



No. S1912098
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

AND

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c. B-3, AS AMENDED AND SECTION
39 OF THE *LAW AND EQUITY ACT*, RSBC 1996 c. 253, AS AMENDED

AND

IN THE MATTER OF THE RECEIVERSHIP OF DIONYMED BRANDS INC.

BETWEEN:

GLAS Americas LLC

PETITIONER

AND:

DionyMed Brands Inc.

RESPONDENT

AFFIDAVIT OF SEAN H. ZWEIG
(sworn January 6, 2020)

I, **SEAN H. ZWEIG**, of the City of Toronto, in the Province of Ontario, **MAKE OATH**
AND SAY AS FOLLOWS:

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and am a partner with Bennett Jones LLP ("**Bennett Jones**"), counsel for FTI Consulting Canada Inc. in its capacity as receiver (the "**Receiver**") in these proceedings and as such have knowledge of the

matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. I make this affidavit in support of a motion by the Receiver for, among other things, approval of the fees and disbursements of the Receiver and its counsel.

3. Attached hereto as Exhibit "A" are true copies of the accounts rendered by Bennett Jones to the Receiver for the period between October 17, 2019 and December 31, 2019. The accounts have been redacted to address matters of confidentiality or privilege. I confirm that these accounts accurately reflect the services provided by Bennett Jones in this matter for this period and the fees and disbursements claimed by it for the period.


4. Attached hereto as Exhibit "B" is a schedule summarizing the accounts of Bennett Jones rendered to the Receiver for the fees and disbursements incurred by Bennett Jones in connection with these proceedings for the period between October 17, 2019 and December 31, 2019.

5. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates of each of the professionals at Bennett Jones that rendered services to the Receiver, the hours worked by each such individual and a blended hourly rate for the file.

6. To the best of my knowledge, the rates charged by Bennett Jones throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto and Vancouver markets for the provision of similar services. I believe that the total hours, fees and disbursements incurred to date by Bennett Jones on this matter are reasonable and appropriate in

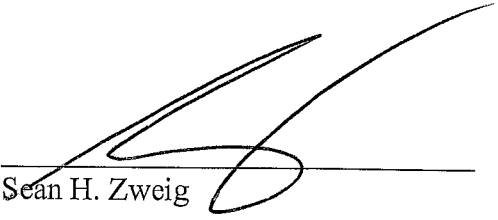
the circumstances and that the services provided were delegated to the appropriate professionals within the firm with the appropriate seniority and appropriate hourly rates.

SWORN before me at the City of Toronto,)
in the Province of Ontario,)
this 6th day of January, 2020)
)
)
)



A Commissioner, etc.
Aiden Nelms

3400 One First Canadian Place
Toronto



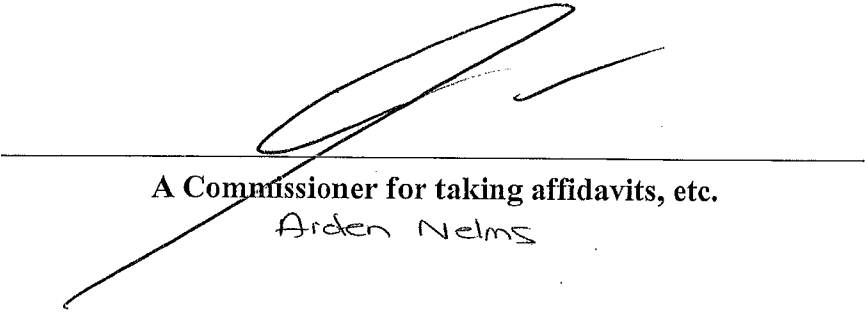
Sean H. Zweig

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 6th DAY OF JANUARY 2020



A Commissioner for taking affidavits, etc.

Arden Nelms



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.
SUITE 2010
79 WELLINGTON STREET WEST
TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
Our File Number: 076142.00008

Date: November 4, 2019
Invoice: 1302850

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	42,158.00
Disbursements	\$	1,583.92
Other Charges	\$	344.75
Total Due before GST/HST/PST	\$	<u>44,086.67</u>
GST/HST	\$	2,204.33
PST	\$	2,951.06
Total Due in CAD	\$	<u>49,242.06</u>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



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Client:
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Date	Name	Description	Hours
17/10/19	Kris Hanc	Reviewing and revising Asset Purchase Agreement; Discussion with S. Zweig	2.80
17/10/19	Sean Zweig	Calls with J. Rosenberg regarding background information and key issues, and considering same; Reviewing and commenting on Stalking Horse Agreement; Call with K. Hanc regarding same; Reviewing [REDACTED]; Call with D. Gruber regarding court process; Reviewing draft Affidavit for appointment of receiver; Reviewing revised draft of Stalking Horse Agreement and providing comments; Further call with J. Rosenberg; Reviewing correspondence	3.40
17/10/19	David Gruber	Conference with S. Zweig.	0.20
18/10/19	Preet Bell	Correspondence with S. Zweig and D. Hussey regarding potential [REDACTED]; Phone call with S. Morrison regarding same; Reviewing and analyzing [REDACTED]; Meeting with S. Zweig to discuss same; Conducting review and analysis of correspondence, memoranda and other documents in respect of same	2.00
18/10/19	Sean Zweig	Various discussions in connection with regulatory matters; Multiple discussions with J. Rosenberg; Reviewing and commenting on bidding procedures order; Reviewing emails from company on regulatory matters; Reviewing revised Stalking Horse Agreement; Emails regarding security review, and high-level review of documents	2.40
18/10/19	Shelby Morrison	Reviewing corporate org chart to assess [REDACTED] Reviewing [REDACTED]	3.00
18/10/19	Dominique Hussey	Considering question raised by S. Zweig regarding [REDACTED]	0.40
19/10/19	Sean Zweig	Call with J. Rosenberg regarding various matters	0.40
21/10/19	Simon Grant	Reviewing loan and security documents; Preparing opinion; Arranging for searches and US counsel	4.00
21/10/19	Olivia D'Innocenzo	Discussion with S. Grant; Conducting corporate and security searches in BC and Ontario against DionyMed Brands Inc. and DionyMed Inc.	1.00



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Date	Name	Description	Hours
21/10/19	Sean Zweig	Various calls with J. Rosenberg throughout day; Discussion with S. Grant regarding security opinion; Follow-up emails regarding same; Call with US counsel regarding cannabis regulatory matters; Reviewing draft receivership order, and call with J. Rosenberg regarding same; Emails with J. Rosenberg regarding potential [REDACTED]	1.30
22/10/19	Andreas Josuran	Drafting legal opinion; Reviewing legal opinion documents	5.80
22/10/19	Simon Grant	Reviewing loan documents and discussing with A. Josuran	1.70
22/10/19	Sean Zweig	Two calls with US counsel regarding [REDACTED] Considering proposed break fee; Discussion with J. Rosenberg; Reviewing and revising draft consent; Reviewing revised draft bidding procedures; Call with Stikeman and J. Rosenberg regarding same; Reviewing revised draft of bidding procedures; Reviewing Petition and Affidavit filed	1.80
22/10/19	David Gruber	Email regarding hearing	0.10
23/10/19	Andreas Josuran	Drafting legal opinion; Reviewing underlying opinion documents	4.30
23/10/19	Simon Grant	Reviewing loan agreement and security and draft documents	1.70
23/10/19	Sean Zweig	Emails with S. Grant regarding opinion; Calls with J. Rosenberg	0.40
24/10/19	Simon Grant	Reviewing loan documents; Reviewing search results; Drafting opinion and circulating; Email exchange with Stikeman and US counsel	3.50
24/10/19	Olivia D'Innocenzo	Reviewing BC and Ontario search results; Preparing summary reports and circulating same to S. Grant for review	1.50
24/10/19	Sean Zweig	Drafting letter to subsidiaries regarding cash management, etc.; Multiple discussions with J. Rosenberg throughout day regarding various matters; Emails regarding outstanding documents for opinion, and considering related issues; Reviewing and commenting on draft opinion; Reviewing revised draft; Emails regarding [REDACTED]	1.60



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Date	Name	Description	Hours
25/10/19	Sean Zweig	Various emails regarding [REDACTED]; Multiple discussions with J. Rosenberg; Call with Stikeman and J. Rosenberg regarding security review and enforcement matters; Reviewing and commenting on draft letter to regulators; Emails with US regulatory counsel regarding various matters	1.20
25/10/19	Simon Grant	Revising opinion; Attending conference call to discuss	1.20
26/10/19	Sean Zweig	Various emails with J. Rosenberg; Reviewing regulatory analysis from A. Sabine	0.50
26/10/19	Simon Grant	Revising opinion to include opinion related to US shares; Reviewing documents	1.90
27/10/19	Sean Zweig	Reviewing A. Sabine's comments on letter to regulators and considering same; Emails with J. Rosenberg regarding same; Reviewing correspondence regarding potential stalking horse bid; Reviewing and commenting on draft stalking horse agreement	1.20
28/10/19	Alexandra Andrisoi	Review Petition to Court and supporting materials seeking appointment of FTI as receiver and manager; Call with S. Zweig regarding upcoming hearing for appointment of receiver; Review revised draft receivership order in advance of hearing of Petition appointing receiver; Review email exchange regarding hearing of Petition	1.20
28/10/19	David Gruber	Conference with A. Andrisoi	0.10
28/10/19	Sean Zweig	Reviewing stalking horse and discussing same with J. Rosenberg; Emails with K. Konyukhova; Call with J. Rosenberg and Stikeman regarding stalking horse mark-up and other issues; Call with J. Simpson and discussion with J. Rosenberg regarding same; Call with A. Andrisoi; Multiple calls with J. Rosenberg; Various correspondence; Emails regarding finalizing receivership order and reviewing and commenting on revised draft	2.70
28/10/19	Simon Grant	Revising opinion and circulating	1.40
29/10/19	Alexandra Andrisoi	Attend Supreme Court of British Columbia for hearing of Petition seeking appointment of FTI as receiver over DionyMed Brands Inc; Attend to	1.80



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Date	Name	Description	Hours
		entering of order appointing FTI as receiver	
29/10/19	Sean Zweig	Various emails in connection with potential stalking horse purchaser; Reviewing and commenting on revised opinion; Reviewing draft interested party list, and emails regarding same; Calls with J. Rosenberg; Emails with A. Andrisoi; Multiple calls with FTI; Reviewing and commenting on draft NDA; Emails and call with J. Rosenberg regarding next steps	2.30
30/10/19	Joshua Foster	Meeting with S. Zweig to discuss drafting bidding process for receivership; Drafting same	1.30
30/10/19	Preet Bell	Meeting with S. Zweig to discuss issues raised by [REDACTED]; Reviewing materials in respect of same, including initial review of receivership order	0.30
30/10/19	Sean Zweig	Call with J. Rosenberg; Reviewing and commenting on draft Teaser; Discussion with J. Rosenberg regarding NDA and revising same; Considering and discussing [REDACTED]; Discussion with J. Foster regarding background and bid procedures; Reviewing draft correspondence to US regulators and emails regarding same; Reviewing and revising draft correspondence to US suppliers; Reviewing and revising draft Bidding Procedures	2.80
31/10/19	Preet Bell	Reviewing and analyzing receivership order, statutory provisions and other authorities in respect of potential liability issue; Discussing same with S. Zweig	0.70
31/10/19	Sean Zweig	Multiple calls with J. Rosenberg; Reviewing email from stock exchange regarding listing; Discussing [REDACTED], drafting same, and reviewing revisions; Reviewing and revising draft email to vendors; Reviewing draft Bidding Procedures from D. MacKenzie	1.90
Total Hours			65.80
Total Professional Services			\$ 42,158.00

Name	Hours
Kris Hanc	2.80
Dominique Hussey	0.40
Preet Bell	3.00
Simon Grant	15.40



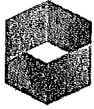
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Name	Hours
Sean Zweig	23.90
David Gruber	0.40
Shelby Morrison	3.00
Alexandra Andrisoi	3.00
Joshua Foster	1.30
Olivia D'Innocenzo	2.50
Andreas Josuran	10.10

Disbursements	Amount
Online Government Service	\$ 1,583.92
Total Disbursements	\$ 1,583.92

Other Charges	Amount
Printing	\$ 344.75
Total Other Charges	\$ 344.75
GST/HST	\$ 2,204.33
PST	\$ 2,951.06
TOTAL DUE	\$ 49,242.06



Bennett Jones

FTI CONSULTING CANADA INC.
SUITE 2010
79 WELLINGTON STREET WEST
TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
Our File Number: 076142.00008

Date: November 4, 2019
Invoice: 1302850

Remittance Statement

Professional Services	\$	42,158.00
Disbursements	\$	1,583.92
Other Charges	\$	344.75
Total Due before GST/HST/PST	\$	44,086.67
GST/HST	\$	2,204.33
PST	\$	2,951.06
Total Due in CAD	\$	49,242.06

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Trans t 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com
Remit by Credit Card (Visa or MasterCard):
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
 Suite 3400
 1 First Canadian Place
 P.O. Box 130
 Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.
 SUITE 2010
 79 WELLINGTON STREET WEST
 TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
 Our File Number: 076142.00008

Date: December 4, 2019
 Invoice: 1308559

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	102,133.00
Disbursements	\$	390.21
Disbursements Incurred As Your Agent (Non Taxable)	\$	172.00
Other Charges	\$	699.00
Total Due before GST/HST/PST	\$	<u>103,394.21</u>
GST/HST	\$	5,161.11
PST	\$	7,149.31
Total Due in CAD	\$	<u>115,704.63</u>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



