

June 22, 2023

IN THE MATTER OF THE BANKRUPTCY OF  
HEMPFUSION WELLNESS INC.  
OF THE CITY OF VANCOUVER  
IN THE PROVINCE OF BRITISH COLUMBIA

To all known creditors of HempFusion Wellness Inc.

Enclosed are the following documents:

- Form 68
  - Notice of Bankruptcy, First Meeting of Creditors;
- Form 78
  - Statement of Affairs;
  - Creditors Listing; and
- Form 31 & 36
  - Proof of Claim / Proxy and related instructions.

Please complete your proof of claim form and submit it with required documentation to Mike Clark by email at [hempfusion@fticonsulting.com](mailto:hempfusion@fticonsulting.com) or by fax at (403) 232-6116.

Yours truly,

FTI Consulting Canada Inc.



Tom Powell  
Senior Managing Director

District of: British Columbia  
Division No. 03 - Vancouver  
Court No. 11-2957717  
Estate No. 11-2957717

\_FORM 68\_  
Notice of Bankruptcy, First Meeting of Creditors  
(Subsection 102(1) of the Act)

Original  Amended

Take notice that:

1. HempFusion Wellness Inc. filed (or was deemed to have filed) an assignment (or a bankruptcy order was made against HempFusion Wellness Inc.) on the 21st day of June 2023 and the undersigned, FTI Consulting Canada Inc., was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court); subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 6th day of July 2023 at 10:00 AM at via telephone conference at, <https://www.microsoft.com/microsoft-teams/join-a-meeting>; Meeting ID: 244 173 828 511; Passcode: vqJy2m or 1 (866) 840-8976 or 604-901-0764, Guest Passcode: 594 871 712#.
3. To be entitled to vote at the meeting, a creditor must file with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice are a proof of claim form, proxy form and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt to share in any distribution of the proceeds realized from the estate.

Dated at the city of Vancouver in the Province of British Columbia, this 21st day of June 2023.

FTI Consulting Canada Inc. - Licensed Insolvency Trustee  
Per:



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Thomas Powell - Licensed Insolvency Trustee  
1450 – 701 W. Georgia  
Vancouver BC V7Y 1B6  
Phone: (604) 757-6108

District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No. NA  
 Estate No. NA

Original  Amended

\_Form 78\_  
 Statement of Affairs (Business Bankruptcy) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

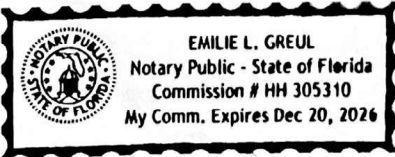
To the bankrupt:

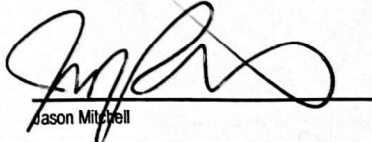
You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 15th day of June 2023. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)		ASSETS (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A" .....	1,375,786.98	1. Inventory .....	0.00
Balance of secured claims as per list "B" .....	0.00	2. Trade fixtures, etc. ....	0.00
Total unsecured creditors .....	1,375,786.98	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B" .....	869,623.80	Good .....	0.00
3. Preferred creditors as per list "C" .....	0.00	Doubtful .....	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for .....	0.00	Bad .....	0.00
Total liabilities .....	2,245,410.78	Estimated to produce .....	0.00
Surplus .....	NIL	4. Bills of exchange, promissory note, etc., as per list "F" .....	0.00
		5. Deposits in financial institutions .....	0.00
		6. Cash .....	0.00
		7. Livestock .....	0.00
		8. Machinery, equipment and plant .....	0.00
		9. Real property or immovable as per list "G" .....	0.00
		10. Furniture .....	0.00
		11. RRSPs, RRIFFs, life insurance, etc. ....	0.00
		12. Securities (shares, bonds, debentures, etc.) .....	0.00
		13. Interests under wills .....	0.00
		14. Vehicles .....	0.00
		15. Other property, as per list "H" .....	800,000.00
		If bankrupt is a corporation, add:	
		Amount of subscribed capital .....	0.00
		Amount paid on capital .....	0.00
		Balance subscribed and unpaid .....	0.00
		Estimated to produce .....	0.00
		Total assets .....	800,000.00
		Deficiency .....	1,445,410.78

I, Jason Mitchell, of the city of Denver in the State of Colorado, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of the affairs of the Corporation on the 21st day of June 2023 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)  
 before me at the city of Land O Lakes in the State of Florida, on this 21st day of June 2023.

