

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE *Madam*) FRIDAY, THE 15TH
JUSTICE *Swinton*) DAY OF APRIL, 2016
)



IN THE MATTER OF THE RECEIVERSHIP OF
ELEMENTA GROUP INC.

APPROVAL AND VESTING ORDER

THIS MOTION, made by Richter Advisory Group Inc. ("Richter") in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Elementa Group Inc. ("Elementa") approving the designation of the agreement of purchase and sale between the Receiver and Bradam Canada Inc. (the "Purchaser") dated February 12 2016 appended to the Third Report of the Receiver dated April 8, 2016 (the "Report"), (the "Sale Agreement") as a Winning Bid pursuant to the order of Madam Justice Conway made February 19, 2016 (the "Sale Process Order"), and vesting Elementa's and its affiliates' right, title and interest in and to the assets described in the Sale Agreement as designated by the Purchaser (the "Purchased Assets") in the Purchaser, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Receiver, counsel for Bennett Jones LLP, counsel for the Independent Electricity System Operator, no one appearing for any other person on the service list, although properly served as appears from the

affidavit of Sanja Sopic sworn April 8, 2016 filed, and upon being advised that the Purchaser has designated Bradam Group LLC to be the beneficiary of the vesting ("BradamCo");

1. THIS COURT ORDERS that the time for service and filing of the Receiver's Notice of Motion and the Motion Record is hereby abridged and service thereof is hereby validated so that this motion is properly returnable today and further service thereof is hereby dispensed with.

2. THIS COURT ORDERS that the Sale Agreement and its designation as the Winning Bid pursuant to the terms of the Sale Process Order be and are hereby approved and the Receiver is hereby authorised and directed to execute such documents, transfers and conveyances necessary to complete the transactions contemplated in the Sale Agreement and to properly convey the Purchased Assets to BradamCo in accordance with the Sale Agreement, including the transfer and conveyance of such units and shares in Elementa Holdings Ltd ("EHL"), Elementa Algoma Inc. ("EAI") and Elementa Algoma LP ("LP") as designated by the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "Receiver's Certificate"), all of Elementa's and LP's, EHL's and EAI's right, title and interest, respectively in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in BradamCo, 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 contractual rights, licences or similar contractual entitlements of any nature or kind (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Hainey dated December 21, 2015; and, (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) on Schedule B hereto or any other personal property registry system; (collectively referred to as the "Encumbrances"), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

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 Receiver'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 Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to BradamCo all human resources and payroll information in the Company's records pertaining to Elementa's past and current employees. The Purchaser and BradamCo shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by Elementa.

7. 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 Elementa and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Elementa;

the vesting of the Purchased Assets in BradamCo pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Elementa and shall not be void or voidable by creditors of Elementa, 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.

8. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

9. THIS COURT ORDERS that, notwithstanding the provisions of Section 171(3) of the *Business Corporations Act* (Ontario) (the "OBCA"), the Receiver be and is hereby authorized and directed to complete, execute and file articles of amendment for and on behalf of Elementa and any officer and director of Elementa (such articles of amendment to be deemed to have been signed by a director or an officer of Elementa and executed in accordance with the OBCA when so signed by the Receiver as directed by this Court) for the sole purpose of changing the corporate name of Elementa to a corporate name that does not include the word "Elementa" (and such amendment shall be deemed to have been duly authorized by Section 168 and 170 of the OBCA (as applicable) without shareholder or director resolution approving such amendment being required) and this Court hereby directs the Director (as defined in the OBCA) to endorse thereon a certificate of amendment upon being in receipt from the Receiver of two duplicate originals of such articles of amendment together with the prescribed fees and any other required documents under the OBCA (which the Receiver be and is hereby also authorized and directed to complete, execute and file for and on behalf of Elementa and any officer and director of Elementa if and as required) except for any such documents as have been dispensed or otherwise dealt with pursuant to the deeming provisions contained herein.

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

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 15 2016



Schedule A – Form of Receiver’s Certificate

Court File No. CV-15-11198-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE RECEIVERSHIP OF
ELEMENTA GROUP INC.**

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Hainey of the Ontario Superior Court of Justice (the "Court") made December 21, 2015, Richter Advisory Group Inc. was appointed as the receiver (the "Receiver") of the undertaking, property and assets of Elementa Group Inc. ("Elementa").

B. Pursuant to an Order of the Court dated April 15, 2016, the Court approved the designation of the agreement of purchase and sale made as of February 12, 2016 (the "Sale Agreement") between the Receiver and Bradam Canada Inc. (the "Purchaser") as the Winning Bid and provided for the vesting in the Purchaser of Elementa’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 Receiver to the Purchaser of a certificate confirming (i) the payment of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Receiver 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 section 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at Toronto on April _____, 2016.

