

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.,
8050678 CANADA INC., TAVIVAT NATURALS INC.,
WELLWORTH HEALTH CORP. AND 2650751 ALBERTA LTD.

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 29, 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 Entity in and to the Excluded Assets, Excluded Contracts and Excluded Liabilities be transferred and vested into and in ResidualCo; (ii) authorized and directed GreenSeal to issue the

Purchased Entity Shares, and vested in and to the Purchaser all right, title and interest in and to the Purchased Shares, free and clear of any Claims and Encumbrances, subject to the applicable Transaction Regulatory Approvals; (iii) terminated and cancelled all of the Existing Shares of GreenSeal other than the Purchased Shares for no consideration which vesting, terminating and cancelling is to be effective upon the delivery by the Monitor to the Purchaser and the Purchased Entity of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Purchased Entity and the Purchaser 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 Entity and the Purchaser, 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 Ottawa on November 4, 2024.

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

Per:



Name: Greg Adams

Title: Senior Vice President