

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
COURT NO.: 500-11-057985-208

SUPERIOR COURT
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

**IN THE MATTER OF THE PLAN OF COMPROMISE
AND ARRANGEMENT OF:**

STOKES INC.

Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Monitor

**NOTICE TO THE CREDITORS OF STOKES INC.
OF
THE MEETING OF CREDITORS AND THE SANCTION HEARING**

TAKE NOTICE THAT Stokes Inc. has filed a Plan of compromise and arrangement (the "**Plan**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**"), with Richter Advisory Group Inc. as the Monitor. Capitalized terms used and not otherwise defined in this Notice have the meaning ascribed to them in the Plan and in the Plan Filing and Meeting Order issued by the Superior Court of Québec (Commercial Division) (the "**CCAA Court**") on November 25, 2020 (the "**Meeting Order**").

TAKE FURTHER NOTICE THAT a general meeting of the creditors for the purpose of considering and approving the Plan **will be held on the 22nd day of December 2020, at 9:30 a.m.** (Montréal time) Given the current pandemic situation and the gathering restrictions issued by the authorities, the meeting will be held by videoconference.

We ask that **creditors who wish to attend the meeting complete the attached registration form** and return it by email to the following email address: claims@richter.ca, no later than 5:00 p.m. (Montréal time) on December 18, 2020.

For creditors, or their representatives who have registered, you will receive a link by email, which will allow you to attend the meeting. Please note that only those who have registered will be able to attend the meeting.

The purpose of the meeting is to:

- a) consider, and if deemed advisable, to pass, with or without variation, a resolution (the "**Resolution**") approving the Plan; and
- b) transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Meeting is being held pursuant to the Meeting Order of the CCAA Court, which establishes the procedures for Richter Advisory Group Inc. (in such capacity and not in its personal or corporate capacity, the "**Monitor**") to call, hold and conduct the Meeting.

The Plan provides for the compromise of the Affected Claims. The quorum for the Meeting will be one Affected Creditor holding a Voting Claim (each such creditor, an "**Eligible Voting Creditor**") present in person or by proxy.

In order for the Plan to be approved and binding in accordance with the CCAA, the Resolution must be approved by a majority in number of Affected Creditors representing at least two-thirds in value of the Claims of Affected Creditors who actually vote (in person or by proxy) on the Resolution at the applicable Meeting (the "**Required Majority**").

All Eligible Voting Creditors are entitled to vote on the Plan. The votes cast by Creditors with Voting Claims as determined by the Monitor for voting purposes only in accordance with Paragraph 17 of the Claims Procedure Order will be separately tabulated by the Monitor. Holders of an Unaffected Claim will not be entitled to attend and vote at any Meeting.

Forms and Proxies for Affected Unsecured Creditors

Any Eligible Voting Creditor who is unable to attend the Meeting may appoint a proxy to vote on its behalf. A form of Proxy is included as part of the Meeting Materials being distributed by the Monitor to each Affected Creditor.

Proxies, once duly completed, dated and signed, must be sent by email to the Monitor, or if cannot be sent by email, delivered to the Monitor at the address of the Monitor as set out on the Proxy form. Proxies must be received by the Monitor by no later than 5:00 p.m. (Montréal time) on December 18, 2020.

Notice of Sanction Hearing

TAKE FURTHER NOTICE THAT that if the Plan is approved by the Required Majority of Affected Creditors at the Meeting, **the Petitioner intends to virtually bring the Sanction Application before the CCAA Court on or around January 8, 2021** (the "**Sanction Hearing**"). Time and the coordinates of the videoconference will be posted on the monitor's website and communicated to the Service List.

The Sanction Application will be seeking the granting of the Sanction Order sanctioning the Plan under the CCAA and for ancillary relief consequent upon such sanction. Any person wishing to oppose the Sanction Application for the Sanction Order must serve upon the parties on the Service List as posted on the Monitor's Website and file with the CCAA Court, a copy of the materials to be used to oppose the Sanction Order by no later than January 4, 2021 at 5:00 P.M. (Montréal Time), or, if applicable, four Business Days' prior to any adjourned or rescheduled Sanction Hearing.

This Notice is given by the Petitioner pursuant to the Meeting Order. Additional copies of the Meeting Materials, including the Plan and the Monitor's report thereon may be obtained from the Monitor's Website (<https://www.richter.ca/insolvencycase/stokes-inc/>), or by requesting one from the Monitor by email at claims@richter.ca.

Dated at Montreal, this 27th day of November 2020.

Richter Advisory Group Inc.
Court-appointed Monitor