

Court File No. S1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2022, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF ALL
CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION

APPROVAL AND VESTING ORDER

BEFORE THE HONOURABLE) Friday, July 15, 2022
MR. JUSTICE WALKER)

ON THE APPLICATION of William Leslie Allen coming on for hearing at the courthouse at 800 Smithe Street., Vancouver, on July 11, 2022, and again on Friday, July 15, 2022; and on hearing Scott A. Turner, counsel for the Applicant, and Jeremy West, counsel for the Petitioner; and on reading the materials filed, including the thirty-first (31st) report of McEown & Associates Ltd., in its capacity as court-appointed Monitor of the Petitioner (the "**Monitor**"), dated July 5, 2022, and the Affidavit #1 of William Leslie Allen sworn June 7, 2022; and pursuant to the *Companies Creditors Arrangement Act*, [RSC 1985] c. C-36, and the inherent jurisdiction of this court.

THIS COURT ORDERS AND DECLARES that:

- 1. Those certain 25 common shares (the "**1695 Shares**") in the capital of W.L.A. Financial Corporation ("**WLAF**"), which are currently registered in the name of 1001695 B.C. Ltd. ("**1695**"), are held by 1695 as nominee, agent and bare trustee for the Petitioner, All Canadian Investment Corporation.

- 2. Upon payment to the Monitor of the sum of THIRTY FOUR THOUSAND FOUR HUNDRED AND FORTY-FOUR DOLLARS (\$34,444.00) (the "**Consideration**"),

the 1695 Shares be transferred to, and vest in, the Applicant (the "**Share Transfer**").

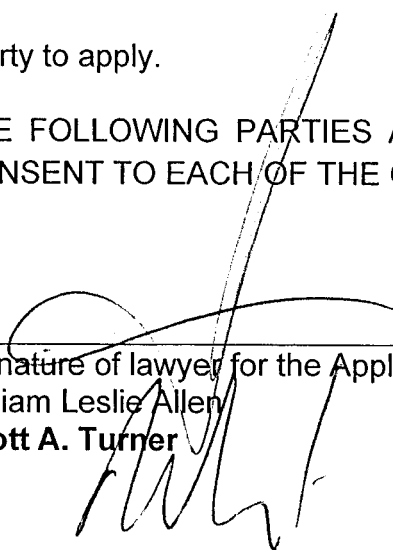
3. The central securities register of WLAF be amended to reflect the Share Transfer once completed.
4. The Consideration to be paid by the Applicant for the Share Transfer is fair and commercially reasonable.
5. The Monitor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Share Transfer.
6. Upon delivery by the Monitor to the Applicant of a certificate substantially in the form attached as **Schedule "A"** hereto (the "**Monitor's Certificate**"), all of 1695's right, title and interest in and to the 1695 Shares shall vest absolutely in the Applicant, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by prior Orders of this Court in this proceeding; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (iii) any ownership claims of the Petitioner or 1695 and its owners or affiliates in or to the 1695 Shares (collectively, the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the 1695 Shares are hereby expunged and discharged.
7. Notwithstanding:
 - a) these proceedings;
 - b) any applications for a bankruptcy order in respect of the Petitioner now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
 - c) any assignment in bankruptcy made by or in respect of the Petitioner,

the vesting of the 1695 Shares in the Applicant pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of

the Petitioner and shall not be void or voidable by creditors of the Petitioner, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* 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.

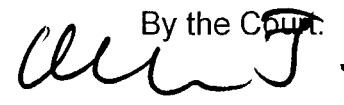
8. Liberty to apply.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS NOTED ABOVE:



Signature of lawyer for the Applicant,
William Leslie Allen
Scott A. Turner

Signature of lawyer for the Petitioner,
Jeremy West

By the Court.


Registrar



SCHEDULE "A"

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MONITOR'S CERTIFICATE

WHEREAS:

1. Pursuant to the Order of Justice Adair of this Court dated November 10, 2017, McEown & Associates Inc. (the "**Monitor**") was appointed monitor of the Petitioner, All Canadian Investment Corporation.
2. Pursuant to the Order of Justice Walker dated July 11, 2022, in this proceeding, this Court declared that those certain 25 common shares (the "**1695 Shares**") in the capital of W.L.A. Financial Corporation ("**WLAF**"), which are currently registered in the name of 1001695 B.C. Ltd. ("**1695**"), are held by 1695 as nominee, agent and bare trustee for the Petitioner, All Canadian Investment Corporation, and ordered that upon payment to the Monitor of the sum of THIRTY FOUR THOUSAND FOUR HUNDRED AND FORTY-FOUR DOLLARS (\$34,444.00) (the "**Consideration**"), the 1695 Shares be transferred to, and vest in, the Applicant (the "**Share Transfer**").

NOW THEREFORE, THE MONITOR CERTIFIES that the Applicant has paid the Consideration to the Monitor.

This Certificate was delivered by the Monitor on July __, 2022.

**McEOWN & ASSOCIATES INC., in its
capacity as Monitor of
All Canadian Investment Corporation**

Per: _____

Name:

Title: