

Form 78.05

2024



Hfx. No. 531463

SUPREME COURT OF NOVA SCOTIA

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

AND IN THE MATTER OF A PLAN OR ARRANGEMENT 3306133 NOVA SCOTIA LIMITED, 1003940 NOVA SCOTIA LIMITED, HEADLINE PROMOTIONAL PRODUCTS LIMITED, BRACE CAPITAL LIMITED, BRACE HOLDINGS LIMITED AND 4648767 NOVA SCOTIA LIMITED

BETWEEN:

Fiera Private Debt Fund III LP and Fiera Private Debt Fund V LP,
each by their general partner, Fiera Private Debt GP Inc.

Applicants

and

3306133 Nova Scotia Limited, 1003940 Nova Scotia Limited, Headline Promotional Products Limited, Brace Capital Limited, Brace Holdings Limited, and 4648767 Nova Scotia Limited

Respondents

Consent Order

BEFORE THE HONOURABLE JUSTICE KEITH IN CHAMBERS:

WHEREAS AIG Insurance Company of Canada ("AIG"), the moving party in this proceeding, moved for an order declaring that: (1) AIG is provided leave to compel the non-party Ian Scott to attend a discovery examination; and (2) Ian Scott is required to attend a discovery examination for one full day.

AND WHEREAS Ian Scott, through his legal counsel, agreed to consent to an order compelling Ian Scott's attendance to a discovery examination under certain terms agreed upon by both parties to this motion, which are provided for in this order.

AND WHEREAS all parties and interested persons in the proceedings related to the *Companies' Creditors Arrangement Act*, R.S.C., c C-36, as amended, i.e., Hfx No. 531462, have been notified of Ian Scott's consent to this order.



AND UPON reviewing the material filed in support of the motion, the terms of this order, the signatures of AIG and Ian Scott's respective legal counsel, and taking note that no parties or interested person objected to this order despite being provided the opportunity to do so;

IT IS HEREBY ORDERED THAT

1. Pursuant to Section 11 of the *Companies' Creditors Arrangements Act* and Rule 18 of the *Nova Scotia Civil Procedure Rules*:
 - a. AIG is granted leave to compel Ian Scott to attend a discovery examination in this proceeding;
 - b. Ian Scott shall attend and participate in a discovery examination held at unit 600 of 99 Wyse Road, Dartmouth, Nova Scotia, on May 12, 2025 at 12:00 p.m. ADT (the "Discovery Examination");
 - c. AIG's legal counsel shall be permitted to attend the Discovery Examination via video conference;
 - d. AIG shall designate one of its legal counsel to conduct the Discovery Examination, and Ian Scott shall designate one of his legal counsel to defend his interests during the Discovery Examination;
 - e. Other parties, interested persons, or other legal counsel of AIG and Ian Scott may observe the Discovery Examination;
 - f. AIG's legal counsel shall have five hours to conduct the Discovery Examination;
 - g. Any and all breaks taken by AIG, Ian Scott, or their respective legal counsel, shall not be considered when calculating the five hours provided to AIG to conduct the Discovery Examination;
 - h. Ian Scott shall make best efforts to provide the following documents concerning Hfx No 538755 and Hfx No. 537579 to AIG's legal counsel one week before the Discovery Examination, and must take said documentation to the Discovery Examination:
 - i. Any and all correspondence, including internal correspondence, between Ian Scott or any other directors of Brace Holdings Limited ("Brace") and/or its subsidiaries concerning the Superintendent of

Pension's position that Halifax Herald Limited ("The Herald") must pay unpaid special payments;

ii. Any and all correspondence, including internal correspondence, between Ian Scott and any other directors of Brace and/or its subsidiaries, and any insurance brokers regarding:

1. the renewal applications that Ian Scott signed in 2022 and 2023 to renew The Herald and/or Brace's 2021 and 2022 fiduciary insurance policies with AIG, particularly any discussion concerning what to disclose in relation to the unpaid special payments; and

2. whether to report to AIG any "Claim", or circumstances that might lead to a "Claim", as defined in any or all of the fiduciary insurance policies that The Herald and/or Brace had with AIG, in connection with the unpaid special payments, and

iii. Any and all correspondence to AIG actually reporting any "Claim" or circumstance that might lead to a "Claim".

i. AIG's legal counsel is permitted to ask any question related to the documentation that is described in paragraph 1(h) and provided by Ian Scott to AIG, and any question related to the affidavits and exhibits filed by AIG with this Court in support of this motion during the Discovery Examination;

j. Ian Scott shall answer any and all questions properly asked of him by AIG's legal counsel during the Discovery Examination;

k. AIG shall pay:

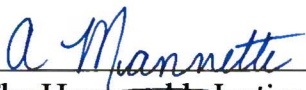
i. All charges related to the reporter to record and transcribe the Discovery Examination;

ii. The reasonable expenses of Ian Scott to attend the Discovery Examination, including transportation, accommodation, and meals, as may be applicable upon presentation of receipts or other evidence;

iii. An attendance fee of \$35 per hour to Ian Scott for the duration of the Discovery Examination; and


- iv. \$3500.00 (inclusive of all taxes) to BoyneClarke LLP in trust, which shall be deemed to satisfy any and all of AIG's obligations to pay Ian Scott's legal fees and costs associated with this motion or the Discovery Examination, specifically those associated with Ian Scott or his legal counsel's preparation for the Discovery Examination, his legal counsel's defense of the same, any and all disbursements that are not explicitly identified in this order, and/or any and all other legal fees and costs directly or indirectly associated with this motion and/or the Discovery Examination.

Issued this 27th day of April 2025, at Halifax, Nova Scotia.


~~The Honourable Justice Keith~~
AMBER MANNETTE
Deputy Prothonotary

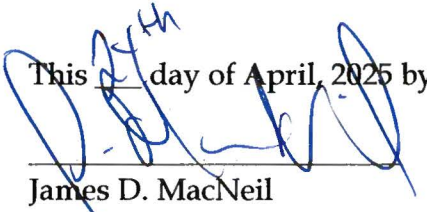
CONSENTED TO IN FORM AND SUBSTANCE

This 25 day of April, 2025 by counsel of the Applicant, AIG Insurance Company of Canada


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This 27th day of April, 2025 by counsel of the Respondent, Ian Scott


James D. MacNeil
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IN THE SUPREME COURT
COUNTY OF HALIFAX, N.S.
I hereby certify that the foregoing document,
identified by the seal of the court, is a true
copy of the original document on the file herein.

APR 29 2025

A. Mannette

Deputy Prothonotary

Deputy Prothonotary
JANET MANNETTE

Luke C. Godin
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