

EXTENSION OF THE INITIAL ORDER

2. The Initial Order, including the stay of proceedings provided for therein, as further extended by the Order of the Honourable Mr. Justice G.A. Meschishnick dated June 13, 2016, is confirmed and extended and shall continue to apply in accordance with its terms and conditions, save as amended by this and any other Order of this Court, until 11:59 p.m. on Sunday, January 1, 2017.

APPROVAL OF THE REPORTS AND ACTIVITIES OF THE MONITOR

3. The Pre-Filing Report of the Monitor dated May 12, 2016, the First Report of the Monitor dated June 8, 2016, the Second Report of the Monitor dated August 12, 2016, the Third Report of the Monitor dated August 15, 2016, and the activities described therein, are hereby approved.

APPROVAL OF DIP FACILITY #2

4. The Applicants are hereby:
- a. authorized and empowered to obtain and borrow under a credit facility (the "**DIP Credit Facility**") from Staheli Construction Co. Ltd. (the "**DIP Lender**") in order to finance the Applicants' working capital requirements, repay all amounts owing to the prior DIP lender, Pillar Capital Corp., and other general corporate purposes and capital expenditures, provided that borrowings under such credit facility shall not exceed \$1,000,000.00, unless permitted by further Order of this Court;
 - b. authorized and directed to pay and perform all of their indebtedness, interest, fees, liabilities and obligations to the DIP Lender under and pursuant to the DIP Lender Documents as and when the same become due and are to be performed, notwithstanding any other provision of this Order; and
 - c. authorized and directed to repay all indebtedness owing to Pillar Capital Corp. pursuant to the DIP Facility Order of the Honourable Mr. Justice

N.G. Gabrielson dated May 20, 2016 (“**DIP Facility #1**”), upon payment of which indebtedness, all liability and obligations of the Applicants in regard to DIP Facility #1 shall be deemed to be satisfied.

5. The DIP Credit Facility shall be on the terms and subject to the conditions set forth in the commitment letter between the Applicants and the DIP Lender dated August 12, 2016 (the “**Commitment Letter**”), a copy of which is appended as Exhibit “A” to the Third Report of the Monitor. The Commitment Letter is hereby approved, and the Applicants’ execution of the Commitment Letter is hereby authorized and approved.

6. The Applicants are hereby authorized to execute and deliver such commitment letters, credit agreements, mortgages, charges, hypothecs and security documents, guarantees and other definitive documents (collectively the “**DIP Lender Documents**”) necessary to give effect to this order.

7. The DIP Lender shall be entitled to the benefits of a charge (the “**DIP Lender’s Charge**”) on the Property (as that term is defined in the Initial Order of the Honourable Justice N.G. Gabrielson dated May 20, 2016 (the “**Initial Order**”)), which charge shall neither exceed the aggregate amount advanced on or after the date of this Order under the DIP Lender Documents nor secure an obligation that exists before this Order is made. The DIP Lender’s Charge shall have the respective priorities set out in paragraphs 35 and 38 of the Initial Order.

8. Notwithstanding any other provision of this Order:

- a. the DIP Lender may take such steps from time to time as it may deem necessary or appropriate to file, register, record or perfect the DIP Lender’s Charge or any of the DIP Lender Documents;
- b. subject to subparagraph 8(c) hereof, in the event of a default under the DIP Lender Documents or the DIP Lender’s Charge, prior to exercising any or all of its rights and remedies against the Applicants or the Property under or pursuant to the DIP Lender Documents and the DIP Lender’s Charge (the “**DIP Lender’s Remedies**”), the DIP Lender shall first apply

to the Court for leave to exercise such DIP Lender's Remedies, including (without limitation) to make demand, accelerate payment and give other notices, or to apply to this Court for the appointment of a receiver, receiver and manager or interim receiver, or for a bankruptcy order against any of the Applicants and for the appointment of a trustee in bankruptcy of any of the Applicants;

- c. upon the occurrence of an event of default under the DIP Lender Documents or the DIP Lender's Charge, the DIP Lender shall be at liberty, without Court Order, but after first providing the Applicants with 48 hours' written notice of their intention to do so, to set off and/or consolidate any amounts owing by the DIP Lender to the Applicants against the obligations of the Applicants to the DIP Lender under the DIP Lender Documents or the DIP Lender's Charge and to seize and retain proceeds from the sale of the Property and the cash flow of the Applicants to repay amounts owing to the DIP Lender in accordance with the DIP Lender Documents and the DIP Lender's Charge, but subject to the priorities as set out in paragraphs 35 and 38 of the Initial Order; and
- d. the foregoing rights and remedies of the DIP Lender shall be enforceable against any trustee in bankruptcy, interim receiver, receiver or receiver and manager of any of the Applicants or the Property.

9. The DIP Lender shall be treated as unaffected in any plan of arrangement or compromise filed by the Applicants under the CCAA, or any proposal filed by the Applicants under the BIA, with respect to any advances made under the DIP Lender Documents.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 17th day of August, 2016.



DEPUTY LOCAL REGISTRAR

This Order was delivered by:

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TO: ALL PARTIES ON THE ATTACHED SERVICE LIST

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