

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR
JUSTICE HAINEY

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MONDAY, THE 28th
DAY OF SEPTEMBER, 2020

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF ROBERTS COMPANY CANADA LIMITED

Applicant

MEETING ORDER

THIS MOTION, made by the Applicant, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an order, among other things:

- (a) accepting the filing of the plan of compromise, and arrangement of Roberts Company Canada Limited (the "**Applicant**") under the CCAA dated September 28, 2020 (the "**Plan**") with the Court;
- (b) approving, pursuant to section 22 of the CCAA, the classification of creditors as set out in the Plan for the purposes of the Meeting (defined below) and voting on the Plan;
- (c) authorizing and directing the Applicant to call, hold and conduct the Meeting of its creditors to consider and vote on the Plan;
- (d) authorizing and directing the mailing and distribution of certain meeting materials and other procedures to be followed to provide notice of the Meeting;
- (e) approving the procedures to be followed at the Meeting, including voting procedures;
and



- (f) setting a date for the hearing (the “**Sanction Hearing**”) of the Applicant’s motion for an order sanctioning the Plan (the “**Sanction Order**”),

was heard this day by Zoom videoconference due to the COVID-19 crisis.

ON READING the affidavit of Ravi Williams-Singh sworn September 23, 2020 (the “**Williams-Singh Affidavit**”) and the fourth report dated September 23, 2020 (the “**Fourth Report**”) of Richter Advisory Group Inc. (“**Richter**”) in its capacity as the Monitor of the Applicant (the “**Monitor**”), and on hearing the submissions of counsel for the Applicant, the Monitor, and such other counsel in attendance as indicated on the Counsel Slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Fourth Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS AND INTERPRETATION

2. **THIS COURT ORDERS** that capitalized terms used herein but not otherwise defined shall have the meanings given to them in the Plan.
3. **THIS COURT ORDERS** that all reference to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.
4. **THIS COURT ORDERS** that all references to the word “including” or “includes” shall mean “including without limitation” or “includes without limitation”, as the case may be.
5. **THIS COURT ORDERS** that, unless the context otherwise requires, words importing the singular shall include the plural and *vice versa*, and words importing any gender shall include all genders.

MONITOR'S ROLE

6. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Initial Order, the Claims Procedure Order, and any other Order of the Court, is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order.

7. **THIS COURT ORDERS** that: (a) in carrying out the terms of this Order, the Monitor shall have all the protections given to it by the CCAA, the Initial Order, the Claims Procedure Order, any other Order of the Court, and as an officer of the Court, including the stay of proceedings in its favour; (b) the Monitor shall incur no liability or obligation as a result of carrying out the provisions of this Order, save and except for any gross negligence or willful misconduct on its part; (c) the Monitor shall be entitled to rely on the books and records of the Applicant and any information provided by the Applicant without independent investigation; and (d) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information.

8. **THIS COURT ORDERS** that the Fourth Report of Richter be and is hereby approved, and the actions, activities and conduct of the Monitor described in the Fourth Report be and are hereby approved, provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

PLAN FILING AND AMENDMENT

9. **THIS COURT ORDERS** that the Plan is hereby accepted for filing and the Applicant is authorized to contemporaneously file the Plan with this Order.

10. **THIS COURT ORDERS** that the Applicant may, with the prior written consent of the Monitor and the ABL Lender, at any time, and from time to time, prior to or during the Meeting, amend, restate, modify and/or supplement the Plan (which will thereafter constitute the “Plan” for the purposes of this Order); provided that any such amendment, restatement, modification and/or supplement shall be made in accordance with the terms of the Plan and communicated in accordance with paragraph 18.

CREDITOR CLASSIFICATION

11. **THIS COURT ORDERS** that, pursuant to section 22 of the CCAA, one class of Affected Creditors in respect of the Plan, namely the class of Affected Creditors holding Affected Claims (the “**Affected Creditors Class**”) is hereby approved.

AUTHORIZATION TO CALL AND HOLD THE MEETING

12. **THIS COURT ORDERS** that the Applicant is authorized and directed to call, hold and conduct a meeting of the Affected Creditors Class on October 16, 2020, at 10:00 a.m. (Toronto time) (the “**Meeting**”), or as adjourned to such time as the Chair (defined below) may determine in accordance with paragraph 27 hereof, for the purpose of considering and voting on the resolution to approve the Plan (the “**Resolution**”). The Meeting shall take place by videoconference due to the COVID-19 crisis. The conference details will be provided in the Notice of Meeting and Sanction Hearing (defined below).

APPROVAL OF MEETING MATERIALS

13. **THIS COURT ORDERS** that each of the following is hereby approved:

- (a) the Applicant’s information statement substantially in the form attached to the Williams-Singh Affidavit as Exhibit “E” (which attaches the Plan as an exhibit) (the “**Information Statement**”);
- (b) the form of notice regarding the Meeting and Sanction Hearing substantially in the form attached to the Williams-Singh Affidavit as Exhibit “F” (the “**Notice of Meeting and Sanction Hearing**”);
- (c) the form of proxy for Affected Creditors substantially in the form attached as Schedule “A” hereto (the “**Affected Creditor Proxy**”); and
- (d) the Convenience Creditor Election substantially in the form attached as Schedule “B” hereto,

(collectively, the “**Meeting Materials**”).

14. **THIS COURT ORDERS** that the Applicant, in consultation with the Monitor, may from time to time make such changes to the documents in the Meeting Materials as the Applicant, in consultation with the Monitor, considers necessary or desirable, including but not limited to changes to conform the content thereof to the terms of the Plan (including any amendments, restatements, modifications or supplements thereto), this Order or any further Orders of the Court, and any changes necessary or desirable with respect to the date, time, and method of the Meeting and the Sanction Hearing.

NOTICE: POSTING, SERVICE AND PUBLICATION

15. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause a copy of the Meeting Materials and this Order to be posted on the website established by the Monitor in respect of these proceedings (the “**Monitor’s Website**”).

16. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall send the Meeting Materials to: (a) all Affected Creditors with Affected Claims, including, without limitation, all Employees with Employee Restructuring Claims in respect of which a Proof of Claim has been filed in a proper and timely manner in accordance with the Claims Procedure Order and that is not barred pursuant to the Claims Procedure Order; (b) the service list maintained by the Monitor in these CCAA Proceedings (the “**Service List**”); and (c) any Affected Creditor who makes a written request to the Monitor for a copy of the Meeting Materials, by e-mail at the last known e-mail address for such Creditors set out in the books and records of the Applicant or as provided in relation to the Claims Procedure Order, or by regular mail, fax or courier if an e-mail address for such Creditors is not known (except that where such Creditors are represented by counsel known by the Applicant, the email address, mailing address or fax number of such counsel may be substituted) (collectively, the “**Meeting Materials Parties**”).

17. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause notice of the Meeting, substantially in the form of the Notice of Meeting and Sanction Hearing, amended or abridged as the Monitor deems reasonable, in its discretion, for the purposes of publication, to be published once on a Business Day in *The Globe and Mail* (National Edition).

18. **THIS COURT ORDERS** that, as soon as reasonably practicable after finalization of any amendments or supplements to the Meeting Materials in accordance with paragraph 14 hereof and any amendments, restatements, modifications and/or supplements to the Plan in accordance with paragraph 10 hereof the Monitor shall: (a) cause such materials to be posted on the Monitor's Website; and (b) if made prior to the Meeting, send such materials to the Meeting Materials Parties or, if made at the Meeting, provide notice to those in attendance at the Meeting prior to the vote being taken to approve the Plan.

19. **THIS COURT ORDERS** that the posting on the Monitor's Website, service of the Meeting Materials, and/or publication in accordance with paragraphs 15 to 18 above, shall constitute good and sufficient service and notice of this Order, the Plan and the Meeting on all Persons who may be entitled to receive notice thereof, or who may be entitled to attend personally or by proxy at the Meeting or who may have an interest in these proceedings, and no other form of notice or service need be made on such Persons and no other document or material need be served on such Persons in respect of these proceedings. Service shall be effective: (a) in the case of mailing, three (3) Business Days after the date of mailing; (b) in the case of service by courier, on the day after the courier was sent; (c) in the case of any other means of transmission, recorded or electronic communication, when dispatched or delivered for dispatch and in the case of service by fax or e-mail, on the day the fax or e-mail was transmitted, unless such day is not a Business Day, or the fax or e-mail transmission was made after 5:00 p.m., in which case, on the next Business Day.

