

Court File No. CV-20-00645270-00CL

Estate File No. 31-459054

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**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE C. A. GILMORE

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)
)

THURSDAY, THE 11TH
DAY OF FEBRUARY, 2021

B E T W E E N:

**VECTOR FINANCIAL SERVICES LIMITED
and
OLYMPIA TRUST COMPANY**

Applicants

- and -

10299839 CANADA INC. and 10298786 CANADA INC.

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by **Pollard & Associates Inc.**, in its capacity as receiver and manager (in such capacities, the “**Receiver**”), of all of the assets, undertakings and properties of 10299839 Canada Inc. and 10298786 Canada Inc. (collectively, the “**Debtors**”), appointed as Receiver pursuant to the Order of the Honourable Justice C.A. Gilmore dated September 8, 2020 (the “**Appointment Order**”), for an Order, among other things, approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale made as of December 17, 2020 (the “**Sales Agreement**”) between the Receiver, as vendor, and Sundeep Yashpal, as purchaser, and as assigned by Sundeep Yashpal, as assignor, to Saach Homes GP Inc. (the “**Purchaser**”), as assignee, pursuant to an assignment and assumption of purchase agreement dated as of February 3, 2021, and vesting in the Purchaser, the Debtors’ right, title and interest in

and to the assets described in the Sale Agreement (the “**Purchased Assets**”), was heard this day by way of judicial videoconference via Zoom as a result of the COVID-19 pandemic.

ON READING the First Report to the Court of the Receiver dated January 22, 2021 (the “**Report**”), and on hearing the submissions of counsel for the Receiver, the Applicants, 10299839 Canada Inc. and 10298786 Canada Inc., no one appearing for any other person on the service list, although properly served as appears from the affidavit of Hayley Morgan sworn January 26, 2021, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
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 Debtors’ 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 C.A. Gilmore dated September 8, 2020; (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 Land Titles Division of Peel (LRO # 43), of an Application for Vesting Order in the form prescribed by the Land Titles Act and/or the Land Registration Reform 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 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 from the sale of the Purchased Assets 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;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or

voidable by creditors of the Debtors, 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 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.

A handwritten signature in blue ink, appearing to read "C. [unclear] T.", is written above a horizontal line.

Schedule A – Form of Receiver’s Certificate

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**ONTARIO
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B E T W E E N:

**VECTOR FINANCIAL SERVICES LIMITED
and
OLYMPIA TRUST COMPANY**

Applicants

- and -

10299839 CANADA INC. and 10298786 CANADA INC.

Respondents

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice C.A. Gilmore of the Ontario Superior Court of Justice, Commercial List, (the "**Court**") dated September 8, 2020, Pollard & Associates Inc. was appointed as the receiver and manager (in such capacities, the "**Receiver**") of the undertakings and properties of 10299839 Canada Inc. and 10298786 Canada Inc. (collectively, the "**Companies**" or the "**Debtors**").

B. Pursuant to an Order of the Court dated February 11, 2021, the Court approved the agreement of purchase and sale made as of December 17, 2020 (the "**Sale Agreement**") between the Receiver, as vendor, and Sundeep Yashpal, as purchaser, and as assigned by Sundeep Yashpal, as assignor, to Saach Homes GP Inc. (the "**Purchaser**"), as assignee, pursuant to an assignment and assumption of purchase agreement dated as of February 3, 2021 (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtors’ right, title and

interest in and to the Purchased Assets, 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 Sale Agreement.

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 on 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 by email as a result of the COVID pandemic at _____ [TIME] on _____ [DATE].

POLLARD & ASSOCIATES INC., in its capacity as Receiver and Manager of 10299839 Canada Inc. and 10298786 Canada Inc., and not in its personal capacity

Per: _____

Name:

Title:

Schedule B – Purchased Assets

FIRSTLY:

PIN 13470-0012 (LT)

LOT 74 PL 409; MISSISSAUGA.

SECONDLY:

PIN 13470-0531 (LT)

LOT 93 PL 409 SAVE AND EXCEPT PT 4 PL 43R-29085; MISSISSAUGA.

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

1. Instrument No. PR3164382 registered 2017/07/13;
2. Instrument No. PR3187013 registered 2017/08/18;
3. Instrument No. PR3215303 registered 2017/10/06;
4. Instrument No. PR3455207 registered 2019/03/11;
5. Instrument No. PR3455208 registered 2019/03/11;
6. Instrument No. PR3463816 registered 2019/04/01;
7. Instrument No. PR3463817 registered 2019/04/01;
8. Instrument No. PR3463818 registered 2019/04/01;
9. Instrument No. PR3463819 registered 2019/04/01;

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

(Unaffected by the Vesting Order)

None

BETWEEN

VECTOR FINANCIAL SERVICES LIMITED et al.
Applicants

-and-

10299839 CANADA INC. et al.
Respondents

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ONTARIO
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Proceeding commenced at TORONTO

APPROVAL AND VESTING ORDER

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