

Court File No. CV-23-00703350-00CL

**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 THE COMPROMISE OR ARRANGEMENT OF ALEAFIA  
HEALTH INC., EMBLEM CORP., EMBLEM REALTY LTD., ALEAFIA BRANDS INC.,  
2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

**MOTION RECORD OF THE MONITOR  
(Stay Extension)**

January 20, 2024

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capacity as Monitor of Aleafia Health Inc. et al.  
and not in its personal capacity

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Court File No.: CV-23-00703350-00CL

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Court File No. CV-23-00703350-00CL

**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 THE COMPROMISE OR ARRANGEMENT OF ALEAFIA  
HEALTH INC., EMBLEM CORP., EMBLEM REALTY LTD., ALEAFIA BRANDS INC.,  
2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

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# TAB 1

Court File No. CV-23-00703350-00CL

**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 THE COMPROMISE OR ARRANGEMENT OF ALEAFIA  
HEALTH INC., EMBLEM CORP., EMBLEM REALTY LTD., ALEAFIA BRANDS INC.,  
2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

**NOTICE OF MOTION  
(Stay Extension)**

The Monitor, KSV Restructuring Inc., will make a Motion to a Judge presiding over the Commercial List on Wednesday, January 24, 2024 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.



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at the following location

<https://ca01web.zoom.us/j/65400327305?pwd=WC91RjNENjNnZlQ2NHpvbDlzaUNldz09#success>

### **THE MOTION IS FOR**

1. An Order, substantially in the form of the draft order included in the Motion Record, among other things:
  - (a) abridging the time for, and validating service of, this Notice of Motion and supporting materials such that the motion is properly returnable on January 24, 2024 and dispensing with further service thereof;
  - (b) extending the Stay Period (as defined in the ARIO, defined below) until and including March 8, 2024; and
2. Such further and other Relief as to this Honourable Court may seem just.

### **THE GROUNDS FOR THE MOTION ARE<sup>1</sup>**

1. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) made on July 25, 2023 (the “**Initial Order**”), Aleafia Health Inc. (“**AHI**” or “**Aleafia Health**”), Emblem Corp. (“**Emblem Corp**”), Emblem Realty Ltd. (“**Emblem Realty**”), Aleafia Brands Inc. (“**ABI**”), 2672533 Ontario Inc. (“**2672 Ont**”), 2676063 Ontario Inc (“**2676 Ont**”), Emblem Cannabis Corporation (“**Emblem Cannabis**”), Growwise Health Limited (“**Growwise**”), Canabo Medical Corporation (“**Canabo**”), Aleafia Inc. (“**Aleafia Sub**”), Aleafia Farms Inc.

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<sup>1</sup> All capitalized terms not otherwise defined have the meanings given to them in the Fifth Report of the Monitor dated January 20, 2024.

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(“**Aleafia Farms**”) and Aleafia Retail Inc. (“**Aleafia Retail**”), (the “**Initial Applicants**”) were granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and KSV Restructuring Inc. (“**KSV**”) was appointed monitor of the Initial Applicants (in such capacity, the “**Monitor**”);

2. On August 4, 2023, the Honourable Justice Penny granted the Amended and Restated Initial Order (the “**ARIO**”) which, *inter alia*, extended the Stay Period to September 1, 2023, authorized the Initial Applicants to refrain from making certain securities filings during the Stay Period, increased the amounts which the Initial Applicants may borrow under the DIP facility to \$6.6 million, increased the amounts which the Initial Applicants may pay critical third-party suppliers for certain pre-filing obligations to \$500,000 and increased the Charges (as defined in the ARIO);

3. On August 22, 2023, the Honourable Justice Conway granted an order (the “**SISP Order**”) approving a sale and investment solicitation process (“**SISP**”) and approving a Stalking Horse Asset Purchase and Subscription Agreement (as amended and restated on October 24, 2023, and amended on November 21, 2023 and December 15, 2023, the “**Stalking Horse Agreement**”) between AHI, Emblem Cannabis, Canabo and Aleafia Retail, as sellers (collectively, the “**Sellers**”), and RWB and RWB (PV) Canada Inc., a wholly-owned subsidiary of RWB, as purchaser (in such capacity, the “**Purchaser**”), solely for the purpose of constituting the “**Stalking Horse Bid**” under the SISP;

4. The Stalking Horse Bid was determined to be the successful bid in the SISP and a bid from Siva Selven (for a company to be later incorporated) (the “**Grimsby Purchaser**”) was identified as the successful bid for the Aleafia Farms facility located at 378 South Service Rd., Grimsby,

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Ontario (the “**Grimsby Facility**”), which was marketed in a standalone marketing process pursuant to the SISP Order;

5. On October 27, 2023, the Initial Applicants brought a motion seeking, among other things:

- (a) an Approval and Vesting Order (the “**Grimsby AVO**”), among other things:
  - (i) approving a sale transaction (the “**Grimsby Transaction**”) for the Grimsby Facility; and
  - (ii) authorizing a distribution to the DIP Lender from the Net Proceeds (as defined in the Grimsby AVO) of the Grimsby Transaction.

The Court granted the Grimsby AVO on October 27, 2023 and the Grimsby Transaction closed on November 1, 2023;

- (b) an Approval and Reverse Vesting Order (the “**RWB ARVO**”), among other things:
  - (i) approving the sale transactions contemplated by the Stalking Horse Agreement (the “**RWB Transactions**”); and
  - (ii) adding a newly incorporated entity, being 1000682692 Ontario Inc. (“**Residual Co.**”, and together with AHI, Emblem Corp., Emblem Realty, ABI, 2672 Ont and 2676 Ont, the “**Remaining Applicants**”), as an Applicant in these CCAA proceedings, and upon completion of the RWB Transactions, removing the Purchased Entities as Applicants in these CCAA proceedings.

