

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

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

AIDE-MÉMOIRE OF KOGNITIV CORPORATION
(Chambers Appointment – Tuesday, April 15, 2025 at 9:30 am)

1. This aide-mémoire is filed by Kognitiv Corporation (the “**Company**”) in support of a motion made jointly by the Company and Gary Jonas Computing Ltd., Cora Group Australia Pty Ltd., Jonas Computing (UK) Limited, and Jonas Food Holdco Inc. (collectively the “**Jonas Parties**”) for an Order, on consent, pursuant to Section 69.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3 (the “**BIA**”).
2. The Company filed a notice of intention (“**NOI**”) to make a proposal under the BIA on December 12, 2024, and BDO Canada Limited was named as proposal trustee (the “**Proposal Trustee**”). On January 10, 2025, the Company filed a proposal pursuant to section 62(1) of the BIA.
3. The Jonas Parties seek to lift the stay of proceedings (the “**Stay of Proceedings**”) imposed by section 69.1 of the BIA in favour of the Company, on a limited basis, and be granted leave to, *inter alia*, advance their claims as against the Company in arbitration proceedings (the “**Arbitration**”) commenced by the Kognitiv Parties (defined below) to resolve disputes arising from an asset purchase agreement dated July 5, 2024 (the “**APA**”) entered into between the Jonas Parties as purchasers and the Company, Loyalty Solutions Canada Inc., Kognitiv US LLC, Aimia Middle

East Free Zone LLC, Kognitiv Singapore Pte Ltd, and Kognitiv Australia Pty Ltd (together, the “**Kognitiv Parties**”), as vendors.

4. The Company supports lifting the Stay of Proceedings for the sole purpose of permitting the Jonas Parties to assert any claims, defenses or counterclaims arising in respect of the APA in the Arbitration. Allowing the claims and the counterclaims to be determined in a single forum is the most efficient method for addressing the issues between the parties related to the APA.

5. The Proposal Trustee, likewise, supports lifting the Stay of Proceedings, on the understanding that it shall not be required to participate in or defend any of the claims or counterclaims made by the Jonas Parties in the Arbitration against the Kognitiv Parties, or to incur any costs in respect of any of the Arbitration.

6. The parties have settled on the form of a consent Order to lift the Stay of Proceedings.

All of which is respectfully submitted, this 14th day of April 2025.



per AIRD & BERLIS LLP

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

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Proceedings commenced at Toronto

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