

COURT FILE NUMBERS

2401-01422

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY



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C20284

Feb 6, 2024
COM

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

APPLICANTS

AND IN THE MATTER OF GRIFFON PARTNERS
OPERATION CORP., GRIFFON PARTNERS CAPITAL
MANAGEMENT LTD., GRIFFON PARTNERS HOLDING
CORP., 2437801 ALBERTA LTD., 2437799 ALBERTA
LTD., 2437815 ALBERTA LTD., STELLION LIMITED,
and SPICELO LIMITED

DOCUMENT

**PRE-FILING REPORT OF ALVAREZ & MARSAL
CANADA INC. IN ITS CAPACITY AS PROPOSED
MONITOR**

FEBRUARY 1, 2024

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

PROPOSED MONITOR

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ALVAREZ & MARSAL

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TRUSTEE**

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INTRODUCTION

1. On August 25, 2023, Griffon Partners Operation Corp. (“**GPOC**”), Griffon Partners Holding Corp. (“**GPHC**”), Griffon Partners Capital Management Ltd. (“**GPCM**”), 2437801 Alberta Ltd. (“**801 AB**”), 2437799 Alberta Ltd. (“**799 AB**”), 2437815 Alberta Ltd. (“**815 AB**”), Stellion Limited (“**Stellion**”)¹, and Spicelo Limited (“**Spicelo**”) each filed Notices of Intention to Make a Proposal (“**NOI**”) pursuant to subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “**BIA**”). Alvarez & Marsal Canada Inc. consented to act as Trustee under the Proposal (“**A&M Inc.**” or the “**Proposal Trustee**”). Copies of the Certificates of Filing issued by the Office of the Superintendent of Bankruptcy evidencing the NOI filings are collectively attached hereto as Appendix “**A**”.
2. For the purposes of this pre-filing report (the “**Pre-Filing Report**” or “**this Report**”), GPOC, Spicelo and the Holding Companies are collectively referred to as the “**Companies**” or the “**Applicants**”.
3. Pursuant to section 50.4(8) of the BIA, the initial NOI period during which the Companies were required to file a proposal under the NOI proceedings (the “**NOI Proceedings**”) was from August 25, 2023 to September 24, 2023. The Companies subsequently applied to the Court of King’s Bench of Alberta (the “**Court**”) on the following dates, seeking among other things:
 - a) on September 22, 2023, an extension to file a proposal to their creditors, up to and including November 8, 2023;
 - b) on November 8, 2023, an extension to file a proposal to their creditors, up to and including December 23, 2023; and
 - c) on December 15, 2023, an extension to file a proposal to their creditors, up to and including February 6, 2024.

¹ GPHC, GPCM, 801 AB, 799 AB, 815 AB and Stellion are collectively referred to as the “**Holding Companies**”.

4. A&M Inc., as Proposal Trustee, is aware that the Applicants have filed an application to be heard before the Court seeking certain relief under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "CCAA"). In particular, the Applicants are seeking an Order (the "**Proposed Initial Order**") and have filed a concurrent application wherein the Applicants are seeking an amended and restated initial order (the "**ARIO**") on the same day as the Proposed Initial Order, granting, among other things, a continuation of the NOI proceedings under the CCAA, a stay of proceedings (the "**Initial Stay of Proceedings**") up to and including February 16, 2024, extending the stay of proceedings (the "**Extended Stay of Proceedings**") up to and including March 29, 2024 and proposing to appoint A&M Inc. (the "**Proposed Monitor**") as Monitor pursuant to the provisions of the CCAA (in such capacity, the "**Monitor**").
5. The Proposed Initial Order being sought by the Applicants includes the following relief, among other things:
 - a) declaring the Applicants are companies to which the CCAA applies;
 - b) authorizing the continuation of the NOI proceedings under the CCAA (the "**CCAA Proceedings**");
 - c) authorizing the Companies to carry on business in a manner consistent with the preservation of its business and property;
 - d) authorizing the Companies to pay the reasonable expenses incurred by it in carrying out its business in the ordinary course, including certain expenses incurred prior to the Proposed Initial Order;
 - e) appointing A&M Inc. to monitor, with enhanced powers, the business and affairs of the Companies pursuant to section 11.7 of the CCAA;
 - f) staying all proceedings, rights and remedies against the Companies and their business and property, except as otherwise set forth in the Proposed Initial Order;
 - g) authorizing the Monitor to pay the reasonable fees and disbursements of the Monitor and its counsel;

- h) approving and continuing a charge in favour of the Monitor, its legal counsel, the Companies' legal counsel and the Transaction Agent (as defined herein) in respect of their fees and disbursements, to a maximum amount of \$500,000 under section 11.52 of the CCAA (the "**Administrative Charge**");
 - i) approving and continuing the sales and investment and solicitation process ("**SISP**") approved and commenced under the NOI proceedings to the CCAA Proceedings;
 - j) granting of enhanced powers of the Proposed Monitor ("**Enhanced Monitor Powers**") for the Proposed Monitor in order to allow the Proposed Monitor to carry out many of the functions, duties and powers that would normally be carried out by the director of Spicelo, or a Receiver appointed over Spicelo, to ensure an orderly and efficient transaction of Spicelo's assets (or so much thereof as may be necessary) to pay the Senior Secured Lenders (as defined herein) their outstanding indebtedness in full; and
 - k) such further and other relief as may be sought by the Applicant and that this Honourable Court may deem appropriate.
6. This Report should be read in conjunction with the materials filed in support of the application for the Proposed Initial Order, ARIIO, and the affidavit of Mr. Daryl Stepanic sworn January 29, 2024.
7. This Report should also be read in conjunction with the materials and reports filed in the NOI proceedings, including the Fifth Report of the Proposal Trustee dated February 1, 2024.
8. These documents, together with other documents and information regarding the NOI Proceedings and the proposed CCAA Proceedings, have been posted on the Proposal Trustee's website at www.alvarezandmarsal.com/griffonpartners (the "**Website**").

