

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	THURSDAY, THE 1 st
)	
MADAM JUSTICE STEELE)	DAY OF AUGUST, 2024

B E T W E E N:

SIENA LENDING GROUP CANADA LLC

Applicant

- and -

**GLOBAL FOOD AND INGREDIENTS INC., GLOBAL FOOD AND INGREDIENTS
LTD. and GFI BRANDS INC.**

Respondents

DISTRIBUTION ORDER

THIS MOTION, made by Richter Inc. in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of those assets that constitute the ABL Priority Collateral (as defined in the Order of the Honourable Madam Justice Steele, dated May 30, 2024) of Global Food and Ingredients Ltd. ("**GFI Ltd.**"), Global Food and Ingredients Inc. ("**GFI Inc.**"), and GFI Brands Inc. ("**GFI Brands**") (collectively, the "**Debtors**") for an order, *inter alia*, approving the Receiver's activities and authorizing the Receiver to make certain distributions, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report of the Receiver, dated July 29, 2024 and the appendices attached thereto (the "**First Report**"), and on hearing the submissions of counsel for the Receiver, and such other counsel as were present and appearing on the Counsel Slip, no one appearing for

any other person on the service list, although properly served as appears from the Affidavit of Service of July 29, 2024, filed:

SERVICE

1. **THIS COURT ORDERS** that the time and method of service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF REPORT AND ACTIVITIES

2. **THIS COURT ORDERS** that the First Report and the activities of the Receiver as set out therein are hereby approved, provided, however, that only the Receiver in its personal capacity and only with respect to its own personal liabilities shall be entitled to rely upon or utilize in any way such approval as it relates to the Receiver.

3. **THIS COURT ORDERS** that the interim statement of receipts and disbursements for the period ending July 19, 2024 as set out at paragraphs 36 to 42 of the First Report, is hereby approved.

RECEIVER AUTHORIZED TO MAKE DISTRIBUTIONS

4. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to make an interim distribution to the Applicant, Siena Lending Group Canada LLC (the “**Lender**”), in the amount of \$500,000 in respect of its secured claim against the ABL Priority Collateral (as defined in the First Report) (“**Interim Lender Distribution**”).

5. **THIS COURT ORDERS** that the Receiver is hereby authorized to make subsequent distributions to the Lender in satisfaction of the debt owing by the Debtors to the Lender in respect of its secured claim against the ABL Priority Collateral, without further Order of this Court, provided that the aggregate distributions to the Lender do not exceed the indebtedness owed to it by the Debtors and that (i) written notice is provided to the Service List no less than seven (7) days prior to any such subsequent distribution advising of the intended quantum of the distribution, the source of realizations for such distribution, the proposed distribution date and any other relevant information; and (ii) no objection is received prior to the proposed date of such distribution.

6. **THIS COURT ORDERS** that the Interim Lender Distribution and any subsequent distributions to the Lender (collectively, the “**Distributions**”) shall not constitute a “distribution” for the purposes of section 107 of the *Corporations Tax Act (Ontario)*, section 22 of the *Retail Sales Tax Act (Ontario)*, section 117 of the *Taxation Act, 2007 (Ontario)*, section 159 of the *Income Tax Act*, section 270 of the *Excise Tax Act (Canada)*, section 86 of the *Employment Insurance Act (Canada)*, or any other similar applicable federal, provincial or territorial tax legislation (collectively, the “**Tax Statutes**”). The Receiver, in making the Distributions, is merely a disbursing agent and is not exercising any discretion in making the Distributions, and no person is “distributing” such funds for the purpose of the Tax Statutes, and the Receiver shall not incur any liability under the Tax Statutes in respect of the Distributions and the Receiver is hereby forever released, remised and discharged from any claims against it under or pursuant to the Tax Statutes or otherwise at law, arising in respect or as a result of the Distributions made by it in accordance with this Order and any claims of this nature are hereby forever barred.

GENERAL

7. **THIS COURT ORDERS** that, notwithstanding Rule 59.05, this Order is effective from the date that it is made, and is enforceable without any need for entry and filing.

8. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or in any other foreign jurisdiction to give effect to this Order and to assist the Debtors, the Receiver and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance the Debtors, and the Receiver, as an officer of this Court, as may be necessary or desirable to recognize and give effect to this Order and to assist the Debtors, the Receiver and their respective agents in carrying out the terms of this Order.

SIENA LENDING GROUP CANADA LLC
Applicant

and

Court File No. CV-24-00720816-00CL
GLOBAL FOOD AND INGREDIENTS INC. et al
Respondents

Email addresses of the recipients: See The Service List

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at **Toronto**

DISTRIBUTION ORDER

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