

COURT FILE NUMBER

25-2581252
25-2582159

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

I hereby certify this to be a true copy of the
original Order
of which it purports to be a copy.

IN THE MATTER OF THE BANKRUPTCY
AND INSOLVENCY ACT, R.S.C. 1985, c. B-
3, AS AMENDED

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL OF
TRAKOPOLIS IoT CORP.

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL OF
TRAKOPOLIS SaaS CORP.

APPLICANTS

TRAKOPOLIS IoT CORP. and
TRAKOPOLIS SaaS CORP.

DOCUMENT

DISTRIBUTION ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT

Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, Alberta T2P 5H1

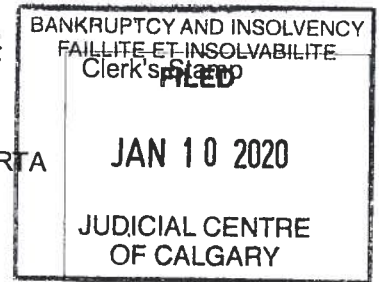
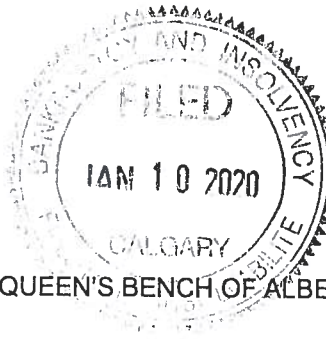
Solicitors: Randal Van de Mosselaer / Emily Paplawski
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Matter: 1205888

DATE ON WHICH ORDER WAS PRONOUNCED: January 9, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice A. D. Macleod

UPON THE APPLICATION by Trakopolis IoT Corp. and Trakopolis SaaS Corp. (collectively the "Vendor") for an order approving the sale transaction (the "Transaction") contemplated by an asset purchase agreement (the "APA") between the Vendor and 1234600 B.C. Ltd. (the "Purchaser") dated December 20, 2019 and appended to the Confidential Affidavit of Chris Burchell sworn in the within proceedings on December 31, 2019 (the "Sale Approval Affidavit") and as amended by an Amending Agreement dated January 8, 2020 and appended to the Supplemental Confidential Affidavit of Chris



Burchell sworn in the within proceedings on January 9, 2020 (the "**Amending Agreement Affidavit**"), and vesting in the Purchaser (or its nominee) the Vendor's right, title and interest in and to the Purchased Assets (as such term is defined in the APA);

AND UPON HAVING READ the pleadings and proceedings herein, the Sale Approval Affidavit, the Amending Agreement Affidavit, the Affidavits of Chris Burchell sworn in the within proceedings on November 25, 2019, December 13, 2019, and December 31, 2019, and the Reports of Alvarez & Marsal Canada Inc. in its capacity as Proposal Trustee (the "**Proposal Trustee**") of the Vendor; **AND UPON HEARING** the submissions of counsel for the Vendor, the Purchaser, the Proposal Trustee, and no one appearing for any other person on the service list or confidential service list, although properly served as appears from the Affidavit of Service and Confidential Affidavit of Service;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

DISTRIBUTION TO ESW HOLDINGS, INC.

2. Subject to the consent and approval of the Proposal Trustee, the Companies are authorized to make a distribution to ESW Holdings, Inc. ("**ESW**") out of the sales proceeds realized from the Transaction in an amount equal to the principal, interest and costs owing to ESW under the Loan and Security Agreement between Trakopolis SaaS Corp. and ESW dated November 15, 2018 (and as amended and restated on November 27, 2018, March 15, 2019, and August 2, 2019).
3. For greater certainty, the authorization granted to the Vendor under paragraph 2 above is expressly without prejudice to the right of the Vendor to review, or seek a review by this Honourable Court pursuant to Part 10, Division 1, Subdivision 4 of the *Alberta Rules of Court* or otherwise, the costs of ESW including, but not limited to, the costs and disbursements of ESW's counsel, as the Vendor may consider appropriate.
4. If the Vendor, in its sole discretion, determines that a review of ESW's costs is necessary and appropriate, the Vendor is granted leave to bring such review before this Honourable Court by further application brought in accordance with QB Commercial Practice Note No. 1.

SERVICE OF ORDER

5. Service of this Order shall be deemed good and sufficient by:

(a) Serving the same on:


- (i) the persons listed on the service list and confidential service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Purchaser or the Purchaser's solicitors; and

(b) Posting a copy of this Order on the Proposal Trustee's website at:

<https://www.alvarezandmarsal.com/trakopolis>

and service on any other person is hereby dispensed with.

6. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a solid horizontal line.

Justice of the Court of Queen's Bench of Alberta