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Toronto

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) MONDAY, THE 31st DAY
JUSTICE CONWAY) OF JANUARY, 2022

BETWEEN:

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

SETTLEMENT APPROVAL ORDER

THIS MOTION, made by Deloitte Restructuring Inc., 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, among other things, authorizing and approving the settlement agreement dated January 31, 2022 between, *inter alios*, The Toronto-Dominion Bank (“**TD**”), FGI Worldwide LLC (“**FGI**”) and the Receiver on behalf of the Debtors (the “**Settlement Agreement**”), was heard this day by video conference.

ON READING the Motion Record of the Receiver dated January 18, 2022, the second report of the Receiver dated January 18, 2022 (the “**Second Report**”), together with the

confidential supplement to the Second Report and its corresponding schedules (the “**Confidential Supplement**”), and a copy of the fully executed Settlement Agreement, and on hearing the submissions of counsel for each of the Receiver, TD and FGI, no one else appearing for any other person on the service list, although properly served as appears from the affidavit of Amanda Campbell sworn January 18, 2022, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF THE SETTLEMENT AGREEMENT

2. **THIS COURT ORDERS** that the Settlement Agreement is hereby authorized and approved, and that TD, FGI and the Receiver are authorized and directed to take all steps necessary to give effect to the terms of the Settlement Agreement.

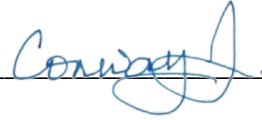
3. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

the approval of the Settlement Agreement pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

SEALING

4. **THIS COURT ORDERS** that the Settlement Agreement shall be filed together with the Confidential Supplement and sealed on the same basis and on analogous terms as the Sealing Order granted by this Court on January 21, 2022, in respect of the Confidential Supplement.

A handwritten signature in blue ink, appearing to read 'Conway J.', is written over a horizontal line.

Court File No: CV-21-00664429-00C

THE TORONTO-DOMINION BANK

- and -

CERTUS AUTOMOTIVE INC., et :

Applicant

Respondent

<p>ONTARIO</p> <p>SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p> <p>PROCEEDING COMMENCED AT TORONTO</p> <p>SETTLEMENT APPROVAL ORDER</p> <p>DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre Toronto, ON M5K 0A1 Robert J. Kennedy (LSO # 474070) Tel: (416) 367-6756 Fax: (416) 863-4592 robert.kennedy@dentons.com</p> <p>Mark Freake (LSO # 63656H) Tel: (416) 863-4456 mark.freake@dentons.com</p> <p>Daniel Loberto (LSO #79632Q) Tel: (416) 863-4760 daniel.loberto@dentons.com</p> <p><i>Lawyers for Deloitte Restructuring Inc., in its capacity as Court-appointed Receiver and Manager of Certus Automotive Inc. and Keen Point International Inc.</i></p>
