



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 31, 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 November 12, 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**”), and the Subscription Agreement dated October 23, 2024 (the “**Subscription Agreement**”), among GDNP PubCo and HUK 149 Limited (the “**Purchaser**”), as amended, to affect a sale of the Petitioners to the Purchaser.
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.
7. On October 17, 2024, this Court extended the Stay Period in respect of the Petitioners until October 31, 2024, at 11:59 p.m. (Vancouver time).

B. Extension of the Stay Period

8. The Petitioners seek an extension of the Stay Period (the “**Stay Extension**”) to and including November 12, 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 revised Subscription Agreement.

9. The SISP process was commenced on July 18, 2024. Through the SISP process, the Petitioners obtained a viable bid for the sale of the GDNP Business from the Purchaser.
10. On October 28, 2024, this Court declined to approve the Transactions contemplated under a prior version of the Subscription Agreement, with reasons to follow.
11. Following the hearing on October 28, 2024, the Petitioners, the Purchaser and various stakeholders finalized revisions to the Subscription Agreement that address the concerns expressed by the sales agent, Capital West Partners, and the Monitor. The Petitioners are accordingly re-seeking the Court's approval of the Subscription Agreement, as revised, and the granting of an RVO.
12. If this Court grants the RVO sought, the Foreign Representative will seek recognition in the Chapter 15 Proceedings as soon as possible.
13. 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, close the Transactions contemplated under the revised Subscription Agreement, and seek foreign recognition in the Chapter 15 Proceedings. A true copy of the Cash Flow Forecast is attached hereto as **Exhibit A**.
14. Throughout these CCAA proceedings, the Petitioners have been working in good faith and with due diligence to, among other things, negotiate and revise the Subscription Agreement as required, and implement the SISP for the benefit of the Petitioners' stakeholders.

Part 3: LEGAL BASIS

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

A. Extension of the Stay Period

16. 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.
17. During the Stay Period, the 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 SISP.
18. The requested Stay Extension is appropriate and necessary to, among other things, ensure that the Petitioners have sufficient time to continue going concern operations, close the Transactions contemplated under the revised Subscription Agreement, and seek foreign recognition in the Chapter 15 Proceedings..

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

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #5 of Paul Antoniadis made on October 30, 2024.
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 30, 2024



Signature of ☐ Applicant(s)
☒ Lawyer for applicant(s)
Mary Buttery, K.C.

*Christina
Buttery
for!*

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)

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

SERVICE LIST

Current to: October 27, 2024

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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>	<p>NATHANSON, SCHACHTER & THOMPSON LLP 750 – 900 Howe Street Vancouver, BC V6Z 2M4</p> <p>Peter J. Reardon Tel: 778.328.8940 Email: preardon@nst.ca</p> <p><i>Counsel for Capital West Partners</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.
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.
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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
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)	2024/10/31
)	

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 31st day of October, 2024 (the "**Order Date**"); AND ON HEARING Emma Newbery, counsel for the Petitioners, and those other counsel listed on Schedule "B" hereto; AND UPON READING the material filed, including the Fifth Affidavit of Paul Antoniadis made October 30, 2024; 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**"), the Order of this Court granted July 11, 2024 amending the ARIO, and the Order of this Court granted October 17, 2024 extending the stay of proceedings.

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 November 12, 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, except counsel for the Petitioners, 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

1. good natured Products Inc.
2. good natured Real Estate Holdings (Ontario) Inc.
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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 Emily Paplawski (remotely) Christian Garton	The Petitioners