Court File No. <

## ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

# 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 SPRINGER AEROSPACE HOLDINGS LIMITED AND 1138969 ONTARIO INC.

Applicants

# PRE-FILING REPORT OF THE PROPOSED MONITOR MNP LTD.

**NOVEMBER 22, 2022** 

## **Table of Contents**

INTRODUCTION	1
PURPOSE	1
TERMS OF REFERENCE	2
GENERAL BACKGROUND TO THE PROPOSED CCAA PROCEEDINGS	3
Causes of the Financial Difficulties and Insolvency:	1
CASH FLOW FORECAST FOR THE PERIOD ENDING FEBRUARY 18, 2023	5
Debtor-in-Possession Financing	7
PROPOSED INITIAL CCAA ORDER SOUGHT10	)
MNP'S QUALIFICATION TO ACT AS MONITOR10	)
Proposed Court Ordered Charges Over Springer Aerospace's Assets	2
Administration Charge12	2
Directors' Charge12	3
DIP Lender's Charge	4
Priority of Charges Created by the Initial Order1	5
PROPOSED MONITOR'S RECOMMENDATIONS1	5

## Schedules:

Schedule "A" — Cash Flow Forecast for the 13-Week Period Ending February 18, 2023

Schedule "B" — Management's Representation Letter Regarding the Cash Flow Forecast

Schedule "C" — The Proposed Monitor's Prescribed Report to the Court Regarding the Adequacy of the Cash Flow Forecast

Schedule "D" — Analysis of Approved DIP provisions

#### **INTRODUCTION**

- MNP Ltd. ("MNP" or the "Proposed Monitor") understands that 1138969 Ontario Inc. ("OpCo") and Springer Aerospace Holdings Limited ("Holdco") (collectively, with Opco, "Springer Aerospace" or the "Applicants") intend to bring an application before the Ontario Superior Court of Justice (Commercial List) (the "Court") seeking certain relief (the "Initial Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") granting, among other things, a stay of proceedings for not more than ten (10) days from the Initial Order (the "Stay Period") and appointing MNP as Monitor. The proceedings to be commenced by the Applicants under the CCAA will be referred to hereinafter as the "CCAA Proceedings".
- 2. This report (the "**Pre-Filing Report**") has been prepared by the Proposed Monitor prior to and in contemplation of its appointment as Monitor in the CCAA Proceedings to provide information to the Court for its consideration on the Applicants' initial hearing seeking protection pursuant to the CCAA.

## PURPOSE

- 3. The purpose of the Pre-Filing Report is to provide information to the Court regarding the following:
  - (a) MNP's qualifications to act as Monitor (if appointed);
  - (b) General background to the proposed CCAA Proceedings and Springer Aerospace;
  - (c) The Applicants' 13-week cash flow forecast;
  - (d) The proposed funding of the CCAA Proceedings pursuant to a debtor-in-possession("**DIP**") financing facility (the "**DIP Facility**") in the maximum principal amount of

\$1,500,000 to be made available to the Applicants by Hillmount Capital Inc. (the "**DIP Lender**") pursuant to a DIP term sheet executed on November 22, 2022 (the "**DIP Term Sheet**");

- (e) Interim financing to be provided of up to \$600,000 (the "Initial Advance") pursuant to the DIP Term Sheet and the DIP Lender's Charge (as defined herein);
- (f) The proposed Initial Order, including the proposed Court-ordered charges; and
- (g) The Proposed Monitor's observations and recommendations concerning the foregoing.

#### **TERMS OF REFERENCE**

- 4. In preparing this Pre-Filing Report, MNP has necessarily relied upon the Grant Affidavit (defined below), the unaudited financial statements and other information supplied and representations made by certain management of the Applicants ("Management") and third-party sources (collectively, the "Information"). Except as specifically noted in this Pre-Filing Report, MNP has not conducted an audit or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook. Accordingly, MNP expresses no opinion, and does not provide any other form of assurance, on or relating to the accuracy of the Information contained in this Pre-Filing Report, or otherwise used to prepare this Pre-Filing Report.
- 5. MNP also bases its Pre-Filing Report on Springer Aerospace's cash flow projections and underlying assumptions and notes that its review and commentary thereon were performed in accordance with the requirements set out in the Canadian Association of Insolvency and Restructuring Professionals' Standards of Professional Practice No. 9 (Cash Flow Statement)

(the "**Professional Standards**"). Certain of the information referred to in this Pre-Filing Report consists of financial forecasts and/or projections. An examination or review of financial forecasts and projections and procedures, in accordance with standards set by the Chartered Professional Accountants of Canada, has not been performed. Future oriented financial information referred to in this Pre-Filing Report was prepared based on estimates and assumptions provided by Management. Readers are cautioned that since financial forecasts and/or projections are based upon assumptions about future events and conditions that are not ascertainable, actual results may vary from the projections, and such variations could be material.

- 6. Capitalized terms not defined in this Pre-Filing Report are used as defined in the Affidavit of Christopher Grant sworn November 22, 2022 (the "Grant Affidavit") filed in support of the Applicants' application for relief under the CCAA.
- 7. This Pre-Filing Report should be read in conjunction with the Grant Affidavit.
- 8. Unless otherwise stated, all monetary amounts contained in this Pre-Filing Report are expressed in Canadian dollars.

#### GENERAL BACKGROUND TO THE PROPOSED CCAA PROCEEDINGS

- 9. As set out in the Grant Affidavit, each of the Applicants is a private corporation incorporated under the laws of the Province of Ontario. OpCo operates one of the few full-service aircraft maintenance, repair and overhaul ("MRO") businesses in Canada, and the only one located in Northern Ontario, with its roots dating back to 1972.
- OpCo's business is operated from, and its head office is maintained, at facilities located in Echo Bay, Ontario (the "Facilities").

- 11. The real estate underlying the Facilities, located at 377 Lakeview Road, Echo Bay, Ontario, is owned by Holdco. It is about 210 acres and is improved by, among other things:
  - (a) three hangars, namely (i) a 16,160 square feet and 17 feet high hangar that houses an industrial bay, the paint shop, offices, and storage; (ii) a 24,373 square feet and 30 feet high hangar that houses an industrial bay for aircraft work as well as offices and amenities on a second floor; and (iii) a 33,000 square feet hangar that is 59 feet high at its peak, was recently built in 2020, and houses Springer Aerospace's largest industrial bay; and
  - (b) an airport (the Bar River Airport, IATA code YEB, Transport Canada Local Identifier CPF2) (the "Airport"), which includes a main runway that is large enough to accommodate Boeing 737s for landing and takeoff.

#### **Causes of the Financial Difficulties and Insolvency:**

- 12. As described in the Grant Affidavit, Springer Aerospace is insolvent. Management has advised that the Applicants' financial difficulties and insolvency are attributable to:
  - (a) the significant impact of the COVID-19 pandemic on Springer Aerospace's business, and more specifically, (i) the reduced demand for MRO services resulting therefrom; and (ii) the decision not to undertake massive employee layoffs during the pandemic in the hope that the travel industry would normalize in the short- to mid-term;
  - (b) operational inefficiencies arising from: (i) the rapid expansion of the business undertaken prior to the COVID-19 shutdown; and (ii) a lack of key performance indicators to measure performance on an operational and financial basis;
  - (c) rapid expansion of the business without adequate strategic planning; and

- (d) high levels of turnover within the organization, including in the senior management team.
- 13. As noted in the Grant Affidavit, the primary purpose of the CCAA Proceedings is to provide Springer Aerospace with an opportunity to: (i) continue to operate its MRO business in a stabilized environment while it carries out an orderly restructuring of its business; and (ii) implement a sale and investment solicitation process (the "SISP"). The stay of proceedings is necessary to maintain the stability and value of Springer Aerospace's business while such actions are undertaken.
- 14. The Proposed Monitor understands that the following relief will be sought via a future motion (the "**Comeback Motion**"), which is anticipated to take place no later than December 5, 2022:
  - (a) an extension of the Stay Period; and
  - (b) further borrowings and an expansion of the charge under the DIP Facility.
- 15. Additional information in respect of the Applicants, including its assets and liabilities, is set out in the Grant Affidavit. MNP has not repeated such details in this Pre-Filing Report.

## CASH FLOW FORECAST FOR THE PERIOD ENDING FEBRUARY 18, 2023

- 16. The Applicants, with the assistance of the Proposed Monitor, have prepared the cash flow forecast for Springer Aerospace (the "Cash Flow Forecast") for the 13-week period ending February 18, 2023 (the "Cash Flow Period"). The Cash Flow Forecast has been prepared by Management using the probable and hypothetical assumptions set out in the notes.
- 17. A copy of the Cash Flow Forecast is attached hereto as Schedule "A".
- 18. The Cash Flow Forecast was prepared on the assumption that Springer Aerospace's business will continue to operate during the CCAA Proceedings. The projected disbursements are

calculated without consideration of any performance improvement and/or cost-cutting measures the Applicants may initiate and, accordingly, remain subject to change.

19. The Proposed Monitor notes the following with respect to the Cash Flow Forecast:

- (a) The Applicants' currently finance their business utilizing three loan facilities provided by Caisse Desjardins Ontario Credit Union Inc. ("Desjardins"), including a revolving credit agreement with Desjardins dated May 16, 2019, pursuant to which Desjardins agreed to advance a variable line of credit up to a maximum of \$1,000,000 (the "Desjardins Line of Credit");
- (b) Provided the Court issues the Interim Order, the Applicants will finance their business and the CCAA Proceedings by utilizing the DIP Facility instead of the Desjardins Line of Credit;
- (c) The Cash Flow Forecast projects the Applicants drawing an amount of approximately \$820,000 under the DIP Facility during the Cash Flow Period, including the Initial Advance of \$600,000 during the first 10-day Stay Period. At the Comeback Motion, the Applicants intend to seek Court approval for the authority to draw on the balance of the DIP Facility;
- (d) In addition, the Applicants expect to pay the Administrative Professionals (as defined below) estimated fees of \$365,000 during the Cash Flow Period, of which \$80,000 is estimated to be paid during the Stay Period. The Proposed Monitor holds a retainer of \$17,000; and
- (e) The Applicants have accrued property taxes in the amount of approximately \$182,000, which they intend to pay in full via an advance of funds under the Initial Advance and in satisfaction of a condition under the DIP Term Sheet.

- 20. Management's Representation Letter regarding the Cash Flow Forecast and the Proposed Monitor's Prescribed Report to the Court regarding the adequacy of the Cash Flow Forecast is attached hereto as **Schedule "B"** and **Schedule "C"**, respectively.
- 21. The Proposed Monitor has reviewed the Cash Flow Forecast to the standard required of a Court-Appointed Monitor by section 23(1)(b) of the CCAA and in accordance with the Professional Standards. Based on the Professional Standards, the Proposed Monitor's review of the Cash Flow Forecast consisted of enquiries, analytical procedures and discussions related to information supplied to us by Management. Since hypothetical assumptions need not be supported, the procedures with respect to those assumptions were limited to evaluating whether they were consistent with the purpose of the forecast. The Proposed Monitor has also reviewed the support provided by Management for the probable assumptions and the preparation and presentation of the Cash Flow Forecast.
- 22. Based on the Proposed Monitor's review, nothing has come to its attention that causes the Proposed Monitor 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 the Pre-Filing Report, the probable assumptions developed by Management are not suitably supported and consistent with the plans of the Applicants, or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions; and
  - (c) the Cash Flow Forecast does not reflect the probable and hypothetical assumptions.
- 23. The Cash Flow Forecast constitutes the basis for funding under the DIP Facility.

### **Debtor-in-Possession Financing**

- 24. The terms of the DIP Facility are detailed in the DIP Term Sheet, a copy of which is attached as Exhibit "V" to the Grant Affidavit. A summary of the salient terms is also included as part of the Grant Affidavit.
- 25. MNP has considered the factors set out in Section 11.2 of the CCAA with respect to the granting of a Court order approving the Initial Advance and recommends the Court approve the Initial Advance for the following reasons:
  - a) Springer Aerospace is of the view that the CCAA Proceedings provide the best option for implementing and successfully completing a SISP (which is being developed by the Applicants in consultation with the Proposed Monitor) and addressing the other operational and financial issues impacting Springer Aerospace. The Proposed Monitor believes that approval of the Initial Advance is in the best interests of the Applicants' stakeholders and will preserve and enhance the prospects of maximizing value in the circumstances;
  - b) Without the DIP Facility, the Applicants have limited liquidity available under the Desjardins Line of Credit and will be unable to fund their business and carry out their restructuring, which would adversely impact the stakeholders, including the Applicants' employees. Accordingly, absent funding under the DIP Facility, the Applicants will not be able to fund and will have to discontinue their operations;
  - c) MNP compared the terms of the DIP Facility to other DIP facilities approved by Canadian courts in CCAA proceedings between December 1, 2017 and November 1, 2022.<sup>1</sup> The comparison is attached as **Schedule "D"**. Based on MNP's analysis, the cost of the proposed DIP Facility is consistent with other recent DIP financings

<sup>&</sup>lt;sup>1</sup> *Insolvency Insider*, Document Library, Approved Debtor-in-Possession Financing Facilities for Canadian Debtors Current as at November 1, 2022.

approved by this and other Canadian courts, and provides financing on reasonable economic terms in the circumstances;

- d) Substantially all of the other DIP facilities approved by Canadian courts provide a corresponding super-priority DIP charge over all other creditors; and
- e) MNP does not believe that creditors will be prejudiced by the approval of the DIP Facility. To the contrary, they will benefit from it as the DIP Facility will allow the business to:
  - a. implement certain initiatives aimed at improving short-term performance and further develop a longer-term restructuring plan that may promote greater recoveries as part of the SISP; and
  - b. continue to operate under the supervision of current management in the time required to develop, implement and undertake the SISP, which will enhance value as compared to the alternative (i.e., the discontinuation of operations and the potential liquidation of the Applicants' assets). As discussed in the Grant Affidavit, Springer Aerospace: (i) holds certain licenses and certifications; (ii) is one of two companies in the world able to convert certain types of aircraft from passenger to cargo planes; and (iii) owns the Airport. The preservation of the business as a going concern, including the licenses, is critical to maximizing recoveries from a SISP.
- 26. Based on the foregoing, MNP believes that the terms of the DIP Facility are reasonable in the circumstances and that the Initial Advance provides the Applicants with the interim working capital it requires to continue its limited operations.

## **PROPOSED INITIAL CCAA ORDER SOUGHT**

27. The relief requested by the Applicants includes, *inter alia*:

- (a) the granting of the Stay Period;
- (b) the appointment of MNP as Monitor;
- (c) the authorization of the DIP Facility for Springer Aerospace and approval of the Initial Advance;
- (d) the granting of various charges over the assets of Springer Aerospace, including to secure the indemnity in favour of the directors and officers and the professional fees and disbursements necessary to undertake the CCAA Proceedings.

Such relief will provide the Applicants with the time and protection they require to undertake a restructuring of their business for the benefit of their stakeholders, including the development of the SISP.

28. The Proposed Monitor has reviewed the Initial Order and provides comments and observations on certain provisions below. It is noted that matters relating to the DIP Facility are addressed in the previous section of this Pre-Filing Report.

#### **MNP'S QUALIFICATION TO ACT AS MONITOR**

- 29. The proposed Initial Order contemplates that MNP will be appointed as Monitor of the Applicants in the CCAA Proceedings.
- 30. MNP is a trustee within the meaning of subsection 2(1) of the *Bankruptcy and Insolvency Act* (Canada) (the **"BIA"**).
- 31. MNP is not subject to any of the restrictions on who may be appointed as Monitor, which are set out in subsection 11.7(2) of the CCAA. Those restrictions stipulate that, without the permission of the Court and on any conditions that the Court may impose, no trustee may be

appointed as monitor in relation to a company if, among other things, the trustee is or, at any time during the two (2) preceding years, was the auditor or accountant of the company. In addressing this two-year period, the Canadian Association of Insolvency and Restructuring Professional's Rules of Professional Conduct specify that "the two-year period commences at the date of the last audit report or the last review engagement report".

- 32. MNP became involved with the Applicants in September 2022 and facilitated discussions and the exchange of certain information between Springer Aerospace and its primary secured lender, Desjardins, and has since been working with representatives of Springer Aerospace to prepare for a potential CCAA filing. In preparation for its potential appointment as Monitor, MNP has spent time on site with Management, reviewing and familiarizing itself with the Applicants' issues, their financial affairs and the concerns and interests of the Applicants' various stakeholders. MNP has reviewed certain of the Applicants' books and records, all of which appear to have been made fully available to MNP, as necessary, in order to obtain a sufficient level of understanding of the Applicants' business, including its operations, assets and obligations. This mandate also included consultation with the Springer Aerospace's legal advisors and MNP's independent legal advisors. MNP is, therefore, in a position to immediately assist the Applicants in their CCAA Proceedings.
- 33. MNP is related to MNP LLP. Representatives of MNP LLP's performance improvement team recently assisted MNP by attending at the Facilities to review Springer Aerospace's operations with the view of identifying opportunities to improve performance and liquidity and develop an operational restructuring plan for consideration by the Applicants. MNP LLP is in the process of formulating the plan. As noted in the Grant Affidavit, Springer Aerospace is considering: (i) the finalization and implementation of an operational restructuring during the CCAA Proceedings; and (ii) the appointment of a Chief Restructuring Officer ("**CRO**").

The CRO is being contemplated to enable the incumbent Management to deal with the management of Springer Aerospace's business, while the CRO focuses on the restructuring. In developing the scope of the CRO's involvement, Springer Aerospace is considering what role, if any, MNP LLP may continue to serve in connection with the operational restructuring.

- 34. MNP is an independent national professional services firm providing, among other things, bankruptcy, insolvency and restructuring services. The senior MNP professional personnel with carriage of this matter include experienced insolvency and restructuring practitioners who are Chartered Professional Accountants, Chartered Insolvency and Restructuring Professionals and Licensed Insolvency Trustees in Canada, all of whom have acted in CCAA or BIA matters of a similar nature, business type and scale.
- 35. MNP has consented to act as Monitor of the Applicants should the Court grant Springer Aerospace's request to commence the CCAA Proceedings.
- 36. The Proposed Monitor has retained Aird & Berlis LLP to act as its independent legal counsel.

## <u>Proposed Court Ordered Charges Over Springer Aerospace's Assets</u> Administration Charge

37. In order to protect the fees and expenses of the Administrative Professionals (as defined herein), Springer Aerospace is proposing that the Monitor, counsel to the Monitor and the Applicants' counsel (the "Administrative Professionals") be entitled to the benefit of a charge (the "Administration Charge") on all of the Applicants' current and future assets, undertakings and properties of every nature and kind whatsoever and wherever situated, including all proceeds thereof (the "Property"), in the amount of \$250,000, which shall serve as security for the Administrative Professionals' professional fees and disbursements

incurred at their agreed-upon hourly rates and charges, both before and after the making of this Order, in respect of these proceedings.

- 38. The Administration Charge is reasonable and appropriate in the circumstances, having regard to, among other things:
  - (a) Each of the professionals whose fees are to be secured by the Administration Charge has played and will continue to play a critical role in Springer Aerospace's restructuring;
  - (b) The Applicants intend to satisfy the fees and disbursements of the Administrative Professionals from their cash flows, which, as noted previously and subject to Court approval, will include availability of the financing pursuant to the DIP Facility during the CCAA Proceedings. The Administration Charge is sought to protect the Administrative Professionals in the event that the restructuring is not successful or a sale as a going concern is not completed; and
  - (c) The complexity of the Applicants' business and these CCAA proceedings.

#### Directors' Charge

39. The Cash Flow Forecast contemplates that post-CCAA obligations, including all statutorilyrequired remittances will be paid in the ordinary course of business, subject to the Applicants obtaining interim financing. The directors and officers have requested protection from statutory claims and liabilities that may arise during the restructuring. Accordingly, Springer Aerospace is proposing that the Applicants shall indemnify Springer Aerospace's directors and officers against all obligations and liabilities that they may incur in their capacity as directors and officers of the Applicants after the commencement of the within proceedings, except to the extent that the obligation or liability was incurred as a result of such director's or officer's gross negligence or willful misconduct. As security for this indemnity, it is proposed that Springer Aerospace's directors and officers be entitled to the benefit of a charge on the Property not exceeding an aggregate amount of \$165,000 (the "**Directors' Charge**").

- 40. The Directors' Charge is proposed to rank behind the Administration Charge and the DIP Lender's Charge (defined below), and subordinate to the security held by Desjardins. Based on information provided to the Proposed Monitor by the Applicants, the Directors' Charge has been calculated with reference to exposure to potential unpaid wages, vacation pay, employee benefits and certain tax liabilities accruing during the CCAA Proceedings. The Proposed Monitor understands that the Applicants do not appear to have existing insurance coverage to protect the directors and officers from liability.
- 41. The Proposed Monitor is of the view that the Directors' Charge is reasonable and appropriate in the circumstances and supports the grant and quantum of the Directors' Charge.

#### DIP Lender's Charge

- 42. It is proposed that the Applicants initially be authorized to borrow the Initial Advance from the DIP Lender in accordance with the terms of the DIP Facility. As security for the DIP Facility, it is proposed that the DIP Lender be entitled to the benefit of a charge (the "DIP Lender's Charge") on the Property, which shall not secure an obligation that exists before this Order is made. The DIP Lender's Charge is proposed to rank behind the Administration Charge but before the Directors' Charge.
- 43. As noted in paragraph 27, the Proposed Monitor is supportive of the approval of both the DIP Term Sheet and related DIP Lender's Charge, which is currently limited to the Initial Advance.

#### Priority of Charges Created by the Initial Order

- 44. The relative priorities of the Administration Charge, the Directors' Charge and the DIP Lender's Charge (the "**Charges**") are proposed to be as follows:
  - (a) First Administration Charge (to the maximum amount of \$250,000);
  - (b) Second DIP Lender's Charge to the extent of the Initial Advance; and
  - (c) Third the Directors' Charge (to the maximum amount of \$165,000).
- 45. In summary, MNP in its capacity as Proposed Monitor has reviewed the calculations that support the Administration Charge, the Directors' Charge and the DIP Lender's Charge and believes that the amounts are reasonable in the circumstances. The Charges will have priority over all other debts and obligations of the Applicants, other than those parties who have not been notified of the Applicants' application, with the exception of the Director's Charge, which will rank subordinate to the security held by Desjardins.

#### **PROPOSED MONITOR'S RECOMMENDATIONS**

- 46. For the reasons set out above, the Proposed Monitor's recommendations are summarized below:
  - (a) Springer Aerospace is insolvent, and the Proposed Monitor considers the relief sought in the Initial Order to be reasonable, appropriate and necessary, having regard to the current circumstances of the Applicants;
  - (b) The Proposed Monitor has concluded that the DIP Facility is required in order for the Applicants to continue to operate through the projected restructuring period, pay the Administrative Expenses, and carry out the SISP; and
  - (c) The Proposed Monitor supports the amounts and rankings of the Court-ordered charges and the financial thresholds proposed in the draft Initial Order, namely:

- i. First Administration Charge (to the maximum amount of \$250,000);
- ii. Second the DIP Lenders' Charge to the extent of the Initial Advance; and
- iii. Third Directors' Charge (to the maximum amount of \$165,000).
- 47. In light of the above, the Proposed Monitor supports the Applicants' application for CCAA protection and respectfully recommends that the Court grant the Initial Order containing the

relief requested by the Applicants.

All of which is respectfully submitted this 22<sup>nd</sup> day of November 2022.

MNP Ltd., in its capacity as Proposed Monitor of Springer Aerospace Holdings Limited and 1138969 Ontario Inc., and not in its personal or corporate capacity

July not

Per:

Sheldon Title, CPA, CA, CIRP, LIT Senior Vice-President

## 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 SPRINGER AEROSPACE HOLDINGS LIMITED AND 1138969 ONTARIO INC.

Court File No.

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceedings commenced at Toronto

## PRE-FILING REPORT OF THE PROPOSED MONITOR, MNP LTD.

## **AIRD & BERLIS LLP**

Brookfield Place 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9

Ian Aversa (LSO # 55449N)Tel:(416) 865-3082Email:iaversa@airdberlis.com

Miranda Spence (LSO # 60621M) Tel: (416) 865-3414 Email: <u>mspence@airdberlis.com</u>

Lawyers for MNP Ltd., in its capacity as proposed Monitor of Springer Aerospace Holdings Limited and 1138969 Ontario Inc.

51212032.4 51212032.5

## Schedule "A"

### **Purpose and General Assumptions**

The purpose of the Statement of Weekly Cash Flow Projections (the "Cash Flow Projections") covering the period November 20, 2022 to February 18, 2023 (the "Cash Flow Period") is to present a cash forecast of 1138969 Ontario Inc. o/a Springer Aerospace and Springer Aerospace Holdings Limited (the "Companies") for the Cash Flow Period in respect of their proceedings under the *Companies' Creditors Arrangement Act*.

#### Disclaimer

2. In preparing the Cash Flow Projections, the Companies have relied upon unaudited financial information and have not attempted to further verify the accuracy or completeness of such information. Since the Cash Flow Projections are based on assumptions about future events and conditions that are not ascertainable, actual results achieved during the period of the Cash Flow Projections will vary from the Cash Flow Projections, even if the assumptions materialize, and such variations may be material. There is no representation, warranty, or other assurance that any of the estimates, forecasts or projections will be realized.

## Overview

- The Cash Flow Projections includes the receipts and disbursements of the Companies during the Cash Flow Period.
- 2. The Cash Flow Projections are presented in thousands of Canadian dollars.

The Cash Flow Forecast of the Companies includes the following assumptions:

- 3. The receipts from routine and non-routine work include projected collections from accounts receivable existing at the start of the Cash Flow Period, together with projected receipts arising from work in progress and new orders. Collections are assumed to be made in accordance with existing customer payment terms and practices and/or based on Management's best estimate.
- 4. Payments to Suppliers, Routine work- Parts and Materials and Non-Routine Work-Parts and Materials relate to the Companies' projected payments for ongoing supply of goods and services required to sustain operations and to complete customer contracts. Payment terms are assumed to be cash on delivery.
- 5. The Labour and Subcontract Labour costs are based on current staffing levels and remain subject to change.
- The Companies anticipate reduced level of production activity for the period December 24, 2022 to January 2, 2023 due to the holiday season.
- Professional fees include charges for the Companies' counsel, the Proposed Monitor's fees, and expenses including the fees and disbursements of the Monitor's independent legal counsel.
- 8. Interest on DIP Financing is payable at the end of every month at 12% per annum.
- 9. Other disbursements are based on Management's best estimates.
- 10. No provision for income taxes has been made.
- 11. The projected disbursements are calculated without consideration of any performance improvement and/or cash cutting measures the Companies may initiate, and accordingly, remain subject to change.

#### 1138969 Ontario Inc. o/a Springer Aerospace

Weekly Cash-flow projections

For the week ending February 18, 2023

(unaudited - in tousands of \$)	19-Nov	Week 1 26-Nov	Week 2 03-Dec	Week 3 10-Dec	Week 4 17-Dec	Week 5 24-Dec	Week 6 31-Dec	Week 7 07-Jan	Week 8 14-Jan	Week 9 21-Jan	Week 10 28-Jan	Week 11 04-Feb	Week 12 11-Feb	Week 13 18-Feb	Total
Receipts															
Accounts receivable (beginning)	_	_	_	_	_	_	_	_	_	_	_	_	_		_
Routine work	-	175	165	70	103	263	17	258	315	161	216	10	138	263	2,155
Non-routine work	-	31	35	53	103	129	82	156	36	75	210	39	113	188	947
Other revenues	-	31	35	55		129	02	150	50	75	-	39	113	100	947
Other revenues		206	200	123	114	391	99	414	352	236	216	49	251	451	3,102
Disbursements	•	200	200	125	114	291	33	414	332	230	210	49	231	431	3,102
		44	51			58		30		53		25	28		289
Suppliers (fuel, paint, municipal taxes)		44	51	-	-	50	-	50	-	55	-	20	20	-	209
Routine work - Parts and materials		92	46	33	19				25	13	17	1	6		252
Non-routine work - Parts and materials		5	-0	5	8	21	5	21	5	13	17	1	11		118
Other parts & materials		25	0	25	o	10	5	35	5	10	11	10		10	125
•		132		132		132		132		132		132		132	924
Labour		132		132		132		132		132		132		132	924
Subcontract labour			75		30		30		25		50		50		260
Wages - administration		30	10	30		30		30	20	30		30	00	30	210
Group Insurance		30		15 15		50		30 15		50		30 15		50	45
Vacation Payable				IJ				IJ				IJ			40
	-	-		1											- 13
Garnishments - Wages		l	۱ 6	۱ 3	<b>ا</b>	3	۱ 6	1 3	I.	1 3	I .	I	3	l	
WSIB and EHT		3	b	3		3	6	3		3		3	3	3	36
Fuel								<b>,</b> ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,							-
Tools & supplies		10	5	4	5	4	5	4	5	4	4	4	4	4	62
Freight			2		2		2		2		2				10
Office supplies & postage		4	4	4	4	4	4	4	4	4	4	4	4	4	52
Brokerage		17				1	16			1	16				51
Repairs and maintenance				2					5			10	10	10	37
Property taxes (see AP Tab)		186									1				186
Licenses, fees and dues		1	ĺ	ĺ	l	ĺ	l	Ĩ		ĺ	Ī	Ī			1
Automotive expenses	D	D		1	1	1	D	1	1	D	1	1	1	1	7
Automotive Lease		1	1			1	1	Ö			1	1	1	1	8
Travel and promotion	D	1	ö	1		1		1		1		1	1	1	8
Training		3					5				Ì				8
Subscriptions															-
Bank charges and interest				······	1		······		1		·····				3
Insurance		41	21					21				21			104
Telephone and communications		1			1	1			1	1					5
Professional fees (Legal and accounting) - see AP tab		40	40	40	45	40	40	40	25	15	10	10	10	10	365
Utilities		17	6	13	18	10	10	21	10	10	25	10	10	10	170
Other expenses		3	•	10	3	10	10	- 1	3	10	20	10	10	10	12
Interest on DIP Loan		J	1		J			8	J		J	8			18
DIP commitment fees and expenses		65						0	······			0			65
Visa		05 2	2	2	2	2	2	2	2	2	2	2	2	ņ	26
		2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	2 5	20 65
Contingency (general provision)		୍ର 728	272	ວ⊧ 316	ວ <u>ະ</u> 145	324	ວ <u>ະ</u> 132	ວ 374	ວ 120	ວ 298	ວ <u>ະ</u> 157	ວ 295	ວ <u>ະ</u> 147	224	3,533
Forecast increase (reduction) in bank advances		(522)	(72)	(193)	(31)	67	(33)	40	231	(62)	59	(246)	104	227	(431)
DIP Loan advances	Î	600	<u>\'-/</u>	220		-	,30)	-			-	(- 10)	-	-	820
Bank Balance-opening	_		78	6	32	1	68	36	76	307	246	304	59	162	
Bank balance-closing		78	6	32	1	68	36	76	307	246	304	59	162	389	389

To be read in conjunction with the Notes to the Weekly Cash-flow projections

## Schedule "B"

#### ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

### 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 SPRINGER AEROSPACE HOLDINGS LIMITED AND 1138969 ONTARIO INC. (the "Applicants")

#### MANAGEMENT'S REPORT ON CASH FLOW STATEMENT (PARAGRAPH 10(2)(B) OF THE CCAA)

1138969 Ontario Inc. o/a Springer Aerospace and Springer Aerospace Holdings Limited (collectively, the "**Applicants**") have developed the assumptions and prepared the attached Statement of Cash Flow Projections as of the 22nd day of November 2022 for the period November 20, 2022 to February 18, 2023 ("**Cash Flow**"). All such assumptions are disclosed in the Notes to Statement of Cash Flow.

