

No. S-261032  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PRICE CAPITAL PARTNERS INC.

PETITIONER

AND:

1274877 B.C. LTD., KINNAIRD KONVERSION LIMITED  
PARTNERSHIP, KINNAIRD KONVERSION GP INC.

RESPONDENTS

**ORDER MADE AFTER APPLICATION  
(ANCILLARY ORDER)**

BEFORE THE HONOURABLE JUSTICE COVAL )  
 ) April 29, 2026  
 )

**ON THE APPLICATION** of KSV Restructuring Inc, in its capacity as the court-appointed receiver (in such capacity, the "**Receiver**") of 1274877 B.C. Ltd., Kinnaird Konversion Limited Partnership and Kinnaird Konversion GP Inc., coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on April 29, 2026; **AND ON READING** the application materials filed herein, including the First Report of the Receiver dated April 20, 2026 (the "**First Report**"), the affidavit of Noah Goldstein sworn April 20, 2026 (the "**KSV Affidavit**"), and the affidavit of Sean Zweig sworn April 20, 2026 (the "**Bennett Jones Affidavit**"); **AND ON HEARING** Andrew Froh, counsel for the Receiver, and those other counsel as listed in **Schedule "A"** hereto, and no one else appearing, although duly served; **AND PURSUANT TO** the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), the *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

**THIS COURT ORDERS AND DECLARES that:**

**NOTICES & DEFINITIONS**

1. Capitalized terms used but not otherwise defined in this Order have the meaning given to them in the First Report, the KSV Affidavit and the Bennett Jones Affidavit.
2. The time for service of the Notice of Application for this order and the materials filed in support is hereby abridged such that this application is properly returnable today, and further service upon any interested party other than those parties on the service list maintained in these proceedings is hereby dispensed with.

**APPROVAL OF ACTIVITIES**

3. The activities and conduct of the Receiver referred to in the First Report are hereby approved, provided, however, that only the Receiver, in its personal capacity and solely with respect to its own personal liability, shall be entitled to rely upon or make any use of such approval.

**APPROVAL OF FEES**

4. The professional fees of the Receiver as set out in the KSV Affidavit from the commencement date of these proceedings to April 15, 2026, in the amount of \$77,079.50 (excluding disbursements and applicable taxes), are hereby approved.
5. The professional fees of Bennett Jones LLP, legal counsel to the Receiver, as set out in the Bennett Jones Affidavit for the period of January 6, 2026, to April 15, 2026, in the amount of \$132,423.50 (excluding disbursements and applicable taxes), are hereby approved.
6. The Fee Accrual (as defined in the First Report), in the estimated aggregate amount of \$125,000 (excluding disbursements and applicable taxes), is hereby approved.
7. The Receiver and Bennett Jones LLP shall no longer be required to pass their accounts pursuant to the BIA and the Receivership Order dated February 16, 2026.

## **DISCHARGE OF RECEIVER**

8. Upon the Receiver filing a certificate, substantially in the form attached as **Schedule "B"** hereto, certifying that it has completed the remaining outstanding activities described in the First Report, as at the Effective Time, the following shall be deemed to occur:

- (a) the Receiver shall be discharged as Receiver of the Property, provided that notwithstanding its discharge: (i) the Receiver shall remain as Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (ii) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as the Receiver; and
- (b) KSV shall be released and discharged from any and all liability that KSV then has or may thereafter have by reason of, or in any way arising out of, the acts or omissions of KSV while acting in its capacity as the Receiver in these proceedings. Without limiting the generality of the foregoing, KSV will thereafter be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in these proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

## **GENERAL**

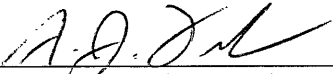
9. The Receiver may apply to this Court to amend, vary or supplement this Order or for advice and directions with respect to the discharge of its powers and duties under this Order or the interpretation or application of this Order at any time.


10. This Court requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All such courts, tribunals and 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.

11. Endorsement of this Order by counsel appearing on this Application, other than counsel for the Receiver, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of Andrew Froh  
 Party  Lawyer for the Receiver

BY THE COURT.   
\_\_\_\_\_  
REGISTRAR

FORM  
CHECKED  


**SCHEDULE "A" – LIST OF COUNSEL**

<b>Name</b>	<b>Party</b>
Andrew Froh	KSV Restructuring Inc., in its capacity as the Receiver

**SCHEDULE "B"**  
**RECEIVER'S CERTIFICATE**

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**RECEIVER'S DISCHARGE CERTIFICATE**

- A. Pursuant to an Order of the Honourable Justice Kirchner of the Supreme Court of British Columbia dated February 17, 2026 (the "**Receivership Order**"), KSV Restructuring Inc. was appointed as the receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and property, including the Lands (as defined in the Receivership Order), of 1274877 B.C. Ltd., Kinnaird Konversion Limited Partnership and Kinnaird Konversion GP Inc. pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3, as amended, and the *Law and Equity Act*, R.S.B.C. 1996, c. 253, as amended; and
- B. Pursuant to an Order of the Honourable Justice Coval of the Supreme Court of British Columbia dated April 29, 2026 (the "**Ancillary Order**"), the Court, among other things, ordered that the Receiver shall be discharged as the Receiver of the Property (as defined in the Receivership Order) upon the filing of this discharge certificate confirming that the remaining activities described in the First Report (as defined in the Ancillary Order) have been completed.

**THE RECEIVER HEREBY CERTIFIES** the following:

1. The remaining outstanding activities described in the First Report have been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at \_\_\_\_\_ on \_\_\_\_\_, 2026.

**KSV Restructuring Inc.**, in its capacity as the Receiver of 1274877 B.C. Ltd., Kinnaird Konversion Limited Partnership and Kinnaird Konversion GP Inc., and not in its personal or corporate capacity

By: \_\_\_\_\_

Name: Noah Goldstein

Title: Managing Director

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**BENNETT JONES LLP**  
Barristers and Solicitors  
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Attn: Sean Zweig & Andrew Froh

File No. 074735.64