

District of: Ontario  
 Division No. 31 - Toronto  
 Court No. 31-3165297  
 Estate No. 31-3165297

Original  Amended

**Form 78**  
 Statement of Affairs (Corporate Proposal)  
 (Subsection 49(2) and Paragraph 158(d) of the Act / subsections 50(2) and 62(1) of the Act)

In the Matter of the Proposal of  
 Kognitiv Corporation  
 of the City of Toronto, in the Province of Ontario

To the debtor:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the filing of your proposal (or notice of intention, if applicable), on the 12th day of December 2024. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration by a duly authorized director, if the debtor is a corporation, or by yourself, in other cases.

Give reasons for the bankrupt's/debtor's financial difficulty (Select all that apply and provide details):

- |   |   |   |  |  |
|---|---|---|--|--|
| <input checked="" type="checkbox"/> Negative market conditions; | <input type="checkbox"/> Foreign Exchange Fluctuations;           | <input type="checkbox"/> Economic Downturn;                     | <input type="checkbox"/> Poor Financial Performance; | <input type="checkbox"/> Legal Matters (Provide details);  |
| <input type="checkbox"/> Lack of Working Capital/Funding;       | <input type="checkbox"/> Competition;                             | <input type="checkbox"/> Legislated or Regulatory Restrictions; | <input type="checkbox"/> Natural Disaster;           | <input type="checkbox"/> Increased Cost of Doing Business; |
| <input type="checkbox"/> Overhead Increasing;                   | <input type="checkbox"/> Faulty Infrastructure or Business Model; | <input type="checkbox"/> Unsuccessful Marketing Initiatives;    | <input type="checkbox"/> Personal Issues;            | <input type="checkbox"/> Poor Management;                  |
| <input type="checkbox"/> Faulty Accounting;                     | <input type="checkbox"/> Tax Liabilities;                         | <input type="checkbox"/> Labour;                                | <input type="checkbox"/> Other (Please specify).     |  |

Provide relevant details:

<b>ASSETS</b>	<b>LIABILITIES</b>
(totals from the list of assets as stated and estimated by bankrupt/debtor)	(totals from the list of liabilities as stated and estimated by bankrupt/debtor)
1. Cash on hand <span style="float: right;">931,000.00</span>	1. Secured creditors <span style="float: right;">14,005,004.00</span>
2. Deposits in financial institutions <span style="float: right;">0.00</span>	2. Preferred creditors, securities, and priorities <span style="float: right;">0.00</span>
3. Accounts receivable and other receivables	3. Unsecured creditors <span style="float: right;">49,398,211.00</span>
Total amount <span style="float: right;">760,000.00</span>	4. Contingent, trust claims or other liabilities estimated to be provable for <span style="float: right;">0.00</span>
Estimated realizable value <span style="float: right;">760,000.00</span>	
4. Inventory <span style="float: right;">0.00</span>	<b>Total liabilities</b> <span style="float: right;"><u>63,403,215.00</u></span>
5. Trade fixtures, etc. <span style="float: right;">0.00</span>	
6. Livestock <span style="float: right;">0.00</span>	Surplus <span style="float: right;"><u>49,398,211.00</u></span>
7. Machinery and equipment <span style="float: right;">0.00</span>	
8. Real property or immovables <span style="float: right;">0.00</span>	
9. Furniture <span style="float: right;">0.00</span>	
10. Intangible assets (intellectual properties, licences, cryptocurrencies, digital tokens, etc.) <span style="float: right;">2.00</span>	
11. Vehicles <span style="float: right;">0.00</span>	
12. Securities (shares, bonds, debentures, etc.) <span style="float: right;">0.00</span>	
13. Other property <span style="float: right;">12,314,002.00</span>	
<b>Total of lines 1 to 13</b> <span style="float: right;"><u>14,005,004.00</u></span>	
If debtor is a corporation, add:	
Amount of subscribed capital <span style="float: right;">0.00</span>	
Amount paid on capital <span style="float: right;">0.00</span>	
Balance subscribed and unpaid <span style="float: right;">0.00</span>	
Estimated to produce <span style="float: right;">0.00</span>	
<b>Total assets</b> <span style="float: right;"><u>14,005,004.00</u></span>	
<b>Deficiency</b> <span style="float: right;"><u>-49,398,211.00</u></span>	
Total value of assets located outside Canada included in lines 1 to 13 <span style="float: right;">0.00</span>	

List of Assets

Arrange by Nature of asset and number consecutively

No.	Nature of asset <sup>1</sup>	Address/Location	Asset located outside Canada	Details	Percentage of bankrupt's/debtor's interest	Total value of the bankrupt's/debtor's interest	Estimated realizable value	Equity or Surplus	Placeholder (values on this line are for notification)
01	Cash on hand	n/a	<input type="checkbox"/>	Cash on hand - Bank Account	100.00	881,000.00	881,000.00	0.00	<input type="checkbox"/>
02	Cash on hand	n/a	<input type="checkbox"/>	Cash on hand - GIC	100.00	50,000.00	50,000.00	0.00	<input type="checkbox"/>
01	Intangible assets	n/a	<input checked="" type="checkbox"/>	Other - Intangible Assets	100.00	1.00	1.00	0.00	<input type="checkbox"/>
02	Intangible assets	n/a	<input type="checkbox"/>	Other - Goodwill	100.00	1.00	1.00	0.00	<input type="checkbox"/>
03	Other personal property	n/a	<input type="checkbox"/>	Other - Investment in subsidiaries	100.00	1.00	1.00	0.00	<input type="checkbox"/>
04	Other personal property	n/a	<input type="checkbox"/>	Other - Shareholder Loan	100.00	1.00	1.00	0.00	<input type="checkbox"/>
05	Other personal property	n/a	<input type="checkbox"/>	Other - Enterprise Cora Proceeds Receivable	100.00	12,314,000.00	12,314,000.00	0.00	<input type="checkbox"/>
301	Accounts receivable	-	<input type="checkbox"/>	Debts Due - Business - Accounts Receivable	100.00	552,000.00	552,000.00	0.00	<input type="checkbox"/>
302	Accounts receivable	-	<input type="checkbox"/>	Debts Due - Business - Inter company Accounts Receivable	100.00	208,000.00	208,000.00	0.00	<input type="checkbox"/>
<b>Total</b>						<b>14,005,004.00</b>	<b>14,005,004.00</b>		

Choose one option for each item: Cash on hand; Deposits in financial institutions; Accounts receivable and other receivables; Inventory; Trade fixtures, etc.; Livestock; Machinery and equipment; Residential rental property; Commercial building; Industrial building; Land; Immovable industrial equipment; Other real property; Furniture; Intangible assets (intellectual properties, licences, cryptocurrencies, digital tokens, etc.); Vehicles; Securities (shares, bonds, debentures, etc.); Bills of exchange, promissory note, etc.; Tax refunds; Other personal property.

DocuSigned by:

*Griffin Rotman*

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10-Jan-2025

Date

Griffin Rotman

List of Liabilities

No.	Name of creditor or claimant	Address	Nature of liability <sup>2</sup>	Details	Date given/ incurred	Amount of Claim					Asset securing the liability	Ground for the right to a priority <sup>3</sup>	Estimated surplus or (deficit) from security	Placeholder (values on this line are for notification only)
						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
1	42 Labs dba Bixy	705 Maine St. Lawrence, KS 66044 - N/A USA	Other	Liability		11,066.00	0.00	0.00	0.00	11,066.00			0.00	<input type="checkbox"/>
2	Aimia Inc.	176 Yonge Street, 6th Floor Toronto ON MSC 2L7	Other	Liability	29-Dec-2022	7,525,921.00	0.00	0.00	0.00	7,525,921.00			-7,525,921.00	<input type="checkbox"/>
3	Akash Patel	-	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>
4	Amazon Web Services	P. O. Box 84023 Seattle, WA 98124 - N/A USA	Other	Liability		797.00	0.00	0.00	0.00	797.00			0.00	<input type="checkbox"/>
5	Arzion	Melge Josp Darder, 14, 6B, Palma, Islas Baleares 07008 --- Spain	Other	Liability		17,721.00	0.00	0.00	0.00	17,721.00			0.00	<input type="checkbox"/>
6	Axiom Global Canada Inc.	c/o Lockbox 917540 P.O BOX 4090 Station A, Toronto ON M5W 0E9	Other	Liability		132,394.00	0.00	0.00	0.00	132,394.00			0.00	<input type="checkbox"/>
7	BDC Capital Inc.	100 - 5 Place Ville-Marie Montreal QC H3B 5E7	Other	Liability	29-Dec-2022	4,954,609.00	0.00	0.00	0.00	4,954,609.00			-4,954,609.00	<input type="checkbox"/>
8	Benchmark Corp dba Arctiq	*80 Richmond Street West Suite 300 Toronto ON M5H 2A4	Other	Liability		118,948.00	0.00	0.00	0.00	118,948.00			0.00	<input type="checkbox"/>
9	Blake, Cassels & Graydon LLP - Toronto	199 Bay Street Suite 4000 Commerce Court West Toronto ON M5L 1A9	Other	Liability		1,626,434.00	0.00	0.00	0.00	1,626,434.00			0.00	<input type="checkbox"/>

