

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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 AGMEDICA BIOSCIENCE INC., 2472602 ONTARIO
INC., 2642466 ONTARIO INC., 8895309 CANADA INC., WELLWORTH
HEALTH CORP., 8050678 CANADA INC., 8326851 CANADA INC.,
TAVIVAT NATURALS INC., WORLDWIDE BEVERAGE INNOVATIONS
INC., UNIQUE BEVERAGES (USA) INC., and ESEELA INC.
(each an “Applicant” and collectively, the “Applicants”)**

**SUPPLEMENT TO THE NINTH REPORT OF THE MONITOR
DATED SEPTEMBER 10, 2020**

PURPOSE

1. This supplement to the Ninth Report of the Monitor (the “**Supplemental Ninth Report**”) is provided in reference to the Monitor’s Ninth Report dated August 31, 2020 (the “**Ninth Report**”) and the Monitor’s Eighth Report dated July 31, 2020 (the “**Eighth Report**” and collectively with the Ninth Report, the “**Previous Reports**”). All capitalized terms used but not defined in this Supplemental Ninth Report shall have the meanings given to them in the Previous Reports.
2. The purpose of this Supplemental Ninth Report is to provide further information to the Court, in connection with the Applicants’ motion returnable September 11, 2020 seeking the Sanction Order, on:
 - a) the status of the Claims Process;
 - b) certain matters related to the proposed Sanction Order;

- c) the actual receipts and disbursements of the Applicants from June 13, 2020 to August 28, 2020 as well as the Applicants' revised cash flow forecast for the period of August 29, 2020 to October 9, 2020 (the "**Cash Flow Forecast**");
 - d) the fees and disbursements of the Monitor for the period from May 16, 2020 to August July 31, 2020;
 - e) the fees and disbursements of the Monitor's legal counsel for the period from May 1, 2020 to July 31, 2020; and
 - f) the Monitor's recommendation in respect of the Applicants' request for an extension of the Stay Period to the earlier of: (i) the Effective Time; and (ii) October 9, 2020.
3. This Supplemental Ninth Report should be read together with the Previous Reports.

TERMS OF REFERENCE

4. In preparing this Supplemental Ninth Report and making the comments herein, the Monitor has been provided with, and has relied upon, unaudited financial information, books and records prepared by the Applicants, discussions with management of the Applicants ("**Management**"), and information from other third-party sources (collectively, the "**Information**"). Except as described in this Supplemental Ninth Report in respect of the Cash Flow Forecast:
- a) The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of such information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information; and
 - b) some of the information referred to in this Supplemental Ninth Report consists of forecasts and projections. An examination or review of the financial forecast and

projections, as outlined in the Chartered Professional Accountants Canada Handbook, has not been performed.

5. Unless otherwise indicated, the Monitor's understanding of factual matters expressed in this Supplemental Ninth Report concerning the Applicants and their business is based on the Information, and not independent factual determinations made by the Monitor.
6. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.
7. All court documents and other materials related to the CCAA Proceedings have been posted on the Monitor's website at www.ey.com/ca/agmedica (the "**Monitor's Website**").

CLAIMS PROCESS

8. Attached as **Appendix "A"** is the status of claims filed against the Applicants pursuant to the Claims Procedure Order as at September 4, 2020 (the "**Claims Summary**"). All claim amounts are listed in Canadian dollars using the daily average exchange rate published by the Bank of Canada on December 2, 2019 (the date the CCAA Proceedings were commenced).
9. To date, 223 claims with a cumulative value of approximately \$69 million have been filed. The Monitor, in conjunction with the Applicants, has reviewed all claims filed to date.
10. As at the date of this Supplemental Ninth Report, the Monitor has provisionally accepted 198 claims, comprised of unsecured claims with a value of approximately \$26,299,363 and secured claims with a value of approximately \$6,577,263.
11. There are 16 claims that have been fully disallowed or withdrawn. The total value of claims that have been partially or fully disallowed is approximately \$34.6 million. This includes claims that have been or withdrawn as a result of distributions to the secured creditors of the Applicants during these CCAA proceedings.
12. The Canada Revenue Agency ("**CRA**") initially filed eleven (11) placeholder claims which did not specify a claim amount on the basis that the claim amount could not be properly

determined until CRA had completed certain audits of the Applicants. The Applicants and the Monitor have worked diligently with CRA to finalize its claims. On September 10, 2020, CRA withdrew its placeholder claims and filed four (4) claims against the Applicants which are currently being reviewed by the Applicants and the Monitor.

13. As noted in the Eighth Report, there were eight (8) disputed claims with an amount under dispute of approximately \$17 million as at July 27, 2020. The Applicants and the Monitor have continued to work diligently to resolve these disputes as expeditiously and efficiently as possible. These efforts were successful as the Applicants have settled the material disputed claims of EDF Renewables Storage Corporation (“**EDF**”), a large unsecured creditor, and Kathleen Glynn Philipp (“**Philipp**”), a secured creditor. These claims represented the vast majority of the remaining disputed claims.
14. On August 24, 2020, AgMedica entered into minutes of settlement with EDF to resolve the value and status of its Claim against AgMedica and the proof of property that it filed with respect to the battery energy storage system owned by EDF that was installed at AgMedica’s premises at 566 Riverview Drive, Chatham-Kent, Ontario. The minutes of settlement provide, among other things, that AgMedica acknowledges and agrees that EDF has security over the amount of \$1,200,000 held by EDF as a deposit under the Amended and Restated Battery Energy Services Agreement – Shared Savings dated December 7, 2018, which AgMedica agrees will be released to EDF, in settlement of the secured portion of EDF’s claim against AgMedica.
15. On September 10, 2020, AgMedica entered into a settlement with Philipp to resolve the value and status of her Claim against AgMedica. The settlement contemplates, among other things, that it is conditional upon the Plan being implemented and Philipp’s secured claim being paid in full by September 25, 2020. If the Sanction Order is issued by the Court, the Applicants anticipate being able to meet this condition.
16. There remains five (5) claims that have either been partially or fully disallowed and where a Notice of Dispute has been filed by the claimant. The Monitor anticipates that the disputes associated with these claims will be withdrawn upon payment of the Secured Claims in connection with the Plan.

EXTENSION OF THE DIP FACILITY

17. The DIP Facility Loan Agreement provides that the maturity date for the DIP Facility was September 12, 2020 or such later date as agreed to in writing by Stabilis. As further detailed in the affidavit of Trevor Henry sworn September 8, 2020 (the “**Henry Affidavit**”), the Applicants, in consultation with the Monitor, determined that it was not feasible to implement the Plan prior to the maturity of the DIP Facility due to, among other things, the remaining material disputed claims referenced above.
18. Stabilis agreed to an extension of the DIP Facility to and including October 9, 2020 in return for an extension fee representing 1% of the total amount outstanding under the DIP Facility (the “**Extension Fee**”). The amount outstanding under the DIP Facility is \$2,758,960, therefore the Extension Fee payable for the four-week extension will be \$27,590.
19. The Monitor is of the view that the Extension Fee is reasonable in the circumstances.

ADMINISTRATION RESERVE

20. Pursuant to section 5.1(1)(b) of the Plan, the amount of the Administration Reserve must be approved by the Court in the Sanction Order.
21. The Administration Reserve will be used to pay the fees and expenses of the Applicants’ counsel, the Monitor, and the Monitor’s counsel in administering the resolution of Unresolved Claims and such other activities that may be required after the Effective Time.
22. The Applicants and the Monitor have estimated that \$300,000 is an appropriate amount for the Administration Reserve. The activities that may remain to be resolved and addressed after the Effective Time include:
 - a) assisting with completing the Restructuring Steps (as defined in the Plan) and making distributions to Affected Creditors;
 - b) facilitating payments on account of CCAA Priority Payment Claims, Secured Claims and other Unaffected Claims;

- c) correspondence with Employment and Social Development Canada with respect to distributions to former employees;
 - d) review and resolution of the CRA claims and the remaining disputed claims;
 - e) distribution of the Unresolved Claims Reserve, if any;
 - f) handling any Undeliverable Distributions and Uncashed Distributions pursuant to the Plan; and
 - g) management of the distribution from the Administration Reserve.
23. Any amount remaining in the Administration Reserve after completion of such work will be released by the Monitor to the Applicants.

APPLICANTS' RECEIPTS AND DISBURSEMENTS

24. A summary of the Applicants' actual receipts and disbursements during the period from June 13, 2020 to August 28, 2020 (the "**Reporting Period**") as compared to the cash flow forecast set out in Appendix "G" to the Seventh Report of the Monitor dated June 24, 2020 (the "**Variance Analysis**") is attached as Appendix "**B**" to this Supplemental Ninth Report.
25. During the Reporting Period, the Applicants generated a net cashflow of \$117,546 from operations after debt service and restructuring costs. During the Reporting Period, as a result of the sale of Non-Core Assets, the Applicants received net proceeds of \$5,307,891, all of which was distributed to Stabilis to partially repay amounts owing under the Stabilis Facility, in accordance with the distribution order dated June 26, 2020. The Stabilis Facility was secured by first-ranking mortgages against 715 Richmond and 830 Richmond, the Non-Core Assets sold during the Reporting Period.
26. In addition, the deposit held by CBRE in connection with the sale of 715 Richmond exceeded its commission. CBRE was directed to distribute the excess proceeds, in the amount of \$774,000, directly to Stabilis on account of amounts owing under the Stabilis Facility, in accordance with the distribution order dated June 26, 2020.

27. Disbursements of \$125,272 in aggregate related to debt service were made only on account of the Stability Facility. With the uncertainty of the extensive impact of COVID-19, the Applicants notified two other pre-filing secured lenders, Stone Quest Capital Corporation (the “**Stone Quest**”) and Philipp, in March 2020 that payment of their interest would be deferred until further notice. The accrued interest of Stone Quest was paid out in connection with the closing of the sale of the London Property. The accrued interest of Philipp, in the amount set out in the settlement with Philipp, will be paid out in connection with the implementation of the Plan.
28. During the Reporting Period, the Applicants made repayments to the DIP Facility totalling \$270,200. This includes a payment of \$260,000 from the net proceeds of the auction held by Danbury Global Limited on June 18, 2020 for redundant non-core assets and the remaining amount totalling \$10,200 for additional sales of non-core assets by the Applicants.

OVERVIEW OF APPLICANTS’ THIRTEEN WEEK CASH FLOW PROJECTION

29. The Applicants, with the assistance of the Monitor, have prepared a cash flow forecast from August 29, 2020 to the week ending October 9, 2020 (the “**Forecast Period**”). The Cash Flow Forecast attached as Appendix “**C**” to this Supplemental Ninth Report is also attached as Exhibit “**D**” to the Henry Affidavit.
30. The Cash Flow Forecast indicates that during the Forecast Period, the Applicants estimate total combined receipts of approximately \$1.5 million and estimate total combined disbursements of approximately \$2.1 million. The ending cash balance is estimated to be \$172,675 at the end of the Forecast Period.
31. The Cash Flow Forecast includes the payment of the Extension Fee to Stabilis on September 11, 2020.
32. The Cash Flow Forecast does not project any draw or repayment to the DIP Facility. The balance of the DIP Facility at the end of the Forecast Period is forecast to be \$2,664,498 with an additional undrawn availability of \$14,177. This balance is exclusive of legal costs

and fees that are payable under the terms of the DIP Facility and will be paid as part of the implementation of the Plan.

STAY EXTENSION

33. The Stay Period is currently set to expire on September 11, 2020. The Applicants are requesting an extension of the Stay Period until the earlier of: (i) the Effective Time; and (ii) October 9, 2020.
34. The Monitor is of the view that the requested extension of the Stay Period is appropriate as it will afford the Applicants the time required to implement the Plan.
35. The Monitor is satisfied that the Applicants continue to operate in good faith and with due diligence since the date of the Amended and Restated Initial Order.
36. Based on the Cash Flow Forecast, the Monitor believes that the Applicants will have sufficient liquidity to fund their operations until October 9, 2020.
37. For the foregoing reasons, the Monitor supports the Applicants' request for an Order extending the Stay Period until the earlier of: (i) the Effective Time; and (ii) October 9, 2020.

MONITOR AND COUNSEL FEES & DISBURSEMENTS

38. Pursuant to paragraph 25 of the Amended and Restated Initial Order, the Monitor and its legal counsel have been paid their fees and disbursements by the Applicants throughout the CCAA proceedings. Paragraph 26 of the Amended and Restated Initial Order requires the Monitor and its counsel to pass their accounts from time to time.
39. The Monitor respectfully seeks the approval of its fees and disbursements for the period from May 16, 2020 to July 31, 2020 and the fees and disbursements of its counsel for the period from May 1, 2020 to July 31, 2020 (collectively, the "**Fee Period**").
40. The total fees and disbursements (exclusive of HST) of the Monitor during the Fee Period are detailed in the affidavit of Alexander Morrison sworn September 10, 2020 attached

hereto as Appendix “D”. The Monitor incurred fees (excluding disbursements and HST) during the Fee Period totalling \$425,259.45.

