

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

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

Applicant

**MOTION RECORD OF THE APPLICANT
(RE: EXTENSION OF STAY, DISTRIBUTION, AND APPROVAL OF FEES)
(RETURNABLE OCTOBER 13, 2023)**

October 6, 2023

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TO: THE SERVICE LIST

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(as at October 6, 2023)**

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

Applicant

I N D E X

TAB	DOCUMENT
1.	Notice of Motion, returnable October 13, 2023
2.	Affidavit of Avininder Grewal, sworn October 6, 2023
A.	Exhibit "A" – Monitor's Closing Certificate
3.	Draft Order

TAB 1

**ONTARIO
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Applicant

**NOTICE OF MOTION
(RE: STAY EXTENSION, DISTRIBUTION, AND FEES APPROVAL ORDER)
(RETURNABLE OCTOBER 13, 2023)**

15315441 Canada Inc. (the "**Applicant**" or "**Residual Co.**") will make a motion before Justice Osborne of the Ontario Superior Court of Justice (Commercial List) on **Friday, October 13, 2023 at 11:00 a.m.**, or as soon after that time as the Motion can be heard.

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

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

at the following location:

[Zoom coordinates to be provided.]

THE MOTION IS FOR¹

1. Issuance of an order (the “**Stay Extension, Distribution, And Fees Approval Order**”), among other things:
 - (a) approving the Fourth Report of FTI Consulting Canada Inc. (“**FTI**”), in its capacity as the Court-appointed monitor of the Applicant (in such capacity, the “**Monitor**”), to be filed, and the activities of the Monitor referred to therein;
 - (b) approving the fees of the Monitor and its counsel;
 - (c) authorizing the Monitor to make certain distributions to 2707031 Ontario Inc. (“**ACT**”) from the Cash Consideration received and held by the Monitor in connection with the Transactions; and
 - (d) extending the Stay Period until and including January 30, 2024.
2. Such further and other relief as may be requested by the Applicants and as this Honourable Court considers just.

THE GROUNDS FOR THE MOTION ARE:

Background

3. FFHC, through its wholly-owned subsidiaries, is an independent cannabis retail chain with 72 retail cannabis stores open across Canada and two (2) licensed wholesale distribution facilities. Certain subsidiaries of FFHC also carry on business as a wholesale cannabis distributor and operate digital platforms which provide various services and software products relating to cannabis products.
4. The F&F Entities suffered severe liquidity issues due to, among other things, increased competition and operating costs, margin pressure, and regulatory restrictions experienced by the Companies and the cannabis industry generally.
5. Prior to initiating these CCAA Proceedings, the F&F Entities made various efforts since September 2022 to raise additional liquidity and pursue strategic alternatives. Unable to

¹ All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the affidavit of Avininder Grewal sworn October 6, 2023, contained at Tab 2 of the Motion Record of the Applicants.

successfully restructure their operations or secure replacement financing or investment outside of formal insolvency proceedings, on June 5, 2023, the Applicants sought and were granted protection under CCAA pursuant to the Initial Order (which was amended and restated on June 15, 2023).

6. On June 19, 2023, the F&F Entities sought and obtained the SISP Order which, among other things, approved the SISP, authorized the Applicants and the Monitor to immediately commence the SISP, and approved the Stalking Horse Agreement solely for the purpose of constituting the Stalking Horse Bid under the SISP.

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

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

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

Extension of Stay Period

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

11. The Claims Bar Date for all Proofs of Claim for Pre-Filing Claims and Restructuring Claims (each as defined in the Claims Process Order) is October 12, 2023. While the Monitor has been diligently reviewing all Proofs of Claim received so far, additional time is needed to report and revise or accept the claims received in the Claims Process.

12. Since the granting of the Approval and Reverse Vesting Order, the Applicant has acted, and are continuing to act in good faith and with due diligence in these CCAA Proceedings.

13. The Updated Cash Flow Forecast reflects that the Applicant is expected to maintain liquidity and fund operations up to February 2, 2024. The proposed extension of the Stay Period will not materially prejudice any of the Applicant's stakeholders.

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

Distributions to ACT

15. The Subscription Agreement provides for a cash payment (the "**Cash Consideration**") to be held by the Monitor for the benefit of Residual Co.

16. Accordingly, The Applicant is seeking authorization in the proposed Stay Extension, Distribution, and Fees Approval Order, to make distributions from the Cash Consideration in payment of the ACT Facility in the amount of \$11,779,041.10, inclusive of interest and fees.

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

Approval of the Monitor's Activities and Fees

18. As described in the Monitor's Fourth Report, the Monitor have undertaken numerous activities to facilitate the CCAA Proceedings and the F&F Entities' restructuring. The Applicant and the Monitor are now seeking approval of such activities pursuant to the proposed Stay Extension, Distribution, and Fees Approval Order.

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

OTHER GROUNDS:

20. Sections 11 and 36 of the CCAA and the inherent and equitable jurisdiction of this Court.
21. Rules 1.04, 2.03, 3.02, 16, 37, and 39 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
22. Such further and other grounds as counsel may advise and this Court may permit.

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

23. The affidavit of Avininder Grewal sworn October 6, 2023, and the Exhibits thereto.
24. The Fourth Report of the Monitor, to be filed.
25. Such further and other evidence as counsel may advise and this Court may permit.

October 6, 2023

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Lawyers for the Applicant

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

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

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION
(RE: STAY EXTENSION, DISTRIBUTION, AND
FEES APPROVAL ORDER)
(RETURNABLE OCTOBER 13, 2023)**

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TAB 2

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

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

Applicant

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

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

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

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

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

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

I. BACKGROUND

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

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

6. Among other things, the Initial Order:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

II. RELIEF SOUGHT

A. Extending the Stay Period

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

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

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

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

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

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

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

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

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

B. Distribution to ACT

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

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

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

C. Approval of the Monitor’s Activities and Fees

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

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


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

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

III. CONCLUSION

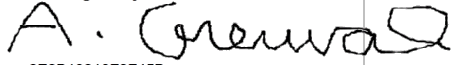
28. In light of the foregoing, I believe that the relief sought by the Applicant in connection with this Motion is reasonable and appropriate in the circumstances. I understand that the Monitor is also supportive of the relief sought by the Applicant in connection with this Motion.

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

DocuSigned by:


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Commissioner for Taking Affidavits, etc.
PHILIP YANG

DocuSigned by:


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
AVININDER GREWAL

EXHIBIT "A"

referred to in the Affidavit of

AVININDER GREWAL

Sworn October 6, 2023

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Commissioner for Taking Affidavits
Philip Yang

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

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

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

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

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to the Initial Order of Justice Osborne of the Ontario Superior Court of Justice (Commercial List), (the "**Court**") dated June 5, 2023, as amended and restated on June 15, 2023, Fire & Flower Holdings Corp. (the "**Company**"), Fire & Flower Inc., 13318184 Canada Inc., 11180703 Canada Inc., 10926671 Canada Ltd., Friendly Stranger Holdings Corp., Pineapple Express Delivery Inc., and Hifyre Inc. (collectively, the "**F&F Group**") were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and FTI Consulting Canada Inc., was appointed as the monitor of the F&F Group (in such capacity, the "**Monitor**").

B. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Approval and Reverse Vesting Order of this Court dated August 29, 2023 (the "**ARVO**").

C. Pursuant to the ARVO, the Court approved the Transactions contemplated by the Subscription Agreement dated August 16, 2023 between the Company and FIKA, and ordered, *inter alia*, that: (i) all of the F&F Group's right, title and interest in and to the Excluded Assets shall vest absolutely and exclusively in Residual Co.; (ii) all of the Excluded Contracts, Excluded Leases and Excluded Liabilities shall be transferred to, assumed by and vest in Residual Co.; and (iii) all of the right, title and interest in and to the Purchased Shares shall vest absolutely and exclusively in FIKA free and clear of and from any Claims and Encumbrances, which vesting is to be effective upon the delivery by the Monitor to FIKA and the Company of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Company and FIKA that all conditions to closing have been satisfied or waived by the parties to the Subscription Agreement.

THE MONITOR CERTIFIES the following:

1. The Monitor has received written confirmation from the Company, in form and substance satisfactory to the Monitor, that the Priority Payments have been paid by the Company.
2. The Monitor has received written confirmation from the Company and FIKA, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived by the parties to the Subscription Agreement.
3. This Monitor's closing certificate was delivered by the Monitor at Toronto on September 15th, 2023.

FTI Consulting Canada Inc., in its capacity as Monitor of the F&F Group and not in its personal or corporate capacity.

Per:  _____

Name: Jeffrey Rosenberg

Title: Senior Managing Director

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
FIRE & FLOWER HOLDINGS CORP., FIRE & FLOWER INC., 13318184 CANADA INC., 11180703 CANADA INC., 10926671 CANADA LTD.,
FRIENDLY STRANGER HOLDINGS CORP., PINEAPPLE EXPRESS DELIVERY INC., and HIFYRE INC.**

Applicants

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

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

Proceedings commenced at Toronto

MONITOR'S CERTIFICATE

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Lawyers for the Monitor

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

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

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF AVININDER GREWAL
(SWORN OCTOBER 6, 2023)**

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Lawyers for the Applicant

TAB 3

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

THE HONOURABLE)
)
JUSTICE OSBORNE) FRIDAY, THE 13TH DAY
) OF OCTOBER, 2023

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

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

Applicant

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

THIS MOTION, made by 15315441 Canada Inc. (the "**Applicant**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (the "**Order**"), among other things: (a) approving the Monitor's Reports (as defined below) of FTI Consulting Canada Inc. ("**FTI**") in its capacity as monitor of the Applicant (in such capacity, the "**Monitor**") and the activities of the Monitor described therein; (b) approving the fees and disbursements of the Monitor and its counsel described in the [**Fee Affidavits**]; (c) authorizing and directing the Monitor to make a Distribution (as defined below) to 2707031 Ontario Inc. ("**ACT**"); and (d) 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 October 6, 2023, the affidavit of Avininder Grewal sworn October 6, 2023 (the "**Grewal Affidavit**"), and the Exhibits thereto, the Fourth Report of the Monitor dated October [X], 2023, and the appendices thereto (the "**Fourth Report**"), the affidavit of [**FTI Affiant**] sworn October [X], 2023 (the "**[FTI Affiant] Affidavit**"), and the Exhibits thereto, the affidavit of [**TGF Affiant**] sworn October [X], 2023 (the "**[TGF Affiant] Affidavit**"), and the Exhibits thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, counsel for ACT, and such other parties as listed on the Counsel Slip, with no one else appearing although duly served as appears from the affidavit of service of Philip Yang, filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Grewal Affidavit and the Order of Justice Osborne dated June 15, 2023 (the “**Amended and Restated Initial Order**”).

APPROVAL OF THE MONITOR’S REPORTS, ACTIVITIES AND FEES

3. **THIS COURT ORDERS AND DECLARES** that the Fourth Report of the Monitor and the activities of the Monitor referred to therein are hereby ratified and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approvals.
4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from June 5, 2023 to September 30, 2023, as set out in the **[FTI Affiant]** Affidavit, are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of Thornton Grout Finnigan LLP (“**TGF**”) as legal counsel to the Monitor, for the period from May 29, 2023 to September 30, 2023, as set out in the **[TGF Affiant]** Affidavit, are hereby approved.

DISTRIBUTION

6. **THIS COURT ORDERS** that the Monitor is hereby authorized to make a distribution to ACT from the Cash Consideration received and held by the Monitor in connection with the Subscription Agreement and the Transactions contemplated therein, in the amount of \$11,779,041.10, inclusive of interest and fees (the “**Distribution**”).
7. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to take all reasonably necessary steps and actions to effect the Distribution in accordance with the provisions of this Order, and shall not incur any liability as a result of making the Distribution.
8. **THIS COURT ORDERS** that the Distribution in accordance with this Order shall be permanent and indefeasible payments of the Applicant’s obligations under the ACT Facility.

9. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these CCAA proceedings;
- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the BIA or other applicable legislation in respect of the Applicant and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Applicant; and
- (d) any provisions of any federal or provincial legislation,

the Distribution shall be made free and clear of all Encumbrances (including the Charges) and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Applicant and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

EXTENSION OF THE STAY PERIOD

10. **THIS COURT ORDERS** that the Stay Period, as defined in the Amended and Restated Initial Order granted by this Court on June 15, 2023, is hereby extended until January 30, 2024.

GENERAL

11. **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.

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

13. **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.

14. **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.

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

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

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**STAY EXTENSION, DISTRIBUTION, AND FEES
APPROVAL ORDER**

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

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

Applicant

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

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD OF THE APPLICANT
(RE: EXTENSION OF STAY, DISTRIBUTION,
AND APPROVAL OF FEES)
(RETURNABLE OCTOBER 13, 2023)**

STIKEMAN ELLIOTT LLP

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