

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE 24TH
JUSTICE PENNY) DAY OF NOVEMBER, 2021

B E T W E E N:

LIQUID CAPITAL EXCHANGE CORP.

Applicant

-and-

1635536 ONTARIO INC. O/A VERSITEC MARINE & INDUSTRIAL,
VERSITEC MARINE HOLDINGS INC., VERSITEC MARINE USA INC.,
DAVID TAYLOR, REUBEN KARY BYRD and DAVID CARPENTER

Respondents

APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED

DISCHARGE ORDER

THIS MOTION, made by Liquid Capital Exchange Corp. (“**LCX**”) on behalf of BDO Canada Limited (“**BDO**”) in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of all the Property of 1635536 Ontario Inc. o/a Versitec Marine & Industrial (“**Versitec Canada**”) and Versitec Marine USA Inc. (“**Versitec USA**”, and collectively the “**Debtor**”), for an Order:

1. approving the activities of the Receiver as set out in the Fourth Report of the Receiver dated November 18, 2021 (the “**Fourth Report**”);
2. approving the fees and disbursements of the Receiver and its counsel;

3. approving the distribution of the remaining proceeds available in the estate of the Debtor;
4. discharging BDO Canada Limited as Receiver of the undertaking, property and assets of the Debtor; and
5. releasing BDO Canada Limited from any and all liability, as set out in paragraph 5 of this Order,

was heard this day by zoom videoconference on November 24, 2021.

ON READING the Motion Record of the moving Party, the Fourth Report, the Affidavit of Jonathan Brindley sworn November 18, 2021, the affidavits of the Receiver and its counsel as to fees (the “**Fee Affidavits**”), and on hearing the submissions of counsel for those parties in attendance,

1. THIS COURT ORDERS that the Fourth Report and the activities of the Receiver as set out therein, are hereby approved.
2. THIS COURT ORDERS that the Receiver is hereby authorized and directed to:
 - (a) upon the Receiver being satisfied that provision has been made for the funding of the same, cause Versitec Canada to make an assignment in bankruptcy and, as necessary, execute all necessary documents on behalf of Versitec Canada to effect the same and to appoint BDO Canada Limited as its trustee in bankruptcy;
 - (b) assign the Outstanding Claims, as defined in the Fourth Report, to LCX, on the condition that LCX undertake to account back to the Debtor or any trustee or

administrator of the Debtor's estate(s) in respect of any recoveries received in excess of the shortfall on its security; and

(c) complete the Final Activities, as defined in the Fourth Report.

3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Fourth Report and the Fee Affidavits, are hereby approved.

4. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved and being satisfied that provision has been made for the funding of the bankruptcy of Versitec Canada, the Receiver shall pay the monies remaining in its hands to LCX.

5. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 3 hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Fourth Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of BDO in its capacity as Receiver.

6. THIS COURT ORDERS AND DECLARES that BDO is hereby released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, BDO is hereby forever released and discharged from any and all

liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

7. THIS COURT ORDERS that this order is effective from today's date and is enforceable without the need for entry and filing.



Ray J.

LIQUID CAPITAL EXCHANGE CORP.

Applicant

-and- 1635536 ONTARIO INC. O/A VERSITEC MARINE &
INDUSTRIAL et al.
Respondents

Court File No. CV-20-00637427-00CL

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PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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RCP-F 4C (September 1, 2020)