

**SUPERIOR COURT**  
(Commercial Division)

C A N A D A

PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

No.: 500-11-063165-233

DATE : December 10, 2024

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**IN THE PRESENCE OF THE HONOURABLE LOUIS J. GOUIN, S.C.J.**

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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT OF:**

**15695651 CANADA INC.**

**-and-**

**15695724 CANADA INC.**

Collectively the "Debtor"

- and -

**KPMG INC.**

Monitor

-and-

**TRADE X GROUP OF COMPANIES INC.**

-and-

**FTI CONSULTING CANADA INC. in its capacity as receiver and manager, without security, of the assets, undertakings and properties of, *inter alia*, Trade X Group of Companies Inc.**

Impleaded Parties

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**CONSENT ORDER RE: APPLICATION TO VOID A TRANSFER AT UNDERVALUE**

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- [1] **ON READING** the Monitor's *Amended Application for (i) Advice and Directions, (ii) to Void a Transfer at Undervalue or, in the Alternative (III) to Void a Preferential Transaction* dated September 3, 2024 (the "**Application**"), the sworn statement and the exhibits in support thereof as well as the Amended Fifth Report of the Monitor dated August 30, 2024;
- [2] **CONSIDERING** the Contestation to the Application filed by FTI Consulting Canada Inc., in its capacity as receiver and manager, without security, of the assets, undertakings and properties of, *inter alia*, Trade X Group of Companies Inc., as such contestation was amended on October 31, 2024 (the "**Contestation**");
- [3] **CONSIDERING** that an agreement has been reached to settle the Application and the Contestation on the terms set forth in the Settlement Agreement filed with the Court as Exhibit R-4 (the "**Settlement Agreement**");
- [4] **CONSIDERING** the notification of the Settlement Agreement to the Service List, Exhibit R-4, on December 6, 2024;
- [5] **CONSIDERING** the submissions of the Monitor's attorneys;

**FOR THESE REASONS, THE COURT:**

- [6] **APPROVES** the execution by the Monitor of the Settlement Agreement and **APPROVES and ENDORSES** the terms set forth therein;
- [7] **DECLARES** that, upon the satisfaction of the condition set forth in section 7(b) of the Settlement Agreement, and subject to the other terms and conditions of the Settlement Agreement, the Assignment of Credit made as of October 24, 2023 between 13517985 Canada Inc. (the "**Former Debtor**") and the Mise en cause, Trade X Group of Companies Inc. filed as Exhibit R-1 in support of the Application is null and void and may not be set up against the Monitor;
- [8] **DECLARES** that, upon the satisfaction of the condition set forth in section 7(b) of the Settlement Agreement, and subject to the other terms and conditions of the Settlement Agreement, any right or claim held by the Former Debtor against Groupe Grégor Inc., including but not limited to any right or claim in connection with:
  - a) the Asset Purchase Agreement dated as of December 17, 2021 between the Former Debtor, Groupe Grégor Inc. and others (filed as Exhibit P-4 to the *Demande introductive d'instance* filed in Québec Superior Court file number 500-17-127280-231 (the « **Demande introductive** »));
  - b) the Agency Agreement dated as of December 17, 2021 between the Former Debtor and Groupe Grégor inc. (filed as Exhibit P-6 to the *Demande introductive*); and

- c) the “Acquisition Agreement Claim” as defined in the Amended Investment Agreement dated January 11, 2024 between 15449189 Canada Inc., a corporation existing under the laws of Canada, (the “Investor”) and the Monitor, for and on behalf of the Former Debtor,

is the Property (as the term Property is defined in the Amended and Restated Initial Order issued in this file dated December 28, 2023) of 15695651 Canada Inc. (known as ResidualCo 2 in these proceedings);

- [9] **DECLARES** that nothing in this Order shall be interpreted as a decision of this Court on the order and priority pursuant to which the net proceeds of sale will be distributed amongst creditors;
- [10] **ORDERS** the provisional execution of this Order notwithstanding appeal;
- [11] **THE WHOLE** without costs.

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**The Honourable Louis J. Guoin S.C.J.**

Date of hearing: December 10, 2024