

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY THE 7TH
)
JUSTICE CAVANAGH) DAY OF MARCH, 2024

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 HUMBLE & FUME INC. (ONTARIO), HUMBLE &
FUME INC. (MANITOBA), B.O.B. HEADQUARTERS INC., FUME LABS
INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “**Applicants**”)

TERMINATION ORDER

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for an order, among other things, (i) approving the activities, conduct and report of Deloitte Restructuring Inc. (the “**Monitor**” or “**Deloitte**”) in its capacity as court-appointed monitor of the Applicants in these CCAA proceedings; (ii) approving the fees and disbursements of the Monitor and the Monitor’s legal counsel, as described in the report of the Monitor dated March 6, 2024, (the “**Second Report**”) and the fee affidavits appended thereto which approval, for greater certainty, includes amounts estimated to complete the Monitor and its counsel’s responsibilities and duties hereunder; (iii) terminating these CCAA proceedings and discharging the Monitor at the CCAA Termination Time; (iv) terminating the Court-ordered charges approved in these CCAA proceedings effective

as at the CCAA Termination Time; and, (vi) permitting the Applicants, or any one of them, to file for bankruptcy; was heard this day via Zoom video conference.

ON READING the notice of motion of the Applicants dated March 4, 2024, the affidavit of Jakob Ripshtein, sworn March 4, 2024 (the “**Fifth Ripshtein Affidavit**”), the Second Report, and on hearing the submissions of counsel for the Applicants and other counsel appearing on the Participant Information Form, no one appearing for any other party although duly served as appears from the affidavit of service of Mauren McLaren dated March 4, 2024, filed.

DEFINED TERMS

1. **THIS COURT ORDERS** that, unless otherwise defined herein, capitalized terms used in this Order shall have the meaning given to them in the order of the Honourable Justice Cavanagh, granted on January 5, 2024 (the “**Initial Order**”), as most recently amended and restated by the Honourable Justice Cavanagh on January 26, 2024 (the “**Second ARIO**”).

SERVICE

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

TERMINATION OF CCAA PROCEEDINGS

3. **THIS COURT ORDERS** that, upon service by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule “A”** (the “**Termination Certificate**”) on the service list in these CCAA proceedings certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA proceedings have been completed, the within CCAA proceedings shall be terminated without any other act or formality

(the “**CCAA Termination Time**”), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any action or steps taken by any Person pursuant thereto.

4. **THIS COURT ORDERS** that the Monitor is hereby directed to file a copy of the Termination Certificate with the Court as soon as is practicable following the service thereof on the service list in these CCAA proceedings.

DISCHARGE OF MONITOR

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

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

APPROVAL OF ACTIVITIES AND FEES

7. **THIS COURT ORDERS** that the first report of the Monitor dated January 24, 2024 and the Second Report of the Monitor and the activities described therein are hereby approved, provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals.

8. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as set out in the Second Report and the fee affidavits appended thereto, are hereby approved.

9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel estimated not to exceed \$50,000, exclusive of HST and any fees to be incurred by Deloitte Restructuring Inc. in its capacity as trustee in bankruptcy in respect of the Applicants, for the completion of the Remaining Activities, are hereby approved.

ASSIGNMENT IN BANKRUPTCY

10. **THIS COURT ORDERS** that at such time as the Applicants determine that it is necessary or desirable to do so, including for greater certainty at a time prior to the CCAA Termination Time:

- (a) The Applicants or the Monitor on their behalf are hereby authorized to make an assignment in bankruptcy pursuant to *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 as amended (“**BIA**”); and
- (b) Deloitte is hereby authorized and empowered, but not obligated, to act as trustee in bankruptcy in respect of the Applicants.

GENERAL

11. **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 Applicants, 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 Applicants 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

12. **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 without any need for filing or entry.

JUSTICE CAVANAGH

**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 15834732 CANADA INC.

(the “**Applicants**”)

TERMINATION CERTIFICATE

RECITALS

A. Pursuant to order of the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (Commercial List), dated January 5, 2024, as amended on January 12, 2024, January 24, 2024 and January 26, 2024 (the “**Initial Order**”) the Applicants were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and Deloitte Restructuring Inc. was appointed as the monitor (“**Monitor**”) of the Applicants.

B. Pursuant to an Order of this Court dated March 7, 2024 (the “**CCAA Termination Order**”), among other things, Deloitte shall be discharged as the monitor and the Applicants’ CCAA proceedings shall be terminated upon the service of this Termination Certificate on the service list in these CCAA proceedings.

C. Unless otherwise indicated herein, capitalized terms used in this Termination Certificate shall have the meaning given to them in the Initial Order or the Termination Order, as applicable.

THE MONITOR CERTIFIES the following:

1. To the knowledge of the Monitor, all matters to be attended to in connection with the Applicants' CCAA proceedings have been completed.

ACCORDINGLY, the CCAA Termination Time as defined in the CCAA Termination Order has occurred.

DATED at Toronto, Ontario this _____ day of _____, 2024.

) **DELOITTE RESTRUCTURING INC.**,
) in its capacity as court-appointed monitor
) of the Applicants and not in its personal
) capacity
) Per: _____
) Name: Todd Ambachtsheer, LIT
) Title: Senior Vice President
)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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HUMBLE & FUME INC. (ONTARIO), HUMBLE & FUME INC. (MANITOBA),
B.O.B. HEADQUARTERS INC., FUME LABS INC., HUMBLE CANNABIS
SOLUTIONS INC., PWF HOLDCO INC., and WINDSHIP TRADING LLC.

(the "Applicants")

Court File No.: CV-24-00712366-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

CCAA TERMINATION ORDER

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