

**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 ATLAS GLOBAL BRANDS INC.,
GREENSEAL CANNABIS COMPANY, LTD., GREENSEAL
NURSERY, LTD., AGMEDICA BIOSCIENCE INC., WELLWORTH
HEALTH CORP., 5047346 ONTARIO INC., 8050678 CANADA INC.
AND TAVIVAT NATURALS INC.**

Applicants

**AFFIDAVIT OF JASON CERVI
(Affirmed October 4, 2024)**

I, Jason Cervi, of the City of Burlington, in the Province of Ontario, AFFIRM:

INTRODUCTION AND OVERVIEW

1. I am the Chief Financial Officer (“**CFO**”) of Atlas Global Brands Inc. (“**Atlas**”, together with its Ontario Subsidiaries (as defined below), the “**Applicants**” or the “**Atlas Ontario Group**”).
2. GreenSeal Cannabis Company, Ltd. (“**GreenSeal**”), GreenSeal Nursery, Ltd. (“**Nursery**”), AgMedica Bioscience Inc. (“**AgMedica**”), Wellworth Health Corp. (“**Wellworth**”), 5047346 Ontario Inc. (“**5047 Ontario**”), 8050678 Canada Inc. (“**8050 Canada**”) and Tavivat Naturals Inc. (“**Tavivat**”) are subsidiaries of Atlas (together, the “**Ontario Subsidiaries**”; the Applicants, together with all Atlas subsidiaries, is the “**Atlas Group**”).
3. I have been the CFO of Atlas since January 31, 2023. I joined Atlas on December 30, 2022, as Global Head of Finance and Administration and Group Controller. I was appointed as Director

of GreenSeal and Nursery on April 28, 2023, and Director of AgMedica on May 31, 2023. I have personal knowledge of the matters to which I depose in this Affidavit except where I have obtained information from others. Where I have obtained information from others, I have stated the source of my information and believe such information to be true.

4. Capitalized terms used herein and not otherwise defined have the meaning ascribed to them in my affidavit affirmed on June 19, 2024 (the “**Initial Cervi Affidavit**”). All references to monetary amounts in this affidavit are in Canadian dollars unless otherwise noted.

5. This affidavit is made to provide information to the Court in respect of the motion brought by Stoke Canada Finance Corp. (“**Stoke**”) to seek the appointment of a Chief Restructuring Officer over GreenSeal.

BINDING LETTER OF INTENT FROM PURCHASER X

6. On October 3, 2024, Purchaser X submitted a binding letter of intent (the “**GreenSeal Binding LOI**”). Purchaser X proposes to purchase all the outstanding shares of GreenSeal, whereby it would assume certain liabilities of GreenSeal, including assuming the YNCU mortgage (as renegotiated with YNCU) and covering anticipated post-filing excise tax, GST, trade payables and professional fees. In addition, the closing of a transaction based on the GreenSeal Binding LOI is conditional on payment of the sum of \$400,000 to Stoke. The transaction is proposed to close on October 18, 2024.

7. Purchaser X will determine whether it wishes to extend an offer of employment to any of GreenSeal’s employees but, if it does not, it will cover the accrued vacation and unpaid wages of such employee. The GreenSeal Binding LOI requires GreenSeal to “continue to operate in the ordinary course and in a manner consistent with past practice until Closing” and “not tak[e] any

steps outside of the ordinary course of business to deplete...its cash balances, accounts receivable” and other assets.

8. The GreenSeal Binding LOI was set to automatically terminate at 11:59 pm on October 3, 2024, and is subject to a confidentiality provision. Our counsel advised Purchaser X’s counsel that we had been advised by the Monitor that the next step under the SISP is to get YNCU’s consent, and we understand that Purchaser X and YNCU are still finalizing the terms of the mortgage assumption. We asked Purchaser X to extend the deadline to allow its negotiation with YNCU to be completed. I am advised by my counsel, Mary Paterson, that the deadline was extended to October 8, 2024 at 11:59 pm.

9. Furthermore, our counsel shared with Purchaser X’s counsel a copy of this affidavit in draft form and obtained their permission to disclose the information contained herein to the Court. I am advised by my counsel, Mary Paterson, that permission was provided.

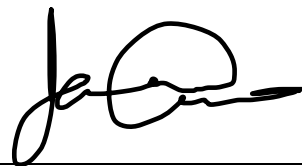
CONCLUSION

10. I affirm this Affidavit in support of an application for the relief set out above, and for no improper purpose.

AFFIRMED BEFORE ME over videoconference in accordance with the Administering Oath or Declaration Remotely Regulation, O.Reg. 431/20, on October 4, 2024, while I was located in the City of Toronto, in the Province of Ontario and the affiant was located in the City of Burlington, in the Province of Ontario.



Commissioner for Taking Affidavits
SUSAN KIMANI (LSO#88803G)



Jason Cervi

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36,
AS AMENDED

Court File No: CV-24-00722386-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF ATLAS GLOBAL BRANDS INC., GREENSEAL CANNABIS COMPANY,
LTD., GREENSEAL NURSERY, LTD., AGMEDICA BIOSCIENCE INC., WELLWORTH HEALTH CORP., 5047346 ONTARIO INC., 8050678 CANADA INC.
AND TAVIVAT NATURALS INC.

APPLICATION OF ATLAS GLOBAL BRANDS INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36,
AS AMENDED

Applicants

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF JASON CERVI
AFFIRMED OCTOBER 4, 2024

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