Court File No. CL-26-00000234-0000

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 BITCOIN DEPOT INC., MINTZ ASSETS, INC., MCA SERVICES GROUP, LLC, LUX VENDING KIOSK, LLC, KUTT, INC., KIOSK TECHNICIANS, LLC, KIOSK HOLDCO LLC, INTUITIVE SOFTWARE LLC, DIGITAL GOLD VENTURES INC., CASH RAMP LLC, BTM INTERNATIONAL HOLDINGS II LLC, BTM INTERNATIONAL HOLDINGS 1 LLC, BT HOLDCO LLC, BCD MERGER SUB LLC, BITCOIN DEPOT OPERATING LLC, EXPRESS VENDING INC. AND BITACCESS INC.

APPLICATION OF BITCOIN DEPOT INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AMENDED

APPLICANT

FACTUM OF THE APPLICANT

(RECOGNITION AND VESTING ORDER)

July 20, 2026

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PART I - NATURE OF THE MOTION

1. This factum is filed in support of a motion by Bitcoin Depot Inc. (“**Bitcoin Depot**”), in its capacity as the foreign representative (in such capacity, the “**Foreign Representative**”) of the Chapter 11 Debtors for a Recognition and Vesting Order (as defined below).

2. On May 17, 2026 (the “**Petition Date**”), Bitcoin Depot and 16 other debtors in possession (collectively, the “**Chapter 11 Debtors**” or the “**Company**”) commenced voluntary petitions for relief with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**U.S. Court**”), pursuant to Chapter 11 of the U.S. Bankruptcy Code (the “**Petitions**,” and the cases commenced thereby, the “**Chapter 11 Cases**”). The Chapter 11 Debtors include three Canadian entities: Digital Gold Ventures Inc., BitAccess Inc. (“**BitAccess**”), and Express Vending Inc. (collectively, the “**Canadian Debtors**”). On May 19, 2026, the U.S. Court granted certain first day orders (the “**First Day Orders**”) in the Chapter 11 Cases, including an order authorizing Bitcoin Depot to act as Foreign Representative in respect of the Chapter 11 Cases.

3. On May 22, 2026, on the application of Bitcoin Depot as Foreign Representative, this Court granted an Initial Recognition Order recognizing the Chapter 11 Cases as a foreign main proceeding, along with a Supplemental Order recognizing certain of the First Day Orders entered by the U.S. Court. As part of the Supplemental Order, Alvarez & Marsal Canada Inc. was appointed as information officer in respect of these recognition proceedings (in such capacity, the “**Information Officer**”).

4. As part of the Chapter 11 Cases, the Chapter 11 Debtors have been actively pursuing a sale process for all or part of the Company’s business, including all or parts of the business or property of the Canadian Debtors. These efforts have been successful, and the Foreign Representative now

seeks an order (the "**Recognition and Vesting Order**"), which will, among other things (all terms as defined below):

(a) recognize, pursuant to s. 49 of the CCAA, various orders recently entered by the U.S. Court, including the Sale Order (as defined below), pursuant to which the U.S. Court authorized and approved the entry into, and performance under, an APA (as defined below) by and among Bitcoin Bancorp Inc., as the "**Purchaser**", and the Chapter 11 Debtors, as the "**Sellers**", and the consummation of the transactions contemplated thereby, including, among other things, the sale to the Purchaser of the assets of BitAccess; and

(b) upon delivery concurrently to the Sellers and Purchaser, by the Information Officer of a certificate substantially in the form of Schedule "A" to the Recognition and Vesting Order (the "**Information Officer's Certificate**"), vesting all or substantially all of BitAccess' assets (the "**Canadian Acquired Assets**") in the Purchaser.

5. This Court has the jurisdiction to grant the Recognition and Vesting Order under Part IV of the *Companies' Creditors Arrangement Act* (the "**CCAA**"), and the requested relief is both consistent with the principles of comity and cooperation that underlie Part IV and necessary to maximize the value of BitAccess for the benefit of all the Company's stakeholders.

PART II - THE FACTS

6. The facts are more fully set out in the Fifth Affidavit of Thomas Studebaker.[1]

A. Update on the Chapter 11 Proceedings

7. The Chapter 11 Debtors, including the Canadian Debtors, have continued their efforts to wind down the Company's operations while preserving and maximizing the value of their estates, and to administer the Chapter 11 Cases for the benefit of all stakeholders. Since the entry of the Bidding Procedures Order (as recognized by this Court), the Chapter 11 Debtors have been actively pursuing an expedited post-petition sale process, with the assistance of Hilco Corporate Finance, LLC ("**Hilco**"), the Chapter 11 Debtors' asset disposition consultant, for all or part of the Company's business, including all or parts of the business or property of the Canadian Debtors.[2]

8. During the sale process, Hilco contacted approximately 215 parties and facilitated a diligence process that included executing approximately 46 confidentiality agreements and having conversations with approximately 21 interested parties. Potential bidders who signed a confidentiality agreement were given access to a robust virtual data room containing diligence materials relating to the Chapter 11 Debtors and their assets, and members of the Chapter 11 Debtors' management team and advisors engaged extensively with potential bidders. Ultimately, the Company received 12 Qualified Bids from 6 Qualified Bidders.

9. The bid deadline of the sale process was June 22, 2026, following which the submitted bids were reviewed by Hilco. An auction was subsequently held on June 29, 2026, and on July 1, 2026,

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1 Affidavit of Thomas Studebaker, sworn July 15, 2026 [Studebaker Affidavit]. Capitalized terms not otherwise defined have the same meaning as in the Studebaker Affidavit. Dollar amounts are given in U.S. dollars unless otherwise specified.

2 Studebaker Affidavit at para. 10.

the Chapter 11 Debtors filed a notice with the U.S. Court, which announced the five Winning Bidders, and a description of the sale assets to be acquired by each Winning Bidder (or its affiliates). The sale assets include all or substantially all of the assets of BitAccess, which were sold to Bitcoin Bancorp, Inc. for $225,000.

B. The Sale Order

(a) Approval of the Sale Order

10. On July 8, 2026, the Chapter 11 Debtors sought entry by the U.S. Court of four orders approving the sales to the Winning Bidders, including the sale of the Canadian Acquired Assets. In advance of the hearing, the Chapter 11 Debtors resolved various objections from their stakeholders.[3]

11. The U.S. Court approved the proposed sale orders, including the order approving the sale of BitAccess (the "**Sale Order**"), which, among other things: (i) authorized and approved entry into and performance under, and in respect of, the Asset Purchase Agreement by and among the Purchaser and the Sellers (the "**APA**"), and the consummation of the transactions contemplated thereby (the "**Sale Transactions**"); and (ii) approved the APA and authorized the Chapter 11 Debtors to take any and all actions necessary to consummate the sale.[4]

12. The Sale Order includes the following findings of fact, made by the U.S. Court:[5]

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[3] Studebaker Affidavit at para. 13.

[4] Studebaker Affidavit at para. 15.

[5] Studebaker Affidavit at para. 16.

(a) the bidding procedures were followed in accordance with the Bidding Procedures Order, and the Chapter 11 Debtors conducted a fair and open sale process;

(b) the Sale Transactions resulted in the highest and otherwise best bids, are fair and reasonable and in the best interests of the Chapter 11 Debtors, their estates, their creditors and all other parties in interest;

(c) the Chapter 11 Debtors demonstrated that immediate consummation of the Sale Transactions is necessary and appropriate to preserve and to maximize the value of the Chapter 11 Debtors' estates;

(d) entry into and consummation of the APA constitute the exercise by the Chapter 11 Debtors of sound business judgment; and

(e) pursuant to the APA, the Cure Costs will be paid by the Purchaser in accordance with the terms of the APA.

(b) Terms of the APA

13. Under the terms of the APA, the Purchaser will acquire, free of all Encumbrances other than Permitted Encumbrances, the Acquired Assets, which includes, among other things, all or substantially all of the assets of BitAccess. In exchange, the Purchaser will provide consideration consisting of: (i) the assumption of Assumed Liabilities (which includes no assumed liabilities of BitAccess); (ii) a cash payment in an amount equal to $751,600; and (iii) one or more promissory notes from the Purchaser in an aggregate principal amount equal to $182,150 (collectively, the "**Purchase Price**"). The portion of the Purchase Price in respect of the assets of BitAccess is

comprised of a cash payment in the amount of $180,000, and a promissory note in the amount of $45,000.[6]

