

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

FCMI PARENT CO.

The Honourable
Mr. Justice
Penny

December 5, 2019

Applicant

- and -

**GEDEX SYSTEMS INC., GEDEX AVIATION INC., BLACK BAY
MINERALS CORPORATION, GEDEX EXPLORATION INC., and
GEDEX EARTH INC.**

Respondents

**APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C 1985, c. C-36**

CCAA TERMINATION ORDER

THIS MOTION, made by Zeifman Partners Inc. in its capacity as the Court-appointed Monitor (the "**Monitor**") of the Respondents (collectively, the "**Debtors**"), for an order:

1. approving the activities of the Monitor as set out in the Third Report of the Monitor dated December 3, 2019 (the "**Third Report**");
2. approving the fees and disbursements of the Monitor and its counsel;
3. approving the distribution of the remaining proceeds available (if any) in the estate of the Debtors;
4. discharging Zeifman Partners Inc. as Monitor of the Debtors; and
5. releasing Zeifman Partners Inc. from any and all liability.

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report, the affidavit of Allan Rutman affirmed December 3, 2019 (the "**Rutman Affidavit**"), the affidavit of Asim Iqbal sworn December 3, 2019 (the "**Iqbal**



Affidavit”), and on hearing the submissions of counsel for the Monitor, no one else appearing although served as evidenced by the Affidavit of Shallon Garrafa sworn December 3, 2019, filed;

DEFINED TERMS

1. **THIS COURT ORDERS** that, unless otherwise stated, capitalized terms used and not defined herein shall have the meanings given to them in the Initial Order dated August 12, 2019 (as amended, the “**Initial Order**”).

SERVICE

2. **THIS COURT ORDERS** that the time and method of service and notice of this Motion is hereby validated and that this Motion is properly returnable today without further service or notice thereof.

APPROVAL OF MONITOR’S ACTIVITIES AND CONDUCT

3. **THIS COURT ORDERS** that the Third Report, and the actions, decisions and conduct of the Monitor as set out in the Third Report, are authorized and approved, provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

TERMINATION OF CCAA PROCEEDINGS

4. **THIS COURT ORDERS** that effective at the date and time (the “**CCAA Termination Time**”) on which the Monitor files with the Court the certificate substantially in the form attached hereto as **Schedule “A”** (the “**Discharge Certificate**”), certifying that all matters to be attended to in connection with these CCAA proceedings as set out in the Third Report have been completed, these CCAA proceedings shall be automatically terminated without any further act or formality and, except as expressly set out herein, the Initial Order, including any charges thereunder, shall have no further force or effect.

5. **THIS COURT ORDERS** that the Stay Period shall expire on the earlier of the CCAA Termination Time and January 31, 2020 and is hereby extended until such time.

6. **THIS COURT ORDERS** that the Monitor shall, at least five (5) days prior to the proposed CCAA Termination Time, post on the Monitor's website and serve on the service list for these CCAA proceedings notice of the Monitor's intention to file the Discharge Certificate.

APPROVAL OF FEES

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor, as set out in the Third Report and the Rutman Affidavit in the aggregate amount of \$3,794.68 (including HST and disbursements) are approved.

8. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's counsel, Miller Thomson LLP ("**Miller Thomson**"), as set out in the Third Report and the Iqbal Affidavit in the aggregate amount of \$26,199.98 (including HST and disbursements) are approved.

9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Miller Thomson, estimated not to exceed \$10,000 (plus HST) in the aggregate, to complete the remaining duties and administration of these CCAA proceedings are approved without further Order of this Court.

DISTRIBUTION OF REMAINING PROCEEDS

10. **THIS COURT ORDERS** that, after payment of (i) the MBHD Priority Amount (as defined in the Third Report), and (ii) the fees and disbursements herein approved and any other outstanding amount secured by the Administration Charge (as defined in the Initial Order), the Monitor shall distribute the monies remaining in its hands to FCMI Parent Co.

11. **THIS COURT ORDERS AND DECLARES** that, effective as at the CCAA Termination Time, Zeifman Partners Inc. shall be discharged as Monitor of the Debtors and shall have no further duties, obligations or responsibilities as Monitor in these CCAA proceedings.

