



No. S-244212
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c.57, AS AMENDED

AND

IN THE MATTER OF GOOD NATURED PRODUCTS INC., & THOSE ENTITIES LISTED
IN SCHEDULE "A"

PETITIONERS

NOTICE OF APPLICATION

Names of applicants: good natured Products Inc., & those entities listed in **Schedule "A"**
(collectively, the "**Petitioners**" or the "**Company**")

To: Service List, attached as **Schedule "B"**

TAKE NOTICE that an application will be made by the applicants to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC on August 29, 2024, at 10:00 a.m. by Microsoft Teams for the orders set out in Part 1 below.

The applicants estimate that the application will take 20 minutes.

- ☐ This matter is within the jurisdiction of an associate judge.
- ☒ This matter is not within the jurisdiction of an associate judge.

Part 1: ORDERS SOUGHT

1. The Petitioners seek an order substantially in the form attached as **Schedule "C"** (the "**KERP Approval Order**"), among other things, approving a key employee retention program (the "**KERP**") and granting a charge on the Property for the benefit of the key employees referred to in the KERP up to the maximum amount of \$116,000 (the "**KERP Charge**").

2. The Petitioners seek a sealing order substantially in the form attached as **Schedule “D”** (the **“Sealing Order”**), sealing the Second Affidavit of Jason Braam, made August 26, 2024 (**“Braam Affidavit #2”**), to be filed.
3. The Petitioners seek such other orders, directions, and declarations as counsel for the Petitioners may advise and this Court may deem appropriate in the circumstances.

Part 2: FACTUAL BASIS

4. Capitalized terms used but not otherwise defined in this notice of application shall have the meanings given to them in the First Affidavit of Paul Antoniadis made on June 27, 2024, the Order of this Honourable Court granted June 28, 2024 (the **“Initial Order”**), the Order of this Honourable Court granted July 8, 2024 (the **“ARIO”**), the Order of this Honourable Court granted July 11, 2024 approving DIP financing (the **“DIP Approval Order”**), and the Order of this Honourable Court granted July 11, 2024 approving a SISP (the **“SISP Approval Order”**), as applicable.
5. All references to monetary amounts in this affidavit are in Canadian dollars unless otherwise stated.
6. Pursuant to the Initial Order, this Court (among other things):
 - (a) granted a stay of proceedings in respect of the Petitioners and the Property until July 8, 2024 (the **“Stay Period”**);
 - (b) granted the Administration Charge in the amount of \$100,000;
 - (c) granted the Directors’ Charge in the amount of \$400,000; and
 - (d) appointed A&M as Monitor within these CCAA proceedings.
7. Pursuant to the ARIO, this Court (among other things):
 - (a) extended the Stay Period in respect of the Petitioners and the Property until July 11, 2024; and
 - (b) increased the amount granted by the Administration Charge to \$250,000.

8. Pursuant to the DIP Approval Order and the SISP Approval Order, this Court (among other things):
 - (a) extended the Stay Period in respect of the Petitioners and the Property until October 25, 2024;
 - (b) authorized the Petitioners to enter into and borrow under the DIP Loan for the extended Stay Period and granted a charge against the Property in respect of the DIP Loan for the benefit of Wells Fargo; and
 - (c) approved the SISP and authorized the Petitioners and the Monitor to implement the SISP pursuant to its terms.

A. KERP Approval

9. The retention of key employees is of vital importance to the Petitioners during these CCAA proceedings, including in connection with maintaining ongoing business operations and entering into a Transaction (defined in the SISP Approval Order as a transaction completed pursuant to the SISP).
10. The KERP has been developed in consultation with the Monitor and is subject to customary terms and conditions. The KERP will entitle designated key employees to a specified cash payment if the employee remains employed with the Company through the earlier of: (i) the full anticipated term of the restructuring and completion of these CCAA proceedings; (ii) the closing of a Transaction; or (iii) the termination of the employee without cause. Key employees will not be entitled to receive KERP payments if they become Qualified Bidders as defined in the SISP Approval Order.
11. The Petitioners' key employees who are proposed to be entitled to payments under the KERP have significant knowledge and responsibility with respect to the Petitioners and their operations, and their commitment is key to the Company's restructuring efforts. The Company does not have a succession or contingency plan in place should any of these employees cease their roles with the Company.

