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JUDICIAL CENTRE
OF CALGARY

COURT FILE NUMBER	1001-18206
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	HSBC BANK CANADA
DEFENDANTS	KINETEX MULTI-COMPONENT SERVICES INC. and KINETEX RESOURCES CORPORATION
DOCUMENT	ORDER (Sale Approval and Vesting Order)
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Macleod Dixon LLP 3700 Devon Tower 400 Third Avenue SW Calgary, Alberta T2P 4H2 Phone: 403.267.8222 Fax: 403.264.5973 Attention: Howard A. Gorman / Kyle D. Kashuba Email: howard.gorman@macleoddixon.com kyle.kashuba@macleoddixon.com File No. 280638

DATE UPON WHICH ORDER WAS PRONOUNCED: Wednesday, December 21, 2011

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Madam Justice R.G. Stevens

ORDER

UPON THE APPLICATION of counsel for Ernst & Young Inc. in its capacity as receiver and manager (the "**Receiver**") of the assets, undertakings and property of the Defendants, Kinetex Multi-Component Services Inc. and Kinetex Resources Corporation (together, the "**Defendants**"); **AND UPON** having read the Fourth Report of the Receiver, filed December 13, 2011 (the "**Fourth Report**") and the proposed Life Sciences Asset Purchase Agreement (the

"**Life Sciences APA**", as attached to and defined in the Fourth Report); **AND UPON** reviewing the Order of the Honourable Madam Justice K. M. Horner dated February 17, 2011 and filed herein; **AND UPON** hearing counsel for the Receiver, the Plaintiff HSBC Bank Canada (the "**Plaintiff**"), the Purchaser (as that term is defined in the Life Sciences APA) and/or their counsel, and from any other parties who may be present; **AND UPON** it appearing that the sale of the Life Sciences Debt Securities (as that term is the Life Sciences APA) is just, fair and appropriate in all the circumstances and in the best interests of the administration of the receivership estate;

THE COURT IS CONVINCED AND HEREBY ORDERS AND DECLARES THAT:

Service:

1. The time for service of the application materials in support thereof is hereby abridged to the date of actual service and that service is hereby approved, this application is properly returnable today and further service of the application and supporting materials is hereby dispensed with.

Defined Terms:

2. All capitalized terms not defined herein shall have the meanings defined in the Fourth Report of the Receiver.

Approval of Transactions:

3. The Life Sciences APA between the Purchaser and the Receiver, that is described in and attached to the Fourth Report, for the sale of the Life Sciences Debt Securities (as those terms are defined in the Life Sciences APA), is commercially reasonable and is hereby approved and ratified.

4. The Receiver is hereby authorized to conclude the transactions contemplated by the Life Sciences APA (the "**Transactions**") and to perform or cause to be performed the covenants of the Life Sciences APA substantially in accordance with the terms of the Life Sciences APA, and to take all such steps and execute all such documents as may reasonably be necessary to complete the Transactions contemplated therein.

Vesting of Property:

5. Upon Closing of the Transactions, all of the Defendants' right, title, interest and estate, in and to the Life Sciences Debt Securities shall, without further instrument of transfer or assignment, vest in the Purchaser as contemplated by the Life Sciences APA, absolutely and forever, free and clear of and from any and all claims by, through, or under the Defendants, and any of them, free and clear of and from any and all right, title, interest and estate, including but not limited to, claims, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise), security interests, assignments, actions, levies, taxes, judgments, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), options, agreements, disputes, debts, easements, covenants, caveats, encumbrances or other rights, limitations or restrictions of any nature whatsoever including, without limitation, any rights or interests of any creditors of the Defendants whether or not they have attached or have been perfected, registered or filed, whether secured or unsecured or otherwise, whether liquidated, unliquidated or contingent (all of the foregoing being collectively referred to hereinafter as the "**Claims**"), and whether such Claims came into existence prior to, subsequent to, or as a result of any previous order of this Court, by or of all persons or entities of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governmental and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executives, administrators or other legal representatives (collectively, the "**Claimants**"), including for greater certainty and without limiting the generality of the foregoing: (i) the Claims held by or in favour of the individuals and entities served (either directly or through their solicitors) with this Application; and (ii) the beneficiary of any Claims created or provided for pursuant to any previous Order of this Court in these proceedings.

6. The Purchaser shall, by virtue of the completion of the Transactions, have no liability of any kind whatsoever to any Claimants in respect of any Claims any of the Claimants may have against the Defendants, or any of them.

7. Other than a certified copy of this Order and a letter from Macleod Dixon LLP, counsel to the Receiver, authorizing the use of this Order, no further authorization or approval or

any other action by any authority or regulatory body exercising jurisdiction over the Life Sciences Debt Securities shall be required for the Closing and post-Closing implementation of the Transactions contemplated in the Life Sciences APA.

8. The net proceeds of the sale of the Life Sciences Debt Securities shall stand in the place and stead of the Life Sciences Debt Securities and the Life Sciences Debt Securities and all Claims shall cease to be attached to or encumber or otherwise form a lien or a claim against the Life Sciences Debt Securities and shall attach to the net sale proceeds with the same validity, priority in the same amounts, and subject to the same defences, that existed when the Claims attached to the Life Sciences Debt Securities.

Miscellaneous

9. Any transfers, assignments, or other conveyances in respect of the Life Sciences Debt Securities shall be deemed to be validly executed if signed in the following manner:

   Ernst & Young Inc., in its capacity as Receiver and Manager of Kinetex Multi-Component Services Inc. and Kinetex Resources Corporation, and not in its personal capacity

   Per: ______________________________

10. The Transactions contemplated in the Life Sciences APA are approved notwithstanding the provisions of section 60(11) of the *Personal Property and Security Act*, R.S.A. 2000, c. P-7, and shall not be void or voidable at the instance of the Claimants and shall not constitute nor shall be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance, oppressive, or other challengeable or reviewable transaction under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended or any other applicable federal or provincial legislation, and the Transactions, or any actions taken in connection therewith, shall not constitute conduct meriting an oppression remedy.

11. Nothing in this Order shall prejudice any person's *in personam* claim against either of the Defendants.

12. The Purchaser shall have possession of the Life Sciences Debt Securities immediately upon closing of the Transactions, at which time the Defendants and any other person

having possession of the Life Sciences Debt Securities shall deliver up possession of same to the Purchaser, and in default of possession being delivered up as aforesaid a Writ of Possession shall issue without further Order.

13. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories, and any federal or state court or administrative body in the United States of America, or in Colombia, or any other foreign courts or any administrative body or other tribunal to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order.

14. The Receiver be at liberty and is hereby authorized and empowered to apply to any Court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance to give full force and effect to, and in carrying out the terms of, this Order.

15. The Receiver is at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to, and in carrying out the terms of, this Order.

"R. G. Stevens"

Justice of the Court of Queen's Bench of Alberta