Ninth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

January 20, 2022

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

NINTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

JANUARY 20, 2022

1.0 Introduction

1. Pursuant to an order (the "Initial Order")[1] of the Supreme Court of British Columbia (the "Court") made on March 5, 2021 (the "Filing Date"), Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). In this report (the "Report"), the Companies and their non-filing affiliates and related companies are collectively referenced as "Ardenton".

2. Since the Filing Date, the Court has issued orders, that, among other things:

   a) granted the Companies a stay of proceedings, which currently expires on January 31, 2022 (the "Stay Period");

   b) approved a debtor-in-possession ("DIP") loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital-WSC Holdings Ltd. (the "DIP Lender"), and granted a charge on the Property in favour of the DIP Lender for this amount (the "Interim Lender's Charge");

   c) approved the appointment of an Investor Committee comprised of seven investors in ACC and/or ACBI (the "Investor Committee");

   d) approved a claims procedure for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedure");

[1] Unless otherwise defined herein, capitalized terms have the meaning provided to them in the Plan or the Sanction Order (as each term is defined below).

e) approved a key employee retention plan (the "KERP") for certain of ACC's employees and related KERP Charge;

f) approved a consulting agreement pursuant to which Kingsman Scientific Management Inc. ("Kingsman") was engaged to provide the services of Kyle Makofka to act as Chief Restructuring Officer during the CCAA proceedings, with the benefit of a $200,000 CRO Charge, and to perform the services of a Chief Executive Officer upon ACC exiting the CCAA proceedings, subject to the approval of ACC's Board of Directors (the "New Board") to be appointed pursuant to the terms of the Companies' Plan of Compromise and Arrangement dated September 20, 2021 (the "Plan");

g) authorized the filing of the Plan and approved the procedure for holding a creditors' meetings to vote on the Plan; and

h) sanctioned the Plan (the "Sanction Order").

3. The Monitor filed the Monitor's Plan Certificate dated December 1, 2021 with the Court on December 7, 2021 (the "Certificate") confirming that all conditions to the Plan had been satisfied or waived;[2]

4. In accordance with the Sanction Order, the following Court-ordered charges were released, discharged, expunged and terminated:

a) the Intercompany Charge;

b) the D&O Charge; and

c) the CRO Charge.

5. The Sanction Order also:

a) reduced the KERP Charge to $248,000, which amount is being held in trust by the Companies' counsel to secure the balance payable under the KERP. Pursuant to the terms of the KERP, these amounts are payable 90 days following Plan Implementation to employees covered by the KERP and who remain eligible at that time to receive amounts owing to them under the KERP; and

b) continued the Interim Lender's Charge in full force and effect until the DIP Facility was repaid in full, which took place on December 1, 2021. Accordingly, the Interim Lender's Charge is now also released, discharged, expunged and terminated.

[2] The date of Plan Implementation was December 1, 2021.

6. All Court materials filed in these proceedings, including the Plan, the Monitor's prior reports and the affidavits sworn by ACC's representatives can be found on the Monitor's case website at https://www.ksvadvisory.com/experience/case/ardenton-capital-corporation (the "Website").

7. For the Court's ease of reference on the within Application, copies of the Pre-Filing and the First through Eighth Reports of the Monitor (without Appendices) (the "Reports") are attached hereto as Appendices A, B, C, D, E, F, G, H and I, respectively.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) update the Court regarding a disputed claim filed by Stewart Scott ("Scott"), a former employee of ACC, being the only remaining unresolved claim in the CCAA proceedings (the "Scott Claim");

   b) provide an overview of the Monitor's activities (including its pre-filing activities) to the date of this motion;

   c) summarize and seek approval of the fees and expenses of the Monitor and its legal counsel, DLA Piper (Canada) LLP ("DLA"), plus a fee accrual of $200,000, plus disbursements and HST, for the remainder of the CCAA proceedings (the "Fee Accrual");

   d) discuss the basis on which it is proposed that the CCAA proceedings be terminated and the Monitor discharged; and

   e) discuss litigation that recently came to the Monitor's attention concerning the Company's Chief Executive Officer, Kyle Makofka, and one of the members of ACC's Board of Directors (the "New Board"); and

   f) recommend that the Court issue an order:

      i. approving this and all prior reports of the Monitor (collectively, the "Reports"), and the activities of the Monitor, as described in the Reports;

      ii. approving the fees and disbursements of the Monitor and DLA, as detailed in this Report, including the Fee Accrual;

      iii. terminating the CCAA proceedings, subject to the terms of the proposed Termination Order (as defined below);

      iv. discharging KSV in its capacity as the Monitor of the Companies on the terms provided in the order found in the Companies' motion materials; and

      v. releasing, upon filing the Monitor's Discharge Certificate (as defined in Section 2.0.6 below), KSV in its capacity as Monitor, and its counsel from any and all liability that it now has or may hereafter have by reason of, or in any way arising out of, its acts or omissions as Monitor or its counsel in these CCAA proceedings, save and except for any claims relating to gross negligence or wilful misconduct.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management (the "Management") and its legal counsel (the "Information").

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the Information. The Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such Information.

1.3 Currency

1. Unless otherwise specified, all currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies (collectively, the "HoldCos"), including ACBI, ACC acquired, with monies raised from its investors, majority ownership interests in each of its 14 portfolio companies (collectively, the "PCs"), which are privately-owned mid-market businesses. The PCs are located in Canada, the United States and the United Kingdom.

2. ACC's acquisitions were funded through a combination of debt and equity advanced by ACC to the PCs through the HoldCos that own the PCs. ACBI's debt (other than a small amount of trade debt) was raised through the issuance of promissory notes.

3. Through the end of 2020, the Companies raised over $400 million through the issuance of common equity, hybrid units (the "Hybrid Securities")[3], preferred securities (the "Preferred Securities") and promissory notes (each instrument being a "Security" and collectively, the "Securities")[4].

4. The Plan was accepted by all but one[5] of the Companies' creditors, and was approved by the Court pursuant to the Sanction Order. The Plan restructured the Securities, as well as the other accepted claims against ACC and ACBI, and provided a mechanism for cash distributions to creditors, over time, from the cash generated from the PCs or the sale of the PCs. The Plan was implemented on December 1, 2021.

5. At the motion to have the Court approve the Plan, the stay of proceedings was extended to January 31, 2022. The Companies are not seeking a further extension of the stay of proceedings.

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[3] Hybrid units had a debt and an equity warrant component.

[4] In this Report, an investor holding Preferred Securities is referred to as a "Preferred Securityholder" and an investor holding Hybrid Securities is referred to as a "Hybrid Securityholder".

[5] Only one creditor, with a claim of approximately $110,000, voted against acceptance of the Plan.

6. The Companies are seeking an order terminating these proceedings (the "Termination Order"); however, pursuant to the Termination Order, the Monitor will continue to have its authority under the Initial Order and the Claims Procedure Order to deal with the Scott Claim and any remaining administrative or incidental matters that may arise prior to the filing of a further certificate by the Monitor (the "Monitor's Discharge Certificate") confirming the completion of all matters in these proceedings.

3.0 The Scott Claim

1. Pursuant to the Claims Procedure, the Monitor has reviewed and accepted 423 claims against the Companies totaling approximately $370 million. The Monitor has also resolved 11 disputed claims, including claims made by former employees and general trade creditors.

2. Scott filed a claim in the Claims Procedure. Scott's claim is in the amount of approximately $513,200 and is an employment related claim where the key issues of dispute are the amount of severance, alleged bonus entitlement and mitigation of the claim. In addition, there are disputed claims in smaller amounts over vacation pay, RRSP contributions, miscellaneous benefits and aggravated damages.

3. Efforts to resolve Scott's claim have been unsuccessful. Accordingly, on December 3, 2021, the Monitor, in accordance with the Claims Procedure Order, provided Scott with a Notice of Revision or Disallowance for Voting and/or Distribution Purposes (the "NORD"). The NORD reflects that the Monitor is prepared to accept Scott's claim in the amount of $81,500, less all Source Deductions and the Release Contribution (both as defined therein). A copy of the NORD is provided in Appendix "J".

4. In accordance with the Claims Procedure Order, on December 17, 2021, the Monitor received a Notice of Dispute from Scott. A copy of the Notice of Dispute is provided in Appendix "K".

5. As a resolution of Scott's claim does not appear likely, ACC and the Monitor intend to have the Court adjudicate the Scott Claim.

4.0 Monitor's Activities

1. A summary of the Monitor's pre-filing activities and its activities from the commencement of these CCAA proceedings is provided below:

Pre-Filing Activities

- Reviewing background information regarding the Companies including, *inter alia*, financial statements for the Companies, HoldCos and PCs, investor reports and presentations, investor subscription agreements, term sheets, securities' registers, employee compensation schedules, financial models in respect of a restructuring plan, letters between certain investors and ACC and material contracts;

- working with Management, the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP ("MLT"), and DLA, to prepare for the CCAA proceedings and to consider operating and restructuring matters leading up to the filing of the CCAA proceedings;

- reviewing background information related to the amalgamation of ACC and Livingstone Acquisition Inc.;

- corresponding with the Companies to prepare an integrated financial model for the Companies' business and operations;

- reviewing information from the Companies' UK employees regarding the UK PCs, including their financial performance, financial position and banking matters;

- preparing various financial analyses of the PCs;

- attending several calls with DLA and A&B regarding liquidity issues at the commencement of the CCAA, DIP financing and a CCAA communication plan;

- reviewing and commenting on several versions of the CCAA application materials, including:

  i) the Application Record;

  ii) the Initial Order (the "Initial Order");

  iii) the Affidavit of the Companies' Chief Executive Officer at the commencement of these proceedings, James Livingstone, sworn March 2, 2021 (the "March 2nd Affidavit"); and

  iv) the Affidavit of James Livingstone sworn March 5, 2021;

- attending numerous calls with the Companies, DLA and A&B regarding the CCAA application materials;

- discussing restructuring scenarios with Mr. Livingstone;

- preparing the Report of the Proposed Monitor dated March 3, 2021 and discussing same with A&B, DLA and Management;

- reviewing financial information supporting the cash flow projection filed with the CCAA application materials, including:

  i) current cash balances in Ardenton's bank accounts;

  ii) projected revenue assumptions; and

  iii) projected operating expense assumptions;

- assisting the Companies to determine the amounts of the Administration Charge, D&O Charge and other charges in the Initial Order;

- attending the initial CCAA application via conference call on March 5, 2021;

- reviewing and commenting on the Companies' motion materials for the comeback hearing heard on March 15, 2021 ("Comeback Motion"), including:

  i) the notice of application;

  ii) the Amended and Restated Initial Order; and

  iii) the Affidavit of James Livingstone sworn March 10, 2021;

- preparing the First Report of the Monitor dated March 10, 2021 which recommended approval of, *inter alia*, an intercompany charge, increases in the amounts of the D&O Charge and the Administration Charge and an extension of the stay of proceedings;

- attending the Comeback Motion via conference call on March 15, 2021;

CCAA Communication Plan

- assisting Management with the preparation and drafting of all CCAA communication documents, including a creditor script, investor script, investor letter, employee script, employee letters, PC script, frequently asked questions document (the "Initial FAQs") and statutory notices (the "Communication Plan");

- discussing extensively the Communication Plan with the Companies, A&B and DLA, including incorporating feedback from each on the Communication Plan documents;

- uploading the Initial FAQs to the Monitor's website;

- attending meetings in the early days of the proceeding with several key constituents, including numerous investors;

- attending, virtually, an employee town hall meeting;

- corresponding extensively with the Companies' suppliers, creditors and other parties regarding the CCAA proceedings;

- dealing with various of the PCs' lenders, including The Toronto Dominion Bank and Bank of Montreal;

- preparing a CCAA update letter to investors dated March 15, 2021;

Statutory Obligations

- dealing with all statutory obligations pursuant to the CCAA, including:

  i) reviewing the Companies' creditors' list;

  ii) mailing a notice to the Companies' creditors;

iii) making arrangements to have the CCAA notice published in national edition of *The Globe and Mail* newspaper pursuant to the CCAA; and

iv) preparing Forms 1 and 2, which are required to be filed with the Office of the Superintendent of Bankruptcy;

Investor Committee

- dealing with the formation of the Investor Committee including:

  i) discussing the concept of an Investor Committee with Management;

  ii) reviewing investor claims in the context of identifying parties to sit on the Investor Committee;

  iii) interviewing several candidates to sit on the Investor Committee;

  iv) consulting with the key stakeholders, the Companies, DLA, A&B and MLT regarding the scope of the Investor Committee's duties and responsibilities; and

  v) considering the appointment of advisors for the Investor Committee, including legal counsel;

- drafting the Monitor's Second Report, including recommending that the Court appoint an Investor Committee and commenting on the terms of a Court order regarding same;

- considering issues related to counsel for the Investor Committee, including attending interviews with prospective Investor Committee counsel;

- working with the Investor Committee's counsel, Bennett Jones LLP ("Bennett Jones") throughout these proceedings, regarding all material matters in the CCAA proceedings;

- corresponding with members of the Investor Committee regarding their confidentiality obligations;

- drafting the Investor Committee by-laws (the "Committee By-Laws") and corresponding with the Investor Committee regarding same;

- preparing an agenda for a majority of the formal Investor Committee meetings;

- convening and chairing over 40 Investor Committee meetings regarding the Plan, the PCs, Leadership Transition (as defined below) and various other material matters in the CCAA proceedings;

- drafting minutes of the majority of the official Investor Committee meetings;

- preparing a summary of the real estate owned indirectly by ACC and drafting a memorandum regarding same for the Investor Committee;

- reviewing and commenting on updates prepared by the Companies in the context of status report presentations to the Investor Committee;

- working with DLA and Bennett Jones to draft by-laws for the New Board;

- attending numerous calls with individual Investor Committee members throughout the CCAA proceedings regarding various matters in these proceedings;

- working with the Investor Committee to conduct a search for a Chief Restructuring Officer for the Companies, including interviewing several candidates in this regard and discussing the attributes of each candidate;

- convening several meetings with the Investor Committee regarding the terms of the Plan and governance issues;

- setting up and maintaining a data room for the Investor Committee;

- working with Management to source new D&O insurance coverage, and consulting with the Investor Committee regarding same;

Claims Procedure

- corresponding with DLA, A&B and Management regarding the Claims Procedure Order ("CPO") and the Claims Procedure;

- working with DLA, A&B and Management to draft the CPO and to have it approved by the Court;

- arranging for the notice of the Claims Procedure to be published in the Vancouver Sun and the national edition of *The Globe and Mail* newspaper;

- corresponding with the Companies to identify all creditors and investors as of the filing date including amounts owing to them as of that date (the "Creditor Listing");

- preparing approximately 400 "Known Claimant"[6] notices based on the Creditor Listing and sending same to each creditor;

- sending claim packages to parties whose contracts were disclaimed by ACC during the CCAA process so that they could file "Restructuring Claims" in the Claims Procedure;

- attending calls with Canada Revenue Agency ("CRA") regarding the Claims Procedure;

- answering numerous questions from creditors regarding the Claims Procedure;

[6] To increase the efficiency of the Claims Procedure, the Monitor and Companies determined the claim amounts for all known creditors based on the Companies' books and records and provided each with a "Known Claimant Claims Package" pursuant to the CPO.

- reviewing all proofs of claim and "Notice of Known Claimant Disputes" filed against the Companies and/or the Directors and Officers ("D&Os") pursuant to the Claims Procedure and corresponding with the Companies, Investor Committee and the respective creditors regarding same;

- corresponding extensively with the Investor Committee, A&B, DLA and Bennett Jones regarding an omnibus claim filed against the D&Os;

- corresponding with the Companies and DLA regarding various former employee claims;

- corresponding with the Companies, DLA and A&B regarding settlement negotiations in respect of certain claims;

DIP Facility

- preparing financial analyses in connection with a ("DIP") loan solicitation process (the "DIP Solicitation Process");

- preparing a data room with information for prospective DIP lenders, including financial statements, projections and other financial analyses;

- reviewing several versions of the interim financing term sheet and confidentiality agreement used for the DIP Solicitation Process;

- negotiating and executing several NDAs with potential DIP lenders;

- responding to numerous questions from potential DIP lenders in the context of their due diligence, including with respect to, *inter alia*, background on the Companies' corporate structure, the PCs, the financial statements, the Companies' cash flow and overhead costs;

- corresponding extensively with the DIP Lender, A&B and DLA regarding the proposed terms of the DIP facility (the "DIP Facility"), including regarding the priority to be afforded to it, draw downs under it and reporting requirements;

- dealing with certain of the PCs' lenders regarding the terms of the DIP Facility;

- reviewing the terms of DIP financing with Management and working with Management to finalize the terms of the DIP Facility with the DIP Lender;

- recommending in the Monitor's Second Report that the Court approve the DIP Facility;

- monitoring throughout these proceedings the PCs' weekly receipts, disbursements and bank activity, and corresponding with the Companies regarding same;

- assisting the Companies throughout these proceedings to prepare the weekly reporting required in connection with the DIP Facility, including cash flow variance analyses and updated cash flow forecasts;

- corresponding with the Companies and the DIP Lender regarding periodic funding requests;
- reviewing and commenting on the terms of the Companies' exit facility (the "Exit Facility") and discussing same with the Companies and the Investor Committee;
- attending several calls with the DIP Lender regarding the Exit Facility;
- facilitating negotiations between the Companies and the DIP Lender in respect of the Exit Facility;

KERP

- working with the Companies to develop the terms of the KERP;
- discussing the purpose of a KERP with the Investor Committee, including the terms of the proposed KERP;
- drafting the KERP and obtaining approval from the Companies and the Investor Committee;
- amending the bonus payment structure for certain of the Companies' UK employees to ensure their retention;
- drafting the Monitor's Third Report and recommending that the Court approve the KERP;

Portfolio Companies

- speaking routinely with the Companies' North American and UK management teams regarding the PCs' operations;
- reviewing the PCs' monthly financial reporting and financial forecasts;
- reviewing PC loan instruments and investment agreements;
- corresponding extensively with management of certain PCs and dealing with matters related to individual PCs;
- dealing extensively with an underperforming PC and discussing same with the Investor Committee;
- preparing various PC financial analyses, including an equity value calculation, intercompany debt reconciliation, a PC sub-debt schedule and sensitivity analyses under various sale scenarios;
- working with members of the Investor Committee to prepare analyses regarding the value and cash flow of the PCs;
- corresponding with the Companies and Ernst & Young LLP ("E&Y"), the auditor of ACC and the UK PCs, regarding the UK PCs' reporting requirements;

- working with the Companies' North American and UK management teams to develop a monthly report for the PCs (the "Monthly Reports") summarizing the key issues affecting each PC and discussing same with the Investor Committee;

- reviewing and commenting on the Monthly Reports prior to providing them to the Investor Committee;

Leadership Transition

- conducting a search for candidates to be the Chief Restructuring Officer ("CRO") in these proceedings;

- interviewing multiple candidates for the role of CRO and short-listing the leading candidates, including attending multiple interviews with the CRO candidates with the Investor Committee;

- considering issues related to the resignation of James Livingstone as Chief Executive Officer ("CEO");

- considering issues related to the selection and engagement of Kingsman Scientific Management Inc. to provide the services of Kyle Makofka to perform the services of CRO;

- attending numerous calls with the Companies and A&B regarding the resignation of Mr. Livingstone and the appointment of Mr. Makofka as CRO;

- reviewing and commenting on a consulting agreement in connection with Mr. Makofka's appointment as CRO and corresponding extensively with Mr. Makofka and his counsel regarding same;

- designing, with input from the Investor Committee, a long-term and short-term incentive plan for Mr. Makofka;

- considering and negotiating the CRO's compensation structure with Mr. Makofka and dealing with the Investor Committee regarding same;

- considering and negotiating the terms of Mr. Livingstone's separation agreement and working with Mr. Livingstone regarding same;

- seeking court approval of the CRO's consulting agreement and Mr. Livingstone's separation agreement;

Plan

- working with counsel and the Companies to draft the Plan term sheet and discussing same with DLA, A&B, MLT and Management;

- attending calls and video conferences with DLA, A&B, MLT and the Companies regarding inter-creditor issues;

- assisting the Companies to provide DLA with the materials required to perform a detailed review of inter-creditor priorities (i.e., the priority of Preferred Securities versus Hybrid Securities);

- reviewing DLA's memorandum concerning inter-creditor issues and discussing same with Management and the Investor Committee;

- working extensively with the Companies and the Investor Committee to consider creditor priority, tax, securities, governance and equity ownership issues in the context of the Plan;

- considering the allocation of ACC's equity between Preferred Securityholders and Hybrid Securityholders and discussing same at several Investor Committee meetings;

- reviewing and commenting on an agreement prepared by Bennett Jones and signed by each Investor Committee member confirming their support of the Plan and discussing same at numerous Investor Creditor meetings;

- corresponding extensively with the Companies, DLA, A&B, MLT, Bennett Jones and the Investor Committee regarding the Plan, amendments to ACC's articles and other matters related to the Companies' post-CCAA governance;

- reviewing and commenting on numerous drafts of the Plan;

- reviewing and commenting on all Plan-related materials including the Plan Information Letter, Electronic Meetings Protocol and Proxy;

- drafting the Monitor's Sixth Report and recommending the approval of the filing of the Plan and the granting of the Meetings Order;

Creditors' Meetings

- considering and commenting on an electronic meetings protocol setting out the procedures to conduct the Creditors' Meetings;

- preparing for the meetings of ACC and ACBI's creditors (collectively, the "Creditors' Meetings") and engaging LUMI Global Canada ("LUMI"), a provider of a virtual creditor meeting platform and scrutineer services, regarding same;

- corresponding extensively with creditors ahead of the Creditor's Meetings regarding the Plan and the procedure for the Creditors' Meetings;

- drafting the Monitor's Seventh Report recommending that Affected Creditors vote in favour of the Plan and preparing a comparative recovery analysis between the results under the Plan and the liquidation of the Companies' PC holdings;

- preparing hypothetical realization analyses comparing the contingent results of the Plan to the estimated results in a liquidation;

- preparing a frequently asked questions document (the "Plan FAQs") to assist creditors to understand the terms of the Plan and to provide instructions on voting and attending the Creditors' Meetings;

- posting the Seventh Report and Plan FAQs on the Website;
- tracking all votes and proxies received in advance of the Creditors' Meetings;
- attending rehearsal meetings with LUMI for the Creditors' Meetings;
- convening the Creditors' Meetings, arranging with LUMI to tabulate the results of voting at the Creditors' Meetings and drafting minutes of the Creditors' Meetings;

Plan Implementation

- reviewing the draft closing documents to be delivered by the Monitor in connection with Plan Implementation;
- corresponding with the Companies, DLA, A&B and MLT regarding Plan Implementation;
- reviewing and considering the Exit Facility loan agreement;
- corresponding extensively with creditors regarding an election notice prepared for tax purposes in respect of shares to be issued under the Plan;
- filing the Certificate with the Court confirming Plan Implementation;

CCAA Hearings

- preparing the Reports as Monitor and as proposed Monitor;
- assisting the Companies to prepare weekly cash flow projections in support of the various stay extensions it sought during these proceedings;
- reviewing and commenting on all draft application materials in respect of each application filed in these proceedings including, *inter alia*, draft notices of Application, Affidavits, Orders;
- attending (electronically) at all applications in these proceedings;

Other

- corresponding extensively with the Companies' creditors throughout the CCAA proceedings;
- reviewing and commenting extensively on an investor update summarizing the status of the CCAA proceedings and 2019 and 2020 financial results;
- reviewing and commenting extensively on investor updates for the first and second quarter of 2021 regarding the status of the CCAA proceedings and the performance of the PCs;
- dealing with Canada Revenue Agency;

- dealing with employee matters;
- maintaining the Website; and
- dealing with other matters pertaining to the administration of these CCAA proceedings, including maintaining the service list.

5.0 Litigation Matter Involving Mr. Makofka and a Board Member

1. During the first week of January 2022, the Monitor was advised of the public filing of a Statement of Claim in the State of Florida in early December 2021 by Hemostemix Inc. against Mr. Makofka, Kingsman Scientific Management Inc., Jed Wood (a member of the New Board and a member of the former Investor Committee), and other persons and entities related to Mr. Wood (the "Florida Action"). The Florida Action is in respect of a business relationship that Mr. Makofka previously disclosed to the Investor Committee.

2. The Monitor promptly brought the Florida Action to the attention of the New Board. Counsel to the New Board has advised the Monitor that: (i) the New Board has discussed the Florida Action with Messrs. Makofka and Wood and has taken steps to address conflict issues; (ii) that the New Board is comfortable that this dispute will not distract Mr. Makofka from his responsibilities at Ardenton; and (iii) that the New Board remains focused on maximizing the value of the PCs.

3. The Kingsman Scientific consulting agreement approved by the Court requires that Mr. Makofka terminate his mandates for other clients within 90 days of Court approval of the consulting agreement, unless the deadline is extended by Investor Committee or the New Board, as applicable. The Monitor has been advised by Counsel for the New Board that Mr. Makofka is in the process of ceasing to perform services on his remaining mandates that do not relate to Ardenton.

6.0 Professional Fees

1. The fees and disbursements of the Monitor and DLA, before HST, from the commencement of these proceedings to January 20, 2022 are summarized below.

	($)			
Firm	Fees	Disbursements	Total	Average Hourly Rate
KSV	1,560,807.50	11,878.46	1,572,685.96	557.37
DLA	656,866.50	312.56	657,179.06	694.50
Total	**2,217,674.00**	**12,191.02**	**2,229,865.02**	

2. Detailed invoices are provided in exhibits to the fee affidavits filed by representatives of KSV and DLA, which affidavits are provided in Appendices "L" and "M" respectively.

3. The Monitor is of the view that a reduction of the Administration Charge from $750,000 to $200,000 is appropriate at this time given the proceedings are substantially complete other than the adjudication of the Scott Claim. The Monitor and its counsel require the benefit of the reduced Administration Charge to continue to act as Monitor in these proceedings and the continuation of a reduced Administration Charge is customary in CCAA proceedings for these purposes.

4. The Monitor is of the view that the hourly rates charged by DLA are consistent with rates charged by law firms practicing in restructuring and insolvency in the downtown Vancouver market, and that the fees charged are reasonable and appropriate in the circumstances. In that respect, the Monitor notes that Mr. Colin Brousson, one of the individuals responsible for the mandate and based in Vancouver, was called to the Bar and admitted as a solicitor in the Province of British Columbia in May 1996, and since that time has primarily acted in insolvency and realization matters and in financing issues, including providing advice to CCAA monitors and other Court-appointed officers. He has written papers and lectured on insolvency and realization issues for the Continuing Legal Education Society and other groups. Mr. Brousson's co-lead counsel, Mr. Edmond Lamek, was called to the Bar of the Province of Ontario in 1992 and has a well-recognized specialty in all aspects of Canadian and cross-border corporate insolvency and restructuring transactions and court proceedings throughout his career, including acting for all types of Court-appointed officers. The Monitor believes that DLA has efficiently performed its mandate.

7.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1.1(f) of this Report.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “A”

Pre-Filing Report of KSV Restructuring Inc. as Proposed CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

March 3, 2021

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COURT FILE NO.:_____

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AND IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

PRE-FILING REPORT OF KSV RESTRUCTURING INC. AS PROPOSED MONITOR

MARCH 3, 2021

1.0 Introduction

1. KSV Restructuring Inc. ("KSV") understands that Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Petitioners") intend to make an application to the Supreme Court of British Columbia (the "Court") under the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended* (the "CCAA"), for an initial order (the "Initial Order") granting the Petitioners' protection under the CCAA, and appointing KSV as the monitor in these proceedings ("Monitor"). The Petitioners and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton."

2. The principal purpose of the CCAA proceedings is to provide the Petitioners with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings will provide a forum to allow the Petitioners to develop a plan of compromise or arrangement that is intended to provide creditors with a better outcome than an immediate liquidation of the Petitioners' assets and business. The Petitioners intend to move through the CCAA proceedings expeditiously with the goal of emerging as a going concern at the earliest possible opportunity.

3. Pursuant to the terms of the Initial Order, the Petitioners are seeking:

   a) Court-ordered Administration and D&O Charges (as each term is defined below); and

   b) a stay of proceedings for the statutory ten (10) day period;

4. At a comeback motion to be scheduled within the initial statutory ten (10) day stay period (the "Comeback Motion"), the Petitioners intend to seek an increase to each of the Administration Charge and D&O Charge in amounts to be determined.

5. As discussed further in paragraph 3.6 below, at the Comeback Motion, or subsequently, the Petitioners may seek approval of a debtor-in-possession loan facility (a "DIP Facility"), the need for which is dependent on the Petitioners' cash flow generated from its portfolio companies (collectively the "PCs" and each a "PC"), as more fully detailed below, and certain transactions that ACC's management is presently negotiating.

6. The Affidavit of James Livingstone, the Chief Executive Officer and President of ACC, and the President of ACBI, sworn March 2, 2021 in support of the CCAA application (the "Affidavit"), provides, *inter alia*, background information and an overview of each of the Petitioners and their respective businesses, including the reasons for the commencement of these proceedings.

7. If the Court grants the relief set out in the Initial Order, the Court materials filed in these proceedings will be made available by KSV on its website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation. The case website will also include additional information concerning these proceedings, including "Frequently Asked Questions".

8. KSV is filing this Report as proposed Monitor.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide KSV's qualifications to act as Monitor;

   b) provide background information about Ardenton;

   c) report on the Petitioners' cash flow projection for the period March 3, 2021 to May 9, 2021 (the "Cash Flow Forecast");

   d) discuss the rationale for:

      - a charge in the amount of $350,000 on each of the Petitioners' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Petitioners' counsel, as well as the fees and disbursements of the Monitor and its independent counsel (the "Administration Charge");

      - a charge in the amount of $110,000 on the Property in favour of the sole director and the officers of the Petitioners (the "D&O Charge") in respect of liabilities that accrue after the making of the Initial Order;

      - the proposed priority in the Initial Order of the Administration Charge and the D&O Charge; and

   e) recommend that this Court grant the relief sought by the Petitioners in its CCAA application materials.

1.2 Restrictions

1. In preparing this Report, KSV has relied upon Ardenton's unaudited financial information, books and records and discussions with Ardenton's management and legal counsel.

2. KSV has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, KSV expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future oriented financial information relied upon in this Report is based upon the Petitioners' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. KSV expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

4. This report does not consider the potential future impact of the COVID-19 pandemic (the "Pandemic") on Ardenton's business and operations. Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars. US Dollar and Great British Pounds have been converted to Canadian dollars at $1.30 and $1.72, respectively.

1.4 KSV's Qualifications to Act as Monitor

1. KSV is a licensed trustee within the meaning of subsection 2(1) of the *Bankruptcy and Insolvency Act* (Canada).

2. KSV has consented to act as Monitor in these proceedings should the Court grant the Initial Order. A copy of KSV's consent to act as Monitor is attached as Appendix "A".

3. Pursuant to an engagement letter dated December 24, 2020, KSV was engaged to assist ACC to consider restructuring options and conduct certain financial analyses of its business. As a result of its engagement, KSV has acquired significant knowledge of Ardenton's business and operations, including the key issues and challenges presently facing the Petitioners. KSV will be able to assist Ardenton without delay following the issuance of the Initial Order as a result of the knowledge it has gained since the outset of its engagement.

4. Neither KSV nor any of its representatives or affiliates has been at any time in the past two years: (a) a director, officer or employee of any member of the Petitioners; (b) related to any member of the Petitioners, or to any director or officer of any member of the Petitioners; or (c) the auditor, accountant or legal counsel, or a partner or an employee of the auditor, accountant or legal counsel, of any member of the Petitioners.

2.0 Background

1. ACC is the parent company of an integrated multinational private equity business. Through various holding companies, including ACBI, ACC acquires, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the United States and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "B".

3. ACC was incorporated in British Columbia on May 3, 2010 as Regimen Capital Partners Inc. ("Regimen"). Regimen changed its name to Ardenton Capital Corporation on August 31, 2016, and subsequently amalgamated with its parent, Livingstone Acquisitions Inc., on January 2, 2018.

4. ACC does not use a typical private equity model, which relies on a limited partnership structure to raise capital for its investments. Rather, ACC raised the majority of its capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments. All of ACBI's debt was raised through the issuance of promissory notes.

5. Through the end of 2020, the Petitioners have raised over $400 million through the issuance of common equity, hybrid units (which have a debt and an equity component), preferred securities and promissory notes (collectively the "Securities" and each a "Security"). The monies raised by ACC and ACBI were used, together with the PC Distributions (as defined below), to purchase the PCs, pay Ardenton's operating expenses, fund interest payments on existing debt obligations and redeem Securities. Generally, the Petitioners' debtholders have limited recourse against the issuer in the event of a default.

6. ACC's interest in the PCs is owned indirectly through its subsidiaries. ACC's acquisitions are funded through a combination of equity and debt advanced by ACC indirectly to the PCs through the holding companies that own the PCs. ACC indirectly receives interest, management fees and dividends or distributions from the PCs (collectively "PC Distributions"), although the PC Distributions have not historically been a major source of capital for ACC. In addition, ACC has on one occasion sourced capital from a PC by refinancing its loan from ACC (through a 12% preferred security) with bank debt priced less expensively than the preferred security (the "PC Refinancing Transaction"). ACC is presently working to complete another such PC Refinancing Transaction.

7. ACC had not missed an interest payment on its debt obligations prior to the onset of the Pandemic; however, the Pandemic has negatively affected the ability of the PCs to make PC Distributions to ACC, and ACC's ability to continue to raise capital through the issuance of new Securities. Accordingly, the Petitioners are now significantly in arrears on their respective debt service obligations and neither can meet its obligations in the ordinary course. Interest arrears on the Petitioners' debt totalled approximately $24 million as at February 28, 2021, which amount continues to accrue.

8. ACC's business model has historically been capital intensive. As a result, Ardenton recently implemented several significant cost reductions, including reducing its headcount from a peak of 82 employees to 25[1] presently, and closing its offices in the US and the UK, and most of them in Canada. Ardenton intends to disclaim its remaining office leases in Vancouver and Toronto shortly after the commencement of the contemplated proceedings. Ardenton intends to operate from a single, less costly, leased office in Vancouver.

9. The Petitioners' cash balance is presently insufficient to meet their liabilities in the ordinary course, and they are facing a liquidity crisis. The Petitioners are significantly in arrears on their interest obligations and cannot meet their redemption obligations which are now due or coming due. Additionally, ACC is unable to pay its vendor obligations in the normal course[2]. Filing for CCAA protection will alleviate the Petitioners' immediate liquidity pressures and provide a forum for them to restructure their debt obligations.

2.1 Financial Position

1. A summary of the financial position of the Petitioners as at December 31, 2020 is provided below.

(unaudited; $000s)	ACC	ACBI
Current assets		
Intercompany receivables	158,710	16,089
Other current assets	433	772
Total current assets	159,143	16,861
Investments	27,961	8,745
Other assets	7,063	-
Total assets	194,167	25,606
Current liabilities		
Accrued interest	18,981	178
Current portion of loans	52,239	-
Accounts payable	1,545	9
Other	2,672	9
Total current liabilities	75,437	196
Loans	248,226	-
Promissory notes	-	22,201
Total liabilities	323,663	22,397
Equity		
Common stock	24,769	8,745
Other	756	808
Retained earnings	(155,021)	(6,344)
Total equity	(129,496)	3,209
Total liabilities and equity	194,167	25,606

[1] Of the 25 employees, 15 are employed by the Petitioners.

[2] ACBI's vendor obligations are presently insignificant.

2. The balance sheets reflect that:

   a) substantially all of the Petitioners' assets are illiquid – they largely consist of investments in the PCs, which were funded through intercompany loans and direct investments;

   b) the Petitioners had liabilities totalling approximately $346 million, mainly owing to debtholders; and

   c) both Petitioners have significant negative retained earnings, reflecting a history of accumulated losses.

3. A summary as at December 31, 2020[3] of the amounts owing under each type of Security issued by the Petitioners (including accrued and unpaid interest) is provided in the table below.

(unaudited; $000s)	ACC	ACBI	Total
Preferred securities	240,784	-	240,784
Hybrid securities	59,681	-	59,681
Accrued interest	18,981	178	19,159
Promissory notes	-	22,201	22,201
Total	319,446[4]	22,379	341,825

2.2 Secured Creditors

1. Toronto Dominion Bank ("TD") has registered financing statements against ACC under the British Columbia, Ontario and Saskatchewan *Personal Property Security Acts*. HSBC has registered a financing statement against ACC under the British Columbia *Personal Property Security Act*.

2. KSV has been advised that TD's registrations were made in respect of limited recourse guarantees supported by share pledges that ACC had previously made in support of loans by TD to certain PCs. Shares in the PCs pledged to TD Bank are now held by Ardenton Capital Canada Inc. ("ACCI"), a non-applicant subsidiary of ACC, after an internal reorganization completed by Ardenton in 2019. KSV understands that ACC is working with TD to reflect the correct owner of the pledged PC shares.

3. HSBC is not a lender to the Petitioners. ACC maintains bank accounts at HSBC. The HSBC registration against ACC relates to HSBC's security for ACC's obligations in relation to account management and related services. Presently, there are no material obligations owed by ACC in respect of such services.

[3] Balances are based on ACC and ACBI's unaudited financial statements as at December 31, 2020.

[4] Reconciles to the balance sheet as follows: loans ($248,226) + accrued interest ($18,981) + current portion of loans ($52,239) = $319,446.

2.3 Unsecured Creditors

1. As at December 31, 2020, the amounts owing by the Petitioners, including accrued interest, to their debtholders is provided in the table in paragraph 2.1.3 above. Interest has continued to accrue on those obligations since December 31, 2020.

2. As at February 28, 2021, ACC's vendor obligations totalled approximately $1.6 million. ACC's vendor obligations relate to operating expenses, professional fees and broker fees, as further detailed below.

(unaudited; $000s)	ACC
Montrusco Bolton Investments Inc.	311
Ernst & Young LLP	193
Linedata Services Inc.	127
Lawson Lundell LLP	51
LinkedIN Ireland Company	49
Other	886
Total	1,617

3. Other unsecured creditors of ACC as at February 28, 2021 include former employees and former shareholders pursuant to an agreement to purchase their shares dated December 30, 2017, as further detailed below:

(unaudited; $000s)	ACC
Former shareholders	1,588
Various employees	900
Total	2,488

4. Further information concerning the Petitioners' liabilities is provided in the Affidavit.

3.0 Cash Flow Forecast

1. The Petitioners have prepared the Cash Flow Forecast for the period March 3, 2021 to May 9, 2021. The Cash Flow Forecast and the Petitioners' statutory report on the cash flow pursuant to Section 10(2)(b) of the CCAA is attached as Appendix "C".

2. The Cash Flow Forecast reflects that the Petitioners should have sufficient liquidity to pay post-filing expenses to May 9, 2021, as reflected in the table below.

(unaudited; $000s)	March 3 – May 9
Receipts	
Intercompany	4,415
Interest	151
Management fees	42
	4,608
Disbursements	
Intercompany	408
Payroll and benefits	446
Professional services	83
IT	54
Rent	84
Insurance	36
Restructuring fees	800
Other	52
	1,963
Net Cash Flow	2,645
Opening Cash Balance	253
Net Cash Flow	2,645
Closing Cash Balance	2,898

3. Based on KSV's review of the Cash Flow Forecast, the cash flow assumptions appear reasonable. KSV's statutory report on the Cash Flow Forecast is attached as Appendix "D".

4. An overview of Ardenton's cash management system is as follows:

   a. the PCs pay PC Distributions to ACC's subsidiaries, including Ardenton Capital (Canada) Inc., Ardenton Capital (USA) Inc., ACBI and Ardenton Capital Investments Limited (collectively, the "ACC Subsidiaries");

   b. the PC Distributions are then distributed by the ACC Subsidiaries directly and indirectly to ACC; and

   c. ACC then funds all the operating costs of the ACC Subsidiaries, including their normal course operating costs.

5. During the course of the CCAA proceedings, the ACC Subsidiaries intend to maintain sufficient cash received from the PCs to pay their operating costs, with the residual amount distributed to ACC. If, however, the ACC Subsidiaries require funding for operating expenses, ACC intends to make advances through intercompany loans. Other than ACBI, none of the ACC Subsidiaries have any significant third-party debt. In the case of ACBI, the Monitor understands that the Petitioners may seek a Court-ordered intercompany charge at the Comeback Motion to protect ACBI's creditors for any distributions made by ACBI to ACC.

6. If ACC continues to receive its expected normal course distributions from the PCs, and is able to complete the PC Refinancing Transaction referenced in paragraph 2.1.3 above, the Petitioners project that they will have sufficient liquidity to fund their operations and the costs of these proceedings for at least the next six months. If ACC is unable to source the liquidity it requires, the Petitioners may require a DIP Facility. On a contingency basis, the Petitioners have commenced discussions with prospective lenders. Further information regarding the need for a DIP Facility will be addressed in due course, if necessary.

4.0 Court Ordered Charges

4.1 Administration Charge

1. The Petitioners are seeking an Administration Charge in an amount not to exceed $350,000 until the date of the Comeback Motion to secure the fees and expenses of the Monitor, its counsel and the Petitioners' counsel.

2. The Administration Charge is a customary provision in an Initial Order in a CCAA proceeding - it is required by the professionals engaged to assist a debtor company in the CCAA proceedings and to protect them if the debtor is unable to pay professional fees and costs during the CCAA process.

3. The Petitioners worked with KSV to estimate the proposed amount of the Administration Charge.

4. KSV believes that the Administration Charge is reasonable and appropriate in the circumstances given the complexities of the Petitioners' business, including its global operations and its large number of investors. Additionally, the professionals involved in these proceedings have significant accrued and unpaid fees at this time due to the Petitioners' illiquidity. Accordingly, the professionals require the benefit of the Administration Charge to protect them for their pre-filing fees related to preparing for these proceedings, as well as for their fees and costs during these proceedings. Without such protection, the professionals are unlikely to be prepared to continue to provide services in these proceedings.

4.2 D&O Charge

1. KSV understands that the Petitioners are current on their normal course payroll obligations (including withholding taxes) and sales taxes, other than certain accrued and unpaid bonuses totaling approximately $654,000. The unpaid bonuses are not projected to be paid in the Cash Flow Forecast.

2. The Cash Flow Forecast contemplates payroll and sales taxes will continue to be paid in the ordinary course. The proposed D&O Charge provides protection for the directors and officers should the Petitioners fail to pay certain obligations which may give rise to liability for directors and officers.

3. The directors and officers shall only be entitled to the benefit of the D&O Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, to the extent such coverage is insufficient to pay an indemnified amount as described above, or to the extent that such coverage is denied by the insurance provider.

4. The amount of the D&O Charge was estimated by the Petitioners in consultation with KSV, taking into consideration the payroll obligations of ACC. The Petitioners are generally in a sales tax refund position. The amount of payroll in one payroll cycle is approximately $110,000, which represents the proposed amount of the D&O Charge until the date of the Comeback Motion.[5]

[5] Excludes pre-filing bonuses.

5. KSV is of the view that the D&O Charge is reasonable in the circumstances and that the continued involvement of the directors and officers is beneficial to the Petitioners and these proceedings.

4.3 Priority of Charges

1. The Petitioners propose the Court-ordered charges have the following priority:

   a) First, the Administration Charge; and

   b) Second, the D&O Charge.

5.0 Creditor Notification

1. The proposed Initial Order requires the Monitor to:

   a) publish without delay a notice in the national edition of *The Globe and Mail* newspaper containing the information prescribed under the CCAA; and

   b) within five days of the granting of the Initial Order to:

      i. make the Initial Order publicly available in the manner prescribed under the CCAA;

      ii. send, in the prescribed manner, a notice to every known creditor who has a claim against the Company of more than $1,000 advising that the order is publicly available; and

      iii. prepare a list, showing the names and addresses of those creditors, and the estimated amounts of those claims, and make it publicly available in the prescribed manner, save and except the Petitioners' investors, whose addresses and claim amounts shall be treated confidentially.

2. ACC's management has advised KSV that its investors have an expectation of privacy and would therefore be averse to having their addresses and amounts invested in the Petitioners made publicly available. Accordingly, the Initial Order contemplates that the addresses and the amounts invested by investors will be not be disclosed on the creditors' list that will be made available on the Monitor's website or elsewhere. As a result of the privacy expectations of the investors, the Monitor supports this relief.

3. If appointed Monitor, KSV will also post the Initial Order and all motion materials on a its case website.

6.0 Conclusion and Recommendation

1. Based on the foregoing, KSV respectfully recommends that this Honourable Court make an order granting the relief detailed in Sections 1.0 (3) and 1.1 (1)(e) of this Report.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
AS PROPOSED MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL CAPACITY

Appendix “B”

First Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

March 10, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

COMPANIES

FIRST REPORT OF KSV RESTRUCTURING INC. AS MONITOR

MARCH 10, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). A copy of the Initial Order is attached as Appendix "A". The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Also pursuant to the terms of the Initial Order, the Court:

   a) granted a stay of proceedings until March 15, 2021; and

   b) granted a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel (the "Administration Professionals"); and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, as well as its officers.

3. At the initial application, the Court set March 15, 2021 as the date for the comeback motion in these proceedings (the "Comeback Motion").

4. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings will provide a forum to allow the Companies to develop a plan of arrangement or compromise that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets. The Companies intend to move through the CCAA proceedings expeditiously with the goal of emerging as a going concern.

5. KSV's pre-filing report dated March 3, 2021 (the "Pre-Filing Report"), and the Affidavit of James Livingstone, the Chief Executive Officer and President of ACC sworn on March 2, 2021 in support of the CCAA application (the "Initial Affidavit"), discuss that the Companies may seek approval of a debtor-in-possession loan facility (a "DIP Facility"). The need for a DIP Facility is dependent on the Companies' cash flow generated from its portfolio companies (collectively the "PCs" and each a "PC") and a transaction that ACC management is presently negotiating, and which is referenced in the CCAA application materials as the "PC Refinancing Transaction". As the PC Refinancing Transaction is uncertain, the Companies intend to formalize a process to solicit offers from prospective lenders to provide a DIP Facility, as more fully discussed in Section 8 below. A copy of the Pre-Filing Report is provided in Appendix "B".

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide background information regarding the Companies and these proceedings;

   b) discuss the need to increase the Administration Charge from $350,000 to $1 million and the D&O Charge from $110,000 to $240,000;

   c) discuss a proposed intercompany charge in favour of ACBI for any advances from ACBI to ACC (the "Intercompany Charge");

   d) provide an update on the Companies' activities since the commencement of these proceedings;

   e) provide an update on the Monitor's activities since its appointment; and

   f) recommend that the Court issue an order (the "Amended and Restated Initial Order"):

      - extending the stay of proceedings from March 15, 2021 to May 7, 2021;
      - increasing the amount of the Administration Charge from $350,000 to $1 million;
      - increasing the D&O Charge from $110,000 to $240,000;

- approving the Intercompany Charge; and
- establishing the priority of the Administration Charge, D&O Charge and the Intercompany Charge, as among them.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel.

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the financial information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. This report does not consider the potential future impact of the COVID-19 pandemic (the "Pandemic") on Ardenton's business and operations, including the PCs. Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars. US Dollars and Great British Pounds have been converted to Canadian dollars at $1.30 and $1.72, respectively.

2.0 Background

1. ACC is the parent company of an integrated multinational private equity business. Through various holding companies, including ACBI, ACC acquires, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the United States and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "C".

3. ACC was incorporated in British Columbia on May 3, 2010 as Regimen Capital Partners Inc. ("Regimen"). Regimen changed its name to Ardenton Capital Corporation on August 31, 2016, and amalgamated with its parent, Livingstone Acquisitions Inc., on January 2, 2018.

4. ACC does not use a typical private equity model, which relies on a limited partnership structure to raise capital for its investments. Rather, ACC raised the majority of its capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments. All of ACBI's debt was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies have raised over $400 million through the issuance of common equity, hybrid units (which have a debt and an equity component), preferred securities and promissory notes (collectively the "Securities" and each a "Security"). The monies raised by ACC and ACBI were used, together with the PC Distributions (as defined below), to purchase the PCs, pay Ardenton's operating expenses, fund interest payments on existing debt obligations and redeem Securities. Generally, the Companies' debtholders have limited recourse against the issuer in the event of a default.

6. ACC's interest in the PCs is owned indirectly through its subsidiaries. ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the holding companies that own the PCs. ACC indirectly receives interest, management fees and dividends or distributions from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC. (The majority of the capital has been raised through the issuance of Securities, as discussed above.) In addition, ACC has on one occasion sourced capital from a PC by refinancing its loan from ACC (made through a 12% preferred security) with bank debt priced less expensively than the preferred security (the "PC Refinancing Transaction"). ACC is presently working on another PC Refinancing Transaction; however, it is unclear if and when this transaction will be completed.

7. ACC had not missed an interest payment on its debt obligations prior to the onset of the Pandemic; however, the Monitor has been advised by ACC's management that the Pandemic negatively affected the ability of the PCs to make PC Distributions to ACC, as well as ACC's ability to continue to raise capital through the issuance of new Securities. Accordingly, the Companies are now significantly in arrears on their respective debt service obligations and neither can meet its obligations in the ordinary course. Interest arrears on the Companies' debt totalled approximately $24 million as of February 28, 2021, which amount continues to accrue.

8. Ardenton recently implemented several significant cost reductions, including reducing its headcount from a peak of 82 employees to 25[1] presently, and closing its offices in the US, UK and Canada. On March 10, 2021, ACC disclaimed its remaining office leases in Vancouver and Toronto. As of the date of this Report, ACC was in the process of entering into an inexpensive month-to-month lease just outside the downtown core in Vancouver.

9. Ardenton Financial Inc. ("AFI") is a registered exempt market dealer that distributes the Securities under prospectus exemptions primarily in Canada. ACC is a related party issuer and the source of AFI's revenues. As ACC sought and was granted protection under the CCAA, AFI is unable to continue its business operations as a registrant.

10. On March 8, 2021, staff of the British Columbia Securities Commission ("BCSC staff"), as AFI's principal regulator, expressed concerns that AFI's registration had become unsuitable and objectionable and accordingly took the position that to allow it to continue its registration was contrary to the public interest. Consequently, BCSC staff recommended to the Executive Director under section 40.1 (1) of the Securities Act, that he suspend AFI's registration. Consistent with securities legislation in British Columbia, the Executive Director must not suspend a registration without first giving

[1] Of the 25 employees, 15 are employed by the Companies.

the registrant an opportunity to be heard. In discussions between AFI and BCSC staff, AFI's representatives confirmed that AFI would not object to the suspension of its registration and on March 8, 2021, AFI consented to the Executive Director taking this action. The Companies do not intend to raise capital in the near term, so this is not expected to affect the Companies' restructuring efforts.

11. Further information regarding the Companies was provided in the Pre-Filing Report, the Initial Affidavit and the affidavit of Mr. Livingstone dated March 10, 2021 in support of the relief sought by the Companies in this motion. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Cash Flow

1. The Companies have prepared the cash flow forecast for the period March 3, 2021 to May 9, 2021 (the "Cash Flow Forecast"). A copy of the Cash Flow Forecast is provided in Appendix "D" and was appended to the Pre-Filing Report. The Cash Flow Forecast has not been amended. The Cash Flow Forecast reflects that the Companies are projected to have sufficient liquidity until May 9, 2021, subject to the PC Refinancing Transaction, which, as stated, is presently uncertain.

2. An overview of Ardenton's cash management system was included in the Pre-Filing Report and is summarized as follows:

   a) PC Distributions are made directly and indirectly from the PCs to ACC's subsidiaries, including Ardenton Capital (Canada) Inc., Ardenton Capital (USA) Inc., ACBI and Ardenton Capital Investments Limited (collectively, the "ACC Subsidiaries");

   b) the PC Distributions are then distributed by the ACC Subsidiaries to ACC; and

   c) ACC then funds all the operating costs of the ACC Subsidiaries, including their normal course operating costs.

3. During these CCAA proceedings, the ACC Subsidiaries intend to maintain sufficient cash received from the PCs to pay their operating costs, with the residual amount distributed to ACC. If, however, the ACC Subsidiaries require funding for operating expenses, ACC intends to make advances through intercompany loans. Other than ACBI, none of the ACC Subsidiaries have material third-party debt obligations.

4.0 Court-Ordered Charges

4.1 Intercompany Charge

1. The Cash Flow Forecast reflects that approximately $123,000 (net) will be advanced from ACBI to ACC during the Cash Flow Forecast period. These monies are required by ACC to fund its operating costs and the costs of these proceedings.

2. As discussed in the Pre-Filing Report, ACBI had approximately $22 million of promissory notes outstanding as of December 31, 2020.

3. In order to ensure that there is no prejudice to ACBI's creditors resulting from cash transfers from ACBI to ACC, the Companies are seeking approval of the Intercompany Charge, which is to provide security to ACBI for any amounts transferred from it to ACC during these proceedings.

4. The Monitor recommends that this Court issue an order approving the Intercompany Charge for the following reasons:

   a) ACC requires the funding available within ACBI to advance these proceedings;

   b) the Intercompany Charge will protect the interests of the promissory note holders and any other creditors of ACBI;

   c) ACBI has no employees or stand-alone corporate infrastructure and receives all of its management and support from ACC, which accrues to the benefit of the ABCI creditors; and

   d) the ACBI creditors are not expected to suffer any prejudice if the Intercompany Charge is approved by the Court. ACC is projected to have materially more value than is required to cover any exposure under the Intercompany Charge.

4.2 Administration Charge

1. The Initial Order granted a $350,000 Administration Charge to protect the fees and costs of the Administration Professionals. The Companies are seeking to increase the Administration Charge to $1 million.

2. Ardenton has significant assets but has limited liquidity at this time. Professional fees are continuing to accrue and Ardenton may not have sufficient cash to pay these fees and costs as they come due. Additionally, there are significant pre-filing fees and costs owing to the Administration Professionals related to preparing for these proceedings. The Administration Professionals require an increase in the Administration Charge given Ardenton's illiquidity and the extent of their present exposure. Additionally, legal counsel for the sole director, Mr. Livingstone, is to be provided protection for his fees and costs under the Administration Charge to a limit of $25,000, plus HST.

3. The Monitor is of the view that the increased Administration Charge is required and reasonable in the circumstances and that without it, the Administration Professionals may not be prepared to continue to provide services to the Applicants. The Administration Charge is a standard feature in CCAA proceedings designed to protect the professionals who assist a debtor during its restructuring proceedings.

4.3 D&O Charge

1. The Initial Order approved a D&O Charge in the amount of $110,000 to provide the sole director (Mr. Livingstone) and the Companies' officers with protection for any liabilities that may accrue until the Comeback Motion. The Companies are seeking to increase the D&O Charge to $240,000 representing Ardenton's estimated payroll liability for a full month. As with the Administration Charge, Mr. Livingstone and the officers are seeking this increase due to Ardenton's present liquidity situation.

2. The Cash Flow Forecast contemplates payroll will continue to be paid in the ordinary course. The proposed D&O Charge provides protection for the Companies' sole director and its officers should the Companies fail to pay this and other obligations which may give rise to liability for director and officers.

3. The amount of the D&O Charge was estimated by the Companies in consultation with the Monitor, taking into consideration the monthly payroll obligations of ACC. The Companies are generally in a sales tax refund position, so no exposure is anticipated under the D&O Charge for such amounts.

4. The Companies' director and officers are to be entitled to the benefit of the D&O Charge to the extent that they do not have coverage under any director's and officers' insurance policy, to the extent such coverage is insufficient to pay an indemnified amount, as described above, or to the extent that such coverage is denied by the insurance provider.

5. The Monitor is of the view that the increase in the D&O Charge is reasonable in the circumstances and that the continued involvement of the Companies' sole director and its officers will assist to advance these proceedings.

4.4 Secured Creditors

4.4.1 Toronto Dominion Bank

1. Toronto Dominion Bank ("TD") has registered financing statements against ACC under the British Columbia, Ontario and Saskatchewan *Personal Property Security Acts*.

2. The Monitor has been advised that TD's registrations were made in respect of:

   a) limited recourse guarantees supported by share pledges that ACC had previously made in support of loans by TD to certain PCs. Shares in the PCs pledged to TD Bank are now held by Ardenton Capital Canada Inc. ("ACCI"), a non-applicant subsidiary of ACC, after an internal reorganization completed by Ardenton in 2019. The Monitor understands that ACC is working with TD to reflect the correct owner of the pledged PC shares; and

   b) a GSA which secured the Companies' TD VISA corporate credit card liabilities, which are currently approximately $47,000.

3. As the subsidiaries for which TD has a secured limited recourse guarantee are now owned by ACCI and not ACC, the Amended and Restated Initial Order sets out that the proposed Administration Charge, D&O Charge and the Intercompany Charge (collectively, the "Court-Ordered Charges") will rank in priority to the TD security interest, subject to a $100,000 priority to be afforded to TD for amounts owing to it or that may be owing to it in the future in respect of the TD VISA cards.

4. The priority of the Court-Ordered Charges will not prejudice TD, whose security interest is actually in respect of collateral now owned by the subsidiaries owned by ACCI, who themselves are not CCAA filing entities.

4.4.2 HSBC

1. HSBC has registered a financing statement against ACC under the British Columbia *Personal Property Security Act*. HSBC is not a lender to the Companies. ACC maintains bank accounts at HSBC. The HSBC registration against ACC relates to HSBC's security for ACC's obligations in relation to account management and related services. As the amounts that may be owing to HSBC at any point in time are not anticipated to be significant, the Court-Ordered Charges are not intended to rank in priority to the HSBC security interest.

4.5 Priority of Charges

1. The proposed priority of the Court-ordered charges is as follows:

   a) first, the Administration Charge;

   b) second, the D&O Charge; and

   c) third, the Intercompany Charge.

5.0 Companies' Activities Since the Date of the Initial Order

1. The Companies' activities since the date of the Initial Order have included:

   a) operating its business in the ordinary course;

   b) rolling out a communication plan, including preparing answers to Frequently Asked Questions, convening an employee meeting, preparing and sending a letter to all employees to advise of the proceedings, convening dozens of investor video and conference calls and speaking with vendors, PC representatives and the banks which are lenders to the PCs;

   c) considering Ardenton's liquidity issues and whether a DIP Facility will be required;

   d) speaking with various parties about providing a DIP Facility;

   e) communicating with suppliers to secure goods and services during these proceedings;

   f) disclaiming the leases for Ardenton's two remaining office locations;

   g) entering into a new month-to-month lease for a small office just outside the downtown core of Vancouver (monthly rent is approximately $4,000);

   h) dealing with regulators in Canada and the United States;

   i) advancing its restructuring efforts;

   j) preparing a multi-year pro-forma of the PCs;

k) considering a claims procedure, which is expected to be the subject of a future motion; and

l) keeping the Monitor apprised of all of the foregoing.

6.0 Monitor's Activities

1. The Monitor's activities since the commencement of these proceedings have included:

   a) corresponding regularly with Ardenton's management regarding all aspects of these proceedings;

   b) participating on numerous calls with investors;

   c) working with Ardenton to prepare the stakeholder communication strategy and assisting to roll out same;

   d) sending a notice to the Companies' creditors, as required pursuant to the CCAA;

   e) making arrangements to have the CCAA notice published in the national edition of *The Globe and Mail* newspaper, in accordance with the CCAA;

   f) corresponding with the Companies' creditors;

   g) preparing a virtual data room ("Data Room") for potential interim lenders to perform diligence in respect of a DIP Facility;

   h) monitoring the Companies' receipts and disbursements;

   i) working with Ardenton to consider the structure of a restructuring plan and its underlying business model;

   j) framing a creditor claims process for subsequent approval by the Court;

   k) approving the Companies' disclaimers of two office leases;

   l) drafting this Report; and

   m) maintaining the service list.

7.0 Stay Extension

1. The stay of proceedings currently expires on March 15, 2021. The Companies are requesting an extension of the Stay Period until May 7, 2021.

2. The Monitor supports the request for an extension of the stay of proceedings for the following reasons:

   a) the Companies are acting in good faith and with due diligence;

   b) no creditor will be prejudiced if the extensions are granted;

c) it will allow the Companies time to restructure their debt obligations and develop a plan of arrangement or compromise;

d) as of the date of this Report, neither the Companies nor the Monitor is aware of any party opposed to an extension; and

e) subject to the PR Refinancing Transaction or obtaining a DIP Facility, the Companies are projected to have sufficient liquidity to fund their operations until May 7, 2021.

8.0 Interim Financing

1. As it is uncertain when and if the PC Refinancing Transaction will be completed, the Companies intend to formalize the process for receiving bids to provide a DIP Facility. The Companies intend to set a deadline of March 20, 2021 (or thereabouts) for this purpose. Interested parties will be provided an opportunity to review information in the Data Room that has been set up for this purpose, subject to executing a confidentiality agreement. A template term sheet has been drafted and prospective lenders will be requested to provide their proposals in the form of that document, with changes to the term sheet blacklined against the original.

9.0 Conclusion and Recommendation

1. Based on the foregoing, KSV respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1(1)(f) of this Report.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “C”

Second Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

March 25, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

SECOND REPORT OF KSV RESTRUCTURING INC. AS MONITOR

MARCH 25, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Also pursuant to the terms of the Initial Order, the Court:

   a) granted a stay of proceedings until March 15, 2021; and

   b) granted a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel (the "Administration Professionals"); and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, as well as its officers.

3. At the initial application, the Court set March 15, 2021 as the date for the comeback motion in these proceedings (the "Comeback Motion"). At the Comeback Motion, the Court issued an amended and restated Initial Order (the "Amended and Restated Initial Order") pursuant to which:

   a) the stay of proceedings was extended to May 7, 2021;

   b) the amount of the Administration Charge was increased to $1 million;

   c) the amount of the D&O Charge was increased to $240,000; and

   d) a charge in favour of ACBI was created for any advances it makes to ACC during these proceedings (the "Intercompany Charge") (collectively, the Administration Charge, the D&O Charge and the Intercompany Charge are referred to as the "Court-Ordered Charges").

   A copy of the Amended and Restated Initial Order is provided in Appendix "A".

4. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings are intended to provide a forum to allow the Companies to develop a plan of arrangement or compromise (the "Plan") that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide background information regarding the Companies and these proceedings;

   b) discuss the rationale for the appointment of a committee comprised of seven investors (the "Investor Committee") which will work with the Monitor and the Companies to formulate a Plan that will be presented to creditors;

   c) summarize the process (the "DIP Solicitation Process") carried out by the Monitor to solicit debtor-in-possession ("DIP") financing proposals for a $5 million DIP facility (the "DIP Facility");

   d) summarize the terms of the recommended DIP Facility between RCM Capital Management Ltd., or its designated assignee ("RCM"), as lender (the "Lender"), ACC, as borrower (the "Borrower") and ACBI as guarantor, including a court-ordered charge on the Companies' business and assets, which is a condition of the DIP Facility, subject only to the Administration Charge to a maximum of $750,000 and the encumbrances in favour of Toronto Dominion Bank ("TD Bank") to a maximum of $100,000 and HSBC Canada ("HSBC") (the "DIP Charge");

e) summarize the proposed claims procedure (the "Claims Procedure") for soliciting and determining claims against the Companies and against the Companies' directors and officers;

f) provide an update on the Companies' and the Monitor's activities since the Monitor's first report to Court dated March 11, 2021 (the "First Report"); and

g) recommend that the Court issue an order or orders, *inter alia*:

   i. approving the appointment of the Investor Committee and its members and providing the Investor Committee and its members with protections consistent with those afforded to the Monitor in the Initial Order;

   ii. approving the DIP Facility and the DIP Charge;

   iii. reducing the amount of the Administration Charge to $750,000;

   iv. approving the Claims Procedure and authorizing the Monitor to carry out the Claims Procedure on the basis set out in the proposed claims procedure order (the "Claims Procedure Order");

   v. sealing the confidential appendices to this Report; and

   vi. approving the Monitor's activities from the commencement of these proceedings to the date of this Report.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel.

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the financial information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. This Report does not consider the potential future impact of the COVID-19 pandemic on the Companies' business and operations, including on the Companies' portfolio companies (collectively, the "PCs"). Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of an integrated multinational private equity business. Through various holding companies, including ACBI, ACC acquires, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the US and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "B".

3. ACC does not use a typical private equity model, which relies on a limited partnership structure to raise capital for its Investors. Rather, ACC raised capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments.

4. All of ACBI's debt was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units (which have a debt and an equity warrant component), preferred securities and promissory notes (each instrument being a "Security" and collectively, the "Securities"). The monies raised by ACC and ACBI were used in part to acquire PCs, and together with PC Distributions (as defined below), to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

6. A summary of ACC's and ACBI's obligations[1], by Security, as at the date of the Initial Order is provided in the table below.

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,312	18,205	19,517
Preferred Securities	263,952		263,952
Hybrid Securities	67,050		67,050
Total	332,315	18,205	350,520

7. ACC's interest in the PCs is owned indirectly through its holding company subsidiaries including ACBI (the "HoldCos"). ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the HoldCos that own the PCs. ACC indirectly receives interest, management fees and dividends from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC, which continues to be the case. In addition, ACC has on one occasion sourced capital from a PC by refinancing its loan from ACC (made through a 12% preferred security) with bank debt priced less expensively than the preferred security (the "PC Refinancing Transaction").

[1] Includes accrued and unpaid interest at the date of the Initial Order.

8. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings, including its pre-filing report (the "Pre-Filing Report") and in affidavits sworn by James Livingstone, ACC's Chief Executive Officer. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Investor Committee

1. Since the commencement of these proceedings, Mr. Livingstone and representatives of the Monitor have engaged in discussions with a significant number of the Companies' investors. In light of feedback from these discussions, it became apparent to Mr. Livingstone and the Monitor that these proceedings would benefit from the establishment of a committee of investors. During those discussions, several investors expressed an interest in sitting on such a committee. The primary purpose of the Investor Committee is for the Companies and the Monitor to work with the Investor Committee to formulate a Plan that will be presented to creditors for their consideration.

2. On March 15, 2021, the Monitor sent an update letter to investors. The update letter advised of the Monitor's intention to form the Investor Committee and to have it approved by the Court by the end of March. In response to this letter, several additional individuals contacted the Monitor to advise that they have an interest in sitting on the Investor Committee. A copy of the March 15, 2021 letter to investors is provided in Appendix "C".

3. The Monitor has identified seven individuals for the Investor Committee. These individuals are significant investors and/or an advisor or representative of groups of investors. The Monitor believes these investors represent a broad cross-section of the various Securities issued by the Companies. A summary of the holdings of the Investor Committee members, or the investors they represent, is provided in the table below.

Name	Preferred Securities	Hybrid Securities	Promissory Notes
Montrusco Bolton Investors Inc.	X	X	X[2]
Requisite Capital Management LLC	X	X	
Monkey Toes LLC	X	X	X[3]
Birnam Wood Capital LLC	X		
Wood Group Capital Inc.	X		
Robert Maroney	X		
Donald Lang		X	

[2] Issued by ACBI.

[3] Issued by ACC and ACBI.

4. The amounts owing to the Investor Committee members, or the investors that they represent, total, at least, approximately $156 million, or 44% of the total outstanding Securities. The amount owing to each investor on the Investor Committee, or the investors they represent, is provided in Confidential Appendix "1". The balance of the Securities is owed to 284 investors comprising approximately $200 million. A complete list of investors and the amounts owed to each is provided in Confidential Appendix "2".[4]

5. The Monitor has spoken with each prospective member of the Investor Committee. The Investor Committee members have diverse backgrounds that will provide various insights and perspectives into the restructuring process. Each of the Investor Committee members has significant financial and/or operational experience.

6. The Investor Committee is to have the following construct:

   a) the Investor Committee is intended to perform an advisory and consultation function so that the goals and priorities of the Companies' creditors are considered and reflected in the Plan;

   b) the decisions of the Investor Committee are not binding on the creditors, the Monitor or the Companies;

   c) the members of the Investor Committee will not be compensated for sitting on the Investor Committee;

   d) the Investor Committee is to consider the interests of all ACC and ACBI investors;

   e) in the event that any member of the Investor Committee is unhelpful, disruptive or misses, without reasonable explanation, either two consecutive Investor Committee meetings, or three Investor Committee meetings in aggregate, the member can be expelled from the Committee by a resolution passed by two-thirds of the other Committee members or the Monitor can bring a motion to have them removed;

   f) there may be instances when Investor Committee members believe it would be helpful to discuss ideas and issues with stakeholders and/or the constituents that they represent or with whom they have a relationship. Generally, Investor Committee discussions are to be conducted on a confidential basis; however, the Monitor will work with the Investor Committee to agree to the scope of information that can be shared with other stakeholders. An Investor Committee member that breaches the Committee confidentiality rules can be expelled from the Committee by a resolution passed by two-thirds of the other Committee members, or the Monitor can bring a motion to have them removed;

[4] Pursuant to the terms of the Initial Order, the amount owing to each investor is confidential. Accordingly, that information has not been provided in this Report, except in the confidential appendices.

g) members of the Investor Committee should not have any liability for sitting on the Investor Committee, except for their gross negligence or wilful misconduct. The Monitor is of the view that Investor Committee members should be afforded protections consistent with those provided to the Monitor or a court-appointed officer in an insolvency proceeding. It is contemplated that leave of the Court would be required to commence an action against the Investor Committee or any member of the Investor Committee; and

h) The establishment of the Investor Committee will not obviate the need for the Companies to provide creditors with periodic updates concerning the performance of the PCs and other financial updates.

3.1 Recommendation Re Investor Committee

1. For the following reasons, the Monitor recommends that the Court issue an order approving the appointment of the Investor Committee and its initial members, and granting protections to the Investor Committee and its members consistent with those provided to the Monitor in the Initial Order:

   a) the Investor Committee members own or represent a cross-section of Securities totaling, at least, approximately $156 million (or 44%) of the total Securities outstanding as of the date of the Initial Order;

   b) the Investor Committee will provide the Companies and the Monitor with the opportunity to engage with a single representative group of investors on the formulation of the Plan so that the goals and priorities of the investors are reflected in the Plan. This will assist to make these CCAA proceedings more efficient and will reduce the professional costs in these proceedings;

   c) without the establishment of a single investor committee, it is likely that there will be several informal committees established, each advancing its own interests. This will make it difficult for the Monitor to build broad consensus for the Plan and could cause these proceedings to be unsuccessful. It is also likely to significantly increase professional costs and cause delay in reaching consensus concerning a Plan;

   d) based on the Monitor's discussions with the prospective Investor Committee members, the members of the Investor Committee have significant financial and/or operational experience that should facilitate the restructuring process;

   e) Investor Committee members should not have any liability for serving on the Investor Committee and accordingly, it is appropriate to grant them Court-ordered protections similar to those afforded to the Monitor in the Initial Order. If Investor Committee members are not provided appropriate protections, it is unlikely that investors would be prepared to sit on the committee, which would be to the detriment of the successful completion of these proceedings;

f) Investor Committee members will not be compensated for sitting on the Investor Committee; and

g) the decisions of the Investor Committee are not binding on the Companies' creditors, the Monitor and the Companies, but rather are intended to provide guidance to the Monitor and the Companies as to the structure of a Plan that addresses the key issues that will be considered by creditors so that the Plan has the best opportunity to be accepted by the creditors.

4.0 DIP Solicitation Process

1. The Monitor advised in its pre-filing report and in the First Report that the Companies may need DIP financing. Mr. Livingstone also foreshadowed the potential need for DIP financing in his affidavits sworn in these proceedings. These reports and affidavits discussed that ACC was at the date of the Initial Order working on a PC Refinancing Transaction, and if completed, the Companies would not require a DIP Facility, at least in the short-term.

2. Since the commencement of these proceedings, it has become apparent that the PC Refinancing Transaction will not be completed at this time and accordingly, given their lack of liquidity, the Companies require a DIP Facility to fund their operating expenses and professional costs during these proceedings. Additionally, the DIP Facility provides the Companies with liquidity if the Companies incur negative cash flow variances versus its cash flow forecasts. Accordingly, on March 10, 2021, the Monitor commenced the DIP Solicitation Process to obtain DIP Facility proposals by sending a letter (the "DIP Solicitation Letter") to prospective DIP lenders (the "Prospective Lenders"). A copy of the letter sent by the Monitor to Prospective Lenders is attached as Appendix "D".

3. An overview of the DIP Solicitation Process is as follows:

   a) early in these proceedings, several Prospective Lenders contacted the Monitor to advise of their interest to provide a DIP loan to the Companies;

   b) the Monitor sent the DIP Solicitation Letter to eight Prospective Lenders, including those which had contacted the Monitor;

   c) to be permitted into the process, Prospective Lenders were required to sign a confidentiality agreement (the "CA"). Upon execution of the CA, Prospective Lenders were provided access to an online data room, which included financial information concerning the Companies and the PCs, as well as a draft term sheet for the DIP Facility prepared by the Monitor, in consultation with the Companies; and

   d) Prospective Lenders were encouraged to submit proposals using the draft term sheet, with any changes blacklined against it.

4.1 DIP Solicitation Process Results

1. The results of the DIP Solicitation Process are summarized as follows:

   a) eight parties executed the CA and were provided access to the data room; and

   b) three offers were submitted.

2. A summary of the offers is provided in Confidential Appendix "3" (the "DIP Summary"). The Companies and the Monitor are of the view that the best DIP Facility proposal was submitted by the Lender.

4.2 DIP Facility[5]

1. The terms of the DIP Facility are set out in the term sheet (the "DIP Term Sheet"). A copy of the DIP Term Sheet is attached as Appendix "E". The significant terms of the DIP Facility are below.

   a) Lender: RCM

   b) Guarantor: ACBI

   c) Amount: $5 million

   d) Maturity Date: ACC will repay all of the Interim Financing Obligations in full, on the earlier of: (i) the occurrence of any Event of Default which is continuing and has not been cured; (ii) the implementation of a Plan and by an order entered by the Court; (iii) conversion of the CCAA Proceedings into a proceeding under the *Bankruptcy and Insolvency Act* (Canada); and (iv) the date that is six months from the date of the Initial Advance, subject to the ability of the Borrower, with the reasonable consent of the Lender to extend the Maturity Date for an additional six month period by notice in writing to the Interim Lender delivered prior to the expiry of the initial six month term (the earliest of such dates being the "Maturity Date").

   e) Interest rate: 10% per annum on outstanding advances (there are no unused facility fees, set up fees or other fees related to the DIP Facility).

   f) DIP Charge: First-ranking Court ordered charge over the Borrowers' business and assets, subject to the Administration Charge to a maximum of $750,000 and the secured claims of TD Bank (to a maximum of $100,000) and HSBC.

[5] Terms not defined in this section have the meaning provided to them in the DIP Term Sheet.

g) Budget: The Borrower has delivered, with consent of the Monitor, and the Lender has accepted, a current weekly line-item budget covering the period of at least ninety-one (91) days following the date of this Term Sheet (together with all updates thereto approved by the Interim Lender in their sole discretion, including the Revised Budget if approved by the Interim Lender in their sole discretion, the "Agreed Budget").

On Wednesday of each week by 4:00 p.m. (Vancouver time), commencing on the first week after the initial funding, ACC will deliver to the Lender: (i) a report showing actual cash receipts and actual expenditures for each line-item in the Agreed Budget covering the previous week and comparing the foregoing amounts with the budgeted cash receipts and budgeted expenditures, respectively, set forth in the Agreed Budget for such line-item during such one week period, and (ii) a one week roll-forward of the Agreed Budget, which shall reflect the Borrower's good faith projections and be in form and detail consistent with the initial Agreed Budget and subject to the approval of the Lender in its sole discretion (if so approved by the Interim Lender, the "Revised Budget").

h) Conditions, include:

i. reduction in the Administration Charge to $750,000;

ii. entry of the DIP Order and the granting of the DIP Charge; and

iii. no Default or Event of Default shall have occurred or, if applicable, will occur as a result of the requested Interim Advance;

i) Events of Default, include:

i. termination of the CCAA proceedings or lifting the CCAA stay of proceedings to permit (A) the enforcement of any Lien against Companies, or a material portion of their respective property, assets or undertaking, or (B) the appointment of a receiver and manager, receiver, interim receiver or similar official, or substituting the Monitor, or the making of a bankruptcy order against the Companies; granting any Lien which is senior to or *pari passu* with the Interim Lender Charge, other than the Permitted Priority Liens;

ii. the issuance of an order modifying the DIP Charge or any orders in a manner which adversely impacts the Lender without the prior consent of the Lender;

iii. failure of any of the Companies to comply with (i) any of the negative covenants in the DIP Term Sheet, and to the extent such failure or default is capable of being remedied, such failure or default shall continue unremedied for a period of ten (10) Business Days or (ii) any of the positive covenants in the DIP Term Sheet, and to the extent such failure or default is capable of being remedied, such failure or default shall continue unremedied for a period of thirty (30) Business Days;

iv. if the Companies' exposure to HSBC exceeds $40,000;

v. the occurrence of a Material Adverse Change[6];

vi. any material violation or breach of any Court Order by the Companies; and

vii. any Revised Budget (A) contemplates or forecasts an adverse change from the then-existing Agreed Budget, and such change(s) constitute a Material Adverse Change or (B) contemplates or forecasts a cash flow deficit in excess of $500,000 or the equivalent amount thereof in any other currency (each, an "Updated Budget Default").

4.3 Secured Creditors

1. The DIP Facility will not have priority over the following obligations owing to TD Bank to a maximum of $100,000 and HSBC.

4.3.1 TD Bank

1. TD Bank has registered financing statements against ACC under the British Columbia, Ontario and Saskatchewan Personal Property Security Acts.

2. The Monitor has been advised that TD's registrations were made in respect of:

   a) limited recourse guarantees supported by share pledges that ACC had previously made in support of loans by TD to certain PCs. Shares in the PCs pledged to TD Bank are now held by Ardenton Capital Canada Inc. ("ACCI"), a non-applicant subsidiary of ACC, after an internal reorganization completed by Ardenton in 2019. The Monitor understands that ACC is working with TD to reflect the correct owner of the pledged PC shares; and

   b) a GSA which secured the Companies' TD VISA corporate credit card liabilities, which are currently approximately $47,000.

3. As the subsidiaries for which TD has a secured limited recourse guarantee are now owned by ACCI and not ACC, the Amended and Restated Initial Order sets out that the Court-Ordered Charges rank in priority to the TD security interest, subject to a $100,000 priority afforded to TD for amounts owing to it or that may be owing to it in the future in respect of the TD VISA cards.

[6] "Material Adverse Change" means any event which, individually or in the aggregate, results, or could reasonably be expected to result, in a material adverse change in: (a) the ability of the Companies to perform any obligation under the DIP Term Sheet or any Court Order, or the ability of ACC to carry out a Plan; (b) the validity or enforceability of any of the D&O Charge or the ranking of any of the Liens granted thereby or the material rights or remedies intended or purported to be granted to the Lender under the D&O Charge; (c) the rights and remedies of the Lender under the DIP Term Sheet; (d) the business of the Companies, on a consolidated basis, including without limitation a material adverse qualification (other than a "going concern" qualification resulting from the CCAA proceedings); (e) the ability of the Companies to carry on its business as conducted as of the date of this Term Sheet; or (f) the Collateral.

4. The Monitor understands that TD has recently terminated the Visa facilities and that the Companies intend to repay this obligation at their earliest opportunity.

4.3.2. HSBC

1. HSBC has registered a financing statement against ACC under the British Columbia Personal Property Security Act. HSBC is not a lender to the Companies. ACC maintains bank accounts at HSBC and has a Visa facility with HSBC. The HSBC registration against ACC relates to HSBC's security for ACC's obligations in relation to account management and related services, as well as any exposure under the Visa facility. The amounts that may be owing to HSBC at any point in time are not anticipated to be significant and the ranking of HSBC's security is not to be affected by the DIP Charge.

4.3.3. Priority of Charges

1. The proposed priority of the Court-ordered charges is as follows:

   a) first, the Administration Charge;

   b) second, the DIP Charge;

   c) the D&O Charge; and

   d) the Intercompany Charge.

4.4 Recommendation re DIP Facility

1. The Monitor considered the following factors regarding the terms of the DIP Facility, as well those set out in Section 11.2 of the CCAA:

   a. the Companies are facing a liquidity crisis. They are projected to exhaust their cash balances by approximately mid-April. Absent DIP Financing, the Companies may not be able to pay operating costs and professional fees in relation to these proceedings. In the Monitor's view, the Companies require the DIP Facility to ensure that they have sufficient liquidity to continue to operate and to fund the costs of these proceedings for the benefit of all of the Companies' stakeholders;

   b. the DIP Facility enhances the prospect that the Companies will be able to successfully restructure and will prevent a fire sale of certain of the PCs, which would be the Companies' only other option to generate liquidity, if required. Such option is not in the interest of the Companies' stakeholders;

   c. the DIP Facility is for six months and can be extended by another six months by ACC, which may be necessary if these proceedings are not completed by the six-month anniversary of these proceedings;

d. the DIP Facility has no fees, including an unused line fee, which is an important consideration as the full amount of the DIP Facility is not projected at this time to be drawn;

e. the Companies are permitted to repay the DIP Facility at any time, without penalty; and

f. based on the other DIP proposals received, and a comparison of the terms of the DIP Facility to the terms of other DIP facilities approved by Canadian courts in CCAA proceedings commenced between 2018 and 2021 (see Appendix "F"), the Monitor believes that the terms of the DIP Facility are reasonable for the following reasons:

- the interest rate of the proposed DIP Facility is consistent with, and in many instances lower than, DIP facilities approved by Canadian courts in other CCAA and restructuring proceedings;
- there are no fees payable under the DIP Facility, including an unused line fee; and
- the DIP Facility is for a six-month term and can be extended at no cost for an additional six months, if required. The maximum term of the DIP Facility should be sufficient to complete or substantially complete these proceedings.

5.0 Claims Procedure[7]

1. **This Report summarizes the Claims Procedure. Interested parties are strongly encouraged to read the Claims Procedure Order in its entirety. To the extent there are inconsistencies between this Report and the Claims Procedure Order, the Claims Procedure Order shall prevail. The full details of the Claims Procedure have not been reproduced or summarized in this Report.**

2. The Monitor developed the Claims Procedure to solicit and determine any and all Claims, including Pre-Filing Claims, D&O Claims and Restructuring Claims.

3. The key terms and provisions of the Claims Procedure are summarized in the following sections of this Report.

5.1 Notice to Creditors

1. The Claims Procedure requires a Notice to Claimants to be published in *The Globe and Mail* (National Edition) and the Vancouver Sun by the Monitor by no later than April 6, 2021.

[7] Capitalized terms in this section have the meaning provided to them in the Claims Procedure Order unless otherwise defined herein.

2. The Monitor will post the Notice to Claimants, the Claims Package and the Claims Procedure Order on its website as soon as possible. The Claims Package includes an Instruction Letter, a Proof of Claim and a Notice of Dispute.

3. The Monitor shall send a Known Claimant Claims Package to each Known Claimant and to Canada Revenue Agency, and any similar revenue or taxing authority of each and every province or territory of Canada in which the Companies carry on business within ten (10) Business Days following the granting of the Claims Procedure Order, by ordinary mail or electronic mail to the Known Claimant's last known address provided by the Companies, or the address provided to the Monitor by the Known Claimant.

5.2 Proof of Claims

1. Most of the creditors of the Companies are investors. To increase the efficiency of the Claims Procedure, the Monitor and the Companies will determine the claim amounts for all Known Claims as at the Filing Date, based on the Companies' books and records. Any Known Claimant that does not dispute the amount of its Known Claim is not required to take any further action and the Known Claim will be deemed to be the Claimant's proven claim for the purposes of voting and distribution under any Plan.

2. Any Known Claimant wishing to dispute the amount or other aspect of the Known Claim must file a Notice of Known Claim Dispute with the Monitor on or before the Pre-Filing Claims Bar Date, being 4:00 p.m. (PST) on May 14, 2021 or such other date as may be ordered by the Court.

3. Any Person who wishes to assert:

   a. a Pre-Filing Claim (not set out in a Known Claimant Notice) must deliver a completed Proof of Claim to the Monitor on or before the Pre-Filing Claims Bar Date;

   b. a Restructuring Claim[8], must deliver a completed Proof of Claim form to the Monitor on or before the applicable Restructuring Claims Bar Date. The Restructuring Period Claims Bar Date is the later of (i) the Pre-Filing Claims Bar Date; and (ii) thirty (30) days after the Monitor sends a Claims Package with respect to a Restructuring Claim; and

   c. a D&O Claim, must deliver a completed Proof of Claim form to the Monitor on or before the Pre-Filing Claims Bar Date, if in respect of a claim arising before the Filing Date, or the Restructuring Claims Bar Date if in respect of a Disclaimer, as applicable.

[8] Any right or claim of any Person that may be asserted or made in whole or in part against the Companies in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any of the Companies to such Person arising out of the Disclaimer of any lease, contract, or other arrangement, agreement or obligation (whether oral or written) by any of the Companies on or after the Filing Date, whether such restructuring, termination, repudiation or disclaimer took place or takes place before or after the date of this Claims Procedure Order.

4. Any Person who does not file a Proof of Claim in accordance with this Claims Procedure Order with the Monitor by the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, shall:

   a) not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in, the Claims Procedure or the CCAA Proceeding in respect of such Claim;

   b) with respect to a Pre-Filing Claim or a Restructuring Claim, upon approval of a Plan, be forever barred from asserting such Claim against the Companies and the Companies shall not have any liability in respect of such Claim and such Claim shall be extinguished;

   c) with respect to a D&O Claim, upon approval of a Plan, be forever barred from asserting such Claim against any of the Directors or Officers and the Directors and Officers shall not have any liability in respect of such Claim and such Claim shall be extinguished;

   d) not be permitted to vote on any Plan at any Meeting on account of such Claim; and

   e) not be permitted to participate in any distributions under any Plan related to such Claim or under this CCAA Proceeding.

5.3 Determination of Claims

1. The Monitor, in consultation with the Companies (and in the case of a D&O Claim, in consultation with the respective Directors or Officers, if applicable) shall review all Proofs of Claim and Notices of Known Claim Dispute filed in accordance with this Claims Procedure Order, and at any time may, among other things:

   a) attempt to resolve and settle any issue arising in a Proof of Claim or Notice of Known Claim Dispute or in respect of a Claim;

   b) accept the claim; and

   c) revise or disallow the amount of any Claim and so notify the Claimant in writing by way of a Notice of Revision or Disallowance.

2. The Monitor will not accept or revise any portion of a D&O Claim absent: (i) the consent of the applicable Director and Officer in consultation with the applicable insurer; or (ii) further Order of the Court.

3. Any Person who intends to dispute the amount set out in a Notice of Revision or Disallowance must deliver a Notice of Dispute to the Monitor in writing, with a copy to the Monitor, by 4:00 p.m. (PST) on the day that is no later than fourteen (14) calendar days after such Claimant received the Notice of Revision or Disallowance. If they do not submit a Notice of Dispute, the value and status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance, respectively, for the purposes of voting and distribution under any Plan.

4. In the event that the Monitor and the Claimant are unable to resolve any Disputed Claim in respect of any Pre-Filing Claim or Restructuring Claim, the Monitor shall bring a motion for advice and direction to have the unresolved Disputed Claim determined by the Court.

5. In the event that the Monitor, in consultation with the applicable Director or Officer, is unable to resolve any Disputed Claim in respect of any D&O Claim, the Monitor shall bring a motion for advice and direction to have the unresolved Disputed D&O Claim determined by the Court.

5.4 Excluded Claims

1. The only Excluded Claims are the secured claims of TD, HSBC and amounts secured by the Court-Ordered Charges.

5.5 Recommendation re: Claims Procedure

1. The Monitor believes the Claims Procedure is reasonable and appropriate for the following reasons:

   a) the filing of claims and the completion of the Claims Procedure is a gating issue to the timely completion of these proceedings. The Monitor has stated in its reports and in its discussions with investors, that it is its intention to advance these proceedings expeditiously. Commencing the Claims Procedure at this time is consistent with this objective;

   b) the proposed notices, dispute resolution provisions and timelines set out in the Claims Procedure Order are consistent with those commonly approved by Canadian courts in CCAA proceedings and are sufficient to allow creditors to file Claims in these proceedings, particularly as the Companies will be providing most of the creditors with the amounts of their claims as of the date of the Initial Order, as set out in the Companies' books and records;

   c) in the Monitor's view, the Pre-Filing Claims Bar Date, being approximately 44 days from the date scheduled for this application, is sufficient for creditors to file a Proof of Claim and D&O Proof of Claim (as applicable) with the Monitor; and

   d) in the Monitor's view, the basis on which the Claims Procedure proposes to address Known Claims, being by far the largest pool of creditors, will allow the Monitor to calculate Known Creditor claims on a consistent manner based on the Companies' books and records, and minimize the number of disputed claims, thereby streamlining the Claims Procedure and minimizing the professional costs of the Claims Procedure.

6.0 Professional Fees

1. At the Comeback Motion, there was a discussion concerning the Administration Charge and the professional fees incurred to-date. Additionally, one of the purposes of the DIP Facility is to fund the fees and costs of the Administration Professionals. Accordingly, the Monitor is providing an update on the estimated fees and costs of the Administration Professionals as of March 15, 2021, as summarized in the table below.

	($000s)
KSV	280
DLA Piper (Canada) LLP	61
Aird & Berlis LLP	200
MLT Aikins LLP	62
Nathanson Shachter & Thompson LLP (D&O counsel)	5
	608

2. Since the commencement of these proceedings, one of the Administration Professionals has received payment of one invoice in the amount of $29,341, while none of the other Administration Professionals has received payment of their fees and costs since that time, including in respect of their activities related to preparing for these proceedings. Additionally, one of the Administration Professionals has an outstanding retainer of $50,000. If the DIP Facility is approved, the Administration Charge will be reduced from $1 million to $750,000. The Administration Professional with a retainer intends to apply its retainer against its first invoice rendered in these proceedings.

3. As a result of the discussion at the Comeback Motion, and subject to the approval of the DIP Facility, the Administration Professionals have agreed to reduce the Administration Charge to $750,000. This is also a condition of the DIP Facility.

7.0 Confidential Appendices

1. This Report discusses two sets of information that the Monitor believes should be sealed: information concerning the amounts owed to Investors and the DIP Summary.

2. As discussed in the Monitor's Pre-Filing Report and in the affidavit of Mr. Livingstone sworn March 2, 2021, the Companies' investors have an expectation of privacy as to the amounts owing to them by the Companies. The Initial Order authorizes the Companies to keep this information confidential and accordingly, the Monitor believes it is appropriate that the information provided in Confidential Appendices "1" and "2" be sealed on that basis. The Monitor does not believe any party will be prejudiced if this information is sealed.

3. The DIP Summary provided in Confidential Appendix “3” includes a summary of the DIP proposals. The Monitor believes that the DIP Summary should be filed with the Court on a confidential basis and be sealed (“Sealing Order”). If the DIP Facility transaction does not close for any reason, a subsequent DIP solicitation process would be prejudiced by the release of the information. The Monitor is not aware of any party that will be prejudiced if the information is sealed. Accordingly, the Monitor believes the proposed Sealing Order is appropriate in the circumstances.

8.0 Companies’ Activities Since the Date of the Initial Order

1. The Companies’ activities since the date of the Initial Order have included:

   a) continuing to operate its business in the ordinary course;

   b) engaging routinely with the Companies’ investors and interested parties;

   c) overseeing the operations of the PCs;

   d) considering Ardenton’s liquidity issues and assisting the Monitor to respond to questions from Prospective Lenders;

   e) communicating with suppliers to secure goods and services during these proceedings;

   f) dealing with regulators;

   g) advancing its restructuring efforts and considering various restructuring options;

   h) working on a multi-year pro-forma of the PCs;

   i) providing feedback from investors concerning the Investor Committee and discussing same with the Monitor;

   j) assisting the Monitor with the drafting of a claims procedure;

   k) drafting an investor update (in progress);

   l) dealing with its auditors;

   m) restructuring its US operations;

   n) preparing to move its Vancouver office effective April 1, 2021; and

   o) keeping the Monitor apprised of all of the foregoing.

9.0 Monitor's Activities

1. The Monitor's activities since the commencement of these proceedings have included:

    a) corresponding regularly with Ardenton's management regarding all aspects of these proceedings;

    b) continuing to engage with investors;

    c) working with the Companies to put in place the Investor Committee;

    d) speaking with several individuals who expressed an interest in sitting on the Investor Committee;

    e) drafting the Claims Procedure Order and discussing same with the Companies;

    f) corresponding with the Companies' creditors;

    g) preparing and updating a virtual data room for Prospective Lenders;

    h) facilitating due diligence by Prospective Lenders;

    i) negotiating and finalizing the DIP Term Sheet;

    j) monitoring the Companies' receipts and disbursements;

    k) working with the Companies to consider restructuring issues;

    l) dealing with the Companies' auditors;

    m) dealing with issues affecting the UK operations, including the UK PCs;

    n) drafting the First Report and this Report; and

    o) maintaining the service list.

10.0 Conclusion and Recommendation

1. Based on the foregoing, KSV respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1(1)(g) of this Report.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “D”

Third Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

April 28, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

THIRD REPORT OF KSV RESTRUCTURING INC. AS MONITOR

APRIL 28, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Also pursuant to the terms of the Initial Order, the Court granted:

   a) an initial stay of proceedings until March 15, 2021 (the "Stay Period"); and

   b) a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel; and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, as well as its officers.

3. At the initial application, the Court set March 15, 2021 as the date for the comeback motion in these proceedings (the "Comeback Motion"). At the Comeback Motion, the Court issued an amended and restated Initial Order (the "Amended and Restated Initial Order") pursuant to which:

   a) the Stay Period was extended to May 7, 2021;

   b) the amount of the Administration Charge was increased to $1 million;

   c) the amount of the D&O Charge was increased to $240,000; and

   d) a charge in favour of ACBI was created for any advances it makes to ACC during these proceedings (the "Intercompany Charge").

4. Pursuant to orders issued by the Court on March 31, 2021, the Court:

   a) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling at least $156 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the investors so that these are reflected in the Plan of Arrangement or Compromise (the "Plan") which will be presented to creditors;

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital Management Ltd., or its assignee (the "DIP Lender") and granted a charge on the Property in favour of the DIP Lender for this amount (the "DIP Charge");

   c) reduced the amount of the Administration Charge to $750,000; and

   d) approved a claims procedure (the "Claims Procedure") for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedures Order").

5. This Report should be read in conjunction with each of the Affidavits of James Livingstone, ACC's Chief Executive Officer, sworn on April 27, 2021 (the "Fifth Livingstone Affidavit") and the Affidavit of Mr. Livingstone sworn on April 27, 2021 (the "Sixth Livingstone Affidavit"), the latter of which has been filed under seal.

6. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings are intended to provide a forum to allow the Companies to develop a Plan that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide background information regarding the Companies and these proceedings;

   b) discuss the Monitor's dealings with the Investor Committee;

   c) provide an update on the Claims Procedure;

   d) provide an overview of ACC's proposed Key Employee Retention Plan (the "KERP");

   e) comment on the Companies' cash flow projection for the period commencing May 8, 2021 through the week ending July 6, 2021 (the "Cash Flow Forecast");

   f) provide an update on the Companies' and the Monitor's activities since the Monitor's Second Report to Court dated March 25, 2021 (the "Second Report");

   g) summarize the anticipated next steps in these proceedings; and

   h) recommend that the Court issue an order or orders, *inter alia*:

      i. approving the KERP and a related charge on the Property in the amount of $496,000 to secure the amounts owing under the KERP (the "KERP Charge");

      ii. sealing the Sixth Livingstone Affidavit;

      iii. granting an extension of the Stay Period to July 6, 2021;

      iv. approving the Monitor's Pre-Filing Report dated March 3, 2021, the Monitor's First Report dated March 10, 2021, the Monitor's Second Report dated March 25, 2021 and this Report (collectively, the "Reports"); and

      v. approving the Monitor's activities as set out in the Reports.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel.

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the financial information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future oriented financial information relied upon in this Report is based upon the Petitioners' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. The Monitor expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

4. This Report does not consider the potential future impact of the COVID-19 pandemic on the Companies' business and operations, including on the Companies' portfolio companies (collectively, the "PCs"). Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies, including ACBI, ACC acquires, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the US and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "A".

3. ACC does not use a typical private equity model, which relies on a limited partnership structure to raise capital for its investors. Rather, ACC raised capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments.

4. All of ACBI's debt was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units[1], preferred securities and promissory notes (each instrument being a "Security" and collectively, the "Securities"). The monies raised by ACC and ACBI were used in part to acquire the PCs, and together with PC Distributions (as defined below), to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

[1] Hybrid units have a debt and an equity warrant component.

6. A summary of ACC's and ACBI's obligations[2], by Security, as at the date of the Initial Order is provided in the table below.

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,312	18,205	19,517
Preferred Securities	263,952	-	263,952
Hybrid Securities	67,050	-	67,050
Total	332,315	18,205	350,520

7. ACC's interests in the PCs are owned indirectly through various holding company subsidiaries, including ACBI (the "HoldCos"). ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the HoldCos that own the PCs. ACC indirectly receives interest, management fees and dividends from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC, which continues to be the case. In addition, ACC has on one occasion sourced capital from a PC by refinancing its loan from ACC with bank debt priced less expensively than the preferred security.

8. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings and the prior affidavits sworn by Mr. Livingstone. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Investor Committee

1. As of the date of this Report, the Monitor has convened six meetings with the Investor Committee. Except for certain Ardenton employees who have been invited to present at these meetings, these meetings are attended solely by members of the Investor Committee and representatives of the Monitor and its counsel. The meetings convened to date have addressed the following:

   a) the role of the Investor Committee and its governance structure;

   b) Ardenton's governance and management teams;

   c) Ardenton's background, its business model and the reasons for its financial difficulties;

   d) a presentation by Mr. Livingstone on Ardenton's business, each of the PCs and the reasons for Ardenton's present situation;

   e) a presentation from Ardenton's management teams responsible for the North American PCs and a presentation from Ardenton's management team responsible for its UK PCs;

[2] Includes accrued and unpaid interest at the date of the Initial Order.

f) the key issues affecting the formulation of a Plan and various discussions, including the ranking of creditors in a Plan;

g) the KERP; and

h) various operational and other matters relative to these proceedings, as they arise.

2. The meetings are intended to provide the Investor Committee with the background information they require to properly consider the issues relevant to a Plan and to allow them to have the information necessary to perform their role on behalf of creditors. The Monitor and the Companies are working on the outline of a Plan which they expect to discuss in the near terms with the Investor Committee.

3. The Monitor is of the view that the Investor Committee is diligently executing its role and is actively engaged in the proceedings. The Investor Committee is functioning well and is performing diligence on the Companies and the PCs. There has been a high degree of cooperation between the Monitor and the Investor Committee.

4. While the primary focus of the Investor Committee meetings has been understanding the historical and present issues affecting Ardenton, the focus in coming weeks will be the formulation of a Plan, including Ardenton's governance structure and business model on emergence from the CCAA proceedings.

4.0 Update on Claims Procedure

1. A copy of the Claims Procedure Order is attached as Appendix "B".

2. To increase the efficiency of the Claims Procedures, the Claims Procedure Order provides that the Monitor and the Companies will identify and quantify all known claims (the "Known Claims") and provide these creditors with a completed claims package (the "Known Claimant Claims Package"), which the known claimants will have a right to dispute.

3. Following the approval of the Claims Procedure Order, and consistent with the terms of the Claims Procedure Order, the Monitor:

   a) distributed by the date required under the Claims Procedure Order (being April 15, 2021) approximately 400 Known Claimants Claims Packages by ordinary mail or electronic mail to the known claimant's last known address provided by the Companies, or to the address provided to the Monitor by the known claimant;

   b) published on April 7, 2021 a notice advising of the Claims Procedure in *The Globe and Mail (National Edition)* and the *Vancouver Sun*; and

   c) posted on its website immediately after the Claims Procedure Order was made, a notice to claimants, the claims package and the Claims Procedure Order.

4. As of the date of this Report, the Monitor has received four disputes in response to the Known Claimant Claims Package. The amounts in dispute are relatively immaterial.

5. The claims bar date for Known Claims and D&O Claims is May 14, 2021 (the "Pre-Filing Claims Bar Date").

6. The claims bar date for disclaimed contracts is the later of: (i) the Pre-Filing Claims Bar Date; and (ii) thirty (30) days after the Monitor sends a claims package. To-date, there have been four contracts disclaimed during the CCAA proceedings all of which were disclaimed more than thirty days prior to the Pre-Filing Claims Bar Date. Accordingly, these claimants must submit claims by the Pre-Filing Claims Bar Date.

7. The Companies and the Monitor continue to review various agreements to which the Companies are parties, and it is possible that certain of these agreements will be disclaimed.

5.0 KERP

1. The Companies are seeking an order to provide retention bonuses to certain key employees (the "Key Employees") under the KERP in the amount of $496,000. The KERP was developed by ACC, in consultation with the Monitor. A "kerp" is a common feature in Canadian restructuring proceedings.

2. Mr. Livingstone is not a participant in the KERP.

3. A "kerp" is intended to retain employees believed to be integral to a successful outcome in restructuring proceedings and to dissuade them from resigning during the proceedings. The KERP benefits these proceedings as:

   a) key individuals have institutional and historical knowledge that cannot be easily replaced (or replaced at all);

   b) it is significantly less expensive to have employees perform their roles and functions than it is to have professionals perform them, which is necessary if employees resign; and

   c) it is a stated goal of these proceedings that a plan be implemented within six to seven months from the date of the Initial Order. The involvement of key employees facilitates this objective.

4. The KERP and the entitlement of each Key Employee is provided in Confidential Exhibit "A" to the Sixth Livingstone Affidavit.

5. The Key Employees were determined by the Companies in consultation with the Monitor and were approved by Mr. Livingstone, as the sole director of ACC.

6. Under the terms of the KERP, each of the Key Employees will receive a retention bonus as an incentive to continue their respective employment for the duration of the CCAA proceedings, which bonus shall be earned upon the earlier of:

   a) the implementation by the Petitioners of a Plan (a "Plan Implementation Event"), in which case the bonus shall be payable in two installments: (i) 50% on the date of the Plan Implementation Event, and (ii) the balance on the date that is 90 days thereafter;

b) the conversion of these CCAA proceedings to another insolvency process, provided that substantially all of ACC's business and assets have not been sold at the time of the conversion (a "Conversion Event"), in which case the retention bonus shall also be due and payable in two instalments: (i) 50% on the date of the Conversion Event, and (ii) the balance on the date that is 90 days thereafter; and

c) the completion of any realization process through the CCAA for substantially all of the Petitioners' business or assets (a "Sale Completion Event" and collectively, with a Plan Implementation Event and a Conversion Event, a "Completion Event"), in which case the retention amount shall be due and payable immediately on the Sale Completion Event.

7. Additional terms of the KERP include:

a) the Key Employees are entitled to their KERP payment if terminated without cause;

b) a KEY Employee will lose his or her entitlement under the KERP if terminated for cause or if he or she resigns or fails to perform his or her duties and responsibilities before any portion of their KERP entitlement is due and payable; and

c) ACC is seeking the ability to substitute Key Employees if any of the initial Key Employees resign or are terminated with cause prior to the Completion Event, subject to the consent of the Monitor. ACC is seeking the authority to reallocate the retention bonus of any Key Employee that becomes disentitled to their retention bonus, subject to the consent of the Monitor, for one or more of: (i) increased retention bonus payments to other Key Employees, (ii) bonus payments to other existing Company employees; and (iii) as a recruiting fee or recruiting bonus to newly hired employees.

8. The Monitor believes that the KERP is reasonable and appropriate in the circumstances and reflects the Key Employees' importance to the Companies' business for the following reasons:

a) the Key Employees are necessary to facilitate a successful outcome in these proceedings;

b) the payments under the KERP appear reasonable in circumstance. The amounts payable under the KERP have been discussed with ACC's senior management, including senior employees entitled to the KERP, and they are of the view that they should be sufficient to retain the Key Employees;

c) absent the KERP, there is a greater risk of employee resignations. If that happens, professional costs are likely to increase significantly as the professionals would be required to perform the roles presently performed by the Key Employees;

d) certain of the Key Employees are particularly important to ACC's management and culture. Losing these Key Employees could result in further employee resignations;

e) the Monitor has worked with the Key Employees and has witnessed their contribution. These individuals have worked after hours and on weekends in order to advance these proceedings;

f) the key to maximizing recoveries in these CCAA proceedings is generating value from the PCs. Certain of the Key Employees have relationships with the "business partners" and lenders to the PCs and/or sit on the boards of the PCs. Losing key individuals at this time would be disruptive to the operations of the PCs and stakeholder relationships;

g) Ardenton's headcount has declined from approximately 82 employees in 2020 to approximately 20 presently. The Key Employees have taken on greater responsibility as a result of these reductions, without a corresponding increase in their compensation;

h) the Monitor has been advised by ACC's management that one employee has recently resigned and there is a strong job market for financial and other professionals in Vancouver;

i) the base salaries of the Key Employees are not excessive or egregious;

j) the Monitor has consulted the Investor Committee regarding the KERP, the KERP reflects the feedback of the Investor Committee and the Investor Committee supports approval of the KERP;

k) the Monitor has consulted with the DIP Lender regarding the KERP and understands that the DIP Lender does not object to the KERP; and

l) Mr. Livingstone is not a participant in the KERP.

9. The KERP is to have the benefit of a court-ordered charge on the Companies' business and assets. Accordingly, the charges would be as follows if the Court issues the requested order approving the KERP:

a) the Administration Charge;

b) the DIP Charge;

c) the D&O Charge;

d) the KERP Charge; and

e) the Intercompany Charge.

10. The Companies are requesting an order sealing the Sixth Livingstone Affidavit which contains personal information for the Key Employees. The Monitor believes it is appropriate to seal this affidavit as this type of information is typically sealed to avoid disruption in the event that the KERP is made publicly available and to protect the privacy of the beneficiaries of the KERP. The Monitor does not believe that any stakeholder will be prejudiced if the KERP information is sealed.

6.0 Cash Flow Forecast

1. The Companies are seeking an extension of the Stay Period from May 8, 2021 to July 6, 2021 (the "Period"). The Companies prepared the Cash Flow Forecast for the Period.

2. The Cash Flow Forecast and the Companies' statutory report on the Cash Flow Forecast pursuant to Section 10(2)(b) of the CCAA are attached as Appendices "C" and "D", respectively.

3. The Cash Flow Forecast reflects that the Companies will have sufficient liquidity to pay post-filing expenses, as summarized below.

(unaudited; $000s)	Amount
Receipts	
Intercompany	634
Disbursements	
Intercompany	66
Payroll and benefits	396
Professional services	83
IT	69
Rent	16
Insurance	41
Restructuring fees	800
Other	140
DIP Interest	26
	1,637
Net Cash Flow	(1,003)
Estimated Opening Cash Balance	887
Net Cash Flow	(1,003)
Additional DIP Financing	500
Closing Cash Balance	384
Opening DIP Balance[3]	1,500
Additional DIP Financing	500
DIP Financing at end of Period	2,000

4. The principal amount of the DIP Facility is $5 million. At the end of the Period, the Companies are projected to have drawn $2 million under the DIP Facility.

[3] Estimated. There is currently $1 million outstanding under the DIP Facility. The Companies are expected to draw an additional $500,000 in the week ending May 9, 2021.

5. Based on the Monitor's review of the Cash-Flow Statement, there are no material assumptions which seem unreasonable. The Monitor's statutory report on the cash flow is attached as Appendix "E".

7.0 Stay Extension

1. The Stay Period currently expires on May 7, 2021. The Companies are requesting an extension of the Stay Period until July 6, 2021.

2. The Monitor supports the request for an extension of the stay of proceedings for the following reasons:

   a) the Companies are acting in good faith and with due diligence;

   b) no creditor will be prejudiced if the extensions are granted;

   c) it will allow the Companies time to develop the Plan and to advance these proceedings;

   d) as of the date of this Report, neither the Companies nor the Monitor is aware of any party opposed to an extension; and

   e) the Companies are projected to have sufficient liquidity to fund their operations until July 6, 2021.

8.0 Companies' Activities

1. The Companies' activities since the date of the Second Report have included:

   a) continuing to operate its business in the ordinary course;

   b) engaging routinely with the Companies' investors and interested parties, including the preparation of an investor summary which was sent to all investors in early April 2021;

   c) overseeing the operations of the PCs;

   d) communicating with suppliers to secure goods and services during these proceedings;

   e) advancing its restructuring efforts and considering various restructuring options;

   f) preparing pro-formas for the PCs;

   g) attending Investor Committee meetings and preparing presentations for the meetings;

h) assisting the Monitor with the Claims Procedure;

i) structuring and negotiating the terms of the KERP; and

j) keeping the Monitor apprised of all of the foregoing.

9.0 Monitor's Activities

1. The Monitor's activities since the Second Report have included:

   a) engaging regularly with Ardenton's management regarding all aspects of these proceedings;

   b) continuing to engage frequently with investors;

   c) assisting the Companies to prepare the investor update;

   d) convening six Investor Committee meetings;

   e) responding to questions from Investor Committee members;

   f) dealing with the Claims Procedure as required under the Claims Procedure Order;

   g) corresponding with the Companies' creditors;

   h) complying with the DIP reporting requirements and providing updates to the DIP Lender;

   i) monitoring the Companies' receipts and disbursements;

   j) working with the Companies to consider restructuring issues, including possible frameworks for a CCAA Plan;

   k) assisting the Companies regarding the terms and structure of the KERP;

   l) drafting this Report; and

   m) maintaining the service list.

2. The Monitor also included summaries of its activities from the commencement of these proceedings in its prior Reports. Copies of the Reports (without appendices) are attached as Appendix "F". The Monitor is seeking approval of its activities since the commencement of these proceedings and approval of the Reports.

10.0 Next Steps

1. The next major milestone of the CCAA proceedings is the Plan. The Monitor's objective is to work with the Companies and the Investor Committee to develop a Plan by the end of the proposed Stay Period. The Monitor is also advancing the Claims Procedure and will be required to deal with any disputed claims that are filed in the Claims Procedure.

11.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that the Court grant the relief detailed in Section 1.1(1)(h) of this Report.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “E”

Fourth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

June 18, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

FOURTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

JUNE 18, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Pursuant to the terms of the Initial Order, the Court granted:

   a) an initial stay of proceedings until March 15, 2021 (the "Stay Period"); and

   b) a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel; and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, as well as its officers.

3. At the initial application, the Court set March 15, 2021 as the date for the comeback motion in these proceedings (the "Comeback Motion"). At the Comeback Motion, the Court issued an amended and restated Initial Order (the "Amended and Restated Initial Order") pursuant to which:

   a) the Stay Period was extended to May 7, 2021;

   b) the amount of the Administration Charge was increased to $1 million;

   c) the amount of the D&O Charge was increased to $240,000; and

   d) a charge in favour of ACBI was created for any advances it makes to ACC during these proceedings (the "Intercompany Charge").

4. Pursuant to orders issued by the Court on March 31, 2021, the Court:

   a) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling at least $156 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the investors so that these are reflected in the Plan of Arrangement or Compromise (the "Plan") which will be presented to creditors;

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital Management Ltd. (which was subsequently assigned to its affiliate, RCM Capital-WSCO Holding Ltd., the "DIP Lender") and granted a charge on the Property in favour of the DIP Lender for this amount (the "DIP Charge");

   c) reduced the amount of the Administration Charge to $750,000; and

   d) approved a claims procedure (the "Claims Procedure") for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedures Order").

5. Pursuant to orders issued by the Court on May 6, 2021, the Court:

   a) approved a key employee retention plan for certain of Ardenton's employees; and

   b) granted a further extension of the Stay Period to July 6, 2021.

6. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings are intended to provide a forum to allow the Companies to develop a Plan that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide background information regarding the Companies and these proceedings;

   b) provide an update on the results of the Companies' portfolio companies (collectively, the "PCs") for the period ending April 30, 2021;

   c) provide an update on the Monitor's dealings with the Investor Committee;

   d) provide an update on the Claims Procedure;

   e) comment on the Companies' cash flow projection for the period commencing July 7, 2021 through the week ending October 1, 2021 (the "Cash Flow Forecast"); and

   f) recommend that the Court issue an order, *inter alia,* granting an extension of the Stay Period to October 1, 2021.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel.

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the financial information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future oriented financial information relied upon in this Report is based upon the Petitioners' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. The Monitor expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

4. This Report does not consider the potential future impact of the COVID-19 pandemic on the Companies' business and operations, including on the PCs. Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies, including ACBI, ACC acquires, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the US and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "A".

3. ACC does not use a typical private equity model, which relies on a limited partnership structure to raise capital for its investors. Rather, ACC raised capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments.

4. All of ACBI's debt was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units[1], preferred securities and promissory notes (each instrument being a "Security" and collectively, the "Securities"). The monies raised by ACC and ACBI were used in part to acquire the interests in the PCs and to make intercompany loans to certain PCs, and together with PC Distributions (as defined below), were used to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

6. A summary of ACC's and ACBI's obligations[2], by Security, as at the date of the Initial Order is provided in the table below.

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,281	17,961	19,242
Preferred Securities	261,603	-	261,603
Hybrid Securities	67,065	-	67,065
Total	329,949	17,961	347,910

7. ACC's interests in the PCs are owned indirectly through various holding company subsidiaries, including ACBI (the "HoldCos"). ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the HoldCos that own the PCs. ACC indirectly receives loan interest, management fees and dividends from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC, which continues to be the case. In addition, ACC has on one occasion sourced capital from a PC by having the PC refinance its loan from ACC with bank debt priced less expensively than the ACC loan.

[1] Hybrid units have a debt and an equity warrant component.

[2] Includes accrued and unpaid interest at the date of the Initial Order.

8. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings and the prior affidavits sworn by Mr. Livingstone. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Portfolio Companies

1. The Monitor has been working closely with Ardenton to oversee the PCs. In that respect, the Monitor deals regularly with Ardenton's portfolio managers and has, in some cases, dealt directly with PC management.

2. Since the hearing on May 6, 2021, ACC has prepared, with the assistance of the Monitor, and delivered a quarterly report to investors at the end of May, with respect to the financial performance of ACC and the PCs in the first quarter of 2021. The Monitor has assisted the Petitioners with financial reporting processes and has prepared various analyses as requested by the Investor Committee.

3. A summary of the PCs' financial performance for the four-month period ending April 30, 2021 compared to the same period in 2020 is provided below.

(unaudited; $000s)	2021	2020	Change ($)	Change %
Revenue				
North America	70,731	65,658	5,073	8%
UK	86,764	67,617	19,147	28%
	157,495	133,274	24,221	18%
Cost of Goods Sold				
North America	51,834	45,636	(6,199)	(14%)
UK	61,902	51,121	(10,781)	(21%)
	113,736	96,756	(16,980)	(18%)
Gross Profit				
North America	18,897	20,022	(1,126)	(6%)
UK	24,862	16,496	8,366	51%
	43,759	36,518	7,241	20%
Gross Margin				
North America	27%	30%		(3%)
UK	29%	24%		5%
	28%	27%		1%
Operating Expenses				
North America	10,532	12,101	1,570	13%
UK	17,144	14,476	(2,668)	(18%)
	27,676	26,578	(1,098)	(4%)
EBITDA				
North America	8,365	7,921	444	6%
UK	7,718	2,020	5,699	282%
	16,083	9,940	6,143	62%
Net Income/(Loss)				
North America	2,682	2,445	236	10%
UK	(2,746)	(7,168)	4,422	62%
	(65)	(4,723)	4,659	99%

4. As reflected above:

   a) PC revenue increased by $24 million from $133 million to $157 million versus the comparable period last year. The improvement is largely attributable to the performance of the UK PCs and the poor performance of the PCs in April 2020 due to the COVID-19 pandemic;

   b) PC gross margin increased by 1% year-over-year, with higher gross margins achieved by the UK PCs. Increased freight, raw material and labor costs negatively impacted North American PC gross margins; and

   c) PC EBITDA increased significantly, as EBITDA grew 62% to $16.1 million. This was largely driven by the UK PCs; the North American PCs achieved modest EBITDA growth. As Ardenton's weighted average ownership interest in the PCs is approximately 72%, its share of the EBITDA is approximately $11.7 million.

4.0 Investor Committee

1. As of the date of this Report, the Monitor has convened twelve formal meetings with the Investor Committee, as well as numerous information updates. As set out in the Monitor's Third Report to Court dated April 28, 2021 (the "Third Report"), the initial six Investor Committee meetings mainly provided the Investor Committee with the background information they required to properly consider the issues relevant to a Plan and to have the information necessary to perform their role on behalf of creditors.

2. In early May 2021, the Investor Committee advised the Monitor that it believed it was appropriate for the Investor Committee to retain independent legal counsel to, *inter alia*, assist it to consider its fiduciary obligations. The by-laws of the Investor Committee specifically permit the Investor Committee to engage legal counsel. The Investor Committee interviewed five firms and ultimately retained Bennett Jones LLP ("Bennett Jones"). The role of Bennett Jones is to provide legal advice to the Investor Committee; however, its engagement is not to provide legal advice to individual committee members or any other individual investors. The fees and costs of Bennett Jones are paid by ACC.

3. The Monitor and the Companies have prepared a draft term sheet (the "Term Sheet") that reflects an outline of a Plan. In May 2021, the Monitor presented the Term Sheet to the Investor Committee. The Investor Committee was generally supportive of the salient features of the Term Sheet. The Monitor and its counsel are working closely with the Companies, their legal counsel and Bennett Jones to prepare the Plan consistent with the structures set out in the Term Sheet. The objective is to finalize the Plan document in consultation with the Investors Committee by the end of July 2021 (or thereabouts), at which time the Companies will seek an order to, *inter alia*, authorize the Companies to file the Plan and direct the Companies to call and conduct a meeting or meetings of their creditors to consider and vote on the Plan.

5.0 Update on Claims Procedure

1. A copy of the Claims Procedure Order is attached as Appendix "B".

2. To increase the efficiency of the Claims Procedures, the Claims Procedure Order provides that the Monitor and the Companies will identify and quantify all known claims (the "Known Claims") and provide these creditors with a completed claims package (the "Known Claimant Claims Package"), which the known claimants will have a right to dispute.

3. Following the approval of the Claims Procedure Order, and consistent with the terms of the Claims Procedure Order, the Monitor:

   a) distributed by the date required under the Claims Procedure Order (being April 15, 2021) to approximately 400 Known Claimants Claims Packages by ordinary mail or electronic mail to the known claimant's last known address provided by the Companies, or to the address provided to the Monitor by the known claimant;

   b) published on April 7, 2021, a notice advising of the Claims Procedure in *The Globe and Mail (National Edition)* and the *Vancouver Sun*; and

   c) posted on its website immediately after the Claims Procedure Order was made, a notice to claimants, the claims package and the Claims Procedure Order.

4. The claims bar date for Known Claims, Pre-Filing Claims and director and officer claims ("D&O Claims") was May 14, 2021.

5. A summary of the status of the claims is provided below.

	Accepted Claims		Disputed Claims	
(unaudited; C$000s)	Amount ($)	Number	Amount ($)	Number
ACC	336,498	402	14,321	12
ACBI	17,971	10	-	-

6. Substantially all of the claims that the Companies intend to dispute relate to former employee claims, landlord claims and a claim filed by an investment management firm for unpaid fees. The Monitor intends to attempt to work with the potential creditors to resolve these claims. If the Monitor is unsuccessful in resolving these claims, it may be necessary to have the disputed claims adjudicated by the Court.

7. In addition to the claims noted above, five D&O Claims were filed. Four of these claims were filed by members of the Investor Committee and one was filed by another Investor. The Monitor also sent a letter to ACC which attached a claim from a member of the Investor Committee advising the Companies it intended to accept one of the claims filed against the D&Os as a placeholder representative claim made on behalf of all of the Companies' investors. The Monitor requested that ACC provide a copy of its letter to relevant directors and officers so that they can report to their insurer. Discussions with respect to the placeholder representative claim are ongoing among the Monitor, ACC and the Investor Committee. Further details regarding the Claims Procedure and the D&O Claims will be provided in a future report to court.

6.0 Cash Flow Forecast

1. The Companies are seeking an extension of the Stay Period from July 7, 2021 to October 1, 2021 (the "Period"). The Companies prepared the Cash Flow Forecast for the Period.

2. The Cash Flow Forecast and the Companies' statutory report on the Cash Flow Forecast pursuant to Section 10(2)(b) of the CCAA are attached as Appendices "C" and "D", respectively.

3. The Cash Flow Forecast reflects that the Companies will have sufficient liquidity to pay post-filing expenses, as summarized below.

(unaudited; $000s)	Amount
Receipts	
Intercompany	789
Interest	151
	940
Disbursements	
Payroll and benefits	553
Professional services	125
IT	81
Rent	24
Insurance	51
Restructuring fees	1,400
Other	168
DIP Interest	51
	2,453
Net Cash Flow	(1,513)
Estimated Opening Cash Balance	162
Net Cash Flow	(1,513)
Additional DIP Financing	1,500
Closing Cash Balance	149
Opening DIP Balance	1,000
Additional DIP Financing	1,500
DIP Financing at end of Period	2,500

4. The principal amount of the DIP Facility is $5 million. At the end of the Period, the Companies are projected to have drawn $2.5 million under the DIP Facility.

5. Based on the Monitor's review of the Cash-Flow Statement, there are no material assumptions which seem unreasonable. The Monitor's statutory report on the cash flow is attached as Appendix "E".

7.0 Stay Extension

1. The Companies are requesting an extension of the Stay Period until October 1, 2021.

2. The Monitor supports the request for an extension to the Stay Period for the following reasons:

   a) the Companies are acting in good faith and with due diligence;

   b) no creditor will be prejudiced if the extensions are granted;

   c) it will provide the Companies with additional time to draft the Plan, deal with disputed claims filed in the Claims Procedure, consult with the Investor Committee and advance these proceedings towards a creditors' meeting and sanction motion;

   d) as of the date of this Report, neither the Companies nor the Monitor is aware of any party opposed to an extension;

   e) filing a Plan is in the interest of stakeholders as it is intended to provide a result superior to an immediate liquidation of the Companies' interests in the PCs; and

   f) the Companies are projected to have sufficient liquidity to fund their operations until October 1, 2021.

8.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that the Court grant the relief detailed in Section 1.1(1)(f) of this Report.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “F”

ksv advisory inc.

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Fifth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

July 15, 2021

Fifth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

July 15, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

FIFTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

JULY 15, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Also pursuant to the terms of the Initial Order, the Court granted:

   a) an initial stay of proceedings until March 15, 2021 (the "Stay Period"); and

   b) a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel; and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, as well as its officers.

3. On March 15, 2021, the Court issued an amended and restated Initial Order (the "Amended and Restated Initial Order") pursuant to which:

   a) the Stay Period was extended to May 7, 2021;

   b) the amount of the Administration Charge was increased to $1 million;

   c) the amount of the D&O Charge was increased to $240,000; and

   d) a charge in favour of ACBI was created for any advances it makes to ACC during these proceedings (the "Intercompany Charge").

4. Pursuant to orders issued by the Court on March 31, 2021, the Court:

   a) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling at least $156 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the investors so that these are reflected in the Plan of Arrangement or Compromise (the "Plan") which will be presented to creditors;

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital Management Ltd., or its assignee (the "DIP Lender") and granted a charge on the Property in favour of the DIP Lender for this amount (the "DIP Charge");

   c) reduced the amount of the Administration Charge to $750,000; and

   d) approved a claims procedure (the "Claims Procedure") for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedure Order").

5. Pursuant to an order issued by the Court on May 6, 2021, the Court:

   a) approved a key employee retention plan for certain of ACC's employees; and

   b) granted an extension of the Stay Period to July 6, 2021.

6. Pursuant to an order issued by the Court on June 28, 2021, the Court granted an extension of the Stay Period to October 1, 2021.

7. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings are intended to provide a forum to allow the Companies to develop a Plan that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) discuss the terms of a consulting agreement (the "Consulting Agreement") whereby ACC will engage Kingsman Scientific Management Inc. (the "Consultant") to provide the services of Kyle Makofka to perform the services of a Chief Restructuring Officer ("CRO") during the CCAA proceedings and to perform the services of a Chief Executive Officer ("CEO") upon ACC exiting the CCAA proceedings, subject to the approval of a board of directors to be appointed through the Plan (the "New Board");

   b) discuss the terms of a mutual separation agreement (the "Separation Agreement") pursuant to which James Livingstone, ACC's sole director and CEO, intends to resign and which is subject to the approval by the Court of the Consulting Agreement and the Separation Agreement;

   c) recommend that the Court issue an order, *inter alia*:

      i. approving the Consulting Agreement and the Separation Agreement;

      ii. sealing the unredacted Consulting Agreement;

      iii. granting a charge (the "CRO Charge") in favour of the Consultant in the amount of $200,000 to protect the Consultant for its fees and disbursements, which charge shall rank *pari passu* with the Administration Charge; and

      iv. granting Court ordered protections to the Consultant and the CRO (in those capacities) save and except for gross negligence or wilful misconduct.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel.

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the financial information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.

3. This Report does not consider the potential future impact of the COVID-19 pandemic (the "Pandemic") on the Companies' business and operations, including on the Companies' portfolio companies (each a "PC" and collectively the "PCs"). Such impact cannot be determined at this time.

1.3 Currency

1. All currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies, including ACBI, ACC acquired, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the US and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "A".

3. ACC did not use a typical private equity model to raise capital and invest in businesses, which typically relies on a limited partnership structure to raise capital from its investors. Rather, ACC raised capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments.

4. All of ACBI's debt (other than a small amount of trade debt) was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units[1], preferred securities and promissory notes (each instrument being a "Security" and collectively, the "Securities"). The monies raised by ACC and ACBI were used in part to acquire the PCs, and together with PC Distributions (as defined below), to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

6. A summary of ACC's and ACBI's obligations[2], by Security, as at the date of the Initial Order is provided in the table below.

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,312	18,205	19,517
Preferred Securities	263,952	-	263,952
Hybrid Securities	67,050	-	67,050
Total	332,315	18,205	350,520

[1] Hybrid units have a debt and an equity warrant component.

[2] Includes accrued and unpaid interest as of the date of the Initial Order.

7. ACC's interests in the PCs are owned indirectly through various holding company subsidiaries, including ACBI (the "HoldCos"). ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the HoldCos that own the PCs. ACC indirectly receives interest, management fees and dividends from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC, which continues to be the case.

8. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings and the prior affidavits sworn by Mr. Livingstone. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Management

1. Prior to the CCAA proceedings, Ardenton was principally focused on raising capital, considering investment opportunities, acquiring the PCs and working with management of the PCs.

2. Many of the PCs were acquired in late 2019, just prior to the onset of the Pandemic. While the results of the PCs to-date in 2021 have improved on a year-over-year basis, many of the PCs continue to be affected by the Pandemic and continue to receive financial support under government programs.

3. The Companies are presently preparing the Plan which is intended to provide creditors and investors with a better return than if the PCs are sold in the near term. The Companies, the Investor Committee and the Monitor share the view that an orderly process to improve the financial performance of the PCs, provide them the opportunity to materially reduce their debt and then refinance and sell the PCs, will take several years.

4. In light of these considerations, the Investor Committee undertook a process to assess the management skillset required to work with the PCs and their management teams to materially grow the value of the PCs going forward. The Investor Committee believes an experienced executive with an operational background and strong communication and interpersonal skills is best suited to achieve these objectives.

5. The Investor Committee was of the view that a process should be undertaken to identify candidates to take on a leadership role at ACC. In this regard, the Investor Committee met with six candidates for the role, including Mr. Livingstone. The individuals interviewed included candidates recommended by the Monitor and Investor Committee members.

6. During meetings with Mr. Livingstone, he advised that the interests of the Companies' stakeholders would be better served by an individual with an operational background, which is not his particular skill set. Accordingly, Mr. Livingstone has confirmed that he intends to resign as the Companies' CEO upon the appointment of the Consultant. Mr. Livingstone has advised that he will facilitate an orderly leadership transition and that he will be available to work with Mr. Makofka to the extent requested. Mr. Livingstone's assistance to-date in these proceedings has contributed to advance these proceedings.

7. To identify a person to take on the leadership role at ACC, the Investor Committee conducted several rounds of interviews with the candidates. The Investor Committee also performed extensive due diligence on the leading candidates. The Investor Committee ultimately selected Mr. Makofka, on behalf of the Consultant, to take on the leadership role. Mr. Makofka has requested that the Consultant's engagement be approved by the Court and that the approval order provide the Consultant and Mr. Makofa with the customary court ordered protections of a CRO, as set out in greater detail in section 3.1.3 below. A copy of Mr. Makofka's CV is attached as Appendix "B".

8. Unless the Consulting Agreement is terminated earlier in accordance with its terms, Mr. Makofka will perform the services of a CRO up to and including the earlier of the date the Plan is implemented and the termination of the CCAA proceedings. After the CCAA proceedings, Mr. Makofka is to perform the services performed by a CEO, if appointed by the New Board.

9. Mr. Makofka was recommended by Jed Wood, a member of the Investor Committee. Mr. Wood and/or entities affiliated with him have retained Mr. Makofka on several occasions to assist him to address issues in his businesses or investments. Pursuant to the terms of the Consulting Agreement, Mr. Makofka provided disclosure summarizing his relationship with Mr. Wood and his affiliated entities. Mr. Makofka has advised that he has two ongoing mandates where Mr. Wood has an interest, one of which is to wind-down in the next 60 to 90 days and one of which is to wind-down by the end of 2021. Mr. Makofka does not believe that the time commitment related to these mandates is significant nor will they affect his ability to perform his role under the Consulting Agreement. Mr. Makofka has agreed during the CCAA proceedings to not take on any new roles involving any member of the Investor Committee, including Mr. Wood, without the prior written consent of the Monitor and the Investor Committee and, during the post-CCAA period, without the prior written consent of the New Board. Under the terms of the Consulting Agreement, Mr. Makofka's full-time attention is to be focused on acting as the senior executive at ACC.

3.1 Consulting Agreement [3]

1. A copy of the redacted Consulting Agreement is attached as Appendix "C". A copy of the unredacted Consulting Agreement is attached as Confidential Appendix "1".

[3] Capitalized terms in this section have the meaning provided to them in the Consulting Agreement.

2. The Monitor is seeking a sealing order to redact the Consulting Agreement for certain confidential provisions in the Consulting Agreement related to the Consultant's compensation, which may be considered personal information and subject to privacy legislation. Accordingly, the Monitor respectfully requests that the unredacted Consulting Agreement be filed with the Court on a confidential basis and be sealed ("Sealing Order"). The Monitor is not aware of any party that will be prejudiced if the information is sealed. The Monitor believes the proposed Sealing Order is appropriate in the circumstances.

3. A summary of the key terms of the Consulting Agreement is provided below.

- **Services:**

  (i) During the CCAA Period, Mr. Makofka will:

    a) be a signing authority for ACC, provided that any material agreement is approved by the Monitor or the Court, as required;

    b) engage and/or terminate ACC employees or contractors and direct ACC employees or contractors with respect to day-to-day operations to preserve and enhance the going concern value of ACC;

    c) assist the Monitor and Investor Committee in the development, negotiation, evaluation and implementation of the Plan;

    d) make decisions with respect to operations that will enable or assist the parties to complete the proposed restructuring; and

    e) provide direction for ACC;

  (ii) during the post-CCAA Period, Mr. Makofka will perform the services typically performed by a CEO, with a focus on management of the PCs and maximizing ACC's return on its investment in the PCs, including providing such services to support ACC's subsidiaries and affiliates as ACC may direct; and

  (iii) Mr. Makofka will also serve as a director and/or officer of ACC and/or any of its subsidiaries or affiliates as may be required, without additional compensation.

- **Conditions and Term:** the Consulting Agreement is to have a five-year term (the "Term") and is conditional upon ACC obtaining a Court order which, among other things: (i) approves the Consulting Agreement, (ii) provides that the Consultant and Mr. Makofka will have no liability to any party during the CCAA Period other than in respect of their gross negligence or willful misconduct, (iii) provides that during the CCAA Period, the Consultant shall be entitled to the benefit of the CRO Charge, which charge shall rank *pari passu* with the Administration Charge, (iv) during the CCAA Period, provides that no action or other proceeding shall be commenced directly or indirectly against or in respect of the Consultant or Mr. Makofka without leave of the Court, and (v) provides that the Consulting Agreement will be effective from the date of such Order.

- **Fees:** the Consultant will be paid a monthly fee (the July 2021 fee will be pro-rated). The Consultant's monthly compensation is consistent with Mr. Livingstone's current compensation.

- **Short-Term Success Fee ("STSF").** The Consultant will be eligible to earn a STSF. Two-thirds of the STSF is tied to the annual improvement in the combined EBITDA of the PCs and one-third of the STSF is in the discretion of the New Board.

- **Long-Term Success Fee ("LTSF").** The Consultant will also be eligible to receive a LTSF, which is based on distributions made to the creditors and investors of the Companies under the Plan.

- **Termination:**

  (i) The Consultant may terminate the Consulting Agreement at any time and for any reason upon the giving of 60 days' written notice to ACC;

  (ii) ACC may terminate the Consulting Agreement at any time without cause. In such cases, ACC is obligated to pay the Consultant termination fees which reflect the length of the Consultant's service and the remaining Term;

  (iii) ACC may terminate the Consulting Agreement at any time and with immediate effect, without any notice or pay or damages in lieu of notice, in the event of the Consultant's or Mr. Makofka's failure to comply with any provision of the Consulting Agreement or commit any act or omission that would constitute just cause at common law in the event that Mr. Makofka was an employee of ACC. In the event of termination for cause, the Consultant will be paid its monthly fee up to and including the effective date of termination.

3.2 Recommendation

1. The Monitor recommends that the Court approve the Consulting Agreement and grant the CRO Charge and related CRO protections for the following reasons:

   a) based on diligence performed by the Investor Committee and the Monitor, Mr. Makofka appears to have the experience, skillset and qualifications to perform the mandate. The Investor Committee made its recommendation after interviewing several candidates and performing extensive diligence on the leading candidates;

   b) an Investor Committee member, Mr. Wood, has worked with Mr. Makofka extensively. Mr. Wood is supportive of Mr. Makofka's retention based on his positive experiences working with him;

c) the Investor Committee supports Mr. Makofka's retention and the terms of the Consulting Agreement, including the amount of his compensation and the compensation structure;

d) the Consultant's proposed remuneration under the Consulting Agreement appears fair and reasonable and the compensation incentives under the Consulting Agreement were designed to align the interests of the Consultant with the interests of creditors and investors. In these respects, the Consultant's monthly fees are consistent with Mr. Livingstone's salary, so the Consultant's base consideration does not add incremental cost to the Companies' operations. The STSF is tied to improvements in the performance of the PCs, while the LTSF is tied to distributions to investors. Additionally, Mr. Makofka is entitled to an annual bonus in the discretion of the New Board; and

e) Mr. Makofka is to provide his full-time attention to ACC.

4.0 Separation Agreement

1. Mr. Livingstone is the founder of ACC. He is presently the CEO and the sole director of ACC. He provides director services through Livingstone Holdings Inc. ("LHI"). As discussed above, Mr. Livingstone intends to resign upon the appointment of the Consultant. In connection with his resignation, the Companies, Mr. Livingstone and LHI entered into a Separation Agreement, which is conditional on Court approval. A copy of the Separation Agreement is attached as Appendix "D".

2. The Separation Agreement was negotiated by the Monitor, with input from the Investor Committee. The Monitor also received input from executives at ACC other than Mr. Livingstone. The Separation Agreement provides a full and final resolution to all amounts owing to and from Mr. Livingstone, LHI and ACC and avoids potential litigation among the parties. As discussed below, pursuant to the terms of the Separation Agreement, Mr. Livingstone has agreed to withdraw and limit several of his claims against the Companies and has agreed to assist in the transition of ACC's business to the Consultant.

3. As part of the Claims Procedure, five claims were filed against directors and officers, including against Mr. Livingstone. Four of these claims were filed by members of the Investor Committee and one was filed by another investor. The Monitor also sent a letter to ACC which attached a claim from a member of the Investor Committee advising the Companies it intended to accept one of the claims filed against the directors and officers as a placeholder representative claim made on behalf of all of the Companies' investors. Discussions with respect to the placeholder representative claim are ongoing among the Monitor, ACC and the Investor Committee. It is expected that the Plan will address these claims.

4. A summary of the Separation Agreement is provided below.

- **End date:** The active employment of Mr. Livingstone and the services of LHI shall conclude by mutual agreement on the date the Court makes an order approving the Separation Agreement (the "Effective Date").

- **Role and Duties:** Up to 11:59 p.m. on the Effective Date, Mr. Livingstone will continue in his position as CEO of the Companies and LHI will continue to provide director services, under the supervision of the Monitor, and will perform such duties and continue to have such authority as is normally associated with the position, including assisting with the transition of duties.

- **Resignation from Additional Positions:** As of 11:59 p.m. on the Effective Date, Mr. Livingstone and LHI will be deemed to have resigned as an officer and director of the Companies. Mr. Livingstone and LHI agree to continue to serve as an officer and director (as applicable) of any subsidiary or affiliate of the Companies until the earlier of (i) such time that ACC is reasonably satisfied that Mr. Livingstone and/or LHI can be removed, (ii) a replacement officer and/or director is appointed, and (iii) October 15, 2021;

- **Vacation:** After the Effective Date, Mr. Livingstone will receive a lump sum payment for outstanding vacation pay owing to him in the amount of $110,096, which shall be paid to him in accordance with ACC's policies;

- **Unsecured Claim:** After the Effective Date, Mr. Livingstone will be entitled to a claim against the Companies in the amount of $191,166, which is equivalent to six (6) months of Mr. Livingstone's base salary, less the amount of $83,834 representing personal expenses incurred by Mr. Livingstone and/or LHI owing to ACC. The Monitor understands that Mr. Livingstone's agreed claim for severance and termination is significantly less than Mr. Livingstone is contractually entitled to, and likely much less than he would be entitled to under common law if his contract was ignored. For clarity, this unsecured claim will be treated as a general unsecured claim against ACC and will be paid on a *pari passu* basis with all other general unsecured claims pursuant to the Plan.

- **Waiver of 2019 Bonus.** Mr. Livingstone will waive any right to payment of an unpaid portion of his 2019 bonus, being $378,630.

- **Settlement of Shareholder Loan:** ACC will waive all outstanding loan amounts owing from LHI to ACC (which amount is approximately $196,000) in consideration for LHI assigning to the Companies its outstanding loan in the amount of $54,975 currently owing from Pipe Yard Properties Ltd., a PC.

- **Post-Transition Information Sharing:** Mr. Livingstone will remain reasonably available to ACC for a period of six (6) months from the Effective Date for post-transition information sharing.

- **Limit of Liability under CCAA Plan:** ACC agrees that the Plan it proposes will provide that, subject to any limitations in the CCAA, Mr. Livingstone and LHI will have no personal liability in respect of any claims against Mr. Livingstone and LHI in their capacity as an officer or director of the Companies, and that any such claims would be limited to recoveries under Ardenton's applicable Directors and Officers Liability Insurance policies. Mr. Livingstone and LHI will waive all indemnities provided to them by Ardenton for the pre-Effective Date period, which indemnities rank senior to many of the investor claims.

- **Mutual Release:** ACC and Mr. Livingstone and LHI will enter into a mutual release.

4.1 Recommendation

1. The Monitor recommends that the Court approve the Separation Agreement for the following reasons:

   a) the Investor Committee supports the terms of the Separation Agreement;

   b) the Separation Agreement avoids potentially protracted and costly litigation with Mr. Livingstone. The Separation Agreement will allow the Companies to focus on the Plan and operational matters;

   c) Mr. Livingstone and LHI will provide the Companies with a broad full and final release of all claims they may have against the Companies;

   d) parties with claims against Mr. Livingstone will still be able to pursue the Insurance in respect of any potential director and officer claims, but without creating indemnity claims against ACC that would be senior to most of the investor claims in accordance with the terms of the preferred securities and hybrid securities issued by the Companies;

   e) the Separation Agreement is fair and reasonable, in the circumstances, as it represents a commercially reasonable compromise in respect of the claims against the Companies and it is in the best interests of the Companies and their respective stakeholders; and

   f) the Separation Agreement provides that Mr. Livingstone will assist with transition issues, which should help avoid any disruption to Ardenton's operations.

5.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that the Court grant the relief detailed in Section 1.1(1)(c) of this Report.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “G”

Sixth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

September 21, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

SIXTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

SEPTEMBER 21, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order") of the Supreme Court of British Columbia (the "Court") made on March 5, 2021, Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). The Companies and their non-filing affiliates and related companies are collectively referred to in this report (the "Report") as "Ardenton".

2. Also pursuant to the terms of the Initial Order, the Court granted:

   a) an initial stay of proceedings until March 15, 2021 (the "Stay Period"); and

   b) a charge:

      i. in the amount of $350,000 (the "Administration Charge") on the Companies' current and future property, assets and undertaking (collectively, the "Property") to secure the fees and disbursements of the Companies' counsel, as well as the fees and disbursements of the Monitor and its counsel; and

      ii. in the amount of $110,000 (the "D&O Charge") on the Property in favour of the Companies' sole director, James Livingstone, as well as its officers.

3. On March 15, 2021, the Court issued an amended and restated Initial Order pursuant to which:

   a) the Stay Period was extended to May 7, 2021;

   b) the amount of the Administration Charge was increased to $1 million;

   c) the amount of the D&O Charge was increased to $240,000; and

   d) a charge in favour of ACBI was created for any advances it makes to ACC during these proceedings.

4. Pursuant to orders issued by the Court on March 31, 2021, the Court:

   a) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling approximately $154 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the investors so that these are reflected in the Plan of Arrangement or Compromise (the "Plan") which will be presented to creditors;

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital Management Ltd., or its assignee (the "DIP Lender"), and granted a charge on the Property in favour of the DIP Lender for this amount;

   c) reduced the amount of the Administration Charge to $750,000; and

   d) approved a claims procedure (the "Claims Procedure") for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedure Order").

5. Pursuant to an order issued by the Court on May 6, 2021, the Court:

   a) approved a key employee retention plan for certain of ACC's employees; and

   b) granted an extension of the Stay Period to July 6, 2021.

6. Pursuant to an order issued by the Court on June 28, 2021, the Court granted an extension of the Stay Period to October 1, 2021.

7. Pursuant to an order issued by the Court on July 26, 2021, the Court, *inter alia*, approved a consulting agreement whereby ACC engaged Kingsman Scientific Management Inc. to provide the services of Kyle Makofka to act as Chief Restructuring Officer (the "CRO") during the CCAA proceedings and to perform the services of a Chief Executive Officer upon ACC exiting the CCAA proceedings, subject to the approval of a board of directors to be appointed through the Plan.

8. The principal purpose of the CCAA proceedings is to provide the Companies with the opportunity to restructure their debt obligations in a stable environment with the breathing space afforded by filing for protection under the CCAA. The proceedings are intended to provide a forum to allow the Companies to develop a Plan that is intended to provide creditors with a better outcome than an immediate liquidation of the Companies' business and assets.

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide an overview of the Plan;

   b) summarize the Companies' proposed order which sets out the procedures for convening creditors' meetings (the "Creditors' Meetings") to consider and vote on the Plan (the "Meetings Order");

   c) discuss the rationale for extending the Stay Period from October 1, 2021 to December 15, 2021;

   d) comment on the Companies' cash flow projection from October 1, 2021 to December 15, 2021 (the "Cash Flow Forecast"); and

   e) recommend that the Court issue:

      i. the Meetings Order, including approving the filing of the Plan by the Companies; and

      ii. an order further extending the Stay Period to December 15, 2021.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel (the "Information").

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the Information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such Information. Any party wishing to place reliance on this Report should perform its own diligence and the Monitor accepts no responsibility for any reliance placed on this Report by any party.

3. This Report does not consider the potential future impact of the COVID-19 pandemic on the Companies' business and operations, including on the Companies' portfolio companies (each a "PC" and collectively the "PCs"). Such impact cannot be determined at this time.

1.3 Currency

1. Unless otherwise specified, all currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies, including ACBI, ACC acquired, with monies raised from its investors, majority ownership interests in the PCs, which are privately-owned mid-market businesses.

2. ACC currently has indirect majority ownership interests in fourteen (14) PCs located in Canada, the United States and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "A".

3. ACC's interests in the PCs are owned indirectly through various holding company subsidiaries, including ACBI (the "HoldCos"). ACC's acquisitions are funded through a combination of debt and equity advanced by ACC indirectly to the PCs through the HoldCos that own the PCs.

4. ACC raised capital by issuing unsecured debt through instruments which pay annual interest of between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it is a comparatively small amount versus the amount it raised under its debt instruments. All of ACBI's debt (other than a small amount of trade debt) was raised through the issuance of promissory notes.

5. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units[1], preferred securities and promissory notes (each instrument being a "Security" and collectively, the "Securities"). The monies raised by the Companies were used in part to acquire the PCs, and together with PC Distributions (as defined below), to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

6. A summary of ACC's and ACBI's obligations[2], by Security, as at the date of the Initial Order is provided in the table below:

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,281	17,961	19,242
Preferred Securities	261,603	-	261,603
Hybrid Securities	67,065	-	67,065
Total	329,949	17,961	347,910

7. ACC indirectly receives interest, management fees and dividends from the PCs (collectively "PC Distributions"), although these PC Distributions have not historically been a major source of capital for ACC, which continues to be the case.

[1] Hybrid units have a debt and an equity warrant component.

[2] Includes accrued and unpaid interest as of the date of the Initial Order.

8. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings and in the affidavits sworn by Mr. Livingstone. Court materials in these proceedings can be found on the Monitor's website at https://www.ksvadvisory.com/insolvency-cases/case/ardenton-capital-corporation.

3.0 Update on Claims Procedure

1. The Claims Procedure Order provided that the Monitor and the Companies would identify and quantify all known claims and provide known claimants with a completed known claims package, which the known claimants would then have a right to dispute. The Claims Procedure Order also included a traditional proof of claim filing process for pre-filing claims other than known claims.

2. The claims bar date for known claim disputes, other pre-filing claims and director and officer claims ("D&O Claims") was May 14, 2021.

3. A summary of the status of the claims is provided below.

	Accepted Claims		Unresolved Disputed Claims	
(unaudited; C$000s)	Amount ($)	Number	Amount ($)	Number
ACC	336,621	408	9,240	6
ACBI	17,971	10	-	-

4. The amount of the disputed claims filed in the Claims Procedure initially totaled approximately $14.3 million. The Monitor has worked with the Companies and creditors to resolve six disputed claims, filed in the aggregate amount of approximately $5.8 million, which have been admitted in the aggregate amount of approximately $800,000. The remaining disputed claims principally relate to former employee claims or claims they have filed in respect of amounts owing to parties related to them for non-employment matters. Substantial progress has been made in respect of each of these claims and the Monitor is optimistic that these remaining disputed claims will be resolved by the date of the Creditors' Meetings. If the Monitor is unsuccessful in resolving any of these claims, it may be necessary to have them adjudicated by the Court. Resolution of these claims will not affect timing of the Creditors' Meetings or Plan implementation.

5. In addition to the claims noted above, five D&O Claims were filed. Four of these claims were filed by members of the Investor Committee and one was filed by another investor. The Monitor also sent a letter to ACC, which attached a claim from a member of the Investor Committee advising the Companies it intended to accept one of the claims filed against the D&Os as a placeholder representative claim made on behalf of all of the Companies' investors (the "Omnibus Claim"). At the request of the Monitor, ACC provided a copy of the Monitor's letter to the relevant directors and officers so that they could report the Omnibus Claim to their insurer. In light of the proposed treatment of D&O Claims in the Plan, the Omnibus Claim will not be pursued if the Plan is implemented. The Investor Committee has confirmed its support in that regard.

4.0 Plan

1. **Sections 4 and 5 of this Report provide summaries of the Plan and the Meetings Order but do not address each and every provision of the Plan and the Meetings Order. Accordingly, creditors should carefully read the Plan and the Meetings Order in their entirety and should consult such advisors as they consider necessary. In the event of any conflict, inconsistency, ambiguity or difference between the provisions of this Report and the Plan or the Meetings Order, the provisions of the Plan or the Meetings Order, as applicable, govern. Copies of the Plan and Meetings Order are attached as Appendix "B" and Appendix "C", hereto, respectively.**

2. **Unless otherwise defined, capitalized terms not defined below are as defined in the Plan or the Meetings Order, as applicable.**

4.1 Overview

1. The Plan was developed by the Companies and their counsel, in consultation with the Monitor, its counsel, the Investor Committee and counsel to the Investor Committee.

2. Each of the Investor Committee members has advised the Monitor it intends to execute a Support Agreement pursuant to which, *inter alia*, they agree to vote in favour of the Plan or recommend that its clients vote in favour of the Plan, as applicable. It is expected that the Support Agreements will be executed prior to the distribution of the Meetings Materials (as defined below) to creditors in respect of the Creditors' Meetings.

4.2 Purposes of the Plan

1. The primary purposes of the Plan are to:

   a) restructure the Affected Claims and effect Distributions to Affected Creditors;

   b) effect a release and discharge of certain Claims against the Companies' D&Os;

   c) establish a new board of directors of ACC; and

   d) amend and reconstitute the share capital of ACC, including the issuance of new shares to ACC Investor Creditors.

2. The Plan is intended to allow the restructured Ardenton business to focus on the growth of the PCs over several years so that returns to creditors and investors from the operation and eventual sale of the PCs are maximized. This is to be achieved by, *inter alia*, eliminating mandatory repayments of principal and interest under the promissory notes, preferred securities and hybrid securities, with repayments being made from free cash and the sale of the PCs, in accordance with the Plan.

3. Affected Creditors are expected to receive a greater benefit from the Plan's implementation and the continuation of the Companies' business as a going concern than would result from an immediate sale of the PCs whether in the CCAA proceedings, a bankruptcy or liquidation.

4. Prior to the date of the Creditors' Meetings to consider and vote on the Plan, the Monitor will provide a further detailed report to creditors (the "Plan Assessment Report") summarizing the reasons that it believes that implementation of the Plan is in the best interests of the Companies and their stakeholders.

4.3 Plan

1. The following section provides an overview of the key aspects of the Plan.

   a) **Classification and Voting of Affected Creditors**: the Plan is comprised of two classes of Affected Creditors for voting purposes (the "Affected Creditor Classes") at the ACBI Creditors' Meeting and the ACC Creditors' Meeting (each as defined below), respectively:

      i. *Affected Creditors of ACBI, comprised of:*

         a. holders of promissory notes issued by ACBI (the "ACBI Promissory Note Creditors"); and

         b. trade and other unsecured creditors of ACBI, other than the ACBI Promissory Note Creditors (the "ACBI General Creditors" and together with the ACBI Promissory Note Creditors, the "ACBI Creditors").

      ii. *Affected Creditors of ACC, comprised of*:

         a. holders of preferred securities issued by ACC and holders of hybrid securities issued by ACC (the "ACC Investor Creditors");

         b. a single holder of a promissory note issued by ACC (the "ACC Promissory Note Creditor"); and

         c. trade and other unsecured creditors of ACC other than the ACC Investor Creditors (collectively, with the ACC Promissory Note Creditor, the "ACC General Creditors").

   b) **D&O Claims:** all D&O Claims against the D&Os (other than Section 5.1(2) D&O Claims[3] and Non-Released D&O Claims) and D&O Indemnity Claims shall be fully compromised and released without consideration on the Plan Implementation Date. Section 5.1(2) D&O Claims against D&Os shall be limited to recovery from any insurance proceeds payable pursuant to the Insurance Policies.

[3] Represents claims that cannot be compromised pursuant to Section 5.1(2) of the CCAA, such as claims relating to contractual rights of creditors and claims that are based on allegations of misrepresentation made by directors to creditors or of wrongful or oppressive conduct by directors.

Non-Released D&O Claims shall not be compromised by the Plan and shall be permitted to continue as against the applicable D&Os.[4]

c) **Unaffected Claims**: the Plan does not compromise any Unaffected Claims. Holders of Unaffected Claims are not entitled to vote on or receive any Distributions under the Plan in respect of their Unaffected Claims. Unaffected Claims include obligations that arose after the Filing Date, claims of employees and former employees for wages, other than termination claims, any claims of secured creditors, any claims of the Companies against each other, any Non-Released D&O Claims, claims relating to Continuing D&O Indemnities and any claims that cannot be compromised under the CCAA.

d) **Disputed Claims** - if a Disputed Claim is allowed in whole or in part by the Monitor solely for voting purposes in respect of the Plan, it will not preclude the Companies and the Monitor from disputing such Disputed Claim for Distribution purposes. If a Disputed Claim is not fully resolved by the time for a Distribution on account of such Claim, then the Disputed Claim distribution amount (or such lesser amount as may be deemed appropriate by the Monitor) will be held in escrow by the Companies in a disputed claims reserve until settlement or final determination of the Disputed Claim in accordance with the Plan and the Claims Procedure Order.

e) **Distributions to Creditors:**

i. **ACC:** Each category of Affected Creditors of ACC will be entitled to receive Distributions until repaid in full from ACC Cash Available for Distribution, in the following sequence and order of priority:

(a) First, ACC General Creditors;

(b) Second, Preferred Securityholders' pre-filing principal;

(c) Third, Preferred Securityholders' pre-filing interest;

(d) Fourth, Hybrid Securityholders' pre-filing principal; and

(e) Fifth, Hybrid Securityholders' pre-filing interest;

ii. **ACBI**: Each category of Affected Creditors of ACBI will be entitled to receive Distributions until repaid in full from ACBI Cash Available for Distribution, in the following sequence and order of priority:

(a) First, ACBI Creditors' principal;

(b) Second, ACBI Creditors' pre-filing interest; and

(c) Third, ACBI Creditors' post-filing interest;

[4] Claims have been made against certain former officers of the Companies. Each of these claims is in the process of being settled. A plan amendment may be required to allow claims against these individuals to continue if settlements are not concluded.

f) **New Common Shares**: on implementation of the Plan, all equity in ACC issued and outstanding immediately prior to the Effective Time will be converted into Converted Shares and thereafter cancelled. The post-Plan Implementation Date authorized share structure of ACC will be comprised of New ACC Common Shares to be allocated to ACC's Preferred Securityholders and Hybrid Securityholders. The allocation of the New ACC Common Shares will be 87.5% of the total shares to the Preferred Securityholders and 12.5% to the Hybrid Securityholders. The allocation is representative of the proportion of the debt owing to the Preferred Securityholders and to the Hybrid Securityholders, as well as various other factors that will be more fully discussed in the Plan Assessment Report. A summary of the proposed equity capital structure is provided in Schedule "E" to the Plan. The current articles of ACC will be amended to provide, *inter alia*, for the New ACC Common Shares to be distributed under the Plan (the "Revised Articles").

g) **Distributions**: following the Plan Implementation Date, the New ACC Board and the ACBI Board will authorize periodic distributions of the ACC Cash Available for Distribution and the ACBI Cash Available for Distribution, respectively (in the sequence and priority set out above) in accordance with the Plan and based on their determinations in due course. To the extent practicable, the Companies will be required to report to the Affected Creditors on a quarterly basis with a general update, including ACC's and ACBI's ability to make distributions to Affected Creditors.

h) **Approval**: if the Plan is only approved by the Required Majority of Creditors of ACC Creditors (and not approved by sufficient Affected Creditors of ACBI), the Companies shall move to have the Plan sanctioned by the Court only with respect to ACC, and the terms of the Plan as it relates to ACBI shall be severed from the Plan and no longer in force. The Plan will not move forward if it is not approved by the Required Majority of Creditors of ACC Creditors and the ACBI Creditors' Meeting will be cancelled.

i) **New Boards**: the Plan provides that the Board of Directors of ACC will be set at seven and the Board of Directors of ACBI will be set at three. Upon implementation of the Plan, the initial directors of ACC will be Andrew Butler, Bill Durham, Dave Lally, Doug John, Jed Wood, Giuseppe DiMassimo and Robert Maroney, each of whom is a representative of the seven-member Investor Committee, with the exceptions of: (i) Mr. Butler, who is a representative of Don Lang, a member of the Investor Committee; and (ii) Mr. DiMassimo, who is an employee of Montrusco Bolton Investments Inc. and whose colleague, Julie St-Germain, is a member of the Investor Committee. ACC may hold its next annual general meeting of shareholders at any time within 15 months following the Plan Implementation Date. Pursuant to the Revised Articles, certain ACC board resolutions for the first two years after implementation of the Plan require at least 60% of the ACC's directors' approval, including the approval of a sale of ACC's indirect interest in a PC (other than PCs owned directly or indirectly by ACBI, which shall be determined by the ACBI board).

The initial directors of ACBI will be Mr. DiMassimo, Mr. Lally and Mr. Makofka, the CRO and currently the sole director of ACBI. Mr. DiMassimo and Mr. Lally represent ACBI's two largest creditors.

j) **Conditions Precedent**: The following section provides the material conditions precedent to the Plan's implementation:

i. the Plan shall have been approved by:

a) the Required Majority of Creditors of the ACC Creditors; and

b) in the case of that portion of the Plan relating to the ACBI Creditors, the Required Majority of Creditors of the ACBI Creditors;

ii. the Sanction Order shall have been granted by the Court;

iii. the Companies shall have obtained director and officer insurance acceptable to the Monitor and the Investor Committee for the period commencing on the Effective Date; and

iv. the Companies shall have entered into the RCM Exit Facility on terms acceptable to the Monitor and the Investor Committee, acting reasonably.

Except for (i) and (ii) above, all of the conditions precedent to the Plan can be waived in whole or in part with the joint approval of the Companies, the Monitor and the Investor Committee at or before the Effective Time.

5.0 Creditors' Meetings

5.1 Timing

1. The Companies, with the support of the Monitor and the Investor Committee, propose that the Creditors' Meetings be convened (virtually, pursuant to the Electronic Meetings Protocol), as follows:

a) a meeting of the ACC Creditor Class (the "ACC Creditors' Meeting") to be convened on November 2, 2021 (the "Meetings Date") at 10:00 a.m. PDT; and

b) conditional upon the approval of the Plan by the Required Majority of Creditors of the ACC Creditor Class having been obtained at the ACC Creditors' Meeting, a meeting of the ACBI Creditor Class (the "ACBI Creditors' Meeting") on the Meetings Date at 12:00 p.m. PDT.

2. The proposed Meetings Order provides the Monitor with discretion to adjourn one or both Creditors' Meetings should it consider it advisable to do so and sets out a communication protocol for notification of any such adjournments.

5.2 Notice to Creditors

1. By no later than October 5, 2021, the Monitor shall publish the following documents (collectively, the "Meetings Materials") on the Monitor's Website:

   a) the Meetings Order;

   b) the Plan;

   c) the Electronic Meetings Protocol;

   d) the Newspaper Notice of Meetings;

   e) the Plan Information Letter;

   f) the Proxy; and

   g) this Report and the Monitor's Plan Assessment Report.

2. As soon as practicable after the granting of the Meetings Order, the Companies will send the Meetings Materials to each Affected Creditor that is not barred pursuant to the Claims Procedure Order by email (or email link) to the email account in the Companies' books and records for each Affected Creditor[5].

3. The Monitor will arrange for a notice of the Creditors' Meetings to be published for one business day in *The Globe and Mail* (National Edition), as soon as practicable following the issuance of the Meetings Order.

5.3 Conduct of the Creditors' Meetings

1. The Monitor will Chair the Creditors' Meetings and, subject to the Meetings Order and any further order of this Court, will decide all matters relating to the conduct of each of the Creditors' Meetings.

2. The Creditors' Meetings will be conducted in accordance with the Electronic Meetings Protocol, which is attached as Appendix "C" to the Meetings Order.

3. The only persons entitled to attend the Creditors' Meetings are: Affected Creditors or their Proxies who have duly registered in accordance with the Electronic Meetings Protocol; representatives from the Companies; representatives of the Monitor; the Chair; any other person invited to attend by the Chair; and legal counsel to any person entitled to attend the Creditors' Meetings, including legal counsel to the Investor Committee.

[5] The Companies have distributed information, including Investor Updates and other communications, in this manner throughout the CCAA proceedings.

4. Affected Creditors intending to attend the ACC Creditors' Meeting and/or the ACBI Creditors' Meeting shall notify the Monitor by email at jwong@ksvadvisory.com by 4:00 p.m. PDT on the date that is three (3) Business Days immediately preceding the Meetings Date. The Monitor will provide each Affected Creditor with a passcode to enter the applicable Creditors' Meeting by 4:00 p.m. PDT two (2) Business Days immediately preceding the Meetings Date.

5.4 Voting Procedure

1. At the Creditors' Meeting, the Chair shall direct the votes with respect to the resolutions and any amendments, variations or supplements to the Plan that are made in accordance with the terms thereof.

2. As part of the Creditors' Meetings, the Chair is required to direct a vote to the resolution to approve the Plan. Each Affected Creditor with a voting claim shall be entitled to one vote equal to the dollar value of its Affected Claim as at the Filing Date and can either vote for or against the Plan. The only Persons entitled to vote at the Creditors' Meetings shall be Affected Creditors and their Proxy holders.

3. If the Affected Creditor does not wish to, or is not able to, attend the Creditors' Meetings, the Affected Creditor can appoint a Proxy holder to attend the meeting and vote on their behalf by submitting a Proxy. In order for a Proxy vote to be counted at the applicable Creditors' Meeting, it must be received by no later than 4:00 p.m. PDT on the date that is four (4) Business Days prior to the applicable Creditors' Meeting, provided that the Monitor may waive strict compliance with the time limits imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Companies. In the absence of instructions to vote for or against the approval of the Plan on the proxy form, the Proxy shall be deemed to approve the Plan.

5.5 Sanction Hearing

1. The Monitor will, as soon as practicable following the Creditors' Meetings, provide a report that includes: (a) a summary of all motions called at the Creditors' Meetings; (b) the scrutineer's report(s) on the result of the votes on each motion, including the motions to vote on the Plan; and (c) such further and other information as determined by the Monitor to be necessary.

2. If the Plan is approved by the Required Majority of Creditors of the ACC Creditor Class or by the Required Majority of Creditors of both the ACC Creditor Class and ACBI Creditor Class, the Companies will bring an application for a hearing to sanction the Plan to be returnable no later than on or before November 19, 2021 (subject to the Court's availability) or as soon thereafter as the matter can be heard (the "Sanction Hearing").

3. The Meetings Order provides that any party who wishes to oppose the final sanctioning of the Plan must serve the Companies, the Monitor and the parties listed on the Service List with a copy of the materials to be relied upon to oppose the application for sanction of the Plan, setting out the basis for such opposition, at least three (3) Business Days before the date set for the Sanction Hearing.

5.6 Monitor's Recommendation re the Meetings Order

1. The Monitor recommends that the Court issue the Meetings Order as it provides Affected Creditors with reasonable and sufficient notice and comprehensive Meetings Materials to enable them to consider and vote on the Plan.

2. The Meetings Order provides for the filing of the Plan by the Companies. The Monitor is of the view that the Plan should be accepted for filing at this time so that the Companies can convene the Creditors' Meetings and processes related to the Court's sanction of the Plan to allow the Companies to emerge from these proceedings within the near term. Exiting these proceedings in a timely manner will allow the Companies to focus on addressing operational matters, including maximizing the profitability of the PCs and returning capital to investors.

6.0 Stay Extension

1. The Companies are seeking an extension of the Stay Period from October 1, 2021 to December 15, 2021 (the "Stay Extension Period"). The Companies prepared the Cash Flow Forecast for the Stay Extension Period.

2. The Companies' actual cash flow has been better than was projected at the outset of the CCAA proceedings. Amounts drawn under DIP Facility are consistent with those prior projections. A comparison of the Companies' actual cash flow compared to its projected cash flow from the commencement of the CCAA proceedings to September 12, 2021 is provided in the table below.

(unaudited; $000s)	Actual	Projected	Difference
Receipts			
Intercompany[6]	2,452	2,584	(132)
DIP Advances	2,500	2,500	-
Interest	304	302	2
Other	122	42	80
	5,377	5,428	(51)
Disbursements			
Restructuring Fees[7]	(2,720)	(2,600)	(120)
Payroll and Benefits	(1,170)	(1,212)	42
Other	(642)	(970)	327
Intercompany Transfers	(73)	(474)	401
DIP Interest	(54)	(56)	2
	(4,659)	(5,312)	653
Net Cash Flow	718	116	602
Opening Cash Balance	172	172	-
Net Cash Flow	718	116	602
Closing Cash Balance	890	288	602

[6] For the purposes of this comparison, the projected intercompany receipts exclude the proceeds from a ~$2.9 million refinancing that was contemplated at the outset of the CCAA proceedings but was not completed.

[7] Includes the fees and disbursements of the Monitor, its counsel, the Companies' co-counsel, D&O counsel for Mr. Livingstone and Investor Committee counsel.

3. The Cash Flow Forecast and the Companies' statutory report on the Cash Flow Forecast pursuant to Section 10(2)(b) of the CCAA are attached as Appendices "D" and "E", respectively.

4. The Cash Flow Forecast reflects that the Companies are projected to have sufficient liquidity to fund their business and operations, as summarized below.

(unaudited; $000s)	Amount
Projected receipts	
Intercompany	681
Interest	151
Other	62
	894
Projected disbursements	
Restructuring fees	850
Payroll and benefits	300
Insurance	252
Professional services	120
Other	100
IT	66
DIP interest	53
Rent	15
	1,756
Net Cash Flow	(862)
Estimated Opening Cash Balance	566
Net Cash Flow	(862)
Additional DIP Financing	1,000
Closing Cash Balance	704
Opening DIP Balance[8]	3,000
Additional DIP Financing	1,000
DIP Financing at end of Period	4,000

5. The principal amount of the DIP Facility is $5.0 million. At the end of the Stay Period, the Companies are projected to have drawn $4.0 million under the DIP Facility. The closing cash balance at that date is projected to be $704,000, excluding cash in the Holdcos' bank accounts.

6. Based on the Monitor's review of the Cash-Flow Statement, there are no material assumptions which seem unreasonable. The Monitor's statutory report on the cash flow is attached as Appendix "F".

[8] There is currently $2.5 million outstanding under the DIP Facility. The Companies are expected to draw an additional $500,000 in the week ending September 26, 2021.

7.0 Recommendation re Stay Extension

1. The Monitor supports the request for an extension to the Stay Period for the following reasons:

   a) the Companies have acted and are continuing to act in good faith and with due diligence;

   b) no creditor will be prejudiced if the extension is granted;

   c) it will provide the Companies with the time they require to convene the Creditors' Meetings to consider and vote on the Plan, and if approved, to have the Plan sanctioned by the Court;

   d) as of the date of this Report, neither the Companies nor the Monitor is aware of any party opposed to an extension of the Stay Period;

   e) filing a Plan is in the interest of stakeholders as it is intended to provide a result superior to an immediate liquidation of the Companies' interests in the PCs; and

   f) the Companies are projected to have sufficient liquidity to fund their operations until December 15, 2021.

8.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that the Court grant the relief detailed in Section 1.1(1)(e) of this Report.

* * *

All of which is respectfully submitted.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “H”

Seventh Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

October 6, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

SEVENTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

OCTOBER 6, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order")[1] of the Supreme Court of British Columbia (the "Court") made on March 5, 2021 (the "Filing Date"), Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). In this report (the "Report"), the Companies and their non-filing affiliates and related companies are collectively referenced as "Ardenton".

2. Since the Filing Date, the Court has issued orders, that, among other things:

   a) granted ACC and ACBI a stay of proceedings (the "Stay Period"), which most recently was extended to December 15, 2021, pursuant to an order of the Court dated October 1, 2021;

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital Management Ltd., or its assignee (the "DIP Lender"), and granted a charge on the Property in favour of the DIP Lender for this amount;

   c) granted certain charges, including the Administration Charge, the D&O Charge and the DIP Lender's Charge;

[1] Unless otherwise defined herein, capitalized terms have the meaning provided to them in the Plan or the Meetings Order (as each is defined below).

d) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling approximately $154 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the Companies' investors so that these could be reflected in the Plan (as defined below);

e) approved a claims procedure for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Process");

f) approved a key employee retention plan for certain of ACC's employees; and

g) approved a consulting agreement whereby ACC engaged Kingsman Scientific Management Inc. ("KSM") to provide the services of Kyle Makofka to act as Chief Restructuring Officer (the "CRO") during the CCAA proceedings and to perform the services of a Chief Executive Officer (the "CEO") upon ACC exiting the CCAA proceedings, subject to the approval of ACC's new board of directors (the "New Board") to be appointed pursuant to the terms of the Companies' Plan of Compromise and Arrangement dated September 20, 2021 (the "Plan").

3. Pursuant to an Order of the Court dated October 1, 2021 (the "Meetings Order"), the Court, *inter alia*:

a) approved the filing of the Plan; and

b) authorized the Companies to convene meetings of ACC's creditors and ACBI's creditors on November 2, 2021 (the "Meetings Date") to consider and vote on the Plan (together, the "Creditors' Meetings").

4. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports issued in these proceedings and in the affidavits sworn by representatives of ACC. Court materials in these proceedings can be found on the Monitor's website at Ardenton Capital Corporation (ksvadvisory.com).

1.1 Purposes of this Report

1. The purposes of this Report are to:

a) report on the Companies' business and financial affairs;

b) discuss the key elements of the Plan;

c) compare potential recoveries to Affected Creditors if Ardenton's fourteen portfolio companies (each a "PC" and collectively the "PCs") are sold in the near term to an illustrative analysis of the sale of the PCs assuming a sale date of December 31, 2025;

d) discuss the next steps in these proceedings if Affected Creditors vote to accept the Plan; and

e) recommend that Affected Creditors vote to approve the Plan.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel (the "Information").

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the Information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such Information.

3. The Monitor has prepared this Report in connection with the Plan and pursuant to section 23(1)(d.1) of the CCAA, and the Report should not be relied on for other purposes.

4. Certain financial information referred to in this Report consists of projections and forecasts. An examination or review of the financial forecasts and projections, as outlined in the Chartered Professional Accountants of Canada Handbook, has not been performed. Future-oriented financial information referred to in the Report was prepared based on management's estimates and assumptions. Readers are cautioned that the Companies' forecasts and projections are based upon assumptions about future events and conditions that are not necessarily ascertainable, the Companies' actual results will vary from the projections and forecasts and such variances may be material.

