

COURT FILE NUMBERS 2401-17986

Clerk's Stamp

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF 420 INVESTMENTS LTD., 420
PREMIUM MARKETS LTD., GREEN ROCK
CANNABIS (EC 1) LIMITED and 420 DISPENSARIES
LTD.

APPLICANTS 420 INVESTMENTS LTD., 420 PREMIUM MARKETS
LTD., GREEN ROCK CANNABIS (EC 1) LIMITED,
AND 420 DISPENSARIES LTD.

RESPONDENTS HIGH PARK SHOPS INC. and TILRAY BRANDS, INC.

DOCUMENT AFFIDAVIT

PARTY FILING THIS DOCUMENT HIGH PARK SHOPS INC. and TILRAY BRANDS,
INC.

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500 Bankers Hall East,
855 – 2nd Street S.W.
Calgary, Alberta T2P 4J

Attention: Kelly Bourassa / Jenna Willis
Telephone: 403-260-9697/ 403-260-9750
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
jenna.willis@blakes.com
File Ref.: 191284/35

AFFIDAVIT OF CARL MERTON AFFIRMED ON APRIL 24, 2025

I, Carl Merton, of the City of Lakeshore in the Province of Ontario, AFFIRM AND SAY THAT:

1. I am the Chief Financial Officer of High Park Shops Inc. ("**High Park**"). I am also the Chief Financial Officer of Tilray Brands, Inc. ("**Tilray**"). I have personal knowledge of the matters in this Affidavit, except when I say that they are based upon information and belief, in which case I believe them to be true.
2. This affidavit is affirmed in connection with Tilray's response to the Applicants' application for an Order seeking to prevent Tilray¹ from voting on the Applicants' proposed Plan of Arrangement (the "**Plan**") with respect to proven affected claims that Tilray validly acquired.
3. I previously affirmed an affidavit on June 24, 2024 (the "**June 2024 Affidavit**"), which was filed in the proceedings previously commenced by 420 Investments Ltd. ("**420 Parent**") and certain other Applicants (together with 420 Parent, "**Four20**") under the *Bankruptcy and Insolvency Act* (the "**NOI Proceedings**").
4. I also previously affirmed an affidavit on March 6, 2025 (the "**March 2025 Affidavit**"), which was filed in support of High Park's cross-application for an Order reopening the Sales and Investment Solicitation Process (the "**SISP**") and in response to the Applicants' application for an Order permitting the Applicants to conduct a creditors' meeting for the purpose of voting on the Plan.
5. Tilray and High Park strongly disagree with the allegations made by Scott Morrow in his Affidavit sworn April 17, 2025 about Tilray and High Park's conduct. At no time have Tilray or High Park violated any orders of this Court in these proceedings, acted with an improper purpose, or acted in bad faith. Tilray is pursuing its commercial interests in seeking to maximize its recovery on the claims it has acquired.

Tilray's Businesses

6. Tilray is a leading global consumer packaged goods company, with a focus on health-conscious and lifestyle products. Tilray's portfolio of brands include local and regional craft beers, spirits, and ciders, as well as ready-to-drink cocktails and non-alcoholic beverages.

¹ The Applicants' application incorrectly refers to High Park as the relevant affected creditor.

Tilray's brands are distributed in Canada, the United States, Europe, Australia and Latin America. Tilray is a publicly traded company listed on the Toronto Stock Exchange and The Nasdaq Global Select Market.

7. Tilray is also a pioneer in the global cannabis industry and has been involved in pharmaceutical cannabis research, cultivation and distribution for many years. More recently, Tilray has expanded into the nascent Canadian consumer cannabis industry. Tilray's entry into this industry has focused on the business of cannabis production, not retail sales.
8. As part of this approach, Tilray has acquired or developed a broad portfolio of cannabis goods brands. Tilray's brands produce different product formats. Some of its brands produce recreational cannabis products such as whole flower, edibles and pre-rolls. Others focus on health and wellness-focused cannabis products such as oils and topicals. Further brands, such as Manitoba Harvest, produce hemp-based food products such as fibre supplements and hemp hearts using regenerative farming techniques.
9. High Park is a wholly owned subsidiary of Tilray. High Park is a special-purpose corporation. Tilray formed High Park to serve as an acquisition vehicle under a proposed arrangement agreement with 420 Parent. That proposed arrangement was terminated by High Park after 420 Parent breached contractual representations, warranties and covenants and failed to satisfy certain closing conditions.
10. Although Tilray and Four20 both operate within the cannabis industry, Tilray does not operate in the same market as, and is not a competitor of, Four20. Tilray is a commercial cannabis producer and does not sell cannabis in the retail market. Four20's business is retail cannabis sales.

