

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)

)

MONDAY, THE 11TH DAY

JUSTICE NEWBOULD)

)

OF JANUARY, 2016

IN THE MATTER OF THE LIQUIDATION OF LWP CAPITAL INC.
PURSUANT TO SECTION 211 OF THE *CANADA BUSINESS CORPORATIONS
ACT*, R.S.C. 1985, c. C-44, AS AMENDED

and

KSV ADVISORY INC. IN ITS CAPACITY AS LIQUIDATOR OF LWP
CAPITAL INC.

Applicant

CLAIMS PROCEDURE ORDER

THIS APPLICATION, made by KSV Advisory Inc. in its capacity as the liquidator (in such capacity, the “**Liquidator**”) of LWP Capital Inc., formerly “Legumex Walker Inc.” (“**LWP**”), pursuant to section 211 of the *Canada Business Corporations Act*, R.S.C. 1989, c. C-44, as amended (the “**CBCA**”), for an Order, among other things, continuing the voluntary liquidation of LWP under the supervision of this Court and, in connection therewith, approving and establishing a procedure for the solicitation, determination and resolution of certain claims against LWP and its former directors and officers (the “**Claims Process**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report of the Liquidator dated January 4, 2016 (the “**First Report**”) and the Affidavit of Joel Horn sworn January 6, 2016, and on hearing the submissions

of counsel for the Liquidator and counsel for LWP, no one appearing for any other person on the service list, although duly served,

DEFINITIONS AND INTERPRETATION

1. THIS COURT ORDERS that for purposes of this Order, the following terms shall have the following meanings:

- (a) “**Affected Respondent**” means a Director or Officer in respect of whom a D&O Claim has been made in any Proof of Claim delivered in accordance with paragraph 11 of this Order;
- (b) “**Business Day**” means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
- (c) “**CBCA**” means the *Canada Business Corporations Act*, R.S.C. 1989, c. C-44, as amended;
- (d) “**Claim**” means a Company Claim or a D&O Claim or both;
- (e) “**Claim Bar Date**” means 5:00 p.m. (E.S.T.) on March 15, 2016 or such later date as may be ordered by this Court;
- (f) “**Claim Process Notice**” means the notice of this Order to be published in accordance with paragraph 8 of this Order, substantially in the form attached hereto as Schedule “A”;
- (g) “**Claimant**” means a Person who has asserted a Claim or could have asserted a Claim but for the provisions hereof concerning the Claim Bar Date;

- (h) **“Company Claim”** means any right or claim of any Person that may be asserted or made in whole or in part against LWP, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind whatsoever of LWP, including on account of Wages and Benefits, and any accrued interest thereon and costs payable in respect thereof, whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future;
- (i) **“Court”** means the Ontario Superior Court of Justice (Commercial List);
- (j) **“D&O Claim”** means:
 - (i) any existing or future right or claim of any Person that may be asserted or made in whole or in part against a Director or Officer of LWP that relates to a claim for which such Directors or Officers are by law liable to pay in their capacity as Directors or Officers; or
 - (ii) any existing or future right or claim of any Person that may be asserted or made in whole or in part against a Director or Officer of LWP, in that capacity, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, including by reason of

the commission of a tort (intentional or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise), and whether or not any indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present or future, known or unknown, by guarantee, surety or otherwise, and whether or not any right or claim is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity from any such Directors or Officers or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future.

- (k) “**Director**” means anyone who was, or may be deemed to be, at any time prior to and from and including the Effective Date, a director of LWP;
- (l) “**Effective Date**” means December 31, 2015;
- (m) “**Inspectors**” means the inspectors appointed pursuant to the Liquidation Plan or any order of this Court;
- (n) “**Liquidation Order**” means the Order of this Court made in these proceedings on January 11, 2016 approving and affirming, among other things, the Liquidation Plan and the appointment of the Liquidator.

