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10 *Counsel for Lead Plaintiff Michael G.*
11 *Quinn and Lead Counsel for the Class*

12 **UNITED STATES DISTRICT COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA**

14 JEFFREY N. SCHNEIDER,
15 Individually and On Behalf of All
16 Others Similarly Situated,

17 Plaintiff,

18 v.

19 CHAMPIGNON BRANDS INC.,
20 GARETH BIRDSALL, and
21 MATTHEW FISH,

22 Defendants.
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Case No. 2:21-cv-03120-JVS-KES

**NOTICE OF LEAD PLAINTIFF'S
UNOPPOSED MOTION FOR
FINAL APPROVAL OF CLASS
ACTION SETTLEMENT**

Date: February 27, 2023

Time: 1:30 p.m.

Crtm: 10C

Judge: James V. Selna

**TO THE CLERK OF THE COURT AND ALL PARTIES AND THEIR
ATTORNEYS OF RECORD:**

PLEASE TAKE NOTICE that, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and the Court's Order Preliminarily Approving Settlement and Providing for Notice ("Preliminary Approval Order," ECF No. 88), on February 27, 2023 at 1:30 p.m., in Courtroom 10C of the United States District Court for the Central District of California, Ronald Reagan Federal Building, 411 West 4th Street, Room 1053, Santa Ana, California 92701, Lead Plaintiff Michael G. Quinn ("Lead Plaintiff") will, and hereby does, move the Honorable James V. Selna, United States District Court Judge, for the entry of the [Proposed] Judgment Approving Class Action Settlement, the [Proposed] Order Approving the Plan of Allocation, and the [Proposed] Order Awarding Attorneys' Fees and Reimbursement of Litigation Expenses, each of which are submitted herewith.

As set forth in the memorandum of points and authorities, in accordance with the Federal Rule of Civil Procedure 23(e), the terms of the proposed Settlement are fair, reasonable, and adequate, notice of the proposed Settlement has been disseminated in accordance with the Preliminary Approval Order, and there have been no objections to the Settlement to date. Accordingly, Lead Plaintiff requests the Court grant final approval of the proposed Settlement of this Action, the proposed Plan of Allocation, and the requested award of attorneys' fees and reimbursement of litigation expenses.

This unopposed motion is based upon the accompanying Memorandum of Points and Authorities, the Declaration of Margery Craig, all the documents and exhibits in support thereof, as well as all the pleadings and papers on file in this matter and any further evidence and argument as may be presented at the hearing.

Lead Counsel conferred with Defendants' counsel with respect to this motion. Defendants' counsel have authorized Lead Counsel to represent that Defendants do not oppose this motion.

1 DATED: January 20, 2023

GLANCY PRONGAY & MURRAY LLP

2 By: /s/ Casey E. Sadler

3 Robert V. Prongay

4 Casey E. Sadler

5 1925 Century Park East, Suite 2100

6 Los Angeles, California 90067

7 Telephone: (310) 201-9150

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9 csadler@glancylaw.com

10 *Counsel for Plaintiff Michael G. Quinn and*
11 *Lead Counsel for the Class*
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PROOF OF SERVICE BY ELECTRONIC POSTING

I, the undersigned, say:

I am not a party to the above case and am over eighteen years old. On January 20, 2023, I served true and correct copies of the foregoing document, by posting the document electronically to the ECF website of the United States District Court for the Central District of California, for receipt electronically by the parties listed on the Court's Service List.

I affirm under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on January 20, 2023, at Los Angeles, California.

/s/ Casey E. Sadler
Casey E. Sadler

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8 UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
9

10 JEFFREY N. SCHNEIDER,
Individually and On Behalf of All
11 Others Similarly Situated,

12 Plaintiff,

13 v.

14 CHAMPIGNON BRANDS INC.,
GARETH BIRDSALL, and
15 MATTHEW FISH,

16 Defendants.
17

Case No. 2:21-cv-03120-JVS-KES

Honorable James V. Selna

18 **[PROPOSED] ORDER APPROVING**
PLAN OF ALLOCATION OF NET SETTLEMENT FUND

19 This matter came on for hearing on February 27, 2023 (the “Settlement
20 Hearing”) on Lead Plaintiff’s motion to determine whether the proposed plan of
21 allocation of the Net Settlement Fund (“Plan of Allocation”) created by the
22 Settlement obtained in the above-captioned class action (the “Action”) should be
23 approved. The Court having considered all matters submitted to it at the Settlement
24 Hearing and otherwise; and it appearing that notice of the Settlement Hearing
25 substantially in the form approved by the Court was mailed or emailed to all
26 Settlement Class Members who or which could be identified with reasonable effort,
27 and that a summary notice of the hearing substantially in the form approved by the
28 Court was transmitted over the *Globe Newswire* pursuant to the specifications of the

1 Court; and the Court having considered and determined the fairness and
2 reasonableness of the proposed Plan of Allocation,

3 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

4 1. This Order approving the proposed Plan of Allocation incorporates by
5 reference the definitions in the Stipulation and Agreement of Settlement dated April
6 6, 2022 (ECF No. 65-1) (the “Stipulation”) and all capitalized terms not otherwise
7 defined herein shall have the same meanings as set forth in the Stipulation.

8 2. The Court has jurisdiction to enter this Order approving the proposed
9 Plan of Allocation, and over the subject matter of the Action and all parties to the
10 Action, including all Class Members.

11 3. Notice of Lead Plaintiff’s motion for approval of the proposed Plan of
12 Allocation was given to all Settlement Class Members who could be identified with
13 reasonable effort. The form and method of notifying the Settlement Class of the
14 motion for approval of the proposed Plan of Allocation satisfied the requirements of
15 Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation
16 Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable
17 law and rules, constituted the best notice practicable under the circumstances, and
18 constituted due and sufficient notice to all persons and entities entitled thereto.

19 4. Copies of the Postcard Notice, which directs Settlement Class Members
20 to the Notice on the settlement website, were mailed or a link to the Notice were
21 emailed to over 37,481 potential Settlement Class Members, which included the
22 Plan of Allocation, and no objections to the proposed plan were submitted.

23 5. The Court hereby finds and concludes that the formula for the
24 calculation of the claims of Claimants as set forth in the Plan of Allocation provided
25 to Class Members provides a fair and reasonable basis upon which to allocate the
26 proceeds of the Net Settlement Fund among Settlement Class Members with due
27 consideration having been given to administrative convenience and necessity.

6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Settlement Class.

7. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this _____ day of _____, 2023.

The Honorable James V. Selna
United States District Judge

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8 UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
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10 JEFFREY N. SCHNEIDER,
Individually and On Behalf of All
11 Others Similarly Situated,

12 Plaintiff,

13 v.

14 CHAMPIGNON BRANDS INC.,
GARETH BIRDSALL, and
15 MATTHEW FISH,

16 Defendants.

Case No. 2:21-cv-03120-JVS-KES

Honorable James V. Selna

17 **[PROPOSED] ORDER AWARDING ATTORNEYS' FEES**
18 **AND REIMBURSEMENT OF LITIGATION EXPENSES**

19 This matter came on for hearing on February 27, 2023 (the "Settlement
20 Hearing") on Lead Counsel's motion for an award of attorneys' fees and
21 reimbursement of Litigation Expenses. The Court having considered all matters
22 submitted to it at the Settlement Hearing and otherwise; and it appearing that notice
23 of the Settlement Hearing substantially in the form approved by the Court was
24 mailed to all Settlement Class Members who or which could be identified with
25 reasonable effort, and that a summary notice of the hearing substantially in the form
26 approved by the Court was transmitted over the *Globe Newswire* pursuant to the
27 specifications of the Court; and the Court having considered and determined the
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1 fairness and reasonableness of the award of attorneys' fees and Litigation Expenses
2 requested,

3 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

4 1. This Order incorporates by reference the definitions in the Stipulation
5 and Agreement of Settlement dated April 6, 2022 (ECF No. 65-1) (the
6 "Stipulation") and all capitalized terms not otherwise defined herein shall have the
7 same meanings as set forth in the Stipulation.

8 2. The Court has jurisdiction to enter this Order and over the subject
9 matter of the Action and all parties to the Action, including all Settlement Class
10 Members.

11 3. Notice of Lead Counsel's motion for an award of attorneys' fees and
12 reimbursement of Litigation Expenses was given to all Settlement Class Members
13 who could be identified with reasonable effort. The form and method of notifying
14 the Settlement Class of the motion for an award of attorneys' fees and expenses
15 satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the
16 Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due
17 process, and all other applicable law and rules, constituted the best notice
18 practicable under the circumstances, and constituted due and sufficient notice to all
19 persons and entities entitled thereto.

20 4. Lead Counsel are hereby awarded attorneys' fees in the amount of 25%
21 of the Settlement Fund and \$23,953.30 in reimbursement of Lead Counsel's
22 litigation expenses (which fees and expenses shall be paid from the Settlement
23 Fund), which sums the Court finds to be fair and reasonable.

24 5. In making this award of attorneys' fees and reimbursement of expenses
25 to be paid from the Settlement Fund, the Court has considered and found that:

26 A. The Settlement has created a fund consisting of \$1,000,000 in
27 cash that has been funded into escrow pursuant to the terms of the Stipulation,
28 and that numerous Settlement Class Members who submit acceptable Claim

1 Forms will benefit from the Settlement that occurred because of the efforts of
2 Plaintiff's Counsel;

3 B. Copies of the Postcard Notice were mailed and links to the
4 Notice and Claim Form were emailed to over 37,481 potential Settlement
5 Class Members and nominees stating that Lead Counsel would apply for
6 attorneys' fees in an amount not to exceed 33⅓% of the Settlement Fund and
7 reimbursement of Litigation Expenses in an amount not to exceed \$25,000.
8 There were no objections to the requested attorneys' fees and expenses;

9 C. Lead Counsel has conducted the litigation and achieved the
10 Settlement with skill, perseverance and diligent advocacy;

11 D. The Action raised a number of complex issues;

12 E. Had Lead Counsel not achieved the Settlement there would
13 remain a significant risk that Lead Plaintiff and the other members of the
14 Settlement Class may have recovered less or nothing from Defendants;

15 F. Lead Counsel undertook the Action on a fully contingent basis,
16 thereby assuming the risk of loss;

17 G. Lead Counsel devoted over 303.90 hours, with a lodestar value
18 of approximately \$182,872.50 to achieve the Settlement; and

19 H. The amount of attorneys' fees awarded and expenses to be
20 reimbursed from the Settlement Fund are fair and reasonable and consistent
21 with awards in similar cases.

22 6. Lead Plaintiff Michael G. Quinn is hereby awarded \$1,000 from the
23 Settlement Fund as reimbursement for his reasonable costs and expenses directly
24 related to his representation of the Settlement Class.

25 7. Any appeal or any challenge affecting this Court's approval regarding
26 any attorneys' fees and expense application shall in no way disturb or affect the
27 finality of the Judgment.
28

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

JEFFREY N. SCHNEIDER,
Individually and On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

CHAMPIGNON BRANDS INC.,
GARETH BIRDSALL, and
MATTHEW FISH,

Defendants.

