

**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

**TRANSCRIPT BRIEF OF CANOPY GROWTH CORPORATION**

October 11, 2024

**CASSELS BROCK & BLACKWELL LLP**  
Suite 3200, Bay Adelaide Centre - North Tower  
40 Temperance Street  
Toronto, ON M5H 0B4

**Shayne R. Kukulowicz**  
Tel: 416.860.6463  
[skukulowicz@cassels.com](mailto:skukulowicz@cassels.com)

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**Natalie Levine LSO #: 64908K**  
Tel: 416.860.6568  
[nlevine@cassels.com](mailto:nlevine@cassels.com)

**Alec Hoy LSO #: 85489K**  
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[ahoy@cassels.com](mailto:ahoy@cassels.com)

Lawyers for Canopy Growth Corporation

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WELLINGTON INC., 2742591 ONTARIO INC., 2796279 ONTARIO INC.,  
10006215 MANITOBA LTD., AND 80694 NEWFOUNDLAND &  
LABRADOR INC**

**NOTICE OF EXAMINATION**

TO: Andrew Williams

YOU ARE REQUIRED TO ATTEND

By video conference

at the video conference link provided by Network Reporting & Mediation, One First Canadian Place, Suite 800 - 100 King Street West, Toronto, Ontario, M5X 1E3 (Phone Number: 416.359.0305)

Meeting ID 96399069927

Meeting URL <https://networkcourt.zoom.us/j/96399069927?pwd=aLCAluAOUx6AxN1Ib7a2N4Sa4JpW3K.1>

Password 520458

on Friday, October 4, 2024, at 10:00 a.m. for:

[X] Cross-examination on your affidavits dated August 28, 2024, September 3, 2024, September 12, 2024 and September 26, 2024

If you object to the method of attendance, you must notify the other parties or their lawyers. If you and the other parties cannot come to an agreement on the method of attendance, one of the parties must request a case conference for the court to make an order under Rule 1.08(8).

YOU ARE REQUIRED TO PRODUCE at the examination the following documents and things: All documents referenced in your affidavits or relied upon when swearing your affidavits, other than those already appended to your affidavits.

October 2, 2024

**CASSELS BROCK & BLACKWELL LLP**  
Suite 3200, Bay Adelaide Centre - North Tower  
40 Temperance Street  
Toronto, ON M5H 0B4

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Lawyers for the Unsecured Party,  
Canopy Growth Corporation

**IN THE MATTER OF THE COMPANES' 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. et al.**

Court File No.: CV-24-00726584-0CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**NOTICE OF EXAMINATION**

**CASSELS BROCK & BLACKWELL LLP**

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40 Temperance Street  
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Lawyers for the Unsecured Party,  
Canopy Growth Corporation

**Archived:** Friday, October 11, 2024 10:15:49 AM

**From:** [Colleen Cebuliak](#)

**Mail received time:** Fri, 26 Jul 2024 22:04:31

**Sent:** Friday, July 26, 2024 6:04:33 PM

**To:** [Sarah Eskandari](#)

**Cc:** [Christelle Gedeon Pendrith](#), [Colin Mark Cavdar \(TYO\)](#)

**Subject:** RE: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al. #PLR\_2024\_2497

**Importance:** Normal

**Sensitivity:** None

---

Sarah,

Thanks for your note. Canopy (Dave Patterson) has already acknowledged that the Tokyo Smoke proposal will be sent Monday. We expect the business teams will want to discuss the business details in the proposal before we reengage more formal discussions involving internal legal counsel.

Thanks,  
Colleen

---

**From:** Sarah Eskandari <sarah.eskandari@canopygrowth.com>

**Sent:** Friday, July 26, 2024 2:37 PM

**To:** Colleen Cebuliak <CCebuliak@oegi.ca>

**Cc:** Christelle Gedeon <christelle.gedeon@canopygrowth.com>; Pendrith, Colin <cpendrith@cassels.com>; Mark Cavdar (TYO) <MCavdar@tyosmoke.ca>

**Subject:** RE: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al. #PLR\_2024\_2497

**EXTERNAL EMAIL**

Colleen,

Following up on your email from Monday, Canopy understood that we would have a proposal sent to CGC by the end of this week, however we have yet to receive one. Can I expect it today?

Regardless, as we have been unsuccessful in rescheduling the mediation date, in order to move the potential out-of-court resolution of the outstanding matters forward, we would like to propose that the parties' executives schedule a meeting on Tuesday or Wednesday of next week to discuss your proposal. In furtherance of that, please provide me with dates and times you, Jurgen and Andy are available next Tuesday or Wednesday.

Regards,

Sarah S. Eskandari  
Vice President & General Counsel, Canada and International Markets

Canopy Growth Corporation



[www.canopygrowth.com](http://www.canopygrowth.com)

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---

**From:** Colleen Cebuliak <[Ccebuliak@oegi.ca](mailto:Ccebuliak@oegi.ca)>

**Sent:** Monday, July 22, 2024 1:15 PM

**To:** Sarah Eskandari <[sarah.eskandari@canopygrowth.com](mailto:sarah.eskandari@canopygrowth.com)>

**Cc:** Christelle Gedeon <[christelle.gedeon@canopygrowth.com](mailto:christelle.gedeon@canopygrowth.com)>; Pendrith, Colin <[cpendrith@cassels.com](mailto:cpendrith@cassels.com)>; Mark Cavdar (TYO) <[MCavdar@tyosmoke.ca](mailto:MCavdar@tyosmoke.ca)>

**Subject:** RE: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al. #PLR\_2024\_2497

Sarah,

Unfortunately, we are still working on the proposal. Jürgen has tried to arrange a call with David Klein to discuss, but as yet I do not think they have connected.

I understand we will have a proposal to send to CGC by the end of the week.

Regards,  
Colleen

---

**From:** Sarah Eskandari <[sarah.eskandari@canopygrowth.com](mailto:sarah.eskandari@canopygrowth.com)>

**Sent:** Friday, July 19, 2024 1:30 PM

**To:** Colleen Cebuliak <[Ccebuliak@oegi.ca](mailto:Ccebuliak@oegi.ca)>; Mark Cavdar (TYO) <[MCavdar@tyosmoke.ca](mailto:MCavdar@tyosmoke.ca)>

**Cc:** Christelle Gedeon <[christelle.gedeon@canopygrowth.com](mailto:christelle.gedeon@canopygrowth.com)>; Pendrith, Colin <[cpendrith@cassels.com](mailto:cpendrith@cassels.com)>

**Subject:** Re: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al. #PLR\_2024\_2497

**EXTERNAL EMAIL**

Colleen,

We have not received a response to my inquiries regarding rescheduling the mediation below. I also understand that Jürgen told David Klein we should expect a proposal from you by Wednesday of this week, however we have not received anything from you or Mark to date.

In the event that we do not have clear progress towards a resolution by end of day Monday (either by firming up a mediation date in the near term or receiving a real offer), we intend to pivot to have the Court or arbitrator resolve the issues.

We look forward to your timely response.

Regards,  
Sarah

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---

**From:** Sarah Eskandari <[sarah.eskandari@canopygrowth.com](mailto:sarah.eskandari@canopygrowth.com)>

**Sent:** Thursday, June 27, 2024 12:31 PM

**To:** Colleen Cebuliak <[Ccebuliak@oegi.ca](mailto:Ccebuliak@oegi.ca)>; Mark Cavdar <[MCavdar@tyosmoke.ca](mailto:MCavdar@tyosmoke.ca)>

**Cc:** Christelle Gedeon <[christelle.gedeon@canopygrowth.com](mailto:christelle.gedeon@canopygrowth.com)>; Pendrith, Colin <[cpendrith@cassels.com](mailto:cpendrith@cassels.com)>

**Subject:** RE: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario

Inc. et al. #PLR\_2024\_2497

Hi Colleen and Mark,

Following up on my previous note below so we can get back to ADR Chambers as we are heading into a holiday weekend.