RELEASE

12. **THIS COURT ORDERS AND DECLARES** that, effective as at the CCAA Termination Time, the Monitor and its counsel, Miller Thomson, and each of their respective affiliates, officers, directors, partners, employees and agents (collectively, the "**Released Parties**") shall be and are hereby released and discharged from any and all claims that any Person may have or be entitled to

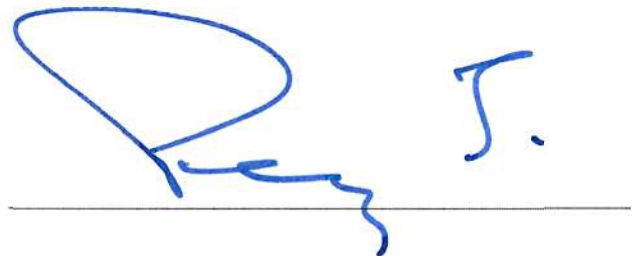
assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to arising out of or in respect of these CCAA proceedings or with respect to their conduct in these CCAA proceedings (collectively, the “**Released Claims**”) and any such Released Claims are hereby released, stayed, extinguished and forever barred, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Released Parties.

13. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the termination of these CCAA proceedings, and the discharge of the Monitor, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed.

14. **THIS COURT ORDERS** that no action or other proceeding may be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor in these CCAA proceedings except with prior leave of this Court and on prior written notice to the Monitor.

ADVICE AND DIRECTIONS

15. **THIS COURT ORDERS** that the Monitor may apply this Court as necessary to seek further orders and directions to give effect to this Order.

A handwritten signature in blue ink, consisting of a large, stylized initial 'R' followed by a smaller 'J.' and a horizontal line underneath.

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

DEC 05 2019

PER / PAR: **VS**

Schedule “A” – Discharge Certificate

Court File No.: CV-19-625224-00CL

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

FCMI PARENT CO.

Applicant

- and -

**GEDEX SYSTEMS INC., GEDEX AVIATION INC., BLACK BAY
MINERALS CORPORATION, GEDEX EXPLORATION INC., and
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DISCHARGE CERTIFICATE

RECITALS

1. On application by FCMI Parent Co. proceedings under the *Companies’ Creditors Arrangement Act* (“**CCAA**”) were commenced in respect of Gedex Systems Inc., Gedex Aviation Inc., Black Bay Minerals Corporation, Gedex Exploration Inc. and Gedex Earth Inc. (collectively, the “**Debtors**”) pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 12, 2019 (the “**Initial Order**”).
2. Zeifman Partners Inc. (the “**Monitor**”) was appointed as Monitor of the Debtors in these CCAA proceedings pursuant to the Initial Order.
3. Pursuant to the CCAA Termination Order granted [●], 2019, the Court approved, among other things, the termination of these CCAA proceedings effective at the date and time (the “**CCAA Termination Time**”) on which the Monitor files this Discharge Certificate with the Court.

THE MONITOR CONFIRMS the following:

1. All remaining matters to be attended to in connection with these CCAA proceedings, as set out in the Third Report of the Monitor dated December 3, 2019, have been completed.
2. Accordingly, the CCAA Termination Time has occurred at the date and time set forth below.

DATED at Toronto, Ontario this ____ day of _____, 2019

**Zeifman Partners Inc., in its capacity as
Monitor of Gedex Systems Inc., Gedex
Aviation Inc., Black Bay Minerals
Corporation, Gedex Exploration Inc., and
Gedex Earth Inc. and not in its personal
capacity**

Per: _____

Name: Allan Rutnan

Title: President

FCMI PARENT CO.

- and - GEDEX SYSTEMS INC., GEDEX AVIATION INC., BLACK BAY MINERALS CORPORATION, GEDEX EXPLORATION INC., and GEDEX EARTH INC.

Applicant

Respondents

Court File No: CV-19-625224-00CL

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

PROCEEDING COMMENCED AT TORONTO

ORDER

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Lawyers for Zeifman Partners Inc., Court-appointed
Monitor of the Respondents