



Action No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44
AND THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC.
AND 1167025 B.C. LTD

PETITIONERS

NOTICE OF APPLICATION

NAME OF APPLICANTS: Sunniva Inc., Sunniva Medical Inc., 11111035 Canada Inc., and
1167025 B.C. Ltd. (collectively, the "Petitioners")

ON NOTICE TO: Service List (attached hereto as Schedule "A")

TAKE NOTICE that an application will be made by MS Teams or telephone (as determined by the Court) by the Petitioners to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia, on Friday, January 15, 2021 at 10:00 a.m., for the orders set out in Part 1 below.

The applicants' mailing address, email address and telephone number where the Registry may contact them to confirm virtual conferencing information are:

Lisa Hiebert and Ryan Laity
Mail: Borden Ladner Gervais LLP, 1200 – 200 Burrard Street, Vancouver BC, V7X 1T2
Email: LHiebert@blg.com and RLaity@blg.com
Phone: 604-632-3425 and 604-632-3544

PART 1: ORDERS SOUGHT

1. An order, substantially in the form attached hereto as Schedule "B" (the "Meeting Order"), which, among other things, authorizes and directs the Petitioners to convene a meeting of their creditors (the "Affected Creditors") to vote on the Petitioners' consolidated plan of compromise and arrangement (the "Plan").

2. An order, substantially in the form attached hereto as **Schedule “C”**, confirming and extending the relief granted under the Amended and Restated Initial Order (the “**ARIO**”, made in these proceedings on October 19, 2020) to February 12, 2021.

3. An order, substantially in the form attached hereto as **Schedule “D”** (the “**Sealing Order**”), authorizing that Affidavit #6 of Anthony Holler, sworn January 12, 2021 (the “**Confidential Affidavit**”), including the exhibits thereto, be filed under seal pending further order of this Court.

PART 2: FACTUAL BASIS

1. All capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Plan.

2. On October 9, 2020, this Honourable Court pronounced an Initial Order (the “**Initial Order**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), which provided for, among other things, a stay of proceedings against the Petitioners to October 19, 2020 (the “**Stay Period**”).

3. On October 19, 2020, this Honourable Court pronounced the ARIO, pursuant to which, among other things, the Stay Period was extended to November 27, 2020. Since then, the relief and the Stay Period has been extended to January 15, 2021.

4. Since the hearing on December 11, 2020, the Petitioners, in consultation with the Monitor, have worked diligently and taken various steps to advance the restructuring in these proceedings. These steps have included:

- (a) raising funds from five (5) parties willing to make advances totalling US\$224,270 to CPL on the basis that the advances are gifts, and there would be no expectation or obligation for CPL or any other party to repay those funds;
- (b) communicating with various stakeholders of the Petitioners;
- (c) cooperating and working with the Monitor to facilitate its monitoring of the operations and payments of the Petitioners;
- (d) further administering the claims process, with the assistance of the Monitor;

(e) working with Maynards Industries Canada Ltd. (“**Maynards**”) to liquidate the redundant equipment pursuant to the liquidation agreement approved by this Honourable Court on December 11, 2020 (the “**Maynards Liquidation**”);

(f) developing the Plan; and

(g) confirming the availability of funds to, subject to Court approval, be advanced to CPL, including arrangements for the lenders to pay the funds into trust pending such approval.

5. Due to the Orders made December 11, 2020, the Petitioners and their US subsidiaries have not taken steps to advance their interests or assets in the US. However, in due course and as permitted by this Court, the Petitioners intend to do so by advancing arbitration proceedings in California against Bobs LLC (the “**Facility Owner**”).

6. The Petitioners continue to believe that they are well positioned to capitalize on the California cannabis market and that the US assets are of significant potential value.

Creditor Support

7. The Petitioners have received significant indications of support from creditors. In particular:

(a) as noted above, five (5) creditors advanced funds as a gift to the group to allow them to meet their obligations and advance these proceedings;

(b) creditors holding a significant amount of debt have signed letters or sent emails confirming that they continue to support the Petitioners in these proceedings; and

(c) certain creditors remain willing to loan funds to CPL for the purpose of advancing the arbitration proceedings and meeting working capital needs. This financing will only be concluded with the approval of this Honourable Court.

Update on Claim Process

8. The Claim Process Order made October 19, 2020 provides for a negative claim process. The majority of creditors received a claim amount notice and did not dispute the amount set out in that notice.

9. As of January 12, 2021, the Petitioners have admitted claims of approximately CA\$64 million.

10. The only unresolved claim at this time is from Canada Revenue Agency (“**CRA**”).

11. On November 26, 2020, CRA delivered a placeholder claim for \$1.00, and subsequently delivered letters asserting liability of CA\$124,126.06. On January 8, 2021, the Monitor delivered a Notice of Revision to CRA for CA\$89,071.72. Pursuant to the Claim Process Order, CRA must deliver a Notice of Dispute by January 18, 2021, or the claim will be as set out in the Notice or Revision.

Maynards Liquidation

12. As approved by this Honourable Court, the Petitioners have been working with Maynards to liquidate redundant equipment. To-date, this has resulted in the sale of two boilers for \$105,000, not including taxes. Since the Sunniva Group identified the purchaser for these items, the Petitioners requested, and Maynards agreed, that Maynards reduce its commission from 8% to 2%. Because of this sale, Maynards will pay \$96,900 to the Monitor to hold in trust. The Petitioners will continue to work with Maynards to maximize the proceeds from the sale of redundant equipment.

The Plan of Arrangement

13. The Petitioners intend to present the Plan to their creditors in order to facilitate the Petitioners pursuing and advancing their interests and assets in the US. The Petitioners continue to believe that there is significant prospective value in the US assets and that the group is well-positioned to capitalize on this potential.

14. The Plan includes the following provisions:

- (a) it applies to all pre-filing creditors of the Petitioners;
- (b) it does not apply to the following Unaffected Claims:
 - i. post-filing claims;
 - ii. claims secured by CCAA Charges;
 - iii. claims against nay Director that cannot be compromised under the CCAA;
 - iv. Crown Priority Claims; and
 - v. Employee Priority Claims;
- (c) on the Effective Date, the Petitioners will pay any Crown Priority Claim and Employee Priority Claim;

- (d) there is one class of Affected Creditors;
- (e) the amounts owing to the Affected Creditors will be converted into equity in Sunniva; and
- (a) all Intercompany Claims will be cancelled and extinguished. These amounts include approximately CA\$29.4 million owing by SMI to Sunniva.

15. The Petitioners continue to believe that the only source of meaningful recovery for the Petitioners' creditors are through the US assets and interests. If the Petitioners were to become bankrupt, the funds in trust with the Monitor, along with any proceeds from the Maynards liquidation, would be distributed to creditors. Given the significant amount owed to creditors, this would result in a very limited recovery for each creditor. The Petitioners believe that there is very significant value in the Petitioners' US assets. The Petitioners believe the Plan represents better recovery for creditors than a distribution of the currently available funds.

16. The Petitioners also believe that it is critical to the value of the US assets that the Petitioners remain in possession and control of their assets and that Sunniva emerge from these proceedings. In particular, Sunniva, as a publicly traded company will be integral to the group's ability to raise funds for future operations. Further, the primary asset is a lease over the facility in California. If Sunniva were bankrupt during the lease term, that would be a basis to terminate the lease, destroying the value for the US subsidiaries, as well as the Petitioners' creditors.

17. The Petitioners are of the view that the Plan represents better recovery for creditors than a distribution of the funds currently available because it will allow the Petitioners to build the business and generate revenue from the US assets. The Petitioners believe that this will allow creditors to recover the amounts owed to them over time and enhances their recovery prospects as compared to a bankruptcy.

Relationship between Matrix and the Facility Owner

18. Matrix Venture Capital Management, Inc. ("**Matrix**") has filed a motion seeking a bankruptcy order in respect of Sunniva. Matrix has a yet undisclosed relationship or agreement with the Facility Owner.

19. In particular, in November 2020, Matrix delivered an Affidavit attaching a letter from the Facility Owner to the Monitor, and in December 2020, the Facility Owner advised Dr. Holler, Chief Executive Officer of Sunniva, that the bankruptcy motion would be withdrawn if Sunniva relinquished its rights under the lease. Based on these events, the Petitioners are concerned that Matrix's positions in these proceedings are motivated by trying to prevent the Petitioners from advancing their rights and interests in the US, likely due to this relationship or arrangement with the Facility Owner.

The Meeting Order

20. The proposed Meeting Order is designed to permit voting on the Plan and to proceed to an application for a sanction order if the requisite majorities vote in favour of the Plan. The proposed Meeting Order among other things:

- (a) accepts the Plan for filing purposes;
- (b) authorizes the Petitioners to convene the meeting of creditors to be held at 3pm on Friday, February 5, 2021, to be held by video due to restrictions on gatherings due to the ongoing COVID-19 pandemic;
- (c) dispenses with any requirement for a meeting or vote by equity claims;
- (d) provides for notification and voting procedures for the affected creditors;
- (e) outlines the process for conduct and voting at the meeting, including establishing deadlines for receipt of proxies; and
- (f) schedules a date for the hearing of the application for a sanction order if a positive vote is obtained.

Extension of the Stay

21. The Petitioners seek an extension of the relief under the Amended and Restated Initial Order, including the stay of proceedings, to February 12, 2021, to allow the Petitioners to hold the meeting and, if approved by the requisite majorities, seek a sanction order in respect of the Plan.

22. The Petitioners, through CPL, have obtained funds from creditors that support the Petitioners and CPL in advancing their interests. The Petitioners anticipate meeting their funding requirements over this

period from these funds through the extension period and, accordingly, submit there is no prejudice to the Petitioners' creditors as a result of the proposed extension.

PART 3: LEGAL BASIS

1. The Petitioners rely on:

- (a) *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (b) *Supreme Court Civil Rules*;
- (c) the inherent jurisdiction of this Honourable Court; and
- (d) such further and other legal basis as counsel may advise and this Honourable Court may allow.

Meeting Order

2. The granting of a meeting order is contemplated pursuant to section 4 of the CCAA:

Where a compromise or an arrangement is proposed between a debtor company and its unsecured creditors or any class of them, the court may, on the application in a summary way of the company, of any such creditor or of the trustee in bankruptcy or liquidator of the company, order a meeting of the creditors or class of creditors, and, if the court so determines, of the shareholders of the company, to be summoned in such manner as the court directs.

CCAA, s. 4.

3. The threshold for granting a meeting order is relatively low. Canadian courts have found that a supervising court should only decline to give preliminary approval and refuse to order a meeting if it is of the view that there is no hope that the plan would be approved by the creditors or, if it was approved by the creditors, it would not, for some other reason, be approved by the Court. At this stage, this Honourable Court does not need to address the fairness and reasonableness of the Plan. Unless it is obvious that the plan would not be approved by the affected creditors or the Court, the Petitioners should be authorized to present their plan to creditors at a meeting.

Re Quest University Canada, 2020 BCSC 1845 at para. 32,
citing *Re ScoZinc Ltd.*, 2009 NSSC 163 at para. 7 [*ScoZinc*].

4. The evidence does not support a finding that the plan is doomed to failure:
- (a) the Monitor supports submitting the Plan to the Affected Creditors for a vote;
 - (b) the Plan satisfies the statutory requirements, including:
 - (i) the payment of Crown Priority Claims as required by section 6(3) of the CCAA;
 - (ii) that it does not compromise any claim against any Director as required by section 5.1(2) of the CCAA; and
 - (iii) that it does not compromise any claims in respect of payments referred to in sections 6(3), 6(5) and 6(6) of the CCAA; and
 - (c) the Petitioners believe that the Plan represents the best possible option for the Petitioners and all stakeholders, and will provide for a better return to the Affected Creditors than would be achieved in a bankruptcy or liquidation.

5. The Petitioners note that a significant number of creditors have indicated their support for the Petitioners continuing to pursue the path contemplated by the Plan. Accordingly, the Petitioners submit that there is no basis to assert that the Plan has no hope of success, and further submit that the above and indications of creditor support indicate a strong likelihood that the Affected Creditors will approve the Plan and weigh in favour of this Court exercising its discretion to grant the Meeting Order. The Petitioners further submit that the Plan complies with the statutory requirements of the CCAA and is consistent with the CCAA's objectives and, therefore, should be accepted for filing purposes.

Consolidation of the Plan

6. Although the consolidation point will be an issue for sanction, the Petitioners note that courts will allow a consolidated plan of compromise and arrangement to be filed for two or more related companies in appropriate circumstances. Generally, courts will determine whether to consolidate the proceedings by assessing whether the benefits of consolidation will outweigh the prejudice to particular creditors, having regard to:

- (a) difficulty in segregating assets;
- (b) presence of consolidated financial statements;

- (c) profitability of consolidation at a single location;
- (d) commingling of assets and business functions;
- (e) unity of interests in ownership;
- (f) existence of intercorporate loan guarantees; and
- (g) transfer of assets without observance of corporate formalities.

Re Atlantic Yarns Inc., 2008 NBBR 144 at paras. 33-34.

7. In the context of CCAA proceedings, consolidation essentially treats the debtor companies in a corporate group as one entity, creating a common pool of assets to meet creditors' claims, and the opportunity for creditors to share in the future upside potential of the restructured entities. Courts have recognized consolidation:

- (a) where there is evidence of:
 - (i) intertwined assets and liabilities;
 - (ii) integrated administrative functioning and operations;
 - (iii) a perception by creditors that they are dealing with an integrated entity; and
 - (iv) common control and governance structures;
- (b) where it would be impracticable to separate the affairs of related entities;
- (c) where it is more cost effective and beneficial to creditors to have the proceedings administered as a single estate; and
- (d) where it would result in an expeditious and administratively efficient administration of the proceeding.

Re Nortel Networks Corp., 2016 ONCA 332 at para. 41.

8. The Petitioners submit that a consolidated plan is fair and reasonable in the circumstances in order to extinguish intercompany debt and simplify the process of putting a plan to the Petitioners' creditors. In particular, the Petitioners operated as a consolidated enterprise with integrated administrative functions and operations and common control and governance structures. Sunniva Inc. is the ultimate parent company of the other Petitioners, and as the public vehicle, raised funds which were then loaned to the other entities within the group. All of the assets which have resulted in the Petitioners having cash proceeds (currently held in trust with the Monitor) were acquired using the funds borrowed from Sunniva Inc.

9. The Petitioners submit that there is no undue prejudice suffered by creditors as a result of the consolidation. If the claims against each Petitioner were adjudicated separately, the majority of the

proceeds would be generated within Sunniva Medical Inc. (“SMI”). However, the largest creditor of SMI is Sunniva Inc., which is currently owed approx. \$29,300,000.

Classification of Creditors

10. Section 22 of the CCAA provides that:

22(1) A debtor company may divide its creditors into classes for the purpose of a meeting to be held under section 4 or 5 in respect of a compromise or arrangement relating to the company and, if it does so, it is to apply to the court for approval of the division before the meeting is held.

(2) For the purpose of subsection (1), creditors may be included in the same class if their interests or rights are sufficiently similar to give them a commonality of interest, taking into account

- (a) the nature of the debts, liabilities or obligations giving rise to their claims;
- (b) the nature and rank of any security in respect of their claims;
- (c) the remedies available to the creditors in the absence of the compromise or arrangement being sanctioned, and the extent to which the creditors would recover their claims by exercising those remedies; and
- (d) any further criteria, consistent with those set out in paragraphs (a) to (c), that are prescribed.

CCAA, s. 22.

11. The primary purpose of the CCAA is to facilitate the re-organization of insolvent companies, and this goal must be given proper consideration at every stage of the CCAA process, including classification of claims.

Re Canadian Airlines Corp., 2000 CarswellAlta 623 (ABQB) at para. 14 [*Canadian Airlines*].

12. Classification of creditors is a fact-driven determination, with “commonality of interest” being determined by the rights of the creditor vis-à-vis the debtor. Courts have also found it helpful to consider the context of the proposed plan and treatment of creditors under a liquidation scenario. Unsecured creditors may be classified together because their legal interests are essentially the same and there is a strong commonality of interest among them.

Canadian Airlines at paras. 17-19 and 37.

13. If the Meeting Order is granted, all Affected Creditors (as defined in the Plan) will be placed into one creditor class at the Meeting. The Petitioners submit that this is appropriate since all of the Affected Creditors hold unsecured claims against the Petitioners, the nature and rank of the Affected Creditors is the same and the remedies available to the Affected Creditors are the same.

