

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NEXII BUILDING SOLUTIONS INC., et al.,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-10026 (JKS)

(Jointly Administered)

**FOREIGN REPRESENTATIVE’S MOTION FOR
ENTRY OF ORDER (I) RECOGNIZING AND ENFORCING
THE ANCILLARY ORDER, (II) APPROVING THE PROCEDURE GOVERNING
CLOSING OF CHAPTER 15 CASES AND (III) GRANTING RELATED RELIEF**

Nexii Building Solutions, Inc., in its capacity as the authorized foreign representative (the “Foreign Representative”) of the above-captioned foreign debtors (collectively, the “Debtors” or “Nexii”), which are the subject of jointly-administered proceedings (the “CCAA Proceedings”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) in the Supreme Court of British Columbia (the “Canadian Court”), respectfully submits this motion (this “Motion”) for the entry of an order, pursuant to sections 105(a), 350, 1507, 1517(d), 1520, and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 5009-2 of the Local Rules for the United States Bankruptcy Court District of Delaware (the “Local Rules”), (i) recognizing and enforcing the Ancillary Order (defined below), (ii) approving the procedure governing closing of these chapter 15 cases (the “Chapter 15 Cases”) and (iii) granting related relief. In support of the relief requested herein, the Foreign Representative respectfully represents as follows:

¹ The Debtors in these Chapter 15 Cases, along with the last four digits of each Debtor’s unique identifier, are Nexii Building Solutions Inc. (0911), Nexii Construction Inc. (1333), NBS IP Inc. (9930), and Nexii Holdings Inc. (5873). The Debtors’ service address for purposes of these Chapter 15 Cases is 1455 West Georgia Street, #200, Vancouver, British Columbia V6G 2T3.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. The Foreign Representative confirms its consent, pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. This is a core proceeding under 28 U.S.C. § 157(b)(2)(P). Venue of these Chapter 15 Cases are proper in this Court pursuant to 28 U.S.C. § 1410.

3. The statutory bases for the relief requested herein are sections 105(a), 350, 1507, 1517(d), 1520, and 1521 of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Rule 5009-2.

BACKGROUND

4. On January 11, 2024, the Debtors commenced the CCAA Proceedings with the Canadian Court pursuant to sections 9, 11, 11.51, 11.52, and 23 of the CCAA with the goal of pursuing a sale process under the supervision of the Canadian Court.

5. The key orders entered in the CCAA Proceedings to date include the following: (a) *Initial Order*, entered on January 11, 2024 (the “Initial CCAA Order”); (b) *Amended and Restated Initial Order*, entered on January 22, 2024; and (c) *Sale Process and Origin Engagement Order* (the “Sale Process Order”), entered on January 22, 2024, governing a

sale process in Canada and authorizing the engagement of Origin Merchant Partners (“Origin”) as investment banker to advise throughout the sale process.

6. On January 11, 2024, (the “Petition Date”), the Foreign Representative filed voluntary petitions for relief under chapter 15 of the Bankruptcy Code for each of the Debtors in this Court. A description of the Debtors’ business and the events leading up to the commencement of the CCAA Proceedings and these Chapter 15 Cases is included in the *Declaration of Foreign Representative Pursuant to 11 U.S.C. § 1515 and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure and in Support of Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. 7] (the “Tucker Declaration”) and the *Declaration of Kibben Jackson in Support of Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. 8], which are incorporated herein by reference.

7. On January 17, 2024, the Court entered the *Order Granting Provisional Recognition of the Initial CCAA Order Pursuant to Section 1519 of the Bankruptcy Code* [Docket No. 30], giving full force and effect on a provisional basis to the Initial CCAA Order, among other relief.

8. On February 9, 2024, the Court entered the *Order Granting Petition for (I) Recognition as Foreign Main Proceeding, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* [Docket No. 44] (the “Recognition Order”), granting the Debtors’ verified petitions and recognizing the CCAA Proceedings as foreign main proceedings pursuant to section 1517 of the Bankruptcy Code, among other relief.

9. On June 24, 2024, KSV Restructuring Inc. (the “Monitor”), in its capacity as the Court-appointed Monitor of the Debtors in the CCAA Proceedings, filed its *Notice of Application* (the “Application”) for an order approving the asset purchase agreement (the “Purchase Agreement”) between the Debtors and Nexiican Holdings Inc. (“Purchaser” or “Nexiican”) and Nexii, Inc. (together with Nexiican, the “Purchaser Parties”).

10. The Monitor’s *Application* also sought an order (the “Ancillary Order”),² among other things, approving the Monitor’s conduct, activities, and fees and disbursements (and those of its counsel) in the CCAA Proceeding and the termination of the CCAA Proceedings. The *Application* included a request to discharge the Monitor and release certain parties, including the Monitor, the Debtors’ DIP Lenders, Secured Lenders, counsel to the Monitor, Debtors, and DIP Lenders, their affiliates, partners, employees and agents, and the current and former directors and officers of the Debtors pursuant to the Ancillary Order (the “CCAA Releases”).

11. On June 28, 2024, the Canadian Court entered its *Approval and Vesting Order* (the “Canadian Sale Order”) and the Ancillary Order, recognizing and approving: (i) the sale of substantially all of the Debtors’ assets (the “Assets”) to the Purchaser Parties pursuant to the terms and conditions set forth in the Canadian Sale Order; (ii) the termination of the CCAA Proceedings; and (iii) the CCAA Release. A copy of the Ancillary Order is attached to the Proposed Order as **Exhibit 1**.

