

COURT FILE NO.: 2101-00809
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF BANK OF MONTREAL
DEFENDANTS METRO PAVING AND ROADBUILDING LTD., METRO PAVING LTD.,
METRO PARS CORPORATION and GRASSLANDS OF BEISEKER
DEVELOPMENT CORPORATION



DOCUMENT **SEALING ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta, T2P 5C5
Telephone: (403) 351-2921
Facsimile: (403) 648-1151
Email: joliver@cassels.com / dmarechal@cassels.com
File No.: 28677-31

Attention: Jeffrey Oliver / Danielle Marechal

DATE ON WHICH ORDER WAS PRONOUNCED: March 26, 2021
NAME OF JUSTICE WHO MADE THIS ORDER: Justice D.R. Mah
LOCATION OF HEARING: Edmonton, Alberta

UPON THE APPLICATION OF BDO Canada Limited, in its capacity as receiver and manager (in such capacity, the “**Receiver**”) of the assets, undertakings and properties of Metro Paving and Roadbuilding Ltd. (“**Roadbuilding**”), Metro Paving Ltd. (“**Paving**”), Metro Pars Corporation (“**Pars**”) and Grasslands of Beiseker Development Corporation (“**Grasslands**” and together with Roadbuilding and Pars, the “**Companies**”) for an Order, among other things, (i) authorizing the Receiver to enter into an auction services agreement (the “**Auction Agreement**”) with Corporate Assets Inc. (the “**Auctioneer**”) on terms that are substantially similar to the auction proposal submitted by the Auctioneer on February 19, 2021 (the “**Auction Proposal**”); (ii) authorizing the Auctioneer to conduct an auction in accordance with terms substantially similar to the Auction Proposal (the “**Auction**”); and (iii) approving the proposed marketing and sale (the “**Sales Process**”) of certain of the Companies’ real estate assets on terms substantially similar to the listing proposals submitted by Jones Lang LaSalle Real Estate Services Inc. and Mr. John Corcoran of Royal LePage Mission; **AND UPON HAVING** read the Receivership Order

pronounced on January 20, 2021, the First Report of the Receiver dated March 15, 2021 (the "**Report**"), the Confidential Supplement to the Report dated March 15, 2021 (the "**Confidential Supplement**") and the Affidavit of Service of Richard Kay, sworn March 24, 2021; **AND UPON HEARING** counsel for the Receiver, counsel to the Bank of Montreal and all other interested parties present;

IT IS HEREBY ORDERED THAT:

1. Service of this Application and supporting materials is hereby declared to be good 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 actually given.

Sealing Order

2. The Confidential Supplement shall be sealed on the Court file, notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*, Alta Reg 124/2010, until the Receiver files a certificate evidencing its discharge in this proceeding.
3. The Confidential Supplement shall, until the earlier of: (i) the filing of Receiver's certificate(s) confirming that the Auction Agreement and the Sales Process have been completed to the satisfaction of the Receiver; (ii) the discharge of the Receiver; or (iii) further Order of this Honourable Court, be sealed and kept confidential, to be shown only to a Justice of the Court of Queen's Bench of Alberta, and accordingly, shall be filed with the Clerk of the Court who shall keep the Confidential Supplement in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED IN COURT FILE NO. 2101-00814. THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE MR. JUSTICE D.R. MAH ON MARCH 26, 2021.

4. The Receiver is empowered and authorized, but not directed, to provide the Confidential Supplement (or any portion thereof, or information contained therein) to any interested party, entity or person that the Receiver considers reasonable in the circumstances, subject to confidentiality arrangements satisfactory to the Receiver.
5. Any party may apply to set aside paragraph 2 of this order upon providing the Receiver and all other interested parties with 5 days notice of such application.
6. Service of this order shall be deemed good and sufficient by serving same on the persons listed on the service list in these proceedings and by posting a copy of it on the Receiver's website at: <http://www.bdo.ca/en-ca/extranets/metrogroupofcompanies>.

7. Service of this order on any party not listed on the service list for this application is hereby dispensed with.



J.C.Q.B.A