



FORCE FILED

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

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 presiding judge at the courthouse at 800 Smithe Street, Vancouver, British Columbia on June 7, 2024 at 9:45 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 but granted leave for applications to be made before another presider in her absence.

PART 1: ORDER(S) SOUGHT

1. An order substantially in the form attached hereto as **Schedule "C"** granting, *inter alia*, the following relief:

- (a) approving the engagement of MNP Corporate Finance Inc. (the “**MNPCF**”) on the terms and fees, including the Completion Fees (defined below), as set out in the draft engagement letter, dated June 4, 2024, between the Monitor and MNPCF (the “**Engagement Letter**”) to assist with the sales and investment solicitation process approved by this Court on May 9, 2024 (the “**Sales Process**”); and
- (b) granting MNPCF the benefit of the New Administration Charge (defined below), as security for the fees owing to MNPCF pursuant to the Engagement Letter.

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 (the “**ARIO**”) on July 27, 2023; and
 - (b) approving interim financing from Canadian Western Bank (in such capacity, the “**Interim Lender**”) on August 30, 2023.

b. Substitution Order and Sales Process Order

- 5. Most recently, this Court granted an order on May 9, 2024 that, among other things:
 - (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 (the “**New Administration Charge**”) 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.

Re Joseph Richard Hospitality Group Ltd et al (May 9, 2023),
Vancouver Registry, BCSC S235026 (Order Made After Application
(Substitution of Monitor and Increased Interim Financing))
(the “**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.

Re Joseph Richard Hospitality Group Ltd et al (May 9, 2023),
Vancouver, BCSC S235026 (Order Made After Application
(Sales Process)) (the “**Sales Process Order**”) at para 2 and Schedule “C”

7. As indicated in the First Report of the Proposed Monitor, dated May 8, 2024 (the “**First Monitor Report**”), the purpose of the Sales Process is to solicit offers for the Petitioners’ operating locations.

First Monitor Report at para 11

8. As discussed in the First Monitor Report, and at the hearing before this Court on May 9, 2024, the Monitor intends to engage MNPCF to assist with the implementation of the Sales Process.

First Monitor Report at para 12

9. The Sales Process requires the Monitor, in consultation with the Petitioners and the Interim Lender, to identify the highest or otherwise best qualified bid, and back up bid, received for each or any combination of the Petitioners’ locations or assets. Subject to entering into a final agreement with a purchaser, the Monitor will apply to Court for the

approval of the successful bid(s). The Monitor may terminate, amend, or modify the Sales Process in consultation with the Interim Lender.

First Monitor Report at paras 13 and 14

c. Proposed Engagement of MNPCF

10. In connection with the Sales Process, the Monitor and MNPCF negotiated the Engagement Letter. MNPCF is affiliated with the Monitor. The engagement of MNPCF is subject to court approval.

Second Report of the Monitor, dated June 4, 2024 (the "**Second Monitor Report**") at paras 7 and 14 and at **Appendix "B"** Engagement Letter at pp.1 and 4

11. The Monitor seeks authority to enter into the Engagement Letter with MNPCF so MNPCF can assist with the implementation of the Sales Process. The Monitor believes the involvement of MNPCF will promote continuity, stability, and credibility to the Sales Process, which will ultimately result in a more competitive sales process and greater value being realised.

Second Monitor Report at paras 6 and 12

12. MNPCF is a team that is specialized in mergers, acquisitions, and divestitures, with significant experience that will assist in performing the required services to complete the Sales Process.

Second Monitor Report at para 14(i)
Engagement Letter at p. 3

d. The Engagement Letter

13. Under the Engagement Letter, MNPCF will be adaptive and flexible in implementing the Sales Process. However, MNPCF anticipates that the scope of services will include the following four phases:

(a) Phase 1 – Understand the Background

- (i) Review information related to the business, operations and financial condition of the Petitioners;

- (ii) Review market and industry information relevant to the Petitioners and perform such other research and analysis as MNPCF deems appropriate; and
- (iii) Assess the value of the Petitioners from strategic and financial perspectives including identification of key value drivers and relevant industry factors (a formal valuation will not be performed).

(b) **Phase 2 – Marketing Preparation**

- (i) Develop strategies with a view to maximizing the value of the Petitioners;
- (ii) Collaborate with the Petitioners and the Monitor to prepare appropriate marketing documents including a Confidential Information Memorandum or similar document (the “**CIM**”), designed to provide prospective purchasers with the information they need to evaluate the opportunity; and
- (iii) Research and identify prospective purchasers (which may or may not include MNPCF’s or the Monitor’s clients).

(c) **Phase 3 – Marketing the Company**

- (i) Present the CIM and other relevant marketing documents to prospective purchasers who have signed a confidentiality agreement;
- (ii) Present written offers from prospective purchasers to the Monitor and evaluate and respond to offers received; and
- (iii) Assist the Monitor with the negotiation of the business terms of a letter of intent for the proposed Transaction on terms satisfactory to the Monitor.

(d) **Phase 4 – Due Diligence and Closing**

- (i) Assist the Petitioners and the Monitor to gather relevant Company information to be held in a physical or virtual data room;
- (ii) Manage the due diligence process;
- (iii) With the Monitor’s assistance, respond to due diligence inquiries from prospective purchasers and/or their financing sources; and
- (iv) Assist the Monitor with the negotiation of the business terms of a definitive purchase agreement for the proposed transaction, including any ancillary documents related to the closing of the Transaction.

(collectively, the “**Services**”)

Second Monitor Report at para 8(ii)
Engagement Letter at p. 2

14. The Services are not exhaustive and some of the steps may be altered or omitted based on the circumstances of the engagement included, but not limited to, market response. If deemed necessary, the scope of Services may be further altered or restricted as required to ensure that MNPCF's performance of the Services does not impair the independence principles of corporate good governance practices, conflicts of interest principles, and/or the generally accepted audit or accounting practices applicable in the relevant jurisdiction.

Second Monitor Report at para 9

Engagement Letter at p. 3

15. Pursuant to the Engagement Letter, it is acknowledged by the Petitioners and the Monitor that MNPCF will perform the Services on a "reasonable commercial efforts" basis meaning the efforts that a corporate finance company of similar scope and size to MNPCF would use to achieve the purpose of the Engagement Letter as expeditiously as possible but does not include taking any actions that would, individually or in the aggregate, cause MNPCF to incur costs or suffer any other detriment, out of reasonable proportion to the benefits to MNPCF under the Engagement Letter.

Second Monitor Report at para 10

Engagement Letter at p. 3

16. Any additional services not contemplated in the above Services (such as taxation, accounting, or tax planning), but that are required as part of the Sales Process, will be agreed upon by the Petitioners and the Monitor and will be subject to a separate engagement.

Second Monitor Report at para 11

Engagement Letter at p.3

17. Due to the nature of the locations and assets being sold, the Sales Process will materially benefit from a financial advisor with industry knowledge. MNPCF is experienced and has the requisite industry knowledge to effectively assist with the Sales Process.

Second Monitor Report at paras 12 and 14

e. MNPCF's Fees

18. Under the Engagement Letter, MNPCF will be paid by their hourly rates, as applicable to the corporate finance specialists that assist with the Services outlined above. Fees will be invoiced and payable every two weeks, for services rendered. MNPCF's hourly fees are as follows:

Position	Rate per hour
Managing Director	\$710
Director	\$528
Vice President	\$451
Senior Associate	\$374
Associate	\$343
Analyst	\$204

Second Monitor Report at para 8(iii)(a)
Engagement Letter at p. 4

19. MNPCF's total work fees estimate is \$130,000 broken down as follows (the "**Work Fees**"):
- (a) \$80,000 for the CIM, buyer list, and teaser (marketing materials to be completed by mid-June);
 - (b) \$30,000 to go-to-market and solicit for Qualified Bids as defined in the Sales Process Order (go-to-market launch on June 24); and
 - (c) \$20,000 to assist with closing matters following acceptance of a Qualified Bid (as defined in the Sales Process Order).