Case No. 2:21-cv-03120-JVS-KES

Honorable James V. Selna

JUDGMENT APPROVING CLASS ACTION SETTLEMENT

WHEREAS, a consolidated class action is pending in this Court entitled
Schneider v. Champignon Brands, Inc., et al., Case No. 2:21-cv-03120 (the “Action”);

WHEREAS, (a) Lead Plaintiff Michael G. Quinn, on behalf of himself and the
Settlement Class (defined below), and (b) defendant Champignon Brands Inc. n/k/a
Braxia Scientific Corp., (“Braxia”), and defendants Gareth Birdsall, Roger McIntyre,
Stephen Brohman, and Matthew Fish (collectively, the “Individual Defendants”; and,
together with Braxia, the “Defendants”; and together with Lead Plaintiff, the
“Parties”) have entered into a Stipulation and Agreement of Settlement dated April 6,
2022 (the “Stipulation”), that provides for a complete dismissal with prejudice of the
claims asserted against Defendants in the Action on the terms and conditions set forth
in the Stipulation, subject to the approval of this Court (the “Settlement”);

WHEREAS, unless otherwise defined in this Judgment, the capitalized terms
herein shall have the same meaning as they have in the Stipulation;

1 WHEREAS, by Order dated November 4, 2022 (the “Preliminary Approval
2 Order”), this Court: (a) preliminarily approved the Settlement; (b) certified the
3 Settlement Class solely for purposes of effectuating the Settlement; (c) ordered that
4 notice of the proposed Settlement be provided to potential Settlement Class Members;
5 (d) provided Settlement Class Members with the opportunity either to exclude
6 themselves from the Settlement Class or to object to the proposed Settlement; and (e)
7 scheduled a hearing regarding final approval of the Settlement;
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9 WHEREAS, due and adequate notice has been given to the Settlement Class;
10

11 WHEREAS, the Court conducted a hearing on February 27, 2023 (the
12 “Settlement Hearing”) to consider, among other things, (a) whether the terms and
13 conditions of the Settlement are fair, reasonable and adequate to the Settlement Class,
14 and should therefore be approved; and (b) whether a judgment should be entered
15 dismissing the Action with prejudice as against Defendants; and
16

17 WHEREAS, the Court having reviewed and considered the Stipulation, all
18 papers filed and proceedings held herein in connection with the Settlement, all oral
19 and written comments received regarding the Settlement, and the record in the Action,
20 and good cause appearing therefor;
21

22 IT IS HEREBY ORDERED, ADJUDGED AND DECREED:
23

24 1. **Jurisdiction** – The Court has jurisdiction over the subject matter of the
25 Action, and all matters relating to the Settlement, as well as personal jurisdiction over
26 all of the Parties and each of the Settlement Class Members.
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1 2. **Incorporation of Settlement Documents** – This Judgment incorporates
2 and makes a part hereof: (a) the Stipulation filed with the Court on April 7, 2022; and
3 (b) the Notice, the Summary Notice, and the Postcard Notice, all of which were filed
4 with the Court on April 7, 2022.

6 3. **Class Certification for Settlement Purposes** – The Court hereby
7 affirms its determinations in the Preliminary Approval Order certifying, for the
8 purposes of the Settlement only, the Action as a class action pursuant to Rules 23(a)
9 and (b)(3) of the Federal Rules of Civil Procedure on behalf of the Settlement Class
10 consisting of all persons and entities that purchased or acquired Braxia shares on the
11 OTC Market between March 27, 2020 and February 17, 2021, inclusive (the
12 “Settlement Class Period”) and were injured thereby. Excluded from the Settlement
13 Class are (a) persons who suffered no compensable losses; and (b) (i) Defendants; (ii)
14 the legal representatives, heirs, successors, assigns, and members of the immediate
15 families of the Individual Defendants; (iii) the parents, subsidiaries, assigns,
16 successors, predecessors and affiliates of Braxia; (iv) any person who served as an
17 Officer and/or director of Braxia during the Settlement Class Period; (v) any entity in
18 which any of the foregoing (i)-(iv) excluded persons have or had a majority ownership
19 interest during the Settlement Class Period; (c) any trust of which any Individual
20 Defendant is the grantor or settlor or which is for the benefit of any Individual
21 Defendant and/or member(s) of his or her immediate family; and (d) Defendants’
22 liability insurance carriers. [Also excluded from the Settlement Class are the persons
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1 and entities listed on Exhibit 1 hereto who or which are excluded from the Settlement
2 Class pursuant to request.]

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4 4. **Adequacy of Representation** – Pursuant to Rule 23 of the Federal Rules
5 of Civil Procedure, and for the purposes of the Settlement only, the Court hereby
6 affirms its determinations in the Preliminary Approval Order certifying Lead Plaintiff
7 as Class Representative for the Settlement Class and appointing Lead Counsel as
8 Class Counsel for the Settlement Class. Lead Plaintiff and Lead Counsel have fairly
9 and adequately represented the Settlement Class both in terms of litigating the Action
10 and for purposes of entering into and implementing the Settlement and have satisfied
11 the requirements of Federal Rules of Civil Procedure 23(a)(4) and 23(g), respectively.
12

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14 5. **Notice** – The Court finds that the emailing of a link to the webpage
15 hosting an electronic version of the Notice, the dissemination of the Postcard Notice,
16 the online posting of the Notice, and the publication of the Summary Notice: (a) were
17 implemented in accordance with the Preliminary Approval Order; (b) constituted the
18 best notice practicable under the circumstances; (c) constituted notice that was
19 reasonably calculated, under the circumstances, to apprise Settlement Class Members
20 of (i) the pendency of the Action; (ii) the effect of the proposed Settlement (including
21 the Releases to be provided thereunder); (iii) Lead Counsel’s motion for an award of
22 attorneys’ fees and reimbursement of Litigation Expenses; (iv) their right to object to
23 any aspect of the Settlement, the Plan of Allocation and/or Lead Counsel’s motion for
24 attorneys’ fees and reimbursement of Litigation Expenses; (v) their right to exclude
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1 themselves from the Settlement Class; and (vi) their right to appear at the Settlement
2 Hearing; (d) constituted due, adequate, and sufficient notice to all persons and entities
3 entitled to receive notice of the proposed Settlement; and (e) satisfied the
4 requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States
5 Constitution (including the Due Process Clause), the Private Securities Litigation
6 Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable law and
7 rules.
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10 6. **Final Settlement Approval and Dismissal of Claims** – Pursuant to, and
11 in accordance with, Rule 23 of the Federal Rules of Civil Procedure, this Court hereby
12 fully and finally approves the Settlement set forth in the Stipulation in all respects
13 (including, without limitation: the amount of the Settlement; the Releases provided
14 for therein; and the dismissal with prejudice of the claims asserted against Defendants
15 in the Action), and finds that the Settlement is, in all respects, fair, reasonable and
16 adequate to the Settlement Class. The Parties are directed to implement, perform and
17 consummate the Settlement in accordance with the terms and provisions contained in
18 the Stipulation.
19

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21 7. The Action and all of the claims asserted against Defendants in the
22 Action by Lead Plaintiff and the other Settlement Class Members are hereby
23 dismissed with prejudice. The Parties shall bear their own costs and expenses, except
24 as otherwise expressly provided in the Stipulation.
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28 8. **Binding Effect** – The terms of the Stipulation and of this Judgment shall

1 be forever binding on Defendants, Lead Plaintiff and all other Settlement Class
2 Members (regardless of whether or not any individual Settlement Class Member
3 submits a Claim Form or seeks or obtains a distribution from the Net Settlement
4 Fund), as well as their respective successors and assigns. [The persons and entities
5 listed on Exhibit 1 hereto are excluded from the Settlement Class pursuant to request
6 and are not bound by the terms of the Stipulation or this Judgment.]
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9 9. **Releases** – The Releases set forth in paragraphs 6 and 7 of the
10 Stipulation, together with the definitions contained in paragraph 1 of the Stipulation
11 relating thereto, are expressly incorporated herein in all respects. The Releases are
12 effective as of the Effective Date. Accordingly, this Court orders that:
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14 (a) Without further action by anyone, and subject to paragraph 10
15 below, upon the Effective Date of the Settlement, Lead Plaintiff and each of the other
16 Settlement Class Members, on behalf of themselves, and their respective successors
17 or assigns, in their capacities as such, shall be deemed to have, and by operation of
18 law and of this Judgment shall have, fully, finally and forever waived, released,
19 discharged, and dismissed each and every Released Plaintiff's Claim against
20 Defendants and the other Defendants' Releasees, and shall forever be enjoined from
21 prosecuting any or all of the Released Plaintiff's Claims against any of the
22 Defendants' Releasees. This Release shall not apply to any of the Excluded Claims
23 (as that term is defined in paragraph 1(t) of the Stipulation).
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28 (b) Without further action by anyone, and subject to paragraph 10

1 below, upon the Effective Date of the Settlement, Defendants, on behalf of
2 themselves, and their respective successors or assigns, in their capacities as such, shall
3 be deemed to have, and by operation of law and of this Judgment shall have, fully,
4 finally and forever waived, released, discharged, and dismissed each and every
5 Released Defendants' Claim against Lead Plaintiff and the other Plaintiff's Releasees,
6 and shall forever be enjoined from prosecuting any or all of the Released Defendants'
7 Claims against any of the Plaintiff's Releasees. [This Release shall not apply to any
8 person or entity listed on Exhibit 1 hereto.]
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12 10. Notwithstanding paragraphs 9(a) – (b) above, nothing in this Judgment
13 shall bar any action by any of the Parties to enforce or effectuate the terms of the
14 Stipulation or this Judgment.
15

16 11. **Rule 11 Findings** – The Court finds and concludes that the Parties and
17 their respective counsel have complied in all respects with the requirements of Rule
18 11 of the Federal Rules of Civil Procedure in connection with the institution,
19 prosecution, defense, and settlement of the Action.
20

21 12. **No Admissions** – Neither this Judgment, the Term Sheet, the Stipulation
22 (whether or not consummated), including the exhibits thereto and the Plan of
23 Allocation contained therein (or any other plan of allocation that may be approved by
24 the Court), the negotiations leading to the execution of the Term Sheet and the
25 Stipulation, nor any proceedings taken pursuant to or in connection with the Term
26 Sheet, the Stipulation and/or approval of the Settlement (including any arguments
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1 proffered in connection therewith):

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3 (a) shall be offered against any of the Defendants' Releasees as
4 evidence of, or construed as, or deemed to be evidence of any presumption,
5 concession, or admission by any of the Defendants' Releasees with respect to the truth
6 of any fact alleged by Lead Plaintiff or the validity of any claim that was or could
7 have been asserted or the deficiency of any defense that has been or could have been
8 asserted in this Action or in any other litigation, or of any liability, negligence, fault,
9 or other wrongdoing of any kind of any of the Defendants' Releasees or in any way
10 referred to for any other reason as against any of the Defendants' Releasees, in any
11 civil, criminal or administrative action or proceeding, other than such proceedings as
12 may be necessary to effectuate the provisions of the Stipulation;
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17 (b) shall be offered against any of the Plaintiff's Releasees, as
18 evidence of, or construed as, or deemed to be evidence of any presumption,
19 concession or admission by any of the Plaintiff's Releasees that any of their claims
20 are without merit, that any of the Defendants' Releasees had meritorious defenses, or
21 that damages recoverable under the Complaint would not have exceeded the
22 Settlement Amount or with respect to any liability, negligence, fault or wrongdoing
23 of any kind, or in any way referred to for any other reason as against any of the
24 Plaintiff's Releasees, in any civil, criminal or administrative action or proceeding,
25 other than such proceedings as may be necessary to effectuate the provisions of the
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1 Stipulation; or

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3 (c) shall be construed against any of the Releasees as an admission,
4 concession, or presumption that the consideration to be given under the Settlement
5 represents the amount which could be or would have been recovered after trial;
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7 provided, however, that the Parties and the Releasees and their respective counsel
8 may refer to this Judgment and the Stipulation to effectuate the protections from
9 liability granted hereunder and thereunder or otherwise to enforce the terms of the
10 Settlement.
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12 13. **Retention of Jurisdiction** – Without affecting the finality of this
13 Judgment in any way, this Court retains continuing and exclusive jurisdiction over:
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15 (a) the Parties for purposes of the administration, interpretation, implementation and
16 enforcement of the Settlement; (b) the disposition of the Settlement Fund; (c) any
17 motion for an award of attorneys' fees and/or Litigation Expenses by Lead Counsel
18 in the Action that will be paid from the Settlement Fund; (d) any motion to approve
19 the Plan of Allocation; (e) any motion to approve the Class Distribution Order; and
20
21 (f) the Settlement Class Members for all matters relating to the Action.
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23 14. Separate orders shall be entered regarding approval of a plan of
24 allocation and the motion of Lead Counsel for an award of attorneys' fees and
25 reimbursement of Litigation Expenses. Such orders shall in no way affect or delay
26
27 the finality of this Judgment and shall not affect or delay the Effective Date of the
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1 Settlement.

