



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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(Commercial List)

|                    |   |                                 |
|--------------------|---|---------------------------------|
| THE HONOURABLE     | ) | FRIDAY, THE 4 <sup>th</sup> DAY |
|                    | ) |                                 |
| JUSTICE W.D. BLACK | ) | OF OCTOBER, 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 ARRANGEMENTS OF ATLAS GLOBALS 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

**ORDER**

**(re Appointment of CRO)**

**THIS MOTION**, made by the Stoke Canada Finance Corp. ("**Stoke**") for an Order authorizing Steinberg Advisory Corp. to provide the services of Howard Steinberg ("**Steinberg**") to act as chief restructuring officer ("**CRO**") of the Applicant, GreenSeal Cannabis Company, Ltd. ("**GreenSeal**") was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the affidavit of David Goldstein sworn October 3, 2024 and the Exhibits thereto (the "**Goldstein Affidavit**"), the affidavit of Jason Cervi affirmed October 4, 2024 and on hearing the submissions of counsel for Stoke, GreenSeal, Ernst & Young Inc. in its capacity as monitor of the Applicants (the "**Monitor**") respectively, and from such counsel as listed on the participant information form, no one else appearing although duly served as appears from the affidavit of service of Gabrielle Schachter dated October 4, 2024, and on reading the consent of Steinberg Advisory Corp. to provide the services of Steinberg to act as CRO;

## 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.

## APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

2. **THIS COURT DECLARES** that Steinberg Advisory Corp. shall provide the services of Steinberg to act as CRO of GreenSeal as an officer of this Court pursuant to the terms of this Order and that the obligation of Steinberg to act as court-appointed information liaison of GreenSeal (the “**Information Liaison**”) pursuant to the third amended and restated initial order dated July 9, 2024 (the “**TARIO**”) shall terminate as of the date of this Order and no further fees and disbursements shall be accrued by the Information Liaison in that capacity on and after the date of this Order.

3. **THIS COURT ORDERS** that GreenSeal shall pay the fees and expenses of the CRO and his agents, delegates, representatives and advisors from and after the date of this Order pursuant to the fee schedule attached as Schedule “A” hereto.

4. **THIS COURT ORDERS** that the CRO shall be exclusively authorized and empowered to manage the business of GreenSeal to the exclusion of all persons, including but not limited to:

- (a) operating and managing the business of GreenSeal;
- (b) collecting any outstanding accounts receivable;
- (c) preserving the security and collateral of the secured creditors of GreenSeal; and
- (d) advancing any offer or transaction arising from the sale and investment solicitation process conducted by GreenSeal pursuant to the Order dated July 26, 2024 (the “**SISP Order**”) for the benefit of the secured creditors of GreenSeal;
- (e) communicating with and providing information to the Monitor and reporting to this Court with respect to GreenSeal at such times and intervals as the CRO may deem appropriate; and
- (f) taking all such steps and actions, entering into and executing all such agreements and documents in the name of and on behalf of GreenSeal and incurring such

expenses and obligations necessary or incidental to the exercise of the foregoing powers.

5. **THIS COURT ORDERS** that the CRO shall consult with the Monitor regarding all material issues relating to the business of GreenSeal and these proceedings and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions pursuant to the CCAA and the TARIO.

6. **THIS COURT ORDERS** that the CRO and its agents, delegates, representatives and advisors:

- (a) shall not be, or deemed to be, a director or employee of the Applicants;
- (b) shall not as a result of the performance of its obligations in accordance with this Order be deemed to be in possession of any of the property of GreenSeal.
- (c) shall have no liability with respect to any losses, claims, damages or liabilities, of any nature or kind, to any person from and after the date of this Order except to the extent such losses, claims, damages, or liabilities result from gross negligence or wilful misconduct on the part of the CRO.

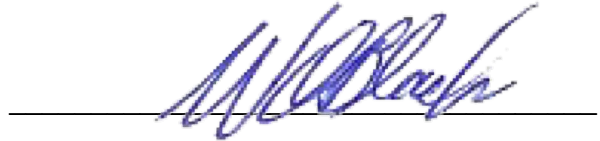
7. **THIS COURT ORDERS** that no proceeding shall be commenced or continued against or in respect of the CRO related to its performance of its duties and obligations under this Order, except with the written consent of the CRO and the Monitor or with leave of this Court.

#### **CRO CHARGE**

8. **THIS COURT ORDERS** that the CRO and its agents, delegates, representatives and advisors shall be entitled to the benefit of and are hereby granted a charge (the "**CRO Charge**") on the assets, property and undertaking of GreenSeal (the "**GreenSeal Property**"), which charge shall not exceed an aggregate amount of \$135,000, as security for their fees and disbursements incurred pursuant to Schedule "A" hereto after the date of this Order in respect of these proceedings. The CRO Charge shall have the same priority in relation to the GreenSeal Property as, and rank *pari passu* with, the Administration Charge as provided in paragraph 54 of the TARIO. The CRO Charge shall constitute a "Charge" pursuant to the TARIO.

**SEALING PROVISION**

9. **THIS COURT ORDERS** that the Confidential Exhibit to the Goldstein Affidavit is hereby sealed and kept confidential pending further Order of the Court and shall not form part of the public record.

A handwritten signature in blue ink is written over a horizontal line. The signature is stylized and appears to be 'M. Black'.

**Schedule “A”**

**Chief Restructuring Officer Fee Schedule**

|                                       |                                                                                                                                                               |
|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Weekly rate for Howard Steinberg:     | \$10,000 invoiced weekly                                                                                                                                      |
| Weekly rate for additional personnel: | \$5,000 per additional personnel required<br>up to a maximum of \$35,000 per week<br>and invoiced weekly                                                      |
| Additional fees:                      | Any disbursements accrued by the CRO<br>in the performance of its obligations under<br>this Order, which disbursements shall be<br>invoiced weekly as accrued |

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NATURALS INC.**

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

Proceedings commenced at Toronto

**ORDER  
(re Appointment of CRO)**

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