Alberta

Division No.

01 - Edmonton

Court No.

24-3045564

Estate No.

24-3045564

FORM 68 Notice of Bankruptcy, First Meeting of Creditors (Subsection 102(1) of the Act)

Amended

Take notice that:

- 1. Atlas Biotechnologies Inc. filed (or was deemed to have filed) an assignment (or a bankruptcy order was made against Atlas Biotechnologies Inc.) on the 7th day of February 2024 and the undersigned, Ernst & Young Inc., was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court); subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
- 2. The first meeting of creditors of the bankrupt will be held on the 7th day of March 2024 at 10:00 AM at 10423-101 Street, Suite 1400, Edmonton, AB or by teleconference at 1-647-749-1785 access code 304377486#.
- 3. To be entitled to vote at the meeting, a creditor must file with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
- 4. Enclosed with this notice are a proof of claim form, proxy form and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
- 5. Creditors must prove their claims against the estate of the bankrupt to share in any distribution of the proceeds realized from the estate.

Dated at the City of Edmonton in the Province of Alberta, this 22nd day of February 2024.

Ernst & Young Inc. - Licensed Insolvency Trustee

e cultar

Per

Dan McCulloch - Licensed Insolvency Trustee 1400 EPCOR Tower, 10423 - 101 Street

Edmonton AB T5H 0E7 Fax: (780) 428-8977

Ernst & Young Inc. 1400 EPCOR Tower, 10423 - 101 Street Edmonton AB T5H 0E7 Fax: (780) 428-8977

E-mail: trina.m.sorbara@parthenon.ey.com

District of:

Alberta

Division No.

01 - Edmonton

Court No. Estate No. 24-3045564 24-3045564

FC

FORM 31 Proof of Claim

 $(Sections~50.1,~81.5,~81.6,~Subsections~65.2(4),~81.2(1),~81.3(8),~81.4(8),~102(2),~124(2),~128(1),\\ and~Paragraphs~51(1)(e)~and~66.14(b)~of~the~Act)$

All notic	es or co	orrespondence regarding this claim must be forwarded to the following address:
		atter of the bankruptcy of Atlas Biotechnologies Inc. of the City of Edmonton in the Province of Alberta and the claim of, creditor. I, (name of creditor or representative of the creditor), of the city of in the, do hereby certify:
1. creditor)	That	I am a creditor of the above named debtor (or I am (position/title) of,
2.	That I	have knowledge of all the circumstances connected with the claim referred to below.
\$	claims	the debtor was, at the date of bankruptcy, namely the 7th day of February 2024, and still is, indebted to the creditor in the sum of, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in claim.)
4.	(Check	k and complete appropriate category.)
		A. UNSECURED CLAIM OF \$
		(other than as a customer contemplated by Section 262 of the Act)
	That	in respect of this debt, I do not hold any assets of the debtor as security and (Check appropriate description.)
		Regarding the amount of \$, I claim a right to a priority under section 136 of the Act.
		Regarding the amount of \$, I do not claim a right to a priority. (Set out on an attached sheet details to support priority claim.)
		B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$
	That I	hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)
		C. SECURED CLAIM OF \$
	(Give	respect of this debt, I hold assets of the debtor valued at \$ as security, particulars of which are as follows: full particulars of the security, including the date on which the security was given and the value at which you assess the security, tach a copy of the security documents.)
		D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$
	That I I	hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$

(Attach a copy of sales agreement and delivery receipts.)

Division No.

