

**SUPERIOR COURT  
(COMMERCIAL DIVISION)**

Canada  
Province of Québec  
District of Montréal  
No: 500-11-058763-208  
Date: April 19, 2021

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Presiding: The Honourable Peter Kalichman, J.S.C.

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**In the matter of the *Companies' Creditors Arrangement Act* of:**

**Groupe Dynamite Inc.  
GRG USA Holdings Inc.  
GRG USA LLC**

Debtors  
and

**Deloitte Restructuring Inc.**  
Monitor

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**CLAIMS PROCEDURE ORDER**

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**HAVING READ** the *Application to approve a Claims Process* of the Debtors (the "**Application**"), and the exhibit and the affidavit filed in support thereof;

**GIVEN** the submissions of counsel and the testimony of the witnesses heard;

**GIVEN** the provisions of the CCAA;

**THE COURT:**

[1] **GRANTS** the Application.

**Service**

[2] **ORDERS** that any prior delay for the presentation of the Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with further service thereof.

[3] **PERMITS** service of the present Order (this "**Order**") at any time and place and by any means whatsoever.

## Definitions

[4] **DECLARES** that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:

- 4.1 “**Appeal Application**” means a written application referred to in paragraph [10] of this Order setting out in detail the grounds of appeal from a Notice of Revision or Disallowance;
- 4.2 “**Assessment**” means any right or claim of Her Majesty the Queen in Right of Canada or of any Province or Territory or Municipality or any other taxation authority in any Canadian or foreign jurisdiction (including, but not limited to, any federal, state, or local taxation authority in the United States, any state of the United States, or any other political subdivision or other taxing unit thereof) against any of the Debtors, including, without limitation, amounts which may arise, have arisen under, or would arise under, in connection with, or as a result of any notice of assessment, notice of objection, notice of reassessment, notice of appeal, audit, investigation, demand or similar request from any taxation authority, without regard to whether the statute of limitation with respect to any particular tax Claim has expired or whether any audit or investigation has already been conducted;
- 4.3 “**BIA**” means the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
- 4.4 “**Business Day**” means a day, other than a Saturday or a holiday as defined in paragraph 61(23) of the *Interpretation Act*, CQLR c I-16;
- 4.5 “**CCAA**” means the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36;
- 4.6 “**CCAA Proceedings**” means the proceedings in respect of the Debtors before the Court commenced pursuant to the CCAA in court file number 500-11-058763-208;
- 4.7 “**Claim**” means any right of any Person against any of the Debtors, arising in or in connection with any jurisdiction including but not limited to the United States of America and Canada, in connection with any indebtedness, right to payment, or obligation of any kind of the Debtors, whether or not such right is reduced to judgment, present, future, due or accruing due to such Person and any corresponding interest accrued thereon or costs, damages or equivalents, payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, including, *inter alia*, any Assessment, any Rent, any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory,

express, implied, resulting, constructive or otherwise), any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured, any executory or non-executory guarantee or surety, and i) the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligation is based in whole or in part on facts existing as at the Determination Date; ii) any Equity Claim; iii) any claim which would constitute a claim under the CCAA as at the Determination Date; (iv) any claim which would constitute a "Claim" as defined under section 101(5) of title 11 of chapter 11 of the United States Code as at the Determination Date; and v) any indebtedness or obligation of the Debtors in connection with the repayment of any tenant inducement. A Claim shall include, without limitation, a) any Unaffected Claim; b) any Claim against the Directors and Officers; and c) any Restructuring Claim, provided however, that in no case shall a Claim include an Excluded Claim;

- 4.8 **"Claims Bar Date"** means on June 7, 2021 or, for a Creditor with a Restructuring Claim, the latest of (a) June 7, 2021 and (b) thirty (30) days after the date of receipt by the Creditor of a notice from the Debtors giving rise to the Restructuring Claim, it being understood that at no time such a notice from the Debtors shall be sent to the Creditor less than twenty-one (21) days before the date of the Creditors' Meeting;
- 4.9 **"Claim against the Directors and Officers"** means a claim as defined in paragraph 11.03(1) of the CCAA as well as any right of any Person against any of the Directors and Officers in connection with any indebtedness or obligation of any kind of the Directors and Officers, present, future, due or accruing due to such Person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, including, *inter alia*, any executory or non-executory guarantee or surety and i) the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligation is based in whole or in part on facts existing as at the Determination Date; ii) any Equity Claim; iii) any Restructuring Claim and iv) any claim which would constitute a claim under the CCAA as at the Determination Date;
- 4.10 **"Court"** means the Québec Superior Court (Commercial Division) sitting in the district of Montréal;

- 4.11 “**Creditor**” means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not, however, include an Excluded Creditor in respect of that Person’s claim resulting from an Excluded Claim;
- 4.12 “**Creditors’ Instructions**” means the instructions for Creditors, including a Proof of Claim, an Instruction Letter explaining how to complete same, and a copy of this Order;
- 4.13 “**Creditors’ List**” means a list of all Known Creditors;
- 4.14 “**Creditors’ Meeting**” means any meeting of the Debtors’ Creditors to be convened by the Debtors, with leave of the Court, for the purposes of voting on the Plan, and any adjournment or suspension by the Debtors thereof;
- 4.15 “**Directors and Officers**” means any of the present or former, *de jure* or *de facto*, directors or officers of any of the Debtors as well as any other individuals legally entitled to administer the affairs of any of the Debtors.
- 4.16 “**Designated Newspapers**” means *The Globe and Mail* (National Edition), *La Presse* and *The New York Times* (National Edition);
- 4.17 “**Determination Date**” means September 8, 2020;
- 4.18 “**Equity Claim**” has the meaning ascribed thereto in the definition contained in the BIA and the CCAA;
- 4.19 “**Excluded Claim**” means (a) any right of any Person against the Debtors in connection with any indebtedness or obligation of any kind which came into existence after the Determination Date and any interest thereon, including any obligation of the Debtors toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Debtors after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not otherwise affected by the Plan; (b) any right or claim that may be asserted by any beneficiary of any charges granted by the Court under the CCAA in the present proceedings, with respect to such charges; and (c) any Secured Lenders’ Claim;

- 4.20 “**Excluded Creditor**” means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;
- 4.21 “**Initial Order**” means the order of the Court rendered on September 8, 2020 under the CCAA, as amended and restated from time to time, including on September 17, 2020;
- 4.22 “**Instruction Letter**” means the instruction letter sent to Creditors in a document substantially in the form of **Schedule “B”** hereto;
- 4.23 “**Known Creditor**” means a Creditor whose Claim is included in the Debtors’ books and records;
- 4.24 “**Monitor**” means Deloitte Restructuring Inc., acting in its capacity as monitor of the Debtors pursuant to the Initial Order;
- 4.25 “**Newspaper Notice**” means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [5], which shall set out the Claims Bar Date and the Creditors’ Instructions, being substantially in the form of **Schedule “A”** hereto;
- 4.26 “**Notice of Revision or Disallowance**” means the notice referred to in paragraph [10] hereof, advising a Creditor that the Monitor has revised or rejected all or part of such Creditor’s Claim set out in its Proof of Claim and setting out the reasons for such revision or disallowance, and being substantially in the form of **Schedule “D”** hereto;
- 4.27 “**Person**” means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization without legal personality, joint venture, governmental body or agency, or any other entity;
- 4.28 “**Plan**” means a plan of compromise or arrangement filed or to be filed by the Debtors pursuant to the CCAA, as such plan may be amended or supplemented by the Debtors from time to time;
- 4.29 “**Proof of Claim**” means the form of Proof of Claim for Creditors referred to in paragraphs [9] and [10] hereof, in the form of **Schedule “C”** hereto;
- 4.30 “**Proven Claim**” means the amount of any Claim of any Creditor as of the Determination Date, determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a Proof of Claim to the Monitor;

