



Court File No. CV-24-00713245-00CL

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

THE HONOURABLE

)

MONDAY, THE 14<sup>TH</sup>

JUSTICE OSBORNE

)

DAY OF APRIL, 2025

)

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF BALBOA INC., DSPLN INC., HAPPY  
GILMORE INC., INTERLUDE INC., MULTIVILLE INC., THE  
PINK FLAMINGO INC., HOMETOWN HOUSING INC., THE  
MULLIGAN INC., HORSES IN THE BACK INC., NEAT NESTS  
INC. AND JOINT CAPTAIN REAL ESTATE INC. (collectively the  
“Applicants”, and each an “Applicant”)**

**SECOND OMNIBUS APPROVAL AND VESTING ORDER**

THIS MOTION, made by KSV Restructuring Inc. in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the “**Monitor**”) for an order:

- (i) approving the sale transactions (collectively, the “**Transactions**” and each a “**Transaction**”) contemplated by agreements of purchase and sale (collectively, the “**Sale Agreements**” and each a “**Sale Agreement**”) between, in each case, an Applicant, as seller, and a Purchaser (as hereinafter defined), as buyer, dated as of various dates and in each case substantially in the form of Sale Agreement appended to the Twelfth Report of the Monitor dated April 7, 2025 (the “**Twelfth Report**”);
- (ii) vesting in the applicable person(s) or entity(ies) listed on Schedule “A” hereto (each, a “**Purchaser**”), the applicable Applicant’s right, title and interest in and to the applicable lands and premises legally described in Schedule “A” hereto

(collectively, the “**Purchased Properties**” and each a “**Purchased Property**”);  
and

- (iii) assigning to the applicable Purchaser, the applicable Applicants’ rights and obligations in and to the applicable tenant leases in respect of the applicable Purchased Property (collectively, the “**Assigned Leases**” and each an “**Assigned Lease**”);

was heard this day by judicial videoconference via Zoom.

ON READING the Twelfth Report and on hearing the submissions of counsel for the Monitor, and such other parties shown on the Participant Information Form filed with the Court:

1. THIS COURT ORDERS that the manner and time for service of the Monitor’s Notice of Motion and the Twelfth Report, including as set out in Section 4.4 of the Twelfth Report and in the affidavits of service of Stephanie Savannah Fernandes, each dated April 8, 2025, and April 10, 2025, and the affidavit of service of Nathalie El-Zakhem dated April 8, 2025, filed, is hereby validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS AND DECLARES that the Transactions are hereby approved, and the Monitor is hereby authorized and directed, on behalf of each applicable Applicant in accordance with the Order (Expansion of Monitor’s Powers) granted by the Court on June 25, 2024 (the “**Expanded Powers Order**”), to execute each of the Sale Agreements, with such minor amendments as the Monitor may deem necessary, and to give full effect to the assignment of each of the Assigned Leases to the applicable Purchaser in accordance with this Order. The Monitor is hereby authorized and directed to take such additional steps and execute such additional documents, on behalf of the Applicants in accordance with the Expanded Powers Order, as may be necessary or desirable for the completion of the Transactions, for the conveyance of the Purchased Properties to the applicable Purchasers, as applicable and for the assignment of the Assigned Leases to the applicable Purchasers, as applicable.
3. THIS COURT ORDERS AND DECLARES that:

- (a) with respect to the Purchased Property described in the Sale Agreements, upon the delivery of a Monitor's certificate to the applicable Purchaser substantially in the form attached as Schedule "B" hereto (the "**Monitor's Certificate**"), all of the applicable Applicant's right, title and interest in and to the applicable Purchased Property shall vest absolutely in the applicable Purchaser, or such party as designated by the Purchaser;
- (b) with respect to the Assigned Leases, upon the delivery of the Monitor's Certificate, all of the applicable Applicant's rights and obligations under the Assigned Leases shall be assigned, conveyed and transferred to, and assumed by, the Purchaser pursuant to section 11.3 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and such assignment, conveyance and transfer shall be binding upon such Purchaser and the tenants under the Assigned Leases,

in each case, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Second Amended and Restated Initial Order of the Honourable Justice Kimmel dated March 28, 2024 as may be further amended; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule A hereto in respect of the applicable Purchased Property (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants which are also listed on Schedule A hereto in respect of the applicable Purchased Property) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the applicable Purchased Property are hereby expunged and discharged as against such Purchased Property.