PURPOSE

9. The purpose of this Pre-Filing Report is to provide this Honourable Court and the Companies' stakeholders with the Proposed Monitor's considerations and recommendations with respect to the following:
 - a) a brief background of the Companies;
 - b) an update on the status of the NOI Proceedings;
 - c) the rationale behind the continuation of the NOI proceeding under the CCAA and the Proposed Monitor's position with respect thereto;
 - d) qualifications of A&M Inc. to act as Monitor;
 - e) an overview of the consolidation cash flow projection of the Applicants and the Proposed Monitor's comments regarding the reasonableness thereof pursuant to section 23(1)(b) of the CCAA; and
 - f) the Proposed Monitor's recommendations in respect of the Companies' request for the Proposed Initial Order and the ARIO.

TERMS OF REFERENCE AND DISCLAIMER

10. In preparing this Report, A&M Inc., in its capacity as the Proposed Monitor, has been provided with and has relied upon unaudited financial information and the books and records prepared by the Companies and has held discussions with the Applicants' management and their respective counsel and directors (collectively, the "**Information**"). Except as otherwise described in this Report in respect of the Companies' cash flow forecast:
 - a) the Proposed Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Proposed Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards ("**CASs**") pursuant to the Chartered Professional Accountants Canada

Handbook (the “**CPA Handbook**”) and, accordingly, the Proposed Monitor expresses no opinion or other form of assurance contemplated under CASs in respect of the Information; and

- b) some of the information referred to in this Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.
11. Future oriented financial information referred to in this Report was prepared based on the Companies’ estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
12. All references to dollars are in Canadian currency unless otherwise noted.

BACKGROUND

13. GPOC is engaged in the business of oil and gas exploration and production (“**E&P**”). GPOC currently produces, on average of 1,500 boe/d², with approximately 1,450 boe/d in Saskatchewan (the “**Saskatchewan Assets**”) and 50 boe/d in Alberta (the “**Alberta Assets**”). The Saskatchewan Assets are regulated by the Ministry of Energy and Resources and the Alberta Assets are regulated by the Alberta Energy Regulator. GPOC has no employees. GPOC engaged Sproule Asset Management (“**Sproule**”) to assist with the operation of the oil and gas assets.
14. Spicelo is an investment company incorporated pursuant to the laws of the Republic of Cyprus and extra-provincially registered in Alberta, whose primary asset is the shares held in a private company called Greenfire Resources Inc. (“**Greenfire**”) ³. Spicelo’s liabilities consist of being the guarantor of the Senior Secured Debt (as

² barrel of equivalent (“**boe**”) per day (“**boe/d**”).

³ Greenfire has since undergone a business combination whereby the shares were combined with various entities, with the newly combined company’s shares listed on the NYSE under the ticker symbol “GFR”.

defined below). Both Spicelo and Stellion are owned by Ioannis Charalambides, in trust for Jonathan Klesch.

15. Spicelo and Stellion were originally registered in Cyprus and were both registered as extra-provincial corporations in Alberta on August 23, 2023. Spicelo's primary asset are shares in Greenfire (a Canadian oilsands producer) and Stellion's sole asset is its ownership interest in GPOC (through GPCM and GPHC), which has E&P business exclusively in Canada. The Holding Companies have no assets (other than their related-party investment holdings) and there is no operational income or expenses. GPOC, GPHC, GPCM, 799 AB, 801 AB, and 815 AB are all Alberta registered companies.
16. On July 21, 2022, GPOC borrowed USD \$35,869,565.21 from a syndicate of Signal Alpha C4 Limited and Trafigura Canada Ltd. (the "**Senior Secured Lenders**"). On August 16, 2023, counsel for the Senior Secured Lenders issued demands for repayment to each of the Companies demanding payment for the full amount of the obligations owed by GPOC being USD \$37,938,054.69 representing the amount of outstanding indebtedness as of August 16, 2023; and all fees and expenses and other amounts owing as part of the Indebtedness, including solicitor and client legal expenses (the "**Indebtedness**"). The Indebtedness translated to CAD at a 1.3518 USD/CAD foreign exchange rate (as at August 16, 2023), totalling CAD \$51,284,662.33.
17. Further background of the Companies and their operations is contained in the materials filed in the NOI proceedings which can be found on the Website.

