

District of Ontario  
Division No. 9 - Toronto  
Court File No.: 31-3051650  
Estate File No.: 31-3051650

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*  
*ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC.,  
2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

**MOTION RECORD**  
**(Returnable April 26, 2024)**

Date: April 19, 2024

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**I N D E X**

<b>TAB</b>	<b>DESCRIPTION</b>
1.	Notice of Motion, returnable April 26, 2024
2.	Affidavit of Matt Lurie, sworn April 19, 2024
<b>EXHIBITS</b>	
A.	Order and Endorsement of Justice Wilton Siegel dated March 25, 2024
B.	Order and Endorsement of Justice Steele dated March 14, 2024
C.	Endorsement of Justice Black dated April 12, 2024
D.	Letter from Bankruptcy Trustee dated
3.	Draft Order

# TAB 1



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2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

**NOTICE OF MOTION  
(returnable April 26, 2024)**

Organic Garage (Canada) Ltd. (“**Organic Garage**”), 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc. (the “**Lease Subsidiaries**”, and collectively with Organic Garage, the “**Companies**”) will make a motion before a Judge of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”), on April 26, 2024 at 9:30 a.m., or as soon after that time as the motion can be heard.

**THE PROPOSED METHOD OF HEARING:** The motion is to be heard

- In writing under subrule 37.12.1 (1) because it is;
- In writing as an opposed motion under subrule 37.12.1 (4);
- In person;
- By telephone conference;
- By video conference.

at the following location

Zoom link to be provided on Caselines.

**THE MOTION IS FOR:**

1. An Order substantially in the form contained at Tab 3 of the motion record dated April 19, 2024 (the “**Motion Record**”):
  - (a) extending the time for the Companies to file a proposal with the Official Receiver to May 17, 2024; and
  - (b) such further and other relief as counsel may advise and this Court may permit.

**THE GROUNDS FOR THE MOTION ARE:**

**Background and Corporate Structure**

2. Organic Garage operates an independent chain of grocery stores in the City of Toronto and the surrounding Greater Toronto Area. It is an Ontario corporation with a registered head office in Toronto.
3. Organic Garage is a wholly owned subsidiary of Oragin Foods Inc. (“**Oragin**”). Oragin acquired the Company in 2016 through a plan of arrangement under the British Columbia *Business Corporations Act*. Oragin is not a debtor in these proposal proceedings.
4. Organic Garage is the operating entity in Companies’ corporate structure. It owns the majority of the operating assets and employs all of its employees.
5. Each Lease Subsidiary is a wholly-owned subsidiary of Organic Garage established for the purpose of holding the applicable lease agreement for each of Organic Garage’s store locations. The Lease Subsidiaries have no other assets or operations.

## **Grocery Stores**

6. Organic Garage operates four retail grocery stores (collectively, the “**Grocery Stores**”) at leased premises under the operating name “Organic Garage”. The Lease Subsidiaries are the named tenants for the Grocery Store lease agreements.

## **Employees**

7. Organic Garage has approximately one hundred (100) employees. Approximately twenty (20) of Organic Garage’s employees are full-time employees (store managers, assistant managers, and head office functions), with the balance being part-time store staff.

## **NOI Proceedings**

8. The Companies filed their NOI on March 5, 2024 (the “**NOI Filing Date**”).
9. On March 14, 2024, the Court granted an Order, among other things:
  - (a) procedurally consolidating the proposal proceedings commenced under the BIA by each of the Debtors;
  - (b) extending the time for the Debtors to file a proposal with the Official Receiver to April 30, 2024;
  - (c) granting a number of charges including a directors’ charge and an administration charge;
  - (d) approving a key employee retention plan; and
  - (e) approving a sale process (“**Sale Process**”).

10. On April 12, 2024, the Companies attended a scheduling appointment before the Honourable Justice Black to schedule two motions: (i) this motion to extend the time for the Companies to make a proposal; and (ii) a motion for an order approving one or more successful transaction(s) arising out of the Sale Process (the “**Sale Approval Motion**”).
11. The Sale Approval Motion has been scheduled for May 2, 2024.
12. The Proposal Trustee, in consultation with the Companies, has carried out the Sale Process and will report on the results of the Sale Process.

### **Relief Sought**

#### *Extension of Time to File a Proposal*

13. The Companies ask to extend the deadline to file a proposal to May 17, 2024.
14. The Companies have acted and continue to act in good faith and with due diligence with respect to these proceedings.
15. Further time is necessary and will allow the Companies to seek Court approval in respect of the Successful Bids received in the Sale Process at the motion scheduled for May 2, 2024, and complete the transactions thereunder.
16. The cash flow forecast to be appended to the Proposal Trustee’s second report to the Court, to be filed (the “**Second Report**”), will demonstrate that the Companies have sufficient funds to operate for the requested extension period.

### **Other Grounds**

17. The equitable and inherent jurisdiction of the Court.

18. The *Rules of Civil Procedure* (Ontario), including but not limited to, Rules 1.04, 1.05, 2.01, 2.03, 16.04 and 37 of the *Rules of Civil Procedure* (Ontario).
19. The BIA.
20. Such further and other grounds as counsel may advise and this Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:**

21. The Affidavit of Matt Lurie sworn April 19, 2024;
22. The Second Report; and
23. Such further and other material as counsel may submit and this Court may permit.

Date: April 19, 2024

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**TO: SERVICE LIST**

**SERVICE LIST**  
**(As at April 19, 2024)**

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<p><b>DAOUST VUKOVICH LLP</b> 20 Queen Street West, Suite 3000 Toronto, ON M5H 3R3</p> <p><i>Counsel for 8841896 Canada Inc.,</i></p>	<p><b>Dina Peat</b> Email: <a href="mailto:DPeat@dv-law.com">DPeat@dv-law.com</a> Tel: 416-598-7055</p> <p><b>Dennis Daoust</b> Email: <a href="mailto:ddaoust@dv-law.com">ddaoust@dv-law.com</a> Tel: 416-597-9339</p>
<p><b>SZETO PING HAY</b></p> <p><i>Landlord</i></p>	<p><b>Thomas Szeto</b> Email: <a href="mailto:thomasszeto123@gmail.com">thomasszeto123@gmail.com</a> Tel: 437.434.5851</p>
<p><b>YORK LEGAL</b> Barrister &amp; Solicitor 5734 Yonge Street, Suite 402, Toronto, ON M2M 4E7</p> <p><i>Counsel for Szeto Ping Hay</i></p>	<p><b>Harvey J. Ash</b> Email: <a href="mailto:harveyash@yorklegal.ca">harveyash@yorklegal.ca</a> Tel: 416-250-0080</p>
<p><b>M&amp;R HOLDINGS</b></p>	<p><b>Benjamin T. Radcliffe</b> Email: <a href="mailto:BRadcliffe@dickinson-wright.com">BRadcliffe@dickinson-wright.com</a></p>



<u>PARTY</u>	<u>CONTACT</u>
<p><b>DICKINSON WRIGHT</b>  199 Bay St. Suite 2200, Toronto ON  M5L 1G4</p> <p><i>Counsel to Bathurst Landlord</i></p>	<p><b>David Preger</b>  Email: <a href="mailto:dpreger@dickinsonwright.com">dpreger@dickinsonwright.com</a>  Tel: 416.646.4606</p>
<p><b>ONTARIO MINISTRY OF FINANCE  INSOLVENCY UNIT</b>  Legal Services Branch  33 King Street West, 6<sup>th</sup> Floor  Oshawa, ON L1H 8H5</p>	<p>Email: <a href="mailto:insolvency.unit@ontario.ca">insolvency.unit@ontario.ca</a></p>
<p><b>OFFICE OF THE SUPERINTENDENT  OF BANKRUPTCY CANADA</b>  151 Yonge Street, 4<sup>th</sup> Floor  Toronto, ON M5C 2W7</p>	<p>Email: <a href="mailto:observice-bsfservice@ised-isde.gc.ca">observice-bsfservice@ised-isde.gc.ca</a></p>
<p><b>UNITED FOOD AND COMMERCIAL  WORKERS CANADA LOCAL 1006A</b></p>	<p><b>Michael Hancock</b>  Email: <a href="mailto:mhancock@ufcw1006a.ca">mhancock@ufcw1006a.ca</a>  Tel: 647-334-1736</p> <p><b>Lesley Prince</b>  Email: <a href="mailto:lprince@ufcw1006a.ca">lprince@ufcw1006a.ca</a>  Tel: 647-518-3973</p>
<p><b>SPEIGEL NICHOLS FOX LLP</b>  1 Robert Speck Parkway, Suite 200  Mississauga, ON L4Z 3M3</p> <p><i>Lawyers for Toronto Wholesale Produce  Association</i></p>	<p><b>Irving Fox</b>  Email: <a href="mailto:irving@ontlaw.com">irving@ontlaw.com</a>  Tel: 905.366.9700 ext. 223</p>

