

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

WEDNESDAY, THE 19th

JUSTICE HAINEY

)

DAY OF MAY, 2021

)

BETWEEN:



KW CAPITAL PARTNERS LIMITED

Applicant

- and -

VERT INFRASTRUCTURE LTD.

Respondent

**ORDER
(Elite Transaction Authorization)**

THIS MOTION made by KSV Restructuring Inc. (previously KSV Kofman Inc.) ("**KSV**"), in its capacity as the court-appointed receiver (the "**Receiver**") of Vert Infrastructure Ltd. ("**Vert**") for an Order, among other things, authorizing the sale transaction pursuant to the agreement of purchase and sale dated January 28, 2021 between Elite Ventures Group LLC, as vendor, and Big Smoky Valley Farm LLC, as purchaser, (the "**Purchase Agreement**") on the terms and for the purchase price set out therein and authorizing the Receiver to sign the Purchase Agreement and any and all related documentation for and on behalf of Elite Ventures Group LLC in respect of the transaction as set out in the

Purchase Agreement, was heard this day by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic.

ON READING the First Report of the Receiver dated May 12, 2021 (the “**Report**”) and on hearing the submissions of counsel for the Receiver, no one else appearing for any other person on the service list, although properly served:

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 the Motion is properly returnable today and hereby dispenses with further service thereof.

TRANSACTION

2. **THIS COURT ORDERS** that the sale transaction pursuant to the agreement of purchase and sale dated January 28, 2021 between Elite Ventures Group LLC, as vendor, and Big Smoky Valley Farm LLC, as purchaser, (the “**Purchase Agreement**”) on the terms and for the purchase price set out therein be and is hereby approved.

3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to sign the Purchase Agreement and any and all related documentation for and on behalf of Elite Ventures Group LLC in respect of the transaction as set out in the Purchase Agreement.

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

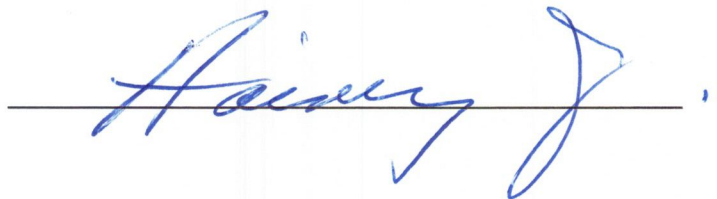
States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

SEALING

5. **THIS COURT ORDERS** that pending the closing of the transaction pursuant to the Purchase Agreement, the Confidential Appendix to the Report be sealed, kept confidential and not form part of the public record, but rather shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order.

APPROVAL OF REPORT AND ACTIVITIES

6. **THIS COURT ORDERS** that the Report and the activities of the Receiver outlined in the Report be and are hereby approved provided, however, that only the Receiver, 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.

A handwritten signature in blue ink, appearing to read 'Hainy J.', is written over a horizontal line. The signature is stylized with a large initial 'H' and a long, sweeping tail.

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Court File No: CV-20-00642256-00CL

Proceeding commenced at Toronto