



SUPREME COURT OF NOVA SCOTIA

**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 AND ARRANGEMENT OF
3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL
PRODUCTS LIMITED, BRACE CAPITAL LIMITED, BRACE HOLDINGS LIMITED AND 4648767
NOVA SCOTIA LIMITED**

BETWEEN:

**Fiera Private Debt Fund III LP and Fiera Private Debt Fund V LP,
each by their general partner, Fiera Private Debt GP Inc.,**

Applicants

-and-

**3306133 Nova Scotia Limited, 1003940 Nova Scotia Limited, Headline Promotional Products
Limited, Brace Capital Limited, Brace Holdings Limited and 4648767 Nova Scotia Limited**

Respondents

**SIXTH REPORT OF KSV RESTRUCTURING INC.
AS CCAA MONITOR**

November 29, 2024

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1.0 Introduction

1. Pursuant to an order (the “**Initial Order**”) issued by the Supreme Court of Nova Scotia (the “**Court**”) on March 13, 2024 (the “**Filing Date**”), 3306133 Nova Scotia Limited (“**3306**”, formerly known as The Halifax Herald Limited), 1003940 Nova Scotia Limited (“**1003**”, formerly known as Saltwire Network Inc. and together with 3306, the “**Media Companies**”), Headline Promotional Products Limited (“**Headline**”), Titan Security & Investigation Inc. (“**Titan**”), Brace Capital Limited (“**Brace Capital**”) and Brace Holdings Limited (“**Brace Holdings**”, and together with Headline, Titan and Brace Capital, the “**Non-Media Companies**”, and together with the Media Companies, the “**Companies**”) were granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and KSV Restructuring Inc. (“**KSV**”) was appointed as monitor in these proceedings (the “**Monitor**”).¹
2. KSV is filing this report (the “**Sixth Report**”) as Monitor.
3. Applications under the CCAA were made by the Companies and Fiera Private Debt Fund III LP, by its sole general partner Fiera Private Debt Fund GP Inc. (“**Fund III**”), and Fiera Private Debt Fund V LP, by its sole general partner Fiera Private Debt Fund GP Inc. (“**Fund V**”, and together with Fund III, “**Fiera**”). Fiera is the Media Companies’ senior secured creditor and was owed, as of the Filing Date, in excess of \$32 million, with interest and costs continuing to accrue. At the time of the application, the Non-Media Companies were all guarantors of the debt owing to Fiera. The Court granted the Initial Order sought by Fiera, subject to certain amendments.
4. The principal purpose of these CCAA proceedings was to create a stabilized environment to enable the Companies to secure financing to continue to operate while the Media Companies and Titan pursued a restructuring or sale of their businesses and assets through Court-supervised sale and investment solicitation processes.
5. Pursuant to the terms of the Initial Order, *inter alia*, the Court:
 - a) granted a stay of proceedings in favour of the Companies and their directors and officers to and including March 22, 2024 (the “**Stay Period**”);
 - b) appointed David Boyd, a representative of Resolve Advisory Services Ltd. (“**Resolve**”), as Chief Restructuring Officer (the “**CRO**”);
 - c) approved an interim financing credit facility (the “**Interim Financing Facility**”) in the maximum principal amount of \$500,000 made available by Fiera (in such capacity, the “**Interim Lender**”) pursuant to an interim financing term sheet dated March 13, 2024, as amended;

¹ As is discussed in greater detail below, on November 22, 2024, Titan ceased to be a debtor in the CCAA proceedings and 4648767 Nova Scotia Limited (“**ResidualCo**”) was added as a debtor in the CCAA proceedings.

- d) granted charges on all of the Companies' current and future assets, property and undertaking (collectively, the "**Property**") in the following priorities:
 - i. a charge in the amount of \$300,000 in favour of the Monitor, its legal counsel and Fiera's legal counsel to secure payment of their fees and disbursements (the "**Administration Charge**");
 - ii. a charge in the amount of \$1.075 million in favour of the Companies' directors and officers to secure certain of the Companies' indemnity obligations to such persons (the "**D&O Charge**"); and
 - iii. a charge in favour of the Interim Lender to secure the Companies' obligations to the Interim Lender in respect of advances made under the Interim Financing Facility (the "**Interim Lender's Charge**").
6. Following a motion heard on March 22, 2024 (the "**Comeback Hearing**"), the Court made the following Orders:
- a) an Order amending and restating the terms and provisions of the Initial Order (as amended and restated, the "**ARIO**"), including to provide for an:
 - i. extension of the Stay Period to May 3, 2024;
 - ii. increase in the Administration Charge from \$300,000 to \$450,000, which charge covers the Monitor, its counsel, Fiera's counsel, the Companies' counsel and the CRO;
 - iii. increase in the amount of the authorized borrowings under the Interim Financing Facility from \$500,000 to \$1.5 million and a corresponding increase in the Interim Lender's Charge;
 - iv. increase in the aggregate amount that the Companies can pay to suppliers and service providers for pre-filing obligations from \$300,000 to \$500,000, subject to the prior consent of the Monitor and the CRO;
 - v. expansion of the CRO's powers and authority; and
 - vi. expansion of the Monitor's powers and authority;
 - b) an Order approving a sale and investment solicitation process for the Media Companies and the retention by the Media Companies of FTI Capital Advisors-Canada ULC as agent (the "**SISP Agent**") pursuant to an engagement letter dated March 14, 2024, including the payment of certain work fees and a success fee, as set out in the SISP Agent Agreement, secured by a charge of \$500,000 on the Property, which charge ranks *pari passu* with the Administration Charge and in priority to the D&O Charge and the Interim Lender's Charge (collectively, the "**CCAA Charges**"); and

