

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 GRAFTON-FRASER INC.

Applicant

Court File No.: CV-17-11677-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List

Proceeding commenced at
Toronto

MOTION RECORD OF THE APPLICANT
RE: ASSIGNMENT OF AGREEMENTS,
DISTRIBUTION AND SECOND STAY EXTENSION
Returnable June 6, 2017

FASKEN MARTINEAU DuMOULIN LLP
Barristers and Solicitors
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

Stuart Brotman (LSUC: 43430D)

Tel: 416 865 5419

Email: sbrotman@fasken.com

Dylan Chochla (LSUC: 62137I)

Tel: 416 868 3425

Email: dchochla@fasken.com

Fax: 416 364 7813

Lawyers for the Applicant, Grafton-Fraser Inc.

June 6/17

Based on the material filed and submission of counsel, I am satisfied the the order requested, arising two leaves be issued. Order signed by me.

I am also satisfied that the amendments to the asset purchase agreement set out in the fourth amending agreement should be approved.

The fourth report of the Monitor is approved along with its fees & its counsel's fees.

The stay is extended to September 15, 2017 to permit the closing of the ^{sale} agreement.
Order signed by me.

[Signature]