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[sbart@mandrholdings.com](mailto:sbart@mandrholdings.com); [kbernardo@ricocan.com](mailto:kbernardo@ricocan.com); [c.wynter@kevric.ca](mailto:c.wynter@kevric.ca); [DPeat@dv-law.com](mailto:DPeat@dv-law.com);  
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[tdiamond@diamondkilmer.ca](mailto:tdiamond@diamondkilmer.ca); [BRadcliffe@dickinson-wright.com](mailto:BRadcliffe@dickinson-wright.com); [harveyash@yorklegal.ca](mailto:harveyash@yorklegal.ca);  
[fred@fredtayar.com](mailto:fred@fredtayar.com); [dpreger@dickinsonwright.com](mailto:dpreger@dickinsonwright.com); [osbservice-bsfservice@ised-isde.gc.ca](mailto:osbservice-bsfservice@ised-isde.gc.ca);  
[stanvir@mccarthy.ca](mailto:stanvir@mccarthy.ca); [mhancock@ufcw1006a.ca](mailto:mhancock@ufcw1006a.ca); [lprince@ufcw1006a.ca](mailto:lprince@ufcw1006a.ca); [irving@ontlaw.com](mailto:irving@ontlaw.com);  
[aar@zeifmans.com](mailto:aar@zeifmans.com); [sma@zeifmans.com](mailto:sma@zeifmans.com);

AND IN THE MATTER ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC., 2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

Court File No.: 31-3051650  
Estate File No.: 31-3051650

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION**

**MILLER THOMSON LLP**

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Tel: 416.597.6087

Lawyers for Organic Garage (Canada) Ltd., 2412383  
Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario  
Inc., and 2581751 Ontario Inc.

# TAB 2

District of Ontario  
Division No. 9 - Toronto  
Court File No.: 31-3051650  
Estate File No.: 31-3051650

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*  
*ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A NOTICE OF INTENTION TO MAKE A PROPOSAL  
OF ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC., 2347018  
ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

**AFFIDAVIT OF MATT LURIE**

I, Matt Lurie, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

**I. INTRODUCTION**

1. I am the sole officer and director of each of Organic Garage (Canada) Ltd. (“**Organic Garage**”), 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc. (the “**Lease Subsidiaries**”, and collectively with Organic Garage, the “**Companies**” or the “**Debtors**”).
2. As such, I have knowledge of the matters hereinafter deposed to, save where I have obtained information from others. Where I have obtained information from others, I have stated the source of the information and believe it to be true.
3. This motion is filed in connection with an Order substantially in the form of the draft order at **Tab “3”** to this Motion Record, among other things, extending the time for the Debtors to file a proposal up to and including May 17, 2024.

## II. OVERVIEW

### A. Background

4. Organic Garage operates an independent chain of grocery stores in the City of Toronto and the surrounding Greater Toronto Area. It is an Ontario corporation with a registered head office in Toronto.
5. Organic Garage is a wholly owned subsidiary of Oragin Foods Inc. (“**Oragin**”). Oragin acquired Organic Garage in 2016 through a plan of arrangement under the British Columbia *Business Corporations Act*. Oragin is not a debtor in these proposal proceedings. Oragin is bankrupt. Zeifman Partners Inc. was appointed as the bankruptcy trustee of Oragin on March 25, 2024.
6. A copy of the Order and Endorsement of Justice Wilton Siegel dated March 25, 2024 are attached hereto as **Exhibit “A”**.
7. Each Lease Subsidiary is a wholly-owned subsidiary of Organic Garage established for the purpose of holding the applicable lease agreement for each of Organic Garage’s store locations. The Lease Subsidiaries have no other assets or operations.

### B. The Grocery Stores

8. As at the date of this affidavit, the Companies operate four retail grocery stores (collectively, the “**Grocery Stores**”) at leased premises under the operating name “Organic Garage”.

**C. Employees**

9. Organic Garage has approximately 100 employees. About 20 of those employees are full-time employees (store managers, assistant managers, and head office functions), with the balance being part-time store staff.

**III. NOI PROCEEDINGS**

10. On March 5, 2024, each of the Companies filed a Notice of Intention to Make a Proposal (“NOI”) under the *Bankruptcy and Insolvency Act* (Canada) (“BIA”), naming KPMG Inc. as proposal trustee (in such capacity, the “**Proposal Trustee**”).
11. On March 14, 2024, the Court granted an order (“**First Day Order**”), among other things:
- (a) procedurally consolidating the proposal proceedings commenced under the BIA by each of the Debtors;
  - (b) extending the time for the Debtors to file a proposal with the Official Receiver to April 30, 2024;
  - (c) granting a number of charges including a directors’ charge and an administration charge;
  - (d) approving a key employee retention plan; and
  - (e) approving a sale process (“**Sale Process**”).
12. A copy of the First Day Order and the accompanying endorsement of the Honourable Justice Steele, is attached as **Exhibit “B”**.
13. On April 12, 2024, the Companies attended a scheduling appointment before the Honourable Justice Black to schedule two motions: (i) this motion to extend the time for the Debtors to make a proposal; and (ii) a motion for an order approving of one or more

successful transaction(s) arising out of the Sale Process (the “**Sale Approval Motion**”). A copy of the Endorsement of Justice Black dated April 12, 2024 is attached as **Exhibit “C”**.

14. The Sale Approval Motion has been scheduled for May 2, 2024.
15. The Proposal Trustee, in consultation with the Companies, has carried out the Sale Process and will report on the results of the Sale Process.
16. Attached as **Exhibit “D”** is a copy of a letter received from the bankruptcy trustee of Oragin.

#### **IV. EXTENSION OF TIME TO FILE A PROPOSAL**

17. The Companies ask to extend the deadline to file a proposal to May 17, 2024.
18. Due to religious holidays, the Sale Approval Motion was scheduled for May 2, 2024, after the current deadline to file a proposal on April 30, 2024 (and after the contemplated timeline in the Sale Process). A deemed bankruptcy during the Sale Process would be highly prejudicial to the Companies and their stakeholders.
19. The Companies have acted and continue to act in good faith and with due diligence with respect to these proceedings.
20. I intend to continue working with the Proposal Trustee and its counsel to advance the Sale Process. I believe that further time is necessary and will allow the Companies to advance the Sale Process, seek Court approval in respect of the Successful Bids received in the Sale Process at the motion scheduled for May 2, 2024, and complete the transactions thereunder.



21. The cash flow forecast to be appended to the Proposal Trustee's next report to the Court will demonstrate that the Companies have sufficient funds to operate for the requested extension period.

**SWORN** by Matt Lurie, before me at the City of Toronto, in the Province of Ontario, on April 19, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

DocuSigned by:  
*Monica*  
A927328446B742A...

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Commissioner for Taking Affidavits  
(or as may be)

**MONICA FAHEIM**

DocuSigned by:  
*Matt Lurie*  
822F1FB3C99A409...

---

**MATT LURIE**

This is Exhibit “A” referred to in the Affidavit of Matt Lurie sworn by Matt Lurie of the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 19, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

Monica

A027328446B742A...

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*Commissioner for Taking Affidavits (or as may be)*

**MONICA FAHEIM**



SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

**ENDORSEMENT**

COURT FILE NO.:                     BK-23-00208658-OT31                          DATE:           March 25, 2024          

NO. ON LIST:           1          

TITLE OF PROCEEDING:   Oragin Foods Inc.

BEFORE:                   Mr. Justice H. J. Wilton-Siegel

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

Name of Person Appearing	Name of Party	Contact Info
Fred Tayar	Tobias Ihde	fred@fredtayar.com
Colby Linthwaite		colby@fredtayar.com

**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
Asim Iqbal	Oragin Foods Inc.	aiqbal@millerthompson.com

**Other:**

Name of Person Appearing	Name of Party	Contact Info
Miranda Spence	KPMG Inc.	mspence@airdberlis.com

**ENDORSEMENT:**

The applicant, Tobias Ihde (the “Applicant”), seeks a bankruptcy order in respect of Oragin Foods Ltd. (the “Debtor”) under s. 43 of the *Bankruptcy and Insolvency Act* (the “BIA”).

The only asset of the Debtor is its shares in a wholly owned subsidiary, Oragin Garage Ltd. (“Subco”), which is also insolvent. Subco has filed a notice of intention to make a proposal under the *BIA* (the “NOI Proceedings”). On March 14, 2024, Steele J. approved a sales process in the NOI Proceedings for the sale of all of the assets of Subco (the “Sales Process”). The final bid deadline under the sales process is April 12, 2024 unless otherwise extended in accordance with the terms of the Sales Process (such deadline being referred to as the “Final Bid Deadline”). The Applicant opposed the Sales Process at the hearing before Steele J. on March 14, 2024 seeking an adjournment of the hearing or an immediate bankruptcy of Subco. Steele J. rejected the requests in granting approval of the Sales Process.

In the present proceeding, the Debtor does not defend the Applicant’s application for a bankruptcy order in respect of the Debtor. Accordingly, a bankruptcy order shall issue in respect of the Debtor without objection.

However, the Debtor, Subco and Subco’s wholly owned subsidiaries (collectively, the “NOI Debtors”) seek either: (1) a temporary stay of the Applicant’s application until the Final Bid Deadline; or (2) a bankruptcy order subject to terms temporarily preventing the trustee in bankruptcy of the Debtor from taking steps that would interfere with, terminate or delay the Sales Process.

The NOI Debtors say that the proposal trustee of Subco demonstrated at the hearing before Steele J. that an immediate bankruptcy would result in nil recovery for unsecured creditors and that a going concern sale provided the only possibility of any recovery for creditors. They say that the Debtor and its creditors have no economic interest in Subco and should not be able to drain financial resources of Subco by litigating over control of the insolvency process of Subco. The NOI Debtors say the balance of prejudice favours either (1) a stay of the bankruptcy application pending the Final Bid Deadline at which time the value, if any, of the assets of Subco will be determined and thereby the parties who have an interest in such assets or (2) a grant of the bankruptcy order on terms preventing any action by the trustee that would nullify the Sales Process.

The parties agree that any proceedings to terminate the NOI Proceedings would require an application before Steele J. in those Proceedings. The NOI Debtors are prepared to address any such claim in the NOI Proceedings. Their principal concern in the present proceeding is that the purpose of the bankruptcy of the Debtor may be to put the trustee in bankruptcy of the Debtor in a position to assign Subco into bankruptcy utilizing its position as the shareholder of Subco.

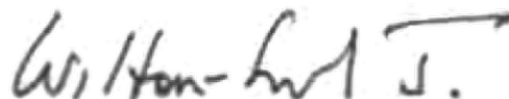
I have some sympathy for the NOI Debtors. However, given that the bankruptcy order has issued, a stay of the Applicant’s application is not available to the NOI Debtors. I am also not persuaded that I have the jurisdiction to impose the terms to the bankruptcy order sought by the NOI Debtors. An order containing such terms effectively prevents the trustee of the Debtor from taking steps in the NOI Proceedings as well as taking actions outside of such proceedings.

I do not think that this Court has jurisdiction to impose conditions that directly or indirectly constitute an order in respect of the NOI Proceedings which are being supervised by another judge of the Superior Court. The jurisdiction of the Court to impose conditions with respect to the trustee’s actions outside the NOI Proceedings is more nuanced. As the Applicant’s counsel argues, such action is premature in that the trustee has not proposed to take any particular action at the present time. Any prejudice of the sort contemplated by the NOI Debtors would therefore appear to be speculative.

On the other hand, regardless of the Applicant’s interrelated objections regarding the amount of the Debtor’s debt claim against Subco, the issue of whether such debt was properly disclosed in the NOI Proceedings, and the statements to the Court regarding prior consultation with Subco’s creditors, none of which has been determined, the fundamental fact is that the Debtor has no economic interest in Subco. A trustee in bankruptcy is a court officer. The Court should assume that a trustee would not take any action of the sort feared by the NOI Debtors without a legitimate reason for doing so in its capacity as a creditor of Subco. As was observed in the hearing on

the present application, any action of the trustee in its capacity as the shareholder of Subco exhibiting bad faith on the part of the trustee would run the risk of an award against the trustee under section 37 of the *BIA* or otherwise.

Based on the foregoing, an order shall issue in the form attached.



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Wilton-Siegel J.

Date: March 26, 2024

Court File No. BK-23-00208658-OT31

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY  
(COMMERCIAL LIST)**

THE HONOURABLE ) MONDAY, THE 25<sup>th</sup> DAY  
 )  
MR. JUSTICE WILTON-SIEGEL ) OF MARCH, 2024

**IN THE MATTER OF the bankruptcy of ORIGIN FOODS INC.,  
of the Town of Oakville, in the Province of Ontario**

**BANKRUPTCY ORDER**

**THIS APPLICATION**, made by Tobias Ihde, a creditor residing of the Republic of Cyprus, (the “**Applicant**”), for an order adjudging Oragin Foods Inc. (“**Oragin**”) bankrupt and for a Bankruptcy Order against Oragin, **AND THIS MOTION**, brought by Oragin for an Order staying the within Application or in the alternative for an Order precluding the trustee in bankruptcy of Oragin from exercising shareholder rights or interfering with a sale process underway in the *Matter of the Intention to Make a Proposal of Organic Garage (Canada) Ltd., 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc. and 2581751 Ontario Inc.* in Court File No. 31-3051650 (the “**NOIs**”) pending further order of the court, were heard on this day by video-conference at 330 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario.

**UPON READING** the Application for Bankruptcy Order of the Applicant issued November 14, 2023 and the Affidavit of Verification of Tobias Ihde sworn November 9, 2023, the Notice of Dispute of Origin dated December 1, 2023, the Request to Admit of the Applicant dated February 2, 2024, the Response to Request to Admit of Origin dated February 21, 2024, and the answers to the undertakings given by Matt Lurie during his cross-examination on his affidavit sworn March 8, 2024, and in the presence of the Applicant and of counsel for KPMG Inc., Trustee in the NOIs, and upon hearing the submissions of counsel for the Applicant and of counsel for Origin, and upon hearing that Origin does not oppose the making of an order adjudging Origin bankrupt and for a Bankruptcy Order against Origin,

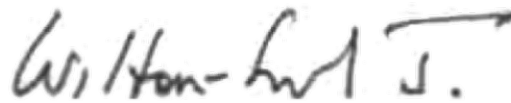
1. **THIS COURT ORDERS** that Origin Foods Inc., of the Town of Oakville, in the Province of Ontario be and it hereby is adjudged bankrupt, and a Bankruptcy Order is hereby made against the said bankrupt.

2. **THIS COURT ORDERS** that Zeifman Partners Inc., of the City of Toronto, in the Province of Ontario, be and hereby is appointed trustee in bankruptcy of the said bankrupt.

3. **THIS COURT ORDERS** that the said trustee give security by cash, or by bond, or by suretyship without delay in accordance with section 16 (1) of the *Bankruptcy and Insolvency Act*.

4. **THIS COURT ORDERS** that Oragin's motion for a stay of the within Application be and it hereby is dismissed.

5. **THIS COURT ORDERS** that the costs of and incidental to this Application and Oragin's motion be paid to the Applicant out of the assets of the estate of the said bankrupt after taxation thereof.

