#### COURT FILE NUMBER 25-3002847

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE NOTICE 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 INFARM INDOOR URBAN FARMING CANADA INC.

#### DOCUMENT AFFIDAVIT OF AMIT MATTHEW SHORESH

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT McMILLAN LLP 1700, 421 – 7<sup>th</sup> Avenue SW Calgary, AB T2P 4K9

Attention:	Adam Maerov/Preet Saini
Telephone:	403.215.2752/403.531.4716
Facsimile:	403-531-4720
Email:	<u>adam.maerov@mcmillan.ca</u>
	preet.saini@mcmillan.ca
File Number:	300427

#### **AFFIDAVIT OF AMIT MATTHEW SHORESH**

Sworn November 2, 2023

I, AMIT MATTHEW SHORESH, of the City of NEW YORK, in the State of NEW YORK, UNITED STATES OF AMERICA, MAKE OATH AND SAY THAT:

1. I am a Director and President of Infarm Indoor Urban Farming Canada Inc. ("Infarm Canada") and as such, have personal knowledge of the facts and matters hereinafter deposed to except where stated to be based on information and belief and, where so stated, I believe such information to be true.

- 2. This Affidavit is made in support of an Order:
  - (a) extending the period of time within which Infarm Canada is required to file a proposal to its creditors, under section 50.4 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the "BIA") and the corresponding stay of proceedings provided for in section 69 of the BIA, until and including January 9, 2023; and

(b) granting an administration charge in favour of counsel for InFarm Canada, KSV Restructuring Inc. (the "Proposal Trustee") and counsel to the Proposal Trustee in an aggregate amount not to exceed \$250,000.

#### The Business of Infarm Canada

3. Infarm Canada is in the business of vertical farming. Vertical farming is the practice of growing crops in vertically stacked layers. Infarm Canada sells vertical farming equipment to allow indoor and outdoor farming and sells produce prepared using its equipment. Infarm Canada promotes sustainable and pesticide free produce using its supplies and methods.

4. Infarm Canada is an Alberta corporation continued from British Columbia. A corporate search for Infarm is attached as **Exhibit "A"**. Its registered office is located in the City of Calgary.

5. Infarm Canada formerly had operations in (i) Calgary, Alberta, (ii) Vancouver, British Columbia, and (iii) Hamilton, Ontario.

6. The operations in Calgary and Vancouver have ceased. Hamilton is Infarm Canada's only remaining operating facility. At present, Infarm Canada employs approximately 30 employees in Hamilton.

#### Significant Creditors and Filing of NOI

7. Personal Property Registry searches ("PPR Searches") for Infarm Canada in the Provinces of Alberta, British Columbia, and Ontario, are attached as **Exhibit "B", Exhibit "C",** and **Exhibit "D"** respectively.

8. The secured creditors of Infarm listed in the PPR Searches include:

- (a) Triplepoint Capital LLC ("TPC")
- (b) LAGE Landen Financial Services Canada Inc.
- (c) Concentra Bank
- (d) Royal Bank of Canada
- (e) TIP Fleet Services Canada Ltd.
- (f) Rigo Lift Truck Limited

(g) Albari Holdings Ltd. and Calgary Industrial Portfolio Nominee Inc.

9. The most significant secured creditor of InFarm Canada is TPC. As of September 15, 2023, TPC was owed the principal amounts of approximately EUR 16,277,451 and USD 18,368,080.

10. Infarm Canada is indebted to TPC pursuant to a continuing guaranty and security agreement dated April 29, 2020 ("Guarantee"). As security for its obligations under the Guarantee, Infarm Granted a security interest in favour of TPC in substantially all of Infarm Canada's assets.

11. TPC made a demand for repayment and issued a notice of intention to enforce security to Infarm Canada on September 21, 2023. Attached as **Exhibit** "E" are copies of the demand and notice of intention to enforce security.

12. Infarm Canada's business in Calgary and Vancouver was not profitable. During the course of improving its leased facility in Calgary, Infarm Canada became unable to pay the costs of construction. Infarm Canada terminated the contract with its general contractor, ARCO/Murray International Construction – Toronto ULC ("ARCO") by written notice delivered on or about November 4, 2022.

13. On October 2, 2023, ARCO obtained judgment against Infarm Canada in the amount of \$3,703, 009.33 plus interest accruing at a rate of 18% per annum.

14. Infarm Canada's landlord for the Calgary facility has also commenced an action against Infarm Canada for amounts owing pursuant to its lease agreement with Infarm Canada. The landlord, Calgary Industrial Portfolio Nominee Inc. and Albari Holdings Ltd. (together, the "Calgary Landlord") is seeking \$5,897,318 against Infarm Canada.

15. On October 26, 2023, Infarm Canada filed a Notice of Intention to Make a Proposal to its creditors (the "NOI") pursuant to section 50.4 of the BIA.

#### Infarm Canada Parent

16. The sole shareholder of InFarm Canada is a German company, Infarm – Indoor Farming GmBH ("Infarm Parent"). Infarm Parent is also indebted to TPC in the amounts described in paragraph 9.

17. Infarm Parent is currently subject to Administration Proceedings in the United Kingdom. A copy of the Administration Order in respect of Infarm Parent is attached as **Exhibit "F"**. Pursuant to the Administration Order Damian Webb and Gordon Thomson of RSM UK Restructuring Advisory LLP were appointed as administrators of Infarm Parent.

#### Summary of Activities Since Filing of NOI

18. Infarm Canada has been in discussions with TPC regarding possible restructuring alternatives for an extended period of time. Infarm Canada understands from those discussions that TPC is considering making a credit bid for all of the assets of Infarm Parent and all of the assets of Infarm Canada. However, no credit bid has been received by Infarm Canada or Infarm Parent as of the date of this affidavit.

19. Since the filing of the NOI, Infarm Canada has maintained its operations in the normal course in Hamilton, but has refrained from making payments of any pre-filing indebtedness.

20. The Proposal Trustee has reviewed and provided input on Infarm Canada's cash-flow statement for thirteen weeks will be attached to the first report of the Proposal Trustee.

21. TPC has agreed to fund any cash shortfall in operations during the restructuring up to \$2 million.

#### Administration Charge

22. There are a number of financial and operational issues for which Infarm Canada will require the expertise of the Proposal Trustee during the Proposal Proceedings.

23. Infarm Canada's counsel, the Proposal Trustee and its counsel are essential to the success of the Proposal Proceedings.

24. Based on the Cash-Flow Statement the anticipated professional fees over the reporting period for the Proposal Trustee, its counsel, and Infarm Canada's counsel will be set out in the cash flow forecast appended to the first report of the Proposal Trustee. Infarm Canada therefore seeks a first ranking charge (the "Administration Charge") against all of its assets, property and undertaking (the "Property") in the maximum amount of CAD \$250,000 to secure the fees and disbursements incurred in connection with services rendered to Infarm Canada both before and after the commencement of the Proposal Proceedings.

#### Extension of NOI and Stay Period

25. Since the filing of the NOI, Infarm Canada has been diligently pursuing activities aimed at the presentation of a proposal. In particular, Infarm Canada has diligently:

- (a) provided the Proposal Trustee with access to Infarm Canada's premises, property, and books and records;
- (b) working with the Proposal Trustee and counsel to prepare the Cash-Flow Statement and to identify issues with respect to the financial condition of Infarm Canada and the status of its creditors;
- (c) engaging in discussions with the TPC regarding a possible transaction or credit bid for some or all of the Property; and
- (d) responding to inquiries from various creditors regarding the status of the Proposal Proceedings.

26. I am advised by Infarm Canada's counsel, McMillan LLP, that the period within which Infarm Canada has to file a proposal will expire on November 25, 2023 and that if the NOI is not extended, then Infarm Canada will be deemed on November 26, 2023 to have made a voluntary assignment for the benefit of its creditors pursuant to Section 50.4(8) of the BIA. Infarm Canada is seeking an extension from November 25, 2023 to January 9, 2023.

27. In the circumstances, I do verily believe that Infarm Canada requires an extension of time to file a proposal to its creditors and that a proposal will be likely with the benefit of an extension.

28. TPC has advised Infarm Canada that it will fund the amount of the proposed cash shortfall in the amount projected in the cash-flow statement during the proposed NOI extension period.

29. I do verily believe that Infarm Canada has acted and is continuing to act in good faith and with due diligence in completing the preliminary work and preparation of a proposal to its creditors.

30. I make this Affidavit in support of an application by Infarm Canada for an extension of the time within which to file a proposal and for the granting of the Administration Charge.

# SWORN BEFORE ME at the City of New York, in the State of New York, United States of America this <del>31" day</del> of <del>October</del>; 2023. 2<sup>NU</sup> November

lotary Public in the State of New York

KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026

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Amit Matthew Shoresh

### **EXHIBIT "A"**

# This is Exhibit "A" referred to in the Affidavit of Amit Matthew Shoresh Sworn before me this 2 day of October, 2023

otary Public in the State of New York

KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026

# Government Corporation/Non-Profit Search of Alberta Corporate Registration System

Date of Search:2023/10/23Time of Search:02:17 PMSearch provided by:MCMILLAN LLPService Request Number:40721708Customer Reference Number:300427

Corporate Access Number:2025514395Business Number:778467472Legal Entity Name:INFARM INDOOR URBAN FARMING CANADA INC.

Legal Entity Status:	Active
Alberta Corporation Type:	Named Alberta Corporation
Method of Registration:	Continuance
Previous Canadian/Foreign Jurisdiction:	BRITISH COLUMBIA
Date of Continuance into Alberta:	2023/09/29 YYYY/MM/DD
Date Of Formation in Home Jurisdiction:	2019/08/02 YYYY/MM/DD

#### **Registered Office:**

Street:	#1700, 421, 7TH AVENUE SW
City:	CALGARY
Province:	ALBERTA
Postal Code:	T2P4K9
<b>Records Address:</b>	
Street:	#1700, 421, 7TH AVENUE SW
City:	CALGARY

Province:ALBERTAPostal Code:T2P4K9

#### Email Address: ANNUAL.RETURNS@MCMILLAN.CA

#### **Primary Agent for Service:**

Last Name	First Name	Middle Name	Firm Name	Street	City	UPOTINOO	Postal Code	Email
LONEY	JULIA	C.	LLP	#1700, 421, 7TH AVENUE SW		ALBERTA	T2P4K9	ANNUAL.RETURNS@MCMILLAN.CA

#### **Directors:**

Last Name:	SHORESH
First Name:	AMIT
Middle Name:	MATTHEW
Street/Box Number:	2 THORNWOOD IN

about:blank

City:	ROSLYN HEIGHTS
Province:	NEW YORK
Postal Code:	11557

#### **Details From Current Articles:**

#### The information in this legal entity table supersedes equivalent electronic attachments Share Structure: ONE CLASS OF SHARES, TO BE DESIGNATED AS "COMMON SHARES", IN AN UNLIMITED NUMBER. Share Transfers THE TRANSFER OF SHARES IS RESTRICTED IN ACCORDANCE WITH THE OTHER **Restrictions:** RULES OR PROVISIONS OF THESE ARTICLES. Min Number Of 1 **Directors:** Max Number Of 10 **Directors: Business Restricted To: NONE Business Restricted** NONE From: Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

#### **Other Information:**

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2023/09/29	Continuance Into Alberta

#### Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Letter of Approval	10000007142187857	2023/09/29
Other Rules or Provisions	ELECTRONIC	2023/09/29

The Registrar of Corporations certifies that, as of the date of this search, the above information is an accurate reproduction of data contained in the official public records of Corporate Registry.



#### **EXHIBIT "B"**

This is Exhibit "B" referred to in the Affidavit of Amit Matthew Shoresh Sworn before me this 2<sup>114</sup> day of <del>October</del>, 2023

Public in the State of New York A Notary

KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026

# Government of Alberta 🔳

Personal Property Registry Search Results Report

Page 1 of 5

Search ID #: Z16697251

Transmitting Party

MCMILLAN LLP

1700, 421 - 7TH AVENUE SW CALGARY, AB T2P 4K9 Party Code: 60001912 Phone #: 403 231 8378 Reference #: 300427

Search ID #: Z16697251

Date of Search: 2023-Oct-24

Time of Search: 09:42:08

# **Business Debtor Search For:**

INFARM INDOOR URBAN FARMING CANADA INC.

Exact Result(s) Only Found

# NOTE:

A complete Search may result in a Report of Exact and Inexact Matches. Be sure to read the reports carefully.



Government of Alberta ■

# Personal Property Registry Search Results Report

Page 2 of 5

Search ID #: Z16697251

INFARM	s Debtor Search For: INDOOR URBAN FARMING D #: Z16697251	G CANADA INC. Date of Search:	2023-Oct-24	Time of Search:	09:42:08
-	ation Number: 22031416627 istration Date: 2022-Mar-14	Registration	n Type: SECUR Status: Current y Date: 2026-M		
Exa	act Match on: Debtor	No: 1			
Debtor Block	<b>r(s)</b> INFARM INDOOR URBAN 11810 BARLOW TRAIL N CALGARY, AB T3J3J9		NINC.	가 있는 가 있는 모양 모르겠다. 전자 (11 - 11 - 12 - 13 - 13 - 14 자 - 19 5 입니다.	<u>Status</u> Current
<u>Secure</u> Block	ed Party / Parties				Status
1	CONCENTRA BANK C/O COMM LEASING, BC REGINA, SK S4P3G8 Email: COMMERCIALLEA		ONCENTRA CA		Current
				• • • • • • • • • • • • • • • • • • • •	
Collate Block 1	eral: Serial Number Go Serial Number A11101Y00149	<u>Year</u> <u>Make and M</u> 2021 LINDE PALI		Category MV - Motor Vehicle	<u>Status</u> Current
Collate	eral: General				
<u>Block</u> 1	Description 2021 LINDE EWR30 PALI	_ET JACK SERIAL #	A11101Y00149	1	<u>Status</u> Current
	PROCEEDS INCLUDING INVESTMENT PROPERT INTANGIBLES, INSURAN INDIRECTLY FROM THE RENEWAL, DESTRUCTIO	Y, DOCUMENTS OF CE AND ALL OTHEF DISPOSITION, EXCI	TITLE, INSTRU R PROCEEDS A HANGE, LOSS,	JMENTS, MONEY, RISING DIRECTLY REPLACEMENT,	OR

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of	Alt	erl	ta 🔳	

# Personal Property Registry Search Results Report

Page 3 of 5

Search ID #: Z16697251

**Business Debtor Search For:** 

INFARM INDOOR URBAN FARMING CANADA INC.

Search ID #: Z16697251	Date of Search: 202	3-Oct-24	Time of Search:	09:42:08
Registration Number: 23051927245	Registration Type	: SECURI	TY AGREEMENT	
Registration Date: 2023-May-19	Registration Status	: Current		
	Expiry Date	e: 2028-Ma	y-19 23:59:59	

No: 1

Exact Match on: Debtor

### Debtor(s)

Block

1

INFARM INDOOR URBAN FARMING CANADA INC. 11810 BARLOW TRAIL N.E., UNIT 120 CALGARY, AB T3J 3J9

### Secured Party / Parties

#### Block

1 ALBARI HOLDINGS LTD. 100 KING STREET WEST, SUITE 5120 TORONTO, ON M5X 1B1 Email: abowler@blg.com

#### <u>Block</u>

1

2 CALGARY INDUSTRIAL PORTFOLIO NOMINEE INC. 130 KING STREET WEST, SUITE 1400 TORONTO, ON M5X 1C8 Email: abowler@blg.com

#### **Collateral: General**

#### Block Description

First lien and charge on all goods, chattels, trade fixtures, furniture, equipment, and inventory of the Debtor (as tenant): (a) situated on or at the Leased Premises under an Industrial Lease Agreement dated November 12, 2020, between Calgary Industrial Portfolio Nominee Inc. and Albari Holdings Ltd. (collectively, as landlord), being Unit 120 (#9, #10, and #11) of the building municipally known as 11810 Barlow Trail NE, Calgary, Alberta and legally described as Plan 1911616 Block 2, Lot 2 (Excepting Thereout All Mines and Minerals); or (b) elsewhere. **Status** 

<u>Status</u> Current

<u>Status</u> Current

<u>Status</u> Current

Current

# Government of Alberta **=**

# Personal Property Registry Search Results Report

Page 4 of 5

Search ID #: Z16697251

#### **Particulars**

Block **Additional Information Status** 1 The full addresses of the Secured Parties are as follows: Current Albari Holdings Ltd. c/o Alberta Investment Management Corporation First Canadian Place 100 King Street West, Suite 5120 P.O. Box 51 Toronto, ON M5X 1B1 CALGARY INDUSTRIAL PORTFOLOIO NOMINEE INC. 130 King Street West, Suite 1400 P.O. Box 240 Toronto, ON M5X 1C8

(영국 2019년) 2019년 - 2019년 - 11월 2019년 11월 21일 (1997년) 2019년 - 2019년 2019년 2019년 2019년 2019년 2019년 2019년 2019년 2019년 - 2019년 - 11월 2019년 21월 21일 (1997년 - 2019년 2019

# Personal Property Registry Search Results Report

Page 5 of 5

Search ID #: Z16697251

Business Debtor Search For:

INFARM INDOOR URBAN FARMING CANADA INC.

Search ID #: Z16697251

Government

of Alberta

Date of Search: 2023-Oct-24

Time of Search: 09:42:08

Registration Number: 23092621876	Registration Type: SECURITY AGREEMENT
Registration Date: 2023-Sep-26	Registration Status: Current
	Expiry Date: 2026-Sep-26 23:59:59

No: 1

Exact Match on: Debtor

### Debtor(s)

#### Block

1 INFARM INDOOR URBAN FARMING CANADA INC. 421 7TH AVENUE SW, SUITE 1700 CALGARY, AB T2P 4K9

#### Secured Party / Parties

#### <u>Block</u>

1 TRIPLEPOINT CAPITAL LLC 2755 SAND HILL ROAD MENLO PARK, CA 94025 Email: sks@triplepointcapital.com

#### **Collateral: General**

Block	Description	<u>Status</u>
1	All present and after-acquired personal property of the debtor.	Current
	Propode: Coode, chattel, paper, investment preparty, desuments of title, instruments	

Proceeds: Goods, chattel, paper, investment property, documents of title, instruments, money, intangibles, accounts and insurance proceeds (all as defined in the Personal Property Security Act, any regulations thereunder and any amendments thereto).

