

14-291 ..

Court File No. CV-14-2091

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 11TH
JUSTICE **D.C. SHAW**) DAY OF SEPTEMBER, 2014

BETWEEN:

WILLIAM POULTER and HARALD SMART

Applicants

- and -

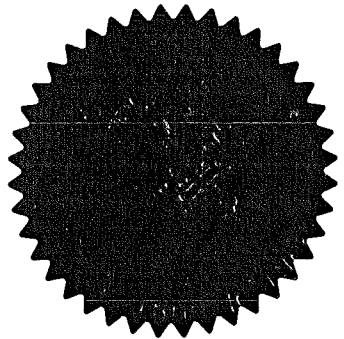
MITOMICS INC.

Respondent

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED**

ORDER

THIS MOTION made by Dodick Landau Inc., in its capacity as receiver ("**Receiver**") of all of the assets, undertakings and properties ("**Property**") of Mitomics Inc. (the "**Debtor**") for an Order substantially in the form of the draft order at Tab 3 of the Motion Record:



- (a) abridging and validating the time for service of the Notice of Motion and Motion Record such that the Motion is properly returnable on September 11, 2014, and dispensing with further service thereof;
- (b) Amending paragraph 21 of the order of this Court, dated August 14, 2014, appointing the Receiver (the "Appointment Order"), to increase the borrowing limit provided in the Appointment Order from \$400,000 to \$600,000;
- (c) Approving a charge in favour of Robert Poulter in the amount of \$50,000 (the "Retention Charge"), for amounts deferred in connection with his salary and which Retention Charge, if granted, shall be subordinate to the Administration Charge (as defined in the Appointment Order);
- (d) Setting out a sale process for the assets, property and undertaking (the "Property") of Mitomics or a timeline with respect to a proposal ("Proposal") for Mitomics under the *Bankruptcy and Insolvency Act* (Canada); and
- (e) such further and other relief as this Honourable Court may deem just

was heard this day at 125 Brodie St N, Thunder Bay, Ontario.

ON READING the Motion Record of the Receiver, filed, including the first report of the Receiver, dated September 8, 2014, and the Appendices thereto (the "**First Report**"), and on hearing the submissions of counsel for the Receiver, counsel for the Applicants, the Respondent, and no one appearing for any other party although duly served as appears from the affidavit of service of Sandra Cooper, sworn September 9, 2014,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that paragraph 21 of the Appointment Order be and it is hereby amended so as to increase the borrowing limit provided in the Appointment Order from \$400,000 to \$600,000.

3. **THIS COURT ORDERS** that Robert Poulter shall be entitled to and is hereby granted a charge (the "Retention Charge") on the Property, which charge shall not exceed an aggregate amount of \$50,000, as security for amounts deferred in connection with his salary, and that the Retention Charge shall form a second charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, other than the Administration Charge (as defined in the Appointment Order) but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the *Bankruptcy and Insolvency Act* (Canada).

4. **THIS COURT ORDERS** that if the Debtor does not advise the Receiver that a Proposal is viable on or before September 19, 2014 then the Receiver is hereby authorized to proceed with a sale process with respect to the Property on the terms set out in paragraphs 44-46 and Appendix E of the First Report.

5. **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 Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



ENTRE	BOOK
INSUIT _____	REGISTRAR _____
DATE <u>Sept. 11, 2014</u>	
No. <u>1648</u>	PER <u>dl</u>
No. _____	POUR _____

WILLIAM POULTER and HARALD SMART
Applicants

-and-

MITOMICS INC.
Respondent

Court File No. CV-14-0291

**ONTARIO
SUPERIOR COURT OF JUSTICE**

**PROCEEDING COMMENCED AT
THUNDER BAY**

ORDER

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court appointed receiver of Mitomics Inc.