

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  
CANNTRUST HOLDINGS INC., CANNTRUST INC., CTI HOLDINGS (OSOYOOS)  
INC. AND ELMCLIFFE INVESTMENTS INC.

Applicants

SEVENTH REPORT OF THE MONITOR

Dated February 16, 2021

INTRODUCTION

1. On March 31, 2020 (the “**Filing Date**”), the Court granted an initial order (the “**Initial Order**”) under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (“**CCAA**”) that, among other things, appointed Ernst & Young Inc. as monitor of the Applicants (in such capacity, the “**Monitor**”), approved a stay of proceedings until and including April 9, 2020 (the “**Stay Period**”), granted certain Court-ordered charges, and approved FTI Consulting Canada Inc. continuing to act as Chief Restructuring Officer (the “**CRO**”) of the Applicants. In addition, the Initial Order granted a limited stay of proceedings during the Stay Period in favour of O Cannabis We Stand on Guard For Thee Corporation, Cannatrek Ltd., Elmcliffe Investments [No. 2] Inc. and Cannabis Coffee and Tea Pod Company Ltd. staying any rights arising out of, related to, or triggered by the insolvency of any of the Applicants or the commencement of these proceedings (the “**CCAA Proceedings**”).
2. On April 9, 2020, the Court granted an order (the “**Amended and Restated Initial Order**”) that, among other things:
  - a) extended the Stay Period to July 5, 2020;

- b) increased the maximum amount of each of the Administration Charge, the Directors' Charge and the Intercompany Charge, as defined in the Initial Order;
  - c) approved Greenhill & Co. Canada Ltd. continuing to act as financial advisor of the Applicants and approved the Transaction Fee Charge (as defined in the Amended and Restated Initial Order);
  - d) approved the Key Employee Retention Plan (the "**KERP**") and the KERP Charge (as defined in the Amended and Restated Initial Order); and
  - e) approved a limited stay of proceedings in respect of various current and former directors, officers and employees of CannTrust, and the auditors, certain underwriters and certain selling shareholders that are currently named, in addition to the Applicants, as defendants in the Canadian Class Actions, the Zola Action, the US Class Actions and the Construction Action, all as defined in the initial affidavit of Greg Guyatt dated March 31, 2020.
3. On May 8, 2020, the Court granted:
- a) an order approving the Applicants' sale and investment solicitation process;
  - b) an order (the "**Claims Procedure Order**") approving the claims process (the "**Claims Process**") proposed by the Applicants; and
  - c) an order approving the appointment of the Honourable Dennis O'Connor, Q.C. as a neutral third party to mediate a global settlement of various actions (the "**Mediation Process**") that allege that CannTrust Holdings Inc. ("**CannTrust Holdings**") made misrepresentations in CannTrust Holdings' disclosure to investors, and claims related thereto (such actions, the "**Securities Actions**"). The claims related to the Securities Actions are "**Excluded Claims**" under the Claims Procedure Order.
4. On July 2, 2020, the Court granted an order that extended the Stay Period to October 30, 2020.

5. On October 28, 2020, the Court granted an order that, among other things, extended the Stay Period to January 31, 2021, and authorized the Monitor to admit the proofs of claim identified in the fifth report of the Monitor dated October 26, 2020, received after the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as defined in the Claims Procedure Order and as applicable.
6. On January 29, 2021, the Court granted:
  - i) an order, among other things, extending the Stay Period to April 30, 2021; and
  - ii) an order (the “**CCAA Representation Order**”) appointing the CCAA Representatives and CCAA Representative Counsel for the Canadian and Non-U.S. Securities Claimants and the U.S. Securities Claimants (all of which are defined in the CCAA Representation Order).

## **PURPOSE**

7. The purpose of this Seventh Report of the Monitor (the “**Seventh Report**”) is to provide the Monitor’s recommendation concerning the Applicants’ motion for an order (the “**Claims Officer Order**”) appointing the Honourable Frank J.C. Newbould, Q.C. as Claims Officer as contemplated by the Claims Procedure Order.

## **TERMS OF REFERENCE**

8. In preparing this Seventh Report and making the comments herein, the Monitor has been provided and has relied upon unaudited financial information, books and records prepared by the Applicants, discussions with management of the Applicants (“**Management**”), and information from other third-party sources (collectively, the “**Information**”).
9. The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of such information in a manner that would wholly or partially comply with Canadian auditing standards (“**CAS**”) or any other standards under the Chartered Professional Accountants Canada Handbook and,

accordingly, the Monitor expresses no opinion or other form of assurance contemplated under CAS or any other standards in respect of the Information.

10. Unless otherwise indicated, the Monitor's understanding of factual matters expressed in this Seventh Report concerning the Applicants and their business is based on the Information, and not independent factual determinations made by the Monitor.
11. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.
12. Capitalized terms used in this Seventh Report are as defined herein, in the affidavit of Greg Guyatt dated February 16, 2021 (the "**Guyatt Affidavit**"), or the Claims Procedure Order. A copy of the Claims Procedure Order is attached as **Appendix "A"**.
13. All court documents and materials related to these CCAA Proceedings have been posted on the Monitor's website at [www.ey.com/ca/canntrust](http://www.ey.com/ca/canntrust) (the "**Monitor's Website**").

## **CLAIMS PROCESS**

14. Attached as **Appendix "B"** is the status of claims filed against the Applicants pursuant to the Claims Procedure Order as at January 11, 2021 (the "**Claims Summary**"). All claim amounts are listed in Canadian dollars using the daily average exchange rate published by the Bank of Canada on March 31, 2020 (the date these CCAA proceedings were commenced).
15. As at January 11, 2021, 234 claims with a cumulative asserted value of \$1,461,551,613 have been filed.
16. There are 33 claims that are still under review by the Applicants and the Monitor, including the following that will be addressed at the appropriate time:
  - a) four "marker" claims submitted by the Canada Revenue Agency ("**CRA**"), which will require the completion of audits before being finalized by CRA;
  - b) four intercompany claims with an approximate asserted value of \$253.8 million; and

- c) eight claims with an approximate asserted value of \$1,117.4 million, which were Excluded Claims under the Claims Procedure Order and are currently subject to the Mediation Process.
17. The Applicants and the Monitor have provisionally accepted 182 claims, comprised of unsecured claims of \$2,197,212 and secured claims of \$29,627.
18. The Monitor has sent several Notices of Disallowance for which some portions of the total claims have been accepted, which portions are included in the figures reported in paragraph 17, and other portions have been disallowed. The portions that have been disallowed, together with nine claims, each of which has been disallowed in its entirety or withdrawn, have an asserted claim value total of \$10,230,103. As of the Claims Summary date, the dispute period had expired as it relates to all of these other claims that have either been partially or fully disallowed.
19. There are ten claims that have either been partially or fully disallowed for which a Notice of Dispute has been filed by the claimant (“**Disputed Claims**”). For these claims, \$281,291 of the total claim amount has been accepted and the amount currently under dispute is \$77,177,117.
20. The breakdown of the ten Disputed Claims are as follows:
- a) there are four trade claims with a cumulative asserted value of \$58,963,689, each of which is asserting a secured claim;
  - b) there is one trade claim with an asserted value (less the amount that has been accepted) of \$1,884,309 which is not asserting a secured claim; and
  - c) there are two claims, one from a former director and the other from a former officer, related to these individuals’ parting from CannTrust and certain contribution and indemnity claims they may have, with a cumulative asserted value of \$14,301,688; and
  - d) there are three employee claims with a cumulative asserted value of \$2,027,431.