Result Complete

#### <u>Status</u> Current

<u>Status</u> Current

### **EXHIBIT "C"**

### This is Exhibit "C" referred to in the Affidavit of Amit Matthew Shoresh Sworn before me this <u>Journa</u> day of October, 2023 NOV

otary Public in the State of **New York** 

KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026



BC Registries and Online Services

# **Business Debtor - "INFARM INDOOR URBAN FARMING CANADA INC."**

Search Date and Time: Account Name: Folio Number: August 14, 2023 at 1:08:55 pm Pacific time MCMILLAN LLP 300427

# **TABLE OF CONTENTS**

10 Matches in 10 Registrations in Report

Exact Matches: 10 (\*)

Total Search Report Pages: 21

Viniaduranatalaya	Base Registration	Base Registration Date	Debtor Name	Page
1	<u>130625M</u>	March 20, 2020	* INFARM INDOOR URBAN FARMING CANADA INC.	<u>2</u>
2	<u>211393M</u>	May 12, 2020	* INFARM INDOOR URBAN FARMING CANADA INC	<u>4</u>
3	<u>554263M</u>	October 27, 2020	* INFARM INDOOR URBAN FARMING CANADA INC.	<u>6</u>
4	<u>639554M</u>	December 7, 2020	* INFARM INDOOR URBAN FARMING CANADA INC.	<u>8</u>
5	<u>503339N</u>	January 28, 2022	* INFARM INDOOR URBAN FARMING CANADA INC	<u>10</u>
6	<u>594818N</u>	March 14, 2022	* INFARM INDOOR URBAN FARMING CANADA INC.	<u>12</u>
7	<u>321792P</u>	January 26, 2023	* INFARM INDOOR URBAN FARMING CANADA INC	<u>14</u>
8	<u>321833P</u>	January 26, 2023	* INFARM INDOOR URBAN FARMING CANADA INC	<u>16</u>
9	<u>480795P</u>	April 18, 2023	* INFARM INDOOR URBAN FARMING CANADA INC	<u>18</u>
10	<u>548673P</u>	May 19, 2023	* INFARM INDOOR URBAN FARMING CANADA INC.	<u>20</u>



BC Registries and Online Services

# **Base Registration Number: 130625M**

Registration Description: Act: Base Registration Date and Time:

**Current Expiry Date and Time:** 

PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT March 20, 2020 at 7:40:54 am Pacific time March 20, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

ROYAL BANK OF CANADA	Address
	36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON
	M2P 0A4 Canada
Debtor Information	
INFARM INDOOR URBAN	Address
FARMING CANADA INC.	1500, 1055 WEST GEORGIA STREET VANCOUVER BC V6E 4N7 Canada

#### Vehicle Collateral None





BC Registries and Online Services

#### **General Collateral**

#### Base Registration General Collateral:

MONEYS OR AMOUNTS THAT MAY FROM TIME TO TIME BE ON DEPOSIT IN THE NAME OF DEBTOR WITH OR OWED TO DEBTOR BY SECURED PARTY, ROYAL BANK MORTGAGE CORPORATION, THE ROYAL TRUST COMPANY OR ROYAL TRUST CORPORATION OF CANADA OR ANY TWO OR MORE OF THEM, AND IN THE DEBTOR'S RIGHTS IN THOSE MONEYS OR ,THOSE AMOUNTS. PROCEEDS: ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, GOODS (INCLUDING INVENTORY AND EQUIPMENT (EQUIPMENT INCLUDES, WITHOUT LIMITATION, MACHINERY, TOOLS, APPARATUS, PLANT, FURNITURE, FIXTURES, AIRCRAFT AND VEHICLES OF ,WHATSOEVER NATURE AND KIND) BUT EXCLUDING CONSUMER GOODS), MONEY, CHATTEL PAPER, DOCUMENTS OF TITLE, INSTRUMENTS AND SECURITIES.

#### **Original Registering Party**

ROYAL BANK OF CANADA

#### Address

36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4 Canada





BC Registries and Online Services

# **Base Registration Number: 211393M**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT May 12, 2020 at 8:58:12 am Pacific time May 12, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

|--|

# Address

2755 SAND HILL RD, STE 150 MENLO PARK CA 94025 United States of America

### **Debtor Information**

INFARM INDOOR URBAN FARMING CANADA INC

#### Address

UNIT 118, 7727 BEEDIE WAY DELTA BC V4G 1C2 Canada

#### Vehicle Collateral None

### **General Collateral**

Base Registration General Collateral:

### ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY.



BC Registries and Online Services

# **Original Registering Party**

### BLAKE, CASSELS & GRAYDON LLP (A. MARASCO/LLB)

Address 4000 COMMERCE CT W, 199 BAY ST TORONTO ON M5L 1A9 Canada





**BC Registries and Online Services** 

# Base Registration Number: 554263M

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT October 27, 2020 at 6:30:36 am Pacific time October 27, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

Trust Indenture:

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

ROYAL BANK OF CANADA	Address
	36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4 Canada
Debtor Information	
INFARM INDOOR URBAN	Address
FARMING CANADA INC.	UNIT 118, 7727 BEEDIE WAY
	DELTA BC V4G 1C2 Canada

#### Vehicle Collateral None





**BC Registries and Online Services** 

### **General Collateral**

Base Registration General Collateral:

MONEYS OR AMOUNTS THAT MAY FROM TIME TO TIME BE ON DEPOSIT IN THE NAME OF DEBTOR WITH OR OWED TO DEBTOR BY SECURED PARTY, ROYAL BANK MORTGAGE CORPORATION, THE ROYAL TRUST COMPANY OR ROYAL TRUST CORPORATION OF CANADA OR ANY TWO OR MORE OF THEM, AND IN THE DEBTOR'S RIGHTS IN THOSE MONEYS OR ,THOSE AMOUNTS. PROCEEDS: ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, GOODS (INCLUDING INVENTORY AND EQUIPMENT (EQUIPMENT INCLUDES, WITHOUT LIMITATION, MACHINERY, TOOLS, APPARATUS, PLANT, FURNITURE, FIXTURES, AIRCRAFT AND VEHICLES OF ,WHATSOEVER NATURE AND KIND) BUT EXCLUDING CONSUMER GOODS), MONEY, CHATTEL PAPER, DOCUMENTS OF TITLE, INSTRUMENTS AND SECURITIES.

### **Original Registering Party**

**ROYAL BANK OF CANADA** 

#### Address

36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4 Canada







BC Registries and Online Services

# **Base Registration Number: 639554M**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT December 7, 2020 at 11:25:38 am Pacific time December 7, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s)

**Trust Indenture:** 

No

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

#### Secured Party Information

ROYAL BANK OF CANADA	Address	
	36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4 Canada	
		ų.

#### **Debtor Information**

INFARM INDOOR URBAN FARMING CANADA INC.

### Address

7727 BEEDIE WAY, UNIT 118 DELTA BC V4G 1C2 Canada

### Vehicle Collateral None





BC Registries and Online Services

### General Collateral

#### **Base Registration General Collateral:**

MONEYS OR AMOUNTS THAT MAY FROM TIME TO TIME BE ON DEPOSIT IN THE NAME OF DEBTOR WITH OR OWED TO DEBTOR BY SECURED PARTY, ROYAL BANK MORTGAGE CORPORATION, THE ROYAL TRUST COMPANY OR ROYAL TRUST CORPORATION OF CANADA OR ANY TWO OR MORE OF THEM, AND IN THE DEBTOR'S RIGHTS IN THOSE MONEYS OR ,THOSE AMOUNTS. PROCEEDS: ALL PROCEEDS INCLUDING, WITHOUT LIMITATION, GOODS (INCLUDING INVENTORY AND EQUIPMENT (EQUIPMENT INCLUDES, WITHOUT LIMITATION, MACHINERY, TOOLS, APPARATUS, PLANT, FURNITURE, FIXTURES, AIRCRAFT AND VEHICLES OF ,WHATSOEVER NATURE AND KIND) BUT EXCLUDING CONSUMER GOODS), MONEY, CHATTEL PAPER, DOCUMENTS OF TITLE, INSTRUMENTS AND SECURITIES.

# **Original Registering Party**

ROYAL BANK OF CANADA

Address

36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4 Canada





**Trust Indenture:** 

# PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

# **Base Registration Number: 503339N**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT January 28, 2022 at 6:35:22 am Pacific time January 28, 2024 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**CURRENT REGISTRATION INFORMATION** 

(as of August 14, 2023 at 1:08:55 pm Pacific time)

INFARM INDOOR URBAN FARMING CANADA INC		Address	
	AINC	1055 WEST GEORGIA STREET	
	AINC	1055 WEST GEORGIA STREET VANCOUVER, BC, V6E4N7 BC V6E 4N7 Canada	
		VANCOUVER, BC, V6E4N7 BC	
FARMING CANAD		VANCOUVER, BC, V6E4N7 BC	



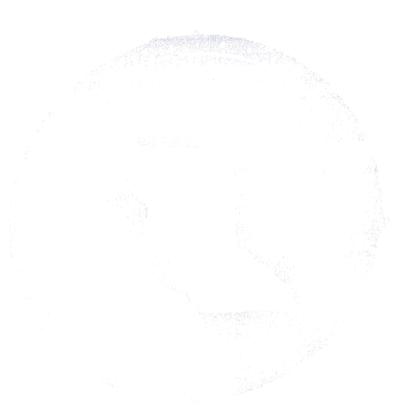


BC Registries and Online Services

# **Original Registering Party**

AVS SYSTEMS INC.

