



No. S-254287
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 OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US
GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC
and OAK AND FORT CALIFORNIA, LLC

PETITIONERS

**SIXTH REPORT OF KSV RESTRUCTURING INC.
AS MONITOR**

DECEMBER 23, 2025

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1.0 Introduction

1. On June 2 and 3, 2025 (as applicable, the “**Filing Date**”) Oak and Fort Corp. (“**Oak Corp**”), 1282339 B.C. Ltd., Oak and Fort US Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings LLC, and Oak and Fort California, LLC (collectively, the “**Petitioners**” or the “**Company**”) filed Notices of Intention to Make a Proposal in accordance with Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), and KSV Restructuring Inc. (“**KSV**”) consented to act as proposal trustee (such proceedings, collectively, the “**Proposal Proceedings**” and KSV in such capacity the “**Proposal Trustee**”).
2. Pursuant to an order (the “**Initial Order**”) issued by the Supreme Court of British Columbia (the “**Court**”) on June 6, 2025, the Proposal Proceedings were converted to and continued under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). Pursuant to the Initial Order, KSV was appointed monitor of the Petitioners (in such capacity, the “**Monitor**”).
3. On June 7, 2025, the Petitioners commenced proceedings in the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) seeking recognition of these CCAA proceedings as a foreign main proceeding under Chapter 15 of title 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”, and such proceedings, the “**Chapter 15 Proceedings**”). On June 9, 2025, the U.S. Court granted a provisional order recognizing the Canadian stay of proceedings.
4. At the comeback hearing on June 16, 2025, the Court issued an Amended and Restated Initial Order that, among other things, extended the stay of proceedings to and including July 4, 2025 (the “**Stay Period**”).
5. At a hearing on July 4, 2025, the Court issued:
 - a) a Second Amended and Restated Initial Order (the “**SARIO**”), among other things:
 - i. approving an interim financing facility (the “**Interim Facility**”) in the maximum principal amount of \$2,500,000 between Oak and Fort Corp., as the borrower, and Klaus Lam, Bo Ra Kam, Min-Seon Scott Park, Bear and Otter Holdings Ltd., and Min Kang as lenders (collectively, the “**Interim Lender**”), pursuant to the debtor-in-possession Financing Term Sheet dated June 25, 2025, and granting a charge on the Property (as defined in the SARIO) in connection with the same; and
 - ii. extending the Stay Period from July 4, 2025 to and including October 3, 2025;
 - b) a Claims Process Order (the “**Claims Process Order**”), among other things, approving a claims process for soliciting and determining claims against the Petitioners and their directors and officers (the “**Claims Process**”) and authorizing the Monitor and Petitioners to carry out the Claims Process on the terms set out therein. As more fully discussed in Section 4 below, the administration of the Claims Process is substantially complete.

6. The U.S. Court made orders on July 9, 2025 and July 17, 2025 recognizing the SARIO and Claims Process Order, respectively.
7. At a hearing on October 3, 2025, the Court issued a Stay Extension Order, among other things, extending the Stay Period from October 3, 2025 to and including November 21, 2025.
8. At a hearing on November 20, 2025 (the “**November 20th Hearing**”), the Court issued a Stay Extension and Financing Approval Order, among other things, (a) approving and authorizing the Company to enter into an agreement in connection with financing its insurance premiums and granting relief related thereto, and (b) further extending the Stay Period from November 21, 2025 to and including February 2, 2026.
9. At a hearing on November 28, 2025, the Court issued:
 - a) a Meeting Order (the “**Meeting Order**”), among other things:
 - i. approving the filing of a consolidated plan of compromise and arrangement (the “**Plan**”); and
 - ii. authorizing the Petitioners to convene a virtual meeting of the Petitioners’ arm’s-length proven unsecured creditors (“**Affected Creditors**”) holding Affected Claims (as defined in the Plan) (the “**Meeting**”) on December 19, 2025 to consider and vote on the Plan;
 - b) an Order (the “**Ancillary Order**”), among other things, approving the terms of a fee letter dated November 24, 2025 between HUK 165 Limited (“**Hilco**”) and Oak Corp (the “**Fee Letter**”) for the payment of a facility fee in the amount of \$210,000 (the “**Facility Fee**”) in connection with the exit financing to be provided by Hilco and authorizing Oak Corp’s payment of the Facility Fee contemplated thereunder. The Facility Fee was paid on November 28, 2025.
10. Additional information regarding the Petitioners and these proceedings can be found in the affidavits sworn by Min Kang, the Petitioners’ Chief Executive Officer, and in the prior reports filed by the Monitor in these proceedings, including the Monitor’s Fifth Report to Court dated November 26, 2025 (the “**Fifth Report**”) which provides a discussion of the Plan and the basis for the Monitor’s support thereof. Court materials filed in these proceedings are available on the Monitor’s website at <https://www.ksvadvisory.com/experience/case/oakandfort> (the “**Case Website**”).

1.1 Purposes of this Report

1. The purposes of this report (the “**Sixth Report**”) are to:
 - a) provide background information regarding the Company and these proceedings;
 - b) provide information regarding the administration of the Claims Process;
 - c) provide the voting results of the Meeting;
 - d) provide the Monitor’s recommendation that the Plan be sanctioned by the Court, as well as the reasons for this recommendation;

- e) summarize and to seek approval of the fees and disbursements of the Monitor and its counsel, Bennett Jones LLP ("**Bennett Jones**"), from:
 - i. the commencement of these proceedings to December 19, 2025; and
 - ii. an accrual of an aggregate amount of \$450,000 (excluding disbursements and applicable taxes) for fees incurred and to be incurred by the Monitor and its legal counsel from December 20, 2025 through to the discharge of the Monitor (the "**Fee Accrual**");
- f) recommend that the Court issue:
 - i. an Order (the "**Sanction Order**"), among other things, sanctioning the Plan and granting related relief, and releasing and discharging the Petitioners from these CCAA Proceedings upon plan implementation; and
 - ii. an Order (the "**Activity and Fee Approval Order**"):
 - approving the fees and disbursements of the Monitor, the Proposal Trustee and Bennett Jones, incurred from the commencement of these CCAA Proceedings to December 19, 2025, respectively and each as detailed further in the Fee Affidavits (as defined below);
 - approving the fees and disbursements of the Monitor and Bennett Jones incurred from December 20, 2025 to the date of filing of the Monitor's Discharge Certificate, estimated, in aggregate, not to exceed the amount of the Fee Accrual; and
 - approving the Proposal Trustee's and the Monitor's previous reports to Court and the activities described therein and this Sixth Report and the Monitor's activities described herein.

1.2 Restrictions

1. In preparing this Sixth Report, the Monitor has relied upon the Company's unaudited financial information, financial forecasts, books and records, information available in the public domain and discussions with the Company's management.
2. The Monitor has not audited, or otherwise attempted to verify, the accuracy or completeness of the financial information relied on to prepare this Sixth Report in a manner that complies with Canadian Auditing Standards ("**CAS**") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.
3. KSV expresses no opinion or other form of assurance with respect to the financial information presented in this Sixth Report or relied upon by KSV in preparing this Sixth Report. Any party wishing to place reliance on the financial information is required to perform its own due diligence and perform such additional investigations as it requires. KSV makes no representation or warranty as to the accuracy, completeness or fitness for purpose of the financial and other information presented herein.

4. Future oriented financial information relied upon in this Sixth Report is based upon the Company's assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.
5. This Sixth Report should be read in conjunction with the Affidavit of Min Kang, CEO of the Company, in support of the Sanction Order, affirmed December 22, 2025 (the "**Ninth Affidavit**").

1.3 Currency

1. All currency references in this Sixth Report are in Canadian dollars, unless otherwise noted.

2.0 Background and Update

1. The Petitioners are a Canadian-based specialty retailer operating on a consolidated basis and offering a broad range of fashion apparel, accessories, jewelry, and homeware under the "Oak + Fort" brand through its e-commerce website and retail stores across Canada and the United States.
2. The Affidavits of Min Kang affirmed June 6, 2025 and June 12, 2025 (linked [here](#) and [here](#)) provide, among other things, background information concerning the Company's business, including reasons for the commencement of these CCAA proceedings. That information is not repeated in this Sixth Report.

2.1 Debt and Equity Financing

1. As described in greater detail in the Fifth Report, the Company has received commitments for:
 - a) equity financing in the aggregate amount of approximately \$4 million, which includes (i) the conversion of approximately \$1.7 million of the \$2.5 million principal amount advanced under the Interim Facility (together with all accrued interest costs and other amounts owing thereunder) into equity, and (ii) \$2.3 million of fresh capital, to be used to, among other things, satisfy the proposed payments to Affected Creditors under the Plan; and
 - b) debt financing from Hilco in the form of an asset-based working capital facility in the authorized amount of not less than \$7 million, to be used as exit financing to support the operational needs of the Company following Plan implementation.
2. As detailed in the Supplement to the Fifth Report dated December 17, 2025, the Monitor has been advised by counsel to the Company that execution of the finalized equity financing documents is anticipated in the coming days, and in any event prior to Plan implementation.

3.0 Monitor's Assessment of the Plan

1. The Fifth Report summarized, *inter alia*, the Petitioners' background, restructuring initiatives undertaken by the Petitioners, the key terms and conditions of the Plan, including the releases contemplated by the Plan, an assessment of the alternatives to the Plan and the reasons the Monitor recommended that Affected Creditors vote to accept the Plan. Accordingly, that information is not repeated herein. A copy of the Fifth Report (without appendices) is included as **Appendix "A"**.
2. In accordance with the Meeting Order, the Monitor:
 - a) published the following documents on the Case Website on December 2, 2025;
 - i. the Plan;
 - ii. the Meeting Order;
 - iii. the Notice of Meeting to Affected Creditors substantially in the form attached as Schedule "F" to the Meeting Order;
 - iv. the Electronic Meeting Protocol substantially in the form attached as Schedule "D" to the Meeting Order; and
 - v. a blank form of proxy substantially in the form attached as Schedule "C" to the Meeting Order, to be submitted to the Monitor by any Unsecured Creditor who wishes to vote at the Meeting, whether in person or by proxy.(subparagraphs (a)(i) to (a)(v), collectively, the **"Meeting Materials"**);
 - b) sent, via email and mail to each Affected Creditor on or around December 3, 2025, a copy of the Fifth Report and the Meeting Materials. In each case, the package was sent to the Affected Creditor's e-mail or mailing address as set out in their proof of claim filed in the Claims Process; and
 - c) arranged for publication of a newspaper notice (the **"Newspaper Notice"**) of the Meeting in *The Globe and Mail* (National Edition) on December 3, 2025.
3. In addition to the Monitor's comments on the Plan set out in the Fifth Report, the Monitor is of the view that the presentation of the Plan on a consolidated basis is appropriate in the circumstances for the following reasons. As noted in the Monitor's prior Reports, the Petitioners operate on a consolidated basis, and fundraising in support of the Plan and the Company's post-emergence working capital needs was sought and obtained on the basis of such consolidated operations, and will benefit the enterprise group as a whole. In the Monitor's view, no stakeholder will be prejudiced by the presentation of the Plan on a consolidated basis.

4.0 Claims Process¹

1. The Claims Process was described in the Supplement to the Second Report of the Monitor dated July 3, 2025, and, that information is not repeated in this Sixth Report.
2. The Fifth Report provided an update on the process of the Claims Process to November 26, 2025, and detailed certain Restructuring Claims that were still pending determination at that time. As described in the Supplement to the Fifth Report, these claims have now been resolved such that the Claims Process is complete, with the exception of the Potential Unresolved Employee Claims (as defined below). The following table summarizes the proven claims of Affected Creditors filed in the Claims Procedure (collectively, the “**Accepted Claims**”).

Creditor	Number of Claims	Amount (\$000s)
Pre-filing Claims	61	15,046
Restructuring Claims	5	7,092
Termination Claims	18	26
Total	84	22,164

4. In addition to the Accepted Claims:
 - a) pursuant to the Claims Process Order, employee claims were to be addressed using a “negative response” mechanism, whereby the claims of Terminated Employees were to be calculated by the Petitioners based on their books and records and were sent to each Terminated Employee in a Termination Claim Statement, who was able to dispute the Termination Claim within 35 days if it disagreed with the Petitioners’ calculation as set out in the Termination Claim Statement. As at the date of this Sixth Report, the Monitor notes that there are six Terminated Employees with aggregate claims totalling nil, that are still within their 35-day dispute period, and, therefore, their claims are not yet reflected as Accepted Claims; further, the Petitioners have also advised the Monitor that they are expecting a few more employee terminations prior to implementation of the Plan in January as part of the Petitioners’ ongoing restructuring efforts (collectively, the “**Potential Unresolved Employee Claims**”);
 - b) three creditors, being the Company’s known pre-filing secured lenders, have submitted Secured Claims totaling approximately \$2.85 million – these are treated as Unaffected Claims under the Plan; and
 - c) no D&O Claims have been filed.

¹ Capitalized terms in this section of the Sixth Report and not otherwise defined have the meanings provided to them in the Claims Process Order.

5. The Potential Unresolved Employee Claims will not be resolved before implementation of the Plan as the applicable Terminated Employee Claims Bar Date may not have expired. In order to address the Potential Unresolved Employee Claims, the Company has agreed to fund an amount under the Disputed Claims Reserve (as defined in the Plan). This will require the Company to fund an amount equal to four percent (4%) of the aggregate face value of the Potential Unresolved Employee Claims (as determined in the known and anticipated Termination Claim Statements), plus a contingency amount to account for a potential increase in the Potential Unresolved Employee Claims in the event that they are disputed and ultimately accepted at a higher amount (the “**Unresolved Employee Claims Reserve Amount**”). The Monitor, with the assistance of the Company, will review the Potential Unresolved Employee Claims and determine an appropriate contingency amount that in the Monitor’s view, represents the maximum potential value of the Potential Unresolved Employee Claims, if any should be disputed in accordance with the Claims Process Order. The Unresolved Employee Claims Reserve Amount shall either be paid to creditors having Potential Unresolved Employee Claims, once all or a portion of such claims are determined to be Accepted Claims, or returned back to the Company if any residual amounts remain following the payment and administration of all the Potential Unresolved Employee Claims.

5.0 Meeting

1. The Meeting was convened on December 19, 2025 at 10 a.m. (Vancouver time). In accordance with the Meeting Order, the meeting was conducted virtually.
2. In accordance with the Meeting Order, representatives of the Monitor acted as Chair, Recording Secretary and scrutineer for the purpose of coordinating attendance, confirming quorum and tabulating votes.
3. In addition to the various Affected Creditors, the Meeting was attended by members of the Petitioners’ management, the Petitioners’ legal counsel, representatives of the Monitor, and the Monitor’s legal counsel.
4. The Meeting followed the agenda noted below:
 - a) first, the Monitor provided a brief summary of the Plan, the liquidation analysis of the Petitioners, and the Monitor’s recommendation to Affected Creditors in its Fifth Report to Court dated November 28, 2025 (the “**Fifth Report**”) with reference to a PowerPoint presentation prepared by the Monitor and the Petitioners;
 - b) second, Affected Creditors were provided an opportunity to pose questions to the Petitioners and the Monitor and their respective counsel;
 - c) third, the Monitor held the vote and began tabulating the results; and
 - d) lastly, the Monitor announced the result of the votes and concluded the Meeting.

5. The table below provides the results of the voting at the Meeting:²

	Number	%	Value (\$000s)	%
For approval	27	100%	16,364	100%
Opposed	-	0%	-	0%
Total	27	100%	16,364	100%

6. As reflected in the table above, the Plan was unanimously accepted by the Affected Creditors voting in person or by proxy and therefore the Required Majority has approved the Plan. Accordingly, the Petitioners are now seeking to have the Plan sanctioned by the Court.
7. A copy of the minutes of the Meeting, which includes a copy of the attendance and a copy of the Scrutineer's Report, is provided as **Appendix "B"**.

6.0 Monitor's Recommendation on the Sanctioning of the Plan

1. The Monitor recommends that the Court issue the Sanction Order approving the Plan for the following reasons:
- a) the reasons summarized in Section 6.2 of the Fifth Report, including that the releases contemplated under the Plan (as summarized in the Fifth Report) do not include any releases not permitted under Section 5.1(2) of the CCAA or other non-standard releases;
 - b) the Petitioners have acted in good faith and with due diligence and have complied with the provisions of the CCAA and the Orders made in the CCAA proceedings in all respects;
 - c) the notification process for the Meeting, and the Meeting itself, was conducted in accordance with the Meeting Order;
 - d) the Claims Process is substantially complete, with the exception of certain Potential Unresolved Employee Claims which will be appropriately addressed through the Disputed Claims Reserve, if needed;
 - e) the Plan was unanimously accepted by the Affected Creditors voting in person or by proxy on the Plan;
 - f) the presentation of the Plan on a consolidated basis is appropriate, and no stakeholder is prejudiced by this structure;
 - g) the releases provided in the Plan are reasonable in the circumstances, and the Released Parties have made significant contributions towards the Petitioners' restructuring efforts and the Plan; and
 - h) the Plan complies with the provisions of the CCAA, including that there are no claims being compromised under the Plan which are prohibited from being compromised under the CCAA.

² There were no Disputed Claims at the time of the Meeting, and accordingly no separate tabulation (as contemplated in paragraph 35(c) of the Meeting Order) was necessary.

2. For the reasons noted above, the Monitor believes the Plan and the transactions contemplated by it are fair and reasonable and, accordingly, recommends that the Court issue the Sanction Order.

7.0 Next Steps³

1. If the Sanction Order is granted, a pre-condition to Plan implementation is the U.S. Court granting the Recognition Order, in form acceptable to the Company and the Monitor, which would among other things, recognize the Sanction Order and declare it to be effective in the U.S.
2. Once all conditions to the Plan have been satisfied, the Plan will need to be implemented by the Petitioners in accordance with its terms and the Monitor will file a certificate confirming that the Plan has been implemented (the “**Monitor’s Certificate**”). The granting of the Sanction Order and issuance of the Recognition Order by the U.S. Court represent the two most material outstanding conditions precedent to Plan implementation at this time. At this time, no implementation issues are anticipated with respect to the completion of the equity or debt financings, or the Petitioners’ funding of the Cash Pool on or prior to the Effective Date.
3. It is expected that these remaining conditions will be satisfied before the “Plan Outside Date” (February 2, 2026, or such later date as the Company and the Monitor agree) and distributions to Affected Creditors are anticipated to be issued by the Monitor, on behalf of the Petitioners, not more than ten (10) Business Days after the Effective Date (each as defined in the Plan).
4. Upon filing of the Monitor’s Certificate (the “**Effective Date**”), the Plan and the Sanction Order, as applicable, provide that:
 - a. as soon as practicable and within ten (10) days following the Effective Date, the Petitioners will deliver to the Monitor a statement setting forth in reasonable detail the final calculation of the Administrative Costs;
 - b. the Monitor will make one or more payments as needed to the parties entitled to receive payments in respect of Administrative Costs from the Administrative Costs Reserve, and the balance of the Administrative Costs Reserve, if any, will go to the Petitioners;
 - c. the Plan will be effective and enure to the benefit of and be binding upon the Petitioners, the Creditors and all other Persons as provided in the Plan or the Sanction Order;
 - d. all steps contemplated under the Plan, including the Restructuring Transactions, are authorized and approved on the date they are deemed to occur in the sequential order contemplated by Schedule “A” to the Plan;

³ Capitalized terms in this section of the Sixth Report and not otherwise defined have the meanings provided to them in the Sanction Order or the Plan as applicable.

- e. subject to the performance by the Petitioners of their obligations under the Plan, and except to the extent expressly contemplated by the Plan or the Sanction Order, all Continuing Contracts that have not expired or been terminated prior to the Effective Date pursuant to their terms or by agreement will be and shall remain in full force and effect as at the Effective Date, unamended except as they may have been amended by agreement of the parties thereto subsequent to the Filing Date, and no Person who is a party to any such agreement shall, following the Effective Date, accelerate, terminate, rescind, refuse to perform or otherwise repudiate its obligations thereunder, or enforce or exercise any right (including any right of setoff, option, dilution or other remedy) or make any demand under or in respect of any such agreement, by reason of:
 - i. any defaults or events of default arising as a result of the insolvency of the Petitioners prior to the Effective Date;
 - ii. the fact that the Petitioners have sought or obtained relief under the CCAA or that the Plan has been implemented by the Petitioners;
 - iii. the effect on the Petitioners of the completion of any of the transactions contemplated by the Plan, including the Restructuring Transactions;
 - iv. any compromises or arrangements effected pursuant to the Plan; or
 - v. any other event(s) which occurred on or prior to the Effective Date which would have entitled any Person thereto to enforce those rights and remedies, subject to any express provisions to the contrary in any agreements entered into with the Petitioners after the Filing Date;
- f. all Accepted Claims and Disallowed Claims determined in accordance with orders of the Court, including the Claims Process Order are final and binding on the Petitioners and all Creditors;
- g. the commencement or prosecution, whether directly, indirectly, derivatively or otherwise, of any demands, claims, actions, counterclaims, suits, judgments, or other remedies or recoveries with respect to any Claim released, discharged or terminated pursuant to the Plan shall be permanently enjoined;
- h. the releases effected by the Plan are approved, and declared to be binding and effective as of the Effective Date upon all Creditors, the Petitioners, the Monitor and all other Persons affected by the Plan and shall enure to the benefit of all such Persons;
- i. except for the Administration Charge which shall continue in accordance with the Second Amended and Restated Initial Order, all CCAA Charges established by the Second Amended and Restated Initial Order or any other Order, shall be terminated, released and discharged effective on the Effective Date;
- j. any claims for which a Proof of Claim has not been filed, disputed or appealed by the dates required by the Claims Process Order shall be forever barred and extinguished in accordance with the Claims Process Order;

- k. all Liens of Affected Creditors, including all security registrations in favour of any Affected Creditor, are discharged and extinguished, and the Petitioners or its counsel shall be authorized and permitted to file discharges and full terminations of all Lien filings (whether pursuant to personal property security legislation or otherwise) against the Petitioners in any jurisdiction without any further action or consent required whatsoever;
 - l. the Stay Period continues until February 2, 2026; and
 - m. the Monitor is authorized to perform its obligations under the Plan including on and after the Effective Date.
- 2. At the Effective Date, the Petitioners shall be released and discharged from the CCAA Proceedings, other than in relation to matters related to the implementation of the Plan. From and after the Effective Date, the Monitor will remain engaged in the administration of distributions under the Plan, and the resolution of any Potential Unresolved Employee Claims, if any.
 - 3. After completion of these activities, the Monitor will file a certificate (the “**Monitor’s Discharge Certificate**”), certifying that the Monitor has satisfied all obligations under the Plan, the Sanction Order, the CCAA, and all other Orders issued by the Court in these proceedings, and discharging the Monitor and otherwise terminating these CCAA Proceedings.
 - 4. The specific timeline for the completion of these administrative activities is unknown at this time, with the biggest timing variable being the potential for any undelivered distribution cheques to Affected Creditors operating overseas. The Monitor intends to proactively engage with foreign-based Affected Creditors to minimize any potential delays that may arise from such administrative activities.
 - 5. During the period from the Effective Date to the filing of the Monitor’s Discharge Certificate, the Monitor will continue to benefit from the protections set forth in the SARIO, the Claims Process Order, the Sanction Order and the other orders issued by this Court from time to time in these CCAA Proceedings.
 - 6. In the Monitor’s view, the mechanisms set out in the proposed Sanction Order for the termination of these CCAA Proceedings and discharge of the Monitor are appropriate in the circumstances, having regard to, among other factors:
 - a. the scope of post-Plan implementation activities to be undertaken by the Monitor in accordance with the Plan and Claims Process Order;
 - b. the need for these activities to be carried out so that Affected Creditors can receive the compensation provided for in the Plan in a timely and orderly manner;
 - c. the need for the Petitioners to exit these CCAA Proceedings in order to satisfy the terms of the debt financing arrangements, and to return to normal course operations as expeditiously as possible;

- d. the imperative of procedural efficiency, whereby the Petitioners and Monitor will not need to return to Court for any further relief to complete the implementation of the Plan and the administration of these CCAA Proceedings, provided that the Monitor and Petitioners will retain the ability to apply to Court for advice and directions should any unanticipated challenges arise

8.0 Approval of Monitor's Reports and Activities

1. The Monitor is requesting the Activity and Fee Approval Order:
 - a) approving the Proposal Trustee's, and the Monitor's previous reports to Court and the activities described therein and this Sixth Report and the Monitor's activities described herein;
 - b) approving the fees and disbursements of the Proposal Trustee, the Monitor and Bennett Jones, incurred from the commencement of these CCAA Proceedings to December 19, 2025, respectively and each as detailed further in the Fee Affidavits; and
 - c) approving the fees and disbursements of the Monitor and Bennett Jones to be incurred from December 20, 2025 to the date of filing of the Monitor's Discharge Certificate, estimated, in aggregate, not to exceed the amount of the Fee Accrual.
2. The fees (excluding disbursements and applicable taxes) of the Monitor and Bennett Jones from the commencement of these proceedings to December 19, 2025 total \$795,153.20 and \$639,702.50, respectively.
3. The average hourly rates for KSV and Bennett Jones for the referenced billing periods were \$595.28 and \$887.49, respectively.
4. Detailed invoices in respect of the fees and disbursements of the Monitor and Bennett Jones are provided in the appendices to the affidavits (the "**Fee Affidavits**") sworn by representatives of KSV and Bennett Jones, which are attached as **Appendices "C"** and **"D"**, respectively.
5. The Monitor is of the view that the hourly rates charged by Bennett Jones are consistent with the rates charged by corporate law firms practicing in the area of corporate insolvency and restructuring in the Vancouver and Toronto markets, and that the overall fees charged by Bennett Jones and the Monitor are reasonable and appropriate in the circumstances.
6. The Monitor is also of the view that the Fee Accrual is reasonable and appropriate in the circumstances as it provides for the fees that have been or will be incurred from December 20, 2025 until the date of filing of the Monitor's Discharge Certificate post-implementation.

7. The Monitor's anticipated pre-implementation activities include preparing for and attending the Sanction Hearing, reviewing and coordinating materials to be filed in connection with and attending the Recognition Hearing, assisting the Petitioners to prepare for implementation of the Plan. The Monitor's anticipated post-implementation activities will be limited to those activities contemplated in the Plan and Claims Process Order, including administering distributions to Affected Creditors pursuant to the Plan, and assisting the Company in resolving any disputed Potential Unresolved Employee Claims. Fees incurred by the Monitor after the Effective Date will be paid from the Administrative Costs Reserve (as defined in the Plan), with any unused balance remaining in the Administrative Costs Reserve being returned to the Company in connection with the Monitor's discharge.

9.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the Sanction Order sought by the Petitioners and the Activity and Fee Approval Order sought by the Monitor.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.

