

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

THE HONOURABLE	)	TUESDAY, THE 20 <sup>TH</sup> DAY
	)	
JUSTICE CONWAY	)	OF SEPTEMBER, 2022

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS  
AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
LINKS OF LONDON (CANADA) LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

**ORDER**

**THIS MOTION**, made by Alvarez & Marsal Canada Inc., in its capacity as the proposal trustee (in such capacity, the “**Proposal Trustee**”) of Links of London (Canada) Limited (the “**Company**”), for an order pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), as was heard this day via Zoom at Toronto, Ontario.

**ON READING** the First Report to the Court of the Proposal Trustee dated September [13], 2022 and the appendices thereto (the “**First Report**”), and on hearing the submissions of counsel for the Proposal Trustee, counsel for the Company, and any other parties or counsel listed on the counsel slip, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Daisy Jin sworn September 13, 2022, filed.

**AND HAVING DETERMINED** that (i) the proposal of the Company filed with the Official Receiver on August 15, 2022, attached hereto as **Appendix "1"** (the "**Proposal**"), was unanimously approved by those creditors entitled to vote on the resolution at the meeting of creditors held on September 1, 2022; (ii) the terms of the Proposal are reasonable and calculated to benefit the general body of creditors; and (iii) no offences or facts have been proved to justify the Court in withholding its approval of the Proposal.

**NOW THEREFORE:**

**DEFINITIONS**

1. **THIS COURT ORDERS** that all capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Proposal.

**SERVICE**

2. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record be and is hereby validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

**APPROVAL OF PROPOSAL**

3. **THIS COURT ORDERS** that the Proposal be and is hereby approved.

4. **THIS COURT ORDERS** that, as of the Effective Date at the time or times and in the manner set forth in the Proposal: (i) the Proposal and all associated steps, compromises, settlement, satisfactions, releases, discharges, transactions and arrangements effected thereby are approved, binding and effective in accordance with the provisions of the Proposal and the BIA; and (ii) the

treatment of the Claims of all creditors affected by the Proposal (“**Affected Creditors**”) under the Proposal shall be final and binding for all purposes and enure to the benefit of the Company, all Affected Creditors, the Directors, the Officers, and all other Persons named or referred to in the Proposal, or subject to the Proposal, and their respective heirs, executors, administrators and other legal representatives, successor and assigns.

5. **THIS COURT ORDERS** that the Proposal Trustee be and is hereby authorized, directed and empowered to perform its functions and to fulfill its obligations under the Proposal to facilitate the implementation of the Proposal.

6. **THIS COURT ORDERS** that the Proposal Trustee may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

#### **APPROVAL OF THE FIRST REPORT**

7. **THIS COURT ORDERS** that the First Report and the actions, activities and conduct of the Proposal Trustee described therein be and are hereby approved; provided, however, that only the Proposal Trustee, 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.

#### **APPROVAL OF PROFESSIONAL FEES**

8. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and its legal counsel, Aird & Berlis LLP, in the total amounts of \$43,302.18 and \$18,425.78, respectively (both amounts inclusive of applicable sales taxes), as set out in the First Report and the fee affidavits attached thereto as **Appendices “H”** and **“I”**, respectively, be and are hereby approved.

## **GENERAL**

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada and as against all Persons whom it may otherwise be enforced.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative bodies, having jurisdiction in Canada, in the United States or in the United Kingdom, to give effect to this Order and to assist the Company, the Proposal Trustee 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 Company and 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 Company and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

11. **THIS COURT ORDERS** that each of the Company and the Proposal Trustee be at liberty and are 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 any jurisdiction outside of Canada.

12. **THIS COURT ORDERS** that this Order is effective from today's date and it is made and enforceable without any need for entry or filing.

A handwritten signature in blue ink, appearing to read "Conway J.", is written over a horizontal line.

## **APPENDIX "A"**

### *PROPOSAL*

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LINKS OF LONDON (CANADA) LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No.: 31-2849223

Estate No.: 31-2849223

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

PROCEEDING COMMENCED AT TORONTO

**ORDER**

**AIRD & BERLIS LLP**

Barristers and Solicitors

Brookfield Place

181 Bay Street, Suite 1800

Toronto, ON M5J 2T9

**Kyle Plunkett** (LSO # 61044N)

Tel: (416) 865-3406

Email: [kplunkett@airdberlis.com](mailto:kplunkett@airdberlis.com)

**Matilda Lici** (LSO # 79621D)

Tel: (416) 865-3428

Email: [mlici@airdberlis.com](mailto:mlici@airdberlis.com)

Lawyers for Alvarez & Marsal Canada Inc., in its  
capacity as proposal trustee of Links of London  
(Canada) Limited

50006431.2

50006431.5