



Court File No. CV-22-00684542-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)
JUSTICE CAVANAGH)
FRIDAY, THE 21ST
DAY OF OCTOBER, 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 OF MPX
INTERNATIONAL CORPORATION, BIOCANNABIS PRODUCTS LTD., CANVEDA INC.,
THE CING-X CORPORATION, SPARTAN WELLNESS CORPORATION, MPXI ALBERTA
CORPORATION, MCLN INC., AND SALUS BIOPHARMA CORPORATION
(collectively, the "**Applicants**")

ORDER

(Stay Extension, DIP Amendment & Fee Approval)

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order, *inter alia*, approving an extension of the Stay Period and certain related relief, was heard this day by Zoom videoconference.

ON READING the Notice of Motion of the Applicants, the affidavit of Jeremy Budd sworn October 13, 2022 (the "**October 13 Affidavit**"), the affidavit of Jeremy Budd sworn October 18, 2022 (the "**October 18 Affidavit**" and together with the October 13 Affidavit, the "**Budd Affidavits**"), the Third Report of KSV Restructuring Inc. dated October 17, 2022 (the "**Third Report**"), in its capacity as monitor of the Applicants (the "**Monitor**"), filed, and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the DIP Lenders, and such other counsel as were present, no one else appearing although duly served as appears from the affidavits of service of Thomas Gray sworn October 13 and 18, 2022;

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 under the Amended and Restated Initial Order dated August 4, 2022 (the "**Amended and Restated Initial Order**") or the Budd Affidavits, as applicable.

EXTENSION OF THE STAY PERIOD

3. **THIS COURT ORDERS** that the Stay Period be and is hereby extended until and including December 16, 2022.

DIP AMENDMENT

4. **THIS COURT ORDERS** that the execution by the Applicants of the DIP Amendment, a copy of which is attached as Exhibit "A" to the October 18 Affidavit, is hereby authorized and approved, and the Applicants are hereby authorized and empowered to borrow up to an additional \$450,000 (\$3,120,000 in the aggregate) (plus fees, interest and costs) pursuant to the DIP Term Sheet as amended by the DIP Amendment.
5. **THIS COURT ORDERS** that:
 - (a) paragraphs 33 to 38 of the Amended and Restated Initial Order shall apply to the DIP Term Sheet as amended by the DIP Amendment and all references to the DIP Term Sheet contained in the Amended and Restated Initial Order shall be deemed to be references to the DIP Term Sheet as amended by the DIP Amendment;
 - (b) the DIP Lenders' Charge shall secure all amounts owing by the Applicants to the DIP Lenders under the DIP Term Sheet and the Definitive Documents as amended by the DIP Amendment; and

- (c) for greater certainty, paragraphs 33, 36 and 39 of the Amended and Restated Initial Order are hereby amended to replace the references to "\$2,670,000" with "\$3,120,000".

APPROVAL OF THE MONITOR'S REPORTS, ACTIVITIES AND FEES

6. **THIS COURT ORDERS** that the Prior Reports and the Third Report, and the activities of the Monitor and its counsel referred to therein be and 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.

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and the Monitor's legal counsel, Aird & Berlis LLP ("A&B"), as set out in the Third Report and as more particularized within the fee affidavits of the Monitor and A&B included within the Third Report, be and are hereby approved.

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Switzerland, South Africa, Malta, Australia, Lesotho, Thailand or any other country, 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, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order.

9. **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, 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.

10. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date of this Order and is enforceable without the need for entry or filing.



Digitally signed by
Mr. Justice
Cavanagh

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36*, AS AMENDED AND IN
THE MATTER OF MPX INTERNATIONAL CORPORATION, BIOCANNABIS PRODUCTS LTD., CANVEDA INC., THE
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Proceedings Commenced in Toronto

**ORDER
(Stay Extension, DIP Amendment
& Fee Approval)**

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