

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MADAM
JUSTICE CONWAY

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THURSDAY, THE 13TH
DAY OF AUGUST, 2020

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
GREEN GROWTH BRANDS INC., GGB CANADA INC., GREEN GROWTH BRANDS
REALTY LTD. AND XANTHIC BIOPHARMA LIMITED

Applicants

ORDER

(Re Approving DIP Amendment and Extending Stay Period)

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order approving certain amendments to the DIP Interim Financing Term Sheet Agreement between Green Growth Brands Inc. as borrower and the DIP Lender dated as of May 19, 2020, and extending the Stay Period (as defined below), proceeded on this day by way of video-conference due to the COVID-19 crisis.

ON READING the affidavit of Raymond C. Whitaker III sworn August 10, 2020 (the "**Fourth Whitaker Affidavit**"), and the Exhibits thereto, and the Third Report of the Monitor dated August 10, 2020 (the "**Third Report**"), filed, and on hearing the submissions of counsel for the Applicants, counsel for Ernst & Young Inc., in its capacity as the Court-appointed Monitor (the "**Monitor**"), counsel for All Js Greenspace LLC ("**All Js**"), and counsel for those other parties appearing as indicated on the counsel slip,

SERVICE

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

APPROVAL OF DIP AMENDMENT

2. **THIS COURT ORDERS** that the Applicants are hereby authorized and empowered to enter into the DIP Amendment (as defined in the Fourth Whitaker Affidavit) in order to finance the Applicants' working capital requirements and other general corporate purposes during the extension of the Stay Period.

3. **THIS COURT ORDERS** that the DIP Charge referred to in paragraph 33 of the Amended and Restated Initial Order of this Court dated June 2, 2020 (the "**Amended and Restated Initial Order**") shall be increased to secure amounts advanced under the DIP Amendment, up to the maximum aggregate amount of US\$7,800,000.

4. **THIS COURT ORDERS** that, for greater certainty, All Js, in its capacity as the DIP Lender, shall be entitled to the benefit of the DIP Lender's Charge referred to in paragraph 33 of the Amended and Restated Initial Order, in connection with the Applicants' obligations under the DIP Amendment, which DIP Lender's Charge has the priority set out in paragraphs 38 and 40 of the Amended and Restated Initial Order.

EXTENSION OF STAY PERIOD

5. **THIS COURT ORDERS** that the stay of proceedings referred to in the Amended and Restated Initial Order (the "**Stay Period**") is extended until December 18, 2020.

GENERAL

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

give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GREEN GROWTH BRANDS INC., GGB CANADA INC., GREEN GROWTH BRANDS REALTY LTD. AND XANTHIC BIOPHARMA LIMITED

Court File No.: CV-20-00641220-00CL

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

**ORDER
(Approving DIP Amendment and Extending
Stay of Proceedings)**

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