IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: RELIZ TECHNOLOGY GROUP HOLDINGS INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 26-10371 (TMH) (Jointly Administered) **Obj. Deadline: 5/26/26 at 10:00 a.m. (ET)** **Hrg. Date: 5/28/26 at 9:30 a.m. (ET)** **Related to Docket Nos. 16, 17, 62, 119, 225, 266, 311**

NOTICE OF PROPOSED FINAL CASH COLLATERAL ORDER AND FINAL HEARING WITH RESPECT TO MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING POSTPETITION USE OF CASH COLLATERAL; (II) GRANTING ADEQUATE PROTECTION TO THE PREPETITION SECURED PARTY; (III) SCHEDULING A FINAL HEARING; AND (IV) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that, on March 16, 2026, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief* [Docket No. 16] (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, on March 18, 2026, the Court entered the *Interim Order (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 62] (the "Interim Order").

PLEASE TAKE FURTHER NOTICE that, on March 30, 2026, the Court entered the *Second Interim Order (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 119] (the "Second Interim Order").

PLEASE TAKE FURTHER NOTICE that, on April 17, 2026, the Court entered the *Third Interim Order (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 225] (the "Third Interim Order").

[1] The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors' service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

PLEASE TAKE FURTHER NOTICE that, on April 29, 2026, the Court entered the *Amended Fourth Interim Order (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 266] (the "Fourth Interim Order").

PLEASE TAKE FURTHER NOTICE that, on May 11, 2026, the Court entered the *Fifth Interim Order (I) Authorizing Postpetition Use of Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Party; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 311] (the "Fifth Interim Order").

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Motion on a final basis and entry of a final cash collateral order (the "Proposed Final Order") at a hearing to be held on **May 28, 2026, at 9:30 a.m. (prevailing Eastern Time)** before the Honorable Thomas M. Horan, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801. The Proposed Final Order is attached hereto as **Exhibit A**, and a redline version of the Proposed Final Order reflecting all changes from the Fifth Interim Order is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of the Proposed Final Order must be filed on or before **May 26, 2026, at 10:00 a.m. (prevailing Eastern Time)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 and served upon the following parties (collectively, the "Notice Parties") so as to be actually received by the Objection Deadline: (a) counsel to the Debtors, McDermott Will & Schulte LLP, The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, DE 19801 (Attn: David R. Hurst (dhurst@mcdermottlaw.com) and Andrew A. Mark (amark@mcdermottlaw.com)), One Vanderbilt Avenue, New York, NY 10017 (Attn: Darren Azman (dazman@mcdermottlaw.com), Joseph B. Evans (jbevans@mcdermottlaw.com), and R. Ethan Dover (edover@mcdermottlaw.com)), and 333 SE 2nd Avenue, Suite 4500, Miami, FL 33131 (Attn: Gregg Steinman (gsteinman@mcdermottlaw.com)); (b) counsel to the Official Committee of Unsecured Creditors, Morris James LLP, 3205 Avenue North Blvd., Suite 100, Wilmington, DE 19803 (Attn: Eric J. Monzo (emonzo@morrisjames.com), Tara C. Pakrouh (tpakrouh@morrisjames.com), and Siena B. Cerra (scerra@morrisjames.com)); (c) counsel to the Prepetition Secured Party, White & Case LLP, Southeast Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, FL 33131-2352 (Attn: Keith H. Wofford (kwofford@whitecase.com)), 300 N. LaSalle Drive, Chicago, IL 60654 (Attn: Gregory F. Pesce (gpesce@whitecase.com)), and 75 State Street, Boston, MA 02109 (Attn: Stephen Moeller-Sally (ssally@whitecase.com)); and (d) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin Hackman (benjamin.a.hackman@usdoj.gov)).

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PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED AND ENTER THE PROPOSED FINAL ORDER WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 20, 2026
Wilmington, Delaware

MCDERMOTT WILL & SCHULTE LLP

/s/ David R. Hurst

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Counsel for Debtors and Debtors in Possession

EXHIBIT A

Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: RELIZ TECHNOLOGY GROUP HOLDINGS INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 26-10371 (TMH) (Jointly Administered) **Related to Docket Nos. 16, 17, 62, 119, 182, 185, 225, 228, 241, 242, 248, 266, 311**

FINAL ORDER (I) AUTHORIZING POSTPETITION USE OF CASH COLLATERAL; (II) GRANTING ADEQUATE PROTECTION TO THE PREPETITION SECURED PARTY; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the Debtors for entry of a final order (this "Final Order") (i) authorizing the use of Cash Collateral, (ii) granting adequate protection to the Prepetition Secured Party, and (iii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and notice of the Motion having been given in accordance with the Local Rules; and it appearing that no other or further notice is necessary; and it appearing that the relief requested

[1] The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors' service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor;

THE COURT HEREBY FINDS AND DETERMINES:[3]

A. Petition Date. On March 15, 2026 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court.

B. Debtors in Possession. The Debtors are continuing to manage and operate their businesses and property as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases. On March 27, 2026, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors (the "Committee"). *See* Docket No. 104.

C. Jurisdiction and Venue. The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. The Court may enter a final order consistent with Article III of the United States Constitution. This is a core proceeding under 28 U.S.C. § 157(b). Venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

D. Notice. Notice of the Motion and the hearing thereon was provided pursuant to Bankruptcy Rules 2002, 4001(b) and (d), and 9006 and Local Rule 4001-2, as required by sections 361 and 363 of the Bankruptcy Code and the Local Rules. No further notice of, or hearing on, the relief sought in the Motion is necessary or required. The Debtors have represented that notice of the Motion has been provided by the Debtors to: (a) the U.S. Trustee; (b) the Internal Revenue Service; (c) the Securities and Exchange Commission; (d) the United States Attorney for

[3] To the extent any findings of fact constitute conclusions of law, they are adopted as such, and vice versa.

the District of Delaware; (e) the parties included on the Debtors' list of its 30 largest unsecured creditors; (f) the Prepetition Secured Party; (g) proposed counsel to the Official Committee of Unsecured Creditors (the "Committee"), Morris James LLP 3205 Ave N Blvd, Suite 100, Wilmington, DE 19803 (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Tara C. Pakrouh (tpakrouh@morrisjames.com); and (h) all parties entitled to notice pursuant to Local Rules 2002-1(b) and 9013-1(m) (the "Notice Parties").

E. Necessity of Relief Requested. Good cause has been shown for the entry of this Final Order. The Debtors have an immediate need to use Cash Collateral, to, among other things, fund the orderly continuation of their business, maintain the confidence of their customers and vendors, pay their operating expenses, and preserve their going-concern value. In the absence of the availability of such liquidity in accordance with the terms hereof, the continued operation of the Debtors' business and the funding of the administrative costs of the estate would not be possible, and serious and irreparable harm to the Debtors, their estates, and their creditors would occur. The terms for the Debtors' use of Cash Collateral pursuant to this Final Order are fair and reasonable, reflect the Debtors' exercise of prudent business judgment consistent with their fiduciary duties, and constitute reasonably equivalent value and fair consideration. The Debtors have requested entry of this Final Order pursuant to Bankruptcy Rule 4001(b)(2) and (d). Absent granting the relief sought by this Final Order, the Debtors' estates would be immediately and irreparably harmed. The use of Cash Collateral in accordance with this Final Order is therefore in the best interest of the Debtors and their estates, their creditors, and other parties in interest.

F. Adequate Protection of Prepetition Secured Party. In connection with the use of Cash Collateral, the Prepetition Secured Party is entitled to adequate protection of its interests in its Cash Collateral pursuant to sections 361, 363(c)(2) and 363(c) of the Bankruptcy Code to the

extent set forth in this Final Order. As adequate protection, the Prepetition Secured Party will receive the adequate protection described in paragraphs 4, 5, 6, and 7 of this Final Order.

Based upon the foregoing findings and conclusions, the Motion, and the record before this Court with respect to the Motion, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED AND ADJUDGED that:

1. Motion Granted. The Motion is GRANTED on a final basis, and the use of Cash Collateral is authorized on a final basis, in accordance with the terms and conditions set forth in this Final Order.

2. Objections to Entry of Final Order Overruled. All objections to the entry of this Final Order, to the extent not withdrawn, waived, or resolved, are hereby denied and overruled.

3. Authorization to Use Cash Collateral. Subject to the terms and conditions of this Final Order, the Debtors are authorized to use the Cash Collateral during the period (the "Final Period") from the Petition Date through and including the occurrence of the Termination Date (as defined below).

4. Prepetition Secured Party's Adequate Protection. As adequate protection for the Debtors' use of the Cash Collateral, the Prepetition Secured Party is granted and solely to the extent of (a) the postpetition diminution in value of such Prepetition Secured Party's interest in the Cash Collateral resulting from the use, sale, or lease by the Debtors of the Cash Collateral and the imposition or enforcement of the automatic stay pursuant to section 362(a) of the Bankruptcy Code and (b) any valid and enforceable prepetition liens in favor of such Prepetition Secured Party:

a. valid and perfected replacement security interests in and liens (the "Adequate Protection Liens") upon the Debtors' assets and properties (whether existing on the Petition Date or arising or acquired thereafter), including the Prepetition Collateral, and any

proceeds thereof (collectively, the "Replacement Collateral"), in each case subject only to any valid, enforceable, and perfected senior liens on the Prepetition Collateral in existence as of the Petition Date (collectively, the "Prior Senior Liens"); *provided that*, the Replacement Collateral shall not include any claims or causes of action arising under chapter 5 of the Bankruptcy Code (the "Avoidance Actions"), including any proceeds of such Avoidance Actions, and

b. a superpriority administrative claim (the "Adequate Protection Superpriority Claim") against the Debtors' estates, as and to the extent provided in section 507(b) of the Bankruptcy Code.

