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Toronto

Court File No.: CV-21-00674449-00CL

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

THE HONOURABLE) MONDAY, THE 9th
)
JUSTICE CONWAY) DAY OF MAY, 2022

IN THE MATTER OF AN APPLICATION UNDER SECTION 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44, AS AMENDED, AND RULES 14.05(2) AND 14.05(3) OF THE *RULES OF CIVIL PROCEDURE*

AND IN THE MATTER OF A PROPOSED ARRANGEMENT OF STONE INVESTMENT GROUP LIMITED, STONE-SIG ACQUISITION LIMITED AND 13613429 CANADA INC., AND INVOLVING THOSE AFFILIATED ENTITIES SET OUT ON SCHEDULE "A" HERETO

Applicants

INTERIM ORDER

THIS MOTION made by Stone Investment Group Limited ("**SIG**"), Stone-SIG Acquisition Limited ("**SSAL**"), and 13613429 Canada Inc. (collectively with SIG and SSAL, the "**Applicants**"), for an interim order for advice and directions pursuant to section 192 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "**CBCA**") was heard this day via videoconference.

ON READING the Notice of Motion, the Notice of Application issued on December 26, 2021, the affidavits of Richard Stone sworn December 26, 2021, May 2, 2022 and May 5, 2022 (the "**May 5 Affidavit**") and the exhibits thereto, including the plan of arrangement (the "**Plan of Arrangement**") substantially in the form attached as Schedule "A" to the Applicants' draft management information circular (the "**Information Circular**"), which is attached as Exhibit "A"

to the May 5 Affidavit, and the affidavit of Joshua Foster sworn May 6, 2022 and the exhibit thereto, and on hearing the submissions of counsel for the Applicants, the Purchaser, and those other parties present, and on being advised that the Director appointed under section 260 of the CBCA (the "**Director**") does not consider it necessary to appear.

Definitions

1. **THIS COURT ORDERS** that capitalized terms used and not specifically defined herein shall have the meanings ascribed to them in the Information Circular or the Plan of Arrangement, as applicable.

Service

2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

The Meeting

3. **THIS COURT ORDERS** that, notwithstanding anything contained in the articles or the by-laws of the Applicants, in light of the COVID-19 pandemic, the Applicants shall be authorized to: (i) hold the Meeting (as defined below) by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting; and (ii) change the location or method of holding the Meeting (including by holding a physical, virtual or hybrid Meeting) through the issuance of a press release containing the updated details of the date, time and place of the Meeting.

4. **THIS COURT ORDERS** that the Applicants are permitted to call, hold and conduct a meeting of the Existing Shareholders as of the Record Date, to be held electronically or telephonically, at 3:00 p.m. (Toronto time) on June 15, 2022 (the "**Meeting**"), in order for the Existing Shareholders to consider and, if determined advisable, pass a resolution authorizing, adopting and approving, with or without variation: (i) the Federal Continuance (the "**Federal Continuance Resolution**"); and (ii) the Arrangement and the Plan of Arrangement (the "**Shareholders' Arrangement Resolution**", and together with the Federal Continuance Resolution, the "**Resolutions**").

5. **THIS COURT ORDERS** that the Meeting shall be called, held and conducted in accordance with (i) the *Business Corporations Act*, R.S.O. 1990, c. B. 16, as amended (the "**OBCA**") as it relates to the Federal Continuance Resolution, (ii) the *Canada Business Corporations Act*, R.S.C. 1985, c.C-44 (the "**CBCA**") as it relates to the balance of the issues on the agenda including the Shareholders' Arrangement Resolution, if the Federal Continuance Resolution is approved, (iii) the by-laws of SIG, (iv) the ruling and directions of the Chair, (v) this Interim Order and (vi) the notice of Meeting which accompanies the Information Circular (the "**Notice of Meeting**"), subject to what may be provided hereafter (including, without limitation, paragraph 9 of this Interim Order) and subject to further order of this Court.

6. **THIS COURT ORDERS** that the record date (the "**Record Date**") for determination of the Existing Shareholders entitled to notice of, and to vote at, the Meeting, shall be 5:00 p.m. (Toronto time) on May 16, 2022.

