

**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
THE CANNABIST COMPANY HOLDINGS INC., THE CANNABIST COMPANY HOLDINGS
(CANADA) INC., COLUMBIA CARE DELAWARE LLC, COLUMBIA CARE LLC, AND GREEN
LEAF MEDICAL OF OHIO III, LLC**

(Applicants)

**AIDE MEMOIRE OF THE APPLICANTS
(Re: Scheduling Assignment Motion)**

October 20, 2026

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TO: THE SERVICE LIST

A. Introduction

1. The Applicants requested this case conference to seek a date for a half day hearing and establish a schedule for their motion pursuant to section 11.3 of the *Companies' Creditors Arrangement Act* (the "**CCAA**") seeking to assign to Free State Botanicals LLC all of the rights and obligations of Columbia Care under the Sugarloaf Agreements (as defined below).

2. The Applicants respectfully request that the motion be heard on the schedule set out at **Schedule "A"** of this Aide Memoire.

3. The proposed schedule was shared with counsel for the counterparties to the Sugarloaf Agreements ("**Sugarloaf**") on October 9, 2026. Since proposing the schedule, the Applicants have delivered their motion record and the Buyer has delivered an affidavit, each in accordance with the proposed schedule.

4. To date, the Applicants have not received any comments from Sugarloaf. Sugarloaf has also not confirmed whether it will oppose the motion (though Sugarloaf has confirmed it will not consent to the assignment).

B. Background

5. On August 18, 2026, the Court granted an Order approving, among other things, the sale of substantially all assets of the Company used in its cannabis cultivation, production, manufacturing, distribution, and retail business in Maryland (the "**Maryland Transaction**").

6. The assets required to be transferred on the closing of the Maryland Transaction include two agreements (the "**Sugarloaf Agreements**") relating to the operation and ownership of a dispensary located in Rockville, Maryland. The Sugarloaf Agreements each provide that they may not be assigned without the prior written consent of the other party, which consent (for one of the two Sugarloaf Agreements) shall not be unreasonably withheld. Accordingly, the assignment of

the Sugarloaf Agreements, either with consent or pursuant to an order under section 11.3 of the CCAA, is required for closing of the entire Maryland Transaction and for the Applicants and their stakeholders to receive the benefits of that transaction.

7. On August 17, 2026, the day prior to the Applicants' motion for approval of the Maryland Transaction, Sugarloaf delivered an affidavit affirming that it was "not in a position to consent to the assignment".

8. On September 8 and 23, 2026, the Applicants wrote to Sugarloaf requesting its consent to the assignment of the Sugarloaf Agreements, failing which the Applicants would bring a motion to compel the assignment pursuant to section 11.3 of the CCAA. On both occasions, Sugarloaf responded refusing to provide consent absent certain assurances from the Maryland regulator (the "**MCA**").

C. MCA Approval Timeline

9. On October 9, 2026, the Applicants submitted to the MCA a request for approval of the Maryland Transaction. The Applicants anticipate a response from the MCA between November 23 and December 8, 2026. Any delay to the hearing of the motion beyond that window will potentially cause delay in closing of the Maryland Transaction.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 20th day of October, 2026.



STIKEMAN ELLIOTT LLP
Lawyers for the Applicants

Schedule “A”

Proposed Schedule for the Assignment Motion

Description	Schedule
Applicants’ Motion Record	October 14 (Completed)
Free State Botanicals LLC Affidavit	October 19 (Completed)
Responding Motion Record	October 28
Reply Motion Record (if any)	November 2
Monitor’s Report	November 4
Cross-examinations (if any)	November 5-6
Applicants’ Factum (and other supporting parties)	November 13
Responding Factum	November 20
Reply Factum (if any)	November 24
Hearing	Subject to Court availability

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF THE
CANNABIST COMPANY HOLDINGS INC. ET AL.

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Proceeding commenced at Toronto

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