- 4.31 “**Publication Date**” means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;
- 4.32 “**Rent**” means all recurring and non-recurring charges payable by tenant under any real property or immovable lease, including minimum or basic rent, operating costs, common area maintenance charges, utilities, realty taxes, marketing or promotion fund contributions and any other amounts payable to the landlord under its lease;
- 4.33 “**Restructuring Claim**” means any right of any Person against any of the Debtors in connection with any indebtedness or obligation of any kind owed to such Person arising out of the restructuring, repudiation, or termination of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date, including any right of any Person who receives a notice of disclaimer, repudiation or termination from any of the Debtors; provided however, that a Restructuring Claim may not include an Excluded Claim;
- 4.34 “**Secured Lenders’ Claim**” means all present and future obligations, liabilities and indebtedness, direct or indirect, of the Debtors pursuant to the credit agreement dated February 28, 2020 entered into amongst Groupe Dynamite Inc., as borrower, National Bank of Canada, as administrative agent, and National Bank of Canada, Bank of Montreal, The Toronto-Dominion Bank and Fédération des Caisses Desjardins du Québec, as lenders, as amended pursuant to a First Amending Agreement to the Credit Agreement dated as of April 30, 2020 and a Second Amending Agreement to the Credit Agreement dated as of July 3, 2020 or otherwise amended, modified or supplemented from time to time;
- 4.35 “**Unaffected Claim**” shall have the meaning ascribed to such term in the Plan;

### **Notification Procedure**

- [5] **ORDERS** that the form of Newspaper Notice shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than on April 26, 2021.
- [6] **ORDERS** that the Monitor shall publish on its website at [www.insolvencies.deloitte.ca/gdi](http://www.insolvencies.deloitte.ca/gdi), on or before the day that is five Business Days after the date of this Order, a copy of the Creditors' List, the Creditors' Instructions and this Order.
- [7] **ORDERS** that the Monitor shall send a copy of the Creditors' Instructions to each Known Creditor no later than on April 26, 2021. Where the Monitor is made aware that the available email address of a Known Creditor is invalid, it shall be permitted to send the Creditors' Instructions to that Known Creditor by other means of transmission within 5 days of being made aware of such fact.
- [8] **ORDERS** that any notices of disclaimer or resiliation under section 32 of the CCAA delivered by the Debtors after the date of this Order shall be accompanied by a copy of the Creditors' Instructions.

### **Claims Bar Date**

- [9] **ORDERS** that, unless otherwise authorized by the Court, a Creditor who does not file a Proof of Claim by the Claims Bar Date i) shall not be entitled to any further notice; ii) shall be forever barred from pursuing a Claim against the Debtors or the Directors and Officers; iii) shall not be entitled to participate as a Creditor in these proceedings; iv) shall not be entitled to vote on any matter in these proceedings, including the Plan; v) shall not be entitled to file a Claim against the Debtors or the Directors and Officers; or vi) shall not be entitled to receive a distribution under the Plan.

### **Claims Procedure**

- [10] **ORDERS** that the following procedure shall apply where a Creditor files a Proof of Claim before the Claims Bar Date:
- 10.1 the Monitor, together with the Debtors, shall review the Proof of Claim to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send to the Creditor, or its legal counsel, a Notice of Revision or Disallowance;
- 10.2 the Creditor who receives a Notice of Revision or Disallowance, personally or through its legal counsel, and wishes to dispute it shall, within twenty (20) calendar days of the Notice of Revision or

Disallowance, file an Appeal Application with the Court and serve a copy of such Appeal Application to the Debtors and the Monitor;

10.3 unless otherwise authorized by the Court, if the Creditor does not file an Appeal Application within the delay provided for above, such Creditor shall be deemed to have accepted the nature and value of its Claim as set out in the Notice of Revision or Disallowance; and

10.4 where a Creditor files an Appeal Application, the appeal shall be treated as a true appeal and not an appeal *de novo*, unless the Court decides that proceeding as a true appeal would result in an injustice to the Creditor.

