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Toronto

Court File No. CV-21-00664429-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
JUSTICE CONWAY)
FRIDAY, THE 29TH
DAY OF APRIL, 2022

B E T W E E N :

THE TORONTO-DOMINION BANK

Applicant

- and -

CERTUS AUTOMOTIVE INC. and KEEN POINT INTERNATIONAL INC.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243 OF THE
BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, RSO 1990, c 43, AS AMENDED

DISCHARGE ORDER

THIS MOTION, made by Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as the court-appointed receiver and manager (the “**Receiver**”) of Certus Automotive Inc. (“**CAI**”) and Keen Point International Inc. (“**KPI**”, and together with CAI, the “**Debtors**”), for an Order:

- (a) abridging the time for service of the Notice of Motion and the Motion Record, including the Third Report of the Receiver dated April 22, 2022 (the “**Third**”

Report”), so that this Motion is properly returnable on April 29, 2022, and dispensing with further service thereof;

- (b) approving the Third Report and the activities of the Receiver as described therein;
- (c) approving the Receiver’s statement of receipts and disbursements dated April 15, 2022 (the “**Final R&D**”);
- (d) approving the fees and disbursements of the Receiver as set out in the affidavit of Jordan Sleeth sworn April 22, 2022, the fees and disbursements of the Receiver’s counsel, Dentons Canada LLP (“**Dentons**”), as set out in the affidavit of Robert Kennedy sworn April 22, 2022 (together, the “**Fee Affidavits**”), and the estimated fees and disbursements to be incurred by the Receiver and Dentons through to completion of the remaining activities in connection with these receivership proceedings, as set out in the Third Report (the “**Remaining Fees**”);
- (e) discharging and releasing Deloitte as Receiver of the Debtors, upon the Receiver filing with the Court a certificate in the form attached hereto as Schedule “A” (the “**Receiver’s Discharge Certificate**”); and
- (f) such further and other grounds as counsel may advise and this Honourable Court may permit;

was heard this day at via videoconference before a Judge of the Commercial List.

ON READING the Motion Record of the Receiver, including the Third Report, and on hearing the submissions of counsel for the Receiver and counsel for The Toronto-Dominion Bank,

no one appearing for any other person on the service list, although properly served as appears from the affidavit of Amanda Campbell sworn April 22, 2022, filed,

SERVICE

1. **THIS COURT ORDERS** that the timing and method of service of the Notice of Motion and Motion Record is hereby abridged and validated and this Motion is properly returnable today.

RECEIVER'S ACTIVITIES

2. **THIS COURT ORDERS** that the Third Report and the activities of the Receiver as set out in the Third Report are hereby approved.

3. **THIS COURT ORDERS** that: (i) the fees and disbursements of the Receiver and Dentons, as set out in the Third Report and the Fee Affidavits, are hereby approved, (ii) the Remaining Fees are hereby approved and no further approval of the fees and disbursements of the Receiver or Dentons is required in respect of the Remaining Fees, and (iii) the Receiver is hereby authorized to pay any unpaid fees and disbursements.

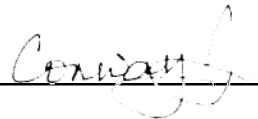
4. **THIS COURT ORDERS** that the Final R&D is hereby approved.

DISCHARGE

5. **THIS COURT ORDERS** that, after payment of the amounts herein approved, and upon the Receiver filing the Receiver's Discharge Certificate certifying that it has completed the remaining activities described in the Third Report, Deloitte shall be discharged as Receiver, 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 proceedings, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte, in its capacity as Receiver.

6. **THIS COURT ORDERS** that upon filing the Receiver's Discharge Certificate, Deloitte shall be 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 shall be 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.

A handwritten signature in cursive script, appearing to read 'Conway', is written above a solid horizontal line.

Schedule “A”
Form of Receiver’s Discharge Certificate

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ONTARIO
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- and –

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Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243 OF THE
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SECTION 101 OF THE COURTS OF JUSTICE ACT, RSO 1990, c 43, AS AMENDED

DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated June 25, 2022, Deloitte Restructuring Inc. (“**Deloitte**”) was appointed as receiver (in such capacity, the “**Receiver**”), of the assets, undertakings and properties of Certus Automotive Inc. (“**CAI**”) and Keen Point International Inc. (“**KPI**”, and together with CAI, the “**Debtors**”).
- B. Pursuant to an Order of the Court dated April 29, 2022 (the “**Discharge Order**”), Deloitte was discharged as Receiver of the Debtors, effective upon the filing by the Receiver with the Court

of a certificate confirming that all matters to be attended to in connection with the completion of the administration of the receivership proceeding herein have been completed to the satisfaction of the Receiver (the “**Remaining Activities**”), as set out in the Third Report of the Receiver dated April 22, 2022 (the “**Third Report**”), provided however that, notwithstanding its discharge: (a) Deloitte will remain Receiver for the performance of the Remaining Activities, and (b) Deloitte as Receiver will 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 the Receiver.

THE RECEIVER CERTIFIES the following:

1. The Receiver has paid all amounts required to be paid pursuant to the Discharge Order; and
2. The Receiver is satisfied that all Remaining Activities have been completed to the satisfaction of the Receiver.

THIS CERTIFICATE was delivered by the Receiver on _____, 2022.

DELOITTE RESTRUCTURING INC., solely in its capacity as the court-appointed receiver of the Debtors, and not in its personal capacity or in any other capacity

Per: _____

Name:

Title:

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CERTUS AUTOMOTIVE INC. et :

THE TORONTO-DOMINION BANK

- and -

Applicant

Responder

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

PROCEEDING COMMENCED AT TORONTO

DISCHARGE ORDER

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*Lawyers for Deloitte Restructuring Inc., in its capacity as
Court-appointed Receiver and Manager of Certus Automotive
Inc. and Keen Point International Inc.*