

**SUPERIOR COURT**  
(Commercial Division)

**CANADA**  
**PROVINCE OF QUÉBEC**  
**DISTRICT OF MONTREAL**  
**No.: 500-11-055122-184**  
**Date: November 12, 2018**

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**PRESIDING: THE HONOURABLE CHANTAL CORRIVEAU, J.S.C.**

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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC  
1985, C C-36, AS AMENDED:**

**LE GROUPE SMI INC./THE SMI GROUP INC. et al.**

Debtors

-and-

**LE GROUPE S.M. INTERNATIONAL S.E.C. et al.**

Mises-en-cause

-and-

**ALARIS ROYALTY CORP.  
INTEGRATED PRIVATE DEBT FUND V LP**

Applicants

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

-and-

**LGBM INC.**

Chief Restructuring Officer

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**CRO CLAIMS PROCESS ORDER**

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**IC 2308**

**CONSIDERING** the Applicants' *Joint Application to Approve and to Implement a Transaction* seeking, *inter alia*, the establishment of a procedure for the identification, filing, resolution and barring of claims against the Chief Restructuring Officer (the "CRO") and the affidavit and exhibits in support thereof (the "**Application**") as well as the submissions of counsel for the attorneys present at the hearing of the Application and reasons contained in a separate judgment rendered this day in this file.

## THE COURT:

### Service

[1] **DECLARES** that the Applicants have given sufficient prior notice of the presentation of the Application to interested parties and that the time for service of the Application be and is hereby abridged;

### Definitions

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

- 2.1. "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- 2.2. "**CCAA Proceedings**" means the proceedings in respect of the Debtors and the Mises-en-cause before the Court commenced pursuant to the CCAA;
- 2.3. "**Claim**" means any right of any Person against the CRO in connection with any indebtedness or obligation the CRO, 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 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 the performance of the CRO's mandate pursuant to the CRO Agreement (as defined in the Initial Order) or Initial Order;
- 2.4. "**Claims Bar Date**" means 5:00 p.m. (Montréal time) on November 30, 2018;
- 2.5. "**Court**" means the Québec Superior Court (commercial division) sitting in the judicial district of Montreal;
- 2.6. "**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.

- 2.7. "**Creditors' Instructions**" means the instructions for Creditors, including a Proof of Claim and a copy of this Order;
- 2.8. "**Designated Newspapers**" means *La Presse* and *The Gazette*.
- 2.9. "**Initial Order**" means the order of this Court made on August 24, 2018 under the CCAA, as amended by subsequent orders of the Court;
- 2.10. "**Monitor**" means Deloitte Restructuring Inc., acting in its capacity as monitor pursuant to the Initial Order;
- 2.11. "**Newspaper Notice**" means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [3] which shall set out the Claims Bar Date and refer to the Creditors' Instructions, being substantially in the form of **Schedule A** hereto;
- 2.12. "**Notice of Revision or Disallowance**" means the notice referred to in subparagraph 6.2 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 B** hereto, or a translation thereof;
- 2.13. "**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;
- 2.14. "**Proof of Claim**" means the form of Proof of Claim for Creditors referred to in paragraphs [5] and [6] hereof, in the form of **Schedule C** hereto, or a translation thereof;
- 2.15. "**Proven Claim**" means the amount of any Claim of any Creditor determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a Proof of Claim to the Monitor;
- 2.16. "**Publication Date**" means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;

### **Notification Procedure**

- [3] **ORDERS** that the form of Newspaper Notice and the translation thereof 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 November 9, 2018;

- [4] **ORDERS** that the Monitor shall publish on its website at <http://www.insolvencies.deloitte.ca/en-ca/Pages/SM-Group.aspx>, on or before 5:00 p.m. (Montréal time) on November 14, 2018, a copy of the Creditors' Instructions and of the present Order;

#### **Claims Bar Date**

- [5] **ORDERS** that, unless otherwise authorized by this Court, a Creditor who does not file a Proof of Claim by the Claims Bar Date i) of November 30, 2018 at 5:00 pm (Montreal Time) shall not be entitled to any further notice, ii) shall be forever barred from pursuing a Claim against the CRO, and iii) shall not be entitled to file a Proof of Claim.

#### **Claims Procedure**

- [6] **ORDERS** that the following procedure shall apply where a Creditor files a Proof of Claim before the Claims Bar Date:
- 6.1. the Monitor shall review the Proof of Claim to value the amounts and terms set out therein. Where applicable, the Monitor shall send the Creditor a Notice of Revision or Disallowance by mail, email, telecopier, courier or other means of electronic communication;
  - 6.2. the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within three (3) days of the Notice of Revision or Disallowance, file an appeal motion with the Court and serve a copy of such appeal motion to the CRO and the Monitor; and
  - 6.3. unless otherwise authorized by this Court, if the Creditor does not file an appeal motion (an "**Appeal Motion**") within the delay provided for above, such Creditor shall be deemed to have accepted the value of its Claim as set out in the Notice of Revision or Disallowance.
- [7] **ORDERS** that any Proven Claims accepted by the Monitor or determined by the Court, as the case may be and in accordance with paragraph [6] of this Order, shall be paid from the "CRO Reserve" established pursuant to the Approval, Vesting, Distribution and Priority Charges Order dated November 12, 2018.
- [8] **ORDERS** that once all Claims have been definitively dealt with in accordance with this Order and any Appeal Motions have been finally determined, the Monitor shall file with the Court a certificate substantially in the form appended as **Schedule D** certifying that this is the case.

