

No. S-254287
Vancouver Registry



IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD.,
OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM
MERGER HOLDINGS LLC AND OAK AND FORT CALIFORNIA, LLC

PETITIONERS

NOTICE OF APPLICATION

Name of applicants: The Petitioners, Oak and Fort Corp., 1282339 B.C. Ltd., Oak and Fort US Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings LLC and Oak and Fort California, LLC (collectively, the "**O&F Group**").

To: The Service List, a copy of which is attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the applicants to Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia (by MS Teams) on **Friday, November 28, 2025 at 9:00 a.m.** for the order set out in Part 1 below.

The applicants estimate that the application will take 1 hour.

X This matter is not within the jurisdiction of an associate judge. Madam Justice Fitzpatrick is seized of these proceedings and the date and time of this application has been set with Scheduling.

Part 1 ORDERS SOUGHT

1. The Petitioners seek an order (the "**Meeting Order**") substantially in the form attached hereto as **Schedule "B"** that, among other things:

- (a) authorizes and directs the O&F Group to convene a meeting (the "**Meeting**") of their creditors (the "**Affected Creditors**") to vote on the plan of compromise, arrangement and reorganization of the O&F Group (the "**Plan**");

- (b) authorizes the filing of the Plan in these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 (the “**CCAA**”);
 - (c) provides for publication and delivery requirements for the meeting materials (the “**Meeting Materials**”);
 - (d) sets out procedural rules for conduct at the Meeting, any adjournment of the Meeting, voting and tallying procedures and the required majority to approve the Plan;
 - (e) confirms the conditions for any amendments to be made to the Plan, both before and after the Meeting; and
 - (f) approves and confirms the timeline and notice requirements for the application for (and any opposition to) the sanction order (the “**Sanction Order**”) in the event that the required majority of Affected Creditors vote in favour of the Plan at the Meeting.
2. The Petitioners also seek an Order (the “**Ancillary Order**”) substantially in the form attached hereto as **Schedule “C”** that, among other things, approves the terms of a fee letter dated November 24, 2025 between HUK 165 Limited (“**Hilco**”) and Oak and Fort Corp. (“**O&F**”) for the payment of a facility fee in the amount of \$210,000.00 (the “**Facility Fee**”) in connection with the ABL Facility (the “**Fee Letter**”), and authorizing O&F’s payment of the same.
3. The Petitioners may also seek such further and other relief as counsel may advise and this Honourable Court may permit.

Part 2 FACTUAL BASIS

4. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan.

Overview

5. On June 6, 2025, the Petitioners were granted protection under the CCAA pursuant to an initial order of the Court. As part of the Initial Order, KSV Restructuring Inc. was appointed as Monitor (in such capacity, the “**Monitor**”). The Petitioners subsequently sought and obtained an

Amended and Restated Initial Order on June 16, 2025 and a Second Amended and Restated Initial Order on July 4, 2025, the latter of which extended the Stay Period to and including October 3, 2025.

6. In addition, on July 4, 2025, the Court approved a Claim Process Order (the “CPO”), pursuant to which the Court approved a process to identify and quantify claims to be addressed as part of the Petitioners’ restructuring efforts.

7. On November 20, 2025, the Court granted an order extending the Stay Period to and including February 2, 2026.

8. The Petitioners have continued to diligently advance their restructuring and anticipated conclusion of these proceedings, including preparing the Plan which they intend to present to their Affected Creditors for consideration at the Meeting.

9. The Plan, if implemented, will allow the O&F Group to emerge from these CCAA Proceedings as a going concern.

Overview of the Plan

10. The overall purpose of the Plan is to:

- (a) facilitate a restructuring of the O&F Group by implementing the Restructuring Transactions, which include the issuance of the New Shares by O&F to the New Equity Holders;
- (b) effect the compromise, settlement and payment of all Affected Claims by providing Creditors holding Approved Claims with a distribution equal to the amount of their Accepted Claim multiplied by 0.04;
- (c) provide for the release and discharge of all Affected Claims and Released Matters;
- (d) effect the release, discharge and extinguishment of the CCAA Charges, except for the Administration Charge; and
- (e) enable the O&F Group and its business to continue to operate as a going concern from and after the Effective Date.

11. The Plan is aimed at ensuring the continuation of the O&F Group and its business as a going concern, in the expectation that a greater benefit will be derived from the O&F Group's continued operation than would result from the forced liquidation of its assets.

12. The Plan was developed in consultation with, and incorporates feedback from the Monitor, and is the result of extensive negotiations and consultations between the O&F Group and the New Equity Holders, whose investments will fund distributions under the Plan. By way of summary, the Plan contemplates that O&F will: (a) obtain financing from HUK 165 Limited ("**Hilco**") through a credit facility, which will fund the O&F Group's working capital requirements post-emergence (the "**ABL Facility**"), and (b) obtain equity investments through the issuance and sale to, and purchase and subscription by, the New Equity Holders, of preferred shares in the capital stock of O&F.

13. The Plan offers stakeholders a greater benefit than would result from the bankruptcy and liquidation of the O&F Group's assets. In particular, the Plan offers Affected Creditors with certainty of recovery at four cents (\$0.04) on the Canadian Dollar in the near term. By contrast, a liquidation of the O&F Group's assets and cessation of business will result in additional landlord and supplier claims, and anticipated recoveries in a liquidation scenario may range from nil to seven percent (7%), and are highly contingent, with no timeline for or certainty with respect to any recovery.

14. In this regard, the Affected Creditors holding Affected Claims, other than Crown Priority Claims, will form one class for the purposes of the Plan, being the Unsecured Creditor Class. Affected Creditors with Accepted Claims will receive their pro rata share of the Unsecured Creditor Cash Fund.

15. The Monitor has indicated that it believes the approval and implementation of the Plan is in the best interests of the Affected Creditors, and the Petitioners' stakeholders overall, achieves a superior outcome for Affected Creditors and other stakeholders than a liquidation of the Petitioners' assets, and will recommend that Affected Creditors vote to approve the Resolution in favour of the Plan.

16. The O&F Group is confident that, if the Plan is accepted by Affected Creditors and implemented in accordance with its terms, upon emergence it is positioned for success due to restructuring initiatives accomplished through these CCAA Proceedings, including rationalizing expenses, and right-sizing its physical presence. In addition, the O&F Group has secured new sources of financing to further support its operations going forward.

Overview of the Meeting Order

17. The Petitioners, with the support of the Monitor, seek a Meeting Order authorizing the Petitioners to convene the Meeting for the purpose of voting on the Plan. The Meeting will be held virtually, with Affected Creditors that wish to attend notifying the Monitor at least two (2) Business Days prior to the Meeting, so that the Monitor can provide those parties with the link to the Meeting at least one (1) Business Day prior to the Meeting.

18. Pursuant to the Plan, if the Plan is approved at the Meeting, the Petitioners shall bring an application before this Honourable Court for a Sanction Order, which is anticipated to be in early January 2026.

19. The proposed timeline for approval and implementation of the Plan is:

Event / Step	Date
The Monitor shall publish the Meeting Materials on the Monitor's Website	No later than December 3, 2025 [3 Business Days following the Order Date]
The Monitor shall send copies of the Meeting Materials to each Affected Creditor	No later than December 3, 2025 [3 Business Days following the Order Date]
The Monitor shall publish the Newspaper Notice for one (1) Business Day in <i>The Globe and Mail</i>	No later than December 3, 2025 [3 Business Days following the Order Date]
Affected Creditors that wish to attend the Meeting shall notify the Monitor	No later than December 17, 2025 at 8:00 a.m. (Vancouver time) [2 Business Days before the Meeting]

Event / Step	Date
The Monitor shall provide Affected Creditors that have duly notified the Monitor of their intention to attend the Meeting with access credentials for the Meeting	No later than December 18, 2025 at 5:00 p.m. (Vancouver time) [1 Business Day before the Meeting]
Unless delivered to the Chair at the Meeting, all Proxies must be received by the Monitor by:	December 18, 2025 at 8:00 a.m. (Vancouver time) [1 Business Day before the Meeting]
Meeting	December 19, 2025 at 10:00 a.m. (Vancouver time)
Application for Sanction Order, if Requisite Majority Approves the Plan:	Early January 2026

20. Based on the timelines contemplated above, it is presently contemplated that the Plan will be implemented in or around late January 2026, with a view to emerging from these CCAA Proceedings shortly thereafter following the Monitor's completion of its responsibilities under the Plan.

