

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) WEDNESDAY, THE 17TH
)
JUSTICE CAVANAGH) DAY OF NOVEMBER, 2021

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 OR
ARRANGEMENT OF 957855 ALBERTA LTD. (FORMERLY
NEWSWEST INC.) AND ROSEBUD CREEK FINANCIAL
CORP. IN RESPECT OF METRO 360 GENERAL
PARTNERSHIP

Applicants

MEETING ORDER

THIS MOTION, made by 957855 Alberta Ltd. (formerly NewsWest Inc.) ("**Alberta HoldCo**") and Rosebud Creek Financial Corp. ("**Rosebud HoldCo**" and, together with Alberta HoldCo, the "**Applicants**"), being the partners of the Metro 360 General Partnership ("**Metro 360**" and, together with the Applicants, the "**CCAA Entities**"), for an order, *inter alia*:

- a) accepting the filing of the CCAA Entities' plan of compromise and arrangement pursuant to the CCAA (as it may be amended, modified, varied and/or supplemented in accordance with its terms, the "**Plan**");
- b) authorizing the CCAA Entities to establish one class of Affected Creditors for the purpose of considering and voting on the Plan (the "**Unsecured Creditors' Class**");



- c) authorizing the CCAA Entities to call, hold and conduct a virtual meeting of the Affected Creditors (the “**Creditors’ Meeting**”) to consider and vote on a resolution to approve the Plan (the “**Resolution**”);
- d) approving the procedures to be followed with respect to the calling and conduct of the Creditors’ Meeting; and
- e) setting the date for the hearing of the CCAA Entities’ motion seeking sanction of the Plan (the “**Sanction Hearing**”),

was heard this day by video conference at Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Daniel P. Shapiro sworn November 10, 2021 (the “**Shapiro Affidavit**”) and the exhibits thereto, and the Sixth Report of KSV Restructuring Inc.,¹ in its capacity as Monitor (the “**Monitor**”) dated November 10, 2021 (the “**Sixth Report**”), and on hearing the submissions of counsel for the CCAA Entities, counsel for the Monitor, and such other counsel as were present, no one else appearing although duly served:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

¹ Effective August 31, 2020, the name of KSV Kofman Inc. (“**Kofman**”) was changed to KSV Restructuring Inc. (“**Restructuring**”). All Kofman mandates are now being performed by Restructuring.

DEFINITIONS

2. **THIS COURT ORDERS** that any capitalized terms used and not otherwise defined herein shall have the meaning ascribed thereto in the Plan in the form attached as Exhibit “A” to the Shapiro Affidavit.

MONITOR’S ROLE

3. **THIS COURT ORDERS** that, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Initial Order granted in these proceedings dated June 17, 2020 (as amended, the “**Initial Order**”) and the Claims Procedure Order granted in these proceedings dated September 16, 2020 (the “**Claims Procedure Order**”), the Monitor is hereby authorized, directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order or incidental thereto.

4. **THIS COURT ORDERS** that, in carrying out the terms of this Order, the Monitor: (a) shall have all the protections given to it by the CCAA, the Initial Order, the Claims Procedure Order, this Order, and any other Orders of the Court in these CCAA Proceedings, and as an officer of the Court, including the stay of proceedings in its favour; (b) shall incur no liability or obligation as a result of carrying out the provisions of this Order, other than in respect of any gross negligence or wilful misconduct on its part; (c) shall be entitled to rely on the books and records of the CCAA Entities and any information provided by the CCAA Entities without independent investigation; (d) shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information; and (e) may seek such assistance as may be reasonably required to carry out its duties and obligations pursuant to this Order from the CCAA Entities or any of their affiliated companies.

PLAN OF COMPROMISE AND ARRANGEMENT

5. **THIS COURT ORDERS** that the Plan be and is hereby accepted for filing with the Court, and that the CCAA Entities are authorized to seek approval of the Plan by the Affected Creditors holding Voting Claims or Disputed Claims in the manner set forth herein.

6. **THIS COURT ORDERS** that the CCAA Entities be and are hereby authorized, with the consent of the Monitor, to amend, modify, vary and/or supplement the Plan pursuant to the terms thereof (each a “**Plan Modification**”) at any time prior to the Creditors’ Meeting, in which case any such Plan Modification shall, for all purposes, be and be deemed to form part of and be incorporated into the Plan. The CCAA Entities shall give notice of any such Plan Modification at the Creditors’ Meeting prior to the vote being taken to approve the Plan. The CCAA Entities may give notice of any such Plan Modification at or before the Creditors’ Meeting by notice which shall be sufficient if, in the case of notice at the Creditors’ Meeting, such notice is given to those Affected Creditors present (or deemed present) at such meeting in person or by Proxy and, in the case of notice before the Creditors’ Meeting, such notice is provided to those Persons listed on the service list in these CCAA Proceedings (as amended from time to time, the “**Service List**”). The Monitor shall forthwith post on its website established in respect of these CCAA Proceedings (the “**Monitor’s Website**”) any such Plan Modification, with notice of such posting forthwith provided to the Service List.

7. **THIS COURT ORDERS** that, after the Creditors’ Meeting (including after obtaining the Sanction Order), the CCAA Entities may, with the consent of the Monitor, at any time and from time to time effect a Plan Modification either: (a) pursuant to an Order of the Court, or (b) where such Plan Modification concerns a matter which, in the opinion of both the CCAA Entities and the Monitor, is of an administrative nature required to better give effect to the implementation of the

Plan or to cure any errors, omissions or ambiguities, and in either circumstance (c) is not materially adverse to the financial or economic interests of the Affected Creditors. The Monitor shall forthwith post on the Monitor's Website any such Plan Modification, with notice of such posting forthwith provided to the Service List.

NOTICE OF THE CREDITORS' MEETING

8. **THIS COURT ORDERS** that each of the following, in substantially the forms attached to this Order as Schedule "A", Schedule "B", Schedule "C", Schedule "D", Schedule "E" and Schedule "F", respectively, are hereby approved:

- (a) the electronic meeting protocol (the "**Electronic Meeting Protocol**");
- (b) the form of notice of the Creditors' Meeting and Sanction Hearing (the "**Notice of Meeting**");
- (c) the form of proxy for the Affected Creditors (the "**Proxy**");
- (d) the form of Convenience Class Claim Election (the "**Convenience Class Claim Election**");
- (e) the form of Resolution (collectively, with the forms referred to in (a),(b),(c) and (d) above, the "**Information Package**"); and
- (f) the notice to Affected Creditors referred to in Paragraph 12.

9. **THIS COURT ORDERS** that the CCAA Entities may from time to time make such changes to the documents in the Information Package as the CCAA Entities, in consultation with the Monitor, consider necessary or desirable or to conform the content thereof to the terms of the

Plan (including any amendments, restatements, modifications or supplements thereto), this Order or any further Orders of the Court.

10. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause a copy of the Information Package (and any amendments made thereto in accordance with paragraph 9 hereof), the Plan and this Order to be posted on the Monitor's Website.

11. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause notice of the Creditors' Meeting to be published for one (1) Business Day in *The Globe and Mail* (National Edition) (the "**Newspaper Notice**"). The Newspaper Notice shall include a statement advising that any Affected Creditor wishing to attend the Creditors' Meeting must contact the Monitor to obtain a unique control number and login password (in each case, the "**Credentials**") that will permit the Affected Creditor to access the Creditors' Meeting by electronic means.

12. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause to be sent to each Affected Creditor a notice, in substantially the form attached as Schedule "F" hereto, which includes a link to a copy of the Information Package, the Plan, the Sixth Report and the Monitor's Report on the Plan (the "**Plan Assessment Report**"). In each case, the aforementioned notice shall be sent either by e-mail or regular mail to the Affected Creditor's last known e-mail or mailing address which was provided to the CCAA Entities or the Monitor, or as set out in the Affected Creditor's Proof of Claim. For greater certainty, the Notice of Meeting shall include a statement advising that, in order for an Affected Creditor to attend the Creditors' Meeting, the Affected Creditor must contact the Monitor to obtain its Credentials in the manner contemplated by paragraph 20 of this Order.

13. **THIS COURT ORDERS** that the sending of a copy of the Information Package and information directing Affected Creditors to locate a copy of the Plan, the Sixth Report and the Plan Assessment Report in accordance with paragraph 12 hereof, the publication referred to in paragraph 11 hereof, and the posting of this Order, the Plan and the Information Package on the Monitor's Website in accordance with paragraph 10 hereof, shall constitute good and sufficient service of this Order, the Plan and the Notice of Meeting on all Persons who may be entitled to receive notice thereof, or who may be entitled to be present in person or by Proxy at the Creditors' Meeting or who may have an interest in these proceedings, and no other form of notice or service need be made on such Persons.

14. **THIS COURT ORDERS** that the non-receipt of a copy of the Information Package beyond the reasonable control of the Monitor, or any failure or omission to provide a copy of the Information Package as a result of events beyond the reasonable control of the Monitor, shall not constitute a breach of this Order, and shall not invalidate any resolution passed or proceedings taken at the Creditors' Meeting, but if any such failure or omission is brought to the attention of the Monitor, then the Monitor shall use reasonable efforts to rectify the failure or omission by the method and in the time most reasonably practicable in the circumstances.

CLASSIFICATION OF CREDITORS

15. **THIS COURT ORDERS** that, for the purposes of considering and voting on the Plan, the Affected Creditors shall constitute a single class under the Plan, the "Unsecured Creditors' Class".

CREDITORS' MEETING

16. **THIS COURT ORDERS** that, subject to paragraph 24 hereof, the CCAA Entities are authorized to call, hold and conduct the Creditors' Meeting on December 16, 2021 at 1:00 p.m.

(Toronto time) by videoconference in accordance with the Electronic Meeting Protocol, for the purpose of considering and voting on, with or without variation, the Resolution to approve the Plan and transacting such other business as may be properly brought before the Creditors' Meeting.

17. **THIS COURT ORDERS** that, subject to paragraph 44 hereof, the only Persons entitled to vote at the Creditors' Meeting in person or by Proxy are Affected Creditors with Voting Claims or Disputed Claims (each an "**Eligible Voting Creditor**").

18. **THIS COURT ORDERS** that the only Persons entitled to receive notice of, to attend or submit questions at the Creditors' Meeting are representatives of the CCAA Entities and their legal counsel and advisors, representatives of the Monitor and its legal counsel, and the Eligible Voting Creditors (or their respective duly appointed proxyholders) and their respective legal counsel and advisors. Any other Person may be admitted to the Creditors' Meeting on invitation of the Chair (as defined below), in consultation with the CCAA Entities.

19. **THIS COURT ORDERS** that an Eligible Voting Creditor that is not an individual may only attend and vote at the Creditors' Meeting if it has appointed a proxyholder to attend and act on its behalf at the Creditors' Meeting.

CONDUCT AND VOTING AT THE CREDITORS' MEETING

20. **THIS COURT ORDERS** that Affected Creditors (or their respective duly appointed proxyholders) intending to attend the Creditors' Meeting must notify the Monitor by email at mtallat@ksvadvisory.com by no later than 5:00 p.m. (Toronto time) on the date that is four (4) Business Days prior to the Creditors' Meeting in order to obtain their Credentials.

21. **THIS COURT ORDERS** that a representative of the Monitor, as designated by the Monitor, shall preside as the chair of the Creditors' Meeting (the "**Chair**") and, subject to this

Order or any further Order of the Court, shall, in consultation with the CCAA Entities, decide all matters relating to the conduct of the Creditors' Meeting.

22. **THIS COURT ORDERS** that a person designated by the Monitor shall act as secretary at the Creditors' Meeting and the Monitor may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Creditors' Meeting (the "**Scrutineers**").

23. **THIS COURT ORDERS** that the quorum required at the Creditors' Meeting shall be one Affected Creditor with a Voting Claim present at the Creditors' Meeting in person or by Proxy. Any Affected Creditors who establish a communications link to the Creditors' Meeting by electronic means, as applicable, shall be deemed to be present in person at the Creditors' Meeting.

24. **THIS COURT ORDERS** that the Creditors' Meeting shall be adjourned to such date, time and place as may be designated by the Chair or the Monitor, in each case in consultation with the CCAA Entities, if:

- (a) the requisite quorum pursuant to paragraph 23 is not present at the Creditors' Meeting; or
- (b) prior to or during the Creditors' Meeting, either the CCAA Entities or the Chair or the Monitor (in consultation with the CCAA Entities) decide to adjourn the Creditors' Meeting in their sole and absolute discretion.

The CCAA Entities shall not be required to first convene the Creditors' Meeting in order to adjourn or postpone the Creditors' Meeting. Written notice of any adjournment or postponement to the Service List and, if the adjournment is made during the Creditors' Meeting, announcement by the Chair of any such adjournment at the Creditors' Meeting shall constitute sufficient notice of the adjournment or postponement and neither the

CCAA Entities nor the Monitor shall have any obligation to give any other or further notice to any Person of the adjourned or postponed Creditors' Meeting.

