Court File No. 33-3015853 Estate File No. 33-3015853

# ONTARIO SUPERIOR COURT OF JUSTICE

# IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

# AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

# MOTION RECORD OF THE DEBTOR (Returnable December 6, 2023)

December 4, 2023

#### RECONSTRUCT LLP

Royal Bank Plaza, South Tower 200 Bay Street Suite 2305, P.O. Box 120 Toronto, ON M5J 2J3

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Lawyers for Relogix Inc.

#### TO: THE SERVICE LIST

Court File No. 33-3015853 Estate File No. 33-3015853

## ONTARIO SUPERIOR COURT OF JUSTICE

# IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

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#### SERVICE LIST

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Lawyers for Relogix Inc.

#### DODICK LANDAU

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Rahn Dodick

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**The Proposal Trustee** 

#### **FASKEN MARTINEAU DUMOULIN LLP**

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Court File No. 33-3015853 Estate File No. 33-3015853

# ONTARIO SUPERIOR COURT OF JUSTICE

# IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

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# **TAB 1**

Court File No. 33-3015853

Estate No. 33-3015853

# ONTARIO SUPERIOR COURT OF JUSTICE

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

#### **NOTICE OF MOTION**

(RE: Interim Financing)

Relogix Inc. (the "Company") will make a motion to a Judge presiding over the Ontario Superior Court of Justice (Bankruptcy) at 161 Elgin Street, Ottawa (the "Court") on December 6, 2023 at a time to be provided by the Court, or as soon after that time as the motion can be heard by judicial teleconference via Zoom at Ottawa, Ontario.

**PROPOSED METHOD OF HEARING**: The motion is to be heard:

□in writing under subrule 37.12.1 (1) because it is on consent, unopposed or made
without notice;
□in writing as an opposed motion under subrule 37.12.1 (4);
□In person;
□By telephone conference;
⊠By video conference.

At the following location:

Video conference details to follow

- 2 - 9

#### THE MOTION IS FOR:

- 1. An Order in the form attached as Tab 3 of the Company's Motion Record that, among other things:
  - a) abridges the notice periods and service requirements pursuant to section 6 of the Bankruptcy and Insolvency General Rules;
  - b) approves an Interim Credit Facility Term Sheet (the "DIP Agreement") executed by the Company on December 4, 2023 with Andrew Millar (the "DIP Lender") pursuant to which the DIP Lender has agreed to advance to the Company a total amount of up to \$100,000 (the "DIP Facility"); and
  - c) grants a "**DIP Lender's Charge**" (in the maximum amount of \$50,000) against the assets, property, and undertakings of the Company (the "**Property**"), as security for the Company's obligations under the DIP Agreement, which charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise in favour of any person; and
- 2. Such further and other relief as this Honourable Court deems just.

#### THE GROUNDS FOR THIS MOTION ARE:

#### **Background**

3. The Company is in the business of using state-of-the-art technology to provide companies with office workplace optimization analytics and insights (the

- 3 - 10

"Business"). The Business helps its customers prepare and execute scalable, flexible and cost-effective real estate strategies for their enterprises.

- 4. Since approximately mid-2022, the Company began experiencing significant cash flow pressures due to the lingering effects that COVID-19 had in the corporate real estate market and the slower than anticipated return to corporate offices by its customers.
- 5. On November 29, 2023, given the mounting cash flow pressures and the completion of the Sale Process (as defined below), the Company filed a Notice of Intention to Make a Proposal ("NOI") under the BIA. Dodick Landau Inc. was appointed as Proposal Trustee under the NOI (in such capacity, the "Proposal Trustee").
- 6. The purpose of this NOI proceeding is primarily to effect a transaction with a potential asset purchaser, subject to Court approval of the transaction, and to make a proposal to creditors.

#### **Prior Marketing Efforts**

7. The Company has taken extensive marketing steps in an attempt to find a buyer or investor. In particular, in and around mid-June 2023, the Company retained an investment bank, Proptech Bankers, to perform a comprehensive marketing process with the purpose of widely canvassing the market for a possible sale or investment transaction that would address the Company's cash flow pressures (the "Sale Process").

- 4 - 11

8. The Sale Process was conducted over approximately five months and concluded in mid-November 2023. The Sale Process ultimately culminated in two offers for the Business: one involving a purchase of assets, and the other involving the purchase of the Business (and all related assets) on a going-concern basis.

9. Upon review of the two offers, the Board of Directors of the Company has determined that the offer that involves a going-concern sale of the Business (the "Potential Transaction") is the offer that is in the best interests of the Company and its stakeholders. Accordingly, the Board of Directors is working diligently with its counsel, and with the oversite of the Proposal Trustee, to finalize the documentation necessary for the Potential Transaction including the Asset Purchase Agreement ("APA"), subject to Court approval, which will be sought upon execution of the APA with the potential purchaser.

#### Interim Financing and DIP Lender's Charge

- 10. The Company intends to appear before this Court on December 18, 2023 to, among other things, seek approval of the APA and the Potential Transaction, and to extend the time for the Company to file a proposal in accordance with s. 50.4(9) of the BIA.
- 11. However, in the interim, the Company needs urgent interim financing to allow it to continue operating in the normal course until December 18, 2023. As demonstrated by the cash flow forecast prepared by the Company with the assistance of the Proposal Trustee, the Company needs urgent financing of approximately \$50,000 to fund the payroll of its employees on December 12, 2023.

<sup>-5-</sup>

12. Without interim financing, the Company will be unable to continue operating as a going concern and will need to cease operations.

- 13. The Company has canvassed its options for interim financing, including from potential purchasers, but it has not been able to obtain financing from a party other than the DIP Lender within the time necessary to avoid ceasing operations.
- 14. On December 4, 2023, the DIP Lender executed the DIP Agreement agreeing to provide interim financing to the Company in an amount up to \$100,000 in principal to pay the Company's expenses during the NOI proceeding.
- 15. The DIP Agreement contemplates an annual interest rate of 5 percent per annum and no other fee or penalty. Advances under the DIP Facility are conditional upon Court approval of the DIP Agreement and the granting of a priority charge against all of the Company's Property to secure advances.
- 16. The only date this Court is available before the Company's payroll obligations are due on December 12, 2023 is December 6, 2023. Accordingly, the Company is only seeking a DIP Lender's Charge up to the maximum principal amount of \$50,000, which corresponds to the funds that are necessary for the Company to meet its obligations for the brief period until it returns to Court on December 18, 2023. An expansion of the charge to secure additional advances may be sought at a future date, if necessary.

<sup>-6</sup>-

#### **Further Grounds**

- 17. The Company also seeks to abridge the time requirements for bringing this motion, pursuant to section 6 of the *Bankruptcy and Insolvency General Rules*.
- 18. The Company shall rely upon the following legislation, rules or points of law in respect of the motion:
  - a) Rules 1.04(1), 2.01(1), 3.02 and 37 of the *Rules of Civil Procedure*, RSO 1990, Reg 194;
  - b) Bankruptcy and Insolvency General Rules (Can Reg. 368), ss. 6;
  - c) the BIA including section 50.6; and
  - d) the inherent jurisdiction of this Court.
- 19. Such further and other grounds as counsel may advise and this Honourable Court may permit.

# THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED ON THE HEARING OF THE MOTION:

- 20. The Affidavit of Andrew Millar, sworn December 4, 2023;
- 21. The First Report of the Proposal Trustee; and
- 22. Such further and other evidence as counsel may advise and this Honourable Court may permit.

- 7 -

#### **December 4, 2023**

#### **RECONSTRUCT LLP**

Royal Bank Plaza, South Tower 200 Bay Street Suite 2305, P.O. Box 120 Toronto, ON M5J 2J3

**Sharon Kour** LSO No. 58328D skour@reconllp.com Tel: 416.613.8283

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Lawyers for Relogix Inc.

TO: THE SERVICE LIST

Court File No. 33-3015853 Estate File No. 33-3015853

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY
OF OTTAWA IN THE PROVINCE OF ONTARIO
Applicant

# ONTARIO SUPERIOR COURT OF JUSTICE

Proceedings commenced at Ottawa

# NOTICE OF MOTION

# RECONSTRUCT LLP

Royal Bank Plaza, South Tower 200 Bay Street Suite 2305, P.O. Box 120 Toronto, ON M5J 2J3

Sharon Kour LSO No. 58328D

skour@reconllp.com Tel: 416.613.8283 **Jessica Wuthmann** LSO No. 72442W jwuthmann@reconllp.com

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Lawyers for Relogix Inc.

# **TAB 2**

Court File No. 33-3015853

Estate No. 33-3015853

ONTARIO
SUPERIOR COURT OF JUSTICE

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

AFFIDAVIT OF ANDREW MILLAR (Sworn December 4, 2023)

I, ANDREW MILLAR, of the Village of Dunrobin, in the province of Ontario, MAKE OATH AND

SAY:

1. I am the Founder and CEO of Relogix Inc. (the "Company" or "Relogix"), the Company

in this proceeding pursuant to the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as

amended (the "BIA"). Accordingly, I have personal knowledge of the matters set out below unless

otherwise stated to be based on information and belief. Where I have relied on information from

others, I state the source of such information and verily believe it to be true.

I. OVERVIEW

2. On November 29, 2023, Relogix filed a Notice of Intention to Make a Proposal ("NOI")

under the BIA. Dodick Landau Inc. was appointed as Proposal Trustee under the NOI (in such

capacity, the "Proposal Trustee"). Attached hereto and marked as Exhibit "A" is a true copy of

the Certificate of Filing of a Notice of Intention to Make a Proposal that was filed commencing the

NOI proceedings.

- 3. The Company is seeking an urgent order that, among other things:
  - a) abridges the time to serve these motion materials so that this motion is properly returnable on December 6, 2023;
  - b) approves an Interim Credit Facility Term Sheet (the "**DIP Agreement**") executed by Relogix on December 4, 2023 with Andrew Millar (the "**DIP Lender**") pursuant to which the DIP Lender has agreed to advance to Relogix a maximum principal amount of up to \$100,000 (the "**DIP Facility**"); and
  - c) grants a "**DIP Lender's Charge**" (in the maximum amount of \$50,000) against the assets, property, and undertaking of Relogix (the "**Property**") as security for Relogix's obligations under the DIP Agreement, which charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise, in favour of any person.

#### II. BACKGROUND

- 4. Relogix is in the business of using state-of-the-art technology to provide companies with office workplace optimization analytics and insights (the "Business"). The Business helps its customers prepare and execute scalable, flexible and cost-effective real estate strategies for their enterprises.
- 5. I founded the Business in 2016 and have operated the Business continuously since then.
- 6. Relogix employs 18 non-union employees.
- 7. Since approximately mid-2022, Relogix began experiencing significant cash flow pressures due to the lingering effects that COVID-19 had in the corporate real estate market and the slower than anticipated return to corporate offices by its customers.

