

Clerk's stamp:

COURT FILE NUMBER 25-2172984

ESTATE NUMBER 25-2172984

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, RSC 1985 C B-3, AS AMENDED

AND IN THE MATTER OF MICROPLANET TECHNOLOGY CORP.

DOCUMENT ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Bennett Jones LLP  
4500, 855 – 2<sup>nd</sup> Street SW  
Calgary, Alberta T2P 4K7

Attention: Alexis Teasdale / Michael W. Selnes  
Ph. (403) 298-3067 / 3311 Fax. (403) 265-7219  
File No.: 55088-16

DATE ON WHICH ORDER WAS PRONOUNCED: January 13, 2017

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

NAME OF JUDGE WHO MADE THIS ORDER: Justice D.B. Nixon

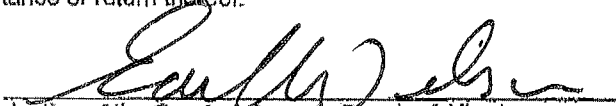
ORDER

UPON the amended application of MicroPlanet Technology Corp. ("**MTC**") for an Order, *inter alia*, further amending the Amended Amended Proposal of MTC (the "**Amended Amended Proposal**"), approving the Amended Amended Proposal as further amended, approving the Share Purchase Agreement and the Transaction (as defined in the Affidavit of Wolfgang Struss, sworn December 5, 2016) (the "**Approval Application**"); AND UPON the application of Brett Ironside ("**Ironside**") for an Order adjourning the Approval Application for the purpose of amending the Amended Amended Proposal, and ordering a meeting of the shareholders of MTC (the "**Adjournment Application**"); AND UPON reading the affidavits, briefs, and reports of the proposal trustee, Deloitte Restructuring Inc. (the "**Proposal Trustee**") filed in these proceedings; AND UPON hearing oral representations from Myron Tétreault in his personal capacity and in his capacity as counsel for Calafate Holdings Ltd. ("**Tétreault**"), and counsel for MTC, Ironside, and the Proposal Trustee;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Approval Application and the Adjournment Application are hereby abridged as necessary and service thereof is deemed good and sufficient.
2. With respect to the Approval Application, the following directions are given:
  - (a) Wayne Smith shall be made available for cross examination on his affidavit sworn December 5, 2016 by Ironside on or before January 20, 2017;
  - (b) Wolfgang Struss shall be made available for cross examination on his affidavits sworn December 5, 2016, December 14, 2016, December 21, 2016, and January 4, 2017 by Ironside on or before January 20, 2017;
  - (c) Ironside shall be made available for cross examination on his affidavit sworn December 13, 2016 by MTC or the Proposal Trustee on or before January 25, 2017;
  - (d) the cross examinations of Wayne Smith and Wolfgang Struss pursuant to this Order shall take place by way of video-conference held at the offices of Bennett Jones LLP in Calgary, the cross examination of Ironside may take place by way of video-conference upon the agreement of counsel;
  - (e) Ironside may submit further evidence on the value of the U.S. tax losses associated with MicroPlanet, Inc. (the "Tax Losses") and the value of the other assets of MicroPlanet, Inc. at his own expense, provided that any further evidence on the value of the Tax Losses shall be filed and served by Ironside on or before January 19, 2017.
  - (f) the Proposal Trustee shall file and serve a further report on the value of the Tax Losses and in response to any evidence filed by Ironside regarding the value of the Tax Losses on or before January 26, 2017;
  - (g) Ironside and any other interested party shall file and serve any supplemental Briefs and authorities by 12:00 p.m. on January 31, 2017 and
  - (h) MTC, shall file and serve any supplemental Briefs and authorities by 5:00 p.m. on February 3, 2017; and
  - (i) electronic copies of all material to be relied upon by any party, including supplemental Briefs and authorities, shall be sent to the Commercial Coordinator no later than February 3, 2017.
3. With respect to the Adjournment Application, the portion of the Adjournment Application seeking an Order directing a shareholders' meeting pursuant to s. 143 of the *Alberta Business Corporations Act* is hereby dismissed.
4. The Approval Application and the outstanding portion of the Adjournment Application are hereby adjourned to a full-day application on the Commercial List before the Honourable Mr. Justice D. B. Nixon, to be heard on February 8, and in any event, before February 9, 2017, which date shall be peremptory on the parties hereto.


5. MTC shall, on or before January 18, 2017, either confirm that the following information has been made available on the public record in MTC's proposal proceedings, or if it has not been made available on the public record in MTC's proposal proceedings, provide Ironside's counsel, Dentons Canada LLP, with:
  - (a) the 2012 tax return for MTC and the draft 2013 tax return for MicroPlanet, Inc., which represent the most recent tax returns for each of MTC and MicroPlanet, Inc.; and
  - (b) the most recent set of financial statements for each of MTC and MicroPlanet, Inc.
6. Service of this Order and all subsequent materials in these proceedings may be effected by electronic mail or courier. When sent by electronic mail, service shall be deemed effective the date of transmission. When sent by courier, service shall be deemed effective on the date sent, notwithstanding the non-acceptance or return thereof.

  
Justice of the Court of Queen's Bench of Alberta

for NIXON (O.B.), J


APPROVED as being the Order granted:

**DENTONS CANADA LLP**

Per:   
John Regush  
Solicitors for Brett Ironside

Per: \_\_\_\_\_  
Myron Tetreault, in his personal capacity  
and in his capacity as counsel for  
Calafate Holdings Ltd.

**CASBELS BROCK & BLACKWELL LLP**

Per:   
Jeff Oliver  
Solicitors for Deloitte Restructuring Inc.,  
in its capacity as Proposal Trustee of  
MicroPlanet Technology Corp.


5. MTC shall, on or before January 18, 2017, either confirm that the following information has been made available on the public record in MTC's proposal proceedings, or if it has not been made available on the public record in MTC's proposal proceedings, provide Ironside's counsel, Dentons Canada LLP, with:
- (a) the 2012 tax return for MTC and the draft 2013 tax return for MicroPlanet, Inc., which represent the most recent tax returns for each of MTC and MicroPlanet, Inc.; and
  - (b) the most recent set of financial statements for each of MTC and MicroPlanet, Inc.
6. Service of this Order and all subsequent materials in these proceedings may be effected by electronic mail or courier. When sent by electronic mail, service shall be deemed effective the date of transmission. When sent by courier, service shall be deemed effective on the date sent, notwithstanding the non-acceptance or return thereof.

\_\_\_\_\_  
Justice of the Court of Queen's Bench of Alberta

APPROVED as being the Order granted:

**DENTONS CANADA LLP**

Per: \_\_\_\_\_  
John Regush  
Solicitors for Brett Ironside

Per:   
\_\_\_\_\_  
Myron Tetreault, in his personal capacity  
and in his capacity as counsel for  
Calafate Holdings Ltd.

**CASSELS BROCK & BLACKWELL LLP**

Per: \_\_\_\_\_  
Jeff Oliver  
Solicitors for Deloitte Restructuring Inc.,  
in its capacity as Proposal Trustee of  
MicroPlanet Technology Corp.