

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT,  
R.S.C. 1985, c. C-44 and THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

AND

IN THE MATTER OF THE JOSEPH RICHARD HOSPITALITY GROUP LTD.  
AND THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

**NOTICE OF APPLICATION**

**Name of applicant: MNP Ltd., in its capacity as the court-appointed  
monitor of the Petitioners (the "Monitor")**

TO: Service List, attached hereto as **Schedule "B"**

TAKE NOTICE that an application will be made by the Monitor to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia on **Monday, December 2, 2024 at 9:30 a.m.** for the orders set out in Part 1 below.

The applicant estimates that the application will take 15 minutes.

- This matter is within the jurisdiction of an associate judge.
- This matter is not within the jurisdiction of an associate judge. Justice Fitzpatrick is seized of these proceedings.

**PART 1: ORDER(S) SOUGHT**

1. An order substantially in the form attached hereto as **Schedule "C"**:
  - (a) extending the stay of proceedings (the "**Stay**") granted in these proceedings (these "**CCAA Proceedings**") to January 31, 2025 (the "**Stay Extension**");

- (b) authorizing the Monitor to assign the Petitioners and Non-Petitioner entities listed in Schedule “A” into bankruptcy where appropriate.

**PART 2: FACTUAL BASIS**

**a. Background**

1. The Petitioners operate a series of restaurants, pubs, liquor stores, events and hospitality businesses, and wineries in the Lower Mainland. Collectively, they are known as the “Joseph Richard Group”.
2. The Petitioners’ financial challenges were primarily a result of COVID-19’s negative toll on the hospitality industry, compounded by debt accumulated to weather the pandemic. This led the Petitioners to seek protection under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”).
3. Pursuant to an order of this Court made on July 17, 2023 (the “**Initial Order**”), the Petitioners were granted protection under the CCAA. At that time, Ernst & Young Inc. (“**EY**”) was appointed monitor of the Petitioners.
4. The Court has subsequently made various orders in these CCAA proceedings, including:
  - (a) amending and restating the Initial Order on July 27, 2023; and
  - (b) approving interim financing from Canadian Western Bank (in such capacity, the “**Interim Lender**”) on August 30, 2023.
5. On May 9, 2024, this Court granted an order that, among other things (the “**Substitution Order**”):
  - (a) extended the stay of proceedings up to and including August 30, 2024;
  - (b) substituted MNP Ltd. as court-appointed monitor with enhanced powers of the Petitioners and discharging EY as monitor;
  - (c) granted the Monitor and its counsel the benefit of a charge not exceeding \$250,000 as security for their respective fees and disbursements on the Petitioners’ current and future assets, undertakings and properties of every

nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**"); and

- (d) reinstated and increased the interim financing facility from the Interim Lender up to the maximum principal amount of \$750,000.

Substitution Order at paras 3 - 18

6. In addition to the Substitution Order, this Court granted an order on May 9, 2024 that, among other things, authorized and directed the Monitor to implement the Sales Process (the "**Sales Process Order**"). The purpose of the Sales Process is to solicit offers for the Petitioners' operating locations.

Sales Process Order at para 2 and Schedule "C"  
First Report of the Proposed Monitor, dated May 8, 2024  
(the "**First Monitor Report**") at para 11

7. On June 7, 2024, this Court approved the engagement of MNP Corporate Finance Inc. ("**MNPCF**") to assist with the implementation of the Sales Process ("**Sales Agent Order**").

Sales Agent Order at para 2

8. The Monitor, with the assistance of MNPCF, conducted the Sales Process in accordance with this Court's orders, resulting in an offer from 1174869 B.C. Ltd. and its related entities (collectively "**117 BC**"). On August 26, 2024, the Monitor sought and obtained an extension of the stay of proceedings to November 1, 2024, as additional time was required to finalize a purchase agreement with 117 BC. The Monitor and 117 BC finalized a purchase agreement on October 23, 2024 (the "**Asset Purchase Agreement**"), subject to Court approval.