The CCAA Sale Process

12. The sale of the Assets in accordance with the terms and conditions of the Canadian Sale Order represented the culmination of the orderly sale process authorized by the

² Capitalized terms not otherwise defined herein shall have their meaning as set forth in the Ancillary Order or the Tucker Declaration, as applicable.

Canadian Court. Following its engagement, Origin commenced a comprehensive marketing and sale process in Canada under the supervision of the Canadian Court (the “Sale Process”). On January 24, 2024, Origin launched the Sale Process by distributing an interest solicitation letter (the “Teaser”) detailing the acquisition opportunity to potential purchasers and investors. The Teaser was distributed to 188 interested parties, which included Canadian and United States operators in the construction industry, financial groups, and other strategic parties, including certain parties that contacted the Monitor and/or Origin following the commencement of the CCAA Proceedings.

13. Parties that executed a non-disclosure agreement attached to the Teaser (the “NDA”) were provided with access to an online dataroom, which contained historical and projected financial information and other relevant diligence information, such as operational metrics, personnel information, and material contracts and agreements. In total, 26 interested parties executed an NDA and were provided access to the dataroom, 11 of which were interested in exploring transaction opportunities with the Debtors.³

14. Pursuant to the Sale Process Order, the deadline for interested parties to submit a binding qualified bid, including a 10% purchase price deposit, was March 7, 2024. As of such date, however, the Debtors did not receive any Qualified Bids that were in a form for which approval could be sought in the CCAA Proceedings. However, the Debtors, Origin, and the Monitor continued to market the Debtors’ assets and engage in discussions with potential purchasers of the Debtors’ assets.

³ The Omicron Entities (as defined in the Tucker Declaration) became petitioners in the CCAA Proceedings subsequent to the Petition Date, but are not Debtors in these Chapter 15 Cases. The assets of the Omicron Entities, who did not have any assets or operations in the United States, were previously sold in the CCAA Proceedings.

15. Notwithstanding that Origin spent nearly six (6) months marketing the Debtors' assets, the only qualified bid that was submitted for the Debtors' assets in the Sale Process came from the Purchase Parties.

16. Pursuant to the Purchase Agreement, the Purchaser Parties are purchasing substantially all of the Debtors' assets (as defined in the Asset Purchase Agreement in greater detail, the "Purchased Assets") in exchange for more than \$22,500,000.00 of total consideration, which includes \$22,200,000.00 of assumed secured indebtedness, \$500,000.00 of cash consideration, and assumption of additional liabilities relating to Resale Warranty Obligations (as defined in the Purchase Agreement) and assumed contracts and leases (collectively, the "Purchase Price"). The Purchase Agreement is attached to the Foreign Representative's *Motion Pursuant to Section 105(a), 363, 365, 1501, 1507, 1520, and 1521 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 6006, and 9014, for Entry of an Order (I) Recognizing and Enforcing the Approval and Vesting Order, (II) Approving the Sale of Substantially all the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the "Sale Recognition Motion"), filed contemporaneously herewith.

The Ancillary Order

17. Pursuant to the Ancillary Order, the Canadian Court (i) approved the activities and fees of the Monitor and the Monitor's counsel; (ii) terminated the CCAA Proceedings upon the Monitor's filing of a Monitor's Termination Certificate in the CCAA Proceedings; (iii) discharged the Monitor as of the termination of the CCAA Proceedings; (iv) approved the CCAA Releases; and (v) granted related relief, which included a request of this Court's "aid and recognition" in giving effect to the Ancillary Order.⁴ The CCAA Releases,

⁴ Ancillary Order at ¶ 20.

found in paragraphs 13 through 16 of the Ancillary Order, provides that the Released Parties (as defined in the Ancillary Order) are:

released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any action or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of the filing of the Monitor's Termination Certificate in any way relating to or arising out of the assets, obligations, business or affairs of the Petitioners or in respect of these CCAA Proceedings (the "**Released Claims**" and each a "**Released Claim**") and any such Released Claims are hereby released, stayed, extinguished and forever barred, with prejudice, and the Released Parties shall have no liability in respect thereof, provided however that Released Claims shall not include any claim arising out of gross negligence or willful misconduct on the part of the Released Parties.⁵

The CCAA Releases were, at the request of certain of the Debtors' creditors, limited to provide that they would not "have any effect on any rights, remedy, suit or proceeding against any personal indemnitor or guarantor in respect of any indemnity or guarantee made by such Nexii Directors and Officers in his or her personal capacity."⁶

RELIEF REQUESTED

18. By this Motion, the Foreign Representative respectfully requests (i) that the Court enter an order, in substantially the form attached hereto as **Exhibit A** (the "Proposed Order"), recognizing and enforcing the Ancillary Order; (ii) that, upon the Notice of Full Administration, attached to this Motion as **Exhibit B**, the Court enter the order attached to this Motion as **Exhibit C** (the "Proposed Case Closing Order"), closing the Chapter 15 Cases; and (iii) that the Court grant any other relief that may be necessary and appropriate, including entry of a final decree after entry of the Proposed Case Closing Order.

⁵ Ancillary Order at ¶ 13.

⁶ *Id.* at ¶ 15.

BASIS FOR RELIEF REQUESTED

A. The Court should recognize and give force and effect to the Ancillary Order within the territorial jurisdiction of the United States.