Approval of Fee Letter and Payment of Facility Fee

21. The Petitioners and Hilco are in advanced discussions regarding the provision of the ABL Facility to satisfy the Petitioners' post-emergence working capital needs. The parties have largely agreed on terms for definitive agreements in connection with the ABL Facility. As part of these arrangements, the O&F Group is required to pay various fees.

22. Since the parties have largely completed documents for the financing anticipated to close in late January 2026, Hilco has requested that O&F pay a Facility Fee that will be applied to an arrangement fee payable to Hilco. In certain specified and agreed circumstances, particularly if the Plan is not approved by creditors or if the Plan cannot be implemented because the necessary orders were not obtained from this Court or the U.S. Bankruptcy Court, the Facility Fee will be returned to O&F.

23. The Petitioners understand that the Monitor is in support of the terms of the Fee Letter and the proposed payment of the Facility Fee.

Part 3 LEGAL BASIS

24. The Petitioners rely on the following:

- (a) the *CCAA*;
- (b) *Supreme Court Civil Rules* of British Columbia;
- (c) the inherent and equitable jurisdiction of this Honourable Court; and
- (d) such further and other legal basis as counsel may advise and this Honourable Court may allow.

The Meeting Order Should Be Granted

25. The Petitioners seek the Meeting Order in accordance with section 4 of the *CCAA*, which provides:

Where a compromise or an arrangement is proposed between a debtor company and its unsecured creditors or any class of them, the court may, on the application in a summary way of the company, of any such creditor or of the trustee in bankruptcy or liquidator of the company, order a meeting of the creditors or class of creditors, and, if the court so determines, of the shareholders of the company, to be summoned in such manner as the court directs.

Companies' Creditors Arrangement Act, RSC 1985, c C-36, as amended, s 4 [CCAA].

26. Canadian courts have found that a supervising court should only decline to give preliminary approval and refuse to order a meeting if it is of the view that the Plan is “doomed to fail” at either the creditor meeting, or at the subsequent court approval stage. In this regard, the threshold for granting a meeting order is relatively low. At this stage, this Honourable Court does not need to address the fairness and reasonableness of the Plan. Unless it is obvious that the Plan would not be approved by the Affected Creditors or the Court, the Petitioners should be authorized to present their plan to creditors at a meeting.

Quest University Canada (Re), 2020 BCSC 1845, 325 ACWS (3d) 466 at para 32, citing *ScoZinc Ltd, Re*, 2009 NSSC 163, 177 ACWS (3d) 294 at para 7.

27. The evidence does not support a finding that the Plan is doomed to failure:

- (a) the Monitor supports the submission of the Plan to the Affected Creditors for a vote, and intends to recommend that Affected Creditors vote in favour of a resolution passing approving the Plan;
- (b) the Plan satisfies the applicable statutory requirements, including, among other things:
 - (i) it provides for full payment of Crown Priority Claims as required by section 6(3) of the *CCAA*;
 - (ii) it does not compromise any claims which have been filed and preserved in accordance with the CPO that cannot be compromised due to the provisions of sections 5.1(2) and 19(2) of the *CCAA*; and
 - (iii) it does not compromise any claims in respect of payments referred to in sections 6(3), 6(5) and 6(6) of the *CCAA*; and
- (c) the Petitioners believe that the Plan represents the best possible option for the Petitioners and all stakeholders, is consistent with the remedial objectives of the *CCAA* to facilitate reorganization and preserve the business as a going concern, and will provide for a better return to the Affected Creditors than would be achieved in a bankruptcy or liquidation.

28. The Petitioners note that a significant number of creditors have indicated their support for the Petitioners continuing to continue as a going concern business as contemplated by the Plan. Accordingly, the Petitioners submit that there is no basis to assert that the Plan has no hope of success, and further submit that the reasons set forth in paragraph 27 above, together with the indications of creditor support received to date, indicate a strong likelihood that the Affected Creditors will approve the Plan and weigh in favour of this Court exercising its discretion to grant the Meeting Order.

Consolidated Nature of the Plan

29. The Petitioners present their Plan on a consolidated basis, to be filed for all of the entities subject to these proceedings. Although the Petitioners expect to seek formal consolidation at a later application for the Sanction Order, the Petitioners note that courts will allow the filing of a

- (ii) integrated administrative functioning and operations;
 - (iii) a perception by creditors that they are dealing with an integrated entity; and
 - (iv) common control and governance structures;
- (b) it would be impracticable to separate the affairs of related entities;
- (c) it is more cost-effective and beneficial to creditors to have the proceedings administered as a single estate; and
- (d) it would result in an expeditious and efficient administration of the proceeding.

Nortel Networks Corp, Re, 2016 ONCA 332, 130 OR (3d) 481 at para 41.

32. The Petitioners submit that a consolidated plan is fair and reasonable in the circumstances in order to simplify the process of putting a plan to the Petitioners' creditors. As set out in the Affidavit No. 1 of Min Gyoung Kang made June 6, 2025 (the "**First Kang Affidavit**"), the Petitioners operate as a consolidated enterprise with integrated administrative, financial and operational functions, and common control, strategic decision-making, and governance structures. O&F is the ultimate parent of the other Petitioners and has acted as primary borrower in drawing on facilities to fund the operating expenses for the entire O&F Group, with the remaining Petitioners acting as corporate guarantors. Further, during the course of these proceedings, O&F, on behalf of the Petitioners, canvassed the market and sought and obtained financing from investors with the express expectation that funds would be used for the benefit of the entire corporate group.

33. The Petitioners further submit that there is no undue prejudice suffered by creditors as a result of the consolidation. If the claims against each Petitioner were treated separately, the Petitioners would not be able to raise sufficient funds on an individual basis to present a plan for creditor consideration. The Monitor is supportive of the Petitioners' preparing and presenting a plan on a consolidated basis.

Classification of Creditors

34. The primary purpose of the *CCAA* is to facilitate the reorganization of insolvent companies, and courts must give proper consideration to this goal at every stage of the *CCAA* process, including classification of claims and creditors.

Re Canadian Airlines Corp., [2000] AWLD. 642, [2000] AJ No 1693 at para 14 [*Canadian Airlines*].

35. Section 22 of the *CCAA* sets out the mechanism through which creditors may be divided into classes for the purposes of a meeting to consider a plan, providing in part as follows:

22(1) A debtor company may divide its creditors into classes for the purpose of a meeting to be held under section 4 or 5 in respect of a compromise or arrangement relating to the company and, if it does so, it is to apply to the court for approval of the division before the meeting is held.

(2) For the purpose of subsection (1), creditors may be included in the same class if their interests or rights are sufficiently similar to give them a commonality of interest, taking into account

(a) the nature of the debts, liabilities or obligations giving rise to their claims;

(b) the nature and rank of any security in respect of their claims;

(c) the remedies available to the creditors in the absence of the compromise or arrangement being sanctioned, and the extent to which the creditors would recover their claims by exercising those remedies; and

(d) any further criteria, consistent with those set out in paragraphs (a) to (c), that are prescribed

[underlining added].

CCAA, s 22.

36. Classification of creditors is a fact-driven determination, with “commonality of interests” being based on the rights of the creditor vis-à-vis the debtor. Courts have also found it helpful to consider the context of the proposed plan and treatment of creditors under a liquidation scenario. Unsecured creditors may be classified together because their legal interests are essentially the same, and there is a strong commonality of interest between them.

Canadian Airlines at paras 17-19, 37.

