

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS  
INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Joint Administration Requested)

Related to Docket Nos. 16, 17

**CERTIFICATION OF COUNSEL REGARDING 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**

The undersigned, proposed counsel to debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases, hereby certifies as follows:

1. On March 16, 2026, 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”).

2. Subsequent to the filing of the Motion, the Debtors received certain comments to the form of order submitted with the Motion (the “Informal Objections”) from (i) the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and (ii) Celsius Network Ltd. (“Celsius”).

<sup>1</sup> 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.



3. The Debtors negotiated in good faith with the U.S. Trustee and Celsius to resolve the Informal Objections, and amended the proposed form of order approving the Motion to reflect the agreement of the parties (the “Revised Order”). A copy of the Revised Order is attached hereto as **Exhibit A**, and a redline version of the Revised Order reflecting all changes from the form of order submitted with the Motion is attached hereto as **Exhibit B**.

4. On March 17, 2026, the Court held a hearing to consider, among other things, the relief requested in the Motion, and agreed to approve the Revised Order.

*[Remainder of Page Intentionally Left Blank]*

5. Accordingly, the Debtors respectfully request that the Court enter the Revised Order attached hereto as **Exhibit A** at the convenience of the Court.

Dated: March 18, 2026  
Wilmington, Delaware

**MCDERMOTT WILL & SCHULTE LLP**

/s/ David R. Hurst  
David R. Hurst (I.D. No. 3743)  
Andrew A. Mark (I.D. No. 6861)  
The Brandywine Building  
1000 N. West Street, Suite 1400  
Wilmington, Delaware 19801  
Telephone: (302) 485-3900  
Email: dhurst@mcdermottlaw.com  
amark@mcdermottlaw.com

-and-

Darren Azman (admitted *pro hac vice*)  
Joseph B. Evans (admitted *pro hac vice*)  
R. Ethan Dover (admitted *pro hac vice*)  
One Vanderbilt Avenue  
New York, New York 10017  
Telephone: (212) 547-5400  
Email: dazman@mcdermottlaw.com  
jbevans@mcdermottlaw.com  
edover@mcdermottlaw.com

-and-

Gregg Steinman (admitted *pro hac vice*)  
333 SE 2nd Avenue, Suite 4500  
Miami, Florida 33131  
Telephone: (305) 358-3500  
Email: gsteinman@mcdermottlaw.com

*Proposed Counsel for Debtors  
and Debtors in Possession*

**EXHIBIT A**

**Revised Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS  
INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Joint Administration Requested)

Related to Docket Nos. 16, 17

**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**

Upon the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an interim order (this “Interim Order”) and a Final Order (i) authorizing the use of Cash Collateral, (ii) granting adequate protection to the Prepetition Secured Party, (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 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

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<sup>1</sup> 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.

<sup>2</sup> 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:<sup>3</sup>**

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, and no committees have been appointed or designated.

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 with respect to notice of the final hearing on the Motion and the Final Order, 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

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<sup>3</sup> 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; and (g) 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 Interim 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 Interim 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 Interim Order pursuant to Bankruptcy Rule 4001(b)(2) and (d). Absent granting the relief sought by this Interim Order, the Debtors' estates would be immediately and irreparably harmed. The use of Cash Collateral in accordance with this Interim 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 Interim Order. As adequate protection, the Prepetition Secured Party will receive the adequate protection described in paragraph 4 of this Interim 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 basis, and the use of Cash Collateral is authorized on an interim basis, in accordance with the terms and conditions set forth in this Interim Order.

2. Objections to Entry of Interim Order Overruled. All objections to the entry of this Interim 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 Interim Order, the Debtors are authorized to use the Cash Collateral during the period (the “Interim Period”) from the Petition Date through and including the occurrence of the Termination Date (as defined below), *provided that*, the Debtors shall not spend more than \$1,000,000 during the first two weeks of the Interim Period (the “Interim Amount”), *provided further that*, the Debtors may exceed the Interim Amount with the consent of the Prepetition Secured Party 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, 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 or duly perfected after the Petition Date under section 546(b) of the Bankruptcy Code (collectively, the “Prior Senior Liens”); *provided*, except as otherwise provided in the Final Order, 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,

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. 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 Interim 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 Interim Order.

6. Perfection of Adequate Protection Liens. This Interim Order shall be sufficient and conclusive evidence of the validity, perfection, and priority of the security interests and liens granted under this Interim 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 Interim 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 Interim Order. For the avoidance of doubt, nothing in this Interim 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 any official 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.

7. 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 the date of the final hearing, unless a Final Order or further Interim Order is entered extending the Debtors' right to use Cash Collateral; (y) March 31, 2026, unless extended by the consent of the

Prepetition Secured Party or order of 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 terms, covenants, and conditions of this Interim Order.

8. 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.

9. Miscellaneous.

a. Binding Effect of Interim Order. The provisions of this Interim 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 Interim Order are for purposes of reference only and shall not limit or otherwise affect the meaning of this Interim Order.

c. Effect of this Interim Order. This Interim 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 Interim 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 Interim Order. The provisions of this Interim 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 Interim 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 Interim Order.

10. Second Interim Hearing. The second interim hearing (the “Second Interim Hearing”) on the Motion shall be held on March 31, 2026, at 3:00 p.m. (Eastern Time).