- c) declaring that Headline meets the criteria prescribed by section 3.2 of the Wage Earner Protection Program Regulations, SOR/2008-222 (the “**WEPP Regulations**”) and that Headline’s former employees are eligible to receive payments in accordance with the *Wage Earner Protection Program Act*, S.C. 2005, c. 47 s. 1, as amended (“**WEPPA**”).
7. Pursuant to an Order made on April 30, 2024 (the “**April 30th Order**”), the Court, among other things:
 - a) approved amendments to the Interim Financing Facility, including an increase in the limit from \$1.5 million to \$3 million that the Media Companies may borrow under that facility and added Fiera FP Business Financing Fund LP as an interim lender under the Interim Financing Facility;
 - b) approved a sales process for Titan (the “**Titan Sales Process**”), including the retention of MC Advisory Group Inc. as sales advisor; and
 - c) extended the Stay Period to June 28, 2024.
8. Pursuant to an Order made on June 28, 2024, the Court, among other things:
 - a) approved amendments to the Interim Financing Facility, including an increase in the limit that the Media Companies may borrow under that facility from \$3 million to \$4.1 million;
 - b) approved a key employee retention plan (“**KERP**”) and a corresponding charge in the maximum amount of \$135,000 (the “**KERP Charge**”) as security for amounts payable to the employees participating in the KERP, ranking behind the Administration Charge and the SISP Agent Charge (which charges rank *pari passu*); and
 - c) extended the Stay Period to August 9, 2024.
9. Following a motion heard on August 8, 2024, the Court made the following Orders:
 - a) an Order, which, among other things:
 - i. approved a transaction (the “**Media Companies Transaction**”) between the Media Companies and PNI Maritimes LP (“**PNI**”) pursuant to an agreement of purchase and sale dated July 25, 2024 (the “**APA**”); and
 - ii. vested the Purchased Assets (as defined in the APA) in PNI, free and clear of encumbrances, upon execution and delivery of a certificate by the Monitor confirming completion of the Media Companies Transaction;
 - b) an Order, which, among other things:
 - i. approved amendments to the Interim Financing Facility, including an increase in the limit that the Media Companies may borrow under that facility from \$4.1 million to \$7 million;

- ii. extended the Stay Period to December 13, 2024; and
 - iii. declared that the Media Companies meet the criteria prescribed by section 3.2 of the WEPP Regulations and that the Media Companies' former employees are eligible to receive payments in accordance with WEPPA.
10. Following a motion heard on October 18, 2024, the Court made the following Orders:
- a) an Order (the "**George Street AVO**"), which, among other things:
 - i. approved an agreement of purchase and sale dated August 6, 2024, as amended (the "**George Street APS**") between 1003 and V Aucoin Realty (the "**George Street Purchaser**") for the property located at 255 George Street, Sydney (the "**George Street Property**") and authorized the Monitor, on behalf of 1003, to complete the transaction (the "**George Street Transaction**");
 - ii. vested the Property (as defined in the George Street AVO) in the George Street Purchaser, free and clear of all claims and encumbrances other than the Permitted Encumbrances (as defined in the George Street AVO), upon execution and delivery of a certificate by the Monitor confirming completion of the George Street Transaction;
 - b) a Reverse Vesting Order (the "**RVO**"), which, among other things:
 - i. approved a transaction (the "**Titan Transaction**") by and among Titan and the Titan Purchasers (as defined in the RVO) pursuant to a Subscription Agreement dated September 27, 2024 (as amended, the "**Subscription Agreement**");
 - ii. vested in the Titan Purchasers all right, title and interest in and to the Subscribed Shares (as defined below) free and clear of all claims and encumbrances, other than the permitted encumbrances and vesting in ResidualCo, being a company formed by Brace Capital all Excluded Assets and Excluded Liabilities (as defined in the Subscription Agreement); and
 - iii. added ResidualCo as a "debtor" in these CCAA proceedings;
 - c) a Distribution Order:
 - i. authorizing and directing the Monitor to distribute to Fiera (Fund III and Fund V, as defined in the Subscription Agreement) the proceeds of sale from the Titan Transaction in the amount of \$1 million on the Closing Date;

- d) an Ancillary Order, which, among other things:
 - i. approved a liquidation services agreement between the Media Companies and Infinity Asset Solutions Inc. (“**Infinity**”) dated September 30, 2024 (the “**Liquidation Services Agreement**”) pursuant to which Infinity marketed for sale the Media Companies’ owned inventory and equipment (the “**Residual Property**”); and
 - ii. discharged the CRO and expanded the Monitor’s powers.
- 11. The Affidavit of Russell French, a managing director of, and head of special situations at, Fiera, affirmed March 8, 2024 in support of Fiera’s CCAA application and Mr. French’s affidavit affirmed March 19, 2024 in support of the relief sought at the Comeback Hearing, provide, *inter alia*, background information concerning the Companies and their businesses, as well as the reasons that Fiera commenced these proceedings.
- 12. Court materials filed in these proceedings, including the Affidavits of Mr. French and KSV’s prior reports to Court issued in these proceedings, including as proposed Monitor (the “**Pre-filing Report**”), are available on KSV’s case website at <https://www.ksvadvisory.com/experience/case/Herald-Saltwire>.

1.1 Purposes of this Sixth Report

- 1. The purposes of this Sixth Report are to:
 - a) update the Court on the status of the George Street Transaction and the sale process for the Real Property (as defined below);
 - b) update the Court on the status of the Titan Transaction and the sale of the Residual Property;
 - c) report on the Companies’ cash flow projection for the period November 24, 2024 to March 29, 2025 (the “**Cash Flow Forecast**”);
 - d) provide the Court with an update on the Companies’ and the Monitor’s activities since the date of the Fifth Report to Court dated September 30, 2024 (the “**Fifth Report**”); and
 - e) discuss and provide the Monitor’s recommendations in support of an Order:
 - i. extending the Stay Period to March 28, 2025 (the “**Stay Extension Date**”); and
 - ii. approving the Sixth Report and the Monitor’s activities described herein.

1.2 Restrictions

1. In preparing this Sixth Report, the Monitor has relied upon the Companies' unaudited financial information, financial forecasts, books and records, information available in the public domain and discussions with the Companies' management, the CRO, Fiera and its legal counsel.
2. The Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied upon to prepare this Sixth Report in a manner that complies with Canadian Auditing Standards ("**CAS**") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

1.3 Currency

1. All currency references in this Sixth Report are in Canadian dollars.

2.0 Background

1. The Companies are private companies incorporated under the laws of Nova Scotia.
2. Prior to closing of the Media Companies Transaction, the Media Companies published *The Chronicle Herald*, the *Cape Breton Post*, *The Telegram* (St. Johns) and *The Guardian* (Charlottetown), as well as several digital publications. The Monitor understands that these are the largest media and newspaper businesses in Atlantic Canada. The Media Companies also recently launched a "last mile" parcel delivery business known as "Door Direct", which utilized their existing carrier network.
3. The Media Companies' names were changed to 3306 and 1003, being their original numbered companies, following completion of the Media Companies Transaction.
4. Titan is a full-service security and health care services company with approximately 100 full and part-time employees.
5. Headline is a promotional products company that procured branded novelty and other products for corporate buyers. As of the Filing Date, it had six employees. The Companies discontinued Headline's business earlier in these proceedings as it was unprofitable.
6. Brace Capital is the sole shareholder of Headline and, prior to the completion of the Titan Transaction, was the sole shareholder of Titan. Brace Holdings is the sole shareholder of the Media Companies and Brace Capital.
7. 3306's head office and principal address was located at 2717 Joseph Howe Drive, Halifax where it operated from leased premises (the "**Joseph Howe Premises**"). 3306 disclaimed the lease for the Joseph Howe Premises effective September 30, 2024. The registered office of 1003, Headline and ResidualCo is 600-1741 Lower Water Street, Halifax.