37. The Petitioners intend to place all Unsecured Creditors (as defined in the Plan) into one creditor class for purposes of the Meeting. The Unsecured Creditors constitute the only Affected Creditors who are entitled to vote at the Meeting, with the balance being holders of Crown Priority Claims (which are expected to be paid in full under the Plan) and Equity Claims (for which no distribution will be made under the Plan). The Petitioners submit that the single classification is appropriate in the circumstances since all of the Unsecured Creditors hold unsecured claims against the Petitioners, and the nature and rank of the Unsecured Creditors, are the same. In particular, the proposed distribution to all Unsecured Creditors under the Plan is the same, being four percent (4%) of the allowed Affected Claims.

38. While the Unsecured Creditors include landlords, who would hold a preferred claim in respect of three (3) months' worth of rent in a liquidation scenario under the *Bankruptcy and Insolvency Act* (Canada), recovery available to unsecured creditors in a liquidation scenario is uncertain due to a number of extraneous factors (including but not limited to uncertain asset valuation, a proliferation of additional landlord and supplier claims resulting from cessation of business operations, and increased administrative costs associated with the wind-down process). Accordingly, while landlords hold preferred claims as to a portion of their unsecured claims in a bankruptcy liquidation scenario, practically, their recovery position is subject to significant uncertainty and, a liquidation would not differ significantly from other unsecured creditors.

The Facility Letter and Payment of Facility Fee Should Be Approved

39. Approval of the Facility Letter and authorization to pay the Facility Fee is consistent with the overarching, remedial objective of the *CCAA*: to enable companies to compromise or otherwise restructure their debts and maintain going concern operations.

40. While the *CCAA* does not expressly contemplate court approval of fees associated with exit financing, section 11 provides this Court broad and flexible authority to make the orders necessary to achieve the remedial objectives of the statute. In this case, the availability of the ABL Facility is critical to the Petitioners' successful restructuring, as it provides the Petitioners with the liquidity they require to carry on operations upon implementation of the Plan and emerge from these proceedings. The proposed financing, including the payment of the Facility Fee required by

Hilco, furthers the object of the *CCAA* as it enables the Petitioners to obtain the necessary financing to preserve their business to the benefit of the broader economic community.

CCAA, s 11; *Ted Leroy Trucking [Century Services] Ltd, Re*, 2010 SCC 60, [2010] 3 SCR 379 at paras 18-19, 70; *Lehndorff General Partner Ltd, Re*, [1993] OJ No 14 (ONCJ), 17 CBR (3d) 24 at para 5; *North American Tungsten Corp (Re)*, 2015 BCSC 1376 at paras 25, 27.

41. The Petitioners submit there is no prejudice arising from approval of the Fee Letter or the Petitioners paying the Facility Fee.

42. First, the Petitioners' secured creditors (including both pre-filing secured creditors and the Interim Lender) appear to support the Petitioners' financing arrangements with Hilco, given that they generally agreed to Hilco's proposed terms of security requirements, including the subordination of existing secured debt to Hilco's facility.

43. Second, the Facility Fee will be applied by Hilco to fees payable by the Petitioners under the terms of their exit financing, or returned to the Petitioners (unless the financing does not close due to the Petitioners' actions or inaction).

44. Accordingly, the Petitioners respectfully submit that the Fee Letter should be approved, including with funds being held by the Monitor pursuant to the terms of the Fee Letter, and the Monitor should be authorized to hold and distribute funds held in accordance with the terms thereof.

Part 4 MATERIAL TO BE RELIED ON

45. The First Kang Affidavit.

46. The Affidavit No. 8 of Min Gyoung Kang made on November 24, 2025.

47. The Fifth Report of the Monitor, to be filed.

48. Such further and other materials as counsel may advise and this Honourable Court may permit.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: November 24, 2025



Signature of Lawyer for Petitioners,
Lisa Hiebert/Tiffany Bennett

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs of Part 1 of this Notice of Application

☐ with the following variations and additional terms:

.....
.....
.....

Date:

.....
Signature of ☐ Judge ☐ Associate
Judge

The Solicitors for the Petitioners are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 4977 / +1 403 261 5355 E-mail: lhiebert@fasken.com / tbennett@fasken.com (Reference: Lisa Hiebert / 329904.00020)

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts
- ☒ none of the above

SCHEDULE "A"

SERVICE LIST

(See attached.)

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PETITIONERS

SERVICE LIST

(As at September 25, 2025)

Monitor's Website: <https://www.ksvadvisory.com/experience/case/oakandfort>

<p>Fasken Martineau DuMoulin LLP 2900 – 550 Burrard Street Vancouver, BC V6C 0A3</p> <p>Attention: Kibben Jackson Lisa Hiebert Tiffany Bennett</p> <p>Email: kjackson@fasken.com lhiebert@fasken.com tbennett@fasken.com svolkow@fasken.com jbeaulieu@fasken.com</p> <p><i>Counsel for the Petitioners</i></p>	<p>KSV Restructuring Inc. 220 Bay Street, Suite 1300 Toronto, ON M5J 2W4</p> <p>Attention: Noah Goldstein Murtaza Tallat Dean Perlman</p> <p>Email: ngoldstein@ksvadvisory.com mtallat@ksvadvisory.com dperlman@ksvadvisory.com</p> <p><i>The Monitor</i></p>
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<p>Bennett Jones LLP 2500 Park Place, 666 Burrard Street Vancouver, BC V6C 2X8</p> <p>Attention: Sean Zweig Jesse Mighton Andrew Froh</p> <p>Email: zweigs@bennettjones.com mightonj@bennettjones.com froha@bennettjones.com morenoe@bennettjones.com</p> <p><i>Counsel for the Monitor</i></p>	<p>McCarthy Tétrault LLP Suite 2400, 745 Thurlow Street Vancouver, BC V6E 0C5</p> <p>Attention: Lance Williams Jenna Clark Ashley Bowron</p> <p>Email: lwilliams@mccarthy.ca jkrclark@mccarthy.ca abowron@mccarthy.ca sdanielisz@mccarthy.ca</p> <p><i>Counsel for the DIP Lenders</i></p>
<p>Secured Creditors</p>	
<p>Business Development Bank of Canada 1133 Melville Street, Suite 1500 Vancouver, BC V6E 4E5</p> <p>Attention: Sundeep Sihota</p> <p>Email: sundeep.sihota@bdc.ca</p>	<p>Kornfeld LLP 1100 One Bentall Centre 505 Burrard Street, Box 11 Vancouver, BC V7X 1M5</p> <p>Attention: Douglas Hyndman</p> <p>Email: dhyndman@kornfeldllp.com</p> <p><i>Counsel for Business Development Bank of Canada</i></p>

<p>Royal Bank of Canada 36 York Mills Road, 4th Floor Toronto, ON M2P 0A4</p>	<p>MCM Law LLP The Hive 401 - 121 5th Avenue Kamloops, BC V2C 0M1</p> <p>Attention: Jennifer Cockbill</p> <p>Email: jennifer@mcmlaw.ca lisa@mcmlaw.ca Stephaniec@mcmlaw.ca</p> <p><i>Counsel for Royal Bank of Canada</i></p>
<p>Shopify Inc. 151 O'Connor Street, Ground Floor Ottawa, ON K2P 2L8</p> <p>Attention: Laura Staszkiel</p> <p>Email: laura.staszkiel@shopify.com bankruptcies-insolvencies@shopify.com</p>	<p>Blake, Cassels & Graydon LLP 199 Bay Street Suite 4000, Commerce Court West Toronto, ON M5L 1A9</p> <p>Attention: Chris Burr</p> <p>Email: chris.burr@blakes.com</p> <p><i>Counsel for Shopify Inc.</i></p>
<p>De Lage Landen Financial Services Canada Inc. 5046 Mainway, Unit 1 Burlington, ON L7L 5Z1</p>	<p>Ford Credit Canada Leasing PO Box 2400 Edmonton, AB T5J 5C7</p>
<p>Landlords</p>	
<p>Torys LLP 79 Wellington St. W. 30th Floor (deliveries) / 33rd Floor (reception) Box 270, TD South Tower Toronto, ON M5K 1N2</p> <p>Attention: David Bish</p> <p>Email: dbish@torys.com</p> <p><i>Counsel for Cadillac Fairview</i></p>	<p>Camelino Galessiere LLP 65 Queen Street West Suite 440 Toronto, ON M5H 2M5</p> <p>Attention: Linda Galessiere</p> <p>Email: lgalesiere@cglegal.ca</p> <p><i>Counsel for Ivanhoé Cambridge (JLL) and Morguard</i></p>

