ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CL-25-00753552-0000 **DATE: November 19, 2025**

NO. ON LIST: 5

TITLE OF PROCEEDING: In the matter of 79TH COMMERCIAL THREE LTD. et al

BEFORE: JUSTICE J. DIETRICH

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
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Others in Attendance:

Name of Person Appearing	Name of Party	Contact Info
Tanveel Irshad	Proposed Receiver - TDB Restructuring Limited	365-297-4592 tirshad@tdbadvisory.ca
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ENDORSEMENT OF JUSTICE J. DIETRICH:

Introduction

[1] Robert Goodhew and Andrew Stoneman of Kroll Advisory Ltd., in their capacity as additional administrators (the "**Foreign Representatives**"0 of 79th Commercial Three Ltd., the 79th GRP Limited, the 79th GFP Client Limited, 79th Luxury Living Limited, 79th Luxury Living Five Ltd., Seventy Ninth UK Limited, 79th Luxury Living Four Ltd. and 79th Commercial One Ltd. (the "**Debtors**") bring this application pursuant to Part VIII of the *Bankruptcy and Insolvency Act,* R.S.C. 1985, c. B-3, as amended (the "**BIA**") seeking two orders. Defined terms used but not otherwise defined herein have the meaning provided to them in the factum of Foreign Representatives filed for use at this hearing.

[2] First, an Initial Recognition Order is sought recognizing the administration proceedings commenced in the United Kingdom with respect to the Debtors, under Schedule B1 of the UK Insolvency Act 1986 (the "**UK Proceedings**") as "foreign main proceedings" and declaring that the Foreign Representatives are the "foreign representatives", as defined in s. 268(1) of the BIA.

[3] Second, a Supplemental Order is sought appointing TDB Restructuring Limited as receiver, without security, of the assets of four Canadian corporations, 79th Resources Ltd., The 79th GRP Ltd., Lusso Tesoro Ltd. and Seventy Ninth Corporation (the "**Canadian Entities**").

[4] No opposition was raised with respect to the relief sought. Specifically, the Canadian Entities advised that they did not oppose the receivership order sought.

Background

[5] This application arises out of the collapse of an investment scheme operated through a web of companies headquartered in the United Kingdom (the "**UK**"), operating collectively under the brand name the "79th Group" (the "**Group**"). The Group operated through a web of more than 55 companies located in a large number of jurisdictions. The Group claimed to specialize in the acquisition, management and disposal of undervalued assets in the real estate and natural resource sectors.

[6] The Group's collapse began when the City of London Police arrested the Group's principals, being David Webster, and his sons, Jake and Curtis Webster (collectively, the "**Websters**") and the Group's Chief Executive Officer, Natalie Bellis in connection with "widespread fraud" in February 2025.

[7] The UK Proceedings in respect of the Group were commenced in late April 2025, when the Courts of England and Wales (the "**UK Court**") appointed Jeremy Woodside and Tracey Pye of Quantuma Advisory Ltd. as administrators over two of the central companies in the Group. Specifically, on April 24, 2025 and May 6, 2025 respectively, following the filing of a Notice of Appointment of Administrators by the Directors, Mr. Woodside and Ms. Pye were appointed as administrators over The 79th GRP Limited ("**GRP [UK]**") and The 79th GRP Client Limited ("**Client [UK]**" and collectively with GRP [UK], the "**Operating Companies**"), pursuant to orders issued by the UK Courts.

[8] By further Court Order dated 28 May 2025, the UK Court appointed the Applicants, Robert Goodhew and Andrew Stoneman of Kroll Advisory Ltd., as additional administrators (and collectively with Mr. Woodside and Ms. Pye, the "**Joint Administrators**") over the Operating Companies.

[9] The UK Proceedings were commenced under and are governed pursuant to Schedule B1 of the UK Insolvency Act 1986. Pursuant to the UK Insolvency Act 1986, the purpose of the Administration is to achieve one of the following statutory objectives (a) rescue the company as a going concern; or (b) achieve a better result for the company's creditors as a whole than would be likely the company were wound up (without first being in administration); or (c) realizing on property in order to make a distribution to one or more secured or preferential creditors.

[10] In accordance with the applicable requirements under the UK Insolvency Act 1986, the Joint Administrators filed a Statement of Proposals dated June 18, 2025. In that Statement, the Joint Administrators confirmed that, due to concerns over the viability of the Group, the Joint Administrators did not consider it possible to restructure the existing businesses, and they accordingly intended to pursue the objective of achieving a better result for the Companies' creditors as a whole than would be likely if the Companies were wound up (without first being in administration).

[11] In addition, on October 24, 2025, the Joint Administrators obtained a worldwide freezing order from the UK Court providing various relief against Websters personally, including a proprietary asset preservation injunction, a freezing injunction and related orders, including a passport injunction (the "**Freezing Order**"). As a result of the Freezing Order, the Websters are prohibited from, among other things, disposing of, dealing with, diminishing, or otherwise removing their assets (up to £38,000,000), whether or not they are in or outside England and Wales.

