



**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE MADAM)
JUSTICE TRANQUILLI)

FRIDAY, THE 27TH
DAY OF SEPTEMBER, 2024

B E T W E E N :

THE TORONTO-DOMINION BANK

Applicant

and

MECHTRON INNOVATIONS INC.

Respondent

DISCHARGE ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Mechtron Innovations Inc. (the “**Debtor**”) acquired for, or used in relation to a business carried on by the Debtor, for an order, *inter alia*, (i) authorizing and directing the Receiver to make the Distribution (as defined herein) in accordance with the First Report of the Receiver dated September 17, 2024 (the “**First Report**”) (ii) approving the First Report and the Receiver’s activities described therein, (iii) approving the fees and disbursements of the Receiver and its legal counsel, Aird & Berlis LLP (“**A&B**”), as set out in the First Report, together with the Fee Accruals (as set out in the First Report) to completion of the receivership proceedings, and (iv) discharging BDO as Receiver of the assets, undertakings and property of the Debtor, effective upon the filing of a certificate by the Receiver, substantially in the form attached hereto as **Schedule “A”** (the “**Discharge Certificate**”), certifying that all matters to be attended to in connection with the

receivership proceedings have been completed to the satisfaction of the Receiver, and other relief, was heard this day by judicial videoconference via Zoom at 80 Dundas Street, London, Ontario.

ON READING the First Report, the fee affidavits of the Receiver and A&B, and on hearing the submissions of counsel for the Receiver and such other parties as were present and listed on the Counsel Slip, and no one else appearing although properly served as evidenced by the Affidavits of Service of Adrienne Ho sworn September 17, 2024 and September 24, 2024, filed,

SERVICE

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

APPROVAL OF THE RECEIVER'S FIRST REPORT AND ACTIVITIES

2. **THIS COURT ORDERS** that the First Report and the conduct and activities of the Receiver as set out therein be and are hereby approved, provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize, in any way, such approvals.

APPROVAL OF RECEIPTS AND DISBURSEMENTS

3. **THIS COURT ORDERS** the Receiver's Statement of Receipts and Disbursements of the period of February 9, 2024 to September 13, 2024, as set out at paragraph 36 of the First Report, be and is hereby approved.

APPROVAL OF FEES AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, being fees and disbursements totalling \$98,940.31 (inclusive of HST), plus the applicable Fee Accrual in the anticipated amount of \$12,430.00 (inclusive of applicable taxes) to the completion of these proceedings, as set out at paragraph 33 of the First Report, are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, A&B, being fees and disbursements totalling \$52,449.48 (inclusive of HST), plus the applicable Fee Accrual in the anticipated amount of \$10,000.00 (exclusive of applicable

taxes and disbursements) to the completion of these proceedings, as set out at paragraph 34 of the First Report, are hereby approved.

FINAL DISTRIBUTIONS

6. **THIS COURT ORDERS** that subject to the Receiver maintaining such reserves as the Receiver deems appropriate for the proper administration of the receivership estate, and the payment by the Receiver of the amounts secured under the Receiver's Borrowings Charge (as defined in the Receivership Order), the fees of the Receiver and its legal counsel, A&B, including the Fee Accruals, the Receiver be and is hereby authorized and directed to distribute The Toronto-Dominion Bank, in respect of its secured claim, the net proceeds of realization in these receivership proceedings, but not to exceed the amount of its secured claim (the "**TD Distribution**").
7. **THIS COURT ORDERS** that the Receiver or any other person facilitating payments and distributions pursuant to this Order shall be entitled to deduct and withhold from any such payment or distribution such amounts as may be required to be deducted or withheld under any applicable law and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person entitled thereto, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order.
8. **THIS COURT FURTHER ORDERS AND DECLARES** that the Receiver is authorized to transfer funds in the anticipated amount of \$33,900.00 (the "**Bankruptcy Funds**") to BDO, in its capacity as Trustee of the Debtor's estate in bankruptcy, to cover the costs of the administration of the Debtor's estate in bankruptcy.

DISCHARGE OF THE RECEIVER AND TERMINATION

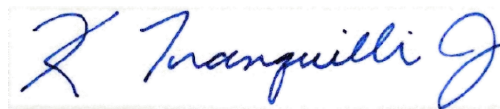
9. **THIS COURT ORDERS** that upon the Receiver filing with this Court the Discharge Certificate certifying that the Receiver has completed all outstanding receivership matters in connection with its appointment as Receiver in these proceedings, the Receiver shall be unconditionally and absolutely discharged as Receiver, provided, however, that notwithstanding its discharge as Receiver herein, (a) BDO shall remain Receiver for the

performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) 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 BDO in its capacity as Receiver.

10. **THIS COURT FURTHER ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, BDO is hereby released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, BDO is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.
11. **THIS COURT ORDERS** that upon the filing of the Receiver's Discharge Certificate, these proceedings shall be terminated without the need for any further authorization or approval.

GENERAL

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any other foreign jurisdiction 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.
13. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry or filing.



Schedule A – Form of Receiver’s Discharge Certificate

Court File No. CV-24-00000329-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

THE TORONTO-DOMINION BANK

Applicant

and

MECHTRON INNOVATIONS INC.

Respondent

RECEIVER’S DISCHARGE CERTIFICATE

A. By Order of the Ontario Superior Court of Justice dated February 9, 2024 (the “**Receivership Order**”), BDO Canada Limited (“**BDO**”) was appointed as the receiver (the “**Receiver**”), without security, of all of the assets, undertakings and properties of Mechtron Innovations Inc. (the “**Debtor**”) acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof.

B. Pursuant to an Order of the Court dated September 27, 2024 (the “**Discharge Order**”), the Court provided for the discharge of the Receiver upon the Receiver filing this certificate with the Court certifying that the Receiver has, to its knowledge, completed all outstanding receivership matters in connection with its appointment as Receiver in these proceedings (the “**Outstanding Matters**”).

1. **THE RECEIVER CERTIFIES** the following:

- (a) all matters to be attended to in connection with the receivership proceedings of the Debtor, including the payment of the TD Distribution in accordance with

paragraph 6 of the Discharge Order, and the transfer of the Bankruptcy Funds to BDO, in its capacity as Trustee, in accordance with paragraph 8 of the Discharge Order, have been completed to the satisfaction of the Receiver; and

(b) this Certificate was filed by the Receiver with the Court on the ____ day of _____, 20 ____.

BDO CANADA LIMITED, solely in its capacity as court-appointed receiver of the assets, undertakings and properties of Mechtron Innovations Inc., and not in its personal or corporate capacity

Per: _____
Name:
Title:

THE TORONTO-DOMINION BANK
Applicant

and

MECHTRON INNOVATIONS INC.
Respondent

Court File No. CV-24-00000329-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT LONDON

RECEIVER'S DISCHARGE CERTIFICATE

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of Mechtron Innovations Inc.

THE TORONTO-DOMINION BANK
Applicant

and

MECHTRON INNOVATIONS INC.
Respondent

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Court File No. CV-24-00000329-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT LONDON

DISCHARGE ORDER

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