*Emilie L. Greul*  


  
 Jason Mitchell  
 Signing as Co-Founder & CEO / Agent  
 of HempFusion Wellness Inc.

District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No. NA  
 Estate No. NA

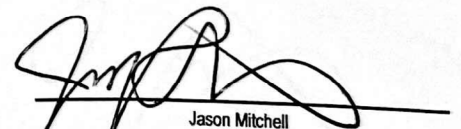
FORM 78 - Continued

List "A"  
 Unsecured Creditors  
 HempFusion Wellness Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Hybrid Financial Ltd.	222 Bay Street, Suite 2600, PO Box 37 Toronto ON M5K 1B7	352,370.50	0.00	352,370.50
2	McMillan LLP	Brookfield Place 181 Bay Street, Suite 4400 Toronto ON M5J 2T3	286,982.29	0.00	286,982.29
3	MNP LLP	111 RICHMOND STREET WEST, SUITE 300 TORONTO ON M5H 2G4	662,573.14	0.00	662,573.14
4	Odyssey	323-409 Granville St Vancouver BC V6C 1T2	43,211.97	0.00	43,211.97
5	SRCO	Park Place Corporate Centre, 15 Wertheim Court Suite 409 Richmond Hill ON L4B 3H7	2,393.46	0.00	2,393.46
6	Stout Risius Ross, LLC.	P.O. Box 71770 Chicago IL 60694-1770 USA	5,636.37	0.00	5,636.37
7	TSX Inc.	100 Adelaide St W Suite 300 TORONTO ON M5H 1S3	22,619.25	0.00	22,619.25
<b>Total:</b>			<b>1,375,786.98</b>	<b>0.00</b>	<b>1,375,786.98</b>

21-Jun-2023

Date

  
 Jason Mitchell  
 Signing as Co-FOUNDER & CEO / Agent  
 of HempFusion Wellness Inc.



District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No. NA  
 Estate No. NA

FORM 78 – Continued

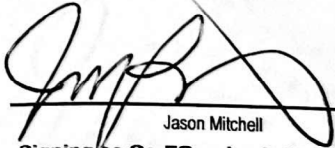
List "B"  
 Secured Creditors

HempFusion Wellness Inc.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
1	ODYSSEY TRUST COMPANY, AS TRUSTEE FOR THE CONVERTIBLE DEBENTURE HOLDERS	1230-300 5TH AVENUE S.W. Calgary AB T2P 3C4	869,623.80	Other - Shares of HempFusion Inc.	15-Mar-2022	800,000.00		69,623.80
<b>Total:</b>			<b>869,623.80</b>			<b>800,000.00</b>	<b>0.00</b>	<b>69,623.80</b>

21-Jun-2023

Date

  
 Jason Mitchell  
 Signing as Co-FOUNDER & CEO / Agent  
 of HempFusion Wellness Inc.

District of: British Columbia  
Division No. 03 - Vancouver  
Court No. NA  
Estate No. NA

FORM 78 – Continued

List "C"  
Preferred Creditors for Wages, Rent, etc.

HempFusion Wellness Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
<b>Total:</b>					0.00	0.00	0.00

21-Jun-2023

Date

  
Jason Mitchell  
Signing as Co-FOUNDER & CEO / Agent  
of HempFusion Wellness Inc.

District of: British Columbia  
Division No. 03 - Vancouver  
Court No. NA  
Estate No. NA

FORM 78 - Continued

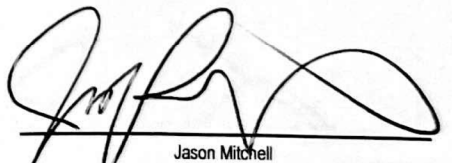
List "D"  
Contingent or Other Liabilities

HempFusion Wellness Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
			Total:	0.00	0.00	

21-Jun-2023

Date



Jason Mitchell

Signing as Co-FOUNDER & CEO / Agent  
of HempFusion Wellness Inc.

District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No. NA  
 Estate No. NA


FORM 78 – Continued

List "E"  
 Debts Due to the Bankrupt  
 HempFusion Wellness Inc.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
			Total:	0.00 0.00 0.00			0.00	

21-Jun-2023

Date

  
 Jason Mitchell

Signing as Co-FOUNDER & CEO / Agent  
 of HempFusion Wellness Inc.