- 8. On November 29, 2023, given the mounting cash flow pressures and the completion of the Sale Process (as defined below), the Company filed the NOI.
- 9. The purpose of this NOI proceeding is primarily to effect a transaction with a potential asset purchaser, subject to Court approval of the transaction, and to make a proposal to creditors.
- 10. The Company has taken extensive marketing steps in an attempt to find a buyer or investor. In and around mid-June 2023, in an attempt to address its cash flow pressures, the Company retained an investment bank, Proptech Bankers ("**Proptech**"), to perform a comprehensive marketing process with the purpose of widely canvassing the market for a possible sale or investment transaction that would address the Company's cash flow pressures(the "**Sale Process**"). Proptech Bankers is a specialized investment bank with extensive experience executing marketing processes for technology companies and early-stage technology start-ups.
- 11. The Sale Process was conducted over approximately five months and concluded in mid-November 2023. As part of the sale process, Proptech solicited a wide array of interest in the Business from both strategic and financial investors. The Sale Process ultimately culminated in two offers for the Business: one involving a purchase of assets, and the other involving the purchase of the Business (and all related assets) on a going-concern basis.
- 12. Upon review of the two offers, the Board of Directors of the Company has determined that the offer that involves a going-concern sale of the Business (the "Potential Transaction") is the offer that is in the best interests of the Company and its stakeholders. Accordingly, the Board of Directors is working diligently with its counsel, and with the oversite of the Proposal Trustee, to finalize the documentation necessary for the Potential Sale including the Asset Purchase Agreement ("APA"), subject to Court approval, which will be sought upon execution of the APA with the potential purchaser.

13. I believe that continuing the Business as a going concern is the only way to ensure that the Potential Transaction closes and sale proceeds are received for the benefit of creditors and stakeholders. A going concern sale is preferable to a liquidation to preserve value for creditors and stakeholders generally, preserve the value of the company's contracts, and to maintain employment for the majority of its employees.

#### III. NEED FOR URGENT INTERIM FINANCING

- 14. The Company intends to appear before this Court on December 18, 2023 to, among other things, seek approval of the APA and the Potential Transaction, and to extend the time for the Company to file a proposal in accordance with s. 50.4(9) of the BIA.
- 15. However, in the interim, the Company is in urgent need of interim financing to allow it to continue operating in the normal course until December 18, 2023, including to pay its post-filing payroll and other obligations.
- 16. As demonstrated by the cash flow forecast ("Cash Flow Forecast") prepared by the Company with the assistance of the Proposal Trustee, which Cash Flow Forecast will be attached to the First Report of the Proposal Trustee (to be filed), the Company needs urgent financing of approximately \$50,000 to fund the payroll of its employees on December 12, 2023.
- 17. Without interim financing, the Company will be unable to continue operating as a going concern and will need to cease operations. The Company has canvassed its options for interim financing, including from potential purchasers, but it has not been able to obtain financing within the time necessary to avoid ceasing operations.
- 18. Accordingly, I have agreed to extend financing to the Company to allow it to continue operating and to maximize the odds that the Company's marketing efforts will culminate in the Potential Transaction, which would benefit creditors and stakeholders.

- 19. On December 4, 2023, I executed the DIP Agreement to provide interim financing to Relogix in an amount up to \$100,000 in principal to pay Relogix's expenses during the NOI proceeding. A true copy of the DIP Agreement is attached hereto and marked as **Exhibit "B".**
- 20. The DIP Agreement contemplates an annual interest rate of 5 percent per annum and no other fee or penalty.
- 21. Advances under the DIP Facility are conditional upon Court approval of the DIP Agreement and the granting of a priority charge to secure advances. The amount sought to be secured on December 6, 2023 is limited to the maximum principal amount of \$50,000, secured against all of the Company's assets, property and undertaking, ranking in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise. An expansion of the charge to secure additional advances may be sought at a future date, if necessary.
- 22. The funding of \$50,000 under the DIP Agreement, as secured by the DIP Lender's Charge, is reasonable and necessary to allow Relogix to meet its obligations for the brief period until it returns to Court on December 18, 2023 and is supported by the Cash Flow Forecast prepared with the assistance of the Proposal Trustee.

#### IV. SERVICE OF SECURED CREDITORS

- 23. I am advised by my counsel that the December 6, 2023 court date was the only date available before the Ottawa Bankruptcy Court before the Company required funding to meet post-filing payroll obligations due on December 12, 2023. The Court's next available motion date was December 18, 2023.
- 24. In order to appear before the Court on December 6, 2023, the Company will be serving its materials on the service list and secured creditors less than 5 days before the hearing. The

Company's only known secured creditors are listed in the *Personal Property Security Act* Search results, which are attached hereto and marked as **Exhibit "C"**.

- 25. In acknowledgement of the short service due to motion scheduling constraints, the Company has limited the relief requested to only what is reasonably necessary to continue operations until the return date on December 18, 2023. The Company seeks approval of only \$50,000 of interim financing, which is necessary to pay amounts due between December 6, 2023 and December 18, 2023.
- 26. A further motion has been scheduled on December 18, 2023, at which time further relief may be sought, including approval of the Potential Transaction, and expansion of the DIP Facility (if needed).
- 27. Given the minimal relief being sought, and the prospect of concluding the Potential Transaction for the benefit of creditors and stakeholders if the Company remains as a going concern, I believe that no party will suffer any prejudice from the short service of the motion materials.
- 28. I swear this affidavit in support of Relogix's motion for the relief requested and for no other or improper purpose.

**SWORN REMOTELY** by Andrew Millar stated as being located in the Village of Dunrobin in the Province of Ontario before me at the City of Mississauga, in the Province of Ontario, this 4<sup>th</sup> day of December 2023, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Jessica Withmann



# THIS IS EXHIBIT "A" REFERRED TO IN THE AFFIDAVIT OF ANDREW MILLAR SWORN REMOTELY BEFORE ME IN THE CITY OF MISSISSAUGA, ON THIS 4<sup>TH</sup> DAY OF DECEMBER, 2023.

Jessica Withman

Commissioner for Taking Affidavits Jessica Wuthmann LSO# 72442WS



#### Industry Canada

### Office of the Superintendent of Bankruptcy Canada

# Industrie Canada Bureau du surintendant

des faillites Canada

District of Ontario
Division No. 12 - Ottawa
Court No. 33-3015853
Estate No. 33-3015853

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

#### Relogix Inc.

Insolvent Person

#### DODICK LANDAU INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

November 29, 2023

## 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 aforenamed 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 aforenamed insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: November 29, 2023, 15:52

E-File/Dépôt Electronique

Official Receiver

Place Bell Canada, 160 Elgin Street, 11th Floor, Suite B-100, Ottawa, Ontario, Canada, K2P2P7, (877)376-9902



# THIS IS EXHIBIT "B" REFERRED TO IN THE AFFIDAVIT OF ANDREW MILLAR SWORN REMOTELY BEFORE ME IN THE CITY OF MISSISSAUGA, ON THIS 4<sup>TH</sup> DAY OF DECEMBER, 2023.

Jessica Withmann

Commissioner for Taking Affidavits Jessica Wuthmann LSO# 72442WS

#### INTERIM CREDIT FACILITY TERM SHEET

**WHEREAS** on November 29, 2023, Relogix Inc. filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* (the "**NOI Proceedings**") and to appoint Dodick Landau Inc. as proposal trustee of the Borrower (in such capacity, the "**Proposal Trustee**"), and to seek an Order approving this Term Sheet and granting the DIP Charge (as defined herein);

**AND WHEREAS** the Borrower has requested that the DIP Lender (as defined below) provide interim financing to fund certain cash requirements of the Borrower during the pendency of the NOI Proceedings;

**AND WHEREAS** the DIP Lender is willing to provide the DIP Loan herein to the Borrower in accordance with the terms and conditions set out in this Term Sheet;

**NOW THEREFORE** in consideration of the mutual covenants, terms and conditions set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

**Borrower:** Relogix Inc. (the "**Borrower**").

**Lender:** Andrew Millar (the "**DIP Lender**").

**Effective Date**: December 4, 2023.

**Type of DIP Loan:** A super-priority, debtor-in-possession interim, non-revolving

credit facility up to a maximum principal amount of \$100,000

(the "DIP Loan").

Currency: Except as otherwise expressly provided herein, all dollar

amounts herein are in Canadian Dollars. All payments made hereunder shall be made in the currency in respect of which

the obligation requiring such payment arose.

**Availability:** Subject to the fulfillment of the applicable conditions

precedent to the availability of the DIP Loan set out herein (including, without limitation, the Court's approval of the DIP Charge as defined below); and the Borrower's adherence to the Form 30 – Report of Consolidated Cash-Flow Statement by the Person Making the Proposal as filed pursuant to s. 50.4(2) of the *Bankruptcy and Insolvency Act* (the "Approved Cash Flows") being satisfactory to each of the Proposal Trustee and the DIP Lender; and provided that no Event of Default (as defined below) has occurred and is then continuing, then the DIP Loan shall be advanced by the DIP

Lender.

Advances: Advances under the DIP Loan (collectively "Advances" and

individually an "Advance") shall be deposited into the Deposit Account and utilized by the Borrower in accordance with the terms hereof. "Deposit Account" means the

account(s) maintained by the Borrower to which payments and transfers under this Term Sheet are to be deposited, which are specified in writing by the Borrower to the DIP Lender or such other account or accounts as the Borrower may from time to time designate by written notice to the DIP Lender.

**Purpose, Use of Proceeds:** 

The proceeds of the DIP Loan will be used to fund cash flow requirements of the Borrower on a going concern basis provided that the same is, unless approved by the DIP Lender and the Proposal Trustee, (i) in accordance with the Approved Cash Flows, and (ii) not on account of a liability that existed as of the date of the filing of the NOI by the Borrower.

**Court Officer:** 

The Proposal Trustee shall be Dodick Landau Inc. The Proposal Trustee shall be authorized to have direct discussions with the DIP Lender, and the DIP Lender shall be entitled to receive information from the Proposal Trustee as may be requested by the DIP Lender from time to time.

**Termination Date:** 

The maturity of the DIP Loan (the "**Termination Date**") shall be the earliest of:

- (a) Six (6) months following the initial Advance hereunder or such other date agreed to by the DIP Lender in its sole discretion;
- (b) the effective date of any merger, amalgamation, consolidation, arrangement, reorganization, recapitalization, sale or any other transaction affecting all or a material part of its assets or operations or resulting in the change of ownership or control of the Borrower confirmed by the Court and satisfactory to the DIP Lender (any of the foregoing being a "Transaction");
- (c) the date on which the stay of proceedings provided for in the NOI Proceedings is dismissed or terminated or the date on which either of the Borrower becomes bankrupt or the stay is lifted to allow a filing of bankruptcy petition under the Bankruptcy and Insolvency Act, receivership or similar insolvency proceeding is not otherwise stayed; and
- (d) the date of the acceleration of the DIP Loan and the termination of the commitment with respect to the

DIP Loan as a result of an Event of Default hereunder (as defined herein).

All outstanding amounts under the DIP Loan, together with all interest accrued in respect thereof and all other amounts owing under this Term Sheet shall be payable in full on the Termination Date.

