

SUPERIOR COURT
(Commercial Division)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No. 500-11-050409-164
DATE: May 24, 2016**

PRESIDING : THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C.

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

7098961 CANADA INC.

Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Monitor

CLAIMS AND MEETING PROCEDURE ORDER

SEEING the Application for the Issuance of (i) a Claims and Meeting Procedure Order, (ii) an Order Approving an Asset Purchase Agreement and (iii) an Order Extending the Stay of Proceedings (the "Application") of 7098961 Canada Inc. (the "Petitioner"), the affidavit and exhibits filed in support thereto, the Report of Richter Advisory Group Inc. (the "Monitor") and the submissions of counsel;

GIVEN the provisions of the Initial Order issued by this Court in this matter on March 24, 2016 (as amended and restated in the judgment rendered on May 6, 2016, the "Initial Order");

GIVEN the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA");

THE COURT:

1. **GRANTS** the Application;
2. **ISSUES** this Order divided under the following headings:
 - (a) Service;

JP1736

- (b) Definitions;
- (c) Claims Process;
- (d) CCAA Plan;
- (e) Creditors Meeting;
- (f) Notice and Communication;
- (g) Sanction Hearing;
- (h) Aid and Assistance of other Courts; and
- (i) General.

SERVICE

3. **ORDERS** that the Application is properly presentable today and that the time for service of the Application herein be and is hereby abridged;

DEFINITIONS

4. **ORDERS** that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:

- (a) "**CCAA Plan**" means the plan of compromise filed by the Petitioner as Exhibit R-2 to the Application and appended as Schedule "F" hereto, together with the Schedules thereto, as it may be amended, varied or supplemented by the Petitioner from time to time, in accordance with its terms;
- (b) "**CCAA Proceedings**" means the proceedings in respect of the Petitioner before the Court commenced pursuant to the CCAA;
- (c) "**Chair**" shall have the meaning ascribed to such term in paragraph 23 hereof;
- (d) "**Claim**" means any right or claim of any Person against the Petitioner, a Director or an Officer (as a result of such Director's or Officer's position, supervision, management or involvement as a Director or Officer of the Petitioner), whether asserted or not, in connection with any indebtedness, liability or obligation of any kind whatsoever, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known or unknown, by guarantee, surety, warranty or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the breach, termination, disclaimer, resiliation, assignment or repudiation of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of

duty (legal, statutory, equitable, fiduciary or otherwise), any right of ownership or title to property, employment, contract, a trust or deemed trust, howsoever created, any claim made or asserted against the Petitioner through any affiliate, or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether existing at present or commenced in the future, together with any interest accrued thereon or costs payable in respect thereof, as well as any claims of any kind that, if unsecured, would constitute a debt provable in bankruptcy within the meaning of the Bankruptcy and Insolvency Act and shall include, without limitation, any Restructuring Claim, provided however, that in no case a Claim shall include an Excluded Claim;

- (e) "**Claims Bar Date**" means 5:00 p.m. (Montréal time) on July 8, 2016 or, for a Creditor with a Restructuring Claim, the latest of (a) 5:00 pm (Montréal time) on July 5, 2016 and (b) ten (10) days after the date of receipt by the Creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement or renegotiation thereof, as the case may be;
- (f) "**Claims Package**" means the document package which shall include French and English versions of the Notice of the Claims Process, the Proof of Claim Form, the Creditors' Instructions and such other materials as the Monitor and the Petitioners consider necessary or appropriate;
- (g) "**Claims Process**" means the process by which all Claims against the Petitioner are identified and assessed, and subsequently resolved or adjudicated in accordance with the procedure set forth herein;
- (h) "**Court**" means the Québec Superior Court (Commercial Division) for the district of Montreal;
- (i) "**Creditor**" means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not include an Excluded Creditor in respect of that Person's claim resulting from an Excluded Claim;
- (j) "**Creditors' Instructions**" means the instructions letter for Creditors substantially in the form attached hereto as Schedule "D" regarding the completion of a Proof of Claim Form;
- (k) "**Creditors' List**" means a list of all Known Creditors;
- (l) "**Creditors' Meeting**" means the meeting of the Petitioner's Creditors to be convened on July 12, 2016 for the purposes of voting on the Plan, subject to any adjournment or other rescheduling thereof, or further order of this Court;

- (m) "**Designated Newspapers**" means the Globe and Mail (National Edition) and La Presse;
- (n) "**Director**" means anyone who was, or may be deemed to be, at any time prior to and from and including the Filing Date, a director of the Petitioner;
- (o) "**Excluded Claim**" means (i) any Claim secured by the CCAA Charges and (ii) Post-Filing Trade Payables, (iii) all outstanding fees and disbursements of the Monitor and of the professionals having acted on behalf of the Debtor and the Monitor in the context of the CCAA Proceedings; and (iv) any other Claim ordered by the Court to be treated as an Excluded Claim;
- (p) "**Excluded Creditor**" means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the CCAA Plan does not otherwise affect such Claim;
- (q) "**Filing Date**" means March 24, 2016;
- (r) "**Initial Order**" means the order of this Court made on March 24, 2016 under the CCAA;
- (s) "**Known Creditor**" means a Creditor whose Claim is included in the Petitioner's books and records;
- (t) "**Meeting Date**" shall mean July 12, 2016;
- (u) "**Meeting Materials**" shall have the meaning ascribed to such term in paragraph 30;
- (v) "**Monitor's Website**" means <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>;
- (w) "**Notice of Revision or Disallowance**" means the notice referred to in subparagraph 12b) hereof, advising a Creditor that the Monitor has revised or rejected all or part of such Creditor's Claim set out in its Proof of Claim Form and setting out the reasons for such revision or disallowance;
- (x) "**Notice of the Claims Process**" means the notice to be published in short form in the Designated Newspapers on the Publication Date (being substantially in the form of Schedule "A" hereto), and mailed or emailed to Known Creditors and on the Monitor's Website in accordance with paragraphs 5,7 and 8, respectively, which shall set out the Claims Bar Date, being substantially in the form of Schedule "B" hereto;
- (y) "**Notice of the Creditors' Meeting**" means the notice to be published in short form in the Designated Newspapers on the Publication Date (being substantially in the form of Schedule "A" hereto), and mailed or emailed to Known Creditors and on the Monitor's Website in accordance with

paragraphs 30(a) and 34 hereof, respectively, being substantially in the form of Schedule "E" hereto;

- (z) "**Officer**" means anyone who was, or may be deemed to be, at any time prior to and from and including the Filing Date, an officer of the Petitioner;
- (aa) "**Person**" means any individual, partnership, firm, joint venture, trust, entity, corporation, limited or unlimited liability company, body corporate, unincorporated association or organization, governmental body or agency, or similar entity, howsoever designated or constituted and any individual or other entity owned or controlled by or which is the agent of any of the foregoing;
- (bb) "**Proof of Claim Form**" means the form of Proof of Claim for Creditors referred to in paragraphs 10 and 11 hereof, being substantially in the form of Schedule "C" hereto;
- (cc) "**Proven Claim**" means the amount of any Claim of any Creditor as of the Filing Date, determined in accordance with the provisions of the CCAA and this Order, or as otherwise agreed upon and proven by delivering a duly completed and executed Proof of Claim Form to the Monitor;
- (dd) "**Proxy**" or "**Proxies**" means the form of proxy and instructions substantially in the form attached hereto as Schedule "G";
- (ee) "**Publication Date**" means the date on which the publication of Notice of the Claims Process in all of the Designated Newspapers has been completed in accordance with this Order;
- (ff) "**Resolution**" means the resolution to approve the CCAA Plan;
- (gg) "**Restructuring Claim**" means any Claim arising as a result or in connection with the restructuring, repudiation, re-negotiation or termination by any of the Petitioner of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Filing Date, including any right of any Person who receives a notice of repudiation or termination from the Petitioner; provided however, that a Restructuring Claim shall not include an Excluded Claim;
- (hh) "**Sanction Hearing**" has the meaning ascribed to it in paragraph 50 hereof;
- (ii) "**Sanction Order**" has the meaning ascribed to it in paragraph 50 hereof;
- (jj) "**Service List**" means the service list to be posted on the Monitor's Website, as it may be amended from time to time;
- (kk) "**Sponsor**" means 9721444 Canada Inc. or one of its affiliates;
- (ll) "**Voting Claim**" of a Creditor means the Proven Claim of the Creditor unless the Proven Claim of the Creditor is not finally determined at the

time of the Creditors' Meeting, in which case it means the Claim of the Creditor which is accepted for voting purposes in accordance with the provisions of this Order, the CCAA Plan and the CCAA

- (mm) "**Voting Record Date**" means July 8, 2016, or such other date as may be determined by the Monitor and communicated in accordance with paragraph 31 hereof.

CLAIMS PROCESS

(i) Notice of the Claims Process

5. **ORDERS** that the Sponsor shall provide the Monitor no later than May 30, 2016 with the email address of any and all Known Creditors;
6. **ORDERS** that the Monitor shall cause (i) the French version of the Notice of the Claims Process to be placed in La Presse and (ii) the English version of the Notice of the Claims Process to be placed in The Globe and Mail as soon as possible following the issuance of this Order, but in any event no later than June 1, 2016;
7. **ORDERS** that the Monitor shall also cause the French and English versions of the Claims Package, which are hereby approved, along with a copy of the Creditors' List and a copy of this Order, to be posted on the Monitor's Website, within 5 days from the date of this Order.
8. **ORDERS** that, in addition to the publications referred to in paragraphs 5 and 7, the Monitor shall send a copy of the Claims Package, by email or by regular prepaid mail to (i) each Known Creditor at the last known address for each Known Creditor on the Petitioners' books and records as soon as practicable and no later than June 1, 2016, (ii) each Creditor with a Restructuring Claim that arose prior to the date of this Order as soon as practicable and in no event later than June 1, 2016, (iii) each Creditor with a Restructuring Claim that arises after the date of this Order, as soon as practicable after any such Restructuring Claim arises and to (iv) any Person requesting such Claims Package.
9. **ORDERS** that the publication of the Notice of the Claims Process in the Designated Newspaper, the posting of the Claims Package on the Monitor's Website and the mailing and the emailing of the Claims Package to the Known Creditors as well as to any other Person requesting such material in accordance with the requirements of this Order shall constitute good and sufficient service and delivery of notice of this Order and the Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert Claims (other than Excluded Claims) and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order.

(ii) Filing of Proofs of Claims

10. **ORDERS** that every Creditor asserting a Claim against the Petitioner, a Director or an Officer shall set out its aggregate Claim by completing and signing a Proof

of Claim Form and delivering it to the Monitor in accordance with paragraph 45 hereof so that it is actually received by the Monitor by no later than the Claims Bar Date.

11. **ORDERS** that, unless otherwise authorized by this Court, any Creditor who does not file a duly completed and executed Proof of Claim Form in respect of a Claim in accordance with paragraphs 10 hereof by the Claims Bar Date shall be forever barred from asserting such Claim against the Petitioner, a Director or an Officer, as applicable and such Claim shall be forever extinguished and any holder of such Claim shall not be entitled to participate as a Creditor in the CCAA Proceedings or receive any further notice in respect of those proceedings and shall not be entitled to vote on any matter in those proceedings, including on the CCAA Plan or from advancing a Claim against the Petitioner, a Director or an Officer, as applicable, or from receiving a distribution under the CCAA Plan or otherwise from the Petitioner, or the Monitor on behalf of the Petitioner, in respect of such Claim.

(iii) Review and determination of Claims

12. **ORDERS** that the following procedure shall apply where a Creditor delivers a completed and executed Proof of Claim Form to the Monitor on or before the Claims Bar Date:
 - a) the Monitor, together with the Petitioner and the Sponsor, shall review the completed and executed Proof of Claim Form and the terms set out therein to value the amounts for voting and distribution purposes;
 - b) where applicable, the Monitor shall send to the Creditor, by mail or email, a Notice of Revision or Disallowance in accordance with paragraph 46 hereof;
 - c) the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within ten (10) calendar days of the receipt of the Notice of Revision or Disallowance, file an appeal motion with the Court and serve a copy of such appeal motion to the Petitioner and the Monitor;
 - d) if the Creditor does not file an appeal motion within the delay provided for above, such Creditor shall be deemed to have accepted the value of its Claim as set out in the Notice of Revision or Disallowance; and
 - e) where the Creditor appeals from the Notice of Revision or Disallowance or its Claim has not been finally determined prior to the date of any Creditor's Meeting, the Monitor, in conjunction with the Petitioner and the Sponsor, will determine the amount of the Voting Claim.
13. **ORDERS** that the Monitor shall not be required to send to any Creditor a confirmation of receipt by the Monitor of any document provided by a Creditor pursuant to this Order and each Creditor shall be responsible for obtaining proof of delivery, if they so require, through their choice of delivery method.

