



Alain N. Tardif, partner (insolvency)
Jocelyn T. Perreault, partner (insolvency)
Nicholas Alevras, articling student
Stéphane Duval, partner (immigration)

February 21, 2022

TO: All students or prospective students of M College, CDE, CCSQ and CCSQ-Sherbrooke

RE: In the matter of the CCAA proceedings of Rising Phoenix International Inc. et al. Communication by the Students' Representative Counsel

Dear Students,

This is the first weekly communication providing you with updates and important information on the insolvency proceedings under the *Companies' Creditors Arrangement Act* ("CCAA") impacting the Students of M College, CDE, CCSQ and CCSQ-Sherbrooke (the "**Colleges**").

A. Student Representation Order issued by the Superior Court of Québec

As you may be aware, an Application was filed on February 9, 2022 by several Students asking the Court to appoint our firm as Students' Representative Counsel, in order to represent all Students as part of the CCAA proceedings of Rising Phoenix International Inc. and other debtor companies (the "**Debtors**"). A hearing took place on Tuesday, February 15th 2022 on this Application, and the key points from this hearing are as follows:

- The Court issued an order appointing our firm, McCarthy Tétrault LLP, as representative counsel for all "**Students**", referred to as all persons who are creditors of the Debtors as a result of their status as a currently enrolled student at M College, CDE or CCSQ, pipeline student of those colleges or in light of tuition fees paid to the Debtors. This order is available on the website of Richter, the court-appointed monitor (the "**Monitor**"), at the following link:
<https://www.richter.ca/wp-content/uploads/2022/01/25-student-representation-order.pdf>
- As many of you witnessed, the hearing was quick and efficient. In the context of the hearing we learned that the court-appointed monitor Richter Advisory Group Inc. (the "**Monitor**") received six (6) offers and that the Monitor is optimistic with regard to the possibility of quickly identifying and implementing a transaction with the objective of allowing the Students to resume their studies in the Colleges as soon as possible.

The Student Representation Order allows for the Students to have a voice in the CCAA proceedings, via a counsel that represents your interests. The Student Applicants as well numerous other Students were instrumental in obtaining the Student Representation Order, and their work over the past month, along with our firm, allowed to achieve that result. We are fully committed to ensuring that the Students' voice is being heard and that their interests are being protected during the CCAA proceedings.

B. Role of Students' Representative Counsel

Here is a description of our tasks as Students' Representative Counsel, as they were described to the Court and approved by the Monitor:

Communication with Students:

- (i) Preparation of a weekly written communication to each of the informal committees of Students, one for the Students located in Canada and one for the Students located in India (and other countries) (the "**Students' Committees**"), in order for the Students' Committees to disseminate such communications to the Students, respectively in Canada and in India (and other countries);
- (ii) Organization of meetings with the Students' committees, on a weekly basis or as need be, to answer questions of their members or that Students asked them; and
- (iii) Review and respond to Students' enquiries, directly or in coordination with the Students' Committees.

CCAA proceedings and ancillary matters directly impacting the Students (including general immigration matters resulting from the CCAA proceedings):

- (i) Regular communications with the Monitor and its counsel, and with other CCAA parties as the case may be;
- (ii) Review and assessment of the offers, discussions and coordination with the Monitor in order to implement transaction(s) that will be in the best interest of the Students and address their issues and concerns, to the extent possible, and review of the documentation in connection with the proposed transaction(s);
- (iii) Identify solutions that can allow the continuation of the right to work of the Students located in Canada whose studies have been interrupted due to the insolvency of the Debtors, and their return to school as soon as possible, and implement those solutions;
- (iv) Give general advice to Students with respect to immigration matters (i.e. not in connection with individualized situation, but with respect to matters affecting a significant number of Students, whether they are located in Canada or in India, as the case may be);
- (v) Review alternatives to maximize the recovery of the Students who advanced tuition fees for courses that will not be offered to them and implement such alternatives, including by reviewing any plan of arrangement and/or distribution order proposed as part of the CCAA proceedings in connection with such recovery; and
- (vi) Review materials filed as part of the CCAA proceedings and prepare for and attend hearings in order to represent the Students.

Additional tasks may be added in consultation with, and with the approval of, the Monitor.

We are, and will continue to be, in ongoing discussions with members of the Students' Committees in order to ensure that the Students' concerns are adequately understood and voiced in the CCAA proceedings.

C. Information on the group of Students

Based on available information reported by the Monitor, there are a total of 2,066 Students affected by the ongoing CCAA proceedings, as the below table shows by dividing them based on their status and their College:

Students Status Summary	Graduating Students <i>Note 1</i>	Registered Students <i>Note 2</i>	Pipeline Students <i>Note 3</i>	Other Students <i>Note 4</i>	Total
Filing Entities					
M College	329	364	192	392	1,277
CDE	122	89	31	86	328
CCSQ (Longueuil)	40	230	71	14	355
Partner Schools					
CCSQ Sherbrooke	25	57	14	10	106
Other Partner Schools <i>(Note 5)</i>	-	-	-	-	-
Total	516	740	308	502	2, 066

Note 1	Graduating Students are enrolled students projected to graduate by February 28, 2022 (or shortly thereafter).
Note 2	Registered (Active) Students are students who are enrolled and have begun their classes.
Note 3	Pipeline Students are students who provided a deposit, but are not yet enrolled (most of them are awaiting their visa approval).
Note 4	In addition to the categories above, Other Students consists of students who had their visa request denied, and/or voluntarily withdrew from the programs.
Note 5	The table above excludes information relating to students at partner schools.

D. Objectives of the Students’ Representative Counsel

The main objectives that will guide us in the conduct of our mandate as Students’ Representative Counsel, as they have been established in consultation with the Students’ Committees, are as follows :

- Ensure that the Students’ voice is being heard and that their interests are being protected
- Ensure the continuation of the studies and graduation of the 516 “Graduating Students” whose courses are currently ongoing
- Allow for the courses to restart as soon as possible for the 740 “Registered Students” whose courses have been put on “break” due to the circumstances, and support them for the required extension of their study permit and/or CAQ as need be
- Allow, to the extent possible, the 308 “Pipeline Students” for whom a study permit has yet to be issued, for the possibility to get their courses offered if and once they obtain a study permit and meet the other conditions and if they wish so
- Determine whether the 502 “Other Students” for whom a study permit has been refused in the past, can attempt to obtain a study permit and meet the other conditions, if they wish so, in order to have the possibility to get their courses offered, to the extent possible, if they obtain a study permit and meet the other conditions. If so, allow them for the possibility to get their courses offered if and once they obtain a study permit and meet the other conditions and if they wish so

- Ensure that the insurance of the “Graduating Students” and “Registered Students” provided by the Debtors is maintained and that the “Pipeline Students” and “Other Students” benefit from similar insurance if and once they follow their courses in Canada
- Maximize the recovery of the tuition fees paid in connection with courses which have not been and will not be offered to Students. **[Note: pursuant to Canadian insolvency laws, no refunds can be paid by the Debtors without a Court order authorizing such a payment and this can only come after the completing of a sale or other type of transaction, if the proceeds are sufficient to generate at least a partial recovery. While we understand the very difficult position that Students are in, refunds in cash cannot be paid, for now, and our objectives include (i) to maximize such refund for those Students who do not receive the education for which they paid and (ii) to allow for this refund, if any, to be made as soon as possible (noting that, based on our experience and the steps to be accomplished, it will likely take at least a few months)].**
- Assist the “Graduating Students” and the “Registered Students” located in Canada by providing them general advice on their immigration status in light of issues which may arise in light of the impact of the CCAA proceedings

E. Review of Offers and Consultation with the Monitor

In the last few days, following the issuance of the Student Representation Order, we have been in active communications with the Monitor to review the offers received and we are being consulted to submit the Students’ Representative Counsel position on the offers and a proposed transaction. This position is in line with the objectives mentioned in the above section and takes into consideration the content of the offers received and the Canadian insolvency rules and principles.

F. General Immigration Issues

Please see Schedule A of this communication which includes a general memorandum containing important information for Students who are currently in Canada.

