

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 10 TH
	)	
JUSTICE NEWBOULD	)	DAY OF APRIL, 2017

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 PERFORMANCE SPORTS GROUP LTD., BAUER HOCKEY CORP., BAUER HOCKEY RETAIL CORP., BAUER PERFORMANCE SPORTS UNIFORMS CORP., BPS CANADA INTERMEDIATE CORP., BPS DIAMOND SPORTS CORP., EASTON BASEBALL/SOFTBALL CORP., KBAU HOLDINGS CANADA, INC., PERFORMANCE LACROSSE GROUP CORP., PSG INNOVATION CORP., BAUER HOCKEY RETAIL INC., BAUER HOCKEY, INC., BAUER PERFORMANCE SPORTS UNIFORMS INC., BPS DIAMOND SPORTS INC., BPS US HOLDINGS INC., EASTON BASEBALL/SOFTBALL INC., PERFORMANCE LACROSSE GROUP INC., PSG INNOVATION INC.

(Applicants)

ORDER
(Re: Employee Claims Procedure)

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCA") for an order approving the procedures and bar dates for former employees of the Applicants to file claims against the Applicants, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Brian J. Fox sworn March 30, 2017 and the Exhibits thereto, the Sixth Report of Ernst & Young Inc. in its capacity as monitor (the "**Monitor**") to the Applicants dated April 7, 2017, and on hearing the submissions of counsel for the Applicants, the Monitor and those other parties present, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Lee Nicholson, filed.

DEFINITIONS

1. **THIS COURT ORDERS** that for purposes of this Order all capitalized terms not otherwise defined herein have the meaning ascribed to them in the Claims Procedure Order and the following terms shall have the following meanings:

- (a) **"Claims Procedure Order"** means the Order of this Court dated December 19, 2016 outlining the procedures for asserting a Claim or Restructuring Claim;
- (b) **"Employee"** means any employee, independent contractor, or temporary worker, whom the Applicants employed as of October 31, 2016 or thereafter.
- (c) **"Employee Claim"** means any Claim or Restructuring Claim held by an Employee, including, but not limited to, claims for indemnification or reimbursement, unpaid compensation, expenses, severance, termination pay or benefits, and any claims arising from the rejection of any employment agreement.
- (d) **"Employee Claims Bar Date Notice"** means the notice substantially in the form attached hereto as Schedule "A";
- (e) **"Employee Claims Bar Date"** means May 17, 2017 at 5:00 p.m., EDT.
- (f) **"Employee Proof of Claim"** means the form to be completed and filed by an Employee setting forth his or her purported Employee Claim, which proof of claim shall be substantially in the form attached hereto as Schedule "B"; and
- (g) **"U.S. Claims Procedures"** means the claims process and employee claims process approved by the U.S. Court to be conducted within the Chapter 11 Proceedings in respect of the Applicants.

NOTICE

2. **THIS COURT ORDERS** that no later than seven (7) days following entry of this Order, Prime Clerk shall serve the Employee Claims Bar Date Notice by mailing a copy of the Employee Bar Date Notice, together with an Employee Proof of Claim, by first-class mail to all known Employees at such Employees' last known addresses as found in the Applicants' books and records.

3. **THIS COURT ORDERS** that the Monitor shall cause the Employee Claims Bar Date Notice and an Employee Proof of Claim to be posted on the Monitor's website at www.ey.com/ca/psg) within three (3) days of the date of this Order.

FILING OF EMPLOYEE PROOFS OF CLAIM

4. **THIS COURT ORDERS** that any Employee asserting an Employee Claim shall complete an Employee Proof of Claim and file the Employee Proof of Claim before the Employee Claims Bar Date by (i) filing electronically via the interface available on Prime Clerk's website at <https://cases.primeclerk.com/PSG>; or (ii) delivering a completed Employee Proof of Claim by first-class mail, overnight delivery service, or hand delivery at the following address: Performance Sports Group Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022.

5. **THIS COURT ORDERS** that any Employee who has submitted a Proof of Claim pursuant to the Claims Procedure Order or U.S. Claims Procedures (such claim being a "Prior Proof of Claim") shall not be required to file an Employee Proof of Claim, his or her Prior Proof of Claim shall continue to act as that Employee's Proof of Claim, and the Employee may amend the Prior Proof of Claim until, but not following, the Employee Claims Bar Date.

6. **THIS COURT ORDERS** that paragraphs 10 and 13 of the Claims Procedure Order shall continue to apply.

7. **THIS COURT ORDERS** that the following procedures for the filing of Employee Proofs of Claim shall apply:

- (a) Employee Proofs of Claim will be deemed filed when actually received by Prime Clerk in the manner provided for in the Employee Bar Date Notice, or by the Monitor.
- (b) Employee Proofs of Claim may not be delivered via facsimile or electronic mail transmission.
- (c) Employee Proofs of Claim will be collected, docketed and maintained by Prime Clerk.
- (d) All Employee Proofs of Claim must be signed by the Employee or, by an authorized agent of the Employee. The Employee Proof of Claim must be written in English or French. The Employee shall attach to the completed form any documents on which the Employee Claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

8. **THIS COURT ORDERS** that to the extent that an Employee submits an Employee Proof of Claim to the Monitor by registered mail or hand delivery on or before the Employee Claims Bar Date, the Employee Proof of Claim will be forwarded to Prime Clerk for inclusion on the Applicants' official claims register and shall be deemed timely filed.

9. **THIS COURT ORDERS** that any Employee who does not deliver an Employee Proof of Claim in respect of an Employee Claim in accordance with paragraphs 4 and 7 of this Order or a Proof of Claim in accordance the Claim Procedure Order, shall be forever barred from asserting such Employee Claim against any of the Applicants and such Employee Claim shall be forever extinguished and any holder of such Employee Claim shall not be entitled to participate as a creditor in these proceedings or receive any further notice in respect of the CCAA Proceedings, the Claims Procedure or any Plan and shall not be entitled to vote on any Plan or receive any distribution from any Plan or otherwise from the Applicants, or the Monitor on behalf of the Applicants, in respect of such Employee Claim.

10. **THIS COURT ORDERS** that nothing in the within Order shall be deemed to enlarge or extend the bar dates for any parties previously required to file proofs of claim pursuant to the Claims Procedure Order or U.S. Claims Procedures.

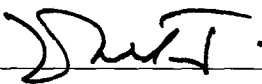
DETERMINATION OF CLAIMS AND RESTRUCTURING CLAIMS

11. **THIS COURT ORDERS** that the applicable procedures for reviewing and determining Claims or Restructuring Claims, if any, shall be established by further Order of the Court. Notice of such procedures shall be provided to the service list in this CCAA Proceedings and any Person who has filed a Proof of Claim or Employee Proof of Claim in accordance with the Claims Procedure or the procedures established by this Order.

GENERAL

12. **THIS COURT ORDERS** that references to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.

13. **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 Applicants and the Monitor and their 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 Applicants and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.



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

APR 10 2017

PER / PAR:



Schedule "A" - Employee Claims Bar Date Notice

Attached

Canadian Court File No.: CV-16 11582-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 1985, C.
C-36, AS AMENDED.
AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT
OF PERFORMANCE SPORTS GROUP LTD. *ET. AL.*

- and -

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
BPS US Holdings Inc., <i>et al.</i> , ¹	)	
	)	Case No. 16-12373 (KJC)
Debtors.	)	
	)	(Jointly Administered)

NOTICE TO EMPLOYEES OF BAR DATES FOR FILING CLAIMS

ANY HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

TO ALL KNOWN EMPLOYEES, INDEPENDENT CONTRACTORS, AND/OR TEMPORARY WORKERS EMPLOYED BY THE ABOVE CAPTIONED AFFILIATED DEBTORS AND DEBTORS IN POSSESSION (COLLECTIVELY, THE "DEBTORS") AS OF OCTOBER 31, 2016 (THE "PETITION DATE") OR THEREAFTER:

¹ The Debtors in these Chapter 11 Cases and Canadian Proceedings, along with the last four digits of each Debtor's federal tax identification number or Canadian equivalent, are as follows: BPS US Holdings Inc. (8341); Bauer Hockey, Inc. (3094); Easton Baseball / Softball Inc. (5670); Bauer Hockey Retail Inc. (6663); Bauer Performance Sports Uniforms Inc. (1095); Performance Lacrosse Group Inc. (4200); BPS Diamond Sports Inc. (5909); PSG Innovation Inc. (9408); Performance Sports Group Ltd. (1514); KBAU Holdings Canada, Inc. (5751); Bauer Hockey Retail Corp. (1899); Easton Baseball / Softball Corp. (4068); PSG Innovation Corp. (2165); Bauer Hockey Corp. (4465); BPS Canada Intermediate Corp. (4633); BPS Diamond Sports Corp. (8049); Bauer Performance Sports Uniforms Corp. (2203); and Performance Lacrosse Group Corp. (1249). The Debtors' headquarters are located at 100 Domain Dr., Exeter, New Hampshire 03833.

