

Form 23.03



IN THE SUPREME COURT OF NOVA SCOTIA

2019

Hfx No. 484742

IN THE MATTER OF:

Application by Quadriga Fintech Solutions Corp., Whiteside Capital Corporation and 0984750 B.C. Ltd. dba Quadriga CX and Quadriga Coin Exchange (collectively referred to as the "**Companies**" and the "**Applicants**"), for relief under the *Companies' Creditors Arrangement Act*

AMENDED NOTICE OF MOTION

TO:	<p>ERNST & YOUNG INC. 1871 Hollis Street Halifax, Nova Scotia, B3J0C3 Tel.: 902-421-6282 Fax: 902-420-0503</p> <p>George Kinsman E-mail: george.c.kinsman@ca.ey.com</p> <p><i>Proposed Monitor of the Applicants</i></p>
AND TO:	<p>STIKEMAN ELLIOTT LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9</p> <p>Elizabeth Pillon Tel: 416-869-5623 E-mail: lpillon@stikeman.com</p> <p>Lee Nicholson Tel: 416-869-5604 E-mail: leenicholson@stikeman.com</p> <p><i>Counsel to the Monitor</i></p>

AND TO:	<p>STEWART McKELVEY Suite 900, Purdy's Wharf Tower One 1959 Upper Water St. PO Box 997 Halifax, N.S. B3J 2X2</p> <p>Maurice P. Chiasson Tel: 902-420-3300 E-mail: mchiasson@stewartmckelvey.com</p> <p>Sara Scott Tel: 902-420-3363 E-mail: sscott@stewartmckelvey.com</p> <p>Richard Niedermayer Tel: 902-420-3339 E-mail: rniedermayer@stewartmckelvey.com</p> <p><i>Counsel to the Applicants</i></p>
AND TO:	<p><u>BORDEN LADNER GERVAIS LLP</u> <u>1200 Waterfront Centre</u> <u>200 Burrard Street</u> <u>P.O. Box 48600</u> <u>Vancouver, BC V7X 1T2</u></p> <p><u>Hunter Parsons</u> Tel: 604-640-4218 E-mail: hparsons@blg.com</p> <p><i><u>Counsel to Yi Sun</u></i></p>

Motion:

The informal committee of users of the Quadriga platform holding significant balances in their personal accounts, representing obligations payable in the form of: (i) cash obligations; and (ii) obligations to hold cryptocurrency coins (the "Affected Users") move for an order, among other things:

- a) appointing Bennett Jones LLP ("**Bennett Jones**") as lead counsel and McInnes Cooper (as local counsel) (collectively, the "**Representative Counsel**") to represent the interests of the Affected Users in the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("**CCAA**");
- b) appointing a committee of Affected Users comprised of five members to be the official committee of Affected Users (the "**Official Committee of Affected Users**") to act as

representatives (collectively, the “Affected User Representatives”) of all Affected Users and to advise and where appropriate instruct Representative Counsel; and

- c) ordering that Representative Counsel shall be entitled to the benefit of the Administration Charge (as defined in the Initial Order issued by the CCAA Court in these proceedings), or, in the alternative, Representative Counsel be entitled to the benefit of a separate charge granted by this Court over the property, assets, and undertakings of the Companies, as security for its professional fees and disbursements.

Time and Place:

This Motion is to be heard by the judge in Chambers at ~~Tuesday, February 5, 2019 at 9:30 a.m.~~ **Thursday, February 14, 2019 at 9:30 a.m.** in the Law Courts in Halifax, Nova Scotia, located at 1815 Upper Water Street.

References:

The Affected Users rely upon the following legislation, Rules or points of law:

- The CCAA, particularly Section 11, 11.52, and selected case law interpreting this statute as regards the appointment of representative counsel, official committee of representatives and a charge to secure the professional fees and disbursements of representative counsel;
- Nova Scotia Civil Procedure Rule 36.10.

Evidence:

The evidence in support of this Motion is as follows:

- The Affidavit of Jennifer K. M. Robertson, sworn on January 30, 2019;
- The Affidavit of Xitong Zou and the Exhibits thereto, sworn on February 4, 2019;
- The Report of Ernst & Young Inc., the proposed Monitor of the Applicants, to be filed by Ernst & Young Inc. in advance of the hearing of this Motion; and
- Such other material as counsel may advise.

Possible Order Against You:

You may file an Affidavit and a brief, attend the hearing of the Motion, and state your position on whether the proposed Order should be made. If you do not attend, the judge may grant an Order without further notice to you.

Signature:

Signed on February-4 6, 2019.



Jim Patterson, Raj Sahni and Danish Afroz

Bennett Jones LLP, as lead counsel

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Ben Durnford and John Stringer

McInnes Cooper, as local counsel

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