

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

THE HONOURABLE) MONDAY, THE 18TH
)
JUSTICE CONWAY) DAY OF OCTOBER, 2021

B E T W E E N:

SMARTPAY INC.

Applicant

- and -

CUREXE INC.

Respondent

IN THE MATTER OF PART XVIII OF THE *CANADA BUSINESS CORPORATIONS ACT*, RSC 1985, C C-44

DISCHARGE ORDER

THIS MOTION made by MNP Ltd. (“**MNP**”) in its capacity as the Court-appointed liquidator (the “**Liquidator**”) of Curexe Inc. (“**Curexe**” or the “**Company**”) was heard this day at was heard this day via video conference.

ON READING the Liquidator’s First Report dated 8 October 2021 (the “**Report**”), and the Affidavits of Caryl Newbery-Mitchell sworn 8 October 2021 and Kelby Carter sworn 5 October 2021 (the “**Fee Affidavits**”), on hearing the submissions of counsel for the Liquidator, no one else appearing although served, and on finding that Curexe is not a bankrupt and, as a result of the compromise to be effected by the paragraph 5 of this Order, is not an insolvent person as that term is defined in the *Bankruptcy and Insolvency Act*, RSC, c B-3;

1. **THIS COURT ORDERS** that the activities and actions of the Liquidator as set out in the Report be and are hereby approved.

2. **THIS COURT ORDERS** that the final fees and disbursements of the Liquidator and its counsel as set out in the Report and the Fee Affidavits be and are hereby approved.
3. **THIS COURT ORDERS** that the Liquidators final statement of receipts and disbursements in the form attached as Appendix N to the Report be and is hereby approved.
4. **THIS COURT ORDERS** that the time for SmartPay Inc. (“**SmartPay**”) to dispute the Liquidator’s determination of its claim against Curexe be and is hereby abridged such that SmartPay’s claim against the Company is as set forth in the Report.
5. **THIS COURT ORDERS** that, after payment of the approved fees and disbursements of the Liquidator and its counsel, the Liquidator shall pay the monies remaining in its hands *pro rata* to the creditors of Curexe as set out in the Report and Appendix M to the Report in full and final satisfaction of the obligations owing by Curexe to its creditors such that all of the obligations of Curexe will be compromised and satisfied on payment of the amounts set out in Appendix M to the Report.
6. **THIS COURT ORDERS** that, pursuant to paragraph 223(5)(a) of the *Canada Business Corporations Act*, RSC 1985, C C-44 (the “**CBCA**”) the Director appointed under section 260 of the CBCA (the “**Director**”) shall issue a Certificate of Dissolution in respect of Curexe.
7. **THIS COURT ORDERS AND DIRECTS** that, pursuant to paragraph 223(5)(b) of the CBCA, the directors of Curexe shall retain custody of the Company’s books and records for a minimum period of seven (7) years from the date of Curexe’s dissolution.
8. **THIS COURT ORDERS** that the Liquidator shall send a certified copy of this Order to the Director.
9. **THIS COURT ORDERS** that upon the filing of a Certificate substantially in the form attached as Schedule A confirming that it has performed all of the functions required of it as the Liquidator of Curexe, the Receiver shall be discharged as the Liquidator, provided however that notwithstanding its discharge: (a) the Liquidator shall remain the liquidator of Curexe for the performance of such incidental duties as may be required to complete the administration of the

winding-up of Curexe; and (b) the Liquidator shall continue to have the benefit of the provisions of the Liquidation Order dated 2 November 2020.

A handwritten signature in blue ink, reading "Conway J.", is positioned above a solid horizontal line. The signature is written in a cursive style with a prominent initial 'C'.

SCHEDULE A

Court File No.: CV-20-00650219-00CL

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CERTIFICATE

MNP LTD. in its capacity as the Court-appointed liquidator (the “**Liquidator**”) of Curexe Inc. (“**Curexe**”) certifies that it has performed all of the functions required of it as the Liquidator of Curexe.

DATED at Toronto this ____ day of _____ 2021

**MNP LTD. in its capacity as the Court-
appointed liquidator of Curexe Inc.**

B E T W E E N:

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Applicant

- and -

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(PROCEEDING COMMENCED AT TORONTO)

DISCHARGE ORDER

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