

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

THE HONOURABLE MADAM) TUESDAY, THE 18th
)
JUSTICE J. DIETRICH) DAY OF MARCH, 2025
)

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

**ANCILLARY RELIEF ORDER
(re Admin Charge and Approval of Fees)**

THIS MOTION, made by Kognitiv Corporation (the “**Company**”), for certain relief pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 was heard this day at 330 University Avenue, Toronto, Ontario by Zoom videoconference.

ON READING the Motion Record of the Company, including the Affidavit of Tim Sullivan sworn March 11, 2025 (the “**Sullivan Affidavit**”), the First Report of BDO Canada Limited, in its capacity as the Trustee acting *in re* the proposal of the Company (in such capacity, the “**Proposal Trustee**”), dated March 14, 2025 (“**First Report**”), and the Aide-Mémoire of the Company dated March 17, 2025, and on hearing the submissions of counsel to the Company, counsel to the Proposal Trustee and those other parties listed on the Counsel Slip, no one else appearing although duly served as evidenced by the Affidavit of Service of Daisy Jin sworn March 11, 2025 and the Affidavit of Service of Matilda Lici sworn March 17, 2025, as filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used but not defined in this Order shall have the respective meanings given to them in the Sullivan Affidavit or the First Report.

PROFESSIONAL FEES

3. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, and counsel to the Company (collectively, the “**Professionals**”) shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Company as part of the costs of these proceedings. The Company is hereby authorized and directed to pay the accounts of the Professionals.
4. **THIS COURT ORDERS** that the Proposal Trustee and its legal counsel shall pass their accounts from time to time and, for this purpose, the accounts of the Proposal Trustee and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.
5. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee up to and including February 28, 2025, as set out in the First Report as well as the fee affidavit of Christopher Mazur sworn March 11, 2025, appended to the First Report, be and are hereby approved.
6. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee’s counsel, Dentons Canada LLP, up to and including February 28, 2025, as set out in the First Report as well as the fee affidavit of John Salmas sworn March 7, 2025, appended to the First Report, be and are hereby approved.

ADMINISTRATION CHARGE

7. **THIS COURT ORDERS AND DECLARES** that the Professionals shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the assets, undertakings and properties of the Company, including all proceeds thereof (the “**Property**”), which charge shall not exceed an aggregate amount of \$500,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Professionals both before and after the granting of this Order in respect of these proceedings.

8. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge shall not be required, and that the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

9. **THIS COURT ORDERS** the Administration Charge shall constitute a charge on the Property and shall rank in priority as against any and all other validly perfected security interests, trusts, liens, charges and encumbrances, and claims of secured creditors, statutory or otherwise, granted by the Company or to which the Company is subject as of the date of this Order.

10. **THIS COURT ORDERS** that, in addition to the rights and protections afforded to the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded to the Proposal Trustee under the BIA or any applicable legislation.

GENERAL

11. **THIS COURT ORDERS AND DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, or any other jurisdiction, to give effect to this Order and to assist the Proposal Trustee and its agents in carrying out the terms of

this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Proposal Trustee and its agents in carrying out the terms of this Order.

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

14. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. from the date that it is made and is enforceable without any need for entry and filing.

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PROPOSAL OF KOGNITIV CORPORATION
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
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PROCEEDING COMMENCED AT
TORONTO

**ANCILLARY RELIEF ORDER
(re Admin Charge and Approval of Fees)**

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