**Interest Rate:** 

All amounts outstanding under the DIP Loan will bear interest at a rate of 5% per annum, on the daily balance outstanding under the DIP Loan.

Interest accrues and shall be due and payable on the Termination Date without further notice, protest, demand or other act on the part of the DIP Lender.

No other fee or penalty shall be charged on the DIP Loan.

Repayment:

Unless otherwise repaid as contemplated herein, the DIP Loan shall be due, owing, payable and repaid on the Termination Date without further notice, protest, demand or other act on the part of the DIP Lender.

**Mandatory Prepayments:** 

Unless otherwise consented to by the DIP Lender in its sole discretion, the DIP Loan shall be repaid in full from the net proceeds of any Transaction involving the Borrower.

Representations and Warranties: The Borrower represents and warrants to the DIP Lender as of the date hereof, and as of the date of each advance under the DIP Loan that:

- (a) the Borrower is duly organized, validly existing and in good standing under the laws of the jurisdiction of its organization, has all requisite power to carry on business as now and formerly conducted and, except where the failure to do so, individually or in the aggregate, could not reasonably be expected to constitute a material adverse effect, is qualified to do business in, and is in good standing in, every jurisdiction where such qualification in required;
- (b) the execution, delivery and performance, as applicable, of this Term Sheet has been duly authorized by all actions, if any, required on the part and by the Borrower's directors, and constitutes a legal, valid and binding obligation of the Borrower enforceable against it in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, arrangement, winding-up, moratorium and other similar laws of general

- application that limit the enforcement of creditors' rights generally and to general equitable principles;
- (c) the Approved Cash flows represent the Borrower's best estimate as at each applicable date of the likely results of the operations of the Borrower during the period applicable hereto and, to the Borrower's knowledge, such results are achievable as provided therein; and
- (e) except in respect of periods preceding the date of the filing of the NOI by the Borrower, all employee wages and other amounts owing to employees are up-to-date and there are no amounts owing in respect of wages, termination pay, pension benefit contributions or other benefits except those accruing in the normal course and in accordance with the established practices and arrangements of the Borrower.

Covenants:

The Borrower covenants and agrees that:

- (a) the Borrower shall pay all amounts and satisfy all obligations in respect of the DIP Loan;
- (b) the Borrower shall not make or permit to be made any payment on account of obligations owing as of the date of the filing of the NOI by the Borrower without the prior consent of the Proposal Trustee and the DIP Lender or pursuant to an Order of the Court;
- (c) the Borrower shall not undertake any actions with respect to their respective assets, business operations and/or capital structure which would, in the sole determination of the DIP Lender, have a material adverse effect on the Borrower or the Collateral (as defined below);
- (d) the Borrower shall promptly provide the DIP Lender with any additional financial information reasonable requested by the DIP Lender, to the extent that such information is readily available;
- (e) the Borrower shall not incur any indebtedness, including the giving of guarantees, other than indebtedness specifically contemplated hereby or permitted in writing by the DIP Lender;

- (f) the Borrower shall not incur, create, assume or suffer to exist any lien, charge, security interest or other encumbrance on any Collateral now owned or hereafter acquired other than: (i) those encumbrances existing as of the date of the filing of the NOI by the Borrower or permitted by the DIP Lender in its sole discretion, and (ii) the DIP Charge (defined below);
- (g) the Borrower shall not enter into any other credit facility or loan arrangements that would be secured in priority to or *pari passu* with the DIP Loan;
- (h) without the prior written consent of the DIP Lender, the Borrower shall not: (i) declare or pay any dividends on, or make any other payments or distributions (whether by reduction of capital or otherwise) with respect to any of its respective issued and outstanding share or other equity interests, or (ii) make any loans;
- (i) the Borrower shall not sell any of its assets outside of the ordinary course of business without the prior written consent of the DIP Lender; and
- (j) the Borrower shall update the Approved Cash Flows and provide a copy thereof to the DIP Lender together with a comparison to the prior version for the DIP Lender's approval, it being understood that such updated Approved Cash Flows, if approved, become the Approved Cash Flows for the purposes hereof.

Security:

As continuing security (the "DIP Security") for the prompt payment of all amounts payable by the Borrower to the DIP Lender under this Term Sheet and as continuing security for the due and punctual performance by the Borrower of its existing and future obligations pursuant to this Term Sheet, the Borrower hereby grants, conveys, assigns, transfers, mortgages and charges as and by way of a fixed and specific security interest, to and in favour of the DIP Lender all of its property, assets, rights and undertaking, real and personal, moveable or immovable, tangible and intangible, legal or equitable, of whatsoever nature and kind, whatsoever locate, bother present and future, now or hereinafter owned or acquired (collectively, "Collateral"), including, without limitation, all real and

immovable property (including leasehold lands) now or hereafter owned or acquired by such Borrower.

The DIP Security shall be elevated by way of a Court-ordered super-priority charge (the "DIP Charge") over the Collateral, which shall rank in priority to any security interests, claims, trusts or deemed trusts (statutory or otherwise) without any other formality or requirement, such as without limitation under the *Personal Property Security Act* or registrations in land registration offices or otherwise.

**Events of Default:** 

An "**Event of Default**" shall include, without limitation, the following:

- (a) the Borrower defaults in the payments of any amount due and payable to the DIP Lender (whether of principal, interest or otherwise) pursuant to this Term Sheet;
- (b) any representations and warranties made by the Borrower in this Term Sheet proves to be incorrect as of the date given;
- (c) the Borrower fails or neglects to observe or perform any term, covenant, condition or obligation contained or referred to in this Term Sheet or any other document between the Borrower and the DIP Lender:
- (d) the stay of proceedings provided for by virtue of the NOI Proceedings expires without being extended, the NOI Proceedings are dismissed or terminated or the Borrower becomes subject to a bankruptcy proceeding under the Bankruptcy and Insolvency Act or a receivership or similar insolvency proceeding;
- (e) the entry of an order staying, amending, reversing, vacating or otherwise modifying, in each case without the prior written consent of the DIP Lender, the DIP Loan, the DIP Charge or the DIP Order (as defined below) or any other order granted by the Court in the NOI Proceedings; or
- (f) the Borrower undertakes any actions with respect to its assets, business operations and/or capital structure which would, in the sole determination of

the DIP Lender, have a material adverse effect on the Borrower or the Collateral.

Upon the occurrence of an Event of Default, and in accordance with the notice terms of the DIP Order, all indebtedness of the Borrower to the DIP Lender shall become immediately due and payable and the DIP Lender may take all steps necessary to enforce its security.

The DIP Lender shall also have the right to exercise all other customary remedies, including, without limitation, the right to enforce and realize on all Collateral.

## Conditions Precedent, to Advance of DIP Loan

The conditions precedent for making the DIP Loan available to the Borrower, include, without limitation:

- (a) the representations and warranties made by the Borrower in this Term Sheet being true and correct as of the date given;
- (b) no Event of Default has occurred; and
- (c) issuance of an order by the Court (the "DIP Order"), satisfactory in form and substance to the DIP Lender in its sole discretion, approving the DIP Loan, granting the DIP Charge with the priority contemplated herein and authorizing the payment by the Borrower of all of the fees and expenses in respect of the DIP Loan and of any monies advanced by the DIP Lender to the Borrower on or after the date of the filing of the NOI, unless otherwise agreed to by the DIP Lender in its sole discretion.

In the event that it becomes illegal for the DIP Lender to lend or continue to lend, the DIP Lender will be repaid and/or the DIP Lender's commitment will be cancelled.

All payments of principal, interest and fees will be made free and clear of all present and future taxes, levies, duties or other deductions of any nature whatsoever, levied either now or at any future time.

Laws of the Province of Ontario and the federal laws of Canada applicable in the Province of Ontario. The Borrower agrees to submit to the non-exclusive jurisdiction of the Court.

No amendment or waiver of any provisions of this Term Sheet or consent to any departure by the Borrower from any provision thereof is effective unless it is in writing and signed by the DIP Lender (and in the case of amendments,

Illegality:

Taxation:

**Governing Law, Jurisdiction:** 

Amendments, Waivers, Etc.:

the Borrower). Such amendment, waiver or consent shall be effective only in the specific instance and for the specific purpose for which it is given.

**Notices:** 

Any notice, request, consent, waiver or other communication hereunder to any of the parties shall be in writing and be well and sufficiently given if delivered personally or direct electronic transmission, including email, pdf email or "DocuSign" to such person at its address set out on its signature page hereof. Any such notice, request or other communication hereunder shall be concurrently sent to the Proposal Trustee and its counsel. Any such notice shall be deemed to be given and received when received, unless received after 5:00 Eastern Time or on a day other than a business day, in which case such notice, request, consent, waiver or other communication shall be deemed to be received on the next following business day.

This Term Sheet constitutes the entire agreement between the parties hereto pertaining to the matters therein set forth and supersede and replace any prior understandings or arrangements pertaining to the DIP Loan. There are no warranties, representations or agreements between the parties in connection with such matters except as specifically set forth herein or in this Term Sheet.

Counterparts and Facsimile Signatures:

**Entire Agreement:** 

This Term Sheet may be executed in any number of counterparts, each of which when taken together shall constitute one and the same instrument. Any counterpart of this Term Sheet can be executed and delivered by any manner of direct electronic transmission including without limitation "pdf email" or "DocuSign", each of which shall be deemed to be an original hereof.

[Remainder intentioned left blank; Signature page follows]

**IN WITNESS HEREOF**, the parties hereby execute this Term Sheet as of December 4<sup>th</sup>, 2023.

REL	OGIX	INC.
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By: \_\_\_\_\_

Name: Andrew Millar

Title: CEO

**ANDREW MILLAR in his capacity as DIP LENDER** 

ANDREW MILLAR

# THIS IS EXHIBIT "C" REFERRED TO IN THE AFFIDAVIT OF ANDREW MILLAR SWORN REMOTELY BEFORE ME IN THE CITY OF MISSISSAUGA, ON THIS 4<sup>TH</sup> DAY OF DECEMBER, 2023.

Jessica Withmann

Commissioner for Taking Affidavits Jessica Wuthmann LSO# 72442WS Main Menu New Enquiry Rate Our Service

### **Enquiry Result**

File Currency: 03DEC 2023







Show All Pages

Note: All pages have been returned.

