Court File No. CV-25-00102436-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST – EAST REGION

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

and

GILMOUR REAL ESTATE CORPORATION, GILMOUR'S ON 38 INC., GILMOUR'S BY THE BAY INC., 1203113 ONTARIO INC., GILMOUR HOLDING CORPORATION, and J. GILMOUR HOLDINGS INC.

Respondents

SUPPLEMENTEL RECORD OF THE APPLICANT

(Returnable May 6, 2026)

April 24, 2026.

HARRISON PENSA LLP
Barristers & Solicitors
130 Dufferin Avenue, Suite 1101
London, ON N6A 5R2

Timothy C. Hogan (LSO#36553S)
Jason DiFruscia (LSO#81666Q)

Tel: 519-679-9660
Fax: 519-667-3362
Email: thogan@harrisonpensa.com
Email: jdifruscia@harrisonpensa.com

Solicitors for the Applicant,
The Toronto-Dominion Bank

TO: Service List

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Tab 1

Court File No. CV-25-00102436-0000

ONTARIO
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BETWEEN:

THE TORONTO-DOMINION BANK

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-and-

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Respondents

SECOND SUPPLEMENTAL AFFIDAVIT OF DENNIS ZAMANIS

(Sworn April 23, 2026)

I, Dennis Zamanis, of the City of Markham, in the Province of Ontario, **MAKE OATH AND SAY**:

1. I am an Account Manager, with the Applicant, The Toronto-Dominion Bank (the "**Bank**"), and as such have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary these matters are within my own knowledge and are true. Where I have indicated that I have obtained facts from other sources, I have identified the source and I believe those facts to be true.

2. This affidavit follows my sworn affidavits in this matter on December 29, 2025 (the "**First Zamanis Affidavit**") and April 1, 2026 (the "**Second Zamanis Affidavit**"). All capitalized terms not otherwise defined herein retain the same meaning as in the First Zamanis Affidavit and Second Zamanis Affidavit. I have reviewed the affidavit of Jordan Gilmour sworn April 17, 2026 (the "**Gilmour Affidavit**") and reply to same as follows.

3. In response to paragraph 19 of the Gilmour Affidavit, the Forbearance

Agreement was in default due to continuing arrears owing to Canada Revenue Agency ("**CRA**") on account of HST. Attached hereto and marked as **Exhibit "A"** is a true copy of the lien registered against the Real Property on June 27, 2025 by His Majesty the King in Right of Canada as Represented by the Minister of National Revenue in relation to Gilmour REC's indebtedness to CRA on account of HST totalling $198,699.96.

4. In response to paragraph 22 of the Gilmour Affidavit[1], Gilmour REC first went into arrears on payments in June 2023. These missed payments resulted in accruing principal and interest arrears. As the payment defaults continued, principal and interest arrears continued to accrue. Following the Demands issued in June 2024, there were months when insufficient funds were available for the Bank to process payments due.

5. In the face of Gilmour REC's lack of cash, the Bank was agreeable to accommodating Gilmour REC to allow it time to sell the Real Property.

6. In response to paragraph 26 of the Gilmour Affidavit, Gilmour REC is indebted on account of realty taxes in relation to the Real Property in the sum of $34,028.97 as at April 22, 2026. Attached hereto and marked as **Exhibit "B"** is a true copy of the tax certificate for the real property dated April 22, 2026.

7. In response to paragraph 32 of the Gilmour Affidavit, the financial statements of the Gilmour 38 and Gilmour BTB as at December 31, 2024 confirm losses. Attached hereto and marked as **Exhibit "C"** are true copies of financial statements for Gilmour 38 and Gilmour BTB.

8. I make this Affidavit in support of the Application to appoint AGI as Receiver, without security, of all the assets, undertakings and properties of the Respondents and for no other or improper purpose.

---

[1] In relation to automatic withdrawals from Gilmour REC's accounts ceasing in October 2024.

***Sworn* or *Affirmed* before me:** ☐ in person OR ☒ by video conference

by Dennis Zamanis of the City of Markham in the Province of Ontario, before me at the City of London in the Province of Ontario, on April 23, 2026 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits *(or as may be)*

DocuSigned by: 93810FB7C36A4F1...	Signed by: Dennis Zamanis 994059B9BCED417...
Signature of Commissioner (or as may be)	Dennis Zamanis

Court File No. CV-25-00102436-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
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-and-

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Respondents

ATTACHED HERETO ARE EXHIBITS "A" TO "C"

AS REFERRED TO IN THE AFFIDAVIT OF DENNIS ZAMANIS,

SWORN BEFORE ME BY VIDEOCONFERENCE APRIL 23, 2026.

