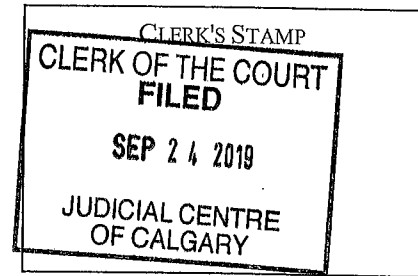


FORM 27
[RULES 6.3 AND 10.52(1)]



COURT FILE NUMBER 1801-16809
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE BANKRUPTCY AND
INSOLVENCY ACT

AND IN THE MATTER OF THE PROPOSAL OF
COMMERX CORPORATION

DOCUMENT APPLICATION FOR COURT APPROVAL OF
PROPOSAL

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855 – 2 Street SW
Calgary, Alberta T2P 4K7

Attention: Chris Simard/Keely Cameron
Telephone No.: 403-298-4485/403-298-3324
Fax No.: 403-265-7219
Client File No.: 58368.11

NOTICE TO RESPONDENT(S):

This application is made against you. You are a respondent.
You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: October 11, 2019
Time: 2:00 p.m.
Where: Calgary Courts Centre
601 – 5 Street SW
Calgary, AB T2P 5P7

Before Whom: ~~The Honourable Madam Justice K. M. Eidsvik~~ *C. DARIO*

Go to the end of this document to see what else you can do and when you must do it.

This Application is being made by Hardie & Kelly Inc. in its capacity as proposal trustee (the "**Proposal Trustee**") of Commerx Corporation ("**Commerx**" or the "**Company**"). All capitalized terms not otherwise defined in this Application shall bear their meanings as defined in the amended proposal dated September 6, 2019 attached as Exhibit "C3" to the Report of the Trustee dated September 23, 2019 (the "**Amended Proposal**").

Remedy claimed or sought:

1. The Proposal Trustee seeks an order pursuant to section 59 of the *Bankruptcy and Insolvency Act*, RSA 1985, c. B-3, as amended ("**BIA**") approving and sanctioning the Amended Proposal, which was accepted by the requisite majorities required under the *BIA* (by number and by dollar value) of unsecured creditors entitled to vote at the Creditors' Meeting, in the form attached hereto as Schedule "A"; and
2. Such further and other relief as this Honourable Court may deem just.

Grounds for making this application:

3. Commerx is a private company headquartered in Calgary, Alberta and incorporated pursuant to the laws of the Province of Alberta. Commerx is a global provider to digital and telecommunications customers providing software development, I.T. and telecommunications equipment installation, support and maintenance services.
4. On March 7, 2019, Commerx filed a Notice of Intention to Make a Proposal pursuant to Part III, Division I of the *BIA*.
5. Since the Filing Date, upon the applications of the Company, the Court of Queen's Bench of Alberta granted three orders extending the time for filing Commerx's proposal to its creditors, to August 18, 2019.
6. On August 16, 2019, the Company filed its proposal (the "**Proposal**") with the Proposal Trustee, a key term of which is that unsecured creditors will receive 100% of their accepted proven claims in accordance with a prescribed payment schedule. On the same day, the Proposal Trustee filed a copy of the Proposal with the Official Receiver.

7. Following discussions with Canada Revenue Agency ("CRA"), Commerx amended paragraph 26 of the Proposal in respect of how Commerx intends to address CRA claims for employee source deductions. This amendment resulted in the Amended Proposal.
8. At the Creditors' Meeting held in Calgary, Alberta on September 6, 2019, Commerx tabled the Amended Proposal to the creditors. The Amended Proposal was accepted by 100% of the creditors present in person or by proxy and entitled to vote thereon.
9. The terms of Amended Proposal are reasonable and are calculated to benefit the general body of creditors.
10. The further grounds set out in the Proposal Trustee's Report pursuant to sections 58(d) and 59(1) of the *BIA*, including but not limited to the fact that the Amended Proposal contemplates 100% payment of the proven claims of the general body of unsecured creditors within two years or less.
11. Such further and other grounds as counsel for the Proposal Trustee or Company may advise and this Honourable Court may permit.