- (o) **“Liquidation Plan”** means the plan of liquidation and distribution pursuant to the Liquidation Order;
- (p) **“Liquidator”** means KSV Advisory Inc., in its capacity as the liquidator of LWP pursuant to the Liquidation Plan and the Liquidation Order;
- (q) **“LWP”** means LWP Capital Inc., formerly “Legumex Walker Inc.”;
- (r) **“Notice of Determination of Claim”** means the notice provided by the Liquidator pursuant to paragraph 19 or 30 of this Order;
- (s) **“Notice of Objection”** means the notice provided pursuant to paragraph 20 or 31 of this Order;
- (t) **“Officer”** means anyone who was or may be deemed to be, at any time prior to and from and including the Effective Date, an officer of LWP;
- (u) **“Person”** means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, government or any agency, officer or instrumentality thereof or any other entity;
- (v) **“Proof of Claim”** means the proof of claim referred to herein to be filed by Claimants in connection with any Claim, substantially in the form attached as Schedule “B”, which shall include all supporting documentation in respect of such Claim;
- (w) **“Proven Claim”** means a Claim to the extent that it has been finally determined in accordance with the terms of this Order;

- (x) **“Proven D&O Claim”** means a D&O Claim to the extent that it has been finally determined in accordance with the terms of this Order; and
- (y) **“Wages and Benefits”** means all outstanding wages, salaries and employee benefits (including, but not limited to, employee medical, dental, disability, life insurance and similar benefit plans or arrangements, bonus plans, incentive plans, share compensation plans, share allocation plans and employee assistance programs and employee or employer contributions in respect of pension and other benefits) vacation pay, commissions, bonuses and other incentive payments, and employee and director expenses and reimbursements, in each case incurred in the ordinary course of business and consistent with compensation policies and arrangements.

2. THIS COURT ORDERS that all references as 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 5:00PM Toronto time on such Business Day unless otherwise indicated herein.

3. THIS COURT ORDERS that all references to the word “including” shall mean “including without limitation”, and that all references to the singular herein include the plural, the plural include the singular, and that any gender includes all genders.

4. THIS COURT ORDERS that for the purposes of this Order, any Claim denominated in any currency other than Canadian dollars shall be converted to and constitute obligations in Canadian dollars, such calculation to be effected by the Liquidator using the Bank of Canada noon spot rate on the Effective Date.

LIQUIDATOR'S ROLE

5. THIS COURT ORDERS that the Liquidator, in addition to its prescribed rights, responsibilities and obligations under the CBCA, the Liquidation Plan and the Liquidation Order, shall administer the Claims Process, including the determination of Claims, and is hereby directed and empowered to take such actions and fulfill such other roles as are contemplated by this Order.

SOLICITATION OF CLAIMS

Notice to Claimants

6. THIS COURT ORDERS that the Claims Process Notice is hereby approved.

7. THIS COURT ORDERS that the Liquidator shall cause the Claims Process Notice and Proof of Claim to be posted on the Liquidator's website at www.ksvadvisory.com no later than five (5) days after the date of this Order.

8. THIS COURT ORDERS that the Liquidator shall take all reasonable steps to cause the Claims Process Notice to be published twice in The Globe and Mail (National Edition) and in a US publication to be determined by the Liquidator no later than ten (10) days after the date of this Order.

9. THIS COURT ORDERS that the Liquidator shall, no later than no later than fifteen (15) days after the date of this Order, send the Claims Process Notice and Proof of Claim by ordinary mail, electronic mail, facsimile transmission or courier to:

- (a) Each party that appears on the service list in these proceedings;
- (b) All of the known creditors of LWP as evidenced by its books and records; and

(c) All Persons who have notified the Liquidator or LWP of a potential Claim.

10. THIS COURT ORDERS that the sending of the Claims Process Notice and the publication of the Claims Process Notice, in accordance with this Order, shall constitute good and sufficient service and delivery of notice of this Order and the Claims Bar Date on all Persons and no other notice or service need to be given or made.

Deadline for Filing a Proof of Claim

11. THIS COURT ORDERS that any Person that intends to assert a Claim shall deliver a Proof of Claim, together with all relevant supporting documentation in respect of the Claim, to the Liquidator on or before the Claim Bar Date.

12. THIS COURT ORDERS that the Claims of all Claimants who do not deliver a Proof of Claim to the Liquidator by the Claim Bar Date shall be forever extinguished and barred and all such Claimants shall be deemed to have fully and finally released and discharged all such Claims without any further act or notification.

13. THIS COURT ORDERS that, with respect to any Claims which are deemed to have been released and discharged in accordance with paragraph 12 of this Order, LWP and the Directors and Officers shall be released and discharged from any and all demands, claims, actions, causes of action, counterclaims, suits, debts, sums of money, accounts, covenants, damages, judgments, executions, charges and other recoveries on account of any liability, obligation, demand or cause of action of whatever nature which any Claimant may have been entitled to assert, including, without limitation, any and all claims in respect of potential statutory liabilities, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, and that no Director, Officer or any other Person shall be entitled to assert a claim for indemnification against LWP with respect to any such D&O Claims which have been released and discharged.

14. THIS COURT ORDERS that the Liquidator shall maintain a list of all Proof of Claims received by it, including the name of the Claimant, the party or parties claimed against, the amount claimed, the nature of the Claim and the status of the Claim.

15. THIS COURT ORDERS that the Liquidator is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proof of Claims are completed and executed and the time in which they are submitted and may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to the completion and execution of Proof of Claims and to request any further documentation from a Claimant that the Liquidator may require in order to enable it to determine the validity of a Claim.

DETERMINATION OF COMPANY CLAIMS

16. THIS COURT ORDERS that, following the Claim Bar Date, the Liquidator shall review the Proof of Claims filed on or before the Claim Bar Date and, with respect to all Company Claims, the Liquidator shall, in consultation with the Inspectors, determine to either allow, partially allow, partially disallow or disallow the Company Claims.

17. THIS COURT ORDERS that the Liquidator, in consultation with Inspectors, may attempt to consensually resolve the amount of any asserted Claim with the Claimant prior to allowing, partially allowing, partially disallowing or disallowing such Claim.

18. THIS COURT ORDERS that for any Company Claim commenced prior to the Effective Date by the issuance of an originating process (as defined in the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended), the Liquidator may, in consultation with the Inspectors, choose to have such Company Claim determined in the context of the proceedings commenced by such originating process and, in such case, the Liquidator shall notify such Claimant of such a decision

rather than provide a Notice of Determination (as defined below). The value and status of such Claimant's Company Claim shall be as finally determined in such proceedings and shall be deemed to constitute such Claimant's Proven Claim (as defined below) as so finally determined.

19. THIS COURT ORDERS that, where a Company Claim is to be allowed, partially allowed, partially disallowed or disallowed pursuant to the process contained in this Order, the Liquidator shall deliver to the Claimant a written notice of such determination setting out therein the reasons for the determination (a "**Notice of Determination**") as soon as reasonably practicable.

20. THIS COURT ORDERS that in the event that a Claimant objects to the Liquidator's determination of a Company Claim and intends to contest the Notice of Determination, such Claimant shall deliver written notice of such party's objection and a brief description of the grounds for such objection (a "**Notice of Objection**") so that such Notice of Objection is received by the Liquidator by no later than 5:00 p.m. on the day which is fourteen (14) days after the date the Notice of Determination is deemed to be received.

21. THIS COURT ORDERS that any Claimant that does not provide the Liquidator with a Notice of Objection within the deadline set forth in paragraph 20 shall be deemed to have agreed with the Notice of Determination pertaining to that Claimant's Claim. Any Claim, or any portion thereof, that is disallowed pursuant to a Notice of Determination and in respect of which no Notice of Objection is received by the Liquidator by the deadline set forth in paragraph 20 hereof, shall be forever extinguished, barred, discharged and released as against the Property without any further act or notification.

22. THIS COURT ORDERS that the Liquidator, in consultation with the Inspectors, shall attempt to resolve and settle the dispute with respect to the Company Claim and, in the event

that a settlement is not achieved within a reasonable time, the Liquidator shall direct the dispute to a claims officer (as may be appointed by the Court on application of the Liquidator) or the Liquidator shall seek directions from the Court concerning an appropriate process for resolving the disputed Company Claim.

23. THIS COURT ORDERS that where a Claimant who receives a Notice of Determination of Claim agrees to same or otherwise settles with the Liquidator pursuant to paragraph 22 of this Order, or where the Company Claim is finally determined by order of the Court, the value and status of such Claimant's Company Claim shall be deemed to be as set out in the Notice of Determination, settlement or final order of the Court, as the case may be, and such value and status, if any, shall constitute such Claimant's proven Company Claim (a "**Proven Claim**").

24. THIS COURT ORDERS that the Claims Procedure and forms of Claims Process Notice and Proof of Claim are hereby approved. Notwithstanding the foregoing, the Liquidator may from time to time, make minor non-substantive changes to the forms as may be necessary or desirable.

DETERMINATION OF D&O CLAIMS

25. THIS COURT ORDERS that, following the Claim Bar Date, the Liquidator shall review the Proof of Claims filed on or before the Claim Bar Date with respect to all D&O Claims. The Liquidator shall provide a copy of each of the D&O Claims to the relevant Affected Respondents and shall work with the Affected Respondents to determine as promptly as possible the extent to which the D&O Claims are covered under any directors' and officers' insurance policy and, if covered, the extent, if any, that such coverage is insufficient to pay amounts set out in the relevant D&O Claims.

26. THIS COURT ORDERS that where: (a) a D&O Claim is covered under any directors' and officers' insurance policy; and (b) such insurer has admitted or confirmed such coverage in writing (or a final order of a court, where no further rights of appeal exist, has issued determining that the relevant Director or Officer is entitled to coverage under any directors' and officers' insurance policy); and (c) such coverage is sufficient to pay the amounts set out in the relevant D&O Claim; then (d) such D&O Claim shall no longer constitute a Claim under this Order and the relevant Claimant and Director or Officer shall not be entitled to any recovery from LWP in respect of such D&O Claim.

27. THIS COURT ORDERS that where: (a) a D&O Claim is covered under any directors' and officers' insurance policy; and (b) such insurer has admitted or confirmed in writing such coverage (or a final order of a court, where no further rights of appeal exist, has issued determining that the relevant Director or Officer is entitled to coverage under any directors' and officers' insurance policy); but (c) such coverage is insufficient to pay the amounts set out in the relevant D&O Claim; then (d) only the amount of such deficiency in respect of the covered D&O Claim shall continue to constitute a Claim under this Order.

28. THIS COURT ORDERS that a D&O Claim which is not covered under any directors' and officers' insurance policy shall continue to constitute a Claim under this Order.

29. THIS COURT ORDERS that after a determination of coverage (or not) under any directors' and officers' insurance policy and the extent thereof in connection with the D&O Claims, the Liquidator shall, in consultation with the relevant Affected Respondents and the Inspectors, determine to either allow, partially allow, partially disallow or disallow the remaining D&O Claims.

30. THIS COURT ORDERS that, where a D&O Claim is to be allowed, partially allowed, partially disallowed or disallowed, the Liquidator shall deliver to the Claimant a Notice of Determination as soon as reasonably practicable.

31. THIS COURT ORDERS that, in the event that a Claimant objects to the Liquidator's determination of a D&O Claim and intends to contest the Notice of Determination, such Claimant shall deliver a Notice of Objection so that such Notice of Objection is received by the Liquidator by no later than 5:00 p.m. on the day which is fourteen (14) days after the date the Notice of Determination is deemed to be received.

