Court File No. BK-33-3368241
33-3368242

ONTARIO

SUPERIOR COURT OF JUSTICE

EAST REGION COMMERCIAL LIST

THE HONOURABLE	)	WEDNESDAY, THE 9TH
	)	
JUSTICE C. MACLEOD	)	DAY OF SEPTEMBER, 2026

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF 1382769 ONTARIO LIMITED AND 1622356 ONTARIO LIMITED

APPROVAL AND VESTING ORDER

THIS MOTION, made by 1382769 Ontario Limited and 1622356 Ontario Limited (together, the "Debtors") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Debtors and 7055579 Canada Inc. (the "Purchaser") dated June 16, 2026 and appended to the Report of Albert Gelman Inc. in its capacity as trustee to the notices of intention to make a proposal proceedings of the Debtors (in such capacity, the "Proposal Trustee") dated September 4, 2026 (the "Report"), and vesting in the Purchaser (or as the Purchaser may direct with the consent of the Proposal Trustee as set out in the Sale Agreement), the Debtors' right, title and interest in and to the assets described in the Sale Agreement (the "Purchased Assets"), was heard this day by videoconference at 161 Elgin Street, Ottawa, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Debtors and counsel for the Proposal Trustee, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Debtors is hereby authorized and approved, with such minor amendments as the Debtors and the Purchaser may, with the approval of the Proposal Trustee, deem necessary or appropriate. The Debtors are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser (or as the Purchaser may direct with the consent of the Proposal Trustee as set out in the Sale Agreement).

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Proposal Trustee's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "Proposal Trustee's Certificate"), all of the Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser (or as the Purchaser may direct with the consent of the Proposal Trustee as set out in the Sale Agreement), free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Perron dated July 13, 2026; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the "Encumbrances") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Proposal Trustee's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

4. THIS COURT ORDERS AND DIRECTS the Proposal Trustee to file with the Court a copy of the Proposal Trustee's Certificate, forthwith after delivery thereof.

5. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Proposal Trustee is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtors' records pertaining to the Debtors' past and current employees, including any personal information of those employees listed in any Schedule to the Sale Agreement. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtors.

6. THIS COURT ORDERS that, notwithstanding:

(a) the pendency of these proceedings;

(b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and

(c) any assignment in bankruptcy made in respect of the Debtors;

the vesting of the Purchased Assets in the Purchaser (or as the Purchaser may direct with the consent of the Proposal Trustee as set out in the Sale Agreement) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. 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 Debtors and the Proposal Trustee and their 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 Debtors and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist them and their agents in carrying out the terms of this Order.

Digitally signed by C. MacLeod RSJ
Date: 2026.09.09 14:24:41 -04'00'

Issuance on September 14, 2026

Schedule A – Form of Proposal Trustee's Certificate

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SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF 1382769 ONTARIO LIMITED AND 1622356 ONTARIO LIMITED

PROPOSAL TRUSTEE'S CERTIFICATE

RECITALS

A. Albert Gelman Inc. acts as trustee (in such capacity, the "Proposal Trustee") to the notice of intention to make a proposal proceedings of 1382769 Ontario Limited and 1622356 Ontario Limited (together, the "Debtors").

B. Pursuant to an Order of the Honourable Justice MacLeod of the Ontario Superior Court of Justice (the "Court") dated September 9, 2026, the Court approved the agreement of purchase and sale made as of June 16, 2026 (the "Sale Agreement") between the Debtors and 7055579 Canada Inc. (the "Purchaser") and provided for the vesting in the Purchaser (or as the Purchaser may direct with the consent of the Proposal Trustee as set out in the Sale Agreement) of the Debtors' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtors and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser or its assignee has paid and the Proposal Trustee has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;

2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtors and the Purchaser; and

3. The Transaction has been completed to the satisfaction of the Proposal Trustee.

4. This Certificate was delivered by the Proposal Trustee at ________ [TIME] on _______ [DATE].

ALBERT GELMAN INC., in its capacity as trustee to the notice of intention to make a proposal proceedings of 1382769 Ontario Limited and 1622356 Ontario Limited, and in no corporate, personal or other capacity

Per: ________________________________

Name: Tom McElroy
Title: Licensed Insolvency Trustee