Fifth Report of the Monitor, dated November 28, 2024  
(the "**Fifth Monitor Report**") at paras 5-6

9. On October 28, 2024, the Court granted three orders:

- (a) an order that, among other things:
  - (i) extended the stay of proceedings to December 2, 2024;
  - (ii) increased the New Administrative Charge to \$400,000;

- (iii) authorized the Monitor to repay all amounts outstanding under the interim financing facility secured by the Interim Financing Charge;

Order Made After Application (Distribution and Stay Extension Order),  
pronounced October 28, 2024 (the “**Stay Extension Order**”)

- (b) approved the sale of the businesses contemplated in the Asset Purchase Agreement (the “**Asset Transaction**”); and

Order Made After Application (Asset Purchase Approval and Vesting Order),  
pronounced October 28, 2024 (the “**Asset Transaction Order**”)

- (c) approved the sale of the real estate property located at 5708 176 Street and 5747 176A Street, Surrey, British Columbia (the “**Clover Building**”) to 117 BC (the “**Real Estate Transaction**”).

Order Made After Application (Real Estate Approval and Vesting Order),  
pronounced October 28, 2024 (the “**Real Estate Transaction Order**”);

Fourth Report of the Monitor, dated October 24, 2024, Appendix “D”;

Fifth Monitor Report at para 7

**b. Asset Transaction**

- 10. The Monitor closed the Asset Sale as per the Asset Purchase Agreement on October 31, 2024.

Fifth Monitor Report at para 15

- 11. The calculation of the post-closing adjustments as per the Asset Purchase Agreement (the “**Post-Closing Adjustments**”) and reconciliation of the post-filing obligations has taken longer than expected. Accordingly, the Monitor is now seeking a stay extension (the “**Stay Extension**”) from December 2, 2024 to January 31, 2025 to complete these tasks.

Fifth Monitor Report at para 16

- 12. Once the Post-Closing Adjustments and post-filing obligations amounts are finalized, the operating entities will continue to be, and meet the test for, insolvency as defined in the *Bankruptcy and Insolvency Act*, RSC 1985 c B-3 (“**BIA**”), including an inability to meet their obligations as they become due and owing and, after accounting for the distribution of the Asset Transaction sale proceeds, unsecured creditors having claims in excess of \$1,000.

Fifth Monitor Report at para 17

13. Given the Petitioners no longer have ongoing business operations, there is no remaining business to restructure. Accordingly, the Monitor seeks the authority where appropriate to assign various Petitioner and Non-Petitioner entities into bankruptcy to avoid the costs associated with bringing a petition.

Fifth Monitor Report at para 17

**c. Real Estate Transaction**

14. The closing contemplated in the Real Estate Transaction was November 27, 2024. However, 117 BC has advised the Monitor that additional time is required to finalize its financing and complete the sale.

Fifth Monitor Report at para 19

15. The revised estimated closing date is December 17, 2024. To account for the additional costs that will be incurred as a result of this delayed closing date, the Monitor has negotiated an Addendum to the Contract of Purchase and Sale, which increases the purchase price by \$75,000 and requires an additional deposit of \$150,000 (the "**Addendum**"), subject to Court approval.

Fifth Monitor Report at para 20 and Appendix D

**d. Cash Flow**

16. The Monitor has prepared a revised cash flow for the Stay Extension, which demonstrates that the Petitioners have sufficient cash flow during the Stay Extension.

Fifth Monitor Report at para 23 and Appendix E

**PART 3: LEGAL BASIS**

**a. The Stay Should Be Extended**

**i. This Court has the Jurisdiction to Grant the Stay Extension**

17. Subsection 11.02(2) of the CCAA grants this Court the discretion to grant a stay extension for a period that this Court considers necessary on any terms that this Court may impose. However, subsection 11.02(3) of the CCAA further provides that this Court cannot exercise its discretion to grant the Stay Extension unless it is satisfied that:

- (a) the Stay Extension is appropriate in the circumstances; and
- (b) the Petitioners have acted and continue to act in good faith and with due diligence.

CCAA, ss 11.02(2), (3); and  
*Worldspan Marine Inc, Re*, 2011 BCSC 1758 at para 12 [**Worldspan**]

ii. The Stay Extension is Appropriate in the Circumstances

18. In assessing whether the Stay Extension is appropriate in the circumstances, this Court ought to inquire whether the extension advances the remedial purpose of the CCAA.

*Century Services Inc. v Canada (Attorney General)*, 2010 SCC 60  
at para 70 [**Century Services**]; and  
*Worldspan* at para 13

19. The Supreme Court of Canada has held that the purpose of the CCAA is “to facilitate the survival of going concerns” by “permit[ing] the debtor to continue to carry on business and, where possible, avoid the social and economic costs of liquidating its assets.”

*Century Services* at para 15; and  
*Canada v Canada North Group Inc.*, 2021 SCC 30 at para 21 [**Canada North**]

20. Moreover, courts have held that a sale of the debtor’s business as a going-concern to new owners satisfies the purposes of the CCAA.