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Date	Name	Description	Hours
01/11/19	Alexandra Andrisoi	Email exchange with J. Rosenberg regarding maintenance of service list; Prepare request to Supreme Court Registry for assignment of judge to hear application seeking approval of bidding procedures	0.30
01/11/19	David Gruber	Email regarding service list; Conference with A. Andrisoi; Email regarding scheduling	0.30
01/11/19	Sean Zweig	Many calls with J. Rosenberg; Revising Bidding Procedures; Reviewing Demand for Notice, and emails in connection with same; Call with A. Sabine and J. Rosenberg; Reviewing Gotham Green documents; Emails with I. Kallick regarding receivership process	2.40
02/11/19	Sean Zweig	Various emails and calls with J. Rosenberg regarding [REDACTED]; Considering issues	1.30
03/11/19	Alexandra Andrisoi	Review materials relating to status of DionyMed Brands for preparation of draft report of the Receiver; Draft First Report of the Receiver in support of approval of bidding procedures; Draft proposed order for approval of bidding procedures	3.70
03/11/19	Sean Zweig	Reviewing email from A. Sabine regarding [REDACTED]; Reviewing correspondence regarding Gotham Green loan and considering same	0.40
04/11/19	Alexandra Andrisoi	Email exchange regarding scheduling of application for approval of bidding procedures	0.20
04/11/19	Sean Zweig	Many calls with J. Rosenberg; Emails with A. Sabine regarding [REDACTED]; Reviewing Flow security documents and considering same; Reviewing and commenting on draft Order and Report for bidding procedures motion; Reviewing Stikeman comments on bidding procedures order; Emails with Vancouver team regarding court availability; Call with L. Hiebert; Reviewing and commenting on draft email to lender; Further discussions with J. Rosenberg	3.80
04/11/19	David Gruber	Email regarding court schedule	0.10
05/11/19	Alexandra Andrisoi	Submit amended request seeking appointment of judge to hear application for approval of bidding procedures; Email exchange with Court registry regarding hearing of application; Email exchange	0.60



Date	Name	Description	Hours
		and call regarding scheduling of application	
05/11/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED]; Reviewing and analyzing materials in respect of same	0.30
05/11/19	David Gruber	Email regarding scheduling; Conference with A. Andrisol	0.20
05/11/19	Sean Zweig	Many calls with J. Rosenberg; Call with M. Konyukohova; Drafting KERP letters; Reviewing Flow Capital documents, considering same and discussing with P. Bell; Call with J. Simpson and J. Rosenberg; Call with M. Basso and J. Rosenberg regarding creditor notice; Reviewing and commenting on draft Teaser; Drafting form of note for bondholders; Various emails in connection with Court time; Reviewing email and documents in connection with severance issue, and discussing same	3.70
06/11/19	Kris Hanc	Reviewing Share Purchase Agreement	0.40
06/11/19	David Gruber	Email regarding service	0.10
06/11/19	Sean Zweig	Reviewing and commenting on draft NDA revisions; Emails with A. Sabine regarding regulatory memorandum; Reviewing and commenting on draft Receiver's notice and creditor list; Discussing same; Various emails in connection with sale process, bidding procedures, etc.; Various emails regarding Report to Court; Reviewing and commenting on revised APA; Emails regarding same; Reviewing and dealing with draft Gotham Green assignment; Revising KERP letter; Reviewing Gotham Green security documents and considering same; Many discussions with J. Rosenberg	3.30
07/11/19	Andreas Josuran	Review of loan documents regarding assignment	2.10
07/11/19	Preet Bell	Reviewing and analyzing [REDACTED]; Drafting correspondence to counsel for Flow Capital in respect of security registrations; Discussing same and related matters with S. Zweig	2.80
07/11/19	Simon Grant	Discussion with S. Zweig; Reviewing loan documents and discussing with A. Josuran;	2.00



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Date	Name	Description	Hours
		Reviewing draft assignment agreement	
07/11/19	Sean Zweig	Reviewing and commenting on draft regulatory memorandum; Call with J. Rosenberg; Call with Manatt and J. Rosenberg regarding [REDACTED]; Reviewing C. Wimmer's comments on [REDACTED]; Reviewing correspondence regarding regulatory matters; Call with J. Rosenberg and C. Wimmer; Emails with P. Bell regarding [REDACTED]; Further calls with J. Rosenberg; Reviewing and commenting on draft letter to counsel for Flow Capital; Reviewing and commenting on draft CIM; Reviewing and commenting on NDA mark-up; Emails and call with J. Rosenberg regarding interested [REDACTED]	3.50
08/11/19	Elie Freedman	Meeting with S. Zweig in respect of FTI Consulting loan to DYME subsidiaries; Drafting grid promissory note, US general security agreement and guarantee agreement; Drafting email correspondence to S. Zweig circulating DYME loan documents	7.50
08/11/19	Andreas Josuran	Review of loan documents regarding assignment	4.90
08/11/19	Preet Bell	Meeting with S. Zweig to discuss security [REDACTED]; Revising correspondence to Torkin Manes in respect of same; Reviewing and analyzing [REDACTED]; Discussing [REDACTED] with S. Zweig, and considering [REDACTED]	2.30
08/11/19	Simon Grant	Reviewing loan documents and discussing with S. Zweig	0.80
08/11/19	Sean Zweig	Various emails with J. Rosenberg; Many emails with A. Sabine regarding regulatory memo and dealing with same; Call with Stikeman and J. Rosenberg regarding Flow Capital issue; Various discussions regarding intercompany funding and dealing with same; Emails with C. Burr and J. Simpson regarding bidding procedures; Emails regarding Gotham Green securities issue; Discussions with J. Rosenberg; Reviewing revised letter to Flow Capital; Reviewing draft intercompany loan and security documents	4.00
08/11/19	Olivia	Conducting corporate searches in Ontario on	0.70

Date	Name	Description	Hours
	D'Innocenzo	Herban Industries, Herban CA 2 and Gourmet Green Room	
09/11/19	Elie Freedman	Reviewing email correspondence from J. Rosenberg in respect of DYME loan terms; Amending and revising grid promissory note, US general security agreement and guarantee agreement; Drafting email correspondence to S. Zweig circulating updated DYME loan documents	4.20
09/11/19	Sean Zweig	Emails with K. Hanc regarding [REDACTED]; Many emails with J. Rosenberg; Reviewing J. Rosenberg's comments on intercompany debt/security documents, and discussing same with E. Freedman; Reviewing revised drafts of same; Reviewing [REDACTED]	1.90
10/11/19	Elie Freedman	Reviewing email correspondence from J. Rosenberg in respect of document review; Drafting email correspondence to DYME counsel and FTI working group circulating DYME loan documents and providing instructions in respect of same	1.10
10/11/19	Sean Zweig	Reviewing correspondence to regulatory agencies; Various emails regarding intercompany debt/security documents, including with US counsel; Revising draft Report to Court; Emails with A. Andrisol regarding same; Reviewing and commenting on revised [REDACTED]	3.30
11/11/19	Andreas Josuran	Review of amendment agreement, notes and warrants regarding assignment of warrants	2.40
11/11/19	Alexandra Andrisol	Reviewing and revising draft First Report of the Receiver; Revising draft Order for approval of Bidding Procedures and other matters; Preparing Notice of Application seeking, among other things, approval of bidding procedures for sale of DionyMed's assets; Corresponding with S. Zweig regarding application for approval of bidding procedures	4.40
11/11/19	Elie Freedman	Reviewing FTI US counsel comments to US security agreement; Drafting email correspondence to FTI US counsel in respect of US security agreement comments and providing instructions in respect of same; Drafting email instructions to O. D'Innocenzo in respect of request for standard searches	0.70



