

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

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

**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

**MONITOR'S CERTIFICATE
(Approval and Vesting Order)**

RECITALS

A. Pursuant to an Order of Chief Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 2, 2022, KSV Restructuring Inc. was appointed as the monitor of the Respondents (the "**Monitor**") in proceedings pursuant to the *Companies' Creditors Arrangement Act* (Canada).

B. Pursuant to the Order of the Honourable Justice Kimmel of the Court dated April 3, 2023, the Court approved the transaction agreement dated March 28, 2023 (the "**AVO Agreement**")

among (i) Growforce Holdings Inc. and MJardin Group, Inc. (together, the “**Vendors**”); and (ii) Bridging Finance Inc., as agent for certain affiliated investment funds (the “**Purchaser**”), and provided for the vesting in the Purchaser of the Vendors’ right, title and interest in and to the Purchased Assets and the Purchased Shares, which vesting is to be effective with respect to the Purchased Assets and the Purchased Shares upon the delivery by the Monitor to the Purchaser of this Monitor’s Certificate.

C. All capitalized terms not expressly defined herein have the meanings set out in the AVO Agreement.

THE MONITOR CERTIFIES the following:

1. The Purchaser has satisfied the Purchase Price in accordance with the AVO Agreement;
2. The conditions to Closing as set out in the AVO Agreement have been satisfied or waived by the Parties; and
3. The Transactions have been completed to the satisfaction of the Monitor.

This Certificate was delivered by the Monitor at 12:53pm on May 12, 2023.

KSV RESTRUCTURING INC., solely in its capacity as Court-appointed Monitor of the Respondents and not in its personal or corporate capacity

Per:



Name: Noah Goldstein

Title: Managing Director

<p>IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C 36, AS AMENDED</p> <p>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</p>	<table><tr><td data-bbox="355 115 550 821"><p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p><p>Proceeding commenced at Toronto</p></td><td data-bbox="550 115 660 821"><p>MONITOR'S CERTIFICATE (APPROVAL AND VESTING ORDER)</p></td></tr><tr><td data-bbox="660 115 875 821"><p>GOODMANS LLP Barristers & Solicitors 333 Bay Street, Suite 3400 Toronto, Canada M5H 2S7</p></td><td data-bbox="875 115 1372 821"><p>Christopher Armstrong LSO#: 55148B carmstrong@goodmans.ca</p><p>Andrew Harmes LSO#: 73221A aharmes@goodmans.ca</p><p>Brennan Caldwell LSO#: 81627N bcaldwell@goodmans.ca</p><p>Tel: (416) 979-2211 / Fax: (416) 979-1234</p><p>Lawyers for KSV Restructuring Inc.</p></td></tr></table>	<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p> <p>Proceeding commenced at Toronto</p>	<p>MONITOR'S CERTIFICATE (APPROVAL AND VESTING ORDER)</p>	<p>GOODMANS LLP Barristers & Solicitors 333 Bay Street, Suite 3400 Toronto, Canada M5H 2S7</p>	<p>Christopher Armstrong LSO#: 55148B carmstrong@goodmans.ca</p> <p>Andrew Harmes LSO#: 73221A aharmes@goodmans.ca</p> <p>Brennan Caldwell LSO#: 81627N bcaldwell@goodmans.ca</p> <p>Tel: (416) 979-2211 / Fax: (416) 979-1234</p> <p>Lawyers for KSV Restructuring Inc.</p>
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