25. **THIS COURT ORDERS** that the Chair shall direct a vote at the Creditors' Meeting, by such means as the Chair, in consultation with the CCAA Entities, may consider appropriate, with respect to: (a) the Resolution to approve the Plan and any amendments, modifications, variations and/or supplements thereto made in accordance with the Plan and this Order; and (b) any other resolutions as the Chair, in consultation with the CCAA Entities, may consider appropriate.

26. **THIS COURT ORDERS** that, following the votes at the Creditors' Meeting, the Scrutineers shall tabulate the votes in the Unsecured Creditors' Class and the Monitor shall determine whether the Plan has been accepted by the majorities of that Unsecured Creditors' Class required pursuant to section 6 of the CCAA (the "**Required Majority**"), in accordance with the Electronic Meeting Protocol.

27. **THIS COURT ORDERS** that any other matter submitted to be decided at the Creditors' Meeting shall be decided by a vote of a majority in value of the Affected Creditors with Voting Claims cast in accordance with the Electronic Meeting Protocol.

28. **THIS COURT ORDERS** that the Monitor shall file a report with this Court after the Creditors' Meeting or any adjournment thereof, as applicable, with respect to the results of the votes at the Creditors' Meeting, including whether the Plan has been accepted by the Required Majorities.

29. **THIS COURT ORDERS** that a copy of the Monitor's report regarding the votes at the Creditors' Meeting shall be posted on the Monitor's Website prior to the Sanction Hearing.

30. **THIS COURT ORDERS** that the result of any vote conducted at the Creditors' Meeting shall be binding upon all Affected Creditors, whether or not any such Affected Creditor was present (in person or by Proxy) or voted at the Creditors' Meeting.

VOTING BY PROXY

31. **THIS COURT ORDERS** that any Proxy in respect of the Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) must be: (a) received by the Monitor to the attention of Murtaza Tallat (mtallat@ksvadvisory.com) by 5:00 p.m. (Toronto time) at least three (3) Business Days prior to the Creditors' Meeting (the "**Election/Proxy Deadline**"); and (b) in substantially the form attached to this Order as Schedule "B" or in such other form as may be acceptable to the Monitor or the Chair in consultation with the CCAA Entities. The Monitor and the CCAA Entities are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed in connection therewith. Any Proxies validly delivered in connection with the Creditors' Meeting shall be accepted as Proxies in respect of any adjourned or postponed Creditors' Meeting.

32. **THIS COURT ORDERS** that, for the purpose of tabulating the votes cast on any matter that may properly come before the Creditors' Meeting, the Chair shall be entitled to rely on any vote cast by a holder of a Proxy that has been duly submitted to the Monitor in the manner set forth in this Order without independent investigation.

33. **THIS COURT ORDERS** that paragraphs 31 and 32, and the instructions contained in the Proxy, shall govern the submission of Proxies and any deficiencies in respect of the form or substance of such Proxies filed with the Monitor.

34. **THIS COURT ORDERS** that, in the absence of instruction to vote for or against the approval of the Resolution in a duly signed and returned Proxy, the Proxy shall be deemed to include instructions to vote for the approval of the Resolution, provided the Proxy holder does not otherwise exercise its right to vote at the Creditors' Meeting.

35. **THIS COURT ORDERS** that, for the purposes of voting at the Creditors' Meeting, each Affected Creditor with a Voting Claim or a Disputed Claim shall be entitled to one vote as a member of the Unsecured Creditors' Class. Any Person that does not have a Voting Claim or a Disputed Claim shall not be entitled to vote at the Creditors' Meeting.

36. **THIS COURT ORDERS** that, for the purposes of voting at the Creditors' Meeting, the value of a vote cast by any Affected Creditor shall be deemed equal to their Voting Claim as determined in accordance with the Claims Procedure Order.

37. **THIS COURT ORDERS** that each Convenience Class Creditor shall be deemed to have voted in favour of the Resolution to approve the Plan.

38. **THIS COURT ORDERS** that an Affected Creditor's Voting Claim shall not include fractional numbers and Voting Claims shall be rounded down to the nearest whole Canadian dollar amount.

DISPUTED CLAIMS

39. **THIS COURT ORDERS** that, in the event that an Affected Creditor holds a Claim that is a Disputed Claim as at the date of the Creditors' Meeting, such Creditor may attend the Creditors' Meeting and such Disputed Claim may be voted at the Creditors' Meeting by such Creditor (or its duly appointed proxyholder), without prejudice to the rights of the CCAA Entities, the Monitor or the holder of the Disputed Claim with respect to the final determination of the

Claim for distribution purposes. The dollar value of a Disputed Claim for voting purposes at the Creditors' meeting shall be the dollar value of such Disputed Claim as accepted by the Monitor for voting purposes.

40. **THIS COURT ORDERS** that the Monitor shall keep a separate record of votes cast by Affected Creditors holding Disputed Claims. The votes cast in respect of any Disputed Claim shall not be counted for any purpose, unless, until and only to the extent that such Disputed Claim is finally determined to be a Voting Claim in accordance with the Claims Procedure Order.

CONVENIENCE CLASS CLAIM ELECTION

41. **THIS COURT ORDERS** that any Affected Creditor with one or more Proven Claims in an amount in excess of the Cash Election Amount shall be entitled to elect to receive only the Cash Election Amount and be deemed to vote in favour of the Plan in accordance with paragraph 37 of this Order hereof by returning an executed Convenience Class Claim Election to the Monitor prior to the Election/Proxy Deadline.

42. **THIS COURT ORDERS** that any Affected Creditor with one or more Proven Claims in an amount not exceeding the Cash Election Amount shall not be permitted or required to make an election in the Convenience Class Claim Election and shall receive an amount equal to the actual amount of such Proven Claim as a Convenience Class Creditor in full satisfaction of such Proven Claims and any Convenience Class Claim Election submitted by any such Convenience Class Creditor shall be deemed null and void.

43. **THIS COURT ORDERS** that the value of a Convenience Class Creditor's Affected Claim for voting purposes is the actual amount of such Proven Claim.