20. **THIS COURT ORDERS** that the non-receipt of a copy of the Meeting Materials beyond the reasonable control of the Monitor, or any failure or omission to provide a copy of the Meeting Materials as a result of events beyond the reasonable control of the Monitor (including, without limitation, any inability to use postal services) shall not constitute a breach of this Order, but if any such failure or omission is brought to the attention of the Monitor, then the Monitor shall use reasonable efforts to rectify the failure or omission by the method and in the time most reasonably practicable in the circumstances.

RECORD DATE

21. **THIS COURT ORDERS** that the record date for the purposes of determining which Affected Creditors are entitled to vote at the Meeting (the “**Record Date**”) is October 14, 2020 in respect of all Affected Claims.

TRANSFER AND ASSIGNMENT OF CLAIMS

22. **THIS COURT ORDERS** that an Affected Creditor may transfer or assign the whole of its Claim prior to the Meeting in accordance with the Claims Procedure Order, provided that the Applicant and the Monitor shall not be obliged to deal with any such transferee or assignee as an Affected Creditor in respect thereof, including allowing such transferee or assignee to vote at the Meeting, unless actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received by the Monitor prior to 5:00 p.m. on the Record Date and acknowledged in writing by the Monitor and the Applicant. Thereafter, such transferee or assignee shall, for all purposes in accordance with the Claims Procedure Order, the Meeting Order, the CCAA and the Plan constitute an Affected Creditor and shall be bound by any and all notices previously given to the transferor or assignor in respect of such Claim. Such transferee or assignee shall not be entitled to set-off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such person to the Applicant and Claims acquired by a transferee or assignee will not merge, consolidate or combine with any of the transferee’s or assignee’s other Claims.

CONDUCT AT THE MEETING

23. **THIS COURT ORDERS** that the Meeting shall be conducted, and the Plan shall be voted upon and, if approved by the Required Majority (defined below), ratified and given full force and effect, in accordance with the provisions of this Order, the Claims Procedure Order, the CCAA, and any further order of this Court.

24. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair (the “**Chair**”) of the Meeting and, subject to this Order and any further order of this Court, shall decide all matters relating to the conduct of the Meeting.

25. **THIS COURT ORDERS** that the quorum required for the Meeting is the attendance at such Meeting personally or by proxy of one (1) Affected Creditor with a Voting Claim (defined below) that is an Affected Claim.

26. **THIS COURT ORDERS** that the Monitor may appoint scrutineers (the “**Scrutineers**”) for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting. A Person designated by the Monitor shall act as secretary at the Meeting (the “**Secretary**”).

27. **THIS COURT ORDERS** that if: (a) the requisite quorum is not in attendance at the Meeting; (b) the Meeting is postponed by the vote of the majority in value of Voting Claims (defined below) of the Affected Creditors with Voting Claims in the Affected Creditors Class in attendance personally or by proxy; or (c) prior to or during the Meeting, the Chair or the Monitor, in consultation with the Applicant, otherwise decides to adjourn such Meeting, then the Meeting shall be adjourned by the Chair to a date thereafter and to such time and place as may be appointed by the Chair.

28. **THIS COURT ORDERS** that the Meeting need not be convened in order to be adjourned and that the Chair shall be entitled to adjourn and further adjourn the Meeting at the Meeting or any adjourned Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Applicant and Monitor shall not be required to deliver any notice of adjournment of the Meeting or adjourned Meeting other than announcing the adjournment at the Meeting or posting notice at the originally designated time and location of the Meeting or adjourned Meeting and on the Monitor’s Website. Any Proxy (defined below) validly delivered in connection with the Meeting shall be accepted as a Proxy in respect of any adjourned Meeting.

29. **THIS COURT ORDERS** that the only Persons entitled to notice of or to attend the Meeting are the Chair, the Secretary and the Scrutineers; Affected Creditors and their legal counsel and advisors; the Applicant and its legal counsel and advisors; the Directors and Officers and their legal counsel and advisors; the Monitor and its legal counsel and advisors; and those Persons, including the holders of proxies, entitled to vote at the Meeting and their legal counsel and advisors. Any other Person may be admitted on invitation of the Chair of the Meeting.

30. **THIS COURT ORDERS** that the Chair of the Meeting and the Monitor may rely on representations by attendees to confirm their identification.