4. THIS COURT DECLARES that the assignment of the Assigned Leases pursuant to the CCAA and this Order is valid and binding upon all of the parties to the Assigned Leases notwithstanding any restriction or prohibition contained in any such Assigned Leases relating to the assignment thereof, including, without limitation, any provision requiring the consent of any party to the assignment.

5. THIS COURT ORDERS that no counterparty under any of the Assigned Leases, nor any other person, upon the assignment and transfer to, and assumption by, the Purchaser of the Assigned Leases hereunder shall make or pursue any demand, claim, action or suit or exercise any right or remedy under any of the Assigned Leases against the Purchaser relating to:

- (a) the Applicants having sought or obtained relief under the CCAA;
- (b) the insolvency of the Applicants; or
- (c) any failure by the Applicants to perform a non-monetary obligation under the applicable Assigned Lease;

and all such counterparties and persons shall be forever barred and estopped from taking such action. For greater certainty, nothing herein shall limit or exempt the Purchaser in respect of obligations accruing, arising or continuing after the Closing (as defined in the Sale Agreements) under the Assigned Leases other than in respect of items (a) – (b), above.

6. THIS COURT ORDERS AND DIRECTS the Monitor to notify and provide a copy of this Order to each of the counterparties to the Assigned Leases.

7. THIS COURT ORDERS that upon the registration in the Land Registry Office governing the jurisdiction of a Purchased Property of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the applicable Purchaser as the owner of the applicable Purchased Property in fee simple, and is hereby directed to delete and expunge from title to such Purchased Property all of the Claims listed in Schedule A hereto in respect of such Purchased Property.

8. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net cash proceeds from the sale of a Purchased Property shall stand in the place and stead of such Purchased Property, and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the net cash proceeds from the sale of

such Purchased Property with the same priority as they had with respect to such Purchased Property immediately prior to the sale, as if such Purchased Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

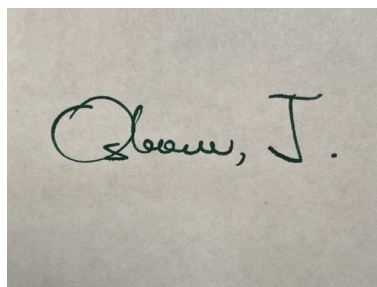
9. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of each Monitor's Certificate, forthwith after delivery thereof.

10. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any Applicant and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any Applicant;

the vesting of a Purchased Property in the applicable Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any Applicant and shall not be void or voidable by creditors of such Applicant, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

11. 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 Monitor 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

A rectangular box containing a handwritten signature in black ink. The signature appears to be "Osborne, J." written in a cursive, slightly slanted script.

Digitally signed  
by Osborne J.

Date: 2025.04.14  
10:50:31 -04'00'

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 4 Sheppard Street, Sault Ste Marie, Ontario

PIN: 31522-0045 (LT)

Legal Description: LT 48 PL 20426 SAULT STE. MARIE; SAULT STE. MARIE

Purchaser: Luigi Fior and Elaine Fior

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
AL255477	2022/09/28	Charge	Fior, Elaine Fior, Luigi
AL255478	2022/09/28	Assignment of Rents	Fior, Elaine Fior, Luigi

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased  
Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
RY20426	1912/07/26	Plan Subdivision	

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 127 Pardee Avenue, Sault Ste Marie, Ontario

PIN: 31544-0167 (LT)

