

**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 9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER
COMPANY) AND GN VENTURES LTD. (collectively, the “**Applicants**”)

SUPPLEMENTARY MOTION RECORD OF THE APPLICANTS

February 27, 2024

MILLER THOMSON LLP
Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, ON Canada M5H 3S1

Larry Ellis LSO#: 49313K
lellis@millerthomson.com
Tel: 416.595.8639

Craig A. Mills LSO#: 40947B
cmills@millerthomson.com
Tel: 416.595.8596

Gina Rhodes LSO#: 78849U
grhodes@millerthomson.com
Tel: 416.597.4321

Lawyers for the Applicants

TO THE SERVICE LIST:

**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
9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER COMPANY) AND GN
VENTURES LTD. (collectively, the "**Applicants**")

**SERVICE LIST
(as at February 27, 2024)**

TO:	MILLER THOMSON LLP Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, ON Canada M5H 3S1 Larry Ellis LSO#: 49313K lellis@millerthomson.com Tel: 416.595.8639 Craig A. Mills LSO#: 40947B cmills@millerthomson.com Tel: 416.595.8596 Gina Rhodes LSO#: 78849U grhodes@millerthomson.com Tel: 416.597.4321 Counsel for the Applicants
------------	---

AND TO:	ERNST & YOUNG INC. 100 Adelaide Street West Toronto, ON M5H 0B3 Alex Morrison Tel: 416.941.7743 Email: Alex.F.Morrison@parthenon.ey.com Karen Fung Tel: 416.943.2501 Email: Karen.K.Fung@parthenon.ey.com Greg Adams Tel: 613.232.1511 Email: Greg.J.Adams@parthenon.ey.com Proposed Monitor
AND TO:	GOWLING WLG 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, Ontario M5X 1G5 Virginie Gauthier Tel: 416.369.7256 Email: virginie.gauthier@gowlingwlg.com Haddon Murray Tel: 416.862.3604 Email: haddon.murray@gowlingwlg.com Counsel for the Proposed Monitor
	CHAITONS LLP 5000 Yonge Street, 10th Floor Toronto, ON M2N 7E9 Harvey Chaiton Tel: 416.218.1129 Email: harvey@chaitons.com Maya Poliak Tel: 416.218.1161 Email: maya@chaitons.com Lawyers NE SPC II LP

AND TO:	Harrison Pensa LLP 130 Dufferin Avenue, Suite 1101, London, ON N6A 5R2 Melinda Vine B.A., LL.B., LL.M. Tel 519.661.6705 Email: mvine@harrisonpensa.com Lawyers for Gray Jay Estates Inc.
AND TO:	MINISTRY OF FINANCE (ONTARIO) Legal Services Branch 777 Bay Street, 11th Floor Toronto, ON M5G 2C8 Email: insolvency.unit@ontario.ca
AND TO:	ATTORNEY GENERAL OF CANADA Department of Justice Canada Ontario Regional Office, Tax Law Section 120 Adelaide Street West, Suite 400 Toronto, ON M5H 1T1 Kelly Smith Wayland LSUC # 40290A Tel: 647.533.7183 Email: Kelly.SmithWayland@justice.gc.ca Email: AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca Lawyers for the Minister of National Revenue
AND TO:	OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY CANADA 151 Yonge Street, 4th Floor Toronto, ON M5C 2W7 Email: osbservice-bsfservice@ised-isde.gc.ca
AND TO:	CANADA REVENUE AGENCY Kelly Smith Wayland Tel: 647.533.7183 Email: Kelly.SmithWayland@justice.gc.ca Email: AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca

AND TO:	GEORGE B. CALLAHAN Barrister & Solicitor Callahan Law Office Idomo Business Centre 20 De Boers Drive, Suite 202 Toronto, ON M3J 0H1 Tel: (416) 366-1601 Fax: (416) 366-6837 Email: george@callahanlawoffice.ca Counsel for Thunderbird Spirit Ventures Inc.
AND TO:	RECONSTRUCT LLP Royal Bank Plaza, South Tower 200 Bay Street Suite 2305, P.O. Box 120 Toronto, ON M5J 2J3 Sharon Kour (LSO#58328D) skour@reconllp.com Tel: 416.613.8283 Jared S. Rosenbaum (LSO#74769U) jrosenbaum@reconllp.com Tel: 416.613.8284 Counsel for e2 Companies LLC, e2 Comply, LLC, and E2C ESA Bond 1, LLC

lellis@millerthomson.com; cmills@millerthomson.com; grhodes@millerthomson.com;
insolvency.unit@ontario.ca; osbservice-bsfservice@ised-isde.gc.ca;
Alex.F.Morrison@parthenon.ey.com; Karen.K.Fung@parthenon.ey.com;
Greg.J.Adams@parthenon.ey.com; virginie.gauthier@gowlingwlq.com;
haddon.murray@gowlingwlq.com; harvey@chaitons.com; maya@chaitons.com;
Kelly.SmithWayland@justice.gc.ca; AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca;
mvine@harrisonpensa.com; george@callahanlawoffice.ca; skour@reconllp.com;
jrosenbaum@reconllp.com;

