

**ONTARIO
SUPERIOR COURT OF JUSTICE**

**THE HONOURABLE
JUSTICE KOEHNEN**

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**TUESDAY THE 13TH DAY
OF OCTOBER, 2020**

B E T W E E N:

**TRACY HUI and JOJO HUI (Personally and Representing the interests of The
Enforcement Committee of the Debenture Holders)**

Plaintiffs

and

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

Defendants

ORDER

THIS CASE CONFERENCE was heard this day by video conference in Toronto,
Ontario.

ON READING the Factum of the Plaintiffs dated October 8, 2020, the Affidavit of
Christina Shiwsankar sworn October 8, 2020, the Investigative Receiver’s Interim Report dated
September 25, 2020, the Affidavit of Amiri Moses Dear sworn September 24, 2020, the Affidavit
of Jojo Hui sworn September 12, 2020, the Notice of Action issued September 11, 2020,as well as
Bayview Creek (CIM) LP’s Factum, Notice of Motion, and the Affidavits of Keely Yuan and Alexia

Parente, both of which were sworn on September 25, 2020, filed, the Affidavit of Alexia Parente, sworn October 10, 2020, as well as the supplementary Factum of Bayview Creek (CIM) LP dated October 12, 2020, as well as the affidavit of Bryan McWatt for Bryton Capital Corp. sworn October 10, 2020, and on hearing submissions of counsel for the Plaintiffs, counsel for Bayview Creek (CIM) LP, and counsel for CIM Bayview Creek Inc., as well as the non-parties Bryton Capital Corp., DUCA Financial Services Credit Union Ltd., Jerry Feng appearing in person, and no other parties appearing,

1. **THIS COURT ORDERS** that the Order of Schabas J. dated September 18, 2020 and attached as Schedule A to this Order shall continue in full force and effect until further order of this Court.

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SCHEDULE "A"

Court File No.: CV-20-000647366-0000



ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE
JUSTICE SCHABAS

)
) FRIDAY THE 18th DAY
)
) OF SEPTEMBER 2020
)

BETWEEN:

**TRACY HUI and JOJO HUI (Personally and Representing the interests of The
Enforcement Committee of the Debenture Holders)**

Plaintiffs / Moving Parties

and

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

Defendants / Responding Parties

ORDER

THIS MOTION made *ex parte* by the Plaintiffs for an Order pursuant to sections 101 and 103 of the *Courts of Justice Act*, R.S.O. 1990, c. 43, as amended (the "CJA") to (i) issue and register a Certificate of Pending Litigation, (ii) appoint a receiver and (iii) grant an injunction against the Defendants was heard this day by conference call in Toronto, Ontario.

ON READING the Affidavit of Jojo Hui sworn September 12, 2020 and the exhibits annexed thereto and on reading the Notice of Action,

1. THIS COURT ORDERS that the Plaintiffs' motion is hereby granted.
2. THIS COURT ORDERS that a Certificate of Pending Litigation in the form attached hereto as Schedule "A" shall be issued and registered against title to the lands and premises legally and municipally described pursuant to section 103 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43 and Rule 42 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
3. THIS COURT ORDERS that an interim injunction for 10 days from the date of this Order shall be granted, preventing the sale of the real property as described in Schedule "A" hereto;
4. THIS COURT ORDERS that an interim order preventing CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP, their servants, employees, agents, assigns, officers, directors and/or anyone else acting on its behalf or in conjunction with it, and any and all persons with notice of this order, from either directly or indirectly, by any means whatsoever from:
 - (i) Selling, removing, dissipating, alienating, transferring, assigning, encumbering, or similarly dealing with or disposing of any assets of CIM Bayview Creek Inc. as described in Schedule "A" hereto;
 - (ii) Instructing, requesting, counselling, demanding, or encouraging any other person to do so; and
 - (iii) Facilitating, assisting in, aiding, abetting, or participating in any acts the effect of which is to do so.

5. THIS COURT ORDERS that the prohibition set out above in paragraph 4 applies to CIM International Group Inc. (“CIM Group”), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP assets, whether in the Defendants’ own names or not, and whether solely or jointly owned, including but not limited to:
 - (i) any bank, investment or other account at any bank, financial or other institution;
 - (ii) any motor vehicle, trailer to other vehicle registered to the Defendants;
 - (iii) any real property in which the Defendants have any interest, including the real property;
 - (iv) any and all other personal property of any description whatsoever; and
 - (v) any and all share certificates, negotiable instruments and the like.