5. Cash Escrow. As further adequate protection, the Debtors shall hold $6,000,000.00 in a segregated account (the "Cash Escrow") for the benefit of the Prepetition Secured Party pending final allowance of the Prepetition Secured Party's prepetition secured claim (the "Prepetition Claim"); *provided*, *however*, that to the extent any or all of the Prepetition Claim against the Debtors is determined, adjudicated, or adjudged by this Court to not be secured or properly perfected, any unsecured portion of the Prepetition Claim shall not be entitled to proceeds of the Cash Escrow and such corresponding amount shall be released to the Debtors' estates.

6. Reporting. As further adequate protection, the Debtors shall provide the Prepetition Secured Party, the Committee, 1548199 Alberta Ltd., and Robert J. Bertram and their respective professionals with the following reports:

a. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report of cash and cryptocurrency on hand as of the close of business on the immediately preceding Friday, which shall indicate (i) the amount and type of each cryptocurrency, (ii) the fair market value of the

Debtors' holdings of each such cryptocurrency on such date, and (iii) the amount of cash or other assets received in exchange for any cryptocurrency sold or transferred during the prior week;

b. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report on any sale or other disposition of assets other than cryptocurrency ("Non-Crypto Assets") during the prior week or the entry by any Debtor into an agreement to sell or otherwise dispose of any Non-Crypto Assets;

c. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report on any Intercompany Transactions[4] exceeding $100,000 during the prior week (other than ordinary course funding of payroll), including, for each transfer, the name of the transferor, the name of the transferee and the date and amount of the transfer; and

d. beginning no later than April 6, 2026, every other Monday (or the immediately succeeding business day, if such Monday is not a business day), a report on any pending or threatened litigation asserting ownership of or seeking the segregation of, or imposition of a lien or trust on, any cash or cryptocurrency held by the Debtors or any proceeds thereof.

7. Modification of Automatic Stay. The automatic stay under Bankruptcy Code section 362(a) is hereby modified as necessary to effectuate all of the terms and provisions of this Final Order, including, without limitation, to: (a) permit the Debtors to grant the Adequate

[4] "Intercompany Transaction" has the meaning ascribed to such term in the *Interim Order (I) Authorizing Debtors to (A) Continue to Operate their Cash Management System and (B) Maintain Existing Bankr Accounts and Business forms and Honor Certain Prepetition Obligations Related Thereto; (II) Authorizing the Debtors to (A) Continue to Perform Intercompany Transactions and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims; (III) Extending the Time for the Debtors to Comply with Requirements Set Forth in 11 U.S.C. § 345(b); and (IV) Granting Related Relief* [Docket No. 75].

Protection Liens and the Adequate Protection Superpriority Claim; (b) permit the Prepetition Secured Party to perform such acts to assure the perfection and priority of the liens granted herein; and (c) permit the Debtors to make any payments authorized to be made in accordance with the terms of this Final Order.

8. Perfection of Adequate Protection Liens. This Final Order shall be sufficient and conclusive evidence of the validity, perfection, and priority of the security interests and liens granted under this Final Order, without the necessity of filing or recording any mortgage, financing statement, or other instrument or document which may otherwise be required under the law or regulation of any jurisdiction or the taking of any other action to validate or perfect (in accordance with applicable non-bankruptcy law) the security interests and liens granted herein, or to entitle the Prepetition Secured Party to the priorities granted herein. Notwithstanding the foregoing, the Prepetition Secured Party may file such financing statements, mortgages, deeds of trust, notices of lien, or similar instruments or otherwise confirm perfection of such liens, security interests, and mortgages without seeking modification of the automatic stay under section 362 of the Bankruptcy Code and all such documents shall be deemed to have been filed or recorded at the time of and on the applicable Petition Date. The Prepetition Secured Party may, in its discretion, file a photocopy of this Final Order as a financing statement with any recording officer designated to file financing statements or with any registry of deeds or similar office in any jurisdiction in which any Debtor has real or personal property and, in such event, the subject filing or recording officer shall be authorized to file or record such copy of this Final Order. For the avoidance of doubt, nothing in this Final Order shall constitute a finding of fact or conclusion of law regarding the existence, validity, amount, or perfection of any debt(s) owed to or lien(s) or other interest(s) granted in favor of the Prepetition Secured Party, and the rights of all parties-in-interest, including without

limitation the Committee and any chapter 7 or 11 trustee appointed or elected in these cases, to challenge the existence, validity, amount, and perfection of any debt(s) owed to or lien(s) or other interest(s) granted in favor of the Prepetition Secured Party are fully reserved. In the event of a successful challenge, the Court can fashion an appropriate remedy.

9. Professional Fee Escrow. The fees and expenses of the Debtors' professionals (the "Debtor Professionals") and the Committee's professionals (the "Committee Professionals" and, together with the Debtor Professionals, the "Professionals") shall be set aside weekly based on the actual accruals of the Professionals' incurred fees and expenses from the prior week and held by the Debtor in a segregated account for the sole benefit of the Professionals (the "Professional Fee Escrow"). The amount paid by the Debtors in any month for the fees and expenses of the Professionals shall only be paid after consultation with the Committee and upon allowance or authorization by this Court from funds on deposit in the Professional Fee Escrow. In addition, until such time as this Court considers the fees and expenses of the Professionals on a final basis, the Debtor Professionals and Committee Professionals shall only be entitled to satisfy their fees from the amounts allocated to each. When this Court considers the fees and expenses of the Professionals on a final basis, to the extent there are funds allocated to either the Debtor Professionals or the Committee Professionals in excess of what is needed to satisfy the remaining fees and expenses owed to either group of Professionals, those excess funds may be used to satisfy the fees and expenses of any Professional. For the avoidance of doubt, payment of the Professionals' fees and expenses are not limited solely to funds held in the Professional Fee Escrow.