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Date	Name	Description	Hours
11/11/19	Preet Bell	Reviewing and revising [REDACTED] Internal correspondence regarding same	0.20
11/11/19	Simon Grant	Reviewing loan documents and draft assignment; Email exchange with A. Josuran	1.10
11/11/19	Sean Zweig	Emails regarding draft APA; Emails with J. Simpson; Many discussions with J. Rosenberg; Reviewing I. Kallick's comments on loan documents; Many emails and calls regarding intercompany loan/security documents and dealing with same; Discussions regarding [REDACTED]; Reviewing Stikeman's comments on [REDACTED] and Flow Capital letter; Finalizing letter; Call with D. Churnside; Reviewing A. Andrisoi's comments on Report; Reviewing materials provided by D. Churnside and emails regarding same; Reviewing draft Notice of Application	4.20
12/11/19	Elie Freedman	Telephone conference call with J. Rosenberg and FTI US counsel in respect of loan documents; Reviewing US general security comments from FTI US counsel	1.50
12/11/19	Alexandra Andrisoi	Corresponding with S. Zweig regarding revisions to Receiver's First Report; Reviewing Flow Capital personal property security registrations; Revising Receiver's First Report to account for updated information for Flow Capital security registrations; Revising Notice of Application	0.90
12/11/19	Preet Bell	Correspondence with S. Zweig regarding [REDACTED]	0.20
12/11/19	Simon Grant	Reviewing loan documents; Reviewing assignment agreement and sending comments	1.10
12/11/19	Sean Zweig	Reviewing J. Rosenberg's comments on Report and discussing same; Working on revisions to same with A. Andrisoi; Multiple discussions regarding intercompany debt/security documents and issues; Reviewing S. Grant's comments on assignment agreement; [REDACTED] Reviewing additional GLAS security; Emails with A. Sabine regarding regulatory memorandum and related issues; Emails regarding Flow Capital	4.20

Date	Name	Description	Hours
		issues; Emails and call regarding deposit control agreements; Many calls with J. Rosenberg; Reviewing revised Report; Reviewing Hometown Heart materials	
13/11/19	Alexandra Andrisoi	Corresponding with S. Zweig regarding revisions to draft Receiver's report; Reviewing comments on draft report received from SP1's counsel; Reviewing additional security documents between Herban 2 and Gourmet Green Room in relation to revisions proposed by SP1 to draft report; Revising and amending draft Receiver's report; Corresponding with J. Rosenberg regarding amendments to Receiver's report	1.80
13/11/19	Preet Bell	Discussing [REDACTED] S. Zweig	0.10
13/11/19	Sean Zweig	Further emails and discussions regarding intercompany debt/security, and reviewing revised drafts of materials; Reviewing revised drafts of Gotham Green assignment and dealing with same; Emails with A. Sabine regarding [REDACTED]; Calls with J. Rosenberg; Reviewing Stikeman's comments on Report; Dealing with same and discussions with A. Andrisoi regarding same; Emails with Stikeman regarding [REDACTED]; Emails regarding NDA mark-up; Reviewing further revised draft of [REDACTED]; Emails regarding [REDACTED]; Reviewing revised draft of Report	3.20
13/11/19	Elle Freedman	Reviewing comments from borrowers' counsel in respect of demand grid promissory note, guarantee agreement and US general security agreement; Providing instructions to FTI US counsel in respect of security registration filings; Further amending and revising general security agreement and grid promissory note with comments from borrowers' counsel; Circulating updated draft loan documents to borrowers and borrowers' counsel and inquiring in respect of assets disclosures in security agreement	2.00
14/11/19	Simon Grant	Reviewing revised draft loan assignment agreement and sending comments	0.30
14/11/19	Elie Freedman	Drafting email instructions to DYME's US counsel in respect of grid note execution pages; Drafting email correspondence to J. Rosenberg in respect of	3.00



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Client: 076142.00008
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Date	Name	Description	Hours
		outstanding closing items; Reviewing UCC financing statement registrations and providing comments to FTI's US counsel in respect of same; Drafting email correspondence to DYME's counsel in respect of UCC financing statement filings and review of trademark security agreement	
14/11/19	Sean Zweig	Reviewing I. Kallick's comments on assignment document, and considering and dealing with same; Various discussions throughout day regarding intercompany debt/security documents; Emails with A. Sabine regarding regulatory matters; Reviewing revised [REDACTED] and considering same; Multiple discussions with J. Rosenberg; Emails with Stikeman regarding regulatory issues; Discussion with K. Hanc regarding [REDACTED] in connection with loan assignment; Emails with Manatt regarding same; Reviewing email from Oregon employee group; Various further emails regarding [REDACTED]	3.10
14/11/19	Olivia D'Innocenzo	Conducting Ontario PPSA and California and Michigan UCC searches against Herban Industries and Herban CA 2	0.80
15/11/19	Elie Freedman	Drafting follow-up email correspondence to borrowers' counsel in respect of authorization to file UCC-1 and trademark security agreements; Telephone conference call with J. Rosenberg in respect of closing status; Drafting email correspondence to borrowers' US counsel in respect of comments to draft UCC-1 filings; Drafting email instructions to FTI's US counsel in respect of filing security registrations	1.60
15/11/19	Sean Zweig	Reviewing and commenting on draft email to regulators and suppliers; Emails and discussions regarding intercompany debt/security documents; Many discussions with J. Rosenberg; Reviewing notices sent to regulators; Call with US counsel and others regarding [REDACTED]; Reviewing documents regarding Herbl complaint; Emails regarding [REDACTED]; Reviewing Oregon permit litigation	2.50
17/11/19	Sean Zweig	Reviewing balance sheet and considering securities issue; Reviewing revised [REDACTED]; Further emails regarding intercompany documents; Reviewing draft LOI and considering same; Call with J. Rosenberg regarding same and	1.80



