Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

– and –

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

MOTION RECORD
(Returnable on October 8, 2025)

September 29, 2025

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver,
BDO Canada Limited

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Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

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– and –

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

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Appendix "C"	Affidavit of Jason Spetter sworn October 16, 2023
Appendix "D"	Affidavit of Dominique Michaud sworn October 12, 2023
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Appendix "F"	National Bank of Canada Payout Statement dated October 12, 2023
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4	Blackline Draft Discharge Order to Model Discharge Order

TAB 1

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, RSO 1990, c. C43, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and –

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

NOTICE OF MOTION

(returnable October 8, 2025)

BDO CANADA LIMITED ("**BDO**"), in its capacity as Court-appointed receiver and manager (in such capacity, the "**Receiver**"), without security, of all of the undertaking, property and assets of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc. ("**Oakdale**"), Nimbus Water Systems Inc. ("**Nimbus Water**"), 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively, the "**Nimbus Group**") will make a motion before Justice Kimmel of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on October 8**,** 2025 at 10:00am, or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard

[ ] In writing under subrule 37.12.1(1)

[ ] In writing as an opposed motion under subrule 37.12.1(4);

[ ] In person;

[ ] By telephone conference;

[X] By video conference.

THE MOTION IS FOR:

1. An order, in substantially the form attached at Tab 3 of the Motion Record of the Receiver dated September 29, 2025 that, among other things:

   (i) approves the Fourth Report of the Receiver dated September 29, 2025 (the "**Fourth Report**") and the actions and activities of the Receiver as set out in the Fourth Report;

   (ii) approves the Receiver's interim statement of receipts and disbursements of the Nimbus Group for the period August 23, 2021, to September 24, 2025 (the "**Interim R&D**");

   (iii) approves the fees and disbursements of the Receiver and its counsel Thornton Grout Finnigan LLP ("**TGF**"), Lipman Zener Waxman LLP ("**LZW**") and Robins Appleby LLP ("**Robins**");

   (iv) approves and authorizes the Receiver to pay the Remaining Costs (as defined in the Fourth Report) from the available cash on hand without further approval of the Court;

   (v) authorizes the Receiver to transfer the remaining funds in the Nimbus Group, if any, to the respective bankruptcy estates;

(vi) discharges the Receiver upon completion of the Remaining Activities (as defined in the Fourth Report) and terminates the Receiver's Charge and the Receiver's Borrowing Charge, as provided for in the Receivership Order, and subject to the Receiver filing a discharge certificate (the "**Discharge Certificate**") confirming the same with the Court;

(vii) grants such other relief as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

Background

2. By Order of the Court dated August 23, 2021, BDO was appointed Receiver of the assets, properties and undertakings of the Nimbus Group, including the lands and premises of Oakdale municipally known as 112 Oakdale Road, Toronto, Province of Ontario (the "**Real Property**").

3. The Nimbus Group was a Canadian privately owned and operated group of companies that provided sales, installation, and service of water treatment systems for residential, commercial, and industrial clients across Canada. Approximately 50 full-time and part-time employees were employed by the Nimbus Group at the commencement of the Receivership Proceedings. Mr. Peter Bozzo was the sole officer and director of each of the companies within the Nimbus Group.

4. Nimbus Water was the operating company and conducted business predominantly from a 35,413 square foot leased facility located at 112 Oakdale Road, North York, Ontario (the "**Real Estate**"). The Real Estate was owned by Oakdale. Nimbus Water also maintained

operations, inventory, vehicles, and employees in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, and Nova Scotia.

5. On December 6, 2021 the Receiver closed a sale transaction in respect of the business and assets of the Nimbus Group and received the full purchase price, being $13 million.

6. Pursuant to an Order dated January 7, 2022, the Receiver executed and filed articles of reorganization changing the legal name of Nimbus Water Systems Inc. to 1966578 Ontario Inc. Oakdale was assigned into bankruptcy on January 13, 2022.

7. Since the date of the last report of the Receiver, the Receiver, among other things:

   (i) completed the administration of the Wage Earners Protection Program;

   (ii) repaid the Receiver's borrowings of $100,000 to the Applicant;

   (iii) made distributions to the Applicant in full satisfaction of its indebtedness;

   (iv) paid distributions and resolved issues pertaining to the Reserved Vehicles (as defined in the Fourth Report);

   (v) completed the filing of all required sales tax, corporate income tax and worker's compensation returns in all provincial jurisdictions wherein the Nimbus Group operated;

   (vi) coordinated a payroll review and sales tax audit with the Canada Revenue Agency and remitted the payroll tax owing; and

   (vii) coordinated a payroll review with Revenu Quebec and remitted the payroll tax owing.

Approval of Interim Statement of Receipts and Disbursements

8. The Interim R&D for the period from August 23, 2021, to September 24, 2025 had total

receipts of $15,964,654.03, and total disbursements of $15,929,123.80. As of September 24, 2025, the net receipts over disbursements was $35,530.23.

Approval of Activities and Fees

9. Pursuant to paragraph 19 of the Receivership Order, any expenditure or liability which shall properly be made or incurred by the Receiver, including the fees and disbursements of the Receiver and the fees and disbursements of the Receiver's legal counsel, constitute part of the Receiver's Charge.

10. The fees and disbursements of the Receiver for the period of January 1, 2022, to September 19, 2025 total $152,419.67. In addition, the Receiver estimates an accrual of not more than $16,950.00 inclusive of applicable taxes to complete its administration to the filing of its Discharge Certificate.

11. TGF's fees for the period from January 1, 2022, to September 24, 2025 total $103,971.08. Additionally, TGF estimates an accrual of not more than $16,950.00 inclusive of applicable taxes to assist the Receiver through to the filing of its Discharge Certificate.

12. LZW's fees to January 14, 2022 total $2,034.00 and Robins' fees for the period January 17, 2022, to October 12, 2023 total $14,482.65.

13. The Receiver is of the view that its fees and disbursements, as well as those of the Receiver's legal counsel, are reasonable.

14. The Receiver anticipates that the further fees and disbursements of the Receiver and TGF in connection with the completion of the Remaining Activities (as defined in the Fourth Report) will not exceed $33,900.00.

Remaining Activities and Discharge of Receiver

15. Subject to the Remaining Activities described in the Fourth Report, the Receiver has realized on substantially all of the Property and the administration of the estate is substantially complete. As a result, it is appropriate to discharge the Receiver and terminate the Receiver's Charge and the receivership proceedings upon the filing of the Discharge Certificate with the Court.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

16. The Fourth Report, and the exhibits thereto; and

17. Such further and other evidence as counsel may advise and this Court may permit.

September 29, 2025

THORNTON GROUT FINNIGAN LLP
100 Wellington St. West
Suite 3200
TD West Tower, Toronto-Dominion Centre
Toronto, ON M5K 1K7

Leanne Williams (LSO# 41877E)
Email: lwilliams@tgf.ca

Tel: 416 304-1616
Fax: 416-304-1313

Lawyer for the Court-appointed Receiver

TO: SERVICE LIST

SERVICE LIST
(As at September 29, 2025)

TO:	**THORNTON GROUT FINNIGAN LLP** TD West Tower, Toronto-Dominion Centre 100 Wellington Street West, Suite 3200 Toronto, ON M5K 1K7 Fax: (416) 304-1313 **Leanne M. Williams** Tel: (416) 304-0060 Email: lwilliams@tgf.ca Lawyers for the Court-appointed Receiver
AND TO:	**CAPO SGRO LLP** 7050 West Road Suite 400 Woodbridge, ON L4L 8G7 Fax: (905) 850-7050 **Erica D. Cappello** Tel: (905) 850-7000 Email: ecappello@csllp.ca Lawyers for the Respondents and Panagioti (Peter) Bozzo
ANDN TO:	**GILMOUR BARRISTERS PROFESSIONAL CORPORATION** 1 Royce Avenue, #3 Brampton ON Fax: (905) 866-5177 **William R. Gilmour** Tel: (905) 451-6682 Email: bill@wgilmour.ca Lawyers for the Respondents and for Peter Bozzo

AND TO:	**BDO CANADA LIMITED** 20 Wellington Street East, Suite 500 Toronto, ON M5E 1C5 Fax: (416) 865-0904 **Josie Parisi** Tel: (416) 865-0210 Email: jparisi@bdo.ca **Matthew Marchand** Tel: (416) 865-0111 Email: mmarchand@bdo.ca Court-appointed Receiver
AND TO:	**CHAITONS LLP** 5000 Yonge Street, 10th Floor Toronto, ON M2N 7E9 **Harvey Chaiton** Tel: (416) 218-1129 Email: harvey@chaitons.com Lawyers for JLHD Investments Inc. (PPSA registrant)
AND TO:	**DENTONS CANADA LLP** 77 King Street West, Suite 400 Toronto-Dominion Centre Toronto, ON M5K 0A1 Fax: (416) 863-4592 **Elaine Gray** Tel: (416) 863-4775 Email: elaine.gray@dentons.com **Mark A. Freake** Tel: (416) 863-4456 Email: mark.freake@dentons.com Lawyers for Mercedes-Benz Financial Services Canada Corporation

AND TO:	**HIS MAJESTY THE KING IN THE RIGHT OF THE PROVINCE OF BRITISH COLUMBIA** 1802 Douglas Street, 6th Floor Victoria, BC V8T 4K6 **c/o Jon Rielly (Receivables Management Office)** Fax: 1 (250) 356-1090 Email: Jon.Rielly@gov.bc.ca Crown charge registration pursuant to Provincial Sales Tax (British Columbia)
AND TO:	**KRMC LLP** 25 Sheppard Avenue West – Suite 1100 Toronto, ON M2N 6S6 **Ron Aisenberg** Tel: (416) 218-5616 Email: raisenberg@krmc-law.com Lawyers for the Bank of Nova Scotia
AND TO:	**FORD CREDIT CANADA COMPANYPO** Box 2400 Edmonton, AB T5J 5C7 Tel: 1 (877) 636-7346 **c/o LEGAL DEPARTMENTE.C. (Lisa) Kozma** Legal Counsel Tel: (905) 845-2511 Email: lkozma@ford.com PPSA registrant (Ontario)
AND TO:	**DEPARTMENT OF JUSTICE (CANADA)** Ontario Regional Office 120 Adelaide Street West, Suite 400 Toronto, ON M5H 1T1 Tel.: 613-795-9021 Email: AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca

AND TO:	**MINISTER OF FINANCE** **INSOLVENCY UNIT** 6th Floor, 33 King Street West Oshawa, ON L1H 8H5 **Leslie Crawford** Tel: (905) 433-5657 Email: leslie.crawford@ontario.ca **Insolvency Unit** Email: insolvency.unit@ontario.ca
AND TO:	**MITCHELL & ASSOCIATES** 420 Kildare Road Suite 201 Windsor, ON N8Y 3G4 Fax: (519) 253-6941 **Bruce R. Mitchell** Tel: (519) 253-1226 Email: bruce@mitchell77.com Lawyer for Ford Credit Canada Company

EMAIL SERVICE LIST

lwilliams@tgf.ca; ecappello@csllp.ca; bill@wgilmour.ca; jparisi@bdo.ca; mmarchand@bdo.ca; harvey@chaitons.com; elaine.gray@dentons.com; mark.freake@dentons.com; Jon.Rielly@gov.bc.ca; raisenberg@krmc-law.com; lkozma@ford.com; AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca; leslie.crawford@ontario.ca; insolvency.unit@ontario.ca; bruce@mitchell77.com

IN THE MATTER OF section 243(1) of the Bankruptcy and Insolvency Act, RSC 1985, c. B-3, as amended and section 101 of the Courts of Justice Act, RSO 1990, c. C43, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

NOTICE OF MOTION
(Returnable October 8, 2025)

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Leanne Williams (LSO# 41877E)
Email: lwilliams@tgf.ca

Lawyer for the Court-appointed Receiver

TAB 2

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial list)

IN THE MATTER OF AN APPLICATION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS AMENDED; AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and –

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

FOURTH REPORT TO THE COURT OF BDO CANADA LIMITED, IN ITS CAPACITY AS COURT APPOINTED RECEIVER OF THE NIMBUS GROUP

September 29, 2025

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B	Affidavit of Leanne Williams sworn September 26, 2025
C	Affidavit of Jason Spetter sworn October 16, 2023
D	Affidavit of Dominique Michaud sworn October 12, 2023
E	Interim Statement of Receipts and Disbursements dated September 24, 2025
F	National Bank of Canada Payout Statement dated October 12, 2023

INTRODUCTION

1. This report dated September 29, 2025 (the "**Fourth Report**") is filed by BDO Canada Limited ("**BDO**") in its capacity as the receiver and manager (the "**Receiver**") of the property, assets and undertakings (collectively, the "**Property**") of Nimbus Environmental Solutions Inc. ("**Environmental**"), Oakdale Enterprises Inc. ("**Oakdale**"), Nimbus Water Systems Inc. ("**Nimbus Water**"), 365 Pro Installations Inc. ("**365 Pro**"), 2242462 Ontario Limited ("**224**") and Water Filter Cart Inc. ("**Water Filter**" and together with Environmental, Oakdale, Nimbus Water, 365 Pro, and 224 the "**Nimbus Group**" or the "**Company**"). BDO was appointed as Receiver on August 23, 2021, on application by National Bank of Canada (the "**Bank**") pursuant to an order of the Honourable Justice Hainey (the "**Receivership Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**").

2. On September 13, 2021, Mr. Justice Cavanagh issued an order (the "**September Order**")[1], *inter alia*:

   (a) approving the First Report of the Receiver dated September 8, 2021;

   (b) increasing the Receiver's Borrowing Charge to $250,000;

   (c) approving the Receiver's proposed sales and investment solicitation process;

   (d) approving the stalking horse purchase agreement between the Receiver and the Stalking Horse Bidder;

   (e) directing certain parties in possession of the Related Party Vehicles or Passcodes to return same to the Receiver on or before September 17, 2021;

   (f) directing Kimolla Blair to return the funds of the Nimbus Group in her possession to the Receiver on or before September 17, 2021; and

   (g) authorizing the Receiver to file an assignment in bankruptcy on behalf of any member of the Nimbus Group.

3. On November 12, 2021, Madam Justice Conway issued two orders (the "**November Orders**")[2], *inter alia*:

---

[1] All capitalized terms not expressly defined in this paragraph are defined, and have the meanings set forth in the September Order.

[2] All capitalized terms not expressly defined in this paragraph are defined, and have the meanings set forth in the November Orders.

(a) approving the sale transaction between the Receiver and the Stalking Horse Bidder and vesting the Purchased Assets in and to In-Store and 100 Ontario (collectively, the "**Purchaser**") pursuant to the Sale Agreement; and

(b) approving the Second Report of the Receiver dated November 2, 2021 (the "**Second Report**"), the fees and disbursements of the Receiver and its counsel and the Receiver's activities as detailed therein.

4. On January 7, 2022, Mr. Justice McEwen issued an order authorizing the Receiver to execute and file articles of reorganization and such other documents required to change the legal name of Nimbus Water Systems Inc. to 1966578 Ontario Inc. (the "**Name Change Order**") as required by the Sale Agreement.

5. On January 18, 2022, Mr. Justice McEwan issued an order (the "**January Order**"), *inter alia*:

(a) approving an interim distribution to the Bank in the amount of $12,090,000;

(b) authorizing the Receiver to make future distributions to the Bank up to the amount of the indebtedness owing to the Bank;

(c) approving distributions to Tricor Lease & Finance ("**Tricor**") and the Bank of Nova Scotia ("**BNS**") in full and final satisfaction for all amounts owing in respect of certain vehicle leases;

(d) directing the Receiver to establish a reserve in the amount of $60,706.55 (the "**Distribution Reserve**") representing the proceeds of sale received in respect of certain vehicles (the "**Reserved Vehicles**") and authorizing the Receiver to make future distributions from the Distribution Reserve in respect of the Reserved Vehicles;

(e) directing the Receiver to establish a reserve in the amount of $85,000 (the "**BNS Reserve**") in favour of BNS until the Receiver and BNS agree on the amount that is to be allocated from the proceeds of sale to BNS or until further order of the Court; and

(f) approving the Third Report of the Receiver dated January 12, 2022 (the "**Third Report**"), the fees and disbursements of the Receiver and its counsel and the Receiver's activities as detailed therein.

6. This Fourth Report and all other court materials and orders issued and filed in this receivership proceeding (the "**Receivership Proceedings**") are available on the Receiver's case website at:

https://www.bdo.ca/en-ca/extranets/nimbusgroup/ and will remain available on the website for a period of six (6) months following the Receiver's discharge.

PURPOSE OF THE REPORT

7. The purpose of this Fourth Report is to provide the Court with an update regarding the Receivership Proceedings and recommend that the Court make an order:

   (a) approving this Fourth Report and the actions and activities of the Receiver described herein;

   (b) approving the Receiver's interim statement of receipts and disbursements of the Nimbus Group for the period August 23, 2021, to September 24, 2025 (the "**Interim R&D**");

   (c) approving the fees and disbursements of the Receiver and its counsel Thornton Grout Finnigan LLP ("**TGF**"), Lipman Zener Waxman LLP ("**LZW**") and Robins Appleby LLP ("**Robins**");

   (d) approving and authorizing the Receiver to pay the Remaining Costs (as defined herein) from the available cash on hand without further approval of the Court;

   (e) authorizing the Receiver to transfer the remaining funds in the Nimbus Group, if any, to the respective bankruptcy estates; and

   (f) discharging the Receiver upon completion of the Remaining Activities (as defined herein) and terminating the Receiver's Charge and the Receiver's Borrowing Charge, as provided for in the Receivership Order, and subject to the Receiver filing a discharge certificate (the "**Discharge Certificate**") confirming the same with the Court.

SCOPE AND TERMS OF REFERENCE

8. This Fourth Report has been prepared for this Court and the Nimbus Group's stakeholders to provide general information relating to the Company and to assist the Court in making a determination on whether to grant the relief sought herein. Accordingly, the reader is cautioned that this Fourth Report may not be appropriate for any other purpose.

9. Except as otherwise described in this Fourth Report, the Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the Chartered Professional Accountants of Canada Handbook. The Receiver expresses no opinion or other form of assurance with respect to such information except as expressly stated herein.

10. Capitalized terms used herein and not defined in this Fourth Report shall have the meaning ascribed to them in the Receivership Order, the September Order, the November Orders, the January Order or the Receiver's First, Second and Third Reports.

11. All monetary amounts contained herein are expressed in Canadian dollars unless otherwise noted.

BACKGROUND

12. The Nimbus Group was a Canadian privately owned and operated group of companies that provided sales, installation and service of water treatment systems for residential, commercial and industrial clients across Canada. Approximately 50 full and part time employees were employed by the Nimbus Group at the commencement of the Receivership Proceedings. Mr. Peter Bozzo was the sole officer and director of each of the companies within the Nimbus Group.

13. Nimbus Water was the operating company and conducted business predominately from a 35,413 square foot leased facility located at 112 Oakdale Road, North York, Ontario (the "**Real Estate**"). The Real Estate was owned by Oakdale. Nimbus Water also had operations, inventory, vehicles and employees in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec and Nova Scotia.

14. Environmental is the sole shareholder of Nimbus Water. The Receiver understands that the operations of Water Filter, 365 Pro and 224 were dormant at the commencement of the Receivership Proceedings.

15. On December 6, 2021 (the "**Closing Date**") the Receiver closed the Sale Transaction with the Purchaser and received the full purchase price, being $13 million, pursuant to the Sale Agreement.

16. Pursuant to the September Order the Receiver assigned Oakdale into bankruptcy on January 12, 2022.

17. As at the date of this Fourth Report, all of the assets of the Nimbus Group have been realized and the administration of these Receivership Proceedings are essentially complete with the exception of the Remaining Activities as detailed herein.

RECEIVER'S ACTIVITIES

18. Since the date of the Third Report, the Receiver has:

    (a) pursuant to the Name Change Order, completed the name change from Nimbus Water Systems Inc. to 1966578 Ontario Inc. ("**196 Ontario**");

(b) Pursuant to the September Order, assigned 196 Ontario into bankruptcy on January 13, 2022;

(c) completed the administration of the Wage Earners Protection Program ("**WEPP**") including the distribution of $14,971.30 to the Receiver General of Canada on account of the WEPP secured obligation;

(d) repaid the Receiver's borrowings of $100,000, plus interest of $149.31, to the Bank;

(e) made an interim distribution of $11,989,850.69 to the Bank pursuant to the January Order;

(f) made a final distribution of $241,612.65 to the Bank pursuant to the January Order in full satisfaction of its indebtedness;

(g) paid distributions totaling $91,445.83 to Tricor and BNS pursuant to the January Order;

(h) engaged with legal counsel and resolved issues pertaining to distributions relating to the Reserved Vehicles;

(i) paid distributions to certain vehicle lessors from the Distribution Reserve and the BNS Reserve as detailed herein;

(j) completed the filing of all required sales tax, corporate income tax and worker's compensation returns in all provincial jurisdictions wherein the Nimbus Group operated;

(k) coordinated a payroll review and sales tax audit with the Canada Revenue Agency ("**CRA**") and remitted the payroll tax owing;

(l) coordinated a payroll review with Revenu Quebec ("**RQ**") and remitted the payroll tax owing;

(m) coordinated with the Purchaser and resolved inquiries from vendors and creditors regarding the Sale Transaction and account balances;

(n) engaged with legal counsel regarding potential marshalling arguments made by JLHD Investments Inc.;

(o) prepared interim reports pursuant to s.246.2 of the *Bankruptcy and Insolvency Act* ("**BIA**"); and

(p) prepared this Fourth Report.

CREDITOR CLAIMS RANKING IN PRIORITY TO NATIONAL BANK

Vehicle Lessors

19. Pursuant to the January Order, the Receiver maintained the Distribution Reserve and the BNS Reserve until: (i) the Receiver was able to obtain sufficient information to determine if the indebtedness in respect of the Reserved Vehicles ranked in priority to the Bank and statements of indebtedness with respect to the Reserved Vehicles; and (ii) such time as the Receiver and BNS agreed to the amount that was to be allocated to BNS from the proceeds of sale from the Reserved Vehicles.

20. Once the Receiver received the necessary information to determine the indebtedness owing and the priority of claims with respect to the Reserved Vehicles it: (i) paid the reserve amounts set out in Schedule 'B' of the January Order to Ford Credit Canada and to the Royal Bank of Canada; and (ii) on February 24, 2022 entered into a settlement with BNS in the total amount of $20,000 in full and final satisfaction of the amounts being claimed by BNS.

21. As all disputes pertaining to the Reserved Vehicles have been resolved, the Receiver is no longer maintaining either the Distribution Reserve or the BNS Reserve.

Employees

22. Nimbus Water was the sole entity within the Nimbus Group that had employees. As at the date of the Receivership Order, certain employees of the Company were owed amounts for unpaid wages and vacation pay, which were subject to a secured claim in the estate under s.81.4 of the BIA (the "**Wage Priority**"). The Receiver administered the WEPP and paid the Wage Priority, amounting to $69,623.86, to the Receiver General.

23. Pursuant to the Sale Agreement, the Purchaser assumed the liabilities of the employees who were offered and accepted employment with the Purchaser. As such, the Purchaser reimbursed the estate $54,652.56, being the portion of the employee secured claims paid by the Receiver to the Receiver General in respect of the Wage Priority. Accordingly, the net amount paid by the Receiver pertaining to secured employee claims totaled $14,971.30.

Trust Claims

24. The CRA has completed a review of the Company's payroll records (the "**CRA Payroll Review**"). The CRA Payroll Review determined that the Company failed to remit a total of $3,008.84 to the CRA on account of the *Canada Pension Plan* obligations. Accordingly, the Receiver has remitted this amount to the CRA to satisfy the obligation.

25. The RQ has completed a review of the Company's payroll records (the "**RQ Payroll Review**"). The RQ Payroll Review determined that the Company failed to remit a total of $2,347.48 to the RQ on account of the *Quebec Pension Plan* obligations. Accordingly, the Receiver has remitted this amount to RQ to satisfy the obligation.

FEES AND DISBURSEMENTS

26. Pursuant to paragraph 19 of the Receivership Order, any expenditure or liability which shall properly be made or incurred by the Receiver, including the fees and disbursements of the Receiver and the fees and disbursements of the Receiver's legal counsel, constitute part of the Receiver's Charge.

27. The Receiver's fees for the period January 1, 2022, to September 19, 2025 were $134,589.50 plus disbursements of $295.15 and HST of $17,535.02 for a total of $152,419.67. Additionally, the Receiver estimates an accrual of not more than $16,950.00 inclusive of applicable taxes to complete its administration to the filing of its Discharge Certificate. The time spent by the Receiver's professionals, as well as the above accrual, is detailed in the Affidavit of Matthew Marchand sworn September 24, 2025, a copy of which is attached hereto as **Appendix "A".** The Receiver is requesting that the Court approve its total fees and disbursements, inclusive of the fee accrual and applicable taxes in the amount of $169,369.67.

28. TGF's fees for the period January 1, 2022 to September 24, 2025 were $90,348.00 plus disbursements of $1,769.87 and HST of $11,853.21, for a total of $103,971.08. Additionally, TGF estimates an accrual of not more than $16,950.00 inclusive of applicable taxes to assist the Receiver through to the filing of its Discharge Certificate. The time spent by TGF's professionals, as well as the above accrual, is detailed in the affidavit of Leanne Williams sworn September 26, 2025, a copy of which is attached as **Appendix "B"**. The Receiver is requesting that the Court approve TGF's total fees and disbursements, inclusive of the fee accrual and applicable taxes in the amount of $120,921.08.

29. LZW's fees to January 14, 2022, were $1,800.00 plus HST of $234.00, for a total of $2,034.00, as set out in the affidavit of Jason Spetter sworn October 16, 2023, a copy of which is attached as **Appendix "C"**. The Receiver is requesting that the Court approve LZW's total fees and disbursements, inclusive of applicable taxes in the amount of $2,034.00.

30. Robins' fees for the period January 17, 2022, to October 12, 2023, were $12,816.50 plus HST of $1,666.15, for a total of $14,482.65, as set out in the affidavit of Dominque Michaud sworn October 12, 2023, a copy of which is attached as **Appendix "D"**. The Receiver is requesting that the Court

approve Robins' total fees and disbursements, inclusive of applicable taxes in the amount of $14,482.65.

31. The Receiver respectfully submits that the Receiver's fees and disbursements, and those of TGF, LZW and Robins, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Receivership Order.

INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

32. Attached as **Appendix "E"** is the Interim R&D. The Interim R&D reports net receipts over disbursements from the date of the Receiver's appointment to September 24, 2025. The net receipts over disbursements total $35,530.23**.**

33. Total receipts of $15,964,654.03 primarily relate to the net proceeds received in relation to the Sale Transaction, collection of accounts receivable and the sale of inventory and services while the Receiver was operating the Company.

34. Total disbursements over the same period of $15,929,123.80 primarily relate to the distributions made to the Bank and creditors with claims ranking in priority to the Bank, professional fees, employee wages, inventory purchases, and security personnel.

35. Additionally, there will be professional fees for the Receiver and its legal counsel to complete the administration of the Receivership Proceedings which aggregate costs inclusive of applicable sales taxes are estimated not to exceed $33,900.00 (the "**Remaining Costs**"). The Receiver seeks approval to pay the Remaining Costs of $33,900.00.

DISTRIBUTIONS TO NATIONAL BANK

36. As detailed in the Third Report, the Receiver obtained an independent legal opinion from LZW as to the validity and enforceability of the Bank's security. Subject to the usual qualifications and assumptions, LZW was of the opinion that the Bank's security creates legal, valid and binding obligations of the Nimbus Group in favour of the Bank enforceable in accordance with their terms. A copy of the LZW opinion was attached to the Third Report.

37. Following the interim distribution payment of $11,989,850.69, the remaining obligations of the Nimbus Group to the Bank, including interest charges to October 12, 2023, totaled $241,612.65 plus per diem interest accruing at $1.73 (the "**Remaining NBC Secured Indebtedness**") as reflected in the payout statement provided by the Bank to the Receiver attached as **Appendix "F"**.

38. The Receiver paid, pursuant to the January Order, a final distribution in the amount of $241,612.65 with the remaining cash on hand to the Bank in full and final satisfaction of the amounts owing to the Bank.

RECEIVER'S DISCHARGE

39. Upon completing the below activities (collectively, the "**Remaining Activities**"), the Receiver will have essentially completed the administration of the Receivership Proceedings. The Remaining Activities include:

    (a) payment of all Remaining Costs, together with any final estate expenses;

    (b) filing HST returns up to the Receiver's discharge;

    (c) transferring any funds remaining in the Nimbus Group, if any, to the respective bankruptcy estates;

    (d) issuing the Receiver's final reports and statements of receipts and disbursements pursuant to s.246(3) of the BIA; and

    (e) filing the Receiver's Discharge Certificate.

40. Upon completion of the Remaining Activities, the Receiver will have realized on the Property and completed its statutory duties as well as the duties set out in the Receivership Order and all subsequent orders of the Court. Accordingly, the Receiver is of the view that it is appropriate to seek an order of the Court discharging and releasing the Receiver upon the filing of the Discharge Certificate with the Court certifying that all of the Remaining Activities have been completed.

SUMMARY AND RECOMMENDATIONS

41. Based on the foregoing, the Receiver recommends that the Court grant an Order:

    (a) approving this Fourth Report and the actions and activities of the Receiver detailed herein;

    (b) approving the Receiver's Interim R&D;

    (c) approving the fees and disbursements of the Receiver and its counsel TGF, LZW and Robins;

    (d) approving and authorizing the Receiver to pay the Remaining Costs;

(e) approving the authorization of the Receiver to transfer the remaining funds in the Nimbus Group, if any, to the respective bankruptcy estates; and

(f) discharging the Receiver upon completion of the Remaining Activities and terminating the Receiver's Charge and the Receiver's Borrowing Charge, as provided for in the Receivership Order and subject to the Receiver filing the Discharge Certificate with the Court.

All of which is respectfully submitted this 29th day of September, 2025.

BDO CANADA LIMITED,
in its capacity as the Court-appointed Receiver of
Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. and not in its personal or corporate capacity

Per: 

Name: Josie Parisi, CPA, CA, CBV, CIRP, LIT
Title: Senior Vice-President

APPENDIX “A”

Affidavit of Matthew Marchand sworn September 24, 2025

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF AN APPLICATION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS AMENDED; AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and –

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

AFFIDAVIT OF MATTHEW MARCHAND
(sworn September 24, 2025)

I, **MATTHEW MARCHAND**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Senior Vice President of BDO Canada Limited ("**BDO**"), court appointed receiver of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively the "**Nimbus Group**"), and as such have knowledge of the matters hereinafter deposed.

2. On August 23, 2021, BDO was appointed as Receiver of the Nimbus Group pursuant to an order of the Honourable Justice Hainey.

3. I confirm the amount of $152,419.67 accurately reflects the time charges, fees and disbursements inclusive of applicable taxes incurred by BDO in its capacity as Receiver from January 1, 2022, to September 19, 2025. Attached hereto as **Exhibits "A"**, **"B"**, **"C"**, **"D"**, **"E"**, **"F"**, **"G"**, and **"H"** are true copies of the accounts rendered for the above period by BDO in its capacity as Receiver.

4. The Receiver also requests that the Court approve future professional fees estimated at up to $15,000 plus HST of $1,950, for a total of $16,950, which may be incurred by the Receiver to complete its mandate and obtain its discharge.

5. I consider the amounts disclosed for BDO's fees and expenses to be fair and reasonable considering the circumstance connected with the Receiver's appointment.

6. This affidavit is sworn in support of the Receiver's motion for, among other things, approval of its fees and disbursements and those of its legal representatives and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 24th day of September 2025

Commissioner for Taking Affidavits, *etc*

Matthew Marchand, CPA, CMA, CIRP, LIT

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

This is **Exhibit "A"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025

A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
April 12, 2022	#CINV1673073

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from January 1, 2022 to January 31, 2022 as described below:

Our Fee	$41,415.00
Disbursements:	
Fuel Card	277.88
Subtotal	41,692.88
HST - 13.00% (#R101518124)	5,420.07
BALANCE DUE	**$47,112.95**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	16.10	525.00	8,452.50
M. Marchand, Partner	33.40	525.00	17,535.00
K. Cheng, Sr. Associate	34.05	250.00	8,512.50
T. Montesano, Administrator	2.00	150.00	300.00
Bookkeeping and Admin support	42.50	150.00	6,375.00
Total	128.05		$41,415.00

BDO Canada Limited is an affiliate of BDO Canada LLP. BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Date	Professional	Description	Hrs.
2022-01-03	Josie Parisi	Review emails: Send email to Instore regarding payments not processed.	0.2
2022-01-04	Josie Parisi	Prepare third report of receiver.	5.4
2022-01-04	Matthew Marchand	Review banking activity: Matters related to insurance and correspondence with R. Juma; Matters related to customer request for damages; Review engagement status and action items; Correspondence with J. Parisi re estate funds and creditor claims; Provide direction to D. Zheng re same; Review cheque requisitions; Correspondence with K. Cheng re CRA, sales tax filings, lease payments, general ledger postings and statement of receipts and disbursements; Review and revise court report.	2.6
2022-01-04	Tony Montesano	Enter TIF; Update WEPP excel tracking.	0.4
2022-01-04	Kendric Cheng	Prepare cheque requisitions for lease buyout; Review credit card transactions, prepare documents for approval; Review emails relating to creditors, suppliers and vendors; Review outstanding invoices and customer statements; Prepare deposit slips for deposits into the bank over the holiday; Prepare cheque requisition for Wire to In-Store; Review cheques and mail received.	5.2
2022-01-05	Josie Parisi	Call with NBC to walk through draft court report.	0.8
2022-01-05	Matthew Marchand	Teleconference with counsel and J. Parisi re court report and related matters; Correspondence with K. Cheng re vehicle payouts, receipts and disbursements; Correspondence with D. Zheng re WEPPA; Email correspondence with R. Juma re insurance claim; Sign cheque; Email correspondence re closing price readjustment; Sign deposit slips and cheque requisition; Email correspondence with counsel re assignment agreements and related matters; Draft email to F. Vitale re assignment agreement; Review invoice; Draft fee affidavit.	2.1
2022-01-05	Kendric Cheng	Review estate bank statement; Review GL reports; Prepare receipts and disbursements ("R&D") schedule for court report; Email with leasing company re vehicle payouts; review banking activity.	5.3

Date	Professional	Description	Hrs.
2022-01-06	Matthew Marchand	Correspondence with TTC re assignment agreement; Correspondence with L. Williams re same; Correspondence with A. Mujuri re customer damages claim; Correspondence with K. Cheng re receipts and disbursements; Matters related to outstanding vendor invoices; Review email and attachments from A. Driedger re name change order and affidavit; Correspondence with J. Parisi re updates and issues; Email correspondence with Canature re refund; Review outstanding fees and estimate of accrued and future costs; Call wit D. Zheng re cash flow and distribution analysis; Matters related to deposits and cheque requisitions; Correspondence with J. Parisi re distribution analysis and court report; Review receipts and disbursements.	3.5
2022-01-06	Kendric Cheng	call with M. Marchand re R&D update, revise R&D; Call with Nimbus vendors re outstanding invoices and status of receivership; Review the bank statement; Review water sample invoices received; Prepare cheque requisition for invoices; Review cheques received; Prepare deposit slips.	4.8
2022-01-07	Matthew Marchand	Sign cheque requisitions; Sign deposit slips; Review National Bank payout statement; Correspondence with D. Zheng re distribution analysis; Matters related to invoice and fee affidavit; Review email correspondence re Payworks fees; Correspondence with D. Zheng re same; Email correspondence with M. Alma re TTC assignment agreement; Email correspondence re funds to transfer; Correspondence with K. Cheng re receipts and disbursements; Email correspondence with L. Williams re employee garnishment; Sign wire letters; Matters related to water vending profit sharing liabilities; Correspondence with J. Parisi re court report; Review email correspondence re name change order; Correspondence with D. Zheng re WEPP claims and vending machine collection liabilities; Teleconference with N. Ormond re commission affidavit.	3.1
2022-01-07	Josie Parisi	Prepare Nimbus 3rd report; Review Name Change Order issued by Justice McEwen.	3.1
2022-01-07	Kendric Cheng	Prepare cheque requisitions re invoices reviewed; Respond emails re creditors; Update vehicle equity schedule for new information received; Email exchange with Nimbus suppliers.	3.2
2022-01-10	Josie Parisi	Finalize court report and figures; Call with TGF to discuss report.	1.3

Date	Professional	Description	Hrs.
2022-01-10	Matthew Marchand	Email correspondence with L. Williams and K. Cheng re priority claims; Correspondence with T. Montesano re WEPPA; Correspondence and matters related to court report review and finalization; Review email from A. Driedger re issued order; Provide direction to K. Strank re website updates; Correspondence with K. Cheng re T4's and ROE's; Sign cheque requisitions; Teleconference with J. Parisi and counsel re court report finalization; Correspondence with K. Cheng re vehicle disbursements and distributions; Email correspondence re TTC assignment agreement.	2.8
2022-01-10	Kendric Cheng	Review emails received re vehicle equity; Review bank transaction activity; Review credit card payment processed; Update vehicle equity schedule.	2.1
2022-01-11	Josie Parisi	Changes to the 4th report of the Receiver.	0.6
2022-01-11	Matthew Marchand	Email correspondence with A. Driedger re distribution; Review email correspondence re banking activity and wire error; Matters related to customer damages claim; Sign cheque requisition; Review and revise draft order; Email correspondence and matters related to filing articles of reorganization; Receive phone call from F. Gagnon re Quench dealer agreement assignment; Draft email to L. Williams re same; Review email correspondence re same; Email correspondence with L. Williams re vehicles; Sign cheque; Review email and attachment from L. Williams re court report; Review email and attachments from J. Parisi re same; Review email from A. Driedger re outstanding undertakings; Correspondence with K. Cheng re same.	1.8
2022-01-11	Matthew Marchand	Correspondence with T. Montesano re assignment documents; Review revised assignment documents.	0.3
2022-01-11	Kendric Cheng	Review water sample invoices; Email exchange with Nimbus suppliers re payment status.	1
2022-01-12	Matthew Marchand	Email correspondence re vehicles and undertakings; Review email correspondence re banking activity and error; Email correspondence with L. Williams re court report, filing bankruptcies and related issues; Investigate same; Review email and attachment from K. Cheng re schedule for report; Revise same; Correspondence with counsel re court report; Sign deposit slip; Correspondence with R. Juma re insurance matters; Correspondence with customer re insurance claim; Matters related to insurance cancellation.	2.4

Date	Professional	Description	Hrs.
2022-01-12	Kendric Cheng	Review cheques received; Prepare deposit slips re same; Email inquiry with Scotiabank re payment for vehicles; Email correspondence with vendors of Nimbus; Email correspondence with bankruptcy highway re RBC vehicles; Email with counsel re equity schedule; Call with Ford Credit Canada.	1.6
2022-01-13	Matthew Marchand	Review email correspondence re motion record; Provide direction to K. Strank re case website; Email correspondence with K. Cheng re closing undertakings; Draft email to counsel re same; email correspondence with J. Tert re invoices; review Globe and Mail public notice to claimants' proof; provide direction to M. Berinpalingam re same; email correspondence with A. De Tommaso and R. Juma re Quebec vehicle release; sign cheque requisition;	0.9
2022-01-13	Kendric Cheng	Review bank transactions; Review invoices; Prepare cheque requisitions re same; Email correspondence with suppliers re outstanding invoices; Vehicle equity update.	1.2
2022-01-14	Josie Parisi	Call with TFG and LZW regarding Scotia opposition.	0.6
2022-01-14	Matthew Marchand	Teleconference with counsel and J. Parisi re distribution issues; Correspondence with K. Cheng re vehicle distribution analysis; Prepare schedule re Scotia bank debt; Review vehicle appraisal; Email correspondence with counsel re same; Draft email correspondence re Scotia debt and distribution; Review and sign cheque requisition; Review email from A. Di Tommaso re Quebec vehicle insurance issue; Correspondence with K. Cheng re same; Email correspondence with R. Juma re status of insurance matters; Sign cheque.	2.4
2022-01-14	Kendric Cheng	Submit cheques for payment; Review bank transaction detail; Call with utilities companies re outstanding invoices; Call with CRA re HST filing and accounts; Review list of outstanding invoices re water samples.	1.3
2022-01-17	Josie Parisi	Call with D. Michaud to discuss Scotia opposition to to purchase price allocation; Call with TGF and Robins Appleby.	0.8

Date	Professional	Description	Hrs.
2022-01-17	Matthew Marchand	Correspondence with K. Cheng re outstanding vendor invoices; Sign cheque requisitions; Review email and attachment from C. Hanycz re factum; Review email correspondence re same; Teleconference with J. Parisi and counsel re distribution issues; Sign fund transfer letters; Email correspondence with A. Driedger re cure costs; Draft insurance cancellation letters; Draft email to R. Juma re same; Review email from R. Juma re vehicle insurance coverage issue; Review email and attachment from A. Driedger re revised order; Review email correspondence re banking activity.	2
2022-01-17	Tony Montesano	Prepare transfer of funds letter; Transfer from Nimbus Receivership to the related entities; Prepare payment of the OR filing fees.	0.7
2022-01-17	Kendric Cheng	Email correspondence with various vendors/suppliers of nimbus re outstanding invoices; Prepare cheque requisition re outstanding invoice; Email correspondence with mobility company re account termination; Email correspondence with vehicle lease company.	1.5
2022-01-18	Josie Parisi	Attend court for distribution motion; Pre-court call to discuss Scotia opposition; Post court call to discuss Scotia matter.	0.9
2022-01-18	Matthew Marchand	Review email re JLHD marshalling argument; Review banking activity and wire receipt details; Sign cheques; Review email correspondence re opposition to motion relief being sought; Sign fund transfer letters; Sign deposit and cheque requisitions; Teleconference with counsel and J. Parisi re court attendance matters; Attend court hearing; Correspondence with L. Dula re wire letter; Sign wire letter; Email correspondence with M. Alam re purchaser contact information; Email correspondence with counsel re Ford; Correspondence with K. Cheng re wire receipts and related matters; Review endorsement of Justice McEwen; Provide direction to K. Strank re website updates; Teleconference with counsel and J. Parisi re court hearing debrief and next steps.	1.9
2022-01-18	Kendric Cheng	Email inquiries with NBC re wires received; Review bank transaction listing; Prepare wire transfer to NBC; Call with vehicle lease company; Prepare cheque requisition re payout.	1.5
2022-01-19	Matthew Marchand	Sign cheques; Email correspondence re outstanding vendor invoices; Correspondence with K. Cheng re CRA inquiries and status of accounts; Draft email to D. Michaud re distributions.	0.5

Date	Professional	Description	Hrs.
2022-01-19	Kendric Cheng	Review outstanding invoices; Correspondence with CRA re legal authorization of Nimbus group of entities; Prepare cheque requisitions re invoices received; Perform review of water sampling invoices; Email correspondence with vendor re same.	1.2
2022-01-20	Tony Montesano	Upload Filing remittance to the OSB.	0.5
2022-01-20	Matthew Marchand	Review and sign cheque requisitions; Correspondence with J. Parisi and T. Montesano re bank account with Bank of Montreal and RBC funds; Review banking activity and general ledger balances; Correspondence with K. Cheng and J. Parisi re wire transfers; Email correspondence re Jim Patterson; Review email from R. Juma re claim adjuster; Review email from A. Di Tommaso re Quebec vehicle; Draft email to R. Juma re same; Letter for Tricor; Review email and attachments from K. Cheng re Ford payout and related matters; Draft email to counsel re same; Sign cheques.	1.1
2022-01-20	Tony Montesano	Access Service Canada WEPP website Update TIF for Shawn Christie.	0.1
2022-01-20	Kendric Cheng	Prepare cheque requisitions re Tricor and Scotiabank distributions; Review Jim Pattison Bill of sale; Prepare cheque to Ford Credit; Answer emails re inquiries from Nimbus vendors; Update bank transactions reconciliation.	1.3
2022-01-21	Matthew Marchand	Review banking activity; Correspondence re fund transfers; Sign wire letter; Email correspondence with L. Williams re Ford; Correspondence with K. Cheng re same.	0.5
2022-01-21	Kendric Cheng	Review Quebec Hydro invoice; Review bank transaction activity; Prepare wire to In-Store.	0.75
2022-01-24	Josie Parisi	Call with D, Michaud re Scotia Bank vehicle issue; Prepare analysis of vehicle equity for discussion with D. Michaud.	1.4
2022-01-24	Matthew Marchand	Email correspondence with R. Juma re claims adjuster and Quebec vehicle; Email correspondence with E. Sousa re insurance claim status update; Review bank activity; phone call with K. Cheng re tasks to complete, status updates and provide direction; Sign deposit slips; Sign cheque requisition; Email correspondence re vehicle in storage; Sign cheque; Draft email to L. Williams re vehicle release to RBC; Draft email to RBC re bank account funds; Correspondence with T. Montesano re correspondence from Bank of Montreal; Receive phone call from J. Bang at re Intact claims adjuster.	1.5

Date	Professional	Description	Hrs.
2022-01-25	Josie Parisi	Finalize analysis of Scotia vehicle loans for Robins Appleby with explanation of calculations.	0.6
2022-01-25	Kendric Cheng	Email correspondence with bailiff re secured vehicle; Email with vendors of Nimbus re status of refund cheques; Review bank transaction; Call with M. Marchand re allocation of proceeds.	0.7
2022-01-25	Matthew Marchand	Email communication with RBC re Nimbus bank account; Correspondence with J. Parisi re Scotia vehicles; Sign cheque requisitions; Meeting with K. Cheng re purchase price allocation, general ledger adjusting entries and RBC vehicle not repossessed.	0.9
2022-01-25	Tony Montesano	Correspond with D. Lachmann former employee regarding completing WEPP application; Correspond with B, Newton regarding letter sent to RBC regarding funds in bank account for Nimbus Environmental; Send copy of bank letter to same.	0.2
2022-01-26	Matthew Marchand	Email correspondence with J. Bang re insurance claim; Sign cheques; Meeting with K. Cheng re purchase price allocation and general ledger entries.	1.2
2022-01-27	Matthew Marchand	Review email and attachment re outstanding Goodwater invoice; Investigate matter; Correspondence with K. Cheng re same.	0.3
2022-01-28	Kendric Cheng	Email correspondence with Tricor; Update vehicle equity schedule for payout statements received by RBC; Email correspondence re purchase order invoice; Review bank transactions; Prepare cheque requisition to wire funds.	0.7
2022-01-28	Tony Montesano	Correspond with B. DiGirolamo WEPP claimant regarding the status of payment from WEPP.	0.1
2022-01-28	Matthew Marchand	Review email correspondence re banking transition and activity; Sign cheque requisition; Sign deposit slip; Sign wire letter; Review email correspondence re vendors invoices; Meeting with K. Cheng re outstanding tasks and next steps; Correspondence with J. Parisi re updates.	1.4
2022-01-28	Josie Parisi	Call with Instore regarding customer PAP information; Call with National Bank to provide an update.	0.4
2022-01-31	Matthew Marchand	Sign deposit slip; Review banking activity; Review email from A. Di Tommaso re vehicle insurance issue; Review email from R. Juma re same.	0.2
2022-01-31	Kendric Cheng	Review supplier invoices; Email correspondence with supplier re same; Review proof of claim submitted.	0.7

This is **Exhibit "B"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025

A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
April 12, 2022	#CINV1673067

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from February 1, 2022 to February 28, 2022 as described below:

Our Fee	$13,212.50
HST - 13.00% (#R101518124)	1,717.63
BALANCE DUE	**$14,930.13**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	2.10	525.00	1,102.50
M. Marchand, Partner	18.20	525.00	9,555.00
K. Cheng, Sr. Associate	1.50	250.00	375.00
A. Koroneos, Sr. Manager	0.10	200.00	20.00
T. Montesano, Administrator	4.30	150.00	645.00
Bookkeeping and Admin support	10.10	150.00	1,515.00
Total	36.30		$13,212.50