6. THIS COURT ORDERS that CIM International Group Inc. (“CIM Group”), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP shall forthwith deliver to counsel for the Plaintiffs sworn evidence of the nature and location of all their assets, wheresoever located, including assets held on their behalf or in trust for them, assets held jointly with some other party, assets in which they hold any interest and assets that they hold in trust for any party.

7. THIS COURT ORDERS that a Receiver shall be appointed pursuant to section 101 of the CJA and in the form attached hereto as Schedule “B”.

8. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order, shall be reserved pending judgment in this proceeding or further Order of the Court.
9. THIS COURT ORDERS this matter including consideration of this Order be returnable at 10 a.m. on September 28, 2020, before this Court.
10. THIS COURT ORDERS, that notwithstanding rule 59.05, this Order is effective from the date it is signed and is enforceable without any need for entry and filing.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR:

CA



Paul Schabas J.

SCHEDULE "A"

Court File No.: CV-20-000647366-0000

ONTARIO

SUPERIOR COURT OF JUSTICE

B E T W E E N:

(court seal)

TRACY HUI and JOJO HUI (Personally and Representing the interests of The Enforcement Committee of the Debenture Holders)

Plaintiffs

and

CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN FUOCO, ROBERT PARENT, MEHDI SHAFIEI, CIM MACKENZIE CREEK INC., CIM MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO

Defendants

CERTIFICATE OF PENDING LITIGATION

I CERTIFY that in this proceeding an interest in the following land is in question:

Property Identifier Number: 03186-4757 (LT)

PT LT 25, CON 2, (MKM) , PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2, 65R13270 AS IN R510790

This certificate is issued under an order of the court made on September , 2020.

Date

Issued by.....

Local registrar

Address of court office

.....

TRACY HUI et al.
Plaintiffs

-and-

CIM INTERNATIONAL GROUP INC. et al.
Defendants

Court File No.: CV-20-000647366-0000

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

**CERTIFICATE OF PENDING
LITIGATION**

HUMMINGBIRD LAWYERS LLP
80 Bloor Street West, Suite 1401
Toronto Ontario M5S 2V1

Amiri Dear (LSUC# 68391T)
Jonathan Barr (LSUC# 52181S)

Tel: 905-731-1911

Fax: 905-731-1913

Lawyers for the Plaintiffs

SCHEDULE "B"

Court File No.: CV-20-000647366-0000

ONTARIO

SUPERIOR COURT OF JUSTICE

**THE HONOURABLE
JUSTICE SCHABAS**

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**FRIDAY THE 18TH DAY OF
SEPTEMBER 2020**

B E T W E E N:

**TRACY HUI and JOJO HUI (Personally and Representing the interests of The
Enforcement Committee of the Debenture Holders)**

Plaintiffs / Moving Parties

and

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

Defendants / Responding Parties

ORDER

(Appointing Investigative Receiver)

THIS MOTION made *ex parte* by the Plaintiffs for an Order pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. 43, as amended (the "CJA") appointing Albert Gelman Inc. ("AGI") as investigative receiver (the "Receiver") over the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP, on the terms set out below, was heard this day by Teleconference in Toronto, Ontario.

ON READING the Affidavit of Jojo Hui sworn September 12, 2020 and the exhibits annexed thereto, and on hearing the submissions of counsel for the Plaintiff and on reading the consent of AGI to act as Receiver,

APPOINTMENT

1. THIS COURT ORDERS that pursuant to section 101 of the CJA, AGI is hereby appointed Investigative Receiver with only the powers granted below of the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP (the “Companies”) pending further order of the court.

RECEIVER NOT IN POSSESSION OF ASSETS

2. THIS COURT ORDERS that the Companies shall remain in possession of its current and future assets, and undertakings and properties of every nature and kind whatsoever (collectively the “Property”) and wherever situated including proceedings thereof.
3. THIS COURT ORDERS that at subject to further Order of this Court, the Companies shall continue to carry on its business and affairs consistent with its obligations to estate creditors and beneficiaries, if any.

