ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-25-00744295-00CL, CV-25-00738613-00CL **DATE: May 25, 2026**

NO. ON LIST: 3 & 4

TITLE OF PROCEEDING: RIOCAN REAL ESTATE INVESTMENT TRUST et al v. RIOCAN-HBC LIMITED PARTNERSHIP et al

1242939 B.C. UNLIMITED LIABILITY COMPANY et al (formerly HUDSON'S BAY COMPANY ULC et al)

BEFORE: JUSTICE KIMMEL

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

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For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info

For Other, Self-Represented:

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Jim Robinson	Receiver	Jim.robinson@fticonsulting.com

ENDORSEMENT OF JUSTICE KIMMEL:

[1] This motion by FTI Consulting Canada Inc., the court- appointed receiver and manager of the assets, properties and undertakings of 2455034 Ontario Limited Partnership ("RC-HBC LP") and 2455034 Ontario Inc. ("RC-HBC GP" and, together with RC-HBC LP, "RC-HBC"), among others (the "Receiver") and by 1242939 B.C. Unlimited Liability Company ("HBC"), seeks Orders:

(a) approving the proposed sale of the Calgary Real Property, the Devonshire Real Property and the Vancouver Real Property, (each, as defined below) (collectively, the "Transactions") to Astra Real Estate Corp. (the "Calgary Purchaser"), Circle Retail Properties LP (the "Devonshire Purchaser"), and Onni Development Capital Corp. (the "Vancouver Purchaser"), or their respective assignees, pursuant to agreements of purchase and sale dated: (i) February 18, 2026 between the Receiver and the Calgary Purchaser (the "Calgary APS"); (ii) April 13, 2026 between the Receiver and the Devonshire Purchaser (the "Devonshire APS"); and (iii) April 23, 2026 between the Receiver and the Vancouver Purchaser (the "Vancouver APS");

(b) approving certain Nominee Transfer Agreements, to be entered into between HBC or Snospmis Limited ("Snospmis") (each as nominee title holder), the Receiver and either (i) the Calgary Purchaser, (ii) the Devonshire Purchaser, or (iii) the Vancouver Purchaser, respectively (collectively, the "Nominee Transfer Agreements");

(c) authorizing the Receiver to pay to CBRE Limited ("CBRE"), from the proceeds of the Transactions, the fees and disbursements payable in respect thereof; and

(d) approving the fees and disbursements of the Receiver and its counsel.

[2] The motion is not opposed by any stakeholder, including the first secured mortgage holders over the Real Properties, each of which are expected to suffer a shortfall on the recoveries under their respective loans. The motion for approval of these three APSs and corresponding Nominee Transfer Agreements was contemplated by my last endorsement dated May 5, 2026 that approved the sale of a property in Ottawa (that was not subject to a nominee transfer agreement). They are supported by the same Sixth Report of the Receiver dated April 27, 2026 that was filed for that earlier approval motion and by the Confidential Appendices that have already been sealed by my order of May 4, 2026.

[3] Capitalized terms not otherwise defined in this endorsement shall have the meanings ascribed to them in the Receiver's factum for this motion.

Approval of the Transactions and Related Relief

[4] The rationale for approving these Transactions and corresponding APSs and Nominee Transfer Agreements is similar to what was considered and accepted by the court when the Ottawa Transaction was approved, as set out in the court's earlier endorsement signed on May 5, 2026.

[5] Having considered the factors established in *Royal Bank of Canada v. Soundair Corp*., 1991 CanLII 2727, I am satisfied that those factors support the exercise of the court's discretion and the approval of each of the Transactions, and the approval of the marketing process that they are the product of, for the reasons detailed in the Receiver's factum in support of this motion (see for example paragraphs 11 to 18 and 22 to 32).

[6] The Receiver's factum provides the detailed analysis and justification that need not be repeated in this endorsement. Suffice it to say that the court is satisfied that these Transactions are the product of a comprehensive marketing process carried out by CBRE, as agent for the Receiver, that ran for in each case at least 117 days, and which followed the comprehensive and public marketing process for HBC's assets that was undertaken earlier in 2025. The Receiver believes these Transactions are the highest and best transactions for these assets and that they are the result of a fair, transparent and appropriate sale process and recommends them on that basis. The court accepts that recommendation.

