

**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

MOTION RECORD

**(Claims Officer)
(Returnable February 19, 2021)**

February 16, 2021

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Lawyers for the Applicants

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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Tab 1

**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

**NOTICE OF MOTION
(Claims Officer)
(Returnable February 19, 2021)**

The Applicants will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on February 19, 2021 at 1:00 p.m., or as soon after that time as the motion can be heard, by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic. Please refer to the conference details attached as Schedule "A" hereto in order to attend. Please advise if you intend to join the motion by emailing Trevor Courtis at tcourtis@mccarthy.ca.

THE MOTION IS FOR:

- (a) an order (the "**Claims Officer Order**") substantially in the form of the draft order included at Tab 3 of the Motion Record of CannTrust, among other things, appointing the Honourable Frank J.C. Newbould, Q.C. as claims officer (the "**Claims Officer**") in accordance with paragraph 32 of the Claims Procedure Order made in these proceedings dated May 8, 2020 (the "**Claims Procedure Order**"); and
- (b) such other relief as this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

1. The facts in support of this motion are set out in the Affidavit of Greg Guyatt sworn February 16, 2021 (the “**Guyatt Affidavit**”). Capitalized terms used and not otherwise defined herein have the meanings given to them in the Guyatt Affidavit.

Background

2. On March 31, 2020, the Honourable Mr. Justice Hainey granted the Applicants (or “**CannTrust**”) an initial order pursuant to the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”), that, among other things, imposed a stay of proceedings, up to and including April 9, 2020 (the “**Stay Period**”).

3. On April 9, 2020, the Honourable Mr. Justice Hainey granted an order (the “**Amended and Restated Initial Order**”) amending and restating the Initial Order to, among other things, extend the Stay Period to July 5, 2020. The Stay Period has been subsequently extended on several occasions and currently runs until and including April 30, 2021.

4. On May 8, 2020, the Honourable Mr. Justice Hainey granted an order (the “**Claims Procedure Order**”) approving a claims procedure for the identification, quantification, and resolution of certain claims of creditors of CannTrust and its directors and officers (the “**Claims Procedure**”).

5. CannTrust sought to commence the Claims Procedure in order to ascertain the universe of claims that may exist against CannTrust and the directors and officers of CannTrust, other than certain Excluded Equity Claims that are subject to a separate mediation process.

6. To date, 234 Claims with a cumulative asserted value of approximately \$1.46 billion have been filed in the Claims Procedure. CannTrust has been working with the Monitor to review the Proofs of Claim received to assess which claims require additional information, require revisions, can be resolved or settled, or may be accepted, revised or disallowed (in whole or in part).

7. To date, there are 10 Claims that have been either partially or fully disallowed in respect of which a Notice of Dispute has been filed by the Claimant (the “**Disputed Claims**”). The amount currently under dispute is approximately \$77.2 million.

Appointment of the Claims Officer

8. Paragraph 32 of the Claims Procedure Order authorizes the Applicants to bring a motion to seek an order appointing a claims officer in respect of any disputed claims.

9. The Applicants have, in consultation with the Monitor, determined that it is appropriate to seek the appointment of the Honourable Frank J.C. Newbould, Q.C. as the Claims Officer in order to adjudicate the Disputed Claims if they cannot be resolved in a satisfactory manner within a reasonable time period.

10. The appointment of the Claims Officer is appropriate in the circumstances as it will facilitate the efficient and timely adjudication of the Disputed Claims that cannot be resolved in a satisfactory manner.

11. The Claims Officer is sufficiently knowledgeable and experienced in insolvency and claims resolution matters to act as the Claims Officer in these CCAA Proceedings.

12. The proposed Claims Officer Order is necessary and appropriate in the circumstances and is supported by the Monitor.

13. CannTrust also relies upon the following:

- (a) Section 11 and other provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (b) Rules 2.03, 3.02, 16, 37 and 39 of the *Rules of Civil Procedure* (Ontario), as amended;
- (c) Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

- (a) the affidavit of Greg Guyatt, sworn February 16, 2021; and
- (b) the Seventh Report of the Monitor, to be filed; and
- (c) such further and other materials as counsel may advise and this Court may permit.

