

SCHEDULE “E” TO MEETING ORDER

No. S-228344
Vancouver Registry

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 THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, C. 57, AS AMENDED AND THE *BUSINESS*
CORPORATIONS ACT, R.S.O. 1990, C. B.16, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF FLOWER
ONE HOLDINGS INC., FO LABOUR MANAGEMENT LTD. AND FLOWER ONE CORP.

PETITIONERS

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that Flower One Holdings Inc., FO Labour Management Ltd. and Flower One Corp. (collectively, the “**Petitioners**”) have filed with the Supreme Court of British Columbia (the “**Court**”) a plan of compromise, arrangement and reorganization dated November 22, 2022 (as may be amended from time to time, the “**Plan**”) pursuant to the *Companies’ Creditors Arrangement Act*, as amended (the “**CCAA**”). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

The Plan contemplates the compromise, discharge and release of certain rights and claims of the Petitioners’ Affected Creditors. There is one class of Affected Creditors under the Plan, being the Class.

NOTICE IS ALSO HEREBY GIVEN that

- (i) a meeting (the “**Meeting**”) will be held virtually using a virtual meeting platform on **December 19, 2022**, beginning at **2:00 p.m.** (Vancouver time), whereat: (a) each Affected Creditor that is not a Public Noteholder Claimant will vote (whether in person or through a Non-Public Noteholder Proxy) on a resolution to approve the Plan (the “**Resolution**”), and (b) the Public Debenture Trustee, as agent for all Public Noteholder Claimants, will vote on the Resolution in accordance with the Public Noteholder Claimant Vote. The Meeting is being held pursuant to an Order of the Court made on November 25, 2022 (the “**Meeting Order**”). **IF YOU WISH TO ATTEND THE MEETING,** you must register with the Monitor **by no later than 9:00 a.m. (Vancouver Time) on December 19, 2022,** by sending an email to the Monitor indicating your intention to attend at: ca_flowerone@pwc.com. On December 19, 2022, the Monitor will email you a link to the video call in advance of the Meeting; and

- (ii) (ii) **at 11:00 a.m. (Vancouver time) on December 13, 2022**, the Monitor and the Petitioners will host a Teleconference to address any matters relating to the Resolution or the Plan that Affected Creditors wish to discuss at that time. **IF YOU WISH TO ATTEND THE TELECONFERENCE**, you must register with the Monitor by no later than 9:00 a.m. (Vancouver Time) ON DECEMBER 13, 2022, by sending an email to the Monitor indicating your intention to attend at: ca.flowerone@pwc.com. On December 13, 2022, the Monitor will email you with details on how to access the teleconference in advance of the teleconference.

The quorum for the Meeting is the presence, in person or by proxy, of at least one (1) Affected Creditor with a Proven Claim or the Public Debenture Trustee.

Vote by Public Noteholder Claimants

In accordance with the Meeting Order, the Public Noteholder Claimants may vote under a process (the “**Public Noteholder Claimant Vote**”) set forth therein and facilitated by the Public Debenture Trustee. By way of proxy or in person, the Public Debenture Trustee will: (i) vote in favour of the Resolution, the number and value of Public Noteholder Claims that submit to the Public Debenture Trustee a Public Noteholder Voting Instruction Form indicating a vote in favour of the Resolution; and (ii) vote against the Resolution, the number and value of Public Noteholder Claims that submit to the Public Debenture Trustee a Public Noteholder Voting Instruction Form indicating a vote against the Resolution.

NOTICE IS ALSO HEREBY GIVEN that if a Public Noteholder Claimant wishes to have the Public Debenture Trustee vote its Public Noteholder Claim, it must submit a completed Public Noteholder Voting Instruction Form to the Public Debenture Trustee by no later than 9:00 a.m. (Vancouver time) on December 19, 2022.

Vote by Other Affected Creditors (Non-Public Noteholder Claimants)

In accordance with the Meeting Order, each Affected Creditor that is not a Public Noteholder Claimant may vote at the Meeting, whether in person or by Non-Public Noteholder Proxy. **If an Affected Creditor (that is not a Public Noteholder Claimant) wishes to vote by way of proxy, it must submit a completed Non-Public Noteholder Proxy to the Monitor by no later than the Meeting Time.**

The Monitor’s Report to the Court reporting on the results of the vote on the Plan at the Meeting will be posted on the Monitor’s Website (www.pwc.com/ca/FONE) on or before December 20, 2022.

NOTICE IS ALSO HEREBY GIVEN that, should the Plan be approved at the Meeting by the Required Majority, the Petitioners will seek a Sanction and Vesting Order, seeking, among other things, to have the Court sanction the Plan and approve the transaction contemplated thereby.

The Monitor's address for the purpose of obtaining any additional information or materials related to the Meeting is:

PricewaterhouseCoopers Inc.

Court-appointed Monitor of Flower One Holdings Inc. *et al.*

Suite 1400 – 250 Howe Street

Vancouver, British Columbia V6C 3S7

Attention: Neil Bunker and Jack Else

Email: neil.p.bunker@pwc.com; jack.else@pwc.com

IT IS IMPORTANT THAT AFFECTED CREDITORS NOTE THE FOLLOWING: Only those Affected Creditors that are on the Service List will be provided with further notice of the Sanction and Vesting Order Application, the materials filed in support of the Sanction and Vesting Order Application (including the Monitor's Report to Court reporting on the results of vote of the Meeting) and any adjournment of the Sanction and Vesting Order Application. **These materials, and any notice of adjournment of the Meeting and the Sanction and Vesting Order Application will be posted on the Monitor's Website at: www.pwc.com/ca/FONE, which is updated regularly.** All Affected Creditors seeking updated information on the Plan, the Meeting, the Sanction and Vesting Order Application and these proceedings are directed to the Monitor's Website.

This notice is given by the Petitioners pursuant to the Meeting Order and is dated this 25th day of November, 2022.