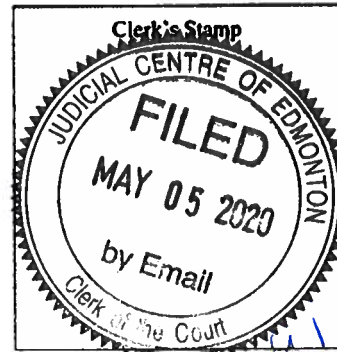


hereby certify this to be a  
true copy of the original.

Clerk of the Court

COURT FILE NUMBER: 1903 20042  
COURT: COURT OF QUEEN'S BENCH  
OF ALBERTA  
JUDICIAL CENTRE: EDMONTON  
PLAINTIFF: MLS PROPERTY GROUP LTD.  
DEFENDANTS: 1235962 ALBERTA LTD. f/k/a  
PERFORMANCE AG GROUP  
EVANSBURG LTD. f/k/a HAR-  
DE AGRI SERVICES INC.,  
PERFORMANCE AG GROUP  
CALMAR LTD. f/k/a HAR-DE  
AGRI SERVICES CALMAR  
LTD. and HAR-DE AGRI  
SERVICES LTD.



DOCUMENT: **APPROVAL AND  
VESTING ORDER**

ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF PARTY  
FILING THIS DOCUMENT: **PARLEE McLAWS LLP**  
Barristers & Solicitors  
Patent & Trade-Mark Agents  
1700 Enbridge Centre  
10175 - 101 Street NW  
Edmonton, Alberta T5J 0H3  
Attention: Steven A. Rohatyn  
Phone: 780-423-8177  
Fax: 780-423-2870  
File No: 75782-7/SRO

**DATE ON WHICH ORDER WAS PRONOUNCED: May 5, 2020**

**LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta**

**NAME OF JUSTICE WHO MADE THIS ORDER: M.J. Lema**

**UPON THE APPLICATION of The Bowra Group Inc., in its capacity as the Court-  
appointed receiver and manager (the "Receiver") of the undertakings, property and assets of**

Performance Ag Group Calmar Ltd., Har-De Agri Services Ltd., and 1235962 Alberta Ltd. (collectively, the “Debtors”) for an order: (i) approving the Offer made by Wayne Tourneur (the “Purchaser”) for the purchase (the “Transaction”) of the assets listed in Schedule “A” hereto (the “Purchased Assets”); and (ii) vesting the Debtors’ right, title and interest in and to the Purchased Assets in and to the Purchaser;

**AND UPON HAVING READ** the Receivership Order dated October 16, 2019 (the “**Receivership Order**”), the Notice of Application, the Second Report of the Receiver (the “**Report**”), and the Affidavit of Service, filed; **AND UPON HEARING** the submissions of counsel for the Receiver and any other interested parties appearing at the within application;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

**APPROVAL OF TRANSACTION**

2. The Transaction is hereby approved. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser (or its nominee).
3. The Transaction is commercially reasonable and in the best interests of the Debtors and their stakeholders.

**VESTING OF PROPERTY**

4. Upon delivery of a Receiver’s certificate to the Purchaser (or its nominee) substantially in the form set out in Schedule “A” hereto (the “**Receiver's Closing Certificate**”), all of the Debtor’s right, title and interest in and to the Purchased Assets listed in Schedule “B” hereto shall vest absolutely in the name of the Purchaser (or its nominee) free and clear of

and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, “Claims”) including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order;
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system,

and for greater certainty, this Court orders that all Claims affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

5. Upon delivery of the Receiver’s Closing Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities (collectively, “Governmental Authorities”) are hereby authorized, requested and directed to accept delivery of such Receiver’s Closing Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Purchaser or its nominee clear title to the Purchased Assets.
6. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order and the Transaction. Presentment of this Order and the Receiver’s Closing Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims.

7. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Purchased Assets is required for the due execution, delivery and performance by the Receiver of the Transaction.
8. For the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets from and after delivery of the Receiver's Closing Certificate and all Claims shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Purchased Assets without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed for which it has issued a Receiver's Certificate pursuant to the Receivership Order.
9. Upon completion of the Transaction, the Debtors and all persons who claim by, through or under the Debtors in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).

5 – Approval and Vesting Order (Action No. 1903 20042)

10. The Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtors, or any person claiming by, through or against the Debtors.
11. The Receiver is directed to file with the Court a copy of the Receiver's Closing Certificate forthwith after delivery thereof to the Purchaser (or its nominee).

