



Court File No. CV-25-00740088-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE	)	WEDNESDAY, THE 29TH
	)	
JUSTICE CAVANAGH	)	DAY OF JULY, 2026

IN THE MATTER OF THE *COMPANIES' CREDITORS*
***ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
CLEARPIER ACQUISITION CORP. AND 1000238820 ONTARIO INC.

Applicants

ORDER
(Termination and Discharge)

THIS APPLICATION made by Export Development Canada (“**EDC**”) for an order pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), among other things, (i) approving the fees, reports and activities of Richter Inc. (“**Richter**”), in its capacity as the monitor (the “**Monitor**”) of ClearPier Acquisition Corp. and 1000238820 Ontario Inc. (collectively, the “**Applicants**”), (ii) terminating these CCAA proceedings, and (iii) discharging the Monitor, was heard this day by judicial videoconference in Toronto, Ontario.

ON READING the Notice of Application, the Eighth Report of the Monitor dated July 24, 2026 (the “**Eighth Report**”) the Affidavit of Karen Kimel sworn July 24, 2026 (the “**Kimel Affidavit**”) and the Affidavit of Trevor Courtis sworn July 24, 2026 (the “**Courtis Affidavit**” and collectively with the Kimel Affidavit, the “**Fee Affidavits**”), and on hearing submissions of counsel for EDC, the Monitor and such other parties as listed on the Participant Information Form, with no one appearing for any other person although duly served as appears from the Lawyer’s Certificate of Service of Evan Cobb dated July 23, 2026, filed.

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Application and the Eighth Report 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 and not otherwise defined in this Order shall have the meanings given to them in the Amended and Restated Initial Order of the Honourable Justice Conway dated April 10, 2025 (the “**Amended and Restated Initial Order**”).

APPROVAL OF MONITOR’S REPORTS, ACTIVITIES AND FEES

3. **THIS COURT ORDERS** that the Seventh Report of the Monitor dated March 24, 2026 and the Eighth Report, and the conduct and activities of the Monitor as set out therein, be and are hereby approved, provided, however, that only the Monitor, 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.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from November 16, 2025 to July 17, 2026 and its counsel for the period from December 12, 2025 to June 30, 2026 as set out in the Eighth Report and the Fee Affidavits be and are hereby approved.

TERMINATION OF CCAA PROCEEDINGS AND DISCHARGE OF MONITOR

5. **THIS COURT ORDERS** that these CCAA proceedings are hereby terminated, provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any person pursuant thereto.

6. **THIS COURT ORDERS** that Richter shall be and is hereby discharged from its duties as Monitor and shall have no further duties, obligations or responsibilities as Monitor; provided that, notwithstanding its discharge as Monitor, Richter shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings, as may be required or appropriate (collectively, the “**Monitor Incidental Matters**”). In completing any such Monitor Incidental Matters, Richter and its advisors shall continue to have the benefit of the provisions of all Orders made in these CCAA proceedings and

all protections under the CCAA, including all approvals, protections and stays of proceedings in favour of Richter in its capacity as Monitor, and nothing in this Order shall affect, vary, derogate from or amend any of the protections in favour of the Monitor or its advisors pursuant to any Order issued in these CCAA proceedings.

7. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and Richter and its advisors shall continue to have the benefit of all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Amended and Restated Initial Order, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the termination of these CCAA proceedings, including in connection with the Monitor Incidental Matters and any other actions taken by Richter following the termination of these CCAA proceedings with respect to the Applicants or these CCAA proceedings.

8. **THIS COURT ORDERS** that Richter in its capacity as Monitor and in its personal capacity, and its legal counsel, McCarthy Tétrault LLP ("**McCarthy**"), and each of their respective affiliates and current and former officers, directors, partners, employees and agents, as applicable (collectively, the "**Released Parties**" and each a "**Released Party**") shall be and are hereby forever irrevocably released and discharged from any and all claims that any Person may have or be entitled to assert against the Released Parties now or hereafter, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, liquidated or unliquidated, matured or unmatured or due or not yet due, in law or equity and whether based on statute or otherwise, based in whole or in part on any act or omission, transaction, dealing or other occurrence in any way relating to, arising out of, or in respect of, these CCAA proceedings and/or with respect to their respective conduct in these CCAA proceedings, including any actions required or steps taken in carrying out any Monitor Incidental Matters or any other actions taken by Richter or McCarthy following the termination of these CCAA proceedings with respect to the Applicants or these CCAA proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby irrevocably and permanently released, discharged, stayed, extinguished and forever barred, and the Released Parties shall have no liability in respect thereof; provided, however, that nothing in this paragraph shall waive, discharge, release, cancel or bar any claim or liability that is finally determined by a court of competent jurisdiction to have

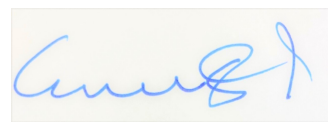
arisen out of any gross negligence or wilful misconduct on the part of the applicable Released Party.

9. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the Released Claims except with prior leave of this Court on not less than fifteen (15) days prior written notice to the applicable Released Party and upon further Order securing, as security for costs, the full indemnity costs of the applicable Released Party in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, the State of Israel, Portugal and any other relevant jurisdiction, to give effect to this Order and to assist the Applicants and the Monitor and their respective 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 Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

11. **THIS COURT ORDERS** that the Monitor or the Applicants be at liberty and are 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 Monitor 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.

12. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Daylight Time on the date of this Order without any need for entry and filing.



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ONTARIO
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(COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER
(Termination and Discharge)

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