10. Termination Date. The Debtors' right to use Cash Collateral shall terminate on the earliest to occur of the following (a "Termination Date"): (x) 11:59 p.m., New York City time, on

August 1, 2026, unless a further order is entered extending the Debtors' right to use Cash Collateral (y) 11:59 p.m., New York City time, on the effective date of any Chapter 11 plan confirmed by the Court; and (z) the date upon which the Court issues an order following notice and a hearing providing for the termination of the further use of Cash Collateral due to the failure by the Debtors to comply with the material terms, covenants, and conditions of this Final Order.

11. Reservation of Rights. Notwithstanding anything herein or in the Motion to the contrary herein, the Debtors reserve all of their rights and nothing herein or in the Motion shall prejudice the Debtors' ability, to (a) seek any further use of Cash Collateral (including on a non-consensual basis) on any terms and conditions, (b) to the extent that any cash payment made to the Prepetition Secured Party as adequate protection is not allowed under section 506(b) of the Bankruptcy Code, seek to recharacterize and apply such payment toward principal owed under the Promissory Notes, (c) seek a surcharge pursuant to section 506(c) of the Bankruptcy Code, (d) seek marshalling with respect to the Promissory Notes, (e) seek relief under section 552(b) of the Bankruptcy Code, or (f) dispute any claim or lien on any grounds. The rights of all parties in interest (including the Prepetition Secured Party) with respect to any request to use Cash Collateral, the validity, extent, and priority of any claims, and any purported liens securing such claims are reserved in all respects.

12. Miscellaneous.

a. Binding Effect of Final Order. The provisions of this Final Order, including all findings herein, shall be binding upon all parties in interest in the Chapter 11 Cases, including, without limitation, the Prepetition Secured Party, the Debtors, and their respective successors and assigns (including any trustee hereinafter appointed or elected for the estate of any Debtor, an examiner appointed pursuant to section 1104 of the Bankruptcy Code, or any other fiduciary

appointed as a legal representative of the Debtors or with respect to the property of the estate of any of the Debtors).

b. Headings. The headings in this Final Order are for purposes of reference only and shall not limit or otherwise affect the meaning of this Final Order.

c. Effect of this Final Order. This Final Order shall constitute findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052.

d. No Third Party Rights. Except as explicitly provided for herein, this Final Order does not create any rights for the benefit of any third party, creditor, equity holder or any direct, indirect, or incidental beneficiary.

e. Survival of Final Order. The provisions of this Final Order and any actions taken pursuant hereto shall survive the entry of any order which may be entered (i) confirming any chapter 11 plan of reorganization in the Chapter 11 Cases, (ii) converting any of the Chapter 11 Cases to a case under chapter 7 of the Bankruptcy Code, (iii) to the extent authorized by applicable law, dismissing any of the Chapter 11 Cases, (iv) withdrawing of the reference of any of the Chapter 11 Cases from the Court, or (v) providing for abstention from handling or retaining of jurisdiction of any of the Chapter 11 Cases in the Court.

f. Retention of Jurisdiction. The Court has and will retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement this Final Order according to its terms.

g. Debtor Authorization to Effectuate Relief. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order.

13. This Final Order, nor any such use of cash collateral by the Debtors during the Final Period, shall be a basis on which to deny, impeach, contradict, or negate the constructive trust

claim of Robert J. Bertram and 1548199 Alberta Ltd., or any defense of the Debtors, the Committee, the Prepetition Secured Party, or other parties in interest thereto.

14. Nothing herein shall be deemed a waiver of any parties' rights, and all parties' respective rights are expressly reserved, with respect to the validity, perfection, scope, and amount of any prepetition claim or liens of the Prepetition Secured Party and any claims against any prepetition creditor in accordance with Del. Bankr. L.R. 4001-2(a)(i)(Q), including, without limitation, the Committee's right to initiate a challenge with respect to the validity, perfection, scope, and amount of any prepetition claim or liens of the Prepetition Secured Party.