19. The Foreign Representative respectfully submits that the Court should recognize and give effect to the Ancillary Order within the territorial jurisdiction in the United States. Chapter 15 of the Bankruptcy Code empowers “courts with broad, flexible rules to fashion relief that is appropriate to effectuate the objective of the chapter in accordance with comity.”⁷ The Court has the power to provide additional assistance to a foreign representative under the Bankruptcy Code or other laws of the United States, consistent with the principles of comity.⁸

20. Section 1521(a) of the Bankruptcy Code authorizes this Court, “at the request of the foreign representative, [to] grant any appropriate relief”⁹ to the Foreign Representative, provided that the “interests of the creditors and other interested entities, including the debtor, are sufficiently protected.”¹⁰ Moreover, the Court may provide “additional assistance” to the Foreign Representative,¹¹ and may grant recognition of the Ancillary Order so long as recognition is not “manifestly contrary to the public policy of the United States.”¹²

21. Here, the Court may exercise its discretion under sections 1507 and 1521 of the Bankruptcy Code, and consistent with the principles of comity, to recognize and enforce

⁷ *In re Rede Energia, S.A.*, 515 B.R. 69, 91 (Bankr. S.D.N.Y. 2014) (citing *In re Bear Stearns High-Grade Structured Credit Strategies Master Fund, Ltd.*, 389 B.R. 325, 333-34 (S.D.N.Y. 2008)); see also *In re SPhinX, Ltd.*, 351 B.R. 103, 112 (Bankr. S.D.N.Y. 2006) (“chapter 15 maintains—and in some respects enhances—the ‘maximum flexibility . . . that section 304 provided bankruptcy courts in handling ancillary cases in light of principles of international comity and respect for the laws and judgments of other nations’”) (internal citations omitted), *aff’d* 371 B.R. 10 (S.D.N.Y. 2007).

⁸ See 11 U.S.C. §§ 1507 and 1521.

⁹ 11 U.S.C. § 1521(a).

¹⁰ 11 U.S.C. § 1522.

¹¹ 11 U.S.C. § 1507(a).

¹² 11 U.S.C. § 1506.

the Ancillary Order.¹³ The relief requested by the Ancillary Order is consistent with, and not contrary to, the public policy of the United States and the Foreign Representative submits that the Court has the discretion to enter the Proposed Order recognizing and enforcing the Ancillary Order, including the CCAA Releases.

22. The Foreign Representative is cognizant of the recent decision in *Harrington v. Purdue Pharma L.P.*, __ S. Ct. __, 2024 U.S. LEXIS 2848 (June 27, 2024), in which the Supreme Court of the United States held that “the bankruptcy code does not authorize a release and injunction that, as part of a plan of reorganization under Chapter 11, effectively seeks to discharge claims against a nondebtor without the consent of affected claimants.”¹⁴ Importantly, the majority in *Purdue* rested its decision on the statutory construction (including the context and history) of section 1123(b)(6) of the Bankruptcy Code,¹⁵ not on any determination that non-consensual third party releases are contrary to the public policy of the United States.¹⁶

23. As noted above, section 1506 of the Bankruptcy Code provides that “[n]othing in this chapter prevents the court from refusing to take an action governed by this chapter if the action would be manifestly contrary to the public policy of the United States.”¹⁷ This provision “requires a narrow reading . . . [it] does not create an exception for any action under Chapter 15 that may conflict with public policy, but only an action that is ‘*manifestly*

¹³ See generally *In re ABC Learning Centres Ltd.*, 720 F.3d 301, 306 (3d Cir. 2013) (“Foreign Representatives can access U.S. courts to request enforcement of orders of the foreign proceeding and to stay actions against foreign debtors’ property in the United States.”).

¹⁴ 2024 U.S. LEXIS 2848, at *32.

¹⁵ *Id.*, at *28 (“If text and context supply two strikes against the plan proponents and the dissent’s construction of § 1123(b)(6), history offers a third.”).

¹⁶ *Cf. id.*, at *31 (“Both sides of this policy debate may have their points. But, in the end, we are the wrong audience for them.”).

¹⁷ 11 U.S.C. § 1506.

contrary.’”¹⁸ The public policy exception embodied in section 1506 is only implicated by actions that offend “the most fundamental policies of the United States”¹⁹ and “invoked only ‘under exceptional circumstances concerning matters of fundamental importance [to the United States].’”²⁰

24. As the United States Court of Appeals for the Third Circuit has held, the section 1506 public policy exception only applies “‘where the procedural fairness of the foreign proceeding is in doubt or cannot be cured by the adoption of additional protections’ or where recognition ‘would impinge severely a U.S. constitutional or statutory right.’”²¹ “The mere fact of conflict between foreign law and U.S. law, absent other considerations, is insufficient to support the invocation of the public policy exception.”²²

25. The CCAA Releases do not implicate section 1506 of the Bankruptcy Code and, accordingly, should be enforced through the recognition and enforcement of the Ancillary Order pursuant to sections 1507 and 1521 of the Bankruptcy Code. Indeed, in pre-*Purdue* cases, bankruptcy courts have found that “section 1506 did not bar enforcement of the third party releases because the Canadian court had statutory authority to grant such relief, the question of the Canadian court’s jurisdiction had been fully litigated and carefully considered in Canada, including on appeal, and ‘the procedures used in Canada meet our fundamental standards of fairness,’”²³ even though such releases “arguably could not be granted in a U.S.

¹⁸ *Morning Mist Holdings Ltd. v. Kryz (In re Fairfield Sentry Ltd.)*, 714 F.3d 127, 139 (2d Cir. 2013) (emphasis in original).

¹⁹ *Fairfield Sentry*, 714 F.3d at 139 (quoting H.R. Rep. No. 109-31, pt. 1, at 109 (2005)); see also *ABC Learning*, 728 F.3d at 309.

²⁰ *Fairfield Sentry*, 714 F.3d at 139 (quoting Guide to Enactment of the UNCITRAL Model Law on Cross-Border Insolvency at ¶ 89).

