

No. S1710393  
Vancouver Registry

~~IN THE~~ SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
ALL CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION  
(MEETING ORDER)

BEFORE THE HONOURABLE ) THE 18th DAY OF  
MR. JUSTICE WALKER )  
) NOVEMBER 2019

ON THE APPLICATION of All Canadian Investment Corporation (the "Petitioner") dated November 14, 2019 coming on for hearing at Vancouver, British Columbia on this 18<sup>th</sup> day November 2019, and on hearing Jeremy D. West, counsel for the Petitioner and those other counsel listed on Schedule "A" hereto AND UPON READING the material filed herein for the purposes of this application;

**THIS COURT ORDERS that:**

1. The time for service of the Notice of Application is hereby abridged such that the Notice of Application is properly returnable today and service upon any interested party other than those parties on the Service List maintained by the Petitioner and the Monitor in this proceeding is hereby dispensed with.

## DEFINITIONS AND INTERPRETATION

2. All capitalized terms not otherwise defined in this Meeting Order shall have the meanings ascribed to them in the plan of the Petitioners attached hereto as **Schedule "B"** (the "**Plan**"), the Claims Process Order, and the following terms in this Meeting Order shall have the following meanings:
- (a) "**Creditor Proxy**" means the form of proxy for a Creditor, which shall be substantially in the form attached hereto as **Schedule "D"**;
  - (b) "**Chair**" means John McEown of the Monitor or such other representative of the Monitor as it may designate who shall preside as the chair of the Meeting and, subject to this Meeting Order or any further order of this Court, shall decide all matters relating to the conduct of the Meeting;
  - (c) "**Claims Process Order**" means the order pronounced in these proceedings on November 18, 2020 attached hereto as **Schedule "C"**;
  - (d) "**Meeting Date**" means the date to be determined by the Monitor, or the Court, after completion of the Claims Process subject to any adjournment, postponement, other rescheduling or further Order of this Court;
  - (e) "**Meeting Materials**" has the meaning ascribed to it in paragraph 14 hereof;
  - (f) "**Newspaper Notice**" means a notice of this Meeting Order, the Meeting and the Meeting Date, to be published in accordance with paragraph 13 hereof, which shall be substantially in the form attached hereto as **Schedule "E"**;
  - (g) "**Notice of Meeting to Creditors**" means a notice of this Meeting Order, the Meeting and the Meeting Date, which shall be substantially in the form attached hereto as **Schedule "F"**;
  - (h) "**Proxy**" means the Creditor Proxy;
  - (i) "**Resolution**" means the definition set out at section 3.6(g) of the Plan;
  - (j) "**Sanction Order Application**" has the meaning ascribed to it in paragraph 34 hereof;
  - (k) "**Sanction Order**" has the meaning ascribed to it in paragraph 34 hereof;
  - (l) "**Voting Creditors**" means Creditors with Proven Claims; and
  - (m) "**Voting Deadline**" means 5:00 p.m. (Vancouver Time) on the Meeting Date.
3. All references herein as to time shall mean local time in Vancouver, British Columbia, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein and any event that

occurs on a day that is not a Business Day shall be deemed to occur on the next Business Day.

4. Dollar amounts referenced in this Meeting Order are expressed in Canadian dollars unless otherwise noted.
5. All references to the singular herein include the plural and the plural include the singular.

#### **PLAN**

6. The Plan is hereby accepted for filing and the Petitioner is hereby authorized to present the Plan to the Creditors at the Meeting, in order to seek approval of the Resolution by the Creditors accordance with the terms of this Meeting Order and the Plan.
7. Each of the Schedules to this Meeting Order is hereby approved in substantially the forms attached hereto.
8. Before and during the Meeting, and without the need for any further order of this Court, and with the prior consent of the Monitor, the Petitioner may amend the Plan by written instrument. The Monitor will advise all Creditors present at the Meeting of the details of any such amendment prior to the vote being taken to approve the Resolution.
9. After the Meeting, the Petitioner may at any time and from time to time amend the Plan:
  - (a) without an Order if, in the opinion of the Monitor, such amendment would not be materially prejudicial to the interests of the Creditors or the Preferred Shareholders under the Plan or is necessary to give effect to the full intent of the Plan or the Sanction Order; or
  - (b) pursuant to an Order made on notice to all Persons potentially affected by such variation, amendment, modification or supplement.
10. The Monitor shall, as soon as practicable, post on the Website any modification, amendment, variation or supplement to the Plan, and forthwith provide notice of such posting to the Service List.

