

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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 **JUST ENERGY GROUP INC.**, JUST ENERGY CORP., ONTARIO ENERGY COMMODITIES INC., UNIVERSAL ENERGY CORPORATION, JUST ENERGY FINANCE CANADA ULC, HUDSON ENERGY CANADA CORP., JUST MANAGEMENT CORP., JUST ENERGY FINANCE HOLDING INC., 11929747 CANADA INC., 12175592 CANADA INC., JE SERVICES HOLDCO I INC., JE SERVICES HOLDCO II INC., 8704104 CANADA INC., JUST ENERGY ADVANCED SOLUTIONS CORP., JUST ENERGY (U.S.) CORP., JUST ENERGY ILLINOIS CORP., JUST ENERGY INDIANA CORP., JUST ENERGY MASSACHUSETTS CORP., JUST ENERGY NEW YORK CORP., JUST ENERGY TEXAS I CORP., JUST ENERGY, LLC, JUST ENERGY PENNSYLVANIA CORP., JUST ENERGY MICHIGAN CORP., JUST ENERGY SOLUTIONS INC., HUDSON ENERGY SERVICES LLC, HUDSON ENERGY CORP., INTERACTIVE ENERGY GROUP LLC, HUDSON PARENT HOLDINGS LLC, DRAG MARKETING LLC, JUST ENERGY ADVANCED SOLUTIONS LLC, FULCRUM RETAIL ENERGY LLC, FULCRUM RETAIL HOLDINGS LLC, TARA ENERGY, LLC, JUST ENERGY MARKETING CORP., JUST ENERGY CONNECTICUT CORP., JUST ENERGY LIMITED, JUST SOLAR HOLDINGS CORP. AND JUST ENERGY (FINANCE) HUNGARY ZRT.

(each, an “**Applicant**”, and collectively, the “**Applicants**”)

**MOTION RECORD OF THE APPLICANTS
(Stay Extension Motion)**

October 19, 2022

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<p>COLLUS POWER CORP. C/O EPCOR ELECTRICITY DISTRIBUTION ONTARIO INC. 43 Steward Road P.O. Box 189 Collingwood, ON L9Y 3Z5</p> <p>Fax: 705.445.8267</p>	<p>Email: onreg.electricity@epcor.com</p>
<p>COOPERATIVE HYDRO EMBRUN INC. 821 Notre-Dame Street, Suite 200 Embrun, ON K0A 1W1</p> <p>Fax: 613.443.0495</p>	<p>Email: benoit@hydroembrun.ca</p>
<p>E.L.K. ENERGY INC. 172 Forest Avenue Essex, ON N8M 3E4</p> <p>Fax: 519.776.5640</p>	

<p>ENERSOURCE HYDRO MISSISSAUGA INC. 3240 Mavis Road Mississauga, ON L5C 3K1</p> <p>Fax: 905.566.2727</p> <p>Copy to:</p> <p>ALECTRA UTILITIES CORPORATION 2185 Derry Road West Mississauga, ON L5N 7A6</p>	<p>Email: emuscat@enersource.com</p> <p>Copy to:</p> <p>Email: regulatoryaffairs@alecrautilities.com</p>
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<p>HYDRO HAWKESBURY INC. 850 Tupper Street Hawkesbury, ON K6A 3S7</p> <p>Fax: 613.632.8603</p>	<p>Email: service@hydrohawkesbury.ca</p>
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<p>MILTON HYDRO DISTRIBUTION INC. 8069 Lawson Road Milton, ON L9T 5C4</p> <p>Fax: 905.876.2044</p> <p>Copy to:</p> <p>MILTON HYDRO DISTRIBUTION INC. 200 Chisholm Drive Milton, ON L9T 3G9</p>	<p>Email: igor.rusic@miltonhydro.com</p> <p>Copy to:</p> <p>Email: regulatory@miltonhydro.com</p>
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Tab 1