5. This Report does not consider the potential future impact of the COVID-19 pandemic (the "Pandemic") on the Companies' business and operations, including on the PCs. Such impact cannot be determined at this time.

1.3 Currency

1. Unless otherwise specified, all currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies (the "Holdcos"), including ACBI, ACC acquired, with monies raised from its investors, majority ownership interests in each of the 14 PCs, which are privately-owned mid-market businesses. The PCs are located in Canada, the United States and the United Kingdom. A copy of ACC's corporate chart is attached as Appendix "A".

2. ACC's acquisitions were funded through a combination of debt and equity advanced by ACC to the PCs through the HoldCos that own the PCs.

3. ACC raised capital by issuing unsecured debt through financial instruments that were to pay annual interest between 8% and 14% (weighted average of approximately 12%). ACC also issued common equity, but it was a comparatively small amount versus the amount it raised under its debt instruments. ACBI's debt (other than a small amount of trade debt) was raised through the issuance of promissory notes.

4. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units (the "Hybrid Securities")[2], preferred securities (the "Preferred Securities") and promissory notes (each instrument being a "Security" and collectively, the "Securities"). (Throughout this Report, an investor holding Preferred Securities is referred to as a "Preferred Securityholder" and an investor holding Hybrid Securities is referred to as a "Hybrid Securityholder".)

5. The monies raised by the Companies were used in part to acquire the PCs, and together with the PC Distributions (as defined below), to pay Ardenton's operating expenses, fund interest on the Companies' existing debt obligations and redeem Securities.

6. A summary of ACC's and ACBI's debt obligations[3], by Security, as at the date of the Initial Order is provided in the table below:

(unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,281	17,961	19,242
Preferred Securities	261,603	-	261,603
Hybrid Securities	67,065	-	67,065
Total	329,949	17,961	347,910

7. ACC indirectly receives interest, management fees and dividends from the PCs (collectively, the "PC Distributions"), although the PC Distributions have not historically been a major source of capital for ACC, which continues to be the case.

3.0 Ardenton's Restructuring Initiatives

1. Prior to these CCAA proceedings, Ardenton's business was capital intensive. At its peak, Ardenton had 82 employees working from several offices in the US, UK and Canada. Ardenton's corporate overhead costs totaled approximately $21.7 million in 2020.

2. Due to its liquidity constraints, prior to the CCAA proceedings, Ardenton downsized its office in Manchester, England and closed its offices in London, England, the US and Canada, except for its office in Vancouver. Ardenton also significantly reduced its headcount, such that it had 26 employees at the commencement of these proceedings. Ardenton presently has 17 employees (including the CRO, who is retained on a contract basis), all of whom work in Canada and the UK.

[2] Hybrid units have a debt and an equity warrant component.

[3] Includes accrued and unpaid interest as of the date of the Initial Order.

3. Ardenton has further reduced costs during the CCAA proceedings, including eliminating operating costs, disclaiming its office leases in Vancouver and Toronto, and moving into less expensive office space in Vancouver. Ardenton projects that its normalized annual overhead costs will range between $7 million and $7.5 million and that future PC Distributions should be sufficient, or nearly sufficient, to cover future overhead costs.

3.1 Exit Facility

1. The DIP Lender has signed a term sheet with ACC to provide a $10 million secured loan facility to be available upon the implementation of the Plan (the "Exit Facility"). To the extent that the PC Distributions are not sufficient to cover Ardenton's overhead costs, such amounts would be funded from the Exit Facility. The Exit Facility can also be used to fund unforeseen costs affecting Ardenton and the PCs.

2. Funding under the Exit Facility will also be used to repay the DIP Facility, which, by the conclusion of the CCAA proceedings, is estimated to be approximately $4 million. ACC is only required to service interest on the Exit Facility. The Exit Facility has a three-year term and is due on maturity.

3. Finalization of the Exit Facility is subject to due diligence by the DIP Lender, which is expected to be completed prior to implementation of the Plan.

4. Plan implementation is conditional upon, among other things, the Companies having entered into the Exit Facility on terms acceptable to the Monitor and the Investor Committee, provided that such condition may be waived with the joint approval of the Monitor, Investor Committee and the Companies.

3.2 New Management

1. Prior to the CCAA proceedings, Ardenton's business was principally focused on raising capital and acquiring the PCs. Several PCs were acquired in 2019, just prior to the onset of the Pandemic. While the PC's financial results have improved on a year-over-year basis, many of them continue to be affected by the Pandemic. Until recently, certain of the Canadian PCs continued to receive financial assistance under government programs, while certain UK PCs continue to receive this support.

2. During the spring of 2021, the Investor Committee reviewed the businesses of each of the PCs with Ardenton's management. The Investor Committee also considered the ability to grow and improve the profitability of the PCs with a view to maximizing the value of the PCs over a medium to long-term time horizon (the "Realization Strategy"). The Investor Committee and the Companies, in consultation with the Monitor, formed the view that the Realization Strategy would better serve the interests of the Companies and their stakeholders than a near term sale of the PCs which, as reflected in Section 7.6 below, is projected to result in a material shortfall to Preferred Securityholders and a nil recovery to Hybrid Securityholders.

3. During the summer of 2021, the Investor Committee, with the assistance of the Monitor, also undertook a process to consider the senior management skillset required to work with the PCs and their management teams to implement the Realization Strategy. As a result, the Investor Committee identified the need for an experienced leadership executive with an operational background and strong communication and interpersonal skills.

4. The Investor Committee and Monitor met with six candidates for the leadership role, as well as James Livingstone, the Companies former CEO and sole director. Each of the candidates had significant turnaround management experience and were recommended by the Monitor or an Investor Committee member. The Investor Committee performed extensive due diligence on the leading CEO candidates.

5. Mr. Livingstone advised that the interests of the Companies' stakeholders would be better served by an individual with an operational background, which was outside his primary skill set. Accordingly, Mr. Livingstone advised of his intention to resign upon the appointment of a new leadership executive.

6. The Investor Committee and the Companies, in consultation with the Monitor, ultimately selected KSM to provide the services of Mr. Makofka as CRO and to perform the services of a CEO upon ACC exiting the CCAA proceedings, subject to the approval of ACC's New Board. A summary of the considerations that informed Mr. Makofka's retention was provided in the Monitor's Fifth Report to Court dated July 15, 2021, a copy of which can be found at the following link: Microsoft Word - Fifth Report of the Monitor - Final (ksvadvisory.com).

4.0 Performance of Portfolio Companies

1. A summary of the PCs' financial performance for the seven-month period ending July 31, 2021 compared to the same period in 2020 is provided below.

(unaudited; $000s)	2021	2020	Change ($)	Change %
Revenue				
North America	124,487	114,719	9,768	9%
UK	147,696	127,064	20,632	16%
	272,183	241,783	30,400	13%
Gross Profit				
North America	37,421	37,556	(135)	0%
UK	41,160	32,853	8,307	25%
	78,581	70,409	8,172	12%
Gross Profit %				
North America	30%	33%		-3%
UK	28%	26%		2%
	29%	29%		0%
EBITDA				
North America	16,984	16,176	809	5%
UK	11,121	7,060	4,062	58%
	28,106	23,235	4,870	21%
Net Income/(Loss)				
North America	7,101	5,936	1,164	20%
UK	(6,545)	(9,519)	2,974	31%
	556	(3,583)	4,138	116%

2. As reflected above, for the comparable periods:

   a) PC revenue increased by $30 million from $242 million to $272 million. The revenue growth is largely attributable to the UK PCs;

   b) PC gross profit was relatively consistent on an overall basis; however, gross margins increased in the UK PCs, whereas they declined in the North American PCs. Increased freight, raw material and labour costs negatively impacted the gross margins of the North American PCs;

   c) PC earnings before interest, taxes, depreciation and amortization ("EBITDA") increased 21% to $28.1 million. This was largely driven by the UK PCs. As Ardenton's weighted average ownership interest in the PCs is approximately 72%, its share of EBITDA is approximately $20.3 million[4]; and

   d) net income of the North American PCs improved by 20%, while the net loss of the UK PCs declined by 31%. Compared to the North American PCs, the UK PCs have higher debt service costs and higher amortization on intangible assets.

3. Since the Filing Date, ACC has prepared, with the assistance of the Monitor, three quarterly reports to Investors (collectively, the "Quarterly Reports"), each of which focuses on the PCs' financial performance. The most recent Quarterly Report was prepared for the quarter ending June 30, 2021 and is attached as Appendix "B".

5.0 Plan

1. **Sections 5 and 6 of this Report provide summaries of the Plan and the Meetings Order but do not address all provisions of the Plan and the Meetings Order. Accordingly, creditors should read the Plan and the Meetings Order in their entirety and should consult such advisors as they consider necessary. In the event of any conflict, inconsistency, ambiguity or difference between the provisions of this Report and the Plan or the Meetings Order, the provisions of the Plan or the Meetings Order, as applicable, govern. Copies of the Plan and Meetings Order are attached as Appendix "C" and Appendix "D", hereto, respectively.**

5.1 Purposes of the Plan

1. The Plan was developed by the Companies and their counsel, in consultation with the Monitor, its counsel, the Investor Committee and counsel to the Investor Committee.

2. The primary purposes of the Plan are to:

   a) restructure the Affected Claims and effect Distributions to Affected Creditors;

   b) effect a release and discharge of certain Claims against the Companies' D&Os;

[4] EBITDA does not represent free cash flow available to Ardenton.

c) establish ACC's New Board; and

d) amend and reconstitute the share capital of ACC, including the issuance of new shares to ACC Investor Creditors (as defined below).

5.2 Overview of the Plan

1. The following section provides an overview of the key provisions of the Plan.

a) **Classification and Voting of Affected Creditors**: The Plan is comprised of two classes of Affected Creditors for voting purposes (the "Affected Creditor Classes") at the ACBI Creditors' Meeting and the ACC Creditors' Meeting (each as defined below), respectively:

i. *Affected Creditors of ACBI, comprised of:*

a. holders of promissory notes issued by ACBI (the "ACBI Promissory Note Creditors"); and

b. trade and other unsecured creditors of ACBI, other than the ACBI Promissory Note Creditors (the "ACBI General Creditors" and together with the ACBI Promissory Note Creditors, the "ACBI Creditors").

ii. *Affected Creditors of ACC, comprised of*:

a. holders of Preferred Securities issued by ACC and holders of Hybrid Securities issued by ACC (the "ACC Investor Creditors");

b. a single holder of a promissory note issued by ACC (the "ACC Promissory Note Creditor"); and

c. trade and other unsecured creditors of ACC other than the ACC Investor Creditors (collectively, with the ACC Promissory Note Creditor, the "ACC General Creditors").

b) **D&O Claims**: All D&O Claims against the D&Os (other than Section 5.1(2) D&O Claims[5] under the CCAA and Non-Released D&O Claims) and D&O Indemnity Claims shall be fully compromised and released without consideration on the Plan Implementation Date. Section 5.1(2) D&O Claims against D&Os shall be limited to recovery from any insurance proceeds payable pursuant to the Insurance Policies.

[5] Represents claims that cannot be compromised pursuant to section 5.1(2) of the CCAA, such as claims relating to contractual rights and claims that are based on allegations of misrepresentation made by directors to creditors or of wrongful or oppressive conduct by directors.

Non-Released D&O Claims shall not be compromised by the Plan and shall be permitted to continue as against the applicable D&Os.[6]

c) **Unaffected Claims**: The Plan does not compromise any Unaffected Claims. Holders of Unaffected Claims are not entitled to vote on or receive any Distributions under the Plan in respect of their Unaffected Claims. Unaffected Claims include obligations that arose after the Filing Date, claims of employees and former employees for wages, other than termination claims, any claims of secured creditors, any claims of the Companies against each other, any Non-Released D&O Claims, claims relating to Continuing D&O Indemnities and any claims that cannot be compromised under the CCAA.

d) **Disputed Claims**: If a Disputed Claim is allowed in whole or in part by the Monitor solely for voting purposes in respect of the Plan, it will not preclude the Companies and the Monitor from disputing such Disputed Claim for Distribution purposes. If a Disputed Claim is not fully resolved by the time for a Distribution on account of such Claim, then the Disputed Claim distribution amount (or such lesser amount as may be deemed appropriate by the Monitor) will be held in escrow by the Companies in a disputed claims reserve until settlement or final determination of the Disputed Claim in accordance with the Plan and the Claims Procedure Order.

e) **Distributions to Creditors:**

i. **ACC:** Each category of Affected Creditors of ACC will be entitled to receive Distributions until repaid in full from ACC Cash Available for Distribution, in the following sequence and order of priority (the "ACC Waterfall"):

(a) First, ACC General Creditors;

(b) Second, Preferred Securityholders' pre-filing principal;

(c) Third, Preferred Securityholders' pre-filing interest;

(d) Fourth, Hybrid Securityholders' pre-filing principal; and

(e) Fifth, Hybrid Securityholders' pre-filing interest.

ii. **ACBI**: Each category of Affected Creditors of ACBI will be entitled to receive Distributions until repaid in full from ACBI Cash Available for Distribution, in the following sequence and order of priority (the "ACBI Waterfall"):

(a) First, ACBI Creditors' principal;

[6] Claims have been filed in the Claims Process against certain former officers of the Companies. Each of these claims is in the process of being settled. A plan amendment may be required to allow claims against one or more of these individuals to continue if settlements are not concluded.

(b) Second, ACBI Creditors' pre-filing interest; and

(c) Third, ACBI Creditors' post-filing interest.

f) **New Common Shares**: On implementation of the Plan, all equity in ACC issued and outstanding immediately prior to the Effective Time will be converted into Converted Shares and thereafter cancelled. The post-Plan Implementation Date authorized share structure of ACC will be comprised of New ACC Common Shares to be allocated to ACC's Preferred Securityholders and Hybrid Securityholders. The allocation of the New ACC Common Shares will be 87.5% of the total shares to the Preferred Securityholders and 12.5% to the Hybrid Securityholders. The current articles of ACC will be amended to provide, *inter alia*, for the New ACC Common Shares to be distributed under the Plan (the "Revised Articles"). A discussion of the allocation of the New ACC Common Shares between the Preferred Securityholders and Hybrid Securityholders is provided in Section 7.3 below.

g) **Distributions**: Following the Plan Implementation Date, the New Board and the New ACBI Board (as defined below) will authorize periodic distributions of the ACC Cash Available for Distribution and the ACBI Cash Available for Distribution, respectively (in the sequence and priority set out in the ACC Waterfall and ACBI Waterfall) in accordance with the Plan and based on their determinations in due course. To the extent practicable, the Companies will be required to report to the Affected Creditors on a quarterly basis with a general update, including ACC's and ACBI's ability to make distributions to Affected Creditors.

h) **Approval**: If the Plan is only accepted by the Required Majority of Creditors[7] of ACC Creditors (and not accepted by sufficient Affected Creditors of ACBI), the Companies shall move to have the Plan sanctioned by the Court only with respect to ACC, and the terms of the Plan as it relates to ACBI shall be severed from the Plan and no longer in force. The Plan will not move forward if it is not accepted by the Required Majority of Creditors of ACC Creditors and the ACBI Creditors' Meeting will be cancelled.

i) **New Boards**: The Plan provides that the New Board of ACC will be set at seven members and the New ACBI Board will be set at three members. Upon implementation of the Plan, the initial directors of ACC will be Andrew Butler, Bill Durham, Dave Lally, Doug John, Jed Wood, Giuseppe DiMassimo and Robert Maroney, each of whom is a representative of the seven-member Investor Committee, with the exceptions of: (i) Mr. Butler, who is a representative of Don Lang, a member of the Investor Committee; and (ii) Mr. DiMassimo, who is an employee of Montrusco Bolton Investments Inc. ("MBI")[8] and whose colleague, Julie St-Germain, is a member of the Investor Committee. ACC may hold its next annual general meeting of shareholders at any time within 15 months

[7] The Required Majority of Creditors for acceptance of the Plan is at least a majority in number and two-thirds of the dollar value of the creditors voting in person or by proxy, by class, at each of the Creditors' Meetings. Each of the ACC and ACBI Creditors' Meetings have one class of creditors.

[8] For the purpose of this Report, references to Montrusco Bolton Investment Inc. includes its related entities.

following the Plan Implementation Date. Pursuant to the Revised Articles, certain ACC board resolutions for the first two years after implementation of the Plan require at least 60% of the ACC's directors' approval, including, most significantly, the approval of a sale of ACC's indirect interest in a PC (other than PCs owned directly or indirectly by ACBI, which shall be determined by the New ACBI Board).

j) As a term of the Plan, ACBI is to also have a new board of directors (the "New ACBI Board"). The New ACBI Board is to be comprised of three individuals, including one from each of MBI and Monkey Toes LLC ("Monkey Toes"), and the third being ACC's CEO.

k) **Conditions Precedent**: The material conditions precedent to the Plan's implementation are:

i. the Plan shall have been accepted by:

a) the Required Majority of Creditors of the ACC Creditors; and

b) in the case of that portion of the Plan relating to the ACBI Creditors, the Required Majority of Creditors of the ACBI Creditors;

ii. the Sanction Order shall have been granted by the Court;

iii. the Companies shall have obtained director and officer insurance acceptable to the Monitor and the Investor Committee for the period commencing on the Effective Date; and

iv. the Companies shall have entered into the Exit Facility on terms acceptable to the Monitor and the Investor Committee, acting reasonably.

Except for (i) and (ii) above, all of the conditions precedent to the Plan can be waived in whole or in part with the collective approval of the Companies, the Monitor and the Investor Committee at or before the Effective Time.

The Monitor will provide an update concerning the status of director and officer insurance and the Exit Facility at the Creditors' Meetings.

6.0 Procedures for the Creditors' Meetings

6.1 Timing

1. The Creditors' Meetings will be convened virtually, pursuant to the "Electronic Meetings Protocol", which can be found at the following link: electronic-meetings-protocol.pdf (ksvadvisory.com), as follows:

a) a meeting of the ACC Creditor Class to be convened on the Meetings Date at 10:00 a.m. PDT; and

b) conditional upon the approval of the Plan by the Required Majority of Creditors of the ACC Creditor Class having been obtained at the ACC Creditors' Meeting, a meeting of the ACBI Creditor Class on the Meetings Date at 12:00 p.m. PDT.

2. A description of the materials and notice to be provided in respect of the Creditors' Meetings and the Plan was provided in the Sixth Report of the Monitor dated September 21, 2021 and is not repeated herein.

6.2 Conduct of the Creditors' Meetings

1. The Monitor will Chair the Creditors' Meetings and, subject to the Meetings Order and any further order of this Court, will decide all matters relating to the conduct of each of the Creditors' Meetings.

2. The only persons entitled to attend the Creditors' Meetings are: Affected Creditors or their Proxies who have duly registered in accordance with the Electronic Meetings Protocol; representatives from the Companies; representatives of the Monitor; the Chair; any other person invited to attend by the Chair; and legal counsel to any person entitled to attend the Creditors' Meetings, including legal counsel to the Investor Committee.

3. Affected Creditors intending to attend the ACC Creditors' Meeting and/or the ACBI Creditors' Meeting shall notify the Monitor's representative (Jordan Wong) by email at jwong@ksvadvisory.com by 4:00 p.m. PDT on the date that is three (3) Business Days immediately preceding the Meetings Date. The Monitor will provide each Affected Creditor with a passcode to enter the applicable Creditors' Meeting by 4:00 p.m. PDT two (2) Business Days immediately preceding the Meetings Date.

6.3 Voting Procedure

1. At the Creditors' Meetings, the Chair shall direct the votes with respect to the resolutions and any amendments, variations or supplements to the Plan that are made in accordance with the terms thereof.

2. As part of the Creditors' Meetings, the Chair is required to direct a vote to the resolution to approve the Plan. Each Affected Creditor with a voting claim shall be entitled to one vote equal to the dollar value of its Affected Claim as at the Filing Date and can either vote for or against the Plan. The only Persons entitled to vote at the Creditors' Meetings shall be Affected Creditors and their Proxy holders.

3. If an Affected Creditor does not wish to, or is not able to, attend the Creditors' Meetings, such Affected Creditor can appoint a Proxy holder, including Noah Goldstein, a representative of the Monitor, to attend the meeting and vote on their behalf by submitting a Proxy. For a Proxy vote to be counted at the applicable Creditors' Meeting, it must be received by no later than 4:00 p.m. PDT on the date that is four (4) Business Days prior to the applicable Creditors' Meeting, provided that the Monitor may waive strict compliance with the time limits imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Companies. In the absence of instructions to vote for or against the approval of the Plan on the proxy form, the Proxy shall be deemed to approve the Plan.

7.0 Monitor's Assessment of the Plan

1. **For the reasons set out in the sections that follow, the Monitor recommends that Affected Creditors vote in favour of approving the Plan.**

7.1 Investor Committee Support for the Plan

1. At the outset of these CCAA proceedings, the Companies and representatives of the Monitor engaged in discussions with several of the Companies' investors to obtain their views and perspectives on the Companies' restructuring and these proceedings. These discussions made apparent to the Companies and the Monitor that these proceedings and the Companies' restructuring would benefit from the establishment of an official investor committee.

2. The Monitor, in consultation with the Companies, identified seven investors, or their representatives, to sit on the Investor Committee. The Investor Committee members include holders of Preferred Securities, Hybrid Securities, the sole promissory note issued by ACC and the promissory notes issued by ACBI. The Investor Committee includes: (i) the Companies' three largest investors, or representative of investors, each of whom holds multiple Securities; (ii) three Preferred Securityholders; and (iii) one Hybrid Securityholder, being the largest non-crossholder Hybrid Securityholder. The amounts owing to the Investor Committee members, or the investors that they represent, total approximately $154 million, or 44% of the total outstanding Securities.

3. In the Monitor's view, the composition of the Investor Committee is representative of the cross section of the Companies' investors, including the approximate ratio of ACC's Preferred Securityholders to Hybrid Securityholders.

4. The Investor Committee members have been extensively involved in these proceedings, including familiarizing themselves with the performance of the PCs, the management of the Companies and assisting with the development of the Plan with a view to the best interests of the Companies and their stakeholders. As of the date of this Report, there have been more than 40 Investor Committee meetings.

5. As a reflection of their support for the Plan, each member of the Investor Committee has signed an agreement (the "Support Agreement"). Pursuant to the Support Agreement and subject to the terms thereof, the Investor Committee members have agreed to vote, or instruct their clients or the entities they represent to vote, in favour of the Plan's approval. An example of an executed Support Agreement is attached as Appendix "E".

6. All of the Support Agreements are substantially identical, with the exception that investors who invested on their own behalf signed in that capacity, whereas investor representatives confirmed that they would recommend that their clients or the entities they represent vote to approve the Plan.

7. The Investor Committee has also prepared a letter to be sent along with the Meetings Materials apprising Affected Creditors of the basis for the Investor Committee's support for the Plan and recommending that Affected Creditors vote in favour the Plan's approval.

7.2 The New ACC and ACBI Boards

1. Pursuant to the terms of the Plan, members of the Investor Committee (or individuals associated with them) are to form ACC's New Board. The Monitor supports the Investor Committee members, or their representatives, forming the New Board given their extensive involvement in these proceedings and the knowledge they have gained regarding Ardenton by serving as Investor Committee members. The Monitor is of the view that the Companies and their creditors will significantly benefit from the continuing involvement of the Investor Committee members on the New Board.

2. ACBI is a wholly-owned subsidiary of ACC and, directly or indirectly, holds a majority interest in two PCs. ACBI Creditors are entitled to full recovery on the amounts owed to them by ACBI before any monies can be paid to ACC, as the sole shareholder of ACBI.[9] ACBI has approximately $18 million of debt, substantially all of which is owed to its promissory noteholders, with two promissory noteholders, MBI and Monkey Toes, being owed the majority of this debt.

3. The initial directors of ACBI will be Mr. DiMassimo of MBI, Mr. Lally of Monkey Toes, and the CEO of ACC. Given the disproportionate financial interest of MBI and Monkey Toes in ACBI relative to ACBI's other stakeholders, the Monitor believes that the composition of the New ACBI Board is reasonable and appropriate. Including the CEO of ACC on the Board of ACBI provides ACC representation, as it is entitled to the equity in ACBI after the ACBI Creditors have been paid in full. MBI and Monkey Toes are also significant investors of ACC.

4. Summarized biographies of the board members of ACC's New Board and the New ACBI Board are provided in Appendix "F".[10]

7.3 Distributions to ACC's Creditors

1. The ACC Waterfall sets out the scheme of distribution to ACC Creditors.

2. The ACC Creditors receiving distributions pursuant to the ACC Waterfall are unsecured creditors. Pursuant to the provisions of the *Bankruptcy and Insolvency Act,* unsecured creditors receive distributions on a pro rata, or *pari passu*, basis unless an unsecured creditor agrees to subordinate to another unsecured creditor. These same concepts apply in a CCAA proceeding. There is no impediment in an insolvency proceeding to one unsecured creditor agreeing to subordinate to another unsecured creditor, and the effect of recognizing such a subordination in a CCAA plan does not make such a plan unfair or unreasonable.

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[9] The only exception is distributions received from Achieve 1 LLC ("A1"), a PC. A1 is 70% owned by Ardenton Capital (USA), Inc. ("AUS"), a subsidiary of ACBI. AUS has approximately US$23 million of debt owing to entities in the Ardenton group, comprised of approximately US$13.2 million owing to ACC (58%) and approximately US$9.6 million owing to ACBI (42%). As such, all proceeds from a transaction payable to AUS up to US$23 million would be distributable 58% to ACC and 42% to ACBI. If a transaction generates more than US$23 million payable to AUS, then such amounts would be distributed to ACBI as shareholder of AUS. These funds would first be used to repay ACBI's creditors.

[10] Excluding Mr. Makofka in respect of ACBI.

3. At the commencement of the CCAA proceedings, the Monitor's counsel, DLA Piper (Canada) LLP ("DLA"), reviewed information concerning the relative priorities of the Companies' general unsecured debt, Preferred Securities and Hybrid Securities, including ACC's promotional materials provided to investors, ACC's subscription agreements and relevant case law.

4. In DLA's view, the documents reviewed contain clear and unequivocal language that: (i) the Preferred Securityholders and Hybrid Securityholders agreed to subordinate their debt to all of ACC's general unsecured debt; and (ii) the Hybrid Securityholders agreed to subordinate their debt to the Preferred Securityholders. Based on the foregoing, DLA found no principled basis upon which the subordination provisions would not be upheld by a Court in a fully briefed and properly argued application.

5. The ACC Waterfall reflects and gives effect to the terms of the foregoing subordinations and accordingly, the Monitor believes that the ACC Waterfall is appropriate and reasonable in the context of the Plan.

6. Distributions to ACBI's creditors are to be made on a *pari passu* basis. ACC, as the sole shareholder of ACBI, is entitled to the equity in ACBI after ACBI's creditors have been paid in full, including their post-filing contractual interest.

7. The Plan has been structured with consideration to tax efficiency, including, *inter alia*, that the initial distributions to ACC Investor Creditors and ACBI Promissory Note Creditors under the ACC Waterfall and the ACBI Waterfall, respectively, are specified to be a return of principal.

7.4 ACC's New Equity

1. Pursuant to the Plan, all existing equity in ACC will, through a series of steps, be cancelled for no consideration. Upon the Plan's implementation, ACC is to be owned through the New ACC Common Share holdings of ACC's Preferred Securityholders and Hybrid Securityholders.

2. The amount owing by ACC to its Preferred Securityholders and Hybrid Securityholders as of the date of the Initial Order was approximately $262 million and $67 million, respectively, representing approximately an 80/20 ratio in favour of the Preferred Securityholders. The Plan provides that upon the Plan Implementation Date, Preferred Securityholders will receive 87.5% of the New ACC Common Shares, with the balance being issued to Hybrid Securityholders.

3. In order to comply with applicable corporate law, parties are required to provide consideration in exchange for receiving equity. Accordingly, the Plan provides that Preferred Securityholders and Hybrid Securityholders will surrender .01% of their Proven Claims in exchange for the New ACC Common Shares.

4. ACC Creditors are not entitled to post-filing interest; however, to the extent that ACC's Preferred Securityholders and Hybrid Securityholders receive payment in full of the amounts owing to them as of the date of the Initial Order (which includes all principal and interest owing to them at that date), any surplus will be paid to them as equity distributions.

5. The New Board is not entitled to declare or pay any dividends on any class of ACC shares unless all Distributions in respect of ACC Creditors' Proven Claims have been made in full (both principal and pre-filing interest).

6. In determining the reasonableness of the allocation of ACC's equity between the Preferred Securityholders and the Hybrid Securityholders, the Companies, the Monitor and the Investor Committee considered various factors, including:

   a) the ratio of the Preferred Securities debt to Hybrid Securities debt as of the date of the Initial Order;

   b) the interest rate payable on the Preferred Securities debt (typically in the range of 13%) is higher than that interest rate payable on the Hybrid Securities debt (typically in the range of 9%[11]);

   c) the subordination of the Hybrid Securityholders to the Preferred Securityholders; and

   d) Hybrid Securityholders would likely receive a nil recovery if the PCs were sold in the near term, whereas Preferred Securityholders would have some recovery.

7. Based on the foregoing factors, the Monitor believes that it is reasonable and appropriate that the Preferred Securityholders receive a disproportionate equity allocation of the New ACC Common Shares. To do otherwise would not compensate the Preferred Securityholders for, *inter alia*, the Hybrid Securityholders' subordination nor the higher interest rate payable on the Preferred Securities.

8. The recommended allocation of New ACC Common Shares also avoids the risk of litigation between Preferred Securityholders and Hybrid Securityholders as to the entitlement to any surplus arising after payment in full of all of ACC's pre-filing debt, including whether such amounts are payable to Preferred Securityholders on the basis of the Hybrid Securityholders' subordination, or whether that provision is ineffective in an insolvency proceeding once all debt outstanding as at the date of filing has been repaid in full. The Monitor understands this to be a novel issue, which does not yet appear to have been addressed in an insolvency process. The Monitor believes that litigating this issue is unwise and wasteful given, among other reasons, the significant uncertainty as to whether ACC Creditors will have a full recovery on their pre-filing debt. The Monitor, the Companies and the Investor Committee (which includes both Preferred Securityholders and Hybrid Securityholders) support the distribution of the New ACC Common Shares on the basis detailed in the Plan and described herein. Such distribution represents a compromise of a potentially complex and costly legal issue that will be of no economic consequence if ACC Creditors are not paid in full on their pre-filing claims in accordance with the ACC Waterfall.

9. Under the Revised Articles, shareholder meetings must be called annually. Pursuant to the Plan, the first shareholder meeting must be held within 15 months of the Plan Implementation Date.

[11] Hybrid Securities include an equity component. As ACC is insolvent, no value has been attributed to this component of the security.

7.5 D&O Claims and Release

1. As previously noted, pursuant to the Plan, all D&O Claims against the D&Os (other than Section 5.1(2) D&O Claims and Non-Released D&O Claims), shall be fully, finally, irrevocably and forever compromised, released, discharged, cancelled and barred without consideration. The Monitor is of the view that the proposed release of the D&O Claims against the D&Os is reasonable and appropriate in the circumstances given that:

   a) the proposed release does not purport to release any claims against the D&Os that are not permitted to be released under the CCAA;

   b) the proposed release is in the interests of the Affected Creditors generally as it mitigates against the significant cost of resolving indemnity claims that the D&Os may have, or be entitled to assert, against the Companies;

   c) the beneficiaries of the proposed release have settled or are expected to settle claims filed against or in respect of the D&Os in the Claims Process; and

   d) the proposed release will ensure that the Companies' restructured business is able to operate free of the uncertainty posed by potential claims against the D&Os and indemnity claims arising therefrom.

7.6 Comparative Realization Analysis

1. Qualifications and Assumptions:

a) The realization analyses (the "Realization Analyses") below compare the results of a near term realization process[12] (the "Near Term Realization") to a sale of the PCs on December 31, 2025 (the "Illustrative 2025 Realization"). <u>The Realization Analyses are illustrative only.</u>

b) The Near Term Realization analysis is based on Ardenton's EBITDA for the twelve months ending July 31, 2021 (approximately $50 million) (the "July 31, 2021 EBITDA"), and makes assumptions regarding the range of purchase price multiples based on July 31, 2021 EBITDA, the amount of PC and Ardenton debt obligations, transaction costs, taxes and other items.

c) The Illustrative 2025 Realization makes assumptions regarding, *inter alia*, Ardenton's annual PC EBITDA for the twelve months ending December 31, 2025 (the "December 31, 2025 EBITDA"), a range of purchase price multiples based on projected December 31, 2025 EBITDA, the amount of PC and Ardenton debt obligations, capital expenditures, working capital requirements, transaction costs, Ardenton's overhead costs, taxes and other items.

d) The returns to stakeholders in the Illustrative 2025 Realization assume <u>total</u> projected annual PC EBITDA during 2025 at illustrative levels of $60 million, $65 million and $70 million. The actual returns to stakeholders

[12] For the purposes of this analysis, "near-term" means less than one year.

of ACC and ACBI in the Illustrative 2025 Realization will vary based on the actual financial results of each PC. Even if the projected annual PC EBITDA in the Illustrative 2025 Realization analysis is earned (i.e., annual EBITDA of $60 million to $70 million during 2025), the recoveries may vary materially depending on the EBITDA of each individual PC, and other factors.

e) The range of purchase price multiples in the Realization Analyses are for illustrative purposes only and are not a floor nor a ceiling. Actual purchase price multiples may differ from those used in the Realization Analyses.

f) Ardenton's actual financial results, including the results of each PC, are likely to vary from the results reflected in the Realization Analyses and the variances are likely to be material. No assurances are provided by the Monitor or Ardenton regarding the likelihood that the projected financial results reflected in the Realization Analyses will materialize, nor that all assumptions and factors that could affect the Realization Analyses have been considered, including, but not limited to, macro-economic factors.

2. Near Term Realization

a) Although the overall financial performance of the PCs has improved on a year-over-year basis, their results have been affected by the Pandemic, and some are experiencing financial challenges.

b) Since the onset of the Pandemic, the Canadian and UK PCs have received government assistance totalling $7.8 million and $3.2 million, respectively, under Pandemic-related programs. As this assistance is non-recurring, prospective purchasers would likely normalize the financial results of the PCs that received this assistance by backing it out of the PC's financial results. **Accordingly, although the Near Term Realization analysis is based on the July 31, 2021 EBITDA (approximately $50 million, for illustrative purposes), there is a considerable risk that purchasers would adjust the EBITDA for the government assistance amounts.**

c) Based on the assumptions underlying the Near Term Realization analysis, its results are reflected in the table below[13].

(unaudited)	Entry Multiple[14]	6X	6.5X
ACC			
ACC General Creditors[15]	100%	100%	100%
Preferred Securityholders	39%	41%	47%
Hybrid Securityholders	0%	0%	0%
ACBI			
ACBI Creditors	72%	84%	92%

[13] References to multiples other than "Entry Multiples" assume that all PCs are sold at that multiple.

[14] Entry multiples used in the Realization Analyses reflect the EBITDA multiple paid by Ardenton when it acquired its interest in each PC, with the exception of one PC which is presently underperforming significantly.

[15] All references to recoveries to ACC General Creditors exclude any Disputed Claims as at the date of this Report. These amounts are not projected to be material.

d) The results in the above table reflect that:

- ACC General Creditors are projected to be repaid in full;
- Preferred Securityholders are projected to recover between 39% and 47% of the amounts owing to them as of the Filing Date;
- Hybrid Securityholders are not projected to have any recoveries; and
- ACBI Creditors are projected to recover between 72% and 92% of the amounts owing to them as of the Filing Date.

d) The Monitor is of the view that recoveries in a Near Term Realization are likely to be at the low end of the recovery range (or lower) for both ACC and ACBI (and potentially lower) for the following reasons:

- certain PCs are underperforming, including certain subsidiaries of ACC and a subsidiary of ACBI that is not expected to have a short-term improvement in its financial results;
- a purchaser is unlikely to pay for the government assistance received by the PCs, which has totalled $11 million since the onset of the Pandemic;
- each of the PCs has been affected by the Pandemic and a buyer is likely to discount the purchase price until financial performance stabilizes; and
- purchasers are likely to be opportunistic in light of Ardenton's CCAA proceedings and a Near Term Realization process.

3. Illustrative 2025 Realization

a) The Plan is intended to allow Ardenton to focus on the growth of the PCs over several years so that returns to Affected Creditors are maximized from the sale of the PCs.

b) The tables below reflect recoveries to stakeholders if annual PC EBITDA increases to $60 million, $65 million or $70 million by December 31, 2025[16]. The tables in this analysis assume recoveries at 7 times and 7.5 times EBITDA (which are not included in the Near Term Realization analysis) on the basis that achieving higher EBITDA will justify higher multiples.

c) In addition to improved recoveries to Affected Creditors from higher earnings and multiples, recoveries to Affected Creditors also improve over time as the PCs are projected to reduce their debt obligations owing to third parties and, indirectly, to ACC in the ordinary course.

[16] EBITDA in Ardenton's fiscal 2021 and 2022 results is based on the Companies' recent projections. Subsequent years' EBITDA growth is assumed to be consistent through to December 31, 2025. The growth in each PC's EBITDA is based on the Companies' projected pro-rata EBITDA during 2022 for each PC. For example, if a PC accounts for 10% of projected 2022 EBITDA, it is projected to account for 10% of projected 2025 EBITDA.

d) Subject to the assumptions underlying the Illustrative 2025 Realization analysis, the tables below illustrate that as EBITDA improves, recoveries to Affected Creditors materially improve.

i. If EBITDA improves to **$60 million** by December 31, 2025, Preferred Securityholder recoveries are projected to more than double (82% from 39%) versus the Near Term Realization analysis, based on Entry Multiples. Hybrid Securityholders are projected to have recoveries if the PCs are sold at multiples at the higher end of the range.

Recoveries to ACBI Creditors exceed 100% reflecting the accrual and payment of post-filing interest.

(unaudited)	Entry Multiple	6.5x	7x	7.5x
ACC				
ACC General Creditors	100%	100%	100%	100%
Preferred Securityholders	82%	90%	97%	100%
Hybrid Securityholders	0%	0%	0%	31%
ACBI				
ACBI Creditors	166%	166%	166%	166%

ii. If EBITDA improves to **$65 million** by December 31, 2025, Preferred Securityholder recoveries are projected to range from 92% to 100% and Hybrid Securityholders are projected to have recoveries at higher multiples.

(unaudited)	Entry Multiple	6.5x	7x	7.5x
ACC				
ACC General Creditors	100%	100%	100%	100%
Preferred Securityholders	92%	99%	100%	100%
Hybrid Securityholders	0%	0%	42%	74%
ACBI				
ACBI Creditors	166%	166%	166%	166%

iii. If EBITDA improves to **$70 million** by December 31, 2025, Preferred Securityholders are projected to have a full recovery, while Hybrid Securityholders are projected have recoveries under each scenario.

(unaudited)	Entry Multiple	6.5x	7x	7.5x
ACC				
ACC General Creditors	100%	100%	100%	100%
Preferred Securityholders	100%	100%	100%	100%
Hybrid Securityholders	14%	48%	83%	100%
ACBI				
ACBI Creditors	166%	166%	166%	166%

8.0 Alternative to the Plan

1. If the Plan is not accepted by the Affected Creditors, the CCAA proceedings do not automatically terminate; however, it is possible that either or both of ACC and ACBI would ultimately become bankrupt.

2. The Monitor is of the view that a bankruptcy of ACC and/or ACBI would have significant adverse consequences on the value of the PCs (likely below the low-end recoveries in the Realization Analyses), and therefore on recoveries for Affected Creditors, for the following principal reasons**:**

    a) in a bankruptcy, the assets of the bankrupt vest in the trustee in bankruptcy, subject to the rights of secured creditors (i.e., the DIP Lender), meaning the Companies would lose control of the PC realization process;

    b) it may impair the ability to obtain financing through the Exit Facility (or similar facility), which is a backstop for any funding required by ACC, including working capital to the extent that cash flow is not received from the PCs in the ordinary course;

    c) the DIP Lender would have the right to enforce its security in priority to a bankruptcy trustee, in accordance with the terms of the DIP Facility, which may adversely affect overall realization recoveries to unsecured creditors;

    d) the lenders to several of the PCs have a pledge of the shares of the PCs as part of their security packages. A bankruptcy of ACC may cause some of the PC lenders to initiate proceedings to enforce their security. Similar to an enforcement by the DIP Lender, ACC's bankruptcy trustee may lose its ability to control the realization strategy for these PCs in this circumstance;

    e) prospective purchasers would use the bankruptcy and its associated liquidity constraints to try to opportunistically acquire the PCs;

    f) management of the PCs may not understand how a bankruptcy of ACC affects their operations. ACC representatives sit on all PC boards of directors. There is no certainty that PC management will cooperate with a bankruptcy trustee;

    g) the ability of the PCs, including the UK PCs, to make distributions to ACC will be at risk. Suppliers to the PCs may have uncertainty as to the viability of the PCs given the bankruptcies of the Companies, which could result in accelerated payment terms to these suppliers and the termination of credit terms altogether;

    h) it may be difficult for a bankruptcy trustee to retain Ardenton's key employees given the uncertainty resulting from a bankruptcy, including short term funding for payroll; and

    i) given the substantial complexity of the bankruptcy proceedings, the professional costs would be significant and would materially erode recoveries to Affected Creditors.

9.0 Recommendation

1. The Monitor recommends that the Affected Creditors vote in favour of the Plan for the following reasons:

   a) 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 Affected Creditors and investors are maximized from PC cash flow, and the eventual sale of the PCs in accordance, with the Realization Strategy;

   b) 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, which is a condition precedent to the Plan's implementation;

   c) 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 Ardenton's and the PCs' businesses and operations. Mr. Makofka is well situated to assume the role of CEO upon the Plan Implementation Date 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;

   d) following the Plan Implementation Date, there will be an appropriate governance structure in place at ACC and ACBI, comprised of members of the Investor Committee (or their representatives), who have gained a deep knowledge of Ardenton's business and operations due to their role as Investor Committee members, and who represent major creditor constituents. ACC formerly had one director, James Livingstone, who was also its senior executive. Properly constituted, ACC's New Board and the New ACBI Board will be best situated to determine the appropriate time to sell or transact in respect of the PCs;

   e) the ACC 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;

   f) 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;

   g) ACC's existing share capital is worthless 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 disproportionate allocation of the New ACC Common Shares in recognition of, *inter alia*, the subordination of the Hybrid Securityholders to the Preferred Securityholders and the higher rate of interest payable on the Preferred Securities;

h) the Plan is the product of extensive negotiation and is unanimously supported by the Investor Committee, each member of which has signed a Support Agreement;

i) the Plan represents the best opportunity for Affected Creditors to maximize recoveries. The Near Term Realization analysis 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 obligations to ACC and reduce their other debt obligations;

j) 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 are likely to be inferior to those reflected in the Near Term Realization analysis reflected in Section 7.6.2 of this Report; and

k) in the Monitor's view, the Plan is fair and reasonable.

10.0 Next Steps

1. The Monitor is required, as soon as practicable following the Creditors' Meetings, to provide a report that includes: (a) a summary of all motions called at the Creditors' Meetings; (b) the scrutineer's report(s) on the result of the votes on each motion, including the motions to vote on the Plan; and (c) such further and other information as determined by the Monitor to be necessary.

2. If the Plan is approved by the Required Majority of Creditors of the ACC Creditor Class or by the Required Majority of Creditors of both the ACC Creditor Class and ACBI Creditor Class, the Companies will bring an application for a hearing to sanction the Plan to be returnable no later than on or before November 19, 2021 (subject to the Court's availability) or as soon thereafter as the matter can be heard (the "Sanction Hearing").

3. The Meetings Order provides that any party who wishes to oppose the final sanctioning of the Plan must serve the Companies, the Monitor and the parties listed on the Service List with a copy of the materials to be relied upon to oppose the application for sanction of the Plan, setting out the basis for such opposition, at least three (3) Business Days before the date set for the Sanction Hearing.

4. Provided the Plan is approved by the Court, it will then need to be implemented by the Companies in accordance with its terms. It is expected that this will occur prior to year-end and that the Companies will then bring a motion to terminate the CCAA proceedings at that time.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “I”

Eighth Report of KSV Restructuring Inc. as CCAA Monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

November 10, 2021

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COURT FILE NO.: S-211985

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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

EIGHTH REPORT OF KSV RESTRUCTURING INC. AS MONITOR

NOVEMBER 10, 2021

1.0 Introduction

1. Pursuant to an order (the "Initial Order")[1] of the Supreme Court of British Columbia (the "Court") made on March 5, 2021 (the "Filing Date"), Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and together with ACC, the "Companies") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor (the "Monitor"). In this report (the "Report"), the Companies and their non-filing affiliates and related companies are collectively referenced as "Ardenton".

2. Since the Filing Date, the Court has issued orders, that, among other things:

   a) granted the Companies a stay of proceedings, which currently expires on December 15, 2021 (the "Stay Period");

   b) approved a debtor-in-possession loan facility (the "DIP Facility") in the amount of $5 million from RCM Capital-WSC Holdings Ltd. (the "DIP Lender"), and granted a charge on the Property in favour of the DIP Lender for this amount (the "Interim Lender's Charge");

   c) granted certain charges, including the Administration Charge, the D&O Charge and the Interim Lender's Charge;

[1] Unless otherwise defined herein, capitalized terms have the meaning provided to them in the Plan or the Meetings Order (as each term is defined below).

d) approved the appointment of a committee comprised of seven investors (the "Investor Committee") having claims, or representing claims, totaling approximately $154 million, which was put in place to provide the Monitor and the Companies with insight into the objectives and priorities of the Companies' investors so that these could be reflected in the Plan (as defined below);

e) approved a claims procedure for soliciting and determining claims against the Companies and against the Companies' directors and officers (the "Claims Procedure");

f) approved a key employee retention plan ("KERP") of up to $496,000 for certain of ACC's employees and related KERP Charge; and

g) approved a consulting agreement pursuant to which Kingsman Scientific Management Inc. was engaged to provide the services of Kyle Makofka to act as Chief Restructuring Officer during the CCAA proceedings, with the benefit of a $200,000 CRO Charge, and to perform the services of a Chief Executive Officer upon ACC exiting the CCAA proceedings, subject to the approval of ACC's New Board to be appointed pursuant to the terms of the Companies' Plan of Compromise and Arrangement dated September 20, 2021 (the "Plan"). A copy of the Plan is provided in Appendix "A".

3. Pursuant to an Order of the Court dated October 1, 2021 (the "Meetings Order"), the Court, among other things:

   a) approved the filing of the Plan; and

   b) authorized the Companies to convene on November 2, 2021 separate meetings of ACC's Creditors and ACBI's Creditors (together, the "Creditors' Meetings") to consider and vote on the Plan.

   A copy of the Meetings Order is provided in Appendix "B".

4. Further information regarding the Companies and these proceedings can be found in the Monitor's prior reports filed in these proceedings and in the affidavits sworn by ACC's representatives. Court materials filed in these proceedings, as well as information regarding the Plan, can be found on the Monitor's website (the "Website").

1.1 Purposes of this Report

1. The purposes of this Report are to:

   a) provide an update concerning the Companies and these proceedings since the filing of the last report;

   b) provide the voting results of the Creditors' Meetings;

   c) summarize the status of the Claims Procedure;

d) provide the reasons that the Monitor recommends that the Plan be sanctioned by the Court;

e) discuss the rationale to further extend the Stay Period from December 15, 2021 to January 31, 2022;

f) comment on the Companies' cash flow projection from November 17, 2021 to January 31, 2022 (the "Updated Cash Flow Forecast"); and

g) recommend that the Court issue an order:

   i. sanctioning the Plan and related relief more particularly set out in Section 9.1 of the Plan (the "Sanction Order"); and

   ii. further extending the Stay Period to and including January 31, 2022.

1.2 Restrictions

1. In preparing this Report, the Monitor has relied upon the Companies' unaudited financial information, books and records and discussions with the Companies' management and its legal counsel (the "Information").

2. The Monitor has not audited or otherwise verified the accuracy or completeness of the Information relied upon to prepare this Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such Information.

3. The financial information provided in this Report includes projections and forecasts. An examination or review of the financial projections and forecasts, as outlined in the Chartered Professional Accountants of Canada Handbook, has not been performed. Future-oriented financial information referred to in the Report was prepared based on management's estimates and assumptions. Readers are cautioned that the Companies' forecasts and projections are based upon assumptions about future events and conditions that are not necessarily ascertainable, the Companies' actual results will vary from the projections and forecasts and such variances may be material.

4. The Companies' financial projections and forecasts may be influenced by the COVID-19 pandemic (the "Pandemic"). The Pandemic creates uncertainties which cannot be fully quantified and which could have a material impact on the performance of the Companies.

1.3 Currency

1. Unless otherwise specified, all currency references in this Report are in Canadian dollars.

2.0 Background

1. ACC is the parent company of a multinational private equity business. Through various holding companies (collectively, the "Holdcos"), including ACBI, ACC acquired, with monies raised from its investors, majority ownership interests in each of its 14 portfolio companies (collectively, the "PCs"), which are privately-owned mid-market businesses. The PCs are located in Canada, the United States and the United Kingdom. A copy of ACC's corporate chart is provided in Appendix "C".

2. ACC's acquisitions were funded through a combination of debt and equity advanced by ACC to the PCs through the HoldCos that own the PCs.

3. ACC raised capital by issuing unsecured debt through financial instruments that were to pay annual interest between 8% and 14%. ACC also issued common equity, but it was a comparatively small amount versus the amount it raised under its debt instruments. ACBI's debt (other than a small amount of trade debt) was raised through the issuance of promissory notes.

4. Through the end of 2020, the Companies had raised over $400 million through the issuance of common equity, hybrid units (the "Hybrid Securities")[2], preferred securities (the "Preferred Securities") and promissory notes (each instrument being a "Security" and collectively, the "Securities"). (In this Report, an investor holding Preferred Securities is referred to as a "Preferred Securityholder" and an investor holding Hybrid Securities is referred to as a "Hybrid Securityholder").

5. A summary of ACC's and ACBI's debt obligations[3], by Security, as at the Filing Date is provided in the table below:

(Unaudited; $000s)	ACC	ACBI	Total
Promissory Notes	1,281	17,961	19,242
Preferred Securities	261,603	-	261,603
Hybrid Securities	67,065	-	67,065
Total	329,949	17,961	347,910[4]

6. Further information regarding the Companies can be found in the materials on the Website.

3.0 Monitor's Plan Assessment Report

1. The Monitor's Seventh Report dated October 6, 2021 (the "Plan Assessment Report") summarized, *inter alia*, the Companies' background, restructuring activities, the performance of the PCs, the key terms and conditions of the Plan and the reasons the Monitor recommended to Affected Creditors that they vote to accept the Plan. A copy of the Plan Assessment Report is provided in Appendix "D", without appendices.

[2] Hybrid units have a debt and an equity warrant component.

[3] Includes accrued and unpaid interest as of the date of the Initial Order.

[4] Excludes general unsecured claims of approximately $8 million.

2. In accordance with the Meetings Order, the Monitor:

   a) published a newspaper notice (the "Newspaper Notice") of the Creditors' Meetings in *The Globe and Mail* (National Edition) on October 6, 2021. A copy of the Newspaper Notice is provided in Appendix "E";

   b) posted a copy of the Meeting Materials (as defined below) on the Website on October 6, 2021;

   c) worked with the Companies to send, via email on October 7, 2021, to each Affected Creditor, a notice of the Creditors' Meeting (the "Meetings Notice") with a link to the Meeting Materials on the Website. A copy of the Meetings Notice is provided in Appendix "F".

3. The Meeting Materials included the following:

   a) the Meetings Order;

   b) the Plan;

   c) the Electronic Meetings Protocol;

   d) the Newspaper Notice of Meetings;

   e) the Plan Information Letter;

   f) a Proxy form;

   g) the Monitor's Sixth Report to Court dated September 21, 2021 ("Sixth Report"); and

   h) the Plan Assessment Report.

4. The Monitor also posted on the Website a letter from the Investor Committee setting out its recommendation that Affected Creditors vote to approve the Plan.

5. Based on feedback from creditors, the Monitor prepared a frequently asked questions document (the "FAQs") to assist Affected Creditors to understand the terms of the Plan and to provide instructions on voting and attending the Creditors' Meetings. The FAQs were sent to Affected Creditors by email and posted to the Website on that date on October 12, 2021.

4.0 The Claims Procedure

1. As at the date of the Plan Assessment Report, there were six disputed claims totalling approximately $9.2 million (the "Disputed Claims"). The Disputed Claims principally related to former employee claims or claims they had filed in respect of amounts owing to parties related to them for non-employment matters.

2. The Monitor worked with the Companies and these creditors to resolve four of the Disputed Claims.

3. If the Monitor is unsuccessful in resolving the two remaining claims, it will be necessary to have them adjudicated by the Court pursuant to the terms of the Claims Procedure. Resolution of these claims will not affect the timing of Plan implementation.

4. While section 9.1(G) of the Plan contemplates that the Sanction Order will approve any Disputed Claims Reserve, the Monitor is of the view that a Disputed Claims Reserve is not required given that the maximum amount of the potential disputed claims is not significant, that the claims will be paid together with other general unsecured claims, and the terms of the Plan contemplate that the general unsecured claims will be paid over time.

5.0 Creditors' Meetings

1. The ACC and ACBI Creditors' Meetings were convened on November 2, 2021 at 10:00 a.m. (PDT) and 12:00 p.m. (PDT), respectively. The meetings were conducted virtually with the assistance of LUMI Global Canada ("LUMI"), which provides a virtual platform for conducting shareholder and large format meetings. LUMI facilitated the coordination of attendance and vote counting, as well as the orderly conduct of the Creditors' Meetings.

2. In accordance with the Meetings Order, representatives of the Monitor acted as Chair and Recording Secretary of the Creditors' Meetings and a representative of LUMI acted as scrutineer (the "Scrutineer") for the purpose of coordinating attendance, confirming quorum and tabulating votes.

3. The tables below provide the results of the voting at the Creditors' Meetings:

ACC:

	Number	%	Value ($000s)	%
For approval	146	99.3%	249,766	99.96%
Opposed	1	0.7%	110	0.04%
Total	147	100%	249,876	100%

ACBI:

	Number	%	Value ($000s)	%
For approval	8	100%	17,783	100%
Opposed	0	0%	0	0%
Total	8	100%	17,783	100%

4. As reflected in the table, a total of 146 of 147 of ACC's Creditors who voted in person or by proxy holding approximately 99.96% of the dollar value of the voting claims, voted to accept the Plan.

5. The Plan was unanimously accepted by ACBI's Creditors voting in person or by proxy.

6. Copies of the minutes of the ACC and ACBI Creditors' Meetings, including copies of the Scrutineer's reports on attendance and voting, are provided in Appendix "G".

7. As shown above, the Plan received near unanimous support from Affected Creditors and, accordingly, the Companies are now seeking to have the Plan sanctioned by the Court.

6.0 Monitor's Recommendation on the Sanctioning of the Plan

1. The Monitor recommends that the Court issue the Sanction Order approving the Plan for the following reasons:

   - the reasons summarized in Section 9 of the Plan Assessment Report (see page 22 *et seq*. of Appendix "D");
   - the Petitioners have acted in good faith and due diligence and have complied with the provisions of the CCAA and the Orders made in the CCAA Proceedings in all respects;
   - the Plan was near unanimously accepted by ACC's Creditors and ACBI's Creditors that voted on the Plan;
   - the notification processes for the Creditors' Meetings, and the Creditors' Meetings themselves, were conducted in accordance with the Meetings Order;
   - the Plan complies with the provisions of the CCAA, including that there are no claims being compromised under the Plan which are prohibited from being compromised under the CCAA; and
   - as set out in Section 7.5 of the Plan Assessment Report, the scope of the Director and Officer releases appears to be reasonable in the circumstances and were negotiated in consultation with the Investor Committee. In this regard, releases in favour of the Directors and Officers do not purport to provide releases which are beyond the scope permitted under the CCAA.

2. For the reasons noted above, the Monitor believes the Plan and the transactions contemplated by it are fair and reasonable and, accordingly, recommends that the Court issue an order approving the Plan.

7.0 Next Steps

1. The material conditions precedent to the Plan's implementation are:

   i. the Sanction Order shall have been granted by the Court;

   ii. the Companies shall have obtained director and officer insurance acceptable to the Monitor and the Investor Committee for the period commencing on the Plan Implementation Date; and

iii. the Companies shall have entered into a committed loan arrangement with the DIP Lender to provide a $10 million secured loan facility (the "Exit Facility") to be available on the Plan Implementation Date on terms acceptable to the Monitor and the Investor Committee, acting reasonably.

