

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

THE HONOURABLE MR.

)

MONDAY, THE 14th

JUSTICE MCEWEN

)

DAY OF MAY, 2018

)

BETWEEN:

**BRIDGING FINANCE INC.,
as agent for SPROTT BRIDGING INCOME FUND LP**



Applicant

- and -

THOMAS CANNING (MAIDSTONE) LIMITED and 692194 ONTARIO LIMITED

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SUBSECTIONS 47(1) AND
243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS
AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43,
AS AMENDED

RECEIVER DISCHARGE 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 the
Respondents, for an order:

- (a) approving the First Report of the Receiver dated September 18, 2017, the Second Report of the Receiver dated September 25, 2017, the Third Report of the Receiver dated October 13, 2017, the Fourth Report of the Receiver dated November 1, 2017, the Fifth Report of the Receiver dated December 21, 2017, and the Sixth Report of the Receiver dated February 27, 2018 (the "**Sixth Report**", and collectively, the "**Reports**"), and the conduct and activities of the Receiver as described therein;
- (b) approving the fees and disbursements of the Receiver and its counsel;
- (c) approving the Statement of Receipts and Disbursements of the Receiver;
- (d) authorizing the Receiver to pay the outstanding fee and disbursements of Richter in its capacity as Court-appointed monitor (the "**Monitor**") of the Respondents and its lawyers;
- (e) discharging Richter Advisory Group Inc. as Receiver of the undertaking, property and assets of the Respondents; and
- (f) releasing Richter Advisory Group Limited from any and all liability, as set out in paragraph 6 of this Order,

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

ON READING the Reports, the affidavit of Michael Kril-Mascarin sworn February 27, 2018 and the affidavit of Clark Lonergan sworn February 22, 2018 (collectively, the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, the Applicant, the Respondents, William Thomas and Robert Thomas, 2581150 Ontario Inc., Santokh Mahal,

Bodkin Leasing Corporation, and such other counsel listed on the Counsel Slip, no one else from the service list appearing although served as evidenced by the Affidavit of Christina Clark sworn March 9, 2018, filed;

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

2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Reports and the Fee Affidavits, are hereby approved. The Receiver is authorized to make payment of such fees and disbursements to the extent that they have otherwise not been paid to date.

3. **THIS COURT ORDERS** that the anticipated further fees and disbursements of the Receiver and its counsel in connection with the completion by the Receiver of its remaining duties and administration of these receivership proceedings, since the dates of the information contained in the Report and the Fee Affidavits, are estimated not to exceed \$75,000 (excluding HST), and are hereby approved. The Receiver and its counsel are not be required to pass their accounts in respect of any further activities in connection with the administration of these receivership proceedings provided the fees and disbursements of the Receiver and its counsel do not exceed the all-inclusive aggregate amount of \$75,000 (excluding HST).

4. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements of the Receiver, appended as Appendix "O" to the Sixth Report, be and is hereby approved.

5. **THIS COURT ORDERS** that the Receiver is authorized pay the fees and disbursements of the Monitor and its lawyers, as approved by the Court pursuant to an order dated as of the date hereof.

6. **THIS COURT ORDERS** that, upon the Receiver filing a certificate certifying that it has completed the administration of the estate, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Respondents, 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 Advisory Group Inc. in its capacity as Receiver. The Receiver, within one (1) business day prior to filing its discharge certificate with the Court, shall pay the monies remaining in its hands to the Applicant.

7. **THIS COURT ORDERS AND DECLARES** that Richter Advisory Group Inc. is hereby released and discharged from any and all liability that Richter Advisory Group Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Richter Advisory Group Inc. 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 Advisory Group Inc. 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.

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

MAY 18 2018

PER / PAR:

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**BRIDGING FINANCE INC.,
as agent for SPROTT BRIDGING INCOME FUND LP**
Applicant

- and -

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692194 ONTARIO LIMITED**
Respondents

Court File No. CV-17-11773-00CL

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

PROCEEDING COMMENCED AT TORONTO

RECEIVER DISCHARGE ORDER

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Court-appointed Receiver**