

Court No. 31-2749204
Estate No. 31-2749204

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE PROPOSAL OF
NATIONWIDE MANUFACTURING LIMITED,
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

MOTION RECORD
(Motion to Extend Time to File Proposal;
Returnable: August 3, 2021)

DATE: July 30, 2021

WEIRFOULDS LLP
66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto, ON M5K 1B7

Wojtek Jaskiewicz (LSO #49809L)
wjaskiewicz@weirfoulds.com

Tel: 416.365.1110
Fax: 416.365.1876

**Lawyers for the Proposal Trustee,
Dodick Landau Inc.**

TO: **Dodick Landau Inc.**
4646 Dufferin St., Suite 6
Toronto, ON M3H 5S4

Rahn Dodick, CPA, CA, CIRP, LIT, President
rahn.dodick@dodick.ca

Proposal Trustee

AND TO: **Nationwide Manufacturing Limited**
50 Lombard Street, Suite 302
Toronto, ON M5C 2X4

Edward “Ted” Nishi Jr., CEO
tnishi@nationwide.on.ca

Debtor

AND TO: **LBC Capital**
5035 South Service Road
Burlington, ON, L7L 6M9

CS.Canada@LBCCapital.ca
Tel: 905-633-2264

Secured Creditor

AND TO: **Edward Nishi Jr.**
50 Lombard Street, Suite 302
Toronto, ON M5C 2X4

tnishi@nationwide.on.ca

Secured Creditor

AND TO: **Joanne Nishi**
50 Lombard Street, Suite 302
Toronto, ON M5C 2X4

nishij@nationwide.on.ca

Secured Creditor

**AND TO: THE TORONTO-DOMINION BANK
CC&R INSOLVENCY AND CREDIT COUNSELLING**
15 Westney Road North
Ajax, ON L1T 1P4

Tel: 905-686-1218

AND TO: CANADA REVENUE AGENCY
Department of Justice
The Exchange Tower
130 King Street West, Suite 3400
Toronto, ON M5X 1K6

Diane Winters
Diane.Winters@justice.gc.ca

Peter Zevenhuizen
Peter.Zevenhuizen@justice.gc.ca

Tel: 416-973-3172
Fax: 416-973-0810

AND TO: Insolvency Unit, Ontario Ministry of Finance
6th Floor - 33 King Street West
Oshawa, ON L1H 8H5

Insolvency.Unit@ontario.ca

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NATIONWIDE MANUFACTURING LIMITED,
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

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| 2 | Affidavit of Edward Nishi sworn July 29, 2021 |
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| B | Exhibit B – Copies of the Corporate Profile Reports for Nationwide, Nationwide Distribution, Nishi Capital and 947 |
| C | Exhibit C – Copies of the <i>Personal Property Security Act</i> searches for Nationwide, Nationwide Distribution, Nishi Capital and 947 |
| 3 | First Report of the Trustee dated July 29, 2021 |
| 4 | Draft Order |

TAB 1

Court No. 31-2749204
Estate No. 31-2749204

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SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE PROPOSAL OF
NATIONWIDE MANUFACTURING LIMITED,
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

NOTICE OF MOTION

Nationwide Manufacturing Limited (“Nationwide”) will make a motion to the Court on August 3, 2021, at 11:00 a.m., or as soon after that time as the motion can be heard. Please refer to the conference details attached as Schedule “A” hereto in order to attend the motion and advise if you intend to join the motion by emailing Wojtek Jaskiewicz at wjaskiewicz@weirfoulds.com. When emailing Mr. Jaskiewicz to confirm whether you will be participating on the motion, please ensure that you have provided your name, email address and the identity of the party you represent and their interest.

PROPOSED METHOD OF HEARING: The motion is to be heard by videoconference due to the ongoing COVID-19 crisis.

THE MOTION IS FOR:

1. If necessary, an order abridging the time for service and filing of the within motion and declaring that service of this motion is validated such that this motion is properly returnable on the date that it is heard;

2. An order extending the time in which Nationwide must file a proposal to its creditors pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the “**BIA**”) for a period of a further forty-five (45) days, to September 13, 2021;

3. Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE

1. Nationwide and three related companies, Nationwide Distribution and Fulfillment Services Inc. (“**Nationwide Distribution**”), Nishi Capital Corporation, (“**Nishi Capital**”) and 947626 Ontario Inc. (“**947**”) operated as manufacturers and distributors of consumer electronic products;

2. On July 1, 2019, Nationwide, Nationwide Distribution, Nishi Capital and 947 amalgamated and continued as Nationwide;

3. Nationwide has stopped operations and is winding down;

4. On June 30, 2021, Nationwide filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to section 50.4(1) of the BIA, naming Dodick Landau Inc. as the Proposal Trustee under the NOI (the “**Proposal Trustee**”);

5. The deadline for Nationwide to file its proposal is July 30, 2021;

6. Nationwide has been diligently formulating its proposal;

7. In order to prepare its recommendation with respect to Nationwide's proposal and to compare the proposal to a bankruptcy scenario, the Proposal Trustee requires Nationwide's post amalgamation financial statements;

8. The Proposal Trustee expected to receive the post amalgamation financial statements the week of July 26 which would allow Nationwide to file its proposal and would allow the Proposal Trustee to prepare its report on Nationwide's proposal;

9. Nationwide's accountant has advised that it requires additional information and more time to complete the post amalgamation financial statements.

10. Nationwide's accountant should be in a position to prepare Nationwide's post amalgamation financial statements in the next few weeks at which time Nationwide will be able to file its proposal;

11. Nationwide has acted, and is acting, in good faith and with due diligence;

12. Nationwide is likely to be able to make a viable proposal if the extension being applied for is granted;

13. No creditor will be materially prejudiced if the extension being applied for is granted;

14. Subsections 50.4(9), 65.13(1) and 187(11) of the BIA.

15. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

1. The affidavit of Edward Nishi, sworn July 29, 2021;
2. The First Report of the Proposal Trustee, dated July 29, 2021.
3. Such further and other evidence as counsel may advise and this Honourable Court may permit.

July 30, 2021

WEIRFOULDS LLP

66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto ON M5K 1B7

Wojtek Jaskiewicz (LSO #49809L)

wjaskiewicz@weirfoulds.com

Tel: (416) 365-1110

Lawyers for the Proposal Trustee

TO: **THE SERVICE LIST**

Schedule "A"

Wojtek Jaskiewicz at WeirFoulds LLP is inviting you to a scheduled Zoom meeting on August 3, 2021 at 11:00 a.m.

Link to [sync.com](https://ln4.sync.com/dl/37c04cb70/8z5zhpdm-9d9z82qv-dauait4b-rncx4p7a) shared materials: <https://ln4.sync.com/dl/37c04cb70/8z5zhpdm-9d9z82qv-dauait4b-rncx4p7a>

Join Zoom Meeting

<https://zoom.us/j/93142347354?pwd=UXJKMldhTklwbno1RCt6dTFiWXdNQTO9>

Meeting ID: 931 4234 7354

Passcode: 942142

One tap mobile

+12042727920,,93142347354# Canada

+14388097799,,93142347354# Canada

Dial by your location

+1 204 272 7920 Canada

Meeting ID: 931 4234 7354

Find your local number: <https://zoom.us/u/acS5kMH2iA>

Join by SIP

93142347354@zoomcrc.com

IN THE MATTER OF THE PROPOSAL OF NATIONWIDE MANUFACTURING LIMITED, OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No.: 31-2749204
Estate File No.: 31-2749204

ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)

PROCEEDING COMMENCED AT TORONTO

NOTICE OF MOTION

WEIRFOULDS LLP
66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto ON M5K 1B7

Wojtek Jaskiewicz (LSO #49809L)
wjaskiewicz@weirfoulds.com

Tel: (416) 365-1110

Lawyers for the Proposal Trustee

TAB 2

Court No. 31-2749204
Estate No. 31-2749204

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE PROPOSAL OF
NATIONWIDE MANUFACTURING LIMITED,
OF THE CITY OF TORONTO,
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AFFIDAVIT OF EDWARD NISHI

I, Edward Nishi, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am an officer, director, and shareholder of Nationwide Manufacturing Limited (“**Nationwide**”) and as such I have knowledge of the facts contained in this affidavit. Where I have been advised of facts by third parties, I have identified the source of the facts and I hereby state that I verily believe such facts to be true.
2. Nationwide and three related companies, Nationwide and three related companies, Nationwide Distribution and Fulfillment Services Inc. (“**Nationwide Distribution**”), Nishi Capital Corporation, (“**Nishi Capital**”) and 947626 Ontario Inc. (“**947**”) operated as manufacturers and distributors of consumer electronic products.
3. On July 1, 2019, Nationwide, Nationwide Distribution, Nishi Capital, and 947 were amalgamated. Attached hereto as **Exhibit “A”** is a true copy of the articles of amalgamation. Attached hereto as **Exhibit “B”** are true copies of the corporation profile reports for Nationwide, Nationwide Distribution, Nishi Capital and 947.

4. In March 2020 Nationwide began winding down its operations. This included terminating all employees and gradually liquidating all assets.
5. On June 30, 2021, Nationwide filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to section 50.4(1) of the BIA, naming Dodick Landau Inc. as the Proposal Trustee under the NOI (the “**Proposal Trustee**”).
6. Nationwide’s secured creditors are:
 - (a) CIT Financial Ltd. (now LBC Capital Inc.) with respect to copiers and related accessories;
 - (b) The Toronto-Dominion Bank which has a general security agreement;
 - (c) Joanne Nishi, who has a general security agreement; and
 - (d) Me (Edward Nishi) with a general security agreement.
7. Attached hereto as **Exhibit “C”** are true copies of the *Personal Property Security Act* search with respect to Nationwide, Nationwide Distribution, Nishi Capital and 947.
8. Nationwide is in the process of formulating its proposal.
9. I am advised by the Proposal Trustee that in order to prepare its recommendation with respect to Nationwide’s proposal and to compare the proposal to a bankruptcy scenario, the Proposal Trustee requires Nationwide’s post amalgamation financial statements. The Proposal Trustee requested that I provide these financial statements.
10. I asked Nationwide’s accountant, Fuller Landau LLP, for the post amalgamation financial statements. Fuller Landau LLP provided me with pre amalgamation financial statements however

Fuller Landau LLP recently advised me that they require additional information to prepare the post amalgamation financial statements and that it requires additional time to prepare the post amalgamation financial statements.