Type of Search	Business Debt	or								
Search Conducted On	RELOGIX INC.									
ile Currency	03DEC 2023									
	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	500393682	1	14	1	33	16NO\	/ 2026			
FORM 1C FINANCING	STATEMENT	/ CLAIM	FOR LIEN							
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	RELOGIX INC.										
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	10 BREWER H	UNT WAY					OTTAWA		ON K2K 2B5		
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname		
Business Debtor	Business De	otor Name	Ontario Corporation Number								
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	Address						City		Province	Postal Code	
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	D + H LIMITE	D PARTNER	RSHIP								

	Address	City	Province	Postal Code
	2 ROBERT SPECK PARKWAY, 15TH FLOOR	MISSISSAUGA	on 46	L4Z 1H8

Type of Search	Business Debt	or								47	
Search Conducted On	RELOGIX INC.									47	
File Currency	03DEC 2023										
	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status		
	735925464	4	14	9	33	24JAN	2028				
FORM 1C FINANCING	STATEMEN	Γ/CLAIM	FOR LIEN								
File Number	Caution Filing	Page of	Total Pages	Motor Vel Schedule		Regist	ration Nur	nber	Registered Under	Registration Period	
735925464		01	002			201801	124 1441 1	530 7251	P PPSA	5	
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname		
ildividual Debtoi	Date of Birtin		i iist Oivei	i ivallie			IIIItiai		Julilaille		
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration	
	RELOGIX INC.										
	Address						City		Province	Postal Code	
	10 BREWER H	UNT WAY					OTTAWA		ON K2K 2B5		
Individual Debtor	Date of Birth		First Given Name Initial								
Business Debtor	Business Debtor Name								Ontario Corporation Number		
	Address						City		Province	Postal Code	
							,				
Secured Party	Secured Party										
	BANQUE ROY	ALE DU CAN	NADA								
	Address						City	_	Province	Postal Code	
	7101 AVENUE	DU PARC -	5E ETAGE				MONTREA	L	QC	H3N 1X9	
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date	
					Х						
									1		
Motor Vehicle	Year	Make				Model			V.I.N.		
Description											
General Collateral	General Colla	ateral Desc	rintion								
	General Colla			ΔRV 19, 20:	18 RET\A	/EEN ΕΔ	STERN ON	TARIO			
	PRIORITY AGE	REEMENT	ATED JANU						OF		
	PRIORITY AGE	REEMENT D	OATED JANU. EVELOPMEN	NT CORPOR	RATION N	NETWOR	RK AND RO	AL BANK	OF		
	PRIORITY AGE	REEMENT D	OATED JANU. EVELOPMEN	NT CORPOR	RATION N	NETWOR	RK AND RO	AL BANK	OF		
Description	PRIORITY AGE	REEMENT D FUTURES D ARDING PP	OATED JANU. EVELOPMEN	NT CORPOR	RATION N	NETWOR	RK AND RO	AL BANK	OF		
Description	PRIORITY AGE COMMUNITY F CANADA REG	REEMENT D FUTURES D ARDING PP Agent	OATED JANU, EVELOPMEN SA REGISTE	NT CORPOR	RATION N .7355895	NETWOR	RK AND RO	AL BANK	OF		
General Collateral Description Registering Agent	PRIORITY AGE COMMUNITY F CANADA REG	REEMENT D FUTURES D ARDING PP Agent	OATED JANU, EVELOPMEN SA REGISTE	NT CORPOR	RATION N .7355895	NETWOR	RK AND RO	AL BANK	Province	Postal Code	

Type of Search	Business Debt	or								48
Search Conducted On	RELOGIX INC.									40
File Currency	03DEC 2023			-						
	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	735925464	4	14	10	33	24JAN	2028			
FORM 1C FINANCING	STATEMEN	T / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	ration Nu	mber	Registered Under	Registration Period
735925464		02	002			201801	124 1441 1	530 7251		
	D ( CD) (I		E: 40:				1 141 1			
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
							0:4		ъ :	D 110 1
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Debtor Name									poration
	Address						City		Province	Postal Code
							- 13			
Secured Party	Secured Part	y / Lien Cla	imant							
	Address						C:L.		Province	Postal Code
	Address						City		Province	Postal Code
			i							
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Voor	Make				Model			V.I.N.	
Description	Year	wake				IMOGE			A 11141	
General Collateral	General Colla	ateral Desc	ription							
Description	RELOGIX INC.									
Registering Agent	Registering A	Agent								
	Address						City		Province	Postal Code

Type of Search Search Conducted On	Business Deb									49	
File Currency	03DEC 2023										
	File Number	Family	of Families	Page		of Pa	ges				
	735925464	4	14	11		33					
FORM 2C FINANCII		STATEM	ENT / CHA		Т						
	Caution Filing	Page of	Total Pages	Motor Vehicle Scl Attached		Regis	tration N	umber		Registere	ed Under
	3	001	1			20230	103 1539	1532 937	'3		
Record Referenced	File Number	r	Page Amended	No Specific Page Amended	Chang	ge Red	quired		Renewal Years	Correct F	eriod
	735925464		7111011404	, mondou	B RE	NEWAI	-		5		
Reference Debtor/	First Given	Name			Initial		Surname	•			
Transferor	First Given	Name			IIIItiai		Surname	,			
	Business De		е								
Other Change	Other Chan	qe									
9		<u> </u>									
Reason / Description	Reason / De	scription									
Debtor/ Transferee	Date of Birth	n	First Giver	n Name			Initial		Surname		
	Business De	ebtor Nam	e 							Ontario Corporat Number	on
	Address						City			Province	Postal Code
Assignor Name	Assignor Na	me									
Secured Party	Secured par	ty, lien cla	imant, assi	gnee							
	Address						City			Province	Postal Code
											0000
Collateral	Consumer	Inventory	Equipment	Accounts	Other	Moto	r Vehicle	Amount	Date of	Maturity	No
Classification	Goods					Inclu	ded		(	or	Fixed Maturity
											Date
Motor Vehicle	Year	Make				Mode	el .			V.I.N.	
Description											
General Collateral	General Col	lateral Des	scription								
Description											
Registering Agent	Registering	Agent or 9	Secured Par	ty/ Lien Claimant							
Agent	D + H LIMITE			cy, Lion Olamiant							

	Address	City	Province	Postal Code
	2 ROBERT SPECK PARKWAY, 15TH FLOOR	MISSISSAUGA	on 50	L4Z 1H8

Type of Search	Business Debt	or								51
Search Conducted On										J 1
File Currency	03DEC 2023			-						
	File Number		of Families	Page	of Pages	Expiry I			Status	
	745003971	5	14	12	33	22OCT	2030			
FORM 1C FINANCIN	G STATEMEN	Γ / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Registr	ation Nur	mber	Registered Under	Registration Period
745003971		001	1			2018102	22 0828 1	590 1300	P PPSA	10
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business De	btor Name							Ontario Cor Number	poration
	RELOGIX INC.									
	Address						City		Province	Postal Code
	10 BREWER H	UNT WAY					KANATA		ON	K2K 2B5
Individual Debtor	Date of Birth		First Giver	Name			Initial		Surname	
marvidual Debtor	Date of Birth		i iist Sivei	i italiic			miciai		Garrianic	
Business Debtor	Business De	iness Debtor Name								poration
	RELOGIX INC.									
	Address					City		Province	Postal Code	
	9 NEELY STRI	EET					DUNROB	IN	ON	K0A 1T0
Secured Party	Secured Part	y / Lien Cla	imant							
	BUSINESS DE	VELOPMEN	T BANK OF (	CANADA						
	Address						City		Province	Postal Code
	700 SILVER S	EVEN ROAD	), SUITE 100				KANATA		ON	K2V 1C3
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		Х	Х	Х	Х	Χ				
Motor Vehicle	Year	Make				Model			V.I.N.	
Description	Tear	Wake				Model			V.I.IV.	
General Collateral	General Colla	ateral Desc	ription							
Description										
Registering Agent	Registering A	Agent								
	KELLY SANTIN	II LLP AG							1	
	Address						City		Province	Postal Code
	160 ELGIN ST	SUITE 240	1				OTTAWA		ON	K2P 2P7

Type of Search Search Conducted On	Business Del									52	
File Currency	03DEC 2023										
	File	Family	of	Page		of Pa	ges				
	Number		Families								
	745003971	5	14	13		33					
FORM 2C FINANCII	NG CHANGE	STATEN	IENT / CHA	NGE STATEMEN	<u>T</u>						
	Caution	Page of	Total	Motor Vehicle Sci	nedule	Regis	stration N	umber		Register	ed Under
	Filing	001	Pages	Attached		20211	1119 1520	2611 098	8		
		001	'			2021	1110 1020	2011 000			
Record Referenced	File Number	r	Page Amended	No Specific Page Amended	Chang	ge Red	quired		Renewal Years	Correct F	eriod
	745003971				B RE	NEWA	L		02		
Reference Debtor/ Transferor	First Given				Initial		Surname	•			
	Business De		е								
	RELOGIX INC	Э.									
Other Change	Other Chan	ge									
Reason / Description	Reason / De	scription									
									_		
Debtor/ Transferee	Date of Birtl	n	First Giver	n Name			Initial		Surname	1	
	Business De	ebtor Nam	e							Ontario Corporat Number	on
	Address						City			Province	Postal Code
											Oode
Assignor Name	Assignor Na	me									
Secured Party	Secured par	ty, lien cla	imant, assi	gnee							
	Address						City			Province	Postal Code
											Oodc
Collateral Classification	Consumer Goods	Inventory	Equipment	t Accounts	Other	Moto Inclu	r Vehicle ded	Amount		Maturity or	No Fixed Maturity Date
Motor Vehicle Description	Year	Make				Mode	el			V.I.N.	
Description											
General Collateral	General Col	latoral Dos	ecription								
Description	General Col	iateral Des	scription								
Registering Agent	Registering	Agent or S	Secured Par	ty/ Lien Claimant							
	BDC (IB-IN 1	01107-04)									

	Address	City	Province	Postal Code
	81 BAY STREET, SUITE 3700	TORONTO	ON 53	M5J 0E7

Type of Search Search Conducted On	Business Del									54	
File Currency	03DEC 2023										
	File	Family	of	Page		of Pa	ges				
	<b>Number</b> 745003971	5	Families	14		33					
FORM 2C FINANCII			1	1	Т	33					
PORWIZE PINANCII	Caution Filing	Page of	Total Pages	Motor Vehicle Sc Attached		Regis	stration N	lumber		Register	ed Under
		001	1			2021	1119 1523	2611 098	9		
Record Referenced	File Number	r	Page Amended	No Specific Page Amended					Renewal Years	Correct F	Period
	745003971				A AM	NDIVIN	<u> </u>				
Reference Debtor/ Transferor	First Given	Name			Initial		Surnam	Э			
	Business D	ebtor Nam	e								
	RELOGIX INC	D.									
Other Change	Other Chan	ge									
Reason / Description	Reason / De	ecrintion									
Neason / Description	TO ADD DEE		RESS								
Debtor/ Transferee	Date of Birt	h	First Giver	n Name			Initial		Surname	!	
	Business D	ebtor Nam	e							Ontario Corporat Number	ion
	RELOGIX INC	D.									
	Address						City			Province	Code
	411 LEGGET	DRIVE, SU	ITE 102				KANATA			ON	K2K 3C9
Assignor Name	Assignor Na	ame									
Secured Party	Secured par	rtv. lien cla	imant. assi	anee							
,		,	, , , , , , , , , , , , , , , , , , , ,	<b>9</b>							
	Address						City			Province	Postal Code
	1										
Collateral Classification	Consumer Goods	Inventory	Equipment	t Accounts	Other	Moto Inclu	r Vehicle ded	Amount		Maturity or	No Fixed Maturity Date
Motor Vehicle	Year	Make				Mode	اد			V.I.N.	
Description	Icai	Wake				WOOde	- I			V.I.IV.	
General Collateral	General Col	llateral Des	scription								
Description											
Registering Agent	Registering	Agent or S	Secured Par	ty/ Lien Claimant							
	BDC (IB-IN 1										

	Address	City	Province	Postal Code
	81 BAY STREET, SUITE 3700	TORONTO	ON 55	M5J 0E7

Type of Search	Business Debt	or								56
Search Conducted On										30
File Currency	03DEC 2023									
	File Number		of Families	Page	of Pages	Expiry			Status	
	768787443	6	14	15	33	23DEC	2025			
FORM 1C FINANCIN	G STATEMEN	Γ / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			ation Nur		Under	Registration Period
768787443		001	004			202012	23 1051 1	862 8050	P PPSA	5
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
marviadai Debioi	Date of Birtin		i iist Oivei	i itallie			IIIItiai		Julilaille	
Business Debtor	Business De	otor Name							Ontario Cor Number	poration
	RELOGIX INC.								001999139	
	Address						City		Province	Postal Code
	411 LEGGET	OR., SUITE	102				KANATA		ON	K2K 3C9
									_	
Individual Debtor	Date of Birth		First Given	n Name			Initial		Surname	
Business Debtor	Business De	ess Debtor Name								poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	y / Lien Cla	imant							
	BDC CAPITAL	INC.								
	Address						City		Province	Postal Code
	5 PLACE VILL	E MARIE, SI	JITE 100				MONTRE	AL	PQ	H3B 5E7
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		Х	X	X	Χ	Х				
	V								VIN	
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral Description	General Colla									
Description	PROCEEDS IN	ICLUDING A	CCOUNTS, I	MONEY, CH	IATTEL P	APER, INT	TANGIBLE	S,		
	GOODS, DOC	UMENTS OF	· IITLE, INST	RUMENTS	s, INVEST	MENT PR	OPERTY,			
Registering Agent	Registering /	Agent								
J	CYBERBAHN	J								
	Address						City		Province	Postal Code
	4610-199 BAY	STREET					TORONT	0	ON	M5L 1E9

Type of Search	Business Debt									57
Search Conducted Or										<u> </u>
File Currency	03DEC 2023	Familia	- 6	D	- 6	F	D-4-		04-4	
	File Number		of Families	Page	of Pages	Expiry			Status	
	768787443	6	14	16	33	23DEC	2025			
FORM 1C FINANCIN	G STATEMEN	T / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regis	tration Nur	nber	Registered Under	Registration Period
768787443		002	004			20201	223 1051 1	862 8050		
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business De	btor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Giver	Namo			Initial		Surname	
mulvidual Debtor	Date of Birtin		First Giver	i Naille			IIIIIIIII		Surname	
Business Debtor	Business De	siness Debtor Name								poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	y / Lien Cla	imant							
	MISTRAL VEN	TURE PART	NERS II LP							
	Address						City		Province	Postal Code
	201 <b>-</b> 854 BANK	STREET					OTTAWA		ON	K1S 3W2
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle led	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Year	Make				Mode			V.I.N.	
Description										
General Collateral	General Colla	ateral Desc	rintion							
Description	SUBSTITUTIO OTHER FORM	NS, CROPS	LICENSES,	TRADE-INS	S, INSURA	ANCE PF	ROCEEDS A	ND ANY		
	OTTLICTORIV	1011100								
Registering Agent	Registering A	Agent								
	Address						City		Province	Postal Code

Business Debt	or								58
RELOGIX INC.									56
03DEC 2023									
File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
768787443	6	14	17	33	23DEC	2025			
STATEMENT	Γ/CLAIM	FOR LIEN							
Caution Filing	Page of	Total Pages			Regist	tration Nur	nber	Registered Under	Registration Period
	003	004			202012	223 1051 1	862 8050		
Date of Birth		First Given	Name			Initial		Surname	
Business Del	otor Name							Ontario Cor Number	poration
A .l .l						0:4		D	Destal Carlo
Address						City		Province	Postal Code
Date of Birth		First Given	Name			Initial		Surname	
Business Del	Business Debtor Name								poration
Address						City		Province	Postal Code
						,			
GROUNDBREA	AK VENTUR	ES LP						1	
Address						-		Province	Postal Code
130 KING STR	EET WEST,	SUITE 710				TORONTO	)	ON	M5X 1E1
Consumer Goods	Inventory	Equipment	Accounts	Other			Amount	Date of Maturity or	No Fixed Maturity Date
V	B# - I-				B	1		VIN	
rear	wake				wodel			V.I.N.	
General Colla	iteral Desc	ription							
Registering A	\gent								
	RELOGIX INC. 03DEC 2023 File Number 768787443 STATEMEN Caution Filing  Date of Birth Business Del Address  Date of Birth Business Del Address  Caured Party GROUNDBREA Address  130 KING STR  Consumer Goods	File Number Family  768787443 6  STATEMENT / CLAIM  Caution Page of Filing  003  Date of Birth  Business Debtor Name  Address  Date of Birth  Business Debtor Name  Address  Secured Party / Lien Cla GROUNDBREAK VENTUR Address  130 KING STREET WEST,  Consumer Goods  Year Make	RELOGIX INC.  03DEC 2023  File Number Family of Families  768787443 6 14  STATEMENT / CLAIM FOR LIEN  Caution Page of Total Pages  003 004  Date of Birth First Given  Business Debtor Name  Address  Date of Birth First Given  Business Debtor Name  Address  Secured Party / Lien Claimant  GROUNDBREAK VENTURES LP  Address  130 KING STREET WEST, SUITE 710  Consumer Goods  Inventory Equipment	RELOGIX INC.  03DEC 2023  File Number   Family   Of Families   Page Families   768787443   6   14   17  STATEMENT / CLAIM FOR LIEN  Caution   Page of Pages   Schedule   003   004    Date of Birth   First Given Name    Business Debtor Name  Address  Date of Birth   First Given Name    Business Debtor Name  Address  Secured Party / Lien Claimant   GROUNDBREAK VENTURES LP   Address   130 KING STREET WEST, SUITE 710  Consumer   Goods   Inventory   Equipment   Accounts   Year   Make    Year   Make    Make    Of Page   Families   Page	RELOGIX INC. 03DEC 2023  File Number   Family   of Families   Page   Pages   768787443   6	RELOGIX INC. 03DEC 2023  File Number   Family   of Families   Page   of Pages   768787443   6	RELOGIX INC. 03DEC 2023  File Number   Family   Of Families   Page   Pages   Pages   768787443   6	RELOGIX INC. 03DEC 2023  File Number   Family   Of Families   Page   Pages   768787443   6	RELOGIX INC. 03DEC 2023 File Number

Type of Search	Business Debt	or								59
Search Conducted On	RELOGIX INC.									59
File Currency	03DEC 2023									
	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	768787443	6	14	18	33	23DEC	2025			
FORM 1C FINANCING	STATEMEN <sup>T</sup>	Γ/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	tration Nu	mber	Registered Under	Registration Period
768787443		004	004			202012	223 1051 1	862 8050		
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	D ( 5D) (1		E: 40:				1 44 1			
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	btor Name							Ontario Cor Number	poration
							au.			D 110 1
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	otor Name	Ontario Corporation Number							
	Address						City		Province	Postal Code
	71441000						O.t.y			
Secured Party	Secured Party	y / Lien Cla	imant							
	ROBERT LANI	DER								
	Address						City		Province	Postal Code
	2610 COUNTY	ROAD 3					CARRYING	G PLACE	ON	K0K 1L0
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Voor	Make				Model	Ī		V.I.N.	
Description	Year	iviake				wouel			V .I.IN.	
General Collateral Description	General Colla	ateral Desc	ription							
Registering Agent	Registering A	Agent								
	Address						City		Province	Postal Code

Type of Search	Business Debt	or								60
Search Conducted On										00
File Currency	03DEC 2023									
	File Number		of Families	Page	of Pages	Expiry I	Date		Status	
	769477419	7	14	19	33	27JAN 2	2026			
FORM 1C FINANCIN	G STATEMEN	Γ/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			ation Nur		Under	Registration Period
769477419		001	002			2021012	27 1029 1	862 9963	P PPSA	5
Individual Debtor	Date of Birth		First Given	Nama			Initial		C	
ndividual Deptor	Date of Birth		First Given	Name			Initiai		Surname	
Business Debtor	Business De	btor Name							Ontario Cor Number	poration
	RELOGIX INC.								001999139	
	Address						City		Province	Postal Code
	411 LEGGET I	OR., SUITE	102				KANATA		ON	K2K 3C9
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business De	es Debtor Name								poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	-								
	EXPORT DEVI	ELOPMENT	CANADA							
	Address						City		Province	Postal Code
	150 SLATER S	STREET					OTTAWA		ON	K1A 1K3
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		Х	Χ	X	Χ	Х				
	la a									
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral Description	General Colla									
Description	PROCEEDS IN GOODS, DOC	ICLUDING A	CCOUNTS, N	MONEY, CH	IATTEL P	APER, INT	TANGIBLE:	S,		
		OIVILIVI 3 OF	TITLE, INST	I VOIVIEIVI S	, II4V⊑OI	IVILINI FR	OFERIT,			
Registering Agent	Registering A	Agent								
	CYBERBAHN									
	Address						City		Province	Postal Code
	4610-199 BAY	STREET					TORONT	0	ON	M5L 1E9

Type of Search	Business Debt	or								61
	RELOGIX INC.									
File Currency	03DEC 2023 File Number	Comily	of	Dono	of	Evenim	Doto		Ctotus	
	rije Number	Family	Families	Page	Pages	Expiry	Date		Status	
	769477419	7	14	20	33	27JAN	2026			
FORM 1C FINANCING	STATEMENT	「/ CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	ration Nu	mber	Registered Under	Registration Period
769477419		002	002			202101	127 1029 1	862 9963		
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Party	/ / Lien Cla	imant							
	Address						City		Province	Postal Code
	7.144.700						0.09			
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Year	Make				Model			V.I.N.	
Description										
General Collateral Description	General Colla			TRADE-INS	S. INSURA	ANCE PR	ROCEEDS A	AND ANY		
	OTHER FORM									
Registering Agent	Registering A	\gent								

