IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
OLD BPSUSH INC., *et al.*,[1]	)	Case No. 16-12373 (KJC)
Debtors.	)	(Jointly Administered)
	)	**Liquidation Trust Election Bar Date:**
	)	**December 12, 2017 at 5:00 p.m. (ET)**

OPTION 1—LIQUIDATION TRUST ELECTION **FORM**

By order dated November 1, 2017 (the "Disclosure Statement Order"), the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") approved the *Disclosure Statement with Respect to the First Amended Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1474] (as they may be amended, supplemented or modified from time to time, the "Disclosure Statement") as containing adequate information within the meaning of section 1125 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq*. (the "Bankruptcy Code"). In connection therewith, the above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and Its Affiliated Debtors* [Docket No. 1473] (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the "Plan").

You are receiving this ***Option 1—Liquidation Trust Election Form*** because you are a beneficial Holder[2] (each a "Beneficial Holder") of equity interests ("Parent Equity Interests") in Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd.). The Plan allows Holders of Parent Equity Interests to either (1) have their shares purchased for cancellation in exchange for interests in a Liquidation Trust created under the Plan and a right to receive any other distributions to be made under the Plan ("Option

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Old BPSUSH Inc. (f/k/a BPS US Holdings Inc.) (8341); Old BH Inc. (f/k/a Bauer Hockey, Inc.) (3094); Old EBS Inc. (f/k/a Easton Baseball / Softball Inc.) (5670); Old BHR Inc. (f/k/a Bauer Hockey Retail Inc.) (6663); Old BPSU Inc. (f/k/a Bauer Performance Sports Uniforms Inc.) (1095); Old PLG Inc. (f/k/a Performance Lacrosse Group Inc.) (4200); Old BPSCI Inc. (f/k/a BPS Diamond Sports Inc.) (5909); Old PSGI Inc. (f/k/a PSG Innovation Inc.) (9408); Old BHR Wind-down Corp. (f/k/a Bauer Hockey Retail Corp.) (1899); Old EBS Wind-down Corp. (f/k/a Easton Baseball / Softball Corp.) (4068); Old PSGI Wind-down Corp. (f/k/a PSG Innovation Corp.) (2165); Old BPSDS Wind-down Corp. (f/k/a BPS Diamond Sports Corp.) (8049); Old BPSU Wind-down Corp. (f/k/a Bauer Performance Sports Uniforms Corp.) (2203); Old PLG Wind-down Corp. (f/k/a Performance Lacrosse Group Corp.) (1249); and Old PSG Wind-down Ltd. (f/k/a Performance Sports Group Ltd., and also representing the estates of the Debtors formerly known as KBAU Holdings Canada, Inc., Bauer Hockey Corp., and BPS Canada Intermediate Corp., respectively) (1514). The Debtors' mailing address is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada, V6C 2X8.

[2] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Disclosure Statement or the Plan, as applicable.

1") or alternatively, (2) keep their Parent Equity Interests, and receive distributions under the Plan on account of their Parent Equity Interests ("Option 2").

Option 1 is intended to mitigate potential adverse U.S. income tax consequences that could arise for United States Persons who continue to own stock in a Canadian company and who receive Plan distributions on account thereof. Option 2 is the default result under the Plan for all Persons who do not affirmatively elect Option 1. It is intended for non-United States Persons who do not benefit from Option 1. Each Holder of Parent Equity Interests should consult its own tax advisors with regard to its own tax situation to make an election under the Plan.

Under the Plan, Holders of Parent Equity Interests that elect Option 1 will have their Parent Equity Interests mandatorily purchased for cancellation (in accordance with the instructions set forth on this form) in exchange for their respective Pro Rata shares of Beneficial Trust Interests in the Liquidation Trust as set forth in the Plan, and a right to receive their Pro Rata shares of any Shareholder Distributable Assets (the "Option 1—Trust Interest Election"), remaining after initial distributions of Sale Proceeds (if any) have been made.

