

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

THE HONOURABLE
JUSTICE MYERS

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THURSDAY, THE 1ST
DAY OF JUNE, 2017



**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O 1990, c.s.5, AS AMENDED**

BETWEEN

ONTARIO SECURITIES COMMISSION

Applicant

- and -

**GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE/NORSHIELD ASSET
MANAGEMENT (CANADA) LTD.,
NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD./GESTION DES
PARTENAIRES D'INVESTISSEMENT NORSHIELD LTÉE,
OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED
FUNDS CORPORATION/CORPORATION DE FONDS UNIS OLYMPUS,
OLYMPUS UNITED BANK AND TRUST SCC,
GROUPE OLYMPUS UNITED INC./OLYMPUS UNITED GROUP INC.,
HONEYBEE SOFTWARE TECHNOLOGIES INC./TECHNOLOGIES DE LOGICIELS
HONEYBEE INC. (FORMERLY NORSHIELD INVESTMENT
CORPORATION/CORPORATION D'INVESTISSEMENT NORSHIELD), AND
NORSHIELD CAPITAL MANAGEMENT CORPORATION/CORPORATION
GESTION DE L'ACTIF NORSHIELD**

Respondents

**ORDER
(Approval of Brooks, Di Santo Settlement Agreement)**

THIS MOTION, made by Richter Advisory Group Inc. (formerly RSM Richter Inc.)
("Richter"), in its capacity as the Court-Appointed Receiver (the "Receiver") of all of the assets,

undertakings and properties of Norshield Asset Management (Canada) Ltd., Norshield Investment Partners Holdings Ltd., Olympus United Funds Holdings Corporation, Olympus United Funds Corporation, Olympus United Bank and Trust SCC, Olympus United Group Inc., Norshield Capital Management Corporation, and Honeybee Software Technologies Inc. (formerly Norshield Investment Corporation) (collectively, the “**Norshield Companies**”), for an Order, substantially in the form enclosed in the Receiver’s Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario;

ON READING the Notice of Motion dated May 24, 2017 (the “**Notice of Motion**”), the Seventeenth Report of the Receiver dated May 23, 2017 (the “**Seventeenth Report**”) and the Notice of Return of Motion dated May 26, 2017 (the “**Notice of Return of Motion**”), and on hearing the submissions of counsel for the Receiver, and all other counsel listed on the Counsel Slip, no one appearing for any other person on the Service List, although duly served as appears from the affidavits of service of Bobbie-Jo Brinkman sworn on May 24, 2017 and May 26, 2017, filed;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Notice of Return of Motion and the Motion Record is hereby validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Receiver is authorized and directed to execute and carry out the terms of the settlement agreement dated as of February 9, 2017 between the Receiver, Raymond Massi in his capacity as Joint Official Liquidator of Mosaic Composite Limited (U.S.), Inc. and Olympus Univest Ltd., George Clifford Culmer in his capacity as Joint

Official Liquidator of Mosaic Composite Limited (U.S.), Inc. and Olympus Univest Ltd., Brooks, Di Santo, Peter Marini and Fred Ragonese (the "**Settlement Agreement**").

3. **THIS COURT ORDERS** that the Settlement Agreement is fair and reasonable and hereby approves same.

4. **THIS COURT ORDERS** that the Seventeenth Report and the conduct and activities of the Receiver described therein are hereby approved.

MISCELLANEOUS

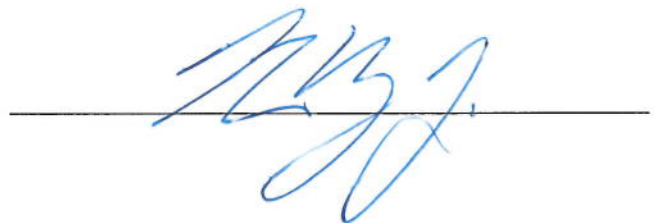
5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Barbados, the Commonwealth of The Bahamas, the Cayman Islands or any other nation or state, to give effect to this Order or to assist the Receiver, and its respective 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its respective agents in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUN 01 2017

PER / PAR:



ONTARIO SECURITIES COMMISSION
Applicant

and

GESTON DE PLACEMENTS NORSHIELD (CANADA)
LTÉE/NORSHIELD ASSET MANAGEMENT (CANADA)
LTD. ET AL.

Respondents

Court File No.:05-CL-5965

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced in Toronto

ORDER
(JUNE 1, 2017)

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