41. The total fees and disbursements (exclusive of HST) of the Monitor’s counsel during the Fee Period are detailed in the affidavit of James D. Gage sworn September 10, 2020 attached hereto as Appendix “E”. The Monitor’s counsel incurred fees (excluding disbursements and HST) during the Fee Period totalling \$60,602.
42. The Monitor has reviewed the accounts of its counsel and believes that the accounts are reasonable in the circumstances and respectfully requests that the Court approve its fees and disbursements and those of its counsel.
43. To eliminate the additional professional expenses that would be associated with a further passing of the accounts of the Monitor and its counsel, the Sanction Order provides that the Monitor and its counsel shall not be required to pass their accounts for any fees incurred from and after August 1, 2020.

CONCLUSIONS AND RECOMMENDATIONS

44. For the reasons stated herein and the Previous Reports, the Monitor recommends that the Court grant the proposed Sanction Order including the requested extension to the Stay Period, should the Court see fit to do so.

All of which is respectfully submitted this 10th day of September, 2020.

**ERNST & YOUNG INC., in its capacity
as Monitor of the Applicants, and not in
its corporate or personal capacity.**

per:



**Alex Morrison, CPA, CA
Senior Vice President**

APPENDIX “A”
CLAIMS SUMMARY

Disclaimer: This summary is a point in time and subject to change. The status and quantities will change as the claims are reviewed, proven, disallowed, disputed and resolved.

	Total Claims Filed		Under Review		Notice of Disallowance Sent and Dispute Period not Lapsed			Disputed		Disallowed or withdrawn*		Final Accepted	
Claims	Count	Amount	Count	Amount	Count	Amount Accepted	Amount Disallowed	Count	Amount	Count	Amount	Count	Amount
Secured Creditors													
SF V Bridge III, LP	1	10,843,996	-	-	-	-	-	-	-	-	9,483,815	1	1,360,181
Philipp, Kathleen Glynn	1	5,415,507	-	-	-	-	-	-	-	-	198,425	1	5,217,082
Stone Quest Capital	1	4,060,930	-	-	-	-	-	-	-	1	4,060,930	-	-
Subtotal	3	20,320,433	-	-	-	-	-	-	-	1	13,743,171	2	6,577,263
Unsecured Creditors													
Canada Revenue Agency**	11	1,578,339	4	1,578,339	-	-	-	-	-	7	-	-	-
Convertible Debt and Unsecured Notes	29	8,301,917	-	-	-	-	-	5	-	-	96,630	24	8,205,287
Employee Claim***	36	2,188,977	-	-	-	-	-	-	-	1	382,812	35	1,806,165
Equity Claim	2	662,500	-	-	-	-	-	-	-	2	662,500	-	-
Trade Claim	131	35,643,213	-	-	-	-	-	-	-	5	19,705,084	126	15,938,129
Late Claim - Trade Claim	9	343,810	-	-	-	-	-	-	-	-	-	9	343,810
Late Claim - Employee Claim	2	5,972	-	-	-	-	-	-	-	-	-	2	5,972
Subtotal	220	48,724,728	4	1,578,339	-	-	-	5	-	15	20,847,027	196	26,299,363
Grand Total	223	69,045,162	4	1,578,339	-	-	-	5	-	16	34,590,197	198	32,876,626

* This represents the total disallowed in dollar amount which includes partially and fully disallowed claims. The count only represents the claims that have been disallowed in its entirety or withdrawn.

** Placeholder claims from CRA to each of the filing entities.

*** These claims include amounts related to outstanding vacation pay and unpaid wages which may have priority in a plan of arrangement.

Total Claims Proven and Accepted to Date	
(a) + (b)	
Unsecured only	26,299,363
All Claims	32,876,626

APPENDIX “B”
VARIANCE ANALYSIS

AgMedica Bioscience Inc.
Weekly Variance Analysis
June 13, 2020 to August 28, 2020
(\$CDN)

Week Ending	Notes	ACTUALS 28-Aug-20	FORECAST 28-Aug-20	Variance
Consolidated				
Opening Cash / (Indebtedness)		\$ 904,113	\$ 904,113	-
Receipts				
Sales receipts	1	1,974,034	3,127,781	(1,153,747)
HST Refunds		-	-	-
Other receipts	2	1,598,684	322,299	1,276,385
Total Receipts		3,572,719	3,450,080	122,639
Disbursements				
Production Costs	3	243,827	418,000	174,173
Payroll and expenses	4	943,340	971,100	27,760
Remittance to Receiver General	5	298,782	312,661	13,879
EHT and WSIB	6	-	50,465	50,465
Group Benefits	7	29,047	40,628	11,581
Selling, General & Administrative	8	444,206	589,000	144,794
Rent, Utilities, Insurance, Property Taxes	9	440,445	452,806	12,361
Duties and Taxes	10	252,670	346,270	93,601
Restructuring Costs	11	620,237	488,858	(131,379)
DIP Interest Payments and Commitment Fee	12	57,349	55,246	(2,102)
Stabilis Secured Debt	13	125,272	134,585	9,313
Philipp Secured Debt	14	-	-	-
Total Disbursements		3,455,173	3,859,619	404,446
Net Cash flow		117,546	(409,539)	527,085
Non-Core Real Estate Sales				
Real Estate Proceeds	15	5,307,891	1,567,500	3,740,391
Repayment of SF V Bridge III Secured Debt	15	(5,307,891)	(1,567,500)	(3,740,391)
Net Real Estate Proceeds		-	-	-
DIP Advances/(Repayments)	16	(270,200)	(100,000)	(170,200)
Closing Cash / (Indebtedness)		\$ 751,459	\$ 394,574	356,885

Total DIP Facility	7,500,000	7,500,000	-
Repayment	(4,821,325)	(4,651,125)	(170,200)
Net DIP Facility	2,678,675	2,848,875	(170,200)
Drawn on Facility	2,664,498	2,834,698	(170,200)
Total Undrawn DIP	14,177	14,177	-

Variance Analysis:

1. **Sales Receipts** – The unfavourable variance is a result of lower sales due to the COVID-19 pandemic in Ontario and Alberta for a prolonged period of time. This also included credits related to the return of products that were sold prior to the Filing Date.
2. **Other Receipts** – Other Receipts typically consists of rental income. The favourable variance is a result of a better than forecast sale of surplus assets during the auction on June 18, 2020 totalling \$125,013, additional sales of surplus assets totalling \$257,229, and receiving the Canada Emergency Wage Subsidy totalling approximately \$894,143.
3. **Production costs** – The Applicant forecasts production cost based on the Open PO's as well as historical values. The Applicants closely monitored their inputs for cost of production to achieve cost savings. As a result of lower sales, the operations costs were also reduced resulting in a permanent difference.
4. **Payroll and expenses** – As part of restructuring efforts, headcount was reduced in the head office resulting in a favourable variance. This was partially offset by an increase staff for AgMedica's cultivation process.
5. **Remittance to Receiver General** – Payments to the Receiver General are correlated to payroll. The favourable variance is a result of a hiring a contractor for a period of time where remittances to the Receiver General are not required.
6. **EHT and WSIB** – The Ontario Government provided relief to businesses affected by COVID-19 by providing a five-month delay in payments of EHT and WSIB. The favourable variance is a timing difference.
7. **Group Benefits** – Payments of Group Benefits are correlated to payroll. The favourable permanent variance is a result in reduced payroll costs.
8. **SG&A** – The Applicants forecasts the SG&A cost based on historical values. As part of restructuring efforts, the Applicants had disclaimed contracts, terminated services, and reduced excess purchasing, resulting in a favourable variance. The Applicants closely monitored their SG&A expense to achieve cost savings. These are favourable permanent differences.
9. **Rent, Utilities, Insurance, Property Taxes** – The Applicants reduced utility and property tax expenses as a result of selling 830 Richmond and 715 Richmond.
10. **Duties and Taxes** – Excise duty is paid on the first of the second subsequent month. Therefore, even though the overall sales have dropped in the Reporting Period, the related drop in excise duty payments have a one-month lag.
11. **Restructuring Costs** – Certain costs related to the resolution of disputes with certain creditors were no in the original estimate.
12. **DIP Interest Payments and Commitment Fee** – The Interest Payments were higher as a result of higher than forecast hedging costs and interest on cash collateral.
13. **Stabilis Secured Debt** - Interest for Stabilis is in USD, and therefore fluctuated with the exchange rate. The sale of 715 Richmond closed earlier than forecast and therefore interest accrued on a lower balance of Secured Debt. See Note 15 for a discussion of the paydown of the Secured Debt.

- 14. Philipp Secured Debt** - As a result of COVID-19 and its impact on the operations, AgMedica informed Kathleen Glynn Philipp mid-March that interest payments on her loan would not be paid until further notice.
- 15. Real Estate Proceeds** – Real Estate Receipts consists of proceeds from 715 Richmond and 830 Richmond. The net proceeds of these sales were used to pay down the Stabilis Secured Debt. The forecast did not anticipate the sale of both properties.
- 16. DIP Advances** –The Applicants repaid \$270,200 of the DIP loan with the net proceeds from the sale of Surplus Assets as indicated in Note 2, resulting in an ending balance of \$2,664,498.

APPENDIX “C”
CASH FLOW FORECAST

IN THE MATTER OF THE CCAA OF AGMEDICA BIOSCIENCE INC., 2472602 ONTARIO INC., 2642466 ONTARIO INC., 8895309 CANADA INC., WELLWORTH HEALTH CORP., 8050678 CANADA INC., 8326851 CANADA INC., TAVIVAT NATURALS INC., WORLDWIDE BEVERAGE INNOVATIONS INC., and UNIQUE BEVERAGES (USA) INC., ESEELA INC. (each an “Applicant” and collectively, the “Applicants”)

Notes to the Unaudited Cash Flow Forecast of the Applicants

Disclaimer

In preparing this cash flow forecast (the “**Cash Flow Forecast**”), the Applicants have relied upon unaudited financial information and the Applicants have not attempted to further verify the accuracy or completeness of such information. The Cash Flow Forecast includes estimates concerning the operations of the Applicants and additional assumptions discussed below with respect to the requirements and impact of a *Companies’ Creditors Arrangement Act* (“**CCAA**”) filing. Since the Cash Flow Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Cash Flow Forecast period will vary from the Cash Flow Forecast, even if the assumptions materialize, and such variation may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or projections will be realized.

Overview

The Cash Flow Forecast includes the receipts and disbursements of all the Applicants during the Cash Flow Forecast period. The Applicants, with the assistance of Ernst & Young Inc., in its capacity as the monitor of the Applicants (the “**Monitor**”), have prepared the Cash Flow Forecast based primarily on estimated receipts and disbursements related to the CCAA proceedings and the ongoing operations.

Assumptions:

1.	Sales Receipts	Includes the estimated sales of cannabis products based on accounts receivable, existing and projected sales orders. It is assumed collections continues on existing terms with the current customers. This amount is net of price protection credits imposed by the provinces. Receipt amounts do not include HST as the HST impact of sales is considered a flow through. Amounts are net of any credits to customers. Majority of AgMedica customers are provincial crown corporations responsible for distribution of cannabis products in their respective provinces.
2	HST Refund	AgMedica is typically in a refund position. For the purpose of the forecast, it is assumed that the HST refunds will not be collected as there is outstanding balances for Excise Duty payable by the Applicants for months prior to this Forecast Period and CRA has

		placed on hold on all HST Refunds until they have completed their audits. There has not been any indication of when these HST Audits will be completed.
3	Other Receipts	AgMedica receives rental income from tenants located in 566 Riverview.
4	Production Costs	This includes all costs to cultivate, process and package cannabis products. This is based on historical run rates with additional adjustments for known planned expenditures.
5	Payroll and Expenses	This is the net amount payable to employees and employee reimbursements.
6	Remittance to Receiver General	Withholding taxes and employer portions of EI and CPP, based on payroll.
7	EHT and WSIB	Employer Health Tax (“EHT”) and Workplace Safety and Insurance Board premiums (“WSIB”), based on payroll.
8	Group Benefits	Includes group health care benefits, short-term disability benefits and life insurance.
9	SG&A	This includes office supplies, health and safety supplies, employee training, postage, repairs and maintenance to the properties and other sale, general and administrative costs. These costs were based on historical run rates and have been adjusted accordingly for known planned expenditures.
10	Rent, Utilities, Insurance, Property Taxes	Utilities, insurance, and property tax amounts. AgMedica leases one office in Chatham. The final property tax instalments for the year are due September 11, 2020 and November 2, 2020. The insurance policy renewal is anticipated to be in September 2020.
11	Duties and Taxes	Post-filing excise duty is based on actual and estimated sales, as well as outstanding receivables. AgMedica is currently undergoing HST pre-filing audits and currently is staying any pre-filing payment of excise duty and taxes. The Excise refund related to the returned of product that was delivered to customers prior to the Filing Date. The Excise payment due October 1, 2020 related to returned product is forecast to be partially offset by the excise tax refund available.
12	Restructuring Costs	Cost of legal counsel, monitor and the monitor's legal counsel. There are incremental fees associated with the recapitalization process which have been reflected in the Cash Flow Forecast.
13	DIP Interest Payments and Commitment Fee	As per the Stabilis DIP Agreement, the interest rate is compounded month, in arrears and is payable on the first of the month at a rate of 9.5% per annum based on 365 days. A 1% extension fee \$27,590 on the outstanding balance of the DIP Facility is forecast to be paid during the week ended September 11, 2020. Promissory notes and convertible debt and their related interest are stayed and are not included in the Cash Flow Forecast.
14	Financing and loans - Principal and Interest	AgMedica has 2 secured lenders: Stabilis, and Kathleen Glynn Philipp. The maturity dates of these loans were May 31, 2020 and January 23, 2020, respectively. The interest is assumed to continued to be paid at

		the rates in accordance with the loan agreement after the maturity dates to Stabilis. As a result of COVID-19 and its impact on the operations, AgMedica has informed Kathleen Glynn Philipp that interest payments on her loan will not be paid until further notice.
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APPENDIX “D”
MORRISON AFFIDAVIT

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

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and ESEELA INC.

