



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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE 30th
)
JUSTICE KOEHNEN) DAY OF JULY, 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**")

FOURTH 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 videoconference due to the COVID-19 pandemic.

ON READING the Fifth Report of KSV Kofman Inc. (the "**Monitor**") dated July 24, 2020 (the "**Fifth 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 August 31, 2020.

DIP AMENDMENT

4. **THIS COURT ORDERS** that the execution by the Applicants of the Fourth Amendment to the Interim Financing Term Sheet dated July 22, 2020, a copy of which is attached to the Fifth Report (the "**DIP Amendment**"), is hereby authorized and approved, and the Applicants are hereby authorized and empowered to borrow up to an additional \$1,000,000 (\$8,200,000 in the aggregate) pursuant to the Commitment Letter as amended by the DIP Amendment.

5. **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 "\$7,200,000" with "\$8,200,000".

GENERAL

6. **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.

7. **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.

8. **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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ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUL 31 2020

PER / PAR:

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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.

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Proceedings commenced in Toronto

FOURTH DIP AMENDMENT AND STAY
EXTENSION ORDER

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