<p>Whitelaw Twining 2400 - 200 Granville Street Vancouver, BC V6C 1S4</p> <p>Attention: John Fiddick</p> <p>Email: jfiddick@wt.ca</p> <p><i>Counsel for Low Tide Properties Ltd.</i></p>	<p>Miller Thomson LLP Scotia Plaza 40 King Street West, Suite 6600 Toronto, ON M5H 3S1</p> <p>Attention: Gregory Azeff Gina Rhodes Jaclyn Tarola</p> <p>Email: gazeff@millerthomson.com grhodes@millerthomson.com jtaraola@millerthomson.com</p> <p><i>Counsel for Unibail Rodamco Westfield Group, Westfield LLC, Westfield Management LLC, Century City Mall, LLC, and V F Mall, LLC</i></p>
<p>Cassels Brock & Blackwell LLP Suite 2200, RBC Place 885 West Georgia Street Vancouver, BC V6C 3E8</p> <p>Attention: Vicki Tickle</p> <p>Email: vtickle@cassels.com</p> <p><i>Counsel for 7 East 6th Avenue Holdings Ltd.</i></p>	
<p>Unsecured Creditors</p>	
<p>Gowling WLG (Canada) LLP One Main Street West Hamilton, ON L8P 4Z5</p> <p>Attention: Chris Heinemann</p> <p>Email: christoph.heinemann@gowlingwlg.com</p> <p><i>Counsel for China Export and Credit Insurance Corporation and Suzhou Hengrun Import & Export Corp., Ltd.</i></p>	<p>Langlois Lawyers LLP 2820, boul. Laurier, 13e étage Québec QC G1V 0C1</p> <p>Attention: Amélie Breton</p> <p>Email: amelie.breton@langlois.ca</p> <p><i>Counsel for GardaWorld</i></p>

High Fashion Garments International Company Ltd 11/F, High Fashion Centre 1-11 Kwai Hei Street, Kwai Chung New Territories, Hong Kong Attention: Diane Ma Email: DianeMa@highfashion.com.hk	Amex Bank of Canada PO Box 3204 STN F Toronto, ON M1W 3W7 Attention: Waseem Nanji Email: Waseem.Nanji@aexp.com
Government Entities	
Canada Revenue Agency Surrey National Verification and Collection Centre 9755 King George Boulevard Surrey, BC V3T 5E1 Tel: 1-866-891-7403 Fax: 1-833-697-2389	Department of Justice Canada British Columbia Regional Office 900 - 840 Howe Street Vancouver, BC V6Z 2S9 Attention: Aminollah Sabzevari Jessica Ko Email: aminollah.sabzevari@justice.gc.ca jessica.ko@justice.gc.ca mariam.assadi@justice.gc.ca
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kjackson@fasken.com; lhiebert@fasken.com; tbennett@fasken.com; svolkow@fasken.com;
jbeaulieu@fasken.com; ngoldstein@ksvadvisory.com; mtallat@ksvadvisory.com;
dperlman@ksvadvisory.com; zweigs@bennettjones.com; mightonj@bennettjones.com;
froha@bennettjones.com; morenoe@bennettjones.com; lwilliams@mccarthy.ca;
jkrclark@mccarthy.ca; abowron@mccarthy.ca; sdanielisz@mccarthy.ca; jennifer@mcmlaw.ca;
lisa@mcmlaw.ca; Stephaniec@mcmlaw.ca; dbish@torys.com; lgalessiere@cglegal.ca;
jfiddick@wt.ca; gazeff@millerthomson.com; grhodes@millerthomson.com;
jtarola@millerthomson.com; christoph.heinemann@gowlingwlg.com; sundeep.sihota@bdc.ca;
dhyndman@kornfeldllp.com; laura.staszkiel@shopify.com; bankruptcies-insolvencies@shopify.com;
chris.burr@blakes.com; aminollah.sabzevari@justice.gc.ca;
jessica.ko@justice.gc.ca; mariam.assadi@justice.gc.ca; AGLSBRevTaxInsolvency@gov.bc.ca;
amelie.breton@langlois.ca; DianeMa@highfashion.com.hk; Waseem.Nanji@aexp.com;
vtickle@cassels.com

SCHEDULE "B"

DRAFT FORM OF MEETING ORDER

(See attached.)

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD.,
OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM
MERGER HOLDINGS LLC AND OAK AND FORT CALIFORNIA, LLC

PETITIONERS

ORDER MADE AFTER APPLICATION
(MEETING ORDER)

BEFORE THE HONOURABLE MADAM)
JUSTICE FITZPATRICK) November 28, 2025
)

ON THE APPLICATION of the Petitioners coming on for hearing via Microsoft Teams at Vancouver, British Columbia, on this 28th day of November, 2025 (the “**Order Date**”); **AND ON HEARING** Lisa Hiebert, counsel for the Petitioners, and those other counsel listed on **Schedule “A”** hereto; **AND UPON READING** the application material filed, including the Eighth Affidavit of Min Gyoung Kang affirmed November 24, 2025, and the Fifth Report of the Monitor dated [●]; **AND PURSUANT TO** the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “*CCAA*”), the *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application for this order and the materials filed in support is hereby abridged such that this application is properly returnable today, and further service upon any interested party other than those parties on the service list maintained in these proceedings is hereby dispensed with.

DEFINITIONS AND INTERPRETATION

2. All capitalized terms not otherwise defined in this Meeting Order shall have the meanings ascribed to them in the Consolidated Plan of Compromise and Arrangement of the Petitioners attached hereto as **Schedule “B”** (the “**Plan**”), and the following terms in this Meeting Order shall have the following meanings:

- (a) “**Affected Creditor Class Proxy**” means the form of proxy for the Affected Creditor Class, which shall be substantially in the form attached hereto as **Schedule “C”**;
- (b) “**Chair**” has the meaning ascribed to it in paragraph 16 hereof;
- (c) “**Electronic Meeting Protocol**” means the virtual creditors’ meeting protocol, substantially in the form attached hereto as **Schedule “D”**;
- (d) “**Meeting**” means the virtual meeting of the class of Affected Creditors called for the purposes of considering and voting in respect of this Plan, as set out in and held pursuant to the Meeting Order, and includes any postponements or adjournments thereof;
- (e) “**Meeting Date**” means December 19, 2025, subject to any adjournment, postponement, other rescheduling or further Order of this Court;
- (f) “**Meeting Materials**” means, collectively:
 - (i) the Plan;
 - (ii) this Meeting Order;
 - (iii) the Electronic Meeting Protocol;
 - (iv) the Notice of Meeting to Affected Creditors; and
 - (v) the Proxy.
- (g) “**Newspaper Notice**” means a notice of this Meeting Order, the Meeting and the Meeting Date, to be published in accordance with paragraph 13 hereof, which shall be substantially in the form attached hereto as **Schedule “E”**;

- (h) **“Notice of Meeting to Affected Creditors”** means a notice of this Meeting Order, the Meeting and the Meeting Date, which shall be substantially in the form attached hereto as **Schedule “F”**;
- (i) **“Proxy”** or **“Proxies”** means the Affected Creditor Class Proxy;
- (j) **“Sanction Order Application”** has the meaning ascribed to it in paragraph 35 hereof; and
- (k) **“Service List”** means the service list posted on the Monitor’s Website, as amended from time to time.

3. All references herein as to time shall mean local time in Vancouver, British Columbia, Canada, and any reference to an event occurring on a Business Day shall mean prior to 4:00 p.m. on such Business Day unless otherwise indicated herein and any event that occurs on a day that is not a Business Day shall be deemed to occur on the next Business Day.