After the Effective Date, certain Beneficial Trust Interests may be held in a depository, such as The Depository Trust Company ("DTC") or the Canadian Clearing and Depositary Securities Inc. ("CDS"). Distributions, if any, to be made by the Liquidation Trust in respect of Liquidation Trust Assets may be made through DTC and/or CDS; however, the Liquidation Trustee may elect to process distributions, if any, in a different manner as the Liquidation Trustee determines is necessary or appropriate in accordance with applicable laws. Without limitation of the generality of the foregoing, **the Liquidation Trustee may condition any distribution it may make to a Holder of Beneficial Trust Interests in respect of the Liquidation Trust Assets on the Liquidation Trustee's receipt of such information and documentation as the Liquidation Trustee determines in its sole discretion is necessary to effect a distribution in accordance with applicable law, including tax law, and withhold a distribution to any Holder who fails to provide such documentation and information.**

To facilitate this distribution election, the Debtors have coordinated with (i) CDS to utilize its electronic tender system and (ii) DTC to utilize its Automated Tender Offer Program ("ATOP"). Any Beneficial Holder whose Parent Equity Interests are held through a broker, commercial bank, transfer agent, trust company, dealer or other intermediary or nominee, identified by the Debtors' Claims and Solicitation Agent as an entity through which Beneficial Holders indirectly hold Parent Equity Interests (each of the foregoing, a "Nominee") and who wishes to make the Option 1—Trust Interest Election should contact its Nominee promptly and instruct such Nominee to (i) electronically deliver such Beneficial Holder's Parent Equity Interests into the appropriate segregated account corresponding to the applicable distribution election established at CDS or DTC in accordance with CDS's or DTC's electronic delivery procedures (as applicable) and (ii) return this Liquidation Trust Election Form to Prime Clerk (or as otherwise instructed by your Nominee) by December 12, 2017 (the "Liquidation Trust Election Bar Date"). **Please be advised that CDS's electronic tender system will close at or soon after 5:00 pm (ET) on the Liquidation Trust Election Bar Date and DTC's ATOP closes at 5:00 pm (ET) on the Liquidation Trust Election Bar Date.**

Please allow sufficient time for your Nominee to (i) receive your Liquidation Trust Election Form, (ii) electronically deliver your Parent Equity Interests through CDS's electronic tender system or

DTC's ATOP (as applicable), and (iii) return your Liquidation Trust Election Form to Prime Clerk on or before the Liquidation Trust Election Bar Date.

If you take no action or if your Parent Equity Interests are not electronically delivered on or before the Liquidation Trust Election Bar Date or any grace period thereof, you will retain your Parent Equity Interests.

THE LIQUIDATION TRUST ELECTION BAR DATE IS DECEMBER 12, 2017 AT 5:00 P.M. (ET).

To elect Option 1, and for your election to be effective, you must submit each of the following to Prime Clerk (or as otherwise instructed by your Nominee) on or before **December 12, 2017 at 5:00 p.m. (ET),** or any applicable grace period thereof:

☐ Completed Liquidation Trust Election Form

☐ Completed executed Internal Revenue Code Form W-9

If you do not submit your materials to Prime Clerk (or to the party as otherwise instructed by your Nominee) by the Liquidation Trust Election Bar Date, your election may not be effective. The Liquidation Trustee may, in its sole discretion, extend the Liquidation Trust Election Bar Date to a date after the Effective Date of the Plan to accommodate late submissions or to cure any defective or incomplete submissions (the "Grace Period"). Because the creation of the Liquidation Trust effects certain securities transactions implemented through third parties over which neither the Liquidation Trustee nor the Debtors have control, neither the Liquidation Trustee nor the Debtors can extend the Grace Period indefinitely nor can they promise that a Grace Period will exist at all, though the Liquidation Trustee and the Debtors will use best efforts to obtain a Grace Period. Accordingly, you are strongly urged to submit your Liquidation Trust Election Form and IRC Form W-9 by the Liquidation Trust Election Bar Date.