21. The Monitor and the Applicant have and will continue to make attempts to resolve the Disputed Claims. However, in the event that the Disputed Claims cannot be resolved in a manner that is satisfactory to the Applicants, the Monitor and the applicable Claimant, they may have to be adjudicated.
22. On May 8, 2020, this Honorable Court granted the Claims Procedure Order that, among other things, established processes for, among other things, (i) providing notice to potential Claimants of the Claims Process, (ii) filing Claims against the Applicants, and (iii) the review, resolution and, if necessary, adjudication of such Claims.
23. Paragraph 31 of the Claims Procedure Order provides that, in the event that a disputed claim is not settled within a reasonable period or in a manner satisfactory to the Applicants, the Monitor and the applicable Claimant, the Monitor shall either:
  - a) send a Dispute Package to a Claims Officer, or
  - b) on notice to the disputing Claimant, schedule an appointment with the Court to schedule a motion to seek a determination by the Court of the disputed Claim, at which appointment directions will be sought from the Court on the process for such determination.
24. Paragraph 32 of the Claims Procedure Order provides that either the Applicants or the Monitor are authorized to bring a motion to seek the appointment of a claims officer to adjudicate any and all disputed Claims.

#### **APPOINTMENT OF A CLAIMS OFFICER**

25. The Applicants have proposed that the Honourable Frank J.C. Newbould, Q.C. be appointed as the claims officer (the “**Claims Officer**”). The Monitor is very familiar with Mr. Justice Newbould given his more than 10-year tenure as a judge of the Ontario Superior Court of Justice and specifically as a result of his extensive experience supervising major CCAA proceedings, including those in which the Monitor was involved.
26. The Monitor is satisfied that Mr. Justice Newbould is sufficiently knowledgeable and experienced in insolvency and claims resolution matters (including with respect to those

issues that may be engaged in the adjudication of the Disputed Claims, if necessary) to act as claims officer.

27. The Monitor has been made aware that Mr. Justice Newbould is a member of the board of directors of a potential financier of CannTrust. The Monitor is also aware that Mr. Newbould is counsel to the firm of Thornton Grout Finnigan LLP, which has been retained to advise a potential financier of CannTrust and previously acted for CannTrust's financial advisor, Greenhill & Co. Canada Ltd., with respect to these proceedings.
28. The Monitor has reviewed the information set out in paragraphs 21-24 of the Guyatt Affidavit and is satisfied that the above-mentioned relationships do not represent a conflict of interest and will not impact Mr. Newbould's impartiality with respect to any of the Disputed Claims that are referred to him for adjudication.

## **CONCLUSIONS AND RECOMMENDATIONS**

29. The Monitor is of the view that the appointment of the Claims Officer is appropriate at this time as (i) a majority of the Claims filed in the Claims Process have been reviewed by the Monitor, in consultation with the Applicants, and thus the potential disputed claims are now well known, (ii) the proposed Claims Officer has the expertise to adjudicate these disputes, if necessary, (iii) the Claims Officer will facilitate the timely and efficient adjudication of the Disputed Claims if they cannot be resolved, and (iv) it is necessary for the Applicants to continue to move forward towards the resolution or adjudication of these Disputed Claims and the development and implementation of the CCAA Plan given their liquidity constraints.

30. For the reasons stated herein, the Monitor recommends that the Court grant the proposed Claims Officer Order, should it see fit to do so.

All of which is respectfully submitted this 16<sup>th</sup> day of February 2021.

**ERNST & YOUNG INC., in its capacity  
as Monitor of the Applicants, and not in  
its corporate or personal capacity.**

**per:**

A handwritten signature in black ink, appearing to read "Alex Morrison". The signature is fluid and cursive, with a large, sweeping final stroke.

**Alex Morrison, CPA, CA, CIRP, LIT  
Senior Vice President**

A handwritten signature in black ink, appearing to read "Karen Fung". The signature is more compact and stylized than the one above, with a distinct horizontal line at the end.

**Karen Fung, CPA, CA, CIRP, LIT  
Vice President**



**APPENDIX "A"**  
**CLAIMS PROCEDURE ORDER**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE	)	FRIDAY, THE 8TH
	)	
MR. JUSTICE HAINEY	)	DAY OF MAY, 2020

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  
CANTRUST HOLDINGS INC., CANTRUST INC.,  
CTI HOLDINGS (OSOYOOS) INC., AND ELMCLIFFE INVESTMENTS INC.

Applicants



**CLAIMS PROCEDURE ORDER**

**THIS MOTION**, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order (the "**Claims Procedure Order**") approving a procedure for the identification, quantification, and resolution of certain claims of creditors of the Applicants and their respective directors and officers, was heard this day by way of videoconference due to the COVID-19 crisis.

ON READING the affidavit of Greg Guyatt sworn May 1, 2020 and the exhibits thereto, and the Second Report of the Monitor dated May 4, 2020 (the "**Second Report**"), and on hearing the submissions of counsel for the Applicants, the Monitor and those other parties that were present as listed on the counsel slip, no other party appearing although duly served as appears from the Affidavit of Service of Trevor Courtis sworn May 4, 2020.

## **SERVICE AND INTERPRETATION**

1. **THIS COURT ORDERS** that the time for service and filing of this motion and the Second Report is hereby abridged and validated such that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“BIA”** means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- (b) **“Business Day”** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (c) **“CCAA Proceedings”** means the within proceedings in respect of the Applicants under the CCAA;
- (d) **“CCAA Charges”** means the Administration Charge, the Directors’ Charge, the KERP Charge, the Transaction Fee Charge and the Intercompany Charge (as each such term is defined in the Initial Order) and any other court-ordered charge over the property of the Applicants that may be granted by the Court;
- (e) **“Claim”** means a Pre-Filing Claim, a Restructuring Claim and a D&O Claim, provided, however, that “Claim” shall not include an Excluded Claim;
- (f) **“Claimant”** means any Person asserting a Claim and includes the transferee or assignee of a Claim, transferred and recognized in accordance with paragraphs 36 and 37 hereof or a trustee, executor, liquidator, receiver, receiver and manager, or other Person acting on behalf of or through such Person;
- (g) **“Claims Officer”** means one or more individuals appointed in accordance with paragraph 32 of this Claims Procedure Order to act as a claims officer for the purposes of this Claims Procedure Order;

- (h) **“Claims Package”** means the Proof of Claim form, the Notice to Claimants, the Instruction Letter, and any other documentation the Applicants, in consultation with the Monitor, may deem appropriate;
- (i) **“Claims Procedure”** means the procedures outlined in this Claims Procedure Order, including the Schedules hereto;
- (j) **“Court”** means the Ontario Superior Court of Justice (Commercial List);
- (k) **“D&O Claim”** means, as against any Director or Officer, in his or her capacity as such, any D&O Restructuring Claim and any and all demands, claims (including claims for contribution or indemnity), actions, causes of action, counterclaims, suits, debts, sums of money, liabilities, accounts, covenants, damages, judgments, orders (including orders for injunctive relief or specific performance and compliance orders), expenses, executions, encumbrances and recoveries on account of any liability, obligation, demand or cause of action of whatever nature that any creditor or other Person has or may be entitled to assert (including for, in respect of or arising out of environmental matters, pensions or post-employment benefits or alleged wrongful or oppressive conduct, misrepresentation, fraud or breach of fiduciary duty), whether known or unknown, matured or unmatured, contingent or actual, direct, indirect or derivative, at common law, in equity or under statute, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act, omission, transaction, duty, responsibility, indebtedness, liability, obligation, dealing, matter or occurrence that in any way relate to or arise out of or in connection with (i) any Pre-Filing Claim; (ii) the assets, obligations, business or affairs of the Applicants; or (iii) the CCAA Proceedings or any matter or transaction occurring in or in connection with the CCAA Proceedings, but “D&O Claim” does not include a claim that cannot be compromised due to the provisions of subsection 5.1(2) of the CCAA;
- (l) **“D&O Restructuring Claim”** means, any right or claim of any Person against any Director or Officer, in his or her capacity as such, in connection with any indebtedness, liability or obligation of any kind whatsoever by any such Director

or Officer to such Person arising out of the restructuring, disclaimer, repudiation, resiliation or termination by an Applicant on or after the Filing Date of any contract, lease, other agreement or obligation whether written or oral but “D&O Restructuring Claim” does not include a claim that cannot be compromised due to the provisions of subsection 5.1(2) of the CCAA;

