

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE)
JUSTICE CAVANAGH)
TUESDAY, THE 15TH
DAY OF APRIL, 2025

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF KOGNITIV CORPORATION
OF THE CITY OF TORONTO
IN THE PROVINCE OF ONTARIO**

ORDER
(re Arbitration Lift Stay)

THIS MOTION, made jointly by Gary Jonas Computing Ltd., Cora Group Australia Pty Ltd., Jonas Computing (UK) Limited, and Jonas Food Holdco Inc. (collectively the “**Jonas Parties**”) and Kognitiv Corporation (the “**Company**”) for an Order pursuant to section 69.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3 (the “**BIA**”), lifting the stay of proceedings (the “**Stay of Proceedings**”) imposed by section 69.1 of the BIA in respect of the Company, and granting leave to the Jonas Parties to, *inter alia*, enter into arbitration proceedings (the “**Arbitration**”) to resolve disputes arising from an asset purchase agreement dated July 5, 2024 (the “**APA**”) entered into between the Jonas Parties and the Company, Loyalty Solutions Canada Inc., Kognitiv US LLC, Aimia Middle East Free Zone LLC, Kognitiv Singapore Pte Ltd, and Kognitiv Australia Pty Ltd (together, the “**Kognitiv Parties**”), was heard this day in Toronto, Ontario.

UPON READING the Notice of Motion dated April 11, 2025, the Aide-Mémoire of the Company, and the Consent signed by each of the Company, the Jonas Parties, and BDO Canada Limited, in its capacity as the Trustee acting *in re* the proposal of the Company (in such capacity, the “**Proposal Trustee**”), and on hearing submissions of counsel for the Jonas Parties, counsel for the Company and counsel for the Proposal Trustee, and those other parties listed on the counsel slip.

1. **THIS COURT ORDERS** that the time and method for service of this motion is abridged and validated, and the Court hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Stay of Proceedings established by section 69.1 of the BIA shall be and is hereby lifted as against the Company, solely to permit the Jonas Parties to assert any of the claims, defences or counterclaims between the Jonas Parties and Kognitiv Parties arising in respect of the APA in the Arbitration;

3. **THIS COURT ORDERS** that, subject to further Order of this Court, the Proposal Trustee shall not be required to participate in or defend any of the claims or counterclaims among the Jonas Parties and the Kognitiv Parties in the Arbitration, or to incur any costs in respect of any of the Arbitration, nor be subject to discovery or production in the Arbitration, and there shall be no costs, damages or other such relief awarded in the Arbitration against the Proposal Trustee, provided that nothing in this Order shall be construed to amend the Proposal Trustee’s compliance in connection with Section 135 of the BIA in respect of the claim filed by the Jonas Parties against the Company in these proceedings;

4. **THIS COURT ORDERS** that the relief sought in this Order shall be effective *nunc pro tunc* to the date of the Arbitration agreement between the Kognitiv Parties and the Jonas Parties;

5. **THIS COURT ORDERS** that the Company shall serve a copy of this Order on all the parties including the Proposal Trustee via email and e-file this Order with the Superintendent of Bankruptcy, and that service so effected is valid immediately upon transmission;

6. **THIS COURT ORDERS** that there shall be no enforcement of any arbitral award obtained by the Jonas Parties against the Company in the Arbitration without further leave of this Court; and

7. **THIS COURT ORDERS** that there shall be no costs awarded in respect of this motion if it is not contested.

Cavanagh, J.

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
KOGNITIV CORPORATION
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

Court File No. BK-25-3165297-0031
Estate File No. 31-3165297

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

PROCEEDING COMMENCED AT
TORONTO

**ORDER
(RE ARBITRATION LIFT STAY)**

CASSELS BROCK & BLACKWELL LLP

Bay Adelaide Centre - North Tower
40 Temperance Street, Suite 3200
Toronto, ON M5H 0B4

Natalie E. Levine LSO# : 64908K

Tel: 416-860-6568

Email: nlevine@cassels.com

Alan Mersky LSO# : 41377I

Tel: 416-860-2948

Email: amerskey@cassels.com

Lawyers for Jonas Parties

AIRD & BERLIS LLP

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

Kyle B. Plunkett (LSO #61044N)

Tel: (416) 865-3406

Email: kplunkett@airdberlis.com

Miranda Spence (LSO #60621M)

Tel: (416) 865-3414

Email: mspence@airdberlis.com

Matilda Lici (LSO #79621D)

Tel: (416) 865-3428

Email: mlici@airdberlis.com

Lawyers for Kognitiv Corporation