



No. S1912098  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY

AND

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

AND

IN THE MATTER OF THE RECEIVERSHIP OF DIONYMED BRANDS INC.

BETWEEN:

GLAS Americas LLC

PETITIONER

AND:

DionyMed Brands Inc.

RESPONDENT

**AFFIDAVIT OF JEFFREY ROSENBERG**  
(sworn January 7, 2020)

I, **JEFFREY ROSENBERG**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Senior Managing Director with FTI Consulting Canada Inc., which was appointed as the receiver (in such capacity, the "**Receiver**") in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. I make this affidavit in support of a motion by the Receiver for, among other things, approval of the fees and expenses of the Receiver and its counsel.
3. Attached hereto as Exhibit "A" are true copies of the invoices prepared by the Receiver for the fees and expenses incurred by the Receiver in connection with these proceedings for the period between October 30, 2019 and December 31, 2019. The invoices have been redacted to address matters of confidentiality or privilege. I confirm that these invoices accurately reflect the services provided by the Receiver in this matter for this period and the fees and expenses claimed by it for the period.
4. Attached hereto as Exhibit "B" is a schedule listing the fees, expenses, HST and total fees charged for each invoice in Exhibit "A".
5. Attached hereto as Exhibit "C" is a schedule summarizing the billing rates and total amounts billed with respect to each representative of the Receiver's office that rendered services in connection with these proceedings and the blended rate for the period between October 30, 2019 and December 31, 2019.
6. To the best of my knowledge, the rates charged by the Receiver throughout the course of these proceedings are comparable to the rates charged by other firms in the Toronto and Vancouver markets for the provision of similar services.
7. The hours spent on this matter involved carrying out the Receiver's duties and responsibilities in accordance with the Receivership Order, carrying out the sale process, and addressing issues related to these proceedings (as more particularly described in the Receiver's reports and the invoices attached in Exhibit "A") and I believe that the total hours incurred by the

Receiver are reasonable and appropriate in the circumstances and that the services provided were delegated to the appropriate professionals within our office with the appropriate seniority and appropriate hourly rates.

8. The Receiver requests that the Court approve its invoices for the period between October 30, 2019 and December 31, 2019, for fees in the amounts of \$661,447.00, expenses of \$11,551.60 and HST of \$87,489.82.

SWORN before me at the City of Toronto, )  
in the Province of Ontario, )  
this 7<sup>th</sup> day of January, 2020 )  
)  
)

  
\_\_\_\_\_  
A Commissioner, etc.  
Aiden Nelms

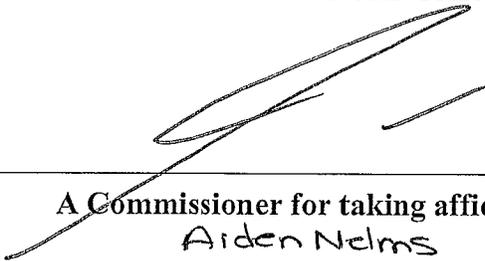
  
\_\_\_\_\_  
Jeffrey Rosenberg

3400 One First Canadian  
Place, Toronto

THIS IS EXHIBIT "A" REFERRED TO IN THE  
AFFIDAVIT OF JEFFREY ROSENBERG

SWORN

THE 7<sup>th</sup> DAY OF JANUARY 2020



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A Commissioner for taking affidavits, etc.

Aiden Nelms



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

November 17, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003917

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 10, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.  
Sincerely yours,

A handwritten signature in black ink, appearing to read 'Jeffrey Rosenberg', with a long horizontal stroke extending to the right.

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



## Invoice Remittance

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 17, 2019  
FTI Invoice No. 29003917  
FTI Job No. 472012.0001/0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 10, 2019

Dionymed Receiver  
Matter No. 472012.0001

Professional Fees	\$93,009.50
Expenses	2,693.83
Subtotal	<u>\$95,703.33</u>
HST Registration No. 835718024RT0001	\$12,441.43
<b>Amount Due</b>	<b>\$108,144.76</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$63,316.00
Expenses	0.00
Subtotal	<u>\$63,316.00</u>
HST Registration No. 835718024RT0001	\$8,231.08
<b>Amount Due</b>	<b>\$71,547.08</b>

**Total Amount Due** ..... **\$179,691.84**

*For USD Transfers:*

Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY

ABA#: 026002532  
SWIFT: NOSCUS33

For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410



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*Invoice Summary*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 17, 2019  
FTI Invoice No. 29003917  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 10, 2019

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Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	66.1	\$63,456.00
Craig Munro	Managing Director	\$825.00	0.4	\$330.00
Michael Basso	Senior Director	\$735.00	18.0	\$13,230.00
Jordan Zakkai	Senior Consultant	\$545.00	29.0	\$15,805.00
Kathleen Foster	Administrative Professional	\$145.00	1.3	\$188.50
			<b>114.80</b>	<b>\$93,009.50</b>
Business Meals				\$42.64
Lodging				\$226.84
Transportation				\$2,424.35
<b>Total Expenses</b>				<b>\$2,693.83</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$12,441.43</b>
<b>Invoice Total for Current Period</b>				<b>\$108,144.76</b>

DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	1.5	\$1,575.00
Thomas Mullett	Senior Managing Director	\$1,050.00	1.0	\$1,050.00
James Belcher	Managing Director	\$825.00	4.0	\$3,300.00
Michael Moxley	Director	\$705.00	47.0	\$33,135.00
Patrick Kennedy	Senior Consultant	\$480.00	45.7	\$21,936.00
Adam Mattan	Consultant	\$290.00	8.0	\$2,320.00
			<b>107.2</b>	<b>\$63,316.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$8,231.08</b>
<b>Invoice Total for Current Period</b>				<b>\$ 71,547.08</b>

**TOTAL AMOUNT FOR CURRENT PERIOD** **\$179,691.84**

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*Invoice Activity*

**PROFESSIONAL SERVICES**

**Adam Zaley**

11/05/19	Work with respect to SISP	1.50	
	\$1,050.00 per hour x total hrs of	1.50	\$1,575.00

**Thomas Mullett**

11/06/19	Work with respect to SISP	0.50	
11/07/19	Work with respect to SISP	0.50	
	\$1,050.00 per hour x total hrs of	1.00	\$1,050.00

**Jeffrey Rosenberg**

10/30/19	Finalize NDA; finalize teaser; call regarding CIM and work on CIM.	5.20	
10/31/19	Work on notice to creditors; correspondence with potential purchasers; call with legal counsel; call with secured Creditor.	5.80	
11/01/19	Work on CIM; review of [REDACTED].	4.50	
11/02/19	Review of [REDACTED]; review of documents.	4.00	
11/03/19	Review of [REDACTED]; planning; work on CIM.	4.50	
11/04/19	Call with legal counsel regarding [REDACTED]; call with Flow's legal counsel; call with Stikeman; calls with prospect purchasers; work on license matters; work on Flow matters; attend calls with [REDACTED]; review of Flow agreements; further review of bidding procedures motion; review of Green Gotham agreements; attend update call with secured creditor.	4.00	
11/05/19	Call with Jeffrey Simpson; work on [REDACTED].	5.00	
11/06/19	Work on CIM; review of Receiver's statement; review of cash flow forecast; review of [REDACTED]; review of APA; review of correspondence; work with respect to potential purchasers; review of KERP matters; review of licenses; review of bid procedures memo.	6.00	
11/07/19	[REDACTED], meeting with [REDACTED]; review of data room items; work on licensing matters; calls with internal and external legal counsel; review of cash flow matters; work on financial analysis.	9.10	
11/08/19	Attend various meeting [REDACTED]; review of correspondence; review correspondence from various prospective purchasers; call with Stikemans; travel back to Toronto.	9.80	
11/09/19	Review of security package and correspondence; review of Flow Capital letter; call with Keith Adams.	4.00	
11/10/19	Review of [REDACTED]; correspondence with potential purchasers; correspondence with purchasers.	4.20	
	\$960.00 per hour x total hrs of	66.10	\$63,456.00

