

COURT FILE NUMBER QB No. 1455 of 2019

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE SASKATOON

IN THE MATTER OF SECTION 204 OF *THE BUSINESS CORPORATIONS ACT*, RSS 1978, c B-10

AND IN THE MATTER OF THE VOLUNTARY LIQUIDATION AND DISSOLUTION OF
PRIMEWEST MORTGAGE INVESTMENT CORPORATION

ORDER
(Interim Stay of Proceedings)

Before the Honourable Mister Justice N.G. Gabrielson in Chambers the 25th day of October, 2019.

Upon the application of Ian A. Sutherland and Craig Frith, counsel for PrimeWest Mortgage Investment Corporation (the "**Corporation**"); and upon having read the Originating Application dated October 9, 2019, Affidavit of Marlene Kaminsky sworn October 9, 2019, Supplemental Affidavit of Marlene Kaminsky sworn October 23, 2019, amended draft Order, and brief of law; all filed; and upon hearing counsel for the Corporation, counsel for Donald Zealand, and counsel for Randy Koroluk;

The Court Orders:

ADJOURNMENT

1. The Corporation's application pursuant to sections 204(8), 210, 216, and 215 of *The Business Corporations Act*, RSS 1978, c B-10 is hereby adjourned until 1:00 p.m. on October 31, 2019.

INTERIM STAY OF PROCEEDINGS

2. Until and including 11:59 p.m. Saskatchewan Time on October 31, 2019, or such later date as this Court may order:
 - (a) no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**") shall be commenced or continued against KPMG Inc. (the "**Liquidator**") except with the written consent of the Liquidator or with leave of this Court;
 - (b) no Proceeding shall be commenced or continued against any of the former or current directors or officers of the Corporation with respect to any Claim (as that term is defined in the Plan of Liquidation and Dissolution contained in the Information Circular attached to the Affidavit of Marlene Kaminsky sworn October 9, 2019 as Exhibit "F") except with leave of this Court;
 - (c) no Proceeding against or in respect of the Corporation or the Assets shall be commenced or continued except with the written consent of the Liquidator or with leave of this Court and any and all Proceedings currently under way against or in respect of the Corporation or the Assets are hereby stayed and suspended pending further Order of this Court, provided, however, that nothing in this Order shall: (i) prevent any Person from commencing a Proceeding regarding a claim that might otherwise become barred by statute or an existing agreement, if such Proceeding is not commenced before the expiration of the stay provided by this paragraph; or (ii) affect a Regulatory Body's investigation in respect of the Corporation or an action, suit or proceeding that is taken in respect of the Corporation by or before the Regulatory Body, other than the enforcement of a payment order by the Regulatory Body or the Court. "**Regulatory Body**" means a

person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of a province; and

- (d) all rights and remedies (including, without limitation, set-off rights) against the Corporation or the Liquidator, or affecting the Assets are hereby stayed and suspended except with the written consent of the Liquidator or leave of this Court; provided, however, that nothing in this paragraph shall: (i) empower the Liquidator or the Corporation to carry on any business which the Corporation is not lawfully entitled to carry on; (ii) exempt the Liquidator or the Corporation from compliance with statutory or regulatory provisions relating to health, safety or the environment; (iii) prevent the filing of any registration to preserve or perfect a mortgage or security interest; or (iv) prevent the registration or filing of a lien or claim for lien or the commencement of a Proceeding to protect a lien or other rights that might otherwise be barred or extinguished by the effluxion of time, provided that no further steps shall be taken in respect of such lien, claim for lien or Proceeding except for service of the initiating documentation on the Corporation and the Liquidator.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 25th day of October, 2019.


DEPUTY LOCAL REGISTRAR

This document was delivered by:

McDougall Gauley LLP, counsel for the applicant, PrimeWest Mortgage Investment Corporation

Name of lawyer in charge of file: Ian A. Sutherland / Craig Frith
Address of legal firm: 500-616 Main Street, Saskatoon, SK S7H 0J6
Telephone / Facsimile: (306) 653-1212 / (306) 652-5432
Email address: isutherland@mcdougallgauley.com
cfrith@mcdougallgauley.com