DocuSigned by:

93810FB7C36A4F1...

A Commissioner, etc.

EXHIBIT "A"

LRO # 13 **Lien** **Registered as FC406945** on 2025 06 27 at 10:46

The applicant(s) hereby applies to the Land Registrar. yyyy mm dd Page 1 of 2

Properties

PIN 36141 - 0227 LT

Description PT LT 6 CON 5 PORTLAND PT 1 13R19528; SOUTH FRONTENAC

Address HIGHWAY 38
HARROWSMITH

Claimant(s)

Name HIS MAJESTY THE KING IN RIGHT OF CANADA AS REPRESENTED BY THE MINISTER OF NATIONAL REVENUE

Address for Service Canada Revenue Agency
451 Talbot St
London, ON N6A 5C9

This document is not authorized under Power of Attorney by this party.

This document is being authorized by a representative of the Crown.

Statements

Schedule: See Schedules

Signed By

Richard M Paradis — 451 Talbot Street, London, N6A 5E5 — acting for Applicant(s) — Signed 2025 06 27

Tel 519-645-4226

Email richard.paradis@cra-arc.gc.ca

I have the authority to sign and register the document on behalf of the Applicant(s).

Submitted By

CANADA REVENUE AGENCY — 451 Talbot Street, London, N6A 5E5 — 2025 06 27

Tel 519-645-4226

Email richard.paradis@cra-arc.gc.ca

Fees/Taxes/Payment

Statutory Registration Fee $70.90

Total Paid $70.90

File Number

Claimant Client File Number : ETA-1625-25

NOTICE OF LIEN PURSUANT TO SUBSECTION 316 (4) AND (5)

OF THE EXCISE TAX ACT

CONSIDERATION: $198,699.96

WHEREAS pursuant to subsection 316 (1) and (2) of the Excise Tax Act, any amount payable or any part of the amount payable by a tax debtor (the amount) and that amount remains unpaid the amount may be certified by the Minister of National Revenue and registered in the Federal Court of Canada (the Court) at which point the certificate is deemed to be a judgment against the tax debtor;

WHEREAS pursuant to subsection 316 (4) and (5) of the Excise Tax Act, a document which the Court has issued, and which evidences a certificate of that Court upon registration on title or otherwise recorded creates a charge, lien or priority on, or a binding interest in property that the tax debtor holds;

AND WHEREAS GILMOUR REAL ESTATE CORPORATION is indebted to the Minister of National Revenue for Goods and Services Tax/Harmonized Sales Tax and other amounts as set out in this notice at the date of issuance of the Certificate in Court File Number ETA-1625-25 by the Court, together with interest at such rate or rates as determined from time to time by Section 280 of the Excise Tax Act;

AND WHEREAS GILMOUR REAL ESTATE CORPORATION has an interest in the lands described in this notice.

NOW THEREFORE TAKE NOTICE that HIS MAJESTY THE KING IN RIGHT OF CANADA AS REPRESENTED BY THE MINISTER OF NATIONAL REVENUE claims a lien and charge against the interest of GILMOUR REAL ESTATE CORPORATION in the lands described in this notice.

Notwithstanding the date of registration of this lien, a portion of the lien takes priority over all other encumbrances except those that fall within the definition of "prescribed security interest" in Regulation 2201 of the Income Tax Act. This priority is claimed pursuant to subsections 227(4) and (4.1) of the Income Tax Act, and/or section 222 of the Excise Tax Act.

