

SCHEDULE A
FORM OF MONITOR'S CLOSING CERTIFICATE

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

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.

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to the Initial Order of the Honourable Justice Penny of the Ontario Superior Court of Justice (Commercial List), (the “**Court**”) dated June 20, 2024, as amended and restated on July 3, 2024, July 5, 2024 and July 9, 2024, 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. (collectively, the “**Atlas Global Group**”) were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and Ernst & Young Inc. was appointed as the monitor of the Atlas Global Group (in such capacity, the “**Monitor**”).

B. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Approval and Reverse Vesting Order of this Court dated October 7, 2024 (the “**ARVO**”).

C. Pursuant to the ARVO, the Court approved the Transactions contemplated by the Subscription Agreement, and ordered, *inter alia*, that: (i) all of the right, title and interest of the Purchased Entities in and to the Excluded Assets, Excluded Contracts and Excluded Liabilities be transferred and vested into and in ResidualCo; (ii) authorized and directed AgMedica and Nursery

to issue the Purchased Entity Shares, and vested in and to the LP Purchaser all right, title and interest in and to the Purchased Entity Shares, free and clear of any Claims and Encumbrances, subject to the applicable Transaction Regulatory Approvals; (iii) authorized and directed AgMedica to transfer to the Facility Purchaser, the Purchased FacilityCo Shares, and vested in and to the Facility Purchaser, all right, title and interest in and to the Purchased FacilityCo Shares, free and clear of any Claims and Encumbrances; (iv) terminated and cancelled all of the Existing Shares of each of the AgMedica and Nursery other than the Purchased Entity Shares for no consideration which vesting, terminating and cancelling is to be effective upon the delivery by the Monitor to the Purchasers and the Purchased Entities of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Purchased Entities and the Purchasers that all conditions to closing have been satisfied or waived by the parties to the Subscription Agreement.

THE MONITOR CERTIFIES the following:

1. The Monitor has received the Priority Payments, CCAA Charge Amount and the Administrative Wind-down Amount.
2. The Monitor has received written confirmation from the Purchased Entities and the Purchasers, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived, as applicable, by the parties to the Subscription Agreement.
3. This Monitor's closing certificate was delivered by the Monitor at Toronto on October 28, 2024.

**Ernst & Young Inc., in its capacity as
Monitor of the Atlas Global Group and not
in its personal or corporate capacity.**

Per:



Name: Karen Fung

Title: Senior Vice President