



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.

THIRD 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, the Monitor, on behalf of the applicable Applicant, as seller, and a Purchaser (as hereinafter defined), as buyer, dated as of various dates and in each case substantially in the form attached as Appendices “G” to “M” to the Fourteenth Report of the Monitor dated January 21, 2026 (the “**Fourteenth Report**”); and
- (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**”),

was heard this day by judicial videoconference via Zoom.

ON READING the Fourteenth 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:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the manner and time for service of the Notice of Motion and the Fourteenth Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them in the Fourteenth Report.

APPROVAL OF THE TRANSACTIONS

3. **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. 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 and for the conveyance of each Purchased Property to the applicable Purchaser.
4. **THIS COURT ORDERS AND DECLARES** that, 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, 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.

5. **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 (a) enter the applicable Purchaser as the owner of the applicable Purchased Property in fee simple, (b) delete and expunge from title to such Purchased Property all of the Claims listed in **Schedule “A”** hereto in respect of such Purchased Property, and (c) register this Order on title to the Purchased Property.

6. **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.

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

8. **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.

GENERAL

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

10. **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.

Jessica
Kimmel



Digitally signed by
Jessica Kimmel
Date: 2026.01.28
16:54:48 -05'00'

SCHEDULE A

PURCHASED PROPERTIES, CLAIMS TO BE DELETED FROM TITLE AND PERMITTED ENCUMBRANCES

103 DOME AVENUE

Property Description

65397-0976

Municipal Address: 103 Dome Avenue, South Porcupine, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 2663 SEC WAT SRO; LT 142 PL M29S TISDALE RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION THE RIGHT TO CROSS SAID LANDS AND TO LAY DOWN THEIR ROW 99 FT IN WIDTH ON AND OVER SAID LANDS OR ANY PT THEREOF AS MAY HEREAFTER BE FOUND NECESSARY OR EXPEDIENT; SAID RESERVATIONS TO BE OF THE SURFACE RIGHTS ONLY IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT GOVERNOR IN COUNCIL DATED 22ND FEBRUARY A.D. 1909.; ALSO RESERVING ALL MINES AND MINERALS IN, OR UNDER THE SAID LANDS WITH FULL LIBERTY AND POWER AT ALL TIMES TO ENTER, SEARCH FOR, GET AND CARRY AWAY THE SAME BY UNDERGROUND OR SURFACE WORKINGS AND TO SINK PITS AND SHAFTS, ERECT WORKS AND TO DO ALL THINGS NECESSARY OR CONVENIENT FOR SAID PURPOSES INCLUDING POWER TO LET DOWN THE SURFACE WHETHER BUILT UPON OR NOT MAKING FROM TIME TO TIME NEVERTHELESS REASONABLE AND ADEQUATE COMPENSATION FOR ALL DAMAGES THEREBY DONE OR OCCASIONED TO THE SAID LANDS AND ANY BUILDINGS THEREON.; CITY OF TIMMINS

PIN: 65397-0976 (LT)

Registered Owner: Happy Gilmore Inc.

Purchaser: Gurpreet Singh Dhaliwal

65397-0977

Municipal Address: 103 Dome Avenue, South Porcupine, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 3247 SEC WAT SRO; LT 141 PL M29S TISDALE RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION, THE RIGHT TO CROSS SAID LANDS AND TO LAY DOWN THEIR ROW, 99 FT IN WIDTH ON AND OVER SAID LANDS OR ANY PT THEREOF, AS MAY HEREAFTER BE FOUND NECESSARY OR EXPEDIENT; SAID RESERVATIONS TO BE OF THE SURFACE RIGHTS ONLY, IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT GOVERNOR IN COUNCIL, DATED 22ND FEBRUARY 1909.; ALSO RESERVING ALL MINES AND MINERALS IN OR UNDER THE SAID LAND WITH FULL LIBERTY AND POWER AT ALL TIMES TO ENTER, SEARCH FOR, GET AND CARRY AWAY THE SAME BY UNDERGROUND OR SURFACE WORKINGS, AND TO SINK PITS AND SHAFTS, ERECT WORKS AND DO ALL THINGS NECESSARY OR CONVENIENT FOR SAID PURPOSES INCLUDING POWER TO LET DOWN THE SURFACE WHETHER BUILT UPON OR NOT, MAKING FROM TIME TO TIME NEVERTHELESS REASONABLE AND ADEQUATE COMPENSATION FOR ALL DAMAGES THEREBY DONE OR OCCASIONED TO THE SAID LANDS AND ANY BUILDINGS THEREON.; CITY OF TIMMINS

PIN: 65397-0977 (LT)

Registered Owner: Happy Gilmore Inc.

Purchaser: Gurpreet Singh Dhaliwal

Claims to be Deleted and Expunged From Title

65397-0976

Instrument No.	Registration Date	Registration Type	Party To
CB177191	June 30, 2022	Charge	MLB Holdings Limited.
CB177192	June 30, 2022	Notice of Assignment of Rents General	MLB Holdings Limited.
CB183082	January 19, 2023	Charge	Lift Capital Incorporated; 8964793 Canada Ltd.; 2820022 Ontario Inc.; Marla Louise McGregor; Paul

			Edward Denton; Escalade Group Inc.
CB183083	January 19, 2023	Notice of Assignment of Rents General	Lift Capital Incorporated; 8964793 Canada Ltd.; 2820022 Ontario Inc.; Marla Louise McGregor; Paul Edward Denton; Escalade Group Inc.

65397-0977

Instrument No.	Registration Date	Registration Type	Party To
CB177191	June 30, 2022	Charge	MLB Holdings Limited.
CB177192	June 30, 2022	Notice of Assignment of Rents General	MLB Holdings Limited.

Permitted Encumbrances

None.

95 BIRCH STREET

Property Description

Municipal Address: 95 Birch Street, Temiskaming, Ontario

Land Registry Office: No. 54 (Temiskaming Shores)

Legal Description: PCL 2581 SEC SST; LT 95 W/S BIRCH ST PL M52NB BUCKE SRO; TEMISKAMING SHORES ; DISTRICT OF TIMISKAMING

PIN: 61355-0040 (LT)

Registered Owner: Interlude Inc.

Purchaser: Jerramy Peddie

Claims to be Deleted and Expunged From Title

Instrument No.	Registration Date	Registration Type	Party To
DT75540	March 30, 2021	Charge	Robert Rainer Kohler
DT81563	April 25, 2022	Transfer of Charge (DT75540)	The Lion's Share Group Inc.
DT86127	February 17, 2023	Charge	Lift Capital Incorporated; Elisabetta Richardson; Kirck Schizas; 2009931 Ontario Inc.; Chris Richardson
DT86128	February 17, 2023	Notice of Assignment of Rents General	Lift Capital Incorporated; Elisabetta Richardson; Kirck Schizas; 2009931 Ontario Inc.; Chris Richardson

Permitted Encumbrances

Instrument No.	Registration Date	Registration Type	Party To
D61	September 20, 1971	Plan Boundaries Act	N/A

65 KIRBY AVENUE

Property Description

Municipal Address: 65 Kirby Avenue, Timmins, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 14094 SEC WAT SRO; W 1/2 LT 55 PL M44T TISDALE; W 1/2 LT 56 PL M44T TISDALE S/T CERTAIN SURFACE EASEMENTS AS SET OUT IN TRANSFER TEM24634; CITY OF TIMMINS

PIN: 65404-1056 (LT)

Registered Owner: The Pink Flamingo Inc.

Purchaser: Joanna Lynn Scott

Claims to be Deleted and Expunged From Title

Instrument No.	Registration Date	Registration Type	Party To
CB163393	April 29, 2021	Charge	Olympia Trust Company; Stephen Truong
CB163394	April 29, 2021	Notice of Assignment of Rents General	Olympia Trust Company; Stephen Truong
CB176262	June 3, 2022	Charge	Lift Capital Incorporated; Compensation Matters Inc.; Frank Folina; Anna Mikus; Chelsea Theroux; Chris Mantas; Janice Johnson; Sheren Kirillos; Michael Pengelly; IZO Look Holdings Inc.
CB176263	June 3, 2022	Notice of Assignment of Rents General	Lift Capital Incorporated; Compensation Matters Inc.; Frank Folina; Anna Mikus; Chelsea Theroux; Chris Mantas; Janice Johnson; Sheren Kirillos; Michael Pengelly; IZO Look Holdings Inc.
CB176388	June 9, 2022	Transfer of Charge (CB163393)	The Lion's Share Group Inc.

Permitted Encumbrances

None.

148 PINE STREET NORTH

Property Description

Municipal Address: 148 Pine Street North, Timmins, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 3338 SEC WAT SRO; LT 683 PL M30S TISDALE S/T RESERVATION IN S3231; CITY OF TIMMINS

PIN: 65404-0175 (LT)

Registered Owner: DSPLN Inc.

Purchaser: Girjamatty Poppe & Michael W. Burton

Claims to be Deleted and Expunged From Title

Instrument No.	Registration Date	Registration Type	Party To
CB173120	March 3, 2022	Charge	Olympia Trust Company
CB173121	March 3, 2022	Notice of Assignment of Rents General	Olympia Trust Company
CB182620	December 22, 2022	Charge	Lift Capital Incorporated; Shahin Kara; Karim Teja; Anna Mikus; IZO Look Holdings Inc.
CB182621	December 22, 2022	Notice of Assignment of Rents General	Lift Capital Incorporated; Shahin Kara; Karim Teja; Anna Mikus; IZO Look Holdings Inc.

Permitted Encumbrances

None.

302 FRANKLIN STREET

Property Description

Municipal Address: 302 Franklin Street, Sault Ste Marie, Ontario

Land Registry Office: No.1 (Algoma)

Legal Description: LT 154-155 PL 1749 KORAH; SAULT STE. MARIE

PIN: 31580-0172 (LT)

Registered Owner: DSPLN Inc.

Purchaser: Travis Zorxit

Claims to be Deleted and Expunged From Title

Instrument No.	Registration Date	Registration Type	Party To
AL237626	October 22, 2021	Charge	Lift Capital Incorporated; Danny Rother
AL237627	October 22, 2021	Notice of Assignment of Rents General	Lift Capital Incorporated; Danny Rother

Permitted Encumbrances

Instrument No.	Registration Date	Registration Type	Party To
J1749	November 14, 1901	Plan Subdivision	N/A

54 JUBILEE AVENUE EAST

Property Description

Municipal Address: 54 Jubilee Avenue East, Timmins, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 10012 SEC WAT SRO; PT LT 21 PL M39C TISDALE PT 1, CR529; CITY OF TIMMINS

PIN: 65403-0131 (LT)

Registered Owner: DSPLN Inc.

Purchaser: 1001033964 Ontario Inc.

Claims to be Deleted and Expunged From Title

Instrument No.	Registration Date	Registration Type	Party To
CB168242	September 27, 2021	Charge	Lift Capital Incorporated; Danny Rother
CB168243	September 27, 2021	Notice of Assignment of Rents General	Lift Capital Incorporated; Danny Rother
CB184778	April 12, 2023	Charge	Lift Capital Incorporated; Delphine Rataux; Una Group Inc.; Katie Banks; Uma Sharma; Vesna Kondic
CB184779	April 12, 2023	Notice of Assignment of Rents General	Lift Capital Incorporated; Delphine Rataux; Una Group Inc.; Katie Banks; Uma Sharma; Vesna Kondic

Permitted Encumbrances

Instrument No.	Registration Date	Registration Type	Party To
CR529	February 19, 1964	Plan Reference	N/A

335 SPRUCE STREET

Property Description

65404-1708 (LT)

Municipal Address: 335 Spruce Street, Timmins, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 3041 SEC WAT SRO; LT 47 PL M2T TISDALE RESERVING TO THE MONETA PORCUPINE MINES LIMITED, ALL ORES, MINES, AND MINERAL RIGHTS ON, IN OR UNDER THE SAID LANDS, TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS TO AND FROM THE SAID LANDS AND IN, ON OR UNDER THE SAID LANDS FOR THE PURPOSE OF EXPLORING FOR, OR REMOVING ANY ORE OR MINERALS OR CARRYNG ON ANY OPERATIONS IN CONNECTION THEREWITH. SUBJECT TO REASONABLE COMPENSATION BEING PAID FOR ANY DAMAGE DONE IN THE COURSE OF THE SAID OPERATIONS ON THE PROPERTY OR RIGHTS OF THE OWNER FOR THE TIME BEING OF THE SURFACE RIGHTS ON THE SAID PROPERTY.; ALSO RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION, THE RIGHT TO CROSS SAID LAND AND TO LAY DOWN THEIR ROW, NINETY-NINE FT IN WIDTH ON AND OVER SAID LAND OR ANY PT THEREOF, AS MAY HEREAFTER BE FOUND NECESSARY OR EXPEDIENT; SAID RESERVATION TO BE OF THE SURFACE RIGHTS ONLY, IN ACCORDANCE WITH THE TERMS OF AN ORDER OF THE LIEUTENANT GOVERNOR IN COUNCIL DATED 22ND FEBRUARY 1909.; CITY OF TIMMINS

PIN: 65404-1708 (LT)

Registered Owner: DSPLN Inc.

Purchaser: Gurpreet Singh Dhaliwal

65404-1747 (LT)

Municipal Address: 335 Spruce Street, Timmins, Ontario

Land Registry Office: No. 6 (Cochrane)

Legal Description: PCL 12741 SEC WAT SRO; PT LANEWAY PL M2T TISDALE CLOSED BY C315848 BEING PT 4, 6R4327; CITY OF TIMMINS

PIN: 65404-1747 (LT)

Registered Owner: DSPLN Inc.

Purchaser: Gurpreet Singh Dhaliwal

Claims to be Deleted and Expunged From Title

65404-1708 (LT)

Instrument No.	Registration Date	Registration Type	Party To
CB169175	October 22, 2021	Charge	Lift Capital Incorporated; Danny Rother
CB169176	October 22, 2021	Notice of Assignment of Rents General	Lift Capital Incorporated; Danny Rother
CB204587	July 30, 2025	Notice	The Corporation of the City of Timmins

65404-1747 (LT)

Instrument No.	Registration Date	Registration Type	Party To
CB169175	October 22, 2021	Charge	Lift Capital Incorporated; Danny Rother
CB169176	October 22, 2021	Notice of Assignment of Rents General	Lift Capital Incorporated; Danny Rother
CB204587	July 30, 2025	Notice	The Corporation of the City of Timmins

Permitted Encumbrances

65404-1708 (LT)

None.

65404-1747 (LT)

Instrument No.	Registration Date	Registration Type	Party To
6R4327	December 20, 1983	Plan Reference	N/A

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.**

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 January •, 2026 (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

THIRD OMNIBUS APPROVAL AND VESTING ORDER

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