14. At or prior to the Closing Date (as defined in the APA), the Sellers are required to deliver to the Purchaser a copy of the Sale Order entered by the U.S. Court, and of the Recognition and Vesting Order granted in these recognition proceedings. Further, the Sale Order and the Recognition and Vesting Order must provide for: (i) the assignment of the Assigned Contracts to the Purchaser, which includes three operating contracts with BitAccess, to the maximum extent permitted by Law; and (ii) the assumption of the Purchaser of the Assigned Contracts effective upon the Closing Date.[7]

15. Further, the APA requires that, as soon as reasonably practicable following the entry of the Sale Order, the Foreign Representative must file a motion seeking the Recognition and Vesting Order, which must, among other things:[8]

(a) recognize and give full force and effect to the Sale Order in all provinces and territories in Canada, pursuant to section 49 of the CCAA;

(b) vest the Canadian Acquired Assets in the Purchaser, free and clear of all Encumbrances, other than the Permitted Encumbrances;

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6 Studebaker Affidavit at para. 19.

7 Studebaker Affidavit at para. 20.

8 Studebaker Affidavit at para. 21.

(c) assign the Canadian Assigned Contracts, if any, to the Purchaser and deem the quantum of Cure Costs related thereto to be in the amount set forth in Section 1.3(d) of the Disclosure Schedules;[9] and

(d) provide that upon payment of the applicable Cure Costs as set forth in Section 1.3(d) of the Disclosure Schedules, all past defaults under the applicable Canadian Assigned Contracts shall be deemed to be cured and each such Canadian Assigned Contract shall be in good standing and effective, according to its terms.

16. Under the terms of the APA, on or prior to the Closing Date, this Court shall have entered the Recognition and Vesting Order and the Recognition and Vesting Order shall have become a Final Order and shall not have been modified in a manner not reasonably acceptable to the Parties.[10]

C. The Interim Cash Collateral Orders

17. On July 8, 2026, the U.S. Court entered the "**Fourth Interim Cash Collateral Order**." On July 17, 2026, the U.S. Court subsequently entered the "**Fifth Interim Cash Collateral Order**" (collectively, the "**Interim Cash Collateral Orders**, and together with the Sale Order, the "**Foreign Orders**"). The Interim Cash Collateral Orders, among other things, authorize the use of Cash Collateral (as defined in the U.S. Bankruptcy Code).[11]

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9 The Chapter 11 Debtors do not believe there are any Cure Costs to be paid in respect of the Canadian Assigned Contracts: Studebaker Affidavit, at fn. 6.

10 Studebaker Affidavit at para. 22.

11 Studebaker Affidavit at paras. 28-29; Third Report of Information Officer dated July 20, 2026, at paras. 5.1-5.2 [Third Report].

18. The Interim Cash Collateral Orders are both substantially similar to the Third Interim Cash Collateral Order, as previously recognized by this Court. The only material change, relative to the Third Interim Cash Collateral Order, is an adjournment of the Final Hearing date to July 24, 2026 at 1:00 p.m., prevailing Central Time.[12]

PART III - THE ISSUES

19. The issues to be determined on this motion are whether:

(a) the Foreign Orders should be recognized by this Court; and

(b) the Canadian Acquired Assets should be vested in the Purchaser upon service of the Information Officer's Certificate.

PART IV - THE LAW

A. This Court Has Jurisdiction to Grant the Recognition and Vesting Order

20. As set out above, this Court has recognized the Chapter 11 Cases as a "foreign main proceeding" pursuant to ss. 47 and 48 of the CCAA. The authority of this Court to recognize the orders granted by the U.S. Court is therefore set out in both s. 52(1), which provides that where an order recognizing a foreign proceeding is made, the Court must "cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding", and in s. 49, which authorizes the Court to "make any order that it considers appropriate" on the application of a foreign representative, provided that it is "necessary for the protection of the debtor company's property or the interests of a creditor or creditors."

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12 Studebaker Affidavit, at para. 29; Third Report at para. 5.6.