*In the Matter of The Body Shop Canada Limited*, 2024 ONSC 3882  
[**The Body Shop Canada**] at para 14; and  
*(Re) Clothing for Modern Times Ltd.*, 2011 ONSC 7522 at para 12

21. The CCAA is a flexible instrument and debtor companies are entitled to seek protection in the context of a wide range of restructuring options.

*Canada North* at para 138; and  
*Century Services* at para 57, citing *Metcalfe & Mansfield Alternative Investments II Corp., (Re)*, 2008 ONCA 587 at para 44

22. The Petitioners require the Stay Extension to preserve the *status quo* while concluding the Real Estate Transaction and the Post-Closing Adjustments and reconciliation after the going concern Asset Transaction. These steps are important in the restructuring of the Petitioners’

business, to the benefit of the stakeholders and, therefore, the Stay Extension is appropriate in the circumstances to maintain the *status quo* while those processes proceed.

23. The Monitor supports the Stay Extension to allow the Petitioners sufficient time to:
- (a) finalize the amounts for the Post-Closing Adjustments and post-filing obligations;
  - (b) complete the Real Estate Transaction; and
  - (c) prepare an application to this Court to distribute the remaining proceeds.

Fifth Monitor's Report at para 31

24. The Monitor does not believe any of the Petitioners' creditors will be materially prejudiced by the Stay Extension.

Fifth Monitor's Report at para 32

iii. The Petitioners Have Been Acting in Good Faith and with Due Diligence

25. The Petitioners have been working in good faith and with due diligence to advance this CCAA Proceeding. As noted above, since the last extension of the Stay, the Petitioners have continued to advance the restructuring, including by closing the Asset Transaction and advancing the closing of the Real Estate Transaction. The Petitioners also have sufficient liquidity to meet their obligations during the Stay Extension.

Fifth Monitor's Report at para 33

26. Accordingly, this Court ought to approve the Stay Extension in the present case as it is necessary to complete the closing transaction for the Clover Building.

b. The Monitor Should be Granted Authority to Bankrupt the Petitioners

27. Section 11 of the CCAA gives a court broad discretionary power to make orders in relation to debtor companies.

CCAA, s. 11; and  
*Canada North* at para 21

28. Once the Post-Closing Adjustments and post-filing obligations amounts are finalized, the operating entities will continue to be, and meet the test for, insolvency as defined in the *Bankruptcy and Insolvency Act*, RSC 1985 c B-3, including an inability to meet their obligations as they become due and owing and, after accounting for the distribution of the Asset Transaction sale proceeds, unsecured creditors having claims in excess of \$1,000. Given the Petitioners no longer have ongoing business operations, there is no remaining business to restructure and there is no board remaining to pass resolutions to assign into bankruptcy. Accordingly, the Monitor seeks the authority where appropriate to assign various Petitioner and Non-Petitioner entities into bankruptcy to avoid the costs associated with bringing a petition.

Fifth Monitor's Report at para 17

29. Accordingly, the Monitor seeks the authority to assign the Petitioner into bankruptcy to avoid the costs associated with petitioning the various entities into bankruptcy.

**PART 4: MATERIAL TO BE RELIED ON**

1. Order of Justice Fitzpatrick (re Sales Process) made May 9, 2024;
2. Fourth Report of the Monitor, MNP Ltd., filed October 25, 2024;
3. Order of Justice Fitzpatrick (re Real Estate Approval and Vesting Order) made October 28, 2024;
4. Order of Justice Fitzpatrick (re Asset Purchase Approval and Vesting Order) made October 28, 2024
5. Order of Justice Fitzpatrick (re Distribution and Stay Extension to Dec. 2, 2024) made October 28, 2024
6. Fifth Report of the Monitor, MNP Ltd., filed November 28, 2024; and
7. Such further and other materials as counsel may advise and this Court may permit.