The Litigation and the Summary Judgment

11. On February 21, 2020, 420 Parent commenced an action (the "**420 Claim**") against High Park and Tilray relating to the termination of an arrangement agreement. High Park and Tilray deny all allegations made in and are actively defending the 420 Claim.
12. As described at paragraph 5 of my March 2025 Affidavit, on March 20, 2020, High Park filed a counterclaim against 420 Parent (the "**HP Counterclaim**") relating to the obligations

owed by 420 Parent under a loan agreement dated August 28, 2019 (the "**Loan Agreement**").

13. The Loan Agreement comprised part of the proposed plan of arrangement between 420 Parent, High Park and Tilray. Pursuant to that Loan Agreement, High Park advanced \$7 million to 420 Parent in 2019, which Four20 used to fund its operations. To date, no amount of the \$7 million advanced by High Park to 420 Parent pursuant to the Loan Agreement has been repaid.
14. In March 2023, High Park filed an application for summary judgment in respect of the HP Counterclaim.
15. On February 7, 2024, Applications Judge Farrington granted summary judgment on the HP Counterclaim in the amount of \$9,810,364.12 inclusive of pre-judgment interest and costs (the "**HP Summary Judgment**").
16. On March 12, 2024, 420 Parent filed a Notice of Appeal of the HP Summary Judgment (the "**Appeal**"). On March 18, 2024, 420 Parent applied for an Order to stay High Park's enforcement of the HP Summary Judgment pending the outcome of the Appeal (the "**Enforcement Stay Application**").
17. On March 22, 2024, Applications Judge Farrington granted an Order dismissing the Enforcement Stay Application (the "**Enforcement Stay Dismissal**"). Pursuant to the Enforcement Stay Dismissal, any proceeds arising from Tilray and High Park's enforcement of the HP Summary Judgment would be held in trust by counsel for High Park, pending the outcome of the Appeal.
18. 420 Parent appealed the Enforcement Stay Dismissal. On April 11, 2024, the Honourable Justice Sidnell granted an Order dismissing 420 Parent's appeal of the Enforcement Stay Dismissal and confirming that the HP Summary Judgment remained in full force and effect.
19. After this Court twice confirmed that the HP Summary Judgment was not stayed pending the Appeal, High Park began taking enforcement steps in May 2024 to collect on the funds it loaned to 420 Parent in 2019.
20. On May 29, 2024, 420 Parent and one of the Four20 subsidiaries commenced the NOI Proceedings. In compliance with the stay of proceedings arising from the NOI

Proceedings, High Park took no further steps to enforce the Summary Judgment. High Park has not received any recovery based on the Summary Judgment prior to, or after, the commencement of the NOI Proceedings.

Assignment of the McCarthy Claims

21. McCarthy Tetrault LLP ("**McCarthy**"), a large Canadian law firm, with offices in Vancouver, Calgary, Toronto, Montreal, Quebec City, New York and London, U.K., filed claims against Four20 in these proceedings. McCarthy was owed \$440,142.19 plus interest by 420 Parent and \$169,805.46 plus interest by 420 Premium Markets Ltd. (together, the "**McCarthy Claims**").
22. In mid-late November, 2024, McCarthy entered into confidential discussions with Tilray about selling the McCarthy Claims to Tilray. On November 22, 2024, Tilray and McCarthy executed a claims assignment agreement, pursuant to which Tilray acquired the McCarthy Claims. Effi Barak, the Chief Financial Officer of McCarthy at the time, was Tilray's point of contact in negotiating the assignment agreement and he executed the agreement on behalf of McCarthy.
23. Although the consideration paid by Tilray for the McCarthy Claims is confidential, Tilray expected, and continues to expect, that potential recoveries from the McCarthy Claims under either a SISP or a Plan of Arrangement will greatly exceed the consideration that it paid. To that end, Tilray is interested in maximizing the potential return to creditors, which includes but is not limited to alternative plans that are more favourable to creditors.
24. After completing the assignment of the McCarthy Claim in November 2024, to the best of my knowledge, Tilray had little or no interaction with McCarthy in relation to Four20 or the McCarthy Claim, until March 31, 2025, as discussed further below.

Submission of McCarthy Proxy

25. I am advised by Jenna Willis of Blake, Cassels & Graydon LLP (Tilray and High Park's counsel) that on March 31, 2025, counsel to the Monitor circulated to the service list in these proceedings an unsigned, unfiled draft of a creditors' meeting order dated March 27, 2025, along with certain materials relating to a meeting of creditors that was scheduled for April 11, 2025.

26. I am further advised by Ms. Willis that a signed, filed copy of the Creditors' Meeting Order dated March 27, 2025 was circulated by counsel to Four20 to the service list in these proceedings on April 8, 2025.
27. I am advised by Mitchell Gendell of Tilray that, during a call between the Monitor, Tilray and respective counsel on April 17, 2025, which Mr. Gendell attended, the Monitor's counsel acknowledged that it was not possible to submit proof of assignment documents to the Monitor ten business days prior to the date of the creditors' meeting, and that the Monitor had raised this with Four20 before the Creditors' Meeting Order was finalized, but Four20 decided not to make changes.
28. On March 31, 2025, Tilray contacted Effi Barak of McCarthy requesting that McCarthy sign the form of proxy provided by the Monitor that day. On April 1, 2025, Dana Peebles, a partner at McCarthy, advised Tilray that Effi Barak was no longer with McCarthy and that he would follow up with McCarthy's finance department to have the proxy form signed. McCarthy provided the signed proxy to Tilray on April 2, 2025.
29. Prior to learning that McCarthy submitted a different proxy to the Monitor on April 9, 2025, I was not aware and, to the best of my knowledge, nobody at Tilray was aware, that after McCarthy had assigned the McCarthy Claim to Tilray, McCarthy had any discussions with Four20 in relation to Four20's proposed Plan, or that McCarthy did not advise Four20 that its claims had been assigned.

Assignment of the Meadowlands Claim

30. On April 9, 2025, after receipt of the Supplement to the Third Report of the Monitor on April 8, 2025, which set out amendments to Four20's proposed Plan, Tilray and The Meadowlands Development Corporation ("**Meadowlands**") agreed to the principal terms of an assignment of Meadowlands' claim against 420 Premium Markets Ltd. to Tilray, subject to finalizing the terms of a claim assignment agreement.
31. Meadowlands and Tilray proceeded to negotiate the terms of a claim assignment agreement. Meadowlands and Tilray agreed that, while they were finalizing the agreement, and in order to submit a proxy before the deadline under the Creditors' Meeting Order, Meadowlands would complete a proxy form appointing a Tilray representative as its proxy for purposes of voting at the creditors' meeting, which would

indicate a vote against the Plan. A proxy form was then completed and executed by Meadowlands and submitted to the Monitor on April 9, 2025.

32. Meadowlands and Tilray continued to finalize the terms of the assignment and on April 10, 2025, those negotiations concluded and Meadowlands and Tilray entered into a claim assignment agreement.

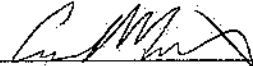
The Unfair and Inadequate Proposal to Four20's Creditors

33. Four20's statements that there is no certainty for its creditors about what will happen if the Plan is voted down are self-interested and inaccurate.
34. Tilray is prepared to put forward a plan of arrangement to Four20's creditors on substantially the same terms as offered by Four20, with the following changes:
 - (a) all Affected Creditors receive an immediate cash payment of 100% of their Affected Claims (instead of a 70% cash payment and a prospective uncertain recovery from litigation proceeds or shares);
 - (b) NOMOS, a secured creditor of 420 Parent is added as an Affected Creditor under the Plan and also receives an immediate cash payment of 100% of its claim (instead of zero recovery); and
 - (c) the shares of 420 Parent are conveyed to Tilray.
35. Four20's operations, including its employees and operating leased premises, would continue unaffected.
36. Tilray strongly believes that Four20 has not and is not putting forward a fair or reasonable offer to its arm's length creditors. Four20 has not provided any information as to why only a 55-cent cash recovery was offered and a 70-cent cash recovery is now offered.
37. In my opinion, Four20's amendments to the Plan increasing creditor recovery while at the same time adding its shareholders and directors to the group of creditors entitled to receive that recovery is demonstrative of their continued self-interested pursuit in these proceedings, to the detriment of their legitimate third-party creditors.

38. I am not physically present before the Commissioner for Oaths taking this Affidavit, but I am linked to the Commissioner for Oaths by video conference. I affirm this Affidavit remotely pursuant to the process described at Court of King's Bench Notice to the Profession and Public #2020-02 dated March 25, 2020.

AFFIRMED BEFORE ME at the City of
Calgary, in the Province of Alberta, this 24th
day of April, 2025.

Commissioner for Oaths in and for Alberta



CARL MERTON

COURT FILE NUMBERS 2401-17986

Clerk's Stamp

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF 420 INVESTMENTS LTD., 420 PREMIUM MARKETS LTD., GREEN ROCK CANNABIS (EC 1) LIMITED and 420 DISPENSARIES LTD.

APPLICANTS 420 INVESTMENTS LTD., 420 PREMIUM MARKETS LTD., GREEN ROCK CANNABIS (EC 1) LIMITED, AND 420 DISPENSARIES LTD.

RESPONDENTS HIGH PARK SHOPS INC. and TILRAY BRANDS, INC.

DOCUMENT **AFFIDAVIT**

PARTY FILING THIS DOCUMENT HIGH PARK SHOPS INC. and TILRAY BRANDS, INC.

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500 Bankers Hall East,
855 – 2nd Street S.W.
Calgary, Alberta T2P 4J

Attention: Kelly Bourassa / Jenna Willis
Telephone: 403-260-9697/ 403-260-9750
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
jenna.willis@blakes.com
File Ref.: 191284/35

AFFIDAVIT OF CARL MERTON AFFIRMED ON APRIL 24, 2025

I, Carl Merton, of the City of Lakeshore in the Province of Ontario, AFFIRM AND SAY THAT:

1. I am the Chief Financial Officer of High Park Shops Inc. ("**High Park**"). I am also the Chief Financial Officer of Tilray Brands, Inc. ("**Tilray**"). I have personal knowledge of the matters in this Affidavit, except when I say that they are based upon information and belief, in which case I believe them to be true.
2. This affidavit is affirmed in connection with Tilray's response to the Applicants' application for an Order seeking to prevent Tilray¹ from voting on the Applicants' proposed Plan of Arrangement (the "**Plan**") with respect to proven affected claims that Tilray validly acquired.
3. I previously affirmed an affidavit on June 24, 2024 (the "**June 2024 Affidavit**"), which was filed in the proceedings previously commenced by 420 Investments Ltd. ("**420 Parent**") and certain other Applicants (together with 420 Parent, "**Four20**") under the *Bankruptcy and Insolvency Act* (the "**NOI Proceedings**").
4. I also previously affirmed an affidavit on March 6, 2025 (the "**March 2025 Affidavit**"), which was filed in support of High Park's cross-application for an Order reopening the Sales and Investment Solicitation Process (the "**SISP**") and in response to the Applicants' application for an Order permitting the Applicants to conduct a creditors' meeting for the purpose of voting on the Plan.
5. Tilray and High Park strongly disagree with the allegations made by Scott Morrow in his Affidavit sworn April 17, 2025 about Tilray and High Park's conduct. At no time have Tilray or High Park violated any orders of this Court in these proceedings, acted with an improper purpose, or acted in bad faith. Tilray is pursuing its commercial interests in seeking to maximize its recovery on the claims it has acquired.

Tilray's Businesses

6. Tilray is a leading global consumer packaged goods company, with a focus on health-conscious and lifestyle products. Tilray's portfolio of brands include local and regional craft beers, spirits, and ciders, as well as ready-to-drink cocktails and non-alcoholic beverages.

¹ The Applicants' application incorrectly refers to High Park as the relevant affected creditor.

Tilray's brands are distributed in Canada, the United States, Europe, Australia and Latin America. Tilray is a publicly traded company listed on the Toronto Stock Exchange and The Nasdaq Global Select Market.

7. Tilray is also a pioneer in the global cannabis industry and has been involved in pharmaceutical cannabis research, cultivation and distribution for many years. More recently, Tilray has expanded into the nascent Canadian consumer cannabis industry. Tilray's entry into this industry has focused on the business of cannabis production, not retail sales.
8. As part of this approach, Tilray has acquired or developed a broad portfolio of cannabis goods brands. Tilray's brands produce different product formats. Some of its brands produce recreational cannabis products such as whole flower, edibles and pre-rolls. Others focus on health and wellness-focused cannabis products such as oils and topicals. Further brands, such as Manitoba Harvest, produce hemp-based food products such as fibre supplements and hemp hearts using regenerative farming techniques.
9. High Park is a wholly owned subsidiary of Tilray. High Park is a special-purpose corporation. Tilray formed High Park to serve as an acquisition vehicle under a proposed arrangement agreement with 420 Parent. That proposed arrangement was terminated by High Park after 420 Parent breached contractual representations, warranties and covenants and failed to satisfy certain closing conditions.
10. Although Tilray and Four20 both operate within the cannabis industry, Tilray does not operate in the same market as, and is not a competitor of, Four20. Tilray is a commercial cannabis producer and does not sell cannabis in the retail market. Four20's business is retail cannabis sales.

The Litigation and the Summary Judgment

11. On February 21, 2020, 420 Parent commenced an action (the "**420 Claim**") against High Park and Tilray relating to the termination of an arrangement agreement. High Park and Tilray deny all allegations made in and are actively defending the 420 Claim.
12. As described at paragraph 5 of my March 2025 Affidavit, on March 20, 2020, High Park filed a counterclaim against 420 Parent (the "**HP Counterclaim**") relating to the obligations

owed by 420 Parent under a loan agreement dated August 28, 2019 (the "**Loan Agreement**").

13. The Loan Agreement comprised part of the proposed plan of arrangement between 420 Parent, High Park and Tilray. Pursuant to that Loan Agreement, High Park advanced \$7 million to 420 Parent in 2019, which Four20 used to fund its operations. To date, no amount of the \$7 million advanced by High Park to 420 Parent pursuant to the Loan Agreement has been repaid.
14. In March 2023, High Park filed an application for summary judgment in respect of the HP Counterclaim.
15. On February 7, 2024, Applications Judge Farrington granted summary judgment on the HP Counterclaim in the amount of \$9,810,364.12 inclusive of pre-judgment interest and costs (the "**HP Summary Judgment**").
16. On March 12, 2024, 420 Parent filed a Notice of Appeal of the HP Summary Judgment (the "**Appeal**"). On March 18, 2024, 420 Parent applied for an Order to stay High Park's enforcement of the HP Summary Judgment pending the outcome of the Appeal (the "**Enforcement Stay Application**").
17. On March 22, 2024, Applications Judge Farrington granted an Order dismissing the Enforcement Stay Application (the "**Enforcement Stay Dismissal**"). Pursuant to the Enforcement Stay Dismissal, any proceeds arising from Tilray and High Park's enforcement of the HP Summary Judgment would be held in trust by counsel for High Park, pending the outcome of the Appeal.
18. 420 Parent appealed the Enforcement Stay Dismissal. On April 11, 2024, the Honourable Justice Sidnell granted an Order dismissing 420 Parent's appeal of the Enforcement Stay Dismissal and confirming that the HP Summary Judgment remained in full force and effect.
19. After this Court twice confirmed that the HP Summary Judgment was not stayed pending the Appeal, High Park began taking enforcement steps in May 2024 to collect on the funds it loaned to 420 Parent in 2019.
20. On May 29, 2024, 420 Parent and one of the Four20 subsidiaries commenced the NOI Proceedings. In compliance with the stay of proceedings arising from the NOI

Proceedings, High Park took no further steps to enforce the Summary Judgment. High Park has not received any recovery based on the Summary Judgment prior to, or after, the commencement of the NOI Proceedings.

