

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

THIRD REPORT OF THE MONITOR

March 1, 2019

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STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Elizabeth Pillon LSO#: 35638M
Tel: (416) 869-5623
Email: lpillon@stikeman.com

Lee Nicholson LSO#: 66412I
Tel: (416) 869-5604
Email: leenicholson@stikeman.com
Fax: (416) 947-0866

Lawyers for the Monitor, Ernst & Young Inc.

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INTRODUCTION

1. On February 5, 2019 (the “**Filing Date**”), Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. (“**Quadriga**” or the “**Company**”) d/b/a Quadriga CX and Quadriga Coin Exchange (collectively, the “**Applicants**”) were granted protection from their creditors by the Nova Scotia Supreme Court (the “**Court**”) under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”). Pursuant to an Order of Justice Wood dated February 5, 2019 (the “**Initial Order**”), Ernst & Young Inc. (“**EY**”) was appointed as the monitor (the “**Monitor**”) of the Applicants in these CCAA proceedings.

PURPOSE

2. The purpose of this Third Report of the Monitor (the “**Third Report**”) is to provide the Court with an update on the activities of the Monitor since the date of its appointment. The Third Report further includes a preliminary status update on the results of the Monitor’s

ongoing investigation into the Applicants' business, affairs and assets. The Third Report should be read in conjunction with the Pre-Filing Report of the Monitor dated January 31, 2019 (the "**Pre-Filing Report**"), the First Report of the Monitor dated February 12, 2019 (the "**First Report**") and the Second Report of the Monitor dated February 20, 2019 (the "**Second Report**") which provide updates on certain matters.

3. The outline of the Third Report is provided below:
 - (a) Updates on the CCAA proceedings
 - (i) Banking Arrangements Update
 - (ii) Preliminary Asset and Data Preservation Efforts
 1. Data and Information Preservation Efforts
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 - (iii) Bank Draft and Cryptocurrency Post-Filing Receipts
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- (e) Cash Flow Forecast
 - (i) Revised Cash Flow Projection
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TERMS OF REFERENCE

4. In preparing this Third Report, the Monitor has relied upon unaudited financial information, the Company's books and records, financial information prepared by the Company (the "**Information**") and discussions with the Applicants' directors, senior management team, consultants ("**Management**") and legal advisors. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants Canada Handbook*, and accordingly the Monitor expresses no opinion or other form of assurance in respect of the Information.

5. Except as otherwise stated, the Monitor's understanding of factual matters expressed in this Report concerning the Applicants and their business is based on the Information, and not independent factual determinations made by the Monitor.
6. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

UPDATES ON THE CCAA PROCEEDINGS

7. Since being appointed as Monitor on the Filing Date, the Monitor has undertaken a number of activities, including:
 - (a) Providing notice to creditors of CCAA proceedings in accordance with the Initial Order;
 - (b) Communicating with and answering inquiries of creditors;
 - (c) Attempting to secure any books and records in respect of the Applicants and preserve Quadriga's databases;
 - (d) Addressing various issues in respect of the post-filing banking of the Applicants;
 - (e) Addressing the motion to appoint Representative Counsel for the Affected Users (each as defined below) and subsequent communications;
 - (f) Various discussions with Applicants' representatives and counsel;
 - (g) Attempting to locate, preserve and secure Quadriga property; and

- (h) Making preliminary efforts into investigating the business, affairs and assets of the Applicants.

Banking Arrangements Update

8. On February 25, 2019, on a motion by the Monitor, the Court issued an order in relation to the post-filing banking arrangements (the “**Banking Arrangements Order**”) of the Applicants. Following the issuance of the Banking Arrangements Order, the Monitor secured the Remaining Bank Draft (as defined by the Banking Arrangements Order) from Costodian Inc. (“**Costodian**”) and received endorsements in respect of each of the Costodian bank drafts (the “**BMO Drafts**”) which arose from the CIBC interpleader proceedings.
9. The Monitor delivered the endorsed BMO Drafts, which total \$25,272,089.09, to the Royal Bank of Canada who subsequently deposited the bank drafts into the Disbursement Account (as defined by the Initial Order) effective February 27, 2019. Since depositing the funds, the Monitor has released \$60,958.64 to Mr. Jose Reyes and transferred \$778,213.94 into a separate bank account controlled by the Monitor representing the disputed fees with Costodian (the “**Disputed Amount**”), all in accordance with the Banking Arrangement Order.
10. The Disputed Amount will remain in the separate account pending a resolution or determination of the Quadriga’s and Costodian’s respective rights, entitlements and claims to the Disputed Amount.

Preliminary Asset and Data Preservation Efforts

11. Since the Filing Date, the Monitor has undertaken various activities to preserve assets that may be recoverable, and information and data that may assist with the Monitor's ongoing investigation.

Data and Information Preservation Efforts

12. As noted in the First Report, known devices of Mr. Gerry Cotten have been secured by the Monitor including, Mr. Cotten's laptops, cellphones, USB keys and home computer. The Monitor understands that prior to the commencement of the CCAA Proceedings, the Applicants together with their initial outside expert, attempted to access the devices and were successful in respect of certain devices. The Monitor will work with the Applicants and Representative Counsel to determine next steps to access any information and data which may be located on the devices and report back to the Court with respect to those efforts.
13. In addition to securing the personal electronic devices of Mr. Cotten, the Monitor is working with the Applicants to secure Quadriga's customer and exchange transaction databases (the "**Platform Data**") as detailed further below. The Monitor expects to continue to work in consultation with the Applicants to obtain such access to the databases and information. The Monitor also became aware of certain documents in the possession of Quadriga's former counsel with respect to their efforts to become a public company in 2015. The Monitor has contacted the lawyer to obtain production of the documents if determined to be beneficial.
14. In the Pre-Filing Report, the Monitor noted that "[t]he company had limited books and records, no financial records or reporting appears to have been undertaken." Since the Filing Date, the Monitor has made further efforts to investigate whether Quadriga had any formal

accounting books and records and has requested the Applicants provide copies of all financial records in their possession. To date, the Applicants have been unable to locate or provide any such records. The Monitor has contacted Canada Revenue Agency to ascertain whether the Applicants filed any tax returns. The Monitor's information request is still pending.

Asset Preservation Efforts

15. Following the Filing Date, the Applicants and the Monitor identified third party payment processors (the “**Third Party Processors**”) known to have received and/or distributed funds on behalf of Quadriga in the past. The Monitor has written to the ten (10) known Third Party Processors requesting the transfer of any funds held on behalf of Quadriga and all transaction information in respect of accounts held by the Third Party Processors on behalf of Quadriga. The Monitor has received preliminary responses from certain Third Party Processors but has only recovered \$5,000 to date in addition to the BMO Drafts recovered from Costodian Inc. and the Bulk Drafts which are discussed below. The Monitor expects that the status of requests from Third Party Processors will need to be addressed in a separate motion and that further relief from the Court may be necessary to secure funds and records from certain of the Third Party Processors.
16. As detailed in the Second Report, counsel to the Applicants is in possession of 1,004 bank drafts (the “**Bulk Drafts**”) totalling approximately \$5.8 million payable to 1009926 B.C. Ltd. received on behalf of Quadriga. The Monitor understands that the Applicants are working on having the Bulk Drafts endorsed to the Monitor. To facilitate that, the Monitor understands the Applicants have commenced the necessary first step of restoring the corporate entity by publishing notice in the British Columbia Gazette on February 28, 2019.

17. Recently, the Monitor was contacted by a representative of a Canadian credit union who confirmed they held a bank account on behalf of Quadriga Fintech Solutions Corp. which had been frozen since 2017. The bank account with the credit union was subsequently closed and the credit union has transferred funds totalling \$245,033.31 to the Disbursement Account controlled by the Monitor.
18. In addition to securing funds, the Monitor has made efforts to preserve any cryptocurrency that may be available to the Applicants' stakeholders. Together with the Applicants' representatives, the Monitor identified potential other exchanges where Quadriga and/or Gerry Cotten may have opened accounts. The Monitor wrote to fourteen (14) exchanges requesting account credentials and transaction information for any accounts that may have been opened by Quadriga or Gerry Cotten.
19. The Monitor has received responses from four (4) cryptocurrency exchanges to date. Certain of the cryptocurrency exchanges confirmed the existence of accounts opened by Quadriga or Gerry Cotten and provided transactional data in respect of such accounts. One cryptocurrency exchange was holding minimal cryptocurrency on behalf of Quadriga which the Applicants successfully arranged to have transferred to the Monitor. Counsel to Ms. Robertson in her capacity as executor of the estate of Mr. Cotten has advised the Monitor that Ms. Robertson has agreed that all cryptocurrency found in accounts in Mr. Cotten's personal name may be transferred to Quadriga for the benefit of its stakeholders.
20. The Monitor has written to Jennifer Robertson and her counsel, in her capacity as the executor of the estate of Gerald Cotten and in her personal capacity, requesting the disclosure of certain transaction and asset information and a consensual undertaking to preserve assets pending the advancement of the Monitor's ongoing investigation efforts.

