



February 22, 2024

**Sixth Report of
KSV Restructuring Inc.
as CCAA Monitor of
Aleafia Health Inc., Emblem Corp.,
Emblem Realty Ltd. Aleafia Brands
Inc., 2672533 Ontario Inc., 2676063
Ontario Inc. and 1000682692
Ontario Inc.**

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

SIXTH REPORT OF KSV RESTRUCTURING INC.

FEBRUARY 22, 2024

1.0 Introduction

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. ("Aleafia Farms") and Aleafia Retail Inc. ("Aleafia Retail") (collectively, the "Initial Applicants" and each an "Initial Applicant") 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. As at the date of the Initial Order, AHI, directly or indirectly, wholly-owned each of the other Initial Applicants (collectively with AHI, the "Aleafia Group") and had a 9.9% interest in a non-Applicant affiliate, One Plant (Retail) Corp., which operates a chain of cannabis retail stores.
3. Pursuant to the terms of the Initial Order, among other things, the Court:
 - a) granted a stay of proceedings in favour of each of the Initial Applicants to and including August 4, 2023 (the "Stay Period");
 - b) approved the terms of a debtor-in-possession credit facility (the "DIP Facility") in the maximum principal amount of \$2.27 million until the comeback motion on August 4, 2023 (the "Comeback Motion") to be made available to the Initial Applicants pursuant to a DIP term sheet dated July 24, 2023 (as amended and restated, the "DIP Term Sheet") between certain of the Initial Applicants, as borrowers and guarantors, and Red White & Bloom Brands Inc., as lender ("RWB", and in such capacity, the "DIP Lender"); and

- c) granted the following charges on the Initial Applicants' current and future assets, property and undertaking (collectively, the "Property"):
 - i. a charge in the amount of \$500,000 to secure the fees and disbursements of the Initial Applicants' legal counsel, as well as the fees and disbursements of the Monitor and its independent legal counsel (the "Administration Charge");
 - ii. a charge up to the maximum amount of the DIP Obligations (as defined in the Initial Order) at the relevant time in favour of the DIP Lender (the "DIP Lender's Charge"); and
 - iii. a charge in the amount of \$835,000 in favour of the directors and officers of the Initial Applicants (the "Directors' Charge", and collectively with the DIP Lender's Charge and Administration Charge, the "Charges").
- 4. At the Comeback Motion, the Court issued an Amended and Restated Initial Order (the "ARIO"). Pursuant to the ARIO, among other things:
 - a) the Stay Period was extended from August 4, 2023, to and including September 1, 2023;
 - b) the Initial Applicants were granted authority to borrow up to \$6.6 million under the DIP Facility from the original maximum amount of \$2.27 million;
 - c) the quantum of each of the priority Charges against the Property was increased as set out below:
 - i. the Administration Charge was increased to \$1.25 million;
 - ii. the DIP Lender's Charge was increased to the maximum amount of the DIP Obligations at the relevant time, which captured the Initial Applicants' increased ability to borrow under the DIP Facility of up to \$6.6 million; and
 - iii. the Directors' Charge was increased to \$2.85 million; and
 - d) AHI was relieved from: (i) any obligations to call and hold its annual general meeting of shareholders; and (ii) certain other reporting obligations under applicable securities law.
- 5. The principal purpose of these CCAA proceedings was to create a stabilized environment to enable the Initial Applicants to: (a) secure urgently required debtor-in-possession financing pursuant to the terms of the DIP Facility; and (b) pursue a restructuring of their business and/or a sale of their business and assets by conducting a Court-supervised sale and investor solicitation process ("SISP").
- 6. On August 22, 2023, the Initial Applicants sought and the Court issued an order (the "SISP Order"), among other things, approving a 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.

7. The Stalking Horse Agreement contemplated a reverse vesting transaction, pursuant to which RWB, through the Purchaser, would acquire, directly or indirectly, all of the shares of Emblem Cannabis, Canabo, Aleafia Sub, Aleafia Farms, Growwise and Aleafia Retail (collectively, the “Purchased Entities”) and certain intellectual property assets of AHI, and all Excluded Assets and Excluded Liabilities (each as defined in the Stalking Horse Agreement) would be transferred to one or more newly incorporated corporations (i.e., a “Residual Co.”, which would become an Applicant in these CCAA proceedings).
8. The Stalking Horse Bid was determined to be the successful bid in the SISP and a separate third-party bid was identified as the successful bid for the Aleafia Farms facility located at 378 South Service Rd., Grimsby, Ontario (the “Grimsby Facility”), which was marketed in a standalone marketing process pursuant to the SISP Order.
9. Accordingly, the Initial Applicants brought a motion to Court returnable on October 27, 2023, 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 \$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.

10. 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. The RWB Transactions closed on January 12, 2024.
11. On January 24, 2024, the Court issued an Order, among other things, extending the Stay Period to and including March 8, 2024, to allow the Monitor additional time to negotiate the terms of a CCAA termination order, including the potential releases to be sought therein, to the extent possible, with certain affected stakeholders in these CCAA proceedings.
12. The Monitor is now seeking an order from the Court to effect a wind-up and termination of these CCAA proceedings.
13. Additional background information regarding the Initial Applicants and these proceedings is included in the Monitor's prior reports to Court, and accordingly, is not repeated herein. The Monitor's prior reports, together with all other court materials filed in these proceedings, are available on the Monitor's website at the following link: <https://www.ksvadvisory.com/experience/case/aleafia> (the "Case Website").

1.1 Purposes of this Report

1. The purposes of this report (the "Report") are to:
 - a) discuss the basis on which it is proposed that these CCAA proceedings be terminated and the Monitor discharged;
 - b) summarize the fees and disbursements of the Monitor and its counsel, Osler, Hoskin & Harcourt LLP ("Osler"), plus a fee estimate of \$125,000 collectively (the "Estimated Remaining Fees"), plus disbursements and HST, for the remainder of these CCAA proceedings until they are terminated;
 - c) provide the Monitor's rationale for recommending that the Court approve the assignment of the Aleafia Claim (as defined below) to the Debentureholders (as defined below) through Computershare Trust Company of Canada, in its capacity as trustee under that certain debenture indenture dated June 27, 2019 (as supplemented, amended and revised, the "Debenture Indenture");
 - d) discuss the reasons why the Monitor believes that the Stay Period should be extended from March 8, 2024 to the CCAA Termination Time (as defined below); and

- e) recommend that the Court issue an Order (the “CCAA Termination Order”), among other things:
- i. discharging KSV in its capacity as the Monitor of the Remaining Applicants effective upon the service by the Monitor of an executed copy of a certificate in substantially the form attached as Schedule “A” to the CCAA Termination Order (the “Monitor’s Termination Certificate”, and the time of service thereof being the “CCAA Termination Time”);
 - ii. releasing and discharging the Charges effective at the CCAA Termination Time without any further act or formality;
 - iii. from and after the CCAA Termination Time:
 - authorizing the Remaining Applicants to make an assignment in bankruptcy pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (“BIA”);
 - authorizing and empowering the Monitor to file any such assignment in bankruptcy for and on behalf of the Remaining Applicants; and
 - authorizing and empowering (but not requiring) KSV to act as trustee in the bankruptcy (the “Trustee”) of the Remaining Applicants, and to fund reasonable retainers to any such Trustee from the Administrative Expense Amount (as defined in the Stalking Horse Agreement);
 - iv. authorizing the Trustee to administer the bankruptcy estates of the Remaining Applicants as if such estates were in respect of a single bankrupt for the purposes of carrying out its duties and responsibilities as Trustee under the BIA;
 - v. approving the assignment of the Aleafia Claim pursuant to the Assignment Agreement (as defined below);
 - vi. granting certain releases (the “Releases”) in favour of the Released Parties, the RWB Released Parties and Released D&Os (each as defined below);
 - vii. extending the Stay Period from March 8, 2024 to the CCAA Termination Time;
 - viii. approving the fees and disbursements of the Monitor and Osler as described in this Report, including the Estimated Remaining Fees; and
 - ix. approving the Fourth Report of the Monitor dated November 23, 2023, the Fifth Report of the Monitor dated January 20, 2024 and this Report, and the actions, conduct and activities of the Monitor referred to therein.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Remaining Applicants' unaudited financial information, books and records and discussions with the Remaining Applicants' management and legal counsel.
2. The Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence. The Monitor does not accept any responsibility to any third party for any reliance they may place on the Remaining Applicants' financial information herein.
3. Future oriented financial information relied upon in this Report is based upon the Remaining Applicants' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. The Monitor expresses no opinion or other form of assurance with respect to this information.

1.3 Currency

1. Unless otherwise noted, all currency references in this Report are in Canadian dollars.

2.0 Background

1. Prior to the RWB Transactions, the Aleafia Group was a federally licensed Canadian cannabis organization which operated two primary lines of business, being: (i) cannabis production and resale; and (ii) virtual cannabis clinics. The Aleafia Group sold cannabis products primarily through three core sales channels: adult-use, medical and international.
2. Pursuant to the RWB Transactions, AHI conveyed the business of the Initial Applicants to the Purchaser and, accordingly, the Remaining Applicants do not have any material assets or conduct any business operations.
3. Further information with respect to the Initial Applicants' business and operations, and details of the events leading up to the granting of the Initial Order, can be found in the Court materials previously filed by the Initial Applicants and the Monitor in these proceedings, which are available on the [Case Website](#).

3.0 CCAA Termination Order

1. Pursuant to the proposed CCAA Termination Order, the Monitor will be authorized to issue the Monitor's Termination Certificate following the completion of any other matters necessary to complete these CCAA proceedings to the Monitor's satisfaction. The costs of the wind-down are to be funded through the Administrative Expense Amount, of which the Monitor is currently holding approximately \$298,000 pursuant to the terms of the Stalking Horse Agreement. At the CCAA Termination Time, it is contemplated that these CCAA proceedings and the stay of proceedings in favour of the Remaining Applicants will be terminated and KSV will be released and discharged as Monitor of the Remaining Applicants.

2. The Monitor's recommendation with respect to certain of the relief sought under the proposed CCAA Termination Order is detailed in the sections below.

3.1 Bankruptcies and Consolidation

1. In order to facilitate the orderly and efficient wind-up of the Remaining Applicants' estates, the proposed CCAA Termination Order authorizes the Monitor to make an assignment in bankruptcy from and after the CCAA Termination Time and to fund a reasonable reserve to the bankruptcy estates for the administration of the bankruptcies. KSV is prepared to act as Trustee of the Remaining Applicants.
2. The Remaining Applicants are comprised of seven different legal entities. It is currently anticipated that assignments into bankruptcy will be filed in respect of each such entity as soon as practicable after the filing of the Monitor's Termination Certificate.
3. Prior to the RWB Transactions, AHI was the holding company that provided back-office and administrative support for the Aleafia Group. Each of the other Remaining Applicants, including Residual Co., have no material assets and conducted no or nominal business activity, as the business operations were conducted primarily through the Purchased Entities.
4. As the Remaining Applicants have no business or material assets, it is not expected that there will be funds available for distribution to creditors in the bankruptcies.
5. In order to reduce the costs of the bankruptcy process and to facilitate the orderly administration of the bankruptcy estates, the Monitor is seeking an order from the Court to procedurally consolidate the bankruptcies (the "Consolidated Proceedings"). The Consolidated Proceedings will allow for, among other things, one newspaper notice, one mailing to all creditors of the Remaining Applicants and one creditors' meeting.
6. The Monitor believes that procedurally consolidating the bankruptcy proceedings is appropriate as: (a) the consolidation sought will allow the Trustee to advance these proceedings in the most expedient and efficient manner for the benefit of stakeholders; (b) it will facilitate the orderly administration of these proceedings; (c) creditor rights will not be prejudiced by the procedural consolidation; and (d) it will reduce costs.
7. The Monitor is of the view that the Consolidated Proceedings are appropriate, as they will be more efficient and reduce costs in the bankruptcy proceedings and forego the need for a further hearing in the bankruptcy proceedings to provide for same. Accordingly, the Monitor recommends that the Court issue an order authorizing the Trustee to administer the Consolidated Proceedings.

3.2 Releases¹

1. The proposed CCAA Termination Order provides for a release of all claims against (a) the Monitor and its legal counsel; (b) counsel to the Applicants and, in the case of (a) and (b), each of their respective affiliates and present and former officers, directors, partners, employees and agents, as applicable (collectively, the “Released Parties”), in respect of any claims of any kind whatsoever based on any act or omission, transaction, dealing or other occurrence in respect of these CCAA proceedings or their respective conduct in these CCAA proceedings, including any actions taken by KSV or Osler following the CCAA Termination Time with respect to the Remaining Applicants or these CCAA proceedings.
2. The proposed CCAA Termination Order also provides for a release of all claims against RWB and the Purchaser (collectively, the “RWB Released Parties”), in respect of any claims of any kind whatsoever based on any act or omission, transaction, dealing or other occurrence existing or taking place following the commencement of these CCAA proceedings and prior to the CCAA Termination Time in respect of the DIP Facility and the Senior Loan Agreement (each as defined in the Stalking Horse Agreement), the repayment thereof, and/or the realization on the security granted in connection therewith.
3. Furthermore, the proposed CCAA Termination Order also provides for a release of all claims against the directors and officers of the Remaining Applicants and Purchased Entities who were directors or officers on the date of the Initial Order (collectively, the “Released D&Os”), in respect of any claims of any kind whatsoever based on any act or omission, transaction, dealing or other occurrence existing or taking place following the commencement of these CCAA proceedings and prior to the CCAA Termination Time in respect of the Remaining Applicants and Purchased Entities, the business, operations, assets, property and affairs of the Remaining Applicants and the Purchased Entities and/or these CCAA proceedings.
4. The proposed Releases do not release: (a) any gross negligence or willful misconduct on the part of any of the Released Parties, RWB Released Parties or Released D&Os; and in the case of the Released D&Os, (b) any claim that is not permitted to be released pursuant to section 5.1(2) of the CCAA; and (c) any action, application or other proceeding in respect of any claim or liability which is an insured claim.
5. The proposed CCAA Termination Order also provides that any claim or liability that is an insured claim under any insurance policy maintained by the Remaining Applicants may be commenced or continued to the point of determination of liability, if any, provided that any person asserting such insured claim shall only be entitled to recover from proceeds under such insurance policy, to the extent available.

¹ The following constitutes a summary of the release provisions of the CCAA Termination Order. Reference should be made directly to the proposed CCAA Termination Order for a complete understanding of the terms of the proposed release.

6. In the Monitor's view:
 - a) the Released Parties, the RWB Released Parties and the Released D&Os have facilitated and significantly contributed to these CCAA proceedings, including the RWB Transactions, which ultimately saw the Aleafia Group's business continue until such time as it could be sold for the benefit of a variety of stakeholders, including many of the Aleafia Group's suppliers, customers and employees; and
 - b) the Releases are appropriately limited in scope and tailored given the exclusions noted above, and the proposed treatment of insured claims is reasonable and appropriate in the circumstances.

3.3 Stay Extension

1. The Stay Period is set to expire on March 8, 2024. Pursuant to the proposed CCAA Termination Order, the Monitor is requesting an extension of the stay to the CCAA Termination Time in the event that the Monitor is not in a position to deliver the Monitor's Termination Certificate by March 8, 2024.
2. The Monitor supports the request for an extension of the Stay Period for the following reasons:
 - a) 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;
 - b) no creditor is expected to suffer material prejudice if the extension is granted;
 - c) as of the date of this Report, the Monitor is not aware of any party opposed to an extension of the Stay Period; and
 - d) the remaining Administrative Expense Amount is projected to provide sufficient liquidity to fund the expenses in these CCAA proceedings to and including the CCAA Termination Time.

4.0 Claim Assignment

1. Pursuant to its enhanced powers granted in the Ancillary Relief Order, the Monitor, on behalf of AHI and Emblem Corp (collectively, the "Assignor"), has reached an agreement (the "Assignment Agreement") with certain holders of convertible debentures issued by AHI (the "Debentureholders"), subject to approval by the Court. The Assignment Agreement provides for the assignment to the Debentureholders through Computershare Trust Company of Canada, in its capacity as trustee under the Debenture Indenture, of any and all claims of the Assignor against Manning Elliott LLP (the "Auditor"), whom AHI engaged for certain auditing and related services, and its directors, officers, partners, managers, employees, insurers and agents (the "Aleafia Claim"). The Assignment Agreement is substantially in the form attached as Appendix "A".

2. The Debentureholders are owed not less than \$43,000,000 by the Assignor. The Debentureholders have agreed to pay \$5,000,000 for the assignment of the Aleafia Claim (the "Consideration"), which Consideration will be satisfied entirely by way of reduction to the amounts due and owing by the Assignor to the Debentureholders.
3. The parties to the Assignment Agreement have expressly acknowledged and agreed that the Monitor, acting in its capacity as Monitor of the Assignor and in accordance with the expanded power granted to it, shall have no liability in connection with the Assignment Agreement or the assignment contemplated therein whatsoever in its capacity as Monitor, its personal capacity or otherwise.
4. The Monitor recommends that the Court approve the assignment of the Aleafia Claim. The Debentureholders constitute secured creditors of the Assignor and have not received, and are not expected to receive, any distributions in these CCAA proceedings. As reflected in prior Reports of the Monitor filed in these CCAA proceedings, there was limited interest expressed in the assets of the Initial Applicants through the SISP and, as of the date of this Report, the Monitor is not aware of any other party who has expressed interest in the Aleafia Claim.
5. Osler has conducted a review of the security granted by Aleafia Health and Emblem Corp in connection with the Debenture Indenture and has provided the Monitor with a verbal opinion confirming that, subject to the restrictions, assumptions and qualifications customary for opinions of this nature, such security constitutes valid and enforceable security perfected by registration in the Province of Ontario.
6. The Monitor notes that the Auditor's counsel is on the service list in these CCAA proceedings and will be served with a copy of the Monitor's Motion Record.

