

 $N^{\circ}$  du dossier de la cour et  $n^{\circ}$  du dossier de succession : CV-19-627184-00CL (31-2560674) CV-19-627185-00CL (31-2560984) et CV-19-627186-00CL (31-2560986)

## ONTARIO COUR SUPÉRIEURE DE JUSTICE RÔLE COMMERCIAL

L'HONORABLE	)	MERCREDI, LE
	)	
JUGE HAINEY	)	16 OCTOBRE 2019

DANS L'AFFAIRE DE LA FAILLITE DE QUADRIGA FINTECH SOLUTIONS CORP., WHITESIDE CAPITAL CORPORATION ET 0984750 B.C. LTD. FAISANT AFFAIRE SOUS LE NOM DE QUADRIGA CX ET DE QUADRIGA COIN EXCHANGE

## ORDONNANCE (Ordonnance de cession immobilière)

LA PRÉSENTE REQUÊTE, déposée par le syndic, Ernst & Young Inc. (« EY »), en sa qualité de syndic de faillite de 0984750 B.C. Ltd. faisant affaire sous le nom de Quadriga CX et Quadriga Coin Exchange (« Quadriga »), de Quadriga Fintech Solutions Corp. (« Fintech ») et de Whiteside Capital Corporation (« Whiteside ») (les « sociétés »), en vertu de la *Loi sur la faillite et l'insolvabilité* (Canada) (le « syndic »), visant à obtenir une ordonnance qui, notamment, opère cession de certains biens immobiliers à l'actif du failli de Quadriga dévolu au syndic dans le cadre de l'entente de règlement du 3 octobre 2019 (l'« entente de règlement ») entre le syndic, Jennifer Robertson (« Robertson »), en sa qualité de liquidatrice de la succession de Gerald Cotten, Thomas Beazley et les entités contrôlées (au sens de l'entente de règlement), a été entendue le 16 septembre 2019 au palais de justice du 330 University Avenue, Toronto (Ontario) MSG 1R7.

CONSIDÉRANT le quatrième rapport du syndic du 7 octobre 2019 et l'affidavit souscrit par Jennifer

Robertson le 3 octobre 2019, et considérant les observations des avocats du syndic et de Jennifer Robertson, des avocats des utilisateurs touchés et d'autres parties intéressées, les représentants des autres parties n'ayant déposé aucune observation, bien qu'ils aient fait l'objet d'une signification en bonne et due forme, comme il appert dans l'affidavit de signification souscrit par Lee Nicholson.

#### **BIENS IMMOBILIERS**

- 1. LA COUR ORDONNE que a) dans le présent paragraphe les termes aient le sens qui leur est attribué dans le Land Registration Act (Nouvelle-Écosse); et b) sur présentation au Bureau d'enregistrement foncier (Land Registration Office) approprié du Formulaire 24, d'une copie certifiée de la présente ordonnance et du certificat du syndic (au sens de l'ordonnance d'approbation du règlement datée du 16 octobre 2019), le registrateur de la Circonscription d'enregistrement foncier inscrive l'actif du failli de Quadriga ou le syndic comme propriétaire des biens immobiliers identifiés à l'annexe A des présentes (les « biens immobiliers en Nouvelle-Écosse ») en fief simple.
- 2. LA COUR ORDONNE que sur présentation au Bureau des titres fonciers (Land Title Office) de la Circonscription de titres fonciers (Land Title District) de Kamloops et Nelson d'une copie certifiée de la présente ordonnance et d'une lettre de Stikeman Elliott LLP, avocats du syndic, autorisant son enregistrement, le Registrateur des titres fonciers (Registrar of Land Titles) de la Colombie-Britannique soit par les présentes enjoint d'inscrire l'actif du failli de Quadriga ou le syndic comme propriétaire en fief simple des biens immobiliers identifiés à l'annexe B des présentes (les «biens immobiliers en Colombie-Britannique»), de même que l'ensemble des immeubles, installations et améliorations s'y trouvant et l'ensemble des immeubles par destination, systèmes, intérêts, permissions, droits, clauses, clauses restrictives, droits d'usage, passages, profits, privilèges, droits, servitudes et dépendances de l'immeuble, appartenant ou accessoires à quelque partie du terrain cédé, et la Cour déclare que le titre de l'actif du failli de Quadriga ou du syndic relativement aux biens immobiliers en Colombie-Britannique est valable, stable et négociable et enjoint le registrateur de la Colombie-Britannique à enregistrer un

