



No. S-148385

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF SECTIONS 288 to 299 of the *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, C. 57, as AMENDED

- AND -

IN THE MATTER OF THE PROPOSED ARRANGEMENT AMONG RISKE CAPITAL CORP., 1017341 B.C. LTD., 1017343 B.C. LTD., 1017344 B.C. LTD., 1017345 B.C. LTD., AND 1017346 B.C. LTD., (COLLECTIVELY, THE "COMPANIES") AND THE SHAREHOLDERS OF RISKE CAPITAL CORP.

RISKE CAPITAL CORP.

PETITIONER

FINAL ORDER MADE AFTER APPLICATION

BEFORE } THE HONOURABLE Madam Justice
 } Fenlon } December 3, 2014
 })

ON THE APPLICATION of the Petitioner, Riske Capital Corp., for a final order pursuant to section 291 of the B.C. *Business Corporations Act*, S.B.C. 2002, c. 57 (the "*BCBCA*"), coming on for hearing on December 3, 2014, and on hearing Arash Farahmand and Nick Ayling, Barristers and Solicitors, counsels for the Petitioner, at 800 Smithe Street, Vancouver, British Columbia and on no one appearing on behalf of any other person affected; and upon reading the filed court materials herein;

AND UPON considering the fairness to the parties affected thereby of the terms and conditions of the Arrangement as defined in the Arrangement and of the transactions contemplated by the Arrangement; and

AND UPON being advised that it is the intention of the Petitioner to rely on Section 3(a)(10) of the *United States Securities Act* of 1933 and that the declaration of the fairness of, and the approval of, the arrangement contemplated in the Arrangement by this Honourable Court will serve as the basis for an exemption from the registration requirements of the *United States Securities Act of 1933*, as amended, pursuant to section 3(a)(10) thereof, for the issuance of securities contemplated in connection with the Arrangement;

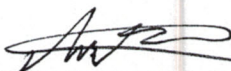
THE COURT DECLARES THAT:

1. Pursuant to the provisions of Section 291(4) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, that the Arrangement, including the terms and conditions thereof and the issuances and exchange of securities contemplated herein, is fair and reasonable;

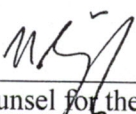
THE COURT ORDERS THAT:

2. The Arrangement be and hereby is approved pursuant to the provisions of Section 291(4)(a) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended;
3. The Arrangement shall be binding upon the Petitioner, the shareholders and their respective successors and assigns, in accordance with its terms therein; and
4. The Petitioner shall be entitled at any time to seek leave to amend or vary this Order, to seek the advice and direction of this Court as to the implementation of this Order or to apply for such further order or orders as may be appropriate.

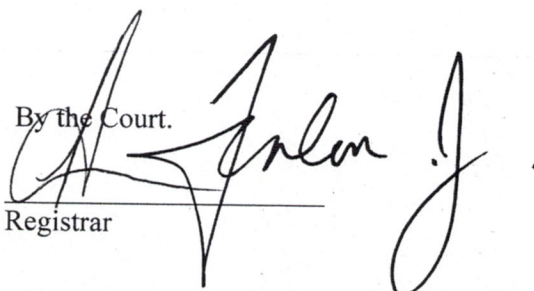
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Counsel for the Petitioner,
Arash Farahmand



Counsel for the Petitioner,
Nick Ayling

By the Court.


Registrar

