

DIRECTORS SOLICITATION PROCESS

FOUNDATION PLACE CAPITAL INC. (the “**Corporation**”) intends to propose a Plan of Compromise and Reorganization (the “**Proposed Plan**”) to certain of its creditors (collectively, the “**Creditors**”) pursuant to the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”).

It is intended that the affairs of the Corporation will be initially managed by an interim board of directors (the “**Interim Directors**”) who will be appointed in accordance with the Proposed Plan, the *Business Corporations Act* (Alberta) (the “**ABCA**”) and the articles of the Corporation (the “**Articles**”) as amended pursuant to the Proposed Plan. The Articles provide for the appointment of a minimum of three (3) directors and a maximum of nine (9) directors of the Corporation. In the event that the Proposed Plan is implemented, the Interim Directors will be required to call an annual general meeting of the Corporation within six months of the date of implementation (the “**AGM**”). The shareholders of the Corporation will have the opportunity to elect directors of the Corporation at the AGM in accordance with the ABCA and the Articles.

In addition to the two (2) individuals selected as Interim Directors pursuant to the Proposed Plan, namely Jay Simmons and an individual to be selected by Jay Simmons, the Monitor and Co-Manager appointed pursuant to an order issued by the Court of Queen’s Bench of Alberta (the “**Court**”) in the CCAA proceedings will nominate up to three (3) individuals (each, a “**Nominee**”) as proposed Interim Directors of the Corporation. The Creditors will then be requested to vote on the approval of the Proposed Plan in accordance with the CCAA. If the Proposed Plan is approved by the Creditors in accordance with the CCAA and sanctioned by the Court, the Nominees will be installed as the Interim Directors of the Corporation at the time the Proposed Plan is implemented.

In selecting the Nominees, the Monitor will consider, *inter alia*, the following:

- (a) The amount of the individual’s investment in the Corporation in the event that the Proposed Plan is implemented in accordance with its terms;
- (b) Any previous experience that the individual has in serving as a director or officer of a publicly traded company;
- (c) Any previous experience that the individual has in the development of real estate projects;
- (d) Any relevant input received by the Corporation or the Monitor from Creditors in respect of the individual wishing to be a Nominee; and
- (e) Any other factor that the Corporation or the Monitor consider relevant to whether an individual should be a Nominee.

Individuals who have previously worked as a director, officer, employees, consultant, agent (including sales agents and agents who sold securities of the Harvest Group of Companies or Foundation Group of Companies), contractor, or advisor to any entity related or affiliated with the Harvest Group of Companies or Foundation Group of Companies or any relation thereof may not be eligible to be an Interim Director and the Monitor will retain sole discretion to determine if the individual’s previous relationship with the Harvest Group of Companies or Foundation Group of Companies disqualifies the individual from being eligible to be an Interim Director.

Any individual, including any Creditor, can request that his or her name be put forth as a Nominee. An individual wishing to be a Nominee should submit a request to the Monitor that he or she be a Nominee, along with any information relevant to the individual's proposed appointment as a Nominee, by no later than **April 29, 2014**. Requests to the Monitor to serve as a Nominee should be submitted by registered mail, facsimile or email to the following address:

Ernst & Young Inc., in its capacity as court
appointed Monitor of Foundation Place Capital Inc.,
and not in its personal capacity
Ernst & Young Tower
1000, 440 2nd Avenue S.W.,
Calgary, AB T2P 5E9
Attention: Jessica Caden
Email: Jessica.Caden@ca.ey.com
Facsimile: 403 206 5075

The Monitor with input from the Corporation will select the Nominees on or before May 1, 2014, or such later date as may be determined by the Monitor. In the event that there is a disagreement between the Monitor and Corporation over whether a particular individual should be a Nominee, the Monitor will seek advice and direction from the Court as to whether a particular individual should be a Nominee. The identity of the Nominees will be provided to the Creditors at or prior to the time that the Proposed Plan is scheduled to be voted on and the Nominees and will be posted on the Monitor's web site by May 1, 2014, or such other date as may be determined by the Monitor or ordered by the Court, at www.ey.com/ca/foundationgroup.

Any individual, including any Creditor, who is not selected as a Nominee by the Monitor will still be eligible to be elected as a future director of the Corporation in accordance with the Proposed Plan, the ABCA and the Articles.