

This is Affidavit #1 of
H. Lance Williams in this case and
was made on March 24, 2025

NO. S244212
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 1508538 B.C. LTD.

PETITIONERS

A F F I D A V I T

I, **H. Lance Williams**, lawyer, of Suite 2400, 745 Thurlow Street, Vancouver, British Columbia, SWEAR THAT:

1. I am a partner at McCarthy Tétrault LLP ("**McCarthy**"), counsel for Alvarez & Marsal Canada Inc. in its capacity as court-appointed monitor of the Petitioners (the "**Monitor**"), and as such, I have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.
2. I have had primary carriage of this proceeding.
3. Attached hereto and marked as indicated are the following Exhibits (together, the "**Invoices**" or the "**McCarthy Accounts**");

Exhibit	Invoice Number	Invoice Date	Amount
"A"	8582785	July 18, 2024	\$10,297.85
"B"	8584414	August 26, 2024	\$48,047.65
"C"	8585690	September 23, 2024	\$22,543.36
"D"	8586948	October 7, 2024	\$12,679.52

Exhibit	Invoice Number	Invoice Date	Amount
"E"	8587280	October 21, 2024	\$76,591.05
"F"	8588235	November 7, 2024	\$55,227.32
"G"	8589991	December 17, 2024	\$5,130.63
"H"	8591357	December 31, 2024	\$169.47
TOTAL:			\$230,686.85

4. As detailed in the Invoices, from June 24, 2024 to December 13, 2024, McCarthy's invoiced fees amounted to \$203,151.00, invoiced disbursements amounted to \$3,029.52, and invoiced taxes amounted to \$24,506.33, for a total of \$230,686.85.

5. The fees set out in the Invoices are calculated on the basis of the hours spent by McCarthy personnel, multiplied by the applicable standard hourly rates charged by McCarthy. The total time comprised in the Invoices is 313.90 hours at an average hourly rate of \$647.18 per hour ($\$203,151.00 \div 313.90$). To the best of my knowledge, information and belief, those hourly rates are consistent with those charged by other law firms for work of a similar nature in Vancouver, British Columbia.

6. The following summary sets out the total hours billed by all lawyers and other employees of McCarthy working on this matter, and their respective hourly rates:

Timekeeper	Title	Hours	Rate	Total Billed
Williams, Lance	Partner	117.60	\$815.00	\$95,844.00
Bowron, Ashley	Associate	97.10	\$605.00	\$58,745.50
Jenna Clark	Associate	14.00	\$685.00	\$9,590.00
Lucas Beatch	Associate	36.30	\$475.00	\$17,242.50
Jeff Sun	Associate	3.50	\$605.00	\$2,117.50
Yard, Tammy	Paralegal	14.40	\$505.00	\$7,272.00
Danielisz, Sue	Paralegal	12.90	\$405.00	\$5,224.50
Shannon Davidson	Law Clerk	2.00	\$505.00	\$1,010.00
Jaskirt McDonald	Law Clerk	0.80	\$450.00	\$360.00
Isabel Gonzales	Paralegal	0.60	\$335.00	\$201.00

Timekeeper	Title	Hours	Rate	Total Billed
Robert Antonecchia	PPSA Clerk	4.20	\$445.00	\$1,869.00
Pedram Gholipour	Articling Student	10.50	\$350.00	\$3,675.00
Total:		313.90		\$203,151.00

7. I primarily directed this matter. I have been a member of McCarthy's insolvency group since joining the firm as a partner in August of 2021. Prior to joining McCarthy, I was a partner in the insolvency group at Cassels, Brock & Blackwell LLP ("**Cassels**") until joining McCarthy. Prior to joining Cassels, I was a member of the DLA Piper (Canada) LLP insolvency group since joining that firm as an associate in 2008. I became a partner of DLAP in 2014, and continued practicing in the DLAP insolvency group until joining Cassels. I was called to the bars of Alberta and Saskatchewan in 2007, British Columbia in 2008, and Yukon in 2015. I practice primarily in the area of commercial insolvency, including on numerous complex restructuring and receivership matters. I am recognized in Chambers, Best Lawyers in Canada and Lexpert, among other rankings, for insolvency and restructuring. I am also a member of the British Columbia Model Order Committee, have published several publications on complex restructuring matters and previously taught insolvency law at the University of British Columbia law school. Attached hereto and marked as **Exhibit "I"** is a true copy of my *curriculum vitae* maintained by McCarthy.

8. To the best of my knowledge, information and belief, the information contained in the Invoices as to:

- (a) the number of hours worked;
- (b) the nature of work performed;
- (c) the identity of the individuals who performed work; and
- (d) the rates charged for the work performed;

is true and correct in all respects.

9. I have reviewed the McCarthy Accounts and do verily believe that:

- (a) McCarthy's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;

- (b) the work completed by McCarthy was delegated to the appropriate professionals in McCarthy with the appropriate seniority and appropriate hourly rates;
- (c) McCarthy's fees in this matter are consistent with the fees charged by similar firms with the capacity to handle a file of comparable size and complexity;
- (d) the Invoices were provided to the Monitor when rendered, and all have been approved by the Monitor; and
- (e) the services were performed by McCarthy in a prudent and economical manner.

10. I estimate that McCarthy's fees to the conclusion of this matter will be approximately \$7,500.00.

11. I make this affidavit expressly for the purposes of the Monitor's application to approve its accounts and the McCarthy Accounts, and for no other purpose. In particular, nothing herein is a waiver of solicitor-client privilege by the Monitor.

SWORN BEFORE ME at the City of
 Vancouver, in the Province of British
 Columbia, this 24 day of March, 2025.



