



No. _____
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

**PRE-FILING REPORT OF KSV RESTRUCTURING INC.
AS PROPOSED MONITOR**

**IN THE MATTER OF THE PROPOSAL 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**

**FIRST REPORT OF KSV RESTRUCTURING INC.
AS PROPOSAL TRUSTEE**

June 6, 2025

Contents

Page

1.0	Introduction.....	1
1.1	Purposes of this Report.....	1
1.2	Currency	2
1.3	Defined Terms	2
1.4	Restrictions	2
2.0	Background	3
2.1	Continuation of NOI Proceedings as CCAA Proceedings	3
2.2	Cash Flow Forecast	4
2.3	Recommendation	5
3.0	Additional Relief Sought	5
3.1	Administration Charge.....	5
3.2	Chapter 15 Proceedings.....	6
4.0	Creditor Notification	6
5.0	Comeback Motion.....	7
6.0	Conclusion and Recommendation	8

Appendices

Appendix

Tab

Certificates of Filing	A
Cash Flow Forecast and O&F's Report on Cash Flow	B
KSV's Report on Cash Flow Forecast.....	C

1.0 Introduction

1. This report ("Report") has been prepared by KSV Restructuring Inc. ("KSV") in its capacities as: (i) proposal trustee ("Proposal Trustee") in connection with the Notices of Intention to Make a Proposal ("NOI") filed on June 2 and 3, 2025¹ by 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 "O&F") pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended ("BIA") (the "NOI Proceedings"); and (ii) proposed monitor (the "Proposed Monitor") in the proposed proceedings of O&F under the *Companies' Creditors Arrangement Act* ("CCAA") (the "CCAA Proceedings") to monitor the assets, business and affairs of O&F (as appointed, the "Monitor"). Copies of the certificates of filing issued by the Office of the Superintendent of Bankruptcy in respect of the NOI Proceedings are provided in Appendix "A".
2. The principal purpose of the NOI Proceedings has been to create a stabilized environment to provide O&F with the breathing room necessary to advance negotiation of a debtor-in-possession ("DIP") financing facility, to fund a comprehensive restructuring of the business with a view to emerging as a going-concern.
3. If the initial order (the "Initial Order") is granted, KSV, as foreign representative of O&F intends to bring an application to have the Initial Order and these CCAA Proceedings recognized in the United States as soon as possible, in order to further stabilize the business and prevent value-destructing potential enforcement actions against O&F's U.S. operations.
4. Additionally, if the Initial Order is granted, O&F intends to return to Court within ten days (the "Comeback Motion") to seek the Court's approval of an Order to extend the stay of proceedings, request approval for DIP financing, and related court-ordered charge, and other relief necessary to advance O&F's restructuring efforts.
5. Finally, if the Initial Order is granted, the Petitioners will also seek relief from the Court under the BIA in the form of the Discharge and Termination Orders (as defined below).
6. The Affidavit of Min Kang, affirmed June 6, 2025 in support of the CCAA application (the "Kang Affidavit"), provides, *inter alia*, further background information concerning the proposed CCAA Proceedings.

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) discuss the rationale for continuing the NOI Proceedings under the CCAA in accordance with Section 11.6 of the CCAA;
 - b) provide KSV's qualifications to act as Monitor;

¹ NYM Merger Holdings LLC, and Oak and Fort California LLC were filed on June 3, 2025.

- c) report on O&F's cash flow projection for the period June 6, 2025 to June 15, 2025 (the "Cash Flow Forecast");
- d) discuss the rationale for including the following provisions in the proposed Initial Order:
 - i. a charge in the amount of \$300,000 (the "Administration Charge") on O&F's current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of O&F's counsel, Fasken Martineau DuMoulin LLP, the Monitor and its counsel, Bennett Jones LLP, and Reflect Advisors, LLC as O&F's Chief Restructuring Officer ("CRO");
 - ii. authorization for the Monitor to act as the foreign representative of O&F in respect of the within proceeding for the purpose of having these CCAA Proceedings recognized and approved in a jurisdiction outside of Canada and authorizing the Monitor to apply for foreign recognition and approval of these CCAA Proceedings and related relief, as necessary, in the United States Bankruptcy Court for the Southern District of New York (the "US Bankruptcy Court") pursuant to Chapter 15 of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), 11 U.S.C. §§ 101-1532; and
- e) provide the Proposed Monitor's recommendation regarding the relief sought by O&F in their application materials.

