

COURT FILE NUMBER KBG-SA-00184-2024

**COURT OF KING'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE SASKATOON

APPLICANT ROYAL BANK OF CANADA

RESPONDENT miENERGY INC.

**NOTICE OF APPLICATION
(Discharge Order)**

NOTICE TO RESPONDENT

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Where	Court House, 520 Spadina Crescent East, Saskatoon, Saskatchewan
Date	Tuesday, May 14, 2024
Time	1:30 pm

Remedy claimed or sought:

1. An Order in substantially the form of the enclosed draft Discharge Order:
 - (a) discharging BDO Canada Limited ("**BDO**") as Interim Receiver and Administrator (the "**IR Administrator**") of miEnergy Inc (the "**Debtor**");
 - (b) approving the conduct and activities of BDO as the IR Administrator; and
 - (c) approving the professional fees and disbursements of BDO and its legal counsel.
2. Such further and other relief as counsel may request and this Honourable Court may allow.

Grounds for making this application:

3. The IR Administrator has substantially completed the mandate which it was directed to complete by previous Orders of his Court granted in these proceedings.

4. Royal Bank of Canada has indicated its intention to apply to Court on May 14, 2024 to obtain a Receivership Order over the assets of the Debtor, based upon a Consent Receivership Order previously obtained by it.
5. As more particularly detailed in the Second Report of the IR Administrator dated May 10, 2024, as well as all other reports filed in these proceedings:
 - (a) BDO's mandate has at all times been carried out with efficiency and integrity and with due regard for the interests of all parties; and
 - (b) the professional fees and disbursements of BDO and its legal counsel are fair and reasonable in the circumstances.
6. Such further or other grounds as counsel may advise and this Honourable Court may allow.

Material or evidence to be relied on:

7. This Notice of Application, with proof of service;
8. First Report of the IR Administrator dated April 5, 2024;
9. Second Report of the IR Administrator dated May 10, 2024;
10. A form and draft Order (Discharge);
11. A redline document showing the changed in the proposed Order (Discharge) from the Saskatchewan Template Distribution and Discharge Order; and
12. Such further and other materials as counsel may advise and this Honourable Court may allow.

Applicable Acts and Regulations:

13. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, Part XI.

DATED at Saskatoon, Saskatchewan, this 10th day of May, 2024.

MLT Aikins LLP

Per: 

Jeffrey M. Lee, K.C., counsel for the
Interim Receiver and Administrator, BDO
Canada Limited

NOTICE

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of firm:	MLT Aikins LLP
Lawyer in charge of file:	Jeffrey M. Lee, K.C.
Address of firm:	Suite 1201 - 409 3rd Avenue S, Saskatoon, SK S7K 5R5
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COURT OF KING'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE SASKATOON

APPLICANT ROYAL BANK OF CANADA

RESPONDENT miENERGY INC.

IN THE MATTER OF THE INTERIM RECEIVERSHIP OF miENERGY INC.

**ORDER
(Discharge)**

Before the Honourable Mr. Justice R.W. Elson in Chambers the 14th day of May, 2024.

Upon the application of Jeffrey M. Lee, K.C. counsel on behalf of BDO Canada Limited in its capacity as the Court-appointed Interim Receiver and Administrator (the "**IR Administrator**") with respect to the assets, undertakings and properties (collectively, the "**Property**") of miEnergy Inc. (the "**Debtor**"), and upon reading the Notice of Application dated May 10, 2024, the First Report of the IR Administrator dated April 5, 2024 (the "**First Report**") the Second Report of the IR Administrator dated May 10, 2024 (the "**Second Report**"), and a proposed draft Order, all filed; and the pleadings and proceedings herein;

The Court Orders:

1. Service of notice of this application and supporting materials is hereby declared to be good, timely and sufficient, and 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 time actually given.
2. The professional fees and disbursements of the IR Administrator, as set out in the Second Report (including the Estimated IR Administrator Fees necessary to conclude this interim receivership), are hereby approved without the necessity of a formal passing of its accounts.
3. The professional fees and disbursements of the IR Administrator's legal counsel, MLT Aikins LLP, as set out in the Second Report (including the Estimated Legal Fees necessary to conclude this interim receivership), are hereby approved without the necessity of a formal assessment of its accounts.
4. All activities, actions and proposed courses of action of the IR Administrator (collectively, the "**Actions of the IR Administrator**") to date in relation to the discharge of its duties and mandate as IR Administrator of the Property pursuant to the Orders of this Honourable Court in these proceedings (collectively, the "**IR Administrator's Mandate**"), as such Actions of the

IR Administrator are more particularly described in the First Report and the Second Report, as well as the statement of receipts and disbursements contained in the Second Report, shall be and are hereby approved and confirmed.

5. The IR Administrator shall be discharged as IR Administrator of the Property, provided that notwithstanding its discharge herein:
 - (a) the IR Administrator shall remain IR Administrator for the performance of such routine administrative tasks as may be required to complete the administration of the interim receivership herein; and
 - (b) the IR Administrator shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of BDO Canada Limited in its capacity as IR Administrator.

6. It is hereby adjudged and declared that, based upon the evidence that is currently before this Honourable Court in regard to the Actions of the IR Administrator:
 - (a) the IR Administrator has acted honestly and in good faith, and has dealt with the Property and carried out the IR Administrator's Mandate in a commercially reasonable manner;
 - (b) the IR Administrator has satisfied all of its duties and obligations pursuant to the IR Administrator's Mandate;
 - (c) the IR Administrator shall not be liable for any act or omission arising from, relating to or in connection with its discharge of the IR Administrator's Mandate, save and except for any liability arising out of fraud, gross negligence or willful misconduct on the part of the IR Administrator;
 - (d) the IR Administrator has never had and shall not in the future have any liability in regard to any act or omission of the Debtor, including, without limitation, in relation to the business of the Debtor, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by the Debtor; and
 - (e) no person shall commence an action or proceeding asserting a claim against the IR Administrator arising from, relating to or in connection with its discharge of the IR Administrator's Mandate without first obtaining an Order of this Honourable Court (on notice to the IR Administrator) granting such person leave to commence such action

or proceeding, and any such action or proceeding commenced without such leave being obtained is a nullity.

7. Subject to the foregoing, any claims against the IR Administrator in connection with the IR Administrators Mandate are hereby stayed, extinguished and forever barred.
8. Notwithstanding the discharge of the IR Administrator, the IR Administrator is hereby granted leave to apply to this Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.
9. This Order shall have full force and effect in all Province and Territories in Canada, outside Canada and against all Persons against whom it may be enforceable.
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 IR Administrator 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 IR Administrator, 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.
11. Service of this Order on any party not attending this application is hereby dispensed with. Parties attending this application shall be served in accordance with the Electronic Case Information and Service Protocol adopted in the Interim Receivership Order granted by the Honourable Mr. Justice R.W. Elson in these proceedings on
12. The Applicant shall have the costs of this application.

ISSUED at Saskatoon, Saskatchewan, this ____ day of May, 2024.

(Deputy) Local Registrar

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of firm:	MLT Aikins LLP
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