2 15. **Modification of the Agreement of Settlement** – Without further
3 approval from the Court, Lead Plaintiff and Defendants are hereby authorized to agree
4 to and adopt such amendments or modifications of the Stipulation or any exhibits
5 attached thereto to effectuate the Settlement that: (a) are not materially inconsistent
6 with this Judgment; and (b) do not materially limit the rights of Settlement Class
7 Members in connection with the Settlement. Without further order of the Court, Lead
8 Plaintiff and Defendants may agree to reasonable extensions of time to carry out any
9 provisions of the Settlement.
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13 16. **Termination of Settlement** – If the Settlement is terminated as provided
14 in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this
15 Judgment shall be vacated, rendered null and void and be of no further force and
16 effect, except as otherwise provided by the Stipulation, and this Judgment shall be
17 without prejudice to the rights of Lead Plaintiff, the other Settlement Class Members
18 and Defendants, and the Parties shall revert to their respective positions in the Action
19 as of February 25, 2022, as provided in the Stipulation.
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22 17. **Entry of Final Judgment** – There is no just reason to delay the entry of
23 this Judgment as a final judgment in this Action. Accordingly, the Clerk of the Court
24 is expressly directed to immediately enter this final judgment in this Action.
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1 SO ORDERED this _____ day of _____, 2023.

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5 The Honorable James V. Selna
6 United States District Judge
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Exhibit 1

**[List of Persons and Entities Excluded from the Settlement Class Pursuant to
Request]**

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

JEFFREY N. SCHNEIDER, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CHAMPIGNON BRANDS INC., GARETH
BIRDSALL, and MATTHEW FISH,

Defendants.

Case No. 2:21-cv-03120-JVS-KES

Honorable James V. Selna

**DECLARATION OF MARGERY CRAIG CONCERNING: (A) MAILING OF THE
POSTCARD NOTICE; (B) PUBLICATION OF THE SUMMARY NOTICE; AND
(C) REPORT ON REQUESTS FOR EXCLUSION AND OBJECTIONS**

I, Margery Craig, declare as follows:

1. I am a Project Manager of Strategic Claims Services (“SCS”), a nationally recognized class action administration firm. I have over fifteen years of experience specializing in the administration of class action cases. SCS was established in April 1999 and has administered over five hundred twenty-five (525) class action cases since its inception. Pursuant to the Court’s Order Preliminarily Approving Settlement and Providing for Notice, dated November 4, 2022 (Dkt. No. 88) (“Preliminary Approval Order”), SCS was retained as the Claims Administrator in connection with the Settlement of the above-captioned action.¹

2. I submit this declaration in order to provide the Court and the Parties information regarding the mailing of the Postcard Notice and emailing of the link to the webpage hosting the Notice of (I) Pendency of Class Action, Certification of the Settlement Class, and Proposed

¹ All capitalized terms used herein that are not otherwise defined have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated April 6, 2022 (Dkt. No. 65-1) (the “Stipulation”).

1 Settlement; (II) Settlement Hearing; and (III) Motion for an Award of Attorneys' Fees and
2 Reimbursement of Litigation Expenses ("Notice") and Proof of Claim and Release Form ("Claim
3 Form") to potential Settlement Class Members, as well as updates concerning other aspects of
4 the Settlement administration process. I have personal knowledge of the facts set forth herein,
5 and if called on to do so, I could and would testify competently thereto.
6

7 **MAILING OF POSTCARD NOTICE**

8 3. Pursuant to the Preliminary Approval Order, to provide actual notice to those
9 persons and entities that purchased or acquired Braxia shares on the OTC Market publicly traded
10 from March 27, 2020 through February 17, 2021, inclusive ("Settlement Class Period"), SCS
11 printed and mailed the Postcard Notice to potential members of the Settlement Class. A true and
12 correct copy of the Postcard Notice is attached as **Exhibit A**.
13

14 4. SCS sent the Depository Trust Company ("DTC") a Notice and Claim Form for
15 the DTC to publish on its Legal Notice System ("LENS") on November 18, 2022. LENS
16 provides DTC participants the ability to search and download legal notices as well as receive e-
17 mail alerts based on particular notices or particular CUSIPs once a legal notice is posted. A copy
18 of the Notice and Claim Form is attached as **Exhibit B**.
19

20 5. As in most class actions of this nature, the large majority of potential Settlement
21 Class Members are expected to be beneficial purchasers whose securities are held in "street
22 name" — *i.e.*, the securities are purchased by brokerage firms, banks, institutions and other third-
23 party nominees in the name of the nominee, on behalf of the beneficial purchasers. The names
24 and addresses of these beneficial purchasers are known only to the nominees. SCS maintains a
25 proprietary master list consisting of 811 banks and brokerage companies ("Nominee Account
26 Holders"), as well as 942 mutual funds, insurance companies, pension funds, and money
27
28

1 managers (“Institutional Groups”). On November 18, 2022, SCS caused a letter to be mailed or
2 e-mailed to the 1,753 nominees contained in the SCS master mailing list. The letter notified them
3 of the Settlement and requested that they, within 7 calendar days from the date of the letter,
4 either request copies of the Postcard Notice or email the link to the webpage hosting the Notice
5 and Claim Form to their customers who may be beneficial purchasers/owners or provide SCS
6 with a list of the names, mailing addresses, and email addresses of such beneficial
7 purchasers/owners so that SCS could promptly mail Postcard Notice or email the link to the
8 webpage hosting the Notice and Claim Form directly to them. A copy of the letter sent to these
9 nominees is attached as **Exhibit C**.

11 6. SCS mailed, by first class mail, postage prepaid, the Postcard Notice to 167
12 individuals and organizations identified in the transfer records which were provided to SCS by
13 Defendants’ Counsel. These records reflect persons and entities that purchased Braxia shares for
14 their own account, or for the account(s) of their clients, during the Settlement Class Period. The
15 transfer record mailing was completed on November 18, 2022.

17 7. Following this mailing, SCS received 4,518 additional names and addresses of
18 potential Settlement Class Members from individuals or nominees requesting that a Postcard
19 Notice be mailed by SCS, SCS received a request from one nominee for 12,000 Postcard Notices
20 so that the nominee could forward them to their customers, and SCS was notified by four
21 nominees that they mailed 56 Postcard Notices to their customers. To date, 16,741 Postcard
22 Notices have been mailed to potential Settlement Class Members.

24 8. Additionally, SCS was provided with eight email addresses by Lead Counsel to
25 email the link to the webpage hosting the Notice and Claim Form, and SCS was notified by one
26 of the nominees that they emailed 20,732 of their customers to notify them of this settlement and
27
28

1 provide the link to the webpage hosting the Notice and Claim Form. To date, 20,740 emails have
2 been sent to potential Settlement Class Members.

3 9. In total 37,481 potential Settlement Class Members were notified either by mailed
4 Postcard Notice or emailed the link to the webpage hosting the Notice and Claim Form.²

5 **PUBLICATION OF THE SUMMARY NOTICE**

6
7 10. Pursuant to the Preliminary Approval Order, the Summary Notice of Pendency
8 and Proposed Class Action Settlement (“Summary Notice”) was published electronically over
9 *Globe Newswire* on December 14, 2022 as shown in the confirmations of publications attached
10 hereto as **Exhibit D**.

11 **TOLL-FREE PHONE LINE**

12
13 11. SCS maintains a toll-free telephone number (1-866-274-4004) for potential
14 Settlement Class Members to call and obtain information about the Settlement as well as request
15 a Notice and Claim Form. SCS has promptly responded to each telephone inquiry and will
16 continue to address Settlement Class Member inquiries.

17 **SETTLEMENT WEBPAGE**

18
19 12. On November 18, 2022, SCS established a webpage on its website at
20 www.strategicclaims.net/Braxia/. The webpage is accessible 24 hours a day, 7 days a week. The
21 webpage contains the current status of this case; the case deadlines; the online claim filing link;
22 and important documents such as the Notice and Claim Form, the Postcard Notice, the
23 Preliminary Approval Order, the Civil Minutes for Order Regarding Motion for Preliminary
24 Approval of Class Settlement and Related Motions, the Declaration of Casey E. Sadler in
25

26 ² SCS received 2 requests for the Notice and Claim Form to be mailed to potential Settlement
27 Class Members from the Postcard Notice mailing. SCS immediately mailed out the Notice and
28 Claim Form for these requests.

1 Support of Lead Counsel's Motion for a Preliminary Award of Attorneys' Fees and
2 Reimbursement of Litigation Expenses, the Memorandum of Law in Support of Lead Counsel's
3 Motion on for a Preliminary Award of Attorneys' Fees and Reimbursement of Litigation
4 Expenses, the Supplemental Declaration of Casey E. Sadler in Support of Lead Plaintiff's
5 Unopposed Motion for (I) Preliminary Approval of Class Action Settlement, (II) Certification of
6 the Settlement Class, and (III) Approval of Notice to the Settlement Class, the Plaintiff's
7 Response to Court's Order Regarding Additional Briefing on Class Definition, and the
8 Stipulation with exhibits.
9

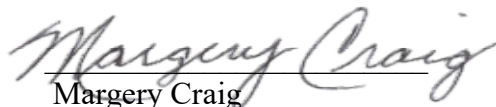
10 **REPORT ON EXCLUSIONS AND OBJECTIONS**

11 13. The Postcard Notice, Notice, and Summary Notice informed potential Settlement
12 Class Members that written requests for exclusion are to be mailed to SCS such that they are
13 received no later than February 6, 2023. SCS has monitored all mail delivered for this case. To
14 date, SCS has not received any exclusion requests.
15

16 14. According to the Notice, Settlement Class Members seeking to object to the
17 Settlement, the proposed Plan of Allocation or Lead Counsel's motion for an award of attorneys'
18 fees and reimbursement of Litigation Expenses, must be submitted to the Clerk of the Court,
19 Lead Counsel, and Defendants' Counsel such that they are filed or received on or before
20 February 6, 2023. As of the date of this Declaration, SCS has not been notified of any objections
21 or received any misdirected objections.
22

23 I declare under penalty of perjury that the foregoing is true and correct.

24 Signed this 20th day of January, in Media, Pennsylvania.
25

26 
27 Margery Craig
28

Schneider v. Champignon Brands Inc.
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
Media, PA 19063

COURT-ORDERED LEGAL NOTICE

**Important Notice about a Securities Class
Action Settlement.**

**You may be entitled to a CASH payment.
This Notice may affect your legal rights.
Please read it carefully.**

Schneider v. Champignon Brands Inc.
Case No. 2:21-cv-03120-JVS-KES

**THIS CARD PROVIDES ONLY LIMITED INFORMATION ABOUT THE SETTLEMENT.
PLEASE VISIT WWW.STRATEGICCLAIMS.NET/BRAXIA/ FOR MORE INFORMATION.**

There has been a proposed Settlement of claims against Champignon Brands Inc. n/k/a Braxia Scientific Corp., (“Braxia”) and certain executives of Braxia (collectively, the “Defendants”). The Settlement would resolve a lawsuit in which Plaintiff alleges that Defendants disseminated materially false and misleading information to the investing public in violation of the federal securities laws. Defendants deny any wrongdoing. You received this Postcard Notice because you or someone in your family may have purchased or acquired Braxia shares on the OTC stock market between March 27, 2020 and February 17, 2021, inclusive, and been damaged thereby.