- (m) “**Director**” means any former or present director of any of the Applicants or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to a director of any of the Applicant or who currently manages or supervises the management of the business and affairs of any of the Applicants or did so in the past;
- (n) “**Directors’ Charge**” has the meaning given to such term in the Initial Order;
- (o) “**Directors’ Counsel**” means counsel to any of the Directors and/or Officers;
- (p) “**Dispute Package**” means the Proof of Claim filed by a Claimant, the Notice of Revision or Disallowance delivered by the Monitor in respect of that Proof of Claim, the Notice of Dispute filed by the Claimant in respect of the Notice of Revision or Disallowance, and any ancillary documentation as determined by the Monitor;
- (q) “**Equity Claim**” has the meaning set forth in Section 2(1) of the CCAA;
- (r) “**Excluded Claim**” means:
  - (i) any Excluded Equity Claim;
  - (ii) any claim secured by any of the CCAA Charges; and
  - (iii) any investigation, action, suit, order or proceeding in respect of the Applicants or any of them by or before a regulatory body (as defined in the CCAA), unless such investigation, action, suit, order or proceeding constitutes a “claim” within the meaning of the CCAA;

- (s) **“Excluded Equity Claim”** means any Equity Claim against or in respect of CannTrust Holdings Inc. or its Directors or Officers, including for greater certainty: (i) any claim against or in respect of CannTrust Holdings Inc. or its Directors or Officers in the Pending Litigation; and (ii) any claim of a Director or Officer or any other Person for contribution or indemnity from CannTrust Holdings Inc. in respect of the Pending Litigation or an Equity Claim;
- (t) **“Filing Date”** means March 31, 2020;
- (u) **“Initial Order”** means the Initial Order of the Honourable Mr. Justice Hainey made March 31, 2020 in these CCAA Proceedings, as amended, restated or varied from time to time;
- (v) **“Instruction Letter”** means the instruction letter to Claimants, substantially in the form attached as Schedule **“B”** hereto, regarding the completion of a Proof of Claim by a Claimant and the Claims Procedure described herein;
- (w) **“Meeting”** means a meeting of the creditors of the Applicants called for the purpose of considering and voting in respect of a Plan;
- (x) **“Monitor”** means Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants;
- (y) **“Monitor’s Website”** means the case website established by the Monitor with the following URL: <http://www.ey.com/ca/canntrust>;
- (z) **“Notice to Claimants”** means the notice for publication by the Monitor as described in paragraph 15 hereof, in the form attached as Schedule **“A”**;
- (aa) **“Notice of Dispute”** means the notice referred to in paragraph 28 hereof substantially in the form attached as Schedule **“E”** hereto which must be delivered to the Monitor by any Claimant wishing to dispute a Notice of Revision or Disallowance, with reasons for its dispute;

- (bb) **“Notice of Revision or Disallowance”** means the notice referred to in paragraph 27 hereof, substantially in the form of Schedule **“D”** advising a Claimant that the Applicants, with the consent of the Monitor, have revised or rejected all or part of such Claimant’s Claim as set out in its Proof of Claim;
- (cc) **“Officer”** means any former or present officer of any of the Applicants or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to an officer of any of the Applicants;
- (dd) **“Orders”** means any and all orders issued by the Court within the CCAA Proceedings, including the Initial Order;
- (ee) **“Pending Litigation”** has the meaning given to such term in the Initial Order;
- (ff) **“Person”** means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (gg) **“Plan”** means a plan of compromise or arrangement contemplated by the Initial Order;
- (hh) **“Pre-Filing Claim”** means any right of claim of any Person that may be asserted or made in whole or in part against any of the Applicants, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, including by reason of the commission of a tort (international or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive, or otherwise), and whether or not such indebtedness, liability or obligation is

reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present or future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against any of the Applicants with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation, and any interest accrued thereon or costs payable in respect thereof that (A) is based in whole or in part on facts existing prior to the Filing Date, (B) relates to a time period prior to the Filing Date, or (C) is a right or claim of any kind that would be claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date, including for greater certainty any claim against any of the Applicants for indemnification by any Directors or Officers in respect of a D&O Claim other than a D&O Restructuring Claim (but excluding any such claim for indemnification that (i) is covered by the Directors' Charge, or (ii) is in respect of an Excluded Claim);

- (ii) **"Pre-Filing Claims Bar Date"** means 5:00 p.m. (Eastern Time) on June 22, 2020;
- (jj) **"Proof of Claim"** means the Proof of Claim referred to in paragraphs 19 to 22 hereof to be filed by Claimants, substantially in the form attached hereto as Schedule "C";
- (kk) **"Proven Claim"** means the amount and Status of a Claim of a Claimant as finally determined in accordance with this Claims Procedure Order;
- (ll) **"Restructuring Claim"** means a D&O Restructuring Claim and any right of claim of any Person against any of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any such Applicant to such Person arising out of the restructuring, disclaimer, repudiation, resiliation or termination by such Applicant on or after the Filing Date of any



contract, lease, other agreement or obligation whether written or oral, including for greater certainty any claim against any of the Applicants for indemnification by any Directors or Officers in respect of a Restructuring Claim (but excluding any such claim for indemnification that (i) is covered by the Directors' Charge, or (ii) is in respect of an Excluded Claim);

(mm) **"Restructuring Claims Bar Date"** means the later of:

- (i) the Pre-Filing Claims Bar Date; and
- (ii) 5:00 p.m. (Eastern Time) on the day which is thirty (30) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with paragraph 14 or 18 hereof, as applicable;

(nn) **"Secured Claim"** means that portion of a Claim that is (i) secured by security validly charging or encumbering property or assets of the Applicants (including statutory and possessory liens that create security interests) taking into account the value of such collateral and the priority of such security, and (ii) duly and properly perfected in accordance with the relevant legislation in the appropriate jurisdiction, as of the Filing Date or after the Filing Date if permitted by the Initial Order; and

(oo) **"Status"** means, with respect to a Claim, whether such claim is an unsecured Claim, Secured Claim, or Equity Claim.

3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.

4. **THIS COURT ORDERS** that all references to the word "including" shall mean "including without limitation".

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

## **GENERAL PROVISIONS**

6. **THIS COURT ORDERS** that the Applicants, in consultation with the Monitor, are hereby authorized (i) to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Claims Procedure Order as to completion and execution of such forms, and (ii) to request any further documentation from a Claimant that the Applicants or the Monitor may reasonably require in order to determine the validity and/or Status of a Claim.

7. **THIS COURT ORDERS** that notwithstanding any other provisions of this Claims Procedure Order, the solicitation by the Applicants or the Monitor of Claims and the filing by any Claimant of any Claims shall not, for that reason only, grant any Person standing in these proceedings.

8. **THIS COURT ORDERS** that nothing in this Claims Procedure Order shall constitute or be deemed to constitute an allocation or assignment of a Claim or an Excluded Claim into particular affected or unaffected classes for the purpose of a Plan and, for greater certainty, the treatment of Claims, Excluded Claims or any other claims are to be subject to a Plan and the class or classes of creditors for voting and distribution purposes shall be subject to the terms of any proposed Plan or further order of the Court.

9. **THIS COURT ORDERS** that all Claims filed shall be denominated in the original currency of the Claim. Where no currency is indicated, the Claim shall be presumed to be in Canadian Dollars. Any Claims denominated in a foreign currency shall be converted to Canadian Dollars based on the Bank of Canada's daily average exchange rate for that currency against the Canadian Dollar on the Filing Date.

## **MONITOR'S ROLE**

10. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the administration of the Claims Procedure, including the determination of Claims of the Claimants and the referral of a particular Claim to the Court, as

requested by the Applicants from time to time, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Claims Procedure Order or incidental thereto.

11. **THIS COURT ORDERS** that (i) in carrying out the terms of this Claims Procedure Order, the Monitor shall have all of the protections given it by the CCAA, the Initial Order, and this Claims Procedure Order, and as an officer of this Court, including the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Claims Procedure Order, except to the extent that the Monitor has acted with gross negligence or willful misconduct, (iii) the Monitor shall be entitled to rely on the books and records of the Applicants and any information provided by the Applicants, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information or in any information provided by any Claimant, except to the extent that the Monitor has acted with gross negligence or willful misconduct.

#### **NOTICE TO CLAIMANTS**

12. **THIS COURT ORDERS** that the Applicants shall provide to the Monitor a complete list of known potential Claimants, listed in the books and records of the Applicants (the “**Known Claimants**” and each a “**Known Claimant**”) as at the date of this Claims Procedure Order, showing for each Known Claimant, their name, address and amount owed pursuant to the Applicants’ books and records.

13. **THIS COURT ORDERS** that the Monitor shall send a Claims Package to each Known Claimant by ordinary mail or email to the last known mailing address or email address of the Known Claimant within five (5) Business Days following the issuance of the Claims Procedure Order.

14. **THIS COURT ORDERS** that the Monitor shall send the Claims Package by ordinary mail or email to the last known mailing address or email address of each Claimant with a Restructuring Claim that arose prior to the date of the Claims Procedure Order no later than five

(5) Business Days following the time the Monitor actually becomes aware of the existence of the Restructuring Claim.

15. **THIS COURT ORDERS** that as soon as practicable, but no later than 5:00 p.m. on May 14, 2020, the Monitor shall cause the Notice to Claimants to be published, for at least one (1) Business Day, in the Globe and Mail (National Edition).

16. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Claimants, the Claims Package and the Claims Procedure Order to be posted to the Monitor's Website as soon as reasonably possible and cause it to remain posted thereon until its discharge as Monitor of the Applicants.

17. **THIS COURT ORDERS** that upon request by a Claimant for a Claims Package or documents or information relating to the Claims Procedure prior to the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, the Monitor shall forthwith send a Claims Package, direct such Person to the documents posted on the Monitor's Website, or otherwise respond to the request for information or documents as the Monitor considers appropriate in the circumstances.

18. **THIS COURT ORDERS** that with respect to Restructuring Claims arising from the restructuring, disclaimer, resiliation or termination of any lease, contracts, or other agreement or obligation, on or after the date of the Claims Procedure Order, the Monitor shall send to the counterparty(ies) to such lease, contract or other agreement or obligation a Claims Package by ordinary mail or email to the last known mailing address or email address of the Claimant no later than five (5) Business Days following the time the Monitor actually becomes aware of the effective date of such restructuring, disclaimer, resiliation or termination of any lease, contract or other agreement or obligation.

19. **THIS COURT ORDERS** that the form and substance of each of the Notice to Claimants, Proof of Claim form, Instruction Letter, Notice of Revision or Disallowance and Notice of Dispute, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may, from time to time, make such minor changes to such forms as the Monitor, in consultation with the Applicants, considers necessary or desirable.

## **PROOFS OF CLAIMS**

20. **THIS COURT ORDERS** that any Person that wishes to assert a Pre-Filing Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

21. **THIS COURT ORDERS** that any Person that wishes to assert a D&O Claim other than a D&O Restructuring Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

22. **THIS COURT ORDERS** that any Person that wishes to assert a Restructuring Claim must deliver to the Monitor on or before the Restructuring Claims Bar Date a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

23. **THIS COURT ORDERS** that any Person wishing to assert a Claim shall include any and all Claims it asserts against an Applicant or a Director or Officer of that Applicant in a single Proof of Claim.

24. **THIS COURT ORDERS** that any Person who does not file a Proof of Claim in accordance with this Claims Procedure Order with the Monitor by the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, shall:

- (a) not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in, the Claims Procedure or the CCAA Proceedings in respect of such Claim;
- (b) with respect to a Pre-Filing Claim or a Restructuring Claim other than a D&O Restructuring Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Applicants and the Applicants shall not have any liability whatsoever in respect of such Claim and such Claim shall be

extinguished without any further act or notification by the Applicants or the Monitor;

- (c) with respect to a D&O Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Directors and Officers and the Directors and Officers shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants, the Monitor or the Directors or Officers;
- (d) not be permitted to vote at any Meeting on account of such Claim; and
- (e) not be permitted to participate in any distribution under any Plan related to such Claim or under these CCAA Proceedings.

#### **ADJUDICATION OF CLAIMS**

25. **THIS COURT ORDERS** that the Monitor and the Applicants (and in the case of a D&O Claim, in consultation with the applicable Director, Officer and/or Directors' Counsel, if applicable) shall review all Proofs of Claim filed in accordance with this Claims Procedure Order, and at any time may:

- (a) request additional information from a Claimant;
- (b) request that a Claimant file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim or in respect of a Claim;
- (d) accept (in whole or in part), the amount and/or Status of any Claim and so notify the Claimant in writing; and
- (e) revise or disallow (in whole or in part) the amount and/or Status of any Claim and so notify the Claimant in writing.

26. **THIS COURT ORDERS** that where a Claim has been accepted by the Monitor in accordance with this Claims Procedure Order, such Claim shall constitute such Claimant's

Proven Claim. The acceptance of any Claim or other determination of same in accordance with this Claims Procedure Order, in full or in part, shall not constitute an admission of any fact, thing, liability, or quantum or status of any claim by any Person, save and except in the context of the CCAA Proceedings.

27. **THIS COURT ORDERS** that where a Claim is revised or disallowed (in whole or in part, and whether as to amount and/or Status), the Monitor shall deliver to the Claimant a Notice of Revision or Disallowance, attaching the form of Notice of Dispute.

28. **THIS COURT ORDERS** that any Person who intends to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 27 hereof shall deliver a Notice of Dispute to the Applicants in writing, with a copy to the Monitor, by 5:00 p.m. (Eastern Time) on the day that is not later than fourteen (14) days after such Claimant is deemed to have received the Notice of Revision or Disallowance in accordance with paragraph 39 of this Claims Procedure Order or such longer period as may be agreed to by the Monitor in writing. The receipt of a Notice of Dispute by the Monitor within the fourteen (14) day period specific in this paragraph shall constitute an application to have the amount and/or Status of such claim determined pursuant to the Claims Procedure as provided in this Claims Procedure Order.

29. **THIS COURT ORDERS** that if any Person who received a Notice of Revision or Disallowance does not return a Notice of Dispute in accordance with paragraph 28 of this Claims Procedure Order, the value and Status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance for voting and distribution purposes, and the Claimant will be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.

#### **RESOLUTION OF CLAIMS**

30. **THIS COURT ORDERS** that as soon as practicable after a Notice of Dispute is received by the Monitor in accordance with this Claims Procedure Order, the Monitor, in consultation with the Applicants, may attempt to resolve and settle the Claim with the Claimant.

31. **THIS COURT ORDERS** that in the event that a dispute raised in a Notice of Dispute is not settled within a reasonable time period or in a manner satisfactory to the Applicants, the

Monitor and the applicable Claimant, the Monitor, in consultation with the Applicants, shall either: (i) send a Dispute Package to a Claims Officer, or (ii) on notice to the disputing Claimant, schedule an appointment with the Court for the purpose of scheduling a motion to seek a determination by the Court of the disputed Claim, at which appointment directions will be sought from the Court on the process for such determination. For greater certainty, the foregoing includes any dispute arising as to whether a Claim or any portion thereof is or is not a Secured Claim or an Equity Claim.

32. **THIS COURT ORDERS** that the appointment of any Claims Officer to adjudicate a disputed Claim shall be subject to mutual agreement between the affected Claimant and the Applicants, in consultation with the Monitor and if such agreement is not possible, Court approval. Either the Applicants or the Monitor are hereby authorized to bring a motion to seek an order of the Court appointing a Claims Officer in respect of any and all disputed Claims. The Applicants shall pay the reasonable professional fees and disbursements of each Claims Officer on presentation and acceptance of invoices from time to time. Each Claims Officer shall be entitled to a reasonable retainer against his or her fees and disbursements which shall be paid upon request by the Applicants, with the consent of the Monitor.