4. Dollar amounts referenced in this Meeting Order are expressed in Canadian dollars unless otherwise specified.

5. All references to the singular herein include the plural and the plural include the singular.

APPROVAL OF PLAN FILING AND PERMITTED MODIFICATIONS

6. The Plan is hereby accepted for filing. The Petitioners are hereby authorized to present the Plan to the Affected Creditors at the Meeting, to seek approval of the Plan by the Affected Creditors in accordance with the terms of this Meeting Order and the Plan.

7. Each of the Schedules to this Meeting Order is hereby approved in substantially the forms attached hereto. The Petitioners, with the consent of the Monitor, are hereby authorized and directed to make such changes to the forms of documents as they consider necessary or desirable to conform the content thereof to the terms of the Plan or this Meeting Order.

8. The Petitioners, with the consent of the Monitor, without the need to obtain any further order of this Court, are hereby authorized, at any time and from time to time, to vary, amend, modify or supplement the Plan, provided that the Monitor determines any such variation,

amendment, modification or supplement would not materially prejudice any Person, including the Affected Creditors under the Plan, and:

- (a) if made prior to or at the Meeting, the Petitioners or the Monitor, as applicable:
 - (i) files the amended Plan with the Court;
 - (ii) serves the amended Plan on the Service List; and
 - (iii) posts the amended Plan on the Monitor's Website; or
- (b) if made after the Meeting, the Petitioners or the Monitor, as applicable:
 - (i) files the amended Plan with the Court; and
 - (ii) posts the amended Plan on the Monitor's Website.

9. Any other amendments may only be made:

- (a) pursuant to further Order of the Court; or
- (b) at any time after the Meeting (both prior to and subsequent to the obtaining of the Sanction Order) where such amendment or modification concerns a matter which, in the opinion of the Petitioners and the Monitor, is of an administrative nature required to better give effect to the implementation of the Plan and the Sanction Order or to cure any errors, omissions or ambiguities, and in either circumstance is not materially adverse to the financial or economic interests of the Affected Creditors.

CLASSIFICATION OF CREDITORS

10. For the purposes of considering and voting on the Plan, the Affected Creditors shall constitute a single class, the "Unsecured Creditor Class".

NOTICE OF MEETING

11. The Monitor is hereby authorized to convene, hold, and conduct the Meeting at 10:00 a.m. (Vancouver time) on the Meeting Date in accordance with the Electronic Meeting Protocol for the purpose of considering and, if deemed advisable, approving the Plan, unless the Chair, in

accordance with paragraph 24 hereof decides to adjourn, postpone or otherwise reschedule the Meeting.

12. The Newspaper Notice, Electronic Meeting Protocol, Notice of Meeting to Affected Creditors, and Proxy, are hereby approved in substantially the forms attached hereto. The Monitor or the Petitioners, with the consent of the Monitor, are hereby authorized to vary, amend, modify or supplement any of the Meeting Materials (other than the Plan, which may only be varied, amended, modified or supplement in accordance with the terms of this Meeting Order and the Plan), and the Monitor shall distribute or make available any such amended form by posting it on the Monitor's Website.

13. As soon as practicable after the Order Date, and in any event within three (3) Business Days following the Order Date, the Monitor shall:

- (a) publish the Meeting Materials on the Monitor's Website;
- (b) send the Meeting Materials to each of the Affected Creditors, in accordance with the terms of this Meeting Order and the Plan, and advising that all the Meeting Materials may be obtained from the Monitor's Website; and
- (c) cause the Newspaper Notice to be published in *The Globe and Mail*, with such Newspaper Notice being published for at least one (1) Business Day.

14. The publications referred to in this Meeting Order and transmission and delivery in accordance with the terms of this Meeting Order, shall constitute good and sufficient service of the Meeting Material on all Persons who may be entitled to receive notice thereof, or of these CCAA proceedings affecting the Petitioners, or who may wish to be present in person or represented by a proxy holder at the Meeting, or who may wish to appear in these CCAA Proceedings, and no other form of notice or service needs to be made on such Persons, and no other document or material needs to be served on such Persons in respect of these CCAA Proceedings to the extent they affect the Petitioners. All provisions of any act or regulation requiring notice to any party are hereby abridged to reflect the terms hereof, and compliance with the terms hereof shall be good and sufficient service.

CONDUCT AT THE MEETING

15. The amount of an Affected Creditor's claim for voting purposes shall be the amount of the Affected Creditor's Affected Claim as at the Meeting Record Date.

16. A representative of the Monitor shall preside as the chair (the "**Chair**") of the Meeting and, subject to this Meeting Order or any further order of this Court, shall decide all matters relating to the conduct of the Meeting.

17. The Monitor may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting and any person to act as secretary at the Meeting. A Person designated by the Monitor shall act as secretary at the Meeting.

18. The only Persons entitled to attend and speak at the Meeting are:

- (a) Affected Creditors as of the Meeting Record Date or their Proxies;
- (b) representatives of the Petitioners;
- (c) representatives of the Monitor;
- (d) the Chair, the scrutineers and the secretary;
- (e) the New Equity Holders;
- (f) any other Person admitted on invitation of the Chair; and
- (g) legal counsel and financial advisors to any Person entitled to attend the Meeting.

19. Affected Creditors (or their duly appointed Proxy) who will be attending the Meeting are required to notify the Monitor by email by 8:00 a.m. (Vancouver time) on December 17, 2025, being the date that is two (2) Business Days before the Meeting Date, in order to receive credentials to access the Meeting.

20. Any Proxy that an Affected Creditor wishes to submit in respect of the Meeting (or any respective adjournment, postponement or other rescheduling thereof) must be substantially in the form of Proxy provided for in this Meeting Order, and received by the Monitor via email to oakandfort@ksvadvisory.com, Attention: Dean Perlman, by no later than 8:00 a.m. (Vancouver

time) on December 18, 2025, being the date that is one (1) Business Day before the Meeting Date.

21. In the absence of instruction to vote for or against the approval of the Plan in a duly signed and returned Proxy, the Proxy shall be deemed to include instructions to vote for the approval of the Plan.

22. The Chair is authorized to accept and rely upon Proxies or such other forms as may be acceptable to the Chair.

23. The quorum required at the Meeting shall be one (1) Affected Creditor with a Voting Claim present at such meeting in person or by Proxy.

24. The Chair is hereby authorized, in its sole and absolute discretion, to adjourn, postpone or otherwise reschedule the Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Meeting for the purpose of any adjournment, postponement or other rescheduling thereof). The Chair shall decide on the manner of giving notice to the Affected Creditors of the rescheduled Meeting and may, if the Chair deems it appropriate, restrict such notice to a notice posted on the Monitor's Website.

VOTING PROCEDURE

25. At the Meeting, the Chair shall direct the votes with respect to the resolution to approve the Plan and any variations, amendments, modifications or supplements to the Plan that are made in accordance with the terms of the Plan and this Meeting Order.

26. The vote required to pass any resolution to be voted on at the Meeting to vary, amend, modify or supplement the Plan shall be decided by the affirmative vote of at least the Required Majority of the votes cast on such resolution in accordance with the Electronic Meeting Protocol, and any other matter submitted for a vote at the Meeting shall be decided by a majority of votes by a show of hands, unless the Chair decides, in his or her sole and absolute discretion, to hold such vote by an alternative method consistent with the Electronic Meeting Protocol.

27. The only Persons entitled to vote at the Meeting shall be Creditors holding Voting Claims or their designated Proxy holders. For the purposes of counting and tabulating the votes at the Meeting, each Affected Creditor with one or more Accepted Claims shall be entitled to one (1) vote and the weight attributed to such vote (for the purposes of determining the Required Majority) shall be equal to the aggregate Canadian dollar value of such Affected Creditor's Accepted Claim (if necessary, converted into Canadian Dollars in accordance with the terms of the Plan).

28. No Affected Creditor shall be entitled to bifurcate or sub-divide an Accepted Claim for purposes of voting or distribution.

