

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

**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  
JORIKI TOPCO INC. AND JORIKI INC.**

Applicants

**FACTUM OF THE APPLICANTS  
(Returnable March 27, 2025)**

March 25, 2025

**Goodmans LLP**

Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto ON M5H 2S7

**Robert J. Chadwick** LSO#: 35165K  
rchadwick@goodmans.ca

**Christopher Armstrong** LSO#: 55148B  
carmstrong@goodmans.ca

**Erik Axell** LSO#: 85345O  
eaxell@goodmans.ca

Tel: 416.979.2211  
Fax: 416.979.1234

Lawyers for the Applicants

## TABLE OF CONTENTS

<b>I.</b>	<b>OVERVIEW .....</b>	<b>3</b>
<b>II.</b>	<b>FACTS .....</b>	<b>5</b>
A.	Background .....	5
B.	Remaining Activities .....	7
<b>III.</b>	<b>ISSUES AND THE LAW .....</b>	<b>8</b>
A.	The Monitor's Powers Should be Expanded .....	9
B.	Termination of the CCAA Proceedings .....	10
	(i) Termination of the CCAA Proceedings and Discharge of the Monitor and Proposal Trustee is Appropriate.....	10
	(ii) The Release of the Proposal Trustee/Monitor Released Parties is Appropriate ...	12
C.	The Second Report, Activities and Professional Fees .....	14
	(i) Approval of the Second Report and Activities .....	14
	(ii) Approval of the Accounts of the Monitor, Proposal Trustee and their Counsel...	16
D.	It is Appropriate to Extend the Stay Period .....	18
<b>IV.</b>	<b>ORDER REQUESTED .....</b>	<b>19</b>

## I. OVERVIEW

1. On January 28, 2025, the Applicants commenced these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and obtained an Initial Order from the Ontario Superior Court of Justice (Commercial List) (the “**Court**”). The Initial Order, among other things, appointed Alvarez & Marsal Canada Inc. (“**A&M**”) as monitor of the Applicants (in such capacity, the “**Monitor**”) and provided the Applicants with the necessary breathing space and forum to advance the negotiation, finalization and implementation of value maximizing turn-key transactions in respect of their Delta and Toronto facilities (the “**Transactions**”), which was the core objective of these proceedings.<sup>1</sup>

2. On February 26, 2025, the Court granted orders approving the Transactions, and they have now closed. As such, the core objective of these proceedings has been completed. The Applicants and Monitor are now working to complete certain remaining activities which include efforts to maximize the value of the Applicants remaining assets and to effect an orderly conclusion of these proceedings.

3. With only certain limited remaining activities left to complete and the current stay period expiring on March 31, 2025 (the “**Stay Period**”), the Applicants seek approval of an order (the “**Expansion of Monitor’s Powers and CCAA Termination Order**”), among other things:

- (a) authorizing and empowering the Monitor to exercise any powers which may be exercised by the board of directors or any officer of the Applicants, such power to become effective upon the service of a Monitor’s certificate with the prior written

---

<sup>1</sup> All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the Affidavit of Michael G. Devon sworn March 21, 2025 (the “**Devon Affidavit**”).

consent of the Applicants and to be concurrent with the resignation of the Applicants' remaining directors and officers;

- (b) terminating the CCAA proceedings effective as at the CCAA Termination Time (as defined below);
- (c) providing for the discharge of A&M as the Monitor and Proposal Trustee as at the CCAA Termination Time and granting certain related relief;
- (d) extending the Stay Period to the earlier of (i) the CCAA Termination Time, and (ii) such other date as the Court may order;
- (e) releasing and terminating the KERP Charge and the DIP Lender's Charge;
- (f) approving the second report of the Monitor (the "**Second Report**") and the activities and conduct of the Monitor prior to or on the date of the Expansion of Monitor's Powers and CCAA Termination Order, including as described in the Second Report; and
- (g) approving the fees and disbursements of the Monitor, Proposal Trustee and their counsel for the periods described in the Second Report, as well as estimated amounts to be incurred through the completion of these CCAA proceedings.

