

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
BZAM LTD., BZAM HOLDINGS INC., BZAM MANAGEMENT INC., BZAM
CANNABIS CORP., FOLIUM LIFE SCIENCE INC., 102172093 SASKATCHEWAN
LTD., THE GREEN ORGANIC DUTCHMAN LTD., MEDICAN ORGANIC INC., HIGH
ROAD HOLDING CORP., AND FINAL BELL CORP.**

(Applicants)

**AIDE MEMOIRE OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

Case Conference on April 12, 2024

April 12, 2024

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TO: THE SERVICE LIST

1. FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor (the “**Monitor**”) of the Applicants in this proceeding under the *Companies’ Creditors Arrangement Act* (“**CCAA**”), files this *aide memoire* in connection with its request for directions relating to the content and scope of its report to be delivered in respect of the dispute (the “**Final Bell Litigation**”) between the Applicants and Final Bell Holdings International Ltd. (“**FBHI**”).

2. The Final Bell Litigation timetable contemplates that a two-day hearing will take place on April 22-23, 2024, with the Monitor delivering its Report on April 15, 2024. At a case conference held on March 19, 2024, Justice Osborne orally stated that he wanted to see a robust Monitor’s Report on the matters in dispute in the Final Bell Litigation.

3. In keeping with the direction from the Court, the Monitor reviewed the parties’ motion materials, as well as the evidence adduced according to production requests and cross-examinations which took place between April 8-10, 2024. During the Monitor’s review, it has identified certain limitations in the financial information adduced by the Applicants and FBHI that would preclude the Monitor from forming views on some of the issues in dispute. Accordingly, the Monitor requested additional and more detailed financial information from the Applicants and FBHI.

4. FBHI advised the Monitor that the Monitor’s seeking additional potentially relevant information after cross-examinations have concluded and including that information in forming views for its Report for this motion would cause significant procedural unfairness to FBHI and that the Monitor would be exposed to censure and costs in doing so.

5. BZAM and Cortland do not take a position on this issue. FBHI remains of the view that the Monitor’s Report on this motion is not to include references to information or documents that is not in the parties’ evidence.

6. The Monitor’s sole interest in this matter is to provide assistance to the parties and the Court in an unbiased and neutral manner.

7. Accordingly, the Monitor is seeking the Court’s directions on the scope of the Report to be delivered in connection with the Final Bell Litigation. Should the Court find that the Monitor is to be authorized to request and consider information necessary to form views with respect to the issues in dispute that is not in evidence through the parties’ motion materials, cross-examinations

or other productions, the Monitor will be requesting an Order (similar to orders granted in other cases involving litigation disputes within CCAA proceedings) outlining its powers and obligations in respect of reporting on this dispute.¹

8. In addition, if the Court finds that the Monitor is to be authorized to request and consider addition information, the Monitor continues to be prepared (and has offered to FBHI) to work with the parties to put procedural safeguards in respect of any information the Monitor obtains during its investigations to allow FBHI and BZAM and Cortland to test that information.

9. In addition to the issue of the scope of the Monitor's review, the parties would like to obtain the Court's direction with respect to the following issues:

- (a) Timing of delivery of substantive legal briefs – prior to the hearing with lighter supplementary briefs after the hearing or in reverse order.
- (b) Length of legal briefs to be delivered prior to the hearing date – parties suggested 50 pages per party.
- (c) Length of legal briefs to be delivered at or shortly after the hearing - parties suggested 25 pages per party.
- (d) Court reporter – parties would like to arrange for Neeson Court Reporting (now Veritext) to provide real-time transcripts and/or same-day rough drafts.
- (e) Content of Monitor's report in connection with this motion – to be addressed by Final Bell and the Monitor in the *aide memoires*.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 12th day of April, 2024.

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¹ See [Arrangement relatif à Bloom Lake General](#), 2021 QCCS 2946 at [paras. 76-81](#) and [108-112](#); citing [Arrangement relatif à 9323-7055 Québec inc. \(Aquadis International Inc.\)](#), 2020 QCCA 659 at [para. 73](#). See also [Essar Steel Algoma Inc. et al](#), Court File No. CV-15-00001169-00CL ([Expansion of Monitor's Power Order, 26-September-2016](#)) and [Carillion Canada Holdings Inc. et al](#), Court File No. CV-18-590812-00CL ([Amended Investigation Order, 06-March-2019](#)).

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c. C-36, AS AMENDED**

Court File No: CV-24-00715773-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF BZAM
LTD., BZAM HOLDINGS INC., BZAM MANAGEMENT INC., BZAM CANNABIS CORP.,
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ORGANIC DUTCHMAN LTD., MEDICAN ORGANIC INC., HIGH ROAD HOLDING
CORP., AND FINAL BELL CORP.**

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(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AIDE MEMOIRE OF
THE MONITOR
(Case Conference April 12, 2024)**

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