8. The Media Companies own the following locations (the “**Real Properties**”) from which they presently operate (or from which they formerly operated), each of which is listed for sale:
 - 311 Bluewater Road, Bedford (“**Bluewater**”);
 - 2 Second Street, Yarmouth (“**Second Street**”);
 - George Street; and
 - 36 Austin Street, St. John’s (“**Austin Street**”).

9. As of the date of the ARIO, the Media Companies had approximately 390 employees and 800 independent contractors. At the closing of the Media Companies Transaction, approximately 25% of the Media Companies’ employees were union members. As of the date of this Sixth Report, the Media Companies have approximately 36 employees, the majority of which are providing transition services pursuant to a transition services agreement with PNI dated August 23, 2024 (the “**TSA**”), with the remainder either having been terminated or hired by PNI or its affiliates. The Monitor understands that PNI has also offered to engage certain of the independent contractors who used to work for the Media Companies.

3.0 Real Properties

1. The Real Properties are excluded assets pursuant to the APA.
2. The status of the Real Properties is summarized below:
 - a) Bluewater and Austin Street – as discussed in the Fifth Report, CBRE Limited (“**CBRE**”) was selected as the listing agent for these properties. CBRE has commenced sale processes for both properties and begun canvassing the market, including developers, investors, financial parties and potential users. In the case of Bluewater, CBRE set a bid deadline of November 20, 2024 for the submission of offers. The Companies, the Monitor and Fiera are in the process of reviewing the offers received by CBRE. Acceptance of any offer will be subject to Court approval.
 - b) George Street – a transaction for the sale of George Street was approved by the Court pursuant to the George Street AVO. Closing of the George Street Transaction was contemplated to be October 31, 2024 but the Purchaser was unable to close by that time. The Purchaser asked for, and the Companies agreed to, an extension of the closing date to February 10, 2025, subject to Court approval (as required by the George Street AVO). Pursuant to an Order dated November 26, 2024, the Court approved an extension of the closing date to February 17, 2025 (the “**Extension Order**”). Copies of the Monitor’s request for this extension and the Extension Order are provided in **Appendix “A”**.
 - c) Second Street – this property was listed with ReMax Banner Real Estate (Yarmouth) for \$369,000. The listing agreement expired on October 31, 2024. The Companies and the Monitor, in consultation with Fiera, are presently discussing the terms of a new listing.

4.0 Titan

1. A going concern transaction for Titan was described in Section 4 of the Fifth Report. As set out above, the Court approved the Titan Transaction pursuant to the RVO.
2. The Titan Transaction closed on November 22, 2024, immediately following Titan's receipt of a Foreign Worker Employer Registration Certificate². A copy of the Monitor's certificate evidencing closing is provided in **Appendix "B"**. On the same date, the Monitor distributed the closing proceeds of \$1 million to Fiera (Fund III and Fund V, as defined in the Subscription Agreement).
3. As a result of the completion of the Titan Transaction, Titan ceased to be a debtor in these CCAA proceedings and ResidualCo was added as a debtor.

5.0 Liquidation Services Agreement³

1. The Media Companies retained Infinity to market for sale the Residual Property, consisting of printing presses, warehouse equipment, office furniture and sundry other assets which were not acquired by PNI.
2. Infinity conducted auctions at Bluewater and Austin Street on November 12 and 13, 2024, respectively. Substantially all of the Residual Property was sold at or before the auctions.
3. Infinity is preparing an accounting of the proceeds resulting from the auctions. The proceeds exceed the net minimum guarantee paid by Infinity and therefore the sharing formula set out in the Liquidation Services Agreement will apply⁴.

² Refers to an official document issued by the Director of Labour Standards providing proof that an employer has registered under the Nova Scotia Foreign Worker Program to hire one or more foreign workers.

³ Terms not defined in this section have the meaning provided to them in the Liquidation Services Agreement.

⁴ The Liquidation Services Agreement provides that all proceeds in excess of the net minimum guarantee (including, without limitation, the Buyer's Premium) are to be paid as follows:

- first, the Transfer Taxes in accordance with the relevant taxing legislation;
- second, to Infinity, the Expense Amount, which is \$85,000; and
- third, the balance of the Net Proceeds divided 80% in favour of the Media Companies and 20% in favour of Infinity.

6.0 Cash Flow Forecast

1. A comparison of the Companies' cash flow from July 20 to November 23, 2024 to the cash flow forecast in the Fourth Report (the "**Prior Forecast**") is provided below.

(unaudited; CAD; \$000s)	Actuals	Forecast	Variance
Media Companies			
Receipts			
Collection of accounts receivable and other	4,589	4,040	549
Postmedia funds	1,000	1,000	-
Proceeds from auction	259	-	259
	5,848	5,040	808
Disbursements			
Payroll and benefits	3,158	2,838	(320)
Employee vacation payout	119	260	141
Post-filing AP payments	620	600	(20)
Restructuring fees	1,832	1,931	99
Distribution costs	1,700	1,640	(60)
Operational, office and administrative	455	587	132
HST paid on disbursements	444	501	57
Occupancy, repairs and utilities	276	442	166
Printing supplies and inventory	135	225	90
Other	407	151	(256)
	9,146	9,175	29
Net Cash Flow	(3,298)	(4,135)	837
Titan			
Receipts	2,410	1,323	1,087
Disbursements	2,055	1,122	(933)
Net Cash Flow	356	202	154
Total Net Cash Flow	(2,942)	(3,933)	991
Opening Cash Balance	1,009	1,194	(185)
Net Cash Flow	(2,942)	(3,933)	991
DIP Financing	4,000	4,000	-
Ending Cash Balance	2,067	1,261	806

2. As reflected above, as of November 23, 2024, the Companies had approximately \$2.1 million on hand, which exceeded by approximately \$800,000 the amount projected in the Prior Forecast for the period referenced above. The significant variances in the actual cash flow compared to the Prior Forecast are as follows:

- Collection of accounts receivable: The positive variance (\$549,000) is largely due to higher than anticipated amounts collected prior to the closing of the Media Companies Transaction.
- Payroll and benefits: The negative variance (\$320,000) results from higher than expected post-closing activities to wind up the Media Companies' operations, including to assist with the disposition of the Real Properties, the Residual Property and the Monitor's administration of the WEPP.
- Other: The negative variance (\$256,000) is primarily driven by a \$275,000 transfer of funds to Titan to return amounts borrowed by the Media Companies during the CCAA proceedings.

