

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF:

Application by Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively referred to as the “Applicants”), for relief under the Companies’ Creditors Arrangement Act

ORDER

(Re: Approval of Fees and Activities)

BEFORE THE HONOURABLE JUSTICE DARLENE JAMIESON

UPON MOTION, in the proceedings of Quadriga Fintech Solutions Corp., Whiteside Capital Corporation, and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively, the “**Applicants**”), under the *Companies’ Creditors Arrangement Act* (the “**CCAA Proceedings**”) by Ernst & Young Inc. (“**EY**”), in its capacity as Court-appointed Monitor (the “**Monitor**”);

UPON READING the Fifth Report of the Monitor dated June 19, 2019 (the “**Fifth Report**”), the Sixth Report of the Monitor dated June 19, 2019 (the “**Sixth Report**”), the Affidavit of George Kinsman sworn June 19, 2019 (“**Kinsman Affidavit**”), the Affidavit of Elizabeth Pillon sworn June 14, 2019 (the “**Pillon Affidavit**”), the Affidavit of Greg Azeff sworn June 17, 2019 (“**Azeff Affidavit**”) and Affidavit of Gavin MacDonald sworn June 19, 2019 (the “**MacDonald Affidavit**”).

AND UPON HEARING the submissions of counsel to the Monitor, Representative Counsel to the Affected Users (“**Representative Counsel**”) and such other individuals who appeared and were heard on the Motion;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. If necessary, the time of service of the Notice of Motion and the Motion Record and supporting documents are hereby abridged and service is hereby deemed adequate notice so that the Motion is properly returnable today and that any further service of the Notice of Motion and the Motion Record is hereby dispensed with.

Definitions

2. Capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Order (Re Termination and Bankruptcy Assignment Order) dated April 18, 2019 (the “**CCAA Termination Order**”).

Approval of Activities

3. The actions of the Monitor as described in the Preliminary Report of the Monitor dated January 31, 2019, First Report of the Monitor dated February 12, 2019 (the “**First Report**”), the Second Report of the Monitor dated February 20, 2019 (the “**Second Report**”), Third Report of the Monitor dated March 1, 2019, Fourth Report of the Monitor dated April 1, 2019, Fifth Report and Sixth Report are hereby approved.

Monitor Fee Approval

4. The fees and disbursements of the Monitor for the period from January 21, 2019 to April 12, 2019, inclusive, as set out in the Kinsman Affidavit and Sixth Report, are hereby approved.

5. The fees and disbursements of the Monitor’s counsel, Stikeman Elliott LLP (“**Stikeman**”), for the period from January 23, 2019 to April 14, 2019, inclusive, as set out in the Pillon Affidavit and Sixth Report, are hereby approved.

Representative Counsel

6. The fees and disbursements of Representative Counsel, Miller Thomson LLP and Cox & Palmer, for the period from February 4, 2019 to April 12, 2019, inclusive, as set out in the Azeff Affidavit, MacDonald Affidavit and Sixth Report, are hereby approved.

General

7. Notwithstanding the discharge of the Monitor in accordance with the CCAA Termination Order, the Monitor shall have the authority from and after the CCAA Termination Time to complete any matters that may be incidental to the termination of these CCAA proceedings or any other matters necessary to complete these CCAA proceedings.

8. The aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction outside of Nova Scotia, including the United States, is requested 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 the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

Issued July 31, 2019