(each an “**Applicant**” and, collectively, the “**Applicants**”)

AFFIDAVIT OF ALEXANDER MORRISON
(sworn September 10, 2020)

I, **ALEXANDER MORRISON**, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a Senior Vice President with Ernst & Young Inc. (“**EY**”). On December 2, 2019, this Court made an initial order pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) which, among other things, appointed EY as the monitor of the Applicants (in such capacity, the “**Monitor**”). I have been involved throughout the CCAA proceedings. As such, I have knowledge of the matters hereinafter deposed to.
2. This affidavit is made in support of a motion for, among other things, the approval of the fees and disbursements of the Monitor and its counsel for the period from May 16, 2020 to July 31, 2020 (the “**Fee Period**”). This affidavit is filed in conjunction with the Supplement to the Monitor's Ninth Report, dated September 10, 2020.
3. The total amount claimed by the Monitor for the Fee Period (exclusive of HST) is \$428,720.12, which includes fees of \$425,259.45 and disbursements of \$3,460.67.

4. Attached and marked as **Exhibit "A"** to this Affidavit is a schedule summarizing all invoices rendered by the Monitor during the Fee Period, including the fees, disbursements, and total fees charged in each invoice (the "**Accounts**").
5. Attached hereto as **Exhibit "B"** is a schedule summarizing the billing rates of each of the members of EY that rendered services in these CCAA Proceedings.
6. True copies of the Monitor's Accounts for the Fee Period are attached hereto at **Exhibit "C"**.
7. The Accounts and summary charts disclose in detail the name of each person who rendered services, the dates on which the services were rendered, the time spent each day, the rate charged and the total charges for fees, disbursements and taxes.
8. The hourly billing rates charged in the Accounts are comparable to the hourly rates charged by EY for services rendered in similar proceedings.
9. To the best of my knowledge and given the nature of this proceeding, I believe that the hours and rates in the attached Accounts are reasonable and comparable to other firms in Toronto for work of this nature.

SWORN BEFORE ME (Virtually) on the
10th day of September, 2020.



A Commissioner for taking Affidavits
Name: Trevor Courtis (LSO# 67715A)



Alexander Morrison

This is **Exhibit "A"** referred to in the
affidavit of **ALEXANDER MORRISON**
sworn before me this
10th day of September, 2020

A handwritten signature in black ink, consisting of a stylized 'M' followed by a large, sweeping loop.

A Commissioner for taking affidavits

Exhibit A - Summary of Invoices

	Invoice #	Date	Fee	Expenses	Net	Tax	Total	Period covered
1	CA12C500005277	18-Jun-20	38,366.00	-	38,366.00	4,987.58	43,353.58	week ending May 22, 2020
2	CA12C500005278	18-Jun-20	53,029.50	-	53,029.50	6,893.84	59,923.34	week ending May 29, 2020
3	CA12C500005342	30-Jun-20	35,867.50	-	35,867.50	4,662.78	40,530.28	week ending June 5, 2020
4	CA12C500005362	03-Jul-20	49,636.00	3,460.67	53,096.67	6,902.57	59,999.24	week ending June 12, 2020
5	CA12C500005366	03-Jul-20	46,317.00		46,317.00	6,021.21	52,338.21	week ending June 19, 2020
6	CA12C500005394	15-Jul-20	40,434.00		40,434.00	5,256.42	45,690.42	week ending June 26, 2020
7	CA12C500005428	21-Jul-20	14,932.50	-	14,932.50	1,941.23	16,873.73	week ending July 3, 2020
8	CA12C500005499	30-Jul-20	27,789.50		27,789.50	3,612.64	31,402.14	week ending July 10, 2020
9	CA12C500005525	07-Aug-20	34,168.00	-	34,168.00	4,441.84	38,609.84	week ending July 17, 2020
10	CA12C500005538	11-Aug-20	31,265.45	-	31,265.45	4,064.51	35,329.96	week ending July 24, 2020
11	CA12C500005592	26-Aug-20	53,454.00		53,454.00	6,949.02	60,403.02	week ending July 31, 2020
Total			425,259.45	3,460.67	428,720.12	55,733.62	484,453.74	

This is **Exhibit "B"** referred to in the
affidavit of **ALEXANDER MORRISON**
sworn before me this
10th day of September, 2020

A stylized, handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

A Commissioner for taking affidavits

Exhibit B - Billed Hours by Staff

		Hourly Rates	Total Hours
Morrison, Alex	Partner	\$ 770.00	76.7
Levin, Lawrence	Partner	\$ 770.00	1.4
Fung, Karen	Senior Manager	\$ 585.00	274.5
Marley, Jason	Senior Manager	\$ 585.00	73.5
McDonald, Greg	Manager	\$ 410.00	343.4
Delicaet, Kathleen	Manager	\$ 410.00	5.0
Shtay, Mark	Senior	\$ 390.00	13.1
Bear, Cam	Para-professional Manager	\$ 275.00	2.5
Carandang, Marites	Para-professional Manager	\$ 275.00	2.6
Jackson, Marie	Para-professional Manager	\$ 275.00	50.3
	Total Hours		843

This is **Exhibit "C"** referred to in the
affidavit of **ALEXANDER MORRISON**
sworn before me this
10th day of September, 2020



A Commissioner for taking affidavits



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005277

Please include this number with payment

Invoice Date: June 18, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended May 22, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	38,366.00	HST	13 %	4,987.58	43,353.58
	38,366.00			4,987.58	43,353.58
Invoice summary	38,366.00				
Tax :	13% HST			4,987.58	
Total:	38,366.00			4,987.58	43,353.58

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to May 22, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	5.0	770	3,850.00
Karen Fung	Vice President/ Senior Manager	25.6	585	14,976.00
Jason Marley	Vice President/ Senior Manager	9.0	585	5,265.00
Greg McDonald	Manager	32.0	410	13,120.00
Marie Jackson	Paraprofessional	4.2	275	1,155.00
Subtotal		75.8	\$	38,366.00

Total Time	\$	38,366.00
HST @ 13%		4,987.58
Total Invoice \$		43,353.58

Person	Date	Hours	Description
Alex Morrison	19-May-20	1.5	draft liquidation analysis; weekly update call with AgMedica and TGF; update call with Trevor/Jason re: SISP; update with BLG on SISP
Alex Morrison	20-May-20	0.5	EDF letter; weekly cash flow report for DIP lender
Alex Morrison	21-May-20	2.0	call with Karen and greg re: liquidation analysis; claims summary; review bid/discuss with R. Kennedy
Alex Morrison	22-May-20	1.0	call with TGF re: SISP offer; call with McCarthy's and TGF re: offer; call with BLG re: offer
Alex Morrison Total		5.0	
Greg McDonald	19-May-20	6.7	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process & Liquidation Analysis.
Greg McDonald	20-May-20	8.1	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process & Liquidation Analysis.
Greg McDonald	21-May-20	10.5	Liquidation Analysis; Discussion on inputs for Liquidation Analysis.
Greg McDonald	22-May-20	6.7	Updated Call with Counsel; Claims Process; Liquidation Analysis
Greg McDonald Total		32.0	
Jason Marley	17-May-20	0.5	Emails / Site Visit Logistics
Jason Marley	18-May-20	1.5	Calls with [REDACTED]
Jason Marley	19-May-20	0.5	Call with Alex / Trevor
Jason Marley	19-May-20	0.5	Call with Rebecca / Alex
Jason Marley	19-May-20	0.5	Buyer Contact / Emails
Jason Marley	20-May-20	1.0	Calls with [REDACTED]
Jason Marley	20-May-20	1.0	Call with [REDACTED] and Counsel
Jason Marley	21-May-20	1.0	Review of [REDACTED] Offer
Jason Marley	21-May-20	1.0	[REDACTED] Calls / [REDACTED] Counsel Call
Jason Marley	22-May-20	0.5	Call with Rebecca / Alex
Jason Marley	22-May-20	0.5	Call with Agmedica team
Jason Marley	22-May-20	0.5	McCarthy Call
Jason Marley Total		9.0	
Karen Fung	19-May-20	3.9	reviewing claims and disputes, daily claims call, daily update call, review of EDF correspondence, discuss re: alternative use of space,
Karen Fung	20-May-20	4.7	e w/Bill, claims review, cash flow forecast and variance review
Karen Fung	21-May-20	9.1	daily claims call, liquidation review, review of claims and disputes, DIP budget/cash flow forecast , summary of claims, call w/DIP lender,
Karen Fung	22-May-20	7.9	call w/TGF, McCarthy, AGM re: bid results, Liquidation analysis update,
Karen Fung Total		25.6	
Marie Jackson	19-May-20	1.6	Respond to emails as required and help with completing POC. Index POC to database and to server. Index documents to server and to database. Email notices as requested.
Marie Jackson	20-May-20	0.5	Respond to emails, index documents to server and to database.
Marie Jackson	21-May-20	2.1	Respond to emails and calls. Index same. Load documents received to server and to database.
Marie Jackson Total		4.2	
Grand Total		75.8	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005278

Please include this number with payment

Invoice Date: June 18, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended May 29, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	53,029.50	HST	13 %	6,893.84	59,923.34
	53,029.50			6,893.84	59,923.34
Invoice summary	53,029.50				
Tax :	13% HST			6,893.84	
Total:	53,029.50			6,893.84	59,923.34

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

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Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to May 29, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	9.0	770	6,930.00
Karen Fung	Vice President/ Senior Manager	41.9	585	24,511.50
Jason Marley	Vice President/ Senior Manager	8.5	585	4,972.50
Greg McDonald	Manager	36.3	410	14,883.00
Marie Jackson	Paraprofessional	6.3	275	1,732.50
Subtotal		102.0	\$	53,029.50