EXHIBIT B

Redline Version of Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: RELIZ TECHNOLOGY GROUP HOLDINGS INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 26-10371 (TMH) (Jointly Administered) **Related to Docket Nos. 16, 17, 62, 119, 182, 185, 225, 228, 241, 242, 248, 266, 311**

~~FIFTH INTERIM~~FINAL ORDER (I) AUTHORIZING POSTPETITION USE OF ~~OF~~ CASH COLLATERAL; (II) GRANTING ADEQUATE PROTECTION TO THE PREPETITION SECURED PARTY; AND (III) ~~SCHEDULING A FINAL HEARING; AND (IV)~~ GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the Debtors for entry of ~~an interim~~a final order (this "~~Fifth Interim~~Final Order") ~~and a Final Order~~ (i) authorizing the use of Cash Collateral, (ii) granting adequate protection to the Prepetition Secured Party, and (iii) ~~scheduling a final hearing pursuant to Bankruptcy Rules 4001(b) and (d), and (iv)~~ granting related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and notice of the Motion having

[1] The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors' service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

been given in accordance with the Local Rules; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor;

THE COURT HEREBY FINDS AND DETERMINES:[3]

A. Petition Date. On March 15, 2026 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court.

B. Debtors in Possession. The Debtors are continuing to manage and operate their businesses and property as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases. On March 27, 2026, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors (the "Committee"). *See* Docket No. 104.

C. Jurisdiction and Venue. The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. The Court may enter a final order consistent with Article III of the United States Constitution. This is a core proceeding under 28 U.S.C. § 157(b). Venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

D. Notice. Notice of the Motion and the hearing thereon was provided pursuant to Bankruptcy Rules 2002, 4001(b) and (d), and 9006 and Local Rule 4001-2, as required by sections 361 and 363 of the Bankruptcy Code and the Local Rules. ~~Except as provided herein~~

[3] To the extent any findings of fact constitute conclusions of law, they are adopted as such, and vice versa.

~~with respect to notice of the final hearing on the Motion and the Final Order, no~~No further notice of, or hearing on, the relief sought in the Motion is necessary or required. The Debtors have represented that notice of the Motion has been provided by the Debtors to: (a) the U.S. Trustee; (b) the Internal Revenue Service; (c) the Securities and Exchange Commission; (d) the United States Attorney for the District of Delaware; (e) the parties included on the Debtors' list of its 30 largest unsecured creditors; (f) the Prepetition Secured Party; (g) proposed counsel to the Official Committee of Unsecured Creditors (the "Committee"), Morris James LLP 3205 Ave N Blvd, Suite 100, Wilmington, DE 19803 (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Tara C. Pakrouh (tpakrouh@morrisjames.com); and (h) all parties entitled to notice pursuant to Local Rules 2002-1(b) and 9013-1(m) (the "Notice Parties").

E. Necessity of Relief Requested. Good cause has been shown for the entry of this ~~Fifth Interim~~Final Order. The Debtors have an immediate need to use Cash Collateral, to, among other things, fund the orderly continuation of their business, maintain the confidence of their customers and vendors, pay their operating expenses, and preserve their going-concern value. In the absence of the availability of such liquidity in accordance with the terms hereof, the continued operation of the Debtors' business and the funding of the administrative costs of the estate would not be possible, and serious and irreparable harm to the Debtors, their estates, and their creditors would occur. The terms for the Debtors' use of Cash Collateral pursuant to this ~~Fifth Interim~~Final Order are fair and reasonable, reflect the Debtors' exercise of prudent business judgment consistent with their fiduciary duties, and constitute reasonably equivalent value and fair consideration. The Debtors have requested entry of this ~~Fifth Interim~~Final Order pursuant to Bankruptcy Rule 4001(b)(2) and (d). Absent granting the relief sought by this ~~Fifth Interim~~Final Order, the Debtors' estates would be immediately and irreparably harmed. The use of Cash

Collateral in accordance with this ~~Fifth Interim~~Final Order is therefore in the best interest of the Debtors and their estates, their creditors, and other parties in interest.

F. Adequate Protection of Prepetition Secured Party. In connection with the use of Cash Collateral, the Prepetition Secured Party is entitled to adequate protection of its interests in its Cash Collateral pursuant to sections 361, 363(c)(2) and 363(c) of the Bankruptcy Code to the extent set forth in this ~~Fifth Interim~~Final Order. As adequate protection, the Prepetition Secured Party will receive the adequate protection described in paragraphs 4, 5~~ and~~, 6, and 7 of this ~~Fifth Interim~~Final Order.

Based upon the foregoing findings and conclusions, the Motion, and the record before this Court with respect to the Motion, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED AND ADJUDGED that:

1. Motion Granted. The Motion is GRANTED on ~~an interim~~a final basis, and the use of Cash Collateral is authorized on ~~an interim~~a final basis, in accordance with the terms and conditions set forth in this ~~Fifth Interim~~Final Order.

2. Objections to Entry of ~~Fifth Interim~~Final Order Overruled. All objections to the entry of this ~~Fifth Interim~~Final Order, to the extent not withdrawn, waived, or resolved, are hereby denied and overruled.

3. Authorization to Use Cash Collateral. Subject to the terms and conditions of this ~~Fifth Interim~~Final Order, the Debtors are authorized to use the Cash Collateral during the period (the "~~Interim~~Final Period") from the Petition Date through and including the occurrence of the Termination Date (as defined below)~~, *provided that*, the Debtors' use of Cash Collateral shall not exceed $15,000,000.00 during the Interim Period (the "Interim Amount"), *provided further that*, the Debtors may exceed the Interim Amount with the consent of (i) the Prepetition Secured~~

~~Party and (ii) the Ad Hoc Group of BlockFills Clients, 1548199 Alberta Ltd., Robert J. Bertram, the Richard E. Ward Revocable Trust, and Artha Investment Partners LLC; and (iii) the Committee (collectively, the "Consent Parties"), or further order of the Court.~~.