Defendants have agreed to pay a Settlement Amount of \$1,000,000. The Settlement provides that the Settlement Fund, after deduction of any Court-approved attorneys’ fees and expenses, notice and administration costs, and taxes, is to be divided among all Settlement Class Members who submit a valid Claim Form, in exchange for the settlement of this case and the Releases by Settlement Class Members of claims related to this case. **For all details of the Settlement, read the Stipulation and full Notice, available at www.strategicclaims.net/Braxia/.**

Your share of the Settlement proceeds will depend on the number of valid Claims submitted, and the number, size and timing of your transactions in Braxia shares. If every eligible Settlement Class Member submits a valid Claim Form, the average recovery will be \$0.019 per eligible share before expenses and other Court-ordered deductions. Your award will be determined *pro rata* based on the number of claims submitted. This is further explained in the detailed Notice found on the Settlement website.

To qualify for payment, you must submit a Claim Form. The Claim Form can be found on the website or will be mailed to you upon request to the Claims Administrator (866-274-4004). **Claim Forms must be submitted online or postmarked by March 30, 2023.** If you do not want to be legally bound by the Settlement, you must exclude yourself by February 6, 2023, or you will not be able to sue Defendants about the legal claims in this case. If you exclude yourself, you cannot get money from this Settlement. If you want to object to the Settlement, you may file an objection by February 6, 2023. The detailed Notice explains how to submit a Claim Form, exclude yourself or object.

The Court will hold a hearing in this case on February 27, 2023, to consider whether to approve the Settlement and a request by the lawyers representing the Settlement Class for up to 33⅓% of the Settlement Fund in attorneys’ fees, plus actual expenses up to \$25,000 for litigating the case and negotiating the Settlement, which may include an application for reimbursement of Plaintiff’s costs and expenses related to his representation of the Settlement Class. You may attend the hearing and ask to be heard by the Court, but you do not have to. For more information, call toll-free (866-274-4004) or visit the website www.strategicclaims.net/Braxia/ and read the detailed Notice.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

JEFFREY N. SCHNEIDER, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CHAMPIGNON BRANDS INC., GARETH
BIRDSALL, and MATTHEW FISH,

Defendants.

Case No. 2:21-cv-03120-JVS-KES

Honorable James V. Selna

**NOTICE OF (I) PENDENCY OF CLASS ACTION, CERTIFICATION OF THE SETTLEMENT
CLASS, AND PROPOSED SETTLEMENT; (II) SETTLEMENT HEARING; AND (III)
MOTION FOR
AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES**

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights may be affected by the above-captioned securities class action (the “Action”) pending in the United States District Court for the Central District of California (the “Court”), if, during the period between March 27, 2020 and February 17, 2021, inclusive (the “Settlement Class Period”), you purchased or acquired Braxia shares on the OTC stock market and were damaged thereby.¹

NOTICE OF SETTLEMENT: Please also be advised that the Court-appointed Lead Plaintiff, Michael G. uinn (“Lead Plaintiff”), on behalf of himself and the Settlement Class (as defined in 22 below), have reached a proposed settlement of the Action for 1,000,000 in cash that, if approved, will resolve all claims in the Action (the “Settlement”).

PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a member of the Settlement Class, your legal rights will be affected whether or not you act.

If you have any questions about this Notice, the proposed Settlement, or your eligibility to participate in the Settlement, please DO NOT contact Braxia, any other Defendants in the Action, or their counsel. All questions should be directed to Lead Counsel or the Claims Administrator (see ¶ 81 below).

1. **Description of the Action and the Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending securities class action brought by investors alleging, among other things, that defendants Champignon Brands Inc. n/k/a Braxia Scientific Corp., (“Braxia”), Gareth Birdsall

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated April 6, 2022 (the “Stipulation”), which is available at www.strategicclaims.net/Braxia/.

(“Birdsall”), Roger McIntyre (“McIntyre”), Stephen Brohman (“Brohman”), and Matthew Fish (“Fish”) (collectively, the “Defendants”)² violated the federal securities laws by making false and misleading statements regarding Braxia. A more detailed description of the Action is set forth in paragraphs 11-21 below. The proposed Settlement, if approved by the Court, will settle claims of the Settlement Class, as defined in paragraph 22 below.

2. **Statement of the Settlement Class’s Recovery:** Subject to Court approval, Lead Plaintiff, on behalf of himself and the Settlement Class, has agreed to settle the Action in exchange for a settlement payment of 1,000,000 in cash (the “Settlement Amount”) to be deposited into an escrow account. The Net Settlement Fund (*i.e.*, the Settlement Amount plus any and all interest earned thereon (the “Settlement Fund”) less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, and (d) any attorneys’ fees awarded by the Court) will be distributed in accordance with a plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Settlement Class. The proposed plan of allocation (the “Plan of Allocation”) is set forth on pages 10-14 below.

3. **Estimate of Average Amount of Recovery Per Share:** Based on Lead Plaintiff’s damages expert’s estimates of the number of Braxia shares purchased on the OTC stock market during the Settlement Class Period that may have been affected by the conduct at issue in the Action and assuming that all Settlement Class Members elect to participate in the Settlement, the estimated average recovery (before the deduction of any Court-approved fees, expenses and costs as described herein) per eligible share is 0.019. Settlement Class Members should note, however, that the foregoing average recovery per share is only an estimate. Some Settlement Class Members may recover more or less than this estimated amount depending on, among other factors, the number of Braxia shares purchased, when and at what prices they purchased/acquired or sold their Braxia shares, and the total number of valid Claim Forms submitted. Distributions to Settlement Class Members will be made based on the Plan of Allocation set forth herein (*see* pages 10-14 below) or such other plan of allocation as may be ordered by the Court.

4. **Average Amount of Damages Per Share:** The Parties do not agree on the average amount of damages per share that would be recoverable if Lead Plaintiff were to prevail in the Action. Among other things, Defendants do not agree with the assertion that they violated the federal securities laws or that any damages were suffered by any members of the Settlement Class as a result of their conduct.

5. **Attorneys’ Fees and Expenses Sought:** Plaintiff’s Counsel, which have been prosecuting the Action on a wholly contingent basis since its inception in 2021, have not received any payment of attorneys’ fees for their representation of the Settlement Class and have advanced the funds to pay expenses necessarily incurred to prosecute this Action. Court-appointed Lead Counsel, Glancy Prongay Murray LLP, will apply to the Court for an award of attorneys’ fees for all Plaintiff’s Counsel in an amount not to exceed 33% of the Settlement Fund. In addition, Lead Counsel will apply for reimbursement of Litigation Expenses paid or incurred in connection with the institution, prosecution and resolution of the claims against the Defendants, in an amount not to exceed 25,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff directly related to his representation of the Settlement Class. Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses. Estimates of the average cost per affected share of Braxia stock, if the Court approves Lead Counsel’s fee and expense application, is 0.007 per eligible share.

² Defendants Birdsall, McIntyre, Brohman, and Fish are collectively referred to herein as the “Individual Defendants.”

6. **Identification of Attorneys' Representatives:** Lead Plaintiff and the Settlement Class are represented by Casey Sadler, Esq. of Glancy Prongay Murray LLP, 1925 Century Park East, Suite 2100, Los Angeles, CA 90067, (888) 773-9224, settlements glancylaw.com.

7. **Reasons for the Settlement:** Lead Plaintiff's principal reason for entering into the Settlement is the substantial immediate cash benefit for the Settlement Class without the risk or the delays inherent in further litigation. Moreover, the substantial cash benefit provided under the Settlement must be considered against the significant risk that a smaller recovery or indeed no recovery at all might be achieved after contested motions, a trial of the Action and the likely appeals that would follow a trial. This process could be expected to last several years. Defendants, who deny all allegations of wrongdoing or liability whatsoever, are entering into the Settlement solely to eliminate the uncertainty, burden and expense of further protracted litigation.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM ONLINE OR POSTMARKED NO LATER THAN MARCH 30, 2023.	This is the only way to be eligible to receive a payment from the Settlement Fund. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlement as approved by the Court and you will give up any Released Plaintiff's Claims (defined in 31 below) that you have against Defendants and the other Defendants' Releasees (defined in 32 below), so it is in your interest to submit a Claim Form.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 6, 2023.	If you exclude yourself from the Settlement Class, you will not be eligible to receive any payment from the Settlement Fund. This is the only option that allows you ever to be part of any other lawsuit against any of the Defendants or the other Defendants' Releasees concerning the Released Plaintiff's Claims.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 6, 2023.	If you do not like the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and reimbursement of Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation or the fee and expense request unless you are a Settlement Class Member and do not exclude yourself from the Settlement Class.
GO TO A HEARING ON FEBRUARY 27, 2023 AT 1:30 P.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 6, 2023.	Filing a written objection and notice of intention to appear by February 6, 2023 allows you to speak in Court, at the discretion of the Court, about the fairness of the proposed Settlement, the Plan of Allocation, and/or the request for attorneys' fees and reimbursement of Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.
DO NOTHING.	If you are a member of the Settlement Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

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WHY DID I GET THE POSTCARD NOTICE?

8. The Court directed that the Postcard Notice be emailed or mailed to you because you or someone in your family or an investment account for which you serve as a custodian may have purchased or acquired Braxia shares on the OTC stock market during the Settlement Class Period. The Court also directed that this Notice be posted online at www.strategicclaims.net/Braxia/ and mailed to you upon request to the Claims Administrator. The Court has directed us to disseminate these notices because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how this class action lawsuit may generally affect your legal rights. If the Court approves the Settlement, and the Plan of Allocation (or some other plan of allocation), the claims administrator selected by Lead Counsel and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

9. The purpose of this Notice is to inform you of the existence of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement Class if you wish to do so. It is also being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation and the motion by Lead Counsel for an award of attorneys' fees and reimbursement of Litigation Expenses (the "Settlement Hearing"). See paragraph 72 below for details about the Settlement Hearing, including the date and location of the hearing.

10. The issuance of this Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and a plan of allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time to complete.

WHAT IS THIS CASE ABOUT?

11. On April 10, 2021, a class action complaint was filed in the United States District Court for the Central District of California (the “Court”), styled *Schneider v. Champignon Brands, Inc., et al.*, Case No. 2:21-cv-03120.

12. On June 9, 2021, a number of movants applied for appointment as lead plaintiff pursuant to the Private Securities Litigation Reform Act (the “PSLRA”), including Kenneth Kessler, Michael G. uinn, and Tim Ryan. On June 21, 2021, Tim Ryan filed a statement of non-opposition to the appointment of Mr. Kessler or Mr. uinn. Messrs. Kessler and uinn each filed oppositions on June 21, 2021 and replies on June 28, 2021.

13. By Order dated June 29, 2021, the appointed Michael G. uinn as Lead Plaintiff for the action; and approved Lead Plaintiff’s selection of Glancy Prongay Murray LLP as Lead Counsel for the class.

14. On November 3, 2021, Lead Plaintiff filed and served the Amended Class Action Complaint for Violations of Federal Securities Laws (the “Complaint”) asserting claims against all Defendants under Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder, and against the Individual Defendants under Section 20(a) of the Exchange Act. Among other things, the Complaint alleged that Defendants made materially false and misleading statements about the Company’s pending and future acquisitions. The Complaint further alleged that the prices of Braxia’s shares were artificially inflated as a result of Defendants’ allegedly false and misleading statements, and declined when the truth was revealed.

15. On December 20, 2021, Defendants moved to dismiss the Complaint and requested judicial notice of 29 exhibits.

16. Beginning in January 2022, while Lead Plaintiff was researching and preparing his opposition to Defendants’ motion to dismiss, the Parties began exploring to possibility of resolving this Action. Discussions included numerous telephone calls and emails exchanged amongst the Parties.

17. On January 14, 2022, the Parties entered a joint stipulation extending Lead Plaintiff’s deadline to respond to Defendants’ motion to dismiss for thirty (30) days and informed the Court that the Parties had begun earnest settlement discussions through their respective counsel and, based on those discussions, Lead Plaintiff served a confidential settlement demand on Defendants on January 13, 2022. The Court granted the Parties request for an extension on January 18, 2022.

