

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

|                    |   |                                 |
|--------------------|---|---------------------------------|
| THE HONOURABLE     | ) | MONDAY, THE 7 <sup>TH</sup> DAY |
|                    | ) |                                 |
| JUSTICE W.D. BLACK | ) | OF OCTOBER, 2024                |

**AFC MORTGAGE ADMINISTRATION INC. and BREXIT HOLDINGS INC.**

Applicants

- and –

**SUNRISE ACQUISITION (STAYNER) INC. and 2846862 ONTARIO INC.**

Respondents

**ORDER**  
**(ANCILLARY RELIEF ORDER)**

THIS MOTION, made by TDB Restructuring Limited, in its capacity as receiver and manager (in such capacity, the “**Receiver**”) without security, of undertaking, property and assets of Sunrise Acquisitions (Stayner) Inc. and 2846862 Ontario Inc. (together, the “**Debtors**”) for an order for ancillary relief in connection with approval and vesting orders, dated October 7, 2024, was heard this day at the courthouse at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Receiver, the First Report of the Receiver dated September 23, 2024 (the “**First Report**”), and on hearing the submissions of counsel for the Receiver and the other parties listed on the counsel slip, no one appearing for any other party although duly served as appears from the Lawyer’s Certificate of Service of Douglas Montgomery, dated September 30, 2024:

**A. Definitions**

1. THIS COURT ORDERS that all capitalized terms not otherwise defined herein shall have the meaning given to them in the First Report.

**B. Service**

2. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated that this Motion is properly returnable today and hereby dispenses with further service thereof.

**C. Fees, Receipts and Disbursements**

3. THIS COURT ORDERS that the Receiver's Interim Statement of Receipts and Disbursements for the period from February 29, 2024, to August 31, 2024, be and is hereby approved.

4. THIS COURT ORDERS that the fees and disbursements of the Receiver and its legal counsel as described in the First Report, the fee affidavit of Bryan A. Tannenbaum, sworn September 18, 2024, and the fee affidavit of Beatrice Loschiavo, sworn September 17, 2024, are hereby approved.

**D. Sealing Orders**

5. THIS COURT ORDERS that the summary of offers made in respect of the Properties, being Confidential Appendix 1 to the First Report, shall be treated as confidential, sealed and not form part of the public record until all conditions to closing both of the Transactions have been satisfied or waived by the Receiver and the Mowat Purchaser and the Receiver and Brexit, as the case may be, and the Transactions have been completed to the satisfaction of the Receiver.

6. THIS COURT ORDERS that the Mowat APA, being Confidential Appendix 2 to the First Report, shall be treated as confidential, sealed and not form part of the public record until all conditions to closing the Mowat Transaction have been satisfied or waived by the Receiver and the Mowat Purchaser and the Mowat Transaction has been completed to the satisfaction of the Receiver.

7. THIS COURT ORDERS that the Simcoe APA, being Confidential Appendix 3 to the First Report, shall be treated as confidential, sealed and not form part of the public record until all conditions to closing the Simcoe Transaction has been satisfied or waived by the Receiver and the Simcoe Purchaser and the Simcoe Transaction has been completed to the satisfaction of the Receiver.

***E. Tatham Holdback***

8. THIS COURT AUTHORIZES AND DIRECTS the Receiver to retain a holdback of \$5,127.70 (the "Tatham Holdback") simultaneously with its completion of the Transaction (which funds are to be payable by the Purchaser to the Receiver as an adjustment on closing). The Receiver shall maintain the Tatham Holdback pending further order of the Court or agreement between Tatham Engineering Limited and the Purchaser.

***F. Distribution***

9. THIS COURT AUTHORIZES the Receiver to make the proposed distribution (as described at paragraph 45 of the First Report) following the completion of the Mowat Transaction to the satisfaction of the Receiver.

**G. General**

10. THIS COURT ORDERS that the First Report and the conduct and activities of the Receiver set out therein be and are hereby approved.

11. THIS COURT ORDERS that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way that approval of the First Report detailed in paragraph 8 above.

12. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Toronto Time on the date of this Order and are enforceable without the need for entry and filing.



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W.D. BLACK J.

**AFC MORTGAGE ADMINISTRATION  
INC. et al.**  
Applicant

**SUNRISE ACQUISITION (STAYNER) INC. et al.**  
and Respondents

**Court File No. CV-23-00710361-  
00CL**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
APPLICATION UNDER SUBSECTION 243(1) OF  
THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION  
101 OF THE  
*COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43,  
AS AMENDED  
Proceeding commenced at Toronto**

**ORDER  
(ANCILLARY RELIEF)**

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