

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

**MOTION RECORD**

**(Returnable June 19, 2018)**

JUNE 14, 2018

**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**  
**DINA MILIVOJEVIC (LSUC NO. 64521U)**  
**MONTY DHALIWAL (LSUC NO. 65124N)**  
Tel: (905) 273-3300  
Fax: (905) 273-6920

Lawyers for HB Solar Canada Inc.

**TO: SERVICE LIST (attached)**

**SERVICE LIST**  
(as of June 14, 2018)

<b>TO:</b>	<b>This Honourable Court</b>	
<b>AND TO:</b>	<p><b>Dodick Landau Inc.</b> 4646 Dufferin Street, Suite 6 Toronto, Ontario M3H 5S4</p> <p><b>Attention: Rahn Dodick</b></p> <p>Tel: 416-645-0552 Fax: 416-649-7725 <a href="http://www.dodick.ca">www.dodick.ca</a></p> <p><i>Proposal Trustee</i></p>	Email: <a href="mailto:rahn.dodick@dodick.ca">rahn.dodick@dodick.ca</a>
	<p><b>McCarthy, Tetrault</b> 66 Wellington Street West Suite 5300, TD Bank Tower Box 48 Toronto ON M5K 1E6</p> <p><b>Attention: Heather Meredith</b></p> <p><b>Tel: 416-601-8342</b> <b>Fax: 416-868-0673</b></p> <p><i>Counsel for the Proposal Trustee</i></p>	Email: <a href="mailto:hmeredith@mccarthy.ca">hmeredith@mccarthy.ca</a>
<b>AND TO:</b>	<p><b>Ministry of Finance</b> Legal Services Branch 777 Bay Street, 11<sup>th</sup> Floor Toronto, Ontario M5G2C8</p> <p><b>Attention: Kevin O'Hara</b></p> <p>Tel: 905-433-6934 Fax: 905-436-4510</p>	E-mail: <a href="mailto:kevin.ohara@ontario.ca">kevin.ohara@ontario.ca</a>
<b>AND TO:</b>	<p><b>Department of Justice</b> Ontario Regional Office The Exchange Tower 130 King Street West, Suite 3400 Toronto, Ontario M5X 1K6</p> <p><b>Attention: Diane Winters</b></p>	E-mail: <a href="mailto:diane.winters@justice.gc.ca">diane.winters@justice.gc.ca</a>

	<p>Tel: 416-973-3172  Fax: 416-973-0810</p>	
<b>AND TO:</b>	<p><b>Shawinigan – Sud National Verification and Collection Centre</b>  4695 Shawinigan-Sud Blvd.  Shawinigan-Sud, Quebec G9P 5H9</p> <p>Tel: 1-866-248-1576  Fax: 1-866-229-0839</p>	<p>Email:  <a href="mailto:cra-arc_tax-fisc_ins_t-f_g@cra-arc.gc.ca">cra-arc_tax-fisc_ins_t-f_g@cra-arc.gc.ca</a></p>
<b>AND TO:</b>	<p><b>Royal Bank of Canada</b></p> <p>c/o Alloway And Associates  Professional Corporation  64 Prince Andrew Place  Toronto, ON M3C 2H4</p> <p><b>Attention: James Davies</b></p> <p>Tel: 416-971-9293 Ext. 231  Fax: 416-971-9349</p> <p><i>Counsel for Royal Bank of Canada</i></p>	<p>Email: <a href="mailto:jdavies@alloway.net">jdavies@alloway.net</a></p>
<b>AND TO:</b>	<p><b>NRG Metalworks Inc.</b>  c/o Giffen LLP  P.O. Box 2396  Kitchener, Ontario N2H 6M3</p> <p><b>Attention: Cynthia Davis</b>  Tel: 519-578-4150 Ext. 165</p>	<p>Email: <a href="mailto:cd@giffenlawyers.com">cd@giffenlawyers.com</a></p>
<b>AND TO:</b>	<p><b>SAPA Canada Inc.</b>  c/o Norton Rose Fulbright Canada LLP  Royal Bank Plaza, South Tower, Suite  3800  Toronto, Ontario M5J 2Z4</p> <p><b>Attn: Virginie Gauthier</b>  Tel: 416 216-4853</p>	<p>Email:  <a href="mailto:virginie.gauthier@nortonrosefulbright.com">virginie.gauthier@nortonrosefulbright.com</a></p>

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

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# TAB 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

**NOTICE OF MOTION**

**HB Solar Canada Inc. (“HB”)** will make a Motion before a Judge sitting on the Commercial List to be heard on **Tuesday, June 19, 2018**, at 10:00 a.m. or as soon after that time as the Motion can be heard at the Court House, 330 University Avenue, Toronto, Ontario, M5G 1E6.

**PROPOSED METHOD OF HEARING:** The motion is to be heard

in writing under subrule 37.12.1 (1) because it is (insert one of on consent, unopposed or made without notice);

in writing as an opposed motion under subrule 37.12.1 (4);

orally.

**THE MOTION IS FOR AN ORDER:**

1. If necessary, abridging the time for service and filing of the Notice of Motion, the Motion Record and the Second Report of Dodick Landau Inc., the Proposal Trustee (the “**Proposal Trustee**”) dated June 14, 2018 (the “**Second Report**”) and dispensing with service on any other person other than those served;

2. Extending the time for filing a proposal, and extending the Stay Period (as defined below) for a period of forty-five (45) days, to and including August 6, 2018; and

3. Such further and other relief as counsel to HB Solar Canada Inc. may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

1. HB's insolvency has been caused by a number of factors including but not limited to the contraction of the rooftop solar panel market due to changes made to the Feed-In-Tariff program, increased competition forcing HB to reduce prices and earn lower margins, and increased bad debt write-offs. As a result of these issues, HB faced a liquidity crisis which made it impossible to maintain its obligations to its creditors.

2. On April 10, 2018, HB filed an Notice of Intention to Make a Proposal pursuant to the *Bankruptcy and Insolvency Act*; all proceedings against HB were stayed for 30 days (as extended, the "**Stay Period**").

3. On May 10, 2018, Justice McEwen granted an Order extending the Stay Period to June 22, 2018.

4. On May 14, 2018, Justice McEwen granted an Order, *inter alia*, approving a Sale and Investment Solicitation Process (the "**SISP**") and approving an Administration Charge.

**Extension of Time:**

5. HB requests a further extension of the Stay Period to and including August 6, 2018.

6. This extension of time is required to enable HB to continue to pursue a transaction in accordance with the Court-approved SISP with a view of HB making a successful proposal to its creditors, thereafter.

7. The paramount goal of HB's restructuring is to preserve, maximize and realize value for the benefit of its stakeholders.

8. The SISP- the purpose of which is to identify one or more financiers, purchasers or investors in HB's business and assets – is ongoing. The SISP provides a projected date for closing a transaction of July 31, 2018 and also provides that the Proposal Trustee may extend

deadlines by up to two weeks. The parties continue to work towards identifying and completing a transaction pursuant to the SISP.

9. HB is in the process of preparing a proposal to present to creditors upon a successful completion of the SISP.

10. HB has acted and continues to act in good faith and with due diligence in seeking to restructure its affairs after the date of the filing of the NOI.

11. An extension of the stay to August 6, 2018 will substantially enhance the likelihood of HB making a viable proposal to its creditors.

12. No creditor would be materially prejudiced if the extension of the stay were granted.

13. Sections 50.4(9), 50.6 and 64.2 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended.

14. Rules 1.04, 2.03, 3.02, 16.04 and 37 of the *Rules of Civil Procedure*, RRO 1990, Reg. 194, as amended.

15. The inherent and equitable jurisdiction of this Honourable Court.

16. Other grounds as described in the Affidavit of Eric Stephenson and the Second Report; and

17. Such further and other relief as counsel may advise and this Honourable Court may permit.



**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the Motion:

1. The Affidavit of Eric Stephenson sworn June 14, 2018 and the exhibits annexed thereto.
2. The Second Report of the Proposal Trustee dated June 14, 2018 and appendices annexed thereto.
3. Such further and other material as counsel may produce and this Honorable Court may permit.

**DATED: JUNE 14, 2018**

**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**  
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**MONTY DHALIWAL (LSUC NO. 65124N)**  
Tel: (905) 273-3300  
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Lawyers for HB Solar Canada Inc.

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

Court File No. 31-2364769

***ONTARIO*  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT  
TORONTO**

**NOTICE OF MOTION**

**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**

Tel: (905) 273-3300  
Fax: (905) 273-6920

Lawyers for HB Solar Canada Inc.

# TAB 2

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

**AFFIDAVIT OF ERIC STEPHENSON**

I, **ERIC STEPHENSON**, of the City of Vaughan, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am the Chairman of HB Solar Canada Inc. ("**HB**" or the "**Company**"). Where I do not have personal knowledge, I have indicated the source of my information and do verily believe such information to be true. Where correspondence is adopted as an exhibit, I do verily believe the information contained therein and that it was sent and received on the date(s) indicated.