7. **THIS COURT ORDERS** that the only persons entitled to attend or speak at the Meeting shall be:

- (a) the Existing Shareholders as of the Record Date (subject to paragraph 25 of this Order), or their respective proxyholders, and their respective legal counsel;
- (b) the officers, directors, auditors and advisors of the Applicants;
- (c) the Director; and
- (d) other persons who may receive the permission of the Chair of the Meeting.

8. **THIS COURT ORDERS** that the Applicants may transact such other business at the Meeting as is contemplated in the Information Circular, or as may otherwise be properly brought before the Meeting.

Chair and Quorum

9. **THIS COURT ORDERS** that the Chair of the Meeting shall be determined by the Applicants and that the quorum at the Meeting shall be satisfied if two or more persons entitled to vote at the Meeting are present, virtually or represented by proxy at the outset of the Meeting.

Amendments to the Arrangement and Plan of Arrangement

10. **THIS COURT ORDERS** that the Applicants are authorized to make, subject to the terms of paragraph 11 below and the Plan of Arrangement, and the prior written consent of the Purchaser in accordance with the terms of the Arrangement Agreement, such amendments, modifications and/or supplements to the Arrangement and Plan of Arrangement as they may determine without any additional notice to the Existing Shareholders, or other interested parties entitled to receive

notice under paragraphs 15 to 19 of this Interim Order, and the Arrangement and Plan of Arrangement, as so amended, modified and/or supplemented shall be the Arrangement and Plan of Arrangement to be submitted to the Existing Shareholders at the Meeting and shall be the subject of the Arrangement Resolution. Amendments, modifications and/or supplements to the Arrangement and Plan of Arrangement may be made following the Meeting, but shall be subject to the terms of the Plan of Arrangement and, if appropriate, further direction by this Court at the hearing for the final order approving the Arrangement (the "**Final Order**").

11. **THIS COURT ORDERS** that, if any amendments, modifications and/or supplements to the Arrangement or Plan of Arrangement as referred to in paragraph 10 above, would, if disclosed, reasonably be expected to affect an Existing Shareholder's decision to vote for or against the Resolutions, notice of such amendment, modification and/or supplement shall be distributed prior to the Meeting by press release, newspaper advertisement, prepaid ordinary mail, email or by the method most reasonably practicable in the circumstances, as the Applicants may determine.

Amendments to the Information Circular

12. **THIS COURT ORDERS** that the Applicants are authorized, subject to the prior written consent of the Purchaser in accordance with the terms of the Arrangement Agreement, to make such amendments, revisions and/or supplements to the draft Information Circular as they may determine and the Information Circular, as so amended, revised and/or supplemented, shall be the Information Circular to be distributed in accordance with paragraphs 15 to 19 of this Interim Order.

Adjournments and Postponements

13. **THIS COURT ORDERS** that, subject to the prior written consent of the Purchaser in accordance with the terms of the Arrangement Agreement, the Applicants are authorized, if they deem advisable, to adjourn or postpone the Meeting on one or more occasions, without the necessity of first convening such Meeting or first obtaining any vote of the Existing Shareholders respecting the adjournment or postponement, and notice of any such adjournment or postponement shall be given by such method as the Applicants may determine is appropriate in the circumstances.

14. **THIS COURT ORDERS** that any adjournment or postponement of the Meeting shall not have the effect of modifying the Record Date for persons entitled to receive notice of or vote at the Meeting. At any subsequent reconvening of an adjourned or postponed Meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convened Meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent reconvening of the adjourned or postponed Meeting.

