



ksv restructuring inc.

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August 29, 2024

TO: ALL KNOWN CREDITORS

**RE: 772921 ALBERTA INC., SPRUCE IT UP LAND CORP., AND
RIDGE MEADOWS PROPERTIES LTD.**

On November 17, 2023, the Court of King's Bench of Alberta (the "**Court**") granted an order (the "**Receivership Order**") appointing KSV Restructuring Inc., as receiver (in such capacity, the "**Receiver**") over 772921 Alberta Inc. ("**772**"), Spruce It Up Land Corp. ("**SIU**") and Ridge Meadows Properties Ltd. ("**Ridge Meadows**") and together with 772 and SIU, the "**Receivership Companies**" and each a "**Receivership Company**"). The Receivership Order became effective on November 21, 2023.

On August 22, 2024, the Court granted orders that, among other things, directed the Receiver to conduct a claims procedure (the "**Claims Procedure**") to identify the creditors of the Receivership Companies and the quantum of the claims (the "**Claims Procedure Order**"). A copy of the Claims Procedure Order is enclosed for your reference.

This notice provides instructions for responding to or completing the Proof of Claim or a Notice of Dispute. Reference should be made to the Claims Procedure Order for a complete description of the Claims Procedure. Pursuant to the Claims Procedure Order, the Receiver is required to send this notice to each known creditor of any Receivership Company.

Submitting a Proof of Claim

The Claims Procedure Order provides that, any person who intends to assert a Claim shall be required to submit a Proof of Claim, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim must be delivered to the Receiver **by September 30, 2024 at 5:00 p.m. (Calgary Time)** (the "**Claims Bar Date**"). Where a Proof of Claim is sent to the Receiver by a creditor, the Receiver will review the Proof of Claim and, as soon as reasonably practicable, provide to the creditor a notice in writing by courier, facsimile, or email as to whether the claim set out is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Receiver will issue a Notice of Revision or Disallowance indicating the reasons for the dispute.

PROOFS OF CLAIM MUST BE RECEIVED BY THE CLAIMS BAR DATE OR THE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.

Submitting a Notice of Dispute

The Claims Procedure Order provides that, where a creditor objects to a Notice of Revision or Disallowance, the creditor must notify the Receiver of the objection in writing by submitting a Notice of Dispute to the Receiver within fourteen (14) days following the date the Notice of Revision or Disallowance was delivered. The parties thereafter may consensually resolve the dispute, or the Creditor shall file with the Court and serve on the Receiver, an application, returnable within fifteen (15) days from the date the Notice of Dispute is received by the Receiver and seeking a determination of the value of the Claim.

IF A NOTICE OF DISPUTE IS NOT RECEIVED BY THE RECEIVER WITHIN THE PRESCRIBED TIME PERIOD, THE CLAIM WILL BE DEEMED TO BE THE CLAIM OF THE CLAIMANT AND WILL BE FINAL AND BINDING ON THE CLAIMANT FOR ALL PURPOSES.

Notices

All notices and enquiries with respect to the Claims Procedure should be delivered to the Receiver via registered mail, courier, email (in PDF format) or personal delivery and addressed to:

KSV Restructuring Inc.
Suite 1165, 324 – 8th Avenue SW
Calgary, Alberta T2P 2Z2

Attention: Bobby Kofman / Jason Knight
Email: bkofman@ksvadvisory.com / jknight@ksvadvisory.com

DATED THE 29th DAY OF AUGUST 2024 AT CALGARY, ALBERTA.

KSV Restructuring Inc.

**KSV RESTRUCTURING INC.
IN ITS CAPACITY AS THE RECEIVER OF 772921
ALBERTA INC., SPRUCE IT UP LAND CORP. AND
RIDGE MEADOWS PROPERTIES LTD., AND NOT
IN ITS PERSONAL OR CORPORATE CAPACITY.**

CERTIFIED *E. Wheaton*
by the Court Clerk as a true copy of
the document digitally filed on Aug
27, 2024

COURT FILE NUMBER

2301-15147

COURT

COURT OF KING'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE *BANKRUPTCY
AND INSOLVENCY ACT*, RSC 1985, C B-3,
as amended

AND IN THE MATTER OF THE RECEIVERSHIP OF 772921 ALBERTA
INC., SPRUCE IT UP LAND CORP. and RIDGE MEADOWS
PROPERTIES LTD.

DOCUMENT

ORDER APPROVING CLAIMS PROCEDURE

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Cassels Brock & Blackwell LLP
Bankers Hall West
3810, 888 3rd St SW
Calgary, AB T2P 5C5

E: joliver@cassels.com / jdietrich@cassels.com
P: 403 351 2920 / 416 860 5223

Attention: Jeffrey Oliver / Jane Dietrich

File no. 54670-8

Clerk's Stamp



DATE ON WHICH ORDER WAS PRONOUNCED: August 22, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice C.D. Simard

UPON THE APPLICATION by KSV Restructuring Inc., in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") of 772921 Alberta Inc. ("**772**"), Spruce It Up Land Corp. ("**SIU**") and Ridge Meadows Properties Ltd. ("**Ridge Meadows**" and together with 772 and SIU, the "**Receivership Companies**", and individually, a "**Receivership Company**") for an Order approving Claims Procedure (defined herein); **AND UPON** having reviewed the Receivership Order pronounced November 17, 2023 (the "**Receivership Order**"); the Third Report of the Receiver, dated August 13, 2024 (the "**Third Report**"); and the Affidavit of Service of Angeline Gagnon, sworn August 22, 2024; **AND UPON** hearing counsel for the Receiver and any other interested parties appearing at the within application; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Third Report.

SERVICE

2. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and time for service of this application is abridged to that actually given.

RECEIVER'S ROLE

3. In addition to the prescribed rights, powers and duties of the Receiver provided in the Receivership Order, the Receiver shall carry out the Claims Procedure (defined herein) and is directed and empowered to take such actions and fulfill such roles as contemplated by this Order.
4. In carrying out the terms of this Order, the Receiver shall:
 - (a) have all protections afforded to it by the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the "**BIA**"), the Receivership Order (as amended) and this Order, or as an officer of the Court, including the stay of proceedings in its favour;
 - (b) incur no liability or obligation as a result of carrying out the provisions of this Order, save and except for gross negligence or wilful misconduct on its part;
 - (c) be entitled to rely on the books and records of the Receivership Companies, as well as information collected to date by the Receiver as a result of its own investigations and analysis; and
 - (d) not be liable for any claims or damages resulting from any errors or omissions in such books, records, information or investigations, save and except for gross negligence or wilful misconduct on its part.

CLAIMS PROCEDURE

5. Subject to the terms of this Order, the Receiver shall conduct a proof of claims procedure to identify creditors (the "**Creditors**") with provable claims, as defined in section 2 of the BIA against the Receivership Companies, as of November 21, 2023 (the "**Claims**" or individually, a "**Claim**").

6. All Claims of the Creditors shall be proven in accordance with the procedures outlined herein and in the claims notice (the “**Claims Notice**”), in substantially the form attached as **Schedule “A”** hereto.
7. The Receiver is authorized and directed to implement the following procedures (the “**Claims Procedure**”):
 - (a) by no later than September 1, 2024, the Receiver shall send all Creditors of which the Receiver is aware, copies of the following documents by ordinary mail or such other method by which the Receiver reasonably believes will bring such documents to the attention of each Creditor:
 - (i) the Claims Notice;
 - (ii) a blank proof of claim and related instruction letter in substantially the form attached as **Schedule “B”** hereto (the “**Proof of Claim**”); and
 - (iii) a copy of this Order (excluding the schedules)(collectively, the “**Claims Package**”);
 - (b) the Receiver shall publish a notice to Creditors of the Claims Procedure in substantially the form attached hereto as **Schedule “C”** (the “**Notice to Creditors**”) on or before September 1, 2024 in the *The Globe and Mail* and the *Calgary Herald* for one day; and
 - (c) by no later than September 1, 2024, the Receiver shall post on its website electronic copies of the Claims Package, Notice to Creditors, and this Order.

PROOF OF CLAIM

8. Any person who intends to assert a Claim is required to submit a Proof of Claim with supporting documentation to the Receiver on or before September 30, 2024 at 5:00 p.m. (Calgary Time) (the “**Claims Bar Date**”).
9. The Receiver is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which a Proof(s) of Claim is submitted, completed and executed and may, if satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of the Claims Process and this Order as to the submission, completion and execution of Proofs of Claim.

10. The Receiver shall review each Proof of Claim received on or before the Claims Bar Date and either:
- (a) accept the Claim as set out in the Proof of Claim;
 - (b) revise the amount, the secured status, or any priority of the Proof of Claim; or
 - (c) disallow the Claim as set out in the Proof of Claim.

CLAIMS BAR DATE

11. Any Creditor that has a Claim against any Receivership Company and has not submitted a Proof of Claim in respect of such Claim, such that it has been received by the Receiver prior to the Claims Bar Date in accordance with the Claims Procedure, shall be forever barred, estopped and enjoined from asserting such Claim against the applicable Receivership Company, and all such Claims shall be forever extinguished, from and after the Claims Bar Date, unless otherwise ordered by this Court.

NOTICE OF REVISION OR DISALLOWANCE

12. If the Receiver revises or disputes the quantum, the secured status, or the priority of any Claim set out in a Proof of Claim in accordance with paragraph 10 of this Order, the Receiver may:
- (a) attempt to consensually resolve any dispute with the Creditor directly; or
 - (b) send a notice of revision or disallowance in substantially the form as attached as **Schedule “D”** hereto (the “**Notice of Revision or Disallowance**”) to the Creditor by email or ordinary mail or such other method by which the Receiver reasonably believes will bring it to the attention of the Creditor, as soon as reasonably practicable.

NOTICE OF DISPUTE

13. Any Creditor who receives a Notice of Revision or Disallowance and intends to dispute its Claim, must deliver a dispute notice in substantially the form attached as **Schedule “E”** hereto (the “**Notice of Dispute**”) to the Receiver, no later than fourteen (14) days following the date the Notice of Revision or Disallowance was delivered, or such later date as the Receiver may agree in writing or this Honourable Court may order.
14. If a Creditor does not deliver a Notice of Dispute in accordance with paragraph 13 of this Order, then, the Claim shall be deemed accepted in the form set forth in the Notice of Disallowance or

Revision and the Creditor shall be forever barred from making or enforcing the Claim against the Debtor, and that Claim will be forever extinguished.

NOTICE OF TRANSFEREES

15. If a Creditor or any subsequent holder of a Claim who has been acknowledged by the applicable Receivership Company as the holder of the Claim transfers or assigns that Claim to another Person, the Receiver shall not be required to give notice to or to otherwise deal with the transferee or assignee of the Claim as the holder of such Claim, unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Receiver. Thereafter, such transferee or assignee shall, for all purposes under this Order and the Claims Process, constitute the holder of such Claim and shall be bound by notices given and steps taken in respect of such Claim in accordance with the provisions of the Claims Process.

NOTICE AND COMMUNICATION

16. Except as otherwise provided herein, the Receiver may deliver any notice or other communication to be given under this Order to any Creditor or other interested Person by sending true copies thereof by email, ordinary mail, such other method by which the Receiver reasonably believes will bring it to the attention of the Creditor or Person to the address last shown on the books and records of the Receivership Companies, and that any such notice by courier, personal delivery, facsimile or email shall be deemed to be received on the next business day following the date of sending thereof, or, if sent by ordinary mail on the third business day after mailing within Alberta, the fifth business day after mailing within Canada, and the tenth business day after mailing internationally.
17. Any notice or other communication to be given under this Order by a Creditor to the Receiver shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if delivered by registered mail, courier, email (in PDF format) or personal delivery and addressed to:

KSV Restructuring Inc., Receiver of 772921 Alberta Inc., Spruce It Up Land Corp., and Ridge Meadows Properties Ltd.

Attention: Bobby Kofman / Jason Knight
Suite 1165, 324 – 8th Avenue SW
Calgary, Alberta T2P 2Z2

Email: bkofman@ksvadvisory.com / jknights@ksvadvisory.com

18. In the event that the day on which any notice or communication required to be delivered pursuant to the Claims Process is not a business day then such notice or communication shall be required to be delivered on the next business day.

PROVEN CREDITOR

15. Every Creditor that submits a Proof of Claim that is finally determined in accordance with this Claims Procedure shall be deemed to be a proven creditor (a **"Proven Creditor"**).

DISTRIBUTION OF FUNDS

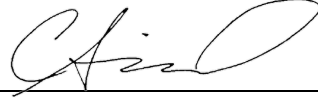
19. Upon the completion of the Claims Procedure, the Receiver shall be entitled to make distributions to Proven Creditors without further approval of this Court.

GENERAL

20. Notwithstanding the terms of this Order, the Receiver or any interested Person may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to apply for such further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order or to amend, supplement or modify the Claims Process or this Order.

SERVICE OF ORDER

21. Service of this Order shall be deemed good and sufficient by:
- (a) serving the same on:
 - i. the persons listed on the service list created in these proceedings;
 - ii. any other person served with notice of the application for this Order; and
 - iii. any other parties attending or represented at the application for this Order; and
 - (b) posting a copy of this Order on the Receiver's website established in connection with these proceedings, for no less than six months from the date of this Order; and service on any other person is hereby dispensed with.
22. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier.

A handwritten signature in black ink, appearing to be 'Chin', written above a horizontal line.

Justice of the Court of King's Bench of Alberta

(the "Debtor")

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. All capitalized terms not defined herein have the meanings given to such terms in the Claims Procedure Order pronounced August 22, 2024.

I. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant:

_____ (the "Creditor")

2. Full Mailing Address of the Claimant:

3. Telephone Number:

4. E-Mail Address:

5. Attention (*Contact Person*):

6. Have you acquired this Claim by assignment?

Yes: ☐ No: ☐ (if yes, attach documents evidencing assignment)

If Yes, Full Legal Name of Original Claimant(s):

II. PROOF OF CLAIM:

1. I, _____

(name of Creditor or Representative of the Creditor), of _____

_____ do hereby certify:
(city and province)

(a) that I [check (✓) one]

☐ am the Claimant; OR

☐ am _____
(state position or title if a director, officer or employee of the Debtor)

of _____;
(name of Creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;
and

(c) that the Debtor was and still is indebted to the Claimant as follows:

Claim Amount as of November 21, 2023	Secured or Unsecured	Value of Security, if any:
\$		\$

III. PARTICULARS OF CLAIM

The particulars of the undersigned's total Claim are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, invoices, statements of account, name of any guarantor(s) which has guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed. Include the relevant store location and number if applicable.)

IV. FILING OF CLAIM

This Proof of Claim must be received by the Receiver **by 5:00pm (Calgary time) on September 30, 2024** (the "Claims Bar Date").

The Proof of Claim and supporting documentation must be delivered by email or registered mail to the Receiver at the following address:

KSV Restructuring Inc.
Suite 1165, 324 – 8th Avenue SW
Calgary, Alberta T2P 2Z2

Attention: Bobby Kofman / Jason Knight
Email: bkofman@ksvadvisory.com/ jknight@ksvadvisory.com

Failure to file your Proof of Claim as directed by the Claims Bar Date will result in your Claim being extinguished and barred and in you being prevented from making or enforcing a Claim against the Debtor.

Dated at _____ this _____ day of _____, 2024.

Signature of Claimant

Name: _____

Instructions for Completing Proof of Claim Form

You only need to fill out this Proof of Claim if you are a creditor with respect to debts owed by any of 772921 Alberta Inc., Spruce It Up Land Corp., and/or Ridge Meadows Properties Ltd.:

In completing the Proof of Claim form, you must comply with the following requirements:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as "Director", "Credit Manager", "Authorized Agent", etc. and specify the full legal name of the party you represent.
2. The individual signing the form must have knowledge of the circumstances connected with the claim.
3. A statement of account, invoices or other documentation detailing the nature of the claim(s), must be attached and marked as Schedule "A" to the Proof of Claim form.
4. Claims should not include the value of goods and/or services arising after November 21, 2023 and accordingly, you must indicate the date of delivery of all goods and/or services.
5. Any amounts claimed as interest should be clearly indicated as interest, separate and apart from the principal amount owing.
6. The form must indicate whether the claim is unsecured or secured (e.g., by a mortgage, lease, or other security interest, and the estimated value of the security, together with a basis for such valuation). Copies of any security documents and registrations should be attached and marked as Schedule "B" to the Proof of Claim form.
7. Failure to comply with these requirements may result in a claim being reduced or disallowed in the sole discretion of the Receiver.
8. Any questions with respect to the completion of the Proof of Claim form should be directed to the Receiver at the contact information listed on the form.