4. The Applicants respectfully submit that granting the foregoing relief is appropriate in the circumstances to enable the Applicants and the Monitor to complete the remaining matters in these CCAA proceedings in an efficient and cost-effective manner, and bring these CCAA proceedings to an orderly conclusion.

## **II. FACTS**

### **A. Background**

5. Joriki was, until very recently, in the business of manufacturing and packaging consumer beverages, including juices and plant-based beverages, for several large consumer packaged goods companies, and to a lesser extent, grocery retailers and independent brands. Joriki operated its business from three production facilities in Canada (the Toronto and Pickering facilities in Ontario, and the Delta facility in B.C.), and one in the United States (the Pittston facility in Pennsylvania).<sup>2</sup>

6. The Company experienced financial losses relating to a delay in the completion and commissioning of the Pittston facility and ongoing operational issues, as well as the Recall of certain products it produced for a customer in July 2024.<sup>3</sup>

7. In August 2024, the Company engaged Goodmans and Alvarez & Marsal Canada ULC to assist in reviewing and assessing its strategic options and alternatives as a result of its financial and operational challenges. Following this review, the Company, with the assistance of the Financial Advisor, undertook the Sale Process.<sup>4</sup>

8. Following the loss of a key customer and certain potential purchasers advising they would not be pursuing transactions under the Sale Process, the Company's Senior Lenders advised they were no longer prepared to fund the Company's business as a going concern.<sup>5</sup>

9. Accordingly, the Company ceased active operations and, on December 31, 2024, terminated the employment of substantially all its employees save for a small group to assist in

---

<sup>2</sup> Devon Affidavit at para. 4 [[A1038; A16](#)].

<sup>3</sup> Devon Affidavit at para. 5 [[A1038; A16](#)].

<sup>4</sup> Devon Affidavit at para. 6 [[A1038; A16](#)].

<sup>5</sup> Devon Affidavit at para. 7 [[A1038; A16 – A1039; A17](#)].

wind-down activities. Prior to this, Joriki Canada filed the NOI and A&M was appointed as Proposal Trustee in such proceedings. On January 12, 2025, Joriki USA Inc., the Company's U.S. operating subsidiary, filed a petition under Chapter 7 of the United States Bankruptcy Code before the United States Bankruptcy Court for the District of Delaware and Alfred T. Guiliano was appointed as trustee (the "**Chapter 7 Trustee**").<sup>6</sup>

10. Notwithstanding the foregoing, the Applicants were still of the view that value maximizing turn-key transactions could be completed in respect of the Toronto and Delta facilities. Shortly prior to obtaining the Initial Order, Joriki Canada entered into LOIs for its Delta and Toronto facility assets.<sup>7</sup>

11. On January 28, 2025, the Applicants sought and obtained the Initial Order providing relief under the CCAA. Also on January 28, 2025, the Court granted an Order which authorized the liquidation of the Pickering facility and approved the auction and liquidation services agreement between Joriki Canada and Maynards Industries II Canada Ltd. dated January 22, 2025.<sup>8</sup>

12. Following the granting of the Initial Order, Joriki Canada negotiated and finalized definitive transaction documentation, which resulted in Joriki Canada executing the Delta Facility Purchase Agreement with Happy Planet and the Toronto Facility Purchase Agreement with Top Shelf.<sup>9</sup>

13. On February 26, 2025, the Court approved the Transactions.<sup>10</sup>

---

<sup>6</sup> Devon Affidavit at para. 8 [[A1039; A17](#)].

<sup>7</sup> Devon Affidavit at para. 9 [[A1039; A17](#)].

<sup>8</sup> Devon Affidavit at paras. 10 and 11 [[A1039; A17](#) and [A1040; A18](#)].

<sup>9</sup> Devon Affidavit at para. 12 [[A1040; A18](#)].

<sup>10</sup> Devon Affidavit at para. 13 [[A1040; A18](#) – [A1041; A19](#)].

