

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE CHIEF

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THURSDAY, THE 2<sup>ND</sup>

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JUSTICE MORAWETZ

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DAY OF MARCH 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

BETWEEN:

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: Stay Extension, DIP Increase, Administration Charge 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: (i) extending the Stay Period (as defined in the Initial Order, as defined below) until April 3, 2023; (ii) approving an increase to the

principal borrowing limit under the DIP Credit Agreement (as defined in the Initial Order) from \$2,500,000 to \$2,950,000; and (iii) approving an increase to the Administration Charge (as defined in the Initial Order) from \$300,000 to \$600,000, was heard this day via videoconference.

**ON READING** the Notice of Motion and the Sixth Report of KSV Restructuring Inc., in its capacity as Court-appointed monitor of the Respondents (in such capacity, the “**Monitor**”) dated February 28, 2023 (the “**Sixth Report**”), and on hearing the submissions of counsel to the Applicant, counsel to the Monitor, and such other counsel as were present and wished to be heard, and on reading the affidavit of service, filed:

### **SERVICE**

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

### **CAPITALIZED TERMS**

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

### **STAY EXTENSION**

3. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 16 of the Initial Order, is hereby extended up to and including April 3, 2023.

### **DIP INCREASE**

4. **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 “E” to the Sixth Report (the “**Third DIP Amendment**”) is hereby authorized and approved, and the Respondents are hereby authorized and empowered to borrow up to an additional \$450,000 pursuant to the Third 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), the Second DIP

Amendment (as defined in and approved by this Court by Order dated January 9, 2023), and the Third DIP Amendment; and (iii) all references to “\$2,500,000” as the principal borrowing limit under the DIP Credit Agreement in paragraphs 37 and 44 of the Initial Order are hereby deleted and replaced with “\$2,950,000”.

#### **ADMINISTRATION CHARGE INCREASE**

5. **THIS COURT ORDERS** that the maximum aggregate amount of the Administration Charge is hereby increased from \$300,000 to \$600,000.

6. **THIS COURT ORDERS** that the references to “\$300,000” in paragraphs 36 and 44 of the Initial Order are hereby deleted and replaced with “\$600,000”.

7. **THIS COURT ORDERS** that, for greater certainty, the maximum aggregate amount of the Administration Charge in respect of the fees and disbursements of the CRO is not amended by this Order and shall remain \$160,000.

8. **THIS COURT ORDERS** that the Administration Charge as increased by paragraph 5 hereof shall continue to benefit from all of the protections provided for in the Initial Order, including, without limitation, pursuant to paragraphs 44 through 49 thereof.

#### **APPROVAL OF THE MONITOR’S REPORTS AND ACTIVITIES**

9. **THIS COURT ORDERS** that the Fifth Report of the Monitor dated January 6, 2023 and the Sixth Report, and the activities and conduct of the Monitor described therein, are hereby approved; provided, however, that the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approval.

#### **GENERAL**

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

11. **THIS COURT ORDERS** that the Applicant, the Respondents 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.

12. **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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Chief Justice G.B. Morawetz

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, C. C 36, AS AMENDED

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

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: Stay Extension, DIP Increase, Administration  
Charge Increase)

Thornton Groat Finnigan LLP  
TD West Tower, Toronto-Dominion Centre  
100 Wellington Street West, Suite 3200  
Toronto, ON M5K 1K7

Rebecca Kennedy (LSO# 61146S)  
Email: rkennedy@tgf.ca  
Tel: (416) 304-0603

Adam Driedger (LSO# 77296F)  
Email: adriedger@tgf.ca  
Tel: (416) 304-1152

Lawyers for PricewaterhouseCoopers Inc.