

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

NO.: 500-11-047518-143

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL
OF:

NOVEKO INTERNATIONAL INC.

Debtor/Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Trustee

MOTION TO EXTEND THE DELAY TO MAKE A PROPOSAL
(Section 50.4(9) *Bankruptcy and Insolvency Act*, Canada)

IN SUPPORT OF THE PRESENT MOTION, DEBTOR/PETITIONER SUBMITS AS
FOLLOWS:

1. On October 7, 2014, the Debtor, Noveko International Inc. (the "Debtor"), filed a Notice of Intention to Make a Proposal (the "NOI") under the relevant provisions of the *Bankruptcy and Insolvency Act*, Canada (the "BIA") naming Richter Advisory Group Inc. ("Richter" or the "Trustee") as trustee thereto, the whole as appears of record herein.
2. The Debtor, in conjunction with its subsidiaries (collectively, the "Noveko Group"), specializes in the air filtration industry by providing its clientele with innovative and eco-energetic filtration solutions, including the design, development, manufacture and marketing of products incorporating patented air filtration technologies, including air filters, antimicrobial masks and respirators, and other antimicrobial products, including hand sanitizers (the "Business").
3. The Debtor operates the Business from leased premises located at 149 J.A. Bombardier, Boucherville, Québec.
4. By Judgments rendered by this Honourable Court on November 5, 2014, December 17, 2014 and January 30, 2015, the delay under the NOI for the Debtor to make its proposal was ultimately extended until February 27, 2015, the whole as appears of record herein.
5. The Noveko Group presently employs approximately 15 persons and has continued operating the Business throughout the NOI period.

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6. Third Eye Capital Corporation ("TEC"), as secured party and as agent and *fondé de pouvoir*, is the Noveko Group's operating lender and principal secured creditor.
7. In order to ensure that the Noveko Group has sufficient funding to continue its operations during the restructuring process, on October 16, 2014, this Honourable Court issued Interim Financing Orders (the "Initial DIP Orders"), authorizing a \$2,000,000 interim credit facility (the "DIP Facility") secured by a first-ranking charge in favour of TEC (the "DIP Charge"), as appears of record herein.
8. By Judgments rendered by this Honourable Court on January 21, 2015 and January 30, 2015, the maturity date under the DIP Facility and the application of the DIP Charge under the Initial DIP Orders were ultimately extended and continued until February 27, 2015 (together with the Initial DIP Orders, the "DIP Orders"), the whole as appears of record herein.
9. After filing the NOI, in addition to the appointment of Richter as trustee under the NOI, the Debtor mandated Richter to administrate and oversee a solicitation process (the "Solicitation Process") to seek purchasers, strategic partners and/or investors to acquire some or all of the Debtor's assets on a going concern basis or to invest in the Debtor and/or the Subsidiaries.
10. The Solicitation process consisted of the following:
 - a. A virtual data room was created by Richter with the cooperation of the Debtor in order to assist any interested parties in assessing the Business;
 - b. Richter conducted a thorough research exercise in order to identify parties that may have an interest in the Business or the Debtor's assets;
 - c. An initial mailing of a teaser package containing summary information on the Business was sent to the identified parties;
 - d. In order to accelerate the Solicitation Process, Richter contacted various potential investors/purchasers to follow up on their level of interest;
 - e. Conference calls were organized by Richter to allow potential purchasers and management of the Debtor to discuss the business opportunity; and
 - f. Potential purchasers and/or investors that were interested in obtaining the information in the data room executed a confidentiality undertaking and received pre-established terms and conditions governing the sale of the assets or shares of the Debtor.
11. The Solicitation Process is now closed and a potential purchaser has been successfully identified.
12. The Debtor and the Trustee have been continuing their discussions with the proposed purchaser in order to finalize the terms and conditions of the proposed transaction as well as

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negotiating agreements with certain third parties that are essential to the continuity of the Business.

13. Accordingly, the Trustee, the Debtor and the potential purchaser as well as third parties are negotiating the following:
 - a. The transfer of critical intellectual property currently held by one of the Debtor's foreign subsidiaries;
 - b. Significant portions of the Debtor's most valuable inventory is kept at third-party warehouses. As such, the Debtor, the proposed purchaser and the third-parties are negotiating renewal and assignment arrangements in order to allow the proposed purchaser to continue to use such premises;
 - c. The proposed purchaser is negotiating employment contracts with certain of the Debtor's leading managers who will assist the proposed purchaser in running the Business; and
 - d. The Debtor and the proposed purchaser are in advanced negotiations with the Debtor's most important customers in order to affect the assignment of critical contracts.
14. Despite the diligent efforts by the Trustee, the Debtor, its advisors and third parties, the parties have not yet come to a conclusion on certain aspects of the proposed transaction.
15. Once such elements are finalized, the Debtor will be in a position to seek Court approval for the proposed transaction. Thereafter, the Debtor will have to evaluate and arrange for the preparation of a proposal to its creditors.
16. Accordingly, the Debtor requires a further period of time in order to complete its discussions and negotiations detailed above, finalize the terms of the proposed transaction, progress with the sale in an orderly manner, evaluate and formulate a proposal to its creditors and move forward with its restructuring plan.
17. Throughout the Debtor's NOI filing, all post filing obligations have been paid and will continue to be paid.
18. No creditor of the Debtor will be materially prejudiced if the extension requested herein is granted. On the contrary, the failure to grant the requested extension will cause the Debtor's immediate bankruptcy which would result in losing out on the proposed transaction, the cessation of operations, destroy the going-concern value of the Business and, as a consequence, cause significant prejudice to the Debtor's creditors, employees and other stakeholders.
19. The Debtor will be presenting a Motion to Extend the Application of the DIP Orders concurrently herewith.