Assignment of the McCarthy Claims

21. McCarthy Tetrault LLP ("**McCarthy**"), a large Canadian law firm, with offices in Vancouver, Calgary, Toronto, Montreal, Quebec City, New York and London, U.K., filed claims against Four20 in these proceedings. McCarthy was owed \$440,142.19 plus interest by 420 Parent and \$169,805.46 plus interest by 420 Premium Markets Ltd. (together, the "**McCarthy Claims**").
22. In mid-late November, 2024, McCarthy entered into confidential discussions with Tilray about selling the McCarthy Claims to Tilray. On November 22, 2024, Tilray and McCarthy executed a claims assignment agreement, pursuant to which Tilray acquired the McCarthy Claims. Effi Barak, the Chief Financial Officer of McCarthy at the time, was Tilray's point of contact in negotiating the assignment agreement and he executed the agreement on behalf of McCarthy.
23. Although the consideration paid by Tilray for the McCarthy Claims is confidential, Tilray expected, and continues to expect, that potential recoveries from the McCarthy Claims under either a SISP or a Plan of Arrangement will greatly exceed the consideration that it paid. To that end, Tilray is interested in maximizing the potential return to creditors, which includes but is not limited to alternative plans that are more favourable to creditors.
24. After completing the assignment of the McCarthy Claim in November 2024, to the best of my knowledge, Tilray had little or no interaction with McCarthy in relation to Four20 or the McCarthy Claim, until March 31, 2025, as discussed further below.

Submission of McCarthy Proxy

25. I am advised by Jenna Willis of Blake, Cassels & Graydon LLP (Tilray and High Park's counsel) that on March 31, 2025, counsel to the Monitor circulated to the service list in these proceedings an unsigned, unfiled draft of a creditors' meeting order dated March 27, 2025, along with certain materials relating to a meeting of creditors that was scheduled for April 11, 2025.

26. I am further advised by Ms. Willis that a signed, filed copy of the Creditors' Meeting Order dated March 27, 2025 was circulated by counsel to Four20 to the service list in these proceedings on April 8, 2025.
27. I am advised by Mitchell Gendell of Tilray that, during a call between the Monitor, Tilray and respective counsel on April 17, 2025, which Mr. Gendell attended, the Monitor's counsel acknowledged that it was not possible to submit proof of assignment documents to the Monitor ten business days prior to the date of the creditors' meeting, and that the Monitor had raised this with Four20 before the Creditors' Meeting Order was finalized, but Four20 decided not to make changes.
28. On March 31, 2025, Tilray contacted Effi Barak of McCarthy requesting that McCarthy sign the form of proxy provided by the Monitor that day. On April 1, 2025, Dana Peebles, a partner at McCarthy, advised Tilray that Effi Barak was no longer with McCarthy and that he would follow up with McCarthy's finance department to have the proxy form signed. McCarthy provided the signed proxy to Tilray on April 2, 2025.
29. Prior to learning that McCarthy submitted a different proxy to the Monitor on April 9, 2025, I was not aware and, to the best of my knowledge, nobody at Tilray was aware, that after McCarthy had assigned the McCarthy Claim to Tilray, McCarthy had any discussions with Four20 in relation to Four20's proposed Plan, or that McCarthy did not advise Four20 that its claims had been assigned.

Assignment of the Meadowlands Claim

30. On April 9, 2025, after receipt of the Supplement to the Third Report of the Monitor on April 8, 2025, which set out amendments to Four20's proposed Plan, Tilray and The Meadowlands Development Corporation ("**Meadowlands**") agreed to the principal terms of an assignment of Meadowlands' claim against 420 Premium Markets Ltd. to Tilray, subject to finalizing the terms of a claim assignment agreement.
31. Meadowlands and Tilray proceeded to negotiate the terms of a claim assignment agreement. Meadowlands and Tilray agreed that, while they were finalizing the agreement, and in order to submit a proxy before the deadline under the Creditors' Meeting Order, Meadowlands would complete a proxy form appointing a Tilray representative as its proxy for purposes of voting at the creditors' meeting, which would

indicate a vote against the Plan. A proxy form was then completed and executed by Meadowlands and submitted to the Monitor on April 9, 2025.