Post-Filing Bank Draft and Cryptocurrency Receipts

21. The Monitor has received a limited number of bank drafts from Third Party Processors which appear to have been deposits in transit as at the Filing Date. The Monitor is holding these bank drafts pending an investigation into their originating source and the specific Quadriga customer accounts relating to the bank drafts.
22. In addition, the Applicants have advised the Monitor that limited cryptocurrency deposits have continued to be received into the Quadriga hot wallets following the Filing Date and after the initial cryptocurrency transfer to the Monitor. The total Canadian dollar equivalent value of the post-filing deposits (fiat and cryptocurrency) (the “**Post-Filing Receipts**”) is approximately \$21,000.
23. The Monitor is working with the Applicants to assemble a listing of the Post Filing Receipts in the form of fiat and cryptocurrency and the name and contact details of the depositors where available. A recommendation with respect to the Post Filing Receipts will be presented to the Court at a later date.

Funds held by the Accountant of Ontario Superior Court of Justice

24. The Monitor is aware of approximately \$200,000 that remains deposited with the Accountant of the Ontario Superior Court of Justice (the “**Accountant**”) as result of the CIBC interpleader motion. These funds are in respect of customers who attempted to make deposits with the Applicants but were rejected by Quadriga for various reasons. According to the evidence in the CIBC interpleader application, the Quadriga accounts for these customers were never credited for their deposits and therefore, the funds were not claimed by Quadriga in the proceedings. The Monitor understands that these customers were previously contacted

regarding the funds held by the Accountant. A copy of the order of the Ontario Superior Court of Justice specifying these amounts held by the Accountant is attached to the Third Report as **Appendix “A”**.

Representative Counsel Update

25. On February 19, 2019, the Court released its decision on representative counsel motion appointing Miller Thomson LLP and Cox & Palmer as representative counsel (“**Representative Counsel**”) to Quadriga’s users (the “**Affected Users**”). The Monitor, the Applicants and Representative Counsel subsequently worked on the terms of the order appointing Representative Counsel (the “**Rep Counsel Order**”). A draft Rep Counsel Order was provided to the Court for consideration on February 27, 2019. Representative Counsel has also substantially finalized a confidentiality agreement with the Monitor and the Applicants to start receiving information on a preliminary basis.

26. In the decision appointing Representative Counsel, the Court stated that the process for selecting the committee of Affected Users (the “**Committee of Affected Users**”) should commence without delay. After discussions with the Monitor, Representative Counsel prepared and sent a communication to Affected Users known to Representative Counsel soliciting applications to serve on the Committee of Affected Users. Any Affected User may submit an application to serve on the Committee of Affected Users for consideration by Representative Counsel and the Monitor by emailing CommitteeApplications@millerthomson.com. Applications should include the following information: (i) name and address; (ii) client-ID for the Quadriga’s cryptocurrency exchange platform (iii) the amount of the user’s claim against Quadriga, (iv) the nature of such claim (fiat currency, cryptocurrency, “pending” withdrawal and/or “completed” withdrawal); (v) a

statement of no more than 200 words expressing the user's interest and qualification in respect of serving of the Committee of Affected Users; and (vi) a resume or PDF copy of the user's LinkedIn profile.

27. The Monitor will provide further notice of the selection process to Affected Users when providing notice of the Representative Counsel Order by (i) posting a notice on the Monitor's website, Quadriga's website and Quadriga's subreddit; and (ii) sending a notice by e-mail transmission to Affected Users who have claims against the Applicants in excess of \$1,000.
28. The Monitor will report further to the Court at a later date on the results of the selection process for the Committee of Affected Users.
29. Representative Counsel has provided the Monitor with a letter attached to the Third Report as **Appendix "B"** which details the activities of Representative Counsel since the release of the decision appointing Representative Counsel on February 19, 2019.

Disbursement Account

30. As reported further below in the Cash Flow section of the Third Report, the Monitor is holding approximately \$24.7 million in the Disbursement Account. Pursuant to the terms of the Initial Order the Monitor intends to make disbursements from the Disbursement Account at the direction of the Applicants to fund these proceedings.
31. At the hearing for the Banking Arrangements Order, the possibility was raised that certain parties may allege claims, including trust claims, against the funds in the Disbursement Account and orders granted by the Court, including the Initial Order, may be the subject of future motions in respect of parties that were not provided notice of such orders.

32. The Monitor believes it is necessary to clarify that the funds being held by the Monitor are solely being held and disbursed on behalf of the Applicants and the Disbursement Account was solely provided to facilitate a post-filing banking solution for the benefit of the Applicants' stakeholders. To advance these CCAA proceedings, it is necessary that the Applicants and the Monitor have certainty that funds disbursed in accordance with the Initial Order are not subject to future claims or recourse. Any recourse by parties making trust or other claims at a later date should be limited to the funds remaining in the Disbursement Account at the time of advancing such claims.

33. In order to clarify the issue, the Monitor seeks further direction from the Court and may require further relief from the Court prior to making any disbursements with the funds received from the BMO Drafts, the Third Party Processors and other sources that may have originated from Quadriga's users.

PRELIMINARY INVESTIGATION EFFORTS

34. Following the Filing Date, the Monitor reached out to various resources externally and internally to determine the appropriate parties to assist the Monitor with the initial aspects of its investigation. Following the review of the various resources, it was determined that EY has the necessary resources and expertise to complete the Monitor's initial review of the Applicants' affairs. Since that determination, the Monitor has engaged significantly with its internal blockchain experts to understand the industry, cryptocurrency and the Applicants' affairs. The Monitor has also worked with the Applicants' representatives to receive and review certain information and data in respect of the Applicants and has interviewed certain members of Management regarding the Applicants' business and affairs.

35. Accordingly, the Monitor is of the view that it is important to update the Court and stakeholders on these initial and preliminary investigatory efforts.

Supplemental Background Information on the Business

36. In paragraphs 20–24 of the Pre-Filing Report, the Monitor provided the following background information with respect to the Quadriga business:

Operation of the QCX Platform

20. *The Proposed Monitor understands that Quadriga operated a cryptocurrency exchange platform that allowed users to store, buy and sell various cryptocurrencies on the QCX Platform. The QCX Platform was launched in December 2013 on the website: www.quadrigacx.com.*

21. *The QCX Platform allowed users to deposit Cash or cryptocurrency with Quadriga. After depositing Cash or cryptocurrency with Quadriga, the user's QCX Platform account would be credited with the appropriate currency. The user could then place buy or sell orders on the QCX Platform. If a counterparty for the order was found via the QCX Platform, a trade would occur such that the seller's cryptocurrency account would be debited and their cash account (or the appropriate cryptocurrency account, if the seller is trading cryptocurrencies) would be credited. The buyer's account would be credited and debited for the reciprocal amounts. Following the trade, Quadriga would owe the seller Cash (or the appropriate cryptocurrency) for the amount of the sale and owe the buyer cryptocurrency for the amount of*

coins purchased. Quadriga charged both the buyer and seller a fee for each transaction on the QCX Platform.

22. *The Proposed Monitor understands that the deposits, trades and withdrawals were recorded in a secure database controlled by Quadriga. Users could view their own account information through the QCX Platform. The Proposed Monitor further understands the database was backed up frequently by Quadriga and the Company continues to hold the database with users' account information (including the amount of Cash and/or cryptocurrency owed to each user).*

23. *Based on discussions with Management, the Proposed Monitor understands Quadriga used payment processors to receive Currency and disburse Currency associated with the trades and or other general operating obligations requiring the use of traditional Currency. The payment processors used by Quadriga include POSconnect Inc., VoPay International Inc., Billerfly Labs Inc., among others (collectively "Third Party Processors"). The Proposed Monitor understands that Quadriga used Third Party Processors because of the general difficulty Quadriga faced in obtaining bank accounts with Canadian banks.*

24. *Further, Quadriga used "wallets" to hold cryptocurrencies deposited by users. A "wallet" is an application that stores public and private keys which interact with one or more blockchains to enable the user to send and receive cryptocurrencies. A wallet also enables a user to monitor their cryptocurrency balance. The public key may be distributed to other users to*

identify their wallet. Only the private key is required to be kept private for security reasons as it is used to authorize the transfer of a cryptocurrency on the appropriate blockchain. Quadriga had “hot” and “cold” wallets which terms are used to describe different types of security. “Hot” wallets are connected to the internet in order to quickly fulfill withdrawal requests. In contrast, “cold” wallets are not connected to the internet and are usually stored physically such as on a USB stick or electronic hardware that is not connected to the internet. The primary benefit of “cold” wallets is that they are not susceptible to hacking.

37. To supplement the background provided to the Court in the Pre-Filing Report, the Monitor believes the following additional background information may be of assistance to the Court.
38. Cryptocurrency wallets are identified on the blockchain utilizing an alphanumeric address commonly referred to as a wallet address. For the cryptocurrencies held by Quadriga, any party with knowledge of a wallet address can access publicly available blockchain records and ascertain the cryptocurrency balance held within a wallet address as well as review all historical transactions received by and transferred out of a wallet address. The information publicly available includes the date and time (in UTC or Universal Coordinated Time) a transaction was confirmed and the corresponding wallet address(es) that cryptocurrency was received from or transferred to. Wallet addresses are pseudonymous and the publicly available information does not directly provide any information with respect to the owner of a wallet. However, there are services which use statistical analysis of network behaviour in an attempt to identify information about owner of a particular wallet. The services tend to have more information with respect to wallet addresses utilized by central cryptocurrency

depositories (such as exchanges) but these services cannot provide absolute certainty with respect to the actual owner of a wallet.

