



SUPERIOR COURT OF JUSTICE

COUNSEL SLIP

COURT FILE NO.: CV-22-00688966-00CL DATE: 3 November 2022

NO. ON LIST: 1

TITLE OF PROCEEDING: **THE FLOWR CORPORATION, THE FLOWR CANADA
HOLDINGS ULC, THE FLOWR GROUP (OKANAGAN) INC.
AND TERRACE GLOBAL INC.**

BEFORE JUSTICE CAVANAGH

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party, Crown:

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For Defendant, Respondent, Responding Party, Defence:

Name of Person Appearing	Name of Party	Contact Info

For Other, Self-Represented:

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ENDORSEMENT OF JUSTICE CAVANAGH:

The Applicants move for an Order authorizing and empowering The Flowr Corporation Holdings ULC and the Flowr Group (Okanagan) Inc. to enter into the stalking horse purchase agreement dated October 31, 2022 (the “Stalking Horse Purchase Agreement”) with 1000343100 Ontario Inc., the DIP lender (the “Stalking Horse Bidder”).

The requested Order provides that the approval of any sale and vesting of any property in and to the Stalking Horse Bidder shall be considered by this Court on a subsequent motion made to this Court if the Stalking Horse Purchase Agreement is the successful bid pursuant to the court-approved SISP.

There is no opposition to this motion.

I have reviewed the motion materials including the affidavit of Darren Karasiuk sworn October 31, 2022 and the Second Report of the Monitor dated November 2, 2022. In the Monitor’s Second Report at para. 23, the Monitor summarizes the material terms of the Stalking Horse Purchase Agreement. In the Monitor’s Second Report at paras. 24-29 the Monitor explains why, in its view, the Stalking Horse Purchase Agreement should be approved. I accept the Monitor’s recommendation.

Order to issue in form of Order signed by me today.