²¹ *ABC Learning*, 728 F.3d at 309 (quoting *In re Qimonda AG Bankr. Litig.*, 433 B.R. 537, 570 (E.D. Va. 2010)).

²² *Qimonda*, 433 B.R. at 570.

²³ *In re Toft*, 453 B.R. 186, 194 (Bankr. S.D.N.Y. 2011) (quoting *In re Metcalfe & Mansfield Alt. Invs.*, 421 B.R. 685, 697 (Bankr. S.D.N.Y. 2010)).

bankruptcy proceeding.”²⁴ So too here; the CCAA Releases, which were granted by the Canadian Court in a collective proceeding after notice and a hearing, are not manifestly contrary to public policy and accordingly should be applied through the recognition and enforcement of the Ancillary Order.

B. The case closing procedure should be approved.

26. Upon entry of an order recognizing and enforcing the Sale Recognition Motion and the Proposed Order by this Court, and with the closing of the transaction contemplated by the Canadian Sale Order and the pending termination of the CCAA Proceedings, the Foreign Representative has determined that there will no longer be a reason for these Chapter 15 Cases to remain open.

27. Section 1517(d) of the Bankruptcy Code provides that a case under chapter 15 of the Bankruptcy Code may be closed in the manner prescribed under section 350 of the Bankruptcy Code,²⁵ which, in turn, provides that a case shall be closed “[a]fter an estate is fully administered.”²⁶ Local Rule 5009-2 provides, in relevant part, that:

Upon written motion, a foreign representative in a proceeding recognized under § 1517 of the Code, may seek the entry of a final decree when the purpose of the representative’s appearance in the Court is completed. Such motion shall describe the nature and results of the representative’s activities in the Court and shall include a final decree order that (i) orders the closing of the case and (ii) identifies in the caption and in the body of the order the case name and the case number of each case to be closed under the order.

²⁴ *Toft*, 453 B.R. at 194; *see also In re PT Bakrie Telecom Tbk*, 628 B.R. 859, 882 (Bankr. S.D.N.Y. 2021) (“Even in Circuits where third-party releases in United States bankruptcy cases are categorically impermissible, . . . such relief may be permitted under chapter 15.” (citing cases); *In re Sino-Forest Corp.*, 501 B.R. 655, 661-666 (Bankr. S.D.N.Y. 2013).

²⁵ 11 U.S.C. § 1517(d).

²⁶ 11 U.S.C. § 350(a).

The foreign representative shall file a certificate of service with the Court that notice has been given. If no objection has been filed by the United States Trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered and the Court may close the case.²⁷

28. A party may apply for an order closing a bankruptcy case after substantially all of the issues have been resolved and the case has been substantially consummated.²⁸ A case may be considered fully administered when all administrative claims have been provided for and there are no outstanding motions, contested matters or adversary proceedings.²⁹

29. A chapter 15 case is deemed to be fully administered when the purpose for the foreign representative's appearance is complete.³⁰ If no objection to a final report is filed after 30 days' notice, the case is deemed to have been fully administered and the chapter 15 case may be closed.³¹

30. Once the Debtors close the sale transaction pursuant to the Canadian Sale Order and the order granting the Sale Recognition Motion and the Monitor files the requisite certificate in accordance with the Ancillary Order, the CCAA Proceedings will be terminated and the purpose of the Foreign Representative's appearance will be complete. There will be no outstanding motions, contested matters, or adversary proceedings in these Chapter 15 Cases. Pursuant to the orders entered by the Canadian Court, the Foreign Representative will have disposed of all of the Debtors' assets in the United States and is authorized by the Ancillary

²⁷ Local Rule 5009-2.

²⁸ See *In re A.H. Robins, Co., Inc.*, 219 B.R. 145 (10th Cir. 1998).

²⁹ See *In re Kliegl Brothers*, 238 B.R. 531 (Bankr. E.D.N.Y. 1999).

³⁰ See Fed. R. Bankr. P. 5009(c).

³¹ *Id.*; Local Rule 5009-2(b); *In re Ginsberg*, 164 B.R. 870, 873 (Bankr. S.D.N.Y. 1994).

Order to close the Debtors' cases. Consequently, the Chapter 15 Cases will be fully administered and ripe for closure.

31. Bankruptcy Rule 5009(c) also requires that the foreign representative file a final report when the purpose of the foreign representative's appearance has been completed, which report should describe the nature and results of the foreign representative's actions in the chapter 15 case.³² To reduce the costs and expenses for the benefit of the Debtors and their creditors, the Foreign Representative requests that this Motion and the Ancillary Order (to be supplemented by the filing of the Notice of Full Administration) be deemed as the Foreign Representative's final report under Bankruptcy Rule 5009(c) and the written motion seeking entry of a final decree in these Chapter 15 Cases under Local Rule 5009-2, subject to the 30-day objection period upon the filing of the Notice of Full Administration. Upon the filing of a certification of no objection or a certification of counsel indicating that no objections were received to the Notice of Full Administration, or that any such objections have been resolved by the Foreign Representative and the applicable objecting party, the Foreign Representative respectfully requests that the Court enter the Proposed Case Closing Order.

32. The Foreign Representative submits that this Motion and the Ancillary Order, together with the other filings in these Chapter 11 Cases and the CCAA Proceedings, fully describe the activities that the Foreign Representative took or needs to take to fully administer these Chapter 15 Cases, their nature, and likely result, and neither notice nor ability to object to the closing of these Chapter 15 Cases will be compromised under the foregoing procedure. Accordingly, by this Motion, the Foreign Representative submits that the Chapter 15 Cases will soon be ready for closure and thus seeks approval of the foregoing procedures for their closure.