Please let us know at your earliest convenience.

Thank you,

Sarah S. Eskandari  
Vice President & General Counsel, Canada and International Markets

Canopy Growth Corporation



[www.canopygrowth.com](http://www.canopygrowth.com)

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---

**From:** Sarah Eskandari <[sarah.eskandari@canopygrowth.com](mailto:sarah.eskandari@canopygrowth.com)>  
**Sent:** Monday, June 24, 2024 2:16 PM  
**To:** Colleen Cebuliak <[CCebuliak@oegi.ca](mailto:CCebuliak@oegi.ca)>; Mark Cavdar <[MCavdar@tyosmoke.ca](mailto:MCavdar@tyosmoke.ca)>  
**Cc:** Christelle Gedeon <[christelle.gedeon@canopygrowth.com](mailto:christelle.gedeon@canopygrowth.com)>; Pendrith, Colin <[cpendrith@cassels.com](mailto:cpendrith@cassels.com)>  
**Subject:** FW: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al. #PLR\_2024\_2497

Hi Colleen and Mark,

Of the dates you previously proposed, July 22 works on Canopy's end to reschedule the mediation. Should we inform ADR Chambers to reschedule for that date?

Regards,

Sarah S. Eskandari  
Vice President & General Counsel, Canada and International Markets

Canopy Growth Corporation



[www.canopygrowth.com](http://www.canopygrowth.com)

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---

**From:** ADR Chambers - Mediation Support <[booking@adr.ca](mailto:booking@adr.ca)>  
**Sent:** Thursday, June 20, 2024 10:35 AM  
**To:** Pendrith, Colin <[cpendrith@cassels.com](mailto:cpendrith@cassels.com)>; Sarah Eskandari <[sarah.eskandari@canopygrowth.com](mailto:sarah.eskandari@canopygrowth.com)>; Colleen Cebuliak

<[CCebuliak@oegi.ca](mailto:CCebuliak@oegi.ca)>; Mark Cavdar (TYO) <[MCavdar@tyosmoke.ca](mailto:MCavdar@tyosmoke.ca)>

Cc: Gomes, Nivia <[ngomes@cassels.com](mailto:ngomes@cassels.com)>; Christelle Gedeon <[christelle.gedeon@canopygrowth.com](mailto:christelle.gedeon@canopygrowth.com)>

Subject: Re: Mediation Cancellation - Monday, June 24, 2024 re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al.  
#PLR\_2024\_2497

Good Afternoon,

Kindly advise if the parties are seeking to reschedule this mediation, possibly for late-July or an alternate time frame?

Thank you,  
Mal Wise

### **ADR Chambers - Mediations**

2001 Sheppard Avenue East Suite 200, North York, ON M2J 4Z8

Phone: (416) 362-8555 | Toll Free: 1-800-856-5154 | Fax: (416) 362-8825

Email: [booking@adr.ca](mailto:booking@adr.ca) | [www.adrchambers.com](http://www.adrchambers.com)

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On Mon, Jun 10, 2024 at 1:35 'a0PM ADR Chambers - Mediation Support <[booking@adr.ca](mailto:booking@adr.ca)> wrote:

Good Afternoon Counsel,

**Re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al.**

**Our File No.: PLR\_2024\_2497**

**Location: In-Person - Cassels, Brock & Blackwell LLP, Bay Adelaide Centre-North Tower,  
40 Temperance Street, Suite 3200, Toronto, ON, M5H 0B4**

**Date: Monday, June 24, 2024 from 10:00 a.m. to 5:00 p.m.**

**Mediator: Peter L. Roy**

This email will serve as notification that this mediation date has been **cancelled** as per communication from Colin Pendrith of Cassels Brock & Blackwell LLP on June 10, 2024.

It is our understanding that counsel is seeking to reschedule this mediation at the parties' and mediator's earliest availability; the mediator's availability in late-July has already been requested and provided to counsel in previous correspondence. Kindly advise if you would like me to seek alternate dates.