39. While transactional activity and balances in any wallet are publicly available with a wallet address, the ability to transfer the cryptocurrency within the wallet is restricted to individuals holding the required passwords or credentials and in the case of cold wallets, physical custody of the device that the private key of the wallet is stored on.
40. Most cryptocurrency exchanges typically follow a similar structure in which when a user opens an account, the user is provided with a hot wallet address (the “**User Wallet**”) to which the user may send cryptocurrency to be received by the exchange. The User Wallet address is typically (although not always) an address that is set up uniquely for a single user. The user’s access only allows for transfers to that address. Following depositing cryptocurrency in the User Wallet, the user does not have direct control over the balance and the exchange has custody of the deposited cryptocurrency.
41. Upon receiving cryptocurrency in a User Wallet, the exchange credits the user’s exchange platform account with the corresponding quantity of cryptocurrency. The exchange then controls the cryptocurrency in the User Wallet, typically pooling the cryptocurrency deposited by users and moving the cryptocurrency to wallets, both hot and cold, under the exchange’s control. With account balances users can place orders for either other cryptocurrency or traditional currency (“**fiat**”). When a user ultimately wants to make a withdrawal of cryptocurrency from their account with the exchange, the user provides instructions to the exchange to send cryptocurrency to a specified wallet outside the exchange’s control. The exchange will access its cryptocurrency pooled reserves to fulfill the transaction. Similarly, if a user wants to withdraw fiat, the user would provide bank

account or address information to the exchange. The Monitor understands that Quadriga was generally set up to operate in this manner, however, the Monitor has not yet had direct access to Quadriga's exchange platform to confirm.

Quadriga Cryptocurrency Wallets

42. Following its appointment, the Monitor requested that the Applicants identify all known hot or cold wallets used by Quadriga to store cryptocurrency. In the Affidavit of Jennifer Robertson sworn in support of the initial application (the "**Initial Affidavit**"), Ms. Robertson noted at paragraph 24(g) that "Quadriga keeps only a minimal amount of coins on the server (in a hot wallet). The normal procedure was that Gerry would move the majority of the coins to cold storage as a way to protect the coins from hacking or virtual theft." Accordingly, the Monitor focussed its preliminary review on the Applicants' cold wallets.

43. The Applicants identified to the Monitor six (6) cold wallet addresses which Quadriga used in the past to secure bitcoin (the "**Identified Bitcoin Cold Wallets**"), the primary cryptocurrency traded on the Quadriga platform. The addresses of the Identified Bitcoin Cold Wallets identified by the Applicants are as follows:

- (a) 1MhgmGaHwLAvvKVyFvy6zy9pRQFXaxwE9M;
- (b) 1JPtxSGoekZfLQeYAWkbhBhkr2VEDADHZB;
- (c) 1ECUQLuioJbFZAQchcZq9pggd4EwcpuANe;
- (d) 1J9Fqc3TicNoy1Y7tgmhQznWrP5AVLXj9R;
- (e) 1HyYMMCdCcHnfjwMW2jE4cv9qVkVDFUzVa; and

(f) 1JZJaDDC44DCKLnezDsbW43Zf8LspCKBYP (the “**Sixth Bitcoin Wallet**”).

44. In addition, the Applicants have identified three other wallet addresses which may represent Quadriga cold wallet addresses used to store other cryptocurrencies (the “**Potential Other Cold Wallets**”).

45. The Monitor understands that prior to the Filing Date, the Applicants made significant efforts to identify and locate any additional cold wallet addresses or other wallet addresses that may contain cryptocurrency reserves. However, to date, the Applicants have not been able to identify any other wallet addresses that may have been used to store reserves of bitcoin or other cryptocurrencies. The Monitor continues to work with representatives of the Applicants and internal blockchain resources to determine if any other cold wallet addresses or other wallet addresses with cryptocurrency reserves exist.

46. The Monitor has commenced a preliminary review of the transactional activity of the Identified Bitcoin Cold Wallets utilizing public blockchain records. This analysis conducted by the Monitor indicates the following:

(a) From April 2014 to approximately April 2018, aggregate bitcoin month end balances in the Identified Bitcoin Cold Wallets ranged from a low of nil to a peak of approximately 2,776 bitcoin. The average aggregate month end balance over the four-year period was approximately 124 bitcoin. In April 2018, the remaining bitcoin in the Identified Bitcoin Cold Wallets was transferred out bringing the balances down to nil. Other than the Sixth Wallet, there have been no deposits into the Identified Bitcoin Cold Wallets since April 2018 except for the inadvertent transfer of bitcoin by the Applicants as disclosed in the First Report.

- (b) Post April 2018, the Sixth Wallet appears to have been used to receive bitcoin from another cryptocurrency exchange account and subsequently transfer the bitcoin to the Quadriga hot wallet. As of the date of the Third Report, the Sixth Wallet contains no cryptocurrency. The last transaction from the Sixth Wallet was initiated on December 3, 2018.
 - (c) Certain of the bitcoin in the Identified Bitcoin Cold Wallets appear to have been transferred to accounts at other cryptocurrency exchanges. As set out at paragraph 38 of the Third Report it is not possible to ascertain with absolute certainty from public information who the owner of an address is, however, the tools and sources utilized by the Monitor indicate that certain receiving wallet addresses from transactions in the Identified Bitcoin Cold Wallets are wallet addresses associated with identifiable cryptocurrency exchanges. As indicated above, the Monitor has reached out to various cryptocurrency exchanges to identify possible accounts controlled by Quadriga or Mr. Cotten and receive transactional information in respect of any such accounts.
47. The Monitor has made inquiries of the Applicants as to the reason for the lack of cryptocurrency reserves in the Identified Bitcoin Cold Wallets since April 2018. To date, the Applicants have been unable to identify a reason why Quadriga may have stopped using the Identified Bitcoin Cold Wallets for deposits in April 2018, however, the Monitor and Management will continue to review the Quadriga database to obtain further information.
48. The Monitor has recently commenced the process of conducting a similar analysis of the addresses for the Potential Other Cold Wallets. This analysis will take further time to

complete. However, the Monitor has confirmed that as at the date of the Third Report, the Potential Other Cold Wallets contain no cryptocurrency.

49. In addition, the First Report and Second Report provided an update on cryptocurrency balances held as at the Filing Date in Quadriga's hot wallet addresses and balances that were transferred to the Identified Bitcoin Cold Wallets and to a cold storage wallet address under the control of the Monitor. The Monitor will commence a review of balances previously held in Quadriga's known hot wallet addresses, however this analysis will take more time.

Identified Accounts

50. During interviews with the Applicants' representatives, the Monitor was advised of fourteen (14) user accounts that may have been created outside the normal process by Quadriga (the "**Identified Accounts**"). It appears that the Identified Accounts were created under various aliases. The Monitor was advised by a representative of the Applicants that the Identified Accounts were internally created without a corresponding customer and used to trade on the Quadriga platform. The Monitor was further advised that deposits into certain of the Identified Accounts may have been artificially created and subsequently used for trading on the Quadriga platform.
51. The Monitor has requested and received detailed transactional histories for the Identified Accounts. The account information that has been provided indicates a significant volume of transaction activity associated with the Identified Accounts including trading and withdrawals of cryptocurrency to wallet addresses not associated with Quadriga.
52. The Monitor's review of the Identified Accounts is in a preliminary stage. The Monitor needs further time to analyze the transactional history of the Identified Accounts to determine

whether additional Identified Accounts exist, whether the deposits into the Identified Accounts were in fact artificial, how the accounts were used, the extent of net withdrawals from the Quadriga reserves and whether recipients of withdrawals can be identified.

Other Cryptocurrency Exchanges

53. Representatives of the Applicants have advised the Monitor that accounts have been identified at three different exchanges that are believed to have been operated by Quadriga or Mr. Cotten. The Monitor has been provided with transaction histories for these accounts. The Monitor understands that the transactional information was obtained by the Applicants as a result of logging onto these accounts using credentials found in Mr. Cotten's emails or other internal Quadriga emails or records. As mentioned above, blockchain records associated with the Identified Bitcoin Cold Wallets also indicate that certain cryptocurrency under Quadriga's control was transferred to other exchanges.
54. One of the exchanges identified by the Applicants has independently responded to the Monitor's request for information as set out in paragraph 19 of the Third Report. The exchange provided a transaction history for the account that is consistent with the transaction history provided by the representative of the Applicants.
55. The Monitor notes that its investigation into the exchange accounts is at a preliminary stage. At this point, the Monitor has not been able to determine the source of the deposits into any of the exchange accounts or where the cryptocurrency was transferred to. Efforts are underway to attempt to preserve and recover any Quadriga cryptocurrency, if any, located at other exchanges.

Quadriga Platform Database

56. As mentioned above, the Monitor has made efforts to attempt to secure the Platform Data and has requested the assistance of the Applicants in obtaining a copy of the Platform Data. The Monitor has been advised and understands that the Platform Data includes user account balances and transaction information but does not include accounting records or a ledger reconciling the account balances to cryptocurrency or fiat under Quadriga's control. While efforts to obtain access to the full database are still underway, the Applicants have provided a number of informational extracts. These extracts include customer account information used by the Monitor to send the notices required under the Initial Order as well as information in respect of the Identified Accounts.
57. The Monitor understands from the Applicants that the Platform Data is stored in the cloud with Amazon Web Services, Inc. ("AWS"). Independent of the request of the Applicants for a copy of the Platform Data, the Monitor made a request of AWS to provide a separate copy of the Platform Data.
58. The Monitor understands from discussions with AWS that the contract and account with AWS (the "AWS Account") are not in Quadriga's name. The AWS Account appears to be in the name of Mr. Cotten personally and there is possibly another account in the name of the principal of Billerfly Labs Inc., Mr. Jose Reyes. Copies of recent invoices associated with the AWS Account are attached to the Third Report as **Appendix "C"**.
59. Due to the account being a personal account in the name of Mr. Cotten, AWS has indicated that it is unable to provide the Monitor with access to the AWS Account to permit a copy of the data that it is hosting to be secured. Further, AWS indicated to the Monitor that a consent

from Ms. Robertson, as estate trustee for Mr. Cotten, was not sufficient for AWS to provide access to the AWS Account to the Monitor. As result, the Monitor is requesting the Court grant an order authorizing and directing AWS to provide the Applicants and the Monitor with full and complete access to the AWS Account and any other accounts in name of the Applicants and Mr. Cotten. Counsel to AWS and Ms. Robertson have been provided with copies of the draft order to be requested by the Monitor and will be served with the Third Report.