33. **THIS COURT ORDERS** that, subject to further order of the Court, the Claims Officer shall determine the Status and/or amount of each Claim in respect of which a dispute has been referred to such Claims Officer and in doing so, the Claims Officer shall be empowered to determine the process in which evidence may be brought before him or her as well as any other procedural matters which may arise in respect of the determination of any Claim.

34. **THIS COURT ORDERS** that the Applicants or the Claimant may appeal the Claims Officer's determination to this Court by serving upon the other (with a copy to the Monitor) and filing with this Court, within ten (10) calendar days of notification of the Claims Officer's determination of such Claimant's Claim, a notice of motion returnable on a date to be fixed by this Court. If a notice of motion is not filed within such period, then the Claims Officer's determination shall be deemed to be final and binding and shall be such Claimant's Proven Claim.



## **EXCLUDED CLAIMS**

35. **THIS COURT ORDERS** that, for greater certainty, no Person holding an Excluded Claim shall be required to file a Proof of Claim in respect of such Excluded Claim, and such Person shall be unaffected by this Claims Procedure Order in respect of such Excluded Claim. The Applicants may apply to the Court for a further order to govern the identification, quantification and resolution of Excluded Claims, whether by way of amendments to this Claims Procedure Order or a supplemental claims procedure order, if at any time the Applicants consider it necessary or desirable to do so.

## **NOTICE OF TRANSFEREES**

36. **THIS COURT ORDERS** that neither the Monitor nor the Applicants shall be obligated to give notice or otherwise deal with the transferee or assignee of a Claim unless and until actual notice of the transfer or assignment, together with satisfactory evidence of the existence and validity of such transfer or assignment, shall have been received and acknowledged by the Applicants and the Monitor in writing. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the “Claimant” in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Claims Procedure Order prior to the receipt and acknowledgment by the Applicants and the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any right of set-off to which the Applicants may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to any of the Applicants.

37. **THIS COURT ORDERS** that if a Claimant or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Applicants and the Monitor as the holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Applicants and the Monitor shall not, in each case, be

required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Claimant may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Claimant or in accordance with the provisions of this Claims Procedure Order.

### **SERVICE AND NOTICES**

38. **THIS COURT ORDERS** that the forms of notice to be provided in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order, the Pre-Filing Claims Bar Date and Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

39. **THIS COURT ORDERS** that the Applicants and the Monitor may, unless otherwise specified by this Claims Procedure Order, serve and deliver the Claims Package, and any letters, notices or other documents to the Claimants or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email to such Persons at the physical or electronic address, as applicable, last shown on the books and records of the Applicants or set out in such Claimant's Proof of Claim. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

40. **THIS COURT ORDERS** that any notice or communication (including Proofs of Claim and Notices of Dispute) to be given under this Claims Procedure Order by any Person to the

Monitor or the Applicants shall be in writing in substantially the form, if any, provided for in this Claims Procedure Order and will be sufficiently given only if delivered by email, or if it cannot be given by email by prepaid registered mail, courier or personal delivery, addressed to:

Ernst & Young Inc.  
Court-appointed Monitor of CannTrust  
100 Adelaide Street West, PO Box 1  
Toronto, Ontario M5H 0B3

Attention: Alex Morrison and Karen Fung

Email: [canntrust.monitor@ca.ey.com](mailto:canntrust.monitor@ca.ey.com)  
Fax: 416-943-3300  
Phone: 416-943-2091

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

41. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Claims Procedure Order, a postal strike or postal work stoppage of general application should occur, such notices, notifications or other communications sent by ordinary or registered mail and then not received shall not, absent further order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this Claims Procedure Order.

42. **THIS COURT ORDERS** that in the event that this Claims Procedure Order is later amended by further order of the Court, the Monitor shall post such further order on the Monitor's Website, and such posting shall constitute adequate notice to Claimants of such amended Claims Procedure.

#### **MISCELLANEOUS**

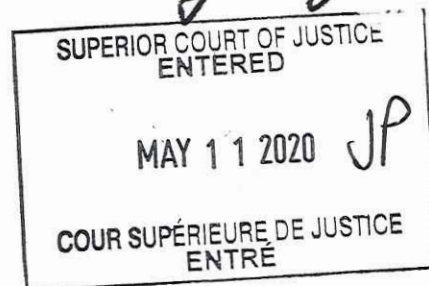
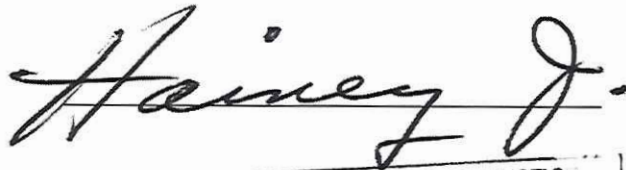
43. **THIS COURT ORDERS** that notwithstanding the terms of this Claims Procedure Order, and without limitation to paragraph 35 of this Claims Procedure Order, the Monitor and

the Applicants may apply to this Court from time to time for directions from this Court with respect to this Claims Procedure Order, or for such further order or orders as any of them may consider necessary or desirable to amend, supplement or clarify the terms of this Claims Procedure Order.

44. **THIS COURT ORDERS** that this Claims Procedure Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

45. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Claims Procedure Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Claims Procedure Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order.

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



**SCHEDULE “A”**  
**NOTICE TO CLAIMANTS**

**NOTICE TO CREDITORS**  
**of CANNTRUST HOLDINGS INC., CANNTRUST INC.,**  
**CTI HOLDINGS (OSOYOOS) INC., AND ELMCLIFFE INVESTMENTS INC.**  
**(hereinafter referred to as the "Applicants") or THEIR FORMER and CURRENT**  
**DIRECTORS and OFFICERS (hereinafter referred to as the "Directors" and "Officers")**

**NOTICE OF CLAIMS PROCESS FOR THE APPLICANTS PURSUANT TO THE**  
**COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")**

This notice is pursuant to the Order of the Honourable Mr. Justice Hainey of the Ontario Superior Court of Justice (Commercial List) dated May 8, 2020 (the "**Claims Procedure Order**"). Any person having a claim against an Applicant or a Director or Officer arising prior to March 31, 2020 (the "**Filing Date**"), other than an Excluded Claim (as defined in the Claims Procedure Order), must send a Proof of Claim to Ernst & Young Inc., in its capacity as the court-appointed Monitor of the Applicants, to be received **by no later than 5:00 p.m. (Eastern Time) on June 22, 2020** (the "**Pre-Filing Claims Bar Date**").

Proofs of Claim for claims arising out of the restructuring, disclaimer, repudiation, resiliation or termination by any of the Applicants after the Filing Date of any contract, lease, employment agreement or other agreement or obligation of any nature whatsoever, whether oral or written, must be received **by no later than 5:00 p.m. (Eastern Time) on the later of: (a) the Pre-Filing Claims Bar Date, and (b) the day which is 30 days after the date the Monitor sends a Claims Package with respect to such Claim** (the "**Restructuring Claims Bar Date**").

A separate Proof of Claim must be filed for claims against each of the Applicants and the applicable Directors and Officers. Claimants who have not received a Proof of Claim form should contact Ernst & Young Inc., the court-appointed Monitor of the Applicants, by telephone at 1-855-224-0800 or 416-943-2091, fax at 416-943-3300 or email at [CannTrust.Monitor@ca.ey.com](mailto:CannTrust.Monitor@ca.ey.com) to obtain a Proof of Claim form or visit the Monitor's website [www.ey.com/ca/canntrust](http://www.ey.com/ca/canntrust).

**CLAIMS FOR WHICH A PROPERLY COMPLETED PROOF OF CLAIM HAS NOT BEEN RECEIVED BY THE MONITOR BY THE APPLICABLE BAR DATE SPECIFIED HEREIN WILL BE BARRED AND EXTINGUISHED FOREVER.**

**SCHEDULE “B”**  
**INSTRUCTION LETTER**

# **GUIDE TO COMPLETING THE PROOF OF CLAIM**

This guide has been prepared to assist Claimants in filling out the Proof of Claim. If you have any additional questions regarding completion of the Proof of Claim, please consult the Monitor's website at [www.ey.com/ca/canntrust](http://www.ey.com/ca/canntrust) or contact the Monitor, whose contact information is shown below.

Additional copies of the Proof of Claim form may be found at the Monitor's website address noted above.

Please note that this is a guide only and that, in the event of any inconsistency between the terms of this guide and the terms of the Claims Procedure Order made on May 8, 2020, the terms of the Claims Procedure Order will govern.

## **A. PARTICULARS OF CLAIMANT**

- The full legal name of the Claimant must be provided.
- If the Claimant uses a different name or names, please indicate this in a separate schedule in the supporting documentation.
- All future correspondence, notices, etc. regarding the Claim will be directed to the address and contact indicated in this section.
- If you are an individual, filing for yourself, you do not have to state your position or title.

## **B. PARTICULARS OF ASSIGNEE(S)**

- Only complete this section if the Claim has been assigned by the original Claimant to a third party.
- Assignment documentation must be provided along with the Proof of Claim form.
- If there is more than one assignee, please attach a separate sheet with the required contact information for each of the assignees.

## **C. PROOF OF CLAIM**

- A separate Proof of Claim form must be filed by each Claimant asserting a claim against any Applicant.
- The Claimant shall include any and all Claims it asserts against any Applicant in a single Proof of Claim.
- If you have Claims against multiple Applicants, a separate Proof of Claim must be filed for each Applicant.
- If you are making a claim against the Directors or Officers of an Applicant, please list the Director(s) or Officer(s) against which you assert your claim.
- Pre-Filing Claims and D&O Claims are claims that arise prior to March 31, 2020.
- Restructuring Claims against any Applicant or any Director or Officer are claims arising out of the restructuring, disclaimer, repudiation, rescission or termination of any contract, lease, employment agreement or other agreement or obligation by any Applicant on or after March 31, 2020.
- Claims that are contingent or unliquidated should be valued. Please provide the basis for your valuation of the Claim, if applicable.
- Note that an Equity Claim against CannTrust Holdings Inc. is an Excluded Claim and therefore no Proof of Claim for such Excluded Equity Claim should be submitted as part of this Claims Procedure.
- Indicate the amount the Applicant / Director(s) or Officer(s) was, and still is, indebted to the Claimant



in the original currency of such Claim. If the original currency is not Canadian Dollars, indicate the currency of the Claim. Note that Claims in a foreign currency will be converted to Canadian Dollars using the Bank of Canada's daily average rate on the Filing Date.

- If the Claim is denominated in multiple currencies, use a separate line to indicate the Claim amount in each such currency. If there are insufficient lines to record these amounts, attach a separate schedule providing the required information.

#### **D. NATURE OF CLAIM**

- The total Claim amount as indicated in section C should be separated into the portion that is unsecured and secured/priority.

##### *Secured/Priority*

- Check the Secured/Priority box **ONLY** if the Claim recorded on that line is secured. Do not check this box if your Claim is unsecured. **NOTE:** Most Claims in general are unsecured claims.
- Evidence supporting the security you hold must be submitted with the Proof of Claim form. Provide full particulars of the nature of the security, including the date on which the security was given and the value you attribute to the collateral securing your Claim.
- Attach a copy of all related security documents.
- If the value of the collateral securing your Claim is less than the amount of your Claim, enter the shortfall portion on a separate line as an unsecured claim.
- If a priority claim is being asserted, please provide details as to the priority claim being asserted, and the basis for this priority claim over secured creditors and all other unsecured creditors.

##### *Directors and Officers*

- Check this box only if the Claim you are making is also being asserted against a current or former Director or Officer of an Applicant.
- You must identify the individual Director(s) or Officer(s) against whom you are asserting the Claim.

#### **E. PARTICULARS OF CLAIM AND DOCUMENTATION**

- Attach to the Proof of Claim all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim and name of any guarantor which has guaranteed the Claim.

#### **F. FILING OF CLAIM**

- The person signing the Proof of Claim form should:
  - Have knowledge of all the circumstances connected with the Claim; and
  - Be the Claimant, or an Authorized Representative of the Claimant.
- By signing and submitting the Proof of Claim, the Claimant is asserting the claim against the Applicant and/or the indicated Director(s) or Officer(s).

Proofs of Claim for Pre-Filing Claims or D&O Claims must be received by the Monitor by no later than **5:00 p.m.** (Eastern Time) on **June 22, 2020** (the "**Pre-Filing Claims Bar Date**"). Proofs of Claim for Restructuring Claims must be received no later than 5:00 p.m. (Eastern Time) on the later of: (i) June 22,

2020; and (ii) 30 days after the Claimant is deemed to have received the Claims Package from the Monitor (the “**Restructuring Claims Bar Date**”). Proofs of Claim should be sent by email or, if not possible to send by email, by prepaid ordinary mail, courier, personal delivery or fax to the following address:

Ernst & Young Inc.  
Court-appointed Monitor of CannTrust Inc. & others

E-mail: [CannTrust.Monitor@ca.ey.com](mailto:CannTrust.Monitor@ca.ey.com)  
Fax: 416-943-3300  
Address: 100 Adelaide Street, West, PO Box 1, Toronto ON M5H 0B3

If you have any questions you can contact us using the information above or call us at 1-855-224-0800 or 416-943-2091.

Failure to file your Proof of Claim as directed by **5:00 p.m.** (Eastern Time) on the applicable Claims Bar Date will result in your claim being barred and in you being prevented from making or enforcing a Claim against the Applicants or any Director or Officer. In addition, you shall not be entitled to further notice in, and shall not be entitled to participate as a creditor in these proceedings.

**SCHEDULE “C”**  
**PROOF OF CLAIM FORM**

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PROOF OF CLAIM  
relating to CANNTRUST HOLDINGS INC., CANNTRUST INC.,  
CTI HOLDINGS (OSOYOOS) INC., and ELMCLIFFE INVESTMENTS INC.  
(hereinafter referred to as the "**Applicants**") or THEIR FORMER and CURRENT  
DIRECTORS and OFFICERS (hereinafter referred to as the "**Directors**" and "**Officers**")

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**A. PARTICULARS OF CLAIMANT**

Full Legal Name of Claimant:

\_\_\_\_\_ (the "**Claimant**")

(Full legal name should be the name of the Claimant of the Applicants or the Directors or Officers as of March 31, 2020 (the "**Filing Date**"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following that date.)

Attention (Contact Person): \_\_\_\_\_

Email Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_ Fax Number \_\_\_\_\_

Full Mailing Address of the Claimant (the Claimant as of March 31, 2020):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. PARTICULARS OF ASSIGNEE(S) (IF ANY)**

Has the Claim been sold or assigned by the Claimant to another party [check (✓) one]?

Yes: ☐ No: ☐

(If Yes, you must include the details and documentation that support the assignment including if all or portion of the Claim has been assigned. If there is more than one assignee, please attach a separate sheet with the required contact information for each.)

