

No. S1813437
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF SECTION 211 OF
THE CANADA BUSINESS CORPORATIONS ACT,
R.S.C. 1985, c. C-44, AS AMENDED**

WEQ HOLDINGS INC.

PETITIONER

NOTICE OF APPLICATION

Name of applicant: Bowra Group Inc., (“**Bowra**” or the “**Liquidator**”) in its capacity as the liquidator of WEQ Holdings Inc. (“**WEQ**”)

To: The Inspectors and to the Director, *Canada Business Corporations Act*

TAKE NOTICE that an application will be made by the applicant to the presiding judge at the courthouse at 800 Smithe Street, in the City of Vancouver, in the Province of British Columbia, on **January 10, 2020** at the hour of 9:45 a.m for the order set out in Part 1 below.

Part 1: ORDER(S) SOUGHT

1. The applicant applies for an order substantially in the form attached as Schedule “A”:
 - (a) Abridging the time for and validating service of this Notice of Application and supporting materials such that the application is properly returnable as per above, and dispensing with further service thereof;
 - (b) Granting an extension of time pursuant to section 223(2)(b) of the *Canada Business Corporations Act* (“CBCA”) for approval of the final accounts and for seeking an order permitting the Liquidator to make distributions to shareholders as required in s. 233(2)(a); and
 - (c) Approving the activities, reports and conduct of the Liquidator,

Part 2: FACTUAL BASIS

A. Background

2. At a special meeting of shareholders on November 28, 2018 (the “**Special Meeting**”), the Shareholders passed a special resolution approving, among other things:
 - (a) a transaction between WEQ and United Rentals of Canada, Inc. (the “**Purchaser**”) pursuant to an asset purchase agreement (the “**APA**”), whereby WEQ sold substantially all of the assets of its remaining business platform which operated under the name of WesternOne Infrastructure Services Inc (the “**Transaction**”).
 - (b) the voluntary liquidation and dissolution of WEQ pursuant to section 211(8) of the CBCA at a time to be determined by the directors of WEQ; and
 - (c) the plan of liquidation and dissolution substantially in the form attached to the notice of Special Meeting (the “**Liquidation Plan**”).
3. The Liquidation Plan appointed Bowra as liquidator of WEQ. The Liquidation Plan became effective on December 17, 2018.
4. In an order of this Court in these proceedings dated December 17, 2018 (the “**Liquidation Order**”), the court among other things, (i). approved and affirmed the Liquidation Plan, (ii) granted an Administration Charge (as defined in the Liquidation Order), (iii) dispensed with any requirements and obligations that WEQ or the Liquidator place before WEQ’s shareholders any further audited financial statements as required under s. 155(1) and 159(1) of the CBCA or otherwise, (iv) declared that WEQ and the Liquidator are exempt from any requirements under Part XIV of the CBCA regarding the appointment and duties of an auditor and (v) declared that WEQ and the Liquidator are relieved of any obligation to call and hold a meeting of WEQ’s shareholders.
5. In an order of this Court in these proceedings dated December 17, 2018, the Court approved and established a procedure for the solicitation, determination and resolution of certain claims against WEQ and its former directors and officers (the “**Claims Procedure**”).

B. Extending the Time for Approval of Final Accounts and Distribution

6. The Liquidator is seeking an extension under section 223(2)(b) of the CBCA regarding the approval of final accounts and seeking an order permitting the Liquidator to distribute the remaining property of WEQ to its shareholders according to their respective rights.
7. There are issues that are required to be completed by the Liquidator in order to complete its duties under the CBCA, and order appointing the Liquidator, including:
 - (a) Obtaining a clearance certificates pursuant to the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.) as amended, from the Canada Revenue Agency ("CRA"). The process for obtaining clearance certificates can only commence once WEQ's final tax return is filed (the "**Tax Return**");
 - (b) Various lingering issues, including with respect to issues relating to WEQ's subsidiaries and PST in Manitoba and fees from the Customs Border and Services Agency have delayed the Liquidator's ability to file the Tax Return.
 - (c) A final review and determination of any other potential recoverable assets that may be received from WEQ's subsidiaries.
8. The above issues need to be addressed before the remaining property can be distributed.