**RICHTER ADVISORY GROUP INC., in its
capacity as Receiver of the undertaking,
property and assets of Elementa Group Inc.,
and not in its personal capacity**

Per: _____
Name:
Title:

Schedule B – PPSA Registrations



Search Results
ID=3388353

CORPORATE SERVICES LTD.

Current: 14/04/2016 08:05:57
Submitted: 14/04/2016 08:02:29
Completed 14/04/2016 08:05:08

Your Ref No. ESCWEB3388353

PSSME01 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 ENQUIRY REQUEST 08:08:04

FILE CURRENCY 13APR 2016
CHANGE ACCOUNT (Y/N) : N ACCOUNT NUMBER : 009313 0001 ACCOUNT CODE : ESCVFDE

SEARCH TYPE (BD,IN,IS,MV) : BD
SEARCH CRITERIA : ELEMENTA GROUP INC.

SUB-SEARCH

RETRIEVE REGISTRATIONS RECORDED SINCE (DDMMYYYY) :
RESPONSE TYPE (V,P) : V RESPONSE LANGUAGE (E,F) : E PICK-UP CODE :
RESPONSE MAILING ADDRESS
NAME :
ADDRESS :
CITY : PROV :
POSTAL CODE :
PRINT RESPONSE LOCALLY (Y/N) : N

PSSME19 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 RESPONSE SUMMARY/HIGH VOLUME 08:08:05
ACCOUNT : 009313-0001
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

RESPONSE CONTAINS : APPROXIMATELY 5 FAMILIES 8 PAGES

- FOR VERBAL RESPONSE, ENTER "V" IN RESPONSE TYPE.
- TO REQUEST A PRINT-OUT, ENTER "P" IN RESPONSE TYPE AND FILL IN THE MISSING INFORMATION.
- TO TERMINATE THE ENQUIRY, ENTER "CANCEL" IN THE NAME LINE.

RESPONSE TYPE : V RESPONSE LANGUAGE (E,F) : E PICK-UP CODE : _____

RESPONSE MAILING ADDRESS

NAME : _____

ADDRESS : _____

CITY : _____ PROV : _____

POSTAL CODE : _____

PRINT RESPONSE LOCALLY (Y/N) : N

PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:06
ACCOUNT : 009313-0001 FAMILY : 1 OF 5 ENQUIRY PAGE : 1 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 696812553 EXPIRY DATE : 05JUN 2019 STATUS :
01 CAUTION FILING : PAGE : 001 OF 002 MV SCHEDULE ATTACHED :
REG NUM : 20140605 0927 1862 3349 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: ELEMENTA GROUP INC.

OCN :
04 ADDRESS : 509 GLENDALE AVE. EAST SUITE 302
CITY : NIAGARA-ON-THE-LAKE PROV: ON POSTAL CODE: L0S 1J0
05 IND DOB : IND NAME:
06 BUS NAME:

OCN :
07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
BENNETT JONES LLP

09 ADDRESS : 3400 ONE FIRST CANADIAN PLACE, P.O. BOX
CITY : TORONTO PROV: ON POSTAL CODE: M5X 1A4
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
10 X X X X X
YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT: BENNETT JONES LLP (SG/DS)
17 ADDRESS : 3400 1 FIRST CANADIAN PLACE P.O. BOX 130
CITY : TORONTO PROV: ONT POSTAL CODE: M5X 1A4

PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:09
ACCOUNT : 009313-0001 FAMILY : 1 OF 5 ENQUIRY PAGE : 2 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 696812553 EXPIRY DATE : 05JUN 2019 STATUS :
01 CAUTION FILING : PAGE : 002 OF 002 MV SCHEDULE ATTACHED :
REG NUM : 20140605 0927 1862 3349 REG TYP: REG PERIOD:

02 IND DOB : IND NAME:
03 BUS NAME:

OCN :

04 ADDRESS :
CITY : PROV: POSTAL CODE:

05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :

09 ADDRESS : 130
CITY : PROV: POSTAL CODE:
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE

10 YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT:
17 ADDRESS :
CITY : PROV: POSTAL CODE:

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PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:11
ACCOUNT : 009313-0001 FAMILY : 2 OF 5 ENQUIRY PAGE : 3 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 698096322 EXPIRY DATE : 17JUL 2019 STATUS :
01 CAUTION FILING : PAGE : 001 OF 001 MV SCHEDULE ATTACHED :
REG NUM : 20140717 1127 1031 4420 REG TYP: P PPSA REG PERIOD: 05
02 IND DOB : IND NAME:
03 BUS NAME: ELEMENTA GROUP INC.