Notice of Meeting and Solicitation Process

15. **THIS COURT ORDERS** that, to effect notice of the Meeting, the Applicants shall send the Information Circular (including the Notice of Meeting, the Notice of Application, the Preliminary Interim Order and this Interim Order), the form of proxy, a letter of transmittal and voting information form ("**VIF**"), which shall provide instructions for how a beneficial Existing Shareholder can instruct its intermediary to vote its Existing Shares at the Meeting, along with such amendments or additional documents as the Applicants may determine are necessary or desirable and not inconsistent with the terms of this Interim Order (collectively, the "**Meeting Package**") to:

- (a) the registered Existing Shareholders at the close of business on the Record Date, at least twenty-one (21) days prior to the date of the Meeting, excluding the date of sending and the date of the Meeting, by one or more of the following methods:
 - i) by pre-paid ordinary or first-class mail to the addresses of the Existing Shareholders as they appear on the books and records of SIG, or its registrar and transfer agent, at the close of business on the Record Date and if no address is shown therein, then the last address of the person known to the Corporate Secretary of SIG;
 - ii) by delivery, in person or by recognized courier service or inter-office mail, to the address specified in (i) above; or

- iii) by email or electronic transmission to any Existing Shareholder, who is identified to the satisfaction of SIG, who requests such transmission in writing;
- (b) the non-registered beneficial Existing Shareholders by providing sufficient copies of the Meeting Package to applicable intermediaries (or their agents) in a timely manner, in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*; and
- (c) the respective directors and auditors of the Applicants, and to the Director, by delivery in person, by recognized courier service, by pre-paid ordinary mail, first-class mail, email or electronic transmission, at least twenty-one (21) days prior to the date of the Meeting;

and for the avoidance of doubt, all Meeting Packages and all other communications or documents to be sent pursuant to this Interim Order shall be distributed by or on behalf of the Applicants.

16. **THIS COURT ORDERS** that, the Applicants are hereby directed to distribute the Meeting Package to the Debentureholders by any method permitted for notice to Existing Shareholders as set forth in paragraph 15, above, concurrently with the distribution described in paragraph 15 of this Interim Order. Distribution to the Debentureholders shall be to their addresses as they appear on the books and records of the Applicants or its registrar and transfer agent at the close of business on the Record Date.

17. **THIS COURT ORDERS** that accidental failure or omission by the Applicants, any applicable proxy mailing service providers, intermediaries, or any other person referenced in this

Interim Order to give notice of the Meeting or to distribute the Meeting Packages to any person entitled by this Interim Order to receive notice of the Meeting or the Meeting Packages, or any failure or omission to give such notice or deliver such package as a result of events beyond the reasonable control of the Applicants, or the non-receipt of such notice or non-delivery of such Meeting Packages shall not constitute a breach of this Interim Order nor shall it invalidate any resolution passed or proceedings taken at the Meeting. If any such failure or omission is brought to the attention of the Applicants, the Applicants shall use their reasonable commercial efforts to rectify it by the method and in the time most reasonably practicable in the circumstances.

18. **THIS COURT ORDERS** that in the event of a postal strike, lockout or event, including events related to or arising as a result of the COVID-19 pandemic, that prevents, delays or otherwise interrupts mailing or delivery of the Meeting Packages pursuant to paragraph 15 of this Interim Order, the issuance of a press release containing the details of the date, time and place of the Meeting, steps that may be taken by Existing Shareholders to deliver and transmit proxies, and that the Information Circular will be provided by email or other electronic means or by courier upon request made by an Existing Shareholder, will be deemed good and sufficient service upon the Existing Shareholders of the Meeting Packages, and shall be deemed to satisfy the requirements of section 135 of the CBCA and sections 96 and 112 of the OBCA.

Electronic Posting

19. **THIS COURT ORDERS** that, as soon as practicable after receipt of the Meeting Packages pursuant to paragraph 15 above, SIG shall post an electronic copy of the Meeting Package on its website, all in accordance with this Interim Order.

Sufficient Notice and Service

20. **THIS COURT ORDERS** that distribution of the Meeting Packages pursuant to paragraphs 15 to 19 of this Interim Order shall constitute notice of the Meeting and the Record Date and good and sufficient service of the within Application upon the persons described in paragraphs 15 to 19 and that those persons are bound by any orders made on the within Application. Further, no other form of service of the Meeting Packages or any portion thereof need be made, or notice given or other material served in respect of these proceedings, the Meeting and/or the Record Date to such persons or to any other persons (whether pursuant to the OBCA, the CBCA or otherwise), except to the extent required by paragraph 11 above.

