

COURT FILE NUMBER 25-3002847
ESTATE No. 25-3002847
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c B-3, as amended

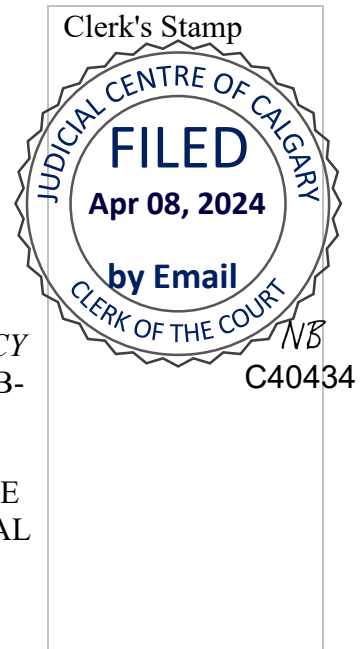
AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF INFARM INDOOR URBAN FARMING CANADA INC.

APPLICANT OF INFARM INDOOR URBAN FARMING CANADA INC.

DOCUMENT **PROPOSAL TRUSTEE'S CLOSING CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **FASKEN MARTINEAU DUMOULIN LLP**
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RECITALS

- A. On October 26, 2023 InFarm Indoor Urban Farming Canada Inc. (the “**Applicant**”) filed a notice of intention to make a proposal (“**NOI**”) with the office of the Superintendent of Bankruptcy (Canada) naming KSV Restructuring Inc. as trustee (the “**Proposal Trustee**”).
- B. Pursuant to an Order of the Court dated March 21, 2024 the Court approved the asset purchase agreement made as of March 11, 2024 (the “**Sale Agreement**”) between the Applicant and InFarm Technologies Limited (the “**Purchaser**”), and provided for the

vesting in the Purchaser of the Applicant's right, title and interest in and to the Purchased Assets (as defined within the Order), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the satisfaction by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Applicant and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser (or its nominee) has satisfied and paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Applicant and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at **4:35 p.m. MT on April 7, 2024.**

KSV Restructuring Inc., in its capacity as Proposal Trustee in respect of the Applicant and not in its personal or corporate capacity.


Per: _____
Andrew Basi
Managing Director