11. Fuller Landau LLP has advised that once it receives the additional information it will be in a position to complete the post amalgamation financial statements within two to three weeks. I expect to be able to provide the additional information to Fuller Landau LLP by early 2021.


12. Nationwide has acted and is continuing to act in good faith and with due diligence.

13. If the requested extension is granted then I believe that Nationwide is likely to be able to make a viable proposal.

14. To the best of my knowledge no creditor will be materially prejudiced if the extension is granted.

15. I make this affidavit in support of Nationwide's motion for an extension of time to file a proposal and for no other or improper purpose.

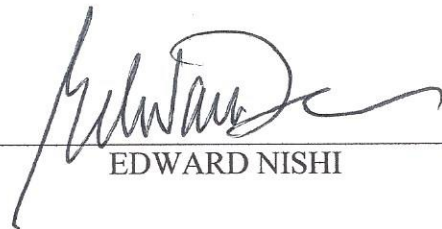
SWORN BEFORE ME remotely by
videoconference from the City of Toronto, in
the Province of Ontario, to the Town of
Oakville, in the Regional Municipality of
Halton, in accordance with
O. Reg 431/20 this July 29, 2021.



Commissioner for Taking Affidavits
(or as may be)

Wojtek Jaskiewicz (LSO #49809L)

}



EDWARD NISHI

This is **Exhibit “A”** referred to in the
Affidavit of Edward Nishi
sworn before me by videoconference
this 29th day of July, 2021.



A Commissioner for Taking Affidavits
(or as may be)

WOJTEK JASKIEWICZ (LSO # 49809L)

For Ministry Use Only
 À l'usage exclusif du ministère
 Ministry of Government
 and Consumer Services

Ontario
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère des Services
 gouvernementaux et des
 Services aux consommateurs

CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

5017504

JULY 01 JUILLET, 2019

Barbara Rachitt

(17)

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|--|---|---|---|---|---|---|---|---|---|---|---|---|---|--|---|---|---|---|---|
| N | A | T | I | O | N | W | I | D | E | | M | A | N | U | F | A | C | T | U | R | I | N | G | | L | I | M | I | T |
| E | D | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

2. The address of the registered office is:
 Adresse du siège social:

80 HORNER AVENUE

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

TORONTO

ONTARIO

M 8 Z 4 X 8

Name of Municipality or Post Office /
 Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
 Nombre d'administrateurs:

Fixed number
 Nombre fixe

OR minimum and maximum
OU minimum et maximum

| | |
|----------|-----------|
| 1 | 10 |
|----------|-----------|

4. The director(s) is/are: / Administrateur(s):

| First name, middle names and surname Prénom, autres pré-noms et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal | Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non |
|---|---|--|
| Edward Nishi, Jr. | 8 Edgehill Road Toronto, Ontario, M9A 4N3 | Yes |
| Joanne Nishi | 8 Edgehill Road Toronto, Ontario, M9A 4N3 | Yes |

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i> | Ontario Corporation Number <i>Numéro de la société en Ontario</i> | Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> | | |
|---|--|--|----------------------|--------------------|
| | | Year <i>année</i> | Month <i>mois</i> | Day <i>jour</i> |
| NATIONWIDE MANUFACTURING LIMITED | 1821184 | 2019 | 05 | 28 |
| NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC. | 1014923 | 2019 | 05 | 28 |
| NISHI CAPITAL CORPORATION | 985047 | 2019 | 05 | 28 |
| 947626 ONTARIO INC. | 947626 | 2019 | 05 | 28 |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

**an unlimited number of voting Class A Common Shares
an unlimited number of voting Class B Common Shares**

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

- I. The Class A Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) **Voting.** Each Class A Common Share shall entitle the holder thereof to 1.000000001 votes at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Business Corporations Act* (Ontario) (hereinafter referred to as the "Act").
 - (b) **Dividends.** The holders of the Class A Common Shares shall be entitled to receive, as and when declared by the board of directors, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class A Common Shares, the directors or sole director of the Corporation may, in his, her or their sole discretion, declare dividends on the Class A Common Shares to the exclusion of any other class of shares of the Corporation.
 - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the Class B Common Shares.
- II. The Class B Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) **Voting.** Each Class B Common Share shall entitle the holder thereof to 1 vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
 - (b) **Dividends.** The holders of the Class B Common Shares shall be entitled to receive, as and when declared by the board of directors, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class B Common Shares, the directors or sole director of the Corporation may, in his, her or their sole discretion, declare dividends on the Class B Common Shares to the exclusion of any other class of shares of the Corporation.
 - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class B Common Shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the Class A Common Shares.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Subject to the further restrictions contained in any unanimous shareholders' agreement, no securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either:

(a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the holder or holders of a majority of the outstanding voting shares of the Corporation expressed by a resolution passed at a meeting of such voting shareholders or by an instrument or instruments in writing signed by the holder or holders of a majority of the outstanding voting shares of the Corporation.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(a) The Corporation has a lien on each share registered in the name of a shareholder or his or her legal representative for a debt of that shareholder to the Corporation and the Corporation may refuse to transfer shares while any such debt is outstanding. If the Corporation has made a written demand for payment of any debt owed to it by a shareholder and has notified that it intends to exercise its lien rights in such demand, then in the event the debt is not paid within thirty (30) days of the date of such notice, the Corporation may sell such shares by private contract or otherwise and apply the monies received less all costs against the indebtedness, or, in the alternative, the Corporation may, at its option, cancel the said shares by re-purchase in full satisfaction of the debt.

Continued on Page 5A hereto.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.


- (a) Without in any way limiting the powers of the Corporation, or of the Directors or sole Director, as set forth in the *Business Corporations Act*, R.S.O. c.B. 16, as amended, the Directors or sole Director of the Corporation may, without authorization of the shareholders:
- (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation; and
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (c) The Corporation shall be a private issuer within the meaning of section 2.4 of National Instrument 45-106 under the *Securities Act* (Ontario).
- (d) The Corporation shall not at any time have outstanding securities of the Corporation that are beneficially owned, directly or indirectly, by more than fifty (50) persons or companies that have purchased as principals, not including employees and former employees of the Corporation or its affiliates (provided that each person is counted as one (1) beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner), and has distributed securities only to persons who are:
- (i) a director, officer, employee, founder or control person of the Corporation;
 - (ii) a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation;
 - (iii) a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation;
 - (iv) a close personal friend of a director, executive officer, founder or control person of the Corporation;
 - (v) a close business associate of a director, executive officer, founder or control person of the Corporation;
 - (vi) a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holder's spouse;
 - (vii) a security holder of the Corporation;
 - (viii) an accredited investor;
 - (ix) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (i) to (viii), inclusive above;
 - (x) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (i) to (ix), inclusive above; or
 - (xi) a person that is not the public;

all within the meaning of section 2.4 of National Instrument 45-106 under the *Securities Act* (Ontario).


These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*


NATIONWIDE MANUFACTURING LIMITED

Names of Corporations / *Dénomination sociale des sociétés*
By / Par _____
 _____
Signature / *Signature* _____ Edward Nishi, Jr. _____ President
Print name of signatory / *Nom du signataire en lettres moulées* _____ Description of Office / *Fonction* _____


NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.

Names of Corporations / *Dénomination sociale des sociétés*
By / Par _____
 _____
Signature / *Signature* _____ Edward T. Nishi, Jr. _____ President
Print name of signatory / *Nom du signataire en lettres moulées* _____ Description of Office / *Fonction* _____

NISHI CAPITAL CORPORATION

Names of Corporations / *Dénomination sociale des sociétés*
By / Par _____
 _____
Signature / *Signature* _____ Edward Nishi, Jr. _____ Chief Executive Officer
Print name of signatory / *Nom du signataire en lettres moulées* _____ Description of Office / *Fonction* _____

947626 ONTARIO INC.

Names of Corporations / *Dénomination sociale des sociétés*
By / Par _____
 _____
Signature / *Signature* _____ Edward Nishi, Jr. _____ President
Print name of signatory / *Nom du signataire en lettres moulées* _____ Description of Office / *Fonction* _____

Names of Corporations / *Dénomination sociale des sociétés*
By / Par _____

Signature / *Signature* _____ Print name of signatory / *Nom du signataire en lettres moulées* _____ Description of Office / *Fonction* _____

SCHEDULE A-1
to the
ARTICLES OF AMALGAMATION
of
NATIONWIDE MANUFACTURING LIMITED
NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.
NISHI CAPITAL CORPORATION
and
947626 ONTARIO INC.
(the "**Amalgamating Corporations**")

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

THIS STATEMENT is made this 28th day of May, 2019.


I, EDWARD NISHI, JR., of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended (the "**Act**").
2. I am the President and a director of NATIONWIDE MANUFACTURING LIMITED and as such have personal knowledge of the following matters.
3. I have conducted such examinations of the books and records of NATIONWIDE MANUFACTURING LIMITED, NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC., NISHI CAPITAL CORPORATION and 947626 ONTARIO INC. (the "**Amalgamating Corporations**") and have made such inquiries and investigations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the amalgamated corporation to be formed by their amalgamation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

6. Based on the statements made above, none of the Amalgamating Corporations is obligated to give notice to any creditor.

EXECUTED as of the date first above written.



EDWARD NISHI, JR., President and a Director of
Nationwide Manufacturing Limited

SCHEDULE A-2
to the
ARTICLES OF AMALGAMATION
of
NATIONWIDE MANUFACTURING LIMITED
NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.
NISHI CAPITAL CORPORATION
and
947626 ONTARIO INC.
(the "**Amalgamating Corporations**")

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

THIS STATEMENT is made this 28th day of May, 2019.


I, EDWARD T. NISHI, JR., of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended (the "**Act**").
2. I am the President and a director of NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC. and as such have personal knowledge of the following matters.
3. I have conducted such examinations of the books and records of NATIONWIDE MANUFACTURING LIMITED, NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC., NISHI CAPITAL CORPORATION and 947626 ONTARIO INC. (the "**Amalgamating Corporations**") and have made such inquiries and investigations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the amalgamated corporation to be formed by their amalgamation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

6. Based on the statements made above, none of the Amalgamating Corporations is obligated to give notice to any creditor.

