

Schedule A – Form of Receiver’s Certificate

Court File No. CV-24-00720526-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

B E T W E E N:

FARM CREDIT CANADA

Applicant

- and -

GLOBAL FOOD AND INGREDIENTS INC. and GFI BRANDS INC.

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED, AND
SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C-43, AS AMENDED**

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Steele of the Ontario Superior Court of Justice (the "**Court**") dated May 30, 2024, FTI Consulting Canada Inc. was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of Global Food and Ingredients Inc. ("**Global Foods Canada**") and GFI Brands Inc. ("**GFI Brands**"), and together with Global Foods Canada, the "**Debtors**", and each individually, a "**Debtor**") that constitute "**FCC Secured Property**" (as such term is defined in the Order (Appointing Receiver), granted by the Honourable Justice Steele on May 30, 2024 (the "**FCC Receivership Order**"), in the within proceedings).

B. Pursuant to an Order of the Court dated November 12, 2024, the Court approved the agreement of purchase and sale made as of November 4, 2024 (the "**Zealandia Purchase Agreement**") between the Receiver and Harvest Grain Zealandia Ltd. (the "**Zealandia Purchaser**"). The Order has provided for the vesting in the Zealandia Purchaser or as it may direct of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Zealandia Purchaser of a certificate confirming (i) the payment by the Zealandia Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 6 of the Zealandia Purchase Agreement has been satisfied or waived by the Receiver and the Zealandia Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Zealandia Purchase Agreement.

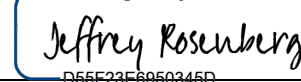
THE RECEIVER CERTIFIES the following:

1. The Zealandia Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Zealandia Purchase Agreement;
2. The conditions to Closing as set out in Article 6 of each of the Zealandia Purchase Agreement has been satisfied or waived by the Receiver and the Zealandia Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at 5:00 p.m. on November 29, 2024.

FTI Consulting Canada Inc., in its capacity as Receiver of the undertaking, property and assets of Global Food and Ingredients Inc. and GFI Brands Inc., and not in its personal capacity

Per:

DocuSigned by:



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Name: Jeffrey Rosenberg

Title: Senior Managing Director