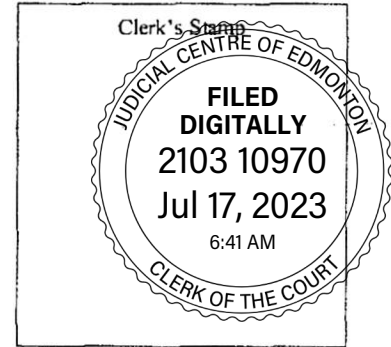


CERTIFIED

E. Wheaton
by the Court Clerk as a true copy of the
document digitally filed on Jul 17, 2023

COURT FILE NUMBER: 2103 10970
COURT: COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE: EDMONTON
PLAINTIFF: CANADIAN WESTERN BANK
DEFENDANT: SHAMROCK VALLEY ENTERPRISES LTD.
DOCUMENT: **CONSENT SECOND CARVE OUT 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: Jeremy H. Hockin, Q.C.
Phone: 780-423-8532
Fax: 780-423-2870
File No: 75782-12/JHH

DATE ON WHICH ORDER WAS PRONOUNCED: July 13, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K. Feth

UPON the Desktop Application of MNP Ltd., the successor of The Bowra Group Inc., in its capacity as the court appointed Receiver/Manager (the "**Receiver**") of the Defendant, Shamrock Valley Enterprises Ltd. (the "**Company**"); **AND UPON** reading the Seventh Report of the Receiver, to be filed; **AND UPON** reading the Carve Out Order dated December 7, 2022 in this Action (the "**Carve Out Order**"); **AND UPON** noting the consent of the Company, the Receiver, and 2250657 Alberta Ltd.; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. All capitalized terms used herein and not otherwise defined shall have the same meanings as defined in Carve Out Order.
2. The stay of proceedings provisions set out in the Receivership Order of the Honourable Justice J.T. Neilson dated July 30, 2021 (the "**Receivership Order**") is hereby lifted in favour of 2250657 Alberta Ltd. ("**225**") solely and specifically for the purpose of 225 filing and proceeding with its Counterclaim (as currently filed) in Court of King's Bench Action number 2203 20091 (the "**225 Claim Action**"). In all other respects, the stay of proceedings provisions set out in the Receivership Order shall remain in full force and affect.
3. In respect of the 225 Claim Action, and notwithstanding paragraph 3(g) and (j) of the Receivership Order, all right, power, authority and ability to defend, settle and/or compromise the 225 Claim Action, including without limitation filing a Statement of Defence to Counterclaim, shall re-vest in

{E0198639.DOCX; 2}

4135-2858-9382.v1

the Company through its director Murry Nielsen, and the Receiver shall have no liabilities or obligations or involvement or power or authority in respect of the 225 Claim Action, and any underlying claims made against the Company, except as may be necessary as witness, and except as a person in respect of whom a third party record production Order may be issued by this Honourable Court.

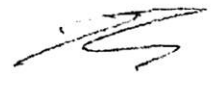
4. The Claims Process Order of the Honourable S.D. Hillier dated May 3, 2022 (the "CPO") is hereby amended only as strictly necessary to permit this Honourable Court in the 225 Claim Action, as opposed to this Action, to determine if the Counterclaim asserted by 225 in the 225 Claim Action is barred and extinguished as a result of the terms of the CPO, and if not, to determine the merits and validity of 225's Counterclaim, in addition to the merits and validity of the Company's claim against 225.
5. In the event that the Counterclaim asserted by 225 in the 225 Claim Action is determined by this Honourable Court to be valid and enforceable, and Judgment is granted in favour of 225 in the 225 Claim Action, the Judgment in the 225 Claim Action shall be not be paid out, through or in accordance with the process set out in the CPO, nor shall any Writ of Enforcement issued in respect thereof be recoverable from or bind any funds now or hereafter held by the Receiver in the receivership estate, but rather 225 shall have all rights and remedies in accordance with law to recover any Judgment amount from or against the Company and its exigible property directly.
6. In all other respects, the terms of the CPO remain unamended and in full force and affect. For clarity, nothing in this Order shall be deemed to determine one way or the other if the Counterclaim asserted by 225 in the 225 Claim Action has hereby barred and extinguished by the terms of the CPO.
7. Any party may apply in respect of advice or directions in respect of this Order, or to amend or vary this Order, on not less than 5 days' notice to the Company and the Receiver, unless the Receivership has already been discharged by Order of this Court.
8. This Order may be executed in counterpart, and delivered by facsimile or other electronic means.


Justice of the Court of King's Bench of Alberta

CONSENTED TO BY:

Duncan Craig LLP

Per:


Ryan Quinlan
Counsel for Shamrock Valley Enterprises Ltd.

Parlee McLaws LLP

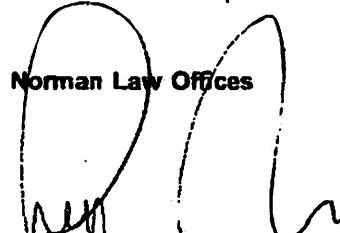
Per:



Steven A. Rohatyn
Counsel for the Receiver, MNP Ltd., successor
of The Bowra Group Inc.

Norman Law Offices

Per:



Greg K. Norman
Counsel for 2250657 Alberta Ltd.