- Employee vacation payout: The positive variance (\$141,000) is expected to be partially timing and partially permanent.
3. The Companies, with the assistance of the CRO and the Monitor, prepared a cash flow forecast from November 24, 2024 to March 29, 2025 (the “**Cash Flow Forecast**”). The Cash Flow Forecast and the Companies’ statutory report thereon pursuant to Section 10(2)(b) of the CCAA are attached as **Appendix “C”**.
 4. The Cash Flow Forecast reflects that the Companies are projected to repay \$1.5 million under the Second Amended Interim Financing Facility during the forecast period and following closing of the George Street Transaction.
 5. Based on the Monitor’s review of the Cash Flow Forecast, the cash flow assumptions appear reasonable. The Monitor’s statutory report on the Revised Cash Flow Forecast is attached hereto as **Appendix “D”**.

7.0 Update on the Companies’ Activities

1. Since the date of the Fifth Report, the Companies have, among other things:
 - a) continued to assist PNI to transition the Media Companies’ business pursuant to the TSA, with the assistance of the CRO, under the supervision of the Monitor;
 - b) continued to operate Titan’s business up until the closing;
 - c) provided information to CBRE regarding the Real Property, with the assistance of the CRO, under the supervision of the Monitor;
 - d) corresponded with the parties involved in the George Street Transaction;
 - e) provided information to Infinity to assist with its conduct of the auctions at the Bluewater and Austin Street facilities; and
 - f) provided financial and operational reporting to the Monitor and Fiera, as required pursuant to the Interim Financing Facility.

8.0 Monitor’s Activities since the Initial Order

1. Since the date of the Fifth Report, the Monitor has, among other things:
 - a) monitored the Companies’ receipts and disbursements, including reviewing and commenting on the Companies’ cash flow reporting required under the Interim Financing Facility;
 - b) engaged extensively with its counsel, Chaitons LLP, as well as Fiera and Norton Rose Fulbright Canada LLP (Fiera’s legal counsel) regarding various matters relating to these proceedings, including employee issues, pension issues and operating matters in the context of the Titan Transaction;
 - c) assisted the Companies in their dealings with suppliers;

- d) continued to prepare schedules to assist the Companies' eligible former employees to apply for WEPP relief;
- e) continued to correspond with Osler, Hoskin & Harcourt LLP, counsel representing Eckler AdminCorp Ltd., appointed as the interim administrator of the Herald Retirement Plan, to discuss the status of these proceedings and its claims against 3306 and its directors and officers; and
- f) prepared this Sixth Report.

9.0 Stay Extension

1. The Stay Period currently expires on December 13, 2024.
2. The Monitor recommends that the Stay Period be extended to March 28, 2025 for the following reasons, among others:
 - a) the Companies are continuing to act in good faith and with due diligence to advance their restructuring;
 - b) the Stay Extension will allow for completion of the George Street Transaction and continued marketing of the other Real Properties;
 - c) the Stay Extension will allow for time to deal with the remaining wind-down activities, including transition matters with PNI, the preparation and filing of tax returns and continuation of the WEPP;
 - d) the Monitor does not believe that any creditor will be materially prejudiced if the extension is granted as the Cash Flow Forecast projects that the Companies are forecasted to be able to meet their obligations; and
 - e) as of the date of this Sixth Report, the Monitor is not aware of any party opposed to the requested extension.

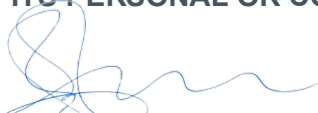
10.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Court grant the relief set out in Section 1.1(1)(e) above.

* * *

All of which is respectfully submitted,

**KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS CCAA MONITOR OF 3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL PRODUCTS LIMITED, BRACE CAPITAL LIMITED AND BRACE HOLDINGS LIMITED AND 648767 NOVA SCOTIA LIMITED AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY**



PER: BOBBY KOFMAN, PRESIDENT

Appendix “A”



2024

Hfx No. 531463

SUPREME COURT OF NOVA SCOTIA

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

AND IN THE MATTER OF A PLAN OR ARRANGEMENT OF SALTWIRE NETWORK INC., THE HALIFAX HERALD LIMITED, HEADLINE PROMOTIONAL PRODUCTS LIMITED, TITAN SECURITY & INVESTIGATION INC., BRACE CAPITAL LIMITED AND BRACE HOLDINGS LIMITED

BETWEEN:

Fiera Private Debt Fund III LP and Fiera Private Debt Fund V LP,
each by their general partner, Fiera Private Debt GP Inc.

Applicants

-and-

3306133 Nova Scotia Limited, 1003940 Nova Scotia Limited, Headline Promotional Products Limited, Titan Security & Investigation Inc., Brace Capital Limited and Brace Holdings Limited

Respondents

ORDER
(George Street Approval and Vesting Order)

Before the Honourable Justice Keith in chambers:

UPON motion of KSV Restructuring Inc., as monitor (the "**Monitor**") appointed in respect of the Respondents under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended, for an order approving the extension of the Closing Date under the sale transaction (the "**Transaction**") in respect of the property located at 255 George Street, Sydney, Nova Scotia, and more particularly described as PID 15395890, pursuant to an agreement of purchase and sale as between 3306133 Nova Scotia Limited, formerly known as Saltwire Network Inc., as vendor, and V. Aucoin Realty dated August 6, 2024, as amended;

IN THE SUPREME COURT
COUNTY OF HALIFAX, N.S.
I hereby certify that the foregoing document,
identified by the seal of the court, is a true
copy of the original document on the file herein.

NOV 26 2024




Deputy Prothonotary

ON MOTION OF THE MONITOR, the following is ordered and declared:

1. All capitalized terms used in this Order and not defined herein shall have the meanings ascribed to them in the Fifth Report of the Monitor dated September 30, 2024.
2. The extension of the Closing Date under the Transaction to February 17, 2025 is hereby approved.

Issued *November 26th*, 2024



~~Prothonotary~~
AMBER SABEAN
Deputy-Prothonotary

November 13, 2024

VIA EMAIL

The Honourable Justice John A. Keith
Supreme Court of Nova Scotia
The Law Courts
1815 Upper Water Street
Halifax, NS B3J 1S7

**Re: 3306133 Nova Scotia Limited, formerly known as Saltwire Network Inc. ("330"), and
1003940 Nova Scotia Limited, formerly known as Halifax Herald Limited, et al. - Hfx No.
531463**

Dear Justice Keith,

On behalf of the CCAA Monitor, we are writing to you with respect to the two matters described below.

