

**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 HUDSON'S BAY COMPANY ULC COMPAGNIE DE LA BAIE D'HUDSON
SRI,
HBC CANADA PARENT HOLDINGS INC., HBC CANADA PARENT HOLDINGS
2 INC., HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY
HOLDINGS ULC, HBC CENTERPOINT GP INC., HBC HOLDINGS GP INC.,
SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598 ONTARIO INC.**

Applicants

**RESPONDING MOTION RECORD
(Approval of Charter Transaction)
(Returnable September 9, 2025)**

August 21, 2025

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INC., HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY
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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**

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SRI,
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2 INC., HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY
HOLDINGS ULC, HBC CENTERPOINT GP INC., HBC HOLDINGS GP INC.,
SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598 ONTARIO INC.**

Applicants

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TAB 1

Court File No. CV-25-00738613-00CL

**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
HUDSON'S BAY COMPANY ULC COMPAGNIE DE LA BAIE D'HUDSON SRI,
HBC CANADA PARENT HOLDINGS INC., HBC CANADA PARENT HOLDINGS 2
INC., HBC BAY HOLDINGS I INC., HBC BAY HOLDINGS II ULC, THE BAY
HOLDINGS ULC, HBC CENTERPOINT GP INC., HBC HOLDINGS GP INC.,
SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598 ONTARIO INC.**

Applicants

AFFIDAVIT OF PATRICK PHILLIPS

I, Patrick Phillips, of the City of Toronto, in the Province of Ontario, HEREBY AFFIRM:

1. I am a director of DKRT Family Corp. ("**DKRT**"). As such, I have knowledge of the matters contained in this affidavit. Where I do not have personal knowledge of a matter, I have stated the source of my information and believe it to be true.
2. This affidavit is sworn for the purpose of responding to the Applicant's motion for the approval of the Royal Charter Transaction.

A. Overview of DKRT Family Corp.

3. DKRT is a closely held corporation incorporated under the laws of Ontario.
4. DKRT is the personal family holding company of David K. R. Thomson ("**David**"). David is the controlling shareholder of DKRT. I am one of three directors of DKRT, together with David

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and Larry P. Lowenstein. I have been a director of DKRT since 2000 and have also been a financial advisor to David since 1988. I am his senior financial advisor.

5. I graduated with a political science degree from the University of Guelph in 1979. Prior to joining DKRT Investment, David's personal investment company, in 1988, I worked in the financial services industry as a stockbroker from 1980 to 1988.

6. David is the Chairman of Thomson Reuters, a Canadian technology conglomerate that is publicly traded on the Toronto Stock Exchange. Thomson Reuters is majority-owned by The Woodbridge Company, a holding company for the Thomson family.

7. The Thomson family has an extensive record of investment and philanthropy in Canadian arts and culture, which has included the unprecedented donation by Kenneth Thomson, David's late father, of 2,000 art works from his personal collection to the Art Gallery of Ontario ("AGO") in the year 2000, and the establishment of a \$20 million annual endowment to the AGO.

8. Today, David is widely regarded as one of the most prominent art collectors in Canada, with a demonstrated interest in Canadian art. David has participated in numerous art auctions over the years, including auctions conducted by Heffel Gallery Limited ("Heffel"), the Auctioneer for the Art Collection in this matter.

B. Hudson's Bay Company Art Auction

9. As David's senior financial advisor, I am in frequent contact with David who has investments in various business enterprises. From our interactions, I became aware in or around

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the second quarter of 2025 that David had been following media reports of the insolvency of the Hudson's Bay Company ("**HBC**") which was announced in March 2025.

10. HBC has immense cultural and historical significance to Canada, as well as personal significance to the Thomson family. Kenneth Thomson, David's late father, purchased a controlling interest in HBC in 1979. I understand that David himself served in various positions at HBC, including as store manager of The Bay Cloverdale Mall and director of licence departments for The Bay, from January 1980 to 1988, when he was appointed to the position of President of Simpsons Ltd, a position he occupied until 1990. The Thomson family sold the last of its shares in HBC in 1997.

11. HBC's collection of art and other historical artifacts has been of considerable interest to DKRT and to David. I understand that on or around April 24, 2025, David learned through the media of the upcoming HBC art auction, including that the Royal Charter would be up for sale at that auction. I learned of the art auction in that time period, through my discussions with David and media reports.

