

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

THE HONOURABLE) THURSDAY, THE 16th
)
JUSTICE CONWAY) DAY OF NOVEMBER, 2023

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 BIOSTEEL SPORTS NUTRITION INC.

(the "**Applicant**")

**ORDER
(ANCILLARY RELIEF)**

THIS MOTION, made by BioSteel Sports Nutrition Inc. (the "**Applicant**") and BioSteel Manufacturing LLC and BioSteel Sports Nutrition USA LLC (collectively, the "**Additional Applicants**" and together with the Applicant, "**BioSteel**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order, among other things, adding the Additional Applicants as Applicants in these CCAA proceedings, was heard this day by judicial videoconference via Zoom.

ON READING the Affidavit of Sarah S. Eskandari dated November 10, 2023 (the "**November 10 Eskandari Affidavit**") and the Second Report of the Monitor dated November 14, 2023, and such further materials as counsel may advise, and on hearing submissions of counsel for BioSteel, counsel for the Monitor and the other parties listed on the

counsel slip, and no one else appearing for any other party on the Service List although duly served as appears from the affidavit of service of Stephanie Fernandes sworn November 10, 2023.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated and hereby dispenses with further service thereof.

CAPITALIZED TERMS

2. **THIS COURT ORDERS** that, unless otherwise indicated or defined herein, capitalized terms used in this order shall have the meanings given to them in the November 10 Eskandari Affidavit and/or the Amended and Restated Initial Order made in these proceedings on September 21, 2023 (the "**ARIO**"), as applicable.

ADDITION OF APPLICANTS

3. **THIS COURT ORDERS** that effective as of 12:01 a.m. (Toronto time) on the date of this Order (the "**Effective Time**"), with respect to the Additional Applicants, the ARIO shall be deemed to have been amended such that:

a) the Additional Applicants shall for all purposes be deemed to be Applicants (as Applicant is defined in the ARIO) and, for greater certainty:

(i) the Additional Applicants are hereby granted all of the rights and protections afforded to the Applicant by the ARIO;

- (ii) to the extent not already granted by the terms of the ARIO, the directors and officers of the Additional Applicants are hereby granted all of the rights and protections afforded to the directors and officers of the Applicant by the ARIO;
 - (iii) the Monitor, in addition to its prescribed rights and obligations under the CCAA, subject to the dispensation of certain requirements as provided for by this Order, is hereby directed and empowered to perform such duties with respect to the Additional Applicants as the Monitor is required to perform with respect to the Applicant pursuant to the ARIO or by this Court from time to time;
 - (iv) the Charges created by the ARIO shall constitute a charge on the Property (as defined in the ARIO) of the Additional Applicants with such priorities and protections as are provided to the Charges in the Initial Order in connection with the Applicant's Property; and
 - (v) the Applicant shall be authorized and empowered, but not required, to act as the foreign representative (in such capacity, the "**Foreign Representative**") in respect of the within proceeding for the purposes of having the CCAA proceedings of the Additional Applicants recognized, enforced and approved in the United States and any other jurisdiction outside of Canada;
- b) with respect to the Additional Applicants, references in the ARIO to the date of the Initial Order shall be deemed to refer to the Effective Time; and
- c) all references to the Cash Management System shall refer to the Cash Management System as described in the November 10 Eskandari Affidavit.

4. **THIS COURT ORDERS** that upon the Effective Time the style of cause of these CCAA proceedings shall be amended as shown on Schedule "A" to this Order.

5. **THIS COURT ORDERS** that the Monitor's obligation to publish the notice prescribed by section 23(1)(a)(i) of the CCAA with respect to the Additional Applicants is hereby dispensed with.

EXTENSION OF STAY

6. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including January 31, 2024.

DISCONTINUATION OF LOYALTY PROGRAM

7. **THIS COURT ORDERS** that upon entry of this Order, the Loyalty Program as described in the November 10 Eskandari Affidavit shall be terminated and no further redemptions shall be honoured.

PAYMENT OF TRANSACTION FEE

8. **THIS COURT ORDERS** that all obligations owing to the Financial Advisor as secured by the Transaction Fee Charge (the "**Transaction Fee Payment**") shall be split pro rata (based on the transaction purchase price) by BioSteel Canada and BioSteel Manufacturing. The Transaction Fee Payment, when made, shall be free and clear of any and all encumbrances, and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Applicant or any of the Additional Applicants and shall not be void or voidable by creditors of the Applicant or any of the Additional Applicants, nor shall it constitute nor be deemed to be a fraudulent preference, a transfer at undervalue, a fraudulent conveyance or other reviewable transaction under the BIA or any other applicable federal, provincial legislation or other legislation, nor shall

it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal, provincial or other legislation. Following payment of the Transaction Fee Payment, the Transaction Fee Charge shall be automatically released and terminated without any further action.

SEALING OF CONFIDENTIAL APPENDIX

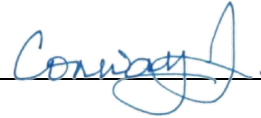
9. **THIS COURT ORDERS** that the Confidential Appendix to the Second Report shall be and is hereby sealed, kept confidential and shall not form part of the public record until the earlier of delivery of the Monitor's certificates in respect of the BioSteel Canada Transaction and the Manufacturing Transaction or further order of the Court.

GENERAL

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

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist BioSteel, 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 BioSteel and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist BioSteel and the Monitor and their respective agents in carrying out the terms of this Order.

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

A handwritten signature in blue ink, appearing to read "Conway J.", is written over a horizontal black line.

Schedule "A"

Court File No. CV-23-00706033-00CL

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BIOSTEEL MANUFACTURING LLC, AND BIOSTEEL SPORTS
NUTRITION USA LLC

(the "**Applicants**")

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PROCEEDING COMMENCED AT
TORONTO

**ORDER
(ANCILLARY RELIEF)**

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