**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 9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER
COMPANY) AND GN VENTURES LTD. (collectively, the “**Applicants**”)

INDEX

TAB	DOCUMENT
1.	Supplementary Affidavit of Leanne Brigitte Simons, sworn February 27, 2024
Exhibits to the Supplementary Affidavit of Leanne Brigitte Simons, sworn February 27, 2024	
Exhibit A	KERP Agreement Executed February 26, 2024

TAB 1

Court File No.: CV-24-00712687-00CL

**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 9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER
COMPANY) AND GN VENTURES LTD. (collectively, the “**Applicants**”)

**SUPPLEMENTARY AFFIDAVIT OF LEANNE BRIGITTE SIMONS
(sworn February 27, 2024)**

February 27, 2024

MILLER THOMSON LLP
Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, ON Canada M5H 3S1

Larry Ellis LSO#: 49313K
lellis@millerthomson.com
Tel: 416.595.8639

Craig A. Mills LSO#: 40947B
cmills@millerthomson.com
Tel: 416.595.8596

Gina Rhodes LSO#: 78849U
grhodes@millerthomson.com
Tel: 416.597.4321

Lawyers for the Applicants

Court File No.: CV-24-00712687-00CL

**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 9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER
COMPANY) AND GN VENTURES LTD. (collectively, the "**Applicants**")

**SUPPLEMENTARY AFFIDAVIT OF LEANNE BRIGITTE SIMONS
(sworn February 27, 2024)**

I, LEANNE BRIGITTE SIMONS, of the City of Burlington, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS**:

1. I swear this Affidavit in support of a motion by the Applicants, 9869247 Canada Limited (d.b.a. Safari Flower Company) ("**Safari Flower**") and GN Ventures Ltd. ("**GN Ventures**", and collectively with Safari Flower, the "**Applicants**" or the "**Safari Flower Group**") for and Order (the "**Order**"), under the *Companies' Creditors Arrangement Act*, R.S.C., c. C-36, as amended (the "**CCAA**"), substantially in the form attached as **Tab "3"** to the Applicants' Motion Record, served on February 23, 2024, among other things:

- (a) approving a key employee retention plan (the "**KERP**") for Patrick Grobe as Chief Financial Officer and myself as Chief Executive Officer (together, "**Management**"), and granting a priority charge in favour of the employees entitled to the KERP ranking behind the Directors' Charge in the maximum amount of \$200,000 ("**KERP Charge**").

2. All references to currency in this Affidavit are references to Canadian dollars, unless otherwise indicated.

3. On February 23, 2024, I swore an affidavit in support of this Motion (the “**Third Simons Affidavit**”) and attached a copy of the KERP Agreement at Exhibit “B”. At the time that the Third Simons Affidavit was sworn, it had not been signed by the Lenders.

4. The Lenders and Applicants, with the assistance of the Monitor, have since agreed to amend the KERP Agreement. The KERP is the result of significant negotiations with the Lenders, in consultation with the Monitor, and is based on Management’s continued efforts to operate and manage the Safari Flower Group through the Extended Stay Period (the intended date upon which the Safari Flower Group will seek sale approval of the Transaction). A copy of the now fully executed KERP is attached hereto as **Exhibit “A”**.

5. The KERP will provide Management with three payments, two of which are contingent:

- (a) \$30,000 payment to each member of Management on the date of the Order approving the KERP;
- (b) \$35,000 to each member of Management as of the date of the closing of a transaction in respect of all or substantially all of the assets or shares of the Safari Flower Group (the “**Closing**”). However, if (i) the assignment of debt and security agreement (the “**Assignment Agreement**”) among Gray Jay Estates Inc. and NE SPC II LP has not been executed; and (ii) an irrevocable assignment under the Assignment Agreement has not been completed under the Assignment Agreement by March 15, 2024 (the “**Assignment Date**”), each

member of Management shall be entitled to an additional \$15,000, for a total payment of \$50,000 upon Closing; and

- (c) \$50,000 to either or each member of Management in the event that the Purchaser does not continue the employment of the applicable member of Management post-closing of the Transaction, payable on Closing of the Transaction.

6. After the initial payment is made, the maximum amount that would be paid under the KERP is in the aggregate sum of \$200,000. The KERP Charge in the maximum amount of \$200,000 is intended to secure the KERP entitlements. It is the Applicants' position that it is reasonable in the circumstances.

7. I swear this supplementary affidavit in support of the Applicants' motion under the CCAA for the Order in the form attached at Tab 3 of the Motion Record, and for no other or improper purpose.

SWORN before me at the City of Toronto,
in the Province of Ontario, this 27th day of
February, 2024 in accordance with O. Reg.
431/20 Administering Oath or Declaration
Remotely

DocuSigned by:
Gina Rhodes
BE006048B658497

Commissioner for Taking Affidavits



LEANNE BRIGITTE SIMONS

This is Exhibit “A” referred to in the Affidavit of Leanne Brigitte Simons sworn by Leanne Brigitte Simons of the City of Burlington, in the Regional Municipality of Halton, before me at the City of Toronto, in the Province of Ontario, on February 27, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

Gina Rhodes

BF006048B658497...