60. The Monitor believes it is imperative that a copy of the Quadriga Platform Data is backed up and secured with the Monitor as soon as possible. The Platform Data will assist the Monitor's ongoing investigation into Quadriga's business, affairs and potential assets that may be recoverable for the benefit of the Applicants' stakeholders. The Monitor also notes that though the Platform Data may be copied from AWS, the Monitor still requires software and other information from the Applicants in order to analyze and review any Platform Data stored by AWS. Further, if there are other AWS accounts in the names of parties such as Mr. Jose Reyes, further relief from the Court may be necessary if a consensual solution with AWS and the other party cannot be reached.

THE CHIEF RESTRUCTURING OFFICER AND GOVERNANCE ISSUES

61. As set out in the Robertson Affidavit, Ms. Robertson is acting as the executor of the estate of Mr. Cotten and was appointed as a director of each of the Applicants between January 25,

2019 and January 27, 2019, along with her step-father, Mr. Thomas Beazley. Ms. Robertson is also represented by the same counsel as the Applicants in these CCAA proceedings.

62. The materials filed by the Applicants in support of the motion for an extension of the stay of proceedings and appointment of Chief Restructuring Officer (“**CRO**”) note:

(a) “[T]he public attention my role as director has brought is unwarranted, and online commentary which I have reviewed has suggested that I, in particular, am trying to hide assets or am acting contrary to the best interests of the Companies, which is not true.” (Affidavit of Jennifer Robertson sworn February 25, 2019 at para. 11); and

(b) “[T]he independence of the CRO would ensure that the interests of all stakeholders are protected and that any alleged concerns in relation to Ms. Robertson’s continued day-to-day involvement with the Companies would be addressed” (Bench Brief dated February 25, 2019 at p. 9).

63. The Applicants have sought the appointment of a CRO, in part, to address some of the identified governance issues. In the Pre-Filing Report, the Monitor noted the potential the appointment of a CRO and continues to see some benefit of having someone independent of Ms. Robertson and Mr. Beazley being responsible for making decisions on behalf of the Applicants in these CCAA proceedings. In order for the Monitor’s ongoing investigation to proceed appropriately, without any conflict or appearance of any conflict, the Monitor needs to be able to communicate with the Applicants in an appropriate manner and at an appropriate time. If a CRO is appointed, a structure and protocols could be implemented to ensure only the CRO, as an independent representative of the Applicants, receives full and immediate

updates on the Monitor's ongoing efforts and findings. The Monitor will consult with the Applicants and Representative Counsel in respect of such protocols.

64. The Monitor notes that the proposed appointment of the CRO provides that the Applicants through the CRO would be in charge of any ongoing investigations in respect of the Applicants' business, affairs and assets. As previously indicated to the Court, the Monitor intended to carry out that investigation which has already commenced as set out above. With the appointment of a CRO, the CRO would be able to receive updates from the Monitor regarding the investigation and participate or consult with the Monitor, as necessary, provided that appropriate protocols are in place. However, the Monitor does not believe that it is necessary or appropriate to incur the cost or delay of having the CRO duplicating the Monitor's investigation efforts or restarting the investigations through an alternative process at this time.

STAY EXTENSION REQUEST

65. Pursuant to the Initial Order, the stay of proceedings in respect of the Applicants expires on March 7, 2019. The Applicants have requested an extension of the stay of proceedings for a period of either 45 days or 60 days. The Monitor is of the view that an extension of the stay of proceedings is appropriate and the Applicants have worked with due diligence and in good faith since the Filing Date.
66. Representative Counsel has informed the Applicants and the Monitor that it believes the stay of proceedings should only be extended for 30 days at this time and any extension should be without prejudice to Representative Counsel's right to seek relief to vary or amend the Initial Order given that the Committee of Affected Users has not been appointed.

67. The Monitor does note that the Representative Counsel will be able to take a more active role in the CCAA proceedings once the Committee of Affected Users has been appointed and Representative Counsel is able to receive instructions from the committee. The Monitor believes the issue can be resolved by granting one of the requests of Representative Counsel - either only a 30-day extension of the stay of proceedings or clarification that the extension of the stay of proceedings for 45 days or 60 days is without prejudice to Representative Counsel's right to amend or vary the requested relief once the Committee of Affected Users is appointed.

CASH FLOW FORECAST

Cash Flow Projection Variance Analysis

68. Attached as **Appendix "D"** to the Third Report is a variance analysis comparing the Applicants actual cash flow for the four-week period February 5, 2019 to March 1, 2019 (the "**Period**") to the cash flow projection included within the Pre-Filing Report.

69. Actual cash receipts during the Period totalled \$25,681,269 compared with forecast receipts of \$31,840,817 resulting in an unfavourable variance of \$6,159,548. The Period variance is comprised of:

- (a) \$254,180 positive permanent variance attributable to the identification and collection of proceeds from a previously unidentified bank account;
- (b) \$589,388 negative timing variance relating to uncollected Third Party Processor receivables. Demands for the return of funds have been issued however the timing and quantum of future collections remains uncertain;

- (c) \$5,824,340 negative timing variance associated with the endorsement and deposit of the Bulk Drafts. The Applicants are actively pursuing the assignment and endorsement of the Bulk Drafts in favour of the Monitor.
70. Period disbursements from the Disbursement Account totalled \$953,230 including \$778,214 transferred to the separate account for the Disputed Amount pursuant to the terms of the Banking Arrangements Order. Actual disbursements from the estate accounts totalled \$175,016 compared with forecast disbursements of \$939,047 resulting in a favourable variance of \$764,031. The favourable variance is primarily comprised of:
- (a) \$65,604 positive permanent variance arising from an initial overestimate of independent contractor fees for the Period;
 - (b) \$300,000 positive timing variance associated with the repayment of the interim funding provided by Jennifer Robertson;
 - (c) \$60,959 negative permanent variance related to the payment of personal funds to Mr. Reyes pursuant to the Banking Arrangements Order which had not been initially forecast; and
 - (d) \$410,000 positive temporary variance relating to professional fee disbursements.

Revised Cash Flow Projection

71. The Applicants, with the assistance of the Monitor, have prepared a revised cash flow forecast incorporating actual results for the Period and projected results for the thirteen-week period ending May 31, 2019 (the “**Amended Cash Flow**”). The Amended Cash Flow is attached to the Third Report as **Appendix “E”**. The Amended Cash Flow has been prepared

by management for the purpose described in the accompanying notes using probable and hypothetical assumptions set out therein.

72. The Monitor's review of the Amended Cash Flow consisted of inquiries, analytical procedures and discussions related to information supplied to us by management. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Amended Cash Flow.

73. Based on the Monitor's review, nothing has come to its attention that causes the Monitor to believe that, in all material respects:

(a) The hypothetical assumptions are not consistent with the purpose of the Amended Cash Flow;

(b) As at the date of this Third Report, the probable assumptions developed by Management are not suitably supported and consistent with the Applicants' plans or do not provide a reasonable basis for the Amended Cash Flow, given the hypothetical assumptions; and

(c) The Amended Cash Flow does not reflect the probable and hypothetical assumptions.

74. Since the Amended Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur and the variations may be material. Accordingly, the Monitor expresses no assurance as to whether the Amended Cash Flow will be achieved. The Monitor further expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Third Report.

75. The Amended Cash Flow has been prepared solely for the purpose described in the notes accompanying the Amended Cash Flow and readers are cautioned that it may not be appropriate for other purposes.

MONITOR'S RECOMMENDATIONS

76. Subject to the comments above regarding the appointment of the CRO and the extension of the stay of proceedings, the Monitor supports the relief sought by the Applicants.

77. The Monitor further requests that the Court grant relief authorizing and directing AWS to provide access to the AWS Account to the Monitor and the Applicants.

All of which is respectfully submitted this 1st day of March 2019.

ERNST & YOUNG INC.

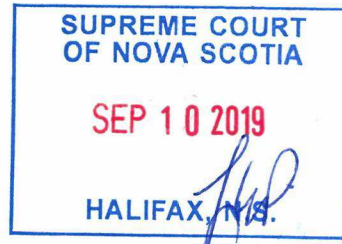
In its capacity as the Court-appointed Monitor
in the matter of the proposed compromise and arrangement of
Quadriga Fintech Solutions Corp, Whiteside Capital Corporation and 0984750 B.C. Ltd.



