

**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 HUMBLE & FUME INC. (ONTARIO), HUMBLE &
FUME INC. (MANITOBA), B.O.B. HEADQUARTERS INC., FUME LABS
INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “Applicants”)

**MOTION RECORD
(Returnable February 5, 2024)**

February 1, 2024

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Lawyers for the Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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INC., HUMBLE CANNABIS SOLUTIONS INC., P.W.F. HOLDCO INC., and
WINDSHIP TRADING LLC

The Applicants

SERVICE LIST

(as of January 29, 2024)

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LANDLORDS		

<p>TENGCHONG INVESTMENT INC. 44 Royal Oak Drive Barrie, ON, Canada L4N 7S5</p>	<p>Courier</p>	<p>Landlord</p>
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<p>GENEVA CAPITAL, LLC 1311 BROADWAY ST ALEXANDRIA, MN, USA, 56308 - 2645</p>	<p>Courier</p>	<p>Secured Creditor</p>

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**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 HUMBLE & FUME INC. (ONTARIO), HUMBLE &
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INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “Applicants”)

INDEX

TAB	DOCUMENT
1.	Notice of Motion, returnable February 5, 2024
2.	Affidavit of Jakob Ripshtein, sworn February 1, 2024
3.	Draft Order

TAB 1

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

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “Applicants”)

NOTICE OF MOTION

The Applicants will make a motion to the court on Monday, February 5, 2024 at 10:00
a.m., or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING: The Motion is to be heard

- In writing under subrule 37.12.1(1) because it is;
- In writing as an opposed motion under subrule 37.12.1(4);
- In person;
- By telephone conference;
- By video conference.

at the following location:

ZOOM

Meeting ID: 618 0426 4297

Passcode: 057603

[https://ca01web.zoom.us/j/61804264297?pwd=MEpzRUtlUVB0UGc4eStsVGNTYmkxUT09#su
ccess](https://ca01web.zoom.us/j/61804264297?pwd=MEpzRUtlUVB0UGc4eStsVGNTYmkxUT09#success)

74809544.4

THE MOTION IS FOR

- a) an order and a declaration that pursuant to subsections 5(1)(b)(iv) and 5(5) of the *Wage Earner Protection Program Act*, S.C. 2005, c. 47, s.1 (“**WEPPA**”), the applicant Humble Cannabis Solutions Inc. (“**HCS**”) meets the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 (“**WEPP Regulation**”) and HCS’s former employees are eligible to receive payments in accordance with the WEPPA; and
- b) such further and other relief as counsel may request and this Court deems just.

THE GROUNDS FOR THE MOTION ARE

1. On January 5, 2024, Humble & Fume Inc., Humble & Fume Inc. (Manitoba), B.O.B. Headquarters Inc., HCS, Fume Labs Inc., PWF Holdco Inc., and Windship Trading LLC (collectively, the “**Applicants**”) brought an application to the court for, among other things, protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (“**CCAA**”).
2. The Honourable Justice Cavanagh granted an initial order dated January 5, 2024 pursuant to the CCAA in favour of the Applicants. Such initial order was further amended and restated on January 24, 2024 and on January 26, 2024.
3. On January 26, 2024 HCS, in consultation with the Monitor, determined that it was necessary, when considering the interests of all stakeholders, to terminate the employment of 19 of its employees (the “**Terminated Employees**”). The Terminated Employees were not paid any termination and/or severance pay owing to them.
4. HCS is now being wound-down.
5. The Wage Earner Protection Program (“**WEPP**”) is a federal government program, created pursuant to the WEPPA that provides a payment to employees whose employment has been terminated in the insolvency proceeding of their employer and who are owed amounts

for termination and severance pay. The maximum amount paid by WEPP to employees in 2024 is \$8,507.66.

6. The Applicants seek an order pursuant to subsections 5(1)(b)(iv) and 5(5) of the WEPPA declaring that HCS and the Terminated Employees meet the criteria prescribed by section 3.2 of the WEPP Regulation and are individuals to whom the WEPPA applies.
7. The Monitor supports the relief sought in this motion and is prepared to administer the WEPP for the Terminated Employees.
8. Labour Program Employment and Social Development Canada is the Government of Canada agency responsible for administering the WEPP, and will be given notice of this motion.
9. Section 11 of the CCAA.
10. Subsections 5(1)(b)(iv) and 5(5) of the WEPPA.
11. Section 3.2 of the WEPP Regulation.
12. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

13. The affidavit of Jakob Ripshtein, sworn February 1, 2024; and
14. such further and other evidence as the lawyers may advise and this Honourable Court may permit.