21. Further, comity – which is the "central principle governing Part IV of the CCAA" – requires that Canadian courts recognize and enforce orders granted by a foreign jurisdiction, provided that the foreign court has assumed jurisdiction on a basis consistent with order, predictability and fairness. Comity and cooperation in cross-border insolvencies allow for the avoidance of multiple proceedings, inconsistent judgments, and general uncertainty, while also ensuring the equal and fair treatment of creditors regardless of their location.[13]

22. Canadian courts have therefore consistently encouraged comity and cooperation between courts in various jurisdictions in respect of cross-border insolvencies,[14] and, in particular, courts in Canada and the United States have made efforts to complement, coordinate and accommodate each other's proceedings. Without coordination by the courts of cross-border restructuring proceedings, the result would be multiple proceedings with the likely consequence of inconsistent court orders and decisions, and general uncertainty as to the direction and effect of the restructuring proceedings on creditors and stakeholders in various jurisdictions.[15]

B. The Recognition of the Foreign Orders is Appropriate

23. When a Canadian court considers whether to recognize a foreign order, including an order made in Chapter 11 cases, the following considerations should be taken into account:

(a) comity and cooperation between courts of various jurisdictions;

(b) the need to respect foreign bankruptcy and insolvency legislation;

(c) whether stakeholders will be treated equitably regardless of their jurisdiction;

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13 *Hollander Sleep Products, LLC et al. (Re)*, 2019 ONSC 3238 at paras. 41-42 [*Hollander*].

14 *Caesars Entertainment Operating Co. (Re)*, 2015 ONSC 712 at para. 38.

15 *Babcock & Wilcox Canada Ltd. (Re)*, 2000 CanLII 22482 at paras. 9-10 [*Babcock*].

(d) the importance of promoting global reorganizations, and the benefit of one jurisdiction taking principal "charge" of the reorganization;

(e) that the appropriate level of court involvement depends to a significant degree upon the court's nexus to the enterprise;

(f) that courts in the ancillary jurisdiction should be provided with information on an ongoing basis, and stakeholders in the ancillary jurisdiction should be afforded appropriate access to the proceeding in the principal jurisdiction; and

(g) that all affected stakeholders receive effective notice as is reasonably practicable in the circumstances.[16]

24. These factors strongly support the recognition of the Foreign Orders. As set out above, comity is furthered where the Court recognizes orders granted in a "foreign main proceeding," such as the Chapter 11 Cases, and this Court has already recognized that comity will be furthered by this Court's recognition and support of the Chapter 11 Cases in particular. This Court further recognized that the Canadian and U.S. operations of the Company are highly integrated, that coordination of the two proceedings will ensure fair treatment of both U.S. and Canadian stakeholders, and that the U.S. Court appropriately took jurisdiction over the Chapter 11 Cases.

25. Further, the recognition of the Foreign Orders is necessary to maximize the value of BitAccess for a broad range of stakeholders. Each of the Foreign Orders treats the Chapter 11 Debtors' stakeholders in Canada and the U.S. equally.[17]

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[16] *Babcock* at para. 21; *Xerium Technologies Inc. (Re)*, 2010 ONSC 3974 at paras. 26-27.

[17] Studebaker Affidavit at paras. 30-31.

26. In light of the above, the Information Officer has indicated that it supports the recognition of the Foreign Orders, which it views as necessary to advance the restructuring of the Chapter 11 Debtors, including maximizing the value of the Chapter 11 Debtors' estates, and specifically to close the Sale Transactions. Further, the Information Officer believes that the Foreign Orders are fair and reasonable in the circumstances.[18]

C. The Canadian Acquired Assets Should be Vested in the Purchaser Upon Service of the Information Officer's Certificate

27. As set out above, s. 49(1) of the CCAA authorizes the Court to "make any order that it considers appropriate" in a Part IV proceeding, provided that it is "necessary for the protection of the debtor company's property or the interests of a creditor or creditors."

28. In determining whether this standard has been met in the context of a proposed sale, the Court may have regard to the factors governing sale approval under s. 36 of the CCAA.[19] Section 36(3) requires the court to consider, among other things: (i) whether the sale process was reasonable in the circumstances; (ii) whether the Monitor approved of the sale process and filed a report supporting the sale; (iii) the extent to which creditors were consulted; (iv) the effect of the sale on creditors and stakeholders; and (v) whether the purchase price is fair and reasonable.

29. The factors outlined in s. 36(3) overlap to a large extent with the factors that were applied in approving sale transactions prior to the enactment of s. 36, and these factors remain relevant in

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18 Third Report at paras. 7.1-7.2.

