

**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
15315441 CANADA INC.**

Applicant

**MOTION RECORD OF THE APPLICANT
(RE: STAY EXTENSION AND FEES APPROVAL)
(RETURNABLE JANUARY 29, 2024)**

January 23, 2024

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Lawyers for the Applicant

TO: THE SERVICE LIST

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**SERVICE LIST
(as at January 23, 2024)**

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INDEX

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**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
15315441 CANADA INC.**

Applicant

I N D E X

TAB	DOCUMENT
1.	Notice of Motion, returnable January 29, 2024
2.	Affidavit of Avininder Grewal, sworn January 23, 2024
A.	Exhibit "A" – Affidavit of Avininder Grewal, sworn October 6, 2023 (without Exhibits)
B.	Exhibit "B" – Claims Process Order, dated August 29, 2023
3.	Draft Order

TAB 1

**ONTARIO
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Applicant

**NOTICE OF MOTION
(Returnable January 29, 2024)**

15315441 Canada Inc. (the "**Applicant**" or "**Residual Co.**") will make a motion before Justice Osborne of the Ontario Superior Court of Justice (Commercial List) on **Monday, January 29, 2024, at 10:00 a.m.**, or as soon after that time as the Motion can be heard.

PROPOSED METHOD OF HEARING: The Motion is to be heard:

- In writing under subrule 37.12.1(1);
- In writing as an opposed motion under subrule 37.12.1(4);
- In person;
- By telephone conference;
- By video conference.

at the following location:

<https://ca01web.zoom.us/j/65979875939?pwd=VVRJZHVVVRWQ1cGdkRERtTGpRajNFUT09>

THE MOTION IS FOR¹

1. Issuance of an order, among other things:
 - (a) approving the Fifth Report of the Monitor, to be filed, and the activities of the Monitor referred to therein;
 - (b) approving the fees of the Monitor and its counsel;
 - (c) authorizing the Monitor to accept the Late Claims; and
 - (d) extending the Stay Period until and including April 15, 2024.
2. Such further and other relief as may be requested by the Applicants and as this Honourable Court considers just.

THE GROUNDS FOR THE MOTION ARE:

Background

1. FFHC, through its wholly-owned subsidiaries, is an independent cannabis retail chain with 72 retail cannabis stores open across Canada and two (2) licensed wholesale distribution facilities. Certain subsidiaries of FFHC also carry on business as a wholesale cannabis distributor and operate digital platforms which provide various services and software products relating to cannabis products.
2. Facing a severe liquidity crisis, the F&F Entities sought and obtained protection under the CCAA pursuant to the Initial Order issued by this Court on June 5, 2023 (which was amended and restated on June 15, 2023).
3. On June 19, 2023, the F&F Entities sought and obtained the SISP Order which, among other things, approved the SISP, authorized the Applicants and the Monitor to immediately commence the SISP, and approved the Stalking Horse Agreement solely for the purpose of constituting the Stalking Horse Bid under the SISP.

¹ All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the affidavit of Avininder Grewal sworn January [●], 2023, contained at Tab 2 of the Motion Record of the Applicants.

4. Following the completion of the SISP, the F&F Entities with the assistance of the Monitor identified the successful bid and transaction. On August 29, 2023, the F&F Entities sought and obtained: (a) the Approval and Reverse Vesting Order, which, among other things, approved the Subscription Agreement dated as of August 17, 2023, between FFHC and FIKA, and the Transactions contemplated therein, and extended the Stay Period until and including October 15, 2023; and (b) the Claims Process Order approving the proposed claims process to which claimants may file claims against the Applicant.

5. The Transactions closed on September 15, 2023. Upon closing of the Transactions, among other things: (a) all of FFHC's right, title and interest in and to the Excluded Assets, Excluded Contracts, Excluded Leases and Excluded Liabilities were channeled to, assumed by and vested absolutely and exclusively in Residual Co.; and (b) the F&F Entities were deemed to cease being applicants in these CCAA Proceedings, and Residual Co. became an applicant in these CCAA Proceedings.

6. As a result of the Transactions, the F&F Entities are continuing to operate, with the majority of employees retaining their employment, majority of their landlords retaining a paying tenant and a majority of their suppliers retaining a paying counterparty. In addition, the Transactions generated approximately \$13 million in proceeds in excess of the secured debt of the F&F Entities.

7. On October 13, 2023, the Applicant sought and obtained the Stay Extension, Distribution, and Fees Approval Order, which, among other things: (a) approved the Fourth Report of the Monitor and the activities of the Monitor referred to therein; (b) approved the fees of the Monitor and its counsel; (c) authorized the Monitor to make certain distributions; and (d) extended the Stay Period until and including January 30, 2024.

Extension of Stay Period

8. The Applicant is seeking to extend the Stay Period from January 30, 2024, to and including April 15, 2024. The extension of the Stay Period is necessary and appropriate in the circumstances to allow the Applicant and the Monitor to complete the Claims Process and make a distribution to the Applicant's creditors.

9. While the Monitor has worked to diligently review all Proofs of Claim, additional time is needed to determine all claims received in the Claims Process.

10. Since the granting of the Stay Extension, Distribution, and Fees Approval Order, the Applicant has acted, and is continuing to act in good faith and with due diligence in these CCAA Proceedings.

11. The Applicant currently has no operations and is expected to maintain liquidity through the proposed extension to the Stay Period.

12. The proposed extension of the Stay Period will not materially prejudice any of the Applicant's stakeholders and the Monitor supports the proposed extension of the Stay Period.

Approval of the Monitor's Activities and Fees

13. As will be described in the Monitor's Fifth Report, the Monitor has undertaken various activities to facilitate the CCAA Proceedings, and in particular, conducting the Claims Process in accordance with the Claims Process Order. The Applicant and the Monitor are now seeking approval of such activities.

14. The Monitor also seeks approval of the fees and disbursements of the Monitor and its counsel. The Monitor and its counsel will prepare and file fee affidavits with the Court in advance of the hearing of this motion.

Additional Late Claims

15. Certain claimants filed Proofs of Claims after the Claims Bar Date. Since no distributions have occurred, there is no prejudice to accepting these late claims. Accordingly, the Applicant is seeking authorization to accept the Late Claims as identified and described in the Fifth Report.

OTHER GROUNDS:

1. Section 11 of the CCAA and the inherent and equitable jurisdiction of this Court.
2. Rules 1.04, 2.03, 3.02, 16, 37, and 39 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
3. Such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

1. The affidavit of Avininder Grewal sworn January 23, 2024, and the Exhibits thereto.

2. The Fifth Report of the Monitor, to be filed.
3. Such further and other evidence as counsel may advise and this Court may permit.

January 23, 2024

STIKEMAN ELLIOTT LLP
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Lawyers for the Applicant

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 15315441 CANADA INC.

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION
(RETURNABLE JANUARY 29, 2023)**

STIKEMAN ELLIOTT LLP
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5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

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Lawyers for the Applicant

TAB 2

Court File No. CV-23-00700581-00CL

**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
15315441 CANADA INC.**

Applicant

**AFFIDAVIT OF AVININDER GREWAL
(Sworn January 23, 2024)**

I, Avininder Grewal, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am the sole director of 15315441 Canada Inc. ("**Residual Co.**" or the "**Applicant**") and have held this position since August 28, 2023. Prior to September 15, 2023, I was a director of Fire & Flower Holdings Corp. ("**FFHC**"), Fire & Flower Inc., 13318184 Canada Inc., 11180703 Canada Inc., 10926671 Canada Ltd., Friendly Stranger Holdings Corp., Pineapple Express Delivery Inc. ("**Pineapple Express**"), Hifyre Inc. (collectively, the "**F&F Entities**") and became a director of each of the F&F Entities at different times. However, I was a director of each of the F&F Entities both prior to the commencement and throughout the CCAA Proceedings (as defined below). Accordingly, I have personal knowledge of the matters to which I hereinafter depose, except where otherwise stated. Where I have relied upon such information, I do verily believe such information to be true.

2. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in my affidavit sworn October 6, 2023 (the "**First Grewal Affidavit**"), a copy of which (without Exhibits) is attached hereto as **Exhibit "A"**. All references to monetary amounts in this affidavit are in Canadian dollars unless otherwise indicated.

3. I swear this affidavit in support of a motion (the "**Motion**") by Residual Co. for the issuance of an order, *inter alia*:

- (a) approving the Fifth Report of the Monitor (the "**Fifth Report**"), to be filed, and the activities of the Monitor referred to therein;

- (b) approving the fees of the Monitor and its counsel;
- (c) authorizing the Monitor to accept the Late Claims (as defined below); and
- (d) extending the Stay Period until and including April 15, 2024.

I. BACKGROUND

4. FFHC, through its wholly-owned subsidiaries, is an independent cannabis retail chain with many retail cannabis stores open across Canada and two (2) licensed wholesale distribution facilities. Certain subsidiaries of FFHC also carry on business as a wholesale cannabis distributor and operate digital platforms which provide various services and software products relating to cannabis products.

5. Facing a severe liquidity crisis, the F&F Entities sought and obtained protection under the CCAA pursuant to the Initial Order issued by this Court on June 5, 2023.