[11] **ORDERS** that amounts claimed in any Assessment shall be subject to this Order and, except for any Assessment subject to the Income Tax Act, RSC 1985, c 1, s. 152(8), the Excise Tax Act, RSC 1985, c E-15, s. 299(4), the Taxation Act, CQLR c I-3, s. 1014, the Tax Administration Act, RSQ c A-6.002, s 85.1, the Provincial Sales Tax Act, SBC 2012, c 35, s 197(5), the Revenue and Financial Services Act, SS 1983, c R-22.01 s 60(3), the Tax Administration and Miscellaneous Taxes Act, CCSM c T2, s. 117(6), Alberta Corporate Tax Act, R.S.A. 2000, c. A-15, s. 45(2), Corporations Tax Act, R.S.O. 1990, c. C.40, s. 80(18) (Ontario), Income Tax Act, R.S.B.C. 1996, c. 215, s. 29 (British Columbia), The Income Tax Act, R.S.M. 1988, c. 110, s. 14 (Manitoba), New Brunswick Income Tax Act, S.N.B. 2000, c. N-6.001, s. 70, Income Tax Act, 2000, S.N. 2000, c. I-1.1, s. 49 (Newfoundland), Income Tax Act, R.S.N.W.T. 1988, c. I-1, s. 11 (Northwest Territories and Nunavut), Income Tax Act, R.S.N.S. 1989, c. 217, s. 51 (Nova Scotia), Income Tax Act, R.S.P.E.I. 1988, c. I-1, s. 43 (Prince Edward Island), Income Tax Act, R.S.Y. 2002, c. 118, s. 21 (Yukon), The Income Tax Act, 2000, S.S. 2000, c. I-2.01, s. 76 (Saskatchewan) and the Customs Act, RSC 1985, c 1 (2nd Supp), there shall be no presumption of validity or deeming of the amount due in respect of the Claim set out in any Assessment.

### **Notices and Communications**

[12] **ORDERS** that any notice, service or other communication to be given under this Order by any Creditor to the Monitor or the Debtors shall be in writing in substantially the form provided for in this Order, where applicable, and will be sufficiently given only if given by mail, courier, email or other means of electronic communication addressed to:

**Monitor:** **Deloitte Restructuring Inc.**

To the attention of:  
Mr. Pierre Laporte



Mr. Jean-François Nadon

Email:  
 PiLaporte@deloitte.ca  
 jnadon@deloitte.ca

**With a Copy to: Norton Rose Fulbright LLP**

To the attention of:  
 M<sup>re</sup> Luc Morin  
 M<sup>re</sup> Noah Zucker

Email:  
 luc.morin@nortonrosefulbright.com  
 noah.zucker@nortonrosefulbright.com

**Debtors: McCarthy Tétrault LLP**

To the attention of:  
 M<sup>re</sup> Alain N. Tardif  
 M<sup>re</sup> Gabriel Faure

Email:  
 atardif@mccarthy.ca  
 gfaure@mccarthy.ca

- [13] **ORDERS** that any document sent by the Monitor pursuant to this Order may be sent by email, ordinary mail, registered mail or courier. A Creditor shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier or email. Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application.

**Aid and Assistance of Other Courts**

- [14] **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to the Court in carrying out the terms of this Order.

**General Provisions**

- [15] **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents.
- [16] **DECLARES** that the Monitor may apply to the Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
- [17] **ORDERS** the provisional execution of this Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever.
- [18] **THE WHOLE** without costs.

A handwritten signature in black ink, appearing to read 'Peter Kalichman', written over a horizontal line.

The Honourable Peter Kalichman, J.S.C.

