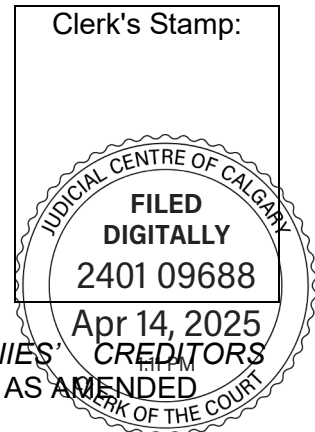


COURT FILE NUMBER 2401-09688
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



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 DELTA 9 CANNABIS INC., DELTA 9
LOGISTICS INC., DELTA 9 LIFESTYLE CANNABIS CLINIC INC.,
DELTA 9 CANNABIS STORE INC., and RESIDUALCO.

DOCUMENT APPLICATION

Burnet, Duckworth & Palmer LLP
2400, 525 – 8th Avenue SW
Calgary, Alberta T2P 1G1
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jmackinnon@bdplaw.com
File No. 64793-7

NOTICE TO RESPONDENT: See Service List attached as Schedule "A" to this Application

This application is made against you. You are a Respondent.

You have the right to state your side of the matter before a master/judge.

The application will be heard as shown below:

DATE:	<u>April 23, 2025</u>
TIME:	<u>3:00PM</u>
WHERE:	<u>Calgary Courts Centre, via Webex</u>
BEFORE WHOM:	<u>The Honourable Justice C.D. Simard</u>

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order in substantially the same form as that attached as **Schedule "B"** to this Application (the "**Discharge Order**"), granting the following relief and directions:
 - (a) abridging, if necessary, the time for service of this Application and deeming service good and sufficient;
 - (b) approving the actions of Alvarez & Marsal Canada Inc. ("**A&M**") in its capacity as the Court-appointed monitor (in such capacity, the "**Monitor**") of the assets, undertakings and properties (the "**Property**") of 2684216 Alberta Ltd. ("**ResidualCo**") and Delta 9 Logistics Inc. ("**Logistics**" and together with ResidualCo, collectively, the "**Debtors**"), and prior to the Plan Implementation Date, in its capacity as Court-appointed Monitor of the Delta 9 Group, as well as the Monitor's fees and those of its legal counsel to date, as set forth in the Ninth Report of the Monitor, dated April 14, 2025 (the "**Final Report**"),
 - (c) approving the activities of the Monitor as set forth in: (i) the Fourth Report of the Monitor dated November 13, 2024; (ii) the Fifth Report of the Monitor dated November 26, 2024, and (iii) the Seventh Report of the Monitor dated February 3, 2025;
 - (d) terminating, releasing and discharging the Director's Charge, Interim Financing Charge, KERP Charge and Break Fee Charge in respect of the Debtors;
 - (e) discharging the Monitor in its capacity as Monitor of the Debtors save and except for certain duties and obligations set out in Final Report, with such discharge to become effective upon the Monitor filing a certificate substantially in the form attached as Schedule "A" to the Discharge Order (the "**Termination Certificate**"); and
 - (f) granting leave to the Monitor to apply or reapply to this or any court or administrative body in any province of Canada for advice, assistance and directions as may be necessary to carry out the terms of the Order sought.
2. Such further and other relief, advice and directions as counsel may advise and this Honourable Court may deem just and appropriate.

Grounds for making this Application:

3. All capitalized terms used but not defined in this Application shall have the meaning ascribed to them in the Reports of the Monitor (collectively, the "**Reports**").
4. On July 15, 2024 the Delta 9 Group commenced proceedings (the "**CCAA Proceedings**") under the CCAA and A&M was appointed as the Monitor of the Delta 9 Group.
5. On January 10, 2025, pursuant to a reverse vesting order of the Honourable Justice M.A. Marion, effective upon filing of the Monitor's Certificate, 2684216 Alberta Ltd. ("**ResidualCo**") was added to the CCAA Proceedings as an applicant.
6. On January 29, 2024, pursuant to an Order of the Honourable Justice M.A. Marion, the Plan was sanctioned and approved pursuant to section 6 of the CCAA and, effective upon filing of the Monitor's Certificate the CCAA Proceedings in respect of the Plan Entities were terminated.
7. The Plan has been implemented and the Monitor's Certificate confirming same has been filed.
8. As of the date hereof, the only parties remaining in the CCAA Proceedings are Logistics and ResidualCo (the "**Remaining Entities**").
9. The Reports set out the activities and conduct of the Monitor as described therein. Pursuant to Paragraph 30 of the ARIO, the Monitor and its legal counsel are required to pass their accounts from time to time. A summary of the Monitor's accounts and those of its legal counsel, together with estimated professional fees to conclude these proceedings are included in the Final Report.
10. The terms as set out in the Discharge Order are necessary to effect the discharge of the Monitor as contemplated herein.
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

12. All pleadings and proceedings filed in the within action.
13. The Fourth Report dated November 13, 2024.
14. The Fifth Report of the Monitor dated November 26, 2024.
15. The Seventh Report of the Monitor dated February 3, 2025.
16. The Ninth Report of the Monitor dated April 14, 2025.
17. The proposed Discharge Order.
18. The inherent jurisdiction of this Honourable Court to control its own process.
19. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

20. The Alberta *Rules of Court*, AR 124/2010, as amended.

Applicable Acts and regulations:

21. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 and such other Rules, Acts and Regulations as counsel may advise and that this Honourable Court may permit.

Any irregularity complained of or objection relied on:

22. None.

How the Application is proposed to be heard or considered:

23. via Webex at <https://albertacourts.webex.com/meet/virtual.courtroom60>.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the Applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this Application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the Application is heard or considered, you must reply by giving reasonable notice of the materials to the Applicant.

SCHEDULE "A"
SERVICE LIST

See Attached

COURT FILE NUMBER 2401-09688

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT
ACT, RSC 1985, c C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF DELTA 9 CANNABIS INC., DELTA 9 LOGISTICS
INC., DELTA 9 BIO-TECH INC., DELTA 9 LIFESTYLE CANNABIS
CLINIC INC. and DELTA 9 CANNABIS STORE INC.

APPLICANTS DELTA 9 CANNABIS INC., DELTA 9 LOGISTICS INC., DELTA 9 BIO-
TECH INC., DELTA 9 LIFESTYLE CANNABIS CLINIC INC. and DELTA
9 CANNABIS STORE INC.

DOCUMENT **SERVICE LIST**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

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File No. 64793-7

SERVICE LIST

Updated: January 27, 2025

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VIA FACSIMILE:

12049450330@efaxds.ca – Manitoba Securities Commission
 18336972389@efaxds.ca – Canada Revenue Agency – Insolvency Group
 12043672000@efaxds.ca – Black River First Nation

VIA COURIER**CANADIAN WESTERN BANK (KENASTON BRANCH)**

125 Nature Park Way
 Winnipeg, MB R3P 0V8

LINDE CANADA INC.

500-5015 Spectrum Way
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LAURA LUNT

609 – 42nd Avenue SE
 Calgary, AB T2G 1Y7

CITY CLERK – THE CITY OF WINNIPEG

510 Main Street
 Winnipeg, MB R3B 1B9

SCHEDULE "B"
DISCHARGE ORDER

See Attached

COURT FILE NUMBER 2401-09688
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

Clerk's Stamp:

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 DELTA 9 CANNABIS INC., DELTA 9
LOGISTICS INC., DELTA 9 LIFESTYLE CANNABIS CLINIC INC.,
DELTA 9 CANNABIS STORE INC., and RESIDUALCO.

