

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 PLAN OF COMPROMISE OR  
ARRANGEMENT OF A. HERITAGE CANNABIS  
HOLDINGS CORP., 1005477 B.C. LTD., HERITAGE  
CANNABIS WEST CORPORATION, MAINSTRAIN  
MARKET LTD., HERITAGE CANNABIS EAST  
CORPORATION, PUREFARMA SOLUTIONS INC., 333  
JARVIS REALTY INC., 5450 REALTY INC., HERITAGE  
CANNABIS EXCHANGE CORP. AND PREMIUM 5 LTD.

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to the Initial Order of the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (Commercial List), (the "**Court**") dated April 2, 2024, as amended and restated on April 11, 2024, Heritage Cannabis Holdings Corp., 1005477 B.C. Ltd., Heritage Cannabis West Corporation, Mainstrain Market Ltd., Heritage Cannabis East Corporation, Purefarma Solutions Inc., 333 Jarvis Realty Inc., 5450 Realty Inc., Heritage Cannabis Exchange Corp., and Premium 5 Ltd. (collectively, the "**Heritage Group**") were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and KPMG was appointed as the monitor of the Heritage Group (in such capacity, the "**Monitor**").

B. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Approval and Reverse Vesting Order of this Court dated June 26, 2024 (the "**ARVO**").

C. Pursuant to the ARVO, the Court approved the Transactions contemplated by the Amended and Restated Stalking Horse Agreement dated June 17, 2024 between Heritage Cannabis Holdings Corp. ("**Heritage Cannabis**"), Heritage Cannabis West Corporation ("**Heritage West**"), Heritage Cannabis East Corporation ("**Heritage East**", and together with Heritage Cannabis and Heritage West, the "**Companies**"), as companies, BJK Holdings Ltd. ("**BJK**"), and HAB Cann Holdings

Ltd. (the “**Purchaser**”), as purchaser, and the transactions contemplated therein (the “**Transactions**”), and ordered, *inter alia*, that: (i) all of the Purchased Entities’ right, title and interest in and to the Excluded Assets shall vest absolutely and exclusively in Residual Co.; (ii) all of the Excluded Liabilities shall be transferred to, assumed by and vest in Residual Co.; and (iii) all of the right, title and interest in and to the Purchased Shares shall vest absolutely and exclusively in the Purchaser free and clear of and from any Claims and Encumbrances and terminating and cancelling all of the Equity Interests, which vesting, terminating and cancelling is to be effective upon the delivery by the Monitor to the Purchaser and the Companies of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Companies and the Purchaser that all conditions to closing have been satisfied or waived by the parties to the Amended and Restated Stalking Horse Agreement.

**THE MONITOR CERTIFIES** the following:

1. The Monitor has received the Priority Payment Amount and the CCAA Process Expense Amount.
2. The Monitor has received written confirmation from the Companies and the Purchaser, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived, as applicable, by the parties to the Amended and Restated Stalking Horse Agreement.
3. This Monitor’s closing certificate was delivered by the Monitor at Toronto on Thursday, August 29, 2024.

**KPMG Inc., in its capacity as Monitor of the Heritage Group and not in its personal or corporate capacity.**

Per.:  \_\_\_\_\_

Name: Pritesh Patel  
Title: Senior Vice President

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 HERITAGE CANNABIS  
HOLDINGS CORP., 1005477 B.C. LTD., HERITAGE CANNABIS WEST CORPORATION, MAINSTRAIN  
MARKET LTD., HERITAGE CANNABIS EAST CORPORATION, PUREFARMA SOLUTIONS INC., 333 JARVIS  
REALTY INC., 5450 REALTY INC., HERITAGE CANNABIS EXCHANGE CORP., AND PREMIUM 5 LTD.

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

Proceeding Commenced at Toronto

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**MONITOR'S CERTIFICATE  
dated August 29, 2024**

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**BLAKE, CASSELS & GRAYDON LLP**  
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