District of: British Columbia  
Division No. 03 - Vancouver  
Court No. NA  
Estate No. NA

FORM 78 – Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel  
Mortgages, etc., Available as Assets

HempFusion Wellness Inc.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
<b>Total:</b>				<b>0.00</b>		<b>0.00</b>	

21-Jun-2023

Date



Jason Mitchell

TexSigning as Co-FOUNDER & CEO / Agent  
of HempFusion Wellness Inc.



District of: British Columbia  
 Division No. 03 - Vancouver  
 Court No. NA  
 Estate No. NA

FORM 78 – Concluded

List "H"  
 Property


HempFusion Wellness Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Shares of HempFusion Inc.	0.00	800,000.00
			<b>Total:</b>	<b>800,000.00</b>

21-Jun-2023

Date

  
 Jason Mitchell  
 Signing as Co-Founder & CEO / Agent  
 of HempFusion Wellness Inc.

Court No. NA

Estate No. NA

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Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

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FTI Consulting Canada Inc. - Licensed Insolvency  
Trustee

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1450 - 701 W. Georgia  
Vancouver BC V7Y 1B6  
Phone: (604) 757-6108



District of: British Columbia  
Division No. 03 - Vancouver  
Court No. 11-2957717  
Estate No. 11-2957717

FORM 31  
Proof of Claim  
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),  
and Paragraphs 51(1)(e) and 66.14(b) of the Act)

All notices or correspondence regarding this claim must be forwarded to the following address:

\_\_\_\_\_  
\_\_\_\_\_

In the matter of the bankruptcy of HempFusion Wellness Inc. of the city of Denver in the State of Colorado and the claim of \_\_\_\_\_, creditor.

I, \_\_\_\_\_ (name of creditor or representative of the creditor), of the city of \_\_\_\_\_ in the province of \_\_\_\_\_, do hereby certify:

1. That I am a creditor of the above named debtor (or I am \_\_\_\_\_ (position/title) of \_\_\_\_\_, creditor).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 21st day of June 2023, and still is, indebted to the creditor in the sum of \$ \_\_\_\_\_, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ \_\_\_\_\_

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description.)

Regarding the amount of \$ \_\_\_\_\_, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ \_\_\_\_\_, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ \_\_\_\_\_

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ \_\_\_\_\_

That in respect of this debt, I hold assets of the debtor valued at \$ \_\_\_\_\_ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ \_\_\_\_\_

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ \_\_\_\_\_

(Attach a copy of sales agreement and delivery receipts.)

District of British Columbia  
Division No. 03 - Vancouver  
Court No. 11-2957717  
Estate No. 11-2957717

FORM 31 --- Concluded

- E. CLAIM BY WAGE EARNER OF \$ \_\_\_\_\_
- That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ \_\_\_\_\_,
- That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ \_\_\_\_\_,
- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ \_\_\_\_\_
- That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ \_\_\_\_\_,
- That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ \_\_\_\_\_,
- G. CLAIM AGAINST DIRECTOR \$ \_\_\_\_\_

*(To be completed when a proposal provides for the compromise of claims against directors.)*

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:  
*(Give full particulars of the claim, including the calculations upon which the claim is based.)*

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ \_\_\_\_\_

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

5. That, to the best of my knowledge, I \_\_\_\_\_ (am/am not) (or the above-named creditor \_\_\_\_\_ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and \_\_\_\_\_ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Creditor

Phone Number: \_\_\_\_\_  
Fax Number : \_\_\_\_\_  
E-mail Address : \_\_\_\_\_

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

District of: British Columbia  
Division No. 03 - Vancouver  
Court No. 11-2957717  
Estate No. 11-2957717

FORM 36  
Proxy  
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

I, \_\_\_\_\_, of \_\_\_\_\_, a creditor in the above matter, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, to be my proxyholder in the above matter, except as to the receipt of dividends, \_\_\_\_\_ (with or without) power to appoint another proxyholder in his or her place.

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Individual Creditor

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Name of Corporate Creditor

Per \_\_\_\_\_  
Name and Title of Signing Officer

Return To:

FTI Consulting Canada Inc. - Licensed Insolvency Trustee

\_\_\_\_\_  
1450 – 701 W. Georgia  
Vancouver BC V7Y 1B6

E-mail: hempfusion@fticonsulting.com

## **CHECKLIST FOR PROOF OF CLAIM**

This checklist is provided to assist you in preparing the proof of claim form and, if appropriate, the proxy form in a complete and accurate manner. Please check each requirement.

### **GENERAL**

- The signature of a witness is required.
- The document must be signed by the individual completing the declaration.
- Provide the complete address where all notices or correspondence are to be forwarded along with your phone number, fax number and email address where appropriate.