1.2 Currency

- 1. All currency references in this Report are to Canadian dollars.

1.3 Defined Terms

- 1. Capitalized terms not otherwise defined in this Report have the meanings given to them in the Kang Affidavit.

1.4 Restrictions

- 1. In preparing this Report, KSV has relied upon unaudited financial information prepared by, and discussions with, O&F's management and the CRO, which was engaged on May 16, 2025.
- 2. KSV has not audited, or otherwise attempted to verify, the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, KSV 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. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future oriented financial information relied upon in this Report is based upon O&F's assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. KSV expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

2.0 Background

1. Headquartered in Vancouver, British Columbia, O&F operates 42 stores, comprised of 26 in Canada and 16 in the USA.
2. As set out in the Kang Affidavit, O&F has secured debt of approximately \$3.19 million and unsecured debt of approximately \$17.35 million with its Canadian entities and unsecured debt of approximately \$4.59 million with its U.S. entities. O&F is in arrears with virtually all of its landlords and suppliers as more detailed in the Kang Affidavit. A number of Canadian and U.S. landlords have threatened or commenced enforcement actions, and this number is expected to increase in the absence of a comprehensive cross-border stay of proceedings.
3. The Kang Affidavit sets out detailed information with respect to O&F's business and operations and support for the relief sought pursuant to the Initial Order. Only minor background is provided in this Report as KSV, as discussed below, was only engaged on June 2, 2025. KSV recommends that readers review the application materials filed by O&F in respect of these CCAA Proceedings.

2.1 Continuation of NOI Proceedings as CCAA Proceedings

1. The NOI Proceedings for O&F were commenced on an urgent basis due to actual or threatened creditor enforcement actions which necessitated the immediate statutory stay of proceedings provided by filing the NOIs. Since the NOI filings, O&F has operated in the normal course while advancing the negotiation of the terms of a DIP financing facility. The intention of O&F since filing the NOIs has been to take up and continue the NOI Proceedings as CCAA proceedings, and to initiate recognition proceedings under Chapter 15 of the U.S. Bankruptcy Code as soon as possible after obtaining relief under the CCAA. This would allow each of the NOI Proceedings to be consolidated, eliminate the prescribed stay of proceeding periods set out in the BIA and provide the Petitioners and the Monitor more stability and flexibility to pursue its cross-border restructuring initiatives.
2. None of the Petitioners have filed a proposal since filing the NOIs.
3. For efficiency and certainty, the Initial Order provides that the Court's approval of the Monitor's fees, activities, and those of its counsel will also constitute approval of the Proposal Trustee's and its counsel's fees and activities in the NOI Proceedings, thereby eliminating the need for a separate approval process in respect of the NOI Proceedings.

4. Should the Court approve the continuation of the NOI Proceedings under the CCAA, the Initial Order contemplates that KSV would be appointed as monitor in the CCAA Proceedings. KSV's qualifications to act as the Monitor are summarized below:
 - a) KSV is a licensed trustee within the meaning of subsection 2(1) of the BIA. KSV is not subject to any of the restrictions set out in Section 11.7(2) of the CCAA with respect to its appointment as the Monitor;
 - b) KSV has extensive experience acting as CCAA monitor and in other court officer capacities in formal cross-border insolvency proceedings, including in the retail sector;
 - c) KSV has consented to act as Monitor in the proposed CCAA Proceedings should the Court grant the Initial Order; and
 - d) as KSV is presently the Proposal Trustee, it is logical for it be appointed as the Monitor.
5. KSV only became aware of the situation and was retained and consented to act as Proposal Trustee on June 2, 2025. Since then, KSV has assisted O&F in preparing for the NOI Proceedings and this filing, including reviewing and advising on the proposed Initial Order and cash flow projections and consulting with the CRO on these matters. Through this engagement, KSV has developed an understanding of O&F's financial challenges and restructuring objectives.

2.2 Cash Flow Forecast

1. O&F has prepared the Cash Flow Forecast for the period June 6, 2025 to June 15, 2025 (the "Period"). The Cash Flow Forecast and O&F's statutory representations on the cash flow pursuant to Section 10(2)(b) of the CCAA are attached as Appendix "B".