titre incontestable au nom de l'actif du failli de Quadriga ou du syndic susmentionné.

## DISPOSITIONS GÉNÉRALES

3. LA COUR DEMANDE PAR LES PRÉSENTES l'aide et la reconnaissance de tout tribunal ou organisme administratif ou de réglementation ayant compétence au Canada, aux États-Unis ou ailleurs, afin de donner effet à la présente ordonnance et d'aider le syndic et ses mandataires et avocats à en appliquer les modalités. Nous demandons respectueusement aux tribunaux et organismes administratifs et de réglementation de rendre les ordonnances et de fournir l'assistance au syndic à titre d'officier de la Cour qui pourraient être nécessaires ou souhaitables afin de donner effet à la présente ordonnance, de conférer le statut de représentant au syndic dans toute instance à l'étranger ou d'aider le syndic et ses mandataires et avocats à appliquer les modalités de la présente ordonnance d'approbation.



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## Schedule "A" – Nova Scotia Real Property

	Property	PID	Legal Description
1.	71 Kinross Court, Fall River, Nova Scotia, Lot 493	41256298	71 Kinross Court, Fall River, Nova Scotia, Lot 493 – PID 41256298:  Place Name: KINROSS COURT FALL RIVER Municipality/County: HALIFAX REGIONAL MUNICIPALITY/HALIFAX COUNTY Designation of Parcel on Plan: LOT 493 Title of Plan: PLAN OF SUBDIVISION & CONSOLIDATION OF PORTIONS OF PARCELS A-2 & B-2 LANDS OF PARKDALE DEVELOPMENTS LTD TO FORM LOTS 488 TO 499 INCLUSIVE, PARCEL KC (ROAD) & PARCELS A-2 & B-2 (REMAINDERS) KINLOCH PHASE 4B Registration County: HALIFAX COUNTY Registration Number of Plan: 89319819 Registration Date of Plan: 2007-11-19 09:21:21
2.	Lot 511, Ringling Court, Fall River, Nova Scotia	41454489	Lot 511, Ringling Court, Fall River, Nova Scotia – PID 41454489:  Registration County: HALIFAX COUNTY Street/Place Name: RINGLING COURT /FALL RIVER Title of Plan: PLAN OF S/D OF PARCEL RB-2A (REMAINDER) LAND REGISTERED TO PARKDALE DEVELOPMENTS LIMITED TO FORM LOT 511 AND PARCEL RB-3A (REMAINDER) KINLOCK PHASE 5A Designation of Parcel on Plan: LOT 511 Registration Number of Plan: 110588945 Registration Date of Plan: 2017-04-11 09:34:21
3.	34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia	60156171	34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia – PID 60156171:  ALL THAT ISLAND, in Mahone Bay, in the Municipality of the District of Chester, County of Lunenburg and Province of Nova Scotia, called Little Island, described as follows:  All that certain piece or parcel of land, called Little Island, situate, lying and being near Western Shore in the Municipality of Chester and County of Lunenburg and Province of Nova Scotia, and containing two and one half acres, more or less. The property herein described is also sometimes known as Swinehammer's Island.  Latitude: 44-32-05 North. Longitude: 64-18-20 West
4.	Seaview Drive, Western Shore, Lot S-3	60690492	Seaview Drive, Western Shore, Lot S-3 – PID 60690492:  Registration County: LUNENBURG COUNTY Street/Place Name: SEAVIEW DRIVE /WESTERN SHORE