STATUS OF THE NOI PROCEEDINGS AND THE SISP

NOI Status

18. Throughout the NOI proceedings, the Proposal Trustee and the Companies' management ("**Management**") have been engaged with, among other things, the follow activities/communications:

- a) matters relevant to the NOI proceedings, the SISP and restructuring matters and operations, generally;
- b) matters relating to the Senior Secured Lenders, Tamarack Valley Energy Ltd. (the subordinated secured lender of GPOC), and various other creditors and stakeholders;
- c) matters relating to the respective provincial oil and gas regulators, being the Saskatchewan Ministry of Energy and Resources and the Alberta Energy Regulator; and
- d) matters relating to Sproule respecting the Companies' operations and financial cash flow reporting, monitoring the Companies' cash flow actual results to Management's forecasts (including discussing variances with Management) and the ongoing monitoring of the Companies' financial affairs.

SISP Update

19. This Honourable Court granted an order approving the SISP on October 18, 2023. The SISP is intended to solicit interest in, and opportunities for: (a) the purchase of some or all of the assets of GPOC; (b) an investment in GPOC, including through the purchase or acquisition of some or all of the shares of GPOC; (c) a refinancing of the Companies through the provision of take-out or additional financing in the Companies, or some combination thereof. The Companies' sales advisor, Alvarez & Marsal Canada Securities ULC (the "**Transaction Agent**"), was engaged, with approval of this Court, to assist in delivering and executing upon the SISP.
20. On December 12, 2023, the Transaction Agent received 19 non-binding letters of intent from 18 interested parties (one party made two separate proposed transactions). 46 NDAs have been signed, of the 235 separate parties the Transaction Agent had directly contacted across North America and Europe.
21. The SISP required that a final, written, binding offer must be delivered by the prospective bidders to the Proposal Trustee not later than 4:00 p.m. MST on January

- 8, 2024 (the “**Final Bid Deadline**”), provided that the Proposal Trustee may make such adjustments to the timeline that it determines are reasonably necessary in order to accommodate unforeseen circumstances and/or to best facilitate the SISP to maximize the value of the Companies for the benefit of stakeholders, in all cases upon notice to all interested parties actively participating in the SISP at the applicable time.
22. The Transaction Agent, in consultation with the Companies and the Proposal Trustee, expressed the necessity to extend the SISP timelines, as a result of various Qualified Bidders (as defined in the SISP) requesting further time to conduct outstanding due diligence, including site tours of the oil and gas assets in Alberta and Saskatchewan, and finalize definitive documentation in this competitive SISP.
23. The Proposal Trustee determined that it would be appropriate under the circumstances to approve a two-week extension to the Final Bid Deadline from January 8, 2024 to no later than 4:00 p.m. Calgary time on Monday, January 22, 2024 (the “**Revised Final Bid Deadline**”). The Proposal Trustee had previously communicated their intention to extend the bid deadline with the Senior Secured Lenders.
24. On January 22, 2024, the Transaction Agent received multiple final bids and the review period of these bids have been extended to February 5, 2024. The Transaction Agent and the Proposal Trustee are in the process of reviewing the final bids.

Spicelo Collateral Update

25. Upon conversion of the shares Spicelo owns in Greenfire, Spicelo will own 5,499,506 shares in the publicly traded share of Greenfire Resources Ltd. (ticker symbol “GFR”). As at January 29, 2024, the Spicelo collateral alone is valued at US\$37.0 million (using a closing share price of “GFR” of US\$5.52 and including a dividend of approximately US\$6.6 million owed to Spicelo). Since the Greenfire initial public offering, the shares have traded at a low of US\$4.75 (resulting in the

Spicelo collateral value of US\$32.7 million, inclusive of the dividend). Notwithstanding the foregoing, for the month of January 2024, the share price has averaged approximately \$5.75, with a low of \$5.09 and high of \$6.28 per share, albeit with volume trades in the range of 800 – 28,200 shares per day.

CONTINUATION OF THE NOI PROCEEDINGS UNDER THE CCAA

26. The Applicants are now seeking an order to continue the NOI proceedings under the CCAA to continue restructuring their affairs.
27. The Proposed Monitor notes the following factors when considering the proposed conversion to CCAA Proceedings:
 - a) the deadline for the Applicants to file a proposal under the BIA in the NOI proceedings will expire on February 6, 2024 and can only be extended to February 25, 2024, pursuant to the aggregate extensions outlined in 50.4(9) of the BIA. The Applicants cannot meet this deadline, based on the current status of the SISP. Therefore, converting the NOI proceedings under the CCAA will allow for time to conclude the SISP and maximizes recoveries to the creditors in the circumstances; and
 - b) the flexibility provided for under the CCAA will allow for sufficient time for the Proposed Monitor (through the Enhanced Monitor Powers) to carry out many of the functions, duties and powers that would normally be carried out by the director of Spicelo, or a Receiver appointed over Spicelo, to ensure an orderly and efficient transaction of Spicelo's assets (or so much thereof as may be necessary) to pay the Senior Secured Lenders their outstanding indebtedness in full.
28. As such, the Proposed Monitor is of the respectful view that the conversion of the NOI Proceedings to the CCAA Proceedings is reasonable and appropriate in the circumstances.

29. No proposal within the meaning of the BIA has been filed by GPOC under Part III of the BIA, therefore the taking up and conversion of the NOI proceedings under the CCAA is not precluded under section 11.6(a) of the CCAA. Further:
- a) the Applicants are companies to which the CCAA applies, are insolvent and have creditor claims against them in excess of \$5 million;
 - b) completing the SISP under the CCAA benefits the public's interest continuing the care and custody of the Companies' assets and maximizing the value of the estates for the benefit of their stakeholders; and
 - c) it is appropriate to carry the Administration Charge over to the CCAA as the beneficiaries are critical to completing the SISP and repaying the Senior Secured Lenders.