Extension of the Stay

14. Pursuant to section 11.02 of the CCAA, this Court may extend the stay of proceedings for any period that the Court considers necessary on any terms that the Court may impose. The Petitioners must satisfy the Court that circumstances exist that make the extension appropriate, and that the Petitioners have acted, and are acting, in good faith and with due diligence.

CCAA, s. 11.02.

15. Courts have found that where a meeting of the creditors has been ordered pursuant to section 4 of the CCAA, it is appropriate to extend a stay of proceedings so that the debtor company may return to the court within a very short period of time following the meeting of the creditors.

ScoZinc at para. 12.

16. Extending the relief granted by the ARIO is appropriate in the circumstances. The additional time will allow the Affected Creditors to consider and vote on the Plan, and if the Plan is approved by the Affected Creditors, for the Petitioners to bring an application for a sanction order. The Petitioners submit that they have acted and are acting in good faith and with due diligence in these proceedings.

Sealing Order

17. The Petitioners require the Sealing Order authorizing them to file the Confidential Affidavit under seal for the purpose of, among other things, protecting the protecting the commercially sensitive information contained in the exhibits and for the overall efficacy of the proceedings.

18. The Court has jurisdiction to order that certain materials filed with the Court be sealed on the Court file. The Supreme Court of Canada has stated that such order can be granted where:

- (a) such an order is necessary in order to prevent a serious risk to an important interest, including a commercial interest, in the context of litigation because reasonably alternative measures will not prevent the risk; and
- (b) the salutary effects of the confidentiality order, including the effects on the right of civil litigants to a fair trial, outweigh its deleterious effects, including the effects on the right to free expression, which in this context includes the public interest in open and accessible court proceedings.

Sierra Club of Canada (Minister of Finance), 2002 SCC 41 at para. 53 [*Sierra Club*].

19. The materials sought to be sealed fit squarely within the test established by *Sierra Club*. The Confidential Affidavit contains information and particulars regarding a prospective transaction, as well as confidential information regarding a third party to these proceedings. The Petitioners are of the view that public disclosure of this information could be detrimental to the commercial interests of the third party and the Petitioners. The Petitioners submit that the deleterious effects are minimal and outweighed by the benefits of the proposed sealing order, particularly:

- (a) to protect the market for a potential transaction;
- (b) to maintain competitive tension in respect of the US assets and potential processes to identify a potential financing or investment transaction in respect of those assets; and
- (c) to protect commercially sensitive information regarding a third party, which was provided to the Petitioners on a confidential basis.

20. The procedure to be followed in British Columbia for seeking a sealing order is set out in Supreme Court of British Columbia PD-58, *Sealing Orders in Civil and Family Proceedings* (effective February 10, 2020), which the Petitioners shall comply with (modified as necessary in light of remote hearing requirements).

PART 4: MATERIAL TO BE RELIED ON

1. Claims Process Order made October 19, 2020;
2. Affidavit #1 of Anthony F. Holler (without exhibits), sworn October 8, 2020;

3. Affidavit #4 of Anthony F. Holler, sworn December 9, 2020;
4. Affidavit #5 of Anthony F. Holler, sworn January 12, 2021;
5. Affidavit #6 of Anthony F. Holler (to be subject to a sealing order), sworn January 12, 2021;
6. Affidavit #1 of Jonathan S. Jemison, sworn January 7, 2021;
7. Affidavit #2 of Brian Peters, sworn December 9, 2020;
8. Affidavit #3 of Brian Peters, sworn January 12, 2021;
9. Affidavit #1 of Heidi Wong, sworn January 11, 2021;
10. Fourth Report of the Monitor (to be filed); and
11. Such further and other materials as counsel may advise and this Court may allow.


The Petitioners estimate that the application will take **one day**.

This matter is not within the jurisdiction of a Master. This matter is scheduled to be heard by the Honourable Madam Justice Fitzpatrick, who is seized of these proceedings and has been booked through Trial Scheduling.

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).

Date: January 12, 2021



Signature of Lisa Hiebert/Ryan Laity
Lawyer for the Petitioners

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: _____

Signature of Judge Master

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 matters 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
- other

Schedule "A"

SERVICE LIST

Please see attached.

SCHEDULE "A"

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44
AND THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC.
AND 1167025 B.C. LTD

PETITIONERS

SERVICE LIST
As of November 27, 2020

<p>Borden Ladner Gervais LLP 1200 – Waterfront Centre 200 Burrard Street Vancouver BC V7X 1T2 Tel: (604) 6787-5744</p> <p>Attn: Lisa Hiebert Ryan Laity Mary Grace Johnstone</p> <p>Email: lhiebert@blg.com rlaity@blg.com mjohnstone@blg.com</p> <p><i>Counsel for the Petitioners</i></p>	<p>Cassels Brock & Blackwell LLP 2200 – HSBC Building 885 West Georgia Street Vancouver, BC V6C 3E8 Tel: (604) 691-6100</p> <p>Attn: Mary Buttery, Q.C. Lance Williams</p> <p>Email: muttery@cassels.com lwilliams@cassels.com sdanielisz@cassels.com</p> <p><i>Counsel for the Monitor</i></p>
<p>Alvarez & Marsal Canada Inc. 1680 – 400 Burrard Street Vancouver, BC V6C 3A6 Tel: (604) 638-7440</p> <p>Attn: Anthony Tillman Pinky Law</p> <p>Email: atillman@alvarezandmarsal.com pinky.law@alvarezandmarsal.com</p> <p><i>Monitor</i></p>	<p>Miller Thomson LLP 400 – 725 Granville Street Vancouver, BC V7Y 1G5 Tel: (604) 687-2242</p> <p>Attn: Heather Jones Gordon Plottel</p> <p>Email: hjones@millerthomson.com gplottel@millerthomson.com</p> <p><i>Counsel for PTI Transformers Inc.</i></p>

<p>MLT Aikins LLP 2600 - 1066 West Hastings Street Vancouver, BC V6E 3X1 Tel: (604) 608-4597</p> <p>Attn: William Skelly</p> <p>Email: wskelly@mltaikins.com</p> <p><i>Counsel for Matrix Venture Capital Management, Inc.</i></p>	<p>Hakemi & Ridgedale LLP 1500 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Tel: (604) 259-7678</p> <p>Attn: Lisa Ridgedale and Khalil Jessa</p> <p>Email: lridgedale@hakemiridgedale.com kjessa@hakemiridgedale.com</p> <p><i>Counsel for IMK Management Services Inc.</i></p>
<p>Matrix Venture Capital Management, Inc.</p> <p>Attn: Norman Valz, and Eamon Egan</p> <p>Email: norman.valz@matrixventurecapital.com eamonegan@yahoo.com</p>	
<p>Clark Wilson LLP 900 – 885 West Georgia Street Vancouver, BC V6C 3H1 Tel: (604) 687-5700</p> <p>Attention: Christopher Ramsay Katie Mak</p> <p>Email: CRamsay@cwilson.com KMak@cwilson.com DHamann-Trou@cwilson.com</p> <p><i>Counsel for Cura-Can Health Corp.</i></p>	<p>Reedman Law #1212 – 1030 West Georgia Street Vancouver, BC V6E 2Y3 Tel: (604) 570-0005</p> <p>Attention: Cody Reedman</p> <p>Email: creedman@reedmanlaw.com</p> <p><i>Counsel for Daniel Petrov</i></p>
<p>Ministry of Attorney General (British Columbia) Legal Services Branch 400 – 1675 Douglas Street Victoria, BC V8W 9J7</p> <p>Mailing address: PO Box 9289 Stn Prov Govt Victoria, BC V8W 9J7</p> <p>Attn: Aaron Welch and Isabel Gowda</p> <p>Email: AGLSBRevTaxInsolvency@gov.bc.ca</p> <p><i>Ministry of the Attorney General (British Columbia)</i></p>	<p>Department of Justice Canada British Columbia Regional Office 900 – 840 Howe Street Vancouver, BC V6Z 2S9 Tel: (604) 666-5891</p> <p>Attn: Christine Matthews and Jacqueline Lebel</p> <p>Email: Christine.Matthews@justice.gc.ca Jacqueline.Lebel@justice.gc.ca</p> <p><i>Counsel for Her Majesty the Queen in right of Canada as represented by the Minister of National Revenue</i></p>

<p>Ryan M. Seely Email: rseely@CherryCreekSchools.org</p>	<p>Michael Barker c/o Barker Pacific Group Suite 200 – 626 Wilshire Blvd Los Angeles, CA 90017 U.S.A. Email: MDB@barkerpacific.com <i>Debenture Holder</i></p>
<p>Trevor Wallace Email: t.wallace@live.ca</p>	

Schedule "B"

DRAFT MEETING ORDER

Please see attached.

