



Court File No. & Estate No. CV-19-627184-00CL (31-2560674)
CV-19-627185-00CL (31-2560984)
and CV-19-627186-00CL (31-2560986)

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

WEDNESDAY, THE 16th

)

JUSTICE HAINEY

)

DAY OF OCTOBER 2019

IN THE MATTER OF THE BANKRUPTCY OF QUADRIGA FINTECH
SOLUTIONS CORP., WHITESIDE CAPITAL CORPORATION AND 0984750
B.C. LTD. D/B/A QUADRIGA CX AND QUADRIGA COIN EXCHANGE

**ORDER
(Land Transfer Order)**

THIS MOTION, made by the Trustee, Ernst & Young Inc. (“**EY**”), in its capacity as the trustee-in-bankruptcy of 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange (“**Quadriga**”), Quadriga Fintech Solutions Corp. (“**Fintech**”) and Whiteside Capital Corporation (“**Whiteside**”) (collectively, the “**Companies**”) under the *Bankruptcy and Insolvency Act* (Canada) (the “**Trustee**”), for an order, *inter alia*, transferring certain real property to the Quadriga estate vested in the Trustee in connection with the Settlement Agreement dated October 3, 2019 (the “**Settlement Agreement**”) between the Trustee, Jennifer Robertson (“**Robertson**”), Robertson, in her capacity as the executor of the estate of Gerald Cotten, Thomas Beazley and the Controlled Entities (as defined by the Settlement Agreement), was heard on October 16, 2019 at the court house, 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Fourth Report of the Trustee dated October 7, 2019 and the affidavit of Jennifer Robertson sworn October 3, 2019, and on hearing the submissions of the lawyers for

Trustee, Jennifer Robertson and Representative Counsel and other interested parties, no one appearing for any other party although duly served as appears from the affidavit of service of Lee Nicholson, filed.

REAL PROPERTY

1. **THIS COURT ORDERS** that (a) in this paragraph all capitalized terms shall have the definitions prescribed by the *Land Registration Act* (Nova Scotia); and (b) upon the registration of a Form 24 that attaches a certified copy of this Order, with the Trustee's Certificate (as defined in the Order (Settlement Approval Order) dated October 16, 2019), in the applicable Land Registration Office, the Registrar for that Registration District shall enter the Quadriga estate or the Trustee as the owner of the subject real property identified in Schedule "A" hereto (the "**Nova Scotia Real Property**") in fee simple.

2. **THIS COURT ORDERS** that upon presentation for registration in the Land Title Office for the Land Title District of Kamloops and Nelson of a certified copy of this Order, together with a letter from Stikeman Elliott LLP, solicitors for the Trustee, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to enter the Quadriga estate or the Trustee as the owner of the real property identified in Schedule "B" hereto (the "**BC Real Property**"), together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the BC Real Property, and this Court declares that the title of the Quadriga estate or the Trustee in and to the BC Real Property is a good, safe holding and marketable title and

directs the BC Registrar to register indefeasible title in favour of the Quadriga estate or the Trustee as aforesaid.

GENERAL

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Trustee and its respective agents and counsel in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Trustee in any foreign proceeding, or to assist the Trustee and its respective agents and counsel in carrying out the terms of this Order.



A handwritten signature in blue ink, appearing to read "Halsey J.", written over a horizontal line.

