

**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")**

MONITOR'S CERTIFICATE

RECITALS

A. The Applicants commenced these proceedings under the *Companies' Creditors Arrangement Act* on January 12, 2024 (the "**CCAA Proceedings**").

B. Pursuant to an Order of the Honourable Justice Osborne of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated January 12, 2024, as amended and restated on January 22, 2024, Ernst & Young Inc. was appointed as monitor (the "**Monitor**") of the Applicants in the CCAA Proceedings.

C. Pursuant to an Approval and Reverse Vesting Order of the Court dated May 7, 2024 (the "**Order**"), the Court approved the transaction (the "**Transaction**") contemplated by the Share Purchase Agreement (the "**Share Purchase Agreement**") among GN Ventures Ltd. (the "**Vendor**"), 9869247 Canada Limited d.b.a. Safari Flower (the "**Company**") and NE SPC II LP (the "**Purchaser**") dated April 29, 2024, and ordered, *inter alia*, that: (i) 1000877547 Ontario Inc. ("**ResidualCo**") be added as an Applicant to these CCAA Proceedings; (ii) vesting in the Purchaser all of the Vendor's right, title and interest of the Vendor in and to the Purchased Shares, free and clear from any Encumbrances; (iii) vesting absolutely and exclusively in ResidualCo, all Excluded Assets, Excluded Liabilities and Excluded Contracts; (iv) discharging all Encumbrances against the Applicants and the Applicants' Property; (v) approving releases in favour of (1) Dr. Leanne Brigitte Simons and Patrick Grobe as directors of the Applicants; (2) all other directors, officers, legal counsel and advisors of the Applicants as at date of the commencement of the CCAA Proceedings; (3) the directors, officers, legal counsel and advisors of ResidualCo that were directors, officers, legal counsel and advisors of the Applicants as at date of incorporation of ResidualCo; (4) the Monitor (as defined below)

and its legal counsel; and (5) the current directors, officers, employees, legal counsel and advisors of Hyde Advisory & Investments Inc.; and (vi) expanding the Monitor's powers regarding ResidualCo.

D. Capitalized terms used but not defined herein have the meanings ascribed to them in the Order.

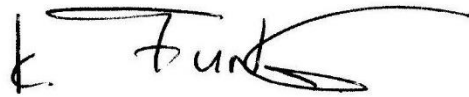
THE MONITOR CERTIFIES the following:

1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Shares payable to the Monitor on the Closing Date pursuant to the Share Purchase Agreement;
2. The Monitor has received written confirmation from the Purchaser, the Vendor and the Company, in form and substance satisfactory to the Monitor, that except for the delivery of this Monitor's Certificate, all conditions to closing as set out in sections 8.1, 8.2 and 8.3 of the Share Purchase Agreement have been satisfied or waived; and
3. The Transaction has been completed to the satisfaction of the Monitor.

This Monitor's Certificate was delivered by the Monitor at 11:12 am on August 26, 2024.

**ERNST & YOUNG INC., in its capacity as
Monitor of the Applicants, and not in its personal
capacity**

Per:

A handwritten signature in black ink, appearing to read 'K. Fung', with a long horizontal stroke extending to the right.

Name: Karen Fung

Title: Senior Vice President