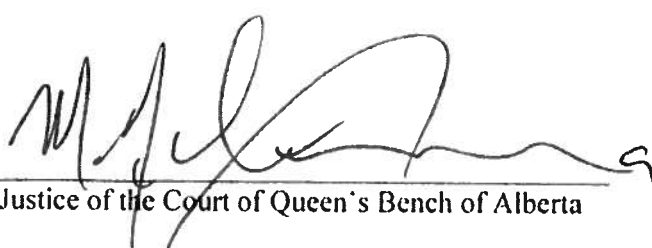
**MISCELLANEOUS MATTERS**

12. Notwithstanding:
  - (a) the pendency of these proceedings and any declaration of insolvency made herein;
  - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985 c B-3, as amended (the "*BIA*"), in respect of the Debtors, and any bankruptcy order issued pursuant to any such applications;
  - (c) any assignment in bankruptcy made in respect of the Debtors; and
  - (d) the provisions of any federal or provincial statute:

the vesting of Purchased Assets in the Purchaser 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 transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the *BIA* 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.

13. The Receiver, the Purchaser and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing any sale of the Purchased Assets.

14. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
15. Service of this Order shall be deemed good and sufficient by:
- (a) Serving the same on:
    - (i) the persons listed on the service list created in these proceedings;
    - (ii) any other person served with notice of the application for this Order;
    - (iii) any other parties attending or represented at the application for this Order;
    - (iv) the Purchaser or the Purchaser's solicitors; and
  - (b) Posting a copy of this Order on the Receiver's website at <https://www.bowragroup.com/performance-ag>
- and service on any other person is hereby dispensed with.
16. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

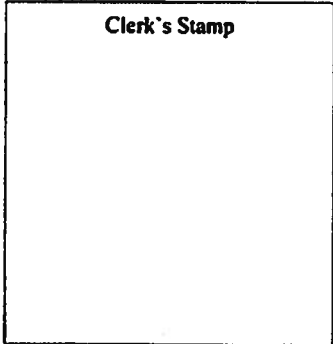


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Justice of the Court of Queen's Bench of Alberta

**Schedule “A” - Form of Receiver’s Certificate**

**COURT FILE NUMBER:** 1903 20042  
**COURT:** COURT OF QUEEN’S BENCH  
OF ALBERTA  
**JUDICIAL CENTRE:** EDMONTON  
**PLAINTIFF:** MLS PROPERTY GROUP LTD.  
**DEFENDANTS:** 1235962 ALBERTA LTD. f/k/a  
PERFORMANCE AG GROUP  
EVANSBURG LTD. f/k/a HAR-  
DE AGRI SERVICES INC.,  
PERFORMANCE AG GROUP  
CALMAR LTD. f/k/a HAR-DE  
AGRI SERVICES CALMAR  
LTD. and HAR-DE AGRI  
SERVICES LTD.



**DOCUMENT:** **RECEIVER’S  
CERTIFICATE**

**ADDRESS FOR SERVICE  
AND CONTACT  
INFORMATION OF PARTY  
FILING THIS DOCUMENT:**

**PARLEE McLAWS LLP**  
Barristers & Solicitors  
Patent & Trade-Mark Agents  
1700 Enbridge Centre  
10175 – 101 Street NW  
Edmonton, Alberta T5J 0H3  
Attention: Steven A. Rohatyn  
Phone: 780-423-8177  
Fax: 780-423-2870  
File No: 75782-7/SRO

**RECITALS**

A. Pursuant to an Order of the Honourable Justice J.H. Goss of the Court of Queen’s Bench of Alberta, Judicial District of Edmonton (the “Court”) dated October 16, 2019, The Bowra Group Inc. was appointed as the receiver (the “Receiver”) of the undertakings, property and Assets of the Defendants (the “Debtors”).

8 – Approval and Vesting Order (Action No. 1903 20042)

- B. Pursuant to an Order of the Court dated May 5, 2020 (the “Order”), the Court approved the sale of the assets particularized in Schedule “B” thereto (the “Purchased Assets”) to Wayne Tourneur (the “Purchaser”) and provided for the vesting in the Purchaser of the Debtors’ right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the purchase price for the Purchased Assets; and (ii) that the Transaction has been completed to the satisfaction of the Receiver
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Order.

**THE RECEIVER CERTIFIES** the following:

1. The Purchaser or its nominee has paid and the Receiver has received the purchase price for the Purchased Assets;
  2. The transaction has been completed to the satisfaction of the Receiver.
  3. This Certificate was delivered by the Receiver at \_\_\_\_ on \_\_\_\_\_, 2020.
- The Bowra Group, in its capacity as Receiver of the undertakings, property and assets of the Defendants, and not in its personal capacity.

**Per:** \_\_\_\_\_

**Name:**

**Title:**



9 – Approval and Vesting Order (Action No. 1903 20042)

**Schedule “B” – Purchased Assets**

- Five (5) ton fertilizer spreader #3
- Farm King 841 Auger (S/N 210026912)