6. Among other things, the Initial Order:

- (a) appointed FTI as Monitor of the F&F Entities;
- (b) granted the Initial Stay of Proceedings in favour of the F&F Entities, their directors and officers, and the Monitor;
- (c) approved the execution by the F&F Entities of the DIP Facility Agreement entered into on June 5, 2023, with the DIP Lender, pursuant to which the DIP Lender agreed to advance to the F&F Entities, a total amount of up to \$9.8 million, during the CCAA Proceedings, of which an Initial Advance of \$2.7 million was to be advanced during the Initial Stay of Proceedings;
- (d) granted the following priority charges against the F&F Entities' Property:
 - (i) the Administration Charge against the Property in the amount of \$600,000, as security for the payment of the professional fees and disbursements incurred and to be incurred by the Monitor, counsel to the Monitor, and counsel to the F&F Entities;

- (ii) the DIP Lender's Charge against the Property in the amount of the Initial Advance as security for the F&F Entities' obligations under the DIP Facility Agreement; and
- (iii) the D&O Charge against the Property in the maximum amount of \$2,800,000 in favour of the directors and officers of the F&F Entities as security for the F&F Entities' obligation to indemnify such D&Os for obligations and liabilities incurred in such capacities after the commencement of the CCAA Proceedings.

7. On June 15, 2023, the F&F Entities sought and obtained the ARIO, which, among other things:

- (a) extended the Stay Period to and including September 1, 2023;
- (b) approved the KERP and granted the KERP Charge in the amount of \$1.16 million against the Property as security for payments under the KERP; and
- (c) authorized the F&F Entities to increase the amounts which may be borrowed by the F&F Entities under the DIP Facility Agreement to \$9.8 million and granted a corresponding increase to the DIP Lender's Charge.

8. On June 19, 2023, the F&F Entities sought and obtained the SISP Order, which, among other things:

- (a) approved the SISP and authorized the F&F Entities and the Monitor to immediately commence the SISP; and
- (b) approved the Stalking Horse Agreement dated as of June 21, 2023, between FFHC and the Stalking Horse Bidder solely for the purpose of constituting the "Stalking Horse Bid" under the SISP.

9. Following the completion of the SISP, the F&F Entities with the assistance of the Monitor identified the successful bid and transaction. On August 29, 2023, the F&F Entities sought and obtained from the Court:

- (a) the Approval and Reverse Vesting Order which, among other things:

- (i) approved the Subscription Agreement dated as of August 17, 2023, between FFHC and FIKA and the Transactions contemplated therein; and
 - (ii) extended the Stay Period until and including October 15, 2023; and
- (b) the Claims Process Order which approved the proposed Claims Process pursuant to which claimants may file claims against the Applicant.

10. The Transactions closed on September 15, 2023. Among other things, the following occurred upon delivery of the Monitor's Closing Certificate and closing of the Transaction:

- (a) all of FFHC's right, title and interest in and to the Excluded Assets vested absolutely and exclusively in Residual Co. All applicable Claims and Encumbrances continued to attach to the Excluded Assets and to the Purchase Price;
- (b) all Excluded Contracts, Excluded Leases and Excluded Liabilities were channeled to, assumed by and vested absolutely and exclusively in Residual Co.; and
- (c) the F&F Entities were deemed to cease being applicants in these CCAA Proceedings, with Residual Co. becoming an applicant in these CCAA Proceedings, and the F&F Entities were deemed to be released from the purview of the ARIO and all other Orders of this Court granted in respect of these CCAA Proceedings, save and except for the Approval and Reverse Vesting Order.

11. As a result of the Transactions, the F&F Entities are continuing to operate, with the majority of employees retaining their employment, majority of their landlords retaining a paying tenant and a majority of their suppliers retaining a paying counterparty. In addition, the Transactions generated approximately \$13 million in proceeds in excess of the secured debt of the F&F Entities.

12. On October 13, 2023, the Applicant sought and obtained the Stay Extension, Distribution, and Fees Approval Order, which:

- (a) approved the Fourth Report of the Monitor and the activities of the Monitor referred to therein;
- (b) approved the fees of the Monitor and its counsel;

- (c) authorized the Monitor to make certain distributions from the Cash Consideration received and held by the Monitor in connection with the Transactions; and
- (d) extended the Stay Period until and including January 30, 2024.

13. A copy of the Claims Process Order is attached hereto as **Exhibit “B”**. Copies of the other orders, together with all other filings in the CCAA Proceedings, are available on the Monitor’s website at: <https://cfcanada.fticonsulting.com/fireandflower/>

II. UPDATE ON APPLICANT’S ACTIVITIES

14. Since the granting of the Stay Extension, Distribution, and Fees Approval Order, the Applicant has been working in good faith and with due diligence to working towards completing the Claims Process and making a distribution to its creditors.

15. The Applicant was made aware of a personal injury litigation matter in which Pineapple Express is a named defendant (the “**Pineapple Express Litigation**”). There were previously discussions between the Applicant, the Monitor, counsel for the plaintiffs in the Pineapple Express Litigation, and FIKA with respect to whether the plaintiffs could continue their proceedings against Pineapple Express after the Transactions closed.

16. However, on January 15, 2024, counsel for the plaintiffs advised that they had reached an agreement with counsel for Pineapple Express’ insurer that the CCAA does not apply to the Pineapple Express Litigation and that the insurer would continue to defend the Pineapple Express Litigation on behalf of Pineapple Express.

A. Claims Process¹

17. As referenced in the First Grewal Affidavit, the Claims Bar Date for all Proofs of Claim for Pre-Filing Claims and Restructuring Claims was October 12, 2023.

¹ Capitalized terms used herein and not otherwise defined have meanings ascribed to them in the Claims Process Order.

18. The Monitor received a total of 199 Claims in the approximate aggregate amount of \$295,262,000 by the Claims Bar Date and 12 Claims in the approximate aggregate amount of \$1,148,000 after the Claims Bar Date (the “**Late Claims**”).

19. As at the date of this affidavit, the Monitor has issued 57 Notices of Revision or Disallowance and received 4 Notices of Dispute.

20. While the Monitor has worked to diligently review all Proofs of Claim, additional time is needed to determine all claims received in the Claims Process.

21. I understand that the Monitor will provide a more extensive update on the claims received and their resolution in its Fifth Report.

22. In addition to the activities of the Applicant described above, since the granting of the Stay Extension, Distribution, and Fees Approval Order, the Applicant has also responded to creditor and stakeholder enquiries regarding these CCAA Proceedings and the Monitor has made a distribution to ACT, in full satisfaction of all the secured debt of the Applicant.

III. RELIEF SOUGHT

A. Stay Extension

23. The Applicant is seeking to extend the Stay Period from January 30, 2024, to and including April 15, 2024. The extension of the Stay Period is necessary and appropriate in the circumstances to allow the Applicant and the Monitor to complete the Claims Process and make a distribution to the Applicant’s creditors.

24. Accordingly, the Applicant has acted, and is continuing to act in good faith and with due diligence in these CCAA Proceedings. The Applicant currently has no operations and is expected to maintain liquidity through the proposed extension to the Stay Period.

25. I do not believe that the proposed extension of the Stay Period will materially prejudice any of the Applicant’s stakeholders. Further, I understand that the Monitor supports the proposed extension of the Stay Period and will be providing further details with respect to the appropriateness of the requested extension of the Stay Period in its Fifth Report.

B. Approval of the Monitor's Activities and Fees

26. The Applicant also seeks approval of the Monitor's activities described in its Fifth Report, as well as the fees and disbursements of the Monitor and its counsel in the administration of the CCAA Proceedings. To this end, I understand that the Monitor and its counsel will prepare and file fee affidavits with the Court in advance of the hearing of this motion.

27. The Monitor and its counsel have provided invaluable assistance to the F&F Entities and now the Applicant in their CCAA Proceedings and are the principal parties responsible for conducting the Claims Process.

28. I am advised by the Applicant's counsel, Maria Konyukhova of Stikeman Elliott LLP, that the rates and fees charged by the Monitor and its counsel are reasonable and market for insolvency proceedings of similar complexity.

29. Accordingly, the Applicant supports the approval of the Monitor's activities described in its Fifth Report, as well as the fees and disbursements of the Monitor and its counsel.


C. Additional Late Claims

30. I understand that certain claimants filed Proofs of Claims after the Claims Bar Date. Since no distributions have occurred, the Monitor is of the view that there is no prejudice to accepting these late claims. Accordingly, the Applicant is seeking this Court's authorization to allow the Late Claims as identified and described in the Fifth Report.

IV. CONCLUSION

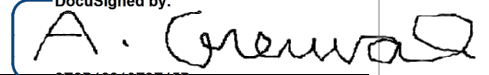
31. In light of the foregoing, I believe that the relief sought by the Applicant in connection with this Motion is reasonable and appropriate in the circumstances. I understand that the Monitor is also supportive of the relief sought by the Applicant in connection with this Motion.

SWORN remotely via videoconference, by Avininder Grewal, stated as being located in the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in Province of Ontario, this day of January 23, 2024, in accordance with O. Reg 431/20, *Administering Oath or Declaration Remotely*.

DocuSigned by:


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**Commissioner for Taking Affidavits, etc.
PHILIP YANG**

DocuSigned by:


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
AVININDER GREWAL

EXHIBIT "A"

referred to in the Affidavit of

AVININDER GREWAL

Sworn January 23, 2024

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Commissioner for Taking Affidavits
Philip Yang

Court File No. CV-23-00700581-00CL

**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
15315441 CANADA INC.**

Applicant

**AFFIDAVIT OF AVININDER GREWAL
(Sworn October 6, 2023)**

I, Avininder Grewal, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am the sole director of 15315441 Canada Inc. ("**Residual Co.**" or the "**Applicant**") and have held this position since August 28, 2023. Prior to September 15, 2023, I was a director of Fire & Flower Holdings Corp. ("**FFHC**"), Fire & Flower Inc., 13318184 Canada Inc., 11180703 Canada Inc., 10926671 Canada Ltd., Friendly Stranger Holdings Corp., Pineapple Express Delivery Inc., Hifyre Inc. (collectively, the "**F&F Entities**") and became a director of each of the F&F Entities at different times. However, I was a director of each of the F&F Entities both prior to the commencement and throughout the CCAA Proceedings (as defined below). Accordingly, I have personal knowledge of the matters to which I hereinafter depose, except where otherwise stated. Where I have relied upon such information, I do verily believe such information to be true.

