

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE  
JUSTICE SHEARD

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TUESDAY, THE 25TH  
DAY OF MARCH, 2025

Court File No. 32-3175819  
Estate No. 32-3175819  
BK-25-03175820-0032

**IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF UCG LAND INC., IN THE CITY OF  
HAMILTON, IN THE PROVINCE OF ONTARIO**

Court File No. 32-3175820  
Estate No. 32-3175820  
BK-25-03175819-0032

**IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF UPPER CANADA GROWERS  
LTD., IN THE CITY OF HAMILTON, IN THE PROVINCE OF  
ONTARIO**

**ORDER**

**THIS MOTION**, made by Upper Canada Growers Ltd. and UCG Land Inc. (collectively, the "**Companies**") pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the "**BIA**"), for an order, among other things: (a) extending the time for the Companies to file proposals under section 50.4(9) of the BIA to and including May 16, 2025; (b) approving the second report of BDO Canada Limited in its capacity as proposal trustee of the Companies (in that capacity, the "**Proposal Trustee**") dated March 14, 2025 (the "**Second Report**") and approving the actions of the Proposal Trustee described in the Second Report; and (c) approving the fees and disbursements of the Proposal Trustee and its counsel, as set out in the Second Report and the fee affidavits appended to the

Second Report, was heard this day by Zoom videoconference at the courthouse at 45 Main Street East, in Hamilton, Ontario.

**ON READING** the affidavit of Robert Haynes sworn March 14, 2025 and the Second Report, and on hearing the submissions of the respective counsel for the Companies, the Proposal Trustee, and such other counsel and parties present, no one else appearing although duly served as appears from the Affidavit of Service of Talya Bertler sworn March 14, 2025, filed,

### **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Motion Record and Second Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

### **EXTENSION OF STAY PERIOD**

2. **THIS COURT ORDERS** that, pursuant to subsection 50.4(9) of the BIA, the time for the Companies to file proposals is extended up to and including May 16, 2025.

### **APPROVAL OF THE REPORT, ACTIONS, AND FEES OF THE PROPOSAL TRUSTEE**

3. **THIS COURT ORDERS** that the Second Report and the conduct and activities of the Proposal Trustee described therein are hereby approved, provided that only the Proposal 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.

4. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee up to and including February 28, 2025, as set out in the Second Report and the fee affidavit of Clark Lonergan sworn March 14, 2025, appended to the Second Report, be and are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee's independent legal counsel, Aird & Berlis LLP, up to and including February 28, 2025, as

set out in the Second Report and the fee affidavit of Ian Aversa sworn March 13, 2025, appended to the Second Report, be and are hereby approved.

### **SERVICE OF DOCUMENTS**

6. **THIS COURT ORDERS** that the Guide Concerning Commercial List E-Service (the “**Guide**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Guide (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/regional-practice-directions/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 of the *Rules of Civil Procedure* (the “**Rules**”), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and paragraph 13 of the Guide, service of documents in accordance with the Guide will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Guide with the following URL: <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/upper-canada-growers-ltd>.

7. **THIS COURT ORDERS** that the Companies, the Proposal Trustee and their respective counsel are at liberty to serve or distribute this Order, and other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding copies thereof by electronic message to the Companies’ creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or judicial obligation and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

8. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Guide is not practicable, the Companies and the Proposal Trustee and their respective counsel and agents are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding copies thereof by prepaid ordinary mail, courier, personal delivery, email or facsimile transmission to the Companies’ creditors or other interested parties at their

respective addresses (including email addresses) as last shown on the records of the Companies and that any such service or distribution shall be deemed to be received on the earlier of (a) the date of transmission thereof, if sent by electronic message on or prior to 5:00 p.m. Eastern Time; (b) the next business day following the date of forwarding or transmission thereof, if sent by courier, personal delivery, facsimile transmission or electronic message sent after 5:00 p.m. Eastern; or (c) on the third business day following the date of forwarding thereof, if sent by ordinary mail.

## **GENERAL**

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, agency or regulatory or administrative bodies, having jurisdiction in Canada, the United States of America or any other jurisdiction, to give effect to this Order and to assist the Companies, the Proposal Trustee and their respective agents in carrying out the terms of this Order. All courts, tribunals, agencies and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Companies and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Companies and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

11. **THIS COURT ORDERS** that each of the Companies and the Proposal Trustee be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Proposal Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

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

L. Sheard J.

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT  
HAMILTON

**ORDER**

**DICKINSON WRIGHT LLP**

Barristers & Solicitors  
199 Bay Street  
Suite 2200, Box 447  
Toronto, ON M5L 1G4

**JOHN D. LESLIE (29956P)**

Tel: (416) 646-3801  
Email: [jleslie@dickinsonwright.com](mailto:jleslie@dickinsonwright.com)

**DAVID Z. SEIFER (77474F)**

Tel: (416) 646-6867  
Email: [dseifer@dickinsonwright.com](mailto:dseifer@dickinsonwright.com)

**TALYA R. BERTLER (90315H)**

Tel: (416) 646-6867  
Email: [dseifer@dickinsonwright.com](mailto:dseifer@dickinsonwright.com)

Lawyers for Upper Canada Growers Ltd. and UCG Land  
Inc.