

SUPREME COURT OF NOVA SCOTIA**IN THE MATTER OF:**

Application by Quadriga Fintech Solutions Corp., Whiteside Capital Corporation, and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange for relief under the *Companies' Creditors Arrangement Act*

REPRESENTATIVE COUNSEL ORDER**BEFORE THE HONOURABLE JUSTICE MICHAEL J. WOOD IN CHAMBERS.**

UPON MOTION, in the proceedings of Quadriga Fintech Solutions Corp., Whiteside Capital Corporation, and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively, the “**Applicants**”) under the *Companies Creditors Arrangement Act* (the “**CCAA Proceedings**”), by certain Affected Users (as defined below) for an Order, among other things, (a) appointing Osler, Hoskin & Harcourt LLP (“**Osler**”) and Patterson Law (“**Patterson**”) as Representative Counsel (as defined below); (b) ordering that an Affected Users Committee (as defined below) be appointed to act as representatives for and represent the interests of all Affected Users in the CCAA Proceedings; and (c) ordering that the payment of Representative Counsel’s reasonable and documented professional fees and disbursements be made by the Applicants and secured by the Administration Charge (as defined in the Initial Order of the Court in the CCAA Proceedings dated February 5, 2019);

UPON READING the Affidavit of Giuseppe Burtini sworn February 8, 2019 and the Affidavit of Ryan Kneer sworn February 8, 2019;

AND UPON HEARING, proposed Representative counsel, counsel to the Applicants, counsel to Ernst & Young Inc., Court-appointed monitor of the Applicants (the “**Monitor**”), together with such other counsel as were present;

NOW UPON MOTION:**IT IS HEREBY ORDERED AND DIRECTED THAT:**

1. The service of the Notice of Motion, the Motion Record and the supporting documents, as set out in the affidavit of service is hereby deemed adequate notice so that the Motion is properly returnable today and further service thereof is hereby dispensed with.

2. Osler and Patterson are hereby appointed as representative counsel (collectively, “**Representative Counsel**”) to represent the interests of users of the Applicants’ cryptocurrency exchange platform (the “**Affected Users**”) in the CCAA Proceedings (the “**Purpose**”).

3. A committee of Affected Users (the “**Affected Users Committee**”) is hereby constituted. Giuseppe Burtini, Ryan Kneer and ● (the “**Initial Committee Members**”) and two (2) individuals to be selected by the Initial Committee Members in consultation with the Applicants and the Monitor are hereby appointed as members of the Affected Users Committee to act as representatives for and represent the interests of all Affected Users (other than Opt-Out Users (as defined below), if any) in the CCAA Proceedings and to advise and, where appropriate, provide information to and instruct Representative Counsel, in every case, solely for the Purpose. Representative Counsel may rely upon the advice, information and instructions received from the Affected Users Committee in carrying out the mandate of Representative Counsel without further communications with or instructions from the Affected Users, except as may be recommended by Representative Counsel or ordered by this Court.

4. With the exception of any Opt-Out Users, (a) the Affected Users Committee and Representative Counsel shall hereby represent the interests of all Affected Users in the CCAA Proceedings; (b) the Affected Users shall hereby be bound by the decisions and actions of the Affected Users Committee and Representative Counsel in the CCAA Proceedings; and (c) the Affected Users Committee shall hereby be entitled, on the advice of counsel, to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, to negotiate and reach any agreements on behalf of the Affected Users, to advocate on behalf of the Affected Users for the Purpose and to agree to the compromise of any rights, entitlements or claims of the Affected Users subject to approval of this Court.

