

**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.**

AIDE MEMOIRE OF 2759054 ONTARIO INC.

RE: SCHEDULING MOTION FOR ADVICE AND DIRECTIONS

April 8, 2024

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Lawyers for 2759054 Ontario Inc.

1. This Aide Memoire is filed by 2759054 Ontario Inc. (“**FIKA**”), the purchaser of Fire & Flower Inc. (“**F&F**”) and its affiliates.
2. At the direction of the Saskatchewan Labour Relations Board (the “**SLRB**”), FIKA seeks to schedule a motion for advice and directions (the “**Motion**”) regarding applications (the “**Labour Claims**”) brought before the SLRB by United Food and Commercial Workers, Local No. 400 (“**UFCW**”), in October and November 2022. The Labour Claims relate to (a) an application for bargaining rights regarding certain employees of F&F’s retail stores in Saskatchewan and (b) alleged unfair labour practices by F&F in relation to a certification vote. The Labour Claims are not claims made under a collective agreement, as F&F was not unionized at the time the Labour Claims were made (and remains un-unionized).
3. The issue to be decided at the proposed Motion is whether the Labour Claims were vested in 15315441 Canada Inc. (“**ResidualCo**”) by operation of the reverse vesting order (the “**RVO**”) granted by this honourable court on August 29, 2023. FIKA asserts that the Labour Claims were vested in ResidualCo; ResidualCo takes the opposite view.
4. FIKA and ResidualCo agree that the Motion is a legal issue and will be narrowly focused on competing interpretations of the RVO and should take approximately one hour. FIKA does not yet know whether the UFCW intends to participate, but presumes it will do so.
5. In its Motion materials, FIKA intends to file an affidavit setting out uncontentionous background facts and attaching the Labour Claims. Subject to another party filing an affidavit containing evidence that FIKA disputes, FIKA does not expect cross-examinations will be necessary. Once a date is set for the motion it is expected that the

parties will work cooperatively on a schedule leading up to that date; subject to advice and directions from the court as necessary.

6. The Labour Claims are scheduled to proceed before the SLRB from May 27 through 31, 2024, subject to the outcome of the Motion. On May 13, 2024, the parties are required to file amended pleadings with the SLRB and make production of documents. FIKA therefore respectfully requests that the Motion be scheduled, if the court is available, during the last week of April, or the first week of May, 2024.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 8th day of April, 2024.

Gavin Finlayson and Patrick Corney

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Proceedings commenced at Toronto

AIDE MEMOIRE
(April 8, 2024)

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