George Kinsman, CPA, CA, CIRP, LIT
Senior Vice President

APPENDIX “E”

2019



Province of Nova Scotia
Division No. 01-Halifax
Court No. 43213
Estate No. 51-2499072



**IN THE SUPREME COURT OF NOVA SCOTIA
IN BANKRUPTCY**

**IN THE MATTER OF THE BANKRUPTCY OF
QUADRIGA FINTECH SOLUTIONS CORP.**

ORDER

(Re: Transfer of Proceedings)

Sgd.
DAJ, J.

BEFORE THE HONOURABLE JUSTICE DARLENE JAMIESON

UPON MOTION, in the proceedings of Quadriga Fintech Solutions Corp. ("**Fintech**") under the *Bankruptcy and Insolvency Act* (Canada) ("**BIA**"), by Ernst & Young Inc. ("**EY**"), in its capacity as the trustee in bankruptcy of Fintech (the "**Trustee**") for an order transferring the jurisdiction of the proceedings to the Ontario Superior Court of Justice (Commercial List) (the "**Ontario Court**").

UPON READING the Second Report of the Trustee dated August 26, 2019;

AND UPON HEARING the submissions of counsel to the Trustee, Representative Counsel of the Affected Users 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.

IN THE SUPREME COURT OF NOVA SCOTIA

I hereby certify that the foregoing document,
identified by the Seal of the Court, is a true
copy of the original document on file herein.

Dated the 10th day of Sept. A.D., 2019


Deputy Prothonotary

Transfer of the Proceedings


2. These proceedings under the BIA in respect of Fintech (the “**BIA Proceedings**”) shall be transferred from the Supreme Court of Nova Scotia to the Ontario Court and the new district of administration for the BIA Proceedings shall be Ontario. The Ontario Court may seize any matter related to or ancillary to the BIA Proceedings.

3. The Registrar of the Supreme Court of Nova Scotia shall, in accordance with Rule 10 of the BIA General Rules, send the court files in relation to the BIA Proceedings to the Registrar of the Ontario Court.

General

4. 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 Trustee 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 Trustee, 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 Trustee and their respective agents in carrying out the terms of this Order.

Dated this 10th day of September, 2019.

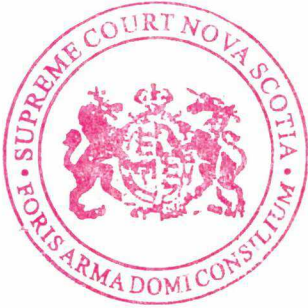


Deputy Prothonotary
LAUREL PAUL
Deputy Prothonotary

2019

SUPREME COURT
OF NOVA SCOTIA
SEP 10 2019
HALIFAX, N.S.

Province of Nova Scotia
Division No. 01-Halifax
Court No. 43211
Estate No. 51-2498985



**IN THE SUPREME COURT OF NOVA SCOTIA
IN BANKRUPTCY**

**IN THE MATTER OF THE BANKRUPTCY OF
WHITESIDE CAPITAL CORPORATION**

**ORDER
(Re: Transfer of Proceedings)**

Sgd.
DAJ, J. **BEFORE THE HONOURABLE JUSTICE DARLENE JAMIESON**

UPON MOTION, in the proceedings of Whiteside Capital Corporation (“**Whiteside**”) under the *Bankruptcy and Insolvency Act* (Canada) (“**BIA**”), by Ernst & Young Inc. (“**EY**”), in its capacity as the trustee in bankruptcy of Whiteside (the “**Trustee**”) for an order transferring the jurisdiction of the proceedings to the Ontario Superior Court of Justice (Commercial List) (the “**Ontario Court**”).

UPON READING the Second Report of the Trustee dated August 26, 2019;

AND UPON HEARING the submissions of counsel to the Trustee, Representative Counsel of the Affected Users 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.

IN THE SUPREME COURT OF NOVA SCOTIA
I hereby certify that the foregoing document,
identified by the Seal of the Court, is a true
copy of the original document on file herein.
Dated the 10th day of Sept. A.D., 2019

Deputy Prothonotary

Transfer of the Proceedings

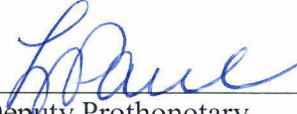
2. These proceedings under the BIA in respect of Whiteside (the “**BIA Proceedings**”) shall be transferred from the Supreme Court of Nova Scotia to the Ontario Court and the new district of administration for the BIA Proceedings shall be Ontario. The Ontario Court may seize any matter related to or ancillary to the BIA Proceedings.

3. The Registrar of the Supreme Court of Nova Scotia shall, in accordance with Rule 10 of the BIA General Rules, send the court files in relation to the BIA Proceedings to the Registrar of the Ontario Court.

General

4. 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 Trustee 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 Trustee, 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 Trustee and their respective agents in carrying out the terms of this Order.

Dated this 10th day of September, 2019.



Deputy Prothonotary
LAUREL PAUL
Deputy Prothonotary

2019



Province of Nova Scotia
Division No. 01-Halifax
Court No. 43212
Estate No. 51-2498986



**IN THE SUPREME COURT OF NOVA SCOTIA
IN BANKRUPTCY**

**IN THE MATTER OF THE BANKRUPTCY OF 0984750 B.C. LTD. D/B/A QUADRIGA
CX AND QUADRIGA COIN EXCHANGE**

**ORDER
(Re: Transfer of Proceedings)**

Sgd.
DAJ, J. BEFORE THE HONOURABLE JUSTICE DARLENE JAMIESON

UPON MOTION, in the proceedings of 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange (“**Quadriga**”) under the *Bankruptcy and Insolvency Act* (Canada) (“**BIA**”), by Ernst & Young Inc. (“**EY**”), in its capacity as the trustee in bankruptcy of Quadriga (the “**Trustee**”) for an order transferring the jurisdiction of the proceedings to the Ontario Superior Court of Justice (Commercial List) (the “**Ontario Court**”).

UPON READING the Second Report of the Trustee dated August 26, 2019;

AND UPON HEARING the submissions of counsel to the Trustee, Representative Counsel of the Affected Users 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.

IN THE SUPREME COURT OF NOVA SCOTIA

I hereby certify that the foregoing document,
identified by the Seal of the Court, is a true
copy of the original document on file herein.

Dated the 10th day of September A.D., 2019


Deputy Prothonotary

Transfer of the Proceedings

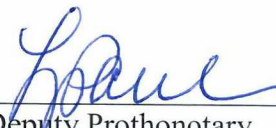
2. These proceedings under the BIA in respect of Quadriga (the “**BIA Proceedings**”) shall be transferred from the Supreme Court of Nova Scotia to the Ontario Court and the new district of administration for the BIA Proceedings shall be Ontario. The Ontario Court may seize any matter related to or ancillary to the BIA Proceedings.

3. The Registrar of the Supreme Court of Nova Scotia shall, in accordance with Rule 10 of the BIA General Rules, send the court files in relation to the BIA Proceedings to the Registrar of the Ontario Court.

General

4. 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 Trustee 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 Trustee, 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 Trustee and their respective agents in carrying out the terms of this Order.

Dated this 10th day of September, 2019.



Deputy Prothonotary

LAUREL PAUL
Deputy Prothonotary

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**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**

**AFFIDAVIT OF JENNIFER ROBERTSON
(SWORN OCTOBER 3, 2019)**

I, Jennifer Kathleen Margaret Robertson, of Fall River, Halifax Regional Municipality, in the Province of Nova Scotia, **MAKE OATH AND SAY:**

1. I am the widow of Gerald William Cotten (“**Gerry**”) and a former director of Quadriga Fintech Solutions Corp. (“**Fintech**”), Whiteside Capital Corporation (“**Whiteside**”) and 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange (“**Quadriga**” and collectively, the “**Companies**”). As such, I have personal knowledge of the matters deposed to in this affidavit, except where indicated otherwise.
2. I swear this affidavit in support of the motion of Ernst & Young Inc., in its capacity as the trustee-in-bankruptcy of the Companies (the “**Trustee**”), for an order (the “**Approval Order**”) approving the settlement agreement dated October 3, 2019 between the Trustee, myself, myself in my capacity as the executor of Gerry’s estate (the “**Estate**”), Thomas Beazley, and certain other entities party thereto (the “**Settlement Agreement**”). In particular, this affidavit supports the relief sought by the Trustee in the Approval Order which sets aside and voids certain transactions as against the Trustee.
3. Capitalized terms in this affidavit not otherwise defined herein have the meaning ascribed within the Settlement Agreement.

BACKGROUND

4. On December 9, 2018, my husband (Gerry) passed away while travelling in India. He was previously the chief executive officer and sole director of each of the Companies.

5. Following his death, in January, 2019 I was appointed as a director of each of the Companies along with my step-father, Thomas Beazley, and Jack Martel. The Companies were experiencing various liquidity issues and a decision was made to seek creditor protection under the *Companies' Creditors Arrangement Act* (the "CCAA"). Ernst & Young Inc. was appointed as monitor of the Companies (the "**Monitor**") by the Nova Scotia Supreme Court. The Companies were subsequently assigned into bankruptcy and Ernst & Young Inc. consented to act as Trustee.

6. During the CCAA proceedings, the Monitor reported on its investigation into the business and affairs of the Companies and activities of my late husband. The reports also indicated that the Trustee intended to pursue my assets, the assets of the Estate, assets of certain entities wholly owned by myself (the "**Robertson Controlled Entities**") and assets of certain entities wholly owned by the Estate (the "**Gerry Controlled Entities**"). The Robertson Controlled Entities and Gerry Controlled Entities form the Controlled Entities under the Settlement Agreement.