Address 201-1325 POLSON DR. VERNON BC V1T 8H2 Canada







BC Registries and Online Services

# **Base Registration Number: 594818N**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time:

PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT March 14, 2022 at 11:15:21 am Pacific time March 14, 2026 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

Secured Party Information		
CONCENTRA BANK	<b>Address</b> 13401 108 AVENUE SURREY BC V3T 5T3 Canada	
Debtor Information		
INFARM INDOOR URBAN FARMING CANADA INC.	<b>Address</b> 11810 BARLOW TRAIL N.E. CALGARY AB T3J 3J9 Canada	

Туре	Year	Make/Model	Serial/VIN/DOT Number
Motor Vehicle (MV)	2021	LINDE / PALLET JACK	A11101Y00149





# BRITISH COLUMBIA

# PERSONAL PROPERTY REGISTRY SEARCH RESULT BC Registries and Online Services

ILT ces

# General Collateral

Base Registration General Collateral:

2021 LINDE EWR30 PALLET JACK SERIAL # A11101Y00149,

PROCEEDS INCLUDING BUT NOT LIMITED TO: GOODS, CHATTEL PAPER, INVESTMENT PROPERTY, DOCUMENTS OF TITLE, INSTRUMENTS, MONEY, INTANGIBLES, INSURANCE AND ALL OTHER PROCEEDS ARISING DIRECTLY OR INDIRECTLY FROM THE DISPOSITION, EXCHANGE, LOSS, REPLACEMENT, RENEWAL, DESTRUCTION OF OR DEALING WITH THE COLLATERAL

# **Original Registering Party**

CONCENTRA BANK

Address 13401 108 AVENUE, STE 960 SURREY BC V3T 5T3 Canada



**Trust Indenture:** 

# PERSONAL PROPERTY REGISTRY SEARCH RESULT

BC Registries and Online Services

# **Base Registration Number: 321792P**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT January 26, 2023 at 2:31:36 am Pacific time January 26, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

# CURRENT REGISTRATION INFORMATION

(as of August 14, 2023 at 1:08:55 pm Pacific time)

TIP FLEET SERVICES CANADA LTD.	Address	
	1880 BRITANNIA ROAD EAST MISSISSAUGA ON L4W 1J3 Canada	
Debtor Information		
INFARM INDOOR URBAN	Address	
FARMING CANADA INC	1055 WEST GEORGIA STREET VANCOVER BC V6E 4N7 Canada	

Туре	Year	Make/Model	Serial/VIN/DOT Number
Trailer (TR)	1994	FRUEHAUF / VAN-STORAGE-53-T	1H2V05324RE008920
Trailer (TR)	2000	GREAT DANE / VAN-STORAGE-53	1PNV532B6YH227348



**BC Registries and Online Services** 

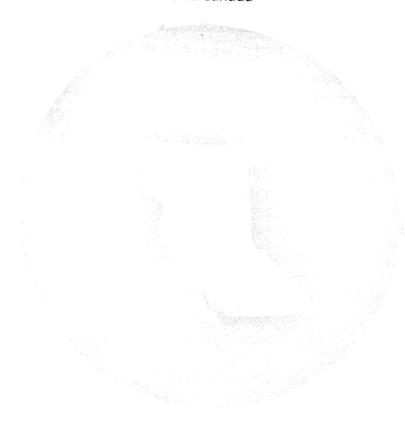
### **General Collateral**

None.

# **Original Registering Party**

AVS SYSTEMS INC.

Address 201-1325 POLSON DR. VERNON BC V1T 8H2 Canada





Business Debtor Search - "INFARM INDOOR URBAN FARMING CANADA INC." | Page 15 of 21



BC Registries and Online Services

### **Base Registration Number: 321833P**

Registration Description: Act:

Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT January 26, 2023 at 3:03:06 am Pacific time January 26, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

TIP FLEET SERVICES CANADA LTD.	Address
	1880 BRITANNIA ROAD EAST MISSISSAUGA ON L4W 1J3 Canada
Debtor Information	
INFARM INDOOR URBAN FARMING CANADA INC	<b>Address</b> 1055 WEST GEORGIA STREET VANCOVER BC V6E 4N7 Canada

Туре	Year	Make/Model	Serial/VIN/DOT Number
Trailer (TR)	1994	FRUEHAUF / VAN-STORAGE-53-T	1H2V05324RE008920
Trailer (TR)	2000	GREAT DANE / VAN-STORAGE-53	1PNV532B6YH227348



BC Registries and Online Services

# **General Collateral**

None.

# **Original Registering Party**

**AVS SYSTEMS INC.** 

Address

201-1325 POLSON DR. VERNON BC V1T 8H2 Canada





BC Registries and Online Services

# **Base Registration Number: 480795P**

Registration Description: Act:

Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT April 18, 2023 at 2:37:26 pm Pacific time April 18, 2025 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s) No

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

(as of August 14, 2023 at 1:08:55 pm Pacific time)

Secured Party Information			
TIP FLEET SERVICES CA	ANADA LI	<b>D.</b> Address 1880 BRITANNIA ROAD EAST MISSISSAUGA ON L4W 1J3 Canada	
Debtor Information INFARM INDOOR URB FARMING CANADA ING		<b>Address</b> 1055 WEST GEORGIA STREET	
		VANCOVER BC V6E 4N7 Canada	
Vehicle Collateral			
Туре	Year	Make/Model	Serial/VIN/DOT Number
Trailer (TR)	2000	GREAT DANE / VAN-STORAGE-53	1PNV532B6YH227348
General Collateral	Paran andre en en se		

None.



BC Registries and Online Services

# **Original Registering Party**

# ESC CORPORATE SERVICES LTD.

Address

445 KING STREET WEST, SUITE 400 TORONTO ON M5V 1K4 Canada





BC Registries and Online Services

# **Base Registration Number: 548673P**

Registration Description: Act: Base Registration Date and Time: Current Expiry Date and Time: PPSA SECURITY AGREEMENT PERSONAL PROPERTY SECURITY ACT May 19, 2023 at 1:54:12 pm Pacific time May 19, 2028 at 11:59:59 pm Pacific time Expiry date includes subsequent registered renewal(s)

**Trust Indenture:** 

# **CURRENT REGISTRATION INFORMATION**

No

(as of August 14, 2023 at 1:08:55 pm Pacific time)

ALBARI HOLDINGS LTD.	Address		
	100 KING STREET WEST, SUITE 5120 TORONTO ON M5X 1B1 Canada		
CALGARY INDUSTRIAL PORTFOLIO	D Address		
NOMINEE INC.	130 KING STREET WEST, SUITE 1400 TORONTO ON M5X 1C8 Canada		
Debtor Information			
INFARM INDOOR URBAN FARMING CANADA INC.	Address		
	11810 BARLOW TRAIL N.E., UNIT 120 CALGARY AB T3J 3J9 Canada		



BC Registries and Online Services

### **General Collateral**

**Base Registration General Collateral:** 

FIRST LIEN AND CHARGE ON ALL GOODS, CHATTELS, TRADE FIXTURES, FURNITURE, EQUIPMENT, AND INVENTORY OF THE DEBTOR (AS TENANT): (A) SITUATED ON OR AT THE LEASED PREMISES UNDER AN INDUSTRIAL LEASE AGREEMENT DATED NOVEMBER 12, 2020, BETWEEN CALGARY INDUSTRIAL PORTFOLIO NOMINEE INC. AND ALBARI HOLDINGS LTD. (COLLECTIVELY, AS LANDLORD), BEING UNIT 120 (#9, #10, AND #11) OF THE BUILDING MUNICIPALLY KNOWN AS 11810 BARLOW TRAIL NE, CALGARY, ALBERTA AND LEGALLY DESCRIBED AS PLAN 1911616 BLOCK 2, LOT 2 (EXCEPTING THEREOUT ALL MINES AND MINERALS); OR (B) ELSEWHERE.

ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY, SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS.

THE FULL ADDRESSES OF THE SECURED PARTIES ARE AS FOLLOWS:

ALBARI HOLDINGS LTD. C/O ALBERTA INVESTMENT MANAGEMENT CORPORATION FIRST CANADIAN PLACE 100 KING STREET WEST, SUITE 5120 P.O. BOX 51 TORONTO, ON M5X 1B1

CALGARY INDUSTRIAL PORTFOLOIO NOMINEE INC. 130 KING STREET WEST, SUITE 1400 P.O. BOX 240 TORONTO, ON M5X 1C8

### **Original Registering Party**

BORDEN LADNER GERVAIS LLP (VANCOUVER)

#### Address

BOX 48600 1200 WATERFRONT CENTRE 200 BURRARD STREET VANCOUVER BC V7X 1T2 Canada

### **EXHIBIT "D"**

This is Exhibit "D" referred to in the Affidavit of Amit Matthew Shoresh Sworn before me this <u>2<sup>M</sup></u> day of <u>October</u>, 2023 N V

44

A Notary Public in the State of New York

KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026 THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : INFARM INDOOR URBAN FARMING CANADA INC.

.

.

FILE CURRENCY : 28SEP 2023

ENQUIRY NUMBER 20230929081959.59 CONTAINS

15 PAGE(S), 6

...