29. The dollar value of a Disputed Claim of an Affected Creditor for voting purposes at the Meeting shall be the dollar value of such Disputed Claim as set out in such Affected Creditor's Notice of Revision or Disallowance previously delivered by the Monitor pursuant to the Claims Process Order, without prejudice to the determination of such Affected Creditor's Disputed Claim for distribution purposes in accordance with the Claims Process Order. The Monitor shall keep records and tabulations of all votes cast at the Meeting. The Monitor shall keep a separate record and tabulation of any votes cast in respect of Disputed Claims. The Monitor shall report the result of the vote and the tabulation of votes of Affected Claims and the Disputed Claims to the Court and, if the decision whether to approve or reject this Plan is affected by the votes cast in respect of the Disputed Claims, the Petitioners shall seek direction from the Court in respect thereof.

NOTICES AND COMMUNICATIONS

30. Any notices or communication to be made or given hereunder to the Monitor shall refer to the Plan and shall be in writing in substantially the form, if any, provided for in this Meeting Order and will be sufficiently made or given only if delivered by prepaid registered mail, courier, personal delivery, or email addressed to:

KSV Restructuring Inc., in its capacity as the Court-Appointed CCAA
Monitor of Oak and Fort Corp., 1282339 B.C. Ltd., Oak and Fort US
Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings
LLC, and Oak and Fort California, LLC
220 Bay Street, Suite 1300

Toronto ON M5J 2W4

Attention: Dean Perlman

Phone: 437-888-9842

Email: oakandfort@ksvadvisory.com

or to such other address or e-mail as any party may from time to time notify the others in accordance herewith. Any such notice or communication delivered by a Creditor shall be deemed to be received on actual receipt thereof by the Monitor before 4:00 p.m. (Vancouver time) on a Business Day or, if delivered after 4:00 p.m. (Vancouver time) or other than on a Business Day, on the next Business Day.

31. Any document sent by the Monitor or the Petitioners to any Person pursuant to this Meeting Order may be sent to such Person at their respective address or contact information as set out in the applicable Proof of Claim delivered to the Monitor. Any such service and delivery shall be deemed to have been received: (i) if sent by ordinary mail, on the third Business Day after mailing within British Columbia, the fifth Business Day after mailing within Canada (other than within British Columbia), and the tenth Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by electronic transmission (such as facsimile or email), by 4:00 p.m. on a Business Day, on such Business Day and if delivered after 4:00 p.m. or other than on a Business Day, on the following Business Day.

32. If, during any period in which notice or other communications are being given pursuant to this Meeting Order, a postal work stoppage of general application should occur, such notice or other communications sent by ordinary mail and then not received shall not, absent further Order of this Court, be effective and notices and other communications given hereunder during the course of any such work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this Meeting Order.

33. The unintentional failure by the Petitioners or the Monitor to give any notice contemplated hereunder to any particular Affected Creditor shall not invalidate the Plan or any action taken by any Person pursuant to the Plan.

34. In the event that this Meeting Order is later amended by further order, the Monitor shall post such further order on the Monitor's Website and the Petitioners or the Monitor may serve such further order on the Service List and such posting and service shall constitute adequate notice to Creditors of the amendments made.

SANCTION ORDER APPLICATION

35. The Monitor shall report to this Court no later than two (2) Business Days after the Meeting with respect to:

- (a) the results of the voting to approve the Plan;
- (b) whether the Required Majority has approved the Plan;
- (c) the separate tabulation for Disputed Claims required by paragraph 29 herein; and
- (d) in its discretion, any other matter that the Monitor considers relevant with respect to the Petitioners' application for a Sanction Order (the "**Sanction Order Application**").

36. A copy of the Sanction Order Application shall be published on the Monitor's Website as soon as practicable.

37. Subject to further order of this Court, if the Plan has been approved by the Required Majority, the Sanction Order Application shall take place at _____ on January 7, 2026.

38. Publication of the Notice of Meeting to Affected Creditors and this Meeting Order and the delivery of the Meeting Materials pursuant to the terms of this Order shall constitute good and sufficient service of notice of the Sanction Order Application upon all Persons who may be entitled to receive such service and no other form of service needs to be made and no other materials need to be served on such Persons in respect of the Sanction Order Application.

39. Any Person intending to object to the Sanction Order Application shall file with this Court:

- (a) an Application Response in the form prescribed by the *Supreme Court Civil Rules* of British Columbia, setting out the basis for such opposition; and

- (b) a copy of the materials to be relied upon by such Person in opposing the Sanction Order Application and shall effect service of same upon counsel to the Petitioners and the Monitor, and upon the Persons listed on the Service List, before 4:00 p.m. (Vancouver time) on January 2, 2026.

40. In the event that the Sanction Order Application is adjourned, postponed or otherwise rescheduled, only those Persons listed on the Service List or that have filed and served an Application Response in accordance with this Meeting Order are required to be served with notice of the adjourned, postponed or otherwise rescheduled date.

MONITOR'S ROLE

41. In addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Second Amended and Restated Initial Order granted in these proceedings dated July 4, 2025 (the “SARIO”) and the Claims Process Order granted in these proceedings dated July 4, 2025, the Monitor is hereby authorized, directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order or incidental thereto.

42. In carrying out the terms of this Order, the Monitor: (a) shall have all the protections given to it by the CCAA, the SARIO, the Claims Process Order, this Order, and any other Orders of the Court in these CCAA Proceedings, and as an officer of the Court, including the stay of proceedings in its favour; (b) shall incur no liability or obligation as a result of carrying out the provisions of this Order, other than in respect of any gross negligence or wilful misconduct on its part; (c) shall be entitled to rely on the books and records of the Petitioners and any information provided by the Petitioners without independent investigation; (d) shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information; and (e) may seek such assistance as may be reasonably required to carry out its duties and obligations pursuant to this Order from the Petitioners or any of their affiliated companies.

GENERAL

43. The Monitor, in addition to its prescribed rights and obligations under the CCAA and the Initial Order, shall assist the Petitioners in connection with the matters described herein, and is

hereby authorized and directed to take such other actions and fulfill such other roles as are contemplated by this Meeting Order.

44. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies to act in aid of and to be complementary to this Court in carrying out the terms of this Meeting Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Meeting Order.

45. The Petitioners and the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Meeting Order and may waive strict compliance with the requirements of this Meeting Order as to the completion, execution and delivery, including with respect to the timing of such delivery, of any documents.

46. Subject to further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

47. The Petitioners and the Monitor may apply to this Court from time to time for directions from this Court with respect to this Meeting Order, including with respect to the Meeting and Schedules to this Meeting Order, or for such further order(s) as either of them may consider necessary or desirable to amend, supplement or replace this Meeting Order, including any Schedule hereto.

48. Endorsement of this Meeting Order by counsel appearing on this application, other than counsel for the Petitioner, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Lisa Hiebert
Lawyer for the Petitioners

BY THE COURT

REGISTRAR

SCHEDULE A
Appearance List

Counsel Name	Party Represented

SCHEDULE BThe Plan

(See attached.)

SCHEDULE C

Form of Proxy

No. S-254287
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US
GROUP, INC., OAK AND FORT ENTERPRISE (U.S.) INC., NYM MERGER HOLDINGS
LLC and OAK AND FORT CALIFORNIA, LLC

PETITIONERS

PROXY

In accordance with the Meeting Order, the Petitioners have been authorized to convene a Meeting of their Affected Creditors to consider and vote whether to accept the consolidated plan of compromise and arrangement dated November 21, 2025 made under the *Companies' Creditors Arrangement Act* among the Petitioners and their Affected Creditors (as may be amended from time to time, the "**Plan**").

Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Meeting Order made in these proceedings on November 28, 2025 and the Plan.

Before completing this proxy, please read carefully the "Instructions for Completion of Proxy" included herewith.

If any person is to attend the Meeting (or any adjournment thereof) on behalf of an Affected Creditor and vote on the Plan, or if the Affected Creditor wishes to appoint the representative designated by the Monitor to act as the Affected Creditor's proxy, this proxy form must be completed and signed by the Affected Creditor and received by the Monitor by email at oakandfort@ksvadvisory.com, Attention: Dean Perlman, by no later than 8:00 a.m. (Vancouver time) on December 18, 2025, being the date that is one (1) Business Day before the Meeting Date (or any adjournment, postponement or other rescheduling thereof).

