



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

COURT FILE NO.: CV-25-00740088-00CL

DATE: Dec 17, 2025

NO. ON LIST: 1

TITLE OF PROCEEDING: CLEARPIER ACQUISITION CORP. et al

BEFORE: JUSTICE CONWAY

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

| Name of Person Appearing | Name of Party                     | Contact Info         |
|--------------------------|-----------------------------------|----------------------|
| Trevor Courtis           | CSL for Richter Inc., the Monitor | tcourtis@mccarthy.ca |
| Meena Alnajar            |                                   | malnajar@mccarthy.ca |
|                          |                                   |                      |

**For Defendant, Respondent, Responding Party:**

| Name of Person Appearing | Name of Party | Contact Info |
|--------------------------|---------------|--------------|
|                          |               |              |
|                          |               |              |

**For Other, Self-Represented:**

| Name of Person Appearing | Name of Party                         | Contact Info                      |
|--------------------------|---------------------------------------|-----------------------------------|
| Evan Cobb                | CSL for for Export Development Canada | evan.cobb@nortonrosefulbright.com |
|                          |                                       |                                   |
|                          |                                       |                                   |

**ENDORSEMENT OF JUSTICE CONWAY:**

- [1] All defined terms used in this Endorsement shall, unless otherwise defined, have the meanings ascribed to them in the Factum of the Monitor (Richter Inc.) dated December 15, 2025. All factual references are from the Monitor's Sixth Report dated December 11, 2025.
- [2] The Monitor brings this motion for an Approval and Vesting Order with respect to the Transaction for the sale of shares of Cygobel and KPM. It also seeks a Stay Extension and Ancillary Relief Order that extends the current stay to March 31, 2026, approves the distribution of the Transaction proceeds, terminates the ARIO and Monitor's Enhanced Powers Order as they relate to Cygobel and KPM once the Transaction closes, approves the Monitor's various reports and activities, approves the fees and disbursements of the Monitor and its counsel, and seals Confidential Appendix "B" to the Sixth Report.
- [3] The motion is unopposed. It is supported by EDC, the senior secured creditor.
- [4] With respect to the Approval and Vesting Order, I am satisfied that the SPA and Transaction should be approved. The terms of the Transaction and the Monitor's efforts to market these assets to secure the best recovery for stakeholders are detailed in the Sixth Report. In my view, both the s. 36(3) factors and *Soundair* principles have been met. The market was fully canvassed by the Monitor in accordance with the SISP. The Transaction provides for the continuation of the business of Cygobel and KPM as a going concern for the benefit of their stakeholders. The Monitor's view, which I accept, is that the Transaction provides for superior overall recoveries than what would be recovered through an alternative bid, a liquidation, or the bankruptcy of those companies. I grant the Approval and Vesting Order.
- [5] The relief in the Stay Extension and Ancillary Relief Order is acceptable. The stay extension to March 31, 2026 will permit the Transaction to close and the Monitor to continue its efforts to sell HMA and wind-down Pub Plus. The Applicants (through the Monitor operating under its enhanced powers) are acting in good faith and with due diligence. No stakeholder will be materially prejudiced by the extension. According to the Cash Flow Forecast appended to the Sixth Report, there is sufficient liquidity to fund operations and these proceedings through the stay extension period.
- [6] With respect to the distributions, the Monitor proposes a distribution of \$250,000 to the Sale Advisor and the remaining sale proceeds from the Transaction to EDC. The distribution to the Sale Advisor is on account of its minimum fee, which is secured by the Sale Advisor's Completion Fee Charge in the Initial Order. The indebtedness to EDC is secured and the Monitor has received an opinion that the security is valid and enforceable under Ontario law. The Cash Flow Forecast shows that the Applicants will have sufficient liquidity following these distributions. See *AbitibiBowater inc. (Arrangement relatif à)*, 2009 QCCS 6461 (CanLII) at paras. 71-77. The distributions are approved.

- [7] Once the Transaction closes, there is no reason for Cygobel and KPM to be subject to the stay provisions and cash restrictions in the ARIO and Monitor's Enhanced Powers Order. The termination of those orders with respect to Cygobel and KPM on closing is granted.
- [8] The Monitor has filed its Previous Reports and Sixth Report with the court. I am satisfied that all of those reports and the Monitor's activities as detailed therein should be approved. The fees and disbursements of the Monitor and its counsel are reasonable and approved.
- [9] The Bid Summary attached as Confidential Appendix "B" to the Sixth Report is substantively the same as Exhibit "C" to the Affidavit of Mark Doyle sworn October 6, 2025, for which a sealing order has already been granted. As I stated in my endorsement of October 9, 2025, "This is a summary of bids and is sensitive commercial information. I am satisfied that the requested sealing order for Exhibit "C" meets the test in *Sierra Club/Sherman Estates* and that disclosure of this information would pose a risk to the public interest in enabling stakeholders of a company in CCAA proceedings to maximize value recovery. It is appropriately limited in scope and time."
- [10] The same applies for the Bid Summary attached to the Sixth Report. **I direct counsel for the Monitor to file a hard copy of the Confidential Appendix "B" with the Commercial List office in a sealed envelope with a copy of the order and this Endorsement.**
- [11] I have scheduled the next hearing for **March 20, 2026 at 10 a.m. before me for one hour (confirmed with the Commercial List office)**. If it needs to be rescheduled, counsel may do so through the Commercial List Office.
- [12] Two orders to go as signed by me and attached to this Endorsement. These orders are effective from today's date and are enforceable without the need for entry and filing.

A handwritten signature in blue ink, appearing to read "Conway J.", is located at the bottom left of the page.