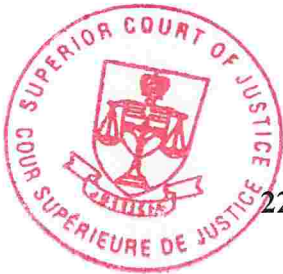


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) THURSDAY, THE 5th DAY
JUSTICE McEWEN) JULY, 2018



CHINA MACHINERY ENGINEERING CORPORATION

Applicant

-and-

**2284649 ONTARIO INC., 2270613 LIMITED PARTNERSHIP and
2270613 ONTARIO INC.**

Respondents

**ORDER
(Sale Process Approval Order)**

THIS MOTION made by KSV Kofman Inc., in its capacity as receiver and manager (in such capacities, the “**Receiver**”), of certain property of 2284649 Ontario Inc., 2270613 Limited Partnership and 2270613 Ontario Inc. (the “**Debtors**”), for an order approving the Sale Process (as defined in the First Report of the Receiver dated June 15, 2018 (the “**First Report**”), originally returnable June 22, 2018, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report and the appendices thereto, the written submissions filed on behalf of the Receiver, the Applicant and the Debtors and on hearing the submissions of counsel for the Receiver, the Applicant and the Debtors, no one else appearing although duly served as appears from the affidavit of service of Danny M. Nunes sworn June 20, 2018, filed:

APPROVAL OF SALES PROCESS

1. **THIS COURT ORDERS** that the Sale Process, as described in Section 4 of the First Report, be and is hereby approved and the Receiver and TD be and are hereby authorized and

directed to perform their obligations under and in accordance with the Sale Process, including under the terms of the TD Listing Agreement (as defined in the First Report), and to take such further steps as they consider necessary or desirable in carrying out the Sale Process.

2. **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 specifically 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.



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

JUL 05 2018

PER / PAR:



BETWEEN:

CHINA MACHINERY ENGINEERING CORPORATION

- and -

**2284649 ONTARIO INC., 2270613 LIMITED PARTNERSHIP and
2270613 ONTARIO INC.**

Applicant

Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

ORDER
(Sale Process Approval Order)

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Lawyers for the Receiver