The Court granted the RWB ARVO on October 30, 2023; and

- (c) an Order (the “**Ancillary Relief Order**”), among other things:
  - (i) authorizing and empowering the Monitor to exercise certain enhanced powers following delivery of the Monitor’s Closing Certificate (as defined in the RWB ARVO);
  - (ii) approving a key employee retention plan for certain senior management personnel;
  - (iii) approving an amendment to the DIP Term Sheet pursuant to which the maximum principal amount of the DIP Facility would be increased from

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\$6.6 million to \$8 million and granting a corresponding increase in the DIP Lender's Charge; and

- (iv) extending the Stay Period to and including November 30, 2023;

The Court granted the Ancillary Relief Order on October 30, 2023.

6. On November 27, 2023, the Court issued an Order, among other things, extending the Stay Period to and including January 26, 2024 to allow the RWB Transactions additional time to close;

7. Due to unanticipated delays in receiving the necessary regulatory approvals, which were outside the control of the Initial Applicants, on December 15, 2023, the parties entered into a second amendment to the Stalking Horse Agreement (the "**Second Amendment**"), the purpose of which was to further amend the outside date under the Stalking Horse Agreement from December 15, 2023 to January 19, 2024; and a third amendment to the DIP Term Sheet (the "**Third DIP Amendment**"), the purpose of which was to extend the maturity date under the DIP Term Sheet to January 19, 2024;

8. On or around January 12, 2024, the parties received the required regulatory approvals in order to satisfy the remaining conditions under the Stalking Horse Agreement. Accordingly, the RWB Transactions closed on January 12, 2024 upon the delivery of the Monitor's Closing Certificate to the Sellers and the Purchaser;

9. As the RWB Transactions have now closed, the Remaining Applicants no longer have any business operations or remaining material assets. The Monitor intends to bring a motion to terminate these CCAA proceedings and seek related relief;

***Stay Extension***

10. The Stay Period currently expires on January 26, 2024. The Monitor, for and on behalf of the Remaining Applicants, is requesting an extension of the Stay Period to and including March 8, 2024;

11. The Monitor intends to use the extended Stay Period to negotiate the terms of the CCAA termination order, including the releases to be sought therein, to the extent possible, with certain affected stakeholders in these CCAA proceedings;

12. The Remaining Applicants, with the assistance and oversight of the Monitor, have been acting, and continue to act, in good faith and with due diligence;

13. No creditor is expected to suffer material prejudice if the extension is granted;

14. The Monitor is not aware of any party opposed to the extension of the Stay Period;

15. The Updated Cash Flow Forecast reflects that the Remaining Applicants are projected to have sufficient liquidity to fund their expenses in these CCAA proceedings to and including March 8, 2024;

***Other Grounds***

16. Section 11 of the CCAA and the statutory, inherent and equitable jurisdiction of this Court;

17. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;  
and

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18. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

1. The Fifth Report of the Monitor dated January 20, 2024; and
2. Such further and other evidence as counsel may advise and this Honourable Court may permit.

January 20, 2024

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TO: **THE SERVICE LIST**

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 ALEAFIA HEALTH INC., EMBLEM CORP., EMBLEM  
REALTY LTD., ALEAFIA BRANDS INC., 2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

Court File No. CV-23-00703350-00CL

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

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION**

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# TAB 2



Court File No. CV-23-00703350-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE	)	WEDNESDAY, THE 24 <sup>TH</sup>
	)	
JUSTICE PENNY	)	DAY OF JANUARY, 2024

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 ALEAFIA  
HEALTH INC., EMBLEM CORP., EMBLEM REALTY LTD., ALEAFIA BRANDS INC.,  
2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

**ORDER  
(Stay Extension)**

**THIS MOTION**, made by KSV Restructuring Inc., in its capacity as Court-appointed monitor of the Applicants (in such capacity, the “**Monitor**”), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for an order extending the Stay Period (as defined in the Amended and Restated Initial Order made in these CCAA proceedings dated August 4, 2023) was heard this day by judicial videoconference via Zoom in Toronto, Ontario.

**ON READING** the Motion Record of the Monitor, the Fifth Report of the Monitor dated January 20, 2024, and on hearing the submissions of counsel for the Monitor, counsel for the Applicants, and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Marleigh Dick affirmed January [●], 2024:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service 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.

**STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including March 8, 2024.

**GENERAL**

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

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Germany or in Australia, to give effect to this Order and to assist the Applicants, 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 Applicants 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the

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terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

6. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order without the need for entry or filing.

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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 THE COMPROMISE OR ARRANGEMENT OF ALEAFIA HEALTH INC., EMBLEM CORP., EMBLEM  
REALTY LTD., ALEAFIA BRANDS INC., 2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

Court File No. CV-23-00703350-00CL

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

PROCEEDING COMMENCED AT TORONTO

**ORDER  
(Stay Extension)**

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Counsel for KSV Restructuring Inc., in its capacity as Monitor of  
Aleafia Health Inc. et al. and not in its personal capacity

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 ALEAFIA HEALTH INC., EMBLEM CORP., EMBLEM  
REALTY LTD., ALEAFIA BRANDS INC., 2672533 ONTARIO INC., 2676063 ONTARIO INC. and 1000682692 ONTARIO INC.

Applicants

Court File No. CV-23-00703350-00CL

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

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD**

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