EXECUTED as of the date first above written.



EDWARD T. NISHI, JR., President and a Director
of Nationwide Distribution and Fulfillment Services
Inc.

SCHEDULE A-3
to the
ARTICLES OF AMALGAMATION
of
NATIONWIDE MANUFACTURING LIMITED
NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.
NISHI CAPITAL CORPORATION
and
947626 ONTARIO INC.
(the "**Amalgamating Corporations**")

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

THIS STATEMENT is made this 28th day of May, 2019.

I, EDWARD NISHI, JR., of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended (the "**Act**").
2. I am the Chief Executive Officer and a director of NISHI CAPITAL CORPORATION and as such have personal knowledge of the following matters.
3. I have conducted such examinations of the books and records of NATIONWIDE MANUFACTURING LIMITED, NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC., NISHI CAPITAL CORPORATION and 947626 ONTARIO INC. (the "**Amalgamating Corporations**") and have made such inquiries and investigations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the amalgamated corporation to be formed by their amalgamation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

6. Based on the statements made above, none of the Amalgamating Corporations is obligated to give notice to any creditor.

EXECUTED as of the date first above written.



EDWARD NISHI, JR., Chief Executive Officer and
a Director of Nishi Capital Corporation

SCHEDULE A-4
to the
ARTICLES OF AMALGAMATION
of
NATIONWIDE MANUFACTURING LIMITED
NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.
NISHI CAPITAL CORPORATION
and
947626 ONTARIO INC.
(the "**Amalgamating Corporations**")

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

THIS STATEMENT is made this 28th day of May, 2019.


I, EDWARD NISHI, JR., of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended (the "**Act**").
2. I am the President and a director of 947626 ONTARIO INC. and as such have personal knowledge of the following matters.
3. I have conducted such examinations of the books and records of NATIONWIDE MANUFACTURING LIMITED, NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC., NISHI CAPITAL CORPORATION and 947626 ONTARIO INC. (the "**Amalgamating Corporations**") and have made such inquiries and investigations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the amalgamated corporation to be formed by their amalgamation will be able to pay its liabilities as they become due; and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B. 16, as amended

6. Based on the statements made above, none of the Amalgamating Corporations is obligated to give notice to any creditor.

EXECUTED as of the date first above written.



EDWARD NISHI, JR., President and a Director of
947626 Ontario Inc.

SCHEDULE B

THIS AMALGAMATION AGREEMENT is made as of the 28th day of May, 2019.

AMONG:

NATIONWIDE MANUFACTURING LIMITED, a corporation
amalgamated under the laws of the Province of Ontario

(hereinafter called "**NML**")

OF THE FIRST PART

- and -

NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC., a corporation incorporated under the laws of the Province of Ontario

(hereinafter called "**NDFS**")

OF THE SECOND PART

- and -

NISHI CAPITAL CORPORATION, a corporation incorporated under the laws of the Province of Ontario

(hereinafter called "**NCC**")

OF THE THIRD PART

- and -

947626 ONTARIO INC., a corporation incorporated under the laws of the Province of Ontario

(hereinafter called "**947626**")

OF THE FOURTH PART

WHEREAS:

- A. NML was amalgamated by a Certificate of Amalgamation issued by the Ministry of Government Services for the Province of Ontario (the "**Ministry**") pursuant to the Act on April 1, 2010, and is governed by the Act;
- B. The authorized capital of NML consists of:
 - an unlimited number of voting Class A Common Shares
 - an unlimited number of voting Class B Common Shares
 - an unlimited number of non-voting Class A Preference Shares
 - an unlimited number of non-voting Class B Preference Shares

C. The issued and outstanding shares in the capital of NML are as follows:

| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> |
|----------------------------|--------------------------------|
| Edward Nishi, Jr. | 100 Class A Common Shares |

D. NDFSI was incorporated by a Certificate of Incorporation issued by the Ministry pursuant to the Act on January 20, 1993, and is governed by the Act;

E. The authorized capital of NDFSI consists of:
an unlimited number of voting common shares
an unlimited number of non-voting preference shares

F. The issued and outstanding shares in the capital of NDFSI are as follows:

| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> |
|----------------------------|--------------------------------|
| Edward T. Nishi, Jr. | 500 common |
| Joanne Nishi | 500 common |

G. NCC was incorporated by a Certificate of Incorporation issued by the Ministry pursuant to the Act on April 27, 1992, and is governed by the Act;

H. The Articles of Incorporation of NCC were amended by Articles of Amendment issued by the Ministry pursuant to the Act on October 31, 1997;

I. The authorized capital of NCC consists of:
an unlimited number of voting Common Shares
an unlimited number of voting Class "A" Preference Shares
an unlimited number of non-voting Class "B" Preference Shares

J. The issued and outstanding shares in the capital of NCC are as follows:

| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> |
|----------------------------|---|
| Edward T. Nishi, Jr. | 500 Common Shares 40,000 Class "A" Preference Shares |
| Joanne Nishi | 500 Common Shares |

K. 947626 was incorporated by a Certificate of Incorporation issued by the Ministry pursuant to the Act on June 25, 1991, and is governed by the Act;

L. The authorized capital of 947626 consists of an unlimited number of voting Common Shares;

M. The issued and outstanding shares in the capital of 947626 are as follows:

| <u>Name of Shareholder</u> | <u>No. and Class of Share</u> |
|----------------------------|-------------------------------|
| Edward Nishi, Jr. | 1 Common Share |

N. Edward Nishi, Jr. and Edward T. Nishi, Jr. are one and the same person.

O. NML, NDFSI, NCC and 947626, acting under the authority contained in the Act, have agreed to amalgamate on the terms and conditions set out below;

- P. The parties have each made full disclosure to one another of all of their respective assets and liabilities;
- Q. It is desirable that the amalgamation should be effected upon the terms and conditions hereinafter set forth.

NOW THEREFORE THIS AMALGAMATION AGREEMENT WITNESSETH as follows:

1. In this Amalgamation Agreement:
 - (a) “**Act**” means the *Business Corporations Act*, R.S.O. 1990, c.B. 16, as amended, of Ontario;
 - (b) “**Amalgamated Corporation**” means the corporation continuing from the amalgamation of the Amalgamating Corporations;
 - (c) “**Amalgamating Corporations**” means NML, NDFSI, NCC and 947626, the parties hereto; and
 - (d) “**Amalgamation Agreement**” means this Amalgamation Agreement.
2. The Amalgamating Corporations and each of them do hereby agree to amalgamate, as of the opening of business on the 1st day of July, 2019, under the provisions of section 174 of the Act, and to continue as one corporation under the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be “**NATIONWIDE MANUFACTURING LIMITED**”.
4. The registered office of the Amalgamated Corporation shall be located within the City of Toronto.
5. The address of the registered office of the Amalgamated Corporation shall be 80 Horner Avenue, Toronto, Ontario, M8Z 4X8.
6. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

7. The by-laws of the Amalgamated Corporation shall be By-Law No. 1A and By-Law No. 2A of NML. The by-laws of the Amalgamated Corporation may be examined at the following address:

80 Horner Avenue, Toronto, Ontario, M8Z 4X8.

8. The classes of shares that the Amalgamated Corporation is authorized to issue are:
an unlimited number of voting Class A Common Shares
an unlimited number of voting Class B Common Shares
9. The rights, privileges, restrictions and conditions attaching to each class of shares that the Amalgamated Corporation is authorized to issue are set out on Schedule 1 attached hereto and forming part of this Amalgamation Agreement.
10. Any shares held by any of the Amalgamating Corporations in any of the other Amalgamating Corporations will be cancelled upon amalgamation, without repayment of capital and without being converted into shares of the Amalgamated Corporation, in accordance with Section 175(2) of the Act.
11. The authorized but unissued shares in the capital of the Amalgamating Corporations shall be cancelled and the issued and outstanding shares in the capital of the Amalgamating Corporations shall be converted into issued and outstanding shares in the capital of the Amalgamated Corporation as follows:
- (a) all of the issued and outstanding shares in the capital of NML shall be converted into issued and outstanding shares of the Amalgamated Corporation, particulars of which are set out in Schedule 2 attached hereto;
 - (b) all of the issued and outstanding shares in the capital of NDFS I shall be converted into issued and outstanding shares of the Amalgamated Corporation, particulars of which are set out in Schedule 2 attached hereto;
 - (c) all of the issued and outstanding shares in the capital of NCC shall be converted into issued and outstanding shares of the Amalgamated Corporation, particulars of which are set out in Schedule 2 attached hereto; and
 - (d) the issued and outstanding share in the capital of 947626 shall be converted into issued and outstanding shares of the Amalgamated Corporation, particulars of which are set out in Schedule 2 attached hereto.

After the filing of Articles of Amalgamation in respect of this Amalgamation Agreement and the endorsement of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporations shall, when requested by the Amalgamated Corporation, surrender the certificates representing shares held by them in the Amalgamating Corporations and, in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid.

12. The issue, transfer or ownership of shares is restricted and the restrictions are as follows:

Subject to the further restrictions contained in any unanimous shareholders' agreement, no securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either:

- (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
 - (b) the holder or holders of a majority of the outstanding voting shares of the Corporation expressed by a resolution passed at a meeting of such voting shareholders or by an instrument or instruments in writing signed by the holder or holders of a majority of the outstanding voting shares of the Corporation.
13. (a) The Corporation has a lien on each share registered in the name of a shareholder or his or her legal representative for a debt of that shareholder to the Corporation and the Corporation may refuse to transfer shares while any such debt is outstanding. If the Corporation has made a written demand for payment of any debt owed to it by a shareholder and has notified that it intends to exercise its lien rights in such demand, then in the event the debt is not paid within thirty (30) days of the date of such notice, the Corporation may sell such shares by private contract or otherwise and apply the monies received less all costs against the indebtedness, or, in the alternative, the Corporation may, at its option, cancel the said shares by re-purchase in full satisfaction of the debt.
- (b) Without in any way limiting the powers of the Corporation, or of the Directors or sole Director, as set forth in the Act, the Directors or sole Director of the Corporation may, without authorization of the shareholders:
- (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation; and

- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure the obligations of the Corporation.
- (c) The Corporation shall be a private issuer within the meaning of section 2.4 of National Instrument 45-106 under the *Securities Act* (Ontario).
- (d) The Corporation shall not at any time have outstanding securities of the Corporation that are beneficially owned, directly or indirectly, by more than fifty (50) persons or companies that have purchased as principals, not including employees and former employees of the Corporation or its affiliates (provided that each person is counted as one (1) beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner) and has distributed securities only to persons who are:
 - (i) a director, officer, employee, founder or control person of the Corporation;
 - (ii) a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation;
 - (iii) a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation;
 - (iv) a close personal friend of a director, executive officer, founder or control person of the Corporation;
 - (v) a close business associate of a director, executive officer, founder or control person of the Corporation;
 - (vi) a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holders spouse;
 - (vii) a security holder of the Corporation;
 - (viii) an accredited investor;

- (ix) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (i) to (viii), inclusive above;
- (x) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (i) to (ix), inclusive above; or
- (xi) a person that is not the public;

all within the meaning of section 2.4 of National Instrument 45-106 under the Securities Act (Ontario).

