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COURT FILE NUMBER **1601-11809**

COURT **COURT OF KING'S BENCH OF ALBERTA**

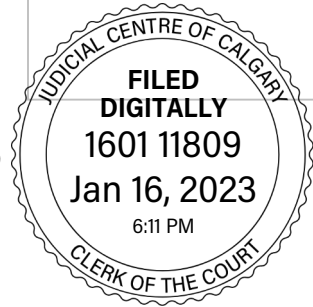
JUDICIAL CENTRE **CALGARY**

PLAINTIFF **THE TORONTO-DOMINION BANK**

DEFENDANT(S) **REPERIO RESOURCES CORP. AND
HEARTLAND AGGREGATES CORP.**

DOCUMENT **ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S ACTIVITIES
AND FEES, AND DISCHARGE OF
RECEIVER**

Clerk's Stamp



ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT

Borden Ladner Gervais LLP
Centennial Place, East Tower
Suite 1900, 520 3rd Avenue SW
Calgary, AB T2P 0R3
Attn: Kevin Barr
Ph. (403) 232-9786
File No.: 560836.000002

DATE ON WHICH ORDER WAS PRONOUNCED: December 13, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre, Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice J.T. Neilson

UPON THE APPLICATION by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of Reperio Resources Corp. ("**Reperio**") and Heartland Aggregates Corp. ("**Heartland**", and collectively with Reperio, the "**Debtors**") for an Order, *inter alia*, for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities, and discharge of the Receiver; **AND UPON** having read the Receiver's Third Report dated December 5, 2022 (the "**Third Report**"), and the Affidavit of Service of Lander Cook sworn on December 15, 2022; **AND UPON** hearing counsel for the Receiver, and any other counsel in attendance; **AND UPON** being satisfied that it is appropriate to do so,

IT IS ORDERED THAT:

1. All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Third Report.

Service of Application

2. Service of notice of this application and supporting materials is hereby declared to be good and sufficient.

Approval of Professional Fees, Activities & Distribution

3. The Receiver's accounts for fees and disbursements, as set out in the Third Report, are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Receiver's legal counsel Borden Ladner Gervais LLP, for its fees and disbursements, as set out in the Third Report, are hereby approved without the necessity of a formal passing of its accounts.
5. The Receiver's activities as set out in the Third Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Third Report, are hereby ratified and approved.
6. The Receiver is authorized and directed to make a distribution of all remaining proceeds of the Debtors' estates to the Toronto-Dominion Bank, after paying any and all outstanding professional fees owing to the Receiver and its legal counsel arising from the final administration of this receivership.

Discharge

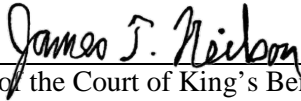
7. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
8. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
9. Upon the Receiver filing an Affidavit of the Receiver with the Clerk of the Court, substantially in the form attached hereto as Appendix "A", confirming that:
 - a. All matters set out in paragraph 6 of this Order have been completed; and

b. the items listed in paragraph 28 of the Third Report have been completed,

then the Receiver shall be discharged as Receiver of the Debtors, 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 the Receiver in its capacity as Receiver.

10. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

11. Service of this Order on any party not attending this application is hereby dispensed with.



Justice of the Court of King's Bench of Alberta

Appendix "A"

Form 49
[Rule 13.19]

COURT FILE NUMBER **1601-11809**

COURT **COURT OF KING'S BENCH OF ALBERTA**

JUDICIAL CENTRE **CALGARY**

PLANTIFF **THE TORONTO-DOMINION BANK**

DEFENDANTS **REPERIO RESOURCES CORP. AND HEARTLAND AGGREGATES CORP.**

DOCUMENT **AFFIDAVIT OF THE RECEIVER**

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Borden Ladner Gervais LLP
Centennial Place, East Tower
Suite 1900, 520 3rd Avenue SW
Calgary, AB T2P 0R3
Attn: Kevin Barr
Ph. (403) 232-9786
File No.: 560836.000002

AFFIDAVIT OF RYAN ADLINGTON

Sworn (or Affirmed) on _____, 20

I, Ryan Adlington, of Calgary, Alberta, SWEAR/AFFIRM AND SAY THAT:

1. I am a Senior Vice President of Deloitte Restructuring Inc., which is the Court appointed receiver ("**Receiver**") of the undertaking, property and assets of Reperio Resources Corp. and Heartland Aggregates Corp. (collectively, the "**Debtors**"). Due to my direct involvement in these receivership proceedings, I have personal knowledge of the matters deposed to herein, except where stated to be based on information and belief, and where so stated, I verily believe the same to be true.
2. The Receiver was appointed pursuant to an Order of the (then) Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated September 23, 2016.

3. Pursuant to an Order of the Honourable Justice J.T. Neilson of the Court dated December 13, 2022, upon the Receiver filing with the Clerk of the Court an affidavit confirming that the administration of the estates of the Debtors is concluded, the Receiver would be confirmed discharged in its capacity as Receiver.

4. The Receiver confirms that it has completed the final administration of the Debtors' estates, and in particular, the Receiver has
 - (a) Made a final distribution in the amount of _____ to The Toronto-Dominion Bank; and

 - (b) Completed the administration of the tasks set out at paragraph 28 of the Third Report of the Receiver dated December 5, 2022, filed in these proceedings.

5. I swear/affirm this affidavit in support of the discharge of the Receiver.

SWORN (OR AFFIRMED) BEFORE ME at)
 Calgary, Alberta, this ___ day of _____,)
 20__.

 (Commissioner for Oaths in and for Alberta)

)

 (Signature)

 RYAN ADLINGTON