CONVENIENCE CREDITOR ELECTION

31. **THIS COURT ORDERS** that any Affected Creditor with one or more Proven Claims in an amount in excess of \$7,000 shall be entitled to receive an amount in Cash equal to \$7,000 and be deemed to vote the full amount of its Proven Claims in favour of the Resolution to approve the Plan as a member of the Affected Creditors Class in accordance with paragraph 36 hereof by returning an executed Convenience Creditor Election to the Monitor by no later than 5:00 p.m. on the Record Date.

VOTING PROCEDURE

32. **THIS COURT ORDERS** that at the Meeting, the Chair shall direct a vote on the Resolution to approve the Plan and any amendments thereto as the Applicant may consider appropriate, and may direct a vote with respect to any other resolutions as the Chair may consider appropriate, in consultation with the Applicant.

33. **THIS COURT ORDERS** that only Affected Creditors holding Affected Claims that are Proven Claims or Unresolved Claims or their proxies shall be entitled to vote at the Meeting.

34. **THIS COURT ORDERS** that Unaffected Creditors are not entitled, in such capacity, to attend the Meeting or vote on the Plan.

35. **THIS COURT ORDERS** that, with respect to voting entitlements on the Plan, each Affected Creditor, on the Record Date, with an Affected Claim that is a Proven Claim is entitled to one vote as a member of the Affected Creditors Class, which vote shall have a value equal to the dollar value of such Affected Creditor's Proven Claim(s) in accordance with the Claims Procedure Order, in respect of such Affected Claim(s) (each, a "**Voting Claim**", and collectively "**Voting Claims**").

36. **THIS COURT ORDERS** that each Convenience Creditor shall be deemed to have voted their Voting Claim in favour of the Resolution to approve the Plan.

37. **THIS COURT ORDERS** that the vote on the Resolution to approve the Plan shall be decided by approval of the Plan by a majority in number of the Affected Creditors holding Voting Claims representing a two-thirds majority in value of the Affected Creditors Class that is in attendance and voting or deemed to be voting at the Meeting personally or by proxy (the “**Required Majority**”).

38. **THIS COURT ORDERS** that Affected Creditors with Unresolved Claims (or their proxies) may attend and vote at the Meeting and will have their voting intentions with respect to the Unresolved Claims separately recorded by the Monitor and the Monitor shall report to the Court as to the number and amounts of any such votes if determined necessary by the Monitor. For the purposes of such a vote each Affected Creditor with an Unresolved Claim is entitled to one vote in the Affected Creditors Class, which vote shall have the value accepted by the Monitor, if any, for voting purposes only, in respect of an Unresolved Claim. The votes cast in respect of any Unresolved Claim shall not be counted for any purpose, unless, until and only to the extent that such Unresolved Claim is finally determined to be a Proven Claim. The voting of such a claim in the Meeting and valuation of the Unresolved Claim for voting purposes is without prejudice to the rights of the Applicant and Monitor or the holder of the Unresolved Claim with respect to the resolution of the Claim for distribution purposes. Votes by Affected Creditors with Unresolved Claims in respect of such Unresolved Claims will not be considered in the calculation of the Required Majority; however, if approval or non-approval of the Plan by the Affected Creditors Class proves to be determined by the votes cast in respect of Unresolved Claims, the Applicant and the Monitor, on notice to the Service List, will request this Court’s directions and, if necessary, appropriate deferral of the Sanction Hearing and any other applicable dates or an expedited determination of any material Unresolved Claims, as appropriate.

39. **THIS COURT ORDERS** that, following the vote at the Meeting, the Monitor will tally the votes in the manner set out herein and determine whether the Plan has been accepted by the Required Majority.

40. **THIS COURT ORDERS** that the result of any vote at the Meeting shall be binding on all Affected Creditors, whether or not any such Affected Creditor attended the Meeting or voted on the Resolution to approve the Plan.

41. **THIS COURT ORDERS** that every question submitted to be decided at the Meeting, except to approve the Resolution to approve the Plan, will be decided by a vote of a majority in value of the Affected Creditors with Voting Claims in attendance personally or by proxy at the Meeting.

VOTING BY PROXY

42. **THIS COURT ORDERS** that the Monitor, in consultation with the Applicant, is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any proxy is completed and executed and is hereby authorized to accept and rely upon proxies substantially in the form attached hereto as the Affected Creditor Proxy, or such other form as is acceptable to the Monitor, in consultation with the Applicant (collectively, a “**Proxy**”).

43. **THIS COURT ORDERS** that any Proxy must be received by the Monitor no later than 5:00 p.m. on the Record Date, provided that the Monitor may waive strict compliance with the time limits imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Applicant.