			Title of Plan: S/D SHOWING LOT S-3, PROPERTY OF BIRGIT SCHEPP, SEAVIEW DRIVE, WESTERN SHORE AND MARTINS POINT Designation of Parcel on Plan: LOT S-3 Registration Number of Plan: 104440749 Registration Date of Plan: 2014-01-10 09:21:07
5.	10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia	41152919	10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia – PID 41152919:  ALL that certain lot, piece or parcel of land situate, lying and being at Bedford, in the Halifax Regional Municipality, Province of Nova Scotia, shown as Lot 1-DA on a plan of survey showing Lots 1-DA & 1-DB, Bedford South- Phase 1, subdivision of Block 1-D, Lands conveyed to TYH Investments Inc. Southgate Drive, Millview, Halifax County, NS, prepared by Servant, Dunbrack, McKenzie and MacDonald Ltd., signed by Carl K. Hartlen, N.S.L.S, dated August 23, 2004, approved by the Development Officer for the Halifax Regional Municipality on October 26, 2004. The said Lot 1-DA being more particularly described on a plan filed at the Halifax Registry of Deeds as plan or document number 76548495.
6.	22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia	41152927	22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia – PID 41152927:  ALL that certain lot, piece or parcel of land situate, lying and being at Bedford, in the Halifax Regional Municipality, Province of Nova Scotia, shown as Lot 1-DB on a plan of survey showing Lots 1-DA & 1-DB, Bedford South- Phase 1, subdivision of Block 1-D, Lands conveyed to TYH Investments Inc. Southgate Drive, Millview, Halifax County, NS, prepared by Servant, Dunbrack, McKenzie and MacDonald Ltd., signed by Carl K. Hartlen, N.S.L.S, dated August 23, 2004, approved by the Development Officer for the Halifax Regional Municipality on October 26, 2004. The said Lot 1-DB being more particularly described on a plan filed at the Halifax Registry of Deeds as plan or document number 76548495.
7.	17 Melwood Ave, Lot 12, Halifax, Nova Scotia	00250324	17 Melwood Ave, Lot 12, Halifax, Nova Scotia – PID 00250324:  All that certain lot, piece or parcel of land situate, lying and being on the southern side of Chocolate Lake, at Armdale, in the County of Halifax, Province of Nova Scotia, and being Lot Number 12 on a plan of Melvillewood Subdivision made by George T. Bates, Provincial Land Surveyor, and dated May 25th, 1946, said Lot Number 12 being more particularly described as follows:  Beginning on the northern side of Melwood Avenue at the southeast corner of Lot Number 13 as shown on said plan;  Thence easterly along the northern side of said Melwood Avenue; 60 feet to the southwest corner of Lot Number 11 as

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			shown on said plan;
			Thence northerly along the western side of said Lot Number 11, 100 feet to the southern side of Lot Number 10 as shown on said plan;
			Thence westerly along the southern side of said Lot Number 10, 60 feet to the eastern side of Lot Number 13 aforesaid;
			Thence southerly along the eastern side of said Lot Number 13, 100 feet to the place of beginning.
8.	19 Baha Court, Lot 0-122, Bedford, Nova Scotia	40749301	19 Baha Court, Lot 0-122, Bedford, Nova Scotia – PID 40749301:
	Scotta		Place Name: BEDFORD, NOVA SCOTIA Municipality/County: COUNTY OF HALIFAX/HALIFAX COUNTY Designation of Parcel on Plan: LOT 0-122 Registration County: HALIFAX COUNTY Registration Number of Plan: 31830 Drawer No.: 349 Approval Date of Plan: 1996-12-10 Registration Date of Plan: 1996-12-12
9.	61 Douglas Crescent, Lot 39A-1,	00304154	61 Douglas Crescent, Lot 39A-1, Halifax, Nova Scotia - PID 00304154:
	Halifax, Nova Scotia		ALL that certain lot, piece, or parcel of land situate, lying, and being on the western side of Donaldson Avenue, in the City of Halifax, Province of Nova Scotia, shown as Lot 39A-1 on a plan of survey of Lot 39A-1 and Lot 39A-2, subdivision of Lot 39A, Sherwood Heights Subdivision lands conveyed to Herbert J. Fraser and Elizabeth M.A. Fraser, dated March 11, 1995, prepared by Thompson Conn and Associates, approved by the City of Halifax on April 26, 1995, signed by R.E. Humphreys, N.S.L.S., and being more particularly described as follows:  BEGINNING at the intersection of the northern boundary of Lot 43 with the western boundary of Donaldson Avenue;  THENCE along the northern boundary of Lot 43 on a bearing of North 74 degrees 20 minutes 32 seconds West for a distance of 99.62 feet to the eastern boundary of Lot D8;  THENCE along the eastern boundary of Lots D8 and D6 on a bearing of North 15 degrees 45 minutes 25 seconds East for a distance of 59.60 feet to the southern boundary of Lot 39A-2;  THENCE along the southern boundary of Lot 39A-2 on a
	12.		bearing of South 74 degrees 20 minutes 32 seconds East for distance of 99.52 feet to the western boundary of Donaldson Avenue;