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						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
0	Canaccord Genuity Corp.	*40 Temperance Street, Suite 2100 M5H 0B4 Toronto ON M5H 0B4	Other	Liability		1,171,783.00	0.00	0.00	0.00	1,171,783.00			0.00	<input type="checkbox"/>
1	Chittresh Dhawan	N/A	Other	Employee		8,205.00	0.00	0.00	0.00	8,205.00			0.00	<input type="checkbox"/>
2	Clarke Schaefer Hackett	PO Box 952030, Cleveland, Ohio 44193 -- USA	Other	Liability		15,089.00	0.00	0.00	0.00	15,089.00			0.00	<input type="checkbox"/>
3	CNW GROUP	Cision RBC Water Park Place, 88 Queens Quay West, Suite 3000 Toronto ON M5J 0B8	Other	Liability		9,214.00	0.00	0.00	0.00	9,214.00			0.00	<input type="checkbox"/>
4	Courtney Fuller	N/A	Other	Employee		16,417.00	0.00	0.00	0.00	16,417.00			0.00	<input type="checkbox"/>
5	Cowan Insurance Group Camb	*PO Box 1510 705 Fountain St N Cambridge ON N1R 5T2	Other	Liability		220,736.00	0.00	0.00	0.00	220,736.00			0.00	<input type="checkbox"/>
3	Deloitte LLP	DELOITTE MGMT SERVICES LLP - M11459C PO BOX 11459 - Downtown Branch, QC H3C 5L6	Other	Liability		69,813.00	0.00	0.00	0.00	69,813.00			0.00	<input type="checkbox"/>
	DLA Piper (Canada) LLP	*Suite 6000, 1 First Canadian Place PO Box 367, 100 King St W Toronto ON M5X 1E2	Other	Liability		44,782.00	0.00	0.00	0.00	44,782.00			0.00	<input type="checkbox"/>

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List of Liabilities

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						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
18	Export Development Canada Attn: Christine Barnett	150 Slater St Ottawa ON K1A 1K3	Other	Liability		14,762.00	0.00	0.00	0.00	14,762.00			0.00	<input type="checkbox"/>
19	Firmex Inc	*110 Spadina Avenue Suite 700 Toronto ON M5V 2K4	Other	Liability		1,639.00	0.00	0.00	0.00	1,639.00			0.00	<input type="checkbox"/>
20	Genesys Laboratories Canada, Inc.	*PO Box 4558 Postal Station A Toronto ON M5W 4S6	Other	Liability		2,543.00	0.00	0.00	0.00	2,543.00			0.00	<input type="checkbox"/>
21	Goodmans LLP	333 Bay Street Suite 3400 Toronto ON M5H 2Y3	Other	Liability		4,972.00	0.00	0.00	0.00	4,972.00			0.00	<input type="checkbox"/>
22	Google Cloud Canada Corporation	1959 Upper Water Street, Suite 900 Halifax NS B3J 3N2	Other	Liability		152,135.00	0.00	0.00	0.00	152,135.00			0.00	<input type="checkbox"/>
23	Gowling WLG (Canada) LLP	*PO Box 466, Station D Ottawa ON K1P 1C3	Other	Liability		4,466.00	0.00	0.00	0.00	4,466.00			0.00	<input type="checkbox"/>
24	Guines LLC	767 Third Ave. 29th Floor, New York	Other	Liability	29-Dec-2022	29,597,443.00	14,005,004.00	0.00	0.00	43,602,447.00	101,102,130 1,130,250 1,502,503, 504,505		-29,597,443.00	<input type="checkbox"/>
25	HAYNES AND BOONE, LLP	P.O. Box 841399 Dallas TX 75284-1399	Other	Liability		22,090.00	0.00	0.00	0.00	22,090.00			0.00	<input type="checkbox"/>
26	Husch Blackwell	- N/A USA PO Box 802765 Kansas City, MO 64180 - N/A USA	Other	Liability		4,297.00	0.00	0.00	0.00	4,297.00			0.00	<input type="checkbox"/>

