

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

THE HONOURABLE MR. )  
JUSTICE HAINEY )  
FRIDAY, THE 22<sup>ND</sup>  
DAY OF JUNE, 2018

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF DISCOVERY AIR INC.

APPLICANT



**ORDER**

**(Stay Extension and Monitor's Reports, Activities and Fees)**

**THIS MOTION**, made by Discovery Air Inc. (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order, *inter alia*, approving certain asset purchase agreements and vesting the assets in the purchasers, extending the stay of proceedings herein and approving the Monitor's Reports (defined below), activities, fees and disbursements was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion of the Applicant, the affidavit of Paul Bernards sworn June 15, 2018, and the Exhibits thereto (the "**Bernards Affidavit**"), the Fourth Report of KSV Kofman Inc. ("**KSV**"), in its capacity as Monitor (the "**Monitor**") dated June 15, 2018 (the "**Fourth Report**"), the affidavit of Robert Kofman, sworn June 14, 2018 (the "**Kofman Affidavit**") and the affidavit of Joseph Latham, sworn June 14, 2018 (the "**Latham Affidavit**"), the Notice of Cross-Motion of the Ad Hoc Committee of Holders of \$34.5 million principal amount of unsecured debentures (the "**Ad Hoc Committee**"), the affidavit of Lauren Pearce

affirmed on June 18, 2018, and the Exhibits thereto, filed, and on hearing the submissions of counsel for the Applicant, the Monitor, the Ad Hoc Committee and Clairvest Group Inc. and those other parties present, no one else appearing although duly served as appears from the Affidavit of Service of Katie Parent sworn June 15, 2018, filed:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Fourth Report, the Kofman Affidavit and the Latham Affidavit is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**APPROVAL OF MONITOR'S REPORTS, ACTIVITIES AND FEES**

2. **THIS COURT ORDERS** that the third report of the Monitor dated April 24, 2018 and the Fourth Report (collectively the "**Monitor's Reports**") and the activities and conduct of the Monitor described in each such Monitor's Report be and are hereby approved.

3. **THIS COURT ORDERS** that the professional fees and disbursements of the Monitor as set out in the Kofman Affidavit are hereby approved.

4. **THIS COURT ORDERS** that the professional fees and disbursements of Goodmans LLP, legal counsel of the Monitor, as set out in the Latham Affidavit, are hereby approved.

**STAY EXTENSION**

5. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 15 of the Initial Order made in these proceedings on March 21, 2018) be and is hereby extended to and including July 31, 2018.

**GENERAL**

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or any other jurisdiction, to give effect to this Order and to assist the Applicant, the Monitor 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 the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

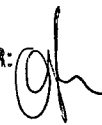
7. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor 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.



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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No.: CV-18-594380-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF DISCOVERY AIR INC. (the "APPLICANT")

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(Commercial List)

Proceeding commenced at Toronto

**ORDER**  
**(Stay Extension and Monitor's Reports, Activities and Fees)**

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