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			THENCE along the western boundary of Donaldson Avenue on a bearing of South 15 degrees 39 minutes 53 seconds West for a distance of 59.60 feet to the point of beginning.
			CONTAINING an area of 5,934 square feet;
			BEARINGS are grid referred to the line between N.S.C.M. 262 and N.S.C.M. 4919 having a bearing of South 15 degrees 59 minutes 53 seconds East and based on the 3 degrees M.T.M. projection, central meridian at 64 degrees 30 minutes West longitude (1968 adjustment).
			Subject to restrictive covenants as contained in a deed recorded at the Halifax Registry of Deeds in Book 2010 at Page 793.
			An approved plan of subdivision has been filed under the Registry Act or registered or recorded under the Act.
10.	63 Central Avenue, Lot 103, Halifax, Nova Scotia	00240911	63 Central Avenue, Lot 103, Halifax, Nova Scotia – PID 00240911:
			ALL that certain lot, piece and parcel of land and premises situate, lying and being at Fairview, County of Halifax, Province of Nova Scotia, described as follows:
	-		ALL that certain lot, piece and parcel of land situate, lying and being on the northern side of Glendale Avenue, at Dutch Village, in the County of Halifax, being Lot number 103, according to the plan of Block E, Sunnybrae Subdivision, dated August 16, 1948 and signed by G. Hilchie, C.E., P.L.S. and on file at the Registry of Deeds at Halifax, the said Lot number 103 being more particularly described as follows:
	g:		BEGINNING on the northern boundary line of Glendale Avenue at the point at which it is intersected with the western boundary line of that Lot number 102 as shown on the said plan;
			THENCE from the said point of beginning to run westwardly along the northern boundary line of Glendale Avenue, a distance of 62 feet to the southeastern angle of that Lot number 104 as shown as the said plan;
			THENCE to run northwardly along the eastern boundary of said Lot number 104 a distance of 99.7 feet more or less to the southern boundary line of lands formerly owned by A. I. Cook and now part of Rosedale Subdivision;
			THENCE to run easterly along the last main boundary line 62 feet to the northwestern angle of Lot number 102 aforesaid;
	9		THENCE to run southwardly along the western boundary line of said Lot number 102 a distance of 100.4 feet more or less to the place of beginning.
			The description for this parcel originates with a deed dated July 24, 1963, registered in the registration district of Halifax in book

