

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE )  
JUSTICE GIBSON ) WEDNESDAY, THE 25<sup>TH</sup> DAY  
) OF MAY, 2022

BETWEEN:

**WEIWEI GAO**

Applicants

– and –

**WG VINEYARD NIAGARA INC. and WG DOMAINE NIAGARA INC.**

Respondents

**ORDER**

**THIS MOTION**, made by MNP Ltd. in its capacity as the Court-appointed liquidator (the “**Liquidator**”) of the undertaking, property and assets of WG Vineyard Niagara Inc. (“**WG Vineyard**”) and WG Domaine Niagara Inc. (“**WG Domaine**” and together with WG Vineyard, the “**Companies**” or the “**Respondents**”) for an order, *inter alia*, approving the Liquidator’s activities, fees and disbursements was heard this day at 85 Frederick Street, Kitchener, Ontario via videoconference..

**ON READING** the Notice of Motion of the Liquidator, the Third Report of the Liquidator dated April 12, 2022 (the “**Third Report**”), including the Affidavit of Sheldon Title, sworn February 1, 2022 and Joel Turgeon, sworn March 25, 2022 (collectively, the “**Fee Affidavits**” and on hearing the submissions of counsel for the Liquidator and those other persons appearing on the counsel slip:



### **APPROVAL OF LIQUIDATOR'S REPORTS, ACTIVITIES AND FEES**

1. **THIS COURT ORDERS** that the Third Report and the activities described in be and are hereby approved.
2. **THIS COURT ORDERS** that the professional fees and disbursements of the Liquidator in the amount of \$37,675.73 as set out in the Fee Affidavits be and are hereby approved.
3. **THIS COURT ORDERS** that the professional fees and disbursements of Goldman Sloan Nash & Haber LLP, legal counsel of the Liquidator, in the amount of \$17,779.24 as set out in the Fee Affidavits be and are hereby approved.

### **DISTRIBUTION**

4. **THIS COURT ORDERS** that the Liquidator be and hereby is authorized to distribute \$353,355 to Sunnyways Investment Inc. ("**Sunnyways**") as payment of all remaining amounts owing by the Companies to Sunnyways.
5. **THIS COURT ORDERS** that the Liquidator shall not distribute further funds to creditors or stakeholders without either further court order or the consent of the shareholders of the Respondents.

### **ADVICE AND DIRECTION RE: SHAREHOLDER LOANS CLAIM**

6. **THIS COURT ORDERS** that:
  - a) the Applicant provide within 30 days of the date of the Order such further support for its claim for amounts owing by the Companies (the "**Shareholder Loans Claim**"), and that thereafter the Applicant be forever barred from submitting any further evidence or support for the Shareholder Loans Claim;
  - b) following the 30 day period referred to in paragraph (a), above, the Liquidator shall then review the Shareholder Loans Claim, including information already provided by the Applicant and any further information provided pursuant to paragraph (a), above, and shall provide its observations and recommendations as to the extent to which the Shareholder Loans Claim is valid; and

- c) the Liquidator may then either (i) recommend based on the information in its possession a proposed distribution of the net assets of the Companies to the Applicant and to the estate of Zhendong Wang as the shareholders of the Companies after payment of all amounts owing to creditors other than the shareholders, or (ii) seek a further order permitting the Liquidator to pay the funds representing those net assets into Court

**GENERAL**

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or any other jurisdiction, to give effect to this Order and to assist the Applicant, the Liquidator and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Applicant and the Liquidator and their respective agents in carrying out the terms of this Order.

  
**Justice M.R. Gibson**

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**WEIWEI GAO**  
Applicant

- and -

**WG VINEYARD NIAGARA INC. et al**  
Respondents

**Court File No. C-100/18**

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

Proceedings commenced at Kitchener

**ORDER**

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Lawyers for MNP Ltd. in its capacity as the court appointed liquidator of WG Vineyard Niagara Inc. and WG Domaine Niagara Inc.