14. The Board of Directors of the Amalgamated Corporation shall consist of a minimum of one (1) and a maximum of ten (10) directors, until changed in accordance with the Act. Until changed by special resolution of the shareholders of the Amalgamated Corporation, or, if the directors or sole director of the Amalgamated Corporation are so authorized by special resolution of the shareholders of the Amalgamated Corporation, by resolution of the said directors or sole director, the Board of Directors of the Amalgamated Corporation shall consist of two (2) directors, and the first directors of the Amalgamated Corporation shall be the following:

| <u>Name</u> | <u>Address</u> | <u>Resident Canadian</u> |
|-------------------|---|--------------------------|
| Edward Nishi, Jr. | 8 Edgehill Road Toronto, Ontario M9A 4N3 | yes |
| Joanne Nishi | 8 Edgehill Road Toronto, Ontario M9A 4N3 | yes |

The said first directors shall hold office until the first annual resolutions of the Amalgamated Corporation or until their successors are elected or appointed. The subsequent directors or sole director shall be elected each year thereafter by ordinary resolution at either an annual meeting or a special meeting of the shareholders or by a resolution in writing signed by all of the shareholders. The directors or sole director shall manage or supervise the management of the business and affairs of the Amalgamated Corporation, subject to the provisions of the Act.

15. Upon the shareholders of the Amalgamating Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, and subject to paragraph 17 hereof, Articles of Amalgamation in prescribed form shall be sent to the Director under the Act.

16. Upon the endorsement of the Certificate of Amalgamation under the Act:
 - (a) the Amalgamating Corporations are amalgamated and continue as one corporation effective on that date under the terms and conditions prescribed in this Amalgamation Agreement;

 - (b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

 - (c) a conviction against, or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

 - (d) the Articles of Amalgamation shall be the Articles of Incorporation of the Amalgamated Corporation and the Certificate of Amalgamation, except for the purposes of subsection 178.(1) of the Act, shall be deemed to be the Certificate of Incorporation of the Amalgamated Corporation; and

 - (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

17. This Amalgamation Agreement may be terminated by the Board of Directors of any of the Amalgamating Corporations, notwithstanding the approval of this Amalgamation Agreement by the shareholders of such Amalgamating Corporations, at any time prior to the endorsement of a Certificate of Amalgamation in respect of this Amalgamation Agreement.

[SIGNATURE PAGE TO FOLLOW]

SCHEDULE 1

- I. The Class A Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) **Voting**. Each Class A Common Share shall entitle the holder thereof to 1.000000001 votes at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Business Corporations Act* (Ontario) (hereinafter referred to as the "**Act**").
 - (b) **Dividends**. The holders of the Class A Common Shares shall be entitled to receive, as and when declared by the board of directors, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class A Common Shares, the directors or sole director of the Corporation may, in his, her or their sole discretion, declare dividends on the Class A Common Shares to the exclusion of any other class of shares of the Corporation.
 - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the Class B Common Shares.
- II. The Class B Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) **Voting**. Each Class B Common Share shall entitle the holder thereof to 1 vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
 - (b) **Dividends**. The holders of the Class B Common Shares shall be entitled to receive, as and when declared by the board of directors, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class B Common Shares, the directors or sole director of the Corporation may, in his, her or their sole discretion, declare dividends on the Class B Common Shares to the exclusion of any other class of shares of the Corporation.
 - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class B Common Shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the Class A Common Shares.

SCHEDULE 2

| <u>SHARES OF NML - SHARE CONVERSION</u> | | |
|---|---|---|
| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> | <u>No. and Class of Shares in Amalgamated Corporation</u> |
| Edward Nishi, Jr. | 100 Class A Common | 19,992 Class A Common |
| <u>SHARES OF NDFSI - SHARE CONVERSION</u> | | |
| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> | <u>No. and Class of Shares in Amalgamated Corporation</u> |
| Edward T. Nishi, Jr. | 500 common | 1 Class A Common |
| Joanne Nishi | 500 common | 1 Class B Common |
| <u>SHARES OF NCC - SHARE CONVERSION</u> | | |
| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> | <u>No. and Class of Shares in Amalgamated Corporation</u> |
| Edward T. Nishi, Jr. | 500 Common 40,000 Class "A" Preference | 1 Class A Common 3 Class A Common |
| Joanne Nishi | 500 Common | 1 Class B Common |
| <u>SHARES OF 947626 - SHARE CONVERSION</u> | | |
| <u>Name of Shareholder</u> | <u>No. and Class of Shares</u> | <u>No. and Class of Shares in Amalgamated Corporation</u> |
| Edward Nishi, Jr. | 1 Common | 1 Class A Common |

This is **Exhibit “B”** referred to in the
Affidavit of Edward Nishi
sworn before me by videoconference
this 29th day of July, 2021.



A Commissioner for Taking Affidavits
(or as may be)

WOJTEK JASKIEWICZ (LSO # 49809L)

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name | Amalgamation Date |
|---------------------------------------|---|---------------------------|
| 5017504 | NATIONWIDE MANUFACTURING LIMITED | 2019/07/01 |
| | | Jurisdiction |
| | | ONTARIO |
| Corporation Type | Corporation Status | Former Jurisdiction |
| ONTARIO BUSINESS CORP. | ACTIVE | NOT APPLICABLE |
| Registered Office Address | | Date Amalgamated |
| EDWARD NISHI, JR. 80 HORNER AVENUE | | NOT APPLICABLE |
| | | New Amal. Number |
| | | NOT APPLICABLE |
| | | Notice Date |
| | | NOT APPLICABLE |
| | | Letter Date |
| | | NOT APPLICABLE |
| Mailing Address | | Revival Date |
| 80 HORNER AVENUE | | NOT APPLICABLE |
| | | Continuation Date |
| | | NOT APPLICABLE |
| | | Transferred Out Date |
| | | NOT APPLICABLE |
| | | Cancel/Inactive Date |
| | | NOT APPLICABLE |
| | | EP Licence Eff.Date |
| | | NOT APPLICABLE |
| | | EP Licence Term.Date |
| | | NOT APPLICABLE |
| | | Date Commenced in Ontario |
| | | NOT APPLICABLE |
| | | Date Ceased in Ontario |
| | | NOT APPLICABLE |
| Activity Classification | Number of Directors Minimum Maximum | |
| NOT AVAILABLE | 00001 00010 | NOT APPLICABLE |

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

5017504

NATIONWIDE MANUFACTURING LIMITED

Corporate Name History

Effective Date

NATIONWIDE MANUFACTURING LIMITED

2019/07/01

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Amalgamating Corporations

Corporation Name

Corporate Number

NATIONWIDE MANUFACTURING LIMITED

1821184

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

1014923

NISHI CAPITAL CORPORATION

985047

947626 ONTARIO INC.

947626

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

5017504

NATIONWIDE MANUFACTURING LIMITED

**Administrator:
Name (Individual / Corporation)**

Address

JOANNE
NISHI

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

First Director

2019/07/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Y

**Administrator:
Name (Individual / Corporation)**

Address

JOANNE
NISHI

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

First Director

2019/07/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

TREASURER

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

5017504

NATIONWIDE MANUFACTURING LIMITED

**Administrator:
Name (Individual / Corporation)**

Address

JOANNE
NISHI

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

First Director

2019/07/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

VICE-PRESIDENT

**Administrator:
Name (Individual / Corporation)**

Address

EDWARD, JR.
NISHI

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

First Director

2019/07/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

CHIEF EXECUTIVE OFFICER

CORPORATION PROFILE REPORT

Ontario Corp Number

5017504

Corporation Name

NATIONWIDE MANUFACTURING LIMITED

**Administrator:
Name (Individual / Corporation)**

EDWARD, JR.
NISHI

Address

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

2019/07/01

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

**Administrator:
Name (Individual / Corporation)**

EDWARD, JR.
NISHI

Address

7 PEBBLE VALLEY LANE

TORONTO
ONTARIO
CANADA M9C 4X2

Date Began

2019/07/01

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

5017504

Corporation Name

NATIONWIDE MANUFACTURING LIMITED

Last Document Recorded

| Act/Code | Description | Form | Date |
|-----------------|--------------------|-------------|--------------------------------|
| CIA | CHANGE NOTICE | 1 | 2020/02/21 (ELECTRONIC FILING) |

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name | Incorporation Date |
|--------------------------------------|---|------------------------|
| 1014923 | NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC. | 1993/01/20 |
| | | Jurisdiction |
| | | ONTARIO |
| Corporation Type | Corporation Status | Former Jurisdiction |
| ONTARIO BUSINESS CORP. | AMALGAMATED | NOT AVAILABLE |
| Registered Office Address | Date Amalgamated | Amalgamation Ind. |
| 80 HORNER AVENUE | 2019/07/01 | NOT APPLICABLE |
| | New Amal. Number | Notice Date |
| TORONTO ONTARIO CANADA M8Z 4X8 | 005017504 | NOT APPLICABLE |
| Mailing Address | | Letter Date |
| 80 HORNER AVENUE | | NOT APPLICABLE |
| | Revival Date | Continuation Date |
| TORONTO ONTARIO CANADA M8Z 4X8 | NOT APPLICABLE | NOT AVAILABLE |
| | Transferred Out Date | Cancel/Inactive Date |
| | NOT APPLICABLE | NOT APPLICABLE |
| | EP Licence Eff.Date | EP Licence Term.Date |
| | NOT APPLICABLE | NOT APPLICABLE |
| | Number of Directors | |
| | Minimum | Maximum |
| | UNKNOWN | UNKNOWN |
| | Date Commenced in Ontario | Date Ceased in Ontario |
| | NOT APPLICABLE | NOT APPLICABLE |
| Activity Classification | | |
| NOT AVAILABLE | | |

CORPORATION PROFILE REPORT

Ontario Corp Number

1014923

Corporation Name

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

Corporate Name History

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

Effective Date

1993/01/20

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:

Name (Individual / Corporation)

EDWARD
T. JR.
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1993/01/20

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1014923

Corporation Name

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

Administrator:

Name (Individual / Corporation)

EDWARD
T. JR.
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1993/01/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

JOANNE
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1993/01/20

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1014923

Corporation Name

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

**Administrator:
Name (Individual / Corporation)**

JOANNE
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1993/01/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1014923

Corporation Name

NATIONWIDE DISTRIBUTION AND FULFILLMENT
SERVICES INC.