IF YOU DO NOT SUBMIT YOUR LIQUIDATION TRUST ELECTION FORM OR IRS FORM W-9 BY THE LIQUIDATION TRUST BAR DATE OR ANY GRACE PERIOD, YOUR ELECTION WILL NOT BE EFFECTIVE AND YOU WILL RETAIN YOUR PARENT EQUITY INTERESTS.

If you have any questions about this Liquidation Trust Election Form or what you need to submit to Prime Clerk (or to the party as otherwise instructed by your Nominee), please contact Prime Clerk at (855) 631-5352. Prime Clerk will not, and is not authorized to, provide legal, business, financial or ax advice of any kind.

IMPORTANT

YOU SHOULD REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT AND PLAN FOR A DESCRIPTION OF THE PLAN AND ITS EFFECTS ON HOLDERS OF CLAIMS AGAINST AND EQUITY INTERESTS IN THE DEBTORS, INCLUDING THE EFFECTS OF MAKING THIS ELECTION OR ELECTING NOT TO DO SO. YOU SHOULD SEEK YOUR OWN LEGAL, BUSINESS, FINANCIAL OR TAX ADVICE CONCERNING THE PLAN, YOUR INDIVIDUAL TAX CONSEQUENCES AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN.

AS THE CANADIAN TAX CONSEQUENCES OF MAKING THE OPTION 1—TRUST INTEREST ELECTION ARE UNCERTAIN, IT IS STRONGLY RECOMMENDED THAT BENEFICIAL HOLDERS WHO ARE RESIDENTS OF CANADA OR DEEMED TO BE RESIDENTS OF CANADA FOR PURPOSES OF THE INCOME TAX ACT (CANADA) CONSULT THEIR OWN TAX ADVISORS FOR ADVICE PRIOR TO ELECTING TO HAVE THEIR PARENT EQUITY INTERESTS MANDATORILY PURCHASED FOR CANCELLATION IN EXCHANGE FOR BENEFICIAL TRUST INTERESTS (AND A RIGHT TO RECEIVE THEIR PRO RATA SHARE OF ANY OTHER SHAREHOLDER DISTRIBUTABLE ASSETS IN ACCORDANCE WITH THE PLAN). SEE "RISK FACTORS" AND "CERTAIN CANADIAN FEDERAL INCOME TAX CONSEQUENCES AND RISKS OF THE PLAN" IN THE ACCOMPANYING DISCLOSURE STATEMENT.

As a result of, among other things, the delayed filing of its Annual Report, including its annual audited financial statements for the fiscal year ended May 31, 2016 and the related management's discussion and analysis, the Parent Debtor continues to be in default of the disclosure and filing requirements under applicable Canadian Securities Laws. The Parent Debtor currently intends to apply to the Canadian Securities Regulators as soon as practicable to seek relief to cease to be a reporting issuer in accordance with applicable Canadian Securities Laws; however, it is not expected that the Reorganized Parent Debtor or the Liquidation Trust, as applicable, will be in a position to comply with applicable Canadian Securities Laws regardless of whether the requested relief is granted by the Canadian Securities Regulators. Notwithstanding the foregoing, it may be necessary for the Reorganized Parent Debtor and/or the Liquidation Trust, as applicable, to seek exemptive relief from the Canadian Securities Regulators in order to give effect to the Plan and the Plan Transactions, and there can be no assurance that such relief will be granted in a timely manner, or at all. **After the Effective Date, it is currently anticipated that the Equity Interests will be made non-transferable, including pursuant to amendments to the articles of the Reorganized Parent Debtor. If the Plan is Confirmed and Class P7 (Holders of Parent Equity Interests) votes in favor of the Plan, Holders of Parent Equity Interests shall be considered bound by the Plan and the Plan Transactions, and to have approved amending and restating the articles of the Reorganized Parent Debtor to include transfer restrictions in the articles with respect to the Equity Interests in the Reorganized Parent Debtor.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS LIQUIDATION TRUST ELECTION FORM OR THE RELATED PROCEDURES, PLEASE CONTACT PRIME CLERK LLC ("PRIME CLERK"), THE CLAIMS AND SOLICITATION AGENT, AT

PSGBALLOTS@PRIMECLERK.COM OR BY TELEPHONE AT (855) 631-5352. PRIME CLERK WILL NOT, AND IS NOT AUTHORIZED TO, PROVIDE LEGAL, BUSINESS, FINANCIAL OR TAX ADVICE OF ANY KIND.

