



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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
JUSTICE STEELE

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THURSDAY, THE 29TH
DAY 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
ARRANGEMENT OF ATLAS GLOBAL BRANDS INC.,
GREENSEAL CANNABIS COMPANY, LTD.,
8050678 CANADA INC., TAVIVAT NATURALS INC.,
WELLWORTH HEALTH CORP. AND 2650751 ALBERTA LTD.**

Applicants

ORDER

(MONITOR'S ENHANCED POWERS & CCAA TERMINATION ORDER)

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order, among other things: (a) expanding the Monitor's powers; (b) terminating these proceedings in respect of the Applicants that remain under the CCAA at the time that the Monitor files the Monitor's Termination Certificate (as hereinafter defined); (c) discharging Ernst & Young Inc. ("EY") as Monitor at the CCAA Termination Time (as hereinafter defined); (d) terminating the Charges (as defined in the TARIO) at the CCAA Termination Time; and (e) granting certain other relief, was heard by videoconference on October 24, 2024.

ON READING the Motion Record of the Applicants, including the Affidavit of Jason Cervi affirmed October 24, 2024 and Exhibits thereto (the “**Twelfth Cervi Affidavit**”), the Affidavit of Jason Cervi affirmed October 28, 2024 and Exhibits thereto (the “**Thirteenth Cervi Affidavit**”), the confidential affidavit of Jason Cervi affirmed October 28, 2024 and Exhibits thereto (“**Fifth Confidential Cervi Affidavit**”), the Fourth Report of Ernst & Young Inc. (“**EY**”), in its capacity as the Court-appointed monitor of the Applicants dated October 28, 2024 (the “**Fourth Report**”), and the Approval and Reverse Vesting Order of the Honorable Justice Black dated October 7, 2024 (the “**AgMedica ARVO**”), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor and those other parties listed on Counsel Slip, no one else appearing although duly served as appears from the Affidavit of Service of Megan Stewart sworn October 25, 2024.

SERVICE AND DEFINITIONS

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.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Third Amended and Restated Initial Order dated July 9, 2024 (the “**TARIO**”), the AgMedica ARVO, the Approval and Vesting Order of this Court of even date herewith (the “**GreenSeal ARVO**”, and together with the AgMedica ARVO and all other transactions set forth therein, the “**Transactions**”) and the Twelfth Cervi Affidavit, as applicable.

MONITOR'S ENHANCED POWERS

3. **THIS COURT ORDERS** that, in addition to the powers and duties of the Monitor set out in the TARIO or any other Order of this Court granted in these CCAA proceedings, and without altering in any way the obligations of Atlas Global Brands Inc., 8050678 Canada Inc., Tavivat Naturals Inc., Wellworth Health Corp and 2650751 Alberta Ltd. (the “**Remaining Applicants**”), the Monitor be and is hereby exclusively authorized and empowered, but not required, to:

- (a) cause the Remaining Applicants to take any and all actions and steps, and execute all agreements, documents and writings, on behalf of, and in the name of, the Remaining Applicants in order to facilitate the performance of any of their obligations, including, without limitation, as contemplated by or in connection with the Transactions or any Order of this Court;
- (b) exercise any powers which may be properly exercised by any board of directors of the Remaining Applicants;
- (c) engage, retain, or terminate the services of, or cause the Remaining Applicants to engage, retain or terminate the services of any officer, employee, consultant, agent, representative, advisor, or other persons or entities, all under the supervision and direction of the Monitor, as the Monitor, in its sole opinion, deems necessary or appropriate to assist with the exercise of its powers and duties;
- (d) cause the Remaining Applicants to perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the winding-down or liquidation of the Remaining Applicants, the distribution of any proceeds

of the Remaining Applicants' Property, or any other related activities, including in connection with terminating these CCAA proceedings;