12. The KERP is designed to encourage these key employees to continue their employment through to the earlier of the completion of such Transaction, these CCAA proceedings, or each employees respective term of employment with the Company.
13. Absent the KERP, key employees may seek alternative employment and the Petitioners believe it would be detrimental to the GDNP Business and the overall restructuring process if these employees were to leave. The Petitioners do not have a succession or contingency plan in place for these employees.
14. The Petitioners have already lost two key employees during these CCAA proceedings and the remaining employees have had to take on these departed employee's roles and responsibilities.
15. The KERP is also designed to recognize the significant importance of the key employees to the pursuit and implementation of a Transaction, and the significant amount of additional work and effort required to advance and assist with the Petitioners' efforts in these CCAA proceedings.
16. The maximum aggregate retention payments payable pursuant to the KERP total of \$116,000.
17. It is contemplated that amounts owing under the KERP would be secured by the KERP Charge in the maximum amounts of \$116,000.
18. The proposed priority of the Charges is:
 - (a) First – Administration Charge (to the maximum amount of \$250,000); and the Cap West Work Fee Charge (to the maximum amount of \$75,000);
 - (b) Second – DIP Lender's Charge (provided that the DIP Lender's Charge shall only secure the aggregate of the borrowings and obligations under the Credit Agreement, made on or after the date of this Order to the maximum amount of \$15,100,000, plus interest, fees and expenses in accordance with the Definitive Documents);
 - (c) Third – Directors' Charge (to the maximum amount of \$400,000); and

- (d) Fourth – KERP Charge (to the maximum amount of \$116,000).

Part 3: LEGAL BASIS

- 19. The Petitioners rely on Section 11 of the *CCAA*.

A. KERP Approval

- 20. Factors considered by *CCAA* courts when approving employee retention plans will vary, but generally include:

- (a) Is this employee important to the restructuring process?
- (b) Does the employee have specialized knowledge that cannot be easily replaced?
- (c) Will the employee consider other employment options if the KERP is not approved?
- (d) Was the KERP developed through a consultative process involving the Monitor and other professionals?; and
- (e) Does the Monitor support the KERP and a charge?

Mountain Equipment Co-Operative (Re), 2020 BCSC 1586 at paras 67-70

Walter Energy Canada Holdings. Inc. (Re), 2016 BCSC 107 at paras 59-61

- 21. Considerations may also include:

- (a) whether the number of key employees is proportionately reasonable to the size and nature of the business; and
- (b) whether the amounts being paid to the key employees appear reasonable both on an individual basis relative to each key employee's usual salary, as well as an aggregate.

Bron Media Corp. (Re), 2023 BCSC 1563 at paras 24-25

- 22. The facts on this application support approving the proposed KERP and KERP Charge:

- (a) The Petitioners believe it would be detrimental to the GDNP Business and the overall restructuring process if the beneficiaries of the KERP were to leave. The Petitioners

do not have a succession or contingency plan for any of these employees at this critical time. The KERP is designed to recognize the significant importance of the key employees to the pursuit and implementation of a Transaction.

- (b) Given the proposed cadence of these CCAA proceedings and the proposed SISP, finding replacement employees with comparable skills and knowledge would be difficult.
- (c) Absent the KERP, key employees may seek alternative employment. The Petitioners have already lost two key employees during these CCAA proceedings and the remaining employees have had to take over these employees roles and responsibilities. The Petitioners are of the view that any further losses will be detrimental to the Petitioners' ability to continue as a going concern.
- (d) The KERP was developed in consultation with the Monitor. The proposed KERP funds are less than the amounts accounted for in the Cash Flow Forecast approved by the Monitor and Wells Fargo, the Petitioners' primary secured creditor.
- (e) The Monitor supports the proposed KERP Approval Order.
- (f) The Petitioners submit that the number of key employees included in the proposed KERP is proportionate to the size and nature of the GDNP Business, and the proposed amounts to be paid to the key employees is proportionate to those individuals' usual salaries.

