

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

THE HONOURABLE) WEDNESDAY, THE 29TH DAY
)
JUSTICE W.D. BLACK) OF OCTOBER, 2025

**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 1001343933 ONTARIO INC. AND
YARFIELD SERVICES LIMITED**

(collectively, the "Applicants")

**ORDER
(DISTRIBUTION AND ANCILLARY RELIEF)**

THIS MOTION, made by BDO Canada Limited ("**BDO**"), in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order, among other things: (i) authorizing the Monitor to make one or more distributions; (ii) approving the fifth report of the Monitor dated October 20, 2025 (the "**Fifth Report**") and the supplement to the fifth report of the Monitor dated October 27, 2025 (the "**Supplemental Fifth Report**") and the activities described therein; (iii) approving the fees and disbursements of the Monitor and its counsel; (iv) terminating these CCAA proceedings, and (v) discharging the Monitor, was heard this day by videoconference in Toronto, Ontario.

ON READING the Motion Record of the Monitor, including the Fifth Report and the Supplemental Fifth Report and the appendices thereto, and on hearing the submissions of counsel for the Monitor, counsel to Bank of Montreal ("**BMO**" or the "**DIP Lender**"), and such other counsel as were present, no one appearing for any other person although duly served as appears from the certificates of service of Heather Fisher dated October 21, 2025 and October 27, 2025, as filed;

SERVICE

1. **THIS COURT ORDERS** that, if necessary, 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.

DEFINED TERMS

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings given to them in the Fifth Report, the Supplemental Fifth Report or the Third Amended and Restated Initial Order in these CCAA Proceedings.

APPROVAL OF ACTIVITIES

3. **THIS COURT ORDERS** that the Fifth Report and the Supplemental Fifth Report, and the actions and activities of the Monitor described therein be and are hereby approved, provided, however that only BDO Canada Limited, in its personal capacity and only with respect to its own liability, shall be entitled to rely on or utilize in any way such approval.

TERMINATION RESERVE

4. **THIS COURT ORDERS** that paragraph 39 of the Approval and Reverse Vesting Order dated September 15, 2025 shall be amended by deleting the words “shall be transferred by the Monitor and/or Bankruptcy Trustee to the Purchaser” from the end of the second sentence in the paragraph and replacing them with “shall be returned by the Monitor to be held and dealt with as Sale Proceeds.”

DISTRIBUTIONS

5. **THIS COURT ORDERS** that the Monitor is authorized, directed and empowered to make one or more cash distributions as follows from the Sale Proceeds:

- a. the parties with claims under the Administration Charge up to the full amount of the charge;
- b. the DIP Lender in respect of its claims under the DIP Lender’s Charge up to the full amount owing to the DIP Lender under the Commitment Letter, as amended from time to time;

- c. the Sales Advisor in respect of its claims under the Sales Advisor Charge, being \$395,000;
- d. CRA in respect of the Pre-Filing Source Deductions in the amount of \$220,478.01;
- e. the GoRight RSLA Claim in the amount of \$31,574.69; and
- f. BMO on account of its claims under its general security.

APPROVAL OF FEES

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Gowling WLG (Canada) LLP, as set out in the Fifth Report, the affidavits of Clark Lonergan sworn October 20, 2025 and Heather Fisher sworn October 20, 2025 (the "**Fee Affidavits**") are hereby approved.

TERMINATION OF CCAA PROCEEDINGS

7. **THIS COURT ORDERS** that, the Monitor shall serve an executed certificate in the form attached hereto as Schedule "A" (the "**Termination Certificate**") on the Service List in these CCAA Proceedings certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with these CCAA Proceedings have been completed, the within CCAA Proceedings shall be terminated without any other act or formality, save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA Proceedings or any action or steps taken by a Person pursuant thereto.

8. **THIS COURT ORDERS** that the termination of these CCAA Proceedings shall be effective as of the date of the Termination Certificate (the "**CCAA Termination Time**").

9. **THIS COURT ORDERS** that the Monitor is hereby directed to file a copy of the Termination Certificate with the Court as soon as is practicable following the service thereof on the Service List in these CCAA Proceedings.

DISCHARGE OF MONITOR

10. **THIS COURT ORDERS** that effective at the CCAA Termination Time, BDO shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time, provided that,

notwithstanding its discharge as Monitor, BDO shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA Proceedings following the CCAA Termination Time, as may be required or appropriate (the “**Monitor Incidental Matters**”).

11. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor’s discharge or the termination of these CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefits of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the TARIO, or any other Order of this Court in these CCAA Proceedings or otherwise, all of which are expressly continued and confirmed following and after the CCAA Termination Time, including in connection with any Monitor Incidental Matters and any actions taken by the Monitor following the CCAA Termination Time with respects to the Vendors and the Applicants or these CCAA Proceedings.

12. **THIS COURT ORDERS** that, effective upon the filing of the Termination Certificate, the Monitor (in its personal capacity and corporate capacity and in its capacity as the Monitor), its counsel, the Sales Advisor, and each of their respective affiliates, officers, directors, partners, employees and agents, as applicable (collectively, the “**Monitor Released Parties**”) are hereby released and forever discharged from any and all Claims that may be made against the Monitor Released Parties that relate to or arise out of any act, omission, transaction, dealing or other occurrence, on or before the date the Termination Certificate is filed with the Court in respect of these CCAA Proceedings, including in carrying out any Monitor Incidental Matters or carrying out the terms of any Order granted in these CCAA Proceedings (collectively, the “**Monitor Released Claims**”), and any such Monitor Released Claims are hereby irrevocably and permanently released, stayed, extinguished, and forever barred and the Monitor Released Parties shall have no liability in respect thereof, save and except for any gross negligence or wilful misconduct on the part of the Released Parties.

BANKRUPTCY MATTERS

13. **THIS COURT ORDERS** that the sole director of ResidualCo may resign following ResidualCo’s assignment into bankruptcy and such resignation is hereby authorized and ratified.

GENERAL

14. **THIS COURT ORDERS** that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of their powers and duties hereunder.

15. **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 Applicants, 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 Applicants 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Time on the date of this Order without any need for entry and filing.



SCHEDULE "A"**FORM OF TERMINATION CERTIFICATE**

Court File No. CV-25-00741419-00CL

**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 1001343933 ONTARIO INC. AND
YARFIELD SERVICES LIMITED (collectively, the "Applicants")****CCAA TERMINATION CERTIFICATE**

1. BDO Canada Limited ("**BDO**") was appointed as monitor of Earth Boring Co. Limited ("**EBCL**"), Yarbridge Holdings Inc. ("**Yarbridge**"), Trolan Investments Ltd. ("**Trolan**"), and Yarfield Services Limited ("**Yarfield**"), the original Applicants in the within proceedings commenced under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") pursuant to an initial order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated April 17, 2025, as amended and restated by orders of this Court, (as amended and restated, the "**TARIO**").
2. Pursuant to the Approval and Reverse Vesting Order granted on September 15, 2025 (the "**RVO**"), EBCL, Yarbridge and Trolan ceased to be Applicants in these CCAA Proceedings and 1001343933 Ontario Inc ("**ResidualCo**") was added as an Applicant in these CCAA Proceedings.
3. The Transactions described in the Subscription Agreement closed on September 17, 2025, upon delivery of the Monitor's Closing Certificate.
4. Pursuant to an Order of this Court date October 29, 2025 (the "**CCAA Termination Order**"), among other things, BDO shall be discharged as the Monitor in these CCAA Proceedings shall be terminated upon the service of this Termination Certificate on the Service List in these CCAA Proceedings, in accordance with the terms of the CCAA Termination Order.

5. All capitalized terms not otherwise defined herein shall have the meanings given to them in the Fifth Report, the Supplemental Fifth Report, the TARIO, the RVO or the Termination Order, as applicable.

THE MONITOR CERTIFIES the following:

6. To the knowledge of the Monitor, all matters to be attended to in connection with these CCAA Proceedings (Court File No. CV-25-00741419-00CL) have been completed.

The CCAA Termination Time will occur upon service of the Termination Certificate by the Monitor on the Service List in these CCAA Proceedings.

DATED at Toronto, Ontario this _____ day of _____, 2025.

**BDO CANADA LIMITED solely in its
capacity as Receiver of the Property,
and not in its personal capacity**

Name:
Title:

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
1001343933 ONTARIO INC. AND YARFIELD SERVICES LIMITED

Court File No. CV-25-00741419-00CL

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

ORDER
(DISTRIBUTION AND ANCILLARY RELIEF)

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