OCN :
04 ADDRESS : 509 GLENDALE AVE UNIT 302
CITY : NIAGARA ON THE LAKE PROV: ON POSTAL CODE: L0S 1J0
05 IND DOB : IND NAME:
06 BUS NAME:

OCN :
07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
HER MAJESTY IN RIGHT OF ONTARIO REPRESENTED BY THE MINISTER OF FINANCE

09 ADDRESS : 400-130 DUFFERIN AVENUE,
CITY : LONDON PROV: ON POSTAL CODE: N6A 6G8

CONS.	GOODS	INVTRY.	EQUIP	ACCTS	OTHER	INCL	AMOUNT	DATE OF	OR NO	FIXED
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YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION
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16 AGENT: MINISTRY OF FINANCE, AM & COLLECTIONS BRANCH, EHT BN#899366603 248/746
17 ADDRESS : 400-130 DUFFERIN AVENUE,
CITY : LONDON PROV: ON POSTAL CODE: N6A 6G8

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PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:14
ACCOUNT : 009313-0001 FAMILY : 3 OF 5 ENQUIRY PAGE : 4 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 700609284 EXPIRY DATE : 10OCT 2019 STATUS :
01 CAUTION FILING : PAGE : 001 OF 3 MV SCHEDULE ATTACHED :
REG NUM : 20141010 1024 1590 1821 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: ELEMENTA GROUP INC.

OCN : 002021929

04 ADDRESS : 509 GLENDALE EAST
CITY : NIAGARA-ON-THE-LAKE PROV: ON POSTAL CODE: L0S 1J0
05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
2124732 ONTARIO INC.

09 ADDRESS : 37 PINE RIDGE AVENUE
CITY : WOODBRIDGE PROV: ON POSTAL CODE: L4L 2H8
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
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YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION
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16 AGENT: LOOPSTRA NIXON LLP / REXLAW
17 ADDRESS : 600 - 135 QUEENS PLATE DRIVE
CITY : ETOBICOKE PROV: ON POSTAL CODE: M9W 6V7

PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:16
ACCOUNT : 009313-0001 FAMILY : 3 OF 5 ENQUIRY PAGE : 5 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 700609284 EXPIRY DATE : 10OCT 2019 STATUS :
01 CAUTION FILING : PAGE : 002 OF 3 MV SCHEDULE ATTACHED :
REG NUM : 20141010 1024 1590 1821 REG TYP: REG PERIOD:

02 IND DOB : IND NAME:
03 BUS NAME:

OCN :

04 ADDRESS :
CITY : PROV: POSTAL CODE:

05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
GARY BLOKHUIS

09 ADDRESS : 37 PINE RIDGE AVENUE
CITY : WOODBRIDGE PROV: ON POSTAL CODE: L4L 2H8
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE

10 YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT:

17 ADDRESS :
CITY : PROV: POSTAL CODE:

PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:18
ACCOUNT : 009313-0001 FAMILY : 3 OF 5 ENQUIRY PAGE : 6 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 700609284 EXPIRY DATE : 10OCT 2019 STATUS :
01 CAUTION FILING : PAGE : 003 OF 3 MV SCHEDULE ATTACHED :
REG NUM : 20141010 1024 1590 1821 REG TYP: REG PERIOD:

02 IND DOB : IND NAME:
03 BUS NAME:

OCN :

04 ADDRESS :
CITY : PROV: POSTAL CODE:
05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
GARY BLOKHUIS D.B.A BLOKHUIS HOLDINGS

09 ADDRESS : 37 PINE RIDGE AVENUE
CITY : WOODBRIDGE PROV: ON POSTAL CODE: L4L 2H8
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE

10 YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT:
17 ADDRESS :
CITY : PROV: POSTAL CODE:

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PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:21
ACCOUNT : 009313-0001 FAMILY : 4 OF 5 ENQUIRY PAGE : 7 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 702487854 EXPIRY DATE : 19DEC 2019 STATUS :
01 CAUTION FILING : PAGE : 001 OF 1 MV SCHEDULE ATTACHED :
REG NUM : 20141219 1427 6083 0289 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: ELEMENTA GROUP INC.

OCN : 2021929

04 ADDRESS : 509 GLENDALE AVENUE
CITY : NIAGARA ON THE LAKE PROV: ON POSTAL CODE: L0S 1J0
05 IND DOB : IND NAME:
06 BUS NAME: ENQUEST POWER CORPORATION

OCN : 2021929

07 ADDRESS : 509 GLENDALE AVENUE
CITY : NIAGARA ON THE LAKE PROV: ON POSTAL CODE: L0S 1J0

08 SECURED PARTY/LIEN CLAIMANT :
SHARON D'AMICO

09 ADDRESS : 7 PICKWICK PLACE
CITY : FONTHILL PROV: ON POSTAL CODE: L0S 1E0
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
10 X 50000 18DEC2019
11 YEAR MAKE MODEL V.I.N.

12 GENERAL COLLATERAL DESCRIPTION

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16 AGENT: ESC CORPORATE SERVICES LTD.

17 ADDRESS : 445 KING STREET WEST, 4TH FL
CITY : TORONTO PROV: ON POSTAL CODE: M5V 1K4

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PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 04/14/2016
TIP73511 DISPLAY 1C REGISTRATION - SCREEN 1 08:08:23
ACCOUNT : 009313-0001 FAMILY : 5 OF 5 ENQUIRY PAGE : 8 OF 8
FILE CURRENCY : 13APR 2016
SEARCH : BD : ELEMENTA GROUP INC.

00 FILE NUMBER : 702487881 EXPIRY DATE : 19DEC 2019 STATUS :
01 CAUTION FILING : PAGE : 001 OF 1 MV SCHEDULE ATTACHED :
REG NUM : 20141219 1429 6083 0290 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: ELEMENTA GROUP INC.

OCN : 2021929

04 ADDRESS : 509 GLENDALE AVENUE
CITY : NIAGARA ON THE LAKE PROV: ON POSTAL CODE: L0S 1J0
05 IND DOB : IND NAME:
06 BUS NAME: ENQUEST POWER CORPORATION

OCN : 2021929

07 ADDRESS : 509 GLENDALE AVENUE
CITY : NIAGARA ON THE LAKE PROV: ON POSTAL CODE: L0S 1J0

08 SECURED PARTY/LIEN CLAIMANT :
DAVID D'AMICO

09 ADDRESS : 7 PICKWICK PLACE
CITY : FONTHILL PROV: ON POSTAL CODE: L0S 1E0
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
10 X 50000 18DEC2019
YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT: ESC CORPORATE SERVICES LTD.

17 ADDRESS : 445 KING STREET WEST, 4TH FL
CITY : TORONTO PROV: ON POSTAL CODE: M5V 1K4

LAST SCREEN

PSSME01
TIP73511

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY REQUEST

04/14/2016
08:08:26

FILE CURRENCY 13APR 2016
CHANGE ACCOUNT (Y/N) : ACCOUNT NUMBER : 009313 0001 ACCOUNT CODE : ESCVFDE

SEARCH TYPE (BD,IN,IS,MV) :
SEARCH CRITERIA :

SUB-SEARCH

RETRIEVE REGISTRATIONS RECORDED SINCE (DDMMYYYY) :
RESPONSE TYPE (V,P) : V RESPONSE LANGUAGE (E,F) : E PICK-UP CODE :
RESPONSE MAILING ADDRESS
NAME :
ADDRESS :
CITY : PROV :
POSTAL CODE :
PRINT RESPONSE LOCALLY (Y/N) : N
ENQUIRY FOR "ELEMENTA GROUP INC." ENDED

**IN THE MATTER OF THE RECEIVERSHIP OF
ELEMENTA GROUP INC.**

Commercial List File No. CV-15-11198-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at
Toronto**

APPROVAL AND VESTING ORDER

GOLDMAN SLOAN NASH & HABER LLP
480 University Avenue, Suite 1600
TORONTO, ON M5G 1V2
Fax: 416-597-3370

Mario Forte (LSUC #: 27293F)
Tel: 416-597-6477
Email: forte@gsnh.com

Sanja Sopic (LSUC #: 66487P)
Tel: 416-597-7876
Email: sopic@gsnh.com

Lawyers for Richter Advisory Group Inc., in its capacity as
the Court appointed Receiver of Elementa Group Inc.

IN THE MATTER OF THE RECEIVERSHIP OF
ELEMENTA GROUP INC.

Commercial List File No. CV-15-11198-00CL

April 15, 2016

April 15/16

I am satisfied that the bidding process has been respected, and that approval should be given for the sale of the assets, as offered. No one opposes, the secured creditor Bennett Jones agrees with the sale.

Order to go in form of draft signed.

K. Smith J.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at
Toronto

MOTION RECORD OF THE RECEIVER
(Approval and Vesting Order)
Friday, April 15, 2016

GOLDMAN SLOAN NASH & HABER LLP

480 University Avenue, Suite 1600

TORONTO, ON M5G 1V2

Fax: 416-597-3370

Mario Forte (LSUC #: 27293F)

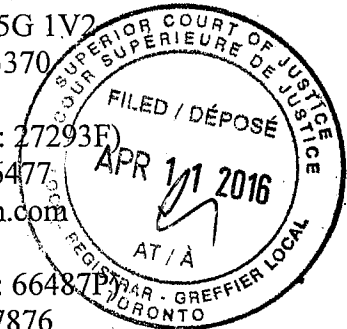
Tel: 416-597-6477

Email: forte@gsnh.com

Sanja Sopic (LSUC #: 66487P)

Tel: 416-597-7876

Email: sopic@gsnh.com



Lawyers for Richter Advisory Group Inc., in its capacity as
the Court appointed Receiver of Elementa Group Inc.