

CANADA

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL  
No.: 500-11-050409-164

**SUPERIOR COURT**  
**(Commercial Division)**

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**IN THE MATTER OF THE AMENDED PLAN OF  
COMPROMISE OF:**

**7098961 CANADA INC. (FORMERLY KNOWN AS  
BEYOND THE RACK ENTERPRISES INC.)**

**DEBTOR**

- and -

**RICHTER ADVISORY GROUP INC.**

**MONITOR**

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**PROXY AND ELECTION NOTICE FOR AFFECTED CREDITORS IN THE MATTER OF THE AMENDED  
PLAN OF COMPROMISE OF 7098961 CANADA INC.  
(FORMERLY KNOWN AS BEYOND THE RACK ENTERPRISES INC.)**

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**THE MEETING OF CREDITORS** will be held at the time and place below pursuant to the Order of the Quebec Superior Court (Commercial Division) issued on June 13, 2016 (the "**Amended C&M Procedure Order**") to allow them to vote on the CCAA Amended Plan of Compromise of 7098961 Canada Inc. (Formerly known as Beyond The Rack Enterprises Inc.) filed pursuant to the *Companies' Creditors Arrangement Act* (as may be amended from time to time, the "**Amended Plan**").

**On August 3, 2016 at 10 a.m. (EST)**  
**at 1981 McGill College Avenue, 11<sup>th</sup> Floor, Montréal QC H3A 0G6,**

as maybe adjourned, postponed or rescheduled (the "**Creditors' Meeting**").

Montreal, June 15, 2016.

**RICHTER ADVISORY GROUP INC.**  
**COURT-APPOINTED MONITOR OF**  
**7098961 CANADA INC.**  
**(FORMERLY KNOWN AS BEYOND THE RACK ENTERPRISES INC.)**

T.1.866.585.9751 or 514.908.3796  
[BTR@richter.ca](mailto:BTR@richter.ca)

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
[www.richter.ca](http://www.richter.ca)

Montréal, Toronto



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**DEBTOR**

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**PROXY, AFFECTED CREDITORS  
AND ELECTION NOTICE**

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PLEASE COMPLETE, SIGN AND DATE THIS PROXY AND RETURN IT TO RICHTER ADVISORY GROUP INC., IN ITS CAPACITY AS MONITOR, SO THAT IT RECEIVES IT BY NO LATER THAN 5:00 P.M. (EST) ON AUGUST 2, 2016 (THE "**VOTING DEADLINE**") OR AT ANY TIME BEFORE 5:00 P.M. (EST) ON THE BUSINESS DAY IMMEDIATELY PRECEDING ANY ADJOURNMENT, POSTPONEMENT OR RESCHEDULING OF THE CREDITORS' MEETING. THIS FORM OF PROXY MAY ALSO BE DEPOSITED WITH THE CHAIR AT THE CREDITORS' MEETING BEFORE THE BEGINNING OF THE CREDITORS' MEETING.

**LA VERSION FRANÇAISE DE CE FORMULAIRE DE PROCURATION SERA DISPONIBLE SUR LE SITE WEB DU CONTRÔLEUR DÉSIGNÉ AUX TERMES DE LA LACC, À L'ADRESSE <https://www.richter.ca/fr-ca/folder/insolvency-cases/0-9/7098961-canada-inc>.**

Please use this Proxy if you do not wish to attend the Creditors' Meeting to vote in person but wish to appoint a proxyholder to attend the Creditors' Meeting, vote your Claim to accept or reject the Amended Plan and otherwise act for and on your behalf at the Creditors' Meeting and any adjournment(s), postponement(s) or rescheduling(s) thereof.

On June 13, 2016, the Quebec Superior Court (Commercial Division) issued an order establishing certain procedures for the purpose of identifying, establishing, adjudicating or otherwise resolving all Claims against the Debtor and for the conduct of the Creditors' Meeting (the "**Amended C&M Procedure Order**"), a copy of which is available on the Monitor's Website at <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>. The Amended C&M Procedure Order contains important information regarding the voting process. Please read the Amended C&M Procedure Order prior to submitting this Form of Proxy.

All capitalized terms used but not defined in this Form of Proxy shall have the meanings ascribed to such terms in the Amended C&M Procedure Order. You should review the Amended Plan before you vote.

If the Amended Plan is sanctioned by the Quebec Superior Court, it will be binding on you whether or not you vote.

T.1.866.585.9751 or 514.908.3796  
[BTR@richter.ca](mailto:BTR@richter.ca)

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Montréal, Toronto



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**IN THE MATTER OF THE AMENDED PLAN OF COMPROMISE OF 7098961 CANADA INC.**

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**ITEM 1 APPOINTMENT OF PROXYHOLDER**

By checking one of the two boxes below, the undersigned Affected Creditor hereby revokes all proxies previously given and nominates, constitutes and appoints either \_\_\_\_\_ or a representative of Richter Advisory Group Inc., in its capacity as Monitor, as proxyholder (if you would like the Monitor to act as your proxyholder, leave space blank) with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Creditors' Meeting and any adjournment(s) thereof, and to vote the amount of the Creditors' Claim. Without limiting the generality of the power hereby conferred, the person named as proxyholder is specifically directed to vote as shown below. The person named as proxyholder is also directed to vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned with respect to any amendments or variations to the Amended Plan and to any matters that may come before the Creditors' Meeting or any adjournment thereof and to vote the amount of the Affected Creditor's Claim(s) for voting purposes as follows (mark only one):

- Vote **FOR** approval of the Amended Plan       Vote **AGAINST** approval of the Amended Plan

**Please note that if no specification is made hereinabove, the Affected Creditor will be deemed to have voted FOR approval of the Amended Plan.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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Print Name of Affected Creditor

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

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

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E-mail address of Affected Creditor

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Telephone of Affected Creditor or authorized signing officer

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Mailing Address of Affected Creditor

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Amended Plan. This Form of Proxy is not a letter of transmittal and may not be used for any purpose other than to appoint a proxyholder and to cast votes to accept or reject the Amended Plan.

**YOUR ORIGINAL FORM OF PROXY AND VOTE MUST BE ACTUALLY RECEIVED BY THE MONITOR AT THE CO-ORDINATES LISTED BELOW ON OR BEFORE 5:00 P.M. (EST) ON THE VOTING DEADLINE AUGUST 2, 2016, OR AT ANY TIME PRIOR TO 5:00 P.M. (EST) ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE ADJOURNMENT, THE POSTPONEMENT OR THE RESCHEDULING OF THE CREDITORS' MEETING.**

**RICHTER ADVISORY GROUP INC.  
MONITOR OF 7098961 CANADA INC. (FORMERLY KNOWN AS BEYOND THE RACK ENTERPRISES INC.)  
1981 McGill College Avenue  
Montréal QC H3A 0G6  
Re: 7098961 Canada Inc.'s Creditors' Meeting  
Email: [BTR@richter.ca](mailto:BTR@richter.ca)  
Fax: 514.908-3797 – 1.866.773.2196**

This Proxy and vote may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL FORM OF PROXY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT 514-908-3796 or 1-866-585-9751 OR VISIT THE MONITOR'S WEBSITE AT <https://www.richter.ca/en/folder/insolvency-cases/0-9/7098961-canada-inc>.**