

No. S240195
Vancouver Registry

ENTERED IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

and

IN THE MATTER OF NEXII BUILDING SOLUTIONS INC.,
NEXII CONSTRUCTION INC, NBS IP INC. and NEXII HOLDINGS INC.

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
JUSTICE STEPHENS) JANUARY 22, 2024
)

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 22nd day of January, 2024; AND ON HEARING Lisa Hiebert and Kibben Jackson, counsel for the Petitioners, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the application material filed, including the First Affidavit of William Tucker sworn January 10, 2024 (the "**First Affidavit**"), the Second Affidavit of William Tucker sworn January 17, 2024 (the "**Second Affidavit**"), the Confidential Fourth Affidavit of William Tucker sworn January 17, 2024 (the "**Confidential Affidavit**"), the first report of KSV Restructuring Inc. (the "**Monitor**") in its capacity as monitor of the Petitioners dated January 18, 2024; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended, the *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The key employee retention plan (the "**KERP**"), described in the First Affidavit and the Second Affidavit, pursuant to which the Petitioner Nexii Building Solutions Inc. ("**Nexii**") has

agreed to provide compensation to certain key employees (collectively, the “**Key Employees**”) of Nexii and of its subsidiary, Omicron Canada Inc. (“**Omicron**”) in the form attached as Exhibit “B” to Second Affidavit and Exhibit A to the Confidential Affidavit is approved, and Nexii is authorized to enter into letter agreements (a “**Letter Agreement**”) with any or all of the Key Employees on the terms contemplated by the KERP.

2. Nexii and any successor or other person that may be appointed to act on behalf of Nexii, including, without limitation, a trustee, liquidator, receiver, interim receiver, receiver and manager or any other person acting on behalf of such person, is hereby authorized and directed to implement and perform Nexii’s obligations under the KERP and any Letter Agreements entered into with any Key Employees, all in accordance with the terms of the KERP and any such Letter Agreements.

3. Any payments made by Nexii to a Key Employee under the KERP approved by this Order do not and will not constitute a preference, fraudulent conveyance, transfer undervalue, oppressive conduct or other challengeable or voidable transaction under any applicable law, and any Letter Agreement are in lieu of and replace any bonuses to which such Key Employee might otherwise be entitled for 2024, including pursuant to the employment agreements with Nexii or Omicron, as the case may be.

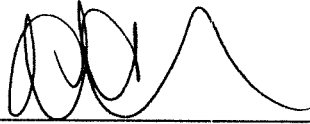
4. The Key Employees are granted a charge (the “**KERP Charge**”) on the Property (as defined in the Amended and Restated Initial Order made on this date in these proceedings (the “**ARIO**”)) as security for all amounts which may become payable to them under the terms of the KERP and any Letter Agreements. The KERP Charge shall have the priority set out in the ARIO.

5. **THIS COURT REQUESTS** the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order,

to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

6. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Lisa Hiebert
 Party Lawyer for the Petitioners



BY THE COURT



REGISTRAR



Schedule "A"

Appearance List

Counsel Name	Party Represented
Sean Zweig and Andrew Froh	The Monitor, KSV Restructuring Inc.
Kyle Plunkett and Matilda Lici (by MSTeams)	Powerscourt Investments XXV, LP, Powerscourt Investments XXV Trust, Trinity Capital Inc., Horizon Technology Finance Corporation, Horizon Credit II LLC, Horizon Funding I LLC and Horizon Funding Trust 2022-1
Bill Skelly	AECOM Tishman and ESC Partners
Celine Conly	Tokio Marine and Trisure Group