Date	Name	Description	Hours
		other issues; Working on APA; Emails with Manatt regarding same	
18/11/19	Kris Hanc	Reviewing and revising letter of intent and term sheet; Calls with S. Zweig; Further reviewing and revising term sheet; Correspondence	1.90
18/11/19	Sean Zweig	Multiple calls with J. Rosenberg; Revising Report; Emails regarding further funding and intercompany matters; Call with Stikeman and J. Rosenberg; Reviewing letter from J. Simpson; Reviewing revised draft LOI, and discussions regarding same; Working on same extensively; Emails regarding various regulatory matters; Discussion regarding [REDACTED], and revising same; Call with counsel to US claimant; Reviewing landlord waivers from SP1; Emails with A. Sabine regarding APA	3.90
18/11/19	Elie Freedman	Reviewing email correspondence from J. Rosenberg in respect of closing status and drafting email correspondence updating progress in respect of same; Drafting email correspondence to FTI's US counsel in respect of updates for security filing registrations; Circulating fully executed copies of loan documents to DYME and FTI working groups; Telephone conference call with FTI US counsel in respect of US trademark security agreement filings and UCC-1 filings to provide instructions in respect of same; Reviewing email correspondence from J. Rosenberg in respect of closing status and providing email update in respect of same	0.70
18/11/19	David Gruber	Email regarding service list	0.10
19/11/19	Elie Freedman	Reviewing email correspondence from J. Rosenberg in respect of funding inquiry and corresponding in respect of same; Reviewing request for requirements estimate for taking security over Ontario company from S. Zweig; Drafting email correspondence to J. Rosenberg outlining transaction requirements and requests for additional information; Reviewing email correspondence from FTI US counsel in respect of trademark security agreement filings; Drafting email correspondence to borrowers' US counsel requesting clarification in respect of trademark security agreement registration numbers	2.10
19/11/19	Alexandra	Reviewing amendments to receiver's report;	1.60



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Client:
Invoice No.:

076142.00008
1308559

Date	Name	Description	Hours
	Andrisoi	Amend notice of application for order seeking approval of bidding procedures; Corresponding with S. Zweig regarding scheduling and logistics of hearing; Amending and finalizing draft Order for inclusion as schedule to notice of application; Attending to service of notice of application	
19/11/19	Preet Bell	Reviewing correspondence from Torkin Manes in respect of [REDACTED] Conducting review and analysis of materials in respect of same; Researching [REDACTED] in respect of same; Discussing same with S. Zweig; Conducting review and analysis of [REDACTED] Discussion with S. Zweig in respect of same and next steps	4.90
19/11/19	David Gruber	Reviewing Receiver's report	0.20
19/11/19	Sean Zweig	Many calls with J. Rosenberg; Emails in connection with [REDACTED]; Dealing with [REDACTED] and discussing same with P. Bell; Revising and finalizing Report and court materials; Working on APA; Revising Gotham Green Assignment Agreement and [REDACTED]; Discussions with A. Andrisoi; Call with Manatt regarding US insolvency options; Dealing with various sale process matters; Discussing and dealing with Canadian loan/security; Emails regarding US loan/security; Various emails with C. Wimmer; Considering Oregon secured claim issue	3.20
19/11/19	Olivia D'Innocenzo	Conducting Ontario corporate and security searches on DionyMed Inc.	0.60
20/11/19	Elie Freedman	Reviewing email correspondence from FTI US counsel in respect of trademark security registration updates; Preparing Canadian security agreement and precedent form; Providing instructions to O. D'Innocenzo in respect of PPSA security filings and standard diligence search requests; Reviewing search summary results against DionyMed Inc.	2.00
20/11/19	Preet Bell	Discussing [REDACTED] with S. Zweig; Reviewing materials in respect of same, including provisions of [REDACTED]	0.80



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Page 11

Client:
Invoice No.:

076142.00008
1308559

Date	Name	Description	Hours
20/11/19	David Rotchtin	Discuss various issues relating to additional secured loans to be made	0.50
20/11/19	Alexandra Andrisoi	Attending to service of filed copies of notice of application and receiver's report seeking approval of Bidding Procedures	0.20
20/11/19	Sean Zweig	Discussion with E. Freedman; Reviewing and revising Gotham Green agreement; Discussions with US counsel regarding same; Call with J. Simpson and Flow Capital; Call with Stikeman regarding APA; Revising same; Various emails and discussions regarding Flow Capital issue; Reviewing and commenting on draft presentation for SP1; Many calls with J. Rosenberg; Further discussing and revising APA; Emails with US counsel regarding regulatory memorandum	3.20
20/11/19	Olivia D'Innocenzo	Reviewing search results and preparing summary report; Preparing Ontario PPSA draft financing statement; Circulating same to E. Freedman	1.40
21/11/19	Yohanna Laurensia	Drafting promissory note and Canadian general security agreement for loan to DionyMed Inc.; Speaking with E. Freedman regarding amendments required to the promissory note and Canadian general security agreement; Updating the agreements; Speaking with E. Freedman regarding closing agenda	5.70
21/11/19	Elie Freedman	Completing review of PPSA registration filing and search results summaries and providing instructions to O. D'Innocenzo in respect of same; Reviewing email correspondence from J. Rosenberg in respect of transaction structure; Drafting email correspondence to J. Rosenberg outlining additional structural comments and advising in respect of search results review; Meeting with Y. Laurensia to provide instructions in respect of preparing general security agreement and promissory note for Canadian loan to DionyMed Inc.; Reviewing draft general security agreement and grid promissory note prepared by Y. Laurensia and providing comments in respect of same; Preparing closing checklist; Drafting email correspondence to FTI US counsel in respect of search summaries; Telephone conference call with borrowers' Canadian counsel in respect of Canadian loan timing and advising of requirements	4.10



December 4, 2019
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Client:
Invoice No.:

076142.00008
1308559

Date	Name	Description	Hours
		in respect of same	
21/11/19	Sean Zweig	Further discussions with US counsel regarding Gotham Green assignment; Many emails and discussions throughout day regarding Canadian and US loan/security documents; Considering [REDACTED], and emails with J. Rosenberg regarding same; Reviewing revised [REDACTED] and emails regarding same; Reviewing NDA mark-up and emails regarding same	1.40
21/11/19	Olivia D'Innocenzo	Registering the PPSA draft and conducting post-registration search; Circulating same and the confirmation of filing to E. Freedman	0.30
22/11/19	Elie Freedman	Finalizing Canadian loan documents and circulating draft promissory note and security agreement to J. Rosenberg for comments; Circulating Canadian loan documents to CBB for comment in respect of Canadian promissory note and security agreement; Providing instructions to Y. Laurensia in respect of closing checklist and outstanding items	3.20
22/11/19	Yohanna Laurensia	Drafting a closing agenda for the Canadian and US loans	1.30
22/11/19	Preet Bell	Meeting with S. Zweig to discuss next steps and [REDACTED]; Reviewing and analyzing materials in respect of same	0.40
22/11/19	Sean Zweig	Reviewing draft Canadian loan/security documents; Discussions with E. Freedman; Emails with J. Simpson regarding Flow Capital issue; Discussing with P. Bell and J. Foster; Reviewing further revised Gotham Green assignment agreement; Calls with J. Rosenberg	1.50
22/11/19	Olivia D'Innocenzo	Conducting Intellectual property searches and circulating same to E. Freedman	0.40
23/11/19	Sean Zweig	Reviewing CBB comments on GSA	0.20
24/11/19	Elie Freedman	Reviewing comments from CBB in respect of Canadian loan documents; Drafting email correspondence to J. Rosenberg in respect of CBB comments and requesting input in respect of same	1.40
24/11/19	Sean Zweig	Discussions with E. Freedman regarding Canadian	0.40