1. Sale of 255 George Street, Sydney

By Order dated October 18, 2024, you approved the transaction for the sale of this property pursuant to an agreement of purchase and sale between 330, as vendor, and V. Aucoin Realty (the "**Buyer**") dated August 6, 2024, as amended (the "**APS**"), with such minor amendments as the parties thereto may agree to, with the consent of the Monitor, provided that "any extension of the Closing Date beyond November 30, 2024 is subject to Court approval".

The Buyer has requested an extension of the closing date under the APS to February 10, 2025, or such earlier date as agreed in writing between the Buyer and Seller, for the reasons set out in the attached letter from the Buyer's lawyers. As a term of the requested extension, the Buyer has agreed to pay all property taxes, utilities and insurance in connection with the property for the period November 1, 2024 to the closing date, less the amounts being paid monthly by Postmedia in connection with its occupation of part of the property (approximately 10% of the total amounts).

Based on the reasons put forward by the Buyer in the attached letter, the Monitor's recommendation as set out in Section 4.1.2 of the Monitor's Fifth Report, and the Buyer's agreement to pay the amounts set out above, the Monitor is recommending that the Court approve the extension of the closing date under the APS to February 17, 2025, which provides a short window in the event that the Buyer requires additional time. If the Court is prepared to grant this relief, we are respectfully requesting that the appropriate order be granted without the formality of an in-person motion in order to minimize costs to the estate.

2. Extension of CCAA Stay

By Order dated August 8, 2024, you ordered (among other things) that the Stay Period (as defined in the Amended and Restated Initial Order dated March 22, 2024) be extended to December 13, 2024. Court time has been booked on December 10 at 11 AM AST for the purpose of a motion to extend the Stay Period.

As an extension of the Stay Period will be required to complete the administration of the estate and no other relief is expected to be requested on December 10, we are respectfully requesting that the appropriate order be granted without the formality of an in-person motion in order to minimize costs to the estate.

DOC#11933603v1

We are prepared to attend a telephone or virtual case conference if you consider it necessary to deal with these matters, at such time and on notice to such parties as you deem appropriate.

Yours truly,
CHAITONS LLP



George Benchetrit
PARTNER*

*Denotes Professional Corporation

GB/AC
Encl.

cc: Bobby Kofman, Mitch Vininsky, *KSV Restructuring Inc.*
Jennifer Stam, *Norton Rose Fulbright*
Maurice Chiasson, Sara Scott, *Stewart McKelvey*
Marc Dunning, *Burchell Wickwire Bryson LLP*

Our File: 253960

SENT VIA EMAIL ONLY George@chaitons.com

November 07, 2024

Denotes Professional Corporation
5000 Yonge Street, 10th Floor
Toronto, Ontario
M2N 7E9

Attention: George Benchetrit, Partner

Dear Mr. Genchetrit:

**RE: Property situate at 255 George Street, Sydney, NS – PID No. 15395890
Court File No. Hfx 531463 Order Issued October 18, 2024**

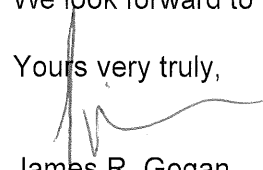
Further to our correspondence of October 31, 2024 wherein we had formally requested, on our client's behalf, an extension of the closing date under the Agreement of Purchase and Sale, we provide the following additional information regarding our request:

- Client / lender negotiations are ongoing to finalize lending terms, however the lender has requested additional information/documentation to satisfy their commercial lending conditions;
- The lender has only recently advised a global consolidation/refinance of corporate loans is required in order to meet the lending conditions to fund this transaction;
- Additionally, the delay is also due to internal staffing related issues of our client's company and accounting software upgrades resulting in longer than anticipated timelines to gather the lender requested information;
- Our client is currently negotiating the sale of an unrelated property with a prospective purchaser. The proceeds thereof are intended to be utilized for equity in the current purchase, therefore, this intended transaction must close prior to the purchase of 255 George Street, Sydney.

Our client is working diligently and closely, and in good faith, with the lender team to expedite this matter. The lender has advised our client that if all conditions are satisfied, the earliest possible funding date would be January 31, 2025. Therefore, it would be prudent to set a closing date after that date, we would propose February 10, 2025.

We look forward to hearing from you once you have had an opportunity to consider our request.

Yours very truly,



James R. Gogan
JRG/tsj
cc client

Appendix “B”



2024

Hfx No. 531463

SUPREME COURT OF NOVA SCOTIA

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 OR ARRANGEMENT OF 3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL PRODUCTS LIMITED, TITAN SECURITY & INVESTIGATION INC., BRACE CAPITAL LIMITED AND BRACE HOLDINGS LIMITED (the "**Respondents**")

Monitor's Certificate

WHEREAS on March 13, 2024, the Supreme Court of Nova Scotia (the "**Court**") granted an order under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (as amended and restated on March 22, 2024, the "**Amended and Restated Initial Order**") in respect of the Respondents, which, among other things, appointed KSV Restructuring Inc. as monitor in these proceedings (the "**Monitor**").

AND WHEREAS pursuant to an Order of this Court dated October 18, 2024 (the "**Approval and Reverse Vesting Order**"), the Court approved the subscription agreement dated September 27, 2024 (as amended, the "**Subscription Agreement**") entered into by and between Titan Security & Investigation Inc. (the "**Company**") and Fiera Private Debt Fund III (Titan) LP ("**Titan III LP**"), by its general partner, Fiera Private Debt Fund (Titan III) Inc. (formerly Fiera Private Debt Fund (Titan III) GP Inc., "**Titan III**") and Fiera Private Debt Fund V (Titan) LP ("**Titan V LP**"), by its general partner, Fiera Private Debt Fund (Titan V) GP Inc. (Fiera Private Debt Fund (Titan V) GP Inc., "**Titan V**") and as assigned by Titan III LP and Titan V LP to Titan III and Titan V respectively (Titan III and Titan V referred to herein as the "**Purchasers**"), and ordered, *inter alia*, that: (a) all of the Company's right, title and interest in and to the Excluded Assets and Excluded Liabilities (as defined in the Subscription Agreement) shall vest absolutely and exclusively in Residual Co.; (b) the authorization and direction of the Company to file the Amendments to the Memorandum; and (c) the authorization and direction of the Company to issue the Purchased Shares (as defined in the Subscription Agreement), and the vesting in Titan III the Titan III Purchased Shares and Titan V the Titan V Purchased Shares, as set out in the Subscription Agreement, free and clear of any Encumbrances, other than the Permitted Encumbrances.