5.0 Professional Fees

1. Provided the Court approves the proposed CCAA Termination Order, all of the matters to be addressed in these CCAA proceedings, aside from those limited matters required to wind down these proceedings as detailed in this Report, will have been completed. As a result, the Monitor seeks approval of: (a) its fees and disbursements incurred since the commencement of these proceedings to January 31, 2024; (b) the fees and disbursements of Osler incurred since the commencement of these CCAA proceedings to February 15, 2024; and (c) the Estimated Remaining Fees, which will be necessary for the Monitor and Osler to complete its remaining duties in these CCAA proceedings (estimated not to exceed \$125,000 in aggregate).
2. The fees (excluding disbursements, costs and HST) (a) of the Monitor from July 4, 2023 to January 31, 2024 total approximately \$614,316.26; and (b) of Osler from July 15, 2023 to February 15, 2024 total approximately \$578,474.50.
3. The average hourly rates for the Monitor and Osler for the referenced billing periods were \$527.81 and \$880.61, respectively.
4. Invoices in respect of the fees and disbursements of the Monitor and Osler are provided in appendices to the affidavits attached as Appendices "B" and "C", respectively. The invoices have been redacted to remove privileged, confidential and sensitive information.

5. The Monitor is of the view that the hourly rates charged by Osler are consistent with the rates charged by large corporate law firms practicing in the area of corporate insolvency and restructuring in the Toronto market, that Osler's billings reflect work performed consistent with the Monitor's instructions, and that the overall fees charged by Osler and the Monitor are reasonable and appropriate in the circumstances.

6.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the proposed CCAA Termination Order.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,

IN ITS CAPACITY AS MONITOR OF

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

Appendix “A”

ASSIGNMENT AGREEMENT

This **ASSIGNMENT AGREEMENT** (this "**Agreement**") is made with effect as of the _____ day of _____, 2024.

BETWEEN:

ALEAFIA HEALTH INC. AND EMBLEM CORP.

(collectively, the "**Assignor**")

AND

**THE CONVERTIBLE DEBENTUREHOLDERS
OF ALEAFIA HEALTH INC. THROUGH COMPUTERSHARE
TRUST COMPANY OF CANADA ("COMPUTERSHARE") IN ITS
CAPACITY AS TRUSTEE UNDER THE DEBENTURE
INDENTURE DATED JUNE 27, 2019 (AS SUPPLEMENTED,
AMENDED AND REVISED)**

(collectively, the "**Assignee**")

WHEREAS:

- A. Aleafia Health Inc. engaged Manning Elliott LLP (the "**Auditor**") pursuant to which engagements the Auditor provided certain auditing and related services.
- B. The Assignor and certain affiliates commenced proceedings under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**"), and, on July 25, 2023, an initial order (the "**Initial Order**") was granted by the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), pursuant to which, *inter alia*, KSV Restructuring Inc. was appointed as monitor (in such capacity, the "**Monitor**").
- C. On October 30, 2023, the Court granted an Order in the CCAA proceedings (the "**Ancillary Relief Order**"), among other things, authorizing and empowering the Monitor to exercise certain enhanced powers, including to execute agreements in the name of or on behalf of the Assignor, upon the Monitor's delivery of the Monitor's Closing Certificate (as defined in the Ancillary Relief Order). As of the date hereof, the Monitor has delivered the Monitor's Closing Certificate and is therefore authorized and empowered to exercise such enhanced powers.
- D. The Assignee is owed not less than forty-three million dollars in Canadian currency (CAD \$43,000,000.00) by the Assignor, and has not received, and is not expected to receive, any distributions from the Assignor and its affiliates in the CCAA proceedings.
- E. For the consideration and on the terms set out herein, the Assignor has agreed to assign, and the Assignee has agreed to assume, any and all of the Assignor's claims as against

the Auditor, including as against its directors, officers, partners, managers, employees, insurers and agents.

NOW THEREFORE in consideration of the mutual covenants and agreements hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

1. Definitions

Unless otherwise stated, capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Initial Order.

2. Assignment

Effective on the date hereof (the "**Effective Date**"), and subject only to the granting by the Court of an approval and vesting order in form and substance acceptable to the Assignor, the Assignee and the Monitor, the Assignor hereby grants, assigns, transfers and delivers unto the Assignee any and all manners of action, causes of action, suits, claims, and proceedings of any and every nature whatsoever that now exist, have existed or may exist as against the Auditor and its directors, officers, partners, managers, employees, insurers and agents, to the extent permitted by applicable law, which the Assignee shall have and hold absolutely (collectively, the "**Aleafia Claim**").

3. Consideration

The Assignor and the Assignee hereby agree that as consideration for the agreement of the Assignor to the assignment and transfer of the Aleafia Claim contained in Section 2 hereof, the Assignee shall pay or cause to be paid, to the Assignor, or as the Monitor, on behalf of the Assignor, may direct, the all-inclusive sum amount of five million dollars in Canadian currency (CAD \$5,000,000.00) (the "**Consideration**"), which Consideration shall be satisfied entirely by way of a reduction in the amounts due and owing by the Assignor to the Assignee. For greater certainty, the Assignor's debt due and owing to the Assignee shall be reduced only by the amount of the Consideration and the balance of the debt owing by the Assignor to the Assignee shall remain unaffected and fully due, owing and payable by the Assignee to the Assignor.

4. No Liability

The Assignor and the Assignee acknowledge and agree that the Monitor, acting in its capacity as Monitor of the Assignor in the CCAA proceedings and in accordance with the expanded powers granted to it pursuant to the Ancillary Relief Order, shall have no liability in connection with this Agreement or the assignment contemplated herein whatsoever in its capacity as Monitor, in its personal capacity or otherwise.

5. Headings

The inclusion in this Agreement of headings of articles and sections are for convenience of reference only and are not intended to be full or precise descriptions of the text to which they refer.

6. Severability

If any provision of this Agreement is or becomes illegal, invalid or unenforceable in any jurisdiction, the illegality, invalidity or unenforceability of that provision will not affect:

- (a) the legality, validity or enforceability of the remaining provisions of this Agreement; or
- (b) the legality, validity or enforceability of that provision in any other jurisdiction.

7. Further Assurances

Each of the parties hereto shall execute and deliver such additional documents and instruments and shall perform such additional acts as may be reasonably necessary or appropriate in connection with this Agreement and all transactions contemplated by this Agreement to effectuate, carry out and perform all of the covenants, obligations, and agreements contained herein.

8. Assignment

No party may assign this Agreement without the prior written consent of the other parties, which consent may not be unreasonably withheld or delayed.

9. Successors and Assigns

The provisions of this Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

10. Counterparts

This Agreement may be executed in any number of counterparts and all such counterparts shall, for all purposes, constitute one agreement binding on all the parties hereto notwithstanding that all parties are not signatories to the same counterpart, provided that each party has signed at least one counterpart.

11. Facsimile Signatures

This Agreement may be executed and delivered by facsimile or electronic transmission and the parties hereto may rely upon all such signatures as though such signatures were original signatures.

12. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the date first written above.

**ASSIGNOR, by KSV RESTRUCTURING INC.,
solely in its capacity as Court-appointed
Monitor of the Assignor and in no other
capacity, and as authorized pursuant to Court
order**

Per: _____
Name:
Title:

I have authority to bind the Monitor

ASSIGNEE

Per: _____
Name: ●
Title: ●, Computershare Trust Company
of Canada

I have authority to bind the Assignee

Appendix “B”

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

**AFFIDAVIT OF NOAH GOLDSTEIN
(sworn February 22, 2024)**

I, **NOAH GOLDSTEIN**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY
AS FOLLOWS:**

1. I am a Managing Director of KSV Restructuring Inc. ("KSV"). Pursuant to an order of the Ontario Superior Court of Justice ("Court") made on July 25, 2023, 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. ("Aleafia Farms") and Aleafia Retail Inc. ("Aleafia Retail") (collectively, the "Initial Applicants"), were granted protection under the *Companies' Creditors Arrangement Act* (Canada) (the "CCAA") and KSV was appointed as the Monitor in these proceedings, and as such I have knowledge of the matters deposed to herein.
2. This Affidavit is sworn in support of a motion seeking, among other things, approval of the Monitor's fees and disbursements for the period July 4, 2023 to January 31, 2024 (the "Period").
3. The Monitor's invoices for the Period disclose in detail: the nature of the services rendered; the time expended by each person and their hourly rates; the total charges for the services rendered; and the disbursements charged. Copies of the Monitor's invoices are attached hereto as Exhibit "A" and the billing summary is attached hereto as Exhibit "B".
4. The Monitor spent a total of 1,163.90 hours on this matter during the Period, resulting in fees totalling \$614,316.26, excluding disbursements and HST, as summarized in Exhibit "B".
5. As reflected on Exhibit "B", the Monitor's average hourly rate for the Period was \$527.81.

6. I verily believe that the time expended and the fees charged are reasonable in light of the services performed and the prevailing market rates for services of this nature in downtown Toronto.

SWORN before me at the City of)
Toronto, in the Province of Ontario)
this 22nd day of February, 2024.)
This affidavit was commissioned remotely in)
accordance with O. Reg. 431/20,)
Administering Oath or Declaration Remotely)
)
_____)
Catherine Anne Stuyck-Therault, a Commissioner, etc.,)
Province of Ontario for KSV Advisory Inc. and)
KSV Restructuring Inc.)
Expires February 19, 2025)



NOAH GOLDSTEIN

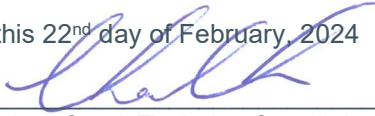
Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF NOAH GOLDSTEIN

Sworn before me

this 22nd day of February, 2024



Catherine Anne Stuyck-Therault, a Commissioner, etc.,
Province of Ontario for KSV Advisory Inc. and KSV Restructuring Inc.
Expires February 19, 2025



ksv advisory inc.

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Toronto, Ontario, M5J 2W4

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INVOICE

Aleafia Health Inc.
85 Basaltic Rd
Concord, ON L4K 1G4

August 16, 2023

Invoice No: 3240
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending July 31, 2023 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively during the month of July, 2023 with representatives of the Applicants and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, regarding strategic issues relating to a CCAA filing, including attending calls on a near daily basis during July 2023;
- Attending several calls with the Board of Directors of Aleafia Health Inc. regarding the CCAA proceedings;
- Corresponding extensively with management regarding the potential CCAA proceedings;
- Reviewing several drafts of the Applicants' 13-week cash flow projection (the "Projection") and discussing same with the Applicants;
- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning certain matters in the CCAA proceedings;

- Reviewing the Applicants' corporate chart;
- Reviewing the Companies' publicly available information, including historical financial statements, Management Discussion and Analysis and recent press releases;

CCAA Filing and Comeback Motion

- Reviewing and commenting extensively on all draft court materials filed in connection with the Applicants' CCAA filing on July 25, 2023 (the "CCAA Application Materials"), including:
 - the Affidavit of Patricia Symmes-Rizakos sworn July 24, 2023 (the "Initial Affidavit");
 - the Initial Order;
 - the Factum of the Applicants; and
 - a Debtor-in-Possession Facility Agreement (the "DIP Term Sheet");
- Corresponding extensively with Osler, Aird & Berlis and Gowling regarding the draft CCAA Application Materials, including attending calls with Osler and Aird & Berlis on July 20 and 21, 2023, to discuss the Initial Affidavit and DIP Term Sheet;
- Preparing KSV's Pre-Filing Report to Court dated July 24, 2023 in its capacity as proposed CCAA monitor (the "Monitor") of the Applicants (the "Pre-filing Report");
- Preparing appendices to the Pre-filing Report;
- Calculating the various Court ordered charges in connection with the Initial Order;
- Corresponding extensively with Osler and Aird & Berlis regarding the Pre-filing Report;
- Attending Court (virtually) on July 25, 2023 regarding the initial application;
- Reviewing and commenting on all draft Court materials prepared in connection with the Applicants' comeback hearing scheduled on August 4, 2023 (the "Comeback Motion"), including:
 - the motion record of the Applicants returnable August 4, 2023;
 - the Affidavit of Patricia Symmes-Rizakos sworn July 26, 2023;
 - the Amended and Restated Initial Order; and
 - the Factum of the Applicants;
- Preparing, in draft, the Monitor's First Report to Court dated August 1, 2023 (the "First Report") in connection with the Comeback Motion;
- Corresponding extensively with Osler and Aird & Berlis regarding the First Report;
- Preparing and filing Form 1, Information Pertaining to the Initial Order, with the Office of the Superintendent of Bankruptcy Canada ("OSB");

- Preparing and filing Form 2, Debtor Company Information Summary, with the OSB;
- Maintaining the Service List in these proceedings on the Monitor's website;

Operational Matters

- Preparing and finalizing a communication plan and other notices (the "Communications Plan") for the Applicants' stakeholders in connection with the CCAA Proceedings, including:
 - customer scripts;
 - supplier scripts;
 - a notice published in the national edition of *The Globe and Mail* newspaper in accordance with the Initial Order; and
 - a statutory notice dated July 31, 2023 to all known creditors of the Applicants advising of the CCAA proceedings (the "Notice to Creditors");
- Discussing the Communications Plan with Osler, Aird & Berlis and the Applicants;
- Reviewing and corresponding with the Applicants regarding their creditor listing in connection with the Notice to Creditors;
- Corresponding on a daily basis with management of the Applicants to discuss operational, supplier and customer issues;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;
- Attending multiple calls with the Applicants' critical suppliers, including on July 25, 26, 27, 28 and 31, 2023;
- Attending update calls with Osler and Aird & Berlis regarding the status of the CCAA proceedings, including on July 23 and 31, 2023;

Cash Flow & DIP Financing

- Assisting the Applicants in preparing a projected 13-week Statement of Cash Flow for the Applicants and corresponding extensively with the Applicants and the DIP Lender in connection with the same;
- Corresponding with the Applicants regarding its reporting requirements under the DIP Term Sheet, including attending calls on July 14 and 27, 2023;

SISP Development

- Corresponding with the Applicants to develop a proposed sale and investment solicitation process ("SISP"), including a potential stalking horse bid from the DIP Lender;
- Corresponding with Gowling in connection with the SISP and the potential stalking horse bid;
- Corresponding extensively with the Applicants and Aird & Berlis to assist in negotiating the terms of the stalking horse bid;

- Reviewing and organizing financial, operational and other information provided by the Applicants and preparing a virtual data room for potential buyers in connection with the SISP;
- Preparing a prospective buyers list in connection with the SISP;

Other

- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$	136,751.06
HST		<u>17,777.64</u>
Total due	\$	<u>154,528.70</u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending July 31, 2023

Personnel	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	700	87.75	61,425.00
Eli Brenner	535	4.75	2,541.25
Murtaza Tallat	525	97.95	51,423.75
Ben Luder	425	31.00	13,175.00
Other Staff and administration		24.25	7,857.00
Total fees		245.70	136,422.00
Add: Out of Pocket Disbursements			
Postage			240.86
Photocopies			88.20
Out-of-pocket disbursements			329.06
Total fees and disbursements			136,751.06



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INVOICE

Aleafia Health Inc.
PO Box 262 STN Main
Paris, ON N3L 3G2

September 21, 2023

Invoice No: 3273
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending August 31, 2023 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning all matters in the CCAA proceedings;
- Corresponding with the ad-hoc committee of the Applicant's secured debentureholders (the "Ad-hoc Committee") and its counsel, Bennett Jones LLP ("Bennett Jones"), including weekly meetings to discuss the status of the CCAA proceedings;

Court Matters

- Attending Court (virtually) on August 4, 2023 in connection with the Applicants' comeback motion;
- Reviewing and commenting on all draft court-materials filed in connection with a motion to approve a sale and investment solicitation process ("SISP") on August 22, 2023 (the "SISP Motion"), including;

- the Notice of Motion;
- the Affidavit of Affidavit of Tricia Symmes sworn August 11, 2023;
- the Stalking Horse and SISP Approval Order;
- the Factum of the Applicants;
- Corresponding with Osler and Aird & Berlis regarding the draft the SISP Motion materials;
- Preparing the Monitor's Second Report to Court dated January 4, 2023 (the "Second Report") in connection with the SISP Motion;
- Assisting the Applicants prepare a cash flow forecast in connection with the SISP Motion;
- Corresponding extensively with Osler and Aird & Berlis regarding the Second Report;
- Attending Court (virtually) on August 22, 2023 regarding the SISP Motion;
- Maintaining the Service List in these proceedings on the Monitor's website;

Operational Matters

- Corresponding on a daily basis with management of the Applicants to discuss operational, suppliers and customer issues;
- Attending calls on a virtually daily basis during the period with the Applicants' critical suppliers and partners, including medical cannabis clinics and cannabis retailers;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;
- Reviewing the Applicants' weekly salary and hourly payroll obligations;
- Corresponding with certain of the Applicants' utilities providers, including GrandBridge Energy Inc. and Grimsby Power Inc., regarding the continuation of utilities at the Applicants' facilities;
- Attending a weekly meeting to discuss the Applicants' proposed weekly disbursements, including on August 3, 10, 17, 24 and 31, 2023;
- Reviewing numerous ad-hoc purchasing and disbursement requests from the Applicants;
- Corresponding with Pure Industrial, the Applicants' landlord for its head office premises in Concord, Ontario, regarding the status of the head office lease (the "Head Office Lease");
- Corresponding with the Applicants and Osler regarding the Head Office Lease, including in connection with a potential assignment of the same;
- Considering with Raymond Chabot Inc, the Court appointed Monitor of Capcium, Inc., one of the Applicants' customers, regarding the recall of a product mandated by Health Canada;
- Corresponding extensively with the DIP Lender regarding the Applicants' organizational structure;

- Reviewing correspondence received by the Applicants from the Canada Revenue Agency (“CRA”) and Health Canada regarding the status of their cannabis licenses, and discussing the same with the Applicants and Aird & Berlis;

Cash Flow & DIP Reporting

- Assisting the Applicants prepare a projected 13-week Statement of Cash Flow and a weekly and cumulative variance analysis in connection with their reporting requirements (the “DIP Reporting”) under their interim financing facility (the “DIP Facility”)
- Corresponding extensively with the Applicants regarding the DIP Reporting, including attending calls on August 2, 8, 11, 15, 22 and 29, 2023;
- Corresponding extensively with the DIP Lender in connection with the DIP Reporting, including attending calls with the DIP Lender on August 2, 9, 10, 16, 17, 23 and 28, 2023;
- Corresponding with the DIP Lender regarding the Applicants’ funding requirements and assisting the Applicants prepare their funding requests under the DIP Facility;
- Reviewing ad-hoc inquiries from the DIP Lender in connection with the DIP Reporting and coordinating with the Applicants to prepare responses for the same;

SISP and SISP Development

- Corresponding with the Applicants to develop the SISP, including the stalking horse bid from the DIP Lender (the “Stalking Horse Bid”);
- Corresponding extensively with Aird & Berlis, Osler and Gowling in connection with the terms of the SISP and the Stalking Horse Bid;
- Facilitating due diligence requests from the DIP Lender in connection with the Stalking Horse Bid;
- Corresponding extensively with the Companies regarding all aspects and management of the SISP;
- Preparing marketing materials (collectively, the “Marketing Materials”) in connection with the SISP, including:
 - a teaser (“Teaser”);
 - a virtual data room (“VDR”);
 - a Confidential Information Memorandum (“CIM”);
 - a prospective buyers list; and
 - a confidentiality agreement (“CA”);
- Corresponding extensively with the Applicants regarding the Marketing Materials;
- Reviewing a press release prepared by the DIP Lender in connection with the SISP;
- Contacting interested parties regarding the SISP;

- Corresponding extensively with interested parties regarding their questions, additional information requests and the SISP process;
- Corresponding with Colliers International, the Applicants real estate broker (the “Broker”), regarding a sale and marketing process for the Applicants’ facility located in Grimsby, Ontario (the “Grimsby Sale Process”);
- Reviewing and providing comments on marketing materials prepared by the Broker in connection with the Grimsby Sale Process;
- Corresponding with the Broker regarding the status of the Grimsby Sale Process;

Other

- Corresponding with the DIP Lender and the Applicants to develop a key employee retention plan (“KERP”), including discussing the same on August 22, 24 and 25, 2023;
- Discussing the KERP with Aird & Berlis and Osler;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$ 219,909.82
HST	28,588.28
Total due	<u>\$ 248,498.10</u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending August 31, 2023

Personnel	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	700	108.70	76,090.00
Eli Brenner	535	68.00	36,380.00
Murtaza Tallat	525	120.35	63,183.75
Ben Luder	425	39.50	16,787.50
Matthew Saturno	300	85.50	25,650.00
Other Staff and administration		8.40	1,657.50
Total fees		<u>430.45</u>	<u>219,748.75</u>
Add: Out of Pocket Disbursements			
Travel			38.67
Mileage			122.40
Out-of-pocket disbursements			<u>161.07</u>
Total fees and disbursements			<u><u>219,909.82</u></u>



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INVOICE

Aleafia Health Inc.
PO Box 262 STN Main
Paris, ON N3L 3G2

October 19, 2023

Invoice No:3329
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending September 30, 2023 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning all matters in the CCAA proceedings;
- Corresponding with the ad-hoc committee of the Applicants' secured debentureholders (the "Ad-hoc Committee") and its counsel, Bennett Jones LLP ("Bennett Jones"), including weekly meetings to discuss the status of the CCAA proceedings;

Operational Matters

- Corresponding on a daily basis with management of the Applicants to discuss operational, suppliers and customer issues;
- Attending calls during the period with the Applicants' critical suppliers and partners, including medical cannabis clinics and cannabis retailers;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;

- Reviewing the Applicants' weekly salary and hourly payroll obligations;
- Attending a weekly meeting to discuss the Applicants' proposed weekly disbursements, including on September 7, 14, 21, and 28, 2023;
- Reviewing numerous ad-hoc purchasing and disbursement requests from the Applicants;
- Corresponding with Pure Industrial, the Applicants' landlord for its head office premises in Concord, Ontario, regarding a Lease Termination and Surrender Agreement dated September 20, 2023 (the "Surrender Agreement");
- Corresponding with the Applicants and Osler regarding the Surrender Agreement;
- Corresponding extensively with the DIP Lender regarding the Applicants' organizational structure;
- Reviewing correspondence received by the Applicants from the Canada Revenue Agency ("CRA") and Health Canada regarding the status of their cannabis licenses, and discussing the same with the Applicants and Aird & Berlis;
- Corresponding extensively with Health Canada regarding the status of the Applicants' cannabis licenses, including with respect to a renewal of the same;

Cash Flow & DIP Reporting

- Assisting the Applicants prepare a projected 13-week Statement of Cash Flow and a weekly and cumulative variance analysis in connection with their reporting requirements (the "DIP Reporting") under their interim financing facility (the "DIP Facility");
- Corresponding extensively with the Applicants regarding the DIP Reporting, including attending calls on September 5, 12, 19 and 26, 2023;
- Corresponding extensively with the DIP Lender in connection with the DIP Reporting, including attending calls with the DIP Lender on September 7, 13, 21, and 27, 2023;
- Corresponding with the DIP Lender regarding the Applicants' funding requirements and assisting the Applicants prepare their funding requests under the DIP Facility;
- Reviewing ad-hoc inquiries from the DIP Lender in connection with the DIP Reporting and coordinating with the Applicants to prepare responses for the same;

SISP

- Corresponding extensively with the Applicants regarding all aspects and management of the SISP;
- Conducting the SISP, including corresponding extensively with interested parties regarding their questions, additional information requests and the SISP process;
- Corresponding with Colliers Macaulay Nicolls Inc., the Applicants' real estate broker (the "Broker") in respect of their facility located in Grimsby, Ontario (the "Grimsby Facility"), regarding all aspects and management of the sale process for the Grimsby Facility;
- Reviewing offers for the Applicants' facility located in Grimsby, Ontario and discussing same with the Applicants and the DIP Lender;

Other

- Corresponding with the DIP Lender and the Applicants to finalize the key employee retention plan (“KERP”);
- Discussing the KERP with Aird & Berlis and Osler;
- Maintaining the Service List in these proceedings on the Monitor’s website;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$	92,667.13
HST		<u>12,046.73</u>
Total due	\$	<u><u>104,713.86</u></u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending September 30, 2023

Personnel	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	700	40.10	28,070.00
Eli Brenner	535	28.00	14,980.00
Murtaza Tallat	525	67.25	35,306.25
Ben Luder	425	17.00	7,225.00
Matthew Saturno	300	23.00	6,900.00
Other Staff and administration		0.75	155.00
Total fees		176.10	92,636.25
Out-of-pocket disbursements			30.88
Total fees and disbursements			92,667.13



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INVOICE

Aleafia Health Inc.
PO Box 262, STN Main
Paris, ON N3L 3G2

November 16, 2023

Invoice No: 3358
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending October 31, 2023 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning all matters in the CCAA proceedings;
- Corresponding with the ad-hoc committee of the Applicants' secured debentureholders (the "Ad-hoc Committee") and its counsel, Bennett Jones LLP ("Bennett Jones"), including weekly meetings to discuss the status of the CCAA proceedings;
- Reviewing correspondence received by the Applicants from the Canada Revenue Agency ("CRA") and Health Canada regarding the status of their cannabis licenses, and discussing the same with the Applicants and Aird & Berlis;

Court Matters

- Reviewing and commenting on all draft court materials filed in connection with a motion to, among other things, approve two transactions for the sale of substantially all of the Applicants' business and assets on October 27, 2023 (the "Sale Approval Motion"), including;
 - the Notice of Motion;
 - the Affidavit of Tricia Symmes sworn October 20, 2023;
 - an Approval and Vesting Order and an Approval and Reverse Vesting Order;
 - the Factum of the Applicants;
 - Amended and Restated Stalking Horse Agreement;
 - First Amendment to Amended and Restated DIP Facility;
 - a Key Employee Retention Plan ("KERP");
- Corresponding with Osler and Aird & Berlis regarding the draft Sale Approval Motion materials;
- Preparing KSV's Third Report to Court dated October 25, 2023 (the "Third Report") in connection with the Sale Approval Motion;
- Preparing appendices to the Third Report;
- Assisting the Applicants prepare a cash flow forecast in connection with the Sale Approval Motion;
- Corresponding extensively with Osler and Aird & Berlis regarding the Third Report;
- Attending Court (virtually) on October 27, 2023 regarding the Sale Approval Motion;

Operational Matters

- Corresponding on a daily basis with management of the Applicants to discuss operational, suppliers and customer issues;
- Attending calls during the period with the Applicants' critical suppliers and partners, including medical cannabis clinics and cannabis retailers;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;
- Reviewing the Applicants' weekly salary and hourly payroll obligations;
- Attending a weekly meeting to discuss the Applicants' proposed weekly disbursements, including on October 5, 12, 19, and 27, 2023;

- Reviewing numerous ad-hoc purchasing and disbursement requests from the Applicants;
- Corresponding extensively with the DIP Lender regarding the Applicants’ organizational structure;
- Attending an in-person strategy meeting with the DIP Lender and the Applicants’ management;

Cash Flow & DIP Reporting

- Assisting the Applicants prepare a projected 13-week Statement of Cash Flow and a weekly and cumulative variance analysis in connection with their reporting requirements (the “DIP Reporting”) under their interim financing facility (the “DIP Facility”);
- Corresponding extensively with the Applicants regarding the DIP Reporting, including attending calls on October 5, 11, 20, 24 and 25, 2023;
- Corresponding extensively with the DIP Lender in connection with the DIP Reporting, including attending calls with the DIP Lender on October 7, 13, and 21, 2023;
- Corresponding with the DIP Lender regarding the Applicants’ funding requirements and assisting the Applicants prepare their funding requests under the DIP Facility;
- Reviewing ad-hoc inquiries from the DIP Lender in connection with the DIP Reporting and coordinating with the Applicants to prepare responses for the same;

Other

- Maintaining the Service List in these proceedings on the Monitor’s website;
- Reviewing and corresponding with the Applicants regarding the KERP;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$ 85,793.93
HST	<u>11,153.21</u>
Total due	<u>\$ 96,947.14</u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending October 31, 2023

Personnel	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	700	38.30	26,810.00
Eli Brenner	535	9.00	4,815.00
Murtaza Tallat	525	68.75	36,093.75
Ben Luder	425	35.00	14,875.00
Matthew Saturno	300	6.75	2,025.00
Other Staff and administration		5.65	1,157.50
Total fees		163.45	85,776.25
Out-of-pocket disbursements (mileage)			17.68
Total fees and disbursements			85,793.93



ksv advisory inc.

220 Bay Street, Suite 1300

Toronto, Ontario, M5J 2W4

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ksvadvisory.com

INVOICE

Aleafia Health Inc.
PO Box 262 STN Main
Paris, ON N3L 3G2

January 11, 2024

Invoice No: 3429
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending December 31, 2023 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning all matters in the CCAA proceedings;
- Corresponding with the ad-hoc committee of the Applicants' secured debentureholders (the "Ad-hoc Committee") and its counsel, Bennett Jones LLP ("Bennett Jones"), including weekly meetings to discuss the status of the CCAA proceedings;
- Reviewing correspondence received by the Applicants from the Canada Revenue Agency ("CRA") and Health Canada regarding the status of their cannabis licenses, and discussing same with the Applicants and Aird & Berlis;

Court Matters

- Reviewing and commenting on all draft court materials filed in connection with a motion to, among other things, amend the DIP Term Sheet and extend Stay Period on November 27, 2023 (the “Stay Extension Motion”), including;
 - the Notice of Motion;
 - the Affidavit of Tricia Symmes sworn November 21, 2023;
 - Second Amendment to Amended and Restated DIP Facility;
- Corresponding with Osler and Aird & Berlis regarding the draft Stay Extension Motion materials;
- Preparing KSV’s Fourth Report to Court dated November 23, 2023 (the “Fourth Report”) in connection with the Stay Extension Motion and discussing the same with Osler and Aird & Berlis;
- Preparing appendices to the Fourth Report;
- Assisting the Applicants prepare a cash flow forecast in connection with the Stay Extension Motion;
- Attending Court (virtually) on November 27, 2023 regarding the Stay Extension Motion;

Operational Matters

- Corresponding on a daily basis with management of the Applicants to discuss operational, suppliers and customer issues;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;
- Reviewing the Applicants’ weekly salary and hourly payroll obligations;
- Attending a weekly meeting to discuss the Applicants’ proposed weekly disbursements, including on November 2, 11, 16, 23, 30, and December 7, 14 and 21, 2023;
- Reviewing numerous ad-hoc purchasing and disbursement requests from the Applicants;
- Corresponding with ADP, the Applicants’ payroll services provider, including attending a call on December 21, 2023;
- Corresponding with Epiq Systems Canada Inc. regarding a server imaging for the Applicants;

Cash Flow & DIP Reporting

- Assisting the Applicants prepare a projected 13-week Statement of Cash Flow and a weekly and cumulative variance analysis in connection with their reporting requirements (the “DIP Reporting”) under their interim financing facility (the “DIP Facility”);
- Corresponding extensively with the Applicants regarding the DIP Reporting, including attending calls on November 7, 14, 21, 28, and December 6 and 12, 2023;

- Corresponding weekly with the DIP Lender in connection with the DIP Reporting;
- Corresponding with the DIP Lender regarding the Applicants' funding requirements and assisting the Applicants prepare their funding requests under the DIP Facility;
- Reviewing ad-hoc inquiries from the DIP Lender in connection with the DIP Reporting and coordinating with the Applicants to prepare responses for the same;

Other

- Maintaining the Service List in these proceedings on the Monitor's website;
- Reviewing and corresponding with the Applicants regarding the KERP;
- Corresponding with various stakeholders, including the Applicants' secured debentureholders, unsecured creditors and equityholders;
- Attending a call with Health Canada on December 22, 2023 regarding certain regulatory approvals required by the Applicants and the DIP Lender;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$ 63,793.28
HST	<u>8,293.13</u>
Total due	<u>\$ 72,086.41</u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending December 31, 2023

Personnel	Rate (\$)	Hours	Amount (\$)
Noah Goldstein	700	27.40	19,180.00
Murtaza Tallat	525	67.75	35,568.75
Ben Luder	425	20.00	8,500.00
Other Staff and administration		2.05	423.00
Total fees		117.20	63,671.75
Out-of-pocket disbursements			121.53
Total fees and disbursements			<u>63,793.28</u>



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ksvadvisory.com

INVOICE

Aleafia Health Inc.
PO Box 262 STN Main
Paris, ON N3L 3G2

February 15, 2024

Invoice No: 3511
HST #: 818808768RT0001

Re: Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc. (collectively, the "Applicants")

For professional services rendered for the period ending January 31, 2024 by KSV Restructuring Inc. ("KSV") in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding with Osler, Hoskin & Harcourt LLP ("Osler"), the Monitor's legal counsel, and Aird & Berlis LLP ("Aird & Berlis"), counsel to the Applicants, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively with Red White & Bloom Brands Inc. (the "DIP Lender"), the Applicants' senior secured creditor, and their counsel, Gowling WLG (Canada) LLP ("Gowling"), concerning all matters in the CCAA proceedings;
- Corresponding with the ad-hoc committee of the Applicants' secured debentureholders (the "Ad-hoc Committee") and its counsel, Bennett Jones LLP ("Bennett Jones"), including weekly meetings to discuss the status of the CCAA proceedings;
- Reviewing correspondence received by the Applicants from the Canada Revenue Agency ("CRA") and Health Canada regarding the status of their cannabis licenses, and discussing the same with the Applicants and Aird & Berlis;

Court Matters

- Reviewing and commenting on all draft court materials filed in connection with a motion to, among other things, amend the DIP Term Sheet and extend Stay Period on January 24, 2024 (the “Stay Extension Motion”), including;
 - the Notice of Motion;
 - the amendment to the DIP Term Sheet; and
 - the Stay Extension Order;
- Corresponding with Osler and Aird & Berlis regarding the Stay Extension Motion materials;
- Preparing KSV’s Fifth Report to Court dated January 20, 2024 (the “Fifth Report”) in connection with the Stay Extension Motion and discussing the same with Osler and Aird & Berlis;
- Preparing appendices to the Fifth Report;
- Assisting the Applicants prepare a cash flow forecast in connection with the Stay Extension Motion;
- Attending Court (virtually) on January 24, 2024 regarding the Stay Extension Motion;

Operational Matters

- Corresponding with management of the Applicants to discuss operational, suppliers and customer issues until the closing of the transaction for the sale of substantially all of the Applicants’ business and assets to the DIP Lender (the “RWB Transaction”) on January 12, 2024;
- Reviewing the Applicants’ weekly salary and hourly payroll obligations until the closing of the RWB Transaction;
- Attending a meeting to discuss the Applicants’ proposed weekly disbursements on January 4, 2024;
- Corresponding with various creditors and suppliers to provide an update on the status of the CCAA proceedings;

Cash Flow & DIP Reporting

- Assisting the Applicants prepare a projected 13-week Statement of Cash Flow and a weekly and cumulative variance analysis in connection with their reporting requirements (the “DIP Reporting”) under their interim financing facility (the “DIP Facility”);
- Corresponding with the Applicants regarding the DIP Reporting, including attending a call on January 9, 2024;
- Corresponding with the DIP Lender in connection with the DIP Reporting;

Other

- Maintaining the Service List in these proceedings on the Monitor's website;
- Reviewing and corresponding with the Applicants regarding the key employee retention plan;
- Corresponding with various stakeholders, including the Applicants' secured debentureholders, unsecured creditors and equityholders;
- Corresponding with the DIP Lender, Gowlings and Osler regarding the closing of the RWB Transaction, including calls on January 11 and 12, 2024;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

Total fees and disbursements	\$	16,061.26
HST		<u>2,087.96</u>
Total due	\$	<u><u>18,149.22</u></u>

KSV Restructuring Inc.

Aleafia Health Inc., Emblem Corp., Emblem Cannabis Corporation, Emblem Realty Ltd., Growwise Health Limited, Canabo Medical Corporation, Aleafia Inc., Aleafia Farms Inc., Aleafia Brands Inc., Aleafia Retail Inc., 2672533 Ontario Inc. and 2676063 Ontario Inc.

Time Summary

For the period ending January 31, 2024

Personnel	Rate (\$)*	Hours	Amount (\$)
Noah Goldstein	750	1.00	750.00
Murtaza Tallat	550	23.45	12,897.50
Ben Luder	450	3.75	1,687.50
Other Staff and administration		2.80	726.26
Total fees		31.00	16,061.26
		HST	2,087.96
		Total	18,149.22

* Includes rate increases of \$50/hour for Messrs. Goldstein and \$25/hour for Messrs. Tallat and Mr. Luder effective January 1, 2024.

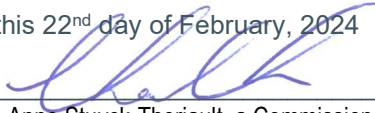
Attached is Exhibit "B"

Referred to in the

AFFIDAVIT OF NOAH GOLDSTEIN

Sworn before me

this 22nd day of February, 2024



Catherine Anne Stuyck-Therault, a Commissioner, etc.,
Province of Ontario for KSV Advisory Inc. and KSV Restructuring Inc.
Expires February 19, 2025

Exhibit "B"

ALEAFIA HEALTH INC., EMBLEM CORP., EMBLEM REALTY LTD., ALEAFIA BRANDS INC., 2672533 ONTARIO INC.,
 2676063 ONTARIO INC. AND 1000682692 ONTARIO INC.
 Schedule of Professionals' Time and Rates
 For the Period of July 4, 2023 to January 31, 2024

Name	Role	Hours	Billing Rate (Per Hour)*	Total Fees by Professional (\$)
Noah Goldstein	Overall Responsibility	303.25	\$700 - \$750	212,325
Murtaza Tallat	Overall Responsibility	445.50	\$525 - \$550	234,474
Ben Luder	All aspects of mandate	146.25	\$425 - \$450	62,250
Eli Brenner	SISP	109.75	\$ 535	58,716
Matthew Saturno	SISP	115.25	\$ 300	34,575
Other staff and administrative		43.90	\$175 - \$210	11,976
Total hours				1,163.90
Total fees				<u>\$ 614,316.26</u>
Average hourly rate				527.81

*The hourly rates were increased effective January 1, 2024.

Appendix “C”

**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

AFFIDAVIT OF MARTINO CALVARUSO
(sworn February 21, 2024)

I, Martino Calvaruso, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a partner with the law firm of Osler, Hoskin & Harcourt LLP ("**Osler**"), which is counsel to KSV Restructuring Inc. ("**KSV**") in its capacity as monitor (in such capacity, the "**Monitor**") of Aleafia Health Inc. ("**AHI**"), Emblem Corp. ("**Emblem Corp**"), Emblem Realty Ltd. ("**Emblem Realty**"), Aleafia Brands Inc. ("**ABI**"), 2672533 Ontario Inc. ("**2672 Ont**"), 2676063 Ontario Inc. ("**2676 Ont**") and 1000682692 Ontario ("**Residual Co.**"). As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and where so stated I verily believe it to be true.

2. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made on July 25, 2023 (as amended and restated, the "**Initial Order**"), AHI, Emblem Corp, Emblem Realty, ABI, 2672 Ont, 2676 Ont, Emblem Cannabis Corporation ("**Emblem Cannabis**"), Growwise Health Limited ("**Growwise**"), Canabo Medical Corporation ("**Canabo**"),

Aleafia Inc. (“**Aleafia Sub**”), Aleafia Farms Inc. (“**Aleafia Farms**”) and Aleafia Retail Inc. (“**Aleafia Retail**”) (collectively, 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 was appointed Monitor of the Initial Applicants. The Monitor retained Osler as its legal counsel in these proceedings.

3. On January 12, 2024, upon closing of the sale transactions contemplated by the 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, between AHI, Emblem Cannabis, Canabo and Aleafia Retail, as sellers, and Red, White & Bloom Brands Inc. (“**RWB**”) and RWB (PV) Canada Inc., a wholly owned subsidiary of RWB, as purchaser, Emblem Cannabis, Canabo, Aleafia Sub, Aleafia Farms, Growwise and Aleafia Retail were removed as Applicants of these CCAA proceedings. AHI, Emblem Corp, Emblem Realty, ABI, 2672 Ont, 2676 Ont, and Residual Co. therefore now constitute the remaining Applicants of these CCAA proceedings.

4. Pursuant to paragraph 29 of the Initial Order, the Monitor and its legal counsel are to be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicants as part of these proceedings. Pursuant to paragraph 30 of the Initial Order, the Monitor and its legal counsel are required to pass their accounts from time to time, and for that purpose the accounts of the Monitor and its legal counsel are referred to the Court.

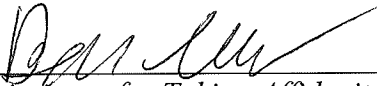
5. Attached hereto and marked as **Exhibit “A”** are true copies of the accounts (the “**Osler Accounts**”) rendered by Osler to the Monitor for the period from July 15, 2023 to February 15, 2024 (the “**Approval Period**”). The Osler Accounts have been redacted to remove privileged, confidential and sensitive information.

6. Attached hereto as **Exhibit “B”** is a schedule summarizing the Osler Accounts in respect of the Approval Period. As shown in the summary, Osler incurred fees and disbursements during the Approval Period totaling \$678,428.82, comprised of fees of \$578,474.50, costs of \$21,904.97 and taxes of \$78,049.35.¹ All amounts billed were at Osler’s standard rates and charges.

7. Attached hereto as **Exhibit “C”** is a schedule summarizing the respective years of call and billing rates of each of the professionals at Osler that rendered services to the Monitor, the hours worked by each such individual and a blended hourly rate for fees incurred during the Approval Period. As shown in the summary, Osler incurred a total of 656.9 hours in connection with this matter during the Approval Period at an average hourly rate of \$880.61.

8. To the best of my knowledge, the rates charged by Osler during the Approval Period are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred by Osler during the Approval Period are reasonable and appropriate in the circumstances.

SWORN BEFORE ME this 21st day of February, 2024. The affiant and the commissioner were located in the City of Toronto, in the Province of Ontario.



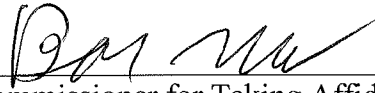
Commissioner for Taking Affidavits
Ben Muller | LSO #80842N



MARTINO CALVARUSO

¹ Osler’s invoice dated January 11, 2024 included an additional \$30,000.00 retainer increase on which \$3,900 of HST was charged.

THIS IS EXHIBIT "A" REFERRED TO IN
THE AFFIDAVIT OF MARTINO CALVARUSO
SWORN BEFORE ME ON THIS 21st DAY OF FEBRUARY 2024



A Commissioner for Taking Affidavits

EXHIBIT A

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
416.862.6666 facsimile

OSLER

Invoice Issued in Canadian Dollars

KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12800681
Date: August 16, 2023
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	175,539.50
REIMBURSABLE EXPENSES	6,151.22
HST @ 13%	23,619.80
TOTAL (CAD):	205,310.52

PAYMENT DUE UPON RECEIPT



We are committed to protecting the environment. Please provide your email address to payments@osler.com to receive invoices and reminder statements electronically.



REMITTANCE ADVICE

Canadian Dollars EFT and Wire Payments:

TD Canada Trust
751 3rd Street S.W.
Calgary, Alberta T2P 4K8
Transit No: 80629-0004
Account No: 5219313
SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Invoice No.: 12800681
Client No.: 228776
Amount: 205,310.52 CAD

Please provide details of EFT/wire to payments@osler.com, itemizing invoice number(s) being paid. Email money transfers are not accepted.

Please return remittance advice(s) with cheque.

osler.com

FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	71.40	960	68,544.00
Joshua Disenhouse	2.80	860	2,408.00
Sven C. Poysa	1.10	1,050	1,155.00
Marc Wasserman	32.90	1,350	44,415.00
Greg Wylie	1.00	1,375	1,375.00
<u>ASSOCIATE</u>			
Carolin Jumaa	6.40	725	4,640.00
Ben Muller	73.90	655	48,404.50
Melanie Simon	0.90	765	688.50
Paraprofessionals	7.10		2,094.50
Students	4.30		1,290.00
<u>CORPORATE SEARCHES FIXED FEES</u>			
Corporate Searches by Eugene L. Williams			525.00
TOTAL FEES (CAD):	201.80		175,539.50

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Jul-15-23	Marc Wasserman	Engaged in discussions with N. Goldstein regarding status of proceeding; reviewing documentation; providing comments thereon.	0.50
Jul-16-23	Ben Muller	Speaking with M. Calvaruso regarding [REDACTED] and receiving instructions regarding same.	0.30
Jul-17-23	Ben Muller	Reviewing draft initial order; reviewing M. Wasserman's comments on same; providing further comments on initial order; speaking with M. Wasserman and M. Calvaruso regarding same; drafting [REDACTED] speaking with M. Calvaruso regarding same; circulating same to M. Calvaruso for review.	3.00
Jul-18-23	Ben Muller	Reviewing draft affidavit; commenting on same; circulating comments on affidavit to M. Wasserman and M. Calvaruso for review; reviewing and commenting on DIP term sheet; speaking with M. Wasserman regarding comments.	2.00
Jul-19-23	Martino Calvaruso	Attending on internal discussions and email correspondence; reviewing and revising draft initial order.	1.50

Jul-20-23	Martino Calvaruso	Attending on email correspondence; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on meeting with company counsel regarding draft initial order; reviewing revised draft initial order; reviewing and revising draft DIP term sheet; reviewing and revising draft initial affidavit; attending on file matters.	5.80
Jul-20-23	Ben Muller	Revising draft CCAA press release and providing comments on same to M. Calvaruso and M. Wasserman; reviewing revised DIP term sheet.	0.80
Jul-20-23	Marc Wasserman	Engaged in multiple calls regarding status of proceedings; reviewing documentation with respect thereto.	1.70
Jul-21-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on correspondence with K. Plunkett; reviewing revised draft DIP term sheet; reviewing revised draft initial affidavit; reviewing and revising draft pre-filing report of the proposed Monitor.	2.40
Jul-21-23	Ben Muller	Reviewing pre-filing report of the proposed Monitor; commenting on same; circulating comments to M. Calvaruso for review.	1.30
Jul-21-23	Marc Wasserman	Engaged in discussions regarding next steps and status of upcoming filing.	1.00
Jul-22-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with M. Wasserman; attending on discussions with N. Goldstein; reviewing revised draft DIP term sheet; reviewing revised draft initial order; reviewing and revising draft pre-filing report of the proposed Monitor.	2.30
Jul-22-23	Ben Muller	Reviewing M. Calvaruso's comments to pre-filing report; emails to and from M. Calvaruso regarding same.	0.50
Jul-23-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing revised draft initial order; reviewing draft press release; reviewing and revising draft pre-filing report of the proposed Monitor.	1.30
Jul-23-23	Marc Wasserman	Engaged in update call regarding status of the upcoming proceedings; engaged in discussions regarding review of the documentation; providing comments thereon; engaged in reviewing report.	1.00

Jul-24-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on discussions with N. Goldstein and M. Tallat; reviewing revised draft DIP term sheet; reviewing revised draft initial affidavit; reviewing revised draft initial order; reviewing and revising draft pre-filing report of the proposed Monitor and finalizing same; reviewing factum; preparing for initial CCAA application hearing.	9.30
Jul-24-23	Ben Muller	Reviewing and finalizing pre-filing report of the proposed Monitor; speaking with M. Calvaruso regarding same; serving pre-filing report onto the service list.	0.50
Jul-24-23	Marc Wasserman	Engaged in preparation for upcoming hearing; reviewing documentation and orders with respect thereto; engaged in multiple discussions with N. Goldstein regarding same.	2.10
Jul-25-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with M. Wasserman and B. Muller; attending on discussions with N. Goldstein; preparing for and attending on initial CCAA application hearing; reviewing revised draft initial order and corresponding regarding same; reviewing draft amended and restated initial order.	4.50
Jul-25-23	Ben Muller	Emails to and from A&B regarding CCAA matters, including caselines file site; emails to and from KSV regarding service list, Monitor's case website; revising service list; emails to and from M. Calvaruso regarding CCAA filing; commenting on draft ARIO; sending comments on same to M. Calvaruso for review; emails to and from M. Calvaruso regarding same.	2.00
Jul-25-23	Marc Wasserman	Attending Aleafia initial order application and follow up discussions regarding same.	1.00
Jul-26-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with M. Wasserman, S. Poysa and B. Muller; reviewing and revising draft amended and restated initial order; reviewing and revising draft affidavit of P. Symmes-Rizakos; reviewing Health Canada correspondence; reviewing initial order endorsement of J. Conway.	2.80
Jul-26-23	Ben Muller	Reviewing and commenting on comeback affidavit; speaking with M. Calvaruso regarding same; consolidating comments and circulating same to A&B; uploading pre-filing report to CaseLines; emailing A&B regarding service list; reviewing [REDACTED]; all emails regarding securities filing relief [REDACTED].	2.50
Jul-26-23	Sven C. Poysa	Discussing employee issues ; reviewing pre-filing severance issue.	0.40
Jul-26-23	Melanie Simon	Drafting severance payment cessation letter.	0.50

Jul-27-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and revising draft employee letter; corresponding with N. Goldstein regarding same.	0.60
Jul-27-23	Sven C. Poysa	Reviewing and revising letter regarding [REDACTED] [REDACTED] follow-up regarding same and other employee issues.	0.70
Jul-28-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with B. Muller; reviewing draft first report of the Monitor; reviewing and revising draft vendor letter.	1.10
Jul-28-23	Ben Muller	Reviewing draft first report of the Monitor; commenting on first report and circulating comments to M. Calvaruso for review; drafting letter agreement regarding arrears and continued supply in respect of third party critical suppliers; circulating same to KSV for review.	2.50
Jul-28-23	Marc Wasserman	Engaged throughout the day in various discussions with respect to comeback hearing; engaged in discussions with counsel to lenders and company regarding same.	2.10
Jul-29-23	Martino Calvaruso	Attending on email correspondence; reviewing and revising draft first report of the Monitor; considering same.	1.40
Jul-29-23	Ben Muller	Preparing diagram [REDACTED] stalking horse process for board; circulating same to M. Wasserman and M. Calvaruso for review.	1.50
Jul-30-23	Ben Muller	Reviewing M. Calvaruso's comments to draft first report; providing further comments to draft first report and circulating same to M. Wasserman for review.	0.50
Jul-30-23	Ben Muller	Reviewing and considering inquiries received from M. Tallat regarding deposit and assignment of lease; reviewing OREA agreement to lease form, lease, and notice of termination; [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	4.00
Jul-31-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing revised draft first report of the Monitor; reviewing revised draft amended and restated DIP terms sheet.	1.10

