

**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

**MOTION RECORD**  
**(Re: Stay Extension)**  
**(Returnable August 29, 2022)**

August 23, 2022

**THORNTON GROUT FINNIGAN LLP**  
100 Wellington Street West  
Suite 3200  
TD West Tower, Toronto-Dominion Centre  
Toronto, ON M5K 1K7  
Tel: 416-304-1616

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

**Adam Driedger (LSO #77296F)**  
Email: [adriedger@tgf.ca](mailto:adriedger@tgf.ca)  
Tel.: (416) 304-1152  
Lawyers for PricewaterhouseCoopers Inc.

**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

**INDEX**  
**(Re: Stay Extension)**  
**(Returnable August 29, 2022)**

<b>Tab</b>	<b>Document</b>
1.	Notice of Motion dated August 23, 2022
2.	Draft Stay Extension and Fee Approval Order

# TAB 1

**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

**NOTICE OF MOTION  
(Re: Stay Extension)  
(Returnable August 29, 2022)**

PricewaterhouseCoopers Inc., solely in its capacity as court-appointed receiver and manager (in such capacity, the “**Bridging Receiver**”) of Bridging Finance Inc. and certain related entities and investment funds (collectively, “**Bridging**”), will make a motion to Chief Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) on Monday August 29, 2022, at 9:00 a.m. (Eastern Time), or as soon after that time as the motion can be heard, by

videoconference in accordance with the Guidelines to Determine Mode of Proceeding in Civil Proceedings, effective April 19, 2022.

**PROPOSED METHOD OF HEARING:**

This motion is to be heard by videoconference, the details of which will be circulated to the Service List upon receipt from the Court.

**THIS MOTION IS FOR:**

1. An order substantially in the form attached at Tab 2 of the Motion Record of the Applicant dated August 23, 2022, among other things: (i) extending the Stay Period up to and including November 11, 2022; and (ii) approving the Third Report of KSV Restructuring Inc. (the “**Third Report**”), the Court-appointed Monitor of the Respondents (in such capacity, the “**Monitor**”), and the fees and activities of the Monitor and its counsel described therein.<sup>1</sup>
2. Such further and other relief as this Honourable Court deems just.

**THE GROUNDS FOR THIS MOTION ARE:**

***Background***

1. The Respondents are part of a group of companies (collectively, the “**MJar Group**”) primarily engaged in cannabis cultivation.
2. Bridging is the MJar Group’s senior secured creditor having made various loans available to the MJar Group. According to Bridging’s books and records, as at the time of the

---

<sup>1</sup> All capitalized terms not expressly defined herein are defined in the Amended and Restated Initial Order of Chief Justice Morawetz dated June 2, 2022.

Receivership Order (as defined below), the MJar Group's indebtedness to Bridging totaled \$178,114,147.

3. On March 23, 2022, the Bridging Receiver sought and obtained an Order (the “**Receivership Order**”) appointing KSV Restructuring Inc. as the receiver and manager (in such capacity, the “**MJar Receiver**”) of MJar Group, Inc.
4. The Bridging Receiver sought the Receivership Order in order to bring stability to the MJar Group's business, thereby protecting the interests of Bridging and the other stakeholders of the MJar Group, and to allow for a review and consideration of available options to monetize and maximize the value of the MJar Group.
5. Based on this review, the Bridging Receiver, in consultation with the MJar Receiver, determined that the best available option to maximize the value of the MJar Group was to pursue an operational restructuring of the Respondents under the purview of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and ultimately seek to identify and implement a restructuring transaction in respect of the Respondents that will preserve and maximize value for the benefit of the MJar Group, including Bridging.
6. On June 2, 2022, the Bridging Receiver sought and obtained an initial order in respect of the Respondents under the CCAA, among other things, granting a stay of proceedings in favour of the Respondents and approving certain priority charges.
7. On June 9, 2022, the Court held a comeback hearing that resulted in the issuance of an order (the “**Amended and Restated Initial Order**”), among other things, extending the Stay Period up to and including September 9, 2022 and approving debtor-in-possession financing

in the principal amount of \$2,000,000. The Amended and Restated Initial Order also approved the appointment of Howards Capital Corp. as the Chief Restructuring Officer of the Respondents (the “CRO”) to, among other things, lead the Respondents’ operational restructuring efforts.