Total Time	\$	53,029.50
HST @ 13%		6,893.84
Total Invoice	\$	59,923.34

Person	Date	Hours	Description
Alex Morrison	25-May-20	2.0	Draft liquidation analysis; call with T. Henry re: SISP and non-care Real Estate; call with TGF re: [REDACTED] uses analysis; weekly call with AgMedica and TGF; call with TGF/McCarthy's re: K Phillips call; call with Aird & Berlis
Alex Morrison	26-May-20	1.5	Waterfall analysis; liquidation analysis; call with R. Kennedy re: waterfall; call with AgMedica and TGF re: waterfall
Alex Morrison	27-May-20	1.5	Call with Trevor re: SISP; call with AgMedica and TGF re: [REDACTED] offer; London property closing; call with R. Kennedy re: SISP; weekly DIP lender cash flow report; review [REDACTED] offer
Alex Morrison	28-May-20	2.5	London property closing; call with BLG / TGF re: [REDACTED] offer; call with TGF re: [REDACTED] offer; call with Trevor re: SISP; call with WFH and TGF re: [REDACTED] offer; email from BLG; call with Trevor/Peter/Rebecca re: [REDACTED] offer
Alex Morrison	29-May-20	1.5	Call with Trevor re: SISP and non-core real estate; call with BLG re: [REDACTED] proposal; call with Jason on [REDACTED]; call with Trevor/Rebecca/Jason re: [REDACTED]; update with Trevor on non-core real estate; Karen re: Supply light sale
Alex Morrison Total		9.0	
Greg McDonald	25-May-20	6.9	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments;
Greg McDonald	26-May-20	8.9	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Calls with Suppliers to resolve payment issues
Greg McDonald	27-May-20	9.2	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Calls with Suppliers to resolve payment issues;
Greg McDonald	28-May-20	7.0	Approve & Track Payments; Finalize Claims
Greg McDonald	29-May-20	4.3	Notice of Disputes/NORDs; Finalize Claims and upload; Ensure payments for week are executed.
Greg McDonald Total		36.3	
Jason Marley	24-May-20	0.5	Proceed Waterfall
Jason Marley	25-May-20	0.5	Buyer Contact
Jason Marley	25-May-20	1.0	Call with Monitor and TGF
Jason Marley	25-May-20	0.5	Waterfall Call
Jason Marley	26-May-20	0.5	Call with Management Team re: Waterfall
Jason Marley	27-May-20	1.0	Call with Management / Data Room
Jason Marley	28-May-20	0.5	Calls with [REDACTED]
Jason Marley	28-May-20	2.0	Calls with TGF/AGM/Monitor
Jason Marley	29-May-20	1.0	Calls with [REDACTED] / Follow-up
Jason Marley	29-May-20	1.0	Calls with TGF/Agmedica
Jason Marley Total		8.5	
Karen Fung	24-May-20	2.4	Sources and Uses update
Karen Fung	25-May-20	11.9	DIP draw, Liquidation analysis, creditor inquiry, bid analysis, call re bid, call re: claims and dispute review, call re: weekly update, call re: KGP, call w/ A&B re: KGP, Claims review,
Karen Fung	26-May-20	5.2	call re: Bid Bid analysis and call w/TGF
Karen Fung	27-May-20	11.0	Creditor inquiries, Bid review and analysis, excluded assets list, Cash Flow and Variance analysis, DIP advance, London Closing docs review; light sales, Agreement review
Karen Fung	28-May-20	7.9	e re: Transaction Agreement .1, e_re: Lights sale. 3, creditor inquiry, dispute resolution follow up, multiple calls re: Bid and Transaction Agreements 1.2, review and draft edits re: Transaction Agreement, 2.4; , website updates . 6; claims call w/TGF/AGM/McCarthy .3, e_re: closing of London and redirections .4; Revision of Sources and uses 1.2, call w/Bill .6; dispute resolution .7. e to AB re: sources and uses .1:
Karen Fung	29-May-20	3.5	1.4 Summary of Claims, .3 call re: sources and uses w/AB; e and call re: Disputes .6; call w/ AGM re: Light sales .6; E re: inventory BV .2, e_re: London closing .3, e_re: Appraisal .1
Karen Fung Total		41.9	
Marie Jackson	26-May-20	2.8	Respond to emails, index NORDS to server and email same to recipients. Index POC received to server and to database. Index Disputes to server acknowledge receipt and load same to database.
Marie Jackson	27-May-20	2.8	Respond to emails. Index documents received to server, load to database. Index NORD to database, update stage. Summarize NORD's sent for legal counsel.
Marie Jackson	28-May-20	0.7	Update POC reconciliations to server, Index same to database. Respond to emails confirming receipt of documents. Index documents to server and load to database.
Marie Jackson Total		6.3	
Grand Total		102.0	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005342

Please include this number with payment

Invoice Date: June 30, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For the professional services rendered for the period ended June 5, 2020.

					CAD
					Total
	Net	Tax	Rate	Tax Amount	
Fee	35,867.50	HST	13 %	4,662.78	40,530.28
	35,867.50			4,662.78	40,530.28
Invoice summary	35,867.50				
Tax :	13% HST			4,662.78	
Total:	35,867.50			4,662.78	40,530.28

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to June 5, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	5.5	770	4,235.00
Lawrence Levin	Senior Vice President/ Partner	1.4	770	1,078.00
Karen Fung	Vice President/ Senior Manager	15.8	585	9,243.00
Jason Marley	Vice President/ Senior Manager	14.5	585	8,482.50
Greg McDonald	Manager	27.4	410	11,234.00
Marie Jackson	Paraprofessional	5.8	275	1,595.00
Subtotal		70.4	\$	35,867.50

Total Time	\$	35,867.50
HST @ 13%		4,662.78
Total Invoice	\$	40,530.28

Person	Date	Hours	Description
Alex Morrison	1-Jun-20	1.5	Weekly call with AgMedica and TGF; call with CBRE; call with Trevor; call with R. Kennedy / Jason re: SISP; Jason re: sources and users
Alex Morrison	2-Jun-20	0.5	calls with Trevor/Jason/Rebecca re: SISP
Alex Morrison	3-Jun-20	1.0	850 Richmond Street Offer/call with Trevor; call with Trevor re: non-core Real Estate and SISP; call with Jason re: SISP; weekly DIP lender cash flow report
Alex Morrison	4-Jun-20	1.0	review draft term sheet from TGF/call with R. Kennedy and J. Marley re: SISP; call with Trevor/Rebecca and Jason re: SISP
Alex Morrison	5-Jun-20	1.5	Call with B. Demers/R. Kennedy re: SISP; call with Trevor Henry re: SISP; review 830 Richmond APS
Alex Morrison Total		5.5	
Greg McDonald	1-Jun-20	4.3	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	2-Jun-20	6.3	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	3-Jun-20	5.0	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process;
Greg McDonald	4-Jun-20	4.4	Approve & Track Payments; Claims Process; Review Claims; Calls with Lawyers Re: Claims Process; Notice of Disputes
Greg McDonald	5-Jun-20	5.2	Approve & Track Payments; Notice of Disputes
Greg McDonald	5-Jun-20	2.2	[DO NOT BILL] - review monitor mailbox for emails
Greg McDonald Total		27.4	
Jason Marley	30-May-20	1.0	offer calls / Responses
Jason Marley	31-May-20	1.0	Term Sheet
Jason Marley	1-Jun-20	0.5	Call with [REDACTED]
Jason Marley	1-Jun-20	3.0	Term Sheet skeleton / Rights Offering
Jason Marley	1-Jun-20	0.5	Agmedica update call
Jason Marley	2-Jun-20	2.5	Term Sheet / Rights Offering Calls
Jason Marley	2-Jun-20	0.5	Call with [REDACTED]
Jason Marley	3-Jun-20	0.5	Calls with Trevor
Jason Marley	3-Jun-20	1.0	Term Sheet review
Jason Marley	3-Jun-20	1.0	[REDACTED] contact
Jason Marley	4-Jun-20	1.0	Term Sheet Calls
Jason Marley	4-Jun-20	0.5	Call with Bill / Call with Trevor
Jason Marley	4-Jun-20	0.5	Term Sheet drafting
Jason Marley	5-Jun-20	1.0	Calls with Bill / Trevor / Karen / Alex
Jason Marley Total		14.5	
Karen Fung	31-May-20	1.1	sources and uses, call w/ Jason
Karen Fung	1-Jun-20	4.7	email re: creditors, sources and uses, Light sales, daily claims update, e/ Jason re: SISP, Transaction agreement review and SISP support analysis, weekly update call w/TGF/AGM
Karen Fung	2-Jun-20	3.5	Weekly senior leadership call POC review light sales, e/CRA,
Karen Fung	3-Jun-20	0.7	Cash flow forecast, non-core asset
Karen Fung	4-Jun-20	3.4	Claims call, e/DIP lender, e/Loopstra, e/Alex, e/Peter, status of HST audits, discuss re: Auction,
Karen Fung	5-Jun-20	0.8	review of claims, e/CRA, vacation pay inquiry
Karen Fung	5-Jun-20	1.6	Phone and email log review (do not bill 1.6)
Karen Fung Total		15.8	
Lawrence Levin	27-May-20	1.4	CEWS prep and discussion with Bill Demers
Lawrence Levin Total		1.4	
Marie Jackson	1-Jun-20	1.3	Respond to emails as required. Index documents to server and load to database.
Marie Jackson	2-Jun-20	1.8	Respond to emails. Index documents received to server and load to database. Request documentation from creditors as requested.
Marie Jackson	3-Jun-20	1.3	Respond to emails confirming receipt of documents. Index documents received to server and load to database.
Marie Jackson	4-Jun-20	1.1	Confirm receipt of POC, Index documents to server load to database. Request revisions to POC. Index documents to database as requested.
Marie Jackson	5-Jun-20	0.3	Index call/email on server as required.
Marie Jackson Total		5.8	
Grand Total		70.4	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005362

Please include this number with payment

Invoice Date: July 03, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:

EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended June 12, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	49,636.00	HST	13 %	6,452.68	56,088.68
Expenses	3,460.67	HST	13 %	449.89	3,910.56
	53,096.67			6,902.57	59,999.24
Invoice summary	53,096.67				
Tax :	13% HST			6,902.57	
Total:	53,096.67			6,902.57	59,999.24

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.

GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

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AgMedica Bioscience Inc.
Summary of Professional Fees to June 12, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	5.0	770	3,850.00
Karen Fung	Vice President/ Senior Manager	32.0	585	18,720.00
Jason Marley	Vice President/ Senior Manager	8.5	585	4,972.50
Greg McDonald	Manager	37.1	410	15,211.00
Kathleen Delicaet	Manager	2.5	410	1,025.00
Marie Jackson	Paraprofessional	21.1	275	5,802.50
Marites Carandang	Paraprofessional	0.2	275	55.00
Subtotal		106.4	\$	49,636.00

Disbursements

Ground Transportation. Meals	3,460.67
Total Disbursements	\$ 3,460.67
Total Time	\$ 49,636.00
HST @ 13%	6,902.57
Total Invoice	\$ 59,999.24

Person	Date	Hours	Description
Alex Morrison	9-Jun-20	0.5	Rebecca re: SISP; emails re: 715 Richmond St. real estate offer
Alex Morrison	10-Jun-20	1.5	Call with CBRE re: Mortgage; Contract disclaimer Vivitec; Contract disclaimer to Pachia properties; email to BDC re: Mortgage Filing; Weekly DIP lender report
Alex Morrison	11-Jun-20	1.5	call with Trevor/Peter/Bill/TGF re: SISP; emails with J. Marley re: forecast; 715 Richmond Street offer; call with BLG to update on SISP; call with B.
Alex Morrison	12-Jun-20	1.5	Call with T. Henry re: CCAA plan; call with R. Kennedy re: SISP
Alex Morrison Total		5.0	
Greg McDonald	8-Jun-20	8.1	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Call with Counsel Re: Claims
Greg McDonald	9-Jun-20	7.6	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	10-Jun-20	7.6	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	11-Jun-20	7.4	Claims Process; Calls with Lawyers Re: Claims Process; Notice of Dispute Resolutions
Greg McDonald	12-Jun-20	6.4	Approve & Track Payments; Claims Process; Court Report Appendix - Cash Flows & Variance Analysis
Greg McDonald Total		37.1	
Jason Marley	7-Jun-20	1.0	██████ Calls / Discussion
Jason Marley	8-Jun-20	0.5	Team Update Call
Jason Marley	9-Jun-20	1.0	██████ Responses / Term Sheet letter review
Jason Marley	10-Jun-20	1.0	BDC Plan
Jason Marley	10-Jun-20	1.0	Diligence Call with ██████ Team
Jason Marley	11-Jun-20	0.5	██████ Questions
Jason Marley	11-Jun-20	0.5	SISP / Equity Raise Update Call
Jason Marley	11-Jun-20	0.5	FCF Analysis
Jason Marley	12-Jun-20	1.0	FCF Analysis
Jason Marley	12-Jun-20	1.0	Model Review Call / BDC / Call with Bill
Jason Marley	12-Jun-20	0.5	██████ Communication
Jason Marley Total		8.5	
Karen Fung	8-Jun-20	3.6	Claims call, weekly call, e/capex deposits, e/creditor re: dispute resolution, e/Bill of sale, chromebook discussion, e/auctioneer, e/creditor update
Karen Fung	9-Jun-20	4.6	Senior leadership call. e/peter re: lights, Summary of Claims, Monitor's report
Karen Fung	10-Jun-20	6.1	mtg w/Bill; leadwave/chromebooks; e/Peter re: Light sales, notice to disclaim, cash flow forecast and variance review, e/jason re: SISP, review of non-core real estate APS, monitor's report
Karen Fung	11-Jun-20	9.3	Claims call, oil inventory review, claims review, disbursement, monitor's
Karen Fung	12-Jun-20	8.4	Monitor's report. APS review, e/SISP, call w/Bill re: finance model, fee affidavit, summary of claims
Karen Fung Total		32.0	
Kathleen Delicaet	11-Jun-20	1.5	Created free cash flow model with multiple scenarios for a possible mortgage
Kathleen Delicaet	12-Jun-20	1.0	Updated free cash flow model with multiple scenarios for a possible mortgage
Kathleen Delicaet Total		2.5	
Marie Jackson	8-Jun-20	7.0	Release NORD via email to creditor, updating server, load to database. Index POC rec's as requested, load to server and to database.
Marie Jackson	9-Jun-20	0.5	Responding to emails, review POC reconciliations previous prepared.
Marie Jackson	10-Jun-20	0.5	Respond to emails from creditors.
Marie Jackson	11-Jun-20	7.0	final review of POC received against mailbox. Review Service list against latest posted version.
Marie Jackson	12-Jun-20	6.1	Prepare affidavit of fees. Index POC reconciliation to server and load to database.
Marie Jackson Total		21.1	
Marites Carandang	10-Jun-20	0.2	Print off R & D for May account balance. Prepare May/2020 bank rec.
Marites Carandang Total		0.2	
Grand Total		106.4	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005366

Please include this number with payment

Invoice Date: July 03, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended June 19, 2020.

