

**QUALIFIED BIDDER REQUIREMENTS
FOR FORECLOSURE SALE OF COLLATERAL
BY FUNDTHROUGH USA, INC.**

Reference is made to the Terms of Public Sale (as amended from time to time, the “Terms of Sale”) for the foreclosure sale by FundThrough USA, Inc. of the Collateral provided concurrently with these Qualified Bidder Requirements. Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Terms of Sale.

In order to become a Qualified Bidder and to bid at the Auction, **by no later than 4:00 p.m. PDT on Monday, April 1, 2024, which is the date that is two (2) business days prior to the April 3, 2024 Auction Date (the “Qualified Bidder Requirements Deadline”), a potential bidder must:**

1. Execute the Confidentiality Agreement and the Qualified Bidder Certification, each of which, as further described in the Terms of Sale, are conditions to a potential bidder being granted access to the Data Room;
2. Deposit the sum of \$1,000,000.00 (the “Required Deposit”) in trust with Braun International (“Auctioneer”) by wire as follows:

Name of Bank	Banc of California
Account Name:	Braunco Inc Client Account
ABA Number:	122243774
Account Number::	1010024774
Reference:	Canopy Foods

3. Provide proof of such bidder’s financial ability to consummate the Transaction to the Secured Party’s reasonable satisfaction, including that it has total liquid assets in excess of \$3,000,000.00, which proof shall consist of an official bank statement or, if the bidder is a special purpose entity or otherwise not a creditworthy entity or, in Secured Party’s reasonable judgment, lacks sufficient creditworthiness to establish that such bidder qualifies as a Qualified Bidder, a customary guaranty, letter of credit, commitment letter or other form of credit support in form and substance reasonably acceptable to the Secured Party, demonstrating that such Qualified Bidder has access to immediately available funds sufficient to pay the consummation the Transaction if such Qualified Bidder is the Transacting Bidder (“Proof of Financial Ability”);
4. Deliver a copy of a board resolution, written consent, secretary’s certificate or similar document demonstrating the authority of such bidder to make a binding and irrevocable bid and to consummate the Transaction in form and substance reasonably acceptable to the Secured Party (“Proof of Bidding Authority”); and
5. Deliver executed copies of each of the Confidentiality Agreement, the Qualified Bidder Certification, Proof of Financial Ability and Proof of Bidding Authority to the Auctioneer at info@braunco.com and in each case by no later than the Qualified Bidder Requirements Deadline.

Each of the Secured Party and the Auctioneer reserves the right to prohibit a bidder from participating at the Auction for failure to satisfy any of the above conditions in accordance herewith.

Meeting any requirements under any documents set forth above or otherwise related to the sale of the Sale Collateral shall be at the sole risk, cost and expense of such bidder. If a bidder is a special purpose entity or otherwise not a creditworthy entity or, in Secured Party’s reasonable judgment, lacks sufficient creditworthiness to establish that such bidder qualifies as a Qualified Bidder or render such bidder capable of participating in the Auction or consummating the Transaction, Secured Party reserves the right to require a creditworthy affiliate of such bidder to qualify as a Qualified Bidder, execute the Qualified Bidder Certification and, depending on the circumstances, provide additional credit support in the form of a guaranty, letter of credit, commitment letter and/or or other credit support reasonably acceptable to the Secured Party.

For questions, please contact Braun International :: info@braunco.com; (866) 568-6638, ext. 100.