B. Sealing Order

23. This Court has discretion to grant a sealing order where:

- (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.

Sierra Club of Canada v. Canada (Minister of Finance), 2002 SCC 41 at para 53

Sherman Estate v. Donovan, 2021 SCC 25 at para 38

24. Braam Affidavit #2 contains the proposed KERP, including employee identities, their base compensation, and proposed KERP compensation. This Court and other Canadian courts have previously granted sealing orders over affidavits containing employee compensation information, filed in support of a KERP.

Walter Energy Canada Holdings. Inc. (Re), 2016 BCSC 107 at paras 59-61

Tacora Resources Inc. (Re), 2023 ONSC 6126 at paras 159-161

Indiva Limited et al., 2024 ONSC 3691 at paras 28-29

25. Employees have a reasonable expectation that their names and salary information will be kept confidential. Conversely, disclosing this information could create a distraction for key employees who need to be focused on the company's restructuring efforts. Protecting the sensitive personal compensation information of the employees is an important public interest that should be protected. A sealing order is necessary in order to protect the privacy rights of employees while, permitting the court to consider the details of the KERP. As a matter of proportionality, the benefits of a sealing order in these circumstances outweigh the risks.

Tacora Resources Inc. (Re), 2023 ONSC 6126 at para 160

Part 4: MATERIAL TO BE RELIED ON

1. First Affidavit of Jason Braam made on August 26, 2024.
2. Second Affidavit of Jason Braam made on August 26, 2024, to be filed.
3. The Monitor's Second Report to Court, filed July 12, 2024.
4. The Monitor's Third Report to Court, to be filed.
5. Such further and other material as counsel may advise and this Court may allow.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of

application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7 (9).

Dated: August 26, 2024



Christina Gartin

For:

Signature of ☐ Applicant(s)
☒ Lawyer for applicant(s)
Emma Newbery

To be completed by the court only:

Order made

[] in the terms requested in paragraphs of Part 1 of this notice of application

[] with the following variations and additional terms:

.....
.....
.....

Date:[dd/mmm/yyyy].....

.....
Signature of [] Judge [] Associate Judge

Appendix

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts
- ☒ none of the above

SCHEDULE A

Canadian Petitioners

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
3. 1306187 B.C. Ltd.
4. good natured Products (CAD) Inc.
5. good natured Products Packaging Canada GP Inc.
6. good natured Products Packaging Brampton GP Inc.
7. good natured Products Industrial Canada GP Inc.
8. good natured Products Packaging Canada LP
9. good natured Products Packaging Brampton LP
10. good natured Products Industrial Canada LP

US Petitioners

11. good natured Products (US) Inc.
12. good natured Products (Illinois), LLC
13. good natured Products Real Estate U.S., LLC
14. good natured Products Packaging US LLC
15. good natured Products Direct LLC
16. good natured Products (Texas) LLC

SCHEDULE B
Service List

(see attached)

No. S-244212
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF GOOD NATURED PRODUCTS INC.,
& THOSE ENTITIES LISTED IN SCHEDULE "A"