 A Commissioner for taking Affidavits for
 British Columbia



H. LANCE WILLIAMS

VICTORIA ANGELA TORTORA
 Barrister & Solicitor
McCarthy Tétrault LLP
 SUITE 2400 - 745 THURLOW STREET
 VANCOUVER, B.C. V6E 0C5
 DIRECT 604-643-5993

This is **Exhibit "A"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to be 'NA ZA'.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8582785
 GST/HST Reg. No: 116532839
 Date: July 18, 2024

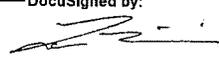
Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending June 30, 2024

OUR FEES			\$ 9,194.50
Disbursements	Non-Taxable	\$ 0.00	
	Taxable	0.00	0.00
GST	Fees	\$ 459.73	
	Disbursements	0.00	459.73
PST (BC)	Fees	\$ 643.62	643.62
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 10,297.85</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...
 Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8582785
 Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
24/06/24	LWI	0.20	Correspond with counsel to debtors.
25/06/24	LWI	1.00	Call with counsel to debtors re matters; receipt of materials; call with A. Tillman and P. Law; correspond re same.
25/06/24	ABO	0.80	Intro call with A&M; review draft affidavit.
26/06/24	LWI	1.50	Review of affidavit; correspond with M. Buttery; correspond with P. Law re application and relief.
27/06/24	LWI	0.70	Review of materials and correspond re hearing and related matters.
27/06/24	SDZ	0.30	Telephone call with Supreme Court Scheduling to confirm remote attendance at hearing for L. Williams; email correspondence with L. Williams confirming same.
27/06/24	ABO	1.20	Compile comments on petition materials; emails with client and counsel to company re same; review and comment on draft initial order.
28/06/24	LWI	4.40	Preparation for and attendance at initial order hearing; review of materials; call with P. Law.
28/06/24	SDZ	0.70	Prepare hyperlinked e-pleadings court records index; prepare service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on monitor's website; attend to all related email communications.
29/06/24	LWI	1.50	Receipt and review of US pleadings.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	2.00
Danielisz, Susan	1.00
Williams, Lance	9.30
	12.30

This is **Exhibit "B"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to be 'NA 2A', written in a cursive style.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8584414
 GST/HST Reg. No: 116532839
 Date: August 26, 2024

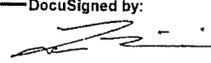
Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending July 31, 2024

OUR FEES			\$ 42,805.00
Disbursements	Non-Taxable	\$ 0.00	
	Taxable	<u>101.00</u>	<u>101.00</u>
			\$ 42,906.00
GST	Fees	\$ 2,140.25	
	Disbursements	<u>5.05</u>	<u>2,145.30</u>
PST (BC)	Fees	\$ <u>2,996.35</u>	<u>2,996.35</u>
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 48,047.65</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABC430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
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Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8584414
 Page No. 2

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
02/07/24	SDZ	0.20	Update service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on Monitor's website.
03/07/24	SDZ	0.70	Attend to numerous updates to service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on Monitor's website; attend to all related email correspondence.
04/07/24	SDZ	0.50	Attend to further updates to service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on Monitor's website; attend to all related email correspondence.
04/07/24	ABO	1.00	Arrange update to service list re request from creditor; review and consider draft application materials for comeback hearing.
04/07/24	LWI	0.90	Review of DIP and materials relating thereto.
05/07/24	LWI	4.80	Multiple calls and matters re DIP; review and comment on materials re same and relief being sought.
05/07/24	ABO	2.30	Review and comment on draft monitor's report; email A&M re same; call with Pinky; serve report on service list.
06/07/24	LWI	0.70	Correspondence on DIP terms and related matters; review of same.
07/07/24	LWI	0.90	Review and call re interim financing and related matters.
08/07/24	LWI	3.60	Prepare for and attend hearing for extension; review DIP and related matters.
08/07/24	SDZ	1.40	Attend to numerous updates to service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on Monitor's website; receive copy of entered Amended and Restated Initial Order of Justice Fitzpatrick and add to e-pleadings court records; email correspondence to service list parties serving filed copy of Monitor's First Report; attend to all other related email correspondence.
09/07/24	SDZ	0.30	Attend to further updates to service list for good natured Products Inc. (CCAA) and forward to M. Cheung for posting on Monitor's website; email correspondence with various counsel re service list updates.
09/07/24	LWI	2.70	Call re SISP and related matters; review of related materials.
09/07/24	ABO	4.00	Review and comment on draft SISP; all hands call with all advisers; compile comments from A&M on SISP and circulate to counsel to good natured; review revised DIP agreement from counsel to good natured; review and comment on notice of application and draft order from counsel to good natured.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8584414
 Page No. 3

FEE DETAIL			
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<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
10/07/24	ABO	5.20	Call with counsel to Wells Fargo re DIP terms; call with A&M re same; email counsel to good natured re comments on application materials; consider correspondence from counsel to Wells Fargo re DIP amendments; all hands call re materials for filing; review and comment on monitor's report; prepare materials in advance of hearing; attend to sales agent engagement letter issues; company and monitor call re same.
10/07/24	SDZ	0.20	Receive Petitioners' application materials for hearing on July 11, 2024 (seeking DIP and SISP approval, stay extension to October 25, 2024 and sealing order); update e-pleadings court records.
10/07/24	LWI	7.10	Multiple calls and updates on DIP, SISP and application; review and comment on materials.
11/07/24	ABO	7.20	Call with sales agent and team re engagement fees; correspondence with various parties re updated monitor's report; calls with Wells Fargo and team re same; review changes to monitor's report from counsel to good natured; further comments on monitors report; emails with A&M re same; review additional application materials from counsel to good natured; prepare for and attend hearing.
11/07/24	SDZ	0.30	Submit Monitor's Second Report for e-filing with Supreme Court registry; upload Monitor's Second Report to court's file transfer server.
11/07/24	LWI	9.40	Prepare materials; multiple calls and attend in court for hearing.
12/07/24	SDZ	0.70	Email to service list with copy of filed Second Report of the Monitor; attend to service list updates and forward to M. Cheung for posting on Monitor's website; receive copies of DIP and SISP Orders granted by Justice Fitzpatrick on July 11, 2024; update e-pleadings court records.
17/07/24	SDZ	0.20	Attend to service list update and forward to M. Cheung for posting on Monitor's website.
17/07/24	LWI	0.40	Correspond on SISP matters.
18/07/24	ABO	0.30	Emails re sales process.
18/07/24	LWI	0.60	Calls and attend to matters re SISP.
19/07/24	ABO	0.60	Emails with parties re site visit; review update re SISP process from A. Tillman.
19/07/24	LWI	0.90	Attend to SISP and related matters.
20/07/24	LWI	0.60	Prepare for and attend call re SISP.
22/07/24	ABO	0.50	Call with counsel to company and A&M re question from US supplier; review draft letter from counsel to company re same.
22/07/24	SDZ	0.20	Attend to service list update and forward to M. Cheung for posting on Monitor's website.
22/07/24	LWI	0.80	Update calls on various matters.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8584414
 Page No. 4