4. Prepetition Secured Party's Adequate Protection. As adequate protection for the Debtors' use of the Cash Collateral, the Prepetition Secured Party is granted and solely to the extent of (a) the postpetition diminution in value of such Prepetition Secured Party's interest in the Cash Collateral resulting from the use, sale, or lease by the Debtors of the Cash Collateral and the imposition or enforcement of the automatic stay pursuant to section 362(a) of the Bankruptcy Code and (b) any valid and enforceable prepetition liens in favor of such Prepetition Secured Party:

a. valid and perfected replacement security interests in and liens (the "Adequate Protection Liens") upon the Debtors' assets and properties (whether existing on the Petition Date or arising or acquired thereafter), including the Prepetition Collateral, and any proceeds thereof (collectively, the "Replacement Collateral"),[3] in each case subject only to any valid, enforceable, and perfected senior liens on the Prepetition Collateral in existence as of the Petition Date (collectively, the "Prior Senior Liens"); *provided*~~, except as otherwise provided in the Final Order~~ *that*, the Replacement Collateral shall not include any claims or causes of action arising under chapter 5 of the Bankruptcy Code (the "Avoidance Actions"), including any proceeds of such Avoidance Actions, and

[3] ~~The Committee expressly reserves all rights related to whether digital assets currently held by the Debtors is property of the Debtors' estates.~~

b. a superpriority administrative claim (the "Adequate Protection Superpriority Claim") against the Debtors' estates, as and to the extent provided in section 507(b) of the Bankruptcy Code.

5. Cash Escrow. As further adequate protection, the Debtors shall hold $6,000,000.00 in a segregated account (the "Cash Escrow") for the benefit of the Prepetition Secured Party pending final allowance of the Prepetition Secured Party's prepetition secured claim (the "Prepetition Claim"); *provided*, *however*, that to the extent any or all of the Prepetition Claim against the Debtors is determined, adjudicated, or adjudged by this Court to not be secured or properly perfected, any unsecured portion of the Prepetition Claim shall not be entitled to proceeds of the Cash Escrow and such corresponding amount shall be released to the Debtors' estates.

6. Reporting. As further adequate protection, the Debtors shall provide the Prepetition Secured Party ~~and~~, the ~~Consent Parties~~Committee, 1548199 Alberta Ltd., and Robert J. Bertram and their respective professionals with the following reports:

a. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report of cash and cryptocurrency on hand as of the close of business on the immediately preceding Friday, which shall indicate (i) the amount and type of each cryptocurrency, (ii) the fair market value of the Debtors' holdings of each such cryptocurrency on such date, and (iii) the amount of cash or other assets received in exchange for any cryptocurrency sold or transferred during the prior week;

b. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report on any sale or other disposition of assets other than cryptocurrency ("Non-Crypto Assets") during the prior

week or the entry by any Debtor into an agreement to sell or otherwise dispose of any Non-Crypto Assets;

c. beginning no later than April 6, 2026, on Monday of each week (or the immediately succeeding business day, if such Monday is not a business day), a report on any Intercompany Transactions[44] exceeding $100,000 during the prior week (other than ordinary course funding of payroll), including, for each transfer, the name of the transferor, the name of the transferee and the date and amount of the transfer; and

d. beginning no later than April 6, 2026, every other Monday (or the immediately succeeding business day, if such Monday is not a business day), a report on any pending or threatened litigation asserting ownership of or seeking the segregation of, or imposition of a lien or trust on, any cash or cryptocurrency held by the Debtors or any proceeds thereof.

7. Modification of Automatic Stay. The automatic stay under Bankruptcy Code section 362(a) is hereby modified as necessary to effectuate all of the terms and provisions of this ~~Fifth Interim~~Final Order, including, without limitation, to: (a) permit the Debtors to grant the Adequate Protection Liens and the Adequate Protection Superpriority Claim; (b) permit the Prepetition Secured Party to perform such acts to assure the perfection and priority of the liens granted herein; and (c) permit the Debtors to make any payments authorized to be made in accordance with the terms of this ~~Fifth Interim~~Final Order.

[44] "Intercompany Transaction" has the meaning ascribed to such term in the *Interim Order (I) Authorizing Debtors to (A) Continue to Operate their Cash Management System and (B) Maintain Existing Bankr Accounts and Business forms and Honor Certain Prepetition Obligations Related Thereto; (II) Authorizing the Debtors to (A) Continue to Perform Intercompany Transactions and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims; (III) Extending the Time for the Debtors to Comply with Requirements Set Forth in 11 U.S.C. § 345(b); and (IV) Granting Related Relief* [Docket No. 75].