Second Monitor Report at para 8(iii)(b)
Engagement Letter at p. 4

f. The Completion Fees

20. Under the Engagement Letter, and subject to court approval of each transaction under the Sales Process, MNPCF will be paid completion fees. The completion fees will include (collectively, the “**Completion Fees**”):

(a) \$50,000 upon MNPCF receiving at least one Qualified Bid (as defined in the Sales Process Order); and

(b) the greater of: (i) \$100,000 upon closing of at least one transaction under the Sales Process; and (ii) \$20,000 per transaction under the Sales Process to a maximum of \$200,000;

unless the purchaser in a specific transaction is a director of any of the Petitioners or is an entity controlled by any director of the Petitioners, in which case there will be no Completion Fees payable.

Second Monitor Report at para 8(i) and (iv)
Engagement Letter at p. 4 and 5

21. The Completion Fees were a condition of MNPCF agreeing to assist with the Sales Process. MNPCF was unwilling to assist without inclusion of the Completion Fees.

Second Monitor Report at para 12

22. The proposed Works Fees and Completion Fees are market standard costs for similar services by a comparable reputable corporate finance firm with experience similar to MNPCF undertaking a transaction of this size.

Second Monitor Report at para 13

g. Administrative Fees and Out-of-Pocket Expenses

23. Under the Engagement Letter, a non-reimbursable, administrative fee equal to 5% of MNPCF’s Work Fees will be levied for administrative expenses (the “**Administrative Fee**”). The Administrative Fee will be added to any invoice for fees and will be payable at the same time each invoice is payable.

Engagement Letter at p. 5

24. The Petitioners will reimburse MNPCF for all reasonable out-of-pocket expenses incurred in performing the Services. For expenses that exceed \$3,000, MNPCF will obtain the Monitor's approval and consent.

Engagement Letter at p. 5

25. MNPCF requires security for its fees and disbursements under the Engagement Letter given that the Petitioners are under CCAA protection. As such, the Monitor is seeking to amend the Sales Process Order to include MNPCF as a beneficiary of the New Administration Charge. The Monitor believes that this relief is both appropriate and necessary in the circumstances to ensure that payment of the fees, including the Completion Fees, and so that MNPCF may have the same protections as the other professionals assisting the Petitioners in these proceedings.

Second Monitor Report at para 16

26. Providing MNPCF the benefit of the New Administration Charge will not require an increase in the quantum of the charge. The primary secured creditors have consented to the proposed amendment.

Second Monitor Report at para 17

PART 3: LEGAL BASIS

a. The Engagement of MNPCF Should be Approved on the Proposed Terms

27. Pursuant to section 11 of the CCAA, the Court retains broad discretion to make "any order that it considers appropriate in the circumstances."

CCAA, s. 11

28. Relying on section 11 of the CCAA, courts have previously approved financial advisor arrangements in respect of sale processes, including those that contemplated success fees.

Re Tamerlane Ventures Inc., 2013 ONSC 5461 at para 22-23

Walter Energy Canada Holdings Inc., 2016 BCSC 107 [**Walter**]
at paras 19,27,31-32

Re Target Canada Co., 2015 ONSC 303 at para 72

Re Sino-Forest Corp., 2012 ONSC 2063 [**Sino-Forest**] at paras 46 -47

Re Colossus Minerals Inc., 2014 ONSC 514 [**Colossus**] at para 30

29. The benefits of financial advisors assisting with sales processes has been consistently recognized by courts in CCAA proceedings. Courts have found that financial advisors:
- (a) bring experience and expertise to the restructuring process, including during a sales process;
 - (b) play a critical role in restructuring activities;
 - (c) increase the chances of a successful restructuring; and
 - (d) ensure that a sales plan will be implemented by professionals that will generate maximum value from the sales process.

Walter at paras 31,32, 40-48

Canwest Publishing Inc., 2010 ONSC 222 [**Canwest**], at paras 52-55

30. Courts have likewise provided such approval in the context of other analogous insolvency proceedings, and affirmed that a success fee is both appropriate and necessary where the debtor lacks the financial resources to pay advisory fees on any other basis.