2. I swear this affidavit in support of a motion by Residual Co. for the issuance of an order (the "**Stay Extension, Distribution, and Fees Approval Order**"), *inter alia*:

- (a) approving the Fourth Report of FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**"), to be filed, and the activities of the Monitor referred to therein;
- (b) approving the fees of the Monitor and its counsel;

- (c) authorizing the Monitor to make certain distributions from the Cash Consideration (as defined below) received and held by the Monitor in connection with the Transactions (as defined below); and
 - (d) extending the Stay Period (as defined below) until and including January 30, 2024.
3. All references to monetary amounts in this affidavit are in Canadian dollars unless otherwise indicated.

I. BACKGROUND

4. FFHC, through its wholly-owned subsidiaries, is an independent cannabis retail chain with 72 retail cannabis stores open across Canada and two (2) licensed wholesale distribution facilities. Certain subsidiaries of FFHC also carry on business as a wholesale cannabis distributor and operate digital platforms which provide various services and software products relating to cannabis products.

5. Facing a severe liquidity crisis, the F&F Entities sought and obtained protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") pursuant to an order issued by the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on June 5, 2023 (the "**Initial Order**").

6. Among other things, the Initial Order:

- (a) appointed FTI as Monitor of the F&F Entities;
- (b) granted an initial 10-day stay of proceedings in favour of the F&F Entities, their directors and officers, and the Monitor (the "**Stay Period**");
- (c) approved the execution by the F&F Entities of an interim facility loan agreement (the "**DIP Facility Agreement**") entered into on June 5, 2023, with 2707031 Ontario Inc. ("**ACT**", and ACT in its capacity as lender under the DIP Facility Agreement, being the "**DIP Lender**"), pursuant to which the DIP Lender agreed to advance to the F&F Entities, a total amount of up to \$9.8 million (the "**DIP Facility**"), during the CCAA Proceedings, of which an initial amount of \$2.7 million was to be advanced during the Initial Stay of Proceedings (the "**Initial Advance**");

- (d) granted the following priority charges against the F&F Entities' assets, property, and undertakings (collectively, the "**Property**"):
- (i) an "**Administration Charge**" against the Property in the amount of \$600,000, as security for the payment of the professional fees and disbursements incurred and to be incurred by the Monitor, counsel to the Monitor, and counsel to the F&F Entities;
 - (ii) a "**DIP Lender's Charge**" against the Property in the amount of the Initial Advance as security for the F&F Entities' obligations under the DIP Facility Agreement; and
 - (iii) a "**D&O Charge**" against the Property in the maximum amount of \$2,800,000 in favour of the directors and officers of the F&F Entities as security for the F&F Entities' obligation to indemnify such D&Os for obligations and liabilities incurred in such capacities after the commencement of the CCAA Proceedings.

7. On June 15, 2023, the F&F Entities sought and obtained an amended and restated Initial Order (the "**ARIO**") which, among other things:

- (a) extended the Stay Period to and including September 1, 2023;
- (b) approved the key employee retention plan (the "**KERP**") and granted a "**KERP Charge**" in the amount of \$1.16 million against the Property as security for payments under the KERP; and
- (c) authorized the F&F Entities to increase the amounts which may be borrowed by the F&F Entities under the DIP Facility Agreement to \$9.8 million and granted a corresponding increase to the DIP Lender's Charge.

8. On June 19, 2023, the F&F Entities sought and obtained an order (the "**SISP Order**") which, among other things:

- (a) approved the sale and investment solicitation process (the "**SISP**") and authorized the F&F Entities and the Monitor to immediately commence the SISP; and

- (b) approved the subscription agreement (the “**Stalking Horse Agreement**”) dated as of June 21, 2023, between FFHC and ACT (in such capacity, the “**Stalking Horse Bidder**”) solely for the purpose of constituting the “**Stalking Horse Bid**” under the SISP.

9. Following the completion of the SISP, the F&F Entities with the assistance of the Monitor identified the successful bid and transaction. On August 29, 2023, the F&F Entities sought and obtained from the Court:

- (a) an order (the “**Approval and Reverse Vesting Order**”), which, *inter alia*:
 - (i) approved the Subscription Agreement dated as of August 17, 2023, between FFHC and 2759054 Ontario Inc. (“**FIKA**”) (as may be further amended, the “**Subscription Agreement**”) and the transactions contemplated therein (the “**Transactions**”); and
 - (ii) extended the Stay Period until and including October 15, 2023; and
- (b) an order approving the proposed claims process (the “**Claims Process**”) pursuant to which claimants may file claims against the Applicant (the “**Claims Process Order**”).

10. Following the approval of the Transactions by this Court, the management and directors of F&F Entities, FIKA, and the Monitor and their advisors worked intensively to obtain the various necessary approvals needed to close the Transactions and satisfy other conditions for a speedy closing.

11. The Transactions closed on September 15, 2023. A copy of the Monitor’s certificate (the “**Monitor’s Closing Certificate**”), confirming that all conditions to closing the Transactions under the Subscription Agreement had been satisfied or waived by FFHC and FIKA is attached hereto as **Exhibit “A”**.

12. Accordingly, among other things, the following occurred upon delivery of the Monitor’s Closing Certificate and closing of the Transaction:¹

¹ Capitalized terms used in this paragraph and not otherwise defined have the meanings given to them in the Approval and Reverse Vesting Order.

- (a) all of FFHC's right, title and interest in and to the Excluded Assets vested absolutely and exclusively in Residual Co. All applicable Claims and Encumbrances continued to attach to the Excluded Assets and to the Purchase Price;
- (b) all Excluded Contracts, Excluded Leases and Excluded Liabilities were channeled to, assumed by and vested absolutely and exclusively in Residual Co.; and
- (c) the F&F Entities were deemed to cease being applicants in these CCAA Proceedings, with Residual Co. becoming an applicant in these CCAA Proceedings, and the F&F Entities were deemed to be released from the purview of the ARIO and all other Orders of this Court granted in respect of these CCAA Proceedings, save and except for the Approval and Reverse Vesting Order.

13. As a result of the Transactions, the F&F Entities are continuing to operate, with the majority of employees retaining their employment, majority of their landlords retaining a paying tenant and a majority of their suppliers retaining a paying counterparty. In addition, the Transactions generated approximately \$13 million in proceeds in excess of the secured debt of the F&F Entities.

II. RELIEF SOUGHT

A. Extending the Stay Period

14. The Applicant is seeking to extend the Stay Period from October 15, 2023, to and including January 30, 2024. The extension of the Stay Period is necessary and appropriate in the circumstances to allow the Applicant to complete the winding down of its outstanding contracts and liabilities, complete the Claims Process, and make distributions to its creditors.

15. The Claims Bar Date for all Proofs of Claim for Pre-Filing Claims and Restructuring Claims (each as defined in the Claims Process Order) is October 12, 2023. While the Monitor has been diligently reviewing all Proofs of Claim received so far, additional time is needed to report and revise or accept the claims received in the Claims Process. The Monitor will provide a more extensive update on the Claims received and their resolution in a future report to the Court and stakeholders.

16. Since the granting of the Approval and Reverse Vesting Order and Claims Process Order, the F&F Entities or the Applicant, as applicable, have among other things:

- (a) preserved the F&F Entities' liquidity and operated in the ordinary course of business;
- (b) limited the Applicant's cash burn by sending disclaimer notices in respect of several contracts;
- (c) negotiated terms of various lease amendments with landlords and executed such lease amendments;
- (d) worked towards and closed the Transactions contemplated under the Subscription Agreement;
- (e) engaged with the applicable regulatory authorities to keep them apprised of the CCAA Proceedings and the Transactions contemplated under the Subscription Agreement;
- (f) repaid the DIP Facility;
- (g) make payments to the KERP participants in accordance with the Court approved KERP; and
- (h) responded to numerous creditor and stakeholder enquiries regarding these CCAA Proceedings.

17. In addition, the Applicant has completed the cancellation of the F&F Entities' D&O insurance policy effective as of closing of the Transaction and made arrangements for receipt of the applicable refund. The Applicant has also made arrangements for the binding of the run-off for the D&O insurance policy which the F&F Entities neglected to bind prior to closing of the Transactions. The total net payment in respect of the run-off paid by the Applicant was approximately \$400,000. The former directors and officers of the F&F Entities have acted diligently and in the best interests of the F&F Entities' stakeholders throughout the CCAA proceedings which have resulted in the going concern sale of the F&F Entities' business and generated \$13 million in purchase price proceeds in excess of the secured debt of the F&F Entities. I am advised by the Applicant's counsel, Maria Konyukhova of Stikeman Elliott LLP, that

the binding of run-off D&O insurance is customary in insolvency proceedings and directors and officers would not agree to act in similar circumstances without similar level of protection.

18. Accordingly, the Applicant has acted, and is continuing to act in good faith and with due diligence in these CCAA Proceedings.

19. The Applicant prepared an updated cash flow forecast which will be attached to the Fourth Report of the Monitor (the "**Updated Cash Flow Forecast**"). The Updated Cash Flow Forecast reflects that the Applicant is expected to maintain liquidity and fund operations up to February 2, 2024.

20. I do not believe that the proposed extension of the Stay Period will materially prejudice any of the Applicant's stakeholders. Further, I understand that the Monitor supports the proposed extension of the Stay Period and will be providing further details with respect to the appropriateness of the requested extension of the Stay Period in its Fourth Report.