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FORM 31 --- Concluded

]	E. CLAIM BY WAGE EARNER	OF \$				
]	That I hereby make a claim und	der subsection 81.3(8) of the Ac	t in the amount of \$			
	3	That I hereby make a claim und	der subsection 81.4(8) of the Ac	t in the amount of \$			
]	F. CLAIM BY EMPLOYEE FOR	UNPAID AMOUNT REGARDI	NG PENSION PLA	N OF \$		
]	That I hereby make a claim und	der subsection 81.5 of the Act in	the amount of \$			
]	That I hereby make a claim und	der subsection 81.6 of the Act in	the amount of \$			
]	G. CLAIM AGAINST DIRECTO	R \$				
Ì	Γhat	e completed when a proposal pr I hereby make a claim under sub full particulars of the claim, inclu	osection 50(13) of the Act, partic	culars of which are	as follows:		
]	H. CLAIM OF A CUSTOMER O	F A BANKRUPT SECURITIES I	FIRM \$	-		
		I hereby make a claim as a cust full particulars of the claim, incl				rs of which are as follows:	
		, to the best of my knowl ne meaning of section 4 of the A				or(is/is not)) related to the non-arm's-length manner.	1e
within the and the immediate	e me debto ely b	aning of subsection 2(1) of the are related within the mea	he Act that I have been privining of section 4 of the Ac	ry to or a party t t or were not dea	o with the debtor valing with each other	owed to, and the transfers at undervalu- within the three months (or, if the credit er at arm's length, within the 12 month (Provide details of payments, credits an	10. (2)
7. (Appli	cable only in the case of the bar	nkruptcy of an individual.)				
	pa	Thenever the trustee reviews the ayments under section 68 of the the fact that there is no longer s	Act, I request to be informed, p				
		request that a copy of the report 70(1) of the Act be sent to the ab		e bankrupt's applic	ation for discharge pu	ursuant to subsection	
Dated at _			, this	day of _		and the same of th	
		Witness					
		WithCoo				Creditor	
					Phone Number:		
					Fax Number : E-mail Address :		
NOTE: WARNINGS		affidavit is attached, it must have been made bet		Consider of the Control	- I by some of		
VVARNINGS		ustee may, pursuant to subsection 128(3) of the A urity, by the secured creditor.	ici, redeem a security on payment to the secured	creditor of the debt or the val	ue of the security as assessed, if	n a proot of	

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

Alberta

Division No. Court No. 01 - Edmonton 24-3045564

Estate No.

Fax: (780) 428-8977

24-3045564

FORM 36

Proxy

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

l,, of			, a creditor in the above matter, hereby
appoint my proxyholder in the above matter, except as to t power to appoint another proxyholder in his or her	the receipt o	of divi	idends,, to be (with or without)
Dated at	, this		day of
Witness			Individual Creditor
Witness			Name of Corporate Creditor
		Per	Name and Title of Signing Officer
Return To:			
Ernst & Young Inc Licensed Insolvency Trustee Per:			
Dan McCulloch - Licensed Insolvency Trustee 1400 EPCOR Tower, 10423 - 101 Street Edmonton AB T5H 0E7	_		

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

PROOF OF CLAIM

- ▶ The signature of a witness is required;
- ▶ The claim must be signed personally by the individuals;
- ▶ If the creditor is a corporation, the full and complete legal name of the company or firm must be stated;
- ▶ Give the complete address, including postal code, where all notices or correspondence is to be forwarded, the name of the person to contact, the phone number and fax number.

PARAGRAPH 1

▶ Please state your name, city of residence, and if you are completing the declaration for a corporation or another person, your position or title.

PARAGRAPH 3

- ▶ State the date of bankruptcy, proposal of receivership and the amount of your claim;
- ▶ A detailed statement of account must be attached and must show the date, number and amount of all the invoices, charged credits or payments:
- ▶ A statement of account is not complete if it begins with an amount brought forward;
- ▶ The amount of the statement of account must agree with the amount claimed on the proof of claim.

PARAGRAPH 4

- ► An ordinary creditor must check subparagraph A. A preferred creditor must set out on an attached schedule the particulars of your priority;
- ▶ A secured creditor must check subparagraph C. You must insert the value at which you asses each of your securities and provide a certified true copy of the security documents as registered.

PARAGRAPH 5

Strike out "are" or "are not" as applicable to you. You would be considered a related person if:

- ▶ You are related to blood or marriage to the debtor;
- ▶ If the debtor is a corporation and you were a shareholder or if your company was controlled by the same shareholders as the debtor corporation.

PARAGRAPH 6

All creditors must attach a detailed list of all payments or credits received or granted, as follows:

- ▶ Within the 3 months preceding the bankruptcy or proposal, if the creditor and the debtor are not related;
- ▶ Within 12 months preceding the bankruptcy or proposal, if the creditor and debtor are related.

In the case of an individual's bankruptcy only, you may request some or all of the items stated after paragraph 6.

GENERAL PROXY

A creditor may appoint a proxy by completing the proxy form, if the creditor is a corporation, the proxy form must be completed in the corporate name and signature witness.

NOTES

- ▶ Only creditors who have filed claims in the proper manner before the time appointed for the meeting of creditors are entitled to vote;
- ► A creditor may vote either in person or by proxy;
- ▶ A debtor may not be appointed a proxy at any meeting of his creditors;
- ► The trustee may be appointed as a proxy to for any creditors;
- ▶ A corporation may vote by an authorized agent at the meeting of creditors;
- ▶ In order to have the right to vote, a person must himself be a creditor or be the holder of a property executed proxy showing the name of the creditor;
- ▶ Only creditors who filed claims in the proper form with the trustee are entitled to share in any distribution that may be made.

District of Alberta Division No. 1 - Edmonton Estate No. 24 - 3045564

TRUSTEE'S PRELIMINARY REPORT

IN THE MATTER OF THE BANKRUPTCY OF ATLAS BIOTECHNOLOGIES INC. OF THE CITY OF EDMONTON, IN THE PROVINCE OF ALBERTA

ERNST & YOUNG INC. Trustee in Bankruptcy

SECTION A - BACKGROUND

On July 4, 2023, the Court of King's Bench (the "Court") appointed Ernst & Young Inc. ("EY") the Receiver in respect to the property of Atlas Growers Ltd. and Atlas Biotechnologies Inc. On February 7, 2024, a Bankruptcy Order was made against Atlas Biotechnologies Inc. (the "Debtor") thereby initiated these bankruptcy proceedings. EY was appointed as Trustee.

The Debtor was a cannabis production company.

The only director of the Debtor is Cale Alacer.

SECTION B - ASSETS

The following summary represents the Debtor's realizable assets as per its Statement of Affairs:

Accounts Receivable	\$ 100,000.00
Real Property	\$ 2,970,478.00
Furniture	\$ 400,000.00
Trademarks	\$ 25,000.00
Total	\$ 3,495,479,00

Secured Claims

The following are the known secured creditors of the Debtor:

Agriculture Financial Service Corporation	\$ 8,600,000.00
Canada Revenue Agency	\$ 1.00
Total	\$ 8,600,001.00

SECTION C - BOOKS AND RECORDS OF THE BANKRUPT

Majority of the Debtor's books and records were maintained electronically. The Trustee has been provided the backups to these records. The limited physical records of the Debtor are located in the Trustee's procession.

SECTION D - CONSERVATORY AND PROTECTIVE MEASURES

The Trustee has taken all necessary measures to safeguard the Debtor's assets and confirms adequate insurance is in place.

SECTION E - PROVABLE CLAIMS

Attached as Appendix "A" is the claims register, which provides a summary of the proven claims to date.

SECTION F - LEGAL PROCEEDINGS / PREFERENCE PAYMENTS

At this time, the Trustee is not aware of any fraudulent conveyances, preferences or transfers at undervalue made by the Debtor.

SECTION G - THIRD PARTY DEPOSITS OR GUARANTEES

The Trustee has received no third-party deposits or guarantees; however, the Trustee has been in discussions with Agriculture Financial Services Corporation ("AFSC") a secured creditor, to pay the reasonable fees and costs relating to the Bankruptcy and it is the expectation of the Trustee that it will be paid from proceeds from the pending sale of the assets, or directly by AFSC at a later date.

SECTION H - APPOINTMENT OF RECEIVER

As noted earlier in this report, EY was appointed Receiver of Atlas Growers Ltd. and Atlas Biotechnologies Inc, on July 4, 2023, and is currently in the process of realizing on the assets. Prior to accepting the engagement as Trustee, EY obtained an independent opinion on January 9, 2024, which confirmed the validity and enforceability of AFSC's security against the Debtor.

SECTION I - ANTICIPATED REALIZATIONS AND PROJECTED DISTRIBUTION

At this time, it appears that the secured creditors will suffer a significant shortfall on the realization of its security; accordingly, the Trustee does not anticipate any dividends available for distribution to the unsecured ordinary creditors of this estate.

SECTION J - OTHER MATTERS

The Trustee is not aware of any other matters affecting the Estate, however, if anyone is aware of matters that should be brought to the attention of the Trustee for further review and investigation, please contact the Trustee's office with details and copies of any available documentation.

Dated at the City of Edmonton, the 22nd day of February, 2024.

ERNST & YOUNG INC.

Trustee in Bankruptcy for the estate of Atlas Biotechnologies Inc.

Per:

Dan McCulloch, CIRP, LIT

ku Culhac

Vice President

The Statement of Affairs are being provided unsigned at this time. The Trustee is working with the Company to review and sign the documents. We are providing the unsigned copies due to time constraints and do not expect any material changes to the documents.

District	of:

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Form 78

Statement of Affairs (Business Bankruptcy) made by an entity (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

To the bankrupt: You are required to carefully and accurately complete the thing of February 2024. When completed, this form and declaration.	his form and the appli the applicable attachr	cable attachments showing the state of your ments will constitute the Statement of Affair	affairs on the date ors and must be veri	f the bankruptcy, on sified by oath or sole
LIABILITIES (as stated and estimated by the officer)			SETS imated by the officer)	
Unsecured creditors as per list "A"	739,247.51	1. Inventory		0.00
Balance of secured claims as per list "B"	5,104,522.00	2. Trade fixtures, etc	CONTRACTOR CONTRACTOR	0.00
Total unsecured creditors	5,843,769.51	Accounts receivable and other receivables Good	, as per list "E" 100,000.00	
2. Secured creditors as per list "B"	3,495,479.00	Doubtful	0.00	
3. Preferred creditors as per list "C"	0.00	Bad	1,881,720.00	
_		Estimated to produce		100,000.00
Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00	4. Bills of exchange, promissory note, etc., as		0.00
		5. Deposits in financial institutions		0.00
Total liabilities	9,339,248.51	6. Cash		0.00
Surplus	NIL	7. Livestock.		0.00
-		Machinery, equipment and plant		0.00
		Real property or immovable as per list "G" The sum of the		2,970,478.00
		11. RRSPs, RRIFs, life insurance, etc		0.00
		12. Securities (shares, bonds, debentures, etc.		0.00
		13. Interests under wills		0.00
		14. Vehicles	FACE OF SIGN OF VICE	0.00
		15. Other property, as per list "H"		25,001.00
		If bankrupt is a corporation, add:		
		Amount of subscribed capital		0.00
		Amount paid on capital		0.00
		Balance subscribed and unpaid		0.00
		Estimated to produce		0.00
		Total assets		3,495,479.00
		Deficiency		5,843,769.51
I, Cale Alacer, of the City of Richmond Hill in the Proving knowledge, a full, true and complete statement of the description that is in my possession or that may devolve on me in accommodate SWORN (or SOLEMNLY DECLARED) before me at the City of Edmonton in the Province of Alberta, on this 2	affairs of the Corpor ordance with the Act.	ation on the 22nd day of February 2024		
Dan McCulloch, Commissioner of Oaths		Cal	e Alacer	

For the Province of Alberta Expires February 27, 2025

X Original

Amended

Alberta

Division No.

01 - Edmonton

Court No.

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Estate No.

24-3045564

FORM 78 -- Continued

List "A"
Unsecured Creditors

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Agriculture Financial Service Corp	5718 56 Avenue Lacombe AB T4L 1B1	0.00	5,104,521.00	5,104,521.00
2	Atlas Growers	10123 99 St NW Edmonton AB T5J 3H1	2,000.00	0.00	2,000.00
3	Bennett Jones LLP	3200 TELUS House South Tower 10020 100 St Edmonton AB T5J 0N3	2,500.00	0.00	2,500.00
4	4 Canada Revenue Agency 9755 King George Boulevard Surrey National Verification and Collections Centre Surrey BC V3T 5E1		0.00	1.00	1.00
5	Deloitte LLP	8 Adelaide Street West, Suite 200 Attn: Ashley Csanadi Toronto ON M5H 0A9	224,900.70	0.00	224,900.70
6	Gowling WLG (Canada) LLP	550 Burrard Street, Suite 2300, Bentall 5 Vancouver BC V6C 2B5	4,158.01	0.00	4,158.01
7	Lac Ste. Anne County	Box 219 Sangudo AB T0E 2A0	482,998.60	0.00	482,998.60
8	NexTec Operating Corp	100 W. Harrison Street Seattle WA 98119 USA	6,940.20	0.00	6,940.20
9	Olser	Suite 320, World Exchange Plaza 100 Queen Street Ottawa ON K1P 1J9	15,750.00	0.00	15,750.00
		Total:	739,247.51	5,104,522.00	5,843,769.51