DOCUMENT **ORDER FOR APPROVAL OF MONITOR'S ACTIVITIES, FEES
AND DISBURSEMENTS, AND DISCHARGE OF MONITOR**

Burnet, Duckworth & Palmer LLP
2400, 525 – 8th Avenue SW
Calgary, Alberta T2P 1G1
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Lawyers: David LeGeyt / Ryan Algar / Jessica MacKinnon
Phone Number: (403) 260-0120 / 0126 / 0112
Fax Number: (403) 260-0332
Email Address: dlegeyt@bdplaw.com
ralgar@bdplaw.com
jmackinnon@bdplaw.com
File No. 64793-7

DATE ON WHICH ORDER WAS PRONOUNCED: April 23, 2025
NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice C.D. Simard
LOCATION OF HEARING: Calgary Courts Centre – via Webex

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. In its capacity as the Court-appointed Monitor (the "**Monitor**") of the undertakings, property and assets of 2684216 Alberta Ltd. and Delta 9 Logistics Inc. (collectively, the "**Debtors**"); **AND UPON** having read the Monitor's the Fourth Report dated November 13, 2024, the Monitor's Fifth Report dated November 26, 2024, the Monitor's Seventh Report dated February 3, 2025 and the Monitor's Ninth Report dated April 14, 2025 (the "**Final Report**"); **AND UPON** hearing counsel for the Monitor, and counsel for any other parties present; **AND UPON** being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

Service

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

Defined Terms

2. Unless otherwise indicated, all capitalized terms used herein and not otherwise defined shall have the meanings used in the Final Report.

Approval of Activities, Fees & Disbursements

3. The Monitor's accounts for fees and disbursements, as set out in the Final Report and in all of its other reports filed herein are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Monitor's legal counsel, Burnet, Duckworth & Palmer LLP, for its fees and disbursements, as set out in the Final Report are hereby approved without the necessity of a formal assessment of its accounts.
5. The Monitor's actions, activities and conduct as set out in the Fourth Report, Fifth Report, Seventh Report and Final Report, and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Final Report, are hereby ratified and approved.
6. The Monitor is hereby authorized to pay any remaining professional fees up to the CCAA Termination Date, the particulars of which are set forth in the Final Report.

Discharge of the Monitor and Termination of CCAA Proceedings

7. The Monitor is not liable for any of the debts or liabilities of the Debtors howsoever arising.
8. No action or other proceedings shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except with prior leave of this Court on Notice to the Monitor, and upon such terms as this Court may direct.
9. The Director's Charge, Interim Financing Charge, KERP Charge and Break Fee Charge are hereby terminated, released and discharged.
10. Effective upon filing of a certificate of the Monitor, substantially in the form attached hereto as **Schedule "A"** (the "**Termination Certificate**") certifying that, to the knowledge of the Monitor, all matters to be attended to in connection with the CCAA Proceedings have been completed (the "**CCAA Termination Time**"):
 - (a) the Monitor will be deemed to have satisfied all of its duties and obligations pursuant to the CCAA and the Orders of this Court in respect of the CCAA Proceedings relating to the Debtors save and except as set out in paragraph 13 herein;
 - (b) A&M shall be discharged as Monitor of the Debtors and shall have no further duties, obligations or responsibilities as Monitor of the Debtors from and after such time, save and except as set out in paragraph 13 herein;
 - (c) the Administration Charge as against ResidualCo and Logistics shall be terminated, released and discharged;
 - (d) these CCAA Proceedings shall be terminated without any further act or formality, the Monitor shall be discharged as Monitor of the Debtors, provided that the Monitor shall continue to have the benefit of the provisions of all Orders made in the CCAA Proceedings, including all approvals, protections and stays of proceedings in favour of A&M in its capacity as Monitor;
 - (e) the Monitor and its respective affiliates and officers, directors, partners, employees and agents (collectively the "**Released Parties**") shall be released and discharged from any and all claims that any person may have or be entitled to assert against

the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of, or in respect of the CCAA Proceedings, or with respect to its conduct in the CCAA Proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and further barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties; and

- (f) no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the CCAA Proceedings, except with prior leave of this Court on at least seven days' prior written notice to the Released Parties.
- 11. The Monitor shall deliver a filed copy of the Termination Certificate to the service list maintained in the CCAA Proceedings.
 - 12. Notwithstanding any provision of this Order and termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order or any other Order of this Court in the CCAA Proceedings.
 - 13. Notwithstanding the discharge of A&M as Monitor of the Debtors and the termination of the CCAA Proceedings upon the Monitor filing the Termination Certificate, the Court shall remain seized of any matter arising from the CCAA Proceedings, and A&M shall have the authority from and after the date of this Order to apply to this Court to address matters ancillary or incidental to the CCAA Proceedings, notwithstanding the termination thereof. A&M is authorized to take such steps and actions as it deems necessary to address matters ancillary or incidental to its capacity as Monitor following the termination of the CCAA Proceedings, and in completing or addressing any such ancillary or incidental matters, A&M shall continue to have the benefit of the provisions of the CCAA and provisions of all Orders made in the CCAA Proceedings in relation to its capacity as

Monitor, including all approvals, protections and stays of proceedings in favour of A&M in its capacity as Monitor.

Service of Order

14. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
15. Service of this Order shall be deemed good and sufficient by serving the same on:
 - (a) the persons listed on the service list attached maintained in the within proceedings;
and
 - (b) by posting a copy of this Order on the Monitor's website at www.alvarezandmarsal.com/delta9.

Justice of the Court of King's Bench of Alberta

COURT FILE NUMBER 2401-09688
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

Clerk's Stamp:

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 DELTA 9 CANNABIS INC., DELTA 9
LOGISTICS INC., DELTA 9 LIFESTYLE CANNABIS CLINIC INC.,
DELTA 9 CANNABIS STORE INC., and RESIDUALCO.

DOCUMENT

TERMINATION CERTIFICATE

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File No. 64793-7

WHEREAS:

- A. On July 15, 2024 Delta 9 Cannabis Inc. ("**D9 Parent**"), Delta 9 Logistics Inc. ("**Logistics**"), Delta 9 Bio-Tech Inc. ("**Bio-Tech**"), Delta 9 Lifestyle Cannabis Clinic Inc. ("**Lifestyle**"), and Delta 9 Cannabis Store Inc. ("**Store**", and collectively with D9 Parent, Logistics, Bio-Tech and Lifestyle, the "**Delta 9 Group**") commenced proceedings (the "**CCAA Proceedings**") under *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**"), as amended and Alvarez & Marsal Canada Inc. ("**A&M**") was appointed as the Monitor of the Delta 9 Group.
- B. On January 10, 2025, pursuant to a reverse vesting order of the Honourable Justice M.A. Marion, effective upon filing of the Monitor's Certificate, 2684216 Alberta Ltd. ("**ResidualCo**") was added to the CCAA Proceedings as an applicant.

- C. On January 29, 2024, pursuant to an order of the Honourable Justice M.A. Marion, the Plan was sanctioned and approved pursuant to section 6 of the CCAA and, effective upon filing of the Monitor's Certificate, the CCAA proceedings in respect of the Plan Entities were terminated.
- D. As of the date hereof, the only parties remaining in the CCAA Proceedings are Logistics and ResidualCo (the "**Remaining Entities**").
- E. Pursuant to Paragraph 10 of the Order of the Honourable Justice C.S. Simard granted on April 23, 2025 (the "**CCAA Termination Order**"), the Monitor shall be discharged and the CCAA Proceedings shall be terminated upon the Monitor filing this Termination Certificate with the Court.

THE MONITOR HEREBY CERTIFIES THE FOLLOWING:

- 1. Capitalized terms used herein but not otherwise defined have the meanings ascribed to them in the Monitor's Ninth Report dated April 14, 2025.
- 2. Pursuant to Paragraph 10 of the CCAA Termination Order, the Monitor hereby certifies that all steps to complete the CCAA Proceedings have been completed.
- 3. The Monitor's Termination Certificate is dated _____, 2025.

ALVAREZ & MARSAL CANADA INC. in its capacity as the Court-appointed Monitor of the Remaining Entities and not in its personal or corporate capacity.

Per: Orest Konowalchuk, CPA, CA, CIRP, LIT
Senior-Vice President