**I. Relief Sought:**

2. This Affidavit is sworn in support of a motion for an Order:

- (a) If necessary, abridging the time for service of the Notice of Motion, the Motion Record and the Second Report of Dodick Landau Inc. (the "**Proposal Trustee**") dated June 14, 2018 (the "**Second Report**") and dispensing with service on any other person other than those served;
- (b) Extending the time for filing a proposal, and extending the Stay Period (defined below) for a period of forty-five (45) days, to and including August 6, 2018; and to
- (c) Report to the Court on the status of the Sale and Investment Solicitation Process (the "**SISP**") approved by the Order of the Honourable Justice McEwen dated May 14, 2018 (the "**Sale Process Approval Order**").

## II. Overview and Business Operations

### A. Overview of the Business:

3. HB is an Ontario corporation that was incorporated on October 2, 2009. Attached hereto as **Exhibit “A”** is a copy of a Corporation Profile Report dated August 2, 2017. Each of Eric Stephenson and Ingo Wolfert, who are the Company’s founders, indirectly own 50% of the shares of HB Solar.
4. At April 10<sup>th</sup>, 2018 (the “**Filing Date**”), the date HB filed the Notice of Intention to Make a Proposal (the “**NOI**”), HB employed eleven (11) people. None of the employees were terminated after the NOI was filed.
5. HB carries on business as a supplier of photovoltaic (“**PV**”) solar energy array mounting systems and related equipment. HB is headquartered in Concord, Ontario and supplies all of North America and the Caribbean with a variety of solar mounting rack solutions and accessories.
6. HB Solar funded its operations from a combination of shareholder equity and line of credit from its banking facility with Royal Bank of Canada, its sole significant secured creditor.
7. Since its inception in 2009, HB focused on the Ontario market for PV rooftop systems that was created with the inception of the Green Energy Act and the subsequent FIT program. Despite competing against large international players (such as Schletter, Sunlink, Solardock, Solyndra, PanelClaw), in the early days of the FIT program, HB was able to build its business and gain a reputation for the quality of its products.
8. HB engineers and produces mounting systems for rooftop solar PV arrays as well as car ports. It offers products for the Commercial and Industrial market, the Residential Market, and the Municipalities, Universities, Schools and Hospitals sector. Its product platforms consist of systems for metal roofs, flat roofs, shingle roofs, car ports as well as engineered solutions for unique project conditions (i.e. solar awnings, seismic solutions etc.)
9. By 2016, HB had reached the number one position in the Ontario market for PV rooftop racking. Due to the constant changes of the FIT program and drastic reductions of the FIT rates

the local market for rooftop PV systems has contracted by an estimated 80% and most racking suppliers have either left the Ontario market or closed up their business completely.

10. Market conditions in the Ontario market remain extremely challenging due to the reduced FIT rates, discontinuation of the FIT program and artificially lowered electricity cost under the “Fair Hydro Plan”. As of 2018 HB is the preferred supplier of rooftop racking to the largest remaining developers/EPCs with a market penetration of about 60% of all available systems.

11. HB’s sales in recent years ranged from \$6-11 million per year. Due to the constant cost pressures from reduced FIT rates, prices for rooftop racking have deteriorated by roughly 80% and therefore more systems need to be sold for less money to achieve the same margins.

12. HB has also experienced an increase in bad debts from a number of customers which has reduced its available net working capital.

**B. Assets:**

13. HB’s primary assets are its inventory and accounts receivable from its customers as well as fixed assets, with estimated book values at the Filing Date of \$1.4 million for the inventory, \$1.6 million for the accounts receivable and \$180,000 for the fixed assets.

**C. Secured Indebtedness:**

14. Attached hereto as **Exhibit “B”** to this my Affidavit is a chart setting out the list of secured creditors of HB in order of registration under the PPSA. Its chief secured creditor is Royal Bank of Canada with current indebtedness of approximately \$800,000.00 (“**RBC**”). The only other secured creditor relates to a pair of leased vehicles.

15. Attached hereto as **Exhibit “C”** is a copy of HB’s Creditor List which is attached to the NOI. The total amount owing to all creditors is \$2,927,457.00 as at the Filing Date including the \$800,000.00 owing to RBC.

16. As of the date of this Affidavit, HB is current in paying employee source deductions and HST remittances.

#### **D. Unsecured Creditors:**

17. The breakdown of secured versus unsecured indebtedness is in the process of being finalized. HB's accounts payable to unsecured creditors totaled approximately \$2,100,000 as at the Filing Date.

### **III. Current Status**

#### **A. Factors Leading to Insolvency:**

18. A number of factors have led to HB's insolvency including but not limited to, changes to the FIT program contracting the market for rooftop PV systems, increased competition forcing HB to reduce prices and earn lower margins, increased bad debt write offs and the inability to attract additional capital from institutional lenders and equity investors.

19. Beginning in 2017, the Company increased its efforts to attract additional capital from institutional lenders and equity investors, as well as from others in the solar business, whether by way of debt, equity or some other form of strategic alliance. While there was some interest in the market, it became apparent that HB Solar would have to formally restructure its affairs before anyone would invest further.

20. Due to lower sales, reduced prices and margins, and significant bad debt write-offs, HB faced liquidity concerns, which made it difficult to maintain its obligations to its creditors.

21. In response to the above referenced issues, HB determined that it had no other readily available options but to file the NOI on the Filing Date to prevent irreparable harm to the business of HB and the erosion of the capital of its investors, while HB implements a sale process.

22. To date, HB has not filed a proposal. A copy of the Certificate of Filing of the NOI is attached hereto as **Exhibit "D"**.

23. HB filed the NOI in order to preserve the status quo and to preserve its business operations.

24. Since filing the NOI, HB Solar has continued to service its customers. Every effort is

being made to maintain the ongoing business until the closing of a possible sale transaction.

25. On the Filing Date proceedings against HB were stayed for 30 days (as extended, the “Stay Period”). On May 10, 2018 the Court issued an order extending the Stay Period to June 22, 2018 (the “**First Extension Order**”). On May 14, 2018 the Court approved the SISP by issuing the Sale Process Approval Order. A copy of the First Extension Order is attached hereto as **Exhibit “E”**. A copy of the Sale Process Approval Order is attached hereto as **Exhibit “F”**.

#### **IV. Overview of Restructuring Plan and SISP**

26. The paramount goal of HB is to preserve, maximize and realize value for the benefit of all stakeholders.

27. The purpose of the SISP is to identify one or more financiers, purchasers of, or investors in, HB’s business assets, with a projected completion of a transaction by the end of July 2018.

In the Sales Process Approval Order the Court authorized HB to take steps to carry out the SISP. To date, broad marketing has begun to potential financiers and investors, including those that have already expressed interest in purchasing the business. More details of the status of the SISP will be provided to the Court by the Proposal Trustee in its Second Report. The parties continue to work towards identifying and completing a transaction pursuant to the SISP.

28. The important dates for the SISP are:

<b>Sale Process Procedures</b>	<b>Date</b>
Court approval of Sale Process by	May 14, 2018
<b>STAGE 1</b>	
Due Diligence by existing interested party	May 14, 2018 to May 20 2018
Executed APS and deposit paid	By May 20, 2018
<b>IF NO APS – STAGE 2</b>	
Begin marketing to interested parties, distributing CIM and provide access to on-line data room	By May 21, 2018
Solicitation of potential purchasers/investors	By June 1, 2018
Due diligence completed	By June 29, 2018
Deadline for submission of binding offers	By June 29, 2018



Identification of successful offer	By July 4, 2018
Hold meeting of creditors to vote on Proposal	By July 25, 2018
Obtain Court approval of Proposal	By July 30, 2018
Closing of Transaction	By July 31, 2018

The SISP also provides that the Proposal Trustee has the right to extend any deadlines in the SISP by up to two weeks.

#### V. Cash Flow Forecast

29. HB has worked with the Proposal Trustee to prepare a Cash Flow Statement and Report on Cash Flow for HB which was filed by HB in accordance with the BIA (the “**Cash Flow Forecast**”) and for the first extension period (the “**Second Cash Flow Forecast**”).

30. HB has also prepared a Cash Flow Forecast for this extension period request (the “**Third Cash Flow Forecast**”). Attached hereto as **Exhibit “E”** is a copy of the Cash Flow Forecast, the Second Cash Flow Forecast and the Third Cash Flow Forecast. Based on my knowledge of the financial position of HB and the assumptions set out in the Cash Flow Forecast, the Second Cash Flow Forecast and the Third Cash Flow Forecast, I believe all of these are fair and reasonable.

#### VI. Extension of Stay

31. In order to allow HB sufficient time to implement the SISP and to complete its reorganization successfully, HB is seeking an extension of the time for filing of the Proposal to and including August 6, 2018 for a total extension of 45 days.