THE UNDERSIGNED AFFECTED CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints _____ or, if nobody is specified, nominates Murtaza Tallat of KSV Restructuring Inc. in its capacity as Monitor of the Petitioners, or such person as he may designate as nominee of the Affected Creditor, with power of substitution, to attend on behalf of and act for the undersigned Affected Creditor at the Meeting to be held in order to consider and, if thought advisable, vote in respect of the resolution to approve the Plan and at any and all adjournments of the Meeting, and to vote the full amount of the Affected Creditor's total Affected Claims as determined at the Meeting Record Date, as follows:

☐ VOTE FOR approval of the Plan; or

☐ VOTE AGAINST approval of the Plan; and

Please note that if no specification is made above, the Affected Creditor will be deemed to have voted FOR the approval of the Plan at the Meeting provided the Affected Creditor does not otherwise exercise its right to vote at the Meeting.

Dated at _____ this _____ day of _____, 2025.

Signature: _____

Name:

(if Affected Creditor is an individual)

(print name of Affected Creditor as it appears on the Proof of Claim form)

Signature: _____

Name:

(if Affected Creditor is a corporation this section must be completed by a duly authorized officer or attorney of the corporation)

Title:

(print name and title of signatory)

Witness Signature:

Name:

(only applicable if Affected Creditor is an individual)

Phone Number:

(print name of witness and include day time phone number)

Phone Number of Affected Creditor:

Email address of Affected Creditor:

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This proxy should be read conjunction with the Plan and the Meeting Order, copies of which are included in the Meeting Materials delivered to you and are available on the Monitor's Website at: <https://www.ksvadvisory.com/experience/case/oakandfort>
2. Each Affected Creditor who has a right to vote at the Meeting has the right to appoint a person (who does not need to be an Affected Creditor) to attend, act and vote for and on their behalf at the Meeting, or any adjournments thereof, and such right may be exercised by inserting in the space provided therefor the name of the person to be appointed.
3. If no name has been inserted in the space provided, Murtaza Tallat of KSV Restructuring Inc, in its capacity as Monitor, or such other representative of the Monitor as he may designate, shall be deemed to be appointed as proxy holder for the Affected Creditor, with the power of substitution.
4. If an officer of KSV Restructuring Inc, in its capacity as Monitor, is appointed or is deemed to be appointed as proxy holder, and the Affected Creditor fails to indicate a vote for or against the approval of the Plan on this proxy, this proxy will be voted **FOR** approval of the Plan.
5. If the proxy is not dated in the space provided therefor, it shall be deemed to bear the date on which it is received by the Monitor.
6. This proxy must be signed by the Affected Creditor or by his or her attorney duly authorized in writing or, where the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
7. Valid proxies bearing or deemed to be bearing a later date shall revoke this proxy. In the event that more than one valid proxy for the same Affected Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted for the purposes of the vote.
8. If the Plan is approved by the Required Majority and is sanctioned by the Court, it will be binding on you whether or not you vote.
9. This proxy must be received by the Monitor by email by no later than 8:00 a.m. (Vancouver Time) on December 18, 2025, being the date that is one (1) Business Day before the Meeting Date, at the following email address: oakandfort@ksvadvisory.com, Attention: Dean Perlman.

SCHEDULE D

Electronic Meeting Protocol

No. S-254287
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US
GROUP, INC., OAK AND FORT ENTERPRISE (U.S.) INC., NYM MERGER HOLDINGS
LLC and OAK AND FORT CALIFORNIA, LLC

PETITIONERS

ELECTRONIC MEETING PROTOCOL

By order of the Supreme Court of British Columbia (the “**Court**”) pronounced November 28, 2025 (the “**Meeting Order**”) KSV Restructuring Inc., the Court-appointed monitor (the “**Monitor**”) of the Petitioners in the within proceedings (the “**CCAA Proceedings**”), has been authorized to convene, hold and conduct a meeting of the Petitioners’ Affected Creditors (the “**Meeting**”) to consider and vote on the Consolidated Plan of Compromise and Arrangement of the Petitioners dated for reference November 21, 2025 as may be amended (the “**Plan**”). To facilitate the Meeting the Court has approved the following substantive Electronic Meeting Protocol (the “**Protocol**”).

Capitalized terms not otherwise defined in this Protocol have the meanings ascribed to them in the Plan and the Meeting Order. Copies of the Plan and the Meeting Order are available at the Monitor’s Website: <https://www.ksvadvisory.com/experience/case/oakandfort>.

The Plan

The Plan contemplates the compromise of the rights and claims of certain creditors of the Petitioners and, if approved at the Meeting by the Required Majority of Creditors holding Voting Claims will become binding on all of the Petitioners' Affected Creditors. A copy of the Plan is available on the Monitor’s Website, and details of how Affected Creditors are being treated under the Plan can be found in the Monitor's report filed in conjunction with the Plan.

The Meeting

The Meeting will be held at 10:00 a.m. (Vancouver time) on December 19, 2025, in accordance with the Electronic Meeting Protocol. The Meeting will be held by **Microsoft Teams**.

Only Affected Creditors will be able to attend and to vote on the Plan at the Meeting. Holders of Unaffected Claims are not entitled to either attend or vote at the Meeting.

In order to participate in any voting associated with the Plan, Affected Creditors must have filed a Proof of Claim in accordance with the Claims Process Order pronounced by the Court on July 4, 2025.

Affected Creditors who will be attending the Meeting are to notify the Monitor by email at oakandfort@ksvadvisory.com by 8:00 a.m. (Vancouver time) on December 17, 2025, being the date that is two (2) Business Days before the Meeting Date, in order to receive the credentials to access the Meeting.

Affected Creditors who will be unable to attend the Meeting but wish to participate are required to date, sign and return the accompanying proxy (the “**Proxy**”). To be used at the Meeting, a Proxy must be received by the Monitor by email at oakandfort@ksvadvisory.com, Attention: Dean Perlman by 8:00 a.m. (Vancouver time) on December 18, 2025, being the date that is one (1) Business Day before the Meeting Date.

You should review the Meeting Order before you vote. It is available at the Monitor’s Website linked above. The Meeting Order contains important information regarding the voting process. Please review the Meeting Order and the instructions sent with the Proxy prior to submitting your Proxy.

Sanction Order

If the Plan is approved at the Meeting by the Required Majority of Affected Creditors and all other necessary conditions are met, the Petitioners intend to make an application to the Court on or about January 7, 2026 (the “**Sanction Order Application**”) for, among other things, the Sanction Order.

Any person wishing to oppose the Sanction Order must serve a copy of the materials to be used to oppose the application and setting out the basis for such opposition upon the lawyers of the Petitioners and the Monitor as well as those parties listed on the Service List posted on the Monitor’s Website. Such materials must be served by no later than 4:00 p.m. (Vancouver time) on the date that is two (2) days before the Sanction Order Application.

If the Plan is approved by the Required Majority and is sanctioned by the Court, it will be binding on you whether or not you vote.

Further Information

You may obtain further information on the Petitioners’ CCAA Proceedings at the Monitor's website: <https://www.ksvadvisory.com/experience/case/oakandfort>

Yours truly,

KSV Restructuring Inc., in its capacity as the
Court-appointed Monitor of the Petitioners and
not in its personal or corporate capacity

By: _____
Name:
Title:

SCHEDULE E

Newspaper Notice

**NOTICE OF MEETING OF AFFECTED CREDITORS OF OAK AND FORT CORP.,
1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT
ENTERPRISE (U.S.) INC., NYM MERGER HOLDINGS LLC and OAK AND FORT
CALIFORNIA, LLC PURSUANT TO THE *COMPANIES' CREDITORS*
*ARRANGEMENT ACT***

This notice is being published pursuant to an Order of the Supreme Court of British Columbia made November 28, 2025 (the “**Meeting Order**”) which established the procedure for the Petitioners to call, hold and conduct a meeting (the “**Meeting**”) of creditors of Oak and Fort Corp., 1282339 B.C. Ltd., Oak and Fort US Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings LLC and Oak and Fort California, LLC (together, the “**Petitioners**”) to consider and pass a resolution, if thought advisable, approving the Consolidated Plan of Compromise and Arrangement of the Petitioners dated as of November 21, 2025 (as the same may be amended, restated or supplemented from time to time, the “**Plan**”) and to transact such other business as may be properly brought before the Meeting.

