CV-20-0063 9000 June 30, 2020

Re JAMES E WAGNER

① This motion was heard by videoconference due to the Covid-19 crisis.

② This motion is not opposed. I am satisfied that it should be granted on the terms of the Third DPP Amendment and Stay Extension Order.

③ The order is effective today and does not have to be entered.

Harvey J.

Court File No. CV-20-00639000-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	TUESDAY, THE 30th
	)	
JUSTICE HAINEY	)	DAY OF JUNE, 2020

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 JAMES E. WAGNER CULTIVATION CORPORATION, JAMES E. WAGNER CULTIVATION LTD., JWC 1 LTD., JWC 2 LTD., JWC SUPPLY LTD. AND GROWTHSTORM INC.

(collectively, the "**Applicants**" and each an "**Applicant**")

THIRD DIP AMENDMENT AND STAY EXTENSION ORDER

THIS MOTION made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day via telephonic conference.

ON READING the Fourth Report of KSV Kofman Inc. (the "**Monitor**") dated June 23, 2020 (the "**Fourth Report**"), and on being advised that the secured creditors of the Applicants who are likely to be affected by the increase to the DIP Lender's Charge herein were given notice, no one appearing for any other party although duly served as appears from the affidavit of service of Aiden Nelms sworn, and on hearing the submissions of counsel for the Applicants, the Monitor, and the DIP Lender.

SERVICE

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

DEFINITIONS

2. **THIS COURT ORDERS** that all terms not otherwise defined herein shall have the meaning ascribed to them in the Amended and Restated Initial Order dated April 9, 2020 (the "**Amended and Restated Initial Order**").

STAY EXTENSION

3. **THIS COURT ORDERS** that the Stay Period be and is hereby extended until and including July 31, 2020.

ADDITIONAL FUNDING APPROVAL

4. **THIS COURT ORDERS** that the monies advanced by Trichome to the Applicants under the Commitment Letter in excess of the amount approved by this Court pursuant to the DIP Amendment Order dated May 11, 2020 are hereby approved *nunc pro tunc*.

DIP AMENDMENT

5. **THIS COURT ORDERS** that the execution by the Applicants of the Third Amendment to the Interim Financing Term Sheet dated June 23, 2020, a copy of which is attached to the Fourth Report (the "**DIP Amendment**"), is hereby authorized and approved, and the Applicants are hereby authorized and empowered to borrow up to an additional $1,700,000 million ($7,200,000 million in the aggregate) pursuant to the Commitment Letter as amended by the DIP Amendment.

6. **THIS COURT ORDERS** that:

(a) paragraphs 34 to 39 of the Amended and Restated Initial Order shall apply to the Commitment Letter as amended by the DIP Amendment and all references to the Commitment Letter contained in the Amended and Restated Initial Order shall be

deemed to be references to the Commitment Letter as amended by the DIP Amendment;

(b) the DIP Lender's Charge shall secure all amounts owing by the Applicants to the DIP Lender under the Commitment Letter and Definitive Documents as amended by the DIP Amendment; and

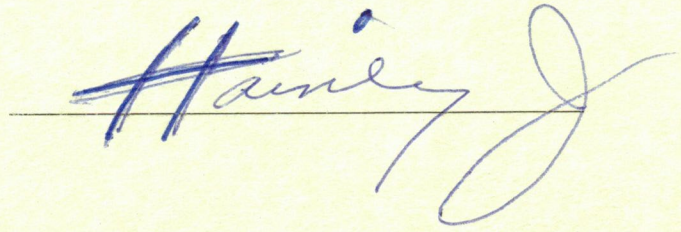
(c) for greater certainty, paragraphs 34 and 40 of the Amended and Restated Initial Order are hereby amended to replace the references to "$5,500,000 million" with "$7,200,000 million".

GENERAL

7. **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 the Applicants, 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 the Applicants 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 the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and is hereby 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.

9. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Toronto time on the date of this Order.



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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

THIRD DIP AMENDMENT AND STAY EXTENSION ORDER

BENNETT JONES LLP
One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, Ontario
M5X 1A4

Sean Zweig (LSO# 57307I)
Mike Shakra (LSO# 64604K)
Aiden Nelms (LSO# 74170S)

Tel: 416-863-1200
Fax: 416-863-1716

Lawyers for the Applicants