12. Shortly thereafter, David and I agreed that David, through one of his personal holding companies, would bid on and attempt to acquire the Royal Charter in the upcoming auction, with the ultimate intention of donating the Royal Charter to a suitable institution, where it would be accessible to the Canadian public (which I describe further below at Part D of this affidavit).

13. David has advised me that he wishes to use DKRT to bid on the Royal Charter, and not his personal art holding company, because he is not seeking to acquire the Royal Charter for his personal art collection or otherwise retain ownership of it. As one of the other directors of DKRT,

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I am fully in support of David's plans for the Royal Charter, including causing DKRT to attempt to acquire the Royal Charter and, if successful, donating it, as described further below. I have also discussed these plans with Larry Lowenstein (who became a director of DKRT in August 2025) and confirmed that he is also fully supportive of David's plans.

14. Believing that the art auction would take place, David (and I) have been waiting for the timeline and process for the art auction to be announced.

15. On or around July 30, 2025, I learned through media reporting that the Royal Charter was being sold to Wittington Investments Limited ("**Wittington**"). I then spoke with David, who advised me that the sale to Wittington was subject to court approval, and that he had been advised by Ash Prakash, a prominent scholar of Canadian and international art, as well as an art dealer, that the court had established a process to hear from interested parties before approving the sale to Wittington.

16. I was very surprised by the news of the sale, as neither myself nor David (as he has confirmed) had been told that the Applicants were open to entertaining offers on the Royal Charter (or any other items in the Art Collection) separately from the art auction. I believe that the public was entitled to rely on the auction process as publicly announced. Both David and I did so rely.

17. I was also taken aback by the purchase price of \$12.5 million that was being reported, because it is significantly lower than expected in David's view and in the view of knowledgeable people who have contacted us, including Ash Prakash. Put simply, David believes, as do I, that the Royal Charter will realize a substantially greater price in an open art auction than is currently being offered.

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C. The Wittington Offer Does Not Maximize Value for Creditors

18. In addition to having reviewed media reporting, I am advised by counsel that the Wittington Offer proposes a purchase price for the Royal Charter of \$12.5 million.

19. This purchase price is, in the view of DKRT, substantially less than what the Royal Charter will command if it is sold at auction, even after factoring in commissions to the Auctioneer. As noted above, David and I determined some time ago that David, whether directly or through one of the companies he controls, would bid on the Royal Charter in the art auction and make a serious attempt to acquire it in that process. That intention has not changed.

20. DKRT is ready, willing and able to make a bid for the Royal Charter that is materially higher than the \$12.5 million in the Wittington Offer, after factoring in the performance commission that would be charged by Heffel on the lot at auction, as set out in the Heffel Engagement Letter at Exhibit C of the Affidavit of Adam Zalev sworn July 30, 2025.

21. For the avoidance of doubt, if the Royal Charter is put up for auction, DKRT will make an initial bid of at least \$15 million, with a view to actively participating in the ensuing auction.

22. DKRT is also able and willing to place subsequent bids of higher values depending on competing bids that are made in the auction. In our experience at auctions, the presence of more than one motivated bidder can cause the ultimate sale price of the artwork to dramatically exceed its appraised value.

23. DKRT has sufficient resources to see this auction through to its conclusion.

-6-

D. The Future of the Royal Charter

24. If DKRT is the successful purchaser of the Royal Charter, it will immediately donate it to a suitable Canadian institution that has the expertise to house and preserve an artifact of this nature and where the Royal Charter will be accessible to Canadians.

25. Separate and apart from the purchase price, if successful in the auction, DKRT also intends to commit at least \$2 million to the chosen donee institution to support consultation with Indigenous groups; collaborations with museums, archives, and other cultural institutions; and the sharing of the Royal Charter across Canada to maximize public access, as long as the Royal Charter, in the opinion of qualified experts, is not physically jeopardized in the process. To be clear, DKRT would be open to a larger donation if it was warranted to properly fund these initiatives. Of equal importance, David advises me that he is willing to solicit the participation of all Canadians, including some prominent Canadian families, to fund the care, promotion, and access of Canadians to this iconic artifact. Already he has had positive responses from other Canadians of means, from across the country.