18. On February 18, 2022, the Parties notified the Court of an agreement in principle to settle the Action and were working to memorialize their agreement. The Parties then conducted further discussions which culminated in a memorialization of the material terms of the Settlement in a term sheet (the “Term Sheet”) executed on February 25, 2022. The Term Sheet sets forth, among other things, the Parties’ agreement to settle and release all claims asserted against Defendants in the Action in return for a cash payment by or on behalf of Defendants of 1,000,000 for the benefit of the Settlement Class, subject to certain terms and conditions and the execution of a customary “long form” stipulation and agreement of settlement and related papers

19. Based on the investigation and prosecution of the case and Lead Plaintiff’s direct oversight of the prosecution of this matter and with the advice of his counsel, Lead Plaintiff has agreed to settle and release the claims raised in the Action pursuant to the terms and provisions of the Stipulation, after considering, among other things, (a) the substantial financial benefit that Lead Plaintiff and the other members of the Settlement Class will receive under the proposed Settlement; and (b) the significant risks and costs of continued litigation and trial.

20. Defendants are entering into the Stipulation solely to eliminate the uncertainty, burden and expense of further protracted litigation. Each of the Defendants denies any wrongdoing, and the Stipulation shall

in no event be construed or deemed to be evidence of or an admission or concession on the part of any of the Defendants, or any other of the Defendants' Releasees (defined in 32 below), with respect to any claim or allegation of any fault or liability or wrongdoing or damage whatsoever, or any infirmity in the defenses that the Defendants have, or could have, asserted. Similarly, the Stipulation shall in no event be construed or deemed to be evidence of or an admission or concession on the part of Lead Plaintiff of any infirmity in any of the claims asserted in the Action, or an admission or concession that any of the Defendants' defenses to liability had any merit.

21. On November 4, 2022, the Court preliminarily approved the Settlement, authorized the Postcard Notice to be mailed to potential Settlement Class Members and this Notice to be posted online and mailed to potential Settlement Class Members upon request, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

**HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?
WHO IS INCLUDED IN THE SETTLEMENT CLASS?**

22. If you are a member of the Settlement Class, you are subject to the Settlement, unless you timely request to be excluded. The Settlement Class consists of:

all persons and entities that purchased or acquired Braxia shares on the OTC stock market between March 27, 2020 and February 17, 2021, inclusive (the "Settlement Class Period") and were damaged thereby.

Excluded from the Settlement Class are (a) persons who suffered no compensable losses; and (b) (i) Defendants; (ii) the legal representatives, heirs, successors, assigns, and members of the immediate families of the Individual Defendants; (iii) the parents, subsidiaries, assigns, successors, predecessors and affiliates of Braxia; (iv) any person who served as an Officer and/or director of Braxia during the Settlement Class Period; (v) any entity in which any of the foregoing (i)-(iv) excluded persons have or had a majority ownership interest during the Settlement Class Period; (c) any trust of which any Individual Defendant is the grantor or settlor or which is for the benefit of any Individual Defendant and/or member(s) of his or her immediate family; and (d) Defendants' liability insurance carriers. Also excluded from the Settlement Class are any persons or entities who or which exclude themselves by submitting a request for exclusion in accordance with the requirements set forth in this Notice. *See* "What If I Do Not Want To Be A Member Of The Settlement Class How Do I Exclude Myself," on pages 14-15 below.

PLEASE NOTE: RECEIPT OF THE POSTCARD NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT.

If you are a Settlement Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Claim Form that is available online at www.strategicclaims.net/Braxia/ or which can be mailed to you upon request to the Claims Administrator, and the required supporting documentation as set forth therein, submitted online or postmarked no later than March 30, 2023.

WHAT ARE LEAD PLAINTIFF'S REASONS FOR THE SETTLEMENT?

23. Lead Plaintiff and Lead Counsel believe that the claims asserted against Defendants have merit. They recognize, however, the expense and length of continued proceedings necessary to pursue their claims against the remaining Defendants through trial and appeals, as well as the very substantial risks they would face in establishing liability and damages. Even if the hurdles to establishing liability were overcome, the amount of damages available for recovery would be hotly contested. Lead Plaintiff would

have to prevail at several stages motions for summary judgment, trial, and if he prevailed on those, on the appeals that were likely to follow. Thus, there were very significant risks attendant to the continued prosecution of the Action.

24. In light of these risks, the amount of the Settlement and the immediacy of recovery to the Settlement Class, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable and adequate, and in the best interests of the Settlement Class. Lead Plaintiff and Lead Counsel believe that the Settlement provides a substantial benefit to the Settlement Class, namely 1,000,000 in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Action would produce a smaller, or no recovery after summary judgment, trial and appeals, possibly years in the future.

25. Defendants have denied the claims asserted against them in the Action and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. Defendants have agreed to the Settlement solely to eliminate the burden and expense of continued litigation. Accordingly, the Settlement may not be construed as an admission of any wrongdoing by Defendants.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

26. If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of their claims against Defendants, neither Lead Plaintiff nor the other members of the Settlement Class would recover anything from Defendants. Also, if Defendants were successful in proving any of their defenses, either at summary judgment, at trial or on appeal, the Settlement Class could recover substantially less than the amount provided in the Settlement, or nothing at all.

HOW ARE SETTLEMENT CLASS MEMBERS AFFECTED BY THE ACTION AND THE SETTLEMENT?

27. As a Settlement Class Member, you are represented by Lead Plaintiff and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement ,” on page 15 below.

28. If you are a Settlement Class Member and do not wish to remain a Settlement Class Member, you may exclude yourself from the Settlement Class by following the instructions in the section entitled, “What If I Do Not Want To Be A Member Of The Settlement Class How Do I Exclude Myself ,” on pages 14-15 below.

29. If you are a Settlement Class Member and you wish to object to the Settlement, the Plan of Allocation, or Lead Counsel’s application for attorneys’ fees and reimbursement of Litigation Expenses, and if you do not exclude yourself from the Settlement Class, you may present your objections by following the instructions in the section entitled, “When And Where Will The Court Decide Whether To Approve The Settlement ,” on page 15 below.

30. If you are a Settlement Class Member and you do not exclude yourself from the Settlement Class, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the “Judgment”). The Judgment will dismiss with prejudice the claims against Defendants and will provide that, upon the Effective Date of the Settlement, Lead Plaintiff and each of the other Settlement Class Members, on behalf of themselves, and their respective successors or assigns, in their capacities as such, will have fully, finally and forever waived, released, discharged, and dismissed each and every Released Plaintiff’s Claim (as defined in 31 below) against the Defendants and the other Defendants’ Releasees (as defined in 32 below), and shall forever be barred and enjoined from

prosecuting any or all of the Released Plaintiff's Claims against any of the Defendants' Releasees.

31. "Released Plaintiff's Claims" means any and all claims, debts, duties, losses, actions, suits, demands, controversies, rights, liabilities, obligations, judgments, damages, costs, restitution, rescission, interest, attorneys' fees, expert or consulting fees, expenses, matters, arguments, causes of action, and issues whatsoever, whether known claims or Unknown Claims, asserted or unasserted, accrued or unaccrued, liquidated or unliquidated, whether arising under federal, state, local, statutory, common foreign or administrative law or any other law, rule or regulation, whether fixed or contingent, at law or in equity, whether in the nature of class, individual, representative, or in other capacity, that Lead Plaintiff or any other member of the Settlement Class: (i) asserted in the Complaint; or (ii) could have asserted in any forum that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint and that relate to the purchase, acquisition, or sale of Braxia shares that traded on the OTC Market during the Settlement Class Period. Released Plaintiff's Claims do not include: (i) any claims relating to the enforcement of the Settlement or its terms; (ii) any claims related to the purchase, acquisition or sale of Braxia stock on the Canadian Stock Exchange or any other exchange besides the OTC Market; or (iii) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court.

32. "Defendants' Releasees" means Defendants and their current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees, and attorneys, in their capacities as such.

33. "Unknown Claims" means any Released Plaintiff's Claims which Lead Plaintiff or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of such claims, and any Released Defendants' Claims which any Defendant or any other Defendants' Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Lead Plaintiff and Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code 1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

34. Lead Plaintiff and Defendants acknowledge, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

35. The Judgment will also provide that, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their successors or assigns, in their capacities as such, will have fully, finally and forever waived, released, discharged, and dismissed each and every Released Defendants' Claim (as defined in 36 below) against Lead Plaintiff and the other Plaintiff's Releasees (as defined in 37 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims against any of the Plaintiff's Releasees.

36. "Released Defendants' Claims" means all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common or

foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims asserted in the Action against Defendants. Released Defendants' Claims do not include any claims relating to the enforcement of the Term Sheet or the Settlement or any claims against any person or entity who or which submits a request for exclusion from the Settlement Class that is accepted by the Court.

37. "Plaintiff's Releasees" means Lead Plaintiff, all other plaintiffs in the Action, and any other Settlement Class Member, and their respective current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees, and attorneys, in their capacities as such.

HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?

38. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Settlement Class and you must timely complete and return the Claim Form with adequate supporting documentation **submitted online or postmarked no later than March 30, 2023**. A Claim Form is available on the website maintained by the Claims Administrator for the Settlement, www.strategicclaims.net/Braxia/, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at 1-866-274-4004. Please retain all records of your ownership of and transactions in Braxia shares traded on the OTC stock market, as they may be needed to document your Claim. If you request exclusion from the Settlement Class or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

HOW MUCH WILL MY PAYMENT BE?

39. At this time, it is not possible to make any determination as to how much any individual Settlement Class Member may receive from the Settlement.

40. Pursuant to the Settlement, Defendants have agreed to pay or caused to be paid one million dollars (\$1,000,000) in cash. The Settlement Amount will be deposited into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the "Settlement Fund." If the Settlement is approved by the Court and the Effective Date occurs, the "Net Settlement Fund" (that is, the Settlement Fund less (a) all federal, state and/or local taxes on any income earned by the Settlement Fund and the reasonable costs incurred in connection with determining the amount of and paying taxes owed by the Settlement Fund (including reasonable expenses of tax attorneys and accountants); (b) the costs and expenses incurred in connection with providing notice to Settlement Class Members and administering the Settlement on behalf of Settlement Class Members; and (c) any attorneys' fees and Litigation Expenses awarded by the Court) will be distributed to Settlement Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

41. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

42. Neither Defendants nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court's order or judgment approving the Settlement becomes Final. Defendants shall not have any liability, obligation or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund or the plan of allocation.

43. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

44. Unless the Court otherwise orders, any Settlement Class Member who fails to submit a Claim Form online or postmarked on or before March 30, 2023 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Settlement Class Member releases the Released Plaintiff's Claims (as defined in 31 above) against the Defendants' Releasees (as defined in 32 above) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Plaintiff's Claims against any of the Defendants' Releasees whether or not such Settlement Class Member submits a Claim Form.

45. Participants in and beneficiaries of a plan covered by ERISA ("ERISA Plan") should NOT include any information relating to their transactions in Braxia shares held through the ERISA Plan in any Claim Form that they may submit in this Action. They should include ONLY those shares that they purchased or acquired outside of the ERISA Plan. Claims based on any ERISA Plan's purchases or acquisitions of Braxia shares traded on the OTC stock market during the Settlement Class Period may be made by the plan's trustees. To the extent any of the Defendants or any of the other persons or entities excluded from the Settlement Class are participants in the ERISA Plan, such persons or entities shall not receive, either directly or indirectly, any portion of the recovery that may be obtained from the Settlement by the ERISA Plan.

46. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the Claim of any Settlement Class Member.

47. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her or its Claim Form.