**Craig Munro**

11/07/19	Telephone conversation with J Rosenberg regarding update.	0.40	
	\$825.00 per hour x total hrs of	0.40	\$330.00

**James Belcher**

11/01/19	Review of CIM and comments on same.	1.50	
11/04/19	Review of CIM and comments on same.	2.50	
	\$825.00 per hour x total hrs of	4.00	\$3,300.00



Invoice Activity

Michael Basso

10/30/19	Meeting with J. Rosenberg regarding [REDACTED]; prepare form on same and send to [REDACTED]; update website; meeting with J. Zakkai regarding hotline, correspondence with IT on same; meeting with IT regarding hotline issue.	0.70
10/31/19	Meetings and correspondence regarding Receiver's Report; correspondence regarding website and Receiver's contact details; correspondence regarding [REDACTED]; meeting with J. Zakkai regarding status; review receivership order regarding assets; print and get signed [REDACTED].	1.20
11/01/19	Correspondence with J. Rosenberg regarding bank details; send account details to Evolution Trustees; hotline correspondence; review affidavit [REDACTED]; call to bondholder regarding hotline inquiry; call to investor regarding hotline inquiry; meetings and correspondence regarding AP listing and info for Receiver's notice and statement; hotline correspondence regarding interested parties; correspondence regarding [REDACTED]; correspondence with company regarding information for Receiver's report; ascend [REDACTED]; prepare AP Listing by entity; bank account form to Scotia.	3.40
11/02/19	Correspondence regarding AP listing; meeting with J. Rosenberg on same; review AP files regarding entities and tie through to tabs.	0.40
11/03/19	Correspondence regarding AP listing; sort same; update AP listing for secured creditors.	0.80
11/04/19	Correspondence regarding AP listing; correspondence regarding report listing; compare AP listings; meetings with J. Rosenberg regarding AP listings; meeting and correspondence regarding [REDACTED] hotline emails and meetings regarding voicemails left on same; new account correspondence; print and process new account form; correspondence with Evolution Trustees regarding [REDACTED]; meeting with J. Rosenberg regarding; receiver's notice and statement.	3.20
11/05/19	Hotline motoring; correspondence regarding creditor listing; review initial list of same; correspondence back with questions; format creditor listing and pull addresses; correspondence regarding creditor listing and [REDACTED] meetings and correspondence regarding creditors listing and [REDACTED]; prepare Receivers notice and statement.	3.30
11/06/19	Hotline motoring; correspondence regarding [REDACTED] meetings and correspondence regarding Dionymed notice and statement; prepare updated Receiver's notice and statements; print same; call to Scotia regarding [REDACTED]; prepare and send notice and statement to CRA; website posting of Service List and Notice; meetings and correspondence regarding investor inquires; Send notice to CRA.	3.50
11/07/19	Correspondence regarding service list; check same. Correspondence regarding NDA; meeting with J. Zakkai on same. Call with [REDACTED]; hotline monitoring; call to OSB regarding trustee associated with file.	1.00
11/08/19	Meeting with J. Zakkai regarding status and CIM; print and review CIM.	0.50
<b>\$735.00 per hour x total hrs of</b>		<b>18.00</b>
		<b>\$13,230.00</b>

Michael Moxley

*Invoice Activity*

10/31/19	██████████ preparation and review; CIM preparation; review of model.	8.00	
11/01/19	CIM preparation.	8.00	
11/02/19	CIM preparation.	6.00	
11/04/19	Calls with interested parties; CIM review and finalization; calls with Management; CIM send-outs; data room preparation.	4.50	
11/05/19	Calls with interested parties; CIM review and finalization; calls with Management; CIM send-outs; data room preparation.	3.00	
11/06/19	Calls with interested parties; CIM review and finalization; calls with Management; CIM send-outs; data room preparation.	8.50	
11/07/19	Calls with interested parties; CIM review and finalization; calls with Management; CIM send-outs; data room preparation.	8.00	
11/08/19	Calls with interested parties; CIM review and finalization; calls with Management; CIM send-outs; data room preparation.	1.00	
	\$705.00 per hour x total hrs of	47.00	\$33,135.00

**Jordan Zakkai**

10/30/19	Prepare CIM; review ██████████; call with management	5.00	
10/31/19	Prepare CIM.	3.50	
11/01/19	Update CIM; call with Company re marketing materials	3.00	
11/02/19	Update CIM.	2.50	
11/04/19	Launching sale process; calls with interested parties; CIM preparation.	2.50	
11/05/19	Preparing CIM; facilitating diligence; calls with interested parties.	4.50	
11/06/19	Preparing CIM; calls with interested parties; managing data room.	2.50	
11/07/19	Finalizing CIM; managing data room; opening data room to interested parties.	3.50	
11/08/19	Calls with interested parties; managing data room.	2.00	
	\$545.00 per hour x total hrs of	29.00	\$15,805.00

**Patrick Kennedy**

10/30/19	CIM matters; calls.	6.80	
10/31/19	Continue of build out of CIM; updates to tracker for reach outs; calls.	6.90	
11/01/19	CIM matters; emails with interested parties.	1.50	
11/04/19	Advance, review and edits to CIM; settling of NDA's with interested bidders; multiple calls with bidders.	6.20	
11/05/19	Multiple calls with interested bidders; advance, review and edits to CIM; settling of NDA's; data room setup	5.80	
11/06/19	CIM matters and distribution to interested bidders; CIM walkthrough with Management; Multiple ██████████; NDA negotiation matters; multiple emails with interested bidders.	7.50	
11/07/19	Distribution of CIM; multiple calls with interested parties; settling NDA's with interested parties; advance of data room.	6.30	
11/08/19	Multiple calls with interested bidders; settling of NDA's; advance of data room; CIM distribution.	4.70	
	\$480.00 per hour x total hrs of	45.70	\$21,936.00

**Adam Mattan**

10/30/19	██████████ to contact for DionyMed Brands Engagement.	2.00	
10/31/19	Reached out to all approximate ██████████ for DionyMed Brands.	3.00	
11/06/19	Completed second round of reach outs to outstanding parties on DionyMed Buyers list.	3.00	
	\$290.00 per hour x total hrs of	8.00	\$2,320.00



*Invoice Activity*

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**Kathleen Foster**

10/30/19

Website updates performed for FTI Case Sites for DionyMed.

0.30

11/06/19

Website updates performed for FTI Case Sites for DionyMed.

1.00

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\$145.00 per hour x total hrs of

1.30

\$188.50

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

November 24, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003925

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 17, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.  
Sincerely yours,

A handwritten signature in black ink, appearing to read "Jeffrey Rosenberg", written over a white rectangular area.

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



*Invoice Remittance*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 24, 2019  
FTI Invoice No. 29003925  
FTI Job No. 472012.0001/0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2019

Dionymed Receiver  
Matter No. 472012.0001

Professional Fees	\$55,471.50
Expenses	3,189.27
Subtotal	<u>\$58,660.77</u>
HST Registration No. 835718024RT0001	\$7,625.90
<b>Amount Due</b>	<b>\$66,286.67</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$27,150.00
Expenses	0.00
Subtotal	<u>\$27,150.00</u>
HST Registration No. 835718024RT0001	\$3,529.50
<b>Amount Due</b>	<b>\$30,679.50</b>

**Total Amount Due**..... \$96,966.17

*For USD Transfers:*

Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY  
ABA#: 026002532  
SWIFT: NOSCUS33  
For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410



Invoice Summary

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 24, 2019  
FTI Invoice No. 29003925  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2019

Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	46.3	\$44,448.00
Craig Munro	Managing Director	\$825.00	0.2	\$165.00
Michael Basso	Senior Director	\$735.00	8.1	\$5,953.50
Jordan Zakkai	Senior Consultant	\$545.00	9.0	\$4,905.00
<b>Total Hours and Fees</b>			<b>63.6</b>	<b>\$55,471.50</b>

Business Meals				\$89.12
Lodging				\$663.42
Transportation				\$2,436.73
<b>Total Expenses</b>				<b>\$3,189.27</b>

HST Registration No. 835718024RT0001 \$7,625.90  
Invoice Total for Current Period \$66,286.67

DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	1.5	\$1,575.00
Thomas Mullett	Senior Managing Director	\$1,050.00	1.0	\$1,050.00
Michael Moxley	Director	\$705.00	29.0	\$20,445.00
Patrick Kennedy	Senior Consultant	\$480.00	8.5	\$4,080.00
<b>Total Hours and Fees</b>			<b>40.0</b>	<b>\$27,150.00</b>

HST Registration No. 835718024RT0001 \$3,529.50  
Invoice Total for Current Period \$30,679.50

**TOTAL AMOUNT FOR CURRENT PERIOD \$96,966.17**



Invoice Activity

PROFESSIONAL SERVICES

Adam Zaley

11/11/19	Sale process	0.50	
11/13/19	Sale process	0.50	
11/15/19	Sale process	0.50	
		\$1,050.00 per hour x total hrs of	\$1,575.00

Thomas Mullett

11/12/19	Sale process	0.50	
11/14/19	Sale process	0.50	
		\$1,050.00 per hour x total hrs of	\$1,050.00

Jeffrey Rosenberg

11/11/19	Update call with respect to status of respective purchasers; update call with Stikeman; correspondence with potential new purchasers; attend data room call; work on Flow matters; work on licenses; discussion with Oregon management.	7.30	
11/12/19	Review of Hometown Heart matters; discussion with prospective purchasers; review of cash flows; work on draft court report.	7.20	
11/13/19	Work on Green Gotham matters; review of correspondence; work on court report; conversation with prospective purchasers; work on funding matters; travel to [REDACTED]	9.00	
11/14/19	Attend in [REDACTED], attend meeting with various prospective purchasers; review of correspondence; travel [REDACTED].	12.00	
11/15/19	Attend meeting at [REDACTED]; attend meeting with management to review model; attend conference call regarding license memo; attend update call with Stikeman; contact with several prospective purchasers; review updates regarding Oregon orders; call with legal counsel.	5.50	
11/16/19	Review of Eaze offer; review of correspondence.	2.60	
11/17/19	Review of correspondence; review of security agreements; review of financial statements; work on License matters.	2.70	
		\$960.00 per hour x total hrs of	\$44,448.00

Craig Munro

11/14/19	Emails with J Carhart.	0.20	
		\$825.00 per hour x total hrs of	\$165.00

Michael Basso

11/11/19	Prepare new account forms for Ascend; transfer funds to CAD account for OSB fee; prepare records on same.	0.20	
11/12/19	Correspondence regarding creditor balances; print and meet regarding creditor balances; review draft 1st report of the Receiver; meeting on same; meetings and correspondence regarding new USD account; correspondence regarding USD wire; file same. meetings with OSB regarding estate form; correspondence regarding OSB estate form.	1.80	
11/13/19	Correspondence regarding: USD account; meetings and correspondence regarding USD account; meetings regarding data room and intercompany debt; meetings and correspondence regarding: payroll funding.	1.80	

*Invoice Activity*

11/14/19	Correspondence regarding wire; correspondence regarding payroll funding; prepare transfer in Scotia; meetings and correspondence with J. Rosenberg on same; prepare records for all transactions to date; update records; meeting with N. Meakin to sign cheque; check OSB address.	1.50	
11/15/19	Meeting with M. Moxley regarding model and notes for trial balance; meeting with [REDACTED]. Correspondence regarding Herban; trial balance review same; review of intercompany balances.	2.80	
		<u>\$735.00 per hour x total hrs of</u>	<u>8.10 \$5,953.50</u>
<b>Michael Moxley</b>			
11/11/19	Reconciliation of model to financial statements.	2.00	
11/11/19	Calls with interested parties; data room updates; model preparation; review of financial schedules and consolidation workbooks.	3.00	
11/12/19	Calls with interested parties; data room updates; model preparation; review of financial schedules and consolidation workbooks.	4.00	
11/12/19	Reconciliation of model to financial statements	3.50	
11/13/19	Calls with interested parties; data room updates; model preparation; review of financial schedules and consolidation workbooks.	8.50	
11/14/19	Calls with interested parties; data room updates; model preparation; review of financial schedules and consolidation workbooks.	4.00	
11/15/19	Calls with interested parties; data room updates; model preparation; review of financial schedules and consolidation workbooks.	4.00	
		<u>\$705.00 per hour x total hrs of</u>	<u>29.00 \$20,445.00</u>
<b>Jordan Zakkai</b>			
11/11/19	Calls with interested parties; review of dropbox dataroom; call with management.	2.50	
11/12/19	Review of financial model; review of dataroom materials.	1.30	
11/14/19	Managing dataroom; calls with management regarding due diligence requests.	2.20	
11/15/19	Meeting with DYME staff; follow-up on diligence requests.	3.00	
		<u>\$545.00 per hour x total hrs of</u>	<u>9.00 \$4,905.00</u>
<b>Patrick Kennedy</b>			
11/11/19	Calls with bidders; dataroom matters.	2.50	
11/12/19	Calls with bidders; teaser distribution matters; dataroom matters.	3.40	
11/13/19	Emails and calls with interested parties; advance dataroom	1.60	
11/14/19	NDA matters; emails with JR regarding further work.	1.00	
		<u>\$480.00 per hour x total hrs of</u>	<u>8.50 \$4,080.00</u>



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

November 28, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003929

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 24, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.  
Sincerely yours,

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



*Invoice Remittance*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 28, 2019  
FTI Invoice No. 29003929  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 24, 2019

Dionymed Receiver  
Matter No. 472012.0001

Professional Fees	\$57,870.50
Expenses	0.00
Subtotal	\$57,870.50
HST Registration No. 835718024RT0001	\$7,523.16
<b>Amount Due</b>	<b>\$65,393.66</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$31,578.00
Expenses	81.37
Subtotal	\$31,659.37
HST Registration No. 835718024RT0001	\$4,115.72
<b>Amount Due</b>	<b>\$35,775.09</b>

**Total Amount Due**..... **\$101,168.75**

*For USD Transfers:*

**Bank Name:** Bank of Nova Scotia,  
New York Agency  
New York, NY

**ABA#:** 026002532

**SWIFT:** NOSCUS33

**For further credit to:** Toronto Main Branch Transit #47696

**Beneficiary:** FTI Consulting Canada, Inc

**Beneficiary Account Number:** 476960598410



Invoice Summary

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 28, 2019  
FTI Invoice No. 29003929  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 24, 2019

Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	51.8	\$49,728.00
Craig Munro	Managing Director	\$825.00	2.2	\$1,815.00
Michael Basso	Senior Director	\$735.00	3.3	\$2,425.50
Jordan Zakkai	Senior Consultant	\$545.00	7.0	\$3,815.00
Kathleen Foster	Administrative Professional	\$145.00	0.6	\$87.00
<b>Total Hours and Fees</b>			<b>64.9</b>	<b>\$57,870.50</b>

HST Registration No. 835718024RT0001 \$7,523.16  
Invoice Total for Current Period \$65,393.66

DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	2.5	\$2,625.00
Thomas Mullett	Senior Managing Director	\$1,050.00	1.0	\$1,050.00
Michael Moxley	Director	\$705.00	31.0	\$21,855.00
Patrick Kennedy	Senior Consultant	\$480.00	12.6	\$6,048.00
<b>Total Hours and Fees</b>			<b>47.1</b>	<b>\$31,578.00</b>

Business Meals \$38.57  
Transportation \$42.80  
**Total Expenses \$81.37**

HST Registration No. 835718024RT0001 \$4,115.72  
Invoice Total for Current Period \$35,775.09

**TOTAL AMOUNT FOR CURRENT PERIOD \$101,168.75**



## Invoice Activity

### PROFESSIONAL SERVICES

#### Adam Zalev

11/20/19	Sale matters.	1.50	
11/22/19	Sale matters.	1.00	
\$1,050.00 per hour x total hrs of		2.50	\$2,625.00

#### Thomas Mullett

11/19/19	Sale matters.	0.50	
11/21/19	Sale matters.	0.50	
\$1,050.00 per hour x total hrs of		1.00	\$1,050.00

#### Jeffrey Rosenberg

11/18/19	Work on Monitor's Report; work on APA; calls regarding licenses; update calls with management; discussions regarding possible [REDACTED].	7.40	
11/19/19	Work with respect to security documents; call with legal counsel regarding APA template; calls with management; calls with Mannet; calls with prospective purchasers; work on earnouts; work on Receivers report; work on Oregon security matters; work on due diligence matters; internal update on status of bidders; call with SPI.	10.30	
11/20/19	Several calls with Management; work on APA and calls with Stikeman regarding the same; call with Flow capital corporation regarding [REDACTED]; call with Odyssey trust; travel to [REDACTED].	9.00	
11/21/19	Attend in [REDACTED]; meeting at [REDACTED]; meeting at prospective purchaser; meeting with SPI; travel back to Toronto; review of [REDACTED]; work with respect to NDA.	10.50	
11/22/19	Work on NDA matters; call with Buckley Law firm regarding [REDACTED]; review of financial analysis; work on Green Gotham matters; call with SPI; update call with Stikeman; review of cash flow forecast; work on Flow settlement matters.	8.00	
11/23/19	Work on Canadian Security Agreement.	3.10	
11/24/19	Correspondence with Bennett Jones; preparation for Tuesday hearing; follow up with prospective purchasers; follow up with respect to bondholders; call with management.	3.50	
\$960.00 per hour x total hrs of		51.80	\$49,728.00

#### Craig Munro

11/22/19	Arrange for conf call with Buckley Hogan; review Receiver's report; conference call with J Rosenberg and Buckley Hogan regarding [REDACTED].	2.20	
\$825.00 per hour x total hrs of		2.20	\$1,815.00

#### Michael Basso

11/18/19	Correspondence regarding Herban financial statements; review Herban balance sheet regarding Intercompany; meeting regarding status of Gotham green; hotline monitoring; correspondence with shareholder; meeting with J. Rosenberg regarding sales process and trade a/p; correspondence with J. Zakkai regarding trade accounts payable; call to N. Halle returning voicemail; meetings and correspondence regarding accounts payable listing.	1.30	
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## Invoice Activity

11/19/19	Website update; correspondence regarding payments; set up same in Scotia; meeting regarding second approval of wires.	0.90	
11/20/19	Correspondence regarding website updates, prepare and send same to administrator; review Receiver's first report.	0.70	
11/21/19	Hotline monitoring.	0.30	
11/22/19	Hotline monitoring.	0.10	
	\$735.00 per hour x total hrs of	3.30	\$2,425.50
<b>Michael Moxley</b>			
11/18/19	Model review; meeting with Cory and updates to model; review of Accounts payable details; calls with prospective buyers.	9.00	
11/19/19	Model update; data room uploads; review of revenue reconciliations; calls with prospective buyers.	10.00	
11/20/19	Prospective calls with buyers; internal team meetings.	4.00	
11/21/19	Calls with prospective buyers; internal team meetings; review of Oregon business segment financials.	3.50	
11/22/19	Calls with prospective buyers; internal team meetings.	4.50	
	\$705.00 per hour x total hrs of	31.00	\$21,855.00
<b>Jordan Zakkai</b>			
11/20/19	Prepare process update deck.	7.00	
	\$545.00 per hour x total hrs of	7.00	\$3,815.00
<b>Patrick Kennedy</b>			
11/18/19	Dataroom matters; process update deck for creditor meeting; calls	2.70	
11/19/19	creditor process update deck; calls with potential interested parties; dataroom matters.	4.60	
11/20/19	Updates to creditor deck; NDA matters and calls with potential buyers.	2.30	
11/21/19	Calls with potential lenders; NDA matters.	2.00	
11/22/19	NDA matters; calls with interested parties.	1.00	
	\$480.00 per hour x total hrs of	12.60	\$6,048.00
<b>Kathleen Foster</b>			
11/19/19	Website updates performed for FTI Case Sites for DionyMed.	0.30	
11/20/19	Website updates performed for FTI Case Sites for DionyMed.	0.30	
	\$145.00 per hour x total hrs of	0.60	\$87.00



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

November 30, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003940

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through November 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



## Invoice Remittance

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

November 30, 2019  
FTI Invoice No. 29003940  
FTI Job No. 472012.0001/0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2019

Dionymed Receiver  
Matter No. 472012.0001

Professional Fees	\$55,196.00
Expenses	0.00
Subtotal	\$55,196.00
HST Registration No. 835718024RT0001	\$7,175.48
<b>Amount Due</b>	<b>\$62,371.48</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$9,900.00
Expenses	0.00
Subtotal	\$9,900.00
HST Registration No. 835718024RT0001	\$1,287.00
<b>Amount Due</b>	<b>\$11,187.00</b>

Total Amount Due this Period.....	\$73,558.48
Previous Balance Due.....	\$198,134.92
<b>Total Amount Due.....</b>	<b>\$271,693.40</b>

**For USD Transfers:**

**Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY**

**ABA#: 026002532  
SWIFT: NOSCUS33**

**For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410**



## Invoice Summary

DionyMed Brands Inc.  
 One University Avenue  
 Toronto, ON M5J ZP1  
 Canada

November 30, 2019  
 FTI Invoice No. 29003940  
 FTI Job No. 472012.0001/0002  
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2019

### Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	49.4	\$47,424.00
Craig Munro	Managing Director	\$825.00	2.0	\$1,650.00
Michael Basso	Senior Director	\$735.00	1.3	\$955.50
Jordan Zakkai	Senior Consultant	\$545.00	9.4	\$5,123.00
Kathleen Foster	Administrative Professional	\$145.00	0.3	\$43.50
<b>Total Hours and Fees</b>			<b>62.4</b>	<b>\$55,196.00</b>

HST Registration No. 835718024RT0001 \$7,175.48  
 Invoice Total for Current Period \$62,371.48

### DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	2.5	\$2,625.00
Thomas Mullett	Senior Managing Director	\$1,050.00	1.5	\$1,575.00
Michael Moxley	Director	\$705.00	4.0	\$2,820.00
Patrick Kennedy	Senior Consultant	\$480.00	6.0	\$2,880.00
<b>Total Hours and Fees</b>			<b>14.0</b>	<b>\$9,900.00</b>

HST Registration No. 835718024RT0001 \$1,287.00  
 Invoice Total for Current Period \$11,187.00

**TOTAL AMOUNT FOR CURRENT PERIOD \$73,558.48**

**PROFESSIONAL SERVICES**

**Adam Zaley**

11/27/19	Sales process	1.50	
11/28/19	Sales process	1.00	
		\$1,050.00 per hour x total hrs of	2.50
			\$2,625.00