#### **CLASSIFICATION**

11. The only class of individuals for the purpose of considering and voting on this Plan will be a class comprised of the Creditors. The Preferred Shareholders will not be entitled to vote on this Plan.

#### **NOTICE OF MEETING AND DELIVERY OF MATERIALS TO CREDITORS**

12. The Petitioner is hereby authorized to convene, hold and conduct the Meeting at 10:00 a.m. (Vancouver time) on the Meeting Date at a location to be determined by the Monitor, for the purpose of considering and, if deemed advisable, passing the Resolution unless the Chair, as provided herein, decides to adjourn, postpone or otherwise

reschedule the Meeting.

13. The Newspaper Notice shall be published by the Monitor in the Vancouver Sun newspaper no less than 14 days prior to the Meeting.
14. By no later than 21 days prior to the Meeting Date, the Monitor shall publish the following documents (collectively, the "**Meeting Materials**") on the Website:
  - (a) a copy of this Meeting Order;
  - (b) the Monitor's Report on the Plan;
  - (c) the Notice of Meeting;
  - (d) the Creditor Proxy; and
  - (e) the Plan.
15. The Petitioner, with the consent of the Monitor, is hereby authorized to vary, amend, modify or supplement any of the Meeting Materials, and the Monitor shall distribute or make available any such amended form by posting it on the Website.
16. By no later than 21 days prior to the Meeting Date, the Monitor shall send to each Creditor, at the address provided for in the Proof of Claim filed pursuant to the Claims Process Order, copies of:
  - (a) this Meeting Order;
  - (b) the Monitor's Report on the Plan;
  - (c) the Notice of Meeting;
  - (d) the Creditor Proxy; and
  - (e) the Plan
17. The publication, transmission and delivery provided herein, 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 Meeting, or who may wish to appear in these proceedings, and no other form of notice or service needs to be made on such Persons, and no other document or material needs to be served on such Persons in respect of these proceedings, the Plan and the Meeting.
18. The accidental failure to transmit or deliver the Meeting Materials by the Monitor in accordance with this Meeting Order or the non-receipt of such materials by any Person entitled to delivery of such materials shall not invalidate the passing of the Resolution or any other proceedings taken at the Meeting.

**CONDUCT AT THE MEETING**

19. The amount of which may be voted (or is deemed to have been voted) by a Creditor shall be the amount of the Proven Claim, or as otherwise determined by the final determination of any Disputing Creditor Application or Disputing Petitioner Application, as at the Voting Deadline.
20. The Chair shall decide all matters relating to the conduct of the Meeting.
21. The Chair may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting and any person to act as secretary at the Meeting.
22. The only Persons entitled to notice of or to attend, speak and vote at the Creditors' Meeting will be Creditors having Proven Claims, the directors and officers of the Petitioner, the Monitor and its representatives, the legal advisors and proxyholders of any of the foregoing and any Person admitted on the invitation of the Chair.
23. Any Proxy which a Creditor wishes to use at the Creditors' Meeting must be received by the Monitor or the Chair prior to the commencement of the Creditors' Meeting order to be voted at the Meeting and must be:
  - (a) delivered to the Monitor by email: [jmceown@boalewood.ca](mailto:jmceown@boalewood.ca), Fax: (604) 605-3359 or by delivery to the Monitor's office located at:
 

