

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
(COMMERCIAL LIST)**

THE HONOURABLE) WEDNESDAY, THE 11TH
JUSTICE CAVANAGH) DAY OF OCTOBER, 2023

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER
THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED
OF DATATAX BUSINESS SERVICES LIMITED, A CORPORATION FORMED UNDER
THE LAWS OF ONTARIO**



DISTRIBUTION, TERMINATION AND FEE APPROVAL ORDER

THIS MOTION, made by Datatax Business Services Limited ("**Datatax**" or the "**Company**") for an order, among other things: (1) abridging the time for service of the Notice of Motion and Motion Record and dispensing with further service thereof; (2) approving the first report of KPMG Inc. ("**KPMG**") in its capacity as proposal trustee of Datatax (in such capacity, the "**Proposal Trustee**") dated August 16, 2023 (the "**First Report**"), the second report of the Proposal Trustee dated October 5, 2023 (the "**Second Report**") and the activities of the Proposal Trustee referred to therein; (3) authorizing and directing the Proposal Trustee to make one or more distributions (the "**Distributions**") in accordance with the proposed distributions set out in the Second Report; (4) approving the fees and disbursements of the Proposal Trustee and its counsel; (5) terminating the positions of Brent Houlden ("**Houlden**") and Naveed Manzoor ("**Manzoor**") at Datatax; (6)

declaring that Houlden, Manzoor and FAAN Advisors Group Inc. (“**FAAN**”) are released and discharged for any liability arising from their roles acting for the Datatax Companies (as defined below); (7) terminating the Administration Charge, the DIP Charge and the D&O Charge (all as defined in the August 2023 Order, defined below); (8) the amendment of paragraph 11 of the August 2023 Order with respect to the stay of proceedings with respect to Datatax; (9) authorizing and empowering KPMG to act as trustee in bankruptcy of Datatax; and (10) certain other related relief, was heard this day at 330 University Avenue, Toronto, Ontario, via a virtual hearing.

ON READING the affidavit of Brent Houlden, affirmed October 4, 2023 (the "**Houlden Affidavit**"), the Second Report, the affidavits of the Proposal Trustee and its counsel as to fees (the "**Fee Affidavits**"), and on hearing the submissions of Datatax, counsel for the Proposal Trustee, Fiera Debt Fund VI L.P., Bank of Montreal, and those other parties present:

1. **THIS COURT ORDERS** that the time for service, filing and hearing of the Notice of Motion, the Motion Record and the Report is hereby abridged and validated so that this Motion is properly returnable today and hereby the requirement for any further service is dispensed with.

2. **THIS COURT ORDERS** that unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Houlden Affidavit or the Report, as the case may be.

3. **THIS COURT ORDERS** that the First Report and the Second Report and the activities of the Proposal Trustee referred to therein be and are hereby approved;

provided, however, that only the Proposal Trustee, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that that Proposal Trustee is hereby authorized and directed to make, or cause to be made, the Distributions in accordance with the proposed distributions set forth at paragraph 56 of the Second Report or otherwise ensure that the Distributions have been made

5. **THIS COURT ORDERS** that the fees and disbursements, including for greater certainty the Remaining Fees and Disbursements, of the Proposal Trustee and its counsel, as set out in the Second Report and the Fee Affidavits, be and are hereby approved.

6. **THIS COURT ORDERS AND DECLARES** that, following the Distributions and upon the filing of a certificate by the Proposal Trustee (the "**Termination Certificate**"), the positions of Houlden as a director and Manzoor as an interim CEO of Datatax shall be terminated effective immediately.

7. **THIS COURT ORDERS AND DECLARES** that following the Distributions and upon the filing of the Termination Certificate, Houlden, Manzoor and FAAN be released and discharged from any and all liability that Houlden, Manzoor or FAAN now have or may hereafter have by reason of, or in any way arising out of, their acts or omissions in relation to their roles acting for the each of Datatax, Farm Business Consultants Inc. ("**Farm**"), FBC Financial & Estate Planning Services Inc. ("**FBC Financial**") and Wheatland Accounting Services Ltd. ("**Wheatland**", together with Farm and FBC Financial, the "**Datatax Subsidiaries**", and the Datatax Subsidiaries together with

Datatax, the “**Datatax Companies**”) pursuant to the order granted by the Honourable Justice Cavanagh dated November 7, 2022 in Court File No. CV-22-00689838-00CL, save and except for any gross negligence or wilful misconduct on the respective parts of Houlden, Manzoor or FAAN. Without limiting the generality of the foregoing, the Houlden, Manzoor and FAAN are hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct on their respective parts.

8. **THIS COURT ORDERS** that following the Distributions, upon the filing of the Termination Certificate and upon the payment of all amounts owing in respect of the Administration Charge, the DIP Charge and the D&O Charge (all as defined in the Order granted by the Honourable Justice Cavanaugh on August 17, 2023, in these proceedings, the “**August 2023 Order**”), the Administration Charge, the DIP Charge and the D&O Charge shall be vacated and be of no further force and effect.

9. **THIS COURT ORDERS** that paragraph 11 of the August 2023 Order is amended such that the time within which Datatax is to make a proposal pursuant to section 62(1) of the *Bankruptcy and Insolvency Act* (Canada), and the corresponding stay of proceedings provided for in section 69 of the BIA, shall expire or terminate, as the case may be, on the earlier of: (i) October 28, 2023 and (ii) the filing of the Termination Certificate.

10. **THIS COURT ORDERS** that KPMG is authorized and empowered to act as trustee in bankruptcy of Datatax.

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Company and the Proposal Trustee and their 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 Company and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Company or the Proposal Trustee and their agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS** that this Order and all of its provision are effective as of 12:01 a.m. prevailing Eastern Time on the date hereof.

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF DATATAX BUSINESS SERVICES LIMITED, A CORPORATION FORMED
UNDER THE LAWS OF ONTARIO**

Court File No. BK-23-02975175-0031
Estate File No. 31-2975175

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

Proceeding commenced at Toronto

**DISTRIBUTION, TERMINATION AND
FEE APPROVAL ORDER**

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