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

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

The Cash Flow 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 may not be appropriate for other purposes.

Dated at Echo Bay, Ontario this 22nd day of November, 2022.

#### 1138969 Ontario Inc. o/a Springer Aerospace

Christopher Grant

Per:

#### **Springer Aerospace Holdings Limited**

Per

Christopher Grant

## Schedule "C"

## ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

# 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 SPRINGER AEROSPACE HOLDINGS LIMITED AND 1138969 ONTARIO INC.

Applicants

## MONITOR'S REPORT ON CASH FLOW STATEMENT

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

#### **NOVEMBER 22, 2022**

The attached Cash Flow Forecast of 1138969 Ontario Inc. o/a Springer Aerospace and Springer Aerospace Holdings Limited (collectively, the "**Applicants**") as at the 22nd day of November 2022, consisting of a weekly projected cash flow statement for the period November 20, 2022 to February 18, 2023 ("**Cash Flow**") has been prepared by the management of the Applicants for the purpose described in the Disclaimer, using the probable and hypothetical assumptions set out in the Assumptions to the Cash Flow Forecast.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied by the management, employees and the representatives of the Applicants. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow. We have also reviewed the support provided by management of the Applicants for the probable assumptions, and the preparation and presentation of the Cash Flow. 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.
- 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 Applicants or do not provide a reasonable basis for the Cash Flow, given the hypothetical assumptions; or
- c) the Cash Flow does not reflect the probable and hypothetical assumptions.

Since the Cash Flow is based on Assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow will be achieved. We express no opinion or other forms 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 has been prepared solely for the purpose described in the Assumptions to the Cash Flow Forecast and readers are cautioned that it may not be appropriate for other purposes.

Dated at Toronto, Ontario this 22nd day of November 2022

## MNP LTD. IN ITS CAPACITY AS PROPOSED MONITOR OF 1138969 ONTARIO INC. 0/a SPRINGER AEROSPACE AND SPRINGER AEROSPACE HOLDINGS LIMITED AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY

Per:

Jule not

Sheldon Title, CPA, CA, CIRP, LIT Senior Vice-President Schedule "D"



		Duranadian								
Debtor	Lender	Proceeding Type	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
Xebec Adsorption Inc. et al.	National Bank of Canada	CCAA	Deloitte	September 29, 20002	Quebec	Oil and Gas	3.60	)		
BR Capital	2443970 Alberta Inc.	NOI	KPMG	September 15, 2022	Alberta	Technology	0.43	3	9%	
			Grant					Commitment fee of USD \$22,000, representing 2% of the total maximum amount available under the DIP		
iS5 Communications Inc.	Phoenix Contact Venture Funds	NOI	Thornton	August 5, 2022	Ontario	Technology	USD 1.1	Facility	14%	
SugarBud Craft Growers Crop. et al.	Connect First Credit Union Ltd.	NOI	A&M	September 26, 2022	Alberta	Cannabis	2.00	Commitment fee of 2%	12%	
Superette Inc. et al.	SNDL Inc.	CCAA	EY	August 30, 2022	Ontario	Cannabis	1.3		15%	
	Paradigm Focus Product Development Inc., Walters Partners Inc., and Leder		Fuller							
iSPAN Systems Ltd.	Investments Ltd.	NOI	Landau	August 11, 2022	Ontario	Manufacturing	1.50	)	3%	
Speakeasy Cannabis Club Ltd.	Travelers Capital Corp.	ССАА	Crowe MacKay	July 27, 2022	British Columbia	Cannabis	1.00	Commitment fee of 4.25%; standby fee of 2.5%; break fee of 5%	RBC prime rate (currently 4.7%) plus 725 basis points (currently 11.95%)	
		NOI					1.80		11.95%)	
North American Lamb Company et al.	BNS and/or FCC	NUI	EY	August 5, 2022	Alberta	Agriculture	1.80			
	Phoenix Contact Venture Funds		Grant	A	0.1.1	To do a la su	1150 4 4	C	1.40/	
iS5 Communications Inc.	l GmbH	NOI	Thornton	August 5, 2022	Ontario	Technology	USD 1.1	Commitment fee of 2%	14%	
						01 10		Debtor responsible for	50/	
Petrolama Energy Inc.	884304 Alberta Ltd.	NOI	A&M	July 27, 2022	Saskatchewan	Oil and Gas		) interim lender's expenses		
MPX International Corporation	Certain Debentureholders	CCAA	KSV	July 24, 2022	Ontario	Cannabis	2.6	Commitment fee of 2%	12%	
The Sanderson-Harold Company c.o.b. as Paris Kitchens	вмо	NOI	KSV	May 31, 2022	Ontario	Manufacturing	0.43		Prime commercial lending rate of BMO plus 1.5% per annum (currently, 5.2%).	
					British			Debtor responsible for		
Medipure Pharmaceuticals Inc.	HFS Management Inc.	NOI	Deloitte	May 11, 2022	Columbia	Healthcare	1.30	interim lender's expenses	6%	
	0982244 B.C. Ltd. o/a Isle of									
Sproutly, Inc. and Toronto Herbal Remedies Inc.	Mann Property Group	CCAA	BDO	June 24, 2022	Ontario	Cannabis		5 Facility fee of 2% Term DIP Facility - 1% of the aggregate principal amount of each Term DIP Lender's Term DIP Commitment; ABL DIP Facility - 1% of the	14 Term DIP Facility - SOFR + 775 basis points (with a 1% SOFR floor); LIFO ABL DIP Loans - ABR + 2.50% (with a 1.5% ABR floor);	
		Foreign					Term DIP Facility - \$1.025	aggregate Tranche A DIP	SISO ABL DIP Loans	
	The BrandCo Lenders and	order					billion; ABL DIP Facility -	ABL Commitments as of	- ABR + 4.75% (with	
Revion Inc. et al.	certain Prepetition ABL Lenders	recognition	KSV	June 20, 2022	Ontario	Manufacturing	\$400 million	the Petition Date	a 2.75% ABR floor)	
Considion Debug Internetic of Minor Course 1	Oute Lin (a E00( should be be	CC11	<b>FT</b> 1	huma 2, 2022	British	N Ales in a				
Canadian Dehua International Mines Group Inc.	Qubo Liu (a 50% shareholder)	CCAA	FTI	June 3, 2022	Columbia	Mining	0.35		0	
MJardin Group Inc., Growforce Holdings Inc., 8586985 Canada Corporation and Highgrade MMJ								Upfront fee of \$50,000. Debtor responsible for		
Corporation	Bridging Finance	CCAA	KSV	June 2, 2022	Ontario	Cannabis	2.00	DIP lender's expenses.	10	



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
	Third Eye Asset Management Inc. / Ayal Capital Advisors EliteFund LP and Heidi S. Shippell Heiland 2008				British		1) TEC - 10	1) Closing fee of \$300,000; exit fee of \$300,000; extension fee of \$150,000 payable to extend the maturity date	1) Variable interest rate of the RBC Prime Rate + 8% (currently 12.7%) per annum 2) Variable interest rate of the RBC Prime Rate + 5% (currently 9.7%)	was amended by order dated August 5, 2022. These are the amended terms. The Ayal loan was added on the same
Freshlocal Solutions Inc. et al.	Irrevocable Trust	CCAA	EY	May 16, 2022	Columbia	Retail	2) Ayal - 3	2) Closing fee of \$90,000	per annum	day.
Change Understand	<ol> <li>Aurora Cannabis Inc.</li> <li>Secured creditor other than</li> </ol>	664A	EV.	Ametil 22, 2022	British	Connebia	1) 0.8	1) Borrower responsible	1) 12	
Choom Holdings Inc.	Aurora Triumph Eastern Investments	CCAA	EY Grant	April 22, 2022	Columbia	Cannabis	2) 0.15	for DIP lender's expenses Commitment fee of	. 2) 12	
Hazelton Development Corporation	Inc.	CCAA	Thornton	April 20, 2022	Ontario	Real Estate	9.0	0 \$180,000	13	3
	Gatland, REV and South Street				British					
0989705 B.C. Ltd. et al.	LP Deans Knight Private Credit GP	CCAA	A&M	April 1, 2022	Columbia	Real Estate	1.0	0 25,000	10	
Eve & Co Incorporated, Natural Medco Ltd. and Eve & Co International Holdings Ltd.	Inc., as General Partner of Deans Knight Private Credit Limited Partnership and DK Strategic Yield U.S. GP LLC, as General Partner of DK Strategic Yield Master Trust Limited Partnership Interim Financing - Gestion	CCAA	BDO	March 25, 2022	Ontario	Cannabis	2.2	Facility fee of 60,000. Borrower responsible for 0 DIP lender's expenses.	12	2
Rising Phoenix International Inc.	Levy inc. Junior Interim Financing - 6815464 Canada Ltd.	ССАА	Richter	January 6, 2022	Quebec	Education	Interim Financing - 1.75 Junior Interim Financing - 2.	Unclear - facilities 5 granted under seal	Unclear - facilities granted under seal	
Canada Fluorspar (NL) Inc. and Canada Fluorspar Inc. (collectively "CF!")	(i) Bridging Finance Inc., a body corporate, existing pursuant to the laws of Canada, as agent for the Bridging Funds ("BFI") and (ii) Her Majesty in Right of Newfoundland and Labrador, as represented by the Minister of Industry, Energy and Technology (as successor to the Minister of Tourism, Culture, Industry and Innovation)	ССАА	Grant Thornton	CCAA - March 11, 2022 Interim Receivership - February 21, 2022	Newfoundland	Mining	6.5	0 N/A	Prime plus 12%	
Trinity Ravine Community Inc.	Nahid Corporation or an affiliate	ССАА	Deloitte	February 23, 2022	Ontario	Real Estate	0.8	<ol> <li>one-time fee of \$20,000 payable from proceeds of the first Advance; 2. Advance Fee of \$500 plus HST in respect of each Advance; 3. Utilization Fee in respect of any unutilized portion of the DIP Facility at a rate of 0.35% per annum calculated and compounded monthly in arrears; 4. \$40,000 to be applied against the lender's legal fees and 5 disbursements</li> </ol>	The greater of 12%	



