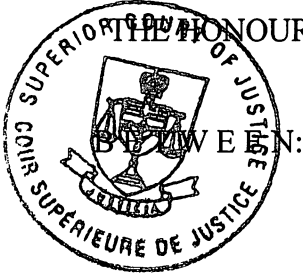


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**



HONOURABLE MR. JUSTICE PATTILLO

) THURSDAY, THE 15th DAY OF
) MARCH, 2018

STRONACH CONSULTING CORP.

Applicant

- and -

BIONX CANADA INC.

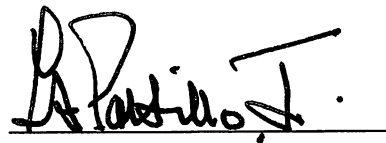
Respondent

ORDER

THE MOTIONS (the "**GM Motion**"), made by General Motors LLC ("**GM LLC**") and General Motors Company of Canada ("**GM Canada**" and collectively with GM LLC "**GM**") for, among other things, an Order pursuant to section 104 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, authorizing GM to attend at the premises of the respondent, BionX Canada Inc. ("**BionX**"), and Magna Enclosures to take possession of any items in respect of Purchase Order 4300237222 including as described in Schedule "A" attached hereto (the "**Disputed Assets**"), and the motion (the "**Receiver Motion**") made by Grant Thornton Limited, in its capacity as the court-appointed receiver (the "**Receiver**") of BionX for advice and direction from the Court, were heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Scott T. Wilson, sworn February 26, 2018, filed, the notice of motion of GM, filed, the supplemental affidavit of Scott T. Wilson, sworn March 8, 2018, filed, the factum of GM, filed, the undertaking (the "**Undertaking**") from GM attached as Schedule B, filed, the factum of Stronach Consulting Corp. ("**SCC**"), filed, the First Report of the Receiver dated March 12, 2018, filed, the notice of motion (the "**Receiver's Motion**") of the Receiver seeking advice and direction of the Court, filed, and on hearing the submissions of counsel for GM, SCC and the Receiver,

1. **THIS COURT ORDERS** that the time for service and filing of the GM Motion and the Receiver Motion are hereby abridged and the motions are properly returnable today;
2. **THIS COURT ORDERS** that service of GM Motion record and the Receiver Motion record by electronic mail are deemed to be effective and valid service;
3. **THIS COURT ORDERS** that upon compliance with paragraph 4, GM is entitled to possession of the Disputed Assets located at the premises (the "**BionX Premises**") of BionX, municipally known as 455 Magna Dr., Aurora, Ontario and the premises (the "**Magna Premises**") of Magna Closures, municipally known as 521 Newpark Blvd., Newmarket, Ontario, L3Y 4X7 (the BionX Premises and Magna Premises are collectively referred to herein as the "**Premises**");
4. **THIS COURT ORDERS** that GM will give the Undertaking to the Court, in the form attached as Schedule "B", as security for the removal of the Disputed Assets pending further court order;
5. **THIS COURT ORDERS** that any person(s) appearing to be in control of the Magna Premises shall immediately release and deliver up the Disputed Assets to GM located on the Magna Premises for, load, removal and transport of the Disputed Assets from the Magna Premises;
6. **THIS COURT ORDERS** that the Receiver Motion is adjourned to a date to be scheduled by the Court on Friday, March 16, 2018;
7. **THIS COURT ORDERS** that the balance of the GM Motion is otherwise dismissed;
8. **THIS COURT ORDERS** that the costs of the GM Motion are reserved to the hearing of the Receiver Motion.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:
MAR 16 2018

PER / PAR: 

See Schedule "A"

BETA ED&D PURCHASES CONTRACT - SPOT BUY PO #4300237222

Inventory Dedicated GM Equipment & Tools / BETA tools (line item 5000410)

GM Owned Tooling
(pick up)
All values
Identified in
\$CAD

02-Mar-18											
BionX Invoice											
Physical count											
Ready to Ship											
EQUIPMENT COMPLETED AND PAID FOR:											
					Qty	Invoice Number	Location (as of 02MAR18)	Invoice Date	Payment Date	Balance Remaining on Supplier Invoice	
A	✓	9	5	✓	Battery Testers	12	SI022804 (P10) 4	BionX	03-Mar-17	18-Apr-17	-
B	✓	✓	✓	✓	Motor Dyno, Drive Unit Performance (In-House) (Equipment Tag: Project #15699-1)		SI026642 (P7)	BionX	28-Oct-16	06-Dec-16	-
						SI022805 (P11)	06-Mar-17		18-Apr-17	-	
						SI023415 (P13)	10-May-17		06-Jun-17	-	
C	✓	✓	✓	✓	Motor Dyno, Motor Performance (In-House) (Equipment Tag: Project #15699-2)	1	SI026642 (P7)	BionX	28-Oct-16	06-Dec-16	-
						SI022306 (P8)	20-Dec-16		31-Jan-17	-	
						SI025192 (P15)	31-Aug-17		19-Sep-17	-	
Attached to equipment above	✓	✓	✓	✓	Transformer on equipment (Dyno)	1	SI023414 (P12)	Magna	10-May-17	06-Jun-17	-
	✓	✓	✓	✓	Transformer on durability test rig (Durability Test Rig& Motor Durability Rig)	2	SI022805 (P11)	Magna	06-Mar-17	18-Apr-17	-
	✓	✓	✓	✓	Transformer for Optinus Dyno on Motor Dyne at Magna	1	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-
	✓	✓	✓	✓	Encoder on equipment motor dyne	3	SI022804 (P10)	Magna	03-Mar-17	18-Apr-17	-
	✓	✓	✓	✓	Encoder on equipment motor dyne	2	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-
	✓	✓	✓	✓	Power Supply Motor Test Dyno	1	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	-

Inventory				Material Cost Pass Through (Line Item 5000210)							
02-Mar-18				BionX Invoice				Physical count			
				Qty	Invoice	Location	Invoice Date	Payment Date	Balance Remaining on Supplier Invoice		
1	✓	✓	✓		SI019473 (P1) - SI021722 (P7)	BionX	Spending from April 2016 ~ Dec 2016				
1A	✓	✓	✓	1	SI019473 (P1)						
1B	✓	✓	✓	1	SI019473 (P1)						
1C	✓	✓	✓	1	SI019473 (P1)						
1D	✓	✓	✓	1	SI019473 (P1)						
1E	✓	✓	✓	1	SI020279 (P3)						
1F	✓	✓	✓	1	SI020818 (P4)						
1G	✓	✓	✓	1	SI020818 (P4)						
1H	✓	✓	✓	1	SI020818 (P4)						
1I	✓	✓	✓	1	SI019473 (P1)						
4	✓	✓	✓	1	SI023415 (P13)	BionX	10-May-17	06-Jun-17			
5	✓	✓	✓	1	SI022307 (P9)	BionX	20-Dec-16	31-Jan-17			
Yokogawa Precision Power Analyzer											

6	✓	✓	✓	Power Supplies [T-Metrics Lambda 50-30-1AN (on durability rigs) \$23,096 (2,887)	8	SI022804 (P10)	BionX	03-Mar-17	18-Apr-17	-
8	✓	✓	✓	Dyno - environmental test assembly station (17,390) (holds drive unit)	1	SI025517 (P16)	Magna	14-Sep-17	12-Dec-17	-
9	✓	✓	✓	SLS models	1	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	-
10	✓	✓	✓	Bosch bikes - (5) Cube Touring Hybride 400 Blue & Blue	5	SI025517 (P16)	BionX	14-Sep-17	12-Dec-17	-
11	✓	✓	✓	10 samples of each cover including cost of coil	1	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	-
12	✓	✓	✓	SLA model battery components Optimus show bike (4) end caps / (6) cell holders	10	SI022307 (P9)	BionX	20-Dec-16	31-Jan-17	-
20	✓	✓	✓	floating gear ring test	1	SI022804 (P10)	BionX	03-Mar-17	18-Apr-17	-
22	✓	✓	3	OPTC000210 (7) Can USB adaptor	7	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
23	✓	✓	✓	miniature triaxial accelerometer @ EOL	1	SI023414 (P12)	BionX	10-May-17	06-Jun-17	-
32	✓	✓	✓	(3) Can USB adaptors	3	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	-
33	✓	✓	✓	BMX Singl Cassette Cogs Steel 15 Tooth, Sugino Track Chain Ring Black on dyno 4 & 5	14	SI025191 (P14)	BionX	31-Aug-17	19-Sep-17	-
34	✓	✓	✓	OPTC0000289 - adapter stand - dyno showbike motor	1	SI023415 (P13)	BionX	10-May-17	06-Jun-17	-
37	✓	✓	✓	CAN USB adapter includes drivers & 2 cables	2	SI023414 (P12)	BionX	10-May-17	06-Jun-17	-
38	✓	✓	✓	Misc items - Control cards with piccolo, debug probes	1	SI022804 (P10)	BionX	03-Mar-17	18-Apr-17	-
41	✓	✓	✓	OPTA000003 Ultra-Linear Measurement Condenser Microphone Electronics	3	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
42	✓	✓	✓	Misc items - Control cards with piccolo, debug probes	1	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	-
43	✓	✓	✓	OPTA000003 Phantom power supply - NVH Test Equip	3	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
44	✓	✓	✓	BAC TTL Communication Harness - NVH Test Equip	2	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
46	✓	✓	✓	OPTA000003 Acoustical wedge foam panels (glued into cabinet; permanently affixed)	12	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
47	✓	✓	✓	Premium phantom cables xlr female to bnc male unbalanced cable	3	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-
48	✓	✓	✓	Ricardo units ** CONSIGNMENT **	4	N/A	BionX	CONSIGNMENT		
50	✓	✓	✓	GM Bike Frame ** CONSIGNMENT **	1	N/A	BionX	CONSIGNMENT		
53	✓	✓	✓	Beta Drive Units - Completed Development Validation	26	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-

Total

GM Owned Manufacturing Tools (PO# 4900737222) | SOPW Defined: Section 1a

02-Mar-18				Tool Number	Tool Name	Qty	Invoice Number	Location	Invoice Date	Payment Date	Cash amount	Comments
✓	✓	✓	✓	OPT000027	Stator Gluing Fixture (uncoated)	2	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-	Part of 1810; anodized 85
✓	✓	✓	✓		Gauss Meter	1	SI025517 (P16)	BionX	31-Oct-17	12-Dec-17	-	
✓	✓	✓	✓		degauss machine	1	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-	
✓	✓	✓	✓	OPTC000038	DC Gaussmeter model HS#582 - torque tube	1	SI026114 (P18)	BionX	31-Oct-17	12-Dec-17	-	
✓	✓	✓	✓		crimp term male	1	SI022306 (P8)	BionX	20-Dec-16	31-Jan-17	-	
											-	

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

STRONACH CONSULTING CORP.

Applicant

- and -

BIONX CANADA INC.

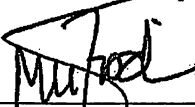
Respondent

UNDERTAKING

In the event that General Motors LLC and/or General Motors Company of Canada (collectively, "GM") is subject to a final determination that it owes BionX Canada Inc. ("BionX") any amounts, pursuant to Purchase Order No. 4300237222 for the items removed, including for items as described on the attached Schedule "A", GM hereby undertakes to promptly pay such amount, or amounts, to Grant Thornton Limited, in its capacity as court-appointed Receiver of BionX, without set-off, counterclaim, or deduction in respect of any claims GM may have against BionX, including, arising out of alleged breaches by BionX of its contractual obligations to GM.

Date: 3-16-2018

General Motors Company of Canada

Per:  c/s
Authorized Signing Officer
I have authority to bind the corporation

Date: 3-16-2018

General Motors LLC

Per:  c/s
Authorized Signing Officer
I have authority to bind the corporation

STRONACH CONSULTING CORP.
Applicant

-and- BIONX CANADA INC.
Respondent

No. CV-18-592741-00CL

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDINGS COMMENCED IN
TORONTO

UNDERTAKING

SPEIGEL NICHOLS FOX LLP
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Mississauga ON L5R 3E7

Kim Ferreira
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Tel – 905-366-9700 ext. 229
Fax – 905-366-9707

Lawyers for General Motors LLC
and General Motors of Canada Company

RCP-E 4C (May 1, 2016)

Schedule "A"

BETA ED&D PURCHASES CONTRACT - SPOT BUY PO #4300237222

Inventory

Dedicated GM Equipment & Tools / BETA tools (Line Item 5000410)

GM Owned Tooling
(pick up)

All values
identified in
\$CAD

02-Mar-18		BionX Invoice		Physical Count		Last 75911		EQUIPMENT COMPLETED AND PAID FOR:		Qty	Invoice Number	Location (as of 02MAR18)	Invoice Date	Payment Date	Balance Remaining on Supplier Invoice
A	✓	9	5	✓	✓	✓	✓	Battery Testers		12	SI022804 (P10) 4	BionX	03-Mar-17	18-Apr-17	-
B	✓	✓	✓	✓	✓	✓	✓	Motor Dyno, Drive Unit Performance (In-House) (Equipment Tag: Project #J5699-1)			SI026642 (P7) SI022805 (P11) SI023415 (P13)	BionX	28-Oct-16 06-Mar-17 10-May-17	06-Dec-16 18-Apr-17 06-Jun-17	-
C	✓	✓	✓	✓	✓	✓	✓	Motor Dyno, Motor Performance (In-House) (Equipment Tag: Project #J5699-2)		1	SI026642 (P7) SI022306 (P8) SI025192 (P15)	BionX	28-Oct-16 20-Dec-16 31-Aug-17	06-Dec-16 31-Jan-17 19-Sep-17	-
Attached to equipment above	✓	✓	✓	✓	✓	✓	✓	Transformer on equipment (Dyno)		1	SI023414 (P12)	Magna	10-May-17	06-Jun-17	-
	✓	✓	✓	✓	✓	✓	✓	Transformer on durability test rig (Durability Test Rig & Motor Durability Rig)		2	SI022805 (P11)	Magna	06-Mar-17	18-Apr-17	-
	✓	✓	✓	✓	✓	✓	✓	Transformer for Optimus Dyno on Motor Dyne at Magna		1	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-
	✓	✓	✓	✓	✓	✓	✓	Encoder on equipment motor dyne		3	SI022804 (P10)	Magna	03-Mar-17	18-Apr-17	-
	✓	✓	✓	✓	✓	✓	✓	Encoder on equipment motor dyne		2	SI025192 (P15)	BionX	31-Aug-17	19-Sep-17	-
	✓	✓	✓	✓	✓	✓	✓	Power Supply Motor Test Dyno		1	SI022805 (P11)	BionX	06-Mar-17	18-Apr-17	0

Inventory		02-Mar-18		BionX Invoice		Physical Count		Last 75911		Material Cost Pass Through (Line Item 5000210)		Qty	Invoice	Location	Invoice Date	Payment Date	Balance Remaining on Supplier Invoice
1	✓	✓	✓	✓	✓	✓	✓	✓	✓	Drive Unit tear downs (located in BionX Benchmark Area); INCLUDES BIKE FRAMES			SI019473 (P1) - SI021722 (P7)				
1A	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike A - BROSE		1	SI019473 (P1)	BionX			
1B	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike B - Kalkhoff - KALKHOFF		1	SI019473 (P1)	BionX			
1C	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike C - Cube Reaction Hybrid 16 - BOSCH		1	SI019473 (P1)	BionX			
1D	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike D - EVO Steps MD1 - SHAMANO		1	SI019473 (P1)	BionX			
1E	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike E - WL I-Rider Intercycle - YAMAMHA		1	SI020279 (P3)	BionX			
1F	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike F - Univega - (N/A, In tact)		1	SI020818 (P4)	BionX			
1G	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike G - Victoria e-Urban - TRANS X PST		1	SI020818 (P4)	BionX			
1H	✓	✓	✓	✓	✓	✓	✓	✓	✓	Benchmarking Bike H - Halbike Trekking - BOSCH		1	SI020818 (P4)	BionX			
1I	✓	✓	✓	✓	✓	✓	✓	✓	✓	Computer for Benchmarking		1	SI019473 (P1)	BionX			
4	✓	✓	✓	✓	✓	✓	✓	✓	✓	Gear Test Rig		1	SI023415 (P13)	BionX	10-May-17	06-Jun-17	-
5	✓	✓	✓	✓	✓	✓	✓	✓	✓	Yokogawa Precision Power Analyzer		1	SI022307 (P9)	BionX	20-Dec-16	31-Jan-17	-

6	✓	✓	✓	Power Supplies [T-Metrics Lambda 50-30-LAN (on durability rigs) \$23,096 (2,887)	8	SIO22804 (P10)	BionX	03-Mar-17	18-Apr-17	-
8	✓	✓	✓	Dyno - environmental test assembly station (17,390) (holds drive unit)	1	SIO25517 (P16)	Magna	14-Sep-17	12-Dec-17	-
9	✓	✓	✓	SLS models	1	SIO22805 (P11)	BionX	06-Mar-17	18-Apr-17	-
10	✓	✓	✓	Bosch bikes - (5) Cube Touring Hybride 400 Blue & Blue	5	SIO25517 (P16)	BionX	14-Sep-17	12-Dec-17	-
11	✓	✓	✓	10 samples of each cover including cost of coil	1	SIO22805 (P11)	BionX	06-Mar-17	18-Apr-17	-
12	✓	✓	✓	SIA model battery components Optimus show bike (4) end caps / (6) cell holders	10	SIO22307 (P9)	BionX	20-Dec-16	31-Jan-17	-
20	✓	✓	✓	floating gear ring test	1	SIO22804 (P10)	BionX	03-Mar-17	18-Apr-17	-
22	✓	✓	3	OPTC000210 (7) Can USB adaptor	7	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
23	✓	✓	✓	miniature triaxial accelerometer @ EOI	1	SIO23414 (P12)	BionX	10-May-17	06-Jun-17	-
32	✓	✓	✓	(3) Can USB adaptors	3	SIO22805 (P11)	BionX	06-Mar-17	18-Apr-17	-
33	✓	✓	✓	BMX Singl Cassette Cogs Steel 15 Tooth, Sugino Track Chain Ring Black on dyno 4 & 5	14	SIO25191 (P14)	BionX	31-Aug-17	19-Sep-17	-
34	✓	✓	✓	OPTC0000289 - adapter stand - dyno showbike motor	1	SIO23415 (P13)	BionX	10-May-17	06-Jun-17	-
37	✓	✓	✓	CAN USB adapter includes drivers & 2 cables	2	SIO23414 (P12)	BionX	10-May-17	06-Jun-17	-
38	✓	✓	✓	Misc items - Control cards with piccolo, debug probes	1	SIO22804 (P10)	BionX	03-Mar-17	18-Apr-17	-
41	✓	✓	✓	OPTA000003 Ultra-Linear Measurement Condenser Microphone Electronics	3	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
42	✓	✓	✓	Misc items - Control cards with piccolo, debug probes	1	SIO22805 (P11)	BionX	06-Mar-17	18-Apr-17	-
43	✓	✓	✓	OPTA000003 Phantom power supply - NVH Test Equip	3	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
44	✓	✓	✓	BAC TTL Communication Harness - NVH Test Equip	2	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
46	✓	✓	✓	OPTA000003 Acoustical wedge foam panels (glued into cabinet; permanently affixed)	12	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
47	✓	✓	✓	Premium phantom cables xlr female to bnc male unbalanced cable	3	SIO26114 (P18)	BionX	31-Oct-17	12-Dec-17	-
48	✓	✓	✓	Ricardo units ** CONSIGNMENT **	4	N/A	BionX	CONSIGNMENT		-
50	✓	✓	✓	GM Bike Frame ** CONSIGNMENT **	1	N/A	BionX	CONSIGNMENT		-
53	✓	✓	✓	Beta Drive Units - Completed Development Validation	26	SIO25192 (P15)	BionX	31-Aug-17	19-Sep-17	-

Total

GM Owned Manufacturing Tools (P/N 3430023722) SOPW Detail Section 10

[illegible]

STRONACH CONSULTING CORP.
Applicant

-and- BIONX CANADA INC.
Respondent

No. CV-18-592741-00CL

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDINGS COMMENCED IN
TORONTO

ORDER

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Fax – 905-366-9707

Lawyers for General Motors LLC
and General Motors of Canada Company

RCP-E 4C (May 1, 2016)