a problem, are you amenable to coming to Edmonton to examine him?

2. Were you to come to Edmonton, it would make sense for you to examine Ms. Reeves at the same time.
3. I am enclosing herewith a list of the shareholders of Aztec which has been prepared on the basis of the most recent information known to Mr. Arnold and Ms. Reeves.

I look forward to hearing from you at your early convenience, and remain,

Yours truly,

Stephen C. Snyder

Managing Partner

#2500 Sun Life Place, 10123 – 99 Street

Edmonton, AB, T5J 3H1

Tel: 780-426-4133 Fax: 780-424-1588

ssnyder@snyder.ca <http://snyder.ca>

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Exhibit 5

Exhibit 5

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

December 27, 2018

WITHOUT PREJUDICE

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc. – Fierce Investments Ltd.

I refer to your note of the 22nd of December, 2018.

With respect to the contents thereof I would comment as follows:

1. To the best of my knowledge, Aztec Copper Inc. has been inactive for many years. The only "records" with which I am familiar are those which were forwarded to you together with my correspondence of the 7th of June, 2018, a copy of which (absent enclosures) is enclosed herewith for ease of reference. To the best of my knowledge, Aztec has no "books". Similarly, to the best of my knowledge, it has no "records". The material which it does have has been forwarded to you, and was received by you long before you obtained the Order in question much less the December 14, 2018 deadline to which you make reference. If there is something else to which you can make explicit reference which you are seeking I would be very pleased to receive that information from you. In the meantime, Aztec Copper Inc. and its directors take the position that they have complied fully with any Orders or instructions provided by the court in this matter.
2. I have noted your advice that you "decline to travel to Edmonton to take these depositions." I have further noted your advice that "the court ordered that they take place here." The court order to which you make reference was prepared by yourself, without any prior consultation with Aztec Copper, its legal counsel, or its directors. Had you made such contact, which in my experience is common courtesy, you would have been advised of Mr. Arnold's medical

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BARRISTERS & SOLICITORS

concerns. I will see what I can do about obtaining for you the medical documentation which you have requested.

3. I have noted and am surprised by your comments concerning Ms. Reeves. As you noted in your previous correspondence, the date you selected for her examination, as with Mr. Arnold, was done without any prior notice to or consultation with her, or her legal counsel. I understand that it is occasionally necessary to obtain an order setting a date for examinations when counsel are unable to agree. In our situation, we had no opportunity to participate in any way in the timing of the proposed examination. It was determined by you, entirely arbitrarily and unilaterally.
4. Finally, I have noted your advice that you will "ask the court to take appropriate action, including holding Aztec and its directors and officers in contempt." Self-evidently, I cannot prevent you from taking such a step. Should you do so, however, counsel to Aztec will certainly advise the court of both the material which has been provided to you and the timing thereof.

I am at something of a loss to understand the approach you are taking in this matter. As previously stated, if there is a specific piece of information which you are seeking I would be pleased to be apprised thereof.

I will be in further contact with you shortly.

Yours truly

SNYDER & ASSOCIATES LLP

Per:

Stephen C. Snyder

SCS/cij

S NYDER
& ASSOCIATES LLP

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

COPY

Your Ref.

Our Ref.

114023/SCS

June 7, 2018

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: **Aztec Copper Inc.**

I refer to our previous correspondence. Pursuant to instructions from my client I am enclosing herewith the following:

1. Corporation Annual Report & Certificate of Disclosure due November 26, 2002;
2. Corporation Annual Report & Certificate of Disclosure due November 26, 2003;
3. Corporation Annual Report & Certificate of Disclosure due November 26, 2004;
4. Corporation Annual Report & Certificate of Disclosure due November 26, 2005;
5. Corporation Annual Report & Certificate of Disclosure due November 26, 2006;
6. Corporation Annual Report & Certificate of Disclosure due November 26, 2007;
7. Corporation Annual Report & Certificate of Disclosure due November 26, 2008;
8. Corporation Annual Report & Certificate of Disclosure due November 26, 2009;
9. Corporation Annual Report & Certificate of Disclosure due November 26, 2010;
10. Corporation Annual Report & Certificate of Disclosure due November 26, 2011;
11. Corporation Annual Report & Certificate of Disclosure due November 26, 2012;
12. Corporation Annual Report & Certificate of Disclosure due November 26, 2013;
13. Corporation Annual Report & Certificate of Disclosure due November 26, 2014;
14. Corporation Annual Report & Certificate of Disclosure due November 26, 2015;
15. Corporation Annual Report & Certificate of Disclosure due November 26, 2016;
16. Corporation Annual Report & Certificate of Disclosure due November 26, 2017.

