

Court File No. CV-23-00711935-00CL

**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 **TREES CORPORATION, ONTARIO
CANNABIS HOLDINGS CORP., MIRACULO INC., 2707461
ONTARIO INC., OCH ONTARIO CONSULTING CORP.,
AND 11819496 CANADA INC.** (the "Applicants")

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to the Initial Order of the Honourable Chief Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated December 22, 2023, as amended and restated from time to time, the Applicants were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and FTI Consulting Canada Inc. was appointed as the monitor of the Applicants (in such capacity, the "**Monitor**").

B. Pursuant to the approval and reverse vesting order of the Court dated April 5, 2024 (the "**Order**"), the Court approved the amended share purchase agreement between Trees Corporation ("**Trees**") and One Plant (Retail) Corp. (in such capacity, the "**Purchaser**"), dated March 25, 2024 (the "**Share Purchase Agreement**"), and the transaction contemplated therein (the "**Transaction**"), and ordered, *inter alia*, that: (i) all of the Applicants' right, title and interest in and to the Excluded Assets shall vest absolutely and exclusively in ResidualCo; (ii) all of the Excluded Assets, Excluded Contracts, Excluded Leases and Excluded Liabilities shall be transferred to, assumed by and vest in ResidualCo; (iii) all of the right, title and interest in and to

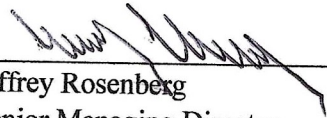
the Post-Consolidation Shares and New Common Shares shall vest absolutely and exclusively in the Purchaser free and clear of all Claims and Encumbrances; (iv) all Claims and Encumbrances shall be released and discharged from the Applicants' Property; and (v) all Equity Interests of Trees other than the Post-Consolidation Shares shall be cancelled and terminated without consideration, all of the foregoing, in each case, to be effective upon the delivery by the Monitor to the Purchaser of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Purchaser and the Applicants that all conditions to closing have been satisfied or waived by the parties to the Share Purchase Agreement.

C. Capitalized terms not defined herein shall have the meaning given to them in the Order, including those defined by reference to the Share Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Monitor has received written confirmation from the Purchaser and Trees, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived by the parties to the Share Purchase Agreement.
2. This Monitor's certificate was delivered by the Monitor at 3:15 p.m. on May 28, 2024.

**FTI Consulting Canada Inc., in its capacity
as Monitor of the Applicants, and not in its
personal capacity.**

Per: 
Name: Jeffrey Rosenberg
Title: Senior Managing Director