

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

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

APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

**MOTION RECORD OF THE TRUSTEE
(RETURNABLE MAY 6, 2024)**

April 26, 2024

DAVIES WARD PHILLIPS & VINEBERG LLP
155 Wellington Street West
Toronto ON M5V 3J7

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Trustee of the Vert Residual Asset Trust

**ONTARIO
SUPERIOR COURT OF JUSTICE
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INDEX

Tab	Document	Page No.
1.	Notice of Motion dated April 26, 2024	1 – 9
2.	First Report of KSV Restructuring Inc., in its capacity as Trustee of the Vert Residual Asset Trust	2 – 19
A.	Order for establishing the Vert Residual Asset Trust dated June 8, 2021	20 – 33
B.	Endorsement of Justice Conway dated June 8, 2021	34 – 35
C.	Copy of RoccaVerde’s Facebook page	36 – 46
D.	Receiver’s Certificate re closing of transaction between the Receiver and Emprise Capital Corp. dated July 28, 2021	47 – 50
E.	Receiver/Trustee’s Fee Affidavit	51 – 106
F.	Receiver/Trustee’s counsel’s fee affidavit	107 – 195
G	Schedule of Receipts and Disbursements dated April 18, 2024	196 – 197
3.	Draft Discharge Order	198 – 203
4.	Black-Line to Model Discharge Order	204 – 212

TAB 1

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IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

NOTICE OF MOTION

KSV Restructuring Inc. (“**KSV**”), formerly the Court-appointed receiver (the “**Receiver**”) of all the assets, undertakings and properties of Vert Infrastructure Limited (the “**Company**”) and currently acting in its capacity as the Court-appointed trustee of the Vert Residual Asset Trust (the “**Trust**”) will make a motion to a Judge presiding over the Commercial List on May 6, 2024 at 12:30 p.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard

- In writing under subrule 37.12.1(1) because it is
- In writing as an opposed motion under subrule 37.12.1(4);
- In person;
- By telephone conference;
- By video conference.

THE MOTION IS FOR:

1. an Order, if necessary, abridging the time for service of this Notice of Motion and the Motion Record and that the Notice of Motion is properly returnable on May 6, 2024 and that further service of the Notice of Motion on any interested party, other than those served, may be dispensed with;
 2. an Order approving the activities of the Receiver and Trustee as set out in the first report of the Trustee dated April 24, 2024 (the “**Report**”);
 3. an Order approving the fees and disbursements of the Receiver and Trustee and its counsel along with the accrued fees of the Trustee and its counsel, as set out in the Report;
 4. an Order authorising the Trustee to distribute the shares in RoccaVerde Wellness Corporation (“**RoccaVerde**”), together with all other remaining residual assets and ownership interests which were vested in the Trust, in kind to KW Capital Partners Limited (“**KW**”) as agent for the Secured Lenders (as defined in the Report), or as KW may direct;
 5. an Order discharging KSV as the Trustee subject to the filing of a discharge certificate with this Court confirming that final distributions have been made to the Secured Lenders;
 6. an Order releasing KSV from any and all liability in any way arising from its capacity as Receiver and Trustee save and except for any gross negligence or wilful misconduct;
- and

7. such further and other Orders as counsel may request and this Court may permit.

THE GROUNDS FOR THE MOTION ARE:

A. Approval of Activities and Fees

1. The Trustee's (and formerly the Receiver's) activities to date have been in compliance with and in furtherance of the mandates, discretions and directions provided to the Receiver and Trustee by all applicable Orders of this Court made in these proceedings;

2. All of the activities of Receiver and the Trustee to date have been reasonable under the circumstances and the Receiver and Trustee have, to the extent reasonably possible, monetized all of the Company's and Trust's assets;

3. The fees and disbursements of Receiver and the Trustee as set out in the Report are fair and reasonable under the circumstances at rates consistent with those of other Toronto accounting firms providing insolvency and restructuring services;

4. The Trustee has reviewed the fees and disbursements of its counsel as set out in the Report and has confirmed that the services reflected therein have been duly authorized and duly rendered and are reasonable in the Trustee's opinion;

5. KW (who is acting as the agent of the Secured Lenders who has suffered a shortfall on the realization of its advances to the Company in these proceedings) does not oppose the approval of the Receiver's and Trustee's activities or the approval of the fees and disbursements of the Receiver and Trustee and its counsel as set out in the Report;

B. Discharge and Release of the Trustee

6. All of the assets of the Trust have been sold and all related post-closing matters have been dealt with, with the exception of the Trust's shares held in RoccaVerde – a private company incorporated in British Columbia that is currently inoperative – and certain other remaining residual assets and ownership interests with nominal value;

7. The Trustee is seeking this Court's authorisation to simply distribute the Trust's shares held in RoccaVerde and other remaining residual assets and ownership interests in-kind to KW, acting as agent for the Secured Lenders, or as KW may direct, in case the shares can be monetized in the future;

8. The only remaining task for the Trustee is to file a discharge certificate with the Court confirming that final distributions have been made to the Secured Lenders;

9. The Receiver and Trustee have acted honestly and in good faith and have dealt with the property of the Company and the Trust in a commercially reasonable manner;

10. Under the circumstances, continuing to hold back funds or having to conduct a claims bar process would unnecessarily delay a final distribution to the Secured Lenders who have suffered a shortfall on the realization of their advances to the Company.

C. Miscellaneous

11. Sections 243, 247, 249 and 250 of the *Bankruptcy and Insolvency Act*;

12. Paragraphs 17, 18 and 20 of the Order of this Court made in these proceedings on June 8, 2021 appointing the Trustee;

13. Rules 3.02 and 37.02(1) of the *Rules of Civil Procedure*; and

14. 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 the motion:

1. the Report and all appendices attached thereto; and
2. such further and other materials as counsel may advise and this Court may permit.

Date: April 26, 2024

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Trustee of the Vert Residual Asset Trust.

TO: ATTACHED SERVICE LIST

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(Current as of April 26, 2024)

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APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE VERT RESIDUAL ASSET TRUST

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

**NOTICE OF MOTION
(RETURNABLE MAY 6, 2024)**

DAVIES WARD PHILLIPS & VINEBERG LLP
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Toronto ON M5V 3J7

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Lawyers for KSV Restructuring Inc.,
Trustee of the Vert Residual Asset Trust.

TAB 2



**First Report to Court of
KSV Restructuring Inc. as Trustee of the
Vert Residual Asset Trust (formerly the
Receiver of the assets, undertakings and
properties of Vert Infrastructure Ltd.)**

April 24, 2024

Contents

	Page
1.0 Introduction	1
1.1 Purposes of this Report	2
1.2 Restrictions	2
2.0 Background	3
2.1 RoccaVerde and Other Residual Assets and Interests	4
3.0 The Share Transaction	5
4.0 Trustee's Activities	5
5.0 Professional Fees	6
6.0 Trustee's Discharge	6
7.0 Conclusion and Recommendation	7

Appendices

Appendix	Tab
June 8 th Order	A
Endorsement of Justice Conway	B
RoccaVerde's Facebook page	C
Certificate	D
Fee affidavit – Receiver and Trustee	E
Fee affidavit - Davies	F
Statement of Receipts & Disbursements	G

COURT FILE NO.: CV-20-00642256-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY
ACT, R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF
JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

FIRST REPORT OF KSV RESTRUCTURING INC.
AS TRUSTEE OF THE VERT RESIDUAL ASSET TRUST

APRIL 24, 2024

1.0 Introduction

1. This report (“Report”) is filed by KSV Restructuring Inc. (“KSV”) in its capacity as Trustee of the Vert Residual Asset Trust (the “Trust”). As discussed further below, the Trust was established pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “Court”) dated June 8, 2021 (the “June 8th Order”). A copy of the June 8th Order is provided as Appendix “A” and the related endorsement of Justice Conway is provided as Appendix “B”.
2. KSV was formerly the receiver and manager (the “Receiver”), without security, of all of the assets, undertakings and properties (together, the “Property”) of Vert Infrastructure Ltd. (the “Company”), appointed pursuant to an Order of the Court dated June 16, 2020 (the “Receivership Order”) under section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”) and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended.
3. As of the date of the Receivership Order, the Company was indebted to KW Capital Partners Limited (“KW”), Plazacorp Investments Limited and Jesse Kaplan (together, the “Secured Lenders”) in the amount of approximately \$5.2 million. The application to appoint the Receiver was made by KW as agent of the Secured Lenders, the Company’s principal secured creditors.

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) provide background information about the Company and these proceedings;
 - b) update the Court on the transaction between the Receiver and Emprise Capital Corp. (“Emprise”) dated March 22, 2021 (the “Agreement”) pursuant to which, among other things, the Property and liabilities of the Company were transferred to the Trust, KSV was appointed as the Trustee of the Trust with the same duties and obligations as set out in the Receivership Order, the liabilities that were transferred to the Trust retained the priority they had against the Company, and Emprise was provided the opportunity to restructure the share capital of the Company to take advantage of its public listing (the “Share Transaction”);
 - c) summarize the Trustee’s activities since its appointment;
 - d) summarize the fees of the Receiver/Trustee and their counsel, Davies Ward Phillips & Vineberg LLP (“Davies”), from the commencement of the receivership proceedings until March 31, 2024;
 - e) recommend that the Court issue an Order:
 - i. authorizing the Trustee to distribute in-kind the shares in RoccaVerde Wellness Corporation (“RoccaVerde”) together with all other remaining residual assets and ownership interests which were vested in the Trust to KW as agent for the Secured Lenders (or as KW may direct), as discussed further below;
 - ii. approving the fees of the Receiver/Trustee and Davies plus an accrual of \$25,000 for fees incurred or to be incurred by the Trustee and Davies to the completion of these proceedings, excluding HST and disbursements (the “Fee Accrual”);
 - iii. approving this Report and the Trustee’s activities described herein; and
 - iv. discharging the Trustee.

1.2 Restrictions

1. In preparing this Report, the Trustee has relied upon unaudited financial information prepared by the Company’s representatives, the books and records of the Company and discussions with the Company’s representatives, including its former Chief Executive Officer, Chief Financial Officer and the Company’s former financial advisors. The Trustee has not audited, reviewed or otherwise verified the accuracy or completeness of the information in a manner that complies with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants Canada Handbook.

2. The Trustee expresses no opinion or other form of assurance with respect to the financial information presented in this Report or relied upon by the Trustee in preparing this Report. Any party wishing to place reliance on the Company's financial information should perform its own due diligence and any reliance placed by any party on the financial information presented herein shall not be considered sufficient for any purpose whatsoever. The Trustee accepts no responsibility for any reliance placed by any party based on the financial information in this Report.

2.0 Background

1. The Company was incorporated under the *Business Corporations Act* (British Columbia).
2. The Company's common shares were listed on the Canadian Securities Exchange (the "CSE") under the symbol "VVV", on the OTC in the United States under the symbol "CRXPF", and on the Frankfurt exchange under the symbol "2FR". The shares were subject to a cease trade order (a "CTO") issued on August 20, 2020 by the British Columbia Securities Commission's Corporate Finance Division (the "BCSC").
3. The Company was in the business of raising capital which it used to incorporate subsidiaries in the United States for the stated purpose of developing and operating licenced cannabis and hemp businesses.
4. The Company established limited liability companies in the United States (the "LLCs"), including Elite Ventures Group LLC (83% owned directly or indirectly by the Company), Wheeler Park Properties LLC ("Wheeler") (70%), DVG LLC (50%), Ocean Green Management LLC (30%) and Oklahoma Ventures Group LLC (49%). The operations of the Company and all of its subsidiaries were discontinued prior to the commencement of these proceedings, none had any employees at the date of the Receivership Order and the real property held by each subsidiary had not been maintained for several months.
5. Pursuant to various debentures, the Company owed approximately \$5.2 million to the Secured Lenders at the date of the Receivership Order. The Company granted security for the obligations under the debentures to the Secured Lenders pursuant to general security agreements. Certain subsidiaries of the Company, including Elite and Wheeler, also provided secured guarantees of the obligations under the debentures. Pursuant to the June 8th Order, the Trustee was authorized to make one or more distributions to the Secured Lenders up to the amount of the Company's indebtedness owing to them.
6. As discussed in the Receiver's First Report to Court dated May 12, 2021, the Receiver completed a transaction for the real property owned by Elite located in Nye County, Nevada for proceeds totalling approximately US\$725,000. The proceeds were distributed directly to the Secured Lenders by the escrow agent in the United States that processed the transaction and in accordance with a registration on title by the Secured Lenders.

7. Following the Nye County transaction, the Receiver facilitated a transaction among Elite and several other companies to sell cannabis licenses held by The Hempire Co., a company that operated from a property that had been owned by Elite in Tonopah, Nevada, along with other property formerly owned by Elite (the “License Transaction”). The transaction resulted in the escrow agent in the United States that processed the transaction distributing approximately US\$585,000 directly to the Secured Lenders.
8. Neither the Receiver nor the Trustee completed transactions for the shares or assets of the remaining LLCs as, among other reasons: a) information provided by representatives of the Company and the Secured Lenders reflected that the values of the assets held by these entities were nominal and were subject to mortgages, liens and other claims far in excess of their values; b) none of the remaining LLCs was operating at the commencement of these proceedings and none of them commenced operations during these proceedings; and c) the costs to realize on the shares or assets would have exceeded the net values, if any.
9. The Secured Lenders will suffer a material shortfall on their advances to the Company in an amount in excess of \$3 million.
10. Additional information related to the Company, its background, the Trust and this proceeding is included in the Receiver’s two reports to Court and in the application materials filed by KW which have been posted at <https://www.ksvadvisory.com/insolvency-cases/case/vert-infrastructure-ltd>.

2.1 RoccaVerde and Other Residual Assets and Interests

1. The Trust owns 5,000,000 common shares in RoccaVerde, formerly known as World Farms Corp., a private company based in British Columbia. The Receiver had been in discussions with the principals of RoccaVerde shortly after its appointment regarding a sale of the shares; however, the principals of RoccaVerde were unable to raise the financing they required to purchase the shares.
2. Based on the Trustee’s recent searches, it appears that RoccaVerde is dormant and is not operating. A copy of RoccaVerde’s Facebook page is provided in Appendix “C”. RoccaVerde does not appear to have a website.
3. While the current value of the RoccaVerde shares is believed to be nominal based on the information available to the Trustee, the Trustee recommends that it be authorized to distribute them in-kind to KW as agent for the Secured Lenders in case the business resumes and the shares can be monetized in the future.
4. As noted in Section 2.0(8) above, the shares of the remaining LLCs also are believed to be nominal in value but remain subject to the security interests in favour of the Secured Lenders who will suffer a material shortfall on their advances to the Company. Accordingly, the Trustee also recommends that it be authorized to distribute all such assets and interests in-kind to KW as agent for the Secured Lenders, or as KW may direct, in case any such assets and interests can be monetized in the future. Doing so will ensure that the Trust has no remaining assets to administer and remain with only liabilities with no available recovery.

3.0 The Share Transaction

1. As discussed in the Receiver's Second Report to Court dated May 31, 2021, the Receiver and Emprise negotiated the Agreement for Emprise to acquire the Company's public listing for proceeds of \$200,000 (the "Funding Loan") plus funding of \$100,000 (plus HST) (the "Initial Loan") to pay the professional costs of the Receiver and its counsel to obtain Court Orders authorizing the transactions contemplated in the Agreement.
2. The Agreement was approved by the Court pursuant to the June 8th Order and the corporate arrangement contemplated therein was subsequently approved by the Supreme Court of British Columbia (the "BC Court") pursuant to an Order dated June 24, 2021.
3. The Share Transaction closed on July 27, 2021 upon the Receiver filing a certificate with the Court (the "Certificate"), a copy of which is provided as Appendix "D". The filing of the Certificate resulted in, among other things: i) the transfer of all assets and claims against the Company to the Trust, other than in respect of the Initial Loan and the Funding Loan; and ii) the discharge of the Receiver with respect to the Company and the termination of the receivership proceedings with respect to the Company.
4. Following the closing of the Share Transaction, Emprise arranged with Manning Elliott LLP ("Manning Elliott"), the Company's former accountants, to file the Company's outstanding corporate tax returns with Canada Revenue Agency ("CRA"). The filings were required by the applicable securities commissions to temporarily lift the CTO and to allow Emprise to arrange a private placement of equity into the Company, at Emprise's expense.
5. The tax filings referenced above were also required by CRA to release GST refunds of approximately \$250,000 that CRA approved following the Receiver's appointment. Due to numerous challenges associated with CRA processing the corporate tax returns, the GST refunds were only released to the Trustee in January 2024. The GST refunds represented the only realizable asset held by the Trust.

4.0 Trustee's Activities

1. In addition to the activities addressed in this Report, the Trustee's activities since its appointment have included:
 - completing the Share Transaction with Emprise;
 - completing the License Transaction;
 - corresponding extensively with CRA regarding the Company's corporate and sales tax accounts;
 - corresponding with Manning Elliot regarding the Company's tax returns;
 - filing the Trust's monthly HST returns;
 - dealing with the dissolution of Elite;

- preparing Interim Reports of the Receiver pursuant to Subsection 246(2) of the BIA;
- responding to inquiries from the Trust's creditors and the Company's shareholders;
- providing updates to the Secured Lenders on, among other things, the status of this proceeding; and
- preparing this Report.

5.0 Professional Fees

1. The fees of KSV as Receiver and Trustee from the commencement of the receivership proceedings to March 31, 2024 total \$293,199, excluding disbursements and HST. The fees of Davies for the same period total \$184,303, excluding disbursements and HST. Fee affidavits and accompanying invoices in respect of the fees and disbursements of the Receiver/Trustee and Davies for these periods are attached as Appendices "E" and "F", respectively, to this Report.
2. The average hourly rate for the Receiver/Trustee and Davies during the referenced billing period was \$596 and \$798, respectively.
3. The Trustee believes that the Fee Accrual is sufficient and necessary to cover its fees and the fees of Davies to the completion of these proceedings.
4. The Trustee is of the view that Davies's hourly rates are consistent with the rates charged by other law firms practicing in the area of insolvency in the Toronto market, and that its fees are reasonable and appropriate in the circumstances.

6.0 Trustee's Discharge

1. As discussed above, the Trustee has, to the extent reasonably possible, monetized the Trust's assets which exclusively consisted of the GST refunds. Accordingly, in the Trustee's view, it is appropriate for it now to seek its discharge.
2. A schedule of receipts and disbursements from the date of the Receivership Order to April 18, 2024 is provided as Appendix "G". Realizations for the Secured Lenders totalled approximately \$2 million, including amounts distributed directly by escrow agents as discussed in Section 2 above.
3. The Trustee recommends that the Court issue an order discharging KSV as Trustee of the Trust, subject to the filing of a discharge certificate with the Court confirming that final distributions have been made to the Secured Lenders.

4. The draft discharge order in respect of the Trust also contemplates that:
- a) the Trustee shall remain Trustee for the performance of such incidental duties as may be required to complete the administration of this proceeding; and
 - b) the Trustee shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as the Trustee of the Trust.

