

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

JAN 10 2018

ENTERED



No. S-179749
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE RECEIVERSHIP OF NETWORK INTELLIGENCE INC.

BETWEEN:

1130489 B.C. LTD.

PETITIONER

AND:

NETWORK INTELLIGENCE INC.

RESPONDENT

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE MR) WEDNESDAY, THE 10TH DAY
JUSTICE MCEWAN) OF JANUARY, 2018
)

ON THE APPLICATION of 1130489 B.C. Ltd. (the "**Applicant**" or "**113**") filed January 8, 2018 coming on for hearing this 10th day of January, 2018, at the Courthouse, 800 Smithe Street, Vancouver, British Columbia;

AND ON READING the Receiver Manager's Third Report to the Court dated January 3, 2018, AND ON HEARING Kimberley A. Robertson Counsel for the Applicant and other counsel as listed on **Schedule "A"** hereto, if any, and no one else appearing although duly served;

THIS COURT ORDERS THAT:

1. 113 has a valid and enforceable security interest by virtue of the general security agreement, made in writing and signed by Network Intelligence Inc. ("**Network Intelligence**") and registered in the BC personal property registry under base registration no. 209643K, on August 16, 2017 by which Network Intelligence granted a security interest in and to all of Network Intelligence's present and after acquired property (the ("**Security Interest**");

2. The Security Interest secures at least the following amounts due and owing as at January 11, 2018 by Network Intelligence under the following credit facilities:

- (a) The sum of CDN \$350,000 under the Promissory Note dated September 12, 2017; and
- (b) The sum of CDN \$3,304,554 under the Convertible Loan Agreement dated September 15, 2017;

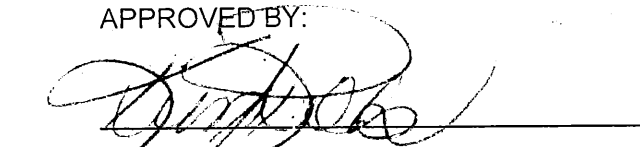
(the "**Minimum Secured Obligations**").

3. For the purpose of closing a sales transaction to 113 in respect of the assets and undertakings of Network Intelligence in accordance with the sales process order pronounced November 22, 2017, and varied December 14, 2017, 113 shall be entitled to credit-bid, after payment of any priority charges, including those owing under the order appointing the Receiver pronounced October 31, 2017, as amended (the "**Receivership Order**"), the Minimum Secured Obligations, plus all other amounts as evidenced by Receiver's Certificates issued to 113 under the Receivership Order and secured by the Receiver Manager's Borrowing Charge as defined in the Receivership Order.

4. Endorsement of this Order by counsel appearing on this application other than the Petitioner is hereby dispensed.

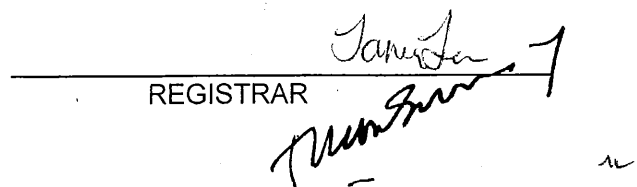
THE FOLLOWING PARTIES APPROVE OF THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

APPROVED BY:



Kimberley A. Robertson ROBERTSON
lawyer for Petitioner

BY THE COURT



REGISTRAR

SCHEDULE "A"

Counsel Name:	On Behalf Of:
Colin D. Brousson	Counsel for Deloitte Restructuring Inc., Receiver

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BETWEEN: 1130489 B.C. LTD. PETITIONER

AND: NETWORK INTELLIGENCE INC. RESPONDENT

ORDER



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WCS