7. Following the issuance of the Monitor's Fifth Report dated June 19, 2019 which disclosed significant new information about the activities of the Companies and Gerry, I presented a settlement offer to the Trustee through my counsel whereby the majority of my assets, the Estate's assets and assets of the Controlled Entities would be returned to the Trustee for the benefit of the Quadriga estate. Following significant negotiations with the Trustee through my counsel, we were able reach an agreement as set out in the Settlement Agreement.

TRANSFERS AT UNDERVALUE

8. I understand the Approval Order sought by the Trustee requests the Court to set aside and void certain transactions as against the Trustee with respect to the Settlement Assets. In support of the relief sought by the Trustee I confirm the following:

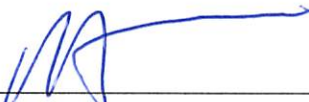
- (a) Gerry and I did not act as arm's length parties with the Companies while they were operating, and the Companies were controlled by Gerry prior to his death;
- (b) All of my property which is being returned as part of the Settlement Agreement (i.e. the Robertson Settlement Assets) and the property of the Robertson Controlled Entities, including the Controlled Entities Settlement Assets owned by the Robertson Controlled Entities, was either (i) transferred by Quadriga or Gerry to myself or the Robertson Controlled Entities; or (ii) acquired using property, or proceeds from property, transferred by Quadriga or Gerry to myself or the Robertson Controlled Entities. As I only met Gerry in November 2014, the original property transferred by Quadriga to myself or the Robertson Controlled Entities all occurred within the five (5) years prior to the Companies filing for CCAA protection;
- (c) To the best of my knowledge, all of Gerry's property (now the Estate's property) and the property of the Gerry Controlled Entities, was sourced from Quadriga as Gerry did not have any other significant sources of income from the time that I first met him. Based on that understanding, I believe that all of the Estate's property, including the Estate Settlement Assets, and the property of the Gerry Controlled Entities, including the Controlled Entities Settlement Assets owned by the Gerry Controlled Entities, was either (i) transferred by Quadriga directly to Gerry or the Gerry Controlled Entities; or (ii) acquired using property, or proceeds from property, transferred by Quadriga to Gerry or the Gerry Controlled Entities;
- (d) The Robertson Controlled Entities and I did not provide Quadriga with any consideration for the property transferred to the Controlled Entities or myself;
- (e) To the best of my knowledge, after reviewing the reports of the Monitor, gathering information in my capacity as director of the Companies and having reviewed and discussed this new factual information with my counsel, it is my belief and understanding that Gerry and the Gerry Controlled Entities did not provide Quadriga with any consideration for the property transferred other than

possibly on account of compensation for his role as chief executive officer of the Companies of which I have no knowledge; and

- (f) I met Gerry in November 2014 and at that time I understood that Quadriga was a relatively small company and Gerry did not have a significant amount of assets at that time, other than personal cryptocurrency assets that he advised me were held on the Quadriga platform. Based on that understanding, I believe that the significant majority, if not all, of the property currently owned by the Estate or the Gerry Controlled Entities originated from Quadriga having been transferred to Gerry or the Gerry Controlled Entities within the five (5) years prior to the Companies filing for CCAA protection.

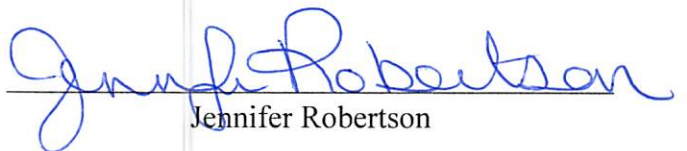
9. I swear this affidavit in support of the Approval Order and for no other improper purpose.

SWORN BEFORE ME in the Halifax
Regional Municipality, Province of Nova
Scotia, on October 3, 2019



Commissioner for taking affidavits

Richard Niedermayer
A Barrister of the Supreme Court
of Nova Scotia



Jennifer Robertson

**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. CV-19-627184-00CL
CV-19-627185-00CL
and CV-19-627186-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF JENNIFER ROBERTSON
(SWORN OCTOBER 3, 2019)**

STEWART MCKELVEY

Suite 900, Purdy's Wharf Tower One
1959 Upper Water St.
Halifax, N.S.
B3J 3N2

Richard Niedermayer
Tel: 902.420.3339
Email: rniedermayer@stewartmckelvey.com
Fax: 902.420.1417

TAB 4

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

THE HONOURABLE MR.) WEDNESDAY, THE 16th
)
JUSTICE HAINEY) DAY OF OCTOBER 2019

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

ORDER
(Settlement Approval Order)

THIS MOTION, made by the Trustee, Ernst & Young Inc. (“**EY**”), in its capacity as the trustee-in-bankruptcy of 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange (“**Quadriga**”), Quadriga Fintech Solutions Corp. (“**Fintech**”) and Whiteside Capital Corporation (“**Whiteside**”) (collectively, the “**Companies**”) under the *Bankruptcy and Insolvency Act* (Canada) (the “**Trustee**”), for an order (the “**Approval Order**”), *inter alia*, approving the Settlement Agreement dated October 3, 2019 (the “**Settlement Agreement**”) between the Trustee, Jennifer Robertson (“**Robertson**”), Robertson, in her capacity as the executor of the estate of Gerald Cotten (the “**Estate**”), Thomas Beazley (“**Beazley**”) and the Controlled Entities (as defined by the Settlement Agreement) (collectively with Robertson, the Estate and Beazley, the “**Settling Parties**”), which is appended hereto as Schedule “A”, was heard on October 16, 2019 at the court house, 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Fourth Report of the Trustee dated October 7, 2019 and the affidavit of Jennifer Robertson sworn October 3, 2019, and on hearing the submissions of the lawyers for Trustee and Representative Counsel, Jennifer Robertson and other interested parties, no one appearing for any other party although duly served as appears from the affidavit of service of ●, filed.

DEFINITIONS

1. **THIS COURT ORDERS** that all capitalized terms not otherwise defined in this Approval Order shall have the respective meanings ascribed to them in the Settlement Agreement.

SETTLEMENT AGREEMENT

2. **THIS COURT ORDERS** that the Settlement Agreement is hereby approved.

3. **THIS COURT ORDERS** that the Trustee is hereby authorized and directed *nunc pro tunc* to execute the Settlement Agreement and is further authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable in order to complete the transactions contemplated by the Settlement Agreement.

4. **THIS COURT ORDERS** that, on behalf of the Official Committee, Representative Counsel is hereby authorized and directed *nunc pro tunc* to execute the Settlement Agreement for the sole purpose of agreeing to sections 6.2 and 6.5(1) of the Settlement Agreement.

5. **THIS COURT ORDERS** that, as soon as practicable following the Effective Date, the Trustee shall be authorized and directed to serve on the service list in this proceeding and post on the website established by the Trustee in respect of this proceeding a certificate in the form

attached hereto as Schedule “B” (the “**Trustee’s Certificate**”), signed by the Trustee, certifying that the Effective Date has occurred. The Trustee shall file the Trustee’s Certificate with this Court as soon as reasonably practicable.

6. **THIS COURT ORDERS** that upon the Effective Date, the Settlement Agreement including, without limitation, the transactions, transfers, releases, compromises and injunctions provided for therein, shall be in full force and effect and binding on the Trustee, the Companies, Robertson, the Estate, Beazley, the Controlled Entities and the Affected Users, including their respective heirs, administrators, executors, legal personal representatives, successors and assigns.

SETTLEMENT ASSETS

7. **THIS COURT ORDERS AND DECLARES** that any and all transfers or conveyances of the Settlement Assets to the Settling Parties are “transfers at undervalue” as defined in section 2(1) of the BIA and are hereby voided and set aside as against the Trustee, and any and all right, title and interest to the Settlement Assets of the Settling Parties shall be property of the Quadriga estate vested in the Trustee.

8. **THIS COURT ORDERS AND DECLARES** that, to the extent any Settlement Assets were not transferred to the Settling Parties by the Companies:

- (a) such Settlement Assets (i) were acquired with assets and/or property originally transferred by the Companies; or (ii) accrued from income generated or earned in respect of the assets and/or property transferred by the Companies or assets and/or property acquired with assets and/or property originally transferred by the Companies;
- (b) the original transfers or conveyances of assets and/or property by the Companies are “transfers at undervalue” as defined in section 2(1) of the BIA and are hereby voided and set aside as against the Trustee; and

- (c) in accordance with section 98(1) of the BIA, any and all right, title and interest to such Settlement Assets of the Settling Parties shall be the property of the Quadriga estate vested in the Trustee.

9. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Settling Parties and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Settling Parties;

the transfer of Settlement Assets in accordance with this Approval Order and the Settlement Agreement to the name of the Quadriga estate vested in the Trustee pursuant to the Settlement Agreement and this Approval Order shall be binding on any trustee-in-bankruptcy that may be appointed in respect of the Settling Parties and shall not be void or voidable by creditors of the Settling Parties, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

RELEASES AND INJUNCTIONS

10. **THIS COURT ORDERS** that the compromises, releases, and injunctions set out in section 6 of the Settlement Agreement are hereby approved and shall be binding and effective as at the Effective Date in accordance with and subject to the Settlement Agreement.

11. **THIS COURT ORDERS** that, in accordance with and subject to the Settlement Agreement, upon the Effective Date and subject to section 6.4 of the Settlement Agreement, the Trustee and the Companies' estates hereby release and forever discharge the Settling Parties of and from any and all Released Claims.

