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| COURT FILE NUMBER | 2001-00610 |
| COURT | COURT OF QUEEN'S BENCH OF ALBERTA |
| JUDICIAL CENTRE | CALGARY |
| PLAINTIFF | MCAP FINANCIAL CORPORATION |
| DEFENDANT | 1759255 ALBERTA LTD. |
| DOCUMENT | ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER |
| ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT | Field LLP 400, 444 – 7 Avenue SW Calgary AB T2P 0X8 Lawyer: Trevor Batty Phone Number: (403) 260-8537 Fax Number: (403) 264-7084 Email Address: tbatty@fieldlaw.com File No. 50432-56 |

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| DATE ON WHICH ORDER WAS PRONOUNCED: | November 18, 2020 |
| NAME OF JUSTICE WHO MADE THIS ORDER: | Madam Justice C. Dario |
| LOCATION OF HEARING: | Calgary, Alberta |

ORDER

UPON THE APPLICATION of MNP Ltd. in its capacity as the Court-appointed receiver (the "**Receiver**") of certain assets of 1759255 Alberta Ltd. ("**1759255**" or the "**Debtor**") for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver AND UPON having read the Receiver's Second Report, dated November 9, 2020 (the "**Receiver's Second Report**"); AND UPON hearing counsel for the Receiver, and counsel for any other interested parties; AND UPON being satisfied that it is appropriate to do so, IT IS ORDERED THAT:

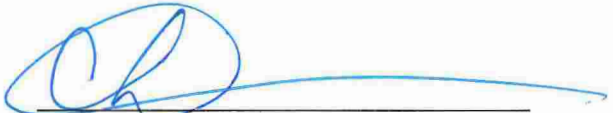
1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given;

2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Field LLP, for their fees and disbursements, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver is authorized and directed to pay any and all accounts of the Receiver and its legal counsel up to and subsequent to the date of this Order respecting accrued or accruing fees and disbursements, provided that such fees do not exceed the amounts, and estimated future amounts, set out in Schedule 3 to the Receiver's Second Report.
5. The Receiver's activities as set out in the Receiver's Second Report, and in the First Report of the Receiver, dated August 10, 2020, and the Statement of Receipts and Disbursements as attached to the Receiver's Second Report, are hereby ratified and approved.
6. The Receiver is authorized and directed to make the distributions set out in the Receiver's Second Report.
7. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
8. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
9. Upon the Receiver filing with the Clerk of the Court a Receiver's Certificate, substantially in the form attached to this Order as Schedule "A", confirming that:
 - (a) All matters set out in paragraph 5 of this Order have been completed; and

- (b) All other administrative matters set out in the Receiver's Second Report have been completed;

then the Receiver shall be discharged as Receiver of the Debtor, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

10. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
11. Service of this Order on any party not attending this application is hereby dispensed with.



J.C.Q.B.A.

SCHEDULE "A"

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| JUDICIAL CENTRE | CALGARY |
| PLAINTIFF | MCAP FINANCIAL CORPORATION |
| DEFENDANT | 1759255 ALBERTA LTD. |
| DOCUMENT | RECEIVER'S DISCHARGE CERTIFICATE |

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| ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT | Field LLP 400, 444 – 7 Avenue SW Calgary AB T2P 0X8 Lawyer: Trevor Batty Phone Number: (403) 260-8537 Fax Number: (403) 264-7084 Email Address: tbatty@fieldlaw.com File No. 50432-56 |
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THE RECEIVER CERTIFIES the following for the purposes of the Order made on the 18th day of November, 2020 in the above proceedings (the "**Receivership Proceedings**");

- a) All funds have been distributed in accordance with the Receiver's Second Report as approved by this Honourable Court; and
- b) All other material administrative matters have been attended to by the Receiver.

The undersigned is now discharged and the Receivership Proceedings are terminated.

Dated at Calgary, Alberta the _____ day of _____, 2020.

**MNP Ltd., in its capacity as Receiver of
the undertakings, property and assets
of 1759255 Alberta Ltd., and not in its
personal capacity.**

Per; _____
Name:
Title: