

**SUPERIOR COURT
(COMMERCIAL DIVISION)**

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No: 500-11-055122-184**

Date: November 12, 2019

PRESIDING: THE HONOURABLE CHANTAL CORRIVEAU, S.C.J.

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC
1985, C C-36, AS AMENDED:**

LE GROUPE SMI INC./THE SMI GROUP INC. et al.

Debtors

-and-

LE GROUPE S.M. INTERNATIONAL S.E.C. et al.

Mises-en-cause

-and-

ALARIS ROYALTY CORP.

INTEGRATED PRIVATE DEBT FUND V LP.

Applicants

-and-

DELOITTE RESTRUCTURING INC.

Monitor

-and-

AXOR EXPERTS-CONSEILS INC.

Impleaded Party

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AU DOCUMENT DÉTENU PAR LA COUR

Jean-Pierre N. Gacs
Personne désignée par le greffier

EXTENSION AND SETTLEMENT APPROVAL ORDER

- [1] **ON READING** the *Joint Application for an Extension and Approval Order* (the "**Application**"), of the Applicants, Alaris Royalty Corp. and Integrated Private Debt Fund V LP, as well as the affidavit and exhibits filed in support thereof;
- [2] **SEEING** the Monitor's Eighth Report;

- [3] **SEEING** the submissions of the attorneys present at the hearing of the Application and the testimony of the witnesses heard;
- [4] **SEEING** the Initial Order rendered on August 24, 2018 (as amended on September 21 and November 12, 2018, the "**Initial Order**");
- [5] **SEEING** the Order rendered on November 8, 2018 (the "**PJCCI Order**");
- [6] **SEEING** that the Monitor and the Impleaded Party, Axor Experts-Conseils inc., ("**Axor**") have agreed to settle the Axor Claim (as defined in the Application) on terms substantially set out in the draft Settlement Agreement filed *under seal* as Exhibit A-4 to the Application (the "**Settlement Agreement**");
- [7] **SEEING** the provisions of the *Companies' Creditors Arrangement Act*;

THE COURT:

- [8] **GRANTS** the Application;

SERVICE

- [9] **ORDERS** that any prior delay for the presentation of the Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses the Applicants with any further service thereof;
- [10] **PERMITS** service of this Order at any time and place and by any means whatsoever;

EXTENSION OF THE STAY PERIOD

- [11] **ORDERS** that the Stay Period (as defined in the Initial Order) and the application of the Initial Order is extended until May 10, 2020;

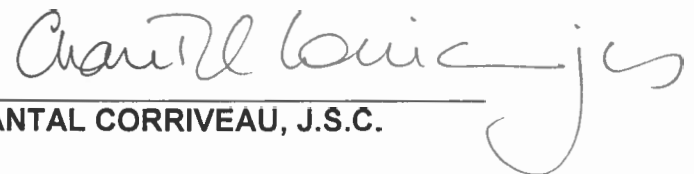
SETTLEMENT APPROVAL

- [12] **ORDERS** that the Settlement Agreement and the settlement contemplated therein are hereby sanctioned and approved;
- [13] **AUTHORIZES** the Monitor and Axor to execute the Settlement Agreement, with such non-material alterations, changes, amendments, deletions or additions thereto as may be agreed to by Axor, the Monitor and the Applicants;
- [14] **DECLARES** that the Settlement Agreement constitutes a settlement of the Axor Claim and a transaction within the meaning of articles 2631 and following of the *Civil Code of Quebec*;
- [15] **AUTHORIZES** the Monitor, upon execution of the Settlement Agreement in accordance with the terms of this Order, to release from the Amounts in Trust (as

defined in the PJCCI Order) the following amounts:

- (a) an amount equal to the Settlement Amount (as defined in the Settlement Agreement) to Axor; and
 - (b) all remaining Amounts in Trust to the Applicants.
- [16] **ORDERS** that the Exhibit A-3 and Exhibit A-4 be kept confidential and not filed in the court record until further order of this Court;
- [17] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

THE WHOLE WITHOUT LEGAL COSTS.


CHANTAL CORRIVEAU, J.S.C.


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