

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF PLUS PRODUCTS INC.

PETITIONER

**NOTICE OF HEARING – EXISTING COMPANY SECURITIES-HOLDERS**

**NOTICE IS HEREBY GIVEN** that Plus Products Inc. (the “**Petitioner**” or the “**Company**”) has filed with the Supreme Court of British Columbia (the “**Court**”) a further amended plan of compromise and arrangement dated March 25, 2022 (as may be amended from time to time, the “**Plan**”) pursuant to the *Companies' Creditors Arrangement Act* (the “**CCAA**”).

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan, and the following terms are therein defined as follows:

- “**Existing Company Securities**” means the Company Common Shares, and any and all restricted stock units, options and warrants issued by the Company to acquire any of the Company Common Shares, and any other document, instrument or writing of the Company commonly known as a security.
- “**Existing Company Securities-holders**” means those Persons holding a beneficial interest in any Existing Company Securities.

The Plan contemplates the compromise of rights and claims of certain of the Petitioner’s creditors (as defined in the Plan, the “**Noteholder Claimants**”). There is one class of creditors under the Plan, being the Class (comprised of the Noteholder Claimants).

On January 13, 2022, at a meeting of the Noteholder Claimants duly called, convened and held in conformity with the CCAA and the order of the Court in these CCAA Proceedings granted on December 21, 2021 (the “**Meeting Order**”), the Plan was unanimously approved by a vote of the Noteholder Claimants. Upon implementation of the Plan, and after distributions are made to the Noteholder Claimants as set forth therein, common shares (the “**Purchaser Common Shares**”) of Glass House Brands Inc. (the “**Purchaser**”) will be distributed to the Existing Company Securities-holders.

**The Plan further provides that all Existing Company Securities will be cancelled and extinguished for no consideration and without any return of capital. The Existing Company Securities-holders were, and are NOT entitled to vote on the approval of the Plan.**

**NOTICE IS ALSO HEREBY GIVEN** that on April 11, 2022, or such later date as may be determined, the Petitioner will bring an application (the “**ARSO Application**”) seeking an order (the “**ARSO**”)

amending and restating the order granted by the Court in these CCAA proceedings on January 21, 2022 (the “**Sanction Order**”) that, among other things: (i) sanctions the Plan; and (ii) provides and makes explicit that the ARSO will serve as the basis for reliance on the exemption provided by Section 3(a)(10) of the *United States Securities Act of 1933*, 15 U.S.C. § 77a et seq., as amended (the “**U.S. Securities Act**”), from the registration requirements otherwise imposed by that act as regarding the distribution of securities of the Purchaser (the “**Purchaser Securities**”) to be made pursuant to the Plan and the Acquisition Agreement dated December 17, 2021 among the Petitioner and the Purchaser, as amended by the Amendment to the Acquisition Agreement dated January 18, 2022, and as further amended by the Amended and Restated Acquisition Agreement dated March 25, 2022 (the “**Acquisition Agreement**”).

**For clarity, the ARSO is sought for the primary purpose of ensuring compliance with the U.S. Securities Act. The approval of the Plan by way of the Noteholder Claimant Vote remains valid and will be confirmed under the ARSO, and the material terms of the Plan remain unchanged.**

**IT IS IMPORTANT THAT EXISTING COMPANY SECURITIES-HOLDERS NOTE THE FOLLOWING:**

**1. *Purchaser Securities***

The Purchaser Securities to be issued pursuant to the Acquisition Agreement and the Plan (including the Purchaser Common Shares) will be issued in reliance on the exemption from registration set forth in Section 3(a)(10) of the U.S. Securities Act, and will not be registered under that act. A Person who will be an “affiliate” of the Purchaser after the Plan is implemented will be subject to certain restrictions on resale of such securities imposed by the U.S. Securities Act, including, without limitation, Rule 144 thereof.

**2. *Further Notice of the ARSO Application***

Only those Persons that are on the Service List maintained by the Monitor in respect of these CCAA Proceedings will be provided with further notice of the ARSO Application, the materials filed in support of the ARSO Application, and any adjournment of the ARSO Application.

Should you wish to be added to the Service List, you may notify the Monitor by email to: [ca\\_plusproducts@pwc.com](mailto:ca_plusproducts@pwc.com).

**These materials, and any notice of adjournment of the ARSO Application will be posted on the Monitor’s Website at: <https://www.pwc.com/ca/plusproducts>, which is updated regularly. The Service List is posted to the Monitor’s Website under the “Service List” tab.**

Any Persons may appear at the ARSO Application. Should you wish to appear you may contact the Monitor at the above email to be advised of the time and mode of hearing. If you wish to oppose the ARSO Application you are requested to serve on all parties on the Service List **by no later than 4:00 p.m. (Vancouver time) on April 7, 2022:** (a) an application response in the form prescribed by the British Columbia *Supreme Court Civil Rules* setting out the basis for such opposition; and (b) a copy of the materials to be relied upon to oppose the ARSO Application.

All Persons seeking updated information on the Plan, the Meeting Order, the Acquisition Agreement, the ARSO Application, and these CCAA Proceedings are directed to the Monitor’s Website.

This notice is given by the Petitioner and is dated this 25<sup>th</sup> day of March, 2022.