



Court File No. CV-22-00682101-00CL

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

THE HONOURABLE CHIEF

)

MONDAY, THE 9th

)

JUSTICE MORAWETZ

)

DAY OF JANUARY, 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 INVOLVING MJARDIN GROUP, INC.,
GROWFORCE HOLDINGS INC., 8586985 CANADA
CORPORATION AND HIGHGRADE MMJ CORPORATION**

B E T W E E N:

**PRICEWATERHOUSECOOPERS INC., IN ITS CAPACITY
AS COURT-APPOINTED RECEIVER AND MANAGER OF
BRIDGING FINANCE INC. AND CERTAIN RELATED
ENTITIES AND INVESTMENT FUNDS**

Applicant

- and -

**MJARDIN GROUP, INC., GROWFORCE HOLDINGS INC.,
8586985 CANADA CORPORATION AND HIGHGRADE
MMJ CORPORATION**

Respondents

**ORDER
(Re: DIP Increase)**

THIS MOTION made by PricewaterhouseCoopers Inc., in its capacity as court-appointed receiver and manager of Bridging Finance Inc. and certain related entities and investment funds (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order, among other things, approving an increase to the principal

borrowing limit under the DIP Credit Agreement from \$2,000,000 to \$2,500,000, was heard this day via videoconference.

ON READING the Notice of Motion of the Applicant and the Fifth Report of KSV Restructuring Inc., in its capacity as Court-appointed monitor of the Respondents (in such capacity, the “**Monitor**”) dated January 6, 2023 (the “**Fifth Report**”), filed;

ON HEARING the submissions of counsel for the Applicant, counsel for the Monitor, and such other counsel that were present, no one else appearing for any party although duly served as appears from the affidavit of service of Adam Driedger dated January 9, 2023;

SERVICE AND DEFINITIONS

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

2. **THIS COURT ORDERS** that capitalized terms used in this order and not otherwise defined herein shall have the meanings ascribed to them in the Amended and Restated Initial Order made in the within proceedings dated June 2, 2022 (the “**Initial Order**”).

DIP INCREASE

3. **THIS COURT ORDERS** that: (i) the execution by the Respondents of the amendment to the DIP Credit Agreement substantially in the form attached as Appendix “D” to the Fifth Report (the “**Second DIP Amendment**”) is hereby authorized and approved, and the Respondents are hereby authorized and empowered to borrow up to an additional \$500,000 pursuant to the Second DIP Amendment; (ii) all references to the “DIP Credit Agreement” in the Initial Order shall be deemed to be references to the DIP Credit Agreement, as amended by the DIP Amendment (as defined in and approved by this Court by Order dated November 4, 2022) and the Second DIP Amendment; and (iii) all references to “\$2,000,000” as the principal borrowing limit under the DIP Credit Agreement in paragraphs 37 and 44 of the Initial Order are hereby amended and replaced with “\$2,500,000”.

GENERAL

4. **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 Applicant, the Company, 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 Applicant, the Company and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Company, the Monitor and their respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that the Applicant, the Company and the Monitor be at liberty and are 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, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

6. **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.



Chief Justice G.B. Morawetz

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
INVOLVING MJARDIN GROUP, INC., GROWFORCE HOLDINGS INC., 8586985
CANADA CORPORATION AND HIGHGRADE MMJ CORPORATION

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

Proceeding commenced at Toronto

**ORDER
(Re: DIP Increase)**

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