7.0 Conclusion and Recommendation

1. Based on the foregoing, the Trustee respectfully recommend that this Honourable Court make an order granting the relief detailed in Section 1.1(1)(e) of this Report.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

**KSV RESTRUCTURING INC.
IN ITS CAPACITY AS TRUSTEE OF THE
VERT RESIDUAL ASSET TRUST
AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)	TUESDAY, THE 8TH
)	
JUSTICE CONWAY)	DAY OF JUNE, 2021

BETWEEN:

KW CAPITAL PARTNERS LIMITED

Applicant

- and -

VERT INFRASTRUCTURE LTD.

Respondent

**APPROVAL AND VESTING ORDER
(Emprise Transaction Approval)**

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 granting the relief set out in the Notice of Motion dated May 31, 2021, including (i) the approval of the letter agreement (the “**Agreement**”) between the Receiver and Emprise Capital Corp. (“**Emprise**”) dated March 22, 2021 and the transactions provided therein (the “**Transaction**”), (ii) approving the vesting of all the Property (as defined in the Receivership Order) of Vert to KSV in trust, for the benefit of the existing creditors of Vert (the “**Trust**”), and (iii) a declaration that the administration of the Trust shall remain subject to these proceedings, was heard this day by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic.



Capitalized terms used herein but otherwise undefined shall have the respective meanings given to them in the Report (as defined below).

ON READING the Second Report of the Receiver dated May 31, 2021 (the “**Report**”) and on hearing the submissions of counsel for the Receiver and Emprise and no one 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 AND DECLARES** that the Agreement and the Transaction be and are hereby approved and that the execution of the Agreement by the Receiver, is hereby authorized and approved with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to perform its obligations under the Agreement and to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction.

3. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver to bring an application in the Supreme Court of British Columbia seeking an order (the “**BC Order**”) under the *Business Corporations Act* (British Columbia) as set out in the Report in order to effect the restructuring of Vert as contemplated in the Agreement.

VESTING

4. **THIS COURT ORDERS AND DECLARES** that upon the filing of the Receiver's certificate (the "**Receiver's Certificate**") substantially in the form attached as Schedule "A" hereto the following shall occur:

- (a) subject to subsection (e) and paragraph 5 below, all of the right, title and interest in and to the Property, shall vest absolutely and exclusively without recourse and subject to all existing encumbrances, in and to KSV Restructuring Inc. in trust (the "**Trustee**") for the purposes of continuing to administer the Property in the same manner and with the same powers, obligations and protections as the Receiver pursuant to the Receivership Order for the benefit of the existing creditors of Vert;
- (b) for the avoidance of doubt the Property vested in the Trust shall include any and all rights of Vert (i) to receive any refund of any taxes, duties, fees, premiums, assessments, reassessments, imposts, levies and other charges of any kind whatsoever imposed by any governmental authority, including all interest, penalties, fines, additions to tax or other additional amounts imposed in respect thereof, and including those levies on, or measured by, income, gross receipts, profits, capital, transfer, land transfer, sales, goods and services, harmonized sales, use, excise, withholding, business, franchising, property, development, occupancy, payroll, health, social services, education, employment and all social security taxes, all surtaxes, all customs, duties and import and export taxes, countervail and anti-dumping, all licence, franchise and registration fees and all employment insurance premiums, health insurance premiums and other government

pension plan premiums or contributions paid by Vert prior to the date of the delivery of the Receiver's Certificate and (ii) to receive any other third party warranties, guarantees, subsidies, refunds or credits incurred prior to the date of the delivery of the Receiver's Certificate (collectively, "**Refunds**"). After the date of delivery of the Receiver's Certificate, if Vert shall collect or receive any Refunds, all such Refunds shall be received by Vert as trustee for the Trust and shall be paid to the Trust forthwith;

- (c) subject to subsection (e) and paragraph 5 below, any person that, prior to the delivery of the Receiver's Certificate, had a right or claim against Vert of every nature and kind, including without limitation security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured, contingent or otherwise (each a "**Claim**") shall no longer have such Claim against Vert, but will have an equivalent Claim against the Property to be administered by the Trust from and after the delivery of the Receiver's Certificate, with the same attributes, rights, nature and priority as they had immediately prior to their transfer in each case, and nothing in this Order limits, lessens, modifies (other than by change of debtor) or extinguishes the Claims of any person as against the Property to be administered by the Trust;

- (d) Subject to subsection (e) and paragraph 5 below, any and all security registrations against Vert in any applicable provincial personal property registry system, or any similar registrations in any applicable jurisdictions shall be and are hereby forever released and discharged as against Vert, and immediately after the delivery of the Receiver's Certificate shall attach to the Property vested in the Trust and maintain the same attributes, rights, nature, perfection and priority (including rights resulting from existing defaults of Vert) including, without limitation, their amount and their secured status as they had immediately before the delivery of the Receiver's Certificate, and no financing change statements in any applicable provincial personal property registry system, or any similar registrations in any applicable jurisdictions are required to reflect their transfer to and assumption by the Trust;
- (e) notwithstanding (a), (c) and (d) above, the funds advanced to Vert by Emprise pursuant to the Initial Loan and the Funding Loan shall vest in the Trust free and clear of and from any and all Claims, but shall remain subject to the Receiver's Charge (as defined in the Receivership Order); and
- (f) subject to paragraph 5 below, the commencement or prosecution, whether directly, indirectly, derivatively or otherwise of any demands, claims, actions, counterclaims, suits, judgements, or other remedy or recovery with respect to any indebtedness, liability, obligation or cause of action against Vert channelled to and assumed by the Trust in respect of the Property shall be

permanently enjoined and barred and Vert shall be and is hereby forever released and discharged from any such Claims.

5. **THIS COURT ORDERS AND DECLARES**, that notwithstanding the foregoing, Vert shall remain liable for the Initial Loan and Funding Loan and that any and all of Vert's after acquired property shall be subject to the Working Capital Charge (as defined below).

RECEIVERSHIP DISCHARGE

6. **THIS COURT ORDERS** that upon the issuance of the Receiver's Certificate, Vert shall be deemed to cease to be a debtor in these receivership proceedings, and shall be deemed to be released from the purview of any Order of this Court granted in respect of these receivership proceedings, save and except for the present Order, the terms of which shall continue to apply in all respects.

7. **THIS COURT ORDERS** that upon the filing of the Receiver's Certificate, the Receiver shall be discharged as Receiver of the undertaking, property and assets of Vert, provided however that notwithstanding its discharge herein (a) KSV shall continue to administer the Property vested in the Trust in the same manner and with the same powers, obligations and protections as the Receiver pursuant to the Receivership Order for the benefit of the existing creditors of Vert, (b) KSV shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership and the Transaction herein, and (c) KSV shall continue to have the benefit of (i) the provisions of all Orders made in this proceeding, including the Receiver's Charge, as the same shall apply to the Property vested in the Trust, and (ii) all approvals,

protections and stays of proceedings in favour of KSV in its capacity as Receiver, or Trustee of the Trust as amended by this Order.

TRUST ADMINISTRATION

8. **THIS COURT ORDERS** that the Trust created hereby shall be named the “Vert Residual Asset Trust”.

9. **THIS COURT ORDERS AND DECLARES** that the administration of the Trust shall remain subject to the Court’s oversight and these proceedings, that the Receivership Order shall apply *mutatis mutandis* to the Trust, Property and Trustee and that the style of cause for these proceedings be changed to:

APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

**IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST**

10. **THIS COURT ORDERS** that the Trustee shall be and is hereby authorized and directed to perform its functions and fulfill its obligations in accordance with the same obligations imposed on the Receiver pursuant to the Receivership Order, including without limitation to make any distributions or payments to KW Capital Partners Limited.

11. **THIS COURT ORDERS AND DECLARES** that the Trustee, in its capacity as Receiver or Trustee be and is hereby authorized to make additional distributions from time to time to KW Capital Partners Limited as the Trustee considers appropriate given

the availability of residual funds in the Trust from time to time net of reserves and holdbacks which the Trustee determines to be appropriate.

12. **THIS COURT ORDERS AND DECLARES** that the Trustee, its employees and representatives shall incur no liability as a result of acting in accordance with this Order, or otherwise administering the Trust, save and except for any gross negligence or wilful misconduct on the part of any such parties.

13. **THIS COURT ORDERS AND DECLARES** that no action lies against the Trustee, in its capacity as Receiver or Trustee, by reason of this Order or the performance of any act authorized by this Order, except by leave of the Court. The entities related to the Receiver and Trustee or belonging to the same group as the Receiver and Trustee shall benefit from the protection arising under the present paragraph.

WORKING CAPITAL CHARGE

14. **THIS COURT ORDERS AND DECLARES** that the Initial Loan, together with the Funding Loan, shall constitute indebtedness of Vert in favour of Emprise.

15. **THIS COURT ORDERS** that, upon the filing of the Receiver's Certificate and subsequent to the operation of paragraphs 4 to and including 7 herein, as security for all obligations of Vert resulting from the Initial Loan and the Funding Loan, Emprise is hereby granted a first ranking charge and security, up to a maximum amount of \$300,000 over Vert's after acquired assets, rights, undertakings and properties of every nature (the "**Working Capital Charge**").

APPROVAL OF ACTIVITIES

16. **THIS COURT ORDERS** that the Report and the activities of the Receiver set out therein 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.

GENERAL

17. **THIS COURT ORDERS** that, notwithstanding:

- (a) The pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”) in respect of Vert or the Property and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Vert or in respect of the Property,

the implementation of the Transaction, including the transfer of the Property to the Trust (i) shall be binding on any trustee in bankruptcy that may be appointed in respect of Vert, and shall not be void or voidable by creditors of Vert or the Trust, as applicable, (ii) shall not constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal, provincial or territorial legislation, and (iii) shall not constitute nor be deemed to be oppressive or unfairly prejudicial conduct by Vert or the Receiver pursuant to any applicable federal, provincial or territorial legislation.

18. **THIS COURT ORDERS AND DECLARES** that the Receiver shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and complement this Order and, without limitation to the foregoing, an order from the BC Court. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Receiver as may be deemed necessary or appropriate for that purpose.

19. **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.

Conway J.

SCHEDULE "A"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST****BETWEEN:****KW CAPITAL PARTNERS LIMITED**

Applicant

- and -

VERT INFRASTRUCTURE LTD.

Respondent

RECEIVER CERTIFICATE**RECITALS**

A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 16, 2020, KSV Restructuring Inc. (previously KSV Kofman Inc.) was appointed as the receiver and manager (in such capacities, the "**Receiver**") without security, of all of the assets, undertakings and properties Vert Infrastructure Ltd. (the "**Debtor**") acquired for, or used in relation to a business carried on by the Debtor.

B. Pursuant to an Order of the Court dated [●], the Court approved the letter agreement of purchase and sale between the Receiver and Emprise Capital Corp. ("**Emprise**") dated March 22, 2021 (the "**Sale Agreement**"), and provided for the vesting of the Debtor's right, title and interest in and to the Property (as defined in the Receivership Order), in the Receiver in trust (the "**Trustee**") for the purposes of continuing to administer the Property in the same manner and with the same powers, obligations and protections as the Receiver pursuant to the Receivership Order for the benefit of the existing creditors of Vert which vesting is to be effective upon the delivery by the Receiver to Emprise of a certificate confirming (i) the payment by Emprise of the Funding Loan; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver or Emprise, as applicable; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. No appeal of the BC Order has been initiated and all appeal periods have expired; and
2. Emprise has advanced and the Receiver has received the Funding Loan pursuant to the Sale Agreement.

This Certificate was delivered by the Receiver at _____ on [●], 2021.

This Certificate may be executed by facsimile or other form of electronic transmission reproducing an original, which shall be deemed to be an original.

KSV RESTRUCTURING INC., in its capacity as receiver and manager of the undertaking, property and assets of Vert Infrastructure Ltd. and not in its personal capacity

By:

Name:

Title:

IN THE MATTER OF THE RECEIVERSHIP OF VERT INFRASTRUCTURE LTD.

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

(PROCEEDING COMMENCED AT TORONTO)

**APPROVAL AND VESTING ORDER
(Emprise Transaction Approval)**

Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
Toronto, ON M5V 3J7

Robin B. Schwill
(LSUC #: 384521)

Telephone: 416.863.5502
Facsimile: 416.863.0871

Lawyers for the Receiver

Appendix “B”

Endorsement of Madam Justice Conway dated June 8, 2021

From: Conway, Madam Justice Barbara

Sent: June 8, 2021 2:51 PM

To: Nicholls, Robert

Subject: RE: RECEIVERSHIP OF VERT INFRASTRUCTURE LTD., Court File No. CV-20-00642256-00CL

Importance: High

The Receiver of Vert Infrastructure Ltd. (KSV) bring this motion to approve a transaction with Emprise Capital Corp. as well as for a vesting order and related relief. It also seeks approval of its activities in its Second Report. The motion is on consent/unopposed.

The transaction is designed to monetize the shell status of Vert for the benefit of Vert's creditors. Essentially, the creditors will receive \$200,000 that Emprise will be paying to acquire Vert as a shell company. Emprise will be funding the cost of the transaction up to \$100,000 so the creditors will receive the \$200,000 without any associated expense. This will constitute some recovery for the senior secured creditors who are significantly under water.

The transaction has been designed in a practical manner that uses judicial tools available to this court – a vesting order, channelling claims, and creation of a common law trust. I am satisfied that I can grant the order. Ultimately, KSV, who is the Receiver of Vert, will be holding these assets in trust for the very same creditors of Vert – it mirrors the structure and rights/obligations that are in place under the receivership. It is all for the benefit of those creditors. There is no reason to have a formal trust agreement in place here since KSV would be signing it both as Receiver and Trustee.

Order to go as signed by me and attached to this email. This order is effective from today's date and is enforceable without the need for entry and filing.



Superior Court of Justice (Toronto)

Appendix “C”

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37

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RoccaVerde Wellness Corporation Investors Group

Public group · 212 members

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or

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BCSC Investor Survey - World Farms Corp.

Dear Erin Brazeau,

We are contacting you to request that you complete a brief survey regarding your investment in World Farms Corp., now known as RoccaVerde Wellness Corporation. You can access the survey at this link: https://ca.research.net/r/World_Farms_Corp_Investor_Questionnaire

The survey should not require more than 15 minutes of your time. Please note that only one response will be accepted.

We ask that you please complete the survey by December 9, 2022. Please contact Kyle Record, Investigator, at the phone number or email address listed below if you have any difficulties accessing or completing the survey.



Kyle Record
Investigator, Enforcement
British Columbia Securities
Commission
1200 - 701 West Georgia Street
Vancouver, BC V7Y 1L2

Tel: 604-899-6923
Fax: 604-899-6633
www.bcsc.bc.ca
Email: krecord@bcsc.bc.ca
Find us on: [Twitter](#) | [Facebook](#) | [YouTube](#)



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1

13



Like



Comment



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or

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 Erin Brazeau replied · 1 Reply

Jake Pistachio

February 19, 2021 · 

This Is my response when I Emailed the company, sounds to me like blah blah blah we took you for a ride.



RoccaVerde Wellness Corporation Investors Group

[Join group](#)

About

About RoccaVerde Wellness Corporation:

RoccaVerde Wellness Corp is a vertically integrated wellness company with a global footprint. We are foc... [See more](#)

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Anyone can see who's in the group and what they post.

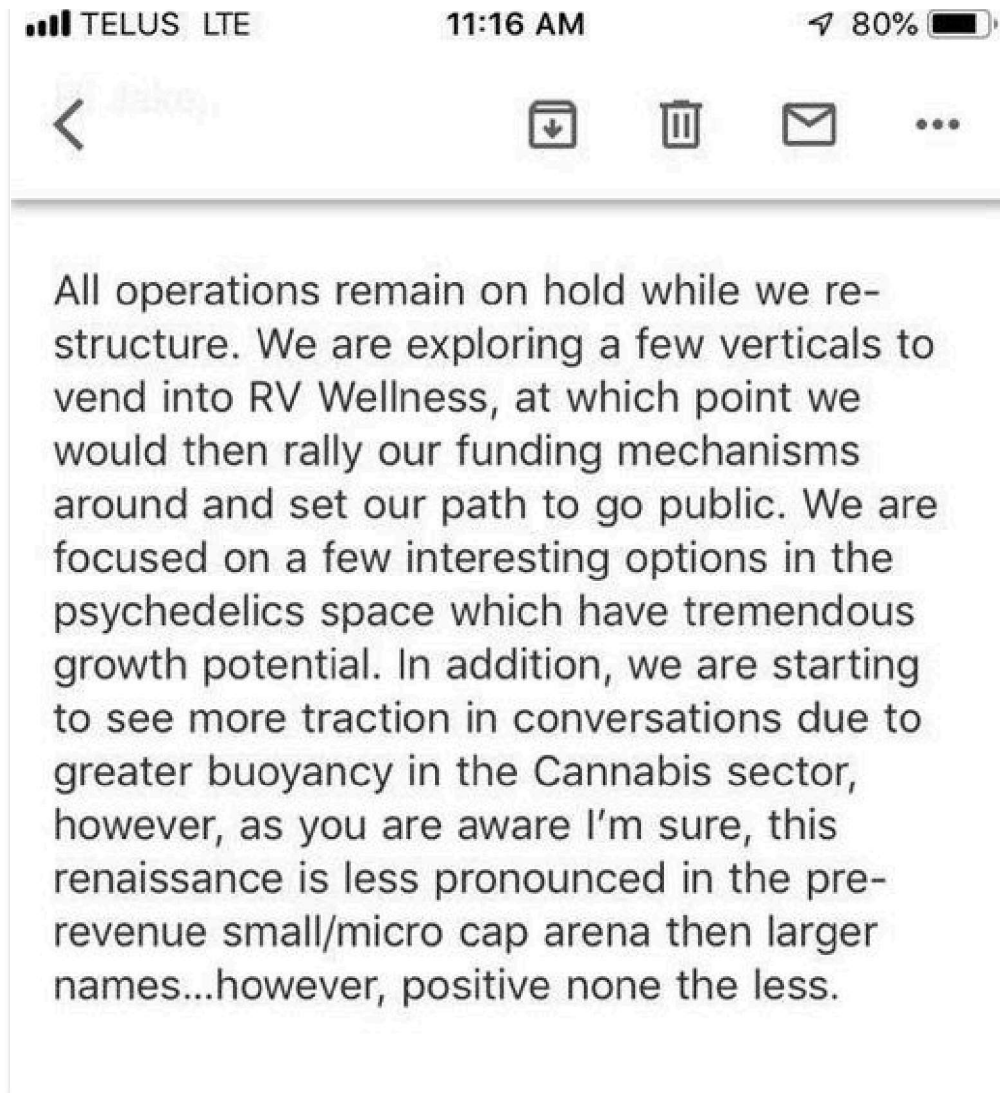
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1 4


Like Comment Share

 **Shawn Scott**
I'll be in an old folks home by then by sounds of it.
Jesus... well what can a guy or gal do. Hope it comes but
F.....

