

## INSTRUCTIONS FOR COMPLETION OF FORM OF PROXY AND VOTE

1. All capitalized terms used but not defined in this Proxy and Vote forms shall have the meanings ascribed to such terms in 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>.
2. Please read and follow these instructions carefully. Your Form of Proxy must be actually received by the Monitor by email, facsimile transmission, mail, courier or registered mail, by no later than 5:00 p.m. (EST) on August 2, 2016, or at any time prior to 5:00 p.m. (EST) on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
3. In order to appoint a proxyholder for the Creditors' Meeting using this Proxy and for your vote to accept or reject the Amended Plan to count, you must:
  - a. If you wish to vote by proxy rather than in person at the Creditors' Meeting, either write in the name of your proxyholder in Item 1 or, if you would like a representative of the Monitor to act as your proxyholder, leave the space blank;
  - b. Check the appropriate box in Item 1 if you wish to vote by proxy rather than in person at the Creditors' Meeting (NOTE: if you do not check either box, you will be deemed to have voted FOR approval of the Amended Plan);
  - c. Sign the Proxy — your original signature is required on the Proxy in order to appoint a proxyholder and vote at the Creditors' Meeting;
  - d. If you are completing the Proxy as a duly authorized representative of a corporation or other entity, indicate your relationship with such corporation or other entity and the capacity in which you are signing, and if subsequently requested, provide proof of your authorization to so sign. In addition, please provide your name and mailing address; and
  - e. Return the completed Proxy to the Monitor by no later than 5:00 p.m. (EST) on August 2, 2016, or at any time prior to 5:00 p.m. (EST) on the Business Day immediately prior to any adjournment, postponement or rescheduling of the Creditors' Meeting. Your Proxy may also be hand-delivered to the Chair of the Creditors' Meeting, prior to the Creditors' Meeting, or any adjournment, postponement or rescheduling thereof.
4. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Affected Creditor will be deemed to have appointed any officer of Richter Advisory Group Inc., in its capacity as Monitor, or such other person as Richter Advisory Group Inc. may designate, as proxy holder of the Affected Creditor, with power of substitution, to attend on behalf of and act for the Affected Creditor at the Creditors' Meeting to be held in connection with the Amended Plan and at any and all adjournments, postponements or other rescheduling thereof.
5. If you need additional Forms of Proxy, please immediately contact the Monitor.

6. If multiple Proxies are received from the same person with respect to the same Claims prior to the Voting Deadline, the latest dated, validly executed Proxy timely received will supersede and revoke any earlier received Proxy. However, if a holder of Claims casts Proxies which are received by the Monitor and dated with the same date, but which are voted inconsistently, such Proxies will not be counted. If a Proxy is not dated in the space provided, it shall be deemed dated as of the date it is received by the Monitor.
7. If the Creditor validly submits a Form of Proxy to the Monitor and subsequently attends the Creditors' Meeting and votes in person inconsistently, the Creditor's vote at the Creditors' Meeting will supersede and revoke the earlier received Proxy.
8. Proxies may also be accepted if deposited with the Chair at the Creditors' Meeting before the beginning of the Creditors' Meeting, or, for purposes of voting at an adjourned, postponed or other rescheduled Creditors' Meeting, if received by the Monitor prior to 5:00 p.m. (EST) on the Business Day immediately preceding any adjournment, postponement or other rescheduling thereof.
9. Any Proxy that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.
10. Any Proxy that attempts to partially accept and partially reject the Amended Plan will not be counted.
11. After the Voting Deadline, no Proxy may be withdrawn or modified, except by Proxy deposited with the Chair at the Creditors' Meeting or by a Creditor voting in person at the Creditors' Meeting, without the prior consent of the Petitioner.

**PLEASE SUBMIT YOUR PROXY TO THE MONITOR PROMPTLY. IF YOU HAVE ANY QUESTIONS REGARDING THE FORM OF PROXY OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE FORM OF PROXY OR OTHER ENCLOSED MATERIALS, PLEASE CALL 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>.**

**YOU MAY RETURN YOUR FORM OF PROXY BY EMAIL, FACSIMILE TRANSMISSION, MAIL, COURIER OR REGISTERED MAIL AT THE FOLLOWING ADDRESS:**

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  
**Attention: 7098961 Canada Inc.'s Creditors' Meeting**