19 *David's Bridal, LLC, et al.* (Re), (July 19, 2023), Ont S.C.J. [Commercial List], CV-23-00698107-00CL (Endorsement of Justice Kimmel) at para. 13 [*David's Bridal*].

considering a proposed sale in a Part IV recognition proceeding.[20] Under the prior *Soundair* test, it was necessary for the court to consider: (i) whether sufficient efforts had been made to obtain the best price and that the debtor had not acted improvidently; (ii) whether the interests of all parties had been considered; (iii) the integrity and efficacy of the process for obtaining offers; and (iv) whether there was any unfairness in working out the process.[21]

30. The Foreign Representative submits that the relief sought with respect to the vesting of the Canadian Acquired Assets in the Purchaser accords with the s. 36(3) factors and the *Soundair* criteria, for the following reasons:

(a) **Conduct of the Sale Process**: The sale process was fair and open, and followed the bidding procedures set out in the Bidding Procedures Orders (as approved by the U.S. Court and subsequently recognized by this Court). The Chapter 11 Debtors acted in good faith and with sound business judgment throughout, and thoroughly canvassed the market for the benefit of stakeholders generally. As noted above, Hilco contacted approximately 215 parties, approximately 46 confidentiality agreements were executed, and conversations were undertaken with approximately 21 interested parties. Ultimately, the Company received 12 Qualified Bids from six Qualified Bidders, and the Winning Bidders were ultimately selected by way of an auction.[22]

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20 *Target Canada Co. (Re)*, 2015 ONSC 2066 at para. 15. These factors are also considered in the context of recognition proceedings: see, e.g., *David's Bridal*, at para. 14; *Digital Domain Media Group Inc., Re*, 2012 BCSC 1567 at para 15.

21 *Canwest Publishing Inc./Publications Canwest Inc. (Re)*, 2010 ONSC 2870 at para. 13, citing *Royal Bank v. Soundair Corp.*, [1991] O.J. No. 1137 (C.A.) at para. 16 [*Soundair*].

22 Studebaker Affidavit at paras. 14, 16(a), (d), 23.

(b) **Purchase Price:** The APA represents the highest and best offer for the Acquired Assets, including the Canadian Acquired Assets. No expressions of interest or qualified bids were submitted for the Canadian Acquired Assets separate from the rest of the Acquired Assets, and no expressions of interest or qualified bids were submitted for the other Canadian Debtors. No benefit would be realized through a separate standalone marketing of the Canadian Acquired Assets.[23]

(c) **Benefits to Creditors and Stakeholders**: The granting of the Recognition and Vesting Order is necessary to convey the Canadian Acquired Assets, and is required by the APA. As determined by the U.S. Court, the Sale Transactions contemplated by the APA are in the best interest of the Chapter 11 Debtors and their stakeholders, and the immediate consummation of the Sale Transactions is needed to preserve and to maximize the value of the Chapter 11 Debtors' estates. The proposed order is therefore in the best intertest of Chapter 11 Debtors' estates and creditors, and is supported by the Chapter 11 Debtors' key stakeholders. All objections to the Sale Transactions have been resolved.

(d) **Support of the Information Officer**: The Information Officer supports the requested relief, and views the Recognition and Vesting Order as fair and reasonable in the circumstances, on the basis that: (i) a thorough marketing process was conducted, and the APA represents the highest and best offer for the Acquired Assets; (ii) the Auction was conducted fairly and competitively; (iii) no interest was received for the Canadian Acquired Assets on a standalone basis, or with respect to

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[23] Studebaker Affidavit at paras. 16(b), 24, 26.

the assets of the other Canadian Debtors; (iv) the vesting provisions are consistent with vesting orders granted in plenary CCAA proceedings and receiverships; (v) the Sale Transactions are supported by key stakeholders, and all objections have been resolved; and (vi) the Information Officers believes that the creditors of the Canadian Debtors will not be materially prejudiced.[24]

31. Further, the relief requested with respect to the vesting of the Canadian Acquired Assets, including the assignment of the three operating contracts of BitAccess, is fair and reasonable in the circumstances and accords with relief previously granted by this Court in the context of Part IV sale transactions.[25] The Foreign Representative has served the counterparties to the three assigned operating contracts of BitAccess with its motion record.[26]

PART V - RELIEF REQUESTED

32. For the foregoing reasons, the Applicant requests that this Honourable Court grant the proposed Recognition and Vesting Order substantially in the form attached to the Motion Record.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 20th day of July, 2026.

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per Marleigh Dick
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Lawyers for the Applicant

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24 Third Report at para. 5.14.