A handwritten signature in black ink, appearing to read "Wilton-Siegel J.", is written above a horizontal line.

---

WILTON-SIEGEL J.



Court File No. BK-23-00208658-OT31

IN THE MATTER OF THE BANKRUPTCY OF ORIGIN FOODS INC., OF THE TOWN OF OAKVILLE, IN THE PROVINCE OF ONTARIO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**BANKRUPTCY ORDER**

**FRED TAYAR & ASSOCIATES  
Professional Corporation**  
65 Queen Street West | Suite 1200  
Toronto, ON M5H 2M5

**FRED TAYAR – LSO No. 23909N**  
T: 416-363-1800  
E: [fred@fredtayar.com](mailto:fred@fredtayar.com)

**Lawyers for the Applicant**

This is Exhibit “B” referred to in the Affidavit of Matt Lurie sworn by Matt Lurie of the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 19, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:  
*Monica*

A927328446B742A

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*Commissioner for Taking Affidavits (or as may be)*

**MONICA FAHEIM**

District of Ontario  
Division No. 9 - Toronto  
Court File No.: 31-3051650  
Estate File No.: 31-3051650

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE ) THURSDAY THE 14<sup>th</sup>  
 )  
JUSTICE STEELE ) DAY OF MARCH, 2024

B E T W E E N:

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*  
*ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC.,  
2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

**ORDER  
(Sale Process, Procedural Consolidation, Charges, KERP)**

THIS MOTION, made by Organic Garage (Canada) Ltd. (“**Organic Garage**”), 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc. (collectively the “**Companies**”), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”) was heard this day by Zoom video conference.

**ON READING** the Notice of Motion, the Affidavit of Matthew Lurie sworn March 8, 2024 and the exhibits thereto (the “**Lurie Affidavit**”), and the First Report of KPMG Inc. (“**KPMG**”) dated March 8, 2024 (the “**First Report**”), in its capacity as proposal trustee of the Companies (in such capacity, the “**Proposal Trustee**”), and on being advised that the secured creditors who are likely affected by the charge created herein were given notice, and on hearing

-2-

the submissions of counsel for the Companies and counsel for the Proposal Trustee, and those other parties present, no one else appearing although duly served as appears from the Affidavit of Service of Shallon Garrafa, filed,

### **SERVICE AND INTERPRETATION**

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record and the First Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service hereof.
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Lurie Affidavit.

### **PROCEDURAL CONSOLIDATION**

3. **THIS COURT ORDERS** that the following proposal proceedings shall be procedurally consolidated into one proceeding and shall continue under Estate No. 31-3051650 (the “**Consolidated Proceeding**”):
  - (a) Estate No. 31-3051650 in respect of Organic Garage;
  - (b) Estate No. 31-3051654 in respect of 2412383 Ontario Inc.;
  - (c) Estate No. 31-3051653 in respect of 2347018 Ontario Inc.;
  - (d) Estate No. 31-3051656 in respect of 2507158 Ontario Inc.; and
  - (e) Estate No. 31-3051657 in respect of 2581751 Ontario Inc. (together the “**Proposal Proceedings**”).
4. **THIS COURT ORDERS** that the style of cause in the within proceedings is hereby amended and shall be assigned to the Consolidated Proceeding:

**Court File No:** 31-3051650

**Estate File No.** 31-3051650

**IN THE MATTER OF THE *BANKRUPTCY AND  
INSOLVENCY ACT, R.S.C., 1985, C. B-3, AS AMENDED***

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC., 2347018 ONTARIO  
INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.**

5. **THIS COURT ORDERS** that the procedural consolidation pursuant to this Order shall not:

- (a) affect the separate legal status and corporate structures of any of the Companies;
- (b) cause any of the Companies to be liable to any claim for which it is otherwise not liable, or cause any of the Companies to have an interest in an asset to which it otherwise would not have; or
- (c) affect the Proposal Trustee's or any creditor's right to seek to disallow any claim, including on the basis that such claim is duplicative.

6. **THIS COURT ORDERS** that the Proposal Proceedings are not substantively consolidated, and nothing in this Order shall be construed to that effect.

7. **THIS COURT ORDERS** that the Proposal Trustee is authorized and directed to administer the Proposal Proceedings, on a consolidated basis, for all purposes in carrying out its duties and responsibilities as trustee under the BIA, including, without limitation:

- (a) sending notices to creditors of the Companies pursuant to one consolidated notice;

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- (b) calling and conducting any meetings of creditors of the Companies pursuant to one combined advertisement;
- (c) issuing consolidated reports in respect of each of the estates of the Companies;
- (d) preparing, filing, advertising and distributing any and all filings or notices relating to the administration of the estates of the Companies;
- (e) taxing its fees, and those of its counsel; and
- (f) bringing motions to this Court.

8. **THIS COURT ORDERS** that the Companies shall file a copy of this Order in the Court file for each of the Proposal Proceedings but that all other or further materials in the Proposal Proceedings shall be filed with the Court only in the Consolidated Proceeding.

9. **THIS COURT ORDERS** that for avoidance of doubt, any motion, application or action in respect of the Companies shall be brought and filed in the Consolidated Proceeding and if so brought and filed it shall be deemed brought and filed in each of the Proposal Proceedings as appropriate, without prejudice to any rules of court or otherwise that are applicable.

#### **EXTENSION OF THE TIME TO FILE A PROPOSAL**

10. **THIS COURT ORDERS** that, pursuant to subsection 50.4(9) of the BIA, the time for filing a proposal with the Official Receiver in respect of each of the Companies, including the stay of proceedings, is extended up to and including April 30, 2024.

## **RENT**

11. **THIS COURT ORDERS** that until any of the Companies' real property leases are disclaimed in accordance with the BIA, the Companies shall pay all amounts constituting rent or payable as rent under the applicable real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the applicable Company and the landlord from time to time ("**Rent**"), for the period commencing from and including the date of this Order, twice-monthly in equal payments on the first and fifteenth day of each month, in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including to March 5, 2024 (the "**NOI Filing Date**") shall also be paid.

## **NO INTERFERENCE WITH RIGHTS**

12. **THIS COURT ORDERS** that until the expiry of the date by which the Companies must file a proposal pursuant to section 50.4(1) of the BIA (including as such date may be extended pursuant to section 50.4(9) of the BIA, the "**Proposal Outside Date**"), no individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence, permit, lease, purchase order or other arrangement, whether written or oral (each, an "**Agreement**"), in favour of or held by the Companies, except with the written consent of the Companies and the Proposal Trustee, or leave of this Court

## **CONTINUATION OF SERVICES**

13. **THIS COURT ORDERS** that until the expiry of the Proposal Outside Date, all Persons having an Agreement with the Companies or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, merchant and credit card processing services, insurance, transportation services, utility or other services to the Companies, are hereby restrained until further order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Companies, and that the Companies shall be entitled to the continued use of its current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Companies in accordance with normal payment practices of the Companies or such other practices as may be agreed upon by the supplier or service provider and the Companies and the Proposal Trustee, or as may be ordered by this Court.

14. **THIS COURT ORDERS** that no Person shall be entitled to set off any amounts that are or may become due from the Companies to such Person in respect of obligations relating to the period prior to the NOI Filing Date, against any amounts that are or may become due from such Person to the Companies in respect of obligations arising on or after the NOI Filing Date, in each case without the consent of the Companies and the Proposal Trustee, or as may be ordered by this Court. For greater certainty and without limiting the generality of the foregoing, no merchant or credit card service provider (a “**Provider**”) shall be entitled to set off any monies that are in its possession or control as of the NOI Filing Date, or that come into its possession and control



subsequent to the NOI Filing Date, against any amounts that may be owing to the Provider, or may become owing to the Provider, in respect of transactions prior to the NOI Filing Date, including in respect of any customer chargebacks relating to sales by the Companies prior to the NOI Filing Date.

### **DIRECTOR'S CHARGE**

15. **THIS COURT ORDERS** that the Companies shall indemnify their directors and officers ("**D&O**") against obligations and liabilities that they may incur as a directors or officers of the Companies after the NOI Filing Date, except to the extent that the obligation or liability was incurred as a result of the D&O's gross negligence or wilful misconduct.