Court File No. CV-21-00658423-00CL

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

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 JUST ENERGY GROUP INC., JUST ENERGY CORP., ONTARIO ENERGY COMMODITIES INC., UNIVERSAL ENERGY CORPORATION, JUST ENERGY FINANCE CANADA ULC, HUDSON ENERGY CANADA CORP., JUST MANAGEMENT CORP., 11929747 CANADA INC., 12175592 CANADA INC., JE SERVICES HOLDCO I INC., JE SERVICES HOLDCO II INC., 8704104 CANADA INC., JUST ENERGY ADVANCED SOLUTIONS CORP., JUST ENERGY (U.S.) CORP., JUST ENERGY ILLINOIS CORP., JUST ENERGY INDIANA CORP., JUST ENERGY MASSACHUSETTS CORP., JUST ENERGY NEW YORK CORP., JUST ENERGY TEXAS I CORP., JUST ENERGY, LLC, JUST ENERGY PENNSYLVANIA CORP., JUST ENERGY MICHIGAN CORP., JUST ENERGY SOLUTIONS INC., HUDSON ENERGY SERVICES LLC, HUDSON ENERGY CORP., INTERACTIVE ENERGY GROUP LLC, HUDSON PARENT HOLDINGS LLC, DRAG MARKETING LLC, JUST ENERGY ADVANCED SOLUTIONS LLC, FULCRUM RETAIL ENERGY LLC, FULCRUM RETAIL HOLDINGS LLC, TARA ENERGY, LLC, JUST ENERGY MARKETING CORP., JUST ENERGY CONNECTICUT CORP., JUST ENERGY LIMITED, JUST SOLAR HOLDINGS CORP. AND JUST ENERGY (FINANCE) HUNGARY ZRT.

Applicants

**NOTICE OF MOTION
(Motion for Stay Extension)**

The Applicants will make a motion before the Honourable Justice McEwen of the Ontario Superior Court of Justice (Commercial List) on October 24, 2022 or as soon after that time as the motion may be addressed.

PROPOSED METHOD OF HEARING: The motion is to be heard in writing.

THE MOTION IS FOR:

1. If necessary, an order abridging the time for service of this Notice of Motion and dispensing with service on any person other than those served;
2. An Order granting a two day extension of the stay of proceedings to November 2, 2022.
3. Capitalized terms used but not defined in this Notice of Motion shall have the meanings given to them in the Affidavit of Michael Carter sworn October 19, 2022 (the “**Carter Affidavit**”).

THE GROUNDS FOR THE MOTION ARE:

4. The current stay of proceedings granted in the CCAA proceedings expires on October 31, 2022, or such later date as the Court may order (the “**Stay Period**”).
5. The Just Energy Entities have served a motion returnable November 2, 2022 (the “**Vesting Order Motion**”) seeking, among other things, an Order approving the definitive purchase agreement dated as of August 4, 2022, between Just Energy and LVS III SPE XV LP, TOCU XVII LLC, HVS XVI LLC, OC II LVS XIV LP, OC III LFE I LP and CBHT Energy I LLC and the transactions contemplated therein.
6. The Just Energy Entities are seeking a short, two-day extension of the Stay Period up to and including November 2, 2022 to accommodate the scheduling of the hearing of the Vesting Order Motion.
7. The Just Energy Entities have acted and continue to act in good faith and with due diligence in these CCAA proceedings.

8. It is just and convenient and in the interests of the Just Energy Entities and their stakeholders that the Stay Period be extended to November 2, 2022.

9. The Just Energy Entities have sufficient funds to continue their operations and fund these CCAA proceedings during the extended Stay Period.

Other Grounds

10. In addition to the other grounds discussed in this Notice of Motion, the Applicants rely on:

- (a) the provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;
- (b) Rules 1.04, 1.05, 2.03, 16, 37, and 59.06 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 and 137 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;
- (c) changes to Commercial List operations in light of COVID-19 dated March 16, 2020; and
- (d) such further and other grounds as the lawyers may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

- 1. The Affidavit of Michael Carter sworn October 19, 2022;
- 2. The Supplement to the Eleventh Report of the Monitor dated October 3, 2022; and
- 3. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

October 19, 2022

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TO: THE SERVICE LIST

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

Court File No: CV-21-00658423-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF JUST ENERGY GROUP INC. *et al.*

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

NOTICE OF MOTION
(Motion for Stay Extension)