44. **THIS COURT ORDERS** that, for the purposes of tabulating the votes cast on any matter voted upon at a Meeting, the Chair is entitled to rely on any vote cast by a holder of a Proxy that has been duly submitted to the Monitor in accordance with this Order, without independent investigation.

45. **THIS COURT ORDERS** that, if a duly signed and returned Proxy does not provide an instruction to vote for or against the approval of the Resolution on the Plan, the Proxy will be deemed to include an instruction to vote for the approval of the Resolution and the Plan, provided that the Proxy holder does not otherwise exercise its right to vote at the Meeting.

46. **THIS COURT ORDERS** that a Creditor with a Voting Claim who is not an individual may only attend and vote at a Meeting if it has appointed a proxyholder to attend and act on its behalf at such Meeting.

MONITOR'S REPORT AND SANCTION HEARING

47. **THIS COURT ORDERS** that the Monitor shall provide a report to this Court no later than two (2) Business Days following the Meeting (the "**Monitor's Report Regarding the Meeting**"), which shall be served on the Service List and posted on the Monitor's Website as soon as practicable after it is filed with this Court, with respect to:

- (a) the results of the voting at the Meeting on the Resolution to approve the Plan;
- (b) whether the Required Majority has approved the Plan;
- (c) whether the votes cast in respect of Unresolved Claims, if any, would affect the result of that vote; and
- (d) any other matter which the Monitor considers relevant.

48. **THIS COURT ORDERS** that in the event that the Plan has been approved by the Required Majority, the Applicant shall bring a motion before this Court on October 26, 2020, or such later date as is set by this Court upon motion by the Applicant, for the Sanction Hearing, seeking an order sanctioning the Plan.

49. **THIS COURT ORDERS** that the posting on the Monitor's Website, service of the Meeting Materials, and/or publication in accordance with paragraphs 15 to 18 above, shall constitute good and sufficient service and notice of the Sanction Hearing on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the Sanction Hearing, except that the Applicant shall serve the Service List with the motion materials relating to the Sanction Hearing and any additional materials to be used in support thereof and the Monitor shall post and serve the Monitor's Report Regarding the Meeting in accordance with paragraph 47 above.

50. **THIS COURT ORDERS** that any party who wishes to oppose the entry of the Sanction Order shall serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the granting of the Sanction Order at least three (3) calendar days before the date set for the Sanction Hearing, or such shorter time as this Court, by order, may allow.

51. **THIS COURT ORDERS** that in the event that the Sanction Hearing is adjourned, only those Persons who have filed and served a Notice of Appearance in the Applicant's CCAA Proceedings shall be served with notice of the adjourned date.

52. **THIS COURT ORDERS** that subject to any further order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

GENERAL

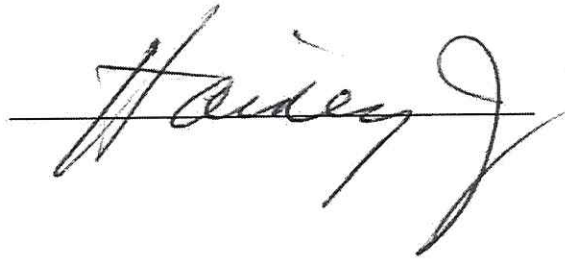
53. **THIS COURT ORDERS** that if any deadline set out in this Order falls on a day other than a Business Day, the deadline shall be extended to the next Business Day.

54. **THIS COURT ORDERS** that the Applicants or the Monitor may from time to time apply to this Court to amend, vary, supplement or replace this Order or for advice and directions concerning the discharge of their respective powers and duties under this Order or the interpretation or application of this Order.

55. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

56. **THIS COURT ORDERS AND REQUESTS** the aid and recognition (including assistance pursuant to section 17 of the CCAA) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or territory or any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other

nation or state to act in aid of and to be complementary to this court in carrying out the terms of this Order.

A handwritten signature in cursive script, appearing to read "Hawley", written over a horizontal line.

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

SEP 29 2020

PER / PAR: 

Schedule "A"
Affected Creditor Proxy

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF ROBERTS COMPANY CANADA LIMITED**

AFFECTED CREDITOR PROXY

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of Roberts Company Canada Limited (the "**Applicant**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") (as may be amended, restated or supplemented from time to time, the "**Plan**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") or the Order of the Court dated September 28, 2020 in respect of the meeting of the Applicant's Affected Creditors to consider and vote on the Plan (the "**Meeting Order**").

VOTING BY PROXY

This proxy may only be filed by Affected Creditors with Affected Claims (each, an "Eligible Voting Creditor"). Any such Affected Creditor who is not an individual may only attend and vote at the Meeting if a proxyholder has been appointed to act on its behalf at such meeting.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Paul Van Eyk of Richter Advisory Group Inc., in its capacity as Monitor, or a person appointed by him

or, instead of the foregoing, _____, or such other Person as he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meeting Order, Claims Procedure Order and set out in the Plan as follows:

To be completed by an Eligible Voting Creditor:

1. (mark one only):

- Vote **FOR** approval of the Plan; or
- Vote **AGAINST** approval of the Plan.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan unless the Eligible Voting Creditor or their Proxy holder (provided the Proxy holder is a Person other than a representative of the Monitor) otherwise exercises their right to vote at the Meeting.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of such Meeting.

A Proxy, once duly completed, dated and signed must be sent by e-mail, or only if it cannot be sent by e-mail, delivered to the Monitor in each case so that it is received by no later than 5:00 p.m. (Toronto Time) on the Record Date, which for greater certainty is October 14, 2020.

By e-mail: rccl@richter.ca

By mail, courier, fax:

Richter Advisory Group Inc.
181 Bay Street, #3510
Bay Wellington Tower
Toronto, Ontario, Canada
M5J 2T3
Attention: Duncan Lau
Fax: (519)934-8603
Tel: 1-866-585-9751

The Monitor may waive strict compliance with the time limit imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Applicant.

[Remainder of page intentionally left blank]

Dated this _____ day of _____, 2020.

Print Name of Eligible Voting Creditor

Title of the authorized signing officer of the corporation, partnership or trust, if applicable

Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Telephone Number of Eligible Voting Creditor or authorized signing officer

Mailing Address of Eligible Voting Creditor

E-mail Address of Eligible Voting Creditor

Print Name of Witness, if Eligible Voting Creditor is an individual

Schedule "B"
CONVENIENCE CREDITOR ELECTION

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF ROBERTS COMPANY CANADA LIMITED**

CONVENIENCE CREDITOR ELECTION

In connection with the plan of compromise and arrangement of Roberts Company Canada Limited under the *Companies' Creditors Arrangement Act*, dated September 28, 2020 (as amended, restated, modified and/or supplement from time to time, the "**Plan**"), the undersigned hereby elects to be treated as a Convenience Creditor and thereby to receive CAD\$7,000 in full and final satisfaction of its Proven Claim(s). The undersigned hereby acknowledges that they shall be deemed to vote its Voting Claim(s) in favour of the Plan at the Meeting.

For the purposes of this Convenience Creditor Election, capitalized terms not defined herein have the meanings ascribed to them in the Plan and the Meeting Order.

A Convenience Creditor Election, once duly completed, dated and signed must be sent by e-mail, or only if it cannot be sent by e-mail, delivered to the Monitor in each case so that it is received by no later than 5:00 p.m. (Toronto Time) on the Record Date, which for greater certainty is October 14, 2020.

By e-mail: rccl@richter.ca

By mail, courier, fax:

Richter Advisory Group Inc.
181 Bay Street, #3510
Bay Wellington Tower
Toronto, Ontario, Canada
M5J 2T3
Attention: Duncan Lau
Fax: (514) 934-8603
Tel: 1-866-585-9751

[Remainder of page intentionally left blank]

DATED at _____ this _____ day of _____, 2020.

AFFECTED CREDITOR'S SIGNATURE:

(Print Legal Name of Affected Creditor)

(Print Legal Name of Assignee, if Applicable)

(Signature of the Affected Creditor/Assignee or an
Authorized Signing Officer of the Affected
Creditor/Assignee)

(Print Name and Title of Authorized Signing Officer of
the Affected Creditor/Assignee, if Applicable)

(Mailing Address of the Affected Creditor/Assignee)

(E-mail of the Affected Creditor/Assignee or
Authorized Signing Officer of the Affected
Creditor/Assignee)

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE
MATTER OF A PLAN OR COMPROMISE OR ARRANGEMENT OF ROBERTS COMPANY CANADA LIMITED**

Court File No.: CV-20-00643158-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

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