



No. S-246877
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

NATIONAL BANK OF CANADA

PETITIONER

AND

MANNA INDUSTRIAL FUND (VALUE-ADD) LIMITED PARTNERSHIP, MANNA
INDUSTRIAL FUND (VALUE-ADD) GP CORP, 1578199 B.C. LTD., GENESIS
MANNA HOLDINGS LTD. AND ALLION HOLDINGS LTD.

RESPONDENTS

ORDER MADE AFTER APPLICATION
(Discharge and Distribution Order)

BEFORE) THE HONOURABLE MADAM JUSTICE FITZPATRICK) March 10, 2026
))

ON THE APPLICATION of FTI Consulting Canada Inc. (“**FTI**”) in its capacity as Court-appointed Receiver (the “**Receiver**”) of Manna Industrial Fund (Value-Add) Limited Partnership, Manna Industrial Fund (Value-Add) GP Corp, Genesis Manna Holdings Ltd. (“**Genesis**”), and Allion Holdings Ltd. (“**Allion**”), coming on for hearing at Vancouver, British Columbia, on the 10th day of March, 2026; AND ON HEARING Peter Rubin and Myim Bakan Kline, counsel for the Receiver, and those other counsel listed on **Schedule “A”** hereto; AND UPON READING the material filed, the First Report of the Receiver dated December 2, 2025 (the “**First Report**”), and the Second Report of the Receiver dated March 3, 2026 (the “**Second Report**”, and together with the First Report, the “**Receiver’s Reports**”),

THIS COURT ORDERS AND DECLARES that:

1. Capitalized terms not defined herein shall have the meaning as defined in the Receivership Order dated May 8, 2025 (the “**Receivership Order**”) or the Approval and Reverse Vesting Order dated December 10, 2025 (the “**Reverse Vesting Order**”).

DISCHARGE

2. Upon payment of the distribution authorized in paragraph 6 hereof, the Receiver shall be discharged as Receiver of, and all of the present and after-acquired personal property of, Genesis and Allion pursuant to the Receivership Order.

3. Notwithstanding paragraph 2 above, the Receiver shall remain Receiver over Genesis and Allion (to the extent appointed Receiver under the Receivership Order) for the performance of such incidental duties as may be required to complete the administration of the receivership herein. 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.

4. FTI is hereby released and discharged from any and all liability that FTI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of FTI while acting in its capacity as Receiver over Genesis and Allion (to the extent appointed Receiver under the Receivership Order). Without limiting the generality of the foregoing, the Receiver is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save for and except in the event of any gross negligence or willful misconduct of FTI in its capacity as Receiver over Genesis and Allion.

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 and regulations thereto, any other applicable enactment or any other Order of this Court.

DISTRIBUTION

6. The Receiver is hereby authorized to distribute the net proceeds of sale received by the Receiver from the Transaction as follows:

- (a) first, to National Bank of Canada ("**NBC**") on account of the secured debt owing to NBC; and
- (b) second, to Institutional Mortgage Capital Canada Inc. ("**IMC**") on account of the secured debt owing to IMC.

7. In making the distributions authorized by paragraph 6 of this Order, the Receiver shall be authorized to holdback: (i) any funds deemed necessary or advisable by the Receiver with respect to payment of its fees and those of its legal counsel, and (ii) the Transaction Holdback Funds (as defined in the Second Report) (collectively, the "**Holdback Funds**"), and shall be authorized to distribute such Holdback Funds to NBC or IMC at such time and in such amount as the Receiver deems appropriate.

8. Notwithstanding;

- (a) the pendency of these proceedings;
- (b) any assignment in bankruptcy or any petition for a bankruptcy order now or hereafter issued pursuant to the BIA and any order issued pursuant to any such petition; or

(c) any provisions of any federal or provincial legislation;

any payments, distributions and disbursements contemplated by this Order shall be made free and clear of any Claims and Encumbrances, shall be binding on any trustee in bankruptcy that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Receiver and any party receiving payments, distributions, and disbursements pursuant to this Order, and shall not constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. In addition to the rights and protections afforded to the Receiver under the Receivership Order and the Reverse Vesting Order, the Receiver shall not be liable for any act or omission on the part of the Receiver pertaining to the distribution of any funds under this Order, save and except for any claim or liability arising out of any gross negligence or willful misconduct on the part of the Receiver. Nothing in this Order shall derogate from the protections afforded to the Receiver under the Receivership Order, the Reverse Vesting Order, or any other federal or provincial applicable law.

10. Any payments, distributions, and disbursements made by the Receiver under this Order shall not constitute a "distribution" for the purposes of section 159 of the *Income Tax Act*, as amended, or section 270 of the *Excise Tax Act*, or any other similar federal or provincial legislation (collectively, the "Tax Statutes"). The Receiver in making any such payments, distributions, or disbursements is not "distributing", nor shall be considered to "distribute" nor have "distributed", such funds for the purpose of the Tax Statutes, and the Receiver shall not incur any liability under the Tax Statutes in respect of the making of any payments ordered or permitted under this Order.

11. The Receiver may apply to the Court as necessary to seek further orders and directions with respect to payments and distributions made pursuant to this Order.

ENDORSEMENT

12. Endorsement of this Order by counsel appearing on this application, other than counsel for the Receiver, is hereby dispensed with.

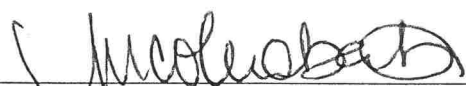
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Peter Rubin
Counsel for FTI Consulting Canada Inc.



BY THE COURT.


Registrar

Schedule A

Counsel List

Counsel	Party Represented
Bryan Gibbons	Institutional Mortgage Capital Canada
Mihai Tomos	Nouvo King Group LP