SUPERIOR COURT OF JUSTICE

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-23-00703350-00CL   **DATE: Monday, October 30, 2023**

NO. ON LIST: 4

TITLE OF PROCEEDING: RE ALEAFIA HEALTH INC. et al

BEFORE: JUSTICE CONWAY

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Robb English	Aleafia Health	renglish@airdberlis.com
Kyle Plunkett		kplunkett@airdberlis.com
Miranda Spence		mspence@airdberlis.com
Samantha Hans		shans@airdberlis.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Mike Shakra	Ad Hoc Committee of the Convertible Debentureholders	ShakraM@bennettjones.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Marc Wasserman	Monitor	mwasserman@osler.com
Martino Calvaruso		mcalvaruso@osler.com
Nicholas Kluge	Red White & Bloom Brands Inc.	nicholas.kluge@gowlingwlg.com
Virginie Gauthier		virginie.gauthier@gowlingwlg.com
Katherine Yurkovich		Kate.yurkovich@gowlingwlg.com
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Chris Burr	Directors and Officers of the Applicants	chris.burr@blakes.com

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SUPPLEMENTARY ENDORSEMENT OF JUSTICE CONWAY:

[1]   Following my endorsement of October 27, 2023, Mr. Calvaruso has now advised that counsel to the Applicants, its directors and officers, the Ad Hoc Committee of the Convertible Debentureholders and Red White & Bloom Brands Inc. have resolved the outstanding issue concerning the releases in the RVO. The additional wording in paragraph 26 makes it clear that the releases of the directors and officers do not apply to any pre-filing conduct except as expressly contemplated therein. The additional wording in paragraph 27 makes it clear that the "Other Released Parties" are only released for conduct following the commencement of the CCAA proceeding and prior to the filing of the Monitor's Certificate. I am satisfied with these amendments and agree that they provide the necessary specificity and clarification for all stakeholders.

[2]   I was otherwise prepared to approve the RVO for the reasons set out in my October 27 endorsement and now do so. Order to go as signed by me and attached to this Endorsement. This order is effective from today's date and is enforceable without the need for entry and filing.

[3]   With respect to the Ancillary Relief Order, it is unopposed and is satisfactory to me. The stay is extended to November 30, 2023 – the Applicants have been acting in good faith and with due diligence. The stay is required to implement the sale transactions and is supported by the Monitor. The Applicants believe that no creditor will be materially prejudiced as a result of the extension.

[4]   The Monitor's report and activities are approved. The enhanced powers of the Monitor are appropriate. The increased DIP is required for the continued operation of the business, is recommended by the Monitor, and is reasonable.

[5]   The KERP is approved. I am granting an order sealing only the sensitive personal information of those receiving the KERP. I am satisfied that the requested sealing order for the Confidential Appendices meets the test in *Sierra Club/Sherman Estates* and that disclosure of this information would pose a risk to the public interest in protecting individuals who are assisting in the restructuring of an insolvent company and maximizing recoveries to stakeholders. **I direct counsel for the Applicants to file a hard copy of the Confidential Appendices with the Commercial List office in a sealed envelope with a copy of the Ancillary Relief Order and this Endorsement.**

[6]   Ancillary Relief Order to go as signed by me and attached to this Endorsement. This order is effective from today's date and is enforceable without the need for entry and filing.

[7]   Given the resolution of the orders and my approval of the revised orders, there is no need to incur the additional expense of a further hearing. **I am therefore vacating the hearing on November 1, 2023 at noon.**