**Thomas Mullett**

11/26/19	Sales process	0.50	
11/27/19	Sales process	0.50	
11/29/19	Sales process	0.50	
		\$1,050.00 per hour x total hrs of	1.50
			\$1,575.00

**Jeffrey Rosenberg**

11/25/19	Attend several calls with management; attend call with Stikemans; attend call with Bennett Jones; review of licensing matters; travel to ██████████; review of draft term sheet; review of licensing issues; correspondence with prospective purchasers; review of updated accounts payables; work on Flow term sheet; review of expenses; review of Flow Term Sheet; review of cash flows.	9.70	
11/26/19	Attend in court and travel back to Toronto; review of security documents; conversations with prospective purchasers; review of expenses; review of Gotham Green loan documents; review of cash flow.	9.80	
11/27/19	Attend update call with Stikemans; work on sale process matters; discussions with management; call with Tribeca and Stikemans; work on regulator matters; correspondence with prospective purchasers.	9.00	
11/28/19	Review of Oregon standalone financial statements; work on summary for secured lender; discussion with Bennett Jones; review of security agreement; respond to enquirers from other groups; work on Gotham Green matters; work with respect to Eaze litigation.	8.90	
11/29/19	Calls with Management; work on cure cost matters; work on Oregon matters for sale process; work on Oregon legal matters; review of accounts payable.	8.00	
11/30/19	Work on information for prospective purchasers.	4.00	
		\$960.00 per hour x total hrs of	49.40
			\$47,424.00

**Craig Munro**

11/26/19	Mtg with J Rosenberg; attend Court hearing.	2.00	
		\$825.00 per hour x total hrs of	2.00
			\$1,650.00

**Michael Basso**

11/25/19	Correspondence regarding funding; set up wire on same in Scotia; correspondence regarding wire; check Scotia on same; prepare wire for FTI fees; process TR on same; hotline monitoring.	0.80	
11/26/19	Correspondence regarding website posting; review motion, post same on website; website update regarding new service list.	0.30	
11/27/19	Check Scotia regarding wire; modify same; hotline monitoring.	0.20	
		\$735.00 per hour x total hrs of	1.30
			\$955.50



## *Invoice Activity*

### Michael Moxley

11/26/19	Call with potential investor.	0.50	
11/27/19	Update of tracker; preparation of update deck; internal meetings.	3.00	
11/28/19	Cursory review of Oregon model; comparison to trial balance.	0.50	
	\$705.00 per hour x total hrs of	4.00	\$2,820.00

### Jordan Zakkai

11/25/19	Review and mark-up NDA; call with interested party; prepare AP subledgers schedule; review cash flow funding request.	3.90	
11/28/19	Review Oregon model; manage diligence requests; review assumed contracts schedule.	3.50	
11/29/19	Prepared cure cost schedule; contacted Oregon interested parties.	2.00	
	\$545.00 per hour x total hrs of	9.40	\$5,123.00

### Patrick Kennedy

11/25/19	NDA matters; calls and emails with potential interested parties.	2.00	
11/26/19	NDA matters; calls and emails with potential interested parties.	2.00	
11/29/19	Diligence matters; lender update deck.	2.00	
	\$480.00 per hour x total hrs of	6.00	\$2,880.00

### Kathleen Foster

11/26/19	Website updates performed for FTI Case Sites for DionyMed.	0.30	
	\$145.00 per hour x total hrs of	0.30	\$43.50



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

December 13, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003957

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 8, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



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*Invoice Remittance*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 13, 2019  
FTI Invoice No. 29003957  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 8, 2019

Dionymed Receiver  
Matter No. 472012.0001

Professional Fees	\$65,430.50
Expenses	5,286.22
Subtotal	<u>\$70,716.72</u>
HST Registration No. 835718024RT0001	\$9,193.17
<b>Amount Due</b>	<b>\$79,909.89</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$20,385.00
Expenses	51.02
Subtotal	<u>\$20,436.02</u>
HST Registration No. 835718024RT0001	\$2,656.68
<b>Amount Due</b>	<b>\$23,092.70</b>

Total Amount Due this Period..... \$103,002.60

Previous Balance Due..... \$0.00

**Total Amount Due..... \$103,002.60**

*For USD Transfers:*

**Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY**

**ABA#: 026002532  
SWIFT: NOSCUS33**

**For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410**



## Invoice Summary

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 13, 2019  
FTI Invoice No. 29003957  
FTI Job No. 472012.0001/0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 8, 2019

### Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	56.3	\$54,048.00
Michael Basso	Senior Director	\$735.00	6.9	\$5,071.50
Jordan Zakkai	Senior Consultant	\$545.00	11.5	\$6,267.50
Kathleen Foster	Administrative Professional	\$145.00	0.3	\$43.50
<b>Total Hours and Fees</b>			<b>75.0</b>	<b>\$65,430.50</b>
Business Meals				\$372.01
Lodging				\$634.08
Other/Miscellaneous				\$62.18
Transportation				\$4,217.95
<b>Total Expenses</b>				<b>\$5,286.22</b>
HST Registration No. 835718024RT0001				\$9,193.17
<b>Invoice Total for Current Period</b>				<b>\$79,909.89</b>

### DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	2.5	\$2,625.00
Thomas Mullett	Senior Managing Director	\$1,050.00	2.0	\$2,100.00
Michael Moxley	Director	\$705.00	12.0	\$8,460.00
Patrick Kennedy	Senior Consultant	\$480.00	15.0	\$7,200.00
<b>Total Hours and Fees</b>			<b>31.5</b>	<b>\$20,385.00</b>
Business Meals				\$17.03
Transportation				\$33.99
<b>Total Expenses</b>				<b>\$51.02</b>
HST Registration No. 835718024RT0001				\$2,656.68
<b>Invoice Total for Current Period</b>				<b>\$23,092.70</b>
<b>TOTAL AMOUNT FOR CURRENT PERIOD</b>				<b>\$103,002.60</b>



Invoice Activity

PROFESSIONAL SERVICES

Adam Zaley

12/02/19	Various matters.	0.50	
12/03/19	Various matters.	0.50	
12/04/19	Various matters.	0.50	
12/05/19	Various matters.	0.50	
12/06/19	Various matters.	0.50	
		\$1,050.00 per hour x total hrs of	\$2,625.00

Thomas Mullett

12/02/19	SISP	0.50	
12/03/19	SISP	0.50	
12/04/19	SISP	0.50	
12/05/19	SISP	0.50	
		\$1,050.00 per hour x total hrs of	\$2,100.00

Jeffrey Rosenberg

12/01/19	Review of Loudpack financial information in preparation for an offer; review of accounts payable.	2.80	
12/02/19	Update call with Bennett Jones; work on Flow matters; work on license matters; call regarding [REDACTED]; call regarding [REDACTED]; work on funding matters; work on employee matters; work on [REDACTED];	8.50	
12/03/19	Work on due diligence for prospective purchasers; calls with prospective purchasers; call with potential state receivers; work on licensing matters; work on cash flows;	9.30	
12/04/19	Review of queries from prospective purchasers; reach out to prospective purchasers; call with Stikeman; review of [REDACTED]; review of financial information; review of contracts;	9.00	
12/05/19	Calls with prospective purchasers; call with regulators; work on license valuations; work on shut down cash flow projections;	9.50	
12/06/19	Calls with prospective purchasers; work on due diligence for purchasers	8.00	
12/07/19	Work on due diligence matters and prospective purchasers	4.50	
12/08/19	Calls on matters for prospective purchasers; work on due diligence matters	4.70	
		\$960.00 per hour x total hrs of	\$54,048.00