**Aid and Assistance of Other Courts**

- [9] **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 this Court in carrying out the terms of this Order;

**General Provisions**

- [10] **ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date;
- [11] **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;
- [12] **DECLARES** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order;
- [13] **ORDERS** the provisional execution of this Order notwithstanding appeal;

**THE WHOLE WITHOUT LEGAL COSTS**

  
**CHANTAL CORRIVEAU, J.S.C.**

### Schedule A - Newspaper Notice (CRO Claims Process)

Any person having any right against LGBM Inc. in connection with any indebtedness, liability or obligation of LGBM Inc. based on the performance of LGBM Inc.'s mandate as Chief Restructuring Officer of Le Groupe SMi Inc./The SMi Group Inc., Le Groupe S.M. Inc./The S.M. Group Inc., Claulac Inc., SMi Construction Inc., Énerpro Inc., Le Groupe S.M. International (Construction) Inc./S.M. International and Group (Construction) Inc. pursuant to the Letter of Engagement of LGBM Inc. dated July 3, 2018 and the Initial Order of the Québec Superior Court (commercial division) sitting in the judicial district of Montreal (the "**Court**") made on August 24, 2018 under the Companies' Creditors Arrangement Act, as amended by subsequent orders of the Court (a "**Claim**") must, unless otherwise authorized by the Court, file a Proof of Claim before 5:00 p.m. (Montréal time) on November 30, 2018.

Unless otherwise authorized by the Court, any person having a Claim who does not file a Proof of Claim before 5:00 p.m. (Montréal time) on November 30, 2018 i) shall not be entitled to any further notice, ii) shall be forever barred from pursuing a Claim against LGBM Inc., and iii) shall not be entitled to file a Proof of Claim.

A form of Proof of Claim, which contains filing instructions, and a copy of the CRO Claims Process Order of the Court pursuant to which this notice is published can be found on Deloitte Restructuring Inc.'s website at: <http://www.insolvencies.deloitte.ca/en-ca/pages/SM-Group.aspx>.

**Schedule B - Notice of Revision or Disallowance (CRO Claims Process)**

To: •

Pursuant to the order of the Superior Court of Quebec for the district of Montreal (Commercial Division) (the "**Court**") dated • (as may be amended, restated or supplemented from time to time, the "**CRO Claims Process Order**"), Deloitte Restructuring Inc., in its capacity as Monitor of Le Groupe SMi Inc./The SMi Group Inc., Le Groupe S.M. Inc./The S.M. Group Inc., Claulac Inc., SMi Construction Inc., Enerpro Inc., Le Groupe S.M. International (Construction) Inc./S.M. International and Group (Construction) Inc., hereby gives you notice that the Monitor has reviewed your Proof of Claim and revised or disallowed your Claim for a submitted amount of \$• to a revised amount of \$•.

Capitalized terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the CRO Claims Process Order dated •, as may be amended, restated or supplemented from time to time. A copy of the CRO Claims Process Order can be found on the Monitor's website at: <http://www.insolvencies.deloitte.ca/en-ca/pages/SM-Group.aspx>.

The reason for the Revision or Disallowance is that: •

If you wish to **dispute this Notice of Revision or Disallowance, you must, within three (3) days of this Notice of Revision or Disallowance, file an appeal motion** with the Court and serve a copy of such appeal motion to the CRO and the Monitor. Unless otherwise authorized by the Court, **if you do not file an appeal motion within the delay provided for above, you will be deemed to have accepted the value of your Claim** as set out in the Notice of Revision or Disallowance.

DATED •

Deloitte Restructuring Inc., in its capacity  
as Monitor

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Per: •

## Schedule C - Form of Proof of Claim (CRO Claims Process)

Capitalized terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the CRO Claims Process Order dated •, as may be amended, restated or supplemented from time to time. A copy of the CRO Claims Process Order can be found on the Monitor's website at: <http://www.insolvencies.deloitte.ca/en-ca/pages/SM-Group.aspx>.