32. I verily believe that HB has acted in good faith and with diligence and has made best efforts in seeking to restructure the affairs of HB after the Filing Date. It would not be possible to complete the restructuring process and prepare a viable Proposal to creditors within the existing Stay Period without an extension.

33. I verily believe that the requested extension will substantially enhance the likelihood of HB making a viable Proposal to its creditors, and will not cause any undue prejudice to any party.

34. An extension of Stay Period is essential to preserve HB’s business to maintain its value,


and is required to continue to pursue a transaction in accordance with the SISP, with a view to making a successful proposal to creditors thereafter.

35. Without the benefit of a stay of proceedings, HB would be deemed bankrupt and there would be a fast and significant erosion of value of HB's assets.

36. I swear this Affidavit in support of HB's motion for the relief requested and for no other or improper purpose.

**SWORN BEFORE ME** )  
at the City of Mississauga )  
in the Province of Ontario, )  
this 14<sup>th</sup> day of June, 2018 )  
)  
)

  
\_\_\_\_\_  
**ERIC STEPHENSON**

  
\_\_\_\_\_  
A Commissioner for taking oaths, etc.  
*Alexander Tcherka*

This is **Exhibit "A"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14 day of June, 2018

A handwritten signature in blue ink, consisting of several overlapping, sweeping strokes that form a cursive-like shape, positioned above a horizontal dotted line.

A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 1

## CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date	
2219762	HB SOLAR CANADA INC.	2009/10/02	
		Jurisdiction	
		ONTARIO	
Corporation Type	Corporation Status	Former Jurisdiction	
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE	
Registered Office Address		Date Amalgamated	Amalgamation Ind.
21 ROYSUN ROAD		NOT APPLICABLE	NOT APPLICABLE
Suite # 6 WOODBIDGE ONTARIO CANADA L4L 8R3		New Amal. Number	Notice Date
		NOT APPLICABLE	NOT APPLICABLE
Mailing Address			Letter Date
21 ROYSUN ROAD			NOT APPLICABLE
Suite # 6 WOODBIDGE ONTARIO CANADA L4L 8R3		Revival Date	Continuation Date
		NOT APPLICABLE	NOT APPLICABLE
		Transferred Out Date	Cancel/Inactive Date
		NOT APPLICABLE	NOT APPLICABLE
		EP Licence Eff.Date	EP Licence Term.Date
		NOT APPLICABLE	NOT APPLICABLE
		Date Commenced in Ontario	Date Ceased in Ontario
		NOT APPLICABLE	NOT APPLICABLE
Activity Classification	Number of Directors Minimum      Maximum		
NOT AVAILABLE	00001      00010		

Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 2

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

2219762

**Corporation Name**

HB SOLAR CANADA INC.

**Corporate Name History**

HB SOLAR CANADA INC.

**Effective Date**

2009/10/02

**Current Business Name(s) Exist:**

NO

**Expired Business Name(s) Exist:**

NO

**Adminletrator:  
Name (Individual / Corporation)**

ERIC  
STEPHENSON

**Address**

28 WOOLSTHORPE CRESCENT  
  
THORNHILL  
ONTARIO  
CANADA L3T 4E2

**Date Began**

2012/05/15

**First Director**

NOT APPLICABLE

**Designation**

DIRECTOR

**Officer Type**

**Resident Canadian**

Y

Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 3

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

2219762

**Corporation Name**

HB SOLAR CANADA INC.

**Administrator:  
Name (Individual / Corporation)**

ERIC  
STEPHENSON

**Address**

28 WOOLSTHORPE CRESCENT  
  
THORNHILL  
ONTARIO  
CANADA L3T 4E2

**Date Began**

2012/05/15

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

CHAIRMAN

**Resident Canadian**

**Administrator:  
Name (Individual / Corporation)**

INGO  
J  
WOLFERT

**Address**

141 DALGLEISH AVENUE  
  
KINGSTON  
ONTARIO  
CANADA K7K 7E5

**Date Began**

2009/10/02

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

MANAGING DIRECTOR

**Resident Canadian**

Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 4

## CORPORATION PROFILE REPORT

<b>Ontario Corp Number</b>	<b>Corporation Name</b>
2219762	HB SOLAR CANADA INC.

**Administrator:**  
**Name (Individual / Corporation)**

INGO  
J  
WOLFERT

**Address**

141 DALGLEISH AVENUE

KINGSTON  
ONTARIO  
CANADA K7K 7E5

<b>Date Began</b>	<b>First Director</b>
2009/10/02	NOT APPLICABLE

<b>Designation</b>	<b>Officer Type</b>	<b>Resident Canadian</b>
DIRECTOR		Y

**Administrator:**  
**Name (Individual / Corporation)**

INGO  
J  
WOLFERT

**Address**

141 DALGLEISH AVENUE

KINGSTON  
ONTARIO  
CANADA K7K 7E5

<b>Date Began</b>	<b>First Director</b>
2009/10/02	NOT APPLICABLE

<b>Designation</b>	<b>Officer Type</b>	<b>Resident Canadian</b>
OFFICER	SECRETARY	Y

Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 5

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

2219762

**Corporation Name**

HB SOLAR CANADA INC.

**Administrator:  
Name (Individual / Corporation)**

INGO  
J  
WOLFERT

**Address**

141 DALGLEISH AVENUE

KINGSTON  
ONTARIO  
CANADA K7K 7E5

**Date Began**

2009/10/02

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

TREASURER

**Resident Canadian**

Y



Request ID: 020558122  
Transaction ID: 65239239  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:00  
Page: 6

## CORPORATION PROFILE REPORT

Ontario Corp Number

2219762

Corporation Name

HB SOLAR CANADA INC.

### Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2016	1C	2017/07/09 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID: 020558123  
Transaction ID: 65239240  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:02  
Page: 1

## CORPORATION DOCUMENT LIST

**Ontario Corporation Number**  
2219762

**Corporation Name**  
HB SOLAR CANADA INC.

<b>ACT/CODE</b>	<b>DESCRIPTION</b>	<b>FORM</b>	<b>DATE (YY/MM/DD)</b>
CIA	ANNUAL RETURN 2016 PAF: WOLFERT, INGO	1C	2017/07/09 (ELECTRONIC FILING)
BCA	ARTICLES OF AMENDMENT	3	2015/04/30
CIA	CHANGE NOTICE PAF: WESTON, RONALD J	1	2013/10/02 (ELECTRONIC FILING)
CIA	ANNUAL RETURN 2011 PAF: WOLFERT, INGO	1C	2012/07/21 (ELECTRONIC FILING)
CIA	ANNUAL RETURN 2010 PAF: WOLFERT, INGO	1C	2011/07/02 (ELECTRONIC FILING)
CIA	ANNUAL RETURN 2009 PAF: WOLFERT, INGO	1C	2011/07/02 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: WOLFERT, INGO J	1	2010/02/04 (ELECTRONIC FILING)
BCA	ARTICLES OF AMENDMENT	3	2010/01/28
CIA	INITIAL RETURN PAF: WOLFERT, INGO	1	2009/12/03
BCA	ARTICLES OF INCORPORATION	1	2009/10/02 (ELECTRONIC FILING)

Request ID: 020558123  
Transaction ID: 65239240  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2017/08/02  
Time Report Produced: 10:37:02  
Page: 2

## CORPORATION DOCUMENT LIST

**Ontario Corporation Number**

2219762

**Corporation Name**

HB SOLAR CANADA INC.

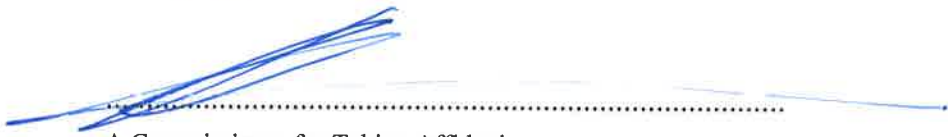
<b>ACT/CODE</b>	<b>DESCRIPTION</b>	<b>FORM</b>	<b>DATE (YY/MM/DD)</b>
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THIS REPORT SETS OUT ALL DOCUMENTS FOR THE ABOVE CORPORATION WHICH HAVE BEEN FILED ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

ALL "PAF" (PERSON AUTHORIZING FILING) INFORMATION IS DISPLAYED EXACTLY AS RECORDED IN ONBIS. WHERE PAF IS NOT SHOWN AGAINST A DOCUMENT, THE INFORMATION HAS NOT BEEN RECORDED IN THE ONBIS DATABASE.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

This is **Exhibit "B"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14<sup>th</sup> day of June, 2018



A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

PSSME19                    PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM                    05/07/2018  
TIP73507                    RESPONSE SUMMARY/HIGH VOLUME                    14:20:15  
ACCOUNT : 009313-0001  
FILE CURRENCY : 06MAY 2018  
SEARCH : BD : HB SOLAR CANADA INC.