(iv) D&O Claims

14. **ORDERS** that the Monitor shall review all Proof of Claims Forms filed on or before the Claims Bar Date concerning a Claim against a Director or an Officer (each a "D&O Claim") and shall provide a copy of each such D&O Claim to the relevant affected Director(s) or Officer(s) and shall work with Director(s) or Officer(s) to determine as promptly as possible whether such D&O Claim is covered, in full or in part, under any directors' and officers' insurance policy.
15. **ORDERS** that where a D&O Claim is covered under a directors' and officers' insurance policy and where such insurer has admitted or confirmed such coverage in writing (or where a final order of a court has been issued determining that the relevant Director or Officer is entitled to coverage under such directors' and officers' insurance policy) and such coverage is sufficient to pay in full the relevant D&O Claim, then such D&O Claim shall no longer constitute a Claim under this Order and the relevant Creditor and Director or Officer shall not be entitled to any indemnification from the Petitioner in respect of such D&O Claim pursuant to any indemnification provisions of the Petitioner's by-laws or any indemnification agreement in place with the Directors and Officers of the Petitioner.
16. **ORDERS** that where a D&O Claim is covered under a directors' and officers' insurance policy and where such insurer has admitted or confirmed such coverage in writing (or where a final order of a court has been issued determining that the relevant Director or Officer is entitled to coverage under such directors' and officers' insurance policy) but such coverage is insufficient to pay in full the relevant D&O Claim, then only the amount of such deficiency in respect of such D&O Claim shall continue to constitute a Claim under this Order and shall be determined in accordance with paragraphs 12 and 13 of this Order.
17. **ORDERS** that where a D&O Claim is not covered under any directors' and officers' insurance policy, such D&O Claim shall continue to constitute a Claim under this Order and shall be determined in accordance with paragraph 12 and 13 of this Order.
18. **ORDERS** upon a D&O Claim becoming a Proven Claim (a "**Proven D&O Claim**"), the Monitor, in consultation with the relevant affected Director(s) or Officer(s), shall determine whether or not such Proven D&O Claim is subject to indemnification by the Petitioner pursuant to the indemnification provisions of the Petitioner's by-laws, or any other indemnification agreement in place with the Directors and Officers of the Petitioner or pursuant to any legal obligation of the Petitioner to indemnify such Directors and Officers. In the event that the Monitor and the relevant affected Director(s) or Officer(s) do not agree whether such Proven D&O Claim is subject to indemnification by the Petitioner, then the Monitor shall file a petition with this Court for an order for directions concerning the entitlement of the affected Director(s) or Officer(s) to such indemnification.

CCAA PLAN

19. **ORDERS** that:

- (a) the CCAA Plan (Exhibit R-2) is hereby accepted for filing;
 - (b) the Petitioner shall seek approval of the CCAA Plan in the manner set forth herein; and
 - (c) any Claim against the Petitioner, the Directors and the Officers shall be dealt with in accordance with the CCAA Plan, this Order and the CCAA.
20. **ORDERS** that the Petitioner, in consultation with the Monitor, is hereby authorized to file any modification of, or amendment, variation or supplement to, the CCAA Plan, any CCAA Plan supplement or plans of reorganization, compromise or arrangement (or any one or more thereof) (each a "**CCAA Plan Modification**") prior to the Creditors' Meeting or at the Creditors' Meeting, in which case any such CCAA Plan Modification shall, for all purposes, be and be deemed to form part of and be incorporated into the CCAA Plan. The Petitioner shall give notice of any such CCAA Plan Modification at the Creditors' Meeting prior to the vote being taken to approve the CCAA Plan. The Petitioners may give notice of any such CCAA Plan Modification at or before the Creditors' Meeting by notice which shall be sufficient if, in the case of notice at the Creditors' Meeting, given to those Creditors present at such meeting in person or by proxy. The Monitor shall post on the Monitor's Website, as soon as possible, any such CCAA Plan Modification, with notice of such posting forthwith provided to the Service List;
21. **ORDERS** that after the Creditors' Meeting (and both prior to and subsequent to the obtaining of the Sanction Order), the Petitioner, in consultation with the Monitor, may at any time and from time to time modify, amend, vary or supplement the CCAA Plan, without the need for obtaining an Order or providing notice to the Creditors holding a Voting Claim, if the Monitor determines that such modification, amendment, variation or supplement would not be prejudicial to the interests of the Creditors under the CCAA Plan or the Sanction Order and is necessary or useful in order to give effect to the substance of the CCAA Plan or the Sanction Order. The Monitor shall post on the Monitor's Website, as soon as possible, any such modification, amendment, variation or supplement to the CCAA Plan;

CREDITORS' MEETING

- (i) **Creditors' Meeting**
22. **ORDERS** that the Petitioner be and is hereby authorized to convene, hold and conduct the Creditors' Meeting on July 12, 2016, in Montréal, Québec for the purpose of considering and, if deemed advisable, passing with or without variation, the Resolution to approve the CCAA Plan, unless the Chair (as defined below), in accordance with paragraph 24 or 25 hereof, decides to adjourn, postpone or otherwise reschedule the Creditors' Meeting;
23. **ORDERS** that the Monitor shall preside as the chair of the Creditors' Meeting (the "Chair") and, subject to any further order of this Court, shall decide all matters relating to the conduct of the Creditors' Meeting. Petitioner and any Creditor may

- appeal from any decision of the Chair to the Court, within five (5) calendar days of any such decision;
24. **ORDERS** that the Chair be and is hereby authorized to adjourn the Creditors' Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Creditors' Meeting for the purpose of any adjournment);
 25. **ORDERS** that the quorum required at the Creditors' Meeting shall be one Creditor present and entitled to vote at such meeting in person or by proxy. If the requisite quorum is not present at the Creditors' Meeting, then the Creditors' Meeting shall be adjourned by the Chair to such date, time and place as the Chair deems necessary or desirable in his or her discretion. The Chair shall decide on the manner of giving notice to the Creditors of the rescheduled meeting and may, if he or she deems it appropriate, restrict such notice to a notice posted on the Monitor's Website;
 26. **ORDERS** that the only Persons entitled to attend and speak at the Creditors' Meeting are Creditors with Voting Claims and their proxy holders, representatives of the Petitioner, members of the board of directors of the Petitioner, representatives of the Monitor, the Chair and their respective legal and financial advisors. Any other Person may only be admitted to the Creditors' Meeting on invitation of the Chair.
 27. **ORDERS** that any Proxy that any Creditor wishes to submit in respect of the Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) must be substantially in the form sent by the Monitor, a draft of which is attached hereto as Schedule "G" (or in such other form acceptable to the Monitor or the Chair) and shall be either received by the Monitor by email, telecopier, mail, courier or registered mail at its office located at 1981 McGill College Avenue, de Maisonneuve Blvd., 11th Floor, in the city and district of Montréal, Québec, H3A 0G6, Canada (Attention: 7098961 Canada Inc.'s Creditors' Meeting) prior to 5:00 p.m. (Montréal time) on July 8, 2016 or on the Business Day immediately preceding any adjournment, postponement or other rescheduling of such Creditors' Meeting, or (ii) deposited with the Chair at the Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) before the beginning of such Creditors' Meeting (or any such adjournment, postponement or other rescheduling).
 28. **ORDERS** that in the absence of instruction to vote for or against the approval of the Resolution in a duly signed and returned Proxy, the Proxy shall be deemed to include instructions to vote for the approval of the Resolution.
 29. **ORDERS** that the Monitor may appoint scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A Person designated by the Monitor shall act as secretary at the Creditors' Meeting;

(ii) Notice of Creditors' Meeting

30. **ORDERS** that, in addition to the documents described in paragraph 5, 7 and 8 hereof, on or before June 1, 2016, the Monitor shall publish on the Monitor's Website the following documents (collectively, the "**Meeting Materials**"):
 - (a) a copy of the Notice of the Creditors' Meeting (Schedule "E")
 - (b) a copy of the CCAA Plan (Schedule "F");
 - (c) a copy of the form of Proxy for Creditors (Schedule "G"); and
 - (d) a copy of this Order.
31. ORDERS that the Monitor shall publish on the Monitor's Website a copy of the Monitor's Report on the CCAA Plan on or before June 14, 2016.
32. ORDERS that the Petitioner is hereby authorized to make such modifications, amendments or supplements ("**Additional Information**") to the Meeting Materials (other than the CCAA Plan which may be modified, amended or supplemented in accordance with paragraphs 20 and 21 hereof) as the Petitioner may determine, and the Petitioner shall distribute or make available such Additional Information by one or more of the following methods determined in their discretion in consultation with the Monitor: (i) posting on the Monitor's Website; (ii) news release; (iii) newspaper advertisement; (iv) pre-paid regular mail, email, fax or delivery (in person or by courier); (v) except for Proxies, distribution at the Creditors' Meetings; or (vi) such other reasonably practicable method in the circumstances.
33. ORDERS that the Notice of the Creditors' Meeting, which is hereby approved, shall be published, in its short form, by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than June 1, 2016.
34. ORDERS that, in addition to the publications referred to in paragraphs 30 and 33 hereof, the Monitor shall send to the Known Creditors, by prepaid regular mail, courier, fax or e-mail, at the address appearing on a Creditor's Proof of Claim Form filed pursuant to the terms of this Order, a copy of the Notice of the Creditors' Meeting, a Proxy and the instructions for the completion of the Proxy (together the "**Creditors' Meeting Materials**") by no later than 5:00 p.m. (Montréal time) on June 1, 2016 and advising that all other Meeting Materials may be obtained from the Monitor's Website or provided upon written request;
35. ORDERS that the Monitor shall send the Creditors' Meeting Materials to any other Creditor as the Monitor deems necessary up to and until the Meeting Date;
36. ORDERS that publications referred to in paragraph 30 and 33 hereof, and transmission in accordance with paragraph 34 hereof, shall constitute good and sufficient service of the Meeting Materials on all Persons who may be entitled to receive notice thereof, or of these proceedings, or who may wish to be present in person or represented by proxy at the Creditors' Meeting, or who may wish to

appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings

(iii) Voting Procedure

37. **ORDERS** that, at the Creditors' Meeting, the Chair shall be and is hereby authorized to direct a vote with respect to the Plan and any amendments thereto as the Petitioner and the Monitor may consider appropriate;
38. **ORDERS** that any resolution to be voted on at the Creditors' Meeting to approve, amend, vary or supplement the CCAA Plan, including the Resolution, will be decided by a vote by ballot, unless the Chair decides, in his or her sole and absolute discretion, to hold such vote by way of show of hands, and that any other matter submitted for a vote at the Creditors' Meeting shall be decided by a majority of votes cast on a vote by a show of hands, unless the Chair decides, in his or her sole and absolute discretion, to hold such vote by way of ballot;
39. **ORDERS** that the only Persons entitled to vote at the Creditors' Meeting shall be Creditors with Voting Claims as of the Voting Record Date and their proxy holders. For the purposes of counting and tabulating the votes at the Creditors' Meeting, each Creditor with a Voting Claim shall be entitled to one (1) vote and the weight attributed to such vote shall be equal to the aggregate Canadian dollar value of such Voting Claim (if necessary, converted into Canadian dollars in accordance with paragraph 56 hereof). For the purposes of calculating a majority in number of the Creditors, each Creditor with a Proven Claim shall only be counted once even if such Creditor holds more than one Claim that has been approved for voting purposes. Each Creditor with a Voting Claim will be entitled to a number of votes equal to the value in dollars of its Voting Claim as determined in accordance with this Order. A Creditor's Voting Claim shall not include fractional numbers and Voting Claims shall be rounded down to the nearest whole Canadian dollar amount;
40. **ORDERS** that if the amount of a Creditor's Claim is not resolved for voting purposes before the Voting Record Date in accordance with the Claims Process set forth herein, such Creditor shall be entitled to vote at the Creditors' Meeting based on that portion of its Claim which has been determined for voting purposes by the Monitor, in conjunction with the Petitioner, without prejudice to the rights of the Petitioner, or the Creditor, with respect to the final determination of such Creditor's Claim for distribution purposes in accordance with the terms of this Order and the CCAA Plan. Creditors whose Claims have been revised or disallowed, in full or in part, which revision or disallowance remains in dispute or under appeal in accordance with the Claims Process set forth herein shall have their voting intentions with respect to such disputed or disallowed amounts recorded by the Monitor and reported to this Court in accordance with paragraph 46 hereof;
41. **ORDERS** that the Monitor shall be directed to calculate the votes cast at the Creditors' Meeting called to consider the Plan in accordance with this Order and shall report to the Court at the Sanction Hearing as to the effect, if any, that the

Monitor's determination of Creditors' Voting Claims pursuant to subparagraph 49(b) hereof had on the outcome of the votes cast at the Creditors' Meeting;

42. **ORDERS** that the results of any and all votes conducted at the Creditors' Meeting shall be binding on all Creditors, whether or not any such Creditor is present or voting at the Creditors' Meeting;

(iv) Notice of Transfers

43. **ORDERS** that, solely for voting purposes at the Creditors' Meeting, no assignee, transferee or purchaser of any Voting Claim who shall have acquired or become the assignee or transferee of such Voting Claim after the Voting Record Date shall have any right or entitlement whatsoever to attend or vote at, either in person or by proxy, a Creditors' Meeting, and further **ORDERS** that, any transferee, assignee or acquirer of a Voting Claim who acquired or became the assignee or transferee of such a Voting Claim on or prior to the Voting Record Date but whose name does not appear as of the Voting Record Date as the holder of such transferred or assigned Voting Claim may, prior to the Voting Record Date, deliver evidence satisfactory to the Monitor of (i) its ownership of the whole of such Voting Claim as of the Voting Record Date, and (ii) that such transfer or assignment was valid at Law, upon which:

- (a)** such transferee or assignee shall be entitled to receive from the Monitor a package containing the Creditors' Meeting Materials;
- (b)** such transferee's or assignee's name shall be included on the list of Creditors entitled to vote at the Creditors' Meeting; and
- (c)** such transferee or assignee shall be entitled to attend and vote, either in person or by proxy, the transferor's or assignor's Voting Claim at the Creditors' Meeting in lieu and to the exclusion of the transferor's or assignor's right to attend and vote at the Creditor's Meeting with respect to the transferred Voting Claim;

(v) Evidence that a Claim was Paid

44. **ORDERS** that, should the Monitor receive evidence satisfactory to it that the Claim of a Creditor was paid in part or in full by a party other than the Petitioner, such Claim shall be reduced by the amount of the payment so made, for the purposes of calculating votes and for distributions under the CCAA Plan;

NOTICES AND COMMUNICATIONS

45. **ORDERS** that unless ordered otherwise herein, any notice or other communication to be given under this Order by a Creditor to the Monitor or the Petitioner shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by mail, telecopier, courier or other means of electronic communication addressed to:

Monitor: RICHTER ADVISORY GROUP INC.

Mr. Benoît Gingues
Email : BGingues@richter.ca
Telecopier : (514) 934-3408

Ms. Mirella Pisciuneri
Email : MPisciuneri@richter.ca
Telecopier : (514) 934-3408

1981, McGill College
Montréal, Québec, H3A 0G6

Monitor's Counsel: MCCARTHY TÉTRAULT

Me Alain Tardif
Email : atardif@mccarthy.ca
Telecopier : (514) 875-6246

1000, de la Gauchetière Street West, Suite 2500
Montréal, Québec, H3B 0A2

Petitioner's Counsel: STIKEMAN ELLIOTT, LLP

Me Guy P. Martel
Email : gmartel@stikeman.com
Telecopier : (514) 397-3493

Me Nathalie Nouvet
Email : nnouvet@stikeman.com
Telecopier : (514) 397-3583

1155 René-Lévesque West, 40th floor
Montréal, Québec, H3B 3V2

46. **ORDERS** that any notice or other communication to be given in connection with this Order by the Petitioner or the Monitor to a Creditor, other than the Notice of the Claims Process to be published as provided in paragraph 5 herein, will be sufficiently given to a Creditor if given by prepaid ordinary mail, by courier, by delivery or by facsimile transmission or electronic mail to the Creditor to such address, facsimile number or email address appearing in the books and records of the Petitioner or in any Proof of Claim Form filed by the Creditor. Any such notice or other communication (a) if given by prepaid ordinary mail, shall be deemed received on the third (3rd) Business Day after mailing to a destination within Quebec, the fifth (5th) Business Day after mailing to a destination elsewhere within Canada or to the United States and the tenth (10th) Business Day after mailing to any other destination; (b) if given by courier or delivery, shall be deemed received on the Business Day following dispatch; (c) if given by facsimile transmission or electronic mail before 5:00 p.m. on a Business Day, shall be deemed received on such Business Day; and (d) if given by facsimile transmission or electronic mail after 5:00 p.m. on a Business Day, shall be

deemed received on the following Business Day. Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application;

47. **ORDERS** that, in the event that the day on which any notice or communication required to be delivered pursuant to this Order is not a Business Day, then such notice or communication shall be required to be delivered on the next Business Day.
48. **ORDERS** that, if during any period during which notices or other communication are being given pursuant to this Order, a postal strike or postal work stoppage of general application should occur, such notices or other communications then not received or deemed received shall not, absent further Order of this Court, be effective. Notices and other communications given hereunder during the course of any such postal strike or postal work stoppage of general application shall only be effective if given by electronic mail, courier, delivery or facsimile transmission in accordance with this Order.

SANCTION HEARING

49. **ORDERS** that the Monitor shall report to this Court no later than two (2) calendar days after the Creditors' Meeting with respect to:
 - (a) the results of the voting on the Resolution to approve the CCAA Plan;
 - (b) the effect on the results of the vote had the Creditors also voted the amount of their Claim disputed for voting purposes; and
 - (c) any other matter which the Monitor considers relevant in view of the Sanction Hearing (as defined below);
50. **ORDERS** that, subject to further order of this Court, if the Plan has been accepted by the required majority set forth under the CCAA, the Petitioners shall bring a motion presentable before this Court on July 18, 2016 (the "**Sanction Hearing**"), seeking an order sanctioning the CCAA (the "**Sanction Order**");
51. **ORDERS** that a copy of the motion seeking the Sanction Order be published on the Monitor's Website as soon as it is filed with this Court;
52. **ORDERS** that publication of the Notice of the Creditors Meeting and this Order pursuant to paragraph 30 hereof shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who are entitled to receive such service and no other form of service need be made and no other materials need be served on such Persons in respect of the Sanction Hearing;
53. **ORDERS** that any Person intending to object to the motion seeking the Sanction Order shall file with this Court a written notice containing a description of its proposed grounds of contestation and shall effect service of same upon counsel to the Petitioner and the Monitor, and upon those Persons listed on the service list published on the Monitor's Website, the whole before 4:30 p.m. (Montréal Time) on July 15, 2016;

54. **ORDERS** that in the event that the Sanction Hearing is adjourned, postponed or otherwise rescheduled, only those Persons listed on the service list published on the Monitor's Website are required to be served with notice of the adjourned, postponed or otherwise rescheduled date;

AID AND ASSISTANCE OF OTHER COURTS

55. **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order;

GENERAL PROVISIONS

56. **ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Filing Date;
57. **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents;
58. **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender;
59. **ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order;
60. **ORDERS** the provisional execution of this Order notwithstanding appeal;
61. **THE WHOLE** without costs.

A handwritten signature in blue ink, appearing to read "Michel A. Pinsonnault, J.S.C.", is written over a blue horizontal line. The signature is somewhat stylized and includes a small "i" and a "j".

The Honourable Michel A. Pinsonnault, J.S.C.

SCHEDULE "A"

**NOTICE OF THE CLAIMS PROCESS AND OF THE CREDITORS' MEETING
(SHORT FORM) TO BE PUBLISHED IN THE DESIGNATED NEWSPAPERS**

[Begins on next page]

IN THE MATTER OF THE PLAN OF COMPROMISE OF 7098961 CANADA INC.

PLEASE TAKE NOTICE that this Newspaper Notice is being published pursuant to an Order of the Quebec Superior Court, Commercial Division, dated May 24, 2016 (the "C&M Procedure Order") in respect of 7098961 Canada Inc. (the "Debtor"). All capitalized terms not otherwise defined in this Newspaper Notice to Creditors shall bear the meaning given to them in the C&M Procedure Order, which is posted on Richter Advisory Group Inc. (the "Monitor")'s website (the "Monitor's Website"), at the following address: <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

Any Person who believes he, she, or it has a Claim against the Debtor, its Directors and/or its Officers shall submit his, her or its Claim in a Proof of Claim (which can be found on the Monitor's Website), except in the case of an Excluded Claim (which includes Claims of any Person who provided goods and/or services to the Debtor on or after March 24, 2016).

Proof of Claim forms can also be obtained by contacting the Monitor at the address below and by providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, a Proof of Claim form.

All creditors of the Petitioner must submit their Proofs of Claim to the Monitor by email, facsimile transmission, mail, registered mail or courier so that the Monitor actually receives such Proofs of Claim by no later than 5:00 p.m. on July 8, 2016, or, for creditors with Restructuring Claims (as defined in the C&M Procedure Order) arising after June 1, 2016, ten (10) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement, at the following address:

Richter Advisory Group Inc.
Court-appointed Monitor of
7098961 Canada Inc.
1981 McGill College Avenue
Montreal (Quebec) H3A 0G6
Attention: Mr. Benoît Gingues and Ms. Mirella Pisciuneri
Fax: 514-908-3797 or 1-866-773-2196
E-mail: BTR@Richter.ca

CLAIMS WHICH ARE NOT RECEIVED BY THE MONITOR BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who have submitted a Proof of Claim and proven their Claim in the manner and within the time specified in the C&M Procedure Order are invited to attend the Meeting of Creditors of the Debtor being held on July 12, 2016 at [10:00 a.m. at 1155 René-

Lévesque West, 40th Floor, Montreal, Quebec, H3B 3V2]. At this meeting, these creditors will be asked to consider and vote on the plan of compromise (the "Plan") proposed by the Debtor pursuant to the *Companies' Creditors Arrangement Act*, whether in person or by proxy. If the Plan is approved by the required majority of Affected Creditors, a further motion will be brought before the Court on July 18, 2016 seeking the sanction of the Plan.

The Plan, information relating to the meetings, the report of the Monitor in support of the Plan, and proxy forms for voting in respect of the Plan will be mailed to all Known Creditors in English and in French.

Dated at Montreal, this 27th day of May 2016.

DANS L'AFFAIRE DU PLAN DE COMPROMIS DE 7098961 CANADA INC.

VEUILLEZ NOTER que le présent avis dans les journaux est publié en conformité avec l'ordonnance de la Cour Supérieure du Québec, Chambre Commerciale, rendue le 24 mai 2016 (l'« **Ordonnance** ») à l'égard de 7098961 Canada Inc. (la « **Débitrice** »). À moins d'indication contraire, les définitions figurant dans l'Ordonnance disponible sur le site web (le « **Site Web du Contrôleur** ») de Richter Groupe Conseil Inc. (le « **Contrôleur** ») à l'adresse ci-dessous, s'applique aux présentes : <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

Toute personne croyant détenir une réclamation à l'encontre de la Débitrice, de ses administrateurs et/ou de ses dirigeants devra compléter et soumettre un formulaire de preuve de réclamation (disponible sur le Site Web du Contrôleur), à l'exception des détenteurs de réclamations définies dans l'Ordonnance comme étant des « *Excluded Claims* », lesquelles comprennent notamment les réclamations des personnes ayant fourni des biens et/ou services à la Débitrice le 24 mars 2016 ou après cette date.