February 1, 2024

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TO

SERVICE LIST

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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HUMBLE & FUME INC. (ONTARIO), HUMBLE & FUME INC. (MANITOBA),
B.O.B. HEADQUARTERS INC., FUME LABS INC., HUMBLE CANNABIS
SOLUTIONS INC., PWF HOLDCO INC., and WINDSHIP TRADING LLC.
(the "Applicants")

Court File No.: CV-24-00712366-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST

Proceeding commenced at Toronto

NOTICE OF MOTION

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Lawyers for the Applicants

TAB 2

Court File No.: CV-24-00712366-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the "Applicants")

**AFFIDAVIT OF JAKOB RIPSZTEIN
(sworn February 1, 2024)**

February 1, 2024

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Lawyers for the Applicants

CONTENTS

I. OVERVIEW3

II. BACKGROUND4

III. RELIEF SOUGHT6

 A. WAGE EARNER PROTECTION PROGRAM6

IV. FORM OF ORDER AND CONCLUSION7

**ONTARIO
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INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “**Applicants**”)

**AFFIDAVIT OF JAKOB RIPSSTEIN
(sworn February 1, 2024)**

I, Jakob Ripshtein, of the City of Toronto, in the Province of Ontario, **MAKE OATH**

AND SAY AS FOLLOWS:

I. OVERVIEW

1. I am the chief executive officer and chairman of the board of Humble & Fume Inc. (“**Humble Parent**”), Humble & Fume Inc. (Manitoba), B.O.B. Headquarters Inc., Humble Cannabis Solutions Inc. (“**HCS**”), Fume Labs Inc., PWF Holdco Inc., and Windship Trading LLC (collectively, the “**Applicants**”) and as such, I have knowledge of the matters hereinafter deposed to.

2. This is my fourth affidavit made in these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). Copies of my first, second, and third affidavits are located on the website of the monitor, Deloitte Restructuring Inc. (the “**Monitor**”) at the following URL:
<https://www.insolvencies.deloitte.ca/en-ca/pages/Humble-and-Fume.aspx>

3. I swear this Affidavit in support of a motion for a declaration that HCS is a “former employer” who meets the criteria established by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 (“**WEPPA Regulations**”), and an order that the HCS employees who were terminated during these CCAA proceedings are eligible to receive payments under the Wage Earner Protection Program (“**WEPP**”) in accordance with the *Wage Earner Protection Program Act*, S.C. 2005, c. 47, s.1 (“**WEPPA**”).

II. BACKGROUND

4. On January 5, 2024, the Applicants brought an application to the court for, among other things, protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (“**CCAA**”).
5. The Honourable Justice Cavanagh granted an order dated January 5, 2024 pursuant to the CCAA (the “**Initial Order**”) in favour of the Applicants. Pursuant to the Initial Order, among other things, the Court:
 - (a) declared that the Applicants are companies to which the CCAA applies;
 - (b) provided a stay of proceedings in favour of the Applicants and their directors and officers up to and including January 15, 2024;
 - (c) appointed Deloitte Restructuring Inc. (the “**Monitor**”) as monitor of the Applicants in these proceedings;
 - (d) granted an administration charge in the amount of \$150,000 in favour of counsel for the Applicants, the Monitor, and the Monitor’s counsel (the “**Administration Charge**”) over the Applicants’ assets;

- (e) authorized the Applicants to incur no further expenses in relation to the Securities Filings (as defined in the Initial Order);
 - (f) authorized the Applicants to continue utilizing their cash management system; and
 - (g) scheduled a comeback hearing returnable January 12, 2024.
6. On January 12, 2024 Justice Cavanagh granted an order extending the stay of proceedings up to and including January 26, 2024.
7. On January 24, 2024 Justice Cavanagh granted:
- (a) an amended and restated initial order including the following relief:
 - (i) extending the stay of proceedings granted pursuant to the Initial Order to and including April 5, 2024;
 - (ii) approving an increase to the Administration Charge to the maximum amount of \$500,000;
 - (iii) approving a second-ranking directors' and officers' charge in the maximum amount of \$475,000;
 - (iv) approving a Key Employee Retention Plan (“**KERP**”) and authorizing the Applicants to make payments in accordance with the terms of the KERP; and
 - (v) a sealing order in respect of the unredacted KERP; and
 - (b) an order, among other things:

- (i) approving Humble Parents' execution of the stalking horse purchase agreement dated January 23, 2024 (the "**Stalking Horse SPA**") between Humble Parent as vendor and 1000760498 Ontario Inc. (the "**Stalking Horse Purchaser**") as purchaser;
 - (ii) approving the sale and investment solicitation process ("**SISP**") and the Stalking Horse SPA; and
 - (iii) confirming that the Stalking Horse SPA represents the "Stalking Horse Bid" as defined in and for purposes of the SISP Approval Order.
8. On January 26, 2024, Justice Cavanagh granted a second amended and restated initial order approving the Applicants' entry into an interim financing facility, as borrowers, with the Stalking Horse Purchaser as lender and granting a third-ranking charge in favour of the DIP Lender in the maximum amount of USD \$2,500,000.