- (e) exercise any shareholder, partnership, joint venture or other rights of the Remaining Applicants;
- (f) have access to all books and records that are the property of the Remaining Applicants in the possession or control of the Remaining Applicants or their subsidiaries;
- (g) assign the Remaining Applicants, or cause the Remaining Applicants to be assigned, into bankruptcy, and the Monitor shall hereby be entitled but not obligated to act as a trustee of the Remaining Applicants in any such bankruptcy;
- (h) cause the dissolution or winding-up of any of the Remaining Applicants;
- (i) engage, deal, communicate, negotiate, agree and settle with any creditor or other stakeholder of the Remaining Applicants (including any governmental authority) in the name of or on behalf of the Remaining Applicants;
- (j) act as an authorized representative of the Remaining Applicants in respect of dealings with any Taxing Authority, and the Monitor shall hereby be entitled to execute any appointment or authorization form on behalf of the Remaining Applicants that a Taxing Authority may require in order to confirm the Monitor's appointment as an authorized representative of the Remaining Applicants for such purposes; and

- (k) apply to this Court for advice and directions or any further orders necessary or advisable to carry out its powers and obligations under this Order or any other Order granted by this Court, including for advice and directions with respect to any matter.

4. **THIS COURT ORDERS** that, notwithstanding anything contained in this Order, the Monitor and its directors, officers, employees and representatives are not and shall not be or be deemed to be, directors, officers or employees of the Remaining Applicants.

5. **THIS COURT ORDERS** that the Monitor shall not, as a result of this Order or any matter contemplated hereby: (i) be deemed to have taken part in the management or supervision of the management of the Remaining Applicants, or to have taken or maintained possession or control of the business or property of any of the Remaining Applicants, or any part thereof; or (ii) be deemed to be in Possession (as defined in the Initial Order) of any property of the Remaining Applicants within the meaning of any applicable Environmental Legislation (as defined in the Initial Order) or otherwise.

6. **THIS COURT ORDERS** that the Monitor shall not be liable for any employee-related liabilities of the Remaining Applicants, including any successor employer liabilities as provided for in Section 11.8(1) of the CCAA. Nothing in this Order shall, in and of itself, cause the Monitor to be liable for any employee related liabilities of the Remaining Applicants, including wages, severance pay, termination pay, vacation pay, and pension or benefit amounts.

7. **THIS COURT ORDERS** that, in addition to the rights and protections afforded to the Monitor under the CCAA or as an officer of this Court, the Monitor and its legal counsel shall, subject to the terms of the Transactions, continue to have the benefit of all of the indemnities, charges, protections and priorities as set out in the TARIO and any other Order of this Court and all such indemnities, charges, protections and priorities shall apply and extend to the Monitor in

carrying out of the provisions of this Order and exercising any powers granted to it hereunder.

Without limiting the generality of the foregoing in exercising any powers granted to it hereunder:

(i) the Monitor shall not be deemed to have taken or maintained possession or control of the Business or the Remaining Applicants' Property, or any part thereof; (ii) the Monitor shall be entitled to rely on the books and records of the Remaining Applicants without independent investigation; and (iii) the Monitor shall incur no liability or obligation as a result of exercising any powers granted to it hereunder, save and except for any gross negligence or wilful misconduct on its part.

8. **THIS COURT ORDERS** that nothing in this Order shall constitute or be deemed to constitute the Monitor as receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of the Remaining Applicants within the meaning of any relevant legislation and that any distributions to creditors of the Remaining Applicants by the Monitor will be deemed to have been made by the Remaining Applicants.

9. **THIS COURT ORDERS** that the powers and authority granted to the Monitor by virtue of this Order shall, if exercised in any case, be paramount to the power and authority of the Remaining Applicants with respect to such matters and, in the event of a conflict between the terms of this Order and those of the TARO or any other Order of this Court, the provisions of this Order shall govern.

TERMINATION OF CCAA PROCEEDINGS & DISCHARGE OF THE MONITOR

10. **THIS COURT ORDERS** that upon filing by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule "A"** (the "**Monitor's Termination Certificate**") certifying that, to the knowledge of the Monitor, all matters to be attended to in connection with these CCAA proceedings have been completed, these CCAA proceedings shall

be terminated without any further act or formality (the “**CCAA Termination Time**”), save and except as expressly provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any Person in connection therewith.