Legal Description: LT 159 PL 19938 ST. MARY'S; PT LT 160 PL 19938 ST. MARY'S PT 2 1R6528;  
SAULT STE. MARIE

Purchaser: Luigi Fior and Elaine Wilson-Fior

**Claims to be deleted and expunged from title to the Purchased Property**

Instrument No.	Registration Date	Registration Type	Party To
AL231355	2021/07/12	Charge	Renzone, Michele
AL231356	2021/07/12	Assignment of Rents	Renzone, Michel
AL249080	2022/06/02	Charge	Lift Capital Incorporated DGSAGE Inc. Sharma, Anurag Sharma, Charu Kiyorkis, Berjita Farkas, Dezso Szekely, Jordan Farkas, Linda Barnes, Monique
AL249081	2022/06/02	Assignment of Rents	Lift Capital Incorporated DGSAGE Inc. Sharma, Anurag Sharma, Charu Kiyorkis, Berjita Farkas, Dezso Szekely, Jordan Farkas, Linda Barnes, Monique
AL254125	2022/09/01	Transfer of Charge	Wilson-Fior, Elaine Fior, Luigi

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased  
Property (unaffected by the Vesting Order)**

Instrument No.	Registration Date	Registration Type	Party To
RY19938	1912/05/04	Plan Subdivision	
1R6528	1986/04/15	Plan of Reference	NA

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 86 Way Avenue, Timmins, Ontario

PIN: 65422-1630 (LT)

Legal Description: PCL 24098 SEC SEC SRO; LT 92 PL M51T MOUNTJOY; PT LANE PL M51T MOUNTJOY PT 10, 6R6509 CLOSED BY C432000; RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION THE RIGHT TO CROSS SAID LAND IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT-GOVERNOR IN COUNCIL, DATED 13TH JANUARY, 1910.; S/T C434006; CITY OF TIMMINS

Purchaser: Morgan Quinn Anderson

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
6R6509	1993/05/18	Plan Reference	
C434006	1993/09/14	Transfer Easement	
CB181095	2022/10/28	Charge	Olympia Trust Company
CB181096	2022/10/28	No Assgn Rent Gen	Olympia Trust Company



Schedule A - Purchased Properties and Encumbrances

Municipal Address: 221 Balsam Street South, Timmins, Ontario  
PIN: 65404-1130 (LT)  
Legal Description: PCL 1871 SEC WAT SRO; LT 124 PL M44T TISDALE S/T RESERVATION IN TEM24634; CITY OF TIMMINS  
Purchaser: Angelo Ferrante

Claims to be deleted and expunged from title to the Purchased Property

Instrument No.	Registration Date	Registration Type	Party To
CB178994	2022/08/25	Charge	Ferrante, Angelo
CB178995	2022/08/25	No Assgn Rent Gen	Ferrante, Angelo
CB192610	2024/03/12	Charge	HMT Holdings Inc.

Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)

Instrument No.	Registration Date	Registration Type	Party To

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 282 Fourth Avenue, Sault Ste Marie, Ontario

PIN: 31590-0053 (LT)

Legal Description: PCL 3935 SEC AWS; LT 197 PL M30 KORAH; SAULT STE. MARIE

Purchaser: Derek McEwen

**Claims to be deleted and expunged from title to the Purchased Property**

Instrument No.	Registration Date	Registration Type	Party To
AL231048	2021/07/06	Charge	Renzone, Michele
AL231049	2021/07/06	No Assgn Rent Gen	Renzone, Michele
AL251347	2022/07/13	Transfer of Charge	McEwen, Mary McEwen, Derek
AL263429	2023/04/12	Charge	Lift Capital Incorporated Rataux, Delphine UNA Group Inc. Banks, Katie Sharma, Uma Kondic, Vesna
AL263430	2023/04/12	No Assgn Rent Gen	Lift Capital Incorporated Rataux, Delphine UNA Group Inc. Banks, Katie Sharma, Uma Kondic, Vesna