RESPONSE CONTAINS : APPROXIMATELY    3 FAMILIES    5 PAGES

- FOR VERBAL RESPONSE, ENTER "V" IN RESPONSE TYPE.
- TO REQUEST A PRINT-OUT, ENTER "P" IN RESPONSE TYPE AND FILL IN THE MISSING INFORMATION.
- TO TERMINATE THE ENQUIRY, ENTER "CANCEL" IN THE NAME LINE.

RESPONSE TYPE : V                    RESPONSE LANGUAGE (E,F) : E    PICK-UP CODE : \_\_\_\_\_  
RESPONSE MAILING ADDRESS  
NAME : \_\_\_\_\_  
ADDRESS : \_\_\_\_\_  
CITY : \_\_\_\_\_                    PROV : \_\_\_\_\_  
POSTAL CODE : \_\_\_\_\_  
PRINT RESPONSE LOCALLY (Y/N) : N

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PSSME02 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 05/07/2018  
TIP73507 DISPLAY 1C REGISTRATION - SCREEN 1 14:20:15  
ACCOUNT : 009313-0001 FAMILY : 1 OF 3 ENQUIRY PAGE : 1 OF 5  
FILE CURRENCY : 06MAY 2018  
SEARCH : BD ; HB SOLAR CANADA INC.

00 FILE NUMBER : 698104926 EXPIRY DATE : 17JUL 2019 STATUS :  
01 CAUTION FILING : PAGE : 01 OF 001 MV SCHEDULE ATTACHED :  
REG NUM : 20140717 1440 1530 5986 REG TYP: P PPSA REG PERIOD: 5  
02 IND DOB : IND NAME:  
03 BUS NAME: HB SOLAR CANADA INC.

04 ADDRESS : 21 ROYSUN ROAD UNIT 6 OCN :  
CITY : WOODBRIDGE PROV: ON POSTAL CODE: L4L 8R3  
05 IND DOB : IND NAME:  
06 BUS NAME:

07 ADDRESS : OCN :  
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :  
ROYAL BANK OF CANADA

09 ADDRESS : 36 YORK MILLS ROAD 4TH FLR  
CITY : TORONTO PROV: ON POSTAL CODE: M2P 0A4  
CONS. MV DATE OF OR NO FIXED  
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE  
10 X X X X X  
YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION  
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16 AGENT: CANADIAN SECURITIES REGISTRATION SYSTEMS  
17 ADDRESS : 4126 NORLAND AVENUE  
CITY : BURNABY PROV: BC POSTAL CODE: V5G 3S8

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PSSME04 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 05/07/2018  
TIP73507 DISPLAY 2C REGISTRATION - SCREEN 1 14:20:15  
ACCOUNT : 009313-0001 FAMILY : 1 OF 3 ENQUIRY PAGE : 2 OF 5  
FILE CURRENCY : 06MAY 2018  
SEARCH : BD : HB SOLAR CANADA INC.

FILE NUMBER 698104926  
PAGE TOT REGISTRATION NUM REG TYPE  
01 CAUTION : 01 OF 002 MV SCHED: 20150821 1045 1529 4554  
21 REFERENCE FILE NUMBER : 698104926  
22 AMEND PAGE: NO PAGE: X CHANGE: A AMNDMNT REN YEARS: CORR PER:  
23 REFERENCE DEBTOR/ IND NAME:  
24 TRANSFEROR: BUS NAME: HB SOLAR CANADA INC.

25 OTHER CHANGE:  
26 REASON: CHANGE DEBTOR'S ADDRESS FROM  
27 /DESCR: 21 ROYSUN ROAD UNIT 6  
28 : WOODBRIDGE, ON L4L 8R3  
02/05 IND/TRANSFeree:  
03/06 BUS NAME/TRFEE: HB SOLAR CANADA INC.

OCN:  
04/07 ADDRESS: UNIT 23 399 FOUR VALLEY DRIVE  
CITY: CONCORD PROV: ON POSTAL CODE: L4K 5Y8  
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS ;  
CITY ; PROV : POSTAL CODE ;  
CONS. MV DATE OF NO FIXED  
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME : CANADIAN SECURITIES REGISTRATION SYSTEMS

17 ADDRESS : 4126 NORLAND AVENUE  
CITY : BURNABY PROV : BC POSTAL CODE : V5G 3S8

PSSME04 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM 05/07/2018  
TIP73507 DISPLAY 2C REGISTRATION - SCREEN 1 14:20:15  
ACCOUNT : 009313-0001 FAMILY : 1 OF 3 ENQUIRY PAGE : 3 OF 5  
FILE CURRENCY : 06MAY 2018  
SEARCH : BD : HB SOLAR CANADA INC.

FILE NUMBER 698104926  
REGISTRATION NUM REG TYPE  
20150821 1045 1529 4554  
PAGE TOT  
01 CAUTION : 02 OF 002 MV SCHED:  
21 REFERENCE FILE NUMBER : 698104926  
22 AMEND PAGE: NO PAGE: CHANGE: REN YEARS: CORR PER:  
23 REFERENCE DEBTOR/ IND NAME:  
24 TRANSFEROR: BUS NAME:

25 OTHER CHANGE:  
26 REASON: TO  
27 /DESCR: UNIT 23 399 FOUR VALLEY DRIVE  
28 : CONCORD, ON L4K 5Y8  
02/05 IND/TRANSFEEE:  
03/06 BUS NAME/TRFEE:

04/07 ADDRESS: OCN:  
CITY: PROV: POSTAL CODE:

29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :  
CITY : PROV : POSTAL CODE :  
CONS. MV DATE OF NO FIXED  
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME :  
17 ADDRESS :  
CITY : PROV : POSTAL CODE :

\*\*\*\*\*







This is **Exhibit "C"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this *14<sup>th</sup>* day of June, 2018

A handwritten signature in blue ink, consisting of several overlapping strokes, positioned above a horizontal dotted line.

A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

District of: Ontario  
Division No. 09 - Toronto  
Court No.  
Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
HB Solar Canada Inc.  
of the city of Concord, in the Province of Ontario

Take notice that:

1. I, HB Solar Canada Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. Dodick Landau Inc. of 4646 Dufferin St., Suite 6, Toronto, ON, M3H 5S4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the city of Toronto in the Province of Ontario, this 9th day of April 2018.

  
\_\_\_\_\_  
Jugo Wifal HB Solar Canada Inc.  
Director Insolvent Person

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 HB Solar Canada Inc.  
 of the city of Concord, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Abhay Shah			2,000.00
Alectra Utilities Chrs Meridith	P. O. Box 3700 Concord ON L4K 5N2		970.00
Alexander Gereb			2,000.00
APPS Cartage Inc.	6495 Tomken Road Mississauga ON L5T 2X7		253.00
Bell Canada F-88 - Business Insolvency Department	1 Carrefour Alexandre-Graham-Bell, Aile E3 Verdun QC H3E 3B3		250.00
Big Rock Supply	330 Meyer Road Bensenville IL 60106 USA		771.00
Canadian Parking Association	350-2255 St. Laurent Blvd. Ottawa ON L4K 5Y7		893.00
Canadian Solar Industries Association	450 Isabella Street, Suite 805 Ottawa ON K1A 1V7		3,390.00
CBC Engineers	125 Westpark Road Centerville OH 45459 USA		1,160.00
Century Concrete Products Ltd.	4170 Midland Avenue Scarborough ON M1V 4S6		39,888.00
Cintaa	255 Harry Walker Parkway Newmarket ON L3Y 8Z5		1,208.00
Corlin	20 Speers Rd., Unit 603 Oakville ON L6K 3R5		1,932.00
CRA - Tax - Ontario Quebec Insolvency Intake Centre	Shawinigan - Sud National Verification and Collection Centre 4695 Shawinigan-Sud Blvd Shawinigan-sud QC G9P 5H9		25,409.00
Derek Wilson			2,000.00
Ecollblum Solar	244 W State Street Athens OH 45701 USA		1,562.00
Edward Hutchinson			2,000.00

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 HB Solar Canada Inc.  
 of the city of Concord, in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
EJOT Fastening Systems L.P.	9900 58th Place, Suite 100 Kenosha WI 53144 USA		23,249.00
Enbridge Gas Distribution - Ontario Back Office Collections Department	PO Box 650 Scarborough ON M1K 6E3		964.00
Eric Stephenson			2,000.00
Extrusion Profiles Inc.	8-110 Torbay Road Markham ON L3R 1G6		16,098.00
FATH Inc.	6533 Hazeltine National Drive, Ste. 3 Orlando FL 32822 USA		328,232.00
Graham Smith			2,000.00
Hamilton Stamping Inc.	101 Morley Street Hamilton ON L8H 3R8		9,447.00
HD Supply Brafasco/CTF	100 Galcat Drive Woodbridge ON L4L 0B9		738.00
Henderson Fleischer Roller	151 Lakeshore Road Oakville ON L6K 1E5		7,786.00
ILSCO of Canada	615B Orwell Street Mississauga ON L5A 2W4		9,978.00
Ingo Wolfert			2,000.00
JAZ Freight Inc.	12 Harcourt Crescent Kitchener ON N2P 1K9		2,113.00
Levac Supply Limited	25 Railway Street Kingston ON K7K 2L7		2,556.00
M.A.K. Freight Systems	1000 Edgeley Blvd., Unit 3, Suite 200 Concord ON L4K 4V4		25,875.00
Matrix Scale Service Inc.	301 Walline Avenue Mississauga ON L4Z 1P3		367.00
Michael Jay Boychuk			2,000.00