G. General Mental Health Resources

Several Students have shared with us that they are in a distressful situation in light of the impact of the CCAA proceedings on their studies and life in general, which has caused them significant stress. In light of the current circumstances, we would like to share the following list of mental health and wellness resources in Canada which may be of assistance to the Students in this difficult situation:

Region	Resource name	Website	Telephone number
Across Canada	Canadian Mental Health Association	https://cmha.ca/fr/	N/A
Across Canada	Kids Help Phone	https://kidshelpphone.ca/	1 800 668-6868
Québec	Écoute entraide	https://www.ecoute-entraide.org/	(514) 278-2130
Ontario	BounceBack	https://bouncebackontario.ca/	N/A

Ontario	Good 2 Talk	https://good2talk.ca/	1-866-925-5454
British Columbia	BounceBack	https://bouncebackbc.ca/	N/A

H. Coordinates of members of the Students’ Committees and Future Communications

Students are invited to communicate with the members of the Students’ Committees if they have any questions or concerns. These members will then be able to raise these questions or concerns with us and we will do our best to respond in the future communications to Students.

Note that this communication is the same for all Students. Students who provided to the Colleges a residential address in Canada are receiving it from Students’ Committee for students in Canada and the Students who provided to the Colleges an address abroad are receiving it from the Students’ Committee for students in India (and other foreign countries). Also note that the Monitor has agreed to post on its website the general communications sent by the Students’ Representative Counsel to the Students.

The coordinates for the members of the Students’ Committee for students in Canada are the following:

Name	Email
Angaddeep Singh	
Harinder Singh	
Simran Singh	
Manpreet Kaur	
Gurvir Singh	
Tanvir Singh Kamboj	
Harleen Kaur	
Paramjot Singh Dhillon	
Amitoj Shah Singh	
Varun Khanna	
Rutinder Singh	
Sukhman Singh	
Sukhrajpreet Singh	
Manpreet Singh	
Manjot Singh	
Koampreet Kaur	

The coordinates for the members of the Students’ Committee for students in India (and other foreign countries) are the following:

Name	Email
Anish Sachdeva	
Deepak Kumar	
Husanpreet Kaur Bawa	
Dhruv Sabarwal	
Harsimar Singh	
Sukhvinder Singh	
Simran Singh Batth	
Ramandeep Kaur	
Guraskdeep Singh sohi	

Cautionary Note

The present communication contains information and general legal advice to the Students on Canadian insolvency and immigration law in connection with the proceedings of Rising Phoenix International Inc. and others under the Companies' Creditors Arrangement Act (Canada) given by McCarthy Tétrault LLP, a Canadian law firm organized as a registered Limited Liability Partnership established under the laws of Ontario, and does **not** constitute legal advice with respect to any specific legal matter of a given Student.

Conclusion

We look forward to continue assisting and accompanying you in this difficult situation by working, in consultation with the Students' Committees, in order to address issues that impact Students and achieve the objectives identified above.

Yours truly,

The McCarthy team acting as Students' Representative Counsel pursuant to the Student Representation Order issued by the Superior Court on February 15, 2022

Schedule A: General Memorandum on Immigration Issues

To: Students currently in Canada

We understand that you have many questions about the impact of the ongoing CCAA proceedings on your immigration status in Canada, ability to remain in Canada and your ability to work, etc.

We are in communication with IRCC (Immigration, Refugees and Citizenship Canada) and the MIFI (Québec *ministry of Immigration, Francisation et Intégration*) regarding the ongoing CCAA proceedings.

We are happy to share that the MIFI has confirmed to the Monitor that despite having started issuing notices of intent to refuse applications, for the duration of the ongoing CCAA proceedings, they will refrain from issuing notices of intent to refuse or making any positive or negative decisions on the submitted and pending applications for temporary selection. The MIFI has also stated that they will temporarily pause rendering any decisions on cases where such letters have already been sent out, in light of the exceptional circumstances of the CCAA proceedings. Once the CCAA proceedings are complete, the MIFI will re-evaluate its position. We will continue our discussions with IRCC and MIFI and we will keep you informed of relevant developments, in line with the description of our mandate and the objectives included in our first written communication.

Given the number of Students affected by the ongoing CCAA proceedings, the below information is broad in scope and should be personally applied by each individual to their situation. Below we have addressed the most pressing issues related to your collective situation.

Are Students currently in Canada and enrolled in M College, CCSQ, CDE or CCSQ-Sherbrooke (the “Colleges”) allowed to work?