EXHIBIT "B"

T[illegible] FICATE

PO Box 100
Sydenham ON K0H 2T0

Roll Number: 080-020-09330-0000

Certificate #: 5322
Your File #: 202275

Requested By

HARRISON PENSA LLP
130 DUFFERIN AVE
SUITE 1101
PO BOX 3237
LONDON ON N6A 4K3

Assessed Owners

GILMOUR REAL ESTATE CORPORATION

5062 ROAD 38
HARROWSMITH ON K0H 1V0
CANADA

Municipal Address

05062 ROAD 38

Legal Description

PORTLAND CON 5 PT LOT 6 RP
13R19528 PART 1

Statement of Current Taxes for 2026

Taxes Levied to Date	Special Charges	Total	Penalty
$8,047.93	$0.00	$8,047.93	$100.60

Current Year Installments: 3/31/2026 $8,047.93

Statement of Tax Account

Year	Taxes	Interest	Outstanding
2026	$8,047.93	$100.60	$8,148.53
2025	$22,994.08	$2,886.36	$25,880.44
2024			$0.00
2023 & prior			$0.00

Total Taxes Billed at Date of Certification: **$34,028.97**

Penalty at a rate of 1.25% of unpaid taxes will be added on the 1st day of the month following default and on the 1st day of each calendar month thereafter.

Additional Information

Previous Year Taxes Levied

2025 $22,994.08

Water/Sewer Balance

$0.00

Special Charges Breakdown

Code	Description	Amount	Expires

Comments:

I hereby certify that, subject to the following qualifications, this statement shows:

1. All arrears of taxes returned to this office and due against the property described herein.
2. The current amount of taxes levied to date on the real property described herein and the amount of current year's and prior year's taxes owing as at the date of certification.
3. That no part of the lands described herein have been sold for taxes and no certificate of tax arrears has been registered against said lands unless specifically identified.

Certified as at: 4/22/2026

Melia Edgar

Treasurer/Deputy Treasurer

Qualifications

1. The total taxes shown may include additions to the Tax Collector's roll as authorized by provincial legislation.
2. The information on this certificate is based on cheques tendered but not necessarily honoured by the institution upon which they were drawn, and may not reflect payment made in the last 10 days.

Harrison Pensa
LAWYERS

Timothy C. Hogan
Direct Line: 519-661-6743
thogan@harrisonpensa.com

Assistant: Aimee Newman
Direct Line: (519) 850-5568
anewman@harrisonpensa.com

April 22, 2026

VIA E-mail: **taxes@southfrontenac.net**

Township of South Frontenac
4432 George Street
Syndenham, ON K0H 2T0

Attention: Tax Department

Dear Sir or Madam:

Re: Tax Certificate for Roll No.: 080020093300000
Property Address: 5062 Road 38
Our File No. 202275

Please provide us with the tax certificate for the above-noted property, setting out the current year's taxes to date and arrears, if any. Payment to be made by credit card.

We would appreciate receiving your response to the attention of Aimee Newman.

Thank you for your assistance.

Yours truly,
HARRISON PENSA LLP

Timothy C. Hogan
TCH/aim
Enclosure

Harrison Pensa
LAWYERS

HARRISON PENSA LLP
130 DUFFERIN AVENUE
SUITE 1101
LONDON, ONTARIO
N6A 5R2

CANADIAN IMPERIAL BANK OF COMMERCE
355 WELLINGTON STREET, UNIT 177
LONDON, ON N6A 3N7
GENERAL ACCOUNT

265508

DATE 22 04 2026
D D M M Y Y Y Y

PAY TO THE ORDER OF Township of South Frontenac

THIRTY AND 00/100*****

$ ******30.00

Township of South Frontenac

HARRISON PENSA LLP

PER

PER

⑈265508⑈ ⑆00082⑉010⑆ 44⑉01212⑈

265508

Apr 22, 2026 PAY TO: Township of South Frontenac 265508

INVOICE #	INV. DATE	INV. AMOUNT	DESCRIPTION	AMT. PAID
202275/TCH	04-22-26	30.00	Created by: Newman, Aimee Started on: 2026-04-22 14:13:50	30.00
			CHEQUE TOTAL:	30.00

Printer ID # / NI d'imprimeur 1014

Endorsement - Signature or Stamp

Warning: Absence of the following Security Features may indicate alteration.

Microprint : Tiny type in border on front of cheque will fill in when scanned or photocopied

Security Screen: "Original Document" text and pattern visible on back of cheque

True Watermark Paper : [illegible] paper during manufacturing, watermarks can be seen by holding the cheque up to a light source. Cannot be reproduced by copiers or scanners.

Chemical Protection : [illegible] the paper appear as stains if exposed to common ink solvents

Toner Fusion Coating : [illegible] resist alteration by [illegible]

Hologram : [illegible] each cheque.