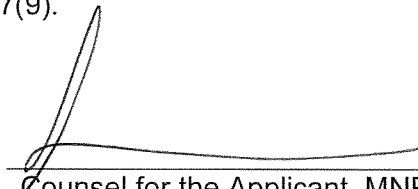
TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of



application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following
  - (i) a copy of the filed application response;
  - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person; and
  - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

DATE: November 28, 2024

  
\_\_\_\_\_  
Counsel for the Applicant, MNP Ltd.  
McCarthy Tétrault LLP  
(H. Lance Williams and Ashley Bowron)

***To be completed by the court only:***

Order made

- in the terms requested in paragraphs \_\_\_\_\_ of Part 1 of this notice of application
- with the following variations and additional terms:

DATE: \_\_\_\_\_

\_\_\_\_\_  
Signature of  Judge  
 Associate Judge

## APPENDIX

### THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- none of the above

## SCHEDULE "A"

### LIST OF PETITIONERS

1138279 B.C. Ltd.  
1164312 B.C. Ltd.  
Ad Prolem Capital Investments Ltd.  
Clover 67 Private Dining Room Ltd.  
Edith & Arthur Public House Ltd.  
Joseph Bourque Investments Ltd.  
Joseph Richard Hospitality Group Ltd.  
Joseph Richard Investments Ltd  
Joseph Richard IP Holdings Ltd.  
Joseph Richard Management Ltd.  
JRG Canteen Virtual Kitchen Ltd.  
JRG Clover Station LRS Ltd.  
JRG Cloverdale Holdings Ltd.  
JRG Cloverdale Ventures Ltd.  
JRG Foodhall (Vancouver) Ventures Ltd.  
JRG Glass House Estates Winery Ltd.  
JRG Ledgeview Holdings Ltd.  
JRG Steveston Hotels Ltd.  
JRG Systems Ltd.  
JRG Whiskey Charlie Cafe, Pitt Meadows Ltd.

Livelyhood Public House Ltd.  
Micky's Investments (Coquitlam) Ltd.  
Monkey See Tiki Bar Ltd.  
Oak & Thorne Public House Ltd.  
Oceanside Yacht Club And Public House Ltd.  
S & L Kitchen & Bar Holdings Abbotsford Ltd.  
S & L Kitchen & Bar Holdings Langley Ltd.  
S & L Kitchen & Bar Holdings South Surrey Ltd.  
Steveston Hospitality Services Ltd.  
Sudo Asian Kitchen Holdings (Langley) Ltd.  
The Italian Osteria and Cheese Bar Ltd.  
The Phat Bird Public House Ltd.  
The Study Public House Ltd.  
Townhall Holdings (Abbotsford) Ltd.  
Townhall Holdings (Chilliwack) Ltd.  
Townhall Holdings (Coquitlam) Ltd.  
Townhall Holdings (Maple Ridge) Ltd.  
Townhall Holdings (South Surrey) Ltd.  
Townhall Holdings Ltd.  
Whiskey Charlie Holdings Ltd.

#### **Non-Petitioner Entities:**

Blank Canvas Catering Ltd.  
JRG Queens LRS Ventures Ltd.  
JRG Chilliwack Holdings Ltd.  
JRG Growth Ventures Ltd.  
JRG Published Holdings Ltd.  
JRG Whip Holdings Ltd.

# SCHEDULE "B"

No. S-235026  
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

AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985,  
c. C-44, THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c.57