TRANSFERS OR ASSIGNMENTS OF CLAIMS

44. **THIS COURT ORDERS** that, subject to any restrictions contained in Applicable Laws or any contractual arrangement with any of the CCAA Entities, an Affected Creditor (other than a Convenience Class Creditor) may transfer or assign the whole of its Affected Claim prior to the Creditors' Meeting. If, subject to any restrictions contained in Applicable Laws or any contractual arrangement with any of the CCAA Entities, an Affected Creditor transfers or assigns the whole of an Affected Claim to another Person, such transferee or assignee shall not be entitled to attend and vote the transferred or assigned Affected Claim at the Creditors' Meeting unless (a) the assigned Affected Claim is a Voting Claim or Disputed Claim, or a combination thereof, and (b) satisfactory notice of and proof of transfer or assignment has been received and acknowledged by the Monitor in writing no later than 5:00 p.m. (Toronto time) on the date that is seven (7) days prior to the date of the Creditors' Meeting, failing which the original transferor shall have all applicable rights as the "Affected Creditor" with respect to such Affected Claim as if no transfer or assignment of the Affected Claim had occurred. Following proper transfer or assignment of an Affected Claim pursuant to (a) and (b) above, the transferee or assignee shall thereafter, for all purposes, be bound by any and all notices previously given to the transferor or assignor and steps taken in respect of such Claim. Such transferee or assignee shall not be entitled to set-off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such transferee or assignee to any of the CCAA Entities. For greater certainty, the Monitor and the CCAA Entities shall not recognize partial transfers or assignments of Affected Claims, under any provision of this Order or the Plan.

45. **THIS COURT ORDERS** that, subject to any restrictions contained in Applicable Laws or any contractual arrangement with any of the CCAA Entities, an Affected Creditor may transfer

or assign the whole of its an Affected Claim after the Creditors' Meeting provided that neither the CCAA Entities nor the Monitor shall be obliged to make distributions to any such transferee or assignee or otherwise deal with such transferee or assignee as an Affected Creditor in respect thereof unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment and such other documentation as the Monitor may reasonably require, has been received and acknowledged by the Monitor in writing, failing which the original transferor shall have all applicable rights as the "Affected Creditor" with respect to such Affected Claim as if no transfer of the Affected Claim had occurred. After the receipt and acknowledgement by the Monitor of satisfactory evidence of such transfer or assignment, such transferee or assignee shall constitute the Affected Creditor in respect of the transferred or assigned Affected Claim and shall be bound by notices given and steps taken in respect of such Affected Claim. Such transferee or assignee shall not be entitled to set-off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such transferee or assignee to any of the CCAA Entities.

SANCTION HEARING

46. **THIS COURT ORDERS** that, if the Plan has been approved by the Required Majority of the Unsecured Creditors' Class at the Creditors' Meeting, the CCAA Entities are authorized to bring a motion seeking the Sanction Order on January 14, 2022, or such other date as may be set by the Court.

47. **THIS COURT ORDERS** that the posting of this Order on the Monitor's Website, the sending of the Notice of Meeting pursuant to paragraphs 10 and 12 hereof, and the service of a copy of this Order on the parties on the Service List shall constitute good and sufficient service of

notice of the Sanction Hearing upon all Persons who may be entitled to receive such service, and no other form of service or notice need be made on such Persons in respect of the Sanction Hearing.

48. **THIS COURT ORDERS** that any Person (other than the CCAA Entities, the Monitor, and the Affected Creditors) wishing to receive materials and appear at the Sanction Hearing shall serve upon the lawyers for each of the CCAA Entities, the Monitor and all other parties on the Service List and file with this Court a Notice of Appearance by no later than 5:00 p.m. (Toronto time) on the date that is at least seven (7) days before the date set for the Sanction Hearing, or such other date determined by the Monitor in consultation with the CCAA Entities.

49. **THIS COURT ORDERS** that any Person who wishes to oppose the motion for the Sanction Order shall serve upon the lawyers for each of the CCAA Entities and the Monitor and upon all other parties on the Service List, and file with this Court, a copy of the materials to be used to oppose the motion for the Sanction Order by no later than 5:00 p.m. (Toronto time) on the date that is at least four (4) days before the date set for the Sanction Hearing, or such later date as may be determined by the Monitor in consultation with the CCAA Entities.

50. **THIS COURT ORDERS** that the CCAA Entities are authorized to adjourn the Sanction Hearing, and if the Sanction Hearing is adjourned, only those Persons who are listed on the Service List (including those Persons who have complied with paragraph 48 of this Order) shall be served with notice of the adjourned date of the Sanction Hearing.

GENERAL

51. **THIS COURT ORDERS** that the CCAA Entities and the Monitor may, in their discretion, generally or in individual circumstances, waive the time limits imposed on any Affected Creditor under this Order if the CCAA Entities and the Monitor deem it advisable to do so, without

prejudice to the requirement that all other Affected Creditors must comply with the terms of this Order.

52. **THIS COURT ORDERS** that any notice or other communication to be given pursuant to this Order by or on behalf of any Person to the CCAA Entities and/or the Monitor shall be in writing and will be sufficiently given only if by mail, courier, e-mail or hand-delivery addressed to:

The CCAA Entities' counsel: Goodmans LLP
Bay Adelaide Centre – West Tower
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Attention: L. Joseph Latham / Andrew Harmes
Email: jlatham@goodmans.ca / aharmes@goodmans.ca

The Monitor: KSV Restructuring Inc., Court-appointed CCAA Monitor of 957855 Alberta Ltd. (formerly NewsWest Inc.) and Rosebud Creek Financial Corp., in respect of Metro 360 General Partnership
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

Attention: David Sieradzki / Murtaza Tallat
Email: dsieradzki@ksvadvisory.com / mtallat@ksvadvisory.com

With a copy (which shall not constitute notice) to the Monitor's counsel:

Bennett Jones LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, ON M5X 1A4

Attention: Sean Zweig / Danish Afroz
Email: zweigs@bennettjones.com / afrozd@bennettjones.com

53. **THIS COURT ORDERS** that, for all purposes under this Order, any such notice or other communication shall be deemed to have been received: (a) if sent by prepaid ordinary mail or registered mail, on the third Business Day after mailing in Ontario, the fifth Business Day after

mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by e-mail by 5:00 p.m. on a Business Day, on such Business Day, and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

54. **THIS COURT ORDERS** that, notwithstanding any provision herein to the contrary, the Monitor and the CCAA Entities shall be entitled to rely upon any communication given pursuant to this Order (including any delivery of Proxies).

55. **THIS COURT ORDERS** that any reference to time herein shall mean prevailing local time in Toronto, Ontario, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated.

56. **THIS COURT ORDERS** that, if any deadline set out in this Order falls on a day other than a Business Day, the deadline shall be extended to the next Business Day.