Any Person having any right against LGBM Inc. (the "**CRO**") in connection with any indebtedness, liability or obligation of the CRO based on the performance of the CRO's mandate as Chief Restructuring Officer of Le Groupe SMi Inc./The SMi Group Inc., Le Groupe S.M. Inc./The S.M. Group Inc., Claulac Inc., SMi Construction Inc., Énerpro Inc., Le Groupe S.M. International (Construction) Inc./S.M. International and Group (Construction) Inc. pursuant to the Letter of Engagement of the CRO dated July 3, 2018 and the Initial Order of the Québec Superior Court (commercial division) sitting in the judicial district of Montreal (the "**Court**") made on August 24, 2018 under the Companies' Creditors Arrangement Act, as amended by subsequent orders of the Court (a "**Claim**") must, unless otherwise authorized by the Court, file a Proof of Claim before 5:00 p.m. (Montréal time) on November 30, 2018 (the "**Claims Bar Date**"). Please refer to the definitions section of the Claims Process Order for a complete definition of "**Claim**".

Pursuant to the CRO Claims Process Order rendered by the Court on •, unless otherwise authorized by the Court, any Person having a Claim (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 CRO, and iii) shall not be entitled to file a Proof of Claim.

Proofs of Claim must be delivered by email to the Monitor at [groupe-smccaa@deloitte.ca](mailto:groupe-smccaa@deloitte.ca) before the Claims Bar Date.

This Proof of Claim has three sections which must be completed by the Creditor:

1. Particulars of Creditor
2. Claim
3. Supporting documentation and signature



**1. Particulars of Creditor**

Please provide the following information:

Legal Name of Creditor:

Legal Counsel or Representative (if applicable):

Address

Number and Street (line 1):

Number and Street (line 2):

City:

Province / State: Postal / Zip Code:

Country:

Telephone Number (including area code):

E-mail address:

Attention (Contact Person):

**2. Claim**

I, \_\_\_\_\_ (name of individual Creditor or Representative of corporate Creditor), of \_\_\_\_\_ (City, Province or State) do hereby certify:

that I [  ] am a Creditor; OR

[  ] am the \_\_\_\_\_ (position or title) of \_\_\_\_\_ (name of Creditor); and

that I have knowledge of all the circumstances connected with the Claim referred to below.

The Claim is for an amount of \$ \_\_\_\_\_ and is based on the following facts (please provide the particulars and basis for the amount):

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(Additional pages may be attached if more space is required.)

**3. Supporting documentation and signature**

List of documentation evidencing the Claim (please attach all documentation to this Proof of Claim form):

Attachment 1 (description): \_\_\_\_\_

Attachment 2 (description): \_\_\_\_\_

Attachment 3 (description): \_\_\_\_\_

Attachment 4 (description): \_\_\_\_\_

Attachment 5 (description): \_\_\_\_\_

(If documentation exceeds 5 attachments, please attach separate list.)

DATED November \_\_\_\_\_, 2018.

Witness: Per:

Print name of Creditor:

If Creditor is other than an individual, print name and title of authorized signatory

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Schedule D  
Form Monitor's Certificate

SUPERIOR COURT  
(Commercial Division)

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTREAL  
No.: 500-11-055122-184

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC  
1985, C C-36, AS AMENDED:

**LE GROUPE SMI INC./THE SMI GROUP INC. et al.**  
Debtors

-and-

**LE GROUPE S.M. INTERNATIONAL S.E.C. et al.**  
Mises-en-cause

-and-

**ALARIS ROYALTY CORP.**  
**INTEGRATED PRIVATE DEBT FUND V LP.**  
Applicants

-and-

**DELOITTE RESTRUCTURING INC.**  
Monitor

-and-

**LGBM INC.**  
Chief Restructuring Officer

-and-

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**MONITOR'S CERTIFICATE**

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**RECITALS:**

**WHEREAS** on August 24, 2018 the Superior Court of Quebec (the "**Court**") issued an Initial order (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") in respect of Debtors and the Mises-en-cause (except 9229-4263 Québec Inc. which was added on September 21, 2018) (the "**Debtors**");

**WHEREAS** pursuant to the terms of the Initial Order, Deloitte Restructuring inc. (the "**Monitor**") was appointed Monitor of the Debtors and LGBM INC. was appointed Chief Restructuring Officer of the Debtors (the "**CRO**").

**WHEREAS** on November 12, 2018, the Court issued an Order (the "**CRO Order**") establishing a process for the identification, filing, resolution and barring of claims against the CRO.

**WHEREAS** the CRO Order contemplates the issuance of this Certificate of the Monitor once the (a) all Claims (as defined therein) have been definitively dealt with in accordance with the CRO Order; and (b) any Appeal Motions (as defined therein) have been finally determined.

**THE MONITOR CERTIFIES THAT:**

- (a) all Claims have been definitively dealt with in accordance with the CRO Order; and
- (b) any Appeal Motions have been finally determined.

This Certificate was issued by the Monitor at \_\_\_\_\_ on \_\_\_\_\_

**DELOITTE RESTRUCTURING INC.** in its capacity as Court appointed Monitor of the Debtors, and not in its personal capacity.

\_\_\_\_\_  
Name:

Title: