

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

THE HONOURABLE  
JUSTICE PENNY

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MONDAY, THE 18TH  
DAY OF MARCH, 2024

B E T W E E N :

**BANK OF MONTREAL**

Applicant

- and -

**2TH INC. and DR. MISLAV PAVELIC DENTISTRY PROFESSIONAL CORPORATION**

Respondents

**ANCILLARY ORDER**

**THIS MOTION**, made by KSV Restructuring Inc. ("**KSV**"), in its capacity as court-appointed receiver and manager (in such capacity, the "**Receiver**") of each of 2th, Inc. ("**2th**") and Dr. Mislav Pavelic Professional Corporation ("**Pavelic DPC**"), and together with 2th, the "**Debtors**") for an Order (the "**Ancillary Order**") that, among other things: (a) approves the Second Report of the Receiver dated March 12, 2024 (the "**Second Report**"); (b) approves the fees and disbursements of the Receiver and its counsel, Reconstruct LLP ("**Reconstruct**"); (c) seals the confidential appendices to the Second Report; and (d) discharges KSV as Receiver of the Debtors upon the conditions set out herein, was heard this day by judicial videoconference.

**ON READING** the Notice of Motion, the Second Report of the Receiver (the "**Second Report**"), filed, and on hearing the submissions of counsel for the Receiver, the Debtors, and all other counsel listed on the counsel slip, no one appearing for any other person on the service list, although properly served:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the

Motion Record in support of this Motion and the Second Report be and is hereby validated, such that this Motion is properly returnable today and hereby dispenses with further service thereof.

### **APPROVAL OF THE CONDUCT, ACTIONS AND FEES OF THE RECEIVER**

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

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel Reconstruct up to and including February 29, 2024, as set out in the Second Report, plus an accrual of \$50,000 for fees incurred or to be incurred by the Receiver and Reconstruct to the completion of these proceedings, excluding HST and disbursements, are hereby approved.

### **SEALING ORDER**

4. **THIS COURT ORDERS** that the confidential appendices to the Receiver's Second Report are sealed pending closing of the sale transaction pursuant to the Asset Purchase Agreement dated February 27, 2024.

### **DISCHARGE OF THE RECEIVER**

5. **THIS COURT ORDERS** that upon the Receiver filing a certificate a substantially in the form attached as Schedule "A" to the Approval and Vesting Order made on March 18, 2024 certifying the closing of the sale transaction contemplated in the asset purchase agreement between the Receiver and Namrita Harchandani Dentistry Professional Corporation dated February 27, 2024, the Receiver shall be discharged as Receiver of the property, assets and undertakings of the Debtors, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that KSV is hereby released and discharged from any and all liability that KSV now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KSV while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the Receiver's part. Without limiting the generality of the foregoing, KSV is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or willful misconduct on the Receiver's part.

### **GENERAL**

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that the Receiver is at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

  
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**BANK OF MONTREAL**

**and**

**2th, Inc. et al.**

Applicant

Respondents

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

Proceedings commenced at Toronto

**ANCILLARY ORDER**

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