

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

Date: December 24, 2015

Time: 10:00 a.m.

Location: Suite 950, 609 Granville Street, Vancouver, BC

Official Receiver: Zaeed Buksh, Gary Sam

Trustee: Craig Munro – FTI Consulting

Trustee’s Associate: Scott Gallon – FTI Consulting

Trustee’s Solicitor: Vicki Tickle – Fasken Martineau

Debtor Representative: Robert Hammell – Director, VHL

Company’s Solicitor: Katie Mak – Clark Wilson

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 10:05 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, Gary Sam (representative of the Official Receiver), Craig Munro (Trustee), Vicki Tickle (Trustee’s Solicitor), Robert Hammell (Viceroy Representative), Katie Mak (Viceroy Solicitor) and Scott Gallon (Secretary).

The Chairperson then tabled the following documents:

- Proposal to Creditors
- Cash Flow Statement
- Trustee’s Report on Cash Flow Statement (Form 29)
- Debtor’s Report on Cash Flow Statement (Form 30)
- Notice to Creditors containing:
 - a notice of the date, time and place of the meeting;

- a condensed statement of the assets and liabilities;
- a copy of the proposal; and
- the prescribed forms, in blank, of
 - § proof of claim,
 - § proxy,
 - § voting letter

The Chairperson explained the agenda of the meeting:

- Explanation of the Trustee's Report on the Proposal;
- Question Period;
- Creditor's rights to adjourn for further investigation and examination; and
- Voting on proposal.

The Chairperson introduced Craig Munro, Trustee, to discuss the Trustee's Report on the Proposal.

Craig Munro explained the Trustee's report in detail and the reasons for the Trustee's recommendation that the unsecured creditors should accept the proposal by VHL.

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:

- Creditor question: Why did VHL not pay an invoice dated in May 2014 for the engineering firm that provided services related to the foundation of my house?
 - To Robert Hammell: I can't answer that.
- Creditor question: How did San Bao Investment Inc. come to have a secured claim after they were not included on the original creditor listing when the NOI was filed?
 - To Trustee: The original creditor listing was provided by the company and was based mainly on an Accounts Payable listing and management inquiries. What was originally thought to have been a loan from VHL's Parent company Canada Wood Frame Solutions Ltd. was actually a number of loans from San Bao Investments Inc. This was substantiated by San Bao during the Claims Process conducted by the Proposal Trustee.
- Creditor question: Why did Charles Wei not have signing authority on the Viceroy Bank Account?
 - To Robert Hammell: I was not aware who had signing authority on the accounts.
- Creditor question: Does Mr. Hammell speak Mandarin and were the meetings at Viceroy held in English or Mandarin? How did you know what was being said in the meetings if they were in Mandarin?
 - To Robert Hammell: The majority of the meetings are held in English and if any are in Mandarin someone is provided to translate.
- Creditor question: Why were Ray Qiao (VHL Employee) and Nikki Zhang (Wiston Building Materials Co. Employee) signing authorities on the VHL bank account?
 - Robert Hammell: I can't answer that.

- Creditor question: Why were you not aware that you were the sole director of VHL in June 2015 and when we informed you your response was “So they’ve hung me out to dry”?
 - To Robert Hammell: I don’t recall such a conversation.

- Creditor question: Wouldn’t Andrew Sun be considered a related party to VHL? His employee (Nikki Zhang) had signing authority on the VHL Bank account and Mr. Sun supposedly hired an interim CFO in late February 2015?
 - To Vicki Tickle: The Trustee asked specific questions of Mr. Sun through Besco’s legal counsel, and Joseph Kwok through his legal counsel regarding Mr. Sun’s involvement in VHL prior to the sale as well as Wiston/Besco being related parties to VHL. Each party responded that Mr. Sun had no management capacity with VHL.

- Creditor question: Is there fraud in this case and will the Official Receiver be investigating for fraud.
 - To Chairperson: I recommend you obtain legal advice on this matter if you believe there was fraud. The creditors meeting is not the appropriate venue for allegations of fraud but I am available for to discuss after the meeting.

- Creditor question: Why was the asset sale allowed to close if the purchaser is not arm’s length?
 - To Vicki Tickle: The Trustee asked specific questions of Mr. Sun / Besco’s counsel, and Joseph Kwok / his counsel regarding Mr. Sun involvement in VHL prior to the sale and Wiston/Besco being related party, as required by the BIA.

- Creditor question: Questions were raised as to the timing of the secured lenders registering their security in various jurisdictions (ON and BC).
 - To Vicki Tickle: The Trustee’s counsel performed a review of all secured claims. It was determined that San Bao, Wiston, and Dejun Yao had valid security. The Trustee also performed a detailed review of VHL bank records to confirm receipt of the advances from each secured lender.

No further questions were asked

Voting:

The Chairperson explained that a group of creditors, through their legal counsel, had requested an adjournment to enable a further appraisal and investigation of the affairs and property of the debtor to be made in accordance with BIA Section 52.

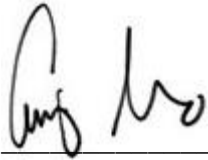
The Chairperson noted that per BIA Section 52 - Where the creditors by ordinary resolution at the meeting at which a proposal is being considered so require, the meeting shall be adjourned to such time and place as may be fixed by the chairperson.

The Chairperson called a vote on the general resolution to adjourn the meeting to January 19, 2015 at 10:00 a.m. to be held at the office of Fasken Martineau, 550 Burrard St, Vancouver, BC V6C 0A3.

The motion was moved by Joan Wallwork, proxy Christopher Tunney, and seconded by Ronald Calliou. The vote was unanimous.

A motion was moved by Joan Wallwork, and it was resolved to adjourn the meeting to January 19, 2015 at 10:00 a.m. to be held at the office of Fasken Martineau, 550 Burrard St, Vancouver, BC V6C 0A3.

Meeting was adjourned at 10:58 a.m.

A handwritten signature in black ink, appearing to read 'Craig Munro', written over a horizontal line.

Craig Munro – FTI Consulting

Trustee