BDO Canada Limited is an affiliate of BDO Canada LLP. BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Date	Professional	Description	Hrs.
1-Feb-22	Matthew Marchand	Review email correspondence re vendor invoices; correspondence with K. Cheng re Ford distribution; review email from K. Cheng re Tricor; draft email to L. Williams re same; draft email to A. Driedger re same; review email and attachments from K. Cheng re RBC; teleconference with K. Cheng re updates and tasks to complete; sign cheque requisition.	1.4
2-Feb-22	Josie Parisi	Correspondence with Instore regarding cash receipts.	0.3
2-Feb-22	Matthew Marchand	Review email from K. Cheng re utility accounts; draft email to A. Driedger re outstanding undertakings; sign cheque; email correspondence re banking activity and wires; review RBC payouts, calculation of disbursement and distribution owing; meeting with K. Cheng re updates and tasks to complete.	1.6
3-Feb-22	Tony Montesano	Review Nimbus WEPP tracking schedule; respond to M. Marchand re claims; contact WEPP claimant re submission of claim.	0.3
3-Feb-22	Kendric Cheng	Deposit slip prepared; review bank transaction data; prepare cheque requisition re invoices received; emails and calls with vendors.	0.7
3-Feb-22	Josie Parisi	Call with Robins Appleby to discuss Scotia bank vehicles.	0.4
3-Feb-22	Matthew Marchand	Correspondence with K. Cheng re professional fees; sign cheque requisitions; sign cheques; email correspondence re vehicle settlement; matters related to invoicing; matters related to document storage; review correspondence from Ford; email correspondence re Telus refund; email correspondence with A. Driedger and K. Cheng re RBC; review email from R. Harrison re phone number expiry; review adjusting journal entries and general ledgers; email correspondence with T. Montesano re WEPPA status; correspondence with J. Malcolm re fund transfer; review email and attachments from K. Cheng re post-closing adjustments; draft email to J. Parisi re same; review email and attachment from S. De Lorenzi re insurance letter; email correspondence with R. Juma re same; sign deposit slip.	2.1
4-Feb-22	Kendric Cheng	Prepare rogers invoice schedule.	0.8
4-Feb-22	Josie Parisi	Review counter offer from Scotia's counsel and provide direction.	0.2
4-Feb-22	Matthew Marchand	Sign deposit slip; correspondence with K. Cheng re Bell accounts; sign cheque; review banking activity; sign cheque requisition; sign wire letter; meeting with K. Cheng re outstanding matters; review email correspondence re vehicle settlement.	0.8
7-Feb-22	Matthew Marchand	Matters related to Receiver's website updates; review banking activity; review email correspondence; email correspondence with Guri re outstanding invoices; correspondence with E. Kiszko re BC workers compensation.	0.3
7-Feb-22	Anna Koroneos	Review emails and forward to M. Marchand.	0.1
8-Feb-22	Matthew Marchand	Review emails from C. Mackay re banking activity and account closure; correspondence with J. Parisi re post-closing adjustments and related matters.	0.7

Date	Professional	Description	Hrs.
9-Feb-22	Matthew Marchand	Receive voicemails from E. Kiszko re BC workers compensation; review email from E. Kiszko re same; compute payroll for BC employees; correspondence with E. Kiszko re same; email correspondence with V. Ramos re outstanding invoice.	1.0
10-Feb-22	Matthew Marchand	Review banking activity; correspondence with J. Malcolm re same; phone call with L. Williams re updates.	0.3
11-Feb-22	Matthew Marchand	Correspondence with RBC re bank account; review banking activity; email correspondence with R. Dinu retrieval of RBC vehicle; correspondence with L. Dula re deposit.	0.3
14-Feb-22	Josie Parisi	Call with D. Michaud re correspondence with Scotia. Call with M. Marchand re payments to creditors. Email to TGF regarding Scotia and other issue.	0.7
14-Feb-22	Matthew Marchand	Review email correspondence re release of vehicle; review banking activity; review email re Secure Tech invoice; correspondence with R. Simone re same; correspondence with J. Parisi re Scotia vehicles; correspondence with L. Mills re RBC vehicles; matters related to invoicing.	0.8
15-Feb-22	Matthew Marchand	Review emails and attachments from R. Juma re insurance cancellation, account balance and related matters; phone call with R. Juma re same; email correspondence with C. Mackay re banking activity; email correspondence with E. Kizsko re BC workers compensation.	0.9
16-Feb-22	Tony Montesano	Contact A. Tessier at Service Canada re status of WEPP payments to claimants names of employees that have not completed the claim process; e-mail to claimants re same.	0.5
16-Feb-22	Josie Parisi	Review correspondence from Scotia's counsel re their request.	0.2
16-Feb-22	Matthew Marchand	Email correspondence with H. Maritzer re claim; email correspondence with I. McDougall re storage fees; review banking activity; correspondence with J. Malcolm re wire; email correspondence with R. Juma re business policy cancellation; correspondence with T. Montesano re WEPP status; correspondence with L. Mills re RBC disbursement and distribution; review email and attachment from A. Kumar re storage invoice; email correspondence with E. Kiszko re BR workers compensation.	1.2
17-Feb-22	Matthew Marchand	Review email from SPS Commerce; draft email to A. Di Tommasio re same.	0.1
18-Feb-22	Tony Montesano	Call with M. Marchand re filing of HST, QST and PST returns and Bell Canada invoices.	0.5
18-Feb-22	Josie Parisi	Review response from Scotia's counsel.	0.1

Date	Professional	Description	Hrs.
18-Feb-22	Matthew Marchand	Matters related to banking activity; sign deposit slip; receive voicemail re RBC; call with T. Montesano re sales tax filings issues and Bell account; review email and attachments from K. Watkinson re creditor notices; correspondence with T. Montesano re same; correspondence with counsel re RBC vehicle sale notice; draft email to R. Juma re insurance account balances; phone call with Intact claims adjuster re claim; review email correspondence re BNS settlement.	1.2
23-Feb-22	Matthew Marchand	Draft email to R. Juma re insurance finalization status; correspondence with T. Montesano re sales tax filings; review email re Scotia settlement; review emails and attachments from A. Kumar re storage fees; draft email to L. Mills re same.	0.7
24-Feb-22	Tony Montesano	File all outstanding returns re RT0001 accounts for Oakdale Enterprises, Nimbus Environmental and Water Filter.	1.5
24-Feb-22	Matthew Marchand	Review email correspondence re Scotia settlement; review January 18, 2022 court order; draft email to D. Michaud re settlement distribution; email correspondence with L. Williams re same; correspondence with J. Parisi re same; receive voicemail re RBC' correspondence with T. Montesano re same.	0.4
25-Feb-22	Tony Montesano	Prepare and File the RT0001 HST returns for 365 Pro Installations.	0.5
25-Feb-22	Matthew Marchand	Review general ledgers; review email and attachments from R. Juma re insurance premiums; review insurance documents; phone call with D. Michaud re settlement.	1.3
28-Feb-22	Tony Montesano	File outstanding the RT0001 HST returns; update sales tax tracking schedule.	1.0
28-Feb-22	Josie Parisi	Review correspondence with D. Michaud re BNS settlement.	0.2
28-Feb-22	Matthew Marchand	Email correspondence with employee re T2200; email correspondence re vehicle settlement; review Worksafe BC account; review WCB Alberta account; prepare cheque requisitions; draft email to L. Mills re RBC; correspondence with T. Montesano re sales tax filings; phone call with R. Juma re insurance finalization; review legal invoice; sign cheques; correspondence with J. Malcolm re banking and general ledger activity; matters related to post-closing adjustments and account finalization; review email from vendor re filter purchases; complete employee T2200.	3.1

This is **Exhibit "C"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
April 12, 2022	#CINV1673064

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from March 1, 2022 to March 31, 2022 as described below:

Our Fee	$ 9,757.50
HST - 13.00% (#R101518124)	1,268.48
BALANCE DUE	**$ 11,025.98**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	1.50	525.00	787.50
M. Marchand, Partner	12.20	525.00	6,405.00
T. Montesano, Administrator	12.80	150.00	1,920.00
Bookkeeping and Admin support	4.30	150.00	645.00
Total	30.80		$ 9,757.50

BDO Canada Limited is an affiliate of BDO Canada LLP. BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Staff	Date	Description	Hrs.
Matthew Marchand	1-Mar-22	Review emails and open matters; provide direction to T. Montesano re Enbridge, Bell, Rogers, Commport, Omni Trans and Toronto waste management; sign cheque requisitions; review letter from BC Registry Services re annual report; email correspondence with L. Williams re legal name change; draft email to D. Michaud re settlement payment; review email correspondence re same; review email from L. Mills re RBC.	1.20
Tony Montesano	1-Mar-22	Update HST calculation to include activity for January and February 2022.	0.50
Matthew Marchand	2-Mar-22	Review email correspondence re post-closing adjustments; draft email to R. Juma re insurance finalization.	0.20
Matthew Marchand	3-Mar-22	Review email and attachment from W. Lee re settlement.	0.10
Tony Montesano	4-Mar-22	Phone call with R. Gupta Insolvency Officer, RBC re release of funds; sent e-mail to same requesting release of funds.	0.50
Matthew Marchand	4-Mar-22	Email correspondence with B. Newton re RBC bank account; correspondence with T. Montesano re same; correspondence with T. Montesano re status of vendor accounts; correspondence with T. Montesano re Revenue Quebec filings.	0.20
Josie Parisi	4-Mar-22	Review letter to court re agreement with Bank of Nova Scotia.	0.20
Matthew Marchand	7-Mar-22	Review email re Bell account; correspondence with T. Montesano re status of vendor accounts; matters related to insurance finalization; cheque requisitions; sign cheques.	0.80
Tony Montesano	7-Mar-22	Correspondence with Canada Post re review of invoices to confirm invoices relating to receivership period paid; review Bell Canada invoices; call and leave message with V. Gagne.	1.20
Josie Parisi	8-Mar-22	Call with M. Marchand to discuss vending funds; call with K. Watkinson to discuss Sobey's issues and vending sales.	0.80
Matthew Marchand	8-Mar-22	Review email correspondence re court date release; review email and attachment from J. Parisi re post-closing adjustments; review vending machine collections and related matters; correspondence with J. Parisi re post-closing adjustments, tax filing issues and RBC; review email and attachments from L. Williams re water account; draft email to L. Williams re same; phone call with T. Montesano re vendor accounts and CRA filings; correspondence with J. Parisi re funds to transfer; review vending machine profit share calculations; review general ledger; review email from Ryder re account balance; draft email to Ryder re same; review email from L. Mills re RBC.	2.00
Tony Montesano	8-Mar-22	Phone call with M. Marchand regarding vendor accounts and CRA filings.	1.00
Matthew Marchand	9-Mar-22	Review email from Canature re account statement; draft email to Canature re same; email correspondence with Ryder re outstanding invoice; correspondence with T. Montesano re Toronto Waste Water Rogers and Comport; email correspondence with A. Di Tommasso re Toronto Waste Water and Commport; review sales tax filings for the periods August through to February; correspondence with T. Montesano re same; phone call with K. Cheng re sales taxes; review email from R. Rasalingam re vehicle claims; draft email to R. Rasalingam re same; cheque requisitions.	2.00

Staff	Date	Description	Hrs.
Tony Montesano	9-Mar-22	Contact K. Ponomarenko re Commport outstanding invoices; correspond A. Di Tommasso re same; call with Rogers re status of account and confirm cancellation; contact the City of Toronto re outstanding waste water invoice and request copy of same.	2.50
Matthew Marchand	10-Mar-22	Correspondence with T. Montesano re vendor account finalization issues; sign cheques; email correspondence re Enbridge; email correspondence with L. Williams re outstanding undertakings; review Rogers account analysis; correspondence with T. Montesano re same; sign cheque requisition; calculate sales tax owing on water vending collections; correspondence with T. Montesano re sales tax filings; sign cheque; matters related to Host Gator; review email re Enterprise; draft email to R. Juma re same; review invoice; review general ledger; review legal invoice; cheque requisition.	1.80
Tony Montesano	10-Mar-22	Correspond and call with M. Marchand account analysis; prepare cheque requisition payment of Rogers and Enbridge account; contact Enbridge Gas re outstanding invoice and removing BDO from account; correspond with In-store re payment of Enbridge bill.	1.50
Josie Parisi	11-Mar-22	Review correspondence re name change; review correspondence from counsel re sale of building and undertaking related to utilities bills.	0.10
Matthew Marchand	11-Mar-22	Sign cheques; email correspondence with A. Di Tommaso re Toronto wastewater; email correspondence with A. Driedger re same; cheque requisition; email correspondence with L. Williams re undertaking.	0.50
Matthew Marchand	14-Mar-22	Matters related to finalization of vendor accounts; email correspondence with L. Williams re Toronto wastewater; correspondence with J. Parisi re Loblaws preventative maintenance.	0.40
Josie Parisi	15-Mar-22	Review affidavit re name change; correspondence with M. Marchand re same; review email from K. Watkinson re Sobeys.	0.30
Matthew Marchand	15-Mar-22	Phone call with T. Montesano re WEPPA and corporate tax filings; email correspondence with L. Williams re Certificate of Reorganization and Articles of Reorganization; correspondence with J. Parisi re corporate tax and excise tax filings.	0.60
Josie Parisi	15-Mar-22	Correspondence with M. Marchand and T. Montesano re filing tax turns.	0.10
Tony Montesano	15-Mar-22	Call with J. Matte from Service Canada re matters related to WEPPA administration; complete forms for Service Canada and send to M. Marchand for review.	1.00
Matthew Marchand	16-Mar-22	Review email re SPS invoice; draft email to A. Di Tommaso re same.	0.10
Matthew Marchand	17-Mar-22	Correspondence with T. Montesano re tax filings; review legal invoice; review email and attachments re HST RT0002 access codes; correspondence with T. Montesano re same.	0.30
Matthew Marchand	18-Mar-22	Email correspondence re legal fees.	0.10
Matthew Marchand	21-Mar-22	Review notice from Revenue Quebec; correspondence with T. Montesano re same; review legal invoice; correspondence with T. Montesano re sales tax filings and vendor accounts; email correspondence with A. Di Tommaso re Quebec vehicle; email correspondence with R. Rasalingam re sold RBC vehicles.	0.70
Tony Montesano	21-Mar-22	Reconcile cash receipts for the vending machine deposits with general ledger.	2.00

Staff	Date	Description	Hrs.
Tony Montesano	24-Mar-22	Contact the Minister of Finance re filing of PST returns; contact N. Hamdani at Revenue Quebec re request blank QST form filing forms.	1.00
Tony Montesano	24-Mar-22	Call with Ken from Freightcom re outstanding invoices; scan copy of wire transfer confirmation re same.	0.30
Matthew Marchand	24-Mar-22	Correspondence with T. Montesano re sales tax returns and vending machine collections; email correspondence re CHEP Canada.	0.40
Tony Montesano	28-Mar-22	Discussion with J. Malcolm re posting of vending machine collections; review of bank statements.	1.00
Matthew Marchand	28-Mar-22	Email correspondence re Rogers.	0.10
Matthew Marchand	29-Mar-22	Correspondence with V. Gupta re hardware storage.	0.10
Tony Montesano	30-Mar-22	Correspondence with S. Scianname re Rogers account closure and related matters.	0.30
Matthew Marchand	30-Mar-22	Correspondence with J. Parisi re digital records; correspondence with T. Montesano re vendor accounts.	0.60

This is **Exhibit "D"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025

A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
September 22, 2025	CINV3604397

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from April 1, 2022 to June 30, 2022 as described below:

Our Fee	$ 12,862.50
Disbursements: Courier	17.27
Subtotal	12,879.77
HST - 13.00% (#R101518124)	1,674.37
BALANCE DUE	**$ 14,554.14**

Summary of Time Charges:

	Hours	Rate	Amount
M. Marchand, Partner	15.50	525.00	8,137.50
T. Montesano, Administrator	23.40	150.00	3,510.00
Administraive Support	8.10	150.00	1,215.00
Total	47.00		$ 12,862.50

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Staff	Date	Comments	Hours
Marchand, M	1-Apr-22	Review email from vendor re outstanding account.	0.1
Marchand, M	4-Apr-22	Correspondence with T. Montesano re sales tax filings and WEPPA status; review correspondence re WEPPA revisions.	0.3
Montesano, T	4-Apr-22	Reconcile WEPPA detailed payment schedule; update Excel spreadsheet.	1.5
Marchand, M	5-Apr-22	Matters related to invoicing; review email and attachment from P. Trefiak re Saskatchewan workers compensation; compute payroll for Saskatchewan employees; email correspondence with P. Trefiak re same; review email from WCB Alberta; provide direction to T. Montesano re same; review letter from Worksafe BC re secured claim; draft email to J. Kiszko re same; email correspondence with former employee re commissions owing and WEPPA claim; email correspondence with Canature re account balance; review letter from CRA re claim against Canadian Aquafresh; correspondence with T. Montesano re same; review outstanding matters and prepare cost to complete and distribution analysis; correspondence with T. Montesano re workers compensation claims and WEPPA claims; email correspondence with A. Di Tommaso re Quebec vehicle.	3.7
Montesano, T	5-Apr-22	Receive and review detailed WEPPA breakdown of payments reconcile WEPPA schedule; send same to M. Marchand; Prepare Post-Receivership PST returns; send to M. Marchand for review; contact ACB Alberta; regarding amount owing; discuss status of account; create on-line account.	2.5
Marchand, M	6-Apr-22	Cost to complete analysis; review WEPPA.	0.5
Montesano, T	6-Apr-22	Prepare QST returns.	1.0
Marchand, M	7-Apr-22	Correspondence with T. Montesano re vendor accounts and payroll audit; review QST and PST filings; calculate GST/HST liability; correspondence with T. Montesano re sales tax filings; costs to complete and distribution analysis; mattes related to invoicing; correspondence with J. Parisi re updates; email correspondence with J. Kiszko re BC Worksafe.	1.8
Montesano, T	7-Apr-22	Prepare HST returns.	1.5
Marchand, M	11-Apr-22	Correspondence with T. Montesano re sales tax filings; matters related to invoicing; sign cheque requisition; review outstanding accounts; provide direction to T. Montesano re payment of outstanding accounts; review general ledger; review post-closing adjustments with Instore; cheque requisition; review email from A. Di. Tommaso re Quebec vehicle; review email from R. Juma re same; draft email re same; sign cheque; review GST/HST tax filings; correspondence with T. Montesano re same; sign wire letter; review email and attachment from P. Trefiak re Saskatchewan workers compensation.	1.7
Montesano, T	11-Apr-22	Finalize PST returns and QST returns and mail returns; prepare payment of PST remittance.	0.7

Staff	Date	Comments	Hours
Marchand, M	12-Apr-22	Sign cheque requisitions; sign cheques.	0.2
Montesano, T	12-Apr-22	Prepare and File HST returns for the periods covering August to December 2021: prepare requisitions for payment of invoices.	1.5
Marchand, M	13-Apr-22	Correspondence with T. Montesano re issues with January HST return; review Oakdale Enterprises sale tax filings; correspondence with T. Montesano re same; sign cheque requisition.	0.4
Montesano, T	14-Apr-22	Prepare and File HST returns for the periods covering January to March 2022.	0.7
Montesano, T	18-Apr-22	Send TIF form and response to questions from Service Canada re: WEPPA regarding processing the most beneficial payments for Nimbus Water System Inc. Former employees.	0.5
Marchand, M	19-Apr-22	Review banking activity and post-closing accounts receivable collections sent to Instore; draft email to J. Parisi re same; matters related to invoicing.	0.4
Montesano, T	19-Apr-22	Prepare payment of invoices.	0.5
Marchand, M	20-Apr-22	Review legal invoice; review email from WCB Alberta re outstanding fees; correspondence with T. Montesano re same; review and update costs to complete; sign cheque requisitions; correspondence with T. Montesano re vendor account status; email correspondence with D. Michaud re fees; sign cheques.	0.8
Montesano, T	20-Apr-22	Prepare payment of invoices.	0.6
Marchand, M	21-Apr-22	Sign cheque requisition; sign cheque; review email and attachment from L. Cassey re claim; provide direction to T. Montesano re same.	0.2
Marchand, M	22-Apr-22	Matters related to CRA inquiry; review legal invoice; review email and attachment from T. Montesano re Alberta workers compensation; draft email to T. Montesano re same.	0.2
Marchand, M	25-Apr-22	Review email from Alberta worker's compensation; correspondence with T. Montesano re Alberta worker's compensation. Status of corporate tax filings, WEPPA and closure of vendor accounts.	0.3
Montesano, T	25-Apr-22	Call with J. Matte at Service Canada regarding most beneficial payment to former employees; update and resent letter to same.	1.0
Marchand, M	26-Apr-22	Correspondence with T. Montesano re Newfoundland workers compensation.	0.1
Montesano, T	26-Apr-22	Contact Workplace NL, to discus the WCB account. Calculated and called in the actual gross earnings for the post-receivership period.	0.5
Marchand, M	27-Apr-22	Sign cheque requisition.	0.1
Montesano, T	27-Apr-22	Contact WCB Alberta to discuss invoice received; advised to disregard invoice; credit calculated on account; cheque to be issued to Receiver within 2 weeks.	0.6
Marchand, M	29-Apr-22	Sign cheque; review letter from CRA re corporate tax claim; review correspondence from CRA re HST filing documentation.	0.2

Staff	Date	Comments	Hours
Marchand, M	2-May-22	Review email from Alberta workers compensation re account balance; correspondence with T. Montesano re same; correspondence with T. Montesano re HST notice of assessments and PST remittance issues.	0.4
Marchand, M	4-May-22	Review CRA notice of assessments re RT0002; correspondence with T. Montesano re same.	0.2
Montesano, T	4-May-22	Call with M. Romeh at CRA re the RT0002 HST account and the refunds; call with M.Romeh and J. Parisi re the filing of corporate tax returns.	0.4
Montesano, T	5-May-22	Prepare RC342 waiver to file T2 returns; respond to M. Romeh at CRA.	0.9
Marchand, M	9-May-22	Review email and attachment re Oakdale CRA notice of assessment; correspondence with T. Montesano re tax filing issues; review email re Bell invoice; provide direction to T. Montesano re same.	0.2
Marchand, M	10-May-22	Matters related to invoicing; review CRA RC342 forms re waiver to file T2; correspondence with T. Montesano re same; review email from Rogers re account charges; correspondence with T. Montesano re Rogers and Bell accounts.	0.8
Marchand, M	11-May-22	Review email and attachment from D. Schwark re Saskatchewan worker's compensation statement of account; review general ledger; draft email to D. Schwark re same; correspondence with T. Montesano re vendor account closure issues.	0.4
Montesano, T	11-May-22	Review Rogers invoices; discuss same with M. Marchand.	0.6
Marchand, M	12-May-22	Correspondence with T. Montesano re Freightcom and WEPPA.	0.1
Marchand, M	17-May-22	Review email and attachment from T. Montesano re Alberta workers compensation refund; provide direction to T. Montesano re same; sign cheque requisition; draft email to T. Montesano re status of corporate tax filing election forms.	0.2
Montesano, T	17-May-22	Prepare payment to Freightcom.	0.3
Marchand, M	18-May-22	Correspondence with T. Montesano re CRA tax filings; sign cheque; receive voicemail from Martine at Revenue Quebec re employee inquiry; leave voicemail for Martine at Revenue Quebec re same.	0.3
Montesano, T	18-May-22	Prepare requisition; process payment to Freightcom.	0.2
Montesano, T	19-May-22	Call with M. Romeh at CRA re filing of RC342 forms for all the entities and filing pre-bankruptcy T2 returns for Nimbus and Oakdale.	0.7
Montesano, T	25-May-22	Correspond with A. Di Tommaso re cancellation of Bell service.	0.3
Marchand, M	26-May-22	Review and sign RC342 forms.	0.1
Marchand, M	27-May-22	Correspondence with T. Montesano re Ford distribution inquiry.	0.1
Montesano, T	27-May-22	Call with Paige at Ford Credit re payout of claim; call with Milos re invoice received.	0.6

Staff	Date	Comments	Hours
Marchand, M	31-May-22	Review email correspondence from Purolator re outstanding arrears; draft email to A. Di Tommaso re same.	0.1
Montesano, T	31-May-22	Prepare and file HST return for April 2022.	0.6
Marchand, M	6-Jun-22	Email correspondence with H. Maritzer re creditor inquiry; review email from A. Pearl re Nova Scotia workers compensation; correspondence with T. Montesano re same; review email from Canature re account statement.	0.2
Marchand, M	7-Jun-22	Email correspondence with J. Parisi and T. Montesano re status of CRA tax filings, HST notice of assessments and HST refunds.	0.1
Montesano, T	7-Jun-22	Respond to and provide information requested by the Nova Scotia WSIB.	0.4
Montesano, T	14-Jun-22	Prepare payment to Veri-Cheque.	0.2
Marchand, M	16-Jun-22	Review correspondence from Service Canada re request for employee payroll information; provide direction to T. Montesano re same; review fax from BC workers compensation re account balance; provide direction to T. Montesano re same.	0.2
Montesano, T	16-Jun-22	Call BC Ministry of Finance re notice of assessment.	0.2
Montesano, T	23-Jun-22	Prepare the Receiver's interim reports.	1.3
Marchand, M	24-Jun-22	Correspondence with T. Montesano re general ledger and statement of receipts and disbursements; review email and attachment re Purolator statement; review and sign waiver election forms and corporate tax returns; review cheque requisition; correspondence with T. Montesano re same; correspondence with T. Montesano re Rogers.	0.5
Marchand, M	27-Jun-22	Correspondence with T. Montesano re Rogers statement of account and related matters.	0.1
Montesano, T	27-Jun-22	Reconcile Rogers vendor account.	1.4
Marchand, M	28-Jun-22	Email correspondence with M. Sosing re vendors requesting payment.	0.1
Montesano, T	28-Jun-22	Email the RC342 Forms for Oakdale Enterprises to M. Romeh at CRA.	0.2
Marchand, M	29-Jun-22	Correspondence with T. Montesano re S.246(2) statements; review emails and attachments from M. Sosing re vendor accounts requesting payment; email correspondence with M. Sosing re same; provide direction to T. Montesano re same.	0.4
Montesano, T	29-Jun-22	Prepare Receiver's interim reports for water filter cart, Nimbus Environmental, 2242462 Ontario Limited, 365 Pro Installations.	1.3
Montesano, T	30-Jun-22	Call to L. Mendoza at Ryder re invoices; advised of receivership and bankruptcy; email copy of bankruptcy documents to same; call to Canada Post spoke with Mary re invoice received, advised that account was not received due to the Receivership.	0.7

This is **Exhibit "E"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025

A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
September 22, 2025	CINV3604438

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from July 1, 2022 to December 31, 2022 as described below:

Our Fee	$ 16,327.50
HST - 13.00% (#R101518124)	2,122.58
BALANCE DUE	**$ 18,450.08**

Summary of Time Charges:

	Hours	Rate	Amount
M. Marchand, Partner	17.50	575.00	10,062.50
T. Montesano, Administrator	29.00	175.00	5,075.00
J. Hue, Administrator	1.70	175.00	297.50
Administraive Support	5.10	175.00	892.50
Total	53.30		$ 16,327.50

BDO Canada Limited is an affiliate of BDO Canada LLP. BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Staff	Date	Comments	Hours
Marchand, M	4-Jul-22	Email correspondence with Purolator re account activity; email correspondence with L. Williams re Ford distribution.	0.2
Marchand, M	5-Jul-22	Review general ledger and bank reconciliation report re Ford Credit distribution; draft email to L. Williams re same; review email and attachment from A. Kumar re vehicle storage invoice; review general ledger; draft email to A. Kumar re same.	0.3
Marchand, M	6-Jul-22	Review email and attachment from L. Williams re Quench agreement termination; draft email to L. Williams re same.	0.1
Marchand, M	12-Jul-22	Sign cheque requisitions.	0.1
Montesano, T	12-Jul-22	Contact Canada post to discuss invoice received; send email to same in response.	0.3
Marchand, M	13-Jul-22	Review email from J. Bang re insurance deductible; draft email to J. Bang re same; meeting with T. Montesano re Rogers, WEPPA and Receiver's statements; receive phone call from J. Bang re insurance deductible; review and revise Receiver's interim statements; correspondence with T. Montesano re same.	1.5
Marchand, M	14-Jul-22	Review and sign Receiver's interim reports.	0.2
Montesano, T	14-Jul-22	Finalize Receiver’s interim reports.	0.8
Montesano, T	15-Jul-22	Reconcile Rogers vendor account.	0.7
Marchand, M	18-Jul-22	Review email and attachment from L. Williams re Quench agreement termination; sign same; draft email to L. Williams re same.	0.2
Montesano, T	19-Jul-22	Revision to the Receiver’s interim reports; e-mail the Receiver’s interim reports to the OSB.	0.5
Marchand, M	22-Jul-22	Review email and attachments from K. Sharma re insurance deductible; draft email to K. Sharma re same; email correspondence with S. Lachman re same; review, revise and sign interim report; correspondence with T. Montesano re same.	0.3
Montesano, T	25-Jul-22	Review WEPPA statement of account; reconcile WEPPA payment schedule.	1.4
Marchand, M	26-Jul-22	Review email and attachment from J. Bang re insurance claim support; provide direction to T. Montesano re same; email correspondence with T. Montesano re Rogers; sign cheque requisition; sign cheque.	0.3
Montesano, T	26-Jul-22	Reconcile the Rogers vendor account; Prepare payment for Intact Insurance invoice.	1.2
Hue, J	4-Aug-22	Prepare cheque requisitions and email M. Marchand for approval.	0.9

Staff	Date	Comments	Hours
Marchand, M	4-Aug-22	Review WEPPA statement and payments to employees retained by purchaser; compute reimbursement owing to purchaser; provide direction to T. Montesano re unfiled WEPP claims and s.81.4 priorities; provide direction to J. Hue re WEPP remittance and reimbursement to purchaser re post-closing adjustment; review email from T. Montesano re Rogers; draft email to T. Montesano re same.	0.9
Marchand, M	15-Aug-22	Review general ledger; sign cheque requisition; correspondence with T. Montesano re WEPPA, employee claims and HST refund status; draft email to K. Watkinson re employee secured claim reimbursement.	0.3
Montesano, T	15-Aug-22	Phone call with CRA re status of HST refunds; contact to M. Romeh at CRA re request update W. Rueger regarding same.	0.3
Marchand, M	16-Aug-22	Review email from K. Watkinson re employee claim reimbursement; sign cheque requisition; provide direction to J. Hue re general ledger adjustments; sign cheque.	0.2
Marchand, M	17-Aug-22	Correspondence with T. Montesano re outstanding employee wage claims and vendor account closure confirmations; review email from M. Romeh at CRA re status of HST refunds.	0.3
Marchand, M	19-Aug-22	Matters related to CRA inquiry; correspondence with T. Montesano re HST refund update.	0.1
Montesano, T	19-Aug-22	Contact CRA to report the actual gross earnings for 2021.	0.3
Hue, J	22-Aug-22	Prepare accounting journal entries and email M. Marchand re same.	0.3
Marchand, M	22-Aug-22	Correspondence with T. Montesano re outstanding vendor payments and HST audit; review general ledger re HST audit; review HST audit letter; sign cheque.	0.3
Montesano, T	22-Aug-22	Discussion with M. Marchand re CRA examination of HST filings.	0.2
Marchand, M	23-Aug-22	Correspondence with T. Montesano re HST audit status and account closures.	0.1
Hue, J	29-Aug-22	Provide cheque stub reprints at vendor request to T. Montesano.	0.3
Montesano, T	31-Aug-22	Prepare and file the HST return for period July 2022.	0.3
Montesano, T	8-Sep-22	Prepare response to CRA re examination of HST filings.	0.9
Montesano, T	9-Sep-22	Prepare response to CRA; prepare detailed listing of gross revenue.	1.4
Marchand, M	12-Sep-22	Email and phone correspondence with T. Montesano re vendor account balances; review letter from CRA re A. Bozzo; correspondence with T. Montesano re same; review email from T. Montesano re Nova Scotia workers compensation refund; phone call with T. Montesano re HST audit update; sign deposit slip; sign cheque requisition.	0.8
Montesano, T	12-Sep-22	Prepare payment of requisitions for processing; prepare deposit re refund from WCB Nova Scotia.	0.5

Staff	Date	Comments	Hours
Marchand, M	13-Sep-22	Sign cheques.	0.1
Marchand, M	14-Sep-22	Correspondence with T. Montesano re HST audit.	0.1
Montesano, T	14-Sep-22	Pull copies of invoices from accounts files in response to GST/HST examination.	1.4
Montesano, T	15-Sep-22	Pull copies of invoices for sales transaction re examination of GST/HST examination.	0.7
Montesano, T	16-Sep-22	Complete response to CRA re HST examination, bind all information send to M. Marchand.	1.9
Montesano, T	21-Sep-22	Draft Receiver's interim reports.	1.2
Marchand, M	22-Sep-22	Correspondence with T. Montesano re vendor account closures.	0.1
Montesano, T	22-Sep-22	Phone calls with Rogers re final invoice and payment.	0.7
Montesano, T	23-Sep-22	Prepare and file HST returns for August 2021.	0.2
Marchand, M	28-Sep-22	Correspondence with T. Montesano re vendor account closures and HST audit response.	0.2
Montesano, T	30-Sep-22	Draft email to J. Parisi re Rogers account.	0.6
Marchand, M	3-Oct-22	Review and revise HST audit responses; correspondence with T. Montesano re same.	1.9
Marchand, M	5-Oct-22	Correspondence with T. Montesano re finalization of HST audit response and supporting documents; review estate records re same.	1.3
Montesano, T	5-Oct-22	Meet with M. Marchand to review and discuss the HST examination; discuss and search sales invoice for National Bank; prepare breakdown of entries of sales for National Bank.	1.6
Marchand, M	6-Oct-22	Correspondence with T. Montesano re finalization of HST audit response and supporting documents; review estate records re same; correspondence with K. Cheng re same.	1.2
Montesano, T	6-Oct-22	Finalize response to CRA re HST examination; call with M. Marchand to discuss same; call with K. Cheng to discuss search for sales invoices.	1.9
Marchand, M	7-Oct-22	Review and revise HST audit responses; correspondence with T. Montesano re same.	0.3
Marchand, M	18-Oct-22	Correspondence with T. Montesano re Rogers.	0.1
Marchand, M	19-Oct-22	Review estate re outstanding matters to close; meeting with T. Montesano re same; review BDO accounts; draft email to S. De Lorenzi re indebtedness; email correspondence with L. Williams re fee estimate; sign cheque requisition; sign cheque.	1.9

Staff	Date	Comments	Hours
Montesano, T	19-Oct-22	Meet with M. Marchand to review and discuss any outstanding issues; prepare payment to Rogers; draft letter to Rogers re final; call with C. Bailey re filing of WEPPA claim; call with A. Di Tommaso from In-store Water Systems Inc. Re status of one of the Bell account; deal with other outstanding issues.	1.5
Marchand, M	21-Oct-22	Correspondence with T. Montesano re CRA HST audit information request.	0.2
Montesano, T	21-Oct-22	File HST returns for Nimbus Water Systems Inc. And Oakdale Enterprises; Lengthy discussion with C. Lin at CRA examiner; discuss same with M. Marchand; call with M. Romeh at CRA re payroll audit.	1.3
Marchand, M	24-Oct-22	Review email and attachment from M. Magni re legal invoices; retrieve documents to support CRA HST audit; correspondence with T. Montesano re same; sign cheque requisition.	0.6
Montesano, T	24-Oct-22	Meet with M. Marchand to discuss the HST examination; Prepare and process payment of legal bill.	0.9
Marchand, M	25-Oct-22	Sign cheque.	0.1
Montesano, T	25-Oct-22	Call with C. Lin at CRA examiner re the HST filings to review additional information submitted.	0.5
Marchand, M	26-Oct-22	Correspondence with T. Montesano re HST audit status update; review email and attachment from S. De Lorenzi re payout statement.	0.2
Montesano, T	26-Oct-22	Upload additional information to CRA; as requested by C. Lin the HST examiner; call with C. Bailey re filing of the WEPPA proof of claim; e-mail POC to same.	0.7
Marchand, M	31-Oct-22	Correspondence with T. Montesano re CRA deemed trust claim; review email from M. Romeh re CRA deemed trust; correspondence with J. Parisi re same; review, revise and sign interim reports; correspondence with T. Montesano re same.	1.1
Montesano, T	31-Oct-22	Email Receiver's interim reports for Nimbus Water Systems Inc. And the related companies to the OSB.	0.7
Marchand, M	1-Nov-22	Correspondence with T. Montesano re HST audit and return adjustments.	0.1
Montesano, T	1-Nov-22	Prepare and file the October 2022 GST/HST return.	0.3
Montesano, T	2-Nov-22	Review CRA correspondence.	0.2
Marchand, M	7-Nov-22	Review letter from CRA re HST audit results; correspondence with T. Montesano re status of CRA payroll audit and claim support; email correspondence with M. Kypri at Bank of Montreal re updates; correspondence with T. Montesano re WEPPA finalization status updates.	0.4

Staff	Date	Comments	Hours
Montesano, T	7-Nov-22	Correspond with M. Romeh at CRA re update status of payroll audit information requested; call A. Tessier at Service Canada re WEPPA claim of C. Bailey; receive and review CRA correspondence re HST examination; send same to M. Marchand.	0.4
Montesano, T	8-Nov-22	Review the T2 notice of assessment received; email same to M. Marchand.	0.2
Marchand, M	9-Nov-22	Review notice of assessment from CRA re corporate tax accounts.	0.1
Montesano, T	10-Nov-22	Email notice received from EHT to J. Parisi and M. Marchand; contact the Ministry of Finance to discuss same.	0.5
Marchand, M	14-Nov-22	Email correspondence with A. Di Tommaso re Gino at Bluemount Heating.	0.1
Montesano, T	14-Nov-22	Receive and review notice of assessment received; send same to J. Parisi and M. Marchand; correspond with M. Romeh at CRA via e-mail; resend copy of RC342.	0.6
Montesano, T	15-Nov-22	Call with G. Brienza at Bluemount Heating and A/C re work performed for Nimbus prior to the Receivership.	0.1
Marchand, M	16-Nov-22	Email correspondence with T. Montesano re Nestle request for payment.	0.1
Marchand, M	17-Nov-22	Review email from M. Kypri re BMO inquiry; email correspondence with T. Montesano re Nestle.	0.1
Marchand, M	21-Nov-22	Review email and attachments from T. Montesano re CRA HST notice of assessments.	0.1
Montesano, T	21-Nov-22	Review correspondence received from Workplace NL.	0.2
Montesano, T	30-Nov-22	Correspond with M. Romeh at CRA re status of request for payroll information.	0.2
Marchand, M	5-Dec-22	Correspondence with T. Montesano re status of payroll audit and HST refund; sign deposit slip.	0.2
Montesano, T	5-Dec-22	Process deposit of HST refund.	0.3
Marchand, M	6-Dec-22	Correspondence with J. Parisi re distributions and administration finalization.	0.1
Marchand, M	7-Dec-22	Email correspondence with H. Marizter re unsecured claim.	0.1
Montesano, T	7-Dec-22	Reconcile the notice of assessment and HST refunds; extract the statement of account from CRA website.	0.7
Montesano, T	9-Dec-22	Email M. Marchand the HST reconciliation calculation; prepare and file HST returns for November 2022 for NWS and Oakdale.	0.7
Hue, J	15-Dec-22	Return call with Service Canada regarding WEPP and message to return call.	0.2
Marchand, M	16-Dec-22	Review email and attachment from T. Montesano re HST refund overpayment; draft email to T. Montesano re same.	0.1

Staff	Date	Comments	Hours
Marchand, M	20-Dec-22	Sign cheque requisition; sign cheque; email correspondence with T. Montesano re HST and payroll deemed trust liabilities.	0.2
Marchand, M	21-Dec-22	Correspondence with T. Montesano re status of payroll audit.	0.1
Marchand, M	22-Dec-22	Email correspondence with L. Williams re distributions.	0.1

This is **Exhibit "F"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
September 22, 2025	#CINV3604457

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from January 1, 2023 to December 31, 2023 as described below:

Our Fee	$ 22,608.50
HST - 13.00% (#R101518124)	2,939.11
BALANCE DUE	**$ 25,547.61**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	3.70	605.00	2,238.50
M. Marchand, Partner	23.00	605.00	13,915.00
Y. Vagadia, Analyst	1.80	275.00	495.00
T. Montesano, Administrator	26.10	200.00	5,220.00
Administraive Support	3.70	200.00	740.00
Total	58.30		$ 22,608.50

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Staff	Date	Comments	Hours
Marchand, M	4-Jan-23	Correspondence with T. Montesano re outstanding cheques, vendor account balances and CRA payroll deemed trust status update.	0.2
Montesano, T	5-Jan-23	Prepare and file HST return for period December 2022.	0.3
Marchand, M	9-Jan-23	Correspondence with T. Montesano re CRA payroll deductions claim.	0.1
Marchand, M	13-Jan-23	Correspondence with T. Montesano re Instore payment.	0.1
Montesano, T	13-Jan-23	Call with A. Di Tommaso re confirm receipt cheque issued to In-Store.	0.4
Montesano, T	16-Jan-23	Call with F. Mcleod at Payworks re completing and submitting of PD27 Temporary Wage Subsidy Self-identification Form for Employers to CRA; access the Payworks site and extract the information to complete the PD27 form; correspond with A. Di Tommaso at In-store re cheque issued.	1.6
Marchand, M	17-Jan-23	Sign cheque requisition.	0.1
Montesano, T	17-Jan-23	Prepare requisition to reissue payment to In-store Water Systems Inc.	0.2
Montesano, T	19-Jan-23	Call with M. Romeh at CRA re discuss filing of the PD27 form; discuss request for T4 information for 2020 and 2021.	1.0
Marchand, M	22-Jan-23	Sign cheque.	0.1
Marchand, M	23-Jan-23	Correspondence with T. Montesano re payroll deductions liability.	0.1
Montesano, T	23-Jan-23	Complete and submit WEPP subrogated Debt Remittance Form to Service Canada.	1.2
Montesano, T	24-Jan-23	Revision to PD27 form; resend to M. Marchand for review.	0.6
Josie Parisi	26-Jan-23	Call with T. Montesano to discuss CRA's trust claim. Review form and sign re same.	0.3
Montesano, T	26-Jan-23	Discussion with J. Parisi re TD27 form; submit same via e-mail to M. Romeh at CRA.	0.4
Montesano, T	30-Jan-23	Access Payworks on-line; extract payroll information; T4 summary.	0.5
Montesano, T	31-Jan-23	Correspond with M. Romeh at CRA re receipt of TD27 form.	0.3
Montesano, T	1-Feb-23	Call from M. Ledreau from the WEPPA re request for current address for J. Mcfarlane.	0.3
Montesano, T	2-Feb-23	Contact Revenue Quebec re outstanding QST returns; automated call was able to cancel QST account; Call back to confirm cancellation.	0.4
Montesano, T	10-Feb-23	Prepare and file HST return for January 2023.	0.3
Marchand, M	22-Feb-23	Correspondence with T. Montesano re status of CRA payroll audit.	0.1
Montesano, T	23-Feb-23	Prepare the Receiver’s interim reports.	1.5

Staff	Date	Comments	Hours
Montesano, T	1-Mar-23	Call with Revenue Quebec re QST account and filing outstanding QST returns.	0.3
Montesano, T	2-Mar-23	Call with Revenue Quebec discuss letter received, filing of outstanding QST and closing account.	0.5
Marchand, M	6-Mar-23	Review email and attachment from T. Montesano re CRA PIER report; correspondence with T. Montesano re WEPPA and CRA payroll audit updates; review, revise and sign 246(2) notices; correspondence with T. Montesano re same; correspondence with J. Parisi re updates.	1.3
Montesano, T	6-Mar-23	Locate pay stubs for former employee for period 18 (ending August 29) to period 25 (ending Dec. 5, 2021), confirm no CPP was deducted from employee's gross income; send same to M. Marchand.	0.6
Montesano, T	7-Mar-23	Call with Pierre at Revenue Quebec re notice received re outstanding QST returns; prepare all outstanding QST, prepare the LM-1.A-V form request to close QST account, prepare the RLZ-1.S form filing of summary of source deductions for 2022; email Receiver's Interim Reports to the OSB.	1.1
Marchand, M	8-Mar-23	Correspondence with T. Montesano re Revenue Quebec sales tax filings, WEPPA and CRA payroll audit.	0.2
Montesano, T	8-Mar-23	Follow-up with M. Romeh at CRA via e-mail re status of processing the PD27 10% Temporary Wage Subsidy Self Identification Form; mail the outstanding QST returns on the new account Revenue Quebec created for the period after the date of bankruptcy along with the LM-1-V form, request to close the QST account.	0.6
Marchand, M	10-Mar-23	Email correspondence with A. Di Tommaso re purchased asset claim; review sale agreement.	0.2
Montesano, T	13-Mar-23	Correspond with M. Romeh at CRA re processing of the PD27.	0.1
Marchand, M	15-Mar-23	Correspondence with T. Montesano re status of payroll audit; matters related to invoicing.	0.2
Montesano, T	15-Mar-23	Log on to CRA site; review of statement re PD27 10% Temporary Wage Subsidy Self-identification Form; discuss same with M. Marchand.	0.4
Marchand, M	20-Mar-23	Email correspondence with T. Montesano re CRA payroll deemed trust examination updates; review and sign cheque re C. Virtue fees.	0.2
Montesano, T	28-Mar-23	Prepare and process HST return for February 2023.	0.3
Marchand, M	10-Apr-23	Correspondence with T. Montesano re status of payroll audit, WEPPA statement and corporate tax filings.	0.1
Marchand, M	12-Apr-23	Correspondence with T. Montesano re payroll audit updates.	0.1

Staff	Date	Comments	Hours
Montesano, T	12-Apr-23	Correspond with M. Romeh at CRA re reversal of interest relating to the PD27.	0.1
Montesano, T	13-Apr-23	Prepare and file HST return for March 2023.	0.2
Marchand, M	17-Apr-23	Review and sign corporate tax returns; correspondence with T. Montesano re same.	0.2
Montesano, T	17-Apr-23	Send T2 to M. Romeh at CRA for processing.	0.2
Marchand, M	19-Apr-23	Correspondence with T. Montesano re WEPPA claim and status of CRA payroll audit; sign cheque requisition; sign cheque.	0.2
Montesano, T	19-Apr-23	Review WEPPA statement of account; prepare payment of super priority amount; send requisition to M. Marchand for approval.	0.3
Marchand, M	20-Apr-23	Review email correspondence re Revenue Quebec account closure issues.	0.1
Montesano, T	20-Apr-23	Contact Revenue Quebec re letter received in regard to request to close QST account.	0.4
Montesano, T	21-Apr-23	Prepare QST returns.	0.2
Marchand, M	25-Apr-23	Review email from K. Maharaj re PEI workers compensation request; provide direction to T. Montesano re same; correspondence with T, Montesano re Ontario WSIB refund reconciliation.	0.3
Montesano, T	25-Apr-23	Call with WSIB re credit balance on account; obtaining authorization on the account; completing the reconciliation form and closing of the account.	0.4
Marchand, M	26-Apr-23	Correspondence with T. Montesano re WSIB account credit; review general ledger and tasks remaining to be completed.	0.3
Montesano, T	26-Apr-23	Log onto Payworks; review and extract information to complete WSB reconciliation.	0.9
Montesano, T	28-Apr-23	Call with WSIB re discuss request for authorization on file; send copy of Receivership Order to same.	0.4
Montesano, T	3-May-23	Call with WSIB re authorization to discuss account and request for assistance to complete reconciliation for 2021; reconcile WSIB account.	1.0
Marchand, M	4-May-23	Email correspondence with C. Scott re workers compensation refund.	0.1
Montesano, T	4-May-23	Prepare and file HST return for April 2023.	0.2
Marchand, M	8-May-23	Correspondence with T. Montesano re status of CRA payroll audit results, WEPPA statement of account and WSIB refund.	0.1
Montesano, T	9-May-23	E-mail M. Romeh at CRA re update status of amount owing in the payroll account.	0.1

Staff	Date	Comments	Hours
Marchand, M	10-May-23	Review estate records and tasks to complete to finalize administration; correspondence with T. Montesano re same; correspondence with J. Parisi re updates; sign deposit slip.	0.6
Montesano, T	10-May-23	Receive and review cheque from WCB Manitoba; prepare deposit; send same to M. Marchand for approval.	0.2
Marchand, M	12-May-23	Review email and attachments from T. Montesano re CRA pensionable and insurable earnings review; review payroll records; correspondence with T. Montesano re same.	0.4
Montesano, T	12-May-23	Call with M. Marchand re Pier report; log into Payworks; review and the 2019 paystubs for former employee, and search for CPT30 form.	0.4
Marchand, M	6-Jun-23	Correspondence with T. Montesano re payroll trust examination status update.	0.1
Marchand, M	7-Jun-23	Correspondence with T. Montesano re WSIB reconciliation and refund.	0.1
Montesano, T	7-Jun-23	Follow-up with M. Romeh re payroll account; complete and send reconciliation to WSIB.	0.7
Marchand, M	8-Jun-23	Correspondence with T. Montesano re CRA payroll audit status and WSIB reconciliation.	0.2
Montesano, T	8-Jun-23	Call with M. Marchand to discuss the payroll account; process payment of payroll remittance.	0.4
Montesano, T	9-Jun-23	Prepare and file HST return for May 2023.	0.2
Montesano, T	16-Jun-23	Receive and review e-mail received from M. Romeh at CRA re status of request to reverse the interest charges on the payroll account; forward email to M. Marchand.	0.4
Marchand, M	19-Jun-23	Review email and attachment from T. Montesano re CRA payroll account balances; correspondence with T. Montesano re status of CRA payroll audit.	0.2
Montesano, T	21-Jun-23	Call with M. Romeh at CRA to discuss and confirm amount owing the payroll account; request remittance form.	0.3
Marchand, M	22-Jun-23	Correspondence with T. Montesano re status of CRA payroll and WSIB reviews.	0.1
Marchand, M	27-Jun-23	Correspondence with T. Montesano re WSIB reconciliation and refund status.	0.1
Montesano, T	27-Jun-23	Call WSIB re reconciliation for the period 2021-01-01 to 2021-12-31.	0.4
Montesano, T	7-Jul-23	Review of WEPP statement; reconcile same.	0.1
Marchand, M	19-Jul-23	Correspondence with T. Montesano re CRA payroll account, WSIB refund and WEPPA finalization status updates.	0.1

Staff	Date	Comments	Hours
Montesano, T	19-Jul-23	Correspondence with M. Romeh at CRA re request for payroll statement of account.	0.1
Montesano, T	25-Jul-23	Prepare and file HST return for June 2023.	0.2
Marchand, M	27-Jul-23	Draft court report; correspondence with T. Montesano re s246.2 interim reports; review general ledgers and bank statements; matters related to Receiver's website; correspondence with T. Montesano re status of WSIB refund; correspondence with M. Finnigan re final accounting.	2.8
Montesano, T	27-Jul-23	Call with WSIB re status of the release of credit on account to the Receiver.	0.3
Montesano, T	28-Jul-23	Prepare Receiver’s interim reports.	0.8
Marchand, M	31-Jul-23	Draft court report: review remaining activities and costs to complete.	1.3
Marchand, M	2-Aug-23	Correspondence with T. Montesano re status of payroll review and information related to HST audits.	0.1
Montesano, T	4-Aug-23	Follow-up with M. Romeh at CRA re request for reconciliation and statement of account for the payroll account; access CRA on-line service review and print current statement of payroll account.	0.5
Marchand, M	8-Aug-23	Email correspondence with M. Kypri re updates.	0.1
Marchand, M	9-Aug-23	Email correspondence with T. Montesano re CRA payroll account updates.	0.2
Marchand, M	14-Aug-23	Review previously issued court orders; review general ledgers; draft court report.	2.6
Marchand, M	23-Aug-23	Correspondence with T. Montesano re status of CRA payroll review finalization.	0.1
Montesano, T	31-Aug-23	Prepare and file HST return for July 2023.	0.3
Montesano, T	7-Sep-23	Correspond with M. Romeh; review email; review correspondence received re pier report.	0.3
Marchand, M	8-Sep-23	Correspondence with T. Montesano re CAR payroll audit updates.	0.2
Montesano, T	21-Sep-23	Correspondence with M. Romeh re; status of request to provide statement of account for the payroll account.	0.2
Montesano, T	22-Sep-23	Prepare and file HST return for August 2023.	0.2

Staff	Date	Comments	Hours
Marchand, M	25-Sep-23	Review and sign Nimbus Water fourth interim report; review Nimbus Water general ledger and bank statement; review and sign Oakdale fourth interim report; review Oakdale general ledger and bank statement; review and sign Nimbus Environmental fourth interim report; review Nimbus Environmental general ledger and bank statement; review and sign 365 Pro fourth interim report; review 365 Pro general ledger and bank statement; review and sign 2242462 Ontario fourth interim report; review 2242462 Ontario general ledger and bank statement; review and sign Water Filter fourth interim report; review Water Filter general ledger and bank statement; email correspondence with T. Montesano re interim reports.	0.8
Montesano, T	25-Sep-23	Prepare Receiver's Interim Report for Nimbus Water Systems Inc. and related companies.	1.0
Marchand, M	26-Sep-23	Correspondence with J. Parisi re updates and finalization of administration; review email correspondence re CRA payroll account liability.	0.3
Marchand, M	27-Sep-23	Correspondence with T. Montesano re status of WSIB refund and CRA payroll reconciliation.	0.1
M. Marchand	2-Oct-23	Email correspondence with L. Williams re fees; email correspondence with J. Spetter re fees; correspondence with T. Montesano re interim statements of receipts and disbursements; revise court report; correspondence with J. Parisi re updates and estate finalization; review email from Canature re vendor account statement.	0.9
M. Marchand	3-Oct-23	Review estate general ledger; matters related to fee affidavit; correspondence with M. Finnegan re same.	0.4
M. Marchand	4-Oct-23	Correspondence with M. Finnegan re fee affidavit; correspondence with T. Montesano re interim statements of receipts and disbursements.	0.3
M. Marchand	10-Oct-23	Email correspondence with J. Parisi and L. Williams re Court date and finalization.	0.2
M. Marchand	11-Oct-23	Review email and attachment from T. Montesano re interim statements of receipts and disbursements; review general ledgers; revise combined statement of receipts and disbursements and compute final distribution; correspondence with T. Montesano re account closures and sales taxes; draft Court report; fee affidavit; draft email to J. Spetter re fee affidavit; email correspondence with D. Michaud re fee affidavit; draft email to S. De Lorenzi re payout statement; draft email to J. Parisi re court report and related matters.	3.5
J. Parisi	12-Oct-23	Review 4th report of receiver and provide comments. Correspondence with NBC regarding payout statement. Correspondence with M. Marchand re payment to NBC and correspondence with TGF re security review and residual issues.	1.7

Staff	Date	Comments	Hours
M. Marchand	12-Oct-23	Correspondence with T. Montesano re account closures; review email and attachment from J. Parisi re court report; revise Court report; review interim statement of receipts and disbursements; draft email to L. Williams re court report; review email and attachment from S. De Lorenzi re payout statement; review January 18, 2022 Court order; correspondence with J. Parisi re next steps; draft email to L. Williams re same; review email and attachments from D. Michaud re invoice and fee affidavit.	1.5
J. Parisi	13-Oct-23	Review email correspondence related to payout.	0.3
M. Marchand	13-Oct-23	Sign cheque requisition; draft email to S. De Lorenzi re wire instructions.	0.2
T. Montesano	13-Oct-23	Process payment of legal bill.	0.3
M. Marchand	17-Oct-23	Review National Bank payout statement; correspondence with T. Montesano and J. Parisi re payout wire remittance; sign cheque; email correspondence with L. Williams re Court date and security opinion; sign wire requisition; sign wire letter; review email and attachment from N. Malfara re fee affidavit; email correspondence with T. Montesano and S. De Lorenzi re wire confirmation.	0.6
T. Montesano	17-Oct-23	Prepare wire transfer letter and requisition payable to NBC; send same to M. Marchand for signature and to bank for processing.	0.6
T. Montesano	20-Oct-23	Prepare and file HST return for September 2023.	0.3
M. Marchand	25-Oct-23	Matters related to account transfers.	0.1
T. Montesano	25-Oct-23	Prepare transfer of funds from related estates to Nimbus Water Systems Inc.	0.4
T. Montesano	17-Nov-23	Prepare and file HST returns for Nimbus Water Systems Inc. and Oakdale for October 2023.	0.2
M. Marchand	21-Nov-23	Email correspondence with L. Williams re status of security opinion.	0.1
M. Marchand	23-Nov-23	Review legal invoice.	0.1
M. Marchand	24-Nov-23	Sign cheque requisition.	0.1
M. Marchand	27-Nov-23	Sign cheque.	0.1
J. Parisi	15-Dec-23	Review email from Raza, obtain information and respond.	0.8
J. Parisi	22-Dec-23	Review and respond to emails from A. Greenspoon regarding Nimbus receivership and residual funds. Call with A. Greenspoon to discuss status of the Receivership estate.	0.6

This is **Exhibit "G"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
September 22, 2025	CINV3604458

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from January 1, 2024 to December 31, 2024 as described below:

Our Fee	$ 9,361.00
HST - 13.00% (#R101518124)	1,216.93
BALANCE DUE	**$ 10,577.93**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	0.40	625.00	250.00
M. Marchand, Partner	11.00	625.00	6,875.00
T. Montesano, Administrator	8.30	215.00	1,784.50
J. Hue, Administrator	0.20	215.00	43.00
Administraive Support	1.90	215.00	408.50
Total	21.80		$ 9,361.00

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Staff	Date	Comments	Hours
T. Montesano	2-Jan-24	Prepare and file HST returns for November 2023.	0.2
M. Marchand	8-Jan-24	Receive voicemail from CRA re tax returns.	0.1
M. Marchand	15-Jan-24	Sign deposit slip; draft email to L. Williams re updates.	0.2
T. Montesano	15-Jan-24	Receive and review NOA and HST refund.	0.2
M. Marchand	17-Jan-24	Sign deposit slip; email correspondence with L. Williams re security opinion.	0.2
T. Montesano	25-Jan-24	Prepare and File HST return for December 2023.	0.4
M. Marchand	29-Jan-24	Review email and attachment from L. Williams re legal opinion; review general ledgers and interim statements of receipts and disbursements; draft email to L. Williams re JLHD distribution and marshalling argument; email correspondence with J. Parisi re updates.	0.4
M. Marchand	1-Feb-24	Email correspondence with A. Driedger re marshalling doctrine and applicability.	0.1
J. Parisi	14-Feb-24	Call from employee regarding their claim for unpaid bonuses.	0.2
T. Montesano	28-Feb-24	Prepare and File HST return for January 2024.	0.2
M. Marchand	6-Mar-24	Review email and attachment from M. Magni re legal fees.	0.1
J. Hue	11-Mar-24	Prepare cheque requisition regarding legal fees for M. Marchand.	0.2
M. Marchand	11-Mar-24	Sign cheque requisition; sign cheque.	0.2
T. Montesano	13-Mar-24	Draft Receiver’s interim reports.	0.9
M. Marchand	18-Mar-24	Correspondence with T. Montesano re interim reporting.	0.1
T. Montesano	19-Mar-24	Prepare and file HST return for February 2024.	0.4
M. Marchand	22-Mar-24	Review and finalize 246(2) interim reports; correspondence with T. Montesano re same.	0.5
T. Montesano	25-Mar-24	Upload Receiver’s Interim Reports to the OSB for Nimbus Environmental Solutions Inc., 365 Pro Installations Inc., Oakdale Enterprises Inc., 2242462 Ontario Limited, Nimbus Water Systems Inc., Water Filter Cart Inc.	0.4
M. Marchand	2-Apr-24	Review email from A. Driedger re marshalling inquiries; review PPSA's; review general ledgers; review accounts folders; review financial statements; draft email to A. Driedger re marshalling inquiries.	1.5
M. Marchand	22-Apr-24	Email correspondence with A. Driedger re scheduling meeting.	0.1
M. Marchand	24-Apr-24	Teleconference with L. Williams and A. Driedger re JLHD marshalling argument; draft email to L. Williams and A. Driedger re interim reports; email correspondence with A. Driedger re JLHD marshalling argument.	0.6

Staff	Date	Comments	Hours
M. Marchand	25-Apr-24	Email correspondence with A. Di Tommaso re cash receipts.	0.1
T. Montesano	30-Apr-24	Prepare and file HST returns for March 2024.	0.2
M. Marchand	22-May-24	Email correspondence with A. Driedger re updates; matters related to accounts.	0.2
M. Marchand	23-May-24	Review estate general ledgers; compute incurred and unpaid expenses; revise accounts; draft e mail to A. Driedger re legal fees and marshalling argument; email correspondence with J. Parisi re updates and next steps.	0.7
J. Parisi	24-May-24	Review Revenue Quebec's claim and investigate.	0.2
M. Marchand	27-May-24	Review letter from Revenu Quebec re claim; correspondence with J. Parisi and T. Montesano re same.	0.2
M. Marchand	28-May-24	Matters related to investigating Revenu Quebec claim.	0.2
T. Montesano	31-May-24	Prepare and file HST return for April 2024.	0.2
M. Marchand	31-May-24	Correspondence with T. Montesano re Revenu Quebec claim; review legal invoice.	0.2
M. Marchand	3-Jun-24	Sign cheque requisition; sign cheque.	0.2
T. Montesano	3-Jun-24	Prepare payment of invoice for TGF.	0.2
T. Montesano	25-Jun-24	Prepare and file HST returns for May 2024.	0.2
M. Marchand	11-Jul-24	Email correspondence with A. Di Tommaso re insurance claim and RBC lien.	0.1
M. Marchand	12-Jul-24	Email correspondence with A. Di Tommaso re insurance claim and RBC lien.	0.1
M. Marchand	17-Jul-24	Email correspondence with A. Di Tommaso re insurance claim and RBC lien; draft email to A. Driedger re same.	0.2
M. Marchand	23-Jul-24	Email correspondence with A. Driedger re RBC lien discharge and administration finalization.	0.1
M. Marchand	30-Jul-24	Email correspondence with A. Di Tomasso re RBC lien; draft email to A. Driedger re same; correspondence with T. Montesano re status of Revnue Quebec claim; review general ledgers; review accounts; review and revise court report; review proof of claim from Revnue Quebec re property claim; correspondence with T. Montesano re same.	2.8
T. Montesano	30-Jul-24	Call to Revevu Quebec re proof of claim; receive and send same to M. Marchand.	0.3
T. Montesano	31-Jul-24	Prepare HST returns.	0.2
T. Montesano	1-Aug-24	File HST return for June 2024.	0.2
M. Marchand	1-Aug-24	Email correspondence with A. Driedger re RBC lien.	0.1

Staff	Date	Comments	Hours
M. Marchand	7-Aug-24	Email correspondence with A. Di Tommaso re RBC lien; email correspondence with A. Driedger re same.	0.3
M. Marchand	19-Aug-24	Email correspondence with M. Kypri re creditor inquiry.	0.1
T. Montesano	29-Aug-24	Prepare and file HST returns.	0.3
T. Montesano	10-Sep-24	Lengthy call with J. Chalifour Revenue Quebec re proof of claim filed. I need to understand $2,347.48 under the property claim 67(3) BIA, on what basis does it have a property claim? Please provide the support. Did Revenue Quebec conduct a payroll audit?	0.4
T. Montesano	20-Sep-24	Call with Revenu Quebec re filed proof of claim.	0.3
M. Marchand	24-Sep-24	Email correspondence with A. Di Tommaso re safe passcode; review legal invoice; review CRA notice of assessment; correspondence with T. Montesano re corporate tax filings; sign cheque requisition; sign cheque.	0.5
T. Montesano	24-Sep-24	Prepare payment re legal invoice; prepare T2 tax return for 2023.	0.7
M. Marchand	25-Sep-24	Correspondence with T. Montesano re Revenu Quebec and CRA claims.	0.2
T. Montesano	27-Sep-24	Prepare and file August 2024 HST return.	0.2
T. Montesano	25-Oct-24	Prepare receivers interim reports.	0.8
T. Montesano	28-Oct-24	Call with J. Chalifour re Revenu Quebec proof of claim.	0.3
T. Montesano	29-Oct-24	Prepare and file HST return.	0.3
T. Montesano	13-Nov-24	Receive and process HST refund.	0.2
T. Montesano	28-Nov-24	Prepare and file HST return for October 2024.	0.2
M. Marchand	3-Dec-24	Review 246(2) interim reports; review estate general ledgers; sign 246(2) interim reports; provide direction to T. Montesano re e-filing same.	0.6
T. Montesano	3-Dec-24	Fax Receivers interim reports to the OSB.	0.4

This is **Exhibit "H"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 24th day of September 2025



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates
Expires December 21, 2026

Tel: 416 865 0210
Fax: 416 865 0904
www.bdo.ca

BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

Strictly Private & Confidential

National Bank of Canada
130 King Street West, 29th Floor
Toronto, ON M5X 1J9
Canada

Date	**Invoice**
September 24, 2025	#CINV3605663

RE: NIMBUS WATER SYSTEM INC. ("NIMBUS" OR THE "COMPANY")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered in connection with the above noted, from January 1, 2025 to September 19, 2025 as described below:

Our Fee	$ 9,045.00
HST - 13.00% (#R101518124)	1,175.85
BALANCE DUE	**$ 10,220.85**

Summary of Time Charges:

	Hours	Rate	Amount
J. Parisi, Partner	0.80	650.00	520.00
M. Marchand, Partner	10.30	650.00	6,695.00
P. Kouadio, Manager	0.40	450.00	180.00
T. Montesano, Administrator	4.50	250.00	1,125.00
Administraive Support	2.10	250.00	525.00
Total	18.10		$ 9,045.00

BDO Canada Limited is an affiliate of BDO Canada LLP. BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Staff	Date	Comments	Hours
T. Montesano	10-Jan-25	Matters related to HST returns.	0.2
T. Montesano	24-Jan-25	Prepare and file HST returns.	0.2
M. Marchand	3-Feb-25	Correspondence with T. Montesano re Revnue Quebec claim.	0.1
T. Montesano	4-Feb-25	Contact Revenue Quebec re proof of claim.	0.3
T. Montesano	14-Feb-25	Prepare and file HST return.	0.2
M. Marchand	28-Feb-25	Review and finalize 246(2) for all six related estates.	0.6
T. Montesano	28-Feb-25	Prepare receiver's interim reports.	1.0
T. Montesano	7-Mar-25	Prepare and file HST return.	0.3
M. Marchand	26-Mar-25	Email correspondence with J. Parisi re potential distributions.	0.1
T. Montesano	30-Apr-25	Prepare and file HST return.	0.2
M. Marchand	5-May-25	Review email and attachment from T. Montesano re Revnue Quebec claim; correspondence with T. Montesano re same; sign payment requisition; review remaining tasks to complete administration.	0.7
P. Kouadio	5-May-25	Call with T. Montesano and Revenu Quebec re source deduction inquiry; emails re same.	0.4
T. Montesano	5-May-25	Prepare requisition payment re Revenu Quebec claim.	0.3
M. Marchand	6-May-25	Correspondence with J. Parisi re updates; sign cheque.	0.2
T. Montesano	29-May-25	Prepare and file HST return.	0.2
M. Marchand	10-Jun-25	Review estate trust accounts; email correspondence with J. Parisi re updates and distributions.	0.2
T. Montesano	10-Jul-25	Prepare and file HST return.	0.2
M. Marchand	18-Aug-25	Review estate accounts and general ledgers; review activities remaining to complete administration.	0.6
M. Marchand	19-Aug-25	Review and revise court report; review accounts.	1.5
M. Marchand	20-Aug-25	Review and revise court report; review accounts.	1.3
M. Marchand	21-Aug-25	Email to L. Williams re status updates, fees, costs to complete and court date; review and revise court report; review email correspondence re Court date request.	2.3
M. Marchand	22-Aug-25	Email correspondence re court date.	0.1
T. Montesano	5-Sep-25	Prepare and file HST return.	0.3
M. Marchand	7-Sep-25	Approve July bank reconciliations.	0.1
T. Montesano	11-Sep-25	Prepare receivers interim reports.	1.1

Staff	Date	Comments	Hours
M. Marchand	17-Sep-25	Update court report; draft email to J. Parisi re same; draft email to T. Montesano re deemed trust claims.	1.4
M. Marchand	18-Sep-25	Correspondence with T. Montesano and J. Parisi re CRA deemed trust claim; sign cheque requisition; sign cheque.	0.3
J. Parisi	19-Sep-25	Review court report, provide comments and edits.	0.8
M. Marchand	19-Sep-25	Review email and attachment from J. Parisi re court report; revise interim statement of receipts and disbursements; revise court report; draft email to L. Williams re court report.	0.8

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant

Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

AFFIDAVIT OF MATTHEW MARCHAND
(Sworn September 24, 2025)

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver, BDO Canada Limited

APPENDIX “B”

Affidavit of Leanne Williams sworn September 26, 2025

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

AFFIDAVIT OF LEANNE M. WILLIAMS

(*Sworn September 26, 2025*)

I, **LEANNE M. WILLIAMS**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS**:

1. I am a Barrister and Solicitor qualified to practice law in the Province of Ontario and I am a partner in the firm of Thornton Grout Finnigan LLP ("**TGF**"), lawyers for BDO Canada Limited, in its capacity as Court-appointed receiver (the "**Receiver**") of the Respondents herein and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto as Exhibit "**A**" are copies of the Bills of Costs (the "**Invoices**") issued to the Receiver by TGF for fees and disbursements incurred by TGF in the course of this receivership proceeding for the period January 1, 2022 to September 24, 2025 (the "**Fee Approval Period**").

3. As evidenced by the Invoices attached at Exhibit "**A**", in the course of the Fee Approval Period, TGF counsel, students and law clerks have expended a total of 157.10 hours in connection with this proceeding, and have incurred CAD $90,348.00 in fees, CAD $1,769.87 in disbursements and CAD $11,853.21 in HST, for a total of CAD $103,971.08

4. Attached hereto as Exhibit "**B**" is a schedule summarizing the Invoices and the total billable hours charged.

5. Attached hereto as Exhibit "**C**" is a schedule summarizing the respective years of call and billing rates of each of the TGF lawyers who acted for the Receiver during the Fee Approval Period.

6. To the best of my knowledge, the rates charged by TGF in the course of this proceeding are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

7. The hourly billing rates outlined in Exhibit "**C**" to this affidavit are comparable to the hourly rates charged by TGF for services rendered in relation to similar proceedings.

8. I make this affidavit in support of a motion by the Receiver for, *inter alia*, approval of the fees and disbursements of the Receiver, including those of its counsel.

SWORN remotely via video conference by **LEANNE WILLIAMS** of the City of Toronto, in the Province of Ontario before me at the City of Maple, in the Province of Ontario, this 26th day of September in accordance with *O. Reg. 431/20, Administering Oath or Declaration Remotely.*

Maria Magni

Commissioner for Taking Affidavits, etc.

Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP, Barristers and Solicitors.
Expires June 13, 2027.



LEANNE M. WILLIAMS

This is Exhibit "A" referred to in the
Affidavit of Leanne Williams sworn by Leanne Williams of
the City of Toronto, in the Province of Ontario before me at
the City of Maple, in the Province of Ontario, this 26th day of
September, 2025 in accordance with *O. Reg. 431/20,*
Administering Oath or Declaration Remotely.

Maria Magni

A Commissioner for taking affidavits

MARIA MAGNI

Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP, Barristers and Solicitors.
Expires June 13, 2027.

EXHIBIT "A"

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.
Respondent

FIFTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending January 31, 2022

Jan-04-22	Emails in respect of status update call; emails in respect of timing of bankruptcies; emails in respect of draft report; briefly review same;	0.90	LMW
	Review and respond to emails with BDO and L. Williams regarding motion materials and call to discuss next steps; sending invite for call; review of initial draft of Third Report;	0.90	AD
	Review of undertakings and historical correspondence between Receiver and Purchaser to confirm procedure for bankrupting certain of the Respondents; emails with PwC and L. Williams regarding same;	1.20	AD
Jan-05-22	Emails in respect of Court availability for name change; conference call to discuss distribution motion and next steps; discuss motion materials with A. Driedger; prepare draft order; review and revise motion materials;	2.20	LMW
	Drafting Affidavit of A. Driedger in support of name change	4.20	AD

	order; review of Third Report and Stalking Horse Agreement and related undertakings in connection with same; call with L. Williams; review and provide comments on draft order; drafting email summarizing procedure for bankrupting certain respondents based on undertakings; review of assignment agreements located on system to confirm TTC assignment remains outstanding; addressing follow up questions from M. Marchand;		
	Preparation for and participation in call regarding next steps and motion materials;	1.10	AD
	Emails with L. Williams and Commercial List Scheduling clerk regarding Court time for short motion to obtain Order regarding corporate name change of Nimbus Water Systems Inc. and change of title of proceedings;	0.20	RGM
Jan-06-22	Emails in respect of motion to change Nimbus name; review notice of motion; emails to finalize motion materials; emails regarding TTC assignment;	1.10	LMW
	Drafting notice of motion in support of name change motion; coordinating with internal team to prepare motion record; sending notice of motion to L. Williams for review; revising order to reflect proper language to effect name change; locating exhibits to affidavit and sending to M. Magni; review of motion record; further changes to motion materials; finalizing same and serving on Service List;	3.80	AD
	Review draft notice of motion and order to change corporate name and title of proceedings; consider same and provide comments to A. Driedger with respect to draft order; review revised order;	1.10	RGM
Jan-07-22	Emails in respect of distribution issues and finalization of estate; emails in respect of garnishment issue; review same; prepare for and attend hearing to order name change; emails regarding next steps to effect same; emails in respect of distribution materials; emails in respect of executed order;	1.30	LMW
	Review and respond to emails with L. Williams regarding motion; ensuring all materials filed and properly uploaded; reviewing and commissioning affidavit of service; call with M. Magni regarding same; review of pay-out statement and related emails; review of emails regarding fee estimate; serving order on Service List;	1.30	AD
	Call with rep of Business Ontario regarding requirements for certified copy of court order to be attached to the articles of reorganization; internal emails regarding electronic issuance of order regarding name change; email correspondence to	0.80	RGM

	Commercial List filing staff requesting electronic issuance of Order made by McEwen, J. with respect to Nimbus name change and process to obtain original certified copy of same;		
Jan-10-22	Emails in respect of CRA garnishment; emails in respect of TTC assignment; emails in respect of change of name of Nimbus Water; emails in respect of Court materials; conference call to discuss same with BDO; review and revise draft Order; emails in respect of security opinions; emails in respect of use of vehicles; emails in respect of executed TTC assignment and bankruptcies;	3.30	LMW
	Call with BDO team regarding motion materials, various outstanding items and next steps;	1.10	AD
	Call with L. Williams regarding materials for distribution motion; organizing call with BDO team to discuss next steps; review of LZW security opinion and schedules; responding to questions from BDO regarding items that need to be finalized; emails with BNS counsel regarding security position; review of PPSA searches and financing agreements; emails with Chaitons regarding name change documents; further emails with BNS counsel and addressing questions from counsel; drafting distribution order; review of PPSA searches and summaries and financing agreements in order to prepare opinion on vehicle security; initial drafting of opinion; preparing chart for L. Williams regarding reserve vehicles for BNS and status of same; sending to BDO; further emails with BNS counsel regarding PMSIs and registrations;	6.70	AD
	Prepare and file Notice of Change to add authorized signing officer to Nimbus profile; request company key; emails with Commercial List registrar regarding electronic copy of name change order and certified copy of same; emails with L. Williams regarding filed notice of change and request for company key; receive and review electronic copy of certified order; emails with L. Williams and A. Driedger regarding confirmations to be provided to Chaitons;	1.80	RGM
Jan-11-22	Emails in respect of motion materials; emails in respect of vehicle opinion; revise draft order to reflect distributions; review and revise draft report; emails in respect of name change; emails in respect of timing of assignments; emails in respect of Quench contract; review security opinion; emails regarding same; emails in respect of outstanding closing issues;	3.80	LMW
	Revising distribution order; drafting notice of motion; review and respond to various emails; providing responses to questions from Chaitons regarding post-closing undertakings; emails with BDO regarding same;	2.40	AD

	Call with L. Williams and R. Manea regarding various issues; addressing questions from L. Williams on JLHD issues and BNS registrations; emails with BDO team regarding NBC pay-out; review of fee affidavits and revising motion materials to reflect same; providing comments on fee affidavit; various emails with R. Manea regarding motion materials and PPSA searches; review and respond to various correspondence;	2.80	AD
	drafting security opinion in respect of security held by vehicle financiers; review of financing agreements and PPSA registrations; finalizing draft and sending to L. Williams for review; review of Third Report;	4.10	AD
	attend to same; revise exhibits and circulate to A. Driedger; correspondence with R. Gandol regarding pick-up of original certified order from the Commercial List; receive and review email from Ministry with company key for Nimbus; complete articles of reorganization for Nimbus Water Systems Inc. and circulate to M. Marchand (BDO) for electronic signature; attend to filing of articles; emails with L. Williams and A. Driedger regarding copies of confirmation of filing and signed redacted articles to be circulated to Chaitons and provide same; emails with L. Williams and A. Driedger regarding change of corporate name, timing of distribution motion and timing of bankruptcy filings; emails with A. Driedger regarding opinion with respect to PPSA registrations related to motor vehicles and PPSA searches, consider same and VIN searches; review Excel listing and chart of VINs; call with A. Driedger and L. Williams regarding same and possible adjournment of distribution motion; attend to obtaining certified and electronic PPSA searches with respect to Nimbus Water Systems Inc. and Oakdale Enterprises Inc.; further instructions from L. Williams regarding re-scheduling of distribution motion;	5.60	RGM
Jan-12-22	Emails in respect of finalization of materials; emails in respect of satisfaction of undertaking and change of name; emails in respect of sale of Mercedes; emails in respect of vehicle security issues and distribution; emails in respect of bankruptcy assignments; prepare schedules for orders; telephone call to F. Gagnon; emails to finalize materials; review finalized materials; emails regarding same;	3.30	LMW
	Finalizing draft distribution order; final review of third report and providing comments on same; emails regarding proper reserve amount and revising report accordingly; compiling all part and schedules to motion record; final review of each document; hyperlinking and bookmarking same; sending to L. Williams for review; turning comments from L. Williams and finalizing and serving motion record on Service List;	3.90	AD

	Summarizing issues with respect to BNS vehicles and priorities for L. Williams; further drafting and changes to security opinion regarding financed vehicles; further review of financing agreements and PPSA registrations in respect of same; emails regarding reserve amount; emails with BNS counsel regarding financed vehicles and reserve for distribution motion; emails with BDO regarding location of financed vehicles; emails with BDO and BNS counsel regarding pay-out amounts;	3.70	AD
	Attend to commissioning L. Williams' fee affidavit; emails with Commercial List scheduling clerk and L. Williams regarding re-scheduling of distribution motion; call with Ministry regarding update on articles of reorganization; instructions from A. Driedger and obtain ON and QC PPSA and RDPRM searches regarding VIN2C4RDGBG3KR762245; instructions from A. Driedger and prepare motion record index; emails with A. Driedger regarding change to title of proceedings after service, once name of Nimbus Water is officially changed; briefly review served Distribution Motion;	2.00	RGM
Jan-13-22	Emails in respect of outstanding closing items; emails in respect of position taken by BNS; emails in respect of name change; emails in respect of bankruptcies; numerous emails with R. Aisenberg in respect of BNS position; discuss same with Adam;	1.80	LMW
	Review of emails from BNS counsel and drafting email to BNS counsel regarding position on allocation of purchase price; emails with L. Williams regarding same; further emails to BNS counsel and review of documents; emails with L. Williams regarding allocation issue and research for same;	1.70	AD
	Hyperlink motion record and upload same into CaseLines; emails regarding affidavit of service;	0.50	RGM
Jan-14-22	Emails and conference call in respect of position taken by counsel to BNS; emails regarding same; emails regarding Quench contract; emails regarding BNS position;	1.20	LMW
	Emails with K. Chan and L. Williams regarding allocation issue research; call with K. Chan regarding same and providing context on issue; call with BDO and L. Williams regarding distribution motion issues; review of spreadsheets providing estimated shortfalls on vehicles; providing summary of same and sending information by email to BNS counsel; review of case law provided by K. Chan and emails regarding same; emails to BNS counsel regarding post filing payments reducing amounts outstanding; summarizing case law and key takeaways on allocation issue for L. Williams; emails with BNS counsel	4.20	AD

	regarding filing and uploading materials; providing summary of emails to BDO; review of Bloom Lake CCAA decision provided by K. Chan and emails regarding same;		
	Internal emails regarding Affidavit of Service with respect to service of motion record; call with and email to Ministry to follow up on status of filed articles of reorganization; attend to BIA search regarding Nimbus Water Systems Inc. and review search results; email to L. Williams regarding same and update on filed articles of reorganization; prepare motion record for filing;	0.90	RGM
	Research on challenging Receiver's proposed distribution of sale proceeds for sums higher than those stated in the asset purchase agreements	7.10	KC
Jan-17-22	Review materials of BNS; emails in respect of same; conference call with independent counsel and the Receiver in respect of possible adjournment; review and revise order to provide for BNS reserve; emails in respect of confirmation of name change; emails in respect of closing deliveries; email from B. Gilmore;	2.50	LMW
	Review of BNS motion materials; considering response to same; drafting responding factum; review of relevant case law and commentary; emails to BDO regarding post filing payments; call with D. Michaud and BDO regarding distribution motion and response to BNS; emails to BDO regarding cure costs and post-closing undertakings; revising distribution order to reflect discussion between BNS counsel and D. Michaud; emails with R. Manea regarding Oakdale registration; sending draft order to BNS counsel; sending receiver responses to Chaitons regarding post-closing undertakings;	5.90	AD
	Commission Affidavit of Service for A. Driedger and attend to electronic filing of motion record; call with MGSC to follow up on status of articles of reorganization; emails with A. Driedger regarding discharge of NBC's PPSA registration with respect to Oakdale, consider same and registration covering all debtors' GSAs; review Ministry's 1990 PPSA-related procedural order regarding partial discharges and provisions of PPSA S.55 for same; prepare draft partial discharge of registration and provide same to L. Williams for review and sign-off;	2.00	RGM
	Research and review precedent opinions to receivers regarding MV lessors and PMSI priorities;	2.80	RGM
Jan-18-22	Numerous emails with R. Aisenberg in respect of BNS indebtedness; consider revisions to order requested; emails regarding same; emails with H. Chaiton in respect of	3.70	LMW

	reservation of rights; conference call to discuss issues raised with distribution motion and next steps; attend distribution motion; emails regarding outcome of same; emails in respect of draft order and endorsement; emails with S. de Lorenzi in respect of distribution and reserves; emails in respect of change of name; conference call with the Receiver to discuss next steps; emails in respect of Ford vehicle; emails in respect of distributions;		
	Call with D. Michaud and BDO to discuss distribution motion;	0.50	AD
	Review and respond to emails regarding distribution motion and name change filings; revising order to reflect BNS reserve; preparation of counsel slip and sending same and revised order to McEwen J.;	1.20	AD
	Attending distribution motion;	0.50	AD
	Call with D. Michaud and BDO regarding next steps; review of emails from Ford counsel and confirming financing arrangement after reviewing agreement;	0.90	AD
	Receive and review filed Articles of Reorganization and related documents with respect to business name changes of Nimbus Water Systems Inc.; forward same to A. Driedger and L. Williams to be provided to Chaitons; emails with A. Driedger and L. Williams regarding change of title of proceedings and filing notice of change; prepare affidavit with respect to change of title of proceedings; prepare and file Notice of Change regarding termination of authorized signing officer;	2.20	RGM
Jan-19-22	Email to K. Blunt in respect of sale of Ford vehicle; emails in respect of BNS position; emails regarding issued order;	0.30	LMW
	Preparation of summary memo for D. Michaud of leading case law relevant to the allocation issue raised by BNS counsel; sending same to D. Michaud and BDO; review and respond to correspondence; having distribution order issued and entered by Court;	2.50	AD
Jan-20-22	Emails with and telephone call from K. Bunt in respect of Ford payment; emails regarding BNS vehicles; telephone call with F. Gagnon in respect of potential termination of Quench contract;	0.70	LMW
	Review and respond to correspondence with L. Williams and BNS counsel regarding vehicle issues;	0.30	AD
	Obtain updated corporate profile report for 1966578 Ontario Inc.; email from A. Driedger and attend to electronic filing and issue of distribution order; review endorsement and email to A.	0.50	RGM

	Driedger regarding Match 10 proposed court date noted in endorsement and confirming time with Commercial List;		
Jan-21-22	Emails with counsel to Ford; emails with the Receiver;	0.50	LMW
	Review and respond to correspondence regarding next steps and vehicle issues; review of documents related to Ford vehicles;	0.80	AD
	Emails with A. Driedger regarding court time set aside by McEwen, J for motion on March 10;	0.10	RGM
Jan-24-22	Emails in respect of Ford vehicle; emails in respect of claim again J. Huynh; emails in respect of return of vehicle to RBC;	0.20	LMW
	Review and respond to correspondence regarding various issues;	0.50	AD
Jan-25-22	Emails in respect of RBC vehicle;	0.20	LMW
Jan-27-22	Emails in respect of status of bankruptcies;	0.10	LMW
Jan-28-22	Telephone call with S. de Lorenzi and J. Parisi regarding bankruptcy and next steps;	0.30	LMW
Jan-30-22	Review and respond to emails from R. Manea regarding partial discharge on Oakdale;	0.30	AD
	Emails with A. Driedger regarding bank's PPSA registration and GSA with respect to Oakdale;	0.20	RGM
Jan-31-22	Review and respond to correspondence with Chaitons and BDO regarding post-closing undertakings; review and respond to correspondence with R. Manea regarding Oakdale partial discharge;	0.50	AD

Lawyer	**Hours**	**Amount**
Leanne M. Williams	27.40	23,290.00
Adam Driedger	57.00	28,500.00
Roxana Manea (Law Clerk)	20.70	6,727.50
Katherine Chan (Student)	7.10	2,662.50
TOTAL FEE HEREIN		**$61,180.00**
HST on Fees		**$7,953.40**
Total Fees and HST		**$69,133.40**

Disbursements:

Computer Research	$322.37
Couriers	$27.17
Fee for searches/registrations	$343.55
Disbursements for searches/registrations*	$83.00

Certified Copy of Order*	$10.50	
Bankruptcy Searches*	$40.00	
Filing of Motion Record*	$320.00	
Corporate Name Change*	$150.00	
Filing of Motion Record*	$320.00	
Total Taxable Disbursements	**$693.09**	
HST on Disbursements	**$90.10**	
Total Non-Taxable Disbursements	**$923.50**	
Total Disbursements and HST		**$1,706.69**
Total Fees, Disbursements & HST		**$70,840.09**
OUR ACCOUNT HEREIN		**$70,840.09**

Thornton Grout Finnigan LLP



Per: Adam Driedger

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 37883

Date: Feb 22/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC.*, et al***

Applicant

Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

FIFTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.
Respondent

SIXTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending February 28, 2022

Feb-01-22	Emails in respect of Tricor claim;	0.20	LMW
	Review and respond to emails with L. Williams and BDO regarding service of Tricor and RBC; review of emails related to Tricor and RBC registrations;	0.30	AD
Feb-02-22	Emails in respect of service of Tricor; emails regarding outstanding undertakings; emails in respect of amounts owing to leasors; review research regarding consumer goods;	0.90	LMW
	Review of third report and order to address questions from L. Williams regarding RBC and Tricor vehicles; emails to students regarding research task on vehicle registrations; call with A. Overton regarding same; conducting preliminary research and review of emails to provide context; review of email memorandum drafted by A. Overton;	1.50	AD
	Review and organize signed NBC Proofs of Claim and trustee's	2.50	RGM

	reports provided by BDO with respect to Nimbus Water and Oakdale; review emails regarding service of receivership materials on Tricor, issues with disputed payment to this party, etc.; emails with L. Williams regarding service on Tricor of receivership materials and receivership order in August 2021, their request to be removed from the Service List, and Tricor's PPSA registrations with respect to 9 motor vehicles; call with M. Magni regarding service of Receivership Order on Tricor effected by email on August 24; locate relevant emails and provide to L. Williams;		
	Research on collateral classification under the PPSA for A. Driedger;	1.70	AO
Feb-03-22	Review and execute change of name forms in respect of PPSA registrations; emails in respect of RBC security and priority; email from E. Cappello in respect of corporate filings;	0.60	LMW
	Review of vehicle PPSA searches to confirm items set out in A. Overton memorandum; providing advice to BDO regarding priority and distribution for vehicle claims; emails with L. Williams regarding same; review of emails related to post-closing undertakings and emails to Chaitons regarding same;	1.10	AD
Feb-10-22	Telephone call with M. Marchand in respect of finalization of estate;	0.20	LMW
Feb-14-22	Emails in respect of distribution issues;	0.20	LMW
Feb-18-22	Emails regarding RBC sale; emails regarding BNS settlement discussions;	0.20	LMW
Feb-24-22	Emails in respect of settlement of BNS issues; review order regarding distribution; emails regarding same;	0.20	LMW

Lawyer	**Hours**	**Amount**
Leanne M. Williams	2.50	2,125.00
Adam Driedger	2.90	1,450.00
Roxana Manea (Law Clerk)	2.50	812.50
Alexander Overton (student)	1.70	637.50

TOTAL FEE HEREIN	**$5,025.00**	
HST on Fees	**$653.25**	
Total Fees and HST		**$5,678.25**

Disbursements:

Bankruptcy Search*	$8.00
Nova Scotia Lien Search	$47.01

Total Taxable Disbursements	**$47.01**	
HST on Disbursements	**$6.11**	
Total Non-Taxable Disbursements	**$8.00**	
Total Disbursements and HST		**$61.12**
Total Fees, Disbursements & HST		**$5,739.37**
OUR ACCOUNT HEREIN		**$5,739.37**

Thornton Grout Finnigan LLP



Per: Adam Driedger

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 38022

Date: Mar 17/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.
Respondent

SEVENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending March 31, 2022

Mar-01-22	Emails in respect of Nimbus name change;	0.30	LMW
	Emails with L. Williams regarding question from M. Marchand with respect to recognition of Nimbus Water's name change;	0.20	RGM
Mar-02-22	Emails in respect of sale reconciliation;	0.20	LMW
Mar-03-22	Letter in respect of settlement of BNS claim;	0.20	LMW
Mar-04-22	Emails in respect of closing payables;	0.20	LMW
	Review of correspondence related to post-closing deliverables with purchaser;	0.20	AD
Mar-07-22	Emails regarding further distribution to NBC;	0.20	LMW

Mar-08-22	Emails in respect of BNS settlement; emails in respect of outstanding undertakings	0.30	LMW
Mar-10-22	Emails in respect of bankruptcy name change; emails in respect of payment of outstanding pre-closing utilities;	0.40	LMW
Mar-11-22	Emails in respect of outstanding undertakings and upcoming sale of property; emails with purchaser;	0.50	LMW
	Review and respond to correspondence regarding post-closing deliverables;	0.20	AD
Mar-14-22	Emails in respect of payment of utilities;	0.20	LMW
Mar-15-22	Emails in respect of name change and bankruptcy;	0.20	LMW
Mar-16-22	Emails in respect of J. Huynh;	0.20	LMW
Mar-18-22	Emails in respect of name change;	0.20	LMW
Mar-23-22	Emails in respect of closure of accounts;	0.20	LMW
Mar-28-22	Emails in respect of closing of accounts and return of funds;	0.20	LMW
Mar-30-22	Emails with L. Williams regarding status, follow-up on bank's PPSA registrations and Oakdale partial PPSA discharge (not effected);	0.30	RGM

Lawyer	**Hours**	**Amount**
Leanne M. Williams	3.50	2,975.00
Adam Driedger	0.40	200.00
Roxana Manea (Law Clerk)	0.50	162.50

TOTAL FEE HEREIN	**$3,337.50**	
HST on Fees	**$433.88**	
Total Fees and HST		**$3,771.38**

Disbursements:		
Computer Research	$40.27	
Total Taxable Disbursements	**$40.27**	
HST on Disbursements	**$5.24**	
Total Non-Taxable Disbursements	**$0.00**	
Total Disbursements and HST		**$45.51**

Total Fees, Disbursements & HST	**$3,816.89**
OUR ACCOUNT HEREIN	**$3,816.89**

Thornton Grout Finnigan LLP



Per: Adam Driedger

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 38109

Date: Apr 19/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

EIGHTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending May 31, 2022

Apr-05-22	Emails in respect of timing of final distribution;	0.20	LMW
Apr-29-22	Emails in respect of timing of final distribution;	0.20	LMW
May-02-22	Communicate (other external) - Emails in respect of timing of final distribution;	0.20	LMW
May-09-22	Emails with J. Parisi regarding transportation claims; telephone call and email from counsel to Quench;	0.20	LMW
May-10-22	Telephone call to counsel for Quench; telephone call with J. Parisi in respect of outstanding issues;	0.40	LMW
May-27-22	Telephone call from F. Gagnon regarding Quest termination; review letter regarding same and email to Receiver;	0.40	LMW

Lawyer	**Hours**	**Amount**
Leanne M. Williams	1.60	1,360.00

TOTAL FEE HEREIN	**$1,360.00**	
HST on Fees	**$176.80**	
Total Fees and HST		**$1,536.80**
OUR ACCOUNT HEREIN		**$1,536.80**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 87042 1039RT *HST Exempt
Matter No. 1390-012
Invoice No. 38377
Date: Jun 28/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC.*, et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

EIGHTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

NINTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

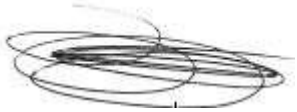
For the period ending July 31, 2022

Jul-04-22	Emails in respect of payment to Ford credit;	0.20	LMW
Jul-05-22	Emails in respect of Ford payment;	0.20	LMW
Jul-14-22	Emails with F. Gagnon regarding Quest agreement;	0.20	LMW
Jul-15-22	Emails in respect of Quench agreement;	0.20	LMW
Jul-18-22	Emails in respect of Quench agreement;	0.20	LMW

Lawyer	**Hours**	**Amount**
Leanne M. Williams	1.00	850.00
TOTAL FEE HEREIN		**$850.00**
HST on Fees		**$110.50**

Total Fees and HST	**$960.50**
OUR ACCOUNT HEREIN	**$960.50**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 38599

Date: Aug 29/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC.*, et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

NINTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

TENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending September 30, 2022

Aug-17-22	Emails in respect of litigation commenced against Nimbus;	0.20	LMW
Sep-07-22	Telephone call from and email to paralegal in respect of upcoming action against Nimbus;	0.20	LMW
Sep-13-22	Emails in respect of dismissal of action against Nimbus;	0.10	LMW
Sep-14-22	Emails with E. Cappello regarding claim against Nimbus;	0.10	LMW
Sep-16-22	Emails in respect of request to purchase tax losses;	0.20	LMW
Sep-23-22	Review proposed email regarding tax losses;	0.10	LMW

Lawyer	**Hours**	**Amount**
Leanne M. Williams	0.90	765.00
TOTAL FEE HEREIN		**$765.00**
HST on Fees		**$99.45**
Total Fees and HST		**$864.45**

OUR ACCOUNT HEREIN **$864.45**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012
Invoice No. 38770
Date: Oct 18/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

TENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

ELEVENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending October 31, 2023

Dec-05-22	Emails regarding HST refund;	0.20	LMW
Dec-22-22	Emails in respect of final distributions;	0.20	LMW
May-15-23	Emails in respect of status of finalization of receivership;	0.20	LMW
Oct-10-23	Emails in respect of court availability;	0.20	LMW
Oct-11-23	Emails in respect of Nimbus hearing date;	0.20	LMW
Oct-12-23	Emails in respect of payout and timing of discharge;	0.30	LMW
Oct-17-23	Emails in respect of termination motion; review file regarding Davidson security; email to H. Chaiton regarding same; emails regarding release of court time;	0.40	LMW

Lawyer	**Hours**	**Amount**
Leanne M. Williams	1.70	1,477.50
TOTAL FEE HEREIN		**$1,477.50**
HST on Fees		**$192.08**
Total Fees and HST		**$1,669.58**

OUR ACCOUNT HEREIN **$1,669.58**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 40136

Date: Nov 22/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

ELEVENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondent

TWELFTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending January 31, 2024

Nov-21-23	Emails in respect of security review;	0.20	LMW
Dec-22-23	Emails and telephone call with A. Greenspoon regarding security review and distribution; emails in respect of security opinion;	0.50	LMW
Jan-17-24	Emails in respect of security opinion;	0.20	LMW
	Review of security documents;	0.30	DD
	Review file history and documentation; emails regarding outstanding materials; instructions to D. Dev regarding security opinion;	0.50	PF
Jan-22-24	Drafting of security opinion; review of PPSA searches; review of GSA; review of promissory note	3.80	DD
Jan-23-24	Review and revise security opinion;	0.70	PF
Jan-24-24	Review and revise opinion;	0.20	LMW
	Coordinate with A. Chang regarding PPSA searches and review of same; populate and update the schedule to the Security Opinion; email exchange with P. Fesharaki on security opinion; finalize security opinion and send same to L. Williams;	1.10	DD

	Review and finalize security opinion;	0.50	PF
	Email from R. Manea; obtaining corporate search and PPSA search for "Oakdale Enterprises Inc."; sending same to D. Dev;	0.60	AC
Jan-29-24	Emails in respect of distribution issues	0.20	LMW
	Discussion with L. Williams regarding final distribution issues; review of emails from BDO regarding same; coordinating call with L. Williams to discuss further; review of previous Receiver's report;	0.80	AD
Jan-31-24	Discuss scheme of distribution with A. Driedger; emails regarding same;	0.50	LMW
	Call with L. Williams regarding distribution issues and next steps; detailed review of previous reports and order; consideration of information required to inform distribution analysis; drafting email to client setting out key information requests; review of marshalling doctrine case law and commentary and considering applicability to JLHD;	2.80	AD

Lawyer	**Hours**	**Amount**
Leanne M. Williams	1.80	1,597.00
Puya Fesharaki	1.70	1,275.00
Adam Driedger	3.60	2,160.00
Divyansh Dev	5.20	2,730.00
Anne Chang (Law Clerk)	0.60	210.00

TOTAL FEE HEREIN	**$7,972.00**	
HST on Fees	**$1,036.36**	
Total Fees and HST		**$9,008.36**

Disbursements:

Fee for searches/registrations	$50.00	
Disbursements for searches/registrations*	$8.00	
Total Taxable Disbursements	**$50.00**	
HST on Disbursements	**$6.50**	
Total Non-Taxable Disbursements	**$8.00**	
Total Disbursements and HST		**$64.50**
Total Fees, Disbursements & HST		**$9,072.86**

OUR ACCOUNT HEREIN **$9,072.86**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 1390-012

Invoice No. 40520

Date: Mar 04/24

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IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

TWELFTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca / Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca / Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondent

THIRTEENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

For the period ending April 30, 2024

Mar-04-24	Emails in respect of distribution;	0.20	LMW
	Review and respond to emails regarding distribution issues; consideration of next steps;	0.40	AD
Apr-01-24	Review of historical correspondence and reports; consideration of marshalling issue; emails with client regarding same;	0.50	AD
Apr-13-24	Consideration of key facts and research regarding marshalling argument for JLHD;	3.00	AD
Apr-14-24	Consideration of key facts and research regarding marshalling argument for JLHD;	2.00	AD
Apr-20-24	Emails in respect of issues with final distribution;	0.30	LMW
	Review and respond to emails regarding JLHD discussions for next week;	0.20	AD
Apr-22-24	Review and respond to emails with client and L. Williams regarding distribution issues; coordinating calls with client and JLHD to discuss;	0.60	AD
Apr-24-24	Conference call to discuss final distribution and wind up of receivership;	0.80	LMW
	Preparation for and participation in call with client regarding distribution issues; preparation for and participation in call with JLHD regarding same;	1.90	AD

follow up discussions with L. Williams; providing email update to client; review of reports provided by client;

Lawyer	Hours	Amount
Leanne M. Williams	1.30	1,163.50
Adam Driedger	8.60	5,160.00

TOTAL FEE HEREIN	**$6,323.50**	
HST on Fees	**$822.06**	
Total Fees and HST		**$7,145.56**
OUR ACCOUNT HEREIN		**$7,145.56**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. HST No. 870421039RT *HST Exempt

Matter No. 1390-012

Invoice No. 40852

Date: May 27/24

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

THIRTEENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

BDO Canada Limited
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

Attention: Josie Parisi

September 23, 2024

Invoice No. 41415
File No. 1390-012

RE: Receivership of Nimbus Environment Solutions Inc. et al.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: August 31, 2024

FEES

2024-05-28	Review and respond to emails with internal team regarding deliverables;	AD	0.30
2024-07-23	Review and respond to emails with client regarding RBC lien;	AD	0.30
2024-08-01	Review and respond to emails with client regarding RBC issues;	AD	0.30
2024-08-07	Review of PPSA search related to RBC lien and review of Asset Purchase Agreement; providing update to client on question related to both;	AD	0.60

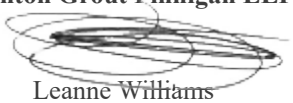
And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

Lawyer	Hours	Rate	Amount
Adam Driedger	1.50	600.00	900.00

Total FEES	**$900.00**
GST/HST on Fees	$117.00

Total Fees & Disbursements	$900.00
HST	$117.00
Total	**$1,017.00**

Thornton Grout Finnigan LLP



Per: Leanne Williams

E. & O. E. 87042 1039 RT0001

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Please note that all our accounts are rendered in Canadian Dollars. Payment can be made to us by:

1. *Cheque Payable to Thornton Grout Finnigan LLP or*

2. *Wire Transfer to:*

Account No.:	*1000413*
Transit No.:	*02955*
Institution No.:	*003*
Account Name:	*Thornton Grout Finnigan LLP*
Address of Bank:	*111 Yonge Street, Toronto, Ontario M5C 1W4*
Name of Bank:	*Royal Bank of Canada*
Swift Code:	*ROYCCAT2*

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

FOURTEENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
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Tel: (416) 304-0060

Adam Driedger (LSO #77296F)
Email: adriedger@tgf.ca
Tel.: (416) 304-1152

Lawyers for the Court-appointed receiver, BDO Canada Limited

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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BETWEEN:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondent

FIFTEENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

BDO Canada Limited
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

Attention: Josie Parisi

September 24, 2025

Invoice No. 43237
File No. 1390-012

RE: Receivership of Nimbus Environment Solutions Inc. et al.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: September 24, 2025

FEES

2025-03-26	Review and respond to various emails with L. Williams and client;	AD	0.50
2025-08-21	Emails in respect of discharge of receiver; emails regarding Court availability;	LMW	0.20
2025-09-23	Review and revise draft Report; emails regarding same;	LMW	0.70

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

Lawyer	Hours	Rate	Amount
Leanne Williams	0.90	925.00	832.50
Adam Driedger	0.50	650.00	325.00

Total FEES	**$1,157.50**
GST/HST on Fees	$150.48

Total Fees & Disbursements	$1,157.50
HST	$150.48
Total	**$1,307.98**

Thornton Grout Finnigan LLP

Per: Leanne Williams

E. & O. E. 87042 1039 RT0001

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2. *Wire Transfer to:*

Account No.:	*1000413*
Transit No.:	*02955*
Institution No.:	*003*
Account Name:	*Thornton Grout Finnigan LLP*
Address of Bank:	*111 Yonge Street, Toronto, Ontario M5C 1W4*
Name of Bank:	*Royal Bank of Canada*
Swift Code:	*ROYCCAT2*

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

FIFTEENTH BILL OF COSTS OF THORNTON GROUT FINNIGAN LLP, THE SOLICITORS TO THE COURT-APPOINTED RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca / Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver, BDO Canada Limited

This is Exhibit "B" referred to in the
Affidavit of Leanne Williams sworn by Leanne Williams of the City of Toronto, in the Province of Ontario before me at the City of Maple, in the Province of Ontario, this 26th day of September, 2025 in accordance with *O. Reg. 431/20, Administering Oath or Declaration Remotely*.

Maria Magni

A Commissioner for taking affidavits

MARIA MAGNI

Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP, Barristers and Solicitors.
Expires June 13, 2027.

EXHIBIT "B"

Calculation of Average Hourly Billing Rates of
Thornton Grout Finnigan LLP
for the period January 1, 2022 to September 24, 2025

Invoice #	Fees	Disb.	HST	Total Hours	Average Hourly Rate	Total (Fees, Disb., HST)
37883 Fifth Bill of Costs	$61,180.00	$1,616.59	$8,043.50	112.20	$545.30	$70,840.09
38022 Sixth Bill of Costs	$5,025.00	$55.01	$659.36	9.60	$523.44	$5,739.37
38109 Seventh Bill of Costs	$3,337.50	$40.27	$439.12	4.40	$758.52	$3,816.89
38377 Eighth Bill of Costs	$1,360.00	$00.00	$176.80	1.60	$850	$1,536.80
38599 Ninth Bill of Costs	$850.00	$00.00	$110.50	1.00	$850	$960.50
38770 Tenth Bill of Costs	$765.00	$00.00	$99.45	0.90	$850	$864.45
40136 Eleventh Bill of Costs	$1,477.50	$00.00	$192.08	1.70	$869.12	$1,669.58
40520 Twelfth Bill of Costs	$7,972.00	$58.00	$1,042.86	12.90	$618	$9,072.86
40852 Thirteenth Bill of Costs	$6,323.50	$00.00	$822.06	9.90	$638.74	$7,145.56

Invoice #	Fees	Disb.	HST	Total Hours	Average Hourly Rate	Total (Fees, Disb., HST)
41415 Fourteenth Bill of Costs	$900.00	$00.00	$117.00	1.50	$600	$1,017.00
43237 Fifteenth Bill of Costs	$1,157.50	$00.00	$150.48	1.40	$826.80	$1,307.98
TOTALS:	**$90,348.00**	**$1,769.87**	**$11,853.21**	**157.10**	**$720.90**	**$103,971.08**

This is Exhibit "C" referred to in the Affidavit of Leanne Williams sworn by Leanne Williams of the City of Toronto, in the Province of Ontario before me at the City of Maple, in the Province of Ontario, this 26th day of September, 2025 in accordance with *O. Reg. 431/20, Administering Oath or Declaration Remotely*.

Maria Magni

A Commissioner for taking affidavits

MARIA MAGNI

Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP, Barristers and Solicitors.
Expires June 13, 2027.

EXHIBIT "C"

Billing Rates of Thornton Grout Finnigan LLP
for the period January 1, 2022 to December 31, 2022

	Position	Rate 2022	Year of Call
Leanne M. Williams	Partner	$850	1999
Adam Driedger	Associate	$500	2019
Alexander Overton	Articling Student	$375	N/A
Katherine Chan	Articling Student	$375	N/A
Roxana Manea	Law Clerk	$325	N/A

Billing Rates of Thornton Grout Finnigan LLP
for the period January 1, 2023 to December 31, 2023

	Position	Rate 2023	Year of Call
Leanne M. Williams	Partner	$850	1999

Billing Rates of Thornton Grout Finnigan LLP
for the period January 1, 2024 to December 31, 2024

	Position	Rate 2024	Year of Call
Leanne M. Williams	Partner	$895	1999
Puya Fesharaki	Associate	$750	2016
Adam Driedger	Associate	$600	2019
Divi Dev	Associate	$525	2023
Anne Chang	Law Clerk	$350	N/A

Billing Rates of Thornton Grout Finnigan LLP
for the period January 1, 2025 to September 24, 2025

	Position	**Rate 2025**	**Year of Call**
Leanne M. Williams	Partner	$925	1999
Adam Driedger	Associate	$650	2019

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant

Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

AFFIDAVIT OF LEANNE M. WILLIAMS
(Sworn September 26, 2025)

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver, BDO Canada Limited

APPENDIX “C”

Affidavit of Jason Spetter sworn October 16, 2023

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF section 101 of the *Courts Of Justice Act*, R.S.O. 1990 c.C.43, as amended,
And in the matter of Section 243(1) of the *Bankruptcy And Insolvency Act*, R.S.C. 1985, c. B-3,
as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

AFFIDAVIT OF JASON D. SPETTER

I, **JASON D. SPETTER,** of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a managing director with the law firm Lipman, Zener & Waxman PC ("LZW"), lawyers for BDO Canada Limited (the "Receiver") and as such have knowledge of the matters to which I hereinafter depose. I verily believe to be true all matters that I depose to which I do not have firsthand knowledge based on my review of the file.

2. Attached hereto and marked as **Exhibit "A"** is a copy of the account issued by LZW dated March 11, 2022 with respect to the fees and disbursements incurred between January, 2022 through March, 2022 in the amount of $2,034.00 broken down as follows:

a. Fees in the amount of $1,800.00;

b. Disbursements in the amount of $0.00; and

c. HST in the amount of $234.00.

3. I confirm that the account described above accurately reflects the services provided by LZW in this matter and the fees and disbursements claimed by it during the period described above.

4. Additionally, below is a summary of additional information with respect to the aforementioned account indicating all members of LZW who worked on this matter during the period described above, including their year of call to the bar:

NAME OF LAWYER	YEAR OF CALL	HOURLY RATE	TOTAL HOURS	TOTAL FEES
JDS - Jason Spetter	2002	$500.00	3.60	$1,800.00

5. I swear this Affidavit in support of the Receiver's motion for, among other things, approval of LZW's fees and disbursements as legal counsel to the Receiver and for no other or improper purpose.

SWORN BEFORE ME:)
at the City of Toronto,)
in the Province of Ontario,)
this **16th** day of **October, 2023**)
in accordance with O. Reg. 431/20,)
Administering Oath or Declaration Remotely.)
)
)
)
)
)
)

A Commissioner for taking oaths, etc.
Tiegan Kilbride (LSO #P17363)

JASON D. SPETTER

This is **Exhibit " A "** referred to in the

Affidavit of **Jason D. Spetter** sworn

This **16th** day of October, 2023

*Commissioner for Taking Affidavits (or as may be)**
**virtually commissioned by Tiegan Kilbride, LSO# P17363, as per LSO Corporate Statement re COVID-19*

lipman zener waxman

INVOICE

BDO Canada Limited
20 Wellington Street East, Suite 500
Toronto, Ontario M5E1C5

Invoice Date: March 11, 2022
Invoice No.: 85486
Billing Through: March 11, 2022
Matter: 68423

RE: NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC

Professional Fees

Date	Description	Provider	Hours
2022-01-14	reviewing correspondence chain between TGF and Ron Aisenberg; reviewing receiver's motion record re distribution order; call with BDO and TGH; correspondence with BDO; reviewing appraisal;	JDS	3.60
	Total		**3.60**
			$1,800.00

Summary by Provider

JDS	Jason Spetter	3.60	500.00	1,800.00
		3.60		**1,800.00**

Total HST on Fees $234.00

Total Fees, Disbursements	$1,800.00
HST	$234.00
Amount Due on this Invoice	**$2,034.00**
Unpaid Balance as of Last Invoice	$0.00

LIPMAN ZENER & WAXMAN PC



Jason Spetter

Total HST:	$234.00
HST No.:	720773514

Payment of this account is due on receipt.

NOTE: This account bears interest from one month after delivery in accordance with the rate prescribed by Section 128 of the Courts of Justice Act.

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA -and- **NIMBUS ENVIRONMENTAL SOLUTIONS INC. *et al***

Applicant Respondents

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at
TORONTO

AFFIDAVIT OF JASON D. SPETTER

LIPMAN, ZENER & WAXMAN PC
Barristers & Solicitors
100 Sheppard Avenue East, Suite 850
Toronto, Ontario M2N 6N5

JASON D. SPETTER (LSO No. 46105S)

Direct: 416-789-0655
Fax: 416-789-9015
Email: jspetter@lzwlaw.com

APPENDIX “D”

Affidavit of Dominique Michaud sworn October 12, 2023

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and *in the matter of* Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

BETWEEN:

NATIONAL BANK OF CANADA

Applicant

-and-

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

AFFIDAVIT OF DOMINIQUE MICHAUD

I, **DOMINIQUE MICHAUD,** of the City of Toronto, in the Province of Ontario **MAKE OATH AND SAY**:

1. I am a partner of the law firm of Robins Appleby LLP ("**Robins**"), the lawyers for BDO Canada Limited (the "**Receiver**"), as the Court-appointed receiver and manager, without security, of all of the assets, undertakings and properites of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively, the "**Debtors**") and, as such, have knowledge of the matters contained in this Affidavit.

2. Pursuant to the Order of Justice Hainey dated August 23, 2021, the Receiver was appointed as the Receiver of the Debtors (the "**Receivership Order**").

3. This affidavit is made in connection with the Receiver's motion for, *inter alia*, the approval of the fees and disbursements of Robins with respect to legal services rendered as independent counsel to the Receiver in connection with these receivership proceedings from January 17, 2022 up to October 12, 2023 (the "**Billing Period**"). Attached as **Exhibit "A"** is a record of the legal services rendered by Robins to the Receiver and disbursements incurred during this period (the "**Robins Invoices**"). To the best of my knowledge, the Robins Invoices provides a fair and accurate description of the activities undertaken and the services rendered by Robins during this period.

4. Attached as **Exhibit "B"** is a summary of the names, year of call, hourly rates, time expended by the lawyers and other professionals at Robins whose time is reflected in the dockets recorded in Exhibit "A".

5. During the Billing Period, the total fees billed by Robins were $12,816.50 plus disbursement of $0.00 and applicable taxes of $1,666.15 for an aggregate amount of $14,482.65.

6. I have reviewed the Robins Invoices and consider the time expended for legal fees charged to be fair and reasonable for the services performed. To the best of my knowledge, the rates charges by Robins are comparable to the rates charged for legal services of a similar nature and complexity by other medium sized firms in the Toronto market.

SWORN remotely by Dominique Michaud of the City of Toronto, in the Province of Ontario, before me on the 12th day of October, 2023, in accordance with *O. Reg. 431/20,* Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits
(or as may be)

Joey Jamil

DOMINIQUE MICHAUD

THIS IS **EXHIBIT "A"** REFERRED TO IN

THE AFFIDAVIT OF **DOMINIQUE MICHAUD**

SWORN BEFORE ME ON THE 12TH

DAY OF OCTOBER, 2023



A Commissioner, Notary, Etc.

JOEY JAMIL

ROBINS APPLEBY
BARRISTERS + SOLICITORS

INVOICE

BDO Canada Limited
500-20 Wellington Street East
Toronto, ON M5E 1C5

DATE: February 28, 2022
CLIENT No.: 7796
FILE No.: 2200056
INVOICE No.: 173253
H.S.T. No.: 12139 1205 RT0001

Attention: Josie Parisi

	RE: Receivership - Nimbus Environmental Solutions Inc. et al.
	FOR ALL PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter, including the following:
17-Jan-22	Various telephone conferences regarding BDO representation; review emails regarding The Bank of Nova Scotia's allocation dispute; telephone conference between Dominique Michaud and Ron Aisenberg regarding The Bank of Nova Scotia's position and quantum of reserve; review and comments on draft Orders; review motion materials; prepare for distribution motion; Telephone conference between Irving Marks and Dominique Michaud;
18-Jan-22	Email correspondence regarding form of Order and amendments to adjournment term; attend court regarding distribution motion; Prepare for and attend distribution motion; conference call regarding go forward strategy and possible settlement with The Bank of Nova Scotia;
19-Jan-22	Email from Dominique Michaud to Adam Driedger regarding caselaw in support of Receiver's position; email from Matthew Marchand to Dominique Michaud regarding distribution to The Bank of Nova Scotia;
20-Jan-22	Initial review of case law provided by Thornton Grout; research allocation of sales in CCAA proceedings; Review caselaw regarding sales price allocation dispute; email correspondence between Dominique Michaud and Ron Aisenberg; meeting between Dominique Michaud and Samuel Mosonyi regarding further research;
21-Jan-22	Research further cases on purchase price allocation in CCAA contexts;
24-Jan-22	Research on black book values for automobile valuations and receiver sale allocations; draft memorandum;

	Review research and meeting between Dominique Michaud and Samuel Mosonyi; telephone conference with Josie Parisi regarding potential offer to settle motion;	
01-Feb-22	Telephone conference with BDO regarding Offer to Settle; review spreadsheet;	
02-Feb-22	Draft settlement proposal to Ron Ainsberg to settle allocation motion; reporting email to Josie Parisi regarding allocation motion;	
03-Feb-22	Email correspondence between Dominique Michaud and Ron Ainsberg regarding Offer to Settle;	
04-Feb-22	Email correspondence between Dominique Michaud and Ron Ainsberg regarding settlement proposal;	
14-Feb-22	Telephone conference with Josie Parisi regarding settlement with Bank of Nova Scotia;	
18-Feb-22	Email correspondence with BDO regarding settlement proposal; email from Dominique Michaud to Ron Ainsberg regarding settlement proposal;	
23-Feb-22	Telephone conference with BDO regarding settlement proposal; email from Dominique Michaud to Ron Ainsberg;	
24-Feb-22	Review email from Ron Ainsberg and email to Josie Parisi regarding implementation of settlement;	
27-Feb-22	Telephone conference between Dominique Michaud and Matthew Marchant; review Court Orders and email opinion to BDO regarding need for further Court Order to make distribution;	
28-Feb-22	Email to Ron Ainsberg regarding form of settlement;	
	OUR FEE	**$11,283.50**
	H.S.T. (13%)	
	on $11,283.50 Fees	1,466.86
	on $0.00 Disbursements	0.00
	Total H.S.T.	**$1,466.86**
	TOTAL FEES, DISBURSEMENTS and H.S.T.	**$12,750.36**

ROBINS APPLEBY LLP
Per:

Dom Michaud

Dominique Michaud
E. & O.E.
/WL

Online bill payment is now available through most major banks. Please use the "Client No." located on this invoice as your online bill payment Account No., save "Robins Appleby LLP" as a "Payee" and proceed to "Pay Bills". If you require assistance, please call our office at 416-868-1080 and a member of the Robins Appleby accounting team would be pleased to help.

Account Due When Rendered. In accordance with section 33 of the *Solicitors Act*, interest will be charged at the rate of **3.00%** per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

robapp\7116863.1

ROBINS APPLEBY
BARRISTERS + SOLICITORS

INVOICE

BDO Canada Limited
500-20 Wellington Street East
Toronto, ON M5E 1C5

DATE: April 20, 2022
CLIENT No.: 7796
FILE No.: 2200056
INVOICE No.: 173814
H.S.T. No.: 12139 1205 RT0001

Attention: Josie Parisi

	RE: Receivership - Nimbus Environmental Solutions Inc. et al.	
	FOR ALL PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter, including the following:	
01-Mar-22	Email correspondence regarding completion of settlement;	
03-Mar-22	Draft letter to Court regarding settlement and vacate motion;	
08-Mar-22	Email correspondence with court regarding status of motion;	
	OUR FEE	**$693.00**
	H.S.T. (13%)	
	on $693.00 Fees	90.09
	on $0.00 Disbursements	0.00
	Total H.S.T.	**$90.09**
	TOTAL FEES, DISBURSEMENTS and H.S.T.	**$783.09**

ROBINS APPLEBY LLP
Per:

Dom Michaud

Dominique Michaud
E. & O.E.
/WL

Online bill payment is now available through most major banks. Please use the "Client No." located on this invoice as your online bill payment Account No., save "Robins Appleby LLP" as a "Payee" and proceed to "Pay Bills". If you require assistance, please call our office at 416-868-1080 and a member of the Robins Appleby accounting team would be pleased to help.

Account Due When Rendered. In accordance with section 33 of the *Solicitors Act*, interest will be charged at the rate of **3.00%** per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

ROBINS APPLEBY
BARRISTERS + SOLICITORS

INVOICE

BDO Canada Limited
500-20 Wellington Street East
Toronto, ON M5E 1C5

DATE: October 12, 2023
CLIENT No.: 7796
FILE No.: 2200056
INVOICE No.: 179978
H.S.T. No.: 12139 1205 RT0001

Attention: Josie Parisi

	RE: Receivership - Nimbus Environmental Solutions Inc. et al.	
	FOR ALL PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter, including the following:	
11-Oct-23	Email between Matt Marchand and Dominique Michaud regarding discharge of Receiver;	
12-Oct-23	Draft Receiver discharge motion materials; email correspondence between Matthew Marchand and Dominique Michaud;	
	OUR FEE	**$840.00**
	H.S.T. (13%)	
	on $840.00 Fees	109.20
	on $0.00 Disbursements	0.00
	Total H.S.T.	**$109.20**
	TOTAL FEES, DISBURSEMENTS and H.S.T.	**$949.20**

ROBINS APPLEBY LLP
Per:

Dominique Michaud
E. & O.E.
/WL

Online bill payment is now available through most major banks. Please use the "Client No." located on this invoice as your online bill payment Account No., save "Robins Appleby LLP" as a "Payee" and proceed to "Pay Bills". If you require assistance, please call our office at 416-868-1080 and a member of the Robins Appleby accounting team would be pleased to help.

Account Due When Rendered. In accordance with section 33 of the *Solicitors Act*, interest will be charged at the rate of **3.00%** per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

robapp\8916598.1

THIS IS **EXHIBIT "B"** REFERRED TO IN

THE AFFIDAVIT OF **DOMINIQUE MICHAUD**

SWORN BEFORE ME ON THE 12TH

DAY OF OCTOBER, 2023



A Commissioner, Notary, Etc.

JOEY JAMIL

Fees and Disbursement Summary of Robins Appleby LLP for the period from January 17, 2022 up to October 12, 2023

NAME	YEAR OF CALL	HOURLY RATE (2022/2023)	TOTAL HOURS	TOTAL FEES BILLS
Irving Marks	1980	$975 (2022)	0.6	$ 292.50
Dominique Michaud	2009	$630 (2022) $700 (2023)	13.8 1.2	$8,694.00 $ 840.00
Samuel Mosonyi	2019	$325 (2022)	9.2	$2,990.00
			SUBTOTAL FEES:	$12,816.50
			H.S.T. @13%	$ 1,666.15
			TOTAL FEES:	**$14,482.65**

Disbursements	$ 0.00
H.S.T. @13%	$ 0.00
TOTAL DISBURSEMENTS:	**$ 0.00**
TOTAL FEES, DISBURSEMENTS & H.ST.	**$14,482.65**

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NATIONAL BANK OF CANADA	- and-	**NIMBUS ENVIRONMENTAL SOLUTIONS INC. ET AL.**
Applicant		*Respondents*

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF SECTION 101 OF *THE COURTS OF JUSTICE ACT*, R.S.O. c.C.43, AS AMENDED, *AND IN THE MATTER OF* SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF DOMINIQUE MICHAUD

ROBINS APPLEBY LLP
Barristers + Solicitors
2600 - 120 Adelaide Street West
Toronto, ON M5H 1T1

Dominique Michaud LSO No.: 56871V
dmichaud@robapp.com
Tel: (416) 360-3795

Lawyers for the Receiver, BDO Canada Limited

NATIONAL BANK OF CANADA	- and-	**NIMBUS ENVIRONMENTAL SOLUTIONS INC. ET AL.**
Applicant		*Respondents*

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF SECTION 101 OF *THE COURTS OF JUSTICE ACT*, R.S.O. c.C.43, AS AMENDED, *AND IN THE MATTER OF* SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF DOMINIQUE MICHAUD

ROBINS APPLEBY LLP
Barristers + Solicitors
2600 - 120 Adelaide Street West
Toronto, ON M5H 1T1

Dominique Michaud LSO No.: 56871V
dmichaud@robapp.com
Tel: (416) 360-3795

Lawyers for the Receiver, BDO Canada Limited

APPENDIX “E”

Interim Statement of Receipts and Disbursement dated September 24, 2025

In the Matter of the Receivership of the Nimbus Group
Interim Statement of Receipts and Disbursements
For the Period August 23, 2021 to September 24, 2025

	NIMBUS GROUP TOTAL	Nimbus Water Systems Inc	Oakdale Enterprises Inc	Nimbus Environmental	Water Filter Cart Inc	2242462 Ontario Limited	365 Pro Installations Inc
Receipts:							
Enbloc Sale of Assets	$ 13,029,415.00	$ 4,513,068.85	$ 8,516,346.15	$ -	$ -	$ -	$ -
Accounts receivable	1,486,617.28	1,486,617.28	-	-	-	-	-
Sales	803,700.28	803,700.28	-	-	-	-	-
Wage Subsidy	148,716.03	148,716.03	-	-	-	-	-
HST refund	146,602.72	146,602.72	-	-	-	-	-
HST collected	103,374.86	103,374.86	-	-	-	-	-
Receiver's Borrowings	100,000.00	100,000.00	-	-	-	-	-
Cash in bank	70,222.79	70,222.79	-	-	-	-	-
Rental income	25,300.00	-	25,300.00	-	-	-	-
Interest earned	26,002.46	24,079.02	1,923.40	0.01	0.01	0.01	0.01
Cash on hand	14,730.73	14,730.73	-	-	-	-	-
GST collected	4,783.78	4,783.78	-	-	-	-	-
HST collected	3,289.00	-	3,289.00	-	-	-	-
QST collected	1,224.04	1,224.04	-	-	-	-	-
Transfer from other bank account	291.92	0.04	-	72.97	72.97	72.97	72.97
Miscellaneous refunds	246.76	246.76	-	-	-	-	-
PST collected	136.38	136.38	-	-	-	-	-
Total Receipts	**15,964,654.03**	**7,417,503.56**	**8,546,858.55**	**72.98**	**72.98**	**72.98**	**72.98**
Disbursements:							
Receiver's fees	843,895.50	828,905.75	14,989.75	-	-	-	-
Payroll	527,950.51	527,950.51	-	-	-	-	-
Legal fees	379,525.65	379,525.65	-	-	-	-	-
Purchases from suppliers	259,844.87	259,844.87	-	-	-	-	-
Payroll deductions	196,692.33	196,692.33	-	-	-	-	-
Professional fees - Sales Agent	152,303.45	152,303.45	-	-	-	-	-
Security	129,376.35	129,376.35	-	-	-	-	-
Insurance	122,769.49	122,557.48	212.01	-	-	-	-
Water testing and operating expenses	105,598.57	105,598.57	-	-	-	-	-
HST on remuneration	109,706.44	107,757.77	1,948.67	-	-	-	-
HST paid	92,873.38	92,873.38	-	-	-	-	-
Technician travel and material expenses	64,392.41	64,392.41	-	-	-	-	-
Warehousing and storage fees	56,405.05	56,405.05	-	-	-	-	-
Freight and courier	48,745.64	48,745.64	-	-	-	-	-
Equipment lease	47,060.10	47,060.10	-	-	-	-	-
HST on legal fees	49,061.99	49,061.99	-	-	-	-	-
Contract labour	30,881.52	30,881.52	-	-	-	-	-
Group insurance	28,095.25	28,095.25	-	-	-	-	-
Transfer to bankruptcies	25,000.00	15,000.00	10,000.00	-	-	-	-
Repairs and maintenance	24,989.29	24,989.29	-	-	-	-	-
Service Canada - Weppa Priority Payment	14,971.30	14,971.30	-	-	-	-	-
Utilities	14,719.19	14,719.19	-	-	-	-	-
Telephone and communication	14,185.74	14,185.74	-	-	-	-	-
Bank charges and merchant processing fees	13,840.21	13,840.21	-	-	-	-	-
GST paid	12,262.92	12,262.92	-	-	-	-	-
Workers compensation insurance	11,663.85	11,663.85	-	-	-	-	-
Property taxes	11,105.99	11,105.99	-	-	-	-	-
Accounting services	10,621.87	10,621.87	-	-	-	-	-
Appraisal fees	7,450.00	7,450.00	-	-	-	-	-
Change of locks and securing premises	4,673.00	4,673.00	-	-	-	-	-
Notice advertisements	4,672.00	4,672.00	-	-	-	-	-
PST paid	3,806.49	3,806.49	-	-	-	-	-
QST paid	3,859.51	3,859.51	-	-	-	-	-
HST remitted	3,289.00	-	3,289.00	-	-	-	-
Computer - IT services	3,280.00	3,280.00	-	-	-	-	-
Site clean up	1,945.00	1,945.00	-	-	-	-	-
Interest on Receiver's borrowings	1,881.37	1,881.37	-	-	-	-	-
CRA and RQ remittances	5,356.32	5,356.32	-	-	-	-	-
Payroll services	1,077.50	1,077.50	-	-	-	-	-
Postage and correspondence	801.52	801.52	-	-	-	-	-
Filing fees	437.82	72.97	72.97	72.97	72.97	72.97	72.97
Transfer to other bank account	291.92	291.88	-	0.01	0.01	0.01	0.01
QST remitted	156.27	156.27	-	-	-	-	-
PST remitted	136.38	136.38	-	-	-	-	-
Search fees	58.50	58.50	-	-	-	-	-
Total Disbursements before Distributions	**3,441,711.46**	**3,410,907.14**	**30,512.40**	**72.98**	**72.98**	**72.98**	**72.98**
Distributions to Secured Creditors:							
National Bank of Canada							
Debtor's borrowing distribution	12,231,463.34	3,715,117.19	8,516,346.15	-	-	-	-
Receiver's borrowing repayment	100,000.00	100,000.00	-	-	-	-	-
Total to National Bank of Canada	12,331,463.34	3,815,117.19	8,516,346.15	-	-	-	-
Tricor Lease & Finance Corp.	52,315.49	52,315.49	-	-	-	-	-
Scotiabank	59,130.34	59,130.34	-	-	-	-	-
Royal Bank of Canada	41,770.05	41,770.05	-	-	-	-	-
Ford Credit Canada Leasing	2,733.12	2,733.12	-	-	-	-	-
Total Distributions	12,487,412.34	3,971,066.19	8,516,346.15	-	-	-	-
Total Disbursements including Distributions	**15,929,123.80**	**7,381,973.33**	**8,546,858.55**	**72.98**	**72.98**	**72.98**	**72.98**
Net Receipts before Remaining Costs	**35,530.23**	**35,530.23**	**-**	**-**	**-**	**-**	**-**
Remaining Costs:							
Receiver's fees	15,000.00	15,000.00	-	-	-	-	-
Legal fees	15,000.00	15,000.00	-	-	-	-	-
HST on professional fees	3,900.00	3,900.00	-	-	-	-	-
Total Remaining Costs	**33,900.00**	**33,900.00**	**-**	**-**	**-**	**-**	**-**
Net Receipts after Remaining Costs	**$ 1,630.23**	**$ 1,630.23**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

APPENDIX “F”

National Bank of Canada Payout Statement dated October 12, 2023

Nimbus Environmental Solutions Inc.
Oakdale Enterprises Inc. (formerly 2422343 Ontario Inc.)

Indebtedness to National Bank of Canada
Balance as at: Oct 12, 2023

	Amount (Cdn.$)	
Nimbus Environmental Solutions Inc.		
Operating Line [1]	$6,190.71	Interest Rate: P + 3.00% [2]
Accrued Interest	$621.94	Per Diem: $1.73
Accrued Interest (Past Due Oct 19, 2023)	$38,449.02	
Sub-Total:	**$45,261.67**	
Oakdale Enterprises Inc. (formerly 2422343 Ontario Inc.)		
Term Loan	$0.00	
Accrued Interest Term Loan	$196,350.98	
Sub-Total:	**$196,350.98**	
Total in Cdn.$:	**$241,612.65**	
Legal Fees	$0.00	
Grand Total	**$241,612.65**	

Errors and omissions excepted

[1] Subject to balance fluctuations daily.

[2] Subject to Prime Rate change. As at Oct 12, 2023 Canadian Prime Rate is 7.20%

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant

Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

FOURTH REPORT TO THE COURT OF BDO CANADA LIMITED, IN ITS CAPACITY AS COURT APPOINTED RECEIVER OF NIMBUS GROUP

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver, BDO Canada Limited

TAB 3

Court File No.: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	WEDNESDAY, THE 8th
	)	
JUSTICE KIMMEL	)	DAY OF OCTOBER, 2025

IN THE MATTER OF section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, RSO 1990, c. C43, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

DISCHARGE ORDER

THIS MOTION, made by BDO Canada Limited ("**BDO**") in its capacity as Court-appointed receiver and manager (in such capacity, the "**Receiver**") of the undertaking, property and assets of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively, the "**Nimbus Group**"), for an order: (i) approving the Fourth Report of BDO in its capacity as Receiver dated September 29, 2025 (the "**Fourth Report**") and the actions and

activities of the Receiver as set out in the Fourth Report, (ii) approving the Receiver's interim statement of receipts and disbursements of the Nimbus Group for the period August 23, 2021, to September 24, 2025 (the "**Interim R&D**"), (iii) approving the fees and disbursements of the Receiver and its counsel Thornton Grout Finnigan LLP ("**TGF**"), Lipman Zener Waxman LLP ("**LZW**") and Robins Appleby LLP ("**Robins**"), (iv) approving and authorizing the Receiver to pay the Remaining Costs (as defined in the Fourth Report) from the available cash on hand without further approval of the Court, (v) authorizing the Receiver to transfer the remaining funds in the Nimbus Group, if any, to the respective bankruptcy estates, and (vi) discharging the Receiver upon completion of the Remaining Activities (as defined in the Fourth Report) and terminating the Receiver's Charge and the Receiver's Borrowing Charge, as provided for in the Receivership Order, and subject to the Receiver filing a discharge certificate (the "**Discharge Certificate**") confirming the same with the Court, was heard this day by way of videoconference at 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report, the affidavits of the Receiver and its counsel as to fees (the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, no one else appearing for any other person on the service list, although properly served as evidenced by the Affidavit of Service sworn September 29, 2025, filed.

SERVICE

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

APPROVAL OF THE RECEIVER'S REPORT

2. **THIS COURT ORDERS** that the Fourth Report and the conduct and activities of the Receiver described therein be and are hereby approved, provided however that only the Receiver in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

APPROVAL OF THE INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the Receiver's Interim R&D, attached as Appendix "E" to the Fourth Report, is hereby approved.

APPROVAL OF FEES OF THE RECEIVER AND ITS COUNSEL

4. **THIS COURT ORDERS** that the fees of the Receiver for the period from January 1, 2022 to September 19, 2025, in the amount of $134,589.50 plus disbursements in the amount of $295.15 and HST in the amount of $17,535.02, for a total of $152,419.67, together with an estimated accrual of not more than $16,950.00 inclusive of applicable taxes, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of TGF for the period from January 1, 2022, to September 24, 2025, were $90,348.00 plus disbursements of $1,769.87 and HST of $11,853.21, for a total of $103,971.08, together with an estimated accrual of not more than $16,950.00 inclusive of applicable taxes, are hereby approved.

6. **THIS COURT ORDERS** that the fees of LZW to January 14, 2022, in the amount of $1,800.00 plus HST in the amount of $234.00, for a total of $2,034.00, are hereby approved.

7. **THIS COURT ORDERS** that the fees of Robins for the period from January 17, 2022, to October 12, 2023, in the amount of $12,816.50 plus HST in the amount of $1,666.15, for a total of $14,482.65, are hereby approved.

8. **THIS COURT ORDERS** that the Receiver is authorized to pay the remaining professional fees for itself and its legal counsel to complete the administration of these receivership proceedings, which aggregate costs, inclusive of applicable sales taxes, are estimated not to exceed $33,900.00.

DISCHARGE AND RELEASE OF THE RECEIVER

9. **THIS COURT ORDERS** that upon completion of the Remaining Activities (as defined in the Fourth Report), and upon the Receiver filing a certificate in the form attached as Schedule "A" hereto (the "**Discharge Certificate**") certifying that it has completed the Remaining Activities, the Receiver shall be discharged as Receiver of the undertakings, properties and assets of the Nimbus Group, provided that the Receiver and the Receiver's counsel shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections, releases, and stays of proceedings in their favour in such capacities.

10. **THIS COURT ORDERS** that the Receiver's Charge and the Receiver's Borrowing Charge (as defined in the Appointment Order) shall be and are hereby terminated, released and discharged, subject to the Receiver filing the Discharge Certificate.

11. **THIS COURT ORDERS AND DECLARES** that BDO is hereby released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting

the generality of the foregoing, BDO is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

GENERAL

12. **THIS COURT ORDERS** that this Order is effective from today's date and is enforceable without further need for entry and filing.

_____

Schedule "A"

Form of Discharge Certificate

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, RSO 1990, c. C43, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) dated August 23, 2021, granted in the within proceedings, BDO Canada Limited was appointed receiver and manager (in such capacity, the "**Receiver**"), without security, of all of the undertaking, property and assets of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively, the "**Nimbus Group**") acquired for or used in relation to the business carried on by the Debtor, including all proceeds thereof.

B. Pursuant to an Order of the Court dated October 8, 2025 (the "**Discharge Order**"), upon the issuance of this certificate by the Receiver confirming that, to the best of the knowledge and belief of the Receiver, all Remaining Activities as defined and described in the Fourth Report of the Receiver dated September 29, 2025 (the "**Fourth Report**") have been completed to the satisfaction of the Receiver.

THE RECEIVER CERTIFIES the following:

1. To the best of the knowledge and belief of the Receiver, the Remaining Activities (as defined and described in the Fourth Report) have been completed to the satisfaction of the Receiver.

2. This certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver of the Nimbus Group and not in its personal or corporate capacity

Per: _____

Name:

Title:

IN THE MATTER OF section 243(1) of the Bankruptcy and Insolvency Act, RSC 1985, c. B-3, as amended and section 101 of the Courts of Justice Act, RSO 1990, c. C43, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

DISCHARGE ORDER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Leanne Williams (LSO# 41877E)
Email: lwilliams@tgf.ca

Lawyer for the Court-appointed Receiver

TAB 4

Court File No.~~—~~: CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	WEDNESDAY, THE 8th
	)	
~~THE HONOURABLE —~~	~~)~~	~~WEEKDAY, THE #~~
	~~)~~	
JUSTICE ~~—~~KIMMEL	)	DAY OF ~~MONTH~~OCTOBER, ~~20YR~~2025

IN THE MATTER OF section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, RSO 1990, c. C43, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

~~**PLAINTIFF**~~ Applicant

~~Plaintiff~~

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

~~**DEFENDANT**~~

~~Defendant~~

DISCHARGE ORDER

THIS MOTION, made by ~~[RECEIVER'S NAME]~~BDO Canada Limited (“**BDO**”) in its capacity as ~~the~~ Court-appointed receiver ~~(~~and manager (in such capacity, the ~~"~~“**Receiver**~~"~~”) of the undertaking, property and assets of ~~[DEBTOR] (the "Debtor"), for an order:~~

~~1.~~ Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water Filter Cart Inc. (collectively, the “**Nimbus Group**”), for an order: (i) approving the Fourth Report of BDO in its capacity as Receiver dated September 29, 2025 (the “**Fourth Report**”) and the actions and activities of the Receiver as set out in the Fourth Report, (ii) approving the Receiver’s interim statement of receipts and disbursements of the Nimbus Group for the period August 23, 2021, to September 24, 2025 (the “**Interim R&D**”), (iii) ~~approving the activities of the Receiver as set out in the report of the Receiver dated [DATE] (the "Report");~~

~~2.~~ approving the fees and disbursements of the Receiver and its counsel~~;~~

~~3.~~ Thornton Grout Finnigan LLP (“**TGF**”), Lipman Zener Waxman LLP (“**LZW**”) and Robins Appleby LLP (“**Robins**”), (iv) approving and authorizing the Receiver to pay the Remaining Costs (as defined in the Fourth Report) from the available cash on hand without further approval of the Court, (v) authorizing the Receiver to transfer the remaining funds in the Nimbus Group, if any, to the respective bankruptcy estates, and (vi) discharging the Receiver upon completion of the Remaining Activities (as defined in the Fourth Report) and terminating the Receiver’s Charge and the Receiver’s Borrowing Charge, as provided for in the Receivership Order, and subject to the Receiver filing a discharge certificate (the “**Discharge Certificate**”) confirming the same with the Court, ~~approving the distribution of the remaining proceeds available in the estate of the Debtor; **[and]**~~

~~4. discharging [RECEIVER'S NAME] as Receiver of the undertaking, property and assets of the Debtor**[; and**~~

~~5. releasing [RECEIVER'S NAME] from any and all liability, as set out in paragraph 5 of this Order][1],~~

was heard this day by way of videoconference at 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report, the affidavits of the Receiver and its counsel as to fees (the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, no one else appearing for any other person on the service list, although properly served as evidenced by the Affidavit of ~~[NAME]~~Service sworn ~~[DATE]~~September 29, 2025, filed[2]~~;~~ .

SERVICE

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

APPROVAL OF THE RECEIVER'S REPORT

2. ~~1.~~ **THIS COURT ORDERS** that the Fourth Report and the conduct and activities of the Receiver~~, as set out in the Report,~~ described therein be and are hereby approved, provided however that only the Receiver in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

~~[1] If this relief is being sought, stakeholders should be specifically advised, and given ample notice. See also Note 4, below.~~

~~[2] This model order assumes that the time for service does not need to be abridged.~~

APPROVAL OF THE INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the Receiver's Interim R&D, attached as Appendix "E" to the Fourth Report, is hereby approved.

APPROVAL OF FEES OF THE RECEIVER AND ITS COUNSEL

4. ~~2.~~ **THIS COURT ORDERS** that the fees ~~and disbursements~~ of the Receiver ~~and its counsel, as set out in the Report and the Fee Affidavits~~for the period from January 1, 2022 to September 19, 2025, in the amount of $134,589.50 plus disbursements in the amount of $295.15 and HST in the amount of $17,535.02, for a total of $152,419.67, together with an estimated accrual of not more than $16,950.00 inclusive of applicable taxes, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of TGF for the period from January 1, 2022, to September 24, 2025, were $90,348.00 plus disbursements of $1,769.87 and HST of $11,853.21, for a total of $103,971.08, together with an estimated accrual of not more than $16,950.00 inclusive of applicable taxes, are hereby approved.

6. ~~3.~~ **THIS COURT ORDERS** that~~, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to [NAME OF PARTY][3].~~ the fees of LZW to January 14, 2022, in the amount of $1,800.00 plus HST in the amount of $234.00, for a total of $2,034.00, are hereby approved.

~~[3] This model order assumes that the material filed supports a distribution to a specific secured creditor or other party.~~

7. **THIS COURT ORDERS** that the fees of Robins for the period from January 17, 2022, to October 12, 2023, in the amount of $12,816.50 plus HST in the amount of $1,666.15, for a total of $14,482.65, are hereby approved.

8. **THIS COURT ORDERS** that the Receiver is authorized to pay the remaining professional fees for itself and its legal counsel to complete the administration of these receivership proceedings, which aggregate costs, inclusive of applicable sales taxes, are estimated not to exceed $33,900.00.

DISCHARGE AND RELEASE OF THE RECEIVER

9. ~~4.~~ **THIS COURT ORDERS** that upon ~~payment of the amounts set out in paragraph 3 hereof [~~completion of the Remaining Activities (as defined in the Fourth Report), and upon the Receiver filing a certificate in the form attached as Schedule "A" hereto (the "**Discharge Certificate**") certifying that it has completed the ~~other activities described in the Report]~~Remaining Activities, the Receiver shall be discharged as Receiver of the ~~undertaking, property~~undertakings, properties and assets of the ~~Debtor~~Nimbus Group, provided ~~however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver~~that the Receiver and the Receiver's counsel shall continue to have the benefit of the provisions of all Orders made in ~~this proceeding~~these proceedings, including all approvals, protections, releases, and stays of proceedings in their favour ~~of [RECEIVER'S NAME] in its capacity as Receiver~~in such capacities.

10. **THIS COURT ORDERS** that the Receiver's Charge and the Receiver's Borrowing Charge (as defined in the Appointment Order) shall be and are hereby terminated, released and discharged, subject to the Receiver filing the Discharge Certificate.

11. ~~5. [~~**THIS COURT ORDERS AND DECLARES** that ~~**[RECEIVER'S NAME]**~~BDO is hereby released and discharged from any and all liability that ~~**[RECEIVER'S NAME]**~~BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of ~~**[RECEIVER'S NAME]**~~BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, ~~**[RECEIVER'S NAME] is**~~BDO is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the ~~**Receiver's**~~Receiver's part.~~]~~[4]

GENERAL

12. **THIS COURT ORDERS** that this Order is effective from today's date and is enforceable without further need for entry and filing.

~~[4] The model order subcommittee was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity, as the Court's officer, so the Court may find that it is appropriate to insulate the Receiver from all liability, by way of a general release. Some members of the subcommittee felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership. The general release language has been added to this form of model order as an option only, to be considered by the presiding Judge in each specific case. See also Note 1, above.~~

Schedule "A"

Form of Discharge Certificate

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF section 243(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, RSO 1990, c. C43, as amended

B E T W E E N:

NATIONAL BANK OF CANADA

Applicant

- and -

NIMBUS ENVIRONMENTAL SOLUTIONS INC., OAKDALE ENTERPRISES INC., NIMBUS WATER SYSTEMS INC., 365 PRO INSTALLATIONS INC., 2242462 ONTARIO LIMITED AND WATER FILTER CART INC.

Respondents

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) dated August 23, 2021, granted in the within proceedings, BDO Canada Limited was appointed receiver and manager (in such capacity, the "**Receiver**"), without security, of all of the undertaking, property and assets of Nimbus Environmental Solutions Inc., Oakdale Enterprises Inc., Nimbus Water Systems Inc., 365 Pro Installations Inc., 2242462 Ontario Limited and Water

Filter Cart Inc. (collectively, the "**Nimbus Group**") acquired for or used in relation to the business carried on by the Debtor, including all proceeds thereof.

B. Pursuant to an Order of the Court dated October 8, 2025 (the "**Discharge Order**"), upon the issuance of this certificate by the Receiver confirming that, to the best of the knowledge and belief of the Receiver, all Remaining Activities as defined and described in the Fourth Report of the Receiver dated September 29, 2025 (the "**Fourth Report**") have been completed to the satisfaction of the Receiver.

THE RECEIVER CERTIFIES the following:

1. To the best of the knowledge and belief of the Receiver, the Remaining Activities (as defined and described in the Fourth Report) have been completed to the satisfaction of the Receiver.

2. This certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver of the Nimbus Group and not in its personal or corporate capacity

Per: _____

Name:

Title:

[Different first page link-to-previous setting changed from off in original to on in modified.].

~~Revised: May 11, 2010~~

IN THE MATTER OF section 243(1) of the Bankruptcy and Insolvency Act, RSC 1985, c. B-3, as amended and section 101 of the Courts of Justice Act, RSO 1990, c. C43, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***	
Applicant / Respondents	
Court File No. CV-21-00667395-00CL	
	ONTARIO **SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)**
	Proceedings commenced at Toronto, Ontario
	DISCHARGE ORDER
	Thornton Grout Finnigan LLP TD West Tower, Toronto-Dominion Centre 100 Wellington Street West, Suite 3200 Toronto, ON M5K 1K7 **Leanne Williams** (LSO# 41877E) Email: lwilliams@tgf.ca Lawyer for the Court-appointed Receiver

[Different first page link-to-previous setting changed from off in original to on in modified.].

Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 2025-09-29 12:19:25 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://tgf.cloudimanage.com/CLIENT/20145466/1	
Modified DMS: iw://tgf.cloudimanage.com/CLIENT/20174571/5	
Changes:	
Add	106
~~Delete~~	104
~~Move From~~	0
Move To	0
Table Insert	4
~~Table Delete~~	0
Table moves to	0
~~Table moves from~~	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	214

IN THE MATTER OF Section 101 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended

NATIONAL BANK OF CANADA - and - **NIMBUS ENVIRONMENTAL SOLUTIONS INC., *et al***

Applicant Respondents

Court File No. CV-21-00667395-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto, Ontario

MOTION RECORD
(Returnable on October 8, 2025

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver,
BDO Canada Limited