32. THIS COURT ORDERS that any Claimant that does not provide the Liquidator with a Notice of Objection within the deadline set forth in paragraph 20 shall be deemed to have agreed with the Notice of Determination pertaining to that Claimant's D&O Claim. Any D&O Claim, or any portion thereof, that is disallowed pursuant to a Notice of Determination and in respect of which no Notice of Objection is received by the Liquidator by the deadline set forth in paragraph 20 hereof, shall be forever extinguished, barred, discharged and released as against the Property without any further act or notification.

33. THIS COURT ORDERS that the Liquidator shall forthwith provide the Inspectors with a copy of the Notice of Objection. The Liquidator, in consultation with the Inspectors, shall attempt to resolve and settle the dispute with respect to the D&O Claim and, in the event that a settlement is not achieved within a reasonable time, the Liquidator shall direct the dispute to a claims officer (as may be appointed by the Court on application of the Liquidator) or the Liquidator shall seek directions from the Court concerning an appropriate process for resolving the disputed D&O Claim.

34. THIS COURT ORDERS that where a Claimant who receives a Notice of Determination of Claim agrees to same or otherwise settles with the Liquidator pursuant to paragraph 33 of this Order, or where the D&O Claim is finally determined by order of the Court, the value and status of such Claimant's D&O Claim shall be deemed to be as set out in the Notice of Determination, settlement or final order of the Court, as the case may be, and such value and status, if any, shall constitute such Claimant's proven D&O Claim (a "**Proven D&O Claim**").

Indemnity Claims of Directors and Officers

35. THIS COURT ORDERS that, upon all Proven D&O Claims being determined, the Liquidator, in consultation with the Inspectors and the relevant Affected Respondents, shall determine whether or not any Proven D&O Claim is subject to indemnification by LWP. In the event that the Liquidator and the relevant Affected Respondents do not agree whether certain of the Proven D&O Claims are subject to indemnification by LWP, then the Liquidator shall serve and file a Notice of Motion with this Court for an order for directions concerning the applicability of such indemnification to the particular Proven D&O Claims in question.

Payment of Claims

36. THIS COURT ORDERS that the amount of all Proven D&O Claims which are determined by the Liquidator, in consultation with the Inspectors, or are otherwise determined by final order of the Court, to be subject to indemnification by LWP shall be paid by LWP.

37. THIS COURT ORDERS that the amount of all Proven Claims which are not Proven D&O Claims shall be paid by LWP

38. THIS COURT ORDERS that, upon the payment in full of any Proven D&O Claim or any Proven Claim which is not a D&O Claim, the Claimants in respect of such Claims shall be deemed to have fully and finally released and discharged all such Claims and LWP and the

Directors and Officers shall be released and discharged from any and all demands, claims, actions, causes of action, counterclaims, suits, debts, sums of money, accounts, covenants, damages, judgments, executions, charges and other recoveries on account of any liability, obligation, demand or cause of action of whatever nature which any such Claimant may have been entitled to assert, including, without limitation, any and all claims in respect of potential statutory liabilities, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising.

NOTICES AND COMMUNICATIONS

39. THIS COURT ORDERS that, except as set out in this Order, any notice or communication (including Notices of Determination) to be given under this Order by the Liquidator to a Claimant shall be in writing and may be delivered by prepaid ordinary mail, by courier, by delivery, by facsimile transmission or electronic mail to the Claimant to such address, facsimile number or e-mail address, as applicable, for such Claimant as shown on the books of LWP or as set out in such Claimant's Proof of Claim. Any such service and delivery shall be deemed to have been received: (i) if sent by ordinary mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

40. THIS COURT ORDERS that any document, notice or other communication (including, without limitation, Proof of Claims) required to be delivered to the Liquidator under this Order

shall be in writing and, where applicable, substantially in the form provided for in this Order, and will be sufficiently delivered only if delivered to:

KSV Advisory Inc.,
in its capacity as the liquidator of LWP Capital Inc.,
formerly Legumex Walker Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

Attention: David Sieradzki
Fax: 416.932.6030
E-mail: dsieradzki@ksvadvisory.com

41. THIS COURT ORDERS that in the event that the day on which any notice or communication required to be delivered pursuant to the Claims Procedure is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.

42. THIS COURT ORDERS that the Liquidator is authorized to enter into settlement negotiations with a Claimant at any stage of the Claims Procedure and is further authorized to enter into agreements with such Claimant resolving the value of their Claim.

43. THIS COURT ORDERS that if, during any period during which notices or other communications are being given pursuant to this Order a postal strike or postal work stoppage of general application should occur, such notices or other communications then not received or deemed received shall not, absent further Order of this Court, be effective. Notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, delivery, facsimile transmission or electronic mail in accordance with this Order.

44. THIS COURT ORDERS that the Company and/or the Inspectors shall provide a list setting out the name and last known address of each Director and Officer to the Liquidator and that any obligation upon the Liquidator hereunder to provide notice or information to any

Director or Officer shall be satisfied by delivery of such notice or information to the last known address of the Director or Officer as set out in the list provided by the Company and/or the Inspectors.

45. THIS COURT ORDERS that nothing in this Order shall prevent or bar any Person from seeking recourse against or payment from any directors' and/or officers' liability insurance policy or policies that may exist to protect or indemnify the Directors or Officers, whether such recourse or payment is sought directly by the Claimant from the insurer or derivatively through LWP. However, nothing in this Order shall create any rights in favour of such Person under any policies of insurance nor shall anything in this Order limit, remove, modify or alter any defence to such claim available to the insurer pursuant to the provisions of any insurance policy or at law.

GENERAL PROVISIONS

46. THIS COURT ORDERS that the Liquidator may from time to time apply to this Court for advice and directions in connection with the discharge or variation of its powers and duties under this Order.

47. THIS COURT ORDERS that in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Liquidation Plan and this Order, the terms, conditions and provisions of this Order shall govern and be paramount, and the Liquidation Plan shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

48. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Liquidator and its respective agents in carrying out the terms

of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Liquidator and its respective agents in carrying out the terms of this Order.

49. THIS COURT ORDERS that the Liquidator be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Liquidator is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.



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

JAN 11 2016


Schedule "A"

NOTICE OF CLAIMS BAR DATE

IN RESPECT OF CLAIMS AGAINST LWP CAPITAL INC., FORMERLY "LEGUMEX WALKER INC.", AND ITS FORMER DIRECTORS AND OFFICERS

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Ontario Superior Court of Justice (Commercial List) dated January 11, 2016 (the "Claims Procedure Order"). All capitalized terms in this Notice are defined in the Claims Procedure Order, a copy of which can be found on the website of the Liquidator, KSV Advisory Inc., at www.ksvadvisory.com.

Any Person who believes that it has a Claim against LWP Capital Inc., formerly Legumex Walker Inc. ("LWP"), or a former Director or Officer of LWP, should send a Proof of Claim to the Liquidator to be received **by the Liquidator by 5:00 p.m. local Toronto time on March 15, 2016 or such other date as ordered by the Court (the "Claims Bar Date")**.

CLAIMS WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE WILL BE FOREVER BARRED AND EXTINGUISHED.

A copy of the Claims Procedure Order providing a full definition of Claims being called for can be found on the Liquidator's website at: www.ksvadvisory.com.

Claimants who require a Proof of Claim form may access the form at the Liquidator's website at www.ksvadvisory.com or they may contact the Liquidator (Attention: David Sieradzki, Telephone: 416.932.6030) to obtain a hard copy of the Proof of Claim and/or the Claims Procedure Order.

Claimants should file their Proof of Claim with the Liquidator by mail, facsimile, email, courier or hand delivery, so that the Proof of Claim is actually received by the Liquidator by the Claims Bar Date at the address below.

Address of the Liquidator

KSV Advisory Inc.,
in its capacity as the liquidator of LWP Capital Inc.,
formerly Legumex Walker Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

Attention: David Sieradzki
Fax: 416.932.6266
E-mail: dsieradzki@ksvadvisory.com

Schedule "B"

PROOF OF CLAIM

IN RESPECT OF LWP CAPITAL INC, FORMERLY "LEGUMEX WALKER INC."
("LWP"), AND ITS FORMER DIRECTORS AND OFFICERS

1. PARTICULARS OF CLAIMANT

Full Legal Name of Claimant: _____ (the "Claimant").
(Full legal or corporate name should be the name of the original Claimant.)

Full Mailing Address of the Claimant:

Telephone Number of Claimant: _____ *

Facsimile Number of Claimant: _____ *

Attention (Contact Person): _____ *

Email Address: _____ *

Has the Claim been sold or assigned by Claimant to another party?

Yes ___ No ___ (If yes please complete section D)

2. PROOF OF CLAIM:

I, _____ [Name of Claimant or Representative of the
Claimant], do hereby certify:

that I am (please check one):

___ the Claimant ; or

___ hold the following position of _____ the Claimant

and have personal knowledge of all the circumstances connected with the Claim
described herein;

3. PARTICULARS OF CLAIM:

Name of the specific party or parties against whom the Claim is being made and the amount of the Claim:

Debtor Party	Amount	Currency
<input type="checkbox"/>	\$ _____	
<input type="checkbox"/>	\$ _____	
<input type="checkbox"/>	\$ _____	
<input type="checkbox"/>	\$ _____	

Description of transaction, agreement or event giving rise or relating to the Claim:

If the Claim is contingent or unliquidated, state the basis and provide evidence upon which the Claim has been valued:

IF CLAIMANTS REQUIRE ADDITIONAL SPACE, PLEASE ATTACH A SCHEDULE HERETO. CLAIMANTS SHOULD PROVIDE PARTICULARS OF THE CLAIM AND COPIES OF ALL SUPPORTING DOCUMENTATION, INCLUDING AMOUNT AND DESCRIPTION OF TRANSACTION(S), AGREEMENT(S) OR LEGAL BREACH(ES) GIVING RISE TO THE CLAIM.

4. PARTICULARS OF ASSIGNEE(S) (IF ANY):

Full Legal Name of Assignee(s) of the Claim (*if all or a portion of the Claim has been sold*). If there is more than one assignee, please attach separate sheets with the following information:

(the "Assignee(s)")

Amount of Total Claim Assigned	\$ _____
Amount of Total Claim Not Assigned	\$ _____
Total Amount of Claim (should equal "Total Claim" as entered on Section B)	\$ _____

Full Mailing Address of Assignee(s):

Telephone Number of Assignee(s): _____

Facsimile Number of Assignee(s): _____

Email address of Assignee(s): _____

Attention (Contact Person): _____

FILING OF CLAIMS:

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Liquidator, no later than 5:00 pm local Toronto time on March 15, 2016, to the email address or address listed below.

Failure to file your Proof of Claim by such date will result in your claim **being forever extinguished and barred** and you will be prohibited from making or enforcing a Claim against LWP or the Directors or Officers.

This Proof of Claim must be delivered by email, facsimile, personal delivery, courier or prepaid mail at the following address:

Address of the Liquidator:

KSV Advisory Inc.,
in its capacity as the liquidator of LWP Capital Inc.,
formerly Legumex Walker Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

Attention: David Sieradzki
Fax: 416.932.6266
E-mail: dsieradzki@ksvadvisory.com

DATED at _____ this _____ day of _____, 20__.

(Signature of Witness)

(Signature of individual completing this form)

(Please print name)

(Please print name)

IN THE MATTER OF THE LIQUIDATION OF LWP CAPITAL INC.
PURSUANT TO SECTION 211 OF THE *CANADA BUSINESS
CORPORATIONS ACT*, R.S.C. 1985, c. C-44, AS AMENDED

and

KSV ADVISORY INC. IN ITS CAPACITY AS LIQUIDATOR OF LWP
CAPITAL INC.

Applicant

Court File No: Court File No. CV-16-11242-00CL

ONTARIO

**SUPERIOR COURT OF JUSTICE
Commercial List**

Proceeding commenced at TORONTO

CLAIMS PROCEDURE ORDER

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