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
23/07/24	ABO	0.30	Emails with counsel to company.
23/07/24	LWI	0.40	Prepare for and attend call re supplier; comment on letter.
31/07/24	LWI	0.50	Prepare for and attend update call and status check.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	21.40
Danielisz, Susan	4.70
Williams, Lance	34.30
	60.40

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Copies	\$ 26.75
Y	Tabs	4.00
Y	Colour Copies	4.00
Y	Search Fees - BC OnLine (T)	7.00
Y	Scanning	49.25
Y	Binders - Small	10.00
	Total Disbursements	\$ 101.00

This is **Exhibit "C"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to be 'VA JA', is written above a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8585690
 GST/HST Reg. No: 116532839
 Date: September 23, 2024

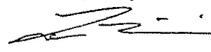
Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending August 31, 2024

OUR FEES			\$ 20,128.00
Disbursements	Non-Taxable	\$ 0.00	
	Taxable	0.00	0.00
GST	Fees	\$ 1,006.40	
	Disbursements	0.00	1,006.40
PST (BC)	Fees	\$ 1,408.96	1,408.96
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 22,543.36</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...
 Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8585690
 Page No. 2

FEE DETAIL			
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<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
02/08/24	LWI	0.30	Attend to sales process matters.
02/08/24	SDZ	0.20	Attend to service list update and forward to M. Cheung for posting on Monitor's website.
02/08/24	ABO	0.20	Review and comment on press release from company.
13/08/24	LWI	0.20	Attend to SISP questions.
14/08/24	ABO	0.40	Emails with E. Newbury re hearing dates and service list.
15/08/24	ABO	0.50	Email E. Newbury re service list; attend all hands call re file updates.
15/08/24	LWI	0.40	Call re demands by supplier and related matters.
16/08/24	LWI	1.00	Review asset purchase agreement draft.
19/08/24	LWI	1.30	Review and comment on Canadian APA.
20/08/24	LWI	2.10	Meeting re proposed KERP; review APA and vesting order.
20/08/24	SDZ	0.20	Attend to service list update and forward to M. Cheung for posting on Monitor's website.
20/08/24	ABO	0.80	Emails with counsel to good natured re service list; call with monitor and counsel to good natured re KERP.
20/08/24	JCL	0.40	Review and provide comments on draft purchase agreement; discussions with L. Williams re same.
21/08/24	ABO	1.60	Review and comment on draft KERP materials.
22/08/24	ABO	1.30	Review changes to KERP materials from L. Williams; call with E. Newbury re same; review additional KERP document from E. Newbury; review summary of non-binding offers from A. Tillman.
22/08/24	LWI	0.80	Review and comment on KERP materials and charge.
23/08/24	LWI	1.70	Review letters of intent; call on various matters with Monitor.
23/08/24	ABO	1.00	Call with counsel and FA to RBC; correspondence with counsel to good natured re KERP materials.
24/08/24	ABO	0.60	Consider question from E. Newbury re APA; review KERP for question from counsel to RBC.
25/08/24	ABO	0.50	Confer with L. Williams re KERP charge question; revise KERP re same; email A&M re same.
25/08/24	LWI	1.10	Review and comment on KERP and other matters; review APA and provide comments.
26/08/24	LWI	0.20	Review and comment on bid process letter.
26/08/24	SDZ	0.20	Receive Petitioners' application materials re KERP Approval and sealing of Affidavit #2 of J. Braam; update e-pleadings court records.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8585690
 Page No. 3

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> Initials	<u>Hours</u>	<u>Description</u>
26/08/24	ABO	3.60	Confer with L. Williams re KERP revisions; emails with various parties re monitor's report; review and comment on bid process letter; emails with capwest re same; review and revise draft monitor's report.
27/08/24	ABO	0.80	Emails with capwest re process letter; review documents for comments on same.
27/08/24	SDZ	0.30	Receive Third Report of the Monitor; email to service list circulating copy of same; update e-pleadings court records; upload report to court's file transfer server for August 29, 2024 hearing.
27/08/24	LWI	0.40	Finish and send comments on draft monitor's report.
28/08/24	LWI	0.90	Prepare for hearing; call re KERP and structure of same.
28/08/24	SDZ	0.40	Attend to filing of Third Report of the Monitor at court registry and circulate filed copy to service list.
28/08/24	ABO	1.80	Arrange collection and filing of monitor's report; prepare materials for hearing; emails with counsel to good natured re same.
29/08/24	ABO	1.70	Prepare for and attend hearing re KERP; correspondence with counsel to good natured re revised language re same and re revised draft order from counsel to good natured.
29/08/24	JCL	1.50	Review and provide comments on form of US asset purchase agreement; discussions with L. Williams re same.
30/08/24	JCL	0.20	Correspondence with debtor's counsel re asset purchase agreements and related matters.
30/08/24	SDZ	0.20	Receive Orders of Justice Fitzpatrick re KERP Approval an Sealing Orders; update e-pleadings court records.
30/08/24	LWI	0.80	Attend to sales process matters, including Investment Canada reviews.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	14.80
Clark, Jenna	2.10
Danielisz, Susan	1.50
Williams, Lance	11.20
	29.60

This is **Exhibit "D"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8586948
 GST/HST Reg. No: 116532839
 Date: October 7, 2024

Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending September 30, 2024

OUR FEES			\$	11,321.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	566.05	
	Disbursements		0.00	566.05
PST (BC)	Fees	\$	792.47	792.47
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>12,679.52</u>

McCarthy Tétrault LLP

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> Initials	<u>Hours</u>	<u>Description</u>
02/09/24	LWI	0.20	Correspond with counsel to DIP lender re sweeps.
03/09/24	LWI	0.80	Multiple correspondence re account sweeping and related matters.
03/09/24	JCL	1.10	Review and provide comments on form of US law governed asset purchase agreement; correspondence with counsel to the company re same; discussions with L. Williams re same.
04/09/24	JCL	0.30	Call with counsel to the company to discuss form of US law governed asset purchase agreement.
05/09/24	LWI	0.40	Attend to account sweeping matters and calls re same.
06/09/24	LWI	0.70	Call with counsel to RBC re cash sweeps; correspond with Monitor.
18/09/24	SDZ	0.20	Attend to service list update and forward to N. Virmani for posting on Monitor's website.
20/09/24	ABO	1.50	Review default notice from DIP lenders; call with Wells Fargo and advisers; call with good natured and advisers; call with monitor.
20/09/24	LWI	1.40	Multiple calls and correspondence re default from Wells Fargo, including calls with Monitor, with counsel and financial advisers to Wells Fargo, and with company.
21/09/24	LWI	1.30	Call with board re Wells demand; calls with Monitor; correspond with counsel to Hilco.
22/09/24	LWI	0.70	Review report for materials adverse change and comment on same; correspond re next steps.
22/09/24	ABO	0.40	Correspondence with various parties re notice from Wells Fargo.
23/09/24	ABO	1.40	Catch up call with monitor; call with company; call with counsel to wells fargo and good natured.
23/09/24	LWI	1.50	Multiple calls and correspondence re default, sales process, and related matters.
24/09/24	LWI	0.30	Attend to sales process and MAC matters.
24/09/24	ABO	0.70	Call with A&M, P. Antoniadis, and D. Holstrom re payments from Wells Fargo; email L. Williams re same; correspondence with counsel for good natured re same.
27/09/24	ABO	0.20	Check in call with the Monitor, counsel to good natured, and counsel to Wells Fargo.
27/09/24	LWI	0.80	Calls with Wells Fargo; review of sales update and related matters.
28/09/24	LWI	0.30	Review of revised Hilco letter of intent.
30/09/24	LWI	0.80	Call with sales adviser, Monitor and company re status of sales process and developments in same.
30/09/24	ABO	0.40	Attend all hands company and monitor call re HillCo LOI and EDC.

Alvarez & Marsal Canada Inc.
Re: Good Natured CCAA
213575-589984

Invoice No. 8586948
Page No. 3

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	4.60
Clark, Jenna	1.40
Danielisz, Susan	0.20
Williams, Lance	9.20
	<hr/>
	15.40

This is **Exhibit "E"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to be 'WA 2A', written in a cursive style.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8587280
 GST/HST Reg. No: 116532839
 Date: October 21, 2024

Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending October 21, 2024

OUR FEES			\$	68,266.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		126.25	126.25
			\$	68,392.75
GST	Fees	\$	3,413.33	
	Disbursements		6.31	3,419.64
PST (BC)	Fees	\$	4,778.66	4,778.66
TOTAL DUE ON ABOVE-NOTED MATTER			\$	<u>76,591.05</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8587280
 Page No. 2

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/10/24	LWI	0.50	Call re sale process and related matters.
01/10/24	SDZ	0.20	Attend to service list update and forward to N. Virmani for posting on Monitor's website.
01/10/24	ABO	0.40	Call with Miller Thomson re status of bid.
03/10/24	ABO	0.40	Attend company and counsel and monitor call re borrowing base matter; emails with E. Newbury re contact for American Community Bank.
03/10/24	LWI	0.20	Call re sales update.
04/10/24	LWI	2.20	Multiple calls re Hilco offer, review of same and correspond re same.
04/10/24	ABO	1.40	Call with EDC, company, and monitor re EDC position in liquidation; monitor and company call re cash flow; review bid from Hillco.
06/10/24	LWI	1.10	Review revised agreement.
07/10/24	LWI	2.20	Review of subscription agreement transaction and provisions; calls regarding same; correspondence re matter and potential enforcement.
07/10/24	ABO	0.80	Attend company and monitor call re Hillco deal matters.
07/10/24	JCL	0.80	Prepare for and attend call with client, company, and company's counsel to discuss closing matters and related issues.
08/10/24	ABO	0.80	Call with counsel to Wells Fargo, company, and Hillco re transaction matters.
08/10/24	LWI	2.90	Multiple calls with potential purchaser; company and others regarding structure and payments for offer; correspond re structuring matters; calls with Monitor.
09/10/24	LWI	1.60	Calls and emails re structure, options and extension.
09/10/24	JCL	0.40	Attend to and coordinate matters re reviews of secured creditors' loan and security documents; discussions with L. Williams and P. Ghoulipor re same.
09/10/24	ABO	2.70	Call with company counsel re upcoming applications; research re notice period for recognition of sale order; calls with various parties re same.
10/10/24	JCL	0.40	Attend to and coordinate matters re: review of secured creditors' loan and security documents; discussions with P. Gholipour re same.
10/10/24	GPE	0.90	Draft emails to counter-party's counsel to request information; discuss the same with J. Clark.
10/10/24	LWI	0.50	Review of extension materials; attend to Hilco matters.
10/10/24	ABO	1.60	Emails and call with company counsel re US law issues; review timeline from counsel to company for materials; review and comment on draft application materials from company.
11/10/24	ABO	0.50	Emails with company counsel and monitor re application materials.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8587280
 Page No. 3