Amendments to the Meeting Package

21. **THIS COURT ORDERS** that the Applicants are hereby authorized to make such amendments, revisions or supplements to the Meeting Packages as the Applicants may determine are necessary or desirable and not inconsistent with the terms of this Interim Order ("**Additional Information**"), and that, subject to paragraph 11, notice of such Additional Information may be distributed by press release, newspaper advertisement, pre-paid ordinary mail or by such other method most reasonably practicable in the circumstances, as the Applicants may determine.

Voting by Proxy and VIFs

22. **THIS COURT ORDERS** that the Applicants are authorized to use the forms of proxy and voting instructions, include the VIFs, along with, subject to the Arrangement Agreement, such amendments and additional documents as the Applicants may determine are necessary or desirable and not inconsistent with the terms of this Interim Order. The Applicants are authorized, at their expense, to solicit proxies, directly or through their officers, directors or employees, and through any applicable proxy or solicitation service, and such other agents or representatives as the Applicants may retain for that purpose, and by mail or such other forms of personal or electronic communication as they may determine. The Applicants may waive generally, in their discretion, the time limits set out in the Information Circular for the deposit or revocation of proxies and/or the delivery of completed proxies, as applicable, if the Applicants deem it advisable to do so.

23. **THIS COURT ORDERS** that in order to cast a vote at the Meeting, the Existing Shareholders must submit or cause to be submitted to the Applicants' transfer agent prior to 3:00 p.m. (Toronto time) on June 10, 2022, or such later date as may be agreed by the Applicants in the event that the Meeting is postponed or adjourned (the "**Voting Deadline**"), their duly completed proxies or VIF, as applicable, in accordance with the instructions contained therein. The Applicants' transfer Agent shall provide the proxies received from Existing Shareholders together with a summary thereof to the Applicants or the Applicants' proxy agent as soon as practicable following the Voting Deadline.

24. **THIS COURT ORDERS** that, notwithstanding paragraph 23, the Applicants shall have the discretion to accept for voting purposes any duly completed proxy filed at the Meeting prior to the commencement of the Meeting and the Applicants are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any proxy or is completed and executed, or electronically submitted, and may waive strict compliance with the requirements in connection with the requirements in connection with the deadlines imposed in connection therewith.

25. **THIS COURT ORDERS** that any beneficial Existing Shareholder that wishes to attend the Meeting in person (or, in the case of an electronic meeting, vote its Common Shares at the Meeting) or appoint another person as proxy (other than as contemplated by the instructions contained in the proxy) shall be required to contact the Applicants' transfer agent and shall be required to complete separate documentation in accordance with the instructions provided by the Applicants' transfer agent for purposes thereof.

26. **THIS COURT ORDERS** that registered Existing Shareholders shall be entitled to revoke their proxies (i) in respect of the Federal Continuance Resolution, in accordance with sections 110(4) and (4.1) of the OBCA, (ii) in respect of the Shareholders' Arrangement Resolution and the balance of issues on the agenda, in accordance with section 148(4) of the CBCA, or (ii) in any other manner permitted by law.

27. **THIS COURT ORDERS** that paragraphs 22 to 27 hereof, and the instructions contained in the proxies shall govern the submission of proxies.

Voting

28. **THIS COURT ORDERS** that the only persons entitled to vote in person, electronically or by proxy on the Resolutions, or such other business as may be properly brought before the Meeting, shall be those Existing Shareholders as at the close of business on the Record Date. Illegible votes, spoiled votes, defective votes and abstentions shall be deemed to be votes not cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the Resolutions.

29. **THIS COURT ORDERS** that votes shall be taken at the Meeting in respect of the Resolutions and any other items of business affecting the Applicants properly brought before the Meeting on the basis of one vote per Common Share held by the applicable Existing Shareholder as at the Record Date.

