



one appearing for any other person on the Service List, although properly served as appears from the affidavit of service of Ariyana Botejue, sworn May 29, 2019, filed,

**Approval of the Transaction**

1. **THIS COURT ORDERS AND DECLARES** that the entering into the Transaction by the Company is hereby approved, and the execution of the Sale Agreement by the Company is hereby authorized and approved, with such minor amendments as the Company (with the consent of the Trustee) and the Purchaser may agree to in writing. The Company is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Trustee's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "Trustee's Certificate"), all of the Company's right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Order of the Honourable Justice Penny dated March 28, 2019;

- (b) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and
- (c) those Claims listed on Schedule "C" hereto

(all of which are collectively referred to as the "Encumbrances", which term shall not include the Permitted Encumbrances listed on Schedule "D") and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Company's right, title and interest in and to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the applicable land registry office of a certified copy of this Order in the manner prescribed by the applicable land registry office, the applicable land registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule "B" hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule "C" hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Trustee's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Trustee to file with the Court a copy of the Trustee's Certificate, forthwith after delivery thereof.

#### **GENERAL PROVISIONS**

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Company;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Trustee and their 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 Trustee, as an officer of this

Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.

  
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**Schedule A – Form of Trustee’s Certificate**

Court File No. 32-2480036  
Estate File No. 32-2480036

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

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,  
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

**TRUSTEE’S CERTIFICATE**

**RECITALS**

A. Pursuant to the Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* filed by FT EnE Canada Inc. (the “**Company**”) on February 27, 2019, MNP Ltd. was named as the Company’s proposal trustee (in such capacity, the “**Trustee**”).

B. Pursuant to an Order of the Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (the “**Court**”) dated March 28, 2019, the Court approved a sale and investment solicitation process with respect to the assets and business of the Company.

B. Pursuant to an Order of the Honourable Mr. Justice Penny dated June 7, 2019, the Court approved the agreement of purchase and sale made as of May 15, 2019 (the “**Sale Agreement**”) between the Company and Edwards Protech Ltd. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the Company’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Company and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Trustee.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

**THE TRUSTEE CERTIFIES** the following:

1. The Purchaser has paid and the Company has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtor and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Trustee.
4. This Certificate was delivered by the Trustee at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**MNP Ltd., in its capacity as proposal trustee  
for the Debtor, and not in its personal  
capacity**

Per: \_\_\_\_\_

Name:

Title:

**Schedule B – Purchased Assets**

PIN 32221-0243(LT):

PART OF LOT 18 CON 1 (GEOGRAPHIC TOWNSHIP OF BRANTFORD) AS IN A177918;  
N OF PART 3, 2R-3243; S OF PART 1, 2R-3554; E OF PART 1, 2R-3383 & PART 1, 2R-  
5309; W OF SHARP RD. EXCEPT PART 1 ON 2R-6087; COUNTY OF BRANT.



**Schedule C – Claims to be deleted and expunged from title to the Real Property**

1. Instrument No. BC269209 registered January 1, 2015, being a Charge/Mortgage granted by FT ENE Canada Inc. to and in favour of Royal Bank of Canada.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants  
relating to the Real Property**

**(unaffected by Approval and Vesting Order)**

**General Encumbrances:**

1. Any and all reservations, limitations, provisions and conditions expressed in the original grant from the Crown, as amended by statute, including, without limitation, the reservation of any mines and minerals in favour of the Crown and all unregistered rights, interests and privileges in favour of the Crown or pursuant to applicable statute or regulation.
2. Any and all subdivision agreements, site plan control agreements, development agreements, heritage easements and agreements relating thereto, servicing agreements, utility agreements, airport zoning regulations and other similar agreements relating to or affecting the development or use of the Real Property.
3. Any and all restrictive covenants, development restrictions and other similar land use control agreements affecting the Real Property.
4. Any and all registered and unregistered licenses, easements, rights-of-way, watercourses and rights and any and all cost sharing agreements and other agreements relating thereto including, without limitation, any and all registered and unregistered licenses, easements and rights-of-way for access and for the installation, use, operation, maintenance, repair and replacement of storm water sewers, sanitary sewers, water mains, drains, water courses, gas lines and hydro-electric lines, poles, wires and cables and all equipment and appurtenances thereto and any and all cost sharing agreements and other agreements relating thereto or any right of re-entry reserved by a predecessor in title.
5. Any and all liens for realty taxes, local improvement charges, assessments or governmental charges or levies that have accrued but are not yet due and owing
6. Any and all liens for charges for electricity, power, gas, water and other services and utilities in connection with the Real Property that have accrued but are not yet due and owing.
7. Any and all undetermined, inchoate or statutory liens or charges including, without limitation, the liens of workers, suppliers of materials, contractors, subcontractors, architects and vendors of moveable property incidental to any current operations on the Real Property which have not been filed or registered pursuant to any legal requirement or which relate to obligations not yet due or owing.
8. Any and all statutory liens, charges, adverse claims, prior claims, security interests, deemed trusts or other encumbrances of any nature whatsoever which are not registered on the title to the Real Property that are claimed or held by Her Majesty the Queen in

Right of Canada, Her Majesty the Queen in Right of the Province of Ontario or by any other governmental authority under or pursuant to any applicable laws.

9. Any and all title defects, irregularities, servitudes, rights, claims or other discrepancies in title or possession relating to the Real Property.
10. Any and all encroachments of buildings or structures situate on the Real Property onto adjoining lands and any and all encroachments of buildings and structures situate on adjoining lands onto the Real Property.
11. Any and all reference plans or plans registered pursuant to the *Boundaries Act* (Ontario).
12. The exceptions and qualifications contained in Section 44(1) of the *Land Titles Act* (Ontario).

Specific Encumbrances:

1. Instrument No. BC100197 registered December 12, 2006, being Notice of a Development Agreement dated October 17, 2006 between The Corporation of the County of Brant and Sharp Road Development Ltd.

**IN THE BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

**MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.**

**Commercial List Court File No. 32-2480036**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**APPROVAL AND VESTING ORDER**

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