

DIRECTORS SOLICITATION PROCESS

Rocky View Capital Corp. (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 120 days 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.

The Monitor with input from the Chief Restructuring Officer (the “**CRO**”), created pursuant to an order issued by the Court of Queen’s Bench of Alberta (the “**Court**”) in the CCAA proceedings involving the Corporation, will nominate up to five (5) 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 CRO from Creditors in respect of the individual wishing to be a Nominee; and
- (e) Any other factor that the Corporation or the CRO 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 will not be eligible to be an Interim Director.



Ernst & Young Inc.
1000, 440 – 2nd Avenue SW
Calgary, Alberta T2P 5E9
Tel: 403 206 5153
Fax: 403 206 5075
ey.com/ca

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 January 21, 2013. 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 Rocky View Capital Corp., 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 and the CRO will determine who will be the Nominees on or before January 23, 2013, or such later date as may be determined by the Monitor. In the event that there is a disagreement between the Monitor and Corporation or the CRO over whether a particular individual should be a Nominee, the Monitor will seek advice and directions from the Court as to whether a particular individual should be a Nominee. The identify 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 January 23, 2013, 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.