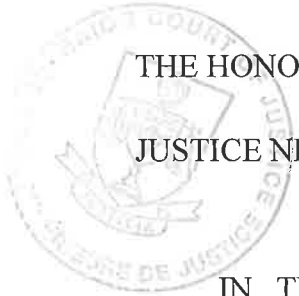


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**



THE HONOURABLE MR.)
)
JUSTICE NEWBOULD) MONDAY, THE 19TH DAY
) OF DECEMBER, 2016

IN THE MATTER OF THE LIQUIDATION OF LWP CAPITAL INC.
PURSUANT TO SECTION 211 OF THE *CANADA BUSINESS CORPORATIONS
ACT*, R.S.C. 1985, c. C-44, AS AMENDED

and

KSV ADVISORY INC. IN ITS CAPACITY AS LIQUIDATOR OF LWP
CAPITAL INC.

Applicant

**ORDER
(Motion Returnable December 19, 2016)**

THIS MOTION, made by KSV Advisory Inc. in its capacity as the liquidator (in such capacity, the “**Liquidator**”) of LWP Capital Inc., formerly “Legumex Walker Inc.” (“**LWP**”), pursuant to the *Canada Business Corporations Act*, R.S.C. 1989, c. C-44, as amended (the “**CBCA**”), for an Order, among other things: (i) relieving LWP and the Liquidator from any obligation to call and hold a meeting (annual or otherwise) of LWP’s shareholders as required under the CBCA, under paragraph 4.2(m) of the Liquidation Plan (as defined below), or otherwise; (ii) granting an extension of time pursuant to CBCA s. 223(2)(b) for the approval of final accounts and for seeking an order permitting a distribution to shareholders as required in s. 223(2)(a); (iii) approving the activities, reports and conduct of the Liquidator; and (iv) approving the fees and disbursements of the Liquidator and its counsel through October 31, 2016, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Liquidator dated December 8, 2016 (the “**Third Report**”) and on hearing the submissions of counsel for the Liquidator, no one appearing for any other person on the service list, although duly served.

SERVICE

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

SHAREHOLDER MEETINGS

2. THIS COURT ORDERS that LWP and the Liquidator are hereby relieved of any obligation to call and hold a meeting (annual or otherwise) of LWP’s shareholders as required under the CBCA, under paragraph 4.2(m) of the plan of liquidation and distribution dated December 31, 2015 (the “**Liquidation Plan**”), or otherwise, until such time as the Liquidator, in consultation with the inspectors of the Company’s liquidation appointed pursuant to s. 217 of the CBCA (the “**Inspectors**”), determines necessary, or until further Order of this Court.

EXTENSION OF TIME FOR APPROVAL OF ACCOUNTS AND DISTRIBUTION

3. THIS COURT ORDERS that the Liquidator shall hereby be granted an extension pursuant to section 223(2)(b) of the CBCA for the purpose of seeking approval of final accounts and seeking an order of this Court permitting the Liquidator to make distributions as required by s. 223(2)(a) of the CBCA until such time as the Liquidator, in consultation with the Inspectors, determines necessary or until further Order of this Court.

4. THIS COURT ORDERS that the notice requirements under section s. 223(4) of the CBCA, for the purposes of the relief granted herein pursuant to s. 223(2)(b) of the CBCA, shall be satisfied by providing notice to the Director (as defined in the CBCA) and to the Inspectors.

APPROVAL OF LIQUIDATOR'S ACTIVITIES AND CONDUCT

5. THIS COURT ORDERS that the first report of the Liquidator dated January 4, 2016, the second report of the Liquidator dated March 10, 2016, and the Third Report (collectively, the "**Liquidator's Reports**") are each hereby approved and that the activities and conduct of the Liquidator as described in the Liquidator's Reports are hereby ratified and approved.

APPROVAL OF FEES AND DISBURSEMENTS

6. THIS COURT ORDERS that the fees and disbursements of the Liquidator as set out in the Third Report and the Affidavit of David Sieradzki sworn December 8, 2016 are hereby approved.

7. THIS COURT ORDERS that the fees and disbursements of Osler, Hoskin & Harcourt LLP as set out in the Third Report and the affidavit of Martino Calvaruso sworn December 8, 2016 are hereby approved.

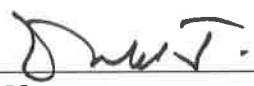
8. THIS COURT ORDERS that the fees and disbursements of Borden Ladner Gervais LLP, in its capacity as counsel to the Liquidator, as set out in the Third Report and the affidavit of Philippe Tardif sworn December 8, 2016, are hereby approved.

GENERAL PROVISIONS

9. THIS COURT ORDERS that the Liquidator may from time to time apply to this Court for advice and directions in connection with the discharge or variation of its powers and duties as modified by this Order.

10. 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 Liquidator and its respective 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 Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Liquidator and its respective agents in carrying out the terms of this Order.

11. THIS COURT ORDERS that the Liquidator be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Liquidator is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.



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

DEC 19 2016

PER / PAR: 

IN THE MATTER OF THE LIQUIDATION OF LWP CAPITAL INC. PURSUANT TO SECTION 211 OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985, c. C-44, AS AMENDED

and

KSV ADVISORY INC. IN ITS CAPACITY AS LIQUIDATOR OF LWP CAPITAL INC.

Applicant

Court File No. CV-16-11242-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

**ORDER
(Motion Returnable December 19, 2016)**

OSLER, HOSKIN & HARCOURT LLP

Box 50, 1 First Canadian Place

Toronto, Canada M5X 1B8

Fax: 416.862.6666

Marc Wasserman (LSUC#: 44066M)

Tel: 416.862.4908

Martino Calvaruso (LSUC #: 57359Q)

Tel: 416.862.6665

Sean Stidwill (LSUC#: 71078J)

Tel: 416.862.4871

Lawyers for the Liquidator, KSV Advisory Inc.