Boale, Wood & Company Ltd.  
1140 – 800 West Pender Street  
Vancouver, BC V6C 2V6  
Attention: John McEown
  - (b) deposited with the Chair before the beginning of the Meeting (or any such adjournment, postponement or other rescheduling thereof).
24. The quorum required at the Meeting shall be one Creditor present in person or by Proxy and entitled to vote at the Meeting.
25. If the requisite quorum is not present at the Creditors' Meeting, or if the Creditors' Meeting is postponed by a vote of the Creditors present in person or by Proxy, then the Creditors' Meeting shall be adjourned by the Chair to a date thereafter and to such time and place as may be determined by the Chair. 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. The Chair is hereby authorized to adjourn, postpone or otherwise reschedule the 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 Meeting for the purpose of any adjournment, postponement or other rescheduling thereof). 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.

#### **VOTING PROCEDURE**

27. At the Meeting, the Creditors shall vote on the Resolution, and the approval of the Resolution will be decided by the Required Majority on a ballot vote, and any other matter submitted for a vote at the Meeting shall be decided by a simple majority of votes cast on a vote by a show of hands.
28. The only Persons entitled to vote at the Meeting shall be the Creditors and their Proxy holders.
29. The Monitor shall keep records and tabulations of all votes cast at the Meeting.
30. For the purposes of counting and tabulating the votes, each Creditor having a Proven Claim shall be entitled to:
  - (a) one vote for purposes of determining the simple majority in number required under clause of the definition of "Required Majority" in Section 1.5.49 the Plan; and
  - (b) one vote for each \$1.00 of its Proven Claim for purposes of determining the two-thirds majority in value required under clause (b) of the definition of "Required Majority" in Section 1.5.49 of the Plan.
31. Proven Claims shall not include fractional numbers and shall be rounded down to the nearest whole dollar amount without compensation.

#### **NOTICE TO CREDITORS**

32. Any document sent by the Monitor or the Petitioner to any Person pursuant to this Meeting Order may be sent to such Person at their respective address or contact information as set out in the applicable Proof of Claim filed in accordance with the Claims Process Order. Any such service and delivery shall be deemed to have been received:
  - (a) if sent by ordinary mail, on the third Business Day after mailing within British Columbia, the fifth Business Day after mailing within Canada (other than within British Columbia), and the seventh Business Day after mailing internationally;
  - (b) if sent by courier, on the next Business Day following dispatch; and
  - (c) if delivered by email or fax, by 5:00 p.m., on the same Business Day as sending, and if delivered after 5:00p.m. or other than on a Business Day, on the following Business Day.

## **SANCTION ORDER APPLICATION**

33. As soon as practicable following the Meeting, the Monitor shall report to this Court on:
  - (a) the voting results with respect to the approval of the Resolution; and
  - (b) any other matter the Monitor considers relevant with respect to the Meeting or the Petitioner's application for the Sanction Order.
34. If the Plan is approved by the Required Majority at the Meeting, the Petitioner shall as soon as practicable bring an application (the "**Sanction Order Application**") for an order approving and sanctioning the Plan (the "**Sanction Order**").
35. A copy of the Sanction Order Application seeking the Sanction Order shall be published on the Monitor's website and served on the Service List as soon as practicable.
36. Publication of the Notice of Meeting to Creditors and this Meeting Order and delivery of the Meeting Materials as provided herein shall constitute good and sufficient service of notice of the Sanction Order Application upon all Persons who may be entitled to receive such service and no other form of service needs to be made and no other materials need to be served on such Persons in respect of the Sanction Order Application other than service on Service List.
37. Any party who wishes to oppose the Sanction Order Application shall serve on counsel for the Petitioner, counsel for the Monitor, and all parties on the Service List, by no later than 4:00 p.m. (Vancouver time) 5 Business Days prior to the Hearing of the Sanction Order Application: (a) an application response in the form prescribed by the British Columbia Supreme Court Civil Rules setting out the basis for such opposition; and (b) a copy of any materials to be relied upon to oppose the Sanction Order Application.
38. If the Sanction Order Application is adjourned, postponed or otherwise rescheduled, only those Persons listed on the Service List or that have filed and served an application response provided herein are required to be served with notice of the adjourned, postponed or otherwise rescheduled date.