2. Except for the Sanction Order being granted, the remaining conditions precedent to the Plan can be waived in whole or in part with the collective approval of the Companies, the Monitor and the Investor Committee at or before the Plan Implementation Date. The Companies have advised that it is their expectation that the conditions in 7.1(ii) and 7.1(iii) above will be satisfied prior to Plan Implementation Date.

3. Once all conditions to the Plan have been satisfied or waived, the Monitor will file a certificate confirming that the Plan has been implemented.

4. The Plan provides that Preferred Securityholders and Hybrid Securityholders (the "ACC Investor Creditors") will surrender .01% of their Proven Claims in exchange for the New ACC Common Shares. Pursuant to the Plan, the post-Plan Implementation Date authorized share structure of ACC will be comprised of Class A voting shares (the "CAN Shares") and Class B common voting shares (the "Non-CAN Shares"). The two classes of New Common Shares have different tax attributes to accommodate Canadian resident and non-resident ACC Investor Creditors. Each ACC Investor Creditor has received a notice of election to receive CAN Shares or Non-CAN Shares (the "Election Notice") which includes an election form to be completed by ACC Investor Creditors ("Election Form"). ACC Investor Creditors will receive shares in accordance with Election Forms that are to be delivered to ACC, via the Monitor, on or before the date that is five (5) business days before the Plan Implementation Date. ACC Investor Creditors who do not deliver a valid Election Form by that date will receive Non-CAN Shares.

5. It is expected that the Plan will be implemented prior to year-end.

6. While section 9.1(H) of the Plan contemplates that the Sanction Order will declare that the court ordered charges, being the Administration Charge, the KERP Charge, the CRO Charge, the D&O Charge, the Intercompany Charge and the Interim Lender's Charge will be terminated, discharged, expunged and released at the Effective Time, the Monitor recommends that:

   a. the Administration Charge remain in place (and rank in priority to the security for the Exit Facility) until the Monitor is discharged and the CCAA proceedings are terminated.

   b. under the KERP, half of a key employee's KERP entitlement is to be paid to its beneficiaries on the Plan Implementation Date and half is to be paid three months later (so long as that recipient has not resigned from the Companies). Accordingly, on the Plan Implementation Date, the KERP Charge should be reduced to $248,000, and secured (only) against a fund in that amount to be paid by the Companies into the trust account of its counsel on the Plan Implementation Date, to be used to pay the second KERP payments when due.

   c. the CRO Charge be discharged on the Plan Implementation Date in accordance with the CRO engagement letter;

d. the D&O Charge be discharged on the Plan Implementation Date with an indemnity provided by the Companies in favor of D&Os to address the period between the Plan Implementation Date and the termination of the CCAA proceedings;

e. the Intercompany Charge be discharged on the Plan Implementation Date, as no intercompany advances are outstanding as between ACC and ACBI; and

f. the Interim Lender's Charge be discharged on the Plan Implementation Date, as the DIP Facility will be repaid on the Plan Implementation Date and be replaced by Exit Facility and the security granted in respect thereof.

7. The Monitor will seek its discharge after all of its responsibilities have been completed.

8.0 Stay Extension

1. The Companies are seeking an extension of the Stay Period from December 15, 2021 to January 31, 2022 (the "Stay Extension Period") in order to complete certain remaining administrative matters, including the Claims Procedure with respect to the remaining Disputed Claims.

2. The Companies prepared the Updated Cash Flow Forecast for the Stay Extension Period. The Updated Cash Flow Forecast and the Companies' statutory report on the Updated Cash Flow Forecast pursuant to Section 10(2)(b) of the CCAA are provided in Appendices "H" and "I", respectively.

3. The Updated Cash Flow Forecast reflects that the Companies are projected to have sufficient liquidity to fund their business and operations, as summarized below.

(unaudited; $000s)	Amount
Projected receipts	
Intercompany	797
Interest	155
Other	62
	1,014
Projected disbursements	
Other expenses	1,096
Restructuring fees	875
Payroll and benefits	796
DIP and Exit Facility interest	94
	2,861
Net Cash Flow	(1,847)
Estimated Opening Net DIP borrowings, November 17, 2021	2,362
Less: Net Cash Flow during the Period	(1,847)
Projected Closing Net Exit Facility borrowings, January 31, 2022	4,209

4. The total amount that can be borrowed under the DIP Facility is $5.0 million. On Plan Implementation, the total amount outstanding under the DIP Facility will be repaid from the proceeds of the Exit Facility. At the end of the Stay Period, the Companies' borrowings under the Exit Facility are projected to be $4.2 million, net of ACC and ACBI's closing cash balances and before amounts in the bank accounts of the Holdcos.

5. Based on the Monitor's review of the Updated Cash Flow Forecast, there are no material assumptions which seem unreasonable. The Monitor's statutory report on the cash flow is provided in Appendix "J".

9.0 Recommendation re Stay Extension

1. The Monitor supports the request for an extension to the Stay Period for the following reasons:

   a) the Companies have acted and are continuing to act in good faith and with due diligence;

   b) it will provide the Companies with the time they require to implement the Plan, including putting in place D&O Insurance, finalizing the Exit Facility and addressing the Disputed Claims;

   c) Affected Creditors will not be prejudiced if the extension is granted;

   d) as of the date of this Report, neither the Companies nor the Monitor is aware of any party opposed to an extension of the Stay Period; and

   e) the Companies are projected to have sufficient liquidity to fund their operations until January 31, 2022.

10.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1.1(g) of this Report.

* * *

All of which is respectfully submitted.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
IN ITS CAPACITY AS MONITOR OF
ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITIES

Appendix “J”

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NOTICE OF REVISION OR DISALLOWANCE

NOTICE OF REVISION OR DISALLOWANCE FOR VOTING AND/OR DISTRIBUTION PURPOSES

FOR THE CLAIMS PROCEDURE

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

AND IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC. (the "PETITIONERS")

TO: Stewart Scott
(the "**Claimant**")

Capitalized terms not defined within this Notice of Revision or Disallowance shall have the meaning ascribed thereto in the Order of the Supreme Court of British Columbia dated March 31, 2021 (the "**Claims Procedure Order**"). **All dollar values contained herein are in Canadian Dollars unless otherwise noted.**

Pursuant to paragraph 28 of the Claims Procedure Order, KSV Restructuring Inc., in its capacity as Monitor of the Petitioners, hereby gives you notice that the Monitor, with the assistance of the Petitioners, has reviewed your Notice of Known Claim Dispute and/or Proof of Claim and has revised or disallowed your Claim in whole or in part. Subject to further dispute by you in accordance with the Claims Procedure Order, your Claim will be allowed or disallowed as follows:

(i) **Claim against the Petitioners**	**Notice of Known Claim Dispute Amount:**	**Amount Allowed by Monitor:**
Unsecured Claim	$525,441	$81,500.01, less all Source Deductions and the Release Contribution (both as defined herein)
Secured Claim	$	$
Restructuring Claim	$	$

(ii) **Claim against the Directors and Officers**	**Proof of Claim Amount:**	**Amount Allowed by Monitor:**
D&O Pre-Filing Claim	$	$
D&O Restructuring Claim	$	$

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REASONS FOR THE REVISION OR DISALLOWANCE

Background

1. The Claimant was employed by Ardenton Capital Corporation ("**Ardenton**") in or around May 2018 as the Chief Operating Officer.

2. On or about March 15, 2020, the Claimant, as a result of the financial downturn from the COVID-19 pandemic, was placed on a temporary layoff.

3. The Claimant's employment was terminated on July 6, 2020. At the time of termination, the Claimant was provided with a payment of **$155,034.37**, which consisted of:

    a. **$54,166.67** as payment in lieu of two months' notice;
    b. **$1,675.00** in accrued, but unused vacation entitlement;
    c. **$104,000** for an outstanding bonus entitlement for 2019; and
    d. **$14.36** for a repurchase of 2019 restricted share issuance.

The Claimant's Notice

4. On or about May 11, 2021, the Claimant provided his Notice of Known Claim Dispute (the "**Claimant's Notice**").

5. The Claimant's Notice claims a total of approximately **$525,000** broken down as follows:

    a. **$325,000** based upon a notice period of fourteen months ($379,166.67 less $54,166.67 already paid);
    b. **$130,000** in bonus;
    c. **$10,700** in vacation pay ($12,375 less $1,675 already paid);
    d. **$9,000** RRSP/CPP contribution;
    e. **$1,750** lost benefits;
    f. **$1,600** professional designation costs;
    g. **$50,000** (estimate of aggravated damages); and
    h. (**$2,609**) mitigation reduction.

Reasonable Notice

6. The common law reasonable notice period is intended to bridge the gap between a loss of employment and commencement of comparable replacement employment and is based upon a myriad of factors, including, but not limited to, the employee's age, years of service, and education and experience.

7. The Monitor is of the view that based on the circumstances of the Claimant, a reasonable notice period would be in the range of six to eight months.

8. The Monitor is prepared to accept a claim in the middle of this reasonable notice range. Based upon the Claimant's salary at the time of dismissal, seven months' notice would amount to a claim of $189,583.33 less lawful deductions.

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No Bonus Applicable

9. In addition to salary, the Claimant seeks a bonus payment of 40% of his annual salary. The Claimant admitted in the Claimant's Notice that any bonus was subject to achievement of Ardenton and the Claimant.

10. Ardenton did not provide annual bonus payments to any employees for the year 2020. Ardenton was insolvent throughout 2020 and eventually filed for CCAA on March 5, 2021. No other employees have been awarded 2020 bonuses for Claims under the Claims Procedure Order.

11. As such, the Monitor is not prepared to allow any claim by Mr. Scott for a bonus payment.

Vacation Pay

12. At the time of termination, Mr. Scott was paid all accrued, but unused vacation. Further, there is no acceptable evidence presented as to any loss of opportunity for Mr. Scott to take vacation during the reasonable notice period.

13. The Monitor is not prepared to allow any claim by Mr. Scott for unpaid vacation pay.

RRSP

14. The Monitor is of the view that based upon seven months' notice being awarded, the outstanding amounts due to Mr. Scott for RRSP contribution would be $3,791.69 less any lawful deductions.

Miscellaneous Benefits

15. Mr. Scott maintained his benefits package with Ardenton up to January 31, 2021. The Claimant's Notice acknowledges same. The Monitor is not prepared to allow any claim for loss of benefits or professional designation costs.

Aggravated Damages

16. Ardenton was insolvent in 2020 when the termination of the Claimant took place and it was impacted by the financial downturn from the COVID-19 pandemic.

17. Despite its insolvent status, on July 6, 2020, Ardenton provided the Claimant with two months' notice together with his accrued, but unused vacation pay, and a substantial unpaid bonus amount from 2019. The Monitor is not aware of any evidence that leads to a conclusion that the dismissal of the Claimant was done in bad faith.

18. As such, the Monitor is not prepared to allocate any amounts for special or aggravated damages to Mr. Scott.

Mitigation

19. Following termination of employment an employee is required to take reasonable steps to secure alternative employment and has a responsibility to mitigate their damages subsequent to termination.

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20. In the Claimant's Notice, the Claimant stated that:

    a. on September 1, 2020, instead of obtaining alternate employment, he acquired and began operating a company known as UNO Digital Screen Press Ltd. ("**UNO Digital**");

    b. due to the COVID-19 pandemic UNO Digital was not profitable throughout the remainder of 2020 or the first quarter of 2021; and

    c. as a result of the lack of profitability, the Claimant had only been paid approximately $2,609 from UNO Digital at the time that the Claimant's Notice was filed.

21. Subsequent to the Claimant's Notice being issued, the Claimant has received an additional $932.67 from Uno Digital for a total of $3,541.67 in income from UNO Digital.

22. Canadian courts have concluded that:

    a. it is unreasonable for a terminated employee to disregard their duty to mitigate and start their own business where suitable replacement opportunities are available; and

    b. income that is held within a business owned by a dismissed employee rather than paid out as salary or dividends will be taken into account for mitigation purposes.

23. Mr. Scott is entitled to make his own choices with respect to his purchase of Uno Digital or any other business. However, it is the Monitor's view that his former employer should not be saddled higher severance obligations as a result of Mr. Scott's decision to purchase Uno Digital versus taking other employment.

24. Further, as owner of Uno Digital, Mr. Scott can make a determination not to pay himself income. Mr. Scott presumably believes Uno Digital will be a successful acquisition and he would expect to benefit from his choice to purchase Uno Digital long term and defer payments to himself for now. However, here again, the Monitor is of the view that this choice should not burden his former employer and should be taken into account on mitigation.

25. It is the Monitor's view that the $3,541.67 in income from UNO Digital earned by the Claimant represents a failure on the Claimant to satisfy his obligations to mitigate his damages resulting from the termination.

26. Based upon the available information, a reduction of two months from the awarded seven month notice period is deemed as reasonable by the Monitor as a result of the Claimant's failure to appropriately mitigate. However, should this matter ultimately proceed to hearing under the Claims Procedure Order, the Monitor reserves the right to support either a higher or lower reduction in the notice award of Mr. Scott, depending on the evidence of mitigation efforts proven therein.

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Summary of Revised Claim

27. Based on the foregoing, the Monitor is prepared to revise and accept the Claimant's unsecured claim as against Ardenton to the amount of $**81,500.01,** which is broken down as follows:

(a) 7 months' severance pay	$189,583.33
(b) RRSP contribution	$ 3,791.69
(c) Less: 2 months' notice already provided	($ 54,166.67)
(d) Less: payments received from UNO Digital	($ 3,541.67)
(e) Less: 2 months' deduction for failed mitigation	($ 54,166.67)
Total Claim	**$ 81,500.01**

28. The amount of the Total Claim is subject to the usual lawful source deductions which will be remitted directly by the Company to the Canada Revenue Agency (the "**Source Deductions**").

29. The Claimant has separately agreed that the release in connection with his role as officer of Ardenton (which release was included in the Plan already approved and sanctioned in these CCAA proceedings) would reduce, and be set-off against, his Claim (the "**Release Contribution**"). As such, any amount payable after Source Deductions will be further reduced in terms of net monies payable to the Claimant under the terms of Plan by the amount of the Release Contribution.

30. Based upon the Total Claim awarded by the Monitor herein, after the Source Deductions and the Release Contribution, the Claimant will be net negative in terms of amounts payable to him under the Plan.

SERVICE OF NOTICES OF DISPUTE

If you intend to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 28 you must deliver a Notice of Dispute (in the form enclosed) to the Monitor in writing **by 4:00 p.m. (Pacific Time) on the day that is no later than fourteen (14) days after such Claimant received the Notice of Revision or Disallowance, or such longer period as may be agreed to by the Monitor, in consultation with the Petitioners, in writing,** either by regular mail, prepaid registered mail, personal delivery, courier, electronic communication or facsimile to the following address, setting out the reasons for the dispute.

In accordance with the Claims Procedure Order, notices are deemed to have been received on the date of actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, on the next Business Day.

Notices of Dispute must be sent to the Monitor at the following address:

KSV Restructuring Inc.
Court-appointed Monitor of Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
2308 - 150 King Street West
Toronto ON MSH IJ9

Attention: Jordan Wong
Email: jwong@ksvadvisory.com

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If any Person, who received a Notice of Revision or Disallowance, does not return a Notice of Dispute by 4:00 p.m. (Pacific Time) on the day that is no later than fourteen (14) days after such Claimant received the Notice of Revision or Disallowance, or such longer period as may be agreed to by the Monitor, in consultation with the Petitioners, in writing, the value and Status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance for the purposes of voting and distribution under any Plan, and the Claimant will be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.

DATED this 2nd day of December, 2021

Appendix “K”

NOTICE OF DISPUTE

NOTICE OF DISPUTE

FOR THE CLAIMS PROCEDURE

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

AND IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC. (the "PETITIONERS")

Name of Petitioners and or Directors and Officers against which a Claim is asserted:

Ardenton Capital Corporation

A. Particulars of Claimant

(1) Full Legal Name of Claimant (include trade name, if different):

Stewart Paul Hamilton Scott

(2) Full Mailing Address of Claimant:

639 Keith Road East

North Vancouver, BC

V7L 1W4

(3) Telephone Number: 604 839-0178

(4) E-mail Address: stewartphscott@gmail.com

(5) Facsimile Number:

(6) Attention (Contact Person): Robert G. Yeager, lawyer for the Claimant
ryeager@dismissal.ca

B. Particulars of original Claimant from whom the Claim was assigned, if applicable:

(1) Have you acquired this claim by assignment? If Yes, if not already provided, attached documents evidencing assignment.

☐ Yes ☑ No

(2) Full Legal Name of original claimant(s): _____

C. Dispute of Revision or Disallowance of Claim

The Claimant hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows:

	Claim as Filed in the Proof of Claim Form			**Assessed Claim in CAD**	
	Pre-Filing Claim / D&O Pre-Filing Claim	**Restructuring Claim / D&O Restructuring Claim**	**Total Claim (in original Currency)**	**Disallowed Amount**	**Amount Claimed by the Claimant**
Secured					
Unsecured	$525,441.00		$525,441.00	$443,940.99	$513,200.03
Directors and Officers					
TOTAL:	$525,441.00		$525,441.00	$443,940.99	$513,200.03

REASON(S) FOR THE DISPUTE

(You must include a list of reasons as to why you are disputing your Claim(s) as set out in the Notice of Revision or Disallowance).

Please see attached Schedule A: Reasons for the Dispute

SERVICE OF DISPUTE NOTICES

If you intend to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 28 of the Claims Procedure Order, you must deliver a Notice of Dispute (in the form enclosed in the Claims Package) to the Monitor **by 4:00 p.m. on the day that is no later than fourteen (14) days after such Claimant received the Notice of Revision or Disallowance, or such longer period as may be agreed to by the Monitor, in consultation with the Petitioners, in writing,** either by regular mail, prepaid registered mail, personal delivery, courier, electronic communication or facsimile to the following address, setting out the reasons for the dispute.

In accordance with the Claims Procedure Order, notices are deemed to have been received on the date of actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, on the next Business Day.

Notices of Dispute must be sent to the Monitor at the following address:

KSV Restructuring Inc.
Court-appointed Monitor of Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
2308 - 150 King Street West
Toronto ON M5H 1J9

Attention: Jordan Wong
Email: jwong@ksvadvisory.com

DATED this 17th day of December, 2021.

Witness

Signature

Name: Daniel Howitt
Title: Lawyer for Claimant

Schedule A: Reasons for the Dispute

Background

1. The Claimant, Stewart Scott, was wrongfully terminated by Ardenton Capital Corporation ("**Ardenton**"). The Claimant was age 48 at the point of dismissal.

2. The Claimant entered into employment with Ardenton in May 2018, in the capacity of Chief Operating Officer (the "**COO**"). His hiring was on the basis of a written contract of employment (the "**Employment Agreement**").

3. The Claimant was employed in the position and capacity of COO from the commencement of the employment in 2018 until the explicit termination of his employment by Ardenton on July 6, 2020. Prior to the explicit termination, the Claimant was placed on an unlawful, unpaid layoff on March 15, 2020, which he remained on until the explicit termination. The unlawful, unpaid layoff itself constituted a wrongful dismissal of the Claimant's employment.

4. The Claimant does not dispute that on July 6, 2020 he received a payment of $155,034.37 from Ardenton, which consisted of:

    a. $54,166.67 as payment in lieu of two months' notice;
    b. $1,675.00 in partial payment of accrued, but unused vacation entitlement;
    c. $104,000 for an outstanding bonus entitlement for 2019; and
    d. $14.36 for a repurchase of 2019 restricted share issuance.

Dispute Regarding Disallowed Elements of the Claim

Reasonable Notice

5. The Monitor is of the view that the reasonable notice period is in the range of six to eight months, and is willing to accept a reasonable notice period of seven months. The Claimant disputes this notice period valuation. Looking at comparable cases to

the Claimant's the appropriate notice period ranges from eight to fourteen months of notice.

6. Fourteen months of notice of the Claimant's salary would be worth $379,166.67 prior to any deductions, which the Claimant claims is the correct amount of his claim to be admitted, less the 2 months of pay in lieu of notice already provided worth $54,166.67.

Bonus

7. The Monitor has not allowed the Claimant's claim for his 2020 bonus, worth 40% of his annual salary. The Monitor has not allowed the claim for the bonus for two reasons:
    a. The bonus was subject to achievement of Ardenton and the Claimant. Since Ardenton was insolvent through 2020 the Monitor's position is this would have eliminated the bonus entitlement;
    b. No other employees were awarded their 2020 bonus, either by Ardenton directly or under the Claims Procedure Order.

8. The Claimant disputes the Monitor's interpretation of the bonus provision in the Employment Agreement. The wording of the Employment Agreement makes it clear that payment of the bonus was not discretionary, rather the Claimant was "entitled to an annual bonus". The Employment Agreement does allow for the exact percentage of the bonus to be varied based on set objectives for both Ardenton and the Claimant. This was not a generalized discretion for Ardenton to vary or not provide the bonus based on company performance, but rather required set objectives for both the Ardenton and the Claimant to be agreed upon by the end of Quarter 1 each calendar year. The bonus amount could only be varied based on the level to which those set objectives were achieved.

9. In 2020 Ardenton failed to set, or propose, company or personal objectives, in violation of the Employment Agreement. Failure to propose and agree upon the

objectives by Ardenton does not provide them a broader entitlement to cancel the bonus entirely. Further, at the time the Claimant was unlawfully laid off by Ardenton, he was on pace to achieve his personal objectives based on the objectives set the year before in 2019.

10. It is irrelevant whether any other employee received a bonus in 2020. The Claimant's bonus entitlement was not a result of some general employee bonus plan, where evidence of other employees receiving their bonuses could be informative. Rather it was an individualized bonus and fundamental element of his compensation. The Employment Agreement clearly sets out the situations where Ardenton had an ability to deviate regarding the amount of the bonus, which was only if set company and personal objectives were not achieved. Ardenton had no ability to cancel the Claimant's bonus entirely. Whether Ardenton provided bonuses to other individuals not subject to the Claimant's Employment Agreement has no bearing on his contractual rights, or Ardenton's contractual obligations.

11. Payment in lieu of notice is not an alternative means of lawfully terminating employment, effective the date of payment. Rather the payment in lieu of notice is a remedy for the failure to give appropriate notice, and when calculating damages for failure to provide appropriate notice all compensation that would have accrued by the lawful termination date, at the end of the proper notice period, should be included (***Saalfeld v. Absolute Software Corporation,*** 2009 BCCA 18). Had the Claimant been given appropriate notice of termination he would have received the 2020 bonus under the terms of the Employment Agreement, and thus it is owing as damages for failure to provide appropriate notice of termination. Even if a shorter notice period is awarded by the Court at least a prorated part of the 2020 bonus would have been owing.

12. Therefore the Claimant disputes the Monitor's decision to disallow the 2020 bonus, and claims for the full amount of $130,000.

Vacation Pay

13. The Monitor states that the Claimant was provided with all accrued but unused vacation. The Claimant disputes he was paid the entirety of his vacation entitlement. The Claimant was only provided with $1,675 for accrued vacation at termination. He had 10 accrued and unused vacation days at the time of termination, worth $12,310 in salary alone. The Claimant further suffered a loss of ability to take vacation through the notice period (see ***Bavaro v. North American Tea, Coffee & Herbs Trading Co. Inc.,*** 2001 BCCA 149). Thus he was owed a further $10,635 in vacation pay which he claims for.

RRSP and CPP

14. The Monitor has based Ardenton's required RRSP contribution on a seven month notice period, accepting an amount of $3,791.69. As noted above, the Claimant disputes this notice period, submitting the correct notice period is 14 months. Therefore the Claimant submits the RRSP contribution should be $7,583.38. Further no amount was provided for CPP contributions worth an estimated $1,400 during the 14 month notice period, which the Claimant claims for.

Miscellaneous Benefits

15. The Monitor states that since the Claimant's benefit package was maintained until January 31, 2021, nothing else is owing regarding the benefits, which the Claimant disputes. January 31, 2021, was ten and a half months from the termination date. The Claimant therefore claims for three and a half additional months of pay in lieu of benefits worth approximately $875. Additionally, Ardenton was contractually obligated to pay all costs associated with the Claimant's registration in relevant professional bodies. The Claimant's annual professional fees were approximately $1,600 per annum, which he claims this amount through the notice period.

Aggravated Damages

16. The Monitor has stated that there was no bad faith justifying an award of aggravated damages, which the Claimant disputes. Ardenton put the Claimant on an unlawful, unpaid layoff for three and a half months prior to finally terminating his employment. At that time Ardenton failed to provide reasonable notice of termination, or to pay out his accrued vacation pay in violation of *Employment Standards Act*, RSBC 1996, c 113, s 18(1), which requires payment of all outstanding wages within 48 hours of termination. Ardenton's insolvency does not justify acting unlawfully in the course of dismissal, and therefore an award of aggravated damages is appropriate. The Claimant claims for an estimated $50,000 for aggravated damages, special damages and loss of career.

Mitigation

17. The Monitor has deducted two months from the seven month notice period for an alleged failure to mitigate damages. The Claimant disputes that any amount should be deducted for failure to mitigate damages. The Monitor's reasons are as follows:
    a. it is unreasonable for a terminated employee to disregard their duty to mitigate and start their own business where suitable replacement opportunities are available; and
    b. income that is held within a business owned by a dismissed employee rather than paid out as salary or dividends will be taken into account for mitigation purposes.

18. The Monitor has relied on cases where courts held it was unreasonable for a terminated employee to start their own business. This is not what the Claimant did. His situation is distinguishable from the caselaw relied upon by the Monitor, as he acquired a previously profitable business, Uno Digital Screen Press Ltd. ("**UNO Digital**"), as a going concern. This is a fundamentally different situation than an individual starting a new business from the ground up. Unfortunately for the

Claimant, due to Covid-19 and transition costs, Uno Digital did not end up being profitable through the estimated notice period, which prevented him from being able to earn an income. However that does not make the initial decision to acquire UNO Digital an unreasonable attempt to mitigate his damages or constitute a failure to mitigate.

19. The Monitor further states the Claimant, as owner of UNO Digital, can determine not to pay himself an income, and claimed that he is storing potential income in UNO Digital, which the Claimant disputes. The Monitor was provided with UNO Digital's financial statements for 2020. They reflect that UNO Digital had made a $148,820 profit through August 31, 2020, justifying the reasonableness of the decision by the Claimant to purchase UNO Digital at that time. The financial statements further reflect that for the period September 1, 2020 through to December 31, 2020 the company suffered a $78,891 loss. That was despite the Claimant taking only the minimal amounts of compensation disclosed. There was no money stored in UNO Digital which the Claimant could have taken as a regular salary. Further for January through April 2021, UNO Digital suffered a loss of $73,960.21. Again there was no profit in the company which the Claimant could draw a regular salary from. No money was stored in UNO Digital which should be deducted as mitigation.

20. The law requires that for a deduction to be made from the notice period for failure to mitigate, two things must be established by the employer. First the employer must establish that mitigation efforts were not reasonable. Second the employer must prove that if reasonable (not perfect) mitigation efforts had been taken, the terminated employee likely would have found replacement employment.

21. Following the March 15, 2020 layoff, the Claimant believed he would be brought back to work at Ardenton, and as such there was no reason for him to seek new employment to mitigate his damages at that time. Beginning in July 2020, following the explicit termination, the Claimant conducted a thorough job search, including searching for executive employment positions comparable to the COO position he

had lost. He did not find any such employment, or have any promising prospects, after two months when he acquired UNO Digital. This was already five and a half months into the notice period, yet the Monitor is only allowing five months of notice, with the rest deducted for an alleged failure to mitigate for acquiring UNO Digital, which had not yet occurred at the end of the notice period the Monitor has allowed.

22. The Monitor has provided no evidence showing it is likely the Claimant would have secured comparable employment had he continued searching past September 1, 2021, let alone proving he would have secured such comparable employment five months after termination. At the time the Claimant acquired UNO Digital he had no prospects of securing work comparable to his position at Ardenton in the near future, and the job market was severely constrained at the time due to the effects of the Covid-19 pandemic. The acquisition of UNO Digital was reasonable at the time as it had been profitable earlier in the year and he had no other job prospects. Ardenton, and by extension the Monitor, has not met its burden of proving either that the Claimant's job search efforts were insufficient, or that he would have been likely to secure comparable work if he had passed on the UNO Digital acquisition and continued searching for executive positions. Therefore no deduction should be made for a failure to mitigate damages.

23. The $3,541.67 deducted for actual mitigation from UNO Digital by the Monitor is the correct amount for the first eight months of the notice period, until November 15, 2020. During the following six months of a fourteen month notice period, from November 15, 2020 until May 15, 2021, the Claimant made $10,416.68 from UNO Digital, which is also properly deducted as mitigation. Thus during a fourteen month notice period the total amount made in mitigation by the Claimant is $13,958.35.

Summary of Claim

24. Based on the foregoing, the Claimant disputes the Monitor's accepted claim of $81,500.01. The Claimant instead claims for the following:

a.	14 months salary as pay in lieu of notice:	$379,166.67
b.	2020 Bonus:	$130,000.00
c.	Outstanding vacation pay:	$12,375.00
d.	RRSP contributions:	$7,583.38
e.	CPP contributions:	$1,400.00
f.	Benefits for 3 1/2 months in lieu of notice:	$875.00
g.	Professional designation costs:	$1,600.00
h.	Aggravated damages, special damages and loss of career:	$50,000.00
i.	Less: 2 months pay in lieu of notice provided:	($54,166.67)
j.	Less: Accrued vacation pay provided:	($1,675.00)
k.	Less: Mitigation from UNO Digital through May 15, 2021:	($13,958.35)
	Total Claim:	**$513,200.03**

25. The Claimant further claims for accrued interest and any costs a court would award at a trial of the action.

26. The Claimant agrees with the Monitor that he has separately agreed to a release in connection with his role as an officer of Ardenton, and the amount agreed to for said release will reduce and be set-off against his claim.

Claimant's address for service:

Yeager Employment Law
400 – 111 Lonsdale Avenue
North Vancouver, BC
V7M 2E7

Tel: 604.988.1000
Fax number address for service: 604.988.1200
E-mail address for service: *ryeager@dismissal.ca*

Appendix “L”

This is the 1st affidavit
of Robert Kofman in this case
and was made on January 20, 2022

No. S-211985
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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

AFFIDAVIT

I, Robert Kofman, of 2308 – 150 King St W, Toronto, Ontario, SWEAR THAT:

1. I am the President of KSV Restructuring Inc. ("**KSV**"), the court appointed monitor of Ardenton Capital Corporation and Ardenton Capital Bridging Inc. (the "**Monitor**"), and as such have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.

2. I am one of the individuals at KSV that has had primary carriage of this proceeding, and I am authorized to make this affidavit on behalf of KSV.

3. Attached hereto and marked as **Exhibit "A"** to this Affidavit are copies of the invoices of KSV in this matter (together, the "**KSV invoices**"):

4. As detailed in the KSV Invoices, for the period of February 16, 2021 to January 20, 2022, the Monitor incurred fees totalling $1,560,807.50, plus expenses in the amount of $11,878.46, plus harmonized sales tax in the amount of $202,904.98, for a total amount of $1,775,590.94.

5. The incurred fees set out in the KSV Invoices are calculated on the basis of the hours spent by the Monitor's personnel, multiplied by the applicable standard hourly rates charged by KSV in its insolvency practice. The total time comprised in the KSV Invoices, relating to the services provided by the officers and employees of the Monitor in relation to the matters dealt with in such accounts, totalled approximately 2,800 hours at an average hourly rate of approximately $557.37 per hour.

6. Attached hereto and marked as **Exhibit "B"** to this Affidavit is the Monitor's billing summary relating to the matters which are the subject of the KSV Invoices referenced in Exhibit "A".

7. To the best of my knowledge, information and belief, the information contained in the KSV Invoices as to:

   (a) the number of hours worked;

   (b) the nature of work performed;

   (c) the identity of the individuals who performed work; and

   (d) the rates charged for the work performed;

   is true and correct in all respects.

8. I have reviewed the KSV Invoices and do verily believe that:

   (a) the Monitor's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;

   (b) the work completed by the Monitor was delegated to the appropriate professionals in KSV with the appropriate seniority and appropriate hourly rates;

   (c) the Monitor's fees in this matter are consistent with fees charged by other insolvency firms of a similar size for work of a similar nature and complexity in British Columbia; and

   (d) the services were performed by the Monitor in a prudent and economical manner.

9. The details of the work carried out by the Monitor in these proceedings, and for which approval is sought at this time, are set forth in the Monitor's Ninth Report and the prior Monitor's Reports appended to the Ninth Report (collectively, the "**Monitor's Reports**").

10. I have reviewed the Monitor's Reports and confirm that, to the best of my knowledge, information and belief, the work detailed therein was carried out by the Monitor, and that such work was necessary to the Monitor in carrying out its obligations pursuant to the Initial Order granted March 5, 2021, the Amended and Restated Initial Order granted March 15, 2021 and the Second Amended and Restated Initial Order granted March 31, 2021.

11. I have reviewed the invoices of DLA Piper (Canada) LLP ("**DLA**") that covered the period February 10, 2021 to January 17, 2022 (the "**DLA Accounts**"). I am satisfied that the work detailed therein was completed by DLA at the request of the Monitor and was necessary.

12. In my experience, the fees and rates charged by DLA in the DLA Accounts are consistent with those charged by other national law firms for work of a similar nature and complexity.

13. I make this affidavit expressly for the purposes of the Monitor's application to approve its accounts and the DLA Accounts, and for no other purpose. In particular, nothing herein is a waiver of solicitor-client privilege by the Monitor.

SWORN BEFORE ME at Toronto, Ontario, on January 20, 2022.	)	
A [Notary Public in and for the Province of Ontario **OR** Commissioner authorized to administer Oaths in the Courts of Justice in the Province of Ontario]	)	Robert Kofman

Rajinder Kashyap, a Commissioner, etc., Province of Ontario, for KSV Restructuring Inc. Expires January 27, 2024.

This is Exhibit "A" referred to in the
Affidavit of Robert Kofman sworn before
me, this 20th day of January, 2022

.....

A commissioner for taking affidavits

Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Restructuring Inc.
Expires January 27, 2024.

ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, B.C. V5Y 1K1

April 26, 2021

Invoice No: 2170
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

To professional services rendered from February 16, 2021 to March 31, 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

Background Information

- Reviewing background information regarding the Companies (the "Information"), including:
  - the 2019 and 2020 financial statements for the Companies, ACC's subsidiary holding companies (the "HoldCos") and ACC's indirectly owned portfolio companies (collectively the "PCs" and each a "PC") (collectively, the "Financial Statements");
  - investor reports and presentations;
  - investor subscription agreements and related agreements;
  - term sheets;
  - securities' registers;
  - employee compensation schedules;
  - details regarding the amalgamation of ACC with its former parent company; and
  - material contracts;
- Attending several calls with the Companies' management (the "Management") and its legal counsel, Aird & Berlis LLP ("A&B"), regarding the Information and a potential restructuring process, including but not limited to calls on February 17, 18, 22 and 23, 2021;

CCAA Filing

- Corresponding extensively with Management, A&B and MLT Aikins LLP, co-counsel with A&B to the Companies, and DLA Piper (Canada) LLP ("DLA"), the Monitor's counsel, regarding operating and restructuring matters leading up to the filing of the CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' liquidity, a CCAA communication strategy, potential debtor-in-possession ("DIP") financing, a key employee retention plan ("KERP") and restructuring options;

- Preparing an action plan for the CCAA proceedings;

- Attending several calls with DLA and A&B regarding liquidity issues, DIP financing and a CCAA communication plan;

- Reviewing and commenting on several iterations of the materials filed with the CCAA application, including:

    - the Application Record;

    - the Initial Order (the "Initial Order");

    - the Affidavit of James Livingstone sworn March 2, 2021 (the "March 2nd Affidavit"); and

    - the Affidavit of James Livingstone sworn March 5, 2021;

- Assisting the Companies to determine the amounts of the administration charge (the "Administration Charge") and the directors' and officers' charge (the "D&O Charge") for the Initial Order and for subsequent Orders issued in these proceedings;

- Considering the flow of funds between the Companies and the need for an intercompany charge (the "Intercompany Charge") for any amounts advanced from ACBI to ACC during these proceedings;

- Attending calls and video conferences with Management and A&B on February 26, 2021 regarding the March 2nd Affidavit;

- Attending several calls and video conferences on a daily basis with management, DLA and A&B from February 26 to March 5, 2021 regarding the CCAA application materials;

- Preparing the Report of the Proposed Monitor dated March 3, 2021 and discussing same with A&B, DLA and Management;

- Assisting the Companies to prepare a weekly cash flow projection for the period ending May 9, 2021 (the "Cash Flow Projection");

- Attending a call on February 28, 2021 with Management regarding the Cash Flow Projection;

- Reviewing financial information supporting the Cash Flow Projection, including:

    - current cash balances in the bank accounts of the Companies and their affiliates (collectively, the Companies and their affiliates are referred to as "Ardenton");

  - projected revenue assumptions; and
  - projected operating expense assumptions;

- Preparing the Monitor's Report on the Cash-Flow Statement dated March 2, 2021;
- Assisting the Companies to prepare Management's Report on the Cash Flow Statement dated March 2, 2021;
- Attending the initial CCAA application via conference call on March 5, 2021;
- Preparing Forms 1 and 2, which are required to be filed with the Superintendent of Bankruptcy pursuant to the CCAA;

Communications for CCAA Filing

- Drafting all communication documents, including a creditor script, investor script, investor letter, employee script, employee letters, PC script, statutory notices and Frequently Asked Questions (the "Communication Plan");
- Discussing extensively the Communication Plan with Management, A&B and DLA, including feedback from each on the Communication Plan documents;
- Attending a call on March 4, 2021 with Management and A&B regarding the roll out of the Communication Plan;
- Uploading the Frequently Asked Questions document to the Monitor's website following the issuance of the Initial Order;
- Attending meetings in the early days of the proceeding with several key constituents, including key investors and employees at a virtual town hall meeting;
- Preparing a mailing list for the notice of the CCAA proceedings sent to the Companies' creditors (the "Notice");
- Arranging for a notice of the CCAA proceedings to be published in the national edition of *The Globe and Mail* and the *Vancouver Sun* newspapers, in accordance with the Initial Order;
- Maintaining a list of investor contact information and updating same;
- Corresponding extensively with the Companies' trade creditors regarding the CCAA proceedings;
- Preparing an update letter to investors dated March 15, 2021;
- Reviewing and commenting extensively on drafts of an Investor Update sent to investors on April 9, 2021 summarizing, *inter alia*, fiscal 2019, fiscal 2020 and early 2021 financial results and providing guidance for the balance of 2021 (the "Investor Update");
- Attending numerous calls and meetings with Management regarding the Investor Update;

Investors

- Responding on a daily basis to investor questions relating to all matters in connection with the CCAA proceedings;
- Corresponding with Management, A&B and DLA regarding the formation of an investor committee ("Investor Committee");
- Attending numerous calls and video conferences with Management, investors and investor representatives;
- Reviewing investor claims in the context of identifying parties to sit on the Investor Committee;
- Corresponding with several investors regarding the Investor Committee, including their request to sit on the committee;
- Interviewing several individuals who expressed an interest to sit on the Investor Committee;
- Attending several calls and corresponding with Montrusco Bolton Investments Inc. ("MBI"), a significant investor, regarding the CCAA proceedings, including on March 5, 8, 18, 23 and 25, 2021;
- Responding to numerous questions and emails from MBI;
- Attending several calls with the Companies' largest investors;
- Considering extensively the appointment of advisors for the Investor Committee;
- Reviewing and commenting on the Investor Committee by-laws;

DIP Solicitation Process

- Preparing various PC financial analyses in connection with the DIP loan solicitation process (the "DIP Solicitation Process");
- Uploading information to a data room for prospective DIP lenders, including:
  - the Financial Statements;
  - financial projections;
  - debt repayment forecasts;
  - corporate organizational charts; and
  - various financial analyses;
- Reviewing and commenting on several versions of the template interim financing term sheet (the "Template DIP Term Sheet"), which was used by prospective DIP lenders when submitting their proposals;
- Reviewing and commenting on several versions of the confidentiality agreement used for the DIP Solicitation Process (the "NDA");

- Attending calls on March 6, 2021 with DLA and A&B regarding the Template DIP Term Sheet;
- Negotiating and executing several NDAs with potential DIP lenders;
- Corresponding extensively with the potential DIP lenders;
- Responding to numerous questions from potential DIP lenders including with respect to, *inter alia*, background on the Companies' corporate structure, the PCs, the Financial Statements, the Companies' cash flow and overhead costs;
- Attending a call on March 16, 2021 with Management regarding the Companies' payroll costs and corresponding with prospective DIP lenders regarding same;
- Reviewing the offers submitted by prospective DIP lenders to finance these proceedings;
- Selecting the proposal from RCM Capital Management Ltd. ("RCM") (the "DIP Lender") as the best DIP loan proposal;
- Negotiating the DIP term sheet submitted by RCM (the "DIP Term Sheet");
- Corresponding extensively with the DIP Lender, A&B and DLA regarding the terms of the DIP facility (the "DIP Facility"), including regarding the priority to be afforded to it, draw downs under it and reporting requirements;
- Dealing with issues concerning the obligations owing by ACC to Toronto Dominion Bank ("TD Bank") and HSBC and addressing the treatment of these obligations in the DIP Term Sheet;
- Preparing a summary of DIP facilities in Canadian restructuring proceedings from 2018 to early 2021, which was an appendix in the Monitor's report relied upon to recommend approval of the DIP Term Sheet;

CCAA Comeback Hearing – March 15, 2021

- Reviewing and commenting on the Companies' motion materials for the comeback hearing heard on March 15, 2021 ("Comeback Motion"), including:
    - the notice of application;
    - the Amended and Restated Initial Order; and
    - the Affidavit of James Livingstone sworn March 10, 2021;
- Preparing the First Report of the Monitor dated March 10, 2021 which recommended approval of, *inter alia*, an intercompany charge, increases in the amounts of the D&O Charge and the Administration Charge and an extension of the stay of proceedings;
- Attending the Comeback Motion via conference call on March 15, 2021;

CCAA Hearing – March 31, 2021

- Reviewing and commenting on the Companies' motion materials for a hearing on March 31, 2021 to approve the DIP Facility and the claims process, and to appoint the investor committee, including:
  - the Application Record;
  - the Affidavit of James Livingstone sworn March 25, 2021;
  - the Second Amended and Restated Initial Order;
  - the Investor Committee Order;
  - the Claims Procedure Order (the "CPO"); and
  - the Sealing Order;
- Preparing the Second Report of the Monitor dated March 25, 2021;
- Attending Court via conference call on March 31, 2021;

Claims Process

- Reviewing and commenting on drafts of the CPO for the claims process (the "Claims Process");
- Attending numerous calls and video conferences with DLA, A&B and Management regarding the CPO and the Claims Process;
- Arranging for notice of the Claims Process to be published in the *Vancouver Sun* and national edition of *The Globe and Mail*, in accordance with the CPO;
- Corresponding with Management regarding the list of creditors and investors as at the filing date, including the amounts owing to them at that date;

Other

- Dealing with issues related to the signatories on the Companies' bank accounts;
- Reviewing the Companies' disbursements during the CCAA proceedings, in advance;
- Attending calls and video conferences with DLA and Management regarding creditor priority issues;
- Corresponding with Management regarding employee matters;
- Corresponding with Management regarding the disclaimers of the Toronto and Vancouver office leases (the "Disclaimers"), reviewing the notice of disclaimers dated March 10, 2021 and executing same;
- Attending a call on March 6, 2021 with A&B regarding the Lease Disclaimers;
- Corresponding with creditors regarding the payment of post-filing invoices;

- Attending a call on March 8, 2021 with TD Bank regarding its credit card exposure to the Companies;
- Attending calls with lenders to the PCs, including representatives of TD Bank and Bank of Montreal;
- Attending a call on March 11, 2021 with management regarding the KERP;
- Reviewing correspondence from the British Columbia Securities Commission dated March 8, 2021 and subsequently, dealing with various securities' matters and ACC's response thereto;
- Reviewing correspondence from the Ontario Securities Commission;
- Corresponding with Management regarding the Companies' Vancouver office moves;
- Attending a call on March 17, 2021 with Management regarding the PCs;
- Attending a call on March 17, 2021 with Ernst & Young LLP, the external auditors of Ardenton and several PCs, and UK management to receive an update on the status of the year-end audit and other accounting matters;
- Speaking routinely with the North American and UK management teams regarding the operations of the PCs;
- Attending a call on March 23, 2021 with Management regarding PC financial forecasts;
- Attending a call on March 26, 2021 with Royal Bank of Canada regarding its interest in these proceedings;
- Assisting Management to prepare a 13-week cash flow for the DIP Lender for the period ended June 27, 2021 ("DIP Cash Flow");
- Corresponding extensively with Management regarding the DIP Cash Flow;
- Attending a call on March 30, 2021 with the DIP Lender regarding a funding request;
- Attending update calls on March 29 and 31, 2021 with the DIP Lender; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	353,734.02
HST		45,985.42
Total due	$	399,719.44

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended March 31, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	125.95	91,313.75
Noah Goldstein	625	155.95	97,468.75
Esther Mann	450	207.85	93,532.50
Jordan Wong	450	130.75	58,837.50
Other staff and administration		32.25	5,961.25
Total Fees		652.75	347,113.75
Disbursements			6,620.27
Total Fees and Disbursements			353,734.02

ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
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ksvadvisory.com

Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, B.C. V5Y 1K1

May 26, 2021

Invoice No: 2194
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during April 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and DLA Piper (Canada) LLP ("DLA"), the Monitor's counsel, regarding all matters in the CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, creditor priority issues, debtor-in-possession ("DIP") financing compliance and reporting, a key employee retention plan ("KERP"), restructuring issues and employee matters;

Investor Update

- Working with Management to prepare an investor update sent to investors on April 9, 2021 (the "Investor Update");

- Reviewing and reconciling financial information and commenting on numerous drafts of the Investor Update;

- Corresponding extensively with Management regarding the Investor Update, including by email and video conference;

Investor Committee

- Drafting by-laws ("By-Laws") for the investor committee ("Investor Committee") appointed in these proceedings;

- Incorporating feedback from Investor Committee members in the By-laws;

- Attending Investor Committee meetings on April 1, 7, 12, 15, 16, 22 and 30, 2021;

- Preparing an agenda for each Investor Committee meeting;
- Drafting minutes of each Investor Committee meeting;
- Speaking individually with certain of the Investor Committee members regarding various issues in these proceedings, including the By-laws, confidentiality obligations and the proceedings generally;
- Reviewing and commenting on materials concerning the UK PCs prepared by ACC's UK Management team prepared in the context of a presentation to the Investor Committee;
- Reviewing and commenting on materials concerning the North American PCs prepared by ACC's North American management team prepared in the context of a presentation to the Investor Committee;
- Corresponding with Management regarding a potential sale of the real property owned by ACC's subsidiaries and discussing same with the Investor Committee;
- Preparing a summary of the real estate proposals and a related memorandum for the Investor Committee;
- Considering ACC's governance structure with the Investor Committee;

Key Employee Retention Plan

- Working with the Companies to develop the key employee retention plan (the "KERP");
- Reviewing a memorandum prepared by Peter Crawford, General Counsel to the Companies, regarding the KERP;
- Preparing a memorandum to share with the Investor Committee regarding the KERP;
- Considering an alternative to the KERP for certain UK employees and discussing same with the Companies and the UK employees;

Priority Issues

- Attending calls and video conferences with DLA, Management and A&B regarding inter-creditor issues;
- Assisting the Companies to provide DLA with the materials required to perform its review of inter-creditor priorities;
- Reviewing DLA's findings concerning inter-creditor issues and discussing same with ACC and the Investor Committee;
- Attending calls throughout the month with DLA regarding creditor priorities;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including:
    - weekly cashflow variance analyses for the weeks ending April 11, 18 and 25, 2021; and
    - rolling cash flows, adjusted weekly for actual results;
- Preparing a funding request dated April 1, 2021 (the "Funding Request") and corresponding with ACC regarding same;
- Corresponding with the DIP Lender regarding the Funding Request;
- Reviewing the Companies' weekly bank activity (including its holding companies (the "Holdcos") and comparing same to the draft cash flow prepared at the commencement of these proceedings;

May 6, 2021 Motion: Stay Extension and KERP Approval

- Reviewing and commenting on the Companies' motion materials for a hearing on May 6, 2021 to extend the stay of proceedings to July 6, 2021 (the "Stay Extension) and to approve the KERP, including:
    - the Application Record;
    - the Affidavit of James Livingstone sworn April 27, 2021;
    - the Stay Extension and KERP Order; and
    - the Sealing Order;
- Drafting the Third Report of the Monitor dated April 28, 2021;
- Assisting the Companies to prepare a weekly cash flow projection for the period ending July 6, 2021, including reviewing:
    - current cash balances in Companies' accounts, and in the accounts of the Holdcos;
    - projected revenue assumptions; and
    - projected operating expense assumptions;
- Preparing the Monitor's Report on the Cash-Flow Statement dated April 27, 2021;
- Assisting the Companies to prepare "Management's Report on the Cash Flow Statement" dated April 27, 2021;

Claims Process

- Corresponding with DLA, A&B and Management regarding the Claims Procedure Order ("CPO") and the claims process ("Claims Process");
- Arranging for notices of the Claims Process to be published in the *Vancouver Sun* and national edition of *The Globe and Mail* on April 7, 2021;
- Corresponding with ACC regarding the list of creditors and investors as at the filing date, including the amounts owing to them at that date ("Creditor Listing");
- Reviewing the investor interest calculations prepared by ACC to calculate the claims of investors as at the filing date;
- Preparing approximately 400 known claimant notices (the "Known Claimant Notices") based on the Creditor Listing and sending same to each creditor and investor in accordance with the CPO;
- Sending claims packages to parties whose contracts were disclaimed by ACC during the CCAA process so that they could file "Restructuring Claims" in the Claims Process;
- Attending calls on April 8, 14 and 15, 2021 with Canada Revenue Agency ("CRA") regarding the Claims Process and potential CRA claims;
- Attending a call on April 8, 2021 with ACC and DLA regarding former employee claims;
- Answering numerous questions from creditors and investors regarding the Claims Process and the Known Claimant Notices;
- Reviewing 12 Known Claimant Notice disputes ("Claim Disputes");
- Reviewing proof of claims filed by potential creditors ("Proof of Claims");
- Corresponding with Management regarding the Claim Disputes and Proof of Claims;

Plan Outline

- Drafting a plan outline (the "Plan Outline") regarding a potential plan of arrangement/compromise (the "Plan") and corresponding with DLA and A&B throughout the month regarding same;
- Considering creditor priority, tax, securities and governance issues in the context of the Plan Outline;

Portfolio Companies

- Speaking routinely with the North American and UK management teams regarding the operations of the PCs;
- Reviewing PC financial forecasts prepared by Management and PC historical financials;
- Preparing various PC financial analyses, including an equity value calculation, intercompany debt reconciliation, a PC sub-debt schedule and sensitivity analyses for sale scenarios;

- Reviewing and reconciling the amounts payable from the PCs to ACC to fund ACC's business and operations;
- Corresponding with Ernst & Young LLP, the auditor of ACC and the UK PCs, and Management regarding the UK PCs and the need to file statements with "Companies House", and working with E&Y in this regard;
- Developing a monthly report for the PCs (the "Monthly Reports") summarizing the key issues affecting each PC;
- Reviewing and commenting on the Monthly Reports and sharing same with the Investor Committee;
- Attending a call on April 30, 2021 with ACC regarding Q1 PC financials;
- Dealing with issues related to individual PCs;

Other

- Maintaining a list of investor contact information and updating same;
- Corresponding with various investors and investor representatives throughout the month;
- Corresponding with the Companies' trade creditors regarding the CCAA proceedings;
- Reviewing, in advance, the Companies' disbursements during the CCAA proceedings;
- Corresponding with ACC's management regarding employee matters; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	245,327.83
HST		31,892.62
Total due	$	277,220.45

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended April 30, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	125.75	91,168.75
Noah Goldstein	625	62.00	38,750.00
Esther Mann	450	98.40	44,280.00
Jordan Wong	450	115.50	51,975.00
Other staff and administration		70.55	19,142.50
Total Fees		472.20	245,316.25
Disbursements			11.58
Total Fees and Disbursements			245,327.83

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Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

June 15, 2021

Invoice No: 2226
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during May 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and DLA Piper (Canada) LLP ("DLA"), the Monitor's counsel, regarding all matters in the CCAA proceedings;
- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, restructuring issues and employee matters;
- Attending Court via conference call on May 6, 2021 regarding the stay extension motion and approval of a key employee retention plan;

Investor Update

- Working with Management to prepare a first quarter investor update (the "Investor Update");
- Reviewing and reconciling financial information and commenting on numerous drafts of the Investor Update;
- Corresponding extensively with Management regarding the Investor Update, including by email and phone;
- Finalizing the Investor Update on May 26, 2021;

Investor Committee

- Attending investor committee ("Investor Committee") meetings on May 5, 6, 10, 16, 18, 20, 25 and 28, 2021;
- Preparing an agenda for each Investor Committee meeting;

- Drafting minutes of each Investor Committee meeting;
- Speaking individually with certain of the Investor Committee members regarding various issues in these proceedings, including employee matters and the proceedings generally;
- Corresponding with Management regarding a potential sale of the real property owned by ACC's subsidiaries and discussing same with the Investor Committee;
- Corresponding with the Investor Committee regarding counsel for the Investor Committee ("Committee Counsel") and considering numerous firms as Committee Counsel and retention matters;
- Corresponding with numerous firms as potential Committee Counsel;
- Attending a call on May 17, 2021 with Bennett Jones LLP ("Bennett Jones"), Committee Counsel, to discuss the status of the CCAA proceedings;
- Dealing with the selection of Bennett Jones as Committee Counsel;
- Corresponding extensively with Bennett Jones regarding numerous matters in the CCAA proceedings;
- Providing numerous documents to Bennett Jones regarding the CCAA proceedings;
- Reviewing PC monthly reporting for March 2021 prepared by Management and sending same to the Investor Committee;
- Corresponding with DLA regarding Investor Committee matters;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including:
    - weekly cashflow variance analyses for the weeks ending May 2, 9, 16, 23 and 30, 2021; and
    - rolling cash flows, adjusted weekly for actual results;
- Reviewing the Companies' weekly bank activity (including its holding companies (the "Holdcos")) and comparing same to the draft cash flow prepared at the commencement of these proceedings;
- Attending several calls with the DIP Lender to keep it apprised of these proceedings;

Claims Process

- Corresponding with DLA, A&B and Management regarding the Claims Procedure Order ("CPO") and the claims process ("Claims Process");
- Corresponding with ACC regarding the list of creditors and investors as at the filing date, including the amounts owing to them at that date ("Creditor Listing");

- Answering numerous questions from creditors and investors regarding the Claims Process and the known claimant notices;
- Reviewing known claimant notice disputes ("Claim Disputes");
- Reviewing proof of claims filed by potential creditors, including former employees ("Proof of Claims");
- Corresponding with Management regarding the Claim Disputes and Proofs of Claim;
- Reviewing proofs of claim filed against the Companies' directors and officers ("D&O Claims");
- Corresponding with Management, A&B and DLA regarding the D&O Claims;
- Corresponding with the Investor Committee regarding the D&O Claims and Proof of Claims;
- Corresponding with A&B and DLA regarding an omnibus claim against the Companies' directors and officers ("Omnibus Claim");
- Reviewing and commenting on DLA's letter to the Companies, dated May 14, 2021, regarding the Omnibus Claim;
- Considering matters related to the Companies' insurance coverage, including directors and officers coverage ("Insurance Coverage");
- Preparing a summary of Claim Disputes, Proofs of Claim and D&O claims and attending a call on May 27, 2021 with A&B, DLA and Management regarding same and providing the summary to the Investor Committee;

Plan Outline

- Drafting a plan term sheet (the "Plan Term Sheet") regarding a potential plan of arrangement and/or compromise (the "Plan") and corresponding with Management, DLA and A&B regarding same;
- Attending a call on May 24, 2021 with A&B, DLA and Bennett Jones regarding the Plan Term Sheet;
- Considering creditor priority, tax, securities and governance issues in the context of the Plan Term Sheet;
- Discussing the Plan Term Sheet with the Investor Committee;

Portfolio Companies

- Speaking routinely with the North American and UK management teams regarding the operations of the PCs;
- Reviewing PC financial forecasts prepared by Management and PC historical financials;
- Reviewing PC loan instruments and investment agreements;
- Preparing an analysis of PC cash flows ("PC Analysis");

- Corresponding extensively with Management regarding the PC Analysis;
- Reviewing monthly reports for the PCs (the “Monthly Reports”) summarizing the key issues affecting each PC;
- Reviewing and commenting on the Monthly Reports and sharing same with the Investor Committee;
- Attending various calls regarding Achieve One, including on May 3, 4, 21, 26, 28 and 31, including calls with representatives of ACC, Achieve One management and the Investor Committee;
- Dealing with issues related to individual PCs;