III. RELIEF SOUGHT

a. Wage Earner Protection Program

9. After commencing these CCAA proceedings, HCS, in consultation with the Monitor, determined that it was necessary, when considering the interests of all stakeholders, to terminate 19 employees (the "**Terminated Employees**") on January 26, 2024. This constitutes the termination of all of HCS's employees as of January 26, 2024. HCS is now being wound-down.
10. The Terminated Employees have not received termination and/or severance pay. The Terminated Employees will be paid all wages, vacation pay and expense reimbursements

due to them as of January 26, 2024 on the next payment date in HCS’s payroll cycle, being February 9, 2024. There is no date confirmed when a claims process will commence and what amount, if any, of distributions to unsecured creditors, such as employees on their claims, can be paid.

- 11. I am advised by Miller Thomson LLP, HCS’s legal counsel, that the WEPP is a federal government program that provides a payment to employees whose employment has been terminated in the insolvency proceeding of their employer and who are owed amounts for termination and severance pay, among other entitlements. I understand and believe that the maximum amount paid by WEPP to employees in 2024 is \$8,507.66.
- 12. The Monitor supports this motion and is prepared to administer the WEPP for the Terminated Employees.

IV. FORM OF ORDER AND CONCLUSION

- 13. I swear this Affidavit in support of an order substantially in the form of the draft order at Tab “3” to the Applicants’ Motion Record and for no other or improper purpose.

SWORN before me at the City of Toronto, in the Province of Ontario, this 1st day of February, 2024 in accordance with O. Reg. 431/20 Administering Oath or Declaration Remotely

DocuSigned by:
Matthew Cressatti
 DA79353421D842D...

Commissioner for Taking Affidavits

MATTHEW CRESSATTI

DocuSigned by:
Jakob Ripshtein
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JAKOB RIPSHEIN

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C., 1985, c. C-36, AS AMENDED
HUMBLE & FUME INC. (ONTARIO), HUMBLE & FUME INC. (MANITOBA),
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ONTARIO
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AFFIDAVIT OF JAKOB RIPSZTEIN
(SWORN FEBRUARY 1, 2024)

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Lawyers for the Applicants

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE 5th
)
JUSTICE CAVANAGH) DAY OF FEBRUARY, 2024

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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INC., HUMBLE CANNABIS SOLUTIONS INC., PWF HOLDCO INC., and
WINDSHIP TRADING LLC

(the “Applicants”)

ORDER

THIS MOTION, made by the Applicants for an order and declaration that the *Wage Earners Protection Program Act*, S.C. 2005, c. 47, s.1 applies to Humble Cannabis Solutions Inc. (“HCS”) was heard this day via Zoom video conference.

ON READING the notice of motion of the Applicants dated February 1, 2024, the affidavit of Jakob Ripshtein, sworn February 11, 2024, and on hearing the submissions of counsel for the Applicants and other counsel appearing on the Participant Information Form, no one appearing for any other party although duly served as appears from the affidavit of service of Kim Sellers dated February 1, 2024, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

WAGE EARNER PROTECTION PLAN

2. **THIS COURT ORDERS AND DECLARES** that pursuant to subsections 5(1)(b)(iv) and 5(5) of the *Wage Earner Protection Program Act*, S.C. 2005, c. 47, s.1 (“**WEPPA**”), HCS and its former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and are individuals to whom the WEPPA applies as of the date of this Order.

JUSTICE CAVANAGH

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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HUMBLE & FUME INC. (ONTARIO), HUMBLE & FUME INC. (MANITOBA),
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Court File No.: CV-24-00712366-00CL

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WEPP ORDER

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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C., 1985, c. C-36, AS AMENDED
HUMBLE & FUME INC. (ONTARIO), HUMBLE & FUME INC. (MANITOBA),
B.O.B. HEADQUARTERS INC., FUME LABS INC., HUMBLE CANNABIS
SOLUTIONS INC., PWF HOLDCO INC., and WINDSHIP TRADING LLC.

Court File No.: CV-24-00712366-00CL

(the "Applicants")

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST
Proceeding commenced at Toronto

MOTION RECORD
(Returnable February 5, 2024)

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