57. **THIS COURT ORDERS** that the CCAA Entities or the Monitor may from time to time apply to this Court to amend, vary, supplement or replace this Order, or for advice and directions concerning the discharge of their respective powers and duties under this Order or the interpretation or application of this Order.

58. **THIS COURT ORDERS** that subject to any further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

RECOGNITION

59. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in any other foreign jurisdiction, to give effect to this Order and to assist the CCAA Entities, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the CCAA Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the CCAA Entities and the Monitor and their respective agents in carrying out the terms of this Order.

SCHEDULE "A"

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 OR ARRANGEMENT OF 957855 ALBERTA LTD. (FORMERLY NEWSWEST INC.) AND ROSEBUD CREEK FINANCIAL CORP. IN RESPECT OF METRO 360 GENERAL PARTNERSHIP

ELECTRONIC MEETING PROTOCOL

TAKE NOTICE that on April 6, 2020, 957855 Alberta Ltd. (formerly NewsWest Inc.) and Rosebud Creek Financial Corp., as the partners of Metro 360 General Partnership (collectively, the "**CCAA Entities**"), filed notices of intention to make a proposal under the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended, in order to initiate proceedings (the "**Proposal Proceedings**") to implement the sale of the book, magazine and newspaper wholesale distribution business carried on by Metro 360 General Partnership. On June 17, 2020, by Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), the Proposal Proceedings were taken up and continued under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**").

As part of the CCAA proceedings, the CCAA Entities filed a plan of compromise and arrangement (as may be amended, restated, modified or supplemented from time to time, the "**Plan**") under the CCAA and on November 1, 2021 obtained an Order of the Court (the "**Meeting Order**") authorizing the CCAA Entities to convene, hold and conduct a meeting of creditors (the "**Creditors' Meeting**") to consider and vote upon the Plan. Capitalized terms not otherwise defined herein have the meaning given to them in the Plan or in the Order granted by the Court on September 16, 2020 (the "**Claims Procedure Order**"), as applicable.

The Creditors' Meeting will be held virtually utilizing the LUMI Global Canada ("**LUMI**") platform on Thursday, December 16, 2021 (the "**Meeting Date**") at 1:00 p.m. (Toronto time) by videoconference accessible via the LUMI platform. Only Affected Creditors who have advised the Monitor that they intend to attend the Creditors' Meeting in accordance with paragraph 3 below, **by 5:00 p.m. on Friday, December 10, 2021** will be provided with the passcode and instructions to participate in the Creditors' Meeting.

TECHNOLOGY AND MEETING ETIQUETTE:

1. The joining instructions for the LUMI meeting platform and your unique LUMI control number and login password ("**LUMI Credentials**") will be distributed by the Monitor prior to the Creditors' Meeting in accordance with section 5 below. Attending participants are required to learn the LUMI software prior to the Creditors' Meeting. On the day of the Creditors' Meeting, LUMI will have a representative available prior to the Creditors' Meeting, as well as during the Creditors' Meeting to answer questions concerning the LUMI platform and technology.

2. During the Creditors' Meeting, Affected Creditors will be required to leave their microphone on mute until recognized by the Chair. The procedure for asking questions during the meeting is set out in paragraphs 13 to 17 of this protocol.

PRE-MEETING REQUIREMENTS:

3. **Notice of Intention to Attend:** Parties intending to attend the Creditors' Meeting (whether or not they have delivered a Proxy or a Convenience Class Claim Election) shall notify the Monitor to the attention of Murtaza Tallat at mtallat@ksvadvisory.com by 5:00 p.m. (Toronto time) at least four (4) Business Days preceding the Meeting Date (i.e.: **Friday, December 10, 2021**). The Monitor will provide you with email confirmation of receipt. If you have not received a confirmation of receipt by 5:00 p.m. (Toronto time) three (3) Business Days immediately preceding the Meeting Date (i.e.: **Monday, December 13, 2021**), it is your responsibility to follow up with the Monitor by sending an email to: Murtaza Tallat at mtallat@ksvadvisory.com and David Sieradzki at dsieradzki@ksvadvisory.com.
4. **Election/Proxy cut-off:**
 - (a) Any Affected Creditor who is unable to attend the Creditors' Meeting may vote by Proxy, subject to the terms of the Meeting Order. Any Affected Creditor who is not an individual may only attend and vote at the Creditors' Meeting if a proxyholder has been appointed to act on its behalf at the Creditors' Meeting. All Proxies to be deposited with the Chair in accordance with the Meeting Order must be received by the Monitor to the attention of Murtaza Tallat at mtallat@ksvadvisory.com by 5:00 p.m. (Toronto time) at least three (3) Business Days preceding the Meeting Date (i.e.: **Monday, December 13, 2021**) (the "Election/Proxy Deadline"). The Monitor will provide you with confirmation of receipt by email. If you have not received a confirmation of receipt of your Proxy by 5:00 p.m. (Toronto time) one (1) Business Days immediately preceding the Meeting Date (i.e.: **Wednesday, December 15, 2021**), it is your responsibility to follow up with the Monitor by email to: Murtaza Tallat at mtallat@ksvadvisory.com and David Sieradzki at dsieradzki@ksvadvisory.com.
 - (b) Affected Creditors with one or more Proven Claims in an amount less than or equal to CA\$2,500 in the aggregate (in each case, a "Convenience Class Creditor") will be deemed to vote in favour of the Plan and under the Plan will receive an amount equal to the actual amount of their Proven Claim in full satisfaction of such Proven Claim. Affected Creditors with one or more Proven Claims in an amount in excess of CA\$2,500 may file a Convenience Class Claim Election pursuant to which they elect to be treated as a Convenience Class Creditor and receive only the Cash Election Amount of CA\$2,500 and shall be deemed thereby to vote in favour of the Plan. A Convenience Class Claim Election must be received by the Monitor to the attention of Murtaza Tallat at mtallat@ksvadvisory.com by the Election/Proxy Deadline. The Monitor will provide you with confirmation of receipt by email. If you have not received a confirmation of receipt of your Convenience Class Claim Election by 5:00 p.m. (Toronto time) one (1) Business Days immediately preceding the Meeting Date (i.e.: **Wednesday, December 15, 2021**), it is your responsibility

to follow up with the Monitor by email to: Murtaza Tallat at mtallat@ksvadvisory.com and David Sieradzki at dsieradzki@ksvadvisory.com.

5. Upon advising Murtaza Tallat of the Monitor of your intention to attend the Creditors' Meeting in accordance with paragraph 3 above, you will receive from Mr. Tallat by email: (a) your unique LUMI Credentials; (b) a link to the Creditors' Meeting; (c) meeting instructions, including how to log into the Creditors' Meeting on the LUMI platform, how to cast your vote on the Plan or any motions made during the Creditors' Meeting, how to ask questions during the Creditors' Meeting; and how to navigate the LUMI Creditors' Meeting platform generally; (d) a proposed agenda for the Creditors' Meeting; and (e) any updated or additional information relevant to the Creditors' Meeting or the Plan, as determined by the Monitor.
6. If you have received a Termination Claim Statement and you did not dispute the amount of your claim or your claim was not contested, the amount of your claim set out in the Termination Claim Statement shall be the value of your Proven Claim for voting purposes. Disputed Claims that have been resolved and Proofs of Claim that have been accepted by the Monitor shall vote their claims in the amount of their Proven Claim.
7. The vote in respect of any unresolved Disputed Claim (each a "**Disputed Claim Vote**") shall have the value ascribed by the Monitor, if any, for voting purposes. The Monitor shall keep a separate record of each Disputed Claim Vote submitted. No Disputed Claim Vote shall be counted for any purpose unless, until, and only to the extent that such Disputed Claim is finally determined to be a Proven Claim (accepted by the Monitor or determined by the Court) in accordance with the Claims Procedure Order.

CONDUCT AT THE CREDITORS' MEETING

Registration

8. The Creditors' Meeting will be open no later than 12:30 p.m. (Toronto time) so that the registration process can be completed in a timely fashion and not delay the commencement of the Creditors' Meeting. The Creditors' Meeting will begin promptly at 1:00 p.m. (Toronto time).

Calling the Creditors' Meeting to Order

9. The Monitor will appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Creditors' Meeting (the "**Scrutineers**"). Representatives of LUMI may be appointed as the Scrutineers. The Scrutineers shall maintain a list of all attendees at the Creditors' Meeting.
10. When a procedural motion is called for by the Chair, at its own instance, or based on a request for a motion by an Affected Creditor, the Chair will request from the general population of Affected Creditors in attendance at the Creditors' Meeting:
 - (a) a seconder of the motion;

- (b) a call for a vote on the motion utilizing the LUMI platform voting function, by way of ordinary resolution (i.e., by headcount without regard to dollar value); and
 - (c) the Chair may invoke such other motion voting processes and procedures as it deems appropriate in the circumstances.
11. The vote of Affected Creditors in the Unsecured Creditors' Class required to pass a resolution to approve the Plan will be conducted using the LUMI platform voting function (when activated by the Scrutineer) and shall be decided by the affirmative vote of at least: (i) a majority in number of Affected Creditors voting on the motion; and (ii) representing at least 66.67% in value of all Affected Claims voting on the motion (pursuant to section 6 of the CCAA and section 3.6 of the Plan) (i.e., the "**Required Majority**").
12. In all instances, and in respect of all motions and votes, the Chair is authorized to accept ballots and/or votes electronically, by a show of hands, or by such other means as the Chair deems sufficient in the circumstances, and is authorized to modify the procedures set out in this Electronic Meeting Protocol as may be necessary to more efficiently conduct the Creditors' Meeting.

Questions at the Creditors' Meeting

13. The LUMI platform includes a Q&A feature that allows you to submit questions to the Chair electronically. For the purposes of asking questions at the Creditors' Meeting, please use the LUMI Q&A feature.
14. To the extent possible, the Chair will recognize your interest in asking a question in the following priority:
- (a) those that have submitted requests via the LUMI Q&A feature in the order asked; and
 - (b) those that are unable to register on the LUMI Q&A feature, via a general call for oral questions.
15. Once recognized by the Chair, and before asking your oral question, please state:
- (a) your name; and
 - (b) the Affected Creditor you represent, if applicable.
16. For clarity, you will not be permitted to ask a question orally, or to speak at the Creditors' Meeting unless and until you have been recognized by the Chair.
17. At all times during the Creditors' Meeting the Chair shall be entitled to mute or terminate the participation of any disruptive attendee.

POST-MEETING REPORTING

18. The Monitor shall, following the Creditors' Meeting, provide a report that includes:

- (a) a summary of all motions called at the Creditors' Meeting;
- (b) the Scrutineer's report(s) on the result of the votes on each motion, including the motion to vote on the Plan; and
- (c) such further and other information as determined by the Monitor to be necessary.

19. The report will be available on the Monitor's Website at: <https://www.ksvadvisory.com/insolvency-cases/case/metro360>.

A copy of all Orders of the Court, Plan documents, forms and other pertinent materials in the CCAA proceedings can be obtained by contacting Murtaza Tallat at mtallat@ksvadvisory.com or David Sieradzki at dsieradzki@ksvadvisory.com or by visiting the Monitor's Website at: <https://www.ksvadvisory.com/insolvency-cases/case/metro360>.

KSV Restructuring Inc.

In its capacity as Court-appointed CCAA Monitor of 957855 Alberta Ltd. (formerly NewsWest Inc.) and Rosebud Creek Financial Corp., in respect of Metro 360 General Partnership, and not in its personal or corporate capacity

SCHEDULE “B”

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 OR ARRANGEMENT OF 957855 ALBERTA LTD. (FORMERLY NEWSWEST INC.) AND ROSEBUD CREEK FINANCIAL CORP. IN RESPECT OF METRO 360 GENERAL PARTNERSHIP

NOTICE OF MEETING OF CREDITORS

TO: The Affected Creditors of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership

PLEASE TAKE NOTICE that on April 6, 2020, 957855 Alberta Ltd. (formerly NewsWest Inc.) and Rosebud Creek Financial Corp., as the partners of Metro 360 General Partnership (collectively, the “**CCAA Entities**”), filed notices of intention to make a proposal under the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended, in order to initiate proceedings (the “**Proposal Proceedings**”) to implement the sale of the book, magazine and newspaper wholesale distribution business carried on by Metro 360 General Partnership. On June 17, 2020, pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”), the Proposal Proceedings were taken up and continued under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). The Initial Order appointed KSV Restructuring Inc. as the monitor of the CCAA Entities (in such capacity, the “**Monitor**”).

As part of the CCAA proceedings, the CCAA Entities filed a plan of compromise and arrangement (as may be amended, restated, modified or supplemented from time to time, the “**Plan**”) under the CCAA and on November 10, 2021 obtained an Order of the Court (the “**Meeting Order**”) authorizing the CCAA Entities to convene, hold and conduct a meeting of creditors (the “**Creditors’ Meeting**”) to consider and vote upon the Plan.

The Creditors’ Meeting will take place at 1:00 p.m. (Toronto time) on December 16, 2021. Creditors’ Meeting will be held virtually and will be chaired by the Monitor.

Parties intending to attend the Creditors’ Meeting are required to notify the Monitor to the attention of Murtaza Tallat at mtallat@ksvadvisory.com by 5:00 p.m. (Toronto time) at least four (4) Business Days preceding the Meeting Date (i.e.: **Friday, December 10, 2021**) in order to obtain a unique control number and login password to access the Creditors’ Meeting by electronic means.

Affected Creditors with one or more Proven Claims in an amount less than or equal to CA\$2,500 in the aggregate (in each case, a “**Convenience Class Creditor**”) will be deemed to vote in favour of the Plan. Affected Creditors with one or more Proven Claims in an amount in excess of CA\$2,500 may file a Convenience Class Claim Election pursuant to which such Affected Creditor may elect to be treated as a Convenience Class Creditor and receive only the Cash Election Amount of CA\$2,500

and shall be deemed thereby to vote in favour of the Plan. A Convenience Class Claim Election must be received by the Monitor to the attention of Murtaza Tallat at mtallat@ksv advisory.com by 5:00 p.m. (Toronto time) at least three (3) Business Days preceding the Meeting Date (i.e.: **Monday, December 13, 2021**) (the “**Election/Proxy Deadline**”).

Any Affected Creditor who is unable to attend the Creditors’ Meeting may vote by proxy, subject to the terms of the Meeting Order. Any Affected Creditor who is not an individual may only attend and vote at the Creditors’ Meeting if a proxyholder has been appointed to act on its behalf at the Creditors’ Meeting. In order to be effective, proxies must be received by the Monitor to the attention of Murtaza Tallat at mtallat@ksv advisory.com by the Election/Proxy Deadline.

In order for the Plan to be approved and binding in accordance with the CCAA, the Plan must be approved by a majority in number of Affected Creditors who represent at least two-thirds in value of the Voting Claims of such Affected Creditors who actually vote on the Plan (in person or by Proxy) at the Creditors’ Meeting or who are deemed to vote on the Plan in accordance with the Plan and the Meeting Order (the “**Required Majority of Creditors**”).

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Creditors’ Meeting by the Required Majority of Creditors, the CCAA Entities intend to make a motion to the Court seeking an order sanctioning the Plan pursuant to the CCAA (the “**Sanction Order**”) returnable on January 14, 2022, or such other date as may be set by the Court. Any person wishing to oppose the motion for the Sanction Order must serve a copy of the materials to be used to oppose the motion and setting out the basis for such opposition upon the lawyers for the CCAA Entities and the Monitor as well as those parties listed on the service list in the CCAA proceedings (which is posted on the Monitor’s Website). Such materials must be served **by no later than 5:00 p.m.** (Toronto time) on the date that is at least four (4) days before the date set for the Sanction Hearing (i.e.: **Monday, January 10, 2022**), or such other date determined by the Monitor in consultation with the CCAA Entities.

Further details regarding the Creditors’ Meeting, including copies of the Meeting Order, the Plan, the Electronic Meeting Protocol for the virtual Creditors’ Meeting, the form of Proxy to be used for the purpose of voting on the Plan and the Convenience Class Claim Election form are all available on the Monitor’s website: <https://www.ksv advisory.com/insolvency-cases/case/metro360>.

All capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Meeting Order or the Plan.

DATED at Toronto, Ontario, this ___ day of _____, 2021.

SCHEDULE "C"

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 OR ARRANGEMENT OF 957855 ALBERTA LTD. (FORMERLY NEWSWEST INC.) AND ROSEBUD CREEK FINANCIAL CORP. IN RESPECT OF METRO 360 GENERAL PARTNERSHIP

AFFECTED CREDITORS PROXY

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership (collectively, the "**CCAA Entities**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (as may be amended, restated, modified or supplemented from time to time, the "**Plan**") filed with the Ontario Superior Court of Justice (Commercial List).

VOTING BY PROXY

This Proxy may only be filed by Affected Creditors with Affected Claims (each, an "**Eligible Voting Creditor**"). Any such Affected Creditor who is not an individual may only attend and vote at the Creditors' Meeting if a proxyholder has been appointed to act on its behalf at such meeting.

Convenience Class Creditors do not need to complete or return a Proxy as they are deemed to vote in favour of the Plan pursuant to the Meeting Order and the Plan.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all Proxies previously given and nominates, constitutes, and appoints:

Murtaza Tallat of KSV Restructuring Inc., in its capacity as Monitor, or a person appointed by Murtaza Tallat

or, instead of the foregoing, _____, or such other Person as he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Creditors' Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Claims Procedure Order and the Meeting Order as follows:

To be completed by an Eligible Voting Creditor:

1. (mark one only):

Vote **FOR** approval of the Plan; or

Vote **AGAINST** approval of the Plan.

If this Proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this Proxy shall be voted **FOR** approval of the Plan.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Creditors' Meeting or any adjournment, postponement or other rescheduling of such meeting.

Please complete, sign and date this Proxy and return it to KSV Restructuring Inc. at the address below by 5:00 p.m. (Toronto time) on December 13, 2021 (the "Election/Proxy Deadline").

The Monitor may waive strict compliance with the time limit imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the CCAA Entities.

[Remainder of page intentionally left blank]

Dated this _____ day of _____, 2021.

ELIGIBLE VOTING CREDITOR'S SIGNATURE:

(Print Legal Name of Eligible Voting Creditor)

(Signature of the Eligible Voting Creditor or an Authorized
Signing Officer of the Eligible Voting Creditor, if applicable)

(Print Name and Title of Authorized Signing Officer of the
Eligible Voting Creditor, if applicable)

(Mailing Address of the Eligible Voting Creditor)

(Telephone Number of the Eligible Voting Creditor)

(E-mail Address of the Eligible Voting Creditor)

**YOUR PROXY MUST BE RECEIVED BY THE MONITOR AT THE ADDRESS LISTED
BELOW BEFORE THE ELECTION/PROXY DEADLINE.**

**KSV Restructuring Inc.,
Court-appointed CCAA Monitor of 957855 Alberta Ltd.
(formerly NewsWest Inc.) and Rosebud Creek Financial Corp., in
respect of Metro 360 General Partnership**

**150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9**

**Attention: Murtaza Tallat
E-mail: mtallat@ksvadvisory.com**

SCHEDULE “D”

CONVENIENCE CLASS CLAIM ELECTION

TO: KSV RESTRUCTURING INC., in its capacity as Court-appointed Monitor of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership (collectively, the “CCAA Entities”)

In connection with the Plan of Compromise and Arrangement of the CCAA Entities pursuant to the *Companies’ Creditors Arrangement Act* (Canada) (as may be amended, restated, modified or supplemented from time to time, the “**Plan**”) filed with the Ontario Superior Court of Justice (Commercial List), Affected Creditors with one or more Proven Claims in an amount in excess of CA\$2,500 may file a Convenience Class Claim Election pursuant to which such Affected Creditor elects to be treated as a Convenience Class Creditor and thereby receive only the Cash Election Amount of CA\$2,500 and be deemed thereby to vote in favour of the Plan.