16. **THIS COURT ORDERS** that the D&O of the Companies shall be entitled to the benefit of and is hereby granted a charge (the "**Director's Charge**") on all of the Companies' assets, undertakings and properties acquired for, or used in relation to a business carried on by the Companies, including all proceeds thereof (collectively, the "**Property**"), which charge shall not exceed an aggregate amount of \$140,000, as security for the indemnity provided in paragraph 31 of this Order. The Director's Charge shall have the priority set out in paragraphs 31 and 33 of this Order.

### **ADMINISTRATION CHARGE**

17. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, and the Companies' counsel shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**") on the Property. The Administration Charge shall not exceed an aggregate amount of \$95,000, as security for their professional fees and disbursements incurred at

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the standard rates and charges of the Companies' counsel, the Proposal Trustee and its counsel both before and after the making of this Order in respect of these proceedings.

18. **THIS COURT ORDERS** that the Administration Charge shall constitute a charge on the Property and shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person, except any validly perfected security interest in favour of equipment lessors.

#### **PROPOSAL TRUSTEE**

19. **THIS COURT ORDERS** that the Proposal Trustee continues to be and is hereby authorized to take all steps required to fulfill its duties under the BIA or as an officer of the Court including, to perform such duties are required to give effect to the terms of this Order and such Other orders as may be made by this Court from time to time.

20. **THIS COURT ORDERS** that, notwithstanding anything contained in this Order, the Proposal Trustee shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Companies' business and shall not, by fulfilling its obligations hereunder, or by inadvertence in relation to the due exercise of powers or performance of duties under this Order, be deemed to have taken or maintained possession or control of the Property, or any part thereof, and nothing in this Order shall be construed as resulting in the Trustee being an employer or a successor employer, within the meaning of any statute, regulation or rule of law or equity, for any purpose whatsoever.

21. **THIS COURT ORDERS** that nothing herein contained shall require the Trustee to occupy or to take control, care, charge, possession or management (separately and/or collectively, “**Possession**”) of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Environmental Protection Act* (Canada), the *Environmental Protection Act* (Ontario), the *Water Resources Act* (Ontario), or the *Occupational Health and Safety Act* (Ontario) and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Trustee from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Trustee shall not, as a result of this Order or anything done in pursuance of the Trustee’s duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

22. **THIS COURT ORDERS** that the Trustee shall provide any creditor of the Companies with the information provided by the Companies in response to reasonable requests for information made in writing by such creditor addressed to the Trustee. The Trustee shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Trustee has been advised by the Companies is confidential, or that the Trustee has determined must be kept confidential so as to facilitate the Sale Process, the Trustee shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Trustee and the Companies may agree.

### **NO LIABILITY OF PROPOSAL TRUSTEE**

23. **THIS COURT ORDERS** that, in addition to the rights and protections afforded to the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded to the Proposal Trustee under the BIA or any applicable legislation.

### **KEY EMPLOYEE RETENTION PLAN**

24. **THIS COURT ORDERS** that the KERP, an unredacted version of which is attached as **Confidential Exhibit “1”** to the Lurie Affidavit and a redacted version as Exhibit “E” to the Lurie Affidavit is approved.

### **APPROVAL OF SALE PROCESS**

25. **THIS COURT ORDERS** that sale process set out in Schedule “A” to this order in respect of the Companies’ assets and/or business (the “**Sale Process**”) is approved. The Proposal Trustee may take such steps as are necessary or desirable to carry out the Sale Process, provided that any definitive agreement to be executed by the Companies in respect of the sale of all or part of the Companies’ Property shall require further approval of this Court.

26. **THIS COURT ORDERS** that the Companies and the Proposal Trustee are authorized and directed to take such steps as they deem necessary or advisable to carry out and perform their

obligations under the Sale Process and to take such steps and execute such documentation as may be necessary or incidental to the Sale Process.

27. **THIS COURT ORDERS** that any step taken by the Companies or the Proposal Trustee in connection with the Sale Process prior to the date of this Order is approved and ratified.

28. **THIS COURT ORDERS** that the Proposal Trustee, the Companies, and their respective assistants, affiliates, partners, employees, representatives and agents shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person in connection with or as a result of the Sale Process, except to the extent such losses, claims, damages or liabilities result from the gross negligence or willful misconduct in performing their obligations under the Sales Process as determined by this Court.

29. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Proposal Trustee and the Companies are hereby authorized and permitted to disclose and transfer to each potential bidder (the “**Bidders**”) and to their advisors, if requested by such Bidders, personal information of identifiable individuals, including, without limitation, all human resources and payroll information in the Companies’ records pertaining to its past and current employees, but only to the extent desirable or required to negotiate or attempt to complete one or more sales of the Property ( each, a “**Sale**”). Each Bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Proposal Trustee and the Companies, or in the alternative destroy all such information. The Successful Bidder(s) (as defined

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in the Sale Process) shall maintain and protect the privacy of such information and, upon closing of the transaction contemplated in the Successful Bid(s) (as defined in the Sale), shall be entitled to use the personal information provided to it that is related to the Property acquired pursuant to the Sale in a manner which is in all material respects identical to the prior use of such information by the Companies, and shall return all other personal information to the Proposal Trustee and the Companies, or ensure that all other personal information is destroyed.

### **APPROVAL OF STALKING HORSE APA**

30. **THIS COURT ORDERS** that the execution, delivery, and entry into by the Companies of the Stalking Horse Purchase Agreement dated as of March 7, 2024 (the “**Stalking Horse APA**”) between the Companies and Maab Global Ltd. (the “**Stalking Horse Purchaser**”), substantially in the form attached as Exhibit “F” to the Lurie Affidavit is confirmed, authorized and approved. For greater certainty, the Stalking Horse APA is approved only as a bid in the Sale Process (as defined herein) and the transaction contemplated therein is subject to prior Court approval.

### **VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER**

31. **THIS COURT ORDERS** that the priorities of the Director’s Charge, the Administration Charge, and the Deposit Charge (as defined herein) (collectively, the “**Charges**”) as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$95,000.00); and

Second – Directors’ Charge (to the maximum amount of \$140,000.00).

32. **THIS COURT ORDERS** that the filing, registration or perfection of the Charges shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

33. **THIS COURT ORDERS** that the Charges (all as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all other Encumbrances in favour of any person.

34. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Companies shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with the Charges, unless the Companies also obtain the prior written consent of the Proposal Trustee the beneficiaries of the Charges, or further Order of this Court.

35. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the “Chargees”) thereunder shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other

agreement (collectively, an “**Agreement**”) which binds the Companies, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the execution, delivery, perfection, registration or performance of any agreements or document to establish the Charges shall create or be deemed to constitute a breach by the Companies of any Agreement to which it is a party;
- (b) that the Stalking Horse Purchaser shall not have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the applicable Companies entering into the Stalking Horse APA or the creation of the Deposit Charge; and
- (c) the payments, if any, made by the Companies pursuant to this Order and the granting of the Deposit Charge do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

36. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Companies’ interests in such real property leases.

**SEALING**

37. **THIS COURT ORDERS** that the unredacted copy of the KERP attached as Confidential Exhibit “1” to the Lurie Affidavit shall be filed with the Court and be kept confidential and under seal with the Court until further order of the Court.



## SERVICE AND NOTICE

38. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in these proceedings, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial>) shall be valid and effective service. Subject to Rule 17.05 of the Rules of Civil Procedure (the “**Rules**”), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol at the following [URL:https://kpmg.com/ca/en/home/services/advisory/deal-advisory/creditorlinks.html](https://kpmg.com/ca/en/home/services/advisory/deal-advisory/creditorlinks.html).

