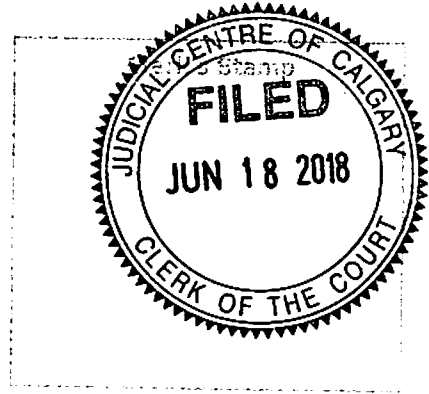


COURT FILE NO. 1801-02453  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY



PLAINTIFF ROYAL BANK OF CANADA  
DEFENDANTS WESTRIDGE ELECTRIC LTD., GAP ELECTRIC LTD. AND 1880489 ALBERTA LTD.  
DOCUMENT ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
McLENNAN ROSS LLP  
#600 McLennan Ross Building  
12220 Stony Plain Road  
Edmonton, AB T5N 3Y4

Lawyer: Stephen J. Livingstone  
Telephone: (780) 482-9242  
Fax: (780) 482-9101  
Email: slivingstone@mross.com  
File No.: 180905

I hereby certify this to be a true copy of the original Order  
Dated this 18 day of June 2018  
[Signature]  
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: June 15, 2018

LOCATION OF HEARING OR TRIAL: Edmonton, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: HONOURABLE JUSTICE J.J. GILL

UPON THE APPLICATION OF MNP LTD., in its capacity as court appointed Receiver and Manger of the Defendant companies (the "Receiver") FOR AN ORDER approving the sale and transaction contemplated in the Receiver's Report and in the Application filed herein; AND UPON HAVING READ the Application and the First Report of the Receiver and the Pleadings and Proceedings in this Action, all filed, AND UPON HEARING the submission of Counsel for the Receiver; AND UPON HEARING submissions from Counsel for the Receiver and counsel for other interested parties;

IT IS HEREBY ORDERED THAT:

**Service**

- 1. The time for service of Notice of this Application is abridged to the time actually given and service of the Application and supporting material as described in the service Affidavit is hereby declared to be good and sufficient and this Hearing is properly returnable before the Court today and further service thereof is hereby dispensed with.

**Approval of the Transaction**

- 2. The purchase of the Westridge Electric Ltd. ("WESTRIDGE") and 1880489 Alberta Ltd. ("188") assets by GAP Electric Ltd. ("GAP"), or nominee, in the amount of \$200,000 is hereby approved.

3. The stay implemented by the May 17, 2018 Order in the within Action as against GAP is partially lifted to allow the Bank of Nova Scotia or other lenders to register security against the assets of GAP and for GAP to take whatever steps are necessary to conclude the transactions contemplated and set out in this Order.
4. Upon delivery of the payment of \$200,000 to MNP Ltd. by GAP, all of WESTRIDGE's and 188's right, title and interest in and to all of their assets vest absolutely in GAP, free and clear of and from any and all security interest (whether contractual, statutory, registered or otherwise), hypothecs, caveats, interests, mortgages, trusts or deemed trusts (whether contractual, statutory, registered or otherwise), liens, encumbrances, executions, levies, charges or other financial or monetary claims, assignments, actions, taxes, judgments, writs of execution, options, agreements, disputes, debts, debentures, easements, covenants, encumbrances or other rights, limitations or restrictions of any nature whatsoever, including without limitation, any rights or interests of any creditors of WESTRIDGE or 188, whether or not they have attached or deemed perfected, registered or filed and whether secured, unsecured, registered or otherwise and whether by payment, set off or otherwise, whether liquidated, unliquidated or contingent (collectively, "Claims") including, without limiting the generality of the foregoing:
  - (a) any encumbrances or charges created by the initial Order granted in these proceedings dated May 17, 2018;
  - (b) all charges, security interest or claims evidenced by registrations pursuant to the Personal Property Security Act (Alberta), (the "PPSA") or any other personal property registry system;

and for greater certainty this Court orders that all of the encumbrancers affecting or relating to the WESTRIDGE and 188 assets and all charges, security interest or claims evidenced by registrations pursuant to the PPSA are hereby expunged, removed and otherwise unconditionally discharged and terminated as against the assets of WESTRIDGE and 188.

5. The Receiver is hereby authorized and directed to take all necessary steps and execute any and all documents to effect any and all discharges and the Registrars and other persons in control or otherwise supervise such offices of registration or recording shall forthwith remove and discharge all such registrations.
6. For further certainty, upon delivery of \$200,000 to the Receiver and upon filing of a Certified copy of this Order, together with any applicable registration fees, the appropriate government authorities are hereby directed to register such transfers, interest, authorization, discharges as maybe required to convey clear title to the referenced assets to GAP (or it's nominee).
7. Upon receipt of the \$200,000 the Receiver shall hold back \$65,000 for its anticipated fees, including legal fees and disbursements and pay the balance to the secured creditor of WESTRIDGE, Royal Bank of Canada.
8. GAP (or its nominee) shall, by virtue of the completion of this transaction, have no liability of any kind whatsoever in respect of any claims against WESTRIDGE and 188.
9. Upon completion of the sale referenced herein, all persons or entities having any claims of any kind whatsoever in respect of the assets sold shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, stay, interest, royalty, rental, equity of redemption or claim in respect of or to the referenced assets.

10. Subsequent to the purchase of the WESTRIDGE and 188 assets as referenced herein, GAP is authorized to pay the balance of the Royal Bank of Canada indebtedness, as set out in the Receiver's Report.
11. Upon the Receiver being satisfied that the Royal Bank of Canada and all claims in priority to the Royal Bank of Canada have been paid in full, the Receiver shall file an Affidavit to that effect and immediately thereafter, without further Order of this Court, shall be discharged as Receiver and Manager of GAP and the stay imposed by the May 17, 2018 Order in the within Action as it relates to GAP shall be permanently lifted.
12. It is further ordered that, should there be priority claims discovered that would have ranked in priority to the Royal Bank of Canada pertaining to WESTRIDGE or 188, that GAP will be responsible and liable for any such claims and will indemnify the Receiver for any such claims.

#### **Approval of Receiver's Actions**

13. The Actions taken by the Receiver, as reported in the First Report of the Receiver, are hereby approved and ratified.

#### **Miscellaneous Matters**

14. The Receiver, GAP (or its nominee), or any other interested party shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the sale as contemplated.
15. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories to act in aid of and complementary to this court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such Order and to provide such assistance to the Receiver, as an Officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
16. Service of this Order shall be deemed good and sufficient by serving the same on:
  - (a) the parties listed in the Service List created in these proceedings; and
  - (b) service on any other persons is hereby dispensed with.

  
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JUSTICE OF THE COURT OF QUEEN'S BENCH OF  
ALBERTA