

Court File No. CL-26-00000265-0000

**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
FRESHSTONE BRANDS INC.**

Applicant

**MOTION RECORD OF THE MONITOR
(Fee Approval Order)
(Returnable October 2, 2026)**

September 25, 2026

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Court File No. CL-26-00000265-0000

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SUPERIOR COURT OF JUSTICE
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Applicant

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TAB 1

Court File No. CL-26-00000265-0000

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

THE HONOURABLE	)	FRIDAY, THE 2 nd
	)	
JUSTICE W.D. BLACK	)	DAY OF OCTOBER, 2026

**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 FRESHSTONE BRANDS INC.**

Applicant

**NOTICE OF MOTION
(Fee Approval Order)**

Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as Court-appointed monitor (in such capacity, the “**Monitor**”) of Freshstone Brands Inc. (the “**Applicant**” or the “**Company**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), will make a Motion before the Honourable Justice W. D. Black of the Commercial List on Friday, October 2, 2026 at 10:00 a.m. (Toronto Time), or as soon after that time as the Motion can be heard.

PROPOSED METHOD OF HEARING: The Motion is to be heard

[] In writing under subrule 37.12.1(1);

[] In writing as an opposed motion under subrule 37.12.1(4);

[] In person;

[] By telephone conference;

[X] By video conference.

At a Zoom link to be provided by the Court in advance of the Motion on Case Centre

THE MOTION IS FOR¹

1. An Order, substantially in the form of the draft order included in the Motion Record (the “**Fee Approval Order**”), among other things:

- (a) abridging the time for, and validating service of, this Notice of Motion and supporting materials such that the motion is properly returnable on October 2, 2026 and dispensing with further service thereof;
- (b) approving the fees and disbursements of the Monitor and the Monitor’s counsel, Osler, Hoskin & Harcourt LLP (together with extra-provincial agent counsel, “**Monitor’s Counsel**”), as described in the Fourth Report; and
- (c) approving the activities, conduct and reports of the Monitor filed in the CCAA Proceedings.

2. Such further and other Relief as counsel may request and that this Honourable Court may seem just.

¹ All capitalized terms not otherwise defined herein have the meanings given to them in the Fourth Report of the Monitor dated September 25, 2026 (the “**Fourth Report**”).

THE GROUNDS FOR THE MOTION ARE

Background to the CCAA Proceedings

1. On June 9, 2026, the Applicant sought and obtained an initial order (the “**Initial Order**”) from the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) under the CCAA. The proceedings commenced by the Applicant under the CCAA will be referred to herein as the “**CCAA Proceedings**”. Among other things, the Initial Order appointed Deloitte as Monitor in the CCAA Proceedings.
2. On June 18, 2026, the Court granted an Amended and Restated Initial Order (the “**ARIO**”) which, among other things, extended the Stay Period to October 16, 2026.
3. On June 18, 2026, the Court also granted an Order (the “**SISP Order**”), among other things: (i) approving a sale and investor solicitation process (the “**SISP**”) in accordance with the procedures appended to the SISP Order (the “**SISP Procedures**”); and (ii) approving, *nunc pro tunc*, the execution of the Subscription Agreement dated June 12, 2026 (as amended from time to time, the “**Subscription Agreement**”) between the Applicant, as issuer, and Mr. Frank Burdzy, as the investor (in such capacity, the “**Investor**”), solely for the purpose of constituting the “**Stalking Horse Bid**” under the SISP.
4. Following the issuance of the SISP Order and in accordance with the SISP Procedures, the Applicant, with the assistance of the Sale Advisor (as defined in the SISP Order) and in consultation with the Monitor, canvassed the market by identifying and contacting 139 Prospective Bidders, distributed Teaser Letters to each Prospective Bidder, negotiated and executed 27

Confidentiality Agreements with interested parties, and provided Data Room access to those parties (each as defined in the SISP Procedures).

5. No letters of intent were received by the LOI Deadline (as defined in the SISP Procedures). Accordingly, the Stalking Horse Bid has been declared to be the Successful Bid in accordance with the SISP Procedures.

6. The Applicant is bringing a Motion seeking an Approval and Reverse Vesting Order, among other things:

- (a) approving the Subscription Agreement and the transactions contemplated therein (the “**Transactions**”);
- (b) adding 9576-0385 Québec Inc. as an applicant or party subject to the CCAA Proceedings, and upon completion of the Transactions, removing the Company as an applicant in these CCAA Proceedings;
- (c) authorizing the expansion of the Monitor’s powers to assist the Applicant and the Investor to close and implement the Transactions and authorizing and empowering, but not obligating the Monitor to do all things reasonably necessary to provide such assistance; and
- (d) extending the Stay Period to and including November 30, 2026.

Approval of the Fees and Disbursements of the Monitor and Monitor’s Counsel

7. The Monitor is seeking approval of: (i) the fees and disbursements of the Monitor incurred since the commencement of these CCAA Proceedings to September 18, 2026; and (ii) the fees and

disbursements of Monitor's Counsel incurred since the commencement of these CCAA Proceedings to September 18, 2026.

8. The ARIO directs that the Monitor and its legal counsel shall pass their accounts from time to time and that they shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges.

9. The fees and disbursements of the Monitor and Monitor's Counsel are consistent with professional market rates in the Toronto market, are reasonable and appropriate in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings.

Approval of the Monitor's Reports and Monitor's Activities

10. The proposed Fee Approval Order also seeks the approval of the First Report dated June 13, 2026, the Second Report of the Monitor dated August 19, 2026, the Third Report of the Monitor dated September 15, 2026 and the Fourth Report (collectively, the "**Monitor's Reports**"), and the activities and conduct of the Monitor, including as described in the Monitor's Reports. The activities described in the Monitor's Reports were necessary to advance these CCAA Proceedings, are consistent with the Monitor's duties and powers, have been undertaken with efficiency and reasonableness, and are in the interest of the Applicant's stakeholders.

General

11. The provisions of the CCAA, and the statutory, inherent and equitable jurisdiction of this Honourable Court;

12. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended.

13. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

1. The Fourth Report, including all appendices thereto;
2. The Motion Record of the Monitor filed September 25, 2026; and
3. Such further and other evidence as counsel may advise and this Honourable Court may permit.

September 25, 2026

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Brands Inc. and not in its personal or
corporate capacity

TO: SERVICE LIST

Court File No. CL-26-00000265-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**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
FRESHSTONE BRANDS INC.**

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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FRESHSTONE BRANDS INC.

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding commenced at Toronto	
NOTICE OF MOTION	
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TAB 2

Court File No. CL-26-00000265-0000

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

THE HONOURABLE	)	FRIDAY, THE 2 nd
	)	
JUSTICE W.D. BLACK	)	DAY OF OCTOBER, 2026

**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 FRESHSTONE BRANDS INC.**

Applicant

FEE APPROVAL ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (this "**Order**"), among other things: (i) approving the activities, conduct and reports of the Monitor; and (ii) approving the fees and disbursements of the Monitor and the Monitor's legal counsel, as described in the Fourth Report of the Monitor dated September 25, 2026 (the "**Fourth Report**") and the affidavits attached thereto affirmed in support thereof, was heard this day by judicial videoconference via Zoom.

ON READING the Notice of Motion of the Monitor, the Fourth Report, including the Affidavit of Nigel Meakin sworn on September 25, 2026 (the "**Meakin Fee Affidavit**") and the affidavit of Tiffany Sun affirmed on September 25, 2026 (the "**Sun Fee Affidavit**") attached thereto, and on hearing the submissions of counsel for the Monitor and those other parties present,

no one else appearing although duly served as appears from the lawyers' certificates of service, filed:

SERVICE

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

APPROVAL OF MONITOR'S REPORTS, ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the First Report of the Monitor dated June 13, 2026, the Second Report of the Monitor dated August 19, 2026, the Third Report of the Monitor dated September 15, 2026 and the Fourth Report (collectively, the "**Monitor's Reports**"), and the activities and conduct of the Monitor prior to or on the date hereof in relation to the Applicant and these CCAA proceedings (including as described in the Monitor's Reports), are hereby ratified and approved; provided, however, that only Deloitte, in its capacity as Monitor and 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 ratification and approval.

3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from June 8, 2026 to September 18, 2026, as set out in the Meakin Fee Affidavit, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of Osler, Hoskin & Harcourt LLP as legal counsel to the Monitor, for the period from June 9, 2026 to September 18, 2026, as set out in the Sun Fee Affidavit, are hereby approved.

GENERAL

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

6. **THIS COURT ORDERS** that the Applicant and the Monitor shall be authorized to apply as it may consider necessary or desirable, with or without notice, to this Court for advice and directions, or to any other court or administrative body, whether in Canada, the United States or elsewhere, for orders which aid and complement this Order. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and the Monitor as may be deemed necessary or appropriate for that purpose.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or any other foreign jurisdiction, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FRESHSTONE BRANDS INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

ORDER
(Fee Approval Order)

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

Court File No.: CL-26-00000265-0000

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FRESHSTONE BRANDS INC.

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

Proceeding commenced at Toronto

**MOTION RECORD
Fee Approval Order**
(Returnable October 2, 2026)

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