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

Instrument No.	Registration Date	Registration Type	Party To

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 549 Spooner Road, Timmins, Ontario

PIN: 65424-0253 (LT)

Legal Description: PCL 40-1 SEC M313C SRO; PT LT 40 PL M313C MOUNTJOY; PT LT 41 PL M313C MOUNTJOY BEING PT 10, CR1594; S/T AN EASEMENT IN PERPETUITY FOR HYDRO LINES AND TELEPHONE LINES AND A RIGHT OF INGRESS, REGRESS AND EGRESS OVER THE SOUTH TEN FEET OF SAID PART; RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION THE RIGHT TO CROSS SAID LAND IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT-GOVERNOR IN COUNCIL, DATED 13TH JANUARY, 1910; CITY OF TIMMINS

Purchaser: Maureen Laughlin and Alex Anderson

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
CB182339	2022/12/14	Charge	Lift Capital Incorporated 8964793 Canada Ltd. IZO Look Holdings Inc. Silver Elephant Designs Inc. Wolf Management Inc. Farkas Legal Professional Corporation 2576609 Ontario Ltd.
CB182340	2022/12/14	No Assgn Rent Gen	Lift Capital Incorporated 8964793 Canada Ltd. IZO Look Holdings Inc. Silver Elephant Designs Inc. Wolf Management Inc. Farkas Legal Professional Corporation 2576609 Ontario Ltd.

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
CR1594	1971/12/22	Plan Reference	
CB180809	2022/10/20	Charge	Olympia Trust Company Laughlin, Maureen Anderson, Alex
CB180811	2022/10/20	No Assgn Rent Gen	Olympia Trust Company Laughlin, Maureen Anderson, Alex

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 33 McKelvie Avenue, Kirkland Lake, Ontario

PIN: 61407-0076 (LT)

Legal Description: PCL 3270 SEC CST; LT 156 PL M105TIM TECK SRO S/T THE MINING RIGHTS, IN RESPECT OF THE SAID LANDS, INCLUDING THE ORES, MINES & MINERALS ON & UNDER THE SAID LANDS & A FULL & COMPLETE RIGHT OF ACCESS AT ALL TIMES & FROM TIME TO TIME FOR THE PURPOSE OF WINNING SUCH ORES, MINES & MINERALS & THE ORES, MINES & MINERALS FROM ANY OTHER LAND; KIRKLAND LAKE ; DISTRICT OF TIMISKAMING

Purchaser: Laura Ferrante

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
DT83447	2022/08/05	Charge	Ferrante, Laura
DT83448	2022/08/05	No Assgn Rent Gen	Ferrante, Laura

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
D161	1981/04/13	Plan Boundries Act	

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 43 Crescent Avenue, Timmins, Ontario

PIN: 65423-1309 (LT)

Legal Description: PCL 6348 SEC SEC SRO; LT 9 PL M83T MOUNTJOY RESERVING ALL MINES & MINERALS IN OR UNDER THE SAID LAND, WITH FULL LIBERTY & POWER AT ALL TIMES TO ENTER ON, SEARCH FOR, GET & CARRY AWAY THE SAME BY UNDERGROUND OR SURFACE WORKINGS & TO SINK PITS & SHAFTS, ERECT WORKS & DO ALL THINGS NECESSARY OR CONVENIENT FOR THE SAID PURPOSES, INCLUDING POWER TO LET DOWN THE SURFACE WHETHER BUILT UPON OR NOT, MAKING FROM TIME TO TIME, NEVERTHELESS, REASONABLE & ADEQUATE COMPENSATION FOR ALL DAMAGES THEREBY DONE OR OCCASIONED TO THE SAID LAND & ANY BUILDINGS THEREON, RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION THE RIGHT TO CROSS SAID LAND IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT-GOVERNOR IN COUNCIL, DATED 22ND FEBRUARY, 1909; CITY OF TIMMINS