B. Distribution to ACT

21. As referenced in the affidavit of Stephane Trudel sworn on June 5, 2023, in support of the Initial Order, FFHC entered into a loan agreement with ACT in respect of a \$11 million working capital loan pursuant to a secured loan facility with ACT, which was fully drawn down on October 21, 2022 (the "**ACT Facility**"). As noted above, all Excluded Liabilities (which include the ACT Facility) were vested to Residual Co., including in respect of the ACT Facility.

22. The Subscription Agreement provides for a cash payment (the "**Cash Consideration**") to be held by the Monitor for the benefit of Residual Co. Accordingly, The Applicant is seeking authorization in the proposed Stay Extension, Distribution, and Fees Approval Order, to make distributions from the Cash Consideration in payment of the ACT Facility in the amount of \$11,779,041.10, inclusive of interest and fees.

23. I understand that the Monitor's counsel has reviewed the loan and security documents relating to the ACT Facility and, subject to standard assumptions and qualifications, has concluded that the security documentation is valid and enforceable.

C. Approval of the Monitor’s Activities and Fees

24. The Applicant also seeks approval of the Monitor’s activities described in its Fourth Report, as well as the fees and disbursements of the Monitor and its counsel in the administration of the CCAA Proceedings. To this end, I understand that the Monitor and its counsel will prepare and file fee affidavits with the Court in advance of the hearing of this motion.

25. The Monitor and its counsel have provided invaluable assistance to the F&F Entities in their CCAA Proceedings and were instrumental in achieving the successful Sales Process outcome and the closing of the Transactions.


26. I am advised by Ms. Konyukhova that the rates and fees charged by the Monitor and its counsel are reasonable and market for insolvency proceedings of similar complexity.

27. Accordingly, the Applicant supports the approval of the Monitor’s activities described in its Fourth Report, as well as the fees and disbursements of the Monitor and its counsel.

III. CONCLUSION

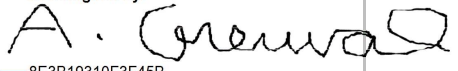
28. In light of the foregoing, I believe that the relief sought by the Applicant in connection with this Motion is reasonable and appropriate in the circumstances. I understand that the Monitor is also supportive of the relief sought by the Applicant in connection with this Motion.

SWORN remotely via videoconference, by Avininder Grewal, stated as being located in the City of Montreal, in the Province of Quebec, before me at the City of Toronto, in Province of Ontario, this day of October 6, 2023, in accordance with O. Reg 431/20, *Administering Oath or Declaration Remotely*.

DocuSigned by:


3012404210DD47C...

Commissioner for Taking Affidavits, etc.
PHILIP YANG

DocuSigned by:


952D10310F3E45D...

AVININDER GREWAL

EXHIBIT "B"

referred to in the Affidavit of

AVININDER GREWAL

Sworn January 23, 2024

DocuSigned by:



36124C4218DD47C...

Commissioner for Taking Affidavits
Philip Yang



Court File No. CV-23-00700581-00CL

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

THE HONOURABLE)
JUSTICE OSBORNE)
TUESDAY, THE 29TH DAY
OF AUGUST, 2023

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

AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE &
FLOWER HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703
CANADA INC., 10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP.,
PINEAPPLE EXPRESS DELIVERY INC., and HIFYRE INC.

Applicants

CLAIMS PROCEDURE ORDER

THIS MOTION, made by Fire & Flower Holdings Corp., Fire & Flower Inc., 13318184 Canada Inc., 11180703 Canada Inc., 10926671 Canada Ltd., Friendly Stranger Holdings Corp., Pineapple Express Delivery Inc., and Hifyre Inc. (collectively, the "**F&F Group**" or the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order (the "**Claims Procedure Order**") approving a procedure for the identification, quantification, and resolution of certain claims of creditors of the Company and their respective directors and officers, was heard this day by videoconference due to the COVID-19 pandemic.

ON READING the Motion Record of the F&F Group, including the affidavit of Stephane Trudel sworn August 23, 2023 (the "**Trudel Affidavit**") and the Exhibits thereto, the Third Report of FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the Court-appointed monitor of the F&F Group (in such capacity, the "**Monitor**") dated August 26, 2023 (the "**Third Report**"), and on hearing the submissions of counsel for the F&F Group, counsel for the Monitor, counsel for FIKA, counsel for ACT Investor and ACT Investor in its capacity as the debtor-in-possession lender to the F&F Group, and counsel for those other parties appearing as indicated by the Participant Information Form, no one appearing for any other party, although duly served as appears from the affidavit of service of Philip Yang, filed.

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of this Motion and the Third Report is hereby abridged and validated so that this Motion is properly returnable on August 29, 2023, and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that for purposes of this Order the following terms shall have the following meanings:
 - (a) **"BIA"** means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
 - (b) **"Business Day"** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
 - (c) **"CCAA Proceedings"** means the within proceedings under the CCAA in respect of the Applicants;
 - (d) **"CCAA Charges"** means the Administration Charge, the DIP Lender's Charge, the D&O Charge and the KERP Charge (each as defined in the Initial Order) and any other court-ordered charge over the Property (as defined in the Initial Order) of the Applicants that may be granted by the Court;
 - (e) **"Claim"** means a Pre-Filing Claim, a Restructuring Claim and a D&O Claim;
 - (f) **"Claimant"** means any Person asserting a Claim and includes the transferee or assignee of a Claim, transferred and recognized in accordance with paragraphs 36 and 37 hereof or a trustee, executor, liquidator, receiver, receiver and manager, or other Person acting on behalf of or through such Person;
 - (g) **"Claims Officer"** means the individual appointed in accordance with paragraph 31 of this Claims Procedure Order to act as a claims officer for the purposes of this Claims Procedure Order;
 - (h) **"Claims Package"** means the Proof of Claim form, the Notice to Claimants, the Instruction Letter, and any other documentation the Applicants, in consultation with the Monitor, may deem appropriate;

- (i) “**Claims Procedure**” means the procedures outlined in this Claims Procedure Order, including the Schedules hereto;
- (j) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (k) “**D&O Claim**” means, as against any Director or Officer, in his or her capacity as such, any and all demands, claims (including claims for contribution or indemnity), actions, causes of action, counterclaims, suits, debts, sums of money, liabilities, accounts, covenants, damages, judgments, orders (including orders for injunctive relief or specific performance and compliance orders), expenses, executions, encumbrances and recoveries on account of any liability, obligation, demand or cause of action of whatever nature that any creditor or other Person has or may be entitled to assert (including for, in respect of or arising out of environmental matters, pensions or post-employment benefits or alleged wrongful or oppressive conduct, misrepresentation, fraud or breach of fiduciary duty), whether known or unknown, matured or unmatured, contingent or actual, direct, indirect or derivative, at common law, in equity or under statute, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act, omission, transaction, duty, responsibility, indebtedness, liability, obligation, dealing, matter or occurrence that in any way relate to or arise out of or in connection with (i) any Pre-Filing Claim; (ii) the assets, obligations, business or affairs of the Applicants, but “D&O Claim” does not include a claim that cannot be compromised due to the provisions of subsection 5.1(2) of the CCAA and for greater certainty does not include any Released Claims;
- (l) “**Director**” means any former or present director of any of the Applicants or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to a director of any of the Applicant or who currently manages or supervises the management of the business and affairs of any of the Applicants or did so in the past;
- (m) “**D&O Charge**” has the meaning given to such term in the Initial Order;
- (n) “**Directors’ Counsel**” means counsel to any of the Directors and/or Officers;
- (o) “**Dispute Package**” means the Proof of Claim filed by a Claimant, the Notice of Revision or Disallowance delivered by the Monitor in respect of that Proof of Claim,

- the Notice of Dispute filed by the Claimant in respect of the Notice of Revision or Disallowance, and any ancillary documentation as determined by the Monitor;
- (p) “**Equity Claim**” has the meaning set forth in Section 2(1) of the CCAA;
 - (q) “**Filing Date**” means June 5, 2023;
 - (r) “**Initial Order**” means the Initial Order of the Honourable Justice Steele granted June 5, 2023 in these CCAA Proceedings, as amended and restated on June 15, 2023, and as may be further amended, restated or varied from time to time;
 - (s) “**Instruction Letter**” means the instruction letter to Claimants, substantially in the form attached as Schedule “B” hereto, regarding the completion of a Proof of Claim by a Claimant and the Claims Procedure described herein;
 - (t) “**Monitor**” means FTI Consulting Canada Inc., in its capacity as the Court-appointed Monitor of the Applicants;
 - (u) “**Monitor’s Website**” means the case website established by the Monitor with the following URL: <http://cfcanada.fticonsulting.com/fireandflower/>;
 - (v) “**Notice to Claimants**” means the notice for publication by the Monitor as described in paragraph 15 hereof, in the form attached as Schedule “A” hereto;
 - (w) “**Notice of Dispute**” means the notice referred to in paragraph 28 hereof substantially in the form attached as Schedule “E” hereto which must be delivered to the Monitor by any Claimant wishing to dispute a Notice of Revision or Disallowance, with reasons for its dispute;
 - (x) “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 27 hereof, substantially in the form of Schedule “D” advising a Claimant that the Applicants, with the consent of the Monitor, have revised or rejected all or part of such Claimant’s Claim as set out in its Proof of Claim;
 - (y) “**Officer**” means any former or present officer of any of the Applicants or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to an officer of any of the Applicants;

- (z) “**Orders**” means any and all orders issued by the Court within the CCAA Proceedings, including the Initial Order;
- (aa) “**Pending Litigation**” has the meaning given to such term in the Initial Order;
- (bb) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (cc) “**Pre-Filing Claim**” means any right of claim of any Person that may be asserted or made in whole or in part against any of the Applicants, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, including by reason of the commission of a tort (international or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive, or otherwise), and whether or not such indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present or future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against any of the Applicants with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation, and any interest accrued thereon or costs payable in respect thereof that (A) is based in whole or in part on facts existing prior to the Filing Date, (B) relates to a time period prior to the Filing Date, or (C) is a right or claim of any kind that would be claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date, including for greater certainty any claim against