26. DKRT respectfully suggests that the Royal Charter find its permanent home in Manitoba, where it will reflect the roots of HBC and its significance in the history of Western Canada, and where it can be most accessible to the places and peoples, including Indigenous groups, whose histories are most directly intertwined with that of HBC.

27. The Archives of Manitoba already house the Hudson's Bay Company Archives (the "HBCA"), accessible on the web at <https://www.gov.mb.ca/chc/archives/hbca/>. According to the website, the HBCA "acquires and preserves archival records of HBC and other records related to

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HBC history, such as private records of individuals and subsidiary companies (including the North West Company) and encourages the use and understanding of these records.” The first 250 years of the archives, 1670 to 1920, were added in 2007 to the UNESCO Memory of the World Register.

28. According to the HBCA’s website, HBC’s historical records have been housed in the Archives of Manitoba for over 50 years. HBC first loaned its archives to the Archives in 1974, then in 1994, officially donated the records to the Province. The statute governing the Archives of Manitoba, the *Archives and Recordkeeping Act*, SM 2001, c 35, formally provides in its recitals for the Archives to house the records of HBC, going back to 1670 (the date of the Royal Charter):

WHEREAS the preservation of records of archival value is a unique and priceless gift of one generation of Manitobans to another;

AND WHEREAS good recordkeeping by government supports accountability to the public and enables the preservation by the Archives of Manitoba of government records of lasting significance;

AND WHEREAS certain records of private organizations and persons, such as the records of the Hudson's Bay Company since 1670 which have been donated to Manitoba by the Hudson's Bay Company, are of enduring value and their preservation by the Archives of Manitoba enriches knowledge;

NOW THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Manitoba, enacts as follows...

29. I am advised by David that he has had discussions with the Premier of Manitoba, Wab Kinew, about his intention to cause DKRT to donate the Royal Charter to the Archives of Manitoba, with the Royal Charter to be displayed publicly in the Manitoba legislature, and that they have reached an agreement in principle with respect to this plan. The Royal Charter should, in deference to its storied history, take its place in the existing collection housed in the Manitoba legislature.

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30. On August 20, 2025, I received a letter from Premier Kinew expressing support for this plan and for the Royal Charter being returned to Manitoba. A copy of that letter is attached as **Exhibit “A”** to this affidavit.

31. We have not yet finalized exact terms of an agreement to return the Royal Charter to Manitoba, as we have been waiting for further information to be published on the timelines, procedures, and any applicable preconditions for the art auction. We had expected that we would have the opportunity to finalize the details of the agreement in due course, once this information was made public.

32. I believe that it is possible to design policies and procedures for the art auction that provide appropriate protection to the Royal Charter considering its special importance to Canada’s history, and I am concerned about the lack of transparency in the process that has led to the proposed sale currently before the court. I do not believe my concerns are unique; similar concerns have been raised with me by several knowledgeable Canadians; and the topic was also publicly raised by the Editorial Board of The Globe & Mail, in an editorial dated August 12, 2025, which I attach as **Exhibit “B”** to this affidavit.

33. I acknowledge that The Globe & Mail is owned by The Woodbridge Company Limited, and that David is Chairman of the Globe’s Board of Directors. I believe that the editorial attached as Exhibit B is nonetheless a well-researched, thoughtful, and articulate expression of the public interest in an open auction of the Royal Charter. I readily adopt the views expressed in the editorial as to that public interest, with one exception. David, DKRT, and I are not calling for Wittington to withdraw its offer to purchase the Royal Charter, as the editorial does. We are asking the court to

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order that the Wittington offer of \$12.5 million should serve as a “reserve bid” by Wittington, and that an open auction should proceed from that reserve bid to its eventual financial conclusion.

34. Given its unprecedented significance to Canada, I believe that a fair, transparent and open auction of the Royal Charter, accompanied by a companion donation in the manner I have proposed, would maximise the value of the Royal Charter for the benefit of the creditors of HBC, and it would preserve the Royal Charter for public display in a matter which preserves its unrivalled historic significance for all Canadians.

AFFIRMED in the City of Toronto before me
at the City of Toronto, in the Province of
Ontario on August 21, 2025, in accordance
with O. Reg. 431/20, Administering Oath or
Declaration Remotely.

