

**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**

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**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 17, 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](mailto: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](mailto:mtallat@ksvadvisory.com) and David Sieradzki at [dsieradzki@ksvadvisory.com](mailto: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](mailto: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](mailto:mtallat@ksvadvisory.com) and David Sieradzki at [dsieradzki@ksvadvisory.com](mailto: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](mailto: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](mailto:mtallat@ksvadvisory.com) and David Sieradzki at [dsieradzki@ksvadvisory.com](mailto: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](mailto:mtallat@ksvadvisory.com) or David Sieradzki at [dsieradzki@ksvadvisory.com](mailto: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