SCHEDULE "B"

No. S-2010103
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC.
AND 1167025 B.C. LTD

PETITIONERS

ORDER MADE AFTER APPLICATION

(MEETING ORDER)

BEFORE THE HONOURABLE

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January 15, 2021

MADAM JUSTICE FITZPATRICK

ON THE APPLICATION of the Petitioners coming on for hearing by Microsoft Teams at Vancouver, British Columbia, on the 15th day of January, 2021; AND ON HEARING Lisa Hiebert, counsel for the Petitioners, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including, without limitation, the Fifth Affidavit of Anthony F. Holler, sworn on January 12, 2021 and the Fourth Report of the Monitor dated January __, 2021; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended, the British Columbia *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

DEFINITIONS

1. For the purposes of this Meeting Order, all capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the Plan, and the following terms in this Meeting Order shall have the following meanings:

“**ARIO**” means the Amended and Restated Initial Order of the Court on October 19, 2020, as extended and may be further extended, amended, supplemented, modified or replaced from time to time by order of this Court.

“**Business Day**” means any day other than a Saturday, Sunday or a day on which banks in Vancouver, British Columbia are authorized or obligated by applicable law to close or otherwise are generally closed.

“**CCAA**” means the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

“**CCAA Charges**” means, collectively, the Administration Charge and the D&O Charge (as such terms are defined in the ARIO) and any other charge over the Petitioners’ assets created by any other order of this Court.

“**CCAA Proceedings**” means the proceedings commenced by the Petitioners under the CCAA on the Filing Date in Supreme Court of British Columbia Action No. S-2010103, Vancouver Registry.

“**Chair**” has the meaning ascribed to it in paragraph 12 of this Meeting Order.

“**Electronic Meeting Protocol**” means the virtual creditors’ meeting protocol, substantially in the form attached hereto as **Schedule “D”**.

“**Meeting**” means the meeting of the Affected Creditors to be held on the Meeting Date for the purposes of considering and voting on the Plan pursuant to the CCAA, as such meeting may be adjourned, postponed or otherwise rescheduled in accordance with this Meeting Order.

“**Meeting Date**” means February 5, 2021, subject to any adjournment, postponement, other rescheduling or further order of this Court.

“**Meeting Materials**” means, collectively:

- (a) the Plan;
- (b) the Electronic Meeting Protocol;
- (c) the Notice of Meeting to Affected Creditors;
- (d) the Plan Information Letter; and
- (e) the Proxy.

“**Monitor**” means Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Monitor of the Petitioners pursuant to the ARIO.

“**Monitor’s Website**” means <https://www.alvarezandmarsal.com/sunniva>.

“**Newspaper Notice of Meeting**” means the notice of the Meeting to be published in accordance with paragraph 9 of this Meeting Order, providing notice of the Meeting and the Meeting Date, which shall be substantially in the form attached hereto as **Schedule “C”**.

“**Notice of Meeting to Affected Creditors**” means the notice of this Meeting Order, the Meeting and the Meeting Date, which shall be substantially in the form attached hereto as **Schedule “E”**.

“**Plan**” means the consolidated plan of compromise and arrangement of the Petitioners and any schedules thereto, as may be amended, varied or supplemented in accordance with the terms of the Plan or made at the direction of this Court in accordance with the Sanction Order, and which shall be substantially in the form attached hereto as **Schedule “B”**.

“**Plan Information Letter**” means the form of plan information letter to Affected Creditors regarding the term of the Plan, which shall be substantially in the form attached hereto as **Schedule “F”**.

“**Proxy**” means the form of proxy for the Affected Creditor Class, which shall be substantially in the form attached hereto as **Schedule “G”**.

“**Sanction Order**” means an order of this Court under the CCAA to, among other things, sanction, authorize and approve the Plan.

“**Sanction Order Application**” has the meaning ascribed to it in paragraph 30 of this Meeting Order.

“**Service List**” means the service list posted on the Monitor’s Website, as amended from time to time.

“**Voting Record Date**” means February 5, 2021 at 9:00 a.m. (Vancouver time).

2. All references herein as to time shall mean local time in Vancouver, British Columbia, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein and any event that occurs on a day that is not a Business Day shall be deemed to occur on the next Business Day.

3. All references to the singular herein include the plural and the plural include the singular.

APPROVAL OF PLAN

4. The Plan is hereby accepted for filing. The Petitioners are hereby authorized to present the Plan to the Affected Creditors at the Meeting, to seek approval of the Plan by the Affected Creditors in accordance with the terms of this Meeting Order and the Plan.

5. The Petitioners, with the consent of the Monitor, without the need to obtain any further order of this Court, are hereby authorized, at any time and from time to time, to vary, amend, modify or supplement the Plan, provided that the Monitor determines any such variation, amendment, modification or supplement would not materially prejudice any Person, including the Affected Creditors under the Plan, and:

- (a) if made prior to or at the Meeting, the Petitioners or the Monitor:
 - (i) files the amended Plan with the Court;
 - (ii) serves the amended Plan on the Service List; and
 - (iii) provides notice of the amended Plan and such other materials as the Monitor deems appropriate to Affected Creditors that have filed Proxies with the Monitor, and any other Affected Creditors that may be prejudiced by any such variation, amendment, modification or supplement, to the extent that such Affected Creditors are not on the Service List; or
- (b) if made after the Meeting, pursuant to an Order of the Court made on notice to all Persons potentially affected by such variation, amendment, modification or supplement.

CLASSIFICATION OF CREDITORS

6. For the purposes of considering and voting on the Plan, there shall be one class of creditors consisting of the Affected Creditors.

NOTICE OF MEETING

7. The Monitor is hereby authorized to convene, hold, and conduct the Meeting on the Meeting Date in accordance with the Electronic Meeting Protocol for the purpose of considering and, if deemed advisable, approving the Plan, unless the Chair, in accordance with paragraph 18 hereof decides to adjourn, postpone or otherwise reschedule the Meeting.

8. The Newspaper Notice of Meeting, Electronic Meeting Protocol, Notice of Meeting to Affected Creditors, Plan Information Letter, and Proxy, are hereby approved in substantially the forms attached hereto. The Monitor or the Petitioners, with the consent of the Monitor, are hereby authorized to vary,

amend, modify or supplement any of the Meeting Materials (other than the Plan, which may only be varied, amended, modified or supplemented in accordance with the terms of this Meeting Order and the Plan), and the Monitor shall distribute or make available any such amended form by posting it on the Monitor's Website.

9. No later than January 20, 2021, the Monitor shall:

- (a) publish the Meeting Materials on the Monitor's Website;
- (b) send the Meeting Materials to each of the Affected Creditors, in accordance with the terms of this Meeting Order and the Plan, and advising that all the Meeting Materials may be obtained from the Monitor's Website; and
- (c) cause the Newspaper Notice of Meeting to be published in one Canadian national newspaper for one Business Day.

10. The publications referred to in this Meeting Order and transmission and delivery in accordance with the terms of this Meeting Order, shall constitute good and sufficient service of the Meeting Materials on all Persons who may be entitled to receive notice thereof, or of these CCAA proceedings affecting the Petitioners, or who may wish to be present in person or represented by a proxy holder at the Meeting, or who may wish to appear in these CCAA Proceedings, and no other form of notice or service needs to be made on such Persons, and no other document or material needs to be served on such Persons in respect of these CCAA Proceedings to the extent they affect the Petitioners. All provisions of any act or regulation requiring notice to any party are hereby abridged to reflect the terms hereof, and compliance with the terms hereof shall be good and sufficient service.

CONDUCT AT THE MEETING

11. The amount of an Affected Creditor's claim for voting purposes shall be the amount of the Affected Creditor's Proven Claim as at the Voting Record Date.

12. A representative of the Monitor shall preside as the chair (the "**Chair**") of the Meeting and, subject to this Meeting Order or any further order of this Court, shall decide all matters relating to the conduct of the Meeting.

13. The Monitor may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting and any person to act as secretary at the Meeting.