					CAD
					Total
	Net	Tax	Rate	Tax Amount	
Fee	46,317.00	HST	13 %	6,021.21	52,338.21
	46,317.00			6,021.21	52,338.21
Invoice summary	46,317.00				
Tax :	13% HST			6,021.21	
Total:	46,317.00			6,021.21	52,338.21

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to June 19, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	8.5	770	6,545.00
Karen Fung	Vice President/ Senior Manager	26.9	585	15,736.50
Jason Marley	Vice President/ Senior Manager	12.0	585	7,020.00
Greg McDonald	Manager	35.3	410	14,473.00
Kathleen Delicaet	Manager	0.5	410	205.00
Marie Jackson	Paraprofessional	8.4	275	2,310.00
Marites Carandang	Paraprofessional	0.1	275	27.50
Subtotal		<u>91.7</u>		<u>\$ 46,317.00</u>
Total Time	\$	46,317.00		
HST @ 13%		<u>6,021.21</u>		
Total Invoice \$		<u>52,338.21</u>		

Person	Date	Hours	Description
Alex Morrison	15-Jun-20	1.5	Call with Trevor re: SISP / Non-core real estate/ surplus litigation; call with TGF re: SISP; weekly update call with AgMedica and TGF; flow of funds analysis; call with R. Kennedy and J. Marley re: Trevor re: AgriRoots
Alex Morrison	16-Jun-20	1.5	call with Jason re: term sheet; Monitor Report; call with B. Demers; Scenario analysis from Jason
Alex Morrison	17-Jun-20	1.0	Weekly DIP lender cash flow report; update calls with Trevor/Bill/Rebecca on the SISP
Alex Morrison	18-Jun-20	1.5	Call with R. Kennedy re: SISP; call with BLG /TGF re: SISP; Call with R. Kennedy/Trevor re: SISP and equipment auction; call with S. Graff re: SISP
Alex Morrison	19-Jun-20	3.0	Call with Jason and rebecca re: bid analysis; call with J.Gage re: SISP; call with Trevor; call with BLG/TGF re: SISP; call with Karen re: Monitor Report; call with B. Demers
Alex Morrison Total		8.5	
Greg McDonald	15-Jun-20	7.3	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Call with Counsel Re: Claims
Greg McDonald	16-Jun-20	7.6	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	17-Jun-20	7.6	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process
Greg McDonald	18-Jun-20	6.4	Claims Process; Calls with Lawyers Re: Claims Process; Notice of Dispute Resolutions
Greg McDonald	19-Jun-20	6.4	Approve & Track Payments; Claims Process; Court Report Appendix - Cash Flows & Variance Analysis
Greg McDonald Total		35.3	
Jason Marley	15-Jun-20	0.5	Call with Alex / Rebecca
Jason Marley	15-Jun-20	0.5	SGS/GMP Review
Jason Marley	15-Jun-20	1.5	Term Sheet Updates
Jason Marley	16-Jun-20	2.0	FCF Analysis / Term Sheet Review
Jason Marley	17-Jun-20	1.0	Call with Trevor / Trent - Industry overview/research
Jason Marley	17-Jun-20	1.0	Calls with Bill - Sales forecast / SOPs
Jason Marley	17-Jun-20	0.5	calls/emails
Jason Marley	18-Jun-20	2.0	Side-by-Side Analysis
Jason Marley	18-Jun-20	1.0	Responses / Data Room
Jason Marley	18-Jun-20	0.5	Revised Sales analysis
Jason Marley	19-Jun-20	0.5	Call with Rebecca / Alex, Revise analysis
Jason Marley	19-Jun-20	1.0	Termination
Jason Marley Total		12.0	
Karen Fung	14-Jun-20	4.2	Seventh Monitor's Report draft
Karen Fung	15-Jun-20	4.6	Draft affidavit, Monitor's report, e_Auctioneer, light sales, Sources and Uses, weekly update w/TGF/AGM, Proof of claim discussion, call w/ Jason,
Karen Fung	16-Jun-20	3.4	Cash Flow Forecast and notes review, review of CF variance for both report and DIP, monitor's report
Karen Fung	17-Jun-20	2.3	Creditor inquires, re: dispute resolution, disclaimed residential lease, disbursement fees, POC review
Karen Fung	18-Jun-20	8.6	AGLC return, Forecast call, claims call, weekly team update, vault stock review, call w/Auctioneer, call w/ Jason re: deal review, NORD mailing, e/re: auction,
Karen Fung	19-Jun-20	3.8	computer pick up, call w/Bill, e_SISP, claims summary, Alberta return
Karen Fung Total		26.9	
Kathleen Delicaet	16-Jun-20	0.5	Updated FCF sensitivity workbook for AgMedica's new 15.6.2020 model
Kathleen Delicaet Total		0.5	
Marie Jackson	14-Jun-20	3.0	Update draft Affidavit in preparation for Monitor's report.
Marie Jackson	15-Jun-20	5.4	Finalize documents for Affidavit. Respond to emails. Index documentation to server and to database.
Marie Jackson Total		8.4	
Marites Carandang	16-Jun-20	0.1	Post bank interest/bank charges re: May/20 bank rec.
Marites Carandang Total		0.1	
Grand Total		91.7	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005394

Please include this number with payment

Invoice Date: July 15, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended June 26, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	40,434.00	HST	13 %	5,256.42	45,690.42
	40,434.00			5,256.42	45,690.42
Invoice summary	40,434.00				
Tax :	13% HST			5,256.42	
Total:	40,434.00			5,256.42	45,690.42

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Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to June 26, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	7.5	770	5,775.00
Karen Fung	Vice President/ Senior Manager	23.3	585	13,630.50
Jason Marley	Vice President/ Senior Manager	11.5	585	6,727.50
Greg McDonald	Manager	28.8	410	11,808.00
Kathleen Delicaet	Manager	2.0	410	820.00
Mark Shtay	Senior	0.2	390	78.00
Marie Jackson	Paraprofessional	4.5	275	1,237.50
Marites Carandang	Paraprofessional	1.3	275	357.50
Subtotal		79.1		\$ 40,434.00

Total Time	\$	40,434.00
HST @ 13%		5,256.42
Total Invoice \$		45,690.42

Person	Date	Hours	Description
Alex Morrison	22-Jun-20	1.0	CBRE reporting letters; draft affidavit; draft stay extension and sale approval orders; weekly AgMedica and TGF update call; leave disclaimer; update call with Jason
Alex Morrison	23-Jun-20	2.5	Herbolea contract call with TGF/AgMedica; call with [REDACTED]; call with Trevor re: restructuring; call with R. Kennedy; Monitor Report
Alex Morrison	24-Jun-20	0.5	Monitor Report and affidavit; weekly DIP lender cash flow report
Alex Morrison	25-Jun-20	1.5	Call with S. Graff/TGF re: court motion; call with Trevor re: Australia and European Sub; call with Rebecca/Trevor re: Credit facility; call with Trevor re: term sheet
Alex Morrison	26-Jun-20	2.0	Call with S. Graff/R. Kennedy re: court hearing; Zoom court hearing re: stay extension; update call with Trevor and Rebecca on court call re: equip providers/email to TGF; set up of trust account
Alex Morrison Total		7.5	
Greg McDonald	22-Jun-20	8.5	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Call with Counsel Re: Claims
Greg McDonald	23-Jun-20	8.1	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments;
Greg McDonald	24-Jun-20	7.6	Cash Flow Forecast; Approve Payments & Track Payments; Reconcile Invoices from Sale of Assets
Greg McDonald	25-Jun-20	4.6	Track Payments; Reconcile payments from Auctioneer; Approve Payments
Greg McDonald Total		28.8	
Jason Marley	21-Jun-20	0.5	Financial Model Review
Jason Marley	22-Jun-20	0.5	Model call with [REDACTED]
Jason Marley	22-Jun-20	2.0	FCF Sensitivities / Model review
Jason Marley	22-Jun-20	0.5	Model Call with [REDACTED]
Jason Marley	22-Jun-20	0.5	Call with [REDACTED]
Jason Marley	23-Jun-20	2.0	Financial Model Review - COGS/Margin
Jason Marley	23-Jun-20	0.5	New Deal
Jason Marley	24-Jun-20	0.5	NDAs
Jason Marley	24-Jun-20	0.5	Call with [REDACTED]
Jason Marley	24-Jun-20	0.5	Call with [REDACTED]
Jason Marley	25-Jun-20	0.5	Financial Model
Jason Marley	25-Jun-20	1.0	New Buyer / Data Room / CIM
Jason Marley	25-Jun-20	0.5	Real Estate
Jason Marley	26-Jun-20	1.0	Financial Model / Call with Bill
Jason Marley	26-Jun-20	0.5	Term Sheet
Jason Marley Total		11.5	
Karen Fung	21-Jun-20	9.3	Claims summary, review of affidavit and Cash Flow Forecast, Draft Monitor's report with appendices
Karen Fung	22-Jun-20	3.4	Monitor's certificates; e_TGF, weekly call w/TGF/AGM, disclaimers, e_re: Alberta returns, e_re: computer equipment, sale of lights
Karen Fung	23-Jun-20	3.8	.9 call re_potential buyer, .9 call and prep call w_AGLC, call re: Herbolea .7, finalizing Monitor's report
Karen Fung	24-Jun-20	4.6	Senior Leadership call, weekly team meeting, cash flow variance and cash flow review, finalizing monitor's report, e_re: destruction of inventory, e_re 830 sale proceeds, vendor inquiry, e_loopstra
Karen Fung	25-Jun-20	2.2	Call w/AB re: KGP, drafting stabilis debt schedule, call w_Alex,
Karen Fung Total		23.3	
Kathleen Delicaet	22-Jun-20	1.0	Update FCF for June 20th version
Kathleen Delicaet	23-Jun-20	1.0	Update FCF for June 23rd version
Kathleen Delicaet Total		2.0	
Marie Jackson	22-Jun-20	2.6	Index NORD to server and to database. Email same to creditor.
Marie Jackson	23-Jun-20	0.8	Index NORD as requested to server and database. Respond to emails. Review status of claims and update log as required.
Marie Jackson	24-Jun-20	0.5	Review emails update and respond as appropriate.
Marie Jackson	25-Jun-20	0.6	Review voice messages and emails update log, follow up on resolution of same.
Marie Jackson Total		4.5	
Marites Carandang	26-Jun-20	1.3	Draft document to open new bank account. Email document to Alex for signature. Discuss same with Karen. Email signed docs to RBC. Emails/to/from Karen/Alex. Prepare wire instruction. Set-up same on connected.



Person	Date	Hours	Description
Marites Carandang Total		1.3	
Mark Shtay	25-Jun-20	0.2	Call on Equipment shipping to Ontario.
Mark Shtay Total		0.2	
Grand Total		79.1	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005428

Please include this number with payment

Invoice Date: July 21, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended July 3, 2020.

					CAD
					Total
	Net	Tax	Rate	Tax Amount	
Fee	14,932.50	HST	13 %	1,941.23	16,873.73
	14,932.50			1,941.23	16,873.73
Invoice summary	14,932.50				
Tax :	13% HST			1,941.23	
Total:	14,932.50			1,941.23	16,873.73

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Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to July 3, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	3.0	770	2,310.00
Karen Fung	Vice President/ Senior Manager	5.4	585	3,159.00
Jason Marley	Vice President/ Senior Manager	2.0	585	1,170.00
Greg McDonald	Manager	17.8	410	7,298.00
Mark Shtay	Senior	2.2	390	858.00
Marites Carandang	Paraprofessional	0.5	275	137.50
Subtotal		30.9		\$ 14,932.50
Total Time	\$	14,932.50		
HST @ 13%		1,941.23		
Total Invoice \$				16,873.73



AgMedica (E-65473196)