February 16, 2021

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Lawyers for the Applicants

TO: SERVICE LIST

SCHEDULE “A”

Conference Details to join Motion via Zoom

Topic: CannTrust Holdings Inc. (Court File No. CV-20-00638930-00CL)

Time: Feb 19, 2021 01:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://zoom.us/j/93963275177?pwd=blVITGpoaGVFOXZkb1RmRWFSajBEZz09>

Meeting ID: 939 6327 5177

Passcode: 246699

One tap mobile

+14388097799,,93963275177#,,,*246699# Canada

+15873281099,,93963275177#,,,*246699# Canada

Dial by your location

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

+1 204 272 7920 Canada

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

+1 929 205 6099 US (New York)

+1 253 215 8782 US (Tacoma)

Find your local number: <https://zoom.us/u/acgUA6sc95>

	ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding commenced at Toronto
	NOTICE OF MOTION (Claims Officer) (Returnable February 19, 2021)
	McCarthy Tétrault LLP Suite 5300, TD Bank Tower Toronto ON M5K 1E6 James Gage LSO#: 346761 Tel: 416-601-7539 Email: jgage@mccarthy.ca Paul Steep LSO#: 21869L Tel: 416-601-7998 Email: psteep@mccarthy.ca Trevor Courtis LSO#: 67715A Tel: 416-601-7643 Email: tcourtis@mccarthy.ca Alexander Steele LSO#: 475719P Tel: 416-601-8370 Email: asteele@mccarthy.ca Lawyers for the Applicants

Tab 2

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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Applicants

**AFFIDAVIT OF GREG GUYATT
(Sworn February 16, 2021)**

I, Greg Guyatt, of the City of Mississauga, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am the Chief Executive Officer (“CEO”) of CannTrust Holdings Inc. (“**CannTrust Holdings**”). I have served in this capacity since February 17, 2020. Prior to my appointment as CEO, I served as the Chief Financial Officer (“CFO”) of CannTrust Holdings since joining CannTrust Holdings on or around February 19, 2019. I am a Chartered Professional Accountant and have more than 20 years of experience in the consumer packaged goods, retail, pharmaceutical and private equity sectors.

2. Through my current role as CEO, and my former role as CFO, of CannTrust Holdings, I am familiar with the operations, financial results and strategies of the Applicants. As such, I have personal knowledge of the matters to which I depose in this affidavit. Where I do not possess personal knowledge, I have stated the source of my knowledge and believe it to be true.

3. For ease of reference, the Applicants will be collectively referred to herein as “**CannTrust**”. All dollar references herein are Canadian dollars unless otherwise referenced.

I. OVERVIEW

(i) *Background*

4. CannTrust commenced these proceedings (the “**CCAA Proceedings**”) pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) to, among other things, address the claims and contingent claims against it in a single forum.

5. Consistent with this goal, on May 8, 2020, the Honourable Mr. Justice Hainey granted an order (the “**Claims Procedure Order**”) approving a claims procedure for the identification, quantification, and resolution of certain claims of creditors of CannTrust and its directors and officers (the “**Claims Procedure**”). A copy of the Claims Procedure Order is attached hereto as **Exhibit “A”**.

6. Capitalized terms used but not otherwise defined in this affidavit shall have the meanings given to such terms in the Claims Procedure Order.

7. The Pre-Filing Claims Bar Date was June 22, 2020. The Restructuring Claims Bar Date is the later of 5:00 p.m. on: (i) the Pre-Filing Claims Bar Date; and (ii) 30 days after the Claimant is deemed to have received a Claims Package with respect to such Restructuring Claim.

8. As detailed further below, 234 Claims with a cumulative asserted value of approximately \$1.46 billion have been filed in the Claims Procedure. Since the Pre-Filing

Claims Bar Date, CannTrust has been working diligently with the Monitor to review the Proofs of Claim received to assess which claims require additional information, require revisions, can be resolved or settled, or may be accepted, revised or disallowed (in whole or in part).

9. To date, there are 10 Claims that have been either partially or fully disallowed in respect of which a Notice of Dispute has been filed by the Claimant (the “**Disputed Claims**”). The amount currently under dispute is approximately \$77.2 million.

10. As set out in my affidavit sworn January 20, 2021 (the “**January Affidavit**”), CannTrust has either completed or made significant progress with respect to each of the objectives that it needed to achieve during the CCAA Proceedings. CannTrust intends to move towards the development and filing of a formal CCAA plan with a view to exiting these CCAA Proceedings and emerging as a going concern, which it will need to accomplish in relatively short order given its liquidity constraints.

