



AND UPON READING the Notice of Motion dated April 24, 2009, Affidavit #1 of V. Sorace sworn November 20, 2008, Affidavit #2 of V. Sorace sworn January 13, 2009, Affidavit #1 of P. McCourt sworn December 16, 2008, Affidavit #2 of P. McCourt sworn January 13, 2009, Affidavit #3 of P. McCourt sworn January 23, 2009 and Affidavit #4 of P. McCourt sworn April 24, 2009; AND UPON HEARING Warren B. Milman, counsel for the Applicant,

THIS COURT ORDERS AND DECLARES that:

#### **ANNUAL AND SPECIAL MEETING**

1. The Interim Receiver of the Petitioner, VRB Power Systems Inc. (the "Corporation"), in place of the directors of the Corporation, is authorized and directed to call, hold and conduct an annual and special meeting (the "Meeting") of the holders (the "Shareholders") of common shares in the capital of the Corporation (the "Common Shares") to be held on Friday, June 26, 2009 at 1300-777 Dunsmuir Street, Vancouver, British Columbia to:
  - (a) receive the audited financial statements for the Corporation for its fiscal year ended December 31, 2008;
  - (b) elect directors for the ensuing year;
  - (c) appoint the Corporation's auditor for the ensuing fiscal year and authorize the directors to fix remuneration to be paid to the auditor;
  - (d) consider and, if thought fit, pass a special resolution to change the name of the Corporation to "Nevaro Capital Corporation";

- (e) consider and, if thought fit, pass a special resolution to amend the Articles of the Corporation to first consolidate the Common Shares, currently anticipated to be on 5,000 to 1 basis, and then subdivide the Common Shares, currently anticipated to be on a 1 to 200 basis; and
  - (f) transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.
2. The Meeting will be called, held and conducted in accordance with the CBCA, the articles and by-laws of the Corporation and the requirements under applicable securities legislation, subject to the terms of this Order.

#### **RECORD DATE**

3. The record date (the "Record Date") for determining Shareholders entitled to received notice of the Meeting will be the close of business (Vancouver time) on May 22, 2009.

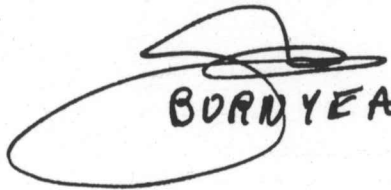
#### **SOLICITATION FOR NOMINATIONS FOR DIRECTORS**

4. The Corporation is authorized and directed to issue a press release and arrange for publication of an advertisement in a national newspaper at least 56 days prior to the Meeting inviting Shareholders to submit written nominations for directors of the Corporation by no later than May 25, 2009. Nominations must be signed by one or more shareholders of the Corporation who have held for at least a six month period prior to the date of such nomination an aggregate of not less than one percent of the outstanding shares of the Corporation or shares whose fair market value is at least \$2,000. Proponents are entitled to submit a supporting statement not exceeding 500 words for each nominee. Upon receipt of

valid nominations, the Corporation will include the name of the nominee or nominees in the form of proxy and the proxy circular to be prepared in connection with the Meeting and will also include the supporting statement, if any, in such circular.

**MEETING MATERIALS**

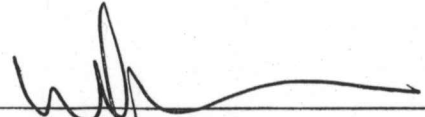
5. The Interim Receiver of the Corporation, in place of the directors and officers of the Corporation, is authorized and directed to cause a form of proxy and proxy circular in prescribed form to be sent to each Shareholder who is entitled to receive notice of the Meeting, the auditor of the Corporation and each proposed nominee for director of the Corporation and to file these materials as required under applicable securities law.
  
6. The Interim Receiver of the Corporation, in place of the directors or officers of the Corporation, is authorized and directed to sign and file a declaration of mailing once the proxy circular has been sent to each Shareholder who is entitled to receive notice of the Meeting, the auditor of the Corporation and each proposed nominee for director of the Corporation.

  
BORN YEAT, J.

BY THE COURT

  
DEPUTY DISTRICT REGISTRAR

APPROVED AS TO FORM:

  
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Counsel for the Applicant

NO. S088148  
VANCOUVER REGISTRY  
Estate No. 11-113386

IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY

Re: VRB POWER SYSTEMS INC.

PETITIONER

and

In the Matter of the Notice of Intention to make a proposal of:  
VRB POWER SYSTEMS INC.  
Insolvent Person  
ABAKHAN & ASSOCIATES INC.  
Trustee

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ORDER

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DYE & DURHAM COMPANY INC.