Purchaser: Angelo Ferrante

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
CB179219	2022/08/31	Charge	Ferrante, Angelo
CB179220	2022/08/31	No Assgn Rent Gen	Ferrante, Angelo

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>

**Schedule A - Purchased Properties and Encumbrances**

Municipal Address: 48 McCamus Avenue, Kirkland Lake, Ontario

PIN: 61407-0140 (LT)

Legal Description: PCL 2370 SEC CST; LT 89 PL M96TIM TECK SRO S/T THE MINING RIGHTS IN RESPECT OF THE SAID LANDS INCLUDING THE ORES, MINES & MINERALS ON & UNDER THE SAID LANDS & A FULL & COMPLETE RIGHT OF ACCESS AT ALL TIMES & FROM TIME TO TIME FOR THE PURPOSE OF WINNING SUCH ORES, MINES & MINERALS & THE ORES, MINES & MINERALS FROM ANY OTHER LANDS; KIRKLAND LAKE ; DISTRICT OF TIMISKAMING

Purchaser: Maureen Laughlin and Lee Marc Anderson

**Claims to be deleted and expunged from title to the Purchased Property**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
DT90733	2024/03/12	Charge	HMT Holdings Inc.

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Registration Type</b>	<b>Party To</b>
D161	1981/04/13	Plan Boundries Act	
DT82699	2022/06/23	Charge	Olympia Trust Company
DT82700	2022/06/23	No Assgn Rent Gen	McCartney, Maureen Anderson, Lee

**Schedule A – Purchased Properties and Encumbrances**

Municipal Address: 187 Pine St. N., Timmins, Ontario

PIN: 65403-0706 (LT)

Legal Description: PCL 3737 SEC WAT SRO; LT 41 PL M52T TISDALE RESERVING TO THE OWNERS OF THE MINING RIGHTS, ALL MINES, MINERALS AND MINING RIGHTS IN, UPON AND UNDER THE SAID LANDS; CITY OF TIMMINS

Purchaser: Sarah Makson

**Claims to be deleted and expunged from the title to the Purchased Property**

Instrument No.	Registration Date	Registration Type	Party To
CB146527	2019/04/30	Apl Court Order	
CB182037	2022/12/01	Charge	Makson, Sarah Ellen
CB182038	2022/12/01	No Assgn Rent Gen	Makson, Sarah Ellen
CB185622	2023/05/17	Charge	Lift Capital Incorporated Matthew B Investments Inc. Foggia, Marco Harmez, Jakleen Trant, Ryan
CB185623	2023/05/17	No Assgn Rent Gen	Lift Capital Incorporated Matthew B Investments Inc. Foggia, Marco Harmez, Jakleen Trant, Ryan

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property (unaffected by the Vesting Order)**

Instrument No.	Registration Date	Registration Type	Party To

**Schedule A – Purchased Properties and Encumbrances**

Municipal Address: 180 Tamarack St., Timmins, Ontario

PIN 1: 65403-0625 (LT)