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
11/10/24	SDZ	0.20	Receive Petitioners' Notice of Application (re Stay Extension to Oct. 31, 2024); update e-pleadings court records.
11/10/24	LWI	2.80	Attending to security review; review of draft materials and related matters.
11/10/24	GPE	1.80	Solicit security and loan documents from creditors' counsel.
14/10/24	ABO	0.20	Correspondence with monitor and company counsel re releases.
15/10/24	ABO	0.30	Emails with A. Tillman re monitor's report.
15/10/24	ABO	1.10	Arrange for filing of Monitor's report; correspondence with company counsel re same; review and comment on draft RVO; correspondence with company counsel re same; correspondence with US counsel re US materials.
15/10/24	LWI	2.30	Multiple calls and correspondence re RVO structure for potential transition, related matter calls; attend to security review matters, including US matters.
15/10/24	GPE	4.10	Solicit and gather secured debt obligation documents; discuss the same with L. Beatch and J. Clark.
15/10/24	LUB	2.70	Meeting with J. Clark re security review; initial review of loan documents; coordinate searches; various correspondence re the foregoing.
15/10/24	JCL	2.80	Attend to and coordinate matters re: security reviews; review and consider court materials, intercreditor agreement, and related documents in light of same; correspondence with monitor and counsel to secured creditors re same; discussions with L. Williams, L. Beatch, and P. Gholipour re same.
16/10/24	JCL	1.40	Attend to and coordinate matters re: security reviews and due diligence searches in light of same; discussions with L. Williams, L. Beatch, P. Gholipour, and T. Yard re same.
16/10/24	LUB	8.50	Further review of data room documents; review due diligence searches; draft due diligence search summary; prepare security review.
16/10/24	GPE	1.90	Solicit and organize secured debt obligation documents; discuss the same with J. Clark & L. Beatch.
16/10/24	LWI	0.50	Engage with US counsel on security review matters; review comments on order and related matters.
16/10/24	RA2	2.50	Good Natured Products Packaging Canada GP Inc. et al, order corporation profile report; search Personal Property Security Act; search Office of the Superintendent of Bankruptcy; conduct Bank Act search; conduct Litigation searches.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8587280
 Page No. 4

FEE DETAIL			
<u>Date</u>	<u>Timekeeper</u>		
<u>(dd/mm/yy)</u>	<u>Initials</u>	<u>Hours</u>	<u>Description</u>
16/10/24	SDZ	1.00	Arrange for pick-up and court filing of originally-executed Monitor's Fourth Report; circulate copy of report to service list parties; receive request to update service list; forward updated service list to M. Cheung for posting on Monitor's website; update e-pleadings court records; attend to related email correspondence.
16/10/24	TYA	6.50	Receive and review email from L. Beatch; attend to coordination of due diligence searches; attend to conducting British Columbia due diligence searches; attend to preparation of summary table of search results; various discussions with L. Beatch re same.
16/10/24	SND	0.30	E-mail correspondence with T. Yard re property search; conduct property search; email search results to T. Yard.
16/10/24	IGO	0.60	Conduct Federal Court and Federal Court of Appeal, and Tax Court of Canada searches for 1306187 B.C. Ltd., Good Natured Products Inc., Good Natured Products (CAD) Inc., Good Natured Real Estate Holdings (Ontario) Inc., Good Natured Products Packaging Canada LP, Good Natured Products Packaging Canada GP Inc., Good Natured Products Packaging Brampton LP, Good Natured Products Packaging Brampton GP Inc., Good Natured Products Industrial Canada LP, Good Natured Products Industrial Canada GP Inc., IPF Holdings Inc., and Shepherd Thermoforming & Packaging Inc.
16/10/24	ABO	3.70	Review and comment on draft monitor's report; emails with Monitor re same; arrange filing of report; prepare oral submissions for hearing.
17/10/24	ABO	3.10	Prepare for and attend hearing; call with Miller Thompson re subscription agreement; review revised agreement from same.
17/10/24	TYA	7.90	Receive and review additional search results; further updating summary table; attend to coordination of additional due diligence searches; summarize documents received; various discussions with L. Beatch.
17/10/24	RA2	1.50	Mechar Amco Ltd. et al, Order corporation profile report; search Personal Property Security Act; search Office of the Superintendent of Bankruptcy; conduct Bank Act search; arrange Litigation searches; order Tax court and federal court of appeal searches.
17/10/24	HAI	0.50	Draft off title requests; order cheques.
17/10/24	JSU	3.50	Conduct searches for Canadian and U.S. intellectual property owned by good natured Products Inc. and related entities; review search results and confirm security information; prepare memo to file summarizing search results; correspondences with T. Yard and V. Yip re same.
17/10/24	SND	1.70	Email correspondence with T. Yard re title and tax certificates; email correspondence with T. Yard and J. MacDonald re requesting tax certificates; review and amend list of title registration; email revised list of title registrations to T. Yard; email correspondence with L. Beatch re title documents; conduct title search; email title search results to L. Beatch.
17/10/24	LWI	1.50	SISP correspondence; call with counsel to purchaser re revision.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8587280
 Page No. 5

FEE DETAIL			
<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
17/10/24	GPE	0.40	Organize documents for security review; discuss the same with L. Beatch.
17/10/24	LUB	14.30	Various correspondence with opposing counsel re missing loan documents; coordinate additional searches; review and further revise due diligence summary; review and analyze intercreditor agreement; further review and analyze PPSA registrations; review TD loan documents; review EDC loan documents; review HSBC/RBC loan documents; coordinate various additional searches and review results.
17/10/24	JCL	1.10	Attend to and coordinate matters re security reviews; consider issues re security reviews; discussions with L. Williams and L. Beatch re same.
18/10/24	JCL	2.10	Attend to and coordinate matters re: security reviews; draft reporting emails to client re security reviews; discussions with L. Williams and L. Beatch re same.
18/10/24	GPE	0.90	Review security debt obligation documents; discuss the same with L. Beatch.
18/10/24	ABO	2.60	Review revised subscription agreement from Hilco; call with company and monitor and counsel re same; review update from company's counsel re comments on subscription agreement; company and monitor call re subscription agreement; call with MT team re status update.
18/10/24	LUB	7.60	Further review Wells Fargo loan documents; further draft and revise draft security review; consider legal issue re PPSA registrations, deficient signatures, and missing guarantees; various correspondence related to same.
18/10/24	LWI	1.10	Call and correspondence re Hilco offer and related matters; review revisions.
18/10/24	RA2	0.20	Good Natured Products Inc., search Personal Property Security Act ON.
20/10/24	LWI	1.50	Receive and review of revised offer; correspond with Monitor; call with counsel to company re same.
20/10/24	ABO	1.20	Review revised subscription agreement from Hilco; correspondence with monitor re next steps; call with Monitor and company's counsel re same; research for same.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8587280
 Page No. 6