25 See, e.g., *David's Bridal*, at paras. 5(b), 7-20.

26 Studebaker Affidavit, at fn. 7.

SCHEDULE "A": LIST OF AUTHORITIES

1. *Babcock & Wilcox Canada Ltd. (Re)*, 2000 CanLII 22482
2. *Bitcoin Depot Inc. et al. (Re),* (May 22, 2026), Ont S.C.J. [Commercial List], CV-26-00000234-00CL (Endorsement of Justice Black)
3. *Caesars Entertainment Operating Co. (Re)*, 2015 ONSC 712
4. *David's Bridal, LLC, et al. (Re),* (July 19, 2023), Ont S.C.J. [Commercial List], CV-23-00698107-00CL (Endorsement of Justice Kimmel)
5. *Digital Domain Media Group Inc., Re*, 2012 BCSC 1567
6. *Hollander Sleep Products, LLC et al. (Re)*, 2019 ONSC 3238
7. *Target Canada Co. (Re)*, 2015 ONSC 2066
8. *Xerium Technologies Inc. (Re)*, 2010 ONSC 3974

I certify that I am satisfied as to the authenticity of every authority.

Date July 20, 2026

Signature
Marleigh Dick

SCHEDULE "B"
TEXT OF STATUTES, REGULATIONS & BY-LAWS

***Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36**

Restriction on disposition of business assets

36 (1) A debtor company in respect of which an order has been made under this Act may not sell or otherwise dispose of assets outside the ordinary course of business unless authorized to do so by a court. Despite any requirement for shareholder approval, including one under federal or provincial law, the court may authorize the sale or disposition even if shareholder approval was not obtained.

[…]

Factors to be considered

(3) In deciding whether to grant the authorization, the court is to consider, among other things,

> **(a)** whether the process leading to the proposed sale or disposition was reasonable in the circumstances;
>
> **(b)** whether the monitor approved the process leading to the proposed sale or disposition;
>
> **(c)** whether the monitor filed with the court a report stating that in their opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy;
>
> **(d)** the extent to which the creditors were consulted;
>
> **(e)** the effects of the proposed sale or disposition on the creditors and other interested parties; and
>
> **(f)** whether the consideration to be received for the assets is reasonable and fair, taking into account their market value.

[…]

Order recognizing foreign proceeding

47 (1) If the court is satisfied that the application for the recognition of a foreign proceeding relates to a foreign proceeding and that the applicant is a foreign representative in respect of that foreign proceeding, the court shall make an order recognizing the foreign proceeding.

Order relating to recognition of a foreign main proceeding

48 (1) Subject to subsections (2) to (4), on the making of an order recognizing a foreign proceeding that is specified to be a foreign main proceeding, the court shall make an order, subject to any terms and conditions it considers appropriate,

(a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken against the debtor company under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act*;

(b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the debtor company;

(c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the debtor company; and

(d) prohibiting the debtor company from selling or otherwise disposing of, outside the ordinary course of its business, any of the debtor company's property in Canada that relates to the business and prohibiting the debtor company from selling or otherwise disposing of any of its other property in Canada.

[…]

Other orders

49 (1) If an order recognizing a foreign proceeding is made, the court may, on application by the foreign representative who applied for the order, if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate, including an order

(a) if the foreign proceeding is a foreign non-main proceeding, referred to in subsection 48(1);

(b) respecting the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor company's property, business and financial affairs, debts, liabilities and obligations; and

(c) authorizing the foreign representative to monitor the debtor company's business and financial affairs in Canada for the purpose of reorganization.

Restriction

(2) If any proceedings under this Act have been commenced in respect of the debtor company at the time an order recognizing the foreign proceeding is made, an order made under subsection (1) must be consistent with any order that may be made in any proceedings under this Act.

[…]

Cooperation — court

52 (1) If an order recognizing a foreign proceeding is made, the court shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Cooperation — other authorities in Canada

(2) If any proceedings under this Act have been commenced in respect of a debtor company and an order recognizing a foreign proceeding is made in respect of the debtor company, every person who exercises powers or performs duties and functions under the proceedings under this Act shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Forms of cooperation

(3) For the purpose of this section, cooperation may be provided by any appropriate means, including

> **(a)** the appointment of a person to act at the direction of the court;
>
> **(b)** the communication of information by any means considered appropriate by the court;
>
> **(c)** the coordination of the administration and supervision of the debtor company's assets and affairs;
>
> **(d)** the approval or implementation by courts of agreements concerning the coordination of proceedings; and
>
> **(e)** the coordination of concurrent proceedings regarding the same debtor company.

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