Part 3: LEGAL BASIS

9. The provisions of the CBCA and in particular section 217 thereof
10. The inherent and equitable jurisdiction of this Honourable Court.
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Part 4: MATERIAL TO BE RELIED ON

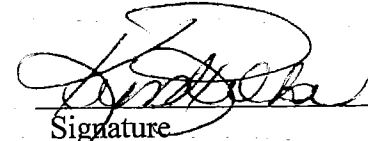
At the hearing of this Petition will be read the following:

12. The Liquidation Order pronounced December 17, 2018;

- 13. The Claims Procedure Order pronounced December 17, 2018; and
- 14. The First Report to the Court of the Liquidator dated December 16, 2019
- 15. Such further and other evidence as counsel may advise and this Honourable Court permits.

The Petitioner estimates that the application will take 15 minutes.

Dated: Dec 17, 2019



Signature

Applicant

Lawyer for applicant

Kimberly A. Robertson

THIS NOTICE OF APPLICATION is prepared and delivered by Kimberly A. Robertson, of the firm Lawson Lundell LLP, Barristers & Solicitors, whose place of business and address for service is 1600 - 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2. Telephone: (604) 685-3456. Facsimile: (604) 669-1620. Attention: **Kimberly A. Robertson..**

To be completed by the court only:

Order made

in the terms requested in paragraphs of Part 1 of this notice of application

with the following variations and additional terms:

Dated:

Signature of

Judge

Master

APPENDIX

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- other

Schedule "A"

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WEQ HOLDINGS INC.

PETITIONER

ORDER

BEFORE THE HONOURABLE JUSTICE)
Friday, the 10th day)
of January, 2020)

ON THE APPLICATION of Bowra Group Inc., in its capacity as the liquidator of WEQ Holdings Inc. ("WEQ"), as appointed by court order pronounced December 17, 2017 pursuant to the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "CBCA") for an Order, granting an extension of time pursuant to CBCA s. 223(2)(b) for the approval of the final accounts and for seeking an order permitting a distribution to shareholders as required in s. 223(2)(a), coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on January 10, 2020, and on hearing Kimberley A. Robertson, counsel for the Liquidator and Teresa M Tomchak counsel for the Petitioner and no one else appearing and on reading the First Report of the Liquidator dated December 16, 2019 (the "**Liquidator's Report**");

THIS COURT ORDERS THAT:

SERVICE

1. The time for service of this application is hereby abridged and validated so that this Notice of Application is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF TIME FOR APPROVAL OF ACCOUNTS AND DISTRIBUTION

2. The Liquidator shall hereby be granted an extension pursuant to section 223(2)(b) of the CBCA to seek approval of its final accounts and order permitting the Liquidator to make distributions as required by s. 223(2)(a) of the CBCA until such time as the Liquidator, in consultation with the inspectors of WEQ's liquidation appointed pursuant to s. 217 of the CBCA (the "**Inspectors**"), determines necessary or until further Order of this Court.

3. The notice requirements under section 223(4) of the CBCA, for the purposes of the relief granted herein pursuant to s. 223(2)(b) of the CBCA, shall be satisfied by providing notice to the Director (as defined in the CBCA) and to the Inspectors.

APPROVAL OF LIQUIDATOR'S ACTIVITIES AND CONDUCT

4. The Liquidator's Report is accepted for filing, and the activities and conduct of the Liquidator as described therein is hereby ratified and approved.

GENERAL PROVISIONS

5. The Liquidator may from time to time apply to this Court for advice and directions in the discharge of its powers and duties as modified by this Order.

6. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Liquidator and its respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Liquidator and its respective agents in carrying out the terms of this Order.

7. The Liquidator be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Liquidator is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT.

Signature

Party Lawyer for the Petitioner

Teresa M. Tomchak

Signature

Party Lawyer for the Liquidator

Kimberley A. Robertson

By the Court

Registrar

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Attention: Kimberley Robertson