14. After the Transactions were approved by the Court, the Company and its advisors, with the assistance of the Monitor, worked expeditiously to close the Transactions. The Toronto Facility Transaction closed on February 28, 2025, and the Delta Facility Transaction closed on March 7, 2025, with gross total sale proceeds of approximately \$11.1 million being received by the Monitor on behalf of the Applicants. In accordance with the Ancillary Relief Order the Monitor, on behalf of the Applicants, made a distribution of approximately \$10.6 million to the Agent in respect of amounts outstanding under the Senior Credit Agreement.<sup>11</sup>

## **B. Remaining Activities**

15. Since the closing of the Transaction, the Applicants and the Monitor have completed various post-closing and wind-down matters in the CCAA proceedings, as further described in the Devon Affidavit. At this time, there are only certain limited remaining activities left to complete the realization of value from the Applicants' assets and the orderly wind down of their affairs, which are described in greater detail in the Devon Affidavit (the "**Remaining Activities**").

16. The Remaining Activities include, among other things, (i) potentially pursuing claims under the Applicants' insurance policies for losses in connection with the Recall, (ii) continuing to work to collect outstanding accounts receivable owing by customers as well as other sundry amounts, (iii) attending to matters pertaining to Joriki Canada's exit from the Pickering facility, (iv) considering next steps with respect to the sale or liquidation of numerous forklifts and related equipment at the Pittston facility, which the Applicants previously anticipated would be included in the sale of Joriki USA's assets at the Pittston facility by the Chapter 7 Trustee, and (v) making

---

<sup>11</sup> Devon Affidavit at para. 15 [[A1041](#); [A19](#)].

one or more additional distributions from the Applicants remaining cash on hand and additional realizations to the Agent in respect of amounts outstanding under the Senior Credit Agreement.<sup>12</sup>

### **III. ISSUES AND THE LAW**

17. The issues to be considered on this motion are whether the Court should:

- (a) expand the Monitor's powers with respect to the Applicants;
- (b) authorize the termination of the CCAA proceedings;
- (c) discharge A&M as Monitor and Proposal Trustee as at the CCAA Termination Time;
- (d) release and discharge the Proposal Trustee/Monitor Released Parties (as defined below) from the Released Claims (as defined below);
- (e) approve the Second Report and the fees and disbursements of the Monitor, Proposal Trustee and their counsel, including amounts to be incurred through the completion of these CCAA proceedings; and
- (f) extend the Stay Period.

18. The Applicants respectfully submit that the Court should grant the foregoing relief pursuant to the proposed Expansion of Monitor's Powers and CCAA Termination Order to facilitate the efficient and orderly conclusion of these CCAA proceedings.

---

<sup>12</sup> Devon Affidavit at paras. 21 and 25-28 [[A1043; A21](#) and [A1044; A22](#) – [A1045; A23](#)].



**A. The Monitor's Powers Should be Expanded**

19. The CCAA provides the Court with broad discretion in respect of the Monitor's functions. In particular, paragraph 23(1)(k) of the CCAA provides that the Monitor can "carry out any other functions in relation to the [debtor] company that the court may direct."<sup>13</sup> Section 11 of the CCAA also gives this Court the broad discretion to make any order that is necessary and appropriate in the circumstances. There are many examples of CCAA courts granting expanded powers to the Monitor where such relief is warranted.<sup>14</sup>

20. The Expansion of Monitor's Powers and CCAA Termination Order provides for the enhancement of the Monitor's powers as they relate to the Applicants upon the service of a Monitor's certificate on the service list in these CCAA proceedings with the prior written consent of the Applicants.

21. With the Transactions now closed, it is anticipated that the Applicants remaining directors and officers will conclude their roles in the coming weeks. However, it is possible that the Remaining Activities could continue for several months (or longer) while the Applicants work to maximize the value of their residual assets and wind-down their affairs.<sup>15</sup>

---

<sup>13</sup> [CCAA](#), s [23\(1\)\(k\)](#).

<sup>14</sup> *Contract Pharmaceuticals Limited et al.* ([Ancillary Relief Order](#)) (17 April 2024), CV-23-00711401-00CL (ONSC) at para. 5.; *MAV Beauty Brands Inc et al.*, ([Order \(Stay Extension, Expanded Monitor Powers and Related Relief\)](#)) (19 December 2023), CV-23-00709610-00CL (ONSC) at para. 4; *Old GI Inc (Re)*, ([CCAA Super Monitor and Termination Order](#)) (30 August 2023), CV-23-00699824-00CL at para. 13; *Harte Gold Corp.*, ([Order \(Monitor's Enhanced Powers\)](#)) (28 January 2022), CV-21-00673304-00CL at para. 3.

<sup>15</sup> Devon Affidavit at para. 29 [[A1045](#); [A23](#)].

22. In light of the foregoing, the expansion of the Monitor's powers is necessary to, among other things, assist in advancing these CCAA proceedings and the Remaining Activities, and the wind-down of the Applicants' affairs to their conclusion on an efficient and effective basis.<sup>16</sup>

23. The Monitor has agreed to the proposed expansion of powers on the proposed terms of the Expansion of Monitor's Powers and CCAA Termination Order and is of the view that expanding the Monitor's powers is appropriate in the circumstances.<sup>17</sup>

## **B. Termination of the CCAA Proceedings**

### *(i) Termination of the CCAA Proceedings and Discharge of the Monitor and Proposal Trustee is Appropriate*

24. On many occasions, this Court has granted an order terminating proceedings under the CCAA and discharging the Monitor appointed in those proceedings on terms similar to those sought in the proposed Expansion of Monitor's Powers and CCAA Termination Order.<sup>18</sup>

25. This Court has also granted an order terminating proceedings under the CCAA and releasing the Monitor appointed in those proceedings and the Proposal Trustee appointed in the NOI proceeding that was taken up and continued under the CCAA.<sup>19</sup>

---

<sup>16</sup> Devon Affidavit at para. 30 [[A1045; A23](#) – [A1046; A24](#)].

<sup>17</sup> The Second Report of the Monitor dated March 24, 2025 (the "Second Report") at para. 9.7 [[E204; E19](#)]; Devon Affidavit at para. 30 [[A1045; A23](#) – [A1046; A24](#)].

<sup>18</sup> See e.g., *Harte Gold et al.*, ([CCAA Distribution and Termination Order](#)) (15 February 2022), CV-21-00673304-00CL at paras. 12 and 15 [*Harte Gold*]; *DEL Equipment Inc* ([CCAA Termination Order](#)) (29 October 2020), CV-19-629552-00CL at paras. 7 and 10 [*DEL*]; *MJardin Group, Inc et al.*, ([CCAA Termination Order](#)) (3 April 2023), CV-22-00682101-00CL at paras. 7 and 9 [*MJardin*]; *Chalice Brands Ltd* ([CCAA Termination Order](#)) (28 September 2023), CV-23-00699872-00CL at paras. 6 and 11 [*Chalice Brands*]; *Old MAV Wind-Down Ltd et al.*, ([CCAA Termination Order](#)) (12 June 2024), CV-23-00709610-00CL at paras. 7 and 10 [*MAV*].

<sup>19</sup> *Spartan Bioscience Inc.* ([CCAA Termination Order](#)) (8 December 2021) CV-21-00086797-00CL [*Spartan Bioscience*].

26. Pursuant to the proposed Expansion of Monitor's Powers and CCAA Termination Order, upon service by the Monitor on the service list in these CCAA proceedings of an executed certificate in substantially the form attached as Schedule "B" to the proposed Expansion of the Monitor's Powers and CCAA Termination Order (the "**Termination Certificate**"), these CCAA Proceedings will be terminated without any further act or formality (the "**CCAA Termination Time**").<sup>20</sup> The Termination Certificate contemplates certification by the Monitor that all matters to be attended to in connection with these CCAA proceedings have been completed.<sup>21</sup>

27. The Applicants submit that it is appropriate for this Court to order that the CCAA proceedings shall be terminated, and that A&M be discharged as Monitor and Proposal Trustee as at the CCAA Termination Time, including because:

- (a) the Remaining Activities that need to be completed before the termination of these CCAA Proceedings as determined by the Monitor will be completed by the CCAA Termination Time;
- (b) it will enable the Applicants and Monitor to complete these proceedings in the most efficient and cost effective manner possible;<sup>22</sup>
- (c) the Monitor and Proposal Trustee has duly and properly discharged and performed its duties and obligations in these CCAA proceedings and NOI proceeding in compliance and in accordance with the CCAA, the *Bankruptcy and Insolvency Act*,

---

<sup>20</sup> Draft Expansion of Monitor's Powers and CCAA Termination Order at para. 14 [[A1122](#); [A100](#)].