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 HB Solar Canada Inc.  
 of the city of Concord, in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
NRG Metalworks Inc.	244 Montrose St. N., Unit 6 Cambridge ON N3H 2H7		840,139.00
OMG	153 Bowles Road Agawam MA 01001-3824 USA		2,416.00
Optimum Structural Corp.	39 Kirk Drive Thornhill ON L3T 3K8		19,545.00
Pallett Valo LLP Frances Wales	300-77 City Centre Dr, West Tower Mississauga ON L5B 1M5		2,520.00
PTC (Canada) Inc.	P.O. Box 4290 Station A Toronto ON M5W 0E1		780.00
Puroiator Inc.	PO Box 7006, 31 Adelaide St. E. Toronto ON M5C 3E2		2,269.00
RBC Royal Bank Visa c/o BankruptcyHighway.com Razel Bowen	PO Box 57100 Etobicoke ON M8Y 3Y2		1,000.00
Ridout & Maybee LLP	11 Holland Avenue, Suite 601 Ottawa ON K1Y 4S1		2,094.00
Royal Bank of Canada	36 York Mills Road, 4th Floor Toronto ON M2P 0A4		800,000.00
Ruza & RDM Maintenance Inc.	60 Spruce Avenue Richmond Hill ON L4C 6W1		384.00
Ryan Olejnik			2,000.00
Samco Machinery	351 Passmore Ave. Toronto ON M1V 3N8		15,216.00
Samuel, Son & Co.	2360 Dixie Road Mississauga ON L4Y 1Z7		19,351.00
SAPA Canada Inc.	PO Box 11000, Station A Toronto ON M5W 2G5		565,770.00
Silicone Rubber Canada	551 Imperial Road North Guelph ON N1H 7M2		74,900.00

District of: Ontario  
Division No. 09 - Toronto  
Court No.  
Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
HB Solar Canada Inc.  
of the city of Concord, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Tubeway	260186 Southgate Rd. 26 RR 1 Proton Station ON N0C 1L0		53,301.00
TUV Rheinland PTL LLC	1107 West Fairmount Dr., Bldg A Tempe AZ 85282 USA		3,274.00
UCC Steelwork Connections Inc.	895 Sandy Beach Rd. Unit 12 & 13 Pickering ON L1W 3M7		1,429.00
Total			2,927,457.00



Jingo Wolfert  
Director

HB Solar Canada Inc.  
Insolvent Person





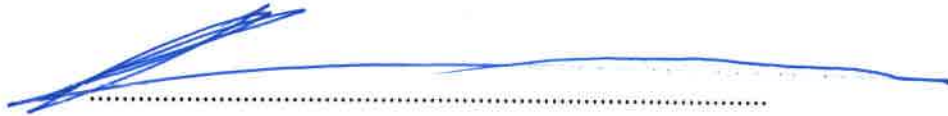
This is **Exhibit "D"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14<sup>th</sup> day of June, 2018

A handwritten signature in blue ink, consisting of a large, stylized initial 'A' followed by a long horizontal stroke that tapers to the right.

.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**



This is **Exhibit "E"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14<sup>th</sup> day of June, 2018

A handwritten signature in blue ink, consisting of several overlapping, sweeping strokes that form a cursive name.

.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE *ME* ) THURSDAY, THE 10<sup>th</sup> DAY OF  
JUSTICE *T. McBrown* ) MAY, 2018



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

**ORDER**

**THIS MOTION**, made by HB Solar Canada Inc. ("**HB**") pursuant to the *Bankruptcy and Insolvency Act*, R.S.C 1985, c B-3, as amended (the "**BIA**") was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Ingo Wolfert sworn May 8, 2018 and the Exhibits thereto (the "**Wolfert Affidavit**"), the First Report of Dodick Landau Inc. (the "**Proposal Trustee**") dated May 8, 2018 (the "**First Report**") and on being advised that the creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for HB, the Proposal Trustee and any other parties who signed the counsel slip;

**Service:**

1. **THIS COURT ORDERS** that the time for service of the HB's Notice of Motion and Motion Record and the First Report is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at: <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL <[www.dodick.ca]>.

3. **THIS COURT ORDERS** that the E-Service List Keeper and the WebHost (as such terms are defined in the Protocol) for the purpose of this proceeding shall be the Proposal Trustee.

**Extension of Time to File Proposal:**

4. **THIS COURT ORDERS** that the time for filing of the Proposal, and the stay of proceedings herein, are extended in accordance with Section 50.4(9) of the BIA for a period of 45 days, to and including June 22, 2018.

5. **THIS COURT ORDERS** that each of HB and the Proposal Trustee 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 Proposal Trustee 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.

6. **THIS COURT ORDERS** that any interested party (including HB and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

MAY 10 2018

MB

PER / PAR:



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

Court File No. 31-2364769

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT  
TORONTO**

**ORDER**

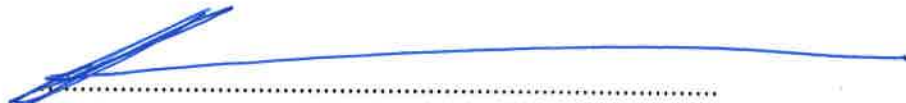
**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**

Tel: (905) 273-3300  
Fax: (905) 273-6920

Lawyers for HB Solar Canada Inc.

This is **Exhibit "F"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14<sup>th</sup> day of June, 2018

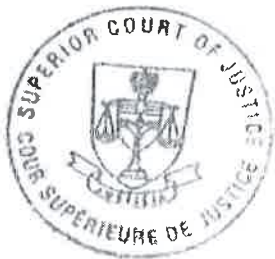
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.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR )  
JUSTICE McEWEN ) MONDAY, THE 14<sup>th</sup> DAY OF  
)  
) MAY, 2018



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

**ORDER**

**THIS MOTION**, made by HB Solar Canada Inc. ("**HB**") pursuant to the *Bankruptcy and Insolvency Act*, R.S.C 1985, c B-3, as amended (the "**BIA**") was originally heard on May 10, 2018 with certain relief granted by an Order of McEwen J, dated May 10, 2018 extending the time to file a Proposal and the stay of proceedings to and including June 22, 2018, as well as the approval of the Commercial List E-Service Protocol and aid and recognition provisions, with the balance of the relief requested by HB adjourned to this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Ingo Wolfert sworn May 8, 2018 and the Exhibits thereto (the "**Wolfert Affidavit**"), the First Report of Dodick Landau Inc. (the "**Proposal Trustee**") dated May 8, 2018 (the "**First Report**") and on being advised that the creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for HB, the Proposal Trustee and any other parties who signed the counsel slip;

**Proposal Trustee's Fees and Administration Charge:**

1. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee and counsel to HB shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by HB as part of the costs of these proceedings. HB is hereby authorized and directed to pay the accounts of the Proposal Trustee, counsel for the Proposal Trustee and counsel for HB on a bi-weekly basis.
2. **THIS COURT ORDERS** that the Proposal Trustee and the legal counsel for the Proposal Trustee shall pass their accounts from time to time, and for this purpose the accounts of the Proposal Trustee and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.
3. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, and HB's counsel shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**") on the Property, but for the purposes of the Administration Charge specifically excluding the vehicles leased by Kennedy National Leasing Limited, in the amount of \$80,000.00, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 8 to 11 hereof.

**Validity and Priority of Administration Charge:**

4. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge shall not be required, and that the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.
5. **THIS COURT ORDERS** that the Administration Charge shall constitute a charge on HB's current and future properties, assets and undertakings of every nature and kind whatsoever and wheresoever situated including all proceeds thereof, but for the purposes of the Administration Charge specifically excluding the vehicles leased by Kennedy National Leasing

Limited (the “**Property**”) and such Administration Charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”) in favour of any individual, firm, corporation, governmental body or agency (except statutory deemed trusts that, at law, rank in priority to all other charges), or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”).

6. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, HB shall not grant any Encumbrances over any Property that rank in priority to, or pari passu with, the Administration Charge, unless HB also obtains the prior written consent of the Proposal Trustee and the beneficiaries of the Administration Charge, or further Order of this Court.