Schedule "A" – Nova Scotia Real Property

	Property	PID	Legal Description
1.	71 Kinross Court, Fall River, Nova Scotia, Lot 493	41256298	71 Kinross Court, Fall River, Nova Scotia, Lot 493 – PID 41256298: Place Name: KINROSS COURT FALL RIVER Municipality/County: HALIFAX REGIONAL MUNICIPALITY/HALIFAX COUNTY Designation of Parcel on Plan: LOT 493 Title of Plan: PLAN OF SUBDIVISION & CONSOLIDATION OF PORTIONS OF PARCELS A-2 & B- 2 LANDS OF PARKDALE DEVELOPMENTS LTD TO FORM LOTS 488 TO 499 INCLUSIVE, PARCEL KC (ROAD) & PARCELS A-2 & B-2 (REMAINDERS) KINLOCH PHASE 4B Registration County: HALIFAX COUNTY Registration Number of Plan: 89319819 Registration Date of Plan: 2007-11-19 09:21:21
2.	Lot 511, Ringling Court, Fall River, Nova Scotia	41454489	Lot 511, Ringling Court, Fall River, Nova Scotia – PID 41454489: Registration County: HALIFAX COUNTY Street/Place Name: RINGLING COURT /FALL RIVER Title of Plan: PLAN OF S/D OF PARCEL RB-2A (REMAINDER) LAND REGISTERED TO PARKDALE DEVELOPMENTS LIMITED TO FORM LOT 511 AND PARCEL RB-3A (REMAINDER) KINLOCK PHASE 5A Designation of Parcel on Plan: LOT 511 Registration Number of Plan: 110588945 Registration Date of Plan: 2017-04-11 09:34:21
3.	34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia	60156171	34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia – PID 60156171: ALL THAT ISLAND, in Mahone Bay, in the Municipality of the District of Chester, County of Lunenburg and Province of Nova Scotia, called Little Island, described as follows: All that certain piece or parcel of land, called Little Island, situate, lying and being near Western Shore in the Municipality of Chester and County of Lunenburg and Province of Nova Scotia, and containing two and one half acres, more or less. The property herein described is also sometimes known as Swinehammer's Island. Latitude: 44-32-05 North. Longitude: 64-18-20 West
4.	Seaview Drive, Western Shore, Lot S-3	60690492	Seaview Drive, Western Shore, Lot S-3 – PID 60690492: Registration County: LUNENBURG COUNTY Street/Place Name: SEAVIEW DRIVE /WESTERN SHORE

			Title of Plan: S/D SHOWING LOT S-3, PROPERTY OF BIRGIT SCHEPP, SEAVIEW DRIVE, WESTERN SHORE AND MARTINS POINT Designation of Parcel on Plan: LOT S-3 Registration Number of Plan: 104440749 Registration Date of Plan: 2014-01-10 09:21:07
5.	10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia	41152919	10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia – PID 41152919: ALL that certain lot, piece or parcel of land situate, lying and being at Bedford, in the Halifax Regional Municipality, Province of Nova Scotia, shown as Lot 1-DA on a plan of survey showing Lots 1-DA & 1-DB, Bedford South- Phase 1, subdivision of Block 1-D, Lands conveyed to TYH Investments Inc. Southgate Drive, Millview, Halifax County, NS, prepared by Servant, Dunbrack, McKenzie and MacDonald Ltd., signed by Carl K. Hartlen, N.S.L.S., dated August 23, 2004, approved by the Development Officer for the Halifax Regional Municipality on October 26, 2004. The said Lot 1-DA being more particularly described on a plan filed at the Halifax Registry of Deeds as plan or document number 76548495.
6.	22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia	41152927	22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia – PID 41152927: ALL that certain lot, piece or parcel of land situate, lying and being at Bedford, in the Halifax Regional Municipality, Province of Nova Scotia, shown as Lot 1-DB on a plan of survey showing Lots 1-DA & 1-DB, Bedford South- Phase 1, subdivision of Block 1-D, Lands conveyed to TYH Investments Inc. Southgate Drive, Millview, Halifax County, NS, prepared by Servant, Dunbrack, McKenzie and MacDonald Ltd., signed by Carl K. Hartlen, N.S.L.S., dated August 23, 2004, approved by the Development Officer for the Halifax Regional Municipality on October 26, 2004. The said Lot 1-DB being more particularly described on a plan filed at the Halifax Registry of Deeds as plan or document number 76548495.
7.	17 Melwood Ave, Lot 12, Halifax, Nova Scotia	00250324	17 Melwood Ave, Lot 12, Halifax, Nova Scotia – PID 00250324: All that certain lot, piece or parcel of land situate, lying and being on the southern side of Chocolate Lake, at Armdale, in the County of Halifax, Province of Nova Scotia, and being Lot Number 12 on a plan of Melvillewood Subdivision made by George T. Bates, Provincial Land Surveyor, and dated May 25th, 1946, said Lot Number 12 being more particularly described as follows: Beginning on the northern side of Melwood Avenue at the southeast corner of Lot Number 13 as shown on said plan; Thence easterly along the northern side of said Melwood Avenue; 60 feet to the southwest corner of Lot Number 11 as