Item 1. Certification of Authority to Make Option 1—Trust Interest Election.

The undersigned hereby certifies that it is the Beneficial Holder (or authorized signatory for such Beneficial Holder), or the Nominee of the Beneficial Holder of Parent Equity Interests in the Parent Debtor in the following number of interests (if your Parent Equity Interests are held by a Nominee on your behalf and you do not know the number of interests held, please contact your Nominee immediately):

____.

Item 2. Option 1—Trust Interest Election.

By checking the box below, such Beneficial Holder elects to have their Parent Equity Interests mandatorily purchased for cancellation in exchange for Beneficial Trust Interests in the Liquidation Trust as set forth in the Plan and a right to receive their Pro Rata share of any other Shareholder Distributable Assets. Such Beneficial Trust Interests will not be eligible at a depository and will be registered directly in the name of the Beneficial Holder.

IMPORTANT

Each Holder should consult its own tax advisors with regard to its own tax situation. Holders who are **UNITED STATES PERSONS** should carefully consider Article XIX of the Disclosure Statement ("Certain U.S. Federal Income Tax Consequences of the Plan"), including sections "C. U.S. Federal Tax Consequences to U.S. Holders of Parent Equity Interests Electing Option 1", "D. U.S. Federal Tax Consequences to U.S. Holders of Parent Equity Interests Electing Option 2", and "G. U.S. Federal Income Tax Treatment of the Liquidation Trust and Liquidation Trust Beneficiaries" thereof.

United States Persons are urged to consider **ELECTING OPTION 1** (election to participate in the U.S. Liquidation Trust), rather than Option 2 (election to retain stock in Canadian Parent). Option 1 is intended to mitigate potential adverse U.S. income tax consequences that could arise for United States Persons who continue to own stock in Canadian Parent. Each Holder who is a United States Person should consult its own tax advisors with regard to its own tax situation.

If a selection of Option 1 by a Holder of Allowed Parent Equity Interests causes adverse tax consequences to the Liquidation Trust, the election may be deemed null and void by the Liquidation Trustee, in his sole discretion, in which event the Person whose election was deemed null and void shall retain its Equity Interests in the Reorganized Parent Debtor.

Each Holder should consult its own tax advisors with regard to its own tax situation. Holders who are **CANADIAN RESIDENTS** should carefully consider the sections in the Disclosure Statement entitled "BB. Canadian Shareholders Who Elect Option 1 and Receive Beneficial Trust Interests" and "CC. Canadian Tax Consequences of Liquidation Trust are Uncertain"; such Canadian residents are urged to **ELECT OPTION 2** (election to retain stock in Canadian Parent) rather than Option 1 (election to participate in the U.S. Liquidation Trust). Each Holder who is a Canadian resident should consult its own tax advisors with regard to its own tax situation. To elect Option 2, you do not need to take any further action and do not need to return this form.

- **OPTION 1 ELECTION**. The undersigned elects to have their Parent Equity Interests mandatorily purchased for cancellation in exchange for Beneficial Trust Interests in the Liquidation Trust as set forth in the Plan and a right to receive their Pro Rata share of any other Shareholder Distributable Assets.

As evidence of your election and the electronic delivery of your Parent Equity Interests through CDS or DTC (as applicable), you must provide the requested information below or such election will not be honored (this information may be obtained from your Nominee or your Nominee may complete this on your behalf if so instructed by you):

CDS TENDER CONFIRMATION NUMBER: ______________________________________

OR

DTC ATOP CONFIRMATION NUMBER: ____