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
									11.5% per annum,	
								\$5,000 documentation	with an additional	
								fee; Borrower	3% per annum in	
			Crowe		British			responsible for DIP	the event of a	
BC Craft Supply Co. Ltd.	Avro Capital Corp.	NOI	MacKay	January 24, 2022	Columbia	Cannabis	0.42	lender's expenses	default	
	OMF Fund II H Ltd. and									
BlackRock Mining Inc. et al.	Investissement Québec	CCAA	Deloitte	December 23, 2021	Quebec	Mining	2.00		12% per annum	
Behr Technologies Inc.	13486826 Canada Inc.	NOI	Farber	December 3, 2021	Ontario	Technology	0.80	\$8,000 commitment fee	12% per annum	
									ATB Financial	
									Prime Rate + 5%	
									per annum and is	
									only payable on	
									amounts advanced	
	Durum Opportunities LP, an								under the Interim	
Kaisen Energy Corp.	affiliate of Durum Capital Inc.	CCAA	EY	December 8, 2021	Alberta	Oil and Gas	1.00	\$50,000 commitment fee		
									(a) in the case of	
									the Balance in the	
									Monitor's Account	
									from time to time,	
									2% per annum; (b)	
									in the case of any	
									portion of the Loan	
									Amount that has	
									been advanced, 5%	
	1000025833 Ontario Inc., a								per annum from	
	wholly owned subsidiary of							Borrower responsible for	the date of the	
Harte Gold Corp.	Silver Lake Resources Limited.	CCAA	FTI	December 7, 2021	Ontario	Other	10.80	DIP lender's expenses	advance	
	Halmont Properties							Borrower responsible for		
Boreal Capital Partners	Corporation	CCAA	EY	25-Nov-21	Ontario	Real Estate		DIP lender's expenses	7.50	
Junction Craft Brewing Inc.	100003509 Ontario Limited	NOI		15-Oct-21	Ontario	Food & Accommodation	0.65	C	-	
									Unclear - term	
ChronoMetriq Inc. and Health Myself Innovations								Unclear - term sheet filed		
Inc.	CIBC	NOI	Richter	26-Oct-21	Quebec	Healthcare	1.00	under seal.	seal.	
				8-Sep-21 (NOI)				Borrower responsible for		
Medifocus Inc. (TSX-v:MFS)	Asset Profits Limited	CCAA	Spergel	7-Oct-21 (CCAA)	Ontario	Biotech	0.70	DIP lender's expenses	9	
								Loan 1 - \$15,000		
								brokerage fee and \$1,200		
								administration fee, plus		
								lender's legal fees		
Drexler Construction Limited, Folmur Construction								Loan 2 - \$10,000	Loan 1 - 6.99	
(2004) Ltd. and Down Under Pipe and Cable			Albert				Loan 1 - 1.5	brokerage fee, plus	Loan 2 - 10,	
Locating Ltd.	Corwin Mortgage Capital Inc.	NOI	Gelman	23-Mar-21	Ontario	Construction	Loan 2 - 1	lender's legal fees	interest only	
								Closing fee of US\$50,000.		
								Undrawn amount fee of		
								2% on any undrawn		
								amounts. The Borrower		
								must also pay for the		
								Lender and Monitor's		
								reasonable expenses in		
Coalspur Mines (Operations) Ltd.	Cline Trust Company LLC	CCAA	FTI	26-Apr-21	Alberta	Mining	26.00	connection with the loan.	12	
								The Borrower is		
	1							responsible for the		
						1	1		1	
								Lender's reasonable		
								Lender's reasonable expenses in connection		
International Fitness Holdings Inc., International	First Canadian Cardio-Fitness							expenses in connection		



		Proceeding								
Debtor	Lender	Туре	Trustee Raymond	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
BioEnergie AE Cote-Nord Canada Inc.	Biogaz SP senc	CCAA	Chabot	6-May-21	Quebec	Biotech	0.30			
	Cortland Credit Lending			,						
CannTrust	Corporation	CCAA	EY	6-May-21	Ontario	Cannabis	22.50	Confidential	Confidential	
								Facility fee of \$6,000. The Borrower is responsible for the Lender's		
		NOI continued						reasonable expenses incurred in connection with the interim		
Spartan Bioscience Inc.	Casa-Dea Financing Ltd.	as CCAA	EY	4-May-21	Ontario	Biotech	0.60	financing.	10%	
Ardenton Capital Corporation	RCM Capital Management Ltd.	ССАА	KSV	5-Mar-21	British Columbia	Financial Services	5.00	n/a Commitment fee of \$1.25	10%	
								million and origination fee of \$1.25 million. The Borrower will be		
	LVS III SPE XV LP, TOCU XVII							responsible for all of the DIP Lenders' reasonable legal fees incurred in		
lust Energy Croup Inc. (TSY/IE)	LLC, HVS XVI LLC and OC II LVS XIV LP	ССАА		0 Mar 21	Ontaria	Oil and Gas	135.00	respect of the DIP	1.20/	
Just Energy Group Inc. (TSX:JE)	Change of Scandinavia Holding	CCAA	FTI	9-Mar-21	Ontario	Oil and Gas	125.00	Financing.	13%	
Change of Scandinavia Canada Retail Inc.	A/S and Change of Scandinavia A/S	NOI	Richter	2-Mar-21	Quebec	Retail	2.00		15%	
0			Raymond		-					
Atis Group	BNS	CCAA	Chabot	24-Feb-21	Quebec	Manufacturing	6.25	Facility fee of \$112,500	Prime plus 3.75%	
TGF Acquisition Parent Ltd., Sun Rich Fresh Foods	Cortland Capital Market		57		British		12.10	Commitment fee of	Either 15% or 12.5%, pursuant to the terms of the	
Inc. and Tiffany Gate Foods Inc.	Services Ltd.	CCAA	EY Dodick &	17-Feb-21	Columbia	Food & Accommodation	13.40	\$516,000. Commitment fee of	Term Sheet	
Rockshield Engineered Wood Products	Hillmount Capital Inc.	NOI	Associates	8-Feb-21	Ontario	Manufacturing	1.50	\$30,000.	11%	
Laurentian University	Firm Capital Corporation	ССАА	EY	1-Feb-21	Ontario	Education	25.00	Commitment fee of \$500,000. The Borrower will be responsible for all of the DIP Lender's reasonable legal fees incurred in respect of the DIP Financing.	Floating at the greater of 8.50% Per Annum or the TD Canada Trust Posted Bank Prime Rate of Interest from time to time plus 6.05% Per Annum	
		CONT		110521	Untario	Eddedton	25.00	Closing fee of \$65,000. The Borrower and		
								Guarantor must pay the Lender's fees and expenses incurred in connection with the loan		
Tradesmen Enterprises Limited Partnership	вмо	NOI	кsv	1-Feb-21	Alberta	Professional Services	1.90	and the NOI proceedings.	12%	
								The Borrower and Guarantors must pay the Lender's fees and expenses incurred in connection with the DIP		
				25 1 24				loan and the CCAA		
Yatsen Group of Companies	1699803 Ontario Inc.	CCAA	A&M	25-Jan-21	Ontario	Food & Accommodation	5.00	proceedings.	3%	



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
			Raymond					Commitment fee of \$15,000 and monthly		
Algold Resources Ltd. (TSX: ALG)	Aya Gold & Silver Inc.	NOI	Chabot	15-Jan-21	Quebec	Mining	2.4	10 monitoring fee of \$5,000	20%	
								<u> </u>		Initial DIP loan
										was \$8 million.
										Order dated
										March 31, 202: increased
										amount of DIP
								The Borrower and		loan to \$13
								Guarantors must pay the		million. Order
								Lender's fees and expenses incurred in		dated June 10, 2021 increased
								connection with the DIP		amount of DIP
	Alliance One Tobacco Canada,							loan and the CCAA		loan to \$16
FIGR Brands, Inc.	Inc.	CCAA	FTI	21-Jan-21	Ontario	Cannabis	16.0	00 proceedings.	8%	million.
								The Borrower must pay		
								the Lender's reasonable fees and expenses in		
								connection with the DIP		
								Financing term sheet and		
	Trafigura Canada General							monitoring thereof and		
Greenfire Hangingstone Operating Corporation	Partnership	NOI	A&M	8-Oct-20	Alberta	Technology	20.0	00 the BIA proceedings.	LIBOR plus 8%	
33 Laird Inc. et al.	An Affiliate of Beaux Properties International Inc.	NOI	MNP	3-Dec-20	Ontario	Real Estate	0.2	25	10%	
										ARIO increased
										amount of DIP
										Commitment from \$1.2
										million to \$1.4
										million. DIP was
										later increased
										by subsequent
King Street Besteurent Croup	Third Eye Capital	ССАА	MNP	6-Nov-20	Ontario	Food & Accommodation		20 3% closing fee	1.20/	orders to \$3.2 million.
King Street Restaurant Group		LLAA	IVINP	6-INOV-20	Untario	FOOD & ACCOMMODATION	3.2	20 5% closing lee	1270	The initial
										amount
										approved was
										0.3 million. This
										amount was increased by
										later court
2505243 Ontario Limited	Peter and Paul's Gifts Limited	NOI	KSV	16-Oct-20	Ontario	Food & Accommodation	1.5	50	5%	orders.
Creditloans Canada Financing Inc. (o/a Progressa)	IM/C Opportunition Fund In-	CC11	RDO.	30 5 m 30	British	Financial Comins		2	1.00	
and Creditloans Canada Capital Inc.	JWC Opportunities Fund Inc.	CCAA	BDO	30-Sep-20	Columbia	Financial Services		The Borrowers must pay	12%	
								the Lender's reasonable		
								fees and expenses in		
								connection with the		
Hematite Group	Woodbridge Foam Corporation	CCAA	KPMG	18-Sep-20	Ontario	Automotive		6 CCAA proceedings.	15%	



