

SUPERIOR COURT
(Commercial Division)

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No: 500-11-058645-207

DATE: May 14, 2021

PRESENT: THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C.

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

FLIGHTHUB GROUP INC.

- and -

FLIGHTHUB SERVICE INC.

- and -

SSFP CORP.

- and -

JUSTFLY INC.

- and -

JUSTFLY CORP.

- and -

11644670 CANADA INC.

Debtors/Applicants

- and -

MNP LTD

Monitor

TERMINATION AND DISCHARGE ORDER

ON READING the Debtors/Applicants' (collectively, the "**Applicants**" or the "**Debtors**") *Application for a Termination and Discharge Order* (the "**Application**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended; the "**CCAA**") and the affidavit of Christopher Cave filed in support thereof, relying upon the submissions of counsel and the testimony of the Monitor's representative and being advised that the interested parties, including secured creditors, were given prior notice of the presentation of the Application;

GIVEN the order rendered by this Court in the present matter on May 8, 2020, which was amended and restated on May 19, 2020 (the "**Initial Order**");

GIVEN the Claims Procedure Order issued by this Court on June 19, 2021;

GIVEN the Meeting Procedure Order issued by this Court on March 9, 2021;

GIVEN the Sanction Order issued by this Court on April 6, 2021;

GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:

[1] **GRANTS** the Application.

SERVICE

[2] **DECLARES** that the notices given for the presentation of the Application are proper and sufficient.

DEFINITIONS

[3] **ORDERS** that any capitalized terms not otherwise defined in this Order shall have the meaning ascribed thereto in the Applicants' *Amended Plan of Arrangement and Compromise* dated March 10, 2021, or in the Initial Order, as the case may be.

B. TERMINATION OF CCAA PROCEEDINGS

[4] **ORDERS** that upon service by the Monitor, MNP Ltd. (the "**Monitor**" or "**MNP**"), of an executed certificate substantially in the form attached as **Schedule "A"** hereto (the "**Monitor's Certificate**") on the Service List, these CCAA proceedings shall be

terminated without any other act or formality (the "**CCAA Termination Date**"), save and except as provided in this Order, and provided that nothing herein shall impact the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any Person in accordance with such Orders.

- [5] **ORDERS** that the CCAA Charges shall be terminated, released and discharged at the CCAA Termination Date without any other act or formality.

C. MONITOR

- [6] **ORDERS** that all Monitor's reports filed with this Honourable Court (the "**Monitor's Reports**") be and are hereby approved, that all actions and conduct of the Monitor in connection with these CCAA proceedings, including the actions and conduct of the Monitor disclosed in the Monitor's Reports, are hereby approved, ratified and sanctioned.

- [7] **DECLARES** that MNP has duly and properly discharged, performed and satisfied all of its obligations, liabilities, responsibilities and duties in its capacity as Monitor pursuant to the Initial Order and all other Orders issued by this Court in these CCAA Proceedings.

- [8] **APPROVES** all conduct of the Monitor in relation to the Debtors and bars all claims, actions, assessments, penalties or suits against the Monitor arising from or relating to the present CCAA proceedings, save and except any liability or obligation arising from a breach of its duties to act honestly and in good faith.

- [9] **DECLARES** that the protections afforded to MNP as Monitor and as officer of this Court pursuant to the terms of the Initial Order and the other Orders made in these CCAA proceedings shall not expire or terminate on the CCAA Termination Date and, subject to the terms hereof, shall remain effective and in full force and effect.

- [10] **DISPENSES** the Monitor from filing any further reports, including those required by section 23(1) d) ii) of the CCAA.

- [11] **ORDERS** that effective on the fifth (5) business day from the CCAA Termination Date, MNP shall be and is hereby discharged, released and relieved from any further obligations, liabilities, responsibilities and duties in its capacity as Monitor of the Debtors under the Initial Order and all other Orders made in these CCAA Proceedings, including specifically in respect of the distributions made pursuant to the Debtors' Plan, and that MNP shall have no further duties or responsibilities as Monitor from and after the CCAA Termination Date.

- [12] **ORDERS** that MNP is released and discharged from any and all liability that MNP now or may hereafter have by reason of, or in any way arising out of, the acts or omissions

of MNP while acting in its capacity as Monitor of the Debtors, save and except for any gross negligence, willful misconduct or fraud on MNP's part.

- [13] **ORDERS** that, notwithstanding its discharge and the termination of these CCAA proceedings, MNP and its counsel shall continue to have the benefit of the provisions of all Orders made in these CCAA proceedings, including all releases, approvals, and protections in favour of MNP in its capacity as Monitor and its counsel.
- [14] **ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court and on prior written notice to the Monitor.

D. GENERAL PROVISIONS

- [15] **ORDERS** that all orders made in these CCAA proceedings shall continue in full force and effect in accordance with their respective terms, except to the extent that such Orders are varied by, or inconsistent with, this Order or any further Order of this Court.
- [16] **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents.
- [17] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular.
- [18] **ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
- [19] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.
- [20] **REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body in any Province of Canada and any Canadian federal court or in the United States of America and any court or administrative body elsewhere, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor as may be necessary or desirable to give effect to this Order, and to act in aid of and to be complementary to this Court, in carrying out the terms of this Order.
- [21] **ORDERS** the provisional execution of this Order notwithstanding appeal and without security.

THE WHOLE WITHOUT COSTS.

Montréal, May 14, 2021

MICHEL A. PINSONNAULT, J.S.C.
JP1736

Date of the hearing: May 14, 2021

Schedule "A" – Form of Monitor's Certificate

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT
Commercial Division**

No.: 500-11-058645-207

**IN THE MATTER OF THE PLAN OF
ARRANGEMENT AND COMPROMISE OF:**

FLIGHTHUB GROUP INC.

- and -

FLIGHTHUB SERVICE INC.

- and -

SSFP CORP.

- and -

JUSTFLY INC.

- and -

JUSTFLY CORP.

- and -

11644670 CANADA INC.

Debtors

- and -

MNP LTD

Monitor

MONITOR'S CERTIFICATE

This Certificate is issued by the Monitor pursuant to the *Termination and Discharge Order* issued by the Superior Court (Commercial Division) on May 14, 2021 (the "**Discharge Order**"), in accordance with the *Companies' Creditors Arrangement Act*. All capitalized terms used herein shall have the meaning ascribed to them in the Plan.

Pursuant to paragraph [4] of the Discharge Order, MNP Ltd., in its capacity as Monitor of the Debtors, issues the present Certificate and certifies that all distributions provided for in the Plan have been completed in accordance with the provisions of the Plan and the Sanction Order.

The present Certificate will be filed with the Court and published on the Monitor's website.

Dated at Montréal, this ____ day of _____, 2021.

MNP Ltd.
Court-appointed Monitor

Pierre Marchand, M.Sc, CMA, CPA, CIRP, LIT
Senior Vice-President