

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.

**MOTION RECORD OF FTI CONSULTING CANADA INC., IN ITS CAPACITY
AS MONITOR OF GROWTHWORKS CANADIAN FUND LTD.**

June 16, 2017

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Lawyer for the Monitor

TO: **THE SERVICE LIST.**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

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

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OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.
(the "APPLICANT")

**APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED**

**SERVICE LIST
(as of June 16, 2017)**

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<p>DELOITTE RESTRUCTURING INC. 2300 - 360 Main Street Winnipeg, MB R3C 3Z3</p> <p>John R. Fritz Email: jofritz@deloitte.ca Tel: (204) 942-0051 Fax: (204) 947-2689</p>	<p>Deloitte Restructuring Inc., In its capacity as Monitor of The Puratone Corporation, Niverville Swine Breeders Ltd., and Pembina Valley Pigs Ltd.</p>
<p>ONTARIO SECURITIES COMMISSION</p>	<p>Counsel for Ontario Securities Commission</p>

<p>Vera Nunes Legal Counsel, Investment Funds and Structured Products Branch Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, ON M5H 3S8 Email: vnunes@osc.gov.on.ca Tel: (416) 593-2311</p>	
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<p>SOLMON ROTHBART GOODMAN LLP Barristers and Solicitors 375 University Ave, Suite 701 Toronto, ON M5G 2J5</p> <p>Melvyn Solmon Email: msolmon@srglegal.com Tel: (416) 947-1093 Fax: (416) 947-0079</p>	<p>Lawyers for GrowthWorks WV Management Ltd., et al.</p>

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A	Draft Order

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS
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AND IN THE MATTER OF A PROPOSED PLAN
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**NOTICE OF MOTION
(Re Approval of Fees - Returnable June 22, 2017)**

FTI Consulting Canada Inc., in its capacity as court-appointed monitor (the “**Monitor**”) of Growthworks Canadian Fund Ltd. (the “**Fund**”) will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on June 22, 2017 at 9:30 a.m. or as soon after that time as the motion can be heard at 330 University Avenue, in Toronto.

THE MOTION IS FOR:

An order, the form of which is attached hereto as Appendix “A”.

- (a) approving the activities of the Monitor beginning from the Eleventh Report of the Monitor dated October 17, 2014 through to the Twentieth Report of the Monitor dated as of the date hereof;
- (b) approving the fees and disbursements of the Monitor and of its counsel McMillan LLP and Osler, Hoskin & Harcourt LLP; and
- (c) such other relief as this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

1. The grounds set out in the Twentieth Report of the Monitor and the appendices thereto.
2. Rules 1.04, 1.05, 37 and 39 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
3. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Twentieth Report of the Monitor and the appendices thereto; and
2. Such further and other materials as counsel may advise and this Court may permit.

June 16, 2017

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Lawyer for the Applicant

TO: THE ATTACHED SERVICE LIST

Appendix “A”

Court File No.: CV-13-10279-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

THE HONOURABLE

)

THURSDAY, THE 22ND

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JUSTICE

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DAY OF JUNE, 2017

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

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.

**ORDER
(Approving Fees & Activities)**

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as monitor (the “**Monitor**”) of Growthworks Canadian Fund Ltd. for an order approving the fees and activities of the Monitor was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record, including the Notice of Motion, the Twentieth Report (the “**Twentieth Report**”) of the Monitor, and on hearing the submissions of counsel for the Applicant and the Monitor, no one appearing for any other party although duly served as appears from the affidavit of service.

ACTIVITIES OF THE MONITOR

1. THIS COURT ORDERS the Eleventh Report of the Monitor dated October 17, 2014, the Twelfth Report of the Monitor dated December 16, 2014, the Thirteenth Report of the Monitor dated February 26, 2015, the Fourteenth Report of the Monitor dated May 22,

2015, the Fifteenth Report of the Monitor dated December 11, 2015, the Sixteenth Report of the Monitor dated June 15, 2016, the Seventeenth Report of the Monitor dated December 7, 2016, the Eighteenth Report of the Monitor dated January 26, 2017, the Nineteenth Report of the Monitor dated March 30, 2017 and the Twentieth Report of the Monitor dated June 16, 2017 as well as the activities of the Monitor as set out therein, be and are hereby approved.

FEES OF THE MONITOR AND ITS COUNSEL

2. THIS COURT ORDERS that the fees in the amount of \$727,998 and disbursements in the amount of \$513.36 (plus applicable taxes of \$94,706.54 for a total of \$823,217.90) of FTI Consulting Canada Inc., in its capacity as Monitor, in the within proceedings, as set out in the Affidavit of Paul Bishop, sworn June 16, 2017 are hereby approved.
3. THIS COURT ORDERS that the fees in the amount of \$116,482.40 and disbursements in the amount of \$1708.50 (plus applicable taxes of \$15,348.35 for a total of \$133,539.35) of Osler, Hoskin & Harcourt LLP as counsel to the Monitor in the within proceedings, as set out in the Affidavit of Marc Wasserman, sworn June 16, 2017 are hereby approved.
4. THIS COURT ORDERS that the fees in the amount of \$153,621.50 and disbursements in the amount of \$518.35 (plus applicable taxes of \$20,038.18 for a total of \$174,178.03) of McMillan LLP as counsel to the Monitor in the within proceedings, as set out in the Affidavit of Caitlin Fell, sworn June 15, 2017 are hereby approved.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.
C-36, AS AMENDED AND IN THE MATTER OF GROWTHWORKS CANADIAN FUND
LTD.

Court File No: CV-13-10279-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD
(RETURNABLE JUNE 22, 2017)**

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