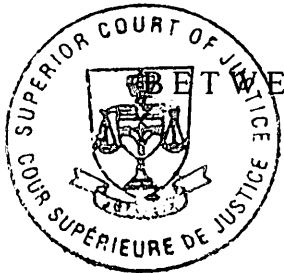


**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
*(Commercial List)*

THE HONOURABLE MADAM )  
JUSTICE CHIAPPETTA )  
)

MONDAY, THE 3<sup>RD</sup>  
DAY OF DECEMBER, 2018



BETWEEN:

**HSBC BANK OF CANADA**

Applicant

- and -

**INNOVATIVE STEAM TECHNOLOGIES INC. and IST  
BOILER COMPONENTS INC.**

Respondents

**DISTRIBUTION & DISCHARGE ORDER**

**THIS MOTION**, made by Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as the court-appointed receiver (the "**Receiver**") of the assets, undertakings and properties of Innovative Steam Technologies Inc. and IST Boiler Components Inc. (together the "**Debtors**"), for an order:

- (a) approving the activities of the Receiver as set out in the third report of the Receiver dated November 21, 2018 (the "**Third Report**");
- (b) approving the fees and disbursements of the Receiver and its counsel as described in the Third Report and accompanying affidavits;
- (c) authorizing and directing the Receiver to make distributions as described in the Third Report;

- (d) discharging Deloitte as Receiver of the assets, undertakings and properties of the Debtors upon filing a Certificate with the Court confirming the administration of the receivership has been completed; and
- (e) releasing the Receiver from any and all liability, as set out in paragraph 6 of this Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Third Report, the affidavits of the Receiver and its counsel as to their fees (the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver and the Applicant, HSBC Bank Canada ("**HSBC**"), no one else appearing although served as evidenced by the Affidavit of Anastasia Markaroff sworn November 22, 2018, filed;

1. **THIS COURT ORDERS** that the actions and activities of the Receiver as set out in the Third Report be and hereby is approved, provided, however, that only the Receiver, in its personal or corporate capacity and only with respect to its own personal or corporate liability, shall be entitled to rely upon or utilize in any way such approvals.

2. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements as set out in the Third Report be and hereby is approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver from April 30, 2018 to October 31, 2018, its counsel Baker & McKenzie LLP from May 17, 2018 to October 31, 2018, and its counsel Dentons LLP from May 1, 2018 to October 31, 2018 as set out in the Third Report and the Fee Affidavits, are hereby approved.

4. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to HSBC up to a maximum of CAD\$13,122,309.32 from available surplus funds.

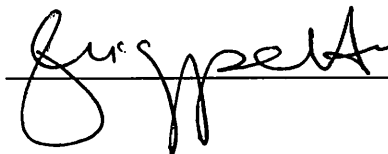
5. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraph 4 hereof, and upon the Receiver filing a certificate in the form attached as Appendix "A" certifying that it has completed the other activities described in the Third Report and all other ancillary matters, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the Debtors, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that Deloitte is hereby released and discharged from any and all liability that Deloitte now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Deloitte is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

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LE / DANS LE REGISTRE NO:

DEC 03 2018

PER / PAR:



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Appendix "A"

Court File No. CV-18-596878-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

BETWEEN:

**HSBC BANK OF CANADA**

Applicant

- and -

**INNOVATIVE STEAM TECHNOLOGIES INC. and IST  
BOILER COMPONENTS INC.**

Respondents

**RECEIVER'S DISCHARGE CERTIFICATE**

**RECITALS**

- (A) Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated May 1, 2018, Deloitte Restructuring Inc. was appointed the receiver (the "**Receiver**") of all of the assets, undertakings and properties of Innovative Steam Technologies Inc. and IST Boiler Components Inc. (together the "**Debtors**").
- (B) Pursuant to an Order of the Court dated \_\_\_\_\_, 2018 (the "**Discharge Order**"), amongst other things Deloitte was discharged as Receiver of the Debtors, with such discharge to be, effective upon the filing by the Receiver of a Certificate with this Court certifying that all matters to be attended to in connection with the receivership as set out in the Third Report of the Receiver, dated November 21, 2018 (the "**Third Report**") have been completed to the satisfaction of the Receiver.

**THE RECEIVER HEREBY CERTIFIES** that all matters to be attended to in connection with the receivership as set out in the Third Report have been completed to the satisfaction of the Receiver.

DATED AT TORONTO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2018.

**DELOITTE RESTRUCTURING INC.**, solely in its capacity as the Receiver, with no personal or corporate liability

Per: \_\_\_\_\_  
Name:  
Title:

**HSBC BANK CANADA**

-and-

**INNOVATIVE STEAM TECHNOLOGIES INC. and IST  
BOILER COMPONENTS INC.**

Applicant

Respondents

Court File No. CV-18-596878-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

PROCEEDING COMMENCED AT TORONTO

**RECEIVER'S DISCHARGE CERTIFICATE**

**BAKER & MCKENZIE LLP**

Barristers and Solicitors  
181 Bay Street, Suite 2100  
Toronto, ON M5J 2T3

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Lawyers for the Receiver, Deloitte Restructuring Inc.

**HSBC BANK CANADA**

-and-

**INNOVATIVE STEAM TECHNOLOGIES INC. and IST  
BOILER COMPONENTS INC.**

Applicant

Respondents

CV-18-596878-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

PROCEEDING COMMENCED AT TORONTO

**DISTRIBUTION & DISCHARGE ORDER**

**BAKER & MCKENZIE LLP**

Barristers and Solicitors

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