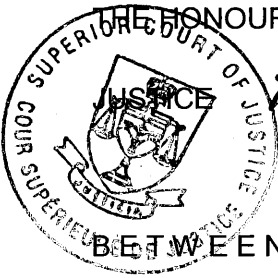


ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST



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HAINES )  
)

THURSDAY, THE 9TH  
DAY OF FEBRUARY, 2017

BETWEEN:

**GRAND RIVER ENTERPRISES SIX NATIONS LIMITED**

Applicant

- and -

**LANWEST MFG. TECHNOLOGIES INC.**

Respondent

**ORDER  
(Approval and Vesting re: Caledonia Property; Fee Approval)**

THIS MOTION, made by BDO Canada Limited in its capacity as receiver and manager (the "Receiver") of the undertaking, property and assets of Lanwest Mfg. Technologies Inc. (the "Debtor" or "Lanwest") for an order, *inter alia*, approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and Botelho Investments Limited (the "Purchaser") dated December 7, 2016 and appended to and described in the Second Report to Court of the Receiver dated February 6, 2017 and the Confidential Supplement to the Second Report (together, the "Second Report") and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report and on hearing the submissions of counsel for the Receiver and the Applicant, Grand River Enterprises Six Nations Limited ("GRE"), and other parties listed on the counsel slip, no one else appearing, although all parties on the service list were properly served as appears from the affidavits of service filed with the Court;

### **Service**

1. THIS COURT ORDERS AND DECLARES that the time for service and filing of the Notice of Motion, the Second Report and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

### **Approval and Vesting**

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "Receiver's Certificate"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on Schedule B hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Conway dated October 14, 2016; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater

certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Registry Division of Haldimand (No. 18) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets (the "Net Proceeds") shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the Net Proceeds with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

7. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings; and
- (b) the existing proceedings pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on BDO Canada Limited in its capacity as trustee in bankruptcy of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

9. 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 Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order

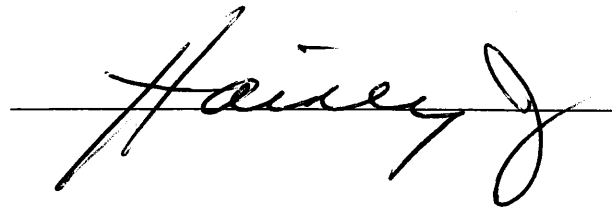
**Approval of Second Report and Sealing**

10. THIS COURT ORDERS that the Second Report, the activities of the Receiver as described therein and the Receiver's Statement of Receipts and Disbursements as at January 31, 2017 attached thereto, be and are hereby approved.

11. THIS COURT ORDERS that the Confidential Supplement to the Second Report be and shall remain sealed until the closing of the Transaction.

**Fee Approval**

12. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as described in the Second Report and the fee affidavits attached as Appendices "F" and "G" thereto, be and are hereby approved.

A large, stylized handwritten signature in black ink, appearing to read "Hainey", is written over a horizontal line.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

FEB 09 2017

PER / PAR:

Handwritten initials in black ink, possibly "ML", are written below the "PER / PAR:" label.

**Schedule A – Form of Receiver’s Certificate**

Court File No. CV-16-11546-00CL

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

**BETWEEN:**

**GRAND RIVER ENTERPRISES SIX NATIONS LIMITED**

Applicant

- and -

**LANWEST MFG. TECHNOLOGIES INC.**

Respondent

**RECEIVER’S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (the "Court") dated October 14, 2016, BDO Canada Limited was appointed as the receiver and manager (the "Receiver") of the undertaking, property and assets of Lanwest Mfg. Technologies Inc. (the "Debtor").

B. Pursuant to an Order of the Court dated February 9, 2017 (the "Approval Order"), the Court approved the agreement of purchase and sale made as of December 7, 2016 (the "Sale Agreement") between the Receiver and Botelho Investments Limited (the "Purchaser") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, including the Real Property, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the purchase price for the Purchased Assets; (ii) that the conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Approval Order.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the purchase price for the Purchased Assets payable on the closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**BDO CANADA LIMITED, in its capacity as  
Receiver of the undertaking, property and  
assets of Lanwest Mfg. Technologies Inc.,  
and not in its personal capacity**

Per: \_\_\_\_\_  
Name:  
Title:

**Schedule B – Purchased Assets**

PIN 38154-0217 (LT)

PT E1/2 LT 8 RANGE 1 WEST OF PLANK RD SENECA PT 1 18R680; HALDIMAND COUNTY

**Schedule C – Claims to be deleted and expunged from title to Real Property**

**REAL PROPERTY LIENS TO BE DISCHARGED**

**Specific Registrations**

1. Instrument No. CH54092 being Lien registered on July 22, 2014.

**Additional Registrations**

Together with such further claims (other than permitted encumbrances) as may arise and/or be registered against title to any of the Real Property described in Schedule B up to and including the time of closing of the Transaction (as set out in more detail by way of Applicant's solicitor's statement or affidavit annexed to the Application for Vesting Order.)



**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants  
related to the Real Property**

**(unaffected by the Vesting Order)**

N/A

GRAND RIVER ENTERPRISES SIX NATIONS LIMITED - and - LANWEST MFG. TECHNOLOGIES INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding Commenced at Toronto

**ORDER**  
**(Approval and Vesting re: Caledonia Property;  
Fee Approval)**

**SCARFONE HAWKINS LLP**  
One James Street South, 14th Floor  
Hamilton, ON L8P 4R5

**Michael J. Valente**  
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Tel: 905-523-1333 ext. 235  
Fax: 905-523-5878

Lawyers for BDO Canada Limited in its capacity as Receiver and Manager, Trustee in Bankruptcy and Proposal Trustee of Lanwest Mfg. Technologies Inc.