			shown on said plan; Thence northerly along the western side of said Lot Number 11, 100 feet to the southern side of Lot Number 10 as shown on said plan; Thence westerly along the southern side of said Lot Number 10, 60 feet to the eastern side of Lot Number 13 aforesaid; Thence southerly along the eastern side of said Lot Number 13, 100 feet to the place of beginning.
8.	19 Baha Court, Lot 0-122, Bedford, Nova Scotia	40749301	19 Baha Court, Lot 0-122, Bedford, Nova Scotia – PID 40749301: Place Name: BEDFORD, NOVA SCOTIA Municipality/County: COUNTY OF HALIFAX/HALIFAX COUNTY Designation of Parcel on Plan: LOT 0-122 Registration County: HALIFAX COUNTY Registration Number of Plan: 31830 Drawer No.: 349 Approval Date of Plan: 1996-12-10 Registration Date of Plan: 1996-12-12
9.	61 Douglas Crescent, Lot 39A-1, Halifax, Nova Scotia	00304154	61 Douglas Crescent, Lot 39A-1, Halifax, Nova Scotia - PID 00304154: ALL that certain lot, piece, or parcel of land situate, lying, and being on the western side of Donaldson Avenue, in the City of Halifax, Province of Nova Scotia, shown as Lot 39A-1 on a plan of survey of Lot 39A-1 and Lot 39A-2, subdivision of Lot 39A, Sherwood Heights Subdivision lands conveyed to Herbert J. Fraser and Elizabeth M.A. Fraser, dated March 11, 1995, prepared by Thompson Conn and Associates, approved by the City of Halifax on April 26, 1995, signed by R.E. Humphreys, N.S.L.S., and being more particularly described as follows: BEGINNING at the intersection of the northern boundary of Lot 43 with the western boundary of Donaldson Avenue; THENCE along the northern boundary of Lot 43 on a bearing of North 74 degrees 20 minutes 32 seconds West for a distance of 99.62 feet to the eastern boundary of Lot D8; THENCE along the eastern boundary of Lots D8 and D6 on a bearing of North 15 degrees 45 minutes 25 seconds East for a distance of 59.60 feet to the southern boundary of Lot 39A-2; THENCE along the southern boundary of Lot 39A-2 on a bearing of South 74 degrees 20 minutes 32 seconds East for distance of 99.52 feet to the western boundary of Donaldson Avenue;

			THENCE along the western boundary of Donaldson Avenue on a bearing of South 15 degrees 39 minutes 53 seconds West for a distance of 59.60 feet to the point of beginning. CONTAINING an area of 5,934 square feet; BEARINGS are grid referred to the line between N.S.C.M. 262 and N.S.C.M. 4919 having a bearing of South 15 degrees 59 minutes 53 seconds East and based on the 3 degrees M.T.M. projection, central meridian at 64 degrees 30 minutes West longitude (1968 adjustment). Subject to restrictive covenants as contained in a deed recorded at the Halifax Registry of Deeds in Book 2010 at Page 793. An approved plan of subdivision has been filed under the Registry Act or registered or recorded under the Act.
10.	63 Central Avenue, Lot 103, Halifax, Nova Scotia	00240911	63 Central Avenue, Lot 103, Halifax, Nova Scotia – PID 00240911: ALL that certain lot, piece and parcel of land and premises situate, lying and being at Fairview, County of Halifax, Province of Nova Scotia, described as follows: ALL that certain lot, piece and parcel of land situate, lying and being on the northern side of Glendale Avenue, at Dutch Village, in the County of Halifax, being Lot number 103, according to the plan of Block E, Sunnybrae Subdivision, dated August 16, 1948 and signed by G. Hilchie, C.E., P.L.S. and on file at the Registry of Deeds at Halifax, the said Lot number 103 being more particularly described as follows: BEGINNING on the northern boundary line of Glendale Avenue at the point at which it is intersected with the western boundary line of that Lot number 102 as shown on the said plan; THENCE from the said point of beginning to run westwardly along the northern boundary line of Glendale Avenue, a distance of 62 feet to the southeastern angle of that Lot number 104 as shown as the said plan; THENCE to run northwardly along the eastern boundary of said Lot number 104 a distance of 99.7 feet more or less to the southern boundary line of lands formerly owned by A. I. Cook and now part of Rosedale Subdivision; THENCE to run easterly along the last main boundary line 62 feet to the northwestern angle of Lot number 102 aforesaid; THENCE to run southwardly along the western boundary line of said Lot number 102 a distance of 100.4 feet more or less to the place of beginning. The description for this parcel originates with a deed dated July 24, 1963, registered in the registration district of Halifax in book

