



FORCE FILED

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 Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC on October 17, 2024 at 10:00 a.m. for the orders set out in Part 1 below.

The Petitioners estimate that the application will take 10 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"** extending the Stay Period (as defined below) until October 31, 2024 at 11:59 p.m. (Vancouver time).

2. 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

3. 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**”), the Order of this Honourable Court granted July 11, 2024 approving a SISP (the “**SISP Approval Order**”), as applicable.
4. All references to monetary amounts in this affidavit are in Canadian dollars unless otherwise stated.

A. Background

5. Pursuant to the Initial Order, this Court (among other things) granted a stay of proceedings in respect of the Petitioners until July 8, 2024 (the “**Stay Period**”).
6. Pursuant to the ARIO, the DIP Approval Order and the SISP Approval Order, this Court (among other things) extended the Stay Period in respect of the Petitioners until October 25, 2024.

B. Extension of the Stay Period

7. The Petitioners seek an extension of the Stay Period (the “**Stay Extension**”) to and including October 31, 2024 at 11:59 p.m. (Vancouver time). The Stay Extension is necessary to complete the SISP process and return to this court for approval of a proposed sale transaction.
8. The SISP process was commenced on July 18, 2024. Through the SISP process, the Petitioners:

- (a) have obtained a viable bid for the sale of the GDNP Business from an interested purchaser (the “**Purchaser**”);
 - (b) intend to enter a binding sale agreement with the Purchaser and are finalizing negotiations with the Purchaser of that sale agreement (the “**Sale Agreement**”); and
 - (c) intend to bring a sale approval application before this Court (the “**Sale Approval Application**”) once the Sale Agreement is finalized.
9. Based on the time required to finalize the Sale Agreement and prepare the Sale Approval Application, the Petitioners have scheduled the Sale Approval Application to be heard on October 28, 2024. As such, a short extension of the Stay Period is required.
10. The Petitioners, in consultation with the Monitor, have prepared an updated cash flow forecast up to the end of the proposed Stay Extension (the “**Cash Flow Forecast**”). The Cash Flow Forecast confirms that the Petitioners will have sufficient liquidity to continue going concern operations, finalize negotiations of the Sale Agreement, and bring the Sale Approval Application during the period of the Stay Extension.
11. Throughout these CCAA proceedings, the Petitioners have been working in good faith and with due diligence to, among other things, implement the SISF for the benefit of the Petitioners’ stakeholders.
12. The Proposed Stay Extension is supported by the Monitor and the Purchaser.

Part 3: LEGAL BASIS

13. The Petitioners rely on Section 11.02 of the CCAA.

A. Extension of the Stay Period

14. On an application other than an initial application, Sections 11.02(2) and (3) of the CCAA give this Court jurisdiction to grant a stay of proceedings for any period that it considers

necessary, provided it is satisfied that such an extension is appropriate and that the debtor company has acted and continues to act in good faith and with due diligence.

15. During the Stay Period, the Monitor has confirmed that the Petitioners have acted and continue to act in good faith and with due diligence and are working to advance these CCAA proceedings including through the SISF.
16. The requested Stay Extension is appropriate and necessary to, among other things, ensure that the Petitioners have sufficient time to finalize negotiation of the Sale Agreement and bring the Sale Approval Application

North American Tungsten Corp., Re, 2015 BCSC 1376 at 24-26

Part 4: MATERIAL TO BE RELIED ON

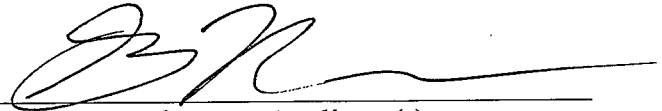
1. The Monitor's Fourth Report to Court, to be filed.
2. Such further and other material as counsel may advise and this Court may allow.

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: October 11, 2024



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

pe Mary Buttery, K.C.

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/mm/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*,
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AND

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

PETITIONERS

SERVICE LIST

Current to: October 1, 2024

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<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>
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<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>
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<p>BLAKE, CASSELS & GRAYDON LLP 3500 – 1133 Melville Street Vancouver, BC V6E 4E5</p> <p>Claire Hildebrand Tel: 604.631.3331 Email: claire.hildebrand@blakes.com</p> <p>Peter Rubin Tel: 604.631.3315 Email: peter.rubin@blakes.com</p> <p><i>Counsel for Prime Alliance Bank</i></p>	

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SCHEDULE "A"

A. Canadian Petitioners

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
3. 1306187 B.C. Ltd.
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SCHEDULE C
Draft Order

(see attached)

No. S-244212
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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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) 2024/10/17
)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 17th day of October, 2024 (the "**Order Date**"); AND ON HEARING Mary Buttery, K.C., counsel for the Petitioners and those other counsel listed on Schedule "B" hereto; AND UPON READING the material filed, including the Monitor's Fourth Report to Court; 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:

1. This order is made further to the amended and restated order of this Court made in these proceedings on July 8, 2024 (the "**ARIO**") and the Order of this Court granted July 11, 2024 amending the ARIO (the "**Amending Order**").

2. Any capitalized terms used but not defined herein shall have the meanings given to them in the ARIO, unless otherwise indicated therein.

SERVICE

3. The time for service of this notice of application and supporting materials is hereby abridged such that the notice of application is properly returnable today.

STAY EXTENSION

4. The Stay Period as defined in paragraph 16 of the ARIO is hereby further extended until and including October 31, 2024 at 11:59 p.m. (Vancouver time).

GENERAL

5. 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.

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

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.

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

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Schedule "B"

Appearance List

NAME	APPEARING FOR