

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
DIVISION NO. : 01-MONTREAL
COURT NO.: 500-11-058310-208
FILE NO.: 41-2647457
DATE: July 16, 2020

PRESIDING : THE HONOURABLE LOUIS J. GOUIN, J.S.C.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER THE
BANKRUPTCY AND INSOLVENCY ACT OF:

COALISION INC.
Debtor

-and-

DELOITTE RESTRUCTURING INC.
Trustee to the Notice of Intention

DE BENE ESSE APPROVAL ORDER

- [1] **ON READING** the Debtor's *De Bene Esse Application for the Approval of a Sale of Assets Outside the Ordinary Course of Business* dated July 15, 2020 (the "**Application**"), the affidavit and the exhibit in support thereof, as well as the Report of the Trustee to the Notice of Intention (the "**Trustee**") dated July 15, 2020 (the "**Report**");
- [2] **SEEING** the service of the Application;
- [3] **SEEING** the submissions of the lawyers of the Debtor;

WHEREFORE THE COURT:

- [4] **GRANTS** the Application.
- [5] **DECLARES** that capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Approval, Assignment and Vesting Order dated June 29, 2020.
- [6] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.
- [7] **PERMITS** service of this Order at any time and place and by any means whatsoever.
- [8] **DECLARES** that the Transaction is hereby approved, and the execution of the Asset Purchase Agreement by the Vendor is hereby authorized and approved, with such nonmaterial alterations, changes, amendments, deletions or additions thereto as may be agreed to but only with the consent of the Trustee.
- [9] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.
- [10] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order.
- [11] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

THE WHOLE WITHOUT COSTS.

LOUIS J. GOUIN, J.S.C.