

**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
BZAM LTD., BZAM HOLDINGS INC., BZAM MANAGEMENT INC., BZAM
CANNABIS CORP., FOLIUM LIFE SCIENCE INC., 102172093 SASKATCHEWAN
LTD., THE GREEN ORGANIC DUTCHMAN LTD., MEDICAN ORGANIC INC., HIGH
ROAD HOLDING CORP., AND FINAL BELL CORP.**

Applicants

**AIDE MEMOIRE OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

Case Conference on March 19, 2024

March 18, 2024

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova LSO#: 52880V
Email: mkonyukhova@stikeman.com
Tel: 416-869-5230

Nicholas Avis LSO#: 76781Q
Email: navis@stikeman.com
Tel: 416-869-5563

Lawyers for the Monitor

TO: THE SERVICE LIST

A. OVERVIEW

1. This is the *aide memoire* of FTI Consulting Canada Inc., in its capacity as the court-appointed monitor (the “**Monitor**”) of BZAM Ltd., BZAM Holdings Inc., BZAM Management Inc., BZAM Cannabis Corp., Folium Life Science Inc., 102172093 Saskatchewan Ltd., The Green Organic Dutchman Ltd., Medican Organic Inc., High Road Holding Corp., and Final Bell Corp. doing business as BZAM Labs (collectively, the “**Applicants**”).
2. The purpose of this *aide memoire* is to assist the Court in determining a litigation timetable to resolve Final Bell Holdings International Ltd.’s dispute with the Applicants (such dispute, the “**Final Bell Litigation**”).

B. LITIGATION TIMETABLE

3. The Monitor has reviewed the litigation timetable included in the Applicants’ *aide memoire* (re: case conference on March 19, 2024). The Monitor is of the view that the Applicants’ proposed litigation timetable is reasonable and appropriate in the circumstances. In forming its view, the Monitor has given significant weight to the following considerations:
 - a. **The Final Bell Litigation Casts Uncertainty Over the SISP, Which Could Lead to Worse Outcomes**
4. The Applicants obtained an order (the “**SISP Order**”) from this Court on March 8, 2024, that, *inter alia*, authorized the Applicants to implement a sale and investment solicitation process (the “**SISP**”) in respect of the Applicants and certain additional entities, including substantially all of their property, assets, and undertakings.
5. The Final Bell Litigation brings into question, *inter alia*, the pool of property, assets, and undertakings subject to the SISP. For as long as the Final Bell Litigation remains unresolved, bidders will not have certainty as to what they can acquire or invest in through the SISP. The Monitor is of the view that this may have a material impact on the ability of bidders to submit their best and highest bids. Some potential bidders may even forgo submitting bids.

6. For this reason, the Monitor believes that the Final Bell Litigation should be resolved as close as possible to the deadline to submit non-binding letters of intent (i.e. April 8, 2024, at 5:00 p.m. (EST)). This will maximize the chances of the SISP generating the highest value for the Applicants' stakeholders.

b. The SISP Deadlines Cannot Be Easily Changed

7. The SISP's key milestones are included in Schedule "A". The SISP is now underway in accordance with its terms, and the next milestone is in approximately three weeks (April 8, 2024) when bidders are expected to submit their non-binding letters of intent.
8. Pursuant to the terms of the SISP, the Applicants, with the written consent of the Monitor and Cortland Credit Lending Corporation (in its capacity as the debtor-in-possession credit facility lender, the "**DIP Lender**"), may amend the terms of the SISP, including the milestones set out above. The Applicants require the written consent of 1000816625 Ontario Inc. (the "**Stalking Horse Bidder**") and the DIP Lender to amend the outside date for a bid to be considered a "Qualified Bid" in the SISP.
9. The Monitor understands that neither the DIP Lender nor the Stalking Horse Bidder have consented to extending any of the SISP deadlines.

c. The Applicants are Constrained by their Limited Liquidity

10. The DIP facility has a maturity date of July 15, 2024. The Applicants are expected to have adequate liquidity until that date, but afterwards they may be forced to cease operations. The Monitor is not aware of any cash infusions that are available to the Applicants to extend this liquidity deadline.
11. The SISP's outside date is June 21, 2024. This means that there is not a large buffer between when the Applicants (a) aim to have consummated a going-concern transaction and (b) run out of liquidity. Any delays to the SISP increase the risk of the Applicants running out of cash and being unable to consummate a going-concern transaction.

C. CONCLUSION

12. For the reasons described above, the Monitor supports the litigation timetable proposed by the Applicants.
13. The Monitor is in the process of reviewing the factual and financial aspects of the issues raised in the Final Bell Litigation. Prior to any hearing before this Court regarding the Final Bell Litigation, the Monitor intends to deliver a report to assist stakeholders and the Court.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 18th day of March, 2024.

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Maria Konyukhova LSO#: 52880V
Email: mkonyukhova@stikeman.com
Tel: 416-869-5230

Nicholas Avis LSO#: 76781Q
Email: navis@stikeman.com
Tel: 416-869-5563

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**SCHEDULE “A”
KEY SISP MILESTONES**

All capitalized terms not otherwise defined in this schedule have the meaning given to them in the SISP Order.

Milestone	Date
Phase 1	
Commence solicitation of interest from parties, including delivering teaser letter and non-disclosure agreements, and upon execution of non-disclosure agreements, confidential information memorandum and access to an electronic data room.	As soon as possible following issuance of the SISP Approval Order
Deadline to submit non-binding letters of intent (“LOIs”).	April 8, 2024 at 5:00 p.m. (EST)
Deadline for the Applicants and the Monitor to determine if any LOIs constitute a Qualified LOI.	By no later than April 11, 2024
Phase 2	
Deadline for Qualified Bidders to submit a Qualified Bid.	April 29, 2024 at 2:00 p.m. (EST)
Deadline for the Applicants and the Monitor to commence the Auction, if any.	By no later than May 3, 2024
Approval Order hearing (subject to Court availability).	By no later than May 21, 2024, subject to Court availability
Closing of the Successful Bid.	As soon as possible following an Approval Order (if granted) and, in any event, by no later than June 21, 2024

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(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AIDE MEMOIRE OF
THE MONITOR
(Case Conference March 19, 2024)**

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Barristers & Solicitors
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Maria Konyukhova LSO#: 52880V
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Tel: +1 416 869 5230

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