PETITIONERS

SERVICE LIST

Current to: August 20, 2024

<p>OSLER, HOSKIN & HARCOURT LLP Suite 3000, Bentall Four 1055 Dunsmuir Street Vancouver, BC V7X 1K8</p> <p>Mary Buttery, K.C. Direct: 604.692.2752 Email: mbuttery@osler.com</p> <p>Christian Garton Direct: 604.692.2719 Email: cgarton@osler.com</p> <p>Emma Newbery Direct: 604.692.2726 Email: enewbery@osler.com</p> <p><i>Counsel for the Petitioners</i></p>	<p>ALVAREZ & MARSAL CANADA INC. Cathedral Place Building 925 West Georgia Street, Suite 902 Vancouver, BC V6C 3L2</p> <p>Anthony Tillman Direct: 604.639.0849 Email: atillman@alvarezandmarsal.com</p> <p>Pinky Law Direct: 604.638.7446 Email: pinky.law@alvarezandmarsal.com</p> <p><i>Monitor</i></p>
--	--

<p>AKERMAN LLP 1251 Avenue of the Americas, 37th Floor New York, NY 10020</p> <p>Mark Lichtenstein Direct: 212.259.8707 Email: mark.lichtenstein@akerman.com</p> <p>Adam Swick Direct: 737.999.7103 Email: adam.swick@akerman.com</p> <p><i>US counsel for the Petitioners</i></p>	<p>McCARTHY TETRAULT LLP 745 Thurlow Street, Suite 2400 Vancouver, BC V6E 0C5</p> <p>Lance Williams Direct: 604.643.7154 Email: lwilliams@mccarthy.ca</p> <p>Ashley Bowron Direct: 604.643.7973 Email: abowron@mccarthy.ca</p> <p><i>Counsel for the Monitor</i></p>
<p>NORTON ROSE FULBRIGHT CANADA LLP 510 West Georgia Street, Suite 1800 Vancouver, BC V6B 0M3</p> <p>Kieran Siddall Direct: 604.641.4868 Email: kieran.siddall@nortonrosefulbright.com</p> <p>David Amato Direct: 416.216.1861 Email: david.amato@nortonrosefulbright.com</p> <p>Candace Formosa Direct: 604.641.4870 Email: candace.formosa@nortonrosefulbright.com</p> <p>Jennifer Stam Direct: 416.202.6707 Email: jennifer.stam@nortonrosefulbright.com</p> <p><i>Counsel for Wells Fargo Capital Finance Corporation Canada</i></p>	<p>WELLS FARGO 10 S. Wacker Drive, 15th Floor Chicago, IL 60606</p> <p>Anne Sasal Email: Anne.Sasal@wellsfargo.com</p> <p>Vicky Geist Email: Vicky.Geist@wellsfargo.com</p> <p>David Evans Email: David.Evans3@wellsfargo.com</p> <p><i>Wells Fargo</i></p>
<p>GOLDBERG KOHN 55 E Monroe Street, Suite 3300 Chicago, IL 60603</p> <p>Dimitri Karcazes Direct: 312.201.3976 Email: Dimitri.Karcazes@goldbergekohn.com</p> <p><i>US Counsel for Wells Fargo Capital Finance Corporation Canada</i></p>	<p>ERNST & YOUNG 100 Adelaide Street West, P.O. Box 1 Toronto, ON M5H 0B3</p> <p>John F. Barrett Direct: 416.943.2638 Email: John.F.Barrett@parthenon.ey.com</p> <p>Philippe Mendelson Direct: 604.891.8491 Email: Philippe.mendelson@parthenon.ey.com</p> <p><i>Financial Advisor to Wells Fargo</i></p>