NOW THEREFORE THE MONITOR HEREBY CERTIFIES AS FOLLOWS:

1. The Purchasers have satisfied the Purchase Price (as defined in the Subscription Agreement) in accordance with the Subscription Agreement;
2. The conditions to Closing as set out in the Subscription Agreement have been satisfied or waived by the Company and the Purchasers; and
3. The Closing Time is deemed to have occurred at **1:55 pm ET**, on November **22**, 2024.

DATED at Toronto, this **22** day of November, 2024.

**KSV Restructuring Inc., in its capacity as
Monitor of the Respondents and not in its
personal capacity**

Per:



Name: Mitch Vininsky

Title: Managing Director

Appendix “C”

	Actuals Weeks 1-37	30-Nov Week 38	7-Dec Week 39	14-Dec Week 40	21-Dec Week 41	28-Dec Week 42	4-Jan Week 43	11-Jan Week 44	18-Jan Week 45	25-Jan Week 46	1-Feb Week 47	8-Feb Week 48	15-Feb Week 49	22-Feb Week 50	1-Mar Week 51	8-Mar Week 52	15-Mar Week 53	22-Mar Week 54	29-Mar Week 55	Total Weeks 37-55	Total Weeks 1-55	Notes	
SaltWire Network Inc and The Halifax Herald Limited																							
Cash Receipts																							
Proceeds from auction	258,900	-	-	170,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	170,000	428,900	2	
Proceeds from George Street Transaction	-	-	-	-	-	-	-	-	-	-	-	-	-	2,250,000	-	-	-	-	-	-	2,250,000	2,250,000	3
Total Cash Receipts	258,900	-	-	170,000	-	-	-	-	-	-	-	-	-	2,250,000	-	-	-	-	-	2,420,000	2,678,900		
Cash Disbursements - Operational																							
Payroll and benefits	11,068,328	29,000	-	38,000	-	38,000	-	35,000	-	30,000	-	30,000	-	28,000	-	16,000	-	12,000	-	258,000	11,344,328	4	
Employee vacation payout	118,824	20,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12,000	-	20,000	138,824		
Occupancy, repairs and utilities	1,061,225	-	-	85,000	-	-	-	-	-	85,000	-	-	-	-	-	-	-	-	-	-	20,000	1,461,225	
Insurance	234,247	-	15,000	-	-	-	15,000	-	-	-	15,000	-	-	145,000	-	-	-	85,000	-	400,000	438,247		
Bank charges	126,956	-	2,000	-	-	-	2,000	-	-	-	-	-	-	-	15,000	-	-	-	-	60,000	284,247		
HST paid on disbursements	1,410,020	2,435	2,435	40,063	2,435	2,435	-	19,600	10,348	-	2,000	-	-	-	2,000	-	-	2,000	-	10,000	136,956		
Post-filing AP	620,203	20,000	20,000	20,000	20,000	20,000	-	-	-	-	-	-	19,600	17,652	-	-	19,600	10,348	-	146,970	1,556,969		
Total Operational Disbursements	25,495,877	71,435	39,435	183,063	22,435	80,435	17,000	54,600	95,348	30,000	17,000	30,000	19,600	190,652	17,000	16,000	19,600	109,348	-	992,970	26,213,847	5	
Net Cash from Operations	(25,236,977)	(71,435)	(39,435)	(13,063)	(22,435)	(60,435)	(17,000)	(54,600)	(95,348)	(30,000)	(17,000)	(30,000)	(19,600)	2,059,348	(17,000)	(16,000)	(19,600)	(109,348)	-	1,427,030	(23,534,947)		
Titan Security + Investigations Inc.																							
Total Cash Receipts	3,965,858	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,965,858	
Total Operational Disbursements	3,134,358	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,134,358	
Net Cash from Operations	831,500	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	831,500	
Restructuring & Other Fees																							
Monitor and Monitor's counsel fees	1,219,570	-	-	100,000	-	-	-	75,000	-	-	-	-	75,000	-	-	75,000	-	-	-	325,000	1,544,570	7	
DIP Lender's fees and DIP Lender's counsel fees	766,871	-	-	50,000	-	-	-	50,000	-	-	-	-	50,000	-	-	50,000	-	-	-	200,000	966,871	7	
Company counsel fees	343,079	-	-	35,000	-	-	-	15,000	-	-	-	-	15,000	-	-	15,000	-	-	-	80,000	423,079	7	
Chief Restructuring Officer fees	228,864	-	-	10,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10,000	238,864	7	
Total Restructuring Fees	2,558,383	-	-	195,000	-	-	140,000	-	-	-	-	-	140,000	-	-	140,000	-	-	-	615,000	3,173,383		
Opening Cash Balance	330,118	2,066,668	1,995,233	1,455,798	1,247,716	1,225,281	1,164,846	1,147,846	953,246	857,898	827,898	810,898	780,898	621,298	1,930,646	1,913,646	1,897,646	1,738,046	1,628,698	2,066,668	330,118		
Total Net Cash Flow	(5,263,450)	(71,435)	(39,435)	(208,063)	(22,435)	(60,435)	(17,000)	(194,600)	(95,348)	(30,000)	(17,000)	(30,000)	(159,600)	2,059,348	(17,000)	(16,000)	(159,600)	(109,348)	-	812,030	(4,451,420)		
Debtor-in-Possession Financing/Repayment	7,000,000	-	(500,000)	-	-	-	-	-	-	-	-	-	(750,000)	-	-	-	-	-	-	(1,250,000)	5,750,000		
Ending Cash Balance	2,066,668	1,995,233	1,455,798	1,247,716	1,225,281	1,164,846	1,147,846	953,246	857,898	827,898	810,898	780,898	621,298	1,930,646	1,913,646	1,897,646	1,738,046	1,628,698	1,628,698	1,628,698	1,628,698		

Notes to Cash Flow Forecast:

Purpose:

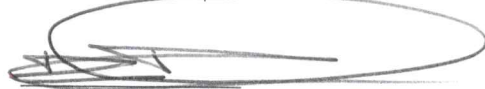
This statement of projected cash flow (the "Forecast") has been prepared on a consolidated basis in respect of 3306133 Nova Scotia Limited (formerly known as SaltWire Network Inc.), 1003940 Nova Scotia Limited (formerly known as The Halifax Herald Limited), Brace Holdings Limited, Brace Capital Limited, Titan Security + Investigation Inc. and Headline Promotional Products Limited (collectively, the "Companies") in accordance with s. 23(1)(b) of the Companies Creditors' Arrangement Act ("CCAA") for the period November 24 to March 29, 2025 (the "Cash Flow Period").