³² Fed. R. Bankr. P. 5009(c).

NOTICE

33. In accordance with Local Rule 5009-2, notice of this Motion will be provided to: (i) all persons or bodies authorized to administer foreign proceedings of the Debtors; (ii) principal parties that have appeared in the CCAA Proceedings as of the date of service of the relevant pleadings; (iii) the Office of the United States Trustee for the District of Delaware; (iv) the Debtor's secured creditors and their counsel, if known; (v) counsel to any parties in ongoing litigation with the Debtors; (vi) the Office of the Delaware Secretary of State; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; and (ix) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Foreign Representative submits that no other or further notice of this Motion is necessary or required.

[Remainder of Page Intentionally Left Blank]

CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that the Court enter the Proposed Order granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: July 1, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden

Steven W. Golden (DE Bar No. 6807)
Colin R. Robinson (DE Bar No. 5524)
Brooke E. Wilson (admitted *pro hac vice*)
919 North Market Street, 17th Floor
Wilmington, Delaware 19899-8705
Tel: 302-652-4100
Fax: 302-652-4400
sgolden@pszjlaw.com
crobinson@pszjlaw.com
bwilson@pszjlaw.com

-and-

**BARACK FERRAZZANO KIRSCHBAUM
& NAGELBERG LLP**

Nathan Q. Rugg (admitted *pro hac vice*)
Alexander F. Berk (admitted *pro hac vice*)
200 West Madison Street, Suite 3900
Chicago, IL 60606
Tel.: (312) 984-3100
Fax: (312) 984-3150
nathan.rugg@bfkn.com
alexander.berk@bfkn.com

Attorneys for Foreign Representative

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NEXII BUILDING SOLUTIONS INC., et al.,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-10026 (JKS)

(Jointly Administered)

**ORDER (I) RECOGNIZING AND ENFORCING
THE ANCILLARY ORDER, (II) APPROVING THE PROCEDURE GOVERNING
CLOSING OF CHAPTER 15 CASES AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”) of Nexii Building Solutions, Inc., in its capacity as the authorized foreign representative (the “Foreign Representative” or “Foreign Representative”) for the above-captioned foreign debtors (the “Debtors”) in a proceeding (the “CCAA Proceeding”) commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, C-36, as amended, and pending before the Supreme Court of British Columbia (the “Canadian Court”), for the entry of an order, pursuant to sections 105(a), 350, 1517(d), 1520, and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), (i) recognizing and enforcing the Ancillary Order (defined below), (ii) approving the procedure governing closing of these chapter 15 cases (the “Chapter 15 Cases”) and (iii) granting related relief; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and that the relief requested is in the best interest of the Debtors, its creditors, and other parties in

¹ The Debtors in these chapter 15 cases (the “Chapter 15 Cases”), along with the last four digits of each Debtor’s unique identifier, are Nexii Building Solutions Inc. (0911), Nexii Construction Inc. (1333), NBS IP Inc. (9930), and Nexii Holdings Inc. (5873). The Debtors’ service address for purposes of these Chapter 15 Cases is 1455 West Georgia Street, #200, Vancouver, British Columbia V6G 2T3.

interest in the Chapter 15 Case; and all creditors and other parties in interest, including the Debtors, are sufficiently protected in the grant of relief ordered hereby in compliance with section 1522(a) of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefor,

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Ancillary Order, a copy of which is attached hereto as Exhibit 1, is hereby recognized and enforced and given full force and effect in the United States and is binding on all persons subject to this Court's jurisdiction pursuant to sections 1521, 1525, and 1527 of the Bankruptcy Code.
3. Notwithstanding any provision in the Bankruptcy Rules to the contrary, including, but not limited to Bankruptcy Rules 7062 and 1018, (a) this Order shall be effective immediately and enforceable upon its entry; (b) the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (c) the Foreign Representative or the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.
4. The Foreign Representative is authorized to seek entry of an order closing these Chapter 15 Cases by filing and serving a Notice of Full Administration, subject to a thirty (30) day objection period after service of the Notice of Full Administration. If no objections are filed upon the expiration of the thirty (30) day objection period, the Foreign Representative may file a certificate of no objection along with the Proposed Case Closing Order for entry by the Court.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

EXHIBIT B

Notice of Full Administration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NEXII BUILDING SOLUTIONS INC., et al.,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 24-10026 (JKS)

(Jointly Administered)

Re: D.I. ____

NOTICE OF FULL ADMINISTRATION OF CHAPTER 15 CASES

PLEASE TAKE NOTICE that on [●], 2024, the Foreign Representative² filed the *Motion for Entry of Order (I) Recognizing and Enforcing Ancillary Order, (II) Approving the Procedure Governing Closing of Chapter 15 Cases, and (III) Granting Related Relief* [Docket No. ●] (the “Motion”).

PLEASE TAKE FURTHER NOTICE that on [●], 2024, the Court entered the *Order (I) Recognizing and Enforcing Ancillary Order, (II) Approving the Procedure Governing Closing of Chapter 15 Cases, and (III) Granting Related Relief* [Docket No. ●] (the “Recognition Order”).

PLEASE TAKE FURTHER NOTICE that on [●], 2024, KSV Restructuring Inc., in its capacity as the court-appointed monitor in the CCAA Proceedings (the “Monitor”) filed a *Monitor’s Certificate* in the CCAA Proceedings. Information on the CCAA Proceedings and documents filed therein, including the *Monitor’s Certificate*, reports from the Monitor, and motion materials, can be found on the Monitor’s website at <https://www.ksvadvisory.com/experience/case/nexii>.