WIP Time Details

Report #: GFIS 3003T
Printed: 2020-07-21
2:41 PM
Page 1 of 1

Person	Date	Hours	Description
Alex Morrison	29-Jun-20	1.0	Note Nutra Source disclaimer; call with [REDACTED]; weekly AgMedica/TGF update call
Alex Morrison	30-Jun-20	1.0	Confirmation on 715 Richmond Street St. condition; call with S. Graff and client and Rebecca Trevor; 830 Richmond statement of Adjustments; weekly DIP lender report.
Alex Morrison	2-Jul-20	1.0	Call with Trevor re: equipt subscriptions; email to equipt subscriber re: questions on deposits/wire transfer information
Alex Morrison Total		3.0	
Greg McDonald	29-Jun-20	7.9	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Cash Flow Budget for DIP Lender; Approve Payments & Track Payments; Call with TGF, V Dore Re: Claims
Greg McDonald	30-Jun-20	8.1	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Cash Flow Budget for DIP Lender; Approve Payments & Track Payments; Track funds to be remitted to DIP Lender
Greg McDonald	2-Jul-20	1.8	answer emails Re: payments for approval; Discussion with DIP Lender Re: Interest payment and correct account to remit to
Greg McDonald Total		17.8	
Jason Marley	29-Jun-20	0.5	Weekly Update Call
Jason Marley	29-Jun-20	0.5	[REDACTED] Call
Jason Marley	29-Jun-20	1.0	Financial Model / Calls with Bill and Trevor
Jason Marley Total		2.0	
Karen Fung	29-Jun-20	3.1	Claims Call . 5, weekly call W/TGF/AGM/MC 0.3, call w/potential buyer 0.4, call_w Greg .3, cash flow forecast .4, creditor enquiries .2, e collection of equipment .2; summary of claims .6, call re: disclaimer .2
Karen Fung	30-Jun-20	2.3	Claims review, cash flow variance and forecast.
Karen Fung Total		5.4	
Marites Carandang	29-Jun-20	0.5	Set up new bank account to Troy software. Follow up opening of bank account at RBC.
Marites Carandang Total		0.5	
Mark Shtay	29-Jun-20	0.6	Email re: Monitors to Karen Fung. Email to M. Spencer re: liquidation. Response re: value of assets.
Mark Shtay	30-Jun-20	1.0	Email to M. Spencer re: monitor sale. Call to Scott Morrow. No answer. Follow up with M. Spencer. Update to Karen/Vince. Email to John Bell. Pickup assets. Call w/ J. Bell. asset location and time.
Mark Shtay	2-Jul-20	0.6	Call w/ Scott Morrow re: pickup assets. Email to Mackenzie. Invoice Info. Email to John Bell re: Thursday pickup.
Mark Shtay Total		2.2	
Grand Total		30.9	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005499

Please include this number with payment

Invoice Date: July 30, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended July 10, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	27,789.50	HST	13 %	3,612.64	31,402.14
	27,789.50			3,612.64	31,402.14
Invoice summary	27,789.50				
Tax :	13% HST			3,612.64	
Total:	27,789.50			3,612.64	31,402.14

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to July 10, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	5.1	770	3,927.00
Karen Fung	Vice President/ Senior Manager	11.9	585	6,961.50
Jason Marley	Vice President/ Senior Manager	3.5	585	2,047.50
Greg McDonald	Manager	29.7	410	12,177.00
Mark Shtay	Senior	5.1	390	1,989.00
Cam Bear	Paraprofessional	2.5	275	687.50
Subtotal		57.8		\$ 27,789.50
Total Time	\$	27,789.50		
HST @ 13%		3,612.64		
Total Invoice \$		31,402.14		

Person	Date	Hours	Description
Alex Morrison	6-Jul-20	1.0	Wire transfer for equipment subscription deposits; weekly AgMedica and TGF status update call; update on 715 Richmond street sale waiver; Med C and Herolea disclaimer
Alex Morrison	7-Jul-20	1.1	Update on EY trust account for equip subscription; update call with K Phillips and Aird & Berlis with TGF; update call with BLG and TGF; 715 Richmond Street waiver of conditions
Alex Morrison	8-Jul-20	2.0	Weekly DIP lender cash flow expert; AgriRoots deposit; call with Karen re: auction proceeds statement for Stabilis and cash flow; email to A. MacFarlane re: auction sale protocol; call with R. Kennedy re: status update; call with Trevor and Rebecca
Alex Morrison	9-Jul-20	0.5	EDF presentation; Trust fund summary
Alex Morrison	10-Jul-20	0.5	Equipment subscription deposits; update call with Trevor
Alex Morrison Total		5.1	
Cam Bear	6-Jul-20	0.8	Emails with RBC to obtain details of deposits received to date. Provide to Karen and Alex
Cam Bear	7-Jul-20	1.2	Emails with bank for account activity. Write up deposits to records fund received to date.
Cam Bear	9-Jul-20	0.5	Record wire received to date and discuss with Karen
Cam Bear Total		2.5	
Greg McDonald	6-Jul-20	6.7	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Calls with Lawyers Re: Claims Process
Greg McDonald	7-Jul-20	7.3	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments;
Greg McDonald	8-Jul-20	7.5	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Analysis of Proposal to Repay Alberta
Greg McDonald	9-Jul-20	5.5	Approve & Track Payments; Analysis of Proposal to pay back Alberta; Discussions with Management Re: Alberta Proposal
Greg McDonald	10-Jul-20	2.7	Determine Disclaimed Contract final payments; Execute NDA; Review Claims; Track Payments
Greg McDonald Total		29.7	
Jason Marley	6-Jul-20	0.5	Call with [REDACTED] NDA, CIM & Data Room
Jason Marley	9-Jul-20	0.5	Call with [REDACTED]
Jason Marley	9-Jul-20	0.5	Firmex
Jason Marley	10-Jul-20	2.0	Financial Model Review - Errors
Jason Marley Total		3.5	
Karen Fung	6-Jul-20	2.7	e re: Creditors and claims, sale of london, banking re: Equity deposits, weekly update w/TGF/AGM, Monitor's certificates, disclaimers,
Karen Fung	7-Jul-20	4.3	call w/ KGP, Senior Leadership call, Claims review meeting w/TGF/McCarthy, disbursement review, auction proceeds calculations, Alberta review,
Karen Fung	8-Jul-20	2.8	Claims call w/TGF/McCarthy/AGM, discussion re: domain, term sheet, resale of computer equipment in Alberta, cash flow variance and forecast review,
Karen Fung	9-Jul-20	1.8	resale of computer equipment, resale of lights, inquiries.
Karen Fung	10-Jul-20	0.3	e to CRA re: POC, CEWS discussion,
Karen Fung Total		11.9	
Mark Shtay	7-Jul-20	0.4	Email to John Bell - Payment Info. Call w/ Scott Morrow - Conf. of Appointment.
Mark Shtay	8-Jul-20	0.8	Email to Vice/David re: Communication with Scott Morrow. Email to John Bell - Payment for monitors. Email to RBC - Statement request. Email to Karen Fung - Payment details. Email to Mackenzie re: Payment Conf.
Mark Shtay	9-Jul-20	3.4	Drive to Beaumont pickup computer equipment. Email to group re: asset pickup.
Mark Shtay	10-Jul-20	0.5	Call to John Bell re: Monitor CPU's. Email to group re: CPU sale and monitor details.
Mark Shtay Total		5.1	
Grand Total		57.8	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005525

Please include this number with payment

Invoice Date: August 07, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended July 17, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	34,168.00	HST	13 %	4,441.84	38,609.84
	34,168.00			4,441.84	38,609.84
Invoice summary	34,168.00				
Tax :	13% HST			4,441.84	
Total:	34,168.00			4,441.84	38,609.84

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to July 17, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	8.6	770	6,622.00
Karen Fung	Vice President/ Senior Manager	20.2	585	11,817.00
Jason Marley	Vice President/ Senior Manager	3.0	585	1,755.00
Greg McDonald	Manager	31.0	410	12,710.00
Mark Shtay	Senior	3.1	390	1,209.00
Marites Carandang	Paraprofessional	0.2	275	55.00
Subtotal		66.1		\$ 34,168.00
Total Time	\$	34,168.00		
HST @ 13%		4,441.84		
Total Invoice \$		38,609.84		

Person	Date	Hours	Description
Alex Morrison	13-Jul-20	0.6	Weekly call with AgMedica and TGF; email from TGF re: Health
Alex Morrison	14-Jul-20	3.0	EDF claim proposal letter; call with D. Phillips/S. Graff re: update call; call with AgMedica and TGF re: EDF claim; draft CCAA plan; call with Stabilis and BLG with TGF for weekly update
Alex Morrison	15-Jul-20	1.5	715 Richmond Street closing timing emails; McCarthy's comments on draft CCAA plan; light sale closing Monitor Certificate; emails with TGF re: Health Canada appeal process; weekly DIP lender cash flow reports
Alex Morrison	16-Jul-20	1.5	Karen re: EDF claim; call with Rebecca re: CCAA plan/EDF claim; call with Trevor and rebecca re: CCAA Plan; FCF definition for CCAA plan
Alex Morrison	17-Jul-20	2.0	CCAA plan revisions; call with R. Kennedy re: court hearing date; call with karen re: EF claim; 715 richmond street closing; karen re: CRA claim
Alex Morrison Total		8.6	
Greg McDonald	13-Jul-20	7.7	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Call with Lawyers Re: Claims
Greg McDonald	14-Jul-20	8.6	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Calls with Suppliers Re: CCAA progression Questions; Discussion of AR outstanding
Greg McDonald	15-Jul-20	8.3	Approve & Track Payments; DIP Budget Reporting to DIP Lender; Liquidation Analysis
Greg McDonald	16-Jul-20	6.4	Approve & Track Payments; Review Claims: Liquidation/Sale Analysis
Greg McDonald Total		31.0	
Jason Marley	13-Jul-20	0.5	Weekly Update Call / New Buyer Contact
Jason Marley	13-Jul-20	0.5	Financial Model Analysis with Bill
Jason Marley	14-Jul-20	0.5	Call with [REDACTED]
Jason Marley	15-Jul-20	0.5	Data Room / [REDACTED] questions
Jason Marley	16-Jul-20	0.5	Plan Agreement / Financial Model
Jason Marley	17-Jul-20	0.5	FCF / Model discussion
Jason Marley Total		3.0	
Karen Fung	13-Jul-20	2.6	Claims call w/ TGF/AGM/McCarthy, weekly call w/TGF/AGM, disc. re alberta returns, discussion re: Health Canada license and transaction, Vivitek claim and response to creditor, emails,
Karen Fung	14-Jul-20	4.9	review of EDF letter, Call w/ Trevor re: EDF claim, call W/ KGP, resale of computer equipment, EDF revenue stream, review of draft plan, Cash Flow forecast and Variance review,
Karen Fung	15-Jul-20	4.1	EDF claim calculation, montior's certificate, Health Canada lead, investor's list, plan outcome analysis,
Karen Fung	16-Jul-20	4.2	liquidation analysis review 1 hr, e_re: CRA Claim, EDF claim valuation, plan outcome estimate,
Karen Fung	17-Jul-20	4.4	call w/ Alex, re: plan outcome estimate, review of plan details, equipment resale, EDF claim calculation, excise license email, wage subsidy, health canada license.
Karen Fung Total		20.2	
Marites Carandang	14-Jul-20	0.2	June/20 bank recs.
Marites Carandang Total		0.2	
Mark Shtay	14-Jul-20	0.3	Email re: Monitor Sale. Response re: Damaged Monitors.
Mark Shtay	15-Jul-20	0.4	Email to J.Bell re: Monitor Update. Email to J.Bell re: CPUs.
Mark Shtay	17-Jul-20	2.4	Call w/ J. Bell - CPU sale. Email to group re: pickup CPU's. Drive to Spruce Grove Pickup CPU's.
Mark Shtay Total		3.1	
Grand Total		66.1	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005538

Please include this number with payment

Invoice Date: August 11, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended July 17, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Subtotal	32,911.00				
Courtesy Discount @ 5%	-1,645.55				
Fee	31,265.45	HST	13 %	4,064.51	35,329.96
	31,265.45			4,064.51	35,329.96
Invoice summary	31,265.45				
Tax :	13% HST			4,064.51	
Total:	31,265.45			4,064.51	35,329.96

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Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to July 24, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	8.0	770	6,160.00
Karen Fung	Vice President/ Senior Manager	21.1	585	12,343.50
Jason Marley	Vice President/ Senior Manager	1.0	585	585.00
Greg McDonald	Manager	32.6	410	13,366.00
Mark Shtay	Senior	1.1	390	429.00
Marites Carandang	Paraprofessional	0.1	275	27.50
Subtotal		63.9		\$ 32,911.00
Courtesy Discount 5 %				\$ 1,645.55
Subtotal				\$ 31,265.45
Total Time	\$	31,265.45		
HST @ 13%		4,064.51		
Total Invoice \$		35,329.96		

