

COURT FILE NUMBER 25-3086318 / B301-086318 Clerk's stamp

COURT 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.

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT **STIKEMAN ELLIOTT LLP**
Barristers & Solicitors
4200 Bankers Hall West
888-3rd Street SW
Calgary, AB T2P 5C5

Karen Fellowes, K.C. / Natasha Doelman
Tel: (403) 724-9469 / (403) 781-9196
Fax: (403) 266-9034
Email: kfellowes@stikeman.com / ndoelman@stikeman.com

File No.: 155857.1002

**AFFIDAVIT OF JESSICA WATTS
SWORN SEPTEMBER 18, 2024**

I, Jessica Watts, Legal Assistant of Stikeman Elliott LLP ("**Stikeman Elliott**"), SWEAR AND SAY THAT:

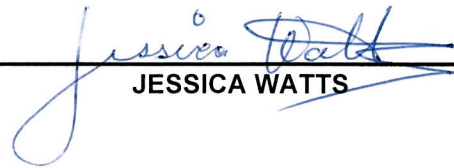
1. I am a legal assistant to Karen Fellowes, K.C. and Archer Bell, counsel to the Applicants, 420 Investments Ltd. ("**420 Parent**"), 420 Premium Markets Ltd., Green Rock Cannabis (EC 1) Limited, and 420 Dispensaries Ltd., and have knowledge of Stikeman Elliott's file with respect to Alberta Court of King's Bench Action No. 25-3086318 / B301-086318.
2. As such, I have personal knowledge of the facts and matters herein deposed to, except where stated to be based on information, and where so stated, I believe the same to be true.

3. Attached hereto and marked as **Exhibit "A"** is a copy of a litigation plan filed on August 16, 2023 in Alberta Court of King's Bench Action No. 2001-02873 (the "**Tilray Litigation**").
4. Attached hereto and marked as **Exhibit "B"** is a copy of an order granted by Associate Chief Justice D.B. Nixon on August 12, 2024 in the Tilray Litigation.
5. Attached hereto and marked as **Exhibit "C"** is a copy of a letter dated August 16, 2024 from Sarah Miller of Jensen Shawa Solomon Duguid Hawkes LLP to the Commercial Duty Coordinator.
6. I make this Affidavit in support of the Applicants' Application for an order approving the sale and investment solicitation process and for no other improper reason or purpose.

SWORN at Calgary, Alberta, this 18th day of September, 2024.



**A Commissioner for Oaths
in and for the Province of Alberta**



JESSICA WATTS

KIRA BRYNN LYSENG
A Commissioner for Oaths
in and for Alberta
My Commission Expires September 11, 2026

This is Exhibit "A" referred to in the Affidavit of Jessica Watts,
sworn before me in the City of Calgary, in the Province of Alberta,
on this 18th day of September, 2024

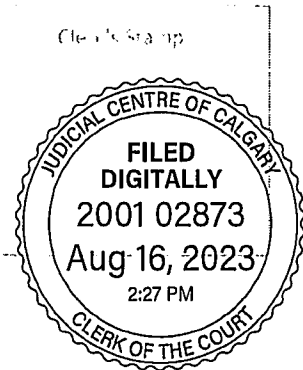


A Commissioner for Oaths
in and for the Province of Alberta

KIRA BRYNN LYSENG
A Commissioner for Oaths
in and for Alberta
My Commission Expires September 11, 2026

[Rule 4.4(1)]

COURT FILE NUMBER	2001-02873
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	420 INVESTMENTS LTD.
DEFENDANTS	TILRAY INC. and HIGH PARK SHOPS INC.
DOCUMENT	<u>STANDARD LITIGATION PLAN</u>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	JENSEN SHAWA SOLOMON DUGUID HAWKES LLP 800, 304 - 8 Avenue SW Calgary, Alberta T2P 1C2 Robert Hawkes KC / Gavin Price / Angad Bedi Tel: 403 571 1544 / 403 571 0747 / 403 571 1524 Fax: 403 571 1528 hawkesr@jssbarristers.ca priceg@jssbarristers.ca bedia@jssbarristers.ca File: 14826-001



LITIGATION PLAN PURSUANT TO RULE 4.4(2)


The parties shall comply with the following dates for completion of the remaining steps of the litigation and trial as follows:

1. Carl Merton, Daniel Wang and Garrett Popadynetz will be cross examined on their respective Affidavits by no later than August 31, 2023.
2. The Summary Judgment Application with respect to the Counterclaim of High Park will be heard by September 29, 2023.
3. The Defendants shall produce a Corporate Representative who will be questioned by October 27, 2023;
4. The parties will have completed initial questioning by January 26, 2024;
5. The parties will have completed undertaking responses by April 5, 2024;

6. The parties will complete any questioning on undertakings by May 24, 2024, and further undertakings, if any, will be responded to by July 4, 2024;
7. The parties will serve primary expert reports, if any, by September 13, 2024. If no reports are served by September 16, 2024, the parties will complete step 9 below by October 25, 2024;
8. The parties will serve rebuttal expert reports, if any, by October 25, 2024. If no rebuttal reports are served by October 28, 2024, the parties will complete step 9 below by November 15, 2024;
9. Otherwise the parties will file a Form 37 - Request to Schedule a Trial Date and attend a pre-trial conference not later than December 6, 2024, at which point the parties will be trial-ready and will apply for a trial date.

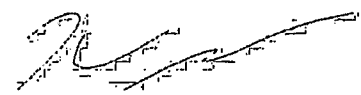
AGREED TO:

JENSEN SHAWA SOLOMON DUGUID HAWKES LLP

Per: 

Robert Hawkes KC / Gavin Price / Angad Bedi
Legal Counsel for the Plaintiff,
420 Investments Ltd.

BLAKE, CASSELS & GRAYDON LLP

Per: 

David Tupper / Tom Wagner
Legal Counsel for the Defendant,
High Park Shops Inc.

This is Exhibit "B" referred to in the Affidavit of Jessica Watts,
sworn before me in the City of Calgary, in the Province of Alberta,
on this 18th day of September, 2024



A Commissioner for Oaths
in and for the Province of Alberta

KIRA BRYNN LYSENG
A Commissioner for Oaths
in and for Alberta
My Commission Expires September 11, 2026

CERTIFIED *E. Wheaton*
by the Court Clerk as a true copy of
the document digitally filed on Aug
15, 2024

COURT FILE NUMBER

2001-02873

Clerk's stamp

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

PLAINTIFF / DEFENDANT
BY COUNTERCLAIM

420 INVESTMENTS LTD.

DEFENDANTS /
PLAINTIFFS BY
COUNTERCLAIM

TILRAY INC. and HIGH PARK SHOPS INC.



DOCUMENT

ORDER

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

JENSEN SHAWA SOLOMON DUGUID HAWKES LLP
Barristers
800, 304 8 Avenue SW
Calgary, AB T2P 1C2

Robert J. Hawkes, K.C. / Gavin Price / Sarah Miller
Tel: (403) 571-1544 / (403) 571-0747 / (403) 571-1051
Email: hawkesr@jssbarristers.ca / priceg@jssbarristers.ca /
millers@jssbarristers.ca

File No.: 14826-001

DATE ON WHICH ORDER WAS PRONOUNCED: August 12, 2024

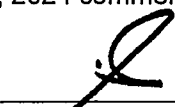
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta (Via Webex)

NAME OF JUSTICE WHO MADE THIS ORDER: Associate Chief Justice D.B. Nixon

UPON THE APPLICATION of the Applicants, 420 Investments Ltd. ("**420 Parent**"), 420 Premium Markets Ltd. ("**420 Premium**") and Green Rock Cannabis (EC 1) Limited ("**GRC**") (collectively, the "**Applicants**"); AND UPON having reviewed the Affidavit of Scott Morrow, sworn August 6, 2024; AND UPON noting that each of the Applicants filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the "**BIA**") on May 29, 2024 (the "**Proposal Proceedings**"); AND UPON noting that the Proposal Proceedings are ongoing; AND UPON being advised that 420 Parent has filed an appeal of the judgment of Applications Judge J.R. Farrington dated February 7, 2024 (the "**Pending Appeal**"); AND UPON being advised that the Pending Appeal is presently scheduled for December 5, 2024; UPON having heard counsel for the Applicants, counsel for the High Park and Tilray Inc. and any other counsel or other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The Pending Appeal shall be scheduled on the Calgary Commercial List before the Honourable Justice C.J. Feasby on October 8, 2024 commencing at 10:00am.


A.C.J.C.K.B.A.

This is Exhibit "c" referred to in the Affidavit of Jessica Watts,
sworn before me in the City of Calgary, in the Province of Alberta,
on this 18th day of September, 2024



A Commissioner for Oaths
in and for the Province of Alberta

KIRA BRYNN LYSENG
A Commissioner for Oaths
in and for Alberta
My Commission Expires September 11, 2026



Jensen Shawa Solomon Duguid Hawkes LLP

Direct Line: (403)571-1051
Email: millers@jssbarristers.ca
Assistant - Presley Stradeski (403)571-1065
File No: 14826-001

BY EMAIL

August 16, 2024

Corbyn Burik
Commercial Duty Coordinator
Calgary Courts Centre
601 5 Street SW
Calgary, AB T2P 5P7

Dear Coordinator:

**Re: 420 Investments Ltd v Tilray Inc and High Park Shops Inc
Court Action No 2001-02873**

Thank you for setting aside October 8, 2024, at 10am for a half day before Justice Feasby to hear the appeal filed by the Appellant, 420 Investments Ltd ("Four20") in the above noted matter. This letter is to confirm that we will be proceeding with the appeal at that time. We would be grateful if you would formally book the date and time for the hearing, in accordance with the enclosed Order of Associate Chief Justice D.B. Nixon dated August 12, 2024 and filed August 15, 2024.

Date and time: October 8, 2024 at 10am
Duration: 2.5 hours
Assigned Justice: The Honourable Justice C.C.J. Feasby
Counsel for the Appellant: Robert Hawkes KC, Gavin Price, and Sarah Miller of Jensen Shawa Solomon Duguid Hawkes LLP
**Counsel for the Respondent,
High Park Shops Inc:** David Tupper, Tom Wagner, and Casey Steimer of Blake, Cassels and Graydon LLP
Status of the Appeal: The Appeal will be opposed.

Description of the Appeal:

This Action was commenced by Four20 in February 2020 against the Defendants, Tilray Inc and High Park Shops Inc ("High Park") under an Arrangement Agreement. High Park counterclaimed

for a loan advanced to Four20 within that process. High Park sought summary judgment on its counterclaim, which was granted by Applications Judge Farrington on February 7, 2024 (the “**CC Decision**”). The CC Decision is under appeal by 420.

Relevant Materials:

- Affidavit of Carl Merton affirmed February 16, 2023, filed March 2, 2023;
- Transcript of the Cross-examination of Carl Merton on August 14, 2023;
- Affidavit of Garrett Popadynetz, filed April 21, 2023;
- Affidavit of Garrett Popadynetz, filed August 10, 2023;
- Transcript of the Cross-examination of Garrett Popadynetz on August 18, 2023;
- Affidavit of Daniel Wang sworn August 16, 2023, filed August 19, 2023;
- Transcript of the Cross-examination of Daniel Wang; on August 18, 2023;
- Affidavit of Garrett Popadynetz sworn September 8, 2023, filed September 9, 2023;
- Brief of Argument of the Appellant, filed April 12, 2024;
- Brief of Argument of the Respondent, filed May 2, 2024;
- Supplemental Briefs of Argument as may be filed.

Additional counsel which may attend but are unlikely to make submissions are as follows:

1. Four20 and certain of its subsidiaries are represented by Karen Fellowes, K.C. and Natasha Doelman of Stikeman Elliott LLP in relation to Court File No. 25-3086318 / B301-86318 (the “**Proposal Proceedings**”); and
2. The Proposal Trustee, KSV Restructuring Inc., in the Proposal Proceedings is represented by Michael Selnes of Bennett Jones LLP.

Thank you very much for your assistance with scheduling this matter. Please let me know if you require anything further at this time.

Yours truly,
Jensen Shawa Solomon Duguid Hawkes LLP



Sarah Miller
Associate
SCM:ps

CC: Robert Hawkes KC (hawkesr@jssbarristers.ca)
Gavin Price (pricer@jssbarristers.ca)
Karen Fellowes KC (kfellowes@stikeman.ca)
Natasha Doelman (ndoelman@stikeman.ca)
David Tupper (david.tupper@blakes.com)
Tom Wagner (tom.wagner@blakes.com)
Casey Steimer (casey.stierner@blakes.com)
Kelly Bourassa (kelly.bourassa@blakes.com)
Michael Selnes (selnesm@bennettjones.com)