PLEASE TAKE FURTHER NOTICE that the Recognition Order authorizes the Foreign Representative to seek entry of an order closing these Chapter 15 Cases by filing and serving this Notice of Full Administration, subject to a thirty (30) day objection period from the date of service of this Notice of Full Administration.

PLEASE TAKE FURTHER NOTICE that all sale transactions in the CCAA Proceedings have occurred and the CCAA Proceedings have been terminated. Therefore, these Chapter 15 Cases have been fully administered.

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of the Proposed Case Closure Order must be made by [●]. All objections must: (a) be in writing, (b) set forth the factual and legal bases for the objection in detail, (c) be filed with the United States Bankruptcy Court for the District of Delaware, Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (d) be served upon counsel for the Foreign Representative, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE, 19801 Attn: Steven W. Golden (sgolden@pszjlaw.com) and Colin R. Robinson (crobinson@pszjlaw.com) and Barack Ferrazzano Kirschbaum & Nagelberg LLP, 200 W. Madison Street, Suite 3900, Chicago, IL 60606 Attn: Nathan Q.

¹ The Debtors in these chapter 15 cases (the “Chapter 15 Cases”), along with the last four digits of each Debtor’s unique identifier, are Nexii Building Solutions Inc. (0911), Nexii Construction Inc. (1333), NBS IP Inc. (9930), and Nexii Holdings Inc. (5873). The Debtors’ service address for purposes of these Chapter 15 Cases is 1455 West Georgia Street, #200, Vancouver, British Columbia V6G 2T3.

² Capitalized terms not defined in this Notice have the meanings given to them in the Motion.

Rugg (nrugg@bfkn.com) and Alexander F. Berk (aberk@bfkn.com), so as to be **actually received on or before [●], 2024 at 4:00 p.m. (ET).**

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE WITHOUT FURTHER NOTICE OR HEARING UPON FILING OF CERTIFICATION OF NO OBJECTION.

Dated: [●], 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/

Steven W. Golden (DE Bar No. 6807)
Colin R. Robinson (DE Bar No. 5524)
919 North Market Street, 17th Floor
Wilmington, Delaware 19801
Tel: 302-652-4100
Fax: 302-652-4400
sgolden@pszjlaw.com
crobinson@pszjlaw.com

-and-

**BARACK FERRAZZANO KIRSCHBAUM
& NAGELBERG LLP**

Nathan Q. Rugg (admitted *pro hac vice*)
Alexander F. Berk (admitted *pro hac vice*)
200 West Madison Street, Suite 3900
Chicago, IL 60606
Tel.: (312) 984-3100
Fax: (312) 984-3150
nathan.rugg@bfkn.com
alexander.berk@bfkn.com

Attorneys for Foreign Representative

EXHIBIT C

Proposed Case Closing Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: NEXII BUILDING SOLUTIONS INC., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 24-10026
In re: NEXII CONSTRUCTION INC., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 24-10027
In re: NBS IP INC., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 24-10028
In re: NEXII HOLDINGS INC., Debtor in a Foreign Proceeding.	Chapter 15 Case No. 24-10025

ORDER CLOSING CHAPTER 15 CASES

Upon consideration of the *Motion for Entry of Order (I) Recognizing and Enforcing Ancillary Order, (II) Approving the Procedure Governing Closing of Chapter 15 Cases, and (III) Granting Related Relief* [Docket No. ●] of Nexii Building Solutions, Inc., in its capacity as the authorized foreign representative (the “Foreign Representative” or “Foreign Representative”) for the above-captioned foreign debtors (the “Debtors”) in a proceeding (the “CCAA Proceeding”) commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, C-36, as amended, and pending before the Supreme Court of British Columbia (the “Canadian Court”); and upon consideration of any responses or oppositions to the Motion, and

after due and sufficient notice of and hearing on the Motion; and upon entry by this Court of the *Order (I) Recognizing and Enforcing Ancillary Order, (II) Approving the Procedure Governing Closing of Chapter 15 Cases, and (III) Granting Related Relief* [Docket No. ●] (the “Recognition Order”), granting the Foreign Representative, among other relief, the authority to submit this Order upon the filing and service of the Notice of Full Administration (in substantially the form attached to the Motion as Exhibit B) and the expiration of a thirty (30) day objection period; and the Foreign Representative having filed such Notice of Full Administration on [●], 2024 [D.I. [●]]; and the Recognition Order being a final, non-appealable order not subject to a stay; and a hearing having been held, if applicable, to consider the relief considered herein; and it appearing that such relief is in the best interests of the Debtors and other parties in interest in these Chapter 15 Cases; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) venue is proper in this Court and this District pursuant to 28 U.S.C. § 1410; and due and sufficient notice of the Motion, Final Report, and Recognition Order having been given; and it appearing that no other or further notice need be provided; and that the relief requested is in the best interest of the Debtors, its creditors, and other parties in interest in the Chapter 15 Case; and all creditors and other parties in interest, including the Debtors, are sufficiently protected in the grant of relief ordered hereby in compliance with section 1522(a) of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefor,

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. These Chapter 15 Cases have been fully administered. In accordance with sections 350(a) and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c) and Local Rule 5009-2(a), the jointly administered Chapter 15 Cases styled *In re Nexii Building Solutions, Inc.*,

et al. Case No. 24-10026, are closed effective immediately as of the date of entry of this Order. The Clerk of the Court is hereby respectfully directed to close the above-captioned cases.

2. The Recognition Order, as supplemented by the Notice of Full Administration, collectively referred to in this Order as the “Final Report,” satisfies the requirement of Bankruptcy Rule 5009(c) and the Motion satisfies the requirement of a written motion for decree closing the Chapter 15 Cases under Local Rule 5009-2.

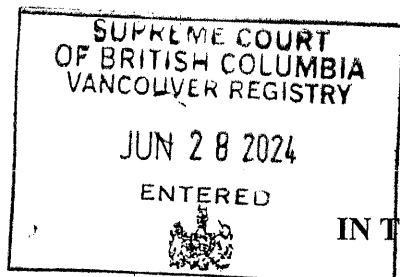
3. This Order is without prejudice to the right of the Foreign Representative to seek an order reopening these Chapter 15 Cases under section 350(b) of the Bankruptcy Code or Local Rule 5009-2(a).

4. All orders entered by this Court in these Chapter 15 Cases shall continue in full force and effect and survive entry of this Order.

5. This Court shall retain jurisdiction with respect to the implementation, enforcement, amendment or modification of this Order, the Recognition Order and any other request for additional relief in or related to the Chapter 15 Cases.

Exhibit 1

Ancillary Order



No. S240195
Vancouver Registry

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., NEXII HOLDINGS INC., 4540514 CANADA INC.,
1061660 B.C. LTD., 0592286 B.C. LTD, 0713447 B.C. LTD, AND 0597783 B.C. LTD

PETITIONERS

ANCILLARY ORDER

BEFORE THE HONOURABLE)
)
JUSTICE STEPHENS) June 28, 2024
)

ON THE APPLICATION of KSV Restructuring Inc., in its capacity as the Court-appointed Monitor (in such capacity the "**Monitor**"), coming on for hearing at Vancouver, British Columbia, on the 28th day of June, 2024; AND ON HEARING from counsel of the Monitor, Michael Shakra and Andrew Froh, and those other counsel listed on **Schedule "A"** hereto, and no one else appearing although duly served; AND UPON READING, the material filed, including the Third Report of the Monitor dated June 24, 2024 (the "**Third Report**"); AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), the British Columbia *Supreme Court Civil Rules*, and the inherent jurisdiction of this Court;

THIS COURT ORDERS AND DECLARES THAT:

1. Capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them in the: (i) Initial Order of Justice Stephens made on January 11, 2024 (the "**Initial Order**"), as amended by the Order of Justice Stephens dated January 22, 2024 (the "**Amended and Restated Initial Order**"); or (ii) the First Report (as defined in the Amended and Restated Initial Order), the Second Report of the Monitor dated April 19, 2024 (the "**Second Report**") and the Third Report, as the case may be.
2. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today.

APPROVAL OF ACTIVITIES AND FEES

3. The activities of the Monitor as described in the First Report, the Second Report and the Third Report are hereby approved; provided however that only KSV Restructuring Inc. 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.
4. The Monitor's fees and disbursements in the aggregate amount of CAD \$ 587,284.18 plus applicable taxes, for the period from January 1, 2024 to May 31, 2024, as set out in Third Report, be and are hereby approved.
5. The fees and disbursements of the Monitor's legal counsel, Bennett Jones LLP ("**Bennett Jones**") in the aggregate amount of CAD \$689,476.54, plus applicable taxes, for the period from January 11, 2024 to June 18, 2024 as set out in the Third Report, be and are hereby approved.
6. The Monitor's and Bennett Jones' estimated aggregate future fees and disbursements up \$250,000 to the CCAA Termination Time, as outlined in the Third Report, are hereby approved.

TERMINATION OF CCAA PROCEEDINGS

7. Upon service by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule "B"** (the "**Monitor's Termination Certificate**") on the service list in these CCAA Proceedings ("**Service List**") certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA Proceedings have been completed, the within CCAA Proceedings shall be terminated without any further act or formality (the "**CCAA Termination Time**"), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA Proceedings or any actions or steps taken by any Person (as defined in the Initial Order).
8. The Monitor is hereby directed to file a copy of the Monitor's Termination Certificate with the Court and post a copy of the Monitor's Termination Certificate on its website as soon as is practicable following the CCAA Termination Time.
9. Each of the Charges set out in paragraph 43 of the Amended and Restated Initial Order shall terminate effective as of the CCAA Termination Time, without any further act or formality.

DISCHARGE OF THE MONITOR

10. Effective at the CCAA Termination Time, KSV Restructuring Inc. shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time, provided that,

notwithstanding its discharge as Monitor, KSV Restructuring Inc. shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA Proceedings or the Transaction following the CCAA Termination Time, as may be required or appropriate (“**Monitor Incidental Matters**”).

11. Notwithstanding any provision of this Order, the Monitor’s discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following and after the CCAA Termination Time, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor following the CCAA Termination Time with respect to the Petitioners or these CCAA proceedings.
12. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity as Monitor, including in connection with any Monitor Incidental Matters taken after the CCAA Termination Time, except with prior leave of this Court on not less than fifteen (15) days prior notice to the Monitor.

RELEASE

13. Effective as of the CCAA Termination Time, KSV Restructuring Inc. (whether in its capacity as Monitor or otherwise), the DIP Lenders, the Secured Lenders, counsel to the Monitor, counsel to the Petitioners and counsel to the DIP Lenders and each of their respective affiliates, partners, employees and agents, the Petitioners and its employees, and current and former officers and directors, as applicable, (collectively, the "**Nexii Directors and Officers**") (the aforementioned, collectively, the "**Released Parties**") be and are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any action or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of the filing of the Monitor’s Termination Certificate in any way relating to or arising out of the assets, obligations, business or affairs of the Petitioners or in respect of these CCAA Proceedings (the "**Released Claims**" and each a "**Released Claim**") and any such Released Claims are hereby released, stayed, extinguished and forever barred, with prejudice, and the Released Parties shall have no liability in respect thereof, provided however that Released Claims shall not include any claim arising out of gross negligence or willful misconduct on the part of the Released Parties.
14. Any Released Claim asserted against the Nexii Directors and Officers that is covered by the D&O Policy (as defined in the first affidavit of William Tucker sworn January 10, 2024) (each an "**Insured Claim**"), but only to the extent of any such available insurance, shall not be compromised, released, discharged, cancelled or barred by this Order, and any

person having an Insured Claim shall be irrevocably limited to recovery in respect of such Insured Claim solely from the proceeds of the applicable insurance policies, and persons with Insured Claims shall have no right to, and shall not, directly or indirectly, seek any recoveries in respect thereof from the Nexii Directors and Officers, other than enforcing such person's rights to be paid by the applicable insurer(s) from the proceeds of the applicable insurance policies.

15. Nothing in this Order, including, without limitation, the releases of the Nexii Directors and Officers provided for herein, shall have any effect on any rights, remedy, suit or proceeding against any personal indemnitor or guarantor in respect of any indemnity or guarantee made by such Nexii Directors and Officers in his or her personal capacity
16. Notwithstanding any other provision of this Order, nothing in this Order shall waive, discharge, release, cancel or bar any claim against the Released Parties that is not permitted to be released pursuant to s. 5.1(2) of the CCAA.

STAY EXTENSION

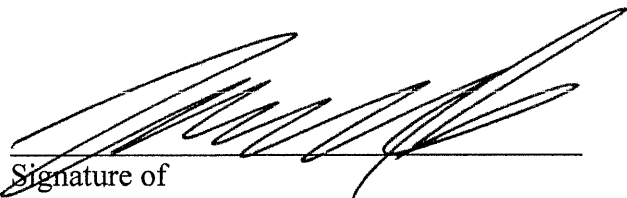
17. The Stay Period granted in paragraph 16 of the Amended and Restated Initial Order, as extended pursuant to paragraph 3 of the Ancillary Order dated April 26, 2024, is hereby extended to the earlier of: (a) the CCAA Termination Time; and (b) August 31, 2024.

GENERAL

18. The Petitioners or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.
19. Endorsement of this Order by counsel appearing, other than counsel for the Monitor, is hereby dispensed with.
20. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court overseeing the Petitioners' proceedings under Chapter 15 of the Bankruptcy Code in Case No. 24-10026-JKS, or in any other foreign jurisdiction, to give effect to this Order and to assist the Petitioners or the Additional Petitioners, the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners, the Additional Petitioners and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Petitioners, the Additional Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

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:

ENDORSEMENTS ATTACHED

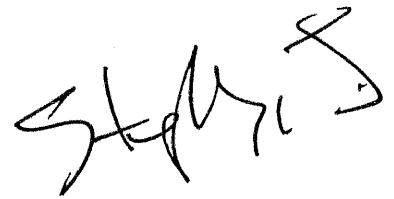


Signature of

Party Lawyer for KSV
Restructuring Inc.

Bennett Jones LLP
(Michael Shakra)

BY THE COURT



REGISTRAR

CHECKED


Schedule "A"

List of Counsel

NAME	PARTY
Michael Shakra and Andrew Froh	The Monitor, KSV Restructuring Inc.
Kyle Plunkett (MS Teams)	Powerscourt Investments XXV, LP, Trinity Capital Inc., Powerscourt Investments XXV Trust, Horizon Technology Finance Corporation and Horizon Credit II LLC
Vicki Tickle	Counsel to the Purchaser Parties, Nexiican Holdings Inc. and Nexii, Inc.

Schedule "B"

Form of Monitor's Certificate

No S240195
Vancouver Registry

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., NEXII HOLDINGS INC., 4540514
CANADA INC., 1061660 B.C. LTD., 0592286 B.C. LTD, 0713447 B.C. LTD, AND 0597783
B.C. LTD.**

PETITIONERS

MONITOR'S CERTIFICATE

1. Capitalized terms used but not otherwise defined in this Monitor's Certificate shall have the meaning given to them in the Order of the Supreme Court of British Columbia (the "**Court**") pronounced on June 28, 2024 (the "**Ancillary Order**").
2. Pursuant to an Order of the Court pronounced January 11, 2024 (the "**Initial Order**"), KSV Restructuring Inc. was appointed as the monitor (in such capacity, the "**Monitor**") of the Petitioners. The proceedings commenced therein are hereinafter referred to as the "**CCAA Proceedings**".
3. Pursuant to the Approval and Vesting Order, the Court ordered that the within CCAA Proceedings shall be terminated without any further act or formality (the "**CCAA Termination Time**") upon, among other things, the delivery by the Monitor on the service list in these CCAA Proceedings ("**Service List**") of this Monitor's Certificate certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA Proceedings have been completed

THE MONITOR HEREBY CERTIFIES as follows:

1. To the best of its knowledge, all the remaining matters to be attended to in connection with the CCAA Proceedings have been completed

**Dated at the City of Vancouver, in the Province of British Columbia, this [*] day of [*],
2024.**

KSV Restructuring Inc., in its capacity as
the Court-appointed Monitor of the
Petitioners and not in its personal capacity.

Name:

Title:

No. S240195
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF NEXII BUILDING SOLUTIONS
INC.,
NEXII CONSTRUCTION INC, NBS IP INC., NEXII
HOLDINGS INC., 4540514 CANADA INC., 1061660 B.C.
LTD., 0592286 B.C. LTD, 0713447 B.C. LTD, AND 0597783
B.C. LTD.

PETITIONERS

ANCILLARY ORDER