6 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

CERTIFIED BY/CERTIFIEES PAR REGISTRAR OF PERSONAL PROPERTY SECURITY! LE REGISTRATEUR DES SURETES MOBILIÈRES

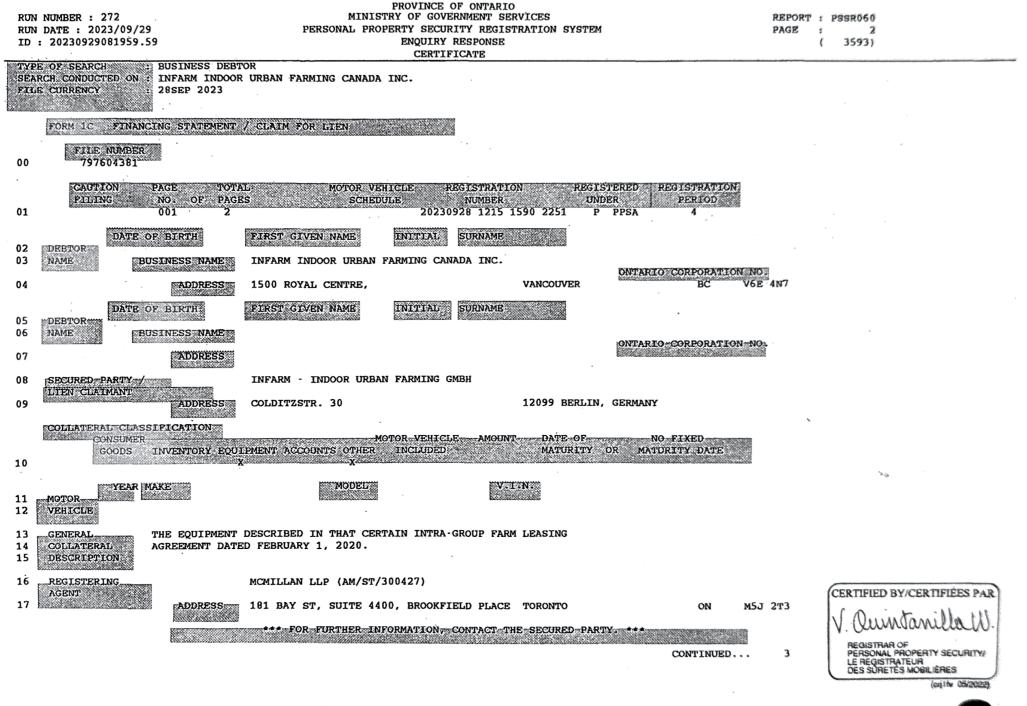
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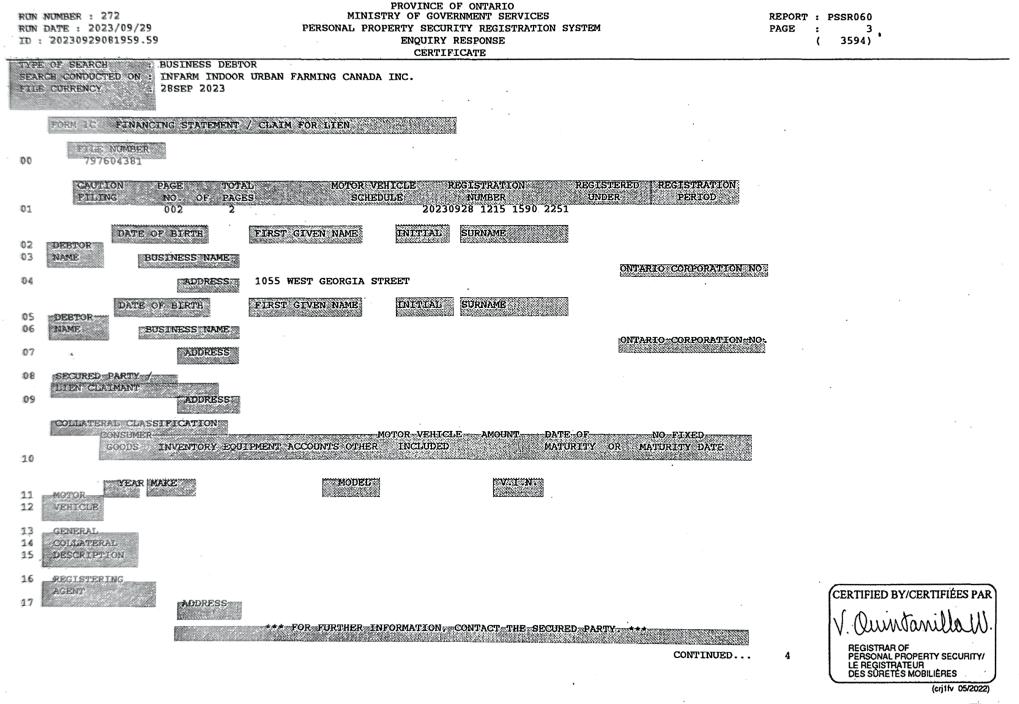
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ONCORP - MCMILLAN LLP - MEGAN SINGLETON