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Alberta

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FORM 78 -- Continued

List "B" Secured Creditors

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
1	Agriculture Financial Service Corp	5718 56 Avenue Lacombe AB T4L 1B1	8,600,000.00	Real Property or Immovable - Building and Land	20-Feb-2024	2,400,000.00		
				Real Property or Immovable - Building and Land	20-Feb-2024	570,478.00		5,104,521.00
				Furniture - Fixed Assets & Equipment	20-Feb-2024	400,000.00		
				Debts Due - Business - Accounts Receivable	20-Feb-2024	100,000.00		
				Other - Trademarks	20-Feb-2024	25,000.00		
				Other - Software	20-Feb-2024	1.00		
2	Canada Revenue Agency	9755 King George Boulevard Surrey National Verification and Collections Centre Surrey BC V3T 5E1	1.00	Real Property or Immovable - Building and Land	20-Feb-2024	0.00		
*:				Real Property or Immovable - Building and Land	20-Feb-2024	0.00		1,00
<u> </u>		Total:	8,600,001.00			3,495,479.00	0.00	5,104,522.00

22-Feb-2024	
Date	O.J. Alexand

Alberta

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01 - Edmonton

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24-3045564

FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Atlas Biotechnologies Inc.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
	Total: 0.00 0.00						0.00

22-Feb-2024

Date

Cale Alacer

Alberta

Division No. Court No. 01 - Edmonton

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FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
Total:			0.00	0.00		

22-Feb-2024	
Date	Cale Alacer

Alberta

Division No.

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24-3045564

FORM 78 -- Continued

List "E"
Debts Due to the Bankrupt

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Accounts Receivable	Various Addresses Edmonton AB A1B 2C3	Accounts Receivable	100,000.00 0.00 1,881,720.00		04-Jul-2023	100,000.00	Accounts Receivable
	Total:			100,000.00 0.00 1,881,720.00			100,000.00	

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FORM 78 -- Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel Mortgages, etc., Available as Assets

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
	Total:			0.00		0.00	

22-Feb-2024	
Date	Cale Alacer

Alberta

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FORM 78 -- Continued

List "G" Real Property or Immovables Owned by Bankrupt

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Building and Land Building and Land	100 %	Atlas Biotechnologies Inc. Atlas Biotechnologies Inc.	2,400,000.00 570,478.00	Agriculture Financial Service Corp 5718 56 Avenue Lacombe AB T4L 1B1 8,600,000.00 Canada Revenue Agency 9755 King George Boulevard Surrey National Verification and Collections Centre Surrey BC V3T 5E1 1.00 Agriculture Financial Service Corp 5718 56 Avenue Lacombe AB T4L 1B1 8,600,000.00 Canada Revenue Agency 9755 King George Boulevard Surrey National Verification and Collections Centre Surrey BC V3T 5E1 1.00	0.00
	Total:	2,970,478.00		0.00	

20	FIL	-2024
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Alberta

Division No.

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FORM 78 -- Concluded

List "H" Property

Atlas Biotechnologies Inc.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture		Fixed Assets & Equipment	400,000.00	400,000.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(I) Taxes			0.00	0.00
(m) Other		Software	1.00	1.00
		Trademarks	36,468.00	25,000.00
			Total:	425,001.00

22-Feb-2024	
Date	Cale Alacer

Court No.

24-3045564

Estate No.

24-3045564

Form 78 (Bill C-12) Statement of affairs (Business bankruptcy)

Ernst & Young Inc. - Licensed Insolvency Trustee
Per:

Dan McCulloch - Licensed Insolvency Trustee 1400 EPCOR Tower, 10423 - 101 Street Edmonton AB T5H 0E7 Fax: (780) 428-8977