

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE Madam )  
JUSTICE Swinton )

TUESDAY, THE 7<sup>TH</sup>  
DAY OF JUNE, 2016



BETWEEN:

BENNETT JONTES LLP

Applicant

- and -

ELEMENTA GROUP INC.

Respondent

IN THE MATTER OF THE RECEIVERSHIP OF  
ELEMENTA GROUP INC.

**ORDER**  
**(For Distribution, Discharge and Ancillary Relief)**

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 (the "Property") of Elementa Group Inc. ("Elementa") for an order:

1. approving the First, Second, Third, Fourth and Fifth Reports of the Receiver (the "Reports") and the activities of Richter and the Receiver set out therein;

2. approving the fees and disbursements of Richter and the Receiver and its counsel and authorizing the Receiver to pay the Accrued Obligations and Remaining Fees and Disbursements (collectively, the “Outstanding Disbursements”), as defined in the Fifth Report of the Receiver (the “Fifth Report”), from the available cash on hand remaining with the Receiver and any subsequent cash receipts;
3. authorizing and directing the Receiver to make an interim distribution to Bennett Jones LLP (“Bennett Jones”) in respect of its secured claim against the Property in the amount of approximately \$850,000;
4. authorizing the Receiver to make subsequent distributions to Bennett Jones as it in its sole discretion considers appropriate, subject to retaining sufficient disbursements to satisfy the Outstanding Disbursements and complete the administration of the receivership proceedings;
5. authorizing and directing the Receiver to assign its interest in and to the Promissory Note, as defined in the Fifth Report, to Bennett Jones in respect of its secured claim against the Property;
6. should Bennett Jones’ motion to authorize the Receiver to make an assignment in bankruptcy for and on behalf of Elementa naming Richter as trustee of Elementa’s bankrupt estate (the “Trustee”) be granted, authorizing the Receiver to transfer to the Trustee the amount of \$25,000 plus HST for Elementa’s bankruptcy estate (the “Administration Deposit”), to provide the necessary funding for the respective professional and other costs incurred by the Trustee in its administration of Elementa’s bankruptcy proceedings and directing the Trustee to pay any surplus amounts to Bennett Jones;
7. discharging Richter as Receiver of the undertaking, property and assets of Elementa; and
8. releasing the Receiver from any and all liability, as set out in paragraph 9 of this Order,

was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report, the affidavits of the Receiver and its counsel as to fees (the "Fee Affidavits"), the affidavit of Eden M. Oliver sworn May 20, 2016, and on hearing the submissions of counsel for the Receiver and counsel for Bennett Jones, no one else appearing although served as evidenced by the Affidavit of Sanja Sopic sworn May 31, 2016, filed;

1. THIS COURT ORDERS that the activities of Richter and the Receiver, as set out in the Reports, are hereby approved.

2. THIS COURT ORDERS that the fees and disbursements of Richter and the Receiver and its counsel, as set out in the Fifth Report and the Fee Affidavits, are hereby approved.

3. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, and the Accrued Obligations and Remaining Fees and Disbursements, as defined in the Fifth Report, and subject to the Receiver maintaining a holdback to satisfy the Outstanding Disbursements and complete the administration of the receivership proceedings, as described in the Fifth Report (the "Holdback"), the Receiver shall pay the sum of \$850,000 to Bennett Jones, Elementa's senior ranking secured creditor, in partial satisfaction of its secured claim against the Property.

4. THIS COURT ORDERS that the Receiver is authorized, without further order of this Court, to make subsequent distributions to Bennett Jones as it in its sole discretion considers appropriate, subject to retaining the Holdback.

5. THIS COURT ORDERS that the Receiver is hereby authorized and directed to assign its interest in and to the Promissory Note, as defined in the Fifth Report, to Bennett Jones in respect of its secured claim against the Property and Bennett Jones shall be entitled to rely on the court ordered Charge securing the Promissory Note including the right to enforce such security.

6. THIS COURT ORDERS that the Receiver is hereby authorized and directed to transfer to the Trustee the Administration Deposit to provide the necessary funding for the respective professional and other costs incurred by the Trustee in its administration of Elementa's bankruptcy proceedings and authorizes and directs the Trustee to pay any surplus amounts to Bennett Jones.

7. THIS COURT ORDERS that upon payment of the amounts set out in Paragraphs 3, 4 and 6 hereof and upon the Receiver filing a certificate in the form set out as Schedule "A" hereto certifying that it has completed the other activities described in the Fifth Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of Elementa, 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 Richter in its capacity as Receiver.

8. THIS COURT ORDERS AND DECLARES that Richter is hereby released and discharged from any and all liability that Richter now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Richter while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Richter is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

A handwritten signature in blue ink, appearing to be "K. Smith", written over a horizontal line.

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

JUN 07 2016

PER / PAR: A handwritten signature in blue ink, appearing to be "A", written over the text "PER / PAR:".

**Schedule A**

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**BETWEEN:**

**BENNETT JONTES LLP**

**Applicant**

**- and -**

**ELEMENTA GROUP INC.**

**Respondent**

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

**DISCHARGE CERTIFICATE**

**RECITALS**

The undersigned, Richter Advisory Group Inc., in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Elementa Group Inc. ("Elementa"), hereby certifies, for the purposes of the Order of Justice dated the 7<sup>th</sup> day of June, 2016 (the "Order"), that:

1. The distribution of funds as contemplated in Paragraph 4, 3 and 6 of the Order has been completed.

2. The administration of the receivership of the assets, property and undertaking of Elementa and remaining receivership activities as described in the Fifth Report of the Receiver dated May 31, 2016 have been completed.

3. The payment of fees and disbursements of the Receiver and of its legal counsel as approved by the Order has been completed.

DATED at Toronto, Ontario this \_\_\_\_ day of \_\_\_\_\_, 2016.

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

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

Name:

Title:

**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**

**ORDER  
(Distribution, Discharge and Ancillary Relief)**

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