

01-Apr-25

REGISTRY

No. S245481
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 *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

MONITOR'S CERTIFICATE

1. Capitalized terms used but not otherwise defined in this Monitor's Certificate shall have the meanings given to them in the order of the Supreme Court of British Columbia (the "**Court**") pronounced on March 4, 2025 (the "**Approval and Vesting Order**") and the Offer to Purchase and Agreement of Purchase and Sale dated February 11, 2025 between BC Tree Fruits Cooperative ("**BCTFC**") and Novem Pharmaceuticals Inc., as assigned to Ocorp Holdings Ltd. (the "**Purchaser**") by the Assignment and Assumption Agreement dated February 21, 2024 (together, the "**Sale Agreement**").
2. Pursuant to an order made on August 13, 2024, as amended and restated on August 26, 2024, the court granted the Petitioners protection from their creditors and appointed the Monitor as monitor of the Petitioners, all under the provisions of the CCAA.
3. Pursuant to the Approval and Vesting Order, the court ordered that all of the right, title and interest of BCTFC in and to the Purchased Assets shall vest in the Purchaser effective upon, among other things, delivery by the Monitor of this Monitor's Certificate to the Purchaser.

THE MONITOR HEREBY CERTIFIES as follows:

1. BCTFC and the Purchaser have each delivered written notice to the Monitor that all applicable conditions under the Sale Agreement have been satisfied and/or waived, as applicable.
2. The Monitor has received the full amount of the Purchase Price under the Sale Agreement.
3. Except for delivery of this Monitor's Certificate, all of the transactions contemplated by the Sale Agreement have been implemented.

Dated at the City of Vancouver, in the Province of British Columbia, this 31st day of March, 2025.

BC TREE FRUITS COOPERATIVE, by their court-appointed monitor, **ALVAREZ & MARSAL CANADA INC.** acting solely in such capacity and not in its personal or corporate capacity

Per: Signed by:
Pui Lam (Pinky) Law
7C2E3D2EA990444...

Name: Pui Lam (Pinky) Law

Title: Vice President