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Client:
Invoice No.:

076142.00008
1308559

Date	Name	Description	Hours
		security/loan; Emails regarding upcoming application	
25/11/19	Joshua Foster	Amending and finalizing term sheet for S. Zweig; Corresponding with S. Zweig and S. Grant regarding same	3.60
25/11/19	Yohanna Laurensia	Continuing to draft closing agenda	0.40
25/11/19	Elie Freedman	Reviewing email correspondence from US counsel in respect of trademark registration updates and drafting email correspondence in respect of same; Telephone conference call with US counsel in respect of updating TM security agreement	0.70
25/11/19	Alexandra Andrisoi	Reviewing materials for hearing of FTI's application for approval of, among other things, the Bidding Procedures; Corresponding with S. Zweig regarding the upcoming court hearing	2.00
25/11/19	Sean Zweig	Emails with C. Burr; Reviewing and commenting on draft Flow Term Sheet; Emails regarding regulatory memorandum; Call with A. Andrisoi in preparation for hearing; Calls with J. Rosenberg; Reviewing email from D. Churnside and drafting response; Emails with BCC; Reviewing revised regulatory memorandum; Emails regarding NDA mark-up from bidder; Reviewing correspondence in connection with US debt/security; Reviewing and commenting on revised Term Sheet; Emails with J. Rosenberg regarding same	2.80
25/11/19	Simon Grant	Reviewing draft term sheet and discussing security discharge language with J. Foster	0.90
25/11/19	Olivia D'Innocenzo	Organization and delivery of the Ontario PPSA verification statements to E. Freedman	0.20
26/11/19	Elie Freedman	Drafting follow-up correspondence to J. Rosenberg in respect of comments to Canadian loan documents; Drafting email correspondence to CBB in respect of finalized loan documents; Telephone conference call with S. Zweig in respect of responses from J. Rosenberg; Drafting email correspondence to J. Rosenberg in respect of execution of loan documents; Reviewing email correspondence from CBB in respect of executed Canadian loan documents	1.40



December 4, 2019
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Client:
Invoice No.:

076142.00008
1308559

Date	Name	Description	Hours
26/11/19	Alexandra Andrisoi	Preparing for application to approve bidding procedures; Attending Supreme Court of British Columbia for hearing of application to approve bidding procedures; Attending to entering Order; Attending to service of the Order on the Service List	2.90
26/11/19	Sean Zweig	Call with J. Rosenberg; Multiple emails and calls with A. Andrisoi and J. Rosenberg in connection with hearing; Discussions with E. Freedman regarding Canadian debt/security; Further correspondence regarding [REDACTED]; Reviewing correspondence from H. Smith and discussing same; Call with J. Rosenberg regarding various issues; Correspondence throughout day	2.10
27/11/19	Elie Freedman	Reviewing search summary results from FTI's US counsel in respect of US loan to DYME subsidiaries	1.10
27/11/19	Sean Zweig	Emails with J. Rosenberg regarding bond interest issue; Various emails with C. Wimmer; Reviewing A. Sabine's email regarding memorandum; Considering same and discussing same; Call with J. Rosenberg and A. Sabine regarding [REDACTED]; Emails regarding same; Call with Manatt regarding US enforcement options; Follow-up call with J. Rosenberg; Other calls and emails with J. Rosenberg	2.30
28/11/19	Elie Freedman	Completing review of US search results; Drafting email correspondence to J. Rosenberg in respect of US search results; Drafting email correspondence to FTI US counsel in respect of search results summary	1.00
28/11/19	Sean Zweig	Reviewing various correspondence in connection with Canadian debt/security; Discussion with E. Freedman regarding US security; Reviewing email regarding [REDACTED] with J. Rosenberg; Call with J. Rosenberg regarding various matters; Reviewing correspondence regarding Gotham Green assignment	0.80
29/11/19	Preet Bell	Internal correspondence and discussions regarding [REDACTED]; Reviewing materials in respect of same	0.30
29/11/19	Sean Zweig	Various correspondence with C. Wimmer and J. Rosenberg	0.30



December 4, 2019
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Client:
Invoice No.:

076142.00008
1308559

Date Name Description Hours

Total Hours 173.70
Total Professional Services \$ 102,133.00

Name Hours

Name	Hours
Kris Hanc	2.30
Preet Bell	12.30
Simon Grant	6.20
Sean Zweig	68.70
David Gruber	1.00
David Rotchtin	0.50
Elie Freedman	39.30
Alexandra Andrisoi	18.60
Joshua Foster	3.60
Yohanna Laurensia	7.40
Olivia D'Innocenzo	4.40
Andreas Josuran	9.40

Disbursements Amount

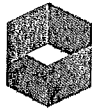
SoundPath Legal Conferencing	\$ 18.60
BC Online - Search	\$ 8.50
Online Government Service	\$ 363.11
Total Disbursements	\$ <u>390.21</u>

Disbursements Incurred As Your Agent (Non Taxable) Amount

Courthouse	\$ 80.00
Online Government Service - Registration	\$ 92.00
Total Disbursements Incurred as Your Agent	\$ <u>172.00</u>

Other Charges Amount

Photocopy Charges	\$ 27.50
Printing	\$ 671.50
Total Other Charges	\$ <u>699.00</u>
GST/HST	\$ 5,161.11
PST	\$ 7,149.31
TOTAL DUE	\$ <u><u>115,704.63</u></u>



Bennett Jones

FTI CONSULTING CANADA INC.
SUITE 2010
79 WELLINGTON STREET WEST
TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
Our File Number: 076142.00008

Date: December 4, 2019
Invoice: 1308559

Remittance Statement

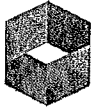
Professional Services	\$	102,133.00
Disbursements	\$	390.21
Disbursements Incurred As Your Agent (Non Taxable)	\$	172.00
Other Charges	\$	699.00
Total Due before GST/HST/PST	\$	103,394.21
GST/HST	\$	5,161.11
PST	\$	7,149.31
Total Due in CAD	\$	115,704.63

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Trans t 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com
Remit by Credit Card (Visa or MasterCard):
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.
SUITE 2010
79 WELLINGTON STREET WEST
TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
Our File Number: 076142.00008

Date: December 31, 2019
Invoice: 1314568

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	45,962.00
Disbursements	\$	202.11
Other Charges	\$	79.75
Total Due before GST/HST/PST	\$	<u>46,243.86</u>
GST/HST	\$	2,312.19
PST	\$	3,217.34
Less Amount Applied From Trust	\$	(50,308.74)
Total Due in CAD	\$	<u>1,464.65</u>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757

December 31, 2019
 Page 2

 Client: 076142.00008
 Invoice No.: 1314568

Date	Name	Description	Hours
02/12/19	Preet Bell	Drafting correspondence to Torkin Manes in respect of [REDACTED]; Conducting research and analysis in respect of [REDACTED] [REDACTED] Internal correspondence regarding same and next steps	2.40
02/12/19	Sean Zweig	Call with J. Rosenberg regarding various work streams; Discussion with A. Andrisoi regarding sale approval materials; Reviewing Flow comments on Term Sheet and considering same; Call with J. Simpson regarding same; Reviewing draft letter to Flow; Revising Term Sheet; Call regarding [REDACTED] [REDACTED] Call with Vincente law firm regarding various issues; Follow-up call with J. Rosenberg; Reviewing and revising draft [REDACTED] [REDACTED] Reviewing revised Manatt [REDACTED]	2.40
03/12/19	Elie Freedman	Drafting email correspondence to J. Rosenberg in respect of outstanding items; Compiling closing documents; Telephone call with J. Rosenberg in respect of closing status	0.20
03/12/19	Preet Bell	Discussing [REDACTED] with S. Zweig; Reviewing and analyzing [REDACTED] [REDACTED] [REDACTED] Drafting correspondence to S. Zweig regarding same	3.60
03/12/19	Alexandra Andrisoi	Considering term sheet proposal with Flow Capital; Preparing draft Second Report of the Receiver in support of application for approval of sale of assets	1.30
03/12/19	Sean Zweig	Reviewing [REDACTED] [REDACTED] Discussion with J. Rosenberg regarding Flow term sheet, and further revising same; Call with US state receiver; Reviewing [REDACTED] [REDACTED]; Discussions regarding debt/security documents	1.50
04/12/19	Sean Zweig	Various correspondence throughout day, including many discussions with J. Rosenberg; Reviewing email from Stikeman and considering same; Discussion with J. Rosenberg regarding same; Drafting materials for contingency planning; Reviewing revised Gotham Green loan assignment;	2.00

Date	Name	Description	Hours
		Reviewing Hometown unwinding summary; Emails with I. Kallick regarding release on debt assignment; Reviewing various correspondence and materials regarding Hometown Heart	
05/12/19	Kris Hanc	Emails with S. Zweig regarding [REDACTED]	0.20
05/12/19	Sean Zweig	Emails with J. Simpson regarding Term Sheet; Calls with J. Rosenberg; Call with California regulator; Follow-up call with J. Rosenberg and A. Sabine; Reviewing MMAC documents and request; Considering same and discussing same with J. Rosenberg; Reviewing email regarding CTO; Emails with K. Hanc and J. Rosenberg regarding same	1.70
06/12/19	Sean Zweig	Reviewing CTO; Reviewing revised Term Sheet from Flow, emails regarding same, and revising same; Call with Vincente law firm; Many calls with J. Rosenberg; Emails regarding Eaze litigation; Emails with J. Storper	1.50
06/12/19	Alexandra Andrisoi	Reviewing correspondence with Flow Capital and other materials; Drafting Second Report of the Receiver in anticipation of application to Court seeking approval of sale of DionyMed Brand's assets; Drafting Sale Approval and Vesting Order	4.50
07/12/19	Sean Zweig	Emails and call with J. Rosenberg regarding various matters	0.30
08/12/19	Sean Zweig	Reviewing and commenting on draft Second Report and draft Approval and Vesting Order	1.60
09/12/19	Alexandra Andrisoi	Revising draft Sale Approval and Vesting Order; Reviewing and considering bid from Eaze Technologies Inc.	0.90
09/12/19	Sean Zweig	Reviewing licence valuation analysis and discussing same; Two calls with J. Storper; Many follow-up emails and calls in connection with same and [REDACTED]; Emails with J. Simpson regarding Flow; Reviewing bids received and considering same; Many discussions with J. Rosenberg regarding same and [REDACTED]; Discussion with K. Hanc regarding [REDACTED]	3.70
10/12/19	Elie Freedman	Drafting email to FTI's US counsel in respect of outstanding search results	0.10



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Page 4

Client: 076142.00008
Invoice No.: 1314568

Date	Name	Description	Hours
10/12/19	Sean Zweig	Reviewing proposed deal terms from SP1; Many calls with J. Rosenberg; Call with C. Burr; Various emails with C. Wimmer; Reviewing email and documents in connection with King Barrett Lease; Various emails in connection with MMAC issue; Reviewing Eaze security agreement and note and warrant purchase agreement; Reviewing Eaze articles; Call with J. Storper; Reviewing conflict waiver; Reviewing Eaze diligence request list	3.50
11/12/19	Elie Freedman	Reviewing email correspondence from FTI's US counsel in respect of search results; Drafting email correspondence to S. Zweig in respect of transaction updates	0.50
11/12/19	Sean Zweig	Reviewing email from H. Smith; Emails with E. Freedman; Many calls with J. Rosenberg; Reviewing and commenting on email to Eaze; Emails with J. Simpson; Emails regarding LA licence	0.80
12/12/19	Sean Zweig	Reviewing and commenting on NDA; Discussion with J. Rosenberg regarding same; Various emails in connection with LA cultivation licence; Multiple calls with J. Rosenberg; Discussions regarding Gotham Green debt	1.20
13/12/19	Sean Zweig	Calls with J. Rosenberg; Emails with C. Wimmer regarding [REDACTED]; Reviewing and commenting on draft answer to complaint; Follow-up correspondence regarding same; Further calls with J. Rosenberg	1.60
15/12/19	Sean Zweig	Reviewing summary of proposed offer; Email with J. Rosenberg regarding same	0.20
17/12/19	Kris Hanc	Call with S. Zweig; Preparing email regarding minority rights; Correspondence	0.30
17/12/19	Sean Zweig	Reviewing and commenting on conflict waiver; Discussion with J. Rosenberg regarding same; Calls with J. Rosenberg; Considering transaction structures and [REDACTED], and discussing with K. Hanc; Reviewing draft mark-up of APA; Emails regarding same	1.80
18/12/19	Kris Hanc	Reviewing revised Asset Purchase Agreement; Call with S. Zweig; Reviewing further revised APA; Call with Stikeman; Various correspondence	1.80



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Client:
Invoice No.:

