

**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 2675970 ONTARIO INC., 2733181
ONTARIO INC., 2385816 ALBERTA LTD., 2161907 ALBERTA
LTD., 2733182 ONTARIO INC., 2737503 ONTARIO INC.,
2826475 ONTARIO INC., 14284585 CANADA INC., 2197130
ALBERTA LTD., 2699078 ONTARIO INC., 2708540 ONTARIO
CORPORATION, 2734082 ONTARIO INC., TS WELLINGTON
INC., 2742591 ONTARIO INC., 2796279 ONTARIO INC.,
10006215 MANITOBA LTD., AND 80694 NEWFOUNDLAND &
LABRADOR INC.

Applicants

NOTICE OF SUCCESSFUL BIDDER

OCTOBER 28, 2024

Notice regarding the sale and investment solicitation process (the “**SISP**”) in respect of the Applicants. Capitalized terms used below have the meaning given to them in the Sale Process Approval Order granted by this Court on September 18, 2024 (the “**SISP Order**”). The SISP Order can be accessed [here](#).

1. Pursuant to the SISP Order and in accordance with the milestones set forth in paragraph 7 of the SISP, the Monitor has canvassed the market to solicit interest in, and opportunities for, a sale of, investment in or recapitalization of Tokyo Smoke.
2. Following the Phase 1 Bid Deadline, the Monitor, in consultation with the Companies, reviewed the submissions received prior to the Phase 1 Bid Deadline for aspects of Tokyo Smoke’s Business.
3. Following such review, pursuant to the SISP, the Monitor, in consultation with the Companies and BMO, determined in its reasonable business judgment that it would not be appropriate to select any Phase 2 Qualified Bidders.
4. Accordingly, the Monitor, in consultation with the Companies, has terminated the SISP and declared the Stalking Horse Bidder as the Successful Bidder.

5. The Monitor understands that the Companies will be filing a motion seeking Court approval of the Stalking Horse Agreement as soon as reasonably practicable.

All of which is respectfully submitted on this 28th day of October, 2024.

**Alvarez & Marsal Canada Inc., in its capacity as
Monitor of 2675970 Ontario Inc., 2733181 Ontario Inc., 2385816 Alberta Ltd., 2161907
Alberta Ltd., 2733182 Ontario Inc., 2737503 Ontario Inc., 2826475 Ontario Inc., 14284585
Canada Inc., 2197130 Alberta Ltd., 2699078 Ontario Inc., 2708540 Ontario Corporation,
2734082 Ontario Inc., TS Wellington Inc., 2742591 Ontario Inc., 2796279 Ontario Inc.,
10006215 Manitoba Ltd., AND 80694 Newfoundland & Labrador Inc.,
and not in its personal or corporate capacity**

Per: 

Josh Nevsky
Senior Vice-President

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 2675970 ONTARIO INC., 2733181 ONTARIO INC., 2385816 ALBERTA LTD., 2161907 ALBERTA LTD., 2733182 ONTARIO INC., 2737503 ONTARIO INC., 2826475 ONTARIO INC., 14284585 CANADA INC., 2197130 ALBERTA LTD., 2699078 ONTARIO INC., 2708540 ONTARIO CORPORATION, 2734082 ONTARIO INC., TS WELLINGTON INC., 2742591 ONTARIO INC., 2796279 ONTARIO INC., 10006215 MANITOBA LTD., AND 80694 NEWFOUNDLAND & LABRADOR INC.

Applicants

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Proceeding commenced at Toronto

**NOTICE OF SUCCESSFUL BIDDER
(October 28, 2024)**

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