AND

IN THE MATTER OF THE JOSEPH RICHARD HOSPITALITY GROUP LTD.  
AND THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

### SERVICE LIST (as at October 25, 2024)

<p><b>Farris LLP</b> 25<sup>th</sup> Floor – 700 West Georgia Street Vancouver, BC V7Y 1B3</p> <p>Attention: Rebecca Morse Tevia Jeffries</p> <p>Email: <a href="mailto:rmorse@farris.com">rmorse@farris.com</a> <a href="mailto:tjeffries@farris.com">tjeffries@farris.com</a> <a href="mailto:slun@farris.com">slun@farris.com</a> <a href="mailto:dboere@farris.com">dboere@farris.com</a> <a href="mailto:lferguson@farris.com">lferguson@farris.com</a> <a href="mailto:smacallister@farris.com">smacallister@farris.com</a></p> <p><b>Counsel for Joseph Richard Hospitality Group Ltd. et al, Petitioners</b></p>	<p><b>MNP Ltd.</b> Suite 1630, 609 Granville Street Vancouver, BC V7Y 1E7</p> <p>Attention: Mario Mainella Kevin Koo</p> <p>Email: <a href="mailto:Mario.Mainella@mnp.ca">Mario.Mainella@mnp.ca</a> <a href="mailto:Kevin.Koo@mnp.ca">Kevin.Koo@mnp.ca</a></p> <p><b>Monitor</b></p> <p><b>McCarthy Tétrault LLP</b> Suite 2400, 745 Thurlow Street Vancouver, BC V6E 0C5</p> <p>Attention: H. Lance Williams Ashley Bowron Angelica Kovac</p> <p>Email: <a href="mailto:lwilliams@mccarthy.ca">lwilliams@mccarthy.ca</a> <a href="mailto:abowron@mccarthy.ca">abowron@mccarthy.ca</a> <a href="mailto:akovac@mccarthy.ca">akovac@mccarthy.ca</a> <a href="mailto:sdanielisz@mccarthy.ca">sdanielisz@mccarthy.ca</a></p> <p><b>Counsel for the Monitor, MNP Ltd.</b></p>
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<p><b>Lawson Lundell LLP</b> Suite 1600, 925 West Georgia Street Vancouver, BC V6C 3L2</p> <p>Attention: William L. Roberts Noor Mann Kimia Jalilvand</p> <p>Email: <a href="mailto:wroberts@lawsonlundell.com">wroberts@lawsonlundell.com</a> <a href="mailto:kjalilvand@lawsonlundell.com">kjalilvand@lawsonlundell.com</a> <a href="mailto:nmann@lawsonlundell.com">nmann@lawsonlundell.com</a></p> <p><b>Counsel for The Bank of Montreal</b></p>	<p><b>Fasken Martineau DuMoulin LLP</b> 550 Burrard Street, Suite 2900 Vancouver, BC V6C 0A3</p> <p>Attention: Lisa Heibert Kibben Jackson Mishaal Gill</p> <p>Email: <a href="mailto:lheibert@fasken.com">lheibert@fasken.com</a> <a href="mailto:mgill@fasken.com">mgill@fasken.com</a> <a href="mailto:svolkow@fasken.com">svolkow@fasken.com</a> <a href="mailto:kjackson@fasken.com">kjackson@fasken.com</a></p> <p><b>Counsel for Canadian Western Bank</b></p>
<p><b>Deputy Attorney General of Canada</b> British Columbia Regional Office Department of Justice Canada 900 – 840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Attention: Yianni Pappas-Acreman Angela Lam</p> <p>Email: <a href="mailto:Yianni.Pappas-Acreman@justice.gc.ca">Yianni.Pappas-Acreman@justice.gc.ca</a> <a href="mailto:Angela.Lam@justice.gc.ca">Angela.Lam@justice.gc.ca</a> <a href="mailto:agc_pgc_vancouver@justice.gc.ca">agc_pgc_vancouver@justice.gc.ca</a></p> <p><b>Counsel for His Majesty the King in right of Canada</b></p>	<p><b>Ministry of Attorney General</b> Legal Services Branch PO Box 9280 Stn Prov Gov't Victoria, BC V8W 9J7</p> <p>Email: <a href="mailto:Aaron.Welch@gov.bc.ca">Aaron.Welch@gov.bc.ca</a> <a href="mailto:AGLSBRevTaxInsolvency@gov.bc.ca">AGLSBRevTaxInsolvency@gov.bc.ca</a></p> <p><b>Counsel for His Majesty the King in right of the Province of British Columbia</b></p>
<p><b>Alliance Lawyers</b> 103 – 20316 56<sup>th</sup> Avenue Langley, BC V3A 3Y7</p> <p>Attention: Aman Oberoi Vickram Sidhu</p> <p>Email: <a href="mailto:aman@alliancelawyers.ca">aman@alliancelawyers.ca</a> <a href="mailto:vickram@alliancelawyers.ca">vickram@alliancelawyers.ca</a></p> <p><b>Counsel for 0911110 B.C. Ltd.</b></p>	<p><b>Lindsay Kenney LLP</b> 1501 – 401 West Georgia Street Vancouver, BC V6B 5A1</p> <p>Attention: Dennis Fitzpatrick Leah Jonak</p> <p>Email: <a href="mailto:dfitzpatrick@lklaw.ca">dfitzpatrick@lklaw.ca</a> <a href="mailto:ljonak@lklaw.ca">ljonak@lklaw.ca</a></p> <p><b>Counsel for Ledgeview Golf &amp; Country Club</b></p>