- any of the Applicants for indemnification by any Directors or Officers in respect of a D&O Claim;
- (dd) “**Pre-Filing Claims Bar Date**” means 5:00 p.m. (Eastern Time) on October 12, 2023;
- (ee) “**Proof of Claim**” means the Proof of Claim referred to in paragraphs 20 to 24 hereof to be filed by Claimants, substantially in the form attached hereto as Schedule “C”;
- (ff) “**Proven Claim**” means the amount and Status of a Claim of a Claimant as finally determined in accordance with this Claims Procedure Order;
- (gg) “**Released Claim**” has the meaning given to it in the Approval and Reverse Vesting Order dated August 29, 2023;
- (hh) “**Residual Co.**” means 15315441 Canada Inc.;
- (ii) “**Restructuring Claim**” means any right of claim of any Person against any of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any such Applicant to such Person arising out of the restructuring, disclaimer, repudiation, resiliation or termination by such Applicant on or after the Filing Date of any contract, lease, other agreement or obligation whether written or oral;
- (jj) “**Restructuring Claims Bar Date**” means the later of:
- (i) the Pre-Filing Claims Bar Date; and
 - (ii) 5:00 p.m. (Eastern Time) on the day which is thirty (30) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with paragraph 14 or 18 hereof, as applicable;
- (kk) “**Secured Claim**” means that portion of a Claim that is (i) secured by security validly charging or encumbering property or assets of the Applicants (including statutory and possessory liens that create security interests) taking into account the value of such collateral and the priority of such security, and (ii) duly and properly perfected in accordance with the relevant legislation in the appropriate jurisdiction, as of the Filing Date or after the Filing Date if permitted by the Initial Order; and

(II) “**Status**” means, with respect to a Claim, whether such claim is an unsecured Claim, Secured Claim, or Equity Claim.

3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.

4. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”.

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that following the closing of the transactions approved by the Approval and Reverse Vesting Order dated August 29, 2023, all the Claims against the Applicants shall continue against Residual Co. and the provisions of this Order shall continue to apply *mutatis mutandis*.

7. **THIS COURT ORDERS** that the Applicants, in consultation with the Monitor, are hereby authorized (i) to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Claims Procedure Order as to completion and execution of such forms, and (ii) to request any further documentation from a Claimant that the Applicants or the Monitor may reasonably require in order to determine the validity and/or Status of a Claim.

8. **THIS COURT ORDERS** that notwithstanding any other provisions of this Claims Procedure Order, the solicitation by the Applicants or the Monitor of Claims and the filing by any Claimant of any Claims shall not, for that reason only, grant any Person standing in these proceedings.

9. **THIS COURT ORDERS** that all Claims filed shall be denominated in the original currency of the Claim. Where no currency is indicated, the Claim shall be presumed to be in Canadian Dollars. Any Claims denominated in a foreign currency shall be converted to

Canadian Dollars based on the Bank of Canada's daily average exchange rate for that currency against the Canadian Dollar on the Filing Date.

MONITOR'S ROLE

10. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the administration of the Claims Procedure, including the determination of Claims of the Claimants and the referral of a particular Claim to the Court, as requested by the Applicants from time to time, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Claims Procedure Order or incidental thereto.

11. **THIS COURT ORDERS** that (i) in carrying out the terms of this Claims Procedure Order, the Monitor shall have all of the protections given to it by the CCAA, the Initial Order, and this Claims Procedure Order, and as an officer of this Court, including the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Claims Procedure Order, except to the extent that the Monitor has acted with gross negligence or willful misconduct, (iii) the Monitor shall be entitled to rely on the books and records of the Applicants and any information provided by the Applicants, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information or in any information provided by any Claimant, except to the extent that the Monitor has acted with gross negligence or willful misconduct.

NOTICE TO CLAIMANTS

12. **THIS COURT ORDERS** that the Applicants shall provide to the Monitor a complete list of known potential Claimants, listed in the books and records of the Applicants (the "**Known Claimants**" and each a "**Known Claimant**") as at the date of this Claims Procedure Order, showing for each Known Claimant, their name, address and amount owed pursuant to the Applicants' books and records.

13. **THIS COURT ORDERS** that the Monitor shall send a Claims Package to each Known Claimant by ordinary mail or email to the last known mailing address or email address of the

Known Claimant within seven (7) Business Days following the issuance of the Claims Procedure Order.

14. **THIS COURT ORDERS** that the Monitor shall send the Claims Package by ordinary mail or email to the last known mailing address or email address of each Claimant with a Restructuring Claim that arose prior to the date of the Claims Procedure Order no later than five (5) Business Days following the time the Monitor actually becomes aware of the existence of the Restructuring Claim.

15. **THIS COURT ORDERS** that as soon as practicable, the Monitor shall cause the Notice to Claimants to be published, for at least one (1) Business Day, in the Globe and Mail (National Edition).

16. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Claimants, the Claims Package and the Claims Procedure Order to be posted to the Monitor's Website as soon as reasonably possible and cause it to remain posted thereon until its discharge as Monitor of the Applicants.

17. **THIS COURT ORDERS** that upon request by a Claimant for a Claims Package or documents or information relating to the Claims Procedure prior to the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, the Monitor shall forthwith send a Claims Package, direct such Person to the documents posted on the Monitor's Website, or otherwise respond to the request for information or documents as the Monitor considers appropriate in the circumstances.

18. **THIS COURT ORDERS** that with respect to Restructuring Claims arising from the restructuring, disclaimer, resiliation or termination of any lease, contracts, or other agreement or obligation, on or after the date of the Claims Procedure Order, the Monitor shall send to the counterparty(ies) to such lease, contract or other agreement or obligation a Claims Package by ordinary mail or email to the last known mailing address or email address of the Claimant no later than five (5) Business Days following the time the Monitor actually becomes aware of the effective date of such restructuring, disclaimer, resiliation or termination of any lease, contract or other agreement or obligation.

19. **THIS COURT ORDERS** that the form and substance of each of the Notice to Claimants, Proof of Claim form, Instruction Letter, Notice of Revision or Disallowance and Notice of

Dispute, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may, from time to time, make such minor changes to such forms as the Monitor, in consultation with the Applicants, considers necessary or desirable.

PROOFS OF CLAIM

20. **THIS COURT ORDERS** that any Person that wishes to assert a Pre-Filing Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

21. **THIS COURT ORDERS** that any Person that wishes to assert a D&O Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

22. **THIS COURT ORDERS** that any Person that wishes to assert a Restructuring Claim must deliver to the Monitor on or before the Restructuring Claims Bar Date a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

23. **THIS COURT ORDERS** that any Person wishing to assert a Claim shall include any and all Claims it asserts against an Applicant or a Director or Officer of that Applicant in a single Proof of Claim

24. **THIS COURT ORDERS** that any Person who does not file a Proof of Claim in accordance with this Claims Procedure Order with the Monitor by the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, shall:

- (a) not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in, the Claims Procedure or the CCAA Proceedings in respect of such Claim;
- (b) with respect to a Pre-Filing Claim or a Restructuring Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Applicants and the Applicants shall not have any liability whatsoever in respect of

such Claim and such Claim shall be extinguished without any further act or notification by the Applicants or the Monitor; and

- (c) with respect to a D&O Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Directors and Officers and the Directors and Officers shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants, the Monitor or the Directors or Officers.

ADJUDICATION OF CLAIMS

25. **THIS COURT ORDERS** that the Monitor and the Applicants (and in the case of a D&O Claim, in consultation with the applicable Director, Officer and/or Directors' Counsel, if applicable) shall review all Proofs of Claim filed in accordance with this Claims Procedure Order, and at any time may:

- (a) request additional information from a Claimant;
- (b) request that a Claimant file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim or in respect of a Claim;
- (d) accept (in whole or in part), the amount and/or Status of any Claim and so notify the Claimant in writing; and
- (e) revise or disallow (in whole or in part) the amount and/or Status of any Claim and so notify the Claimant in writing.

26. **THIS COURT ORDERS** that where a Claim has been accepted by the Monitor in accordance with this Claims Procedure Order, such Claim shall constitute such Claimant's Proven Claim. The acceptance of any Claim or other determination of same in accordance with this Claims Procedure Order, in full or in part, shall not constitute an admission of any fact, thing, liability, or quantum or status of any claim by any Person, save and except in the context of the CCAA Proceedings.

27. **THIS COURT ORDERS** that where a Claim is revised or disallowed (in whole or in part, and whether as to amount and/or Status), the Monitor shall deliver to the Claimant a Notice of Revision or Disallowance, attaching the form of Notice of Dispute.

28. **THIS COURT ORDERS** that any Person who intends to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 27 hereof shall deliver a Notice of Dispute to the Applicants in writing, with a copy to the Monitor, by 5:00 p.m. (Eastern Time) on the day that is not later than fourteen (14) days after such Claimant is deemed to have received the Notice of Revision or Disallowance in accordance with paragraph 40 of this Claims Procedure Order or such longer period as may be agreed to by the Monitor in writing. The receipt of a Notice of Dispute by the Monitor within the fourteen (14) day period specific in this paragraph shall constitute an application to have the amount and/or Status of such claim determined pursuant to the Claims Procedure as provided in this Claims Procedure Order.

29. **THIS COURT ORDERS** that if any Person who received a Notice of Revision or Disallowance does not return a Notice of Dispute in accordance with paragraph 27 of this Claims Procedure Order, the value and Status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance for voting and distribution purposes, and the Claimant will be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.

