

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) TUESDAY, THE 7TH
JUSTICE OSBORNE) DAY OF MAY, 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 Monitor’s Reports)

THIS MOTION made by the Applicants, 9869247 Canada Limited (d.b.a. Safari Flower Company) (“**Safari Flower**”) and GN Ventures Ltd. (“**GN Ventures**”, and together with Safari Flower, the “**Applicants**”) for an Order pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), *inter alia*, (a) extending the stay of proceedings to and including June 30, 2024, (b) increasing the authorized borrowings under the Second Amended DIP Term Sheet between the Applicants and NE SPC II LP (the “**DIP Lender**”) dated 26, 2024 (the “**Second Amended DIP Term Sheet**”) and the maximum amount of the DIP Lender’s Charge (as defined in the Initial Order and ARIO), and (c) approving the activities, conduct and reports of Ernst & Young Inc., in its capacity as monitor of the Applicants (the “**Monitor**”), was heard this day via Zoom videoconference.

ON READING the Motion Record of the Applicants and the Fifth Report of the Monitor dated May 2, 2024 (“**Fifth Report**”), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the DIP Lender, 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 Maureen McLaren sworn May 1, 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.

DEFINED TERMS

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein have the meaning ascribed to them in the Affidavit of Dr. Brigitte Simons sworn April 29, 2024 (the “**Sixth Simons Affidavit**”) or the Fifth Report.

EXTENSION OF STAY PERIOD

3. **THIS COURT ORDERS** that the Stay Period is hereby extended from May 7, 2024 to and including June 30, 2024.

DIP FINANCING INCREASE

4. **THIS COURT ORDERS** that the maximum authorized borrowings under the Second Amended DIP Term Sheet is hereby increased from the principal amount of \$1,300,000 to \$2,600,000 (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 \$2,600,000 plus interest, fees, legal costs and any other amounts payable under the Second Amended DIP Term Sheet.

APPROVAL OF THE MONITOR'S REPORTS, CONDUCT AND ACTIVITIES

6. **THIS COURT ORDERS** that the Third Report of the Monitor dated March 21, 2024, the Fourth Report of the Monitor dated April 15, 2024, and the Fifth 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

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada 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 the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and are 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.

9. **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.

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
(Re: Stay Extension, DIP Increase, and Approval of
Monitor’s Reports)
(Dated May 7, 2024)

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