11. Final Hearing. The final hearing (the “Final Hearing”) on the Motion shall be held on April 16, 2026, at 2:30 p.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 April 3, 2026: (a) Reliz Technology Group Holdings Inc., 401 West Ontario Street, Suite 400, Chicago, IL 60654 (Attn: Joseph Perry); (b) proposed 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)); and (c) 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)). 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.

**EXHIBIT B**

**Redline Version of Revised Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS  
INC., *et al.*,<sup>1</sup>

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TO THE PREPETITION SECURED PARTY; (III) SCHEDULING  
A FINAL HEARING; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an interim order (this “Interim Order”) and a Final Order (i) authorizing the use of Cash Collateral, (ii) granting adequate protection to the Prepetition Secured Party, (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 been given in

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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:<sup>3</sup>**

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, and no committees have been appointed or designated.

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 with respect to notice of the final hearing on the Motion and the Final Order, no further notice of, or hearing on, the relief sought in the Motion is necessary or required. The Debtors have

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<sup>3</sup> To the extent any findings of fact constitute conclusions of law, they are adopted as such, and vice versa.

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; and (g) 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 Interim 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 Interim 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 Interim Order pursuant to Bankruptcy Rule 4001(b)(2) and (d). Absent granting the relief sought by this Interim Order, the Debtors' estates would be immediately and irreparably harmed. The use of Cash Collateral in accordance with this Interim 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 Interim Order. As adequate protection, the Prepetition Secured Party will receive the adequate protection described in ~~paragraphs~~paragraph 4 and 5 of this Interim 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 basis, and the use of Cash Collateral is authorized on an interim basis, in accordance with the terms and conditions set forth in this Interim Order.

2. Objections to Entry of Interim Order Overruled. All objections to the entry of this Interim 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 Interim Order, the Debtors are authorized to use the Cash Collateral during the period (the “Interim Period”) from the Petition Date through and including the occurrence of the Termination Date (as defined below), provided that, the Debtors shall not spend more than \$1,000,000 during the first two weeks of the Interim Period (the “Interim Amount”), provided further that, the Debtors may exceed the Interim Amount with the consent of the Prepetition Secured Party 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, 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 or duly perfected after the Petition Date under section 546(b) of the Bankruptcy Code (collectively, the “Prior Senior Liens”); *provided*, except as otherwise provided in the Final Order, 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,

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. Prepetition Secured Party’s Additional Adequate Protection. As additional adequate protection of the Prepetition Secured Party’s interests, the Debtors shall maintain the going concern value of the Prepetition Secured Party’s collateral by using the Cash Collateral only to administer the Chapter 11 Cases;~~

5. ~~6.~~ 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 Interim 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 Interim Order.

6. ~~7.~~ Perfection of Adequate Protection Liens. This Interim Order shall be sufficient and conclusive evidence of the validity, perfection, and priority of the security interests and liens granted under this Interim 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 Interim 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 Interim Order. For the avoidance of doubt, nothing in this Interim 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 any official 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.

7. ~~8.~~ Termination Date. The Debtors' right to use Cash Collateral shall terminate on the ~~earlier~~earliest to occur of the following (a "Termination Date"): (x) 11:59 p.m., New York City time, on the date of the final hearing, unless a Final Order or further Interim Order is entered extending the Debtors' right to use Cash Collateral; (y) March 31, 2026, unless extended by the consent of the Prepetition Secured Party or order of the Court; and ~~(yz)~~ 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 terms, covenants, and conditions of this Interim Order.

8. ~~9.~~ 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.

9. ~~10.~~ Miscellaneous.

a. Binding Effect of Interim Order. The provisions of this Interim 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 Interim Order are for purposes of reference only and shall not limit or otherwise affect the meaning of this Interim Order.

c. Effect of this Interim Order. This Interim 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 Interim 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 Interim Order. The provisions of this Interim 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 Interim 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 Interim Order.

10. ~~11. Final Second Interim Hearing~~. The ~~final~~second interim hearing (the “Final Second Interim Hearing”) on the Motion shall be held ~~April 16~~on March 31, 2026, at ~~2:30~~3:00 p.m. (Eastern Time).

11. Final Hearing. The final hearing (the “Final Hearing”) on the Motion shall be held on April 16, 2026, at 2:30 p.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 April 3, 2026: (a) Reliz Technology Group Holdings Inc., 401 West Ontario Street, Suite 400, Chicago, IL 60654 (Attn: Joseph Perry); (b) proposed 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](mailto:dhurst@mcdermottlaw.com)) and Andrew A. Mark ([amark@mcdermottlaw.com](mailto:amark@mcdermottlaw.com))), One Vanderbilt Avenue, New York, NY 10017 (Attn: Darren Azman ([dazman@mcdermottlaw.com](mailto:dazman@mcdermottlaw.com)), Joseph B. Evans ([jbevans@mcdermottlaw.com](mailto:jbevans@mcdermottlaw.com)), and R. Ethan Dover ([edover@mcdermottlaw.com](mailto:edover@mcdermottlaw.com))), and 333 SE 2nd Avenue, Suite 4500, Miami, FL 33131 (Attn: Gregg Steinman ([gsteinman@mcdermottlaw.com](mailto:gsteinman@mcdermottlaw.com))); and (c) 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](mailto:benjamin.a.hackman@usdoj.gov))). 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.