11. **THIS COURT ORDERS** that the Monitor shall file a copy of the Monitor’s Termination Certificate with the Court and post a copy of the Monitor’s Termination Certificate on the case Website maintained by the Monitor as soon as is practicable following the CCAA Termination Time.

DISCHARGE OF MONITOR

12. **THIS COURT ORDERS** that effective at the CCAA Termination Time, EY shall be and is hereby discharged from its duties as Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time; provided that, notwithstanding its discharge as Monitor, EY shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time, as may be required or appropriate (collectively, the “**Monitor Incidental Matters**”). In completing any such Monitor Incidental Matters, EY and its advisors shall continue to have the benefit of the provisions of all Orders made in these CCAA proceedings and all protections under the CCAA, including all approvals, protections and stays of proceedings in favour of EY in its capacity as Monitor, and nothing in this Order shall affect, vary, derogate from or amend any of the protections in favour of the Monitor pursuant to any Order issued in these CCAA proceedings.

13. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor’s discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary,

derogate from, limit or amend, and EY shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the TARJO, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the CCAA Termination Time, including in connection with the Monitor Incidental Matters and any other actions taken by EY following the CCAA Termination Time with respect to the Remaining Applicants or these CCAA proceedings.

TERMINATION OF PRIORITY CHARGES

14. **THIS COURT ORDERS** that each of the Charges shall be and are hereby terminated, released and discharged at the CCAA Termination Time without any further act or formality.

BANKRUPTCY

15. **THIS COURT ORDERS** that, from and after the CCAA Termination Time, (a) each of the Remaining Applicants are hereby authorized to make an assignment into bankruptcy pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (“**BIA**”); (b) the Monitor is hereby authorized and empowered (if necessary, as a Monitor Incidental Matter), to file any such assignment in bankruptcy for and on behalf of any of the Remaining Applicants, and to take any steps incidental thereto; and (c) EY is hereby authorized and empowered, but not required, to act as trustee in bankruptcy (the “**Trustee**”) in respect of any of the Remaining Applicants, and to fund reasonable retainers to any such Trustee from the Administrative Wind-Down Amount (as defined in the Subscription Agreements for the Transactions).

16. **THIS COURT ORDERS** that the Trustee shall be and is hereby authorized to administer the bankruptcy estates as if such estates were in respect of a single bankrupt for the purposes of

carrying out its duties and responsibilities as trustee under the BIA (the “**Consolidated Proceedings**”), including, without limitation:

- (a) administering the bankruptcy estates of the Remaining Applicants under a single court file number and title of proceeding;
- (b) sending a notice of the first meeting of creditors (the “**Notice**”) in the manner prescribed by section 102 of the BIA by sending a consolidated Notice for all of the Remaining Applicants to accompany the Notice set out in subsection 102(2) of the BIA;
- (c) convening meetings of creditors and inspectors in the bankrupt estates of the Remaining Applicants through one combined advertisement and conducting such meetings jointly provided that the results of any creditors’ vote shall be separately tabulated for each such bankrupt estate;
- (d) using a consolidated form of proof of claim that directs creditors to identify the bankrupt estate in which a claim is made for voting and for distribution purposes;
- (e) maintaining a consolidated bank account with respect to the Remaining Applicants’ respective bankruptcy estates;
- (f) issuing consolidated reports in respect of the bankruptcy estates of the Remaining Applicants;
- (g) performing a consolidated making, filing, advertising and distribution of all filings and notices in the bankrupt estates of the Remaining Applicants required under the BIA; and
- (h) appointing a single group of inspectors to be the inspectors for the consolidated bankruptcy estates of the Remaining Applicants.

17. **THIS COURT ORDERS** that the Consolidated Proceedings are not a substantive consolidation of the bankrupt estates of the Remaining Applicants and will automatically terminate

if the Trustee is replaced as licensed insolvency trustee of any, but not all, of the estates of the Remaining Applicants.

18. **THIS COURT ORDERS** that the Consolidated Proceedings do not:

- (a) affect the separate legal status of the corporate structure of the Remaining Applicants;
- (b) cause any of the bankrupt estates of the Remaining Applicants to be liable for any claim for which it is otherwise not liable, or cause any of the Remaining Applicants to have any interest in any asset which it otherwise would not have; or
- (c) affect the bankrupt estates of the Remaining Applicants filing obligations under the BIA.

EXTENSION OF THE STAY PERIOD

19. **THIS COURT ORDERS** that that the Stay Period be and is hereby extended to the CCAA Termination Time.

GENERAL

20. **THIS COURT ORDERS** that, for the avoidance of doubt, all of the powers, rights and protections of the Monitor specified herein shall be construed so as to refer to powers, rights and protections in respect of the Remaining Applicants.

21. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

22. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America to give effect to this Order and to assist the Remaining Applicants, the Monitor, and their

respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Remaining 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 Remaining Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

23. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. Prevailing Eastern time on the date hereof that it is made and is enforceable without any need for entry and filing.

Jana
Steele

Digitally signed
by Jana Steele
Date: 2024.10.29
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Court File No. CV-24-00722386-00CL

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
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**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
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WELLWORTH HEALTH CORP. AND 2650751 ALBERTA LTD.**

Applicants

MONITOR'S TERMINATION CERTIFICATE

RECITALS

1. 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. ("**Atlas Global**"), GreenSeal Cannabis Company, Ltd. ("**GreenSeal**"), GreenSeal Nursery, Ltd. ("**Nursery**") , AgMedica BioScience Inc. ("**AgMedica**"), 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**").

2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Monitor's Enhanced Powers & CCAA Termination Order dated October 24, 2024 (the "**CCAA Termination Order**"), the Approval and Reverse Vesting Order of the Honorable Justice Black

dated October 7, 2024 (the “**AgMedica ARVO**”) and the Approval and Reverse Vesting Order of the Honorable Justice Penny dated October 24, 2024 (the “**GreenSeal ARVO**”), as applicable.

3. Pursuant to the terms of the AgMedica ARVO, AgMedica and Nursery ceased to be Applicants in these CCAA proceedings and ResidualCo was added as an Applicant in these CCAA proceedings.

4. Pursuant to the terms of the GreenSeal ARVO, GreenSeal ceased to be an Applicant in these CCAA Proceedings.

5. Pursuant to the CCAA Termination Order, among other things, EY shall be discharged as Monitor of the Remaining Applicants and these CCAA proceedings shall be terminated upon the service of this Monitor’s Termination Certificate on the service list in these CCAA proceedings, all in accordance with the terms of the CCAA Termination Order.

THE MONITOR HEREBY CERTIFIES the following:

To the knowledge of the Monitor, all matters to be attended to in connection with these CCAA proceedings have been completed.

ACCORDINGLY, the CCAA Termination Time (as defined in the CCAA Termination Order) has occurred as of the date and time set out below.

DATED at Toronto, Ontario at _____ this _____ day of _____, 2024

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

Per: _____

Name:

Title:

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF ATLAS GLOBAL BRANDS INC., GREENSEAL CANNABIS COMPANY, LTD., 8050678 CANADA INC., TAVIVAT NATURALS INC., WELLWORTH HEALTH CORP. AND 2650751 ALBERTA LTD.	
Court File No. CV-24-00722386-00CL	
ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceedings commenced at Toronto, Ontario	
MONITOR'S ENHANCED POWERS & CCAA TERMINATION ORDER	
OSLER, HOSKIN & HARCOURT LLP 100 King Street West, 1 First Canadian Place Suite 6200, P.O. Box 50 Toronto ON M5X 1B8 Randal Van de Mosselaer (LSA# 9923) Tel: 403.260.7060 Email: rvandemosselaer@osler.com Mary Paterson (LSO# 51572P) Tel: 416.862.4924 Email: mpaterson@osler.com Justin Kanji (LSO# 881780) Tel: 416.862.6642 Email: jkanji@osler.com Lawyers for the Applicants	