BACK/ENDOS

N24-LT
MAY.2020

EXHIBIT "C"

GILMOUR'S BY THE BAY

BELLEVILLE, ONTARIO

BALANCE SHEET

and

INCOME STATEMENT

FOR YEAR ENDED DECEMBER 31, 2024

GILMOUR'S BY THE BAY INC.
BALANCE SHEET
As at December 31, 2024

ASSETS

		Dec 2024	Dec 2023
CURRENT ASSETS			
Cash	$		
Accounts Receivable		138,553	105,482
Inventory		18,022	20,250
Prepaid Expense			
Due from Shareholders		4,932	13,326
Corporate Tax Recoverable		3,251	13,651
Total Current Assets		164,758	152,709
FIXED ASSETS (Note 2)			
Cost		157,078	157,078
Less: Accumulated Depreciation		66,037	66,037
Total Fixed Assets		91,041	91,041
Goodwill		1	1
Total Assets	$	255,800	243,750

LIABILITIES

		Dec 2024	Dec 2023
CURRENT LIABILITIES			
Bank indebtedness		185,793	165,255
Accounts Payable & Accrued Liabilities	$	174,658	154,902
Corporate Tax Payable			
Due to Gilmour's on 38 Inc.		226,348	188,204
Total Current Liabilities		586,799	508,361
LONGTERM LIABILITIES			
Term Loan		55,537	75,794
Total Longterm Liabilities		55,537	75,794
Total Liabilities		642,336	584,155

SHAREHOLDERS' EQUITY

		Dec 2024	Dec 2023
Authorized Share Capital			
Common Shares			
Preferred Shares		4	4
Retained Earnings - Opening		-340,409	-177,232
Net Income (Loss)		3,499	-35,654
Less: Dividends		-49,630	-127,523
Retained Earnings - Ending		-386,540	-340,409
Total Liabilities & Equity	$	255,800	243,750

GILMOUR'S BY THE BAY INC.
INCOME STATEMENT
For the Period Ending December 31, 2024

		2024	2023
SALES	$	606,675	771,569
COST OF SALES		488,939	589,662
GROSS PROFIT		117,736	181,907
OPERATING EXPENSES			
Wages & Payroll Taxes		38,146	80,443
Utilities & Telephone		21,615	21,374
Insurance		6,952	5,336
Repairs & Maintenance		9,922	9,532
Rent			37,168
Professional Fees			896
Advertising		3,170	2,083
Supplies		8,324	0
Laundry and Uniform		0	0
Vehicle Operation		2,135	195
Interest & Bank Charges		20,999	25,564
Credit Card Discount			
Office Expense		2,974	1,728
Meals		0	0
Depreciation			33,242
TOTAL EXPENSES		114,237	217,561
NET INCOME BEFORE TAXES		3,499	-35,654
PROVISION FOR INCOME TAXES			
NET INCOME AFTER TAXES	$	3,499	-35,654

GILMOUR'S BY THE BAY INC.
NOTES TO FINANCIAL STATEMENT
For the period ended December 31, 2024

1) ACCOUNTING POLICIES

(a) Inventories

Inventories are carried at lower of cost and net realizable value.

(b) Depreciation of Fixed Assets

Fixed Assets are stated at cost. Depreciation is provided on the diminishing balance basis using the following rates:

Equipment	20%
Vehicle	30%
Leasehold Improvements	20%

2) FIXED ASSETS - AT COST

	COST	ACCUM DEP'N	NET BOOK VALUE Dec 2024	NET BOOK VALUE Dec 2023
Equipment	15,772	8,906	6,866	6,866
Vehicles	98,651	39,954	58,697	58,697
Leasehold	42,655	17,177	25,478	25,478
	$ 157,078	$ 66,037	$ 91,041	91,041