39. **THIS COURT ORDERS** that the Proposal Trustee and the Companies and their respective counsel be and are hereby authorized but not obligated, to serve or distribute this Order, any other materials, orders, communication, correspondence or other information as may be necessary or desirable in connection with the Sale Process to any Person or interested party that the Proposal Trustee or the Companies consider appropriate. For greater certainty, any such distribution, communication or correspondence shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

40. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Companies and the Proposal Trustee are at liberty to serve

or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Companies' creditors or other interested parties at their respective addresses as last shown on the records of the Companies and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

41. **THIS COURT ORDERS** that the Proposal Trustee shall create, maintain and update as necessary a list of all Persons appearing in person or by counsel in these proceedings (the "**Service List**"). The Proposal Trustee shall post the Service List, as may be updated from time to time, on the case website as part of the public materials in relation to these proceedings. Notwithstanding the foregoing, the Proposal Trustee shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Service List.

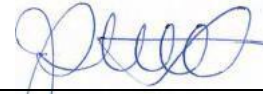
#### **GENERAL**

42. **THIS COURT ORDERS** that the Companies or the Proposal Trustee may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

43. **THIS COURT ORDERS** that this Order and its effects shall survive the filing by the Companies of a proposal pursuant to the terms of the BIA, the issuance of an initial order in regard to the Companies pursuant to the terms of the *Companies Creditors' Arrangement Act* or the bankruptcy of the Companies, unless this Court orders otherwise.

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44. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order, and this Order is enforceable without the need for entry and filing.



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*(Signature of judge, officer or registrar)*

Court File No.: 31-3051650

Estate File No.: 31-3051650

AND IN THE MATTER ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC.,  
2347018 ONTARIO INC., 2368123 ONTARIO INC., 2507158 ONTARIO INC.,  
2557479 ONTARIO INC., AND 2581751 ONTARIO INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**ORDER**

**MILLER THOMSON LLP**

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Lawyers for Organic Garage (Canada) Ltd. et al



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

**COURT FILE NO.:** BK-24-03051650-0031  
 BK-24-03051657-0031  
 BK-24-03051653-0031  
 BK-24-03051656-0031  
 BK-24-03051654-0031

**DATE:** 14 March 2024  
**NO. ON LIST:** 1, 2, 3, 4, and 5

**TITLE OF PROCEEDING:** Bankruptcy of ORGANIC GARAGE (CANADA) LTD. et al  
**BEFORE:** JUSTICE STEELE

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

Name of Person Appearing	Name of Party	Contact Info
Asim Iqbal	Counsel for Organic Garage (Canada) Ltd., 2412383 Ontario Inc., 2347018	aiqbal@millerthomson.com
Monica Faheim	Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc.	mfaheim@millerthomson.com

**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
Adrienne Ho	Counsel for the Proposal Trustee, KPMG	aho@airdberlis.com
Miranda Spence		mspence@airdberlis.com
Pritesh Patel	Proposal Trustee KPMG	pritchpatel@kpmg.ca
Fatima Tahreem		tahreemfatima@kpmg.ca
Fred Tayar	Counsel for Tobias Ihde	fred@fredtayar.com
David Preger	Counsel for landlord - 8000 Bathurst Street Holdings Inc.	dpreger@dickinsonwright.com
Harvey Ash	Counsel for Ping Hay Szeto	harveyash@yorklegal.ca
Graham Phoenix	Counsel for for MAAB Global (Proposed Stalking Horse Bidder)	gphoenix@LN.law
Sanea Tanvir	Counsel for Junction Road Nominee Inc. (landlord)	stanvir@mccarthy.ca

**For Other:**

<b>Name of Person Appearing</b>	<b>Name of Party</b>	<b>Contact Info</b>
Sharon Bart	Property manager - 8000 Bathurst Street Realty Inc.	sbart@mandrholdings.com
Ty Diamond	Junction Road Nominee Inc - Landlord	tdiamond@diamondkilmer.ca
Dina Peat	(Observer) Counsel for 8841896 Canada Inc.	dpeat@dv-law.com
Irving Fox	(Observer) Counsel for the Toronto Wholesale Produce Association	irving@ontlaw.com
Alice Shimoon	Representative for landlord – 8020 Bathurst St.	ashimoon@mandrholdings.com

**ENDORSEMENT OF JUSTICE STEELE:****Overview**

- [1] Organic Garage (Canada) Ltd. (“Organic Garage”), 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc. (the “Lease Subsidiaries,” and collectively with Organic Garage, the “Companies”) bring a motion in connection with their filing of Notice of Intention to make a proposal under the *Bankruptcy and Insolvency Act*.
- [2] On this motion, the Companies seek an order:
- a. Procedurally consolidating the proposal proceedings;
  - b. Extending the time to file a proposal to April 30, 2024;
  - c. Granting a director and officer charge in the amount of \$140,000;
  - d. Granting an administration charge in the amount of \$150,000;
  - e. Approving a key employee retention plan (“KERP”) for certain personnel and sealing the unredacted schedule to the KERP;
  - f. Approving a sale process; and

g. Approving a stalking horse asset purchase agreement for certain of the debtors' assets (the "Stalking Horse APA").

[3] The relief sought is supported by the Proposal Trustee.

[4] For the reasons set out below, the motion is granted.

### **Background**

[5] The Companies filed their NOI on March 5, 2024.

[6] KPMG was named as the Proposal Trustee.

[7] There is a separate bankruptcy proceeding in respect of Organic Garage Ltd. ("PublicCo"), which is scheduled for trial on March 25-26, 2024.

[8] PublicCo is not a debtor in these NOI proceedings.

[9] Based on the First Report of the Proposal Trustee, PublicCo (which was publicly traded until trading was halted) owns 100% of the shares of Organic Garage. Organic Garage, in turn, owns 100% of the Lease Subsidiaries.

[10] Organic Garage and its subsidiaries operate the retail grocery business. Organic Garage employs approximately 100 non-unionized employees.

[11] On October 25, 2019, PublicCo issued two unsecured convertible debentures with a total face value of \$3 million. These debentures matured on October 25, 2022. At that time the holders of the debentures (the "Holders") issued notices of default to PublicCo for failure to repay the debt.

[12] The First Report of the Proposal Trustee states the following in respect of the Holders:

30. The Proposal Trustee understands the Debtors are not borrowers or guarantors of the Convertible Debentures. Accordingly, the Holders are not included in the Debtors' creditor listings.

### **Preliminary Matters – Adjournment Request**

[13] The Holders sought an adjournment of this matter to March 25-26, 2024. The trial of a contested bankruptcy application in respect of PublicCo is scheduled to be heard at that time.

- [14] I heard submissions from the parties on the contested adjournment request.
- [15] After hearing submissions, I determined that the Holders' adjournment request would be denied for the following reasons:
- a. The bankruptcy application in respect of PublicCo is a separate proceeding;
  - b. The Debenture Holders are creditors of PublicCo, not the Companies;
  - c. The Companies, certain stakeholders of the Companies, and the Proposal Trustee are of the view that it is important to get the sale process started as this provides the best opportunity for the company to find a going concern purchaser and any delay is at the expense of the estate.
- [16] One of the reasons an adjournment was sought was to give the Debenture Holders' counsel the opportunity to cross examine Matt Lurie on his affidavit.
- [17] **It was agreed that the Debenture Holders' counsel could cross examine Matt Lurie on his affidavit, which cross examination shall take place by March 20, 2024.**

### **Analysis**

#### *Should the Court grant procedural consolidation?*

- [18] I am satisfied that procedural consolidation is appropriate.
- [19] The Court has jurisdiction under s. 183 of the BIA to make the requested procedural consolidation order. Such orders are regularly granted by this Court in the case of related corporate entities where such consolidation does not prejudice creditors of any of the estates, as is the case here: *Ashley v. Marlow Group Private Portfolio Management Inc.*, [2006] O.J. No. 1195, at para. 71.
- [20] As noted by the Companies, Courts have also found jurisdiction to consolidate multiple proceedings under Rule 6.01 of the *Rules of Civil Procedure*.
- [21] The proposed procedural consolidation will permit the estates to be administered as a single proceeding, which will reduce the administrative burden on the Proposal Trustee and result in cost savings.

#### *Should the Court extend the time to file a Proposal?*

- [22] I am satisfied that the time to file to the proposal may be extended to April 30, 2024.



