

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	WEDNESDAY, THE 19th
	)	
JUSTICE STEELE	)	DAY OF NOVEMBER, 2025

**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C., 1985, C.
B-3, AS AMENDED**

**IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF 3MOTIONAI INC. FILED IN THE
CITY OF MISSISSAUGA, IN THE PROVINCE OF
ONTARIO**

ANCILLARY ORDER
(SECOND REPORT, DISTRIBUTION, CHAPTER 15)

THIS MOTION, made by made by 3MotionAI Inc. (“**3Motion**”) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the “**BIA**”), for an order, among other things:

(a) approving the Second Report of the Proposal Trustee and the activities of the Proposal Trustee described therein; (b) authorizing 3Motion to bring a motion for directions with respect to the procedures, timing, and voting requirements for the consideration of a proposal to 3Motion’s creditors for the purposes of distributing net sale proceeds; (c) releasing Reed Hanoun, the sole director and founder of 3Motion, from any restrictions or obligations imposed under the SISP or any prior Order of this Court that would otherwise prevent or limit his participation in assisting the Purchaser or its affiliates prior to and following the closing of the Transaction; (d) approving the distribution of net sale proceeds; (e) barring the commencement of any claims against any of

the directors, officers, employees, or representatives of 3Motion or the Proposal Trustee in any way relating to or arising out of the SISP, the NOI Proceedings, or the completion of the Transaction; and (f) authorizing the Proposal Trustee and 3Motion to seek and obtain such orders or ancillary relief as may be necessary in the United States, including recognition proceedings under Chapter 15 of the *U.S. Bankruptcy Code*, was heard this day by videoconference.

ON READING the Second Affidavit of Reed Hanoun affirmed November 9, 2025 and the Exhibits thereto (the “**Second Hanoun Affidavit**”), the Second Report of TDB Restructuring Limited dated November 9, 2025 (the “**Second Report**”), in its capacity as Proposal Trustee (the “**Proposal Trustee**”), the Aide Memoire of 3Motion filed November 18, 2025, and on hearing the submissions of counsel for 3Motion, counsel for the Proposal Trustee, and such other parties as listed on the Participant Information Form, with no one else appearing although properly served as appears from the certificate of service of Saisha Mahil dated November 9, 2025, and Christopher Besant dated November 18, 2025:

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, Motion Record and Second Report are 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 but not defined in this Order shall have the meanings given to them in the Second Hanoun Affidavit or the Second Report, as the case may be.
3. **THIS COURT ORDERS** that all references to currency herein shall be in Canadian dollars.

APPROVAL OF THE SECOND REPORT

4. **THIS COURT ORDERS** that the Second Report, and the actions, conduct and activities of the Proposal Trustee, as set out therein, be and are hereby ratified and approved provided, however, that only the Proposal Trustee in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approvals.

RELEASE OF SISP RESTRICTIONS

5. **THIS COURT ORDERS** that Reed Hanoun, the sole director and founder of 3Motion, is released from any restrictions or obligations imposed under the SISP or any prior Order of this Court that would otherwise prevent or limit his participation in assisting the Purchaser or its affiliates prior to and following the closing of the Transaction.

PAYMENT OF SALE PROCEEDS

6. **THIS COURT ORDERS** that, from the net proceeds of sale of the Transaction, the Proposal Trustee is authorized to pay in full on closing or thereafter:

(a) all amounts owing to that date under the Debtor-in-Possession (“**DIP**”) financing facility as approved by the Court in the Order of the Court dated October 1, 2025 including all accrued interest, fees, and approved costs and the fees of its lawyers and advisors as permitted under the DIP Facility; and

(b) all amounts owing to the Proposal Trustee, its lawyers, and 3Motion’s lawyers and advisors for fees and disbursements incurred in connection with the NOI Proceedings (and any matters further thereto including the SISP, the APA and the closing of same) subsequent to the filing date or in preparation for the filing, as may be approved by this Court or agreed by the Proposal Trustee.

7. **THIS COURT ORDERS** that the Company and the Proposal Trustee are hereby authorized and directed, without further order of the Court, to take all necessary steps and actions to effect the payments or distributions to be made in accordance with the provisions of this Order and shall not incur any liability as a result of the Company or the Proposal Trustee making such distributions.