<p>DENTONS CANADA LLP 250 Howe Street, 20th Floor Vancouver, BC V6C 3R8</p> <p>John Sandrelli Direct: 604.443.7132 Email: john.sandrelli@dentons.com</p> <p>Valerie Cross Direct: 604.648.6541 Email: valerie.cross@dentons.com</p> <p>Cassandra Federico Direct: 604.630.3411 Email: cassandra.federico@dentons.com</p> <p><i>Counsel for Royal Bank of Canada</i></p>	<p>ROYAL BANK OF CANADA 335 8th Ave SW, 24th Floor Calgary, AB T2P 1C9</p> <p>Paul Irving Email: paul.irving@rbc.com</p> <p>Cameron Bailey Email: cameron.bailey@rbc.com</p> <p><i>Royal Bank of Canada</i></p>
<p>FTI CONSULTING 701 West Georgia Street Suite 1450, PO Box 10089 Vancouver, BC V7Y 1B6</p> <p>Tom Powell Direct: 604.551.9881 Email: tom.powell@fticonsulting.com</p> <p>Mike Clark Direct: 604.614.9055 Email: mike.clark@fticonsulting.com</p> <p><i>Financial Advisor to Royal Bank of Canada</i></p>	<p>OWEN BIRD LAW CORPORATION 2900 – 733 Seymour Street, P.O. Box 1 Vancouver, BC V6B 0S6</p> <p>Scott Stephens Direct: 604.691.7521 Email: sstephens@owenbird.com</p> <p><i>Counsel for Toronto-Dominion Bank</i></p>
<p>CHAITONS LLP 5000 Yonge Street, 10th Floor Toronto, ON M2N 7E9</p> <p>Harvey Chaiton Direct: 416.218.1129 Email: Harvey@chaitons.com</p> <p><i>Counsel for Export Development Canada</i></p>	<p>SPARK POWER LOW VOLTAGE SERVICES INC. Legal Department 1337 North Service Road East, Suite 200 Oakville, ON L6H 1A7</p> <p>Paul Demarco Tel: 1.833.775.7697 Email: paul.demarco@sparkpowercorp.com</p>

<p>CAPITAL WEST PARTNERS Suite 1250 – 885 West Georgia Street Vancouver, BC V6C 3E8</p> <p>Michael Janicki Tel: 604.718.6811 Email: michael@capwest.com</p>	<p>MILLER THOMSON LLP 700 West Georgia Street, Suite 2200 Vancouver, BC V7Y 1K8</p> <p>Bryan Hicks Tel: 604.643.1242 Email: bjhicks@millerthomson.com</p> <p><i>Counsel for Shepherd Family Trust, and Barry and Denise Shepherd</i></p>
<p>MURRAY M. LOECHER Attorney at Law 175 West 79th Street New York, NY 10024</p> <p>Tel: 917.763.1595 Email: loechesq@gmail.com</p> <p><i>Counsel for Ronald Mark Associates, Inc.</i></p>	

E-MAIL DISTRIBUTION LIST

mbuttery@osler.com; cgarton@osler.com; breinecke@osler.com; stse@osler.com;
enewbery@osler.com; pinky.law@alvarezandmarsal.com; atillman@alvarezandmarsal.com;
mark.lichtenstein@akerman.com; adam.swick@akerman.com; lwilliams@mccarthy.ca;
abowron@mccarthy.ca; sdanielisz@mccarthy.ca; kieran.siddall@nortonrosefulbright.com;
david.amato@nortonrosefulbright.com; jennifer.stam@nortonrosefulbright.com;
candace.formosa@nortonrosefulbright.com; Dimitri.Karcazes@goldbergkohn.com;
Anne.Sasal@wellsfargo.com; Vicky.Geist@wellsfargo.com; David.Evans3@wellsfargo.com;
Philippe.mendelson@parthenon.ey.com; John.F.Barrett@parthenon.ey.com;
sstephens@owenbird.com; john.sandrelli@dentons.com; valerie.cross@dentons.com;
cassandra.federico@dentons.com; avic.arenas@dentons.com; chelsea.denton@dentons.com;
paul.irving@rbc.com; cameron.bailey@rbc.com; tom.powell@fticonsulting.com;
mike.clark@fticonsulting.com; Harvey@chaitons.com; paul.demarco@sparkpowercorp.com;
michael@capwest.com; bjhicks@millertomson.com; loechesq@gmail.com

SCHEDULE "A"