Full Legal Name of Assignee(s) \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

Email Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_ Fax Number \_\_\_\_\_

Full Mailing Address of the Assignee:

\_\_\_\_\_

---

## C. PROOF OF CLAIM

I, \_\_\_\_\_  
(name of Claimant or as a representative of the Claimant)  
as \_\_\_\_\_ (state position or title, if applicable)  
of \_\_\_\_\_ (city and province), do hereby certify:

a. that I [check (√) only if applicable]

am a Director of ☐ CannTrust Holding Inc., ☐ CannTrust Inc., ☐ CTI Holdings  
(OSOYOOS) Inc., and/or ☐ Elmcliffe Investment Inc. and a Claimant;

b. that I have knowledge of all the circumstances connected with the Claim referred to below;

c. the Claimant asserts its Claim against [check (√) one or both, as applicable]:

☐ \_\_\_\_\_ (Name of Applicant)

☐ Director(s) or Officer(s) of \_\_\_\_\_ (Name of Applicant)

Specifically, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(If you are making a Claim against the Directors or Officers, please list the Director(s) or Officer(s) against which you assert your Claim); and

d. the Applicant/Director(s) was/were and still is/are indebted to the Creditor as follows:

i. PRE-FILING CLAIM arising prior to March 31, 2020:

\$\_\_\_\_\_ (amount and currency)

ii. RESTRUCTURING CLAIM:

\$\_\_\_\_\_ (amount and currency)

(A Restructuring Claim is a claim against any Applicant or any Director or Officer arising out of the restructuring, termination, repudiation or disclaimer of any lease, contract, or other agreement on or after the Filing Date.)

iii. TOTAL CLAIM: \$\_\_\_\_\_ (Total i. plus ii.)

## D. NATURE OF CLAIM [Check (√) one and complete appropriate category]

☐ UNSECURED CLAIM OF \$\_\_\_\_\_ (amount and currency)

That in respect of this debt, I do not hold any security or claim any priority.

☐ SECURED CLAIM OR PRIORITY CLAIM OF \$\_\_\_\_\_ (amount and currency)

That in respect of this debt, the Claimant holds security valued at \$\_\_\_\_\_ (amount and currency), or claims a priority over other unsecured or secured creditors in the amount of \$\_\_\_\_\_ (amount and currency), particulars of which are attached.

If a secured claim is being asserted, please give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents. If a priority claim is being asserted, please provide details as to the priority claim being asserted, and the basis for this priority claim.

☐ CLAIM AGAINST THE DIRECTORS AND OFFICERS OF

\$\_\_\_\_\_ (amount and currency)

## E. PARTICULARS OF CLAIM AND DOCUMENTATION

Other than as already set out herein, the particulars of the undersigned's total Claim are attached.

Provide all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by any Applicant or any Director or Officer to the Claimant and estimated value of such security, and particulars of any Restructuring Claim.

This Proof of Claim must be received by the Monitor by no later than **5:00 p.m.** (Eastern Time) on the applicable Claims Bar Date specified in the Claims Procedure Order. The Claims Bar Date applicable to Pre-Filing Claims and D&O Claims is **June 22, 2020** (the “**Pre-Filing Claims Bar Date**”). The Claims Bar Date applicable to Restructuring Claims is 5:00 p.m. (Eastern Time) on the later of (i) June 22, 2020, and (ii) the day which is 30 days after the date the Monitor sends a Claims Package with respect to such Claim (the “**Restructuring Claims Bar Date**”). Proofs of Claim should be sent by email or, if not possible to send by email, by prepaid ordinary mail, courier, personal delivery or fax to the following address:

Ernst & Young Inc.

Court-appointed Monitor of CannTrust Inc. & others

E-mail: CannTrust.Monitor@ca.ey.com

Fax: 416-943-3300

Address: 100 Adelaide Street, West, PO Box 1, Toronto ON M5H 0B3

If you have any questions you can contact us using the information above or call us at 1-855-224-0800 or 416-943-2091.

## F. FILING OF CLAIM

Failure to file your proof of claim as directed by **5:00 p.m.** (Eastern Time), on the applicable Claims Bar Date will result in your claim being barred and in you being prevented from making or enforcing a Claim against the Applicants or any Director or Officer. In addition, you shall not be entitled to further notice in, and shall not be entitled to participate as a creditor in these proceedings.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Signature of Claimant /Representative of Claimant

**SCHEDULE “D”**

**NOTICE OF REVISION OR DISALLOWANCE**



**NOTICE OF REVISION OR DISALLOWANCE**  
of CANNTRUST HOLDINGS INC., CANNTRUST INC.,  
CTI HOLDINGS (OSOYOOS) INC., and ELMCLIFFE INVESTMENTS INC.  
(hereinafter referred to as the "**Applicants**" or individually as the "**Applicant**") or  
THEIR FORMER and CURRENT DIRECTORS and OFFICERS (hereinafter referred to as the  
"**Directors**" and "**Officers**")

**To: [Name of Claimant]**

**Reference #: [ID]**

**Re: Proof of Claim filed by you against [Applicant(s) and/or Director(s) or Officer(s)]**

Pursuant to the order of the Honourable Mr. Justice Hainey dated May 8, 2020, Ernst & Young Inc. in its capacity as Monitor of the Applicants, hereby gives you notice that the Applicants have reviewed your Proof of Claim and has revised or disallowed all or part of your Claim as follows:

<b>Type of Claim</b>	<b>Amount as Submitted (\$CDN)</b>	<b>Amount allowed (\$CDN)</b>	<b>Amount allowed as secured (\$CDN)</b>	<b>Amount allowed as unsecured (\$CDN)</b>
Pre-Filing Claim				
D&O Claim				
Restructuring Claim				

*Reason for the Revision or Disallowance:*

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**Next Steps:**

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

1. If you intend to dispute a Notice of Revision or Disallowance, you must, by no later than **5:00 p.m. (Eastern Time) on the day which is fourteen (14) days after the date of this Notice of Revision or Disallowance**, deliver a Notice of Dispute, in the form attached hereto, by e-mail (in PDF format) (*preferred*), registered mail, personal service, facsimile or courier to the address indicated herein. The form of Notice of Dispute is enclosed.
2. If you do not deliver a Notice of Dispute in the time specified, the value of your Pre-Filing Claim, D&O Claim or Restructuring Claim, as the case may be, shall be determined to be as set out in this Notice of Revision or Disallowance.

*Address and numbers for service of Notice of Dispute:*

Ernst & Young Inc.

Court-appointed Monitor of CannTrust Inc. & others

E-mail: CannTrust.Monitor@ca.ey.com

Fax: 416-943-3300

Address: 100 Adelaide Street, West, PO Box 1, Toronto ON M5H 0B3

If you have any questions you can contact us using the information above or call us at 1-855-224-0800 or 416-943-2091.

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.**

Dated at Toronto this [DATE].

**ERNST & YOUNG INC.**

In its capacity as Court-Appointed Monitor of  
CANNTRUST HOLDINGS INC., CANNTRUST INC.,  
CTI HOLDINGS (OSOYOOS) INC., and ELMCLIFFE  
INVESTMENTS INC.

Per: \_\_\_\_\_

Name:

Encl.

**SCHEDULE “E”**  
**NOTICE OF DISPUTE**

**NOTICE OF DISPUTE**  
of CANNTRUST HOLDINGS INC., CANNTRUST INC.,  
CTI HOLDINGS (OSOYOOS) INC., and ELMCLIFFE INVESTMENTS INC.  
(hereinafter referred to as the "**Applicants**" or individually as the "**Applicant**") or  
THEIR FORMER and CURRENT DIRECTORS and OFFICERS (hereinafter referred to as the  
"**Directors**" and "**Officers**")

*Name of Creditor:*

Pursuant to the order of the Honourable Mr. Justice Hainey dated May 8, 2020, I/we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number **[ID]** and dated **[DATE]** issued by Ernst & Young Inc. in its capacity as Monitor of the Applicants in respect of our Claim.

*Reasons for Dispute:*

Include the amount you are disputing and where applicable, any dispute against the revision of your status (unsecured, secured, or priority). Attach copies of all supporting documentation and additional sheets, if necessary:

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*Signature of Individual completed the Dispute Notice:* \_\_\_\_\_

*(Please print name):* \_\_\_\_\_

*Date:* \_\_\_\_\_ *Email Address:* \_\_\_\_\_

*Telephone Number:* \_\_\_\_\_ *Fax Number:* \_\_\_\_\_

*Full Mailing Address:* \_\_\_\_\_

**THIS FORM AND SUPPORTING DOCUMENTATION TO BE RETURNED BY REGISTERED MAIL, PERSONAL SERVICE, E-MAIL (IN PDF FORMAT), FACSIMILE OR COURIER TO THE ADDRESS INDICATED HEREIN AND TO BE RECEIVED BY NO LATER THAN 5:00 P.M. (EASTERN TIME) ON THE DAY WHICH IS FOURTEEN (14) DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE.**

*Address and numbers for service of Notices of Dispute:*

Ernst & Young Inc.