14. The only Persons entitled to attend and speak at the Meeting are:

- (a) Affected Creditors as of the Voting Record Date or their Proxies;
- (b) representatives of the Petitioners;
- (c) representatives of the Monitor;
- (d) the Chair;
- (e) any other Person admitted on invitation of the Chair; and
- (f) legal counsel to any Person entitled to attend the Meeting.

15. Any Proxy that an Affected Creditor wishes to submit in respect of the Meeting (or any respective adjournment, postponement or other rescheduling thereof) must be substantially in the form of Proxy provided for in this Meeting Order, and received by the Monitor via email to sunniva@alvarezandmarsal.com, Attention: Anthony Tillman and Pinky Law, prior to 9:00 a.m. (Vancouver time) on the Meeting Date.

16. In the absence of instruction to vote for or against the approval of the Plan in a duly signed and returned Proxy, the Proxy shall be deemed to include instructions to vote for the approval of the Plan.

17. The quorum required at the Meeting shall be one (1) Affected Creditor(s) present in person or by proxy and entitled to vote at the Meeting. If the requisite quorum is not present at the Meeting, then the Meeting shall be adjourned by the Chair.

18. The Chair is hereby authorized, in its sole and absolute discretion, to adjourn, postpone or otherwise reschedule the Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Meeting for the purpose of any adjournment, postponement or other rescheduling thereof). The Chair shall decide on the manner of giving notice to the Affected Creditors of the rescheduled Meeting and may, if the Chair deems it appropriate, restrict such notice to a notice posted on the Monitor's Website.

VOTING PROCEDURE

19. At the Meeting, the Chair shall direct the votes with respect to the resolution to approve the Plan and any variations, amendments, modifications or supplements to the Plan that are made in accordance with the terms thereof.

20. The vote required to pass any resolution to be voted on at the Meeting to vary, amend, modify or supplement the Plan shall be decided by the affirmative vote of at least the Required Majority of the votes cast on such resolution in accordance with the Electronic Meeting Protocol, and any other matter submitted for a vote at the Meeting shall be decided by a majority of votes by a show of hands, unless the

Chair decides, in his or her sole and absolute discretion, to hold such vote by an alternative method consistent with the Electronic Meeting Protocol.

21. The only Persons entitled to vote at the Meeting shall be Affected Creditors as of the Voting Record Date and their proxy holders. For the purposes of counting and tabulating the votes at the Meeting, each Affected Creditor with one or more Proven Claims shall be entitled to one (1) vote and the weight attributed to such vote (for the purposes of determining the Required Majority) shall be equal to the aggregate Canadian dollar value of such Affected Creditor's Proven Claim (if necessary, converted into Canadian Dollars in accordance with the terms of the Plan).

22. An Affected Creditor's Proven Claim for voting purposes shall not include fractional numbers and shall be rounded down to the nearest whole Canadian dollar amount.

23. No Affected Creditor shall be entitled to bifurcate or sub-divide an Affected Claim for purposes of voting or distribution.

24. The Monitor shall keep records and tabulations of all votes cast at the Creditors' Meeting. The Monitor shall keep a separate record and tabulation of any votes cast in respect of Disputed Claims. The Monitor shall report the result of the vote and the tabulation of votes of Affected Claims and the Disputed Claims to the Court and, if the decision whether to approve or reject this Plan is affected by the votes cast in respect of the Disputed Claims, the Petitioners shall seek direction from the Court in respect thereof.

NOTICES AND COMMUNICATIONS

25. Any notices or communication to be made or given hereunder to any Petitioner or the Monitor shall refer to the Plan and shall be in writing in substantially the form, if any, provided for in this Meeting Order and will be sufficiently made or given only if delivered by prepaid registered mail, courier, personal delivery, or e-mail addressed to:

if to the Petitioners

Sunniva Inc.
c/o Borden Ladner Gervais LLP
Counsel to the Petitioners
1200 Waterfront Centre
200 Burrard Street
Vancouver, British Columbia

Attention: Lisa Hiebert and Ryan Laity
Email: lhiebert@blg.com and rlaity@blg.com

if to the Monitor:

Alvarez & Marsal Canada Inc.

Court-appointed Monitor of Sunniva Inc., *et. al.*
1680 – 400 Burrard Street
Vancouver, British Columbia V6C 3A6

Attention: Anthony Tillman and Pinky Law
Email: sunniva@alvarezandmarsal.com

-with a copy to-

Cassels Brock & Blackwell LLP

Counsel for the Monitor
Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, BC V6C 3E8

Attention: Mary I.A. BATTERY Q.C. and H. Lance Williams
Email: mbattery@cassels.com and lwilliams@cassels.com

or to such other address or e-mail as any party may from time to time notify the others in accordance herewith. Any such notice or communication delivered by a Creditor shall be deemed to be received on actual receipt thereof by the Monitor before 5:00 p.m. (Vancouver time) on a Business Day or, if delivered after 5:00 p.m. (Vancouver time), on the next Business Day.

26. The unintentional failure by the Petitioners or the Monitor to give any notice contemplated hereunder to any particular Affected Creditor shall not invalidate the Plan or any action taken by any Person pursuant to the Plan.

27. Any notices or communications to be made or given hereunder by the Petitioners or the Monitor to an Affected Creditor may be sent by fax, e-mail, ordinary mail, registered mail or courier. An Affected Creditor shall be deemed to have received any document sent pursuant to the Plan four (4) Business Days after the document is sent by ordinary or registered mail and on the Business Day immediately following the day on which the document is sent by courier, e-mail or fax transmission. Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application.

28. Notices or communications may be mailed to an Affected Creditor as follows:

- (a) the addresses set forth on the Proofs of Claim;
- (b) if no Proof of Claim has been filed and a Claim Amount Notice was sent to the Affected Creditor, the address at which the Claim Amount Notice was delivered; or

- (c) the addresses set forth in any written notice of address change delivered to the Petitioners or the Monitor after the date of any related Proof of Claim.

SANCTION ORDER APPLICATION

29. The Monitor shall report to this Court no later than two (2) Business Days after the Meeting with respect to:

- (a) the results of the voting to approve the Plan; and
- (b) any other matter that the Monitor considers relevant with respect to the Petitioners' application for a Sanction Order (the "**Sanction Order Application**").

30. Subject to further order of this Court, if the Plan has been approved by the Required Majority, the Sanction Order Application shall take place at _____ on February [12], 2021.

31. A copy of the Notice of Application seeking the Sanction Order shall be published on the Monitor's Website as soon as practicable.

32. Publication of the Notice to Creditors and this Order and the delivery of the Meeting Materials pursuant to the terms of this Order shall constitute good and sufficient service of notice of the Sanction Order Application upon all Persons who may be entitled to receive such service and no other form of service needs to be made and no other materials need to be served on such Persons in respect of the Sanction Order Application.

33. Any Person intending to object to the Sanction Order Application shall file with this Court:

- (a) an Application Response in the form prescribed by the *Supreme Court Civil Rules* setting out the basis for such opposition; and
- (b) a copy of the materials to be relied upon by such Person in opposing the Sanction Order Application and shall effect service of same upon counsel to the Petitioners and the Monitor, and upon the Persons listed on the Service List, before 6:00 p.m. on February 10, 2021.

34. In the event that the Sanction Order Application is adjourned, postponed or otherwise rescheduled, only those Persons listed on the Service List or that have filed and served an Application Response in accordance with this Meeting Order are required to be served with notice of the adjourned, postponed or otherwise rescheduled date.

GENERAL

35. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunals, regulatory or administrative bodies to act in aid of and to be complementary to this Court in carrying out the terms of this Meeting Order where required. All courts, tribunals, regulatory or 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 Meeting Order.

36. For the purposes of determination of the value of Affected Claims to be denominated in a currency other than Canadian Dollars for voting and distribution purposes, such Affected Claims shall be converted by the Monitor to Canadian dollars in accordance with the Plan.

37. The Petitioners and the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Meeting Order and may waive strict compliance with the requirements of this Meeting Order as to the completion, execution and delivery, including with respect to the timing of such delivery, of any documents.

38. Subject to further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and a provision of this Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

39. The Petitioners and the Monitor may apply to this Court from time to time for directions from the Court with respect to this Meeting Order, the Meeting, and the Plan or for such further Order or Orders as either of them may consider necessary or desirable to amend, supplement or replace this Meeting Order, including the schedules to this Meeting Order.

40. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

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 Lisa Hiebert

Party Lawyer for the Petitioners

BY THE COURT

REGISTRAR

Schedule "A"

LIST OF COUNSEL

Name of Counsel	Party Represented
Lisa Hiebert Ryan Laity	The Petitioners, Sunniva Inc., Sunniva Medical Inc., 11111035 Canada Inc., and 1167025 B.C. Ltd
Mary Buttery, Q.C.	The Monitor, Alvarez & Marsal Canada Inc.
Gordon G. Plottel	PTI Transformers Inc.
William E.J. Skelly	Matrix Venture Capital Management, Inc.
Christopher Ramsay	Cura-Can Health Corp.
Cody Reedman	Daniel Petrov

Schedule "B"

FORM OF CONSOLIDATED PLAN OF
COMPROMISE AND ARRANGEMENT

See attached.

Schedule "C"

Form of Newspaper Notice of Meeting

NOTICE TO CREDITORS

IN THE MATTER OF Sunniva Inc., Sunniva Medical Inc., 11111035 Canada Inc. and 1167025 B.C. Ltd
(collectively, the "**Petitioners**")

TAKE NOTICE that on October 9, 2020, the Petitioners were placed under creditor protection pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended (the "**CCAA Proceedings**"), by order of the Supreme Court of British Columbia (the "**Court**"). Alvarez & Marsal Canada Inc. was appointed as the monitor (the "**Monitor**") in the CCAA Proceedings.

On January 15, 2021, the Petitioners obtained an order (the "**Meeting Order**") of the Court pursuant to the CCAA directing the Petitioners and the Monitor to convene, hold and conduct a creditors meeting (the "**Meeting**") to consider the consolidated plan of compromise and arrangement (the "**Plan**") submitted by the Petitioners in the CCAA Proceedings.

The Meeting will be held at 3:00 p.m. (Vancouver time) on February 5, 2021 or on such later date or time to which the Meeting may be adjourned in accordance with the provisions of the Plan and the Meeting Order. The Meeting will be held by MS Teams videoconference in accordance with the Electronic Meeting Protocol.

To participate in any voting associated with the Plan or the CCAA Proceedings, any party having a Claim must have filed a Proof of Claim in accordance with the Claims Process Order.

Creditors who are unable to attend the Meeting are requested to date, sign and return a proxy (the "**Proxy**") by mail or e-mail as set out below, so that it is received on or before 9:00 a.m. (Vancouver time) on February 5, 2021:

Alvarez & Marsal Canada Inc.
1680 – 400 Burrard Street
Vancouver, British Columbia V6C 3A6
Attention: Anthony Tillman and Pinky Law
Email: sunniva@alvarezandmarsal.com

A copy of the Meeting Order, the Claims Process Order, all Court Orders, Plan documents, the Electronic Meeting Protocol, Proxy forms and other pertinent materials in the CCAA Proceedings can be obtained by contacting the Monitor at the address set out above or from the Monitor's Website located at:
<https://www.alvarezandmarsal.com/sunniva>.

Schedule "D"

Form of Electronic Meeting Protocol

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44 AND
THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC. AND
1167025 B.C. LTD

PETITIONERS

ELECTRONIC MEETING PROTOCOL

By order of the Supreme Court of British Columbia (the "**Court**") pronounced January 15, 2021 (the "**Meeting Order**"), Alvarez & Marsal Canada Inc., the Court-appointed monitor (the "**Monitor**") of the Petitioners in the within proceedings (the "**CCAA Proceedings**"), has been authorized to convene, hold and conduct a meeting of the Petitioners' Affected Creditors (the "**Meeting**") to consider and vote on the Consolidated Plan of Compromise and Arrangement of the Petitioners dated for reference January 12, 2021 as may be amended (the "**Plan**").

To facilitate the Meeting during the COVID-19 pandemic, and to promote and maintain safe social distancing, the Court has approved the following substantive Electronic Meeting Protocol (the "**Protocol**"). Capitalized terms not otherwise defined in this Protocol have the meanings ascribed to them in the Plan and the Meeting Order. Copies of the Plan and the Meeting Order are available at the Monitor's Website: <https://www.alvarezandmarsal.com/sunniva>.

MEETING DETAILS

1. Date of the Meeting: February 5, 2021
2. Time of the Meeting: 3:00 p.m. (Vancouver time)
3. Meeting platform: MS Teams

TECHNOLOGY AND MEETING ETIQUETTE

4. The Meeting will be conducted using the MS Teams virtual meeting platform. MS Teams can be downloaded at <https://teams.microsoft.com/uswe-01/downloads> or accessed through your web browser.
5. Prior to the Meeting, you are required to learn the software, as the Chair will not have the capacity to answer questions concerning the technology during the Meeting.
6. During the Meeting:
 - (a) leave your microphone device on mute until recognized by the Chair to prevent background noise; and
 - (b) turn your video feed off within the program, to prevent unnecessary use of bandwidth.

PRE-MEETING REQUIREMENTS

7. Proxy cut-off: All proxies to be deposited with the Chair in accordance with the Meeting Order must be received by the Monitor at sunniva@alvarezandmarsal.com by 9:00 a.m. on February 5, 2021. The Monitor will provide you with confirmation of receipt. If you have not received a confirmation of receipt by 1:00 p.m. on February 5, 2021, please follow up with the Monitor by email to sunniva@alvarezandmarsal.com.
8. Attendance Notice: Parties intending to attend the meeting in person shall notify the Monitor by email at sunniva@alvarezandmarsal.com by 8:30 a.m. on February 5, 2021. The Monitor will provide you with confirmation of receipt. If you have not received a confirmation of receipt by 1:00 p.m. on February 5, 2021, please follow up with the Monitor by email to sunniva@alvarezandmarsal.com.
9. Prior to the Meeting, the Monitor will provide information by email to parties that have delivered proxies or notice of in-person attendance. The information to be provided in advance of the Meeting is:
 - (a) a proposed agenda for the Meeting;
 - (b) a unique creditor identification number;
 - (c) confirmation as to the status of your claim (whether it is admitted or contested for voting purposes); and
 - (d) the Meeting ID and password.

CONDUCT AT MEETING

Registration

10. The MS Teams Meeting will be open at 2:30 p.m. on February 5, 2021 to provide sufficient time for registration. You are encouraged to call in early, and no later than 2:45 p.m. so that the registration process can be completed in a timely fashion and not delay the commencement of the

Meeting. The Meeting will begin promptly, and the Chair may not have capacity to admit late registrations.

11. During the registration process, you will be required to:
 - (a) identify yourself by your unique creditor identification number and/or whether you hold a proxy;
 - (b) identify any additional individuals in attendance with you, including their capacity (legal counsel and firm as applicable); and
 - (c) confirm your contact details and claim amount.

Calling the Meeting to Order

12. A representative of the Monitor will act as Chair of the Meeting.
13. The Chair will call the Meeting to order at 3:00 p.m. (Vancouver time) on February 5, 2021, and will adjourn the Meeting, if the Chair determines that is necessary to permit completion of the registration process. The time of the adjournment will be estimated by the Chair at the time the adjournment is declared.

Motions and Voting at the Meeting

14. The Chair will maintain a roster of all participants compiled during the registration process. When a motion is called for by the Chair, either as a standard protocol motion for such meetings or based on a request for a motion generally, the Chair will request from the general population of Affected Creditors in attendance at the Meeting for:
 - (a) a second of the motion; and
 - (b) a call for a vote on the motion, by way of ordinary resolution, as may be required in the circumstances.
15. In all instances, and in respect of all motions and votes, the Chair is authorized to accept ballots and/or votes electronically, by a show of hands, or by such other means as the Chair deems sufficient in the circumstances.

Questions at the Meeting

16. The MS Teams platform includes a chat feature that allows you to submit questions to the Chair electronically. For the purposes of asking questions at the Meeting, please use the chat feature and (a) include your creditor identification number, and (b) state your interest in asking a question.
17. The Chair will recognize your interest in asking a question in the following priority:
 - (a) those that have submitted requests via the chat function, and in the order of registration; and
 - (b) those that are unable to register on the chat or prefer not to do so, via a general call for questions.

18. Once recognized by the Chair, and before asking your question, please state: (a) your creditor identification number; (b) your name; and (c) the creditor you represent. You may then ask your question.
19. For clarity, you will not be permitted to ask a question or to speak at the Meeting unless and until you have been recognized by the Chair.

POST-MEETING REPORTING

20. The Monitor will, within two (2) Business Days of the Meeting, provide a report that includes:
 - (a) a summary of all motions called at the Meeting;
 - (b) the result of the votes on each motion; and
 - (c) such further and other information as determined by the Chair to be necessary.