<sup>21</sup> Draft Expansion of Monitor's Powers and CCAA Termination Order at Schedule "B" [[A1129](#); [A107](#)].

<sup>22</sup> Devon Affidavit at para. 34 [[A1046](#); [A24](#) – [A1047](#); [A25](#)].

R.S.C. 1985, c., B-3, as amended (the “**BIA**”), and all orders of this Court made in these CCAA Proceedings;<sup>23</sup> and

- (d) the Applicants’ cash on hand is expected to be sufficient to address any professional fees, expenses and disbursements required to complete the Remaining Activities.<sup>24</sup>

(ii) *The Release of the Proposal Trustee/Monitor Released Parties is Appropriate*

28. The proposed Expansion of Monitor’s Powers and CCAA Termination Order orders the release and discharge, effective at the CCAA Termination Time, of the Proposal Trustee, Monitor and their affiliates, officers, directors, employees, legal counsel and agents (collectively, the “**Proposal Trustee/Monitor Released Parties**”) from any and all claims that any person may have or be entitled to assert against any of the Released Parties, 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, the NOI Proceeding and these CCAA proceedings or with respect to their respective conduct in the NOI Proceeding and these CCAA proceedings (collectively, the “**Released Claims**”).<sup>25</sup>

29. The Court summarized the factors relevant to the approval of releases in CCAA proceedings in *Lydian International Limited (Re)*:

- (a) whether the parties to be released from claims were necessary and essential to the restructuring of the debtor;

---

<sup>23</sup> Devon Affidavit at para. 35 [[A1047](#); [A25](#)].

<sup>24</sup> Devon Affidavit at para. 38 [[A1048](#); [A26](#)].

<sup>25</sup> Draft Expansion of Monitor’s Powers and CCAA Termination Order at para 18 [[A1123](#); [A101](#)].

- (b) whether the claims to be released were rationally connected to the purpose of the plan and necessary for it;
- (c) whether the plan could succeed without the releases;
- (d) whether the parties being released were contributing to the plan; and
- (e) whether the release benefitted the debtors as well as the creditors generally.<sup>26</sup>

30. The Court has granted similar releases in the context of granting orders terminating other CCAA proceedings<sup>27</sup>, including in cases where an NOI proceeding was taken up and continued under the CCAA.<sup>28</sup>

31. The Applicants submit that it is appropriate to release the Proposal Trustee/Monitor Released Parties from the Released Claims effective as at the CCAA Termination Time for the following reasons:

- (a) the Monitor and Proposal Trustee have made significant contributions to these CCAA proceedings for the benefit of the Applicants' stakeholders, including, among other things, overseeing the Sale Process and assisting the Applicants in successfully completing the Transactions and helping advance the liquidation of the Pickering facility;

---

<sup>26</sup> *Lydian International Limited (Re)*, [2020 ONSC 4006](#) at para 54.

<sup>27</sup> See e.g., *Contract Pharmaceuticals Limited et al.* ([CCAA Termination Order](#)) (17 September 2024), CV-23-00711401-00CL at para 8 [CPL]; [Chalice Brands](#) at para 17; [DEL](#) at para 17; [MAV](#) at para 12; *Greenspace Brands Inc et al.*, ([CCAA Distribution and Termination Order](#)) (26 September 2023), CV-23-00697516-00CL at para 22; *McEwan Enterprises Inc* ([CCAA Termination Order](#)) (21 December 2021), CV-21-00669445-00CL at para 16.

<sup>28</sup> [Spartan Bioscience](#) at para 5.

- (b) the purpose of the releases is to achieve finality for the Proposal Trustee/Monitor Released Parties in connection with the termination of these CCAA proceedings, in turn facilitating distributions of the Applicants remaining cash on hand and assisting in bringing these CCAA proceedings to a conclusion;
- (c) the proposed releases relate to claims arising out of, or in respect of, these CCAA proceedings and the NOI proceeding and conduct in these CCAA proceedings and NOI proceeding, and as such are not overly broad; and
- (d) the releases do not release any Proposal Trustee/Monitor Released Party from any claim or liability that is finally determined by a court of competent jurisdiction to have constituted gross negligence or wilful misconduct on the part of the applicable Released Party.

