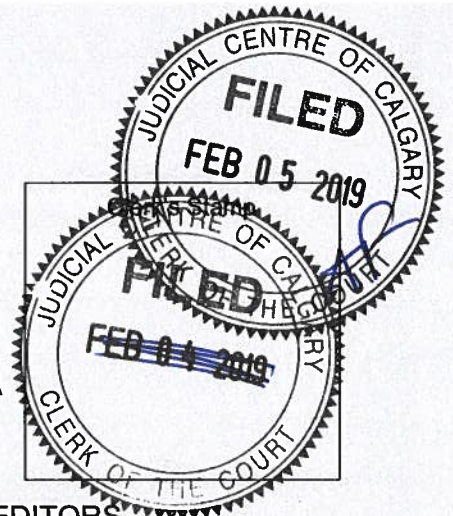


I hereby certify this to be a true copy of
the original ORDER
Dated this 5 day of Feb 2019
[Signature]
for Clerk of the Court



COURT FILE NO. 1201-06934
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS'
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE BUSINESS CORPORATIONS
ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF 1252064 ALBERTA LTD., 1330075
ALBERTA LTD., and HARVEST CAPITAL MANAGEMENT
INC.

**DOCUMENT ORDER (Discharge of Receiver of 1252064 Alberta Ltd. and
Harvest Capital Management Inc.)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCARTHY TÉTRAULT LLP
Barristers & Solicitors
Sean Collins / Walker MacLeod
Suite 4000, 421 - 7 Avenue S.W.
Calgary, AB T2P 4K9
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DATE ON WHICH ORDER WAS PRONOUNCED: February 5, 2019
LOCATION OF HEARING OR TRIAL: Calgary, Alberta
NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Justice J.T. Eamon

UPON the application of EY Inc. (the "Receiver") in its capacity as the court-appointed receiver and manager of 1252064 Alberta Ltd. ("125 Alberta"), 1330075 Alberta Ltd. ("133 Alberta"), and Harvest Capital Management Inc. ("HCMI") (HCMI, 125 Alberta, and 133 Alberta are collectively referred to as, the "Debtors") pursuant to a receivership order issued by the Justice G.C. Hawco in the within proceedings on September 30, 2013 (the "Receivership Order"); **AND UPON** reading the tenth report of the Receiver, dated January 28, 2019 (the "Tenth Receiver's Report"); **AND UPON** reading the Affidavit of Service of Katie Doran, sworn

January 30, 2019 (the "**Service Affidavit**"); **AND UPON** hearing from counsel for the Receiver and counsel for any other persons present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the application filed in the within proceedings on January 30, 2019 (the "**Application**") and the Tenth Receiver's Report in the manner described in the Service Affidavit is good and sufficient and no persons other than those listed on the service list (the "**Service List**") attached as an exhibit to the Service Affidavit are entitled to receive notice of the Application or service of the Tenth Receiver's Report.

Fee Approval

2. The Receiver's final accounts for fees and disbursements in respect of 125 Alberta (in the amount of \$169,882) and HCMI (in the amount of \$26,977) are hereby approved without the necessity of a formal passing of its accounts.

3. The Receiver's interim accounts for fees and disbursements in respect of 133 Alberta (in the amount of \$90,500) are hereby approved without the necessity of a formal passing of its accounts.

4. The final accounts of the Receiver's legal counsel, McCarthy Tetrault LLP, for its fees and disbursements in respect of 125 Alberta (in the amount of \$113,563) and HCMI (in the amount of \$19,932) are hereby approved without the necessity of a formal assessment of its accounts.

5. The interim accounts of the Receiver's legal counsel, McCarthy Tetrault LLP, for its fees and disbursements in respect of 133 Alberta (in the amount of \$40,859) are hereby approved without the necessity of a formal assessment of its accounts.

Receipts and Disbursements

6. The Receiver's activities as set out in the Tenth Receiver's Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements set forth in Exhibit "1" and Exhibit "2" to the Tenth Receiver's Report, are hereby ratified and approved.

Final Distributions

7. The Receiver is authorized and directed to make distributions of the creditors of 125 Alberta in the amount and manner specified in Exhibit "5" to the Tenth Receiver's Report.

Discharge of Receiver

8. On the evidence before the Court, each of the Receiver and any representative of EY Inc. who has currently or formerly served as a director of Panama Holdings (1252064) Ltd. (collectively, the "**Released Parties**") have satisfied their obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Released Parties shall not be liable for any act or omission on their part including, without limitation, any act or omission pertaining to the discharge of their duties, save and except for any liability arising out fraud, gross negligence, willful misconduct or oppression on the part of the Released Parties, or with leave of the Court. Subject to the foregoing, any claims against the Released Parties in connection with the performance of their duties are hereby stayed, extinguished and forever barred.

9. No action or other proceedings shall be commenced against any of the Released Parties in any way arising from or related to their capacity or conduct as either Receiver or current or former director of Panama Co, except with prior leave of this Court on notice to the Released Parties and upon such terms as this Court may direct.

10. Upon the Receiver filing with the Clerk of the Court a certificate executed by the Receiver (the "**Discharge Certificate**") confirming that:

- (a) the transfer of 125 Alberta's interest in the shares of Panama Holdings (1252064) Ltd. has been completed; and
- (b) All matters set out in paragraph 7 of this Order have been completed;

then the Receiver shall be discharged as Receiver of 125 Alberta and HCMI, 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.

11. Upon the filing of the Discharge Certificate, the Panama Charge (as such term is defined in the Order issued in the within proceedings dated January 12, 2017) be and is hereby discharged, cancelled and extinguished. *The Order of January 12, 2017 is varied to provide that the Panama Charge, from the date of the within order, exists for the benefit of Service only of representatives, officers and employees of Ernst + Young Inc.*
12. Service of this Order on the persons listed on the Service List shall be by any of email, facsimile, courier, registered mail, regular mail or personal delivery. *sh*


J.C.C.Q.B.A.