



SUPERIOR COURT OF JUSTICE

ENDORSEMENT

COURT FILE NO.: Awaiting file Number DATE: May 1, 2023

NO. ON LIST: 12

TITLE OF PROCEEDING: **Plant-Based Investment Corp.**

BEFORE: **Madam Justice Conway**

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Patrick Corney	For Applicant	pcorney@millerthomson.com
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For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Clifton Prophet	For Monitor	clifton.prophet@gowlingwlg.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info

ENDORSEMENT OF JUSTICE CONWAY

All defined terms used in this Endorsement shall, unless otherwise defined, have the meanings ascribed to them in the Factum of the Applicant dated April 28, 2023.

[1] The Applicant seeks an initial order under the CCAA. The evidence on the application is set out in the affidavit of Paul Crath sworn April 28, 2023. All factual references in this Endorsement comes from that affidavit. There is no pre-filing report of the Proposed Monitor.

[2] The Applicant is a publicly listed *Canada Business Corporations Act* company that trades on the Exchange. It is an investment corporation, holding active and passive investments in public and private companies. All of its investee companies derive earnings or value from the Plant-Based Industry.

[3] The Applicant's financial position has deteriorated sharply and it is effectively out of cash. Its efforts to find a strategic partner have not been successful to date, there have been governance issues, and its shares are subject to a cease trade order. The only way it can move forward is with DIP financing. The DIP Lender is prepared to advance up to \$500,000. There are no secured creditors.

[4] The Applicant seeks breathing space under the CCAA for one last attempt to find a strategic investment partner, while in parallel monetizing liquid assets for the benefit of all creditors.

APPLICATION FOR AN INITIAL ORDER

Application of the CCAA

[5] The CCAA applies to a "debtor company" where the total claims against it exceed \$5 million. A "debtor company" is defined as one that is bankrupt or insolvent.

[6] I am satisfied that the Applicant is a "debtor company" under the CCAA. It is incorporated in Canada, the total claims against it exceed \$5 million, and it is insolvent.

Stay of Proceedings

[7] This court may grant a stay of proceedings of up to 10 days on an initial application, provided it is satisfied that such a stay is appropriate and the Applicant has acted in good faith and with due diligence (s. 11.02(1), (3)).

[8] I am satisfied that the stay of proceedings sought by the Applicant is necessary for it to obtain some breathing room and pursue a strategic solution for the benefit of its stakeholders.

The Charges

[9] The Applicant seeks an Administration Charge of \$100,000 to secure the professionals' fees and disbursements. That is reasonable to me. There are no secured creditors who will be primed by this charge. I grant the Administration Charge pursuant to s. 11.52 of the CCAA.

[10] The Applicant does not seek a directors' charge.

[11] The DIP Loan and DIP Lender's Charge are approved. As noted, the Applicant requires immediate funds. The initial advance is limited to \$200,000, the amount required for the initial period.

The Monitor

[12] The Proposed Monitor is a licensed trustee within the meaning of s. 2 of the BIA and has signed a consent to act as the Monitor of the Applicant. The Proposed Monitor is qualified under section 11.7 of the CCAA and I appoint it as Monitor.

The Cash Management System

[13] The use of the existing Cash Management System is approved. It will be monitored by the Proposed Monitor during these CCAA proceedings.

Securities Filings

[14] The Applicant originally sought relief from Securities Filings in the initial order. I raised the concerns that have been expressed by the Ontario Securities Commission in other CCAA cases and the language this court has incorporated in the orders and its endorsements to address those concerns.

[15] Counsel for the Applicant suggested that the relevant sections of the initial order be deleted for now and that any concerns about securities filings can be addressed at the comeback hearing.

Initial Order Granted; Comeback Hearing

[16] Order to go as signed by me and sent to counsel. This order is effective from today's date and is enforceable without the need for entry and filing.

[17] I am satisfied that the relief granted in the order for the 10-day period is limited to relief that is “reasonably necessary for the continued operations of the debtor company in the ordinary course of business during that period”, as required by s. 11.001 of the CCAA.

[18] The comeback hearing is scheduled before me for **May 11, 2023 at 9:30 a.m. for 60 minutes.**

A handwritten signature in blue ink, appearing to read "Conway J.", is located at the bottom left of the page.