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Antonecchia, Robert	4.20
Beatch, Lucas	33.10
Bowron, Ashley	20.80
Clark, Jenna	9.00
Danielisz, Susan	1.40
Davidson, Shannon	2.00
Gholipour, Pedram	10.00
Gonzales, Isabel	0.60
Mcdonald, Jaskirt	0.50
Sun, Jeff	3.50
Williams, Lance	20.90
Yard, Tammy	14.40
	120.40

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Scanning	\$ 1.25
Y	Tax Certificate	125.00
	Total Disbursements	\$ 126.25

This is **Exhibit "F"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8588235
 GST/HST Reg. No: 116532839
 Date: November 7, 2024

Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending October 31, 2024

OUR FEES			\$ 47,839.00
Disbursements	Non-Taxable	\$ 454.60	
	Taxable	<u>1,136.23</u>	<u>1,590.83</u>
			\$ 49,429.83
GST	Fees	\$ 2,391.95	
	Disbursements	<u>56.81</u>	<u>2,448.76</u>
PST (BC)	Fees	<u>\$ 3,348.73</u>	<u>3,348.73</u>
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 55,227.32</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8588235
 Page No. 2

FEE DETAIL			
Date	Timekeeper		
(dd/mm/yy)	Initials	Hours	Description
14/10/24	LWI	1.00	Correspond re good natured RVO, US recognition and related matters for approval.
15/10/24	SDZ	0.20	Attend to email correspondence with J. Clark re Affidavit of P. Antoniadis and A. Bowron re Fourth Monitor's Report.
17/10/24	SDZ	0.40	Receive Order of Justice Fitzpatrick (re Stay Extension to October 31, 2024) and add to e-pleadings court records; receive requests re service list updates and attend to same; forward updated service list to Monitor for posting on website.
21/10/24	ABO	0.50	Consider correspondence from Hilco re subscription agreement; review revised subscription agreement from company counsel; correspondence with various parties re same.
21/10/24	LWI	1.20	Review of updated agreement; multiple calls and correspondence re deficiencies in offer and related matters.
22/10/24	LWI	5.50	Multiple calls re subscription agreement including calls with lenders, purchasers, and related matters.
22/10/24	ABO	3.60	Various calls with Hilco, company, lenders, monitor, and respective counsel re modifications to subscription agreement and steps to closing.
23/10/24	HAI	0.30	Review tax certificates; forward copies to T. Yard.
23/10/24	LWI	3.70	Multiple calls with parties re approval of transactions and issues; review of revisions.
24/10/24	LWI	3.10	Review and comment on application materials; multiple calls and preparation of report; call with counsel to Cap West.
24/10/24	SDZ	0.60	Receive Petitioners' application materials (re Approval and Reverse Vesting Order) for hearing on October 28, 2024; attend to numerous service list updates and forward to Monitor for posting on website; update e-pleadings court records.
24/10/24	ABO	4.10	Review and comment draft application materials from counsel to company; call with Monitor re same; emails and calls with company counsel re application materials; review and comment on draft monitor's report; calls with Monitor re same; emails with company counsel re same.
24/10/24	JCL	0.20	Correspondence with US counsel and counsel to Wells Fargo re security review.
25/10/24	SDZ	1.00	Arrange for pick-up and filing of Fifth Report of the Monitor; circulate report to service list parties; receive numerous requests to update service list; receive Application Response of Capital West Partners; update e-pleadings court records.
25/10/24	ABO	0.50	Call with L. Beatch re notice to secured creditor; review and comment on revised monitor's report.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8588235
 Page No. 3

FEE DETAIL			
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<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
25/10/24	LWI	2.10	Finalize draft report; review of closing agenda and calls with counsel to purchaser re same.
25/10/24	JCL	0.20	Correspondence with US counsel re security review; discussions with L. Beach re security review.
25/10/24	LUB	1.00	Coordinate US security review; review data room for additional loan documents; call with E. Newbury (Osler) re unsigned loan documents.
26/10/24	LWI	0.40	Multiple correspondence re US security review and related matters.
26/10/24	LUB	0.80	Review due diligence documents; various correspondence with US counsel re security review.
26/10/24	JCL	0.10	Correspondence with US counsel re security review.
27/10/24	JCL	0.10	Attend to matters re security reviews.
27/10/24	LUB	0.80	Revise security review.
27/10/24	SDZ	0.70	Review and revise draft Affidavit #1 of P. Gholipour; assemble Affidavit for execution; receive requests for updates to service list; forward updated service list to Monitor for posting on website.
27/10/24	ABO	3.40	Review and consider correspondence from Hilco; hearing prep; draft affidavit re Hilco correspondence; arrange swearing and service of same; review revised orders from company's counsel.
27/10/24	LWI	2.00	Call with counsel to purchaser re letter; receipt and review of same; discussion with counsel to debtors; preparation for hearing.
28/10/24	LWI	5.10	Prepare for and attend in Supreme Court of British Columbia for sale approval application and related reasons.
28/10/24	LUB	0.60	Further correspondence re US security review
28/10/24	GPE	0.50	Prepare and sign affidavit re evidence received from counter-party's counsel; discuss the same with A. Bowron.
28/10/24	ABO	6.80	Correspondence with Hilco re letter; correspondence with Sparkpower re treatment of lien; finalize and file additional affidavit; review and consider additional case law from company's counsel; review capwest application response; prepare for and attend sale approval hearings.
28/10/24	JCL	0.60	Attend to and coordinate matters re security reviews; correspondence with US counsel and monitor re same; discussions with L. Williams and A. Bowron re same.
29/10/24	ABO	0.20	Attend all hands call re next steps.
29/10/24	LWI	0.70	Call re transaction updates with debtors; call with monitor re same and related matters.
30/10/24	LWI	2.90	Multiple calls and correspondence re good natured sale and related matters with updated subscription agreement; calls and correspondence re CRA issues.

Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8588235
 Page No. 4

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
30/10/24	SDZ	0.40	Receive Petitioners' application materials re Sale Approval and Stay Extension for hearing on October 31, 2024; update e-pleadings court records; receive request for update to service list and forward updated service list to Monitor for posting on website.
30/10/24	ABO	3.80	Calls with Monitor and company counsel re transaction and court approval; review and comment on monitor's report; attend hilco, lender, company, and monitor call re RBC matter; correspondence with various parties re same; preparation for hearing.
31/10/24	ABO	5.80	Review and consider application materials for updated sale; correspondence with various parties re RBC agreement; prepare for and attend sale approval hearings; review revised orders.
31/10/24	SDZ	0.20	Receive entered Orders of Justice Fitzpatrick (re Stay Extension to Nov. 12, 2024 and Approval and Reverse Vesting Order) made October 31, 2024; update e-pleadings court records.
31/10/24	LWI	4.70	Multiple correspondence, calls and other relating to application for approval of revised transaction and related matters; attend hearing for same.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Beatch, Lucas	3.20
Bowron, Ashley	28.70
Clark, Jenna	1.20
Danielisz, Susan	3.50
Gholipour, Pedram	0.50
Mcdonald, Jaskirt	0.30
Williams, Lance	32.40
	69.80

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>		<u>Total Cost</u>
Y	Courier / Messenger	\$	41.98
Y	Teraview Services - ELRSA Fee (T)		65.50
Y	Tabs		4.75
Y	Search Fees - BC OnLine (T)		127.50
N	Government Fees - OnCorp (NT)		429.00
Y	Scanning		143.50
Y	Corp Searches - Agent - OnCorp		745.00
N	Teraview Services - Statutory Fee (NT)		25.60
Y	Binders - Large		8.00
	Total Disbursements	\$	1,590.83

This is **Exhibit "G"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to read 'NH 3A', is written above a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8589991
 GST/HST Reg. No: 116532839
 Date: December 17, 2024

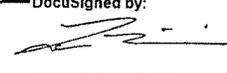
Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending November 30, 2024

OUR FEES			\$ 3,516.00
Disbursements	Non-Taxable	\$ 11.00	
	Taxable	<u>1,125.44</u>	<u>1,136.44</u>
			\$ 4,652.44
GST	Fees	\$ 175.80	
	Disbursements	<u>56.27</u>	232.07
PST (BC)	Fees	<u>\$ 246.12</u>	<u>246.12</u>
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 5,130.63</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABC8430...
 Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8589991
 Page No. 2

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/11/24	JCL	0.20	Correspondence with monitor and US counsel re security review matters and engagement letter.
04/11/24	JCL	0.10	Correspondence with US counsel and client re security review.
04/11/24	LWI	0.30	Review and correspond re press release.
08/11/24	ABO	0.20	Review updates from Monitor re chapter 15 proceeding.
12/11/24	ABO	1.90	Attend all hands call re closing matters; attend to closing matters; emails with monitor and company counsel re same.
13/11/24	ABO	0.30	All hands call re closing of subscription agreement.
14/11/24	ABO	1.40	All hands call re closing; review correspondence from A. Tillman re same; call with client and company counsel re MAC; email F. DiCastrri re post petition rents.
15/11/24	ABO	0.70	All hands call re closing matters; emails with P. Law re monitor's certificate; arrange filing of same.
15/11/24	SDZ	0.40	Arrange for pick-up and filing of Monitor's Certificate; circulate filed copy to service list parties; update e-pleadings court records.
22/11/24	ABO	0.30	Review reasons for judgment.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	4.80
Clark, Jenna	0.30
Danielisz, Susan	0.40
Williams, Lance	0.30
	5.80

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>		<u>Total Cost</u>
Y	Courier / Messenger	\$	49.44
Y	Court filing - HL Litigation Support - T		80.00
Y	Court filing - HL Litigation Support - NT		0.00
Y	Online Searches - Westlaw eCarswell		157.60
Y	Centro Legal - Search Fees (T)		823.40
Y	Trust Administration Fee (TAF)		15.00
N	Government Fees - (NT)		8.00
N	PPSA Searches		3.00
	Total Disbursements	\$	1,136.44

This is **Exhibit "H"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.

A handwritten signature in black ink, appearing to read 'N/A 3A', is written above a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Alvarez & Marsal Canada Inc.
 925 West Georgia Street, Suite 902
 Vancouver, BC V6C 3L2

Invoice No: 8591357
 GST/HST Reg. No: 116532839
 Date: December 31, 2024

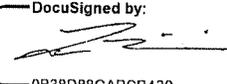
Attention: Pinky Law
 Senior Director

Alvarez & Marsal Canada Inc.
 Reference: Good Natured CCAA
 213575-589984

For Professional Services Rendered for the period ending December 31, 2024

OUR FEES			\$ 81.00
Disbursements	Non-Taxable	\$ 0.00	
	Taxable	<u>75.00</u>	<u>75.00</u>
			\$ 156.00
GST	Fees	\$ 4.05	
	Disbursements	<u>3.75</u>	7.80
PST (BC)	Fees	\$ <u>5.67</u>	<u>5.67</u>
TOTAL DUE ON ABOVE-NOTED MATTER			<u>\$ 169.47</u>

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Alvarez & Marsal Canada Inc.
 Re: Good Natured CCAA
 213575-589984

Invoice No. 8591357
 Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
13/12/24	SDZ	0.20	Email correspondence with N. Ehizojie (Prairies Economic Development Canada) re claims process for unsecured creditors; email correspondence with L. Williams re same.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Danielisz, Susan	0.20
	0.20

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Court filing - HL Litigation Support - T	\$ 40.00
Y	Bank Charges - Wire transfer fees & miscellaneous charges	35.00
	Total Disbursements	\$ 75.00

This is **Exhibit "I"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 24th day of March, 2025.



A Commissioner for taking Affidavits
for British Columbia

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Bar Admission

Alberta 2007

Saskatchewan 2007

British Columbia 2008

Yukon 2015

Law School

University of Saskatchewan

York University

Industries

Banking & Financial Services

Cannabis

Global Metals & Mining

Oil & Gas

Retail & Consumer Markets (RCM)

Technology & Communications

Practices

Bankruptcy & Restructuring

Distressed Transactions

Construction

Intellectual Property

Real Estate

With experience crafting bespoke arrangements in complex bankruptcy and insolvency mandates, Lance turns restructuring into an opportunity for businesses to chart a new course.

Lance Williams is a partner in our Bankruptcy & Restructuring Group who specializes in the area of commercial insolvency and is highly recognized in the market. His practice includes advising and representing trustees, debtors, directors, and creditors on complex insolvency and restructuring issues including debt restructuring, corporate reorganizations, loan workouts, fraudulent preference actions, foreclosures, bankruptcies and receiverships. Lance is frequently involved in proceedings pursuant to the Companies' Creditors Arrangement Act, the Bankruptcy and Insolvency Act, the Canada Business Corporations Act, and other provincial corporate statutes. He has particular experience regarding restructurings involving mining, cannabis, forestry, oil & gas, retail, real estate, technology and agriculture.

Lance has acted on numerous cross-border and multi-jurisdictional restructurings, and is widely recognized for his international restructuring experience. Lance is a Fellow of the INSOL International, a designation granted to a limited number of practitioners who have undertaken extensive study and examination on cross-border insolvency law and practice. Lance is an active member of the invitation-only International Insolvency Institute, where he is an active speaker and a member of the delegation committee to Working Group V (International Insolvency) of the United Nations Commission on International Trade (UNCITRAL). He is also a member of the invitation-only Insolvency Institute of Canada, consisting of Canada's leading insolvency professionals.

Lance also provides strategic advice in corporate and commercial finance, advising borrowers and lenders on domestic and multi-jurisdictional loans. Clients have included borrowers, private lenders, financial institutions, mezzanine lenders and distressed lenders on asset-backed loans, real estate financing, acquisition financing, debtor-in-possession (DIP) financing and syndicated loans. This interdisciplinary toolkit gives him unique insight into negotiations and allows him to provide consistent, nuanced, and strategic advice on clients' most novel challenges.

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Lance received a Bachelor of Commerce with Distinction from the University of Alberta in 2004 and his law degree from the University of Saskatchewan in 2006. He completed a Masters of Laws (LL.M) in 2016 at York University's Osgoode Hall Law School. He was called to the Alberta and Saskatchewan bars in 2007, the British Columbia bar in 2008 and the Yukon bar in 2015, and he is a member of those provinces respective law societies.

Publications & Insights

- Yukon Court of Appeal Clarifies Environmental Security and Third-Party Property Rights in Receivership Proceedings, (2021)
- Caught in the Rye: The Canada Grain Act, Security, Title and Insolvency Proceedings, Annual Review of Insolvency Law, (2020)
- To Vest, or Not to Vest? Royalties and the Court's Power to Extinguish Third-party Interests in Land Through a Vesting Order, (2019)
- Re-ordering Priorities: A Review of Recent Jurisprudence Regarding the Categorization of Debt vs. Equity and Equitable Subordination, Insolvency Institute of Canada, (2019)
- Substance Over Form? A Review of the Evolving Practice of Approving the Fees of Court Officers, Annual Review of Insolvency Law, (2016)
- Is That My Receivable? Annual Review of Insolvency Law, (2016)
- TLC The Land Conservancy of Canada: The Evolution of the Role of "Other" Interests in Companies' Creditors Arrangement Act Proceedings, Annual Review of Insolvency Law, (2015)
- New Developments in Receivership Law: A Survey, Insolvency Institute of Canada, (2012)

Awards & Rankings

Chambers Global

Leading Lawyer: Restructuring/Insolvency - Canada

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Chambers Canada

Leading Lawyer: Restructuring/Insolvency

IFLR1000

Restructuring & Insolvency

Canadian Legal Lexpert Directory

Leading Lawyer: Insolvency & Financial Restructuring – Insolvency Litigation;
Insolvency & Financial Restructuring - Financial Restructuring; Asset
Equipment Finance/Leasing

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Lexpert Rising Stars

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Lexpert Special Edition: Insolvency and Restructuring

Leading Lawyer

Best Lawyers in Canada

Leading Lawyer: Insolvency and Financial Restructuring Law, Banking and
Finance Law, Real Estate Law

Best Lawyers in Canada - 2023 and 2024

Lawyer of the Year: Insolvency and Restructuring Law

INSOL Fellowship - 2024

Global Insolvency Practice Course Graduate

Recent Experience

Lance Williams

Partner

Vancouver

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t. 604-643-7154

- **SNDL Inc. acquires Indiva Group's business and assets for C\$22.7M in the context of a reverse vesting order transaction under the Companies' Creditors Arrangement Act (Canada)**
November 4, 2024
- **KfW IPEX-Bank GmbH acts as syndicate lead in Nevada Copper et al.'s CCAA proceedings**
June 21, 2024
- **Corby Spirit and Wine and Ace Beverage Group acquire Nude Beverage Ready to Drink Brand and Assets**
May 13, 2024
- **ElectraMeccanica Vehicles Corp is acquired by Xos, Inc.**
March 26, 2024

Recent Insights

- **Private Equity Outlook 2023 - Top Ten Takeaways**
February 24, 2023
- **On Target: 2023 Private Equity Outlook**
January 10, 2023
- **Mining in the Courts, Vol. XII**
April 5, 2022

Events

- **Private Equity Outlook Webinar 2023**
February 14, 2023