

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

THE HONOURABLE)
)
JUSTICE *BORDIN*)

THURSDAY, THE 15TH

DAY OF MAY, 2025

Court File No. BK-25-03175819-0032
Estate No. 32-3175819

**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. BK-25-03175820-0032
Estate No. 32-3175820

**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 BDO Canada Limited ("**BDO**"), in its capacity as Licensed Insolvency Trustee (the "**Proposal Trustee**") under the Notices of Intention to Make a Proposal (the "**NOI**") filed by each of Upper Canada Growers Ltd. and UCG Land Inc. (collectively, the "**Companies**") pursuant to Subsection 50.4(6) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the "**BIA**"), for an order, among other things: (a) approving the third report of the Proposal Trustee dated May 6, 2025 (the "**Third Report**") and the Confidential Supplement to the Third Report dated May 6, 2025 (the "**Confidential Supplement**") and the activities of the Proposal Trustee described therein; (b) approving the fees and disbursements of the Proposal Trustee and its counsel, as set out in the Third Report and the fee affidavits appended to the Third Report (the "**Fee Affidavits**"); and (c) discharging BDO as Proposal Trustee of the Companies, was heard this day by Zoom videoconference at the courthouse at 45 Main Street East, in Hamilton, Ontario.

ON READING the Notice of Motion of the Proposal Trustee and the Third 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 Daisy Jin, sworn May 6, 2025, filed,

SERVICE

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

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

2. **THIS COURT ORDERS** that the Third Report, the Confidential Supplement 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.

3. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee up to and including May 3, 2025, as set out in the Third Report and the fee affidavit of Clark Lonergan sworn May 6, 2025, appended to the Third Report, be and are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee's independent legal counsel, Aird & Berlis LLP, up to and including May 2, 2025, as set out in the Third Report and the fee affidavit of Ian Aversa sworn May 5, 2025, appended to the Third Report, be and are hereby approved.

5. **THIS COURT ORDERS** that the Remaining Fees and Disbursements (as defined in the Third Report) be and are hereby approved.

DISCHARGE OF PROPOSAL TRUSTEE

6. **THIS COURT ORDERS** that, upon the Proposal Trustee filing the Discharge Certificate in the form attached hereto as **Schedule "A"** (the "**Discharge Certificate**") certifying that it has completed the Remaining Activities (as defined in the Third Report), BDO shall be discharged as Proposal Trustee of the Companies, provided, however, that notwithstanding its discharge herein:

- (a) the Proposal Trustee shall remain as proposal trustee for the performance of such incidental duties as may be required to complete the administration of the within proceedings; and
- (b) the Proposal Trustee shall continue to have the benefit of the provisions of all Orders made in the within proceedings, including all approvals, protections and stays in favour of BDO in its capacity as Proposal Trustee.

7. **THIS COURT ORDERS** that, upon filing the Discharge Certificate, BDO shall be discharged as Proposal Trustee of the Companies, and shall be forever released and discharged from any and all liability, including without limitation any matters that were raised, or which could have been raised, in the within proceedings, that the Proposal Trustee now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Proposal Trustee while acting in its capacity as proposal trustee in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Proposal Trustee. Subject to the foregoing, any claims against the Proposal Trustee in connection with the performance of its duties as proposal trustee, whether before or after the date of this Order, are hereby stayed, extinguished and forever barred.

8. **THIS COURT ORDERS** that no action or other proceedings shall be commenced against BDO in any way arising from or related to its capacity or conduct as Proposal Trustee of the Companies, whether before or after the date of this Order, except with prior leave of this Court on notice to the Proposal Trustee, and upon such terms as this Court may direct.

TRUSTEE IN BANKRUPTCY

9. **THIS COURT ORDERS** that BDO be and it is hereby authorized to act as trustee- in-bankruptcy (the "**Bankruptcy Trustee**") of the Companies upon the deemed bankruptcies of the Companies pursuant to the BIA.

10. **THIS COURT ORDERS** that upon the assignment of the Companies into bankruptcy, the Bankruptcy Trustee is authorized and directed to administer the bankruptcies of the Companies on a consolidated basis.

SEALING ORDER

11. **THIS COURT ORDERS** that the Confidential Supplement is hereby sealed, shall not form part of the public record, and shall only be unsealed upon further Order of the Court.

GENERAL

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

13. **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.

14. **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.

15. **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.



Schedule A – Form of Proposal Trustee’s Discharge Certificate

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PROPOSAL TRUSTEE’S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Henderson of the Ontario Superior Court of Justice (the "**Court**") dated February 6, 2025, BDO Canada Limited ("**BDO**") was named as Licensed Insolvency Trustee (the "**Proposal Trustee**") under the Notices of Intention to Make a Proposal (the "**NOI**") filed by each of Upper Canada Growers Ltd. and UCG Land Inc. (collectively, the "**Companies**") pursuant to Subsection 50.4(6) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the "**BIA**").

B. Pursuant to an Order of the Court dated May 15, 2025, BDO was discharged as Proposal Trustee, effective upon BDO filing with the Court a certificate confirming that all matters to be attended to in connection with the completion of the administration of the Companies’ proposal proceedings have been completed to the satisfaction of the Proposal Trustee (the "**Remaining Activities**"), as set out in the Proposal Trustee’s Third Report to the Court dated May 6, 2025, (the "**Third Report**"), provided, however, that, notwithstanding its discharge: (a) BDO will remain Proposal Trustee for such incidental duties as may be required for the performance of the Remaining Activities, and (b) BDO, in its capacity as Proposal Trustee, will continue to have the

benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of BDO, in its capacity as the Proposal Trustee.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Proposal Trustee is satisfied that all Remaining Activities have been completed to the satisfaction of the Proposal Trustee.

This Certificate was delivered by the Proposal Trustee at _____ [TIME] on _____ [DATE].

BDO Canada Limited, solely in its capacity as the Proposal Trustee of UCG Land Inc. and Upper Canada Growers Ltd., and not in its corporate or personal capacity or in any other capacity.

Per: _____

Name:

Title:

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**ONTARIO
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(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT
HAMILTON

ORDER

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Lawyers for BDO Canada Limited, in its capacity as Proposal
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