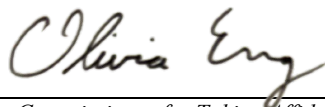


OLIVIA ENG
LSO #84895P



PATRICK PHILLIPS

This is Exhibit “A” referred to in the Affidavit of
Patrick Phillips, affirmed August 21, 2025.

A handwritten signature in cursive script, reading "Olivia Eng". The signature is written in dark ink and is positioned above a horizontal line.

Commissioner for Taking Affidavits



**PREMIER
OF MANITOBA**

Legislative Building
Winnipeg, Manitoba R3C 0V8
CANADA

August 20, 2025

Mr. Patrick Phillips
DKRT Family Corp.
65 Queen Street West, 2400
Toronto, ON M5H 2M8

Dear Mr. Phillips:

I understand that David Thomson, through his personal family holding company, DKRT Family Corp wishes to purchase the Hudson's Bay Company's Royal Charter of 1670, for the purpose of immediately donating it to a suitable Canadian institution. I am writing today to express my support for the DKRT proposal, as well as to convey our Government's position regarding records of historic significance currently in the ownership of the Hudson's Bay Company (HBC). This includes the Royal Charter as well as the art and artifact collection, and ongoing records of HBC's operations.

The Province of Manitoba wishes to ensure that records of long-term significance, including the Royal Charter, are transferred to and preserved at the designated home of HBC's archival record, the Hudson's Bay Company Archives (HBCA) at the Archives of Manitoba in Winnipeg and as such is strongly supportive of the proposal being made by Mr. Thomson

Manitoba has had a collaborative arrangement with the HBC for over 50 years, dating back to 1973 when HBC transported its records from London, England to Winnipeg, MB and deposited them in the Archives of Manitoba. In 1994, HBC formally donated the records to the Province of Manitoba and designated the HBCA at the Archives of Manitoba as its official repository. The tax proceeds from the donation were used to establish sustainable funding for HBCA through the Hudson's Bay Company History Foundation (HBCHF).

The significance of the donation of HBC's corporate record to a public institution and HBC's commitment to continuing this legacy through the Hudson's Bay Company History Foundation cannot be overstated. In the creation of the HBCHF, HBC ensured that its archives would last long into the future, regardless of the future of the company itself. HBC chose to entrust the Province of Manitoba with this legacy.

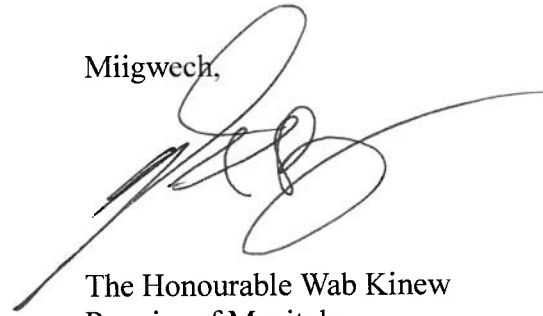
In 2007, HBCA archival records from 1670-1920 were listed on UNESCO's Memory of the World Register which recognizes the world's most internationally significant heritage resources. The HBC records were the first Canadian entry on the international register.

As the foundational document for HBC – and for the formation of Canada – the Royal Charter of 1670 should be preserved in the HBCA together with the rich and meticulous records kept by HBC since its inception in 1670 (and together with the nine supplemental charters which are already in the Hudson's Bay Company Archives). The Charter enabled HBC, under decree of the British Crown, to claim ownership and dominion over all of Rupert's Land, which encompassed much of what would become western and northern Canada.

The Charter initiated a legacy of Indigenous-European relations that has spanned more than three centuries and shaped today's Canada. The Charter is of national significance and should be preserved in a public institution so that it is accessible for generations to come. Ensuring that it stays in a part of the country so profoundly influenced by the charter as Manitoba, and alongside the rest of the company archives, will create the maximum opportunity for future generations to understand its historical significance and context.

The Royal Charter belongs in public hands, and we know that the Hudson's Bay Company Archives is where it belongs. Our government stands ready to receive this important document and other items of long-term significance to Manitoba where they will be accessible to all Canadians.