Type of Search	Business Debt	or								62
Search Conducted On										02
File Currency	03DEC 2023									
	File Number		of Families	Page	of Pages	Expiry	Date		Status	
	770294358	8	14	21	33	04MAR	2026			
FORM 1C FINANCIN	G STATEMEN	T / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			ation Nur		Under	Registration Period
770294358		001	002			2021030	04 0843 18	862 2536	P PPSA	5
Individual Debtor	Date of Birth		First Given	Namo			Initial		Surname	
mulvidual Debtoi	Date of Birtin		r ii st Givei	i Naille			IIIIuai		Surname	
Business Debtor	Business De	btor Name							Ontario Cor Number	poration
	RELOGIX INC.								001999139	
	Address						City		Province	Postal Code
	411 LEGGET	DR., SUITE	102				KANATA		ON	K2K 3C9
Individual Debtor	Date of Birth		First Given	Nama			Initial		Surname	
marviduai Debioi	Date of Birtin		riist Givei	i Naiile			IIIIIIIII		Surname	
Business Debtor	Business De	btor Name	ı						Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	v / Lien Cla	imant							
•	BDC CAPITAL	-								
	Address						City		Province	Postal Code
	5 PLACE VILL	E MARIE, SI	JITE 100				MONTRE	AL	PQ	H3B 5E7
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		Х	Х	X	Χ	X				
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral Description	General Colla			DEDOON	AL DDOS		TUE DED	TOD 411		
Sescription	PROCEEDS IN GOODS, DOC	ICLUDING A	CCOUNTS, N	MONEY, CH	IATTEL P	APER, INT	TANGIBLE:	S,		
	33330, 330		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		,,					
Registering Agent	Registering /	Agent								
	CYBERBAHN									
	Address						City		Province	Postal Code
	4610-199 BAY	STREET					TORONT	O	ON	M5L 1E9

Business Debt	or								63
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	Comily	of	Dogo	o.f	Evenim	Data		Ctotus	
rije Number	ramily	Families	Page	Pages	Expiry	Date		Status	
770294358	8	14	22	33	04MAF	R 2026			
STATEMENT	[/CLAIM	FOR LIEN							
Caution Filing	Page of	Total Pages			Regist	ration Nun	nber	Registered Under	Registration Period
	002	002			202103	304 0843 18	362 2536		
Date of Birth		First Giver	n Name			Initial		Surname	
Business Deb	otor Name							Ontario Cor Number	poration
Address						City		Province	Postal Code
Dete of Divi		First O'	Name			In take I		C	
Date of Birth		First Giver	n Name			Initial		Surname	
Business Deb	otor Name							Ontario Cor Number	poration
Address						City		Province	Postal Code
Secured Party	/ / Lien Cla	imant							
Address						City		Province	Postal Code
Consumer Goods	Inventory	Equipment	Accounts	Other			Amount	Date of Maturity or	No Fixed Maturity Date
Year	Make				Model			V.I.N.	
General Colla	iteral Desc	ription							
SUBSTITUTION			TRADE-INS	, INSURA	ANCE PR	ROCEEDS A	ND ANY		
OTHER FORM	OF PROCE	EEDS.							
		EEDS.							
	RELOGIX INC. 03DEC 2023 File Number 770294358 STATEMENT Caution Filing  Date of Birth Business Det Address  Date of Birth Business Det Address  Consumer Goods  Year	RELOGIX INC. 03DEC 2023  File Number Family 770294358 8  STATEMENT / CLAIM Caution Page of Filing 002  Date of Birth  Business Debtor Name  Address  Date of Birth  Business Debtor Name  Address  Consumer Goods  Year Make  General Collateral Description	RELOGIX INC.  03DEC 2023  File Number Family of Families  770294358 8 14  STATEMENT / CLAIM FOR LIEN  Caution Page of Pages 002 002  Date of Birth First Giver  Business Debtor Name  Address  Date of Birth First Giver  Business Debtor Name  Address  Secured Party / Lien Claimant  Address  Consumer Goods Inventory Equipment Goods  Year Make  General Collateral Description	RELOGIX INC.  03DEC 2023  File Number	File Number   Family   of   Families   Page   of   Pages   770294358   8	RELOGIX INC. 03DEC 2023  File Number   Family   of Families   Page   of Pages   770294358   8   14   22   33   04MAF  STATEMENT / CLAIM FOR LIEN  Caution   Page of Pages   Schedule   Regist   Filing   002   002   202103  Date of Birth   First Given Name  Business Debtor Name  Address  Date of Birth   First Given Name    Business Debtor Name  Address  Consumer   Address   Consumer   Consumer	RELOGIX INC. 03DEC 2023  File Number Family of Families 770294358 8 14 22 33 04MAR 2026  STATEMENT / CLAIM FOR LIEN  Caution Page of Pages Schedule Registration Number Schedule 20210304 0843 18  Date of Birth First Given Name Initial  Business Debtor Name  Address City  Date of Birth First Given Name Initial  Business Debtor Name  Address City  Consumer Goods Inventory Equipment Accounts Other Included  Year Make Model  General Collateral Description	RELOGIX INC. 03DEC 2023  File Number   Family   Of Families   Page   Pages   770294358   8   14   22   33   04MAR 2026  STATEMENT / CLAIM FOR LIEN  Caution   Page of Total Pages   Pages   Filing   002   002   20210304 0843 1862 2536  Date of Birth   First Given Name   Initial    Business Debtor Name  Address   City    Secured Party / Lien Claimant  Address   City    Consumer Goods   Inventory   Equipment   Accounts   Other   Motor Vehicle Included   Amount Goods    Year   Make   Model	RELOGIX INC. 03DEC 2023 File Number

Type of Search	Business Debt									64
Search Conducted On										U-T
File Currency	03DEC 2023			_					<b>a.</b> .	
	File Number		of Families	Page	of Pages	Expiry	Date		Status	
	782119152	9	14	23	33	19APR	2027			
FORM 1C FINANCING	G STATEMEN	T / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			ation Nu		Under	Registration Period
782119152		001	3			202204	19 1512 1	590 8162	P PPSA	5
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
marriadai Bostoi			1 1101 01101				minua		Garmanio	
Business Debtor	Business De	btor Name	1						Ontario Cor Number	poration
	RELOGIX INC.									
	Address						City		Province	Postal Code
	411 LEGGET I	DR., SUITE	102				KANATA		ON	K2K 3C9
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business De	btor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
							,			
Secured Party	Secured Part	v / Lien Cla	imant							
ocourca r arty	BDC CAPITAL	-	mane							
	Address						City		Province	Postal Code
	5 PLACE VILL	E MARIE, SI	JITE 100				MONTRE	EAL	QC	H3B 5E7
		,								
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		X	Х	Х	Х	Х				
Madau Walatala	V	BA - L -				Bar at a t			VIN	
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral	General Colla	ateral Desc	ription							
Description	ALL PRESENT		-	D PERSON.	AL PROF	PERTY OF	THE DEB	TOR. ALL		
	PROCEEDS IN	ICLUDING A	CCOUNTS, N	MONEY, CH	IATTEL P.	APER, INT	ΓANGIBLE	S,		
	GOODS, DOC	UMENTS OF	TITLE, INST	FRUMENTS	, INVEST	MENT PR	OPERTY,			
Registering Agent	Registering A	Agent								
Togistering Agent	GOWLING WL		) I I P - OTTA	AWA						
		(3, 114, 13)	., 011/	*/ `			au.		Dusvinss	D4-1 O1-
	Address						City		Province	Postal Code

Type of Search	Business Debt	or								65
Search Conducted On	RELOGIX INC.									00
File Currency	03DEC 2023			_	-				a	
	File Number		of Families	Page	of Pages	Expiry			Status	
	782119152	9	14	24	33	19APR	2027			
FORM 1C FINANCING	STATEMEN		FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	ration Nu	mber	Registered Under	Registration Period
782119152		002	3			202204	119 1512 1	590 8162		
L P 11 LD 14	D. ( . ( D. ( )		F: (0:	M			1 . 242 . 1		0	
Individual Debtor	Date of Birth		First Giver	1 Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
							011			D (10.1
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
	714411000						J.1.			
Secured Party	Secured Party	-								
	MISTRAL VEN	TURE PART	NERS II LP							
	Address						City		Province	Postal Code
	201-854 BANK	STREET					OTTAWA		ON	K1S 3W2
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Year	Make				Model			V.I.N.	
Description	. 041									
		4 15								
General Collateral Description	General Colla			TDADE INC	NOUD:	VNCE DE	OCEEDS (	VIAA CIA		
	SUBSTITUTION OTHER FORM			TRADE-INS	, INSURA	ANCE PR	OCEEDS A	AND ANY		
	OTHER FORIV	OF PROCE								
Registering Agent	Registering A	Agent								
	Address						City		Province	Postal Code

Type of Search	Business Debt	or								66
Search Conducted On	RELOGIX INC.									00
File Currency	03DEC 2023	_								
	File Number		of Families	Page	of Pages	Expiry	Date		Status	
	782119152	9	14	25	33	19APR	2027			
FORM 1C FINANCING	STATEMEN	[/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	tration Nu	mber	Registered Under	Registration Period
782119152		003	3			202204	419 1512 1	590 8162		
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	J
marvidual Debtor	Date of Birtin		i iist Oivei	i itallic			IIIItiai		Julianie	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Party	y / Lien Cla	imant							
	GROUNDBREA	AK VENTUR	ES LP							
	Address						City	_	Province	Postal Code
	130 KING STR	EET WEST	SUITE /10				TORONTO	)	ON	M5X 1E1
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral Description	General Colla	nteral Desc	ription							
Registering Agent	Registering A	Agent								

Type of Search	Business Debt	or								67
Search Conducted On										<u> </u>
File Currency	03DEC 2023			_						
	File Number		of Families	Page	of Pages	Expiry			Status	
	784475676	10	14	26	33	30JUN 2	2027			
FORM 1C FINANCING	STATEMEN	Γ/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			ation Nur		Under	Registration Period
784475676		001	4			2022063	30 0921 1	590 9484	P PPSA	5
Individual Debtor	Date of Birth		First Given	n Name			Initial		Surname	
Business Debtor	Business De	otor Name							Ontario Cor Number	poration
	RELOGIX INC.									
	Address						City		Province	Postal Code
	411 LEGGET I	DR., SUITE	102				KANATA		ON	K2K 3C9
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
marviadai Bestoi	Date of Birtin		i iist Given	i italiic			IIIIciai		Ourname	
Business Debtor	Business De	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	y / Lien Cla	imant							
	EXPORT DEVI	ELOPMENT	CANADA							
	Address						City		Province	Postal Code
	150 SLATER S	STREET					OTTAWA		ON	K1A 1K3
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor \		Amount	Date of Maturity or	No Fixed Maturity Date
		X	Х	Х	Х	X				
Motor Vehicle	Year	Make				Model			V.I.N.	
Description	Tear	Make				Model			V.I.IV.	
General Collateral	General Colla		-							
Description	ALL PRESENT									
	PROCEEDS IN									
	GOODS, DOC	JMENTS OF	TITLE, INST	TRUMENTS	S, INVEST	MENT PR	OPERTY,			
Registering Agent	Registering A	Agent								
	GOWLING WL		) LLP - OTTA	AWA						
	Address						City		Province	Postal Code
	2600-160 ELG	IN STREET					OTTAWA		ON	K1P 1C3

