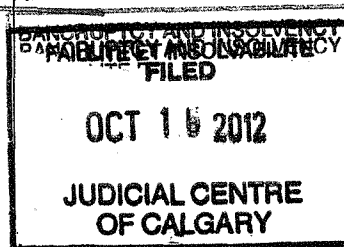


I hereby certify this to be a true copy of the original ORDER of which it purports to be a copy.

Dated this 16<sup>th</sup> day of Oct 2012

for M. Rejabali  
Registrar at Calgary  
Bankruptcy Division of the  
Court of Queen's Bench of Alberta

Clerk's Stamp:



COURT FILE NUMBER BK NO: 25-1642764  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL CENTRE CALGARY  
PROCEEDING IN THE MATTER OF THE BANKRUPTCY OF POYNT CORPORATION  
DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

Burnet, Duckworth & Palmer LLP  
2400, 525 - 8 Avenue SW  
Calgary, Alberta T2P 1G1  
Lawyer: Trevor Batty  
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Email Address: tbatty@bdplaw.com  
File No. 58297-53

DATE ON WHICH ORDER WAS PRONOUNCED: October 15, 2012  
NAME OF JUSTICE WHO MADE THIS ORDER: Justice Yamauchi

**ORDER**

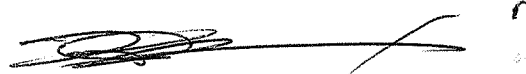
UPON THE APPLICATION of Poynt Corporation ("**Poynt**"), AND UPON HAVING read the Application filed by Poynt and the Affidavit of Andrew Osis (the "**Osis Affidavit**"), sworn October 15, 2012, AND UPON HEARING counsel for Poynt and all other interested parties present; IT IS HEREBY ORDERED THAT:

1. The time for service of the Application and all materials in support is hereby abridged to the date of actual service and service is hereby deemed good and sufficient.
2. The 30-day period of time within which Poynt is required to file a proposal to its creditors with the Official Receiver, under section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, shall be and is hereby extended from October 15, 2012 to and including November 26, 2012.

3. Poynt is granted the authority to borrow the amount of One Million Dollars (\$1,000,000.00) from O2O Corporation (the "**Fifth DIP Lender**") by way of an interim financing facility (the "**Fifth DIP Financing**") to be advanced to Poynt by the Fifth DIP Lender.
4. The terms of the Fifth DIP Financing, as set out in the Commitment Letter and Term Sheet attached as Exhibit "B" to the Osis Affidavit are approved.
5. All of Poynt's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**") shall be and is hereby subject to a charge in the amount of One Million Dollars (\$1,000,000.00), plus any and all other amounts owing to the Fifth DIP Lender pursuant to the Commitment Letter (the "**Fifth DIP Lender's Charge**"), in order to secure repayment to the Fifth DIP Lender of amounts advanced or due and owing under the Fifth DIP Financing.
6. The respective ranking of the various Court-ordered charges on the Property and the security interests in the Property shall be as follows:
  - (a) first, the Administration Charge created by the Order granted by this Honourable Court in these proceedings on July 30, 2012 (the "**July 30 Order**");
  - (b) second, the Second DIP Lender's Charge created by the Order granted in these proceedings on August 15, 2012, as amended by the Order granted in these proceedings on August 30, 2012;
  - (c) third, the security interests of Intertainment Media Inc.;
  - (d) fourth, the following charges ranked *pari passu* with one another:
    - (i) the DIP Lender's Charge created by the July 30 Order;
    - (ii) the Third DIP Lender's Charge created by the Order granted in these proceedings on September 14, 2012, and,
    - (iii) the Fourth DIP Lender's Charge created by the Order granted in these proceedings on September 27, 2012; and,
    - (iv) the Fifth DIP Lender's Charge
  - (e) fifth, the security interest of other creditors of the Applicant, if any.
7. The filing, registration or perfection of the Fifth DIP Lender's Charge shall not be required, and the Fifth DIP Lender's Charge shall be enforceable for all purposes, including as against any

right, title or interest filed, registered, recorded or perfected subsequent to the Fifth DIP Lender's Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

8. Service of this Order shall be deemed to have been achieved by posting a copy of this Order on the website of the NOI Trustee and by delivering a copy of this Order to those parties listed on the Service List prepared by counsel for Poynt.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

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**Justice of the Court of Queen's Bench of Alberta**