



No. 5210184  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**IN THE MATTER OF BRYN GWYRDD HOLDINGS INC. and  
Mynyddoedd Holdings Inc.**

PETITIONERS

**ORDER MADE AFTER APPLICATION**

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BEFORE	)
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~~THE HONOURABLE JUSTICE~~  
 MATTHEW CAMERON

MARCH 4, 2021.

ON THE THIS PETITION OF THE Petitioners Bryn Gwyrrd Holdings Inc. and Mynyddoedd Holdings Inc. dated January 6, 2021 coming on for hearing at Vancouver, British Columbia on March 4, 2021 and on hearing Rebecca M. Morse, counsel for the Petitioners, Lance Williams for the Liquidator and no one else appearing, and upon reading the material filed herein:

THIS COURT ORDERS that:

1. The Petitioners be liquidated pursuant to s. 324 of the *Business Corporations Act*, SBC 2002, c. 57 (the "BCA") and dissolved;
2. MNP Ltd. be and is hereby appointed as the liquidator of the Petitioners (the "Liquidator");

3. The Liquidator shall have all of the powers and authorities as provided under the BCA and such powers shall include (but not necessarily be limited to) the following:

- (a) to take possession of and exercise control over the Petitioners' assets, property and undertakings, including the Petitioners' bank accounts (the "**Property**") and any and all receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve and protect the Property, or any part or parts thereof;
- (c) to enter into any agreements, incur any obligations in the ordinary course, or cease to perform any contracts;
- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Liquidator's powers and duties, including, without limitation, those conferred by this Order;
- (e) to receive and collect all monies and accounts now owed or hereafter owing to the Petitioners and to exercise all remedies of the Petitioners in collecting these amounts;
- (f) to, in the Liquidator's own discretion, realize the assets of the Petitioners and distribute those assets among the Petitioners' creditors and then to John Milsom and David Standish as Receivers of Dr Gerald Martin Smith;
- (g) to determine, approve the payment of, or compromise any or all of the Petitioners' liabilities, and to determine the adequacy of the Property for discharging such liabilities;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Liquidator's name or in the name and on behalf of the Petitioners, for any purpose pursuant to this Order or the relevant statutory authority of the Liquidator;

- (i) to report to, meet with and discuss with such affected persons as the Liquidator considers appropriate on all matters relating to the Property and the Petitioners' business, and to share information, subject to confidentiality terms as the Liquidator considers appropriate; and
- (j) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations,

and in each case where the Liquidator takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other persons, including the Petitioners, and without interference from any other person.

4. No proceeding or enforcement process in any court or tribunal shall be commenced or continued against the Liquidator except with the written consent of the Liquidator or with leave of this Court.
5. The Liquidator shall incur no liability or obligation as a result of its appointment or by carrying out the provisions of this Order, save and except:
  - (a) For any harm caused by any gross negligence or wilful misconduct on its part; or
  - (b) in respect of obligations imposed specifically on liquidators by applicable legislation.

#### **LIQUIDATOR'S ACCOUNTS**

6. The Liquidator shall be paid its fees and disbursements pursuant to its standard hourly rates as set out in the engagement agreement between the Liquidator and the Petitioners (the "**Engagement Agreement**").
7. The Liquidator and its legal counsel, if any, are granted a charge (the "**Liquidator's Charge**") on the Property as security for the payment of their fees and disbursements in accordance with the Engagement Agreement, whether incurred before or after the making of this Order. The Liquidator's Charge shall form a first charge on



the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person.

8. Unless the Petitioners' otherwise consent, the Liquidator and its legal counsel shall pass their accounts from time to time, and for this purpose, the accounts of the Liquidator and its legal counsel are referred to a judge of the Supreme Court of British Columbia and may be heard on a summary basis.

9. Prior to the passing of its accounts, the Liquidator shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements (in accordance with the Engagement Letter) and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

10. Nothing in this Order shall prevent the Liquidator from acting as a receiver or licensed insolvency trustee of the Petitioners or their respective estates.

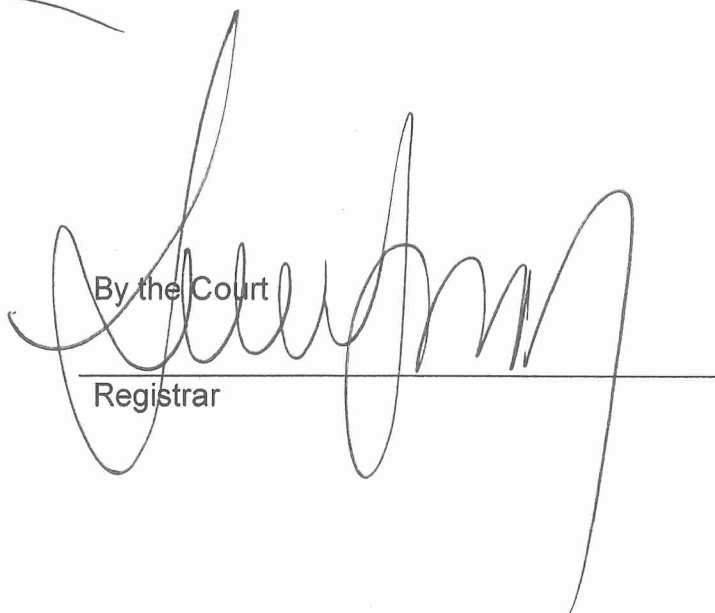
11. The Liquidator remains at liberty to apply for orders or directions in the course of the liquidation and dissolution of the Petitioners.

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



Signature

Lawyer for the Petitioners  
**Rebecca M. Morse**



By the Court  
Registrar

PEL  
Form  
Checked  
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