32. Accordingly, the Applicants respectfully submit that the releases set forth in the proposed Expansion of Monitor's Powers and CCAA Termination Order are reasonable and justified in the circumstances and should be approved by this Court.

**C. The Second Report, Activities and Professional Fees**

*(i) Approval of the Second Report and Activities*

33. This Court has held that there are good policy and practical reasons for approving a court officer's report and activities, including that Court approval:

- (a) allows the court officer to move forward with the next steps in the proceedings;
- (b) brings the court officer's activities before the court;

- (c) allows an opportunity for the concerns of stakeholders to be addressed, and any problems to be rectified;
- (d) enables the court to satisfy itself that the court officer's activities have been conducted in a prudent and diligent manner;
- (e) provides protection for the court officer not otherwise provided by the applicable legislation; and
- (f) protects creditors from the delay in distribution that would be caused by: (i) re-litigation of steps taken to date; and (ii) potential indemnity claims by the court officer.<sup>29</sup>

34. The Applicants submit that it is appropriate to approve the Second Report and the activities and conduct of the Monitor described therein because:

- (a) the activities described in the Second Report were necessary and undertaken in good faith pursuant to the Monitor's duties and powers set out in the Orders of this Court granted in these CCAA proceedings, including the Initial Order and Ancillary Relief Order;
- (b) the Monitor's activities have been conducted in a prudent and diligent manner, and were undertaken in the best interests of the Applicants' stakeholders; and

---

<sup>29</sup> *Target Canada Co, Re*, [2015 ONSC 7574](#) at para. 12; *Laurentian University of Sudbury*, [2022 ONSC 2927](#) at paras. 13–14 [Laurentian].

- (c) the Second Report was served on the service list in these CCAA proceedings and posted on the Monitor's website for review by the Applicants' creditors and other stakeholders, and there have been no adverse comments received in respect thereof.

(ii) *Approval of the Accounts of the Monitor, Proposal Trustee and their Counsel*

35. The Initial Order directs that the Monitor and its legal counsel shall pass their accounts from time to time and that they shall be paid their reasonable fees and disbursements, whether incurred prior to, on or subsequent to the date of the Initial Order, in each case at their standard rates and charges.<sup>30</sup> In addition, the Initial Order authorized A&M to take all necessary steps in furtherance of its discharge as Proposal Trustee, including the taxation of its fees and disbursements, in the within CCAA proceedings.

36. The overarching test for the Court on a motion to pass accounts is to evaluate them based on the "overriding principle of reasonableness", with the predominant consideration being the overall value contributed by the court-appointed officer and its counsel.<sup>31</sup> The Court has held that it "does not engage in a docket-by-docket or line-by-line assessment of the accounts as minute details of each element of a professional services may not be instructive when looked at in isolation."<sup>32</sup>

---

<sup>30</sup> *Joriki Inc et al.*, ([Initial Order](#)) (28 January 2025), CV-25-00735458-00CL at paras. 33–34.

<sup>31</sup> *Re Nortel Networks Corporation et al.*, [2017 ONSC 673](#) at para. 13 [*Nortel*]. See also [Laurentian](#) at para. 9; *Bank of Nova Scotia v Diemer*, [2014 ONSC 365](#) at para. 45 [*Bank of Nova Scotia*].

<sup>32</sup> [Laurentian](#) at para. 9.



37. The Court has held that the following non-exhaustive list of factors assist courts in evaluating the fairness and reasonableness of a court-appointed officer's fees and those of its counsel:

- (a) the nature, extent and value of the assets being handled;
- (b) the complications and difficulties encountered;
- (c) the degree of assistance provided by the company, its officers or its employees;
- (d) the time spent;
- (e) the monitor's/receiver's knowledge, experience and skill;
- (f) the diligence and thoroughness displayed;
- (g) the responsibilities assumed;
- (h) the results achieved; and
- (i) the cost of comparable services when performed in a prudent and economical manner.<sup>33</sup>

38. Applying these factors to the present case, the Applicants respectively submit that the accounts of the Monitor and Proposal Trustee, as well as those of the Monitor's and Proposal Trustee's counsel, should be approved.