A&M'S QUALIFICATIONS TO ACT AS MONITOR

30. On August 15, 2023, Alvarez & Marsal Canada ULC ("**A&M ULC**"), an affiliate of A&M Inc. (the same individuals employed with the Proposal Trustee), was engaged as a financial advisor to the Companies. In its role as financial advisor, A&M ULC reviewed and analyzed alternative restructuring scenarios available to the Companies, the Companies' cash flow forecasts and assisted the Companies in the preparation materials for either the filing of an NOI or an initial application under the CCAA. A&M ULC's role as financial advisor ended upon the filing of the Companies in the NOI proceedings.
31. A&M Inc. is currently the Proposal Trustee of the Companies in the NOI proceedings and as such is familiar with the business and operations of the Companies, their personnel, and the key issues and stakeholders in the proposed CCAA Proceedings,
32. A&M Inc. is a licensed trustee within the meaning of subsection 2(1) of the BIA, and is not subject to any of the restrictions on who may be appointed as monitor set out in section 11.7(2) of the CCAA. As such, A&M Inc. is not precluded from

acting as Monitor of the Applicants. Specifically, A&M Inc. is not, and has never been:

- a) a director, officer or employee of the Applicants;
- b) related to the Debtors or to any director or officer of the Applicants;
- c) the auditor, accountant or legal counsel, or a partner or an employee of the auditor, accountant or legal counsel, of the Applicants;
- d) the trustee under a trust indenture issued by the Applicants or, to the best of its knowledge, any person related to the Applicants, or the holder of a power of attorney under an act constituting a hypothec within the meaning of the Civil Code of Quebec that is granted by the Applicants or, to the best of its knowledge, any person related to the Applicants; or
- e) to the best of its knowledge, related to the trustee, or the holder of a power of attorney, referred to in paragraph 32(d) above.

33. Accordingly, A&M Inc. is of the view that the restrictions as to who may be appointed as a Monitor under section 11.7(2) of the CCAA do not preclude them from acting as Monitor for the Applicants.
34. The A&M Inc. senior professional personnel with carriage of this matter include experienced insolvency and restructuring practitioners who are Chartered Professional Accountants (Chartered Accountants), Chartered Insolvency and Restructuring Professionals and Licensed Insolvency Trustees, and who have previously acted in CCAA matters of a similar nature in Canada.
35. A&M Inc. has consented to act as the Monitor in these proceedings should this Honourable Court grant the Proposed Initial Order. A copy of A&M Canada's Consent to Act attached hereto as Appendix "B" to this Report.
36. The Proposed Monitor has retained Torys LLP ("Torys") to act as its proposed independent legal counsel in the CCAA Proceedings. Torys currently acts as the independent legal counsel of the Proposal Trustee in the NOI Proceedings.

CCAA CASH FLOW FORECAST

37. For purposes of paragraph 10(2)(a) of the CCAA, the Companies have prepared a weekly cash flow forecast (the “**Cash Flow Forecast**”) for the 13-week period from January 20, 2024 to April 19, 2024 (the “**Forecast Period**”), using the probable and hypothetical assumptions set out in the notes to the Cash Flow Forecast, together with a summary of assumptions and Management’s representation letter are attached hereto as Appendix “C”.

Griffon Partners Operation Corp.		
13-Week Cash Flow Forecast ending April 19, 2024	Total	Notes
<i>\$CAD 000's</i>		
Cash Receipts		
Sales (production settlement)	4,356	1
Other receipts	-	
Total cash receipts	4,356	
Cash Disbursements		
Operating Disbursements		
Field contract operator payments	(465)	2
Office contract consultant payments	(408)	2
JV partner payments	(288)	3
Operating and transportation	(2,022)	2
Drilling, facilities and other acquisitions	-	4
Abandonment and reclamation	-	4
Surface and mineral leases	(361)	2
Royalties	(544)	2
Carbon taxes	(24)	2
Subtotal	(4,112)	
Non-Operating Disbursements		
General and administrative	(24)	2
GST remittance	(111)	2
Companies' counsel fees	(375)	5
Transaction agent fees	(175)	5
Subtotal	(685)	
Net Cash Flow (before NOI Professionals)	(441)	
CCAA Professional Fees		
Monitor's fees	(250)	5
Monitor's counsel's fees	(150)	5
Net Cash Flow	(841)	
Net Change in Cash		
Beginning of period	1,962	
Net Cash Flow	(841)	
Ending of period	1,121	

38. A summary of the Cash Flow Forecast and select assumptions there include the following:

- a) cash receipts consist of forecast oil, other liquids and gas receipts based on forecast production at strip pricing as of January 23, 2024. Proceeds from production forecast are generally received on the closest business day to the 25th day of the following month (or the following business day for gas settlements);
- b) working partner interest continues to be evaluated on a pre-Filing and post-Filing basis, considering where set-off may be eligible and appropriate and paid on an ongoing basis, where applicable. The Company continues to accrue for potential payments owing from the post-Filing period, but does not intend to make any payments without counterparty sign-off on settlement;
- c) all operating and other disbursements were estimated based on historical data and vendors requiring similar payment terms as the NOI period;
- d) no new drilling, abandonment or other associated activities are forecast to occur in the forecast period; and
- e) professional fees include the fees and costs of counsel to GPOC, the Monitor (if appointed), counsel to the Monitor and the Transaction Agent, in order to, among other things, complete and close the GPOC SISP.