With respect to the shares that appear, at one point, to have been registered in the name of Fierce, I have had the opportunity to review several items of correspondence authored by one Glen D. Harder, the principal of Harder & Company, whom, I understand, was legal counsel to Fierce as well as

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BARRISTERS & SOLICITORS

several other companies in which Fierce had an interest. In Mr. Harder's correspondence of the 1st of April, 2011, which is self-described as a "brief written summary of the results of the corporate review of Aztec undertaken by Harder & Company ...", Mr. Harder indicates that "...Fierce voluntarily cancelled its 40,000,000 Aztec shares and no longer has an equity position or management influence in Aztec." The same Mr. Harder, in a document entitled "Aztec Copper Inc. March 2011 Update", states "in addition, in a concurrent act of good faith, Fierce voluntarily cancelled its 40,000,000 Aztec shares and no longer has an equity position or management influence in Aztec". The foregoing appears to be the explanation for the disappearance of Fierce from the Annual Report & Certificate of Disclosure of Aztec from 2007 on.

I trust the foregoing is the information which you require. Please do not hesitate to contact me if I can be of further assistance.

Yours truly

SNYDER & ASSOCIATES LLP

Per: 

Stephen C. Snyder

SCS/cij

Encls.

Exhibit 6

Exhibit 6

SNYDER & ASSOCIATES LLP

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor

E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

March 22, 2018

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc.

I refer to your correspondence of the 21st of March and my attempted telephone call to you on the morning of the 22nd of March.

In no particular order of priority, I would advise as follows:

1. I am counsel to Ron Arnold, Christine Reeves, and 1829752 Alberta Ltd. I have not been retained by the Arizona company, Aztec Copper Inc.
2. You have alleged that Fierce Investments Ltd. owns a significant interest in "Aztec". Are you suggesting that your client owns an interest in the Arizona company? Are you suggesting that your client owns a significant interest in the Alberta company? Please advise which of the two foregoing separate corporate entities your client is alleging an interest in.
3. If your client is alleging an interest in the Alberta company, please advise as to the manner in which your client alleges that it obtained that interest.
4. Your suggestion that the Alberta company has "refused to provide any information about how it came to be (according to you) to the successor to Aztec ..." is at odds with reality.
5. With the greatest respect to your Mr. Beauchamp, it seems to me that you are suffering from an inability to distinguish between the Arizona company and the Alberta company.
6. Self-evidently, Arizona courts do not have jurisdiction over an Alberta company which has not been extra-nationally registered in Arizona.

My client is not refusing to cooperate. My client is, however, asking that you identify, with precision, which of the two separate corporate entities you are alleging your client, Fierce, has an ownership interest. Further, if your allegation is that Fierce has an ownership interest in the Alberta company, please advise as to the manner in which that ownership interest was acquired.

S N Y D E R
& ASSOCIATES LLP

BARRISTERS & SOLICITORS

Thanking you in advance for your anticipated cooperation herein, I remain,

Yours truly

SNYDER & ASSOCIATES LLP

Per:


Stephen C. Snyder

SCS/cij

Exhibit 7

**SNYDER
& ASSOCIATES LLP**

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

December 31, 2018

WITHOUT PREJUDICE

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc. – Fierce Investments Ltd.

I refer to our recent exchange of correspondence.

I have spoken with Mr. Arnold and am advised that he is scheduled to meet with his physician this Friday, the 4th of January. Once that consultation has been completed I will have a better idea of when and if he will be able to travel.


I would repeat my offer to make both Mr. Arnold and Ms. Reeves available at a mutually convenient time here in Edmonton and would request that you reconsider your position in this matter. In any event, I will be in further contact with you early next week.

I trust you will find the foregoing to be in order.

Yours truly

SNYDER & ASSOCIATES LLP

Per:


Stephen C. Snyder

SCS/cij

Exhibit 8

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA

IN AND FOR THE COUNTY OF MARICOPA

FIERCE INVESTMENTS LTD.,

Plaintiff,

No.

CV2018-003675

vs.

AZTEC COPPER INC., an Arizona corporation; RON ARNOLD, an individual; and CHRISTINE REEVES, an individual,

Defendants.

