

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

THE HONOURABLE MR.)	THURSDAY, THE 19 th
)	
JUSTICE MCEWEN)	DAY OF JANUARY, 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 14487893 CANADA INC., 11368, LLC, 12175592 CANADA INC., DRAG
MARKETING LLC, JUST SOLAR HOLDINGS CORP., JUST ENERGY
CONNECTICUT CORP., AND JUST ENERGY (FINANCE) HUNGARY ZRT.
(each, an “**Applicant**”, and collectively, the “**Applicants**”)

APPLICANTS

**ORDER
(Stay Extension & Other Relief)**

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor of the Applicants (in such capacity, the “**Monitor**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order, *inter alia*, (i) extending the Stay Period until the CCAA Termination Date, (ii) terminating the Subordinated Notes and Term Loan and releasing and discharging all liabilities of Computershare Trust Company of Canada (“**Computershare**”) thereunder, (iii) approving the fees of the Monitor and its counsel, and (iv) approving the Thirteenth Report (as defined below) and activities and conduct described therein, was heard this day by judicial video-conference via Zoom in Toronto, Ontario.

ON READING the Notice of Motion of the Monitor, the Thirteenth Report of the Monitor dated January 12, 2023 (the “**Thirteenth Report**”), the fee affidavits of Paul Bishop sworn January 12, 2023, Puya Fesharaki sworn January 12, 2023, and John Higgins sworn January 12, 2023 (collectively, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Monitor and such other counsel that were present, no one else appearing for any party although duly served as appears from the affidavit of service of Rachel Nicholson dated January 13, 2023.

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service 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 Thirteenth Report.

SUBORDINATED NOTES AND TERM LOAN

3. **THIS COURT ORDERS** that Computershare shall be permanently released and discharged from any duties and liabilities in acting in its capacity as trustee under the Trust Indenture for the Subordinated Notes dated September 28, 2020 (the “**Trust Indenture**”) between Just Energy and Computershare arising after the date of this Order.

4. **THIS COURT ORDERS** that Computershare shall be permanently released and discharged from any duties and liabilities in acting in its capacity as Administrative Agent under the Term Loan arising after the date of this Order.

STAY EXTENSION

5. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including the CCAA Termination Date.

APPROVAL OF MONITOR’S REPORTS AND FEES

6. **THIS COURT ORDERS** that the Thirteenth Report and the activities, conduct and decisions of the Monitor set out therein are hereby ratified and approved, provided that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled

to rely upon or utilize in any way such approval.

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its Canadian and U.S. counsel, as set out in the Thirteenth Report and the Fee Affidavits, are hereby approved.

8. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its Canadian and U.S. Counsel that have been or will be incurred in performance of the duties of the Monitor up to the CCAA Termination Date are hereby authorized and approved up to the amount of the Administrative Reserve.

GENERAL

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

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court for the Southern District of Texas overseeing the Applicants' proceedings under Chapter 15 of the Bankruptcy Code in Case No. 21-30823 (MI), or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants and the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order 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 AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF **14487893 CANADA INC. et al.** (each, an “**Applicant**”, and collectively, the “**Applicants**”)

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

STAY EXTENSION ORDER

Thornton Grout Finnigan LLP

TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Tel: (416) 304-1616 / Fax: (416) 304-1313

Robert I. Thornton (LSO# 24266B)

Email: rthornton@tgf.ca / Tel: (416) 304-0560

Rebecca L. Kennedy (LSO# 61146S)

Email: rkennedy@tgf.ca / Tel: (416) 304-0603

Rachel Nicholson (LSO# 68348V)

Email: rnicholson@tgf.ca / Tel: (416) 304-1153

Puya Fesharaki (LSO# 70588L)

Email: pfesharaki@tgf.ca / Tel: (416) 304-7979

Lawyers for the Court-appointed Monitor,
FTI Consulting Canada Inc.