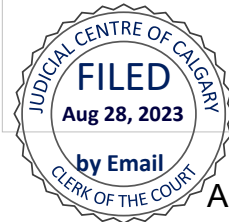


Clerk's Stamp



COURT FILE NUMBER 2301 - 08305
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, RSC
1985, c C-36, as amended

AND IN THE MATTER OF THE
COMPROMISE OR ARRANGEMENT OF
WALLACE & CAREY INC., LOUDON BROS
LIMITED, and CAREY MANAGEMENT INC.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

MILLER THOMSON LLP
3000, 700 - 9th Avenue S.W.
Calgary, AB, Canada T2P 3V4

Attention: James W. Reid / Larry Ellis

Telephone: 403.298.2418 / 416-595-8639

Fax: 403.262.0007

E-mail: jwreid@millerthomson.com /
lellis@millerthomson.com

File No.: 0221652.0006

DATE ON WHICH ORDER WAS PRONOUNCED: August 23, 2023

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Hollins

LOCATION OF HEARING: Calgary Courts Centre

UPON the application of Wallace & Carey Inc., Loudon Bros Limited, and Carey Management Inc. (collectively, the "**Applicants**"),

AND UPON having read the Application, Affidavit No. 1 of Eric Rolheiser sworn August 21, 2023, and the Third Report of KSV Restructuring Inc. in its capacity as Monitor dated August 21, 2023;

AND UPON being advised that the secured creditors who are likely to be affected by the charges created herein have been provided notice of this application and either do not oppose or alternatively consent to the within Order;

AND UPON hearing counsel for the Applicants, counsel for the Monitor, counsel for Canadian Imperial Bank of Commerce, counsel for Canadian Western Bank, counsel for 7-Eleven Canada Inc. ("**7-Eleven**"), and counsel for other interested parties;

AND UPON reviewing the Affidavit of Service of Marica Ceko sworn August 21, 2023;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this order (the "**Order**") is hereby abridged and this application is properly returnable today.

DEFINITIONS

2. Capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them under the Amended and Restated Initial Order of this Court pronounced June 30, 2023 (the "**ARIO**").

EXTENSION OF STAY PERIOD

3. The Stay Period is hereby extended from September 20, 2023 to and including November 30, 2023.

APPROVAL OF THE ADVISOR AGREEMENT

4. The advisor agreement dated August 13, 2023, between Alvarez & Marsal Canada Securities ULC ("**A&M**") and the Applicants (the "**Advisor Agreement**") is hereby approved, authorized and ratified, with such minor amendments as the Applicants and A&M, with the consent of the Monitor, may deem necessary. The Applicants are authorized and directed to take any and all actions as may be necessary or desirable to implement the Advisor Agreement.
5. As part of the approval of the Advisor Agreement, the Work Fees and Restructuring Fees, each as defined and described in the Advisor Agreement are hereby secured by

the Administration Charge set out in the ARIO, and A&M, along with the Applicants, counsel to the Applicants, the Monitor, and the Monitor's counsel shall be entitled to the benefit of and are hereby granted a charge on the Property, which charge shall not exceed an aggregate amount of \$850,000.

6. The Administration Charge of \$750,000 granted pursuant to paragraph 33 of the ARIO is hereby increased from \$750,000 to \$850,000.
7. The Work Fees and Restructuring Fees, each as defined and described in the Advisor Agreement are hereby secured by and form part of the Administration Charge as set out in the ARIO.
8. A&M shall be entitled to the benefit of and is hereby granted a charge on the Property (the "**Transaction Fee Charge**") for the Transaction Fee, as defined and described in the Advisor Agreement, with the priority set out in paragraph 9 below.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

9. Paragraph 43 of the ARIO is hereby amended such that the priorities of the Administration Charge, Transaction Fee Charge, Lender Priority Charge, the D&O Charge, Encumbrances charge, and the Tobacco Tax Charge as among them, shall be as follows:
 - (a) First – Administration Charge (to the maximum amount of \$850,000 and including the Work Fee and Restructuring Fee);
 - (b) Second – Transaction Fee Charge;
 - (c) Third – Lender Priority Charge (to the maximum amount of \$55,000,000 plus interest, fees, and expenses);
 - (d) Third – D&O Charge (to the maximum amount of \$4,000,000);
 - (e) Fourth – the Encumbrances existing as of the date hereof in favour of the Lender securing the pre-filing obligations owing under the CIBC Credit Agreement including, for greater certainty, obligations in connection with the BCAP Loan; and

- (f) Tobacco Tax Charge (to the maximum amount of \$26,000,000).

APPROVAL OF WEX DEPOSIT ARRANGEMENT

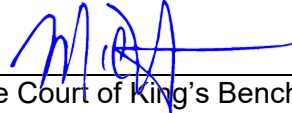
10. The deposit arrangement, including the terms of the deposit agreement dated July 7, 2023 between WEX Canada Ltd. and Wallace & Carey Inc. (the “**Deposit Arrangement**”) is hereby approved, authorized and ratified, with such minor amendments as the Applicants and WEX Canada Ltd., with the consent of the Monitor, may deem necessary. The Applicants and the Monitor are authorized and directed to take any and all actions as may be necessary or desirable to implement the Deposit Arrangement.

GENERAL

11. The Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
12. 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 Applicants, 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 Applicants 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.
13. The Applicants and the Monitor are at liberty and are 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 proceeding for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
14. Any interested party (including the Applicants and the Monitor) 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.

15. This Order and all of its provisions are effective as of 12:01 a.m. Mountain Standard Time on the date of this Order.

A handwritten signature in blue ink, appearing to be 'M.A.', is written over a horizontal line.

Justice of the Court of King's Bench of Alberta