

BETWEEN:

SLC HOLDINGS INC.

(Applicant)

- and -

STRACON GROUP HOLDING INC. and ONTARIO SECURITIES

COMMISSION

(Respondents)

APPLICATION UNDER S. 127(1) OF THE *SECURITIES ACT*

NOTICE OF MOTION

The Applicant, SLC Holdings Inc. (“SLCH”), will make a Motion to the Tribunal on February 12, 2026.

PROPOSED METHOD OF HEARING: The Motion is to be heard by video conference.

THE MOTION IS FOR

- (a) an order granting SLCH standing to bring this application under section 127 of the *Securities Act*, R.S.O. 1990, c. s.5. (the “**Act**”);
- (b) Such further and other Relief as to this Tribunal may deem just.

THE GROUNDS FOR THE MOTION ARE

- (c) Under the laws of Peru, the amalgamation (the “**Amalgamation**”) between Stracon Group Holding Inc. (“**Stracon Canada**”) and Stracon Holdings S.A. (“**Stracon Peru**”) has not been completed. The assets of Stracon Peru have not transferred to Stracon Canada.
- (d) Accordingly, the representations in Stracon Canada’s prospectus that the Amalgamation was completed on November 1, 2025 are not accurate.
- (e) SLCH has requested that the Tribunal cease-trade Stracon Canada’s stock given the misrepresentations in Stracon Canada’s public disclosure.
- (f) The Tribunal should exercise its discretion to permit SLCH to bring this application under section 127 of the *Act* because:
 - (i) the application relates to both past and contemplated future conduct regulated by Ontario securities law;
 - (ii) the relief sought is future-looking and not purely enforcement in nature;
 - (iii) the Tribunal has the authority to impose an appropriate remedy in the circumstances;
 - (iv) SLCH is directly affected by Stracon Canada’s conduct. SLCH has a USD \$27 million claim against Stracon Canada. SLCH therefore has a direct interest in Stracon Canada’s ability to satisfy its liabilities. A class proceeding commenced by investors who purchase Stracon Canada’s

securities in reliance on materially misleading public disclosure would expose Stracon Canada to substantial liability and could materially impair SLCH's ability to enforce any judgment it may obtain against Stracon Canada;

(v) it is in the public interest for the Tribunal to hear the application. This application engages the fundamental purposes of the *Act*, namely, protecting investors and fostering confidence in capital markets; and

(vi) SLCH has demonstrated a *prima facie* case.

(g) Such further and other grounds as the lawyers may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

- (a) The affidavit of Gilles Gosselin;
- (b) The affidavit of Aresio Viveros;
- (c) The affidavit of Erin Tucker;
- (d) The affidavit of Alfredo Bullard;
- (e) The affidavit of Emil Ruppert;
- (f) The affidavit of Frank Piersol;
- (g) The affidavit of Emily Kane;
- (h) Letter from McCarthy Tétrault LLP dated January 26, 2026; and

- (i) Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

February 2, 2026

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Respondent

AND TO: **ONTARIO SECURITIES COMMISSION**
20 Queen Street West,
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RESPONDENT

**SLC HOLDINGS INC.
Applicant**

**-and- STRACON GROUP HOLDING INC. et al.
Respondents**

File No. 2026-6

ONTARIO CAPITAL MARKETS TRIBUNAL

NOTICE OF MOTION

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