Les formulaires de preuve de réclamation peuvent également être obtenus en contactant le Contrôleur à l'adresse ci-dessous, et en lui fournissant les détails quant à votre nom, adresse, numéro de télécopieur et adresse courriel. Sur réception de ces informations, le Contrôleur vous transmettra, aussitôt que possible, un formulaire de preuve de réclamation.

Les créanciers de la Débitrice devront soumettre au Contrôleur par courriel, télécopieur, courrier ordinaire, courrier recommandé ou messager, de manière à ce que le Contrôleur reçoive réellement ces preuves de réclamations au plus tard à 17 heures le 8 juillet 2016 ou, pour les créanciers ayant des réclamations désignés dans l'Ordonnance comme étant des « *Restructuring Claims* » prenant naissance après le 27 mai 2016, au plus tard dix (10) jours après la date de réception par le créancier de l'avis de résiliation, de répudiation ou de terminaison du contrat, du bail, du contrat de travail ou autre entente, à l'adresse ci-dessous :

Richter Groupe Conseil Inc.
Contrôleur désigné par la Cour de
7098961 Canada Inc.
1981, avenue McGill College
Montréal (Québec) H3A 0G6
Attention: M. Benoît Gingues et Mme Mirella Pisciuneri
Télécopieur.: 514-908-3797 ou 1-866-773-2196
Courriel: BTR@Richter.ca

LES RÉCLAMATIONS N'AYANT PAS FAIT L'OBJET D'UNE PREUVE DE RÉCLAMATION DÛMENT REÇUE PAR LE CONTRÔLEUR À LA DATE LIMITÉE DE DÉPÔT DES PREUVES DE RÉCLAMATION SERONT PRÉSCRITES ET ÉTEINTES À TOUT JAMAIS.

Les créanciers qui auront soumis une preuve de réclamation dûment complétée et prouvé leur réclamation dans la manière et dans les délais prévus à l'Ordonnance seront invité à se présenter à une assemblée des créanciers de la Débitrice, laquelle aura lieu le 12 juillet 2016 à 10 heures au [1155 René-Lévesque Ouest, 40^e étage, Montréal (Québec) H3B 3V2]. À cette assemblée, ces créanciers sont invités à considérer et voter sur le plan de compromis (le « Plan ») proposé par la Débitrice en vertu de la *Loi sur les arrangements avec les créanciers des compagnies*, en personne ou par procuration. Si le Plan est approuvé par la majorité requise de créanciers affectés (tel que désigné par le terme anglais « *Affected Creditors* » dans la version originale anglaise du Plan), une requête sera présentée à la Cour par la Débitrice le 18 juillet 2016, pour demander l'homologation du Plan.

Le Plan, les informations concernant l'assemblée des créanciers, le rapport du Contrôleur traitant du Plan, ainsi que les formulaires de procuration pour voter sur le Plan seront transmis en anglais et en français par la poste aux créanciers connus de la Débitrice.

Daté à Montréal, ce 27 jour de mai 2016.

SCHEDULE "B"
NOTICE OF THE CLAIMS PROCESS

[Begins on next page]

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No.: 500-11-050409-164

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PLAN OF
COMPROMISE OF:
7098961 CANADA INC.

DEBTOR

- and -

RICHTER ADVISORY GROUP INC.

MONITOR

**NOTICE OF CLAIMS BAR DATE FOR CLAIMS AGAINST 7098961 CANADA INC.
ITS DIRECTORS AND/OR OFFICERS**

NOTICE IS HEREBY GIVEN that, pursuant to an order of the Quebec Superior Court made on May 24, 2016 (the "C&M Procedure Order"), a process (the "Claims Process") was approved for the purpose of identifying, establishing, adjudicating or otherwise resolving all Claims (as defined in the C&M Procedure Order) of any person against 7098961 Canada Inc. (the "Debtor"), its directors and/or officers.

Pursuant to the C&M Procedure Order, the bar date for the filing of all proofs of claim (collectively, the "Proofs of Claim" and each a "Proof of Claim") in respect of a Claim is 5:00 p.m. on July 8, 2016 or, for creditors with Restructuring Claims (as defined in the C&M Procedure Order) arising after June 1, 2016, ten (10) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement (the "Claims Bar Date").

All Proofs of claim in respect of a Claim must be filed with and received by the Monitor on or before the Claims Bar Date, failing which such Claims will be barred and forever extinguished.

Persons requiring information regarding the Claims Process or documentation pertaining to the Claims Process may contact:

Richter Advisory Group Inc.
Court-appointed Monitor of
7098961 Canada Inc.
Telephone: 514-908-3796 or 1-866-585-9751
Fax: 514-908-3797 or 1-866-773-2196
E-mail: BTR@Richter.ca

Such documentation is also available on Monitor's website at:
<https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

Montreal, this 27th day of May 2016.

**RICHTER ADVISORY GROUP INC.
COURT-APPOINTED MONITOR OF
7098961 CANADA INC.**

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

No. : 500-11-050409-164

COUR SUPÉRIEURE
(Chambre commerciale)

DANS L'AFFAIRE DU PLAN DE
COMPROMIS DE:
7098961 CANADA INC.

Débitrice

-et-

RICHTER GROUPE CONSEIL INC.

Contrôleur

**AVIS DE LA DATE LIMITÉE DE DÉPÔT DES PREUVES DE RÉCLAMATION
CONTRE 7098961 CANADA INC., SES ADMINISTRATEURS ET/OU
DIRIGEANTS**

PAR LES PRÉSENTES, UN AVIS VOUS EST DONNÉ à l'effet qu'en vertu d'une ordonnance de la Cour supérieure du Québec rendue le 24 mai 2016 (l'**« Ordonnance »**), un processus de réclamation (le **« Processus de réclamation »**) a été approuvé dans le but d'identifier, établir, statuer ou autrement résoudre toutes « Réclamations » (tel que défini par le terme anglais **« Claims »** dans l'**« Ordonnance »**) de toutes personnes contre 7098961 Canada Inc. (la **« Débitrice »**), ses administrateurs et/ou dirigeants.

En vertu de l'**« Ordonnance »**, la date limite pour le dépôt des preuves de réclamations (collectivement les « Preuves de réclamation » et chacune une « Preuve de réclamation ») à l'égard d'une « Réclamation » est à 17 heures le 8 juillet 2016 ou, pour les créanciers ayant des réclamations désignés dans l'**« Ordonnance »** comme étant des « **Restructuring Claims** » ayant pris naissance après le 27 mai 2016, au plus tard dix (10) jours après la date de réception par le créancier de l'avis de résiliation, de répudiation ou de terminaison du contrat, du bail, du contrat de travail ou autre entente (la **« Date limite pour le dépôt des preuves de réclamations »**).

Toutes les Preuves de réclamation à l'égard d'une « Réclamation » doivent être soumises à et reçues par le Contrôleur le ou avant la Date limite pour le dépôt des preuves de réclamation, à défaut de quoi ces « Réclamations » seront prescrites et éteintes à jamais.

Les personnes requérant de l'information concernant le Processus de réclamation ou des documents relatifs au Processus de réclamation peuvent communiquer avec :

Richter Groupe Conseil Inc.

Contrôleur nommé par le tribunal de
7098961 Canada Inc.

Téléphone : 514-908-3796 ou 1-866-585-9751

Télécopieur : 514-908-3797 ou 1-866-773-2196

Courriel : BTR@Richter.ca

Ces documents sont disponibles sur le site Web du Contrôleur à l'adresse suivante :
<https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

Montréal, le 27 mai 2016.

**RICHTER GROUPE CONSEIL INC.
CONTRÔLEUR NOMMÉ PAR LE TRIBUNAL DE
7098961 CANADA INC.**

SCHEDULE "C"
PROOF OF CLAIM FORM

[Begins on next page]

PROOF OF CLAIM

(See reverse for instructions)

IN THE MATTER OF THE PLAN OF COMPROMISE OF**7098961 Canada Inc.**

(referred to in this form as the "Debtor")

and the claim of _____ (referred to in this form as "the Creditor").

All notices or correspondence regarding this claim to be forwarded to the Creditor at the following address:

..... (name of creditor)

..... (number and street)

..... (town, province, country, postal code)

Phone Fax E-mail address

I, _____ residing in the City of _____

in the Province of _____ do hereby certify that:

If you are an officer of the company, state position or title	1.	<input type="checkbox"/> I am the creditor of the Debtor, or <input type="checkbox"/> I am of the Creditor.
	2.	<input type="checkbox"/> I have knowledge of all the circumstances connected with the claim referred to below.
The attached statement of account or affidavit (or solemn declaration) must specify the vouchers or other evidence in support of the claim	3.	The Debtor was, as at the date of the issuance of the Initial Order, namely the 24 th day of March, 2016 and still is, indebted towards the creditor in the amount of \$.....
Write down the amount of the Unsecured Claim against the Debtor	4.	Unsecured Claim in the amount of \$..... for which I do not hold any assets of the Debtor as security.
Write down the amount of the secured Claim against the Debtor	5.	Secured Claim in the amount of \$..... for which I hold a security on the assets of the Debtor.

Write down the amount of the Restructuring Claim arising after March 24, 2016	6.	Restructuring Claim arising after March 24, 2016 in the amount of \$..... for which I do not hold any assets of the Debtor as security.
Write down the Claim against the Debtor's directors and/or officers	7.	D&O Claim in the amount of \$.....
<p>Dated at this day of, 2016</p> <p>..... Witness Signature of individual completing this form</p>		

Instructions for completing Proof of Claim forms

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Monitor, by e-mail, facsimile, mail, courier or registered mail to the address set out below, no later than 5:00 p.m. on July 8, 2016, or, for creditors with Restructuring Claims (as defined in the Claims and Meeting Procedure Order) arising after June 1, 2016, ten (10) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement (the "Claims Bar Date").

FAILURE TO FILE YOUR PROOF OF CLAIM AGAINST THE DEBTOR AND/OR ITS DIRECTORS OR OFFICERS BY THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.

In completing the attached form, your attention is directed to the marginal notes on this Proof of Claim form and to the following requirements:

Proof of Claim:

1. The Proof of Claim must be completed and signed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc.
2. The person signing the Proof of Claim must have knowledge of the circumstances related with the claim.
3. All amounts claimed should be supported by a statement of account, an affidavit or a solemn declaration containing the details of such claim that must be marked "Schedule A". The date at which claims are to be calculated and the correct name of the Debtor must appear on the statement of account, affidavit or solemn declaration.

4. The person signing the Proof of Claim must insert the place and date and the signature must be witnessed.

Richter Advisory Group Inc.

Court-appointed Monitor of

7098961 Canada Inc.

Fax: 514-908-3797 or 1-866-773-2196

E-mail: BTR@Richter.ca

PREUVE DE RÉCLAMATION
 (voir les instructions au verso)

DANS L'AFFAIRE DU PLAN DE COMPROMIS DE :

7098961 Canada Inc. (ci-après désignée par la « Débitrice »)

et de la réclamation de (ci-après désigné par le « Créditeur »).

Tout avis ou correspondance concernant la présente réclamation devrait être transmise à l'adresse suivante :

..... (nom du créancier)

..... (numéro et rue)

..... (ville, province, pays, code postal)

Téléphone Télécopieur Courriel

Je, _____ résidant dans la ville de _____

dans la Province de _____, certifie ce qui suit:

Si vous êtes un représentant de la société, précisez le poste ou la fonction	1.	<input type="checkbox"/> Je suis le Créditeur de la Débitrice, ou <input type="checkbox"/> Je suis _____ du Créditeur.
L'état de compte, l'affidavit ou la déclaration solennelle annexé doit faire mention des pièces justificatives ou de toute autre preuve à l'appui de la réclamation.	2.	<input type="checkbox"/> Je suis au courant de toutes les circonstances entourant la réclamation visée par le présent formulaire.
Inscrivez le montant de la réclamation non garantie contre la Débitrice	3.	La Débitrice était, à la date de la délivrance de l'ordonnance initiale, soit le 24 ^e jour de mars 2016, endettée envers le créancier et l'est toujours pour une somme de _____ \$, comme l'indique l'état de compte (ou l'affidavit ou la déclaration solennelle) ci-annexé et désigné comme Annexe A, après déduction du montant de toute créance compensatoire à laquelle la Débitrice a droit.
Inscrivez le montant de la réclamation garantie contre la Débitrice	4.	Réclamation non garantie au montant de _____ \$ pour laquelle je ne détiens aucune sûreté à l'égard des actifs de la Débitrice à titre de garantie.
Inscrivez le montant de la réclamation liée à la restructuration de la Débitrice ayant pris naissance après le 24 mars 2016	5.	Réclamation non garantie au montant de _____ \$ pour laquelle je détiens une sûreté à l'égard des actifs de la Débitrice à titre de garantie.
	6.	Réclamation liée à la restructuration (« Restructuring Claims ») de la Débitrice ayant pris naissance après le 24 mars 2016 au montant de _____ \$ pour laquelle je ne détiens aucun avoir de la Débitrice à titre de garantie.

Inscrivez le montant de la réclamation contre les administrateurs et/ou dirigeants de la Débitrice	7.	Réclamation au montant de _____ \$.
Signé à _____, ce _____ jour de _____ 2016		
Témoin	Créancier (représentant du Créditeur)	

Instructions afin de compléter la preuve de réclamation :

La Preuve de Réclamation dûment remplie ainsi que les pièces justificatives doivent être transmises et reçues par le Contrôleur par voie de courrier électronique, télécopieur, poste, courrier ordinaire, messager ou courrier recommandé à l'adresse indiquée ci-dessous au plus tard à 17 h le 8 juillet 2016, ou, pour les créanciers ayant des réclamations désignées sous la version originale anglaise du Plan de compromis de 7098961 Canada Inc. comme étant des « *Restructuring Claims* » prenant naissance après le 27 mai 2016, au plus tard dix (10) jours après la date de réception par le créancier de l'avis de résiliation, de répudiation ou de terminaison du contrat, du bail, du contrat de travail ou autre entente (la « Date limite pour le dépôt des preuves de réclamation »).

À DÉFAUT DE PRODUIRE VOTRE PREUVE DE RÉCLAMATION CONTRE LA DÉBITRICE, SES ADMINISTRATEURS ET/OU DIRIGEANTS AU PLUS TARD À LA DATE LIMITE POUR LE DÉPÔT DES PREUVES DE RÉCLAMATION, VOTRE RÉCLAMATION SERA PRESCRITE ET ÉTEINTE À JAMAIS.

En complétant votre preuve de réclamation, une attention particulière devrait être portée aux notes en marge du formulaire de Preuve de réclamation et aux instructions suivantes :

Preuve de réclamation :

1. La preuve de réclamation doit être remplie et signée par un individu et non une société. Si vous agissez au nom ou pour le compte d'une société ou d'une autre personne, vous devez préciser votre poste ou vos fonctions au sein de cette société ou autre personne (par exemple, « directeur du crédit », « contrôleur », « agent autorisé », etc.).
2. La personne qui signe la Preuve de réclamation doit connaître les faits entourant la réclamation.
3. Tous les montants doivent être appuyés par un état de compte, un affidavit ou une déclaration solennelle contenant les détails de la réclamation lequel doit être identifié « Annexe A ».
4. La personne signant la Preuve de réclamation doit indiquer le lieu et la date, et doit le faire devant un témoin.

500-11-050409-164

Richter Groupe Conseil Inc.
Contrôleur nommé par le tribunal de
7098961 Canada Inc.

Télécopieur.: 514-908-3797 ou 1-866-773-2196
Courriel: BTR@Richter.ca

SCHEDULE "D"
CREDITORS' INSTRUCTIONS

[Begins on next page]

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No.: 500-11-050409-164

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PLAN OF
COMPROMISE OF:
7098961 CANADA INC.

DEBTOR

- and -

RICHTER ADVISORY GROUP INC.

MONITOR

**INSTRUCTIONS TO CREDITORS WHO WISH TO ASSERT THEIR CLAIMS
AGAINST 7098961 CANADA INC., ITS DIRECTORS AND/OR OFFICERS**

Please note that the bar date for the filing of all proofs of claim (collectively, the "Proofs of Claim, and each a "Proof of Claim") in respect of a Claim (as defined in the C&M Procedure Order") is July 8, 2016 at 5:00 PM, or, for creditors with Restructuring Claims (as defined in the C&M Procedure Order) arising after June 1, 2016, ten (10) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement (the "Claims Bar Date").

We enclose copies of the following documents:

1. Notice to Creditors; and
2. Blank "Proof of Claim" form.

FRANÇAIS AU VERSO

Pursuant to an Order of the Québec Superior Court granted on May 24, 2016 (the "C&M Procedure Order"), a process (the "Claims Process") was approved for the purpose of identifying, establishing, adjudicating or otherwise resolving any and all Claims (as defined in the C&M Procedure Order) of any persons against 7098961 Canada Inc. (the "Debtor"), its directors and/or officers.

The purpose of these instructions is to provide you with the information required to file a Proof of Claim in respect of any Claims you may have against the Debtor, its directors and/or officers.

FILING A PROOF OF CLAIM

Please note that this form of Proof of Claim is only to be used if you have a Claim against the Debtor, its directors and/or officers.

Please review all the enclosed documents carefully.

If you have a Claim against the Debtor, its directors and/or officers you must complete, sign and provide to the Monitor a Proof of Claim with respect to such Claim(s) so that it is actually received by the Monitor on or before the Claims Bar Date. Otherwise such Claim(s) against the Debtor, its directors and/or officers will be forever barred and extinguished.

When submitting a Proof of Claim, you must attach any documents that support the Claim(s) and provide a description of the basis for the Claim(s).

A completed and signed Proof of Claim may be provided to the Monitor by e-mail at BTR@Richter.ca, facsimile at 514-908-3797 or 1-866-773-2196, mail, courier or registered mail to the address set out below.

FURTHER INFORMATION

If you have any questions regarding the Claims Process or any of the enclosed forms, please contact Richter Advisory Group Inc. at the following coordinates:

Richter Advisory Group Inc.
Court-appointed Monitor of
7098961 Canada Inc.
1981 McGill College Avenue
Montreal (Quebec) H3A

Attention: Mr. Benoît Gingues and Ms. Mirella Pisciuneri

Telephone: 514-908-3796 or 1-866-585-9751

Fax: 514-908-3797 or 1-866-773-2196

E-mail: BTR@Richter.ca

Additional Proof Claim forms can be found on the Monitor's website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>, or obtained by contacting the Monitor at the coordinates indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information you will receive, as soon as practicable, additional Proof of Claim forms.

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
Nº: 500-11-050409-164

COUR SUPÉRIEURE
(Chambre commerciale)

DANS L'AFFAIRE DU PLAN DE
COMPROMIS DE :
7098961 CANADA INC.

DÉBITRICE

- et -

RICHTER GROUPE CONSEIL INC..

CONTRÔLEUR

**INSTRUCTIONS AUX CRÉANCIERS QUI DÉSIRENT FAIRE VALOIR UNE
RÉCLAMATION CONTRE 7098961 CANADA INC., SES ADMINISTRATEURS
ET/OU DIRIGEANTS**

Veuillez prendre note que la Date limite de dépôt des preuves de réclamation (collectivement, les « Preuves de réclamation », chacune une « Preuve de réclamation ») à l'égard d'une « Réclamation », tel que désigné par le terme anglais « *Claims* » dans l'Ordonnance, est à 17 heures le 8 juillet 2016, ou pour les créanciers ayant des réclamations désignés dans l'Ordonnance comme étant des « *Restructuring Claims* » prenant naissance après le 27 avril 2016, au plus tard dix (10) jours après la date de réception par le créancier de l'avis de résiliation, de répudiation ou de terminaison du contrat, du bail, du contrat de travail ou autre entente (la « Date limite pour le dépôt des preuves de réclamation »).

Veuillez trouver ci-joint les documents suivants :

1. Avis aux créanciers;
2. Formulaire vierge de Preuve de Réclamation.

ENGLISH ON REVERSE

Conformément à une ordonnance rendue par la Cour Supérieure du Québec le 24 mai 2016 (l'« **Ordonnance** »), un processus (le « **Processus de réclamation** ») a été approuvé dans le but d'identifier, établir, statuer ou autrement résoudre toutes « **Réclamation** » de toutes personnes à l'encontre de la Débitrice, ses administrateurs et/ou dirigeants.

Ces instructions ont pour objectif de vous fournir les informations requises pour déposer une Preuve de réclamation à l'égard de toute « Réclamation » que vous pourriez faire valoir à l'encontre la Débitrice, ses administrateurs et/ou ses dirigeants.

DÉPÔT D'UNE PREUVE DE RÉCLAMATION

Veuillez prendre note que ce formulaire doit être utilisé seulement si vous avez une « Réclamation » contre la Débitrice et/ou ses administrateurs ou ses dirigeants.

Veuillez prendre connaissance attentivement de tous les documents ci-joints.

Si vous avez une « Réclamation » à faire valoir contre la Débitrice, ses administrateurs et/ou dirigeants, vous devez remplir, signer et transmettre au Contrôleur, de façon à ce qu'elle soit reçue par le Contrôleur avant ou à la Date limite de dépôt des preuves de réclamation, une Preuve de réclamation à l'égard d'une « Réclamation » contre la Débitrice, ses administrateurs et/ou dirigeants, à défaut de quoi ladite « Réclamation » sera prescrite et éteinte à jamais.

Lorsque vous soumettez une Preuve de réclamation, vous devez y joindre tous documents justifiant la (les) « Réclamation(s) » et donner une description de ce qui a donné naissance à la (aux) « Réclamation(s) ».

La Preuve de réclamation dûment remplie et signée doit être transmise au Contrôleur par courriel à BTR@Richter.ca, par télécopieur au 514-908-9737 ou 1-866-773-2196, par courrier ordinaire, par messager ou courrier recommandé à l'adresse ci-dessous.

INFORMATIONS SUPPLÉMENTAIRES

Pour toutes question concernant le Processus de réclamation ou n'importe lequel des documents ci-joints, nous vous prions de communiquer avec Richter Groupe Conseil Inc. aux coordonnées suivantes :

Richter Groupe Conseil Inc.

Contrôleur nommé par le tribunal de
7098961 Canada Inc.

1981, avenue McGill College
Montréal (Québec) H3A 0G6

À l'attention de M. Benoît Gingues et Mme Mirella Pisciuneri

Téléphone : 514-908-3796 ou 1-866-585-9751

Télécopieur : 514-908-3797 ou 1-866-773-2196

Courriel : BTR@ Richter.ca

Des formulaires vierges de Preuve de Réclamation peuvent être obtenus sur le site Web du Contrôleur à l'adresse suivante <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>. ou en communiquant avec le Contrôleur aux coordonnées indiquées ci-dessus et en fournissant les détails quant à votre nom, adresse, adresse courriel et numéro de télécopieur. Lorsque le contrôleur aura reçu cette information, vous

recevrez, aussitôt que possible, des formulaires vierges additionnels de Preuve de Réclamation.

SCHEDULE "E"
NOTICE OF THE CREDITORS' MEETING

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CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No.: 500-11-050409-164

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PLAN OF
COMPROMISE OF:
7098961 CANADA INC.

DEBTOR

- and -

RICHTER ADVISORY GROUP INC.

MONITOR

NOTICE OF CREDITORS' MEETING

NOTICE IS HEREBY GIVEN that 7098961 Canada Inc. (the "Petitioner"), has filed with the Québec Superior Court of Justice, Commercial Division (the "Court"), a plan of compromise (as it may be amended, varied, modified, restated or supplemented by the Petitioner from time to time in accordance with its terms and the terms of the C&M Procedure Order (as defined below), the "CCAA Plan") pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA").

A copy of the CCAA Plan is attached hereto as "*Plan of Compromise*". Unless otherwise indicated, terms defined herein shall have the same meaning as in the CCAA Plan or in the C&M Procedure Order (as defined below).

The CCAA Plan contemplates the compromise of the Affected Claims of the Affected Creditors.

NOTICE IS ALSO HEREBY GIVEN that the Creditors' Meeting will be held at 10:00 a.m., Eastern Prevailing Time, on July 12, 2016 at [1155 René-Lévesque West, 40th Floor, Montreal, Québec H3B 3V2], for the purpose of:

- (i) considering and, if thought advisable, adopting a resolution (the "Resolution") to approve the CCAA Plan (the full text of this Resolution is attached), with or without variation; and
- (ii) transacting such other business as may properly be submitted at the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.

The Creditors' Meeting is being held pursuant to the Order issued on May 24, 2016 by the Honourable Michel Pinsonnault of the Superior Court of Quebec (the "C&M Procedure Order"). A copy of the C&M Procedure Order is attached hereto.

Affected Creditors who wish to vote on the Resolution must have submitted one or more Proof(s) of Claim and proven their Claim(s) in the manner and within the time specified in the C&M Procedure Order. Copies of the Claims Package and of the Meeting Materials are available on the Monitor's Website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>. Affected Creditors who do not have Voting Claims or Claims that have been accepted for voting purposes in accordance with the C&M Procedure Order, if any, are not entitled to attend or vote at the Creditors' Meeting.

For the purpose of voting on and receiving distributions pursuant to the CCAA Plan, the Affected Claims are divided into a single class, as set out in the CCAA Plan. In order for the CCAA Plan to become effective: (i) the CCAA Plan must be approved by the affirmative vote of a majority in number, representing not less than two-thirds in value of the Voting Claims, of Affected Creditors (in person or by proxy), and (ii) the conditions to the implementation and effectiveness of the CCAA Plan must be satisfied or waived.

Any Affected Creditor who is entitled to vote at the Creditors' Meeting but is unable or does not intend to attend such Creditors' Meeting may vote by signing, dating and returning the enclosed proxy (each, a "Proxy") in accordance with the accompanying instructions. In order to be used at the Creditors' Meeting, a Proxy must be received by the Monitor, by email, facsimile transmission, mail, courier or registered mail prior to 5:00 p.m. on July 8, 2016 or at any time prior to 5:00 p.m. on the Business Day immediately preceding any adjournment, postponement or other rescheduling of such Creditors' Meeting. A Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) before the beginning of such Creditors' Meeting (or any such adjournment, postponement or other rescheduling).

Affected Creditors are responsible for obtaining proof of delivery, if required, of such Proxies. The Monitor will only accept Proxies that relate to the CCAA Plan, and any voting ballot will be disregarded and discarded.

The Monitor's coordinates for the purpose of returning Proxies and for obtaining any additional information or materials related to the Creditors Meeting are:

By telephone (toll-free): 514-908-3796 or 1-866-585-9751

By registered mail: Richter Advisory Group Inc.
1981 McGill College Avenue
Montréal, Québec
Canada H3A 0G6
Subject: 7098961 Canada Inc.'s Creditors Meeting

By facsimile: 514-908-3797 or 1-866-773-2196

By email: BTR@Richter.ca

Copies of the Meeting Materials will also be posted on the Monitor's website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

NOTICE IS ALSO HEREBY GIVEN that if the CCAA Plan is approved by the Affected Creditors, and all other necessary conditions of the CCAA Plan are satisfied or waived, the Petitioner intends to file a motion presentable before the Court on July 18, 2016 seeking an order sanctioning the CCAA Plan pursuant to the CCAA (the "Sanction Order"), without further notice. A copy of the motion for the Sanction Order will be posted on the Monitor's website, as soon as practicable after it is filed with the Court. Any Person intending to object to the motion seeking the Sanction Order must file with the Court, before 4:30 p.m. on July 15, 2016, a written notice containing a description of its proposed grounds of contestation and shall effect service of same, within the same delay, to counsel to the Petitioner and the Monitor, and to those persons listed on the Petitioner's service list posted on the Monitor's website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

Montréal, this 27th day of May 2016.

**RICHTER ADVISORY GROUP INC.
COURT-APPOINTED MONITOR OF
7098961 CANADA INC.**

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
No.: 500-11-050409-164

COUR SUPÉRIEURE
(Chambre commerciale)

DANS L'AFFAIRE DU PLAN DE
COMPROMIS DE :
7098961 CANADA INC.

DÉBITRICE

- et -

RICHTER GROUPE CONSEIL INC.

CONTRÔLEUR

AVIS DE CONVOCATION À L'ASSEMBLÉE DES CRÉANCIERS

PAR LES PRÉSENTES, UN AVIS VOUS EST DONNÉ à l'effet que 7098961 Canada Inc. (la « Débitrice »), a déposé à la Cour supérieure du Québec, Chambre commerciale (la « Cour ») un plan de compromis (tel qu'amendé, varié, modifié, mis à jour ou complété par la Débitrice, le cas échéant, en conformité à ses modalités ainsi qu'aux dispositions de l'Ordonnance (tel que défini ci-après, le « Plan »), le tout en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* (la « LACC »)).

Une copie du Plan est jointe aux présentes - « *Plan de compromis* ». Sauf indication contraire, les définitions figurant dans le Plan ou dans l'Ordonnance s'appliquent au présent Avis de convocation à l'assemblée des créanciers.

Le Plan prévoit le compromis des réclamations détenues par les créanciers visés (tel que désigné par le terme anglais « *Affected Creditors* » dans la version originale anglaise du Plan).

AVIS EST ÉGALEMENT DONNÉ que l'assemblée des créanciers de la Débitrice (l'**« Assemblée des Créditeurs »**) aura lieu le **12 juillet 2016 à 10 h** (heure normale de l'Est), au **[1155 René-Lévesque Ouest, 40^e étage, Montréal (Québec) H3B 3V2]**, aux fins suivantes :

- (i) considérer et, si cela est jugé souhaitable, adopter une résolution (la « **Résolution** ») en vue d'approuver le Plan (dont le texte intégral est ci-joint), avec ou sans modification;
- (ii) délibérer sur toute autre question pouvant être soumise à Assemblée des Créditeurs, telle qu'ajournée, reportée ou remise, le cas échéant.

L'Assemblée des Créditeurs sera tenue conformément à l'Ordonnance prononcée le 24 mai 2016 par l'Honorable Michel Pinsonnault de la Cour Supérieure du Québec (l'**« Ordonnance »**). Une copie de l'Ordonnance est jointe aux présentes.

Les Créditeurs Visés qui souhaitent voter à l'égard de la Résolution devront avoir soumis une ou des preuve(s) de réclamation et avoir prouvé leur(s) réclamation(s) de la manière et dans le délai prévu dans l'Ordonnance. Une copie des documents compris dans la trousse de réclamation et des documents relatifs à l'Assemblée des Créditeurs sont disponibles sur le site Web du contrôleur au <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>. Les Créditeurs Visés n'ayant aucune réclamation avec droit de vote ou réclamation contestée mais ayant été acceptée aux fins de votation conformément à l'Ordonnance, s'il en est, n'auront pas le droit d'assister ni de voter à l'Assemblée des Créditeurs.

Aux fins de votation sur le Plan et distribution en conformité avec ce dernier, les réclamations visées par le Plan sont divisées en une seule catégorie, tel qu'indiqué dans le Plan. Afin que le Plan puisse prendre effet : (i) il doit d'abord être approuvé par le vote affirmatif de la majorité en nombre, représentant au moins les deux tiers en valeur des réclamations des Créditeurs Visés (en personne ou par procuration); (ii) les conditions de mise en œuvre et de prise d'effet du Plan doivent avoir été respectées ou avoir fait l'objet d'une renonciation.

Tout Créditeur Visé habilité à voter à l'Assemblée des Créditeurs, mais qui ne peut pas ou ne désire pas y assister, peut voter en signant et en datant la procuration ci-jointe (la « Procuration ») et en la renvoyant conformément aux instructions qui accompagnent. Pour être utilisé à l'Assemblée des Créditeurs, la Procuration doit être réellement reçue par le contrôleur, Richter Groupe Conseil Inc., par courriel, télécopieur, courrier ordinaire, messager ou courrier recommandé avant 17 h le 8 juillet 2016, ou en tout temps avant 17 h le jour ouvrable précédent immédiatement la date à laquelle l'Assemblée des Créditeurs est éventuellement ajournée ou reportée. Une Procuration peut également être remise au président de l'Assemblée des Créditeurs avant l'ouverture de ladite Assemblée des Créditeurs ou de sa reprise en cas d'ajournement ou de report.

Il incombe aux Créditeurs Visés d'obtenir, s'il y a lieu, une preuve de livraison de leur Procuration. Le Contrôleur acceptera uniquement les Formulaires de procuration ayant trait au Plan; il ne sera tenu compte d'aucun autre bulletin de vote.

Les coordonnées du Contrôleur, aux fins de l'envoi des Formulaires de procuration, et pour obtenir un renseignement ou un document supplémentaire se rapportant à l'Assemblée des Créditeurs, figurent ci-après :

Par téléphone (sans frais) : 514-908-3796 ou 1-866-585-9751

Par courrier recommandé : Richter Groupe Conseil Inc.
1981, avenue McGill College
Montréal (Québec)

Canada H3A 0G6

Objet : Assemblée des Créditeurs de 7098961 Canada Inc.

Par télécopieur : 514-908-3797 ou 1-866-773-2196

Par courriel : BTR@Richter.ca

Les documents ayant trait à l'Assemblée des Créditeurs sont également affichés sur le site Web du Contrôleur à l'adresse <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

AVIS EST ÉGALEMENT DONNÉ que si le Plan est approuvé par les Créditeurs Visés et que toutes les autres conditions obligatoires du Plan sont respectées ou font l'objet d'une renonciation, la Requérante a l'intention de déposer une requête (la « **Requête en homologation** ») présentable à la Cour le 18 juillet 2016 demandant l'émission d'une ordonnance homologuant le Plan, le tout en conformité avec la LACC (l'**« Ordonnance d'homologation** »), sans autre préavis. Une copie de la Requête en homologation sera affichée sur le site Web du Contrôleur dès que possible après son dépôt à la Cour. Toute personne ayant l'intention de s'opposer à la Requête en homologation doit produire à la Cour avant 16h30 (Heure normale de l'Est) le 15 juillet 2016 un avis écrit articulant ses motifs de contestation et signifier dans le même délai cet avis aux conseillers juridiques de la Requérante, du Contrôleur et aux personnes énumérées dans la liste de signification de la Requérante affichée sur le site Web du Contrôleur à l'adresse <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

Montréal, le 27 mai 2016.

**RICHTER GROUPE CONSEIL INC.
CONTRÔLEUR NOMMÉ PAR LE TRIBUNAL DE
7098961 CANADA INC.**

SCHEDULE "F"
CCAA PLAN

[Begins on next page]

500-11-050409-164

SCHEDULE "G"
FORM OF PROXY

[Begins on next page]

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No.: 500-11-050409-164**

**SUPERIOR COURT
(Commercial Division)**

**IN THE MATTER OF THE PLAN OF
COMPROMISE OF:
7098961 CANADA INC.**

DEBTOR

- and -

RICHTER ADVISORY GROUP INC.

MONITOR

**PROXY, INSTRUCTIONS AND ELECTION NOTICE FOR AFFECTED
CREDITORS IN THE MATTER OF THE PLAN OF COMPROMISE OF
7098961 CANADA INC.**

THE MEETING OF CREDITORS will be held at the time and place below pursuant to the Order of the Quebec Superior Court (Commercial Division) issued on May 24, 2016 (the "C&M Procedure Order") to allow them to vote on the CCAA Plan of Compromise of 7098961 Canada Inc. filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (as may be amended from time to time, the "CCAA Plan").

**On July 12, 2016 10 a.m. (Montréal time)
at [1155 René-Lévesque West, 40th Floor, H3B 3BV2],**

as maybe adjourned, postponed or rescheduled (the "Creditors' Meeting").

Montreal, this 27th day of May 2016.

**RICHTER ADVISORY GROUP INC.
COURT-APPOINTED MONITOR OF
7098961 CANADA INC.**

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
No.: 500-11-050409-164**

**SUPERIOR COURT
(Commercial Division)**

**IN THE MATTER OF THE PLAN OF
COMPROMISE OF:
7098961 CANADA INC.**

DEBTOR

- and -

RICHTER ADVISORY GROUP INC.