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

(a) the pendency of these proceedings;

(b) any application for bankruptcy or receivership order now or hereafter issued pursuant to the BIA or other applicable legislation in respect of the Company and any bankruptcy or receivership order issued pursuant to any such applications; or

(c) any assignment in bankruptcy made in respect of the Company; and

(d) any provisions of any federal or provincial legislation;

the distributions pursuant to this Order shall be made free and clear of all Encumbrances (including the any charges pursuant an Order of this Court) and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Company 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 Proposal Trustee or any other person facilitating distributions pursuant to this order shall be entitled to deduct and withhold from any distribution such amounts as may be required to be deducted or withheld with respect to

such distribution under the Statutes (as defined herein) or other applicable laws and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law.

10. **THIS COURT ORDERS** that the Proposal Trustee shall not incur any liability in connection with the payments or distributions contemplated herein, whether in its personal capacity or in its capacity as the Proposal Trustee.

11. **THIS COURT ORDERS** that in carrying out the terms of this Order, the Proposal Trustee whether in its personal capacity or in its capacity as the Proposal Trustee: (a) shall have all the protections provided to it as an officer of the Court, including the protections granted pursuant to the BIA and other orders granted in these proceedings, including the stay of proceedings; and (b) shall incur no liability or obligation as a result of carrying out any duties or work in connection with this Order, save and except for any gross negligence or willful misconduct on its part.

12. **THIS COURT ORDERS** that: (a) by causing the Company to distribute any funds or in making any payments hereunder; and (b) any payments or deliveries made in accordance with this Order that are assisted by the Proposal Trustee, shall not constitute a "distribution" and the Proposal Trustee shall not constitute a "legal representative" or "representative" of the Applicants or "other person" for the purposes of Section 159 of the Income Tax Act (Canada), Section 270 of the Excise Tax Act (Canada), Section 46 of the Employment Insurance Act (Canada), Section 22 of the Retail Sales Tax Act (Ontario), Section 107 of the Corporations Tax Act (Ontario), or any other similar federal, provincial or territorial tax legislation in the Provinces or Territories that the Company conducted business in (collectively, the "**Statutes**"), and the Proposal Trustee in making any such payment or deliveries of funds in accordance with this Order is not "distributing", nor shall it be considered to have "distributed", such funds or assets for the

purposes of the Statutes, and the Proposal Trustee shall not incur any liability under the Statutes for making any payments or deliveries in accordance with this Order or failing to withhold amounts, ordered or permitted hereunder, and the Proposal Trustee shall not have any liability for any of the Company's tax liabilities regardless of how or when such liabilities may have arisen, and is hereby forever released, remised and discharged from any claims against either the Monitor under or pursuant to the Statutes or otherwise at law, arising as a result of the distributions and deliveries in accordance with this Order, and any claims of such nature are hereby forever barred.

CHAPTER 15 PROCEEDINGS

13. **THIS COURT ORDERS** that the Proposal Trustee and 3Motion are authorized to seek and obtain such orders or ancillary relief as may be necessary in the United States, including recognition proceedings under Chapter 15 of the *U.S. Bankruptcy Code*, to give full force and effect to this proceeding and the Orders of this Court made in this proceeding, including the Order made on October 1, 2025, this order and the parallel sale approval and vesting Order made on November 13, 2025 and to any subsequent Orders of this Court including any orders authorizing the procedures for voting on a proposal to creditors by 3Motion in this proceeding or sanctioning that proposal, and to carry out the intent of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, and any other applicable legislation.

GENERAL

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

15. **THIS COURT ORDERS** that 3Motion or the Proposal Trustee may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give

effect to this Order and to assist 3Motion and the Proposal Trustee and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to 3Motion and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist 3Motion and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that each of 3Motion and the Proposal Trustee be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

_____.

Court File No. BK-25-03267656-0032

Estate No. 32-3267656

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PROCEEDING COMMENCED AT
TORONTO

ANCILLARY ORDER
(SECOND REPORT, DISTRIBUTION, CHAPTER 15)

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