39. Pursuant to section 23(1)(b) of the CCAA, and in accordance with the Canadian Association of Insolvency and Restructuring Professionals Standards of Professional Practice No. 9, the Proposed Monitor hereby reports as follows:

- a) the Cash Flow Forecast has been prepared by Management for the purpose described in the notes to the Cash Flow Forecast, using probable and hypothetical assumptions as set out in the notes;
- b) the Proposed Monitor's review of the Cash Flow Forecast consisted of inquiries, analytical procedures, and discussion related to information supplied to it by Management. Since hypothetical assumptions need not

be supported, the procedures with respect to them were limited to evaluating whether they were consistent with the purposes of the Cash Flow Forecast. The Proposed Monitor also reviewed the support provided by Management for the probable assumptions and the preparation and presentation of the Cash Flow Forecast;

- c) based on the Proposed Monitor's preliminary review of the Cash Flow Forecast, nothing has come to its attention that causes the Proposed Monitor to believe that, in all material respects:
 - i. the hypothetical assumptions are not consistent with the purpose of the Cash Flow Forecast;
 - ii. as at the date of this Report, the probable assumptions developed by Management are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions; or
 - iii. the Cash Flow Forecast does not reflect the probable and hypothetical assumptions; and
- d) since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, the Proposed Monitor does not express any assurance as to whether the Cash Flow Forecast will be accurate. The Proposed Monitor does not express any opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report, or relied upon by us in preparing this Report.

40. The Cash Flow Forecast has been prepared solely for the purpose described above, and readers are cautioned that it may not be appropriate for other purposes.

ADMINISTRATION CHARGE

41. On September 22, 2023, the Court granted an order, among other things, granting the Administration Charge on the assets, property and undertakings of the Companies not to exceed \$500,000 as security for the fees and costs of the Proposal Trustee, its independent legal counsel, legal counsel to the Companies and the Transaction Agent, such charge to be in priority to all other security interests, liens and other encumbrances.
42. The Applicants seek to continue the Administration Charge in the CCAA Proceedings, and to extend the Administration Charge to secure the professional fees of the Monitor and its independent legal counsel. In addition, the Administration Charge would be continued to cover any unpaid fees and disbursements of the Proposal Trustee, its independent legal counsel, the legal counsel to the Companies and the Transaction Agent incurred during the NOI Proceedings.
43. The CCAA Proceedings will require the necessary involvement of professionals to complete a successful transaction/restructuring and as such, it is the Proposed Monitor's respectful view that continuing the Administration Charge is reasonable and appropriate to ensure the continued support of the respective professionals in the Companies' efforts to restructure their affairs.

CONCLUSIONS AND RECOMMENDATIONS

44. Based on the current information that has been made available to the Proposed Monitor by the Applicants, the Proposed Monitor respectfully recommends that this Honourable Court:
 - a) approve the continuation of the NOI proceedings under the CCAA and the appointment of A&M as Monitor (including granting the Enhance Monitor Powers) in the CCAA Proceedings;
 - b) approve and recognize the Administration Charge in the CCAA Proceedings; and

- c) approve the Initial Stay of Proceedings to February 16, 2024 and approve the Extended Stay of Proceedings to March 29, 2024.

All of which is respectfully submitted this 1st day of February, 2024

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Proposal Trustee of the Companies
and not in its personal or corporate capacity**



Orest Konowalchuk, CPA, CA, CIRP, LIT
Senior Vice President



Duncan MacRae, CPA, CA, CIRP, LIT
Vice President

APPENDIX A

Certificates of Filing of Notices of Intention to Make a Proposal



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979721
Estate No. 25-2979721

In the Matter of the Notice of Intention to make a proposal of:

2437799 Alberta Ltd.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 17:27

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979725
Estate No. 25-2979725

In the Matter of the Notice of Intention to make a proposal of:

2437801 Alberta Ltd.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 17:37

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979732
Estate No. 25-2979732

In the Matter of the Notice of Intention to make a proposal of:

2437815 Alberta Ltd.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 17:52

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979735
Estate No. 25-2979735

In the Matter of the Notice of Intention to make a proposal of:

Griffon Partners Operation Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 18:02

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979736
Estate No. 25-2979736

In the Matter of the Notice of Intention to make a proposal of:

Griffon Partners Holding Corp.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 18:03

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979737
Estate No. 25-2979737

In the Matter of the Notice of Intention to make a proposal of:

Griffon Partners Capital Management Ltd.