[12] The various entities within the Group are ultimately owned and controlled by the Websters. Although separately incorporated, the Group companies collectively operated as a single business with cross pollination of resources, management and funding. All companies within the Group had their main administrative operations from the headquarters in Southport, UK.

[13] The day-to-day business of the Group was primarily conducted through the Operating Companies. The Operating Companies acted as treasury accounts, receiving investor funds either directly or from the Loan Note Companies which were used to cover asset purchases both by the Companies but also companies outside of the Companies as well as meeting operating costs of the Companies and wider group.

[14] Before its insolvency, the Group raised more than £200 million from more than 2,500 investors. Funds were raised, primarily through "Loan Notes" that offered a fixed rate of return of up to 18% over a one or two-year term. The Group represented to those investors that their funds would be used for – and secured by – specific investment projects. There is, however, no evidence that this security exists, or that investor funds were segregated and used solely for the agreed-upon investments.

[15] It remains unclear how these funds were used. Although the Joint Administrators' investigation is still ongoing, they have found that investor funds totalling at least £6.5 million were paid to The 79th GRP Ltd. ("**GRP Ltd.**") - one of the Canadian Entities.

[16] Based on the Joint Administrators investigation, including their interviews with the Websters, the Joint Administrators understand that the Websters incorporated the Canadian entities with the intent to acquire mining assets and exploration licenses in Ontario, with the eventual goal of publicly listing one of the Canadian Entities on the TSX or TSX Venture Exchange. The Joint Administrators have not been able to locate any brochure or prospectus advising Investors that funds would be used to purchase Canadian mining assets.

[17] GRP Ltd. is incorporated pursuant to the laws of Nova Scotia and wholly owned by GRP [UK]. The directors of GRP Ltd. are Curtis, David and Jake Webster, along with John Dicks, an individual who appears to have been a "consultant" paid by the Group. The Websters described GRP Ltd. as an entity principally undertaking "treasury activities". As such, although the Joint Administrators suspect that some or all of the funds wired to GRP Ltd. may have been wired to the accounts of the other Canadian Entities and/or other Companies or entities within the group, the Joint Administrators presently do not have access to GRP Ltd.'s bank records and accordingly cannot confirm how these funds were ultimately used.

[18] Lusso Tesoro Ltd. ("**Lusso Ltd**.") is also incorporated pursuant to the laws of Nova Scotia and is wholly owned by Client [UK], one of the Debtors and has the same directors as GRP Ltd.

[19] Seventy Ninth Corporation is a corporation incorporated pursuant to the laws of Ontario. The sole director of Seventy Ninth Corporation is Grant Duthie, who was a lawyer at Garfinkle Biderman LLP who appears to have assisted with the incorporation of the company. Seventy Ninth Corpation is owned by Kitten Holdings Ltd., a Swiss registered company, which is in turn wholly owned by the Websters. The Joint Administrators investigation suggests that the Websters incorporated Seventy Ninth Corporation for the purpose of eventually listing the entity on the TSX or TSX Venture.

[20] Finally, 79th Resources Ltd. ("**Resources Ltd**.") is incorporated pursuant to the laws of Nova Scotia. The Websters are the sole directors and shareholders of Resources Ltd. To the best of the Joint Administrators' knowledge, certain mining claims were purchased by Resources Ltd. with funds transferred from The 79th GRP Limited [UK] and these mining claims are still held by Resources Ltd.

Issues

[21] The issues on this application are: (a) Is the UK Proceeding a "foreign main proceeding" pursuant to section 268(1) of the BIA? (b) If so, is it appropriate to grant the Initial Recognition Order and the Supplemental Order pursuant to sections 269 to 272 of the BIA?

Analysis

[22] Section 261(1) of the BIA permits a foreign representative to apply to the court for recognition of a foreign proceeding in respect of which he or she is a foreign representative. Pursuant to section 270(1) of the BIA, the court is required to make an order recognizing the foreign proceeding if the proceeding is a "foreign proceeding"; and the applicant is a "foreign representative" in respect of that foreign proceeding.

[23] Section 268(1) of the BIA defines a "foreign proceeding" as: any judicial proceeding; in a jurisdiction outside of Canada; dealing with creditors' collective interests generally under any law relating to bankruptcy or insolvency in which a debtor company's property and affairs are subject to control or supervision by a foreign court for the purpose of reorganization or liquidation. I am satisfied that the UK Proceedings fit squarely within this definition.

[24] Section 268(1) of the BIA defines a "foreign representative" as one who is authorized in a foreign proceeding in respect of a debtor company to administer the debtor's property or affairs for the purpose of reorganization or liquidation; or act as a representative in respect of the foreign proceeding. I am satisfied that the Foreign Representatives meet this definition. The affidavit evidence filed in support of this application explains the role of administrator in the UK Proceedings and I am satisfied that they have been appointed to administer the Debtors' property and affairs for the purpose of reorganization or liquidation and to act as representatives in respect of the Foreign Proceeding.