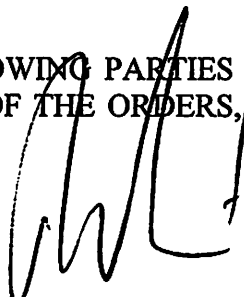
## **GENERAL PROVISIONS**

39. This Court requests the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies to act in aid of and to be complementary to this Court in carrying out the terms of this Meeting Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Meeting Order.
40. The Petitioner and the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this

Meeting Order and may waive strict compliance with the requirements of this Meeting Order as to the completion, execution and delivery, including with respect to the timing of such delivery, of any documents.

- 41. Subject to further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.
- 42. The Petitioner and the Monitor may apply to this Court from time to time for directions from this Court with respect to this Meeting Order, including with respect to the Meeting and Schedules to this Meeting Order, or for such further order(s) as either of them may consider necessary or desirable to amend, supplement or replace this Meeting Order, including any Schedules hereto.
- 43. Endorsement of this Meeting Order by counsel appearing on this application, other than counsel for the Petitioner, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



\_\_\_\_\_  
Signature of Jeremy D. West  
Lawyer for All Canadian Investment  
Corporation

By the Court



\_\_\_\_\_  
Registrar





**SCHEDULE "A" TO MEETING ORDER****LIST OF COUNSEL**

<b>Name of Counsel:</b>	<b>Counsel for:</b>
Jeremy West	All Canadian Investment Corporation
Douglas B. Hyndman	Boale, Wood & Company Ltd., in its capacity as court-appointed Monitor of All Canadian Investment Corporation
John Whyte	Counsel for Hans-Uwe Andresen
Peter Reardon	Counsel for James Hancock and 1083163 Alberta Ltd.

**SCHEDULE "B" TO MEETING ORDER  
PLAN**

**SCHEDULE "C" TO MEETING ORDER  
CLAIMS PROCESS ORDER**

**SCHEDULE "D" TO MEETING ORDER**

No. S1710393  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

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IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
ALL CANADIAN INVESTMENT CORPORATION

**CREDITOR PROXY**

Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Meeting Order made in these proceedings November 18, 2019.

In accordance with the Meeting Order, the Petitioner has been authorized to convene a Meeting of the Creditors to consider and vote on whether to accept the plan dated **to be determined** made under the *Companies' Creditors Arrangement Act* (the "CCAA") (as may be amended from time to time; the "Plan").

**Before completing this proxy, please read carefully the "Instructions for Completion of Proxy" included herewith.**

In accordance with the terms of the Meeting Order and the Plan, this proxy may only be filed by Creditors having a Proven Claim.

If any person is to attend the Meeting (or any adjournment thereof) on behalf of a Creditor and vote on the Plan, or if the Creditor wishes to appoint a representative designated by the Monitor to act as the Creditor's proxy, this proxy form must be completed and signed by the Creditor and either: (i) received by the Monitor, Boale, Wood & Company Ltd., by no later

than 5:00 p.m. (Vancouver time) on [to be determined]; or (ii) deposited with the Chair of the Meeting prior to the start of the Meeting.

**THE UNDERSIGNED CREDITOR** hereby revokes all proxies previously given and nominates, constitutes, and appoints \_\_\_\_\_ or, if nobody is specified, nominates John McEown of Boale, Wood & Company Ltd. in its capacity as Monitor of the Petitioner, or such person as he may designate as nominee of the Creditor, with power of substitution, to attend on behalf of and act for the undersigned Creditor at the Meeting to be held in order to consider and, if thought advisable, vote in respect of the resolution to approve the Plan and at any and all adjournments of the Meeting, and to vote the full amount of the Creditor's total Proven Claims as follows:

A. (mark only one):

[ ] VOTE FOR approval of the Plan; or

[ ] VOTE AGAINST approval of the Plan; and

B. If neither of the options noted above is selected, to vote at the nominee's discretion and otherwise act for and on behalf of the Creditor in respect of any amendments or variations to the Plan or in respect of any other matters that may come before the Meeting, or any adjournment thereof.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