7. **THIS COURT ORDERS** that the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Administration Charge (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the BIA, or any bankruptcy order made pursuant to such applications; (c) the filing or deemed filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds HB, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Administration Charge shall not create or be deemed to constitute a breach by HB of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting the creation of the Administration Charge; and

- (c) the payments made by HB pursuant to this Order and the granting of the Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

**Enhanced Powers of the Proposal Trustee:**

8. **THIS COURT ORDERS** that, in addition to the powers and duties set out in the BIA and this Order (or any other Order of this Court in these proceedings), the Proposal Trustee is hereby fully and exclusively authorized and empowered, but not required, to take any and all actions and steps, and execute any and all documents and writings, on behalf, and in the name of HB in order to carry out its duties under this Order or any other Order of the Court, including to execute all documents relating to the SISP (as defined below) as well as to execute and deliver any documents on behalf of HB to implement transactions under the SISP approved by the Court.

9. **THIS COURT ORDERS** that the Proposal Trustee is authorized and empowered, but not required, to operate on behalf of HB any of HB's existing accounts at any financial institution ("**HB's Accounts**"), in such manner as the Proposal Trustee, in its sole discretion, deems necessary or appropriate to assist with the exercise of the Proposal Trustee's powers and duties set out herein, including the ability to add or remove persons having signing authority with respect to any of HB's Accounts.

10. **THIS COURT ORDERS** that all employees of HB shall remain the employees of HB until such time as the Proposal Trustee, on HB's behalf, may terminate the employment of such employees. Nothing in this Order shall, in and of itself, cause the Proposal Trustee to be liable for any employee-related liabilities or duties, including, without limitation, wages, severance pay, termination pay, vacation pay and pension or benefit amounts.

11. **THIS COURT ORDERS** that the enhancement of the Proposal Trustee's powers as set forth herein, the exercise by the Proposal Trustee of any of its powers, the performance by the Proposal Trustee of any of its duties, or the use or employment by the Proposal Trustee of any person in connection with its appointment and the performance of its powers and duties shall not constitute the Proposal Trustee the employer, successor employer or related employer of the

employees of HB within the meaning of any provincial, federal or municipal legislation or common law governing employment, pensions or labour standards or any other statute, regulation or rule of law or equity for any purpose whatsoever or expose the Proposal Trustee to liability to any individuals arising from or relating to their previous employment by HB.

12. **THIS COURT ORDERS** that the Proposal Trustee is not, and shall not be or be deemed to be, a director, officer or employee of HB.

13. **THIS COURT ORDERS** that HB shall continue to have the benefit of all of the protections and priorities as set out in the BIA, or this Order, and any such protections and priorities shall apply to the Proposal Trustee in fulfilling its duties and exercising any of its powers under this Order or any other Order of this Court.

14. **THIS COURT ORDERS** that HB its management and advisors shall cooperate fully with the Proposal Trustee and any directions it may provide pursuant to this Order or any other Order of this Court and shall provide the Proposal Trustee with such assistance as the Proposal Trustee may request from time to time to enable the Proposal Trustee to carry out its duties and powers as set out in this Order or any other Order of this Court.

15. **THIS COURT ORDERS** that nothing in this Order shall constitute or be deemed to constitute the Proposal Trustee as a receiver, assignee, liquidator, administrator, receiver manager, agent of the creditors or legal representative of HB within the meaning of any relevant legislation and that any distribution made to creditors of HB by the Proposal Trustee will be deemed to have been made by HB itself.

16. **THIS COURT ORDERS** that the Proposal Trustee shall not take possession of the Property, and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the business or Property of HB, or any part thereof.

17. **THIS COURT ORDERS** that nothing herein contained shall require the Proposal Trustee to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the

protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the Canadian *Environmental Protection Act*, the Ontario *Environmental Protection Act*, the Ontario *Water Resources Act*, or the Ontario *Occupational Health and Safety Act* and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Proposal Trustee from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Proposal Trustee shall not, as a result of this Order or anything done in pursuance of the Proposal Trustee's duties and powers under this Order, be deemed to be in possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

18. **THIS COURT ORDERS** that the Proposal Trustee shall provide any creditor of HB with information provided by HB in response to reasonable requests for information made in writing by such creditor addressed to the Proposal Trustee. The Proposal Trustee shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Proposal Trustee has been advised by HB is confidential, the Proposal Trustee shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Proposal Trustee and HB may agree.

19. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Proposal Trustee by the BIA or any applicable legislation.

**Sale and Investment Solicitation Process:**

20. **THIS COURT ORDERS** that the Two-Stage Sale and Investment Solicitation Process (the “**SISP**”), attached as **Schedule “A”** to this Order, is approved.

21. **THIS COURT ORDERS** that HB and the Proposal Trustee are authorized and directed to perform their obligations under and take such steps as they consider necessary or desirable in carrying out the SISP.

22. **THIS COURT ORDERS** that the Proposal Trustee shall have no personal or corporate liability in connection with the SISP, including, without limitation:

- (a) by advertising the SISP;
- (b) by exposing the Property to any and all parties;
- (c) by responding to any and all requests or inquiries regarding due diligence conducted in respect of HB or the Property;
- (d) through the disclosure of any and all information regarding HB or the Property arising from, incidental to or in connection with the SISP; and
- (e) pursuant to any and all offers received by HB in accordance with the SISP.

23. **THIS COURT ORDERS** that, in connection with the SISP and pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act (Canada)*, HB and the Proposal Trustee are authorized and permitted to disclose personal information of identifiable individuals to prospective investors, financiers, purchasers or offerors and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more investment, finance or sale transactions (each, a “**Transaction**”). Each prospective investor, financier, purchaser, or offeror to whom such information is disclosed shall maintain and protect the privacy of such information and shall limit the use of such information to its evaluation of the Transaction, and if it does not complete a Transaction, shall: (i) return all such information to HB or the Proposal Trustee, as applicable; (ii) destroy all such information; or (iii) in the case of such information that is electronically stored, destroy all such information to the extent it is reasonably practical to do so. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by HB, and shall return all other personal information to HB or the Proposal Trustee, as applicable, or ensure that all other personal information is destroyed.

**General:**

24. **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 HB, the Proposal Trustee and their 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 HB and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist HB and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

25. **THIS COURT ORDERS** that each of HB and the Proposal Trustee 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 Proposal Trustee 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.

26. **THIS COURT ORDERS** that any interested party (including HB and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

A handwritten signature in black ink, appearing to read 'M. J. S.', is written above a horizontal line.



## Schedule "A"

### HB Solar Canada Inc. ("HB") Sale and Investment Solicitation Process Summary

The purpose of the Sale and Investment Solicitation Process (the "SISP") is to identify one or more purchasers of, or investors in, the business and assets of HB with a projected completion date of a transaction or transactions by July 2018.

All capitalized terms used but not otherwise defined herein have the meaning given to them in the Order granted by the Ontario Superior Court of Justice (the "Court") on May 14, 2018 (the "May Order") in respect of the proposal proceedings commenced by HB under the *Bankruptcy and Insolvency Act* (the "BIA").

The SISP will be a Two Stage process. Initially HB and the Proposal Trustee will continue negotiating with an existing possible purchaser with the aim of having an executed agreement of purchase and sale in a form acceptable to HB and the Proposal Trustee executed, and a deposit paid, by May 20, 2018.

If such an agreement is not executed by May 20, 2018, the SISP would then expand to a Second Stage of a full sale process that would accommodate offers for the purchase of HB's assets for all possible purchasers.

The details of the expanded Second Stage of the SISP details are provided below.

- HB has compiled, and with the assistance of the Proposal Trustee, may continue to compile, a list of interested parties ("Interested Parties") and will distribute to them an interest solicitation letter detailing this opportunity. The Proposal Trustee will contact all parties identified as well as any additional parties that come to its attention. A confidentiality agreement ("CA") will be attached to the interest solicitation letter;
- HB, with the assistance of the Proposal Trustee, will prepare a confidential information memorandum ("CIM") which will be made available to Interested Parties that execute the CA. The CIM will provide an overview of HB's business, property and financial results;
- Interested Parties who execute the CA will have an opportunity to perform diligence, including reviewing information in a virtual data room;
- At the discretion of the Proposal Trustee, a notice will be published in trade publications;
- The Proposal Trustee, with the assistance of HB, will facilitate diligence efforts by, among other things, responding to questions and coordinating meetings between Interested Parties and HB's management and such other parties as the Proposal Trustee may arrange. All meetings with management will be convened in the presence of a representative of the Proposal Trustee;

