

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

THE HONOURABLE )  
 ) THURSDAY, THE 21<sup>ST</sup> DAY  
 )  
JUSTICE OSBORNE ) OF NOVEMBER, 2024

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

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

**Applicant**

**ORDER  
(D&O LIFT STAY, FEES APPROVAL, AND STAY EXTENSION)**

**THIS MOTION**, made by 15315441 Canada Inc. (the "**Applicant**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (the "**Order**"), among other things: (a) terminating the Claims Procedure (as defined below) with respect to the adjudication of the D&O Claims (as defined below); (b) lifting the Stay (as defined below) to allow the Shareholder Claimants (as defined below) to bring an action (the "**Action**") against the former directors and officers of Fire & Flower Holdings Corp. and Fire & Flower Inc. (the "**Former D&Os**"); (c) approving the Eighth Report (the "**Eighth Report**") of FTI Consulting Canada Inc., in its capacity as monitor of the Applicant (in such capacity, the "**Monitor**") dated November 15, 2024, and the activities of the Monitor described therein; (d) approving the fees and disbursements of the Monitor, as described in the affidavit of Jeffrey Rosenberg sworn November 15, 2024 (the "**Rosenberg Affidavit**") and the fees and disbursements of the Monitor's counsel, Thornton Grout Finnigan LLP ("**TGF**"), as described in the affidavit of Leanne Williams sworn November 15, 2024 (the "**Williams Affidavit**", and together with the Rosenberg Affidavit, the "**Fee Affidavits**"); and (e) extending the Stay Period (as defined below) was heard this day by judicial videoconference via Zoom.

**ON READING** the Applicant's Notice of Motion dated November 15, 2024, the affidavit of Avininder Grewal sworn November 15, 2024 (the "**Grewal Affidavit**"), and the Exhibits thereto, the Eighth Report, and the appendices thereto, and on hearing the submissions of counsel for the

Applicant, counsel for the Monitor, and such other parties listed on the Participant Information Form, with no one else appearing although duly served as appears from the affidavit of service of Philip Yang, sworn November 15, 2024.

## **SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meanings given to them below:
  - (a) **“CCAA Commencement Date”** means June 5, 2023;
  - (b) **“Claims Procedure”** means the procedure approved by way of the Claims Procedure Order dated August 19, 2023, for, among other things, the identification, quantification, and resolution of certain claims of creditors of Fire & Flower Holdings Corp., Fire & Flower Inc. and their respective directors and officers;
  - (c) **“D&O Claims”** means the three disputed claims totaling approximately \$0.3 million in the aggregate filed within the Claims Procedure by the Shareholder Claimants, as described in the Grewal Affidavit;
  - (d) **“Shareholder Claimants”** mean the former shareholders of Fire & Flower Holdings Corp. who have asserted the D&O Claims; and
  - (e) All other capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Eighth Report or the Grewal Affidavit, as applicable.

## **D&O CLAIMS PROCEDURE**

3. **THIS COURT ORDERS** that the Claims Procedure with respect to the adjudication of the D&O Claims be and is hereby terminated.
4. **THIS COURT ORDERS** that nothing in this Order shall be deemed to terminate the Claims Procedure with respect to claims which are not D&O Claims.

## LIFT STAY

5. **THIS COURT ORDERS** that the stay of proceedings (the “**Stay**”) provided for at paragraphs 14 and 15 of the Amended and Restated Initial Order dated June 15, 2023 (the “**Initial Order**”), as most recently extended by the Stay Extension and Approval of Monitor’s Activities Order dated July 12, 2024, be and is hereby lifted solely for the purpose of allowing the Shareholder Claimants to commence and pursue the D&O Claims against the Former D&Os.
6. **THIS COURT ORDERS** that except as expressly provided for in this Order, all other stays of proceedings provided for in the Initial Order remain in full force and effect in accordance with the terms of the Initial Order.
7. **THIS COURT ORDERS** that, subject to further order of this Court, the Applicant will not be required to participate in or defend any Action or any hearing authorized in paragraph 5 above, or incur any costs in respect of the Action or any such hearings. Subject to: (a) an agreement between the Shareholder Claimants and the Monitor; or (b) further Order of this Court, the Shareholder Claimants and Former D&Os shall not:
  - (i) seek, make, or obtain, whether directly or indirectly, as the case may be, any further claim, counterclaim or recovery from, against, or in respect of the Applicant;
  - (ii) add the Applicant to the Action; or
  - (iii) seek, or obtain, any costs awards, judgments or any relief of any kind against, or in respect of the Applicant in the Action.
8. **THIS COURT ORDERS** that the Shareholder Claimants’ rights to any discovery from, examination, or participation of the Applicant and the Monitor in the Action shall be limited solely to the provision of any documents that the Monitor may have available to it pursuant to section 8.1 of the Subscription Agreement between Fire & Flower Holdings Corp. and 2759054 Ontario Inc. dated August 17, 2023 (as amended from time to time) as approved by this Court on August 29, 2023.

## **EXTENSION OF THE STAY PERIOD**

9. **THIS COURT ORDERS** that the Stay Period, as defined in the Initial Order, is hereby extended until March 31, 2025.

## **APPROVAL OF THE MONITOR'S REPORTS, ACTIVITIES, AND FEES**

10. **THIS COURT ORDERS AND DECLARES** that the Eighth Report and the activities of the Monitor referred to therein are hereby ratified and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approvals.
11. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from October 1, 2023, to September 30, 2024, as set out in the Rosenberg Affidavit, are hereby approved.
12. **THIS COURT ORDERS** that the fees and disbursements of TGF, as legal counsel to the Monitor, for the period from October 1, 2023, to September 30, 2024, as set out in the Williams Affidavit, are hereby approved.

## **GENERAL**

13. **THIS COURT ORDERS** that the Applicant or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.
14. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.
15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Prevailing Eastern Time on the date hereof.
17. **THIS COURT ORDERS** that this Order is enforceable without the need for entry and filing.

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PROCEEDING COMMENCED AT TORONTO

**ORDER  
(D&O LIFT STAY, FEES APPROVAL,  
AND STAY EXTENSION)**

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**MOTION RECORD OF THE APPLICANT  
(RETURNABLE NOVEMBER 21, 2024)**

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