

COUNSEL SLIP

COURT FILE

NO.: CV-13-00010279-00CL

DATE: 19 Jan 2023

NO. ON LIST 1

TITLE OF
PROCEEDING

GROWTHWORKS CANADIAN FUND LTD v. GROWTHWORKS WV
MANAGEMENT LTD. et al

COUNSEL INFORMATION-

For Moving Party

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For Responding Party

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Other

Name of Person Appearing	Name of Party	Phone Number	Email Address
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JUDICIAL NOTES

The applicant is a labour-sponsored venture capital fund which had a portfolio of investments consisting primarily of minority equity interests in small and midsize private Canadian companies. This has been a long-running CCAA process, largely due to the size and nature of the Fund's investment portfolio, which was in many cases quite illiquid.

In this motion, the applicant seeks the extension of the stay to enable it to complete a number of "penultimate" tasks necessary to bring these proceedings to a conclusion. It also seeks other orders, including granting the liquidation of the Fund's remaining portfolio and making

distributions to the Fund's Class A shareholders, the termination of the CCAA proceedings, the discharge of the Monitor and dissolution of the Fund, and releases in favour of the Monitor and the representatives of the Monitor and of the applicant.

There is no opposition to any of the relief sought other than to the relief which seeks a declaration that the holder of the Class C shares (which is the former Fund manager) is not entitled to receive any further dividends or payments in respect of those shares. The former manager was terminated about a decade ago. The former manager takes the position that it has subsisting entitlements to incentive payments from the pre-termination period which are being triggered by the dissolution of the Fund.

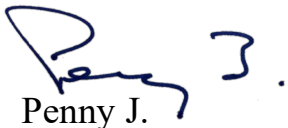
At the conclusion of oral argument, I indicated that all of the relief sought, other than the extinguishment of the rights of the Class C shares, would be granted and that my order in respect of those unopposed matters would issue. I took under reserve my decision on the dispute between the applicant and the former manager concerning any ongoing rights to payment in respect of the Class C shares. That decision will be issued in due course and will be the subject of a separate order at that time.

I am satisfied that the stay extension is warranted. Progress is being made. The end is in sight. The additional time being requested is not unreasonable, given evidence of the reasonable prospect of further material recoveries for relatively little addition cost. I am also satisfied that the dissolution order and orders terminating the CCAA proceedings are warranted, given the limited remaining tasks. The releases are tailored to the circumstances and are reasonable.

The fees requested are reasonable in the circumstances.

There is certain confidential information contained in the filing. It is necessary to seal this information to preserve the ability of the applicant and the Monitor to maximize value of the remaining assets. The sealing order sought meets the test in *Sherman Estate v. Donovan*.

Order to issue in the form signed by me this day.

 Penny J.