32. Meadowlands and Tilray continued to finalize the terms of the assignment and on April 10, 2025, those negotiations concluded and Meadowlands and Tilray entered into a claim assignment agreement.

The Unfair and Inadequate Proposal to Four20's Creditors

33. Four20's statements that there is no certainty for its creditors about what will happen if the Plan is voted down are self-interested and inaccurate.
34. Tilray is prepared to put forward a plan of arrangement to Four20's creditors on substantially the same terms as offered by Four20, with the following changes:
- (a) all Affected Creditors receive an immediate cash payment of 100% of their Affected Claims (instead of a 70% cash payment and a prospective uncertain recovery from litigation proceeds or shares);
 - (b) NOMOS, a secured creditor of 420 Parent is added as an Affected Creditor under the Plan and also receives an immediate cash payment of 100% of its claim (instead of zero recovery); and
 - (c) the shares of 420 Parent are conveyed to Tilray.
35. Four20's operations, including its employees and operating leased premises, would continue unaffected.
36. Tilray strongly believes that Four20 has not and is not putting forward a fair or reasonable offer to its arm's length creditors. Four20 has not provided any information as to why only a 55-cent cash recovery was offered and a 70-cent cash recovery is now offered.
37. In my opinion, Four20's amendments to the Plan increasing creditor recovery while at the same time adding its shareholders and directors to the group of creditors entitled to receive that recovery is demonstrative of their continued self-interested pursuit in these proceedings, to the detriment of their legitimate third-party creditors.

38. I am not physically present before the Commissioner for Oaths taking this Affidavit, but I am linked to the Commissioner for Oaths by video conference. I affirm this Affidavit remotely pursuant to the process described at Court of King's Bench Notice to the Profession and Public #2020-02 dated March 25, 2020.

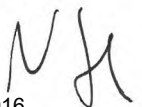
AFFIRMED BEFORE ME at the City of
Calgary, in the Province of Alberta, this 24th
day of April, 2025.



Commissioner for Oaths in and for Alberta

Nicolas Huertas
Barrister & Solicitor

CARL MERTON



COURT FILE NUMBERS 2401-17986

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

MATTER IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF 420 INVESTMENTS LTD., 420 PREMIUM MARKETS LTD., GREEN ROCK CANNABIS (EC 1) LIMITED and 420 DISPENSARIES LTD.

APPLICANTS 420 INVESTMENTS LTD., 420 PREMIUM MARKETS LTD., GREEN ROCK CANNABIS (EC 1) LIMITED, AND 420 DISPENSARIES LTD.

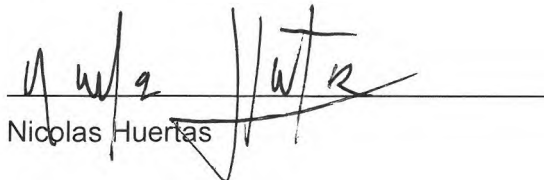
RESPONDENT HIGH PARK SHOPS INC.

DOCUMENT **CERTIFICATE OF REMOTE COMMISSIONING**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500 Bankers Hall East,
855 – 2nd Street S.W.
Calgary, Alberta T2P 4J8

Attention: Kelly Bourassa / Jenna Willis
Telephone: 403-260-9697/ 403-260-9750
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
jenna.willis@blakes.com
File Ref.: 191284/35

TAKE NOTICE that this Certificate certifies that I, Nicolas Huertas, was the Commissioner for Oaths signing the Affidavit of Carl Merton in this Action on April 24, 2025 (the "**Affidavit**") via videoconference. As commissioner, I confirm that the affiant and I followed the process outlined by the Alberta Court of King's Bench in Notice to the Profession and Public #2020-02 dated March 25, 2020. In addition to the steps described in the Affidavit, I compared each page of the copy I received from the affiant with the initialed copy that was before me while I was linked by videoconference with the affiant. Upon being satisfied that the two copies were identical, I affixed my name to the jurat.


Nicolas Huertas

000017 