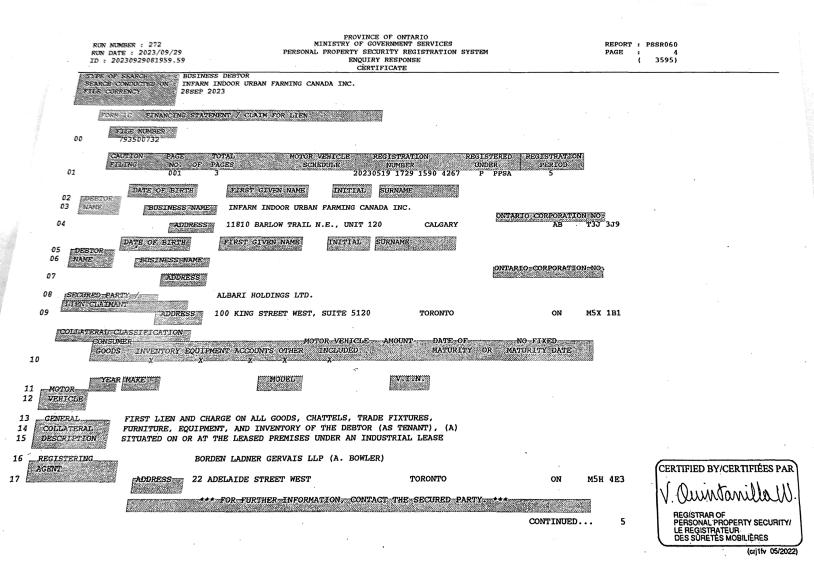
4400-181 BAY STREET, BROOKFIELD PLACE TORONTO ON M5J 2T3



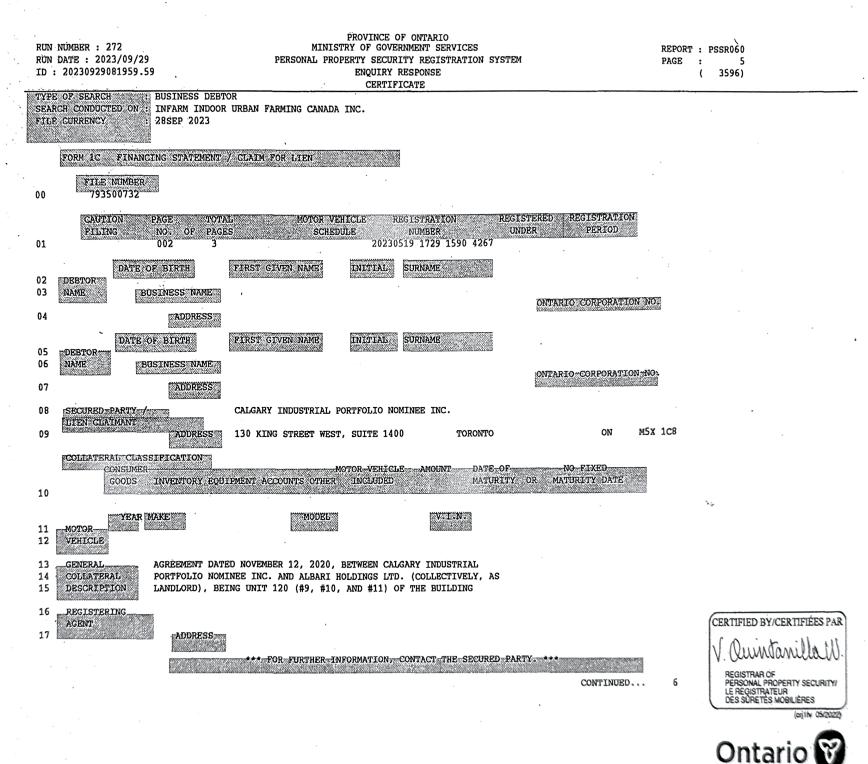


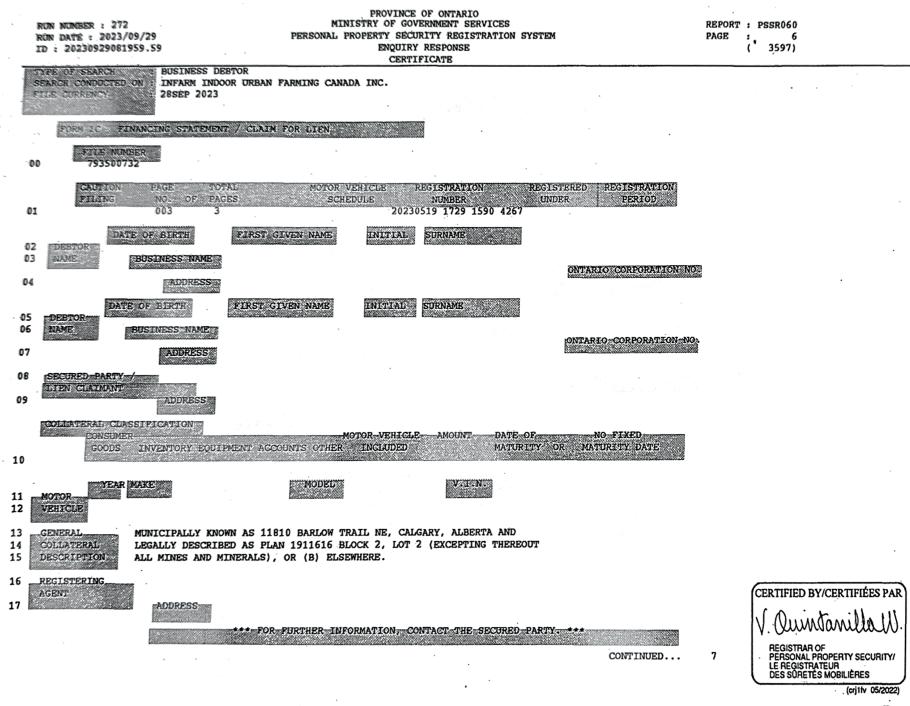


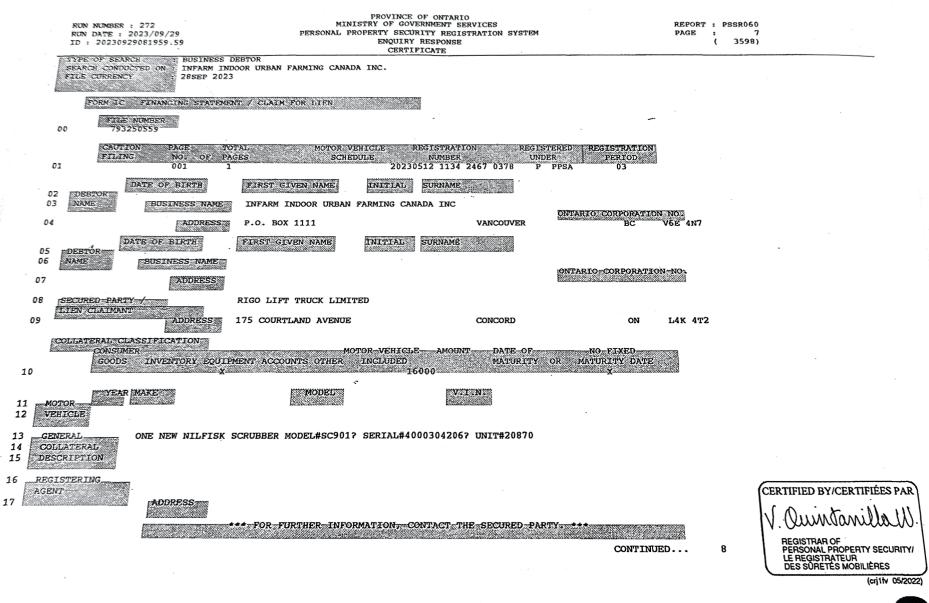
Ontario



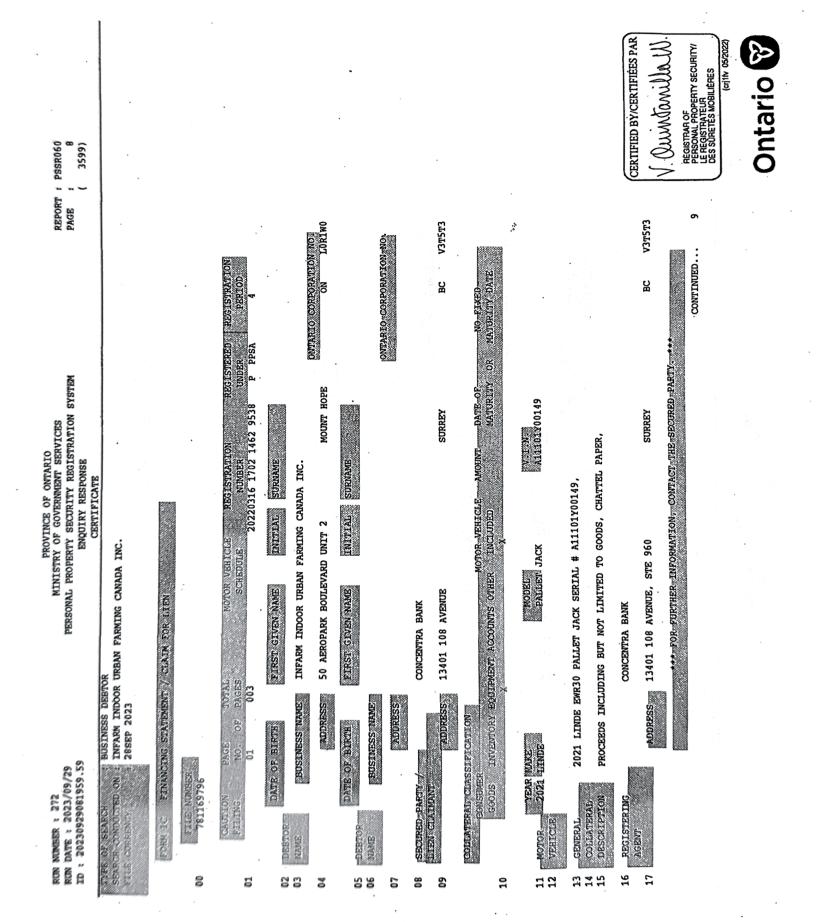


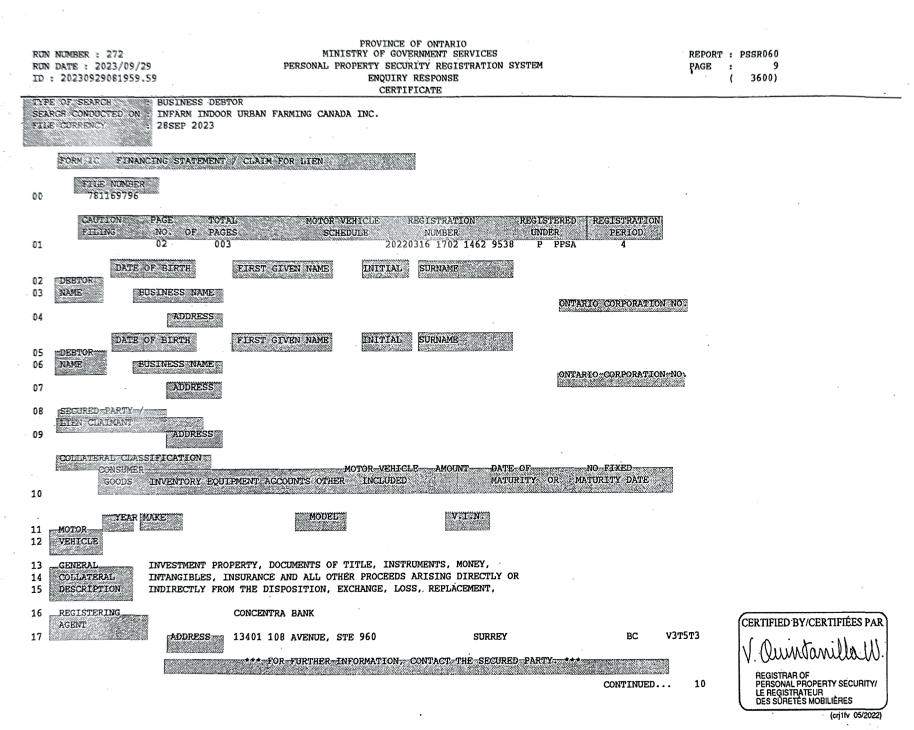


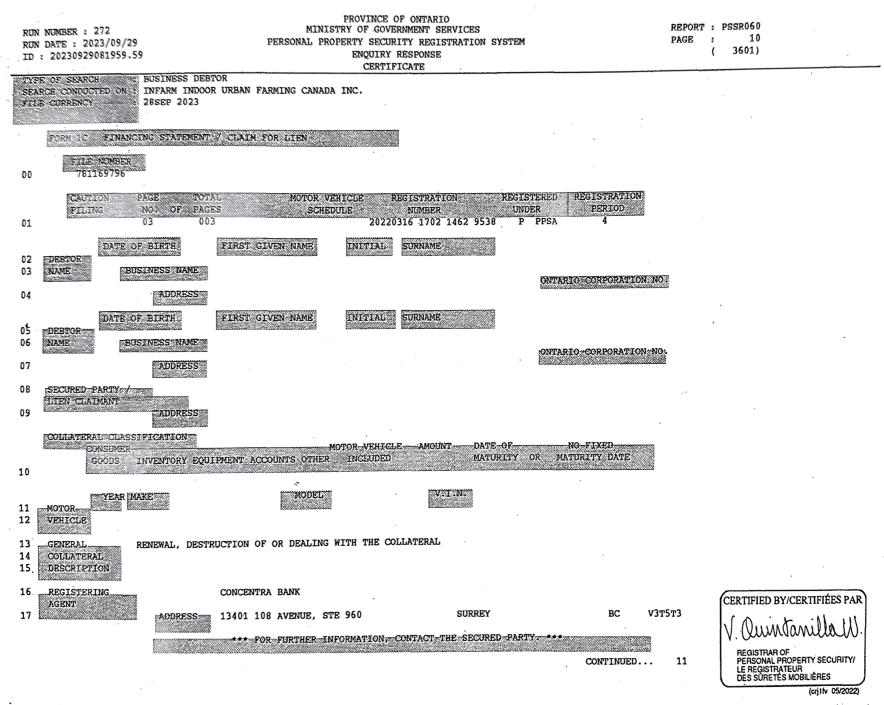




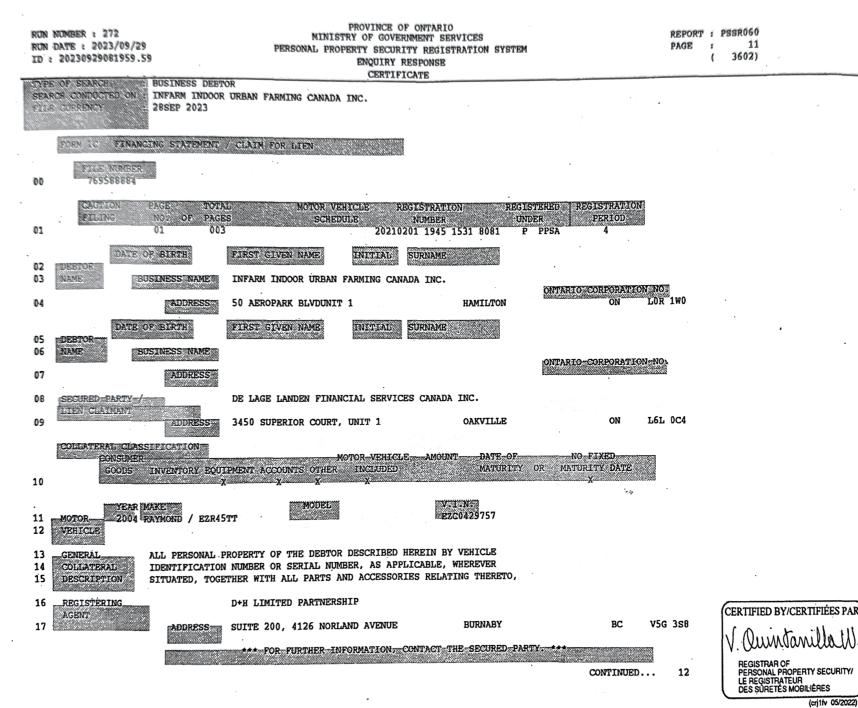




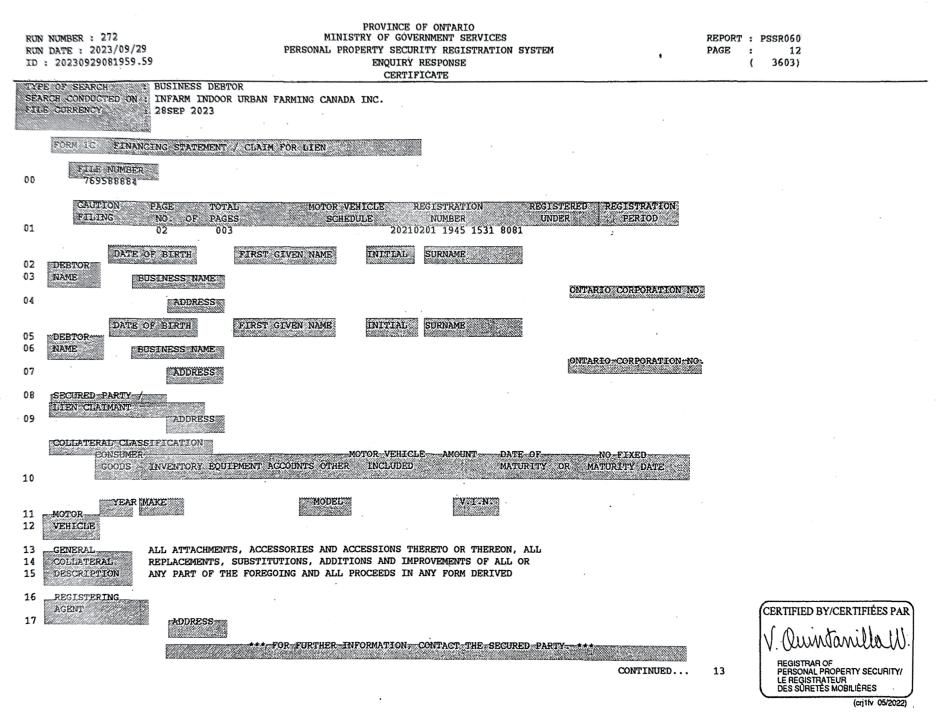




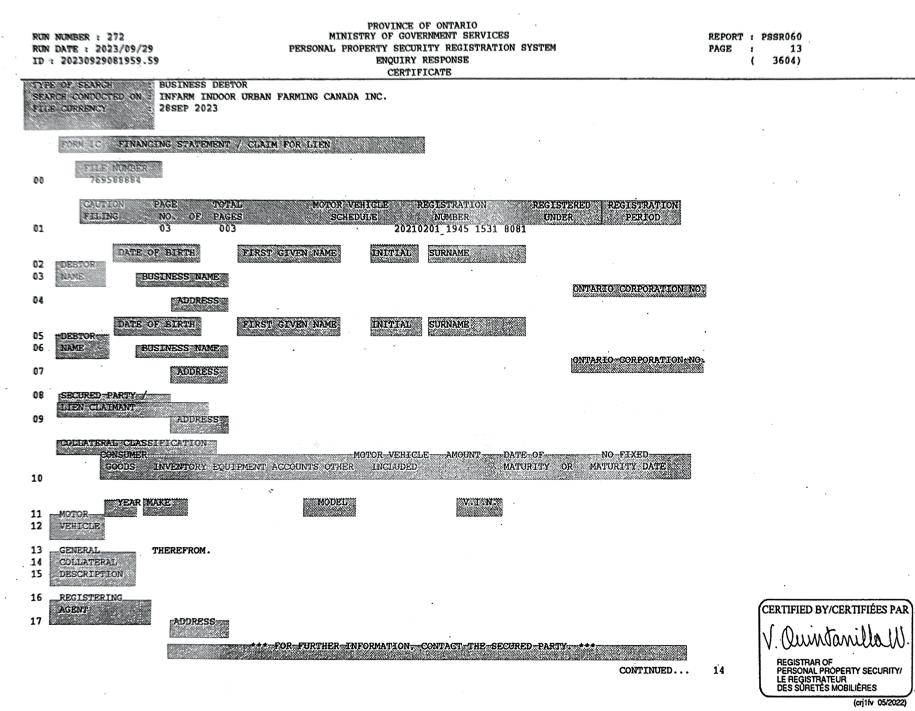




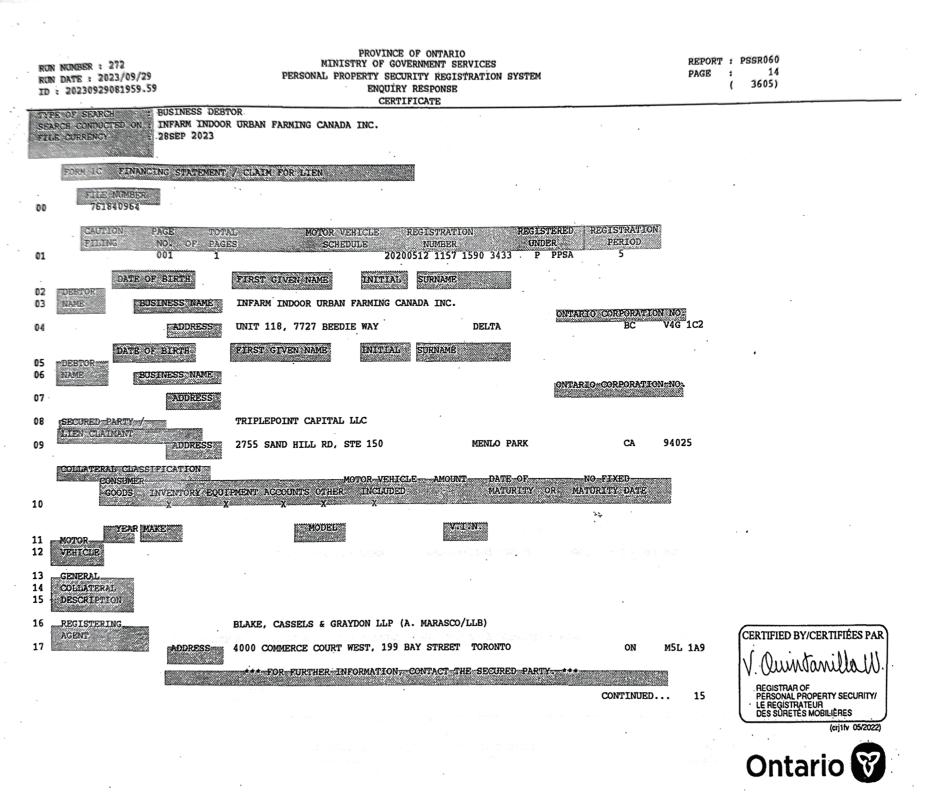
Ontario 😵







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RUN NUMBER : 272 RUN DATE : 2023/09/29 ID : 20230929081959.59

#### PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 15 ( 3606)

# TYPE OF SEARCH: BUSINESS DEBTORSEARCH CONDUCTED ON : INFARM INDOOR URBAN FARMING CANADA INC.FILE CURRENCY: 28SEP 2023

#### INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER

REGISTRATION NUMBER REG

REGISTRATION NUMBER

REGISTRATION NUMBER

REGISTRATION NUMBER

797604381	20230928 1215 1590 2251
793500732	20230519 1729 1590 4267
793250559	20230512 1134 2467 0378
781169796	20220316 1702 1462 9538
769588884	20210201 1945 1531 8081
761840964	20200512 1157 1590 3433

CERTIFIED BY/CERTIFIÉES PAR (Juntanill REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÜRETÉS MOBILIÈRES

(crfj6 05/2022)