RESOLUTION OF CLAIMS

30. **THIS COURT ORDERS** that as soon as practicable after a Notice of Dispute is received by the Monitor in accordance with this Claims Procedure Order, the Monitor, in consultation with the Applicants, may attempt to resolve and settle the Claim with the Claimant.

APPOINTMENT OF CLAIMS OFFICER

31. **THIS COURT ORDERS** that Mr. Niels Ortved is hereby appointed to act as Claims Officer for the purposes of this Claims Procedure Order.

32. **THIS COURT ORDERS** that in the event that a dispute raised in a Notice of Dispute is not settled within a reasonable time period or in a manner satisfactory to the Applicants, the Monitor may refer the dispute to the Claims Officer for determination.

33. **THIS COURT ORDERS** The Applicants shall pay the reasonable professional fees and disbursements of the Claims Officer on presentation and acceptance of invoices from time to time. The Claims Officer shall be entitled to a reasonable retainer against his fees and disbursements which shall be paid upon request by the Applicants, with the consent of the Monitor.

34. **THIS COURT ORDERS** that, subject to further order of the Court, the Claims Officer shall determine the Status and/or amount of each Claim in respect of which a dispute has been referred to such Claims Officer and in doing so, the Claims Officer shall be empowered to determine the process in which evidence may be brought before him or her as well as any other procedural matters which may arise in respect of the determination of any Claim.

35. **THIS COURT ORDERS** that the Applicants or the Claimant may appeal the Claims Officer's determination to this Court by serving upon the other (with a copy to the Monitor) and filing with this Court, within ten (10) calendar days of notification of the Claims Officer's determination of such Claimant's Claim, a notice of motion returnable on a date to be fixed by this Court. If a notice of motion is not filed within such period, then the Claims Officer's determination shall be deemed to be final and binding and shall be such Claimant's Proven Claim.

NOTICE OF TRANSFEREES

36. **THIS COURT ORDERS** that neither the Monitor nor the Applicants shall be obligated to give notice or otherwise deal with the transferee or assignee of a Claim unless and until actual notice of the transfer or assignment, together with satisfactory evidence of the existence and validity of such transfer or assignment, shall have been received and acknowledged by the Applicants and the Monitor in writing. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the "Claimant" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Claims Procedure Order prior to the receipt and acknowledgment by the Applicants and the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any right of set-off to which the Applicants may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set off, apply, merge, consolidate or combine any Claims assigned or

transferred to it against or on account or in reduction of any amounts owing by such Person to any of the Applicants.

37. **THIS COURT ORDERS** that if a Claimant or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Applicants and the Monitor as the holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Applicants and the Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Claimant may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Claimant or in accordance with the provisions of this Claims Procedure Order.

SERVICE AND NOTICES

38. **THIS COURT ORDERS** that the forms of notice to be provided in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order, the Pre-Filing Claims Bar Date and Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

39. **THIS COURT ORDERS** that the Applicants and the Monitor may, unless otherwise specified by this Claims Procedure Order, serve and deliver the Claims Package, and any letters, notices or other documents to the Claimants or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email to such Persons at the physical or electronic address, as applicable, last shown on the books and records of the Applicants or set out in such Claimant's Proof of Claim. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the

tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

40. **THIS COURT ORDERS** that any notice or communication (including Proofs of Claim and Notices of Dispute) to be given under this Claims Procedure Order by any Person to the Monitor or the Applicants shall be in writing in substantially the form, if any, provided for in this Claims Procedure Order and will be sufficiently given only if delivered by email, or if it cannot be given by email, and the Monitor provides its consent, mail, courier or personal delivery, addressed to:

FTI Consulting Canada Inc.

TD South Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8

Attention: Jeff Rosenberg and Jodi Porepa

Email: fireandflower@fticonsulting.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

41. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Claims Procedure Order, a postal strike or postal work stoppage of general application should occur, such notices, notifications or other communications sent by ordinary or registered mail and then not received shall not, absent further order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this Claims Procedure Order.

MISCELLANEOUS

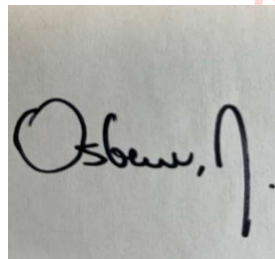
42. **THIS COURT ORDERS** that notwithstanding the terms of this Claims Procedure Order, and without limitation to paragraph 35 of this Claims Procedure Order, the Monitor and the Applicants may apply to this Court from time to time for directions from this Court with respect to

this Claims Procedure Order, or for such further order or orders as any of them may consider necessary or desirable to amend, supplement or clarify the terms of this Claims Procedure Order.

43. **THIS COURT ORDERS** that this Claims Procedure Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

44. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Claims Procedure Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Claims Procedure Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order.

45. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Claims Procedure Order and for assistance in carrying out the terms of this Claims Procedure Order.



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SCHEDULE "A"

NOTICE TO CLAIMANTS

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

**AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE &
FLOWER HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703
CANADA INC., 10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP.,
PINEAPPLE EXPRESS DELIVERY INC., and HIFYRE INC.
(collectively, the "Applicants")**

NOTICE LETTER FOR THE CLAIMS PROCEDURE

**RE: NOTICE OF CLAIMS PROCEDURE, PRE-FILING CLAIMS BAR DATE &
RESTRUCTURING CLAIMS BAR DATE**

This notice is published pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) dated August 29, 2023 (the "**Claims Procedure Order**"), in the Applicants' proceedings under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended. Pursuant to the Initial Order dated June 5, 2023, FTI Consulting Canada Inc. was appointed as monitor of the Applicants (in such capacity, the "**Monitor**"), and pursuant to the Claims Procedure Order will, with the assistance of the Applicants, conduct a Claims Procedure with respect to Claims against the Applicants and their present and former Directors and Officers. Additionally, the Monitor is required to send Claims Packages to the Applicants' Known Claimants. All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Claims Procedure Order.

The Claims Procedure Order, the Claims Package, a Proof of Claim form, and related materials can be accessed on the Monitor's Website at <http://cfcanada.fticonsulting.com/fireandflower/>.

I. SUBMISSION OF A PROOF OF CLAIM

All persons wishing to assert a Claim against the Applicants or their Directors or Officers **MUST** file a Proof of Claim with the Monitor.

The Claims (other than Restructuring Claims) is **5:00 p.m. (EST) on October 12, 2023** (the "**Pre-Filing Claims Bar Date**"). Proofs of Claim in respect of Claims (other than Restructuring Claims) must be completed and filed with the Monitor on or before the Pre-Filing Claims Bar Date.

The Restructuring Claims Bar Date is the later of, (i) the Pre-Filing Claims Bar Date; and (ii) 5:00 p.m. (EST) on the day which is thirty (30) days after the date the Monitor sends a Claims Package with respect to such Claim (the "**Restructuring Claims Bar Date**"). Proofs of Claim in respect of Restructuring Claims must be completed and filed with the Monitor on or before the Restructuring Claims Bar Date.

Any notice or communication required to be provided or delivered, including, for greater certainty, any Proof of Claim, shall be in writing in substantially the form, if any, provided for in the Claims Procedure Order and **will be sufficiently given only if delivered by email**, or, if a

delivery by email is not possible, on the consent of the Monitor, by mail, courier, or personal delivery, addressed to:

If to the Applicants:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova / Philip Yang

Emails: mkonyukhova@stikeman.com / pyang@stikeman.com

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: fireandflower@fticonsulting.com

with copies to:

Thornton Grout Finnigan LLP
Suite 3200, TD West Tower
100 Wellington St. West P.O. Box 329
Toronto-Dominion Centre
Toronto ON M5K 1K7

Attention: Leanne Williams / Rebecca Kennedy

Emails: lwilliams@tgf.ca / rkennedy@tgf.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (EST) on a Business Day or if delivered outside of normal business hours, the next Business Day.

PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BY THE APPLICABLE CLAIMS BAR DATE OR THE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.

Reference should be made to the Claims Procedure Order complete definitions of “**Claim**”, “**Claims Bar Date**”, “**D&O Claims**”, “**Known Creditor**” and “**Restructuring Claim**”, to which the Claims Procedure applies.

II. MONITOR CONTACT INFORMATION

All enquiries with respect to the Claims Procedure should be addressed to the Monitor at fireandflower@fticonsulting.com or via the telephone hotline (416-649-8129 or 1-833-981-8009), provided, however, that formal notices to the Monitor must be delivered as set out above.

DATED at Toronto, Ontario this ____ day of September, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of the
Applicants and not in its personal
capacity.

SCHEDULE "B"

INSTRUCTION LETTER

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

**AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE &
FLOWER HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703
CANADA INC., 10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP.,
PINEAPPLE EXPRESS DELIVERY INC., and HIFYRE INC.
(collectively, the "Applicants")**

INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE

I. CLAIMS PROCEDURE

By Order of the Ontario Superior Court of Justice (Commercial List) dated August 29, 2023 (the "**Claims Procedure Order**"), FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor (in such capacity, the "**Monitor**") of the Applicants, has been authorized, with the assistance of the Applicants, to conduct a claims procedure (the "**Claims Procedure**") with respect to Claims against the Applicants and their present or former Directors and Officers. The Claims Procedure Order governs the filing and determination of all Claims against the Applicants.

Unless otherwise defined, all capitalized terms used herein shall have the meanings ascribed to them in the Claims Procedure Order.

The Claims Procedure Order, the Claims Package, a Proof of Claim form and related materials may be accessed from the Monitor's Website at <http://cfcanada.fticonsulting.com/fireandflower/>.

This letter provides instructions for responding to or completing the Proof of Claim. Reference should be made to the Claims Procedure Order for a complete description of the Claims Procedure.