Court-appointed Monitor of CannTrust Inc. & others

E-mail: CannTrust.Monitor@ca.ey.com

Fax: 416-943-3300

Address: 100 Adelaide Street, West, PO Box 1, Toronto ON M5H 0B3

If you have any questions you can contact us using the information above or call us at 1-855-224-0800 or 416-943-2091.

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 CANTRUST HOLDINGS INC. ET AL.

Court File No: CV-20-00638930-00CL

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

Proceedings commenced at Toronto

**CLAIMS PROCEDURE ORDER**

**McCarthy Tétrault LLP**

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Toronto ON M5K 1E6  
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Email: [tcourtis@mccarthy.ca](mailto:tcourtis@mccarthy.ca)

Lawyers for the Applicants

DOC#: 20327494

**APPENDIX "B"**  
**CLAIMS SUMMARY**

Disclaimer: This summary is a point in time and subject to change. The status and quantities will change as the claims are reviewed, proven, disallowed, disputed and resolved.  
Amounts are shown in Canadian Dollars. Claims in foreign currencies are converted into Canadian Dollars using March 31, 2020 Bank of Canada exchange rates.

Claims	Total Claims Filed		Under Review		Notice of Disallowance Sent and Dispute Period not Lapsed			Disputed		Disallowed or withdrawn		Final Accepted	
	Count	Amount	Count	Amount	Count	Amount Accepted	Amount Disallowed	Count	Amount	Count	Amount	Count	Amount
SECURED													
CannTrust Holdings Inc.													
Equity and D&O*	4	3,144,006	4	3,144,006	-	-	-	-	-	-	-	-	-
Trades	1	47,799	-	-	-	-	-	-	-	1	47,799	-	-
Subtotal	5	3,191,805	4	3,144,006	-	-	-	-	-	1	47,799	-	-
CannTrust Inc.													
Trades	8	59,105,636	1	3,268	-	71,812	-	3	58,891,877	-	109,051	4	29,627
Intercompany	1	241,717,044	1	241,717,044	-	-	-	-	-	-	-	-	-
Equity and D&O	2	3,138,406	-	-	-	-	-	-	-	2	3,138,406	-	-
Subtotal	11	303,961,086	2	241,720,312	-	71,812	-	3	58,891,877	2	3,247,457	4	29,627
CTI Holdings (Osoyoos) Inc.													
Trades	1	47,799	-	-	-	-	-	-	-	1	47,799	-	-
Equity and D&O	2	3,138,406	-	-	-	-	-	-	-	2	3,138,406	-	-
Subtotal	3	3,186,205	-	-	-	-	-	-	-	3	3,186,205	-	-
Elmcliffe Investments Inc.													
Trades	2	119,611	-	-	-	-	-	1	71,812	1	47,799	-	-
Equity and D&O	2	3,138,406	-	-	-	-	-	-	-	2	3,138,406	-	-
Subtotal	4	3,258,017	-	-	-	-	-	1	71,812	3	3,186,205	-	-
Total Secured	23	313,597,113	6	244,864,318	-	71,812	-	4	58,963,689	9	9,667,666	4	29,627
UNSECURED													
CannTrust Holdings Inc.													
Employees	1	1,981	1	1,981	-	-	-	-	-	-	-	-	-
Trades	8	645,803	3	91,765	-	-	-	-	-	-	-	5	554,038
Government	1	-	1	-	-	-	-	-	-	-	-	-	-
Equity and D&O*	3	460,039,565	3	460,039,565	-	-	-	-	-	-	-	-	-
Equity	3	987	3	987	-	-	-	-	-	-	-	-	-
Indemnity and other*	4	667,020,430	3	654,218,742	-	-	-	1	12,801,688	-	-	-	-
Subtotal	20	1,127,708,766	14	1,114,353,040	-	-	-	1	12,801,688	-	-	5	554,038
CannTrust Inc.													
Employees	108	2,558,705	-	-	-	10,969	-	3	2,027,431	-	167,029	105	353,276
Employees - Late Claim**	5	17,964	1	1,505	-	-	-	-	-	-	-	4	16,459
Trades	67	3,602,008	4	252,998	-	198,509	-	1	1,884,309	-	395,408	62	870,783
Trade - Late Claim**	1	2,656	-	-	-	-	-	-	-	-	-	1	2,656
Indemnity	1	1,500,000	-	-	-	-	-	1	1,500,000	-	-	-	-
Government	1	-	1	-	-	-	-	-	-	-	-	-	-
Subtotal	183	7,681,332	6	254,503	-	209,479	-	5	5,411,740	-	562,437	172	1,243,173
CTI Holdings (Osoyoos) Inc.													
Government	1	-	1	-	-	-	-	-	-	-	-	-	-
Intercompany	1	5,099,076	1	5,099,076	-	-	-	-	-	-	-	-	-
Subtotal	2	5,099,076	2	5,099,076	-	-	-	-	-	-	-	-	-
Elmcliffe Investments Inc.													
Promissory Note	1	400,000	-	-	-	-	-	-	-	-	-	1	400,000
Government	1	-	1	-	-	-	-	-	-	-	-	-	-
Intercompany	2	6,980,203	2	6,980,203	-	-	-	-	-	-	-	-	-
Subtotal	4	7,380,203	3	6,980,203	-	-	-	-	-	-	-	1	400,000
Total Unsecured	209	1,147,869,379	25	1,126,686,823	-	209,479	-	6	18,213,428	-	562,437	178	2,197,212



Disclaimer: This summary is a point in time and subject to change. The status and quantities will change as the claims are reviewed, proven, disallowed, disputed and resolved.  
Amounts are shown in Canadian Dollars. Claims in foreign currencies are converted into Canadian Dollars using March 31, 2020 Bank of Canada exchange rates.

Claims	Total Claims Filed		Under Review		Notice of Disallowance Sent and Dispute Period not Lapsed				Disputed		Disallowed or withdrawn		Final Accepted	
	Count	Amount	Count	Amount	Count	Amount Accepted	Amount Disallowed		Count	Amount	Count	Amount	Count	Amount
D&O														
CannTrust Holdings Inc.														
Equity	1	42,561	1	42,561										
Subtotal	1	42,561	1	42,561	-	-	-	-	-	-	-	-	-	-
CannTrust Inc.														
Equity	1	42,561	1	42,561										
Subtotal	1	42,561	1	42,561	-	-	-	-	-	-	-	-	-	-
Total D&O	2	85,122	2	85,122	-	-	-	-	-	-	-	-	-	-
Grand Total	234	1,461,551,613	33	1,371,636,263	-	281,291	-	10	77,177,117	9	10,230,103	182		2,226,839

\*Includes claimants who are currently part of the mediation process.  
\*\* Late Claims must be admitted by the Court. The Monitor will continue to review the claims with CannTrust.

Total Claims Proven and Accepted to Date (a) + (b)	
Unsecured only	2,406,690
All Claims	2,508,130
Total Claims Proven and Accepted to Date by Entity (a) + (b)	
CannTrust Holdings Inc.	554,038
CannTrust Inc.	1,554,091
CTI Holdings Inc.	-
Elmcliffe Investments Inc.	400,000

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 CANNTRUST HOLDINGS INC., CANNTRUST INC., CTI HOLDINGS (OSOYOOS) INC. AND ELMCLIFFE INVESTMENTS INC.

Court File No. CV-20-00638930-00CL

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
**PROCEEDING COMMENCED AT TORONTO**

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**SEVENTH REPORT OF THE MONITOR**  
**(February 16, 2021)**

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