Clerk's Stamp

CLERK OF THE COURT
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JUDICIAL CENTRE
OF CALGARY

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| COURT FILE NUMBER | 1301-04682 |
| COURT | COURT OF QUEEN'S BENCH OF ALBERTA |
| JUDICIAL CENTRE | CALGARY |
| | IN THE MATTER OF THE *COMPANIES' CREDIT 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 A PLAN OF COMPROMISE OR ARRANGEMENT OF HARBOUR VIEW LANDING INC. AND HARBOUR VIEW CAPITAL INC. |
| DOCUMENT | ORDER (Creditor's Meeting, Director's Solicitation Process and Stay Extension) |
| ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT | McCARTHY TÉTRAULT LLP<br>Barristers & Solicitors<br>Sean F. Collins/Walker W. MacLeod<br>Suite 3300, 421 - 7th Avenue S.W.<br>Calgary AB T2P 4K9<br>Phone: (403) 260-3531 / (403) 260-3710<br>Fax: (403) 260-3501<br>scollins@mccarthy.ca / wmacleod@mccarthy.ca |

I hereby certify this to be a true copy of the original Order
Dated this 22 day of July 2013
for Clerk of the Court

**DATE ON WHICH ORDER WAS PRONOUNCED:** **July 19, 2013**

**NAME OF JUDGE WHO MADE THIS ORDER:** **Justice K.D. Yamauchi**

**LOCATION OF HEARING:** **Calgary, Alberta**

**UPON THE** application of Harbour View Capital Inc. ("**HVC**") and Harbour View Landing Inc. ("**HVL**", and HVC and HVL collectively referred to as "the **Applicants**"), by Ernst & Young Inc., in its capacity as court appointed receiver and manager of the Applicants; **AND UPON** having read the second report of the Monitor, dated July 15, 2013 (the "**Second Monitor's Report**"); **AND UPON** having read the pleadings and materials filed in this action; **AND UPON** noting the initial order issued in respect of the Applicants in the within proceedings on May 8, 2013 (the "**Initial Order**"); **AND UPON** hearing submissions of counsel in attendance; **AND UPON** this Court being satisfied that in the circumstances this Order should be granted and that the Applicants have acted and are acting in good faith and with due diligence;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed to them in the Plan of Compromise and Arrangement dated July 19, 2013 and attached as Appendix "**A**" to the Second Monitor's Report (the "**Plan**").

2. HVC be and is hereby authorized and directed to file the Plan and to present the Plan to the Affected Creditors for voting on pursuant to and in accordance with the CCAA and the terms of this Order.

3. HVC be and is hereby authorized to vary, amend, modify or supplement the Plan:

   (a) At any time prior to the commencement of the Creditors' Meeting, provided that HVC obtains the consent of the Management Committee or an order of the Court authorizing and directing such variance, amendment, modification or supplement;

   (b) At any time during the Creditors' Meeting, provided that HVC provides oral notice of such variance, amendment, modification or supplement to all Persons in attendance at the Creditors' Meeting; and

   (c) At any time after the Creditors' Meeting (both prior and subsequent to the Sanction Order, if granted), provided that such variance, amendment, modification or supplement is of an administrative nature and is non-material to the Affected Creditors.

4. The Notice of Creditor's Meeting, substantially in the form attached as Appendix "**B**" to the Second Monitor's Report, and the form of Proxy, substantially in the form attached as Appendix "**C**" to the Second Monitor's Report, be and are hereby approved.

5. HVC shall convene the Creditors' Meeting on August 21, 2013, at the Ernst & Young Tower, 440 – 2nd Avenue S.W., Calgary, Alberta, commencing at 9:30 a.m., for the purposes of considering and, if thought fit, approving the Plan and transacting such other business as may be properly brought before the Creditors' Meeting.

6. For the purposes of voting to approve the Plan, Affected Creditors shall constitute a single class. Claim value shall be established in accordance with the provisions of the Plan and any further order of this Honourable Court. Only Affected Creditors with an Eligible Voting Claim shall be entitled to vote at the Creditors' Meeting.

7. The Creditors' Meeting shall be conducted and the votes of Creditors shall be cast and tabulated in accordance with the Plan.

8. As soon as practicable, but no later than July 26, 2013, the Monitor shall:

(a) send to each Affected Creditor with an Eligible Voting Claim, by ordinary mail, courier, facsimile or email transmission at the address appearing in HVC's records, or where applicable at the address appearing on such Creditor's Notice of Claim if different than the address contained in HVC's records, the following documents (collectively, the "**Creditors' Meeting Materials**"):

(i) The Notice of Meeting;

(ii) A Proxy;

(iii) The information circular prepared by HVC in respect of the Plan; and

(iv) A notice specifying that a copy of the Plan is available on the Monitor's Website;

(b) post on the Monitor's Website:

(i) The Plan;

(ii) This Creditors' Meeting Order; and

(iii) Any further or additional information and records that the Monitor determines necessary or advisable in respect of the Creditors' Meeting.

9. Compliance with paragraph 8 of this Creditors' Meeting Order shall constitute good and sufficient service of the Creditors' Meeting Materials on all Persons who may be entitled to receive notice of and to vote in person or by proxy at the Creditors' Meeting or any adjournment thereof and no other notice or service need be given or made and no other documents or material need be served.

10. The Creditors' Meeting shall be conducted by a representative of the Monitor, who shall preside as Chair of the Creditors' Meeting, in accordance with the procedures set forth in the Plan.

11. The director solicitation process, substantially in the form attached as Appendix "**D**" to the Second Monitor's Report (the "**Solicitation Process**") be and is hereby approved and HVC is hereby authorized and directed to implement the Solicitation Process.

12. The Stay Period, as that term is defined in the Initial Order, be and is hereby extended up to and including September 30, 2013.

13. Service of this Order by email, facsimile, courier, registered or ordinary mail or personal delivery to the persons attending this Application shall constitute good and sufficient service of this Order and no other person shall be entitled to be served with a copy of this Order.

J.C.Q.B.A.