

IN THE MATTER OF THE PROPOSAL OF HB SOLAR
CANADA INC. OF THE CITY OF CONCORD, IN THE
PROVINCE OF ONTARIO

AUG 13, 2018

Court File No. 31-2364769

A. Ilchenko for MB SDCS. August 13, 2018,
H. Tharadith for the Proposed Debtor.
J. Spetter for Proposed Purchaser
J. Dawnes for RBC.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

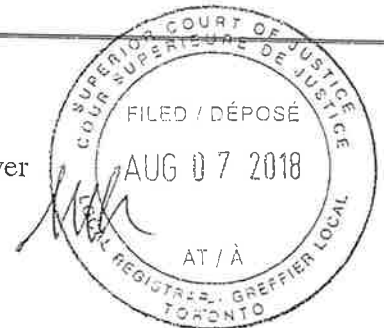
PROCEEDING COMMENCED AT
TORONTO

MOTION RECORD OF
HB SOLAR CANADA INC.

The motion was not opposed. Two
orders were sought. (1) An order
approving the sale ~~transacted~~
transaction (the "APS") with
a resulting Sale Approval
and Vesting Order; and (2)
An order approving the
Proposal.

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Lawyers for HB Solar Canada Inc.

With respect to the approval of the
APS, Mr. Ewe J. issue a Sale

Process Order approving a sale and
investment solicitation process ("SISOP")

I am satisfied that the Proposal Committee
conducted an appropriate marketing
process. Two bids were ultimately
received and the Proposal Committee
has explained in the supplementary report
why the rejected bid was considered
inadequate. Having reviewed the
reports I am satisfied that the
APS is reasonable in the circumstances
and it is approved and the
Sale Approval & Vesting Order is
granted.

The Proposal is based on the
implementation of the purchase
transaction.

It is necessary to

accept the proposal. It is proposed

that the report indicates that

the proposal is reasonable

and provides a better return

for activities. It is suggested

that the proposal should be

approved and ~~the~~ carried out

The ^{to be} milk is quoted.

Order is given in ~~order~~ form,
and to be forwarded to me.


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