		Proceeding								
Debtor	Lender	Type	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
		- 77						1) The Borrowers must		The first USD
								pay the Lender's		\$1 million loan
								reasonable fees and		was obtained
								expenses in connection		as an interim
								with the CCAA		loan while the
								proceedings.		debtors were in
								2) Standby fee of 2% on		discussions to
								any undrawn portion; 3%		obtain the
								commitment fee; exit fee		second USD \$5
								of \$160,000-\$400,000,		million loan.
								calculated on the basis of		The charge
								how much is drawn down. The Borrower		securing the
								must also pay the		second loan ranks ahead of
							USD \$3mm term loan facility			the charge
	1) 1262743 B.C. Ltd.				British		and USD \$2mm revolving	expenses in connection		securing the
UrtheCast Corp.	2) HCP-FVL, LLC	ССАА	EY	4-Sep-20	Columbia	Technology	credit facility.	with the DIP loan.	18%	first loan.
	2,11011102,220	00/01	2.	4 500 20	Columbia	recimology	create racincy.		10/0	Order dated
										December 18,
										2020 increased
										amount of DIP
										from 7 to 9.70
										million. Order
								The Borrower must pay		dated February
								the Lender's reasonable		25, 2021
								costs and expenses		increased
								(including legal) incurred		amount of DIP
								by or on behalf of the		to 10.40
								Lender in respect of the		million. Order
								Facility or any loan		dated March
								documents and in		11, 2021
								connection with the		increased
								enforcement of the		amount of DIP
			51/	45.0.00				Lender's rights		to 10.74
PharmHouse Inc.	Canopy Rivers Corporation	CCAA	EY	15-Sep-20	Ontario	Cannabis	10.72	thereunder.		million.
								The Interim Lenders also	Interest is payable	
								provided the petitioners' pre-filing credit facilities,	on the outstanding principal amount at	
								so an "amendment fee"	the applicable rate	
								of \$250,000 is payable on		
								the execution of the	Prime Rate, BA	
								Interim Financing Credit	Rate and LIBO Rate	
								Agreement. The	Loans, any unused	
								petitioners are also	line fee, and the	
								required to reimburse	Default Rate for	
								the Interim Lenders for	past due payments	
								all reasonable and	(all as defined in	
								documented expenses in	the Updated Credit	
								connection with the	Agreement), plus a	
	Toronto-Dominion Bank, Royal							Interim Financing Facility	rate of 2% per	
	Bank of Canada and Canadian		Alvarez &		British			and Interim Financing	annum, payable on	
Mountain Equipment Co-operative	Imperial Bank of Commerce	CCAA	Marsal	14-Sep-20	Columbia	Retail		Credit Agreement.	the Maturity Date	
Groupe Dynamite	10644579 Canada Inc.	CCAA	Deloitte	4-Sep-20	Quebec	Retail	10		11%	1



										1
Debtor	Lender	Proceeding Type	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
Destoi	Echael	Type	musice	Thing Dute	Julisaletion	mustry		1005	Interest nute	Order dated
										June 8, 2020
									The higher of (a)	added DIP
									the prime rate	charge and
									posted by the	order dated
									Fédération des	March 1, 2021
									caisses Desjardins	increased
								Committee of Carls	du Québec plus	amount of DIP
								Commitment fee of \$25k. The Borrower will be	or (b) 12%	charge from \$1.25 million to
								responsible for all of the	per annum,	\$1.5 million.
								Interim Lender's	accruing daily in	Order dated
								reasonable legal fees	arrears on the	June 16, 2021
								incurred in respect of the		increased
								Interim Financing and	amount of the DIP	amount of DIP
	Desjardins Financial Security				British			CCAA proceedings.	Facility from time	charge to \$1.8
Port Capital Development (EV) Inc.	Life Assurance Company	CCAA	EY	29-May-20	Columbia	Real Estate	1.80	ס	to time	million.
								The interim financing		
								provides for: 1) a standby		
								charge of 0.6% on		
								amounts committed and		
								not drawn; 2) a		
								commitment fee of \$360k payable on court		
								approval of the interim		
								facility; and 3)		
								reimbursement of the		
	Bank of Montreal and Roynat							reasonable out-of-pocket		
Reitmans (Canada) Limited	Inc.	CCAA	EY	19-May-20	Quebec	Retail	60	expenses.	Prime + 5%	
								The Borrower shall pay		
								all the Interim Lender's		
								legal fees (on a solicitor-		
								client, full indemnity		
								basis) and out-of-pocket disbursements and any		
								costs of realiziation and		
								enforcement, in each		
	lostesso Holdings Inc. or an							case in connection with		
Tidal Health Solutions	affiliate thereof	NOI	PwC	30-Jul-20	Quebec	Cannabis	1	the facility.	11%	
	Paper Excellence Canada							Commitment fee of 2.5%		Amount of DIP
	Holdings Corporation (in its							on any advance and		was increased
	capacity as Lender) together							standby fee of 2.5% on		from \$13
	with one or more other							any unadvanced portion.		million to \$21
	financial institutions or							Agency fee of \$5,000 per		million on April
Northern Pulp Nova Scotia Corporation	investment funds	CCAA	EY	19-Jun-20	Nova Scotia	Agriculture	2:	1 annum.	10%	22, 2021
Glenogle Energy Inc. and Glenogle Energy Limited Partnership	HSBC	NOI	EY	14-May-20	Alberta	Oil and Gas			Prime plus 4.75%	
		CCAA	LI	14-1VIdy-20	Alberta	Oli aliu Gas	US500, which includes a		+ nine plus 4.75%	+
		(recognition					"creeping roll up" of the US			
		of Texas					Chapter 11 Debtors'	Commitment fee and		
		proceeding					obligations under Prepetition		Interest calculated	
		as foreign					ABL Facility and includes a	calculated pursuant to a	pursuant to a	
	JPMorgan Chase Bank, N.A.,	main	Grant				US50 million facility for the	formula in the DIP	formula in the DIP	
Moores	and a syndicate of lenders	proceeding)	Thornton	5-Aug-20	Ontario	Retail	Foreign Representative	agreement	agreement	1



Debter		Proceeding	Turretore	Ellin - Data	Lundard at an	In decaders.	Committee out (CDADA)		Internet Date	No.
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees The Borrower shall pay	Interest Rate	Notes
								all of the Interim Lender's		
								legal fees and out of		
								pocket disbursements		
								and any costs of		
								realization or		
								enforcement, in each		
								case in connection with		
								or otherwise related to		
								the Interim Facility, the		
								Interim Lender Charge,		
								the other Interim Financing Credit		
								Documentation or the		
Bow River Energy Ltd.	2270943 Alberta Ltd.	CCAA	BDO	1-Jun-20	Alberta	Oil and Gas	11	CCAA Proceedings.	8%	
bow river Energy Etc.	2270343 Alberta Etd.	CCAA	660	1-3411-20	Alberta	On and Gas	1.1	The Borrower shall pay	570	
								all of the Interim Lender's		
								legal fees and out of		
								pocket disbursements		
								and any costs of		
								realization or		
								enforcement, in each		
								case in connection with		
								or otherwise related to		
								the Interim Facility, the		
								Interim Lender Charge,		
								the other Interim Financing Credit		
								Documentation or the	Prime plus 3.5%	
Korite International	5024639 Ontario Inc.	ССАА	BDO	30-Jun-20	Alberta	Manufacturing	0.702	CCAA Proceedings	per annum	
		CCAA -		0000000	, inserta	in an a contraction in B			peraman	
	GLAS Trust Company as agent	Chapter 11								
	and JP Morgan Chase Bank, N.	Recognition					200 (GLAS) and 305 (JP			
GNC Holdings	A.	Order	FTI	24-Jun-20	Ontario	Retail	Morgan Chase)			
	Roadmap Capital General									
	Partner Ltd., Roadmap Peraso								6% per annum and	
	LP III (U.S. and Offshore) and								8% per annum on	
Peraso Technologies Inc.	XCOM Labs, Inc.	CCAA	EY	3-Jun-20	Ontario	Technology	Confidential		overdue amounts	
									9% per annum on	
									drawn funds and	
									1% per annum on undrawn funds.	
									Default interest is	
									an additional 3%	
									on all amounts	
Cequence Energy Ltd.	Confidential	CCAA	EY	29-May-20	Alberta	Oil and Gas	7.00		outstanding.	
										Amount of DIP
										loan increased
										from US7.8
										million to US10
										million and
										subsequently
Green Growth Brands Inc.	All Js Greenspace LLC	CCAA	EY	20-May-20	Ontario	Cannabis	US14.2		5% per annum	US 14.2 million