30. **THIS COURT ORDERS** that in order for the Plan of Arrangement to be considered to have been approved at the Meeting, subject to further Order of this Court, the Arrangement Resolution must be passed, with or without variation, at the Meeting by an affirmative vote of: (i) at least two-thirds ($66\frac{2}{3}\%$) of the votes cast in respect of the Arrangement Resolution at the Meeting in person or by proxy by the Existing Shareholders; and (ii) a simple majority of the votes cast by Existing Shareholders present or in person or represented by proxy at the Meeting excluding the votes required to be excluded for majority of the minority approval at the Meeting pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The vote set out above shall be sufficient to authorize the Applicants, to do all such acts and things as may be necessary or desirable to give effect to the Arrangement and the Plan of Arrangement on a basis consistent with what is provided for in the Arrangement Agreement, Plan

of Arrangement and Information Circular, as they may be amended, revised and/or supplemented pursuant to the terms of the Arrangement Agreement, Plan of Arrangement and this Interim Order or further Order of the Court, without the necessity of any further approval by the Existing Shareholders (subject to the Plan of Arrangement and this Interim Order), subject only to final approval of the Arrangement by this Court and the satisfaction or waiver of the conditions to the Plan of Arrangement pursuant to its terms.

31. **THIS COURT ORDERS** that in order for the Federal Continuance to be considered to have been approved at the Meeting, subject to further Order of this Court, the Continuance Resolution must be passed, with or without variation, at the Meeting by an affirmative vote of at least two-thirds ($66\frac{2}{3}\%$) of the votes cast in respect of the Continuance Resolution at the Meeting in person or by proxy by the Existing Shareholders.

Dissent Rights

32. **THIS COURT ORDERS** that each Existing Shareholder shall be entitled to exercise Arrangement Dissent Rights in connection with the Shareholders' Arrangement Resolution in accordance with section 190 of the CBCA (except as the procedures of that section are varied by this Interim Order and the Plan of Arrangement) provided that, notwithstanding subsection 190(5) of the CBCA, any Existing Shareholder who wishes to dissent must, as a condition precedent thereto, provide written objection to the Shareholders' Arrangement Resolution to the Applicants in the form required by section 190 of the CBCA and the Arrangement Agreement, which written objection must be received by the Applicants no later than 5:00 p.m. (Toronto time) on the last business day immediately preceding the Meeting (or any adjournment or postponement thereof), and must otherwise strictly comply with the requirements of the CBCA. For purposes of these proceedings, the "court" referred to in section 190 of the CBCA is this Court.

33. **THIS COURT ORDERS** that each Existing Shareholder shall be entitled to exercise Continuance Dissent Rights in connection with the Continuance Resolution in accordance with section 185 of the OBCA, without modification by this Interim Order.

34. **THIS COURT ORDERS** that any Existing Shareholder who duly exercises Arrangement Dissent Rights set out in paragraph 32 above and who:

- (a) is ultimately determined by this Court to be entitled to be paid fair value for his, her or its Common Shares, shall be deemed to have transferred such Common Shares as of the Effective Time, without any further act or formality and free and clear of all liens, claims, encumbrances, charges, adverse interests or security interests to the Purchaser in consideration for a payment of cash from the Purchaser equal to such fair value; or
- (b) is for any reason ultimately determined by this Court not to be entitled to be paid fair value for his, her or its Common Shares pursuant to the exercise of the Dissent Right, shall be deemed to have participated in the Arrangement on the same basis and at the same time as any non-dissenting Existing Shareholder,

but in no case shall the Applicants, the Purchaser or any other person be required to recognize such Existing Shareholders as holders of Common Shares at or after the date upon which the Arrangement becomes effective and the names of such Existing Shareholders shall be deleted from SIG's register of holders of Common Shares at that time.

Hearing of Application for Approval of the Arrangement

35. **THIS COURT ORDERS** that following the Meeting, the Applicants may apply to this Court for final approval of the Arrangement (the "**Final Order Application**"); provided that notwithstanding the foregoing, the Applicants shall not be required to hold the Meeting in order to seek final approval of the Arrangement at the Final Order Application.

36. **THIS COURT ORDERS** that, promptly following the granting of this Interim Order, the Applicants shall issue a press release concerning the granting of the Interim Order and the anticipated Final Order Application, including the relief to be sought at the Final Order Application. The Applicants shall serve the materials filed by the Applicants in support of the Final Order Application only on those persons on the service list in this proceeding or who served and filed a Notice of Appearance in accordance with paragraph 38 hereof.

