

COURT FILE NUMBER 1001-13706
COURT Court of Queen's Bench of Alberta
JUDICIAL CENTRE CALGARY
APPLICANTS NILE CAPITAL I S.Á.R.L., NILE CAPITAL II
S.Á.R.L., LUXOR CAPITAL PARTNERS, LP and
LUXOR CAPITAL PARTNERS OFFSHORE
MASTER FUND LP

RESPONDENTS EARTHRENEW CORPORATION, EARTHRENEW,
INC., EARTHRENEW IP HOLDINGS LLC,
EARTHRENEW STRATHMORE 1 LP,
EARTHRENEW STRATHMORE GENERAL
PARTNER LTD., EARTHRENEW SOLUTIONS LP,
EARTHRENEW OPERATION EMPLOYEE LP,
EARTHRENEW MANAGEMENT LP and
EARTHRENEW MANAGEMENT GENERAL
PARTNER LTD.

(collectively "The EarthRenew Group of Companies")

DOCUMENT **ORDER FOR FINAL DISTRIBUTION, APPROVAL
OF RECEIVER'S FEES AND DISBURSEMENTS,
APPROVAL OF RECEIVER'S ACTIVITIES AND
DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE
AND
CONTACT INFORMATION
OF
PARTY FILING THIS
DOCUMENT

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Lawyers for Ernst & Young Inc.
File no.: 1000145952



hereby certify this to be a true copy of
the original
dated this 23 day of Dec 2019
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: December 18, 2019

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice R.A. Neufeld

LOCATION OF HEARING: Calgary, **Alberta**

UPON THE APPLICATION of Ernst & Young, Inc. in its capacity as the Court-appointed receiver (the **Receiver**) of the undertaking, property and assets of the EarthRenew Group of Companies (**EarthRenew**, or the **Debtors**) for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver; AND UPON hearing read the Receiver's Fifth Report dated December 6, 2019 (the **Receiver's Report**); AND UPON hearing counsel for the Receiver, and counsel for any other party present, service having been effected on all interested parties on the service list; AND UPON being satisfied that it is appropriate to do so, IT IS ORDERED THAT:

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel Norton Rose Fulbright Canada LLP, for its fees and disbursements, as set out in the Receiver's Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as set out and further described in the Receiver's Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to make a final distribution to 089021 B.C. Ltd. (089) in the amount and in the manner described in the Receiver's Report.
6. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
8. The Receiver is hereby authorized to destroy or otherwise dispose of such books and records of EarthRenew that may be in its possession as of the date hereof.
9. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that all matters set out in paragraph 5 of this Order and in the Receiver's Report have been completed, the Receiver shall be discharged as Receiver of the Debtor, 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 the Receiver in its capacity as Receiver.

10. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

11. Service of this Order on any party not attending this application is hereby dispensed with.

"Mr Justice R.A. Neufeld"

Justice of the Court of Queen's Bench of Alberta