Jul-31-23	Ben Muller	Reviewing and discussing first report of the Monitor with M. Wasserman; all emails regarding ARIO, SISP and comments to first report; emails to and from M. Calvaruso regarding same.	0.80
Jul-31-23	Marc Wasserman	Engaged in various calls and updated with respect to settlement matters between borrower and lender; engaged in multiple conversations with respect thereto; engaged in discussions regarding the same.	2.00
Aug-01-23	Ben Muller	Drafting letter to Heath Canada; finalizing and serving first report of the Monitor on the service list and uploading same to CaseLines; reviewing and commenting on Stalking Horse subscription agreement.	2.80
Aug-01-23	Marc Wasserman	Engaged in call with Gowlings regarding next steps; various email correspondence regarding same and discussions with respect thereto; preparing for upcoming amended and restated initial order hearing and comeback hearing; discussions with respect thereto.	2.90
Aug-02-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft stalking horse agreement; [REDACTED] reviewing summary of independent board process material; preparing draft stalking horse side-by-side analysis and considering same.	4.00
Aug-02-23	Sanpreet Dhillon	[REDACTED]	3.10
Aug-02-23	Ben Muller	All emails regarding service list; reviewing unanimous shareholders agreement of One Plant (Retail) Corp. and [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] drafting letter [REDACTED] [REDACTED]; summarizing [REDACTED] [REDACTED] and sending to M. Wasserman and M. Calvaruso for review; incorporating M. Calvaruso's comments regarding [REDACTED] and circulating final draft to Noah Goldstien from KSV.	4.50
Aug-02-23	Marc Wasserman	Engaged in update meeting; reviewing draft for court; engaged in discussions regarding settlement with respect to upcoming hearing.	1.70
Aug-03-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on various meetings regarding draft stalking horse agreement; reviewing revised draft stalking horse agreement; reviewing revised draft sales process and corresponding regarding same; reviewing revised draft amended and restated initial order.	4.20

Aug-03-23	Sanpreet Dhillon	Updating the service list.	0.20
Aug-03-23	Sanpreet Dhillon	[REDACTED]	1.00
Aug-03-23	Ben Muller	Revising service list; reviewing and commenting on SISP procedures and sending same to M. Calvaruso for review; circulating OHH comments on SISP procedure to KSV; speaking with M. Calvaruso regarding SISP procedures; further reviewing updated comments.	3.50
Aug-03-23	Melanie Simon	Drafting letter [REDACTED].	0.40
Aug-03-23	Marc Wasserman	Attending to discussions regarding status of stalking horse agreement; preparing for comeback hearing; engaged in multiple conversations with respect thereto.	3.10
Aug-04-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman, S. Poysa and B. Muller; attending on discussions with N. Goldstein; reviewing and revising draft amended and restated initial order; reviewing and revising draft stalking horse agreement and considering same; preparing for and attending on comeback hearing for amended and restated initial order; reviewing issued amended and restated initial order and related endorsement; coordinating review of prepetition RWB debt and security; attending on meeting regarding union matters; attending on meeting regarding litigation scheduling matters; reviewing and revising draft sales process and stalking horse side-by-side analysis and attending on internal discussions regarding same; reviewing revised draft sales process.	7.50
Aug-04-23	Ben Muller	Reviewing and commenting on stalking horse subscription agreement; speaking with M. Calvaruso regarding same; revising and aggregating comments regarding same; circulating same to KSV; sending same to A&B for review; speaking with M. Calvaruso regarding security review; beginning security review; revising service list and circulating same to KSV.	4.00
Aug-04-23	Marc Wasserman	Engaged in comeback hearing and preparation for same.	2.50
Aug-05-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on discussions with N. Goldstein; reviewing and revising draft stalking horse agreement and corresponding regarding same; [REDACTED]; reviewing revised draft sales process.	3.50

Aug-05-23	Ben Muller	Conducting research regarding [REDACTED] [REDACTED] [REDACTED] [REDACTED] reviewing latest draft of stalking horse agreement and providing comments to M. Calvaruso regarding same, [REDACTED] [REDACTED]; reviewing current draft of sale and investment solicitation process.	4.00
Aug-05-23	Ben Muller	Reviewing loan and security documents in respect of RWB's security; reviewing the Ontario, Nova Scotia and Newfoundland and Labrador PPSA filings against the borrowers and guarantors under the loan agreement; drafting security opinion in respect of RWB's security.	8.00
Aug-05-23	Marc Wasserman	Engaged in discussions regarding status of negotiation between bond holders and stalking horse bidder.	1.50
Aug-06-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on discussions with N. Goldstein; reviewing and revising draft stalking horse agreement and considering same; reviewing and revising draft SISP approval order; reviewing and revising draft form of non-disclosure agreement; attending on meeting regarding stalking horse agreement and sales process matters.	5.60
Aug-06-23	Ben Muller	Continuing with security review and drafting of security opinion.	2.00
Aug-06-23	Ben Muller	Reviewing revised stalking horse agreement and providing comments to M. Calvaruso; turning comments to stalking horse agreement received from M. Wasserman and M. Calvaruso; speaking with M. Calvaruso regarding same; reviewing and commenting on sale and investment solicitation process order; reviewing and commenting on non-disclosure agreement; emails to and from M. Wasserman and M. Calvaruso regarding same; all emails regarding same.	6.00
Aug-06-23	Marc Wasserman	Engaged in discussions regarding settlement and stalking horse, SISP and other matters.	1.50
Aug-07-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; reviewing and revising draft affidavit of P. Symmes-Rizakos in connection with sales process approval; reviewing comments on the draft sales process and attending on meeting regarding same; reviewing revised draft stalking horse agreement and considering same; reviewing revised draft SISP approval order.	4.40

Aug-07-23	Ben Muller	Completing preliminary draft of security review and drafting of security opinion; emailing draft security opinion to M. Calvaruso for review.	5.00
Aug-07-23	Ben Muller	Reviewing and commenting on sale and investment solicitation process hearing affidavit; emails to and from M. Calvaruso regarding same; reviewing revised sale and investment solicitation process and emailing M. Calvaruso regarding same; reviewing revised stalking horse agreement and emailing M. Calvaruso regarding same; ██ ██ ██ ██ ██ ██	5.00
Aug-07-23	Marc Wasserman	Engaged in discussions regarding SISP; various correspondence regarding same; multiple discussions with respect to status of documentation and various email; further correspondence regarding same.	2.00
Aug-08-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status update meeting and discussions with company counsel; reviewing and revising draft stalking horse agreement and corresponding regarding same.	1.80
Aug-08-23	Joshua Disenhouse	Reviewing real property security documents; reviewing draft opinion.	0.70
Aug-08-23	Ben Muller	Emails to and from M. Calvaruso regarding security opinion; emailing J. Disenhouse with respect to real estate portion of security opinion; emailing Aird and Berlis regarding missing documents from RWB security review; emailing G. Wylie regarding tax comments to stalking horse agreement.	0.50
Aug-09-23	Martino Calvaruso	Attending on internal discussions and email correspondence; attending on discussions with N. Goldstein; attending on various discussions and meetings with company counsel regarding draft stalking horse agreement; reviewing and revising draft stalking horse agreement and considering same; reviewing and revising draft sales process; reviewing revised draft affidavit of P. Symmes-Rizakos in connection with sales process approval; reviewing RWB loan and security documentation and attending on security reviewing matters; coordinating security review with Stewart McKelvey.	6.30
Aug-09-23	Joshua Disenhouse	Reviewing real property security and charges; discussion with C. Jumaa regarding same and preparing draft opinion.	1.20

Aug-09-23	Carolyn Jumaa	Investigating title to real property in connection with draft security opinion; Attending call with J. Disenhouse and B. Muller regarding draft opinion; correspondence with J. Disenhouse regarding title registrations and draft security opinion.	2.90
Aug-09-23	Ben Muller	Reviewing revised stalking horse agreement; emails to and from M. Calvaruso regarding same; emails to and from M. Calvaruso regarding security opinion; emailing B. Buchanan regarding predecessor PPSA searches, among other things.	0.90
Aug-09-23	Marc Wasserman	Engaged in various matters throughout the day regarding SISP and stalking horse agreement; various email correspondence regarding same; page flip regarding comments on stalking horse agreement.	3.20
Aug-10-23	Elizabeth E. Buchanan	Receiving instructions from B. Muller; conducting corporate history, Ontario uncertified Personal Property Security Act, searches respecting Aleafia Health inc. and five additional corporations and former predecessor names; arranging for Ontario and British Columbia litigation searches; arranging for British Columbia and Ontario certified Personal Property Security Act, Insolvency and Bank Act searches, and reporting thereon.	7.10
Aug-10-23	Carolyn Jumaa	Reviewing and revising draft security opinion.	1.00
Aug-10-23	Ben Muller	Drafting security opinion, including reviewing predecessor name searches and litigation searches; emails to and from M. Calvaruso regarding same.	3.00
Aug-10-23	Marc Wasserman	Attending to stalking horse matters and meeting regarding status and next steps; attending SISP matters; engaged in multiple conversations regarding directors issues; various email correspondence regarding same.	3.10
Aug-10-23	Greg Wylie	Reviewing tax aspects of stalking horse asset purchase agreement.	1.00
Aug-11-23	Joshua Disenhouse	Reviewing and revising draft opinion regarding real property security; telephone call with C. Jumaa to discuss same.	0.90
Aug-11-23	Carolyn Jumaa	Correspondence with J. Disenhouse regarding title registrations and draft security opinion; attending call with J. Disenhouse regarding draft opinion.	2.50
Aug-11-23	Ben Muller	Reviewing execution, Bank Act and other searches; revising draft security opinion.	2.50
Aug-11-23	Corporate Searches by Eugene L. Williams	Receiving instructions from M. Calvaruso; conducting a Bank Act search (Ontario) against Aleafia Health Inc. and twenty three additional names; conducting a Bank Act search (Alberta) against Aleafia Health Inc. and eight additional names; conducting an Executions search (Toronto) against Aleafia Health Inc. and twenty three additional names and reporting thereon.	

TOTAL HOURS:

201.80

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	15.15
Agent's Fees & Expenses	261.00
Litigation Search	624.00
OnCorp Fees for Searches/Certificates/Filings	5,145.27
Title-Related Searches-Toronto	105.80
TOTAL (CAD):	6,151.22

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1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
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Invoice Issued in Canadian Dollars

KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12811126
Date: September 18, 2023
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	102,399.00
REIMBURSABLE EXPENSES	2,771.44
HST @ 13%	13,672.16
TOTAL (CAD):	118,842.60

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Calgary, Alberta T2P 4K8
Transit No: 80629-0004
Account No: 5219313
SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Invoice No.: 12811126
Client No.: 228776
Amount: 118,842.60 CAD

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	65.70	960	63,072.00
Jacqueline Code	0.70	1,175	822.50
Joshua Disenhouse	8.60	860	7,396.00
Sven C. Poysa	1.60	1,050	1,680.00
Marc Wasserman	8.20	1,350	11,070.00
<u>ASSOCIATE</u>			
Ben Muller	22.00	655	14,410.00
<u>PARAPROFESSIONAL</u>			
Elizabeth E. Buchanan	6.30	295	1,858.50
Charlene Read	0.20	370	74.00
<u>STUDENT</u>			
Davis Haugen	4.20	350	1,470.00
<u>CORPORATE SEARCHES FIXED FEES</u>			
Corporate Searches by Eugene L. Williams			546.00
TOTAL FEES (CAD):	117.50		102,399.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Aug-02-23	Sven C. Poysa	Discussing employee issues with M. Calvaruso.	0.40
Aug-04-23	Sven C. Poysa	Discussing employee issues; reviewing and revising employee letter.	1.20
Aug-10-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on discussions and correspondence with N. Goldstein; attending on discussions with K. Plunkett; attending on meeting with the CRA; attending on meeting regarding draft stalking horse agreement; reviewing revised draft stalking horse agreement; reviewing revised draft sales process.	4.40
Aug-11-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and revising Osler's security review opinion and attending on matters and reviewing documentation regarding same; reviewing revised draft sales process; reviewing revised draft stalking horse agreement.	3.50

Aug-13-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and revising Osler's security review opinion and attending on matters and reviewing documentation regarding same.	1.30
Aug-14-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on various discussions with N. Goldstein; reviewing and revising Osler's security review opinion and attending on matters and reviewing documentation regarding same; reviewing and revising local counsel security review opinion; reviewing draft second report of Monitor.	5.00
Aug-14-23	Ben Muller	Reviewing M. Calvaruso's comments to security opinion; revising security opinion in accordance with same; circulating draft security opinion to local Nova Scotia and Newfoundland and Labrador counsel for review; emails to and from M. Calvaruso regarding same; reviewing draft opinion received from local Nova Scotia and Newfoundland and Labrador counsel and commenting on same; circulating comments to M. Calvaruso for review; reviewing Second Report of the Monitor; commenting on same and circulating comments to M. Calvaruso for review.	4.00
Aug-14-23	Corporate Searches by Eugene L. Williams	Receiving instructions from M. Calvaruso; conducting insolvency search against Aleafia Health Inc. and twenty three additional names; arranging for an Executions search (British Columbia) against Aleafia Health Inc. and eight additional names; conducting an Executions search (Vaughan) against Aleafia Health Inc. and twenty three additional names and reporting thereon.	
Aug-15-23	Elizabeth E. Buchanan	Receiving instructions from B. Muller; reviewing copies of Articles of Arrangement; preparing corporate history charts respecting Emblem Cannabis Corporation, Emblem Corp. and Aleafia Inc.; conducting Personal Property Security Act, Bank Act, Official Receiver and Execution searches in Toronto and York Regions respecting three additional names uncovered; arranging for Ontario litigation and British Columbia litigation and execution searches and reporting thereon.	5.40
Aug-15-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on various discussions with N. Goldstein; reviewing and revising Osler's security review opinion and attending on matters and reviewing documentation regarding same; reviewing and revising local counsel security review opinion; reviewing and revising draft second report of the monitor; reviewing Basaltic lease and analysis prepared regarding same.	5.80
Aug-15-23	Joshua Disenhouse	Attending to e-mail correspondence with B. Muller regarding draft opinion with respect to real property.	0.20

Aug-15-23	Ben Muller	Reviewing and revising security opinion in accordance with M. Calvaruso's comments; organizing and aggregating appendices to security opinion and reviewing all search results in relation to same; reviewing and commenting on local Nova Scotia and Newfoundland and Labrador counsel's security opinion; speaking with M. Calvaruso regarding same; [REDACTED]; reviewing M. Calvaruso's comments to second report of the monitor; providing further comments and circulating same to KSV for review;	4.00
Aug-16-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on various discussions with N. Goldstein and M. Tallat; attending on various discussions with K. Plunkett; reviewing and revising draft second report of the monitor and considering same; reviewing, revising and finalizing Osler's security review opinion and attending on matters regarding same; reviewing final local counsel security review opinion; preparing draft correspondence to the Canada Revenue Agency; reviewing proposed sales process and executed stalking horse agreement for proposed changes; reviewing notice of default from Computershare; reviewing revised draft non-disclosure agreement.	5.50
Aug-16-23	Joshua Disenhouse	Reviewing and revising draft opinion; attending to e-mail correspondence with B. Muller and M. Calvaruso regarding same.	1.10
Aug-16-23	Ben Muller	Speaking with J. Disenhouse regarding comments to security opinion; incorporating J. Disenhouse's comments to security opinion; speaking with local counsel regarding Nova Scotia and Newfoundland and Labrador security opinion; finalizing appendices to security opinion; finalizing security opinion and circulating same to KSV; all emails regarding same.	2.00
Aug-17-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on various discussions and correspondence with N. Goldstein and M. Tallat; attending on various discussions with K. Plunkett; reviewing, revising and finalizing draft second report of the monitor; reviewing and revising draft sales process and considering same; attending on non-disclosure agreement matters.	5.80
Aug-17-23	Ben Muller	Finalizing second report of the Monitor; speaking to M. Calvaruso regarding same; speaking with M. Tallat regarding comments to second report; serving second report on the service list; reviewing and commenting on revised SISP with respect to Grimsby Property carve out; all emails to and from M. Calvaruso regarding same.	4.00
Aug-18-23	Elizabeth E. Buchanan	Receiving instructions from B. Muller; briefly reviewing Ontario corporate microfiche respecting Aleafia Inc. et al including predecessor corporations and reporting thereon.	0.90

Aug-18-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on various discussions and correspondence with N. Goldstein; attending on various discussions with K. Plunkett; reviewing and revising draft sales process; attending on meeting with the CRA and correspondence regarding same.	2.50
Aug-18-23	Marc Wasserman	Engaged in various correspondence regarding next steps; multiple discussions regarding same.	0.70
Aug-19-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing revised draft sales process.	0.40
Aug-20-23	Martino Calvaruso	Preparing for sales process approval hearing, including reviewing company motion materials and factum.	1.80
Aug-21-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with B. Muller; attending on various discussions and correspondence with N. Goldstein; attending on discussions and correspondence with K. Plunkett; preparing for sales process approval hearing; attending on meeting regarding dataroom matters; attending on meeting regarding lease assignment matters; attending on discussions with counsel to prospective bidder; attending on discussions with the CRA and correspondence regarding same.	5.50
Aug-21-23	Joshua Disenhouse	Reviewing draft purchase agreement for Grimsby property.	0.40
Aug-21-23	Ben Muller	Reviewing and commenting on draft asset purchase agreement in relation to the Grimsby property.	2.00
Aug-22-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with J. Disenhouse and B. Muller; attending on various discussions and correspondence with N. Goldstein; attending on discussions and correspondence with M. Spence and K. Plunkett; preparing for and attending on sales process approval hearing; reviewing and revising draft form of agreement of purchase and sale for the Grimsby property; reviewing revised draft non-disclosure agreements; reviewing Basaltic lease and corresponding regarding same.	6.50
Aug-22-23	Joshua Disenhouse	Reviewing and revising draft purchase agreement for Grimsby property; telephone call with M. Calvaruso regarding same.	3.50
Aug-22-23	Marc Wasserman	Engaged in email correspondence regarding SISP hearing; engaged in multiple email discussions with M. Calvaruso regarding same.	1.30
Aug-23-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with B. Muller; attending on discussions with K. Plunkett; reviewing and revising draft form of agreement of purchase and sale for the Grimsby property.	1.40

Aug-23-23	Ben Muller	Aggregating M. Calvaruso and J. Disenhouse markups and further revising Grimsby asset purchase agreement; speaking with M. Calvaruso regarding same; circulating comments to Grimsby asset purchase agreement to Aird & Berlis for review	1.60
Aug-24-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.30
Aug-25-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.30
Aug-28-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with B. Muller; attending on various discussions with N. Goldstein; reviewing and revising draft KERP memorandum and considering same; reviewing draft non-disclosure agreement and corresponding regarding same.	3.00
Aug-28-23	Joshua Disenhouse	Reviewing revised draft purchase agreement for Grimsby property.	0.20
Aug-28-23	Ben Muller	Reviewing and commenting on CIM in accordance with M. Calvaruso's instructions.	0.80
Aug-29-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with B. Muller; reviewing and revising draft non-disclosure agreement and corresponding regarding same.	1.00
Aug-29-23	Davis Haugen	Proofreading CIM and receiving instructions from B. Muller.	4.00
Aug-29-23	Ben Muller	Drafting [REDACTED] letter [REDACTED]; [REDACTED]; circulating draft letter to M. Wasserman, M. Calvaruso and S. Poysa for review; speaking with D. Haugen regarding CIM; reviewing D. Haugen's comments on CIM; circulating combined CIM comments to M. Calvaruso for review; revising service list.	2.20
Aug-30-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with B. Muller; attending on meeting regarding Basaltic lease; reviewing and revising draft non-disclosure agreement and corresponding regarding same; reviewing and revising draft confidential information memorandum and corresponding regarding same.	5.00
Aug-30-23	Davis Haugen	Discussing revised comments made by B. Muller.	0.20
Aug-30-23	Ben Muller	Revising Service List and circulating same to KSV.	0.20
Aug-31-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with M. Wasserman; preparing for and attending on meeting regarding One Plant matters; reviewing revised draft non-disclosure agreement and corresponding regarding same; reviewing revised draft confidential information memorandum.	1.40

Aug-31-23	Marc Wasserman	Attending various correspondence regarding One Plant transaction.	2.00
Sep-01-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and revising draft confidential information memorandum; reviewing revised draft non-disclosure agreement and corresponding regarding same.	0.60
Sep-05-23	Martino Calvaruso	Attending on email correspondence regarding file matters and internal discussions with M. Wasserman regarding same; attending on file matters.	0.40
Sep-06-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and J. Disenhouse; attending on status update meeting with client.	1.00
Sep-06-23	Joshua Disenhouse	Attending to e-mail correspondence with M. Calvaruso regarding surrender of lease.	0.30
Sep-06-23	Marc Wasserman	Attending to status meeting; various discussions regarding next steps; reviewing documentation regarding same.	1.70
Sep-07-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and B. Muller; attending on discussions with N. Goldstein; attending on discussions with K. Plunkett; attending on status update meeting with the company.	1.10
Sep-07-23	Joshua Disenhouse	Attending to e-mail correspondence with M. Calvaruso regarding surrender agreement and deal terms of surrender.	0.10
Sep-07-23	Marc Wasserman	Attending to discussions regarding status of sale process and next steps.	1.00
Sep-08-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.20
Sep-08-23	Ben Muller	Revising service list and circulating same to M. Tallat.	0.20
Sep-08-23	Marc Wasserman	Attending to discussions with CRA.	1.50
Sep-10-23	Joshua Disenhouse	Preparing draft lease termination and surrender agreement; attending to e-mail correspondence with M. Calvaruso regarding same.	0.90
Sep-11-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman and J. Disenhouse; attending on discussions with K. Plunkett; reviewing and revising draft lease surrender agreement and corresponding regarding same.	2.00

Sep-11-23	Joshua Disenhouse	Reviewing title to leased property at 85 Basaltic Road; attending to e-mail correspondence with M. Calvaruso regarding revised lease termination and surrender agreement; revising draft lease surrender and termination agreement.	0.50
Sep-11-23	Charlene Read	Reviewing email from J. Disenhouse; obtaining and reviewing requested parcel register and emailing to J. Disenhouse.	0.20
Sep-12-23	Joshua Disenhouse	Reviewing and revising draft lease termination and surrender agreement; attending to e-mail correspondence with M. Calvaruso regarding same.	0.40
Sep-13-23	Jacqueline Code	Reviewing D&O insurance policy; emailing M. Wasserman and M. Calvaruso.	0.70
Sep-14-23	Joshua Disenhouse	Reviewing landlord's comments to draft termination agreement; attending to e-mail correspondence with M. Calvaruso regarding same.	1.00
Sep-14-23	Ben Muller	Drafting letter [REDACTED]; circulating draft letter to M. Calvaruso for review.	1.00

TOTAL HOURS: 117.50

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
On-line Database Services	1,332.50
Printing Costs	70.05
Special Supplies Costs	5.00
Agent's Fees & Expenses	331.00
Litigation Search	114.00
OnCorp Fees for Searches/Certificates/Filings	906.89
Title-Related Searches-Toronto	12.00
TOTAL (CAD):	<u>2,771.44</u>

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Toronto ON M5X 1B8
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416.362.2111 main
416.862.6666 facsimile

OSLER

Invoice Issued in Canadian Dollars

Aleafia Health Inc.
c/o KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12821098
Date: October 23, 2023
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	32,805.00
REIMBURSABLE EXPENSES	4,037.60
HST @ 13%	4,789.54
TOTAL (CAD):	41,632.14

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1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Please return remittance advice(s) with cheque.

Invoice No.: 12821098
Client No.: 228776
Amount: 41,632.14 CAD

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	18.10	960	17,376.00
Joshua Disenhouse	1.90	860	1,634.00
Sven C. Poysa	1.70	1,050	1,785.00
Marc Wasserman	6.30	1,350	8,505.00
<u>ASSOCIATE</u>			
Ben Muller	4.30	655	2,816.50
Melanie Simon	0.90	765	688.50
TOTAL FEES (CAD):	33.20		32,805.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Sep-12-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on discussions with K. Plunkett; reviewing and revising draft lease surrender agreement and corresponding regarding same; reviewing Basaltic sublease; attending on file matters.	1.80
Sep-13-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and revising draft lease surrender agreement; attending on file matters.	0.60
Sep-14-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions and correspondence with M. Wasserman, J. Disenhouse and B. Muller; attending on meeting with Basaltic landlord; reviewing revised draft lease surrender agreement and commenting thereon; reviewing and revising draft letter [REDACTED]; reviewing correspondence and attending on internal discussions regarding same; attending on file matters.	4.00
Sep-15-23	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on internal discussions with M. Wasserman and B. Muller; attending on meeting with company counsel and counsel to the board of directors; attending on discussions with Basaltic landlord regarding draft lease surrender agreement; reviewing and revising and corresponding regarding same.	2.20
Sep-15-23	Joshua Disenhouse	Revising draft lease termination agreement; attending to e-mail correspondence with B. Muller and M. Calvaruso regarding same.	0.90

Sep-15-23	Ben Muller	Reviewing and finalizing letter [REDACTED]; speaking with M. Calvaruso regarding lease termination and surrender agreement; all emails regarding same; speaking with landlord regarding same; further revising lease termination and surrender agreement in accordance with same; all emails to and from J. Disenhouse regarding same.	1.30
Sep-15-23	Marc Wasserman	Attending to dealing with issues regarding [REDACTED].	1.50
Sep-17-23	Joshua Disenhouse	Reviewing revised draft lease termination agreement; attending to e-mail correspondence with B. Muller regarding same.	0.20
Sep-17-23	Ben Muller	Speaking with M. Calvaruso regarding lease termination and surrender agreement; circulating markup of agreement to N. Goldstein and K. Plunkett and emailing same regarding revisions.	0.50
Sep-18-23	Martino Calvaruso	Attending on internal discussions and email correspondence; [REDACTED]; reviewing and revising draft non-disclosure agreement.	1.60
Sep-18-23	Joshua Disenhouse	Reviewing comments to lease termination agreement.	0.20
Sep-18-23	Ben Muller	Speaking with landlord regarding lease termination and surrender agreement; speaking with M. Calvaruso regarding same; all emails to and from M. Calvaruso regarding same.	0.60
Sep-19-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on meeting with company counsel regarding Basaltic lease surrender negotiations	0.60
Sep-19-23	Joshua Disenhouse	Reviewing e-mail correspondence regarding lease termination agreement.	0.20
Sep-20-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; attending on discussions with K. Plunkett; reviewing revised draft lease surrender agreement and corresponding regarding same.	1.00
Sep-20-23	Joshua Disenhouse	Reviewing revised draft lease termination agreement; attending to e-mail correspondence with B. Muller and M. Calvaruso regarding same.	0.20
Sep-20-23	Ben Muller	Speaking with landlord regarding lease termination and surrender agreement; speaking with M. Calvaruso regarding same.	0.30
Sep-21-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on meeting with CRA [REDACTED]; reviewing draft KERP letter; corresponding regarding draft lease surrender agreement and finalizing same; reviewing draft notice to sublandlord.	1.20

Sep-21-23	Sven C. Poysa	Reviewing and revising KERP letter; follow-up regarding same.	0.80
Sep-21-23	Melanie Simon	Reviewing and revising key employee retention plan letter.	0.90
Sep-21-23	Marc Wasserman	Attending meeting [REDACTED] and discussions with RWB regarding same.	2.00
Sep-22-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.50
Sep-23-23	Martino Calvaruso	Attending on email correspondence regarding draft key employee retention plan.	0.20
Sep-25-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Sep-25-23	Sven C. Poysa	Follow-up with M. Calvaruso regarding retention arrangements.	0.30
Sep-25-23	Marc Wasserman	Engaged in discussions [REDACTED].	1.50
Sep-27-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with N. Goldstein.	0.50
Sep-28-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising [REDACTED].	0.80
Sep-28-23	Ben Muller	Drafting letter to [REDACTED]; circulating same to M. Calvaruso for review.	0.80
Sep-29-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; reviewing and revising [REDACTED]; attending on status meeting with client regarding SISP matters; reviewing draft Grimsby purchase agreement.	2.50
Sep-29-23	Joshua Disenhouse	Reviewing revised purchase agreement; attending to e-mail correspondence with M. Calvaruso regarding same.	0.20
Sep-29-23	Ben Muller	Reviewing M. Calvaruso's comments to letter [REDACTED]; revising letter in accordance with same; circulating revised letter to M. Wasserman for review and comment; circulating revised letter to N. Goldstein and M. Tallat for review and comment; revising letter in accordance with comments from N. Goldstein; all emails to and from M. Calvaruso regarding same.	0.80

Sep-29-23	Sven C. Poysa	Reviewing communications regarding WEPPA entitlements.	0.30
Sep-29-23	Marc Wasserman	Attending to discussions regarding SISP extension; multiple conversations regarding same.	1.30
Sep-30-23	Martino Calvaruso	Attending on email correspondence regarding SISP matters.	0.30
Sep-30-23	Sven C. Poysa	Reviewing communications regarding WEPPA eligibility in qualifying CCAA proceedings; follow-up with M. Calvaruso.	0.30
TOTAL HOURS:			33.20

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Agent's Fees & Expenses	3,998.50
Title-Related Searches-Toronto	39.10
TOTAL (CAD):	4,037.60

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
416.862.6666 facsimile

OSLER

Invoice Issued in Canadian Dollars

Aleafia Health Inc.
c/o KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12830743
Date: November 21, 2023
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	153,114.50
REIMBURSABLE EXPENSES	7,998.26
HST @ 13%	20,944.66
TOTAL (CAD):	182,057.42

PAYMENT DUE UPON RECEIPT



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Calgary, Alberta T2P 4K8
Transit No: 80629-0004
Account No: 5219313
SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Invoice No.: 12830743
Client No.: 228776
Amount: 182,057.42 CAD

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Please return remittance advice(s) with cheque.

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	78.20	960	75,072.00
Jacqueline Code	1.00	1,175	1,175.00
Joshua Disenhouse	5.40	860	4,644.00
Shawn T. Irving	6.10	1,075	6,557.50
Marc Wasserman	19.50	1,350	26,325.00
<u>ASSOCIATE</u>			
Carolin Jumaa	7.20	725	5,220.00
Ben Muller	47.30	655	30,981.50
<u>PARAPROFESSIONAL</u>			
Elizabeth E. Buchanan	8.10	295	2,389.50
Julie Harvey	2.50	300	750.00
TOTAL FEES (CAD):	175.30		153,114.50

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Oct-01-23	Martino Calvaruso	Attending on email correspondence regarding SISP matters.	0.10
Oct-02-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; attending on non-disclosure agreement matters and related correspondence; reviewing [REDACTED] attending on discussions with K. Plunkett.	2.40
Oct-02-23	Ben Muller	Finalizing letter [REDACTED] and sending same to M. Calvaruso.	0.30
Oct-03-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on non-disclosure agreement matters.	1.00
Oct-04-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; attending on meetings [REDACTED]; corresponding regarding same; attending on status discussions with K. Plunkett; attending on non-disclosure agreement matters.	2.80
Oct-04-23	Shawn T. Irving	Meeting with M. Calvaruso to discuss [REDACTED]	1.50

Oct-04-23	Marc Wasserman	Attending to [REDACTED] matters and shareholder letter.	1.90
Oct-05-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; attending on discussions with sales process participant; attending on non-disclosure agreement matters; reviewing draft correspondence to stakeholder.	1.50
Oct-05-23	Ben Muller	[REDACTED]	1.50
Oct-06-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on stakeholder correspondence; attending on correspondence with [REDACTED]; reviewing bids received and related correspondence.	1.70
Oct-06-23	Jacqueline Code	Reviewing and commenting on [REDACTED].	0.60
Oct-07-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing bids received in sales process and related summary.	0.80
Oct-09-23	Martino Calvaruso	Attending on email correspondence regarding sales process matters.	0.40
Oct-10-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on meeting with stalking horse bidder regarding sales process update; attending on discussions with N. Goldstein and K. Plunkett regarding same; reviewing revised draft correspondence to stakeholder.	1.50
Oct-10-23	Jacqueline Code	Reviewing and commenting on draft email to [REDACTED].	0.40
Oct-10-23	Shawn T. Irving	Revising [REDACTED]; correspondence with J. Code, M. Calvaruso and M. Wasserman regarding same.	0.50
Oct-10-23	Marc Wasserman	Attending calls regarding bid updating; further conversations with respect thereto.	1.70
Oct-11-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; preparing for and attending on meeting [REDACTED]; reviewing and revising draft press release; attending on status discussions with K. Plunkett and V. Gauthier; reviewing and revising stakeholder correspondence.	1.80
Oct-11-23	Marc Wasserman	Engaged in discussions with respect to next steps and upcoming hearing; reviewing documentation regarding same.	1.70

Oct-12-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on meeting regarding sale approval motion preparation; attending on discussions with K. Plunkett regarding same; reviewing revised draft correspondence to stakeholder.	2.80
Oct-12-23	Joshua Disenhouse	Reviewing draft approval and vesting order for Grimsby property.	0.20
Oct-12-23	Ben Muller	Reviewing and commenting on approval and vesting order in respect of Grimsby property; reviewing and commenting on critical dates list; all emails regarding same.	1.50
Oct-13-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status update meeting with N. Goldstein; attending on meeting [REDACTED] and corresponding regarding same; attending on discussions with K. Plunkett and V. Gauthier regarding same.	1.80
Oct-13-23	Joshua Disenhouse	Reviewing and revising draft approval and vesting order regarding sale of Grimsby property; reviewing critical dates schedule regarding same; attending to e-mail correspondence with M. Calvaruso regarding same.	0.60
Oct-13-23	Marc Wasserman	Engaged in discussions [REDACTED] and consent to order; reviewing application; multiple discussions with respect thereto.	2.60
Oct-14-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with K. Plunkett.	0.50
Oct-14-23	Ben Muller	Reviewing and commenting on draft RWB approval and reverse vesting order, including incorporating AHI/purchased entities construct [REDACTED].	5.00
Oct-15-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with N. Goldstein; attending on diligence review matters; coordinating security review.	0.70
Oct-15-23	Joshua Disenhouse	Attending to e-mail correspondence with B. Muller regarding security review of 1260356 Ontario Limited security.	0.30
Oct-15-23	Ben Muller	Emails to and from M. Calvaruso regarding comments to RWB approval and reverse vesting order; reviewing and commenting on the third report of the Monitor [REDACTED]; emailing J. Disenhouse regarding 126 security opinion.	8.00

Oct-16-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft stalking horse approval and reverse vesting order; reviewing and revising draft Grimsby approval and vesting order.	2.50
Oct-16-23	Joshua Disenhouse	Reviewing and revising draft approval and vesting order and closing agenda for Grimsby transaction.	0.50
Oct-16-23	Julie Harvey	Receiving instructions and ordering Ontario and British Columbia PPSA searches; receiving and reviewing British Columbia PPSA searches; forwarding same to B. Muller.	1.50
Oct-16-23	Carolin Jumaa	Reviewing and summarizing real property registrations and loan documents; correspondence with J. Disenhouse and B. Muller regarding real property registrations and loan documents.	0.40
Oct-16-23	Ben Muller	[REDACTED]; coordinating retrieval of PPSA, corporate, bank act, execution, litigation, insolvency and execution searches in connection with security review of 126 Loan; reviewing Loan and Security documents in connection with security review; speaking with M. Calvaruso regarding comments on various application materials; circulating additional comments on Grimsby AVO to C. Delfino; revising comments to RWB ARVO; circulating revised comments to M. Wasserman and N. Goldstein for review; reviewing and commenting on ancillary relief order; circulating comments to same to M. Calvaruso; reviewing fifth affidavit.	7.50
Oct-17-23	Elizabeth E. Buchanan	Receiving instructions from B. Muller; conducting corporate profile, Ontario and British Columbia Bank Act, official receiver and execution searches in Toronto and York Region respecting Aleafia Heath Inc. and twenty six additional names; arranging for litigation search searches in Ontario and British Columbia; arranging for Vancouver execution searches, and reporting thereon.	8.10
Oct-17-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft stalking horse approval and reverse vesting order; reviewing and revising draft ancillary relief order, including expanded monitor's powers; attending on various discussions with N. Goldstein and K. Plunkett; reviewing draft affidavit of P. Symmes-Rizakos; reviewing and revising [REDACTED].	5.30
Oct-17-23	Joshua Disenhouse	Reviewing draft closing documents for Grimsby property.	0.50
Oct-17-23	Julie Harvey	Receiving and reviewing Ontario PPSA searches; forwarding same to B. Muller.	1.00
Oct-17-23	Carolin Jumaa	Reviewing and summarizing real property registrations and loan documents; Correspondence with J. Disenhouse and B. Muller regarding real property registrations and loan documents.	1.20

