Court File No. BK-26-03364251-0032

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

THE HONOURABLE	)	MONDAY, THE
JUSTICE KOEHNEN	)	2nd DAY OF NOVEMBER, 2026
	)	

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF NATIONAL TRAFFIC SAFETY MANAGEMENT INC.

ANCILLARY RELIEF ORDER

THIS MOTION, brought by TDB Restructuring Limited ("**TDB**"), in its capacity as the Proposal Trustee (the "**Proposal Trustee**") of National Traffic Safety Management Inc. (the "**Company**") for an order pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), among other things, approving the fees and disbursements of the Proposal Trustee and its counsel (with Company's counsel, the "**Professionals**"); authorizing payment of all outstanding fees of the Professionals from the proceeds of sale in the Proposed Transaction, prior to the Company's possible assignment in bankruptcy; granting a first-ranking charge over the Company's assets to secure the fees and disbursements of TDB, in its capacity as the prospective trustee in bankruptcy of the Company and its counsel upon the Company's contemplated bankruptcy (the "**Bankruptcy Trustee's Charge**"); and sealing the Confidential Appendices to the Sixth

Report of the Proposal Trustee dated October 21, 2026 ("**Sixth Report**"); sealing the Confidential Appendix to the Seventh Report of the Proposal Trustee dated October 23, 2026 ("**Seventh Report**"); and sealing the Confidential Appendix to the First Supplement to the Seventh Report dated October 30, 2026 ("**First Supplement**").

ON READING the First Supplement, the Seventh Report, on hearing the submissions of counsel for the Proposal Trustee, and such other counsel as were present, no one else appearing although duly served as appears from the Lawyers Certificate of Service of Dillon Gohil, filed.

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion of the Proposal Trustee and the related motion material filed in support of that Notice of Motion (the "**Motion Material**") be and is hereby abridged, that service of the Notice of Motion and Motion Material is hereby and validated, and that further service thereof is dispensed with.

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Seventh Report.

PROFESSIONAL FEES

3. **THIS COURT ORDERS** that the fees and disbursements of the Professionals, which are subject to the Administration Charge, including the professional fees for the

Proposal Trustee and its counsel, as defined and set out in the Seventh Report, are hereby approved, and notwithstanding the filing of a proposal by the Company.

4. **THIS COURT ORDERS** that the outstanding fees of the Professionals shall be paid from the proceeds of sale in the Proposed Transaction, prior to any assignment in bankruptcy by the Company, and notwithstanding the filing of a proposal by the Company.

5. **THIS COURT ORDERS** that TDB shall have a first-ranking charge over the Company's assets to secure the fees and disbursements of TDB (subordinate only to the security of Oxygen Working Capital Corporation ("**Oxygen**") as set out below), in its capacity as the prospective trustee in bankruptcy of the Company, and the fees its counsel upon the Company's assignment into bankruptcy (the "**Bankruptcy Trustee's Charge**"), to secure their reasonable professional fees and disbursements, which charge shall be in priority to all other claims and interests in the assets of the Company except the security of Oxygen pursuant to a general security agreement dated April 28, 2025 between the Company and Oxygen.

SEALING ORDER

6. **THIS COURT ORDERS** that the Confidential Appendices to the Sixth Report,the Confidential Appendix to the Seventh Report, and the Confidential Appendix to the First Supplement shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing Order.

7. **THIS COURT ORDERS** that the Confidential Appendices to the Sixth Report, the Confidential Appendix to the Seventh Report, and the Confidential Appendix to the First Supplement shall remain under seal and kept confidential until the completion of the Proposed Transaction or until further Order of the Court.

GENERAL

8. **THIS COURT ORDERS** that this Order is effective as of 12:01 am Eastern Time on the date of this Order, without the need for entry, issuance, or filing.



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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

ANCILLARY RELIEF ORDER

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