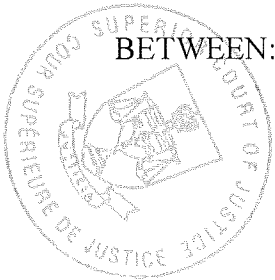


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) THURSDAY, THE 31ST
)
JUSTICE MYERS) DAY OF AUGUST, 2017



BETWEEN:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

**ASTORIA ORGANIC MATTERS LTD. and
ASTORIA ORGANIC MATTERS CANADA LP**

Respondents

**ORDER
(re Approval of Fees and Interim R&D)**

THIS MOTION, made by BDO Canada Limited, in its capacity as Court appointed receiver (in such capacity, the “**Receiver**”), without security, of the undertaking, property and assets of each of Astoria Organic Matters Ltd. and Astoria Organic Matters Canada LP for an Order, *inter alia*, (i) approving the First Report of the Receiver dated August 16, 2017 (the “**First Report**”), (ii) approving the Second Supplement to the First Report dated August 21, 2017 (the “**Second Supplement**”), (iii) approving the Third Supplement to the First Report dated August 22, 2017 (the “**Third Supplement**”), and (iv) approving the fees and disbursements of the Receiver and its legal counsel, Aird & Berlis LLP, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Receiver, including the First Report, the Second Supplement, the fee affidavit of Steven L. Graff sworn August 15, 2017 and the fee affidavit of Angelo Consoli sworn August 15, 2017, and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Paula Hoosain and Kyle Plunkett sworn August 16, 2017, August 21, 2017 and August 22, 2017, respectively, filed:

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the time for service of this Motion and the Motion Record herein are properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF FIRST REPORT, SECOND SUPPLEMENT AND THIRD SUPPLEMENT

2. **THIS COURT ORDERS** that the First Report and the conduct and activities of the Receiver described therein be and are hereby approved.

3. **THIS COURT ORDERS** that the Second Supplement and the conduct and activities of the Receiver described therein be and are hereby approved.

4. **THIS COURT ORDERS** that the Third Supplement and the conduct and activities of the Receiver described therein be and are hereby approved.

APPROVAL OF FEES AND DISBURSEMENTS

5. **THIS COURT ORDERS** that fees and disbursements of the Receiver, being fees and disbursements of \$149,005.01 plus HST of \$19,370.65, totalling \$168,375.66 as set out in Appendix I to the First Report, are approved.

6. **THIS COURT ORDERS** that fees and disbursements of the Receiver's legal counsel, Aird & Berlis LLP, being \$88,161.50 in fees and disbursements of \$797.93 plus HST of \$11,559.53, totalling \$100,518.96 as set out in Appendix J to the First Report, are approved.


APPROVAL OF INTERIM RECEIPTS AND DISBURSEMENTS

7. **THIS COURT ORDERS** that the Interim Statement of Receipts and Disbursements of the Receiver as set out in Appendix K to the First Report is ratified and approved.



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

AUG 3 1 2017

PER / PAR: 

BUSINESS DEVELOPMENT BANK OF CANADA and

Applicant

**ASTORIA ORGANIC MATTERS LTD. and
ASTORIA ORGANIC MATTERS CANADA LP**

Respondents

(Short title of proceeding)

Court File No. CV-17-11760-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

ORDER

(Approval of Fees and Interim R&D)

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, Box 754
181 Bay Street
Toronto, ON M5J 2T9
Tel: 416.863.1500
Fax: 416.863.1515

Steven L. Graft (LSUC # 31871V)
Kyle Plunkett (LSUC # 61044N)

*Lawyers for . BDO Canada Limited, in
its capacity as Court appointed receiver
of Astoria Organic Matters and Ltd. and
Astoria Organic Matters Canada LP*