SCHEDULED DEPOSITION OF RON ARNOLD

Phoenix, Arizona

January 2, 2019

Prepared by:
Meri Coash, RMR, CRR
Certified Reporter
Certification No. 50327

1 THE DEPOSITION OF RON ARNOLD
2 was scheduled for January 2, 2019, commencing at 9:00 a.m.
3 at the law offices of Coppersmith Brockelman PLC, 2800
4 North Central Avenue, Suite 1900, Phoenix, Arizona, before
5 Meri Coash, a Certified Reporter in the State of Arizona.

6

7

8

* * *

9 APPEARANCES:

10 For the Plaintiff:
11 COPPERSMITH BROCKELMAN PLC
12 By: Keith Beauchamp, Esq.
13 2800 North Central Avenue
14 Suite 1900
15 Phoenix, Arizona 85004
16 602-381-5490
17 kbeauchamp@cblawyers.com
18
19
20
21
22
23
24
25

1 REPORTER'S TRANSCRIPT OF PROCEEDINGS

2
3
4 MR. BEAUCHAMP: So it's 9:00 a.m. We are
5 here for the deposition of one of the directors and
6 officers of Aztec Copper as ordered by the Court in its
7 judgment on December 4, 2018. The deponent has not
8 arrived. We will wait 30 minutes or so and see if the
9 deponent appears.

10 (A recess ensued.)

11 MR. BEAUCHAMP: We are back on the record.
12 It's 9:31, according to my clock. The deponent has not
13 appeared, so we will adjourn the deposition for today and
14 seek relief from the Court.

15 (The proceedings were concluded at 9:31
16 a.m.)
17
18
19
20
21
22
23
24
25

1 STATE OF ARIZONA)
2 COUNTY OF MARICOPA)

3 BE IT KNOWN that the foregoing proceedings
4 were taken before me; that the foregoing pages are a full,
5 true, and accurate record of the proceedings all done to
6 the best of my skill and ability; that the proceedings
7 were taken down by me in shorthand and thereafter reduced
8 to print under my direction.

9 I CERTIFY that I am in no way related to any
10 of the parties hereto nor am I in any way interested in
11 the outcome hereof.

12 I CERTIFY that I have complied with the
13 ethical obligations set forth in ACJA 7-206(F)(3) and
14 ACJA 7-206 (J)(1)(g)(1) and (2). Dated at Phoenix,
15 Arizona, this 4th day of January, 2019.

16 

17 _____
18 Meri Coash, RMR, CRR
19 Certified Reporter
20 Arizona CR No. 50327

21 I CERTIFY that Coash & Coash, Inc., has
22 complied with the ethical obligations set forth in
23 ACJA 7-206 (J)(1)(g)(1) through (6).

24 

25 _____
COASH & COASH, INC.
Registered Reporting Firm
Arizona RRF No. R1036

Coash & Coash, Inc.

602-258-1440

www.coashandcoash.com

Exhibit 9

SNYDER & ASSOCIATES LLP

BARRISTERS & SOLICITORS

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

January 10, 2019

Coppersmith Brockelman PLC
2800 N. Central Ave.
Suite 1900
Phoenix, AZ 85004

via email : kbeauchamp@cblawyers.com

Attention : Keith Beauchamp

Dear Sir:

Re: Aztec Copper Inc. – Fierce Investments Ltd.

I am enclosing herewith a copy of correspondence from Gateway Medical Clinic, forwarded over the signature of Dr. Doug McCarty. The same is self-explanatory.

We would very much like to facilitate your immediate examination of Ron Arnold and Chris Reeves. Would you be amenable to proceeding by way of a video hookup?

I look forward to your early reaction hereto, and remain,

Yours truly

SNYDER & ASSOCIATES LLP

Per:


Stephen C. Snyder

SCS/cij

Encl.

GATEWAY
Medical Clinic

Dr. Robert T.M. Chiu / Dr. James Wong / Dr. Cheng Keng
Dr. Dong McCarty / Dr. Steve Perrowe /
South Park Centre / 1030 / 1030 Calgary Trail / Edmonton / Alberta / T6A 3A6
Telephone: (780) 434-1240 / Fax: (780) 434-2142
Client Phone: Use the Front Desk Office / (780) 434-2244

January 09, 2019

To Whom It May Concern:

Re: Arnold, Ronald
16211 89 Street
Edmonton, AB
T5Z 3M3

D.O.B.: Sep 15, 1948
PHN:
PH: (780) 991-2438
(780) 473-2391

Due to ongoing health issues we have advised this patient not to travel for at least six months until all investigations and issues are resolved.

With kindest regards,


Dr. Dong McCarty