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 18:05

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979738
Estate No. 25-2979738

In the Matter of the Notice of Intention to make a proposal of:

Spicelo Limited

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 18:09

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-2979739
Estate No. 25-2979739

In the Matter of the Notice of Intention to make a proposal of:

Stellion Limited

Insolvent Person

ALVAREZ & MARSAL CANADA INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

August 25, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 25, 2023, 18:10

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

APPENDIX B

Consent to Act

Clerk's Stamp

COURT FILE NUMBER

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF GRIFFON PARTNERS OPERATION
CORPORATION, GRIFFON PARTNERS HOLDING
CORPORATION, GRIFFON PARTNERS CAPITAL
MANAGEMENT LTD., STELLION LIMITED, 2437801
ALBERTA LTD., 2437799 ALBERTA LTD., 2437815 ALBERTA
LTD., and SPICELO LIMITED

DOCUMENT

CONSENT TO ACT AS MONITOR

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

OSLER, HOSKIN & HARCOURT LLP

Barristers & Solicitors
Brookfield Place, Suite 2700
225 6 Ave SW
Calgary, AB T2P 1N2

Solicitors: Randal Van de Mosselaer / Julie Treleaven
Telephone: (403) 260-7000
Facsimile: (403) 260-7024
Email: RVandemosselaer@osler.com / JTreleaven@osler.com
File Number: 1246361

Alvarez & Marsal Canada Inc. does hereby consent to act as Monitor under the
Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended, in respect of these
proceedings, if so appointed by this Honourable Court.

DATED at the City of Calgary, in the Province of Alberta, this 29th day of January, 2024.

ALVAREZ & MARSAL CANADA INC.

A handwritten signature in blue ink, consisting of a stylized 'O' followed by a horizontal line and a curved flourish.

Per: _____

Orest Konowalchuk, LIT
Senior Vice President

APPENDIX C

Cash Flow Forecasts and Assumptions

Griffon Partners Operation Corp.

January 31, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
Griffon Partners Operation Corp. (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Daryl Stepanic
Title: Director

Griffon Partners Operation Corp.																
13-Week Cash Flow Forecast ending April 19, 2024		Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's		week ended	26-Jan-24	2-Feb-24	9-Feb-24	16-Feb-24	23-Feb-24	1-Mar-24	8-Mar-24	15-Mar-24	22-Mar-24	29-Mar-24	5-Apr-24	12-Apr-24	19-Apr-24	Total
Cash Receipts																
Sales (production settlement)	1		1,546	-	-	-	1,367	-	-	-	-	1,443	-	-	-	4,356
Other receipts			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total cash receipts			1,546	-	-	-	1,367	-	-	-	-	1,443	-	-	-	4,356
Operating Cash Disbursements																
Field contract operator payments	2		-	(155)	-	-	-	(155)	-	-	-	-	(155)	-	-	(465)
Office contract consultant payments	2		-	(26)	(110)	-	-	(26)	(110)	-	-	-	(26)	(110)	-	(408)
JV partner payments	3		(12)	(214)	-	-	(32)	-	-	-	-	(30)	-	-	-	(288)
Operating and transportation	2		(632)	(18)	(25)	-	(633)	(15)	(25)	-	-	(633)	(16)	(25)	-	(2,022)
Drilling, facilities and other acquisitions	4		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Abandonment and reclamation	4		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Surface and mineral leases	2		-	-	-	(169)	(18)	-	-	(81)	-	-	-	-	(93)	(361)
Royalties	2		-	-	(193)	-	-	-	(171)	-	-	-	(180)	-	-	(544)
Carbon taxes	2		-	-	(8)	-	-	-	(8)	-	-	-	(8)	-	-	(24)
Total operating cash disbursements			(644)	(413)	(336)	(169)	(683)	(196)	(314)	(81)	-	(663)	(385)	(135)	(93)	(4,112)
Non-Operating Cash Disbursements																
General and administrative	2		-	-	(8)	-	-	-	(8)	-	-	-	-	(8)	-	(24)
GST remittance	2		(6)	-	-	(35)	-	-	-	(35)	-	-	-	(35)	-	(111)
Companies' counsel fees	5		-	(125)	-	-	-	(125)	-	-	-	-	(125)	-	-	(375)
Transaction agent fees	5		-	(50)	-	(50)	-	(25)	-	(25)	-	(25)	-	-	-	(175)
Total non-operating cash disbursements			(6)	(175)	(8)	(85)	-	(150)	(8)	(60)	-	(25)	(125)	(43)	-	(685)
Total Cash Disbursements			(650)	(588)	(344)	(254)	(683)	(346)	(322)	(141)	-	(688)	(510)	(178)	(93)	(4,797)
Net Cash Flow (before NOI Professionals)			896	(588)	(344)	(254)	684	(346)	(322)	(141)	-	755	(510)	(178)	(93)	(441)
CCAA Professional Fees																
Monitor's fees	5		-	(100)	-	-	-	(75)	-	-	-	-	(75)	-	-	(250)
Monitor's counsel's fees	5		-	(50)	-	-	-	(50)	-	-	-	-	(50)	-	-	(150)
Net Cash Flow			896	(738)	(344)	(254)	684	(471)	(322)	(141)	-	755	(635)	(178)	(93)	(841)
Net Change in Cash																
Beginning of period			1,962	2,858	2,120	1,776	1,522	2,206	1,735	1,413	1,272	1,272	2,027	1,392	1,214	1,962
Net Cash Flow			896	(738)	(344)	(254)	684	(471)	(322)	(141)	-	755	(635)	(178)	(93)	(841)
Ending of period			2,858	2,120	1,776	1,522	2,206	1,735	1,413	1,272	1,272	2,027	1,392	1,214	1,121	1,121

UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS



Daryl Stepanic
Director

January 31, 2024

Date



Orest Konowalchuk, LIT
Senior Vice President

January 31, 2024

Date

Griffon Partners Operation Corp. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. Cash receipts consist of forecast oil, other liquids and gas receipts based on forecast production at strip pricing as of January 23, 2024. Proceeds from production forecast are generally received on the closest business day to the 25th day of the following month (or the following business day for gas settlements).
2. Working partner interest continues to be evaluated on a pre-Filing and post-Filing basis, considering where set-off may be eligible and appropriate and paid on an ongoing basis, where applicable. The Company continues to accrue for potential payments owing from the post-Filing period, but does not intend to make any payments without counterparty sign-off on settlement.
3. All operating and other disbursements were estimated based on historical data and vendors requiring similar payment terms as the NOI period.
4. No new drilling, abandonment or other associated activities are forecast to occur in the forecast period.
5. Professional fees include the fees and costs of counsel to GPOC, the Monitor (if appointed), counsel to the Monitor and the Transaction Agent, in order to, among other things, complete and close the GPOC SISP.

Griffon Partners Operation Corp.



Daryl Stepanic
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437815 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

Griffon Partners Holding Corp.

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for Griffon Partners Holding Corp. (the "Company")

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

7. The cash flow statement and the underlying assumptions are the responsibility of the Company;
8. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
9. Management has taken all actions that it considers necessary to ensure:
 - d. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - e. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - f. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
10. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

11. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
12. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Daryl Stepanic
Title: Director

Griffon Partners Holding Corp.		Forecast													
13-Week Cash Flow Forecast ending April 27, 2024	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's	week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts															
Total cash receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements															
Total operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Cash Disbursements															
Total non-operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash															
Cash															
Beginning of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS															
		January 29, 2024						January 31, 2024							
Daryl Stepanic		Date					Orest Konowalchuk, LIT	Date							
Director							Senior Vice President								

Griffon Partners Holding Corp. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not have any anticipated operational income or expenses.

Griffon Partners Holding Corp.



Daryl Stepanic
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437799 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

Griffon Partners Capital Management Ltd.

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
Griffon Partners Capital Management Ltd. (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

13. The cash flow statement and the underlying assumptions are the responsibility of the Company;
14. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
15. Management has taken all actions that it considers necessary to ensure:
 - g. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - h. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - i. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
16. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

17. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
18. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Daryl Stepanic
Title: Director

Griffon Partners Capital Management Ltd.		Forecast														
13-Week Cash Flow Forecast ending April 27, 2024	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total	
\$CAD 000's	week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total	
Cash Receipts																
Total cash receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Operating Cash Disbursements																
Total operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Operating Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Non-Operating Cash Disbursements																
Total non-operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Cash																
Cash																
Beginning of period		2	2	2	2	2	2	2	2	2	2	2	2	2	2	
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Ending of period		2	2	2	2	2	2	2	2	2	2	2	2	2	2	
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS																
		January 29, 2024										January 31, 2024				
Daryl Stepanic Director		Date					Orest Konowalchuk, LIT Senior Vice President					Date				

Griffon Partners Capital Management Ltd. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

2. The Company does not have any anticipated operational income or expenses.

Griffon Partners Capital Management Ltd.



Daryl Stepanic
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437799 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

2437801 Alberta Ltd.

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
2437801 Alberta Ltd. (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Elliott Choquette

Title: Director

2437801 Alberta Ltd.		Forecast													
13-Week Cash Flow Forecast ending April 27, 2024	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's	week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts															
Total cash receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements															
Total operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Cash Disbursements															
Total non-operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash															
Cash															
Beginning of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS															
		January 29, 2024						January 31, 2024							
Elliott Choquette		Date					Orest Konowalchuk, LIT	Date							
Director							Senior Vice President								

2437801 Alberta Ltd. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not have any anticipated operational income or expenses.

2437801 Alberta Ltd.



Elliott Choquette
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437801 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

2437799 Alberta Ltd.

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
2437799 Alberta Ltd. (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

Companies confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,

A handwritten signature in black ink, appearing to read 'Trevor Murphy', is written over a horizontal line.

Name: Trevor Murphy
Title: Director

2437799 Alberta Ltd.		Forecast													
13-Week Cash Flow Forecast ending April 27, 2024	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's	week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts															
Total cash receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements															
Total operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Cash Disbursements															
Total non-operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash															
Cash															
Beginning of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS															
	January 27, 2024											January 31, 2024			
Trevor Murphy Director	Date	Orest Konowalchuk, LIT Senior Vice President										Date			

2437799 Alberta Ltd. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not have any anticipated operational income or expenses.

2437799 Alberta Ltd.



Trevor Murphy
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437799 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

2437815 Alberta Ltd.

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
2437815 Alberta Ltd. (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Daryl Stepanic
Title: Director

2437815 Alberta Ltd.		Forecast													
13-Week Cash Flow Forecast ending April 27, 2024	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's	week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts															
Total cash receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements															
Total operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Cash Disbursements															
Total non-operating cash disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash															
Cash															
Beginning of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending of period		-	-	-	-	-	-	-	-	-	-	-	-	-	-
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND ASSUMPTIONS															
		January 29, 2024						January 31, 2024							
Daryl Stepanic		Date					Orest Konowalchuk, LIT	Date							
Director							Senior Vice President								

2437815 Alberta Ltd. (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not have any anticipated operational income or expenses.