<p><b>DLA Piper (Canada) LLP</b> Suite 2700 - 1133 Melville Street Vancouver, BC V6E 4E5</p> <p>Attention: Michael E. Reid</p> <p>Email: <a href="mailto:michael.reid@ca.dlapiper.com">michael.reid@ca.dlapiper.com</a></p> <p><b>Counsel for Eclipse Creations Contracting Ltd.</b></p>	<p><b>Richards Buell Sutton</b> 700 – 401 West Georgia Street Vancouver, BC V6B 5A1</p> <p>Attention: Ryan Shaw</p> <p>Email: <a href="mailto:rshaw@rbs.ca">rshaw@rbs.ca</a></p> <p><b>Counsel for Rieding Projects Ltd., Arbutus Capital Leasing Ltd.</b></p>
<p><b>Gowling WLG (Canada) LLP</b> Suite 2300, 550 Burrard Street Vancouver, BC V6C 2B5</p> <p>Attention: Jonathan Ross Lorne Segal</p> <p>Email: <a href="mailto:Jonathan.ross@gowlingwlq.com">Jonathan.ross@gowlingwlq.com</a> <a href="mailto:Lorne.segal@gowlingwlq.com">Lorne.segal@gowlingwlq.com</a> <a href="mailto:Michele.hay@gowlingwlq.com">Michele.hay@gowlingwlq.com</a></p> <p><b>Counsel for Sysco Corporation</b></p>	<p><b>Nied Law Corporation</b> Suite 600, 777 Hornby Street Vancouver, BC V6Z 1S4</p> <p>Attention: Matthew Nied</p> <p>Email: <a href="mailto:matthew@niedlaw.com">matthew@niedlaw.com</a></p> <p><b>Counsel for Titan International Business Inc.</b></p>
<p><b>Camelino Galessiere LLP</b> 65 Queen St West, Suite 440 Toronto, ON M5H 2M5</p> <p>Attention: Linda Galessiere</p> <p>Email: <a href="mailto:lgalesiere@cqlegal.ca">lgalesiere@cqlegal.ca</a></p> <p><b>Counsel for RioCan</b></p>	

<p><b>One West Auto Ltd. dba Vancouver Mitsubishi</b> 1885 Clark Drive Vancouver, BC V5N 3G5</p>	<p><b>BMW Canada Inc.</b> 50 Ultimate Drive Richmond Hill, ON L4S 0C8</p>
<p><b>Preston Auto Lease Ltd.</b> 19990 Langley Bypass Langley, BC V3A 4Y1</p>	<p><b>One West Leasing Ltd.</b> 1885 Clark Drive Vancouver, BC V5N 3G5</p>
<p><b>Royal Bank of Canada</b> 626 Sixth Avenue, 2nd Floor New Westminster, BC V3M 6Z2</p>	<p><b>Royal Bank of Canada</b> 32<sup>nd</sup> Floor, 1055 West Georgia Street Vancouver, BC V6E 3N5</p>

<p><b>Prospera Credit Union</b> #500 – 6339 200th Street Langley, BC V2Y 1A2</p>	<p><b>True Grit Farms</b>  Attention: Gonzalo Naranjo  Email: <a href="mailto:gonzalo@truegritfarms.com">gonzalo@truegritfarms.com</a></p>
<p><b>Bodkin, A Division of Bennington Financial Corp.</b> 102 – 1465 North Service Rd. E Oakville, ON L6H 1A7</p>	<p><b>Connect First Credit Union Ltd.</b> 200, 2850 Sunridge Blvd NE Calgary, AB T1Y 6G2</p>
<p><b>BRP Investment Limited</b>  Attention: Brad Martyniuk  Email: <a href="mailto:bradmartyniuk@telus.net">bradmartyniuk@telus.net</a></p>	<p><b>Xerox Canada Ltd.</b> #500 20 York Mills Rd, Box 700 Toronto, ON M2P 2C2</p>
<p><b>Universal Packaging</b>  Attention: Becky Hughes  <a href="mailto:becky@thinkuniversal.com">becky@thinkuniversal.com</a></p>	<p><b>Universe Projects Ltd.</b>  Attention: Wolfgang Meyer  Email: <a href="mailto:wolfgang23490@gmail.com">wolfgang23490@gmail.com</a></p>
<p><b>Uniwest Projects</b>  Attention: Robin Maggs  Email: <a href="mailto:homestarholdings196@gmail.com">homestarholdings196@gmail.com</a></p>	<p><b>Uniwest Projects Ltd.</b> #111 – 6039 196 Street Surrey, BC V3S 7X4  <b>Attention: Wolfgang Meyer</b></p>
<p><b>Derek Wynne</b>  Email: <a href="mailto:derekwynne@shaw.ca">derekwynne@shaw.ca</a></p>	<p><b>Propane Depot</b>  Attention: Sarena Hansel  Email: <a href="mailto:sarena@propanedepot.ca">sarena@propanedepot.ca</a></p>
<p><b>Bennington Financial Corp.</b>  Attention: Shannon Dickson  Email: <a href="mailto:shannond@benningtonfinancial.ca">shannond@benningtonfinancial.ca</a></p>	<p><b>Elite Print Services Ltd.</b>  Attention: Lana Field Rob Field  Email: <a href="mailto:accounting@eliteprintservices.ca">accounting@eliteprintservices.ca</a> <a href="mailto:rob@eliteprintservices.ca">rob@eliteprintservices.ca</a></p>



