

COURT FILE NUMBER [●]

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE [●]

IN THE MATTER OF SECTION 186.1 OF *THE BUSINESS CORPORATIONS ACT*, RSS 1978, C B-10 [SECTION 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*, RSC 1985, c C-44, AS AMENDED]

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT INVOLVING ABC COMPANY, ITS SHAREHOLDERS [OR SECURITYHOLDERS] and XYZ COMPANY

APPLICANT [●]

RESPONDENT THE DIRECTOR OF CORPORATIONS FOR SASKATCHEWAN [THE DIRECTOR UNDER THE *CANADA BUSINESS CORPORATIONS ACT*]

Clerk's Stamp

[\*NOTE: DO NOT USE THIS ORDER AS A PRECEDENT WITHOUT REVIEWING THE ACCOMPANYING FOOTNOTES.]

**SASKATCHEWAN TEMPLATE**  
**BUSINESS CORPORATIONS ACT PLAN OF ARRANGEMENT FINAL ORDER**

**EFFECTIVE AS OF DECEMBER 5, 2019**

Before the Honourable [●] Justice [●] in Chambers the \_\_\_\_\_ of \_\_\_\_\_, 20\_\_.

**UPON** the application of [Applicant's Name] for approval of an arrangement (the "**Arrangement**") involving [●] pursuant to section 186.1 of *The Business Corporations Act*, RSS 1978, c B-10, as amended (the "**SBCA**") [192 of the *Canada Business Corporations Act*, RSC 1985, c C-44 as amended (the "**CBCA**")]; and upon hearing from counsel for the applicant and counsel for all other parties present; and upon reading the Originating Application dated [●], the interim Order of this Court granted [●] (the "**Interim Order**") and the affidavit[s] of [●], sworn

**[●] [and [●]]** and the exhibits referred to therein, all filed; and the pleadings and proceedings had and taken herein;

**AND UPON** being satisfied that service of notice of this Originating Application has been effected upon all interested parties in accordance with the Interim Order or as otherwise accepted by the Court;

**AND UPON** being satisfied that the Director appointed under section 279 of the *SBCA* **[260 of the CBCA]** (the “**Director**”) has been provided notice of this application in accordance with section 186.1(5) of the *SBCA* [192(5) of the *CBCA*] and that the Director does not consider it necessary to appear;

**AND UPON** the Court being satisfied that the meeting (the “**Meeting**”) of the securityholders of the applicant (the “**Securityholders**”) was called and conducted in accordance with the terms of the Interim Order;

**AND UPON** the Court being satisfied that the Applicant has sought and obtained the approval of the Arrangement by the Securityholders in the manner and by the requisite **[majority] [majorities]** required by the Interim Order;

**AND UPON** the Court being satisfied that the Applicant is not insolvent and that it is impracticable to effect the transactions contemplated by the Arrangement under any other provision of the *SBCA* **[CBCA]**;

**AND UPON** the Court being satisfied that the statutory requirements to approve the Arrangement have been fulfilled and that the Arrangement has been put forward in good faith;

**AND UPON** the Court being satisfied that the terms and conditions of the Arrangement and the procedures relating thereto are fair and reasonable, substantively and procedurally, to the Securityholders and other affected persons and that the Arrangement ought to be approved;

**THE COURT ORDERS THAT:**

1. The Arrangement proposed by the applicant, on the terms set forth in Schedule “A” to this order (the “**Order**”), is hereby approved by the Court under section 186.1 of the *SBCA* [192 of the *CBCA*].
2. The terms and conditions of the Arrangement, and the procedures relating thereto,

are fair and reasonable, substantively and procedurally, to the Securityholders and all other affected persons.

3. The articles of arrangement in respect of the Arrangement (the “**Articles of Arrangement**”) shall be filed pursuant to section 186.1 of the *SBCA* [192 of the *CBCA*] on such date as the Applicant determines in accordance with the terms of the Arrangement.

4. **[This Order shall serve as the basis of a claim to the exemption provided by section 3(a)(10) of the *United States Securities Act* of 1933, as amended, from the registration requirements otherwise imposed by that Act with respect to the issuance of [shares] issuable pursuant to the Arrangement].<sup>1</sup>**

5. Service of notice of this Originating Application, the notice in respect of the Meeting and the Interim Order is hereby deemed good and sufficient service. Service of this Order shall be made on all persons who appeared on this application, either by counsel or in person, and upon the Director, but is otherwise dispensed with.

6. The Applicant **[or [●]]** may, on notice to such parties as the Court may order, seek leave at any time prior to the filing of the Articles of Arrangement to vary this Order or seek advice and directions as to the implementation of this Order.

ISSUED at \_\_\_\_\_, in the Province of Saskatchewan, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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(Deputy) Local Registrar

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<sup>1</sup> This paragraph should be included in circumstances where an exemption to section 3(a)(10) of the *United States Securities Act* of 1933 is being relied upon.

**SCHEDULE "A"  
ARRANGEMENT**