			1923 at page 4 and the subdivision is validated by Section 291 of the Municipal Government Act.
11.	982 Barrington Street, Halifax, Nova Scotia	00142612	982 Barrington Street, Halifax, Nova Scotia – PID 00142612: ALL that lot of land on the West side of Pleasant Street (now Barrington Street) in the City of Halifax, County of Halifax, Province of Nova Scotia, commencing at a point distant eighty-seven feet from the corner of Pleasant (now Barrington) and Inglis Street being the south-east angle of property of the Estate of Bernard O'Neil; THENCE in a westerly direction along the south line of the said O'Neils property one hundred and twenty feet: THENCE in a southerly direction along the east line of said O'Neils land thirty-one feet three inches; THENCE in an easterly direction one hundred and twenty feet in a straight line to Pleasant Street (now Barrington Street) to a point distant forty feet in a southerly direction from the place of beginning; THENCE in a northerly direction forty feet to the place of commencement.
12.	2140 Harvard Street, Lot 26, Halifax, Nova Scotia	00025080	2140 Harvard Street, Lot 26, Halifax, Nova Scotia – PID 00025080: All that certain lot, piece and parcel of land situate, lying and being on Harvard Street in the City of Halifax and being lot number 26 as marked and delineated upon a certain plan of the property of Messrs. Anderson and Duffus made by James F. Anderson, Deputy surveyor, dated July 27, 1888 and which said lot is more particularly described as follows, that is to say: Beginning at a point on the western side of Harvard Street forming the southeastern corner or angle of lot number 28 as marked and delineated upon said plan; Thence running westerly along the southern boundary line of said lot number 28 as marked and delineated upon said plan, ninety-four feet, more or less, or to the north eastern corner or angle of lot number 25, as marked and delineated upon said plan. Thence running southerly along the eastern boundary line of said lot number 25 as marked and delineated upon said plan, thirty-four feet, more or less, or to the northwestern corner or angle of lot number 24 as marked and delineated upon said plan; Thence running easterly along the northern boundary line of said lot number 24 as marked and delineated upon said plan, ninety-four feet, more or less, or to the said western side line of Harvard Street;

			Thence running northerly along the said western side line of Harvard Street, thirty-four feet, more or less, to the place of beginning. Being the same lands as conveyed by Zenos Trott et ux to Harold Joseph Richardson, by deed dated March 11, 1919 and recorded at the Registry of Deeds at Halifax, Nova scotia in Book 493, Page 121.
13.	3161 Micmac Street, Lot 38, Halifax, Nova Scotia	00033191	3161 Micmac Street, Lot 38, Halifax, Nova Scotia – PID 00033191: ALL that certain piece, parcel and lot of land situate, lying and being on the eastern side line of Micmac Street between Bayers Road and Edgewood Avenue and which may be more particularly described as follows: BEGINNING at an iron pipe on the curve of the eastern street line of Micmac Street; said pipe being Seventy-seven and Six tenths (77.6) feet northerly along the said eastern street line of Micmac Street from the intersection of the eastern street line of Micmac Street with the northern street line of Bayers Road and being the southwest corner of the lot herein described; THENCE northerly along the said curve of the eastern street line of Micmac Street Forty (40) feet more or less to an iron pipe at the southern boundary line of Lot No. 37; THENCE easterly along the said southern boundary line of Lot No. 37 One Hundred and Thirty-seven decimal Seven (137.7) feet, more or less to an iron pipe at the western boundary line of the Edgewood School property; THENCE southerly along the said western boundary line of the said Edgewood School property Forty-nine decimal Five Three (49.53) feet more or less, to an iron pipe at the boundary line of Lot No. 39; THENCE westerly along the said northern boundary line of Lot No. 39 One Hundred and fifty-four decimal One (154.1) feet more or less to the place of beginning; The above described lot being Lot No. 38 as shown on Plan No. QQ-4-11903 being the plan of Edgewood Subdivision area north of Bayers Road and West of Connaught Avenue on file at the office of the Commissioner of works of the City of Halifax; BEING AND INTENDED to be the lands conveyed by Walter L. Taylor et ux Madeline Taylor to Tomaso Arnoldin et ux Alfonsina Arnoldin, as joint tenants, by deed dated May 20, 1965 and recorded at the Registry of Deeds, Halifax, in Book 2049, at Page 548. The parcel originates with an approved plan of subdivision that has been filed under the Registry Act or registered under the