PLEASE TAKE NOTICE THAT, on [____], the United States Bankruptcy Court for the District of Delaware and the Ontario Superior Court of Justice (Commercial List) (the "Courts") entered orders (together, the "Employee Claims Bar Date Orders") establishing May 17, 2017 at 5:00 p.m., prevailing Eastern Time as the deadline by which all employees, independent contractors, or temporary workers employed or otherwise utilized by the Debtors (each an "Employee" and, collectively, the "Employees") must file proofs of claim in the Debtors' chapter 11 cases (the "Chapter 11 Cases") or the Canadian Proceedings (the "Canadian Proceeding"), as applicable, on account of any claim against the Debtors, whether arising before or after the Petition Date.

As used in this Notice, the term "claim" means, as to or against any of the Debtors: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

As used in this Notice, "prepetition" has the same meaning as the term "pre-filing".

FILING CLAIMS

WHO MUST FILE

The Employee Claims Bar Date applies to all employees, independent contractors, and/or temporary workers employed or otherwise utilized by the Debtors as of the Petition Date or thereafter. Pursuant to the Employee Claims Bar Date Order, such persons **must** file proofs of claim in the Chapter 11 Cases or the Canadian Proceedings, as applicable, on account of any alleged claim against the Debtors, whether arising before or after the Petition Date, by the Employee Claims Bar Date.

WHAT TO FILE

The Debtors are enclosing a proof of claim form (the "Proof of Claim Form") for use in these Chapter 11 Cases or Canadian Proceedings, or you may use another proof of claim form that conforms substantially thereto. If your claim is scheduled by the Debtors, the enclosed Proof of Claim Form also sets forth: (i) the amount of your claim (if any) as scheduled; (ii) the specific Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as disputed, contingent or unliquidated; and (iv) whether your claim is listed as a secured, preferred, unsecured non-priority, unsecured priority claim or otherwise entitled to special treatment under applicable U.S. or Canadian law in connection with the Chapter 11 Cases or the Canadian Proceedings. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at the following website: <https://cases.primeclerk.com/PSG> (the "Claim Agent Website") or the website of the court-appointed Monitor in the Canadian Proceeding: www.ey.com/ca/psg (the "Monitor's Website").

WHEN AND WHERE TO FILE

Entities must file each Proof of Claim Form so that it is received on or before the Employee Claims Bar Date, (i) via the electronic interface on the website of the Debtors' claims agent, Prime Clerk LLC, <https://cases.primeclerk.com/PSG>, or (ii) at the following address:

**Performance Sports Group Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

Proofs of claim will be deemed filed when **actually received** by Prime Clerk on or before the applicable Bar Date. **Proofs of claim may not be delivered via facsimile or electronic mail transmission.**

Proofs of claim will be collected, docketed and maintained by Prime Clerk for both the Chapter 11 Cases and the Canadian Proceedings. If you want to receive acknowledgement of Prime Clerk's receipt of a proof of claim, you must submit, by the Employee Claims Bar Date and concurrently with submitting your original proof of claim, (i) a copy of the original proof of claim and (ii) a self-addressed, postage prepaid return envelope or follow the instructions on Prime Clerk's website if submitting electronically.

All forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The form must be written in English or French. You should attach to your completed form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Any entity asserting claims against multiple Debtors must file a separate proof of claim form with respect to each Debtor. In addition, any entity filing a claim must identify on its proof of claim form the particular Debtor against which the entity asserts its claim. If an entity lists more than one Debtor on any one form, the relevant claims will be treated as filed **only** against the first listed Debtor.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

Employees that fail to properly file a Proof of Claim Form by the Employee Claims Bar Date shall be forever barred, estopped and enjoined from asserting such claim against any of the Debtors (or filing a Proof of Claim with respect thereto) and shall not be permitted to vote to accept or reject any chapter 11 plan filed in these Chapter 11 Cases, participate in any distribution in these Chapter 11 Cases on account of such claim, or receive further notices regarding such claim.