48. Only Settlement Class Members, *i.e.*, persons and entities who purchased or acquired Braxia shares traded on the OTC stock market during the Settlement Class Period and were damaged as a result of such purchases or acquisitions will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Settlement Class by definition or that exclude themselves from the Settlement Class pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms. The only securities that are included in the Settlement are Braxia shares traded on the OTC stock market.

PROPOSED PLAN OF ALLOCATION

49. The objective of the Plan of Allocation is to equitably distribute the Settlement proceeds to those Settlement Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Authorized Claimants against one another for the purposes of making *pro rata* allocations of the Net Settlement Fund.

50. The Plan of Allocation generally measures the amount of loss that a Settlement Class Member can claim for purposes of making *pro rata* allocations of the cash in the Net Settlement Fund to Authorized Claimants. The Plan of Allocation is not a formal damage analysis. Recognized Loss Amounts are based primarily on the price declines observed over the period which Lead Plaintiff alleges corrective information was entering the market place. In this case, Lead Plaintiff alleges that Defendants made false statements and omitted material facts between March 27, 2020 through and including February 17, 2021, which had the effect of artificially inflating the prices of Braxia shares traded on the OTC stock market.

51. In order to have recoverable damages, disclosure of the alleged misrepresentations must be the cause of the decline in the price of the Braxia shares traded on the OTC stock market. Alleged corrective

disclosures that removed the artificial inflation from the price of the Braxia shares traded on the OTC stock market occurred on June 22, 2020 and February 17, 2021. Accordingly, in order to have a Recognized Loss Amount:

THE BASIS FOR CALCULATING YOUR RECOGNIZED LOSS:

Recognized Loss for the Company's Common Stock Purchased During the Settlement Class Period will be calculated as follows:

- (A) For shares purchased during the Settlement Class Period and sold during the Settlement Class Period, the Recognized Loss per share will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below) less the inflation per share upon sale (as set forth in Inflation Table A below); or (2) the purchase price per share minus the sales price per share.
- (B) For shares purchased during the Settlement Class Period and sold during the period February 18, 2021 through May 18, 2021, inclusive, the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the difference between the purchase price per share and the average closing price per share as of date of sale provided in Table B below.
- (C) For shares purchased during the Settlement Class Period and retained as of the close of trading on May 18, 2021 the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the purchase price per share minus the 90-day lookback price of .42³ per share.

INFLATION TABLE A	
Common Stock Purchased During the Settlement Class Period	
<u>Period</u>	<u>Inflation</u>
March 27, 2020 to June 21, 2020, inclusive	.25 per share
June 22, 2020 to February 16, 2021, inclusive	.09 per share
February 17, 2021	.00 per share

TABLE B								
Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price
2/18/2021	0.66	0.66	3/19/2021	0.43	0.52	4/20/2021	0.28	0.43
2/19/2021	0.64	0.65	3/22/2021	0.40	0.51	4/21/2021	0.29	0.43
2/22/2021	0.63	0.64	3/23/2021	0.37	0.50	4/22/2021	0.29	0.43

³ Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated." .42 per share was the mean (average) daily closing trading price of the Company's common stock during the 90-day period beginning on February 18, 2021 through and including May 18, 2021.

TABLE B								
Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price
2/23/2021	0.58	0.62	3/24/2021	0.41	0.50	4/23/2021	0.51	0.43
2/24/2021	0.59	0.62	3/25/2021	0.37	0.50	4/26/2021	0.60	0.43
2/25/2021	0.52	0.60	3/26/2021	0.37	0.49	4/27/2021	0.55	0.44
2/26/2021	0.52	0.59	3/29/2021	0.37	0.49	4/28/2021	0.49	0.44
3/1/2021	0.57	0.59	3/30/2021	0.34	0.48	4/29/2021	0.48	0.44
3/2/2021	0.55	0.58	3/31/2021	0.38	0.48	4/30/2021	0.47	0.44
3/3/2021	0.55	0.58	4/1/2021	0.37	0.47	5/3/2021	0.45	0.44
3/4/2021	0.46	0.57	4/5/2021	0.38	0.47	5/4/2021	0.41	0.44
3/5/2021	0.46	0.56	4/6/2021	0.35	0.47	5/5/2021	0.40	0.44
3/8/2021	0.44	0.55	4/7/2021	0.34	0.46	5/6/2021	0.40	0.44
3/9/2021	0.47	0.54	4/8/2021	0.34	0.46	5/7/2021	0.39	0.44
3/10/2021	0.46	0.54	4/9/2021	0.34	0.46	5/10/2021	0.38	0.43
3/11/2021	0.47	0.53	4/12/2021	0.35	0.45	5/11/2021	0.36	0.43
3/12/2021	0.48	0.53	4/13/2021	0.34	0.45	5/12/2021	0.33	0.43
3/15/2021	0.50	0.53	4/14/2021	0.32	0.45	5/13/2021	0.32	0.43
3/16/2021	0.49	0.53	4/15/2021	0.31	0.44	5/14/2021	0.30	0.43
3/17/2021	0.46	0.52	4/16/2021	0.33	0.44	5/17/2021	0.29	0.43
3/18/2021	0.43	0.52	4/19/2021	0.32	0.44	5/18/2021	0.32	0.42

52. To the extent a Claimant does not satisfy one of the conditions set forth in the preceding paragraph, his, her or its Recognized Loss Amount for those transactions will be zero.

53. Based on the formula set forth below, a “Recognized Loss Amount” shall be calculated for each purchase or acquisition of Braxia shares traded on the OTC stock market during the Settlement Class Period that is listed in the Claim Form and for which adequate documentation is provided. In the calculations below, if a Recognized Loss Amount calculates to a negative number, that Recognized Loss Amount shall be zero.

ADDITIONAL PROVISIONS

54. The Net Settlement Fund will be allocated among all Authorized Claimants whose Distribution Amount (defined in paragraph 57 below) is 10.00 or greater.

55. If a Settlement Class Member has more than one purchase/acquisition or sale of Braxia shares, all purchases/acquisitions and sales of the like security shall be matched on a First In, First Out (“FIFO”) basis. Settlement Class Period sales will be matched first against any holdings at the beginning of the Settlement Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Settlement Class Period.

56. A Claimant’s “Recognized Claim” under the Plan of Allocation shall be the sum of his, her or its Recognized Loss Amounts for all Braxia shares.

57. The Net Settlement Fund will be distributed to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. Specifically, a “Distribution Amount” will be calculated for each Authorized Claimant, which shall be the Authorized Claimant’s Recognized Claim divided by the total Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. If any Authorized Claimant’s Distribution Amount calculates to less than 10.00, it will not be included in the calculation and no distribution will be made to such Authorized Claimant.

58. Purchases or acquisitions and sales of Braxia shares shall be deemed to have occurred on the

“contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of Braxia shares during the Settlement Class Period shall not be deemed a purchase, acquisition or sale of Braxia shares for the calculation of an Authorized Claimant’s Recognized Loss Amount, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of any Braxia shares unless (i) the donor or decedent purchased or otherwise acquired such Braxia shares during the Settlement Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such Braxia shares ; and (iii) it is specifically so provided in the instrument of gift or assignment.

59. The date of covering a “short sale” is deemed to be the date of purchase or acquisition of the Braxia shares. The date of a “short sale” is deemed to be the date of sale of the Braxia shares under the Plan of Allocation, however, the Recognized Loss Amount on “short sales” is zero. In the event that a Claimant has an opening short position in Braxia shares, the earliest Settlement Class Period purchases or acquisitions of that security shall be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

60. Option contracts are not securities eligible to participate in the Settlement. With respect to Braxia shares purchased or sold through the exercise of an option, the purchase/sale date of the Braxia shares is the exercise date of the option and the purchase/sale price of the Braxia shares is the exercise price of the option.

61. To the extent a Claimant had a market gain with respect to his, her, or its overall transactions in Braxia shares during the Settlement Class Period, the value of the Claimant’s Recognized Claim shall be zero. Such Claimants shall in any event be bound by the Settlement. To the extent that a Claimant suffered an overall market loss with respect to his, her, or its overall transactions in Braxia shares during the Settlement Class Period, but that market loss was less than the total Recognized Claim calculated above, then the Claimant’s Recognized Claim shall be limited to the amount of the actual market loss.

62. For purposes of determining whether a Claimant had a market gain with respect to his, her, or its overall transactions in Braxia shares during the Settlement Class Period or suffered a market loss, the Claims Administrator shall determine the difference between (i) the Total Purchase Amount⁴ and (ii) the sum of the Total Sales Proceeds⁵ and Total Holding Value.⁶ This difference shall be deemed a Claimant’s market gain or loss with respect to his, her, or its overall transactions in Braxia shares during the Settlement Class Period.

63. After the initial distribution of the Net Settlement Fund, the Claims Administrator shall make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the fund nine (9) months after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator shall conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least 10.00 from such re-

⁴ The “Total Purchase Amount” is the total amount the Claimant paid (excluding commissions and other charges) for all Braxia shares purchased or acquired during the Settlement Class Period.

⁵ The Claims Administrator shall match any sales of Braxia shares during the Settlement Class Period, first against the Claimant’s opening position in the like security (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (excluding commissions and other charges) for the remaining sales of Braxia shares sold during the Settlement Class Period shall be the “Total Sales Proceeds.”

⁶ The Claims Administrator shall ascribe a holding value to Braxia shares purchased or acquired during the Settlement Class Period and still held as of the close of trading on February 17, 2021, which shall be 0.69 per share. The total calculated holding values for all Braxia shares shall be the Claimant’s “Total Holding Value.”

distribution. Additional re-distributions to Authorized Claimants who have cashed their prior checks and who would receive at least 10.00 on such additional re-distributions may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determines that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance shall be contributed to non-sectarian, not-for-profit organization(s), to be recommended by Lead Counsel and approved by the Court.

64. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiff, Plaintiff's Counsel, Lead Plaintiff's damages expert, Defendants, Defendants' Counsel, or any of the other Releasees, or the Claims Administrator or other agent designated by Lead Counsel arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or further Orders of the Court. Lead Plaintiff, Defendants and their respective counsel, and all other Defendants' Releasees, shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the plan of allocation, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund, or any losses incurred in connection therewith.

65. The Plan of Allocation set forth herein is the plan that is being proposed to the Court for its approval by Lead Plaintiff after consultation with his damages expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Settlement Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the settlement website, www.strategicclaims.net/Braxia/.

WHAT PAYMENT ARE THE ATTORNEYS FOR THE SETTLEMENT CLASS SEEKING? HOW WILL THE LAWYERS BE PAID?

66. Plaintiff's Counsel have not received any payment for their services in pursuing claims against the Defendants on behalf of the Settlement Class, nor have Plaintiff's Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees for all Plaintiff's Counsel in an amount not to exceed 33% of the Settlement Fund. At the same time, Lead Counsel also intends to apply for reimbursement of Litigation Expenses in an amount not to exceed 25,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff directly related to his representation of the Settlement Class. The Court will determine the amount of any award of attorneys' fees or reimbursement of Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

WHAT IF I DO NOT WANT TO BE A MEMBER OF THE SETTLEMENT CLASS? HOW DO I EXCLUDE MYSELF?

67. Each Settlement Class Member will be bound by all determinations and judgments in this lawsuit, whether favorable or unfavorable, unless such person or entity mails or delivers a written Request for Exclusion from the Settlement Class, addressed to *Schneider v. Champignon Brands, Inc.*, EXCLUSIONS, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson Street, Suite 205, Media, PA 19063. The exclusion request must be *received* no later than February 6, 2023. You will not be able to exclude yourself from the Settlement Class after that date. Each Request for Exclusion must: (a) state the name, address and telephone number of the person or entity requesting exclusion, and in the case of

entities the name and telephone number of the appropriate contact person; (b) state that such person or entity “requests exclusion from the Settlement Class in *Schneider v. Champignon Brands, Inc.*, Case No. 2:21-cv-03120”; (c) identify and state the number of Braxia shares that the person or entity requesting exclusion purchased/acquired and/or sold on the OTC stock market during the Settlement Class Period (*i.e.*, between March 27, 2020 and February 17, 2021, inclusive), as well as the dates and prices of each such purchase/acquisition and sale; and (d) be signed by the person or entity requesting exclusion or an authorized representative. A request for exclusion shall not be valid and effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

68. If you do not want to be part of the Settlement Class, you must follow these instructions for exclusion even if you have pending, or later file, another lawsuit, arbitration, or other proceeding relating to any Released Plaintiff’s Claim against any of the Defendants’ Releasees.

