

ONTARIO
SUPERIOR COURT OF JUSTICE
EAST REGION COMMERCIAL LIST

THE

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FRIDAY, THE 2nd

)

HONOURABLE

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DAY OF OCTOBER, 2026

JUSTICE MEW

IN THE MATTER OF SUBSECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C 1985, C. B-3,
AS AMENDED AND SECTION 101 OF THE COURTS OF
JUSTICE ACT, R.S.O. 1990, C. C. 43, AS AMENDED

AND IN THE MATTER OF THE APPOINTMENT OF A RECEIVER
OVER THE PROPERTY, ASSETS AND UNDERTAKING OF
2265132 ONTARIO INC., 1384274 ONTARIO INC., 1019883
ONTARIO INC., AND 2195186 ONTARIO INC.



APPROVAL AND VESTING ORDER
(Antares Drive APS)

THIS MOTION made by AlixPartners Restructuring, Inc. (formerly KSV Restructuring Inc.), in its capacity as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”) of, among others, 1019883 Ontario Inc. (the “**Head Office Company**”), for an Order (i) approving the transaction (the “**Antares Drive Transaction**”) contemplated by the purchase and sale agreement dated as of August 28, 2026 and accepted on September 9, 2026 (as the same may be further amended from time to time, the “**Antares Drive APS**”) between the Receiver and Rideau Valley Investments Corporation, in trust (the “**Purchaser**”), and vesting in 18 Antares Inc. all of the Head Office Company’s rights, title and interests in and to the Purchased Assets (as defined in the Antares Drive APS); and (ii) sealing the confidential appendices (the “**Confidential Appendices**”) to the Eighth Report of the Receiver dated September 21, 2026, (the “**Eighth Report**”) was heard this day via Zoom videoconference.

ON READING the Eighth Report, and on hearing the submissions of counsel for the Receiver, the Purchaser, and those other parties present, no one appearing for any other person on the service list, although properly served as it appears from the affidavit of service of Stephanie Filosa sworn September 22, 2026, and affidavit of service of Stephanie Filosa sworn September 28, 2026, respectively, filed,

SERVICE

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.

ANTARES DRIVE TRANSACTION

2. **THIS COURT ORDERS** that the Antares Drive Transaction is hereby approved and the execution of the Antares Drive APS, *nunc pro tunc*, by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver and the Purchaser may deem necessary. The Receiver is 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 Antares Drive Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. **THIS COURT ORDERS** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "**Receiver's Certificate**"), all of the Head Office Company's rights, title and interests in and to the Purchased Assets shall vest absolutely in 18 Antares Inc., 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 Receivership Order of the Honourable Justice Mew dated February 24, 2025; (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; and (iii) those Claims listed on

Schedule “C” hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule “D”, all of which are collectively referred to as the “**Permitted 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.

4. **THIS COURT ORDERS** that upon the registration in the Land Titles Division of Ottawa-Carleton (No. 4) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to: (a) enter 18 Antares Inc. as the owner of the subject real property identified in Schedule “B” hereto (the “**Real Property**”) in fee simple; and (b) delete and expunge from title to the Real Property all of the Claims listed in Schedule “C” hereto.

5. **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 Receiver’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.

6. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver’s Certificate, forthwith after delivery thereof.

7. **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) (the “BIA”) in respect of the Head Office Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Head Office Company;

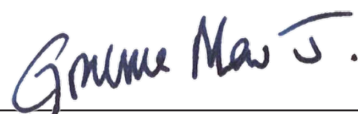
the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Head Office Company and shall not be void or voidable by creditors of the Head Office Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable Antares Drive Transaction under the BIA 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.

SEALING

8. **THIS COURT ORDERS** that the Confidential Appendices be and are hereby sealed until the earlier of (a) completion of the sale of the Purchased Assets as evidenced by the filing of the Receiver’s Certificate; or (b) further order of the Court.

GENERAL

9. **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 Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



Mew J.

Issuance on October 6, 2026

Schedule “A” – Form of Receiver’s Certificate

Court File No. CV-24-00098058-0000

ONTARIO SUPERIOR COURT OF JUSTICE EAST REGION COMMERCIAL LIST

IN THE MATTER OF SUBSECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C 1985, C. B-3,
AS AMENDED AND SECTION 101 OF THE COURTS OF
JUSTICE ACT, R.S.O. 1990, C. C. 43, AS AMENDED

AND IN THE MATTER OF THE APPOINTMENT OF A RECEIVER
OVER THE PROPERTY, ASSETS AND UNDERTAKING OF
2265132 ONTARIO INC., 1384274 ONTARIO INC., 1019883
ONTARIO INC., AND 2195186 ONTARIO INC.

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mew of the Ontario Superior Court of Justice (the “**Court**”) dated February 24, 2025, AlixPartners Restructuring, Inc. (formerly KSV Restructuring Inc.) was appointed as receiver and manager (in such capacity, the “**Receiver**”) of, among others, 1019883 Ontario Inc. (the “**Head Office Company**”).

B. Pursuant to an Order of the Court dated October 2, 2026, the Court approved the transaction (the “**Antares Drive Transaction**”) contemplated by the purchase and sale agreement between the Receiver and Rideau Valley Investments Corporation, in trust (the “**Purchaser**”) dated as of August 28, 2026 and accepted on September 9, 2026 (as the same may be further amended from time to time, the “**Antares Drive APS**”), and provided for the vesting in the Purchaser (or its nominee) all of the Head Office Company’s respective rights, title and interests in and to the Purchased Assets, which vesting is to be effective with respect to Purchased Assets upon the delivery by the Receiver to the Purchaser of the Receiver’s Certificate.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Eighth Report of the Receiver dated September 21, 2026, or in the Antares Drive APS.

- 2 -

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid, and the Receiver has received, the Purchase Price for Purchased Assets and all applicable taxes payable on Closing, pursuant to the Antares Drive APS;
2. The conditions of closing set out in Section 8 of the Antares Drive APS and Sections 10 and 11 of Schedule A of the Antares Drive APS have been satisfied or waived by the Purchaser; and
3. The Antares Drive Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ **[TIME]** on _____ **[DATE]**.

AlixPartners Restructuring, Inc. (formerly KSV Restructuring Inc.), solely as receiver and manager of 1019883 Ontario Inc. and not in its personal or corporate capacity

Per: _____
Name
:
Title:

Schedule “B” – Real Property

PIN 04626-0026 (LT)

PCL27-22, SEC NEPEAN-A RIDEAU FRONT; PT LT 27, CON A RIDEAU FRONT, PART 1 &2 ,4R7847; T/W ROW PT 5, 4R7847 AS IN LT757172; S/T 1T408623, LT409186, LT424426, LT424520, LT427435, LT499796 NEPEAN; CITY OF OTTAWA; THE REGIONAL MUNICIPALITY OF OTTAWA-CARLETON

Schedule "C" – Claims to be Deleted and Expunged from Title to Real Property**PIN 04626-0026 (LT)**

Instrument Number	Date	Instrument Type	Parties From	Parties To
LT1381795	May 4, 2001	Notice of Lease	1019883 Ontario Inc.	Ashcroft Homes Inc.
OC2481152	April 21, 2022	Charge	1019883 Ontario Inc.	Canadian Western Bank
OC2481153	April 22, 2022	Notice of General Assignment of Rents	1019883 Ontario Inc.	Canadian Western Bank
OC2724215	September 11, 2024	Tax Lien	His Majesty the King in Right of Canada as Represented by the Minister of National Revenue	N/A
OC2752625	December 18, 2024	Tax Arrears Certificate	City of Ottawa	N/A
OC2757459	January 13, 2025	Application to Register Court Order	Ontario Superior Court of Justice	KSV Restructuring Inc.
OC2803610	June 30, 2025	Application to Register Court Order	Ontario Superior Court of Justice	KSV Restructuring Inc.

Schedule “D” – Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property

(unaffected by the Vesting Order)

PIN 04626-0026 (LT)

Instrument Number	Date	Instrument Type	Parties From	Parties To
CR47151	April 6, 1964	Notice	Department of Transport	N/A
NS146175	March 26, 1982	Order in Council	Department of Transport	N/A
NS14176	March 26, 1982	Order in Council	N/A	N/A
LT408623	May 9, 1985	Transfer Easement	N/A	Bell Canada / The Bell Telephone Company of Canada
LT409186	May 15, 1985	Transfer Easement	N/A	The Hydro-Electric Commission of the City of Nepean
LT424426	September 5, 1985	Transfer Easement	N/A	The Hydro-Electric Commission of the City of Nepean
LT424520	September 6, 1985	Transfer Easement	N/A	Bell Canada
LT427435	September 30, 1985	Transfer Easement	N/A	Bell Canada
LT429669Z	October 17, 1985	Application to Annex Restrictive Covenants	N/A	N/A
LT473951	September 23, 1986	Notice	N/A	The Corporation of the City of Nepean
LT499796	April 8, 1987	Transfer Easement		The Regional Municipality of Ottawa-Carleton
4R7847	January 8, 1992	Plan Reference	N/A	N/A
LT823449	April 2, 1993	Transfer		1019883 Ontario Inc.

Instrument Number	Date	Instrument Type	Parties From	Parties To
LT830058	May 26, 1993	Notice	N/A	The Corporation of the City of Nepean
OC1135995	July 16, 2010	Notice	Department of Transport	N/A

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R.S.O. 1990, C. C. 43, AS AMENDED

Court File No: CV-24-00098058-0000

AND IN THE MATTER OF THE APPOINTMENT OF A RECEIVER OVER THE PROPERTY,
ASSETS AND UNDERTAKING OF 2265132 ONTARIO INC., 1384274 ONTARIO INC., 1019883
ONTARIO INC. AND 2195186 ONTARIO INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
EAST REGION COMMERCIAL LIST
Proceeding commenced at Ottawa

APPROVAL AND VESTING ORDER
(Antares Drive APS)

NORTON ROSE FULBRIGHT CANADA
LLP

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Inc., the Receiver