

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

**IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF SHOP.CA NETWORK INC.,** a  
corporation incorporated pursuant to the laws of the Canada,  
with a head office in the City of Toronto, in the Province of  
Ontario

**UNOFFICIAL TRANSCRIPT OF ENDORSEMENT OF  
THE HONOURABLE MR. JUSTICE PENNY DATED JULY 15, 2016**

July 15, 2016

Motion to approve the sale/ vesting order and activities of proposal trustee.

I am satisfied that the sale has met the procedures contemplated in Sound Air and represents best value available. I am satisfied that the sale should be approved.

Richter's activities and support seem reasonable and are approved.

This court should retain jurisdiction to deal with Richters fees post-bankruptcy.

Order to issue in same form signed by me.

I am also satisfied that the limited sealing order is necessary to secure maximization of the value and that the request falls within the Sierra Club test. Appraisal and bid documentation are therefore sealed until deal closes.

*"Original Signed"*

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The Honourable Mr. Justice Penny