2437815 Alberta Ltd.



Daryl Stepanic
Director

**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of 2437799 Alberta Ltd.**



Orest Konowalchuk, LIT
Senior Vice President

Stellion Limited

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

**Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for
Stellion Limited (the "Company")**

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

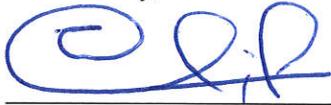
In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,

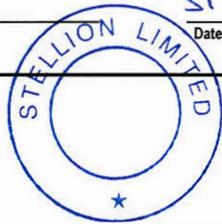


Name: Ioannis Charalambides
Title: Director

Stellion Limited		Forecast														
13-Week Cash Flow Forecast ending April 27, 2024		Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's		week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts																
Total cash receipts			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements																
Total operating cash disbursements			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow			*	*	*	*	*	*	*	*	*	*	*	*	*	*
Non-Operating Cash Disbursements																
Total non-operating cash disbursements			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow			*	*	*	*	*	*	*	*	*	*	*	*	*	*
Cash																
Cash																
Beginning of period			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow			*	*	*	*	*	*	*	*	*	*	*	*	*	*
Ending of period			*	*	*	*	*	*	*	*	*	*	*	*	*	*

UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND


 Ioannis Charalambides
 Director




 31.01.2024
 Date

Orest Konowalchuk, LIT
 Senior Vice President

January 31, 2024
 Date

Stellion Limited (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not have any anticipated operational income or expenses.

Stellion Limited



Ioannis Charalambides
Director



**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of Stellion Limited**



Orest Konowalchuk, LIT
Senior Vice President

Spicelo Limited

January 29, 2024

Alvarez & Marsal Canada Inc.
Bow Valley Square 4
Suite 1110, 250 6th Ave SW
Calgary, AB T2P 3H7

Attention: Orest Konowalchuk

Dear Sirs:

Re: Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") for Spicelo Limited (the "Company")

Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application of the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("**Management**") prepared the attached cash flow statement and the assumptions on which the cash flow statement is based.

The Company confirms that:

1. The cash flow statement and the underlying assumptions are the responsibility of the Company;
2. All material information relevant to the cash flow statement and to the underlying assumptions has been made available to Alvarez & Marsal Canada Inc. in its capacity as Proposed Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
 - a. that the individual assumptions underlying the cash flow statement are appropriate in the circumstances;
 - b. that the assumptions underlying the cash flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. that all relevant assumptions have been properly presented in the cash flow statement or in the notes accompanying the cash flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of your monitoring the on-going activities of the Company, is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.

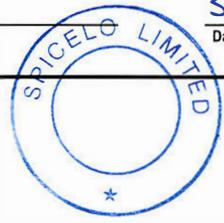
5. Management understands its duties and obligations under the CCAA and that breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
6. The cash flow statement and assumptions have been reviewed and approved by the Company's board of directors or Management has been duly authorized by the Company's board of directors to prepare and approve the cash flow assumptions.

Yours Truly,



Name: Ioannis Charalambides
Title: Director

Spicelo Limited		Forecast														
13-Week Cash Flow Forecast ending April 27, 2024		Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	13-week total
\$CAD 000's		week ended	3-Feb-24	10-Feb-24	17-Feb-24	24-Feb-24	2-Mar-24	9-Mar-24	16-Mar-24	23-Mar-24	30-Mar-24	6-Apr-24	13-Apr-24	20-Apr-24	27-Apr-24	Total
Cash Receipts																
Total cash receipts			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Cash Disbursements																
Total operating cash disbursements			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Net Cash Flow			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Cash Disbursements																
Total non-operating cash disbursements			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash																
Cash																
Beginning of period			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending of period			-	-	-	-	-	-	-	-	-	-	-	-	-	-
UNAUDITED CASH FLOW FORECAST PREPARED BY MANAGEMENT, MUST BE READ IN CONJUNCTION WITH THE NOTES AND																
 Ioannis Charalambides Director		31.01.2024 Date	 Orest Konowalchuk, LIT Senior Vice President								January 31, 2024 Date					



Spicelo Limited (the "Company")

**Notes to the Consolidated Statement of Cash Flow for the 13-week
period ending April 27, 2024**

Disclaimer

In preparing this cash flow forecast (the "**Forecast**"), the Company has relied upon unaudited financial information and has not attempted to further verify the accuracy or completeness of such information. The Forecast includes assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("**CCAA**"). Since the Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast period will vary from the Forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Forecast is presented in thousands of Canadian dollars.

Hypothetical and Probable Assumptions of the Cash Flow Statement

1. The Company does not currently have active operations, but has material ownership of a public company (and a related dividend receivable). While the Company may seek to sell (through Court approval within the CCAA proceeding) some of its shares, the timing and amount of such realizations is unknown.

Spicelo Limited



Ioannis Charalambides
Director



**Alvarez & Marsal Canada Inc., in its capacity
as Proposed Monitor of Spicelo Limited**



Orest Konowalchuk, LIT
Senior Vice President