<p><b>Hamilton Duncan Law Corporation</b></p> <p>Attention: Janna Freeman</p> <p>Email: <a href="mailto:jfreeman@hamiltonduncan.com">jfreeman@hamiltonduncan.com</a> <a href="mailto:rrogers@hamiltonduncan.com">rrogers@hamiltonduncan.com</a> <a href="mailto:alaluk@hamiltonduncan.com">alaluk@hamiltonduncan.com</a> <a href="mailto:gpalm@hamiltonduncan.com">gpalm@hamiltonduncan.com</a></p>	<p><b>LK Law</b> #400 – 8621 201<sup>st</sup> Street Langley, BC V2Y 0G9</p> <p><b>Attention: Joel Hagyard</b></p> <p>Fax: (604) 888-6565</p>
<p><b>Mikael Feischl and Caroline Feischl</b> 28179 Starr Road Abbotsford, BC V4X 2C5</p>	<p><b>Abbotsford Village Shopping Centre Ltd. and Robert Lee Ltd.</b> c/o Prospero International Realty Inc. Suite 517 – 1177 West Hastings Street Vancouver, BC V6E 2K3</p> <p>Email: <a href="mailto:dmitchell@prospero.ca">dmitchell@prospero.ca</a></p>
<p><b>Berezan Management (B.C.) Ltd.</b> 210 – 8399 200<sup>th</sup> Street Langley, BC V2Y 3C2</p> <p>Email: <a href="mailto:cyakabuski@berezan.ca">cyakabuski@berezan.ca</a></p>	<p><b>Mandalay Property Corporation and Madison Hospitality Corp.</b> 100 – 20690 Lougheed Highway Maple Ridge, BC V2X 2P8</p> <p>Email: <a href="mailto:jonathan@mapleridgeliqour.com">jonathan@mapleridgeliqour.com</a></p>
<p><b>Queens Plaza Ltd.</b> 9708 Gilhurst Crescent Richmond, BC V7A 1P2</p>	<p><b>6640 Vedder Road Holdings Ltd.</b> 400 – 8085 North Fraser Way Burnaby, BC V5J 5M8</p> <p>Fax: (604) 431-5915</p>
<p><b>Harper Grey LLP</b> 3200 – 650 West Georgia Street Vancouver, BC V6B 4N7</p> <p><b>Attention: John B. Brown</b></p>	<p><b>City of Abbotsford</b> City Hall, 32315 South Fraser Way Abbotsford, BC V2T 1W7</p>
<p><b>Moneris Solutions Corporation</b> 3300 Bloor Street West 7<sup>th</sup> Floor, West Tower Toronto, ON M8X 2X2</p> <p>Attention: Jocelyn Parraba, Service Delivery Management Specialist, National Accounts, Moneris</p> <p>Email: <a href="mailto:NationalAccounts@moneris.com">NationalAccounts@moneris.com</a></p>	<p><b>Squirrel Systems Canada</b> 8585 Baxter Place Burnaby, BC V5A 4V7</p> <p>Attention: Manager</p>

<p><b>Dorset Realty Group</b> Email: <a href="mailto:TracySo@dorsetrealty.com">TracySo@dorsetrealty.com</a> <a href="mailto:AndrewHui@dorsetrealty.com">AndrewHui@dorsetrealty.com</a></p>	<p><b>Attica Properties Ltd.</b> Email: <a href="mailto:smangat@rbs.ca">smangat@rbs.ca</a></p>
<p><b>Spire Developments</b> Email: <a href="mailto:jli@spiredevelopment.ca">jli@spiredevelopment.ca</a></p>	<p><b>64 Ave Holdings</b> Email: <a href="mailto:wolfgang23490@gmail.com">wolfgang23490@gmail.com</a></p>

# SCHEDULE "C"

No. S-235026  
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

AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT,  
R.S.C. 1985, c. C-44 and THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

AND

IN THE MATTER OF THE JOSEPH RICHARD HOSPITALITY GROUP LTD.  
AND THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

### ORDER MADE AFTER APPLICATION (STAY EXTENSION ORDER)

BEFORE THE HONOURABLE

)

MONDAY, THE 2<sup>nd</sup> DAY

JUSTICE FITZPATRICK

)

OF DECEMBER, 2024

ON THE APPLICATION of MNP Ltd. ("**MNP**"), in its capacity as the court-appointed monitor (the "**Monitor**") of the Petitioners, coming on for hearing at Vancouver, British Columbia, on the 2<sup>nd</sup> day of December, 2024; AND ON HEARING H. Lance Williams, counsel for the Monitor, and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed herein; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the *British Columbia Supreme Court Civil Rules*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

#### SERVICE

1. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today.