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
								DMI shall pay all		
								outstanding fees and		
								expenses to date of the		
								Existing Credit Facility		
								Lenders, including legal	5.25% per annum,	
								and financial advisory	payable monthly,	
								expenses, via the initial	and increases to	
	Washington Diamond Lending,							draw under the Interim	7.25% in the event	
Dominion Diamond Mines	LLC and a syndicate of lenders	CCAA	FTI	23-Apr-20	Alberta	Mining	60.00	Facility	of a default	
	Lee and a syndicate of fenders	CCAA		23-Api-20	Alberta	Witting	00.00	raciity		
									Interest shall	
									accrue upon the	
									occurrence of any	
									of the following	
									events: (i) in	
									accordance with	
									the terms set out	
									in Schedule "E" of	
									the Stalking Horse	
									APA; or (ii) upon	
									the occurrence of	
	Hegedus Consulting Services		Grant						an Event of Default	:
Beleave Inc.	Inc.	CCAA	Thornton	5-Jun-20	Ontario	Cannabis	0.50		hereunder	
								Amendment fee of		
								\$250,000 (interim facility		
	Wells Fargo Capital Finance							is provided as		
	Corporation Canada as							amendment to existing		
Entrec Corporation	Administrative Agent	CCAA	A&M	14-May-20	Alberta	Transportation	30.00	credit faciltiies)	8%	
	Invico Diversified Income							Commitment fee of		
Redrock Camps Inc.	Limited Partnership	CCAA	BDO	13-May-20	Alberta	Food & Accommodation	2.50	\$50,000	10%	
				,				Commitment fee of	9% until the	
	RCM Capital Management				British			\$35,000; structuring fee	maturity rate; 15%	
Quest University Canada	Limited	CCAA	PWC	16-Jan-20	Columbia	Education	8 20	of 4% on each drawdown	thereafter	
	ATB Financial / Canadian	CCAA	T WC	10-3011-20	Columbia	Luucation	8.20	or 470 off each drawdown	uncreated	
IND Cruching Sustance	Aggregate Resource	CCAA		1 May 20	Alberto	Manufacturing	0.0/05		109/ / 109/	
JMB Crushing Systems	Corporation	CCAA	FTI	1-May-20	Alberta	Manufacturing	0.9 / 0.5		10% / 10%	
									LIBOR + 5.5% for	
									the first 9 months	
								Standby charge of 1.25%	and LIBOR + 6.5%	
								on amounts committed	thereafter. An	
								and not drawn and	additional 2%	
								commitment fee of	applies where	
Aldo Group	National Bank of Canada	CCAA	EY	7-May-20	Quebec	Retail	60.00	\$600,000	there is a default.	
								Facility fee of \$14,000		
	Lind Asset Management XV,				British			and diligence fee of		
True Leaf Brands	LLC	NOI	FTI	3-Apr-20	Columbia	Manufacturing	0.70	\$5,000	10.00%	
			Dodick &					Commitment fee of		
HealthChain	REDDS Technology Fund I LP	NOI	Associates	28-Feb-20	Ontario	Technology	0.20	\$4,000	10.00%	
										*Note: lender is
										debtor's
1348441 Ontario Inc. o/a Solutions Your Organized			Dodick							principal
Living Store	Gurmej Walia	NOI	Landau	26-Mar-20	Ontario	Retail	0.50		0.00%	shareholder
	,							1		



- 11		Proceeding						_		
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees \$150,000 retainer	Interest Rate	Notes
								deemed to be initial		
								drawdown; structuring		
								fee of 2% of principal to		
								be paid to lender and		
					British			deducted from initial		
Kahunaverse Sports Group	Grayrock Capital Incorporated	NOI	PwC	11-Mar-20	Columbia	Retail	1.40	drawdown on closing	8.00%	
										DIP amount
										increased
										through
										subsequent DIF
								Commitment fee of		amendment
	Trick and Financial Com		1/01/	1.4	Quintin	Construction			10.000/	
James E. Wagner Cultivation Corporation	Trichome Financial Corp.	CCAA	KSV	1-Apr-20	Ontario	Cannabis	8.20	\$120,000	10.00%	orders
										Second DIP
								<ol><li>The Company must</li></ol>		loan obtained
								pay the DIP Lender's		in connection
	1) Antonio Battaglia / Dr.							reasonable costs and		with proposed
	Neilank Jha; 2) 2650064							expenses to a maximum		sale of
Green Relief	Ontario Inc.	CCAA	PwC	8-Apr-20	Ontario	Cannabis	1) 0.25 / 0.5; 2) 1.5	of \$100,000	1) 5%; 2) 5%	company
Pure Global Cannabis Inc. et al.		CCAA	EY	19-Mar-20	Ontario	Cannabis	1 1 1	2.25% of DIP facility	9.25%	
	Orion Co IV (ED) Limited,	Certri		15 Mul 20	ontario	cumuois	4.00	2.23% of Dir Idenity	5.2570	
			Al							
	Resource Capital Fund VI L.P.		Alvarez &							
Lydian International Limited	and Osisko Bermuda Limited	CCAA	Marsal	23-Dec-19	Ontario	Mining	Confidential		Confidential	
	Spouter Corporation Inc., David							Commitment fee of		
Eureka 93 Inc.	and Donna VanSegbrook	NOI	Deloitte	14-Feb-20	Ontario	Cannabis	2.30	\$320,000	15.00%	
								Commitment fee of		
								\$107,000, availability fee		
2607380 Ontario Inc.	Meridian	CCAA	Richter	26-Feb-20	Ontario	Real Estate	7.18	of \$2,000 per month.	9.25%	
Air Georgian Limited	2229275 ALberta Ltd.	NOI	KPMG	31-Jan-20	Ontario	Aviation	0.80		12%	
									Revolving loans:	
									LIBOR + 3%	
									FILO Loans: LIBOR	
		Foreign						\$2.4 million in aggregate	+ 4.5%	
		order	Alvarez &					fees (equal to 0.9% of the		
Pier 1 Imports (U.S.), Inc.	Various pre-petition lenders	recognition	Marsal	18-Feb-20	Ontario	Retail	USD \$256.0	total financing)	LIBOR + 8%	
Ontario Graphite	Orionis Corporation	CCAA	Deloitte	12-Feb-20	Ontario	Mining	2.75		15.0%	
								\$60,000 upfront fee (2%		
								of total commitment,		
					British			\$500/mo. monitoring		
Invictus MD Strategies	ATB Financial	CCAA	PwC	13-Feb-20	Columbia	Cannabis	3.00	fee.	10.0%	
	RECYC-QUÉBEC and le Ministre						5.00			
	de l'Environnement de la Lutte									
Babuta Calidae Canadiana ina latal	contre les changements	6644	Durc	2 5-6 20	Qualitation	Desvelige			E 00/	
Rebuts Solides Canadiens inc. et al	climatiques	CCAA	PwC	3-Feb-20	Quebec	Recycling	9.00		5.0%	
AgMedica Bioscience Inc.	SV V Bridge III, LP	CCAA	EY	2-Dec-19	Ontario	Cannabis	7.50		9.5%	
										Commitment
										was initially \$6
										million but was
										increased by
										subsequent
Fortress Global Enterprises Inc.	Investissement Quebec	CCAA	Deloitte	16-Dec-19	Quebec	Forestry	17.00		10%	orders.
		00.01	Beionte	10 500 15	queneo		17.00		CIBC prime rate +	
Prendiville Industries Ltd.	CIBC	NOI	EY	5-Dec-19	Ontario	Forestry	1.55		4.0%	
Frendiville industries Ltd.	CIDC	NUT		D-D60-19	Untario	Forestry	1.55		4.0%	
Trade Secret Web Printing Inc.			Crowe	22.11. 10		Distant		20/ 11 - 11 - 1	500	
	B&Y Property Holdings Inc.	NOI	Soberman	22-Nov-19	Ontario	Printing	0.25	2% closing fee	5%	1



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
	Claric Drolet Limited									
Sestion KnightsBridge Inc. and Investissements (nightsBridge S.E.C.	Partnership and Claric Bromont Limited Partnership	NOI	Richter	15-Nov-19	Quebec	Real Estate	0.10		10%	
knightsbridge S.E.C.		NUI	Richter	12-1004-13	Quebec	RealEstate	0.10	1% of loan payable upon	10%	
								each extension of loan		
								maturity beyond January	RBC prime rate	
/iafoura Inc.	Intercap Equity Inc.	NOI	KSV	1-Dec-19	Ontario	Technology	1.00	30, 2020.	plus 2%	
								\$50,000 initial		
								commitment fee,		
								subsequent commitment		
								fee equal to the greater		
								of \$125,000 and \$4% of		
								the difference between the maximum DIP		
								availability and the		
								amount of the initial		
Wayland Group Corp. et al	The House of Turlock Ltd.	CCAA	PwC	2-Dec-19	Ontario	Cannabis	1.10	advance.	13.0%	
AgMedica Bioscience Inc.	Hillmount Capital Inc.	CCAA	EY	2-Dec-19	Ontario	Cannabis	7.50	2.25% commitment fee	9.5%	
North American Fur Auctions Inc.	Waygar Capital Inc.	CCAA	Deloitte	31-Oct-19	Ontario	Distribution	USD \$5.0	2% closing fee	12.0%	
	Third Eye Capital Corporation									
	(as agent) and ICC Credit									
	Holdings Ltd. and other parties									
Accel Energy Canada Limited	as lenders.	NOI	PwC	21-Oct-19	Alberta	Oil and Gas		\$600.0M closing fee	12.0%	
DEL Equipment Inc.	Diesel Equipment Limited	CCAA	MNP	22-Oct-19	Ontario	Automotive	1.00		6.5%	
								USD \$0.75MM, earned as follows: i) USD \$0.25MM		
								on the date of initial		
								advance, ii) USD \$0.25		
								MM if not repaid within		
								30 days, and iii) USD		
								\$0.25MM if not repaid		
Bellatrix Exploration Ltd.	Names of lenders redacted	CCAA	PwC	2-Oct-19	Alberta	Oil and Gas	USD \$15.0	within 60 days.	10.0%	
									8% for the first 45	
								600 0M - La - Sa - 600 0	days post-filings,	
			FTI		British			\$90.0M closing fee, \$90.0 M agent fee and \$90.0M	12% for the next 30 days, 18%	
Energold Drilling Corp.	Energold DIP Lender, LLC	CCAA	Consulting	13-Sep-19	Columbia	Mining	3 75	exit fee	thereafter	
	Osisko Gold Royalties Ltd.,	00,01	consulting	10 000 10	Columbia		5.75		therearter	
	CDPQ Resources Inc., 1078243									
	Canada Limited and Diaquem									
Stornaway Diamond Corporation	Inc.	CCAA	Deloitte	9-Sep-19	Quebec	Mining	20.00		12.5%	
3834310 Canada Inc. (Groupe Capitales Medias)	Investissement Quebec	NOI	PwC	19-Aug-19	Quebec	Media	5.00	Confidential	Confidential	
									In accordance with	
									company's pre-	
									filing credit agreement with	
Gedex Systems Inc.	FCMI Parent Co.	CCAA	Zeifmans	12-Aug-19	Ontario	Technology	0.55		lender.	
sealer systems me.	i civil rurent co.	COAR	Lennans	12 Aug-13	Gillano	recimology	0.55		ichdel.	
		Foreign order	Alvarez &						LIBOR plus 3.5% or	
lack Cooper Ventures	Prepetition ABL Lenders	order recognition	Alvarez & Marsal	9-Aug-19	Ontario	Automotive	85 00	0.25% standby fee	Base Rate plus 2.5%	
ack cooper ventures		recognition	iviaisai	5-Aug-15	Untario	Automotive	85.00	0.2370 Stariuby ree	2.370	
					British					
Yukon Zinc	Century Acquisitions Inc.	NOI	PwC	31-Jul-19	Columbia	Mining	3.00		18.0%	
ukon zint	Lecitory Acquisitions inc.	1001	FWC	21-JUI-13	Columbia	winning	3.00	1	10.0%	