Last Document Recorded

| Act/Code | Description | Form | Date |
|-----------------|---------------------------|-------------|-------------|
| BCA | AMALGAMATION MEMO TO FILE | 4 | 2019/07/01 |

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CORPORATION PROFILE REPORT

| | | |
|----------------------------------|-----------------------------|-----------------------------|
| Ontario Corp Number | Corporation Name | Incorporation Date |
| 985047 | NISHI CAPITAL CORPORATION | 1992/04/27 |
| | | Jurisdiction |
| | | ONTARIO |
| Corporation Type | Corporation Status | Former Jurisdiction |
| ONTARIO BUSINESS CORP. | AMALGAMATED | NOT AVAILABLE |
| Registered Office Address | Date Amalgamated | Amalgamation Ind. |
| 180 NORSEMAN STREET | 2019/07/01 | NOT APPLICABLE |
| | New Amal. Number | Notice Date |
| TORONTO | 005017504 | NOT APPLICABLE |
| ONTARIO | | Letter Date |
| CANADA M8Z 2R4 | | NOT APPLICABLE |
| Mailing Address | Revival Date | Continuation Date |
| 80 HORNER DRIVE | NOT APPLICABLE | NOT AVAILABLE |
| | Transferred Out Date | Cancel/Inactive Date |
| TORONTO | NOT APPLICABLE | NOT APPLICABLE |
| ONTARIO | | |
| CANADA M8Z 4X8 | EP Licence Eff.Date | EP Licence Term.Date |
| | NOT APPLICABLE | NOT APPLICABLE |
| | Number of Directors | Date Ceased |
| | Minimum Maximum | in Ontario |
| | UNKNOWN UNKNOWN | NOT APPLICABLE |
| Activity Classification | | |
| NOT AVAILABLE | | |

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name |
|---------------------|---------------------------|
| 985047 | NISHI CAPITAL CORPORATION |

| Corporate Name History | Effective Date |
|---------------------------|----------------|
| NISHI CAPITAL CORPORATION | 1992/04/27 |

| | |
|---------------------------------|----|
| Current Business Name(s) Exist: | NO |
| Expired Business Name(s) Exist: | NO |

| Administrator: Name (Individual / Corporation) | Address |
|---|---|
| JOANNE ELIZABETH NISHI | 8 EDGEHILL ROAD ETOBICOKE ONTARIO CANADA M9A 4N3 |

| | | |
|-------------|----------------|-------------------|
| Date Began | First Director | |
| 1992/04/27 | NOT APPLICABLE | |
| Designation | Officer Type | Resident Canadian |
| DIRECTOR | | Y |

CORPORATION PROFILE REPORT

Ontario Corp Number

985047

Corporation Name

NISHI CAPITAL CORPORATION

Administrator:

Name (Individual / Corporation)

JOANNE
ELIZABETH
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1992/04/27

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

EDWARD
TED
NISHI

Address

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

1992/04/27

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

| | |
|----------------------------|---------------------------|
| Ontario Corp Number | Corporation Name |
| 985047 | NISHI CAPITAL CORPORATION |

| | |
|---|---|
| Administrator: Name (Individual / Corporation) | Address |
| EDWARD TED NISHI | 8 EDGEHILL ROAD ETOBICOKE ONTARIO CANADA M9A 4N3 |

| | | |
|--------------------|-------------------------|--------------------------|
| Date Began | First Director | |
| 2004/09/01 | NOT APPLICABLE | |
| Designation | Officer Type | Resident Canadian |
| OFFICER | CHIEF EXECUTIVE OFFICER | |

| | |
|--|---|
| Name (Individual / Corporation) | Administrator: Address |
| JOANNE ELIZABETH NISHI | 8 EDGEHILL ROAD ETOBICOKE ONTARIO CANADA M9A 4N3 |

| | | |
|--------------------|-----------------------|--------------------------|
| Date Began | First Director | |
| 2009/06/23 | NOT APPLICABLE | |
| Designation | Officer Type | Resident Canadian |
| OFFICER | PRESIDENT | Y |

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

985047

NISHI CAPITAL CORPORATION

Last Document Recorded

| Act/Code | Description | Form | Date |
|-----------------|---------------------------|-------------|-------------|
| BCA | AMALGAMATION MEMO TO FILE | 4 | 2019/07/01 |

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CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name | Incorporation Date |
|--------------------------------------|---------------------------|------------------------|
| 947626 | 947626 ONTARIO INC. | 1991/06/25 |
| | | Jurisdiction |
| | | ONTARIO |
| Corporation Type | Corporation Status | Former Jurisdiction |
| ONTARIO BUSINESS CORP. | AMALGAMATED | NOT AVAILABLE |
| Registered Office Address | Date Amalgamated | Amalgamation Ind. |
| 180 NORSEMAN STREET | 2019/07/01 | NOT APPLICABLE |
| | New Amal. Number | Notice Date |
| TORONTO ONTARIO CANADA M8Z 2R4 | 005017504 | NOT APPLICABLE |
| Mailing Address | | Letter Date |
| 80 HORNER DRIVE | | NOT APPLICABLE |
| | Revival Date | Continuation Date |
| TORONTO ONTARIO CANADA M8Z 4X8 | NOT APPLICABLE | NOT AVAILABLE |
| | Transferred Out Date | Cancel/Inactive Date |
| | NOT APPLICABLE | NOT APPLICABLE |
| | EP Licence Eff.Date | EP Licence Term.Date |
| | NOT APPLICABLE | NOT APPLICABLE |
| | Number of Directors | |
| | Minimum | Maximum |
| | UNKNOWN | UNKNOWN |
| | Date Commenced in Ontario | Date Ceased in Ontario |
| | NOT APPLICABLE | NOT APPLICABLE |
| Activity Classification | | |
| NOT AVAILABLE | | |

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name |
|---------------------|---------------------|
| 947626 | 947626 ONTARIO INC. |

| Corporate Name History | Effective Date |
|------------------------|----------------|
| 947626 ONTARIO INC. | 1991/06/25 |

| | |
|---------------------------------|----|
| Current Business Name(s) Exist: | NO |
| Expired Business Name(s) Exist: | NO |

| Administrator: Name (Individual / Corporation) | Address |
|---|---|
| JOANNE ELIZABETH NISHI | 8 EDGEHILL ROAD ETOBICOKE ONTARIO CANADA M9A 4N3 |

| | | |
|-------------|----------------|-------------------|
| Date Began | First Director | |
| 1991/12/19 | NOT APPLICABLE | |
| Designation | Officer Type | Resident Canadian |
| DIRECTOR | | Y |

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

947626

947626 ONTARIO INC.

Administrator:

Name (Individual / Corporation)

Address

JOANNE
ELIZABETH
NISHI

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

First Director

1995/06/30

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Y

Administrator:

Name (Individual / Corporation)

Address

EDWARD
T
NISHI, JR.

8 EDGEHILL ROAD

ETOBICOKE
ONTARIO
CANADA M9A 4N3

Date Began

First Director

1991/10/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name |
|---------------------|---------------------|
| 947626 | 947626 ONTARIO INC. |

| Administrator: Name (Individual / Corporation) | Address |
|---|---|
| EDWARD T NISHI, JR. | 8 EDGEHILL ROAD ETOBICOKE ONTARIO CANADA M9A 4N3 |

| Date Began | First Director | Resident Canadian |
|-------------|----------------|-------------------|
| 1991/10/01 | NOT APPLICABLE | |
| Designation | Officer Type | Resident Canadian |
| OFFICER | PRESIDENT | Y |

CORPORATION PROFILE REPORT

| Ontario Corp Number | Corporation Name |
|---------------------|---------------------|
| 947626 | 947626 ONTARIO INC. |

| Last Document Recorded | | |
|------------------------|---------------------------|------------|
| Act/Code | Description | Date |
| BCA | AMALGAMATION MEMO TO FILE | 2019/07/01 |

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This is **Exhibit “C”** referred to in the
Affidavit of Edward Nishi
sworn before me by videoconference
this 29th day of July, 2021.



A Commissioner for Taking Affidavits
(or as may be)

WOJTEK JASKIEWICZ (LSO # 49809L)

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 6/28/2021
File Currency Date: 06/27/2021
Family(ies): 3
Page(s): 9

SEARCH : Business Debtor : NATIONWIDE MANUFACTURING LIMITED

The attached report has been created based on the data received by Cyberbahn from the Province of Ontario, Ministry of Government Services. No liability is assumed by Cyberbahn regarding its correctness, timeliness, completeness or the interpretation and use of the report. Use of the Cyberbahn service, including this report is subject to the terms and conditions of Cyberbahn's subscription agreement.

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 6/28/2021
File Currency Date: 06/27/2021
Family(ies): 3
Page(s): 9

SEARCH : Business Debtor : NATIONWIDE MANUFACTURING LIMITED

FAMILY : 1 OF 3 ENQUIRY PAGE : 1 OF 9
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

00 FILE NUMBER : 715175595 EXPIRY DATE : 30MAR 2022 STATUS :
01 CAUTION FILING : PAGE : 001 OF 1 MV SCHEDULE ATTACHED :
REG NUM : 20160330 1511 1616 6347 REG TYP: P PPSA REG PERIOD: 06
02 IND DOB : IND NAME:
03 BUS NAME: NATIONWIDE MANUFACTURING LIMITED

OCN :
04 ADDRESS : 80 HORNER AVENUE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8
05 IND DOB : IND NAME:
06 BUS NAME:

OCN :
07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
CIT FINANCIAL LTD.

