



**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

ENDORSEMENT

**COURT FILE
NO.:**

CV-24-00715773-00CL

DATE:

July 30, 2025

NO. ON LIST: 1

**TITLE OF
PROCEEDING:**

In Re BZAM Ltd. *et al.*

BEFORE:

JUSTICE OSBORNE

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Mike Shakra	Applicants	ernstj@bennettjones.com
Jamie Ernst	Applicants	shakram@bennettjones.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Joseph Bellissimo	Cortland Credit Lending	jbellissimo@cassels.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Maria Konyukhova	Monitor	mkonyukhova@stikeman.com
Nick Avis	Monitor	navis@stikeman.com

ENDORSEMENT OF JUSTICE OSBORNE:

[1] The Applicants seek the relief set out in the Notice of Motion and in particular:

- a. an order approving the amendments to the First Amended Subscription Agreement as reflected in the Second Amended Subscription Agreement dated July 24, 2025 among BZAM and 1000816625 Ontario Inc. (the Stalking Horse Purchaser);
- b. authorizing *nunc pro tunc* the execution by BZAM of the Second Amended Subscription Agreement;
- c. amending the Approval and Reverse Vesting Order to add Medican Organic Inc., as a Purchased Entity, and removing it as an Applicant in these CCAA proceedings, effective as of the Closing Time;
- d. extending the stay of proceedings until the earlier of October 15, 2025 and the CCAA Termination Time; and
- e. approving the 11th Report of the Monitor dated July 29, 2025 and the activities described therein.

[2] The Service List has been served. In addition, and in particular, those parties beneficially and/or directly affected by the encumbrances in turn affected by the relief sought today were served by the Applicants.

[3] The relief sought today is unopposed. No party has filed responding materials and none appears today to oppose the relief sought. No party has even informally contacted the Applicants or the Monitor to indicate an intention to oppose. The relief sought is supported and recommended by the Monitor.

[4] The Applicants rely upon the Affidavit of Mr. Matthew Milich sworn July 24, 2025, together with exhibits thereto, in addition to the 11th Report. Defined terms in this Endorsement have the meaning given to them in the motion materials and/or the 11th Report, unless otherwise stated.

[5] The basis for the relief sought is fully set out in the materials. Once the Stalking Horse Transaction is complete, much of the necessary restructuring will be complete. As of today's date, however, it has not yet closed. The parties are working in good faith to get that done as soon as possible.

[6] One of the gating issues is the closing condition requiring all authorizations from Health Canada. Those remain outstanding but are expected shortly. They are currently being reviewed by Health Canada.

[7] Since the Approval and Reverse Vesting Order was issued, the Stalking Horse Purchaser has requested that Medican be included as part of the going concern business to resume operations of the Company in Québec and elsewhere.

[8] As a result, the Applicants seek to amend the First Amended Subscription Agreement to extend the target closing date and outside date given the delays at Health Canada, to include the shares of Medican as Retained Assets and make corresponding ancillary revisions.

[9] The economic terms and deposits, the closing sequence, and the closing conditions remain materially unchanged under the Second Amended Subscription Agreement. While the Applicants and the Stalking Horse Purchaser have the ability to revise certain schedules, including the schedule identifying Retained Assets, and make other minor amendments to the First Amended Subscription Agreement with the consent of the Monitor, the fact that the corresponding amendments are required under the Approval and Reverse Vesting Order has motivated them to seek court approval.

[10] I am satisfied that the proposed Amendments are not expected to prejudice the interests of any stakeholders. I am also satisfied that the proposed Amendments to the RVO do not materially change the relief previously granted. The Amendments are approved pursuant to my discretion under section 11 of the CCAA.

[11] Finally, I am satisfied that the stay of proceedings, which currently expires on the earlier of August 15, 2025 and the CCAA Termination Time, should be extended to the earlier of October 15, 2025 and the CCAA Termination Time, pursuant to section 11.02 of the CCAA. The extension will provide the Applicants and the Stalking Horse Purchaser additional time to obtain the requisite approvals and close the transaction. I am satisfied that circumstances exist that make the order appropriate and also that the Applicants have acted, and are acting, in good faith and with due diligence.

[12] The DIP Lender and the Monitor both support the stay extension, and the cash flow forecast projects sufficient liquidity through the proposed extension period.

[13] I am also satisfied that the 11th Report and the activities of the Monitor described therein should be approved. The relief is unopposed. The activities are consistent with the scope of the mandate given to the Monitor in the original appointment order, are reasonable and have been accretive to the progress of this proceeding. They are approved.

[14] Order to go in the form signed by me today which has immediate effect without the necessity of issuing and entering.

O'Brien J.