3y 

 **Shawn Scott** replied · 3 Replies

 **Tony Daniel Brewer**
February 20, 2022 · 



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Jake Pistachio

February 15, 2021 ·

Another good sign 😊

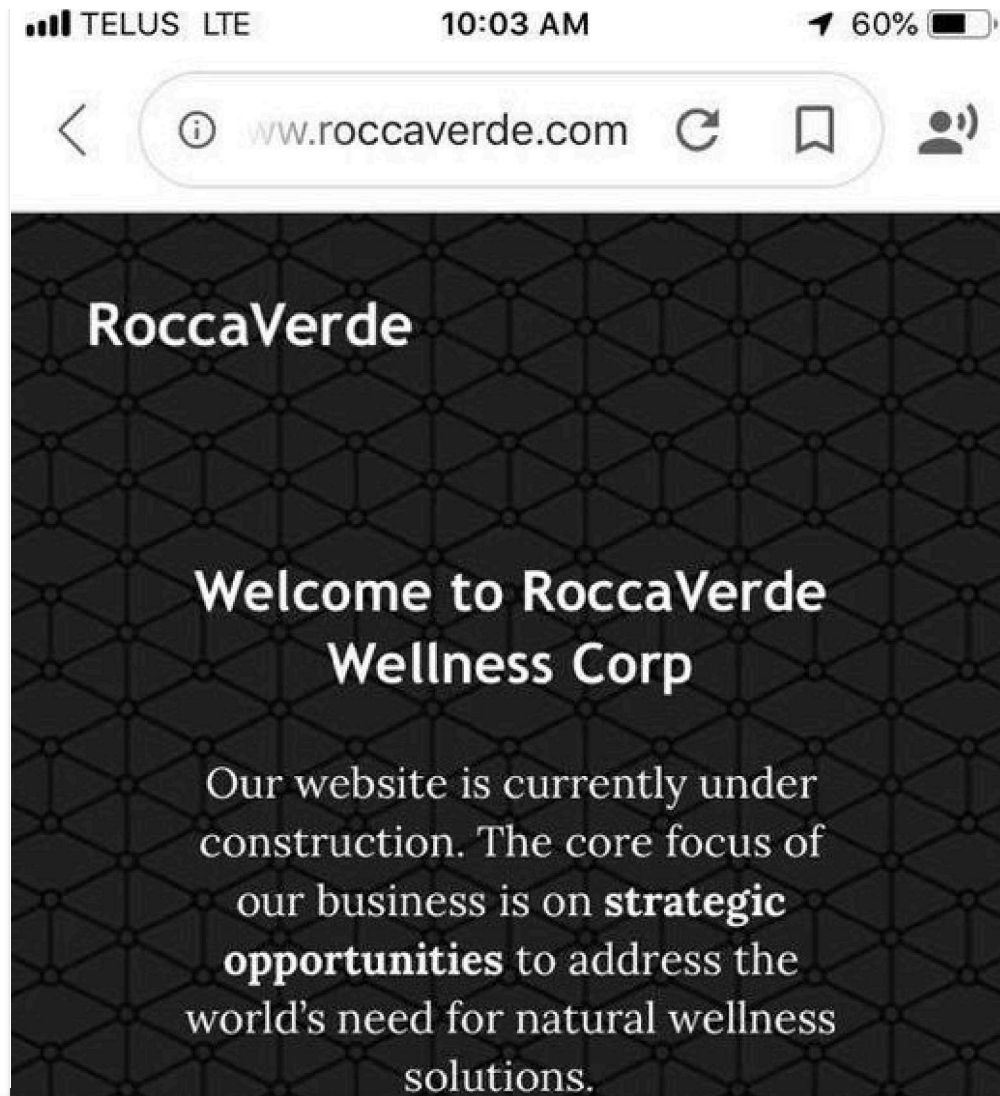
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Log in or sign up for Facebook to connect with friends, family and people you know.

[Log In](#)



or

[Create new account](#)

 1 1 

 Like Comment Share

 **Shawn Scott**
Good! Let's get being able to trade time is now !
3y

 **Jake Pistachio**
January 9, 2021 · 

**Any updates or is it safe to say
our money is gone?**

Log in or sign up for Facebook to connect with friends, family and people you know.

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or

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**Rob Armstrong**

I spoke w Arthur Dec 30 Still working on avenues to go public He has a large financial position as a share holder at the same price we do.. planting will take place in Croatia this spring.he said he will put out a shareholder update soon.

3y



Shawn Scott replied · 10 Replies

**Shawn Scott**

October 23, 2020 · 🌐

Curious if anyone's been in contact with these peeps as of late and got any updates?

5



Like



Comment



Share

View more comments**Shawn Scott** Author

Well I got an email back and they forward it to a fellow who is supposed to get back to me. Stay tuned...

3y

**Tina Trachsel**

I posted an update on October 1, did you see it Shawn

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"As it stands all farming operations have been "on-hold" for the past months to conserve capital while we re-structure things with our projects and shore up the capital short-fall. In addition all RoccaVerde team members have been working, full-time, without pay since March, and we exited our office lease in Gastown. We took these cost cutting steps early on to ensure we could make it through the early parts of COVID ... [See more](#)

 Like Comment Share

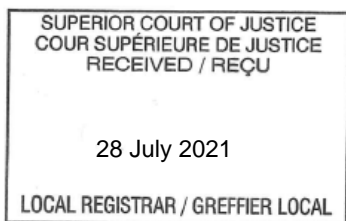
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Appendix “D”



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:**KW CAPITAL PARTNERS LIMITED**

Applicant

- and -

VERT INFRASTRUCTURE LTD.

Respondent

RECEIVER CERTIFICATE**RECITALS**

A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 16, 2020, KSV Restructuring Inc. (previously KSV Kofman Inc.) was appointed as the receiver and manager (in such capacities, the "**Receiver**") without security, of all of the assets, undertakings and properties Vert Infrastructure Ltd. (the "**Debtor**") acquired for, or used in relation to a business carried on by the Debtor.

B. Pursuant to an Order of the Court dated June 8, 2021, the Court approved the letter agreement of purchase and sale between the Receiver and Emprise Capital Corp. ("**Emprise**") dated March 22, 2021 (the "**Sale Agreement**"), and provided for the vesting of the Debtor's right, title and interest in and to the Property (as defined in the Receivership Order), in the Receiver in trust (the "**Trustee**") for the purposes of continuing to administer the Property in the same manner and with the same powers, obligations and protections as the Receiver pursuant to the Receivership Order for the benefit of the existing creditors of Vert which vesting is to be effective upon the delivery by the Receiver to Emprise of a certificate confirming (i) the payment by Emprise of the Funding Loan; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver or Emprise, as applicable; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. No appeal of the BC Order has been initiated and all appeal periods have expired; and
2. Emprise has advanced and the Receiver has received the Funding Loan pursuant to the Sale Agreement.

This Certificate was delivered by the Receiver at 9 a.m. on July 27, 2021.

This Certificate may be executed by facsimile or other form of electronic transmission reproducing an original, which shall be deemed to be an original.

KSV RESTRUCTURING INC., in its capacity as receiver and manager of the undertaking, property and assets of Vert Infrastructure Ltd. and not in its personal capacity

By:



Name: Mitch Vininsky

Title: Managing Director

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

IN THE MATTER OF THE RECEIVERSHIP OF VERT INFRASTRUCTURE LTD.

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

(PROCEEDING COMMENCED AT TORONTO)

RECEIVER CERTIFICATE

Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
Toronto, ON M5V 3J7

Robin B. Schwill
(LSUC #: 384521)

Telephone: 416.863.5502
Facsimile: 416.863.0871

Lawyers for the Receiver

Appendix “E”

COURT FILE NO.: CV-20-00642256-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

AFFIDAVIT OF MITCH VININSKY
(sworn April 24, 2024)

I, **MITCH VININSKY**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Managing Director of KSV Restructuring Inc. ("KSV").
2. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) made on June 16, 2020 (the "Receivership Order") under section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, KSV was appointed as receiver and manager (the "Receiver"), without security, of all of the assets, undertakings and properties (together, the "Property") of Vert Infrastructure Ltd. (the "Company").
3. Pursuant to an order dated June 8, 2021, the Court, among other things, discharged the Receiver, terminated the receivership proceedings with respect to the Company and appointed KSV as Trustee of the Vert Residual Asset Trust.
4. I have been integrally involved in this mandate since the date of the Receivership Order. As such, I have knowledge of the matters to which I hereinafter depose.
5. The Receiver and the Trustee prepared invoices detailing their services rendered and disbursements incurred (the "**Invoices**") from June 1, 2020 to March 31, 2024 (the "Period") in the aggregate amount of \$293,199 plus disbursements and taxes. Attached hereto and marked as **Exhibit "A"** to this Affidavit is a copy of the Invoices.
6. Additionally, attached hereto as **Exhibit "B"** is a summary of roles, hours and rates charged by members of the Receiver and Trustee who have worked on this matter, and I hereby confirm that the list represents an accurate account of such information. The average hourly rate over the Period is \$596.15.
7. I consider the accounts to be fair and reasonable considering the circumstances connected with this matter.

8. This Affidavit is made in support of a motion to, *inter alia*, approve the attached accounts of the Receiver and Trustee and the fees and disbursements detailed therein, and for no improper purpose whatsoever.

SWORN before me at the City of)
Toronto, in the Province of Ontario,)
this 24th day of April, 2024)



Catherine Anne Stuyck-Therault, a Commissioner, etc.,
Province of Ontario for KSV Advisory Inc. and KSV Restructuring Inc.
Expires February 19, 2025



MITCH VININSKY

Attached is Exhibit "A"

Referred to in the
AFFIDAVIT OF MITCH VININSKY

Sworn before me

this 24th day of APRIL, 2024



Catherine Anne Stuyck-Therault, a Commissioner, etc.,
Province of Ontario for KSV Advisory Inc. and KSV Restructuring Inc.
Expires February 19, 2025



INVOICE

Plaza Capital Advisors
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

July 3, 2020

Attention: Sruli Weinreb

Invoice No: 1744
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in June 2020 by KSV Kofman Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice (the "Court") made on June 16, 2020 ("Receivership Order"), including:

General

- reviewing Company information, including:
 - interim financial statements for the nine months ended November 30, 2019;
 - security agreements between the Company and KW Capital Partners Limited ("KW"), the Company's principal secured lender;
 - deeds of trust in favour of KW related to three of the Company's properties;
 - loan documents between the Company and MYM Nutraceuticals;
 - loan documents between the Company and ABACA Investments USA, LLC ("ABACA"); and
 - the Company's filings on SEDAR;
- corresponding with Howard Steinberg, the principal of ABACA and an advisor to KW, including calls on June 4, 5, 15, 16 and 18, 2020;
- corresponding with Trichome Financial Corporation ("Trichome"), KW's financial advisor, including attending calls on June 5 and 19, 2020;

- corresponding extensively with Davies Ward Phillips & Vineberg LLP (“Davies”), legal counsel to the Receiver, including attending near-daily calls regarding various matters in these proceedings;
- corresponding extensively with Fox Rothschild LLP (“Fox”), US counsel to the Receiver, including attending calls on June 18, 22, and 26, 2020;
- corresponding extensively with KW, including attending calls on June 16 and 26, 2020;
- reviewing and commenting on several versions of KW’s receivership application (the “Receivership Application”), including the:
 - affidavit by Yisroel Weinreb sworn June 1, 2020;
 - factum of the Applicant dated June 10, 2020; and
 - notice of application dated June 10, 2020;
- preparing a receivership checklist of matters to be addressed immediately following the Receivership Order;
- attending on June 16, 2020, virtually, the Receivership Application;
- corresponding with Nick Horsley and Hani El Rayess, advisors to the Company, to obtain information regarding the Company, its background and its assets, including calls and emails on June 16, 18, 19, 22, 24, 26 and 29, 2020;
- preparing a letter dated June 16, 2020 to Bank of Montreal (“BMO”) regarding the receivership proceedings and to place restrictions on the Company’s bank accounts;
- corresponding with BMO regarding the status of the Company’s bank accounts and to obtain bank statements for the period July 2018 to June 2019 (“BMO Statements”);
- reviewing the BMO Statements;
- preparing an email on June 16, 2020 requesting information from Alnoor Nathoo, former Chief Executive Officer (“CEO”) of the Company;
- corresponding with Mr. Nathoo to schedule a call with him following the issuance of the Receivership Order;
- corresponding with McLeod Law LLP, the Company’s counsel, following the Receivership Order;
- attending a call on June 17, 2020 with Davies regarding the Company’s lack of cooperation with the Receiver;
- attending a call on June 18, 2020 with Arif Merali, another former CEO of the Company, to obtain background information, understand his involvement with the Company and identify the location of the Company’s books and records;
- preparing a letter dated June 19, 2020 to Alterna Bank located in Ontario to inform it of the receivership proceedings and to restrict access to the Company’s bank accounts;

- coordinating attendance at the Company's former premises located at 535 Howe St., Vancouver with Messrs. El Rayess and Merali in order to take possession of the Company's books and records and arrange to send them to the Receivers' office;
- attending several calls on June 22, 2020 with Messrs. El Rayess and Merali regarding the Company's records;
- corresponding with and attending a call on June 19, 2020 with Abbey Abdiye, the former Chief Financial Officer of the Company, regarding the Company's financial records and the status of the Company's GST/HST filings;
- reviewing a GST/HST return filed by the Company for the year ending February 2019 (the "GST Return");
- preparing a Notice and Statement of the Receiver dated June 24, 2020 and sending same to the Company's known creditors and the Office of the Superintendent of Bankruptcy Canada;
- attending a call on June 29, 2020 with Michael Yorke, yet another former CEO of the Company;
- preparing an information request email to Mr. Yorke;
- preparing a letter to Canada Revenue Agency dated June 29, 2020 to advise of the receivership proceedings and inquire into the status of the refund claimed pursuant to the GST Return;

Asset Review

- Performing diligence on the Company's assets and entities where it has an indirect or direct ownership interest, including:
 - Elite Ventures Group LLC ("Elite");
 - Wheeler Park Properties LLC ("Wheeler");
 - Aleph One LLC ("Aleph");
 - DVG LLC;
 - Humboldt Holdings, LLC;
 - RoccaVerde Wellness Corporation (formerly World Farms Corp) ("RoccaVerde");
 - Oklahoma Ventures Group LLC; and
 - Ocean Green Management LLC (together, the "Subsidiaries");
- corresponding with Mr. Steinberg and Trichome regarding the Subsidiaries;

- reviewing a data room with information provided by Messrs. Horsley and El Rayess, including:
 - litigation information;
 - lists of equipment and purchase receipts;
 - incorporation and partnership documents;
 - internal financial statements;
 - option agreements in favour of the Company to increase its ownership of Elite and Wheeler;
 - an option agreement in favour of the Company to obtain the membership interests in Quantum Flux, LLC, a company that had been owned by Messrs. Horsley and El Rayess;
 - cannabis licenses and option agreements to acquire same; and
 - real property purchase agreements;
- summarizing the contents of the data room;
- reviewing parcel search results from Fox on real property located in Round Mountain owned by Elite (“Candee Ranch”) and another property formerly owned by Aleph (“Turk Ranch”);
- reviewing the corporate profile of Grow Nevada LLC (“Grow Nevada”), the party listed on title as the owner of Turk Ranch;
- performing a search on the Nevada Water Resources website regarding the status of water rights on Candee Ranch and Turk Ranch;
- corresponding with Fox regarding the foreclosure of real property located in Esmeralda County (“Esmeralda”) previously owned by Elite;
- conducting a search of the Nevada Cannabis Compliance Board website to determine the status of cannabis licenses associated with Esmeralda and registered to Hempire, LLC;
- corresponding with Humberdeau Law, counsel representing Wheeler Corridor, LLC, regarding a Notice of Intent to Forfeit Real Estate associated with real property owned by Wheeler, including attending a call on June 18, 2020;
- preparing schedules summarizing the status of each property;
- discussing with Fox and Davies the status of the Deed of Trusts registered in favour of KW;
- reviewing information regarding transactions between the Company, Elite and Aleph, including the flow of funds and title registrations;
- attending a call on June 24, 2020 with a representative of RoccaVerde;
- corresponding with RoccaVerde regarding the Company’s ownership interest in it, the value of RoccaVerde and a potential repurchase by RoccaVerde of the Company’s shares;

- reviewing a memo dated June 26, 2020 prepared by Fox summarizing the status of real property owned by Elite;
- preparing a report to KW and Jesse Kaplan dated June 26, 2020 regarding the Receiver’s preliminary findings (the Report”);
- attending a call on June 30, 2020 with KW, Mr. Kaplan, Mr. Steinberg, and Trichome to discuss the Report;
- attending a call on June 30, 2020 with Jody Turner, a prospective purchaser of Candee Ranch and Turk Ranch and who has information related to these proceedings;
- corresponding on June 30, 2020 with Fox regarding next steps related to the Elite properties and certain licenses;
- corresponding with Mr. Turner regarding a potential site visit at the properties in Nevada; and
- to all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	61,042.50
Disbursements (courier and Vancouver office records removal)		1,677.50
HST		8,153.60
Total due	\$	<u><u>70,873.60</u></u>

KSV Kofman Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending June 30, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	16.80	12,180.00
Mitch Vininsky	625	44.00	27,500.00
Esther Mann	450	46.00	20,700.00
Other staff and administration		3.50	662.50
Total Fees			<u>61,042.50</u>



INVOICE

Plaza Capital Advisors
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

August 7, 2020

Attention: Sruli Weinreb

Invoice No: 1794
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in July 2020 by KSV Kofman Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice (the "Court") made on June 16, 2020 ("Receivership Order"), including:

- Attending a call on July 1, 2020 with Don Walker, counsel to Alnoor Nathoo, a former Chief Executive Officer of the Company;
- Reviewing accounts payable information provided by Abbey Abdiye, the former Chief Financial Officer, for the purpose of claiming input tax credits in relation to collecting GST refunds;
- Corresponding with Mr. Abdiye regarding the Company's GST filings and the status of the refund it claimed;
- Attending calls on July 6 and 14, 2020 with Canada Revenue Agency regarding the Company's GST account;
- Filing the Company's GST returns for the years ended February 28, 2019 and 2020 ("GST Returns");
- Assembling support documentation for the GST Returns;
- Corresponding with RoccaVerde Wellness Corporation (formerly World Farms Corp) ("RoccaVerde") regarding its offer to purchase the Company's shares;
- Providing updates to KW Capital Partners Limited ("KW"), the Company's principal secured lender, regarding the offers and counter offers between the Receiver and RoccaVerde;

- Reviewing search results regarding the properties owned or formerly owned by Elite Ventures Group LLC (“Elite”) and Wheeler Park Properties LLC (“Wheeler”);
- Discussing the search results with Fox Rothschild LLP (“Fox”), US counsel to the Receiver, including attending calls on July 7, 10, 22 and 27, 2020;
- Corresponding with Jody Turner, a prospective purchaser of a property owned by Elite;
- Preparing an engagement letter to retain Mr. Turner as a contractor to, among other things, attend at the properties;
- Corresponding with Mr. Turner regarding his visits to Elite’s properties and the condition of the equipment located on site;
- Reviewing a letter dated July 10, 2020 from Harper Grey LLP, counsel to Michael Yorke, a former Chief Executive Officer of the Company;
- Attending a call on July 14, 2020 with Dan Bariault, former counsel to Nick Horsley and Hani El Rayess, advisors to the Company, to obtain information regarding the Company;
- Attending a call on July 14, 2020 with Joe Frey, a party storing a hemp dryer owned by Elite;
- Reviewing background information regarding Humboldt Holdings, LLC, which is majority owned by the Company (70%), and the status of its sale of 116 Creekside Lane, Carlotta, California (“Carlotta Property”);
- Attending a call on July 15, 2020 with Sarah Duran of First American Title Insurance Company, the escrow agent involved in the Carlotta Property sale, to understand the status of the transaction;
- Reviewing an email update dated July 15, 2020 from Fox regarding Elite, Wheeler and other matters, and discussing same with Fox;
- Preparing a detailed summary of the promissory notes issued by the Company to Elite, Wheeler and other subsidiaries;
- Preparing an email update dated July 15, 2020 to KW (“July 15th Update”);
- Attending a call on July 16, 2020 (“July 16th Call”) with KW and others to discuss the July 15th Update;
- Preparing an action plan following the July 16th Call;
- Attending a call on July 17, 2020 with The Law Office of Matthew Huzaineh, Esq., counsel to the purchaser, regarding the Carlotta Property;
- Preparing an email update on July 17, 2020 to KW regarding the Carlotta Property;
- Corresponding with Mr. Bariault regarding the Company’s ownership of Quantum Flux, LLC (“QF”) and the status of its operating agreement;
- Preparing a letter, in draft, to David Baker, the former Manager and Chief Executive Manager of Elite, among other companies;

- Responding to inquiries from the British Columbia Securities Commission regarding its investigation into the Company;
- Corresponding and speaking with a representative of CarterAG, an equipment dealer in Lund, Nevada, regarding a baler believed to be owned by Elite (the “Baler”);
- Corresponding with Mr. Horsley regarding the Baler;
- Corresponding with Fox regarding the process to replace Messrs. Horsley and El Rayess with Vert as the Manager and Chief Executive Manager of QF;
- Corresponding with Fox regarding the transferability of cannabis licenses in Nevada and the process for Elite to exercise its option to acquire the licenses held by The Hempire Company, LLC, a company owned by Mr. Baker;
- Reviewing and commenting on a resolution to replace the Manager and Chief Executive Manager of QF and Elite;
- Reviewing search results from Fox regarding the registration of water rights associated with Elite’s properties, and discussing same with Fox;
- Corresponding with Fox regarding tax and IRS matters related to QF and its filings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	32,466.00
Disbursements		323.64
HST		<u>4,262.65</u>
Total due	\$	<u><u>37,052.29</u></u>

KSV Kofman Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending July 31, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	8.50	6,162.50
Mitch Vininsky	625	28.50	17,812.50
Esther Mann	450	14.30	6,435.00
Other staff and administration		4.80	2,056.00
Total Fees			<u>32,466.00</u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

September 3, 2020

Attention: Sruli Weinreb

Invoice No: 1831
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in August 2020 by KSV Restructuring Inc¹. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice (the "Court") made on June 16, 2020 ("Receivership Order"), including:

- Corresponding with Fox Rothschild LLP ("Fox"), US counsel to the Receiver, regarding the Company's ownership of Quantum Flux, LLC and changes to its operating agreement;
- Providing an update on August 4, 2020 to KW Capital Partners Limited ("KW"), the Company's principal secured lender, regarding, among other things, the status of Elite Ventures Group LLC ("Elite") and its properties;
- Preparing a letter to David Baker, the former Manager and Chief Executive Manager of Elite, among other companies;
- Corresponding and attending calls with The Law Offices of Destiny Aigbe PLLC, a party interested in certain of Elite's assets;
- Corresponding with Mr. Baker and attempting to schedule a call with him;
- Corresponding with Fox regarding the deed of trust held by KW related to Candee Ranch, one of Elite's properties;

¹ Effective August 31, 2020 KSV Kofman Inc. ("Kofman") changed its name to KSV Restructuring Inc. ("Restructuring"). All files performed by Kofman will be continued as Restructuring.

- Reviewing information provided by Dan Bariault, former counsel to Nick Horsley and Hani El Rayess, advisors to the Company;
- Corresponding and attending calls with Aon Parizeau Inc., an insurance agent, regarding liability insurance for the Candee Ranch property;
- Reviewing an eviction notice regarding Wheeler Park Properties LLC (“Wheeler”) and related parties, and discussing same with Fox;
- Reviewing search results from Fox regarding the registration of water rights associated with Elite’s properties, and discussing same with Fox;
- Attending a call on August 18, 2020 with Jody Turner, a prospective purchaser of a property owned by Elite;
- Attending a call on August 19, 2020 with Don Walker, counsel to Alnoor Nathoo, a former Chief Executive Officer of the Company, regarding the Wheeler property;
- Corresponding with Northwest Registered Agent LLC (“Northwest”), the registered agent for Elite, to update Elite’s contact information from Mr. Baker to the Receiver;
- Attending a call on August 20, 2020 with KW and other parties (“August 20th Call”);
- Preparing an action plan following the August 20th Call;
- Corresponding with RoccaVerde Wellness Corporation (formerly World Farms Corp) regarding the timing to complete its offer to purchase the Company’s shares;
- Reviewing certain documents in Elite’s account with Northwest;
- Attending a call on August 28, 2020 with Joe Frey, a party storing a hemp dryer owned by Elite;
- Corresponding with Dynamic Law Group PLLC, counsel to Mr. Baker;
- Continuing to follow up with Canada Revenue Agency regarding the Company’s GST account; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	17,301.50
Disbursements (includes insurance related to Elite)		369.15
HST		2,252.72
Total due	\$	<u>19,923.37</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending August 31, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	5.65	4,096.25
Mitch Vininsky	625	18.30	11,437.50
Esther Mann	450	3.80	1,710.00
Other staff and administration		0.35	57.75
Total Fees			<u>17,301.50</u>
Disbursements			<u>369.15</u>
Total Fees and Disbursements			<u><u>17,670.65</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

October 9, 2020

Attention: Sruli Weinreb

Invoice No: 1920
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in September 2020 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice (the "Court") made on June 16, 2020 ("Receivership Order"), including:

- Corresponding with Fox Rothschild LLP ("Fox"), US counsel to the Receiver, regarding an employment claim filed in Nevada against Elite Ventures Group LLC ("Elite");
- Corresponding with RoccaVerde Wellness Corporation (formerly World Farms Corp ("World Farms")) regarding its offer to purchase the Company's shares in World Farms, including attending a call on September 2, 2020;
- Attending a call on September 3, 2020 with David Baker, the former Manager and Chief Executive Manager of, among other companies, Elite, and Dynamic Law Group PLLC, counsel to Mr. Baker (the "Baker Call");
- Preparing a summary of the Baker Call and sending same to KW Capital Partners Limited ("KW") on September 4, 2020;
- Corresponding with Canada Revenue Agency ("CRA") regarding the Company's GST account, including attending calls on September 9 and 23, 2020;
- Compiling supporting documents in response to an HST audit request by CRA dated September 9, 2020;
- Corresponding with Nick Horsley, Hani El Reyess, and Abbey Abdiye, former employees of the Company, to obtain invoices requested by CRA;

- Attending a call on September 14, 2020 with Jody Turner, a prospective purchaser of a property owned by Elite;
- Reviewing a letter of intent submitted by Mr. Turner and responding to same;
- Attending a call on September 21, 2020 with Michael Lach, principal of Grow Nevada and North Tonopah Development, LLC (the "Lach Call"), regarding potential sale processes involved Elite's properties;
- Preparing a summary of the Lach Call and sending same to KW on September 21, 2020;
- Preparing a letter to Mr. Baker dated September 14, 2020 to request that he deliver to the Receiver all books and records of Elite (the "Records Request");
- Corresponding with Mr. Baker to, among other things, follow up on the Records Request;
- Corresponding with Fox regarding the Records Request;
- Corresponding with Fox regarding registration of the water rights associated with the Candee Ranch and their registration of the State of Nevada;
- Reviewing a Default Judgment and Order for Examination obtained by Precision Aggregate Products, LLC ("Precision"), a creditor of Elite, and discussing same with Fox;
- Attending a call on September 25, 2020 with Fox and counsel representing Precision to postpone or cancel Precision's debtor examination;
- Corresponding with Northwest Registered Agent LLC, Elite's registered agent, regarding adjustments to the account;
- Corresponding with Joe Frey, a party storing a hemp dryer owned by Elite; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	16,686.50
Disbursements (includes insurance related to Elite)		426.09
HST		<u>2,224.64</u>
Total due	\$	<u>19,337.23</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending September 30, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	4.45	3,226.25
Mitch Vininsky	625	14.80	9,250.00
Esther Mann	450	9.20	4,140.00
Other staff and administration		0.35	70.25
Total Fees			<u>16,686.50</u>
Disbursements			426.09
Total Fees and Disbursements			<u><u>17,112.59</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

November 9, 2020

Attention: Sruli Weinreb

Invoice No: 1954
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in October 2020 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding with Fox Rothschild LLP ("Fox"), US counsel to the Receiver, regarding matters related to the property of Elite Ventures Group LLC ("Elite");
- Preparing an update on the proceedings and sending same on October 2, 2020 to KW Capital Partners Limited ("KW");
- Compiling supporting documents for a GST audit being performed by Canada Revenue Agency ("CRA) pursuant to a letter from CRA dated September 9, 2020 ("CRA Audit Request");
- Corresponding with Manning Elliot LLP, former auditors of the Company, to obtain invoices requested by CRA;
- Corresponding with CRA regarding the response by the Receiver on October 8, 2020 to the CRA Audit Request;
- Attending an update call on October 13, 2020 with KW regarding the proceedings;
- Corresponding with Jody Turner, a prospective purchaser of the "Candee Ranch" property owned by Elite;
- Corresponding frequently with RoccaVerde Wellness Corporation (formerly World Farms Corp ("World Farms")) regarding its offer to purchase the Company's shares in World Farms and its subsequent withdrawal of its offer;

- Corresponding with David Baker, the former Manager and Chief Executive Manager of, among other companies, Elite, regarding the Receiver’s demand for copies of Elite’s books and records;
- Corresponding with Mr. Baker regarding the cannabis licenses held by The Hempire Co., a company he owns or controls, and his efforts to sell the licenses along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Discussing with Fox an Order for Examination obtained by Precision Aggregate Products, LLC, a creditor of Elite;
- Corresponding with Michael Lach, principal of Grow Nevada, LLC (“Grow”) and North Tonopah Development, LLC, including attending calls on October 1, 13, and 30, 2020 to discuss, among other things, a cooperation agreement between the Receiver and Grow to sell certain properties of Elite (the “Cooperation Agreement”);
- Drafting and discussing the Cooperation Agreement with Mr. Lach;
- Corresponding with Cow County Title Company (“Cow County”) to discuss its potential engagement as escrow agent related to the sale of Elite’s properties;
- Attending a call on October 14, 2020 with Cow County regarding its information requests related to the Company;
- Corresponding with Fox and KW regarding amendments to correct defects in the deed of trust (“DOT”) related to Elite’s Candee Ranch property;
- Corresponding with Garfinkle Biderman LLP, KW’s counsel, in order to locate the original DOT; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	15,670.25
Disbursements (includes insurance related to Elite)		351.26
HST		2,082.80
Total due	\$	<u>18,104.31</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending October 31, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	6.00	4,350.00
Mitch Vininsky	625	13.70	8,562.50
Esther Mann	450	6.00	2,700.00
Other staff and administration		0.35	57.75
Total Fees			<u>15,670.25</u>
Disbursements			351.26
Total Fees and Disbursements			<u><u>16,021.51</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

December 8, 2020

Attention: Sruli Weinreb

Invoice No: 1988
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in November 2020 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding with Fox Rothschild LLP ("Fox"), US counsel to the Receiver, regarding water rights and registrations on title to the "Candee" property owned by Elite Ventures Group LLC ("Elite"), a subsidiary of the Company;
- Preparing updates on the proceedings and sending same to KW Capital Partners Limited ("KW") on November 4 and 26, 2020;
- Corresponding with Michael Lach, the principal of Grow Nevada, LLC ("Grow") and North Tonopah Development, LLC, including attending calls on November 9 and 17, 2020 to discuss, among other things, a potential cooperation agreement between the Receiver and Grow to sell properties owned by Elite and Grow, a joint marketing process, and a process to solicit buyers for the properties;
- Corresponding with David Baker, the former Manager and Chief Executive Manager of, among other companies, Elite, regarding cannabis licenses (the "Licenses") held by The Hempire Co., a company he says he owns or controls, and his efforts to sell the licenses along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Attending calls on November 17 and 20, 2020 with Mr. Baker regarding Mr. Lach's proposal to monetize the Licenses;
- Corresponding with Mr. Baker regarding federal payroll taxes he says are owing by Elite and requesting that Fox review the status and priority of the taxes;

- Compiling supporting documents for a GST audit performed by Canada Revenue Agency (“CRA) pursuant to a letter from CRA dated September 9, 2020 (“CRA Audit Request”);
- Attending calls on November 5 and 26, 2020 with CRA regarding the CRA Audit Request;
- Attending a call on November 19, 2020 with Alliant National Title Insurance Co. and Fox to discuss Alliant’s potential role as escrow agent and title insurer in respect of the Candee property;
- Corresponding with Manning Elliot LLP, former auditors of the Company, to arrange for delivery of invoice copies and legal documents held at their offices to the Receiver;
- Corresponding with Fox, First American Title and KW to correct defects in the deed of trust related to the Candee property;
- Attending an update call on November 30, 2020 with KW regarding the proceedings;
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	12,325.00
Disbursements (includes insurance related to Elite)		695.23
HST		1,648.17
Total due	\$	<u>14,668.40</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending November 30, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	0.75	543.75
Mitch Vininsky	625	8.50	5,312.50
Esther Mann	450	14.20	6,390.00
Other staff and administration		0.50	78.75
Total Fees			<u>12,325.00</u>
Disbursements			<u>695.23</u>
Total Fees and Disbursements			<u><u>13,020.23</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

January 6, 2021

Attention: Sruli Weinreb

Invoice No: 2013
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in December 2020 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Attending update calls on December 3 and 15, 2020 with KW Capital Partners Limited ("KW");
- Attending a call on December 3, 2020 with a party in British Columbia interested in the Company's public shell;
- Attending a call on December 4, 2020 with a prospective purchaser for the "Candee" property owned by Elite Ventures Group LLC ("Elite"), a subsidiary of the Company;
- Corresponding with Fox Rothschild LLP ("Fox"), US counsel to the Receiver, regarding completion of the corrections to the deed of trust related to the Candee property;
- Corresponding with the party interested in the Company's public shell and providing it with information to perform diligence;
- Attending calls on December 8 and 14, 2020 and corresponding regularly with Michael Lach, the principal of Grow Nevada, LLC ("Grow") and North Tonopah Development, LLC ("Tonopah"), regarding, among other things, a potential cooperation agreement between the Receiver and Grow to sell properties owned by Elite and Grow, a joint marketing process, and a process to solicit buyers for the properties;

- Corresponding with David Baker, the former Manager and Chief Executive Manager of, among other companies, Elite, regarding cannabis licenses (the “Licenses”) held by The Hempire Co., a company he says he owns or controls, and his efforts to sell the licenses along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Preparing the Receiver’s interim report pursuant to Subsection 246(2) of the *Bankruptcy and Insolvency Act* and filing same with the Office of the Superintendent of Bankruptcy;
- Corresponding with RoccaVerde Wellness Corporation (formerly World Farms Corp (“World Farms”)) regarding its offer to purchase the Company’s shares in World Farms;
- Corresponding with Fox regarding an agreement among Elite, Hempire and Tonopah regarding the Licenses (the “Licenses Agreement”);
- Reviewing and commenting on the Licenses Agreement;
- Reviewing an offer for the Candee property and corresponding with KW regarding same; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	15,602.75
Disbursements		224.29
HST		2,057.52
Total due	\$	<u>17,884.56</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending December 31, 2020

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	725	7.25	5,256.25
Mitch Vininsky	625	9.70	6,062.50
Esther Mann	450	9.10	4,095.00
Other staff and administration		1.10	189.00
Total Fees			<u>15,602.75</u>
Disbursements			224.29
Total Fees and Disbursements			<u><u>15,827.04</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

February 9, 2021

Attention: Sruli Weinreb

Invoice No: 2065
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in January 2021 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding regularly with KW Capital Partners Limited ("KW") regarding the proceedings;
- Corresponding with Jody Turner, a prospective purchaser for the "Candee" property owned by Elite Ventures Group LLC ("Elite"), a subsidiary of the Company, including attending calls on January 7, 12, and 26, 2021;
- Discussing with Mr. Turner his Letter of Intent dated December 21, 2020;
- Corresponding with Michael Lach, the principal of Grow Nevada, LLC and North Tonopah Development, LLC, regarding a marketing strategy for the Candee property and the adjacent Turk property;
- Reviewing an offer made by Ronnie and Phyllis Faria on January 14, 2021 for the Candee property (the "Faria Offer") and corresponding with their counsel regarding same;
- Corresponding with KW regarding the Faria Offer;
- Corresponding with Fox Rothschild LLP, US counsel to the Receiver, to draft a purchase Agreement between Elite and Mr. Turner for the Candee property ("Purchase Agreement");
- Corresponding with Mr. Turner regarding the Purchase Agreement;
- Reviewing and commenting on Mr. Turner's edits to the Purchase Agreement;

- Corresponding with David Baker, the former Manager and Chief Executive Manager of, among other companies, Elite, regarding a cooperation agreement (“Cooperation Agreement”) with entities owned by Mr. Lach to sell cannabis licenses held by The Hempire Co., a company that Mr. Baker says he owns or controls, along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Corresponding with Mr. Baker regarding a Settlement and Release Agreement associated with the Cooperation Agreement;
- Reviewing drafts of the Settlement and Release Agreement with Mr. Baker and Mr. Lach;
- Attending calls on January 6, 18 and 29, 2021 with Mr. Lach regarding, among other things, the Cooperation Agreement;
- Preparing an objection letter dated January 15, 2021 (“CRA Objection Letter”) to Canada Revenue Agency regarding the Company’s GST audit;
- Corresponding with Davies Ward Phillips & Vineberg LLP, Canadian counsel to the Receiver, regarding the CRA Objection Letter;
- Corresponding with a party interested in acquiring the Company’s public company shell;
- Reviewing a structure proposed by Cassels Brock & Blackwell LLP, counsel to the interested party, to acquire the public shell; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$ 11,760.00
Disbursements (liability insurance, Elite filing fees)	1,551.31
HST	<u>1,641.55</u>
Total due	<u>\$ 14,952.86</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For the period ending January 31, 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	3.70	2,775.00
Mitch Vininsky	650	11.90	7,735.00
Esther Mann	475	2.60	1,235.00
Other staff and administration		0.10	15.00
Total Fees			<u>11,760.00</u>
Disbursements			<u>1,551.31</u>
Total Fees and Disbursements			<u><u>13,311.31</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave., Suite 201
Toronto, ON M4N 1V6

April 8, 2021

Attention: Sruli Weinreb

Invoice No: 2144
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the “Company”)

For professional services rendered in the two-months ended March 31, 2021 by KSV Restructuring Inc. in its capacity as receiver and manager (the “Receiver”) of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding extensively with Jody Turner, a prospective purchaser for the “Candee” property owned by Elite Ventures Group LLC (“Elite”), a subsidiary of the Company;
- Reviewing financial information provided by Mr. Turner;
- Reviewing and commenting on an asset purchase agreement between Elite and Big Smoky Farms, a company owned by Mr. Turner, regarding the Candee property (the “Candee Transaction”);
- Dealing with NV Energy regarding the Company’s utility accounts and activation of the meters at the Candee property;
- Corresponding with Mr. Turner regarding his inspection of the Candee property;
- Corresponding with counsel to Ronnie and Phyllis Faria regarding their interest in the Candee property;
- Corresponding with First American Title as escrow agent in respect of the Candee Transaction;
- Responding to information requests from First American Title;
- Corresponding with Fox Rothschild LLP, US counsel to the Receiver, regarding the Candee Transaction and information requests from First American Title;

- Corresponding with Michael Lach, the principal of North Tonopah Development, LLC, regarding a cooperation agreement (“Cooperation Agreement”) with entities owned by him and his associates to sell cannabis licenses held by The Hempire Co., a company that David Baker says he owns or controls, along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Attending numerous calls with Mr. Lach, including on February 1, 5 and 23, 2021, and March 9, 2021;
- Corresponding with Mr. Baker regarding the Cooperation Agreement;
- Corresponding with Mr. Baker regarding his claims to miscellaneous items at the Candee property;
- Corresponding with a party interested in acquiring the Company’s public company listing;
- Reviewing structures proposed by Cassels Brock & Blackwell LLP, counsel to Emprise Capital Corp., an interested party to acquire the public listing and discussing same with Davies Ward Phillips & Vineberg LLP, Canadian counsel to the Receiver;
- Corresponding with Lipton LLP regarding the Company’s outstanding tax returns;
- Corresponding with KW Capital Partners Limited regarding the proceedings, including attending a call on March 5, 2021; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	19,850.00
Disbursements (liability insurance)		684.00
HST		<u>2,669.42</u>
Total due	\$	<u><u>23,203.42</u></u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.

Time Summary

For the period ending February 1, 2021 to March 31, 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	7.25	5,437.50
Mitch Vininsky	650	19.30	12,545.00
Esther Mann	475	3.90	1,852.50
Other staff and administration		0.10	15.00
Total Fees			<u>19,850.00</u>
Disbursements			<u>684.00</u>
Total Fees and Disbursements			<u><u>20,534.00</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

June 14, 2021

Attention: Sruli Weinreb

Invoice No: 2223
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the “Company”)

For professional services rendered in the two-months ended May 31, 2021 by KSV Restructuring Inc. in its capacity as receiver and manager (the “Receiver”) of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding extensively with Jody Turner, the purchaser for the “Candee” property owned by Elite Ventures Group LLC (“Elite”), a subsidiary of the Company;
- Corresponding extensively with First American Title Insurance (“First American”), the escrow agent for the transaction with Mr. Turner;
- Corresponding with Fox Rothschild LLP, US counsel to the Receiver, regarding the Candee transaction and information requests from First American;
- Corresponding and speaking with counsel to Ronnie and Phyllis Faria, prospective back-up purchasers of the Candee property;
- Corresponding and speaking with Calie Dunn, a prospective purchaser of the Candee property;
- Corresponding with Michael Lach, the principal of North Tonopah Development, LLC, regarding a cooperation agreement (“Cooperation Agreement”) with entities owned by him and his associates to sell cannabis licenses held by The Hempire Co., a company that David Baker says he owns or controls, along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Corresponding with GLAS, a potential escrow agent in the event a transaction Mr. Lach finalizes a transaction resulting from the Cooperation Agreement;

- Attending calls on April 7, 2021 and May 21, 2021 with the British Columbia Securities Commission to respond to its inquiries in connection with the Company;
- Corresponding with Mr. Baker regarding the Cooperation Agreement and his claims to furniture and miscellaneous items at the Candee property;
- Preparing the Receiver's First Report to Court dated May 12, 2021 regarding the Candee transaction;
- Reviewing and commenting on the materials associated with the Receiver's motion for approval of the Candee transaction;
- Attending in Court, virtually, on May 19, 2021;
- Corresponding with Mr. Turner and First American re closing matters;
- Corresponding with Davies Ward Phillips & Vineberg LLP, Canadian counsel to the Receiver, regarding its review of the security granted by the Company to KW Capital Partners Limited ("KW");
- Corresponding with KW regarding the proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$ 24,483.50
Disbursements (liability insurance, corporate filing fee)	703.20
HST	<u>3,274.27</u>
Total due	<u>\$ 28,460.97</u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.

Time Summary

For the period ending April 1, 2021 to May 31, 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	10.20	7,650.00
Mitch Vininsky	650	24.30	15,795.00
Esther Mann	475	1.20	570.00
Other staff and administration		2.68	468.50
Total Fees			<u>24,483.50</u>
Disbursements			<u>703.20</u>
Total Fees and Disbursements			<u><u>25,186.70</u></u>



INVOICE

KW Capital Partners Limited
10 Wanless Ave, Suite 201
Toronto, ON M4N 1V6

July 6, 2021

Attention: Sruli Weinreb

Invoice No: 2250
HST #: 818808768RT0001

Re: Vert Infrastructure Ltd. (the "Company")

For professional services rendered in June 2021 by KSV Restructuring Inc. in its capacity as receiver and manager (the "Receiver") of the Company pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, including:

- Corresponding with Jody Turner regarding his purchase of the "Candee" property owned by Elite Ventures Group LLC ("Elite"), a subsidiary of the Company;
- Corresponding extensively with First American Title Insurance ("First American"), the escrow agent for the transaction with Mr. Turner;
- Corresponding with Fox Rothschild LLP, US counsel to the Receiver, regarding the Candee transaction;
- Reviewing closing documents provided by First American;
- Corresponding with KW Capital Partners Limited ("KW") regarding the closing documents and an indemnity by KW in favour of the Receiver;
- Corresponding with Michael Lach, the principal of North Tonopah Development, LLC, regarding a cooperation agreement with entities owned by him and his associates to sell cannabis licenses held by The Hempire Co., a company that David Baker says he owns or controls, along with the associated property formerly owned by Elite in Tonopah, Nevada;
- Corresponding with Mr. Baker regarding the Candee property;
- Preparing the Receiver's Interim Report pursuant to Subsection 246(2) of the *Bankruptcy and Insolvency Act*;

- Corresponding with KW regarding the proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	6,083.00
Disbursements (liability insurance)		342.00
HST		<u>835.25</u>
Total due	\$	<u><u>7,260.25</u></u>

KSV Restructuring Inc.
Receivership of Vert Infrastructure Ltd.
Time Summary
For June 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	2.50	1,875.00
Mitch Vininsky	650	6.10	3,965.00
Other staff and administration		1.34	243.00
Total Fees			<u>6,083.00</u>
Disbursements			342.00
Total Fees and Disbursements			<u><u>6,425.00</u></u>



INVOICE

Vert Residual Asset Trust
c/o KSV Restructuring Inc.
150 King St West, Suite 2308
Toronto, ON M5H 1J9

November 4, 2021

Invoice No: 2381
HST #: 818808768RT0001

Re: Vert Residual Asset Trust (the "Trust")

For professional services rendered in the four months ended October 31, 2021 by KSV Restructuring Inc. in its capacity as Court-appointed Trustee (the "Trustee") of the Trust pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, as amended, including:

- Corresponding with Michael Lach, the principal of North Tonopah Development, LLC, regarding a cooperation agreement (the "Agreement") with entities owned by him and his associates to sell cannabis licenses held by The Hempire Co., a company that David Baker says he owns or controls, along with the associated property formerly owned by Elite Ventures Group LLC ("Elite"), a subsidiary of the Trust, in Tonopah, Nevada;
- Attending calls on September 10, 2021 and October 28, 2021 with Mr. Lach regarding the Agreement;
- Corresponding with Fox Rothschild LLP, US counsel to the Receiver, regarding sundry matters related to the transaction for the "Candee" property formerly owned by Elite;
- Corresponding with KW Capital Partners Limited ("KW") regarding the status of the Agreement;
- Issuing a distribution to KW from the Trustee's account;
- Corresponding with Emprise Capital Corp. and its accountants, Manning Elliott LLP ("Manning"), regarding a transaction completed by the Trustee for the public listing of Vert Infrastructure Ltd. ("Vert");

- Providing tax-related documentation to Manning in order for it to complete audited financial statements and tax returns for Vert which is a requirement for Canada Revenue Agency to issue GST refunds to the Trustee;
- Responding to inquiries from creditors and shareholders;
- Corresponding with KW regarding the proceedings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	6,490.00
HST		843.70
Total due	\$	<u>7,333.70</u>

KSV Restructuring Inc.
Vert Residual Asset Trust
Time Summary
For July to October 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	2.20	1,650.00
Mitch Vininsky	650	6.20	4,030.00
Other staff and administration		3.10	810.00
Total Fees			6,490.00
Disbursements			-
Total Fees and Disbursements			6,490.00



INVOICE

Vert Residual Asset Trust
c/o KSV Restructuring Inc.
150 King St West, Suite 2308
Toronto, ON M5H 1J9

December 6, 2021

Invoice No: 2410
HST #: 818808768RT0001

Re: Vert Residual Asset Trust (the "Trust")

For professional services rendered in November 2021 by KSV Restructuring Inc. in its capacity as Court-appointed Trustee (the "Trustee") of the Trust pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, as amended, including:

- Corresponding extensively with Michael Lach, the principal of North Tonopah Development, LLC, regarding a cooperation agreement (the "Agreement") with entities owned by him and his associates to sell cannabis licenses held by The Hempire Co., a company that David Baker says he owns or controls, along with the associated property formerly owned by Elite Ventures Group LLC, a subsidiary of the Trust, in Tonopah, Nevada;
- Attending calls on November 8 and 11, 2021 with Mr. Lach regarding the Agreement and a transaction in respect of the licenses (the "License Transaction");
- Corresponding with Fox Rothschild LLP, US counsel to the Trustee, regarding the License Transaction;
- Corresponding with Davies Ward Phillips & Vineberg LLP, Canadian counsel to the Trustee, regarding a reimbursement agreement between the Trustee and KW Capital Partners Limited ("KW") related to the License Transaction;
- Reviewing and editing the reimbursement agreement;
- Dealing with banking matters regarding the License Transaction;
- Corresponding with Emprise Capital Corp. and its accountants, Manning Elliott LLP ("Manning"), regarding a transaction completed by the Trustee for the public listing of Vert Infrastructure Ltd.;

- Reviewing draft tax returns prepared by Manning;
- Responding to inquiries from creditors and shareholders;
- Corresponding with KW regarding the proceeding; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees and disbursements	\$ 17,174.35
HST	<u>2,232.67</u>
Total due	\$ <u><u>19,407.02</u></u>

KSV Restructuring Inc.
Vert Residual Asset Trust
Time Summary
For November 2021

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	750	7.60	5,700.00
Mitch Vininsky	650	17.30	11,245.00
Other staff and administration		0.40	72.50
Total Fees			17,017.50
Disbursements			156.85
Total Fees and Disbursements			17,174.35



INVOICE

Vert Residual Asset Trust
c/o KSV Restructuring Inc.
150 King St West, Suite 2308
Toronto, ON M5H 1J9

March 10, 2022

Invoice No: 2541
HST #: 818808768RT0001

Re: Vert Residual Asset Trust (the "Trust")

For professional services rendered from December 2021 to February 2022 by KSV Restructuring Inc. in its capacity as Court-appointed Trustee (the "Trustee") of the Trust pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, as amended, including:

- Corresponding with Fox Rothschild LLP, US counsel to the Trustee, regarding the dissolution of Elite Ventures Group LLC, a subsidiary of the Trust ("Dissolution");
- Completing a shareholder's resolution and other documents related to the Dissolution;
- Corresponding with Emprise Capital Corp. and its accountants, Manning Elliott LLP ("Manning"), regarding a transaction completed by the Trustee for the public listing of Vert Infrastructure Ltd.;
- Corresponding with Canada Revenue Agency regarding GST refunds due to the Trust;
- Preparing the Trustee's Interim Report pursuant to Subsection 246(2) of the *Bankruptcy and Insolvency Act*; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees and disbursements	\$	4,936.47
HST		641.74
Total due	\$	<u>5,578.21</u>

KSV Restructuring Inc.
Vert Residual Asset Trust
Time Summary
For December 2021 to February 2022

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	775	1.20	930.00
Mitch Vininsky	650-675	5.40	3,615.00
Other staff and administration		2.10	385.25
Total Fees			<u>4,930.25</u>
Disbursements			6.22
Total Fees and Disbursements			<u><u>4,936.47</u></u>



INVOICE

Vert Residual Asset Trust
c/o KSV Restructuring Inc.
150 King St West, Suite 2308
Toronto, ON M5H 1J9

February 9, 2023

Invoice No: 2944
HST #: 818808768RT0001

Re: Vert Residual Asset Trust (the “Trust”)

For professional services rendered from March to December 2022 by KSV Restructuring Inc. in its capacity as Court-appointed Trustee (the “Trustee”) of the Trust pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, as amended, including:

- Corresponding and attending calls with Canada Revenue Agency regarding GST refunds due to the Trust, including calls on March 9, April 28, June 15, August 29, November 4 and November 7, 2022;
- Corresponding and attending a call on November 28, 2022 with Manning Elliott LLP, tax advisors to Emprise Capital Corp., regarding a transaction completed by the Trustee for the public listing of Vert Infrastructure Ltd.;
- Preparing the Trustee’s Interim Report pursuant to Subsection 246(2) of the *Bankruptcy and Insolvency Act*;
- Providing periodic updates to KW Capital Partners on the status of the receivership;
- Responding to creditor and shareholder inquiries; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees and disbursements	\$ 4,878.19
HST	634.16
Total due	<u>\$ 5,512.35</u>

KSV Restructuring Inc.
Vert Residual Asset Trust
Time Summary
For March to December 2022

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	775	0.55	426.25
Mitch Vininsky	675	5.70	3,847.50
Other staff and administration		3.20	602.50
Total Fees			<u>4,876.25</u>
Disbursements - postage			1.94
Total Fees and Disbursements			<u><u>4,878.19</u></u>



INVOICE

Vert Residual Asset Trust
c/o KSV Restructuring Inc.
220 King St West, Suite 1300
Toronto, ON M5J 2W4

February 12, 2024

Invoice No: 3488
HST #: 818808768RT0001

Re: Vert Residual Asset Trust (the "Trust")

For professional services rendered from January 1, 2023 to January 31, 2024 by KSV Restructuring Inc. in its capacity as Court-appointed Trustee (the "Trustee") of the Trust pursuant to an Order of the Ontario Superior Court of Justice made on June 16, 2020, as amended, including:

- Corresponding and attending a call on February 7, 2023 with Manning Elliott LLP ("Manning"), tax advisors to Emprise Capital Corp., regarding the transaction completed by the Trustee for the public listing of Vert Infrastructure Ltd. and the status of the tax returns filed by Manning;
- Corresponding and attending calls with Canada Revenue Agency regarding GST refunds due to the Trust, including calls on October 6, 2023, November 15, 2023, November 28, 2023, January 16, 2024 and January 30, 2024;
- Preparing the Trustee's Interim Report pursuant to Subsection 246(2) of the *Bankruptcy and Insolvency Act*;
- Providing periodic updates to KW Capital Partners on the status of the receivership;
- Filing the Trust's outstanding monthly HST returns;
- Responding to creditor and shareholder inquiries; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Professional fees	\$	17,130.00
HST		<u>2,226.90</u>
Total due	\$	<u><u>19,356.90</u></u>

KSV Restructuring Inc.
Vert Residual Asset Trust

Time Summary

For January 1, 2023 to January 31, 2024

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	800	5.20	4,160.00
Mitch Vininsky	650-750	16.70	12,045.00
Other staff and administration		4.55	925.00
Total Fees			17,130.00
Disbursements			-
Total Fees and Disbursements			17,130.00

Attached is Exhibit "B"

Referred to in the
AFFIDAVIT OF MITCH VININSKY

Sworn before me

this 24th day of APRIL, 2024



Catherine Anne Stuyck-Therault, a Commissioner, etc.,
Province of Ontario for KSV Advisory Inc. and KSV Restructuring Inc.
Expires February 19, 2025

Vert Infrastructure Ltd. and Vert Residual Asset Trust

Time Summary

For the Period from June 1, 2020 to March 31, 2024

Personnel	Title	Duties	Hours	Billing Rate (\$ per hour)	Amount (\$)
Bobby Kofman	Managing Director	Overall responsibility	92.65	725 - 850	68,841.25
Mitch Vininsky	Managing Director	Overall responsibility	259.60	625 - 750	167,660.00
Esther Mann	Manager	Sale process and reporting	110.30	450 - 475	49,827.50
Other staff and administrative			29.27	150 - 225	6,870.03
Total fees			<u>491.82</u>		<u>293,198.78</u>
Average hourly rate					\$ 596.15

Appendix “F”

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

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

APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

**AFFIDAVIT OF ROBIN SCHWILL
(Sworn APRIL 15, 2024)**

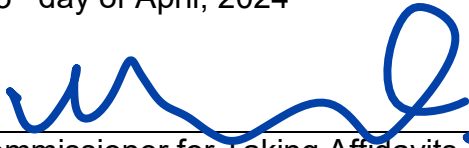
I, Robin Schwill, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a partner with Davies Ward Phillips & Vineberg LLP ("**Davies**"), solicitors for KSV Restructuring Inc. in its capacity as the court-appointed receiver of Vert Infrastructure Limited and subsequently the court appointed trustee of the Vert Residual Asset Trust. As such, I have knowledge of the matters deposed to herein.
2. The affidavit is sworn in support of a motion to be made in these proceedings seeking, among other things, approval of the fees and disbursements of Davies for the period of May 6, 2020 to March 31, 2024 (the "**Period**"). There may be additional time for this Period which has been accrued but not yet billed.
3. During the Period, Davies has provided services and incurred disbursements in the amount of \$184,302.50 and \$8,576.97 (excluding harmonized sales tax ("**HST**")).


4. A billing summary of all invoices rendered by Davies during the Period is attached hereto as Exhibit "A". A summary of the hourly rates of each person who rendered services, the total time expended by such person and the aggregate blended rate of all professionals at Davies who rendered services on this matter is attached hereto as Exhibit "B". Copies of the actual invoices are attached hereto as Exhibit "C". The invoices disclose in detail: (i) the names of each person who rendered services on this matter during the Period; (ii) the dates on which the services were rendered; (iii) the time expended each day; and (iv) the total charges for each of the categories of services rendered during the Period.

5. I have reviewed the Davies invoices and believe that the time expended and the legal fees charged are reasonable in light of the services performed and the prevailing market rate for legal services of this nature in downtown Toronto.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario
this 15th day of April, 2024

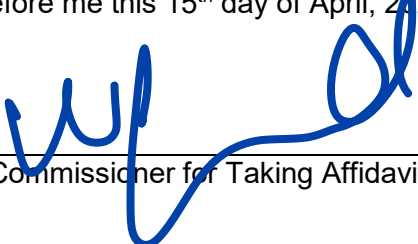


Commissioner for Taking Affidavits
(or as may be)



ROBIN SCHWILL

This Exhibit "A" referred to in the
Affidavit of Robin B. Schwill sworn
before me this 15th day of April, 2024.



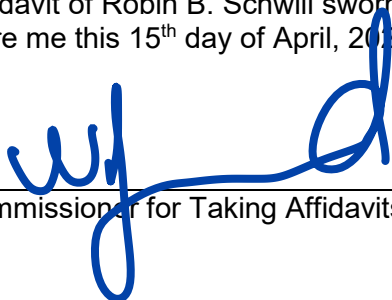
Commissioner for Taking Affidavits

Exhibit "A"**Billing Summary**

Invoice Date	Docket Entry Periods	Fees	Disbursements	HST	Total
June 1, 2020	May 6, 2020 to May 29, 2020	\$36,345.50	\$485.75	\$4,788.07	\$41,619.32
June 9, 2020	May 31, 2020 to June 5, 2020	\$7,010.50	\$0.00	\$911.37	\$7,921.87
June 16, 2020	June 5, 2020 to June 13, 2020	\$17,079.50	\$0.00	\$2,220.34	\$19,299.84
June 23, 2020	June 13, 2020 to June 19, 2020	\$14,578.00	\$21.90	\$1,897.99	\$16,497.89
July 7, 2020	June 22, 2020 to July 3, 2020	\$1,423.50	\$0.00	\$185.06	\$1,608.56
July 21, 2020	July 7, 2020 to July 17, 2020	\$2,190.00	\$0.00	\$284.70	\$2,474.70
August 11, 2020	July 14, 2020 to August 7, 2020	\$1,423.50	\$291.42	\$222.94	\$1,937.86
September 18, 2020	August 20, 2020 to August 31 2020	\$1,095.00	\$15.00	\$142.35	\$1,252.35
February 12, 2021	September 16, 2020 to January 31, 2021	\$7,267.00	\$33.03	\$949.00	\$8,249.03
March 4, 2021	February 1, 2021 to February 28, 2021	\$8,475.00	\$0.00	\$1,101.75	\$9,576.75
April 20, 2021	March 3, 2021 to March 31, 2021	\$2,673.00	\$0.00	\$347.49	\$3,020.49
April 20, 2021	March 22, 2021 to April 20, 2021	\$14,457.50	\$0.00	\$1,879.48	\$16,336.98

Invoice Date	Docket Entry Periods	Fees	Disbursements	HST	Total
June 8, 2021	May 3, 2021 to May 31, 2021	\$9,687.50	\$335.00	\$1,259.38	\$11,281.88
June 8, 2021	May 11, 2021 to May 31, 2021	\$3,645.00	\$0.00	\$473.85	\$4,118.85
June 11, 2021	April 1, 2021 to April 30, 2021	\$22,891.50	\$15.00	\$2,975.90	\$25,882.40
June 11, 2021	April 15, 2021 to April 30, 2021	\$6,660.00	\$0.00	\$865.80	\$7,525.80
July 8, 2021	June 1, 2021 to July 8, 2021	\$17,767.00	\$350.00	\$2,309.71	\$20,426.71
August 9, 2021	July 27, 2021 to July 31, 2021	\$364.50	\$6,984.87	\$953.47	\$8,302.84
November 16, 2021	September 13, 2021 to October 31, 2021	\$607.50	\$30.00	\$78.98	\$716.48
December 10, 2021	November 8, 2021 to November 30, 2021	\$1,579.50	\$15.00	\$205.34	\$1,799.84
April 10, 2024	February 1, 2024 to March 31, 2024	\$7,082.00	\$0.00	\$920.66	\$8,002.66
TOTALS		\$184,302.50	\$8,576.97	\$24,973.63	\$217,853.10

This Exhibit "B" referred to in the
Affidavit of Robin B. Schwill sworn
before me this 15th day of April, 2024.

A handwritten signature in blue ink, appearing to be 'W. J. ...', written over a horizontal line.

Commissioner for Taking Affidavits

Exhibit "B"

Aggregate Blended Rate Summary – 2020

Individual	Title	Hourly Rate	Total Hours
Robin B. Schwill	Partner	\$1,095.00	37.4
Natalie Renner	Partner	\$865.00	2.70
Robert Nicholls	Associate	\$525.00	67.7
Ruta Lemon	Clerk	\$235.00	1.70
Sarah Taylor	Research Librarian	\$170.00	0.30
Eric Leduc	Research Librarian	\$195.00	1.80
Kate Szendrey	Clerk	\$325.00	2.80
Julia Fetila-Fasie	Clerk	\$335.00	1.8

Aggregate Blended Rate Summary – 2021

Individual	Title	Hourly Rate	Total Hours
Robin B. Schwill	Partner	\$1,215.00	51.5
Neal Armstrong	Partner	\$1,095.00	1.10
Robert Nicholls	Associate	\$595.00	45.1
Christopher Anderson	Partner	\$1,215.00	1.40
Shane Freedman	Associate	\$495.00	1.50
Ruta Lemon	Clerk	\$235.00	0.10
Stephanie Conte	Clerk	\$260.00	3.10
Gaye Lefebvre	Research Librarian	\$220.00	0.60
Julia Fetila-Fasie	Clerk	\$365.00	1.50

Aggregate Blended Rate Summary – 2024

Individual	Title	Hourly Rate	Total Hours
Robin B. Schwill	Partner	\$1,450.00	2.00
Mehak Suri	Associate	\$615.00	6.80
Total Fees from Exhibit "A"			\$184,302.50
Total Hours			230.9
Average Blended Hourly Rate (rounded to the nearest dollar)			\$798.00

This Exhibit "C" referred to in the
Affidavit of Robin B. Schwill sworn
before me this 15th day of April, 2024.



Commissioner for Taking Affidavits

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

June 1, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period ending May 29, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions about this account.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 663831

dwpv.com

File 272349

May 31, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: May 6, 2020 to May 29, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 36,345.50
DISBURSEMENTS (TAXABLE)	485.75
SUBTOTAL	<u>36,831.25</u>
HST @ 13%	4,788.07
TOTAL	<u><u>\$ 41,619.32</u></u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
06/May/20	Robert Nicholls	Reviewing security documents and preparing security review document;	1.10
07/May/20	Robert Nicholls	Reviewing security documents and preparing summary security review document;	4.90
08/May/20	Ruta Lemon	RE asset searches Vert Infrastructure Ltd., Crop Infrastructure Corp., Fortify Resources Inc.: investigate corporate histories, obtain relevant profile reports, review, requisition ON and BC searches; receive asset searches, review, report with raw searches to Robert Nicholls;	0.60
08/May/20	Robert Nicholls	Reviewing Personal Property Security Act search results; Finalizing research document with respect to reviewed security documents;	1.40
08/May/20	Robin B Schwill	Conference call regarding enforcement considerations; reviewing summary memo regarding debt and security;	1.00
09/May/20	Robin B Schwill	Conference call regarding enforcement considerations; related emails;	1.00
10/May/20	Robert Nicholls	Preparing research document with respect to debt and security structure related to Elite Ventures;	2.80
10/May/20	Robin B Schwill	Reviewing and revising summary memo regarding debt and security relating to Elite; related emails;	0.70
11/May/20	Robin B Schwill	Conference call with KW representatives regarding preliminary realization plan; related emails;	1.00
11/May/20	Ruta Lemon	Receive, review, forward ON certified personal property search results to Robert Nicholls;	0.20
13/May/20	Robert Nicholls	Email correspondence confirming that we have all security documents related to the KW debentures;	0.20
13/May/20	Robin B Schwill	Conference call with US counsel regarding realization strategy; reviewing and commenting on summary email; discussion with Rob Nicholls regarding security documents; related emails;	1.50
14/May/20	Robert Nicholls	Drafting security review opinion;	0.20
14/May/20	Robin B Schwill	Telephone conversation with Bobby Kofman regarding receivership application and security review; related emails;	0.60
15/May/20	Robin B Schwill	Review and comment on U.S. engagement letter; Telephone conversation with Bobby Kofman regarding same and as to receivership application;	0.80
15/May/20	Robert Nicholls	Preparing receivership documents;	0.20
17/May/20	Robert Nicholls	Continuing to draft security review opinion;	1.80
18/May/20	Robert Nicholls	Continuing to draft security review memo; Drafting affidavit to be filed with receivership application;	2.90

19/May/20	Robert Nicholls	Continuing to draft affidavit supporting receivership application;	3.40
19/May/20	Robin B Schwill	Telephone conversation with Bobby Kofman regarding receivership application and related considerations; conference call with TFC regarding same together with demands and 244 Notices;	1.00
20/May/20	Ruta Lemon	Requisition ON and BC searches for Crop Infrastructure Corp. and Vert Infrastructure Ltd.; receive results, review; forward to Robert Nicholls;	0.30
20/May/20	Natalie Renner	Reviewing and commenting on affidavit.	2.70
20/May/20	Robert Nicholls	Continuing to draft affidavit in support of the receivership application;	4.10
20/May/20	Robin B Schwill	Conference call regarding receivership application;	0.50
21/May/20	Robert Nicholls	Continuing to update affidavit in support of the appointment of a receiver;	3.70
21/May/20	Ruta Lemon	Receive BC search results, review, report, forward to Robert Nicholls;	0.60
21/May/20	Robin B Schwill	Emails regarding receivership application; reviewing revised application affidavit; related emails;	0.30
22/May/20	Robin B Schwill	Reviewing and commenting on draft demand and 244 Notice; related emails;	0.30
22/May/20	Robert Nicholls	Continuing to draft affidavit; Drafting section 244 notice and demand letter;	1.80
25/May/20	Robin B Schwill	Reviewing final form of application affidavit; related emails;	0.80
25/May/20	Robert Nicholls	Continuing to update draft affidavit; Drafting notice of application and draft order;	2.40
26/May/20	Robert Nicholls	Attending call to discuss affidavit draft; Continuing to update affidavit draft following call; Amending demand letter and s. 244 notice;	3.70
26/May/20	Robin B Schwill	Conference call regarding application affidavit; reviewing revisions; related emails;	1.90
27/May/20	Robin B Schwill	Emails regarding affidavit and demands; reviewing Notice of Application;	0.30
27/May/20	Robert Nicholls	Updating and finalizing draft affidavit and email correspondences and phone calls with respect to same; Drafting notice of application; Updating draft Section 244 notice and demand letter;	4.30
28/May/20	Robert Nicholls	Email correspondences with B. Kofman;	0.20
29/May/20	Robin B Schwill	Emails regarding court dates;	0.20
29/May/20	Robert Nicholls	Email correspondence with B. Kofman;	0.10

TOTAL HOURS	55.50
FEES:	\$36,345.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Ruta Lemon	235.00	1.70	399.50
Robin B. Schwill	1,095.00	11.90	13,030.50
Natalie Renner	865.00	2.70	2,335.50
Robert Nicholls	525.00	39.20	20,580.00
TOTAL		55.50	36,345.50

DISBURSEMENT SUMMARY

	Amount
Taxable	
On Corp Direct Inc.	482.00
Lasercopy	3.75
TOTAL	485.75

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

June 9, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period May 31, 2020 to June 5, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions about this account.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 664164

dwpv.com

File 272349

June 9, 2020

KSV Advisory Inc.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: May 31, 2020 to June 5, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	7,010.50
SUBTOTAL		7,010.50
HST @ 13%		911.37
TOTAL	\$	<u>7,921.87</u>


PER _____

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
<i>As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.</i>							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
31/May/20	Robin B Schwill	Conference call on receivership application; related emails;	0.50
31/May/20	Robert Nicholls	Finalizing draft of affidavit and compiling same;	3.40
01/Jun/20	Robert Nicholls	Finalizing affidavit and commissioning same with S. Weinreb;	0.90
01/Jun/20	Robin B Schwill	Preparing for chambers appointment;	0.30
02/Jun/20	Robin B Schwill	Attending on case conference; related emails;	1.20
02/Jun/20	Robert Nicholls	Drafting factum with respect to receiver appointment; Continuing to update other application documents with respect to same;	0.70
03/Jun/20	Robin B Schwill	Conference call with counsel to KW regarding application record;	0.40
03/Jun/20	Robert Nicholls	Compiling affidavit and finalizing affidavit;	1.10
04/Jun/20	Sarah Taylor	Locating applications for receiverships for Kate Szendrey;	0.30
04/Jun/20	Kate Szendrey	Corresponded with Robert Nicholls regarding research assignment. Researched precedent of receivership appointment applications made where the jurisdiction of the application is different from the head office of the debtor.	2.80
05/Jun/20	Robin B Schwill	Emails regarding land transfer information and application record;	0.20
TOTAL HOURS			11.80
FEES:			\$7,010.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	2.60	2,847.00
Robert Nicholls	525.00	6.10	3,202.50
Sarah Taylor	170.00	0.30	51.00
Kate Szendrey	325.00	2.80	910.00
TOTAL		11.80	7,010.50

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

June 16, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period June 5, 2020 to June 13, 2020. The account may include charges for time incurred prior to the period denoted therein but that were not reflected in any prior account. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions about this account.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 665002

dwpv.com

File 272349

June 16, 2020

KSV Advisory Inc.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: June 4, 2020 to June 15, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 17,079.50
SUBTOTAL	17,079.50
HST @ 13%	2,220.34
TOTAL	<u>\$ 19,299.84</u>



PER

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
04/Jun/20	Robert Nicholls	Continuing to draft factum;	1.90
08/Jun/20	Robin B Schwill	Emails regarding Application Record;	0.20
08/Jun/20	Robert Nicholls	Continuing to draft factum; Continuing to draft order;	5.30
09/Jun/20	Robin B Schwill	Telephone conversation with counsel to KW regarding receivership application; Telephone conversation with Bobby Kofman regarding same; reviewing final Notice of Application and arranging for issuance of same; reviewing and commenting on draft factum; discussions with Rob Nicholls regarding same;	3.10
09/Jun/20	Robert Nicholls	Continuing to draft factum; Finalizing drafts of other application record documents;	3.20
10/Jun/20	Julia Fetila Fasie	Document management re: hyperlinking the factum.	0.70
10/Jun/20	Robin B Schwill	Engaged regarding service of Application Record; related emails; reviewing and commenting on draft factum;	2.00
10/Jun/20	Robert Nicholls	Continuing to draft factum; Updating application record; Serving application record; Drafting affidavit of service;	3.70
10/Jun/20	Eric Leduc	Fetila Fasie, Julia - search for hyperlinks of older caselaw;	1.00
11/Jun/20	Robin B Schwill	Reviewing revised factum; related emails;	0.70
11/Jun/20	Robert Nicholls	Finalizing factum;	1.90
11/Jun/20	Eric Leduc	Nicholls, Rob - case law searches and updates re book of authority;	0.80
12/Jun/20	Robin B Schwill	Filing Factum; related emails; reviewing Application Record;	1.20
12/Jun/20	Robert Nicholls	Finalizing and serving factum;	0.30
13/Jun/20	Robert Nicholls	Email correspondence with respect to service of factum;	0.10
TOTAL HOURS			26.10
FEES:			\$17,079.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	7.20	7,884.00
Eric Leduc	195.00	1.80	351.00
Robert Nicholls	525.00	16.40	8,610.00
Julia Fetila Fasie	335.00	0.70	234.50
TOTAL		26.10	17,079.50

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

June 23, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period June 13, 2020 to June 19, 2020. The account may include charges for time incurred prior to the period denoted therein but that were not reflected in any prior account. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions about this account.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 665603

dwpv.com

File 272349

June 23, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: June 11, 2020 to June 19, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 14,578.00
DISBURSEMENTS (TAXABLE)	21.90
SUBTOTAL	<u>14,599.90</u>
HST @ 13%	1,897.99
TOTAL	<u><u>\$ 16,497.89</u></u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
11/Jun/20	Julia Fetila Fasie	Document management re: hyperlinking the factum.	1.10
15/Jun/20	Robert Nicholls	Finalizing draft order;	0.60
15/Jun/20	Robin B Schwill	Reading case law in preparation for application hearing; Telephone conversation with counsel to KW regarding same; related emails; reviewing final for of receivership order;	2.90
16/Jun/20	Robert Nicholls	Attending at hearing on the receivership application; Finalizing draft order and counsel slip related to same;	1.60
16/Jun/20	Robin B Schwill	Preparing submissions for receivership application hearing; related emails; attending on hearing; reviewing endorsement and final order; discussions with Rob Nicholls regarding same; reviewing emails to US counsel;	4.00
17/Jun/20	Robert Nicholls	Reviewing documents in Dropbox; Drafting updated service list; Email to service list with receivership order;	2.00
17/Jun/20	Robin B Schwill	Telephone conversation with Bobby Kofman and Mitch Vininsky regarding lack of cooperation from CEO; related emails; discussions with Rob Nicholls regarding service list and data room review; drafting letter to counsel for Vert regarding compliance with Receivership Order; related emails;	1.70
18/Jun/20	Robert Nicholls	Reviewing security documents and preparing email with respect to Elite and Wheeler's security;	1.50
18/Jun/20	Robin B Schwill	Conference call with US counsel regarding Elite receivership considerations; related emails; emails regarding delivery of information for Vert;	1.50
19/Jun/20	Robert Nicholls	Reviewing various email correspondences from US counsel;	0.30
TOTAL HOURS			17.20
FEES:			\$14,578.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	10.10	11,059.50
Robert Nicholls	525.00	6.00	3,150.00
Julia Fetila Fasie	335.00	1.10	368.50
TOTAL		17.20	14,578.00

DISBURSEMENT SUMMARY

	Amount
Taxable	
Courier	21.90
TOTAL	21.90

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

July 7, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period June 20, 2020 to July 3, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions about this account.

Yours very truly,


Robin B. SchwillRBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 666049

dwpv.com

File 272349

July 7, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: June 22, 2020 to July 3, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 1,423.50
SUBTOTAL	1,423.50
HST @ 13%	185.06
TOTAL	<u>\$ 1,608.56</u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
22/Jun/20	Robin B Schwill	Emails regarding realization on Wheeler shares;	0.10
30/Jun/20	Robin B Schwill	Reviewing update report;	1.20
TOTAL HOURS			1.30
FEES:			\$1,423.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	1.30	1,423.50
TOTAL		1.30	1,423.50

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

July 21, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period July 3, 2020 to July 17, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

The following invoices remain outstanding:

Date	Invoice	Amount
May 31, 2020	663831	\$41,619.32
June 9, 2020	664164	\$7,921.87
June 16, 2020	665002	\$19,299.84
June 23, 2020	665603	\$16,497.89
July 7, 2020	666049	\$1,608.56

Please feel free to call me if you have any questions regarding these accounts.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 667716

dwpv.com

File 272349

July 21, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: July 7, 2020 to July 17, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 2,190.00
SUBTOTAL	2,190.00
HST @ 13%	284.70
TOTAL	<u>\$ 2,474.70</u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
07/Jul/20	Robin B Schwill	Conference call regarding real property search results to date and related enforcement considerations; related emails;	0.80
15/Jul/20	Robin B Schwill	Reviewing summary reports;	0.20
16/Jul/20	Robin B Schwill	Conference call regarding action items;	1.00
TOTAL HOURS			2.00
FEES:			\$2,190.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	2.00	2,190.00
TOTAL		2.00	2,190.00

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

August 11, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period ending August 7, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please note there is an outstanding balance for Invoice No. 667716 in the amount of \$500.75.

