

Province: British Columbia  
 Bankruptcy Division  
 Vancouver Registry  
 Court No. B150025  
 Estate No. 11-1946231

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
 IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF  
 CONTECH ENTERPRISES INC.**

**ORDER MADE AFTER APPLICATION**

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	)		)
BEFORE	)	MADAM JUSTICE GRIFFIN	)
	)		)
	)		)
	)		)
	)		)
	)		)

26/JAN/2015

ON THE APPLICATION OF Contech Enterprises Inc. (the “**Company**” or “**Contech**”) coming on for hearing at Vancouver, British Columbia on this date and on hearing Kibben Jackson and Danielle Toigo, counsel for the Company and those counsel listed in **Schedule “A”** attached hereto;

THIS COURT ORDERS AND DECLARES that:

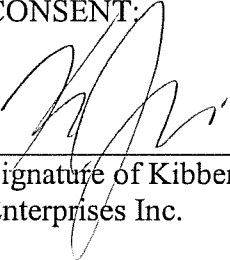
1. The time for service of the Notice of Application herein and all materials relied on in support of the Notice of Application (collectively, the “**Application Materials**”) is hereby abridged for the purposes of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and the British Columbia *Supreme Court Civil Rules*. Service of the Application Materials is deemed to have been duly effected, the Notice of Application is properly returnable today and the need for further service of the Application Materials is hereby dispensed with.
2. Capitalized terms not otherwise defined herein shall have the same meanings as is ascribed to them in the proposal dated December 23, 2014 (the “**Proposal**”) filed by the Company in this proceeding.
3. Upon the Conversion Date, and subject to the Company issuing to Vegherb the Common Shares to which it is entitled in accordance with the terms of the Proposal, Vegherb shall release the Company from all Claims that arose before the Filing Date and that relate to the obligations of the Company prior to the Filing Date, regardless of the date of crystallization of such Claims, and, further, upon implementation of the Proposal,


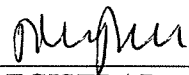
including Vegherb receiving the Common Shares to which it is entitled in accordance with the Proposal:

- (a) all of Vegherb's right, title and interest in and to the intellectual property enumerated in Schedule "C" to the Asset Purchase Agreement dated February 22, 2013 (the "APA") between Vegherb and Contech (collectively, the "IP") shall be released and extinguished and will be of no further force and effect, including any rights of any nature arising under any of the applicable agreements between Vegherb and Contech, including the APA, the licence agreement dated February 22, 2013, the assignment agreement regarding the IP dated February 22, 2013 and Contech and the general security agreement dated February 22, 2013; and
- (b) Contech is hereby authorized to take all steps necessary to cause the registration of the patents and trademarks comprising the IP in the name of the Company, including making all necessary filings in the name of "Vegherb, LLC", or in the name of any other party holding title to the IP, with the applicable Canadian and/or international registries or entities all in order to effect the transfer of title to the IP to the Company.

4. Approval of the form of this Order by counsel other than counsel for the Company is hereby dispensed with.

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

  
 \_\_\_\_\_  
 Signature of Kibben Jackson, Lawyer for Contech Enterprises Inc.

BY THE COURT  J.  
  
 \_\_\_\_\_  
 REGISTRAR



**SCHEDULE "A"**  
**LIST OF COUNSEL**

<b>Name</b>		<b>Party</b>
Gregory Harney		Vegherb, LLC
Bryan Gibbons		HSBC Bank Canada

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