5. The Applicants shall hereby provide Representative Counsel, upon the reasonable request of Representative Counsel and subject to confidentiality arrangements satisfactory to the Applicants and the Monitor, each acting reasonably, without charge, such information, documents and data (the “**Information**”) as may be reasonably relevant to matters relating to the issues affecting the Affected Users and to be used only for the Purpose in the CCAA Proceedings, and that, in so doing, the Applicants are not required to obtain express consent from such Affected Users authorizing disclosure of the Information to Representative Counsel for the Purpose and, further, in accordance with section 7(3) of the *Personal Information Protection and Electronic Documents Act*, this Order shall be sufficient to authorize the disclosure of the Information for the Purpose, without the knowledge or consent of the individual Affected Users.

6. Notice of the granting of this Order substantially in the form attached hereto as Schedule “A” (“**Notice**”) shall hereby be:

(a) posted by Representative Counsel on its website at ●.com and on Reddit, Telegram and Twitter, in each case, within two (2) calendar days of the date of this Order;

(b) **[published by the Applicants, with the assistance of the Monitor, in the *Globe and Mail*, within seven (7) calendar days of the date of this Order, and in the**

same time period, a French translation of the Notice will be published in *La Presse*]; and

(c) posted by the Monitor on its website within two (2) calendar days of the date of this Order.

7. Any Affected Users who do not wish to be represented by the Affected Users Committee and Representative Counsel shall, within 60 days of publication of the Notice in the *Globe and Mail* and *La Presse*, hereby notify the Monitor, in writing, in the form attached as Schedule “B” hereto (“**Opt-Out Notice**”) that it is opting out of representation by the Affected Users Committee and Representative Counsel, and shall thereafter not be bound by the actions or decisions of the Affected Users Committee or Representative Counsel and shall represent themselves or be represented by any counsel that they may retain at their own expense in the CCAA Proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph, “**Opt-Out Users**”). The Monitor shall hereby deliver copies of all Opt-Out Notices received to Representative Counsel and the Applicants as soon as reasonably practicable. For greater certainty, the Affected Users Committee and Representative Counsel have no obligation to represent the interests of the Opt-Out Users.

8. Representative Counsel shall hereby be given notice of all motions to which the Affected Users are entitled to receive notice in the CCAA Proceedings, and that Representative Counsel shall be entitled to represent those on whose behalf it is hereby appointed in such proceedings.

9. The Affected User Committee and Representative Counsel shall hereby have the authority, but not the duty, to retain advisors, experts and consultants (“**Advisors**”) to provide advice to and to assist the Affected User Committee and Representative Counsel in the exercise of their duties in relation to the Purpose.

10. All reasonable and documented fees and disbursements incurred by Representative Counsel (at standard rates and charges), including such fees and disbursements incurred prior to the date of this Order for the preparation and attendance in respect of the within motion and any professional fees and disbursements relating to Advisors, shall hereby be paid by the Applicants, forthwith upon rendering of accounts by Representative Counsel to the Applicants and the Monitor. Representative Counsel shall render accounts to the Applicants and the Monitor no more frequently than on a bi-weekly basis, and such accounts shall be subject to such redactions as are necessary to maintain solicitor-client privilege between Representative Counsel and the Affected Users. In the event of any disagreement with respect to such fees and disbursements, such disagreement may be remitted to this Court for determination.

11. Representative Counsel shall hereby be entitled to the benefit of the Administration Charge, as security for its reasonable and documented professional fees and disbursements (at standard rates and charges).

12. Any payments made by the Applicants pursuant to this Order do not and will not constitute preferences, fraudulent conveyances, transfers of undervalue, oppressive conduct or other challengeable or voidable transactions under any applicable laws.

13. Representative Counsel is hereby authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order.

14. The Affected Users Committee and Representative Counsel shall hereby have no liability as a result of its appointment or the fulfilment of its duties in carrying out the provisions this Order, save and except for any gross negligence or wilful misconduct.

15. No action or other proceeding may be commenced against the Affected Users Committee or Committee Counsel in respect of the performance of their duties under this Order without leave of this Court on seven (7) days' notice to Representative Counsel.