GILMOUR'S ON 38

KINGSTON, ONTARIO

BALANCE SHEET

and

INCOME STATEMENT

FOR YEAR ENDED DECEMBER 31, 2024

GILMOUR'S ON 38 INC.
BALANCE SHEET
As at December 31, 2024

		2024		2023
ASSETS				
CURRENT ASSETS				
Accounts Receivable		25,132		25,134
Accounts Receivable-GST		0		672
Inventory		77,173		68,598
Prepaid Expense		0		0
Due from Gilmour's BTB		113,096		121,662
Due from Gilmour Holding Corp		228,069		226,529
Due from Gilmour's Real Estate Corp		87,870		87,870
Due from J.Gilmour Holding Inc.		66,019		66,019
Total Current Assets		597,359		596,484
FIXED ASSETS (Note 2)				
Cost		297,013		297,013
Less: Accumulated Depreciation		216,063		200,018
Total Fixed Assets		80,950		96,995
Goodwill		1		1
Total Assets	$	678,310	$	693,480
LIABILITIES				
CURRENT LIABILITIES				
Bank Indebtedness	$	156,725	$	117,726
Accounts Payable & Accrued Liabilities	$	389,925	$	380,475
Income Tax Payable				
Square Up Loan		0		89,510
Due to 1203113 Ontario Inc		220,417		222,693
Due to Bay of Quinte Holdings Inc		31,353		31,353
Due to/from Jim Gilmour		330,026		139,715
Total Current Liabilities		1,128,446		981,472
LONGTERM LIABILITIES				
Vehicle Loans		11,312		46,040
Total Longterm Liabilities		11,312		46,040
Total Liabilities		1,139,758		1,027,512
SHAREHOLDERS' EQUITY				
Authorized Share Capital				
Common Shares		30		30
Preferred Shares		1		1
Retained Earnings - Opening		-334,061		-161,441
Net Income (Loss)		-90,850		-91,955
Less: Dividends		-36,568		-80,665
Retained Earnings - Ending		-461,479		-334,061
Total Liabilities & Equity	$	678,310	$	693,482

GILMOUR'S ON 38 INC.
INCOME STATEMENT
For the Year Ended December 31, 2024

	2024	2023
SALES	$ 994,921	$ 1,382,709
COST OF SALES	679,631	838,023
GROSS PROFIT	315,290	544,686
OTHER INCOME(Storage Revenue)	0	0
OPERATING EXPENSES		
Wages & Payroll Taxes	180,925	283,397
Utilities & Telephone	43,528	57,816
Insurance	13,087	18,150
Repairs & Maintenance	13,782	26,250
Rent	0	45,326
Professional Fees	8,351	6,637
Advertising	2,400	5,575
Supplies	24,734	30,963
Laundry and Uniform	5,949	5,262
Vehicle Operation	13,348	17,798
Interest & Bank Charges	59,703	84,050
Credit Card Discount	0	0
Office Expense	24,288	34,305
Meals	0	0
Travel Expense	0	0
Depreciation	16,045	21,112
TOTAL EXPENSES	406,140	636,641
NET INCOME BEFORE TAXES	-90,850	-91,955
PROVISION FOR INCOME TAXES(RECOVERY)	0	0
NET INCOME AFTER TAXES	$ -90,850	$ -91,955

GILMOUR'S ON 38 INC.
NOTES TO FINANCIAL STATEMENT
For the year ended December 31, 2024

1) ACCOUNTING POLICIES

(a) Inventories

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(b) Depreciation of Fixed Assets

Fixed Assets are stated at cost. Depreciation is provided on the diminishing balance basis using the following rates:

Equipment	20%
Vehicle	30%
Leasehold Improvements	20%

2) FIXED ASSETS - AT COST

	COST	ACCUM DEP'N	NET BOOK VALUE 2024	NET BOOK VALUE 2023
Computer/POS	$ 21,757	$ 20,879	$ 878	$ 1,170
Equipment	122,997	82,902	40,095	50,119
Vehicles	65,500	52,132	13,368	19,097
Leasehold	86,759	60,150	26,609	26,609
	$ 297,013	$ 216,063	$ 80,950	$ 96,995

3) LOAN-ASSOCIATED COMPANY

4) LONGTERM DEBT

0
0
0
0

THE TORONTO-DOMINION BANK and GILMOUR REAL ESTATE CORPORATION, et al;

Applicant Respondents

Court File No. CV-25-00102436-0000

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PROCEEDING COMMENCED AT
OTTAWA., ONTARIO

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HARRISON PENSA LLP
Barristers & Solicitors
130 Dufferin Avenue, Suite 1101
London, ON N6A 5R2

Timothy C. Hogan (LSO#36553S)
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Tel: (519) 679-9660
Fax: (519) 667-3362
Email: thogan@harrisonpensa.com
Email: jdifrucia@harrisonpensa.com

Lawyers for the Applicant,
The Toronto-Dominion Bank

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