

COURT FILE NO. **1801-13906**

COURT **Court of Queen's Bench of Alberta**

JUDICIAL CENTRE **Calgary**

APPLICANTS **BULLRUN CAPITAL INC. and KULWANT MALHI**

RESPONDENTS **GROWMAX RESOURCES CORP., RON HO, RAKESH KAPUR, CARLOS LAU, ROSS MCCUTCHEON, STEVEN PAXTON, STEVEN KEITH and JOHN VAN BRUNT**

DOCUMENT **ORDER**

PARTY FILING THIS DOCUMENT **GROWMAX RESOURCES CORP.**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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Barristers and Solicitors
Suite 3300, 421-7th Avenue S.W.
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File No.: 219980-505684

DATE ON WHICH ORDER WAS PRONOUNCED: **October 3, 2018**

LOCATION WHERE ORDER WAS PRONOUNCED: **Calgary, Alberta**

NAME OF JUDGE WHO MADE THIS ORDER:

THE HONOURABLE
JUSTICE G.D. MARRIOTT

UPON reading the Originating Application (the "**Originating Application**") of the Applicants, **BULLRUN CAPITAL INC. and KULWANT MALHI** filed October 1, 2018; **AND UPON** reading the Cross-Application (the "**Cross-Application**") of the Respondent, **GROWMAX RESOURCES CORP.** (the "**Corporation**") filed herein on October 2, 2018; **AND UPON** it appearing to be in

the best interests of the Corporation and the parties to this Action to have the issues raised in the Originating Application and Cross-Application in an orderly manner;

IT IS HEREBY ORDERED THAT:

1. The Originating Application and Cross-Application (collectively, the “**Applications**”) are hereby adjourned sine die.
2. The Applications shall be heard and determined together at a full-day special chambers application (the “**Hearing**”) by a justice of this Honourable Court (the “**Hearing Judge**”). Counsel shall forthwith seek a date for the Hearing from the Associate Chief Justice which date shall be:
 - (a) no sooner than 5 weeks from the date of this Order; and
 - (b) mutually agreeable to counsel for the Applicants and counsel for the Respondents acting reasonably having regard to their prior commitments.
3. The parties shall file and serve any further evidence on which they intend to rely at the Hearing prior to 4:00 pm Calgary time on Friday, October 12, 2018.
4. Any questioning upon affidavits filed and served in respect of the Hearing, and any other type of examinations, shall be conducted on or before October 19, 2018. Any deponent who swears an affidavit in connection with the Applications shall make himself or herself available to be questioned thereon for a full day (or such shorter time as the questioning party’s counsel may advise) on one of the following dates that is convenient to them having regard to such deponent’s prior commitments: October 9, 10, 11, 12, 15, 16, 17, 18 and 19, 2018. If it is more convenient to a deponent of an affidavit to be questioned at a place other than Calgary, Alberta, counsel shall attend at that place to conduct the questioning. Counsel are at liberty to use video-conferencing to facilitate a questioning if the deponent is agreeable and the questioning can be conducted effectively using that mode of communication.
5. On or before Friday, October 26, 2018:
 - (a) the Applicants shall file and serve their brief of argument and the authorities on which they will rely at the Hearing in respect of the Originating Application; and
 - (b) the Corporation shall file and serve its brief of argument and the authorities on which they will rely at the Hearing in respect of the Cross-Application.

6. On or before Friday, November 2, 2018:

(a) the Respondents shall file and serve their reply brief of argument and the authorities on which they will rely at the Hearing in respect of the Originating Application; and

(b) the Applicants shall file and serve their reply brief of argument and the authorities on which they will rely at the Hearing in respect of the Cross-Application.

7. At the Hearing, the Hearing Judge shall fix the date for the 2018 annual and special meeting of the Corporation (the "**Meeting**").

8. The Meeting, currently scheduled to be held on October 4, 2018, is hereby postponed to the date determined by the Hearing Judge pursuant to the preceding paragraph.

9. The date by which the Meeting is required to be held is hereby extended, pursuant to section 132(2) of the *Business Corporations Act*, RSA 2000, c. B-9, as amended (the "**ABCA**"), to the date determined by the Hearing Judge.