Re Danier Leather Inc. 2016 ONSC 1044 [**Danier**] at paras 8, 47-48

Colossus at paras 28, 30-31

31. When determining whether to approve the engagement of, and the fees payable to, a financial advisor in an insolvency proceeding, courts have considered the following factors:
- (a) whether the court-officer overseeing the proceedings was involved in the selection of the financial advisor;
 - (b) whether the debtors and the court-officer overseeing the proceedings believe that the quantum and nature of the remuneration are fair and reasonable;
 - (c) whether the fees approved are only payable in the event of a successful outcome; and

- (d) whether a success fee is necessary to incentivize the financial advisor.

Re Danier Leather Inc., 2016 ONSC 1044 at para 47

Colossus at paras 30, 31-36

Sino-Forest at para 47

Walter at paras 31-32, 35

32. Here, it is appropriate for this Court to exercise its discretion to authorize the Monitor to engage MNPCF on the terms and fees proposed in the Engagement Letter, including the Completion Fees, because:

- (a) the Monitor was involved in the selection of MNPCF;
- (b) the Petitioners and the two primary secured creditors—Canadian Western Bank and Bank of Montreal—were consulted and consented to the engagement MNPCF and believe that the quantum and nature of the remuneration are fair and reasonable given MNPCF's experience, the services provided, the remuneration being tied to the outcome achieved, and the benefit expected to accrue to the Petitioners and their stakeholders as a result of MNPCF's efforts;
- (c) the payment of the Completion Fees are appropriately conditioned upon the receipt of a Qualified Bid or a successful transaction under the Sales Process; and
- (d) given the Petitioners' limited liquidity, the payment of the Completion Fees is a practical way in which the Monitor can retain MNPCF's services to solicit interest with a reduced work fee cost.

Second Monitor Report at paras 14 and 15

33. MNPCF's engagement in these CCAA proceedings will further the remedial objectives of the CCAA by assisting in maximizing the value of the business for the benefit of the Petitioners' stakeholders.

34. The Monitor requires a sales advisor with the appropriate knowledge and experience to assist in executing a sales process of this nature. Given that the primary assets in this case are various restaurants and venues, the Monitor determined that MNPCF has the necessary expertise and knowledge to implement the Sales Process. MNPCF has

significant experience running similar sale processes in restructuring files and is well regarded.

Second Monitor Report at para 12 and 14

35. In the circumstances, the assistance of MNPCF is desirable and necessary to promote a successful outcome from the Sales Process, with the goal that MNPCF's involvement will enhance the likelihood that the Sales Process generate maximum value for the Petitioners' creditors and other stakeholders.

Second Monitor Report at para 12

b. MNPCF Should be Included in the New Administrative Charge

36. Section 11.52(1) of the CCAA provides that, on notice to secured creditors likely to be affected by a court-ordered priority charge, the Court may order that all or part of the property of the debtor be subject to charge, in an amount the Court considered appropriate, in favour of any financial, legal, or other experts engaged by the company for the purposes of proceedings under the CCAA.

CCAA, s. 11.52(1)

37. Courts have routinely granted financial advisor charges in a restructuring when it is necessary to ensure the involvement and alignment of the professionals involved to achieve the best outcome for stakeholders through value maximizing transaction.

See for example, *US Steel Canada Inc. (Re)*, 2014 ONSC 6145, at para 22
Canwest, at paras 54, 55
Re Just Energy Corp., 2021 ONSC 1793 [**Just Energy**] at paras 113, 126

38. Similarly, in this case, the Monitor is seeking an amendment to the Sales Process Order to include MNPCF as a beneficiary to the New Administration Charge as security for its fees and disbursements under the Engagement Letter.

Second Monitor Report at para 16

39. The factors to be considered by the Court in determining whether to approve a charge securing compensation include:

- (a) the size and complexity of the business being restructured;

- (b) the proposed role of the beneficiaries of the charge;
- (c) whether there is an unwarranted duplication of roles;
- (d) whether the quantum of the proposed charge appears to be fair and reasonable;
- (e) the position of the secured creditors likely to be affected by the charge; and
- (f) the position of the monitor.