- [23] Under section 50.4(9) of the BIA, the Court may extend the time by which the Company is required to file a proposal where the Court is satisfied that:
- a. The debtor company has acted and continues to act in good faith and with due diligence;
  - b. The debtor company would likely be able to make a viable proposal if the extension were granted; and
  - c. No creditor would be materially prejudiced if the extension were granted.

[24] The Proposal Trustee's report expresses the view that the Companies have satisfied the text for an extension of time to file a proposal.

[25] The Companies require the extension to be in a position to make a viable proposal to their creditors. No creditor will be materially prejudiced if the extension is granted.

*Should the Director's Charge be approved?*

[26] I am satisfied that the \$140,000 director's charge sought by the Companies should be approved.

[27] The Companies seek the director's charge as security for Organic Garage's indemnification for possible liabilities that may be incurred by the director and officer after the NOI filing date.

[28] The Court has endorsed the following factors to be considered when determining whether to approve a directors' charge:

- a. Whether notice has been given to the secured creditors likely to be affected by the charge;
- b. Whether the amount is appropriate;
- c. Whether the applicant could not obtain adequate indemnification insurance for the director or officer at a reasonable cost; and
- d. Whether the charge does not apply in respect of any obligation incurred by a director or officer as a result of the director's or officer's gross negligence or wilful misconduct:

*Jaguar Mining Inc. (Re)*, 2014 ONSC 494, at para. 45.

[29] Organic Garage does not currently have an active D&O insurance policy. The one remaining officer and director of the Companies is not prepared to continue in this role without reasonable protection.

[30] The quantum of the proposed charge was determined with the assistance of the Proposal Trustee, which supports the proposed charge.

*Should the administration charge be approved?*

[31] I am satisfied that the administration charge should be approved.

[32] To secure the fees and expenses of the Companies' legal counsel, the Proposal Trustee and its counsel, an administration charge is sought.

[33] Section 64.2 of the BIA provides that the court may order such an administration charge on notice to the secured creditors who are likely to be affected by the charge.

[34] The court has identified the following non-exhaustive factors as ones that may be considered when determining whether to grant an administration charge:

- a. The size and complexity of the business being restructured;
- b. The proposed role of the beneficiaries of the charge;
- c. Whether there is an unwarranted duplication of roles;
- d. Whether the quantum of the proposed charge appears to be fair and reasonable;
- e. The position of the secured creditors likely to be affected by the charge; and
- f. The position of the proposal trustee:

*Canwest Publishing Inc. (Re)*, 2010 ONSC 222, at para. 54.

[35] I am satisfied that the proposed administrative charge should be granted and accept the submissions of the Companies set out at para. 39 of their factum.

*Should the KERP be granted?*

[36] I am satisfied that the KERP should be granted.

[37] A modest KERP is sought in respect of four key senior employees.

- [38] The Companies state that these employees are critical to the implementation of the proposed sale process, among other things.
- [39] An unredacted copy of the KERP was provided to the Court on a confidential basis.
- [40] Having regard to the non-exhaustive list of factors set out in *Aralez Pharmaceuticals Inc. (Re)*, 2018 ONSC 6980, at para. 29, I am satisfied that the KERP should be approved.
- [41] The proposed KERP is supported by the Proposal Trustee. These employees have been identified as critical due to their experience and in-depth institutional knowledge of Organic Garage's operations. The proposed KERP payments are modest and will only be made at the conclusion of the sale process. The Companies do not seek a charge to secure these payments.

*Should the KERP Appendix be sealed?*

- [42] The Companies ask that Confidential Exhibit "1" to the affidavit of Matt Lurie, containing the KERP details be sealed to protect the key employees from having their personal information disclosed.
- [43] Subsection 137(2) of the *Courts of Justice Act* provides that the Court may order that any document filed in a civil proceeding be treated as confidential, sealed, and not form part of the public record.
- [44] The Supreme Court of Canada, in *Sherman Estate v. Donovan*, 2021 SCC 25, at para. 38, emphasized the importance of the openness of Court proceedings. The Supreme Court indicated that if the Court is being asked to limit this openness presumption, the following must be established:
- a. Court openness poses a serious risk to an important public interest;
  - b. The Order sought is necessary to prevent this serious risk to the identified interest because reasonably alternative measures will not prevent this risk; and
  - c. As a matter of proportionality, the benefits of the order outweigh its negative effects.

- [45] The KERP in this case contains confidential and personal information of key employees including identifiable information of the persons covered under the KERP and commercially sensitive compensation information.
- [46] I am satisfied that the benefits of the requested sealing order outweigh any deleterious effects. The sealing order is limited in scope (only applies to the KERP). Disclosure of

this confidential information could harm the employees covered under the KERP and breach their privacy interests.

[47] I am satisfied that the limited scope of the proposed sealing order is appropriate and satisfies the *Sierra Club of Canada v. Canada (Minister of Finance)*, 2022 SCC 41 requirements, as modified in *Sherman Estate*.

[48] The applicant is directed to provide the sealed confidential exhibit to the Court clerk at the filing office in an envelope with a copy of this endorsement and the signed order (with the relevant provisions highlighted) so that the confidential exhibit can be physically sealed.

*Should the Court approve the Sale Process and Stalking Horse APA?*

[49] I am satisfied that the proposed sale process and stalking horse APA should be approved.

[50] The Court has jurisdiction to approve the proposed sale process and stalking horse APA under section 65.13 of the BIA. Courts routinely grant approval of a stalking horse sale process in the context of NOI proceedings and those under the CCAA.

[51] The following factors for the Court to consider in determining whether to authorize a stalking horse process were identified in *Brainhunter Inc. (Re)*, (2009) 183 ACWS (3d) 905, at para 13:

- a. Is a sale transaction warranted at this time?
- b. Will the sale benefit the whole “economic community”?
- c. Do any of the debtors’ creditors have a *bona fide* reason to object to a sale of the business?
- d. Is there a better viable alternative?

[52] The Court in *Danier Leather Inc., Re*, 2016 ONSC 1044, at para. 23, applied the factors set out in *Brainhunter* in determining whether to approve a sale process in the context of NOI proceedings.

[53] As noted by the Companies, the criteria to be considered in deciding whether to approve a sale set out in section 65.13(4) of the BIA are also relevant when the Court is considering whether to approve a sale process. These factors are:

- a. Whether the process leading to the proposed sale or disposition was reasonable in the circumstances;

- b. Whether the trustee approved the process leading to the proposed sale or disposition;
- c. Whether the trustee filed with the court a report stating that in their opinion, the sale or disposition would be more beneficial to creditors than a sale or disposition under a bankruptcy;
- d. The extent to which creditors were consulted;
- e. The effects of the proposed sale or disposition on the creditors and other interested parties; and
- f. Whether the consideration to be received for the assets is reasonable and fair, taking into consideration their market value.

[54] The Companies and the Proposal Trustee submit that the sale process and the stalking horse APA are appropriate and in the interest of all stakeholders in the circumstances, including:

- a. A sale transaction is necessary at this time because the Companies are insolvent and cannot continue operations without a sale of the business or outside investment.
- b. The proposed sale process is designed to test the market by soliciting bids. The stalking horse APA provides a floor price for the applicable assets.
- c. The alternative to the proposed sale process is bankruptcy, which they state results in an erosion of value.
- d. The Proposal Trustee was consulted and will administer the sale process in consultation with the Companies.
- e. The timelines and terms of the sale process reflect the Companies' current resources and the relative simplicity of the business from a diligence perspective.
- f. The Companies obtained a liquidation value in respect of the subject assets and are satisfied that the purchase price in the bid represents consideration for the equipment that is at the high end of its forced liquidation value.

[55] The Companies and the Proposal Trustee are of the view that it is necessary to start this sales process as soon as possible due to liquidity concerns, among other things.

[56] It was noted that Court approval will be required for any sale, including if the stalking horse bid is the successful bidder. At the request of counsel for the Holders, the proposed Order was amended to include for greater certainty language to this effect.

[57] I am satisfied that the sales process and the stalking horse APA should be approved.

[58] Order attached.

A handwritten signature in blue ink, appearing to be "J. Lee", is located in the upper right quadrant of the page. The signature is fluid and cursive, with a horizontal line extending from the end of the word "Lee".