			1923 at page 4 and the subdivision is validated by Section 291 of the Municipal Government Act.
11.	982 Barrington Street, Halifax, Nova Scotia	00142612	982 Barrington Street, Halifax, Nova Scotia – PID 00142612:  ALL that lot of land on the West side of Pleasant Street ( now Barrington Street) in the City of Halifax, County of Halifax, Province of Nova Scotia, commencing at a point distant eighty-seven feet from the corner of Pleasant (now Barrington) and Inglis Street being the south-east angle of property of the Estate of Bernard O'Neil;  THENCE in a westerly direction along the south line of the said O'Neils property one hundred and twenty feet:  THENCE in a southerly direction along the east line of said O'Neils land thirty-one feet three inches;  THENCE in an easterly direction one hundred and twenty feet in a straight line to Pleasant Street (now Barrington Street) to a point distant forty feet in a southerly direction from the place of beginning;  THENCE in a northerly direction forty feet to the place of commencement.
12.	2140 Harvard Street, Lot 26, Halifax, Nova Scotia	00025080	2140 Harvard Street, Lot 26, Halifax, Nova Scotia – PID 00025080:  All that certain lot, piece and parcel of land situate, lying and being on Harvard Street in the City of Halifax and being lot number 26 as marked and delineated upon a certain plan of the property of Messrs. Anderson and Duffus made by James F. Anderson, Deputy surveyor, dated July 27, 1888 and which said lot is more particularly described as follows, that is to say:  Beginning at a point on the western side of Harvard Street forming the southeastern corner or angle of lot number 28 as marked and delineated upon said plan;  Thence running westerly along the southern boundary line of said lot number 28 as marked and delineated upon said plan, ninety-four feet, more or less, or to the north eastern corner or angle of lot number 25, as marked and delineated upon said plan.  Thence running southerly along the eastern boundary line of said lot number 25 as marked and delineated upon said plan, thirty-four feet, more or less, or to the northwestern corner or angle of lot number 24 as marked and delineated upon said plan, thirty-four feet, more or less, or to the northwestern corner or angle of lot number 24 as marked and delineated upon said plan, ninety-four feet, more or less, or to the said western side line of Harvard Street;

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			Thence running northerly along the said western side line of Harvard Street, thirty-four feet, more or less, to the place of beginning.  Being the same lands as conveyed by Zenos Trott et ux to Harold Joseph Richardson, by deed dated March 11, 1919 and recorded at the Registry of Deeds at Halifax, Nova scotia in Book 493, Page 121.
13.	3161 Micmac Street, Lot 38, Halifax, Nova Scotia	00033191	3161 Micmac Street, Lot 38, Halifax, Nova Scotia – PID 00033191:
			ALL that certain piece, parcel and lot of land situate, lying and being on the eastern side line of Micmac Street between Bayers Road and Edgewood Avenue and which may be more particularly described as follows:
	9		BEGINNING at an iron pipe on the curve of the eastern street line of Micmac Street; said pipe being Seventy-seven and Six tenths (77.6) feet northerly along the said eastern street line of Micmac Street from the intersection of the eastern street line of Micmac Street with the northern street line of Bayers Road and being the southwest corner of the lot herein described;
	p		THENCE northerly along the said curve of the eastern street line of Micmac Street Forty (40) feet more or less to an iron pipe at the southern boundary line of Lot No. 37;
			THENCE easterly along the said southern boundary line of Lot No. 37 One Hundred and Thirty-seven decimal Seven (137.7) feet, more or less to an iron pipe at the western boundary line of the Edgewood School property;
(T)			THENCE southerly along the said western boundary line of the said Edgewood School property Forty-nine decimal Five Three (49.53) feet more or less, to an iron pipe at the boundary line of Lot No. 39;
			THENCE westerly along the said northern boundary line of Lot No. 39 One Hundred and fifty-four decimal One (154.1) feet more or less to the place of beginning;
			The above described lot being Lot No. 38 as shown on Plan No. QQ-4-11903 being the plan of Edgewood Subdivision area north of Bayers Road and West of Connaught Avenue on file at the office of the Commissioner of works of the City of Halifax;
			BEING AND INTENDED to be the lands conveyed by Walter L. Taylor et ux Madeline Taylor to Tomaso Arnoldin et ux Alfonsina Arnoldin, as joint tenants, by deed dated May 20, 1965 and recorded at the Registry of Deeds, Halifax, in Book 2049, at Page 548.
			The parcel originates with an approved plan of subdivision that has been filed under the Registry Act or registered under the