Please feel free to call me if you have any questions regarding these accounts.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 668588

dwpv.com

File 272349

August 11, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: July 14, 2020 to August 7, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	1,423.50
DISBURSEMENTS (TAXABLE)		291.42
SUBTOTAL		<u>1,714.92</u>
HST @ 13%		222.94
TOTAL	\$	<u><u>1,937.86</u></u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
14/Jul/20	Robin B Schwill	Reviewing reports from US counsel on real estate search results;	0.50
27/Jul/20	Robin B Schwill	Reviewing and commenting on letter to David Baker; related emails;	0.80
TOTAL HOURS			1.30
FEES:			\$1,423.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	1.30	1,423.50
TOTAL		1.30	1,423.50

DISBURSEMENT SUMMARY

	Amount
Taxable	
Conference Calls	9.00
Searches - Library	282.42
TOTAL	291.42

DAVIES155 Wellington Street West
Toronto, ON M5V 3J7 Canada

dwpv.com

Robin B. Schwill
T 416.863.5502
rschwill@dwpv.com

File 272349

September 18, 2020

BY EMAILKSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert D. Kofman

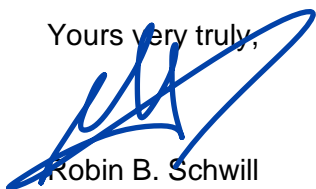
Dear Robert:

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Enclosed is our account for services rendered for the period ending August 31, 2020. This account has been rendered strictly on the basis of accrued time and, as such, I trust you will find this account to be satisfactory.

Please feel free to call me if you have any questions regarding these accounts.

Yours very truly,



Robin B. Schwill

RBS/sfv
Enclosures

cc: Mitch Vininsky

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 671419

dwpv.com

File 272349

September 18, 2020

KSV Advisory Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: August 20, 2020 to August 31, 2020

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 1,095.00
DISBURSEMENTS (NON-TAXABLE)	15.00
SUBTOTAL	<u>1,110.00</u>
HST @ 13%	142.35
TOTAL	<u><u>\$ 1,252.35</u></u>

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
20/Aug/20	Robin B Schwill	Attending on issues update call;	1.00
TOTAL HOURS			1.00
FEES:			\$1,095.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,095.00	1.00	1,095.00
TOTAL		1.00	1,095.00

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	15.00
TOTAL	15.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 683558

dwpv.com

File 272349

February 12, 2021

KSV Advisory Inc.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: September 16, 2020 to January 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	7,267.00
DISBURSEMENTS (TAXABLE)		33.03
SUBTOTAL		<u>7,300.03</u>
HST @ 13%		949.00
TOTAL	\$	<u><u>8,249.03</u></u>

GST/HST No. R118882927



DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
16/Sep/20	Robin B Schwill	Email regarding status update;	0.10
21/Sep/20	Robin B Schwill	Emails regarding summary of discussions with M. Lachs and notarization of certain real estate documents;	0.10
09/Nov/20	Ruta Lemon	Obtain BC corporation profile, review, forward to Robin Schwill;	0.10
09/Nov/20	Robin B Schwill	Emails regarding Axe Communications searches;	0.10
13/Jan/21	Neal Armstrong	Review draft submission, consider and provide email of comments to Chris Anderson	1.10
14/Jan/21	Christopher Anderson	Review and revise letter on HST input tax credit;	0.90
15/Jan/21	Christopher Anderson	Review and respond to email query from Mitch regarding comments on input tax credit letter;	0.50
15/Jan/21	Robin B Schwill	Reviewing CRA letter on input credits; related emails;	0.40
18/Jan/21	Robin B Schwill	Reviewing and commenting on draft Cooperation Agreement and Settlement and Release Agreement; conference call regarding same; related emails;	1.80
19/Jan/21	Robin B Schwill	Reviewing and commenting on draft purchase agreement for Candee Ranch; related emails;	1.10
TOTAL HOURS			6.20
FEES:			\$7,267.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Neal Armstrong	1,095.00	1.10	1,204.50
Christopher Anderson	1,215.00	1.40	1,701.00
Ruta Lemon	235.00	0.10	23.50
Robin B. Schwill	1,205.00	3.60	4,338.00
TOTAL		6.20	7,267.00

DISBURSEMENT SUMMARY

	Amount
Taxable	
On Corp Direct Inc.	33.03

DAVIES

TOTAL

33.03

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 684773

dwpv.com

File 272349

March 4, 2021

KSV Advisory Inc.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: February 1, 2021 to February 28, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 8,475.00
SUBTOTAL	8,475.00
HST @ 13%	1,101.75
TOTAL	<u>\$ 9,576.75</u>

GST/HST No. R118882927

PER 

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
01/Feb/21	Robin B Schwill	Reviewing public shell transaction proposal email and related emails;	0.40
02/Feb/21	Robert Nicholls	Email correspondence re: reverse vesting order structures and phone call with R. Schwill with respect to litigation trusts and reverse vesting orders;	1.70
02/Feb/21	Robin B Schwill	Conference calls regarding possible structures to preserve public shell; discussion with Rob Nicholls regarding legal research; related emails;	1.50
03/Feb/21	Robin B Schwill	Emails regarding public shell structure;	0.10
03/Feb/21	Robert Nicholls	Preparing research document with respect to litigation funding trusts in Canada;	0.70
04/Feb/21	Robin B Schwill	Conference call with counsel to potential purchaser of public shell; related emails;	0.80
22/Feb/21	Robin B Schwill	Reviewing proposed transaction structure; related emails;	0.40
23/Feb/21	Robin B Schwill	Conference call regarding proposed transaction letter agreement; marking up same;	2.60
TOTAL HOURS			8.20
FEES:			\$8,475.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	5.80	7,047.00
Robert Nicholls	595.00	2.40	1,428.00
TOTAL		8.20	8,475.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 688786

dwpv.com

File 272349

April 20, 2021

KSV Restructuring Inc
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: March 3, 2021 to March 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 2,673.00
SUBTOTAL	2,673.00
HST @ 13%	347.49
TOTAL	<u>\$ 3,020.49</u>

GST/HST No. R118882927

PER 

DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
03/Mar/21	Robin B Schwill	Reviewing counter offer email; Telephone conversation with Bobby Kofman regarding same; drafting reply email;	0.30
15/Mar/21	Robin B Schwill	Reviewing and commenting on offer for public shell; related emails;	0.30
16/Mar/21	Robin B Schwill	Reviewing and revising Emprise offer; related emails;	1.20
18/Mar/21	Robin B Schwill	Emails regarding Emprise transaction;	0.10
19/Mar/21	Robin B Schwill	Telephone conversation with Emprise's counsel regarding offer letter; related emails;	0.30
TOTAL HOURS			2.20
FEES:			\$2,673.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	2.20	2,673.00
TOTAL		2.20	2,673.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 688787

dwpv.com

File 272349

April 20, 2021

KSV Restructuring Inc
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: March 22, 2021 to April 20, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 14,457.50
SUBTOTAL	14,457.50
HST @ 13%	1,879.48
TOTAL	<u>\$ 16,336.98</u>

GST/HST No. R118882927

PER 

DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
22/Mar/21	Robin B Schwill	Drafting notice of motion; related emails;	1.30
22/Mar/21	Robert Nicholls	Reviewing agreement and drafting order with respect to sale of publicly listed shell;	0.30
23/Mar/21	Robin B Schwill	Discussion with Rob Nichols regarding draft order and factum; revising draft notice of motion; related emails;	2.80
24/Mar/21	Robert Nicholls	Continuing to draft sale approval order;	1.10
25/Mar/21	Robert Nicholls	Continuing to draft approval and vesting order;	1.40
26/Mar/21	Robert Nicholls	Continuing to draft approval and vesting order;	2.70
27/Mar/21	Robert Nicholls	Continuing to draft approval and vesting order;	0.70
28/Mar/21	Robin B Schwill	Reviewing and commenting on draft report and order; related emails;	1.00
28/Mar/21	Robert Nicholls	Continuing to review and revise approval and vesting order;	0.90
29/Mar/21	Robert Nicholls	Continuing to review and revise draft approval and vesting order;	1.30
29/Mar/21	Robin B Schwill	Reviewing and commenting on draft order; related emails;	0.70
30/Mar/21	Robert Nicholls	Continuing to review and revise draft approval and vesting order;	0.60
30/Mar/21	Robin B Schwill	Reviewing and commenting on draft order; related emails;	0.80
31/Mar/21	Robert Nicholls	Updating draft security opinion and email correspondence with respect to same;	0.80
31/Mar/21	Robin B Schwill	Reviewing security opinion; related emails;	0.50
TOTAL HOURS			16.90
FEES:			\$14,457.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	7.10	8,626.50
Robert Nicholls	595.00	9.80	5,831.00

DAVIES

TOTAL	16.90	14,457.50
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DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 693055

dwpv.com

File 272349

June 8, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: May 3, 2021 to May 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 9,687.50
DISBURSEMENTS (NON-TAXABLE)	335.00
SUBTOTAL	<u>10,022.50</u>
HST @ 13%	1,259.38
TOTAL	<u><u>\$ 11,281.88</u></u>

GST/HST No. R118882927

PER 

DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
03/May/21	Robin B Schwill	Reviewing and commenting on draft plan of arrangement and draft form of BC order; emails with BC agent counsel; related emails;	1.30
04/May/21	Robert Nicholls	Reviewing and providing comments on draft BC Order and plan of arrangement;	0.90
04/May/21	Robin B Schwill	Telephone call with BC agent counsel; related emails;	0.60
07/May/21	Robert Nicholls	Email correspondence with respect to draft plan and order comments;	0.10
19/May/21	Robin B Schwill	Conference call regarding coordinating BC proceedings; discussion with Rob Nicholls regarding same; related emails;	0.30
20/May/21	Robin B Schwill	Emails regarding coordinating BC proceedings;	0.60
21/May/21	Robert Nicholls	Attending call to discuss obtaining BC Order;	0.40
21/May/21	Robin B Schwill	Conference call regarding BC Order process;	0.50
26/May/21	Robert Nicholls	Continuing to update approval and vesting order and email correspondence with respect to same;	0.40
26/May/21	Robin B Schwill	Coordinating service and filing of factum; scheduling emails with Court; related emails;	0.80
27/May/21	Robin B Schwill	Emails regarding preparation of court materials for Emprise Transaction Approval;	0.40
27/May/21	Robert Nicholls	Reviewing draft second receiver's report; Email correspondence with respect to BC opinion;	0.30
28/May/21	Robert Nicholls	Continuing to review and revise Ontario draft order; Reviewing second receiver's report and email correspondence with respect to same;	0.50
28/May/21	Robin B Schwill	Finalizing motion record for Emprise Transaction approval;	0.70
31/May/21	Robin B Schwill	Reviewing final report and factum for Emprise transaction; updating motion materials for Emprise transaction; related emails;	1.50
TOTAL HOURS			9.30
FEES:			\$9,687.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	6.70	8,140.50

DAVIES

Robert Nicholls	595.00	2.60	1,547.00
TOTAL		9.30	9,687.50

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	15.00
Notice of Motion	320.00
TOTAL	335.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 693121

dwpv.com

File 272349

June 8, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: May 11, 2021 to May 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 3,645.00
SUBTOTAL	3,645.00
HST @ 13%	473.85
TOTAL	<u>\$ 4,118.85</u>

GST/HST No. R118882927

PER _____


DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
11/May/21	Robin B Schwill	Reviewing and commenting on draft report regarding Elite transaction; revising motion materials regarding same; related emails;	1.20
12/May/21	Robin B Schwill	Finalizing motions record materials in respect of Elite transaction; coordinating service of same; related emails;	0.30
17/May/21	Robin B Schwill	Emails regarding scheduling court date and related matters;	0.50
19/May/21	Robin B Schwill	Preparing for and attending on motion for approval of Elite transaction;	1.00
TOTAL HOURS			3.00
FEES:			\$3,645.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	3.00	3,645.00
TOTAL		3.00	3,645.00

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 693394

dwpv.com

File 272349

June 11, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: April 1, 2021 to April 30, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 22,891.50
DISBURSEMENTS (NON-TAXABLE)	15.00
SUBTOTAL	<u>22,906.50</u>
HST @ 13%	2,975.90
TOTAL	<u><u>\$ 25,882.40</u></u>



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BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
<i>As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.</i>							

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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
09/Apr/21	Robert Nicholls	Reviewing and revising draft approval and vesting order;	1.50
10/Apr/21	Robert Nicholls	Continuing to review and revise draft vesting order;	0.70
12/Apr/21	Robin B Schwill	Reviewing revised draft Ontario order; discussion with Rob Nicholls regarding same; related emails;	0.20
12/Apr/21	Robert Nicholls	Continuing to review and revise draft vesting order and email correspondence with respect to same;	0.60
20/Apr/21	Robert Nicholls	Drafting sale approval factum;	2.20
21/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order motion factum;	0.80
22/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order motion factum;	2.60
23/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order factum;	2.10
24/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order factum;	1.30
25/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order factum;	2.10
26/Apr/21	Robert Nicholls	Continuing to draft approval and vesting order factum;	3.00
26/Apr/21	Robin B Schwill	Reviewing revisions to draft order; related emails;	0.30
27/Apr/21	Robert Nicholls	Continuing to draft factum in support of approval and vesting order;	3.00
27/Apr/21	Robin B Schwill	Reviewing and commenting on draft factum; reviewing case law; related emails;	2.50
28/Apr/21	Robert Nicholls	Continuing to draft factum in support of approval and vesting order;	4.40
28/Apr/21	Robin B Schwill	Reviewing and commenting on draft Factum; related emails;	3.30
29/Apr/21	Robert Nicholls	Continuing to update factum in support of approval and vesting order;	0.90
30/Apr/21	Robin B Schwill	Emails regarding BC materials; emails regarding purchaser issues;	0.20
TOTAL HOURS			31.70
FEES:			\$22,891.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	6.50	7,897.50
Robert Nicholls	595.00	25.20	14,994.00
TOTAL		31.70	22,891.50

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	15.00
TOTAL	15.00

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 693397

dwpv.com

File 272349

June 11, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: April 15, 2021 to April 30, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	6,660.00
SUBTOTAL		6,660.00
HST @ 13%		865.80
TOTAL	\$	<u>7,525.80</u>



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Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

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CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
15/Apr/21	Robert Nicholls	Email correspondences following up with BC counsel and setting up call to discuss security opinion;	0.10
19/Apr/21	Robin B Schwill	Conference call with BC counsel regarding security opinion; related emails;	0.50
19/Apr/21	Robert Nicholls	Call with BC counsel to discuss BC security opinion and email correspondence with respect to same;	1.00
22/Apr/21	Robin B Schwill	Telephone call with Mitch Vininsky regarding the letter to Nevada titles office; drafting same; related emails;	1.40
23/Apr/21	Robin B Schwill	Reviewing revision to draft Ontario order; related emails; finalizing letter regarding Nevada title office issue; related emails;	0.40
28/Apr/21	Robin B Schwill	Emails regarding need for court order on Elite sale transaction;	0.10
29/Apr/21	Robin B Schwill	Emails regarding requirement from title insurance company; arranging for court date; the drafting form of transaction authorization order; drafting related notice of motion; related emails and revisions;	2.20
30/Apr/21	Robert Nicholls	Reviewing and commenting on opinion from BC counsel;	0.70
TOTAL HOURS			6.40
FEES:			\$6,660.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	4.60	5,589.00
Robert Nicholls	595.00	1.80	1,071.00
TOTAL		6.40	6,660.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 695448

dwpv.com

File 272349

July 8, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: June 1, 2021 to July 8, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$ 17,767.00
DISBURSEMENTS (NON-TAXABLE)	350.00
SUBTOTAL	<u>18,117.00</u>
HST @ 13%	2,309.71
TOTAL	<u><u>\$ 20,426.71</u></u>

GST/HST No. R118882927

PER 

DAVIES

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BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
01/Jun/21	Julia Fetila Fasie	Document management re preparing the Book of Authorities; hyperlinking the Factum.	1.50
01/Jun/21	Shane Freedman	Review of documents and attendance at client's residence to notarize documents.	1.50
01/Jun/21	Stephanie Conte	Document management re materials for Motion June 7	2.30
01/Jun/21	Gaye Lefebvre	Online Search : S. Conte: pull cases;	0.60
01/Jun/21	Robin B Schwill	Coordinating filing of motion record regarding Emprise transaction; related calls and emails; further emails regarding Elite transaction;	1.00
01/Jun/21	Robert Nicholls	Finalizing, serving and assisting in filing factum and book of authorities in support of approval and vesting order;	2.60
02/Jun/21	Stephanie Conte	Hyperlinked materials on Caselines	0.80
02/Jun/21	Robert Nicholls	Commenting on affidavit of service and swearing same;	0.30
06/Jun/21	Robin B Schwill	Reviewing court materials and preparing submission for Emprise transaction approval; related emails;	1.80
06/Jun/21	Robert Nicholls	Updating draft approval and vesting order and email correspondence with respect to same;	0.60
07/Jun/21	Robert Nicholls	Assisting in uploading updated draft order and blackline of same to Caselines;	0.20
07/Jun/21	Robin B Schwill	Reviewing all court material and preparing oral submissions for hearing;	2.40
08/Jun/21	Robert Nicholls	Attending at hearing for approval and vesting order and call following to discuss structure of trust; Finalizing approval and vesting order and email with respect to same to Justice Conway;	1.70
08/Jun/21	Robin B Schwill	Preparing for and attending on Emprise transaction approval hearing; related Conference calls and emails;	2.60
09/Jun/21	Robert Nicholls	Call to discuss tax issues with respect to sale of public shell;	0.50
09/Jun/21	Robin B Schwill	Conference call with Emprise regarding tax matters;	0.60
16/Jun/21	Robin B Schwill	Engaged regarding BC hearing matters;	0.20
24/Jun/21	Robin B Schwill	Preparing for and attending on BC hearing; related emails;	1.30
TOTAL HOURS			22.50
FEES:			\$17,767.00

DAVIES

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	9.90	12,028.50
Robert Nicholls	595.00	5.90	3,510.50
Shane Freedman	495.00	1.50	742.50
Gaye Lefebvre	220.00	0.60	132.00
Julia Fetila Fasia	365.00	1.50	547.50
Stephanie Conte	260.00	3.10	806.00
TOTAL		22.50	17,767.00

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	30.00
Notice of Motion	320.00
TOTAL	350.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 698221

dwpv.com

File 272349

August 9, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: July 27, 2021 to July 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	364.50
DISBURSEMENTS (TAXABLE)		6,969.87
DISBURSEMENTS (NON-TAXABLE)		15.00
SUBTOTAL		<u>7,349.37</u>
HST @ 13%		953.47
TOTAL	\$	<u><u>8,302.84</u></u>

GST/HST No. R118882927

PER _____


DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
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BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

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DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
27/Jul/21	Robin B Schwill	Dealing with Receiver's Certificate and filing of same; related emails;	0.20
28/Jul/21	Robin B Schwill	Emails regarding Receiver's Certificate;	0.10
TOTAL HOURS			0.30
FEES:			\$364.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	0.30	364.50
TOTAL		0.30	364.50

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	15.00
Taxable	
Transaction Levy Surcharge	100.00
Searches - Library	29.47
Agency Fees - Domestic	6,840.40
TOTAL	6,984.87

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 705894

dwpv.com

File 272349

November 16, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: September 13, 2021 to October 31, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	607.50
DISBURSEMENTS (NON-TAXABLE)		30.00
SUBTOTAL		<u>637.50</u>
HST @ 13%		78.98
TOTAL	\$	<u><u>716.48</u></u>

GST/HST No. R118882927

PER 

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

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BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
13/Sep/21	Robin B Schwill	Reviewing option extension agreement and order creating Vert Residual Asset Trust; emails regarding same and as to form of signature block;	0.50
TOTAL HOURS			0.50
FEES:			\$607.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	0.50	607.50
TOTAL		0.50	607.50

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	30.00
TOTAL	30.00

DAVIES

155 Wellington Street West
Toronto, ON, M5V 3J7 Canada

Bill 708095

dwpv.com

File 272349

December 10, 2021

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman

Crop Infrastructure Corp. and Vert infrastructure Ltd.