RESERVATION OF RIGHTS

The Debtors retain the right to: (i) dispute, or assert offsets or defenses against, any filed proofs of claim or requests for payment of administrative expenses, or any claim listed or reflected in the Schedules, as to nature, amount, liability, classification or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (iii) otherwise amend or supplement the Schedules. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a claim, you may contact Prime Clerk at **855-631-5352** or by submitting an inquiry at <https://cases.primeclerk.com/PSG>. Copies of the Employee Claims Bar Date Orders and other information regarding the Debtors' Chapter 11 Cases and the Canadian Proceedings are available for inspection free of charge on Prime Clerk's website at: <https://cases.primeclerk.com/PSG/Home-Index>, or the Monitor's Website: www.ey.com/ca/psg, as applicable.

Neither Prime Clerk nor the Monitor can advise you how to file, or whether you should file, a claim. You may wish to consult an attorney regarding this matter.

Dated: Wilmington, Delaware and
Toronto, Ontario

_____, 2017

BY ORDER OF THE COURTS

Schedule "B" - Employee Proof of Claim

Attached

Fill in this information to identify the case (Select only one Debtor per claim form):

- | | | |
|--|--|---|
| ☐ BPS US Holdings Inc.
(Case No. 16-12373) | ☐ BPS Diamond Sports Inc.
(Case No. 16-12379) | ☐ PSG Innovation Corp.
(Case No. 16-12385) |
| ☐ Bauer Hockey, Inc.
(Case No. 16-12374) | ☐ PSG Innovation Inc.
(Case No. 16-12380) | ☐ Bauer Hockey Corp.
(Case No. 16-12386) |
| ☐ Easton Baseball / Softball Inc.
(Case No. 16-12375) | ☐ Performance Sports Group Ltd.
(Case No. 16-12381) | ☐ BPS Canada Intermediate Corp.
(Case No. 16-12387) |
| ☐ Bauer Hockey Retail Inc.
(Case No. 16-12376) | ☐ KBAU Holdings Canada, Inc.
(Case No. 16-12382) | ☐ BPS Diamond Sports Corp.
(Case No. 16-12388) |
| ☐ Bauer Performance Sports Uniforms Inc.
(Case No. 16-12377) | ☐ Bauer Hockey Retail Corp.
(Case No. 16-12383) | ☐ Bauer Performance Sports Uniforms Corp.
(Case No. 16-12389) |
| ☐ Performance Lacrosse Group Inc.
(Case No. 16-12378) | ☐ Easton Baseball / Softball Corp.
(Case No. 16-12384) | ☐ Performance Lacrosse Group Corp.
(Case No. 16-12390) |

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy/restructuring case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be subject to severe penalties including significant monetary fines and /or imprisonment.

☐ The amounts set forth on this claim form are in US Dollars

☐ The amounts set forth on this claim form are in Canadian Dollars

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____
Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

☐ No
☐ Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Name _____
Number _____ Street _____
City _____ State/Province _____ ZIP/Postal Code _____
Country _____
Contact phone _____
Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one):

Where should payments to the creditor be sent? (if different)

Name _____
Number _____ Street _____
City _____ State/Province _____ ZIP/Postal Code _____
Country _____
Contact phone _____
Contact email _____

4. Does this claim amend one already filed?

☐ No
☐ Yes. Claim number on court claims registry (if known) _____

Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No
☐ Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	☐ No ☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim and in what currency?	\$ _____ Does this amount include interest or other charges? ☐ USD ☐ No ☐ CDN ☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges.
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, credit card, restructuring claim/disclaimed or resiliated contract, etc. Attach redacted copies of any documents supporting the claim. Limit disclosing information that is entitled to privacy, such as health care information. _____
9. Is all or part of the claim secured?	☐ No ☐ Yes. The claim is secured by a lien on property. Nature of property: ☐ Real estate. ☐ Motor vehicle ☐ Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of October 31, 2016: \$ _____ Annual Interest Rate (when case was filed) _____ % ☐ Fixed ☐ Variable
10. Is this claim based on a lease?	☐ No ☐ Yes. Amount necessary to cure any default as of the date of the petition or Initial Order. \$ _____
11. Is this claim subject to a right of setoff?	☐ No ☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority or special treatment under US or Canadian law?	☐ No ☐ Yes. Check one: Under U.S. law: ☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). ☐ Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). ☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). ☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). ☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. Under Canadian law: ☐ Wages, salaries, or commissions (up to CDN \$2,000) earned within 6 months before the Initial Order or disbursements of a travelling salesperson (up to CDN \$1,000) incurred in the same period, as referred to in section 6(5) CCAA. ☐ Amounts due in respect of a registered pension plan as referred to in section 6(6) CCAA. ☐ Amounts due to the governments and referred to in section 6(3) CCAA.	Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.		
13. Is all or part of the claim an administrative expense entitled to administrative priority?	☐ No ☐ Yes.	Amount entitled to administrative priority \$ _____

* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it.