09 ADDRESS : 5035 SOUTH SERVICE ROAD
CITY : BURLINGTON PROV: ON POSTAL CODE: L7R 4C8
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
10 YEAR MAKE X MODEL V.I.N.

11
12
GENERAL COLLATERAL DESCRIPTION
13 COPIERS AND ACCESSORIES

14
15
16 AGENT: JCLD ONLINE
17 ADDRESS : 16-1375 SOUTHDOWN RD STE 322
CITY : MISSISSAUGA PROV: ON POSTAL CODE: L5J 2Z1

FAMILY : 2 OF 3
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

ENQUIRY PAGE : 2 OF 9

00 FILE NUMBER : 739882692 EXPIRY DATE : 29MAY 2023 STATUS :
01 CAUTION FILING : PAGE : 01 OF 001 MV SCHEDULE ATTACHED :
REG NUM : 20180529 1931 1531 1323 REG TYP: P PPSA REG PERIOD: 5

02 IND DOB : IND NAME:
03 BUS NAME: NATIONWIDE MANUFACTURING LIMITED

OCN :

04 ADDRESS : 80 HORNER AVE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8

05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
THE TORONTO-DOMINION BANK - 17282

09 ADDRESS : 1315 THE QUEENSWAY
CITY : ETOBICOKE PROV: ON POSTAL CODE: M8Z 1S8

| | CONS. | GOODS | INVTRY. | EQUIP | ACCTS | OTHER | INCL | AMOUNT | MATURITY | DATE OF | OR | NO | FIXED |
|----|-------|-------|---------|-------|-------|-------|------|--------|----------|---------|----|----|-------|
| 10 | X | X | X | X | X | X | X | | | | | | X |

YEAR MAKE MODEL V.I.N.

11
12

GENERAL COLLATERAL DESCRIPTION

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16 AGENT: D+H LIMITED PARTNERSHIP

17 ADDRESS : SUITE 200, 4126 NORLAND AVENUE
CITY : BURNABY PROV: BC POSTAL CODE: V5G 3S8

FAMILY : 3 OF 3
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

ENQUIRY PAGE : 3 OF 9

00 FILE NUMBER : 750566484 EXPIRY DATE : 26APR 2024 STATUS :
01 CAUTION FILING : PAGE : 001 OF 2 MV SCHEDULE ATTACHED :
REG NUM : 20190426 1259 1590 5107 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: NATIONWIDE MANUFACTURING LIMITED OCN : 001821184
04 ADDRESS : 80 HORNER AVENUE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8
05 IND DOB : IND NAME:
06 BUS NAME: 947626 ONTARIO INC. OCN : 000947626
07 ADDRESS : 80 HORNER AVENUE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8

08 SECURED PARTY/LIEN CLAIMANT :
JOANNE NISHI
09 ADDRESS : 8 EDGEHILL ROAD
CITY : TORONTO PROV: ON POSTAL CODE: M9A 4N3
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
10 X X X X X X X X
YEAR MAKE MODEL V.I.N.

11
12
GENERAL COLLATERAL DESCRIPTION

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15
16 AGENT: MICHAEL C.J. MCBRIDE
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV: ON POSTAL CODE: M9B 1B4

FAMILY : 3 OF 3
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

ENQUIRY PAGE : 4 OF 9

00 FILE NUMBER : 750566484 EXPIRY DATE : 26APR 2024 STATUS :
01 CAUTION FILING : PAGE : 002 OF 2 MV SCHEDULE ATTACHED :
REG NUM : 20190426 1259 1590 5107 REG TYP: REG PERIOD:

02 IND DOB : IND NAME:
03 BUS NAME:

OCN :

04 ADDRESS :
CITY : PROV: POSTAL CODE:

05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
EDWARD NISHI

09 ADDRESS : 8 EDGEHILL ROAD
CITY : TORONTO PROV: ON POSTAL CODE: M9A 4N3
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE

10 YEAR MAKE MODEL V.I.N.

11
12

GENERAL COLLATERAL DESCRIPTION

13
14
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16 AGENT:
17 ADDRESS :
CITY :

PROV: POSTAL CODE:

FAMILY : 3 OF 3 ENQUIRY PAGE : 5 OF 9
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 1 MV SCHED: 20190702 1227 2777 0168
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: A AMNDMNT REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE:
26 REASON: DEBTOR AMALGAMATED WITH 3 OTHER CORPORATIONS ON JULY 1, 2019, AND
27 /DESCR: WAS GIVEN A NEW CORPORATE NUMBER WHICH IS 5017504
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:
04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

10
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16 NAME : MICHAEL MCBRIDE OF MCBRIDE WALLACE LAURENT & CORD LLP
17 ADDRESS : 200-5464 DUNDAS STREET WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 3 OF 3 ENQUIRY PAGE : 6 OF 9
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 2 MV SCHED: 20200313 0941 1590 9267
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: J OTHER REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE: SUBORDINATION AND POSTPONEMENT OF DEBT
26 REASON: SUBORDINATION AND POSTPONEMENT OF DEBT IN FAVOUR OF HILLMOUNT
27 /DESCR: CAPITAL INC. PURSUANT TO ASSIGNMENT AND POSTPONEMENT AGREEMENTS AND
28 : PPSA FILE NOS. 747474489 AND 760213503 AND CHANGE OF ADDRESS OF THE
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:
04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

10
11
12
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14
15

16 NAME : RICHARD L. DINIZ
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 3 OF 3
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

ENQUIRY PAGE : 7 OF 9

FILE NUMBER 750566484

01 CAUTION : PAGE TOT REGISTRATION NUM REG TYPE
002 OF 2 MV SCHED: 20200313 0941 1590 9267
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME:

25 OTHER CHANGE: AND CHANGE OF ADDRESS OF SECURED PARTIES
26 REASON: SECURED PARTIES IS NOW 7 PEBBLE VALLEY LANE, TORONTO, ON M9C 4X2
27 /DESCR:
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

10
11
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15

16 NAME :
17 ADDRESS :
CITY : PROV : POSTAL CODE :

FAMILY : 3 OF 3 ENQUIRY PAGE : 8 OF 9
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 2 MV SCHED: 20210506 1642 1590 1430 P PPSA
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: A AMNDMNT REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE:
26 REASON: DEBTORS AMALGAMATED ON JULY 1, 2019, AS NATIONWIDE MANUFACTURING
27 /DESCR: LIMITED. NEW ONTARIO CORPORATE NUMBER IS 5017504. ALSO, THE ADDRESS
28 : OF SECURED PARTIES HAS CHANGED.
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE: NATIONWIDE MANUFACTURING LIMITED

OCN: 005017504
04/07 ADDRESS: 80 HORNER AVENUE
CITY: TORONTO PROV: ON POSTAL CODE: M8Z 4X8
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :
EDWARD NISHI
09 ADDRESS : 7 PEBBLE VALLEY LANE
CITY : TORONTO PROV : ON POSTAL CODE : M9C 4X2
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME : MICHAEL C.J. MCBRIDE
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 3 OF 3
SEARCH : BD : NATIONWIDE MANUFACTURING LIMITED

ENQUIRY PAGE : 9 OF 9

FILE NUMBER 750566484
REGISTRATION NUM 20210506 1642 1590 1430
REG TYPE
PAGE TOT
01 CAUTION : 002 OF 2 MV SCHED:
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME:

25 OTHER CHANGE:
26 REASON:
27 /DESCR:
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :
JOANNE NISHI

09 ADDRESS : 7 PEBBLE VALLEY LANE
CITY : TORONTO PROV : ON POSTAL CODE : M9C 4X2
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME :
17 ADDRESS :
CITY : PROV : POSTAL CODE :

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 7/20/2021
File Currency Date: 07/19/2021
Family(ies): 0
Page(s): 1

SEARCH : Business Debtor : NATIONWIDE DISTRIBUTION AND FULFILLMENT SERVICES INC.

NO MATCH FOUND.

The attached report has been created based on the data received by Cyberbahn from the Province of Ontario, Ministry of Government Services. No liability is assumed by Cyberbahn regarding its correctness, timeliness, completeness or the interpretation and use of the report. Use of the Cyberbahn service, including this report is subject to the terms and conditions of Cyberbahn's subscription agreement.

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 7/20/2021
File Currency Date: 07/19/2021
Family(ies): 0
Page(s): 1

SEARCH : Business Debtor : NISHI CAPITAL CORPORATION

NO MATCH FOUND.

The attached report has been created based on the data received by Cyberbahn from the Province of Ontario, Ministry of Government Services. No liability is assumed by Cyberbahn regarding its correctness, timeliness, completeness or the interpretation and use of the report. Use of the Cyberbahn service, including this report is subject to the terms and conditions of Cyberbahn's subscription agreement.

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 7/20/2021
File Currency Date: 07/19/2021
Family(ies): 1
Page(s): 7

SEARCH : Business Debtor : 947626 ONTARIO INC.

The attached report has been created based on the data received by Cyberbahn from the Province of Ontario, Ministry of Government Services. No liability is assumed by Cyberbahn regarding its correctness, timeliness, completeness or the interpretation and use of the report. Use of the Cyberbahn service, including this report is subject to the terms and conditions of Cyberbahn's subscription agreement.

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
SEARCH RESULTS

Date Search Conducted: 7/20/2021
File Currency Date: 07/19/2021
Family(ies): 1
Page(s): 7

SEARCH : Business Debtor : 947626 ONTARIO INC.

FAMILY : 1 OF 1 ENQUIRY PAGE : 1 OF 7
SEARCH : BD : 947626 ONTARIO INC.