Alderbridge Way GP Ltd. (Re), 2022 BCSC 1694 at para 45
Canwest, at para 54

40. The Monitor submits that the inclusion of MNPCF as a beneficiary to the New Administration Charge is appropriate having regard to, *inter alia*:
- (a) the Petitioners' business is unique and the Sales Process would benefit from an advisor that has expertise in selling businesses such as the Petitioners;
 - (b) MNPCF is proposed to be integral to the Sales Process, with almost complete control to implement the process, with oversight by the Monitor;
 - (c) there is no unwarranted duplication of roles arising from the appointment of MNPCF as the Monitor and MNPCF will perform distinct roles in the Sales Process;
 - (d) the secured creditors have approved of the inclusion of MNPCF as they recognize the integral role the advisor will play; and
 - (e) the Monitor also supports the inclusion of MNPCF.

Second Monitor Report at paras 7, 14-15

PART 4: MATERIAL TO BE RELIED ON

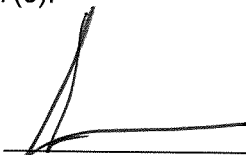
1. First Report of the Proposed Monitor, dated May 9, 2024;
2. Second Report of the Monitor, dated June 4, 2024;
3. Order Made After Application (Sales Process), pronounced May 9, 2024;

4. Order Made After Application (Substitution of Monitor and Increased Interim Financing), pronounced May 9, 2024; and
5. 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: June 4, 2024



Counsel for the Applicant, MNP Ltd.
McCarthy Tétrault LLP
(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.	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”

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 May 21, 2024)

<p>Farris LLP 25th Floor – 700 West Georgia Street Vancouver, BC V7Y 1B3</p> <p>Attention: Rebecca Morse Tevia Jeffries</p> <p>Email: rmorse@farris.com tjeffries@farris.com slun@farris.com dboere@farris.com lferguson@farris.com smacallister@farris.com</p> <p>Counsel for Joseph Richard Hospitality Group Ltd., Petitioner</p>	<p>MNP Ltd. Suite 1630, 609 Granville Street Vancouver, BC V7Y 1E7</p> <p>Attention: Mario Mainella Kevin Koo</p> <p>Email: Mario.Mainella@mnp.ca Kevin.Koo@mnp.ca</p> <p>Monitor</p> <p>McCarthy Tétrault LLP Suite 2400, 745 Thurlow Street Vancouver, BC V6E 0C5</p> <p>Attention: H. Lance Williams Ashley Bowron Angelica Kovac</p> <p>Email: lwilliams@mccarthy.ca abowron@mccarthy.ca akovac@mccarthy.ca sdanielisz@mccarthy.ca</p> <p>Counsel for the Monitor, MNP Ltd.</p>
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<p>Lawson Lundell LLP Suite 1600, 925 West Georgia Street Vancouver, BC V6C 3L2</p> <p>Attention: William L. Roberts Noor Mann Kimia Jalivand</p> <p>Email: wroberts@lawsonlundell.com kjalilvand@lawsonlundell.com nmann@lawsonlundell.com</p> <p>Counsel for The Bank of Montreal</p>	<p>Fasken Martineau DuMoulin LLP 550 Burrard Street, Suite 2900 Vancouver, BC V6C 0A3</p> <p>Attention: Lisa Heibert Kibben Jackson Mishaal Gill</p> <p>Email: lhiebert@fasken.com mgill@fasken.com svolkow@fasken.com kjackson@fasken.com</p> <p>Counsel for Canadian Western Bank</p>
<p>Deputy Attorney General of Canada 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: Yianni.Pappas-Acreman@justice.gc.ca Angela.Lam@justice.gc.ca agc_pgc_vancouver@justice.gc.ca</p> <p>Counsel for His Majesty the King in right of Canada</p>	<p>Deputy Attorney General Ministry of Attorney General PO Box 9290 Stn Prov Gov't Victoria, BC V8W 9J7</p> <p>Email: AGLSBRevTaxInsolvency@gov.bc.ca</p> <p>Counsel for His Majesty the King in right of the Province of British Columbia</p>
<p>Bodkin, A Division of Bennington Financial Corp.</p> <p>102 – 1465 North Service Rd. E Oakville, ON L6H 1A7</p>	<p>Richards Buell Sutton 700 – 401 West Georgia Street Vancouver, BC V6B 5A1</p> <p>Attention: Ryan Shaw</p> <p>Email: rshaw@rbs.ca</p>
<p>Royal Bank of Canada</p> <p>32nd Floor, 1055 West Georgia Street Vancouver, BC V6E 3N5</p>	<p>Counsel for Rieding Projects Ltd., Arbutus Capital Leasing Ltd.</p>
<p>One West Leasing Ltd.</p> <p>1885 Clark Drive Vancouver, BC V5N 3G5</p>	<p>Receivables Management Office – Cynthia Sylvester</p> <p>6th Floor – 1802 Douglas Street Victoria, BC V8T 4K6</p>