Other

- Maintaining a list of investor contact information and updating same;
- Maintaining the website established by the Monitor for these proceedings;
- Corresponding with various investors and investor representatives throughout the month;
- Corresponding with the Companies’ trade creditors regarding the CCAA proceedings;
- Reviewing, in advance, the Companies’ disbursements during the CCAA proceedings;
- Corresponding with ACC’s management regarding employee matters; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	204,832.93
HST		26,628.28
Total due	$	231,461.21

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

Re: May 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	100.25	72,681.25
Noah Goldstein	625	82.50	51,562.50
Jordan Wong	450	129.50	58,275.00
Esther Mann	450	15.60	7,020.00
Other staff and administration		36.40	15,257.00
Total Fees		364.25	204,795.75
Disbursements			37.18
Total Fees and Disbursements			204,832.93

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200-6th Ave W
Vancouver, BC V5Y 1K1

July 23, 2021

Invoice No: 2267
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during June 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, restructuring issues and employee matters;

Investor Committee

- Attending investor committee ("Investor Committee") meetings on June 1, 14, 21, 24, 28 and 30, 2021;

- Preparing an agenda for each Investor Committee meeting;

- Drafting minutes of each Investor Committee meeting;

- Speaking individually with certain of the Investor Committee members regarding various issues in these proceedings, including employee matters, certain of the PCs, the plan of arrangement (the "Plan") and these proceedings generally;

- Responding to questions posed by certain of the Investor Committee members related to the first quarter investor update (the "Investor Update") and preparing schedules in respect of same;

- Attending meetings with certain of the Investor Committee members on June 3 and 4, 2021 regarding the Investor Update;

- Corresponding with the Investor Committee regarding Achieve One LLC ("Achieve One"), a PC;

- Corresponding extensively with Bennett Jones LLP ("Bennett Jones"), Investor Committee counsel, regarding numerous matters in the CCAA proceedings;

- Attending a call on June 2, 2021 with DLA and Bennett Jones regarding governance matters;

- Reviewing PC monthly financial reporting for April and May 2021 prepared by Management and sending same to the Investor Committee;

- Reviewing and editing PC monthly reporting write-ups for May 2021 prepared by Management and corresponding with Management regarding same;

- Corresponding with the Investor Committee regarding the appointment of a Chief Restructuring Officer of ACC ("CRO") and the go-forward role of James Livingstone, the Companies' CEO;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including:

    - weekly cashflow variance analyses for the weeks ending June 6, 13, 20 and 27, 2021; and

    - rolling cash flows, adjusted weekly for actual results;

- Reviewing the Companies' weekly banking activity (including for its holding companies (the "Holdcos")) and comparing same to the draft cash flow prepared at the commencement of these proceedings;

- Attending several calls with the DIP Lender to keep it apprised of these proceedings;

June 28, 2021 Motion: Stay Extension

- Reviewing and commenting on the Companies' motion materials for a hearing on June 28, 2021 to extend the stay of proceedings to October 1, 2021 (the "Stay Extension), including:

    - the Application Record;

    - the Stay Extension Order;

- Drafting the Fourth Report of the Monitor dated June 18, 2021;

- Assisting the Companies to prepare a weekly cash flow projection for the period ending October 1, 2021, including reviewing:

    - current cash balances in the Companies' and the Holdcos' accounts;

    - projected revenue assumptions; and

    - projected operating expense assumptions;

- Preparing the Monitor's Report on the Cash-Flow Statement dated June 18, 2021;
- Assisting the Companies to prepare "Management's Report on the Cash Flow Statement" dated June 18, 2021;
- Reviewing and summarizing all claims and potential claims filed in the Claims Process (as defined below);
- Attending the hearing on June 28, 2021;

Claims Process

- Corresponding with DLA, A&B and Management regarding the claims process ("Claims Process");
- Answering numerous questions from creditors and investors regarding the Claims Process;
- Reviewing known claimant notice disputes ("Claim Disputes");
- Reviewing proof of claims filed by potential creditors, including former employees ("Proofs of Claim");
- Attending numerous calls with creditors regarding the Claim Disputes, Proofs of Claim or the Claims Process generally;
- Corresponding with Management regarding the Claim Disputes and Proofs of Claim;
- Reviewing proofs of claim filed against the Companies' directors and officers ("D&O Claims");
- Corresponding with Management, A&B and DLA regarding the D&O Claims;
- Reviewing a schedule prepared by Management in respect of D&O Claims;
- Corresponding with the Investor Committee regarding the D&O Claims, Claim Disputes and Proofs of Claim;
- Considering matters related to the Companies' insurance coverage, including directors' and officers' coverage;

Plan

- Reviewing and commenting on drafts of the Plan and corresponding with Management, DLA and A&B regarding same;
- Attending several calls throughout the month with A&B, DLA and Bennett Jones regarding the Plan and the status of James Livingstone;
- Considering creditor priority, tax, securities and governance issues in the context of the Plan;

Portfolio Companies

- Speaking routinely with the North American and UK management teams regarding the operations of the PCs;
- Reviewing PC financial forecasts prepared by Management and PC historical financials;
- Reviewing monthly reports for the PCs summarizing the key issues affecting each PC (the "Monthly Reports");
- Reviewing and commenting on the Monthly Reports and sharing same with the Investor Committee;
- Attending numerous calls regarding Achieve One, including on June 1, 2, 4, 9, 16 and 25, 2021 including calls with representatives of ACC, Achieve One management and the Investor Committee;
- Corresponding with ACC, Achieve One management and the Investor Committee regarding Achieve One and reviewing numerous materials in respect of same;
- Reviewing analyses related to Achieve One;
- Dealing with issues related to individual PCs;
- Preparing an analysis of projected PC debt repayments and management fees and potential cash flows to the Companies (the "PC Analysis");
- Corresponding extensively with Management regarding the PC Analysis and reviewing loan amortization schedules, investment agreements, loan instruments and forecasts in respect of same;
- Attending a meeting on June 8, 2021 with certain members and representatives of members of the Investor Committee regarding the PC Analysis;
- Reviewing and commenting on an illustrative model regarding creditor recoveries prepared by representatives of a member of the Investor Committee ("Representatives") ("Model");
- Attending a call on June 25, 2021 with the Representatives regarding the Model;

Leadership Transition

- Considering the compensation for the CRO, reviewing compensation schedules and corresponding with the Investor Committee regarding same;
- Attending a call on June 3, 2021 with A&B regarding leadership matters;
- Attending calls on June 4, 15, 23 and 25, 2021 and corresponding frequently with Kyle Makofka, the candidate to be appointed as CRO, subject to approval by the Court;
- Attending a call on June 4, 2021 with Management and A&B regarding a leadership transition;
- Attending numerous calls with certain members of the Investor Committee and Bennett Jones regarding the appointment of Mr. Makofka as CRO;

- Corresponding with Bennett Jones regarding the engagement letter in connection with Mr. Makofka's appointment as CRO ("Engagement Letter");
- Reviewing and commenting on the Engagement Letter and attending calls with Bennett Jones on June 10, 23 and 26, 2021 regarding same;
- Corresponding with Mr. Makofka regarding his Engagement Letter;
- Attending an introduction call on June 15, 2021 with Mr. Makofka and certain members of Management;
- Attending a call on June 18, 2021 with A&B and Management regarding Mr. Livingstone's exit agreement;
- Attending a call on June 28, 2021 with Bennett Jones regarding Mr. Livingstone's resignation;

Other

- Maintaining a list of investor contact information and updating same;
- Maintaining the website established by the Monitor for these proceedings;
- Corresponding with various investors and investor representatives throughout the month;
- Corresponding with the Companies' trade creditors;
- Reviewing, in advance, the Companies' disbursements;
- Dealing with insurance matters, including attending a call on June 15, 2021 with Bennett Jones regarding same;
- Attending a call on June 14, 2021 with Canada Revenue Agency regarding a payroll audit;
- Corresponding with Management regarding employee and other matters; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	153,282.50
HST		19,926.73
Total due	$	173,209.23

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended June 30, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	87.20	63,220.00
Noah Goldstein	625	60.75	37,968.75
Jordan Wong	450	108.00	48,600.00
Other staff and administration		9.25	3,493.75
Total Fees		265.20	153,282.50

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200-6th Ave W
Vancouver, BC V5Y 1K1

August 19, 2021

Invoice No: 2300
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during July 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;
- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, restructuring issues and employee matters;

Investor Committee

- Attending investor committee ("Investor Committee") meetings on July 12, 15, 26, 28 and 29, 2021;
- Preparing agendas for the Investor Committee meetings;
- Drafting minutes of each formal Investor Committee meeting;
- Speaking individually with certain of the Investor Committee members regarding various issues in these proceedings, including employee matters, certain of the PCs, the plan of arrangement (the "Plan") and these proceedings generally;
- Corresponding with the Investor Committee regarding Achieve One LLC ("Achieve One"), a PC;
- Corresponding extensively with Bennett Jones LLP ("Bennett Jones"), Investor Committee counsel, regarding numerous matters in the CCAA proceedings, including the Plan;
- Reviewing PC monthly financial reporting for May and June 2021 and reviewing same with the Investor Committee;

- Corresponding with the Investor Committee regarding the appointment of Kyle Makofka as Chief Restructuring Officer of ACC ("CRO"), and the resignation of James Livingstone, the Companies' former CEO and sole Director;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including:
    - weekly cashflow variance analyses for the weeks ending July 4, 11, 18 and 25, 2021; and
    - rolling cash flows, adjusted weekly for actual results;
- Reviewing the Companies' weekly banking activity (including for its holding companies and comparing same to the draft cash flows prepared previously);
- Attending several calls with the DIP Lender to keep it apprised of these proceedings;

Leadership Transition

- Reviewing and commenting extensively on a consulting agreement between the CRO and ACC ("Consulting Agreement");
- Dealing with the Company and the Investor Committee regarding the terms of the Consulting Agreement;
- Considering the CRO's compensation structure and corresponding with the Investor Committee regarding same;
- Corresponding with Management and A&B regarding Mr. Livingstone's resignation;
- Attending a call on July 2, 2021 with Mr. Livingstone regarding the terms of his mutual separation agreement ("Separation Agreement");
- Reviewing and commenting on several versions of the Separation Agreement and the Consulting Agreement;
- Attending a meeting on July 16, 2021 to introduce Mr. Makofka to ACC's employees;
- Preparing an issues list for Mr. Makofka and discussing same with Management;
- Reviewing and commenting on the Company's motion materials for a hearing on July 26, 2021 to approve the retention of a CRO and the terms of the resignation of Mr. Livingstone;
- Drafting the Fifth Report of the Monitor dated July 16, 2021 to, among other things, seek approval of the Separation Agreement and Consulting Agreement;
- Attending the Court hearing on July 26, 2021;

Claims Process

- Corresponding with DLA, A&B and Management regarding the claims process (the "Claims Process");
- Reviewing and summarizing all claims and potential claims filed in the Claims Process;
- Issuing notices of dispute in respect of certain claims;
- Reviewing proof of claim dispute notices ("Claim Disputes");
- Corresponding with creditors regarding the Claim Disputes, Proofs of Claim and the Claims Process generally;
- Corresponding with Management regarding the Claim Disputes and Proofs of Claim;
- Attending a call on July 19, 2021 with DLA and Management regarding the Proofs of Claim;
- Considering claims filed against the Companies' directors and officers ("D&O Claims") and their treatment under the Plan;
- Corresponding with Management, A&B and DLA regarding the D&O Claims including attending a call on July 7, 2021;
- Corresponding with the Investor Committee regarding the D&O Claims, Claim Disputes and Proofs of Claim;

Plan

- Reviewing and commenting on several drafts of the Plan and corresponding with Management, DLA, A&B and the Investor Committee regarding same;
- Attending several calls with A&B, DLA, Bennett Jones, the Investor Committee and Management regarding the Plan;
- Considering creditor priority, tax, securities, governance and equity ownership issues in the context of the Plan;
- Considering the procedure to vote on the Plan, including the conduct of the creditors' meetings;

Portfolio Companies

- Speaking routinely with the North American and UK management teams regarding the operations of the PCs;
- Reviewing PC financial forecasts prepared by Management and PC historical financials;
- Attending an update call on July 19, 2021 with the UK management team;
- Attending numerous calls regarding Achieve One, including on July 2, 7, 8, 12, 13, 19, 21, 26 and 29, 2021, including calls with Management, Achieve One's management and members of the Investor Committee;
- Corresponding with ACC, Achieve One management and the Investor Committee regarding Achieve One and reviewing numerous materials in respect of same;

- Corresponding with a representative of Comtrad Strategic Sourcing Inc., a PC ("Comtrad");
- Attending a call on July 20, 2021 with Comtrad's Chief Executive Officer;
- Attending a call on July 20, 2021 from a party interested in acquiring one of the PCs;
- Dealing with issues related to individual PCs;

Other

- Drafting, reviewing and commenting on an investor update dated July 19, 2021 regarding Ardenton's leadership transition, the Plan, and the overall status of the proceedings;
- Considering post-CCAA issues, including the PCs' boards of directors;
- Attending a call on July 22, 2021 regarding intercompany transactions;
- Maintaining a list of investor contact information and updating same;
- Maintaining the website established by the Monitor for these proceedings;
- Corresponding with various investors and investor representatives throughout the month;
- Corresponding with the Companies' trade creditors;
- Reviewing, in advance, the Companies' disbursements;
- Corresponding with A&B and Management regarding D&O insurance and dealing with the Company's insurance broker to source D&O coverage for a new board of directors, on emergence from these proceedings;
- Corresponding with Management regarding employee and other matters; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	107,040.12
HST		13,915.22
Total due	$	120,955.34

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended July 31, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	79.50	57,637.50
Noah Goldstein	625	49.00	30,625.00
Jordan Wong	450	31.75	14,287.50
Other staff and administration		12.65	4,402.25
Total Fees		172.90	106,952.25
Disbursements (courier, telephone)			87.87
Total Fees and Disbursements			107,040.12

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Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

September 20, 2021

Invoice No: 2342
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during August 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, restructuring issues and employee matters;

Investor Committee

- Attending investor committee ("Investor Committee") meetings on August 5, 20, 25, 30 and 31, 2021;

- Preparing agendas for certain of the Investor Committee meetings;

- Drafting minutes for each formal Investor Committee meeting;

- Speaking with certain of the Investor Committee members regarding various issues in these proceedings, including employee matters, certain of the PCs, the plan of arrangement (the "Plan"), ACC's revised articles (the "Articles"), corporate governance matters and these proceedings generally;

- Corresponding with the Investor Committee regarding Achieve One LLC ("Achieve One"), a PC;

- Corresponding extensively with Bennett Jones LLP ("Bennett Jones"), Investor Committee counsel, regarding numerous matters in the CCAA proceedings, including the Plan, the Articles and corporate governance matters;

- Reviewing PC monthly financial reporting for June 2021 and discussing same with the Investor Committee;

- Attending a call on August 23, 2021 regarding the appointment of a potential independent director to sit on ACC's new board of directors on emergence from these proceedings (the "Board") and corresponding with Bennett Jones and the IC regarding same;

- Attending calls on August 25, 27 and 30, 2021 with certain members of the Investor Committee regarding the composition of the Board and the procedures to make changes to the Board;

- Attending calls on August 29 and 30, 2021 with DLA and Bennett Jones regarding the Board and governance issues;

Investor Update

- Working with Management to prepare the second quarter investor update (the "Investor Update");

- Reviewing and reconciling financial information included in the Investor Update;

- Reviewing and revising several iterations of the Investor Update;

- Finalizing the Investor Update on August 24, 2021;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including preparing:

    - weekly cashflow variance analyses for the weeks ending August 1, 8, 15, 22 and 29, 2021; and

    - rolling weekly cash flows, adjusted weekly for actual results;

- Reviewing the Companies' weekly banking activity (including for its holding companies and comparing same to draft cash flows prepared earlier in these proceedings);

- Attending calls with Management regarding the rolling cash flows;

- Attending several calls with the DIP Lender to keep it apprised of developments in these proceedings;

- Corresponding with the DIP Lender and ACC regarding an exit facility contemplated to be available to ACC on the termination of the CCAA proceedings (the "Exit Facility");

- Reviewing draft term sheets regarding the Exit Facility;

- Attending a call on August 5, 2021 with the Companies and the DIP Lender to discuss the Exit Facility;

- Attending a call on August 23, 2021 with the Companies to discuss the Exit Facility;

October 1, 2021 Motion

- Reviewing and commenting on drafts of the Companies' motion materials for a hearing scheduled to be heard on October 1, 2021 to extend the stay of proceedings to December 15, 2021 (the "Stay Extension Motion") and to seek an Order approving the meeting of creditors to consider and vote on the Plan (the "Creditors' Meeting"), including:
    - the Application Record;
    - the Stay Extension Order; and
    - the Meetings Order;
- Drafting the Sixth Report of the Monitor (not yet finalized);
- Corresponding extensively with A&B, DLA and Bennett Jones regarding the materials for the October 1, 2021 motion;
- Attending calls on August 3 and 31, 2021 with Bennett Jones regarding the Meetings Order;

Claims Process

- Reviewing proof of claim dispute notices in respect of claims filed by former employees (the "Employee Claims");
- Attending a call on August 2, 2021 with DLA to discuss the Employee Claims;
- Reviewing a letter dated August 6, 2021 from Yeager Employment Law ("Yeager") regarding an Employee Claim filed by Stewart Scott (the "August 6 Scott Letter");
- Reviewing a letter dated August 6, 2021 from Jeff Charbonneau regarding his employee claim (the "August 6 Charbonneau Letter");
- Reviewing and commenting on a letter from DLA to Yeager responding to the August 6, 2021 Scott Letter;
- Reviewing and commenting on a letter from DLA to Mr. Charbonneau responding to the August 6, 2021 Charbonneau Letter;
- Reviewing a settlement offer dated August 5, 2021 by Bob Macpherson;
- Reviewing an email dated August 16, 2021 from Yeager regarding a claim filed by Martha Kane;
- Reviewing and commenting on a letter to Mason Employment Law dated August 18, 2021 from DLA regarding an employee claim filed by Sunengjoo Kee;
- Reviewing a letter dated August 24, 2021 from Yeager regarding Ms. Kane's employee claim;
- Corresponding with DLA regarding a voicemail from Yeager on August 24, 2021 concerning Mr. Macpherson's claim;

- Reviewing a letter dated August 27, 2021 from Yeager regarding Mr. Scott's claim;
- Working with DLA, A&B and the Management to resolve the Employee Claims;
- Corresponding extensively by email and attending several calls not specifically referenced regarding the Employee Claims and the resolution thereof;

Plan

- Reviewing and commenting on several drafts of the Plan and corresponding with Management, DLA, A&B, MLT, Bennett Jones and the Investor Committee regarding same;
- Reviewing several drafts of a Plan Information Letter prepared by the Company;
- Reviewing and commenting on several drafts of the Articles;
- Corresponding on a daily basis with A&B, DLA, Bennett Jones, the Investor Committee and Management regarding the Plan;
- Attending a call on August 3, 2021 with Aird & Berlis, Bennett Jones and DLA to discuss the Plan;
- Considering the allocation of ACC's equity between preferred and hybrid security holders, including attending a call on August 3, 2021 with A&B and discussing same at various Investor Committee meetings;
- Reviewing and commenting on an agreement prepared by Bennett Jones to be signed by each Investor Committee member confirming their support of the Plan (the "Support Agreement");
- Discussing the Support Agreement on several Investor Committee calls and meetings;
- Considering the procedures to conduct the Creditors' Meetings;
- Reviewing and commenting on the Plan Information Letter prepared by Management and the Company's counsel;
- Corresponding with DLA regarding an electronic meetings protocol relating to the conduct of the Creditors' Meetings;

Portfolio Companies

- Attending numerous calls regarding Achieve One, including on August 3, 5, 6, 9 and 10, 2021, with Management, Achieve One's management and members of the Investor Committee;
- Preparing a draft term sheet on August 3, 3021 regarding Achieve One and distributing same to the Investor Committee and Kyle Makofka;
- Preparing an analysis of a hypothetical sale of certain of the PCs and the resulting cash flow for ACC and ACBI;

Other

- Maintaining the website established by the Monitor for these proceedings;
- Corresponding with various investors and investor representatives throughout the month;
- Corresponding with the Companies' trade creditors, including MNP LLP, LinkedIn, Bell Canada and DocuSign;
- Reviewing the Companies' receipts and disbursements;
- Working with the Company to prepare a summary of the Companies' securities' redemptions in the year prior to the commencement of the CCAA proceedings;
- Corresponding with A&B and Management regarding D&O insurance;
- Dealing with the Company's insurance broker to source D&O coverage for the post-emergence Board of ACC; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	112,346.50
HST		14,605.05
Total due	$	126,951.55

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended August 31, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	82.45	59,776.25
Noah Goldstein	625	48.00	30,000.00
Jordan Wong	450	49.25	22,162.50
Other staff and administration		2.35	407.75
Total Fees		182.05	112,346.50

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Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

November 4, 2021

Invoice No: 2382
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during September 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs"), liquidity issues, the Creditors' Meetings (as defined below) and employee matters;

Investor Committee

- Attending meetings of the investor committee appointed in these proceedings (the "Investor Committee") on September 8, and 29, 2021;

- Speaking with Investor Committee members regarding the PCs, the plan of arrangement (the "Plan"), ACC's revised articles (the "Articles"), corporate governance matters and these proceedings generally;

- Corresponding extensively with Bennett Jones LLP ("Bennett Jones"), Investor Committee counsel, regarding the Plan, the Articles and corporate governance matters;

- Reviewing PC monthly financial reporting for July 2021;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including preparing:
  - weekly cashflow variance analyses for the weeks ending September 5, 12, 19 and 26, 2021; and
  - rolling weekly cash flows, adjusted weekly for actual results;
- Reviewing the Companies' weekly banking activity, including for its holding companies, and comparing same to draft cash flows prepared earlier in these proceedings;
- Corresponding with Management regarding the rolling cash flows;
- Attending several calls with the DIP Lender to keep it apprised of developments in these proceedings, including on September 6, 10, 14 and 21, 2021;
- Corresponding with the DIP Lender regarding the exit facility contemplated to be available to ACC on the termination of the CCAA proceedings (the "Exit Facility"), including on September 3, 7, 14, and 23, 2021;
- Reviewing and commenting on a draft term sheet for the Exit Facility and discussing same with representatives of the Companies and the Investor Committee, including on September 3, 8, 13 and 14, 2021;

October 1, 2021 Motion

- Reviewing and commenting on drafts of the Companies' motion materials for a hearing scheduled to be heard on October 1, 2021 to extend the stay of proceedings to December 15, 2021 (the "October 1st Motion") and to seek an Order approving the conduct of the meeting of creditors to consider and vote on the Plan (the "Creditors' Meetings"), including:
  - the Application Record;
  - the Affidavit of Peter Crawford, the Companies' general counsel, sworn September 20, 2021;
  - the Stay Extension Order; and
  - the Meetings Order;
- Preparing the Sixth Report of the Monitor dated September 21, 2021 ("Sixth Report") in connection with the October 1st Motion and incorporating comments from DLA, Bennett Jones, A&B and the Companies;
- Preparing, for the Sixth Report, a summary of receipts and disbursements from the commencement of the CCAA proceedings to September 12, 2021;

- Reviewing and corresponding extensively with A&B, MLT, DLA and Bennett Jones regarding the materials for the October 1st Motion including the;
    - Plan Information Letter;
    - Electronic Meeting Protocol ("EMP");
    - form of proxy; and
    - newspaper notice of the Creditors' Meetings;
- Assisting the Companies to prepare a weekly cash flow projection, in the context of the October 1st Motion, for the period ending December 15, 2021, including reviewing:
    - current cash balances in the Companies' and Holdcos' bank accounts;
    - projected revenue assumptions; and
    - projected operating expense assumptions;
- Preparing the Monitor's Report on the Cash-Flow Statement dated September 20, 2021;
- Assisting the Companies to prepare "Management's Report on the Cash Flow Statement" dated September 19, 2021;

Claims Process

- Corresponding with Management and DLA regarding disputed employee claims (the "Employee Claims") on September 4, 8, 9, 10, 11 and 23, 2021;
- Corresponding with a member of the Company's former Executive Management Team (the "EMT Employee") regarding his employee claim and attending calls on September 7 and 29, 2021 with him regarding same;
- Corresponding with Management and DLA regarding settlement negotiations with the EMT Employee;
- Attending a call on September 26, 2021 with DLA regarding the Employee Claims;
- Corresponding with Management regarding a settlement of Grant Thornton LLP's proof of claim;
- Preparing on September 16, 2021 and September 23, 2021 a summary of claims for Bennett Jones and a member of the Investor Committee, respectively;

Plan

- Reviewing and commenting on several drafts of the Plan and corresponding with Management, DLA, A&B, MLT, Bennett Jones and the Investor Committee regarding same;
- Reviewing and commenting on ACC's new Articles and attending a call on September 6, 2021 with DLA and Bennett Jones regarding the Companies' post-CCAA governance;

- Reviewing and commenting on September 13, 2021 on a agreement prepared by Bennett Jones to be signed by each Investor Committee member confirming their support of the Plan (the "Support Agreement");

- Discussing on September 13, 17 and 20, 2021 the Support Agreement with Bennett Jones and certain Investor Committee members and reviewing comments regarding same;

- Reviewing several drafts of a Plan Information Letter prepared by Management and the Company's counsel;

- Considering procedures to conduct the Creditors' Meetings and regarding the EMP, including attending meetings on September 13 and 16, 2021 with DLA;

- Reviewing and providing comments on the EMP;

- Engaging LUMI Global Canada ("LUMI") to provide creditor meeting platform and scrutineer services and corresponding with LUMI regarding the Creditors' Meetings on an ongoing basis;

- Attending a call on September 15, 2021 with DLA and LUMI regarding the EMP;

- Drafting the seventh report of the Monitor ("Seventh Report") summarizing the Monitor's assessment of the Plan dated October 6, 2021;

- Corresponding extensively with A&B, DLA, Bennett Jones and Management regarding the Seventh Report;

- Preparing hypothetical realization analyses regarding a sale of the PCs in the near-term and at the end of 2025 (the "Realization Analyses"), as referenced in the Seventh Report and discussing same with members of the Investor Committee;

- Corresponding extensively with Management to review the Realization Analyses including attending calls on September 28 and 30, 2021;

Other

- Maintaining the website established by the Monitor for these proceedings;

- Corresponding with numerous investors and investor representatives throughout the month;

- Responding to creditor inquiries;

- Reviewing the Companies' receipts and disbursements;

- Reviewing distributions received by preferred securityholders prior to the commencement of these proceedings and corresponding with Management regarding same;

- Coordinating with Management to mail certain materials to the Companies' creditors pursuant to the Meetings Order, attending a call on September 27, 2021 with Management and preparing a mailing list regarding same;

- Corresponding on September 3, 4 and 9, 2021 with A&B and Management regarding D&O insurance; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	133,161.55
HST		17,311.00
Total due	$	150,472.55

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended September 30, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	78.50	56,912.50
Noah Goldstein	625	60.00	37,500.00
Jordan Wong	450	74.25	33,412.50
Other staff and administration		5.55	960.75
Total Fees		218.30	128,785.75
Disbursements (newspaper notice)			4,375.80
Total Fees and Disbursements			133,161.55

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Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

November 23, 2021

Invoice No: 2402
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during October 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;

- Attending weekly update calls with Management and A&B regarding, among other things, the Companies' fourteen portfolio companies (each a "PC" and collectively the "PCs") and other matters regarding these proceedings, including the Companies' Plan of Compromise and Arrangement (the "Plan") and the status of the steps required to complete these proceedings;

Investor Committee

- Attending meetings of the investor committee appointed in these proceedings (the "Investor Committee") on October 6, 13, 20, and 27, 2021;

- Speaking with Investor Committee members regarding the PCs and the Plan and working with certain of them to deal with the creditors they represent, or who had questions, concerning the Plan;

- Attending a call on October 13, 2021 with Julie St-Germain, David Lally and Peter Earnshaw regarding the Plan;

- Attending a call on October 21, 2021 with Ms. St-Germain re audit issues;

- Corresponding with Bennett Jones LLP ("Bennett Jones"), Investor Committee counsel, regarding the Plan, the Articles, corporate governance matters and tax matters;

- Reviewing PC monthly financial reporting for August 2021 and posting same in the IC data room;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including preparing:
    - weekly cashflow variance analyses for the weeks ending October 3, 10, 17, 24 and 31, 2021; and
    - rolling weekly cash flows, adjusted weekly for actual results;
- Reviewing the Companies' weekly banking activity, including for its holding companies, and comparing same to draft cash flows prepared earlier in these proceedings;
- Corresponding with Management regarding the rolling cash flows;
- Corresponding with the DIP Lender regarding a drawdown request made on October 8, 2021;
- Attending several calls with the DIP Lender to keep it apprised of developments in these proceedings, including on October 19 and 22, 2021;

October 1, 2021 Motion

- Attending at Court on October 1, 2021 in respect of the motion to seek an order (the "Stay Extension Order") extending the stay of proceedings to December 15, 2021 (the "October 1st Motion") and to seek an order (the "Meetings Order") approving the conduct of the meeting of creditors to consider and vote on the Plan (the "Creditors' Meetings");
- Posting the Stay Extension Order and the Meetings Order on the Monitor's case website;

Seventh Report

- Preparing the seventh report of the Monitor ("Seventh Report") summarizing the Monitor's assessment of the Plan dated October 6, 2021;
- Corresponding extensively with A&B, DLA, Bennett Jones and Management to incorporate their feedback into the Seventh Report;
- Preparing sensitivity analyses comparing a sale of the PCs in the near-term to a sale at the end of 2025 (the "Realization Analyses"), for discussion in the Seventh Report;
- Corresponding extensively with Management to review the Realization Analyses, including attending calls on October 1 and 4, 2021;
- Discussing the Realization Analyses with an IC member;
- Attending a call on October 5, 2021 with Ernst & Young LLP, the Companies' auditor, regarding tax issues related to the Realization Analyses;
- Reviewing and editing a summary of the biographies of the Companies' proposed new board members;
- Dealing with Robert Maroney and Ms. St-Germain regarding the biographies, including attending several calls regarding the biographies;

Claims Process

- Corresponding with Management and/or DLA regarding disputed employee claims filed in the Court-approved Claims Procedure in these proceedings (the "Employee Claims"), including on October 1, 2, 4, 8, 15, 18, 19, 20 and 21, 2021;

- Corresponding with Management and DLA regarding negotiations of an Employee Claim filed by a former member of ACC's Executive Management Team (the "EMT Employee");

- Settling certain Employee Claims, including the EMT Employee's claim;

- Attending calls on October 8, 12 and 14, 2021 regarding a nominee fee payable by ACC;

Creditors' Meeting

- Reviewing and commenting on a newspaper notice re the Creditors' Meeting to be published in the national edition of *The Globe and Mail* (the "Globe");

- Arranging to have the notice published in the Globe on October 6, 2021;

- Posting the materials for the Creditors' Meeting (the "Meeting Materials") on the Monitor's case website, as required pursuant to the Meetings Order;

- Preparing a notice (the "Notice") to creditors of the Creditors' Meetings with a link to the Meeting Materials and arranging with Management to send same to creditors by e-mail on October 7, 2021;

- Coordinating with Management to mail the Notice to the Companies' creditors, as required pursuant to the Meetings Order, and preparing a mailing list regarding same;

- Attending numerous calls and emails on a daily basis with creditors and their representatives regarding the Plan, the Creditors' Meetings, Meeting Materials and next steps in the proceedings;

- Corresponding extensively with investors and investors' representatives to answer questions regarding the Seventh Report;

- Preparing a frequently asked questions document (the "FAQ Document") to assist creditors to understand the terms of the Plan and to provide instructions on voting and attending the Creditors' Meetings;

- Posting the FAQ Document on the Monitor's case website;

- Arranging with Management to provide the FAQ Document to creditors by email;

- Corresponding extensively with creditors regarding voting, including clarifications as to how to complete the proxy to vote (each a "Proxy" and more than one, the "Proxies");

- Attending a call on October 8, 2021 with Bennett Jones and DLA regarding Proxies submitted by investor representatives;

- Tracking all Proxies received;

- Preparing and updating summaries of the voting results received by Proxy and distributing same to Management, A&B, DLA and the Investor Committee;

- Preparing an agenda (the “Agenda”) for the Creditors’ Meeting and incorporating comments from DLA regarding same;
- Attending a call on October 25, 2021 with DLA regarding the Agenda;
- Preparing a presentation for the Creditors’ Meeting summarizing the Plan and incorporating comments from DLA, Bennett Jones, A&B and Management regarding same;
- Corresponding with LUMI Global Canada (“LUMI”), a provider of creditor meeting platform and scrutineer services, regarding the Creditors’ Meetings logistics;
- Attending rehearsals of the Creditors’ Meeting on October 5 and 25, 2021 with LUMI, DLA, Management, A&B and Bennett Jones;
- Arranging to send meeting login instructions to creditors that indicated they planned to attend the Creditors’ Meetings;

Other

- Maintaining the website established by the Monitor for these proceedings;
- Reviewing the Companies’ receipts and disbursements;
- Dealing with the Companies regarding a draft report concerning ACC (the “Report”);
- Communicating extensively on October 27, 28 and 29, 2021 with A&B, DLA and Management regarding the Report;
- Reviewing a draft notice of election to be completed by investor creditors regarding shares to be issued to them under the Plan; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	134,797.44
HST		17,523.67
Total due	$	152,321.11

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended October 31, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	74.30	53,867.50
Noah Goldstein	625	38.00	23,750.00
Jordan Wong	450	117.00	52,650.00
Other staff and administration		17.35	3,995.75
Total Fees		246.65	134,263.25
Disbursements (postage, photocopy)			534.19
Total Fees and Disbursements			134,797.44

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Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

December 7, 2021

Invoice No: 2412
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered during November 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

General

- Corresponding extensively with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP ("MLT"), and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding these CCAA proceedings;

Investor Committee

- Attending meetings of the Investor Committee on November 3, 10 and 15, 2021;
- Corresponding with Bennett Jones regarding the Complaint, corporate governance matters, employee matters and tax matters;
- Reviewing portfolio company monthly financial reporting for September 2021 and posting same in the Investor Committee data room;

DIP Reporting

- Assisting ACC with its reporting obligations pursuant to the debtor-in-possession ("DIP") loan term sheet between it and RCM Capital Management Ltd., the DIP lender in these proceedings (the "DIP Lender"), including preparing:
  - weekly cashflow variance analyses for the weeks ending November 7, 14 and 21, 2021; and
  - rolling weekly cash flows, adjusted weekly for actual results;
- Reviewing the Companies' weekly banking activity, including for its holding companies, and comparing same to draft cash flows prepared earlier in these proceedings;
- Corresponding with Management regarding the rolling cash flows;

- Corresponding with the DIP Lender regarding a drawdown request made on November 16, 2021;

- Corresponding with Management and the DIP Lender regarding the Companies' exit facility with the DIP Lender, including attending calls on November 17, 23 and 26, 2021;

- Reviewing the terms of the Exit Facility in connection with the Monitor's approval required under the Companies' Plan of Arrangement (the "Plan");

Creditors' Meeting

- Preparing for the meeting of creditors to consider and vote on the Plan (the "Creditors' Meetings");

- Attending calls and emails with creditors and their representatives regarding the Plan, the Creditors' Meetings, meeting materials and next steps in the proceedings;

- Corresponding with LUMI Global Canada ("LUMI"), the firm that provided the meeting platform and scrutineer services, regarding Creditors' Meetings logistics;

- Maintaining a summary of the voting results received by proxy (the "Proxies" and each a "Proxy") and providing same to Management, the Investor Committee and counsel in these proceedings;

- Corresponding with LUMI regarding the votes received by Proxy;

- Attending a rehearsal of the Creditors' Meeting on November 2, 2021 with LUMI, DLA, Management, A&B and Bennett Jones;

- Attending the Creditors' Meetings on November 2, 2021;

November 17, 2021 Motion

- Reviewing and commenting on drafts of the joint application record of the Companies and Monitor for a hearing on November 17, 2021 (the "November 17 Motion") to seek an Order sanctioning the Plan (the "Sanction Order") and an Order extending the stay of proceedings to January 31, 2022 (the "Stay Extension Order"), including:

    - the Application Record;

    - the Affidavit of Peter Crawford, the Companies' general counsel, sworn November 10, 2021;

    - the Sanction Order; and

    - the Stay Extension Order;

- Preparing the Eighth Report of the Monitor dated November 10, 2021 in connection with the November 17 Motion and incorporating comments from DLA, A&B and the Companies;

- Preparing minutes of the Creditors' Meetings and incorporating comments from DLA;
- Preparing an attendance list and summary of questions asked at the Creditors' Meeting;
- Corresponding with LUMI to obtain its report on the results of the vote on the Plan;
- Attending a call on November 5, 2021 with A&B and MLT regarding the Application Record;
- Assisting the Companies to prepare a weekly cash flow projection (the "Cash Flow Projection") in the context of the November 17 Motion, for the period ending January 31, 2022, including reviewing:
    - current cash balances in the Companies' and Holdcos' bank accounts;
    - projected revenue assumptions; and
    - projected operating expense assumptions;
- Attending a call on November 9, 2021 with Management regarding the Cash Flow Projection;
- Preparing the Monitor's Report on the Cash-Flow Statement dated November 10, 2021;
- Assisting the Companies to prepare "Management's Report on the Cash Flow Statement" dated November 10, 2021;
- Attending at Court on November 17, 2021;
- Posting the Sanction Order and the Stay Extension Order on the Monitor's case website;

Claims Process

- Corresponding with Management and/or DLA regarding disputed employee claims filed in the Court-approved Claims Procedure in these proceedings (the "Employee Claims"), including on November 22, 23, 24, 25 and 26, 2021;
- Attending a call on November 26, 2021 with DLA regarding the Employee Claims;
- Settling certain Employee Claims and reviewing settlement agreements re same;

Plan Implementation

- Corresponding with Management, A&B, DLA and Bennett Jones regarding Plan implementation;
- Corresponding with A&B, DLA and Bennett Jones regarding the Monitor's certificate and waiver of certain conditions pursuant to the Plan;
- Corresponding extensively with creditors by phone and email regarding a notice of election (the "Election Notice") to be completed by investor creditors regarding shares to be issued to them under the Plan; and
- Corresponding with Management regarding the Election Notice;

Other

- Maintaining the website established by the Monitor for these proceedings;
- Reviewing the Companies' receipts and disbursements;
- Drafting a section of the Companies' third quarter investor update;
- Dealing with the Companies regarding a draft report concerning ACC (the "Report");
- Communicating with A&B, DLA and Management regarding the Report;
- Attending a call on November 5, 19, 22, 23 and 24, 2021 with A&B, DLA and/or Bennett Jones regarding the Report;
- Corresponding with creditors generally; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	90,836.56
HST		11,808.75
Total due	$	102,645.31

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended November 30, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	45.40	32,915.00
Noah Goldstein	625	37.00	23,125.00
Jordan Wong	450	74.75	33,637.50
Other staff and administration		6.55	1,015.75
Total Fees		163.70	90,693.25
Disbursements (courier)			143.31
Total Fees and Disbursements			90,836.56

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Ardenton Capital Corporation and
Ardenton Capital Bridging Inc.
200-6th Ave W
Vancouver, BC V5Y 1K1

December 21, 2021

Invoice No: 2461
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered for December 2021 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA")[1], including:

General

- Corresponding with the Companies' management ("Management") and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding the implementation of the Companies' plan of compromise and arrangement (the "Plan"), unresolved employee claims and various other sundry matters;

Plan Implementation

- Reviewing the final draft of the RCM Capital-WSC Holdings Ltd. "exit facility";
- Reviewing correspondence from A&B and DLA regarding Plan implementation issues;
- Executing on December 1, 2021 the Plan Condition Waiver and the Monitor's Certificate;
- Reviewing the "Update on Plan Implementation" issued by ACC on December 8, 2021;

Claims Process

- Corresponding with Management and/or DLA regarding disputed employee claims filed in the Court-approved Claims Procedure in these proceedings (the "Employee Claims"), including on December 1, 2, 6, 8, 9, 10, 16, and 17, 2021 in respect of;
  - a letter dated December 3, 2021 from DLA to Yeager Employment Law;
  - a draft settlement on December 8, 2021 from DLA re Martha Kane;

[1] As you requested, this invoice includes an accrual for December 21 to 31, 2021, which we will be adjusted for actual in our next invoice.

- an email dated December 9, 2021 from DLA to Geoff Mason of Mason Employment Law;
- an email dated December 16, 2021 from DLA re Martha Kane's agreement to the proposed settlement terms;
- a Notice of Dispute from Stewart Scott received on December 17, 2021 in respect of his disallowed claim;

Other

- Dealing extensively with an update (the "Update") to a draft report prepared earlier in these proceedings, including addressing comments from DLA, A&B and Management, including, but not limited to, emails from A&B on December 1, 8, 14, 16, 2021 and discussions and emails with DLA on December 1, 12 and 16, 2021;
- Maintaining the case website in these proceedings;
- Corresponding with Management regarding investor contact information;
- Corresponding with creditors generally; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees	$	15,163.32
HST		1,971.23
Total due	$	17,134.55

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

For the period ended December 31, 2021

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	4.20	3,045.00
Noah Goldstein	625	2.50	1,562.50
Jordan Wong	450	10.00	4,500.00
Other staff and administration		0.75	1,015.75
Total Fees (December 1 to December 20, 2021)		17.45	10,123.25
Disbursements (courier)			40.07
Total Fees and Disbursements (December 1 to December 20, 2021)			10,163.32
Fee Accrual (December 21 to December 31, 2021)[1]			5,000.00
Total Fees			15,163.32

1 Represents an accrual for the remainder of the year. Unbilled amounts will be adjusted against the January 2022 invoice.

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January 20, 2022

Invoice No: 2493
HST #: 818808768RT0001

INVOICE

Re: Ardenton Capital Corporation ("ACC") and Ardenton Capital Bridging Inc. ("ACBI" and collectively with ACC, the "Companies")

For professional services rendered from January 1 to January 20, 2022 by KSV Restructuring Inc. ("KSV") in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA")[1], including:

- Corresponding with the Companies' management and the Companies' co-legal counsel, Aird & Berlis LLP ("A&B") and MLT Aikins LLP, counsel to Ardenton's new Board of Directors (the "New Board"), Bennett Jones LLP ("Bennett Jones"), and our counsel, DLA Piper (Canada) LLP ("DLA"), regarding the process to terminate these proceedings, discharge the monitor and deal with ancillary matters;

- Corresponding with Management and/or DLA regarding a disputed claim filed by Stewart Scott, a former employee of ACC, including the process and timing to adjudicate the claim;

- Corresponding on January 6, 2022 with Peter Crawford and Zafar Syed, an investor;

- Attending a call on January 6, 2022 with Mr. Crawford regarding the status of the CCAA proceedings and the process to terminate these proceedings;

- Corresponding on January 6 and 7, 2022 with A&B and DLA regarding the process to terminate these proceedings, including several emails regarding the language in the termination order concerning the process to discharge the Monitor;

- Reviewing a statement of claim filed by Hemostemix Inc. against, *inter alia*, Kyle Makofka, Kingsman Scientific Management Inc., Jed Wood, a member of the New Board, and others (the "Claim");

- Attending several calls and corresponding extensively during the weeks of January 10 and 17, 2022 with DLA, Paliare, Roland Rosenberg Rothstein LLP ("PRRR") and/or Bennett Jones regarding the Claim;

- Preparing the Ninth Report of the Monitor (to be filed) regarding approval of the fees and

[1] As noted in our December invoice, this invoice includes an adjustment of the accrual for December 21 to 31, 2021 based on actual time incurred.

expenses of the Monitor and DLA, the termination of these proceeds and the discharge of the Monitor;

- Preparing the Monitor's fee affidavit from the commencement of the CCAA proceedings to its conclusion and reviewing and commenting on DLA's fee affidavit regarding same;
- Corresponding with DLA and A&B regarding the Ninth Report;
- Reviewing DLA's fee affidavit sworn January 18, 2021;
- Maintaining the case website in these proceedings;
- Corresponding with creditors; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total professional fees and disbursements	$	26,981.94
Less: Fee accrual from December 2021[2]		(4,818.75)
		22,163.19
HST		2,881.21
Total due	$	25,044.40

[2] The December 2021 invoice included a fee accrual for the period December 21 to December 31, 2021 (the "Period"). The adjustment above represents the balance of the fee accrual that was not applied against additional time incurred during the Period.

KSV Restructuring Inc.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Time Summary

January 1, 2022 to January 20, 2022

Personnel	Rate ($)	Hours	Amount ($)
Robert Kofman	725	20.10	14,572.50
Noah Goldstein	625	7.75	4,843.75
Jordan Wong	450	16.75	7,537.50
Total Fees (January 1 to January 20, 2022)		44.60	26,953.75
Disbursements (courier)			28.19
Total Fees and Disbursements (January 1 to January 20, 2022)			26,981.94
Less: Fee Accrual from December 2021[1]			(4,818.75)
Total			22,163.19
HST (13%)			2,881.21
Total Fees			25,044.40

1 KSV's December 2021 invoice included a fee accrual for the period December 21 to December 31, 2021 (the "Period"). The unused portion of the fee accrual has been applied to this invoice.

This is Exhibit "B" referred to in the
Affidavit of Robert Kofman sworn before
me, this 20th day of January, 2022

.....

A commissioner for taking affidavits

Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Restructuring Inc.
Expires January 27, 2024.

Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

Schedule of Professionals' Time and Rates

For the Period from February 16, 2021 to January 20, 2022

Personnel	Title	Duties	Hours	Billing Rate ($ per hour)	Amount ($)
Robert Kofman	Managing Director	Overall responsibility	823.85	725	597,291.25
Noah Goldstein	Managing Director	All aspects of mandate	603.45	625	377,156.25
Jordan Wong	Manager	All aspects of mandate	857.50	450	385,875.00
Esther Mann	Manager	All aspects of mandate	321.85	450	144,832.50
Other staff and administrative	Various		193.65	140-650	55,652.50
Total fees					1,560,807.50
Total hours					2,800.30
Average hourly rate					$ 557.37

Appendix “M”

This is the 1st affidavit
of Edmond F. B. Lamek in this case
and was made on January 18, 2022

No. S-211985
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 ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

AFFIDAVIT

I, **EDMOND F. B. LAMEK,** Barrister and Solicitor, of 6000-100 King Street West, in the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a partner with the firm of DLA Piper (Canada) LLP, counsel to KSV Restructuring Inc., in its capacity as *Companies' Creditors Arrangement Act* monitor (the "**Monitor**") of Ardenton Capital Corporation and Ardenton Capital Bridging Inc., (together, the "**Companies**") and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where stated to be made on information and believe, and where so stated I verily believe those facts to be true.

2. DLA Piper (Canada) LLP was retained by the Monitor to act as its counsel.

3. Attached hereto and marked as **Exhibit "A"** to this my Affidavit are true copies of the account of DLA Piper (Canada) LLP dated April 21, 2021, May 21, 2021, June 24, 2021 (redacted) July 14, 2021 (redacted), August 23, 2021, September 22, 2021, October 15, 2021, November 9, 2021, November 24, 2021, December 9, 2021, December 20, 2021 and January 17, 2022 (collectively, the "**DLA Accounts**") in the following amounts:

Invoice Date	Fees	Costs	HST	TOTAL
April 21, 2021	$157,069.50	$105.60	$20.422.37	$177,597.47
May 21, 2021	$91,069.00	$0	$11,838.97	$102,907.97
June 24, 2021	$75,784.50	$0	$9,851.99	$85,636.49
July 14, 2021	$39,986.50	$81.50	$5,208.85	$45,276.85
Aug. 23, 2021	$46,694.50	$116.50	$6,075.04	$52,886.04
Sept. 22, 2021	$55,302.00	$0	$7,189.26	$62,491.26
Oct. 15, 2021	$54,733.50	$0	$7,115.36	$61,848.86
Nov. 9, 2021	$39,746.50	$8.96	$5,168.21	$44,923.67
Nov. 24, 2021	$52,215.50	$0	$6,788.02	$59,003.52
Dec. 9, 2021	$13,070.00	$0	$1,699.10	$14,769.10
Dec. 20, 2021	$11,345.00	$0	$1,474.85	$12,819.85
Jan. 17, 2022	$19,850.00	$0	$2,850.50	$22,430.50
TOTAL	**$ 656,866.50**	**$312.56**	**$85,412.52**	**$742,591.58**

which fees and costs were necessarily incurred in fulfilling the instructions of the Monitor and which have been approved as evidenced by the Monitor's endorsement.

4. The services comprised in the DLA Accounts relate to:

(a) advising the Monitor on all usual CCAA matters;

(b) meetings with counsel for the Petitioners;

(c) reviewing the Companies' investor documentation and communications and considering inter-creditor priority issues;

(d) meetings with the Investor Committee and its counsel;

(e) working on the Companies' CCAA Plan, Articles of Reorganization and related materials;

(f) reviewing all agreements entered into by the Companies during the proceedings, including, but not limited to, the DIP Financing term sheet, the Key Employee Retention Plan, the Consulting Agreement pursuant to which Kyle Makofka's services were provided to the Companies as Chief Restructuring Officer and the Separation Agreement of James Livingstone, the Companies' former Chief Executive Officer;

(g) drafting and implementing the Claims Procedure;

(h) preparing for, and attending at, numerous Court hearings;

(i) advising on CCAA Creditors' meetings and attending same;

(j) dealing with creditors and/or their representatives;

(k) negotiating with counsel for employee claimants;

(l) working on implementation of CCAA Plan;

5. The total professional time comprised in the DLA Accounts is 945.8 hours, at an average hourly rate of $694.50, of which further particulars are as follows:

Lawyer	Rate	Hours
Colin D. Brousson	$695	301.6
Edmond F. B. Lamek	$745	439.3
Jeffrey D. Bradshaw	$450	80.1
Carole J. Hunter	$650	92.2
Danny M. Nunes	$625	14.1
Richard Press	$695	10.0
Kevin Fritz	$695	7.9
Derek Sigel	$695	.4
Michael Lisanti	$275	.2

6. Our advice and services were rendered to the Monitor at Vancouver, British Columbia, Toronto, Ontario and Calgary, Alberta.

7. I was called to the Bar of the Province of Ontario in 1992 and have a recognized specialty in all aspects of Canadian and cross-border corporate insolvency and restructuring transactions and court proceedings throughout my career, including acting for all types of Court-appointed officers. My co-lead counsel, Mr. Brousson, was called to the Bar and admitted as a solicitor in the Province of British Columbia in May 1996, and since that time has primarily acted in insolvency and realization matters and in financing issues, including advice to CCAA Monitors and other Court-appointed officers.

SWORN BEFORE ME via videoconference, at Toronto, Ontario, on January 18, 2022. (O. Reg. 431/20)	)	
A Commissioner for taking Affidavits for the Province of Ontario.	)	EDMOND F. B. LAMEK

DANNY NUNES

Exhibit "A"

This is Exhibit "A" to the Affidavit of Edmond F. B. Lamek
Sworn January 18, 2022

A Commissioner for taking Affidavits.

DANNY NUNES

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

April 21, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2022989
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through March 31, 2021.

Total Fees	$	157,069.50
Total Disbursements:	$	105.60
Total HST:	$	20,422.37
Total Current Invoice Due:	**CAD $**	**177,597.47**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice: **Please be sure to indicate invoice number on all payments**

Invoice No: 2022989 File No: 103454-00004 Amount: **CAD 177,597.47**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7
Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
SWIFT Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation.
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: April 21, 2021
Invoice Number: 2022989

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through March 31, 2021.