16. The Affected Users Committee and Representative Counsel shall be at liberty and are authorized at any time to apply to this Court for advice and directions in the discharge of their powers and duties or any variation of their powers and duties.

17. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor, Representative Counsel and their respective agents 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 Applicants, Representative Counsel and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants, the Monitor, Representative Counsel and their respective agents in carrying out the terms of this Order and in case, any which motion to be served within three (3) weeks of the date of this order.

18. This Order and all of its provisions are effective as of 12:01 a.m. Atlantic Standard Time on the ● day of February, 2019.

Issued ●, 2019

Prothonotary

SCHEDULE “A”

NOTICE

QUADRIGA FINTECH SOLUTIONS CORP., WHITESIDE CAPITAL CORPORATION,
AND 0984750 B.C. LTD. DBA QUADRIGA CX AND QUADRIGA COIN EXCHANGE
(COLLECTIVELY, THE “**APPLICANTS**”)

NOTICE TO AFFECTED USERS

On February 5, 2019, the Applicants commenced restructuring proceedings under the *Companies’ Creditors Arrangement Act* (“**CCAA**”) pursuant to an Order (the “**Initial Order**”) of the Supreme Court of Nova Scotia (the “**Court**”). Ernst & Young Inc. has been appointed by the Court as monitor in the Applicants’ CCAA proceedings (the “**Monitor**”).

TAKE NOTICE THAT, pursuant to an Order of the Court:

1. Osler, Hoskin & Harcourt LLP and Patterson Law (collectively, “**Representative Counsel**”) were appointed as representative counsel to represent the interests of users of the Applicants’ cryptocurrency exchange platform (the “**Affected Users**”) in the CCAA proceedings or any other forum related to this purpose.
2. A committee of Affected Users (the “**Affected Users Committee**”) was also constituted to act as representatives for and represent the interests of Affected Users in the CCAA proceedings and to advise, provide information to and instruct Representative Counsel.
3. For more information, visit the Representative Counsel’s website at: ● (the “**Website**”).

IF YOU DO NOT WISH TO BE REPRESENTED by Representative Counsel and the Affected Users Committee, you must, before ●, 2019, provide an Opt-Out Notice (a copy of which can be obtained from the Website) indicating that you wish to opt-out of such representation and send the completed Opt-Out Notice to:

Ernst & Young Inc., in its capacity as Court-appointed Monitor of the Applicants

[Address]

Attention: ●

Persons requiring further information should review the website established by the Monitor <https://documentcentre.eycan.com/Pages/Main.aspx?SID=1445> or call the Monitor's hotline at ●.

SCHEDULE “B”

FORM OF OPT-OUT NOTICE

QUADRIGA FINTECH SOLUTIONS CORP., WHITESIDE CAPITAL CORPORATION,
AND 0984750 B.C. LTD. DBA QUADRIGA CX AND QUADRIGA COIN EXCHANGE
(COLLECTIVELY, THE “**APPLICANTS**”)

To: **ERNST & YOUNG INC.**, in its capacity as Court-appointed Monitor of the Applicants

[Address]

Attention: ●

I hereby provide written notice that I do not wish to be represented by Osler Hoskin & Harcourt LLP and Patterson Law, representative counsel (the “**Representative Counsel**”) for users of the Applicants’ cryptocurrency exchange platform (the “**Affected Users**”) in their proceedings under the *Companies’ Creditors Arrangement Act* before the Supreme Court of Nova Scotia (the “**CCAA Proceedings**”). I understand that, by opting out of representation, if I wish to take part in the CCAA Proceedings, I would need to do so as an independent party. I am responsible for retaining my own legal counsel should I choose to do so, and that I would be personally liable for the costs of my own legal representation.

I understand that a copy of this Opt-Out Form will be provided to Representative Counsel and to the Applicants.

Witness

Signature

Name [please print]: _____

Address: _____

Telephone: _____

Note: To opt out, this form must be completed and received at the above address on or before _____, 2019.