**IN ITS CAPACITY AS MONITOR OF OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC, AND OAK AND FORT CALIFORNIA, LLC
AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”



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NOVEMBER 26, 2025

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1.0 Introduction

1. On June 2 and 3, 2025 (as applicable, the "**Filing Date**") Oak and Fort Corp. ("**Oak Corp**"), 1282339 B.C. Ltd., Oak and Fort US Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings LLC, and Oak and Fort California, LLC (collectively, the "**Petitioners**" or the "**Company**") filed Notices of Intention to Make a Proposal in accordance with Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), and KSV Restructuring Inc. ("**KSV**") consented to act as proposal trustee (such proceedings, collectively, the "**Proposal Proceedings**").
2. Pursuant to an order (the "**Initial Order**") issued by the Supreme Court of British Columbia (the "**Court**") on June 6, 2025, the Proposal Proceedings were converted to and continued under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). Pursuant to the Initial Order, KSV was appointed monitor of the Petitioners (in such capacity, the "**Monitor**").
3. On June 7, 2025, the Petitioners commenced proceedings in the United States Bankruptcy Court for the Southern District of New York (the "**U.S. Court**") seeking recognition of these CCAA proceedings as a foreign main proceeding under Chapter 15 of title 11 of the United States Bankruptcy Code (the "**Bankruptcy Code**", and such proceedings, the "**Chapter 15 Proceedings**"). On June 9, 2025, the U.S. Court granted a provisional order recognizing the Canadian stay of proceedings.
4. At the comeback hearing on June 16, 2025, the Court issued an Amended and Restated Initial Order that, among other things, extended the stay of proceedings to and including July 4, 2025 (the "**Stay Period**").
5. At a hearing on July 4, 2025, the Court issued:
 - a) a Second Amended and Restated Initial Order (the "**SARIO**"), among other things:
 - i. approving an interim financing facility (the "**Interim Facility**") in the maximum principal amount of \$2,500,000 between Oak and Fort Corp., as the borrower, and Klaus Lam, Bo Ra Kam, Min-Seon Scott Park, Bear and Otter Holdings Ltd., and Min Kang as lenders (collectively, the "**Interim Lender**"), pursuant to the debtor-in-possession Financing Term Sheet dated June 25, 2025, and granting a charge on the Property (as defined in the SARIO) in connection with the same; and
 - ii. extending the Stay Period from July 4, 2025 to and including October 3, 2025;
 - b) a Claims Process Order (the "**Claims Process Order**"), among other things, approving a claims process for soliciting and determining claims against the Petitioners and their directors and officers (the "**Claims Process**") and authorizing the Monitor and Petitioners to carry out the Claims Process on the terms set out therein. As more fully discussed in Section 3 below, the administration of the Claims Process is substantially complete.
6. The U.S. Court made orders on July 9, 2025 and July 17, 2025 recognizing the SARIO and Claims Process Order, respectively.

7. At a hearing on October 3, 2025, the Court issued a Stay Extension Order, among other things, extending the Stay Period from October 3, 2025 to and including November 21, 2025.
8. At a hearing on November 20, 2025 (the “**November 20th Hearing**”), the Court issued a Stay Extension and Financing Approval Order, among other things, (a) approving and authorizing the Company to enter into an agreement in connection with financing its insurance premiums and granting relief related thereto, and (b) further extending the Stay Period from November 21, 2025 to and including February 2, 2026.
9. At the November 20th Hearing, the Petitioners advised that they were in the process of finalizing a plan of compromise and arrangement and would be returning to Court in short order to seek relief that would permit such plan to be presented to creditors for consideration at a meeting of creditors intended to be held this calendar year. On November 24, 2025, the Petitioners filed a motion returnable on November 28, 2025 seeking to file a consolidated plan of compromise and arrangement substantially in the form attached to the Petitioners' application record (the “**Plan**”), and seeking authorization to call and conduct a meeting of creditors to consider and vote on the Plan, as more fully described in this report.
10. The principal purpose of these CCAA proceedings is to create a stabilized environment to enable the Company to develop and implement a comprehensive restructuring of the business with a view to emerging as a going-concern.

1.1 Purposes of this Report

1. The purposes of this report (the “**Fifth Report**”) are to:
 - a) provide background information regarding the Company and these proceedings;
 - b) provide information regarding the administration of the Claims Process;
 - c) provide information regarding the Plan;
 - d) provide information regarding the Company's proposed order in the form attached to the Petitioners' Application Record dated November 24, 2025 (the “**Meeting Order**”), which, among other things:
 - i. accepts the filing of the Plan;
 - ii. authorizes the Petitioners to establish one class of Affected Creditors (as defined below) for purposes of considering and voting on the Plan;
 - iii. authorizes the Petitioners to call, hold and conduct a meeting of the Affected Creditors (the “**Meeting**”), to be held virtually, to consider and vote on a resolution to approve the Plan, and approves the procedures to be followed with respect to the Meeting; and
 - iv. sets the date for the hearing of the Petitioners' application seeking sanction of the Plan should the Plan be approved by a majority in number of Affected Creditors representing two-thirds in dollar value of all voting claims (the “**Required Majority**”) present in person or by proxy at the Meeting;

- e) discuss the Company's go-forward business plan should the Plan be implemented in accordance with its terms;
- f) compare the estimated recoveries to the Company's arm's-length proven unsecured creditors ("**Affected Creditors**") holding Affected Claims (as defined in the Plan and discussed in Section 4.3 below) under the Plan to their estimated recoveries if the Company's assets were instead to be liquidated;
- g) discuss the reasons why the Monitor recommends that Affected Creditors vote to accept the Plan;
- h) discuss the next steps in these proceedings if the Required Majority of Affected Creditors vote to accept the Plan;
- i) discuss the terms of a fee letter dated November 24, 2025 between Hilco (as defined below) and Oak Corp (the "**Fee Letter**") for the payment of a facility fee in the amount of \$210,000 (the "**Facility Fee**") in connection with the exit financing to be provided by Hilco;
- j) provide information regarding a proposed order substantially in the form attached to the Petitioners' Application Record (the "**Ancillary Order**"), among other things, approving the Fee Letter and authorizing Oak Corp's payment of the Facility Fee contemplated thereunder; and
- k) provide the Monitor's conclusions and recommendations in connection with the foregoing.

1.2 Restrictions

1. In preparing this Fifth Report, the Monitor has relied upon the Company's unaudited financial information, financial forecasts, books and records, information available in the public domain and discussions with the Company's management.
2. The Monitor has not audited, or otherwise attempted to verify, the accuracy or completeness of the financial information relied on to prepare this Fifth Report in a manner that complies with Canadian Auditing Standards ("**CAS**") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.
3. KSV expresses no opinion or other form of assurance with respect to the financial information presented in this Fifth Report or relied upon by KSV in preparing this Fifth Report. Any party wishing to place reliance on the financial information is required to perform its own due diligence and perform such additional investigations as it requires. KSV makes no representation or warranty as to the accuracy, completeness or fitness for purpose of the financial and other information presented herein.
4. Future oriented financial information relied upon in this Fifth Report is based upon the Company's assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.

5. This Fifth Report should be read in conjunction with the Affidavit of Min Kang, CEO of the Company, in support of the Meeting Order and Ancillary Order, affirmed November 24, 2025 (the “**Eighth Affidavit**”).

1.3 Currency

1. All currency references in this Fifth Report are in Canadian dollars, unless otherwise noted.

2.0 Background and Update

1. The Petitioners are a Canadian-based specialty retailer operating on a consolidated basis and offering a broad range of fashion apparel, accessories, jewelry, and homeware under the “Oak + Fort” brand through its e-commerce website and retail stores across Canada and the United States.
2. The Affidavits of Min Kang affirmed June 6, 2025 and June 12, 2025 (linked [here](#) and [here](#)) provide, among other things, background information concerning the Company’s business, including reasons for the commencement of these CCAA proceedings. That information is not repeated in this Fifth Report.

2.1 Company’s Restructuring Initiatives

1. Since the commencement of the CCAA proceedings, the Company has continued to evaluate its business operations and retail footprint in an effort to right-size its operations, turn around its business, and optimize its long-term business strategy. The Company, with the assistance of the Monitor, where applicable, has focused on addressing key issues it believed were necessary to achieve a successful restructuring with a view to presenting a comprehensive plan that would permit it to emerge from these proceedings as a going concern, including:
 - a) performing a detailed retail location profitability analysis resulting in the decision to exit two of its retail locations in Canada and six in the United States resulting in approximately \$2 million in annualized rent savings;
 - b) negotiating several lease amending agreements to obtain more favourable terms;
 - c) issuing five notices of disclaimer in respect of other equipment and service contracts;
 - d) reducing headcount from approximately 465 employees at the commencement of the CCAA proceedings to approximately 409 employees¹ as at the date of this Fifth Report;
 - e) administering the Court approved Claims Procedure, with the assistance of the Monitor, in order to determine the quantum of the claims against the Company and its directors and officers;

¹ This number excludes any casual/seasonal employees that are hired for the holiday season.

- f) communicating with key landlords and inventory suppliers to secure their continued support post-emergence, should the Plan be accepted and implemented;
 - g) negotiating post-emergence payment arrangements with existing secured creditors, should the Plan be accepted and implemented;
 - h) searching for sources of “exit” financing to support post-emergence working capital needs and subsequently negotiating the same with HUK 165 Limited (“**Hilco**”), as described further below; and
 - i) identifying and securing sources of equity investments, including to fund distributions to Affected Creditors under the Plan. The Company has secured approximately \$4 million of equity subscriptions (inclusive of the conversion of certain portions of the Interim Facility into equity) which are to be implemented should the Plan be accepted and implemented, as described further below.
2. As a result of the restructuring initiatives undertaken by the Company, including those described above, the Company’s emergence model demonstrates that, if the Plan is approved and implemented, the Company will exit these CCAA proceedings as a viable going concern, supported by improved operational cash flows and a strengthened balance sheet.

2.2 Debt and Equity Financing

1. Since the granting of the SARIO, the Company has, with the assistance of its financial advisor, advanced its restructuring strategy by preparing and distributing comprehensive investment solicitation packages, including pitch decks, financial models and data rooms, to enable potential lenders and investors to conduct thorough due diligence.
2. As described in greater detail in the Eighth Affidavit, the Company has received commitments for:
 - a) equity financing in the aggregate amount of approximately \$4 million, which includes (i) the conversion of approximately \$1.7 million of the \$2.5 million principal amount advanced under the Interim Facility (together with all accrued interest costs and other amounts owing thereunder) into equity, and (ii) \$2.3 million of fresh capital, to be used to, among other things, satisfy the proposed payments to Affected Creditors under the Plan; and
 - b) debt financing from Hilco in the form of an asset-based working capital facility in the authorized amount of not less than \$7 million, to be used as exit financing to support the operational needs of the Company following Plan implementation. As of the date of this Fifth Report, the Monitor understands that certain security-related conditions precedent to the Hilco facility remain subject to execution, including, intercreditor agreements with the Petitioners’ existing secured creditors, support agreements with the parties funding the equity financing and landlord waivers.

3. The Hilco financing includes a requirement for Oak Corp. to pay a Facility Fee in the amount of \$210,000, for which approval is sought in the Ancillary Order. Under the terms of the Fee Letter, the Facility Fee must be paid on the date the Court approves the payment of the Facility Fee. The terms of the Facility Fee as well as the Monitor's recommendation in support of the Ancillary Order are discussed in Section 7 below.
4. As of the date of this Fifth Report, the Monitor understands that the Company has substantially completed negotiating the principal commercial terms relating to both the debt and equity financings. The Monitor understands that the Petitioners are in the process of finalizing the remaining definitive documents relating to both the debt and equity financings, including the documents related to the security requirements of the debt financing.
5. Court materials filed in these proceedings, including the various affidavits sworn by Min Kang, including the Eighth Affidavit, the Monitor's reports, as well as materials filed in connection with the Chapter 15 Proceedings are available on the Monitor's website (the "**Case Website**") at the following link: <https://www.ksvadvisory.com/experience/case/oakandfort>.

3.0 Claims Process²

1. The Claims Process was described and addressed in the Supplement to the Second Report of the Monitor dated July 3, 2025, and, that information is not repeated in this Fifth Report.
2. In accordance with the Claims Process Order, the Monitor:
 - a) assisted the Petitioners in compiling a list of known Claimants from their books and records;
 - b) worked with the Petitioners to send, on or around July 11, 2025, a Claims Package to all known Claimants;
 - c) worked with the Petitioners to send an Employee Claims Package to all Terminated Employees;
 - d) worked with the Petitioners to send a Claims Package to all parties that may have a Restructuring Claim, as needed;
 - e) arranged for a notice to be published on July 11 and 14, 2025 in *The Globe and Mail* (National Edition);
 - f) posted the Claims Package on the Monitor's Case Website; and
 - g) logged Proof of Claim Forms upon receipt.

² Capitalized terms in this section of the Fifth Report and not otherwise defined have the meanings provided to them in the Claims Process Order.

3. In the Monitor's Third Report to Court dated September 29, 2025 (the "**Third Report**"), the Monitor advised that the administration of the Claims Process was ongoing, however, certain of the administration activities necessary to advance the Claims Process had been paused pending further advancement of the Petitioners' restructuring plan.
4. Since the Third Report, the Monitor, in consultation with the Petitioners, has continued to advance the Claims Process such that it is now substantially complete, with the exception of two Restructuring Claims that remain pending determination as of the date of this Fifth Report, as discussed further below. **3.1 Proofs of Claim**
5. The following table summarizes the proven claims of Affected Creditors filed in the Claims Procedure (collectively, the "**Accepted Claims**").

Creditor	Number of Claims	Amount (\$000s)
Pre-filing Claims	61	15,046
Restructuring Claims	3	2,110
Termination Claims	17	26
Total	81	17,182

6. The Accepted Claims include Restructuring Claims filed by Simon Property Group ("**Simon**"), which were filed subsequent to the applicable Restructuring Claims Bar Date. The Monitor and the Petitioners reviewed these late-filed claims and determined that there is a valid legal basis for these claims. Following discussions among the Petitioners, Simon, and the Monitor, the quantum of these Restructuring Claims were resolved at lower amounts on a consensual basis, and the Monitor and Petitioners consented to the filing of these claims in accordance with paragraph 31 of the Claims Process Order.
7. In reaching the determination to accept the filing of Simon's Restructuring Claims, the Monitor considered the following factors:
 - a) Simon had timely filed proofs of claim asserting pre-filing claims in respect of the two properties that were also the subject of the Restructuring Claims;
 - b) there is a valid legal basis for the Restructuring Claims asserted by Simon, and the revised accepted claim amounts accord with applicable legal principles;
 - c) although the Restructuring Claims were filed subsequent to the applicable Restructuring Claims Bar Date, this appears to have occurred due to genuine inadvertence. Since the Restructuring Claims were filed, Simon has worked diligently and in good faith with the Petitioners and the Monitor to reach a consensual resolution; and
 - d) due to the structure of the Plan, the acceptance of Simon's Restructuring Claims does not prejudice or impact the Claims or distributions of any creditors under the Plan.

8. In addition to the Accepted Claims:

- e) two landlords have filed Restructuring Claims in the aggregate amount of approximately \$11 million, which are still pending determination (the “**Unresolved Restructuring Claims**”). The Monitor and Petitioners are of the view that these claim amounts should be reduced to account for the landlords’ duty to mitigate in accordance with applicable legal principles. The Petitioners are actively engaging with these landlords and have agreed on terms in respect of a consensual resolution, which the parties are in the process of documenting and the Petitioners expect will be completed prior to the Meeting that will significantly reduce the quantum of the **Unresolved Restructuring Claims**, such that the Monitor can accept them as proven claims. If a consensual resolution is not reached in the coming days, the Monitor expects that it will formally dispute these claims by issuing Notices of Revision or Disallowance as prescribed under the Claims Process;
- f) pursuant to the Claims Process Order, employee claims were to be addressed using a “negative response” mechanism, whereby the claims of Terminated Employees were calculated by the Petitioners based on their books and records and were sent to each Terminated Employee, who was able to dispute the claim if it disagreed with the Petitioners’ calculation. As at the date of this Fifth Report, the Monitor has received one Terminated Employee Notice of Dispute, and has accepted such Terminated Employee’s claim amount set out in the Terminated Employee Notice of Dispute as an Accepted Claim;
- g) certain of the Company’s landlords have asserted that the Company has not paid amounts due in respect of the period subsequent to the Filing Date in accordance with applicable leases and related agreements reached during the pre-filing period. These landlords have filed Unaffected Claims in the aggregate amount of approximately \$1.5 million with respect to the post-filing payments that they assert are still owing, which are to be treated as Post-Filing Ordinary Course Payables Claims under the Plan, if implemented. The Petitioners and the landlords, with the assistance of the Monitor, have agreed on terms in respect of a consensual resolution, which the parties are in the process of documenting and the Petitioners expect will be completed prior to the Meeting;
- h) three creditors, being the Company’s known pre-filing secured lenders, have submitted Secured Claims totaling approximately \$2.85 million; and
- i) no D&O Claims have been filed.

4.0 The Plan

1. Sections 4 and 5 of this Fifth Report provide summaries of the Plan and the Meeting Order but do not address each and every provision of the Plan and the Meeting Order. Readers are cautioned that the commentary below is an overview only, and, as such, interested parties should review the Plan and the Meeting Order in their entirety. In the event of any conflict, inconsistency, ambiguity or difference between the provisions of this Fifth Report and the Plan or the Meeting Order, the provisions of the Plan or the Meeting Order, as applicable, will govern. Copies of the Plan and the Meeting Order will be made available on the [Case Website](#).

2. Capitalized terms in Sections 4 and 5 below that are not otherwise defined in this Fifth Report have the meanings provided to them in the Plan or the Meeting Order, as applicable.

4.1 Overview

1. The Plan was developed by the Petitioners and their counsel, in consultation with the Monitor and its counsel, and reflects the financing that the Petitioners have been able to raise for creditor distributions and their go-forward operations. If approved, the Plan will provide for a payment to each Affected Creditor in an amount equivalent to four percent (4%) of their Accepted Claim.

4.2 Purposes of the Plan

1. The Plan is presented with the expectation that Persons who have an economic interest in the Company will derive greater benefit from the implementation of the Plan than they would from a forced liquidation of the Company's assets and shut down of the business. As discussed in Section 6.1 below, the Plan provides Affected Creditors with a recovery that is greater than the estimated recovery in a liquidation scenario.
2. If approved, sanctioned and implemented, the Plan is intended to:
 - a) facilitate a restructuring of the Company by implementing the Restructuring Transactions, which include the issuance of the New Shares by Oak Corp to the New Equity Holders on account of the equity financing in the aggregate sum of not less than \$4 million;
 - b) provide for a settlement and payment of all Affected Claims through distributions from the Cash Pool;
 - c) effect a compromise, settlement and payment of all Accepted Claims;
 - d) grant releases in favour of the Released Parties in respect of Released Matters;
 - e) effect the release, discharge and extinguishment of the CCAA Charges, except for the Administration Charge; and
 - f) enable the Company and its business to continue to operate as a going concern from and after the Effective Date, being the date on which the Plan is implemented.

4.3 Terms and Conditions of the Plan

1. The following section provides an overview of the key aspects of the Plan.
 - a) **Classification of Creditors:** the Plan has a single class of creditors for the purpose of considering and voting on the Plan, being the "Unsecured Creditor Class" comprised of the Affected Creditors, other than Crown Priority Claims. Affected Creditors will be able to consider and vote on the Plan at the Meeting to be held virtually on December 19, 2025, at a link to be provided to duly-registered Affected Creditors in accordance with the Meeting Order.

- b) **Persons Affected:** the Plan provides for a compromise, settlement and/or payment over time, as the case may be, of the Affected Claims. The Plan does not affect the Claims of Unaffected Creditors with respect to and to the extent of their Unaffected Claims. An Unaffected Claim means any right or Claim that would otherwise be a Claim that is:
- i. a Claim secured by the CCAA Charges, being the Administration Charge, Directors' Charge, Intercompany Charge and the Interim Lender's Charge;
 - ii. a Post-Filing Ordinary Course Payables Claim;³
 - iii. Claims in respect of any payments referred to in subsections 6(3), 6(5) and 6(6) of the CCAA;
 - iv. an Equity Claim;
 - v. a Secured Claim; and
 - vi. a Claim of the type enumerated in Sections 5.1(2) and 19(2) of the CCAA.⁴
- c) **Establishment of the Cash Pool:** on or before the date of Plan implementation (being the Effective Date), the Company will transfer to the Monitor, in trust, amounts necessary to establish the Cash Pool, which shall be used to pay or satisfy:
- i. the amount required to establish the Unsecured Creditor Cash Fund, which will be used to fund the payment to Affected Creditors in an amount equivalent to four percent (4%) of their Accepted Claims;
 - ii. the Administrative Costs Reserve (\$350,000);
 - iii. the Disputed Claims Reserve (as discussed below), if necessary;
 - iv. the amount required to satisfy the CCAA Charges as of the Effective Date; and
 - v. the amount required to satisfy the payment in full of the Crown Priority Claims, if any. As of the date of this Fifth Report, the Monitor is not aware of any Crown Priority Claims.

In the event that excess funds remain in the Cash Pool after the payment of all amounts required under the Plan, the Monitor shall return such excess funds to the Company.

³ As defined in the Plan, a Post-Filing Ordinary Course Payables Claim means post-Filing Date payables that were incurred by the Company (a) after the Filing Date and before the Effective Date, (b) in the ordinary course of business, and (c) in compliance with the Initial Order and other Orders issued in connection with the CCAA Proceedings.

⁴ Refers to claims that: (a) relate to contractual rights of one or more creditors; (b) claims based on allegations of misrepresentations made by directors to creditors or of wrongful or oppressive conduct by directors; (c) arose by virtue of a fine, penalty, restitution order, damages by a court in civil proceedings in respect of bodily harm intentionally inflicted, sexual assault or wrongful death, fraud, embezzlement, misappropriation, defalcation or interest on any of the foregoing.

- d) **Creation of the Disputed Claims Reserve:** the Plan includes provisions addressing Disputed Claims, including the establishment of a Disputed Claims Reserve, if necessary. On or before the Effective Date, the Company shall transfer to the Monitor an amount necessary to establish the Disputed Claims Reserve, being an amount equal to four percent (4%) of the aggregate face value of Disputed Claims as filed. The amounts in the Disputed Claims Reserve shall either be paid to creditors having Disputed Claims, once all or a portion of such claims are determined to be Accepted Claims, or returned back to the Company if any residual amounts remain following all payments in respect of Disputed Claims have been administered. As of the date of this Fifth Report, the only claims that may be subject to disputes are the Unresolved Restructuring Claims discussed in Section 3.1(4)(a) above. Notwithstanding these provisions in the Plan, based on discussions with the Company and its advisors and representatives of the applicable Creditors, the Monitor expects that consensual resolutions of the Unresolved Restructuring Claims will be finalized prior to the Meeting such that a Disputed Claims Reserve may not be required.
- e) **Distribution to the Unsecured Creditor Class:** on the Distribution Date, which is to be a date not more than ten (10) Business Days after the Effective Date, each Affected Creditor with an Accepted Claim, will receive a cash distribution from the Unsecured Creditor Cash Fund in the amount of four percent (4%) of its Accepted Claim, in full and final satisfaction of such Affected Claim.

Cash Distributions shall be made by the Monitor on behalf of the Company by cheque sent via regular mail, or by electronic fund transfer or international wire, to such Creditor to the address indicated on the Affected Creditor's Proof of Claim, or such other address as the Creditor may from time to time notify the Monitor in writing in accordance with the Plan or to such other address of such Creditor as the Monitor may have acquired.

- f) **Other Features of the Plan:**
- i. **Releases:** as detailed in Section 10.4 of the Plan, the Plan contemplates releases of all Claims (other than obligations created under the Plan) against: (a) the Company, the Directors, the Officers, any current or former alleged fiduciary of the Company and the Company's affiliates, representatives, employees or agents (b) the Monitor and its respective current and former legal counsel, affiliates, directors, officers, member companies, related companies, administrators, employees, and agents, (c) the legal and financial advisors to the Company and their respective partners, representatives, employees or agents and (d) the CRO (as defined in the Initial Order).
- ii. **Amendments to the Plan Prior to Approval:** The Company, in consultation with the Monitor, can vary, modify amend or supplement the Plan by way of a supplementary and/or amended and restated plan or plans of compromise and arrangement at any time or from time to time prior to the commencement of the Meeting. Any such variation, modification, amendment or supplement shall be posted on the Case Website and filed with the Court. The Company, in consultation with the Monitor, may propose a variation or modification of, or amendment or supplement to, the Plan during the Meeting, provided that notice of such variation, modification, amendment or supplement is given to all Creditors

entitled to vote present in person or by proxy at the applicable Meeting prior to the vote being taken at such Meeting.

- iii. **Approval:** if the Plan is accepted by the Required Majority of the Affected Creditors at the Meeting, the Petitioners shall apply for the Sanction Order. Pursuant to the Meeting Order, the Petitioners are seeking to schedule a hearing on January 7, 2026 (subject to Court availability) to seek the Sanction Order.
 - iv. **Amendments to the Plan Following Approval:** After the Meeting (and both prior to and subsequent to obtaining the Sanction Order), the Company, in consultation with the Monitor, may at any time and from time to time vary, amend, modify or supplement the Plan without the need for obtaining an Order or providing notice to the Creditors, if the Company, acting reasonably and in good faith and with the consent of the Monitor, determines that such variation, amendment, modification or supplement would not be materially prejudicial to the interests of any of the Creditors under the Plan or is necessary in order to give effect to the substance of the Plan or the Sanction Order. Any other amendments may only be made pursuant to further Order of the Court.
- g) **Conditions Precedent:** implementation of the Plan is subject to the following material conditions (as further detailed in Section 8.2 of the Plan):
- i. the Plan shall have been accepted by the Required Majority of the Affected Creditors present and voting in person or by proxy at the Meeting;
 - ii. the Sanction Order shall have been granted by the Court;
 - iii. the Recognition Order shall have been granted by the U.S. Court;
 - iv. Oak Corp and Hilco shall have entered into definitive agreements under which Hilco shall provide Oak Corp with debt financing in an authorized amount of not less than \$7 million, and any conditions precedent to the financing shall have been satisfied and/or waived such that the contemplated financing shall be releasable to Oak Corp, in accordance with the terms of the applicable agreements, as of the Effective Date;
 - v. Oak Corp and each of the New Equity Holders shall have entered into definitive agreements under which the New Equity Holders shall subscribe for the New Shares for consideration in the aggregate sum of not less than \$4 million (plus accrued interest and costs thereon with respect to those portions of equity investment which have been converted from the Interim Facility), and shall have paid the sum of \$2.3 million, in trust, to the Monitor, releasable as of the Effective Date; and
 - vi. on the Effective Date:
 - A. the amounts secured by the Interim Lender's Charge shall be fully repaid or otherwise settled, including in accordance with the conversion into equity of \$1.7 million of the \$2.5 million principal amount advanced under the Interim Facility;

- B. the amounts secured by the Administration Charge shall be paid in full; and
- C. the Monitor shall have received from the Company the funds necessary to establish the Cash Pool in accordance with the Plan.

If the conditions to the Plan have not been satisfied by February 2, 2026, (or such later date as the Company and the Monitor agree) being the Plan Outside Date, the Plan will automatically terminate, in which case the Company will not be under any further obligation to implement the Plan.

4.4 No Alternative Restructuring Path

1. The Plan represents the sole opportunity for a successful going concern restructuring outcome for the Company and is the culmination of extensive negotiations with a number of key stakeholders. During the course of these CCAA proceedings, the Company and its advisors, in consultation with the Monitor, considered a number of potential restructuring alternatives and determined that pursuing a plan of compromise and arrangement would optimize its prospects for a successful going concern restructuring. At this time, the Company does not have sufficient liquidity to pursue any alternative restructuring transaction, or undertake any general solicitation process for a sale of its assets and operations. The Monitor is not aware of any party willing to provide incremental financing that would be necessary to explore an alternative restructuring path, and it is not certain that the DIP Lenders would be amenable to postponing their security in favour of any such additional financing, even if it were available. The Monitor did not receive any outreach from any party during the course of these CCAA Proceedings expressing an interest in exploring or funding any alternative restructuring or purchase transaction in respect of the Company's business.
2. Accordingly, for the foregoing reasons, in addition to resulting in a better outcome for the Company's stakeholders as compared to a liquidation, the Plan represents the sole restructuring path for the Company that will allow it to continue operating as a going concern. If the Plan is not implemented, a termination of operations and liquidation of the Company's assets is the only known alternative.

5.0 Meeting

5.1 Terms and Conditions of the Meeting Order

1. The proposed Meeting Order provides that the Meeting be convened virtually at 10:00 a.m. (Vancouver time) on December 19, 2025 for the purpose of considering and voting on a resolution to accept the Plan.
2. A summary of the key provisions of the proposed Meeting Order is provided in the following sections of this Fifth Report.

5.2 Notice to Creditors

1. As soon as practicable after the granting of the Meeting Order, and in any event within three (3) Business Days following the granting of the Meeting Order, the Monitor shall publish the following documents on the Case Website:

- a) the Plan;
- b) the Meeting Order;
- c) the Notice of Meeting to Affected Creditors substantially in the form attached as Schedule “F” to the Meeting Order;
- d) the Electronic Meeting Protocol substantially in the form attached as Schedule “D” to the Meeting Order; and
- e) a blank form of proxy substantially in the form attached as Schedule “C” to the Meeting Order, to be submitted to the Monitor by any Unsecured Creditor who wishes to vote at the Meeting, whether in person or by proxy.

(subparagraphs (a) to (e), collectively, the “**Meeting Materials**”).

- 2. The Monitor shall also, within three (3) Business Days following the granting of the Meeting Order, send the Meeting Materials by prepaid ordinary mail, courier, personal delivery or email to each Unsecured Creditor, at the address/email address set out in such Unsecured Creditor’s Proof of Claim form. The Monitor will also include a copy of this Fifth Report which deals with the assessment of the Plan.
- 3. The Monitor will also arrange for a notice of the Meeting to be published once in *The Globe and Mail* (National Edition) as soon as practicable following the issuance of the Meeting Order, to be substantially in the form attached as Schedule “E” to the Meeting Order.

5.3 Conduct and Voting at the Meeting

- 1. The Monitor will Chair the Meeting and, subject to the Meeting Order and any further order of this Court, shall, in consultation with the Petitioners, decide all matters relating to the conduct of the Meeting.
- 2. The Meeting will be conducted virtually in accordance with the Electronic Meeting Protocol, which is attached as Schedule “D” to the Meeting Order and will be made available on the Case Website (the “**Electronic Meeting Protocol**”).
- 3. The only persons entitled to attend the Meeting are: Affected Creditors or their Proxies who have duly registered in accordance with the Electronic Meeting Protocol; representatives of the Company; representatives of the Monitor; the Chair, the scrutineers and the secretary; any other person invited to attend by the Chair; the New Equity Holders; and legal counsel to any person entitled to attend the Meeting.
- 4. Affected Creditors who would like to attend the Meeting are required to notify the Monitor by email at oakandfort@ksvadvisory.com by 8:00 a.m. (Vancouver time) on December 17, 2025, being the date that is two (2) Business Days prior to the Meeting. The Monitor will provide each Affected Creditor who has notified the Monitor that it will attend the Meeting with credentials to enter the Meeting by electronic means by no later than 5:00 p.m. (Vancouver time) on December 18, 2025. For greater certainty, as provided by the Meeting Order, Affected Creditors that do not notify the Monitor that they will attend the Meeting will not be provided with the meeting credentials and will not be able to attend the Meeting in person or by proxy.

5. At the Meeting, the Chair shall, in consultation with the Petitioners, direct the vote with respect to the resolution and any amendments, variations or supplements to the Plan, the Meeting Order and any other resolutions as the Chair, in consultation with the Petitioners, may consider appropriate.
6. As part of the Meeting, the Chair is required to direct a vote on the resolution to approve the Plan. Each Affected Creditor with an Accepted Claim will be entitled to one vote equal to the dollar value of its Affected Claim as at the Filing Date and can either vote for or against the Plan. The only Persons entitled to vote at the Meeting are Affected Creditors with Voting Claims or their proxyholders.
7. If an Affected Creditor does not wish to, or is not able to, attend the Meeting, the Affected Creditor can appoint a Proxy holder to attend the meeting and vote on its behalf by submitting a Proxy. In order for a Proxy vote to be counted at the Meeting, it must be received by no later than 8:00 a.m. (Vancouver time) on December 18, 2025, being the date that is one (1) Business Day prior to the Meeting, provided that the Monitor may waive strict compliance with the time limits imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Petitioners. In the absence of instructions to vote for or against the approval of the Plan on the proxy form, the Proxy shall be deemed to approve the Plan, provided the Proxy holder does not otherwise exercise its right to vote at the Meeting. An Affected Creditor that is not an individual (e.g. a company) may only attend and vote at the Meeting if it has appointed a Proxy to attend and act on its behalf at the Meeting.

5.4 Sanction Hearing

1. If the Plan is accepted by the Required Majority of Affected Creditors, the Meeting Order authorizes the Petitioners to bring an application at a hearing to be scheduled for January 7, 2026 (the “**Sanction Hearing**”) (subject to Court availability) seeking the issuance of an order that would, among other things, approve and sanction the Plan (the “**Sanction Order**”). The Monitor shall, within two (2) Business Days following the Meeting, file a Report with the Court with respect to the results of the votes at the Meeting, including whether the Plan has been accepted by the Required Majority. A copy of the Monitor’s report regarding the votes at the Meeting shall be posted on the Case Website prior to the Sanction Hearing.
2. The Meeting Order provides that, any party who wishes to oppose the final sanctioning of the Plan must serve counsel to the Petitioners and the Monitor, and upon the Persons listed on the Service List and file with the Court, a copy of the materials to be relied upon to oppose the application for sanction of the Plan, setting out the basis for such opposition before 4:00 p.m. (Vancouver time) on January 2, 2026.

5.5 Monitor’s Recommendation Regarding the Meeting Order

1. The Monitor recommends that the Court issue the Meeting Order as it provides Affected Creditors with reasonable and sufficient notice of the Meeting and the information they require to consider and vote on the Plan.
2. The Monitor and the Petitioners considered whether a virtual meeting is appropriate. Given that creditors are located across Canada and in the U.S., the Monitor and the Petitioners are of the view that conducting the Meeting virtually in accordance with the Electronic Meeting Protocol provides the greatest opportunity for Affected Creditors to participate in these proceedings and to vote on the Plan.

3. The Meeting Order provides for the filing of the Plan by the Petitioners. The Meeting Order contemplates substantially similar procedures to those the Court has previously approved in other cases. The Meeting Order is fair, reasonable, and appropriate in the circumstances, and in the Monitor's view, its issuance is necessary to allow the restructuring to proceed without delay.

6.0 Monitor's Assessment of the Plan

1. Should the Court grant the proposed Meeting Order at the November 28, 2025 hearing, the Meeting to vote on the Plan will be convened virtually at 10:00 a.m. (Vancouver time) on December 19, 2025.
2. **The Monitor recommends that Affected Creditors vote to accept the Plan.**
3. The Monitor's recommendation is based on the following:
 - a) the Plan provides recoveries for Affected Creditors of four percent (4%) of their Accepted Claims, offering certainty both in timing and amount. The alternative to the Plan is a forced liquidation of the assets of the Company, under which the likely recoveries are estimated to range between virtually nil (less than 1%) to two percent (2%) with the maximum recovery being approximately seven percent (7%). While the upper end of this range is higher than the proposed distribution under the Plan, achieving such a result is highly unlikely due to several factors, including:
 - uncertain valuations of the Company's assets;
 - significant costs of liquidation;
 - an extended timeline and market uncertainty inherent in liquidation scenarios; and
 - the expected increase in total unsecured claims that would result from the discontinuation of the Company's business, including the Restructuring Claims that would result from the Company having to disclaim all of its leases and other contracts.

Accordingly, recoveries in a forced liquidation are likely to fall in the range between virtually nil (less than 1%) to two percent (2%). Therefore, the Plan offers creditors a prompt, certain recovery without the risks and delays associated with liquidation; and

- b) the Plan delivers not only a certain recovery for Affected Creditors but also provides stability for those Affected Creditors that have ongoing relationships with the Company. Beyond the contemplated distribution discussed above, the Plan ensures the preservation of the Company's ongoing business for its customers, continuity of relationships with existing suppliers and landlords and continued employment for the majority of its workforce. These outcomes would be lost in a liquidation scenario, which would result in a termination of ongoing supply relationships, vacancies in the Company's 34 retail locations and a termination of the Company's workforce, which would further compound the economic losses suffered by these parties due to lost revenue streams, vacancy costs and further disruption to their own operations.

4. For the above noted reasons, the Monitor is of the view that the Plan offers greater economic benefits, certainty and stability for Affected Creditors than the uncertain and value-destructive alternative of a forced liquidation.

6.1 Liquidation Analysis

1. The Monitor prepared a liquidation analysis of the Company's business and assets, assuming an orderly wind-down of the Company's operations beginning on December 22, 2025, the first business day following the Meeting. A summary of the net book value⁵ and estimated realizable value of the Company's assets in a liquidation is included in the table below:

		As at December 21, 2025 Estimated Realization		
(\$000s)				
Description	Notes	Net Book Value	Low	High
Cash	2(a)	5,219	5,219	5,219
Inventory	2(b)	8,885	4,767	5,581
Total Assets		14,104	9,986	10,800
Less: Liabilities that rank (or may rank) ahead of the secured creditors	2(c)		(3,313)	(2,663)
Estimated Funds Available for Distribution to Secured Creditors			6,673	8,137
<u>Secured Creditor Repayment</u>				
Interim Facility repayment	2(d)		(2,735)	(2,735)
Secured Claims	2(e)		(2,855)	(2,855)
Estimated Funds Available for Distribution to Unsecured Creditors			1,083	2,547
Total unsecured claims, as filed	2(f)		38,366	38,366
Estimated Distribution to Unsecured Creditors (before additional claims expected in a liquidation)			3¢	7¢
Estimated additional unsecured claims in a liquidation	2(g)		90,000	90,000
Total projected unsecured claims			127,219	127,219
Estimated Distribution per Unsecured Creditors (including estimated additional claims in a liquidation)			<1¢	2¢

⁵ The projected net book value of the Company's assets as at December 21, 2025 is based on the Company's cash flow forecast (the "Cash Flow Forecast"), a copy of which was included in the Monitor's Fourth Report to Court dated November 17, 2025.

2. The following notes correspond to the references in the above table:
- a) reflects the projected cash balance as at December 21, 2025, pursuant to the Cash Flow Forecast;
 - b) inventory realization estimates have been determined using the inventory appraisal prepared by Tiger Capital Group, LLC ("**Tiger**"), dated May 13, 2025. The Net Orderly Liquidation Value ("**NOLV**") percentages applied in calculating the low- and high-case inventory realization amounts are based on the NOLV ranges set out in the Tiger appraisal report;
 - c) liabilities ranking (or potentially ranking) ahead of the secured creditors include:
 - accrued vacation pay owing to the Company's employees, which amount is secured by the Directors' Charge (as defined in the SARIO), and would be payable upon termination of the Company's employees in a liquidation;
 - professional fees which would be required to facilitate the liquidation on an orderly basis and close out the insolvency proceedings, including those that are covered under the Administration Charge;
 - an estimate and contingency for expenses and costs of a liquidation and wind-down that are not otherwise captured in the NOLV percentages.
 - d) represents a repayment of the Interim Facility in the amount of \$2.5 million plus all fees and interest owing thereon;
 - e) represents repayment to the Company's existing secured creditors in the amounts pursuant to their Secured Claims filed in the Claims Process, excluding any additional post-filing interest or fees;
 - f) reflects the aggregate Unsecured Creditor Claims filed. Certain claims were consensually reduced pursuant to settlements and are therefore reflected as a reduced amount in the Accepted Claims table provided in Section 3.1(1) of this Fifth Report; however, these settlements are conditional upon the implementation of the Plan. In a liquidation, certain of the Accepted Claims would become Disputed Claims and return to their originally filed amounts; and
 - g) represents an estimate of incremental unsecured claims that would be expected to arise in a liquidation scenario, including: (i) restructuring/termination-based claims from approximately 34 additional landlords, estimated in an amount based on the lease payments owing under their respective remaining lease terms; (ii) outstanding gift card liabilities which would give rise to claims from customers; and (iii) estimated termination and severance claims from the Company's employees. The Monitor notes that actual incremental claims may vary materially and that additional professional fees associated with adjudicating such claims would further erode recoveries.
3. As reflected in the table above, the estimated recoveries to unsecured creditors in a liquidation scenario would likely range from virtually nil (less than 1%) to 2%.

4. **For these reasons, the Monitor is of the view that a forced liquidation of the Company's assets is likely to produce less favourable recoveries for Affected Creditors than the 4% recoveries provided for in the Plan.**

6.2 Recommendation to Affected Creditors

1. The Monitor recommends Affected Creditors vote in favour of the Plan for the following reasons:
 - a) the proposed distribution under the Plan provides Affected Creditors with certainty of a cash distribution resulting in recoveries of 4% under a prescribed timeline – this amount is greater than the distribution Affected Creditors are likely to receive in a liquidation, which distribution amount and timing is highly uncertain;
 - b) the Plan preserves ongoing commercial relationships of certain of the Affected Creditors with the Company. A liquidation and cessation of the Company's operations would eliminate these relationships and is expected to further compound losses for these creditors through lost revenue streams, vacancy-related costs, and operational disruption;
 - c) the Company has taken significant steps to restructure its business and operations to become a viable going-concern post-emergence, including arranging the equity financing (not less than \$4 million) and the Hilco facility (not less than \$ 7 million). Subject to the implementation of the Plan, the Company's post-emergence model projects sufficient liquidity to fund ongoing operations and support business growth;
 - d) based on the Cash Flow Forecast, the Company's post-emergence model and the incremental liquidity the Company has arranged under its equity and debt financings, the Monitor understands that the proposed distribution to Affected Creditors under the Plan is the maximum amount that the Company can distribute without impacting its post-emergence working capital or impairing its ability to operate viably following implementation of the Plan;
 - e) the releases contemplated by the Plan are limited to matters arising in connection with these CCAA proceedings, are consistent with those typically approved in comparable restructuring proceedings, and in the Monitor's view are appropriate and reasonable in the circumstances given the contributions made, and compromises provided, by the Released Parties as part of the restructuring;
 - f) the Plan is the result of extensive input from, and negotiations with the Company's significant stakeholders, including pre-filing secured enders, the Interim Lender, landlords, and key suppliers. As indicated in the Eighth Affidavit the Company has had discussions with a broad group of trade creditors, suppliers and landlords and believes the majority of Affected Creditors (both in number and in value) will vote to support the Plan; and
 - g) in the Monitor's view, having regard to the Company's financial circumstances, business prospects, and the alternatives available, the Plan is fair and reasonable and is in the best interests of Affected Creditors.

7.0 Hilco Fee Letter

1. The Ancillary Order would, among other things, approve the Fee Letter and authorize Oak Corp's payment of the Facility Fee contemplated thereunder to Hilco in connection with the exit financing to be provided by Hilco. The terms of the Fee Letter require that the Facility Fee is paid on the same date it is approved by the Court. An executed copy of the Fee Letter is attached as **Appendix "A"** to this Fifth Report.
2. Pursuant to the Fee Letter, the Facility Fee is to be applied to fees payable under the exit financing provided by Hilco and the Facility Fee may be returned to the Company in certain circumstances, including if the Company's creditors do not approve the Plan. Under the Ancillary Order, Hilco is directed to return the Facility Fee to the Company if the Facility Fee becomes returnable under the Fee Letter. The Ancillary Order requires that such a return would be completed within five (5) Business Days of the Facility Fee becoming returnable.
3. The Monitor understands that the payment of the Facility Fee is an essential pre-condition to the availability of the debt financing arrangement offered by Hilco. Counsel to the Petitioners, Hilco, and the Monitor have engaged in extensive negotiations regarding the payment of the Facility Fee and the circumstances under which this fee would be refundable to the Company, and the Fee Letter reflects a mutually satisfactory compromise that balances the interests of the parties in the circumstances. In the Monitor's view, the Fee Letter reflects an appropriate allocation of risk between the Company and Hilco having regard to, among other factors, the efforts expended by Hilco in finalizing the debt financing facility and security, and the remaining procedural steps prior to implementation of the Plan.
4. For the foregoing reasons, the Monitor is supportive of the payment of the Facility Fee in the circumstances outlined above and recommends that the Court grant the Ancillary Order.

8.0 Next Steps

1. Should the proposed Meeting Order be granted, the Monitor is required to within two (2) business days following the Meeting (being December 23, 2025), file a report with the Court that includes the result of the votes at the Meeting, including whether the motion to vote on the resolution to approve the Plan has been accepted by the Required Majority of Affected Creditors, and such further and other information as determined by the Monitor to be necessary.
2. If the Plan is accepted by the Required Majority of Affected Creditors, the Meeting Order authorizes the Petitioners to bring an application at the Sanction Hearing seeking the issuance of the Sanction Order that will, among other things, approve and sanction the Plan.
3. If the Sanction Order is granted, a pre-condition to Plan implementation is the U.S. Court granting the Recognition Order, in form acceptable to the Company and the Monitor, which would among other things, recognize the Sanction Order and declare it to be effective in the U.S.

4. The Meeting Order provides that any party who wishes to oppose the final sanctioning of the Plan must serve counsel to the Petitioners and the Monitor, and the Persons listed on the Service List a copy of the materials to be relied upon to oppose the application for sanction of the Plan, setting out the basis for such opposition before 4:00 p.m. (Vancouver time) on January 2, 2026.
5. Provided the Plan is approved by the Court, it will then need to be implemented by the Petitioners in accordance with its terms. It is expected that this will occur before the Plan Outside Date and Affected Creditors would subsequently receive their distributions on the Distribution Date, which is to be a date not more than ten (10) Business Days after the Effective Date (each as defined in the Plan).

9.0 Approval of Monitor's Reports and Activities

1. The Monitor is requesting an order (the "**Monitor's Activity Approval Order**") approving the Monitor's reports filed to-date in these proceedings, including this Fifth Report, and the activities of the Monitor set out therein on the basis that such approval be solely to the benefit of the Monitor. This relief is brought forward at this important juncture of these proceedings to bring this matter before the Court for approval on a timely basis, and the Monitor respectfully recommends that this Honourable Court approve the activities of the Monitor.

10.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the Meeting Order and Ancillary Order sought by the Petitioners and the Monitor's Activity Approval Order sought by the Monitor.
2. Should the Honourable grant the proposed Meeting Order and Ancillary Order, the Monitor respectfully recommends the Affected Creditors vote to accept the Plan.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.

IN ITS CAPACITY AS MONITOR OF OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC, AND OAK AND FORT CALIFORNIA, LLC AND NOT IN ITS PERSONAL CAPACITY

Appendix “B”

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

**AND IN THE MATTER OF OAK AND FORT CORP., 1282339 B.C. LTD.,
OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM
MERGER HOLDINGS LLC and OAK AND FORT CALIFORNIA, LLC**

MINUTES OF THE MEETING OF AFFECTED CREDITORS

1. The following are minutes of the meeting of the Affected Creditors¹ of Oak and Fort Corp., 1282339 B.C. Ltd., Oak and Fort US Group, Inc., Oak and Fort Enterprise (U.S.), Inc., NYM Merger Holdings LLC and Oak and Fort California, LLC (altogether referred to as the "Petitioners") held virtually using the Microsoft Teams ("Teams") video platform, on December 19, 2025 at 10:00 a.m. (Vancouver time) (the "Meeting") in accordance with a court order issued on November 28, 2025 (the "Meeting Order").
2. The purpose of the Meeting was to consider and vote on the Petitioners' Plan of Compromise and Arrangement dated November 21, 2025 (the "Plan").
3. At 10:02 a.m. (Vancouver time), Murtaza Tallat of KSV Restructuring Inc. ("KSV" or the "Monitor"), acting as Chair pursuant to paragraph 16 of the Meeting Order, called the meeting to order.
4. After reviewing the attendance list of those Affected Creditors present in person or by proxy (a copy of which is provided in Appendix "A" hereto), Mr. Tallat declared the meeting validly constituted and confirmed there was a quorum as there was at least one Affected Creditor present in person or by proxy.
5. Mr. Tallat introduced the following participants on behalf of the Monitor and the Petitioners:
 - Dean Perlman and Tony Trifunovic, representing the Monitor;
 - Jesse Mighton, Andrew Froh and Shawn Kirkman of Bennett Jones LLP, counsel to the Monitor
 - Min Gyoung Kang, founder and CEO of the Petitioners;
 - Melorin Pouladian, COO of the Petitioners;
 - Ally Toyota, VP Finance of the Petitioners;
 - Kristi Miller, strategic advisor to the Petitioners;

¹ Unless otherwise defined herein, capitalized terms have the meaning provided to them in the Plan or the Meeting Order.

- Lisa Hiebert and Tiffany Benett of Fasken Martineau DuMoulin LLP, legal counsel to the Petitioners; and
 - Mark Tsukerman from Cole Schotz, US Counsel to the Petitioners in connection with their Chapter 15 proceedings.
6. Mr. Tallat appointed Mr. Trifunovic, a representative of KSV, to act as scrutineer of the Meeting.
 7. Mr. Tallat advised that he would act as Chair of the meeting pursuant to Paragraph 16 of the Meeting Order. Mr. Tallat advised that, as Chair, he is authorized to decide all matters at the Meeting pursuant to the Meeting Order, subject to further court order.
 8. Mr. Tallat advised that Dean Perlman of KSV would act as Recording Secretary for the Meeting.
 9. Mr. Tallat advised that the Meeting Package was provided to creditors in advance of the Meeting and had been uploaded to the Monitor's case website. Mr. Tallat also advised that the Monitor has the following documents:
 - a copy of the tear sheet confirming that the Newspaper Notice was published in *The Globe and Mail* newspaper on December 3, 2025.
 10. Mr. Tallat presented the agenda for the meeting, including a review of the Monitor's Fifth Report to Court dated November 26, 2025 (the "Fifth Report") and a question and answer period. Mr. Tallat advised that, following the question and answer period, the Meeting would be adjourned to vote on the Plan and to tabulate the votes.
 11. **Summary Overview of Fifth Report**
 - Mr. Tallat provided a summary of the Fifth Report as described in the following sections.

Purpose of the Plan

- Mr. Tallat advised that the purpose of the Plan is to:
 - implement a restructuring of the Petitioners;
 - enable the Petitioners to continue to operate as a going concern;
 - settle, release and pay Affected Claims so that they have opportunity to receive a 4% payment in respect of their Accepted Claim if the Plan is implemented;
 - avoid a forced liquidation with a projected minimal recovery for creditors;

- grant releases in favour of the Released Parties in respect of Released Matters; and
- effect the release, discharge and extinguishment of the CCAA Charges, except for the Administration Charge.

Summary of the Company's Restructuring Initiatives

- Mr. Tallat discussed the Petitioners' restructuring initiatives and financial performance.
- Mr. Tallat advised that the restructuring initiatives included:
 - performing a detailed retail location profitability analysis resulting in the decision for the Petitioners to exit two of its retail locations in Canada and six in the United States resulting in approximately \$2 million in annualized rent savings;
 - reducing headcount from 465 employees to 409 employees resulting in significant annualized savings;
 - disclaiming certain uneconomic equipment and service contracts;
 - negotiating with key landlords and suppliers to secure their continued support after the Petitioners' emergence from the CCAA proceedings;
 - negotiating post-emergence payment arrangements with Unaffected Creditors (whose claims are not compromised or released under the Plan), should the Plan be accepted and implemented;
 - identifying and entering into financing arrangements to support the payments under the Plan, as well as the Petitioners' post-emergence working capital needs including:
 - approximately \$4 million in equity investments to be used, among other things, to fund the proposed payments to Affected Creditors under the Plan and repay amounts owed under the Interim Financing Facility; and
 - debt financing of not less than \$7 million in the form of an asset-backed working capital facility to be used, among other things, to support working capital needs of the Petitioners following Plan implementation.

Summary of the Petitioners' Financial Performance

- Mr. Tallat invited Ms. Miller to discuss the Petitioners' financial performance. Ms. Miller discussed the Petitioners budget for fiscal 2026, as summarized in the following table:

<i>Description</i>	<i>(\$000s)</i>
Sales	88,500
Gross Margin	54,100
Gross Margin (%)	61%
EBITDA	(1,170)

- Ms. Miller advised that management expects costs to decrease on emergence from the CCAA.
- Ms. Miller explained that the equity injection as well as the asset-based financing facility should provide the Petitioners with the required working capital to operate as a going concern on emergence from the CCAA.
- Ms. Miller advised that the Petitioners expect a return to profitability by fiscal year 2027, which would be achieved by focusing on:
 - Strengthening gross margin through pricing discipline;
 - Actualizing annualized savings from retail footprint and SG&A optimization completed in fiscal year 2026, as well as headcount reductions;
 - Improving sales performance through investing in products with proven sell-through; and
 - Investing in digital marketing and growing the e-commerce mix by 30% by fiscal year 2031. As of December 2025, e-commerce represents 21% of total revenue.

Claims Procedure Summary

- Mr. Tallat summarized the results of the claims procedure carried out by the Monitor to solicit and determine claims against the Petitioners and their directors and officers in accordance with the Claims Process Order.
- Mr. Tallat advised that the total admitted claims against the Petitioners are approximately \$22.2 million, as summarized in the following table:

Creditor	Number of Claims	Amount (\$000s)
Pre-Filing Claims	61	15,046
Restructuring Claims	5	7,092
Termination Claims	18	26
Total	84	22,164

- Mr. Tallat advised that the table does not include:
 - certain Post-Filing Ordinary Course Payables Claims of landlords totaling approximately \$1.5 million; and
 - the Petitioners' pre-filing claims of Secured Creditors totaling approximately \$2.85 million.

Creditors

- Mr. Tallat invited Mr. Mighton to discuss certain elements of the Plan. Mr. Mighton advised that there is one class of creditors for voting purposes, being the Unsecured Creditors' Class, comprised of all Affected Creditors other than Crown Priority Claims.
 - The Monitor is not aware of any Crown Priority Claims.
- Mr. Mighton advised that if a Creditor holds a Disputed Claim, the votes cast with respect to these Claims will not be counted and only to the extent that such Disputed Claim is finally determined to be an Accepted Claim.
 - The Monitor will keep a separate record of the votes cast by Creditors holding a Disputed Claim and shall report to the Court and stakeholders with respect thereto in accordance with the Meeting Order. No Disputed Claims were received at the time of the Meeting.
- Mr. Mighton advised that the Plan provides for a compromise, settlement, release and payment of Affected Claims to the extent of such Accepted Claims.
- Mr. Mighton advised that the Plan does not affect Claims of Unaffected Creditors with respect to and to the extent of their Unaffected Claims. An Unaffected Claim means any right or Claim that would otherwise be a Claim that is:
 - a Claim secured by the CCAA Charges, being the Administration Charge, Directors' Charge, Intercompany Charge and the Interim Lender's Charge;
 - a Post-Filing Ordinary Course Payables Claim;
 - Claims in respect of any payments referred to in subsections 6(3), 6(5) and 6(6) of the CCAA;
 - an Equity Claim;
 - a Secured Claim; and
 - a Claim of the type enumerated in Sections 5.1(2) and 19(2) of the CCAA.

Distributions

- Mr. Mighton advised that it is expected that there will be a cash distribution to Affected Creditors in early 2026, at which time each Affected Creditor will receive:
 - payment of its Accepted Claim multiplied by 0.04 to be paid on implementation from the Unsecured Creditor Cash Fund.
 - for Accepted Claims the Distribution Date is not more than ten (10) Business Days after the Effective Date or such other date specified in the Sanction Order. Distributions for Disputed Claims, if any, will follow after such claims have been resolved.

Reserves

- Mr. Mighton advised that the Plan contemplates a \$350,000 Administrative Costs Reserve to be held by the Monitor, on behalf of the Petitioners for the purpose of paying post-implementation Administrative Costs.
- Mr. Mighton advised that the Plan also contemplates if necessary, on the Effective Date a cash reserve being established in an amount equal to the expected distributions to be made to all Creditors with Disputed Claims (based on the face value of each Disputed Claim), and as approved by the Court under the Sanction Order, which shall be held by the Monitor for distribution in accordance with the Plan.
- Mr. Mighton advised that, in the Monitor's view, the reserves facilitate the purposes of the Plan, and that notwithstanding the reserves, the Plan provides recoveries to Affected Creditors greater than would be expected in a liquidation.

Releases

- Mr. Mighton advised that the Plan provides for the releases of all Claims (other than obligations created under the Plan) against "Released Parties", which includes:
 - the Petitioners and their respective affiliates, representatives, employees or agents;
 - the Directors, the Officers, and any current or former alleged fiduciary of the Petitioners;
 - the legal and financial advisors to the Petitioners and their respective partners, representatives, employees or agents;

- the Monitor and its respective current and former legal counsel, affiliates, directors, officers, member companies, related companies, administrators, employees, and agents; and
- the CRO (as defined in the Initial Order).
- Mr. Mighton advised that the releases contemplated by the Plan are limited to matters arising in connection with these CCAA proceedings and are consistent with those typically approved in comparable restructuring proceeds.
- Mr. Mighton explained that the releases will become effective upon implementation of the Plan and will be confirmed by the Sanction Order.
- Mr. Mighton advised that, in the Monitor's view, the releases are appropriate and reasonable in the circumstances given the contributions made, and compromises provided by the Released Parties as part of the restructuring, and are consistent in scope with releases that have been granted in comparable CCAA proceedings.

Comparative Distributions

- Mr. Tallat advised that the alternative to the Plan is a liquidation of the Petitioners.
- Mr. Tallat explained why a liquidation would result in much lower recoveries as compared to the Plan, including:
 - additional costs and claims (professional costs, statutory levy);
 - uncertainty on the valuations of the Petitioners' assets and an extended timeline;
 - Secured Creditors may exercise remedies against their collateral, which could reduce assets of the estates; and
 - an increase in total unsecured claims that would result from the discontinuation of the business, including the Restructuring Claims that would result from the Petitioners' having to disclaim all of its leases and other contracts.
- Mr. Tallat advised that Affected Creditors would receive approximately less than 1¢ to 2¢ on the dollar in a liquidation scenario with a maximum recovery in a liquidation scenario being approximately 7¢ on the dollar but achieving this maximum range is highly unlikely for the reasons mentioned above.
- Mr. Tallat advised that the Distribution under the Plan is 4¢ on the dollar of the Affected Creditor claims, which exceeds the projected recovery to Affected Creditors in a liquidation scenario.

- Mr. Tallat explained that the Plan preserves ongoing commercial relationships of certain of the Affected Creditors with the Petitioners. A liquidation of the Petitioners' operations would eliminate these relationships and further compound losses for these creditors through lost revenue streams, vacancy related costs, and operational disruption.

The Monitor's Recommendation

- Mr. Tallat summarized the basis for the Monitor's recommendation that creditors vote to accept the Plan as set out in the Fifth Report. Mr. Tallat referenced Section 6 of the Fifth Report, which includes a detailed list of reasons the Monitor supports the Plan.

Plan Implementation

- Mr. Tallat invited Mr. Mighton to discuss the implementation of the Plan. Mr. Mighton stated that the material conditions precedent to the Plan's implementation are:
 - Votes:
 - acceptance by the Required Majority of Affected Creditors;
 - Court Orders:
 - the Sanction Order being granted by the Supreme Court of British Columbia; and
 - the Recognition Order being granted by the U.S. Bankruptcy Court;
 - Debt Financing:
 - Oak Corp and Hilco must enter into definitive agreements for at least \$7 million in debt financing, with all conditions satisfied or waived so funds are available on the Effective Date.
 - Equity Financing:
 - Oak Corp and the new equity holders must enter into definitive agreements for at least \$4 million in equity financing (plus accrued interest and costs on amounts converted from the Interim Facility), with \$2.3 million paid into trust with the Monitor and releasable on the Effective Date.
 - on the Effective Date:
 - the Interim Facility obligations must be repaid or settled, including the conversion of approximately \$1.7 million of the \$2.5 million principal into equity.

- Mr. Tallat stated if the conditions to the Plan have not been satisfied by February 2, 2026 (or such later date as the Petitioners and the Monitor may agree) being the Plan Outside Date, the Plan will automatically terminate, in which case the Petitioners will not be under any further obligation to implement the Plan.

12. **Questions**

- Mr. Tallat opened the floor to questions. Mr. Tallat advised Affected Creditors that there are two options to submit questions
 - Written: Creditors can ask questions by sending them through the Teams chat message function; or
 - Orally: Creditors can use the raise hand function orally ask question.
- Attendees were provided the opportunity to ask questions in writing or orally through Teams. No questions were asked.

13. **Direction of Vote**

Mr. Tallat advised that for the Plan to be accepted by the Affected Creditors, a majority in number and over two-thirds in dollar value of the voting creditors, whether in person or by proxy, is required to vote in favour of the Plan.

Mr. Tallat advised that, pursuant to the Meeting Order, he was authorized to direct a vote with respect to the resolution to approve the Plan. Mr. Tallat read the resolution to be voted upon:

“The Consolidated Plan of Compromise and Arrangement of OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC and OAK AND FORT CALIFORNIA, LLC (the “Plan”), which Plan is substantially in the form attached as Exhibit “B” to the Eighth Affidavit of Min Gyoung Kang sworn November 24, 2025, which Plan has been sent to creditors in accordance with the Order of the Supreme Court of British Columbia made November 28, 2025 (and presented to this meeting (as such Plan may be amended, restated, supplemented and/or modified as provided for in the Plan) be and it is hereby accepted, approved, agreed to and authorized.”

Mr. Tallat advised that the vote to approve the Plan would be conducted using the poll function on Teams. Mr. Tallat opened the poll to allow creditors to vote and for the Monitor to review and tabulate the votes.

14. **Meeting Results**

Mr. Tallat announced that based on the voting results, pursuant to which the Plan was unanimously accepted by the creditors, the resolution to approve the Plan has been duly carried by the Required Majority of creditors voting in person or by

proxy. Accordingly, Mr. Tallat declared the Plan approved by the Required Majority of creditors. A copy of the Scrutineer's report setting out the voting results is provided in Appendix "B".

15. **Monitor's Report and Sanction Hearing**

Mr. Tallat advised that the Monitor will file a report with the court summarizing the results of the vote and that the Sanction Hearing is scheduled to take place on January 8, 2026.

16. **Termination of Meeting**

Mr. Tallat advised that, unless there are further questions, the Monitor, using its proxies, would make a motion to terminate the Meeting. As there were no further questions, he declared the Meeting terminated at approximately 1:36 p.m. (Toronto time).

Dated at Toronto, Ontario this 23rd day of December, 2025.



Murtaza Tallat, Chair



Dean Perlman, Recording Secretary

Appendix “A”

Attendance List at the Meeting of Affected Creditors

No.	Name	Representing
1	Murtaza Tallat	KSV Restructuring Inc., in its capacity as Monitor, and as proxyholder for 19 Affected Creditors noted in Note 1 below.
2	Dean Perlman and Tony Trifunovic	KSV Restructuring Inc., in its capacity as Monitor
3	Jesse Mighton, Andrew Froh and Shawn Kirkman	Bennett Jones LLP, counsel to the Monitor
4	Mark Tsukerman	Cole Schotz P.C., counsel to the Foreign Representative
5	Min Gyoung Kang	CCAA Entities, Founder and CEO
6	Meloirin Pouladian	CCAA Entities, Chief Operating Officer
7	Ally Toyota	CCAA Entities, VP Finance
8	Lisa Hiebert and Tiffany Bennett	Fasken Martineau DuMoulin LLP, external counsel to the CCAA Entities
9	Kristi Miller	RTB Enterprises Inc., strategic advisor to the CCAA Entities
10	Charlie Fendrych and Julie Bowden	Oakbrook Shopping Center, LLC
11	Jennifer Ganzi	High Fashion Garments International Co. Ltd.
12	Stephanie Little	His Majesty the King in the Right of the Province of British Columbia
13	Ian Michalek	Omers Reality Management Corporation and Square One Property Corporation
14	Gina Rhodes	Westland Garden State Plaza Limited Partnership and Century City Mall, LLC

Note 1: The table below provides the list of Affected Creditors in attendance by proxy held by Murtaza Tallat of KSV Restructuring Inc.

No.	Creditor Name*	Proxy Name
1	Oakbrook Shopping Center, LLC	Murtaza Tallat
2	Westfield Mall - San Francisco Centre (Farella Braun + Martel LLP)	Murtaza Tallat
3	Yorkwell Asia Pte. Limited	Murtaza Tallat
4	Westfield Mall - San Francisco Centre (Farella Braun + Martel LLP)	Murtaza Tallat
5	HG Galleria, LLC	Murtaza Tallat
6	The Beeline Sourcing Corporation	Murtaza Tallat
7	King of Prussia Associates	Murtaza Tallat
8	Suzhou Hengrun Import & Export Corp., Ltd.	Murtaza Tallat
9	HG Galleria, LLC	Murtaza Tallat
10	King of Prussia Associates	Murtaza Tallat
11	The Retail Property Trust	Murtaza Tallat
12	Halton Hills Shopping Centre Partnership	Murtaza Tallat
13	Livermore Premium Outlets, LLC	Murtaza Tallat
14	GardaWorld Cash Services Canada Corporation	Murtaza Tallat
15	KNR Industry Co., Ltd.	Murtaza Tallat
16	Wenzhou Golden Bridge Import & Export Co., LTD.	Murtaza Tallat
17	Oak Ltd.	Murtaza Tallat
18	Oakbrook Shopping Center, LLC	Murtaza Tallat
19	Shopify Inc.	Murtaza Tallat

*Certain Affected Creditors hold multiple claims.

Appendix “B”

Appendix "B"

**MEETING OF AFFECTED CREDITORS OF
OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC.,
OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC and
OAK AND FORT CALIFORNIA, LLC (collectively, the "Petitioners")**

**SCRUTINEER'S REPORT ON THE RESULTS OF THE VOTE ON THE PLAN OF
COMPROMISE AND ARRANGEMENT**

The undersigned Scrutineer hereby reports the results of the vote of the Petitioners' Affected Creditors who voted in person or by proxy with respect to the resolution to approve the Plan.

	Number	%	Value (C\$ 000's)	%
For Acceptance	27	100.0	16,364	100.0
Opposed	-	0.0	-	0.0
Total	27	100.0	16,364	100.0

Dated at Toronto, Ontario this 23rd day of December, 2025.

Tony Trifunovic
Scrutineer's Signature

Tony Trifunovic
Scrutineer's Name

Appendix “C”

This is the 1st Affidavit of Noah Goldstein in this case and was made on December 23, 2025.

No. S-254287
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 OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC AND OAK AND FORT CALIFORNIA, LLC

PETITIONERS

AFFIDAVIT

I, Noah Goldstein, of the City of Toronto, in the Province of Ontario, AFFIRM THAT:

1. I am a Managing Director of KSV Restructuring Inc. (“**KSV**”), the court-appointed monitor of the Petitioners (in such capacity, the “**Monitor**”) in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. I make this affidavit in support of an application by the Monitor for, among other things, approval of the fees and disbursements of the Monitor for the period June 2, 2025 to December 19, 2025 (the “**Period**”).
3. I am one of the individuals at KSV that has had primary carriage of this proceeding. I have been involved in the management of this mandate since it commenced and as such, I have knowledge of the matters deposed to herein. I am authorized to make this Affidavit on behalf of KSV.
4. The Monitor’s invoices for the Period disclose in detail: the nature of the services rendered; the time expended by each person and their hourly rates; the total charges for the services rendered;

and the disbursements charged. Copies of the Monitor's invoices are attached hereto as **Exhibit "A"** and the billing summary is attached hereto as **Exhibit "B"**.

5. The Monitor spent a total of 1,335.77 hours on this matter during the Period, resulting in fees totaling \$795,153.20. Excluding disbursements and HST, as summarized in **Exhibit "B"**.

6. As reflected on **Exhibit "B"** the Monitor's average hourly rate for the Period was \$595.28.

7. The Monitor's fees and disbursements for the period from the date of this affidavit to the effective date of the Monitor's discharge will be calculated and billed at the standard hourly rates currently in effect. Barring unforeseen circumstances, the fees and disbursements of the Monitor for the period from the date of this affidavit to the date of the Monitor's discharge are estimated not to exceed \$250,000, excluding disbursements and taxes.

8. I verily believe that the time expended and the fees charged are reasonable in light of the services performed and the prevailing rates in the Vancouver and Toronto markets for services of this nature. The work completed by KSV was delegated to the appropriate professionals, with appropriate seniority and hourly rates.

SWORN BEFORE ME over)
videoconference on this 23rd day of)
December, 2025. The affiant was located in)
the City of Toronto, in the Province of)
Ontario and the Commissioner was located)
in the City of Toronto, in the Province of)
Ontario in accordance with O. Reg. 431/20,
Administering Oath or Declaration
Remotely



RAJINDER KASHYAP

A Commissioner, etc.,
Province of Ontario, for KSV Restructuring Inc.
Expires February 23, 2027



NOAH GOLDSTEIN

This is **Exhibit "A"** referred to in the Affidavit of Noah Goldstein affirmed before me at the City of Toronto, Province of Ontario, this 23rd day of December, 2025.



Rajinder Kashyap, a Commissioner, etc., Province
of Ontario, for KSV Restructuring Inc. Expires
February 23, 2027



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

June 25, 2025

Attention: Adam Zalev

Invoice No: 4516
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered to June 24, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Reflect Advisors LLC ("Reflect"), the Company's Chief Restructuring Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;
- Reviewing internal financial information provided by management, including forecasts and historical financial statements;
- Reviewing other background information regarding the Company, including leases and information regarding vendors;

CCAA proceedings

- Preparing and finalizing the First Report of the Monitor dated June 13, 2025 (the “First Report”) filed in connection with the Company’s comeback motion heard June 16, 2025 (the “Comeback Motion”);
- Corresponding with Bennett Jones and Fasken on the First Report;
- Assisting the Company to prepare and finalize a cash flow projection which was appended to the First Report;
- Preparing the statutory reports on cash flow filed by the Company and KSV, as CCAA Monitor;
- Attending in court (virtually) for the Comeback Motion on June 16, 2025;
- Preparing, in draft, the Second Report of the Monitor (the “Second Report”) to be filed in connection with a motion returnable July 4, 2025 to, among other things, seek the Second Amended and Restated Initial Order (the “SARIO”);
- Assisting the Company to prepare and finalize a cash flow projection to be appended to the Second Report;

Chapter 15 Proceedings

- Corresponding with Cole regarding the Chapter 15 proceedings;
- Reviewing the Provisional Order dated June 23, 2025 granted by the US Court;

Operational Matters

- Corresponding extensively with Reflect and Ms. Kang regarding the Company’s cash flow forecast, including preparing several iterations;
- Reviewing the Company’s daily sales report, daily cash flow actuals and inventory balances;
- Reviewing the Company’s advertisement spend and gift card redemption data and discussing the same with the Company;
- Corresponding with various vendors and landlords regarding the stay of proceedings;
- Corresponding with RBC regarding the Company’s credit cards;
- Responding to enquiries from the Company’s suppliers regarding the CCAA proceedings;
- Engaging in multiple daily meetings with Ms. Kang and Reflect to consider the cash flow projection and the requirement for a DIP Facility;
- Reviewing several turns of a DIP term sheet and considering same with Reflect, Fasken and Bennett Jones;

- Considering the economics of the proposed DIP and discussing same with Ms. Kang and Ms. Miller;
- Considering alternative DIP lenders and engaging in discussions with same;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Reviewing potential CCAA emergence strategies and discussing the same with Fasken, Bennett Jones and Reflect;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding contingency planning and potential future motions;
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 102,678.95
HST	<u>13,348.26</u>
Total due	<u>116,027.21</u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the Period Ending June 24, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	28.10	23,885.00
Murtaza Tallat	All aspects of the mandate	575	58.40	33,580.00
Dean Perlman	All aspects of the mandate	560	70.42	39,435.20
Roni Levit	Mandate assistance	475	10.65	5,058.75
Admin and other			3.00	720.00
Fees				102,678.95
Disbursements				-
Total fees and disbursements				102,678.95



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

July 10, 2025

Attention: Adam Zalev

Invoice No: 4545
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered to July 8, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Reflect Advisors LLC ("Reflect"), the Company's Chief Restructuring Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;
- Reviewing internal financial information provided by management, including forecasts and historical financial statements;
- Reviewing other background information regarding the Company, including leases and information regarding vendors;

CCAA proceedings

- Reviewing and providing comments on all Court materials filed in connection with a motion returnable July 4, 2025, among other things, seeking a Second Amended and Restated Initial Order (the “SARIO”) and a Claims Process Order (the “CPO”), including:
 - the Notice of Application;
 - the Affidavits of Min Kang filed in support of the SARIO and CPO;
 - the draft SARIO and CPO;
- Preparing and finalizing the Second Report of the Monitor dated June 30, 2025 (the “Second Report”) in connection with the Company’s motion seeking the SARIO;
- Preparing and finalizing the Supplement to the Second Report of the Monitor dated July 3, 2025 (the “Second Supplemental Report”) filed in connection with the Company’s motion seeking the CPO;
- Corresponding with Bennett Jones, Reflect and Fasken on the Second Report and Second Supplement Report;
- Assisting the Company to prepare and finalize a cash flow projection which was appended to the Second Report;
- Preparing the statutory reports on cash flow filed by the Company and the Monitor;
- Attending in court (virtually) for the Company’s motion seeking the SARIO and CPO on July 4, 2025;

Chapter 15 Proceedings

- Corresponding with Cole, generally, regarding the Chapter 15 proceedings;
- Reviewing and commenting on the following documents filed with the US Bankruptcy Court from the Southern District of New York (the “US Court”):
 - The Supplemental Declaration of Min Kang dated July 2, 2025;
 - The Supplement to Verified Petition dated July 2, 2025; and
 - The Declaration of Kibben Jackson dated July 2, 2025;
- Attending virtually at US Court on July 8, 2025;

Claims Process

- Corresponding with Fasken, Bennett Jones, Reflect and the Company on the development of a claims procedure (the “Claims Procedure”), including reviewing and providing comments on various ancillary documents in connection with the same;

- Preparing and distributing a detailed guide on the CPO for the Company and attending a meeting with the Company and Reflect to discuss the same;
- Reviewing a creditor listing prepared by the Company and corresponding with the Company regarding same;
- Assisting the Company prepare Proof of Claim packages and Employee Proof of Claim packages in accordance with the CPO;
- Preparing a Notice to Claimants for publication in the Globe and Mail (National Edition) and Wallstreet Journal in accordance with the CPO;

Operational Matters

- Corresponding extensively with Reflect and Ms. Kang regarding the Company's cash flow forecast, including maintaining a daily rolling version of the same;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Monitoring the Company's financial performance and speaking with management concerning operational issues;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Reflect, Bennett Jones and Fasken in connection with the same;
- Responding to enquiries from the Company's suppliers regarding the CCAA proceedings;
- Corresponding with the Company and Reflect regarding certain employee matters;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Reviewing potential CCAA emergence strategies and discussing the same with Fasken, Bennett Jones and Reflect;
- Assisting the Company prepare notices of disclaimer and discussing the same with Bennett Jones and the Company;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding contingency planning and potential future motions;
- Maintaining the case website;

- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 73,581.74
HST	<u>9,565.63</u>
Total due	<u><u>83,147.37</u></u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period June 25, 2026 to July 8, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	13.20	11,220.00
Murtaza Tallat	All aspects of the mandate	575	55.60	31,970.00
Dean Perlman	All aspects of the mandate	560	47.53	26,616.80
Roni Levit	Mandate assistance	475	3.85	1,828.75
Other staff and administration			6.50	1,902.75
Total fees				73,538.30
Add: out-of-pocket disbursements (postage)				43.44
Total fees and disbursements				73,581.74



INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

August 6, 2025

Attention: Min Kang

Invoice No: 4570
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period July 9, 2025 to July 31, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Reflect Advisors LLC ("Reflect"), the Company's former Chief Restructuring Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, principal of RTB Enterprises Inc., an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;

- Preparing DIP reporting materials (the “DIP Reporting”), including drafting the cumulative variance explanations and extending the cash flow forecast;
- Finalizing the DIP Reporting and reviewing/commenting on a Management Discussion & Analysis to be included in the DIP Reporting;

Emergence Model and Liquidation Analysis

- Reviewing potential CCAA emergence strategies and discussing the same with Fasken, Bennett Jones and Reflect;
- Reviewing and providing comments on a management presentation outlining the restructuring process for the Company’s benefit, including a detailed CCAA timeline;
- Assisting the Company prepare a draft liquidation analysis (the “Liquidation Analysis”) and meeting with the Company to discuss the same;
- Refining the assumptions of the Liquidation Analysis based on discussions with the Company;
- Participating in calls with the Company to review a CCAA emergence model, including the underlying assumptions;

Claims Procedure

- Carrying out the Monitor’s duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the “CPO”), including, among other things:
 - Monitoring a general mail inbox for the claims process (the “Claims Inbox”) and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - reviewing proof of claim forms and corresponding directly with claimants to address corrections and/or deficiencies in the same;
 - uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries;
 - reviewing Termination Claim Statements prepared in respect of termination employees;
 - facilitating calls with claimants on an ad-hoc basis to answer any questions related to their proof of claim package; and
 - participating in weekly calls with the Company to review claims received, coordinate responses, and perform claim reconciliations;

Operational Matters

- Monitoring the Company’s financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Reflect, Bennett Jones and Fasken in connection with the same;
- Responding to enquiries from the Company’s suppliers regarding the CCAA proceedings;

- Corresponding with the Company and Reflect regarding certain employee matters;
- Attending daily calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with all advisors and the Company, including on July 14, 21 and 28, 2025;
- Attending calls with Reflect regarding the transition of responsibilities;
- Assisting the Company prepare notices of disclaimer and discussing the same with Bennett Jones and the Company;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding contingency planning and potential future motions;
- Maintaining the case website;
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 117,119.88
HST	<u>15,225.58</u>
Total due	<u><u>132,345.46</u></u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period July 9, 2025 to July 31, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	12.80	10,880.00
Murtaza Tallat	All aspects of the mandate	650	59.00	38,350.00
Dean Perlman	All aspects of the mandate	600	79.20	47,520.00
Roni Levit	Mandate assistance	475	35.85	17,028.75
Other staff and administration			1.55	271.25
Total fees				114,050.00
Add: out-of-pocket disbursements (ascend license, OSB search, travel costs)				3,069.88
Total fees and disbursements				117,119.88

Please note that effective July 1, 2025, the hourly rate for Murtaza Tallat has increased from \$575 to \$650 and the hourly rate for Dean Perlman has increased from \$560 to \$600.



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

September 10, 2025

Attention: Min Kang

Invoice No: 4672
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period August 1, 2025 to August 31, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, principal of RTB Enterprises Inc. ("RTB"), an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;

- Preparing DIP reporting materials (the “DIP Reporting”), including drafting the cumulative variance explanations and extending the cash flow forecast;
- Finalizing the DIP Reporting and reviewing/commenting on a Management Discussion & Analysis to be included in the DIP Reporting;

Emergence Model

- Participating in calls with the Company to review a CCAA emergence model, including the underlying assumptions;
- Reviewing and providing comments on a lender solicitation deck prepared by the Company;
- Corresponding with RTB regarding the Company’s lender solicitation process;

Claims Procedure

- Carrying out the Monitor’s duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the “CPO”), including, among other things:
 - Monitoring a general mail inbox for the claims process (the “Claims Inbox”) and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - reviewing proof of claim forms and corresponding directly with claimants to address corrections and/or deficiencies in the same;
 - uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries;
 - reviewing Termination Claim Statements prepared in respect of termination employees;
 - facilitating calls with claimants on an ad-hoc basis to answer any questions related to their proof of claim package; and
 - participating in weekly calls with the Company to review claims received, coordinate responses, and perform claim reconciliations;

Operational Matters

- Monitoring the Company’s financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Bennett Jones and Fasken in connection with the same;
- Corresponding with the Company regarding its requirement for an import bond and discussing the same with Bennett Jones;
- Responding to enquiries from the Company’s suppliers regarding the CCAA proceedings;
- Corresponding with the Company regarding certain employee matters;
- Attending daily calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with all advisors and the Company, including on August 4, 11, 18 and 26, 2025;
- Assisting the Company prepare notices of disclaimer and discussing the same with Bennett Jones and the Company;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding contingency planning and potential future motions;
- Maintaining the case website;
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 96,394.25
HST	<u>12,531.25</u>
Total due	<u>108,925.50</u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period August 1, 2025 to August 31, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	7.30	6,205.00
Murtaza Tallat	All aspects of the mandate	650	36.45	23,692.50
Dean Perlman	All aspects of the mandate	600	52.90	31,740.00
Roni Levit	Mandate assistance	475	72.35	34,366.25
Other staff and administration			1.80	390.50
Total fees				<u>96,394.25</u>



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

October 9, 2025

Attention: Min Kang

Invoice No: 4717
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period September 1 to September 30, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, principal of RTB Enterprises Inc. ("RTB"), an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;

- Preparing DIP reporting materials (the “DIP Reporting”), including drafting the cumulative variance explanations and extending the cash flow forecast;
- Finalizing the DIP Reporting and reviewing/commenting on a Management Discussion & Analysis to be included in the DIP Reporting;

CCAA Proceedings

- Preparing and finalizing the Third Report of the Monitor dated September 29, 2025 (the “Third Report”) filed in connection with a motion returnable October 3, 2025 (the “October 3rd Hearing”);
- Corresponding with Bennett Jones and Fasken on the Third Report;
- Corresponding with the Company to finalize a cash flow projection in connection with the motion returnable October 3, 2025.
- Finalizing the statutory reports on cash flow filed by the Company and KSV, as CCAA Monitor, which was appended to the Third Report;
- Reviewing and providing comments on all Court materials filed in connection with the October 3rd Hearing seeking a stay extension order, including;
 - the Notice of Application;
 - the Affidavit of Min Kang sworn September 26, 2025; and
 - the Affidavit of Jordan Beaulieu sworn September 24, 2025;

Emergence Model

- Participating in calls with the Company to review a CCAA emergence model, including the underlying assumptions;

Claims Procedure

- Carrying out the Monitor’s duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the “CPO”), including, among other things:
 - Monitoring a general mail inbox for the claims process (the “Claims Inbox”) and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - reviewing proof of claim forms and corresponding directly with claimants to address corrections and/or deficiencies in the same;
 - uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries;
 - reviewing Termination Claim Statements prepared in respect of termination employees; and
 - facilitating calls with claimants on an ad-hoc basis to answer any questions related to their proof of claim package;

Operational Matters

- Monitoring the Company's financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Bennett Jones and Fasken in connection with the same;
- Corresponding with the Company regarding its requirement for an import bond and discussing the same with Bennett Jones;
- Responding to enquiries from the Company's suppliers regarding the CCAA proceedings;
- Attending daily calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with the Company and its advisors on September 1, 8, 15, 22 and 29, 2025;
- Assisting the Company prepare notices of disclaimer and discussing the same with Bennett Jones and the Company;
- Reviewing notices of disclaimer issued to landlords and discussing the same with Bennett Jones;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding contingency planning and potential future motions;
- Maintaining the case website; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees as per attached time summary	\$ 52,485.25
HST	<u>6,823.08</u>
Total due	<u><u>59,308.33</u></u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period September 1 to September 30, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	5.00	4,250.00
Murtaza Tallat	All aspects of the mandate	650	36.15	23,497.50
Dean Perlman	All aspects of the mandate	600	28.10	16,860.00
Roni Levit	Mandate assistance	475	15.65	7,433.75
Other Staff and Administration			1.85	444.00
Total Fees				<u>52,485.25</u>



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

November 7, 2025

Attention: Min Kang

Invoice No: 4786
HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period October 1 to October 31, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, principal of RTB Enterprises Inc. ("RTB"), an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily cash flow actuals and inventory balances and attending a weekly call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;

- Preparing DIP reporting materials (the “DIP Reporting”), including drafting the cumulative variance explanations and extending the cash flow forecast;
- Finalizing the DIP Reporting and reviewing/commenting on a Management Discussion & Analysis to be included in the DIP Reporting;

Court Matters

- Attending in court (virtually) for the Company’s motion seeking a stay extension order on October 3, 2025;

Emergence Model and Liquidation Analysis

- Participating in calls with the Company to review a CCAA emergence model, including the underlying assumptions;
- Assisting the Company to update a draft liquidation analysis (the “Liquidation Analysis”) and meeting with the Company to discuss the same;
- Refining the assumptions of the Liquidation Analysis based on discussions with the Company;

Claims Procedure

- Carrying out the Monitor’s duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the “CPO”), including, among other things:
 - Monitoring a general mail inbox for the claims process (the “Claims Inbox”) and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - reviewing proof of claim forms and corresponding directly with claimants to address corrections and/or deficiencies in the same;
 - uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries;
 - reviewing Termination Claim Statements prepared in respect of termination employees; and
 - facilitating calls with claimants on an ad-hoc basis to answer any questions related to their proof of claim package;

Operational Matters

- Monitoring the Company’s financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Bennett Jones and Fasken in connection with the same;
- Responding to enquiries from the Company’s suppliers regarding the CCAA proceedings;
- Attending weekly calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with all advisors and the Company, including on October 7, 14, 21, and 28, 2025;
- Reviewing notices of disclaimer issued to landlords and discussing the same with Bennett Jones;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Strategizing with counsel and other stakeholders regarding restructuring planning efforts and potential future motions;
- Maintaining the case website; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 61,869.50
HST	8,043.04
Total due	<u>69,912.54</u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period October 1 to October 31, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	9.50	8,075.00
Murtaza Tallat	All aspects of the mandate	650	23.55	15,307.50
Dean Perlman	All aspects of the mandate	600	53.40	32,040.00
Roni Levit	Mandate assistance	475	12.90	6,127.50
Other Staff and Administration			1.45	319.50
Total Fees				<u>61,869.50</u>



INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

December 5, 2025

Attention: Min Kang

Invoice No: 4855

HST #: 818808768RT0001

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period November 1 to November 30, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel, to discuss the proceedings and other matters;
- Corresponding with Kristi Miller, principal of RTB Enterprises Inc. ("RTB"), an advisor to the Company, regarding matters related to the CCAA proceedings;
- Corresponding with Cole Shultz ("Cole"), counsel to the Foreign Representative, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;

- Preparing DIP reporting materials (the “DIP Reporting”), including drafting the cumulative variance explanations and extending the cash flow forecast;
- Finalizing the DIP Reporting and reviewing/commenting on a Management Discussion & Analysis to be included in the DIP Reporting;

CCAA Proceedings

- Preparing and finalizing the Monitor’s fourth report to court dated November 17, 2025 (the “Fourth Report”) filed in connection with a motion returnable November 20, 2025 (the “November 20th Hearing”);
- Corresponding with Bennett Jones and Fasken on the Fourth Report;
- Corresponding with the Company to finalize a cash flow projection in connection with the November 20th Hearing;
- Finalizing the statutory reports on cash flow by the Company and KSV, as CCAA Monitor, which was appended to the Fourth Report;
- Reviewing and providing comments on all Court materials filed in connection with the November 20th Hearing seeking a stay extension and financing approval order (the “Stay Extension & Financing Approval Order”), including:
 - Notice of Application (Stay Extension) dated November 17, 2025;
 - Affidavit #6 of Min Gyoung Kang sworn November 17, 2025; and
 - Affidavit #7 of Min Gyoung Kang sworn November 19, 2025.
- Reviewing the Stay Extension & Financing Approval Order granted by the Court on November 20, 2025;
- Preparing and finalizing the Monitor’s fifth report to court dated November 26, 2025 (the “Fifth Report”) filed in connection with a motion returnable November 28, 2025 (the “November 28th Hearing”);
- Corresponding with Bennett Jones and Fasken on the Fifth Report;
- Reviewing and providing comments on all Court materials filed in connection with the November 28th Hearing seeking a meeting order and ancillary order, including:
 - Notice of Application as at November 24, 2025;
 - Affidavit of Min Kang dated November 24, 2025;
 - Notice of Application re Approval of activities dated November 26, 2025;
- Reviewing the meeting order (the “Meeting Order”) and order made after application granted by the Court on November 28, 2025;
- Attending Court regarding the November 20th Hearing and the November 28th Hearing;

Claims Procedure

- Carrying out the Monitor's duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the "CPO"), including, among other things:
 - Monitoring a general mail inbox for the claims process (the "Claims Inbox") and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - Uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries;
 - Reviewing termination claim statements prepared in respect of termination employees; and
 - Facilitating calls with claimants on an ad-hoc basis to answer any questions related to their proof of claim package;
 - Reviewing and logging two late-filed claims filed by creditors (the "Late Filed Claims");
 - Corresponding with Bennett Jones regarding the Late Filed Claims;
 - Corresponding with the Company on disputed claims and outstanding reconciliation items required to finalize the claims process;

Plan of Arrangement

- Assisting the Company to finalize a liquidation analysis (the "Liquidation Analysis") and meeting with the Company to discuss the same as it pertains to the Plan of Arrangement;
- Reviewing and commenting on multiple versions of the Plan of Arrangement filed in connection with the Meeting Order;
- Preparing a "Creditors' Meeting Materials Package" consisting of the following documents, and causing same to be posted on the Monitor's website in accordance with the Meeting Order:
 - a Notice of Meeting to Affected Creditors;
 - the Monitor's Fifth Report;
 - a Form of Proxy;
 - an Electronic Meetings Protocol;
 - a Plan; and
 - a Meeting Order (without schedules).

Operational Matters

- Monitoring the Company's financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Bennett Jones and Fasken in connection with the same;

- Responding to enquiries from the Company's suppliers regarding the CCAA proceedings;
- Attending weekly calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with all advisors and the Company, including on November 3, 10, 17, and 24, 2025;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Maintaining the case website;
- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 74,950.25
HST	9,743.53
Total due	<u>84,693.78</u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period November 1 to November 30, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	6.00	5,100.00
Murtaza Tallat	All aspects of the mandate	650	65.15	42,347.50
Dean Perlman	All aspects of the mandate	600	38.10	22,860.00
Roni Levit	Mandate assistance	475	7.95	3,776.25
Other Staff and Administration			3.65	866.50
Total Fees				<u>74,950.25</u>



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INVOICE

Oak & Fort Corp.
7 East 6th Avenue, Suite 100
Vancouver, BC V5T 1J3

December 22, 2025

Invoice No: 4913
HST #: 818808768RT0001

Attention: Min Kang

Re: Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC (collectively the "Company")

For professional services rendered for the period December 1 to December 19, 2025, in connection with the Company's insolvency proceedings, which commenced on June 2, 2025, under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* and were converted on June 6, 2025, to proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including the following:

- Corresponding regularly with Min Kang ("Ms. Kang"), the Company's Chief Executive Officer, Melorin Pouladian ("Ms. Pouladian"), the Company's Chief Operating Officer, Bennett Jones LLP ("Bennett Jones"), the Monitor's counsel, and Fasken Martineau DuMoulin LLP ("Fasken"), the Company's legal counsel and Kristi Miller, principal of RTB Enterprises Inc. ("RTB"), an advisor to the Company, regarding the CCAA proceedings, particularly in respect of the plan of compromise and arrangement (the "Plan") filed by the Company on or around November 21, 2025, and the virtual meeting of creditors convened on December 19, 2025 (the "Creditors' Meeting") for the purposes of considering and voting on the Plan;
- Corresponding with Cole Shultz ("Cole"), U.S. counsel to the Company, regarding the Company's Chapter 15 proceedings;

Cash Flow Forecasting and DIP Reporting

- Corresponding extensively with the Company regarding the cash flow forecast, including maintaining a weekly rolling version of the same, updating regularly for actuals and timing variances;
- Reviewing the Company's daily sales report, daily cash flow actuals and inventory balances and attending a daily call regarding disbursements;
- Corresponding extensively with the Company regarding inventory disbursements forecast, supplier agreements/deposits, and purchase schedules for the upcoming weeks;
- Preparing and finalizing the DIP reporting materials (the "DIP Reporting"), including drafting the cumulative variance explanations and extending the cash flow forecast;

CCAA Proceedings

- Preparing and finalizing the Monitor's supplement to the fifth report (the "Fifth Report") to court dated December 17, 2025 (the "Supplemental Fifth Report") to be read in conjunction with the Fifth Report.
- Corresponding with Bennett Jones and Fasken on the Supplemental Fifth Report;
- Preparing, in draft, the Monitor's sixth report to court to be filed in connection with a sanction hearing scheduled for January 8, 2026 (the "Sanction Hearing");
- Reviewing and providing comments on all Court materials to be filed in connection with the Sanction Hearing seeking a sanction order and an activity and fee approval order, including:
 - Notice of Application re Sanction Order and CCAA Termination Order;
 - Notice of Application re Monitor Activity and Fee Approval;
 - Activity and Fee Approval Order;
 - Sanction Order; and
 - Affidavit in Support of Application – Sanction Order and CCAA Termination Order;

Claims Procedure

- Carrying out the Monitor's duties and obligations in accordance with the terms of a Claims Procedure Order dated July 4, 2025 (the "CPO"), including, among other things:
 - Monitoring a general mail inbox for the claims process (the "Claims Inbox") and reviewing/responding to inquiries sent to the Claims Inbox on a regular basis;
 - Uploading and maintaining claims documentation in a shared folder for the Company to access, including logging claims received, updating the claims register, and preparing status summaries; and
 - Reviewing termination claim statements prepared in respect of termination employees;

Creditor Meeting

- Carrying out the Monitor's duties and obligations in accordance with the terms of a Meeting Order dated November 28, 2025 (the "Meeting Order"), as more specifically detailed below;
- Sending a "Creditors' Meeting Materials Package" on December 2, 2025 to creditors consisting of the following documents, and causing same to be posted on the Monitor's website in accordance with the Meeting Order:
 - a Notice of Meeting to Affected Creditors;
 - the Monitor's Fifth Report;
 - a Form of Proxy;
 - an Electronic Meetings Protocol;
 - a Plan; and
 - a Meeting Order (without schedules);
- Sending the Supplemental Fifth Report on December 17, 2025 to creditors providing an update on certain matters described in the Fifth Report in advance of the Creditors' Meeting;

- Preparing materials in connection with the Creditors' Meeting, including a draft agenda and slide presentation for the Creditors' Meeting (the "Meeting Materials");
- Corresponding with Bennett Jones, Fasken, Ms. Kang and RTB regarding their comments on the Meeting Materials;
- Facilitating and attending a rehearsal of the Creditors' Meeting on December 17, 2025 with Bennett Jones, Fasken, the Company and RTB;
- Responding to calls and emails from creditors regarding the materials posted on the Monitor's website in connection with the Plan and the Creditors' Meeting, particularly from former employees of the Company, inventory production vendors and landlords;
- Reviewing and logging proxy forms submitted by creditors;
- Responding to inquiries from creditors regarding the procedure for attending the Creditors' Meeting;
- Drafting an email update to Bennett Jones and Fasken regarding the summary of voting, proxies and attendance at the Creditors' Meeting dated December 17, 2025;
- Attending and chairing the Creditors' Meeting on December 19, 2025 in accordance with the Meeting Order;
- Drafting minutes of the Creditors' Meeting;

Operational Matters

- Monitoring the Company's financial performance and speaking with management concerning operational issues, including regarding landlords and other vendors;
- Corresponding with various vendors and landlords regarding the stay of proceedings and corresponding with Bennett Jones and Fasken in connection with the same;
- Responding to enquiries from the Company's suppliers regarding the CCAA proceedings;
- Attending weekly calls with the Company regarding the cash flows and vendor payments;

Other

- Participating in internal team meetings to coordinate responsibilities, discuss developments, and ensure timely execution of deliverables;
- Attending weekly status meetings with all advisors and the Company, including on December 8 and 15, 2025;
- Responding to ad hoc inquiries from stakeholders and advisors regarding the proceedings, timeline, and next steps;
- Maintaining the case website;

- To all other meetings, correspondence, etc. pertaining to this matter.

Fees and Disbursements	\$ 65,042.50
HST	<u>8,455.53</u>
Total due	<u><u>73,498.03</u></u>

KSV Restructuring Inc.

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise (US) Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC

Time Summary

For the period December 1 to December 19, 2025

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	Overall responsibility	850	5.00	4,250.00
Murtaza Tallat	All aspects of the mandate	650	43.15	28,047.50
Dean Perlman	All aspects of the mandate	600	49.20	29,520.00
Tony Trifunovic	Mandate assistance	500	0.75	375.00
Roni Levit	Mandate assistance	475	3.50	1,662.50
Other Staff and Administration			5.30	1,187.50
Total Fees				<u>65,042.50</u>

This is **Exhibit "B"** referred to in the Affidavit of Noah Goldstein affirmed before me at the City of Toronto, Province of Ontario, this 23rd day of December, 2025.



Rajinder Kashyap, a Commissioner, etc., Province
of Ontario, for KSV Restructuring Inc. Expires
February 23, 2027

Oak and Fort Corp., 1282339 BC Ltd., Oak and Fort US Group Inc., Oak and Fort Enterprise US Inc., NYM Merger Holdings LLC, and Oak and Fort California LLC
Schedule of Professionals' Time and Rates
For the Period from June 1, 2025 to December 19, 2025

Personnel	Title	Duties	Hours	Billing Rate (\$ per hour)*	Amount (\$)
Noah Goldstein	Managing Director	Overall responsibility	141.10	850	119,935.00
Murtaza Tallat	Director	All aspects of mandate	444.45	575-650	275,317.50
Dean Perlman	Senior Manager	All aspects of mandate	494.67	560-600	289,051.20
Roni Levit	Manager	Mandate assistance	203.70	475	96,757.50
Other staff and administrative			51.85	175 - 925	14,092.00
Total fees			<u>1,335.77</u>		<u>795,153.20</u>
Total hours					1,335.77
Average hourly rate					\$ 595.28

*Please note that effective July 1, 2025, the hourly rate for Murtaza Tallat has increased from \$575 to \$650 and the hourly rate for Dean Perlman has increased from \$560 to \$600.

Appendix “D”

This is the 1st Affidavit of Jesse Mighton in this case and was made on December 23, 2025.

No. S-254287
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 OAK AND FORT CORP., 1282339 B.C. LTD., OAK AND FORT US GROUP, INC., OAK AND FORT ENTERPRISE (U.S.), INC., NYM MERGER HOLDINGS LLC AND OAK AND FORT CALIFORNIA, LLC

PETITIONERS

AFFIDAVIT

I, Jesse Mighton, of the City of Toronto, in the Province of Ontario, AFFIRM THAT:

1. I am a lawyer qualified to practice law in the Province of Ontario and am a partner at Bennett Jones LLP ("**Bennett Jones**"), counsel for KSV Restructuring Inc. ("**KSV**") in its capacity as court-appointed monitor of the Petitioners (in such capacity, the "**Monitor**") in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. I make this affidavit in support of an application by the Monitor for, among other things, approval of the fees and disbursements of the Monitor and its counsel.
3. Attached hereto as **Exhibit "A"** are true copies of the accounts rendered by Bennett Jones as counsel to the Monitor for the period between May 18, 2025 and December 19, 2025. The accounts have been redacted to address matters of confidentiality or privilege. I confirm that these accounts accurately reflect the services provided by Bennett Jones in this matter for this period and the fees and disbursements claimed by it for the period.

4. Attached hereto as **Exhibit "B"** is a schedule summarizing the accounts of Bennett Jones rendered to the Monitor for the fees and disbursements incurred by Bennett Jones in connection with these proceedings for the period between May 18, 2025 and December 19, 2025.

5. Attached hereto as **Exhibit "C"** is a schedule summarizing the respective years of call and billing rates of each of the professionals at Bennett Jones that rendered services to the Monitor, the hours worked by each such individual and the blended hourly rate for the file.

6. Bennett Jones' fees and disbursements as counsel to the Monitor for the period from the date of this affidavit to the effective date of the Monitor's discharge will be calculated and billed at the standard hourly rates currently in effect. Barring unforeseen circumstances, the fees and disbursements of Bennett Jones for the period from the date of this affidavit to the date of the Monitor's discharge are estimated not to exceed \$200,000, excluding disbursements and taxes.


7. To the best of my knowledge, the rates charged by Bennett Jones throughout the course of these proceedings are comparable to the rates charged by other full service corporate law firms operating in British Columbia and Ontario for the provision of similar services on comparable insolvency matters. The work completed by Bennett Jones was delegated to the appropriate professionals, with appropriate seniority and hourly rates. I believe that the total hours, and fees and disbursements incurred to date by Bennett Jones on this matter are consistent with the instructions received from our client from time to time, and therefore are reasonable and appropriate in the circumstances.

8. I acknowledge the solemnity of making a sworn statement/solemn declaration and acknowledge the consequences of making an untrue statement.

9. I was not physically present before the person before whom this affidavit was affirmed but was in that person's presence using video conferencing.

AFFIRMED BEFORE ME at the City of)
Vancouver, in the Province of British)
Columbia, this 23rd day of December,)
2025.)

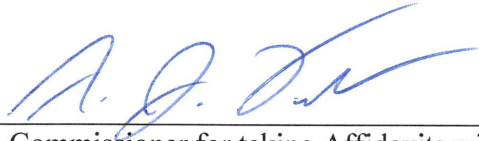

A Commissioner for taking affidavits for British Columbia)



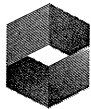
JESSE MIGHTON

ANDREW FROH
Barrister & Solicitor
BENNETT JONES LLP
2500 PARK PLACE – 666 BURNARD ST
VANCOUVER, B.C. V6C 2X8
TEL: 604.891.5101 FAX: 604.891.5100

This is **Exhibit "A"** referred to in the Affidavit of Jesse Mighton affirmed before me at the City of Vancouver, Province of British Columbia, this 23rd day of December, 2025.

A handwritten signature in blue ink, appearing to be 'A. G. Th', is written above a horizontal line.

A Commissioner for taking Affidavits within
British Columbia



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

2

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: June 12, 2025
Invoice: 1637880

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	128,431.00
Total Due before Tax	\$	128,431.00
GST/HST	\$	6,421.55
PST	\$	8,990.17
Total Due in CAD	\$	143,842.72

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



June 12, 2025
Page 2

Client: 074735.00060
Invoice No.: 1637880

Date	Name	Description	Hours
18/05/25	Sean Zweig	Reviewing background information regarding potential D&O liabilities, and considering same; Call with A. Zalev; Reviewing and commenting on draft engagement letter; Emails with A. Zalev	1.10
20/05/25	Christine Viney	Discussion with S. Zweig regarding scope of policy review; Preliminary review of initial policy documents provided; Correspondence regarding same; Reviewing D&O policy wordings	2.70
20/05/25	Sean Zweig	Call with C. Viney regarding D&O policy review; Correspondence regarding same	0.30
21/05/25	Christine Viney	Completing review and consideration of D&O policy and drafting summary of coverage under same	3.50
21/05/25	Sean Zweig	Correspondence with A. Zalev regarding potential super-priority claims; Reviewing information regarding same and considering same; Call with Aird & Berlis and Reflect regarding customs, duties and super-priority claims; Follow-up correspondence; Reviewing memorandum from C. Viney regarding D&O policy, and considering same	1.10
22/05/25	Christine Viney	Call with Reflect and S. Zweig regarding D&O insurance coverage	0.20
22/05/25	Sean Zweig	Call with Reflect and C. Viney regarding D&O insurance and next steps	0.20
26/05/25	Sean Zweig	Emails with A. Zalev regarding various issues	0.40
01/06/25	Sean Zweig	Reviewing loan documents and AP schedule; Call with A. Zalev; Call with company	2.00
02/06/25	Jesse Mighton	Meeting with S. Zweig; Reviewing background documents; Multiple calls with management and advisors regarding NOI filing and related process matters; Reviewing filing materials and email correspondence regarding same; Call with A. Froh regarding file overview	3.50
02/06/25	Andrew Froh	Reviewing email correspondence with Reflect; Meeting with J. Mighton	0.50
02/06/25	Sean Zweig	Discussions with J. Mighton; Many discussions with N. Goldstein throughout day; Various correspondence throughout day in connection with NOI filings and background materials; Reviewing same and discussing issues; Many calls with KSV,	4.80

June 12, 2025
Page 3

Client: 074735.00060
Invoice No.: 1637880

Date	Name	Description	Hours
		Reflect and company; Calls with A. Zalev	
03/06/25	Jesse Mighton	Preparing process timeline; Call with deal team regarding process planning; Multiple calls regarding various work streams; Researching U.S. recognition matters, and internal correspondence regarding same; Engagement with U.S. counsel; Reviewing communications documents	5.50
03/06/25	Andrew Froh	Revising communication plan documents; Corresponding with J. Mighton and deal team regarding same; Researching U.S. recognition of NOI proceedings; Call with J. Mighton	3.60
03/06/25	Sean Zweig	Various discussions with U.S. counsel throughout day and evening; Multiple calls with company, Reflect and KSV; Many discussions with each of J. Mighton, N. Goldstein and A. Zalev; Working on and corresponding regarding multiple workstreams; Reviewing and discussing draft DIP term sheets	5.10
04/06/25	Andrew Froh	Corresponding with J. Mighton and deal team regarding Chapter 15 filing; Considering strategy regarding same; Reviewing company materials and communication plan documents	1.50
04/06/25	Jesse Mighton	Multiple calls with advisor group and management team; Many discussions with U.S. counsel; Reviewing communications documents; Call with A. Froh regarding status updates and procedural matters; Reviewing draft DIP term sheet	5.50
04/06/25	Sean Zweig	Various correspondence regarding Chapter 15 proceeding and related matters; Reviewing additional background information received; Discussing landlord and other stakeholder communication strategy; Various calls and correspondence throughout day regarding multiple workstreams; Reviewing and discussing updated DIP term sheet; Discussing gift cards	4.00
05/06/25	Andrew Froh	Corresponding with deal team regarding CCAA filing and related materials; Drafting stay letter to landlord; Reviewing and commenting on draft Affidavit of M. Kang and Initial Order; Drafting and revising first report of Monitor and consent to act; Reviewing and commenting on U.S. Chapter 15 pleadings; Meetings with management and company counsel	9.30



June 12, 2025
Page 4

Client: 074735.00060
Invoice No.: 1637880

Date	Name	Description	Hours
05/06/25	Jesse Mighton	Multiple calls regarding various work streams; Extensive review of CCAA court materials; Reviewing draft report	10.30
05/06/25	Sean Zweig	Reviewing and commenting on various drafts of CCAA materials, including KSV Report; Significant number of calls and emails throughout day regarding multiple workstreams, including Chapter 15 proceeding, gift cards, stakeholder communications, and Shopify cash flow sweep; Considering and addressing various issues	4.70
06/06/25	Andrew Froh	Corresponding with deal team regarding CCAA filing and related materials; Meetings with KSV and U.S. counsel; Commenting on draft Petition and Initial Order; Finalizing first report; Preparing for and attending hearing	7.00
06/06/25	Jesse Mighton	Extensive review of court materials; Calls with advisors and management team regarding same; Preparing for and attending virtual court attendance; Working on U.S. filing materials	6.70
06/06/25	Sean Zweig	Various calls and correspondence throughout day regarding multiple workstreams	2.30
07/06/25	Jesse Mighton	Reviewing U.S. court materials; Email correspondence regarding same; Email correspondence regarding service list and communications strategy	2.90
07/06/25	Andrew Froh	Reviewing email correspondence with U.S. counsel regarding petition filing; Reviewing U.S. filings	0.50
07/06/25	Sean Zweig	Reviewing Chapter 15 materials and comments on same; Significant correspondence throughout day with each of N. Goldstein and A. Zalev addressing U.S. service issues, DIP financing, gift cards, next steps, and other matters	2.20
08/06/25	Andrew Froh	Corresponding with U.S. counsel regarding U.S. hearing and materials; Meeting with deal team regarding same; Reviewing news articles on CCAA filing	0.60
08/06/25	Jesse Mighton	Email correspondence regarding communications strategy; Call with transaction team regarding U.S. court attendance preparation; Email correspondence regarding U.S. relief; Reviewing	3.10



June 12, 2025
Page 5

Client: 074735.00060
Invoice No.: 1637880

Date	Name	Description	Hours
		media reports and correspondence regarding same	
08/06/25	Sean Zweig	Significant email correspondence, and many calls throughout day, regarding various workstreams, including gift cards, communications plan, Chapter 15 matters, cash flow, and next steps	1.90
09/06/25	Jesse Mighton	Extensive correspondence regarding communications strategy; Attending U.S. court hearing; Email correspondence regarding Canadian comeback hearing timing and strategy; Email correspondence regarding stakeholder communications	6.70
09/06/25	Andrew Froh	Corresponding with deal team regarding U.S. proceedings, comeback materials and post-filing obligations; Attending U.S. Chapter 15 proceedings; Drafting Canadian service list; Reviewing security searches; Reviewing post-filing letter correspondence to suppliers	5.70
09/06/25	Sean Zweig	Discussions with each of J. Mighton, KSV and Reflect throughout day; Email correspondence throughout day regarding comeback hearing and related matters, Chapter 15 hearing, service lists, vendor communications, Shopify, DIP, lease disclaimers, and post-filing supply agreement	2.00
10/06/25	Andrew Froh	Corresponding with deal team and creditors; Meeting with counsel, Monitor and CRO regarding comeback hearing; Reviewing notice to creditors; Drafting stay letter to default notice; Revising Canadian service list; Reviewing and commenting on second Affidavit of M. Kang, draft ARIO, and DIP term sheet	5.20
10/06/25	Jesse Mighton	Reviewing and commenting on draft court materials for comeback hearing; Reviewing and commenting on draft DIP term sheet and email correspondence regarding same; Call with advisor group; Extensive email correspondence regarding multiple work streams	6.30
10/06/25	Sean Zweig	Discussions with each of J. Mighton, A. Zalev and N. Goldstein; Reviewing draft Affidavit, ARIO and DIP; Various email correspondence throughout day	2.30

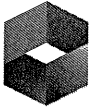
Total Hours	125.20
Total Professional Services \$	128,431.00



June 12, 2025
Page 6

Client: 074735.00060
Invoice No.: 1637880

Name	Hours	Rate
Sean Zweig	34.40 \$	1,300.00
Christine Viney	6.40 \$	875.00
Jesse Mighton	50.50 \$	1,050.00
Andrew Froh	33.90 \$	740.00
	GST/HST \$	6,421.55
	PST \$	8,990.17
	Total Due \$	<u>143,842.72</u>



Bennett Jones

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: June 12, 2025
Invoice: 1637880

Remittance Statement

Professional Services	\$	128,431.00
Total Due before Tax	\$	128,431.00
GST/HST	\$	6,421.55
PST	\$	8,990.17
Total Due in CAD	\$	143,842.72



June 12, 2025
Page 2

Client: 074735.00060
Invoice No.: 1637880

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Remit by Cheque

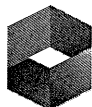
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

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Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: June 25, 2025
Invoice: 1639756

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	57,231.00
Disbursements	\$	196.97
Disbursements Incurred As Your Agent (Non Taxable)	\$	13.00
Total Due before Tax	\$	57,440.97
GST/HST	\$	2,871.40
PST	\$	4,006.17
Total Due in CAD	\$	64,318.54

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



June 25, 2025
Page 2

Client: 074735.00060
Invoice No.: 1639756

Date	Name	Description	Hours
11/06/25	Jesse Mighton	Email correspondence regarding various work streams; All-hands video conference regarding status updates and comeback hearing relief; Reviewing motion materials	3.00
11/06/25	Andrew Froh	Corresponding with internal team; Meeting with other counsel and management regarding comeback relief; Drafting report for comeback hearing; Revising service list; Reviewing and commenting on comeback application materials	4.40
11/06/25	Sean Zweig	Various correspondence regarding D&O charge; Reviewing and commenting on updated ARIQ; Discussions with N. Goldstein	0.70
12/06/25	Jesse Mighton	Email correspondence regarding motion materials; Email correspondence regarding stakeholder communications; Call with U.S. counsel regarding recognition relief; Reviewing court materials; Working on Monitor's report	4.50
12/06/25	Andrew Froh	Corresponding with internal team; Reviewing and commenting on comeback hearing application materials; Drafting first report of Monitor	4.10
12/06/25	Sean Zweig	Reviewing updated drafts of Affidavit and Order; Various discussions in connection with DIP [REDACTED]; Reviewing and commenting on draft First Report and reviewing comments; Various other correspondence	2.00
13/06/25	Andrew Froh	Corresponding with internal team, counsel for RBC, and landlords; Reviewing correspondence and amended agreement from counsel for RBC; Finalizing First Report of the Monitor; Preparing materials for comeback hearing; Revising service list; Finalizing stay letter [REDACTED]	4.80
13/06/25	Jesse Mighton	Ongoing review of draft Monitor's report; Extensive email correspondence regarding same; Email correspondence regarding RBC credit cards and reviewing documents relating to same; Email correspondence regarding stakeholder communications	3.50
13/06/25	Sean Zweig	Various correspondence throughout day, including in connection with finalizing various court materials and other issues	0.80
14/06/25	Jesse Mighton	Email correspondence regarding supplier issues;	2.20

June 25, 2025
Page 3Client: 074735.00060
Invoice No.: 1639756

Date	Name	Description	Hours
		Receiving and reviewing responding record [REDACTED]; Correspondence regarding same	
14/06/25	Andrew Froh	Corresponding with internal team; Reviewing Response to Petition from BDC and BDC loan documents; Considering strategy in response	0.60
14/06/25	Sean Zweig	Considering lien issue, and discussing same; Reviewing BDC materials, and discussing same	0.60
15/06/25	Andrew Froh	Corresponding with counsel for company, A. Zalev and J. Mighton; Reviewing arguments from counsel for BDC regarding D&O charge; Preparing reply arguments to same	1.50
15/06/25	Jesse Mighton	Email correspondence regarding court attendance; Preparing for same; Conducting research regarding D&O charges	3.50
15/06/25	Sean Zweig	Various emails regarding financing and other matters	0.20
16/06/25	Andrew Froh	Preparing for and attending comeback hearing; Reviewing application materials for ARIO; Corresponding with deal team regarding same; Meeting with J. Mighton regarding strategy	3.30
16/06/25	Jesse Mighton	Discussion with management team and advisors regarding financing status; Preparing for and attending court hearing regarding comeback motion; Email correspondence with various stakeholder representatives	3.50
16/06/25	Sean Zweig	Various correspondence in connection with DIP and other matters; Discussions regarding comeback hearing	0.70
17/06/25	Andrew Froh	Reviewing email correspondence with M. Kang regarding DIP; Corresponding with J. Mighton regarding same	0.10
17/06/25	Sean Zweig	Various correspondence regarding DIP and liquidity; Correspondence [REDACTED] [REDACTED]; Call with A. Zalev	0.80
18/06/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Considering lease issue [REDACTED]; Call with T. Bennett regarding status of ARIO and other matters	0.90

June 25, 2025
Page 4

Client: 074735.00060
Invoice No.: 1639756

Date	Name	Description	Hours
18/06/25	Jesse Mighton	Email correspondence regarding DIP terms; Email correspondence regarding various operational matters	1.50
18/06/25	Sean Zweig	Reviewing executed DIP Term Sheet; Call with N. Goldstein and A. Zalev; Various correspondence throughout day in connection with DIP funding, cash flow and related matters	0.80
19/06/25	Andrew Froh	Corresponding with internal team; Call with T. Bennett; Coordinating ARIIO with court scheduling; Reviewing agreement [REDACTED] and considering same	0.90
19/06/25	Jesse Mighton	Working on various operational matters; Email correspondence regarding DIP terms; Email correspondence regarding Chapter 15 proceedings	1.50
19/06/25	Sean Zweig	Reviewing and commenting on draft emails to company; Correspondence regarding Chapter 15 update; Various correspondence regarding DIP financing and related matters; Correspondence regarding US lease exit	1.00
20/06/25	Andrew Froh	Corresponding with deal team; Reviewing credit agreement [REDACTED]; Reviewing entered ARIIO; Coordinating service of same	0.70
20/06/25	Jesse Mighton	Email correspondence regarding supplier issues; Email correspondence regarding DIP	0.80
20/06/25	Sean Zweig	Further correspondence regarding DIP and related matters	0.30
21/06/25	Jesse Mighton	Reviewing DIP term sheet and email correspondence regarding same; Email correspondence regarding July 4 court attendance and related matters	1.30
21/06/25	Andrew Froh	Corresponding with management and CRO	0.10
21/06/25	Sean Zweig	Reviewing updated draft DIP Term Sheet, and correspondence regarding same and related matters	0.60
22/06/25	Sean Zweig	Call with A. Zalev	0.20
23/06/25	Andrew Froh	Reviewing US Order in Chapter 15 proceedings; Corresponding with deal team regarding SARIO;	0.50

June 25, 2025
Page 5

Client: 074735.00060
Invoice No.: 1639756

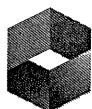
Date	Name	Description	Hours
		Reviewing same	
23/06/25	Jesse Mighton	Email correspondence regarding July 4 motion and motion materials	0.50
24/06/25	Jesse Mighton	Call with advisor group regarding restructuring plan; Call with L. Hiebert; Reviewing slide presentation and email correspondence regarding same	2.50
Total Hours			58.90
Total Professional Services			\$ 57,231.00

Name	Hours	Rate
Sean Zweig	8.70	\$ 1,300.00
Jesse Mighton	28.30	\$ 1,050.00
Andrew Froh	21.90	\$ 740.00

Disbursements	Amount
Courier	\$ 186.97
BC Online - Search	\$ 10.00
Total Disbursements	\$ 196.97

Disbursements Incurred As Your Agent (Non Taxable)	Amount
BC Online - Registration	\$ 13.00
Total Disbursements Incurred As Your Agent	\$ 13.00

GST/HST	\$ 2,871.40
PST	\$ 4,006.17
Total Due	\$ 64,318.54



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: June 25, 2025
Invoice: 1639756

Remittance Statement

Professional Services	\$	57,231.00
Disbursements	\$	196.97
Disbursements Incurred As Your Agent (Non Taxable)	\$	13.00
Total Due before Tax	\$	57,440.97
GST/HST	\$	2,871.40
PST	\$	4,006.17
Total Due in CAD	\$	64,318.54



June 25, 2025
Page 2

Client: 074735.00060
Invoice No.: 1639756

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Interac e-Transfer

Email: bennettjonesft@bennettjones.com
CAD only, no password required

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Remit by Cheque

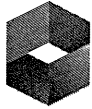
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjonesft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: July 9, 2025
Invoice: 1641300

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	46,718.00
Disbursements	\$	61.13
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	46,786.13
GST/HST	\$	2,338.96
PST	\$	3,270.26
Total Due in CAD	\$	52,395.35

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



July 9, 2025
Page 2

Client: 074735.00060
Invoice No.: 1641300

Date	Name	Description	Hours
23/06/25	Sean Zweig	Various correspondence in connection with development of restructuring plan, and discussing same; Reviewing and discussing draft ARIO	0.70
24/06/25	Andrew Froh	Meeting regarding emergence plan; Corresponding with J. Mighton; Revising Service List; Reviewing slide deck on restructuring plan	1.20
24/06/25	Sean Zweig	Discussion with J. Mighton regarding emergence plan and related matters; Reviewing drafts of presentation and providing input; Discussions with N. Goldstein; Reviewing and revising draft email [REDACTED]	1.20
25/06/25	Andrew Froh	Preparing for and attending meeting regarding emergence plan; Corresponding with J. Mighton; Revising Service List	1.40
25/06/25	Jesse Mighton	Reviewing and commenting on draft court materials	1.20
25/06/25	Sean Zweig	Call with N. Goldstein; All-hands call regarding emergence plan; Follow-up correspondence	0.90
26/06/25	Andrew Froh	Corresponding with deal team; Reviewing and commenting on SARIO application materials; Revising Service List; Telephone calls with T. Bennett and J. Mighton; Reviewing and commenting on Claims Procedure Order and DIP term sheet	2.10
26/06/25	Jesse Mighton	Reviewing and commenting on updated court materials; Email correspondence regarding same; Reviewing and commenting on draft Claims Procedure Order; Reviewing final DIP term sheet	5.80
26/06/25	Sean Zweig	Discussion with J. Mighton; Reviewing draft court materials and discussing same; Reviewing and discussing draft Second Monitor's Report; Reviewing and discussing draft Claims Procedure Order; Reviewing updated DIP	2.70
27/06/25	Jesse Mighton	Ongoing revisions to Claims Procedure Order; Working on draft Monitor's Report	3.00
27/06/25	Andrew Froh	Revising Claims Procedure Order; Telephone call with J. Mighton and L. Hiebert; Corresponding with deal team and counsel for creditors; Reviewing court materials and notice of disclaimer	1.40



July 9, 2025
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Client: 074735.00060
Invoice No.: 1641300

Date	Name	Description	Hours
27/06/25	Sean Zweig	Reviewing updated drafts of court materials	0.60
28/06/25	Nicole Del Negro	Meeting with A. Froh and J. Mighton; Researching [REDACTED]	4.50
28/06/25	Jesse Mighton	Email correspondence regarding landlord enquiries; Internal call regarding case research	1.20
28/06/25	Andrew Froh	Corresponding with deal team; Meetings with J. Mighton and N. Del Negro; Reviewing spreadsheet of rent schedules; Considering pre-filing rent payment issue; Researching case law [REDACTED]	2.80
28/06/25	Sean Zweig	Discussion with N. Goldstein regarding rent issue, and considering same; Correspondence regarding same; Reviewing updated draft of Claims Procedure Order	0.70
29/06/25	Nicole Del Negro	Continuing to research [REDACTED]	2.00
29/06/25	Andrew Froh	Corresponding with deal team; Revising draft Second Report; Reviewing application materials; Researching and considering [REDACTED] Revising Service List	2.80
29/06/25	Jesse Mighton	Email correspondence regarding July 4 court attendance; Continuing to review and comment on draft Monitor's Report; Reviewing research regarding landlord matters; Call with A. Froh	3.50
29/06/25	Sean Zweig	Further correspondence regarding rent issue; Reviewing further drafts of Second Monitor's Report and discussing same; Correspondence regarding Claims Procedure Order and related matters	1.00
30/06/25	Jesse Mighton	Finalizing Monitor's Report; Reviewing U.S. motion hearing materials; Email correspondence regarding claims process	3.50
30/06/25	Andrew Froh	Corresponding with deal team; Finalizing Second Report; Reviewing cash flow forecast; Meeting with Fasken, Monitor and CRO; Drafting Supplement to Second Report; Considering landlord pre-filing payment issue; Reviewing draft	4.00



July 9, 2025
Page 4

Client: 074735.00060
Invoice No.: 1641300

Date	Name	Description	Hours
		Claims Procedure Order	
30/06/25	Talia Bregman	Discussing employment-related matters with J. Mighton; Reviewing and commenting on form of termination letter	0.60
30/06/25	Sean Zweig	Working throughout day to finalize Second Monitor's Report; Dealing with claims process issues, including reviewing and discussing updated drafts of Claims Procedure Order; Other correspondence; Reviewing draft Supplemental Second Monitor's Report and working on same	2.40

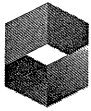
Total Hours	51.20
Total Professional Services	\$ 46,718.00

Name	Hours	Rate
Sean Zweig	10.20	\$ 1,300.00
Talia Bregman	0.60	\$ 975.00
Jesse Mighton	18.20	\$ 1,050.00
Andrew Froh	15.70	\$ 740.00
Nicole Del Negro	6.50	\$ 330.00

Disbursements	Amount
Courier	\$ 61.13
Total Disbursements	\$ 61.13

Disbursements Incurred As Your Agent (Non Taxable)	Amount
BC Online - Registration	\$ 7.00
Total Disbursements Incurred As Your Agent	\$ 7.00

GST/HST	\$ 2,338.96
PST	\$ 3,270.26
Total Due	\$ 52,395.35



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: July 9, 2025
Invoice: 1641300

Remittance Statement

Professional Services	\$	46,718.00
Disbursements	\$	61.13
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	46,786.13
GST/HST	\$	2,338.96
PST	\$	3,270.26
Total Due in CAD	\$	52,395.35



July 9, 2025
Page 2

Client: 074735.00060
Invoice No.: 1641300

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Remit by Cheque

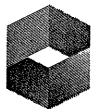
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: August 5, 2025
Invoice: 1645514

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	72,693.00
Disbursements	\$	6,523.62
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	<u>79,223.62</u>
GST/HST	\$	3,960.83
PST	\$	5,088.51
Total Due in CAD	\$	<u>88,272.96</u>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



August 5, 2025
Page 2

Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
01/07/25	Jesse Mighton	Reviewing U.S. court materials and email correspondence regarding same; Call with U.S. counsel regarding Claims Procedure Order; Reviewing and commenting on application materials regarding same	3.00
01/07/25	Andrew Froh	Reviewing and commenting on application materials for Claims Procedure Order; Corresponding with deal team regarding same and Chapter 15 proceedings	0.90
01/07/25	Sean Zweig	Reviewing updated drafts of court materials and comments on same	0.40
02/07/25	Andrew Froh	Corresponding with deal team; Meeting with internal team; Finalizing draft of Supplemental Report of Monitor; Reviewing revised Claims Procedure Order application materials; Call with D. Bish regarding rent issue; Corresponding with L. Galessiere regarding lease termination and SARIO	3.20
02/07/25	Jesse Mighton	Working on various landlord issues; Reviewing draft Supplemental Report; Email correspondence with various stakeholder counsel; Internal meeting regarding July 4 court hearing and related matters; Email correspondence with advisor group regarding various work streams	3.30
02/07/25	Sean Zweig	Reviewing further comments on application materials, and final drafts of same; Internal call regarding upcoming hearing and landlord issue; Reviewing draft Supplemental Report and comments on same	1.50
03/07/25	Andrew Froh	Finalizing Supplemental Report of Monitor; Coordinating service of same; Corresponding with deal team; Reviewing application materials for SARIO and Claims Procedure Order; Preparing for application hearing	3.20
03/07/25	Jesse Mighton	Working on Supplemental Report; Email correspondence with various stakeholders; Email correspondence regarding form of Orders; Internal call regarding hearing preparation	2.20
03/07/25	Sean Zweig	Reviewing comments on supplemental report, and finalizing same	0.40
04/07/25	Andrew Froh	Preparing for and attending application hearing seeking SARIO and Claims Procedure Order;	3.50



August 5, 2025
Page 3

Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
		Corresponding with KSV regarding next steps following Order date	
04/07/25	Jesse Mighton	Email correspondence regarding operational issues; Email correspondence regarding Canadian and U.S. court hearings	1.30
04/07/25	Sean Zweig	Preparing for and attending at hearing; Follow-up correspondence	1.30
06/07/25	Jesse Mighton	Email correspondence regarding U.S. recognition hearing	0.30
07/07/25	Jesse Mighton	Working on matter in connection with U.S. recognition hearing; Reviewing stakeholder correspondence and email correspondence regarding same; Email correspondence regarding claims process	2.20
07/07/25	Sean Zweig	Reviewing correspondence from landlords regarding rent payments, considering same, and discussing same with N. Goldstein	0.50
08/07/25	Andrew Froh	Corresponding with deal team and counsel for landlords; Meeting with KSV, Fasken and Reflect [REDACTED]; Attending U.S. Chapter 15 proceeding	2.10
08/07/25	Jesse Mighton	Call with advisor group regarding landlord matters; Attending U.S. recognition hearing; Reviewing certain key agreements; Email correspondence regarding various work streams	2.50
09/07/25	Andrew Froh	Reviewing entered recognition Order in U.S. Chapter 15 proceedings; Meeting with U.S. counsel regarding recognition hearing for Claims Procedure Order; Reviewing contracts [REDACTED] Corresponding with J. Mighton and M. Tallat; Reviewing letter correspondence from K. Jackson [REDACTED]	1.90
09/07/25	Jesse Mighton	Call with advisor team regarding U.S. recognition hearing; Email correspondence regarding contract disclaimers; Working on various work streams	2.20
10/07/25	Jesse Mighton	Working on issues related to contract disclaimers; Email correspondence regarding U.S. recognition hearing	1.00

August 5, 2025
Page 4

Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
10/07/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat regarding disclaimer of contracts; Corresponding with company counsel and U.S. counsel regarding recognition hearing and lease issues	0.70
11/07/25	Andrew Froh	Corresponding with J. Mighton and deal team; Meeting with M. Kang and U.S. counsel regarding U.S. recognition hearing; Corresponding with Monitor regarding notice to claimants; Reviewing SARIO and Claims Procedure Order	0.90
11/07/25	Jesse Mighton	Email correspondence regarding CRO matters; Call regarding U.S. recognition hearing; Calls with L. Hiebert and A. Froh regarding various work streams	1.50
11/07/25	Sean Zweig	Various correspondence and discussions [REDACTED] [REDACTED]	0.70
12/07/25	Andrew Froh	Corresponding with L. Hiebert and M. Tallat regarding action list; Considering same and reviewing prior correspondence with counsel for creditors and landlords	0.20
12/07/25	Jesse Mighton	Email correspondence regarding standing call agenda	0.30
12/07/25	Sean Zweig	Discussion with N. Goldstein [REDACTED] [REDACTED]	0.10
13/07/25	Andrew Froh	Corresponding with J. Mighton and L. Hiebert	0.10
13/07/25	Jesse Mighton	Reviewing records; Email correspondence regarding standing meeting agenda	0.80
14/07/25	Andrew Froh	Corresponding with U.S. counsel regarding D&O issue in claims process; Attending U.S. Chapter 15 hearing to recognize Claims Procedure Order; Reviewing revisions to form of U.S. Order; Corresponding with J. Mighton; Reviewing T. Bennett's comments on company action items	0.70
14/07/25	Jesse Mighton	Attending weekly coordination call; Call and email correspondence with U.S. counsel; Attending U.S. recognition hearing	2.50
15/07/25	Andrew Froh	Corresponding with J. Mighton, M. Tallat, N. Goldstein and T. Bennett; Reviewing package [REDACTED] [REDACTED]; Preparing process	1.10

August 5, 2025
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Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
		timeline; Reviewing prior Orders and draft restructuring plan from Reflect; Considering [REDACTED]	
15/07/25	Jesse Mighton	Email correspondence regarding various work streams; Call with M. Tallat; Call with A. Froh; Preparing management presentation and considering process matters relating to same	2.50
16/07/25	Andrew Froh	Corresponding with J. Mighton and M. Tsukerman; Drafting CCAA process timeline; Reviewing prior Court Orders and Monitor's Reports; Reviewing draft emergence plan	2.80
17/07/25	Jesse Mighton	Reviewing claims process notices and email correspondence regarding same; Reviewing process timeline; Drafting slides regarding process priorities	2.50
17/07/25	Andrew Froh	Reviewing correspondence regarding WARN analysis and U.S. tax issues; Revising and commenting on draft instruction letter for restructuring claims and termination claims under Claims Procedure Order; Reviewing process timeline and management presentation; Corresponding with J. Mighton, M. Tallat and T. Bennett	2.00
17/07/25	Sean Zweig	Reviewing draft presentation to management and process chronology	0.50
18/07/25	Andrew Froh	Corresponding with M. Kang, J. Mighton and M. Tallat; Reviewing and commenting on disclaimer forms [REDACTED]; Corresponding with L. Galessiere regarding termination [REDACTED]; Updating service list	0.90
18/07/25	Jesse Mighton	Working on disclaimer issues; Various stakeholder communications	0.50
18/07/25	Sean Zweig	Reviewing M. Tallat's comments on timeline and management presentation	0.20
19/07/25	Jesse Mighton	Call with M. Kang and M. Tallat regarding restructuring plan; Call with M. Tallat	1.50
20/07/25	Andrew Froh	Corresponding with KSV and J. Mighton	0.10
20/07/25	Jesse Mighton	Revising restructuring planning materials; Email correspondence regarding financing parties	1.00



August 5, 2025
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Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
21/07/25	Jesse Mighton	Attending weekly update call; Email correspondence regarding landlord matters	1.00
21/07/25	Andrew Froh	Preparing for and attending call with company; Reviewing agenda from T. Bennett; Corresponding with J. Mighton regarding plan strategy; Revising draft termination agreement [REDACTED]; Corresponding with M. Tallat and M. Pouladian regarding same; Researching separate classes of landlords in plans of arrangement; Reviewing U.S. termination letter	1.90
23/07/25	Andrew Froh	Revising termination agreement [REDACTED]; Corresponding with deal team and L. Galessiere regarding same	0.50
24/07/25	Andrew Froh	Corresponding with M. Tallat, D. Perlman and J. Mighton regarding request from company to repay pre-filing shareholder loans; Considering same and reviewing spreadsheet from A. Toyota	0.30
24/07/25	Jesse Mighton	Multiple calls with counsel to various landlords	0.80
25/07/25	Andrew Froh	Corresponding with L. Galessiere regarding lease terminations; Reviewing documents from company regarding services [REDACTED]; Considering partial disclaimer of same; Corresponding with J. Mighton and M. Tallat	2.60
25/07/25	Jesse Mighton	Call with M. Tallat regarding restructuring matters; Email correspondence with A. Froh regarding potential disclaimer; Call with landlord U.S. counsel	2.00
26/07/25	Andrew Froh	Corresponding with M. Tallat and L. Hiebert regarding termination agreement for Niagara location	0.10
27/07/25	Andrew Froh	Corresponding with M. Tallat and J. Mighton; Drafting notice of partial disclaimer and cover letter [REDACTED]; Reviewing file and documents from management; Corresponding with L. Galessiere and L. Hiebert [REDACTED]	1.40
27/07/25	Jesse Mighton	Corresponding regarding and working on disclaimer notices; Email correspondence regarding same	0.80



August 5, 2025
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Client: 074735.00060
Invoice No.: 1645514

Date	Name	Description	Hours
28/07/25	Jesse Mighton	Email correspondence regarding disclaimer notices; Attending weekly call and email correspondence regarding same	1.50
28/07/25	Andrew Froh	Drafting cover letter and notice of disclaimer to Montminy & Co; Corresponding with J. Mighton and M. Tallat regarding same	0.60
29/07/25	Jesse Mighton	Reviewing draft disclaimer; Email correspondence regarding same	0.50
29/07/25	Andrew Froh	Finalizing disclaimer package [REDACTED]; Corresponding with deal team regarding same and termination agreements [REDACTED]; Reviewing correspondence [REDACTED]	1.00
30/07/25	Andrew Froh	Reviewing correspondence with U.S. counsel [REDACTED]; Considering strategy in responding to same in CCAA proceedings	0.30
30/07/25	Jesse Mighton	Email correspondence regarding various work streams	0.50
31/07/25	Andrew Froh	Corresponding with J. Mighton, M. Pouladian, T. Bennett and M. Tallat	0.20
31/07/25	Jesse Mighton	Email correspondence regarding various work streams; Working on disclaimer notices	0.70
Total Hours			77.70
Total Professional Services			\$ 72,693.00

Name	Hours	Rate
Sean Zweig	5.60	\$ 1,300.00
Jesse Mighton	38.90	\$ 1,050.00
Andrew Froh	33.20	\$ 740.00

Disbursements	Amount
Postage / Registered Mail	\$ 963.84
Courier	\$ 5,559.78
Total Disbursements	\$ 6,523.62

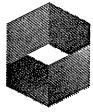
Disbursements Incurred As Your Agent (Non Taxable)	Amount
BC Online - Registration	\$ 7.00
Total Disbursements Incurred As Your Agent	\$ 7.00



August 5, 2025
Page 8

Client: 074735.00060
Invoice No.: 1645514

GST/HST	\$	3,960.83
PST	\$	5,088.51
Total Due	\$	<u>88,272.96</u>



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: August 5, 2025
Invoice: 1645514

Remittance Statement

Professional Services	\$	72,693.00
Disbursements	\$	6,523.62
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	79,223.62
GST/HST	\$	3,960.83
PST	\$	5,088.51
Total Due in CAD	\$	88,272.96



August 5, 2025
Page 2

Client: 074735.00060
Invoice No.: 1645514

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Remit by Cheque

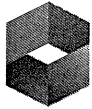
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

33

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: September 3, 2025
Invoice: 1650392

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	23,062.00
Disbursements	\$	8.75
Total Due before Tax	\$	23,070.75
GST/HST	\$	1,153.54
PST	\$	1,614.34
Total Due in CAD	\$	25,838.63

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



September 3, 2025
Page 2

Client: 074735.00060
Invoice No.: 1650392

Date	Name	Description	Hours
01/08/25	Andrew Froh	Finalizing disclaimer package [REDACTED]; Corresponding with M. Tallat and L. Galessiere; Reviewing executed copies of termination agreements [REDACTED]	0.30
04/08/25	Andrew Froh	Preparing for and attending meeting with management; Corresponding with T. Bennett regarding same; Reviewing file	1.30
04/08/25	Jesse Mighton	Email correspondence regarding status update	0.30
05/08/25	Jesse Mighton	Email correspondence regarding court process timing; Email correspondence regarding operational issues; Call with A. Froh	0.80
05/08/25	Andrew Froh	Corresponding with L. Hiebert, J. Mighton and M. Tallat; Reviewing [REDACTED] lease requirements on signage; Considering default risk	1.70
06/08/25	Andrew Froh	Corresponding with M. Tallat and J. Mighton; Reviewing correspondence and draft settlement agreement [REDACTED]; Reviewing demand letter regarding infringement of trademark; Reviewing request to extend lease termination date [REDACTED]; Reviewing Proof of Claim from Shopify and prior PPSA searches	1.90
06/08/25	Jesse Mighton	Email correspondence regarding various operational matters	0.80
07/08/25	Andrew Froh	Corresponding with M. Tallat, D. Perlman and J. Mighton; Drafting stay email [REDACTED]; Reviewing file and SARIO; Reviewing amendment regarding [REDACTED] lease disclaimer date	2.00
08/08/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Reviewing disclaimer [REDACTED]; Reviewing list of disclaimers and updating same	0.60
08/08/25	Jesse Mighton	Various correspondence with stakeholders	0.50
11/08/25	Andrew Froh	Preparing for and attending weekly call with company and advisors; Reviewing file; Corresponding with M. Tallat	0.70
11/08/25	Jesse Mighton	Attending weekly update call	0.50
13/08/25	Andrew Froh	Call with D. Perlman; Considering issue [REDACTED]	1.80

September 3, 2025
Page 3

Client: 074735.00060
Invoice No.: 1650392

Date	Name	Description	Hours
		[REDACTED]; Corresponding with D. Perlman regarding deposit contract [REDACTED]; Reviewing terms and conditions of same	
14/08/25	Andrew Froh	Corresponding with L. Hiebert and M. Tsukerman	0.20
15/08/25	Jesse Mighton	Email correspondence regarding claims process	0.30
15/08/25	Andrew Froh	Corresponding with Monitor, D. Bish and J. Mighton; Reviewing table of claims and Proof of Claims from Cadillac Fairview; Reviewing Bellevue Square lease and repair issue; Corresponding with M. Tallat regarding same	1.60
17/08/25	Andrew Froh	Corresponding with J. Mighton and L. Hiebert	0.20
18/08/25	Andrew Froh	Preparing for and attending to meeting with company and advisors; Corresponding with J. Mighton and M. Tallat regarding same; Corresponding with L. Galessiere regarding termination agreements; Reviewing same	2.20
19/08/25	Andrew Froh	Call with J. Mighton; Corresponding with M. Tallat; Reviewing revised settlement agreement [REDACTED]; Revising same	1.70
19/08/25	Jesse Mighton	Call with L. Hiebert regarding process timeline; Call with A. Froh regarding status update; Reviewing proposed settlement agreement and email correspondence regarding same	1.80
20/08/25	Andrew Froh	Revising settlement agreement [REDACTED]; Corresponding with M. Tallat regarding same; Corresponding with J. Mighton, L. Hiebert and counsel [REDACTED]; Meeting with KSV team regarding status of claims process; Reviewing KSV summary of claims	2.30
20/08/25	Jesse Mighton	Meeting with Monitor team regarding claims process status update	0.80
21/08/25	Andrew Froh	Corresponding with counsel [REDACTED] and J. Mighton; Reviewing revisions to settlement agreement [REDACTED]	0.20
22/08/25	Andrew Froh	Meeting with [REDACTED] counsel and J. Mighton; Reviewing Orders; Revising settlement agreement [REDACTED]; Corresponding regarding same; Reviewing cash flow and investor	0.80

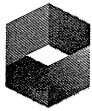
September 3, 2025
Page 4

Client: 074735.00060
Invoice No.: 1650392

Date	Name	Description	Hours
		materials from M. Tallat and K. Miller	
22/08/25	Jesse Mighton	Call with creditor's counsel and A. Froh	0.30
25/08/25	Andrew Froh	Corresponding with working group and M. Tallat; Reviewing update from K. Miller on investor deck and emergence model	0.30
26/08/25	Andrew Froh	Preparing for and attending meeting with company and advisors; Corresponding with J. Mighton; Voicemail from SoCalGas	0.50
26/08/25	Jesse Mighton	Attending weekly update video conference	0.50
27/08/25	Andrew Froh	Call with SoCalGas; Corresponding with J. Mighton and M. Pouladian regarding same; Reviewing file; Corresponding with M. Pouladian regarding [REDACTED] settlement	0.60
28/08/25	Andrew Froh	Corresponding with counsel [REDACTED] and M. Pouladian regarding settlement agreement; Corresponding with J. Mighton regarding [REDACTED] leases; Reviewing Mass Tenant Assistance Agreement [REDACTED]	0.90
Total Hours			28.40
Total Professional Services			\$ 23,062.00

Name	Hours	Rate
Jesse Mighton	6.60	\$ 1,050.00
Andrew Froh	21.80	\$ 740.00

Disbursements	Amount
Courier	\$ 8.75
Total Disbursements	\$ 8.75
GST/HST	\$ 1,153.54
PST	\$ 1,614.34
Total Due	\$ 25,838.63



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: September 3, 2025
Invoice: 1650392

Remittance Statement

Professional Services	\$	23,062.00
Disbursements	\$	8.75
Total Due before Tax	\$	23,070.75
GST/HST	\$	1,153.54
PST	\$	1,614.34
Total Due in CAD	\$	25,838.63



September 3, 2025
Page 2

Client: 074735.00060
Invoice No.: 1650392

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Remit by Cheque

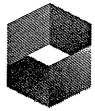
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: October 6, 2025
Invoice: 1655216

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	48,414.00
Disbursements	\$	1,692.09
Total Due before Tax	\$	50,106.09
GST/HST	\$	2,505.30
PST	\$	3,388.98
Total Due in CAD	\$	56,000.37

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653

October 6, 2025
Page 2

Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
01/09/25	Andrew Froh	Reviewing agenda items from T. Bennett; Attending weekly meeting with company and advisors; Corresponding with N. Goldstein and J. Mighton	0.70
01/09/25	Jesse Mighton	Attending weekly update call; Correspondence with M. Tallat regarding claims review matters; Internal correspondence regarding same	1.20
02/09/25	Andrew Froh	Corresponding with M. Pouladian and counsel [REDACTED] regarding settlement; Reviewing same; Researching adjudication of pre- and post-filing rent in CCAA proceedings; Corresponding with T. Bennett and M. Tallat regarding indemnity for surety	1.20
02/09/25	Jesse Mighton	Email correspondence regarding investment solicitation; Email correspondence regarding stakeholder matters; Reviewing claims materials	2.00
03/09/25	Andrew Froh	Researching adjudication of pre- and post-filing rent in CCAA proceedings; Reviewing lease agreements [REDACTED]; Corresponding with T. Bennett and J. Mighton	0.90
04/09/25	Andrew Froh	Researching case law on adjudication of pre- and post-filing rent in CCAA proceedings; Reviewing lease agreement [REDACTED]; Corresponding with D. Perlman, L. Hiebert, M. Tallat and J. Mighton; Reviewing estoppel certificate [REDACTED]	4.40
04/09/25	Jesse Mighton	Email correspondence regarding various work streams; Considering issues relating to same; Correspondence regarding operational matters	1.80
05/09/25	Jesse Mighton	Email correspondence regarding bonding arrangements; Reviewing research regarding rent arrangements and considering issues relating to same; Reviewing disclaimer documents; Email correspondence regarding various operational matters	2.80
05/09/25	Andrew Froh	Corresponding with K. Miller, M. Tallat, J. Mighton and L. Hiebert; Reviewing DIP lender update from K. Miller; Reviewing draft disclaimer from company for [REDACTED] leases	0.30
05/09/25	Sean Zweig	Correspondence with each of N. Goldstein and K. Jackson regarding BDC issue, and considering	0.20

October 6, 2025
Page 3

Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		same	
07/09/25	Andrew Froh	Corresponding with L. Hiebert and J. Mighton regarding surety and indemnity agreement	0.10
08/09/25	Andrew Froh	Corresponding with working group regarding security opinion; Reviewing security documents with BDC and Shopify; Corresponding with M. Tallat and L. Hiebert regarding admin charge; Reviewing file; Preparing for and attending weekly call with company and advisors; Corresponding regarding security opinion	2.00
08/09/25	Fatima Kawar	Reviewing affidavit; Meeting with J. Mighton and A. Froh regarding background and next steps; Reviewing letter of offer with BDC, merchant loan agreement [REDACTED] and [REDACTED] capital agreement and preparing summaries; Reviewing PPSA searches; Instructing J. Sergievskaya to order updated searches for security opinion; Reviewing material on Monitor's website; Drafting analysis and due diligence request list	4.40
08/09/25	Jesse Mighton	Attending weekly update call; Updating process chronology; Call with L. Hiebert regarding customs broker; Email correspondence with U.S. counsel regarding same	1.30
08/09/25	Jane Sergievskaya	Reviewing instructions; Conducting corporate searches; Ordering corporate and security searches	0.50
09/09/25	Jane Sergievskaya	Reviewing and summarizing search results	1.00
09/09/25	Andrew Froh	Corresponding with A. Toyota, J. Mighton, T. Bennett and counsel [REDACTED]; Reviewing indemnity agreement; Reviewing CCAA timetable	0.50
09/09/25	Jesse Mighton	Email correspondence regarding claims status	0.30
10/09/25	Jane Sergievskaya	Reviewing search results; Updating search summary; Email correspondence	0.30
10/09/25	Andrew Froh	Corresponding with J. Mighton; Reviewing term sheet from K. Miller; Corresponding with M. Tallat and M. Pouladian regarding disclaimers	0.20
11/09/25	Fatima Kawar	Reviewing PPSA searches and drafting analysis to J. Mighton; Reviewing loan agreements with BDC	1.60



October 6, 2025
Page 4

Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		and Shopify; Discussion with K. Descoteaux regarding background and next steps	
11/09/25	Jesse Mighton	Call with M. Kang; Email correspondence regarding disclaimers	0.60
11/09/25	Andrew Froh	Corresponding with company, J. Mighton and M. Tallat; Reviewing draft disclaimers for leases; Corresponding with F. Kavar regarding security searches	0.40
12/09/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Reviewing correspondence with A. Zalev	0.10
12/09/25	Jesse Mighton	Email correspondence regarding landlord claims	0.50
15/09/25	Jesse Mighton	Attending weekly update call	1.00
15/09/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Meeting with J. Mighton and K. Descoteaux regarding security review; Revising draft disclaimers [REDACTED]	0.70
15/09/25	Karly Descoteaux	Reviewing correspondence and status updates; Attending call with J. Mighton and A. Froh regarding status of outstanding documents	0.40
16/09/25	Andrew Froh	Revising disclaimers and cover letters [REDACTED]; Corresponding with M. Pouladian and J. Mighton regarding same; Corresponding with company and U.S. counsel regarding lease disclaimers; Reviewing file	0.80
16/09/25	Jesse Mighton	Email correspondence regarding landlord enquiries	0.50
18/09/25	Andrew Froh	Corresponding with N. Goldstein, D. Perlman and J. Mighton regarding relief sought at next hearing; Reviewing email from L. Hiebert	0.30
18/09/25	Jesse Mighton	Email correspondence regarding October 3 motion and related matters	0.80
18/09/25	Sean Zweig	Various correspondence in connection with DIP and next steps	0.40
19/09/25	Jesse Mighton	Email correspondence regarding investor solicitation updates and key stakeholder communications	0.50
19/09/25	Andrew Froh	Reviewing email updates from K. Miller;	0.30

October 6, 2025
Page 5

Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		Corresponding with J. Mighton and counsel for Shopify; Updating service list	
22/09/25	Jesse Mighton	Call with M. Tallat; Call with KSV; Attending weekly update call; Email correspondence with U.S. counsel regarding stakeholder outreach and process update	1.80
22/09/25	Andrew Froh	Attending call with KSV; Updating disclaimer tracker; Call with J. Mighton; Corresponding with L. Hiebert	0.90
22/09/25	Sean Zweig	Update call with KSV regarding status of refinancing process and proposed next steps; Call with N. Goldstein and T. Sandler	0.60
23/09/25	Andrew Froh	Corresponding with M. Kang, J. Mighton and counsel for Shopify; Revising service list	0.40
24/09/25	Andrew Froh	Corresponding with L. Hiebert, M. Tallat and J. Mighton; Reviewing draft application materials from Fasken; Corresponding with M. Tallat regarding disclaimer tracker	1.20
25/09/25	Jesse Mighton	Reviewing draft motion materials; Email correspondence regarding same; Reviewing correspondence from U.S. landlord counsel	3.50
25/09/25	Andrew Froh	Revising and commenting on Oak and Fort application materials; Corresponding with J. Mighton, M. Tallat and L. Hiebert; Reviewing correspondence from U.S. counsel regarding taxes owing [REDACTED]; Revising disclaimer materials [REDACTED], Reviewing lease agreement for same; Updating service list	1.40
26/09/25	Andrew Froh	Reviewing Fasken's edits to M. Kang affidavit; Corresponding with M. Tallat and T. Bennett regarding same; Revising Third Report of Monitor; Corresponding with J. Mighton regarding same; Reviewing filed application materials from Fasken	1.90
26/09/25	Sean Zweig	Reviewing application materials served	0.70
27/09/25	Jesse Mighton	Reviewing draft Third Report	1.50
27/09/25	Andrew Froh	Reviewing J. Mighton's revisions to Third Report of the Monitor	0.10
28/09/25	Andrew Froh	Corresponding with J. Mighton, M. Tallat, and L.	0.30



October 6, 2025
Page 6

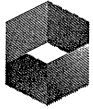
Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		Hiebert; Reviewing Fasken's revisions to Third Report	
28/09/25	Jesse Mighton	Email correspondence regarding draft Monitor's Report; Reviewing comments regarding same	0.80
29/09/25	Andrew Froh	Corresponding with M. Tallat regarding application hearing; Preparing for and attending weekly call with management and advisors; Reviewing file; Updating disclaimer tracker; Revising chronology of steps in CCAA process; Revising disclaimer materials [REDACTED]	2.40
29/09/25	Jesse Mighton	Attending weekly update call; Call with M. Tallat; Working on Monitor's Report	1.20
29/09/25	Sean Zweig	Reviewing Monitor's Third Report	0.40
30/09/25	Andrew Froh	Call with J. Mighton regarding application hearing strategy	0.10
30/09/25	Jesse Mighton	Call with A. Froh; Considering issues regarding court attendance	0.30

Total Hours	54.50
Total Professional Services \$	48,414.00

Name	Hours	Rate
Sean Zweig	2.30	\$ 1,300.00
Jesse Mighton	22.40	\$ 1,050.00
Fatima Kawar	6.00	\$ 770.00
Karly Descoteaux	0.40	\$ 820.00
Andrew Froh	21.60	\$ 740.00
Jane Sergievskaya	1.80	\$ 540.00

Disbursements	Amount
Miscellaneous	\$ 9.89
Courier	\$ 41.67
Online Government Service	\$ 1,640.53
Total Disbursements \$	1,692.09
GST/HST \$	2,505.30
PST \$	3,388.98
Total Due \$	56,000.37



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: October 6, 2025
Invoice: 1655216

Remittance Statement

Professional Services	\$	48,414.00
Disbursements	\$	1,692.09
Total Due before Tax	\$	50,106.09
GST/HST	\$	2,505.30
PST	\$	3,388.98
Total Due in CAD	\$	56,000.37



October 6, 2025
Page 2

Client: 074735.00060
Invoice No.: 1655216

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Interac e-Transfer

Email: bennettjonesoft@bennettjones.com
CAD only, no password required

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Remit by Cheque

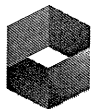
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjonesoft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

47

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: November 4, 2025
Invoice: 1659656

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	55,874.00
Disbursements	\$	172.15
Disbursements Incurred As Your Agent (Non Taxable)	\$	14.00
Total Due before Tax	\$	56,060.15
GST/HST	\$	2,802.31
PST	\$	3,911.18
Total Due in CAD	\$	62,773.64

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653

November 4, 2025
Page 2

Client: 074735.00060
Invoice No.: 1659656

Date	Name	Description	Hours
01/10/25	Andrew Froh	Corresponding with M. Tallat regarding disclaimers [REDACTED]; Coordinating requisition for remote appearance at application hearing; Reviewing record for application hearing	0.80
01/10/25	Jesse Mighton	Reviewing application record and email correspondence regarding same	0.50
02/10/25	Andrew Froh	Reviewing application materials for stay extension hearing; Preparing for same; Corresponding with J. Mighton	2.50
03/10/25	Jesse Mighton	Preparing for and attending hearing regarding stay extension; Call with A. Froh; Call with M. Tallat	3.10
03/10/25	Andrew Froh	Reviewing application record; Preparing for and attending hearing seeking Stay Extension Order; Corresponding with J. Mighton and KSV regarding same; Reviewing request from D. Hyndman; Reviewing DIP package from M. Tallat	3.30
03/10/25	Sean Zweig	Correspondence regarding hearing; Reviewing email from counsel to creditor	0.20
05/10/25	Jesse Mighton	Reviewing and considering stakeholder correspondence	0.50
06/10/25	Andrew Froh	Corresponding with F. Kavar, J. Mighton, and A. Toyota regarding security opinion; Corresponding with working group regarding calls with management and advisors	0.40
07/10/25	Andrew Froh	Corresponding with Fasken regarding next steps in CCAA and considering same	0.30
07/10/25	Jesse Mighton	Weekly update call with management team and counsel; Call with M. Tallat regarding same	1.30
09/10/25	Jesse Mighton	Reviewing Monitor's financial analysis; Call regarding same; Call with L. Hiebert; Discussion with S. Zweig	1.50
09/10/25	Andrew Froh	Corresponding with M. Tallat; Reviewing summary of options for CCAA plan; Considering same; Meeting with J. Mighton, M. Tallat and D. Perlman	1.30
09/10/25	Sean Zweig	Reviewing correspondence regarding next steps and discussing same with J. Mighton	0.30



November 4, 2025
Page 3

Client: 074735.00060
Invoice No.: 1659656

Date	Name	Description	Hours
10/10/25	Andrew Froh	Corresponding with L. Hiebert; Revising draft letter [REDACTED]; Attending meeting with Fasken and KSV regarding CCAA plan and next steps; Considering same; Corresponding with M. Tallat regarding request for liquidation analysis	2.60
10/10/25	Jesse Mighton	Reviewing draft correspondence; Call with company counsel	1.80
11/10/25	Andrew Froh	Reviewing email from T. Bennett and considering same	0.10
12/10/25	Fatima Kwar	Reviewing BDC and Shopify debt documents and drafting debt review summary; Drafting revised supplemental request list	5.50
13/10/25	Fatima Kwar	Continuing to review BDC and Shopify debt documents and preparing debt review summary; Reviewing Shopify US debt documents; Drafting email to J. Mighton and A. Froh regarding findings and next steps	4.90
14/10/25	Jane Sergievskaya	Reviewing PPSA discharges; Ordering and reviewing updated PPSA searches; Ordering and reviewing RDPRM searches; Email correspondence	0.80
14/10/25	Fatima Kwar	Email to A. Toyota regarding request list; Discussions with J. Mighton regarding Shopify repayments; Emails with A. Froh regarding [REDACTED] registrations; Email to A. Toyota regarding same; Reviewing documents provided by D. Pearlman	3.30
14/10/25	Andrew Froh	Corresponding with J. Mighton, F. Kwar, and KSV regarding security opinion and Shopify payout; Reviewing documents from A. Toyota; Preparing for and attending weekly call with management and advisors; Revising call script for management; Reviewing term sheet [REDACTED]	2.90
14/10/25	Jesse Mighton	Attending weekly update call; Various correspondence	1.30
15/10/25	Fatima Kwar	Reviewing searches; Drafting security opinion; Instructing J. Sergievskaya regarding registrations schedules	1.80
16/10/25	Jane Sergievskaya	Reviewing and revising opinion letter with respect to searches and registrations	0.80

November 4, 2025
Page 4

Client: 074735.00060
Invoice No.: 1659656

Date	Name	Description	Hours
16/10/25	Jesse Mighton	Email correspondence regarding contingency planning; Conducting claims review and email correspondence regarding same	0.80
16/10/25	Andrew Froh	Corresponding with J. Mighton, L. Hiebert and KSV; Reviewing indicative timeline for SISP from Fasken; Reviewing claim materials	0.40
16/10/25	Fatima Kwar	Reviewing J. Sergievskaya's comments to security opinion; Continuing to draft security opinion	1.60
17/10/25	Andrew Froh	Corresponding with M. Tallat regarding proposed SISP; Attending meeting with management and advisors regarding status of restructuring efforts	0.80
17/10/25	Jane Sergievskaya	Compiling schedules to opinion letter	0.20
17/10/25	Jesse Mighton	Call with management team and counsel regarding CCAA plan development and financing considerations; Call with L. Hiebert regarding strategic matters	1.50
18/10/25	Jesse Mighton	Responding to various emails from management	0.30
19/10/25	Andrew Froh	Corresponding with A. Toyota and M. Tallat	0.10
20/10/25	Andrew Froh	Corresponding with M. Tallat, J. Mighton and K. Miller; Reviewing update from K. Miller; Reviewing update on [REDACTED] discussions	0.30
21/10/25	Andrew Froh	Call with J. Mighton	0.10
22/10/25	Andrew Froh	Corresponding with J. Mighton, KSV and A. Toyota; Reviewing projected cash flow; Meeting with company and advisors regarding status of emergence model and CCAA plan	1.90
22/10/25	Jesse Mighton	Multiple calls regarding CCAA plan development matters; Call with management team and advisors	1.80
23/10/25	Fatima Kwar	Reviewing various guarantees and security provided in favour of BDC and ancillary documents; Preparing supplemental request list	3.10
23/10/25	Jesse Mighton	Email correspondence with U.S. counsel; Correspondence with KSV regarding emergence model	1.30
23/10/25	Andrew Froh	Corresponding with J. Mighton, D. Perlman and K.	0.50

November 4, 2025
Page 5

Client: 074735.00060
Invoice No.: 1659656

Date	Name	Description	Hours
		Miller regarding commitment for equity investment; Reviewing revised cash flow forecast	
24/10/25	Jesse Mighton	Reviewing emergence model; Call with U.S. counsel; Email correspondence regarding status updates	1.50
24/10/25	Andrew Froh	Corresponding with L. Hiebert, M. Tallat and J. Mighton regarding updated cash flow; Meeting with Fasken and Cole Schotz; Reviewing terms of DIP financing and request for prepayment	1.90
25/10/25	Andrew Froh	Corresponding with L. Hiebert and J. Mighton	0.10
25/10/25	Jesse Mighton	Email correspondence regarding status updates	0.30
26/10/25	Andrew Froh	Corresponding with J. Mighton and M. Pouladian	0.20
27/10/25	Fatima Kavar	Emails with J. Sergievskaya regarding IP searches; Email to A. Toyota regarding supplemental request list and HSBC discharges; Discussion with A. Froh regarding review	0.60
27/10/25	Andrew Froh	Corresponding with J. Mighton, M. Pouladian and L. Hiebert; Reviewing request to appear with court scheduling; Call with T. Bennett	0.60
27/10/25	Jane Sergievskaya	Conducting CIPO searches; Email correspondence	0.70
28/10/25	Andrew Froh	Attending weekly meeting with management and advisors; Corresponding with J. Mighton, L. Hiebert and T. Bennett; Reviewing list of action items for CCAA plan; Meeting with M. Tallat and D. Perlman regarding emergence plan and cash flow	1.80
30/10/25	Andrew Froh	Corresponding with M. Kang and KSV	0.10
31/10/25	Andrew Froh	Meetings with KSV and company management; Reviewing liquidation analysis; Corresponding with L. Hiebert and T. Bennett	1.20
31/10/25	Jesse Mighton	Call with KSV regarding liquidation model; Call with company and advisors regarding CCAA plan development	1.50

Total Hours	67.00
Total Professional Services \$	55,874.00



November 4, 2025
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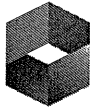
Client: 074735.00060
Invoice No.: 1659656

Name	Hours	Rate
Sean Zweig	0.50	\$ 1,300.00
Jesse Mighton	19.00	\$ 1,050.00
Fatima Kawar	20.80	\$ 770.00
Andrew Froh	24.20	\$ 740.00
Jane Sergievskaya	2.50	\$ 540.00

Disbursements	Amount
Online Government Service	\$ 172.15
Total Disbursements	\$ 172.15

Disbursements Incurred As Your Agent (Non Taxable)	Amount
BC Online - Registration	\$ 14.00
Total Disbursements Incurred As Your Agent	\$ 14.00

GST/HST	\$ 2,802.31
PST	\$ 3,911.18
Total Due	\$ 62,773.64



Bennett Jones

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KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: November 4, 2025
Invoice: 1659656

Remittance Statement

Professional Services	\$	55,874.00
Disbursements	\$	172.15
Disbursements Incurred As Your Agent (Non Taxable)	\$	14.00
Total Due before Tax	\$	56,060.15
GST/HST	\$	2,802.31
PST	\$	3,911.18
Total Due in CAD	\$	62,773.64



November 4, 2025
Page 2

Client: 074735.00060
Invoice No.: 1659656

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Interac e-Transfer

Email: bennettjonesft@bennettjones.com
CAD only, no password required

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Remit by Cheque

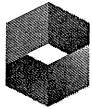
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjonesft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

55

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: December 3, 2025
Invoice: 1664633

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	146,733.50
Disbursements	\$	222.65
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	146,963.15
GST/HST	\$	7,347.81
PST	\$	10,271.34
Total Due in CAD	\$	164,582.30

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653



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Client: 074735.00060
Invoice No.: 1664633

Date	Name	Description	Hours
01/11/25	Jesse Mighton	Reviewing and drafting correspondence to stakeholders	0.80
02/11/25	Jesse Mighton	Email correspondence regarding various stakeholder communications	0.30
02/11/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Finalizing revisions to settlement offer [REDACTED]; Reviewing same	0.30
03/11/25	Andrew Froh	Meeting with company and advisors regarding status of CCAA and related matters; Reviewing letters [REDACTED] containing settlement offers [REDACTED]	0.80
03/11/25	Jesse Mighton	Call regarding status update and CCAA Plan development matters	0.70
04/11/25	Andrew Froh	Corresponding with T. Bennett and M. Tallat [REDACTED]; Reviewing offers [REDACTED] and Proofs of Claim [REDACTED]; Drafting Notices of Revision or Disallowance regarding same; Reviewing file and prior correspondence with landlords	3.30
05/11/25	Andrew Froh	Corresponding with J. Mighton and T. Bennett; Discussion with J. Atkinson regarding research into mitigation of landlord claims; Reviewing same; Conducting further research regarding same; Reviewing terms of [REDACTED] lease; Revising Notices of Revision or Disallowance [REDACTED]	2.80
05/11/25	James Atkinson	Researching principles of mitigation and leading case law	2.60
05/11/25	Jesse Mighton	Internal email correspondence	0.80
06/11/25	Andrew Froh	Meeting with Monitor and Fasken; Call with T. Bennett regarding status of settlement discussions with landlords; Further revising draft Notices of Revision or Disallowance	1.00
06/11/25	Jesse Mighton	Call regarding claims review	0.50
07/11/25	Jesse Mighton	Reviewing draft Notices of Revision or Disallowance	1.20
07/11/25	Andrew Froh	Corresponding with J. Mighton, Fasken, and M. Tallat; Further revising draft Notices of Revision or	2.80



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Client: 074735.00060
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Date	Name	Description	Hours
		Disallowance [REDACTED]; Reviewing file; Drafting email to U.S. counsel; Considering claims provided by M. Tallat; Calls with J. Mighton and T. Bennett	
08/11/25	Andrew Froh	Corresponding with M. Tallat, T. Bennett and J. Mighton	0.20
10/11/25	Jesse Mighton	Email correspondence regarding claims review; Call with M. Tallat; Call regarding status updates and November 20 motion	1.50
10/11/25	Andrew Froh	Call with J. Mighton; Corresponding with A. Toyota and T. Bennett; Reviewing revised settlement offer [REDACTED]; Reviewing correspondence from M. Kang regarding discussions [REDACTED]	0.50
11/11/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Reviewing M. Tsukerman's analysis of U.S. landlord issues; Reviewing and commenting on draft Plan of Arrangement and letter [REDACTED]	3.00
11/11/25	Jesse Mighton	Reviewing email correspondence; Call with stakeholder counsel and M. Tallat; Email correspondence regarding same	2.80
12/11/25	Jesse Mighton	Reviewing draft correspondence; Reviewing draft CCAA Plan and motion materials; Email correspondence with counsel to stakeholders; Email correspondence regarding late claims; Call with KSV	7.50
12/11/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Call with KSV regarding draft Plan of Arrangement; Revising same; Reviewing draft Meeting Order materials; Corresponding with counsel [REDACTED] [REDACTED] and L. Hiebert; Reviewing Proofs of Claim [REDACTED]	2.80
12/11/25	Sean Zweig	Discussion with J. Mighton regarding CCAA Plan updates and next steps	0.30
13/11/25	Shawn Kirkman	Drafting letter regarding claims bar date; Reviewing comments received, and revising letter; Drafting memorandum regarding relevant law on claims filed after claims bar date	7.50
13/11/25	Jesse Mighton	Considering late claims and correspondence regarding same; Ongoing review of CCAA Plan documents and related motion materials; Multiple	5.50

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Client: 074735.00060
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Date	Name	Description	Hours
		calls with counsel to various stakeholders	
13/11/25	Andrew Froh	Corresponding with J. Mighton and working group; Revising letter [REDACTED] regarding amended claims; Attending call with management and advisors; Further revising Notice of Revision or Disallowance [REDACTED] to reflect settlement; Compiling Monitor's comments on draft Meeting Order; Reviewing and commenting on draft Sixth Affidavit of M. Kang	3.50
14/11/25	Andrew Froh	Meeting with Fasken and J. Mighton; Reviewing and commenting on Sixth Affidavit of M. Kang, Notice of Application and Stay Extension Order; Corresponding with M. Tallat and L. Hiebert regarding Monitor support for CCAA Plan; Drafting Fourth Report of Monitor; Reviewing prior Court materials; Further revising Meeting Order	6.70
14/11/25	Jesse Mighton	Multiple calls with counsel to various stakeholders; Reviewing and commenting on multiple iterations of motion materials; Ongoing review of CCAA Plan materials and related motion materials	5.50
15/11/25	Jesse Mighton	Reviewing draft Monitor's Report; Ongoing review of motion materials	3.00
15/11/25	Andrew Froh	Corresponding with J. Mighton, M. Tallat and L. Hiebert regarding draft materials for upcoming hearing; Reviewing same	0.50
16/11/25	Shawn Kirkman	Drafting Meeting Order timeline summary; Reviewing and revising Meeting Order	1.10
16/11/25	Jesse Mighton	Email correspondence regarding various workstreams	0.50
16/11/25	Andrew Froh	Reviewing correspondence from M. Pouladian and M. Kang regarding various CCAA Plan matters	0.10
17/11/25	Fatima Kavar	Email to A. Toyota regarding discharges and outstanding documents; Continuing to review security documents and prepare security opinion	1.20
17/11/25	Shawn Kirkman	Drafting Meeting Order milestone timeline; Reviewing and providing comments on draft Meeting Order	2.30
17/11/25	Andrew Froh	Meeting [REDACTED] regarding late-filed Amended Proofs of Claim; Reviewing Meeting Order timeline;	3.20



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Client: 074735.00060
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Date	Name	Description	Hours
		Meeting with management and advisors; Revising Notices of Revision or Disallowance [REDACTED]; Reviewing and commenting on draft settlement agreements for same; Coordinating filing and service of Fourth Report of Monitor; Corresponding with J. Mighton, M. Tallat and company counsel regarding upcoming hearing	
17/11/25	Jesse Mighton	Call regarding status updates; Call with claimant regarding claims assessment; Working on Monitor's Report; Reviewing updated materials	1.80
18/11/25	Andrew Froh	Meeting with [REDACTED] company counsel; Corresponding with working group regarding various CCAA matters; Reviewing [REDACTED] spreadsheet on claim amounts; Drafting Notices of Revision or Disallowance [REDACTED] late-filed claims; Call with company counsel; Reviewing revised draft of Plan of Arrangement	2.40
18/11/25	Jesse Mighton	Call with counsel to various stakeholders; Call regarding CCAA Plan status and operating updates; Reviewing claims process documents	1.50
19/11/25	Shawn Kirkman	Updating Meeting Order and milestone tracker chart	1.50
19/11/25	Fatima Kavar	Reviewing PPSA searches; Email exchanges with A. Toyota regarding HSBC discharges; Discussion with J. Sergievskaya regarding registrations; Continuing to draft security opinion	1.60
19/11/25	Jane Sergievskaya	Ordering and reviewing PPSA searches to confirm discharge of registrations in favour of HSBC; Email correspondence	0.70
19/11/25	Andrew Froh	Corresponding with L. Hiebert, J. Mighton and M. Tallat; Revising draft Notices of Revision or Disallowance for various settlements [REDACTED]; Coordinating application materials for hearing; Meeting with company counsel and Monitor; Reviewing correspondence regarding security opinion; Coordinating milestone tracker for creditor meeting; Reviewing draft Plan of Arrangement	2.90
19/11/25	Jesse Mighton	Email correspondence and calls with counsel to various stakeholders; Email correspondence with management team; Call with company counsel regarding CCAA Plan and stay extension hearing;	3.50



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Date	Name	Description	Hours
		Reviewing revised CCAA Plan; Call with M. Tallat regarding claims assessments; Preparing for Court attendance; Considering various process-related matters	
19/11/25	Sean Zweig	Reviewing Affidavit #7	0.20
20/11/25	Shawn Kirkman	Providing comments on draft Affidavit; Considering issues regarding same	2.20
20/11/25	Andrew Froh	Preparing for and attending application hearing; Corresponding with working group; Reviewing lease amending agreement [REDACTED]; Calls with T. Bennett and J. Mighton; Reviewing and commenting on draft application materials from Fasken for Meeting Order and Fee Approval Order	5.30
20/11/25	Jane Sergievskaya	Ordering and reviewing PPSA searches against Min Kang; Reviewing updated PPSA schedules to opinion letter; Ordering certified PPSA search; Email correspondence	1.10
20/11/25	Jesse Mighton	Preparing for and attending Court hearing; Working on CCAA Plan and Meeting Order materials; Email and calls regarding [REDACTED] financing arrangements	4.50
20/11/25	Fatima Kavar	Reviewing registrations against M. Kang and reviewing email from J. Sergievskaya; Discussions with A. Froh regarding scope of review	0.80
21/11/25	Shawn Kirkman	Reviewing and commenting on draft Meeting Order; Reviewing and commenting on draft Notice of Application; Reviewing and commenting on draft Affidavit; Reviewing and revising Ancillary Order; Various correspondence regarding same	2.60
21/11/25	Jesse Mighton	Reviewing draft motion materials and email correspondence regarding same; Extensive email correspondence with multiple stakeholders; Considering various processes and strategic matters	7.50
21/11/25	Andrew Froh	Corresponding with working group, KSV and company counsel; Revising and commenting on Meeting Order application materials; Attending to various CCAA matters related to Meeting Order; Calls with T. Bennett and M. Tallat; Reviewing draft amending agreement [REDACTED]	4.50



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Date	Name	Description	Hours
		and settlement agreement [REDACTED]	
21/11/25	Dom Sorbara	Discussing security review with F. Kavar; Reviewing and revising draft security opinion and corresponding with F. Kavar regarding same	1.50
21/11/25	Sean Zweig	Emails regarding CCAA Plan status and related matters	0.30
22/11/25	Shawn Kirkman	Reviewing and commenting on Monitor's Fifth Report; Reviewing draft CCAA Plan, Meeting Order and Ancillary Order in connection with review of draft Report; Revising Report; Updating process chronology	6.00
22/11/25	Jesse Mighton	Reviewing multiple iterations of draft Monitor's Report; Multiple calls; Email correspondence regarding claims review	5.00
22/11/25	Andrew Froh	Corresponding with working group, M. Tallat and company counsel; Reviewing various outstanding items required for Meeting Order; Reviewing and commenting on draft Fifth Report; Drafting Notice of Application seeking approval of Monitor's activities	2.50
23/11/25	Shawn Kirkman	Reviewing and commenting on Notice of Application regarding approval of Monitor's Reports; Reviewing comments from J. Mighton and revising Notice of Application; Various file-related emails	1.40
23/11/25	Andrew Froh	Further revising Notice of Application seeking approval of Monitor's activities; Corresponding with working group and company counsel; Reviewing comments on settlement agreement with landlords	0.40
23/11/25	Jesse Mighton	Reviewing draft Court materials; Email correspondence	1.00
24/11/25	Fatima Kavar	Reviewing D. Sorbara's comments on security opinion and revising same; Reviewing updated PPSA searches and revising security opinion accordingly; Email to J. Mighton and A. Froh regarding draft security opinion	0.70
24/11/25	Shawn Kirkman	Reviewing and revising Fifth Report; Reviewing KSV's comments on Notice of Application and revising same; Reviewing internal comments on	3.80

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Client: 074735.00060
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Date	Name	Description	Hours
		Fifth Report and revising same	
24/11/25	Jane Sergievskaya	Compiling search schedules for security opinion; Email correspondence	0.30
24/11/25	Andrew Froh	Meeting with management and advisors; Further revising Notice of Application and Order seeking approval of Monitor's activities; Corresponding with J. Mighton, M. Tallat, S. Zweig and working group regarding materials for Meeting Order; Calls with T. Bennett; Reviewing company-filed application materials	2.80
24/11/25	Sean Zweig	Reviewing and commenting on draft Fifth Report and related correspondence; Reviewing Applicants' materials	2.20
25/11/25	Shawn Kirkman	Reviewing and revising Fifth Report; Reviewing and sending various file-related emails; Reviewing and revising Monitor's Report	1.50
25/11/25	Jesse Mighton	Reviewing application record; Reviewing draft Monitor's Report; Call with company counsel; Email correspondence regarding claims resolutions and stakeholder enquiries	3.00
25/11/25	Andrew Froh	Corresponding with working group regarding application materials for Meeting Order and Ancillary Order; Reviewing correspondence with [REDACTED] counsel and related fee letter; Coordinating filing and service of Monitor's application	1.00
25/11/25	Sean Zweig	Reviewing KSV's comments on Fifth Report; Reviewing Fasken's comments on same	0.30
26/11/25	Shawn Kirkman	Reviewing final version of Fifth Report; Reviewing application record and book of authorities	2.20
26/11/25	Andrew Froh	Coordinating filing and service of Monitor's application materials, application record and joint book of authorities; Reviewing and commenting on same; Calls with J. Mighton, S. Kirkman and T. Bennett; Corresponding with working group; Considering termination claims issue [REDACTED]	2.30
26/11/25	Jesse Mighton	Finalizing Monitor's Report for service and correspondence regarding same; Preparing for hearing; Email correspondence regarding employment matters	2.50



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Client: 074735.00060
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Date	Name	Description	Hours
26/11/25	Sean Zweig	Reviewing revised Fifth Report	0.30
27/11/25	Andrew Froh	Corresponding with T. Bennett and M. Tallat; Reviewing email from T. Bregman regarding employee issue; Coordinating application materials for Meeting Order hearing; Drafting speaking notes for same; Preparing for same	2.30
27/11/25	Jesse Mighton	Preparing for Court attendance; Email correspondence regarding same	1.50
27/11/25	Talia Bregman	Drafting email regarding termination and severance pay obligations and timing for same	0.70
28/11/25	Andrew Froh	Preparing for and attending Meeting Order hearing; Reviewing application record and joint book of authorities; Corresponding with J. Mighton and KSV regarding various CCAA matters; Calls with T. Bennett; Reviewing revisions to settlement agreements with landlords	3.10
28/11/25	Jesse Mighton	Preparing for and attending Court hearing regarding Meeting Order and related relief; Email correspondence regarding creditor meeting notifications and preparation	2.50
28/11/25	Shawn Kirkman	Drafting updated schedules to Meeting Order; Drafting meeting agenda; Drafting meeting presentation	2.50
28/11/25	Sean Zweig	Reviewing Orders granted; Discussion with J. Mighton regarding hearing	0.30
29/11/25	Shawn Kirkman	Drafting meeting agenda; Drafting meeting presentation; Reviewing relevant materials in connection with same	2.00
29/11/25	Andrew Froh	Corresponding with S. Kirkman regarding meeting script and presentation; Reviewing and commenting on same; Corresponding with L. Hiebert regarding items for meeting	1.20
29/11/25	Jesse Mighton	Email correspondence regarding Meeting Order matters	0.30
30/11/25	Shawn Kirkman	Drafting meeting script and presentation to incorporate comments from A. Froh	0.40
30/11/25	Andrew Froh	Call with management and advisors regarding	0.50

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Client: 074735.00060
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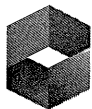
Date	Name	Description	Hours
		creditor meeting and related matters; Corresponding with S. Kirkman and M. Tallat	
30/11/25	Jesse Mighton	Call regarding creditor meeting preparation and related matters	0.50
Total Hours			180.50
Total Professional Services			\$ 146,733.50

Name	Hours	Rate
Sean Zweig	3.90	\$ 1,300.00
Talia Bregman	0.70	\$ 975.00
Dom Sorbara	1.50	\$ 950.00
Jesse Mighton	65.70	\$ 1,050.00
Fatima Kawar	4.30	\$ 770.00
Andrew Froh	62.70	\$ 740.00
Shawn Kirkman	37.00	\$ 510.00
James Atkinson	2.60	\$ 330.00
Jane Sergievskaya	2.10	\$ 540.00

Disbursements	Amount
Online Government Service	\$ 222.65
Total Disbursements	\$ 222.65

Disbursements Incurred As Your Agent (Non Taxable)	Amount
BC Online - Registration	\$ 7.00
Total Disbursements Incurred As Your Agent	\$ 7.00

GST/HST	\$ 7,347.81
PST	\$ 10,271.34
Total Due	\$ 164,582.30



Bennett Jones

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KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: December 3, 2025
Invoice: 1664633

Remittance Statement

Professional Services	\$	146,733.50
Disbursements	\$	222.65
Disbursements Incurred As Your Agent (Non Taxable)	\$	7.00
Total Due before Tax	\$	146,963.15
GST/HST	\$	7,347.81
PST	\$	10,271.34
Total Due in CAD	\$	164,582.30

December 3, 2025
Page 2

Client: 074735.00060
Invoice No.: 1664633

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Remit by Cheque

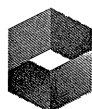
Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com



Bennett Jones

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Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: October 6, 2025
Invoice: 1655216

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	48,414.00
Disbursements	\$	1,692.09
Total Due before Tax	\$	50,106.09
GST/HST	\$	2,505.30
PST	\$	3,388.98
Total Due in CAD	\$	56,000.37

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757 QST number: 1230818653

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Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
01/09/25	Andrew Froh	Reviewing agenda items from T. Bennett; Attending weekly meeting with company and advisors; Corresponding with N. Goldstein and J. Mighton	0.70
01/09/25	Jesse Mighton	Attending weekly update call; Correspondence with M. Tallat regarding claims review matters; Internal correspondence regarding same	1.20
02/09/25	Andrew Froh	Corresponding with M. Pouladian and counsel [REDACTED] regarding settlement; Reviewing same; Researching adjudication of pre- and post-filing rent in CCAA proceedings; Corresponding with T. Bennett and M. Tallat regarding indemnity for surety	1.20
02/09/25	Jesse Mighton	Email correspondence regarding investment solicitation; Email correspondence regarding stakeholder matters; Reviewing claims materials	2.00
03/09/25	Andrew Froh	Researching adjudication of pre- and post-filing rent in CCAA proceedings; Reviewing lease agreements [REDACTED]; Corresponding with T. Bennett and J. Mighton	0.90
04/09/25	Andrew Froh	Researching case law on adjudication of pre- and post-filing rent in CCAA proceedings; Reviewing lease agreement [REDACTED]; Corresponding with D. Perlman, L. Hiebert, M. Tallat and J. Mighton; Reviewing estoppel certificate [REDACTED]	4.40
04/09/25	Jesse Mighton	Email correspondence regarding various work streams; Considering issues relating to same; Correspondence regarding operational matters	1.80
05/09/25	Jesse Mighton	Email correspondence regarding bonding arrangements; Reviewing research regarding rent arrangements and considering issues relating to same; Reviewing disclaimer documents; Email correspondence regarding various operational matters	2.80
05/09/25	Andrew Froh	Corresponding with K. Miller, M. Tallat, J. Mighton and L. Hiebert; Reviewing DIP lender update from K. Miller; Reviewing draft disclaimer from company for [REDACTED] leases	0.30
05/09/25	Sean Zweig	Correspondence with each of N. Goldstein and K. Jackson regarding BDC issue, and considering	0.20



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Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		same	
07/09/25	Andrew Froh	Corresponding with L. Hiebert and J. Mighton regarding surety and indemnity agreement	0.10
08/09/25	Andrew Froh	Corresponding with working group regarding security opinion; Reviewing security documents with BDC and Shopify; Corresponding with M. Tallat and L. Hiebert regarding admin charge; Reviewing file; Preparing for and attending weekly call with company and advisors; Corresponding regarding security opinion	2.00
08/09/25	Fatima Kavar	Reviewing affidavit; Meeting with J. Mighton and A. Froh regarding background and next steps; Reviewing letter of offer with BDC, merchant loan agreement [REDACTED] and [REDACTED] capital agreement and preparing summaries; Reviewing PPSA searches; Instructing J. Sergievskaya to order updated searches for security opinion; Reviewing material on Monitor's website; Drafting analysis and due diligence request list	4.40
08/09/25	Jesse Mighton	Attending weekly update call; Updating process chronology; Call with L. Hiebert regarding customs broker; Email correspondence with U.S. counsel regarding same	1.30
08/09/25	Jane Sergievskaya	Reviewing instructions; Conducting corporate searches; Ordering corporate and security searches	0.50
09/09/25	Jane Sergievskaya	Reviewing and summarizing search results	1.00
09/09/25	Andrew Froh	Corresponding with A. Toyota, J. Mighton, T. Bennett and counsel [REDACTED]; Reviewing indemnity agreement; Reviewing CCAA timetable	0.50
09/09/25	Jesse Mighton	Email correspondence regarding claims status	0.30
10/09/25	Jane Sergievskaya	Reviewing search results; Updating search summary; Email correspondence	0.30
10/09/25	Andrew Froh	Corresponding with J. Mighton; Reviewing term sheet from K. Miller; Corresponding with M. Tallat and M. Pouladian regarding disclaimers	0.20
11/09/25	Fatima Kavar	Reviewing PPSA searches and drafting analysis to J. Mighton; Reviewing loan agreements with BDC	1.60

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Client: 074735.00060
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Date	Name	Description	Hours
		and Shopify; Discussion with K. Descoteaux regarding background and next steps	
11/09/25	Jesse Mighton	Call with M. Kang; Email correspondence regarding disclaimers	0.60
11/09/25	Andrew Froh	Corresponding with company, J. Mighton and M. Tallat; Reviewing draft disclaimers for leases; Corresponding with F. Kavar regarding security searches	0.40
12/09/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Reviewing correspondence with A. Zalev	0.10
12/09/25	Jesse Mighton	Email correspondence regarding landlord claims	0.50
15/09/25	Jesse Mighton	Attending weekly update call	1.00
15/09/25	Andrew Froh	Corresponding with J. Mighton and M. Tallat; Meeting with J. Mighton and K. Descoteaux regarding security review; Revising draft disclaimers [REDACTED]	0.70
15/09/25	Karly Descoteaux	Reviewing correspondence and status updates; Attending call with J. Mighton and A. Froh regarding status of outstanding documents	0.40
16/09/25	Andrew Froh	Revising disclaimers and cover letters [REDACTED]; Corresponding with M. Pouladian and J. Mighton regarding same; Corresponding with company and U.S. counsel regarding lease disclaimers; Reviewing file	0.80
16/09/25	Jesse Mighton	Email correspondence regarding landlord enquiries	0.50
18/09/25	Andrew Froh	Corresponding with N. Goldstein, D. Perlman and J. Mighton regarding relief sought at next hearing; Reviewing email from L. Hiebert	0.30
18/09/25	Jesse Mighton	Email correspondence regarding October 3 motion and related matters	0.80
18/09/25	Sean Zweig	Various correspondence in connection with DIP and next steps	0.40
19/09/25	Jesse Mighton	Email correspondence regarding investor solicitation updates and key stakeholder communications	0.50
19/09/25	Andrew Froh	Reviewing email updates from K. Miller;	0.30



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Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		Corresponding with J. Mighton and counsel for Shopify; Updating service list	
22/09/25	Jesse Mighton	Call with M. Tallat; Call with KSV; Attending weekly update call; Email correspondence with U.S. counsel regarding stakeholder outreach and process update	1.80
22/09/25	Andrew Froh	Attending call with KSV; Updating disclaimer tracker; Call with J. Mighton; Corresponding with L. Hiebert	0.90
22/09/25	Sean Zweig	Update call with KSV regarding status of refinancing process and proposed next steps; Call with N. Goldstein and T. Sandler	0.60
23/09/25	Andrew Froh	Corresponding with M. Kang, J. Mighton and counsel for Shopify; Revising service list	0.40
24/09/25	Andrew Froh	Corresponding with L. Hiebert, M. Tallat and J. Mighton; Reviewing draft application materials from Fasken; Corresponding with M. Tallat regarding disclaimer tracker	1.20
25/09/25	Jesse Mighton	Reviewing draft motion materials; Email correspondence regarding same; Reviewing correspondence from U.S. landlord counsel	3.50
25/09/25	Andrew Froh	Revising and commenting on Oak and Fort application materials; Corresponding with J. Mighton, M. Tallat and L. Hiebert; Reviewing correspondence from U.S. counsel regarding taxes owing [REDACTED]; Revising disclaimer materials [REDACTED], Reviewing lease agreement for same; Updating service list	1.40
26/09/25	Andrew Froh	Reviewing Fasken's edits to M. Kang affidavit; Corresponding with M. Tallat and T. Bennett regarding same; Revising Third Report of Monitor; Corresponding with J. Mighton regarding same; Reviewing filed application materials from Fasken	1.90
26/09/25	Sean Zweig	Reviewing application materials served	0.70
27/09/25	Jesse Mighton	Reviewing draft Third Report	1.50
27/09/25	Andrew Froh	Reviewing J. Mighton's revisions to Third Report of the Monitor	0.10
28/09/25	Andrew Froh	Corresponding with J. Mighton, M. Tallat, and L.	0.30



October 6, 2025
Page 6

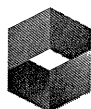
Client: 074735.00060
Invoice No.: 1655216

Date	Name	Description	Hours
		Hiebert; Reviewing Fasken's revisions to Third Report	
28/09/25	Jesse Mighton	Email correspondence regarding draft Monitor's Report; Reviewing comments regarding same	0.80
29/09/25	Andrew Froh	Corresponding with M. Tallat regarding application hearing; Preparing for and attending weekly call with management and advisors; Reviewing file; Updating disclaimer tracker; Revising chronology of steps in CCAA process; Revising disclaimer materials	2.40
29/09/25	Jesse Mighton	Attending weekly update call; Call with M. Tallat; Working on Monitor's Report	1.20
29/09/25	Sean Zweig	Reviewing Monitor's Third Report	0.40
30/09/25	Andrew Froh	Call with J. Mighton regarding application hearing strategy	0.10
30/09/25	Jesse Mighton	Call with A. Froh; Considering issues regarding court attendance	0.30

Total Hours	54.50
Total Professional Services	\$ 48,414.00

Name	Hours	Rate
Sean Zweig	2.30	\$ 1,300.00
Jesse Mighton	22.40	\$ 1,050.00
Fatima Kavar	6.00	\$ 770.00
Karly Descoteaux	0.40	\$ 820.00
Andrew Froh	21.60	\$ 740.00
Jane Sergievskaya	1.80	\$ 540.00

Disbursements	Amount
Miscellaneous	\$ 9.89
Courier	\$ 41.67
Online Government Service	\$ 1,640.53
Total Disbursements	\$ 1,692.09
GST/HST	\$ 2,505.30
PST	\$ 3,388.98
Total Due	\$ 56,000.37



KSV Restructuring Inc.
220 Bay Street, 13th Floor
P.O. Box 20
TORONTO, ON M5J 2W4

Attention: **Noah Goldstein**
 Managing Director

Re: Oak + Fort
Our File Number: 074735.00060

Date: October 6, 2025
Invoice: 1655216

Remittance Statement

Professional Services	\$	48,414.00
Disbursements	\$	1,692.09
Total Due before Tax	\$	50,106.09
GST/HST	\$	2,505.30
PST	\$	3,388.98
Total Due in CAD	\$	56,000.37



October 6, 2025
Page 2

Client: 074735.00060
Invoice No.: 1655216

Payment Options

Electronic Funds Transfer (EFT)

Legal Name: Bennett Jones LLP
Banking Information: Royal Bank of Canada
Bank: 003
Transit: 00009
CAD Account: 1725811
USD Account: 4005534

Wire Transfer

Beneficiary: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW
Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW
Calgary, AB T2P 1C4 Canada

Interac e-Transfer

Email: bennettjoneseft@bennettjones.com
CAD only, no password required

Account Details: Bank 003, Transit 00009
Bank SWIFT Code: ROYCCAT2
Routing Code: 000300009
Beneficiary Account #: CAD Acct 000091725811
USD Acct 000094005534

Visa/Mastercard/American Express

Payment via our secured credit card payment portal go to:
<https://www.bennettjones.com/Payments>

Remit by Cheque

Attn: Accounts Receivable
Bankers Hall East, Suite 4500, 855 - 2 Street SW
Calgary, AB T2P 4K7

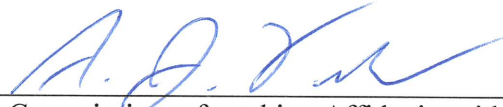
To ensure proper application of electronic payments, please include invoice number(s) in details section or email bennettjoneseft@bennettjones.com and provide your client name and invoice number.

If required, when wiring funds from the USA see intermediary banking information below:

Intermediary Bank: JP Morgan Chase Bank New York
Intermediary Swift Code: CHASUS33
Intermediary ABA Routing Code: 021000021

For AR inquiries please email AR@bennettjones.com

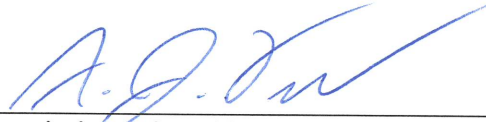
This is **Exhibit "B"** referred to in the Affidavit of Jesse Mighton affirmed before me at the City of Vancouver, Province of British Columbia, this 23rd day of December, 2025.

A handwritten signature in blue ink, appearing to be 'A. D. [unclear]', written over a horizontal line.

A Commissioner for taking Affidavits within
British Columbia

Invoice #	Date of Account	Fees	Expenses/Disbursements	GST/HST	PST	Total
#1637880	12-Jun-25	\$ 128,431.00	\$ -	\$ 6,421.55	\$ 8,990.17	\$ 143,842.72
#1639756	25-Jun-25	\$ 57,231.00	\$ 209.97	\$ 2,871.40	\$ 4,006.17	\$ 64,318.54
#1641300	9-Jul-25	\$ 46,718.00	\$ 68.13	\$ 2,338.96	\$ 3,270.26	\$ 52,395.35
#1645514	15-Aug-25	\$ 72,693.00	\$ 6,530.62	\$ 3,960.83	\$ 5,088.51	\$ 88,272.96
#1650392	3-Sep-25	\$ 23,062.00	\$ 8.75	\$ 1,153.54	\$ 1,614.34	\$ 25,838.63
#1655216	6-Oct-25	\$ 48,414.00	\$ 1,692.09	\$ 2,505.30	\$ 3,388.98	\$ 56,000.37
#1659656	4-Nov-25	\$ 55,874.00	\$ 186.15	\$ 2,802.31	\$ 3,911.18	\$ 62,773.64
#1664633	3-Dec-25	\$ 146,733.50	\$ 229.65	\$ 7,347.81	\$ 10,271.34	\$ 164,582.30
#1669571	22-Dec-25	\$60,546.00	\$ 87.00	\$ 3,027.30	\$ 4,238.22	\$ 67,898.52
TOTAL		\$ 639,702.50	\$ 9,012.36	\$ 32,429.00	\$ 44,779.17	\$ 725,923.03

This is **Exhibit "C"** referred to in the Affidavit of Jesse Mighton affirmed before me at the City of Vancouver, Province of British Columbia, this 23rd day of December, 2025.

A handwritten signature in blue ink, appearing to read 'A. J. [unclear]', is written above a horizontal line.

A Commissioner for taking Affidavits within
British Columbia

Timekeeper	Year of Call (if applicable)	Billing Year	Hourly Rate	Total Time	Fees
Sean Zweig	2009	2025	\$ 1,300.00	66	\$ 85,800.00
Christine Viney	2012	2025	\$ 875.00	6.4	\$ 5,600.00
Jesse Mighton	2012	2025	\$ 1,050.00	277.2	\$ 291,060.00
Talia Bregman	2013	2025	\$ 975.00	1.3	\$ 1,267.50
Dom Sorbara	2014	2025	\$ 950.00	1.5	\$ 1,425.00
Karly Descoteaux	2019	2025	\$ 820.00	0.4	\$ 328.00
Fatima Kavar	2020	2025	\$ 770.00	33.1	\$ 25,487.00
Andrew Froh	2020	2025	\$ 740.00	258	\$ 190,920.00
Sean Beesla	2022	2025	\$ 570.00	0.7	\$ 399.00
Shawn Kirkman	2025	2025	\$ 510.00	60.7	\$ 30,957.00
James Atkinson	Student-at-Law	2025	\$ 330.00	2.6	\$ 858.00
Nicole Del Negro	Student-at-Law	2025	\$ 330.00	6.5	\$ 2,145.00
Jane Sergievskaya	Clerk	2025	\$ 540.00	6.4	\$ 3,456.00
TOTAL				720.8	\$ 639,702.50
		Blended Rate (excluding expenses and HST) $\$639,702.50 \div 720.8$	\$ 887.49		