8. On August 10, 2022, the Monitor sought and obtained an order, among other things, (i) approving a distribution to the Bridging Receiver in the amount of \$971,309.03 (plus any accrued interest thereon) as a partial repayment of amounts advanced by the Bridging Receiver to the MJar Receiver to fund the receivership proceedings, and (ii) amending the Amended and Restated Initial Order to increase the value of redundant or non-material assets that the Respondents have the right to dispose of so that the Respondents, under the direction of the CRO, could pursue potential bulk cannabis sales as part of the Respondents’ operational restructuring efforts.

***Extension of the Stay Period***

9. The Bridging Receiver now seeks an extension of the Stay Period in respect of the Respondents up to and including November 11, 2022.
10. The stay extension is required to provide the time and stability necessary to, among other things, (a) permit the Respondents, under the direction of the CRO and with the oversight of the Monitor, to continue to advance the operational restructuring of the Respondents’ business, and (b) enable the CRO to assess the results of such operational restructuring and make a recommendation to the Bridging Receiver and the Monitor as to whether a viable going concern business can emerge from the CCAA proceedings.

11. The cash flow forecast appended to the Third Report demonstrates that the Respondents will have sufficient liquidity to operate their business and meet their obligations during the proposed Stay Period.
12. The Bridging Receiver and the Monitor are of the view that the Respondents have acted, and continue to act, in good faith and with due diligence during the course of this CCAA proceeding.
13. The extension of the Stay Period to and including November 11, 2022 is supported by the Monitor.

***Approval of Fees and Expenses of the Monitor and its Counsel***

14. The Amended and Restated Initial Order directs that the Monitor and its legal counsel be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and requires the Monitor and its legal counsel to pass their accounts before the Court from time to time.
15. The accounts of the Monitor for the period from the commencement of the CCAA proceedings to July 31, 2022, total approximately \$184,685.25, excluding disbursements and taxes. The total number of hours worked by the Monitor's professionals during this period was 388.25 hours, at an average hourly billing rate of \$475.69.
16. The accounts of counsel to the Monitor for the period from the commencement of the CCAA proceedings to July 29, 2022, total approximately \$180,372, excluding disbursements and taxes. The total number of hours worked by the Monitor's professionals during this period was 251.6 hours, at an average hourly billing rate of approximately \$716.



17. The fees and disbursements charged by the Monitor and its counsel are consistent with market professional rates for commercial restructuring matters, and are fair and reasonable in the circumstances.

***Other Grounds***

18. The provisions of the CCAA, including ss. 11.02(2) thereof, and the inherent and equitable jurisdiction of this Honourable Court; and
19. Such further and other grounds as counsel may advise and this Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of this motion:

20. The Third Report and the appendices attached thereto; and
21. Such further and other evidence as counsel may advise and this Court may permit.

August 23, 2022

**THORNTON GROUT FINNIGAN LLP**  
100 Wellington Street West  
Suite 3200  
TD West Tower, Toronto-Dominion Centre  
Toronto, ON M5K 1K7

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

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

Lawyers for PricewaterhouseCoopers Inc.

