



Court File No. CV-24-00731891-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE	)	THURSDAY, THE 3 rd
	)	
JUSTICE STEELE	)	DAY OF SEPTEMBER, 2026

B E T W E E N:

TANDIA FINANCIAL CREDIT UNION	Applicant
- and -	

2492029 ONTARIO INC.	Respondent
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APPLICATION UNDER 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

APPROVAL AND VESTING ORDER

THIS MOTION, made by BDO Canada Limited in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, undertakings and properties of the Respondent 2492029 Ontario Inc. (the “**Debtor**”) acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof, for an order approving the sale transaction (the “**Transaction**”) contemplated in an agreement of purchase and sale between the Receiver and Mauran Vignarajah, in trust dated June 30, 2026 (the “**APS**”) attached as Confidential Appendix 1 to the First Report of the Receiver dated August 26, 2026 (the “**First Report**”), as amended by a revival and

amending agreement dated August 12, 2026 (the “**Revival and Amending Agreement**”) attached as Appendix E to the First Report, as assigned to Shanty Bay Mobility Ltd. (the “**Purchaser**”) pursuant to an assignment and assumption of purchase agreement dated August 12, 2026 (the “**Assignment Agreement**” and together with the APS and the Revival and Amending Agreement, the “**Sale Agreement**”) attached as Appendix F to the First Report, for the sale of the lands and premises described in Schedule A hereto (the “**Property**”), and vesting the Debtor’s right, title and interest in the Property in and to the Purchaser, was heard this day by judicial videoconference.

ON READING the Notice of Motion of the Receiver, the First Report and the Appendices thereto, and on hearing the submissions of counsel for the Receiver, counsel for the applicant, no one appearing for any other person on the service list, although served as appears from the affidavit of Miranda Koo sworn August 27, 2026, filed:

1. THIS COURT ORDERS that that the time for service of the Receiver’s Notice of Motion and 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 AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement, including the APS, the Revival and Amending Agreement and the Assignment Agreement, by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Property to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule B hereto (the "**Receiver's Certificate**"), all of the right, title and interest of the Debtor's right, title and interest in and to the Property shall vest absolutely in the Purchaser free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Penny dated December 4, 2024; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Property are hereby expunged and discharged as against the Property.

4. THIS COURT ORDERS that upon the registration in Land Registry Office for the Land Titles Division of Simcoe (Barrie) (No. 51) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the Property in fee simple, and is hereby directed to delete and expunge from title to the Property all of the Claims listed in Schedule C hereto.

5. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Property shall stand in the place and stead of the Property, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Debtor;

the vesting of the Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of any of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act*

(Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

**Jana
Steele**

Digitally signed
by Jana Steele
Date: 2026.09.03
13:19:00 -04'00'

SCHEDULE A

PIN: 58552-0015 (LT)

LT 1 PL 1169 ORO; ORO-MEDONTE

SCHEDULE B
Form of Receiver's Certificate

Court File No. CV-24-00731891-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

TANDIA FINANCIAL CREDIT UNION

Applicant

- and -

2492029 ONTARIO INC.

Respondent

APPLICATION UNDER 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**

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Penny of the Ontario Superior Court of Justice (the “**Court**”) dated December 4, 2024, BDO Canada Limited was appointed as receiver and manager, pursuant to section 243(1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act* (the “**Receiver**”), without security, of the assets, undertakings and properties of the Respondent 2492029 Ontario Inc. (the “**Debtor**”) acquired for, or used in relation to a business carried on by the Debtor, including lands and premises in Simcoe (Barrie), municipally known as 1371 Highway 11 North, Shanty Bay, Ontario (the “**Real Property**”) and all proceeds thereof.

B. Pursuant to an Order of the Court dated September 3, 2026, the Court approved the transaction (the “**Transaction**”) contemplated in an agreement of purchase and sale between the Receiver and Mauran Vignarajah, in trust dated June 30, 2026, as amended by a revival and amending agreement dated August 12, 2026, as assigned to Shanty Bay Mobility Ltd. (the “**Purchaser**”) pursuant to an assignment and assumption of purchase agreement dated August 12, 2026 (collectively, the “**Sale Agreement**”) for the sale of the Real Property and an Order vesting the Debtor’s right, title and interest in the Real Property in and to the Purchaser, which vesting is to be effective with respect to the Real Property upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Property; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Real Property payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.

4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ ,
2026.

BDO CANADA LIMITED,

in its capacity as Court-appointed receiver
of the asset, property and undertakings of
2492029 Ontario Inc. and not in its personal
or corporate capacity

Per: _____

Name:

Title:

SCHEDULE C

REGISTRATIONS TO BE DELETED FROM PIN 58552-0015 (LT)

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO
SC1243809	2015/09/11	NOTICE OF LEASE		2398804 ONTARIO INC.	CST CANADA CO.
SC1466211	2017/11/03	APL CH NAME INST		CST CANADA CO.	COUCHE-TARD INC.
SC1467473	2017/11/08	NO ASSG LESSEE INT		COUCHE-TARD INC.	PARKLAND FUEL CORPORATION
SC1943490	2022/11/08	CHARGE	\$125,000	2492029 ONTARIO INC.	PARKLAND COPORATION
SC1978024	2023/05/05	CHARGE	\$1,900,000	2492029 ONTARIO INC	TANDIA FINANCIAL CREDIT UNION LIMITED
SC1978025	2023/05/05	NO ASSGN RENT GEN		2492029 ONTARIO INC.	TANDIA FINANCIAL CREDIT UNION LIMITED
SC1978064	2023/05/05	POSTPONEMENT		PARKLAND COPORATION	TANDIA FINANCIAL CREDIT UNION LIMITED
SC1991535	2023/07/05	CHARGE	\$400,000	2492029 ONTARIO INC.	FREIGHT CONNECTIONS INC.
SC1991536	2023/07/05	NO ASSGN RENT GEN		2492029 ONTARIO INC.	FREIGHT CONNECTIONS INC.
SC1991990	2023/07/06	POSTPONEMENT		PARKLAND COPORATION	FREIGHT CONNECTIONS INC.

SCHEDULE D

REGISTRATIONS TO BE PERMITTED ON PIN 58552-0015 (LT)

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO
SC1269624	2015/12/15	TRANSFER	\$2,600,000	2492029 ONTARIO INC.	2398804 ONTARIO INC.

TANDIA FINANCIAL CREDIT UNION
Applicant

-and- **2492029 ONTARIO INC.**
Respondent

Court File No. CV-24-00731891-00CL

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

PROCEEDING COMMENCED AT
TORONTO

APPROVAL AND VESTING ORDER

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Lawyers for BDO Canada Limited in its capacity as
Court-appointed Receiver