[25] Section 269(2) of the BIA requires that the application must be accompanied by certain documents, including the certified copies of the instrument(s) commencing the Foreign Proceeding and appointing the Foreign Representatives. These documents were included in the affidavit of Paul Muscutt filed in support of the application sworn on November 10, 2025.

[26] Section 269(2) of the BIA also requires a statement identifying all foreign proceedings in respect of the Debtors known to the foreign representative. The Foreign Representatives have listed all of the administration proceedings commenced in respect of the Group Companies in Exhibit C to the Goodhew Affidavit, and confirmed that, to their knowledge, there are no other foreign proceedings currently pending for Debtors.

[27] Section 270(2) of the BIA provides that the Court is to specify in its order whether the foreign proceeding is a "foreign main proceeding" or a "foreign non-main proceeding". A "foreign main proceeding" is defined in s. 268(1) of the BIA as a "foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests" ("**COMI**")

[28] The BIA does not provide a definition for COMI, but section 268(2) of the BIA provides that, in the absence of proof to the contrary, a debtor company's registered office is deemed to be the COMI. Where it is necessary to look beyond this presumption, courts consider factors such as: (i) whether the location is readily ascertainable by creditors; (ii) whether it is where the debtor's principal assets or operations are found; and (iii) whether it is where management of the debtor takes place: see for example *Lightsquared LP (Re),* 2012 ONSC 2994 (Commercial List) at para. 25.

[29] In these circumstances, each of the Debtors' registered office and headquarters is in Southport, UK. The UK is also the location in which the Debtors' principal assets and operations are found, where its management took place, and is the location most readily ascertainable by creditors. Accordingly, I am satisfied that UK is the COMI of the Debtors and the UK Proceeding is a foreign main proceeding.

[30] As such, I am satisfied that the initial Recognition Order, as modified during today's hearing is appropriate in the circumstances.

[31] In addition to the Initial Recognition Order, the application seeks a Supplemental Order, among other things, appointing a Receiver over the Canadian Entities.

[32] Section 272(1) of the BIA provides that the court may, at its discretion, make any order that it considers appropriate if it is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, including, among other things appointing a trustee as receiver over the debtor's property in Canada.

[33] Here, the Debtors' property includes all of the shares of two of the Canadian Entities, GRP Ltd. and Lusso Ltd. In light of this ownership, it is clear that these entities form part of the property of the Debtors, and the Court has jurisdiction pursuant to s. 272(1)(d) of the BIA to appoint a Receiver over these two entities. Similarly, the Court is empowered to appoint a Receiver over Seventy Ninth Corp. and Resources Ltd. pursuant to s. 272(1) of the BIA, which permits the court to make "any order that it considers appropriate" to protect the debtor's property or the interests of a creditor or creditors.

[34] The Applicants also rely on s. 101 of the Courts of Justice Act ("CJA") and s. 243 of the BIA for this relief. During submissions it was acknowledge that it was not clear that the requirements of s. 243 of the BIA were satisfied. I am not proceeding under that section.

[35] Seventy Ninth Corporation and Resources Ltd. are wholly owned, directly or indirectly, by the Websters. The Foreign Representatives have already sought and obtained the Freezing Order in the UK, which implements a worldwide injunction freezing the Websters' personal assets. In these circumstances, it is fair and appropriate that a Receiver be appointed over Seventy Ninth Corporation and Resources Ltd. to preserve any remaining assets for the Debtors and their creditors.

[36] In the circumstances, the appointment of a receiver is required to protect and preserve the assets of the Canadian Entities for the benefit of the Debtors and their creditors. The appointment of a receiver is an appropriate step that will preserve the Debtors' value and, ultimately, maximize stakeholder recoveries.

[37] The Court also has jurisdiction to appoint a receiver over the Canadian Entities pursuant s.101(1) of the CJA. Under that provision, the Court may appoint a receiver where it is "just or convenient" to do so. In making this determination, the Court must have regard to all the circumstances, including the nature of the property and interests of all parties. Relevant considerations include the risk to creditors, the apprehended or actual waste of assets, the need for the preservation and protection of property, the balance of convenience, the conduct of the parties, and the likelihood of maximizing return to the parties see: *Waygar Capital Inc. v. El Mocambo Entertainment Inc*. et al, 2025 ONSC 2034 at para 5.

[38] I am satisfied that the appointment of a receiver is just, convenient, and appropriate in the circumstances here: (i) there is an apprehended waste of the Canadian Entities' assets and a significant risk of further asset dissipation if an order is not made; (ii) the appointment is necessary to protect and safeguard assets; (iii) the conduct of the Websters, including the misuse of investor funds and the need for the UK Freezing Order, demonstrates the necessity of independent supervision; and (iv) the appointment is the most efficient and effective mechanism to ensure an orderly realization for the benefit of all creditors.

[39] The form of receivership order sought is consistent with the Commercial List model form of receivership order and, as amended at today's hearing, is appropriate in the circumstances.

Disposition

[40] Orders to go in the form signed by me this day.

Date: November 19, 2025

Jane O. Dietrich