076142.00008
1314568

Date	Name	Description	Hours
18/12/19	Sean Zweig	Various discussions regarding APA and deal terms throughout day; Reviewing various drafts of APA; Discussions with K. Hanc; Call with J. Rosenberg and Stikeman; Many calls with J. Rosenberg; Emails regarding [REDACTED]; Reviewing Vincente engagement letter; Emails regarding US securities issue	3.40
19/12/19	Kris Hanc	Reviewing revised Asset Purchase Agreement	0.20
19/12/19	Alexandra Andrisoi	Preparing and submitting request to Supreme Court of BC requesting insolvency judge assignment for hearing of application for sale approval and vesting order	0.20
19/12/19	Sean Zweig	Calls with J. Rosenberg; Emails with J. Simpson; Emails in connection with LA cultivation licence; Emails with K. Hanc and Manatt [REDACTED]; Reviewing updated comments on APA; Discussion with J. Rosenberg regarding same and revising same; Various emails in connection with diligence requests; Call with A. Andrisoi regarding booking attendance	1.80
20/12/19	Sean Zweig	Many emails and calls with J. Rosenberg throughout day; Reviewing updated HTH draft documents; Emails regarding various diligence work streams; Emails regarding [REDACTED]; Call with Eaze regarding existing liens	2.20
21/12/19	Sean Zweig	Emails regarding liens and other diligence matters	0.80
22/12/19	Sean Zweig	Reviewing Flow Term Sheet; Discussions with J. Rosenberg	0.50
23/12/19	Sean Zweig	Emails regarding Oregon security issue; Various emails with D. Mackenzie; Various discussions with J. Rosenberg	0.90
26/12/19	Sean Zweig	Calls with J. Rosenberg	0.40
27/12/19	Sean Zweig	Discussions regarding disclosure obligations; Emails regarding HTH; Many discussions with J. Rosenberg	1.00
28/12/19	Sean Zweig	Calls with J. Rosenberg	0.30
29/12/19	Sean Zweig	Emails regarding Eaze transaction; Calls with J. Rosenberg; Reviewing revised HTH documents; Emails regarding same	1.30



December 31, 2019
Page 6

Client: 076142.00008
Invoice No.: 1314568

Date	Name	Description	Hours
30/12/19	Sean Zweig	Working throughout day in connection with Eaze transactions, including reviewing and commenting on various documents, and many calls and emails	6.20
31/12/19	Kris Hanc	Reviewing APA; Reviewing Warrant Agreement; Review Release; Reviewing Side Letter; Emails regarding same	1.20
31/12/19	Sean Zweig	Working throughout day on Eaze transactions; Reviewing and commenting on various documents; Significant number of calls and emails throughout day	4.70

Total Hours	64.70
Total Professional Services	\$ 45,962.00

Name	Hours
Kris Hanc	3.70
Preet Bell	6.00
Sean Zweig	47.30
Elie Freedman	0.80
Alexandra Andrisoi	6.90

Disbursements	Amount
Miscellaneous	\$ 21.50
Professional Services	\$ 79.16
SoundPath Legal Conferencing	\$ 101.45
Total Disbursements	\$ 202.11

Other Charges	Amount
Printing	\$ 79.75
Total Other Charges	\$ 79.75
GST/HST	\$ 2,312.19
PST	\$ 3,217.34
Less Amount Applied From Trust	\$ (50,308.74)
TOTAL DUE	\$ 1,464.65



Bennett Jones

FTI CONSULTING CANADA INC.
SUITE 2010
79 WELLINGTON STREET WEST
TORONTO, ON M5K 1G8

Attention: Mr. Jeffrey Rosenberg

Re: DionyMed Brands Inc.
Our File Number: 076142.00008

Date: December 31, 2019
Invoice: 1314568

Remittance Statement

Professional Services	\$	45,962.00
Disbursements	\$	202.11
Other Charges	\$	79.75
Total Due before GST/HST/PST	\$	46,243.86
GST/HST	\$	2,312.19
PST	\$	3,217.34
Less Amount Applied From Trust	\$	(50,308.74)
Total Due in CAD	\$	1,464.65

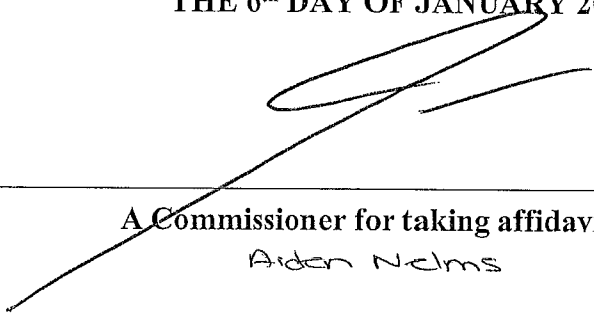
Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Trans t 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com
Remit by Credit Card (Visa or MasterCard):
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 6th DAY OF JANUARY 2020



A Commissioner for taking affidavits, etc.
Aiden Nelms

Exhibit "B"

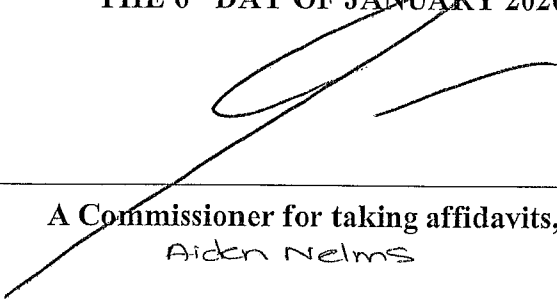
Invoice #	Period Ending	Date of Account	Fees	Expenses/ Disbursements	HST/PST	Total
1302850	31-Oct-19	4-Nov-19	\$ 42,158.00	\$ 1,928.67	\$ 5,155.39	\$ 49,242.06
1308559	29-Nov-19	4-Dec-19	\$ 102,133.00	\$ 1,261.21	\$ 12,310.42	\$ 115,704.63
1314568	31-Dec-19	31-Dec-19	\$ 45,962.00	\$ 281.86	\$ 5,529.53	\$ 51,773.39
TOTAL			\$ 190,253.00	\$ 3,471.74	\$ 22,995.34	\$ 216,720.08

THIS IS EXHIBIT "C" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 6th DAY OF JANUARY 2020



A handwritten signature in black ink, appearing to read "Aiden Nelms", is written over a horizontal line. The signature is stylized and somewhat cursive.

A Commissioner for taking affidavits, etc.
Aiden Nelms

Exhibit "C"

Timekeeper	Year of Call (if applicable)	Hourly Rate	Total Time	Fees
Zweig, Sean	2009	\$ 750.00	139.9	\$ 104,925.00
Bell, Preet	2008	\$ 720.00	21.3	\$ 15,336.00
Dominique Hussey	1991	\$ 810.00	0.4	\$ 324.00
David Gruber	1997	\$ 740.00	1.4	\$ 1,036.00
Shelby Morrison	2018	\$ 390.00	3	\$ 1,170.00
Alexandra Andrisoi	2015	\$ 440.00	28.5	\$ 12,540.00
Joshua Foster	Articling Student	\$ 250.00	4.9	\$ 1,225.00
Olivia D'Innocenzo	Law Clerk	\$ 365.00	6.9	\$ 2,518.50
Andreas Josuran	Legal Consultant	\$ 495.00	19.5	\$ 9,652.50
Kris Hanc	2007	\$ 750.00	8.8	\$ 6,600.00
Simon Grant	2009	\$ 690.00	21.6	\$ 14,904.00
David Rotchin	2012	\$ 655.00	0.5	\$ 327.50
Elie Freedman	2017	\$ 445.00	40.1	\$ 17,844.50
Yohanna Laurensia	Articling Student	\$ 250.00	7.4	\$ 1,850.00
TOTAL		Total Hours:	304.2	\$ 190,253.00

Blended Rate (excluding expenses and HST) \$190,253.00 ÷ 304.2 hours =	\$625.42
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