

No. S-208894
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

– AND –

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC.,
1185729 B.C. LTD. AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

ORDER MADE AFTER APPLICATION
(Director and Officer Release and Stay Extension)

BEFORE THE HONOURABLE
MADAM JUSTICE SHARMA

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JANUARY 7, 2021
~~January 6 and 7, 2021~~

THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, British Columbia, on the 6th and 7th day of January, 2021, by videoconference; AND ON HEARING David E. Gruber, counsel for the Petitioners, those other counsel listed on **Schedule "B"** hereto, and others; AND UPON READING the material filed, including Affidavit #7 of Sai Chu sworn December 29, 2020 (the "Chu Affidavit #7") and the Sixth Report of Ernst & Young, Inc., in its capacity as Monitor (the "Monitor"); AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), the *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court; AND further to the Revised Amended and Restated Initial Order pronounced by this Court on December 10, 2020 (the "Revised ARIO");

THIS COURT ORDERS AND DECLARES THAT:

SERVICE

1. The time for service of the Notice of Application dated December 29, 2020 herein be and is hereby abridged such that the Notice of Application is properly returnable today and service thereof on any interested party is hereby dispensed with.

RELEASE OF DIRECTORS AND OFFICERS

2. In this Order:

- a. **"D&O Claims"** means any and all demands, claims (including claims for contribution and indemnity), actions, causes of action, counterclaims, suits, debts, sums of money, liabilities, accounts, covenants, damages, judgments, orders (including orders for injunctive relief or specific performance and compliance orders), expenses, executions, encumbrances and recoveries on account of any liability, obligation, demand or cause of action of whatever nature that any creditor or any other person has or may be entitled to assert (including for, in respect of or arising out of environmental matters, pensions or post-employment benefits), whether known or unknown, matured or unmatured, contingent or actual, direct, indirect or derivative, at common law, in equity or under statute, foreseen or unforeseen, existing or hereafter arising, based in whole or part on any act, omission, transaction, duty, responsibility, indebtedness, liability, obligation, dealing, matter or occurrence existing or taking place at or prior to the date of this Order that in any way relates to or arises out of or is in connection with the assets, obligations, business or affairs of the Petitioners, the CCAA proceedings or any matter or transaction involving any of the members of the Petitioners occurring or in connection with the CCAA proceeding;
 - b. **"Directors and Officers"** means the Petitioners' current and former directors and officers;
 - c. **"Insured Claims"** means any D&O Claims that are covered by an applicable insurance policy of the Petitioners', but only to the extent of any such available insurance
3. Save and except any Insured Claims, any and all D&O Claims shall be deemed to be fully, finally and irrevocably and forever compromised, released, discharged, canceled and barred, and the ability of any person to proceed against any other person in respect of or relating to D&O Claims, whether directly, indirectly, derivatively or otherwise is hereby forever discharged, enjoined and restrained, and all proceedings with respect to, in connection with or relating to D&O Claims are hereby permanently stayed;
 4. Notwithstanding any other provision of this Order, nothing in this Order shall waive, discharge, release, cancel or bar any claim against the Directors and Officers that is not permitted to be released pursuant to s. 5.1(2) of the CCAA.
 5. Notwithstanding any other provision of this Order, Insured Claims shall not be compromised, released, discharged, cancelled or barred by this Order, and any person having an Insured Claim shall be irrevocably limited to recovery in respect of such Insured Claim solely from the proceeds of the applicable insurance policies, and persons with Insured Claims shall have no right to, and shall not, directly or indirectly, seek any recoveries in respect thereof from the Petitioners or the Directors and Officers, other than enforcing such person's rights to be paid by the applicable insurer(s) from the proceeds of the applicable insurance policies.

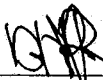
STAY EXTENSION

6. The stay of proceedings provided for in the Initial Order pronounced September 4, 2020, as thereafter amended and extended, be and is hereby extended to and including February 15, 2021.

GENERAL

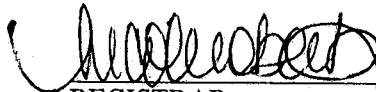
7. Endorsement of this Order by counsel appearing on this application other than the counsel for the Petitioners is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



for _____
Signature of David E. Gruber,
Lawyer for the Petitioners

BY THE COURT



REGISTRAR