

COURT FILE NUMBER 2101-05682
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY
 PLAINTIFF ATB FINANCIAL
 DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.



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 April 21 2022

APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

DOCUMENT **DISTRIBUTION AND DISCHARGE ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

MLT AIKINS LLP
 2100, 222 3 Ave, SW
 Calgary, Alberta T2P 0B4
 Attention: Ryan Zahara
 Counsel for the Receiver, BDO Canada Limited
 Phone: 403.693.5420
 Fax: 403.508.4349
 File: 0128056.00003

DATE ON WHICH ORDER WAS PRONOUNCED: APRIL 21, 2022
LOCATION OF HEARING OR TRIAL: CALGARY, ALBERTA
NAME OF JUDGE WHO MADE THIS ORDER: HONOURABLE JUSTICE B.E.C. ROMAINE

UPON THE APPLICATION (the "**Application**") of BDO Canada Limited, in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions) ("**130 Alberta**"), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd. (collectively, the "**Debtors**"), for an Order declaring service of the materials in respect of this Application to be good and sufficient; approving the assignment of the Receiver's rights under the

Statement of Claim filed on April 4, 2022 in Court of Queen's Bench Action No. 2201-03947 against Wildrose Commodities Holdings Ltd. (the "**Wildrose Claim**") to ATB Financial ("**ATB**"); approving the Receiver's proposal for the destruction of the Debtors' corporate records in the Receiver's possession; approving the accounts of the Receiver and the Receiver's legal counsel; approving the final distribution of proceeds; and approving all of the Receiver's activities, and discharge of the Receiver; **AND UPON HAVING READ** the Receiver's Fourth Report dated April 11, 2022 (the "**Fourth Report**"); **AND UPON HAVING READ** the Affidavit of Service of Joy Mutuku, sworn on April 19, 2022; **AND UPON** hearing counsel for the Receiver and counsel for any other interested parties in attendance; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED THAT:

1. All capitalized terms not otherwise defined herein shall have the meaning given to them in the Fourth Report.
2. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
3. The Receiver's rights and interests under the Wildrose Claim are hereby assigned to ATB.
4. The Receiver's proposal regarding the destruction of the Debtors' corporate records, as set out in further detail in paragraph 25 of the Fourth Report, is hereby approved.
5. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Fourth Report, are hereby approved without the necessity of a formal passing of its accounts.
6. The accounts of the Receiver's legal counsel MLT Aikins LLP, for its fees and disbursements, as set out in the Fourth Report, are hereby approved without the necessity of a formal assessment of its accounts.
7. The Receiver's activities as set out in the Fourth Report and the Statement of Receipts and Disbursements as attached to the Fourth Report, are hereby ratified and approved.

8. The Receiver is authorized and directed to make the following distribution:
 - (a) \$66,267.00 payable to Farm Credit Canada, which represents the amount of funds realized from the sale of the Pambrun Plant, less costs of \$87,733.00 incurred and associated with the Receiver's taking possession of and selling the Pambrun Plant;
 - (b) all remaining funds payable to ATB, less a holdback (the "**Holdback**") in the amount of \$25,000.00 for legal and professional fees necessary to complete the administration of the Debtors' estates; and
 - (c) any remaining funds from the Holdback after completion of the Receiver's duties to be distributed to ATB.
9. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
10. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
11. Upon the Receiver filing with the Clerk of the Court a Certificate of Discharge of a licensed Trustee employed by the Receiver confirming that:
 - (a) all matters set out in paragraphs 4 and 8 of this Order have been completed; and
 - (b) completion of the other matters outlined in the Fourth Report, including payment of any other incidental amounts necessary to complete the administration of the Receivership Proceedings,

then the Receiver shall be discharged as Receiver of the Debtors, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

12. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the day of the transmission or delivery of such documents.
13. Service of this Order on any party not attending the Application is hereby dispensed with.



The Honourable Justice B.E.C. Romaine
Justice of the Court of Queen's Bench of Alberta

Schedule “A” – Discharge Certificate

COURT FILE NUMBER 2101-05682

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ATB FINANCIAL

DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

DOCUMENT **DISCHARGE CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **MLT AIKINS LLP**
2100, 222 3 Ave, SW
Calgary, Alberta T2P 0B4
Attention: Ryan Zahara
Counsel for the Receiver, BDO Canada Limited
Phone: 403.693.5420
Fax: 403.508.4349
File: 0128056.00003

RECITALS

- A. Pursuant to an Order of the Honourable Justice D.R. Mah of the Court of Queen’s Bench of Alberta, Judicial District of Calgary (the “**Court**”) dated April 26, 2021, BDO Canada Limited was appointed as the receiver (the “**Receiver**”) of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd. (collectively, the “**Debtors**”).

- B. Pursuant to an Order of the Honourable Justice B.E.C. Romaine, dated April 21, 2022 (the “**Distribution and Discharge Order**”), BDO Canada Limited was discharged as the Receiver of the Debtors, to be effective upon the filing by the Receiver with the Court of a

Receiver's Discharge Certificate confirming that all outstanding matters in the Receivership been completed to the satisfaction of the Receiver pursuant to paragraph 11 of the Distribution and Discharge Order.

THE RECEIVER CERTIFIES the following:

1. All Receivership costs and expenses as set out in the Fourth Report of the Receiver, dated April 11, 2022 (the "**Fourth Report**"), including the Final Accounts (as defined in the Fourth Report), have been paid.
2. Pursuant to paragraph 4 of the Distribution and Discharge Order, all records of the Debtors have been either destroyed or placed into storage with final instructions for destruction in accordance with all statutory requirements for the retention and destruction of records.
3. Pursuant to paragraph 8 of the Distribution and Discharge Order, all proceeds have been distributed to the secured creditors and there are no residual funds available for distribution to the creditors.
4. The administration of the Receivership proceedings, as set out more fully in the Fourth Report, has been completed.

BDO Canada Limited, in its Capacity as Receiver and Manager of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd., and not in its personal or corporate capacity

Per: _____

Name:

Title: