

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
CLEARPIER ACQUISITION CORP. AND 1000238820 ONTARIO INC.

FACTUM OF THE MONITOR
(Stay Extension)
(Returnable March 31, 2026)

March 28, 2026

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PART I. INTRODUCTION¹

1. The Applicants are holding companies that have four subsidiaries that specialize in performance app marketing. The sale of two of the subsidiaries was previously approved by this Court and is in the process of proceeding to closing; one of the subsidiaries is being wound down in receivership proceedings in Israel; and the Monitor is in the process of marketing the other subsidiary.
2. The Monitor brings this motion on behalf of the Applicants pursuant to its enhanced powers seeking a stay extension up to and including July 31, 2026 to allow each of these streams to advance for the benefit of the Applicants' stakeholders.
3. With the assistance of and under the oversight of the Monitor, the Applicants have acted, and continue to act, in good faith and with due diligence. The Applicants have sufficient liquidity. The requested stay extension should be granted.

PART II. THE FACTS

A. CPAC Group

4. The Applicants, ClearPier Acquisition Corp. ("**CPAC**") and 1000238820 Ontario ("**10002 Ontario**") are holding companies which have no independent operations or leased properties and were established for the purpose of acquiring the Operating Subsidiaries, as

¹ Capitalized terms used in this Introduction have the meanings given to them elsewhere in this factum. Capitalized terms used but not defined in this factum have the meanings given to them in the Amended and Restated Initial Order of Justice Conway dated April 10, 2025 (the "**ARIO**") or, if not defined therein, in the Seventh Report of the Monitor dated March 24, 2026 (the "**Seventh Report**").

defined below, which are advertising companies specializing in performance app marketing, including user acquisition and user engagement.²

5. CPAC is the parent of four subsidiaries (collectively, the “**Operating Subsidiaries**” and collectively with the Applicants, the “**CPAC Group**”):

- (a) Pesto Harel Shemesh Ltd. (“**Pub Plus**”), a corporation incorporated under the laws of Israel, earns revenue by purchasing traffic which is directed to its own websites that contain advertisements;
- (b) HangMyAds Lda. (“**HMA**”), a limited liability company formed under the laws of Portugal, specializes in mobile user acquisition using rewarded traffic to encourage user actions;
- (c) Cygobel Media Ltd. (“**Cygobel**”), a corporation incorporated under the laws of Israel, is a performance-based advertising agency that focuses on user acquisition through real-time optimization of advertising spend; and
- (d) KPM Technologies Ltd. (“**KPM**”, and collectively with Cygobel, Pub Plus and HMA, the “**Operating Subsidiaries**”), is a corporation incorporated under the laws of Israel. Similar to Cygobel, KPM is a technology-focused advertising agency that provides mobile app promotion through real-time ad spend optimization to help clients acquire users and generate revenue.³

² Seventh Report at para. 2.

³ Seventh Report at para. 3.

6. Export Development Canada (“**EDC**”) is the senior secured creditor of each of the Applicants and the Operating Subsidiaries. EDC advanced approximately CDN\$30.5 million and US\$34.9 million to CPAC to fund its acquisition of the Operating Subsidiaries. The funding provided by EDC is secured against the assets of CPAC, 10002 Ontario, Pub Plus, Cygobel and KPM and the shares of HMA.

B. CCAA Proceedings

7. The Applicants commenced these proceedings (the “**CCAA Proceedings**”) on April 2, 2025 and obtained an initial order (as amended from time to time, the “**Initial Order**”). Richter Inc. (“**Richter**”) was appointed as the Monitor of the Applicants (the “**Monitor**”).⁴

8. The Operating Subsidiaries are not applicants in the CCAA Proceedings but are “Non-Applicant Stay Parties” and subject to various provisions of the Initial Order.⁵

9. On April 10, 2025, the Court issued a SISP Approval Order authorizing the Monitor, with the assistance of the Applicants and KPMG Corporate Finance Inc., to conduct a Sale and Investment Solicitation Process (“**SISP**”) with respect to the Applicants and the Operating Subsidiaries, among others.⁶ A robust canvassing of the market was carried out in the SISP.

10. On October 9, 2025, the Court granted an Order (the “**Monitor’s Enhanced Powers Order**”), which, among other things, granted certain enhanced powers to the Monitor with

⁴ Seventh Report at para. 5.

⁵ Seventh Report at para. 4.

⁶ Seventh Report at para. 7.

respect to the Applicants, including with respect to the Applicants' rights as shareholders of the Operating Subsidiaries.⁷

11. The stay of proceedings pursuant to the Initial Order (the “**Stay**”) currently expires on March 31, 2026.⁸

C. Cygobel/KPM

12. On December 17, 2025, the Court granted an approval and vesting order approving a transaction (the “**Cygobel/KPM Transaction**”) whereby the Purchaser would acquire all of the shares of Cygobel and KPM from CPAC.⁹

13. The Monitor has worked diligently to satisfy the various closing conditions which included, among other things, financial statements for Cygobel and KPM being completed to facilitate the payment of a pre-closing cash sweep and obtaining a tax certificate from the Israeli Tax Authority. The Purchaser has recently raised purported concerns about certain tax matters that are in the process of being addressed. The Cygobel/KPM Transaction is otherwise ready to proceed to closing in the near term.¹⁰

D. Pub Plus

14. With respect to Pub Plus, the Monitor determined following the SISP that there did not appear to be any prospect of a transaction that would be acceptable to EDC in respect of Pub Plus and it was appropriate for Pub Plus to be wound down as required by the SISP.

⁷ Seventh Report at para. 10.

⁸ Seventh Report at para. 13(f).

⁹ Seventh Report at para. 12.

¹⁰ Seventh Report at paras. 23-33.

Receivership proceedings in respect of Pub Plus were commenced in Israel on November 9, 2025. The Israeli receiver is in the process of collecting receivables and marketing the other assets of Pub Plus.¹¹

E. HMA

15. The Monitor is continuing to engage with interested parties with respect to a potential sale of HMA.¹² HMA has generally operated on a cash flow positive basis since these CCAA proceedings were commenced.

PART III. ISSUES AND THE LAW

16. The sole issue to be determined on this motion is whether to extend the Stay to July 31, 2026.

17. Pursuant to s. 11.02(2) of the CCAA, the Court may grant an extension of a stay where (a) circumstances exist that make the order appropriate; and (b) the debtor company satisfies the Court that it has acted and is acting in good faith and with due diligence.¹³

18. The Court will consider, among other factors, whether the debtor company has sufficient available cash resources during the proposed extension of the Stay Period and whether the Monitor supports the requested stay extension.¹⁴

19. The proposed stay extension is necessary and appropriate for the following reasons:

¹¹ Seventh Report at paras. 34-37.

¹² Seventh Report at para. 38(f).

¹³ CCAA, s. [11.02\(2\)](#).

¹⁴ *Canwest Global Communications Corp. (Re.)*, [2009 CanLII 63368](#) at [para. 43](#) (SCJ)

- (a) the proposed extension will permit the Monitor time to complete the Cygobel/KPM Transaction;
- (b) the proposed extension will provide the Monitor time to continue to negotiate a potential sale of HMA and to return to Court to seek approval of any such transaction;
- (c) the proposed extension will allow for the continued wind-down of Pub Plus through the receivership proceedings in Israel;
- (d) as reflected in the Cash Flow Forecast appended to the Seventh Report of the Monitor, the Applicants are expected to have sufficient liquidity to fund their operations and the costs of the CCAA Proceedings during the requested Stay Period;
- (e) an extension of the stay of proceedings of the length requested by the Applicants is reasonable having regard to the current status of the CCAA Proceedings; and
- (a) the Monitor is not aware of any party that would be materially prejudiced by the proposed extension of the Stay.¹⁵

¹⁵ Seventh Report at para. 54.

PART IV. ORDER REQUESTED

20. For the reasons set out above, the Monitor requests that this Court grant the proposed extension of the Stay to July 31, 2026.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 28th day of March, 2026.

A handwritten signature in black ink, appearing to be 'J. McCarthy', written over a horizontal line.

McCarthy Tétrault LLP

Lawyer for the Monitor

SCHEDULE "A"
LIST OF AUTHORITIES

1. *Canwest Global Communications Corp. (Re)*, [2009 CanLII 55114](#) (ONSC)

**SCHEDULE “B”
RELEVANT STATUTES**

Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

General power of court

11 Despite anything in the Bankruptcy and Insolvency Act or the Winding-up and Restructuring Act, if an application is made under this Act in respect of a debtor company, the court, on the application of any person interested in the matter, may, subject to the restrictions set out in this Act, on notice to any other person or without notice as it may see fit, make any order that it considers appropriate in the circumstances.

Stays, etc. — other than initial application

11.02(2) A court may, on an application in respect of a debtor company other than an initial application, make an order, on any terms that it may impose,

- (a)** staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken in respect of the company under an Act referred to in paragraph (1)(a);
- (b)** restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the company; and
- (c)** prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the company.

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Court File No. CV-25-00740088-00CL

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Proceeding Commenced at Toronto

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