I also confirm that Mr. Roy has advised our office to waive the cancellation fee for the June 24th mediation date as a gesture of goodwill, on the condition that this mediation is rescheduled at a later date. If this mediation is not to be rescheduled, our office may circulate a retroactive cancellation invoice for the June 24, 2024 date equivalent to the scheduled mediation fee, per the terms of our confirmation letter.

If there are any further questions at this time, please do not hesitate to contact me.

Thank you,  
Mal Wise

### **ADR Chambers - Mediations**

2001 Sheppard Avenue East Suite 200, North York, ON M2J 4Z8

Phone: (416) 362-8555 | Toll Free: 1-800-856-5154 | Fax: (416) 362-8825

Email: [booking@adr.ca](mailto:booking@adr.ca) | [www.adrchambers.com](http://www.adrchambers.com)

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On Thu, May 30, 2024 at 2:17 'a0PM ADR Chambers - Mediation Support <[booking@adr.ca](mailto:booking@adr.ca)> wrote:

Dear Counsel,

**Re: Canopy Growth Corporation et al. v. 2675970 Ontario Inc. et al.**

**Our File No.: PLR\_2024\_2497**

**Location: In-Person - Cassels, Brock & Blackwell LLP, Bay Adelaide Centre-North Tower,  
40 Temperance Street, Suite 3200, Toronto, ON, M5H 0B4**

**Date: Monday, June 24, 2024 from 10:00 a.m. to 5:00 p.m.**

**Mediator: Peter L. Roy**

Please find enclosed our Confirmation Letter and Agreement to Mediate for this mediation booking with Peter L. Roy. Kindly have everyone who will attend review the Agreement to Mediate.

Kindly provide us a list of the **full names and emails** of all participants (lawyers and clients) who will attend the mediation. We require this information in order to circulate the Agreement to Mediate via DocuSign for signatures. The Agreement is required to be signed by all participants 24 hours prior to the mediation.

A full retainer is required to be paid by **June 10, 2024**. Please find the estimated total cost of mediation and the remittance forms attached in the confirmation letter.

If you have any questions, please feel free to contact us anytime.

Kind Regards,  
Mal Wise

**ADR Chambers - Mediations**

2001 Sheppard Avenue East Suite 200, North York, ON M2J 4Z8

Phone: (416) 362-8555 | Toll Free: 1-800-856-5154 | Fax: (416) 362-8825

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# Cassels

October 7, 2024

**Via E-Mail**

Reconstruct LLP  
120 Adelaide Street West,  
Suite 2500,  
Toronto, ON M5H 1T1

cpendrith@cassels.com  
tel: +1 416 860 6765  
file # 050097-00202

Attention: Will Main, Caitlin Fell, Sharon Kour, Jessica Wuthmann

Dear Counsel:

**Re: In the Matter of a Plan of Compromise or Arrangement under the *Companies' Creditors Arrangement Act*, R.S.C, c C-36, as amended, 2675970 Ontario Inc., et al., Court File No. CV-24-00726584-00CL**

We write further to our cross-examination of Andrew Williams held October 4, 2024 in respect of his affidavits sworn in the above-noted proceeding. Please find enclosed a chart of questions taken under advisement during Mr. Williams' cross-examination.

Given the timetable in effect on this motion, we require your clients' position no later than end of day tomorrow.

We look forward to hearing from you.

Yours truly,

Cassels Brock & Blackwell LLP



Colin Pendrith  
Partner

cc: Shayne Kukulowicz, Natalie Levine, Kate Byers and Alec Hoy, Cassels Brock & Blackwell LLP  
cc: Simon Bieber, Adair Goldblatt Bieber LLP  
cc: Maria Konyukhova, Stikeman Elliot LLP  
LEGAL\*66260229.3

**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

**QUESTIONS TAKEN UNDER ADVISEMENT  
EXAMINATION OF ANDREW WILLIAMS HELD OCTOBER 4<sup>th</sup>, 2024**

<b>Under Adviselements</b>				
<i>#</i>	<i>Page #</i>	<i>Question #</i>	<i>Under Adviselement</i>	<i>Response</i>
1	8	17	To provide a copy of the supporting documents for the witness's affidavits that were brought to the cross-examination.	
2	19	64	To ask Greg Bedford whether he could delegate the task of pulling the data associated with the applicant's tracking of inventory and what was being sold from the date of the acquisition onwards.	

3	24	82	To provide the calculation of the Deferred Consideration under the Share Purchase Agreement which was calculated at a top-line level to the end of the last financial year.	
4	25	87	To ask Mr. Bedford whether the quarterly calculations of the Deferred Consideration was provided to Canopy and if not, why not.	
5	35	129	To produce the org charts showing the relationships between DAK and 267.	
6	48	189	To produce the Management Services Agreement referenced at paragraph 50 of the September 12, 2024 affidavit (among other paragraphs).	
7	51	196	To produce the Guarantee Fee Agreement referenced at paragraph 111 of the August 28, 2024 affidavit.	
8	53	199	To advise how much the applicants have paid to DAK pursuant to the Guarantee Fee Agreement.	
9	54	201	To advise whether the applicants have paid DAK in exchange for the guarantee that was provided to Canopy.	
10	65	242	To preserve all relevant documents in 267's power, possession, and control that could be relevant to the arbitration.	
11	69	257	To confirm with either Colleen Cebuliak or Mark Cavdar that the June 24 <sup>th</sup> , June 27 <sup>th</sup> , and July 19 <sup>th</sup> emails marked as Exhibit A that those emails were in fact sent and that there was no response prior to July 19 <sup>th</sup> concerning rescheduling the mediation.	

12	71	260	To provide the calculation of the Deferred Consideration referenced in the communication sent by the witness to Dave Paterson subsequent to the emails marked as Exhibit A.	
13	72	261	To confirm that the emails marked as Exhibit A were in fact sent and received amongst the recipients and senders.	
14	79	295	To confirm whether the witness has the ability to ask for financial statements from DAK.	
15	79	295	To produce DAK's financial statements for the last two years and, in particular, the quarterly statements if within the witness's power, possession or control, and if not, to request those statements.	

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.,  
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ONTARIO INC., TS WELLINGTON INC., 2742591 ONTARIO INC., 2796279 ONTARIO INC., 10006215 MANITOBA LTD., AND 80694  
NEWFOUNDLAND & LABRADOR INC.

Court File No. CV-24-00726584-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**QUESTIONS TAKEN UNDER ADVISEMENT**

**CASSELS BROCK & BLACKWELL LLP**  
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40 Temperance Street  
Toronto, ON M5H 0B4

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[skukulowicz@cassels.com](mailto:skukulowicz@cassels.com)

**Colin Pendrith LSO #: 59912H**  
Tel: 416.860.6765  
[cpendrith@cassels.com](mailto:cpendrith@cassels.com)

**Natalie Levine LSO #: 64908K**  
Tel: 416.860.6568  
[nlevine@cassels.com](mailto:nlevine@cassels.com)

Lawyers for Canopy Growth Corporation

October 8, 2024

**SENT BY E-MAIL**

**CASSELS BROCK & BLACKWELL LLP**

Suite 3200, Bay Adelaide Centre - North Tower  
40 Temperance Street  
Toronto, ON M5H 0B4

**Attention: COLIN PENDRITH** ([cpendrith@cassels.com](mailto:cpendrith@cassels.com))

Dear Counsel:

**RE: IN THE MATTER OF THE CCAA OF 2675970 ONTARIO LIMITED ET. AL.**

Please find enclosed answers to under advisements arising from the cross-examination of Andrew Williams, which took place on October 4, 2024. These responses are served pursuant to the *Rules of Civil Procedure*.

UA No.	Question	Response
1.	15 Q. Did you bring any documents in addition to the affidavit? A. Yes. 16 Q. What are those documents? A. It's supporting documents for the affidavits. 17 Q. Okay. Could you please provide a copy of those documents to me? A. Yes. <b>U/A MR. MAIN:</b> I'm not sure what documents he's referring to. We're going to have to review those.	Mr. Williams was referring to exhibits to his affidavits. There is nothing new to produce.
2.	62 Q. Greg Bedford. Is that something Mr. Bedford would delegate to someone to do the actual manual retrieval process, or is Mr. Bedford the	The current controller is on maternity leave and is not expected to return until, at the earliest, March 2025. She does not have a replacement and therefore Mr. Bedford has no one he can delegate to for this calculation.

# RECON

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UA No.	Question	Response
	<p>one who's going into the document and --</p> <p>A. He would primarily do a lot of that himself.</p> <p>63 Q. Okay.</p> <p>A. To my understanding. I don't do Greg's job but that's my understanding of how he would pull the data.</p> <p>64 Q. Could you ask Mr. Bedford if he could delegate that task to someone?</p> <p><b>U/A MR. MAIN:</b> I'm going to take that under advisement.</p>	
3.	<p>81 Q. Right. Has the Deferred Consideration under the Share Purchase Agreement ever been calculated?</p> <p>A. It's been calculated at a top-line level to my knowledge to the end of the last financial year.</p> <p>82 Q. Could you provide that calculation, please?</p> <p><b>U/A MR. MAIN:</b> I'll take it under advisement.</p>	<p>The "topline level" calculations of the Deferred Consideration are not relevant to this motion, which only relates to the extension of the stay to the alleged guarantee claims. New calculations would need to be done by 267 to determine the Deferred Consideration covered by the alleged guarantees. Additionally, there would be another two months (to August 28, 2024) calculation required. Previously, the calculation was done by the controller and would have to be done by Greg Bedford.</p>
4.	<p>85 Q. Okay. But you didn't provide that calculation to Canopy, did you?</p> <p>A. To my knowledge I don't -- that I don't know. I don't know the answer to that question.</p> <p>86 Q. Who would know?</p> <p>A. Probably Greg, Greg Bedford.</p> <p>87 Q. Would you ask Mr. Bedford (a), whether that information was provided to Canopy and (b), why not?</p>	<p>Any Deferred Consideration calculations that would have been calculated on a quarterly basis and provided to Canopy are not relevant to this motion, which only relates to the extension of the stay to the alleged guarantee claims. New calculations would need to be done by 267 to determine the Deferred Consideration covered by the alleged guarantees.</p>

# RECON

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UA No.	Question	Response
	<b>U/A MR. MAIN:</b> I'll take it under advisement.	
5.	128 Q. Can you describe the interaction within the business that informed you that there was a relationship of a corporate perspective between 267 and DAK?  A. When -- in terms of the -- I've seen structure charts relating to the relationships between DAK and 267.  129 Q. Could you produce those charts, please?  <b>U/A MR. MAIN:</b> I'll take it under advisement.	Mr. Williams does not have any such documents in his power, possession, or control.
6.	189 Q. Could you produce the Management Services Agreement referenced in your affidavits?  <b>U/A MR. MAIN:</b> I'll take it under advisement.	Mr. Williams does not have any such documents in his power, possession, or control.
7.	194 Q. In your affidavit of August the 28th you refer to a Guarantee Fee Agreement.  [...]  196 Q. Would you please produce it?  <b>U/A MR. MAIN:</b> I'll take that under advisement.	Refused on the basis of relevance. This Agreement does not relate to the SPA.
8.	199 Q. Do you know how much the applicants have paid to DAK pursuant to this Agreement?  <b>U/A MR. MAIN:</b> I'll take that under advisement. I'm not sure it's relevant.	Refused on the basis of relevance. This Agreement does not relate to the SPA.

