

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 1508538 B.C. LTD.

PETITIONER

**ORDER MADE AFTER APPLICATION
(DISCHARGE ORDER)**

BEFORE THE HONOURABLE

JUSTICE FITZPATRICK

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THURSDAY, THE 3RD DAY

OF APRIL, 2025

ON THE APPLICATION of Alvarez & Marsal Canada Inc. ("**A&M**"), in its capacity as the court-appointed monitor (the "**Monitor**") of the assets, properties and undertakings (the "**Property**") of Good Natured Products Inc. (the "**Petitioner**"), coming on for hearing at Vancouver, British Columbia, on the 3rd day of April, 2025; AND ON HEARING Victoria Tortora, counsel for the Petitioner, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the First Monitor's Report, dated July 5, 2024 (the "**First Monitor's Report**"), the Second Monitor's Report, dated July 12, 2024 (the "**Second Monitor's Report**"), the Third Monitor's Report, dated August 28, 2024 (the "**Third Monitor's Report**"), the Fourth Monitor's Report, dated October 16, 2024 (the "**Fourth Monitor's Report**"), the Fifth Report of the Monitor, dated October 25, 2024 ("**Fifth Monitor's Report**"), the Supplemental Report to the Fifth Report of the Monitor, dated October 31, 2024 (the "**Supplemental Report**"), the Sixth Monitor's Report, dated March 25, 2025 (the "**Sixth Monitor's Report**", and together with the First Monitor's Report, the Second Monitor's Report, the Third Monitor's Report, the Fourth Monitor's Report, the Fifth Monitor's Report, and the Supplemental Report, the "**Monitor's**

Reports"); the Affidavit of Anthony Tillman, sworn March 17, 2025 (the "**Tillman Affidavit**"); the Affidavit of H. Lance Williams, sworn March 24, 2025 (the "**Williams Affidavit**", and together with the Tillman Affidavit, the "**Fee Affidavits**"); 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*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

SERVICE

1. The time for service of the Notice of Application of the Monitor, dated April 1, 2025 (the "**Notice of Application**") and supporting materials is hereby abridged such that the Notice of Application is properly returnable today.

APPROVAL OF ACTIVITIES AND FEES

2. The activities of the Monitor, as set out in the Monitor's Reports, are hereby approved, provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.
3. The fees and disbursements of the Monitor and McCarthy Tétrault LLP (the "**Monitor's Counsel**"), as set out in the Fee Affidavits and Monitor's Reports, be and are hereby approved, without the necessity of a formal passing of accounts in respect of any such fees incurred or charged after the date of this Order.
4. After payment of the fees and disbursements of the Monitor as herein approved, the Monitor shall pay all remaining proceeds from the Transactions (defined in the Notice of Application) to the Petitioner.

TERMINATION OF CCAA PROCEEDINGS

5. The within CCAA proceedings are terminated without any further act or formality, save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any person.

6. Each of the Charges set out in paragraph 35 of the Amended and Restated Initial Order, pronounced on July 8, 2024 are terminated effective as of the date of this Order, without any further act or formality.

DISCHARGE OF MONITOR

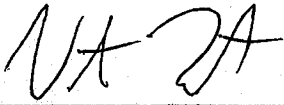
7. A&M is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the date of this Order, provided that, notwithstanding its discharge as Monitor, A&M shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings or the Transaction following the date of this Order, as may be required or appropriate, including acting as foreign representative in the proceeding commenced under Chapter 15 of the U.S. Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois, Jointly Administered Case No. 24-80891 (the "**Monitor Incidental Matters**").
8. Notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, pronounced on June 28, 2024, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following and after the date of this Order, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor following the date of this Order with respect to the Petitioner, the "**Original Petitioners**"¹, or these CCAA proceedings.
9. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity as Monitor, including in connection with any Monitor Incidental Matters taken after the date of this Order, except with prior leave of this Court on not less than fifteen (15) days prior notice to the Monitor.

¹ The "**Original Petitioners**" include those petitioners listed prior to the close of Transaction, including Good Natured Products Inc. ("GDNP Pub Co"), Good Natured Real Estate Holdings, 1306187 B.C. Ltd., Good Natured Products (CAD), Good Natured Packaging Canada GP, Good Natured Packaging Brampton GP, Good Natured Industrial Canada GP, Good Natured Packaging Brampton LP, Good Natured Industrial Canada LP, Good Natured Products (US) Inc., Good Natured Products (Illinois) LLC, Good Natured Products Real Estate U.S. LLC, Good Natured Products Packaging US LLC, Good Natured Products Direct LLC and Good Natured Products (Texas) LLC.

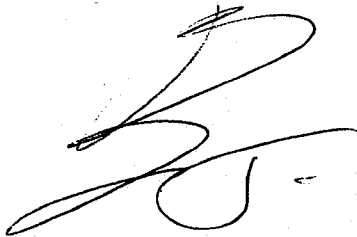
GENERAL

10. The Petitioner or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.
11. Endorsement of this Order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

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



Lawyer for Alvarez & Marsal Canada Inc.
McCarthy Tétrault LLP
(Victoria Tortora)



BY THE COURT



REGISTRAR



SCHEDULE "A"

List of Counsel

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