A person who files a fraudulent claim could be subject to severe penalties including significant monetary fines and/or imprisonment.

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent.
☐ I am a guarantor, surety, endorser, or other codebtor.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____ (mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name

First name

Middle name

Last name

Title

Company

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address

Number Street

City

State/Province

ZIP/Postal Code

Country

Contact phone

Email

Instructions for Proof of Claim

United States Bankruptcy Court and Ontario Superior Court of Justice (Commercial List)

These instructions and definitions generally explain the law. In certain circumstances, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy/insolvency process and privacy regulations.

Notice to claimant/creditor: A person who files a fraudulent claim could be subject to severe penalties, including monetary fines and/or imprisonment. It is your responsibility to prepare and file your claim accurately.

How to fill out this form

- ☐ **Fill in the caption at the top of the form:** You must indicate to which of the listed Debtor Companies your Claim relates. If your Claim is against several of the listed entities, you must prepare a *Proof of Claim* for each entity against which a Claim is asserted. If a Claim is made against more than one entity, you must indicate in a schedule accompanying the Claim the reasons why the entity is liable for the Claim (e.g. principal/guarantor) and provide the documentation supporting the guarantee, as the case may be.
- ☐ **Proceedings:** This *Proof of Claim* form is intended to be used in the Debtors' proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA") as well as in the Debtors' concurrent proceedings under Chapter 11 of the *Bankruptcy Code*. Creditors are expected to complete a single *Proof of Claim* form in respect of the Restructuring Proceedings (see the definition on the next page) for a particular Debtor.
- ☐ **Identification:** Make sure the name of the creditor is properly identified on the *Proof of Claim* (in section 1) together with the addresses to be used for notices and payments (in section 3) and the name and address of the person completing the *Proof of Claim* form (in Part 3).
- ☐ **Make sure you indicate the currency used for the amounts referred to in the claim.** The amounts may be expressed in U.S. currency (U.S.\$) or in Canadian currency (CDN\$). If your Claim is expressed in a currency other than U.S.\$ or CDN\$, your Claim should be converted in U.S.\$ or in CDN\$ at the rate of exchange that prevailed on October 31, 2016. In such a case, Creditors must also provide particulars of the original currency of your Claim and of the foreign exchange rate used to convert the Claim, in a separate document.
- ☐ **If the claim has been acquired from someone else:** State the identity of the last party who owned the Claim or was the holder of the Claim and who transferred it to you before the initial Claim was filed.
- ☐ **Attach copies of any supporting documents to this form.** You may attach copies of any document you believe is necessary in order to establish your Claim. If the documents contain confidential information, the documents should be redacted to make the confidential information unrecognizable (see the definition of *redaction* on the next page). Attach copies of any documents that show that the debt exists, a lien secures the debt, or both. Also attach copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added.
- ☐ **Do not send original documents because attachments may be destroyed after scanning.**
- ☐ **Confidential Information:** If the Claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the Claim and in the attached documents. A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.
- ☐ **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*.

Confirmation that the claim has been filed

To receive confirmation that the Claim has been filed, enclose a stamped (with appropriate stampage for a delivery from the United States) self-addressed envelope and a copy of this form. You may view a list of filed Claims in this case by visiting the Claims and Noticing Agent's website at <http://cases.primeclerk.com/psg>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a case is filed in connection with operating, liquidating, or distributing the estate, in the context of proceedings under the U.S. *Bankruptcy Code*.

Bankruptcy: Typically, the term "bankruptcy" refers to proceedings under the *Bankruptcy Code*, either as a voluntary or involuntary liquidation process or a restructuring process under Chapter 11 of the *Bankruptcy Code*, whether or not a trustee is appointed. In the present case, the term may also include the restructuring process initiated by the Debtors under the provisions of the CCAA, where the context so requires.

