

Receiver's Certificate

COURT FILE NUMBER 2101-05682 100309

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY Justice Dario COM
PLAINTIFF ATB FINANCIAL Sep 23, 2021

DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

DOCUMENT **RECEIVER'S CERTIFICATE – Bowden Facility**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
MLT AIKINS LLP
Barristers and Solicitors
2100, 222 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Phone: 403.693.5420
Fax: 403.508.4349
Attention: Ryan Zahara
File: 0128056.00003



RECITALS

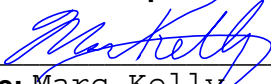
A. Pursuant to an Order of the Honourable Justice D.R. Mah of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated April 26, 2021, BDO Canada Limited was appointed as the receiver (the "**Receiver**") of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd., o/a W.A. Grain & Pulse Solutions, 1887612 Alberta Ltd., New Leaf Essentials (West) Ltd. and New Leaf Essentials (East) Ltd. (collectively, the "**Debtors**").

- B. Pursuant to an Order of the Court dated September 23, 2021, the Court approved the agreement of purchase and sale made as of August 5, 2021 (the “**Sale Agreement**”) between the Receiver and Global Food and Ingredients Inc., via GFI LP or its other designated nominee (collectively, the “**Purchaser**”) and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser (or its nominee) has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in section 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at 3:00 pm on September 28, 2021.

BDO Canada Limited in its capacity as Receiver of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd., o/a W.A. Grain & Pulse Solutions, 1887612 Alberta Ltd., New Leaf Essentials (West) Ltd. and New Leaf Essentials (East) Ltd., and not in its personal or corporate capacity.

Per: 
Name: Marc Kelly
Title: Senior Vice President