6 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

# **EXHIBIT "E"**

This is Exhibit "E" referred to in the Affidavit of Amit Matthey Shoresh Sworn before me this \_\_\_\_\_ day of <del>October</del>, 2023 NOV

A Notary Public in the State of **New York** -KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026

and the second second



DLA Piper UK LLP 160 Aldersgate Street London EC1A 4HT United Kingdom DX: 33866 Finsbury Square T: +44 (0) 20 7349 0296 F: +44 (0) 20 7796 6666 dlapiper com

For the attention of Mr Amit Shoresh InFarm Indoor Urban Farming Canada Inc 1055 West Georgia Street 1500 Royal Centre, PO Box 11117 Vancouver BC V6E 4N7 Canada Your reference

Our reference

ARU/ARU/94247/120322 UKM/128714188.2

By Post and by email: <u>Amit.Shoresh@infarm.com</u>

21 September 2023

Dear Sirs

#### Guarantor Demand Letter

- 1 Background
  - 1.1 This Letter is delivered in connection with:
    - (a) the Plain English Growth Capital Loan And Security Agreement dated 28 November 2017 between InFarm - Indoor Urban Farming GmbH ("Borrower") and TriplePoint Capital LLC ("Lender") as amended, varied or supplemented from time to time and as most recently amended on 15 September 2023 ("Loan Agreement"); and
    - (b) the Plain English Continuing Guaranty and Security Agreement, entered into by you, InFarm Indoor Urban Farming Canada Inc, InFarm – Indoor Urban Farming USA Inc and the Lender on 29 April 2020, as affirmed from time to time and as most recently affirmed on 15 September 2023 ("Guaranty").
  - 1.2 We act for the Lender.
- 2 Definitions and Interpretation

In this Letter, terms defined in, or construed for the purposes of the Loan Agreement have the same meanings when used in this Letter, unless otherwise specified.

- 3 Demand
  - 3.1 Pursuant to a court order dated 4 September 2023, the Borrower was placed into administration, which constitutes an Event of Default under paragraph 6 of section 14 of the Loan Agreement.

DLA Piper UK LLP is authorised and regulated by the Solicitors Regulation Authority (SRA No. 401322).

DLA Piper UK LLP is a limited liability partnership registered in England and Wales (registered number OC307847) which is part of DLA Piper, a global law firm, operating through various separate and distinct legal entities.

A list of members is open for inspection at its registered office and principal place of business, 160 Aldersgate Street, London, EC1A 4HT and at the address at the top of this letter. Partner denotes member of a limited liability partnership.

A list of offices and regulatory information can be found at dlapiper.com.



- 3.2 In accordance with the Lender's rights under the Loan Agreement, all sums of principal interest, fees, costs and other amounts owed by the Borrower to the Lender are due and payable.
- 3.3 Pursuant to clause 2.1 of the Guaranty, you have agreed to absolutely and unconditionally guarantee the performance of the Secured Obligations (as defined therein).
- 3.4 Pursuant to clause 2.2 of the Guaranty, if at any time, any of the Secured Obligations become immediately due and payable, the Guarantor Obligations (as defined therein) shall be immediately due and payable.
- 3.5 Accordingly, the Lender hereby makes formal demand on you for the immediate repayment of the sum of the outstanding principal amount as of 15 September 2023 of approximately EUR 16,277,451 and USD 18,368,080, plus the end of term payments, the continued accrual of interest and professional fees and expenses all of which are due in accordance with the Loan Agreement ("Outstanding Sum").
- 3.6 Interest will continue to accrue on the Outstanding Sum until the date of final repayment.
- 3.7 The Outstanding Sum shall be paid in cleared funds to the following account:

Name of Bank: First Republic Bank Address of Bank: 111 Pine Street City and State: San Francisco, CA ABA Number: 321081669 SWIFT Code: FRBBUS6S Client Account Name: TriplePoint Capital LLC Client Account Number: 80003652948

#### 4 Reservation of rights

- 4.1 The Lender reserves the right without further notice to you to exercise all other such rights it may have against you, including, without limitation to take such steps as may be necessary to prevent the impairment of its position under the Guaranty or by law.
- 4.2 This demand is without prejudice to and shall not be construed as a waiver of any other rights or remedies which the Lender may have including without limitation the right to make further demand in respect of sums payable under the Guaranty.

#### 5 Miscellaneous

- 5.1 If at any time, any provision of this Letter is or becomes illegal, invalid or unenforceable in any respect under any law of any jurisdiction, neither the legality, validity or enforceability of the remaining provisions, nor the legality, validity or enforceability of such provision under the law of any other jurisdiction will in any way be affected or impaired.
- 5.2 This Letter and any non-contractual obligations arising out of or in connection with it shall be governed by the laws of the State of California.
- 6 Section 244 of the Bankruptcy and Insolvency Act (Canada)
  - 6.1 If payment of the Outstanding Sum is not made by 22 September 2023, the Lender intends to take such steps as may be necessary to recover repayment of the Outstanding Sum, in full, including, without limitation the enforcement of its security interests against the Collateral.



6.2 In that regard, we enclose for service upon you, a Notice of Intention to Enforce Security pursuant to Section 244 of the Bankruptcy and Insolvency Act (Canada).

Yours faithfully

DLA Pipor WK LLI

DLA Piper UK LLP

# EXHIBIT "F"

This is Exhibit "F" referred to in the Affidavit of This is Exhibit "F" refer to to the Amit Matthew Shoresh Sworn before me this 2 day of October, 2023

A Notary Public in the State of New York KYLE JULIEN Notary Public - State of New York NO. 01JU6310764 Qualified in Suffolk County My Commission Expires Sep 2, 2026 10.7.6 and the second second

# NOTICE OF INTENTION TO ENFORCE SECURITY Subsection 244(1) of the Bankruptcy and Insolvency Act (the "BIA")

TO: InFarm Indoor Urban Farming Canada Inc. Suite 1500 1055 West Georgia Street, PO Box 11117 Vancouver, British Columbia Canada V6E 4N7 Attention: Amit Shoresh

# TAKE NOTICE THAT:

 Triplepoint Capital LLC (the "Lender") a secured creditor, intends to enforce its security on the property of InFarm Indoor Urban Farming Canada Inc. ("InFarm Canada"), an insolvent person within the meaning of the BIA, described below:

All of the present and after acquired property, assets and undertaking of InFarm Canada described or referenced in: (i) the Plain English Continuing Guaranty and Security Agreement granted by InFarm Canada in favour of the Lender dated as of April 29, 2020 (and as affirmed from time to time) (the "**G&SA**").

- 2. The security that is to be enforced is in the form of:
  - (a) the G&SA; and
  - (b) such further and other security as may now or hereafter be held by the Lender over the property of InFarm Canada.
- 3. The total amount of indebtedness secured by the security as of 15 September, 2023, is the sum of EUR 16,277,451 and USD 18,368,080, plus accruing interest thereafter and additional costs (the particulars of which can be provided upon request) to the date of payment in full to the Lender.
- 4. The secured creditor will not have the right to enforce the security until after the expiry of the 10-day period after this Notice is sent, unless the insolvent person consents to an earlier enforcement.

DATED at Toronto, Ontario this 21 day of September 2023.

Triplepoint Capital LLC by its Solicitors, DLA PIPER UK LLP

DLA Pipor WK LLI Per:

Administration order IN THE MATTER OF THE INSOLVENCY ACT 1986	H 04 Sep 2023
IN THE MATTER OF INFARM – INDOOR URBAN FARMING GMBH	Company registered number HRB 152466 B CR-2023-004542
In the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)	Court case number CR-2023-004542

This order is made in accordance with the requirements of rule 3.13 of the Insolvency (England and Wales) Rules 2016 (IR 2016) and Schedule B1 of the Insolvency Act 1986 (respectively Schedule B1 and IA 1986.) References in this order to rules are, unless expressly provided otherwise, references to the rules of the IR 2016.

- This administration order concerns infarm Indoor Urban Farming GmbH (the "Company"). The Company was incorporated in Germany under the Act on Limited Liability Companies (*Gesetz* betreffend die Gesellschaften mit beschränkter Haftung – GmbHG). The registered number of the Company is HRB 152466 B and its registered office is Gartenfelder Str. 28, HW 13, 13599 Berlin, Germany. The principal place of business of the Company is located at 1 Warwick Street, London, W1B 5LR, United Kingdom. The Company is also registered as an overseas company at Companies House under company number FC040818.
- 2. This administration order is made by ICC Judge Jones on 4 September 2023 at 12:26 pm.
- 3. The application for an administration order was made by the director of the Company, being Robert Lee Gilmore, under paragraph 12(1)(b) of Schedule B1 whose address for service is 1 Warwick Street, London, W1B 5LR, United Kingdom, marked for the attention of Robert Lee Gilmore.
- 4. The Company appeared and was represented by Counsel, Marcus Haywood.
- 5. The Court ORDERS that:
  - During the period for which this order is in force the affairs, business and property of the company is to be managed by the administrators.
  - Damian Webb and Gordon Thomson of RSM UK Restructuring Advisory LLP whose address is 25 Farringdon Street, London, EC4A 4AB (together, the "Administrators") are appointed administrators of the company.
  - For the purposes of paragraph 100 (2) to Schedule B1 the Administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.
- 6. The Court is satisfied that the EU Regulation, as it has effect in the law of the United Kingdom, does apply and that these proceedings are main proceedings.

A copy of this order has been provided by the Court to applicant's solicitors: Kirkland & Ellis International LLP, 30 St Mary Axe, London EC3A 8AF, United Kingdom