

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) FRIDAY THE 17TH
)
JUSTICE PENNY) DAY OF MARCH, 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., CANADIAN CRAFT GROWERS CORP., 2666222 ONTARIO
LTD., 2580385 ONTARIO INC., 2669673 ONTARIO INC. AND 14707117 CANADA INC.**

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

CCAA TERMINATION 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 March 14, 2023, the Affidavit of Afshin Souzankar dated March 14, 2023 ("**Fourth Souzankar Affidavit**"), and the Third Report ("**Third Report**") of BDO Canada Limited ("**BDO**") in its capacity as the monitor (the "**Monitor**") dated March 14, 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 Initial Order of Justice Penny dated November 3, 2022, as further amended and/or restated (“**Initial Order**”) or the sale approval order of Justice Osborne dated February 10, 2023 (“**Sale Approval Order**”), as applicable.

TERMINATION OF CCAA PROCEEDINGS

3. **THIS COURT ORDERS** that upon service by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule “A”** (the “**Monitor’s Termination Certificate**”) on the service list in these CCAA proceedings (“**Service List**”) certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA proceedings have been completed, the within CCAA proceedings shall be terminated without any further act or formality (the “**CCAA Termination Time**”), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any Person (as defined in the Initial Order).

4. **THIS COURT ORDERS AND DIRECTS** the Monitor to file a copy of the Monitor’s Termination Certificate with the Court and post a copy of the Monitor’s Termination Certificate on its website as soon as is practicable following the CCAA Termination Time.

TERMINATION OF PRIORITY CHARGES

5. **THIS COURT ORDERS** that the Revised Administration Charge, the DIP Lender’s Charge, and the Purchaser’s Charge (as defined in the Fourth Souzankar Affidavit) shall be and are hereby terminated at the CCAA Termination Time without any further act or formality.

DISCHARGE OF MONITOR

6. **THIS COURT ORDERS** that effective at the CCAA Termination Time, BDO shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time, provided that, notwithstanding its discharge as Monitor, BDO shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time, as may be required or appropriate (“**Monitor Incidental Matters**”).

7. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following and after the CCAA Termination Time, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor following the CCAA Termination Time with respect to the Applicants or these CCAA proceedings.

8. **THIS COURT ORDERS** that effective at the CCAA Termination Time, in addition to the protections in favour of the Monitor in any Order of this Court in the CCAA proceedings or the CCAA, the Monitor, its counsel, and each of their respective affiliates, officers, directors, partners, employees and agents, as applicable, (collectively, the "**Released Parties**") are hereby released and forever discharged from any and all liability that the Released Parties now or may hereafter have by reason of any act, omission, transaction, dealing or other occurrence in any way relating to arising out of, or in respect of these CCAA proceedings, including in carrying out any Monitor Incidental Matters, whether known or unknown, matured or unmatured, foreseen or unforeseen, relating to matters that were raised, or could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct.

9. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity as Monitor, including in connection with any Monitor Incidental Matters taken after the CCAA Termination Time, except with prior leave of this Court on not less than fifteen (15) days prior notice to the Monitor.

MONITOR'S REPORT AND ACTIVITIES APPROVAL

10. **THIS COURT ORDERS** that the Third Report of the Monitor and the activities and conduct of the Monitor described therein be and 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.

11. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, as set out in the Third Report, are hereby approved.

PROCEDURAL CONSOLIDATION OF BANKRUPTCY ESTATES

12. **THIS COURT ORDERS** that, following the assignment in bankruptcy of any of the Applicants (excluding ResidualCo) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (“**BIA**”), the trustee in bankruptcy (“**Trustee**”) shall be and is hereby authorized to administer the bankruptcy estates as if such estates were in respect of a single bankrupt for the purpose of carrying out its duties and responsibilities as trustee under the BIA, including, without limitation:

- (a) administering the bankruptcy estates of CannaPiece Group Inc. (estate No. 31-2922262), Canadian Craft Growers Corp. (estate No. 31-2922272), 2666222 Ontario Ltd. (estate No. 31-2922275), 2580285 Ontario Inc. (estate No. 31-2922276) and 2669673 Ontario Inc. (estate No. 31-2922273) under a single court file number being Court file number 31-2922262 and title of proceeding of “In the Matter of the Bankruptcy of CannaPiece Group Inc., Canadian Craft Growers Corp., 2666222 Ontario Ltd., 2580385 Ontario Inc., and 2669673 Ontario Inc.”;
- (b) sending a notice of the first meeting of creditors (the “**Notice**”) in the manner prescribed by section 102 of the BIA by sending a consolidated Notice for all of the Applicants to accompany the Notice set out in section 102(2) of the BIA (the “**Forms**”);
- (c) convening meetings of creditors and inspectors in the bankrupt estates of the Applicants through one combined advertisement and conducting such meetings jointly provided that the results of any creditors’ vote shall be separately tabulated for each such bankrupt estate;
- (d) using a consolidated form of proof of claim that directs creditors to identify the bankrupt estate in which a claim is made for voting and for distribution purposes;
- (e) maintaining a consolidated bank account with respect to the Applicants’ respective bankruptcy estates;
- (f) issuing consolidated reports in respect of the bankruptcy estates of the Applicants;
- (g) performing a consolidated making, filing, advertising and distribution of all filings and notices in the bankrupt estates of the Applicants required under the BIA; and

- (h) the appointment of a single group of inspectors to be the inspectors for the consolidated bankruptcy estates of the Applicants.

13. **THIS COURT ORDERS** that this procedural consolidation is not a substantive consolidation of the bankrupt estates of the Applicants and will automatically terminate if the Trustee is replaced as licensed insolvency trustee of any, but not all, of the estates of the Applicants.

GENERAL

14. **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.



SCHEDULE "A"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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., CANADIAN CRAFT GROWERS CORP., 2666222 ONTARIO
LTD., 2580385 ONTARIO INC., 2669673 ONTARIO INC. AND 14707117 CANADA INC.**

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

MONITOR'S TERMINATION CERTIFICATE

RECITALS

1. BDO Canada Limited ("**BDO**") was appointed as the Monitor of the Applicants in the within proceedings commenced under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCA**") pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated November 3, 2022 (as amended, the "**Initial Order**").
2. Pursuant to an Order of this Court dated March 17, 2023 (the "**CCA Termination Order**"), among other things, BDO shall be discharged as the Monitor and the Applicants' CCA proceedings shall be terminated upon the service of this Monitor's Termination Certificate on the Service List in these CCA proceedings, all in accordance with the terms of the CCA Termination Order.

THE MONITOR HEREBY CERTIFIES the following:

3. To the knowledge of the Monitor, all matters to be attended to in connection with the Applicants' CCA Proceedings (Court File No. CV-22-00689631-00CL) have been completed.

DATED at Toronto, Ontario this
_____ day of _____,
2023. **BDO Canada Limited, in its capacity
of the Monitor of the Applicants, and not
in its personal or corporate capacity**
Per:
Name:
Title:

**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., CANADIAN CRAFT GROWERS CORP., 2666222 ONTARIO LTD., 2580385
ONTARIO INC., 2669673 ONTARIO INC. AND 14707117 CANADA INC.**

Applicants

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

**CCA TERMINATION ORDER
(RETURNABLE MARCH 17, 2023)**

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