8. Perfection of Adequate Protection Liens. This ~~Fifth Interim~~Final Order shall be sufficient and conclusive evidence of the validity, perfection, and priority of the security interests and liens granted under this ~~Fifth Interim~~Final Order, without the necessity of filing or recording any mortgage, financing statement, or other instrument or document which may otherwise be required under the law or regulation of any jurisdiction or the taking of any other action to validate or perfect (in accordance with applicable non-bankruptcy law) the security interests and liens granted herein, or to entitle the Prepetition Secured Party to the priorities granted herein. Notwithstanding the foregoing, the Prepetition Secured Party may file such financing statements, mortgages, deeds of trust, notices of lien, or similar instruments or otherwise confirm perfection of such liens, security interests, and mortgages without seeking modification of the automatic stay under section 362 of the Bankruptcy Code and all such documents shall be deemed to have been filed or recorded at the time of and on the applicable Petition Date. The Prepetition Secured Party may, in its discretion, file a photocopy of this ~~Fifth Interim~~Final Order as a financing statement with any recording officer designated to file financing statements or with any registry of deeds or similar office in any jurisdiction in which any Debtor has real or personal property and, in such event, the subject filing or recording officer shall be authorized to file or record such copy of this ~~Fifth Interim~~Final Order. For the avoidance of doubt, nothing in this ~~Fifth Interim~~Final Order shall constitute a finding of fact or conclusion of law regarding the existence, validity, amount, or perfection of any debt(s) owed to or lien(s) or other interest(s) granted in favor of the Prepetition Secured Party, and the rights of all parties-in-interest, including without limitation the Committee and any chapter 7 or 11 trustee appointed or elected in these cases, to challenge the existence, validity, amount, and perfection of any debt(s) owed to

or lien(s) or other interest(s) granted in favor of the Prepetition Secured Party are fully reserved. In the event of a successful challenge, the ~~court~~Court can fashion an appropriate remedy.

9. Professional Fee Escrow. The fees and expenses of the Debtors' professionals (the "Debtor Professionals") and the Committee's professionals (the "Committee Professionals" and, together with the Debtor Professionals, the "Professionals") shall be set aside weekly based on the actual accruals of the Professionals' incurred fees and expenses from the prior week and held by the Debtor in a segregated account for the sole benefit of the Professionals (the "Professional Fee Escrow"). ~~For the avoidance of doubt, during the Interim Period, the amount in the Professional Fee Escrow, together with all of the Debtors' other uses of Cash Collateral during the Interim Period, shall not exceed the Interim Amount.~~ The amount paid by the ~~Debtor~~Debtors in any month for the fees and expenses of the Professionals shall only be paid after consultation with the Committee and upon allowance or authorization by this Court from funds on deposit in the Professional Fee Escrow. In addition, until such time as this Court considers the fees and expenses of the Professionals on a final basis, the Debtor Professionals and Committee Professionals shall only be entitled to satisfy their fees from the amounts allocated to each. When this Court considers the fees and expenses of the Professionals on a final basis, to the extent there are funds allocated to either the Debtor Professionals or the Committee Professionals in excess of what is needed to satisfy the remaining fees and expenses owed to either group of Professionals, those excess funds may be used to satisfy the fees and expenses of any Professional. For the avoidance of doubt, payment of the Professionals' fees and expenses are not limited solely to funds held in the Professional Fee Escrow.

10. Termination Date. The Debtors' right to use Cash Collateral shall terminate on the earliest to occur of the following (a "Termination Date"): (x) 11:59 p.m., New York City

time, on ~~May 29~~August 1, 2026, unless a further order is entered extending the Debtors' right to use Cash Collateral (y) 11:59 p.m., New York City time, on the effective date of ~~the final hearing, unless a Final Order is entered extending the Debtors' right to use Cash Collateral~~any Chapter 11 plan confirmed by the Court; and (z) the date upon which the Court issues an order following notice and a hearing providing for the termination of the further use of Cash Collateral due to the failure by the Debtors to comply with the ~~materials~~material terms, covenants, and conditions of this ~~Fifth Interim~~Final Order.

~~11. Rights of the Prepetition Secured Party. Nothing in this Fifth Interim Order shall be deemed or construed to limit the Prepetition Secured Party's rights to seek other or further adequate protection.~~

11. ~~12.~~ Reservation of Rights. Notwithstanding anything herein or in the Motion to the contrary herein, the Debtors reserve all of their rights and nothing herein or in the Motion shall prejudice the Debtors' ability, to (a) seek any further use of Cash Collateral (including on a non-consensual basis) on any terms and conditions, (b) to the extent that any cash payment made to the Prepetition Secured Party as adequate protection is not allowed under section 506(b) of the Bankruptcy Code, seek to recharacterize and apply such payment toward principal owed under the Promissory Notes, (c) seek a surcharge pursuant to section 506(c) of the Bankruptcy Code, (d) seek marshalling with respect to the Promissory Notes, (e) seek relief under section 552(b) of the Bankruptcy Code, or (f) dispute any claim or lien on any grounds. The rights of all parties in interest (including the Prepetition Secured Party) with respect to any request to use Cash Collateral, the validity, extent, and priority of any claims, and any purported liens securing such claims are reserved in all respects.