00 FILE NUMBER : 750566484 EXPIRY DATE : 26APR 2024 STATUS :
01 CAUTION FILING : PAGE : 001 OF 2 MV SCHEDULE ATTACHED :
REG NUM : 20190426 1259 1590 5107 REG TYP: P PPSA REG PERIOD: 5
02 IND DOB : IND NAME:
03 BUS NAME: NATIONWIDE MANUFACTURING LIMITED OCN : 001821184
04 ADDRESS : 80 HORNER AVENUE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8
05 IND DOB : IND NAME:
06 BUS NAME: 947626 ONTARIO INC. OCN : 000947626
07 ADDRESS : 80 HORNER AVENUE
CITY : TORONTO PROV: ON POSTAL CODE: M8Z 4X8

08 SECURED PARTY/LIEN CLAIMANT :
JOANNE NISHI
09 ADDRESS : 8 EDGEHILL ROAD
CITY : TORONTO PROV: ON POSTAL CODE: M9A 4N3
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE
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YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION
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16 AGENT: MICHAEL C.J. MCBRIDE
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV: ON POSTAL CODE: M9B 1B4

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 2 OF 7

00 FILE NUMBER : 750566484 EXPIRY DATE : 26APR 2024 STATUS :
01 CAUTION FILING : PAGE : 002 OF 2 MV SCHEDULE ATTACHED :
REG NUM : 20190426 1259 1590 5107 REG TYP: REG PERIOD:

02 IND DOB : IND NAME:
03 BUS NAME:

OCN :

04 ADDRESS :
CITY : PROV: POSTAL CODE:

05 IND DOB : IND NAME:
06 BUS NAME:

OCN :

07 ADDRESS :
CITY : PROV: POSTAL CODE:

08 SECURED PARTY/LIEN CLAIMANT :
EDWARD NISHI

09 ADDRESS : 8 EDGEHILL ROAD
CITY : TORONTO PROV: ON POSTAL CODE: M9A 4N3
CONS. MV DATE OF OR NO FIXED
GOODS INVTRY. EQUIP ACCTS OTHER INCL AMOUNT MATURITY MAT DATE

10 YEAR MAKE MODEL V.I.N.

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GENERAL COLLATERAL DESCRIPTION

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16 AGENT:
17 ADDRESS :
CITY :

PROV: POSTAL CODE:

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 3 OF 7

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 1 MV SCHED: 20190702 1227 2777 0168
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: A AMNDMNT REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE:
26 REASON: DEBTOR AMALGAMATED WITH 3 OTHER CORPORATIONS ON JULY 1, 2019, AND
27 /DESCR: WAS GIVEN A NEW CORPORATE NUMBER WHICH IS 5017504
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME : MICHAEL MCBRIDE OF MCBRIDE WALLACE LAURENT & CORD LLP
17 ADDRESS : 200-5464 DUNDAS STREET WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 4 OF 7

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 2 MV SCHED: 20200313 0941 1590 9267
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: J OTHER REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE: SUBORDINATION AND POSTPONEMENT OF DEBT
26 REASON: SUBORDINATION AND POSTPONEMENT OF DEBT IN FAVOUR OF HILLMOUNT
27 /DESCR: CAPITAL INC. PURSUANT TO ASSIGNMENT AND POSTPONEMENT AGREEMENTS AND
28 : PPSA FILE NOS. 747474489 AND 760213503 AND CHANGE OF ADDRESS OF THE
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME : RICHARD L. DINIZ
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 5 OF 7

FILE NUMBER 750566484
REGISTRATION NUM REG TYPE
20200313 0941 1590 9267
01 CAUTION : PAGE TOT MV SCHED:
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME:

25 OTHER CHANGE: AND CHANGE OF ADDRESS OF SECURED PARTIES
26 REASON: SECURED PARTIES IS NOW 7 PEBBLE VALLEY LANE, TORONTO, ON M9C 4X2
27 /DESCR:
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :

09 ADDRESS :
CITY : PROV : POSTAL CODE :
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME :
17 ADDRESS :
CITY : PROV : POSTAL CODE :

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 6 OF 7

FILE NUMBER 750566484
PAGE TOT REGISTRATION NUM REG TYPE
01 CAUTION : 001 OF 2 MV SCHED: 20210506 1642 1590 1430 P PPSA
21 REFERENCE FILE NUMBER : 750566484
22 AMEND PAGE: NO PAGE: CHANGE: A AMNDMNT REN YEARS: CORR PER:
23 REFERENCE DEBTOR/ IND NAME:
24 TRANSFEROR: BUS NAME: NATIONWIDE MANUFACTURING LIMITED

25 OTHER CHANGE:
26 REASON: DEBTORS AMALGAMATED ON JULY 1, 2019, AS NATIONWIDE MANUFACTURING
27 /DESCR: LIMITED. NEW ONTARIO CORPORATE NUMBER IS 5017504. ALSO, THE ADDRESS
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02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE: NATIONWIDE MANUFACTURING LIMITED

OCN: 005017504

04/07 ADDRESS: 80 HORNER AVENUE
CITY: TORONTO PROV: ON POSTAL CODE: M8Z 4X8
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :
EDWARD NISHI

09 ADDRESS : 7 PEBBLE VALLEY LANE
CITY : TORONTO PROV : ON POSTAL CODE : M9C 4X2
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME : MICHAEL C.J. MCBRIDE
17 ADDRESS : 200-5464 DUNDAS ST. WEST
CITY : TORONTO PROV : ON POSTAL CODE : M9B 1B4

FAMILY : 1 OF 1
SEARCH : BD : 947626 ONTARIO INC.

ENQUIRY PAGE : 7 OF 7

FILE NUMBER 750566484
REGISTRATION NUM REG TYPE
20210506 1642 1590 1430

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|----------------------------|-----------|-----------|------------|-----------|--|
| 01 CAUTION : | PAGE | TOT | | | |
| | 002 OF 2 | MV SCHED: | | | |
| 21 REFERENCE FILE NUMBER : | 750566484 | | | | |
| 22 AMEND PAGE: | NO PAGE: | CHANGE: | REN YEARS: | CORR PER: | |
| 23 REFERENCE DEBTOR/ | IND NAME: | | | | |
| 24 TRANSFEROR: | BUS NAME: | | | | |

25 OTHER CHANGE:
26 REASON:
27 /DESCR:
28 :
02/05 IND/TRANSFEE:
03/06 BUS NAME/TRFEE:

OCN:

04/07 ADDRESS:
CITY: PROV: POSTAL CODE:
29 ASSIGNOR:

08 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE :
JOANNE NISHI

09 ADDRESS : 7 PEBBLE VALLEY LANE
CITY : TORONTO PROV : ON POSTAL CODE : M9C 4X2
CONS. MV DATE OF NO FIXED
GOODS INVTRY EQUIP ACCTS OTHER INCL AMOUNT MATURITY OR MAT DATE

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16 NAME :
17 ADDRESS :
CITY : PROV : POSTAL CODE :

**IN THE MATTER OF THE PROPOSAL OF NATIONWIDE MANUFACTURING LIMITED, OF THE CITY OF TORONTO, IN
THE PROVINCE OF ONTARIO**

Court File No.: 31-2749204
Estate File No.: 31-2749204

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

Proceeding Commenced at TORONTO

AFFIDAVIT OF EDWARD NISHI

WEIRFOULDS LLP
66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto ON M5K 1B7

Wojtek Jaskiewicz (LSO #49809L)
wjaskiewicz@weirfoulds.com

Tel: (416) 365-1110

Lawyers for the Proposal Trustee

RCP-E 4C (May 1, 2016)

TAB 3

Court File No. 31-2749204
Estate No. 31-2749204

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE PROPOSAL OF
NATIONWIDE MANUFACTURING LIMITED
OF THE CITY OF TORONTO
IN THE PROVINCE OF ONTARIO

FIRST REPORT TO COURT OF PROPOSAL TRUSTEE

Dated July 29, 2021

INTRODUCTION

1. On June 30, 2021 (the "**Filing Date**"), Nationwide Manufacturing Limited ("**Nationwide**" or the "**Debtor**") filed with the Official Receiver a Notice of Intention ("**NOI**") to make a proposal to its creditors and named Dodick Landau Inc. ("**DLI**") as Proposal Trustee (the "**Proposal Trustee**"). Attached as **Appendix "A"** is the Certificate of Filing of the NOI.
2. Nationwide and three related companies, Nationwide Distribution and Fulfillment Services Inc. ("**Nationwide Distribution**"), Nishi Capital Corporation ("**Nishi Capital**") and 947626 Ontario Inc. ("**947**") operated as manufacturers and distributors of consumer electronic products. On July 1, 2019, Nationwide, Nationwide Distribution, Nishi Capital and 947 were amalgamated.
3. In March 2020, the Debtor began an orderly wind down of its operations, laying off its employees and completing a gradual liquidation of its assets as described in the Affidavit of Edward Nishi sworn July 29, 2021 (the "**Nishi Affidavit**"), served and filed with the Court in support of the Debtor's motion for the relief set out herein.

4. All capitalized terms used in this Report but not otherwise defined shall have the meaning ascribed to such terms in the Nishi Affidavit.
5. This first report (the "**Report**") of the Proposal Trustee is made in connection with the motion of the Debtor to seek, among other things, to:
 - i. abridge the time for service of the Notice of Motion, validate the manner of service, and declare that the motion is properly returnable before the Court; and
 - ii. extend the time for filing a proposal and extend the stay of proceedings granted upon the filing of the NOI, for a period of 45-days to, and including, September 13, 2021.

DISCLAIMER

6. In preparing this Report, the Proposal Trustee has relied upon certain unaudited, draft and/or internal financial information, the Company's books and records, discussions with the management of the Company ("**Management**") and information from other third-party sources (collectively, the "**Information**"). Except as described in this Report:
 - i. the Proposal Trustee has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the Canadian Institute of Chartered Accountants Handbook and, accordingly, the Proposal Trustee expresses no opinion or other form of assurance in respect of the Information;
 - ii. some of the information referred to in this Report consists of forecasts and projections. An examination or review of the financial forecast and projections, as outlined in the Canadian Institute of Chartered Accountants handbook, has not been performed; and

- iii. the Proposal Trustee has prepared this Report in its capacity as a Court appointed officer and has made a copy of this Report available on the Proposal Trustee's website at www.dodick.ca for purposes of the Company's motion to seek an extension of time to file a proposal. Parties using this Report, other than for the purpose of the motion, are cautioned that it may not be appropriate for their purposes.
7. Future oriented financial information referred to in this Report was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
8. Unless otherwise stated, all monetary amounts contained herein are in Canadian dollars.

