

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM
JUSTICE CONWAY

)
)
)

FRIDAY, THE 18TH
DAY OF DECEMBER, 2020

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

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

Applicants

ORDER

(Re: Stay Period Extension and Approval of the Second DIP Amendment)

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order, among other things, (a) extending the Stay Period (as defined below); and (b) approving the Second DIP Amendment (as defined below), proceeded on this day by way of video-conference due to the COVID-19 crisis.

ON READING the affidavit of Kent Kiffner sworn December 17, 2020 (the "**Kiffner Affidavit**") and the Exhibits attached thereto and the Fourth Report of the Monitor dated December 17, 2020, filed, and on hearing the submissions of counsel for the Applicants, counsel for Ernst & Young Inc., in its capacity as the Court-appointed Monitor (the "**Monitor**"), counsel for All Js Greenspace LLC ("**All Js**"), and counsel for those other parties appearing as indicated on the counsel slip, no one else appearing for any other party although duly served as appears from the affidavit of service of Sanja Sopic sworn December 17, 2020, filed;

SERVICE

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

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the stay of proceedings (the “**Stay Period**”) referred to in the Amended and Restated Initial Order of the Honourable Mr. Justice McEwen dated June 2, 2020 (the “**Amended and Restated Initial Order**”), is extended to and including March 26, 2021.

APPROVAL OF THE SECOND DIP AMENDMENT

3. **THIS COURT ORDERS** that the Applicants are hereby authorized and empowered to enter into the Second Amending Agreement to the DIP Agreement (as amended) dated December 17, 2020 (the “**Second DIP Amendment**”), substantially in the form attached as Exhibit “G” to the Kiffner Affidavit.

4. **THIS COURT ORDERS** that the DIP Lender’s Charge referred to in paragraph 33 of the Amended and Restated Initial Order (the “**DIP Lender’s Charge**”) shall be increased to secure amounts advanced under the Second DIP Amendment, up to the maximum aggregate amount of US\$10 million.

5. **THIS COURT ORDERS** that, for greater certainty, All Js, in its capacity as the DIP Lender (the “**DIP Lender**”), shall be entitled to the benefit of the DIP Lender’s Charge in connection with the Applicants’ obligations under the Second DIP Amendment, which DIP Lender’s Charge has the priority set out in paragraphs 38 and 40 of the Amended and Restated Initial Order.

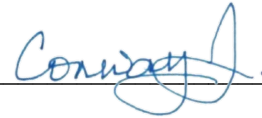
6. **THIS COURT ORDERS AND DECLARES** that this Order is subject to provisional execution and that if any of the provisions of this Order in connection with the Second DIP Amendment or DIP Lender’s Charge shall subsequently be stayed, modified, varied, amended, reversed or vacated in whole or in part (collectively a “**Variation**”) whether by subsequent Order of this Court or pending an appeal from this Order, such Variation shall not in any way impair, limit or lessen the protections, rights or remedies of the DIP Lender, whether under this

Order or under any of the documentation delivered pursuant hereto, with respect to any advances made prior to the DIP Lender being given notice of the Variation.

7. **THIS COURT ORDERS** that any interested party (including the Applicants and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

GENERAL

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



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

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

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

ORDER
**(Re: Stay Period Extension and Approval of
the Second DIP Amendment)**

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Ashley Taylor LSO#: 39932E
Tel: (416) 869-5236
Email: ataylor@stikeman.com

Sanja Sopic LSO#: 66487P
Tel: (416) 869-6825
Email: ssopic@stikeman.com

Nicholas Avis LSO# 76781Q
Tel: (416) 869-5504
Email: navis@stikeman.com
Fax: (416) 947-0866

Lawyers for the Applicants