CCAA: *Companies' Creditors Arrangement Act* (Canada)

Claim: A Creditor's right to receive payment for a debt or liability that the Debtor owed on the Relevant Date, whether secured, preferred, unsecured priority, unsecured nonpriority, or otherwise entitled to special treatment under applicable U.S. or Canadian law in the context of the Restructuring Proceedings. A Claim may be secured or unsecured, fixed or contingent, and/or liquidated or unliquidated. A Claim must be an amount owed by Debtor on the Relevant Date, or an amount that becomes due after that date as a result of an obligation incurred before the Relevant Date.

Creditor: A person, corporation, or other entity that has a Claim against a Debtor.

Debtor: A person, corporation, or other entity who is undergoing a Restructuring Proceeding. Use the Debtor's name and case number as shown in the bankruptcy notice you received.

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded or published, such as a mortgage, lien, certificate of title, financing statement or hypothec.

Information entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a Claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if an objection is made regarding the Claim, or if the Debtor or the Monitor requests additional information to support the Claim.

Monitor: The Court appointed officer in the proceedings under the CCAA.

Priority claim: A Claim within a category of unsecured claims that is entitled to priority or otherwise entitled to special treatment under applicable U.S. or Canadian law in the context of the Restructuring Proceedings. These claims are paid from the available money or property before other unsecured claims are paid. Common priority unsecured claims include certain unpaid wages (up to prescribed limits), source deductions, certain governmental claims entitled to priority by statute, and certain amounts due to prescribed pension plans.

Proof of claim: A form that indicates the Claim asserted by a Creditor against a Debtor, as of the Relevant Date. The form must be filed in compliance with the procedures approved by the court in the context of the Restructuring Proceedings, and within the deadlines set by the orders of the Court.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out Information entitled to privacy on the *Proof of Claim* form and any attached documents.

Relevant Date: Used in this form, the expression Relevant Date means October 31, 2016, namely the date of the petition under the *Bankruptcy Code*, or the date of the Initial Order made under the CCAA, as the case may be.

Restructuring Proceedings: The proceedings commenced by the Debtors under Chapter 11 of the *Bankruptcy Code* and pending in the United States Bankruptcy Court for the District of Delaware, and the proceedings commenced by the Debtors under the CCAA and pending before the Ontario Superior Court of Justice (Commercial List), in Toronto, Ontario.

Secured claim: A Claim backed by a lien, a security instrument or other similar encumbrance on particular property of the Debtor. A Claim is secured to the extent that a Creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular encumbered property that secures the debt. Any amount owed to a Creditor that is more than the value of the encumbered property normally may be an unsecured claim. But exceptions exist. Examples of liens on property include a mortgage or hypothec on real estate or

a security interest in a car. A lien may be voluntarily granted by a Debtor, may arise by statute or other force of law, or may be obtained through a court proceeding.

Setoff: Occurs when a Creditor pays itself with money belonging to the Debtor that it is holding, or by canceling a debt it owes to the Debtor.

Unsecured claim: A Claim that does not meet the requirements of a secured claim. A Claim may be unsecured in part to the extent that the amount of the Claim is more than the value of the property on which a Creditor has a lien.

Offers to purchase a Claim

Certain entities purchase Claims for an amount that is less than the face value of the Claims. These entities may contact Creditors offering to purchase their Claims. Some written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, the Debtor or the Monitor. A Creditor has no obligation to sell its Claim. However, if a Creditor decides to sell its Claim, any transfer of that Claim is subject to applicable U.S. or Canadian law in the context of the Restructuring Proceedings, and any orders of the U.S. Bankruptcy Court or of the Ontario Superior Court of Justice that apply in the context of the Restructuring Proceedings.

Please send completed Proof(s) of Claim to:

BPS US Holdings Inc. Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

Do not file these instructions with your form

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36, AS AMENDED

Court File No: CV-16-11582-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF PERFORMANCE SPORTS GROUP LTD. ET. AL.

	ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST Proceeding commenced at Toronto
	ORDER (RE EMPLOYEE CLAIMS PROCEDURE)
	STIKEMAN ELLIOTT LLP Barristers & Solicitors 5300 Commerce Court West 199 Bay Street Toronto, Canada M5L 1B9 Peter Howard LSUC#: 22056F Tel: (416) 869-5613 E-mail: phoward@stikeman.com Kathryn Esaw LSUC#: 58264F Tel: (416) 869-6820 E-mail: kesaw@stikeman.com Lee Nicholson LSUC#66412I Tel: (416) 869-5604 E-mail: leenicholson@stikeman.com Fax: (416) 947-0866 Lawyers for the Applicants