**STAY EXTENSION**

2. The Stay Period originally granted in the Amended and Restated Initial Order, pronounced July 27, 2024, and as recently extended to December 2, 2024 in the Order Made After Application (re Distribution and Stay Extension Order), pronounced October 28, 2024, is hereby extended up to and including January 31, 2025.

**MONITOR'S AUTHORITY TO MAKE ASSIGNMENT INTO BANKRUPTCY**

3. The Monitor's Powers, as defined in the Order Made After Application (Substitution of Monitor and Increased Interim Financing) pronounced in these proceedings on May 9, 2024, are expanded to include the authority to cause the Petitioner and Non-Petitioner entities listed in Schedule "A" to make a voluntary assignment into bankruptcy and to execute all documents or other materials necessary or desirable in relation thereto for and on behalf of the respective entity.

**ADDENDUM TO THE CONTRACT OF PURCHASE AND SALE**

4. The Addendum to the Contract of Purchase and Sale dated November 25, 2024 (the "Addendum") attached as Appendix D to the Monitor's Fifth Report to the Court, dated November 28, 2024 is approved. The definition of Real Estate Purchase Agreement as defined in Order Made After Application (Real Estate Approval and Vesting Order), pronounced October 28, 2024 is amended to include the Addendum.

**GENERAL**

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

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

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Lawyer for MNP Ltd.  
McCarthy Tétrault LLP  
(H. Lance Williams)

BY THE COURT

REGISTRAR

## SCHEDULE "A"

### LIST OF PETITIONERS

1138279 B.C. Ltd.	Livelyhood Public House Ltd.
1164312 B.C. Ltd.	Micky's Investments (Coquitlam) Ltd.
Ad Prolem Capital Investments Ltd.	Monkey See Tiki Bar Ltd.
Clover 67 Private Dining Room Ltd.	Oak & Thorne Public House Ltd.
Edith & Arthur Public House Ltd.	Oceanside Yacht Club And Public House Ltd.
Joseph Bourque Investments Ltd.	S & L Kitchen & Bar Holdings Abbotsford Ltd.
Joseph Richard Hospitality Group Ltd.	S & L Kitchen & Bar Holdings Langley Ltd.
Joseph Richard Investments Ltd	S & L Kitchen & Bar Holdings South Surrey Ltd.
Joseph Richard IP Holdings Ltd.	Steveston Hospitality Services Ltd.
Joseph Richard Management Ltd.	Sudo Asian Kitchen Holdings (Langley) Ltd.
JRG Canteen Virtual Kitchen Ltd.	The Italian Osteria and Cheese Bar Ltd.
JRG Clover Station LRS Ltd.	The Phat Bird Public House Ltd.
JRG Cloverdale Holdings Ltd.	The Study Public House Ltd.
JRG Cloverdale Ventures Ltd.	Townhall Holdings (Abbotsford) Ltd.
JRG Foodhall (Vancouver) Ventures Ltd.	Townhall Holdings (Chilliwack) Ltd.
JRG Glass House Estates Winery Ltd.	Townhall Holdings (Coquitlam) Ltd.
JRG Ledgeview Holdings Ltd.	Townhall Holdings (Maple Ridge) Ltd.
JRG Steveston Hotels Ltd.	Townhall Holdings (South Surrey) Ltd.
JRG Systems Ltd.	Townhall Holdings Ltd.
JRG Whiskey Charlie Cafe, Pitt Meadows Ltd.	Whiskey Charlie Holdings Ltd.

#### **Non-Petitioner Entities:**

Blank Canvas Catering Ltd.  
JRG Queens LRS Ventures Ltd.  
JRG Chilliwack Holdings Ltd.  
JRG Growth Ventures Ltd.  
JRG Published Holdings Ltd.  
JRG Whip Holdings Ltd.

**SCHEDULE "B"**

**LIST OF COUNSEL**

<b>Name of Counsel</b>	<b>Party Represented</b>