Ontario

Ontario Securities Commission | Commission des valeurs mobilières de l'Ontario | 22nd Floor 20 Queen Street West Toronto ON M5H 3S8 | 22e étage 20, rue queen ouest Toronto ON M5H 3S8

IN THE MATTER OF
ONTARIO REGULATION 398/21, AS AMENDED
(the "Regulation")

MADE UNDER
THE BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990, c. B.16, AS AMENDED
(the "OBCA")

AND

IN THE MATTER OF
ECN CAPITAL CORP.
(the "Applicant")

CONSENT
(Subsection 21(b) of the Regulation)

UPON the application (the "**Application**") of the Applicant to the Ontario Securities Commission (the "**Commission**") requesting the consent of the Commission, pursuant to subsection 21(b) of the Regulation, for the Applicant to continue in another jurisdiction pursuant to section 181 of the OBCA (the "**Continuance**");

AND UPON considering the Application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is an offering corporation under the OBCA.

2. The Applicant was formed on April 30, 2026 pursuant to the amalgamation under the OBCA (the "**Amalgamation**") of ECN Capital Corp. ("**Predecessor ECN**") and Sinatra CA Acquisition Corp. (the "**Purchaser**").

3. The Applicant's registered office is located at 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9 and the Applicant's corporate head office is located at 777 South Flagler Drive, Suite 800 East, West Palm Beach, Florida 33401.

4. The Applicant's authorized share capital currently consists of an unlimited number of common shares (the "**Common Shares**"), of which 2,046,097,632.52 are issued and outstanding.

5. There are currently three series of debt securities outstanding, namely (i) 6.00% senior unsecured debentures due 2026 in an aggregate principal amount C$86,250,000 (the "**2026 Debentures**"), (ii) 6.25% senior unsecured debentures due 2027 in an aggregate principal amount of C$60,000,000 (the "**2027 Debentures**") and (iii) 6.50% convertible senior unsecured debentures due 2030 in an aggregate principal amount of C$83,000,000 (the "**2030 Debentures**", and together with the 2026 Debentures and the 2027 Debentures, the

"**Debentures**").

6. The 2026 Debenture, 2027 Debenture and 2030 Debentures are listed on the Toronto Stock Exchange (the "**TSX**") under the symbols 'ECN.DB.A', 'ECN.DB.B' and 'ECN.DB.C', respectively.

7. The Applicant is a reporting issuer under the *Securities Act* (Ontario) R.S.O. 1990, c. S.5, as amended (the "**Act**") and the securities legislation of all of the other provinces of Canada (collectively, the "**Jurisdictions**").

8. On April 24, 2026 (the "**Closing Date**"), pursuant to Predecessor ECN's previously announced statutory plan of arrangement under the OBCA (the "**Arrangement**"), the Purchaser, a newly formed acquisition vehicle incorporated under the OBCA and controlled by an investor group led by investment funds managed by Warburg Pincus LLC ("**Warburg**"), acquired for cash all of Predecessor ECN's issued and outstanding share capital, being Predecessor ECN's outstanding common shares (the "**ECN Common Shares**"), cumulative 5-year minimum rate reset preferred shares, Series C (the "**ECN Series C Preferred Shares**") and mandatory convertible preferred shares, Series E (the "**ECN Series E Preferred Shares**", and together with the ECN Common Shares and the ECN Series C Preferred Shares, the "**ECN Shares**").

9. On December 16, 2025, Predecessor ECN obtained the interim order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") pursuant to section 182 of the OBCA providing for the calling and holding of the special meeting (the "**Meeting**") of the holders (the "**ECN Shareholders**") of ECN Shares to consider the Arrangement and other procedural matters. A description of the Arrangement was included in the management information circular dated December 17, 2025 mailed to the ECN Shareholders and filed on SEDAR+ on December 30, 2025.

10. At the Meeting held on January 20, 2026, Predecessor ECN obtained the requisite approvals of the ECN Shareholders in respect of the Arrangement.

11. On January 22, 2026, Predecessor ECN obtained a final order from the Court approving the Arrangement. The Arrangement closed on April 24, 2026.

12. As part of the Arrangement, Predecessor ECN amalgamated under the OBCA with certain of its wholly-owned subsidiaries, namely ECN Rail Corporation, ECN Aviation Inc., ECN (Canada) Holdings Corp., Element Investment Corp. and ECN Financial Inc., and continued as one corporation, ECN Capital Corp.

13. As a result of the completion of the Arrangement, Predecessor ECN became a direct wholly-owned subsidiary of the Purchaser.

14. On April 28, 2026, the ECN Common Shares and the ECN Series C Preferred Shares were delisted from the TSX. The Debentures remain listed on the TSX following the completion of the Arrangement and the Amalgamation and will continue to be listed following the Continuance. As a result, the Applicant will continue to be a reporting issuer in the Jurisdictions under applicable Canadian securities laws and the Commission will remain the Applicant's principal regulator.

