



Court File No. CV-25-00741261-00CL

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

THE HONOURABLE)
JUSTICE J. DIETRICH)

FRIDAY, THE 20TH
DAY OF FEBRUARY, 2026

B E T W E E N:

MARSHALLZEHR GROUP INC.

Applicant

- and -

**2301402 ONTARIO LIMITED and JAKE'S HOUSE COMMUNITY
RESIDENCES**

Respondents

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

**ORDER
(Ancillary Relief)**

THIS MOTION, made by TDB Restructuring Limited ("**TDB**"), in its capacity as Court-appointed receiver (in such capacity, the "**Receiver**") without security, of all of the assets, undertakings and properties of 2301402 Ontario Limited (the "**Company**") and Jake's House Community Residences ("**JHCR**", and together with the Company, the "**Debtors**"), acquired for, or used in relation to a business carried on by the Debtors, for an order, among other things:

- (a) approving the Second Report to the Court dated February 10, 2025 and the appendices thereto (the “**Second Report**”) and the actions and activities of the Receiver described therein;
- (b) approving the fees and disbursements of the Receiver and its legal counsel, Chaitons LLP (“**Chaitons**”), as set out in the Second Report, the affidavit of Jeffrey Berger sworn February 4, 2026 and the affidavit of Maleeha Anwar, sworn February 6, 2026 (collectively, the “**Fee Affidavits**”), attached as appendices to the Second Report, as well as the Fee Accrual (as defined in the Second Report);
- (c) approving the Receiver’s interim statement of receipts and disbursements for the period from May 14, 2025 to January 31, 2026; and
- (d) authorizing and directing the Receiver to make certain distributions, as recommended in the Second Report.

was heard this day by judicial videoconference via Zoom.

ON READING the Second Report, the Supplement to the Second Report of the Receiver dated February 19, 2026 (the “**Supplementary Report**”), the Fee Affidavits, and on hearing the submissions of counsel for the Receiver and the other parties that were present as listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed:

SERVICE AND DEFINITIONS

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

2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined in this Order shall have the meanings ascribed to them in the Second Report or the Order of the Honourable Justice J. Dietrich dated May 14, 2025.

APPROVAL OF RECEIVER'S SECOND REPORT AND ACTIVITIES

3. **THIS COURT ORDERS** that the Second Report, and the conduct and activities of the Receiver as set out therein, be and are hereby approved; provided, however, 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 such approval.

APPROVAL OF FEES AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and the Receiver's counsel, Chaitons, as set out in the Second Report and the Fee Affidavits, be and are hereby approved.

RECEIVER'S STATEMENT OF RECEIPTS AND DISBURSEMENTS

5. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for the period May 14, 2025 to January 31, 2026, as set out in the Second Report, be and is hereby approved.

DISTRIBUTIONS

6. **THIS COURT ORDERS** that, subject to the retention of the Fee Accrual (as defined in the Second Report) and payment of the professional fees and disbursements of the Receiver and Chaitons, the Receiver is hereby authorized and directed to make the distributions from time-to-time as set out in the Second Report, from the net cash proceeds of the Transaction (the “**Distributions**”).

7. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to take all reasonably necessary steps and actions to effect the Distributions in accordance with the provisions of this Order and the Receiver and Chaitons shall not incur any liability as a result of the Receiver making the Distributions.

8. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these Receivership Proceedings;
- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”) or other applicable legislation in respect of the Debtors and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Debtors; and
- (d) any provisions of any federal or provincial legislation;

the Distributions shall be made free and clear of all Encumbrances (including the Charges) and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the

Debtors and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

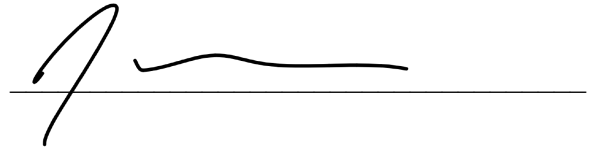
9. **THIS COURT ORDERS** that the Receiver or any other person facilitating payments and distributions pursuant to this Order shall be entitled to deduct and withhold from any such payment or distribution such amounts as may be required to be deducted or withheld under any applicable law and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person entitled thereto, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order.

GENERAL

10. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in any other foreign jurisdiction, to give effect to this Order and to assist the Receiver and its respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the

Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its respective agents in carrying out the terms of this Order.

A handwritten signature in black ink is positioned above a solid horizontal line. The signature consists of a large, stylized initial 'P' followed by a series of connected, wavy lines that extend to the right.

MARSHALLZEHR GROUP INC.

Applicant

-and-

**2301402 ONTARIO LIMITED and JAKE'S HOUSE
COMMUNITY RESIDENCES**

Respondents

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

ORDER (ANCILLARY RELIEF)

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Lawyers TDB Restructuring Limited., in its capacity as Court-Appointed Receiver