12. **THIS COURT ORDERS AND DECLARES** that the Official Committee has the authority under the Representative Counsel Order and is authorized to bind Affected Users to sections 6.2 and 6.5(1) of the Settlement Agreement. In doing so, the Official Committee shall incur no liability or obligation and shall have all of the protections afforded to the Official Committee under the Representative Counsel Order and other court orders granted in this proceeding.

13. **THIS COURT ORDERS** that in accordance with and subject to the Settlement Agreement, upon the Effective Date and subject to section 6.4 of the Settlement Agreement, the Official Committee of Affected Users hereby releases and forever discharges the Settling Parties of and from any and all Released Claims of the Affected Users.

14. **THIS COURT ORDERS** that, in accordance with and subject to the Settlement Agreement, upon the Effective Date, the Settling Parties hereby release and forever discharge (a) the Companies' estates and the Trustee of and from any and all Claims in any way related or

connected to the Settlement Assets, the amounts owing for loans made by any one of them to the Companies including the loan made by Robertson to the Companies secured by the general security agreement dated January 29, 2019, Cotten's employment with the Companies, and any indemnity obligations of the Companies except as contained in section 4.3(2) of the Settlement Agreement, and (b) all rights and Claims to the Settlement Assets, including any title or possessory Claims to the Settlement Assets. For greater certainty, the Settling Parties shall not be entitled to file a proof of claim in this proceeding against the Companies' estates in respect of any Claim that the Settling Parties may have against the Companies.

15. **THIS COURT ORDERS** that, in accordance with and subject to the Settlement Agreement, including section 6.4 thereof, upon the Effective Date and thereafter, the Trustee and the Affected Users shall not commence, institute, continue, participate in, maintain or assert, either directly or indirectly, whether in Canada or elsewhere, on their own behalf or on behalf of any other Entity or person any Claims against the Settling Parties in any way related or connected to the Released Claims or against any Entity or person who may claim contribution or indemnity, or other Claims over relief, from any of Robertson, the Estate, the Controlled Entities or Beazley in respect of such Released Claims. Subject to the Settlement Agreement, including section 6.4 thereof, upon the Effective Date and thereafter, all Released Claims which could have been asserted by the Trustee and/or the Affected Users against the Settling Parties are barred, prohibited and enjoined in accordance with the terms of the Settlement Agreement.

16. **THIS COURT ORDERS** that, in accordance with and subject to the Settlement Agreement, upon the Effective Date and thereafter, the Settling Parties, shall not now or hereafter commence, institute, continue, participate in, maintain or assert, either directly or indirectly, whether in Canada or elsewhere, on their own behalf or on behalf of any other Entity or person any

Claims against the Trustee or the Companies in any way related or connected to the Settlement Assets, the amounts owing for loans made by any one of them to the Companies, including the loan made by Robertson to the Companies secured by the general security agreement dated January 29, 2019, and Cotten's employment with the Companies, any indemnity obligations of the Companies except as contained in the Settlement Agreement or person who may claim contribution or indemnity, or other Claims over relief, from any of the Trustee or the Companies in respect of such Claims. All Claims which could have been asserted by the Settling Parties against the Companies or the Trustee in any way related or connected to the Settlement Assets, the amounts owing for loans made by any one of them to the Companies, including the loan made by Robertson to the Companies secured by the general security agreement dated January 29, 2019, Cotten's employment with the Companies, and any indemnity obligations of the Companies except as contained in the Settlement Agreement, are barred, prohibited and enjoined in accordance with the terms of the Settlement Agreement.

ASSET PRESERVATION ORDER

17. **THIS COURT ORDERS** that upon the Effective Date, the Asset Preservation Order shall be amended and varied by deleting paragraphs 1 – 11 and 14.

18. **THIS COURT ORDERS** that Stewart McKelvey is authorized and directed to take such steps and actions as may required to implement the Settlement Agreement, including distributing any Assets in the Preservation Accounts (as defined by the Asset Preservation Order) or otherwise in its possession (a) to the Trustee if Settlement Assets under the Settlement Agreement; and (b) to the applicable Settling Party if Excluded Assets under the Settlement Agreement.

19. **THIS COURT ORDERS** that, to the extent not already completed pursuant to the Asset Preservation Order, Royal Bank of Canada, TD Bank Group, The Bank of Nova Scotia, BMO Financial Group, Canadian Imperial Bank of Commerce, Canadian Tire Bank, Canadian Western Bank, East Coast Credit Union, Questrade Financial Group Inc. and Manulife Financial Corporation (collectively, the “**Banks**”) shall disclose and deliver to the Trustee any and all records and statements held by the Banks concerning Robertson’s, the Estate’s and/or the Controlled Entities’ assets and accounts, including the existence, nature, value and location of any monies or assets or credit, wherever situate, including all records and statements held by the Banks concerning any assets and accounts of the Robertson, the Estate and/or the Controlled Entities formerly held by the Banks, and the Banks shall forthwith provide such information and documentation to the Trustee.

20. **THIS COURT ORDERS** that, to the extent not already completed pursuant to the Asset Preservation Order, all cryptocurrency exchanges, including the cryptocurrency exchanges doing business as Binance, Bitfinex, Bitmex, Bitstamp, Coinbase, Digifinex, EzBtc.ca, Huobi, Kraken, Localbitcoins.com, Poloniex, OKCoins, OkEx and Shapeshift, (the “**Exchanges**”) shall disclose and deliver to the Trustee any and all records and statements held by the Exchanges concerning Robertson’s, the Estate’s and/or the Controlled Entities’ assets and accounts, including the existence, nature, value and location of any monies, assets or cryptocurrency or credit, wherever situate, including all records and statements held by the Exchanges concerning any assets and accounts of the Robertson, the Estate and/or the Controlled Entities formerly held by the Exchanges, and the Exchanges shall forthwith provide such information and documentation to the Trustee.

GENERAL

21. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Approval Order and to assist the Trustee and its respective agents and counsel in carrying out the terms of this Approval Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Approval Order, to grant representative status to the Trustee in any foreign proceeding, or to assist the Trustee and its respective agents and counsel in carrying out the terms of this Approval Order.

Schedule “A” - Settlement Agreement

[Attached]

Schedule “B” - Trustee’s Certificate

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

Trustee’s Certificate

- A. Ernst & Young Inc. has been appointed under the trustee in bankruptcy of 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange, Quadriga Fintech Solutions Corp. and Whiteside Capital Corporation under the *Bankruptcy and Insolvency Act* (Canada) (the “**Trustee**”);
- B. Capitalized terms not otherwise defined in this certificate shall have the respective meanings ascribed to them in the Settlement Agreement dated ● (the “**Settlement Agreement**”) between the Trustee, Robertson, the Estate, Beazley and the Controlled Entities;
- C. Pursuant to an Order of the Bankruptcy Court dated ● (the “**Approval Order**”), the Settlement Agreement was approved by the Bankruptcy Court, including the transactions, transfers, releases, compromises and injunctions provided for therein; and
- D. Pursuant to the Approval Order, the Trustee is required to serve on the service list in this proceeding, post on the Trustee’s website and file with the Bankruptcy Court, a certificate certifying that the Effective Date has occurred.

THE TRUSTEE HEREBY CERTIFIES as follows:

- (a) Counsel for Robertson and the Estate has confirmed that the conditions to the occurrence of the Effective Date in favour of Robertson have been satisfied or waived pursuant to the Settlement Agreement;

- (b) The Trustee also confirms that the conditions to the occurrence of the Effective Date in favour of the Trustee have been satisfied or waived pursuant to the Settlement Agreement; and
- (c) The Effective Date has occurred.

DATED at the City of Toronto, in the Province of Ontario, this _____ day of _____, 2019

**Ernst & Young Inc., in its capacity as
Trustee of the Companies and not in its
personal or corporate capacity**

By:

Name:

Title:

**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
(SETTLEMENT APPROVAL ORDER)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Elizabeth Pillon LSO#: 35638M
Tel: (416) 869-5623
Email: lpillon@stikeman.com

Maria Konyukhova LSO#: 52880V
Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Lee Nicholson LSO#: 66412I
Tel: (416) 869-5604
E-mail: leenicholson@stikeman.com
Fax: (416) 947-0866

**Lawyers for Ernst & Young Inc.,
Trustee-in-Bankruptcy**

TAB 5

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

THE HONOURABLE MR.) WEDNESDAY, THE 16th
)
JUSTICE HAINEY) DAY OF OCTOBER 2019

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

ORDER
(Land Transfer Order)

THIS MOTION, made by the Trustee, Ernst & Young Inc. (“**EY**”), in its capacity as the trustee-in-bankruptcy of 0984750 B.C. Ltd. d/b/a Quadriga CX and Quadriga Coin Exchange (“**Quadriga**”), Quadriga Fintech Solutions Corp. (“**Fintech**”) and Whiteside Capital Corporation (“**Whiteside**”) (collectively, the “**Companies**”) under the *Bankruptcy and Insolvency Act* (Canada) (the “**Trustee**”), for an order, *inter alia*, transferring certain real property to the Quadriga estate vested in the Trustee in connection with the Settlement Agreement dated October 3, 2019 (the “**Settlement Agreement**”) between the Trustee, Jennifer Robertson (“**Robertson**”), Robertson, in her capacity as the executor of the estate of Gerald Cotten, Thomas Beazley and the Controlled Entities (as defined by the Settlement Agreement), was heard on October 16, 2019 at the court house, 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Fourth Report of the Trustee dated October 7, 2019 and the affidavit of Jennifer Robertson sworn October 3, 2019, and on hearing the submissions of the lawyers for

Trustee, Representative Counsel, Jennifer Robertson and other interested parties, no one appearing for any other party although duly served as appears from the affidavit of service of ●, filed.