[7] The approval and vesting orders are consistent with the Commercial List Model Order, with some specific provisions to deal with unique issues associated with the Calgary and Devonshire Properties in particular, that are appropriate to deal with in this context, such as:

(a) The Calgary APS that the court is being asked to approve provides for the transfer and assignment of agreements associated with the Calgary Real Property, for easements and access, with the consent of the affected third parties.

(b) The Devonshire AVO provides for the discharge of a large number of historic encumbrances registered on title in favour of parties that are no longer present at the property, dating back to the 1980's and earlier. The Receiver will be delivering a further supplementary report to provide the details, described orally in court by its counsel, of its efforts to identify and give notice to these parties, most of whom (aside from RioCan) could not be located and are believed to no longer be in business or in existence.

[8] To complete the Transactions, registered title to the Real Properties must be transferred by HBC and Snospmis, respectively, concurrent with the transfer of RC-HBC's beneficial interest in those properties. Because HBC and Snospmis are subject to this court's supervision under the CCAA proceedings relating to HBC and its affiliates, they require court authorization to proceed with the Nominee Transfer Agreements pursuant to the terms of the orders granted in their CCAA proceedings and pursuant to Section 36 of the CCAA.

[9] Section 36 of the CCAA establishes certain factors for the Court to consider in connection with approval of a sale of assets outside the ordinary course of business by a debtor company. As the interests of HBC and Snospmis in the Real Properties is limited to their nominee interest, and does not include any beneficial interest, I accept the Receiver's submission that most factors set out in Section 36 of the CCAA are not applicable to the current circumstances. The Receiver submits that, to the extent applicable, the relevant factors are satisfied, having regard to the fact that:

(a) the processes leading to the proposed Transactions that the court has determined were reasonable in the circumstances (above);

(b) stakeholders of HBC and Snospmis were consulted in a reasonable manner regarding these Transactions;

(c) the Transactions have no economic effect on creditors or other interested parties of HBC or Snospmis; and

(d) they are supported by the HBC CCAA Monitor.

Accordingly, the transfer of these nominee interests with no consideration to HBC and Snospmis is reasonable, appropriate and consistent with the terms of the nominee arrangements entered into between HBC, Snospmis and RC-HBC.

[10] In terms of the CBRE fees, as I did when the Ottawa Transaction was approved, I accept the Receiver's views and recommendation and authorize the payment of CBRE's brokerage frees in connection with the these Transactions, for the same reasons indicated in my endorsement dated May 5, 2026 and for the further reasons detailed in the Receiver's Sixth Report.

Fee Approvals

[11] Pursuant to paragraph 28 of the Receivership Order, the Receiver and its legal counsel are to pass their accounts from time to time.

[12] Throughout these proceedings, the Receiver has updated the secured lenders on each applicable property on all costs incurred, including professional fees, on a monthly basis pursuant to paragraph 21 of the Receivership Order. In that process, the Receiver has not been advised of any objections to its or its counsel's fees and disbursements during these proceedings. The allocation of these fees to specific properties and specific collateral of secured lenders is governed by a protocol that has already been approved by this court.

[13] I accept the Receiver's submission, in the absence of opposition from any stakeholder, that the respective fees and disbursements of the Receiver (in the amount of $4,275,905.06) and the Receiver's counsel (in the amount of $1,653,498.01), in each case for the period from June 1, 2025 up to April 30, 2026, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in these proceedings.

[14] As the Court of Appeal for Ontario held in *Bank of Nova Scotia v Diemer* 2014 ONCA 851 at paras 33 and 45, this Court does not undertake a line-by-line analysis of the invoices of its Court officers and their counsel. Rather, the guiding principles on fee approvals of this nature are whether the fees are fair, reasonable, and proportionate given the value of the assets and liabilities, as well as the complexity of the proceeding. In considering these guiding principles, the fees and disbursements of the Receiver and its counsel are appropriate and are approved on that basis.

Orders

[15] I have signed the following four orders dated May 25, 2026 in both the Receivership and CCAA proceedings that include the approval of the Transactions, the Nominee Transfer Agreements and the CBRE fees:

(a) The Calgary Property AVO

(b) The Devonshire Property AVO

(c) The Vancouver Property AVO

As well as

(d) The Fee Approval Order.

All with immediate effect.



Date: May 25, 2026

Jessica Kimmel