39. The fees and disbursements of the Monitor, Proposal Trustee and their counsel are reasonable and appropriate in the circumstances having regard to the scope of activity undertaken

---

<sup>33</sup> [\*Bank of Nova Scotia\*](#) at para. 9; [\*Nortel\*](#) at para. 14; [\*Laurentian\*](#) at para. 10.

by the Monitor and Proposal Trustee in the CCAA proceedings and NOI proceeding and have been validly incurred in accordance with the provisions of the Initial Order and pursuant to the duties and powers as set forth in the CCAA and the BIA.<sup>34</sup>

40. The Monitor has confirmed that the fees and disbursements of its counsel set out in the invoices appended to the affidavit of Tracy C. Sandler sworn March 24, 2025, relate to advice sought by the Monitor or Proposal Trustee and assistance provided by Osler in respect of these CCAA proceedings and the NOI proceeding and that, in the Monitor's and Proposal Trustee's view, Osler's fees and disbursements are reasonable and appropriate.<sup>35</sup>

41. The proposed Expansion of the Monitor's Powers and CCAA Termination Order also approves the fees and disbursements of the Monitor and its counsel to be incurred in completing the Remaining Activities required to finalize the wind-down activities and terminate these CCAA proceedings (the "**Fee Estimate**"). Such approval of the Fee Estimate is appropriate in order to bring these CCAA proceedings to a conclusion in an efficient and cost-effective manner, potentially without the need for a further court attendance. Courts have granted similar relief in a number of cases.<sup>36</sup>

#### **D. It is Appropriate to Extend the Stay Period**

42. Under Section 11.02(2) of the CCAA, the Court may grant an extension of a stay of proceedings where: (a) circumstances exist that make the order appropriate; and (b) the debtor satisfies the Court that it has acted, and is acting, in good faith and with due diligence.<sup>37</sup>

---

<sup>34</sup> Second Report at para. 13.5 [[E211](#); [E26](#)].

<sup>35</sup> Second Report at para. 13.4 [[E210](#); [E25](#) - [E211](#); [E26](#)].

<sup>36</sup> See e.g., [CPL](#) at para. 12; [Harte Gold](#) at para. 11; [DEL](#) at para. 6; [MJardin](#) at para. 6; [Chalice Brands](#) at para. 5; [MAV](#) at para. 6.

<sup>37</sup> [CCAA](#), s. [11.02\(3\)](#).

43. The Applicants submit that the proposed extension of the Stay Period is appropriate because:

- (a) the Applicants have acted, and continue to act, in good faith and with due diligence to advance these CCAA proceedings to their conclusion;
- (b) the proposed extension of the Stay Period is required to enable the Applicants and the Monitor to facilitate and complete the Remaining Activities;
- (c) the Applicants are expected to have sufficient liquidity to complete the Remaining Activities through to the CCAA Termination Time; and
- (d) the Applicants do not believe that any creditor will be materially prejudiced if the extension of the Stay Period is granted.<sup>38</sup>

44. Accordingly, the Applicants submit that the proposed extension of the Stay Period is reasonable and appropriate in the circumstances.

#### **IV. ORDER REQUESTED**

45. For the reasons set out above, the Applicants respectfully request that this Court grant the Expansion of Monitor's Powers and CCAA Termination Order.

#### **ALL OF WHICH IS RESPECTFULLY SUBMITTED**

March 25, 2025

*Goodmans LLP*

---

Goodmans LLP

---

<sup>38</sup> Devon Affidavit at paras. 37-38 [[A1047: A25](#) – [A1048: A26](#)].