## Schedule "A"

- Prospective investors shall be required to identify all material terms of their proposed investment to permit evaluation of such proposal but will not be required to submit the terms and structure of their proposed investment in a predetermined prescribed format;
- Parties interested in acquiring assets will be able to refer to a template asset purchase agreement ("APA") that will be posted in the data room. Interested Parties who wish to acquire assets will be encouraged to submit offers substantially in the form of the APA, with any changes black-lined against the APA;
- Interested Parties will be entitled to submit offers for HB's business and assets on an individual basis or *en bloc*. Subject to the value of the consideration to be paid, preference will be given to *en bloc* offers;
- The deadline for submission of offers ("Offer Deadline") will be 5:00 pm EST on June 29, 2018;
- Offers are to be submitted to the Proposal Trustee with a refundable cash deposit in the form of a wire transfer (to a bank account specified by the Proposal Trustee) or such other form of deposit as is acceptable to the Proposal Trustee, in an amount equal to 10% of the purchase price or investment amount. Offers are to be supported by evidence, satisfactory to the Proposal Trustee, of financing sufficient to close a transaction within the timelines detailed in these procedures. All offers are to be irrevocable until 10 days after Court approval of the Proposal;
- The Proposal Trustee will evaluate the offers and may seek clarification and/or a re-bidding of certain offers;
- HB's management, along with their respective legal counsel, will be consulted on a timely basis during the different phases of the SISP, provided that they confirm to the Proposal Trustee that they are not bidders in the SISP;
- Any offer submitted must be subject to the approval of the creditors of HB and the Court;
- Upon completion of definitive documentation, HB will make a Proposal to its creditors in which it will propose a sale of the assets to the successful bidder(s) and the Proposal Trustee will call a meeting of the creditors of HB to vote on HB's Proposal; and
- Following receipt of creditor approval of HB's Proposal, HB will apply to the Court for an order approving the Proposal including one or more offers ("Transaction"), with the Transaction projected to be completed as soon as possible following approval of the Proposal by the Court. The Proposal Trustee will provide its recommendation to the Court with respect to the Proposal and the Transaction.

## Schedule "A"

Other attributes of the SISP:

- The Proposal Trustee shall have the right to extend by up to two-weeks any deadline in the SISP in order to facilitate the SISP. Further extensions will require Court approval;
- HB's management and employees are required to assist and support the efforts of the Proposal Trustee as provided for herein;
- Any transaction will be consistent with insolvency principles, including without material representations and warranties and shall be on an "as is, where is" basis;
- The Proposal Trustee reserves the right to accept one or more offers, in consultation with HB management, and to take such steps as are necessary to finalize and complete an APA or investment agreement or to continue negotiations with a selected number of Interested Parties with a view to finalizing an agreement(s) with one or more of them;
- The Proposal Trustee shall be under no obligation to accept the highest offer, the best offer, or any offer, and the selection of any offer(s) shall be at the discretion of the Proposal Trustee after consultation with HB Management;
- The Proposal Trustee shall not be bound by the terms of any transaction(s) until approval of the Court is obtained;
- The Proposal Trustee may consider transactions involving a restructuring or investment in HB if, in the opinion of the Proposal Trustee, the resulting transaction is in the best interests of HB and maximizes value for the benefit of its stakeholders; and
- The Proposal Trustee reserves the right to apply to the Court at any time to modify or terminate the SISP if it considers it appropriate in the circumstances or to apply to the Court for advice and directions.

## Schedule "A"

### SUMMARY TIMELINE OF IMPORTANT DATES

<b>Sale Process Procedures</b>	<b>Date</b>
Court approval of Sale Process by	May 14, 2018
<b>STAGE 1</b>	
Due Diligence by existing interested party	May 14, 2018 to May 20, 2018
Executed APS and deposit paid	By May 20, 2018
<b>IF NO APS – STAGE 2</b>	
Begin marketing to interested parties, distributing CIM and provide access to on-line data room	By May 21, 2018
Solicitation of potential purchasers/investors	By June 1, 2018
Due diligence completed	By June 29, 2018
Deadline for submission of binding offers	By June 29, 2018
Identification of successful offer	By July 4, 2018
Hold meeting of creditors to vote on Proposal	By July 25, 2018
Obtain Court approval of Proposal	By July 30, 2018
Closing of Transaction	By July 31, 2018

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

Court File No. 31-2364769

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT  
TORONTO**

**ORDER**

**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**

Tel: (905) 273-3300

Fax: (905) 273-6920

Lawyers for HB Solar Canada Inc.

This is **Exhibit "G"** referred to in the Affidavit  
of ERIC STEPHENSON sworn before me  
this 14<sup>th</sup> day of June, 2018



A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

District of: Ontario  
Division No. 09 - Toronto  
Court No. 31-2364769  
Estate No. 31-2364769

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
HB Solar Canada Inc.  
of the city of Concord, in the Province of Ontario

The attached statement of projected cash flow of HB Solar Canada Inc., as of the 20th day of April 2018, consisting of 11 week period from April 7, 2018 to June 22, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

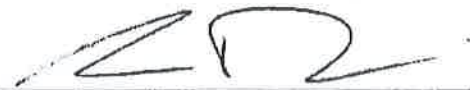
- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the city of Toronto in the Province of Ontario, this 20th day of April 2018.

Dodick Landau Inc. - Licensed Insolvency Trustee  
Per:



Rahn Dodick - Licensed Insolvency Trustee  
4646 Dufferin St., Suite 6  
Toronto ON M3H 5S4  
Phone: (416) 736-4357 Fax: (416) 649-7725

District of: Ontario  
Division No. 09 - Toronto  
Court No. 31-2364769  
Estate No. 31-2364769

FORM 29 - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
HB Solar Canada Inc.  
of the city of Concord, in the Province of Ontario

Purpose:

Solely for the purpose of this insolvency proceeding.

Projection Notes:

See attached cash-flow

Assumptions:

See attached cash-flow

Dated at the city of Toronto In the Province of Ontario, this 20th day of April 2018.

Dodick Landau Inc. - Licensed Insolvency Trustee

Per:



Rahn Dodick - Licensed Insolvency Trustee

4646 Dufferin St., Suite 6

Toronto ON M3H 5S4

Phone: (416) 736-4357 Fax: (416) 649-7725



**HB Solar Canada Inc**

**Weekly Cash Flow Forecast**


For the period from April 7, 2018 to June 22, 2018

Week Ending	Notes	13-Apr-18	20-Apr-18	27-Apr-18	4-May-18	11-May-18	18-May-18	25-May-18	1-Jun-18	8-Jun-18	15-Jun-18	22-Jun-18	TOTAL
<b>Receipts</b>													
Sales	2	-	-	-	-	78,142	95,840	43,981	64,137	159,972	152,306	209,873	804,252
AR Collections	3	220,000	120,649	98,437	277,221	197,379	43,247	18,777	5,000	73,961	5,000	-	1,059,671
<b>Total Receipts</b>		<b>220,000</b>	<b>120,649</b>	<b>98,437</b>	<b>277,221</b>	<b>275,521</b>	<b>139,087</b>	<b>62,758</b>	<b>69,137</b>	<b>233,933</b>	<b>157,306</b>	<b>209,873</b>	<b>1,863,923</b>
<b>Disbursements</b>													
Material and Freight	4	-	49,624	122,458	100,353	131,902	130,602	99,527	197,728	226,699	148,915	191,709	1,399,519
Payroll	5	-	-	83,000	5,100	-	-	-	83,500	5,100	-	-	176,700
Occupancy Costs	6	-	2,215	-	8,825	-	1,515	700	8,825	-	1,540	700	24,320
G&A Expenses	7	760	6,770	760	11,240	760	6,570	760	11,240	760	6,570	760	46,950
Professional Fees	8	-	16,950	-	16,950	-	-	16,950	-	16,950	-	-	67,800
<b>Total Disbursements</b>		<b>760</b>	<b>75,559</b>	<b>206,218</b>	<b>142,468</b>	<b>132,662</b>	<b>138,687</b>	<b>117,937</b>	<b>301,293</b>	<b>249,509</b>	<b>157,025</b>	<b>193,169</b>	<b>1,715,289</b>
<b>Net Cash Flow</b>		<b>219,240</b>	<b>45,090</b>	<b>-107,781</b>	<b>134,753</b>	<b>142,859</b>	<b>400</b>	<b>-55,180</b>	<b>-232,156</b>	<b>-15,576</b>	<b>281</b>	<b>16,703</b>	<b>148,634</b>
<b>Bank Balance</b>													
Opening Bank Balance	9	-	219,240	264,330	156,548	291,301	434,161	434,561	379,381	147,226	131,650	131,931	-
Add: Net Cash Flow		219,240	45,090	-107,781	134,753	142,859	400	-55,180	-232,156	-15,576	281	16,703	148,634
<b>Closing Bank Balance</b>		<b>219,240</b>	<b>264,330</b>	<b>156,548</b>	<b>291,301</b>	<b>434,161</b>	<b>434,561</b>	<b>379,381</b>	<b>147,226</b>	<b>131,650</b>	<b>131,931</b>	<b>148,634</b>	<b>148,634</b>

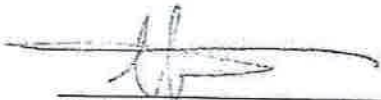
This statement of forecast cash flow of HB Solar Canada Inc. is prepared in accordance with section 50.4 (2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the accompanying notes and Trustee's report on cash flow statement dated this the 20th day of April, 2018.

Dodick Landau Inc.

HB Solar Canada Inc.