			Land Registration Act at the Land Registration Office for the registration district of Halifax County as plan or document number 1462.
14.	3663 Deal Street, Lot 79, Halifax, Nova Scotia	40069593	3663 Deal Street, Lot 79, Halifax, Nova Scotia – PID 40069593:  ALL THAT CERTAIN lot, piece or parcel of land situate, lying and being on the east side of Deal Avenue (so-called), east of Dutch Village Road in the City and County of Halifax, and being Lot No. 79 on a plan of subdivision of "Deal Estate" made by H. B. Pickings, Provincial Land Surveyor, dated December 12, 1919, and recorded in the Office of the Registrar of Deeds at Halifax aforesaid, and more particularly described as follows:  BEGINNING at the northwestern corner of Lot No. 78 on said plan;  THENCE running easterly along the northern side line of said Lot No. 78 a distance of 100 feet to the northeast corner of said Lot No. 78;  THENCE running northerly in a line in prolongation of the eastern line of said Lot No. 80 on said plan;  THENCE in a westerly direction along the southern line of said Lot No. 80 a distance of 100 feet to said Deal Avenue and being the south western corner of said Lot No. 80;  THENCE running southerly along said Deal Avenue a distance of 40 feet to the place of beginning, the aforesaid lot being known as Lot No. 79.  The description for this parcel originates with a deed dated August 15, 1983, registered in the registration district of Halifax County in Book 3734 at Page 130 and the subdivision is validated by Section 291 of the Municipal Government Act.
15.	5385/5387 Glebe Street, Halifax, Nova Scotia	00029355	5385/5387 Glebe Street, Halifax, Nova Scotia – PID 00029355:  All that certain lot, piece or parcel of land, situate, lying and being on the northwestern side of Glebe Street, between Lynch Street and Gottingen Street in the City of Halifax, being Lot 16, Block D as shown on a plan entitled Subdivision of Prefabricated Properties, St. Pauls Glebe lands, Blocks C.D. and E., Halifax North dated June 30, 1951, and being on file in the Office of Commissioner of Works for the City of Halifax at City Hall as Plan No. QQ-3-11832. The said Lot 16, Block D being more particularly described as follows:  Beginning at a point on the northwestern street line of Glebe Street where it is intersected by the north eastern boundary of Lot 15;  Thence northwestwardly along said northeastern boundary of Lot 15 for a distance of ninety-nine feet and four tenths of a foot

(99.4) or to the rear base line of lots fronting on Glebe Street;
Thence northeastwardly along said rear base line of lots fronting on Glebe Street for a distance of forty feet (40) or to the southwestern boundary of Lot 17;
Thence southeastwardly along said southwestern boundary of Lot 17 for a distance of ninety-nine feet and four tenths of a foot (99.4) or to the aforesaid northwestern street line of Glebe Street;
Thence southwestwardly along said northwestern street line of Glebe Street for a distance of forty feet (40) more or less to the place of beginning.

## Schedule "B" - BC Real Property

	Property	PID	Legal Description
1.	1021 Lamont Lane,	027-728-102	1021 Lamont Lane, Kelowna, British Columbia - PID 027-728-102:
	Kelowna, British Columbia		Lot 11 District Lot 579 Similkameen Division Yale District Plan KAP87918

IN THE MATTER OF THE BANKRUPTCY OF QUADRIGA FINTECH SOLUTIONS CORP., WHITESIDE CAPITAL CORPORATION AND 0984750 B.C. LTD. D/B/A QUADRIGA CX AND QUADRIGA COIN EXCHANGE

Court File No. & Estate No. CV-19-627184-00CL (31-2560674) CV-19-627185-00CL (31-2560984) and CV-19-627186-00CL (31-2560986)

# ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

## **ORDER**

(LAND TRANSFER ORDER)

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