**Schedule “A”  
SERVICE LIST**

Court File No. CV-00678813-00CL

**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

<b>SERVICE LIST (AS OF AUGUST 3, 2022)</b>	
<b>THORNTON GROUT FINNIGAN LLP</b>  100 Wellington St. West, Suite 3200 TD West Tower, Toronto-Dominion Centre Toronto, ON M5K 1K7  <i>Counsel to the Applicant</i>	<b>Rebecca Kennedy</b> Tel : 416.304.0603 Email : <a href="mailto:rkennedy@tgf.ca">rkennedy@tgf.ca</a>  <b>Adam Driedger</b> Tel : 416.304.1152 Email : <a href="mailto:adriedger@tgf.ca">adriedger@tgf.ca</a>

<p><b>PRICEWATERHOUSECOOPERS INC.</b></p> <p>18 York Street, Suite 2600 Toronto, ON M5J 0B2</p> <p><i>Applicant, in its capacity as Receiver to Bridging Finance Inc.</i></p>	<p><b>Michael McTaggart</b> Tel : 416.687.8924 Email : <a href="mailto:michael.mctaggart@pwc.com">michael.mctaggart@pwc.com</a></p> <p><b>Graham Page</b> Tel : 416.687.9054 Email : <a href="mailto:graham.page@pwc.com">graham.page@pwc.com</a></p> <p><b>Lindsay Pellett</b> Tel : 416.687.8775 Email : <a href="mailto:lindsay.s.pellett@pwc.com">lindsay.s.pellett@pwc.com</a></p>
<p><b>KSV RESTRUCTURING INC.</b> 150 King Street West, Suite 2308 Toronto, ON M5H 1J9</p> <p><i>Proposed Court-appointed Monitor</i></p>	<p><b>Noah Goldstein</b> Tel: 416.932.6207 Email: <a href="mailto:ngoldstein@ksvadvisory.com">ngoldstein@ksvadvisory.com</a></p> <p><b>Murtaza Tallat</b> Tel: 416.932.6031 Email: <a href="mailto:mtallat@ksvadvisory.com">mtallat@ksvadvisory.com</a></p> <p><b>Christian Vit</b> Tel: 647.848.1350 Email: <a href="mailto:cvit@ksvadvisory.com">cvit@ksvadvisory.com</a></p>
<p><b>GOODMANS LLP</b> Bay Adelaide Centre – West Tower 333 Bay Street, Suite 3400 Toronto, ON Canada M5H 2S7</p> <p><i>Counsel to the Proposed Court-appointed Monitor</i></p>	<p><b>Chris Armstrong</b> Tel: 416.849.6013 Email: <a href="mailto:carmstrong@goodmans.ca">carmstrong@goodmans.ca</a></p> <p><b>Andrew Harmes</b> Tel: 416.849.6923 Email: <a href="mailto:aharmes@goodmans.ca">aharmes@goodmans.ca</a></p> <p><b>Brennan Caldwell</b> Tel: 416.849.6896 Email: <a href="mailto:bcaldwell@goodmans.ca">bcaldwell@goodmans.ca</a></p>
<p><b>MJARDIN GROUP, INC., GROWFORCE HOLDINGS INC., 8586985 CANADA CORPORATION, and HIGHGRADE MMJ CORPORATION</b> PO Box 846 – Toronto Adelaide Retail Toronto, ON M5C 2K1</p>	<p><b>Edward Jonasson</b> Email: <a href="mailto:Edward.jonasson@mjardin.com">Edward.jonasson@mjardin.com</a></p>

<b>BENNETT JONES LLP</b> First Canadian Place 100 King St W, Suite 3400 Toronto, ON M5X 1A4  <i>Counsel to the Proposed CRO</i>	<b>Sean Zweig</b> Tel: 416.777.6254 Email: <a href="mailto:zweigs@bennettjones.com">zweigs@bennettjones.com</a>  <b>Aiden Nelms</b> Tel: 416.777.4642 Email: <a href="mailto:nelmsa@bennettjones.com">nelmsa@bennettjones.com</a>
<b>HOWARDS CAPITAL CORP.</b> 4482 Hayes Road Kelowna, BC V1W 5A7	<b>Howard Steinberg</b> Tel: 561.997.4543 Email: <a href="mailto:howard@howardscapital.com">howard@howardscapital.com</a>
<b>ALTERNA SAVINGS &amp; CREDIT UNION LIMITED</b> 319 McRae Avenue Ottawa, ON K1Z 0B9	<b>Monique Broughton</b> Email: <a href="mailto:monique.broughton@alterna.ca">monique.broughton@alterna.ca</a>
<b>CHIEF PEGUIS INVESTMENT CORPORATION</b> 200-1075 Portage Avenue Winnipeg, Manitoba R3G 0R8	<b>Don Wilson</b> Email: <a href="mailto:dwilson@cpicorp.ca">dwilson@cpicorp.ca</a> Tel: 204.223.1014 Fax: 204.942.6576
<b>HARVEST CHEYENNE HOLDINGS LLC</b> 1155 W. Rio Salado Parkway, Suite 201 Tempe, AZ USA 85281	<b>Brian Manning</b> Email : <a href="mailto:brian.manning@trulieve.com">brian.manning@trulieve.com</a>  <b>Eric Powers</b> Email : <a href="mailto:eric.powers@trulieve.com">eric.powers@trulieve.com</a>
<b>DAN MARAZZATO</b> 2261 Keenhill Drive Moffat, Ontario L0P 1J0	Email: <a href="mailto:dan.marazzato@gmail.com">dan.marazzato@gmail.com</a>
<b>BERNIE BRAEMER</b>	Tel: 905.765.2299 Email: <a href="mailto:bbraemer@cogeco.ca">bbraemer@cogeco.ca</a>
<b>DEPARTMENT OF JUSTICE (CANADA)</b> Ontario Regional Office, Tax Law Section 120 Adelaide Street West, Suite 400 Toronto, ON M5H 1T1	<b>Diane Winters</b> Tel: 416.973.3172 Email: <a href="mailto:diane.winters@justice.gc.ca">diane.winters@justice.gc.ca</a> Fax: 416.973.0810

<p><b>INSOLVENCY UNIT</b>  <b>ONTARIO MINISTRY OF FINANCE</b>  6th Floor  33 King Street West,  Oshawa, ON  Canada L1H 8H5</p>	<p>Email: <a href="mailto:Insolvency.Unit@ontario.ca">Insolvency.Unit@ontario.ca</a></p> <p><b>Leslie Crawford</b>  Email: <a href="mailto:leslie.crawford@ontario.ca">leslie.crawford@ontario.ca</a>  Tel: (905) 433-5657</p>
<p><b>HEALTH CANADA</b>  Controlled Substances and Cannabis Branch  150 Tunney's Pasture Driveway  Ottawa, ON K1A 0K9</p>	<p><b>Licensing and Security Division</b>  Email : <a href="mailto:HC.licensing-cannabis-licences.SC@canada.ca">HC.licensing-cannabis-licences.SC@canada.ca</a></p> <p><b>Cassandra Scullion</b>  Email : <a href="mailto:cassandra.scullion@hc-sc.gc.ca">cassandra.scullion@hc-sc.gc.ca</a></p>

## **Email Service List**

[rkennedy@tgf.ca](mailto:rkennedy@tgf.ca)  
[adriedger@tgf.ca](mailto:adriedger@tgf.ca)  
[lindsay.s.pellett@pwc.com](mailto:lindsay.s.pellett@pwc.com)  
[michael.mctaggart@pwc.com](mailto:michael.mctaggart@pwc.com)  
[graham.page@pwc.com](mailto:graham.page@pwc.com)  
[ngoldstein@ksvadvisory.com](mailto:ngoldstein@ksvadvisory.com)  
[mtallat@ksvadvisory.com](mailto:mtallat@ksvadvisory.com)  
[cvit@ksvadvisory.com](mailto:cvit@ksvadvisory.com)  
[carmstrong@goodmans.ca](mailto:carmstrong@goodmans.ca)  
[aharmes@goodmans.ca](mailto:aharmes@goodmans.ca)  
[bcaldwell@goodmans.ca](mailto:bcaldwell@goodmans.ca)  
[Edward.jonasson@mjardin.com](mailto:Edward.jonasson@mjardin.com)  
[dan.marazzato@gmail.com](mailto:dan.marazzato@gmail.com)  
[diane.winters@justice.gc.ca](mailto:diane.winters@justice.gc.ca)  
[Insolvency.Unit@ontario.ca](mailto:Insolvency.Unit@ontario.ca);  
[leslie.crawford@ontario.ca](mailto:leslie.crawford@ontario.ca);  
[HC.licensing-cannabis-licences.SC@canada.ca](mailto:HC.licensing-cannabis-licences.SC@canada.ca)  
[cassandra.scullion@hc-sc.gc.ca](mailto:cassandra.scullion@hc-sc.gc.ca)  
[zweigs@bennettjones.com](mailto:zweigs@bennettjones.com)  
[nelmsa@bennettjones.com](mailto:nelmsa@bennettjones.com)  
[howard@howardscapital.com](mailto:howard@howardscapital.com)  
[dwilson@cpicorp.ca](mailto:dwilson@cpicorp.ca)  
[brian.manning@trulieve.com](mailto:brian.manning@trulieve.com)  
[bbraemer@cogeco.ca](mailto:bbraemer@cogeco.ca)  
[monique.broughton@alterna.ca](mailto:monique.broughton@alterna.ca)

**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

**NOTICE OF MOTION  
(Re: Stay Extension)  
(Returnable August 29, 2022)**

**Thornton Grout Finnigan LLP**  
TD West Tower, Toronto-Dominion Centre  
100 Wellington Street West, Suite 3200  
Toronto, ON M5K 1K7  
Fax: (416) 304-1313

**Rebecca L. 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 the PricewaterhouseCoopers Inc.

# TAB 2



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE CHIEF	)	MONDAY, THE 29 <sup>th</sup>
	)	
JUSTICE MORAWETZ	)	DAY OF AUGUST, 2022

**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: Stay Extension & Fee Approval)**

**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 (in such capacity, the “**Bridging Receiver**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) was heard this day

by videoconference in Toronto, Ontario, in accordance with the Guidelines to Determine Mode of Proceeding in Civil Proceedings, effective April 19, 2022.

**ON READING** the Third Report of KSV Restructuring Inc., in its capacity as court-appointed monitor of the Respondents (in such capacity, the “**Monitor**”), dated August 23, 2022 (the “**Third Report**”) and such other materials filed in respect of this Motion, and on hearing the submissions of counsel for the Bridging Receiver, counsel for the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service of ► sworn August ►, 2022, filed.

### **SERVICE**

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.

### **EXTENSION OF STAY PERIOD**

2. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 16 of the Amended and Restated Initial Order dated June 2, 2022, is hereby extended up to and including November 11, 2022.

### **APPROVAL OF MONITOR’S REPORT, ACTIVITIES & FEES**

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

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor during the period from the commencement of the CCAA proceedings to July 31, 2022, as set out in the KSV Affidavit and the Third Report, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of Goodmans LLP, counsel to the Monitor, during the period from the commencement of the CCAA proceedings to July 29, 2022, as set out in the Goodmans Affidavit and the Third Report, are hereby approved.

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

7. **THIS COURT ORDERS** that the Bridging Receiver, each of 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.

---

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

Respondents

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE-**  
**COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**  
**(Re: Stay Extension & Fee Approval)**

**Thornton Grout Finnigan LLP**

TD West Tower, Toronto-Dominion Centre  
100 Wellington Street West, Suite 3200  
Toronto, ON M5K 1K7  
Fax: (416) 304-1313

Rebecca L. 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 the PricewaterhouseCoopers Inc.

**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

**MOTION RECORD  
(Re: Stay Extension)  
(Returnable August 29, 2022)**

**Thornton Grout Finnigan LLP**  
TD West Tower, Toronto-Dominion Centre  
100 Wellington Street West, Suite 3200  
Toronto, ON M5K 1K7  
Fax: (416) 304-1313

**Rebecca L. 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 the PricewaterhouseCoopers Inc.