Commissioner for Taking Affidavits (or as may be)

GINA RHODES

KERP AGREEMENT

This Agreement summarizes the key employment retention plan (the “**KERP**”) agreed upon by the Applicants, 9869247 Canada Limited d.b.a Safari Flower Company and GN Ventures Ltd. (together, the “**Safari Flower Group**”), and Dr. Leanne Brigitte Simons as Chief Executive Officer and Patrick Grobe as Chief Financial Officer (together, “**Management**”).

In exchange for Management’s continued commitment to the Safari Flower Group through the proceedings under the *Companies’ Creditors Arrangement Act* in Ontario, Canada (the “**CCAA Proceedings**”), the Applicants’ have agreed that, in addition to the ordinary course salary of each member of Management, Management is entitled to the following, subject to the terms provided herein:

1. \$30,000 payment to each member of Management on the date of the Order approving the KERP;
2. \$35,000 to each member of Management as of the date of the closing of a transaction in respect of all or substantially all of the assets or shares of the Safari Flower Group (the “**Closing**”). However, if (i) the assignment of debt and security agreement (the “**Assignment Agreement**”) among Gray Jay Estates Inc. and NE SPC II LP has not been executed; and (ii) an irrevocable assignment under the Assignment Agreement has not been completed under the Assignment Agreement by March 15, 2024 (the “**Assignment Date**”), each member of Management shall be entitled to an additional \$15,000, for a total payment of \$50,000 upon Closing; and
3. \$50,000 to either or each member of Management in the event that the Purchaser does not continue the employment of the applicable member of Management post-closing of the Transaction, payable on Closing of the Transaction.

The KERP is secured by a court-ordered charge (the “**KERP Charge**”) against all of the property of the Applicants, which charge shall rank behind the other court-ordered charges but in priority to all other creditors. The aggregate amount of the KERP Charge in favour of Management is \$200,000. The payments in (2) and (3) above are only earned if the member of Management remains in employment of the Safari Flower Group until the Closing.

As recognition of Management’s continued service with the Safari Flower Group, the Safari Flower Group will seek the inclusion of a broad, irrevocable release and discharge in favour of Management, as well as the directors and officers of the Safari Flower Group from any and all present and future claims, liabilities, etc. in the Court’s order for an approval of the sale of all or substantially all of the Safari Flower Group’s assets.

[Signature page follows]

DATED THIS 26th day of February, 2024

9869247 CANADA LIMITED d.b.a. SAFARI FLOWER COMPANY



Name: Brigitte Simons
Title: CEO

GN Ventures Ltd.



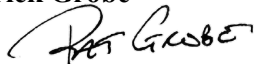
Name: Brigitte Simons
Title: CEO

Leanne Brigitte Simons



Name: Leanne Brigitte Simons
Title: CEO

Patrick Grobe



Name: Patrick J Grobe
Title: CFO

Acknowledged by:

NE SPC II LP



Name: Cheng Dang
Title: Director

Gray Jay Estates Inc.

Name:
Title:

DATED THIS 26th day of February, 2024

9869247 CANADA LIMITED d.b.a. SAFARI FLOWER COMPANY

Name:

Title:

GN Ventures Ltd.

Name:

Title:

Leanne Brigitte Simons

Name:

Title:

Patrick Grobe

Name:

Title:

Acknowledged by:

NE SPC II LP

Name:

Title:

Gray Jay Estates Inc.

Name:

Title:

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
9869247 CANADA LIMITED (d.b.a. SAFARI FLOWER COMPANY) and GN
VENTURES LTD. (the “Applicants”)

Court File No.: CV-24-00712687-00CL

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**SUPPLEMENTARY AFFIDAVIT OF LEANNE BRIGITTE
SIMONS
(sworn February 27, 2024)**

MILLER THOMSON LLP
40 King Street West, Suite 5800
Toronto Ontario
M5H 3S1, Canada

Larry Ellis LSO#: 49313K
lellis@millerthomson.com
Tel: 416.595.8639

Craig A. Mills LSO#: 40947B
cmills@millerthomson.com
Tel: 416.595.8596

Gina P. Rhodes LSO#: 78849U
grhodes@millerthomson.com
Tel: 416.597.4321

Lawyers for the Applicants

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 SAFARI FLOWER COMPANY *et al.*

Court File No.: CV-24-00712687-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**SUPPLEMENTARY MOTION RECORD
OF THE APPLICANTS**

MILLER THOMSON LLP
40 King Street West, Suite 5800
Toronto Ontario
M5H 3S1

Larry Ellis LSO#: 49313K
lellis@millerthomson.com
Tel: 416.595.8639

Craig A. Mills LSO#: 40947B
cmills@millerthomson.com
Tel: 416.595.8596

Gina P. Rhodes LSO#:
grhodes@millerthomson.com

Tel: 416.597.4321
Lawyers for the Applicants