(ii) Relief Sought on This Motion

11. I swear this affidavit in support of CannTrust’s motion for an order (the “**Claims Officer Order**”), substantially in the form of the draft order included at Tab 3 of the Motion Record of CannTrust, among other things, approving the appointment of the Honourable Frank J.C. Newbould, Q.C. as claims officer (in such capacity, the “**Claims Officer**”) in accordance with paragraph 32 of the Claims Procedure Order to determine the Status and/or amount of each Claim in respect of which a dispute is referred to the Claims Officer.

12. The appointment of the Claims Officer is appropriate in the circumstances as it will

facilitate the efficient and timely adjudication of the Disputed Claims that cannot be resolved in a satisfactory manner. The Claims Officer is sufficiently knowledgeable and experienced in insolvency and claims resolution matters to act as the Claims Officer in these CCAA Proceedings.

II. STATUS OF THE CLAIMS PROCEDURE

13. CannTrust sought to commence the Claims Procedure in order to ascertain the universe of claims that may exist against CannTrust and the directors and officers of CannTrust, other than certain Excluded Equity Claims that are subject to a separate mediation process.

14. The following was the status of the claims that had been filed in the Claims Procedure as at January 11, 2021:

- (a) 234 claims had been filed with a cumulative asserted value of approximately \$1.46 billion;
- (b) the Applicants and the Monitor had provisionally accepted 182 claims, comprised of unsecured claims with a cumulative value of approximately \$2.2 million and secured claims with a cumulative value of approximately \$30,000;
- (c) 33 claims were still under review by the Applicants and the Monitor with a cumulative asserted value of approximately \$1.37 billion, which includes four “marker” claims submitted by the Canada Revenue Agency, four intercompany claims with a cumulative asserted value of approximately \$253.8 million, and eight claims which are Excluded Equity Claims under the Claims Procedure

Order with a cumulative asserted value of approximately \$1.12 billion;

- (d) nine (9) claims with a cumulative asserted value of approximately \$10.2 million had been withdrawn or disallowed in their entirety and not disputed; and
- (e) there were 10 Disputed Claims, in respect of which approximately \$280,000 of the total claim amount had been accepted and the amount currently under dispute was approximately \$77.2 million.

15. The Disputed Claims include (i) claims by employees related to the termination of their employment; (ii) claims by a former director and a former officer of CannTrust related to their parting from CannTrust and certain contribution and indemnity claims they may have; (iii) claims by construction contractors related to certain terminated contracts; and (iv) trade claims.

16. Further information with respect to the status of the Claims Procedure and the Disputed Claims will be provided in the Seventh Report of the Monitor, to be filed.

III. APPOINTMENT OF THE CLAIMS OFFICER

17. The Claims Procedure Order includes the following terms, among others, with respect to the resolution and adjudication of disputed Claims:

- (a) the Monitor, in consultation with the Applicants, may attempt to resolve and settle a disputed Claim with the Claimant (para. 30);
- (b) 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 may, in consultation with the Applicants, refer the dispute to a claims officer (para. 31);

- (c) the Monitor and the Applicants are each authorized to bring a motion to seek an order of this Court appointing a claims officer in respect of any all disputed Claims (para. 32);
- (d) 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 (para. 32);
- (e) the claims officer will determine the Status and/or amount of each Claim in respect of which a dispute has been referred to him or her (para. 33); and
- (f) the claims officer is empowered to determine the process pursuant to 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 (para. 33).

18. The Applicants have, in consultation with the Monitor, determined that it is appropriate to seek the appointment of the Honourable Frank J.C. Newbould, Q.C. as the Claims Officer in order to adjudicate the Disputed Claims if they cannot be resolved in a satisfactory manner within a reasonable time period.

19. Mr. Newbould was a judge of the Ontario Superior Court of Justice for over 10 years, from 2006 to 2017. Mr. Newbould was the team leader of the Commercial List from 2013 until his retirement in 2017. During his time on the bench, Mr. Newbould was the supervising judge with respect to numerous major insolvencies under the CCAA, including Nortel, Essar Steel Algoma, Coopers & Lybrand, Crystallex, Mobilicity, Performance Sports Group, Nelson Education and Urbancorp. In 2014, he presided over the first cross-border joint trial with the Delaware Bankruptcy Court in the Nortel insolvency litigation involving the allocation of \$7.3 billion amongst the Canadian, U.S. and EMEA estates of Nortel.