## SCHEDULE A

### LIST OF AUTHORITIES

1. *Contract Pharmaceuticals Limited et al.*, ([Ancillary Relief Order](#)) (17 April 2024), CV-23-00711401-00CL (ONSC)
2. *MAV Beauty Brands Inc et al.*, ([Order \(Stay Extension, Expanded Monitor Powers and Related Relief\)](#)) (19 December 2023), CV-23-00709610-00CL (ONSC)
3. *Old GI Inc (Re)*, ([CCAA Super Monitor and Termination Order](#)) (30 August 2023), CV-23-00699824-00CL (ONSC)
4. *Harte Gold Corp*, ([Order \(Monitor's Enhanced Powers\)](#)) (28 January 2022), CV-21-00673304-00CL (ONSC)
5. *Harte Gold Corp et al.*, ([CCAA Distribution and Termination Order](#)) (15 February 2022), CV-21-00673304-00CL (ONSC)
6. *DEL Equipment Inc*, ([CCAA Termination Order](#)) (29 October 2020), CV-19-629552-00CL (ONSC)
7. *MJardin Group, Inc et al.*, ([CCAA Termination Order](#)) (3 April 2023), CV-22-00682101-00CL (ONSC)
8. *Chalice Brands Ltd* ([CCAA Termination Order](#)) (28 September 2023), CV-23-00699872-00CL (ONSC)
9. *Old MAV Wind-Down Ltd et al.*, ([CCAA Termination Order](#)) (12 June 2024), CV-23-00709610-00CL (ONSC)
10. *Spartan Bioscience Inc.*, ([CCAA Termination Order](#)) (8 December 2021), CV-21-00086797-00CL (ONSC)
11. *Lydian International Limited (Re)*, [2020 ONSC 4006](#)
12. *Contract Pharmaceuticals Limited et al.* ([CCAA Termination Order](#)) (17 September 2024), CV-23-00711401-00CL (ONSC)
13. *Greenspace Brands Inc et al.* ([CCAA Distribution and Termination Order](#)) (26 September 2023), CV-23-00697516-00CL (ONSC)
14. *McEwan Enterprises Inc* ([CCAA Termination Order](#)) (21 December 2021), CV-21-00669445-00CL (ONSC)
15. *Target Canada Co, Re*, [2015 ONSC 7574](#)
16. *Laurentian University of Sudbury*, [2022 ONSC 2927](#)

17. *Joriki Inc et al.*, [\(Initial Order\)](#) (28 January 2025), CV-25-00735458-00CL (ONSC)
18. *Re Nortel Networks Corporation et al.*, [2017 ONSC 673](#)
19. *Bank of Nova Scotia v Diemer*, [2014 ONSC 365](#)

**Lawyer's Statement (Rule 4.06.1(2.1)):**

I certify that I am satisfied as to the authenticity of every authority cited in the factum:

*Erik Axell*

---

**Erik Axell**

**GOODMANS LLP**

Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7

Lawyers for the Applicants

## **SCHEDULE B**

### **STATUTORY REFERENCES**

#### **Companies' Creditors Arrangement Act RSC 1985, c C-36, as amended**

##### **Stays, etc. — other than initial application**

**11.02 (2)** A court may, on an application in respect of a debtor company other than an initial application, make an order, on any terms that it may impose,

- (a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken in respect of the company under an Act referred to in paragraph (1)(a);
- (b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the company; and
- (c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the company.

##### **Stays, etc. – Burden of proof on application**

**11.02 (3)** The court shall not make the order unless

- (a) the applicant satisfies the court that circumstances exist that make the order appropriate; and
- (b) in the case of an order under subsection (2), the applicant also satisfies the court that the applicant has acted, and is acting, in good faith and with due diligence.

##### **Duties and functions**

23 (1) The monitor shall [...]

- (k) carry out any other functions in relation to the company that the court may direct.

**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 JORIKI  
TOPCO INC. AND JORIKI INC.**

Court File No.: CV-25-00735458-00CL

Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**FACTUM OF THE APPLICANTS**  
(Returnable March 27, 2025)

**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

**Robert J. Chadwick** LSO# 35165K  
rchadwick@goodmans.ca

**Christopher Armstrong** LSO# 55148B  
carmstrong@goodmans.ca

**Erik Axell** LSO# 85345O  
eaxell@goodmans.ca

Tel: (416) 979-2211  
Fax: (416) 979-1234

Lawyers for the Applicants