The Meeting will be held at 10:00 a.m. (Vancouver time) on December 19, 2025, or on such later date and time to which the Meeting may be adjourned in accordance with the Meeting Order. The Meeting will be conducted on Microsoft Teams pursuant to the Electronic Meeting Protocol. ONLY THOSE AFFECTED CREDITORS HOLDING VOTING CLAIMS SHALL BE ENTITLED TO ATTEND AND VOTE ON THE PLAN AT THE MEETING.

Creditors may obtain copies of the Plan, information about the Plan and the Meeting, as well as any amendments that may be made to the Plan, on the Monitor’s website at <https://www.ksvadvisory.com/experience/case/oakandfort> or by contacting the Monitor by email at oakandfort@ksvadvisory.com.

If the Plan is approved by the required majority of the Petitioners’ creditors in accordance with the *Companies’ Creditors Arrangement Act* and the Meeting Order, the Petitioners intends to bring an application to the Court on January 7, 2026 for an order approving and sanctioning the Plan.

SCHEDULE F
Notice of Meeting

No. S-254287
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US
GROUP, INC., OAK AND FORT ENTERPRISE (U.S.) INC., NYM MERGER HOLDINGS
LLC and OAK AND FORT CALIFORNIA, LLC

PETITIONERS

NOTICE OF MEETING TO AFFECTED CREDITORS

NOTICE IS HEREBY GIVEN that the Petitioners have filed with the Supreme Court of British Columbia (the “**Court**”) a consolidated plan of compromise and arrangement dated November 21, 2025 (as may be amended from time to time, the “**Plan**”) pursuant to the *Companies' Creditors Arrangement Act* (the “*CCAA*”). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

The Plan contemplates the compromise of rights and claims of the Petitioners' creditors (as defined in the Plan, the “**Affected Creditors**”). The Affected Creditors are grouped into one class, being the Unsecured Creditor Class.

NOTICE IS ALSO HEREBY GIVEN that a meeting of the Affected Creditors (the “**Meeting**”) will be held on December 19, 2025, beginning at 10:00 a.m. (Vancouver time), for the purpose of considering and, if thought advisable by the Affected Creditors, voting to approve the Plan. The Meeting is being held pursuant to an Order of the Court made on November 28, 2025 (the “**Meeting Order**”) The Meeting will be conducted on Microsoft Teams pursuant to the Electronic Meeting Protocol.

Affected Creditors who will be attending the Meeting are to notify the Monitor by email at oakandfort@ksvadvisory.com by 8:00 a.m. (Vancouver time) on December 17, 2025, being the date that is two (2) Business Days before the Meeting Date, in order to receive the credentials to access the Meeting.

The quorum for the Meeting is the presence, in person or by proxy, of one Affected Creditor.

Affected Creditors may vote in person or by proxy at the Meeting. For the Plan to be approved at the Meeting, at least a majority in number of the Affected Creditors in each Class, whose Proven

Claims represent at least two-thirds in value of the Proven Claims, must validly vote in favour of the Plan. The Plan must also be sanctioned by a final Order of the Court under the CCAA.

The Monitor's Report to the Court reporting on the results of the vote on the Plan at the Meeting will be posted on the Monitor's Website within two (2) Business Days following the Meeting.

NOTICE IS ALSO HEREBY GIVEN that, should the Affected Creditors vote in favour of the Plan at the Meeting, the Petitioners will bring an application for an Order to approve and sanction the Plan will be brought by the Petitioners on January 7, 2026 or such later date as may be directed by the Court (the "**Sanction Order Application**"). Subject to the satisfaction of the conditions necessary to implement the Plan, all Affected Claims will be dealt with in accordance with the terms of the Plan.

Any Affected Creditor who is entitled and wishes to vote at the Meeting but is unable to attend the Meeting is required to date, sign and return the enclosed proxy by e-mail. In order to be valid and voted at the Meeting, a proxy must be received by the Monitor by 8:00 a.m. (Vancouver time) on December 18, 2025.

The Monitor's address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Meeting is:

KSV Restructuring Inc., in its capacity as the Court-Appointed CCAA
Monitor of Oak and Fort Corp., 1282339 B.C. Ltd., Oak and Fort US
Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings
LLC, and Oak and Fort California, LLC

220 Bay Street, Suite 1300
Toronto ON M5J 2W4

Attention: Dean Perlman
Phone: 437-888-9842
Email: oakandfort@ksvadvisory.com

IT IS IMPORTANT THAT AFFECTED CREDITORS NOTE THE FOLLOWING: Only those Affected Creditors that are on the Service List will be provided with further notice of the Sanction Order Application, the materials filed in support of the Sanction Order Application (including the Monitor's Report to Court reporting on the results of vote of the Meeting) and any

adjournment of the Sanction Order Application. These materials, and any notice of adjournment of the Meeting and the Sanction Order Application will be posted on the Monitor's Website at: <https://www.ksvadvisory.com/experience/case/oakandfort> which is updated regularly. All Affected Creditors seeking updated information on the Plan, the Meeting, the Sanction Order Application and these proceedings are directed to the Monitor's Website.

This notice is given by the Petitioners pursuant to the Meeting Order and is dated this [●] day of [●] 2025.

SCHEDULE "C"

DRAFT FORM OF ANCILLARY ORDER

(See attached.)

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c C-36, as amended

and

IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD.,
OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM
MERGER HOLDINGS LLC AND OAK AND FORT CALIFORNIA, LLC

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE MADAM)
JUSTICE FITZPATRICK) NOVEMBER 28, 2025
)

ON THE APPLICATION of the Petitioners coming on for hearing via Microsoft Teams at Vancouver, British Columbia, on this 28th day of November, 2025; **AND ON HEARING** Lisa Hiebert, counsel for the Petitioners, and those other counsel listed on **Schedule “A”** hereto; **AND UPON HAVING READ** the application material filed, including the Eighth Affidavit of Min Gyoung Kang affirmed November 24, 2025 (the “**Eighth Kang Affidavit**”), and the Fifth Report of the Monitor dated November [●], 2025; **AND PURSUANT TO** the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, the *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application for this order and the materials filed in support is hereby abridged such that this application is properly returnable today, and further service upon any interested party other than those parties on the service list maintained in these proceedings is hereby dispensed with.

APPROVAL OF FEE LETTER AND PAYMENT OF FACILITY FEE

2. The fee letter dated November 24, 2025 between HUK 165 Limited (“**Hilco**”) and Oak and Fort Corp. (“**O&F**”), a copy of which is attached as Exhibit “A” to the Eighth Kang

Affidavit (the “**Fee Letter**”), is hereby approved. O&F is hereby authorized to pay the Facility Fee (as defined in the Fee Letter) to Hilco. In the event that the Facility Fee becomes returnable to O&F pursuant to the terms of the Fee Letter, Hilco is hereby directed to promptly return the Facility Fee amount to O&F within five (5) business days of receipt of a written demand therefor.

3. O&F, Hilco and the Monitor may apply to this Court for advice and directions with respect to the Fee Letter on notice to the Service List.

GENERAL PROVISIONS

4. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunals, and regulatory or administrative bodies, including any court or administrative tribunal of any federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

5. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Lisa Hiebert,
Lawyer for the Petitioners

BY THE COURT

REGISTRAR

Schedule “A”
Appearance List

Counsel Name	Party Represented
Jesse Mighton and Andrew Froh	The Monitor, KSV Restructuring Inc.
Douglas B. Hyndman	Business Development Bank of Canada