By submitting this Convenience Class Claim Election, the undersigned hereby elects to be treated as a Convenience Class Creditor and receive the Cash Election Amount of CA\$2,500 in full and final satisfaction of the Proven Claim(s) of the undersigned, and hereby acknowledges that the undersigned shall be deemed to vote its Voting Claim(s) in favour of the Plan at the Creditors’ Meeting.

For the purposes of this election, terms not defined herein shall have the meanings ascribed thereto in the Plan.

Please complete, sign and date this Convenience Class Claim Election and return it to KSV Restructuring Inc. at the address below by 5:00 p.m. (Toronto time) on December 13, 2021 (the “Election/Proxy Deadline”).

Dated this _____ day of _____, 2021.

ELIGIBLE VOTING CREDITOR'S SIGNATURE:

(Print Legal Name of Eligible Voting Creditor)

(Signature of the Eligible Voting Creditor or an Authorized
Signing Officer of the Eligible Voting Creditor, if applicable)

(Print Name and Title of Authorized Signing Officer of the
Eligible Voting Creditor, if applicable)

(Mailing Address of the Eligible Voting Creditor)

(Telephone Number of the Eligible Voting Creditor)

(E-mail Address of the Eligible Voting Creditor)

**YOUR CONVENIENCE CLASS CLAIM ELECTION MUST BE RECEIVED BY THE
MONITOR AT THE ADDRESS LISTED BELOW BEFORE THE ELECTION/PROXY
DEADLINE.**

**KSV Restructuring Inc.,
Court-appointed CCAA Monitor of 957855 Alberta Ltd.
(formerly NewsWest Inc.) and Rosebud Creek Financial Corp., in
respect of Metro 360 General Partnership**

**150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9**

**Attention: Murtaza Tallat
E-mail: mtallat@ksvadvisory.com**

SCHEDULE "E"

FORM OF PLAN RESOLUTION

BE IT RESOLVED THAT:

1. The Plan of Compromise and Arrangement of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership (collectively, the "**CCAA Entities**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) dated ●, 2021 (the "**Plan**"), which Plan has been presented to this meeting and which is substantially in the form attached as Exhibit "A" to the Affidavit of Daniel P. Shapiro sworn November 10, 2021 (as such Plan may be amended, restated, modified and/or supplemented as provided for in the Plan), be and it is hereby accepted, approved, agreed to and authorized; and
2. Any one director or officer of each of the CCAA Entities be and is hereby authorized and directed, subject to Court approval of the Plan, for and on behalf of the CCAA Entities (whether under its respective corporate seal or otherwise), to execute and deliver, or cause to be executed and delivered, any and all documents and instruments and to take or cause to be taken such other actions as they may deem necessary or desirable to implement this resolution and the matters authorized hereby, including the transactions required by the Plan, such determination to be conclusively evidenced by the execution and delivery of such documents or other instruments or the taking of any such actions.

SCHEDULE “F”

NOTICE TO AFFECTED CREDITORS

KSV Restructuring Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

Tel: 416.932.6031
Email: mtallat@ksvadvisory.com

November ●, 2021

TO: The Affected Creditors of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership

Dear Sirs/Mesdames:

Re: Proposed Plan of Compromise and Arrangement

Court File No. CV-20-00642783-00CL

KSV Restructuring Inc. writes to you in its capacity as court-appointed monitor (in such capacity, the “**Monitor**”) of 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp. and Metro 360 General Partnership (collectively, the “**CCAA Entities**”) in their proceedings under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”).

The purpose of this notice is to advise you that the CCAA Entities filed a plan of compromise and arrangement (as may be amended, restated, modified or supplemented from time to time, the “**Plan**”) under the CCAA and on November ●, 2021 obtained an Order (the “**Meeting Order**”) of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) authorizing the CCAA Entities to convene, hold and conduct a virtual meeting of creditors (the “**Creditors’ Meeting**”) to consider and vote upon the Plan.

In accordance with Paragraph 12 of the Meeting Order, you are hereby notified that the various materials relating to the Plan and the Creditors’ Meeting, including the Electronic Meeting Protocol, Notice of Meeting, the Convenience Class Claim Election, and the form of resolution to vote on the Plan, as well as the Plan, the Sixth Report of the Monitor and the Plan Assessment Report (as such terms are defined in the Meeting Order), are available at <https://www.ksvadvisory.com/insolvency-cases/case/metro360> (the “**Monitor’s Website**”) under the section titled “**Creditor Meeting Materials**”. If you wish to receive an electronic copy of these materials via email, please advise the undersigned by email at mtallat@ksvadvisory.com.

Additional materials filed by the CCAA Entities in their CCAA proceedings, as well as the Monitor’s various other reports to the Court, are also available on the Monitor’s Website.

Should you have any questions about the foregoing please do not hesitate to contact the undersigned.

KSV RESTRUCTURING INC., in its capacity as Court-appointed CCAA Monitor of 957855 Alberta Ltd. (formerly NewsWest Inc.) and Rosebud Creek Financial Corp., in respect of Metro 360 General Partnership, and not in its personal or corporate capacity

Per:

Murtaza Tallat

Manager

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

Court File No.: CV-20-00642783-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 957855
ALBERTA LTD. (FORMERLY NEWSWEST INC.) AND ROSEBUD CREEK FINANCIAL
CORP. IN RESPECT OF METRO 360 GENERAL PARTNERSHIP**

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

MEETING ORDER

GOODMANS LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

L. Joseph Latham LSO#: 32326A
jlatham@goodmans.ca

Andrew Harmes LSO#: 73221A
aharmes@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for 957855 Alberta Ltd. (formerly NewsWest Inc.), Rosebud Creek Financial Corp., and Metro 360 General Partnership.