(unaudited; \$000s)	June 6, 2025 – June 15, 2025
Sales	1,965
Disbursements	
Payroll	(865)
Rent	(536)
Professional Fees	(262)
Contingency	(150)
Operating Expenses	(28)
	<u>(1,841)</u>
Net Cash Flow	124
Opening Cash Balance	1,251
Net Cash Flow	<u>124</u>
Closing Cash Balance	<u><u>1,375</u></u>

6. The Cash Flow Forecast indicates that O&F will have sufficient liquidity to fund operations during the Period. However, O&F is expected to require a debtor-in-possession (“DIP”) financing facility to support its operations throughout the restructuring process. KSV understands that the CRO has approached several potential lenders, some of which have expressed interest in submitting DIP financing proposals, and active discussions regarding a potential DIP facility are progressing at this time.
7. Based on KSV’s review of the Cash Flow Forecast, the assumptions appear reasonable. KSV’s statutory report on the Cash Flow Forecast, filed as Proposed Monitor, is attached as Appendix “C”.

2.3 Recommendation

1. KSV recommends that the Court issue the Initial Order, including an order continuing the NOI Proceedings under the CCAA and granting the requested stay of proceedings, for the following reasons:
 - a) KSV is of the view that O&F and its management are acting in good faith and with due diligence;
 - b) O&F is currently experiencing liquidity constraints and is unable to meet its obligations as they become due. Absent a stay of proceedings, O&F will be unable to continue operating its business;
 - c) O&F commenced the NOI Proceedings to, among other things, prevent landlords from terminating leases as a result of arrears. From the outset, it was O&F’s intention to transition to CCAA Proceedings, particularly given the need for a stay of proceedings in the United States, where the US Bankruptcy Court is more familiar with CCAA proceedings than with proceedings under the BIA. In addition, a CCAA process provides greater flexibility than a BIA restructuring;
 - d) the Cash Flow Forecast reflects that O&F has sufficient liquidity to continue to operate during the initial 10-day stay period;
 - e) O&F has engaged Reflect as CRO, and in that role, the CRO has been providing necessary advisory services, including with respect to preparing for the NOI filings, developing a restructuring plan, and identifying and leading discussions with potential DIP lenders; and
 - f) KSV is not aware of any prejudice to stakeholders by any of the relief sought by O&F.

3.0 Additional Relief Sought

3.1 Administration Charge

1. O&F is seeking an Administration Charge pursuant to the proposed Initial Order in an amount not to exceed \$300,000 to secure the fees and expenses of the Monitor, its counsel, O&F’s counsel, and the CRO.

2. The Administration Charge is a customary provision in an Initial Order in a CCAA proceeding - it is required by certain of the professionals engaged to assist a debtor company and to protect them in the event that the debtor is unable to pay professional fees and costs during the CCAA process.
3. O&F requires the expertise of the beneficiaries of the Administration Charge to advance its restructuring initiatives. To date, these professionals have only received modest retainers, which are insufficient to cover their fees through to the Comeback Motion.
4. KSV believes that the Administration Charge is reasonable and appropriate in the circumstances given the services to be provided by professionals involved in these proceedings.
5. Importantly, O&F is not seeking to prime any secured creditors with the Administration Charge at this time, given the limited service of this petition. The charge is proposed to rank ahead of unsecured creditors only. O&F intends to provide further detail and justification at the Comeback Motion and seek to prime secured creditors.

3.2 Chapter 15 Proceedings

1. O&F is seeking the authorization under the proposed Initial Order to apply for foreign recognition and approval of orders issued in these CCAA Proceedings, including recognition in the US Bankruptcy Court to protect against any potential adverse actions taken in the United States by any of the O&F's stakeholders (the "Chapter 15 Proceedings"). If granted, the Initial Order will authorize the Monitor to act as the foreign representative for that purpose.
2. If the Initial Order is granted, an application for such foreign recognition will be made to the US Bankruptcy Court as soon as possible.