Notes:

- 3306133 Nova Scotia Limited (formerly known as SaltWire Network Inc.) and 1003940 Nova Scotia Limited (formerly known as The Halifax Herald Limited) (together, the "Companies") are the Companies' main operating entities. Cash receipts in the Forecast excludes any recoveries associated with the Canadian Journalism Labour Tax Credit and Google Money.
- Represents proceeds from the auction sale of the Companies' residual property pursuant to a Liquidation Services Agreement with Infrity Asset Solutions Inc.
- Represents proceeds from the sale of the Companies' real property located at 255 George Street, Sydney. The projection assumes a closing in late February 2025.
- Payroll and benefits consists of wages, salaries and benefits for all employees.
- Represents an estimate of unpaid and accrued liabilities.
- Titan Security + Investigations Inc. provides security and nursing home sitter services to its customers. As the sale of Titan closed on November 22, 2024, no activity is reflected in the cash flow.
- Restructuring fees include the projected fees for the Monitor, Monitor's counsel, the DIP Lender's counsel, Companies' counsel and the Chief Restructuring Officer.

Date: November 29, 2024

On Behalf of the CCAA Debtor Companies



David Boyd
 Chief Restructuring Officer

	Actuals Weeks 1-37	30-Nov Week 38	7-Dec Week 39	14-Dec Week 40	21-Dec Week 41	28-Dec Week 42	4-Jan Week 43	11-Jan Week 44	18-Jan Week 45	25-Jan Week 46	1-Feb Week 47	8-Feb Week 48	15-Feb Week 49	22-Feb Week 50	1-Mar Week 51	8-Mar Week 52	15-Mar Week 53	22-Mar Week 54	29-Mar Week 55	Total Weeks 37-55	Total Weeks 1-55	Notes
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Cash Receipts																						
Proceeds from auction	258,900	-	-	170,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	170,000	428,900	2
Proceeds from George Street Transaction	-	-	-	-	-	-	-	-	-	-	-	-	-	2,250,000	-	-	-	-	-	2,250,000	2,250,000	3
Total Cash Receipts	258,900	-	-	170,000	-	-	-	-	-	-	-	-	-	2,250,000	-	-	-	-	-	2,420,000	2,678,900	
Cash Disbursements - Operational																						
Payroll and benefits	11,088,328	29,000	-	38,000	-	38,000	-	35,000	-	30,000	-	30,000	-	28,000	-	16,000	-	12,000	-	256,000	11,344,328	4
Employee vacation payout	118,824	20,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20,000	138,824	
Occupancy, repairs and utilities	1,061,225	-	-	85,000	-	-	-	-	85,000	-	-	-	-	145,000	-	-	-	85,000	-	400,000	1,461,225	
Insurance	234,247	-	15,000	-	-	-	15,000	-	-	-	15,000	-	-	-	15,000	-	-	-	-	60,000	294,247	
Bank charges	126,955	-	2,000	-	-	-	2,000	-	-	-	2,000	-	-	-	2,000	-	-	2,000	-	10,000	136,955	
HST paid on disbursements	1,410,020	2,435	2,435	40,083	2,435	2,435	-	19,600	10,348	-	-	-	-	19,600	17,652	-	-	19,600	10,348	146,970	1,556,989	
Post-filing AP	620,203	20,000	20,000	20,000	20,000	20,000	-	-	-	-	-	-	-	-	-	-	-	-	-	100,000	720,203	5
Total Operational Disbursements	25,495,877	71,435	39,435	183,083	22,435	60,435	17,000	54,600	95,348	30,000	17,000	30,000	19,600	190,652	17,000	16,000	19,600	109,348	-	992,970	26,213,847	
Net Cash from Operations	(25,236,977)	(71,435)	(39,435)	(13,083)	(22,435)	(60,435)	(17,000)	(54,600)	(95,348)	(30,000)	(17,000)	(30,000)	(19,600)	2,059,348	(17,000)	(16,000)	(19,600)	(109,348)	-	1,427,030	(23,534,947)	
Titan Security + Investigations Inc.																						6
Total Cash Receipts	3,965,858	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,965,858	
Total Operational Disbursements	3,134,358	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,134,358	
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Restructuring & Other Fees																						
Monitor and Monitor's counsel fees	1,219,570	-	-	100,000	-	-	-	75,000	-	-	-	-	75,000	-	-	-	75,000	-	-	325,000	1,544,570	7
DIP Lender's fees and DIP Lender's counsel fees	766,871	-	-	50,000	-	-	-	50,000	-	-	-	-	50,000	-	-	-	50,000	-	-	200,000	966,871	7
Company counsel fees	343,079	-	-	35,000	-	-	-	15,000	-	-	-	-	15,000	-	-	-	15,000	-	-	80,000	423,079	7
Chief Restructuring Officer fees	228,864	-	-	10,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10,000	238,864	7
Total Restructuring Fees	2,558,383	-	-	195,000	-	-	-	140,000	-	-	-	-	140,000	-	-	-	140,000	-	-	615,000	3,173,383	
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Total Net Cash Flow	(5,263,450)	(71,435)	(39,435)	(208,083)	(22,435)	(60,435)	(17,000)	(194,600)	(95,348)	(30,000)	(17,000)	(30,000)	(159,600)	2,059,348	(17,000)	(16,000)	(159,600)	(109,348)	-	812,030	(4,451,420)	
Debtor-in-Possession Financing/Repayment	7,000,000	-	(500,000)	-	-	-	-	-	-	-	-	-	(750,000)	-	-	-	-	-	-	(1,250,000)	5,750,000	
Ending Cash Balance	2,066,668	1,995,233	1,455,798	1,247,716	1,225,281	1,164,846	1,147,846	953,246	857,898	827,898	810,898	780,898	621,298	1,930,646	1,913,646	1,897,646	1,738,046	1,628,698	1,628,698	1,628,698	1,628,698	

Notes to Cash Flow Forecast:

Purpose:

This statement of projected cash flow (the "Forecast") has been prepared on a consolidated basis in respect of 3306133 Nova Scotia Limited (formerly known as Saltwire Network Inc.), 1003940 Nova Scotia Limited (formerly known as The Halifax Herald Limited), Brace Holdings Limited, Brace Capital Limited, Titan Security + Investigation Inc. and Headline Promotional Products Limited (collectively, the "Companies") in accordance with s. 23(1)(b) of the Companies Creditors' Arrangement Act ("CCAA") for the period November 24 to March 29, 2025 (the "Cash Flow Period").