MONITOR

**PROXY, AFFECTED CREDITORS' INSTRUCTIONS
AND ELECTION NOTICE**

PLEASE COMPLETE, SIGN AND DATE THIS PROXY AND RETURN IT TO RICHTER ADVISORY GROUP INC., IN ITS CAPACITY AS MONITOR, SO THAT IT RECEIVES IT BY NO LATER THAN 5:00 P.M. ON JULY 8, 2016 (THE "VOTING DEADLINE") OR AT ANY TIME BEFORE 5:00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRECEDING ANY ADJOURNMENT, POSTPONEMENT OR RESCHEDULING OF THE CREDITORS' MEETING. This Form of Proxy may also be deposited with the Chair at the Creditors' Meeting before the beginning of the Creditors' Meeting.

LA VERSION FRANÇAISE DE CE FORMULAIRE DE PROCURATION SERA DISPONIBLE SUR LE SITE WEB DU CONTRÔLEUR DÉSIGNÉ AUX TERMES DE LA LACC, À L'ADRESSE <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

Please use this Proxy if you do not wish to attend the Creditors' Meeting to vote in person but wish to appoint a proxyholder to attend the Creditors' Meeting, vote your Claim to accept or reject the CCAA Plan and otherwise act for and on your behalf at the Creditors' Meeting and any adjournment(s), postponement(s) or rescheduling(s) thereof.

On May 24, 2016, the Quebec Superior Court (Commercial Division) issued an order establishing certain procedures for the purpose of identifying, establishing, adjudicating or otherwise resolving of all Claims against the Debtor and for the conduct of the Creditors' Meeting (the "C&M Procedure Order"), a copy of which is available on the Monitor's Website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>. The C&M Procedure Order contains important information regarding the voting process. Please read the C&M Procedure Order and the instructions sent with this Form of Proxy prior to submitting this Form of Proxy.

The CCAA Plan is attached to the Notice of Meeting of the Petitioner dated June 1, 2016, a copy of which you have received. All capitalized terms used but not defined in this Form of Proxy shall have the meanings ascribed to such terms in the C&M Procedure Order. You should review the CCAA Plan before you vote.

If the CCAA Plan is sanctioned by the Quebec Superior Court, it will be binding on you whether or not you vote.

IN THE MATTER OF THE PLAN OF COMPROMISE OF 7098961 CANADA INC.

ITEM 1 APPOINTMENT OF PROXYHOLDER

By checking one of the two boxes below, the undersigned Affected Creditor hereby revokes all proxies previously given and nominates, constitutes and appoints either _____ or a representative of Richter Advisory Group

Inc., in its capacity as Monitor, as proxyholder (if you would like the Monitor to act as your proxyholder, leave space blank) with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Creditors' Meeting and any adjournment(s) thereof, and to vote the amount of the Creditors' Claim. Without limiting the generality of the power hereby conferred, the person named as proxyholder is specifically directed to vote as shown below. The person named as proxyholder is also directed to vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned with respect to any amendments or variations to the CCAA Plan and to any matters that may come before the Creditors' Meeting or any adjournment thereof and to vote the amount of the Affected Creditor's Claim(s) for voting purposes as follows (mark only one):

- Vote **FOR** approval of the CCAA Plan Vote **AGAINST** approval of the CCAA Plan

Please note that if no specification is made hereinabove, the Affected Creditor will be deemed to have voted FOR approval of the CCAA Plan.

Dated this _____ day of _____, 2016.

Print Name of Affected Creditor

Signature of Affected Creditor or, if the Affected Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Title of the authorized signing officer of the corporation, partnership or trust, if applicable

E-mail address of Affected Creditor

Telephone of Affected Creditor or authorized signing officer

Mailing Address of Affected Creditor

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the CCAA Plan. This Form of Proxy is not a letter of transmittal and may not be used for any purpose other than to appoint a proxyholder and to cast votes to accept or reject the CCAA Plan.

YOUR ORIGINAL FORM OF PROXY AND VOTE MUST BE ACTUALLY RECEIVED BY THE MONITOR AT THE ADDRESS LISTED BELOW ON OR BEFORE 5:00 P.M. ON THE VOTING DEADLINE JULY 8, 2016, OR AT ANY TIME PRIOR TO 5:00 P.M. ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE ADJOURNMENT, THE POSTPONEMENT OR THE RESCHEDULING OF THE CREDITORS MEETING.

**RICHTER ADVISORY GROUP INC.
MONITOR OF 7098961 CANADA INC.
1981 McGill College Avenue
Montréal (Québec) H3A 0G6
Subject: 7098961 Canada Inc.'s Creditors' Meeting**

This Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.

IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL FORM OF PROXY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT 514-908-3796 or 1-866-585-9751 OR VISIT THE MONITOR'S WEBSITE AT <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

INSTRUCTIONS FOR COMPLETION OF FORM OF PROXY AND VOTE

1. All capitalized terms used but not defined in this Proxy and Vote shall have the meanings ascribed to such terms in the C&M Procedure Order, a copy of which is available on the Monitor's Website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.
2. Please read and follow these instructions carefully. Your Form of Proxy must be actually received by the Monitor by email, facsimile transmission, mail, courier or registered mail, by no later than 5:00 p.m. on July 8, 2016, or at any time prior to 5:00 p.m. on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
3. In order to appoint a proxyholder for the Creditors' Meeting using this Proxy and for your vote to accept or reject the CCAA Plan to count, you must:
 - a. If you wish to vote by proxy rather than in person at the Creditors' Meeting, either write in the name of your proxyholder in Item 1 or, if you would like a representative of the Monitor to act as your proxyholder, leave the space blank;
 - b. Check the appropriate box in Item 1 if you wish to vote by proxy rather than in person at the Creditors' Meeting (NOTE: if you do not check either box, you will be deemed to have voted FOR approval of the CCAA Plan);
 - c. Sign the Proxy — your original signature is required on the Proxy in order to appoint a proxyholder and vote at the Creditors' Meeting;
 - d. If you are completing the Proxy as a duly authorized representative of a corporation or other entity, indicate your relationship with such corporation or other entity and the capacity in which you are signing, and if subsequently requested, provide proof of your authorization to so sign. In addition, please provide your name and mailing address; and
 - e. Return the completed Proxy to the Monitor by no later than 5:00 p.m. on July 8, 2016, or at any time prior to 5:00 p.m. on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
4. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor and such right may be exercised

by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Affected Creditor will be deemed to have appointed any officer of Richter Advisory Group Inc., in its capacity as Monitor, or such other person as Richter Advisory Group Inc. may designate, as proxy holder of the Affected Creditor, with power of substitution, to attend on behalf of and act for the Affected Creditor at the Creditors' Meeting to be held in connection with the CCAA Plan and at any and all adjournments, postponements or other rescheduling thereof.

5. If you need additional Forms of Proxy, please immediately contact the Monitor.
6. If multiple Proxies are received from the same person with respect to the same Claims prior to the Voting Deadline, the latest dated, validly executed Proxy timely received will supersede and revoke any earlier received Proxy. However, if a holder of Claims casts Proxies which are received by the Monitor and dated with the same date, but which are voted inconsistently, such Proxies will not be counted. If a Proxy is not dated in the space provided, it shall be deemed dated as of the date it is received by the Monitor.
7. If the Creditor validly submits a Form of Proxy to the Monitor and subsequently attends the Creditors' Meeting and votes in person inconsistently, the Creditor's vote at the Creditors' Meeting will supersede and revoke the earlier received Proxy.
8. Proxies may also be accepted if deposited with the Chair at the CCAA Creditors' Meeting before the beginning of the Creditors' Meeting, or, for purposes of voting at an adjourned, postponed or other rescheduled Creditors' Meeting, if received by the Monitor prior to 5:00 p.m. on the Business Day immediately preceding any adjournment, postponement or other rescheduling thereof.
9. Any Proxy that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.
10. Any Proxy that attempts to partially accept and partially reject the CCAA Plan will not be counted.
11. After the Voting Deadline, no Proxy may be withdrawn or modified, except by Proxy deposited with the Chair at the Creditors' Meeting or by a Creditor voting in person at the Creditors' Meeting, without the prior consent of the Petitioner.

PLEASE SUBMIT YOUR PROXY TO THE MONITOR PROMPTLY. IF YOU HAVE ANY QUESTIONS REGARDING THE FORM OF PROXY OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE FORM OF PROXY OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE MONITOR AT 514-908-3796 or 1-866-585-9751 OR VISIT THE MONITOR'S WEBSITE AT <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

**YOU MAY RETURN YOUR FORM OF PROXY BY EMAIL, FACSIMILE TRANSMISSION,
MAIL, COURIER OR REGISTERED MAIL AT THE FOLLOWING ADDRESS:**

RICHTER ADVISORY GROUP INC.
MONITOR OF 7098961 CANADA INC.
1981 McGill College Avenue
Montréal (Québec) H3A 0G6
Attention: 7098961 Canada Inc.'s Creditors' Meeting

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
No.: 500-11-050409-164

COUR SUPÉRIEURE
(Chambre commerciale)

DANS L'AFFAIRE DU PLAN DE
COMPROMIS DE :
7098961 CANADA INC.

DÉBITRICE

- et -

RICHTER GROUPE CONSEIL INC.

CONTRÔLEUR

**PROCURATION, INSTRUCTIONS ET AVIS DE CHOIX AUX
CRÉANCIERS VISÉS DANS L'AFFAIRE DU PLAN DE
COMPROMIS
DE 7098961 CANADA INC.**

L'ASSEMBLÉE DES CRÉANCIERS se tiendra à la date et l'adresse ci-dessous conformément à l'ordonnance de la Cour supérieure du Québec (Chambre commerciale) rendue le 24 mai 2016 (l'**« Ordonnance »**) afin de leur permettre de considérer et de voter sur le Plan de compromis de 7098961 Canada Inc. déposé en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* (Canada) (tel que modifié, varié, mis-à-jour ou complété de temps à autre, le cas échéant, le **« Plan »**).

Le 12 juillet 2016 à 10 h
au [1155, René-Lévesque Ouest, 40^e étage, Montréal, Québec, H3B 3V2],
telle qu'ajournée, reportée ou remise (l'**« Assemblée des Créditeurs »**).

Montréal, le 27 mai 2016.

**RICHTER GROUPE CONSEIL INC.
CONTRÔLEUR NOMMÉ PAR LE TRIBUNAL DE
7098961 CANADA INC.**

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
No.: 500-11-050409-164

COUR SUPÉRIEURE
(Chambre commerciale)

DANS L'AFFAIRE DU PLAN DE
COMPROMIS DE :
7098961 CANADA INC.

DÉBITRICE

- et -

RICHTER GROUPE CONSEIL INC.

CONTRÔLEUR

PROCURATION, INSTRUCTIONS AUX CRÉANCIERS VISÉS ET AVIS DE CHOIX

VEUILLEZ REMPLIR, SIGNER ET DATER LE PRÉSENT FORMULAIRE DE PROCURATION ET LE FAIRE PARVENIR AU CONTRÔLEUR, RICHTER GROUPE CONSEIL INC., AU PLUS TARD À 17 H LE 8 JUILLET 2016 (LA « DATE LIMITE POUR VOTER »), OU EN TOUT TEMPS AVANT 17 H LE JOUR OUVRABLE PRÉCÉDANT IMMÉDIATEMENT LA DATE À LAQUELLE L'ASSEMBLÉE DES CRÉANCIERS EST ÉVENTUELLEMENT AJOURNÉE OU REPORTÉE. UNE PROCURATION PEUT ÉGALEMENT ÊTRE REMISE AU PRÉSIDENT DE L'ASSEMBLÉE DES CRÉANCIERS AVANT L'OUVERTURE DE LADITE ASSEMBLÉE DES CRÉANCIERS OU DE SA REPRISE EN CAS D'AJOURNEMENT OU DE REPORT.

THE ENGLISH VERSION OF THIS FORM OF PROXY IS AVAILABLE ON THE WEB SITE OF THE MONITOR APPOINTED UNDER THE CCAA AT <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.