4.0 Creditor Notification

1. Since the NOI Proceedings were only filed earlier this week, the Proposal Trustee has not yet issued the statutory notice to creditors, which must be sent within five days of the filing.
2. If the Court grants the relief requested by O&F and continues the NOI Proceedings as CCAA Proceedings, the Proposal Trustee will no longer issue the NOI-related creditor notices, as this obligation will instead be fulfilled by the Monitor pursuant to the CCAA.
3. The proposed Initial Order requires the Monitor to:
 - a) publish a notice in the national edition of The Globe and Mail newspaper containing the information prescribed under the CCAA; and
 - b) within five days of the granting of the Initial Order:
 - i. make the Initial Order publicly available in the manner prescribed under the CCAA;

- ii. send, in the prescribed manner, a notice to every known creditor who has a claim against O&F of more than CAD\$1,000 advising that the order is publicly available; and
 - iii. prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with section 23(1)(a) of the CCAA and the regulations made thereunder, provided that such list shall not include the names, claim amounts and addresses of any individuals who are creditors.
4. If appointed Monitor, KSV will undertake these tasks, and will also post the Initial Order and all motion materials on the case website.

5.0 Comeback Motion

1. If the Initial Order is granted, O&F intends to return to court within the 10-day statutory stay period for the Comeback Motion, where it is anticipated that the following relief will be requested:
- a) approval of a DIP financing facility, and corresponding super-priority court-ordered charge in favour of the DIP lender(s);
 - b) extension of the stay of proceedings;
 - c) increase to the quantum of Administration Charge, and granting a super-priority charge in favour of the beneficiaries of the Administration Charge, consistent with typical practice in CCAA proceedings;
 - d) approval of a directors' charge; and
 - e) such further relief as may be necessary and appropriate to advance O&F's restructuring efforts, as may be determined by O&F with the CRO, in consultation with the Proposed Monitor.

6.0 Conclusion and Recommendation

1. Based on the foregoing, KSV respectfully recommends that the Court issue the Initial Order granting the Petitioners' CCAA application on the terms set out in the Petitioners' record.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.

**SOLELY IN ITS CAPACITY AS PROPOSAL TRUSTEE UNDER THE
NOTICE OF INTENTION TO MAKE A PROPOSAL 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 AS PROPOSED
CCAA MONITOR AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”

Certificates of Filing



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231322
Estate No.: 11-3231322

In the Matter of the Notice of Intention to make a proposal of:

Oak and Fort Corp.

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 02, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 12:40

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231410
Estate No.: 11-3231410

In the Matter of the Notice of Intention to make a proposal of:

Oak and Fort California LLC

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 03, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 15:05

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231408
Estate No.: 11-3231408

In the Matter of the Notice of Intention to make a proposal of:

NYM Merger Holdings LLC

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 03, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 15:03

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231323
Estate No.: 11-3231323

In the Matter of the Notice of Intention to make a proposal of:

Oak and Fort Enterprise (US) Inc.

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 02, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 12:44

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231319
Estate No.: 11-3231319

In the Matter of the Notice of Intention to make a proposal of:

1282339 B.C. Ltd.

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 02, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 12:42

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 03 - Vancouver
Court No.: 11-3231324
Estate No.: 11-3231324

In the Matter of the Notice of Intention to make a proposal of:

Oak and Fort US Group, Inc.

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

June 02, 2025

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: June 03, 2025, 12:45

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada

Appendix “B”

Cash Flow Forecast

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 (the "Petitioners")

Projected Statement of Cash Flow

For the Period Ending June 15, 2025

(Unaudited; \$CAD, Thousands)

		Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast		
		Day 1	Day 2	Day 3	Day 4	Day 5	Day 6	Day 7	Day 8	Day 9	Day 10	
	Notes	6-Jun-25	7-Jun-25	8-Jun-25	9-Jun-25	10-Jun-25	11-Jun-25	12-Jun-25	13-Jun-25	14-Jun-25	15-Jun-25	Total
	1											
Receipts												
Net sales	2	179	-	-	184	563	676	183	180	-	-	1,965
Disbursements												
Operating Costs:												
Payroll	3	-	-	-	-	-	(602)	(262)	-	-	-	(865)
Rent	4	(536)	-	-	-	-	-	-	-	-	-	(536)
Operating Expenses	5	-	-	-	(16)	-	-	(11)	-	-	-	(28)
Contingency		(25)	-	-	(25)	(25)	(25)	(25)	(25)	-	-	(150)
Total Operating Disbursements		(561)	-	-	(41)	(25)	(627)	(299)	(25)	-	-	(1,579)
Net Cash Flow Before the Undernoted		(382)	-	-	143	538	48	(116)	155	-	-	386
Restructuring Costs	6	(137)	-	-	-	-	-	-	(125)	-	-	(262)
Net Cash Flow		(519)	-	-	143	538	48	(116)	30	-	-	124
Opening Cash Balance		1,251	731	731	731	874	1,412	1,460	1,345	1,375	1,375	1,251
Net cash flow		(519)	-	-	143	538	48	(116)	30	-	-	124
Closing Total Cash Balance		731	731	731	874	1,412	1,460	1,345	1,375	1,375	1,375	1,375

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 (the "Petitioners")

Notes to Projected Statement of Cash Flow

For the Period Ending June 15, 2025

(Unaudited; \$CAD, Thousands)

Purpose and General Assumptions

1. The purpose of the projection is to present a cash flow forecast of the Petitioners for the period June 6, 2025 to June 15, 2025 (the "Period") in respect of the Petitioners' proposed proceedings under the Companies' Creditors Arrangement Act ("CCAA"). The forecast assumes that the Petitioners file for protection under the CCAA on July 6, 2025.

The cash flow projection has been prepared based on hypothetical and most probable assumptions.

Hypothetical Assumptions

2. Reflects the Petitioners estimated daily sales collections for Canada and United States net of fees payable to Shopify.

Probable Assumptions

3. Represents the gross payroll obligations in Canada and the United States. Payroll schedules vary by location.
4. Represents rent payable for the Petitioners leased premises, in Canada and the United States.
5. Reflects estimated payments for ongoing operating expenses, including utilities, software and IT, sales tax, duties, telecommunications and other miscellaneous expenses.
6. Reflects estimated professional fees for the Monitor, the Monitor's counsel, and the Petitioners counsel and financial advisors.

COURT FILE NO.: _____

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 A PLAN OF COMPROMISE OR
ARRANGEMENT OF 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**

MANAGEMENT'S REPORT ON CASH FLOW STATEMENT
(paragraph 10(2)(b) of the CCAA)

The management of 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 "Petitioners") has developed the assumptions and prepared the attached consolidated statement of projected cash flow as of the 6th day of June, 2025, for the period June 6th, 2025 to June 15th, 2025 (the "Cash Flow Forecast"). All such assumptions are disclosed in the notes to the Cash Flow Forecast.

The hypothetical assumptions are suitably supported and consistent with the purpose of the Cash Flow Forecast as described in Note 1 to the Cash Flow Forecast, and the probable assumptions are suitably supported and consistent with the plans of the Petitioners and provide a reasonable basis for the Cash Flow Forecast.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented and the variations may be material.

The Cash Flow Forecast has been prepared solely for the purpose outlined in Note 1 using a set of hypothetical and probable assumptions set out therein. Consequently, readers are cautioned that the Cash Flow Forecast may not be appropriate for other purposes.

Dated at Vancouver, British Columbia this 6th day of June, 2025.

**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**



Per: Min Kang

Appendix “C”

Report on Cash Flow Forecast

COURT FILE NO.: _____

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 A PLAN OF COMPROMISE OR
ARRANGEMENT OF 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**

**PROPOSED MONITOR'S REPORT ON CASH FLOW
STATEMENT**

(paragraph 23(1)(b) of the CCAA)

The attached consolidated statement of projected cash-flow of 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 "Petitioners") as of the 6th day June, 2025, consisting of a daily projected cash flow statement for the period June 6th, 2025 to June 15th, 2025 (the "Cash Flow Forecast") has been prepared by the management of the Petitioners for the purpose described in Note 1, using probable and hypothetical assumptions set out in the notes to the Cash Flow.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied by the management of the Petitioners. We have reviewed the support provided by management for the probable and hypothetical assumptions and the preparation and presentation of the Cash Flow Forecast.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

- a) the hypothetical assumptions are not consistent with the purpose of the Cash Flow Forecast;
- b) as at the date of this report, the probable assumptions developed by management are not suitably supported and consistent with the plans of the Petitioners or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions; or
- c) the Cash Flow Forecast does not reflect the probable and hypothetical assumptions.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow Forecast will be achieved. We express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon in preparing this report.

The Cash Flow Forecast has been prepared solely for the purpose described in Note 1 and readers are cautioned that it may not be appropriate for other purposes.

Dated at Vancouver, British Columbia this 6th day of June, 2025.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,

solely in its capacity as proposed monitor of

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