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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY THE 26TH
JUSTICE OSBORNE	)	DAY OF FEBRUARY, 2024

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**")

ORDER
(Re: Stay Extension, DIP Increase, and Approval of KERP and Consultant Agreement)

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 of proceedings to and including March 29, 2024, (b) increasing the authorized borrowings under the Amended DIP Term Sheet between the Applicants and NE SPC II LP (the "**DIP Lender**") dated February 23, 2024 (the "**Amended DIP Term Sheet**") and the maximum amount of the DIP Lender's Charge (as defined in the Initial Order and ARIO); (c) approving the key employment retention plan (the "**KERP**") and granting a priority charge in favour of certain employees ("**Management**") entitled to the KERP ranking behind the Directors' Charge, (d) approving the settlement agreement between the Applicants, the Lenders (as defined below), and Hyde Advisory & Investments Inc. ("**HAI**") dated February 22, 2024 (the "**Consultant Agreement**") and granting a priority charge in favour of HAI ranking behind the DIP Lender's Charge (as defined in the ARIO), and (e) approving the activities, conduct and reports of Ernst & Young Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), was heard this day by Zoom videoconference,

ON READING the Motion Record of the Applicants and the Second Report of the Monitor dated February 23, 2024 ("**Second Report**"), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for Gray Jay Estates Inc., counsel for Blacksail, in its capacity as general partner of NE SPC II LP and the DIP Lender, and counsel for HAI, and those other parties appearing as indicated by the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Shallon Garrafa sworn February 23, 2024 and Maureen McLaren sworn February 27, 2024,

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.

DEFINITIONS

2. **THIS COURT ORDERS** that unless otherwise indicated or defined herein, capitalized terms have the meanings given to them in the Affidavits of Dr. Brigitte Simons sworn February 23, 2024 (the "**Third Simons Affidavit**"), and February 27, 2024 (the "**Supplementary Simons Affidavit**"), and the Amended and Restated Initial Order dated January 12, 2024 (the "**ARIO**").

EXTENSION OF STAY PERIOD

3. **THIS COURT ORDERS** that the Stay Period is hereby extended from February 29, 2024 to and including March 29, 2024.

DIP FINANCING INCREASE

4. **THIS COURT ORDERS** that the maximum authorized borrowings under the Amended DIP Term Sheet is hereby increased from the principal amount of $1,000,000 to $1,300,000 (plus interest, fees, and expenses).

5. **THIS COURT ORDERS** that the maximum amount secured by the DIP Lender's Charge shall be the principal amount of $1,300,000 plus interest, fees, legal costs and any other amounts payable under the Amended DIP Term Sheet.

KEY EMPLOYEE RETENTION PLAN

6. **THIS COURT ORDERS** that the Applicants' key employee retention plan (the "**KERP**") described in the Supplementary Simons Affidavit, be and is hereby approved and the Applicants are authorized and directed to make the payments contemplated thereunder, including but not limited to the payment of $30,000 each to Management as of the date of this Order, in accordance with the terms and conditions of the KERP.

7. **THIS COURT ORDERS** that the beneficiaries of the KERP shall be entitled to the benefit of and are hereby granted a charge (the "**KERP Charge**") on the Property in the amount of $200,000. The KERP Charge shall have the priority as among the Charges set out in paragraph 10 hereof and shall rank in priority to all other Encumbrances in favour of any Person.

APPROVAL OF CONSULTANT AGREEMENT

8. **THIS COURT ORDERS AND DECLARES** that the Consultant Agreement and payments contemplated thereunder to HAI are hereby approved, including but not limited to the payment of $200,000 to HAI as of the date of this Order, and the execution of the Consultant

Agreement by the Applicants is hereby approved, authorized and ratified, with such minor amendments as the Applicants, with the consent of the Monitor, may deem necessary. The Applicants are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to implement the Consultant Agreement and actions contemplated therein.

9. **THIS COURT ORDERS** that HAI shall be entitled to the benefit of and is hereby granted a charge (the "**Consultant Charge**") on the Property in the amount of $180,000 plus applicable taxes. The Consultant Charge shall have the priority among the Charges set out in paragraph 10 hereof and shall rank in priority to all other Encumbrances in favour of any Person.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

10. **THIS COURT ORDERS** that the priorities of the Administration Charge, DIP Lender's Charge, Directors' Charge, KERP Charge and Consultant Charge as set out in paragraph 38 of the ARIO, shall be amended as follows:

First – Administration Charge (to the maximum amount of $350,000);

Second – DIP Lender's Charge (to the maximum amount of $1,300,000, plus interest, fees, legal costs and any other amounts payable under the Amended DIP Term Sheet);

Third – Consultant Charge (to the maximum amount of $180,000, plus applicable taxes);

Fourth – Directors' Charge (to the maximum amount of $243,000); and

Fifth – KERP Charge (to the maximum amount of $200,000).

APPROVAL OF MONITOR'S REPORTS, CONDUCT, AND ACTIVITIES

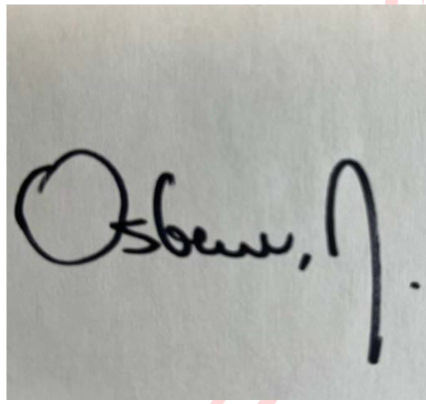
11. **THIS COURT ORDERS** that the First Report of the Monitor dated January 19, 2024, the Second Report and the activities, conduct and decisions of the Monitor as set out therein are hereby ratified and approved, provided that only the Monitor, in its personal capacity and only with respect to its own personal liability shall be entitled to rely upon or utilize in any way such approval.

GENERAL

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, 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.

13. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

14. **THIS COURT ORDERS** that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.



2024.02.27 15:15:13 -05'00'

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**")

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER
(Dated February 26, 2024)

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

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

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

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

Tel: (416) 595 8500
Lawyers for the Applicants