The report will be available on the Monitor's website at: <https://www.alvarezandmarsal.com/sunniva>.

Schedule "E"

Form of Notice of Meeting to Affected Creditors

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44 AND
THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC. AND
1167025 B.C. LTD

PETITIONERS

NOTICE OF CREDITORS' MEETING

TAKE NOTICE that by order of the Supreme Court of British Columbia (the "**Court**") pronounced January 15, 2021 (the "**Meeting Order**"), Alvarez & Marsal Canada Inc., the Court-appointed monitor (the "**Monitor**") of the Petitioners in the within proceedings (the "**CCAA Proceedings**"), has been authorized to convene, hold and conduct a meeting of the Petitioners' Affected Creditors (the "**Meeting**") to consider and vote on the Consolidated Plan of Compromise and Arrangement of the Petitioners dated for reference January 12, 2021 as may be amended (the "**Plan**").

Capitalized terms not otherwise defined in this Notice to Creditors have the meanings ascribed to them in the Plan and the Meeting Order. Copies of the Plan and the Meeting Order are available at the Monitor's website: <https://www.alvarezandmarsal.com/sunniva>.

The Plan

The Plan contemplates the compromise of the rights and claims of certain creditors of the Petitioners and, if approved at the Meeting by the Required Majorities of Affected Creditors, will become binding on all of the Petitioners' Affected Creditors.

Details of how Affected Creditors are being treated under the Plan can be found in the Monitor's report filed in conjunction with the Plan, and are summarized in the Plan Information Letter delivered with this Notice.

The Meeting

The Meeting will be held at 3:00 p.m. (Vancouver time) on February 5, 2021 in accordance with the Electronic Meeting Protocol. **In order to allow social distancing, the Meeting will be held by MS**

Teams. MS Teams can be downloaded at <https://teams.microsoft.com/uswe-01/downloads> or accessed through your web browser.

Only Affected Creditors will be able to attend and to vote on the Plan at the Meeting. Holders of Unaffected Claims are not entitled to either attend or vote at the Meeting.

In order to participate in any voting associated with the Plan, Affected Creditors must have filed a Proof of Claim with the Monitor or received a Claim Amount Notice in accordance with the Claims Process Order pronounced by the Court on October 19, 2020.

Affected Creditors who will be attending the Meeting are to notify the Monitor by email at sunniva@alvarezandmarsal.com by 8:30 a.m. (Vancouver time) on February 5, 2021.

Affected Creditors who will be unable to attend the Meeting are requested to date, sign and return the accompanying proxy (the “Proxy”).

To be used at the Meeting, a Proxy must be received by the Monitor by email at sunniva@alvarezandmarsal.com by 9:00 a.m. (Vancouver time) on February 5, 2021.

Sanction Order

If the Plan is approved at the Meeting by the Required Majorities of Affected Creditors and all other necessary conditions are met, the Petitioners intend to make an application to the Court on February [12], 2021 (the “Sanction Order Application”) for, among other things, the Sanction Order.

Any person wishing to oppose the Sanction Order must serve a copy of the materials to be used to oppose the application and setting out the basis for such opposition upon the lawyers of the Petitioners and the Monitor as well as those parties listed on the Service List posted on the Monitor’s Website. Such materials must be served by no later than 6:00 p.m. (Vancouver time) on the date that is two (2) days before the Sanction Order Application.

Further Information

You may obtain further information on the Petitioners’ CCAA Proceedings at the Monitor’s website: <https://www.alvarezandmarsal.com/sunniva>.

Yours truly,

ALVAREZ & MARSAL CANADA INC.
in its capacity as Monitor of the Petitioners,
and not in its personal or corporate capacity:

Per:

Schedule "F"

Form of Plan Information Letter

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44 AND
THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC. AND
1167025 B.C. LTD

PETITIONERS

PLAN INFORMATION LETTER

All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the plan of compromise and arrangement of the Petitioners dated for reference January 12, 2021, as may be amended from time to time (the "**Plan**") and filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

EFFECT OF THE PLAN

In the Plan, the Petitioners propose a debt-to-equity conversion with respect to all Affected Claims, and corresponding distribution of Conversion Shares in the capital of Sunniva Inc. to the Affected Creditors. The Plan and corresponding debt-to-equity conversion and distribution of Conversion Shares will settle and compromise all Affected Claims against the Petitioners. In connection with the Plan:

- (a) all outstanding warrants and options will for unissued shares in Sunniva Inc. will be cancelled;
- (b) all Intercompany Claims will be extinguished;
- (c) the Petitioners intend to seek court approval to authorize access to additional funds in the short-term, including those held in trust with the Monitor and authority to complete a financing in one or more of their US subsidiaries, in the amount of approximately CDN \$1,680,000, to fund working capital expenses, the Arbitration, and resolve the on-going dispute in respect of the California Greenhouse Facility; and
- (d) in due course, obtaining additional financing, working with strategic partners and investors, working with the landlord to complete the construction of the California Greenhouse

Facility, commencing cannabis cultivation operations, completing commercial third party arrangements and generating revenue.

The Petitioners' expectation is that the successful implementation of this Plan will provide greater benefits to all Persons with an economic interest in the Petitioners (including Affected Creditors) than would result from the bankruptcy of the Petitioners.

A copy of the Monitor's report analyzing the Plan and the Monitor's recommendation in connection therewith is included with this information letter.

VOTING

The Plan applies only to those parties having Affected Claims. It does not apply to Unaffected Claims. Affected Creditors will vote as one class of creditors.

Each Affected Creditor with one or more Proven Claims will be entitled to one (1) vote. The weight attributed to such vote (for the purposes of determining the Required Majorities) is equal to the aggregate Canadian dollar value of the Proven Claim.

The Plan will be approved at the Meeting if the Required Majorities of Affected Creditors vote to approve the Plan, being a majority in number representing at least two-thirds of the value of the Affected Claims of Affected Creditors who actually vote, or who pursuant to the provisions of the Plan, the Claims Process Order or other Order, are deemed to have voted, on a resolution approving the Plan at the Meeting (in person, by proxy, or by ballot).

In order to participate in any voting associated with the Plan or the CCAA Proceedings of the Petitioners, a party having an Affected Claim must have either received a Claim Amount Notice or filed a Proof of Claim in accordance with the Claims Process Order pronounced in these proceedings on October 19, 2020.

Any Affected Creditor's proxy will be voted on any ballot in accordance with the terms set out in the Proxy included in this mailing.

CONDITIONS TO PLAN

The Plan will not be implemented until a number of conditions precedent are met (or waived), which are set out in Article 5 of the Plan.

SANCTION ORDER

If the Plan is passed by the Required Majorities, an application will be made to the Court for the Sanction Order approving the Plan pursuant to the CCAA. See the Notice to Creditors included with this mailing for further details regarding the Sanction Order Application and the Sanction Order.

DISTRIBUTIONS UNDER PLAN

If the Plan is passed by the Required Majorities, and the Sanction Order is granted, the Monitor will make the payments due to Priority Claim Holders, and Sunniva Inc. will distribute the Conversion Shares to Affected Creditors, in each case under the terms of the Plan in accordance with Article 6 thereof.

Schedule "G"

Form of Proxy

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44 AND
THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC. AND
1167025 B.C. LTD

PETITIONERS

PROXY

RE: THE CONSOLIDATED PLAN OF COMPROMISE AND ARRANGEMENT OF THE
PETITIONERS

Before completing this Proxy, please read carefully the accompanying Instructions for Completion of Proxy.

All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the consolidated plan of compromise and arrangement of the Petitioners dated for reference January 12, 2021, as may be amended from time to time (the "Plan") and filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "CCAA").

THIS PROXY MUST BE COMPLETED, SIGNED AND RETURNED BY THE RECIPIENT TO THE PETITIONERS' COURT-APPOINTED MONITOR, ALVAREZ & MARSAL CANADA INC., AT THE ADDRESS PROVIDED IN THE INSTRUCTIONS FOR COMPLETION OF PROXY BY NO LATER THAN 9:00 A.M. (VANCOUVER TIME) ON FEBRUARY 5, 2021. NO PROXY WILL BE ACCEPTED BY THE CHAIR AFTER THIS TIME.