This is Exhibit “C” referred to in the Affidavit of Matt Lurie sworn by Matt Lurie of the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 19, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

Monica

A927328446B742A...

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*Commissioner for Taking Affidavits (or as may be)*

**MONICA FAHEIM**



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

**COURT FILE NO.:** BK-24-03051650-0031

**DATE:** April 12, 2024

**NO. ON LIST:** 2

**TITLE OF PROCEEDING:** Bankruptcy of ORGANIC GARAGE (CANADA) LTD. et al

**BEFORE:** JUSTICE W.D. BLACK

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

Name of Person Appearing	Name of Party	Contact Info
Monica Faheim	Counsel for Organic Garage (Canada) Ltd., 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc.	mfaheim@millerthomson.com

**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
Adrienne Ho	Counsel for the Proposal Trustee, KPMG	aho@airdberlis.com
Colby Linthwaite	Counsel for Tobias Ihde	colby@fredtayar.com
David Preger	Counsel for landlord - 8000 Bathurst Street Holdings Inc.	dpreger@dickinsonwright.com
Harvey Ash	Counsel for Ping Hay Szeto	harveyash@yorklegal.ca

**For Other:**

Name of Person Appearing	Name of Party	Contact Info
Ty Diamond	Junction Road Nominee Inc - Landlord	tdiamond@diamondkilmer.ca




Irving Fox	(Observer) Counsel for the Toronto Wholesale Produce Association	irving@ontlaw.com
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**ENDORSEMENT OF JUSTICE BLACK:**

- [1] Counsel for Organic Garage (and others) booked this appointment to secure a date for a brief motion to extend the stay, and to seek a date for a sale approval motion. The Proposal Trustee supports these requests, and there was no opposition.
- [2] The stay extension appointment is booked for 15 minutes on April 26, 2024.
- [3] The sale approval motion is booked for two hours commencing at 11 a.m. on May 2, 2024.



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W.D BLACK J.

**DATE:** April 12 2024

This is Exhibit “D” referred to in the Affidavit of Matt Lurie sworn by Matt Lurie of the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on April 19, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:  
*Monica*  
A927328446B742A...

---

*Commissioner for Taking Affidavits (or as may be)*

**MONICA FAHEIM**



April 17, 2024

[Sent via E-mail - pritchpatel@kpmg.ca](mailto:pritchpatel@kpmg.ca) and [aigbal@millerthomson.com](mailto:aigbal@millerthomson.com)

Attn: Pritesh Patel

KPMG Inc.  
201 Portage Avenue, 26th Floor  
Winnipeg, MB R3B 3K6

Ideas  
with  
impact

Attn: Asim Iqbal

Miller Thomson LLP  
Scotia Plaza, 40 King Street West  
Suite 5800, P.O. Box 1011  
Toronto, Ontario, M5H 3S1

Dear Sir or Madam,

**Re: In the matter of Bankruptcy of Oragin Foods Inc. (“Oragin”)**

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We are writing in our capacity as Trustee in Bankruptcy of Oragin Foods Inc. (“**Oragin**”). Mr. Matt Lurie advised in Oragin’s Creditors Meeting on April 8<sup>th</sup>, 2024 that he could not confirm the status of indebtedness between Oragin and its subsidiary Organic Garage (Canada) Ltd. (“**Organic**”) as a result of his lack of familiarity with both entities financial records and to seek details from Mr. Nelson Lamb who could provide confirmation..

Mr. Lamb was examined under oath on April 15, 2024 under sub-section 163 (1) of the Bankruptcy and Insolvency Act. Mr. Lamb confirmed that the indebtedness owed by Organic to Oragin was approximately \$6.9 million (and he undertook to advise whether a further \$4.2 million entry in the CRA tax assessments is an indebtedness in addition to \$6.9 million).

Mr. Matt Lurie swore under oath to the best of his belief and knowledge the lack of any debtor /creditor relationship between Oragin and Organic and that no funds were owed by the latter to the former. KPMG Inc., the Trustee under the NOI for Organic, circulated documentation to creditors of Organic and other stakeholders including the court evidencing the non-existence of the indebtedness owed by Organic to Oragin.



In our view, Organic and the Trustee under the NOI of Organic has a positive obligation to the Court and other stakeholders involved to correct its statement and to report that Mr. Matt Lurie's affidavit was materially misleading and that the largest creditor by far in the NOI proceedings of Organic is Oragin's Trustee in Bankruptcy.

If you require any further information, please do not hesitate to contact the undersigned directly at 647-256-7713 or by email at: [sma@zeifmans.ca](mailto:sma@zeifmans.ca).

Yours truly,

**ZEIFMAN PARTNERS INC.**  
solely in its capacity as Trustee in  
Bankruptcy of Oragin Foods Inc.  
with no personal or corporate liability

per: *Sudhanshu Marwaha*

Sudhanshu Marwaha, Licensed Insolvency Trustee, CIRP, CPA, CGA, ACCA, CA  
(India), Manager

AND IN THE MATTER OF A NOTICE OF INTENTION TO MAKE A PROPOSAL OF ORGANIC  
GARAGE (CANADA) LTD., 2412383 ONTARIO INC., 2347018 ONTARIO INC., 2507158  
ONTARIO INC., AND 2581751 ONTARIO INC.

Court File No.: 31-3051650  
Estate File No.: 31-3051650

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

Proceeding Commenced at  
Toronto

**AFFIDAVIT OF MATT LURIE**  
**SWORN APRIL 19, 2024**

**MILLER THOMSON LLP**  
Scotia Plaza  
40 King Street West, Suite 5800  
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Toronto ON M5H 3S1

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Lawyers for Organic Garage (Canada) Ltd., 2412383  
Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc.,  
and 2581751 Ontario Inc.

# TAB 3

District of Ontario  
Division No. 9 - Toronto  
Court File No.: 31-3051650  
Estate File No.: 31-3051650

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE )  
JUSTICE OSBORNE )  
FRIDAY THE 26<sup>th</sup>  
DAY OF APRIL, 2024

B E T W E E N:

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*  
*ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC.,  
2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

**ORDER**  
**(Stay Extension)**

THIS MOTION, made by Organic Garage (Canada) Ltd. (“**Organic Garage**”), 2412383 Ontario Inc., 2347018 Ontario Inc., 2507158 Ontario Inc., and 2581751 Ontario Inc. (collectively the “**Companies**”), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”) was heard this day by Zoom video conference.

**ON READING** the Notice of Motion, the Affidavit of Matthew Lurie sworn April 19, 2024 and the exhibits thereto, the second report of KPMG Inc. in its capacity as the proposal trustee (the “**Proposal Trustee**”), and on hearing the submissions of counsel for the Companies and the Proposal Trustee, and those other parties present, no one else appearing although duly served as appears from the Affidavit of Service of Shallon Garrafa, filed,

**EXTENSION OF THE TIME TO FILE A PROPOSAL**

1. **THIS COURT ORDERS** that, pursuant to subsection 50.4(9) of the BIA, the time for filing a proposal with the Official Receiver in respect of each of the Companies, including the stay of proceedings, is extended up to and including May 17, 2024.

**GENERAL**

2. **THIS COURT ORDERS** that the Companies or the Proposal Trustee may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

3. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order, and this Order is enforceable without the need for entry and filing.

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*(Signature of judge, officer or registrar)*



AND IN THE MATTER ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC.,  
2347018 ONTARIO INC., 2368123 ONTARIO INC., 2507158 ONTARIO INC.,  
2557479 ONTARIO INC., AND 2581751 ONTARIO INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**ORDER**

**MILLER THOMSON LLP**

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Lawyers for Organic Garage (Canada) Ltd. et al

AND IN THE MATTER ORGANIC GARAGE (CANADA) LTD., 2412383 ONTARIO INC., 2347018 ONTARIO INC., 2507158 ONTARIO INC., AND 2581751 ONTARIO INC.

Court File No.: 31-3051650  
Estate File No.: 31-3051650

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD**  
**(Returnable April 26, 2024)**

**MILLER THOMSON LLP**

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Inc., and 2581751 Ontario Inc.