Type of Search	Business Debt	or								68
Search Conducted On	RELOGIX INC.									00
File Currency	03DEC 2023									
	File Number		of Families	Page	of Pages	Expiry	Date		Status	
	784475676	10	14	27	33	30JUN	2027			
FORM 1C FINANCING	STATEMEN	Γ/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	tration Nu	nber	Registered Under	Registration Period
784475676		002	4			202206	530 0921 1	590 9484		
Individual Dahtan	Date of Birth		First Circu	. M			11411		0	
Individual Debtor	Date of Birth		First Giver	1 Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Addess						0:4		D	D 4 - 1 O 1 -
	Address						City		Province	Postal Code
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
							,			
Secured Party	Secured Party	-	imant							
	ROBERT WHI	ΓE								
	Address						City		Province	Postal Code
	38 MORNINGS	UN CRESCI	ENI				STITTSVIL	LE.	ON	K2S 1J6
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle	Year	Make				Model			V.I.N.	
Description										
General Collateral Description	General Colla			TDADE DIS	L INC. IS	NOE EE	005550	AID AND		
Dooription	SUBSTITUTION OTHER FORM			TRADE-INS	, INSURA	ANCE PR	KUCEEDS A	NND ANY		
	OTHER FORM	OF PROCE	:ED9.							
Registering Agent	Registering A	Agent								
	. togictoring F	.50111								
	Address						City		Province	Postal Code
							-			

Type of Search	Business Debt									69
Search Conducted On	RELOGIX INC. 03DEC 2023									
File Currency	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	784475676	10	14	28	33	30JUN	2027			
FORM 1C FINANCIN	G STATEMEN	Γ/CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regis	tration Nur	nber	Registered Under	Registration Period
784475676		003	4			20220	630 0921 1	590 9484		
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business De	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
la dividual Dabtas	Date of Birth		First Circs	. Name			1:4:-1		S	
Individual Debtor	Date of Birth		First Giver	1 Name			Initial		Surname	
Business Debtor	Business De	otor Name					I		Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Part	-	imant							
	ROBERT LAN	DER								
	Address 240 ATLANTIS	Δ\/ <u>Γ</u>					<b>City</b> OTTAWA		Province ON	Postal Code K2A 1X8
	240 ATLANTIS	AVE.					OTTAVVA		ON	NZA IXO
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor	Vehicle led	Amount	Date of Maturity or	No Fixed Maturity Date
Motor Vehicle Description	Year	Make				Mode			V.I.N.	
General Collateral Description	General Colla	ateral Desc	ription							
Registering Agent	Registering A	Agent								
	Address						City		Province	Postal Code

Type of Search	Business Debt	or								70
Search Conducted On	RELOGIX INC.									70
File Currency	03DEC 2023									
	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	784475676	10	14	29	33	30JUN	2027			
FORM 1C FINANCIN	G STATEMENT	/ CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regist	tration Nui	mber	Registered Under	Registration Period
784475676		004	4			202206	630 0921 1	590 9484		
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business Deb	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
									_	
Individual Debtor	Date of Birth		First Giver	n Name			Initial		Surname	
Business Debtor	Business Deb	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
Secured Party	Secured Party	/ / Lien Cla	imant							
,	NATALIE TOW									
	Address						City		Province	Postal Code
	448 GLENLAKI	E AVE.					TORONTO	)	ON	M6P 1G8
0.11.41	2	1	le. •		011	B.O. day	V/ . I. * . I .	A	Detect	N. E I
Collateral Classification	Consumer Goods	inventory	Equipment	Accounts	Other	Includ	Vehicle led	Amount	Date of Maturity or	No Fixed Maturity Date
Mateu Vehiele	Vaar	Make				Madal	1		VIN	
Motor Vehicle Description	Year	Make				Model			V.I.N.	
General Collateral Description	General Colla	teral Desc	ription							
Registering Agent	Registering A	gent								
	Address						C:4 ·		Province	Postal Code
	Audicss						City		LIOVIIICE	rustal code

Business Debt	or								71
RELOGIX INC.									71
03DEC 2023									
File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
785683026	11	14	30	33	10AUG	2027			
STATEMEN	/ CLAIM	FOR LIEN							
Caution Filing	Page of	Total Pages			Regist	tration Nu	mber	Registered Under	Registration Period
	001	1			202208	310 1151 1	532 8664	P PPSA	05
D. ( . ( D. ()		F: 10:	M			1.20.1		0	
Date of Birth		First Given	i Name			Initiai		Surname	
Business Del	otor Name							Ontario Cor Number	poration
RELOGIX INC.									
Address						City		Province	Postal Code
411 LEGGET [	DRIVE, SUIT	E 102				KANATA		ON	K2K 3C9
								_	
Date of Birth		First Given	Name			Initial		Surname	
Business Deb	otor Name							Ontario Cor Number	poration
Address						City		Province	Postal Code
Secured Party	/ / Lien Cla	imant							
ROYAL BANK	OF CANADA	١						,	
Address						City		Province	Postal Code
7101 PARC AV	ENUE, 5TH	FLOOR				MONTREA	\L	QC	H3N 1X9
Consumer Goods	Inventory	Equipment	Accounts	Other			Amount	Date of Maturity or	No Fixed Maturity Date
			X	X					
			X	X					
Year	Make		X	X	Model			V.I.N.	
Year	Make		X	X	Model			V.I.N.	
Year General Colla		ription	X	X	Model			V.I.N.	
		ription	X	X	Model			V.I.N.	
General Colla	ateral Desc		X	X	Model			V.I.N.	
General Colla	ateral Desc		X	X	Model	City		V.I.N.  Province	Postal Code
	RELOGIX INC. 03DEC 2023 File Number 785683026 STATEMENT Caution Filing  Date of Birth Business Det RELOGIX INC. Address 411 LEGGET D  Date of Birth Business Det Address  Secured Party ROYAL BANK O Address 7101 PARC AV	File Number Family  785683026 11  STATEMENT / CLAIM  Caution Page of Filing 0001  Date of Birth  Business Debtor Name  RELOGIX INC.  Address  411 LEGGET DRIVE, SUIT  Date of Birth  Business Debtor Name  Address  401 LEGGET DRIVE, SUIT  Address  Secured Party / Lien Cla ROYAL BANK OF CANADA  Address  7101 PARC AVENUE, 5TH	RELOGIX INC.  03DEC 2023  File Number Family of Families  785683026 11 14  STATEMENT / CLAIM FOR LIEN  Caution Page of Total Pages  001 1  Date of Birth First Given  Business Debtor Name  RELOGIX INC.  Address  411 LEGGET DRIVE, SUITE 102  Date of Birth First Given  Business Debtor Name  RELOGIX INC.  Address  411 LEGGET DRIVE, SUITE 102  Date of Birth First Given  Business Debtor Name  Address  Secured Party / Lien Claimant  ROYAL BANK OF CANADA  Address  7101 PARC AVENUE, 5TH FLOOR	RELOGIX INC.  03DEC 2023  File Number Family of Families  785683026 11 14 30  STATEMENT / CLAIM FOR LIEN  Caution Page of Total Pages  001 1  Date of Birth First Given Name  RELOGIX INC.  Address  411 LEGGET DRIVE, SUITE 102  Date of Birth First Given Name  Business Debtor Name  RELOGIX INC.  Address  411 LEGGET DRIVE, SUITE 102  Date of Birth First Given Name  Business Debtor Name  Consumer Inventory Equipment Accounts	RELOGIX INC.  03DEC 2023  File Number   Family   of Families   Page   Pages   785683026   11   14   30   33  STATEMENT / CLAIM FOR LIEN  Caution   Page of Pages   Total Pages   Schedule    001   1    Date of Birth   First Given Name    RELOGIX INC.  Address   411 LEGGET DRIVE, SUITE 102  Date of Birth   First Given Name    Business Debtor Name    Business Debtor Name    Address   Address    Secured Party / Lien Claimant   ROYAL BANK OF CANADA   Address   7101 PARC AVENUE, 5TH FLOOR    Consumer   Inventory   Equipment   Accounts   Other	RELOGIX INC. 03DEC 2023  File Number Family of Families Pages 785683026 11 14 30 33 10AUG  STATEMENT / CLAIM FOR LIEN  Caution Page of Total Pages Schedule  001 1 202208  Date of Birth First Given Name  RELOGIX INC.  Address 411 LEGGET DRIVE, SUITE 102  Date of Birth First Given Name  Business Debtor Name  Business Debtor Name  Address  411 LEGGET DRIVE, SUITE 102  Date of Birth First Given Name  Caution Page of Total Motor Vehicle Regist Pages Schedule  Pages Schedule  Regist Pages	RELOGIX INC. 03DEC 2023  File Number Family of Families Pages 785683026 11 14 30 33 10AUG 2027  STATEMENT / CLAIM FOR LIEN  Caution Page of Pages Schedule  001 1 20220810 1151 1  Date of Birth First Given Name Initial  Business Debtor Name  RELOGIX INC.  Address City  411 LEGGET DRIVE, SUITE 102 KANATA  Date of Birth First Given Name Initial  Business Debtor Name  City  KANATA  Address City  Address City  Secured Party / Lien Claimant  ROYAL BANK OF CANADA  Address City  Total Motor Vehicle Registration Number Initial  Initial  City  Secured Party / Lien Claimant  ROYAL BANK OF CANADA  Address City  Total Pages Schedule  City  Montrea  City  Consumer Inventory Equipment Accounts Other Motor Vehicle Included	RELOGIX INC. 03DEC 2023  File Number   Family   Of Families   Page   Pages   785683026   11	RELOGIX INC. 03DEC 2023  File Number   Family   Of Families   Page   Pages   P

Type of Search Search Conducted On	Business Debt	.01								72
File Currency	03DEC 2023									
,	File Number	Family	of Families	Page	of Pages	Expiry	Date		Status	
	786677184	12	14	31	33	14SEF	2029			
FORM 1C FINANCIN	G STATEMEN	T / CLAIM	FOR LIEN							
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule		Regis	tration Nu	mber	Registered Under	Registration Period
786677184		001	1			20220	914 0946 5	064 8695	P PPSA	07
Individual Debtor	D. ( . ( D. ()		F: 10:	M			1 - 241 - 1		0	
Individual Deptor	Date of Birth		First Given	i Name			Initial		Surname	
Business Debtor	Business Del	btor Name							Ontario Cor Number	poration
	RELOGIX INC.									
	Address						City		Province	Postal Code
	411 LEGGET [	DRIVE, SUIT	E 102				OTTAWA		ON	K2K 3C9
	D ( CD: ()		E: 4.0:				1 141 1			
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname	
Business Debtor	Business Del	otor Name							Ontario Cor Number	poration
	Address						City		Province	Postal Code
	7.444.000						O.L.J		110111100	. cotal cous
									-	
Secured Party	Secured Part	-								
	EASTERN ON	TARIO COM	MUNITY FUT	URES DEV	ELOPME	NT COR		NETWOF		
	Address	o= o=o	0.115 El 0.05				City		Province	Postal Code
	270 GEORGE	S1. N., SEC	OND FLOOR	Κ			PETERBO	ROUGH	ON	K9J 3H1
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor	Vehicle ed	Amount	Date of Maturity or	No Fixed Maturity Date
		Х	Х	X	Х			500000		Х
Motor Vehicle Description	Year	Make				Mode			V.I.N.	
Description										
General Collateral	General Colla	ateral Desc	ription							
Description	THE WITHIN R			ATERAL TO	THE EXI	ECUTION	N OF A GEN	NERAL		
	SECURITY AG	REEMENT,	LOAN AGRE	EMENT AN	D PROM	ISSORY	NOTE EXE	CUTED BY	<u> </u>	
	THE DEBTOR									
Registering Agent	Registering A		000170							
	ESC CORPOR Address	ATE SERVI	CES LID.				City		Province	Postal Code
		EET MEOT	CLIETE 400				City	2		M5V 1K4
	445 KING STR	LEI VVESI,	3011E 400				TORONT	<i></i>	ON	IVIOV IN4