Person	Date	Hours	Description
Alex Morrison	20-Jul-20	2.0	Call from Trevor re: debt commitment letter; weekly update call with AgMedica and TGF; AgriPivots term sheet; call with R. Kennedy re: CCAA plan and court timing; Karen re: RDF claim
Alex Morrison	21-Jul-20	3.0	Call with S. Graff/Rebecca/T. Henry re: CCAA plan update; call with TGF/McCarthy's re: draft CCAA plan; call with McCarthy's re: CRA claim; call with stabilis/TGF/Trevor re: update on CCAA plan; review EDF claim with Karen
Alex Morrison	22-Jul-20	1.0	Weekly DIP lender cash flow forecast; EDF claim/call with Karen re: TGF analysis
Alex Morrison	23-Jul-20	1.5	Email from Aird & Berlis re: Agriroots; draft statement of Adjustments 715 Richmond Street.; Karen re: Alberta meeting; Karen re: co-ordination of virtual creditor meeting; EDF contractor proposal on claim; memo from McCarthy's on K. Phillips debt interest
Alex Morrison	24-Jul-20	0.5	email with Karen re: CRA claim; draft letter to CRA; draft settlement from TGF from EDF claims
Alex Morrison Total		8.0	
Greg McDonald	20-Jul-20	8.2	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Call with Lawyers Re: Claims
Greg McDonald	21-Jul-20	9.0	Reconcile Cash Accounts, DIP Variance Analysis Preparation; Approve Payments & Track Payments; Calls with Suppliers Re: CCAA progression Questions; Discussion of AR outstanding
Greg McDonald	22-Jul-20	8.3	Approve & Track Payments; DIP Budget Reporting to DIP Lender; Calls with Supplier Re: CCAA Progression: Update Call Log
Greg McDonald	23-Jul-20	7.1	Approve & Track Payments; Review Claims: Liquidation/Sale Analysis
Greg McDonald Total		32.6	
Jason Marley	20-Jul-20	0.5	Team Update Call / Data Room
Jason Marley	24-Jul-20	0.5	Call with [REDACTED]
Jason Marley Total		1.0	
Karen Fung	20-Jul-20	6.2	Claims Call w/ TGF and McCarthy, Call re: Health Canada, call re: EDF w/TGF, calc estimate Claims, discussing virtual creditor meeting and logistics, disbursement
Karen Fung	21-Jul-20	3.7	Meeting with KGP, Senior leadership Call, Plan review, disbursements, emails
Karen Fung	22-Jul-20	5.2	Variance Analysis, DIP Budget review, Claims Summary, EDF calculations, Alberta returns,
Karen Fung	23-Jul-20	5.2	call w/TGF re: EDF, mtg w/AGM re: Alberta, Call w/Alberta, draft monitor's report, CRA claim
Karen Fung	24-Jul-20	0.8	EDF resolution, CRA letter, call w/Bill, e_re: AGLC and CEWS
Karen Fung Total		21.1	
Marites Carandang	21-Jul-20	0.1	Post bank adjustments re: June/20 bank rec.
Marites Carandang Total		0.1	
Mark Shtay	21-Jul-20	0.2	Email to group re: Invoice.
Mark Shtay	23-Jul-20	0.9	Email to Jennifer Postman - double payment. Email to Group re: Shipping quote. Email w/ Shelley re: Shipping. Photograph/count packages and send email to group.
Mark Shtay Total		1.1	
Grand Total		63.9	



Ernst & Young Inc.
Toronto, ON

Invoice

AgMedica Bioscience Inc
111 Heritage Road
Suite 200
Chatham, ON N7M 5W7
Canada

Invoice No.: CA12C500005592

Please include this number with payment

Invoice Date: August 26, 2020
Due Date: Upon receipt
Client No.: 0011921966
Engagement No.: E-65461559

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended July 31, 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	53,454.00	HST	13 %	6,949.02	60,403.02
	53,454.00			6,949.02	60,403.02
Invoice summary	53,454.00				
Tax :	13% HST			6,949.02	
Total:	53,454.00			6,949.02	60,403.02

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Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

AgMedica Bioscience Inc.
Summary of Professional Fees to July 31, 2020

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Alex Morrison	Senior Vice President/ Partner	11.5	770	8,855.00
Karen Fung	Vice President/ Senior Manager	50.4	585	29,484.00
Greg McDonald	Manager	35.4	410	14,514.00
Mark Shtay	Senior	1.4	390	546.00
Marites Carandang	Paraprofessional	0.2	275	55.00
Subtotal		98.9	\$	53,454.00

Total Time	\$	53,454.00
HST @ 13%		6,949.02
Total Invoice	\$	60,403.02

Person	Date	Hours	Description
Alex Morrison	27-Jul-20	1.0	CRA claim letter; HRC call agenda; Karen re: Monitor Report/CRA letter; weekly Agmedica and TGF update call; draft affidavit on plan and meeting order
Alex Morrison	28-Jul-20	3.0	Call with TGF re: court materials; draft meeting order/draft affidavit; updated CCAA plan; call with Trevor; update call with Stabilis and BLG; conference call with Health London; update on McCarthy's discussion with Aird & Berlis on default interest; call with Trevor/TGF re: stock options
Alex Morrison	29-Jul-20	2.0	Draft Eighth Monitor's Report; Weekly DIP lender cash flow report; Stabilis email re: AgriRiots; CCAA Plan finalization/emails from TGF
Alex Morrison	30-Jul-20	4.5	Monitor's Eighth Report; AgriRiots commitment letter
Alex Morrison	31-Jul-20	1.0	Lease disclaimer; Monitor Report/call with Karen
Alex Morrison Total		11.5	
Greg McDonald	27-Jul-20	8.0	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Claims Process; Calls with Lawyers Re: Claims Process; Notice of Revision or Disallowance
Greg McDonald	28-Jul-20	7.6	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Senior Leadership Call; Calculation of Claim Value for Disclaimed Contracts; Recording Disclaimed Contracts
Greg McDonald	29-Jul-20	9.5	DIP Cash Flow Budget; DIP Variance Analysis Preparation; Approve Payments & Track Payments; Liquidation Analysis for Court Report
Greg McDonald	30-Jul-20	10.1	Approve Payments & Track Payments; 8th Report of the Monitor Review; Update Liquidation Analysis based on Lawyers Comments; Meeting of Creditors package review; Prepare Ad for Newspaper
Greg McDonald	31-Jul-20	0.2	Approve Invoices
Greg McDonald Total		35.4	
Karen Fung	25-Jul-20	3.4	Drafting Monitors review, email re: Equipment for Wellworth
Karen Fung	26-Jul-20	9.8	Drafting Monitor's Report; Review of Motion Material,
Karen Fung	27-Jul-20	15.1	Weekly update w/TGF, AGM, drafting Monitor's Report, reviewing Motion Material, drafting schedules for Motion material, Creditor discussions, e w CRA, e AGM re: CRAM, EDF resolution review
Karen Fung	28-Jul-20	9.1	Review of Motion material, drafting monitors report, senior leadership call, Motion material call w/TGF
Karen Fung	29-Jul-20	4.7	Monitor's Report, liquidation analysis, NORD drafting
Karen Fung	30-Jul-20	8.3	Claims review and draft Monitor's report
Karen Fung Total		50.4	
Marites Carandang	29-Jul-20	0.2	Put together March to May 2020 bank recs re: Bank statements, R & D's.
Marites Carandang Total		0.2	
Mark Shtay	27-Jul-20	0.5	Call w/ Karen re: update on remaining equipment. Call w/ Bill Demers re: Info on computers and payment. Email to Bill Demers re: asset count.
Mark Shtay	29-Jul-20	0.5	Emails w/ Charlene Bell re: wire instructions. Email to Mackenzie re: Wire refund request. Email to group re: remaining assets.
Mark Shtay	30-Jul-20	0.4	Email to Karen re: Sale of equipment. Email to Mackenzie re: Invoice for sale.
Mark Shtay Total		1.4	
Grand Total		98.9	

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at Toronto

**AFFIDAVIT OF
ALEXANDER MORRISON
(SWORN SEPTEMBER 10, 2020)**

McCarthy Tétrault LLP

Toronto Dominion Bank Tower
Suite 5300, Box 48
Toronto, ON M5K 1E6
Fax: 416-868-0673

James D. Gage LSO#: 34676I
Tel: 416-601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSO#: 67715A
Tel: 416-601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Monitor

DOC#: 20161254

**APPENDIX “E”
GAGE AFFIDAVIT**

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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 **AGMEDICA BIOSCIENCE INC.,
2472602 ONTARIO INC., 2642466 ONTARIO INC., 8895309
CANADA INC., WELLWORTH HEALTH CORP., 8050678
CANADA INC., 8326851 CANADA INC., TAVIVAT
NATURALS INC., WORLDWIDE BEVERAGE
INNOVATIONS INC., UNIQUE BEVERAGES (USA) INC.,
and ESEELA INC.**

(each an "**Applicant**" and, collectively, the "**Applicants**")

**AFFIDAVIT OF JAMES D. GAGE
(sworn September 10, 2020)**

I, **JAMES D. GAGE**, of the City of Toronto, in the Province of Ontario, **MAKE
OATH AND SAY:**

1. I am a lawyer qualified to practice law in the Province of Ontario and a partner with McCarthy Tétrault LLP ("**McCarthy's**"), lawyers for Ernst & Young Inc. in its capacity as the monitor of the Applicants in their proceedings under the *Companies' Creditors Arrangement Act* (the "**Monitor**"). As such, I have knowledge of the matters hereinafter deposed to.
2. This affidavit is made in support of a motion for, among other things, the approval of the fees and disbursements of the Monitor and its counsel for the period from May 1, 2020 to July 31, 2020 (the "**Fee Period**"). This affidavit is filed in conjunction with the Supplement to the Monitor's Ninth Report, dated September 10, 2020.
3. The total amount claimed by McCarthy's for the Fee Period (inclusive of HST) is \$68,636.43, which includes fees of \$60,602.00 and disbursements of \$138.20.

4. Attached and marked as **Exhibit "A"** to this Affidavit is (i) a schedule summarizing all invoices rendered by McCarthy's during the Fee Period, including the fees, disbursements, and total fees charged in each invoice (the "**Accounts**"), and (ii) a chart summarizing the respective years of call, hours billed and billing rates of each lawyer at McCarthy's who acted for the Monitor during the Fee Period.

5. True copies of the McCarthy's Accounts for the Fee Period are attached hereto at **Exhibit "B"**.

6. The Accounts and summary charts disclose in detail the name of each person who rendered services, the dates on which the services were rendered, the time spent each day, the rate charged and the total charges for fees, disbursements and taxes.

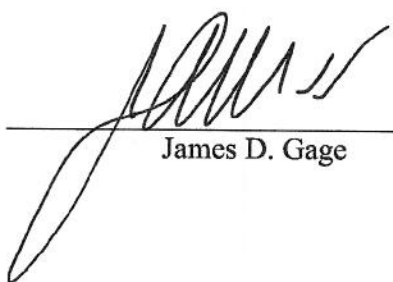
7. The hourly billing rates charged in the Accounts are comparable to the hourly rates charged by McCarthy's for services rendered in similar proceedings.

8. To the best of my knowledge and given the nature of this proceeding, I believe that the hours and rates in the attached Accounts are reasonable and comparable to other firms in Toronto for work of this nature.

SWORN BEFORE ME (Virtually) on the
10th day of September, 2020.



A Commissioner for taking Affidavits
Name: Trevor Courtis (LSO# 67715A)


James D. Gage

This is **Exhibit "A"** referred to in the
affidavit of **JAMES D. GAGE**
sworn before me this
10th day of September, 2020

A handwritten signature in black ink, appearing to be 'RD' or similar, written over a horizontal line.

A Commissioner for taking affidavits

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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
AGMEDICA BIOSCIENCE INC., 2472602 ONTARIO INC., 2642466 ONTARIO INC.,
8895309 CANADA INC., WELLWORTH HEALTH CORP., 8050678 CANADA INC.,
8326851 CANADA INC., TAVIVAT NATURALS INC., WORLDWIDE BEVERAGE
INNOVATIONS INC., UNIQUE BEVERAGES (USA) INC., and ESEELA INC.**

(each an "Applicant" and, collectively, the "Applicants")

**Summary of McCarthy Tetrault LLP Fees and Disbursements as
Counsel for Ernst & Young Inc., Monitor of the Applicants**

Invoice	Period	Fees	Disb	HST	Sub-Total
3144995	Ending May 31, 2020	\$18,727.00	-	\$2,434.51	\$21,161.51
3150006	Ending June 30, 2020	\$15,291.00	\$100.60	\$2,000.91	\$17,392.51
3151789	Ending July 31, 2020	\$26,584.00	\$37.60	\$3,460.81	\$30,082.41
	TOTAL:	\$60,602.00	\$138.20	\$7,896.23	\$68,636.43

COUNSEL ENGAGED	Call to the Bar	2020 Rate	Hours Billed
James D. Gage	1993	\$1,190.00	5.9 hours
Trevor Courtis	2015	\$710.00	67.1 hours
		Total Hours Billed:	73 hours

Law Clerks and Students	2020 Rate	Hours Billed
Michelle Birmingham	\$250.00	0.4 hours
Omair Jafrani	\$365.00	16 hours
	Total Hours Billed:	16.4 hours

This is **Exhibit "B"** referred to in the
affidavit of **JAMES D. GAGE**
sworn before me this
10th day of September, 2020



A Commissioner for taking affidavits



McCarthy Tétrault LLP
Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

June 16, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882
Invoice No: 3144995

Dear Sir/Madam:

We enclose our invoice for services rendered to May 31, 2020, with respect to the above file. If you have any questions or concerns, please contact the billing lawyer set out below.

Yours truly,

McCarthy Tétrault LLP

Contact: James Gage
Phone: 416-601-7539

Encl.



McCarthy Tétrault LLP
Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

Ernst & Young Inc.
100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Invoice No: 3144995
GST/HST Reg. No: 116532839
Date: June 16, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882

For Professional Services Rendered for the period ending May 31, 2020

OUR FEES			\$	18,727.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
HST (ON)	Fees	\$	2,434.51	
	Disbursements		0.00	2,434.51
TOTAL DUE ON ABOVE-NOTED MATTER			\$	21,161.51

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTTOR, Canadian Routing No. //CC004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

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* 3144995 B *



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Invoice No: 3144995
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Attention: Alex F. Morrison
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Reference: AgMedica CCAA Proceedings
027042-527882

For Professional Services Rendered for the period ending May 31, 2020

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Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
HST (ON)	Fees	\$	2,434.51	
	Disbursements		0.00	2,434.51
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>21,161.51</u>

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PLEASE RETURN THIS COPY WITH YOUR REMITTANCE

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/05/20	TAC	0.40	Claims review.
05/05/20	TAC	1.60	Claims review; considering Muskoka Grown and Westcom claims.
06/05/20	TAC	2.10	Claims review; drafting NORD for Westcom.
07/05/20	TAC	0.40	Sending notice to Westcom; corresponding with K. Fung.
08/05/20	TAC	1.00	Claims review.
12/05/20	TAC	0.60	Corresponding with G. MacDonald regarding claims; reviewing claims.
13/05/20	TAC	1.20	Claims review; corresponding with A. Driedger, G. McDonald and K. Fung.
15/05/20	TAC	0.70	Telephone conversation with A. Driedger regarding EDF proof of property; reviewing claims register; corresponding with K. Fung.
17/05/20	TAC	0.10	Corresponding with R. Lupo.
19/05/20	TAC	1.30	Claims review; telephone conversation with V. Dore and A. Driedger regarding T. Dekievit; reviewing draft letter to EDF.
20/05/20	TAC	1.20	Reviewing revised proof of claim submitted by Westcom; corresponding with K. Fung; reviewing letter to EDF.
21/05/20	TAC	3.50	Claims review; drafting and revising NORD for Muskoka Grown; telephone conversation with K. Fung; corresponding with counsel to EDF.
21/05/20	JDG	0.30	Emails regarding claims issues; emails regarding SISP matters.
22/05/20	TAC	1.30	Conference call to discuss SISP results and claims process; corresponding with A. Morrison and G. McDonald.
25/05/20	TAC	2.70	Claims review conference call; internal call to discuss SISP outcome; conference call with S. Graff; corresponding with secured creditors about closing of London sale.
26/05/20	JDG	0.20	Briefly reviewing SISP information; emails regarding creditor claims; telephone call with Monitor; reviewing estimate of creditor recoveries.
27/05/20	TAC	1.40	Telephone conversation with K. Fung to review waterfall and transaction agreement; corresponding with Gowlings re 1095 Wilton Grove sale.
28/05/20	TAC	4.20	Claims review call; reviewing and providing comments on transaction agreement; corresponding with K. Fung; corresponding with various parties and counsel regarding closing of 1095 Wilton Grove sale and distribution.
28/05/20	JDG	0.30	Emails with company counsel, Monitor and T. Courtis regarding SISP information, claims against the estate, and path forward.
29/05/20	JDG	0.20	Emails with EY working group; reviewing information regarding proposed transaction structure.

FEE DETAIL

Date (dd/mm/yy)	Timekeeper Initials	Hours	Description
29/05/20	TAC	1.00	Reviewing transaction agreement; corresponding with K. Fung.

FEE SUMMARY

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Gage, James	1.00	1,190.00	\$ 1,190.00
Courtis, Trevor	24.70	710.00	17,537.00
	<u>25.70</u>		<u>\$ 18,727.00</u>



McCarthy Tétrault LLP
Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

August 5, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882
Invoice No: 3150006

Dear Sir/Madam:

We enclose our invoice for services rendered to June 30, 2020, with respect to the above file. If you have any questions or concerns, please contact the billing lawyer set out below.

Yours truly,

McCarthy Tétrault LLP

Contact: James Gage
Phone: 416-601-7539

Encl.



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Tel: 416-362-1812
Fax: 416-868-0673

Ernst & Young Inc.
100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Invoice No: 3150006
GST/HST Reg. No: 116532839
Date: August 5, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882

For Professional Services Rendered for the period ending June 30, 2020

OUR FEES			\$	15,291.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		100.60	100.60
			\$	15,391.60
HST (ON)	Fees	\$	1,987.83	
	Disbursements		13.08	2,000.91
TOTAL DUE ON ABOVE-NOTED MATTER			\$	17,392.51

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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* 3150006B *



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100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Invoice No: 3150006
GST/HST Reg. No: 116532839
Date: August 5, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882

For Professional Services Rendered for the period ending June 30, 2020

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	Taxable		100.60	100.60
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FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/06/20	TAC	0.70	Claims review; corresponding with V. Dore.
02/06/20	JDG	0.20	Reading emails regarding status of bid and creditor claims; telephone call with A. Morrison.
03/06/20	TAC	0.20	Reviewing APS for 830 Riverview; corresponding with A. Morrison.
04/06/20	TAC	0.40	Claims review call.
08/06/20	TAC	0.50	Claims review call.
11/06/20	TAC	1.00	Claims review call; revising resolution notice; reviewing agreement of purchase and sale for 715 Richmond.
12/06/20	TAC	0.60	Drafting Monitor's report; corresponding with K. Fung.
12/06/20	MB	0.40	Obtained copies of parcel registers and email same to T. Courtis.
14/06/20	TAC	0.20	Corresponding with K. Fung.
15/06/20	TAC	0.30	Reviewing NORD for L. Sanderson.
16/06/20	TAC	0.10	Corresponding with K. Fung regarding Monitor's report.
17/06/20	TAC	0.60	Drafting affidavits and exhibits; corresponding with K. Fung.
17/06/20	JDG	0.10	Telephone call with A. Morrison (update on SISP and related matters).
18/06/20	TAC	1.00	Claims review call; revising language in Westcom NORD.
19/06/20	TAC	0.10	Corresponding with A. Morrison.
19/06/20	JDG	1.00	Emails with Monitor and company counsel; telephone call with A. Morrison regarding status of SISP; telephone call with R. Kennedy regarding next steps; further emails with working group.
21/06/20	JDG	0.30	Reviewing draft stay extension materials and providing comments to Monitor; emails with Monitor and working group.
21/06/20	TAC	0.80	Reviewing court materials for stay extension and sale approvals; corresponding with A. Driedger.
22/06/20	TAC	0.90	Revising draft orders; telephone conversation with A. Driedger.
23/06/20	TAC	3.60	Revising Monitor's report; incorporating comments from J. Gage; corresponding with K. Fung; corresponding with R. Kennedy and A. Driedger.
23/06/20	JDG	0.50	Briefly reviewing draft Monitor report and providing suggestions; reviewing court materials.
24/06/20	JDG	0.20	Reviewing comments on draft report; emails with Monitor working group; discussion with T. Courtis regarding court hearing.
24/06/20	TAC	3.40	Compiling and swearing affidavits; revising Monitor's report to incorporate comments on factual matters from TGF and AgMedica; compiling Monitor's report; serving report and filing with Court.

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
25/06/20	TAC	0.30	Drafting Monitor's certificates; corresponding with K. Fung.
26/06/20	TAC	1.20	Preparing for and attending hearing for approval orders and stay extension; corresponding with J. Gage; conference call with O. Jafrani regarding research.
26/06/20	JDG	0.20	Telephone call with A. Morrison; briefly reviewing court materials and endorsement; emails with T. Courtis.
26/06/20	OFI	0.40	Reviewing instructions from T. Curtis regarding research.
28/06/20	TAC	0.60	Corresponding with O. Jafrani regarding research; drafting memo.
30/06/20	TAC	0.50	Drafting Monitor's certificate for 830 Richmond closing; corresponding with G. McDonald; corresponding with Gowlings.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Gage, James	2.50	1,190.00	\$ 2,975.00
Courtis, Trevor	17.00	710.00	12,070.00
Birmingham, Michelle	0.40	250.00	100.00
Jafrani, Omair	0.40	365.00	146.00
	<u>20.30</u>		<u>\$ 15,291.00</u>

DISBURSEMENT DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
12/06/20	MB	65.20	Teraview Services / Name Searches VENDOR: Teranet Inc.; INVOICE#: 20200614; DATE: 06/14/20 - Teraview account from the period of: June 8 to June 14th 2020
14/06/20	MB	35.40	Teraview Services / Name Searches VENDOR: Teranet Inc.; INVOICE#: 20200614; DATE: 06/14/20 - Teraview account from the period of: June 8 to June 14th 2020

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Teraview Services / Name Searches	\$ 100.60
	Total Disbursements	<u>\$ 100.60</u>



McCarthy Tétrault LLP
Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

August 27, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
100 Adelaide Street West
31st, Floor
Toronto, ON M5H 0B3

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882
Invoice No: 3151789

Dear Sir/Madam:

We enclose our invoice for services rendered to July 31, 2020, with respect to the above file. If you have any questions or concerns, please contact the billing lawyer set out below.

Yours truly,

McCarthy Tétrault LLP

Contact: James Gage
Phone: 416-601-7539

Encl.



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100 Adelaide Street West
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Toronto, ON M5H 0B3

Invoice No: 3151789
GST/HST Reg. No: 116532839
Date: August 27, 2020

Attention: Alex F. Morrison
Sr. Vice President

Ernst & Young Inc.
Reference: AgMedica CCAA Proceedings
027042-527882

For Professional Services Rendered for the period ending July 31, 2020

OUR FEES			\$	26,584.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		37.60	37.60
			\$	26,621.60
HST (ON)	Fees	\$	3,455.92	
	Disbursements		4.89	3,460.81
TOTAL DUE ON ABOVE-NOTED MATTER			\$	30,082.41

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FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
03/07/20	TAC	0.50	Delivering re-direction and Monitor's certificate for closing of 830 Richmond; corresponding with K. Fung.
03/07/20	OFI	7.50	Research for T. Courtis regarding interest issue.
06/07/20	OFI	8.10	Completing research and drafting memo to T. Courtis.
07/07/20	TAC	0.10	Corresponding with G. McDonald.
08/07/20	TAC	0.70	Claims review; corresponding with G. McDonald regarding Vivitec.
13/07/20	TAC	0.70	Claims review call; drafting response to Vivitec.
14/07/20	TAC	3.00	Corresponding with counsel to Vivitec; telephone conversation with K. Fung; reviewing and revising draft CCAA plan; incorporate comments from A. Morrison and K. Fung; corresponding with A. Driedger.
15/07/20	TAC	0.20	Delivering Monitor's certificates.
20/07/20	TAC	0.30	Reviewing revised CCAA plan; corresponding with A. Driedger.
21/07/20	TAC	1.10	Corresponding with Gowlings regarding 715 Richmond; conference call to discuss revised CCAA plan.
21/07/20	JDG	0.40	Reviewing draft CCAA plan and comments from working group on it; providing comments to A. Morrison and T. Courtis.
22/07/20	TAC	3.30	Corresponding with Gowlings re closing of 715 Richmond; drafting memo regarding default interest.
23/07/20	TAC	1.30	Corresponding with EY and TGF regarding default interest; corresponding with Gowlings regarding 715 Richmond closing; drafting letter to CRA; corresponding with K. Fung.
24/07/20	TAC	2.60	Drafting letter to CRA; providing comments on letter to EDF; corresponding with K. Fung and A. Morrison.
27/07/20	TAC	1.00	Providing comments on affidavit in support of motion for meeting order.
27/07/20	JDG	1.00	Emails with working group; briefly reviewing draft affidavit; reviewing draft meeting order and providing comments.
28/07/20	TAC	1.50	Reviewing meeting order and providing comments; telephone conversation with S. Graff; corresponding with R. Kennedy.
29/07/20	JDG	0.30	Briefly reviewing draft materials; emails with Monitor and T. Courtis regarding suggestions and miscellaneous issues relating to CCAA plan and meeting.
30/07/20	JDG	0.40	Briefly reviewing draft court materials and CCAA plan; emails with A. Morrison and K. Fung with various questions, and emails with T. Courtis regarding draft report.
30/07/20	TAC	6.90	Drafting and revising eighth report; corresponding with A. Morrison and K. Fung; corresponding with R. Kennedy and A. Driedger; corresponding

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
			with company.
31/07/20	TAC	2.20	Revising Monitor's report; corresponding with K. Fung; compiling, finalizing and delivering Monitor's report.
31/07/20	JDG	0.30	Briefly reviewing revised draft court materials and emails with Monitor working group and company counsel.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Gage, James	2.40	1,190.00	\$ 2,856.00
Courtis, Trevor	25.40	710.00	18,034.00
Jafrani, Omair	15.60	365.00	5,694.00
	<u>43.40</u>		<u>\$ 26,584.00</u>

DISBURSEMENT DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
06/07/20	OFI	37.60	Online Searches - Westlaw eCarswell Search in Westlaw eCarswell databases

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Online Searches - Westlaw eCarswell	\$ 37.60
	Total Disbursements	<u>\$ 37.60</u>

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

AFFIDAVIT OF JAMES D. GAGE
(SWORN SEPTEMBER 10, 2020)

McCarthy Tétrault LLP
Toronto Dominion Bank Tower
Suite 5300, Box 48
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