15. On April 30, 2026, Predecessor ECN and the Purchaser amalgamated under the OBCA and continued as one corporation, being the Applicant. As a result of the Amalgamation, the Applicant is a direct wholly-owned subsidiary of Sinatra Acquisition Midco Inc. ("**Purchaser**

Parent"), a corporation formed under the laws of the State of Delaware and controlled by an investor group led by investment funds managed by Warburg.

16. Immediately following the Amalgamation, the Applicant will be continued under Section 388 of the *General Corporation Law of the State of Delaware* (the "**DGCL**"). Accordingly, the Applicant intends to apply to the Director under the OBCA pursuant to section 181 of the OBCA (the "**Application for Continuance**") for authorization of the Continuance.

17. The principal reason for the Continuance is reducing tax inefficiencies that currently result from the Applicant being a Canadian corporation despite having no operations in Canada. Upon completion of the Continuance, the Applicant will continue its legal existence in Delaware as if it had originally been incorporated under Delaware law.

18. In accordance with the OBCA, a special resolution of shareholders is required to authorize the Continuance (the "**Continuance Resolution**"). On April 30, 2026, the Continuance Resolution was approved in writing by the Applicant's sole shareholder, Purchaser Parent.

19. Within 30 days following the closing of the Arrangement, as required in accordance with the respective terms of the Debentures, the Applicant will make a cash offer to purchase all of the outstanding Debentures at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest (the "**Debenture Offer**"). In addition, beginning 10 trading days before the Closing Date until 30 days after the Debenture Offer is delivered (the "**Change of Control Conversion Period**"), holders of the 2030 Debentures are entitled to convert their debentures and receive, a cash payment in an amount equal to C$3.10 per Common Share that they would have been entitled to receive on conversion, inclusive of an additional number of shares they would have been entitled to receive upon conversion following a change of control of the Applicant as set out in the indenture for the 2030 Debentures (the "**2030 Debenture Indenture**"). Following the expiry of the Change of Control Conversion Period, holders of the 2030 Debentures will be entitled to receive, on any conversion of a 2030 Debenture, a cash payment in the amount of C$3.10 per ECN Common Share in lieu of the ECN Common Shares such holder would have been entitled to receive on conversion in accordance with the terms of the 2030 Debentures Indenture.

20. The Applicant intends to make the Debenture Offer promptly following the Continuance. A summary of the material terms respecting the Amalgamation and the Continuance was included in a press release issued by the Applicant on April 24, 2026, announcing, among other things, the completion of the Arrangement, and will be included in the Debenture Offer.

21. The rights and obligations of the Applicant and the holders of Debentures are set out in the respective indentures governing the Debentures (including the 2030 Debenture Indenture, the "**Indentures**"). Each Indenture contains typical "successor" provisions addressing, among other things, mergers and amalgamations, including the Arrangement. As such, no consents or approvals are required from the holders of Debentures for the Arrangement, the Amalgamation or the Continuance. Consistent with the Indentures, the Applicant will continue to be bound by all the covenants and obligations of Predecessor ECN under the Indentures in respect of the Debentures following completion of the Arrangement, the Amalgamation and the Continuance.

22. Pursuant to subsection 21(b) of the Regulation, where a corporation is an offering corporation, the Application for Continuance must be accompanied by a written consent from the Commission.

23. The Applicant is not in default under (i) any provision of the OBCA, the Act or the regulations

or rules made thereunder, (ii) any rules made under the securities legislation of any other Jurisdiction and (iii) any of the rules, regulations or policies of the TSX.

24. The Applicant is not subject to any proceeding under the OBCA, the Act or the securities legislation of any other Jurisdiction.

25. The material rights, duties and obligations of a corporation governed by the DGCL are substantially similar to those of a corporation governed by the OBCA. In addition, given that the Debentures are debt obligations, the material rights of the holders of the Debentures and of the Applicant in respect of the Debentures will continue to be governed by the applicable indentures, which will continue in effect in accordance with their terms following the Continuance.

26. Following the Continuance, the Applicant's registered office will be located at 1209 Orange Street, Wilmington, Delaware 19801 in the County of New Castle and the Applicant's corporate head office will be located at 777 South Flagler Drive, Suite 800 East, West Palm Beach, Florida 33401.

27. The Applicant has provided an undertaking (the "**Undertaking**") to the Commission that it will complete and file an "Issuer Form of Submission to Jurisdiction and Appointment of Agent for Service of Process" (in the form of Schedule "A" thereto) (the "**Submission to Jurisdiction Form**") with the Commission through SEDAR+ promptly following the effective date of the Continuance. The Undertaking also provides that the Applicant will maintain and update the information contained in the Submission to Jurisdiction Form, or furnish a new Submission to Jurisdiction Form, in accordance with the provisions contained therein.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

THE COMMISSION HEREBY CONSENTS to the continuance of the Applicant as a corporation under the DGCL.

DATED at Toronto on this 1st day of May, 2026.

"Lina Creta"

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Lina Creta
Associate Vice President, Corporate Finance
Ontario Securities Commission

OSC File #: 2026-155