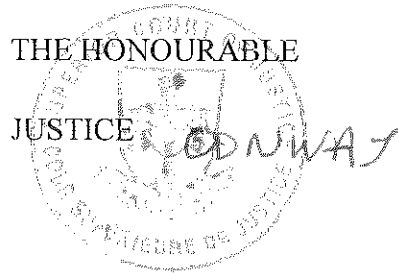


District of ONTARIO  
Division No.09 – Toronto  
Estate No. 31-2504280  
Court No. 31-2504280

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**IN BANKRUPTCY AND INSOLVENCY**



THURSDAY, THE 6<sup>th</sup>  
DAY OF JUNE, 2019

IN THE MATTER OF THE PROPOSAL OF  
TOONBOX ENTERTINMENT LTD.  
OF THE CITY OF TORONTO,  
IN THE MUNICIPALITY OF METROPOLITAN TORONTO,  
IN THE PROVINCE OF ONTARIO

**ORDER**

**THIS MOTION**, made by BDO Canada Limited (the “Proposal Trustee”) in its capacity as Proposal Trustee of The Nut Job 2 Productions and Toonbox Entertainment Ltd. (collectively, the "Companies") was heard this day at the Court House, 330 University Avenue, Toronto, Ontario.

**ON READING** the First Report of the Proposal Trustee dated May 27, 2019 (the "First Report") and upon hearing submissions of counsel for the Proposal Trustee,

1. **THIS COURT ORDERS** that the proposal proceedings of each The Nut Job 2 Productions Inc. bearing court file no. 31-2504276 and estate no. 31-2504276 and Toonbox Entertainment Ltd. bearing court file no. 31-2504280 and estate no. 31-2504280 (collectively the “Proposals”) together with the Interim Receivership proceedings bearing court file no. CV-19-618364-00CL be and are hereby consolidated solely for

administrative purposes, and the Proposal Trustee shall be authorized to prepare, serve and file a consolidated version of any motion material(s) and report(s) in respect of the Proposals or the Interim Receivership to creditors, the Official Receiver, and this Court, and any Motions brought in connection with one or both of the Proposals or the Interim Receivership may be consolidated. For greater clarity, the Proposals and the Interim Receivership shall, in all other respects, remain separate proceedings.

2. **THIS COURT ORDERS** a first-ranking priority charge over all of the Companies' assets, undertakings, and property, in the amount of \$200,000, in favour of the Proposal Trustee and its counsel, Lipman, Zener and Waxman PC ("LZW") be and is hereby approved.
3. **THIS COURT ORDERS** that the First Report and the conduct and activities of the Proposal Trustee, as set out in the First Report, be and are hereby approved.

  
\_\_\_\_\_

IN THE MATTER OF THE PROPOSAL OF  
TOONBOX ENTERTAINMENT LTD.  
OF THE CITY OF TORONTO,  
IN THE MUNICIPALITY OF METROPOLITAN TORONTO,  
IN THE PROVINCE OF ONTARIO

Court No. 31-2504280  
Estate No. 31-2504280

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**IN BANKRUPTCY AND INSOLVENCY**

Proceeding commenced at  
TORONTO

**ORDER**

**LIPMAN, ZENER & WAXMAN PC**  
Barristers and Solicitors  
1220 Eglinton Avenue West  
Toronto, Ontario  
M6C 2E3

**JASON D. SPETTER**  
LSUC No. 46105S

Tel.: 416-789-0652  
Fax: 416-789-9015

Lawyers for the Proposal Trustee