

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

THE HONOURABLE) TUESDAY, THE 4th
)
JUSTICE OSBORNE) DAY OF JULY, 2023
)

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF PLANET ENERGY (ONTARIO) CORP.**

**AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF PLANET ENERGY (B.C.) CORP.**

**ORDER
(Consultant Protections)**

THIS MOTION, made by KSV Restructuring Inc., in its capacity as the interim receiver (in such capacity, the “**Interim Receiver**”), without security, of all of the assets, undertakings and properties (the “**Property**”) of Planet Energy (Ontario) Corp. (“**PEONT**”) and Planet Energy (B.C.) Corp. (together, “**Planet Energy**”), for an Order or Orders, *inter alia*, approving the engagement of Thomas L. Ulry (“**Mr. Ulry**”) as a consultant to the Interim Receiver (in such capacity, the “**Consultant**”) pursuant to a Consulting Agreement dated June 20, 2023 (the “**Consulting Agreement**”) attached as **Appendix “A”** to the Supplemental Report, and providing Mr. Ulry with certain Court ordered protections in his role as Consultant, was heard this day by videoconference.

ON READING the First Report of the Interim Receiver dated June 27, 2023 and the appendices thereto (“**First Report**”), the Supplemental First Report of the Interim Receiver, dated June 29, 2023, and appendices thereto (the “**Supplemental Report**”) and the Second Report of Richter Inc., in its capacity as proposal trustee (the “**Proposal Trustee**”) of Planet Energy, and the appendices thereto, and on hearing the submissions of counsel for the Interim Receiver, counsel

for the Proposal Trustee and those other parties listed on the counsel slip, no one else appearing for any other person although duly served as appears from the Affidavit of Service of Danny Nunes sworn June 30, 2023, filed.

1. **THIS COURT ORDERS** that the time for service of the Amended Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today, and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Order of this Court appointing the Interim Receiver dated June 8, 2023 (the “**IR Order**”).
3. **THIS COURT ORDERS** that the Consulting Agreement is hereby approved, and the Interim Receiver is hereby authorized and directed to enter into and carry out the terms of the Consulting Agreement.
4. **THIS COURT ORDERS** that for the purposes of carrying out the functions and duties set out in the Consulting Agreement, the Consultant (i) shall have full and complete access to the Records of Planet Energy, and (ii) is hereby authorized to meet with any employee, director, representative or agent of Planet Energy. The employees and representatives and agents of Planet Energy are hereby directed to fully cooperate with the Consultant in connection with the functions and duties of the Consultant set out in the Consulting Agreement.
5. **THIS COURT ORDERS** that the Consultant shall not take possession of the Property and shall not, by fulfilling his obligations under the Consulting Agreement, be deemed to have taken or maintained possession or control of the Property, or any part thereof.
6. **THIS COURT ORDERS** that nothing in this Order shall be construed as resulting in the Consultant being an employer, successor employer, a responsible person, operator or any person with apparent authority within the meaning of any statute, regulation or rule of law, or equity for any purpose whatsoever.

7. **THIS COURT ORDERS** that the Consultant shall not incur any liability as a result of the fulfilment of the Consultant's duties, save and except for any liability or obligation incurred as a result of gross negligence or wilful misconduct on his part.
 8. **THIS COURT ORDERS** that if , but for the provisions of this Order, the Consultant would have any liability with respect to any losses, claims, damages or liabilities to his Majesty the King in right of the Province of Ontario or would have incurred an obligation under any enactment of Ontario or Canada such liability or obligation shall be deemed to be a liability or obligation of Planet Energy.
 9. **THIS COURT ORDERS** that the Consultant shall have all the protections available to the Interim Receiver pursuant to the IR Order, and, until further order of this Court, no action or other proceeding shall be commenced directly, or by way of counterclaim, third party claim or otherwise, against or in respect of the Consultant or his conduct pursuant to the Consulting Agreement, and all rights and remedies of any person against or in respect of the Consultant are hereby stayed and suspended, except with leave of this Court, any such application seeking leave of this Court shall be served upon the Consultant, and the Interim Receiver at least seven (7) days prior to the return date of any such application for leave.
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PROCEEDINGS COMMENCED AT TORONTO

ORDER

(Consultant Protections)

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Receiver