		Proceeding	<b>_</b> .					_		<b>.</b>
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
	Bank of Montreal and Roynat		Grant							
et als	Inc.	NOI	Thornton	19-Jun-19	Nova Scotia	Telecommunications	2.65	\$25.0M commitment fee	9.5%	
UTA Costa las		CCAA	PwC	7 1 1 40	British	Andrealtering		2.5% commitment fee	8.0%	
ILTA Grain Inc.	Farm Credit Canada	CCAA	PWC	7-Jul-19	Columbia	Agriculture	8.00	2.5% commitment ree	8.0%	
			Alvarez &		British					
Miniso Canada	MIHK Management Inc.	CCAA	Marsal	11-Jul-19	Columbia	Retail	2.00	N/A	10.0%	
				2 1 1 4 2			4.50	201 1. 1.5	10.5%	
Argex Titanium Inc.	11345974 Canada Inc.	NOI	PwC	2-Jul-19	Quebec	Technology	1.50	2% commitment fee	18.5%	
Orbeara Inc.	Con Portners Inc.	NOI	MNP	25-May-19	Ontorio	Technology	1.20	\$0.25MM	10.0%	
Orbcare Inc.	iGan Partners Inc.	NOT	IVIINP	25-1VIdy-19	Ontario	Technology	1.20	\$0.25IVIIVI	10.0%	
Hollander Sleep Products Canada Limited (Canadian	Condicate of many stition ADI	Foreign					00 0MMA (Courding dalates	\$1.35MM closing fee	Effective interest	
borrower of US group under Chapter 11 bankruptcy protection)	lenders	order recognition	KSV	23-May-19	Ontario	Manufacturing	90.0MM (Canadian debtor sublimit of \$20.0MM)	(1.5% of committed amount)	estimated to be 6.5%	
		recognition	1.51	25 May 15	ontario	Manatactaring	500000000000000000000000000000000000000	amounty	0.370	
Biomod Concepts Inc.	T Investment Corp.	NOI	Richter	8-Apr-19	Quebec	Technology	0.67		15.0%	
Bondfield Construction Company Limited	Zurich Insurance Company Ltd.	CCAA	EY	3-Apr-19	Ontario	Construction	27.50		6.0%	
				•						
Bondfield Construction Company Limited	Bridging Finance, as agent	CCAA	EY	3-Apr-19	Ontario	Construction	6.00		14.0%	
	Krik Popadynetz, Wade Darryl									
	Brillon, Marvin Lefebvre,									
	Monashees Vernon Liquor							\$25,000 facility fee,		
	Store Ltd. and Michael Brent		Grant					professional costs of		
Divestco Inc.	Gough	CCAA	Thornton	4-Mar-19	Alberta	Oil and Gas	1.50	lender.	18.0%	
								3% structuring fee,		
								monthly monitoring fee		
					British			of \$750 and due diligence		
Ascent Industries Corp.	Pillar Capital Corporation	CCAA	EY	1-Mar-19	Columbia	Cannabis	2.00	fee of \$6,250.	15.0%	
	Sprott Private Resource				British			Professional costs of the	10.00	
Resource Capital Gold	Lending (Collector) LP	NOI	PwC	28-Jan-19	Columbia	Mining	2.20	lender	18.0%	



		Proceeding								
Debtor	Lender	Туре	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
					British			Professional costs of the		
Nautilus Minerals Inc.	Deep Coo Mining Finance Ital	CCAA	PwC	21 E-h 10	British	N 41 1	1.00	lender	8.0%	
Nautilus Minerais Inc.	Deap Sea Mining Finance Ltd.	CCAA	PWC	21-Feb-19	Columbia	Mining	4.00	lender	8.0%	
								1.5% facility fee,		
Donaldson & James Ltd. and the Agency								professional costs of the		
Employment Services Ltd.	FundThrough Inc.	NOI	Farber	23-Jan-19	Ontario	Staffing	3.00	lender	24.0%	
	11022500 Canada las (also the									
	11032569 Canada Inc. (also the									
	stalking horse bidder in these			0.1					5.000	
Vari-Form	proceedings).	CCAA	PwC	8-Jan-19	Ontario	Automotive	22.80		5.0%	
								CTE OM commitment for		
								\$75.0M commitment fee,		
								extension fee of \$25.0M	DDClausta i	
								on each 4-month	RBC's prime rate +	
								extension; professional	4.55% (minimum	
Forme Development Group Inc.	Kingsett Mortgage Corporation	CCAA	KSV	30-Nov-18	Ontario	Real Estate	5.00	costs of the lender.	rate of 8.5%)	
					British					
Harvest Freeser Richmond Organics	Pillar Capital Corporation	CCAA	EY	12-Oct-18	Columbia	Cleantech	1.00	Unknown	14.0%	
Harvest Fraser Richmond Organics		CLAA	ET	12-001-18	Columbia	Cleantech	1.00	Unknown	14.0%	
	1968392 Ontario Inc. and		<b>EV</b>			<b>-</b> 1 1		201 11 1.5	12.01/	
Stantive Technologies Group Inc.	233073 Ontario Inc.	NOI	EY	14-Nov-18	Ontario	Technology	0.80	2% commitment fee.	12.0%	
	OpenHydro Group Limited (In		Grant			<b>B</b>				
OpenHydro	Liquidation	CCAA	Thornton	7-Nov-18	Nova Scotia	Biotech	0.50	N/A	0.0%	
									In accordance with	
									company's pre-	
								\$165.0M commitment	filing credit	
								fee; professional costs of	agreement with	
Fluid Brands Inc.	CIBC	NOI	Richter	25-Oct-18	Ontario	Retail	25.30	lender.	lender.	
					British			4% commitment fee, 2%		
Harvest Fraser Richmond Organics	Maynbridge Capital	CCAA	EY	12-Oct-18	Columbia	Cleantech	1.02	standby fee	10.0%	
Le groupe S.M. Inc. et als	Integrated Asset Management	CCAA	Deloitte	24-Aug-18	Quebec	Construction	2.00	1% standby fee	9.0%	
Aralez Pharmaceuticals Inc. and Aralez	Deerfield Management							1% commitment fee, 1%		
Pharmaceuticals Canada Inc.	Company, L.P.	CCAA	Richter	10-Aug-18	Ontario	Pharmaceuticals	10.00	extension fee	10.0%	
	company, cm	CONT	Menter	TO HUE TO	Ontario	. normaccuticals	10.00	Loan processing fee of	10.070	
								\$6.0M, monthly	BDC's Floating Base	
								administration fee of	Rate + 6.45%	
During to Children and	220		D.L.W.	101110		N		\$250, professional costs	(12.25% effective	
Burry's Shipyard Ranch Energy Corporation et al.	BDC Third Eye Capital Corporation	NOI CCAA	Deloitte	10-Jul-18	Newfoundland	Manufacturing		of lender.	rate)	
			EY	10-Jul-18	Alberta	Oil and Gas	1.36	Unknown	12.0%	



Debtor	Lender	Proceeding Type	Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes
Kolsy Homes	KV Capital Corporation	ССАА	Bowra Group	9-Jul-18	Alberta	Real Estate	0.60	Unknown	Unknown	
	Adarsan Holdings Limited and	00/01	bonna broup	5 7 41 2 5	7.100110	incur Lotate	0.00	Professional costs of		
TELEOIP Inc.	Dicot Holdings Ltd.	CCAA	PwC	27-Jun-18	Ontario	Technology	1.50	lender	5.0%	
Aspen Air	C.F. Capital Corporation	NOI	ĸsv	12-Jun-18	Alberta	Manufacturing	0.25	2% commitment fee, 2% exit fee, professional costs of lender	10.0%	
Aspen Air	C.F. Capital Corporation	NOI	KSV	12-Jun-18	Alberta	Manufacturing	0.25	costs of lender	10.0%	
					British			Professional costs of		
Purcell Basin Minerals Inc. et al.	Braveheart Resources Inc.	CCAA	MNP	29-May-18	Columbia	Mining	0.15	lender	12.0%	
Purcell Basin Minerals Inc. et al.	MLM Pacific LLC	ССАА	MNP	29-May-18	British Columbia	Mining	0.63	Finance fee equal to 10% of each advance, professional costs of lender	7.0%	
Purcen Basin Minerals Inc. et al.		CLAA	IVINP	29-IVIAy-18	Columbia	Mining	0.63	lender	7.0%	
Bioamber Canada & Bioamber Sarnia Inc.	Maynbridge Capital	ССАА	PwC	24-May-18	Ontario	Manufacturing	3.50	3% commitment fee, 2% standby fee, 3% break fee, early repayment penalties, professional costs of lender	9.0%	
Drexler Construction Limited, Folmur Construction (2004) Ltd. and Down Under Pipe and Cable Locating Ltd.	Corwin Mortgage Capital Inc.	NOI	Albert Gelman							
Purewal Bluebery Farms Ltd.	Blueberry Holding (GP) Ltd.	NOI	FTI Consulting	30-Apr-18	British Columbia	Agriculture	0.50	\$15.0M lending fee upon court acceptance	15.0%	
Discovery Air Inc.	CEP IV Co-Investment Limited Partnership	ССАА	KSV	21-Mar-18	Ontario	Transportation	12.60	Professional costs of lender	10.0%	
Société en commandite Tilly de Laval et Promotions			Lemieux	14 5-6 40	Queber	Construction	0.75	Unknown	Links	
Anne Delisle Inc.	Inc.	CCAA	Nolet Inc. FTI	14-Feb-18	Quebec	Construction		Unknown 2% standby fee, \$150.0M commitment fee, 2% prepayment fee, exit fee of \$150.0M, professional	Unknown	
Manitok Energy	SCCC Petroleum Corporation	NOI	Consulting André Allard	10-Jan-18	Alberta	Oil and Gas	8.00	costs of lender	8.0%	
9333-9109 Quebec	Unknown	ССАА	& Associés Inc.	1-Dec-17	Quebec	Real Estate	Unknown	Unknown	Unknown	
2323-2102 MURDEC		LLAA	Inc.	1-Det-17	Quebec	Redi Estate	Unknown	UIKIOWI	UTIKHUWH	

	Cu	rrent as at Novembe	er 1, 2022					
Debtor	oceeding Type Trustee	Filing Date	Jurisdiction	Industry	Commitment (\$MM)	Fees	Interest Rate	Notes