

General CCAA Frequently Asked Questions (“FAQs”)

1. What is CCAA?

- The CCAA, or the Companies’ Creditors Arrangement Act, is a federal law in Canada that provides insolvent companies with debts in excess of \$5 million an orderly and supervised means to restructure their businesses.
- Once a company has been granted CCAA protection, the Court enters an Initial Order establishing what is known as a *Stay of Proceedings*, which prevents creditors from taking action against the company, its directors and officers, and its assets for an initial period of 10 days (which can be further extended as the court deems appropriate) allowing the company to continue to manage the day-to-day operations of the business while it addresses its restructuring objectives in an orderly and efficient manner. A subsequent appearance in court often occurs within the first 10 days (a *Comeback Hearing*).
- CCAA protection provides companies with the time and ‘breathing room’ necessary to emerge as a successful, going concern business and to position the business as a stronger, more competitive company.

2. Is the Company bankrupt?

- No. Under Canadian insolvency and restructuring laws, “bankruptcy” is a specific type of proceeding under which an insolvent company’s operations are terminated and its assets are sold or “liquidated”.
- The CCAA proceedings, among other things, prevents creditors from forcing a company into bankruptcy. For this reason, CCAA proceedings are sometimes referred to as “bankruptcy protection”.

3. Why is the Company under CCAA?

The Company has been facing significant liquidity issues. The Company’s lenders needed to commence proceedings under the CCAA to afford the Company creditor-protection and give it the time and stability needed to restructure and to preserve the Company’s assets while maximizing value for the Company’s stakeholders through pursuing a sale and investment solicitation process.

4. What is going to happen in the CCAA? What does this mean for the Company’s Operations?

- The Company will continue its minimal operations in the ordinary course, within the CCAA proceedings, and implement cost-savings, asset preservation and other restructuring plans.
- Subject to the oversight of the Court and its appointed Monitor, the Company will remain in control of its business and operations.

5. How long will the CCAA proceeding take to complete?

- At this time, we do not know how long the proceedings will take to complete. We will provide further updates as appropriate.
- The Court has granted an initial stay of proceedings of up to 10 days, which is the maximum allowed by law on an initial application under the CCAA. This may be extended by the Court. It is anticipated that such extension will be sought within 10 days.
- Information on the filing and upcoming milestones throughout the CCAA proceedings can be found on a website being maintained by the Monitor at:
<https://cfcanada.fticonsulting.com/WesternPotashCorporation>

6. Is CCAA the same as declaring bankruptcy in the US?

- CCAA would be most similar to a Chapter 11 reorganization in the US.
- Under Canadian insolvency and restructuring laws, “bankruptcy” is a specific type of proceeding under which an insolvent company’s operations are terminated and a trustee is appointed by the court to take control of and sell the company’s assets for the benefit of its creditors.
- The CCAA proceedings, among other things, prevents creditors from forcing a company into bankruptcy. For this reason, CCAA proceedings are sometimes referred to as “bankruptcy protection” in Canada.

7. Who is now in charge of the company?

- The appointment of FTI Consulting Canada Inc. as monitor of the Debtors approves certain enhanced powers granted under the Initial Order, including, among other things:
 - i. the exclusive power and authority to manage, operate, and carry on the business of the Company;
 - ii. to execute documents in the name of the Company;
 - iii. to receive and collect monies owing to the Company;
 - iv. to control the Company’s bank accounts; and
 - v. to take such other steps as may be necessary or desirable for the preservation and protection of the Company’s business and assets, which enhanced powers are to be exercised to the exclusion of the Company and all other persons.
- Given the Monitor’s enhanced powers under the Initial Order, all creditors, suppliers, service providers and other parties having dealings with the Debtors are directed to coordinate with and direct all enquiries and communications to the Monitor.

8. What is a Monitor?

- The Monitor is an officer of the Court whose responsibilities include assisting the Company with its restructuring, reporting to the Court from time to time on the progress of such proceedings and, ultimately, providing a recommendation on the Company’s proposed restructuring plan. In this case, FTI Consulting has been appointed as Monitor.
- The Company will be giving its full co-operation to the Monitor.
- The Monitor has been granted certain control over the Company’s operations and decision making authority.

9. Is there a public filing or disclosure required as part of filing for protection under the CCAA?

- Yes. Among other public documents filed with the Court, an affidavit that includes, but is not limited to, the following information: a brief history of the Company and an overview of its business; a description of the nature of its assets and liabilities; the reasons for its financial difficulties; and support for the relief being sought from the Court, has been filed. Once the CCAA Initial Order is issued, the Monitor is required to notify known creditors and publish a public notice in local newspapers of the CCAA proceedings. The Monitor is also required to establish a website where materials relating to the CCAA proceedings will be posted:
<http://cfcanada.fticonsulting.com/WesternPotashCorporation>
- In addition to the affidavit and the notice of application for a CCAA Initial Order, there will be motions filed with the Court throughout the CCAA proceedings, as well as reports submitted to Court by the Monitor that will provide the Court and stakeholders with updates as to the progress of the CCAA proceedings. These documents will be matters of public record and will be made available by the Monitor on its website:
<http://cfcanada.fticonsulting.com/WesternPotashCorporation>

10. Where can public Court documents and other information related to the CCAA proceedings be accessed?

- Court materials, including reports prepared by the Monitor, will be available on the Monitor's website: <http://cfcanada.fticonsulting.com/WesternPotashCorporation>

11. What do I do if I have other questions?

- For questions regarding ordinary course business, you should continue to speak to your regular contact person at the Company.
- For questions relating to the CCAA proceedings, you can call the Monitor's hotline at 416-649-8058 or toll free within North America at 1-833-485-6561 or by email at: wpc@fticonsulting.com.
- Additional information is also available on the Monitor's website at: <http://cfcanada.fticonsulting.com/WesternPotashCorporation>