

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM)

THURSDAY, THE 28TH

JUSTICE DIETRICH)

DAY OF JANUARY, 2021



**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
TRIBALSCALE INC. AND 2800741 ONTARIO INC.**

Applicants

**ORDER
(Re Stay Extension, LFA
Approval, Discharge, and Fee Approval)**

THIS MOTION, made by TribalScale Inc. ("**TribalScale**") and 2800741 Ontario Inc. ("**Newco**"), and together with TribalScale, the "**Applicants**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c C.-36, as amended (the "**CCAA**"), proceeded on this day by videoconference due to the COVID-19 crisis.

ON READING the Affidavit of Sheetal Jaitly affirmed July 24, 2020, the Affidavit of Sheetal Jaitly affirmed January 26, 2021 (the "**Jaitly Affidavit**"), the fourth report of MNP Ltd., in its capacity as the Applicants' CCAA monitor (the "**Monitor**"), dated January 27, 2021 (the "**Fourth Report**") and the Monitor's fee affidavit, and on hearing the submissions of

counsel for the Applicants and for the Monitor, and any other person listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Shaun Parsons dated January 26, 2021, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the stay period referred to in the Initial Order of the Honourable Justice Gilmore dated July 31, 2020 (the “**Stay Period**”) is extended until and including June 30, 2021.

LITIGATION FUNDING AGREEMENT

3. **THIS COURT ORDERS** that the litigation funding agreement (“**LFA**”) described in and appended to the Jaitly Affidavit is approved. The Applicants are hereby authorized, empowered, and directed to enter into the LFA, with such minor amendments as the parties thereto may deem necessary; and the Applicants are authorized, empowered, and directed to take all steps and actions in respect of, and to comply with its obligations under, the LFA.

DISCHARGE OF TRIBALSCALE

4. **THIS COURT ORDERS** that, from and after the date of this Order, TribalScale will cease to be an Applicant in this CCAA Proceeding, is not subject to the Stay Period and is otherwise no longer a party to this CCAA Proceeding.

TITLE OF PROCEEDINGS

5. **THIS COURT ORDERS** that TribalScale will be removed from the title of these proceedings, and any document filed thereafter in this CCAA Proceeding will be filed using the revised title of proceedings.

APPROVAL OF THE MONITOR'S, ACTIVITIES, AND FEES

6. **THIS COURT ORDERS** that the third report of the Monitor dated January 9, 2021 and the Fourth Report, and the activities of the Monitor referred to therein are hereby approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, will be entitled to rely upon or utilize in any way such approval.

7. **THIS COURT ORDERS** that the fees and disbursement of the Monitor and its counsel, as set out in the fee affidavits attached to the Fourth Report, are hereby approved.

SEALING

8. **THIS COURT ORDERS** that the confidential Motion Record is sealed and shall not form part of the public record until further order of the Court to be sought following the conclusion of the litigation between the Applicants and Sirius XM Connected Vehicle Services Inc.

GENERAL

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

11. **THIS COURT ORDERS** that, notwithstanding Rule 59.05, this Order is effective from the date that it is made and is enforceable without any need for entry and filing. In accordance with Rules 77.07(6) and 1.04, no formal order need be entered and filed unless an appeal or a motion for leave to appeal is brought to an appellate court. Any party may nonetheless submit a formal order for original signing, entry and filing.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JAN 29 2021

PER / PAR:



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 TRIBALSCALE INC. AND 2800741 ONTARIO INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER

(Re Stay Extension, LFA Approval, Discharge, and Fee Approval)

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