# RECON

R E C O N S T R U C T L L P

UA No.	Question	Response
9.	<p>201 Q. Have the applicants paid DAK in exchange for the guarantee that was provided to Canopy?</p> <p><b>U/A MR. MAIN:</b> [...] I'm going to take that under advisement.</p>	No.
10.	<p>241 Q. And so that's a slightly different answer than my question. My question is what efforts have been made to preserve the documents? So is there anything other than ordinary course deletion or non-deletion according to your protocols, whatever they may be? Has anything changed as a result of the arbitration?</p> <p>A. No.</p> <p>242 Q. Would you undertake to preserve all relevant documents in 267's power, possession, and control?</p> <p><b>U/A MR. MAIN:</b> I'll take that under advisement.</p>	<p>Mr. Williams undertakes to preserve all documents relevant to the arbitration that are within his power, possession, or control. Mr. Williams further confirms that all documents relevant to the arbitration are being preserved at 267. To the best of Mr. Williams' knowledge, DAK has no relevant documents of its own.</p>
11.	<p>257 Q. ...[W]ould you please confirm with either Colleen Cebuliak or Mark Cavdar, both of whom are on this email chain, that these emails were in fact sent and that there was no response prior to July 19th concerning rescheduling the mediation?</p> <p><b>U/A MR. MAIN:</b> I'm going to take that under advisement.</p>	<p>Mr. Williams did not send or receive any of the emails in this thread and cannot provide that confirmation.</p>
12.	<p>261 Q. Would you provide me with the calculation, please?</p> <p><b>U/A MR. MAIN:</b> I'll take that under advisement.</p>	<p>The representations made regarding Deferred Consideration in Mr. Williams' July 29, 2024 correspondence relate only to the TS Respondents' (as that term is defined in his September 26, 2024 affidavit) potential obligations in this regard. Such representations are not relevant to this motion, which concerns</p>

# RECON

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UA No.	Question	Response
		DAK's potential guarantee obligations for the Deferred Consideration.
13.	<p>262 Q. And I think you have it already but I'd like you to confirm that the emails were in fact sent and received with the recipients of the emails and senders on the, I'll call it the case group end of things.</p> <p><b>U/A MR. MAIN:</b> I'll take that under advisement.</p>	Mr. Williams did not send or receive any of the emails in this thread and cannot provide that confirmation.
14.	<p>295 Q. Do you have the ability to ask for financial statements from DAK?</p> <p>A. No.</p> <p><b>U/A MR. MAIN:</b> I'll take it under advisement.</p>	Mr. Williams does not.
15.	<p>295 Q. [...] I'd like you to produce DAK's financial statements for the last two years, and, in particular, the quarterly statements if that's within your power, possession or control. But if you don't have the ability to compel DAK to provide those to you, then your answer may be that I can't get them but I'd still like you to ask.</p> <p><b>U/A MR. MAIN:</b> Like to ask, okay. Under advisement.</p>	Mr. Williams does not have any such documents in his power, possession, or control. This is a cross-examination on an affidavit, not an examination for discovery, and he is under no obligation to undertake efforts to acquire and furnish Canopy with documents from third parties.

# RECON

R E C O N S T R U C T L L P

Yours truly,

**RECONSTRUCT LLP**



Gabrielle Schachter  
GS/jm

ec: Service List

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

**IN THE MATTER OF THE *COMPANES' 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**

**REQUEST TO INSPECT DOCUMENTS**

The Applicants are requested to produce for inspection the following documents referred to in the Affidavit of Andrew Williams sworn August 28, 2024:

1. Copies of the Management Services Agreements between DAK Capital Ltd. and any of the Applicants as referenced at paragraphs 112-113.
2. A copy of the Guarantee Fee Agreement referenced at paragraphs 111 and 113.

The Applicants are requested to produce for inspection the following documents referred to in the Affidavit of Andrew Williams sworn September 12, 2024:

3. Copies of the Management Services Agreements between DAK Capital Ltd. and any of the Applicants as referenced at paragraphs 50-51.

October 10, 2024

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**AND TO: THE SERVICE 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  
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Court File No.: CV-24-00726584-0CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

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**REQUEST TO INSPECT DOCUMENTS**

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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.

Court File No. CV-24-00726584-00CL

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**TRANSCRIPT BRIEF OF CANOPY GROWTH  
CORPORATION**

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