

Court File No. CV-25-00090131-0000

ONTARIO  
SUPERIOR COURT OF JUSTICE

THE HONOURABLE )  
JUSTICE *Bordin* )

THURSDAY, THE 23<sup>RD</sup>  
DAY OF OCTOBER, 2025

BETWEEN :



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, for an order, *inter alia*, (a) approving the First Report of the Receiver dated October 14, 2025 (the “**First Report**”) and the actions, conduct and activities of the Receiver described therein; (b) approving the fees and disbursements of the Receiver and its independent legal counsel, Aird & Berlis LLP (“**A&B**”); (c) approving the Minutes of Settlement between UCG Land Inc. (by BDO

as Receiver), Oxley Wind Farm Inc. (“**Oxley**”), Potentia Renewables Inc., Mori Essex Nurseries Inc., Leno Mori and Henry Verhoeven (the “**Minutes of Settlement**”) and the transmission easement agreement (the “**Easement Agreement**”) between UCG Land Inc. (by BDO as Receiver) and Oxley, granting, conveying and transferring to Oxley a Transmission Easement (as defined in the Easement Agreement); and (d) sealing the Confidential Appendices to the First Report was heard this day at 45 Main St. East, Hamilton, Ontario, L8N 2B7 by judicial videoconference via Zoom.

 *consent*



~~ON READING~~ the Notice of Motion and the First Report, filed, and on hearing the submissions of counsel for the Receiver, and all other counsel and parties listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Daisy Jin sworn October 14, 2025, 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 First 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 September 30, 2025, as set out in the First Report and the fee affidavit of Clark Lonergan sworn October 14, 2025, appended to the First Report, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel, A&B, up to and including September 30, 2025, as set out in the First Report and the fee affidavit of Ian Aversa sworn October 9, 2025, appended to the First Report, are hereby approved.

5. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursements to October 4, 2025, as set forth in the First Report, be and is hereby approved.

#### **SEALING OF CONFIDENTIAL APPENDICES**

6. **THIS COURT ORDERS** that Confidential Appendix A and Confidential Appendix B to the First Report shall be and are hereby sealed, kept confidential, and shall not form part of the public record until the closing of the transaction contemplated by the agreement of purchase and sale dated September 10, 2025, as between the Receiver, as vendor, and Bonnefield Canadian Farmland LP V Master, as represented by its general partner, Bonnefield GP V Inc., as purchaser, or further Order of this Court.

#### **MINUTES OF SETTLEMENT, EASEMENT AGREEMENT AND TRANSMISSION EASEMENT**

7. **THIS COURT ORDERS** that the execution by the Receiver of the Easement Agreement and the Minutes of Settlement, substantially in the form appended as Appendices "H" and "I", respectively, to the First Report, be and is hereby approved and authorized, and the granting, conveyancing and transfer to Oxley of the Transmission Easement be and is hereby approved.

8. **THIS COURT ORDERS** that upon the registration in the Land Registry Office No. 12 at the Land Titles Division of Essex (Windsor) of any requisite application under the *Land Titles Act*, the Land Registrar is hereby directed to enter a Transfer Easement with respect to the Transmission Easement (as defined in the Easement Agreement) and a Notice of the Easement Agreement pursuant to Section 71 of the *Land Titles Act* (Ontario) with respect to the subject Property (as defined in the Easement Agreement).

### GENERAL

9. **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.

10. **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.



Issued and entered electronically by

Rhonda  
Margetts

Digitally signed by Rhonda  
Margetts  
Date: 2025.10.29 12:11:04  
-04'00'

Local Registrar  
45 Main St East  
Hamilton, ON  
L8N 2B7

**THE BANK OF NOVA SCOTIA**  
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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT HAMILTON

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**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  
Inc.*