



COURT FILE NUMBER 2101-05682

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ATB FINANCIAL

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 **ORDER APPROVING SALE AND SOLICITATION PROCESS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT MLT AIKINS LLP
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Attention: Ryan Zahara
File: 128056.00003

DATE ON WHICH ORDER WAS PRONOUNCED: JUNE 9, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: HONOURABLE JUSTICE M.J. LEMA

UPON THE APPLICATION of BDO Canada Limited, filed on May 31, 2021 (the “**Application**”), in its capacity as the Court-appointed receiver (the “**Receiver**”) of the current and future assets, undertakings, and properties of every nature and kind whatsoever, and wherever situate, including the proceeds thereof, 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. (collectively, the “**Debtors**”) for an Order, among other things, approving the proposed Sales and Solicitation Process (“**SSP**”) in substantially the form attached in Appendix “A” to the First Report of the Receiver, dated May 31, 2021 (the “**First Report**”); increasing the transaction limit set out in paragraph 3(l) of the April 26, 2021 Receivership Order of Justice Mah (the “**Receivership Order**”); approving the Receiver’s activities to date; approving the Receiver’s Statement of Receipts and Disbursements; and granting leave to the Receiver to apply to this Court for advice and direction; **AND UPON HAVING READ** the Application, the Receivership Order, the First Report, the Confidential Appendices to the First Report, and the Affidavit of Service of Joy Mutuku; **AND UPON IT** appearing that all interested and affected parties have been served with notice of the Application; **AND UPON HEARING** the submissions of counsel for the Receiver and all other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. Service 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.

Approval of SSP

2. The SSP, as proposed, is hereby approved and the Receiver is hereby authorized to take such additional steps and execute such additional documents as may be necessary or desirable to implement the SSP and do all things as are reasonably necessary to conduct and give full effect to the SSP and carry out its obligations thereunder.

Increase to Transaction Thresholds

3. The threshold set out in paragraph 3(l) of the Receivership Order for the sale of assets out of the ordinary course of business is hereby increased from \$250,000 to \$500,000, respecting individual transactions, and increased from \$500,000 to \$1,500,000 respecting aggregate transactions.

Actions of the Receiver

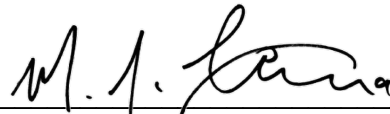
4. The Receiver's activities as set out in the First Report and Confidential Appendices, including, without limitation, the Statement of Receipts and Disbursements, are hereby ratified and approved.

Approval of Professional Fees

5. The Receiver's accounts for fees and disbursements for the period of April 26, 2021 to May 27, 2021, as set out in the First Report, are hereby approved without the necessity of a formal assessment of its accounts.
6. The accounts of the Receiver's legal counsel, MLT Aikins LLP, for its fees and disbursements for the period of April 26, 2021 to May 26, 2021, as set out in the Receiver's Report, are hereby approved without the necessity of a formal assessment of its accounts.

Service

7. Service of this Order shall be deemed good and sufficient by serving same on the persons listed on the Service List in these proceedings, and by posting a copy of this Order on the Receiver's website at: <https://www.bdo.ca/en-ca/extranets/wagrainholdings/>
8. Service of this Order on any party not listed in the Service List is hereby dispensed with.



The Honourable Justice M.J. Lema
Justice Of The Court Of Queen's Bench Of Alberta