**Signature:** \_\_\_\_\_ **Name:** \_\_\_\_\_

(if creditor is an individual) (print name of Creditor as it appears on the Proof of Claim form)

**Signature:** \_\_\_\_\_ **Name:** \_\_\_\_\_

(if creditor is a corporation this section must be completed by a duly authorized officer or attorney of the corporation) **Title:** \_\_\_\_\_ (print name and title of signatory)

**Witness Signature:** \_\_\_\_\_ **Name:** \_\_\_\_\_

(only applicable if Creditor is an individual) **Phone number:** \_\_\_\_\_ (print name of witness and include day time phone number)

**Phone number of Creditor:** \_\_\_\_\_

**Email address of Creditor:** \_\_\_\_\_

### INSTRUCTIONS FOR COMPLETION OF PROXY

1. This proxy should be read conjunction with the Plan and the Meeting Order, copies of which are included in the Meeting Materials delivered to you and are available on the Monitor's website at: <https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/>.
2. Each Creditor who has a right to vote at the Meeting has the right to appoint a person (who does not need to be a Creditor) to attend, act, and vote for and on their behalf at the Meeting. or any adjournments thereof, and such right may be exercised by inserting in the space provided the name of the person to be appointed
3. If no name has been inserted in the space provided, John McEown of Boale, Wood & Company Ltd. in its capacity as Monitor of the Petitioner, or such other representative of the Monitor as he may designate, shall be deemed to be appointed as proxy holder for the Creditor, with the power of substitution.
4. If an officer of Boale, Wood & Company Ltd. in its capacity as Monitor of the Petitioner, is appointed or is deemed to be appointed as proxy holder, and the Creditor fails to indicate a vote for or against the approval of the Plan on this proxy, this proxy will be voted **FOR** approval of the Plan.
5. If the proxy is not dated in the space provided therefor, it shall be deemed to bear the date on which it is received by the Monitor.
6. This proxy must be signed by the Creditor or by his or her attorney duly authorized in writing or, where the Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
7. Valid proxies bearing or deemed to be bearing a later date shall revoke this proxy. In the event that more than one valid proxy for the same Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted for the purposes of the vote.
8. This proxy must be received by the Monitor by email: [jmceown@boalewood.ca](mailto:jmceown@boalewood.ca), Fax: (604) 605-3359 or delivery by no later than 5:00 pm (Vancouver Time) on **to be determined**, at the following address:
 

Boale, Wood & Company Ltd.  
 Court-appointed Monitor of All Canadian Investment Corporation  
 1140 – 800 West Pender Street,  
 Vancouver, BC V6C 2V6  
 Attention: John McEown
9. This proxy may also be deposited with the Chair of the Meeting prior to commencement of the Meeting and no proxy will be accepted by the Chair of the Meeting after commencement of the Meeting.

**SCHEDULE "E" TO MEETING ORDER**

**NEWSPAPER NOTICE**

**NOTICE OF MEETING OF CREDITORS OF  
ALL CANADIAN INVESTMENT CORPORATION  
PURSUANT TO THE *COMPANIES' CREDITORS ARRANGEMENT ACT***

This notice is being published pursuant to an Order of the Supreme Court of British Columbia made November 18, 2019 (the "**Meeting Order**") which established the procedure for the Petitioner, All Canadian Investment Corporation ("**ACIC**"), to call, hold and conduct a meeting (the "**Meeting**") of creditors of ACIC to consider and pass a resolution, if thought advisable, approving the Plan of Arrangement of ACIC dated as of **[to be determined]** (as the same may be amended, restated or supplemented from time to time, the "**Plan**") and to transact such other business as may be properly brought before the Meeting. The Meeting will be held at the following time and location:

**DATE:** **[to be determined]**

**TIME:** 10:00 a.m. (Vancouver time)

**LOCATION:** **[to be determined]**

**ONLY THOSE CREDITORS WITH PROVEN CLAIMS AS AT THE VOTING RECORD DEADLINE OF 5:00 P.M. (VANCOUVER TIME) ON **[TO BE DETERMINED]** SHALL BE ENTITLED TO ATTEND AND VOTE ON THE RESOLUTION TO APPROVE THE PLAN AT THE MEETING.**

