

NO. S-235306
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

NATIONAL BANK OF CANADA

PETITIONER

AND:

1239583 B.C. LTD.

RESPONDENT

**ORDER MADE AFTER APPLICATION
(FEE APPROVAL AND DISCHARGE ORDER)**

BEFORE THE HONOURABLE)
JUSTICE SHARMA) WEDNESDAY, THE 12TH DAY
) OF NOVEMBER, 2024

ON THE APPLICATION of FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the court-appointed receiver and receiver-manager (the "**Receiver**") of the assets, properties and undertakings (the "**Property**") of 1239583 B.C. Ltd. (the "**Debtor**"), coming on for hearing at Vancouver, British Columbia, on the 12th day of November, 2024; AND ON HEARING Ashley Bowron, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the First Receiver's Report, dated October 11, 2023 (the "**First Report**"), the Second Receiver's Report, dated September 10, 2024 (the "**Second Report**"), and the Third Receiver's Report, dated October 23, 2024 (the "**Third Report**", and collectively with the First Report and the Second Report, the "**Receiver's Reports**") and the affidavit of H. Lance Williams, sworn on September 10, 2024 and the affidavit of Tom Powell, sworn on September 10, 2024 (collectively, the "**Fee Affidavits**");

THIS COURT ORDERS AND DECLARES THAT:

APPROVAL OF ACTIVITIES AND FEES

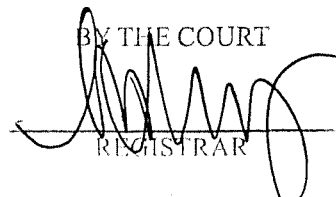
- 1. The activities of the Receiver, as set out in the Receiver's Reports, are hereby approved.

2. The fees and disbursements of the Receiver and its counsel, as set out in the Fee Affidavits and Receiver's Reports, including the estimate of fees to conclude matters, be and are hereby approved, without the necessity of a formal passing of accounts in respect of any such fees incurred or charged after the date of this Order.
3. After payment of the fees and disbursements of the Receiver as herein approved, the Receiver shall pay all funds remaining in its hands to National Bank of Canada.

DISCHARGE AND RELEASE OF RECEIVER

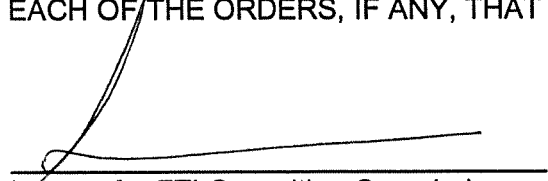
4. Effective immediately upon the Receiver filing with this Court a certificate substantially in the form attached as **Schedule "B"** hereto (the "**Receiver's Discharge Certificate**"), confirming that (i) the Transaction (as defined in the Approval and Vesting Order pronounced by the Honourable Justice _____ on November 12, 2024 (the "**Approval and Vesting Order**")) has been completed to the satisfaction of the Receiver, and (ii) all outstanding amounts secured by the Receiver's Charge (as defined in the Order of Justice Francis made September 8, 2023 (the "**Receivership Order**")) have been satisfied:
 - (a) FTI, in its capacity as Receiver, is hereby discharged as receiver and receiver-manager of the Property; and
 - (b) notwithstanding the discharge of the Receiver, the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of FTI in its capacity as Receiver.
5. Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 and regulations thereto, any other applicable enactment or any other Order of this Court.
6. Endorsement of this Order by counsel appearing on this application, other than counsel for the Receiver, is hereby dispensed with.

ENDORSEMENTS ATTACHED

BY THE COURT

REGISTRAR

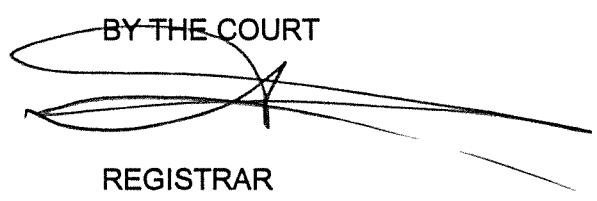


THE FOLLOWING PARTIES APPROVE OF THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

A handwritten signature in black ink, consisting of a large loop at the top left and a long horizontal stroke extending to the right.

Lawyer for FTI Consulting Canada Inc.
McCarthy Tétrault LLP
(Ashley Bowron)

BY THE COURT

A handwritten signature in black ink, featuring a large, stylized loop at the top and a long horizontal stroke extending to the right, crossing under the text "BY THE COURT".

REGISTRAR

SCHEDULE "A"

LIST OF COUNSEL

Name of Counsel	Party Represented

SCHEDULE "B"

NO. S-235306
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

NATIONAL BANK OF CANADA

PETITIONER

AND:

1239583 B.C. LTD.

RESPONDENT

RECEIVER'S DISCHARGE CERTIFICATE

- A. All capitalized terms used in this Receiver's Certificate and not otherwise defined shall have the meaning ascribed to them in the Order Made After Application (Fee Approval and Discharge) pronounced by the Honourable Justice _____ of the Supreme Court of British Columbia (the "**Court**"), in the within proceedings, on November 12, 2024 (the "**Fee Approval and Discharge Order**").
- B. Pursuant to the Fee Approval and Discharge Order, the Court provided for the discharge of the Receiver, upon the filing of this certificate by the Receiver, confirming that: (i) the Transaction (as defined in the Approval and Vesting Order) has been completed, to the satisfaction of the Receiver; and (ii) all outstanding amounts secured by the Receiver's Charge (as defined in the Receivership Order) have been satisfied.

THE RECEIVER HEREBY CONFIRMS AND CERTIFIES THE FOLLOWING:

- 1. The Transaction has been completed, to the satisfaction of the Receiver.
- 2. All outstanding amounts secured by the Receiver's Charge have been satisfied.

DATED THIS ____ DAY OF _____, 2024.

FTI CONSULTING CANADA INC., in its capacity as the court-appointed receiver and manager of the assets, properties, and undertakings of 1239583 B.C. Ltd., and not in its personal capacity.

Per: _____
Name:
Title: