

## Frequently Asked Questions

Plan of Compromise and Arrangement (the “Plan”) for Ardenton Capital Corporation (“ACC”) and Ardenton Capital Bridging Inc. (“ACBI”, and together with ACC, the “Companies”). References to “Ardenton” include the Companies and all of its affiliates, including the fourteen (14) portfolio companies (the “PCs” and each a “PC”) owned directly and indirectly by ACC.

*This document is not a substitute for reading the Plan, the Meetings Order (the “Meetings Order”) granted by the Supreme Court of British Columbia (the “Court”) on October 1, 2021, the Plan Information Letter or the Monitor’s Seventh Report dated October 6, 2021 (also referenced as the “Plan Assessment Report”), and as such, creditors are advised to carefully read those documents in their entirety. Each of those documents is available on the case website maintained by KSV Restructuring Inc., the Court-appointed Monitor (the “Monitor”) of the Companies under the Companies’ Creditors Arrangement Act (the “CAA”). The case website address is: <https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation>.*

Unless defined herein, capitalized terms have the meaning provided to them in the Plan, the Meeting Order or the Plan Assessment Report.

| Question  | Summary   | Plan Assessment Report Section   |
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| 1. What are the main purposes of the Plan?                                | <p>The main purposes of the Plan are to:</p> <ul style="list-style-type: none"> <li>restructure the accepted claims of general and investor creditors and to make cash distributions to them, over time, from the cash flow generated by the PCs and from the sale of the PCs;</li> <li>establish new boards of directors for ACC and ACBI (together, the “Boards” and each a “Board”) made up of investor representatives; and</li> <li>amend and reconstitute the share capital of ACC by eliminating ACC’s existing share capital and issuing the new ACC shares (the “New ACC Common Shares”) to ACC’s Preferred Securityholders and Hybrid Securityholders.</li> </ul> | 5.1  |
| 2. What are the classes of creditors under the Plan?                      | <p>There are two (2) classes of creditors under the Plan:</p> <ul style="list-style-type: none"> <li>one for ACC’s creditors; and</li> <li>one for ACBI’s creditors.</li> </ul> <p>Classes are for voting purposes only. Distributions are governed by the distribution waterfalls, as described in the answer to question 11 below.</p>  | 5.2.1(a)   |
| 3. How much is owing to ACC’s and ACBI’s creditors as of the Filing Date? | <p><b>ACC:</b></p> <ul style="list-style-type: none"> <li>ACC General Creditors – ~\$8.0M</li> <li>Preferred Securityholders – ~\$261.6M</li> <li>Hybrid Securityholders – ~\$67.1M</li> </ul>  | <p><b>ACBI:</b></p> <ul style="list-style-type: none"> <li>ACBI General Creditors – ~\$18.0M</li> </ul> <p>2.6</p> |

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| 4. How will ACC fund its business and operations following Plan implementation? | ACC has significantly reduced its operating costs over the last eighteen (18) months, including during these CCAA proceedings. ACC projects that its cash flow generated from its PCs should be sufficient, or nearly sufficient, to cover its overhead costs. To the extent additional capital is required, ACC is in the process of finalizing a loan facility (the “ <b>Exit Facility</b> ”), which is being sourced from the DIP lender in the CCAA proceedings. The Exit Facility is to be used (i) to fully repay the DIP Facility (estimated to be \$4 million at the completion of the CCAA proceedings), (ii) to fund overhead costs, and (iii) as a backstop for unforeseen costs. The commercial terms of the Exit Facility largely mirror the existing DIP loan. | 3.0.1 to 3.0.3;<br>3.1   |
| 5. What is the Investor Committee (the “ <b>IC</b> ”)?                          | <p>The IC was appointed pursuant to an order issued by the Court in these proceedings to provide the views and perspectives of the Companies’ creditors regarding these proceedings and the construct of the Plan.</p> <p>The IC represents a cross-section of the Companies’ creditors. On a combined basis, the IC members hold or represent a total of ~\$154 million or ~44% of the Companies’ outstanding debt securities.</p>  | 1.0.2(d);<br>7.1   |
| 6. Who are the members of the IC?   | <p>Julie St-Germain, Montrusco Bolton Investments Inc. (“<b>MBI</b>”)</p> <p>Dave Lally, Monkey Toes LLC</p> <p>Doug John, Requisite Capital Management LLC</p> <p>Bill Durham, Birnam Wood Capital LLC</p> <p>Jed Wood, Wood Group Capital Inc.</p> <p>Don Lang</p> <p>Robert Maroney, Engineers Gate; Connecticut Investments LLC</p>  | 5.2.1(i)   |
| 7. Who are the new members of the Boards?                                       | <p>Each Board member to be appointed pursuant to the Plan is presently on the IC, except for Mr. DiMassimo, an employee of MBI and colleague of Julie St-Germain, and Mr. Butler, a representative of Don Lang.</p> <p>Kyle Makofka is the Companies’ Chief Restructuring Officer (the “<b>CRO</b>”) pursuant to an order issued by the Court during these proceedings. He is not an IC member but is expected to sit on ACBI’s board.</p>   | 5.2.1(i);<br>7.2<br><br>Appendix “F” provides condensed biographies of the Board members, except for Mr. Makofka                     |
|   | <p><b><u>ACC Board</u></b></p> <p>Giuseppe (Joe) DiMassimo</p> <p>Doug John</p> <p>David Lally</p> <p>Jed Wood</p> <p>Robert Maroney</p> <p>Bill Durham</p> <p>Andrew Butler</p>   | <p><b><u>ACBI Board</u></b></p> <p>Giuseppe (Joe) DiMassimo</p> <p>David Lally</p> <p>Kyle Makofka</p> <p>5.2.1(i);<br/>5.2.1(j)</p> |

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| 8. Does the IC support the Plan?                                      | <b>Yes. The IC unanimously recommends that creditors vote to accept the Plan. Each member of the IC has signed a Support Agreement agreeing, subject to the terms thereof, to vote, or recommend that their clients or the entities they represent vote, to accept the Plan.</b>  |   | 7.1  |
| 9. Who will be the Companies' future Chief Executive Officer ("CEO")? | Subject to the approval of the New ACC Board (which is expected), Mr. Makofka will assume the role of CEO of the Companies. Since being retained as CRO, Mr. Makofka has been working with the Companies to familiarize himself with the Companies' businesses and operations, including the PCs. Mr. Makofka was retained after an extensive search process with the involvement and input of the IC. Mr. Makofka was recommended by a member of the IC.<br><br>James Livingstone resigned as CEO of ACC on July 26, 2021. He has no ongoing role with Ardenton.   |   | 3.2<br>9.1(c)  |
| 10. When will distributions be made under the Plan?                   | There are no fixed dates for cash distributions under the Plan. Distributions will be contingent on, among other things, the performance of the PCs and/or the timing of the sales of PCs.<br><br>There is no minimum amount of time a PC must be held - each Board may sell a PC whenever it believes that to be in the best interests of ACC or ACBI, as applicable.<br><br>The Board has the ability to consider all options for the monetization of the PCs in order to maximize recoveries to creditors, as circumstances dictate.<br><br>Each of the Boards of ACC and ACBI, respectively, will authorize periodic distributions to creditors, after considering, among other things: <ul style="list-style-type: none"> <li>• reasonable reserves for operating costs and expenses;</li> <li>• any amounts of available cash required to address unforeseen or critical matters;</li> <li>• contingency funds for extraordinary/discretionary items; and</li> <li>• Exit Facility payments/fees.</li> </ul> Given the proposed composition of the new Boards, there is alignment between Board members and Investor Creditors to maximize recoveries and to make distributions as soon as reasonably possible.<br><br>It is contemplated that Affected Creditors will receive quarterly reporting from the Companies, including on ACC's and ACBI's ability to make distributions to Affected Creditors. |   | 5.2.1(g)<br><br><br><br><br><br><br><br><br><br><br><br><br>Schedule "A" to the Plan |
| 11. What are the "waterfalls" of distributions under the Plan?        | <b><u>ACC creditor waterfall:</u></b><br>1. ACC General Creditors;<br>2. Preferred Securityholders' pre-filing principal;<br>3. Preferred Securityholders' pre-filing interest;<br>4. Hybrid Securityholders' pre-filing principal; and<br>5. Hybrid Securityholders' pre-filing interest.  | <b><u>ACBI creditor waterfall:</u></b><br>1. ACBI Creditors' pre-filing principal;<br>2. ACBI Creditors' pre-filing interest; and<br>3. ACBI Creditors' post-filing interest. | 5.2.1(e)   |

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|   | <ul style="list-style-type: none"> <li>• Under the Plan, each tranche under the ACC waterfall and the ACBI waterfall must be paid in full before the next tranche is entitled to any recovery.</li> <li>• ACC is entitled to receive dividends and distributions from ACBI only after ACBI’s creditors have been paid in full.</li> <li>• The Plan has been drafted with a view to tax efficiency, including that the first payments to creditors under the Plan are a return of capital.</li> </ul>   | <a href="#">5.2.1(e)</a> ;<br><a href="#">7.2.2</a> ;<br><a href="#">7.3.7</a>                        |
| 12. Who owns ACC’s equity following implementation of the Plan?                             | <p>Following Plan implementation, all existing ACC equity will have been cancelled for no consideration and replaced by the New ACC Common Shares to be allocated to Preferred Securityholders and Hybrid Securityholders. The Preferred Securityholders will be issued 87.5% of the New ACC Common Shares and the balance will be issued to Hybrid Securityholders. Dividends will only be payable to ACC’s new shareholders after all amounts owing under the ACC creditor waterfall have been paid in full.</p>   | 5.2.1(f)<br><br>(Schedule “E” of the Plan provides the conversion ratio)                              |
|   | <p>The allocation of the New ACC Common Shares among Preferred Securityholders and Hybrid Securityholders considers:</p> <ul style="list-style-type: none"> <li>• the approximate 80/20 ratio of preferred securities (~\$262M) to hybrid securities (~\$67M);</li> <li>• the higher average interest rate on preferred securities (~13%) than on hybrid securities (~9%);</li> <li>• the subordination provisions applicable to the hybrid securities, pursuant to which they subordinated such securities to the preferred securities; and</li> <li>• the likelihood that Hybrid Securityholders would receive no recovery if PCs are sold in near term whereas Preferred Securityholders would have some recovery.</li> </ul> | 7.4   |
| 13. What is the status of the claims filed against the Directors and Officers (the “D&Os”)? | <p>The Plan contemplates that most claims against the D&amp;Os can be continued against the Companies’ D&amp;O insurers, but not against the D&amp;Os personally. This limitation remains subject to finalizing settlements with certain D&amp;Os. If the settlements are not finalized by the date of the Creditors’ Meetings, the Plan will be amended to provide that the non-settling D&amp;Os can be pursued personally.</p> <p>A settlement reflecting the above terms was previously reached with James Livingstone, which was negotiated in consultation with the IC and approved by the Court.</p>  | 7.5   |
| 14. When are the Creditors’ Meetings?   | <p>Both Creditors’ Meetings are to be convened on November 2, 2021. The ACC Creditors’ Meeting will start at 10 a.m. (PDT) and the ACBI Creditors’ Meeting will start at 12 p.m. (PDT).</p> <p>The ACBI Creditors’ Meeting will be cancelled if the Plan is not approved by the Required Majority of ACC’s creditors.</p>  | Refer to the Meetings Order on the Monitor’s website, which includes the Electronic Meetings Protocol |
| 15. Can I attend a Creditors’ Meeting and how do I do that?                                 | <p>Creditors of ACC can attend the ACC Creditors’ Meeting. Creditors of ACBI may attend the ACBI Creditors’ Meeting.</p>   | Refer to the Meetings Order on the Monitor’s website, which includes the                              |

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|   | <p>To attend a Creditors' Meeting, you are <b>required</b> to notify Jordan Wong, a representative of the Monitor, by email at <a href="mailto:jwong@ksvadvisory.com">jwong@ksvadvisory.com</a> by 4:00 p.m. (PDT) on Thursday, October 28, 2021. Mr. Wong will then provide you with the details for attending the applicable Creditors' Meeting.</p>  | Electronic Meetings Protocol |
| <p>16. What is the threshold for the Plan to be approved?</p>                   | <p>For each class of creditors, the Required Majority based on creditors voting in attendance at the Creditors' Meetings or by proxy is:</p> <ul style="list-style-type: none"> <li>• a majority in number; and</li> <li>• two-thirds in dollar value.</li> </ul> <p>If ACC's creditors vote to accept the Plan, ACC will bring an application to have the Plan sanctioned by the Court, regardless of whether ACBI's creditors vote to accept the Plan. If only ACC's creditors vote to accept the Plan, the terms of the Plan as they relate to ACBI shall be severed from the Plan and no longer in force, and ACC will bring an application for court approval of the Plan as it relates to it.</p>   | 5.2.1(h)                     |
| <p>17. Why does the Monitor recommend creditors vote in favour of the Plan?</p> | <p>The Monitor recommends that creditors vote to accept the Plan for the following reasons:</p> <ol style="list-style-type: none"> <li>1. the Plan provides for Ardenton's continued operation and allows it to focus on the growth of the PCs over several years so that returns to creditors are maximized from PC cash flow and the eventual sale of PCs;</li> <li>2. Ardenton's overhead costs have been significantly reduced and the Companies are projected to have sufficient liquidity to operate as a going concern following Plan implementation. To the extent that there is a need for further working capital, it is to be provided from the Exit Facility, the existence of which is a condition precedent to the Plan's implementation;</li> <li>3. Mr. Makofka was selected as the CRO after extensive due diligence given his operational experience, and his experience dealing with challenged businesses. Mr. Makofka has spent considerable time familiarizing himself with the businesses and operations of Ardenton and the PCs. Mr. Makofka is well situated to assume the role of CEO upon implementation of the Plan given his activities since being retained as CRO. Mr. Makofka's experience with challenged businesses should benefit all of the PCs, including those that are presently underperforming;</li> </ol> | 7.0; 8.0; 9.0                |

4. Following implementation of the Plan, there will be an appropriate governance structure in place at ACC and ACBI, comprised of members of the IC (or their representatives), who have gained a deep knowledge of Ardenton's business and operations due to their role as IC members, and who represent major creditor constituents. ACC and ACBI formerly had one director, James Livingstone, who was also their senior executive. Properly constituted, the Boards will be best situated to determine the appropriate time to sell or transact in respect of PCs;
5. the ACC creditor waterfall reflects the terms of ACC's subscription agreements and ACC's other capital raising documents. In this regard, ACC General Creditors will receive distributions in priority to Preferred Securityholders, who will receive distributions in priority to Hybrid Securityholders;
6. the Plan has been structured with consideration to tax efficiency at both the ACC and ACBI levels, including as to the distributions under the Plan, and other matters;
7. ACC's existing share capital is worthless due to its insolvency, and will be cancelled for no consideration. The New ACC Common Shares will be owned by the Preferred Securityholders and Hybrid Securityholders. The Preferred Securityholders are to receive a higher proportionate allocation of the New ACC Common Shares in recognition of, among other things, the subordination of the Hybrid Securityholders to the Preferred Securityholders and the higher rate of interest payable on the preferred securities;
8. the Plan is the product of extensive negotiation and is unanimously supported by the IC, each member of which has signed a Support Agreement in favour of acceptance of the Plan;
9. the Plan represents the best opportunity for Affected Creditors to maximize recoveries. The Near Term Realization analysis **(See Section 7.6.2 of the Plan Assessment Report)** reflects that Preferred Securityholders will suffer a material shortfall on their debt while the Hybrid Securityholders will have no recovery. Through the improved financial performance of the PCs, the value of the PCs should increase over the next few years. During the intervening period, the PCs may be able to repay a portion of their intercompany loan obligations to ACC and materially reduce their third-party debt obligations;
10. if the Plan is not accepted by the Affected Creditors, it is possible that the Companies will ultimately become bankrupt. The Monitor is of the view that a bankruptcy of the Companies would have significant adverse consequence for Affected Creditor recoveries and that recoveries in a bankruptcy would likely be inferior to those reflected in the Near Term Realization analysis reflected in Section 7.6.2 of the Plan Assessment Report; and
11. in the Monitor's view, the Plan is fair and reasonable.

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| 18. What happens after the Plan is accepted by creditors? | The Companies will immediately bring an application to Court to have the Plan approved and sanctioned by the Court. If it is sanctioned by the Court, the intention is to implement the Plan prior to year-end.   | 10.0     |
| 19. Are there any material conditions to the Plan?        | <p>Yes, the following material conditions precedent are required to be satisfied prior to Plan implementation:</p> <ol style="list-style-type: none"><li>1. the creditors of ACC must vote to accept and approve the Plan;</li><li>2. the Court must approve and sanction the Plan;</li><li>3. the Exit Facility must be in place; and</li><li>4. D&amp;O insurance must be in place.</li></ol> <p>The Companies are presently working to complete the Exit Facility and have signed back a term sheet to that effect. The Companies have also made significant progress regarding a new D&amp;O insurance policy for the new Boards. The Monitor will provide an update on both issues at the time of the Creditors' Meetings.</p> | 5.2.1(k) |