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						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
7	INCE GD CORPORATE SERVICES LTD	C/O Quantuma Llp 3rd Floor, 37 Frederick Place Brighton, UK BN1 4EA - N/A United Kingdom	Other	Liability		259.00	0.00	0.00	0.00	259.00			0.00	<input type="checkbox"/>
8	Jakub Pniewski	N/A	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>
9	JAMF Software LLC	100 Washington Ave S Suite 1100 Minneapolis, MN 55401 - N/A USA	Other	Liability		6,071.00	0.00	0.00	0.00	6,071.00			0.00	<input type="checkbox"/>
10	Jisun Hahn	N/A	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>
11	Julia Wehmeyer	N/A	Other	Employee		261,250.00	0.00	0.00	0.00	261,250.00			0.00	<input type="checkbox"/>
12	Keith Hicks Consulting	1113 Bellewood Square Dunwoody GA 30338-4048 - N/A USA	Other	Liability		7,904.00	0.00	0.00	0.00	7,904.00			0.00	<input type="checkbox"/>
13	Kevin Fernando	N/A	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>
14	Keystone Law Limited	48 Chancery Lane, London WC2A 1JF - N/A United Kingdom	Other	Liability		1,186.00	0.00	0.00	0.00	1,186.00			0.00	<input type="checkbox"/>
15	KPMG	PO BOX 4348 STATION A TORONTO ON M5W 7A6	Other	Liability		894,224.00	0.00	0.00	0.00	894,224.00			0.00	<input type="checkbox"/>

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List of Liabilities

No.	Name of creditor or claimant	Address	Nature of liability <sup>2</sup>	Details	Date given/ incurred	Amount of Claim					Asset securing the liability	Ground for the right to a priority <sup>3</sup>	Estimated surplus or (deficit) from security	Placeholder (values on this line are for notification only)
						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
36	LEE HECHT HARRISON KNIGHTSB RIDGE CORP	C/O PO Box 911790 P.O. Box 4090 Station A ON M5W 0E9	Other	Liability		2,373.00	0.00	0.00	0.00	2,373.00			0.00	<input type="checkbox"/>
37	Lerohl Consulting Inc.	"68 Brentcliffe Road East York ON M4G 3Y6	Other	Liability		44,748.00	0.00	0.00	0.00	44,748.00			0.00	<input type="checkbox"/>
38	Lighthouse Services, LLC	1710 Walton Rd Suite 204 Blue Bell, PA 19422 - N/A USA	Other	Liability		1,680.00	0.00	0.00	0.00	1,680.00			0.00	<input type="checkbox"/>
39	Limitless Talent - 1000470803 ONTARIO INC.	5 Headwater Crescent Richmond Hill ON L4E 4G1	Other	Liability		11,950.00	0.00	0.00	0.00	11,950.00			0.00	<input type="checkbox"/>
40	LinkedIn	"c/o Lockbox 919870 PO Box 4090 Station A Toronto ON M5W 0E9	Other	Liability		101,828.00	0.00	0.00	0.00	101,828.00			0.00	<input type="checkbox"/>
41	LinkedIn Ireland Unlimited Company	"c/o 913750 PO Box 4090 Station A Toronto ON M5W 0E9	Other	Liability		2,260.00	0.00	0.00	0.00	2,260.00			0.00	<input type="checkbox"/>
42	Links Development Solutions Inc.	350 Lincoln St Suite 2400 Hingham, MA 02043 - N/A USA	Other	Liability		5,030.00	0.00	0.00	0.00	5,030.00			0.00	<input type="checkbox"/>
43	Lsan Tzadu	N/A	Other	Employee		48,462.00	0.00	0.00	0.00	48,462.00			0.00	<input type="checkbox"/>
44	Meltwater News Canada Inc.	110 Spadina Ave 6th floor Toronto ON M5V 2K4	Other	Liability		15,080.00	0.00	0.00	0.00	15,080.00			0.00	<input type="checkbox"/>