Schedule "A" – Newspaper Notice



**NOTICE OF CLAIMS PROCEDURE ORDER**

On September 8, 2020, the Superior Court of Québec (the **Court**) issued an initial order commencing proceedings (the **CCAA Proceedings**) under the *Companies' Creditors Arrangement Act* (the **CCAA**) in respect of Groupe Dynamite Inc., GRG USA Holdings Inc. and GRG USA LLC (collectively, the **Debtors**) and appointing Deloitte Restructuring Inc. (the **Monitor**) as Monitor of the Debtors. The CCAA Proceedings were thereafter recognized in the United States of America pursuant to Chapter 15 of the United States *Bankruptcy Code*.

On April ●, 2021, the Court issued a Claims Procedure Order (the **Order**) approving a process (the **Claims Process**) for the purpose of identifying, reviewing and determining all claims against the Debtors and their directors and officers. All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Order.

Pursuant to the Order, any Person wishing to assert a Claim against any of the Debtors or against the Directors and Officers must do so through the Claims Process by filing a Proof of Claim with the Monitor on or before the Claims Bar Date, being 5:00 pm on June 7, 2021 or, in the case of a Restructuring Claim, the later of June 7, 2021 at 5:00 pm and thirty (30) days after the date of receipt by the applicable Creditor of a notice from any of the Debtors giving rise to the Restructuring Claim.

**FAILURE BY A CREDITOR TO SUBMIT ITS CLAIM TO THE MONITOR ON OR BEFORE THE CLAIMS BAR DATE WILL RESULT IN SUCH CREDITOR'S CLAIM BEING BARRED AND FOREVER EXTINGUISHED.**

Please note that copies of the Order, the Creditors' Instructions and other documents related to the Claims Process and to the CCAA Proceedings are available on the Monitor's Website : [www.insolvencies.deloitte.ca/GDI](http://www.insolvencies.deloitte.ca/GDI).

DATED AT MONTREAL, this ● day of April, 2021.

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DELOITTE RESTRUCTURING INC.  
In its capacity as Court-appointed Monitor  
1190 Avenue des Canadiens-de-Montréal,  
Suite 500  
Montreal QC H3B 0M7

Schedule "B" – Instruction Letter



CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL  
No.: 500-11-058763-208

SUPERIOR COURT  
(Commercial Division)

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

GROUPE DYNAMITE INC.  
GRG USA HOLDINGS INC.  
GRG USA LLC

Debtors

DELOITTE RESTRUCTURING INC.

Monitor

**INSTRUCTIONS TO CREDITORS WHO WISH TO ASSERT THEIR CLAIMS  
AGAINST GROUPE DYNAMITE INC., GRG USA HOLDINGS INC., GRG USA  
LLC AND/OR THEIR DIRECTORS AND/OR OFFICERS**

Pursuant to an Order of the Superior Court of Québec rendered on April 9, 2021 (the **Claims Procedure Order**), a process (the **Claims Process**) was approved for the purpose of identifying, reviewing and determining claims against Groupe Dynamite Inc., GRG USA Holdings Inc. and GRG USA LLC as well as against their directors and officers. All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Claims Procedure Order.

The purpose of this Instruction Letter is to provide you with the information required to file a Proof of Claim in respect of any Claims you may have against any of the Debtors and/or the Directors and Officers.

This Instruction Letter is sent as part of the Creditors' Instructions and together with copies of:

1. a form Proof of Claim; and
2. the Claims Procedure Order which can be accessed electronically at 9 on the Monitor's website.

Please review these documents carefully.

## **FILING A PROOF OF CLAIM**

Please note that this form of Proof of Claim is only to be used if you have a Claim against any of the Debtors and/or the Directors and Officers.

- the Debtors are: Groupe Dynamite Inc., GRG USA Holdings Inc. and GRG USA LLC
- the Directors and Officers are: any of the present or former, *de jure* or *de facto*, directors or officers of any of the Debtors as well as any other individuals legally entitled to administer the affairs of any of the Debtors.

If you wish to assert a Claim against any of the Debtors or against the Directors and Officers, you must complete, sign and submit a Proof of Claim form to the Monitor. The Monitor must actually receive the Proof of Claim on or before the Claims Bar Date.