A. Canadian Petitioners

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
3. 1306187 B.C. Ltd.
4. good natured Products (CAD) Inc.
5. good natured Products Packaging Canada GP Inc.
6. good natured Products Packaging Brampton GP Inc.
7. good natured Products Industrial Canada GP Inc.
8. good natured Products Packaging Canada LP
9. good natured Products Packaging Brampton LP
10. good natured Products Industrial Canada LP

B. US Petitioners

11. good natured Products (US) Inc.
12. good natured Products (Illinois), LLC
13. good natured Products Real Estate U.S., LLC
14. good natured Products Packaging US LLC
15. good natured Products Direct LLC
16. good natured Products (Texas) LLC

SCHEDULE C
KERP Order

(see attached)

No. S-244212
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c.57, AS AMENDED

AND

IN THE MATTER OF GOOD NATURED PRODUCTS INC., & THOSE ENTITIES LISTED
IN SCHEDULE "A"

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)	
MADAM JUSTICE FITZPATRICK)	2024/08/29
)	

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 29 day of August, 2024; AND ON HEARING Emma Newbery and Christian Graton, counsel for the Petitioners and those other counsel listed on Schedule "B" hereto; AND UPON READING the material filed, including the First Affidavit of Jason Braam sworn August 26, 2024 (the "**First Braam Affidavit**"), and the Second Affidavit of Jason Braam sworn August 26, 2024 (the "**Second Braam Affidavit**"); AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules, BC Reg 168/2009, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

DEFINITIONS

1. Capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them the Amended and Restated Initial Order of this Court dated July 8, 2024 (the “**ARIO**”), or the Order of this Honourable Court granted July 11, 2024 approving DIP financing (the “**DIP Approval Order**”), as applicable.

KERP APPROVAL

2. The key employee retention plan (the “**KERP**”) described in the First Braam Affidavit and attached to the Second Braam Affidavit is hereby approved and the Petitioners are authorized and directed to make payments in accordance with the terms thereof.

3. The Petitioners are authorized to deliver such documents as may be necessary to give effect to the KERP, subject to prior approval of the Monitor, or as may be ordered by this Court.

4. Each of the KERP participants (as listed in the Second Braam Affidavit) shall be entitled to the benefit of and are hereby granted a charge (the “**KERP Charge**”) on the Property, which charge shall not exceed the maximum principal amounts of \$116,000 as security for the obligations of the Petitioners under the KERP. The KERP Charge shall have the priority set out in this Order.

VALIDITY AND PRIORITY OF CHARGES

5. Paragraph 35 of the ARIO and Paragraph 15 of the DIP Approval Order are amended and restated such that priorities of the Administration Charge, the DIP Lender's Charge, the Directors' Charge, the Cap West Work Fee Charge, and the KERP Charge (collectively, the "**Charges**"), as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000); and the Cap West Work Fee Charge (to the maximum amount of \$75,000);

Second – DIP Lender's Charge (provided that the DIP Lender's Charge shall only secure the aggregate of the borrowings and obligations under the Credit Agreement, made on or after the date of this Order to the maximum amount of \$15,100,000, plus interest, fees and expenses in accordance with the Definitive Documents);

Third – Directors' Charge (to the maximum amount of \$400,000); and

Fourth – KERP Charge (to the maximum amount of \$116,000).

6. Notwithstanding paragraph 37 of the ARIO, the KERP Charge shall be subordinate to the security of The Toronto-Dominion Bank ("**TD Bank**") and Royal Bank of Canada (formerly HSBC Bank Canada) ("**RBC**") in respect of the priorities granted in the Third Amended and Restated Intercreditor Agreement amongst the Petitioners, the DIP Lender, TD Bank, RBC, and Export Development Canada, dated February 22, 2024, and in the case of RBC, such shall be subordinate to the HSBC Priority Collateral (as defined therein), the Purchase Money Security Interest of RBC in respect of the PTI Model G5000 Extrusion System, and the term deposit in account 00990244624-0001 at RBC.

GENERAL

7. Each of the Petitioners and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and the

Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

8. This Court requests the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

9. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of
☐ Party ☒ Lawyer for the Petitioners

Mary Buttery, K.C.