Per:   
Rahn Dodick, CPA, CA, CIRP, LIT

Per:

  
Eric Stephenson  
Director

**HB Solar Canada Inc. (“HB Solar” or the “Company”)**  
Major Assumptions  
Cash Flow Forecast  
For the Period April 7, 2018 to June 22, 2018 (the “Period”)

1. HB Solar’s financial projections have been prepared for the purpose of meeting the requirements of the Bankruptcy and Insolvency Act. The Projection is based on the hypotheses that HB Solar will continue operations in the normal course and will generate sufficient cash flow to meet its ongoing operational needs.

**Receipts:**

2. HB Solar’s sales projections for the purposes of this cash flow are based on management’s best estimate for the Period. The cash flow forecast assumes that the Company will collect its sales based on historic collection terms.
3. The opening Accounts Receivable balance, net of known bad debts, is approximately \$1.5 million and approximately 54% of the accounts are estimated to be collected within the Period.

**Disbursements:**

4. Production material and freight includes raw materials, outsourced services to complete the manufacturing process such as well as freight costs. Production costs are forecast based on the Company’s historical production costs.
5. Payroll includes amounts for salaried employees. Owners are not drawing any compensation from the Company during the Period.

To reduce payroll costs over the Period two employees were terminated, and a contractor’s hours were reduced. Other payroll costs include source deduction remittances, employee benefits and WSIB payments in the Period.

6. Occupancy expenses include HB Solar’s insurance costs, utilities and office rent.
7. General and administrative expense include general office expenses, vehicle leases, travel expenses, and rent to a third party for inventory storage.
8. Professional fees include fees for the Company’s legal counsel, the Proposal Trustee and its legal counsel for the Period.
9. The opening cash balance as of April 7, 2018 is nil. It is assumed that the Company will no longer be able to utilize its RBC line of credit.

**HB Solar Canada Inc****Weekly Cash Flow Forecast**

For the period from June 2, 2018 to August 10, 2018

Week Ending	Notes	08-Jun-18	15-Jun-18	22-Jun-18	29-Jun-18	06-Jul-18	13-Jul-18	20-Jul-18	27-Jul-18	03-Aug-18	10-Aug-18	TOTAL
<b>Receipts</b>												
Sales	2	561	110,368	122,908	607,190	55,068	67,676	142,009	327,832	31,948	43,100	1,508,659
AR Collections	3	-	231,256	89,221	209,904	168,015	92,049	33,038	77,205	-	-	900,688
Other	4	-	-	-	-	-	-	-	-	106,000	-	106,000
<b>Total Receipts</b>		<b>561</b>	<b>341,624</b>	<b>212,129</b>	<b>817,094</b>	<b>223,083</b>	<b>159,725</b>	<b>175,047</b>	<b>405,037</b>	<b>137,948</b>	<b>43,100</b>	<b>2,515,347</b>
<b>Disbursements</b>												
Material and Freight	4	426	83,880	93,410	461,464	192,629	202,211	258,704	399,930	130,888	139,363	1,962,904
Payroll	5	5,100	-	-	83,000	6,100	-	-	83,000	10,100	1,001	188,301
Occupancy Costs	6	-	1,540	700	4,425	4,840	1,515	-	5,125	5,080	-	23,225
G&A Expenses	7	760	6,570	760	760	12,065	2,760	4,570	760	11,240	1,211	41,456
Professional Fees	8	28,250	-	-	-	-	39,550	-	-	28,250	-	96,050
<b>Total Disbursements</b>		<b>34,536</b>	<b>91,990</b>	<b>94,870</b>	<b>549,649</b>	<b>215,634</b>	<b>246,036</b>	<b>263,274</b>	<b>488,815</b>	<b>185,558</b>	<b>141,575</b>	<b>2,311,936</b>
<b>Net Cash Flow</b>		<b>(33,975)</b>	<b>249,634</b>	<b>117,259</b>	<b>267,445</b>	<b>7,449</b>	<b>(86,311)</b>	<b>(88,227)</b>	<b>(83,777)</b>	<b>(47,610)</b>	<b>(98,475)</b>	<b>203,411</b>
<b>Bank Balance</b>												
Opening Bank Balance	9	244,761	210,786	460,420	577,679	845,123	852,573	766,262	678,035	594,257	546,647	244,761
Add: Net Cash Flow		(33,975)	249,634	117,259	267,445	7,449	(86,311)	(88,227)	(83,777)	(47,610)	(98,475)	203,411
<b>Closing Bank Balance</b>		<b>210,786</b>	<b>460,420</b>	<b>577,679</b>	<b>845,123</b>	<b>852,573</b>	<b>766,262</b>	<b>678,035</b>	<b>594,257</b>	<b>546,647</b>	<b>448,172</b>	<b>448,172</b>

Note:

This statement of forecast cash flow of HB Solar Canada Inc. is prepared in accordance with section 50.4 (2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the accompanying notes and the Trustee's Second Report dated the 14th day of June, 2018.

**HB Solar Canada Inc**  
**Weekly Cash Flow Forecast**  
**For the period April 7, 2018 to June 1, 2018**

	<b>Cumulative Forecast</b>	<b>Cumulative Actual</b>	<b>Variance</b>
<b>Receipts</b>	<b>1,262,811</b>	<b>958,198</b>	<b>(304,613)</b>
<b>Disbursements</b>			
Material and Freight	832,195	454,686	(377,509)
Payroll	171,600	178,399	6,799
Occupancy Costs	22,080	14,328	(7,752)
G&A Expenses	38,860	29,338	(9,522)
Professional Fees	50,850	36,686	(14,164)
<b>Total Disbursements</b>	<b>1,115,585</b>	<b>713,437</b>	<b>(402,148)</b>
<b>Net Cash Flow</b>	<b>147,226</b>	<b>244,761</b>	<b>97,536</b>
<b>Bank Balance</b>			
Opening Bank Balance	-	-	-
Add: Net Cash Flow Per Above	147,226	244,761	97,536
<b>Closing Bank Balance</b>	<b>147,226</b>	<b>244,761</b>	<b>97,536</b>

**HB Solar Canada Inc. (“HB Solar” or the “Company”)**  
Major Assumptions  
Cash Flow Forecast  
For the Period June 2, 2018 to August 10, 2018 (the “Period”)

1. HB Solar’s financial projections have been prepared for the purpose of meeting the requirements of the Bankruptcy and Insolvency Act. The Projection is based on the hypotheses that HB Solar will continue operations in the normal course and will generate sufficient cash flow to meet its ongoing operational needs.

Receipts:

2. HB Solar’s sales projections for the purposes of this cash flow are based on management’s best estimate for the Period. The cash flow forecast assumes that the Company will collect its sales based on historic collection terms.
3. The opening Accounts Receivable balance, net of known bad debts, is approximately \$1.0 million and approximately 90% of the accounts are estimated to be collected within the Period.
4. Other Receipts relate to collection of an HST receivable.

Disbursements:

5. Production material and freight includes raw materials, outsourced services to complete the manufacturing process as well as freight costs. Production costs are forecast based on the Company’s historical production costs.
6. Payroll includes amounts for salaried employees. Owners are not drawing any compensation from the Company during the Period. To reduce payroll costs over the Period two employees were terminated, and a contractor’s hours were reduced. Other payroll costs include source deduction remittances, employee benefits and WSIB payments in the Period.
7. Occupancy expenses include HB Solar’s insurance costs, utilities and office rent.
8. General and administrative expense include general office expenses, vehicle leases, travel expenses, and rent to a third party for inventory storage.
9. Professional fees include fees for the Company’s legal counsel the Proposal Trustee and its legal counsel for the Period.
10. The opening cash balance as of April 7, 2018 is \$244,761.

# TAB 3

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) TUESDAY, THE 19<sup>th</sup> DAY OF  
JUSTICE )  
)  
) JUNE, 2018

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

**ORDER**

**THIS MOTION**, made by HB Solar Canada Inc. (“**HB**”) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C 1985, c B-3, as amended (the “**BIA**”) was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Eric Stephenson sworn June 14, 2018 and the Exhibits thereto, the Second Report of Dodick Landau Inc. (the “**Proposal Trustee**”) dated June 14, 2018 (the “**Second Report**”) and on hearing the submissions of counsel for HB, the Proposal Trustee and any other parties who signed the counsel slip;

**Service:**

1. **THIS COURT ORDERS** that the time for service of the HB’s Notice of Motion and Motion Record and the Second Report is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**Extension of Time to File Proposal:**

2. **THIS COURT ORDERS** that the time for filing of the Proposal, and the stay of proceedings herein, are extended in accordance with Section 50.4(9) of the BIA for a period of 45 days, to and including August 6, 2018.

3. **THIS COURT ORDERS** that each of HB and the Proposal Trustee 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 Proposal Trustee 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.

4. **THIS COURT ORDERS** that any interested party (including HB and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.



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

Court File No. 31-2364769

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT  
TORONTO**

**MOTION RECORD OF  
HB SOLAR CANADA INC.**

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