<p>One West Auto Ltd. DBA Vancouver Mitsubishi</p> <p>1885 Clark Drive Vancouver, BC V5N 3G5</p>	<p>BMW Canada Inc.</p> <p>50 Ultimate Drive Richmond Hill, ON L4S 0C8</p>
<p>Preston Auto Lease Ltd.</p> <p>19990 Langley Bypass Langley, BC V3A 4Y1</p>	<p>Receivables Management Office – Sean Poulsen</p> <p>1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6</p>
<p>Royal Bank of Canada</p> <p>626 Sixth Avenue, 2nd Floor New Westminster, BC V3M 6Z2</p>	<p>Receivables Management Office – Iva Barisic</p> <p>6th Floor – 1802 Douglas Street Victoria, BC V8T 4K6</p>
<p>Prospera Credit Union</p> <p>#500 – 6339 200th Street Langley, BC V2Y 1A2</p>	<p>Receivables Management – Desiree Morin</p> <p>1802 Douglas St., 6th Floor Victoria, BC V8T 4K6</p>
<p>Receivables Management Office – Tara Klingspohn</p> <p>1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6</p>	<p>Receivables Management Office – Alana Lowery</p> <p>1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6</p>
<p>Receivables Management Office – Lisa Cannell</p> <p>3350 Douglas St., 2nd Floor Victoria, BC V8W 9V8</p>	<p>Receivables Management Office – Cindy Cathcart</p> <p>1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6</p>
<p>Connect First Credit Union Ltd.</p> <p>200, 2850 Sunridge Blvd NE Calgary, AB T1Y 6G2</p>	<p>Xerox Canada Ltd.</p> <p>#500 20 York Mills Rd, Box 700 Toronto, ON M2P 2C2</p>
<p>Receivables Management Office – Laura Cruz</p> <p>1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6</p>	<p>Alliance Lawyers 103 – 20316 56th Avenue Langley, BC V3A 3Y7</p> <p>Attention: Aman Oberoi Vickram Sidhu</p> <p>Email: aman@alliancelawyers.ca vickram@alliancelawyers.ca</p> <p>Counsel for 0911110 B.C. Ltd.</p>