Miigwech,

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

The Honourable Wab Kinew
Premier of Manitoba

This is Exhibit “B” referred to in the Affidavit
of Patrick Phillips, affirmed August 21, 2025.



Commissioner for Taking Affidavits

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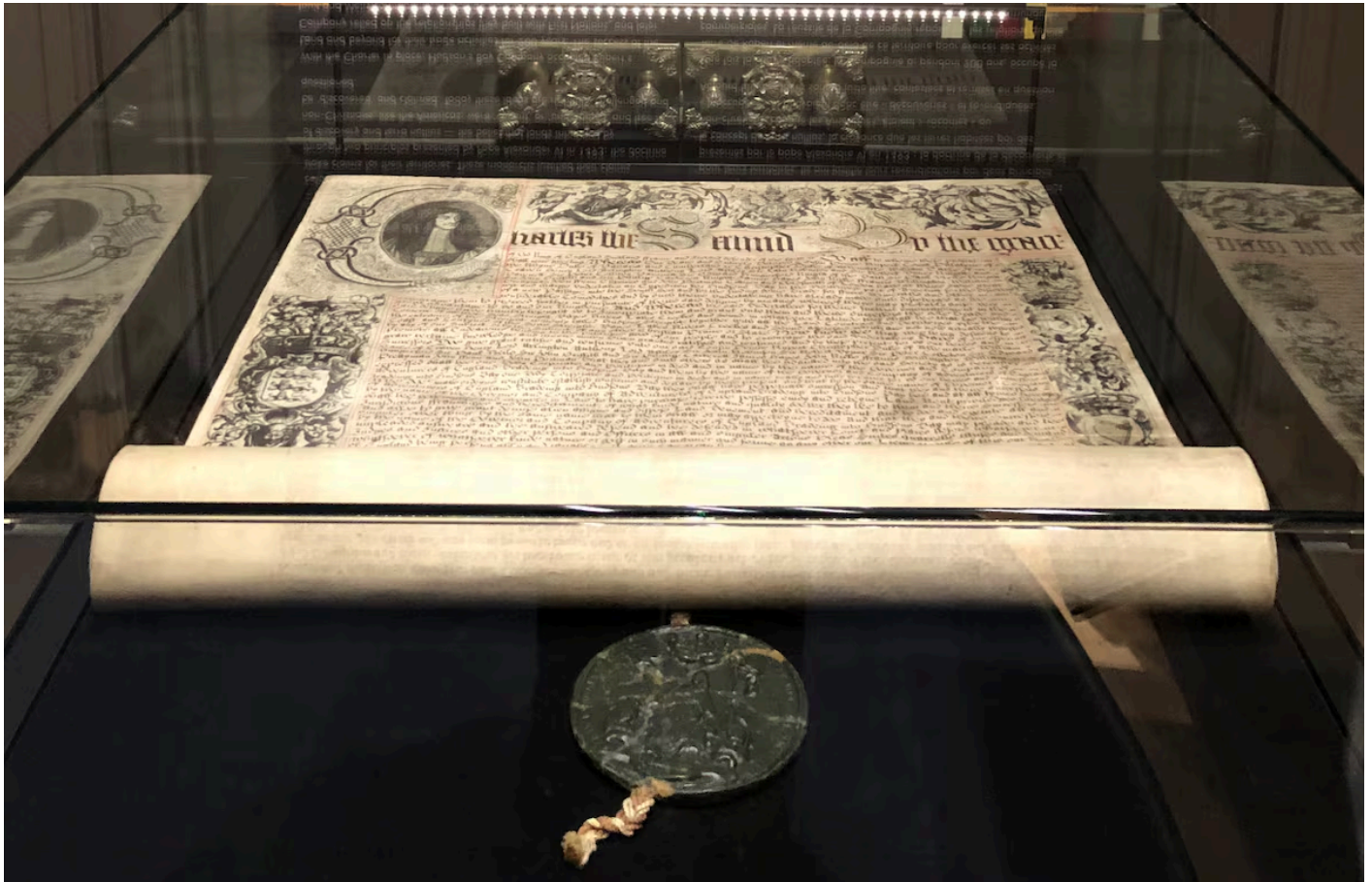
OPINION

The value, and values, of the HBC charter

THE EDITORIAL BOARD

PUBLISHED AUGUST 12, 2025

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The 1670 royal charter signed by King Charles II is a founding document of Canada and should rightly be sold in an open auction process.

