



Court File No. CV-23-00709164-00CL

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

THE HONOURABLE

)

MONDAY, THE 28TH

JUSTICE OSBORNE

)

DAY OF JULY, 2025

)

BETWEEN:

STAR AMERICA DPGI ACQUISITION COMPANY, INC.

Applicant

-and-

DEMAND POWER GROUP INC.

Respondent

IN THE MATTER OF AN APPLICATION UNDER section 101 of the *Courts of Justice Act*,
R.S.O. 1990, c. C. 43.

ORDER

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings, and properties of Demand Power Group Inc., for an order, among other things: (a) amending the Order of this Court dated November 22, 2023 (as amended on December 17, 2024), appointing the Receiver (the “**Receivership Order**”) to (i) increase the Receiver’s borrowing power under the Receivership Order, and (ii) grant a corresponding increase to the Receiver’s Borrowing Charge (as defined in the Receivership Order); and (b) approving the fees and disbursements of the Receiver and those of its counsel, as described in the Second Report of the Receiver dated July 21, 2025 (the “**Second Report**”) and the affidavits of Warren Leung sworn July 21, 2025, and Andrew Harmes sworn July 22, 2025 (the “**Fee Affidavits**”), attached thereto, was heard this day by videoconference in Toronto, Ontario.

ON READING the Notice of Motion, the Second Report and the Fee Affidavits, filed, and on hearing the submissions of counsel to the Receiver, and counsel for such other parties as were present and wished to be heard, no one else appearing although duly served as appears from the certificate of service, filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record 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 herein that are otherwise not defined shall have the meaning ascribed to them in the Receivership Order.

RECEIVER BORROWINGS

3. **THIS COURT ORDERS** that paragraph 22 of the Receivership Order is hereby amended by replacing the existing reference to “\$1,500,000” with “\$2,500,000” such that, after giving effect to such amendment, paragraph 22 of the Receivership Order shall provide as follows:

THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise from Star America DPGI Acquisition Company, Inc., such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed: \$2,500,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures and including, without limitation, the powers outlined in paragraph 3(i) of this Order. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the “**Receiver’s Borrowings Charge**”) as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of

any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

APPROVAL OF THE SECOND REPORT, ACTIVITIES AND FEES

7. **THIS COURT ORDERS** that the Second Report, and the activities of the Receiver referred to therein, be and are hereby approved; provided, however, that only the Receiver, 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.

8. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements, as defined and detailed in the Second Report, is hereby approved.

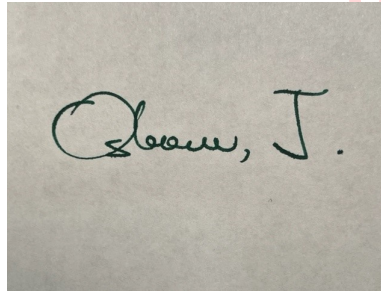
9. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Second Report and the Fee Affidavits attached thereto, and the payment thereof, are hereby approved.

GENERAL

10. **THIS COURT ORDERS** that the Receiver may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding or to assist the Receiver and its agents in carrying out the terms of this Order.

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

A rectangular image showing a handwritten signature in black ink on a light-colored, textured background. The signature appears to be "Osborne, J." written in a cursive style.

Digitally signed
by Osborne J.

Date:

2025.07.28

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101 OF THE *COURTS OF*
JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

Court File No./N° du dossier du greffe : CV-23-00709164-00CL

STAR AMERICA DPGI
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- and - **DEMAND POWER GROUP INC.**
Respondent

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

ORDER

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