

COURT FILE NUMBER 2301-13922

COURT COURT OF KING'S BENCH
OF ALBERTA

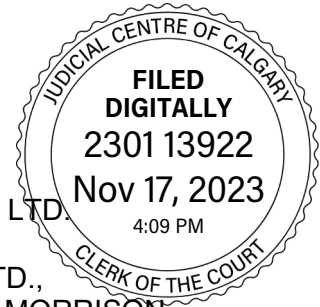
JUDICIAL CENTRE CALGARY

APPLICANT CONNECT FIRST CREDIT UNION LTD.

RESPONDENTS OGEN HOLDINGS LTD., OGEN LTD.,
EDWARDS CONCRETE INC., and MORRISON
HOMES (CALGARY) LTD.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT BENNETT JONES LLP
4500 Bankers Hall East
855 2nd Street SW,
Calgary, AB T2P 4K7
Phone: 403.298.3311
Fax: 403.265.7219
Attention: Michael Selnes



DATE ON WHICH ORDER WAS PRONOUNCED: NOVEMBER, 17 2023

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

NAME OF THE JUSTICE WHO MADE THIS ORDER: JUSTICE D.R. MAH

UPON THE APPLICATION of OGEN Holdings Ltd. and OGEN Ltd. ("**OGEN**" and collectively, the "**Companies**") for an Order approving the sale of certain Excluded Assets (as defined in the Receivership Order); **AND UPON** having read the Report of the Receiver dated November 16, 2023; **AND UPON NOTING** that a Receivership Order was granted on November 3, 2023 (the "**Receivership Order**") appointing Alvarez & Marsal Canada Inc. ("**A&M**") as the Receiver (A&M in such capacity, the "**Receiver**") of all of the Companies' current and future assets, undertakings and properties of every nature and kind whatsoever, and whatever situation, including the proceeds thereof (the "**Property**"), but excluding the Excluded Assets (as defined in the Receivership Order); **AND UPON NOTING** that an Order was granted on November 3, 2023 substituting A&M in place of KSV Restructuring Inc. as

proposal trustee of the Companies (A&M in such capacity, the “**Proposal Trustee**”) in Court File Nos. 25-2958981 and 25-2958977; **AND UPON** hearing from counsel for the Companies, counsel for the Receiver, and any other interested persons present; **IT IS ORDERED THAT:**

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

AUTHORITY OF THE COMPANIES TO SELL EXCLUDED ASSETS

2. OGEN is hereby authorized to distribute and/or sell certain Excluded Assets (as defined in the Receivership Order) which are cannabis and cannabis products (collectively, the “**Cannabis Assets**”) with the cooperation of the Receiver (each sale and collectively, the “**Transactions**”) and in each case in accordance with applicable law.
3. The Receiver is authorized to facilitate access to the Companies’ premises and cooperate with the Companies respecting the Transactions to be entered into by OGEN to sell the Cannabis Assets notwithstanding the Cannabis Assets are Excluded Assets in the Receivership Order. Providing such cooperation and any related assistance shall not deem the Receiver to be in possession or control of any of the Cannabis Assets nor shall the Receiver be deemed to be distributing, selling, or promoting such Cannabis Assets.
4. Darren Brisebois, Benoit Millete and James Brophie are authorized to instruct legal counsel on behalf of OGEN to facilitate the sale of the Cannabis Assets and complete the Transactions. For greater certainty, neither Darren Brisebois, Benoit Millete nor James Brophy shall be deemed to be a director of OGEN, whether a *de jure* or *de facto* director, in providing instruction to counsel or implementing the Transactions.
5. Darren Brisebois, Benoit Millete and James Brophy remain employed by OGEN to assist with the Transactions until such times as their respective employment is terminated or

they resign.

6. The Companies are hereby authorized to execute, deliver, or cause to be done, executed and delivered, all such further acts, documents, and things as may be required for the purpose of giving effect to the Transactions.
7. The Companies, the Receiver, and the Proposal Trustee, and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transactions.

DISTRIBUTION

8. Upon completion of the sale of the Cannabis Assets and upon OGEN's receipt of the consideration for the Cannabis Assets, those funds shall immediately form part of the Property (as defined in the Receivership Order) and those funds shall be distributed in accordance with the Receivership Order. Notwithstanding the foregoing, the Receiver will pay any excise taxes that may be payable in relation to products sold by OGEN that are excise stamped and sold after November 3, 2023 (the date of the Receivership Order) as part of the Transactions, which shall be paid in the ordinary course. The Receiver will further segregate any funds received related to excise taxes on products that were stamped prior to the Receivership Order and that are sold pursuant to the Transactions, in order that any interested parties may speak to distribution of those funds at a later date. This segregation is without prejudice to the right of any interested parties to argue their entitlement to those funds.

RELEASE

9. Darren Brisebois, Benoit Milette, and James Brophy are hereby released from any and all demands, claims, actions, applications, causes of action, counter-claims, suits, debts, sums of money, accounts, covenants, damages, judgements, orders, including for injunctive relief or specific performance and compliance orders, expenses, executions, liens, set off rights and other recoveries on account of any liability, obligation, demand or cause of action of whatever nature which any Person (which includes any individual, firm, corporation, limited or unlimited liability company, general or limited partnership, association, trust,

unincorporated organization, joint venture, government or any agency or instrumentality thereof or any other entity, each being a “**Person**”), may be entitled to assert, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising based on in whole or in part on any act or omission, transaction (including but not limited to the Transaction and any disposal or destruction of the Cannabis Assets), duty, responsibility, indebtedness, liability, obligation, dealing or other occurrence existing or taking place on or prior to the this Order in relation to the Property and the Excluded Assets (each a “**Claim**”) and shall be deemed to be fully, finally and irrevocably and forever compromised, released, discharged, cancelled and barred, and the ability of any Person to proceed against any other Person in respect of or relating to Claims, whether directly, indirectly, derivatively or otherwise is hereby forever discharged, enjoined and retrained, and all proceedings with respect to, in connection with or relating to any Claims are hereby permanently stayed, provided nothing in this paragraph 9 shall waive, discharge, release, cancel or bar any Claim against Darren Brisebois, Benoit Milette, and James Brophy as it relates to criminal activity, gross negligence, wilful misconduct, bad faith or fraud. Nothing in this paragraph 9 exempts Darren Brisebois, Benoit Milette or James Brophy from any duty to report or make disclosure imposed by a law referred to in that paragraph or comply with applicable laws generally. For clarity, any release in this paragraph applies only to Darren Brisebois, Benoit Milette, and James Brophy and does not apply to any past director of OGEN.

LIMITATION ON ENVIRONMENTAL LIABILITIES

10. Notwithstanding anything in any federal or provincial law, Darren Brisebois, Benoit Milette, and James Brophy are not personally liable for any environmental condition that arose or environmental damage that occurred as related to the Property or the Excluded Assets after the Receiver’s appointment unless it is established that the condition arose or the damage occurred as a result of their criminal activity, gross negligence, wilful misconduct, bad faith or fraud.

11. This Order shall be served on all parties on the Service List and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.



The Honourable Justice D.R. Mah
Justice of the Court of King's Bench of Alberta