RECEIVER’S POWERS

4. THIS COURT ORDERS that the Receiver be and is hereby empowered and authorized, but not obligated, to act at once, without in any way limiting the generality of the foregoing, to do any of the following where the Receiver considers it necessary or desirable:
 - (a) To obtain all information whether in paper format or in digital format, both foreign or domestic (for further clarity, both within and outside of Canada and in all other jurisdictions), relating to the business, affairs, records, and all assets and property of the Companies (the “Information”), without limitation, from (i) the Companies and all of their

current and former directors, officers, employees, agents, accountants, shareholders, banks and financial institutions or brokerages, all officers or employees of such banks, financial institutions or brokerages who have access to the Information, and all other persons acting on their instructions or behalf with the exception of legal counsel, and (ii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this order, save and except for the Plaintiffs (all the foregoing each being a "Person, save and except for the Plaintiffs; to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;

- (c) to report to, meet with and discuss with any and all Persons, including counsel for the Plaintiffs, as the Receiver deems appropriate on all matters relating to the Companies and investigative receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (d) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations; and
- (e) to conduct examinations under oath of all the Defendants and their financial advisors, provided proper notice as stipulated under the *Rules of Civil Procedure*, is provided to the proposed party to be examined which examinations shall also serve as examinations for discovery in the within action;

- (f) and in each case where the receiver takes such action or steps, it shall be exclusively authorized and empowered to do so without interference from any other person including those defined herein as "Person".

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. THIS COURT ORDERS that all Persons (as that term is defined at sub-paragraph 4(a) above), including banks and financial institutions, shall forthwith advise the Receiver of the existence of any Information in such Person's possession or control and shall grant immediate and continued access to the Information to the Receiver.
6. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, trusts, contracts, orders, accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Companies, without limitation, any computer programs, computer tapes, computer disks, or other storage data containing any such information (the foregoing collectively the "Records") in that Person's possession or control, and shall provide to the Receiver unfettered access to and use of accounting, computer software and physical facilities relating hereto, including without limiting the generality of the foregoing, the delivery by such persons of all passwords required to access the Information and Records, which may not be disclosed or provided to the Receiver due to privilege attaching to solicitor-client communications or due to statutory provisions prohibiting such disclosure.
7. THIS COURT ORDERS that if any Information and Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Information and Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the Information and Records contained therein whether by way of printing the Information and Records onto paper or making copies of computer disks or a bitmap image or such other manner of retrieving and copying the Information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Information and Records without the prior written consent of the

Receiver. Further, for the purposes of this Paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the Information and Records as the Receiver may in its discretion require including providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the Information and Records.

NO PROCEEDINGS AGAINST THE RECEIVER

8. THIS COURT ORDERS that no proceeding or enforcement process in any Court or tribunal shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

LIMITATION ON THE RECEIVER'S LIABILITY

9. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or willful misconduct on its part.

RECEIVER'S ACCOUNT

10. THIS COURT ORDERS that the Plaintiff shall be responsible for the costs of the Receiver costs and its counsel's accounts without prejudice to the Plaintiff seeking to have such costs paid by the Companies and/or by any and/or all of the Defendants in the event judgment is obtained against any and / or all of them or subject to any further Order of the court. The Plaintiff shall be responsible to pay the disbursement costs of the Defendants arising from their compliance with this Order provided that (i) the disbursement costs would not ordinarily be required to be paid by the Defendants under the Rules of Civil Procedure and (ii) that the Defendants advise the Plaintiffs through their counsel of the estimated cost of the disbursement prior to incurring it.

SERVICE AND NOTICE

11. THIS COURT ORDERS that the electronic service shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure*.

GENERAL

12. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
13. THIS COURT ORDERS that either the Receiver or the Plaintiff may apply to the Court for an Order terminating the investigative receivership.
14. THIS COURT ORDERS that Hummingbird Lawyers LLP be and are hereby authorized to act as counsel for the Receiver in order to implement the Receiver's powers herein.
15. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Companies.
16. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Receiver and its 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 agents in carrying out the terms of this Order.
17. THIS COURT ORDERS that the Receiver be at the 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, and that the Receiver is authorized and empowered to act as representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

18. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order shall be reserved pending judgment in this proceeding or further Order of the Court.
19. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely affected by the order sought or upon such other notice, if any, as this Court may order.
20. THIS COURT ORDERS that notwithstanding paragraph 19, this matter including consideration of this Order shall be returnable at 10 a.m. on September 28, 2020, before this Court.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR



Paul Schabas J.

TRACY HUI et al.
Plaintiffs / Moving Parties

and
CIM INTERNATIONAL GROUP et al.
Defendants / Moving Parties

Court File No. CV-20-00647366-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

ORDER

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Court File No. CV-20-00647366-0000

**ONTARIO
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Lawyers for the Plaintiffs / Moving Parties

TRACY HUI et al.
Plaintiffs

and

CIM INTERNATIONAL GROUP et al.
Defendants

Court File No. CV-20-00648875-00 CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

ORDER

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