37. **THIS COURT ORDERS** that (i) the distribution of the Notice of Application and the Interim Order in the Information Circular, when sent in accordance with paragraphs 15 to 19 hereof, and (ii) the additional actions described in paragraph 36 above, shall constitute good and sufficient service of the Notice of Application, this Interim Order and the Final Order Application on all interested persons and no other form of service need be effected and no other material need be served unless a Notice of Appearance is served in accordance with paragraph 38 below.

38. **THIS COURT ORDERS** that any Notice of Appearance served in response to the Notice of Application shall be served on the solicitors for the Applicants as soon as reasonably practicable, and, in any event, no less than five (5) business days before the hearing of the Final Order Application at the following addresses, with a copy to the service list in these proceedings:

Bennett Jones LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, Ontario
M5X 1A4 Canada

Attention: Mike Shakra / Jesse Mighton / Joshua Foster
Email: shakras@bennettjones.com / mightonj@bennettjones.com /
fosterj@bennettjones.com

39. **THIS COURT ORDERS** that, subject to further order of this Court, the only persons entitled to appear and be heard at the hearing of the within application shall be:

- (a) the Stone Group Entities;
- (b) the Director;
- (c) the Existing Shareholders;
- (d) the Purchaser;
- (e) any person who has filed a Notice of Appearance herein in accordance with the Notice of Application, this Interim Order and the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194 (the "**Rules of Civil Procedure**"); and
- (f) the respective legal counsel to the parties listed in (a)-(d) above.

40. **THIS COURT ORDERS** that any materials to be filed by the Applicants in support of the Final Order Application may be filed up to one day prior to the hearing of the Final Order Application without further order of this Court.

41. **THIS COURT ORDERS** that in the event the Final Order Application does not proceed on the date set forth in the Notice of Application, and is adjourned, only those persons on the service list in this proceeding or who served and filed a Notice of Appearance in accordance with paragraph 38 hereof shall be entitled to be given notice of the adjourned date.

Variance

42. **THIS COURT ORDERS** that the Applicants shall be entitled to seek leave to vary this Interim Order upon such terms and upon the giving of such notice as this Court may direct.


Precedence

43. **THIS COURT ORDERS** that, to the extent of any inconsistency or discrepancy between this Interim Order, the Information Circular, the provisions of the OBCA, the provisions of the CBCA or any of the articles or by-laws of the Applicants, this Interim Order shall govern.

General

44. **THIS COURT** seeks and requests the aid and recognition of any court or any judicial, regulatory or administrative body in any province of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of any other country to act in aid of and to assist this Court in carrying out the terms of this Interim Order.

45. **THIS COURT ORDERS** that this Interim Order and all of its provisions are effective from the date that it is made without any need for entry and filing.



SCHEDULE "A"
LIST OF NON-APPLICANT AFFILIATED ENTITIES
INVOLVED IN THESE PROCEEDINGS

1. Stone Asset Management Limited
2. Stone Corporate Funds Limited

**IN THE MATTER OF AN APPLICATION UNDER SECTION 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED, AND RULES 14.05(2) AND 14.05(3) OF THE *RULES OF CIVIL PROCEDURE***

**AND IN THE MATTER OF A PROPOSED ARRANGEMENT OF STONE INVESTMENT GROUP LIMITED, STONE-SIG
ACQUISITION LIMITED AND 13613429 CANADA INC.**

Court File No.: CV-21-00674449-00CL

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

Proceeding Commenced in Toronto

INTERIM ORDER

BENNETT JONES LLP

One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, Ontario
M5X 1A4

Mike Shakra (LSO# 64604K)
Email: shakram@bennettjones.com
Jesse Mighton (LSO# 62291J)
Email: mightonj@bennettjones.com
Joshua Foster (LSO# 79447K)
Email: fosterj@bennettjones.com

Tel: 416-863-1200
Fax: 416-863-1716

Lawyers for the Applicants