Who is allowed to work?

Based on the current legislation and the Operational Instructions and Guidelines issued by IRCC, students are eligible to work if they meet all of the below conditions:

- hold a valid study permit;
- are a full-time student enrolled at a designated learning institution (DLI);
- the program in which they are enrolled in is a post-secondary academic, vocational or professional training program, or a vocational training program at the secondary level offered in Quebec;
- the program of study is at least 6 months in duration and leads to a degree, diploma or certificate.

If you meet all the above criteria, you can work up to 20 hours per week during a regular academic session and on a full-time basis during regularly scheduled academic break.

IRCC's Operational Instructions and Guidelines confirm that "International students who are unable to fulfil their conditions as temporary residents due to circumstances entirely beyond their control (for instance, a school strike) during a regular academic session can, if they are eligible, still only work part time (up to 20 hours a week) off campus."

As such, based on the Operational Instructions and Guidelines and if your studies are currently on a break scheduled by the Colleges which is entirely beyond your control, if the above conditions are met, you can work:

- (i) up to 20 hours per week during your regular academic session and on a full-time basis during your regularly scheduled academic break;
- (ii) even when you are, or have been, unable to study full-time due to circumstances beyond your control.

This is subject to the limits noted below.

Number of hours of authorized work?

The number of hours you are authorized to work per week will depend upon your specific situation.

Whether you can work on a full-time or part-time basis during this time will depend on the dates of your "regular academic session" and "regularly scheduled academic break". These dates will vary according to each College, each of your individual programs and your start dates.

We direct you to your academic calendar as provided by your College for your specific program to determine whether, if the current proceedings were not ongoing and your education was proceeding normally, you would be in a "regular academic session" or a "regularly scheduled academic break".

Here are the definitions:

A "regular academic session" is also referred to by IRCC as a "regular school term" or a "regular school semester". This is governed by each Designated Learning Institute ("DLI") independently and noted in the DLI's academic calendar.

A "regularly scheduled academic break" is defined by IRCC as a "break [that] must be part of the DLI's academic calendar (for instance, winter and summer holidays, Reading Week)".

Consequently,

- If, as per your academic calendar, you would normally be in a "regular academic session", you are authorized to work off-campus up to 20 hours per week.
- If, as per your academic calendar, you would normally be in a "regularly scheduled academic break", you are authorized to work off-campus on a full-time basis.

Please follow the schedule set forth in your academic calendar to guide how much you can work off campus.

Do I need to extend my Study Permit?

Please note that despite the current circumstances, you must respect the expiration date of your study permit. If you are not currently on-track to complete your studies within the expected timeline due to the ongoing situation, you may need to apply for an extension of your current study permit.

The progression and outcome of the ongoing CCAA proceedings will determine which options will be available to you to extend your permit and complete your studies.

Once we have more information about the outcome of the CCAA proceedings, we will be able to provide more guidance. We will also be in communication with IRCC and MIFI regarding the situation of those Students who will be facing the expiration date of their study permit and/or CAQ prior to the completion of their studies due to the CCAA proceedings.

Does this situation affect my eligibility for a Post-Graduation Work Permit (PGWP)?

Providing that the program that you are enrolled in is eligible for a PGWP and you meet all the other requirements, it should not.

As a reminder, to be eligible for a PGWP, a student must:

- have completed their program of study;
- hold a valid study permit at the time of the post-graduation work permit application;
- have been a full-time student enrolled at a DLI in a post-secondary academic, vocational or professional training program (with the exception of their final academic session, during which students may have part-time or full-time status);
- have been authorized to work off-campus without a work permit during their studies; and
- have not exceeded the allowable hours of work.

Students who are unable to fulfil the conditions of their study permit due to circumstances entirely beyond their control during a regular academic session are considered to be studying continually full time during this period and their eligibility for a PGWP is not impacted provided they meet all the other eligibility requirements for this type of work permit.

PGWPs are issued based on the length of the study program, which must be a minimum of 8 months. PGWPs can be issued for a maximum of 3 years but are generally issued for the same period of time that a student was studying in Canada, i.e., if your program length was 2 years, a PGWP will generally be issued for 2 years.

Rest assured that we are monitoring the situation closely and that we will revert back with further information as applicable.