

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)
)
JUSTICE OSBORNE) FRIDAY, THE 13TH DAY
)
) OF OCTOBER, 2023

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
15315441 CANADA INC.

Applicant

**ORDER
(Stay Extension, Distribution, and Fees Approval)**

THIS MOTION, made by 15315441 Canada Inc. (the "**Applicant**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (the "**Order**"), among other things: (a) approving the Monitor's Reports (as defined below) of FTI Consulting Canada Inc. ("**FTI**") in its capacity as monitor of the Applicant (in such capacity, the "**Monitor**") and the activities of the Monitor described therein; (b) approving the fees and disbursements of the Monitor, as described in the Affidavit of Jeffrey Rosenberg sworn October 11, 2023 (the "**Rosenberg Affidavit**") and the fees and disbursements of the Monitor's counsel, Thornton Grout Finnigan ("**TGF**"), as described in the Affidavit of Rebecca Kennedy sworn October 11, 2023 (the "**Kennedy Affidavit**", and together with the Rosenberg Affidavit, the "**Fee Affidavits**"); (c) authorizing and directing the Monitor to make a Distribution (as defined below) to 2707031 Ontario Inc. ("**ACT**"); and (d) extending the Stay Period (as defined below), was heard this day by judicial videoconference via Zoom.

ON READING the Applicant's Notice of Motion dated October 6, 2023, the affidavit of Avininder Grewal sworn October 6, 2023 (the "**Grewal Affidavit**"), and the Exhibits thereto, the Fourth Report of the Monitor dated October 11, 2023, and the appendices thereto (the "**Fourth Report**"), the Fee Affidavits, and the Exhibits thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, counsel for ACT, and such other parties as listed on the Counsel Slip, with no one else appearing although duly served as appears from the affidavit of service of Philip Yang, filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Grewal Affidavit and the Order of Justice Osborne dated June 15, 2023 (the "**Amended and Restated Initial Order**").

APPROVAL OF THE MONITOR'S REPORTS, ACTIVITIES AND FEES

3. **THIS COURT ORDERS AND DECLARES** that the Fourth Report of the Monitor and the activities of the Monitor referred to therein are hereby ratified and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approvals.
4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from June 5, 2023 to September 30, 2023, as set out in the Rosenberg Affidavit, are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of Thornton Grout Finnigan LLP ("**TGF**") as legal counsel to the Monitor, for the period from May 29, 2023 to September 30, 2023, as set out in Kennedy Affidavit, are hereby approved.

DISTRIBUTION

6. **THIS COURT ORDERS** that the Monitor is hereby authorized to make a distribution to ACT from the Cash Consideration received and held by the Monitor in connection with the Subscription Agreement and the Transactions contemplated therein, in the amount of \$11,779,041.10, as of June 12, 2023, and any further interest or fees accrued on this amount until the Monitor makes this distribution to ACT (the "**Distribution**").
7. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to take all reasonably necessary steps and actions to effect the Distribution in accordance with the provisions of this Order, and shall not incur any liability as a result of making the Distribution.
8. **THIS COURT ORDERS** that the Distribution in accordance with this Order shall be permanent and indefeasible payments of the Applicant's obligations under the ACT Facility.

9. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these CCAA proceedings;
- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the BIA or other applicable legislation in respect of the Applicant and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Applicant; and
- (d) any provisions of any federal or provincial legislation,

the Distribution shall be made free and clear of all Encumbrances (including the Charges) and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Applicant and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

EXTENSION OF THE STAY PERIOD

10. **THIS COURT ORDERS** that the Stay Period, as defined in the Amended and Restated Initial Order granted by this Court on June 15, 2023, is hereby extended until January 30, 2024.

GENERAL

11. **THIS COURT ORDERS** that the Applicant or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

12. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to

give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Prevailing Eastern Time on the date hereof.

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PROCEEDING COMMENCED AT TORONTO

**STAY EXTENSION, DISTRIBUTION, AND FEES
APPROVAL ORDER**

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