69. If you ask to be excluded from the Settlement Class, you will not be eligible to receive any payment out of the Net Settlement Fund.

70. Defendants have the right to terminate the Settlement if valid requests for exclusion are received from persons and entities entitled to be members of the Settlement Class in an amount that exceeds an amount agreed to by Lead Plaintiff and Defendants.

WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT THE HEARING IF I DON’T LIKE THE SETTLEMENT?

71. **Settlement Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Settlement Class Member does not attend the hearing. You can participate in the Settlement without attending the Settlement Hearing.**

72. The Settlement Hearing will be held on February 27, 2023 at 1:30 p.m., before the Honorable James V. Selna at the United States District Court for the Central District of California, United States Courthouse, Courtroom 10C, 411 West 4th Street, Room 1053, Santa Ana, CA 92701. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Settlement Class.

73. Any Settlement Class Member who or which does not request exclusion may object to the Settlement, the proposed Plan of Allocation or Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk’s Office at the United States District Court for the Central District of California at the address set forth below on or before February 6, 2023. You must also serve the papers on Lead Counsel and on Defendants’ Counsel at the addresses set forth below so that the papers are *received on or before February 6, 2023*.

<p style="text-align: center;"><u>Clerk’s Office</u> United States District Court Central District of California Clerk of the Court United States Courthouse 411 West 4th Street Room 1053 Santa Ana, CA 92701</p>	<p style="text-align: center;"><u>Lead Counsel</u> Glancy Prongay & Murray LLP Casey Sadler, Esq. 1925 Century Park East Suite 2100 Los Angeles, CA 90067</p>	<p style="text-align: center;"><u>Defendants’ Counsel</u> Katten Muchin & Rosenman LLP Bruce G. Vanyo Jonathan A. Rotenberg Caroline Sabatier 50 Rockefeller Plaza New York, NY 10020</p>
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74. Any objection: (a) must state the name, address and telephone number of the person or entity objecting and must be signed by the objector; (b) must contain a statement of the Settlement Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Settlement Class Member wishes to bring to the Court's attention; and (c) must include documents sufficient to prove membership in the Settlement Class, including the number of Braxia shares that the objecting Settlement Class Member purchased/acquired and/or sold on the OTC stock market during the Settlement Class Period (*i.e.*, between March 27, 2020 and February 17, 2021, inclusive), as well as the dates and prices of each such purchase/acquisition and sale. You may not object to the Settlement, the Plan of Allocation or Lead Counsel's motion for attorneys' fees and reimbursement of Litigation Expenses if you exclude yourself from the Settlement Class or if you are not a member of the Settlement Class.

75. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first file and serve a written objection in accordance with the procedures described above, unless the Court orders otherwise.

76. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses, and if you timely file and serve a written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth above so that it is ***received on or before February 6, 2023***. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

77. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth in 73 above so that the notice is ***received on or February 6, 2023***.

78. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class. If you intend to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel.

79. Unless the Court orders otherwise, any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Allocation or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. Settlement Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.

WHAT IF I BOUGHT SHARES ON SOMEONE ELSE'S BEHALF?

80. If you purchased or acquired Braxia shares traded on the OTC stock market between March 27, 2020 and February 17, 2021, inclusive, for the beneficial interest of persons or organizations other than yourself, you must within seven (7) calendar days of receipt of the notice, either: (a) request from the Claims Administrator sufficient copies of the Postcard Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Postcard Notices forward them to all such beneficial owners; or (b) request links to the webpage hosting the Notice and Claim Form and email that link to each beneficial owner for whom you are a nominee or custodian within seven (7) calendar days of receipt thereof; or (c) provide a list of the names and addresses of all such beneficial owners to *Schneider v. Champignon Brands Inc.*, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson Street, Suite 205,

Media, PA 19063. If you choose the third option, the Claims Administrator will send a copy of the Postcard Notice to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought, up to a maximum of 0.03 per name and address provided to the Claims Administrator; mailing of Postcard Notice up to 0.03 per unit, plus postage at the rate used by the Claims Administrator; or emailing of notice up to 0.03 per email. Any dispute concerning the reasonableness of reimbursement costs shall be resolved by the Court. Copies of this Notice and the Claim Form may be obtained from the website maintained by the Claims Administrator, www.strategicclaims.net/Braxia/, or by calling the Claims Administrator toll-free at 1-866-274-4004.

CAN I SEE THE COURT FILE? WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?

81. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular office hours at the United States District Court for the Central District of California, Office of the Clerk, United States Courthouse, 411 West 4th Street, Room 1053, Santa Ana, CA 92701. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the website maintained by the Claims Administrator, www.strategicclaims.net/Braxia/.

All inquiries concerning this Notice and the Claim Form should be directed to the Claims Administrator or Lead Counsel at:

<i>Schneider v. Champignon Brands Inc.</i> c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Suite 205 Media, PA 19063 Tel.: (866) 274-4004 Fax: (610) 565-7985 info strategicclaims.net	and/or	Casey Sadler, Esq. GLANCY PRONGAY MURRAY LLP 1925 Century Park East, Suite 2100 Los Angeles, CA 90067 (888) 773-9224 settlements glancylaw.com
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DO NOT CALL OR WRITE THE COURT, THE OFFICE OF THE CLERK OF THE COURT, DEFENDANTS OR THEIR COUNSEL REGARDING THIS NOTICE.

Dated: November 4, 2022

By Order of the Court
United States District Court
Central District of California

Schneider v. Champignon Brands Inc.

c/o Strategic Claims Services

P.O. Box 230

600 N. Jackson St., Ste. 205

Media, PA 19063

Tel.: 866-274-4004

Fax: 610-565-7985

www.strategicclaims.net/Braxia/

info strategicclaims.net

PROOF OF CLAIM AND RELEASE FORM

To be eligible to receive a share of the Net Settlement Fund in connection with the Settlement of this Action, you must be a Settlement Class Member and complete and sign this Proof of Claim and Release Form (“Claim Form”) and either submit it online or mail it by first-class mail to the above address, **submitted online or postmarked no later than March 30, 2023.**

Failure to submit your Claim Form by the date specified will subject your claim to rejection and may preclude you from being eligible to recover any money in connection with the Settlement.

Do not mail or deliver your Claim Form to the Court, the settling parties or their counsel. Submit your Claim Form only to the Claims Administrator at the address set forth above.

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PART I – CLAIMANT INFORMATION

(Please read General Instructions below before completing this page.)

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Beneficial Owner's Name

Co-Beneficial Owner's Name

Entity Name (if Beneficial Owner is not an individual)

Representative or Custodian Name (if different from Beneficial Owner(s) listed above)

Address1 (street name and number)

Address2 (apartment, unit or box number)

City

State

ip Code

<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------

Foreign Country (only if not USA)

Last four digits of Social Security Number or Taxpayer Identification Number

Telephone Number (home)

Telephone Number (work)

<input type="text"/>	<input type="text"/>
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Email address (E-mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.):

Account Number (account(s) through which the securities were traded)⁷:

Claimant Account Type (check appropriate box):

- ☐ Individual (includes joint owner accounts) ☐ Pension Plan ☐ Trust
☐ Corporation ☐ Estate ☐ IRA/401K
☐ Other _____ (please specify)

⁷ If the account number is unknown, you may leave blank. If the same legal entity traded through more than one account you may write "multiple." Please see paragraph 12 of the General Instructions for more information on when to file separate Claim Forms for multiple accounts, *i.e.*, when you are filing on behalf of distinct legal entities.

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how Settlement Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.

2. This Claim Form is directed to all persons or entities who between March 27, 2020 and February 17, 2021, inclusive (the "Settlement Class Period"), purchased or acquired Champignon Brands Inc. n/k/a Braxia Scientific Corp. ("Braxia" or the "Company") shares on the OTC Market ("Braxia Stock") and were damaged thereby (the "Settlement Class"). All persons and entities that are members of the Settlement Class are referred to as "Settlement Class Members."

3. Excluded from the Settlement Class are (a) persons who suffered no compensable losses; and (b) (i) Defendants; (ii) the legal representatives, heirs, successors, assigns, and members of the immediate families of the Individual Defendants; (iii) the parents, subsidiaries, assigns, successors, predecessors and affiliates of Braxia; (iv) any person who served as an Officer and/or director of Braxia during the Settlement Class Period; (v) any entity in which any of the foregoing (i)-(iv) excluded persons have or had a majority ownership interest during the Settlement Class Period; (c) any trust of which any Individual Defendant is the grantor or settlor or which is for the benefit of any Individual Defendant and/or member(s) of his or her immediate family; and (d) Defendants' liability insurance carriers. Also excluded from the Settlement Class are any persons or entities who or which exclude themselves by submitting a request for exclusion that is accepted by the Court.

4. If you are not a Settlement Class Member do not submit a Claim Form. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A SETTLEMENT CLASS MEMBER. THUS, IF YOU ARE EXCLUDED FROM THE SETTLEMENT CLASS (AS SET FORTH IN PARAGRAPH 3 ABOVE), ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

5. If you are a Settlement Class Member, you will be bound by the terms of any judgments or orders entered in the Action WHETHER OR NOT YOU SUBMIT A CLAIM FORM, unless you submit a request for exclusion from the Settlement Class. Thus, if you are a Settlement Class Member, the Judgment will release, and you will be barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal or administrative forum, asserting each and every Released Plaintiff's Claims (including Unknown Claims) against Defendants' Releasees.

6. You are eligible to participate in the distribution of the Net Settlement Fund only if you are a member of the Settlement Class and if you complete and return this form as specified below. If you fail to submit a timely, properly addressed, and completed Claim Form with the required documentation, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Fund.

7. Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Settlement Notice, if it is approved by the Court, or by such other plan of allocation approved by the Court.

8. Use the Schedules of Transactions in Part III of this Claim Form to supply all required details of your transaction(s) (including free transfers) in and holdings of the applicable Braxia Stock. On the Schedules of Transactions, please provide all of the requested information with respect to your holdings, purchases, acquisitions and sales of the applicable Braxia Stock, whether such transactions resulted in a profit or a loss. Failure to report all transaction and holding information during the requested time periods may result in the rejection of your claim.

9. Please note: Only Braxia Stock purchased/acquired during the Settlement Class Period (*i.e.*, from March 27, 2020 and February 17, 2021, inclusive) are eligible under the Settlement. However, because the PSLRA provides for a "90-day look-back period" (described in the Plan of Allocation set forth in the Settlement Notice), you must also provide documentation related to your purchases and sales of Braxia Stock during the period from February 18, 2021, through and including May 18, 2021 (*i.e.*, the 90-day look-back period) in order for the Claims

Administrator to calculate your Recognized Loss Amount under the Plan of Allocation and process your claim.

10. You are required to submit genuine and sufficient documentation for all of your transactions and holdings of the applicable Braxia Stock set forth in the Schedules of Transactions in Part III of this Claim Form. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the transactional and holding information found in a broker confirmation slip or account statement. The Parties and the Claims Administrator do not independently have information about your investments in Braxia Stock. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator. Also, please do not highlight any portion of the Claim Form or any supporting documents.**

11. Separate Claim Forms should be submitted for each separate legal entity (*e.g.*, a claim from joint owners should not include separate transactions through an account that is in the name of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made through an account in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (*e.g.*, a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

12. All joint beneficial owners must sign this Claim Form. If you purchased or otherwise acquired Braxia Stock on the OTC Market during the Settlement Class Period and held the securities in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If, however, you purchased or otherwise acquired Braxia Stock on the OTC Market during the Settlement Class Period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner. The beneficial owner, not the record owner, must sign this Claim Form.

13. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Braxia Stock; and
- (c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)

14. By submitting a signed Claim Form, you will be swearing that you:

- (a) own(ed) the Braxia Stock you have listed in the Claim Form; or
- (b) are expressly authorized to act on behalf of the owner thereof.

15. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

16. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after the completion of all claims processing. This could take substantial time. Please be patient.

17. **PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her or its pro rata share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant, however, calculates to less than 10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

18. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson

St., Suite 205, Media, PA 19063 or by email at info@strategicclaim.net or by toll-free phone at (866) 274-4004 or you may download the documents from the Settlement website, www.strategicclaims.net/Braxia/.

19. NOTICE TO INSTITUTIONAL FILERS: Representatives with authority to file on behalf of (a) accounts of multiple Settlement Class Members and/or (b) institutional accounts with large numbers of transactions ("Representative Filers") must submit information regarding their transactions in an electronic spreadsheet format. If you are a Representative Filer, you must contact Claims Administrator at efile@strategicclaims.net or visit their website at www.strategicclaims.net to obtain the required file layout. Claims that are not submitted in electronic spreadsheet format and in accordance with Claims Administrator's instructions may be subject to rejection. All Representative Filers MUST also submit a manually signed Claim Form, as well as proof of authority to file (*see* General Instructions, Item 13.c.), along with the electronic spreadsheet format. No claims submitted in electronic spreadsheet format will be considered to have been properly submitted unless the Claims Administrator issues a written acknowledgment of receipt and acceptance of electronically submitted data to the Claimant.

20. NOTICE REGARDING ONLINE FILING: Claimants who are not Representative Filers may submit their claims online using the electronic version of the Claim Form hosted at www.strategicclaims.net/Braxia/. If you are not acting as a Representative Filer, you do not need to contact the Claims Administrator prior to filing; you will receive an automated e-mail confirming receipt once your Claim Form has been submitted. If you are unsure if you should submit your claim as a Representative Filer, please contact the Claims Administrator at info@strategicclaims.net or (866) 274-4004. If you are not a Representative Filer, but your claim contains a large number of transactions, the Claims Administrator may request that you also submit an electronic spreadsheet showing your transactions to accompany your Claim Form.

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, PLEASE CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (866) 274-4004.

PART III – SCHEDULE OF TRANSACTIONS IN BRAXIA STOCK

Complete this Part III if and only if you purchased/acquired Braxia Stock on the OTC Market during the period from March 27, 2020 through and including February 17, 2021. Please include proper documentation with your Claim Form as described in detail in Part II General Instructions, Paragraph 10, above. Do not include information in this section regarding securities other than Braxia Stock purchased on the OTC Market.

1. BEGINNING HOLDINGS State the total number of shares of Braxia Stock held as of the close of trading on March 26, 2020. (Must be documented.) If none, write “zero” or “0.” _____			
2. PURCHASES/ACQUISITIONS Separately list each and every purchase/acquisition (including free receipts) of Braxia Stock from after the opening of trading on March 27, 2020, through and including the close of trading on May 18, 2021. (Must be documented.)			
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)
/ /			
/ /			
/ /			
/ /			
3. SALES Separately list each and every sale/disposition (including free deliveries) of Braxia Stock from after the opening of trading on March 27, 2020, through and including the close of trading on May 18, 2021. (Must be documented.)			
			IF NONE, CHECK HERE ○
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)
/ /			
/ /			
/ /			
/ /			
4. ENDING HOLDINGS – State the total number of shares of Braxia Stock held as of the close of trading on May 18, 2021. (Must be documented.) If none, write “zero” or “0.” _____			
IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX <input type="checkbox"/> IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL <u>NOT</u> BE REVIEWED			

PART VI – RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 25 OF THIS CLAIM FORM.

I (we) hereby acknowledge that as of the Effective Date of the Settlement, pursuant to the terms set forth in the Stipulation, I (we), on behalf of myself (ourselves) and my (our) successors and assigns, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally and forever waived, released, discharged, and dismissed each and every Released Plaintiff's Claim (as defined in the Stipulation and in the Notice) against Defendants' Releasees (as defined in the Stipulation and in the Notice) and shall forever be barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal or administrative forum asserting any or all of the Released Plaintiff's Claims against any Defendants' Releasee.

CERTIFICATION

By signing and submitting this Claim Form, the Claimant(s) or the person(s) who represent(s) the Claimant(s) certifies (certify), as follows:

1. that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;
2. that the Claimant(s) is a (are) Settlement Class Member(s), as defined in the Notice and in paragraph 2 on page 20 of this Claim Form, and is (are) not excluded from the Class by definition or pursuant to request as set forth in the Notice and in paragraph 3 on page 20 of this Claim Form;
3. that I (we) own(ed) the Braxia Stock identified in the Claim Form and have not assigned the claim against the Defendants' Releasees to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;
4. that the Claimant(s) has (have) not submitted any other claim covering the same purchases/acquisitions of Braxia Stock and knows (know) of no other person having done so on the Claimant's (Claimants') behalf;
5. that the Claimant(s) submit(s) to the jurisdiction of the Court with respect to Claimant's (Claimants') claim and for purposes of enforcing the releases set forth herein;
6. that I (we) agree to furnish such additional information with respect to this Claim Form as Lead Counsel, the Claims Administrator or the Court may require;
7. that the Claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
8. that I (we) acknowledge that the Claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and
9. that the Claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the Claimant(s) is (are) exempt from backup withholding or (b) the Claimant(s) has (have) not been notified by the IRS that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the Claimant(s) that he/she/it is no longer subject to backup withholding. **If the IRS has notified the Claimant(s) that he, she or it is subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**
10. that the Claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the Claimant(s) is (are) exempt from backup withholding or (b) the Claimant(s) has (have) not been notified by the IRS that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the Claimant(s) that he/she/it is no longer subject to backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Date

Print your name here

Signature of joint Claimant, if any

Date

Print your name here

If the Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of person signing on behalf of Claimant

Date

Print your name here

CAPACITY OF PERSON SIGNING ON BEHALF OF CLAIMANT, IF OTHER THAN AN INDIVIDUAL, *E.G.*, E ECUTOR, PRESIDENT, TRUSTEE, CUSTODIAN, *ETC.* (MUST PROVIDE EVIDENCE OF AUTHORITY TO ACT ON BEHALF OF CLAIMANT SEE PARAGRAPH 13 ON PAGE 21 OF THIS CLAIM FORM.)

REMINDER CHECKLIST:

1. Please sign the above release and certification. If this Claim Form is being made on behalf of joint Claimants, then both must sign.
2. Remember to attach only **copies** of acceptable supporting documentation as these documents will not be returned to you.
3. Please do not highlight any portion of the Claim Form or any supporting documents.
4. Do not send original security certificates or documentation. These items cannot be returned to you by the Claims Administrator.
5. Keep copies of the completed Claim Form and documentation for your own records.
6. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at (866) 274-4004.**
7. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
8. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the address below, by email at info@strategicclaims.net or toll-free at (866) 274-4004 or visit www.strategicclaims.net/Braxia/. Please DO NOT call Braxia or any of the other Defendants or their counsel with questions regarding your claim.

Schneider v. Champignon Brands Inc.
c/o Strategic Claims Services
600 N. Jackson St., Suite 205
Media, PA 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL,
POSTMARKED NO LATER THAN MARCH 30, 2023, ADDRESSED AS FOLLOWS:

Schneider v. Champignon Brands Inc.

c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson St., Ste. 205
Media, PA 19063
Tel.: 866-274-4004
Fax: 610-565-7985
info@strategicclaims.net

OR SUBMITTED ONLINE AT **www.strategicclaims.net/Braxia/**
ON OR BEFORE MARCH 30, 2023.

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before March 30, 2023 is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please be patient and notify the Claims Administrator of any change of address.

REQUEST FOR NAMES, EMAILS AND ADDRESSES OF CLASS MEMBERS

STRATEGIC CLAIMS SERVICES
600 N. JACKSON STREET, SUITE 205
MEDIA, PA 19063

PHONE: (610) 565-9202

EMAIL: info@strategicclaims.net

FAX: (610) 565-7985

November 18, 2022

This letter is being sent to all entities whose names have been made available to us, or which we believe may know of potential class members.

We request that you assist us in identifying any individuals who fit the following description:

ALL PERSONS AND ENTITIES THAT PURCHASED OR ACQUIRED BRAXIA SHARES ON THE OTC STOCK MARKET BETWEEN MARCH 27, 2020 AND FEBRUARY 17, 2021, INCLUSIVE.

Excluded from the Settlement Class are (a) persons who suffered no compensable losses; and (b) (i) Defendants; (ii) the legal representatives, heirs, successors, assigns, and members of the immediate families of the Individual Defendants; (iii) the parents, subsidiaries, assigns, successors, predecessors and affiliates of Braxia; (iv) any person who served as an Officer and/or director of Braxia during the Settlement Class Period; (v) any entity in which any of the foregoing (i)-(iv) excluded persons have or had a majority ownership interest during the Settlement Class Period; (c) any trust of which any Individual Defendant is the grantor or settlor or which is for the benefit of any Individual Defendant and/or member(s) of his or her immediate family; and (d) Defendants' liability insurance carriers.

The information below may assist you in finding the above requested information.

<i>Schneider v. Champignon Brands Inc</i> Case No. 2:21-cv-03120-JVS-KES Exclusion Deadline: February 6, 2023 Objection Deadline: February 6, 2023 Settlement Hearing: February 27, 2023 Claim Filing Deadline: March 30, 2023	Cusip Numbers: 15850D100 and 105736102
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PER COURT ORDER, PLEASE RESPOND WITHIN 7 CALENDAR DAYS FROM THE DATE OF THIS NOTICE

Please comply in one of the following ways:

1. If you have no beneficial purchasers/owners, please so advise us in writing; or
2. **Supply us with email addresses**, if email addresses are not available, provide us with names and last known addresses of your beneficial purchasers/owners and we will do the emailing of the link to the webpage hosting the Notice and Claim Form or mailing of the Postcard Notice. Please provide us this information electronically. If you are not able to do this, labels will be accepted, but it is important that a hardcopy list also be submitted of your clients; or
3. Advise us of how many beneficial purchasers/owners you have, and we will supply you with ample postcards to do the mailing. After the receipt of the Postcard Notice, you have seven (7) calendar days to mail them; or
4. Request a link to the webpage hosting the Notice and Claim Form and advise us that you will be emailing the link to your beneficial purchasers/owners within seven (7) days after receipt thereof.

You can bill us for any reasonable expenses actually incurred and **not to exceed:**

\$0.03 per emailed Notice sent OR

\$0.03 per name, address and email address if you are providing us the records OR

\$0.03 per name and address, including materials, plus postage at the current pre-sort rate used by the Claims Administrator if you are requesting the Postcard Notice and performing the mailing.

All invoices must be received within 30 days of this letter.

You are on record as having been notified of the legal matter. A copy of the Notice of (I) Pendency of Class Action, Certification of the Settlement Class, and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for an Award of Attorney's Fees and Reimbursement of Litigation Expenses and Proof of Claim and Release Form and all the important documents are available on our website at www.strategicclaims.net/Braxia/. You can also request a copy via email at info@strategicclaims.net.

Thank you for your prompt response.

Sincerely,

Claims Administrator
Schneider v. Champignon Brands Inc.

r r

r donotreply@globenewswire.com
Wednesday, December 14, 2022 9:03 AM
mcraig@strategicclaims.net
jbravata@strategicclaims.net; mcraig@strategicclaims.net; fknowles@strategicclaims.net
GlobeNewswire Release Distribution Confirmation: GLANCY PRONGAY & MURRAY LLP



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