### Notes:

- It is permissible to file a proof of claim by fax or by other electronic means.
- A creditor may vote either in person or by proxy at any meeting of creditors if the proof of claim is filed with the trustee prior to the time appointed for the meeting.
- Quorum is established at a meeting of creditors by at least one creditor with a valid proof of claim being in attendance in person, or by any other mode of communication, subject to: the practicability and technological capability of the participants, creditors' preference to attend in person, and the chair's ability to validate the identity of participating creditors, or by proxy.
- A corporation may vote by an authorized agent or mandatary at meetings of creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.
- A creditor who is participating in any distribution from an estate must have filed a proof of claim prior to the distribution being declared.
- In the case of an individual bankrupt, by checking the appropriate box or boxes at the bottom of the proof of claim form, you may request that the trustee advise you of any material change in the financial situation of the bankrupt or the amount the bankrupt is required to pay into the bankruptcy, and a copy of the trustee's report on the discharge of the bankrupt.

### **PARAGRAPH 1**

- Creditor must state full and complete legal name of the individual, company or firm.
- If the individual completing the proof of claim is a representative of the creditor, the individual's position or title must be identified.

### **PARAGRAPH 3**

- The amount owing must be set out in paragraph 3.
- A detailed statement of account must be attached to the proof of claim and marked "Schedule A" and must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. The amount on the statement of account must correspond to the amount indicated on the proof of claim.

### **PARAGRAPH 4**

Notes:

- Paragraph A applies to *ordinary unsecured claims*. In addition to recording the amount of the claim, please indicate whether the claim has a priority pursuant to section 136 of the Act.
- Paragraph B applies to *lessor claims* in a commercial proposal. Please ensure that the claim applies to a commercial proposal and, if so, include the full particulars of the claim.
- Paragraph C applies to *secured claims*. Please indicate the dollar value of the security and attach copies of the security document. In addition, please attach copies of the security registration documents, where appropriate.
- Paragraph D applies to *inventory claims of farmers, fishermen and aquaculturists*. Please note that such claims apply only to inventory supplied from farmers, fishermen and aquaculturists within 15 (fifteen) days of the date of bankruptcy. In addition, please attach copies of any applicable sales agreements and delivery slips.
- Paragraph E applies to *claims by wage earners*. Please note that such claims apply only for unpaid wages owed upon the bankruptcy of an employer or when the employer becomes subject to a receivership.
- Paragraph F applies to *claims by employees for unpaid amounts regarding pension plans*. Please note that such claims apply only to unremitted pension contributions outstanding when the sponsoring employer becomes bankrupt or is subject to a receivership.
- Paragraph G applies to *claims against directors*. Please note that such claims apply only to directors of corporations that have filed a commercial proposal to creditors that includes a compromise of statutory claims against directors.
- Paragraph H applies to *claims of customers of a bankrupt securities firm*. Please ensure that the claim of the customer is for net equity and, if so, include the full particulars of the claim, including the calculations upon which the claim is based.

### **PARAGRAPH 5**

All claimants must indicate whether or not they are related to the debtor, as defined in section 4

of the Act, or dealt with the debtor in a non-arm's-length manner.

## **PARAGRAPH 6**

All claimants must attach a detailed list of all payments or credits received or granted, as follows:

- (a) within the three (3) months preceding the initial bankruptcy event (including the bankruptcy or the proposal);
- (b) within the twelve (12) months preceding the initial bankruptcy event (including the bankruptcy or the proposal) in the case where the claimant and the debtor were not dealing at arm's length.

## **-PROXYHOLDER-**

### **NOTE**

The Act permits a proof of claim to be made by a duly authorized representative of a creditor but, in the absence of a properly executed proxy, does not give such an individual the power to vote at the first meeting of creditors nor to act as the proxyholder of the creditors.

### **GENERAL**

In order for duly authorized persons to have a right to vote, they must themselves be creditors or be the holders of a properly executed proxy. The name of the creditor must appear in the proxy.

Notes:

- A creditor may vote either in person or by proxyholder.
- A proxy may be filed at any time prior to a vote at a meeting of creditors.
- A proxy can be filed with the trustee in person, by mail or by any form of telecommunication.
- A proxy does not have to be under the seal of a corporation unless required by its incorporating documents or its bylaws.
- The individual designated in a proxy cannot be substituted unless the proxy provides for a power of substitution.
- Bankrupts/debtors may not be appointed as proxyholders to vote at any meeting of their creditors. The trustee may be appointed as a proxyholder for any creditor.
- A corporation cannot be designated as a proxyholder.