Type of Search	Business Debtor								73		
Search Conducted On	RELOGIA INC.							7.0			
File Currency	03DEC 2023								01.1		
	File Number		of Families	Page	of Pages	Expiry			Status		
	796630221	13	14	32	33	28AUG 2026					
FORM 1C FINANCING	STATEMEN	T / CLAIM	FOR LIEN								
File Number	Caution Filing	Page of	Total Pages	Schedule		Registration Number		Registered Under	Registration Period		
796630221		001	1			202308	328 1432 1	901 4793	P PPSA	03	
Individual Debtor	Date of Birth		First Given	Name			Initial		Surname		
Business Debtor									Ontario Corporation Number		
	RELOGIX INC.										
	Address					City		Province	Postal Code		
	441 LEGGET DRIVE, SUITE 102					OTTAWA		ON	K2K 3C9		
Individual Debtor	Date of Birth		First Given Name				Initial		Surname		
	1155 500 500 1000										
Business Debtor									Ontario Corporation Number		
	Address						City		Province	Postal Code	
						,					
Secured Party	Secured Part	v / Lien Cla	imant								
occurred Farty	3201988 CANADA INC.										
	Address						City		Province	Postal Code	
	43 AURIGA DRIVE						OTTAWA		ON	K2E 7Y8	
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Includ	Vehicle ed	Amount	Maturity	No Fixed Maturity Date	
					X			50000	or 26JUL2026		
								30000	2030L2020		
Motor Vehicle	Year	Make				Model			V.I.N.		
Description											
Ganaral Callatoral	Ganaral Call	storal Dogo	rintion								
General Collateral Description	General Colla	ateral Desc	ription								
	Registering A	Agent									
Description		Agent		SIONAL CO	RPORAT	ION	City		Province	Postal Code	

Type of Search	Business Debtor 74							74			
Search Conducted On										/4	
File Currency	03DEC 2023										
	File Number		of Families	Page	of Pages	Expiry	Date		Status		
	796634379	14	14	33	33	28AUG 2026					
FORM 1C FINANCING	STATEMENT	/ CLAIM	FOR LIEN								
File Number	Caution Filing	Page of	Total Pages	Motor Ve Schedule			tration Nu		Under	Registration Period	
796634379		001	1			20230	828 1626 1	902 4823	P PPSA	03	
Individual Debtor	Date of Birth		First Civer	Nama			Initial		Surname		
ildividual Debtor	Date of Birtin		First Given Name			IIIIuai		Surname			
Business Debtor									Ontario Corporation Number		
	RELOGIX INC.										
	Address					City		Province	Postal Code		
	411 LEGGET DRIVE, SUITE 102					OTTAWA		ON	K2K 3C9		
Individual Debtor	Date of Birth	First Given Name				Initial		Surname			
Business Debtor									Ontario Corporation Number		
	Address					City		Province	Postal Code		
Secured Party	Secured Party	/ / Lien Cla	imant								
occured raity	2286474 ONTARIO INC.										
	Address						City		Province	Postal Code	
	1050 MORRISON DRIVE, SUITE 200					OTTAWA			ON	K2H 8K7	
Collateral Classification	Consumer	Inventory	Equipment	Accounts	Other		Vehicle	Amount		No Fixed	
	Goods					Includ	led		Maturity or	Maturity Date	
					X			125000	29JUL2026		
Motor Vehicle	Year Make					Model			V.I.N.		
Description	I Cal	Wake				WOUG			V.I.I4.		
General Collateral	General Colla	teral Desc	rintion								
Description		iciui Desc	TIPUOII								
Registering Agent	Registering A	gent									
	MAX LAURIN /// MAX LAURIN PROFESSIONAL CORPORATION							Duning	Dontal Ord		
	Address	IVE CUITE	125			City		Province	Postal Code		
	43 AURIGA DRIVE, SUITE 135						OTTAWA		ON	K2E 7Y8	

LAST PAGE

Note: All pages have been returned.

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# **TAB 3**

Court File No. 33-3015853 Estate No. 33-3015853

## ONTARIO SUPERIOR COURT OF JUSTICE

THE HONOURABLE	)	WEDNESDAY, THE 6 <sup>TH</sup>
	)	
JUSTICE KERSHMAN	)	DAY OF DECEMBER, 2023

# IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED

## AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

# ORDER (Re: Interim Financing)

**THIS MOTION,** made by Relogix Inc. (the "**Company**") pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3, as amended (the "**BIA**") for an order: (i) abridging the time for service for this motion; (ii) approving an interim financing facility term sheet; and (iii) granting a charge up to the maximum principal amount of \$50,000 in favour of Andrew Millar was heard on the 6<sup>th</sup> day of December, 2023.

**ON READING** the affidavit of Andrew Millar, sworn December 4, 2023, and the exhibits thereto, the First Report of Dodick Landau Inc. dated December ●, 2023 in its capacity as proposal trustee of the Company (the "**Proposal Trustee**").

**ON HEARING** the submissions of counsel for the Company, the Proposal Trustee, and such other counsel that were present, no one else appearing for any party although duly served:

### SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the materials filed, as set out in the Affidavit of Service of • sworn December •, 2023, is hereby deemed adequate notice so that this Motion is properly returnable today and hereby dispenses with further service thereof.

### INTERIM FINANCING

- 2. **THIS COURT ORDERS** that the Company is hereby authorized and empowered to execute, enter into and deliver an interim financing term sheet executed by the Company and Andrew Millar (the "**DIP Lender**") dated as of December 4, 2023 (the "**DIP Agreement**") and to borrow, in accordance with the terms and conditions of the DIP Agreement, interim financing in the principal amount of \$50,000 to, among other things, fund the Company's working capital, capital expenses and restructuring costs for the period between December 6, 2023 and December 18, 2023.
- 3. **THIS COURT ORDERS** that the Company is hereby authorized and empowered to execute and deliver such credit agreements, mortgages, charges, hypothecs and security documents, guarantees and other definitive documents (collectively, the "**Definitive Documents**"), as are contemplated by the DIP Agreement or as may be reasonably required by the DIP Lender pursuant to the terms thereof, and the Company is hereby authorized and directed to pay and perform all of their indebtedness, interest, fees, liabilities and obligations to the DIP Lender under and pursuant to the DIP Agreement and the Definitive Documents as and when the same become due and are to be performed, notwithstanding any other provision of this Order.
- 4. **THIS COURT ORDERS** that pursuant to Section 50.6 of the BIA, the DIP Lender shall be entitled to the benefit of and is hereby granted a charge (the "**DIP Lender's Charge**"), up to the maximum principal amount of \$50,000 plus interest accrued in accordance with the DIP

Agreement, on all of the Company's current and future assets, undertakings and properties of every nature and kind whatsoever and wherever situate including all proceeds thereof (the "**Property**"), which DIP Lender's Charge shall not secure an obligation that exists before December 6, 2023. The DIP Lender's Charge shall have the priority set out in paragraph 8 hereof.

- 5. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order, or Section 69 of the BIA:
  - the DIP Lender may take such steps from time to time as it may deem necessary or appropriate to file, register, record or perfect the DIP Lender's Charge or any of the Definitive Documents;
  - b) upon the occurrence of an event of default under the Definitive Documents or the DIP Agreement, the DIP Lender may exercise any and all of its rights and remedies against the Company or the Property under or pursuant to the DIP Agreement, Definitive Documents and the DIP Lender's Charge, including without limitation, to cease making advances to the Company and set off and/or consolidate any amounts owing by the DIP Lender to the Company against the obligations of the Company to the DIP Lender under the DIP Agreement, the Definitive Documents or the DIP Lender's Charge, to make demand, accelerate payment and give other notices, or to apply to this Court for the appointment of a receiver, receiver and manager or interim receiver, or for a bankruptcy order against the Company and for the appointment of a trustee in bankruptcy of the Company; and
  - c) the foregoing rights and remedies of the DIP Lender shall be enforceable against any trustee in bankruptcy, interim receiver, receiver or receiver and manager of the Company or the Property.

6. **THIS COURT ORDERS AND DECLARES** that the DIP Lender shall be treated as unaffected in any proposal filed by the Company under the BIA or any plan of arrangement or compromise filed by the Company in any proceeding under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, with respect to any advances made under the Definitive Documents or the DIP Agreement.

### VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

- 7. **THIS COURT ORDERS** that the filing, registration or perfection of the DIP Lender's Charge shall not be required, and that the DIP Lender's Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the DIP Lender's Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.
- 8. **THIS COURT ORDERS** that the DIP Lender's Charge shall constitute a charge on the Property and shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any individual, firm, corporation, governmental agency, or any other entities (each and any, a "**Person**").
- 9. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Company shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, the DIP Lender's Charge, unless the Company obtains the prior written consent of the Proposal Trustee and the DIP Lender, or further Order of this Court.
- 10. **THIS COURT ORDERS** that the DIP Agreement, the Definitive Documents and the DIP Lender's Charge shall not be rendered invalid or unenforceable and the rights and remedies of the DIP Lender thereunder shall not otherwise be limited or impaired in any way by: (a) the

pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Company, and notwithstanding any provision to the contrary in any Agreement:

- a) neither the creation of the DIP Lender's Charge nor the execution, delivery, perfection, registration or performance of the DIP Agreement or the Definitive Documents shall create or be deemed to constitute a breach by the Company of any Agreement to which they are a party;
- b) the DIP Lender shall not have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the Company entering into the DIP Agreement, the creation of the DIP Lender's Charge, or the execution, delivery or performance of the Definitive Documents; and
- c) the payments made by the Company pursuant to this Order, the DIP Agreement or the Definitive Documents, and the granting of the DIP Lender's Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.
- 11. **THIS COURT ORDERS** that the DIP Lender's Charge created by this Order over leases of real property in Canada shall only be a charge in the Company's interest in such real property leases.

### **GENERAL**

12. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Time on the date of this Order.

Court File No. 33-3015853 Estate File No. 33-3015853

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO Applicant

# ONTARIO SUPERIOR COURT OF JUSTICE

Proceedings commenced at Ottawa

# ORDER

# RECONSTRUCT LLP

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Fax: 416.613.8290

Lawyers for Relogix Inc.

Court File No. 33-3015853 Estate File No. 33-3015853

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT,* RSC 1985, c B-3, AS AMENDED

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF RELOGIX INC. OF THE CITY OF OTTAWA IN THE PROVINCE OF ONTARIO

# ONTARIO SUPERIOR COURT OF JUSTICE

Proceedings commenced at Ottawa

# MOTION RECORD OF THE DEBTOR (Returnable December 4, 2023)

# RECONSTRUCT LLP

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