When submitting a Proof of Claim, you must specify which of the Debtors you are asserting your Claim against or that you are asserting a Claim against the Directors and Officers. Where a Claim is asserted against multiple parties, separate Proofs of Claim must be filed in respect of each party against which the Claim is asserted.

When submitting a Proof of Claim, you must provide particulars of your Claim and attach supporting documents. The particulars should succinctly explain the factual and legal basis of your Claim and the supporting documents should include all documents that are necessary to establish the nature, validity and quantum of your Claim.

In the event you file an Appeal Application in connection with your Claim, the appeal may be decided on the basis of the documents submitted in support of the applicable Proof of Claim without you being entitled to file additional evidence, the whole in accordance with paragraph 10.4 of the Claims Procedure Order.

A completed and signed Proof of Claim may be provided to the Monitor by e-mail at [groupedynamite@deloitte.ca](mailto:groupedynamite@deloitte.ca), facsimile at 514-369-9699, mail, courier or registered mail to the address set out below.

## **PROOF OF CLAIMS MUST BE FILED BEFORE THE CLAIMS BAR DATE**

Please note that the Claims Bar Date for the filing of any Proof of Claim in respect of a Claim is **June 7, 2021 at 5:00 PM**, or, for a Creditor with a Restructuring Claim, the later of (a) **June 7, 2021 at 5:00 pm** or (b) **thirty (30) days** after the date of receipt by the Creditor of the notice from any of the Debtors giving rise to the Restructuring Claim.

**FAILURE BY A CREDITOR TO SUBMIT ITS PROOF OF CLAIM TO THE MONITOR ON OR BEFORE THE CLAIMS BAR DATE WILL RESULT IN SUCH CREDITOR'S CLAIM BEING BARRED AND FOREVER EXTINGUISHED.**

## **FURTHER INFORMATION**

If you have any questions regarding the Claims Process or any of the enclosed forms, please contact Deloitte Restructuring Inc. at the following coordinates:

**Deloitte Restructuring Inc.**

Att: Groupe Dynamite claim process  
1190 avenue des Canadiens de Montréal, Suite 500

Email: [groupedynamite@deloitte.ca](mailto:groupedynamite@deloitte.ca)

Fax: 514-390-4103

Tel: 514-369-9699 Toll Free: 1-888-490-1355

Copies of this Instruction Letter, the Claims Procedure Order, the form Proof of Claim and various other relevant documents can be found on the Monitor's website at [www.insolvencies.deloitte.ca/GDI](http://www.insolvencies.deloitte.ca/GDI) or obtained by contacting the Monitor at the coordinates indicated above and providing particulars as to your name, address, facsimile number and e-mail address.

Schedule "C" – Proof of Claim



<input type="checkbox"/>	U	_____
<input type="checkbox"/>	P	_____
<input type="checkbox"/>	S	_____

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL  
No.: 500-11-058763-208

**SUPERIOR COURT**  
(Commercial Division)

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

**GROUPE DYNAMITE INC.  
GRG USA HOLDINGS INC.  
GRG USA LLC**

Debtors

**DELOITTE RESTRUCTURING INC.**

Monitor

**PROOF OF CLAIM**

Pursuant to an Order of the Superior Court of Québec rendered on April ●, 2021 (the **Claims Procedure Order**), a process was approved for the purpose of identifying, reviewing and determining claims against Groupe Dynamite Inc., GRG USA Holdings Inc. and GRG USA LLC as well as against their directors and officers. All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Claims Procedure Order.

Please read the Instruction Letter carefully prior to completing this Proof of Claim.