THE UNDERSIGNED AFFECTED CREDITOR revokes all proxies previously given and hereby nominates, constitutes and appoints:

- A. _____ (the "Named Nominee"),
- B. [Pinky Law] of Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Monitor of the Petitioners, or such person as the Monitor may designate, in their sole and absolute discretion, with the power of substitution (the "Deemed Nominee"),

as nominee of the Affected Creditor to exercise all voting rights and any rights ancillary thereto which are necessary to permit the Named Nominee or the Deemed Nominee, as applicable, to vote the value of the undersigned Affected Creditor's Affected Claims (as determined pursuant to the Claims Process Order) at the Meeting held to consider and vote on the Plan, and any other matters that may be put before the Meeting, as follows:

- A. VOTE FOR approval of the Plan; **OR**
- VOTE AGAINST approval of the Plan; **AND**
- B. Vote and otherwise act at the discretion of the Named Nominee or Deemed Nominee, as applicable, for and on behalf of the Affected Creditor in respect of any variations, amendments, modifications or supplements to the Plan and to any other matters that may come before the Meeting.

*If this Proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this Proxy shall be voted **FOR** approval of the Plan.*

*If this Proxy is submitted with both boxes marked, this Proxy shall be voted **FOR** approval of the Plan.*

DATED this _____ day of _____, 2021.

Witness Signature
(Only applicable if Creditor is an individual)

Per: _____
Print Name of Creditor

Signature of Affected Creditor or, if the Affected Creditor is a corporation, signature of authorized signing officer of the corporation

Print name and title of authorized signing officer, if applicable

Mailing Address of Affected Creditor

Email Address of Affected Creditor

Phone Number of Affected Creditor

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor who has a right to vote at the Meeting has the right to appoint a Nominee (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor at the Meeting, or any adjournment thereof, and such right may be exercised by inserting in the space provided the name of the person to be appointed.
2. **If no person is named as the Nominee in the space provided above to act as proxy for the Affected Creditor, [Pinky Law] of Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Monitor of the Petitioners, or such person as the Monitor may designate, shall be deemed to be appointed as the Deemed Proxyholder for the Affected Creditor.**
3. **If a Nominee or a Deemed Proxyholder is appointed or deemed to be appointed to act as proxy for the Affected Creditor and the said Affected Creditor fails to indicate on this Proxy a vote for or against approval of the Plan, this Proxy will be voted FOR approval of the Plan.**
4. If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
5. This Proxy must be signed by the Affected Creditor or by the Affected Creditor's attorney duly authorized in writing or, if the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
6. Valid Proxies executed by the Affected Creditor and bearing or deemed to bear a later date shall revoke this Proxy. If more than one valid Proxy for the same Affected Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be counted.
7. **This Proxy must be sent to the Monitor by email, courier, facsimile or email (in PDF format) at the address provided below, so that it is received by the Monitor no later than 9:00 a.m. (Vancouver time) on February 5, 2021.**

The address of the Monitor is as follows:

Alvarez & Marsal Canada Inc.
1680 – 400 Burrard Street
Vancouver, British Columbia V6C 3A6
Attention: Anthony Tillman and Pinky Law
Email: sunniva@alvarezandmarsal.com
Phone:

(604)639.0850

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C.
1985, c. C-44 AND THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035
CANADA INC. AND 1167025 B.C. LTD

PETITIONERS

ORDER MADE AFTER APPLICATION
(MEETING ORDER)

BORDEN LADNER GERVAIS LLP
1200 Waterfront Centre
200 Burrard Street
P.O. Box 48600
Vancouver, BC V7X 1T2
Telephone: (604) 632-3425
Attn: Lisa Hiebert
Email: lhiebert@blg.com
File: 560348/000017

Schedule "C"

DRAFT STAY EXTENSION ORDER

Please see attached.

SCHEDULE "C"

No. S-2010103
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44
AND THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC.
AND 1167025 B.C. LTD

PETITIONERS

ORDER MADE AFTER APPLICATION
(STAY EXTENSION ORDER)

BEFORE THE HONOURABLE
MADAM JUSTICE FITZPATRICK

)
)
)

January 15, 2021

ON THE APPLICATION of the Petitioners coming on for hearing by Microsoft Teams at Vancouver, British Columbia, on the 15th day of January, 2021; AND ON HEARING Lisa Hiebert, counsel for the Petitioners, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended, the British Columbia Supreme Court Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The relief provided for in the Amended and Restated Initial Order made in these proceedings on October 19, 2020 be and is hereby confirmed, and the Stay Period and all other relief as provided for therein, is hereby extended to February 12, 2021.

2. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

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 Lisa Hiebert

Party Lawyer for the Petitioners

BY THE COURT

REGISTRAR

Schedule "A"

LIST OF COUNSEL

Name of Counsel	Party Represented
Lisa Hiebert Ryan Laity	The Petitioners, Sunniva Inc., Sunniva Medical Inc., 11111035 Canada Inc., and 1167025 B.C. Ltd
Mary Buttery, Q.C.	The Monitor, Alvarez & Marsal Canada Inc.
Gordon G. Plottel	PTI Transformers Inc.
William E.J. Skelly	Matrix Venture Capital Management, Inc.
Christopher Ramsay	Cura-Can Health Corp.
Cody Reedman	Daniel Petrov

No. S-2010103
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 SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035
CANADA INC. AND 1167025 B.C. LTD

PETITIONERS

ORDER MADE AFTER APPLICATION
(STAY EXTENSION)

BORDEN LADNER GERVAIS LLP
1200 Waterfront Centre
200 Burrard Street
P.O. Box 48600
Vancouver, BC V7X 1T2
Telephone: (604) 632-3425
Attn: Lisa Hiebert
Email: lhiebert@blg.com
File: 560348/000017

Schedule "D"

DRAFT SEALING ORDER

Please see attached.

SCHEDULE "D"

No. S-2010103
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

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AND THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035 CANADA INC.
AND 1167025 B.C. LTD

PETITIONERS

ORDER MADE AFTER APPLICATION

(SEALING ORDER)

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) January 15, 2021

ON THE APPLICATION of the Petitioners coming on for hearing by Microsoft Teams at Vancouver, British Columbia, on the 15th day of January, 2021; AND ON HEARING Lisa Hiebert, counsel for the Petitioners, and those other counsel listed on **Schedule "A"** hereto; 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:

- 1. Access to Sealed Items permitted by:
 - Counsel of Record
 - Parties on Record
 - Further Court Order
 - Other

2. Items to be sealed

Document Name	Date filed: <i>(Date on Court Stamp)</i>	Number of copies filed, including any extra copies for the judge	Duration of sealing order: <i>(to specific date or until further order)</i>	Sought:	Granted	
					YES	NO
(1) <u>Entire File</u>	N/A	N/A	N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) <u>Specific Document</u> Affidavit #6 of Anthony Holler, sworn January 12, 2021	January 15, 2021	1	Until further order	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(3) <u>Clerk's Notes</u>	N/A	N/A	N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) <u>Order</u>	N/A	N/A	N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

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 Lisa Hiebert
 Party Lawyer for the Monitor

BY THE COURT

REGISTRAR

Schedule "A"

LIST OF COUNSEL

Name of Counsel	Party Represented
Lisa Hiebert Ryan Laity	The Petitioners, Sunniva Inc., Sunniva Medical Inc., 11111035 Canada Inc., and 1167025 B.C. Ltd
Mary Buttery, Q.C.	The Monitor, Alvarez & Marsal Canada Inc.
Gordon G. Plottel	PTI Transformers Inc.
William E.J. Skelly	Matrix Venture Capital Management, Inc.
Christopher Ramsay	Cura-Can Health Corp.
Cody Reedman	Daniel Petrov

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IN THE MATTER OF SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035
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PETITIONERS

ORDER MADE AFTER APPLICATION
(SEALING ORDER)

BORDEN LADNER GERVAIS LLP
1200 Waterfront Centre
200 Burrard Street
P.O. Box 48600
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Telephone: (604) 632-3425
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File: 560348/000017

No. S-2010103
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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 SUNNIVA INC., SUNNIVA MEDICAL INC., 11111035
CANADA INC. AND 1167025 B.C. LTD

PETITIONERS

NOTICE OF APPLICATION

BORDEN LADNER GERVAIS LLP
1200 Waterfront Centre
200 Burrard Street
P.O. Box 48600
Vancouver, BC V7X 1T2
Telephone: (604) 632-3425
Attn: Lisa Hiebert
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File: 560348/000017