

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

THE HONOURABLE ) TUESDAY, THE 4<sup>TH</sup>  
 )  
JUSTICE STEELE ) DAY OF FEBRUARY, 2025

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**

**~~DISTRIBUTION~~ ANCILLARY RELIEF ORDER**

THIS MOTION, made by FTI Consulting Canada Inc. (“FTI”) in its capacity as the Court-appointed receiver (the “**Receiver**”) over all assets, undertakings, and properties 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), for an order approving the ancillary relief set out in the Notice of Motion was heard this day via videoconference.

ON READING the Motion Record of the Receiver, including the Third Report of the Receiver dated January 27, 2025 (the “**Third Report**”), and on hearing the submissions of counsel for the Receiver and those parties listed on the counsel slip, no one else appearing although duly served as appears from the Affidavit of Service of Meena Alnajjar sworn January 28, 2025:

### **SERVICE AND INTERPRETATION**

1. **THIS COURT ORDERS** that, if necessary, the time for service and filing of the Notice of Motion and Motion Record for this Order is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that capitalized terms used but not defined herein have the meanings ascribed to them in the Third Report.

### **APPROVAL OF ACTIVITIES**

3. **THIS COURT ORDERS** that the Third Report of the Receiver and the actions and activities of the Receiver described therein be and are hereby approved; provided, however, that only the Receiver, 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 RECEIPTS AND DISBURSEMENTS**

4. **THIS COURT ORDERS** that the Receiver’s statement of receipts and disbursements for the period of November 1, 2024 to January 24, 2025 is hereby approved.

### **DISTRIBUTIONS**

~~5. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed, without further order of the Court, to make distributions from the proceeds of the sale transactions contemplated by the Zealandia Purchase Agreement, the Lajord Purchase Agreement, and the Vigro Purchase Agreement, from time to time, to Farm Credit Canada (“**FCC**”), up to the total amount of \$6,525,000 (plus accrued interest, if any) (collectively, the “**Distributions**”), as set out in the Third Report, subject to costs incurred and any necessary or desirable reserves as may be determined by the Receiver, and all such distributions are hereby approved.~~

## SEALING

5. ~~6.~~ **THIS COURT ORDERS** that Confidential Schedule “1” to the Third Report shall be sealed, kept confidential and shall not form part of the public record pending further Order of the Court.

## GENERAL

6. ~~7.~~ **THIS COURT ORDERS** that this order shall have full force and effect in all provinces and territories in Canada, outside Canada, and against all persons against whom it may be enforceable.

7. ~~8.~~ **THIS COURT REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

8. ~~9.~~ **THIS COURT ORDERS** that the Receiver is at liberty, 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 Receiver 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.

9. ~~10.~~ **THIS COURT ORDERS** that this order is effective from today's date and is enforceable without the need for entry and filing.

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<b>Summary report:</b>	
<b>Litera Compare for Word 11.10.0.38 Document comparison done on 01/31/25 3:23:04 PM</b>	
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Format changes	0
<b>Total Changes:</b>	<b>17</b>