Oct-17-23	Ben Muller	Reviewing Loan and Security documents and beginning to draft security opinion regarding same; reviewing various search results; revising comments on Ancillary Relief Order; speaking with M. Calvaruso regarding court materials; revising comments on Ancillary Relief Order in accordance with instructions from M. Calvaruso.	5.00
Oct-18-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft stalking horse approval and reverse vesting order; reviewing and revising draft ancillary relief order, including expanded monitor's powers; attending on various discussions with N. Goldstein and K. Plunkett; reviewing draft amended and restated stalking horse agreement; [REDACTED].	5.80
Oct-18-23	Shawn T. Irving	[REDACTED] discussions with B.Muller and M.Calvaruso.	1.10
Oct-18-23	Carolin Jumaa	Reviewing and summarizing real property registrations and loan documents; correspondence with J. Disenhouse and B. Muller regarding real property registrations and loan documents.	1.20
Oct-18-23	Ben Muller	Revising ancillary Relief Order in accordance with M. Calvaruso's comments; circulating same to M. Wasserman and N. Goldstein for review and comment; [REDACTED]; speaking with M. Calvaruso regarding KERP, DIP amendment and related matters; [REDACTED]; continuing to review search results, including PPSA results, Loan and Security documents and drafting security opinion; speaking with local Newfoundland counsel regarding Newfoundland perfection issues and related matters.	6.00
Oct-19-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft stalking horse approval and reverse vesting order; reviewing and revising draft ancillary relief order, including expanded monitor's powers; attending on various discussions with N. Goldstein and K. Plunkett; attending on status meeting with client; reviewing draft amended and restated stalking horse agreement and corresponding regarding same; [REDACTED].	5.60
Oct-19-23	Joshua Disenhouse	Attending to updating security opinion and review for 1260356 Ontario Limited Inc. security; discussion with C. Jumaa regarding same.	0.60

Oct-19-23	Shawn T. Irving	Reviewing and providing comments on draft monitor's report; discussions with M. Calvaruso regarding same.	3.00
Oct-19-23	Carolyn Jumaa	Reviewing and summarizing real property registrations and loan documents; reviewing and revising draft opinion; correspondence with J. Disenhouse and B. Muller regarding draft opinion.	3.10
Oct-19-23	Ben Muller	Revising security opinion; compiling appendicies; emails to and from real estate group regarding security opinion; updating service list; [REDACTED] and circulating same to N. Goldstein; [REDACTED]; all emails regarding same; attending status call with N. Goldstein and M. Tallat.	2.00
Oct-19-23	Marc Wasserman	Attending to issues regarding [REDACTED]; conversations with respect thereto; attending update calls on status.	2.50
Oct-20-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing revised draft stalking horse approval and reverse vesting order; reviewing revised draft ancillary relief order, including expanded monitor's powers; reviewing revised draft Grimsby approval and vesting order; attending on correspondence regarding [REDACTED]; reviewing and revising draft amended and restated stalking horse agreement and corresponding regarding same; attending on discussions with K. Plunkett; attending on discussions with M. Tallat; reviewing and commenting on draft 126 security review opinion; reviewing and revising draft third report of the Monitor.	4.40
Oct-20-23	Joshua Disenhouse	Reviewing revised security opinion regarding 1260356 Ontario Limited security; discussion with C. Jumaa regarding same.	0.60
Oct-20-23	Carolyn Jumaa	Reviewing and revising draft opinion; Correspondence with J. Disenhouse and B. Muller regarding draft opinion.	0.60
Oct-20-23	Ben Muller	Circulating comments to ancillary relief order and RWB transactions approval order to A&B for review; providing additional comments to third report and circulating same to M. Calvaruso for review.	2.00
Oct-21-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions; reviewing and commenting on draft 126 security review opinion; reviewing and revising draft third report of the monitor.	4.80
Oct-22-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with K. Plunkett; reviewing and revising draft third report of the Monitor.	1.40
Oct-22-23	Joshua Disenhouse	Reviewing draft security opinion for 1260356 Ontario Limited security; reviewing report to monitor; attending to e-mail correspondence with B. Muller regarding same.	1.20

Oct-22-23	Carolyn Jumaa	Reviewing and revising draft opinion; Correspondence with J. Disenhouse and B. Muller regarding draft opinion.	0.40
Oct-22-23	Ben Muller	Revising Third Report of the Monitor and security opinion in response to comments received from M. Calvaruso.	2.00
Oct-23-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with N. Goldstein and M. Tallat; attending on various discussions with K. Plunkett; reviewing and revising draft third report of the monitor; attending on meeting regarding same; attending on meeting with counsel to the debentureholders; attending on meeting with counsel to RWB; reviewing revised draft amended and restated stalking horse agreement; attending on correspondence regarding [REDACTED]; reviewing and commenting on draft 126 security review opinion and coordinating same.	5.20
Oct-23-23	Joshua Disenhouse	Reviewing revised security opinion regarding 1260356 Ontario Limited security; attending to e-mail correspondence with B. Muller regarding same.	0.20
Oct-23-23	Ben Muller	Coordinating printing of motion materials; revising security opinion and circulating same to M. Calvaruso; attending call regarding third report of Monitor [REDACTED]; emails to and from M. Calvaruso regarding [REDACTED]; emailing [REDACTED]; emailing draft third report of the Monitor to A&B for review and comment; reviewing [REDACTED]; speaking with M. Calvaruso regarding [REDACTED] in connection with Grimsby APS; all emails regarding security opinion.	3.00
Oct-23-23	Marc Wasserman	Attending to review of the third report of Monitor; engaged in discussions regarding same in preparation for upcoming sale approval hearing; engaged in discussions with respect thereto.	2.90
Oct-24-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with N. Goldstein and M. Tallat; attending on various discussions with K. Plunkett; reviewing and revising draft third report of the monitor; reviewing revised draft amended and restated stalking horse agreement; reviewing draft DIP term sheet amendment and corresponding regarding same; attending on correspondence regarding [REDACTED]; finalizing 126 security review opinion and coordinating same.	5.50
Oct-24-23	Joshua Disenhouse	Attending to e-mail correspondence with B. Muller regarding closing of Grimsby transaction.	0.20
Oct-24-23	Carolyn Jumaa	Correspondence with J. Disenhouse and B. Muller regarding draft opinion and real property security.	0.30

Oct-24-23	Ben Muller	Reviewing third report of the Monitor; revising same to incorporate KERP concepts and related matters; speaking with M. Tallat regarding same; speaking with M. Calvaruso regarding same; all emails regarding One Plant; emails to and from A&B regarding third report and copy of unredacted KERP; redacting KERP and circulating same to M. Tallat; all emails regarding same.	2.00
Oct-25-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with N. Goldstein and M. Tallat; attending on various discussions with K. Plunkett; reviewing and revising draft third report of the monitor and finalizing same; attending on discussions with counsel to the debentureholders; attending on meeting and follow-up discussions with [REDACTED]; reviewing draft DIP term sheet amendment.	4.40
Oct-25-23	Ben Muller	Speaking with M. Tallat regarding finalizing Third Report of the Monitor; finalizing formatting of Third Report of the Monitor, including adding backpage and serving same on the service list; speaking with S. Hans regarding upcoming court hearing.	0.50
Oct-25-23	Marc Wasserman	Attending to update on [REDACTED]; reviewing and finalization documentation with respect thereto.	2.00
Oct-26-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with company counsel; attending on status discussions with client; preparing for sale approval court hearing; attending on coordination meeting with other advisors regarding same; attending on meeting with [REDACTED].	5.30
Oct-26-23	Marc Wasserman	Engaged in preparation for upcoming hearing; discussions with respect to release and other matters, [REDACTED].	2.10
Oct-27-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with company counsel; attending on status discussions with client; preparing for and attending on sale approval court hearing; reviewing and revising draft RWB approval and reverse vesting order; attending on discussion with counsel to the ad hoc group of convertible debentureholders.	5.50
Oct-27-23	Marc Wasserman	Attending motion for sale approval; dealing with objection matters and dealing with various other matters.	2.10
Oct-28-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft RWB approval and reverse vesting order; corresponding with debentureholder counsel.	0.50

Oct-30-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with K. Plunkett and C. Burr; finalizing draft RWB approval and reverse vesting order and ancillary relief order; corresponding with the Court regarding same.	1.10
Oct-31-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on matters regarding Grimsby property closing; attending on discussions with K. Plunkett.	1.10
Oct-31-23	Joshua Disenhouse	Telephone call with M. Calvaruso to discuss closing mechanics for Grimsby property.	0.50
Oct-31-23	Ben Muller	All emails regarding closing of Grimsby transaction; all emails regarding filing confidential appendicies with Court under seal; speaking with M. Pedro regarding closing of Grimsby transaction; reviewing Grimsby APS in connection with same; drafting revised Monitor's Closing Certificate in connection with same.	1.00

TOTAL HOURS:	175.30
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EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	263.55
Special Supplies Costs	25.88
Taxi Charges	28.75
Agent's Fees & Expenses	1,668.00
OnCorp Fees for Searches/Certificates/Filings	5,800.48
Title-Related Searches-Toronto	211.60
TOTAL (CAD):	7,998.26

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
416.862.6666 facsimile



Invoice Issued in Canadian Dollars

Aleafia Health Inc.
c/o KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12840248
Date: December 31, 2023
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	35,850.00
REIMBURSABLE EXPENSES	940.00
HST @ 13%	4,782.70
TOTAL (CAD):	41,572.70

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SWIFT Code: TDOMCATTOR

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Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Please return remittance advice(s) with cheque.

Invoice No.: 12840248
Client No.: 228776
Amount: 41,572.70 CAD

FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	20.30	960	19,488.00
Joshua Disenhouse	0.50	860	430.00
Sven C. Poysa	1.40	1,050	1,470.00
Marc Wasserman	6.10	1,350	8,235.00
<u>ASSOCIATE</u>			
Ben Muller	8.80	655	5,764.00
<u>PARAPROFESSIONAL</u>			
Kevin MacEachern	1.00	295	295.00
<u>CORPORATE SEARCHES FIXED FEES</u>			
Corporate Searches by Elizabeth E. Buchanan			168.00
TOTAL FEES (CAD):	38.10		35,850.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Nov-01-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on matters regarding Grimsby property closing; attending on client meeting regarding [REDACTED].	1.00
Nov-01-23	Joshua Disenhouse	Attending to closing matters regarding Grimsby closing.	0.30
Nov-01-23	Ben Muller	All emails regarding closing matters related to the Grimsby transaction; serving Monitor's certificate in connection with same; drafting affidavit of service in connection with same; filing Monitor's certificate with court.	1.00
Nov-01-23	Marc Wasserman	Attending to discussions regarding [REDACTED] and various email correspondence with respect to same.	1.50
Nov-02-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with K. Plunkett.	0.40
Nov-02-23	Joshua Disenhouse	Reviewing e-mail correspondence regarding closing of Grimsby transaction.	0.20
Nov-02-23	Kevin MacEachern	Attending to Commercial Court online portal; submitting Monitor's certificate and following up with court staff to secure stamped version of same.	1.00

Nov-02-23	Ben Muller	Speaking with M. Tallat regarding disbursements of funds following closing of Grimsby transaction; emailing vendor and purchase regarding proposed disbursement; all emails regarding same.	0.40
Nov-03-23	Corporate Searches by Elizabeth E. Buchanan	Receiving instructions from B. Muller; obtaining certified copies of charter documents respecting Emblem Cannabis Corporation, and reporting thereon.	
Nov-03-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with K. Plunkett.	0.40
Nov-07-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with client and company counsel regarding [REDACTED].	0.50
Nov-07-23	Ben Muller	Drafting [REDACTED] and circulating same to M. Calvaruso for review; [REDACTED].	0.40
Nov-08-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.40
Nov-08-23	Ben Muller	Reviewing and commenting on notice of motion for stay extension order; sending comments to M. Calvaruso for review.	0.20
Nov-08-23	Sven C. Poysa	Multiple communications with M. Calvaruso.	0.40
Nov-10-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.20
Nov-13-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with client and company counsel regarding stay extension matters; reviewing draft stay extension materials.	0.50
Nov-14-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Nov-15-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Nov-15-23	Ben Muller	Reviewing and commenting on various transaction documents, including payment directions, DIP and senior loan release, and assignment of debt and security documents; [REDACTED].	1.00

Nov-16-23	Ben Muller	All emails regarding A&B budget, stay extension materials and related matters; drafting email to [REDACTED]; speaking with M. Calvaruso regarding same; [REDACTED]; reviewing and commenting on sixth affidavit; sending comment to M. Calvaruso for review.	1.50
Nov-17-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status update meeting with client; attending on discussions with DIP lender and company counsel; reviewing and commenting on draft closing documentation.	2.60
Nov-17-23	Ben Muller	Attending call regarding stay extension materials and related issues; emails to and from M. Calvaruso regarding same.	0.30
Nov-17-23	Marc Wasserman	Attending to stay extension materials and reviewing same; discussions regarding same including with respect to shareholders.	2.10
Nov-18-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and commenting on closing documentation and considering same; preparing draft correspondence to shareholder correspondence and considering same.	3.00
Nov-19-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing and commenting on closing documentation and considering same.	1.00
Nov-19-23	Ben Muller	Reviewing and revising updated drafts of credit bid release letter and assignment of debt and security agreement.	0.50
Nov-20-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and commenting on draft closing documentation and considering same; attending on status discussion with client and company counsel.	2.20
Nov-21-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with client and company counsel regarding stay extension matters; reviewing draft stay extension materials; reviewing draft DIP credit agreement amendment; reviewing draft amended and restated stalking horse agreement amendment; reviewing and commenting on draft closing documentation and considering same; attending on status discussions with client and company counsel; attending on meeting with client and company counsel regarding bankruptcy matters.	3.20
Nov-21-23	Ben Muller	Revising conditions certificates and circulating same; attending call regarding bankruptcy matters; reviewing M. Tallat's comments on sixth affidavit and draft order; reviewing and commenting on same; circulating comments to M. Calvaruso for review; reviewing second amendment to DIP agreement; emails to and from M. Calvaruso regarding same.	1.50

Nov-21-23	Sven C. Poysa	Considering [REDACTED]; follow-up with M. Calvaruso.	0.50
Nov-22-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with RWB's counsel; attending on discussions with client; reviewing and commenting on draft fourth report of Monitor.	1.20
Nov-22-23	Ben Muller	Further reviewing fourth report in light of updated affidavit; all emails to and from M. Calvaruso regarding same; all emails to and from M. Tallat regarding same; sending draft report to A&B for review.	1.50
Nov-23-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with client; reviewing and commenting on draft fourth report of Monitor and reviewing comments thereon.	1.70
Nov-23-23	Ben Muller	Finalizing and serving fourth report of Monitor; all emails regarding same.	0.50
Nov-24-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Nov-26-23	Martino Calvaruso	Attending on status discussions with company counsel.	0.20
Nov-27-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Nov-27-23	Marc Wasserman	Attending stay extension hearing; preparing for same.	2.50
Nov-29-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.20
Nov-30-23	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.40
Nov-30-23	Sven C. Poysa	Reviewing and revising [REDACTED].	0.50

TOTAL HOURS: 38.10

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Agent's Fees & Expenses	700.00
Copies of Documents	240.00
TOTAL (CAD):	<u>940.00</u>

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
416.862.6666 facsimile



Invoice Issued in Canadian Dollars

Aleafia Health Inc.
c/o KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12850466
Date: January 11, 2024
Client No.: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	7,911.50
ESTIMATE TO CLOSE	30,000.00
HST @ 13%	4,928.50
TOTAL (CAD):	42,840.00

PAYMENT DUE UPON RECEIPT



We are committed to protecting the environment. Please provide your email address to payments@osler.com to receive invoices and reminder statements electronically.



REMITTANCE ADVICE

Canadian Dollars EFT and Wire Payments:

TD Canada Trust
751 3rd Street S.W.
Calgary, Alberta T2P 4K8
Transit No: 80629-0004
Account No: 5219313
SWIFT Code: TDOMCATTOR

Please provide details of EFT/wire to payments@osler.com, itemizing invoice number(s) being paid. Email money transfers are not accepted.

Cheque Payments:

Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Please return remittance advice(s) with cheque.