Michael Basso

12/02/19	Correspondence re: website updates, prepare and send same to administrator. Correspondence re: [REDACTED]. Hotline monitoring. Prepare wire for FTI fees. Meeting with J. Rosenberg correspondence with N. Meakin re: second approval.	1.20	
12/03/19	Correspondence re: FTI billings, review files on same. Set up wire payments re: unpaid FTI invoices, prepare TR's, find second approver on same. Download data room documents, print APA. Correspondence re; [REDACTED], set up wire on same and prepare TR. Meetings and correspondence re: Cra audit. Meetings with P. Kampian re: trust exam.	2.00	
12/04/19	Meetings and correspondence re: Cra audit. Meeting with J. Rosenberg re: Cra audit.	0.90	



## Invoice Activity

12/05/19	Correspondence re: legal fee wire, Prepare TR package, correspondence re: sales tax rate etc. Correspondence on Hotline. Set up BJ wire in Scotia. Correspondence re: BJ wire, calls with Scotia and meetings re: recall due to conversion issue. Meetings and correspondence re: November bank statement/rec.	2.30		
12/06/19	Correspondence re: BJ wire. Hotline correspondence.	0.50		
	\$735.00 per hour x total hrs of	6.90		\$5,071.50
<b>Michael Moxley</b>				
12/03/19	Review of [REDACTED]; Winberry APA; and earnout PV calculation; internal meetings re: [REDACTED].	2.50		
12/04/19	Review of earnout memo; Winberry APA; and earnout PV calculation; internal meetings re: tax liabilities and financial m	8.00		
12/05/19	Updated interested parties tracker	1.50		
	\$705.00 per hour x total hrs of	12.00		\$8,460.00
<b>Jordan Zakkai</b>				
12/02/19	Review standalone Oregon financial model; update assumed contracts schedule; status update with J Rosenberg; calls with interested parties; send out bid instructions letter	4.50		
12/03/19	Review of [REDACTED]; multiple calls with interested parties; walkthrough Herban CA financial model; update assumed contracts schedule	3.50		
12/04/19	[REDACTED]; call with interested parties; send out bid instruction emails	1.50		
12/07/19	Review of cash flow; call with J Rosenberg	1.00		
12/08/19	Review of cash flow; call with J Rosenberg	1.00		
	\$545.00 per hour x total hrs of	11.50		\$6,267.50
<b>Patrick Kennedy</b>				
12/03/19	Calls; emails with bidders on bidding procedures	1.50		
12/05/19	Review and analysis of [REDACTED].	3.20		
12/06/19	Amendments to [REDACTED]; discussion with JR re: previous. Update summary re: interested parties in process.	2.60		
12/07/19	Amendments to California assets for sale analysis; multiple emails with new bidders; emails/calls with JR re: both previous	4.00		
12/08/19	Further amendments and research into [REDACTED]; emails with Bidder and dataroom matters	3.70		
	\$480.00 per hour x total hrs of	15.00		\$7,200.00
<b>Kathleen Foster</b>				
12/02/19	Website updates performed for FTI Case Sites for DionyMed. Requested by Michael Basso	0.30		
	\$145.00 per hour x total hrs of	0.30		\$43.50



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

December 23, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003964

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 15, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Jeffrey Rosenberg', with a long horizontal stroke extending to the right.

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



## Invoice Remittance

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 23, 2019  
FTI Invoice No. 29003964  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 15, 2019

DionyMed Receiver  
Matter No. 472012.0001

Professional Fees	\$40,915.00
Expenses	249.89
Subtotal	<u>\$41,164.89</u>
HST Registration No. 835718024RT0001	\$5,351.44
<b>Amount Due</b>	<b><u>\$46,516.33</u></b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$21,472.50
Expenses	0.00
Subtotal	<u>\$21,472.50</u>
HST Registration No. 835718024RT0001	\$2,791.43
<b>Amount Due</b>	<b><u>\$24,263.93</u></b>

Total Amount Due this Period.....	\$70,780.25
Previous Balance Due.....	<u>\$0.00</u>
<b>Total Amount Due.....</b>	<b><u>\$70,780.25</u></b>

**For USD Transfers:**

**Bank Name:** Bank of Nova Scotia,  
New York Agency  
New York, NY

**ABA#:** 026002532

**SWIFT:** NOSCUS33

**For further credit to:** Toronto Main Branch Transit #47696

**Beneficiary:** FTI Consulting Canada, Inc

**Beneficiary Account Number:** 476960598410



## Invoice Summary

DionyMed Brands Inc.  
 One University Avenue  
 Toronto, ON M5J ZP1  
 Canada

December 23, 2019  
 FTI Invoice No. 29003964  
 FTI Job No. 472012.0001/.0002  
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 15, 2019

### DionyMed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	39.8	\$38,208.00
Michael Basso	Senior Director	\$735.00	2.2	\$1,617.00
Jordan Zakkai	Senior Consultant	\$545.00	2.0	\$1,090.00
<b>Total Hours and Fees</b>			<b>44.0</b>	<b>\$40,915.00</b>
Business Meals				\$141.11
Other/Miscellaneous				\$25.49
Transportation				\$83.29
<b>Total Expenses</b>				<b>\$249.89</b>
HST Registration No. 835718024RT0001				\$5,351.44
<b>Invoice Total for Current Period</b>				<b>\$46,516.33</b>

### DionyMed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	4.7	\$4,935.00
Thomas Mullett	Senior Managing Director	\$1,050.00	1.5	\$1,575.00
Michael Moxley	Director	\$705.00	18.5	\$13,042.50
Patrick Kennedy	Senior Consultant	\$480.00	4.0	\$1,920.00
<b>Total Hours and Fees</b>			<b>28.7</b>	<b>\$21,472.50</b>
HST Registration No. 835718024RT0001				\$2,791.43
<b>Invoice Total for Current Period</b>				<b>\$24,263.93</b>
<b>TOTAL AMOUNT FOR CURRENT PERIOD</b>				<b>\$70,780.25</b>



Invoice Activity

PROFESSIONAL SERVICES

Adam Zalev

12/09/19	Various matters relating to sales process	1.20	
12/10/19	Various matters relating to sales process	1.00	
12/11/19	Various matters relating to sales process	1.00	
12/12/19	Various matters relating to sales process	1.00	
12/13/19	Various matters relating to sales process	0.50	
\$1,050.00 per hour x total hrs of		4.70	\$4,935.00

Thomas Mullett

12/10/19	SISP	0.50	
12/11/19	SISP	0.50	
12/13/19	SISP	0.50	
\$1,050.00 per hour x total hrs of		1.50	\$1,575.00

Jeffrey Rosenberg

12/09/19	Review of disbursements; calls with prospective purchasers; analysis on value of licensees; work on [REDACTED]; review of DonyMed; review of offers; prepare summary for lender; call with lender and Stikemans;	6.00	
12/10/19	Work with prospective purchasers; call with BJ; calls with Stikemans; review of debt structure.	7.20	
12/11/19	Calls with prospective purchasers; work on due diligence matters; attend various calls.	8.00	
12/12/19	Calls with management; work on due diligence materials; calls with Ease; calls with prospective purchasers; calls with Stikeman; call with Bennett Jones; calls with SP1; work on funding; work with respect to [REDACTED]; work on due diligence items; review of cash flow.	9.70	
12/13/19	Calls with Management; correspondence with prospective purchasers; correspondence with Stikeman Elliott; correspondence with Bennett Jones; review of due diligence items.	2.80	
12/14/19	Correspondence with purchaser; review of due diligence.	2.00	
12/15/19	Attend various calls with purchasers; review of financial information.	4.10	
\$960.00 per hour x total hrs of		39.80	\$38,208.00

Michael Basso

12/09/19	Review and file hotline correspondence. review APA template.	0.80	
12/12/19	Meeting with J. Rosenberg regarding status; set up funding wire in Scotia for payroll; meetings on same; prepare TR form on same. Meetings and correspondence regarding payroll wires set up same in Scotia.	1.10	
12/13/19	Correspondence with Scotia regarding payroll wired; gather details of same from Scotiacconnect.	0.30	
\$735.00 per hour x total hrs of		2.20	\$1,617.00

Michael Moxley

12/09/19	Review of DYME bids and preparation of bid summary; realization analysis on licenses; and call with SP1 regardign bid status and strategy.	5.00	
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## Invoice Activity

12/10/19	Review of EAZE documents (financials; articles of incorporation; cap structure); preparation of [REDACTED] and questions on documents provided.	6.00		
12/11/19	Review of EAZE [REDACTED]; review of [REDACTED] in response to requests; preparation of questions for DYME on documents provided; set up of data room.	4.00		
12/12/19	Further review of DYME documents and data room set up; call with [REDACTED].	2.50		
12/13/19	Review of cash flow analysis and follow up questions for DYME ("sources and uses" response).	1.00		
	\$705.00 per hour x total hrs of	18.50		\$13,042.50
<b>Jordan Zakkai</b>				
12/09/19	Review of APA; discuss bid update with FTI team	1.00		
12/12/19	Dataroom matters	1.00		
	\$545.00 per hour x total hrs of	2.00		\$1,090.00
<b>Patrick Kennedy</b>				
12/09/19	Diligence related matters; California property/license summary report matters; discussions with Jeff Rosenberg regarding previous	2.50		
12/10/19	Eaze diligence matters.	1.50		
	\$480.00 per hour x total hrs of	4.00		\$1,920.00



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

December 28, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003967

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 22, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



*Invoice Remittance*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 28, 2019  
FTI Invoice No. 29003967  
FTI Job No. 472012.0001/0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 22, 2019

DionyMed Receiver  
Matter No. 472012.0001

Professional Fees	\$52,689.00
Expenses	0.00
Subtotal	\$52,689.00
HST Registration No. 835718024RT0001	\$6,849.57
<b>Amount Due</b>	<b>\$59,538.57</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$15,300.00
Expenses	0.00
Subtotal	\$15,300.00
HST Registration No. 835718024RT0001	\$1,989.00
<b>Amount Due</b>	<b>\$17,289.00</b>

Total Amount Due this Period..... \$76,827.57

Previous Balance Due..... \$70,780.25

**Total Amount Due..... \$147,607.82**

*For USD Transfers:*

Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY

ABA#: 026002532  
SWIFT: NOSCUS33

For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410



*Invoice Summary*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 28, 2019  
FTI Invoice No. 29003967  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 22, 2019

DionyMed Receiver / Matter No. *472012.0001*

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	53.2	\$51,072.00
Michael Basso	Senior Director	\$735.00	2.2	\$1,617.00
<b>Total Hours and Fees</b>			<b>55.4</b>	<b>\$52,689.00</b>

HST Registration No. 835718024RT0001 \$6,849.57  
Invoice Total for Current Period \$59,538.57

DionyMed SISP / Matter No. *472012.0002*

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,050.00	2.5	\$2,625.00
Thomas Mullett	Senior Managing Director	\$1,050.00	2.0	\$2,100.00
Michael Moxley	Director	\$705.00	15.0	\$10,575.00
<b>Total Hours and Fees</b>			<b>19.5</b>	<b>\$15,300.00</b>

HST Registration No. 835718024RT0001 \$1,989.00  
Invoice Total for Current Period \$17,289.00

**TOTAL AMOUNT FOR CURRENT PERIOD \$76,827.57**



*Invoice Activity*

**PROFESSIONAL SERVICES**

**Adam Zalev**

12/16/19	Sale matters.	0.50	
12/17/19	Sale matters.	0.50	
12/18/19	Sale matters	0.50	
12/19/19	Sale matters.	0.50	
12/20/19	Sale matters.	0.50	
<b>\$1,050.00 per hour x total hrs of</b>		<b>2.50</b>	<b>\$2,625.00</b>

**Thomas Mullett**

12/16/19	SISP	0.50	
12/18/19	SISP	0.50	
12/19/19	SISP	0.50	
12/20/19	SISP	0.50	
<b>\$1,050.00 per hour x total hrs of</b>		<b>2.00</b>	<b>\$2,100.00</b>

**Jeffrey Rosenberg**

12/16/19	Calls with management; review of financial analysis; review of same; work on Gotham Green matters; attend several conference calls; review of cash flow forecast; work on cash flow analysis; call with Stikemans.	8.00	
12/17/19	Work on due diligence matters; calls with Eaze; work on Oregon [REDACTED]; work on cash flow matters; calls with Oregon management; work Gotham Green matters; work on Banking matters; review of correspondence from Bennett Jones; work on Oregon [REDACTED]; call with Buckley regarding [REDACTED]; call with Tribeca and Stikemans; work with respect to offer analysis.	7.50	
12/18/19	Work on secured creditor amounts outstanding; review of Eaze APA; call with Stikemans; work on due diligence matters; review of revised draft of the APA; work on funding matters; calls with Oregon management; work with respect to the [REDACTED]; work on real estate matters; review of revised draft of APA; review of correspondence from Vicente Zetterberg; work on [REDACTED]; calls with Tribeca regarding the [REDACTED].	7.50	
12/19/19	Review of APA; work on due diligence matters; calls with management; calls with Stikemans.	6.00	
12/20/19	Attend various due diligence calls; negotiations with Earn out holders; several calls with Eaze and its counsel; work on [REDACTED].	8.00	
12/21/19	Work on Gotham Green matters; work on due diligence matters; attend several calls with management; attend several calls with Eaze; attend calls regarding [REDACTED]; work on [REDACTED]; work on [REDACTED]; attend several calls with internal management; work on [REDACTED]; attend conference calls regarding leases.	8.20	
12/22/19	Call with Gotham Green; calls with management; calls with Oregon Management; several calls with Eaze; work on [REDACTED]; work on flow agreement; review of [REDACTED] agreements.	8.00	
<b>\$960.00 per hour x total hrs of</b>		<b>53.20</b>	<b>\$51,072.00</b>



## *Invoice Activity*

<b>Michael Basso</b>			
12/17/19	Correspondence regarding bank balance; set up wire for FTI invoice; prepare transaction records on same.	0.50	
12/18/19	Correspondence with shareholders regarding SISP process. Meeting and correspondence regarding US sub-funding; setup wire on same in Scotia and prepare transaction form; meeting and correspondence regarding CAD-funding; setup wire on same in Scotia and prepare transaction form; meetings and correspondence regarding DionyMed transfer and wire to Brands Inc; prepare transaction on same.	1.50	
12/19/19	Correspondence regarding retainer payments; set up same in Scotia.	0.20	
	\$735.00 per hour x total hrs of	2.20	\$1,617.00
<b>Michael Moxley</b>			
12/18/19	DYME due diligence and data room administration; analysis of consideration value	5.00	
12/19/19	DYME due diligence and data room administration; analysis of consideration value	5.00	
12/20/19	DYME due diligence and data room administration; analysis of consideration value	5.00	
	\$705.00 per hour x total hrs of	15.00	\$10,575.00



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

December 31, 2019

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

Re: FTI Job No. 472012.0001  
FTI Job No. 472012.0002  
Invoice # 29003993

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through December 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Jeffrey Rosenberg", written over a white background.

Jeffrey Rosenberg  
Senior Managing Director

Enclosures



*Invoice Remittance*

DionyMed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 31, 2019  
FTI Invoice No. 29003993  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2019

DionyMed Receiver  
Matter No. 472012.0001

Professional Fees	\$48,943.50
Expenses	0.00
Subtotal	\$48,943.50
HST Registration No. 835718024RT0001	\$6,362.66
<b>Amount Due</b>	<b>\$55,306.16</b>

DionyMed SISP  
Matter No. 472012.0002

Professional Fees	\$2,820.00
Expenses	0.00
Subtotal	\$2,820.00
HST Registration No. 835718024RT0001	\$366.60
<b>Amount Due</b>	<b>\$3,186.60</b>

Total Amount Due this Period.....	\$58,492.76
Previous Balance Due.....	\$0.00
<b>Total Amount Due.....</b>	<b>\$58,492.76</b>

*For USD Transfers:*

Bank Name: Bank of Nova Scotia,  
New York Agency  
New York, NY

ABA#: 026002532  
SWIFT: NOSCUS33

For further credit to: Toronto Main Branch Transit #47696  
Beneficiary: FTI Consulting Canada, Inc  
Beneficiary Account Number: 476960598410



*Invoice Summary*

Dionymed Brands Inc.  
One University Avenue  
Toronto, ON M5J ZP1  
Canada

December 31, 2019  
FTI Invoice No. 29003993  
FTI Job No. 472012.0001/.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2019

Dionymed Receiver / Matter No. 472012.0001

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$960.00	50.6	\$48,576.00
Michael Basso	Senior Director	\$735.00	0.5	\$367.50
<b>Total Hours and Fees</b>			<b>51.1</b>	<b>\$48,943.50</b>

HST Registration No. 835718024RT0001 \$6,362.66  
Invoice Total for Current Period \$55,306.16

Dionymed SISP / Matter No. 472012.0002

Name	Title	Rate	Hours	Total
Michael Moxley	Director	\$705.00	4.0	\$2,820.00
<b>Total Hours and Fees</b>			<b>4.0</b>	<b>\$2,820.00</b>

HST Registration No. 835718024RT0001 \$366.60  
Invoice Total for Current Period \$3,186.60

**TOTAL AMOUNT FOR CURRENT PERIOD \$58,492.76**




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*Invoice Activity*
**PROFESSIONAL SERVICES**
**Jeffrey Rosenberg**

12/23/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	8.00	
12/24/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	8.00	
12/25/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	4.00	
12/26/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	4.00	
12/27/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	6.00	
12/28/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	4.20	
12/29/19	Work with respect to closing deal; work on finalizing agreements and work on due diligence matters; attend several conference calls regarding the same.	4.10	
12/30/19	Review of APA; attend several call with [REDACTED] calls with Bennett Jones; calls with Stikeman; calls with [REDACTED]	8.30	
12/31/19	Review of APA and related closing documents.	4.00	
	<u>\$960.00 per hour x total hrs of</u>	<u>50.60</u>	<u>\$48,576.00</u>

**Michael Basso**

12/30/19	Correspondence re: wire payments, pull invoices from server, set up same in Scotia.	0.50	
	<u>\$735.00 per hour x total hrs of</u>	<u>0.50</u>	<u>\$367.50</u>

**Michael Moxley**

12/23/19	DYME due diligence and data room administration; analysis of [REDACTED]	4.00	
	<u>\$705.00 per hour x total hrs of</u>	<u>4.00</u>	<u>\$2,820.00</u>

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THIS IS EXHIBIT "B" REFERRED TO IN THE

AFFIDAVIT OF JEFFREY ROSENBERG

SWORN

THE 7<sup>th</sup> DAY OF JANUARY 2020



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A Commissioner for taking affidavits, etc.

Aiden Nims

## Exhibit "B"

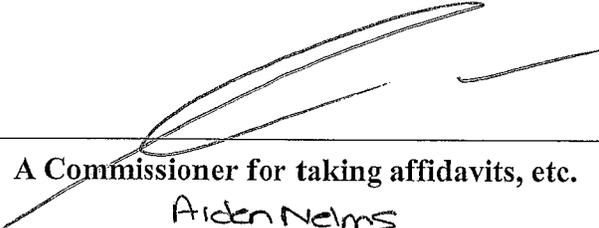
Invoice #	Period Ending	Date	Fees	Expenses	HST	Total
29003917	10-Nov-19	17-Nov-19	\$ 93,009.50	\$ 2,693.83	\$ 12,441.43	\$ 108,144.76
			\$ 63,316.00	\$ -	\$ 8,231.08	\$ 71,547.08
29003925	17-Nov-19	24-Nov-19	\$ 55,471.50	\$ 3,189.27	\$ 7,625.90	\$ 66,286.67
			\$ 27,150.00	\$ -	\$ 3,529.50	\$ 30,679.50
29003929	24-Nov-19	28-Nov-19	\$ 57,870.50	\$ -	\$ 7,523.16	\$ 65,393.66
			\$ 31,578.00	\$ 81.37	\$ 4,115.72	\$ 35,775.09
29003940	30-Nov-19	30-Nov-19	\$ 55,196.00	\$ -	\$ 7,175.48	\$ 62,371.48
			\$ 9,900.00	\$ -	\$ 1,287.00	\$ 11,187.00
29003957	8-Dec-19	13-Dec-19	\$ 65,430.50	\$ 5,286.22	\$ 9,193.17	\$ 79,909.89
			\$ 20,385.00	\$ 51.02	\$ 2,656.68	\$ 23,092.70
29003964	15-Dec-19	23-Dec-19	\$ 40,915.00	\$ 249.89	\$ 5,351.44	\$ 46,516.33
			\$ 21,472.50	\$ -	\$ 2,791.43	\$ 24,263.93
29003967	22-Dec-19	28-Dec-19	\$ 52,689.00	\$ -	\$ 6,849.57	\$ 59,538.57
			\$ 15,300.00	\$ -	\$ 1,989.00	\$ 17,289.00
29003993	31-Dec-19	31-Dec-19	\$ 48,943.50	\$ -	\$ 6,362.66	\$ 55,306.16
			\$ 2,820.00	\$ -	\$ 366.60	\$ 3,186.60
<b>TOTAL</b>			<b>\$ 661,447.00</b>	<b>\$ 11,551.60</b>	<b>\$ 87,489.82</b>	<b>\$ 760,488.42</b>

THIS IS EXHIBIT "C" REFERRED TO IN THE

AFFIDAVIT OF JEFFREY ROSENBERG

SWORN

THE 7<sup>th</sup> DAY OF JANUARY 2020



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A Commissioner for taking affidavits, etc.  
Aiden Nelms

## Exhibit "C"

Name	Title	Rate	Hours	Fees
Jeffrey Rosenberg	Senior Managing Director	\$ 960.00	413.5	\$ 396,960.00
Craig Munro	Managing Director	\$ 825.00	4.8	\$ 3,960.00
Michael Basso	Senior Director	\$ 735.00	42.5	\$ 31,237.50
Jordan Zakkai	Senior Consultant	\$ 545.00	67.9	\$ 37,005.50
Kathleen Foster	Administrative Professional	\$ 145.00	2.5	\$ 362.50
Adam Zalev	Senior Managing Director	\$ 1,050.00	17.7	\$ 18,585.00
Thomas Mullett	Senior Managing Director	\$ 1,050.00	10	\$ 10,500.00
James Belcher	Managing Director	\$ 825.00	4	\$ 3,300.00
Michael Moxley	Director	\$ 705.00	160.5	\$ 113,152.50
Patrick Kennedy	Senior Consultant	\$ 480.00	91.8	\$ 44,064.00
Adam Mattan	Consultant	\$ 290.00	8	\$ 2,320.00
<b>TOTAL</b>			<b>823.2</b>	<b>\$ 661,447.00</b>

**Blended Rate**

(excluding expenses and HST)

 $\$661,447.00 \div 823.2 \text{ hours} =$ **\$803.51**