REAL PROPERTY

1. **THIS COURT ORDERS** that (a) in this paragraph all capitalized terms shall have the definitions prescribed by the *Land Registration Act* (Nova Scotia); and (b) upon the registration of a Form 24 that attaches a certified copy of this Order with the applicable certificate of legal effect from the recording solicitor and with the Trustee's Certificate (as defined in the Order (Settlement Approval Order) dated October 16, 2019), in the applicable Land Registration Office, the Registrar for that Registration District shall enter the Quadriga estate or the Trustee as the owner of the subject real property identified in Schedule "A" hereto (the "**Nova Scotia Real Property**") in fee simple.

2. **THIS COURT ORDERS** that upon presentation for registration in the Land Title Office for the Land Title District of Kamloops and Nelson of a certified copy of this Order, together with a letter from Stikeman Elliott LLP, solicitors for the Trustee, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to enter the Quadriga estate or the Trustee as the owner of the real property identified in Schedule "B" hereto (the "**BC Real Property**"), together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the BC Real Property, and this Court declares that the title of the Quadriga

estate or the Trustee in and to the BC Real Property is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Quadriga estate or the Trustee as aforesaid.

GENERAL

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Trustee and its respective agents and counsel 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 Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Trustee in any foreign proceeding, or to assist the Trustee and its respective agents and counsel in carrying out the terms of this Order.

Schedule “A” – Nova Scotia Real Property

	Property	PID	Legal Description
1.	71 Kinross Court, Fall River, Nova Scotia, Lot 493	41256298	<p>71 Kinross Court, Fall River, Nova Scotia, Lot 493 – PID 41256298:</p> <p>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</p>
2.	Lot 511, Ringling Court, Fall River, Nova Scotia	41454489	<p>Lot 511, Ringling Court, Fall River, Nova Scotia – PID 41454489:</p> <p>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</p>
3.	34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia	60156171	<p>34 Little Island Water Access, Chester Islands, Lunenburg County, Nova Scotia – PID 60156171:</p> <p>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:</p> <p>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.</p> <p>Latitude: 44-32-05 North. Longitude: 64-18-20 West</p>
4.	Seaview Drive, Western Shore, Lot S-3	60690492	<p>Seaview Drive, Western Shore, Lot S-3 – PID 60690492:</p> <p>Registration County: LUNENBURG COUNTY Street/Place Name: SEAVIEW DRIVE /WESTERN SHORE</p>

			<p>Title of Plan: S/D SHOWING LOT S-3, PROPERTY OF BIRGIT SCHEPP, SEAVIEW DRIVE, WESTERN SHORE AND MARTINS POINT</p> <p>Designation of Parcel on Plan: LOT S-3</p> <p>Registration Number of Plan: 104440749</p> <p>Registration Date of Plan: 2014-01-10 09:21:07</p>
5.	10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia	41152919	<p>10, 12, 14, 16, 18 McQuillan Lane, Lot 1-DA, Bedford, Nova Scotia – PID 41152919:</p> <p>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.</p>
6.	22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia	41152927	<p>22, 24, 26, 28 McQuillan Lane, Lot 1-DB, Bedford, Nova Scotia – PID 41152927:</p> <p>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.</p>
7.	17 Melwood Ave, Lot 12, Halifax, Nova Scotia	00250324	<p>17 Melwood Ave, Lot 12, Halifax, Nova Scotia – PID 00250324:</p> <p>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:</p> <p>Beginning on the northern side of Melwood Avenue at the southeast corner of Lot Number 13 as shown on said plan;</p> <p>Thence easterly along the northern side of said Melwood Avenue; 60 feet to the southwest corner of Lot Number 11 as</p>

			<p>shown on said plan;</p> <p>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;</p> <p>Thence westerly along the southern side of said Lot Number 10, 60 feet to the eastern side of Lot Number 13 aforesaid;</p> <p>Thence southerly along the eastern side of said Lot Number 13, 100 feet to the place of beginning.</p>
8.	19 Baha Court, Lot 0-122, Bedford, Nova Scotia	40749301	<p>19 Baha Court, Lot 0-122, Bedford, Nova Scotia – PID 40749301:</p> <p>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</p>
9.	61 Douglas Crescent, Lot 39A-1, Halifax, Nova Scotia	00304154	<p>61 Douglas Crescent, Lot 39A-1, Halifax, Nova Scotia - PID 00304154:</p> <p>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:</p> <p>BEGINNING at the intersection of the northern boundary of Lot 43 with the western boundary of Donaldson Avenue;</p> <p>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;</p> <p>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;</p> <p>THENCE along the southern boundary of Lot 39A-2 on a bearing of South 74 degrees 20 minutes 32 seconds East for distance of 99.52 feet to the western boundary of Donaldson Avenue;</p>

			<p>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.</p> <p>CONTAINING an area of 5,934 square feet;</p> <p>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).</p> <p>Subject to restrictive covenants as contained in a deed recorded at the Halifax Registry of Deeds in Book 2010 at Page 793.</p> <p>An approved plan of subdivision has been filed under the Registry Act or registered or recorded under the Act.</p>
<p>10.</p>	<p>63 Central Avenue, Lot 103, Halifax, Nova Scotia</p>	<p>00240911</p>	<p>63 Central Avenue, Lot 103, Halifax, Nova Scotia – PID 00240911:</p> <p>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:</p> <p>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:</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>THENCE to run easterly along the last main boundary line 62 feet to the northwestern angle of Lot number 102 aforesaid;</p> <p>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.</p> <p>The description for this parcel originates with a deed dated July 24, 1963, registered in the registration district of Halifax in book</p>

			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	<p>982 Barrington Street, Halifax, Nova Scotia – PID 00142612:</p> <p>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;</p> <p>THENCE in a westerly direction along the south line of the said O'Neils property one hundred and twenty feet:</p> <p>THENCE in a southerly direction along the east line of said O'Neils land thirty-one feet three inches;</p> <p>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;</p> <p>THENCE in a northerly direction forty feet to the place of commencement.</p>
12.	2140 Harvard Street, Lot 26, Halifax, Nova Scotia	00025080	<p>2140 Harvard Street, Lot 26, Halifax, Nova Scotia – PID 00025080:</p> <p>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:</p> <p>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;</p> <p>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.</p> <p>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;</p> <p>Thence running easterly along the northern boundary line of said 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;</p>

			<p>Thence running northerly along the said western side line of Harvard Street, thirty-four feet, more or less, to the place of beginning.</p> <p>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.</p>
13.	3161 Micmac Street, Lot 38, Halifax, Nova Scotia	00033191	<p>3161 Micmac Street, Lot 38, Halifax, Nova Scotia – PID 00033191:</p> <p>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:</p> <p>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> <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;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>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.</p> <p>The parcel originates with an approved plan of subdivision that has been filed under the Registry Act or registered under the</p>

			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	<p>3663 Deal Street, Lot 79, Halifax, Nova Scotia – PID 40069593:</p> <p>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:</p> <p>BEGINNING at the northwestern corner of Lot No. 78 on said plan;</p> <p>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;</p> <p>THENCE running northerly in a line in prolongation of the eastern line of said Lot No. 78 a distance of 40 feet to the southeastern corner of Lot No. 80 on said plan;</p> <p>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;</p> <p>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.</p> <p>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.</p>
15.	5385/5387 Glebe Street, Halifax, Nova Scotia	00029355	<p>5385/5387 Glebe Street, Halifax, Nova Scotia – PID 00029355:</p> <p>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:</p> <p>Beginning at a point on the northwestern street line of Glebe Street where it is intersected by the north eastern boundary of Lot 15;</p> <p>Thence northwestwardly along said northeastern boundary of Lot 15 for a distance of ninety-nine feet and four tenths of a foot</p>

			<p>(99.4) or to the rear base line of lots fronting on Glebe Street;</p> <p>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;</p> <p>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;</p> <p>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.</p>
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Schedule “B” – BC Real Property

	Property	PID	Legal Description
1.	1021 Lamont Lane, Kelowna, British Columbia	027-728-102	1021 Lamont Lane, Kelowna, British Columbia - PID 027-728-102: 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)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Elizabeth Pillon LSO#: 35638M
Tel: (416) 869-5623

Email: lpillon@stikeman.com

Maria Konyukhova LSO#: 52880V
Tel: (416) 869-5230

Email: mkonyukhova@stikeman.com

Lee Nicholson LSO#: 66412I
Tel: (416) 869-5604

Email: leenicholson@stikeman.com

Fax: (416) 947-0866

Lawyers for the Trustee

**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

**MOTION RECORD
(RE: APPROVAL OF SETTLEMENT AGREEMENT)
(Returnable October 16, 2019)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Elizabeth Pillon LSO#: 35638M
Tel: (416) 869-5623
Email: lpillon@stikeman.com

Maria Konyukhova LSO#: 52880V
Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Lee Nicholson LSO#: 66412I
Tel: (416) 869-5604
E-mail: leenicholson@stikeman.com
Fax: (416) 947-0866

**Lawyers for Ernst & Young Inc.,
Trustee-in-Bankruptcy**