Veuillez utiliser le présent Formulaire de procuration si vous ne souhaitez pas assister à l'Assemblée des Créditeurs afin d'y voter en personne mais souhaitez plutôt nommer un mandat de pouvoir qui assistera l'Assemblée des Créditeurs pour vous, qui votera en votre nom pour ou contre le Plan selon vos directives et qui agira par ailleurs en votre nom à l'Assemblée des Créditeurs et à tout ajournement, tout report ou toute remise de celle-ci.

Le 24 mai 2016, la Cour supérieure du Québec (Chambre commerciale) a prononcé une ordonnance établissant certaines formalités afin d'identifier, établir, statuer ou autrement résoudre les réclamations contre la Débitrice et pour le déroulement de l'Assemblée des Créditeurs (l'**« Ordonnance »**), dont un exemplaire est disponible sur le site web du Contrôleur au <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada->

inc. L'Ordonnance contient des renseignements importants sur la procédure de vote. Veuillez lire l'Ordonnance relative à l'Assemblée des Créanciers et les instructions ci-jointes avant de transmettre la présente procuration.

Le Plan est joint à l'Avis de convocation de la Débitrice daté du 27 mai 2016, dont vous avez reçu copie. Les définitions figurant dans l'Ordonnance (tel que défini ci-dessous) s'appliquent au présent formulaire de procuration. Vous devriez lire le Plan avant de voter.

Si la Cour supérieure du Québec homologue le Plan, le Plan vous liera, même si vous n'avez pas voté.

DANS L'AFFAIRE DU PLAN DE COMPROMIS DE 7098961 CANADA INC.

RUBRIQUE 1 NOMINATION D'UN FONDÉ DE POUVOIR

En cochant l'une des deux cases ci-après, le créancier visé soussigné révoque par les présentes toute procuration préalablement donnée et désigne comme fondé de pouvoir soit _____, soit un représentant de Richter Groupe Conseil Inc., ès qualités de contrôleur (si vous souhaitez que le contrôleur soit votre fondé de pouvoir, veuillez ne rien inscrire), avec pleins pouvoirs de substitution, afin qu'il assiste, vote ou agisse par ailleurs pour le soussigné à l'Assemblée des Créanciers et à toute reprise de celle-ci en cas d'ajournement, et qu'il exerce les droits de vote rattachés à la réclamation du soussigné. Sans que soit limitée la généralité du pouvoir conféré par les présentes, le fondé de pouvoir est tenu de voter de la façon indiquée ci-après. Le fondé de pouvoir est par ailleurs autorisé à voter à son gré et à agir par ailleurs pour le compte du soussigné à l'égard de toute modification du Plan et de toute question pouvant être soumise à l'Assemblée des Créanciers ou à toute reprise de celle-ci en cas d'ajournement et à exercer les droits de vote rattachés à ou ses réclamation(s), de la façon indiquée ci-après :

Vote POUR l'approbation du Plan Vote CONTRE l'approbation du Plan

Veuillez noter qu'en l'absence d'indication le créancier visé sera réputé avoir voté POUR l'approbation du Plan.

Fait en ce _____ jour de _____ 2016.

Inscrire le nom du créancier visé en caractères d'imprimerie

Signature du créancier visé ou, s'il s'agit d'une société par actions, d'une société de personne ou d'une fiducie, de son signataire autorisé

Fonctions du signataire autorisé de la société par actions, de la société de personnes ou de la fiducie, selon le cas

Adresse courriel du créancier visé

Numéro de téléphone du créancier visé ou du signataire autorisé

Adresse postale du créancier visé

Aucune commission ou autre rémunération ne sera payable à un courtier, à un intermédiaire ou à quiconque d'autre qui sollicite des votes relatifs au Plan. Le présent formulaire de procuration et de vote n'est pas une lettre d'envoi et peut servir uniquement à nommer un fondé de pouvoir et à voter pour l'acceptation ou le rejet du Plan.





POUR QUE LA DÉSIGNATION DE VOTRE FONDÉ DE POUVOIR, VOTRE VOTE ET, LE CAS ÉCHÉANT, VOS CHOIX SOIENT PRIS EN COMPTE, LE CONTRÔLEUR DOIT RÉELLEMENT RECEVOIR VOTRE PROCURATION AUX COORDONNÉES MENTIONNÉES CI-APRÈS AU PLUS TARD À 17 H, À LA DATE LIMITE POUR VOTER (LE 8 JUILLET 2016) OU EN TOUT TEMPS AVANT 17 H LE JOUR OUVRABLE PRÉCÉDANT IMMÉDIATEMENT LA DATE À LAQUELLE L'ASSEMBLÉE DES CRÉANCIERS EST ÉVENTUELLEMENT AJOURNÉE OU REPORTÉE.

**RICHTER GROUPE CONSEIL INC.
CONTRÔLEUR DE 7098961 CANADA INC.**

**1981, avenue McGill College
Montréal (Québec) H3A 0G6**

Objet : Assemblée des créanciers de 7098961 Canada Inc.

Une Procuration peut également être remis en mains propres au président de l'Assemblée des Créditeurs, avant le début de cette assemblée.

SI VOUS AVEZ DES QUESTIONS CONCERNANT LA PRÉSENTE PROCURATION OU LES FORMALITÉS DE VOTE, OU SI VOUS AVEZ BESOIN DE FORMULAIRES DE PROCURATION ET DE VOTE OU DE COPIES SUPPLÉMENTAIRES DES DOCUMENTS CI-JOINTS, Veuillez COMMUNIQUER AVEC LE CONTRÔLEUR AU 514-908-3796 ou 1-866-585-9751 OU VOUS RENDRE SUR LE SITE WEB DU CONTRÔLEUR AU <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.

INSTRUCTIONS POUR REMPLIR LE FORMULAIRE DE PROCURATION

1. Les définitions figurant dans l'ordonnance rendue par la Cour Supérieure du Québec le 27 avril 2016 (l'« Ordonnance »), que vous pouvez consulter sur le site Web du contrôleur au <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>, s'appliquent au présent formulaire de procuration.
2. Veuillez lire et suivre ces instructions avec attention. Pour que la désignation de votre fondé de pouvoir soit prise en compte, le contrôleur doit réellement recevoir votre procuration au plus tard à 17 heures le 8 juillet 2016 (la « Date limite pour voter »), ou en tout temps avant 17 heure le jour ouvrable précédent immédiatement la date à laquelle l'assemblée des créanciers est éventuellement ajournée ou reportée, le cas échéant. Une procuration peut également être remise au président de l'assemblée des créancier avant l'ouverture de ladite assemblée des créanciers ou de sa reprise en cas d'ajournement ou de report.
3. Pour vous faire représenter par fondé de pouvoir à l'Assemblée des Créditeurs au moyen de la présente procuration et pour que votre vote d'acceptation ou de rejet du plan en vertu de la LACC soit compté, veuillez procéder comme suit :
 - a. Si vous souhaitez voter par procuration plutôt qu'en personne à l'Assemblée des Créditeurs, veuillez inscrire le nom de votre fondé de pouvoir à la rubrique 1 ou, si vous souhaitez qu'un représentant du Contrôleur soit votre fondé de pouvoir, n'inscrivez rien;
 - b. Cochez la case voulue à la rubrique 1 si vous souhaitez voter par procuration plutôt qu'en personne à l'Assemblée des Créditeurs (NOTE : Si vous ne cochez aucune des cases, vous serez réputé avoir voté POUR l'approbation du Plan);
 - c. Signez la procuration. La procuration doit porter votre signature originale pour que soit assurée votre représentation par fondé de pouvoir à l'Assemblée des Créditeurs;
 - d. Si vous remplissez la procuration à titre de représentant dûment autorisé d'une société ou d'une autre entité, indiquez votre lien avec elle et à quel titre vous signez. Il pourrait vous être demandé ultérieurement une preuve de votre pouvoir de signature. Veuillez également fournir votre nom et votre adresse postale;
 - e. Retournez votre procuration dûment remplie et signée au Contrôleur au plus tard à 17 heures le 8 juillet 2016 (la « Date limite pour voter »), ou en tout temps avant 17 heures le jour ouvrable précédent immédiatement la date à laquelle l'assemblée des créancier est éventuellement ajournée ou reportée, le cas échéant. Une procuration peut également être remise au président de l'assemblée des créanciers avant l'ouverture de ladite assemblée des créanciers ou de sa reprise en cas d'ajournement ou de report.
4. Chaque créancier visé (tel que désigné par le terme anglais « Affected Creditors » dans la version originale anglaise du Plan) habilité à voter à l'Assemblée des Créditeurs a le droit de nommer une personne (qui n'a pas à être un créancier visé), pour assister, agir et voter

en son nom à l'Assemblée des Créditeurs. Ce droit peut être exercé en inscrivant le nom de la personne ainsi nominée dans l'espace prévu à cette fin. Si aucun nom n'est inscrit dans l'espace prévu, le créancier visé sera réputé avoir nommé comme fondé de pouvoir un dirigeant de Richter Groupe Conseil Inc., ès qualités de Contrôleur, ou toute autre personne désignée par Richter Groupe Conseil Inc., avec pleins pouvoirs de substitution, pour assister à l'Assemblée des Créditeurs qui se tiendra dans le cadre du Plan, et à tout ajournement, toute reprise ou tout remise de l'Assemblée des Créditeurs, et y voter en son nom.

5. Si vous avez besoin de Formulaires de procuration supplémentaires, veuillez communiquer immédiatement avec le Contrôleur.
6. Si plusieurs procurations sont reçues de la même personne avant la date limite pour voter, la procuration qui porte la date la plus récente, valablement signée et reçue à temps, a préséance sur les autres procurations reçues antérieurement qu'elle a pour effet de révoquer. Cependant, si le Contrôleur reçoit d'un détenteur de réclamations des procurations qui portent la même date mais qui sont contradictoires, ces procurations ne seront pas prises en compte. La procuration qui ne porte pas de date dans l'espace prévu à cette fin sera réputée porter la date à laquelle le Contrôleur l'a reçue.
7. Si le créancier visé transmet valablement une procuration au Contrôleur puis assiste à l'Assemblée des Créditeurs et vote de façon incompatible avec la procuration remise, son vote à l'Assemblée des Créditeurs remplacera et révoquera la procuration préalablement reçue.
8. Les procurations seront également acceptées si remises au président de l'Assemblée des Créditeurs avant le début de cette assemblée, ou si, en vue de voter à une Assemblée des Créditeurs ayant été ajournée, reportée ou remise, elles sont reçues par le Contrôleur avant 17 h le jour ouvrable précédent l'ajournement, le report ou la remise d'une telle assemblée.
9. Les procurations illisibles ou qui contiennent des renseignements insuffisants pour permettre d'identifier le réclamant ne seront pas prise en compte.
10. Les procurations qui prétendent n'accepter ou rejeter que partiellement le Plan ne seront pas prises en compte.
11. Après la date limite pour voter, une procuration ne peut plus être retirée ou modifiée sans le consentement préalable de la Débitrice, sauf par dépôt d'une autre procuration auprès du président de l'Assemblée des Créditeurs ou par vote en personne d'un créancier à l'Assemblée des Créditeurs.

VEUILLEZ SOUMETTRE VOTRE PROCURATION DANS LES PLUS BREFS DÉLAIS. SI VOUS AVEZ DES QUESTIONS À PROPOS DU FORMULAIRE DE PROCURATION OU DES FORMALITÉS EN GÉNÉRAL, OU SI VOUS AVEZ BESOIN DE COPIES SUPPLÉMENTAIRES DU FORMULAIRE DE PROCURATION OU D'AUTRES DOCUMENTS QUI Y SONT JOINTS, VEUILLEZ COMMUNIQUER AVEC LE CONTRÔLEUR AU 514-908-3796 ou 1-866-585-9751 OU VISITER SON SITE WEB AU :

<https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>

VOUS POUVEZ RETOURNER VOTRE FORMULAIRE DE PROCURATION PAR COURRIEL,
TÉLÉCOPIEUR, COURRIER ORDINAIRE, MESSAGER OU COURRIER RECOMMANDÉ À
L'ADRESSE SUIVANTE :

RICHTER GROUPE CONSEIL INC.
CONTRÔLEUR DE 7098961 CANADA INC.
1981, avenue McGill College
Montréal (Québec) H3A 0G6
Objet : Assemblée