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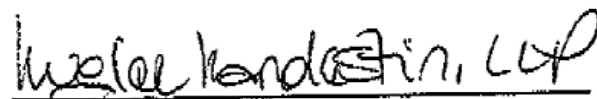
20. The Debtor has acted, is acting and will continue to act in good faith and with due diligence.
21. The Trustee's report on the state of the Debtor's business and financial affairs will be produced in support of the present Motion as Exhibit P-1.
22. The Debtor has served the present Motion on all the parties who have requested service thereof.
23. Given all of the foregoing, the Debtor is entitled to seek the extension of the delay to make its proposal until April 6, 2015.
24. The present Motion is well founded in fact and in law.

WHEREFORE, THE DEBTOR/PETITIONER PRAYS FOR JUDGMENT OF THIS HONOURABLE COURT:

- (A) SHORTENING the delay to serve and present the present Motion;
- (B) GRANTING the present Motion;
- (C) EXTENDING the delay for Debtor/Petitioner Noveko International Inc. to make its proposal until April 6, 2015.

THE WHOLE WITHOUT COSTS.

Montreal, February 24, 2015


KUGLER KANDESTIN, L.L.P.
Attorneys for the Debtor/Petitioner


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Trustee

ATTESTATION OF AUTHENTICITY
(Article 82.1 C.C.P.)

The undersigned, JEREMY CUTTLER, attorney of the Firm Kugler Kandestin, L.L.P., carrying on business at 1 Place Ville Marie, Suite 2101, in the City and District of Montreal, Province of Quebec, under my oath of office, declare that:

1. On February 24, 2015, Kugler Kandestin, L.L.P. received by e-mail the Solemn Declaration of Mr. André Leroux signed on February 24, 2015 and received by Kugler Kandestin, L.L.P. at 11:39 a.m. on February 24, 2015;
2. The copy of the Solemn Declaration attached hereto is a true copy and such Solemn Declaration was received by Kugler Kandestin, L.L.P. as set forth in paragraph 1 above.

AND I HAVE SIGNED

JEREMY CUTTLER

Solemnly declared before me at Montreal
this 24th day of February, 2015.

Commissioner of Oaths for Quebec



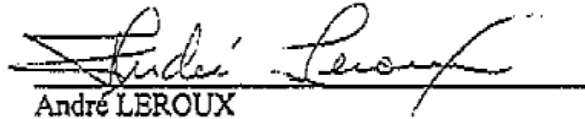
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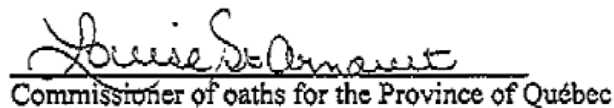
I, the undersigned André LEROUX, businessman, residing and domiciled for the purposes hereof at 149 J.A. Bombardier, unit 2, Boucherville, Quebec, affirm solemnly the following:

1. I am one of the directors of the Debtor, Noveko International Inc.;
2. I have knowledge of all the facts alleged in the annexed "Motion to Extend the Delay to Make a Proposal" and all the facts alleged therein are true.

And I have signed, in Montreal, Quebec


André LEROUX

Solemnly affirmed before me, in Montreal, Quebec
this 24 day of February, 2015.


Commissioner of oaths for the Province of Québec



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Trustee

NOTICE OF PRESENTATION

TO: FISHMAN FLANZ MELAND PAQUIN
1250 René-Lévesque West
Suite 4100
Montreal, QC
Attention: Me Gilles Paquin


Attorneys for Third Eye Capital Corporation

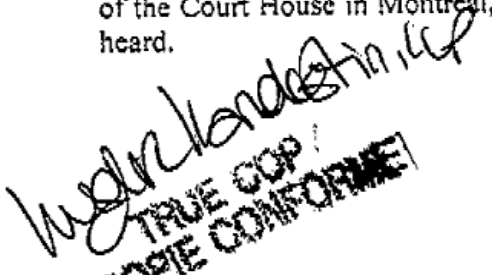
TO: RICHTER ADVISORY GROUP INC.
c/o Mr. Raymond Massi
1981 McGill College
Montreal, QC

TO: THE SUPERINTENDENT OF BANKRUPTCY
Sun Life Building
1155 Metcalfe Street
Suite 950
Montreal, QC

SIRS, take notice that the "Motion to Extend the Delay to Make a Proposal" will be presented for adjudication to a Judge of the Superior Court, Commercial Division, of the Province of Québec, of the District of Montreal, or to the Registrar thereof, on February 26, 2015 at 9:00 a.m. in room 16.10 of the Court House in Montreal, 1 Notre-Dame Street, East, or so soon thereafter as counsel may be heard.

Montreal, February 24, 2015


KUGLER KANDESTIN, L.L.P.
Attorneys for the Debtor/Petitioner


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LIST OF EXHIBITS

EXHIBIT P-1:

Trustee's Report

Montreal, February 24, 2015

Kugler Kandestin, LLP

KUGLER KANDESTIN, L.L.P.

Attorneys for the Debtor/Petitioner

Kugler Kandestin, LLP
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MOTION TO EXTEND THE DELAY TO MAKE A
PROPOSAL
(Section 50.4(9) *Bankruptcy and
Insolvency Act*, Canada)

COPY FOR:

RICHTER ADVISORY GROUP INC.

Attention: Mr. Raymond Massi

Jeremy Cuttler
O/File No.: 5757-1/JC

KUGLER KANDESTIN

AVOCATS • ATTORNEYS

S.E.N.C.R.L. • I.L.P.

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