Date	Professional	Description	Hours	Amount
02/10/21	Edmond Lamek	Reviewing Investor summary and other update materials from KSV;	0.40	298.00
02/11/21	Edmond Lamek	8:45am call with KSV and A&B to discuss filing entities, and prefiling sources of liquidity for ACC;	0.50	372.50
02/12/21	Colin D. Brousson	Review investor summary and background of Ardenton; conference with Mr. Lamek;	0.50	347.50
02/16/21	Danny Nunes	Review investor summary;	0.10	62.50
02/22/21	Edmond Lamek	Reviewing and commenting on James Livingston affidavit draft;	1.80	1,341.00
02/23/21	Edmond Lamek	Drafting template DIP term sheet;	2.00	1,490.00
02/24/21	Edmond Lamek	Working on Affidavit comments, DIP term sheet, various Monitor documents and related calls with KSV and A&B;	4.20	3,129.00
02/25/21	Edmond Lamek	Revising various CCAA docs for KSV; call with KSV re DIP Term sheet; updating DIP term sheet per discussion;	2.60	1,937.00
02/26/21	Colin D. Brousson	Review investor list and emails on initial Order; draft comments on filing issues; review bonus payment issue;	1.00	695.00
02/26/21	Colin D. Brousson	Review Affidavit of Mr. Livingstone; attend call on all filing matters and relief sought; review emails on bonus claims and KERP; draft comments on same;	2.50	1,737.50
02/28/21	Edmond Lamek	Commenting on latest CCAA Materials, noon call with KSV and Colin Brousson; call	2.50	1,862.50

Date	Professional	Description	Hours	Amount
		with Kyle Plunkett re scaling back day one requests 8:30pm call with A&B, MLT, KSV and Brousson;		
03/01/21	Edmond Lamek	Comments and revisions to Proposed Monitor Report; calls with KSV, A&B, Colin Brousson; many emails regarding UK bank defaults, sources and uses report, next steps; re-reviewing and commenting on latest draft Livingstone Affidavit;	2.70	2,011.50
03/01/21	Colin D. Brousson	Attend conference call with proposed monitor on all issues in filing; review and comment on draft materials; draft emails to proposed Monitor; review Initial Order, revised affidavit and draft report; draft comments on same; attend meeting with all counsel on all documents and approach to Initial Order and comeback hearing, review emails on revised approach; draft email on D+O charge issues; review employee letter draft and comment on same; draft emails on UK default concerns;	6.50	4,517.50
03/02/21	Colin D. Brousson	Draft emails on obtaining judge; draft emails to Mr. Skelly; attend to Registry and obtain judge assignment; draft update; conference with Mr. Lamek on approach to application; draft email on attendance in Court; telephone call to M. Plunkett on all matters; review and comment on Petition;	2.80	1,946.00
03/03/21	Edmond Lamek	Call with KSV re final comments on Petitioner's materials; finalizing report; follow up call re service of prescribes info on Creditors;	1.00	745.00
03/03/21	Colin D. Brousson	Attend conference call on finalizing materials for CCAA; draft email on CCAA materials; draft email on pre-filing report;	1.00	695.00
03/04/21	Colin D. Brousson	Review pre-filing report and prepare submissions for Initial Order Hearing;	1.00	695.00
03/05/21	Colin D. Brousson	Draft emails on hearing; telephone call to Mr. Kofman on last minute instructions; review new financial statements; review reports on D+O and admin charge; attend hearing and report on same; draft emails on service list and service issues to Mr. Clifford; review email updates from Mr. Kofman on communications with investors, RCSC and others;	4.50	3,127.50
03/08/21	Edmond Lamek	Throughout the day dealing with revisions to communications, discussing next steps	2.80	2,086.00

Date	Professional	Description	Hours	Amount
		and emerging investor issues and reactions;		
03/08/21	Colin D. Brousson	Draft emails to Mr. Lamek; instruct paralegal on service list updates; review email from Mr. Roberts;	0.60	417.00
03/09/21	Edmond Lamek	Reviewing and revising current draft of Monitor's first report and several other monitor communication documents; commenting on company affidavit; emails with C. Hunter regarding inter investor priority issues and law; noon update call with KSV, A&N, MLT; call with Colin Brousson re status of plan formulation and various CCAA matters;	4.30	3,203.50
03/09/21	Colin D. Brousson	Attend upon update call setting plan for comeback hearing; review draft report and provide comments on same; draft emails on service list; draft email to potential DIP Lender;	2.10	1,459.50
03/10/21	Kevin F. Fritz	Call with E. Lamek; consideration of ability of noteholders to claim deduction for doubtful debts on unpaid interest; conference call with Aird & Berlis; review of draft letter to noteholders;	1.40	973.00
03/10/21	Carole J. Hunter	Email from E. Lamek re research; commence research on unsecured subordination agreements in context of CCAA proceedings;	1.50	975.00
03/10/21	Edmond Lamek	Background call with Kevin Fritz re investor tax issue; call with A&B tax people and KSV; drafting Investor T-5 letter; update call with C. Brousson; further comments on Monitors report, Livingstone affidavit and DIP solicitation Letter; discussing plan intercreditor concepts with Kofman;	3.90	2,905.50
03/10/21	Colin D. Brousson	Conference with Mr. Lamek on status of all matters; review revised Monitor's report and comment on same; draft emails on service list to various counsel; review investor emails; draft further emails to Mr. Dizep; possible DIP Lender; draft email on status of Report; draft emails to Monitor;	2.50	1,737.50
03/11/21	Carole J. Hunter	Review Livingstone Affidavit and concern issues relating to unsecured claims; review information in Project Tugboat data room; research and review caselaw on subordination agreements between unsecured creditors in the context of CCAA	3.80	2,470.00

Date	Professional	Description	Hours	Amount
		proceedings;		
03/11/21	Edmond Lamek	Emails throughout the day on various matters; marking up draft documents; call regarding claim procedure design and implementation;	2.80	2,086.00
03/11/21	Colin D. Brousson	Draft emails on report revisions and service; draft emails on hearing call in; draft emails to Mr. Jackson; attend team meeting on all matters prior to service and hearing; draft emails to Mr. Clifford;	2.20	1,529.00
03/12/21	Edmond Lamek	Emails regarding creditor committee requests; note priority issues; claims procedure materials; go forward restructuring strategy;	1.00	745.00
03/12/21	Colin D. Brousson	Draft email to Mr. Jackson and Mr. Kofman; attend to call with Mr. Jackson on comeback hearing; instruct Ms. Yang on service list;	1.40	973.00
03/13/21	Edmond Lamek	Emails and call with BK; 11am group status update call; commenting on plan outline; drafting investor committee solicitation letter;	2.50	1,862.50
03/13/21	Colin D. Brousson	Attend all hands update meeting in advance of comeback hearing; prepare for hearing; draft emails on position to Mr. Reardon; telephone call from Mr. Reardon;	2.20	1,529.00
03/14/21	Edmond Lamek	Revising Investor Update and Investor Committee letter; related emails and call with Bobby Kofman;	1.20	894.00
03/14/21	Danny Nunes	Review correspondence from E. Lamek regarding negative claims process; draft claims procedure order; review CCAA affidavit;	1.60	1,000.00
03/14/21	Colin D. Brousson	Attend to emails on parties wishing to attend hearing; instruct paralegal on service list; finalize submissions;	2.10	1,459.50
03/15/21	Carole J. Hunter	Review caselaw on subordination among unsecured claims in the context of CCAA proceedings; review and consider subordination provisions in subscription agreements; drafting memo on legal issues and analysis;	4.50	2,925.00
03/15/21	Danny Nunes	Draft claims procedure order; speak to E. Lamek regarding same; correspondence to E. Lamek attaching draft order;	3.30	2,062.50

Date	Professional	Description	Hours	Amount
03/15/21	Colin D. Brousson	Attend in Court on comeback hearing; draft emails to Ms. Kennedy; draft emails to Mr. Lamek; telephone call from Mr. Jackson; draft email to Mr. Jackson; draft reporting emails to Mr. Kofman; draft emails to Mr. Kelly; review request to appear and comment on same;	4.40	3,058.00
03/15/21	Edmond Lamek	Emails regarding extension motion and Kibben's issues; call with D. Nunes re claims procedure materials;	1.80	1,341.00
03/16/21	Danny Nunes	Review and revise claims procedure order; correspondence with E. Lamek regarding same;	0.90	562.50
03/16/21	Carole J. Hunter	Review and analysis of subordination provisions in the MBI notes; draft memo on subordination agreements in CCAA proceedings and classification of creditors; emails with E. Lamek re results of research;	3.80	2,470.00
03/16/21	Colin D. Brousson	Consider issues on request to appear; attend on call with Mr. Jackson; attend call with Monitor on all issues; draft emails to Mr. Kofman; telephone call from EY representatives; draft emails on approach to investor committee; attend all hands Zoom call; draft emails on service list additions;	3.30	2,293.50
03/16/21	Edmond Lamek	Working on Claims Procedure Order and materials;	1.80	1,341.00
03/17/21	Carole J. Hunter	Review, revise and finalize memo on subordinated unsecured claims in the context of CCAA proceedings; emails with E. Lamek re re-framed issues and additional research on "interest stops" rule;	2.20	1,430.00
03/17/21	Edmond Lamek	Revising Claims Procedure Order, circulating for comment; calls and emails re investor committee issues and communications; review and comment on intra-creditor priorities memo;	2.90	2,160.50
03/17/21	Danny Nunes	Review revised claims procedure order; correspondence with E. Lamek regarding same;	0.40	250.00
03/17/21	Colin D. Brousson	Review update from Court; draft comments on same; draft emails on timing and service of DIP application; consider issues on priority of investors within unsecured class and draft emails on same; review Memorandum of Ms. Hunter; draft revised	3.50	2,432.50

Date	Professional	Description	Hours	Amount
		issues to consider on priority within unsecured class; review and comment on Claims Process Order;		
03/18/21	Danny Nunes	Review correspondence regarding draft claims procedure and potential revisions to same; review revised claims procedure order; correspondence with E. Lamek and C. Brousson regarding same;	0.60	375.00
03/18/21	Carole J. Hunter	Review and revise memo on unsecured creditor subordinations and classification for voting; emails with C. Brousson on final version of the memo; emails with E. Lamek and C. Brousson re interest stops rule in CCAA proceedings;	1.20	780.00
03/18/21	Edmond Lamek	Email exchanges regarding Claims Procedure Order provisions and comments, CJH Priorities Memo, Investor Committee and Committee Counsel; working on Committee by laws; email update son investor communications and complaints;	3.30	2,458.50
03/18/21	Colin D. Brousson	Draft emails on priority memorandum; draft comments on DIP and Claims process; draft email on activities approval; draft email on new decision on commonality of classes; draft email on services of CRA and government bodies; draft comments on how to address reverse claims process;	2.20	1,529.00
03/19/21	Carole J. Hunter	Research on the application of the "interest stops" rule in the context of a CCAA proceeding;	2.80	1,820.00
03/19/21	Edmond Lamek	Working on Investor Committee By Laws; reviewing subordination cases referenced in CJH memo;	1.30	968.50
03/20/21	Edmond Lamek	11:00am update conference call with KSV and A&B, follow up emails with C. Brousson;	0.80	596.00
03/20/21	Colin D. Brousson	Attend all hands Zoom call; draft email to Mr. Skelly;	1.00	695.00
03/21/21	Carole J. Hunter	Review Rico Enterprises case and consider factual issues; emails with E. Lamek re same; review Wiivv Wearables decision on classification and emails with C. Brousson	1.50	975.00
03/21/21	Edmond Lamek	Review and comment on Second Report of the Monitor; revising Investor Committee By Laws;	1.30	968.50

Date	Professional	Description	Hours	Amount
03/22/21	Danny Nunes	Draft schedules for claims procedure;	3.80	2,375.00
03/22/21	Carole J. Hunter	Review and consider subordination issues discussed in the Maxwell Communications case; further research on the recognition of subordinations in the context of bankruptcy; drafting memo on the interest stops rule and its application in bankruptcy and CCAA proceedings;	4.20	2,730.00
03/22/21	Edmond Lamek	Revising Claims Procedure Order, revising Investor Committee ByLaws, call with B. Kofman and K. Jackson; email to K. Jackson; reviewing priorities memo; email to C. Hunter;	4.30	3,203.50
03/22/21	Jeffrey Bradshaw	Document and file review; confer with C. Brousson; draft, review and revise Pleadings; legal and procedural research;	5.80	2,610.00
03/22/21	Colin D. Brousson	Review and draft comments on Monitor's draft report; draft comments on Committee order; draft emails to Mr. Jackson; telephone call to Mr. Jackson; instruct Mr. Bradshaw on drafting; draft emails on tasks being undertaken by DLA Vancouver;	2.50	1,737.50
03/23/21	Danny Nunes	Revise draft claims procedure forms; correspondence with E. Lamek regarding same; circulate for review and comment; revise draft claims procedure forms; correspondence regarding same; speak to E. Mann regarding draft claims procedure order;	2.10	1,312.50
03/23/21	Carole J. Hunter	Review and consider email from E. Lamek re subordination language and possible issues with Hybrid Securities; review and consider subordination language and related definition in each series of subscription agreements and certificates for the Preferred Securities, MBI Notes and Hybrid Securities; revise memo on unsecured creditor subordinations; review interest provisions in the various subscription agreements and revise memo on "interest stops"; emails with B. Wolanski re missing 2018 subscription agreement and confirmation of issued and outstanding preferred shares;	4.50	2,925.00
03/23/21	Edmond Lamek	Call with BK, KJ and others regarding various intercreditor priority issues and other creditor inquiries;	1.30	968.50

Date	Professional	Description	Hours	Amount
03/23/21	Edmond Lamek	Finalizing Claim Procedure Order and Schedules; working on by laws; committee communications;, comment on KSV Report; revise notice of Application for CPO and IC order;	2.80	2,086.00
03/23/21	Jeffrey Bradshaw	Document and file review; confer with C. Brousson; draft, review and revise Pleadings; legal and procedural research; email exchange with Monitor; confer with E. Lamek and D. Nunes;	4.30	1,935.00
03/23/21	Colin D. Brousson	Draft emails on Claim Process Order; review emails to Mr. Jackson concerning Investor Committee; draft terms for Investor Committee Order; review comments on Notice of Application; revise draft Committee Order and Notice of Application; draft reporting emails on same;	4.80	3,336.00
03/24/21	Carole J. Hunter	Review Series II- 2018 subscription agreement; revise and draft memo on subordinated unsecured claims; consider impact of different definitions of "Preferred Security" in the subscription agreement; consider whether subordination language is clear and unequivocal; emails with E. Lamek;	3.00	1,950.00
03/24/21	Danny Nunes	Review correspondence from B. Kofman regarding claims procedure forms; correspondence with E. Lamek regarding same;	0.30	187.50
03/24/21	Edmond Lamek	Reviewing MBI claim for a fee; discussing James management fee; further revising investor committee by laws; finalizing CPO; further comments on KSV Report; many email exchanges regarding court documents; investor committee communications; next steps;	3.40	2,533.00
03/24/21	Jeffrey Bradshaw	Confer with C. Brousson; draft, review and revise Pleadings; email exchange with Monitor; confer with E. Lamek and D. Nunes; email exchange with counsel for DIP lender and company; legal and procedural research re: investor committee;	3.10	1,395.00
03/24/21	Colin D. Brousson	Draft comments on suggested changes to Notice of Application, Monitor's Report and Orders; draft emails on Mr. Jackson's comments; draft emails to Petitioner's Counsel; review Notice of Application for DIP and change in the Administrative	5.50	3,822.50

Date	Professional	Description	Hours	Amount
		Order; conference with Mr. Lamek on amendments to Monitor's Report; attend to calls with Monitor; draft emails to Petitioners and Petitioner's counsel; draft email on sealing Order; review Confidential Appendices; draft email to Mr. Jackson; draft comments on Bylaws and committee Order; review Application Record Index and comment on same;		
03/25/21	Michael Lisanti	Pull cases for Book of Authorities;	0.20	55.00
03/25/21	Carole J. Hunter	Complete analysis on inconsistent definitions and impact on priority scheme; review, revise and finalize memo on unsecured creditor subordinations; email to E. Lamek and C. Brousson re memo;	3.00	1,950.00
03/25/21	Jeffrey Bradshaw	Confer with C. Brousson; draft, review and revise Pleadings; confer with C. Brousson; email exchange with Monitor; confer with E. Lamek and D. Nunes; email exchange with counsel for DIP lender and company; legal and procedural research re: sealing order; preparation of the Book of Authorities; attend to filing;	4.80	2,160.00
03/25/21	Colin D. Brousson	Revise and finalize all court material for three orders; instruct Mr. Bradshaw and Ms. Yang on all filing and service issues; conference with MLT Aikins on Application Record and filing aspects; draft emails to Mr. Jackson; attend to original filing of Monitor signatures; telephone calls to Mr. Clifford;	6.20	4,309.00
03/25/21	Edmond Lamek	Working on court materials, IC materials; providing comments on Monitor's Second Report; discussing DIP proposals with KSV; emails with lawyers for MBI re committee by laws and draft committee order; reviewing C Hunter draft memo on Hybrids Debenture priorities; making final revisions to Notice of Application to conform with latest drafts of Committee Order and 2nd Report, many emails with Vancouver re materials, and filing, service, etc;	4.40	3,278.00
03/26/21	Carole J. Hunter	Review research on interest stops rule in CCAA proceedings;	1.20	780.00
03/26/21	Edmond Lamek	Revisions to IC By laws; various committee emails;	1.30	968.50
03/27/21	Carole J. Hunter	Review and consider email from E. Lamek re preferred shares reference in	0.50	325.00

Date	Professional	Description	Hours	Amount
		subscription agreements; review relevant provisions to confirm priorities vis a via preferred shares and debt securities; email to E. Lamek re issues relating to the preferred shares;		
03/27/21	Edmond Lamek	Further revisions to Committee By laws; emails with KSV re CJH memo; call with BK; 11am group call;	2.00	1,490.00
03/29/21	Edmond Lamek	Reviewing and commenting on K. Jackson revision to Committee By Laws; emails with C. Hunter re inter-investor priority issues;	0.80	596.00
03/29/21	Carole J. Hunter	Review and consider position of K. Plunkett on definition of "indebtedness"; emails with E. Lamek re expansive and inconsistent definition; review caselaw on interest stops rule in CCAA proceedings;	1.50	975.00
03/30/21	Edmond Lamek	Update Committee By Laws per Fasken's comments and emails with Kibben Jackson re his questions;	0.70	521.50
03/30/21	Carole J. Hunter	Attend Zoom meeting with KSV/DLA/ACC and A&B re preferred and hybrid securities priority issues; emails with B. Wolanski re additional information and documentation requests;	1.20	780.00
03/30/21	Danny Nunes	Review correspondence regarding status of claims procedure and DIP motion;	0.20	125.00
03/30/21	Edmond Lamek	Afternoon emails and calls regarding Fasken's comments on IC By laws and Admin Charge; related last minute motion logistics and related matters;	1.80	1,341.00
03/30/21	Colin D. Brousson	Prepare for meeting on priority concerns among Preferred Securities, Hybrids and Promissory Notes; draft emails on same; prepare submissions for Claims Procedure Order, Sealing Order and Committee Order; draft emails to Mr. Jackson; review comments on Bylaws of Investor Committee; draft emails to Mr. Jackson regarding admin charge, committee order and possible opposition; telephone call to Mr. Skelly; telephone call to Mr. Lamek;	6.20	4,309.00
03/31/21	Danny Nunes	Correspondence with N. Goldstein and J. Wong regarding claims process forms; correspondence with E. Lamek regarding same;	0.10	62.50
03/31/21	Carole J. Hunter	Review sequencing of debt securities	5.20	3,380.00

Date	Professional	Description	Hours	Amount
		issuance; review investor materials - private placement memorandum, term sheets and presentations; review terms of debt securities and consider impact of sequencing on subordination and indebtedness language; draft and revise memorandum on analysis on unsecured subordinations;		
03/31/21	Edmond Lamek	Emails re Committee meeting agenda; by laws; court hearing; claims procedure forms; next steps;	1.50	1,117.50
03/31/21	Colin D. Brousson	Draft emails to Mr. Jackson; prepare for and attend upon Court applications; attend to obtaining Orders and draft emails on same;	5.50	3,822.50
03/31/21	Jeffrey Bradshaw	Hearing preparation and attendance; confer with C. Brousson; email exchange with counsel for the company;	1.80	810.00
Total Hours and Fees			**232.10**	**$157,069.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	73.7	54,906.50
Colin D. Brousson	695.00	78.0	54,210.00
Kevin F. Fritz	695.00	1.4	973.00
Carole J. Hunter	650.00	45.6	29,640.00
Danny Nunes	625.00	13.4	8,375.00
Jeffrey Bradshaw	450.00	19.8	8,910.00
Michael Lisanti	275.00	0.2	55.00
Total Fees:			**$157,069.50**

DISBURSEMENT SUMMARY

Disbursements

Non-Taxable Disbursements

Description	Amount
Dye & Durham - Agent Fees	$80.00
Non-Taxable Disbursements	**$80.00**

Taxable Disbursements

Description	
Dye & Durham - Agent Fees	$25.60
Taxable Disbursements	**$25.60**

BILL SUMMARY

	Total Fees	$	157,069.50
	Total Disbursements	$	105.60
REG # 110 152 824	Total HST	$	20,422.37
	Total Current Invoice Due	**CAD $**	**177,597.47**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
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F 416.365.7886

May 21, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2031745
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through April 30, 2021.

Total Fees	$	91,069.00
Total HST:	$	11,838.97
Total Current Invoice Due:	**CAD $**	**102,907.97**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice: **Please be sure to indicate invoice number on all payments**

Invoice No: 2031745 File No: 103454-00004 Amount: **CAD $102,907.97**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
SWIFT Code:	CHASUS33
ABA#	021000021

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T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: May 21, 2021
Invoice Number: 2031745

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through April 30, 2021.

Date	Professional	Description	Hours	Amount
04/01/21	Carole J. Hunter	Review term sheets and investors presentations for various series of debt instruments; email to B. Wolanski re missing documentation and additional information required; revise and draft memo on priorities; emails from B. Wolanski and E. Lamek;	3.20	2,080.00
04/01/21	Jeffrey Bradshaw	Email exchange with counsel; review order;	0.20	90.00
04/01/21	Edmond Lamek	Attend first Investor Committee meeting; emails and call with Kofman re post CCAA Governance; emails with Hunter re documents she has reviewed;	2.50	1,862.50
04/02/21	Edmond Lamek	Reviewing and considering securities act restrictions on committee members possessing MNPI' emails with KSV and Derek Sigel;	1.20	894.00
04/03/21	Carole J. Hunter	Review Wood Group Capital information in data room; email to E. Lamek;	0.30	195.00
04/04/21	Edmond Lamek	Emails re Committee members receipt of confidential information; emails with C. Hunter re Wood notes;	0.80	596.00
04/05/21	Carole J. Hunter	Review Wood Capital subscription agreements and compare them to standard form agreements; emails with E. Lamek re Wood Capital; consider issue of whether employee claims fall within definition of Indebtedness and exchange emails with E. Lamek re same;	1.00	650.00

Date	Professional	Description	Hours	Amount
04/05/21	Edmond Lamek	Emails with KSV re employee claim ranking; work on 1st meeting minutes; emails with C. Hunter re Jed Wood agreements;	1.20	894.00
04/06/21	Derek Sigel	Meeting with E. Lamek regarding insider trading and "big boy" letters;	0.40	278.00
04/06/21	Colin D. Brousson	Review emails on employee issues; draft email comments on same; draft emails on employee director liability; instruct paralegal on entry of Orders issuance;	0.80	556.00
04/06/21	Edmond Lamek	Emails re Securities Act MNPI issues; emails with C. Hunter re updated memo continue working on First IC Meeting Minutes;	1.60	1,192.00
04/07/21	Edmond Lamek	Call with BK re financial info from UK PCs; attend Second Investors Committee Meeting; follow up discussion with BK; attend 5pm company update call; follow up discussion with BK;	4.80	3,576.00
04/07/21	Colin D. Brousson	Attend to calls to Registry on Order entry; instruct paralegal;	0.30	208.50
04/08/21	Colin D. Brousson	Draft emails to paralegal on service of orders;	0.20	139.00
04/08/21	Edmond Lamek	Revising IC By laws, emails with C. Hunter regarding interest stops and subordinations; emails with KSV re claims procedure communications;	1.70	1,266.50
04/09/21	Carole J. Hunter	Review additional term sheets in data room; consider impact of investor presentation materials on inconsistent definitions contained in the subscription agreements; review and revise memo on unsecured creditor subordinations;	2.20	1,430.00
04/09/21	Danny Nunes	Correspondence with E. Lamek regarding review of investment documents; correspondence with E. Lamek regarding same;	0.60	375.00
04/09/21	Edmond Lamek	Revising Claims Process communications; emails with D. Nunes regarding other Ardenton obligors on investor instruments; emails with B. Kofman re various ACC matters;	2.10	1,564.50
04/10/21	Carole J. Hunter	Review, revise and finalize memo on subordination of unsecured creditor claims;	1.50	975.00
04/10/21	Danny Nunes	Review correspondence regarding investment documents;	0.10	62.50

Date	Professional	Description	Hours	Amount
04/12/21	Carole J. Hunter	Emails with E. Lamek re questions on memo; Zoom call with Ardenton/KSV and DLA re debenture subordination language and investor committee presentation; Teams call with E. Lamek and C. Brousson re preparation of PowerPoint presentation for investor committee; review emails on additional investor information provided by ACC; emails with S. Mason re revised memo on subordination;	2.80	1,820.00
04/12/21	Edmond Lamek	Working on Minutes of Second IC Meeting; attending Third IC meeting re UK Portfolio Companies; conference call with A&B and Company re Priorities Memo; call with Hunter and Brousson re Priorities Deck; revising IC By Laws; revising Data Room NDA; many related emails;	7.50	5,587.50
04/12/21	Colin D. Brousson	Review memorandum on priorities of securities; draft comments on same; attend meeting on approach; attend call with Ms. Hunter on approach; draft emails to Mr. Skelly on next application for extension and possible KERP; draft emails on employee termination issues;	2.40	1,668.00
04/13/21	Carole J. Hunter	Review revised slide deck and hybrid unit information; emails with E. Lamek and C. Brousson;	0.50	325.00
04/13/21	Edmond Lamek	Working on Investor Committee Priorities Deck; many emails with KSV; emails with KSV re IC NDA and By Law Confidentiality' emails re employee claims; call with A&B re their comments on the Priorities Deck; call with BK re A&B comments; revising IC Deck; follow up emails;	5.80	4,321.00
04/13/21	Colin D. Brousson	Review slide deck for investor committee meeting on ranking priorities of investors; draft comments on same;	1.20	834.00
04/14/21	Carole J. Hunter	Review email from B. Kofman and side letters from M. McKay, K. McKay and KJSM; review data room documents to confirm review of side letters; email to B. Kofman; emails with E. Lamek re research on the interest stops issue in bankruptcy and CCAA proceedings;	0.40	260.00
04/14/21	Colin D. Brousson	Review CRA claim issue; draft emails on same to Mr. Goldstein; draft email on approach to reservation of rights on Claims; draft emails on employee claims; attend call with company and Monitor on employee	1.50	1,042.50

Date	Professional	Description	Hours	Amount
		claims; draft email to Mr. Wang;		
04/14/21	Edmond Lamek	Continue working on priorities presentation deck, by laws confidentiality provisions; many related emails;	2.80	2,086.00
04/15/21	Carole J. Hunter	Email from B. Kofman re side letters with investors;	0.10	65.00
04/15/21	Edmond Lamek	Investor Committee #4 re Priorities Deck presentation; working on minutes for 3rd IC Meeting;	3.00	2,235.00
04/16/21	Edmond Lamek	9:30am to 12:45pm IC meeting #5 re NA PC's;	3.20	2,384.00
04/16/21	Colin D. Brousson	Review email on claim concern from Ms. Ho; review further emails on same;	0.10	69.50
04/17/21	Edmond Lamek	Revise IC By law confidentiality provision; deal with Leone creditor inquiry;	0.50	372.50
04/19/21	Carole J. Hunter	Research on the interest stops rule in bankruptcy and CCAA proceedings;	2.50	1,625.00
04/19/21	Edmond Lamek	Commenting on minutes of 4th IC Meeting; finalizing minutes of 3rd IC Meeting; reviewing James employment contract and related emails;	2.80	2,086.00
04/19/21	Colin D. Brousson	Attend all hands meeting on MBI contracts and other matters;	0.20	139.00
04/20/21	Carole J. Hunter	Research on the interest stops rule in bankruptcy proceedings; review caselaw;	2.60	1,690.00
04/20/21	Colin D. Brousson	Draft email to Mr. Jackson;	0.10	69.50
04/21/21	Carole J. Hunter	Review caselaw on the interest stops rule; call with E. Lamek to clarify the issue to be considered; review information on monitor's website relating to Nortel Networks for additional cases, briefs and books of authorities;	4.20	2,730.00
04/21/21	Colin D. Brousson	Review all documents in connection with Stay extension and KERP application; review Mr. Koffman's comments; draft comments on Affidavit and Order; draft email to Mr. Skelly;	1.50	1,042.50
04/21/21	Edmond Lamek	Working on Minutes of 5th Inspector Committee Meeting; revising Plan terms sheet; calls with Kofman re the latter; emails with A&B regarding MBI side letter and Dave Lally fee;	3.20	2,384.00
04/22/21	Carole J. Hunter	Research and review caselaw on interest stops rule and provisions from post-filing	3.40	2,210.00

Date	Professional	Description	Hours	Amount
		interest under the WURA and BIA;		
04/22/21	Colin D. Brousson	Review request to Judge and email from Registry; draft emails on same to Mr. Skelly;	0.10	69.50
04/22/21	Edmond Lamek	Working on IC Meeting minutes; 1pm meeting with KSV and A&B and Peter Crawford to discuss KERP documentation; revising same; 2pm call with K Jackson regarding MBI side letter payments and claims process implications; 4pm Investor Committee meting #6; email with C Hunter regarding the interest stops rule; emails with B Kofman regarding value of keeping the real estate with the PC's to increase PC values;	6.50	4,842.50
04/23/21	Carole J. Hunter	Review of brief of law filed in the Nortel "interest stops" application; revise memo on interest stops issue;	2.20	1,430.00
04/23/21	Edmond Lamek	Discussions with B Kofman and C Brousson regarding pros and cons of a BCBCA Liquidation over a traditional Board of directors post CCAA Plan emergence; commenting on new KERP terms suggested by the Investor Committee; working on Minutes of 5th IC Meeting;	2.90	2,160.50
04/23/21	Colin D. Brousson	Review and consider transition to BCBCA wind up following plan; draft comments on same; review updated draft materials for stay extension and KERP; draft comments on same;	1.50	1,042.50
04/24/21	Edmond Lamek	Revising KERP documents and emails with KSV re same;	1.20	894.00
04/25/21	Edmond Lamek	Revisions to CCAA Plan terms sheet; further revisions to KERP Documents and Livingstone 5th Affidavit; reviewing and revising Monitor's third report; call with K Plunkett re KERP terms and Plan term sheet; emails with Kevin Fritz regarding tax structuring of notes to be issued under a CCAA Plan;	2.50	1,862.50
04/26/21	Carole J. Hunter	Emails with E. Lamek re research and next steps; review of cases considering Nortel; research on post-filing interest and priority issues; drafting memo on interest stops rule;	3.60	2,340.00
04/26/21	Colin D. Brousson	Draft emails to Mr. Kofman on stay extension and KERP materials;	0.60	417.00
04/26/21	Edmond Lamek	Working on minutes of 5th and 6th investors' committee meetings; emails with C Hunter	5.30	3,948.50

Date	Professional	Description	Hours	Amount
		regarding post filing interest issues; call with B Kofman re E&Y Audit request; emails and call with Kevin Fritz regarding tax issue on CCAA plan notes and possible Distress Preferred shares;		
04/27/21	Carole J. Hunter	Draft, revise and finalize memo on interest stops principles; emails with E. Lamek;	2.70	1,755.00
04/27/21	Kevin F. Fritz	Review of tax questions from E. Lamek; consideration of application of prescribed debt obligation tax rules to proposed debt restructuring;	0.80	556.00
04/27/21	Colin D. Brousson	Review Monitor's Report and comment on same; draft emails on Court application timing; review and comment on Notice of Application; draft emails on same;	1.50	1,042.50
04/27/21	Edmond Lamek	Reviewing and commenting on C. Hunter memo regarding post filing interest;	0.80	596.00
04/28/21	Kevin F. Fritz	Call with E. Lamek regarding CCAA proposal and tax questions for debt restructuring;	0.80	556.00
04/28/21	Carole J. Hunter	Review proposed revisions to interest stops memo from E. Lamek; draft and revise memo;	1.30	845.00
04/28/21	Colin D. Brousson	Draft comments on approval of activities and reports and approach taken in BC; draft email to Ms. Jeffries on HSBC claims;	0.70	486.50
04/28/21	Edmond Lamek	Commenting on Court Application materials and KSV Report; finalizing Fifth IC meeting minutes with BK; call with Kevin Fritz regarding tax issues and possible structures for Notes and maybe Distress Preferred Shares; follow up emails with C Hunter regarding Post filing interest;	2.70	2,011.50
04/29/21	Carole J. Hunter	Review, revise and finalize revisions to interest stops memo; email to E. Lamek;	1.20	780.00
04/29/21	Kevin F. Fritz	Working on ideas for restructuring debt in tax efficient manner;	1.00	695.00
04/29/21	Colin D. Brousson	Draft emails on final report; draft email on service list; draft email on attendance in court;	0.60	417.00
04/29/21	Edmond Lamek	Emails re Plan Outline revisions and Sources and Uses work; reviewing and revising C. Hunter revised interest stops memo;	1.80	1,341.00
04/30/21	Kevin F. Fritz	Reviewing and responding to tax questions from client; researching distress preferred share tax rules; corresponding with E. Lamek	2.50	1,737.50

Date	Professional	Description	Hours	Amount
		on potential for restructuring debt with distress preferred shares;		
04/30/21	Colin D. Brousson	Review "Interest Steps" memorandum and comment on same; review Distressed Preferred Shares idea and review comments on same;	0.80	556.00
04/30/21	Edmond Lamek	Investor Committee meeting #7. Follow up emails re CRO Candidates; emails regarding Interest stops legal analysis; emails re Distress Preferred Share pros and cons; email re Investor Committee counsel recommendations and need for counsel at all; emails and call re MBI claim and pre or post filing nature and treatment in a CCAA plan;	3.70	2,756.50
Total Hours and Fees			**128.30**	**$91,069.00**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	72.1	53,714.50
Derek Sigel	695.00	0.4	278.00
Colin D. Brousson	695.00	14.1	9,799.50
Kevin F. Fritz	695.00	5.1	3,544.50
Carole J. Hunter	650.00	35.7	23,205.00
Danny Nunes	625.00	0.7	437.50
Jeffrey Bradshaw	450.00	0.2	90.00
Total Fees:			**$91,069.00**

BILL SUMMARY

	Total Fees	$	91,069.00
REG # 110 152 824	Total HST	$	11,838.97
	Total Current Invoice Due	**CAD $**	**102,907.97**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
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F 416.365.7886

June 24, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2039011
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through May 31, 2021.

Total Fees:	$	75,784.50
Total HST:	$	9,851.99
Total Current Invoice Due:	**CAD $**	**85,636.49**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 2039011

Please be sure to indicate invoice number on all payments

File No: 103454-00004

Amount: **CAD $85,636.49**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
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Toronto ON M5X 1E2
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T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: June 24, 2021
Invoice Number: 2039011

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through May 31, 2021.

Date	Professional	Description	Hours	Amount
05/01/21	Edmond Lamek	Discussion with KSV regarding MBI fee claim and similar claims of others; email discussion regarding [redacted];	1.20	894.00
05/03/21	Kevin F. Fritz	Responding to follow up questions on restructuring debt with distress preferred shares;	1.00	695.00
05/03/21	Edmond Lamek	Reviewing Ardenton D&O policy and emails with Derek Sigel regarding Securities Act misrep. liability provisions; emails with Kevin Fritz regarding Distress Preferred Shares; emails and call with BK re sources and uses analysis and IC requests for same;	2.30	1,713.50
05/04/21	Edmond Lamek	Zoom call with A&B and KSV re sources and uses deck; emails regarding Distress Preferred Share pros and cons; providing comments on presentation after the call;	1.30	968.50
05/05/21	Edmond Lamek	[redacted] regarding BC BCA liquidation analysis;	2.30	1,713.50
05/05/21	Colin D. Brousson	Draft emails to Mr. Plunkett; prepare for application on stay extension, KERP, Sealing Order and activity and reports approval; draft emails to Mr. Clifford; review case law and consider revised approach to order on activity and reports approval; draft emails to Monitor on same;	3.10	2,154.50
05/05/21	Jeffrey Bradshaw	Review materials for hearing; confer with C. Brousson;	1.20	540.00

Date	Professional	Description	Hours	Amount
05/06/21	Edmond Lamek	[redacted] to Investor Committee; 3pm call with A&B re their latest comments on KSV sources and uses analysis; drafting reporting email to BK with A&B requests and comments; emails regarding Claims revisions and disputes;	5.70	4,246.50
05/06/21	Colin D. Brousson	Prepare and attend upon application for stay extension and KERP; draft email report on same; draft emails to Mr. Clifford; telephone call to Mr. Goldstein; review and draft emails on terms of final order; review emails from Ms. Cheuk on Proof of Claim; draft emails to Mr. Goldstein and Ms. Cheuk on same;	5.40	3,753.00
05/07/21	Edmond Lamek	Noon call with KSV to go over A&B latest commentary on Sources and Uses analysis; emails re various claims disputes and Proofs of Claims; Call with BK re [redacted] yesterday;	2.40	1,788.00
05/07/21	Jeffrey Bradshaw	Confer with C. Brousson; legal and procedural research and document search re: BCA winding up;	1.40	630.00
05/08/21	Edmond Lamek	Emails with BK re DPS issues; emails with BK re BC-BCA Winding Up issues; working on IC Meeting #7 minutes;	1.80	1,341.00
05/09/21	Edmond Lamek	Working on BCBCA Liquidator language in Plan Term Sheet; drafting IC Meeting #7 minutes; various emails with KSV re sources and uses and related matters;	3.50	2,607.50
05/09/21	Colin D. Brousson	Consider option of BCBCA wind up;	0.20	139.00
05/10/21	Kevin F. Fritz	Considering follow-up questions from client on distress preferred share restructuring;	0.40	278.00
05/10/21	Edmond Lamek	Emails with KSV and DLA Vancouver regarding BC BCA wind up logistics and pros and cons; 3pm call with KSV and DLA Vancouver; 4pm Investor Committee Meeting; 6:30pm call with DLA Vancouver and KSV;	4.30	3,203.50
05/10/21	Colin D. Brousson	Consider Term Sheet on plan and alternate structures; draft emails on same; review BCBCA and draft comments on advantages and disadvantages; instruct Mr. Bradshaw; attend meetings on all matters with Monitor; attend call with Mr. Jackson on MBI claims against directors and officers;	2.50	1,737.50
05/10/21	Jeffrey Bradshaw	Legal and procedural research re: liquidator;	2.90	1,305.00

Date	Professional	Description	Hours	Amount
		confer with C. Brousson; email exchange and conference call with client; prepare list of material provisions;		
05/11/21	Edmond Lamek	[redacted] follow up emails with KSV;	1.20	894.00
05/11/21	Edmond Lamek	5:30pm Investor Committee call regarding Committee Counsel and placeholder claim on D&O insurance;	1.20	894.00
05/11/21	Colin D. Brousson	Review questions on adjourned application; draft emails on same;	0.20	139.00
05/12/21	Carole J. Hunter	Emails with E. Lamek re CCAA plans; review CCAA plans for examples of conversion of existing notes to new notes of equity;	1.40	910.00
05/12/21	Colin D. Brousson	Draft email to Mr. Kofman on IC counsel; telephone call to Mr. Jackson;	0.20	139.00
05/12/21	Edmond Lamek	7am call and several emails with B. Kofman re IC Counsel issues [redacted]; later discussions with KSV and Faskens regarding director claims and D&O insurance coverage;	2.60	1,937.00
05/13/21	Carole J. Hunter	Review CCAA Records for plans of arrangement converting notes to new notes or equity;	1.80	1,170.00
05/13/21	Edmond Lamek	Calls with ACC Counsel regarding MBI D&O placeholder claim; emails with KSV regarding other investor D&O claims and info known only to IC members and not investors generally, emails with KSV re Thane Stenner Jed Wood letter re IC votes; discussion re treatment of MBI claim by Monitor;	3.70	2,756.50
05/14/21	Carole J. Hunter	Review OSB CCAA Records for plans of arrangements involving the conversion of existing notes to new notes of equity; emails with E. Lamek re additional information on proposed plan;	3.00	1,950.00
05/14/21	Colin D. Brousson	Review letters on MBI letter, Omnibus proof of claims for D+O claims and letters from Mr. Skelly and other claimants; attend call with Monitor and Petitioner's counsel; draft emails on same;	1.20	834.00
05/14/21	Edmond Lamek	Drafting letter to A&B regarding treatment of MBI claims and omnibus claim; call with KSV re same; revising letter; sending, calls with A&B; afternoon MST meeting with MLT and A&B; letter from MLT opposing our position;	5.80	4,321.00

Date	Professional	Description	Hours	Amount
		related emails with Investor Committee members;		
05/16/21	Edmond Lamek	Several calls and many emails with Bobby Kofman regarding Committee Counsel selection and IC voting procedures; Jed Wood letter and response to same; call with K Plunkett regarding Claims against directors, plan issued and IC counsel update;	2.80	2,086.00
05/17/21	Carole J. Hunter	Review of OSB CCAA records for plans of arrangements that include a conversion of noteholders to new notes or equity; detailed review of plans of arrangement involving conversion concept; email to E. Lamek re AgMedica plan which included a "free cash flow" payment concept on the repayment of the indebtedness;	4.70	3,055.00
05/17/21	Colin D. Brousson	Draft email to Ms. Kennedy;	0.20	139.00
05/17/21	Edmond Lamek	3pm call with KSV and Sean Zweig to provide SZ with ACC and IC background information for his role as proposed IC Counsel; related follow up emails of info and IC documents;	1.80	1,341.00
05/17/21	Edmond Lamek	Emails and call with lawyer for Leone family members re their interest in an ACC buy out; follow up emails with KSV; emails with KSV regarding ACC proposed EMD registration surrender and impact on issuing notes under a CCAA Plan; emails re Bennett Jones engagement letter;	1.60	1,192.00
05/18/21	Colin D. Brousson	Attend call with Ms. Kennedy on potential purchase; draft emails to Ms. Kennedy;	0.50	347.50
05/18/21	Edmond Lamek	Follow up call with lawyer for Leones; attend 3pm Investor Committee meeting; many IC emails leading up to and following IC meeting; call and emails with A&B regarding possible impacts of EMD surrender; emails with Peter Crawford and AIG and Chubb counsel;	3.50	2,607.50
05/19/21	Edmond Lamek	Drafting NDA [redacted]; follow up emails with KSV re same; emails over the course of the of the day re D&O claims, insurance, [redacted] issues;	1.50	1,117.50
05/20/21	Edmond Lamek	Attend Investor Committee Meeting #10; email exchange with Kyle Plunkett regarding Bennett Jones retainer and company request for restrictions; emails re EMD registration	3.80	2,831.00

Date	Professional	Description	Hours	Amount
		surrender;		
05/21/21	Edmond Lamek	Drafting minutes of 8th and 9th Investor Committee meetings; status update call with Bobby Kofman; drafting Written IC BJ Engagement Resolution; 1pm call with ACC D&O Insurer regarding D&O Claims and Claim procedure;	5.50	4,097.50
05/22/21	Edmond Lamek	Reviewing KSV revisions to 8th and 9th IC Committee minutes; emails to KSV re same;	0.70	521.50
05/23/21	Edmond Lamek	Drafting minutes of Tenth Inspectors' Committee meeting;	1.80	1,341.00
05/24/21	Edmond Lamek	Email exchanges with BK regarding IC BJ Engagement Resolution and Tenth Meeting Minutes; 10:15-11:15am call with KSV, A&B, BJ re plan outline, D&O's and related matters;	2.50	1,862.50
05/25/21	Edmond Lamek	Emails re today's [redacted] and related Committee deliberations; emails with SZ regarding DLA Priority memos and related materials and EMD surrender;	0.80	596.00
05/26/21	Colin D. Brousson	Draft emails to Mr. Lamek on latest developments;	0.20	139.00
05/27/21	Colin D. Brousson	Draft emails to Mr. Lamek on update; attend all hands call on all claims and other matters on D+O insurance; attend call with Mr. Lamek on all matters; draft email comments on bonus claims;	2.90	2,015.50
05/27/21	Edmond Lamek	Committee emails [redacted] structure and related matters;	0.40	298.00
05/28/21	Edmond Lamek	Attend Investor Committee 11th meeting; attend 2pm call regarding Achieve 1 LOI from Redcap; emails re [redacted];	3.30	2,458.50
05/31/21	Edmond Lamek	Emails with KSV regarding draft memo re [redacted] obligations to ACC; emails [redacted]; emails re Achieve 1 issued for tomorrow; call with Kyle Plunkett regarding CCAA Plan meeting re tax issues and CCAA plan structure and drafting generally.	2.80	2,086.00
Total Hours and Fees:			**106.50**	**$75,784.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	72.10	53,714.50
Kevin F. Fritz	695.00	1.40	973.00
Colin D. Brousson	695.00	16.60	11,537.00
Carole J. Hunter	650.00	10.90	7,085.00
Jeffrey Bradshaw	450.00	5.50	2,475.00
Total Fees:			**$75,784.50**

BILL SUMMARY

	Total Fees:	$	75,784.50
REG # 110 152 824	Total HST:	$	9,851.99
	Total Current Invoice Due:	**CAD $**	**85,636.49**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
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July 14, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2044649
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through June 30, 2021.

Total Fees:	$	39,986.50
Total Disbursements:	$	81.50
Total HST:	$	5,208.85
Total Current Invoice Due:	**CAD $**	**45,276.85**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:
Invoice No: 2044649

Please be sure to indicate invoice number on all payments
File No: 103454-00004
Amount: **CAD $45,276.85**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

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Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: July 14, 2021
Invoice Number: 2044649

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through June 30, 2021.

Date	Professional	Description	Hours	Amount
06/01/21	Edmond Lamek	Attend 10:30 IC CRO discussion; attend 11:15 IC Achieve 1 LOI discussion; afternoon call with KSV and Bennett Jones re CRO Communication strategy with ACC (and James); [redacted]; emails re A&B new equity allocation model;	2.70	2,011.50
06/02/21	Edmond Lamek	Noon Call with Kyle Plunkett and KSV/Bennett Jones regarding CRO selection and messaging issues to ACC; 3pm call with A&B regarding Excel model for allocation of New Equity to investors post filing;	2.30	1,713.50
06/04/21	Edmond Lamek	Finishing 11th IC meeting minutes; Noon call with KSV, A&B and Peter Crawford regarding transition of ACC leadership to Kyle Makofka; follow up emails with Peter Crawford regarding James' employment letter and it's history;	3.20	2,384.00
06/07/21	Colin D. Brousson	Review emails on Mr. Livingstone's employment claim; draft emails on same; instruct employment lawyer;	1.00	695.00
06/07/21	Edmond Lamek	Emails with KSV regarding latest CRO information enquiries from Committee members; emails with C Brousson regarding BC employment advice needed re BC based ACC employee claims;	0.30	223.50
06/07/21	Jeffrey Bradshaw	Confer with C. Brousson re: employment issue;	0.40	180.00

Date	Professional	Description	Hours	Amount
06/08/21	Richard E. Press	Consider employment agreement of CEO [redacted]; e-mail to Mr. Brousson with comments;	1.20	834.00
06/08/21	Colin D. Brousson	Instruct Mr. Press on employment work; review findings; draft emails on Mr. Press' comments;	0.90	625.50
06/08/21	Edmond Lamek	Discussions with KSV and S Zweig regarding CRO process issues;	0.30	223.50
06/09/21	Edmond Lamek	Emails with Colin Brousson regarding JL's employment agreement terms; reviewing new D&O claims submitted to Insurer;	0.70	521.50
06/09/21	Colin D. Brousson	Review updates from Mr. Lamek and draft emails on employment claim issues;	0.40	278.00
06/10/21	Colin D. Brousson	Draft emails to Mr. Skelly and Mr. Plunkett;	0.20	139.00
06/11/21	Edmond Lamek	Reviewing K. Makofka draft consulting agreement; attend 10am Investors' Committee meeting;	2.00	1,490.00
06/11/21	Colin D. Brousson	Draft emails to Monitor on upcoming hearing; draft emails to Mr. Skelly on activities approval application; draft emails to Monitor seeking instructions on substance of hearing;	0.90	625.50
06/12/21	Edmond Lamek	Read-through and mark up of A&B Draft CCAA Plan; emails with A&B and KSV regarding $110 million in intercompany loans owing by PCs to ACC and/or Holdcos;	2.50	1,862.50
06/13/21	Edmond Lamek	Substantial rewrite/revisions to A&B Draft CCAA Plan; related emails with KSV;	3.70	2,756.50
06/14/21	Edmond Lamek	Attend part 2 of Investor Committee Meeting #12. finalizing DLA and KSV comments on draft CCAA Plan and email exchange with Kyle Plunkett re same; emails with MLT, Brousson, KSV re stay extension order and other orders to be scheduled over the summer;	3.70	2,756.50
06/14/21	Colin D. Brousson	Draft emails to Monitor on timing of hearing and on possible CRO appointment; draft emails to company counsel and timing of future applications; draft emails on confidentiality of CRO appointment; review Notice of Application draft; draft email on Stay extension; review changes from others and make further revisions on top of same;	1.60	1,112.00
06/15/21	Edmond Lamek	Providing comments on Stay extension Notice of Application;	0.50	372.50

Date	Professional	Description	Hours	Amount
06/15/21	Colin D. Brousson	Review and provide comments on revised NOA and draft emails on same; draft email to Mr. Skelly;	0.80	556.00
06/16/21	Edmond Lamek	Reviewing A&B revised CCAA Plan; 3pm call to go over DLA and KSV comments on draft CCAA Plan; reviewing and commenting on draft Monitor's Fourth Report to Court;	3.30	2,458.50
06/16/21	Colin D. Brousson	Review and comment on Monitor's Report; draft email on consolidated DLA comments; attend call on draft plan;	2.50	1,737.50
06/17/21	Colin D. Brousson	Telephone call from Mr. Skelly on upcoming application; draft comments on Notice of Application;	0.90	625.50
06/18/21	Colin D. Brousson	Draft emails on Report and Application filing and service; instruct paralegal; draft follow-up email to Mr. Skelly;	0.50	347.50
06/21/21	Colin D. Brousson	Draft emails on status of service; draft emails to Mr. Skelly;	0.40	278.00
06/21/21	Edmond Lamek	Attend 12th Investors' Committee Meeting part 1;	0.60	447.00
06/22/21	Colin D. Brousson	Draft emails to Mr. Press on employment claim issues; draft emails concerning service list; draft emails to Goldstein;	0.80	556.00
06/22/21	Edmond Lamek	Attend 12th Investors' Committee Meeting part 2;	0.70	521.50
06/23/21	Colin D. Brousson	Draft email to Mr. Zweig; instruct paralegal on service;	0.20	139.00
06/23/21	Edmond Lamek	Reviewing revising and commenting on Second draft CCAA Plan from Aird & Berlis; emails with B Kofman re certain aspects of same;	2.50	1,862.50
06/24/21	Edmond Lamek	Emails regarding my comments/questions on the draft Plan and the issuance of New Equity and post emergence voting generally; finalizing and sending comments to KSV;	1.70	1,266.50
06/25/21	Richard E. Press	Review various documents and e-mail to Mr. Goldstein regarding same;	1.10	764.50
06/25/21	Colin D. Brousson	Draft emails to Mr. Skelly; prepare for stay extension application; draft emails to Monitor;	2.10	1,459.50
06/25/21	Edmond Lamek	Reviewing B Kofman comments on Draft CCAA Plan - emails with him; emails with S Zweig regarding draft plan and our comments; follow up emails;	1.30	968.50

Date	Professional	Description	Hours	Amount
06/28/21	Colin D. Brousson	Telephone call to Mr. Skelly; review comments from Manifor; prepare for and attend upon stay extension application; draft email report on same; draft emails on employee claims; draft email to Mr. Jackson;	2.50	1,737.50
06/29/21	Edmond Lamek	Emails re Employee Claims; working on 12th IC Minutes;	1.50	1,117.50
06/29/21	Richard E. Press	Preparation for and telephone call with Mr. Goldstein;	0.50	347.50
06/29/21	Colin D. Brousson	Draft emails on employee claim issues;	0.40	278.00
06/30/21	Edmond Lamek	Finalizing 12th IC Minutes, drafting 13th IC Minutes;	2.30	1,713.50
Total Hours and Fees:			**55.10**	**$39,986.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	35.80	26,671.00
Richard E. Press	695.00	2.80	1,946.00
Colin D. Brousson	695.00	16.10	11,189.50
Jeffrey Bradshaw	450.00	0.40	180.00
Total Fees:			**$39,986.50**

DISBURSEMENT SUMMARY

Disbursements

Taxable Disbursements

Description	
Printing	$81.50
Taxable Disbursements:	**$81.50**

BILL SUMMARY

	Total Fees:	$	39,986.50
	Total Disbursements:	$	81.50
REG # 110 152 824	Total HST:	$	5,208.85

Total Current Invoice Due: CAD $ 45,276.85

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
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F 416.365.7886

August 23, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2052377
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through July 31, 2021.

Total Fees:	$	46,694.50
Total Disbursements:	$	116.50
Total HST:	$	6,075.04
Total Current Invoice Due:	**CAD $**	**52,886.04**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:
Invoice No: 2052377

Please be sure to indicate invoice number on all payments
File No: 103454-00004
Amount: **CAD $52,886.04**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

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T 416.365.3500
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Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: August 23, 2021
Invoice Number: 2052377

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through July 31, 2021.

Date	Professional	Description	Hours	Amount
07/03/21	Edmond Lamek	Draft minutes of 13th meeting of Investors' Committee;	1.50	1,117.50
07/04/21	Edmond Lamek	Draft minutes of twelfth meeting of Investors' Committee; emails with KSV re same and 13th minutes;	1.70	1,266.50
07/05/21	Richard E. Press	Preparation for and attendance on conference call with Mr. Goldstein and Mr. Brousson regarding second opinion on assessment of potential liability; review documents and draft memorandum commenting on same; e-mail to Mr. Goldstein with comments;	2.20	1,529.00
07/05/21	Colin D. Brousson	Review emails from Monitor and draft emails on same; consider timing of upcoming application and draft emails to Monitor; draft emails on plan issues; draft emails to Mr. Skelly; review employee claim analysis and attend call on same;	2.30	1,598.50
07/05/21	Edmond Lamek	Reviewing BJ's latest comments on draft CCAA Plan; emails re CRO Motion; emails re BJ's changes to Plan; emails re IC meeting minutes;	1.70	1,266.50
07/06/21	Colin D. Brousson	Review and revise request to appear before insolvency judge; review employment liability assessment and draft comments on same; telephone call to Court Registry;	1.50	1,042.50
07/06/21	Edmond Lamek	Reviewing Richard Press assessment of company positions on severance	0.30	223.50

Date	Professional	Description	Hours	Amount
		entitlements, emails with Brousson re same;		
07/07/21	Richard E. Press	Review Macpherson documents and revise memorandum regarding potential liability; e-mail to Mr. Goldstein regarding same;	1.90	1,320.50
07/07/21	Colin D. Brousson	Draft emails to Registry; consider D+O insurance claims issues; draft emails to Mr. Zweig and Monitor;	1.00	695.00
07/07/21	Edmond Lamek	Commenting on BJ mark ups on ACC draft Plan, emails with KSV and BJ re same; 3pm call with BJ and A&B re revised draft CCAA Plan and next steps; emails with Brousson and KSV re insurance coverage;	1.80	1,341.00
07/08/21	Colin D. Brousson	Review Registry issues; draft email to Mr. Skelly; telephone call to Registry and draft follow up email on same; draft report to Mr. Kofman;	0.80	556.00
07/09/21	Edmond Lamek	Reviewing and commenting on Monitors draft Fifth Report for CRO appointment motion;	1.20	894.00
07/10/21	Colin D. Brousson	Review Monitor's Report and draft comments on same; review employee claim assessments from Mr. Press; draft emails to Monitor and Mr. Lamek; instruct Mr. Bradshaw on Notice of Application;	2.00	1,390.00
07/10/21	Edmond Lamek	Emails re 5th Report draft and comments;	0.20	149.00
07/10/21	Jeffrey Bradshaw	Confer with C. Brousson; review Monitor's report;	0.50	225.00
07/12/21	Colin D. Brousson	Draft emails to Mr. Kofman on separation agreement; review amendments and confidential supplement; draft emails on same to Mr. Kofman; conference with Mr. Lamek on Notice of Application; consider approach on jurisdiction to approve separation agreement; obtain CRO law for application; draft emails to Registry on court timing; draft email to Mr. Goldstein; attend call on claims process;	2.10	1,459.50
07/12/21	Edmond Lamek	Drafting CRO and Separation Agreement order and Sealing Order, circulating for comments and related emails and revisions;	2.50	1,862.50
07/12/21	Jeffrey Bradshaw	Review orders and supplemental report; confer with C. Brousson; legal and procedural research; draft, review and revise pleadings;	1.30	585.00
07/13/21	Edmond Lamek	Reviewing and commenting on final version of 5th report, emails regarding Consulting Agreement and Separation Agreement;	1.80	1,341.00

Date	Professional	Description	Hours	Amount
		emails with DLA Vancouver re CRO motion and court materials;		
07/13/21	Colin D. Brousson	Draft emails to Mr. Skelly on separation Agreement and draft orders; instruct Mr. Bradshaw; draft emails to Registry; draft email to Mr. Crawford; draft emails on original of two reports;	0.90	625.50
07/13/21	Jeffrey Bradshaw	Confer with C. Brousson; confer with E. Lamek; legal and procedural research; draft, review and revise pleadings;	1.20	540.00
07/14/21	Edmond Lamek	Reviewing and commenting on Peter Crawford suggestions for 5th report and Separation Agreement; emails with B Kofman following up on same;	0.80	596.00
07/14/21	Colin D. Brousson	Review changes from Mr. Skelly on Order and draft comments on same; telephone call to Mr. Skelly; draft emails to Mr. Lamek; request reports; draft further emails to finalize draft Order for CRO; review and revise Sealing Order; review final versions of CRO Order and make final tweaks;	2.30	1,598.50
07/14/21	Jeffrey Bradshaw	Legal and procedural research; draft, review and revise pleadings; confer with C. Brousson; review draft orders and Monitor's Reports;	4.80	2,160.00
07/15/21	Colin D. Brousson	Review and revise Notice of Application; instruct Mr. Bradshaw; review further revised Separation Agreement; draft emails to Mr. Lamek;	1.50	1,042.50
07/15/21	Edmond Lamek	Reviewing Company changes to CRO Order; call re same; revising Order and recirculating; call and emails with Jeffrey Bradshaw re Notice of Application; final comments on 5th Report;	1.80	1,341.00
07/15/21	Jeffrey Bradshaw	Confer with C. Brousson; legal and procedural research; draft, review and revise pleadings;	1.30	585.00
07/16/21	Colin D. Brousson	Attend to finalization of Notice of Application and service timing; draft emails to Mr. Crawford; instruct paralegal on service;	0.70	486.50
07/16/21	Edmond Lamek	Reviewing A&B D&O Letter draft; emails with DLA Vancouver re service etc of Motion and final materials for service;	1.80	1,341.00
07/16/21	Jeffrey Bradshaw	Draft, review and revise court materials; prepare filings; confer with E. Lamek; confer	1.10	495.00

Date	Professional	Description	Hours	Amount
		with C. Brousson;		
07/19/21	Colin D. Brousson	Review employee claims; attend meeting on same;	0.80	556.00
07/19/21	Edmond Lamek	Drafting comments on latest A&B version of CCAA Plan; discussing with KSV at 12:30pm; circulating to BJ to incorporate into their next draft;	2.50	1,862.50
07/20/21	Edmond Lamek	Call with ACC noteholder re insurance provision in James settlement; follow up emails with KSV and BJ;	1.00	745.00
07/22/21	Edmond Lamek	Call with Richard Gottlieb regarding concerns over impact of Insurance proceeds cap on partial releases of ACC D&O's; emails with B Kofman and S Zweig re same;	0.80	596.00
07/22/21	Jeffrey Bradshaw	Prepare pleadings for filing; compile book of authorities;	1.00	450.00
07/22/21	Colin D. Brousson	Review application record; draft email to Mr. Skelly on same; instruct paralegal on service list; draft email to service list on format; draft email on Book of Authorities;	0.70	486.50
07/23/21	Jeffrey Bradshaw	Confer with C. Brousson; legal and procedural research; consider issues re: release and sealing order;	1.20	540.00
07/23/21	Colin D. Brousson	Review employee letters and draft comments on same; prepare submission for CRO and separation agreement hearing;	3.00	2,085.00
07/24/21	Colin D. Brousson	Further prepare for application on CRO appointment and separation agreement approval; draft emails on format of hearing;	2.00	1,390.00
07/25/21	Colin D. Brousson	Draft emails to Mr. Zweig; review submissions;	0.30	208.50
07/26/21	Colin D. Brousson	Prepare and attend upon application for CRO appointment and separation agreement approval; revise sealing order; instruct paralegal on entry of both orders; draft emails to Mr. Skelly;	1.50	1,042.50
07/27/21	Edmond Lamek	1pm call with KSV regarding employee claim settlement letters;	0.60	447.00
07/27/21	Colin D. Brousson	Draft emails to Mr. Kofman on employee letters; review employee settlement letters and attend call on same with Monitor and Mr. Lamek;	0.60	417.00
07/28/21	Edmond Lamek	Reviewing SZ email to IC; attend IC Meeting re CCAA Plan comments from IC members	1.30	968.50

Date	Professional	Description	Hours	Amount
		on certain issues;		
07/29/21	Edmond Lamek	Re-writing Senior Employee Settlement letters; discussing with KSV; sending to ACC for comments and addition of missing information; attend (-10 second half of meeting of IC to discuss further issues on the draft CCAA Plan; email exchanges with A&B regarding senior employee drafts;	3.80	2,831.00
07/29/21	Colin D. Brousson	Review comments from company's counsel and company on termination letters; draft emails on same;	0.40	278.00
07/30/21	Edmond Lamek	Revising senior employee settlement letters; emails with KSV and ACC re missing information; finalizing and sending letters.	1.50	1,117.50
Total Hours and Fees:			**69.50**	**$46,694.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	28.60	21,307.00
Richard E. Press	695.00	4.10	2,849.50
Colin D. Brousson	695.00	24.40	16,958.00
Jeffrey Bradshaw	450.00	12.40	5,580.00
Total Fees:			**$46,694.50**

DISBURSEMENT SUMMARY

Disbursements

Non-Taxable Disbursements

Description	Amount
Filing Fees - Non Taxable	$80.00
Non-Taxable Disbursements:	**$80.00**

Taxable Disbursements

Description	
Agent's Fee	$36.50

Taxable Disbursements: **$36.50**

BILL SUMMARY

	Total Fees:	$	46,694.50
	Total Disbursements:	$	116.50
REG # 110 152 824	Total HST:	$	6,075.04
	Total Current Invoice Due:	**CAD $**	**52,886.04**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

September 22, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2058496
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through August 31, 2021.