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						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
5	Microsoft Corporation	N/A	Accounts payable	Liability		244,952.00	0.00	0.00	0.00	244,952.00			0.00	<input type="checkbox"/>
6	Odyssey Trust Company	"1230, 300 - 5th Avenue SW Calgary AB T2P 3C4	Other	Liability		5,996.00	0.00	0.00	0.00	5,996.00			0.00	<input type="checkbox"/>
7	Orrick, Herri ngton & Sutcliffe LLP	P.O Box 39000 Dept 34461 San Francisco, CA 94139 - N/A USA	Other	Liability		12,776.00	0.00	0.00	0.00	12,776.00			0.00	<input type="checkbox"/>
8	Proteus a HUB Internationa l Company	N/A	Accounts payable	Liability		3,673.00	0.00	0.00	0.00	3,673.00			0.00	<input type="checkbox"/>
9	R & L MICROSE RVICES INC.	"449 Chesapeake Dr Waterloo ON N2K 4A3	Other	Liability		156,644.00	0.00	0.00	0.00	156,644.00			0.00	<input type="checkbox"/>
0	Raymond James Ltd	"40 King Street West, 54th floor Toronto Toronto ON M5H 3Y2	Other	Liability		248,614.00	0.00	0.00	0.00	248,614.00			0.00	<input type="checkbox"/>
1	RGN Managem nt Limited Partnership	Regus Waterloo 180 Northfield Drive West, Unit 4 Waterloo ON N2L 0C7	Other	Liability		715.00	0.00	0.00	0.00	715.00			0.00	<input type="checkbox"/>
2	Salaria Consulting Inc.	"2565 Folkway Drive Mississauga, ON L5L 2J9	Other	Liability		6,102.00	0.00	0.00	0.00	6,102.00			0.00	<input type="checkbox"/>
3	Stephen Michael Watt	290 Hiawatha Drive Waterloo ON N2L 2W1	Other	Liability	29-Dec-2022	140,319.00	0.00	0.00	0.00	140,319.00			-140,319.00	<input type="checkbox"/>
4	Suyog Bhise	N/A	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>

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No.	Name of creditor or claimant	Address	Nature of liability <sup>2</sup>	Details	Date given/ incurred	Amount of Claim					Asset securing the liability	Ground for the right to a priority <sup>3</sup>	Estimated surplus or (deficit) from security	Place holder (value on this list are for notification only)
						Unsecured	Secured	Preferred/Priorities	Contingent, trust claims or other liabilities	Total amount of claim				
35	Sven Schiller	N/A	Other	Employee		0.00	0.00	0.00	0.00	0.00			0.00	<input type="checkbox"/>
36	Urbana Corporation	150 King Street West, Suite 1702 Toronto ON M5H 1J9	Other	Liability	29-Dec-2022	1,403,185.00	0.00	0.00	0.00	1,403,185.00			-1,403,185.00	<input type="checkbox"/>
37	Workleap Platform Inc. (GSoft Technologies Inc.)	1751 Richardson Street, Suite 1050 Montreal QC H3K 1G8	Other	Liability		22,654.00	0.00	0.00	0.00	22,654.00			0.00	<input type="checkbox"/>
<b>Total</b>						<b>49,398,211.00</b>	<b>14,005,004.00</b>	<b>0.00</b>	<b>0.00</b>	<b>63,403,215.00</b>				

Choose one option for each item: Accounts payable; Owed rent; Owed wages; Severance pay; Corporate taxes; Sales taxes; Employee source deductions; Litigation/legal costs and awards; Subordinated debenture; Bills of exchange; Promissory notes; Lien notes; Mortgages or hypothec on real or immovable property; Chattel mortgages or movable hypothec; General Security Agreement; Intercompany loans; Bank loans (except real property mortgage); Finance company loans; Shareholder loans; Shares and subscribed capital; Other claim or liability.

Choose one option for each item with a preferred or priority amount: Unpaid supplier; Farmer, fisherman or aquaculturist; Owed wages; Unpaid amount regarding pension plan; Municipal taxes; Rent; Customer of a bankrupt securities firm; Deemed trust in favour of the Crown; Priming charges and interim financing; Environmental liabilities; Other.

I, Griffin Rotman, of the City of Palm Beach in the State of Florida, do swear (or solemnly declare) that this statement and the attached lists are, to the best of my knowledge, a full, true and complete statement of the affairs of the Corporation on the 10th day of January 2025 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) remotely by Griffin Rotman stated as being located in the City of West Palm Beach in Florida before me at the City of Hamilton in the Province of Ontario, on this 10th day of January 2025 in accordance with provincial Regulation 604/01, s. 10(1) Oath or Declaration Remotely.

*Griffin Rotman*  
 8FA4DA44115F406  
 Griffin Rotman

*Chris Mazur*

Chris Mazur, Commissioner of Oaths  
 for the Province of Ontario  
 Expires November 1, 2027

**Christopher John Mazur, a Commissioner, etc.,  
 Province of Ontario, for BDO Canada Limited.  
 Expires November 1, 2027.**