**A. PARTICULARS OF CREDITOR**

1) Full legal name of creditor<sup>1</sup>: \_\_\_\_\_

(the "Creditor")

2) Full mailing address of the Creditor:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3) Telephone number of Creditor: \_\_\_\_\_

4) Facsimile number of Creditor: \_\_\_\_\_

5) E-mail address of Creditor: \_\_\_\_\_

6) Attention (contact person): \_\_\_\_\_

7) Has the Claim been sold or assigned to the Creditor to another party? Yes \_\_\_ No \_\_\_

8) If yes, please indicate in a separate document the full legal name of any assignor, their full address, email, telephone number as well as the amount of the Claim assigned and the date of assignment

**B. PARTICULARS OF THE DYNAMITE GROUP PARTY**

Identify the party against which the Claim is asserted (please **SELECT ONLY ONE PER CLAIM**) (A separate Proof of Claim must be filed for each Dynamite Group Party against which any Claim is asserted):

- GROUPE DYNAMITE INC.
- GRG USA HOLDINGS INC.
- GRG USA LLC
- DIRECTORS AND OFFICERS

(the "Dynamite Group Party")

I am a creditor of \_\_\_\_\_, a Dynamite Group Party.

<sup>1</sup> Full legal or corporate name should be the name of the original Creditor, not the Assignee. Do not file separate Proofs of Claim by division of the same Creditor.



**C. PROOF OF CLAIM**

I, \_\_\_\_\_ (Name of Creditor or representative of the Creditor), of \_\_\_\_\_ (City, Province) do hereby certify:

1) That, I (please check one):

\_\_\_ am the Creditor of the Dynamite Group Party; or

\_\_\_ hold the position of \_\_\_\_\_ (state position or title) of the Creditor of the Dynamite Group Party.

2) The Dynamite Group Party was and is indebted to the Creditor as follows<sup>2</sup>:

i) Claim as at the Determination Date:

Amount of Claim	Currency

Amount unsecured	Amount secured

ii) Restructuring Claim:

Amount of Claim	Currency

Amount unsecured	Amount secured

**D. PARTICULARS OF CLAIM AND SUPPORTING DOCUMENTS**

Please provide in a separate document all particulars of the Claim including the amount and description of any transactions or agreements giving rise to the Claim as well as a description of the security, if any, granted to the Creditor in respect of the Claim and the estimated value of such security. Please also provide particulars of all credits, discounts, counterclaims or payments to which the Debtor is entitled. If the Claim is contingent or unliquidated, state the basis and provide evidence upon which the claim has been valued.

Please attach all documentation necessary to support the quantum, nature and validity of your Claim, such as invoices, statements of account, affidavits<sup>3</sup>, agreements, transaction or other documents. In the event you file an Appeal Application in connection with your Claim, the appeal may be decided on the basis of the documents submitted in support of the Proof of Claim without you being entitled to submit additional evidence.

<sup>2</sup> Include all Claims that you are asserting against the Dynamite Group Party and the applicable currency.

<sup>3</sup> If you include an affidavit or solemn declaration, it must have been made before a person qualified to take affidavits or solemn declarations.

**E. FILING OF PROOF OF CLAIM**

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Monitor, no later than **5:00 p.m. (Eastern Standard Time) on June 7, 2021** by e-mail, courier or registered mail to the address set out below:

**FAILURE TO FILE YOUR PROOF OF CLAIM BY SUCH DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.**

Mailing Address:

Deloitte Restructuring Inc., Court-appointed Monitor of  
Groupe Dynamite Inc. and certain of its related entities  
1190 avenue des Canadiens-de-Montréal  
Suite 500, Montreal, QC, H3B 0M7, Canada

Attention: ●  
Fax: ●  
E-mail: [GroupeDynamite@deloitte.ca](mailto:GroupeDynamite@deloitte.ca)

**F. CERTIFICATION**

I hereby certify that:

- I am the Creditor or an authorized representative of the Creditor;
- I have knowledge of all the circumstances connected the Claim asserted pursuant to this Proof of Claim;
- The Creditor asserts this Claim against the Dynamite Group Party; and
- Complete documentation in support of this Claim is attached.

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
*(Signature of Witness)*

\_\_\_\_\_  
*(Signature of individual completing this form)*

\_\_\_\_\_  
(Please print name)

\_\_\_\_\_  
(Please print name)

**An electronic version of this form is available at  
<https://www.insolvencies.deloitte.ca/en-ca/Pages/GDI.aspx>.**

Schedule "D" – Notice of Revision or Disallowance



CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL  
No.: 500-11-058763-208

SUPERIOR COURT  
(Commercial Division)

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

GROUPE DYNAMITE INC.  
GRG USA HOLDINGS INC.  
GRG USA LLC

Debtors

DELOITTE RESTRUCTURING INC.

Monitor

<b>NOTICE OF REVISION OR DISALLOWANCE</b>
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TO:

- 
- c/o: •
- Attn: •

(the **Creditor**)

FROM:

Deloitte Restructuring Inc. in its capacity as court-appointed Monitor of Groupe Dynamite Inc., GRG USA Holdings Inc. and GRG USA LLC.

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All capitalized terms used but not otherwise defined in this Notice of Revision or Disallowance (this **Notice**) have the meaning ascribed to them in the Claims Procedure Order rendered by the Court on April 19, 2021 (the **Claims Procedure Order**).

This Notice is issued pursuant to the Claims Procedure Order and further to the Proof of Claim submitted by the Creditor against • (your **Proof of Claim**).

The Monitor hereby gives you notice that it has reviewed your Proof of Claim and has revised or disallowed the Claim set forth therein as follows:

## NATURE AND VALUE OF CLAIM

i) Claim as at the Determination Date:

Amount claimed		Disallowed amount		Allowed amount	
Unsecured	Secured	Unsecured	Secured	Unsecured	Secured
\$	\$	\$	\$	\$	\$

ii) Restructuring Claim (arising after September 8, 2020) :

Amount claimed		Disallowed amount		Allowed amount	
Unsecured	Secured	Unsecured	Secured	Unsecured	Secured
\$	\$	\$	\$	\$	\$

## REASONS FOR REVISION OR DISALLOWANCE:

The reasons for the revision or disallowance of your Claim are as follows:

- 1)
- 2)
- 3)

If you disagree with the nature or value of your Claim as determined by the Monitor in this Notice (your **Allowed Claim**) and wish to dispute this Notice you must, within twenty (20) calendar days of the date hereof, file an Appeal Application with the Court and serve a copy of such Appeal Application to Debtors and the Monitor at the following addresses:

The Debtors:	<b>McCarthy Tétrault LLP</b>  To the attention of: M <sup>tre</sup> Alain N. Tardif M <sup>tre</sup> Gabriel Faure  Email: <a href="mailto:atardif@mccarthy.ca">atardif@mccarthy.ca</a> <a href="mailto:gfaure@mccarthy.ca">gfaure@mccarthy.ca</a>
The Monitor:	<b>Deloitte Restructuring Inc.</b>  To the attention of: Mr. Pierre Laporte Mr. Jean-François Nadon  Email: <a href="mailto:pilaporte@deloitte.ca">pilaporte@deloitte.ca</a> <a href="mailto:jnadon@deloitte.ca">jnadon@deloitte.ca</a>

With a copy to the Monitor's Counsel:	<b>Norton Rose Fulbright LLP</b>  To the attention of: M <sup>re</sup> Luc Morin M <sup>re</sup> Noah Zucker  Email: <a href="mailto:luc.morin@nortonrosefulbright.com">luc.morin@nortonrosefulbright.com</a> <a href="mailto:noah.zucker@nortonrosefulbright.com">noah.zucker@nortonrosefulbright.com</a>
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If you file an Appeal Application, the appeal shall be treated as a true appeal and not an appeal *de novo*, unless the Court decides that proceeding as a true appeal would result in an injustice to the Creditor.

If you do not file an Appeal Application within the delay provided for above you shall be deemed to have accepted the nature and value of your Allowed Claim as set out in this Notice.

If you agree with the nature and value of your Allowed Claim and do not dispute this Notice, no further action is required.

DATED at Montréal, this ● day of ●, 2021

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Deloitte Restructuring Inc., in its capacity as Monitor of  
Groupe Dynamite Inc., GRG USA Holdings Inc. and  
GRG USA LLC