

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF VICEROY HOMES LTD. (“VHL” or the “Company”)
Minutes of the Fourth Meeting of Creditors**

Estate Name: Viceroy Homes Ltd.

Estate No.: 11-2004159

Date: June 9, 2016

Time: 10:38 a.m.

Location: 550 Burrard St, Vancouver, BC V6C 0A3

Official Receiver: Zaeed Buksh

Trustee: Craig Munro – FTI Consulting Canada Inc.

Trustee’s Solicitor: Vicki Tickle

Debtor Representative: Bob Hammell

Debtor Solicitor: Katie Mak

Chairperson:

Zaeed Buksh, Senior Bankruptcy Analyst, Office of the Superintendent of Bankruptcy

Call To Order:

The meeting was brought to order by Zaeed Buksh, Chairperson, at 10:38 am.

The Chairperson advised that there was a quorum of creditors in attendance, and therefore the meeting was properly called and duly constituted.

The Chairperson introduced himself, Zaeed Buksh.

The Chairperson stated that the authority to chair a meeting called pursuant to Section 5(1) is given in Section 51(3) of the Bankruptcy and Insolvency Act.

The Chairperson explained the agenda of the meeting:

- Consider the affairs of the debtor;
- Question Period;
- Creditors’ rights to adjourn for further investigation and examination; and
- Voting on proposal.

Katie Mak discussed proposed amendments to the March 30, 2016 proposal. The amendment included an increased cash amount offered in the proposal from \$500,000 to \$800,000 and an adjustment in the notes payable from \$200,000 to \$100,000 due in 6 months.

Katie Mak explained the proposed amendments would be contingent on the sale of the Company's tax losses. Katie noted that there is currently no formal LOI or purchase agreement for the tax losses between the Company and the interested purchaser.

Katie Mak on behalf of the Company asked if there are any creditors in attendance who wish to put forward a motion for an adjournment of the meeting for 60 days.

Question Period:

The Chairperson opened the floor to the Creditors for questions.

The following is a summary of the questions asked during the question period and the responses given:

- Craig Munro and Ron Calliou requested information on the interested purchaser of the tax losses
 - Katie Mak stated she does not have any information on the interested purchaser at this time.
- Craig Munro and Vicki Tickle discussed the issues regarding the length of time required to complete a tax loss sale. Craig also noted he was not aware that the Company had filed their corporate tax returns since 2013 which would be required prior to selling tax losses.
 - Bob Hammell stated that the Company is in the process of filing these returns.
- Craig Munro stated his objection to a prolonged adjournment and noted that the process appears to be dragging on. He noted there does not appear to have been noticeable progress since the last meeting.
- Vicki Tickle stated should there be a motion to adjourn the Proposal Trustee requests that the motion should include a requirement to deliver the Amended Proposal to the Proposal Trustee 14 days prior to the reconvened creditor meeting and the Proposal Trustee will send the Amended Proposal to Creditors no later than 7 days prior to the reconvened creditor meeting.
- Paul Johnston stated he would support a 60 day adjournment but this would be the last adjournment that he would support.
- Vicki Tickle asked for clarification on who will fund the cash portion of the proposal? Would it be funded by San Bao on the promise of the closing of the tax loss transaction?
 - Katie Mak stated she did not have that information.

No further questions were asked

Voting:

The Chairperson noted that per BIA Section 52 - Where the creditors by ordinary resolution at the meeting at which a proposal is being considered so require, the meeting shall be adjourned to such time and place as may be fixed by the chairperson.

The Chairperson called a vote on the general resolution to adjourn the meeting to August 10, 2016 at 10:00 a.m. to be held at the office of Fasken Martineau DuMoulin LLP, 2900 - 550 Burrard St, Vancouver, BC on the condition a written proposal is delivered to the Proposal Trustee no later than 14 days (July 27, 2016) prior to the reconvened creditor meeting, and the Proposal Trustee will send the written Proposal to Creditors 7 days prior (August 3, 2016) to the reconvened meeting.

The motion was moved by Ron Calliou and seconded by Joan Wallwork, proxy for Larry Speers. The vote was unanimous.

Meeting was adjourned at approximately 11:07 a.m.



Zaeed Buksh

Official Receiver