ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE)	MONDAY, THE 1st
)	
JUSTICE CONWAY)	DAY OF MAY, 2023

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 LOYALTYONE, CO.

(the "Applicant")

U.S. PLAN PERFORMANCE APPROVAL ORDER

THIS MOTION, made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order, *inter alia*, authorizing the Applicant to comply with the U.S. Plan (defined below) approved in the Chapter 11 Cases and granting certain related relief, was heard this day by judicial videoconference via Zoom in Toronto, Ontario.

ON READING the affidavit of Shawn Stewart sworn April 24, 2023 and the Exhibits thereto (the "**Stewart Affidavit**"), the second report of KSV Restructuring Inc. as the Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**") dated April 27, 2023, and on hearing the submissions of counsel for the Applicant, the Monitor, and the other parties listed on the counsel slip and no one appearing for any other party although duly served as appears from the affidavit of service of Alec Hoy sworn April 24, 2023,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record 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 meanings ascribed to them in the Stewart Affidavit.

PERFORMANCE OF U.S. PLAN PROVISIONS

- 3. **THIS COURT ORDERS** that any compromise of claims, grant of releases, and making of payments by the Applicant contemplated by the U.S. Plan are hereby approved and the Applicant is hereby authorized to take any steps related to the U.S. Plan as it determines may be necessary, subject to prior orders of this Court as may be applicable.
- 4. **THIS COURT ORDERS** that, to the extent necessary, the stay of proceedings established by paragraphs 17 and 18 of the Amended and Restated Initial Order is hereby lifted, for the limited purpose of permitting such actions as are approved pursuant to paragraph 3 of this Order.

GENERAL

- 5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Applicant, the Monitor and their respective 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 Applicant and 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 Applicant and the Monitor and their respective agents in carrying out the terms of this Order.
- 6. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and are 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, and that the Monitor is authorized and empowered to act as a representative

in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

Conway, J.

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 LOYALTYONE, CO.

Court File No. CV-23-00696017-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

U.S. PLAN PERFORMANCE APPROVAL ORDER

Cassels Brock & Blackwell LLP

2100 Scotia Plaza 40 King Street West Toronto, ON M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416. 860.6465 rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416. 860.5223 jdietrich@cassels.com

R. Shayne Kukulowicz LSO# 30729S

Tel: 416. 860.6463 skukulowicz@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416. 860.6568 nlevine@cassels.com

Lawyers for the Applicant