Notes:

- 3306133 Nova Scotia Limited (formerly known as Saltwire Network Inc.) and 1003940 Nova Scotia Limited (formerly known as The Halifax Herald Limited) (together, the "Companies") are the Companies' main operating entities. Cash receipts in the Forecast excludes any recoveries associated with the Canadian Journalism Labour Tax Credit and Google Money.
- Represents proceeds from the auction sale of the Companies' residual property pursuant to a Liquidation Services Agreement with Infinity Asset Solutions Inc.
- Represents proceeds from the sale of the Companies' real property located at 255 George Street, Sydney. The projection assumes a closing in late February 2025.
- Payroll and benefits consists of wages, salaries and benefits for all employees.
- Represents an estimate of unpaid and accrued liabilities.
- Titan Security + Investigations Inc. provides security and nursing home sitter services to its customers. As the sale of Titan closed on November 22, 2024, no activity is reflected in the cash flow.
- Restructuring fees include the projected fees for the Monitor, Monitor's counsel, the DIP Lender's counsel, Companies' counsel and the Chief Restructuring Officer.

Date: November 29, 2024

On Behalf of the CCAA Debtor Companies

David Boyd
Chief Restructuring Officer

SUPREME COURT OF NOVA SCOTIA

**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 3306133 NOVA SCOTIA LIMITED,
1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL
PRODUCTS LIMITED, BRACE CAPITAL LIMITED, BRACE
HOLDINGS LIMITED AND 4648767 NOVA SCOTIA LIMITED**

**MANAGEMENT'S REPORT ON CASH FLOW STATEMENT
(paragraph 10(2)(b) of the CCAA)**

The management of 3306133 Nova Scotia Limited, 1003940 Nova Scotia Limited, Headline Promotional Products Limited, Brace Capital Limited, Brace Holdings Limited and 4648767 Nova Scotia Limited (collectively, the "Applicants") has developed the assumptions and prepared the attached consolidated statement of projected cash flow as of the 29th day November, 2024, for the period November 24, 2024 to March 29, 2025 (the "Cash Flow Forecast"). All such assumptions are disclosed in the notes to the Cash Flow Forecast.

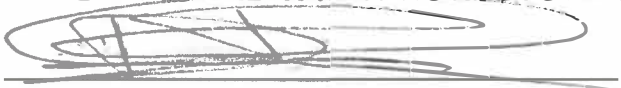
The hypothetical assumptions are suitably supported and consistent with the purpose of the Cash Flow Forecast as described in Note 1 to the Cash Flow Forecast, and the probable assumptions are suitably supported and consistent with the plans of the Applicants and provide a reasonable basis for the Cash Flow Forecast.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented and the variations may be material.

The Cash Flow Forecast has been prepared solely for the purpose outlined in Note 1 using a set of probable assumptions set out therein. Consequently, readers are cautioned that the Cash Flow Forecast may not be appropriate for other purposes.

Dated at Halifax, NS this 29th day of November, 2024.

**3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED, HEADLINE
PROMOTIONAL PRODUCTS LIMITED, BRACE CAPITAL LIMITED, BRACE HOLDINGS
LIMITED AND 4648767 NOVA SCOTIA LIMITED**



Per: David Boyd

Appendix “D”

HFX NO.: 531463

SUPREME COURT OF NOVA SCOTIA

**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 3306133 NOVA SCOTIA LIMITED,
1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL
PRODUCTS LIMITED, BRACE CAPITAL LIMITED, BRACE
HOLDINGS LIMITED AND 4648767 NOVA SCOTIA LIMITED**

MONITOR'S REPORT ON CASH FLOW STATEMENT

(paragraph 23(1)(b) of the CCAA)

The attached consolidated statement of projected cash-flow of 3306133 Nova Scotia Limited, 1003940 Nova Scotia Limited, Headline Promotional Products Limited, Brace Capital Limited, Brace Holdings Limited and 4648767 Nova Scotia Limited (collectively, the "Applicants") as of the 29th day November, 2024, consisting of a weekly projected cash flow statement for the period November 24, 2024 to March 29, 2025 (the "Cash Flow Forecast") has been prepared by the management of the Applicants for the purpose described in Note 1, using probable and hypothetical assumptions set out in the notes to the Cash Flow.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied by the management of the Applicants. We have reviewed the support provided by management for the probable and hypothetical assumptions and the preparation and presentation of the Cash Flow Forecast.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

- a) the hypothetical assumptions are not consistent with the purpose of the Cash Flow Forecast;
- b) as at the date of this report, the probable assumptions developed by management are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions;
or
- c) the Cash Flow Forecast does not reflect the probable and hypothetical assumptions.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow Forecast will be achieved. We express no

opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon in preparing this report.

The Cash Flow Forecast has been prepared solely for the purpose described in Note 1 and readers are cautioned that it may not be appropriate for other purposes.

Dated at Toronto, ON this 29th day November, 2024.

KSV Restructuring Inc.

**KSV RESTRUCTURING INC.
IN ITS CAPACITY AS CCAA MONITOR OF
3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED,
HEADLINE PROMOTIONAL PRODUCTS LIMITED, BRACE CAPITAL LIMITED,
BRACE HOLDINGS LIMITED AND 4648767 NOVA SCOTIA LIMITED
AND NOT IN ITS PERSONAL CAPACITY**

Fiera Private Debt Fund III LP and Fiera Private Date Fund V LP,
each by their general partner, Fiera Private Debt GP Inc.

-and- Saltwire Network Inc., The Halifax Herald Limited, Headline
Promotional Products Limited, Titan Security & Investigation Inc.,
Brace Capital Limited and Brace Holdings Limited

Applicant

Respondents

2024 Hfx No. 531463

SUPREME COURT OF NOVA SCOTIA

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

AND IN THE MATTER OF A PLAN OR ARRANGEMENT
OF SALTWIRE NETWORK INC., THE HALIFAX
HERALD LIMITED, HEADLINE PROMOTIONAL
PRODUCTS LIMITED, TITAN SECURITY &
INVESTIGATION INC., BRACE CAPITAL LIMITED AND
BRACE HOLDINGS LIMITED

**SIXTH REPORT OF KSV RESTRUCTURING INC.
AS CCAA MONITOR NOVEMBER 29, 2024**

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