The Claims Procedure is intended for any Person with any Claims, other than Excluded Claims, of any kind or nature whatsoever against the Applicants, the Directors or Officers or any of them, whether liquidated, unliquidated, contingent or otherwise. Please review the Claims Procedure Order for the complete definitions of "**Claims**", "**Claims Bar Date**", "**Claimant**", "**Known Claimant**" and "**Restructuring Claim**".

All enquiries with respect to the Claims Procedure should be addressed to the Monitor at fireandflower@fticonsulting.com or via the telephone hotline (Phone: 1-416-649-8129 or Toll Free: 1-833-981-8009), provided, however, that formal notices to the Monitor must be delivered as set out below.

II. CLAIMANTS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim that you wish to assert against the Applicants and/or the Directors or Officers, you **MUST** file a Proof of Claim with the Monitor.

All Proofs of Claim for Pre-Filing Claims and Restructuring Claims must be received by the Monitor **before 5:00 p.m. (EST) on October 12, 2023** (the "**Pre-Filing Claims Bar Date**").

All Proofs of Claim for Restructuring Claims must be received by the Monitor by the later of, **(i) the Pre-Filing Claims Bar Date; and (ii) 5:00 p.m. (EST) on the day which is thirty (30) days after the date the Monitor sends a Claims Package with respect to such Claim** (the “Restructuring Claims Bar Date”).

Any notice or communication required to be provided or delivered, including, for greater certainty, any Proof of Claim, shall be in writing in substantially the form, if any, provided for in the Claims Procedure Order and **will be sufficiently given only if delivered by email**, or, if a Claimant is unable to do so, and with the consent of the Monitor, by mail, courier, or personal delivery, addressed to:

If to the Applicants:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova / Philip Yang

Emails: mkonyukhova@stikeman.com / pyang@stikeman.com

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: fireandflower@fticonsulting.com

with copies to:

Thornton Grout Finnigan LLP
Suite 3200, TD West Tower
100 Wellington St. West P.O. Box 329
Toronto-Dominion Centre
Toronto ON M5K 1K7

Attention: Leanne Williams / Rebecca Kennedy

Emails: lwilliams@tgf.ca / rkennedy@tgf.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (EST) on a Business Day or if delivered outside of normal business hours, the next Business Day.

PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BY THE APPLICABLE CLAIMS BAR DATES OR THE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.

All Claims denominated in foreign currency shall be converted to Canadian dollars at the Bank of Canada daily average exchange rate in effect on the Filing Date of June 5, 2023.

Additional Proof of Claim forms can be obtained by contacting the Monitor at the telephone number. In addition, Proofs of Claim and related materials may be accessed from the Monitor's Website at <http://cfcanada.fticonsulting.com/fireandflower/>.

III. MONITOR CONTACT INFORMATION

All enquiries with respect to the Claims Procedure should be addressed to the Monitor at fireandflower@fticonsulting.com or via the telephone hotline (Phone: 1-416-649-8129 or Toll Free: 1-833-981-8009), provided, however, that formal notices to the Monitor must be delivered as set out above.

DATED at Toronto, Ontario this _____ day of September, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of
the Applicants and not in its
personal capacity.

SCHEDULE "C"

PROOF OF CLAIM FORM

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

**AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE & FLOWER
HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703 CANADA INC.,
10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP., PINEAPPLE EXPRESS
DELIVERY INC., and HIFYRE INC.
(collectively, the "Applicants")**

PROOF OF CLAIM

Please carefully read the Order granted by the Ontario Superior Court of Justice (Commercial List) dated August 29, 2023 (the "**Claims Procedure Order**") and the enclosed Instruction Letter for completing this Proof of Claim. All capitalized terms used and not defined herein have the meaning ascribed to them in the Claims Procedure Order.

I. PARTICULARS OF CLAIMANT

1. Full Legal Name of Claimant:

_____ (the "**Claimant**")

(Full legal name is the name of the Claimant as of June 5, 2023 (the "**Filing Date**"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following such date)

2. Attention (Contact Person): _____

3. Email Address: _____

4. Telephone Number: _____

5. Fax Number: _____

6. Full Mailing Address of the Claimant:

7. Have you acquired this Claim by assignment?

Yes: No:

(If yes, attach documents evidencing assignment)

If yes, Full Legal Name of Original Claimant(s): _____

II. PROOF OF CLAIM

1. I, _____
(Name of Claimant or authorized representative of the Claimant)

_____ do hereby certify:
(City and Province)

(a) I am (select **one**):

the Claimant; **or**

_____ of
(State Position or Title, if applicable)

(Name of Claimant or authorized representative of the Claimant)

(b) I have knowledge of all the circumstances connected with the Claim referred to below;

(c) I confirm that complete documentation in support of the Claim referred to below is attached;
and

(d) the Applicants and/or one or more of the Directors or Officers of the Applicants were and still are indebted to the Claimant as follows:¹

III. PRE-FILING PROOF OF CLAIM

Debtor	Pre-Filing Claim Amount	Nature of Claim (Secured, Priority, Unsecured or Secured)	Value of Security Held (if any)
Fire & Flower Holdings Corp.	CAD\$		
Directors and Officers of Fire & Flower Holdings Corp. _____ (Insert names above)	CAD\$		
Fire & Flower Inc.	CAD\$		
Directors and Officers of Fire & Flower Inc. _____ (Insert names above)	CAD\$		
13318184 Canada Inc.	CAD\$		

¹ All Claims denominated in foreign currency shall be converted to Canadian dollars at the Bank of Canada daily average exchange rate in effect on the Filing Date of June 5, 2023.

Debtor	Pre-Filing Claim Amount	Nature of Claim <i>(Secured, Priority, Unsecured or Secured)</i>	Value of Security Held <i>(if any)</i>
Directors and Officers of 13318184 Canada Inc. _____ <i>(Insert names above)</i>	CAD\$		
11180703 Canada Inc.	CAD\$		
Directors and Officers of 11180703 Canada Inc. _____ <i>(Insert names above)</i>	CAD\$		
10926671 Canada Ltd.	CAD\$		
Directors and Officers of 10926671 Canada Ltd. _____ <i>(Insert names above)</i>	CAD\$		
Friendly Stranger Holdings Corp.	CAD\$		
Directors and Officers of Friendly Stranger Holdings Corp. _____ <i>(Insert names above)</i>	CAD\$		
Pineapple Express Delivery Inc.	CAD\$		
Directors and Officers of Pineapple Express Delivery Inc. _____ <i>(Insert names above)</i>	CAD\$		
Hifyre Inc.	CAD\$		
Directors and Officers of Hifyre Inc. _____ <i>(Insert names above)</i>	CAD\$		

IV. RESTRUCTURING PROOF OF CLAIM

Debtor	Restructuring Claim Amount	Nature of Claim <i>(Secured, Priority, Unsecured or Secured)</i>	Value of Security Held <i>(if any)</i>
Fire & Flower Holdings Corp.	CAD\$		
Directors and Officers of Fire & Flower Holdings Corp. _____ <i>(Insert names above)</i>	CAD\$		
Fire & Flower Inc.	CAD\$		
Directors and Officers of Fire & Flower Inc. _____ <i>(Insert names above)</i>	CAD\$		
13318184 Canada Inc.	CAD\$		
Directors and Officers of 13318184 Canada Inc. _____ <i>(Insert names above)</i>	CAD\$		
11180703 Canada Inc.	CAD\$		
Directors and Officers of 11180703 Canada Inc. _____ <i>(Insert names above)</i>	CAD\$		
10926671 Canada Ltd.	CAD\$		
Directors and Officers of 10926671 Canada Ltd. _____ <i>(Insert names above)</i>	CAD\$		
Friendly Stranger Holdings Corp.	CAD\$		
Directors and Officers of Friendly Stranger Holdings Corp. _____ <i>(Insert names above)</i>	CAD\$		

Debtor	Restructuring Claim Amount	Nature of Claim <i>(Secured, Priority, Unsecured or Secured)</i>	Value of Security Held <i>(if any)</i>
Pineapple Express Delivery Inc.	CAD\$		
Directors and Officers of Pineapple Express Delivery Inc. _____ <i>(Insert names above)</i>	CAD\$		
Hifyre Inc.	CAD\$		
Directors and Officers of Hifyre Inc. _____ <i>(Insert names above)</i>	CAD\$		

V. PARTICULARS OF CLAIM

The particulars of the undersigned's total Claim are attached.

(Please provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) or legal breach(es) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed. If a Claim is made against any Directors or Officers, specify the applicable Directors or Officers and the legal basis for the Claim against each of them)

VI. FILING OF CLAIM

For Pre-Filing Claims, this Proof of Claim MUST be received by the Monitor **before 5:00 p.m. (EST) on October 12, 2023** (the "**Pre-Filing Claims Bar Date**").

For Restructuring Claims, this Proof of Claim MUST be received by the Monitor **before the later of, (i) the Pre-Filing Claims Bar Date; and (ii) 5:00 p.m. (EST) on the date that is thirty (30) days after the date of receipt of a notice from the Debtors giving rise to the Restructuring Claim** (the "**Restructuring Claims Bar Date**").

In either case, this Proof of Claim shall be delivered in writing and ***will be sufficiently given only if delivered by email***, or, if you are unable to deliver by email, on consent of the Monitor, by mail, courier, or personal delivery, addressed to:

If to the Applicants:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova / Philip Yang

Emails: mkonyukhova@stikeman.com / pyang@stikeman.com

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: fireandflower@fticonsulting.com

with copies to:

Thornton Grout Finnigan LLP
Suite 3200, TD West Tower
100 Wellington St. West P.O. Box 329
Toronto-Dominion Centre
Toronto ON M5K 1K7

Attention: Leanne Williams / Rebecca Kennedy

Emails: lwilliams@tgf.ca / rkennedy@tgf.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (EST) on a Business Day or if delivered outside of normal business hours, the next Business Day.

PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BY THE APPLICABLE CLAIMS BAR DATE OR YOUR CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.

DATED at _____ this _____ day of _____, 2023.

Signature of Claimant

SCHEDULE "D"

NOTICE OF REVISION OR DISALLOWANCE

Claim Against	Type of Claim per Proof of Claim	Amount of Claim per Proof of Claim	Type of Claim per this Notice of Revision or Disallowance	Amount of Claim per this Notice of Revision or Disallowance
[Inset name of appropriate party]	[Pre-Filing Claim/Restructuring Claim/D&O Claim] [Unsecured Claim/Unsecured Priority Claim/Secured Claim]	CA\$	[Pre-Filing Claim/Restructuring Claim/D&O Claim] [Unsecured Claim/Unsecured Priority Claim/Secured Claim]	CA\$

IF YOU INTEND TO DISPUTE THIS NOTICE OF REVISION OR DISALLOWANCE, you shall, within fourteen (14) calendar days of the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute in the form attached hereto in writing to the Applicants and the Monitor *which will be sufficiently given only if delivered by email* (in PDF format), or, if you are unable to deliver by email, with the Monitor's consent, by mail, courier or personal delivery addressed to:

If to the Applicants:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova / Philip Yang

Emails: mkonyukhova@stikeman.com / pyang@stikeman.com

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: fireandflower@fticonsulting.com

with copies to:

Thornton Grout Finnigan LLP
Suite 3200, TD West Tower
100 Wellington St. West P.O. Box 329
Toronto-Dominion Centre
Toronto ON M5K 1K7

Attention: Leanne Williams / Rebecca Kennedy

Emails: lwilliams@tgf.ca / rkennedy@tgf.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (EST) on a Business Day or if delivered outside of normal business hours, the next Business Day.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD PURSUANT TO THE CLAIMS PROCEDURE ORDER, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

IF YOU AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, there is no need to file anything further with the Monitor.

DATED this _____ day of _____, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of the
Applicants and not in its personal capacity.

SCHEDULE "E"

NOTICE OF DISPUTE

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

**AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE & FLOWER
HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703 CANADA INC.,
10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP., PINEAPPLE EXPRESS
DELIVERY INC., and HIFYRE INC.
(collectively, the "Applicants")**

NOTICE OF DISPUTE

Reference #:

Pursuant to the Order of the Superior Court of Justice (Commercial List) dated August 29, 2023 (the "Claims Procedure Order"), I/we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance dated _____ issued by FTI Consulting Canada Inc. in its capacity as Monitor of the Applicants in respect of my/our Claim.

All capitalized terms used and not defined in this Notice of Dispute shall have the meaning ascribed to them in the Claims Procedure Order.

I. PARTICULARS OF CLAIMANT

1. Full Legal Name of Claimant:

_____ (the "Claimant")

(Full legal name should be the name of the Claimant of the Applicants or the Directors or Officers as of June 5, 2023 (the "Filing Date"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following that date.)

2. Attention (Contact Person): _____

3. Email Address: _____

4. Telephone Number: _____

5. Fax Number: _____

6. Full Mailing Address of the Claimant:

7. Have you acquired this Claim by assignment?

Yes: No:

-

(If yes and not already provided, attach documents evidencing assignment)

If yes, Full Legal Name of Original Claimant(s): _____

II. REASONS FOR DISPUTE

Include the amount you are disputing any dispute against the revision of your status (unsecured, secured, or priority), if applicable. Please attach copies of all supporting documentation. You may also attach a separate schedule if more space is required.

DATED at _____ this _____ day of _____, 2023.

Signature of Claimant or its Authorized Signatory

This Notice of Dispute must be delivered in writing to the Applicants and the Monitor and will be sufficiently given only if delivered by email (in PDF format), or, if you are unable to deliver by email, with the Monitor’s consent, by mail, courier or personal delivery addressed to:

If to the Applicants:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street

Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova / Philip Yang

Emails: mkonyukhova@stikeman.com / pyang@stikeman.com

If to the Monitor:

FTI Consulting Canada Inc.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: fireandflower@fticonsulting.com

with copies to:

Thornton Grout Finnigan LLP

Suite 3200, TD West Tower
100 Wellington St. West P.O. Box 329
Toronto-Dominion Centre
Toronto ON M5K 1K7

Attention: Leanne Williams / Rebecca Kennedy

Emails: lwilliams@tgf.ca / rkennedy@tgf.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (EST) on a Business Day or if delivered outside of normal business hours, the next Business Day.

If a completed Notice of Dispute is not received by the Monitor by the dates set out in the Claims Procedure Order and described herein, YOU WILL BE FOREVER BARRED FROM DISPUTING THE CLASSIFICATION, AMOUNT OR NATURE OF YOUR CLAIM.

Electronically issued / Délivré par voie électronique : 30-Aug-2023
Toronto Superior Court of Justice / Cour supérieure de justice

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

AND IN THE MATTER OF PLAN OF COMPROMISE OR ARRANGEMENT OF FIRE &
FLOWER HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703
CANADA INC., 10926671 CANADA LTD., FRIENDLY STRANGER HOLDINGS CORP.,
PINEAPPLE EXPRESS DELIVERY INC., and HIFYRE INC.

Court File No./N° du dossier du greffe : CV-23-00700581-00CL

COURT FILE NO. CV 23 00700581 00CL

Applicants

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

Proceeding commenced at [Toronto](#)

CLAIMS PROCEDURE ORDER

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova (LSO #52880V)
Tel: (416) 869-5230
mkonyukhova@stikeman.com

Natasha Rambaran (LSO#: 80200N)
Tel: (416) 869-5504
nrambaran@stikeman.com

Philip Yang (LSO #82084O)
Tel: (416) 869-5593
pyang@stikeman.com

Lawyers for the Applicants

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 15315441 CANADA INC.

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF AVININDER GREWAL
(SWORN JANUARY 23, 2024)**

STIKEMAN ELLIOTT LLP

Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova (LSO #52880V)

Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Philip Yang (LSO #82084O)

Tel: (416) 869-5593
Email: pyang@stikeman.com

Lawyers for the Applicant

TAB 3

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

THE HONOURABLE)
)
JUSTICE OSBORNE) MONDAY, THE 29TH DAY
)
) OF JANUARY, 2024

**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
15315441 CANADA INC.**

Applicant

**ORDER
(Stay Extension and Fees Approval)**

THIS MOTION, made by 15315441 Canada Inc. (the "**Applicant**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (the "**Order**"), among other things: (a) approving the Fifth Report of FTI Consulting Canada Inc. ("**FTI**") in its capacity as monitor of the Applicant (in such capacity, the "**Monitor**") dated January [●], 2024 (the "**Fifth Report**") and the activities of the Monitor described therein; (b) approving the fees and disbursements of the Monitor, as described in the Affidavit of Jeffrey Rosenberg sworn January [●], 2024 (the "**Rosenberg Affidavit**") and the fees and disbursements of the Monitor's counsel, Thornton Grout Finnigan ("**TGF**"), as described in the Affidavit of Leanne Williams sworn January [●], 2023 (the "**Williams Affidavit**", and together with the Rosenberg Affidavit, the "**Fee Affidavits**"); and (c) extending the Stay Period (as defined below), was heard this day by judicial videoconference via Zoom.

ON READING the Applicant's Notice of Motion dated January 23, 2024, the affidavit of Avininder Grewal sworn January 23, 2024 (the "**Grewal Affidavit**"), and the Exhibits thereto, the Fifth Report, and the appendices thereto, the Fee Affidavits, and the Exhibits thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, and such other parties as listed on the Participant Information Form, with no one else appearing although duly served as appears from the affidavit of service of Philip Yang, filed,

SERVICE AND DEFINITIONS

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

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Grewal Affidavit, the Order of Justice Osborne dated June 15, 2023 (the “**Amended and Restated Initial Order**”), and the Order of Justice Osborne dated August 29, 2023 (the “**Claims Process Order**”).

APPROVAL OF THE FIFTH REPORT, ACTIVITIES AND FEES

3. **THIS COURT ORDERS AND DECLARES** that the Fifth Report and the activities of the Monitor referred to therein are hereby ratified and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approvals.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from October 1, 2023, to January 7, 2024, as set out in the Rosenberg Affidavit, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of TGF, as legal counsel to the Monitor, for the period from October 1, 2023, to December 31, 2023, as set out in Williams Affidavit, are hereby approved.

EXTENSION OF THE STAY PERIOD

6. **THIS COURT ORDERS** that the Stay Period, as defined in the Amended and Restated Initial Order, is hereby extended until April 15, 2024.

SPECIFIED LATE CLAIMS

7. **THIS COURT OTDERS** that notwithstanding that the Late Claims that are identified and described in the Fifth Report were filed after the Claims Bar Date, the Monitor is hereby authorized to accept, revise or disallow (in whole or in part) such Late Claims in consultation with the Applicant and in accordance with the Claims Process Order.

GENERAL

8. **THIS COURT ORDERS** that the Applicant or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

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

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

11. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Prevailing Eastern Time on the date hereof.

12. **THIS COURT ORDERS** that this Order is enforceable without the need for entry and filing.

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 15315441 CANADA INC.

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**STAY EXTENSION AND FEES APPROVAL
ORDER**

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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 15315441

CANADA INC. Applicant

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

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD OF THE APPLICANT
(RE: STAY EXTENSION AND
FEES APPROVAL)
(RETURNABLE JANUARY 29, 2024)**

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