

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM
JUSTICE CONWAY

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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: Approval of the Monitor's Activities and Fees)

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, approving the Monitor's activities and fees, 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 (the "**Fourth Report**"), filed, and on hearing the submissions of counsel for the Applicants, counsel for Ernst & Young Inc., in its capacity as the Court-appointed Monitor (the "**Monitor**"), counsel for All Js Greenspace LLC ("**All Js**"), and counsel for those other parties appearing as indicated on the counsel slip, 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.

APPROVAL OF THE MONITOR'S ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that, provided that the Monitor has not received written notice that any person objects to the approval of the Monitor's Reports (as defined in this paragraph) by 12:00 p.m. EST on December 31, 2020 (the "**Objection Deadline**"), the First Report of the Monitor dated May 26, 2020, the Second Report of the Monitor dated May 31, 2020, the Third Report of the Monitor dated August 10, 2020, the Fourth Report (collectively, the "**Monitor's Reports**"); and the Monitor's activities as set out in the Monitor's Reports are hereby approved, provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or use in any way such approval.

3. **THIS COURT ORDERS** that, provided that the Monitor has not received written notice that any person objects to the Monitor's Fees and Disbursements (as defined in this paragraph) by the Objection Deadline, the professional fees and disbursements of the Monitor for the period between May 4, 2020 to November 27, 2020 (the "**Monitor's Fees and Disbursements**") as described in Fourth Report and set out in the affidavit of Sharon Hamilton sworn December 17, 2020 (the "**Hamilton Affidavit**") are hereby approved.

4. **THIS COURT ORDERS** that, provided that the Monitor has not received written notice that any person objects to the Monitor's Counsel's Fees and Disbursements (as defined in this paragraph) by the Objection Deadline, the professional fees and disbursements of Osler, Hoskin and Harcourt LLP, counsel to the Monitor or the period between May 5, 2020 to November 23, 2020 (the "**Monitor's Counsel's Fees and Disbursements**"), as described in the Fourth Report, are hereby approved.

5. **THIS COURT ORDERS** any person with an interest in these proceedings who objects to the approval of (i) the Monitor's Reports, (ii) the Monitor's Fees and Disbursements, or (iii) the Monitor's Counsel's Fees and Disbursements, shall notify the Monitor and its counsel in writing at ggbj.monitor@ca.ey.com by the Objection Deadline.

6. **THIS COURT ORDERS** that if no objection is received by the Monitor by the Objection Deadline, then the Monitor shall be authorized and directed to submit this Order to the Court to be issued and entered.

7. **THIS COURT ORDERS** that if an objection is received by the Monitor by the Objection Deadline, the Monitor is authorized and directed to schedule a 9:30 a.m. EST appointment seeking the Court's advice and direction with regard to such objection.

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: Approval of the Monitor's Activities
and Fees)**

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