

Court File No. CV-23-707066-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)
JUSTICE H.J. WILTON-SIEGEL)

MONDAY, THE 8th)
DAY OF JANUARY, 2024)

BANK OF MONTREAL

Applicant

- and -

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

Respondents

SALE PROCESS ORDER

THIS MOTION made by KSV Restructuring Inc. ("**KSV**") in its capacity as court-appointed receiver and manager (the "**Receiver**") without security of the property, assets and undertaking (the "**Property**") of each of 2th Inc. ("**2th**") and Dr. Mislav Pavelic Dentistry Professional Corporation ("**Pavelic DPC**", and together with 2th, the "**Company**") for an Order that, among other things, approves a sale process to be conducted by the Receiver, was heard this day at by judicial videoconference.

ON READING the first report of the Receiver dated December 29, 2023 (the "**First Report**") and schedules thereto, and on hearing the submissions of counsel for the Receiver, counsel for the Bank of Montreal, and counsel for Dr. Mislav Pavelic, no other person appearing although duly served as appears from the affidavit of service of Christel Paul sworn January 2, 2024,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

SALE PROCESS APPROVAL

2. **THIS COURT ORDERS** that the sale process and procedures described in the First Report (the "**Sale Process**") are hereby approved and the Receiver is hereby authorized to carry out the Sale Process and take such steps as it considers necessary and desirable in carrying out its obligations thereunder, all subject to approval by this Court of any sale transaction resulting from the Sale Process.

3. **THIS COURT ORDERS** that the Receiver and its affiliates, partners, directors, officers, employees, legal advisors, representatives, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liabilities of any nature or kind to any person in connection with or as a result of the Receiver performing its duties under the Sale Process, except to the extent such losses, claims, damages or liabilities arise or result from the gross negligence or wilful misconduct of the Receiver, as determined by this Court in a final order that is not subject to appeal or other review.

4. **THIS COURT ORDERS** that the Receiver may apply to the Court for directions with respect to the Sale Process at any time on at least seven (7) days' notice to the service lists established in these proceedings or such other notice as directed or permitted by the Court.

PIPEDA

5. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete a sale of the Property (a "**Sale**"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of a Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal

information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

APPROVAL OF THE FIRST REPORT AND THE RECEIVER'S ACTIVITIES

6. THIS COURT ORDERS that the First Report, and the activities of the Receiver described 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.

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 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 or to assist the Receiver and its agents in carrying out the terms of this Order.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

SALE PROCESS ORDER

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