<p>BRP Investment Limited</p> <p>Brad Martyniuk</p> <p>Email: bradmartyniuk@telus.net</p>	<p>Camelino Galessiere LLP 65 Queen St West, Suite 440 Toronto, ON M5H 2M5</p> <p>Attention: Linda Galessiere</p> <p>Email: lgalessiere@clegal.ca</p> <p>Counsel for RioCan</p>
<p>DLA Piper (Canada) LLP Suite 2700 - 1133 Melville Street Vancouver, BC V6E 4E5</p> <p>Attention: Michael E. Reid</p> <p>Email: michael.reid@ca.dlapiper.com</p> <p>Counsel for Eclipse Creations Contracting Ltd.</p>	<p>Burns Fitzpatrick LLP Suite 400, 570 Granville Street Vancouver, BC V6C 3P1</p> <p>Attention: Dennis Fitzpatrick and Leah Jonak</p> <p>Email: dfitzpatrick@burnsfitz.com ljonak@burnsfitz.com</p> <p>Counsel for Ledgeview Golf & Country Club</p>
<p>Universal Packaging</p> <p>Becky Hughes becky@thinkuniversal.com</p>	<p>Gowling WLG (Canada) LLP Suite 2300, 550 Burrard Street Vancouver, BC V6C 2B5</p> <p>Attention: Jonathan Ross, Lorne Segal, and Michele Hay</p> <p>Email: Jonathan.ross@gowlingwlg.com Lorne.segal@gowlingwlg.com Michele.hay@gowlingwlg.com</p> <p>Counsel for Sysco Corporation</p>
<p>Nied Law Corporation Suite 600, 777 Hornby Street Vancouver, BC V6Z 1S4</p> <p>Attention: Matthew Nied</p> <p>Email: matthew@niedlaw.com</p> <p>Counsel for Titan International Business Inc.</p>	<p>Universe Projects Ltd.</p> <p>Attention: Wolfgang Meyer</p> <p>Email: wolfgang23490@gmail.com</p>

<p>Uniwest Projects</p> <p>Attention: Robin Maggs Email: homestarholdings196@gmail.com</p>	<p>Elite Print Services</p> <p>Attention: Rob Field Email: rob@eliteprintservices.ca</p>
<p>Derek Wynne</p> <p>Email: derekwynne@shaw.ca</p>	<p>Propane Depot</p> <p>Attention: Sarena Hansel Email: sarena@propanedepot.ca</p>
<p>Bennington Financial Corp.</p> <p>Attention: Shannon Dickson Email: shannond@benningtonfinancial.ca</p>	<p>Elite Print Services Ltd.</p> <p>Attention: Lana Field Email: accounting@eliteprintservices.ca</p>
<p>True Grit Farms</p> <p>Attention: Gonzalo Naranjo Email: gonzalo@truegritfarms.com</p>	<p>Hamilton Duncan Law Corporation</p> <p>Attention: Janna Freeman Email: jfreeman@hamiltonduncan.com rrogers@hamiltonduncan.com alaluk@hamiltonduncan.com gpalm@hamiltonduncan.com</p>

SCHEDULE “C”

No. S235026
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
(Approval of Engagement of Financial Advisor)**

BEFORE THE HONOURABLE)
JUSTICE _____)
FRIDAY, THE 7TH DAY
OF JUNE, 2024

ON THE APPLICATION of MNP Ltd. (in its capacity as court-appointed monitor of the Petitioners the “**Monitor**”) coming on for hearing at Vancouver, British Columbia, on this date; AND ON HEARING Lance Williams and Ashley Bowron, counsel for the Monitor, and those other counsel listed on **Schedule “B”** hereto; AND UPON READING the materials filed, including the Proposed Monitor’s First Report to the Court, dated May 9, 2024 and the Monitor’s Second Report to the Court, dated June 4, 2024 (the “**Second Monitor Report**”);

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application for this Order is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with further service thereof, except as otherwise expressly stated in this Order.

2. The engagement letter dated June 4, 2024 (the “**Engagement Letter**”) between MNP Corporate Finance Inc. (“**MNPCF**”) and the Monitor, attached as Appendix “B” to the Second Monitor Report, is hereby approved, including without limitation, the payment of the fees and expenses set out therein (the “**MNPCF Compensation**”) and the Monitor is authorized to enter into, and perform its obligations under the Engagement Letter.

3. MNPCF is entitled to the benefit of the New Administration Charge (as defined in the Substitution of Monitor and Increased Interim Financing Order pronounced in these proceedings on May 9, 2024) as security for the MNPCF Compensation, and is added to the beneficiaries thereof.

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

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

Signature of Lawyer for the Monitor
McCarthy Tétrault LLP
(Lance Williams and Ashley Bowron)

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

Counsel	Party