Invoice No.: 12850466
Client No.: 228776
Amount: 42,840.00 CAD

OUTSTANDING INVOICE SUMMARY

CAD INVOICES

INVOICE #	DATE	FEES	EXPENSES	TAXES	TOTAL	ACCOUNTS RECEIVABLE
12840248	Dec-31-23	35,850.00	940.00	4,782.70	41,572.70	41,572.70
12850466	Jan-11-24	32,911.50	0.00	4,278.50	37,190.00	37,190.00
TOTAL OUTSTANDING (CAD)		68,761.50	940.00	9,061.20	78,762.70	78,762.70

FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso	2.00	1,100	2,200.00
Martino Calvaruso	3.30	960	3,168.00
<u>ASSOCIATE</u>			
Ben Muller	1.50	735	1,102.50
Ben Muller	2.20	655	1,441.00
TOTAL FEES (CAD):	9.00		7,911.50
ADJUSTMENT			30,000.00
NET FEES (CAD):			37,911.50

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Dec-07-23	Martino Calvaruso	Attending on email correspondence regarding file matters; reviewing revised draft assignment of debt and security agreement.	0.20
Dec-07-23	Ben Muller	Reviewing inquiry from M. Tallat; reviewing [REDACTED]; reviewing [REDACTED]; [REDACTED] drafting response to M. Tallat and sending to M. Calvaruso for review and consideration.	1.50
Dec-12-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.40
Dec-14-23	Martino Calvaruso	Attending on email correspondence regarding stakeholder matters; reviewing amendment to DIP term sheet and amended and restated stalking horse asset purchase and subscription agreement.	0.70

Dec-15-23	Martino Calvaruso	Attending on email correspondence regarding stakeholder matters; attending on status update meeting with company counsel; reviewing amendment to DIP term sheet and amended and restated stalking horse asset purchase and subscription agreement; reviewing draft press release.	1.10
Dec-16-23	Martino Calvaruso	Attending on email correspondence regarding creditor matters and considering same.	0.40
Dec-16-23	Ben Muller	All emails to and from M. Calvaruso regarding [REDACTED].	0.50
Dec-20-23	Ben Muller	Emailing M. Tallat regarding [REDACTED] issue; all emails regarding same.	0.20
Dec-22-23	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status meeting with company and board counsel.	0.50
Jan-08-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.30
Jan-09-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with company counsel.	0.50
Jan-10-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and commenting on closing documents.	1.20
Jan-10-24	Ben Muller	Reviewing updated closing documents; all emails regarding same; revising conditions certificates and sending same to M. Calvaruso for review and consideration.	1.50

TOTAL HOURS: 9.00

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
TOTAL (CAD):	<u><u>0.00</u></u>

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
PO BOX 50
Toronto ON M5X 1B8
CANADA
416.362.2111 main
416.862.6666 facsimile



Invoice Issued in Canadian Dollars

KSV Advisory Inc.
Bay Adelaide Centre
333 Bay Street
Suite 1400
Toronto, ON M5H 2R2
CANADA

Attention: Noah Goldstein
Managing Director

Invoice No.: 12860650
Date: February 20, 2024
Payor ID: 228776
GST/HST No.: 121983217 RT0001
Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Project Rover (F#1246349) .

OUR FEE HEREIN	70,855.00
REIMBURSABLE EXPENSES	6.45
HST @ 13%	9,211.99
TOTAL (CAD):	80,073.44

Accounts are due and payable on delivery. Interest will accrue at the annual rate of 12% from the date that is one month after delivery until the date paid.



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REMITTANCE ADVICE

Canadian Dollars EFT and Wire Payments:

TD Canada Trust
751 3rd Street S.W.
Calgary, Alberta T2P 4K8
Transit No: 80629-0004
Account No: 5219313
SWIFT Code: TDOMCATTOR

Please provide details of EFT/wire to payments@osler.com, itemizing invoice number(s) being paid. Email money transfers are not accepted.

Cheque Payments:

Osler, Hoskin & Harcourt LLP
FINANCE & ACCOUNTING
(RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Please return remittance advice(s) with cheque.

Invoice No.: 12860650
Payor ID: 228776
Amount: 80,073.44 CAD

OUTSTANDING INVOICE SUMMARY

CAD INVOICES

INVOICE #	DATE	FEES	EXPENSES	TAXES	TOTAL	ACCOUNTS RECEIVABLE
12840248	Dec-31-23	35,850.00	940.00	4,782.70	41,572.70	41,572.70
12860650	Feb-16-24	70,855.00	6.45	9,211.99	80,073.44	80,073.44
TOTAL OUTSTANDING (CAD)		106,705.00	946.45	13,994.69	121,646.14	121,646.14

FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Martino Calvaruso Shawn	22.60	1,100	24,860.00
T. Irving Marc Wasserman	7.70	1,130	8,701.00
	2.00	1,500	3,000.00
<u>ASSOCIATE</u> Marleigh Dick			
Adam Margeson			
Ben Muller	9.70	735	7,129.50
	13.90	735	10,216.50
	20.60	735	15,141.00
<u>PARAPROFESSIONALS</u>			
	3.80	310	1,178.00
<u>STUDENT</u>			
	1.70	370	629.00
TOTAL FEES (CAD):	82.00		70,855.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Jan-11-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing revised draft closing documents; commenting on draft assignment and assumption agreement and corresponding regarding same.	1.50
Jan-12-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on various discussions with client and counsel to the purchaser regarding closing matters; attending on closing conference call; reviewing revised draft monitor's certificate.	2.00

Jan-12-24	Ben Muller	Preparing Monitor's certificate; sending same to KSV for review and comment; attending closing call with Gowling; speaking with M. Calvaruso regarding closing; all emails to and from KSV regarding closing; delivering Monitor's certificate; coordinating filing of same.	0.80
Jan-12-24	Marc Wasserman	Attending to discussions regarding assignment agreement; reviewing same; providing comments thereon.	1.00
Jan-15-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with client; attending on status update meeting with company and director counsel.	1.20
Jan-15-24	Naomi Chernos	Drafting affidavit of service for B. Muller.	0.70
Jan-15-24	Marleigh Dick	Attending to logistics for stay extension hearing.	0.70
Jan-15-24	Kevin MacEachern	Attending to Commercial Court online portal; submitting monitor's certificate.	0.50
Jan-16-24	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.40
Jan-16-24	Naomi Chernos	Updating stay order for B. Muller.	0.70
Jan-17-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status update meeting with client.	0.70
Jan-17-24	Naomi Chernos	Reviewing and incorporating changes to order for B. Muller.	0.30
Jan-17-24	Marleigh Dick	Preparing materials for stay extension motion.	0.40
Jan-17-24	Kevin MacEachern	Communicating with Superior Court; securing court stamped version of monitor's certificate.	0.50
Jan-17-24	Ben Muller	Reviewing stay extension order prepared by N. Chernos; revising same and sending revisions to N. Chernos; reviewing revised stay extension order; further revising stay extension order and sending same to M. Dick.	0.90
Jan-18-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with counsel to convertible debentureholders and purchaser regarding court schedule; coordinating same.	1.00
Jan-18-24	Marleigh Dick	Preparing materials for stay extension motion.	0.50

Jan-19-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with client; attending on status discussions with company counsel; reviewing and revising draft fifth report of the monitor and related notice of motion and order.	2.10
Jan-19-24	Marleigh Dick	Preparing materials for stay extension motion.	2.40
Jan-19-24	Shawn T. Irving	Reviewing and providing comments on draft Monitor's Report; reviewing and providing comments on draft Notice of Motion; attending to correspondence with M.Calvaruso and M.Dick regarding same.	2.00
Jan-19-24	Ben Muller	Emails to and from M. Calvaruso regarding second dip amendment and first amendment to stalking horse agreement; reviewing Monitor's fifth report; commenting on Monitor's fifth report.	1.50
Jan-20-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft fifth report of the monitor and related notice of motion and order; coordinating service of same.	1.00
Jan-20-24	Marleigh Dick	Preparing materials for stay extension motion.	1.40
Jan-20-24	Adam Margeson	Preparing factum for stay extension motion.	4.40
Jan-21-24	Marleigh Dick	Preparing factum for stay extension motion.	0.80
Jan-21-24	Adam Margeson	Preparing factum for stay extension motion.	2.70
Jan-22-24	Martino Calvaruso	Attending on email correspondence; reviewing and commenting on draft factum.	0.60
Jan-22-24	Marleigh Dick	Serving and filing factum for stay extension motion.	0.50
Jan-22-24	Kevin MacEachern	Attending to Commercial Court online portal; submitting motion record, factum and fifth report of the monitor for stay extension.	0.50
Jan-22-24	Adam Margeson	Preparing factum for stay extension motion.	1.30
Jan-23-24	Marleigh Dick	Attending to logistics for stay extension hearing; drafting oral submissions for S. Irving.	1.50
Jan-24-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; preparing for and attending on stay extension hearing; attending on correspondence with company counsel.	0.80
Jan-24-24	Marleigh Dick	Attending to logistics following stay extension hearing.	0.30

Jan-24-24	Shawn T. Irving	Preparing for and attending stay extension motion; correspondence regarding same; call with M. Calvaruso regarding same.	2.50
Jan-24-24	Kevin MacEachern	Attending to Commercial Court online portal; submitting signed order for stay extension to be court processed.	0.50
Jan-24-24	Marc Wasserman	Attending to stay extension motion and discussions regarding same.	1.00
Jan-26-24	Martino Calvaruso	Attending on email correspondence; reviewing issued endorsement of Justice Penny.	0.30
Jan-26-24	Kevin MacEachern	Communicating with Commercial Court; securing court issued version of sealed stay extension order.	0.50
Jan-30-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.20
Jan-31-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status update meeting with company counsel.	0.80
Jan-31-24	Ben Muller	[REDACTED] [REDACTED] [REDACTED]; attending call regarding CCAA termination.	3.50
Feb-01-24	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.30
Feb-02-24	Martino Calvaruso	Attending on email correspondence regarding file matters; attending on status discussions with debentureholder counsel.	0.50
Feb-05-24	Martino Calvaruso	Attending on email correspondence regarding file matters.	0.20
Feb-05-24	Ben Muller	Reviewing and redacting invoices; reviewing and revising fee affidavit; circulating fee affidavit and proposed redactions to M. Calvaruso for review and consideration.	2.50
Feb-06-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters.	0.50
Feb-06-24	Shawn T. Irving	Correspondence regarding CCAA termination order and releases; considering next steps.	0.50
Feb-06-24	Adam Margeson	Reviewing case law regarding [REDACTED].	3.90
Feb-06-24	Ben Muller	Speaking with M. Calvaruso regarding upcoming termination hearing; engaged emails regarding upcoming termination hearing; emailing A. Margeson regarding [REDACTED] [REDACTED].	0.80
Feb-07-24	Adam Margeson	Reviewing case law regarding [REDACTED].	1.10

Feb-07-24	Ben Muller	Reviewing draft CCAA termination order; [REDACTED]; revising draft CCAA termination order; sending comments on draft CCAA termination order to M. Calvaruso for review and consideration.	2.20
Feb-08-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on internal planning meeting regarding CCAA termination hearing; attending on status meeting with counsel to the directors and officers; reviewing and revising draft CCAA termination order and considering same.	2.20
Feb-08-24	Marleigh Dick	Preparing for and attending internal meeting regarding CCAA termination.	0.60
Feb-08-24	Shawn T. Irving	Attending team meeting to discuss CCAA termination motion and releases; considering same.	0.50
Feb-08-24	Adam Margeson	Preparing for and meeting with M. Dick, S. Irving, M. Calvaruso and B. Muller.	0.50
Feb-08-24	Ben Muller	Attending call regarding upcoming termination hearing.	0.50
Feb-09-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; reviewing and revising draft CCAA termination order and considering same; attending on status update meeting with client.	3.20
Feb-10-24	Ben Muller	Reviewing M. Calvaruso's comments to draft CCAA termination order; incorporating M. Calvaruso's comments; sending draft CCAA termination order to KSV for review and consideration.	0.90
Feb-12-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with client; reviewing and revising draft CCAA termination order.	0.80
Feb-13-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on status discussions with client; reviewing and revising draft CCAA termination order and comments thereon.	1.10
Feb-13-24	Shawn T. Irving	Reviewing comments provided on draft CCAA termination order and considering same; reviewing draft Sixth Report.	0.70
Feb-14-24	Martino Calvaruso	Attending on internal discussions and email correspondence regarding file matters; attending on discussions with client; attending on internal status meeting; reviewing comments on draft CCAA termination order and corresponding regarding same; coordinating debentureholder security review.	1.20
Feb-14-24	Marleigh Dick	Attending to logistics for CCAA termination hearing; preparing court materials.	0.60

Feb-14-24	Julie Harvey	Receiving email from B. Muller; ordering Ontario and British Columbia PPSA searches.	0.60
Feb-14-24	Shawn T. Irving	Reviewing research from A. Margeson regarding [REDACTED]; discussions with M. Calvaruso regarding releases and termination motion; correspondence with court regarding date for termination motion.	1.00
Feb-14-24	Ben Muller	Conducting security review of security granted by Aleafia in favour of the Debentureholders; ordering PPSA searches in connection with same; emails to and from M. Calvaruso regarding same.	2.50
Feb-15-24	Julie Harvey	Receiving and reviewing PPSA searches; forwarding same to B. Muller.	0.70
Feb-15-24	Shawn T. Irving	Attending calls with M. Calvaruso to discuss motion timing and scope of releases.	0.50
Feb-15-24	Ben Muller	Emailing updated Service List to M. Tallat; reviewing and commenting on draft Sixth Report of the Monitor; completing review of the security granted by Aleafia in respect of the Debentureholders, including reviewing PPSA searches; drafting summary chart in connection with security review; drafting summary email to M. Calvaruso with results of security review.	4.50

TOTAL HOURS:	82.00
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EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	6.45
TOTAL (CAD):	6.45

THIS IS EXHIBIT "B" REFERRED TO IN
THE AFFIDAVIT OF MARTINO CALVARUSO
SWORN BEFORE ME ON THIS 21st DAY OF FEBRUARY 2024

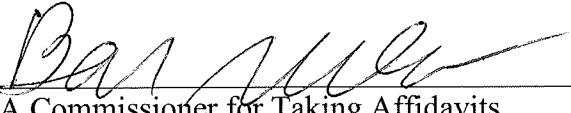


A Commissioner for Taking Affidavits

EXHIBIT B

Date of Account	For Billing Period Ending	Fees (\$)	Expenses / Disbursements (\$)	Taxes (\$)	Total (\$)
16-Aug-23	11-Aug-23	175,539.50	6,151.22	23,619.80	205,310.52
18-Sept-23	14-Sept-23	102,399.00	2,771.44	13,672.16	118,842.60
23-Oct-23	30-Sept-23	32,805.00	4,037.60	4,789.54	41,632.14
21-Nov-23	31-Oct-23	153,114.50	7,998.26	20,944.66	182,057.42
31-Dec-23	30-Nov-23	35,850.00	940.00	4,782.70	41,572.70
11-Jan-24	10-Jan-24	7,911.50	-	1,028.50	8,940.00
20-Feb-24	15-Feb-24	70,855.00	6.45	9,211.99	80,073.44
Total	-	578,474.50	21,904.97	78,049.35	678,428.82

THIS IS EXHIBIT "C" REFERRED TO IN
THE AFFIDAVIT OF MARTINO CALVARUSO
SWORN BEFORE ME ON THIS 21st DAY OF FEBRUARY 2024



A Commissioner for Taking Affidavits

EXHIBIT C

<u>Name</u>	<u>Year of Call (if applicable)</u>	<u>Billing Rate (\$/Hour)</u>	<u>Hours Worked</u>
Buchanan, Elizabeth	Paraprofessional	2023: 295	2023: 21.5
Calvaruso, Martino	2009	2023: 960 2024: 1,100	2023: 257.0 2024: 24.6
Chernos, Naomi	Student	2024: 370	2024: 1.7
Code, Jacqueline	1998	2023: 1,175	2023: 1.7
Dhillon, Sanpreet	Student	2023: 300	2023: 4.3
Dick, Marleigh	2020	2024: 735	2024: 9.7
Disenhouse, Joshua	2014	2023: 860	2023: 19.2
Harvey, Julie	Paraprofessional	2023: 300 2024: 310	2023: 2.5 2024: 1.3
Haugen, Davis	Student	2023: 350	2023: 4.2
Irving, Shawn	2004	2023: 1,075 2024: 1,130	2023: 6.1 2024: 7.7
Jumaa, Carolin	2018	2023: 725	2023: 13.6
MacEachern, Kevin	Paraprofessional	2023: 295 2024: 310	2023: 1.0 2024: 2.5
Margeson, Adam	2020	2024: 735	2024: 13.9
Muller, Ben	2020	2023: 655 2024: 735	2023: 158.5 2024: 22.1
Poysa, Sven	2006	2023: 1,050	2023: 5.8
Read, Charlene	Paraprofessional	2023: 370	2023: 0.2
Simon, Melanie	2017	2023: 765	2023: 1.8

<u>Name</u>	<u>Year of Call (if applicable)</u>	<u>Billing Rate (\$/Hour)</u>	<u>Hours Worked</u>
Wasserman, Marc	2001	2023: 1,350 2024: 1,500	2023: 73.0 2024: 2.0
Williams, Eugene	Paraprofessional	N/A	N/A
Wylie, Greg	1992	2023: 1,375	2023: 1.0
		Total:	656.9

Blended Rate (excluding expenses / disbursements and HST) \$578,474.50 ÷ 656.9 hours =	\$880.61
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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

AFFIDAVIT OF MARTINO CALVARUSO

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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