12. ~~13.~~ Miscellaneous.

a. Binding Effect of ~~Fifth Interim~~Final Order. The provisions of this ~~Fifth Interim~~Final Order, including all findings herein, shall be binding upon all parties in interest in the Chapter 11 Cases, including, without limitation, the Prepetition Secured Party, the Debtors, and their respective successors and assigns (including any trustee hereinafter appointed or elected for the estate of any Debtor, an examiner appointed pursuant to section 1104 of the Bankruptcy Code, or any other fiduciary appointed as a legal representative of the Debtors or with respect to the property of the estate of any of the Debtors).

b. Headings. The headings in this ~~Fifth Interim~~Final Order are for purposes of reference only and shall not limit or otherwise affect the meaning of this ~~Fifth Interim~~Final Order.

c. Effect of this ~~Fifth Interim~~Final Order. This ~~Fifth Interim~~Final Order shall constitute findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052.

d. No Third Party Rights. Except as explicitly provided for herein, this ~~Fifth Interim~~Final Order does not create any rights for the benefit of any third party, creditor, equity holder or any direct, indirect, or incidental beneficiary.

e. Survival of ~~Fifth Interim~~Final Order. The provisions of this ~~Fifth Interim~~Final Order and any actions taken pursuant hereto shall survive the entry of any order which may be entered (i) confirming any chapter 11 plan of reorganization in the Chapter 11 Cases, (ii) converting any of the Chapter 11 Cases to a case under chapter 7 of the Bankruptcy Code, (iii) to the extent authorized by applicable law, dismissing any of the Chapter 11 Cases, (iv) withdrawing of the reference of any of the Chapter 11 Cases from the Court, or (v) providing

for abstention from handling or retaining of jurisdiction of any of the Chapter 11 Cases in the Court.

f. Retention of Jurisdiction. The Court has and will retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement this ~~Fifth Interim~~Final Order according to its terms.

g. Debtor Authorization to Effectuate Relief. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this ~~Fifth Interim~~Final Order.

~~14. Final Hearing. The final hearing (the "Final Hearing") on the Motion shall be held on May 28, 2026, at 9:30 a.m. (Eastern Time). Any objections or responses to the entry of the proposed Final Order shall be filed with the Court and served on the following no later 4:00 p.m. (Eastern Time) on May 21, 2026: (a) Reliz Technology Group Holdings Inc., 401 West Ontario Street, Suite 400, Chicago, IL 60654 (Attn: Joseph Perry); (b) counsel to the Debtors, McDermott Will & Schulte LLP, The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, DE 19801 (Attn: David R. Hurst (dhurst@mcdermottlaw.com) and Andrew A. Mark (amark@mcdermottlaw.com)), One Vanderbilt Avenue, New York, NY 10017 (Attn: Darren Azman (dazman@mcdermottlaw.com), Joseph B. Evans (jbevans@mcdermottlaw.com), and R. Ethan Dover (edover@mcdermottlaw.com)), and 333 SE 2nd Avenue, Suite 4500, Miami, FL 33131 (Attn: Gregg Steinman (gsteinman@mcdermottlaw.com)); (c) counsel to the Prepetition Secured Party, White & Case LLP, Southeast Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352 (Attn: Keith H. Wofford (kwofford@whitecase.com), 300 N. LaSalle Drive, Chicago, Illinois 60654 (Attn: Gregory F. Pesce (gpesce@whitecase.com), and 75 State Street, Boston, MA 02109 (Attn: Stephen Moeller-Sally (ssally@whitecase.com); and (d) the United States Trustee for the District of~~

~~Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin Hackman (benjamin.a.hackman@usdoj.gov)); and (e) proposed counsel to the Official Committee of Unsecured Creditors (the "Committee"), Morris James LLP 3205 Ave N Blvd, Suite 100, Wilmington, DE 19803 (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Tara C. Pakrouh (tpakrouh@morrisjames.com)). If no objections to entry of the Final Order are filed and served, the Court may enter such Final Order without further notice or hearing.~~

13. ~~15. Neither the Fifth Interim~~This Final Order, nor any such use of cash collateral by the Debtors during ~~this Interim~~the Final Period, shall be a basis on which to deny, impeach, contradict, or negate the constructive trust claim of Robert J. Bertram~~,~~ and 1548199 Alberta Ltd., ~~and Artha Investment Partners LLC,~~ or any defense of the Debtors, the Committee, ~~Celsius~~the Prepetition Secured Party, or other parties in interest thereto.

14. ~~16.~~ Nothing herein shall be deemed a waiver of any parties' rights ~~with respect to any Final Order~~, and all parties' respective rights are expressly reserved, with respect to ~~the same are reserved, including, without limitation, the Committee's right to challenge~~ the validity, perfection, scope, and amount of any prepetition claim or liens of the Prepetition Secured ~~Parties or the waiver of~~Party and any claims against ~~a~~any prepetition creditor in accordance with Del. Bankr. L.R. 4001-2(a)(i)(Q), including, without limitation, the Committee's right to initiate a challenge with respect to the validity, perfection, scope, and amount of any prepetition claim or liens of the Prepetition Secured Party.