



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

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

THE HONOURABLE ) FRIDAY, THE 5TH  
JUSTICE OSBORNE ) DAY OF APRIL, 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 **TREES CORPORATION, ONTARIO  
CANNABIS HOLDINGS CORP., MIRACULO INC., 2707461  
ONTARIO INC., OCH ONTARIO CONSULTING CORP.,  
AND 11819496 CANADA INC.** (the "Applicants")

**ORDER  
(Stay Extension, Fee Approval and CCAA Termination)**

**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, *inter alia*: (i) extending the Stay Period up to and including May 31, 2024, (ii) approving the Monitor's First Report and Second Report (each as defined herein), and the Monitor's activities, conduct and decisions set out therein, (iii) approving the fees and disbursements of the Monitor and its legal counsel, (iv) terminating these CCAA proceedings and discharging the Monitor at the CCAA Termination Time (as defined below), (v) terminating the Court-ordered charges approved in these CCAA proceedings effective as at the CCAA Termination Time, and (vi) permitting ResidualCo (as defined below) to file for bankruptcy, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Applicants dated March 25, 2024 (the “**Motion Record**”), the Second Report of FTI Consulting Canada Inc., in its capacity as Monitor of the Applicants (in such capacity, the “**Monitor**”), dated March 27, 2024 (the “**Second Report**”), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, and those other parties listed on the Participant Information Form, no one else appearing although duly served as appears from the Affidavit of Service, filed,

### **SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meaning ascribed to them in the Second Amended and Restated Initial Order dated January 29, 2024 (as may be further amended and restated from time to time, the “**Amended and Restated Initial Order**”).

### **STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period is hereby extended up to and including May 31, 2024.

### **APPROVAL OF MONITOR’S REPORTS**

3. **THIS COURT ORDERS** that the First Report of the Monitor dated January 24, 2024 (the “**First Report**”) and the Second Report, and the activities, conduct and decisions of the Monitor set out therein are hereby ratified and approved, provided that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

## **APPROVAL OF FEES OF THE MONITOR AND ITS COUNSEL**

4. **THIS COURT ORDERS** that the professional fees of the Monitor for the period between January 3, 2024 and March 24, 2024, in the amount of \$411,691.50, plus disbursements and expenses of \$5,889.51 and Harmonized Sales Tax (“**HST**”) of \$54,285.54, for a total of \$471,866.55, as well as the Monitor’s estimated professional fees and disbursements to the CCAA Termination Time in the amount of \$200,000, as further set out in the Second Report and the Affidavit of Jeffrey Rosenberg sworn March 27, 2024, attached as Appendix “C” to the Second Report, are hereby approved.

5. **THIS COURT ORDERS** that the professional fees of Torys LLP (“**Torys**”), counsel to the Monitor, for the period between January 3, 2024 and March 24, 2024, in the amount of \$211,230.50, plus disbursements and expenses of \$803.73 and HST of \$27,548.67, for a total of \$239,582.90, as well as Torys’ estimated professional fees and disbursements to the CCAA Termination Time in the amount of \$25,000, as further set out in the Second Report and the Affidavit of David Bish sworn March 26, 2024, attached as Appendix “D” to the Second Report, are hereby approved.

## **TERMINATION OF CCAA PROCEEDINGS**

6. **THIS COURT ORDERS** that, upon service by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule “A”** (the “**Termination Certificate**”) on the Service List in these CCAA proceedings certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA proceedings have been completed, the within CCAA proceedings shall be terminated without any other act or formality (the “**CCAA Termination Time**”), save and except as provided in this Order, and provided that

nothing herein impacts the validity of any Orders made in these CCAA proceedings or any action or steps taken by any Person pursuant thereto.

7. **THIS COURT ORDERS** that the Monitor is hereby directed to file a copy of the Termination Certificate with the Court as soon as is practicable following the service thereof on the Service List in these CCAA proceedings.

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

#### **DISCHARGE OF MONITOR**

9. **THIS COURT ORDERS** that effective at the CCAA Termination Time, FTI Consulting Canada Inc. (“**FTI**”) shall be and is hereby discharged from its duties as the 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, FTI 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 (“**Monitor Incidental Matters**”).

10. **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 the Monitor 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 Amended and Restated Initial Order, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following and after the CCAA Termination Time, including in connection with any Monitor Incidental Matters and other actions

taken by the Monitor following the CCAA Termination Time with respect to the Applicants, ResidualCo (as defined below) or these CCAA proceedings.

11. **THIS COURT ORDERS** that from and after the CCAA Termination Time, no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except with the prior leave of this Court and on prior written notice to the Monitor.

#### **ASSIGNMENT IN BANKRUPTCY**

12. **THIS COURT ORDERS** that at such time as 15892929 Canada Inc. (“ResidualCo”) determines that it is necessary or desirable to do so, including for greater certainty at a time prior to the CCAA Termination Time:

- (a) ResidualCo is hereby authorized to make an assignment in bankruptcy pursuant to *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (“BIA”); and
- (b) FTI is hereby authorized and empowered, but not obligated, to act as trustee in bankruptcy in respect of ResidualCo.

13. **THIS COURT ORDERS** that the sole director of ResidualCo may resign upon ResidualCo being assigned into bankruptcy and such resignation is hereby authorized and ratified.

#### **GENERAL**

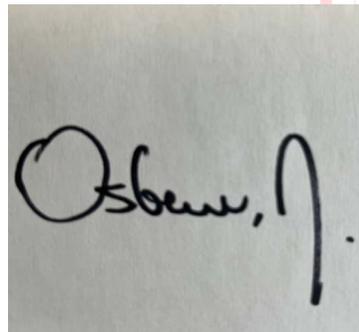
14. **THIS COURT ORDERS** that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of their powers and duties hereunder.

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

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

18. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard Time on the date of this Order without the need for entry or filing.



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**SCHEDULE “A”  
FORM OF TERMINATION CERTIFICATE**

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 15892929 CANADA INC. (“**ResidualCo**”)

**TERMINATION CERTIFICATE**

**RECITALS**

1. FTI Consulting Canada Inc. (“**FTI**”) was appointed as the Monitor of the Applicants in the within proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to an Amended and Restated Initial Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated January 2, 2024 (as further amended and restated from time to time, the “**Initial Order**”).
2. Pursuant to the Approval and Reverse Vesting Order of this Court dated April 5, 2024, ResidualCo was added as an Applicant in these CCAA proceedings.
3. Pursuant to an Order of this Court dated April 5, 2024 (the “**CCAA Termination Order**”), among other things, FTI shall be discharged as the Monitor and the Applicants’ CCAA proceedings shall be terminated upon the service of this Termination Certificate on the service list in these CCAA proceedings, all in accordance with the terms of the CCAA Termination Order.
4. Unless otherwise indicated herein, capitalized terms used in this Termination Certificate shall have the meaning given to them in the Initial Order or the Termination Order, as applicable.

**THE MONITOR CERTIFIES** the following:

5. To the knowledge of the Monitor, all matters to be attended to in connection with the Applicants' CCAA Proceedings (Court File No. CV-23-00711935-00CL) have been completed.

**ACCORDINGLY**, the CCAA Termination Time as defined in the CCAA Termination Order has occurred.

DATED at Toronto, Ontario this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

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

Per: \_\_\_\_\_

Name:

Title:

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.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**ORDER**  
**(Stay Extension, Fee Approval and CCAA**  
**Termination)**

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