Material or evidence to be relied on:

12. A copy of the Amended Proposal;
13. The reports filed by the Proposal Trustee; and
14. Such further and other materials as counsel for the Proposal Trustee or Company may advise and this Honourable Court may permit.

Applicable rules:

15. Part 6, Division 1 of the *Alberta Rules of Court*.

Applicable Acts and regulations:

16. The *BIA*, and in particular, sections 58 and 59 thereof;

Any irregularity complained of or objection relied on:

17. None.

How the application is proposed to be heard or considered:

18. The application will be heard before the Honourable Madam Justice K.M. Eidsvik in Commercial List Chambers, at 2:00 p.m. on the 11th day of October, 2019.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"

CLERK'S STAMP

COURT FILE NUMBER 1801-16809

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE BANKRUPTCY
AND INSOLVENCY ACT

AND IN THE MATTER OF THE PROPOSAL
OF COMMERX CORPORATION

DOCUMENT **APPROVAL ORDER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855 – 2 Street SW
Calgary, Alberta T2P 4K7

Attention: Chris Simard/Keely Cameron
Telephone No.: 403-298-4485/403-298-3324
Fax No.: 403-265-7219
Client File No.: 58368.11

**DATE ON WHICH ORDER WAS
PRONOUNCED:** **Friday, October 11, 2019**

LOCATION OF HEARING OR TRIAL: **Calgary**

**NAME OF JUDGE WHO MADE THIS
ORDER:** **Madam Justice Eidsvik**

UPON THE APPLICATION of Hardie & Kelly Inc., the Proposal Trustee ("**Proposal Trustee**") of Commerx Corporation ("**Commerx**"); AND UPON reading the Report of the Proposal Trustee pursuant to sections 58(d) and 59(1) of the *Bankruptcy and Insolvency Act*, RSA 1985 c B-3 (the "**BIA**") dated September 23, 2019; AND UPON reading the Amended Proposal of

Commerx dated September 6, 2019 ("**Amended Proposal**"); AND UPON hearing that the Amended Proposal was accepted by the requisite majorities of Commerx's creditors; AND UPON being satisfied that the Amended Proposal is made in good faith, and that its terms are reasonable and calculated to benefit the general body of creditors; AND UPON hearing from counsel for the Proposal Trustee, counsel for Commerx and counsel for other interested parties;

IT IS HEREBY ORDERED THAT:

1. Any claims by the Unaffected Creditors as defined in the Amended Proposal remain valid and outstanding and shall not be compromised or affected in any way as part of the Amended Proposal or this Order. For greater certainty, all references to Commerx's creditors below, exclude the Unaffected Creditors.
2. The Amended Proposal is made in good faith and its terms are fair and reasonable and are calculated to benefit the general body of Commerx's creditors.
3. The Amended Proposal has been agreed to and approved by the requisite majorities of Commerx's creditors as required by the *BIA*.
4. The Amended Proposal as attached hereto as Schedule "A", is hereby approved and sanctioned, is effective in accordance with its terms and is binding upon and enures to the benefit of Commerx, Commerx's directors and officers, Commerx's creditors, and all other Persons and parties named or referred to in, affected by, or subject to the Amended Proposal, including their respective heirs, administrators, executors, personal representatives, successors and assigns, as provided in the Amended Proposal, and in this Order.
5. The Proposal Trustee and/or Commerx are hereby authorized and directed to take all further actions or steps necessary or appropriate to implement and complete the Amended Proposal.
6. From and after the date of the Amended Proposal, each creditor of Commerx and any person affected by the Amended Proposal shall hereby be deemed to have consented and agreed to all of the provisions of the Amended Proposal.

7. Commerx and the Proposal Trustee are hereby granted leave to apply to this Court for such further advice and direction or assistance as may be necessary to give effect to the terms of this Order and the Amended Proposal.

8. Pursuant to the *BIA*, this Order shall have full force and effect in all provinces and territories of Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

9. Commerx shall notify all known creditors of Commerx of this Order by posting the Order on the Proposal Trustee's website.

J.C.Q.B.A.