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BDO Canada Limited
20 Wellington Street E, Suite 500
Toronto ON M5E 1C5 Canada

District of: Ontario
Division No. 09 - Toronto
Court No. 31-2882986
Estate No. 31-2882986

Original Amended

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

Take notice that:

1. Sproutly, Inc. & Toronto Herbal Remedies Inc. (or was deemed to have filed) filed an assignment on the 9th day of November, 2022 and the undersigned, BDO Canada Limited / BDO Canada Limitée, was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 29th day of November, 2022 at 11:00 a.m. at Meeting to be conducted Via Conference Telephone:1(833) 215-3238, Conference ID: 778 636 354.
3. To be entitled to vote at the meeting, a creditor must file with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice are a proof of claim form, proxy form and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt to share in any distribution of the proceeds realized from the estate.

Dated at the City of Toronto in the Province of Ontario, this 14th day of November, 2022.

BDO Canada Limited / BDO Canada Limitée - Licensed Insolvency Trustee

20 Wellington St E, Suite 500
Toronto ON M5E 1C5
Phone: (416) 865-0210 Fax: (416) 865-0904

District of:
 Division No. -
 Court No.
 Estate No.

Original

Amended

Form 78
 Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)
 In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 8th day of November 2022. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)		ASSETS (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	1,803,826.64	1. Inventory	0.00
Balance of secured claims as per list "B"	0.00	2. Trade fixtures, etc.	0.00
Total unsecured creditors	1,803,826.64	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B"	0.00	Good	0.00
3. Preferred creditors as per list "C"	0.00	Doubtful	0.00
4. Contingent, trust claims or other liabilities as per list "D"	0.00	Bad	0.00
Total liabilities	1,803,826.64	Estimated to produce	0.00
Surplus	NIL	4. Bills of exchange, promissory note, etc., as per list "F"	0.00
		5. Deposits in financial institutions	0.00
		6. Cash	0.00
		7. Livestock	0.00
		8. Machinery, equipment and plant	0.00
		9. Real property or immovable as per list "G"	0.00
		10. Furniture	0.00
		11. RRSPs, RRIFs, life insurance, etc.	0.00
		12. Securities (shares, bonds, debentures, etc.)	0.00
		13. Interests under wills	0.00
		14. Vehicles	0.00
		15. Other property, as per list "H"	0.00
		If bankrupt is a corporation, add:	
		Amount of subscribed capital	0.00
		Amount paid on capital	0.00
		Balance subscribed and unpaid	0.00
		Estimated to produce	0.00
		Total assets	0.00
		Deficiency	1,803,826.64

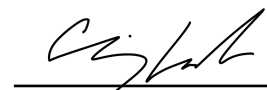
I, Craig Loverock, of the City of Toronto in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of the affairs of the Corporation on the 8th day of November 2022 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the City of Toronto in the Province of Ontario, on this 8th day of November 2022.



Anna Koroneos, Commissioner of Oaths
 For the Province of Ontario
 Expires August 30, 2025



Craig Loverock

District of:
 Division No. -
 Court No.
 Estate No.

FORM 78 -- Continued

In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

List "A"

Unsecured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	1288161 Ontario Limited O/A Planet Earth Recycling	149 Bowes Road Concord ON L4K 1H3	1,384.25	0.00	1,384.25
2	2777234 Ontario Ltd. (CMG)	20 Blue Jays Way, Suite 1202 Toronto ON M5V 3W6	24,825.55	0.00	24,825.55
3	3 Sixty	12-83 Little Bridge St. Almonte ON K0A 1A0	9,304.87	0.00	9,304.87
4	905 RENO	6021 Yonge St. Unit 354 Toronto ON M2N 3W2	5,367.50	0.00	5,367.50
5	ACME Protective Systems Ltd.	1632 West 6th Avenue Vancouver BC V6J 1R3	295.76	0.00	295.76
6	AGLC - Alberta Gaming, Liquor & Cannabis	50 Corriveau Avenue St. Albert AB T8N 3T5	88,723.08	0.00	88,723.08
7	AIR LIQUIDE CANADA INC.	SUITE A, 1250 GARDINERS RD KINGSTON ON K7P 2T5	4,150.66	0.00	4,150.66
8	Ample Organics	290 Caldari Rd, Unit 2015A Vaughan ON L4K 4J4	28,250.00	0.00	28,250.00
9	AR Pest Control	6355 Kennedy Rd (Unit 1) Mississauga ON L5T 2L5	5,396.88	0.00	5,396.88
10	Arup Sen	c/o Infusion Biosciences Inc. 1108-8 King Street West Toronto ON M5H 4A9	40,521.52	0.00	40,521.52
11	Bank of Montreal c/o BMO Financial Group Attn: Kellie Seaman	First Canadian Place 20-100 King St. W. Toronto ON M5X 1A1	60,000.00	0.00	60,000.00
12	Bell Canada	Customer Payment Centre P.O. Box 3650 Station Don Mills Toronto ON M3C 3X9	1,961.12	0.00	1,961.12
13	Bioline Agrosiences, Inc	4890 Victoria Avenue North Vineland Station, ON L0R 2E0	320.82	0.00	320.82
14	Blinick Law, In Trust	912-2345 Yonge St. Toronto ON M4P 2E5	1,656.76	0.00	1,656.76
15	BMO Bank of Montreal Attn: Quinn Hinch	Canadian Commercial Banking 6th Floor, First Bank Tower, 595 Burrard St. Vancouver BC V7X 1L7	60,000.00	0.00	60,000.00
16	Boomer Logistics Corporation	115 Miranda Avenue York ON M6B 3W8	1,047.95	0.00	1,047.95
17	Britacan Facilities Management Group Inc.	505 Consumers Road Suite 1010 Toronto ON M2J 4V8	23,306.64	0.00	23,306.64

8-Nov-2022

Date


 Craig Loverock

District of:
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 Estate No.

FORM 78 -- Continued

In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

List "A"

Unsecured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
18	BSC Solutions Group	18 Automatic Rd., Suite 27 Brampton ON L6S 5N5	15,411.84	0.00	15,411.84
19	Canada Bearing Ltd	1600 Drew Rd. Mississauga ON L5S 1S5	763.70	0.00	763.70
20	Canada Revenue Agency - Excise Tax	Prince Edward Island Tax Centre 275 Pope Road Summerside PE C1N 6A2	355,810.03	0.00	355,810.03
21	Canadian Bank Note Company Limited (cbn)	145 Richmond Road Ottawa ON K1Z 1A1	317.78	0.00	317.78
22	Cannabis NB	170 Wilsey Road Fredericton NB E3B 5B8	72,971.48	0.00	72,971.48
23	Cannasupplies - a division of PharmaSystems	77 Union St. Toronto ON M6N 3N2	33,693.24	0.00	33,693.24
24	CCR - Cleanroom Products	200 Terence Matthews Kanata ON K2M 2C6	1,759.10	0.00	1,759.10
25	COBRA INTEGRATED SYSTEMS LTD.	2783 Thamesgate Drive Mississauga ON L4T 1G5	9,803.88	0.00	9,803.88
26	Coverall of Canada	2969 Sheppard Ave East Toronto ON M1T 3J5	6,478.90	0.00	6,478.90
27	Detonate Group Inc.	77 Steelcase Road W (Unit 6) Markham ON L3R 2S5	1,084.80	0.00	1,084.80
28	Ecolab Co.	Lockbox 917130 Toronto ON M5W 0E9	291.88	0.00	291.88
29	Elexicon Energy	Box 4466 Station A Toronto ON M5W4C5	747.89	0.00	747.89
30	Employees	c/o BDO Canada Limited 500-20 Wellington St. E. Toronto ON M5E 1C5	178,971.84	0.00	178,971.84
31	Enbridge	PO Box 680 Scarborough ON M1K 0A6	2,405.88	0.00	2,405.88
32	Enbridge Gas	PO Box 644 Scarborough ON M1K 5H1	2,165.77	0.00	2,165.77
33	Eurofins Experchem Laboratories	1111 Flint Road #36 Toronto ON M3J 3C7	20,789.74	0.00	20,789.74
34	FedEx	PO Box 4626 Toronto STN A Toronto ON M5W 5B4	58.40	0.00	58.40

8-Nov-2022

Date



Craig Loverock

District of:
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 Estate No.

FORM 78 -- Continued

In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

List "A"

Unsecured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
35	Florio Electric	134 River Street Sunderland ON L0C 1H0	1,695.00	0.00	1,695.00
36	G.T.A GSM Ltd.	Pearson Toronto Airport PO Box 6025 Mississauga ON L5P 1B2	5,494.11	0.00	5,494.11
37	HTS Engineering Ltd	115 Norfinch Drive North York ON M3N 1W8	8,998.95	0.00	8,998.95
38	Hygiena Canada Limited	2650 Unit #14 Meadowvale Blvd. Mississauga ON L5N 6M5	8,455.37	0.00	8,455.37
39	Integracon Inc	1730 McPherson Court (Unit # 7) Pickering ON L1W 3E6	16,531.90	0.00	16,531.90
40	Invar Building Corporation	220 Duncan Mills Road (Suite 301) Toronto ON M3B 3J5	80.52	0.00	80.52
41	Just Instruments Inc.	173 Advance Blvd. (Unit 49) Brampton ON L6T 4Z7	343.52	0.00	343.52
42	Kanalink Ltd.	P.O. Box 80081 Burlington ON L7L 3B1	6,531.40	0.00	6,531.40
43	Loverock Consulting	396 Oak Street Newmarket ON L3Y 3X6	133,612.50	0.00	133,612.50
44	Lucid Water Co. Ltd.	Suite 283, 47 - 20821 Fraser Hwy Langley BC V3A 0B6	112.00	0.00	112.00
45	MD GC Landscaping O/A Urban Excavation c/o Wiseman Law Offices	3780 14th Avenue, Suite 109 Markham ON L3R 9Y5	3,531.25	0.00	3,531.25
46	MNP	Suite 2200, MNP Tower, 1021 West Hastings Street Vancouver BC V6E 0C3	130,101.20	0.00	130,101.20
47	Molecular Science Labs Corp.	55 Town Centre Court, Suite 902 Scarborough ON M1P 4X4	1,808.00	0.00	1,808.00
48	Nutrasource	Suite 101 - 120 Research Lane Guelph ON N1G 0B4	1,017.00	0.00	1,017.00
49	O-Beirne Consulting Corp	617-510 King St E Toronto ON M5A 1M1	19,775.00	0.00	19,775.00
50	Office Move Pro Vancouver	150-528 Annance Court Delta BC V3M 6Y8	3,158.88	0.00	3,158.88
51	Ontario Cannabis Store	4100 Yonge Street Toronto ON M2P 2B5	947.51	0.00	947.51

8-Nov-2022

Date



Craig Loverock

District of:
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

List "A"

Unsecured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
52	Paul Marcellino	c/o Sproutly Canada LLP 1095 Pender St W Suite 1050 Vancouver BC V6E 2M6	2,158.20	0.00	2,158.20
53	Pineapple Express Delivery Inc	#12 & 13 - 1150 Northside Rd. Burlington ON L7M 1W8	14,789.88	0.00	14,789.88
54	Porta-Mini Storage	358 Spring Garden Avenue North York ON M2N 3H5	940.16	0.00	940.16
55	Poteck Power Corp.	22 Macdonell Ave Toronto ON M6R 2A2	11,414.64	0.00	11,414.64
56	Power Station Ltd.	1050 Jayson Court Mississauga ON L4W 2V5	1,920.99	0.00	1,920.99
57	Purolator 7514092	PO Box 4800 STN Main Concord ON L4K 0K1	1,643.59	0.00	1,643.59
58	QJS Specialty Cleaning Inc.	545 Lakeridge Road Whitby ON L1P 1Z9	1,723.19	0.00	1,723.19
59	Rambridge Wholesale Supply	#8, 8009 57 Street SE Calgary AB T2C 5K7	8,970.97	0.00	8,970.97
60	Remo Brands Inc	Unit 14-20295 113B Ave. Maple Ridge BC V2X 6E9	22,922.05	0.00	22,922.05
61	Richards Buell Sutton LLP	700 - 401 West Georgia St. Vancouver BC V6B 5A1	269.33	0.00	269.33
62	Rivet Advisory Group	3 Covepark Terrace Northeast Calgary AB T3K 5X6	650.00	0.00	650.00
63	ROHEN FIRE PROTECTION LTD.	20 Venture Dr. Scarborough ON M1B 3R7	4,310.95	0.00	4,310.95
64	Royal Bank of Canada Attn: Accom Azimi	1025 West Georgia St. Vancouver BC V6E 3N9	60,000.00	0.00	60,000.00
65	Royal Bank of Canada Attn: Maria Arzoumanidis	c/o RBC Legal Department 19-155 Wellington St. W. Toronto ON M5V 3K7	60,000.00	0.00	60,000.00
66	Royal Label Printing Inc.	80E Nashdene Road, Unit 100 Scarborough ON M1V 5E4	2,366.22	0.00	2,366.22
67	Sensitive Logistics Solutions Inc. c/o Carr Paralegal	980 Fraser Drive, Unit 103 Burlington ON L7L 5P5	12,950.00	0.00	12,950.00
68	Shaw Business	PO Box 1607, Station M Calgary AB T2P 2L7	3,546.81	0.00	3,546.81

8-Nov-2022

Date



Craig Loverock

District of:
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
 Sproutly, Inc. & Toronto Herbal Remedies Inc.
 of the City of Toronto, in the Province of Ontario

List "A"

Unsecured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
69	Sigma Analytical Services	1510 Birchmount Rd (#209/210) Toronto ON M1P 2G6	5,175.40	0.00	5,175.40
70	SPS Excel Food Solutions	27 Loreville Drive, Brampton ON L6X 3A1	7,824.12	0.00	7,824.12
71	Stericycle	ULC, P.O. Box 15976, Station A, Toronto ON M5W 1C1	2,656.60	0.00	2,656.60
72	Steris	184 Crown Court Whitby ON L1N 7B1	5,483.01	0.00	5,483.01
73	Toronto Hydro - Electrical System Ltd.	500 Commissioners Street Toronto ON M4M 1B4	104,292.60	0.00	104,292.60
74	Toronto Water & Solid Waste	Revenue Service Box 6000 Toronto ON M2N 5V3	1,365.17	0.00	1,365.17
75	Try Environmental Services Inc.	Try Environmental Services Inc. 8 Widdicombe Hill Etobicoke ON M9R 1B3	7,887.40	0.00	7,887.40
76	Uline	3333 James Snow Parkway North Milton ON L9T 8L1	1,187.83	0.00	1,187.83
77	UPS Canada	1200 Papineau Ave. (Suite 350R) Montreal QC H2K 4R5	126.62	0.00	126.62
78	Waste Container Services	106 Howden Road Toronto ON M1R 3E4	3,712.78	0.00	3,712.78
79	Waterlogic Canada Inc. 2003340	87 Sharer Road Vaughan ON L4L 8Z3	452.00	0.00	452.00
80	We Share Supply Inc.	425 Herbert Street Gananoque ON K7G 1R2	20,558.02	0.00	20,558.02
81	White Ash Group	2504-235 Bloor Street E Toronto ON M4W 3Y3	13,560.00	0.00	13,560.00
82	Work Safe Training Inc.	1600 Brimley Rd. Unit # 2 Scarborough ON M1P 3H1	135.60	0.00	135.60
83	WSIB	PO BOX 4115 STN A Toronto ON M5W 2V3	16,598.89	0.00	16,598.89
Total:			1,803,826.64	0.00	1,803,826.64

8-Nov-2022

Date



Craig Loverock

District of:
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario
List "B"
Secured Creditors

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of	Estimated surplus from security	Balance of claim
			Total:			0.00	0.00	0.00

8-Nov-2022

Date



Craig Loverock

District of:
Division No. -
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Estate No.

FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario
List "C"
Preferred Creditors for Wages, Rent, etc.

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

8-Nov-2022

Date



Craig Loverock

District of:
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario
List "D"
Contingent or Other Liabilities

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or	Amount expected to rank for	Date when liability incurred	Nature of liability
			0.00	0.00		
		Total:	0.00	0.00		

8-Nov-2022

Date



Craig Loverock

District of:
Division No. -
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

List "E"

Debts Due to the Bankrupt

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be	When contracted	Estimated to produce	Particulars of any securities held for debt
				0.00				
			Total:	0.00			0.00	
				0.00				

8-Nov-2022

Date



Craig Loverock

District of:
Division No. -
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FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario
List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel

Sproutly, Inc. and Toronto Herbal Remedies Inc.

No.	Name of all promissory, acceptors, endorsers, mortgages and	Address	Occupation	Amount of bill or note,	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or
				Total:	0.00	0.00	

8-Nov-2022

Date



Craig Loverock

District of:
Division No. -
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Estate No.

FORM 78 -- Continued

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario
List "G"
Real Property or Immovables Owned by Bankrupt
Sproutly, Inc. and Toronto Herbal Remedies Inc.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address,	Equity or surplus
Total:			0.00		0.00

8-Nov-2022

Date



Craig Loverock

District of:
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FORM 78 -- Concluded

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

List "H"

Property

Sproutly, Inc. and Toronto Herbal Remedies Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
			Total:	0.00

8-Nov-2022

Date



Craig Loverock

Court No.

Estate No.

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

Form 78 (Bill C-12)
Statement of affairs (Business bankruptcy)

BDO Canada Limited / BDO Canada Limitée -
Licensed Insolvency Trustee
20 Wellington St E, Suite 500
Toronto ON M5E 1C5
Phone: (416) 865-0210 Fax: (416) 865-0904

District of: Ontario
Division No. 09 - Toronto
Court No. 31-2882986
Estate No. 31-2882986

FORM 31
Proof of Claim
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and Paragraphs 51(1)(e) and 66 14(h) of the Act)

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of Sproutly, Inc. and Toronto Herbal Remedies Inc. of the City of Toronto in the Province of Ontario and the claim of _____, creditor.

I, _____ (name of creditor or representative of the creditor), of the city of _____ in the province of _____, do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____, creditor).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 9th day of November 2022, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description.)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

District of Ontario
Division No. 09 - Toronto
Court No. 31-2882986
Estate No. 31-2882986

FORM 31 --- Concluded

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____
(Attach a copy of sales agreement and delivery receipts.)

E. CLAIM BY WAGE EARNER OF \$ _____

That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____,

That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____,

F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____

That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____,

That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____,

G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim including the calculations upon which the claim is based.)

H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.

I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____, _____.

Witness

Creditor

Phone Number: _____

Fax Number : _____

E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of assets, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

District of: Ontario
Division No. 09 - Toronto
Court No. 31-2882986
Estate No. 31-2882986

FORM 36

Proxy

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the Matter of the Bankruptcy of
Sproutly, Inc. & Toronto Herbal Remedies Inc.
of the City of Toronto, in the Province of Ontario

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to
be my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without)
power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____

Witness

Individual Creditor

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

BDO Canada Limited / BDO Canada Limitée - Licensed Insolvency Trustee

20 Wellington St E, Suite 500
Toronto ON M5E 1C5

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

PROOF OF CLAIM

- ▶ The signature of a witness is required;
- ▶ The claim must be signed personally by the individuals;
- ▶ If the creditor is a corporation, the full and complete legal name of the company or firm must be stated;
- ▶ Give the complete address, including postal code, where all notices or correspondence is to be forwarded, the name of the person to contact, the phone number and fax number.

PARAGRAPH 1

- ▶ Please state your name, city of residence, and if you are completing the declaration for a corporation or another person, your position or title.

PARAGRAPH 3

- ▶ State the date of bankruptcy, proposal of receivership and the amount of your claim;
- ▶ A detailed statement of account must be attached and must show the date, number and amount of all the invoices, charged credits or payments;
- ▶ A statement of account is not complete if it begins with an amount brought forward;
- ▶ The amount of the statement of account must agree with the amount claimed on the proof of claim.

PARAGRAPH 4

- ▶ An ordinary creditor must check subparagraph A. A preferred creditor must set out on an attached schedule the particulars of your priority;
- ▶ A secured creditor must check subparagraph C. You must insert the value at which you assess each of your securities and provide a certified true copy of the security documents as registered.

PARAGRAPH 5

Strike out “are” or “are not” as applicable to you. You would be considered a related person if:

- ▶ You are related to blood or marriage to the debtor;
- ▶ If the debtor is a corporation and you were a shareholder or if your company was controlled by the same shareholders as the debtor corporation.

PARAGRAPH 6

All creditors must attach a detailed list of all payments or credits received or granted, as follows:

- ▶ Within the 3 months preceding the bankruptcy or proposal, if the creditor and the debtor are not related;
- ▶ Within 12 months preceding the bankruptcy or proposal, if the creditor and debtor are related.

In the case of an individual’s bankruptcy only, you may request some or all of the items stated after paragraph 6.

GENERAL PROXY

A creditor may appoint a proxy by completing the proxy form, if the creditor is a corporation, the proxy form must be completed in the corporate name and signature witness.

NOTES

- ▶ Only creditors who have filed claims in the proper manner before the time appointed for the meeting of creditors are entitled to vote;
- ▶ A creditor may vote either in person or by proxy;
- ▶ A debtor may not be appointed a proxy at any meeting of his creditors;
- ▶ The trustee may be appointed as a proxy to for any creditors;
- ▶ A corporation may vote by an authorized agent at the meeting of creditors;
- ▶ In order to have the right to vote, a person must himself be a creditor or be the holder of a property executed proxy showing the name of the creditor;
- ▶ Only creditors who filed claims in the proper form with the trustee are entitled to share in any distribution that may be made.