10. Paragraphs 7 to 9 of this Order are made solely to bring the Corporation into compliance with section 132 of the ABCA and are not intended to, nor do they, affect the rights of any interested party regarding the postponement of the annual meeting from September 25 to October 4, 2018.

11. The Corporation shall issue a neutrally-worded press release, informing the shareholders and public of this Order and the contents thereof. The press release mentioned in this paragraph shall be, and shall be deemed to be, sufficient and effective notice of this Order to all interested parties (within the meaning of the ABCA).

12. From the time that this Order is pronounced until the next business day following the date on which the Hearing Judge renders a final decision on the Applications:

(a) No party shall, directly or indirectly, solicit or cause anyone to solicit a proxy in respect of the Meeting; and

(b) Apart from the press release mentioned in paragraph 11 hereof, no party shall, directly or indirectly, issue or cause anyone to issue any public statement, whether by press release, social media or otherwise, concerning the subject matters and issues raised in the Applications.

(which shall be approved in advance by the Applicants acting reasonably)

Without prejudice to the Applicants' ability to bring another Application;

13. Paragraph 12(b) shall not prohibit the Corporation from issuing any press release, disseminating information to the public or market, or filing any document or information with a securities regulator, stock exchange or on SEDAR, if required by law, a securities regulator, or by stock exchange rules.

14. Any interested party (within the meaning of the ABCA) desiring to appear and make submissions at the Hearing is required to file with this Honourable Court and serve upon the Corporation in care of McCarthy Tétrault LLP, 4000, 421 – 7th Avenue S.W., Calgary, Alberta, T2P 4K9, Attention: Sean S. Smyth, QC or by facsimile at (403) 260-3501 or by e-mail at ssmyth@mccarthy.ca on or before October 12, 2018, a notice of intention to appear (a “**Notice**”), including the following information:

- (a) the basis upon which they claim to be an interested party that should be entitled to appear and be heard by this Honourable Court at the Hearing;
- (b) an address for service within Alberta or, alternatively, a telephone number for service by facsimile or an e-mail address for service by email;
- (c) whether such interested party intends to support or oppose the Applications; and
- (d) whether such interested party intends to make written or oral submissions, or both, at the Hearing;

and they shall include with their Notice any evidence or materials which such party intends to present to this Honourable Court.

15. If any interested party (within the meaning of the ABCA) serves a Notice in accordance with this Order, and such Notice is accompanied by evidence in the form of an affidavit, then, having regard to whether the interested party supports or opposes a particular Application, a party whose Application is opposed by the interested party shall be entitled to question the deponent of such affidavit, and such deponent shall make himself or herself available to be questioned on his or her affidavit in Calgary, Alberta, for a full day (or such shorter time as the questioning party’s counsel may advise) on one of the following dates that is convenient to them having regard to their prior commitments: October 15, 16, 17, 18 and 19, 2018.

16. If a filed Notice is served on the Corporation in accordance with this Order, counsel for the Corporation will provide a copy of such Notice to counsel for the other parties.

17. In the event that the Hearing is adjourned, only the parties to this Action, and those interested parties serving a Notice in accordance with this Order, shall be entitled to notice of the adjourned date.

18. Nothing in this Order is intended to, nor shall, prohibit any party to this Action from bringing an application within this Action, on proper notice to the opposite parties, to restrain any conduct not mentioned in the Applications.

19. This Order may be amended by mutual agreement of counsel for the parties in writing (and, on such mutual agreement, counsel shall notify the court of such amendment) or, failing such agreement, any party shall be at liberty to apply to any justice of this Honourable Court to amend this Order.

20. *This Order is without prejudice to the Applicants' right to re-apply for injunctive relief.*

20. [COSTS] *Costs shall be on the cause.*

[Signature]

J.C.C.Q.B.A

AGREED AS TO FORM:

McMillan LLP

[Signature]

Richard Jones and Preet Saini
Counsel for the Applicants,
BULLRUN CAPITAL INC. and
KULWANT MALHI

McCarthy Tétrault LLP

[Signature]

Sean S. Smyth, QC
Counsel for the Respondent,
GROWMAX RESOURCES CORP.