


COURT FILE NUMBER	2001-06722	
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY	
PLAINTIFF	HSBC CANADA, AS AGENT	
DEFENDANT	Q'MAX SOLUTIONS INC., FLUID HOLDINGS CORP., Q'MAX SOLUTIONS HOLDINGS INC., 1356760 ALBERTA LTD. and QMAX CANADA OPERATIONS INC.	
DOCUMENT	ORDER (Approval of Disclaimer and Approval of Receiver's Activities)	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	OSLER, HOSKIN & HARCOURT LLP 2700, 225 – 6th Avenue SW Calgary, Alberta T2P 1N2 Attn: Randal Van de Mosselaer Telephone: 403-260-7060 Facsimile: 403-260-7024 E-mail: rvandemosselaer@osler.com	

DATE ON WHICH ORDER WAS PRONOUNCED: March 9, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice D. B. Nixon

UPON THE APPLICATION of KPMG Inc. in its capacity as Court-appointed receiver and manager (the “**Receiver**”) of Q’Max Solutions Inc. (“**QSI**”), Fluid Holdings Corp., Q’Max Solutions Holdings Inc., 1356760 Alberta Ltd. (“**1356760**”) and QMax Canada Operations Inc. (collectively, the “**Debtors**”); **AND UPON** having read the Consent Receivership Order granted by the Honourable Madam Justice A.D. Grosse on May 28, 2020 (the “**Receivership Order**”), the Confidential Supplement (the “**Confidential Supplement**”) to the Second Record of the Receiver, dated March 1, 2021 (the “**Second Report**”), the Second Report, and the Affidavit of Service of Elena Pratt; **AND UPON** hearing from counsel for the Receiver and any other interested parties that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
2. The actions, conduct, and activities of the Receiver as reported in the ^{first Report and} Second Report are hereby approved.
3. The Receiver is hereby authorized and directed to disclaim any interest in QSI's and 1356760's shares of QMax do Brasil Solucoes do Petroleo Ltda (Brazil NIRE 32201400487), and such disclaimer is hereby deemed to be effective.
4. The transaction thresholds set out in paragraph 3(1)(i) of the Receivership Order are hereby increased *nunc pro tunc* to the date of the Receivership Order to CDN\$2 million for any individual transaction and CDN\$4 million in the aggregate.
5. The Receiver is authorized and directed to complete the settlement of all intercompany amounts owing between the Debtors and their subsidiaries and affiliates, including, but not limited to, the set-off of intercompany receivables and payables where possible and the forgiveness by QSI of remaining intercompany balances due and owing to it, all as described in the Second Report, and such settlements of intercompany accounts are hereby approved.

Justice of the Court of Queen's Bench of Alberta