

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) TUESDAY THE 10<sup>th</sup>  
 )  
JUSTICE OSBORNE ) DAY OF FEBRUARY, 2023

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.  
C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
CANNAPIECE GROUP INC., CANNAPIECE CORP., CANADIAN CRAFT GROWERS CORP.,  
2666222 ONTARIO LTD., 2580385 ONTARIO INC. AND 2669673 ONTARIO INC.**

(collectively, the "**Applicants**" and each an "**Applicant**")

**ANCILLARY ORDER**

**THIS MOTION**, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this day by videoconference.

**ON READING** the Applicants' notice of motion dated February 8, 2023, the affidavit of Afshin Souzankar sworn January 25, 2023 ("**Third Souzankar Affidavit**"), the affidavit of Afshin Souzankar sworn February 8, 2023 ("**Fourth Souzankar Affidavit**"), the Second Report of BDO Canada Limited in its capacity as the monitor (the "**Monitor**") dated January 28, 2023 ("**Second Report**"), the Supplement to the Second Report of the Monitor dated February 9, 2023, and on hearing the submissions of counsel for the Applicants and counsel for the Monitor and counsel for those other parties appearing as indicated by the counsel slip, no one appearing for any other party although duly served as appears from the affidavit of service, filed:

## **SERVICE**

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

## **DEFINED TERMS**

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the share purchase agreement (the “**SPA**”) effective February 8, 2023, and entered into among CannaPiece Group Inc., CannaPiece Corp, and 100042058 Ontario Inc. for the purchase and sale of all of the issued and outstanding shares of CannaPiece Corp.

## **MONITOR’S REPORT AND ACTIVITIES APPROVAL**

3. **THIS COURT ORDERS** that the First Report of the Monitor dated November 9, 2022, Second Report of the Monitor dated January 28, 2023 and the activities and conduct of the Monitor described therein, and the Supplement to the Second Report of the Monitor dated February 9, 2023, and the activities and conduct of the Monitor described therein, be and are hereby approved; provided, however, that only the Monitor, 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.

## **DISTRIBUTION**

4. **THIS COURT ORDERS** that on Closing of the Transaction, the Monitor is hereby authorized and directed to distribute \$3,500,000 to Cardinal Advisory Limited (“**Cardinal**”).

## **GENERAL**

5. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Toronto time on the date of this Order, and this Order is enforceable without the need for entry and filing.

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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C.  
C-36, AS AMENDED**

Court File No.: CV-22-00689631-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANNAPIECE  
GROUP INC., CANNAPIECE CORP., CANADIAN CRAFT GROWERS CORP., 2666222  
ONTARIO LTD., 2580385 ONTARIO INC. AND 2669673 ONTARIO INC.**

**Applicants**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at TORONTO

**ANCILLARY ORDER  
(RETURNABLE FEBRUARY 10, 2023)**

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