Total Fees:	$	55,302.00
Total HST:	$	7,189.26
Total Current Invoice Due:	**CAD $**	**62,491.26**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:
Invoice No: 2058496

Please be sure to indicate invoice number on all payments
File No: 103454-00004
Amount: **CAD $62,491.26**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
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Toronto ON M5X 1E2
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T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: September 22, 2021
Invoice Number: 2058496

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through August 31, 2021.

Date	Professional	Description	Hours	Amount
08/03/21	Colin D. Brousson	Revise Sealing Order and expediting letter; instruct paralegal; draft comments on court directive and request copy of final executed report;	0.70	486.50
08/03/21	Edmond Lamek	Emails with KSV an BJ regarding ACC/ACBI claims votes and meetings structure;	0.50	372.50
08/04/21	Colin D. Brousson	Draft email to Mr. Goldstein; review employee claim letters;	0.20	139.00
08/04/21	Edmond Lamek	Revising Notice of UDP termination documents; 4pm Call with A&B, KSV, BJ regarding comments on latest draft of ACC Plan and revisions to be made by A&B; emails re meetings order revisions and next draft;	2.30	1,713.50
08/05/21	Colin D. Brousson	Review further letters from counsel for the employee claimants; draft email on same;	0.20	139.00
08/05/21	Edmond Lamek	Working on Minutes of July 28/29 IC plan meeting; working on Meeting Order;	2.30	1,713.50
08/05/21	Edmond Lamek	Response letter from Jeff Charbonneau, related emails to KSV, PC; emails with K Jackson re his/MBI comments on draft Plan;	0.40	298.00
08/06/21	Edmond Lamek	Call with K Jackson re Plan; emails with A&B re meetings order; emails re Yeager clients settlements;	1.70	1,266.50
08/08/21	Edmond Lamek	Substantially revising draft Meetings Order and related email exchanges with KSV;	3.80	2,831.00

Date	Professional	Description	Hours	Amount
08/09/21	Edmond Lamek	Emails regarding Scott, Charbonneau and Macpherson responses to July 30 letters; reviewing their Notices of Known Claim Dispute; 5pm call with BK, NG, CB regarding response to each of Scott, Charbonneau, Macpherson; emails re Meeting Order; revising UDP resignation document; emails re IC Minutes;	3.20	2,384.00
08/09/21	Colin D. Brousson	Prepare for and attend upon claims of officers and directors; review letters from Mr. MacPherson, Mr. Scott and Mr. Charbonneau; draft emails to Mr. Lamek; review Meeting Order draft;	1.50	1,042.50
08/10/21	Edmond Lamek	Drafting response letters to Scott and Charbonneau letters; various related emails with KSV;	3.80	2,831.00
08/11/21	Edmond Lamek	Draft response letter to Robert Macpherson; emails with ACC re letters from Charbonneau, Scott & Macpherson;	2.20	1,639.00
08/11/21	Edmond Lamek	Responding to Dana Nowak questions regarding my revisions to draft Meetings Order;	0.50	372.50
08/11/21	Colin D. Brousson	Review all letters to employees and draft comments on same to Mr. Lamek;	1.10	764.50
08/12/21	Carole J. Hunter	Search for subscription agreement for hybrid notes; emails with E. Lamek;	0.20	130.00
08/12/21	Colin D. Brousson	Review comments from Mr. Lamek on claims dispute and draft comments on same;	0.20	139.00
08/12/21	Edmond Lamek	Email discussion re Charbonneau letter; emails re Meetings Order; emails re Stuart Scott; reviewing Plan Information letter and discussion with KSV; emails with MLT re latest draft materials; working on revised employee response letter and finalizing same with KSV and PC; working on updates to meetings Order; evening IC meeting re CCAA Plan issues;	5.80	4,321.00
08/13/21	Colin D. Brousson	Review and revise letters on employment; review and comment on Meetings Order;	1.50	1,042.50
08/13/21	Edmond Lamek	Emails with KSV and BJ re possible Town Hall meeting and possible constructs; further comments on Meetings Order and NOA emails re Geoff Mason letter;	3.80	2,831.00
08/14/21	Colin D. Brousson	Draft letter to Mr. Kee and comments on same;	1.20	834.00

Date	Professional	Description	Hours	Amount
08/15/21	Edmond Lamek	Email discussion with KSV and BJ re further meetings order comments;	0.60	447.00
08/16/21	Edmond Lamek	Finalizing Meeting Order and NoA comments from DLA and KSV and circulating to MLT and A&B;	1.70	1,266.50
08/17/21	Colin D. Brousson	Review revision and instruct paralegal;	0.30	208.50
08/18/21	Colin D. Brousson	Revise letter to Mr. Mason; draft email on approach; review Notice of Dispute and instruct Ms. Yang; review email from Mr. Charbonneau; draft comments on same to Mr. Kofman and Mr. Crawford;	1.60	1,112.00
08/19/21	Edmond Lamek	Emails with KSV regarding Jeff Charbonneau offer;	0.30	223.50
08/20/21	Edmond Lamek	11:30am Investors Committee Meeting re CCAA Plan issues including go forward Corporate Governance; emails re possible governance structures post implementation;	2.20	1,639.00
08/20/21	Colin D. Brousson	Draft emails to Mr. Kofman on Charbonneau claims; review letters on other employment claims; review creditor's meeting orders;	0.90	625.50
08/21/21	Edmond Lamek	Emails re D&O employee letters; revising and commenting on Sixth Report of the Monitor (re Meetings Order Motion);	2.80	2,086.00
08/21/21	Colin D. Brousson	Review letters and emails on Mr. McPherson's claim; draft emails on same; draft email on Teams protocol for creditor's meeting;	0.30	208.50
08/22/21	Edmond Lamek	Emails with Brousson, KSV and Bennett Jones re 6th report and electronic creditors meeting issues;	0.50	372.50
08/23/21	Colin D. Brousson	Conference with Mr. Press on aggravated damages issue; review letter from Mr. Yeager; telephone call to Mr. Yeager; telephone call to OSB; draft email comments on protocol; review OSB updates to be sure no mandated approach;	1.60	1,112.00
08/23/21	Edmond Lamek	Further comments on 6th Report; emails with KSV same;	0.80	596.00
08/24/21	Edmond Lamek	Reviewing and revising most recent draft of Monitor's Sixth Report, reviewing latest version of Meetings Order and emails with KSV and C Brousson regarding meeting protocol and electronic Creditors' meetings practicalities;	1.70	1,266.50

Date	Professional	Description	Hours	Amount
08/24/21	Colin D. Brousson	Draft emails to Monitor on unresolved claims; telephone call to Mr. Mason on employee claims; draft claim update emails; review settlement email from Mr. Mason; draft email comments on Mr. Kee's claim dispute; draft emails to Mr. Crawford; telephone call to Mr. Yeager;	2.10	1,459.50
08/25/21	Edmond Lamek	Reviewing Draft Meetings Order, Electronic Meeting Protocol and Meeting Notice, commenting on same re meeting procedure; 4pm Investor Committee call regarding post implementation corporate governance;	3.20	2,384.00
08/25/21	Richard E. Press	Review Yeager letter and telephone call with Mr. Brousson regarding aggravated and punitive damages claim;	0.40	278.00
08/25/21	Colin D. Brousson	Telephone calls to Mr. Yeager in effort to settle claims of Mr. McPherson, Mr. Scott and Ms. Kane; draft summary of Yeager claim and comments on same; telephone call to Mr. Crawford; draft emails on settlement options; draft follow up email to Mr. Crawford; draft summary of status of Kane claim and release importance ranking; draft confirmation of settlement to Mr. mason; telephone calls from Mr. Yeager;	2.80	1,946.00
08/26/21	Colin D. Brousson	Draft update following more negotiations with Mr. Yeager; review and comment on recent offer; review Stuart Scott claims and positions taken;	1.50	1,042.50
08/26/21	Edmond Lamek	Emails re status of Employee settlements;	0.30	223.50
08/27/21	Colin D. Brousson	Review email material on Stewart Scott claim; telephone calls to Mr. Yeager on possible settlement;	1.00	695.00
08/27/21	Edmond Lamek	Emails re Board governance stalemate and scheduling a call among KSV, DLA, BJ to discuss;	0.30	223.50
08/29/21	Edmond Lamek	5pm call with KSV and BJ regarding possible solutions to Board governance concerns;	0.60	447.00
08/30/21	Edmond Lamek	9am Investor Committee Call regarding Board Governance and proposed ACC Articles; follow up emails with KSV and BJ regarding cumulative voting for Directors;	2.50	1,862.50
08/30/21	Colin D. Brousson	Draft emails on claims to Mr. Kofman; review position on indemnity of directors and draft emails on same; draft email on creditors meeting protocol; telephone call to Mr.	1.50	1,042.50

Date	Professional	Description	Hours	Amount
		Yeager on claim resolution; draft emails to Mr. Crawford on insurance aspects;		
08/31/21	Colin D. Brousson	Attend call on creditor meeting approach with counsel for investor committee; draft memo to Mr. Press on all employment claims;	2.00	1,390.00
08/31/21	Richard E. Press	Consider recent developments and e-mail to Mr. Brousson regarding same;	0.40	278.00
08/31/21	Edmond Lamek	9 am call with Bennett Jones and C. Brousson re meeting protocol issues; Revising Meetings Order to delete Electronic Meeting Protocol and all conforming changes; related emails with KSV and Bennett Jones; emails re stay extension; 8pm-9:45 pm IC meeting regarding ACC post implementation corporate governance issues;	4.80	3,576.00
Total Hours and Fees:			**75.80**	**$55,302.00**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	52.60	39,187.00
Colin D. Brousson	695.00	22.20	15,429.00
Richard E. Press	695.00	0.80	556.00
Carole J. Hunter	650.00	0.20	130.00
Total Fees:			**$55,302.00**

BILL SUMMARY

	Total Fees:	$	55,302.00
REG # 110 152 824	Total HST:	$	7,189.26
	Total Current Invoice Due:	**CAD $**	**62,491.26**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

October 15, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2064597
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through September 30, 2021.

Total Fees:	$	54,733.50
Total HST:	$	7,115.36
Total Current Invoice Due:	**CAD $**	**61,848.86**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 2064597

Please be sure to indicate invoice number on all payments

File No: 103454-00004

Amount: **CAD $61,848.86**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
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Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: October 15, 2021
Invoice Number: 2064597

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through September 30, 2021.

Date	Professional	Description	Hours	Amount
09/01/21	Richard E. Press	Preparation for and telephone call with Mr. Brousson regarding settlement of outstanding employment claims;	0.70	486.50
09/01/21	Colin D. Brousson	Attend to call with Mr. Press on employee claims; begin draft letter to Mr. Yeager; attend upon meeting with Mr. Crawford; draft email to Mr. Crawford; revise letter based upon call; attend upon Ardenton update call;	3.50	2,432.50
09/01/21	Edmond Lamek	Dealing with Revised Meetings Order (no EMP); call with Plunkett; calls re creditor meeting logistics and related timing; and stay extension timing and requirements;	1.50	1,117.50
09/01/21	Edmond Lamek	KSV/BJ/DLA email discussion regarding Cumulative Voting for ACC directors;	0.40	298.00
09/02/21	Colin D. Brousson	Instruct paralegal on letter to Mr. Yeager on Mr. Macpherson; review instructions from Mr. Crawford; instruct paralegal on letter concerning Mr. Scott; draft emails on status of disputed claims; begin draft letter to Mr. Scott;	2.30	1,598.50
09/03/21	Colin D. Brousson	Finalize letter to Mr. Yeager concerning Mr. Scott; draft email to Mr. Lamek on protocol and revisions to Meeting Order; telephone call to Mr. Skelly; review timing and schedule of events in Meetings Order; draft email report with comments to Monitor; draft email update to Mr. Crawford on all disputed claims;	3.10	2,154.50

Date	Professional	Description	Hours	Amount
09/03/21	Edmond Lamek	Many emails with KSV, Brousson and A&B regarding Electronic Meeting Protocol and MLT's views re same;	0.70	521.50
09/07/21	Edmond Lamek	Reviewing Bennett Jones revisions to Meetings Order materials; 11am Status call with A&B, MLT, KSV, BJ; working on timeline revisions; discussing with KSV; emails with MLT and A&B; 12:40 pm call re board election structures post emergence; working on Electronic Meetings Protocol and emails with KSV re same; emails with KSV and C Brousson re senior employee settlements;	3.70	2,756.50
09/07/21	Colin D. Brousson	Attend status update call; draft email on Schedule of remaining CCAA applications and steps; revise letter to Mr. Yeager in effort to settle Mr. Scott's claim; review comments on EMP and draft suggestions on same; draft email to Ms. Gaudin on employment mitigation issues;	2.10	1,459.50
09/08/21	Colin D. Brousson	Review update and comment on Charbonneau claim; instruct Mr. Bradshaw on settlement letters and release; draft email to Mr. Yeager confirming agreement on Macpherson claim; attend call with Ms. Gaudin on Scott claim; revise and finalize settlement letter; draft email on fair RRSP amount; instruct paralegal on settlement letter regarding Scott; review revisions to Meeting Order; draft email to Ms. Nowak; draft email to Mr. Crawford;	3.10	2,154.50
09/09/21	Colin D. Brousson	Consider tax issues on employment claims; review report of Monitor and draft comments on same;	0.70	486.50
09/09/21	Richard E. Press	Discussion regarding structuring of settlement payments;	0.30	208.50
09/09/21	Edmond Lamek	Telephone and email discussions with B. Kofman regarding revised EMP and changes necessary to comply with Meetings Order as revised; reviewing and commenting on draft 6th Report to Court; afternoon emails and discussion about next steps regarding EMP and meetings timing, platform, etc.;	2.90	2,160.50
09/09/21	Jeffrey Bradshaw	Settlement review; confer with C. Brousson; correspondence review; legal and procedural research; draft, review and revise Settlement Agreement; confer with R. Press;	3.20	1,440.00
09/10/21	Colin D.	Draft email to Monitor on status of employee claims; draft email on Settlement Agreement	3.50	2,432.50

Date	Professional	Description	Hours	Amount
	Brousson	approach; review and revise Settlement Agreements and Releases for four different employee claimants; draft emails to Mr. Crawford; address tax issues; review comments on Meeting Order and plan from counsel for investor committee; draft email comments for Monitor; instruct Mr. Bradshaw; consider whether Charbonneau is debt or wage claim;		
09/10/21	Edmond Lamek	Reviewing and commenting on latest draft CCAA Plan and circulating comment on Require Majority definition; substantial re-writing EMP and discussing with KSV by phone and email;	3.40	2,533.00
09/10/21	Jeffrey Bradshaw	Settlement review; confer with C. Brousson; correspondence review; legal and procedural research; draft, review and revise Settlement Agreement; review proofs of claim re: J. Charbonneau; confer with R. Press;	2.70	1,215.00
09/11/21	Jeffrey Bradshaw	Settlement review; confer with C. Brousson; correspondence review; legal and procedural research; draft, review and revise Settlement Agreement;	1.30	585.00
09/12/21	Edmond Lamek	Emails with KSV re latest revisions to EMP;	0.30	223.50
09/13/21	Richard E. Press	Review releases and settlement agreements and telephone call with Mr. Bradshaw to discuss same;	1.00	695.00
09/13/21	Edmond Lamek	Calls with KSV and Brousson re creditors' meeting platform and revisions to EMP; follow up discussions regarding LUMI service provider;	1.20	894.00
09/13/21	Colin D. Brousson	Review updated materials for Meeting Order application;	0.40	278.00
09/13/21	Jeffrey Bradshaw	Settlement review; confer with C. Brousson; correspondence review; legal and procedural research; draft, review and revise Settlement Agreement; confer with R. Press;	2.40	1,080.00
09/14/21	Edmond Lamek	Revising EMP to incorporate LUMI meeting platform requirements and many related emails with KSV and LUMI re same; emails re Court materials, employee settlements, meetings timing;	2.80	2,086.00
09/14/21	Colin D. Brousson	Revise settlement agreements and releases; instruct Mr. Bradshaw; draft email report on same to Monitor; review revised EMP;	1.60	1,112.00

Date	Professional	Description	Hours	Amount
09/14/21	Jeffrey Bradshaw	Confer with C. Brousson; legal and procedural research; draft, review and revise Settlement Agreement;	1.80	810.00
09/15/21	Edmond Lamek	Email discussions re revisions to EMP and LUMI comments; effecting same; circulating EMP to broad group with final timing to be used across all materials; reviewing latest BJ changes to Meeting Order and related documents; subsequent email exchanges with MLT re same and timing;	2.20	1,639.00
09/15/21	Colin D. Brousson	Draft emails to Mr. Crawford; draft email to Mr. Skelly on Application documents; attend call with Mr. Crawford; revise settlement agreements and releases; draft emails to Mr. Yeager; draft emails to Mr. Kofman; review and comment on application materials;	2.50	1,737.50
09/15/21	Jeffrey Bradshaw	Confer with C. Brousson; draft, review and revise settlement agreements;	1.10	495.00
09/16/21	Edmond Lamek	Reviewing and commenting on Peter Crawford Affidavit; emails with KSV re same; emails with LUMI re meeting process; emails with broad group re PC Affidavit suggestions;	1.30	968.50
09/16/21	Colin D. Brousson	Draft email report on disputed claims; review revised Meeting Order and EMP; draft comments to Ms. Nowak; draft emails on DIP Lender;	1.00	695.00
09/17/21	Edmond Lamek	Reviewing latest drafts of Meetings Order and EMP and providing comments to MLT and BJ;	0.80	596.00
09/17/21	Colin D. Brousson	Review revised Plan and application material; review draft Plan information letter;	0.50	347.50
09/20/21	Colin D. Brousson	Draft emails to Ms. Nowak on plan; draft email updates on claims process to Mr. Plunkett; telephone call to Mr. Plunkett; telephone call to the Monitor; draft email to investors' counsel; review Plan and consider amendment; draft emails on approach with directors; draft email to Monitor on settlement documents for Mr. Charbonneau; revise Settlement Agreement and release; draft email to Mr. Yeager; review service list and comment on same;	1.50	1,042.50
09/20/21	Edmond Lamek	Reviewing and commenting on latest revisions to Report, Plan, Election; emails re D&O release settlements; reviewing and commenting on revised plan information	3.20	2,384.00

Date	Professional	Description	Hours	Amount
		letter; meeting Order motion materials;		
09/21/21	Edmond Lamek	Emails throughout the day re: plan and meeting materials filing and approval motion on Oct 1;	0.50	372.50
09/21/21	Colin D. Brousson	Review changes to Settlement documents and provide comments; revise documents; draft email to Mr. Kofman; review and comment on email to Mr. Charbonneau on Mason Capital aspect; draft emails on executed report; finalize email to Mr. Yeager and Mr. Arbogast; draft emails on tax considerations in employment claims;	1.50	1,042.50
09/21/21	Jeffrey Bradshaw	Email exchange with counsel; confer with C. Brousson;	0.30	135.00
09/22/21	Richard E. Press	Telephone call with Mr. Brousson regarding tax implication of settlement;	0.30	208.50
09/22/21	Colin D. Brousson	Draft emails to Mr. Crawford; attend call with Mr. Crawford on CRA issues in connection with settlements; draft emails to Mr. Yeager and Mr. Arbogast;	2.00	1,390.00
09/24/21	Colin D. Brousson	Draft various emails on outstanding claims; telephone call from Mr. Yeager on Mr. Scott and Mr. MacPherson's claims; attend call with Monitor to update on all claims; review emails from Mr. Crawford;	2.00	1,390.00
09/26/21	Edmond Lamek	11am call with KSV and Colin B. regarding status of D&O settlements, plan release status and next steps;	0.70	521.50
09/27/21	Colin D. Brousson	Review further revised meeting materials; telephone call to Mr. Arbogast on Mr. Scott's potential exposure; draft emails to Mr. Arbogast including various D+O claims; draft follow up email to Mr. Yeager on Mr. MacPherson's claim;	2.10	1,459.50
09/28/21	Colin D. Brousson	Instruct paralegal on Letter to Ms. Kane;	0.20	139.00
09/29/21	Edmond Lamek	Reviewing and revising KSV draft of Plan Assessment Report to creditors; follow up emails re same and LUMI and timing of Meeting Material Notices, etc.;	3.50	2,607.50
09/29/21	Colin D. Brousson	Draft emails to Mr. Kofman and to Ms. Novak; review Application Record and prepare submissions;	1.00	695.00
09/30/21	Edmond Lamek	Reviewing and commenting on BJ revisions to Seventh Report of the Monitor re Plan	1.00	745.00

Date	Professional	Description	Hours	Amount
		Assessment;		
09/30/21	Colin D. Brousson	Telephone call to Mr. Yeager; prepare for application and draft email to Mr. Kofman;	1.30	903.50
Total Hours and Fees:			**81.10**	**$54,733.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	30.10	22,424.50
Richard E. Press	695.00	2.30	1,598.50
Colin D. Brousson	695.00	35.90	24,950.50
Jeffrey Bradshaw	450.00	12.80	5,760.00
Total Fees:			**$54,733.50**

BILL SUMMARY

	Total Fees:	$	54,733.50
REG # 110 152 824	Total HST:	$	7,115.36
	Total Current Invoice Due:	**CAD $**	**61,848.86**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

November 09, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2070840
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through October 31, 2021.

Total Fees:	$	39,746.50
Total Disbursements:	$	8.96
Total HST:	$	5,168.21
Total Current Invoice Due:	**CAD $**	**44,923.67**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:
Invoice No: 2070840

Please be sure to indicate invoice number on all payments
File No: 103454-00004
Amount: **CAD $44,923.67**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

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PO Box 367, 100 King St W
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F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: November 09, 2021
Invoice Number: 2070840

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through October 31, 2021.

Date	Professional	Description	Hours	Amount
10/01/21	Colin D. Brousson	Prepare submissions for and attend upon application for creditor meeting; draft emails to Monitor on third party release aspect; draft emails to Mr. Skelly; draft emails on claims update; review emails from Mr. Charbonneau; draft comments on same and suggest alternative settlement approaches; review emails from Mr. Kofman on possible approaches to settlement and draft comments on same;	5.50	3,822.50
10/01/21	Edmond Lamek	Email exchange with KSV and review of documents regarding security redemption request claim priority vs Preferred Security proper;	0.70	521.50
10/04/21	Colin D. Brousson	Review updates from Mr. Charbonneau; draft emails to Mr. Kofman and Mr. Crawford on claims negotiations of Mr. Macpherson, Mr. Scott and Mr. Charbonneau;	0.80	556.00
10/04/21	Edmond Lamek	Reviewing and commenting on Plan Assessment Report; emails with B Kofman; follow up review and further comments;	2.80	2,086.00
10/05/21	Colin D. Brousson	Attend upon test run from creditor meeting;	1.00	695.00
10/05/21	Edmond Lamek	Email discussions regarding CCAA Meetings Noticing procedures and commenting on mailing documents; attend 3pm LUMI information session and platform demonstration; further revisions to the 7th report; further revisions to mailing documents	4.30	3,203.50

Date	Professional	Description	Hours	Amount
		and notices;		
10/06/21	Colin D. Brousson	Draft email to Mr. Kofman; draft email to Mr. Yeager setting a deadline time for plan revision;	1.30	903.50
10/07/21	Colin D. Brousson	Draft emails to Mr. Kofman; instruct Mr. Bradshaw on revisions to Settlement Agreement and release; draft email to counsel for Mr. Scott; review comments on Macpherson Settlement and draft report on same;	1.50	1,042.50
10/07/21	Edmond Lamek	Email discussion with KSV and Bennett Jones regarding proxies for investor representatives like Canaccord and Requisite;	0.50	372.50
10/07/21	Jeffrey Bradshaw	Draft, review and revise Settlement Agreement; confer with C. Brousson;	1.20	540.00
10/08/21	Colin D. Brousson	Review comments of Mr. Crawford; draft emails on changes requested for Mr. Macpherson agreement; telephone call from Mr. Abrogast on Scott Settlement;	1.00	695.00
10/08/21	Jeffrey Bradshaw	Email exchange with client and company; confer with C. Brousson; draft, review and revise settlement agreements;	0.90	405.00
10/08/21	Edmond Lamek	Follow up emails regarding voting procedures and authority for investor representatives; providing revisions and comments to KSV FAQ document;	1.40	1,043.00
10/10/21	Edmond Lamek	Revising Monitor's FAQ document; email with Kofman and Goldstein re same;	1.50	1,117.50
10/12/21	Colin D. Brousson	Review revised Charbonneau settlement documents; review letter from counsel for Mr. Scott; draft reporting email on all claims; draft email on service list; attend to emails on calls to company on claims; telephone call to Mr. Howitt; telephone call to Mr. Crawford; finalize Charbonneau claim; attend to take it or leave it offers of Macpherson and Scott; draft emails on same an instruct Mr. Bradshaw;	2.90	2,015.50
10/12/21	Jeffrey Bradshaw	Draft, review and revise Settlement Agreements; confer with C. Brousson; email exchange with client and company; email exchange and conference call with company;	2.80	1,260.00
10/13/21	Colin D. Brousson	Instruct Mr. Bradshaw on take it or leave it offers; draft emails to counsel for Mr. Macpherson and Mr. Scott; telephone call to	2.00	1,390.00

Date	Professional	Description	Hours	Amount
		Mr. Crawford; draft numerous changes to settlement agreement and Releases;		
10/13/21	Jeffrey Bradshaw	Draft, review and revise Settlement Agreements; confer with C. Brousson; email exchange with client and company; email exchange and conference call with counsel;	3.10	1,395.00
10/13/21	Edmond Lamek	Responding to Jordan Wong's questions regarding proxy form and completion of same by investor representatives or corporate holder; follow up email exchanges with KSV re same;	0.80	596.00
10/14/21	Colin D. Brousson	Review undertakings letter and draft emails on same; draft emails to Mr. Howitt to finalize Macpherson claim; telephone call from Mr. Howitt;	1.80	1,251.00
10/14/21	Jeffrey Bradshaw	Draft, review and revise Settlement Agreements; confer with C. Brousson; email exchange with client and company; email exchange and conference call with counsel; email exchange and conference call with company;	1.20	540.00
10/15/21	Colin D. Brousson	Telephone call from Mr. Kofman; telephone call from Mr. Arbogast; instruct Mr. Bradshaw to finalize settlement on Mr. Macpherson and Mr. Charbonneau; draft emails to Mr. Howitt on settlement and arrange calls for Mr. Scott and Mr. Kofman; draft emails to Ms. Gaudin; draft further emails on Charbonneau documents;	1.70	1,181.50
10/15/21	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with company and Monitor; email exchange with counsel; draft, review and revise Settlement Agreements;	1.10	495.00
10/16/21	Colin D. Brousson	Draft emails to Mr. Kofman on settlement with Mr. Charbonneau;	0.20	139.00
10/18/21	Colin D. Brousson	Draft email closing document on Macpherson claim; draft emails on Scott claim to Mr. Howith and Mr. Arbogast; draft email to Ms. Gaudin;	0.80	556.00
10/18/21	Edmond Lamek	Email discussions with KSV regarding entitlement to vote for creditors like MBI and its LP's, and trustees and similar creditor representatives and related headcount issues;	1.30	968.50
10/19/21	Colin D. Brousson	Draft emails on Scott settlement; draft emails to Mr. Arbogast; draft email to Mr. Howitt;	0.90	625.50

Date	Professional	Description	Hours	Amount
10/20/21	Colin D. Brousson	Telephone call from Mr. Howitt; draft emails to Mr. Howitt and Mr. Arbogast; draft email to Mr. Kofman;	1.00	695.00
10/21/21	Edmond Lamek	Evening email discussion with KSV and Crawford et al re Stuart Scott Plan release contribution being de coupled from employment claim adjudication in Claims process;	1.10	819.50
10/21/21	Colin D. Brousson	Draft emails to Mr. Arbogast; draft emails on Mr. Scott's settlement; draft comments on splitting up Release Settlement and Employment claim settlement; draft emails to Mr. Howitt on deadline; telephone call from Mr. Kofman; draft emails to clear up misunderstandings with Mr. Arbogast;	1.50	1,042.50
10/21/21	Jeffrey Bradshaw	Email exchange re: settlement agreements; confer with C. Brousson;	0.30	135.00
10/23/21	Colin D. Brousson	Draft emails to Mr. Wong summarizing claims;	0.20	139.00
10/24/21	Colin D. Brousson	Draft email to Mr. Lamek and instruct Mr. Bradshaw on resolutions for Plan;	0.20	139.00
10/24/21	Jeffrey Bradshaw	Legal and procedural research; draft, review and revise resolution; confer with C. Brousson and E. Lamek;	1.80	810.00
10/25/21	Edmond Lamek	Emails re final D&O Settlements; Creditors Meetings rehearsal; call with B Kofman regarding meeting agenda and PPT deck revisions.	2.70	2,011.50
10/25/21	Colin D. Brousson	Draft email to Mr. Kofman on settlement; draft email update on Ms. Kane; draft email settlement agreement to Mr. Arbogast and Mr. Howitt;	0.80	556.00
10/26/21	Colin D. Brousson	Review email from Mr. Kee's counsel; instruct Mr. Bradshaw on same;	0.20	139.00
10/26/21	Jeffrey Bradshaw	Draft, review and revise Settlement Agreements; confer with C. Brousson;	1.50	675.00
10/27/21	Colin D. Brousson	Draft emails to Mr. Argoast and Mr. Howitt on settlement;	0.30	208.50
10/28/21	Colin D. Brousson	Draft email to Mr. Crawford on settlement issues;	0.20	139.00
10/28/21	Edmond Lamek	Revising Sources & Uses Slides; discuss with Bobby Kofman; 6pm call with Sean Mason re company's comment; reporting email to B Kofman containing further mark up;	2.50	1,862.50

Date	Professional	Description	Hours	Amount
10/29/21	Colin D. Brousson	Draft emails on Mr. Scott's settlement;	0.20	139.00
10/29/21	Edmond Lamek	Discuss revised sources and uses Addendum with B Kofman; sending to S. Mason and follow up emails with him were minor comments back;	1.10	819.50
Total Hours and Fees:			**60.60**	**$39,746.50**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	20.70	15,421.50
Colin D. Brousson	695.00	26.00	18,070.00
Jeffrey Bradshaw	450.00	13.90	6,255.00
Total Fees:			**$39,746.50**

DISBURSEMENT SUMMARY

Disbursements

Taxable Disbursements

Description	
Courier	$8.96
Taxable Disbursements:	**$8.96**

BILL SUMMARY

	Total Fees:	$	39,746.50
	Total Disbursements:	$	8.96
REG # 110 152 824	Total HST:	$	5,168.21
	Total Current Invoice Due:	**CAD $**	**44,923.67**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

November 24, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2073166
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through November 22, 2021.

Total Fees:	$	52,215.50
Total HST:	$	6,788.02
Total Current Invoice Due:	**CAD $**	**59,003.52**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 2073166

Please be sure to indicate invoice number on all payments

File No: 103454-00004

Amount: **CAD $59,003.52**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: November 24, 2021
Invoice Number: 2073166

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through November 22, 2021.

Date	Professional	Description	Hours	Amount
11/01/21	Colin D. Brousson	Draft settlement agreement concerning Mr. Scott's employment and director's claims; draft email to Mr. Crawford on settlement;	1.00	695.00
11/02/21	Edmond Lamek	Review Plan and 7th Report and Meetings Order, prep speaking notes re D&O claims; participate in ACC and ACBI CCAA creditors' meetings;	6.00	4,470.00
11/02/21	Colin D. Brousson	Prepare for and attend Creditors meeting; draft emails on meeting;	2.20	1,529.00
11/03/21	Colin D. Brousson	Draft email to Mr. Crawford; review result on creditors meeting; review Mr. Kee and Mason Capital settlement; draft email to Mr. Wong;	0.50	347.50
11/04/21	Jeffrey Bradshaw	Confer with C. Brousson; document and file review re: Mason Capital and Kee claims;	1.10	495.00
11/05/21	Edmond Lamek	Reviewing and commenting on draft Eighth Report and CCAA Plan sanction requirements; emails with KSV re same;	1.80	1,341.00
11/05/21	Colin D. Brousson	Review Plan for Sanction Order guidelines; obtain section 9.1 guidelines; attend all hands call on stay extension and Sanction Order application; review draft report and comment on same; instruct Mr. Bradshaw; consider removal of charges timing;	3.50	2,432.50
11/05/21	Jeffrey Bradshaw	Email exchange with client; email exchange and conference call with counsel; negotiate re: curing breach;	3.10	1,395.00

Date	Professional	Description	Hours	Amount
11/06/21	Edmond Lamek	Commenting on next circulation draft of Monitor's Eighth Report and related emails regarding Plan section 9.1 provisions;	0.80	596.00
11/06/21	Colin D. Brousson	Review and revise eighth report; draft email on same;	1.00	695.00
11/06/21	Jeffrey Bradshaw	Confer with C. Brousson and E. Lamek; draft, review and revise Report; email exchange with client;	0.50	225.00
11/07/21	Edmond Lamek	Further revisions to next draft of eighth report of the monitor; related email exchanges with KSV and A&B;	0.80	596.00
11/07/21	Jeffrey Bradshaw	Email exchange with company's counsel; draft, review and revise NOA and Order re: sanction; confer with E. Lamek and C. Brousson; review stay extension pleadings;	1.20	540.00
11/08/21	Edmond Lamek	Revising Peter Crawford Affidavit to include evidentiary basis for judge to make Sanction Order declarations; discuss with KSV;	0.80	596.00
11/08/21	Edmond Lamek	11:30am call with K Plunkett to go over Sanction Order treatment of the CCAA Charges; email with KSV re same; follow up emails with Plunkett clarifying our discussion/resolution; revising ACC Creditors' meeting minutes and explanatory email to Jordan Wong; afternoon and evening discussions with KSV, DLA Vanc and Plunkett regarding Charges and RCM's position;	3.40	2,533.00
11/08/21	Colin D. Brousson	Review affidavit; review stay extension Order; draft emails on same; revise Sanction Order and Notice of Application; instruct Mr. Bradshaw on settlement of Mr. Kee's claims;	2.20	1,529.00
11/08/21	Jeffrey Bradshaw	Draft, review and revise pleadings and draft order; email exchange with counsel; confer with E. Lamek and C. Brousson; legal and procedural research; Order and plan review;	3.80	1,710.00
11/09/21	Colin D. Brousson	Review updates from company and Interim Lender on changes to Sanction Order and Notice of Application; draft emails on same; telephone call from Ms. Nowak; draft emails to Mr. Wong on finalizing report; draft emails to Monitor; draft emails on filing of seventh and eighth report;	1.20	834.00
11/09/21	Edmond Lamek	Reviewing and commenting on Sanction Application documents and many emails and calls re same;	3.00	2,235.00

Date	Professional	Description	Hours	Amount
11/09/21	Jeffrey Bradshaw	Confer with C. Brousson; confer with E. Lamek re: KERP mechanics and charge; email exchange with counsel;	1.20	540.00
11/10/21	Edmond Lamek	Further reviews and comments on Court materials; related emails;	2.00	1,490.00
11/10/21	Colin D. Brousson	Draft email comments on Sanction Order; instruct Mr. Bradshaw; instruct paralegal on filing issues; draft emails on finalizing reports; draft emails to Mr. Kofman; review comments from Mr. Skelly and draft email on same; review Application Record and comment on same; attend to final filing and serving issues;	2.90	2,015.50
11/10/21	Jeffrey Bradshaw	Email exchange with counsel; draft, review and revise and finalize pleadings; email exchange with counsel; confer with C. Brousson; review final report;	2.30	1,035.00
11/11/21	Edmond Lamek	Call and emails with KSV re ACC HR Issues;	0.40	298.00
11/12/21	Edmond Lamek	Emails regarding ACC HR issues; 5pm call re same; reviewing and commenting on BJ revisions to Plan Sanction Order;	2.40	1,788.00
11/12/21	Colin D. Brousson	Review Martha Kane draft letter and comment on same to Mr. Crawford; review Mr. Foster's comments on Sanction Order on behalf of the Investor Committee; draft emails on necessity of any changes being made post service; draft emails to Monitor on approach; draft email to Ms. Gaudin on employment claims;	2.10	1,459.50
11/14/21	Edmond Lamek	Commenting on Investor Committee report re HR Issues; evening call with A&B and BJ regarding BJ revisions to Sanction Order;	2.80	2,086.00
11/14/21	Jeffrey Bradshaw	Confer with C. Brousson re: sanction hearing;	0.20	90.00
11/15/21	Colin D. Brousson	Attend call with Ms. Gaudin to set plan for remaining employee claims; review updates on Sanction Order and Investor Committee requests; instruct Mr. Bradshaw; draft emails to Mr. Kofman; draft email to Mr. Zweig; review further requested changes and draft emails on same; instruct paralegal on further changes; prepare for Sanction Order hearing; conference with Mr. Lamek on new ask from DIP Lender;	3.00	2,085.00
11/15/21	Edmond Lamek	Revising Sanction Order and circulating; related emails; follow up revisions later in the day;	1.60	1,192.00

Date	Professional	Description	Hours	Amount
11/15/21	Jeffrey Bradshaw	Email exchange with client; email exchange with counsel; confer with C. Brousson;	0.80	360.00
11/16/21	Colin D. Brousson	Finalize Ardenton letter to Ms. Kane; draft email response to Mr. Foster on revisions to Order; instruct paralegal on blacklines being provided to the Court; circulate revisions on Court Order to Service List; prepare submissions;	3.00	2,085.00
11/16/21	Edmond Lamek	Investor Committee Meeting regarding recent HR issues at ACC; follow up emails with KSV; evening emails regarding Interim Lender charge termination on repayment; revising and circulating for comment;	2.70	2,011.50
11/16/21	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with counsel;	0.40	180.00
11/17/21	Colin D. Brousson	Attend to calls on possible objection from DIP Lender; draft revisions to Sanction Order and circulate same; telephone call from Mr. Plunkett; draft emails to Mr. Skelly; attend to questions and amendments on CRO agreement; instruct paralegal on blacklines; draft emails on same; attend to question on amendments requested by company; draft emails to Mr. Ramsay; draft emails on employee claims; attend to revising Order and signature on the bench; deliver Orders to MLT; telephone call from Ms. Gaudin;	6.50	4,517.50
11/17/21	Edmond Lamek	Reviewing and commenting on draft CRO Agreement amendment to extend engagement past Plan Implementation date;	0.60	447.00
11/17/21	Jeffrey Bradshaw	Confer with C. Brousson;	0.40	180.00
11/19/21	Edmond Lamek	11:00am call with KSV re addendum; revising addendum; follow up emails;	1.50	1,117.50
11/19/21	Jeffrey Bradshaw	Document review re: S. Scott claim;	0.30	135.00
11/22/21	Colin D. Brousson	Attend to email update on all outstanding employee claim matters; review Claim Procedure Order; draft emails to Mr. Howitt on approach to claims;	1.50	1,042.50
11/22/21	Edmond Lamek	Emails with KSV and A&B re addendum; 6:30pm call with Sean Mason re same;	1.70	1,266.50
Total Hours and Fees:			**78.20**	**$52,215.50**

PROFESSIONAL SERVICES SUMMARY

DLA PIPER

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	32.30	24,063.50
Colin D. Brousson	695.00	30.60	21,267.00
Jeffrey Bradshaw	450.00	15.30	6,885.00
Total Fees:			**$52,215.50**

BILL SUMMARY

	Total Fees:	$	52,215.50
REG # 110 152 824	Total HST:	$	6,788.02
	Total Current Invoice Due:	**CAD $**	**59,003.52**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

December 09, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2078315
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through November 30, 2021.

Total Fees:	$	13,070.00
Total HST:	$	1,699.10
Total Current Invoice Due:	**CAD $**	**14,769.10**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:
Invoice No: 2078315

Please be sure to indicate invoice number on all payments
File No: 103454-00004
Amount: **CAD 14,769.10**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

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Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: December 09, 2021
Invoice Number: 2078315

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through November 30, 2021.

Date	Professional	Description	Hours	Amount
11/22/21	Jeffrey Bradshaw	Confer with C. Brousson; review employee settlement fees;	1.20	540.00
11/23/21	Jeffrey Bradshaw	Email exchange with company; confer with C. Brousson; review settlement with M. Kane;	0.90	405.00
11/23/21	Colin D. Brousson	Draft email to Mr. Kofman on remaining claims and all work still remaining to discharge; conference with Mr. Lamek on same; review letter from Ms. Kane's counsel; draft email on same;	0.80	556.00
11/23/21	Edmond Lamek	Follow up emails with KSV re Sean Mason call and likely next steps; call with K. Plunkett re plan implementation and RCM Loan outstanding issues; emails with KSV and Bennett Jones regarding an intercompany true up mechanism for ACBI funds used to repay ACC credit facility;	2.30	1,713.50
11/24/21	Colin D. Brousson	Conference with Mr. Lamek on approach to remaining work; draft email to Ms. Gaudin; attend call with Ms. Gaudin on possible Kane settlement;	0.50	347.50
11/24/21	Edmond Lamek	Reviewing S. Mason proposed revisions; discussing with KSV; call with S. Mason re same; drafting plan section 9.2 waiver and Monitor's implementation certificate; circulating for comment; call with C. Brousson re timing of implementation and employee settlements/NORD/Claims process; emails with P. Crawford;	3.70	2,756.50

Date	Professional	Description	Hours	Amount
11/25/21	Edmond Lamek	Discussion with S. Zweig re section 9.2 waiver; minor revisions to same; email with K. Plunkett re same;	1.00	745.00
11/26/21	Colin D. Brousson	Draft emails to Mr. Kofman; review instructions on Ms. Kane; draft email to Mr. Howitt; telephone call to Mr. Howitt on possible settlement with Ms. Kane; telephone call to Mr. Kofman;	1.00	695.00
11/26/21	Edmond Lamek	Emails re waiver and re implementation timing; emails re employee settlements and NORDS; emails re RCM loan agreement;	0.80	596.00
11/29/21	Colin D. Brousson	Review letter and email terms of Ms. Kane's settlement; draft reporting email on same; review instructions and draft email to Mr. Howitt confirming settlement; instruct Mr. Bradshaw on documents;	1.60	1,112.00
11/29/21	Edmond Lamek	Emails re RCM last minute issues from Clark Wilson;	0.30	223.50
11/30/21	Edmond Lamek	Dealing with implementation documentation and enquiries;	1.20	894.00
11/30/21	Jeffrey Bradshaw	Draft, review and revise NORD; confer with C. Brousson; email exchange with company;	1.20	540.00
11/30/21	Colin D. Brousson	Review and revise Notice of Revision or Disallowance for Mr. Scott; draft emails on same for instructions; draft emails to Mr. Wong; review claim of Mr. Scott and incorporate into NORD; draft email to Ms. Gaudin; review revised NORD;	2.80	1,946.00
Total Hours and Fees:			**19.30**	**$13,070.00**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	9.30	6,928.50
Colin D. Brousson	695.00	6.70	4,656.50
Jeffrey Bradshaw	450.00	3.30	1,485.00
Total Fees:			**$13,070.00**

BILL SUMMARY

Total Fees:	$	13,070.00

REG # 110 152 824

Total HST:	$	1,699.10
Total Current Invoice Due:	**CAD $**	**14,769.10**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

December 20, 2021

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2080169
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through December 19, 2021.

Total Fees:	$	11,345.00
Total HST:	$	1,474.85
Total Current Invoice Due:	**CAD $**	**12,819.85**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice:

Invoice No: 2080169

Please be sure to indicate invoice number on all payments

File No: 103454-00004

Amount: **CAD 12,819.85**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

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Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: December 20, 2021
Invoice Number: 2080169

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through December 19, 2021.

Date	Professional	Description	Hours	Amount
12/01/21	Colin D. Brousson	Attend upon meetings to nail down NORD with Mr. Crawford and Ms. Gaudin; draft further revision to NORD; review Monitor's certificate; draft comments on same; instruct paralegal on filing given signatures not original; draft email to Mr. Plunkett; draft further changes to NORD and explanatory email on approach; review research on mitigation;	4.80	3,336.00
12/01/21	Jeffrey Bradshaw	Confer with C. Brousson; attend to filing waiver and certificate;	0.40	180.00
12/02/21	Colin D. Brousson	Email to Mr. Kofman on certificate; attend to nits on NORD; draft email replies on terms of bonus;	1.50	1,042.50
12/02/21	Jeffrey Bradshaw	Email exchange with counsel; confer with C. Brousson;	0.30	135.00
12/03/21	Colin D. Brousson	Instruct paralegal on NORD service; draft letter to Mr. Howitt; draft follow up emails on Notice of Dispute to Mr. Howitt;	0.90	625.50
12/07/21	Colin D. Brousson	Finalize Plan Certificate filing; review Kane settlement documents; draft email to Mr. Crawford;	0.30	208.50
12/07/21	Jeffrey Bradshaw	Confer with C. Brousson; draft, review and revise Kane settlement;	0.50	225.00
12/08/21	Colin D. Brousson	Draft emails on MacPherson time for insurance purposes and revise document on same; review and revise Settlement Agreement and Release for Ms. Kane; draft	1.20	834.00

Date	Professional	Description	Hours	Amount
		email report on same;		
12/08/21	Jeffrey Bradshaw	Draft, review and revise Kane Settlement Agreement; confer with C. Brousson;	1.20	540.00
12/09/21	Colin D. Brousson	Draft emails to Mr. Crawford on timing of distribution; review comments on additional entity to be released; draft email on same; review email from Mr. Mason and begin draft email reply in connection with same;	1.00	695.00
12/10/21	Colin D. Brousson	Draft email reply to Mr. Mason on Mc. Kee's claim; draft email to Mr. Howitt; finalize Settlement Agreement and release;	1.00	695.00
12/10/21	Jeffrey Bradshaw	Email exchange with counsel re: Kee settlement; confer with C. Brousson;	0.30	135.00
12/12/21	Edmond Lamek	Reviewing and revising updated Addendum; reviewing initial Report; related emails with KSV;	1.70	1,266.50
12/14/21	Colin D. Brousson	Review email from Mr. Howitt and draft email on same to instruct Mr. Bradshaw; draft reporting email on Mr. Howitt's email;	0.60	417.00
12/14/21	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with counsel; draft, review and revise Kane settlement with legal fees and RRSP contribution;	0.40	180.00
12/17/21	Colin D. Brousson	Review Notice of Dispute from Mr. Scott and provide comments on same;	1.00	695.00
12/19/21	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with counsel re: revised Kane settlement agreement;	0.30	135.00
Total Hours and Fees:			**17.40**	**$11,345.00**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	1.70	1,266.50
Colin D. Brousson	695.00	12.30	8,548.50
Jeffrey Bradshaw	450.00	3.40	1,530.00
Total Fees:			**$11,345.00**

BILL SUMMARY

	Total Fees:	$	11,345.00
REG # 110 152 824	Total HST:	$	1,474.85
	Total Current Invoice Due:	**CAD $**	**12,819.85**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com
T 416.365.3500
F 416.365.7886

January 17, 2022

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

INVOICE NUMBER:	2085541
FILE NUMBER:	103454-00004
BUSINESS NUMBER:	REG # 110 152 824
FROM THE OFFICE OF:	Edmond Lamek
DIRECT LINE:	416.365.3444

For Professional Services rendered and/or disbursements advanced through January 15, 2022.

Total Fees:	$	19,850.00
Total HST:	$	2,580.50
Total Current Invoice Due:	**CAD $**	**22,430.50**

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

Remittance Advice: **Please be sure to indicate invoice number on all payments**

Invoice No: 2085541 File No: 103454-00004 Amount: **CAD 22,430.50**

Cheque Payments To:
DLA Piper (Canada) LLP

Suite 2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7 Canada

Please return remittance advice with cheque.

Credit Card Payments:

https://payments.dlapiper.ca

Tel: 604.643.2955
Toll free: 1.833.299.9022

Canadian Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-1085588
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Transit:	00010
Institution:	003

US Dollar Wire Payments To:
DLA Piper (Canada) LLP

Beneficiary Acc#:	00010-4009726
Bank:	Royal Bank of Canada
Swift Code:	ROYCCAT2
Bank Address:	Main Branch Royal Centre 1025 West Georgia Street Vancouver, BC V6E 3N9
Intermediary Bank:	JP Morgan Chase Bank 270 Park Avenue New York, NY 10017
Swift Code:	CHASUS33
ABA#	021000021

DLA Piper (Canada) LLP
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www.dlapiper.com
T 416.365.3500
F 416.365.7886

Ardenton Capital Corporation
#200 - 6th Avenue W.
Vancouver, BC V5Y 1K1 Canada
Attention: Peter Crawford, VP of Legal Affairs

Our File No: 103454-00004

KSV Restructuring Inc.
Re: Re Counsel to KSV Restructuring Inc as CCAA Monitor

Date: January 17, 2022
Invoice Number: 2085541

PROFESSIONAL SERVICES

For Professional Services rendered and/or disbursements advanced through January 15, 2022.

Date	Professional	Description	Hours	Amount
12/16/21	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with client;	0.40	180.00
12/20/21	Jeffrey Bradshaw	Email exchange with counsel re: Kane settlement;	0.20	90.00
12/23/21	Colin D. Brousson	Draft emails on execution of settlement;	0.20	139.00
01/04/22	Colin D. Brousson	Draft emails to Ms. Gaudin on Ms. Kane and approach to Scott claim;	0.20	139.00
01/05/22	Colin D. Brousson	Draft emails to Ms. Gaudin on approach with Mr. Yeager on Scott claim; instruct Mr. Bradshaw on Kane execution and draft email on same;	0.40	278.00
01/05/22	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with counsel;	0.20	90.00
01/06/22	Colin D. Brousson	Attend upon call with Ms. Gaudin on setting path forward; review Claim Process Order and draft emails on same; review comments of Mr. Skelly and Mr. Plunkett; consider idea of termination order and confirm BC approach; draft update to Mr. Kofman on Scott Claim approach; confirm timing of application and report; draft detailed emails on issues remaining in Scott Claim;	2.20	1,529.00
01/06/22	Jeffrey Bradshaw	Email exchange with client re: Kane Settlement;	0.30	135.00

Date	Professional	Description	Hours	Amount
01/07/22	Edmond Lamek	Email exchanges with C Brousson re Scott claim and CCAA termination; 12:30pm Teams call with Ardenton, MLT and A&B re termination and Scott Claim hearing; subsequent email exchanges with Bill Skelly and evening call with Kyle Plunkett regarding Monitor's residual powers to CCAA termination;	2.70	2,011.50
01/07/22	Colin D. Brousson	Draft emails to Mr. Lamek on approach to Jan. 28 hearing and Scott Claim; draft emails to Mr. Kofman; instruct Mr. Bradshaw on consolidated version of Kane Settlement; attend upon all hands call on all remaining issues; draft email on security for costs question; draft email on timing of application to Mr. Yeager; attend further calls with Ms. Gaudin to nail down timing on hearing and exchange of documents; draft email to Mr. Skelly on approach to admin charge and powers;	4.50	3,127.50
01/07/22	Jeffrey Bradshaw	Confer with C. Brousson re: Scott claim; finalizing Kane settlement agreement;	0.20	90.00
01/08/22	Colin D. Brousson	Finalize and issue email to Mr. Yeager on Scott Claim hearing; draft report on same to all;	0.70	486.50
01/08/22	Jeffrey Bradshaw	Confer with C. Brousson;	0.20	90.00
01/10/22	Colin D. Brousson	Draft emails to Mr. Skelly on reduction of powers; review allegations in Miami matter; draft emails to Mr. Lamek and Mr. Kofman; review ARIO for key powers to retain and draft email on same to Mr. Kofman and Mr. Skelly; attend to precedents on approach to termination order and draft emails on same; conference with Mr. Lamek;	1.80	1,251.00
01/10/22	Edmond Lamek	MSTeams call with KSV regarding CCAA Termination Application and 9th Report, activities and fees approval, Scott Claim, etc.;	0.80	596.00
01/10/22	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with counsel;	0.60	270.00
01/11/22	Colin D. Brousson	Review email on timing from Court and Mr. Skelly; draft emails on same; draft emails to Mr. Lamek on status; instruct Mr. Bradshaw on application for approval of fees and activities; draft thoughts on catch all retention of powers; review report draft on Scott Claim and draft email to Mr. Wong on	1.50	1,042.50

Date	Professional	Description	Hours	Amount
		same;		
01/11/22	Edmond Lamek	Email exchanges with W Skelly and Kyle Plunkett regarding terms of termination order and Monitors' powers pending filing of final certificate; emails with Kofman an Brousson re same;	0.80	596.00
01/11/22	Jeffrey Bradshaw	Draft, review and revise affidavits; confer with E. Lamek; confer with C. Brousson; email exchange with client; email exchange with counsel;	1.40	630.00
01/12/22	Colin D. Brousson	Draft email to Ms. Gaudin; draft emails on fee affidavits; instruct Mr. Bradshaw on fee and activity approval application drafts;	0.60	417.00
01/12/22	Edmond Lamek	Assembling and reconciling all DLA Accounts to the Monitor and drafting DLA Fees Affidavit;	2.50	1,862.50
01/12/22	Jeffrey Bradshaw	Draft, review and revise affidavits; confer with E. Lamek; confer with C. Brousson; email exchange with client; email exchange with counsel;	1.10	495.00
01/13/22	Edmond Lamek	Revising Fee Affidavit; reviewing and commenting on CCAA Termination Order and mechanics of triggering Monitor's Certificate filing;	1.70	1,266.50
01/13/22	Jeffrey Bradshaw	Confer with C. Brousson; confer with E. Lamek;	0.20	90.00
01/13/22	Colin D. Brousson	Review proposed order from Mr. Skelly and draft comments on same; draft emails to Ms. Gaudin; draft email on fee affidavit;	0.60	417.00
01/14/22	Edmond Lamek	Reviewing and revising Monitor's draft 9th Report; related emails and calls with KSV and C. Brousson;	1.80	1,341.00
01/14/22	Jeffrey Bradshaw	Confer with C. Brousson; email exchange with client; review Monitor's report;	1.10	495.00
01/14/22	Colin D. Brousson	Review and revise Ninth Report of the Monitor; draft emails on same to Mr. Lamek and Mr. Kofman; review reply from Mr. Yeager and consider reply;	1.00	695.00
Total Hours and Fees:			**29.90**	**$19,850.00**

PROFESSIONAL SERVICES SUMMARY

Professional	Rate	Hours	Amount
Edmond Lamek	745.00	10.30	7,673.50

DLA PIPER

Professional	Rate	Hours	Amount
Colin D. Brousson	695.00	13.70	9,521.50
Jeffrey Bradshaw	450.00	5.90	2,655.00
Total Fees:			**$19,850.00**

BILL SUMMARY

	Total Fees:	$	19,850.00
REG # 110 152 824	Total HST:	$	2,580.50
	Total Current Invoice Due:	**CAD $**	**22,430.50**

This is our account.

DLA Piper (Canada) LLP

Per: _____
Edmond Lamek

Please note that this account is payable on receipt. If not paid within 30 days from the invoice date, interest at the rate of prime plus 2% per annum will be charged from the invoice date.

No. S-211985
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 A PLAN OF COMPROMISE AND ARRANGEMENT OF ARDENTON CAPITAL CORPORATION AND ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

AFFIDAVIT OF EDMOND LAMEK

DLA Piper (Canada) LLP
Barristers & Solicitors
2800 Park Place
666 Burrard Street
Vancouver BC V6C 2Z7

Tel. No. 604.687.9444
Fax No. 604.687.1612