Legal Description: PCL 8328 SEC WAT SRO; LT 71 PL M49T TISDALE S/T ROW AT ALL TIMES, IN COMMON WITH OTHERS ENTITLED THERETO, GRANTED TO FRANK DUNBAR, OF THE TOWN OF TIMMINS, IN THE DISTRICT OF COCHRANE, THE REGISTERED OWNER OF PCL 4895 WAT, OVER, ALONG AND UPON THE S 14 INCHES OF THE ABOVE PARCEL; RESERVING TO JAMES P. BARTLEMAN, ROCK BANNINO AND JOHN P. MCLAUGHLIN, ALL MINING RIGHTS, MINES, VEINS, SEAMS AND BEDS OF COAL, IRON AND OTHER MINERALS WHATSOEVER ALREADY FOUND OR WHICH MAY HEREAFTER BE FOUND ON OR UNDER THE SAID LANDS WITH FULL LIBERTY OF INGRESS, EGRESS AND REGRESS AT ALL TIMES FOR THE SAID JAMES P. BARTLEMAN, ROCK BANNINO AND JOHN P. MCLAUGHLIN, THEIR SERVANTS, AGENTS, AND WORKMEN IN, TO AND UPON THE SAID LANDS AND WITH OR WITHOUT HORSES OR OTHER ANIMALS, WAGONS AND OTHER VEHICLES FOR THE PURPOSE OF SEARCHING FOR, WORKING GETTING AND CARRYING AWAY THE SAID MINES AND MINERALS AND WITH FULL LIBERTY ALSO FOR THE SAID JAMES P. BARTLEMAN, ROCK BANNINO AND JOHN P. MCLAUGHLIN TO SINK, DRIVE, MAKE AND USE PITS, SHAFTS, DRIFTS AND ADITS, AIR COURSES AND WATER COURSES AND TO ERECT AND SET UP FIRE AND OTHER ENGINES, MACHINERY AND WORKS AND TO LAY DOWN RAILROADS AND OTHER ROADS, IN, UPON, UNDER AND OVER THE SAID LANDS OR ANY OF THEM FOR THE PURPOSE OF MORE CONVENIENTLY WORKING AND CARRYING AWAY THE SAID MINES AND MINERALS AND ALSO TO APPROPRIATE AND USE ANY PART OF THE SURFACE OF THE SAID LANDS FOR DEPOSITING, PLACING AND HEAPING THEREON THE MINERALS, WASTE, RUBBISH AND OTHER SUBSTANCES WHICH MAY BE OBTAINED FROM THE SAID MINES AND GENERALLY TO DO ALL OTHER ACTS AND THINGS NECESSARY AND PROPER FOR WORKING AND OBTAINING THE SAID MINES AND MINERALS. SUBJECT TO REASONABLE COMPENSATION BEING PAID FOR ANY DAMAGES DONE IN THE COURSE OF THE SAID OPERATIONS TO THE PROPERTY OR RIGHTS OF THE OWNER FOR THE TIME BEING OF THE SURFACE RIGHTS OF THE PROPERTY.; CITY OF TIMMINS

PIN 2: 65404-2444 (LT)

Legal Description: PCL 14407 SEC WAT SRO; PT BLK BLK C PL M30S TISDALE PT 11, 6R7249; RESERVING CERTAIN SURFACE EASEMENTS AS SET OUT IN S7040; CITY OF TIMMINS

Purchaser: Daniel Willmann and Stephanie D'Costa

**Claims to be deleted and expunged from the title to the Purchased Property**

Instrument No.	Registration Date	Registration Type	Party To
CB173480	2022/03/16	Charge	Willmann, Daniel Joseph D'Costa, Stephanie Maria
CB173481	2022/03/16	No Assgn Rent Gen	Willmann, Daniel Joseph D'Costa, Stephanie Maria
CB184778	2023/04/12	Charge	Lift Capital Incorporated Rataux, Delphine Una Group Inc. Banks, Katie Sharma, Uma Kondic, Vesna
CB184779	2023/04/12	No Assgn Rent Gen	Lift Capital Incorporated Rataux, Delphine Una Group Inc. Banks, Katie Sharma, Uma Kondic, Vesna

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property  
(unaffected by the Vesting Order)**

Instrument No.	Registration Date	Registration Type	Party To
6R7249	1999/07/02	Plan Reference	



**Schedule A – Purchased Properties and Encumbrances**

Municipal Address No. 1: 257 Ratter Lake Road, Markstay, Ontario

PIN: 73484-0275 (LT)

Legal Description: PCL 3272 SEC SES; PT LT 11 CON 4 HAGAR AS IN EP5105 EXCEPT LT60008; S/T LT60008;  
MARKSTAY-WARREN

Municipal Address No. 2: 219 Ratter Lake Road, Markstay, Ontario

PIN: 73484-0345 (LT)

Legal Description: PCL 25081 SEC SES; PT LT 11 CON 4 HAGAR AS IN LT157153 EXCEPT PT 1 SR3698;  
MARKSTAY-WARREN

Purchaser: Aris Stigter, Christopher O'Brien and Denise O'Brien

**Claims to be deleted and expunged from the title to the Purchased Property**

Instrument No.	Registration Date	Registration Type	Party To
SD415693	2021/02/25	Charge	Stigter, Aris O'Brien, Christopher O'Brien, Denise
SD415694	2021/02/25	No Assgn Rent Gen	Stigter, Aris O'Brien, Christopher O'Brien, Denise
SD486001	2023/10/20	Notice	Stigter, Aris O'Brien, Christopher O'Brien, Denise
SD493585	2024/03/12	Charge	HMT Holdings Inc.

**Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Property  
(unaffected by the Vesting Order)**

Instrument No.	Registration Date	Registration Type	Party To
LT694815	1990/12/07		

**Schedule B – Form of Monitor’s Certificate**

Court File No. CV-24-00713245-00CL

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

**IN THE MATTER OF THE COMPANIES’ CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF BALBOA INC., DSPLN INC., HAPPY  
GILMORE INC., INTERLUDE INC., MULTIVILLE INC., THE  
PINK FLAMINGO INC., HOMETOWN HOUSING INC., THE  
MULLIGAN INC., HORSES IN THE BACK INC., NEAT NESTS  
INC. AND JOINT CAPTAIN REAL ESTATE INC. (collectively the  
“Applicants”, and each an “Applicant”)**

**MONITOR’S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Justice Kimmel of the Ontario Superior Court of Justice (the “**Court**”) dated March 28, 2024, KSV Restructuring Inc. was appointed as the monitor (the “**Monitor**”) of the Applicants.

B. Pursuant to an Order of the Court dated April ●, 2025 (the “**Sale Approval Order**”), the Court approved the Sale Agreement for the Purchased Property referenced below and provided for the vesting in \_\_\_\_\_ (the “**Purchaser**”) of the applicable Applicant’s right, title and interest in and to such Purchased Property, which vesting is to be effective with respect to such Purchased Property upon the delivery by the Monitor to the Purchaser of a certificate substantially in this form.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Approval Order.

THE MONITOR CERTIFIES the following:

1. The Purchaser has paid and satisfied and the Monitor has received the Purchase Price for the Purchased Property municipally known as ● on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Monitor on behalf of the applicable Applicant and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Monitor.

This Certificate was delivered by the Monitor at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**KSV RESTRUCTURING INC., in its  
capacity as Court-appointed Monitor of the  
Applicants and not in its personal capacity**

Per: \_\_\_\_\_

Name:

Title:

I have authority to bind the monitor.

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF BALBOA INC., DSPLN INC., HAPPY GILMORE INC., INTERLUDE INC., MULTIVILLE INC., THE PINK FLAMINGO INC., HOMETOWN HOUSING INC., THE MULLIGAN INC., HORSES IN THE BACK INC., NEAT NESTS INC. AND JOINT CAPTAIN REAL ESTATE INC.**

Court File No. CV-24-00713245-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT  
TORONTO

**SECOND OMNIBUS APPROVAL AND VESTING  
ORDER**

**Cassels Brock & Blackwell LLP**  
Suite 3200, Bay Adelaide Centre - North Tower  
40 Temperance Street  
Toronto, ON M5H 0B4

**Ryan Jacobs LSO #: 59510J**  
Tel: 416.860.6465  
rjacobs@cassels.com

**Shayne Kukulowicz LSO#: 30729S**  
Tel: 416.860.6463  
skukulowicz@cassels.com

**Joseph J. Bellissimo LSO#: 46555R**  
Tel: 416.860.6572  
jbellissimo@cassels.com

*Lawyers for the Monitor, KSV Restructuring Inc.*