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Tab 2

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

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 JUST ENERGY GROUP INC., JUST ENERGY CORP., ONTARIO ENERGY COMMODITIES INC., UNIVERSAL ENERGY CORPORATION, JUST ENERGY FINANCE CANADA ULC, HUDSON ENERGY CANADA CORP., JUST MANAGEMENT CORP., 11929747 CANADA INC., 12175592 CANADA INC., JE SERVICES HOLDCO I INC., JE SERVICES HOLDCO II INC., 8704104 CANADA INC., JUST ENERGY ADVANCED SOLUTIONS CORP., JUST ENERGY (U.S.) CORP., JUST ENERGY ILLINOIS CORP., JUST ENERGY INDIANA CORP., JUST ENERGY MASSACHUSETTS CORP., JUST ENERGY NEW YORK CORP., JUST ENERGY TEXAS I CORP., JUST ENERGY, LLC, JUST ENERGY PENNSYLVANIA CORP., JUST ENERGY MICHIGAN CORP., JUST ENERGY SOLUTIONS INC., HUDSON ENERGY SERVICES LLC, HUDSON ENERGY CORP., INTERACTIVE ENERGY GROUP LLC, HUDSON PARENT HOLDINGS LLC, DRAG MARKETING LLC, JUST ENERGY ADVANCED SOLUTIONS LLC, FULCRUM RETAIL ENERGY LLC, FULCRUM RETAIL HOLDINGS LLC, TARA ENERGY, LLC, JUST ENERGY MARKETING CORP., JUST ENERGY CONNECTICUT CORP., JUST ENERGY LIMITED, JUST SOLAR HOLDINGS CORP. AND JUST ENERGY (FINANCE) HUNGARY ZRT.

Applicants

AFFIDAVIT OF MICHAEL CARTER

I, Michael Carter, of the Town of Flower Mound, in the State of Texas, MAKE OATH AND SAY:

1. I have been Just Energy Group Inc.'s ("**Just Energy**") Chief Financial Officer since September 2020. In that role, I am responsible for all financial-related aspects of the business of Just Energy and its subsidiaries in these CCAA proceedings (collectively, the "**Applicants**"), including the partnerships listed on Schedule "A" of the Order of the Ontario Superior Court of Justice (commercial List) dated March 9, 2021 (as amended and restated, the "**Initial Order**") to which the protections and authorizations of the Initial Order were extended (collectively with the

Applicants, the “**Just Energy Entities**”). As such, I have personal knowledge of the matters deposited to in this affidavit, including the business and financial affairs of the Just Energy Entities. Where I have relied on other sources for information, I have stated the source of my information and I believe such information to be true.

2. I make this affidavit in support of the Applicants’ motion in writing for a short extension of the Stay Period (as defined in the Initial Order) to, and including, November 2, 2022.

EXTENSION TO THE STAY PERIOD

3. The Initial Order granted a Stay Period until and including March 19, 2021. The Stay Period has subsequently been extended to, most recently, October 31, 2022.

4. Since the Stay Period was last extended on August 17, 2022, the Just Energy Entities, in consultation with the Monitor, have continued to work hard to implement the Court approved sale and investment solicitation process (the “**SISP**”), finalize all definitive documents with respect to the successful bid, and prepare motion materials seeking a vesting order in accordance with the SISP.

5. The Just Energy Entities have served a motion returnable November 2, 2022 (the “**Vesting Order Motion**”) seeking, among other things, (i) an Order approving the definitive purchase agreement dated as of August 4, 2022, between Just Energy and LVS III SPE XV LP, TOCU XVII LLC, HVS XVI LLC, OC II LVS XIV LP, OC III LFE I LP and CBHT Energy I LLC and the transactions contemplated therein; and (ii) an extension of the Stay Period until January 31, 2023.

6. As a result of the scheduling of the hearing of the Vesting Order Motion on November 2, 2022, the Just Energy Entities are seeking a short, two-day extension of the Stay Period up to and including November 2, 2022.

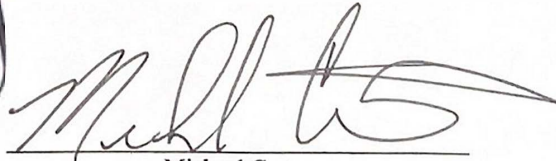
7. The Just Energy Entities have acted and continue to act in good faith and with due diligence in these CCAA proceedings. The Just Energy Entities believe that the extension of the Stay Period is necessary and appropriate in the circumstances to provide the Just Energy Entities with an additional short period of time in order for the Vesting Order Motion to be heard on November 2, 2022.