BY THE COURT

REGISTRAR

Schedule “A”

Canadian Petitioners

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
3. 1306187 B.C. Ltd.
4. good natured Products (CAD) Inc.
5. good natured Products Packaging Canada GP Inc.
6. good natured Products Packaging Brampton GP Inc.
7. good natured Products Industrial Canada GP Inc.
8. good natured Products Packaging Canada LP
9. good natured Products Packaging Brampton LP
10. good natured Products Industrial Canada LP

US Petitioners

11. good natured Products (US) Inc.
12. good natured Products (Illinois), LLC
13. good natured Products Real Estate U.S., LLC
14. good natured Products Packaging US LLC
15. good natured Products Direct LLC
16. good natured Products (Texas) LLC

Schedule “B”

Appearance List

NAME	APPEARING FOR
Emma Newbery Christian Garton	The Petitioners
Lance Williams Ashley Bowron	The Monitor, Alvarez & Marsal Canada Inc.
Kieran Siddall Candace Formosa	Wells Fargo Capital Finance Corporation Canada
John Sandrelli Cassandra Federico Valerie Cross	Royal Bank of Canada
Scott Stephens	Toronto-Dominion Bank
Laura Culleton	Export Development Canada

SCHEDULE D
Sealing Order

(see attached)

No. S-244212
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c.57, AS AMENDED

AND

IN THE MATTER OF GOOD NATURED PRODUCTS INC., & THOSE ENTITIES LISTED
IN SCHEDULE "A"

PETITIONERS

SEALING ORDER

BEFORE	}	THE HONOURABLE MADAM JUSTICE FITZPATRICK	}	2024/08/29
--------	---	---	---	------------

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 29 day of August, 2024; AND ON HEARING Emma Newbery and Christian Garton, counsel for the Petitioners and those other counsel listed on Schedule "B" hereto;

THIS COURT ORDERS that:

1. The following documents be sealed by the Registrar of this Honourable Court for the duration noted:

Description	Dated Filed, if applicable	Number of copies filed, including any extra copies for the Judge	Duration of sealing Order	Sought	Granted	
					Yes	No
1a) Specific documents: Second Affidavit of Jason Braam, made August 26, 2024	To be filed	1	Until further order of the Court	[X]	[X]	[]
1b) Entire court file				[]	[]	[]
3) Other court records stored by the court				[]	[]	[]
4) Reasons for judgment				[]	[]	[]

2. The applicant is not filing a redacted copy.
3. Access to the sealed items is restricted to the following persons:
 - a. [] Parties
 - b. [X] Counsel for a party
 - c. [] Other

4. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

By the Court.

Registrar

Signature of Emma Newbery
Counsel for the Petitioners

Schedule "A"

Canadian Petitioners

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
3. 1306187 B.C. Ltd.
4. good natured Products (CAD) Inc.
5. good natured Products Packaging Canada GP Inc.
6. good natured Products Packaging Brampton GP Inc.
7. good natured Products Industrial Canada GP Inc.
8. good natured Products Packaging Canada LP
9. good natured Products Packaging Brampton LP
10. good natured Products Industrial Canada LP

US Petitioners

11. good natured Products (US) Inc.
12. good natured Products (Illinois), LLC
13. good natured Products Real Estate U.S., LLC
14. good natured Products Packaging US LLC
15. good natured Products Direct LLC
16. good natured Products (Texas) LLC

Schedule “B”
Appearance List

NAME	APPEARING FOR
Emma Newbery Christian Garton	The Petitioners
Lance Williams Ashley Bowron	The Monitor, Alvarez & Marsal Canada Inc.
Kieran Siddall Candace Formosa	Wells Fargo Capital Finance Corporation Canada
John Sandrelli Cassandra Federico Valerie Cross	Royal Bank of Canada
Scott Stephens	Toronto-Dominion Bank
Laura Culleton	Export Development Canada