

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) WEDNESDAY, THE 14TH
)
JUSTICE BROWN) DAY OF MARCH, 2014

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.
(the "**APPLICANT**")

MONITORING ENHANCEMENT ORDER

THIS MOTION, made by GrowthWorks Canadian Fund Ltd. (the "**Applicant**") for an order expanding the powers of FTI Consulting Canada Inc., in its capacity as monitor to the Applicant was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of C. Ian Ross sworn on May 9, 2014, and the Tenth Report of the Monitor dated May 10th, 2014 (the "**Tenth Report**"), and on hearing the submissions of counsel for the Applicant, the Monitor and Roseway Capital S.a.r.l. ("**Roseway**"), Allen-Vanguard Corporation and the Offeree Shareholders (as defined in the Monitor's 10th Report), no one appearing for any other party although duly served as appears from the affidavit of service.

DEFINITIONS

1. All terms not otherwise defined herein shall have the meaning ascribed thereto in the Investment Advisor Agreement between the Applicant and Roseway dated as of May 9th, 2014 (the "**Investment Advisor Agreement**").

SERVICE

2. THIS COURT ORDERS that the time for service of this Motion and the Tenth Report is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

ENHANCED MONITOR'S POWERS

THIS COURT ORDERS that:

3. Effective immediately, the Monitor is hereby fully and exclusively authorized and empowered to take any and all actions and steps with respect to the obligations of the Monitor under the Investment Advisor Agreement including, without limitation:

- (a) take any and all steps as, including steps in the name of or on behalf of the Applicant, as are, in the reasonable discretion of the Monitor, necessary or appropriate to carry out its obligations under the Investment Advisor Agreement;
- (b) to use one or more accounts in its own name (the "**Monitor's Accounts**") to hold funds for and on behalf of the Applicant and to receive third party funds into the Monitor's Accounts to assist with the exercise of the Monitor's powers and duties set out in the Investment Advisor Agreement, provided that the monies standing to the credit in the Monitor's Accounts from time to time shall be held by the Monitor to be distributed in accordance with the terms of the Investment Advisor Agreement, or by further Order of this Court; and for greater certainty, the Monitor may make use of the funds in the Monitor's Accounts from time to time to make payments in respect of the fees and disbursements of the Applicant as provided for in the Budget, including the GW Expenses, for and on behalf of the

Applicant or in connection with the Monitor's exercise of its powers and duties set out therein as well as payments of the fees and expenses of the Monitor.

4. The Monitor is not, and shall not be or be deemed to be, a director, officer or employee of the Applicant.

5. Notwithstanding anything to the contrary contained in this or any other order in these proceedings or in the Investment Advisor Agreement, the Monitor shall not incur any liability or obligation as a result of the enhancement of the Monitor's powers and duties hereunder, the exercise by the Monitor of any of its powers, or the performance by the Monitor of any of its duties, save and except as may result from gross negligence or wilful misconduct of the Monitor.

6. The Monitor may, from time to time, apply to this Court for advice and directions in respect of the exercise and discharge of its powers and duties hereunder.

GENERAL

7. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunals, regulatory or administrative bodies, including any Court or administrative tribunal to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAY 15 2014

MB



Natasha Brown
Registrar

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

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Proceeding Commenced at Toronto

MONITORING ENHANCEMENT ORDER

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