Period: November 8, 2021 to November 30, 2021

FOR PROFESSIONAL SERVICES rendered during the above-noted period in connection with the above-noted matter as set out in the attached account summary.

OUR FEE	\$	1,579.50
DISBURSEMENTS (NON-TAXABLE)		15.00
SUBTOTAL		<u>1,594.50</u>
HST @ 13%		205.34
TOTAL	\$	<u><u>1,799.84</u></u>

GST/HST No. R118882927

PER  _____

DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES

In accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered.

Any disbursements incurred on your behalf and not charged to your account on the date of this statement will be billed later.

Payment can be wired as follows:

Canadian Dollars				US Dollars Pay by SWIFT MT 103			
BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9				REMIT TO AGENT BANK - INTERMEDIARY BANK Wells Fargo Bank, N.A.			
BANK # 010	TRANSIT # 00002	ACCOUNT # 29-09219	CIBC SWIFT CODE CIBCCATT	BIC/SWIFT PNBPUS3NNYC	ABA/ROUTING # 026 005 092	CHIPS 0509	CIBC's CHIPS UID 015035
BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP Canadian General Account				BENEFICIARY BANK Canadian Imperial Bank of Commerce (CIBC) CIBC Main Branch, Commerce Court, Toronto, Ontario M5L 1G9			
BANK # 010	TRANSIT # 00002	ACCOUNT # 02-10714	CIBC SWIFT CODE CIBCCATT	BANK ACCOUNT NAME Davies Ward Phillips & Vineberg LLP US General Account			
As wire fees may be charged by the source bank, it may be advisable to instruct your bank to debit your account for these additional charges.							

Please include file number as reference on transfer documents.

If you require further information, please contact Dora Kimberley, Supervisor, Billings & Collections at 416.367.7583 or by email at dkimberley@dwpv.com.

Please see important terms of client service, including file retention and disposal policy, on our website, <http://www.dwpv.com/ServiceTerms>.

DAVIES

CROP INFRASTRUCTURE CORP. AND VERT INFRASTRUCTURE LTD.**TIME DETAIL**

Date	Timekeeper	Description	Hours
08/Nov/21	Robin B Schwill	Reviewing option agreement; drafting reimbursement letter agreement; related emails;	1.20
09/Nov/21	Robin B Schwill	Emails regarding option agreement transaction;	0.10
TOTAL HOURS			1.30
FEES:			\$1,579.50

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,215.00	1.30	1,579.50
TOTAL		1.30	1,579.50

DISBURSEMENT SUMMARY

	Amount
Non-Taxable	
Bank Charges	15.00
TOTAL	15.00

KSV Restructuring Inc.
150 King Street West
Suite 2308
Toronto, ON M5H 1J9
Canada

Attention: Robert Kofman
Managing Director
bkofman@ksvadvisory.com

Invoice #: 779502
Date: April 10, 2024
Client/Matter #: 126507.272349

GST/HST: 118882927 RT0001

Billing Lawyer: Robin Schwill
Email: rschwill@dwpv.com
Phone: 416.863.5502

Privileged & Confidential

For professional services rendered through March 31, 2024 in connection with Crop Infrastructure Corp. and Vert infrastructure Ltd. (Matter #: 272349)

Our Fee		7,082.00
HST ON (13%)		920.66
Total Due	Canadian Dollars (CAD)	\$ 8,002.66

Payment Due Upon Receipt

Canadian Dollar Payment

Beneficiary Bank:	Canadian Imperial Bank of Commerce 199 Bay Street Commerce Court-Main Banking Centre Toronto, Ontario M5L 1G9 Canada	Account Name:	Davies Ward Phillips & Vineberg LLP
		Bank Institution #:	010
		SWIFT Code:	CIBCCATT
		Bank Transit #:	00002
		Bank Account #:	2909219
Beneficiary:	Davies Ward Phillips & Vineberg LLP 155 Wellington Street West Toronto, Ontario M5V 3J7 Canada	Clearing Code:	CC001000002

Payment remittances should be directed to AR@dwpv.com.

Any fees and disbursements recorded after the above mentioned period will appear on subsequent statements. Invoices are due upon receipt. Interest will be charged on all amounts owing over 30 days. The interest rate is set at 12% per year.

Please see important terms of client service, including file retention and disposal policy, on our website, www.dwpv.com/serviceterms

DAVIES

Invoice #: 779502
Page 2

Timekeeper Summary			
Timekeeper	Rate	Hours	Amount
Robin B. Schwill	1,450.00	2.00	2,900.00
Mehak Suri	615.00	6.80	4,182.00
Total		8.80	\$ 7,082.00

Time Detail			
Date	Timekeeper	Description	Hours
14/Feb/24	Robin B Schwill	Emails regarding pending discharge;	0.10
07/Mar/24	Mehak Suri	Reviewed court orders passed in the proceedings regarding creation of the Vert Residual Asset Trust and appointment of the receiver as the trustee.	0.70
11/Mar/24	Mehak Suri	Reviewed motion materials and court orders relating to setting up of the Vert Residual Asset trust. Preparing motion materials for KSV's discharge.	2.10
15/Mar/24	Robin B Schwill	Reviewing and commenting on draft court report; related emails;	0.70
17/Mar/24	Mehak Suri	Prepared draft discharge order, notice of motion for KSV's discharge.	3.20
18/Mar/24	Robin B Schwill	Reviewing revised report; related emails;	0.20
19/Mar/24	Mehak Suri	Revising draft discharge order basis R. Schwill's comments.	0.80
20/Mar/24	Robin B Schwill	Reviewing and commenting on revised report; discussion with Mehak Suri regarding form of Order; related emails;	0.40
25/Mar/24	Robin B Schwill	Reviewing and commenting on draft report; related emails;	0.60
Total Hours			8.80

Appendix “G”

KSV Restructuring Inc.
Vert Residual Asset Trust
Statement of Receipts and Disbursements
 As at April 18, 2024
 (unaudited; \$)

Receipts

HST refunds	284,779
Sale of public listing	200,000
Interest	6,097
Funding from Emprise Capital	4,463
	<u>495,339</u>

Disbursements

Distribution to Secured Lenders	300,000
Receiver/Trustee fees	69,856
Legal fees	27,708
HST	13,820
General expenses	505
Bank charges	403
	<u>412,291</u>

Cash balance in estate account

<u>83,048</u>

Note: The above excludes professional fees and disbursements funded directly by the Secured Lenders.

TAB 3

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

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

THE HONOURABLE)	Monday, the 6th day of May, 2024.
)	
JUSTICE OSBORNE)	

APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

DISCHARGE ORDER

THIS MOTION, made by KSV Restructuring Inc. (“**KSV**”), formerly the Court-appointed receiver of all the assets, undertakings and properties of Vert Infrastructure Limited (the “**Company**”) and currently acting in its capacity as the Court-appointed trustee (“**Trustee**”) of the Vert Residual Asset Trust (the “**Trust**”), for an order:

1. approving the activities of the Receiver and Trustee as set out in the first report as Trustee dated April 24, 2024 (the “**Report**”);
2. approving the fees and disbursements of the Receiver and Trustee and its counsel and the accrued fees of the Trustee and its counsel as set out in the Report;

3. authorising the Trustee to distribute the shares in RoccaVerde Wellness Corporation (“**RoccaVerde**”), together with all other remaining residual assets and ownership interests which were vested in the Trust, in kind to KW Capital Partners Limited (“**KW**”) as agent for the Secured Lenders (as defined in the Report), or as KW may direct;
4. discharging KSV as Trustee, subject to the filing of a discharge certificate with the Court confirming that final distributions have been made to the Secured Lenders (as defined in the Report); and
5. releasing KSV from any and all liability;

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the affidavits of the Trustee and its counsel as to fees attached as appendices to the Report (the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Trustee, no one else appearing although served as evidenced by the Affidavit of Service, filed;

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 the activities of the Receiver and Trustee, as set out in the Report, are hereby approved provided, however, that only the Receiver or Trustee, 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.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and Trustee and its counsel along with the accrued fees of the Trustee and its counsel, as set out in the Report and the Fee Affidavits, are hereby approved.

4. **THIS COURT ORDERS** that the Trustee shall distribute the Trust's shares held in RoccaVerde and all other remaining residual assets and ownership interests which were vested in the Trust to KW (or as KW may direct) and that the Trustee shall incur no liability or obligation, including in respect of any unpaid taxes, as a result of effecting such distributions.

5. **THIS COURT ORDERS** that upon effecting the distributions set out in paragraph 4 hereof and upon the Trustee filing of a certificate with this Court certifying that final distributions have been made to the Secured Lenders (as defined in the Report), the Trustee shall be discharged as Trustee of the undertaking, property and assets of the Trust, provided however that notwithstanding its discharge herein (a) the Trustee shall remain Trustee for the performance of such incidental duties as may be required to complete the administration of the proceedings herein, and (b) the Trustee shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as Trustee.

6. **THIS COURT ORDERS AND DECLARES** that KSV is hereby released and discharged from any and all liability that KSV now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KSV while acting in its capacity as Receiver or Trustee herein, save and except for any gross negligence or wilful

misconduct on its part. Without limiting the generality of the foregoing, KSV is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's or Trustee's part.

7. **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 Trustee 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 Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that the Trustee 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.

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE VERT RESIDUAL ASSET TRUST

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

DAVIES WARD PHILLIPS & VINEBERG LLP
155 Wellington Street West
Toronto ON M5V 3J7

Robin B. Schwill (LSO# 384521)
Email: rschwill@dwpv.com
Tel: 416.863.5502

Lawyers for KSV Restructuring Inc.,
Trustee of the Vert Residual Asset Trust.

TAB 4

Revised: May 11, 2010

Court File No. ~~_____~~ CV-20-00642256-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
 JUSTICE ~~_____~~ OSBORNE

)
)
)

~~WEEKDAY, THE #~~
~~DAY OF MONTH, 20YR~~
Monday, the 6th day of May, 2024.

B E T W E E N:**PLAINTIFF**

Plaintiff

~~—and—~~**DEFENDANT**

Defendant

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, C. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE
VERT RESIDUAL ASSET TRUST

DISCHARGE ORDER

THIS MOTION, made by ~~[RECEIVER'S NAME]~~ in its capacity as KSV
Restructuring Inc. ("KSV"), formerly the Court-appointed receiver of all the assets,
undertakings and properties of Vert Infrastructure Limited (the "~~Receiver~~") ~~of the~~
~~undertaking, property and assets of [DEBTOR]~~ Company) and currently acting in its
 capacity as the Court-appointed trustee ("**Trustee**") of the Vert Residual Asset Trust (the
 "~~Debtor~~**Trust**"), for an order:

DOCSTOR: 120192518

4150-4316-8847.7

-2-

1. approving the activities of the Receiver and Trustee as set out in the first report of ~~the Receiver as Trustee~~ dated ~~[DATE]~~ April 24, 2024 (the “**Report**”);

2. approving the fees and disbursements of the Receiver and Trustee and its counsel ~~;~~ and the accrued fees of the Trustee and its counsel as set out in the Report;

3. authorising the Trustee to distribute the shares in RoccaVerde Wellness Corporation (“RoccaVerde”), together with all other remaining residual assets and ownership interests which were vested in the Trust, in kind to KW Capital Partners Limited (“KW”) as agent for the Secured Lenders (as defined in the Report), or as KW may direct;

~~3. approving the distribution of the remaining proceeds available in the estate of the Debtor; [and]~~

~~4. discharging [RECEIVER'S NAME] as Receiver of the undertaking, property and assets of the Debtor; and~~

4. discharging KSV as Trustee, subject to the filing of a discharge certificate with the Court confirming that final distributions have been made to the Secured Lenders (as defined in the Report); and

5. releasing ~~[RECEIVER'S NAME]~~ KSV from any and all liability, ~~as set out in paragraph 5 of this Order~~¹;

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the affidavits of the ~~Receiver~~ Trustee and its counsel as to fees attached as appendices to the Report (the “**Fee Affidavits**”), and on hearing the

¹ If this relief is being sought, stakeholders should be specifically advised, and given ample notice. See also Note 4, below.

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numbering

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-3-

submissions of counsel for the ~~Receiver~~Trustee, no one else appearing although served as evidenced by the Affidavit of ~~[NAME]~~sworn ~~[DATE]~~Service, filed~~2~~;

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.

~~4.2.~~ THIS COURT ORDERS that the activities of the Receiver and Trustee, as set out in the Report, are hereby approved provided, however, that only the Receiver or Trustee, 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.

~~2.3.~~ THIS COURT ORDERS that the fees and disbursements of the Receiver and Trustee and its counsel along with the accrued fees of the Trustee and its counsel, as set out in the Report and the Fee Affidavits, are hereby approved.

~~3. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to [NAME OF PARTY]3.~~

4. THIS COURT ORDERS that the Trustee shall distribute the Trust's shares held in RoccaVerde and all other remaining residual assets and ownership interests which were vested in the Trust to KW (or as KW may direct) and that the Trustee shall incur no liability or obligation, including in respect of any unpaid taxes, as a result of effecting such distributions.

~~2 This model order assumes that the time for service does not need to be abridged.~~

~~3 This model order assumes that the material filed supports a distribution to a specific secured creditor or other party.~~

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~~4.5.~~ **THIS COURT ORDERS** that upon ~~payment of the amounts set out in paragraph 3~~ hereof ~~[and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report]~~, the Receiver shall be discharged as Receiver effecting the distributions set out in paragraph 4 hereof and upon the Trustee filing of a certificate with this Court certifying that final distributions have been made to the Secured Lenders (as defined in the Report), the Trustee shall be discharged as Trustee of the undertaking, property and assets of the ~~Debtor~~Trust, provided however that notwithstanding its discharge herein (a) the ~~Receiver~~Trustee shall remain ~~Receiver~~Trustee for the performance of such incidental duties as may be required to complete the administration of the ~~receivership proceedings~~ herein, and (b) the ~~Receiver~~Trustee shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of ~~[RECEIVER'S NAME]~~KSV in its capacity as ~~Receiver~~Trustee.

~~5.6.~~ **[THIS COURT ORDERS AND DECLARES** that ~~[RECEIVER'S NAME]~~KSV is hereby released and discharged from any and all liability that ~~[RECEIVER'S NAME]~~KSV now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of ~~[RECEIVER'S NAME]~~KSV while acting in its capacity as Receiver or Trustee herein, save and except for any gross negligence or wilful misconduct on ~~the Receiver's~~its part. Without limiting the generality of the foregoing, ~~[RECEIVER'S NAME]~~KSV is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within ~~receivership~~

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proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's ~~part.~~⁴ or Trustee's part.

7. 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 Trustee 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 Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.

8. THIS COURT ORDERS that the Trustee 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.

~~4 The model order subcommittee was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity, as the Court's officer, so the Court may find that it is appropriate to insulate the Receiver from all liability, by way of a general release. Some members of the subcommittee felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership. The general release language has been added to this form of model order as an option only, to be considered by the presiding Judge in each specific case. See also Note 1, above.~~

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE VERT RESIDUAL ASSET TRUST

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

DAVIES WARD PHILLIPS & VINEBERG LLP
155 Wellington Street West
Toronto ON M5V 3J7

Robin B. Schwill (LSO# 384521)
Email: rschwill@dwpv.com
Tel: 416.863.5502

Lawyers for KSV Restructuring Inc.,
Trustee of the Vert Residual Asset Trust.

Summary Report	
Title	Davies compareDocs Comparison Results
Date & Time	2024-04-25 12:19:59 PM
Comparison Time	0.89 seconds
compareDocs version	v5.1.200.4

Sources	
Original Document	Model Receivership Discharge Order (May 11, 2010).docx
Modified Document	[#4150-4316-8847] [v7] KSV Discharge Order.docx

Comparison Statistics	
Insertions	35
Deletions	20
Changes	24
Moves	0
Font Changes	0
Paragraph Style Changes	0
Character Style Changes	0
TOTAL CHANGES	79

Word Rendering Set Markup Options	
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<u>Insertions</u>	
Deletions	
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Font Changes	
Paragraph Style Changes	
Character Style Changes	
Inserted cells	
Deleted cells	
Merged cells	
Changed lines	Mark left border.

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after saving	General	Always
Report Type	Word	TrackChanges
Character Level	Word	False
Include Comments	Word	False
Include Field Codes	Word	True
Flatten Field Codes	Word	True
Include Footnotes / Endnotes	Word	True
Include Headers / Footers	Word	True
Image compare mode	Word	Insert/Delete
Include List Numbers	Word	True
Include Quotation Marks	Word	False
Show Moves	Word	True
Include Tables	Word	True
Include Text Boxes	Word	True
Show Reviewing Pane	Word	True
Summary Report	Word	End
Detail Report	Word	Separate (View Only)
Document View	Word	Print

APPLICATION UNDER SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

IN THE MATTER OF THE ADMINISTRATION OF THE VERT RESIDUAL ASSET TRUST

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
PROCEEDING COMMENCED AT TORONTO

MOTION RECORD OF THE TRUSTEE
(RETURNABLE MAY 6, 2024)

DAVIES WARD PHILLIPS & VINEBERG LLP
155 Wellington Street West
Toronto ON M5V 3J7

Robin B. Schwill (LSO# 384521)
Email: rschwill@dwpv.com
Tel: 416.863.5502

Lawyers for KSV Restructuring Inc.,
Trustee of the Vert Residual Asset Trust