HO/THE CANADIAN PRESS

The creation of the royal charter for the Hudson's Bay Company four centuries ago was a cozy little affair despite its far-ranging consequences. King Charles II granted the new company wide-ranging powers in 1670 over a third of modern-day Canada,

including parts of what is now northern Quebec, Ontario, Manitoba, Saskatchewan and Nunavut.

The Hudson's Bay Company would be much more than a corporation in the following 200 years. It would exercise judicial powers in what would come to be called Rupert's Land and was granted the rights to set up armed forces and to conduct diplomacy.

And who was deemed fit for this royal largesse? None other than the king's first cousin, Prince Rupert of the Rhine (not only the first governor, but the Rupert in Rupert's Land).

History has a habit of echoing itself, and so it goes for the sale of the original copy of the HBC charter, a founding document of Canada, as part of the winding up of the Hudson's Bay retail chain. What should have been an open auction process – and what would have been a chance to generate both cash for creditors and awareness about this country's history – has instead descended into an unseemly backroom deal.

Manitoba Museum CEO glad Bay charter found a home: 'We didn't have the means'

First Nations groups raise questions about lack of consultation before sale of 1670 Hudson's Bay Company charter

Wittington Investments Ltd., the holding company of the Weston Family, has struck a \$12.5-million agreement to acquire the charter and then donate it to the Canadian Museum of History in Ottawa, along with another \$1-million to pay for consultation with Indigenous peoples. That agreement short-circuited an expected auction for the charter.

It's a question of value, and of values. First, the value. A court filing from Hudson's Bay asserts that the \$12.5-million offer is "substantially" more than the 2022 appraised value of the charter. But how much higher might the purchase price have risen if other bidders had been allowed to compete?

In presenting Wittington's offer on June 18, managing director of strategy Ryan Markle wrote that his firm believed that an auction was not appropriate, adding:

“There can be no assurance that this offer will remain available if Wittington is not comfortable with the process to be followed in respect of the Charter.”

It is reasonable to conclude that Wittington did not want to see the price rise in a public auction. That’s desirable from the point of view of Wittington – far less so for creditors, who would want the highest sales price possible. The arrangement is subject to court review, so it will be up to a judge to determine whether the Wittington offer represents full value for the charter.

What a court cannot speak on, however, is the question of values. Four centuries ago, Indigenous peoples had no voice (to understate the matter) in the Crown’s decision to give the Hudson’s Bay Company authority over lands that they had occupied for centuries. There is scant recognition of their existence in the document, just scattered mentions of peoples “that are not Christians.” It was merely assumed that Indigenous peoples would follow whatever disposition the Crown made.

There are unfortunate echoes today of that paternalistic attitude. It’s true that the Wittington offer includes funding for a process to consult with Indigenous communities. But that consultation comes after, not before, a deal was struck.

Unsurprisingly, Kyra Wilson, Grand Chief of the Assembly of Manitoba Chiefs, questioned that lack of consultation, given the sorry history that resulted for Indigenous peoples from the colonization spurred by the Hudson’s Bay Company. (Chief Wilson also said the deal itself is a “beautiful gesture.”)

More broadly, the closed-door dealing to sell the charter undermines what could be a stellar moment to make a statement about modern Canada. Much – too much – of the early chapters of Canada’s history were the result of decisions made behind closed doors without reference to anyone else.

Symbols matter, as the charter itself proves. The manner in which it finds its way to a museum is also a symbol: ideally, one of transparency and of the power of competition.

A court might end up ordering an auction. A far better path would be for the Westons to withdraw their offer and to announce that they look forward to vigorous bidding in a sale this fall. Canada would be the better for it.

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

– and –

AND IN THE MATTER OF
HUDSON'S BAY COMPANY
ULC COMPAGNIE DE LA BAIE
D'HUSON SRI et al.

Court File No: CV-25-00738615-00CL ¹⁸

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

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Lawyers for DKRT Family Corp.

IN THE MATTER OF THE
COMPANIES' CREDITORS
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– and –

AND IN THE MATTER OF
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Court File No: CV-25-00738613-00CL

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