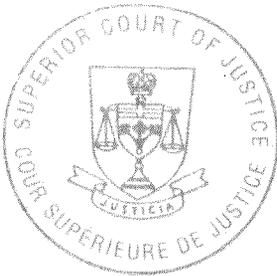


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) THURSDAY , THE 18TH
)
MR. JUSTICE PATTILLO) DAY OF DECEMBER, 2014

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.



APPROVAL AND VESTING ORDER

THIS MOTION, made by GrowthWorks Canadian Fund Ltd. (the “**Fund**”) for an order approving the sale (the “**Transaction**”) of all of the issued and outstanding Class B Preferred shares of Advanced Glazing Technologies Limited (the “**Corporation**”), as contemplated by an agreement of purchase and sale between Armin Schabel (the “**Purchaser**”) and the Fund (the “**Purchase Agreement**”), and vesting in the Purchaser all of the Fund’s right, title and interest in and to the issued and outstanding Class B Preferred shares of the Corporation held by the Fund (the “**Purchased Shares**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Fund, the twelfth report of FTI Consulting Canada Inc. (the “**Monitor**”), and on hearing the submissions of counsel for the Fund and the Monitor, no one else appearing although properly served as appears from the Affidavit of Emilia Moon-de Kemp, sworn December 16, 2014:

1. THIS COURT ORDERS that the time for service of the Motion Record is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that all capitalized terms not otherwise defined in this Order

shall have the meanings ascribed to them in the Sale Agreement.

3. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Purchase Agreement in substantially the same form and substance as appended as Exhibit B to the Affidavit of Richard Black sworn December 16, 2014, is hereby authorized and approved, with such minor amendments that the parties may deem necessary. The Fund and Monitor are hereby authorized and directed to take such additional steps and execute such additional documentation as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Shares to the Purchaser.

4. THIS COURT ORDERS AND DECLARES that upon delivery of the Monitor's Certificate in substantially the same form as appended at Schedule A hereto, all of the Fund's right, title and interest in and to the Purchased Shares shall vest absolutely in the Purchaser free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), purchase options, liens, executions, writs of seizure and sale, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by any Orders of the Court in these proceedings; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Shares are hereby expunged and discharged as against the Purchased Shares.

5. THIS COURT ORDERS that, for the purposes of determining the nature and priority of Claims and Encumbrances, the Purchase Price shall stand in the place and stead of the Purchased Shares, and from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the Purchase Price as delivered, with the same priority as they had with respect to the Purchased Shares immediately prior to the sale, as if the Purchased Shares had not been sold and remained in the possession or control of the person having that possession

or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor's Certificate forthwith after delivery thereof.

7. THIS COURT ORDERS that notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

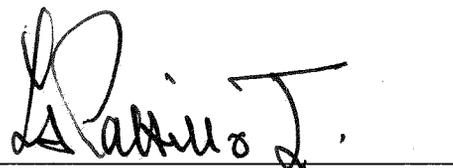
the vesting of the Purchased Shares in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Fund and Monitor and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

EVENTS
ON
LE

DEC 19 2014

MB



R. Rabinovitch

SCHEDULE A

Court File No.: CV-13-10279-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.

MONITOR'S CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Justice Newbould of the Ontario Superior Court of Justice (the "**Court**") dated October 1, 2013, FTI Consulting, Inc. was appointed as the Monitor in these proceedings.
- B. Pursuant to an Order of the Court dated ●, the Court approved the share purchase agreement made as of ● (the "**Purchase Agreement**") between the Applicant, GrowthWorks Canadian Fund Ltd. (the "**Fund**") and Armin Schabel (the "**Purchaser**") and provided for the vesting in the Purchaser of the Fund's right, title and interest in and to all of the issued and outstanding Class B Preferred shares of Advanced Glazing Technologies Limited (the "**Purchased Shares**"), which vesting is to be effective upon delivery by the Monitor to the Purchaser of a certificate confirming that the conditions set out in Sections 5.01, 5.02 and 5.03 in the Purchase Agreement have been satisfied or waived, which certificate is to be held in escrow upon sole condition of the receipt of the amounts referred to in Section 2.04(a) of the Purchase Agreement (the "**Purchase Price**") and filed with the Court.
- C. Unless otherwise indicated herein, capitalized terms are defined in the Purchase Agreement.

NOW THEREFORE, THE MONITOR CERTIFIES that:

1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Shares payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions as set out in Article 5 of the Purchase Agreement have been satisfied or waived by the Fund and the Purchaser, and
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at [● a.m./p.m.] on [●], 2014.

**FTI Consulting, Inc., in its capacity as
Monitor**

Per: _____

Name:

Title:

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.
C-36, AS AMENDED AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE
OR ARRANGEMENT WITH RESPECT TO GROWTHWORKS CANADIAN FUND LTD.

Court File No. CV-13-10279-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding Commenced at Toronto

MONITOR'S CERTIFICATE

McCARTHY TÉTRAULT LLP
Suite 5300, Toronto Dominion Bank
Tower
Toronto ON M5K 1E6

Sharon Kour LSUC#: 58328D
Tel: (416) 601-8305
Fax: (416) 868-0673
skour@mccarthy.ca

Kevin P. McElcheran Professional
Corporation

Kevin McElcheran LSUC#: 22119H
Tel: (416) 855-0444
kevin@mcelcheranadr.com

Lawyers for GrowthWorks Canadian Fund
Ltd.

13430748

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.
C-36, AS AMENDED AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE
OR ARRANGEMENT WITH RESPECT TO GROWTHWORKS CANADIAN FUND LTD.

Court File No. CV-13-10279-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding Commenced at Toronto

APPROVAL AND VESTING ORDER

McCARTHY TÉTRAULT LLP
Suite 5300, Toronto Dominion Bank
Tower
Toronto ON M5K 1E6

Sharon Kour LSUC#: 58328D
Tel: (416) 601-8305
Fax: (416) 868-0673
skour@mccarthy.ca

Kevin P. McElcheran Professional
Corporation

Kevin McElcheran LSUC#: 22119H
Tel: (416) 855-0444
kevin@mcelcheranadr.com

Lawyers for GrowthWorks Canadian Fund
Ltd.

13430748