			Land Registration Act at the Land Registration Office for the registration district of Halifax County as plan or document number 1462.
14.	3663 Deal Street, Lot 79, Halifax, Nova Scotia	40069593	3663 Deal Street, Lot 79, Halifax, Nova Scotia – PID 40069593: ALL THAT CERTAIN lot, piece or parcel of land situate, lying and being on the east side of Deal Avenue (so-called), east of Dutch Village Road in the City and County of Halifax, and being Lot No. 79 on a plan of subdivision of "Deal Estate" made by H. B. Pickings, Provincial Land Surveyor, dated December 12, 1919, and recorded in the Office of the Registrar of Deeds at Halifax aforesaid, and more particularly described as follows: BEGINNING at the northwestern corner of Lot No. 78 on said plan; THENCE running easterly along the northern side line of said Lot No. 78 a distance of 100 feet to the northeast corner of said Lot No. 78; THENCE running northerly in a line in prolongation of the eastern line of said Lot No. 78 a distance of 40 feet to the southeastern corner of Lot No. 80 on said plan; THENCE in a westerly direction along the southern line of said Lot No. 80 a distance of 100 feet to said Deal Avenue and being the south western corner of said Lot No. 80; THENCE running southerly along said Deal Avenue a distance of 40 feet to the place of beginning, the aforesaid lot being known as Lot No. 79. The description for this parcel originates with a deed dated August 15, 1983, registered in the registration district of Halifax County in Book 3734 at Page 130 and the subdivision is validated by Section 291 of the Municipal Government Act.
15.	5385/5387 Glebe Street, Halifax, Nova Scotia	00029355	5385/5387 Glebe Street, Halifax, Nova Scotia – PID 00029355: All that certain lot, piece or parcel of land, situate, lying and being on the northwestern side of Glebe Street, between Lynch Street and Gottingen Street in the City of Halifax, being Lot 16, Block D as shown on a plan entitled Subdivision of Prefabricated Properties, St. Pauls Glebe lands, Blocks C.D. and E., Halifax North dated June 30, 1951, and being on file in the Office of Commissioner of Works for the City of Halifax at City Hall as Plan No. QQ-3-11832. The said Lot 16, Block D being more particularly described as follows: Beginning at a point on the northwestern street line of Glebe Street where it is intersected by the north eastern boundary of Lot 15; Thence northwestwardly along said northeastern boundary of Lot 15 for a distance of ninety-nine feet and four tenths of a foot

			(99.4) or to the rear base line of lots fronting on Glebe Street; Thence northeastwardly along said rear base line of lots fronting on Glebe Street for a distance of forty feet (40) or to the southwestern boundary of Lot 17; Thence southeastwardly along said southwestern boundary of Lot 17 for a distance of ninety-nine feet and four tenths of a foot (99.4) or to the aforesaid northwestern street line of Glebe Street; Thence southwestwardly along said northwestern street line of Glebe Street for a distance of forty feet (40) more or less to the place of beginning.
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Schedule "B" – BC Real Property

	Property	PID	Legal Description
1.	1021 Lamont Lane, Kelowna, British Columbia	027-728-102	1021 Lamont Lane, Kelowna, British Columbia - PID 027-728-102: Lot 11 District Lot 579 Similkameen Division Yale District Plan KAP87918

IN THE MATTER OF THE BANKRUPTCY OF QUADRIGA
FINTECH SOLUTIONS CORP., WHITESIDE CAPITAL
CORPORATION AND 0984750 B.C. LTD. D/B/A QUADRIGA CX
AND QUADRIGA COIN EXCHANGE

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**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

**ORDER
(LAND TRANSFER ORDER)**

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