

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE

JUSTICE HAINEY

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WEDNESDAY, THE 16TH

DAY OF SEPTEMBER, 2020



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 PERASO TECHNOLOGIES INC.

(the "Applicant")

ORDER

(Re: Stock Option Plan and Pre-Filing Payments)

THIS MOTION, made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), proceeded on this day by way of videoconference due to the COVID-19 crisis.

ON READING the affidavit of Ronald Glibbery affirmed September 11, 2020 (the "Tenth Glibbery Affidavit") and the Seventh Report of Ernst & Young Inc., in its capacity as monitor (the "Monitor"), and on hearing the submissions of counsel for the Applicant and counsel for the Monitor, and those other parties listed on the counsel slip;

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

SHARE OPTION PLAN

2. **THIS COURT ORDERS** that the Applicant is hereby authorized to increase the number of "Option Shares" issuable under its Share Option Plan attached at Exhibit "A" to the Tenth Glibbery Affidavit (the "SOP") from ten percent (10%) to twenty percent (20%) of the "Outstanding Issue", as such terms are defined in the SOP.

CRITICAL SUPPLIERS

3. **THIS COURT ORDERS** that the Applicant is hereby authorized to pay the aggregate maximum amount of US\$250,000 to its suppliers that provide essential services and/or products (the "Critical Suppliers") for amounts outstanding as at the date of the Initial Order (being June 3, 2020), provided that the Monitor approves the designation of any supplier as a Critical Supplier and approves any payments thereto, and subject to compliance with applicable provisions of any debtor-in-possession lending or credit documents.

GENERAL

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

6. THIS COURT ORDERS that this Order and all of its provisions are effective from the date it is made without any need for entry and filing.

A handwritten signature in black ink, appearing to read "Hamie J.", written over a horizontal line.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 17 2020

PER / PAR:

A handwritten signature in blue ink, consisting of stylized initials.

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 PERASO TECHNOLOGIES INC.

Court File No.: CV-20-00642010-00CL

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

ORDER
(Re: Stock Option Plan and Pre-Filing
Payments)

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