20. Mr. Newbould is a panel member of Arbitration Place in Toronto, a member of the London Court of International Arbitration User's Council, a panel member of the International Centre for Dispute Resolution (ICDR) of the American Arbitration Association, a panel member of the Singapore International Arbitration Centre, a panel member of the BVI Arbitration Centre, a member of the ICC Canada Arbitration Committee, a member of INSOL International (International Association of Restructuring, Insolvency & Bankruptcy Professionals), a member of the International Insolvency Institute, and a past fellow of the American College of Trial Lawyers.

21. As noted in the January Affidavit, CannTrust is currently seeking to arrange financing that will provide it with funds needed to exit the CCAA Proceedings and continue to operate post-implementation. Mr. Newbould is a member of the board of directors of a potential financier of CannTrust.

22. Mr. Newbould is counsel to the firm of Thornton Grout Finnigan LLP ("TGF") in Toronto. TGF has been retained to advise a potential financier of CannTrust. TGF also

previously acted for CannTrust's financial advisor, Greenhill & Co. Canada Ltd., with respect to these proceedings.

23. Mr. Newbould has not been involved with respect to either of these retainers and has indicated that appropriate ethical walls will be put in place at TGF to maintain his independence with respect to the CCAA Proceedings. CannTrust is satisfied that these retainers and Mr. Newbould's directorship of a potential financier have not, and will not, represent a conflict of interest or impact Mr. Newbould's ability to act as an impartial and unbiased adjudicator of any Disputed Claims that are referred to him for adjudication.

24. I have been advised by Paul Steep of McCarthy Tétrault LLP and verily believe that (i) Mr. Newbould has confirmed that appropriate conflict searches have been conducted and Mr. Newbould is not aware of any conflicts, and (ii) Mr. Newbould has consented to act as Claims Officer if he is so appointed by this Court.

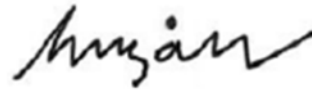
25. Mr. Newbould has the depth of experience that will be necessary to adjudicate the Disputed Claims which assert a diverse range of contractual, employment and other claims. The appointment of the Claims Officer would assist in the avoidance of costly and time-consuming litigation and allow for the most expedient resolution of the Disputed Claims.

26. As set out in the January Affidavit, due to its limited liquidity, CannTrust needs to continue to progress toward the filing and implementation of a CCAA plan without delay. The Claims Officer will assist CannTrust moving the determination of the Disputed Claims forward, facilitating the Applicants emerging from these CCAA Proceedings as a going concern.

IV. CONCLUSION

For the reasons stated above, the relief requested in the Claims Officer Order is in the best interests of CannTrust and its stakeholders and is appropriate in the circumstances.

SWORN BEFORE ME over videoconference on this 16th day of February, 2021. The affiant was located in the City of Mississauga, in the Province of Ontario and the Commissioner was located in the Town of Whitchurch-Stouffville, in the Province of Ontario. This affidavit was commissioned remotely as a result of the COVID-19 pandemic.



Greg Guyatt



A Commissioner for taking Affidavits
Name: Trevor Courtis (LSO# 67715A)

This is **Exhibit “A”** referred to in the
affidavit of **GREG GUYATT**
sworn before me this
16th day of February, 2021



A Commissioner for taking affidavits

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
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

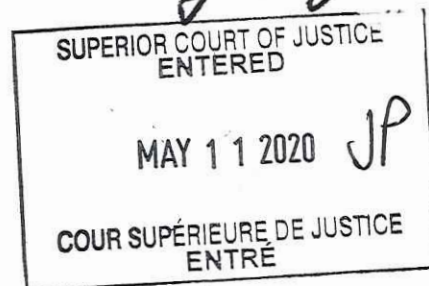
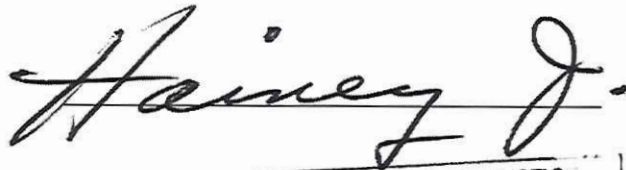
43. **THIS COURT ORDERS** that notwithstanding the terms of this Claims Procedure Order, and without limitation to paragraph 35 of this Claims Procedure Order, the Monitor and

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 to obtain a Proof of Claim form or visit the Monitor's website 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 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, resiliation 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
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

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**")

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:

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

Reason for the Revision or Disallowance:

--

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:

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 CANNTRUST 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
Fax: 416-868-0673

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Email: psteep@mccarthy.ca

Trevor Courtis LSO#: 67715A
Tel: 416-601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Applicants
DOC#: 20327494

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. ET AL.

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

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

Proceeding commenced at Toronto

**AFFIDAVIT OF GREG GUYATT
(Sworn February 16, 2021)**

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Toronto ON M5K 1E6
Fax: 416-868-0673

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Tel: 416-601-7539
Email: jgage@mccarthy.ca

Paul Steep LSO#: 21869L
Tel: 416-601-7998
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Trevor Courtis LSO#: 67715A
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Email: tcourtis@mccarthy.ca

Alexander Steele LSO#: 75719P
Tel: 416-601-8370
Email: asteele@mccarthy.ca

Lawyers for the Applicants

MT DOCS 21217604

Tab 3

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

THE HONOURABLE	)	FRIDAY, THE 19TH
	)	
MR. JUSTICE HAINEY	)	DAY OF FEBRUARY, 2021

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

**ORDER
(Claims Officer)**

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order appointing the Honourable Frank J.C. Newbould, Q.C. as claims officer was heard this day by way of Zoom judicial video conference due to the COVID-19 pandemic.

ON READING (i) the Notice of Motion of the Applicants dated February 16, 2021, (ii) the affidavit of Greg Guyatt sworn February 16, 2021 (the "**Guyatt Affidavit**") and the exhibits thereto, and (iii) the Seventh Report of Ernst & Young Inc. in its capacity as the monitor of the Applicants (the "**Monitor**") dated ●, 2021 (the "**Seventh Report**"), and on hearing the submissions of counsel for the Applicants, the Monitor, and such other counsel as were present as listed on the counsel slip, no one else appearing although duly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record of the Applicants in support of this motion and the Seventh 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 any capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Claims Procedure Order made in these proceedings dated May 8, 2020 (the “**Claims Procedure Order**”).

CLAIMS OFFICER

3. **THIS COURT ORDERS** that the appointment of the Honourable Frank J.C. Newbould, Q.C. as claims officer (the “**Claims Officer**”) in accordance with paragraph 32 of the Claims Procedure Order is hereby approved and the Claims Officer shall determine the Status and/or amount of each Claim in respect of which a dispute has been referred to the Claims Officer by the Monitor in accordance with the Claims Procedure Order.

4. **THIS COURT ORDERS** that the Claims Officer shall be empowered to determine the process by which evidence may be brought before the Claims Officer as well as any other procedural matters which may arise in respect of the determination of any Claim. For greater certainty, the Claims Officer shall be empowered to direct that the proceedings to determine two or more Claims be consolidated, or heard at the same time or one immediately after the other, if it appears to the Claims Officer that: (i) the proceedings have a question of law or fact in common; (ii) the Claims arise out of the same transaction or occurrence or series of transactions or occurrences; or (iii) for any other reason such a direction ought to be made.

5. **THIS COURT ORDERS** that the Applicants shall pay the reasonable professional fees and disbursements of the Claims Officer on presentation and acceptance of invoices from time to time. The Claims Officer shall be entitled to a reasonable retainer against the Claims Officer’s fees and disbursements which shall be paid upon request by the Applicants, with the consent of the Monitor.

DIRECTIONS

6. **THIS COURT ORDERS** that the Monitor, the Applicants and the Claims Officer may, at any time, and with such notice as the Court may require, seek directions from the Court with respect to this Order.

GENERAL

7. **THIS COURT ORDERS** that this 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.

8. **THIS COURT ORDERS** that this Order is effective from the date that it is made, and is enforceable without any need for entry and filing.

9. **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 to give effect to this Order and to assist the Applicants and the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

10. **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 Order and for assistance in carrying out the terms of this Order.

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)	
Proceeding commenced at Toronto	
ORDER (Claims Officer)	
McCarthy Tétrault LLP Suite 5300, TD Bank Tower Toronto ON M5K 1E6 Fax: 416-868-0673	
James Gage LSO#: 346761 Tel: 416-601-7539 Email: jgage@mccarthy.ca	
Paul Steep LSO#: 21869L Tel: 416-601-7998 Email: psteep@mccarthy.ca	
Trevor Courtis LSO#: 67715A Tel: 416-601-7643 Email: tcourtis@mccarthy.ca	
Alexander Steele LSO#: 475719P Tel: 416-601-8370 Email: asteeler@mccarthy.ca	
Lawyers for the Applicants	

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. ET AL.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**MOTION RECORD
(Claims Officer)
(Returnable February 19, 2021)**

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
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Lawyers for the Applicants