EXTENSION OF STAY OF PROCEEDINGS

9. Nationwide is an amalgamation of four legal entities which took place on July 1, 2019. To date, Nationwide's accounting firm has not prepared the post-amalgamation consolidated financial statements ("**Financial Statements**").
10. The Proposal Trustee was advised by Management that the Financial Statements would be available for its review prior to the end of the initial NOI period, however, the accounting firm has now advised that it requires additional information and time to complete the Financial Statements.
11. The Proposal Trustee is required to review the Financial Statements in order to be in a position to evaluate a proposal being offered to the Debtor's creditors as compared to what would be available to creditors in a bankruptcy. The accounting firm has advised that once it receives certain additional information from Management it will be able to complete the Financial Statements within two to three weeks. Management advised the Proposal Trustee that it expects to be able to provide the missing information to the accounting firm by early August 2021.

12. Accordingly, the Debtor is seeking an extension of the time for the filing of a proposal up to and including September 13, 2021, for a total of 45 days.
13. The stay extension is required to provide the Debtor's accounting firm with sufficient time to prepare the Financial Statements and to provide the Debtor with the necessary time to formulate its proposal to its creditors.
14. The Proposal Trustee is of the view that the Debtor is acting in good faith and with due diligence in formulating and implementing a restructuring plan that would preserve its assets for the benefit of its stakeholders. Without the extension, the Debtor is not in a position to make a viable proposal to its creditors and will become bankrupt to the detriment of its stakeholders. In contrast, no creditor will be materially prejudiced if the extension applied for is granted. If the extension applied for is granted, the Debtor would likely be able to make a viable proposal to its creditors.

OVERVIEW OF THE DEBTOR'S WEEKLY CASH FLOW FORECAST

15. The Debtor, with the assistance of the Proposal Trustee, has prepared a thirteen-week cash flow forecast for the period of June 25, 2021 to September 24, 2021 ("**Cash Flow Forecast**"). A copy of the Cash Flow Forecast is attached hereto as **Appendix "B"** to this Report. The Cash Flow Forecast has been prepared by Management of the Debtor for the purpose of this motion, using probable and hypothetical assumptions set out in notes 1 to 5 attached to the Cash Flow Forecast. The Cash Flow Forecast reflects receipts and disbursements to be received or paid over the thirteen-week forecast period in Canadian dollars. As the business is no longer operating, its cash flow is nominal.
16. The Proposal Trustee's review of the Cash Flow Forecast consisted of inquiries, analytical procedures and discussion related to information supplied to the Proposal Trustee by certain of the Management and employees of the Debtor. Since hypothetical assumptions need not be supported, the Proposal Trustee's procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow Forecast. The Proposal Trustee

has also reviewed the support provided by Management of the Debtor for the probable assumptions, and the preparation and presentation of the Cash Flow Forecast.

17. Based on the Proposal Trustee's review, nothing has come to its attention to cause it to believe that, in all material respects:
 - i. the hypothetical assumptions are not consistent with the purpose of the Cash Flow Forecast;
 - ii. as at the date of this Report, the probable assumptions developed by Management are not suitably supported and consistent with the plans of the Debtor or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions; or
 - iii. the Cash Flow Forecast does not reflect the probable and hypothetical Assumptions.
18. As described in the Disclaimer above, since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented, even if the hypothetical assumptions occur, and the variations may be material. Accordingly, the Proposal Trustee expresses no assurance as to whether the Cash Flow Forecast will be achieved. In addition, the Proposal Trustee expresses no opinion or other form of assurance with respect to the accuracy of financial information presented in the Cash Flow Forecast.
19. The Cash Flow Forecast has been prepared solely for the purpose described above, and readers are cautioned that it may not be appropriate for other purposes.

CONCLUSION AND RECOMMENDATION

20. The Proposal Trustee is of the view that the granting of the stay extension will provide, the Debtor's accounting firm with sufficient time to prepare the Financial Statements and, the Debtor with sufficient time to formulate its proposal.

21. Based on the foregoing, the Proposal Trustee respectfully recommends that the Court make an order granting the relief being requested by the Debtor pursuant to the BIA.

All of which is respectfully submitted this 29th day of July 2021.

DODICK LANDAU INC.

Trustee re the Proposal of Nationwide Manufacturing Limited and not in its personal capacity.

Per:

A handwritten signature in black ink, appearing to read 'R. Dodick', is written over a horizontal line.

Rahn Dodick, CA, CPA, CIRP, LIT
President

APPENDIX “A”



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2749204
Estate No. 31-2749204

In the Matter of the Notice of Intention to make a proposal of:

Nationwide Manufacturing Limited

Insolvent Person

DODICK LANDAU INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 30, 2021

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

E-File/Dépôt Electronique

Date: June 30, 2021, 15:04

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902


Canada

APPENDIX “B”

Nationwide Manufacturing Limited
Weekly Cash Flow Forecast
For the period from June 25, 2021 to September 24, 2021

| Week Ending | Notes | 1 2-Jul-21 | 2 9-Jul-21 | 3 16-Jul-21 | 4 23-Jul-21 | 5 30-Jul-21 | 6 6-Aug-21 | 7 13-Aug-21 | 8 20-Aug-21 | 9 27-Aug-21 | 10 3-Sep-21 | 11 10-Sep-21 | 12 17-Sep-21 | 13 24-Sep-21 | TOTAL |
|-----------------------------|-------|---------------|---------------|----------------|----------------|----------------|---------------|----------------|----------------|----------------|----------------|-----------------|-----------------|-----------------|---------|
| Receipts | 2 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Disbursements | | | | | | | | | | | | | | | |
| C&A Expenses | 3 | 350 | - | - | - | - | 350 | - | - | - | 350 | - | - | - | 1,050 |
| Professional Fees | 4 | - | - | - | - | 4,250 | - | - | - | - | 4,250 | - | - | - | 8,500 |
| Total Disbursements | | 350 | - | - | - | 4,250 | 350 | - | - | - | 4,600 | - | - | - | 9,550 |
| Net Cash Flow | | (350) | - | - | - | (4,250) | (350) | - | - | - | (4,600) | - | - | - | (9,550) |
| Bank Balance | | | | | | | | | | | | | | | |
| Opening Bank Balance | 5 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Add: Net Cash Flow | | (350) | - | - | - | (4,250) | (350) | - | - | - | (4,600) | - | - | - | (9,550) |
| Add: Shareholder Loan | 6 | 350 | - | - | - | 4,250 | 350 | - | - | - | 4,600 | - | - | - | 9,550 |
| Closing Bank Balance | | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

This statement of forecast cash flow of Nationwide Manufacturing Limited is prepared in accordance with section 50.4 (2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the accompanying notes.

Dodick Landau Inc.
 Per: 
 Rahn Dodick, CPA, CA, CTRP, LIT

Per: _____
 Nationwide Manufacturing Limited
 President
 Edward Nishi Jr.

Nationwide Manufacturing Limited
Weekly Cash Flow Forecast

For the period from June 25, 2021 to September 24, 2021

| Week Ending | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | 22 | 23 | 24 | TOTAL | |
|-----------------------|---|---|---|---|---|---|---|---|---|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|-------|--|
| Receipts | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Disbursements | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Costs/Expenses | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Professional Fees | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total Disbursements | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Net Cash Flow | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bank Balance | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Opening Bank Balance | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Add: Net Cash Flow | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Add: Shareholder Loan | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Closing Bank Balance | | | | | | | | | | | | | | | | | | | | | | | | | | |

This statement of forecast cash flow of Nationwide Manufacturing Limited is prepared in accordance with section 90.1 (2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the accompanying notes.

Debbie Landee Inc.

Per: 
Robin Dodder, CMA, CA, CFP, CIT



Michael Allen, Corporate Director
President
Edward M. Smith & Co.

Duplicate with Debtor signature.
Page 1 of 2

Nationwide Manufacturing Limited (“Nationwide” or the “Company”)
Major Assumptions
Cash Flow Forecast
For the Period June 25, 2021 to September 24, 2021 (the “Period”)

1. Nationwide's financial projections have been prepared for the purpose of meeting the requirements of the Bankruptcy and Insolvency Act. The Projection is based on the hypotheses that the Company's shareholders, who are also secured creditors, will be preparing a liquidating proposal to its creditors.

Receipts:

2. Nationwide was one of the largest suppliers and distributors of loyalty and incentive products in Canada providing a wide variety of premium name-brand products. In March 2020, the Company began an orderly wind down its operations, laying off its employees and completing a gradual liquidation of its assets. As the business is now dormant there are no operational receipts forecast to be received in the Period.

Disbursements:

3. General administrative costs include interest and monthly account fees payable to its bank.
4. Professional fees include fees for the Company's legal counsel for the Period. The Proposal Trustee received a retainer prior to the filing of the notice of intention to make a proposal which is expected to be sufficient to cover its costs in the Period.
5. The opening cash balance as of June 25, 2021 is NIL.

TAB 4

Court No. 31-2749204
Estate No. 31-2749204

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE PROPOSAL OF
NATIONWIDE MANUFACTURING LIMITED,
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

MASTER JEAN

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)
)

FRIDAY, THE 30

DAY OF JULY, 2021

ORDER

THIS MOTION, made by the Debtor, Nationwide Manufacturing Limited (“**Nationwide**”), for an order pursuant to section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, for an extension of the time to file its proposal was heard this day by videoconference due to the COVID-19 pandemic.

ON READING the Notice of Motion, the Affidavit of Edward Nishi sworn July 29, 2021, and the First Report of the Proposal Trustee dated July 29, 2021, all filed, and on hearing the submissions of the lawyers for Nationwide and Dodick Landau Inc. in its capacity as Proposal Trustee, no one else appearing though properly served,

1. **THIS COURT ORDERS** that the time for service and filing of the within motion is abridged and service of the motion is validated such that this motion is properly returnable today.

 2. **THIS COURT ORDERS** that the time for the filing of the proposal of Nationwide is extended for a period of 45 days to September 13, 2021.
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IN THE MATTER OF THE PROPOSAL OF NATIONWIDE MANUFACTURING LIMITED, OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No.: 31-2749204
Estate File No.: 31-2749204

ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)

Proceeding Commenced at TORONTO

ORDER

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Lawyers for the Proposal Trustee

IN THE MATTER OF THE PROPOSAL OF NATIONWIDE MANUFACTURING LIMITED, OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No.: 31-2749204
Estate File No.: 31-2749204

ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)

Proceeding commenced at TORONTO

MOTION RECORD

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