

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE)
JUSTICE *V. VAWCHENKO*)

THURSDAY, THE 29TH
DAY OF JANUARY, 2026

B E T W E E N :

THE BANK OF NOVA SCOTIA

Applicant

- and -

UPPER CANADA GROWERS LTD. and UCG LAND INC.

Respondents

**AND IN THE MATTER OF AN 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**

ANCILLARY RELIEF ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Upper Canada Growers Ltd. and UCG Land Inc. (together, the “**Debtors**”) acquired for, or used in relation to a business carried on by the Debtors (collectively, the “**Property**”), for an order, *inter alia*, (i) approving the Second Report of the Receiver dated January 19, 2026 (the “**Second Report**”) and the actions, conduct and activities of the Receiver described therein; (ii) approving the fees and disbursements of the Receiver and its independent legal counsel, Aird & Berlis LLP (“**A&B**”); and (c) sealing the Confidential

Appendices to the Second Report was heard this day at 45 Main St. East, Hamilton, Ontario, L8N 2B7.

ON READING the Second Report and the appendices thereto, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Jacqueline Lonergan sworn January 19, 2026 filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in support of this Motion be and is hereby validated, such that this Motion is properly returnable today, and hereby dispenses with further service thereof.

APPROVAL OF THE RECEIVER'S ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the Second Report and the conduct and activities of the Receiver as set out therein be and are hereby approved, provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize, in any way, such approvals.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver up to and including January 4, 2026, as set out in the Second Report and the fee affidavit of Clark Lonergan sworn January 19, 2026, appended to the Second Report, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel, A&B, up to and including December 31, 2025, as set out in the Second Report and the fee affidavit of Ian Aversa sworn January 14, 2026, appended to the Second Report, are hereby approved.

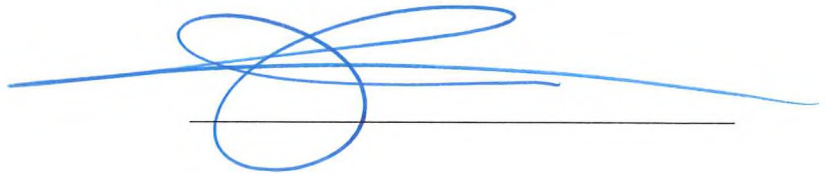
SEALING OF CONFIDENTIAL APPENDICES

5. **THIS COURT ORDERS** that **Confidential Appendices “A”** and **“B”** to the Second Report shall be and is hereby sealed, kept confidential, and shall not form part of the public record until the completion of the auction contemplated by the auction services agreement to be entered into by the Receiver and Leveredge Asset Solutions Inc., or further Order of this Court.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any other foreign jurisdiction 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.

7. **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.

A blue ink signature scribble consisting of several overlapping loops and horizontal strokes, positioned above a solid horizontal line.

THE BANK OF NOVA SCOTIA
Applicant

and

UPPER CANADA GROWERS LTD. and UCG LAND INC.
Respondents

Court File No. CV-25-00090131-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT HAMILTON

ANCILLARY RELIEF ORDER

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*Lawyers for BDO Canada Limited, in its capacity as receiver
and manager of Upper Canada Growers Ltd. and UCG Land
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