8. On October 3, 2022, the Monitor filed a supplemental report (the "**Supplement to the Monitor's Eleventh Report**") which included, among other things, a cash flow forecast demonstrating that, subject to the underlying assumptions contained therein, the Just Energy Entities will have sufficient funds to continue their operations and fund these CCAA proceedings during the proposed extension of the Stay Period to November 2, 2022. I understand that the Monitor supports the extension of the Stay Period to November 2, 2022.

SWORN BEFORE ME over video teleconference this 19th day of October, 2022 pursuant to O. Reg 431/20, Administering Oath or Declaration Remotely. The affiant was located in the Town of Flower Mound, in the State of Texas while the Commissioner was located in the City Toronto, in the Province of Ontario.

Tiffany Sun

Commissioner for Taking Affidavits
Miao Sun, LSO No. 84440N



Michael Carter

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

Court File No: CV-21-00658423-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JUST
ENERGY GROUP INC., *et al.*

Applicants

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF MICHAEL CARTER
(Stay Extension)**

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Counsel for the Applicants

Tab 3

Court File No. CV-21-00658423-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) , THE DAY
JUSTICE MCEWEN) OF , 2022

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 JUST ENERGY GROUP INC., JUST ENERGY CORP., ONTARIO ENERGY COMMODITIES INC., UNIVERSAL ENERGY CORPORATION, JUST ENERGY FINANCE CANADA ULC, HUDSON ENERGY CANADA CORP., JUST MANAGEMENT CORP., 11929747 CANADA INC., 12175592 CANADA INC., JE SERVICES HOLDCO I INC., JE SERVICES HOLDCO II INC., 8704104 CANADA INC., JUST ENERGY ADVANCED SOLUTIONS CORP., JUST ENERGY (U.S.) CORP., JUST ENERGY ILLINOIS CORP., JUST ENERGY INDIANA CORP., JUST ENERGY MASSACHUSETTS CORP., JUST ENERGY NEW YORK CORP., JUST ENERGY TEXAS I CORP., JUST ENERGY, LLC, JUST ENERGY PENNSYLVANIA CORP., JUST ENERGY MICHIGAN CORP., JUST ENERGY SOLUTIONS INC., HUDSON ENERGY SERVICES LLC, HUDSON ENERGY CORP., INTERACTIVE ENERGY GROUP LLC, HUDSON PARENT HOLDINGS LLC, DRAG MARKETING LLC, JUST ENERGY ADVANCED SOLUTIONS LLC, FULCRUM RETAIL ENERGY LLC, FULCRUM RETAIL HOLDINGS LLC, TARA ENERGY, LLC, JUST ENERGY MARKETING CORP., JUST ENERGY CONNECTICUT CORP., JUST ENERGY LIMITED, JUST SOLAR HOLDINGS CORP. AND JUST ENERGY (FINANCE) HUNGARY ZRT.

(each, an “**Applicant**”, and collectively, the “**Applicants**”)

**ORDER
(Stay Extension)**

THIS MOTION, made by the Applicants pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order extending the Stay Period (as defined in paragraph 17 of the Second Amended and Restated Initial Order, granted May 26, 2021) was heard this day in writing at Toronto, Ontario.

ON READING the Notice of Motion of the Applicants, the Affidavit of Michael Carter

sworn October 19, 2022, including the exhibits thereto, the Supplement to the Eleventh Report of FTI Consulting Canada Inc., in its capacity as monitor (the “**Monitor**”), dated October 3, 2022, and upon being advised by counsel for the Monitor that no party has provided notice of objection to this motion for an extension of the Stay Period although duly served as appears from the Affidavit of Service of Tiffany Sun, affirmed October 19, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including November 2, 2022.

GENERAL

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

4. **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 of America to give effect to this Order and to assist the Applicants, 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 Applicants 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

Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

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

Court File No: CV-21-00658423-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JUST
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Applicants

Ontario
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COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(Stay Extension)**

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