

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

THE HONOURABLE MADAM) FRIDAY, THE 12TH
)
JUSTICE BARBARA A. CONWAY) DAY OF NOVEMBER, 2021

*IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended,
and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3,
as amended*

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

**NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC.,
NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC.,
2242462 ONTARIO LIMITED AND WATER FILTER CART INC.**

Respondents

**ORDER
(Re: Approval of Activities & Fees of the Receiver)**

THIS MOTION, made by BDO Canada Limited (“**BDO**”) in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of each of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited, and Water Filter Cart Inc. (collectively, the “**Debtor**”) for an order: (i) approving the Second Report of the Receiver dated November 1, 2021 (the “**Second Report**”) and the Supplement to the Second Report of the Receiver dated November 11, 2021 (the “**Supplement**”), and the activities, decisions and conduct of the Receiver set out therein;

and (ii) approving the fees and disbursements of the Receiver and its counsel, was heard this day by way of judicial videoconference in light of the COVID-19 pandemic.

ON READING the First Report of the Receiver dated September 8, 2021, the Second Report, the Supplement, the Fee Affidavit of Matthew Marchand sworn November 1, 2021 (the “**Marchand Affidavit**”), the Fee Affidavit of Leanne Williams sworn November 2, 2021 (the “**Williams Affidavit**”), the Affidavit of Peter Bozzo sworn November 9, 2021, the Affidavit of Antonio Mainieri sworn November 9, 2021, the Affidavit of Colin James sworn November 10, 2021, and the Affidavit of Stefan Caserta sworn November 10, 2021, and on hearing the submissions of counsel for the Receiver and those other parties listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Adam Driedger sworn November 3, 2021 filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the motion record of the Receiver is hereby validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES OF THE RECEIVER

2. **THIS COURT ORDERS** that the Second Report, the Supplement, and the activities, decisions and conduct of the Receiver as set out therein, are hereby authorized and approved.

APPROVAL OF FEES OF THE RECEIVER AND ITS COUNSEL

3. **THIS COURT ORDERS** that the professional fees and disbursements of the Receiver for the period between August 19, 2021 and October 31, 2021, in the amount of \$577,090.21, plus

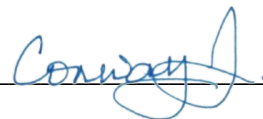
Harmonized Sales Tax (“**HST**”) of \$75,021.73, for a total of \$652,111.94, as further set out in the Second Report and the Marchand Affidavit attached as Appendix “H” to the Second Report, are hereby approved.

4. **THIS COURT ORDERS** that the professional fees and disbursements of Thornton Grout Finnigan LLP, counsel to the Receiver, for the period between August 23, 2021 and October 31, 2021, in the amount of \$140,331.61, plus Harmonized Sales Tax (“**HST**”) of \$ \$18,151.21, for a total of \$158,482.82, as further set out in the Second Report and the Williams Affidavit attached as Appendix “I” to the Second Report, are hereby approved.

GENERAL

5. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or outside of Canada 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.

A handwritten signature in blue ink, appearing to read 'Conway J.', is written over a horizontal line.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

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- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., et al

Applicant

Respondents

Court File No. CV-21-00667395-00CL

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

Proceedings commenced at Toronto, Ontario

ORDER

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