Creditors may obtain copies of the Plan, information about the Plan and the Meeting, as well as any amendments that may be made to the Plan, on the Monitor's website at <https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/> or by contacting the Monitor by telephone at 604-605-3335, fax at 604-605-3359, or email at [jmceown@boalewood.ca](mailto:jmceown@boalewood.ca) or [mting@boalewood.ca](mailto:mting@boalewood.ca) .

If the Plan is approved by the required majority of the Creditors in accordance with the *Companies' Creditors Arrangement Act* and the Meeting Order, the Petitioner intends to bring an application to the Court on **[to be determined]** for an order approving and sanctioning the Plan.

**SCHEDULE "F" TO MEETING ORDER**

No. S1710393  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
ALL CANADIAN INVESTMENT CORPORATION

**NOTICE OF MEETING TO CREDITORS**

**NOTICE IS HEREBY GIVEN** that the Petitioner, All Canadian Investment Corporation, has filed with the Supreme Court of British Columbia (the "**Court**") a plan of arrangement dated [to be determined] (as may be amended from time to time, the "**Plan**") pursuant to the Companies' Creditors Arrangement Act (the "**CCAA**"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

The Plan contemplates the realization of all of the Petitioner's assets and the distribution of proceeds in accordance with the priority scheme provided for in the Plan. There is one class of Creditors under the Plan, being the Creditors Class.

**NOTICE IS ALSO HEREBY GIVEN** that a meeting of the Creditors (the "**Meeting**") will be held at [to be determined] on [to be determined] beginning at 10:00 a.m. (Vancouver time) for the purpose of considering and, if thought advisable by the



Creditors. voting in favour of a resolution (the “**Resolution**”) to approve the Plan and to transact such other business as may properly come before the Meeting or any adjournment thereof. The Meeting is being held pursuant to an Order of the Court made on November 18, 2019 (the “**Meeting Order**”).

For the Creditor Class, the quorum for the Meeting is the presence, in person or by proxy, of one Creditor entitled to vote at the Meeting.

Creditors may vote in person or by proxy at the Meeting. For the Resolution to be approved at the Meeting, at least a two-thirds majority in value of the Proven Claims of Creditors who actually vote upon this Plan (in person or by proxy) at the Creditors' Meeting, must vote in favour of the Resolution. The Plan must also be sanctioned by a final Order of the Court under the CCAA.

**The Monitor's Report to the Court reporting on the results of the vote on the Plan at the Meeting will be posted on the Monitor's website ( <https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/> ) on or before ~~to be determined~~.**

**NOTICE IS ALSO HEREBY GIVEN** that the application for an Order to approve and sanction the Plan will be brought by the Petitioner on ~~to be determined~~, or such later date as may be determined (the “**Sanction Order Application**”). At the same time, the Petitioner will also seek certain other relief specified in the Plan. Subject to the satisfaction of the conditions necessary to implement the Plan, all claims will be dealt with in accordance with the terms of the Plan.

Any Creditor who is entitled and wishes to vote at the Meeting but is unable to attend the Meeting is required to date, sign, and return the enclosed proxy by email: [jmceown@boalewood.ca](mailto:jmceown@boalewood.ca), Fax: (604) 605-3359 or delivery at the following address:

Boale, Wood & Company Ltd.  
 Court-appointed Monitor of All Canadian Investment Corporation  
 1140 – 800 West Pender Street,  
 Vancouver, BC V6C 2V6  
 Attention: John McEown

In order to be valid and voted at the Meeting, a proxy must be either (i) received by the Monitor by **5:00 p.m. (Vancouver time) on ~~to be determined~~**; or (ii) deposited with the chair of the Meeting (or any adjournment, postponement or other rescheduling thereof) before the beginning of the Meeting.

The Monitor’s address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Meeting is as provided above.

