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., 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.

(the "Applicants")

THIRD REPORT OF THE MONITOR

December 16, 2016

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(the "Applicants")

THIRD REPORT OF THE MONITOR

December 16, 2016

INTRODUCTION AND BACKGROUND

1. On October 31, 2016 (the "**Petition Date**"), the Ontario Superior Court of Justice – Commercial List (the "**Court**") granted an order (as amended and restated, the "**Initial Order**"), among other things: (i) declaring that Performance Sports Group Ltd. ("**PSG**") and certain of its subsidiaries and affiliates (collectively, the "**Applicants**")[1] were companies to which the *Companies' Creditors Arrangement Act* ("***CCAA***")[2] applied; (ii) granting certain relief including, *inter alia*, a stay of proceedings in favour of the Applicants (the "**Stay of Proceedings**"); and (iii) appointing Ernst & Young Inc. ("**EY**") as monitor (in such capacity, the "**Monitor**") of the Applicants.

2. On the same date, the Applicants commenced proceedings (the "**Chapter 11 Proceedings**") in the United States ("**U.S.**") under Chapter 11 of the *U.S. Bankruptcy Code* (the "***Code***")[3] in the Bankruptcy Court for the District of Delaware (the "**U.S. Court**").

3. PSG is a public corporation whose securities were traded on the New York and the Toronto Stock Exchanges under the symbol "PSG" before trading was suspended by both exchanges on October 31, 2016. The Toronto Stock Exchange delisted the securities effective December 8, 2016, and the New York Stock Exchange has announced that it will apply to delist the securities.

4. Background on the Applicants, including their business operations, causes of insolvency and various other matters are described in more detail in the affidavit of Mark Vendetti[4] sworn October 31, 2016 in support of the Initial Order ("**Initial Affidavit**").

5. Information regarding the Chapter 11 Proceedings, including copies of the "First day" orders entered by the U.S. Court are located on a website managed by the Applicants' claims agent, Prime Clerk LLC ("**Prime Clerk**"), at the following URL: https://cases.primeclerk.com/psg/ (the "**Prime Clerk**

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1 The Applicants in the present proceedings are comprised 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.

2 *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36, as amended.

3 11 U.S.C §§ 101 *et seq.*

4 Mr. Vendetti is PSG's chief financial officer and an executive vice president.

Website"). Information regarding the Applicants' proceedings under the *CCAA* (the "***CCAA* Proceedings**", and together with the Chapter 11 Proceedings, the "**Restructuring Proceedings**"), including court orders and other materials related to the proceedings, are on the Monitor's website at the following URL: www.ey.com/ca/psg (the "**Monitor's Website**").

6. The Applicants have filed a motion seeking approval of:

   a) the payment of severance amounts owing to PSG employees dismissed prior to and subsequent to the commencement of these current proceedings (the "**Severance Motion**");[5]

   b) the establishment of claims bar dates for various claims arising prior to or as a result of the current proceedings (the "**Bar Dates Motion**"); and

   c) a modification to the Initial Order to increase the amount that the Applicants are authorized to pay in connection with liens that may be asserted against any Property (as defined in the Initial Order) by contractors, builders or repairers ("**Mechanics' Liens Motion**").

7. This third report of the Monitor (the "**Third Report**") provides the Court with information relevant to the *CCAA* Proceedings to date, in particular the matters referred to above.

8. This Third Report is presented under the following headings:

   a) Introduction and background;
   b) Terms of reference and disclaimer;
   c) Update on the restructuring proceedings to date;
   d) Comparison of actual and projected cash flow results;
   e) The proposed Claims Bar Dates (as defined below);
   f) Mechanics' lien motion; and
   g) Overall comments and conclusions.

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[5] The Applicants have agreed to put the Severance Motion scheduled for December 19, 2016 over to January 10, 2016. The Severance Motion will be discussed in the Fourth Report of the Monitor, to be filed.

TERMS OF REFERENCE AND DISCLAIMER

9. The Monitor has prepared several reports since the commencement of the Restructuring Proceedings, each of which is accessible on the Monitor's Website. The Third Report should be read in conjunction with the previous reports.

10. In preparing this Third Report and making the comments herein, the Monitor has been provided with and has relied upon certain unaudited, draft and/or internal financial information, company records, management prepared financial information and projections, discussions with management and employees of the Applicants, and information from other third party sources, including the Applicants' Chief Restructuring Officer, Brian J. Fox of Alvarez & Marsal North America LLC, and other personnel from Alvarez & Marsal North America LLC ("**A&M**") and its affiliates ("**CRO**") (collectively, the "**Information**").

11. The Monitor has assumed the integrity and truthfulness of the Information and explanations provided to it, within the context in which it was presented. To date, nothing has come to the attention of the Monitor that would cause it to question the reasonableness of this assumption.

12. Finally, the Monitor has requested that management and the CRO bring to its attention any significant matters that were not addressed in the course of its specific inquiries. Accordingly, this Third Report is based solely on the Information (financial or otherwise) provided to the Monitor.

13. Except as described in this Third Report, the Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with generally accepted assurance standards and accordingly the Monitor expresses no opinion or other form of assurance in respect of the Information.

14. In view of the purpose of the Third Report, some of the financial information herein may not comply with generally accepted accounting principles.

15. Some of the information referred to in this Third Report consists of forecasts and projections that were prepared based on management's current estimates and assumptions. Such estimates and assumptions are, by their nature, not ascertainable and as a consequence no assurance can be

provided regarding the forecasted or projected results. Actual results will likely vary from the forecasts or projections, even if the assumptions materialize, and the variations could be significant.

16. The Monitor has prepared this Third Report in its capacity as the court-appointed Monitor in the *CCAA* Proceedings in order to provide additional information to the Court in connection with the *CCAA* Proceedings to date. This Third Report may not be appropriate for any other purpose and consequently should not be used for any other purpose.

17. Unless otherwise stated, all monetary amounts contained herein are expressed in U.S. dollars and all terms not otherwise defined herein shall have the meaning ascribed to them in the Initial Order and in the Monitor's previous reports.

UPDATE ON THE RESTRUCTURING PROCEEDINGS TO DATE

18. Since the Monitor's Second Report, filed December 13, 2016 (the "**Second Report**"), the U.S. Court issued the following orders:

    a) *Paul Weiss Retention Order:* an order authorizing the Applicants to employ and retain Paul Weiss, Rifkind, Wharton & Garrison LLP, to act as counsel to the Applicants *nunc pro tunc* to the Petition Date; and

    b) *UCC Professionals Retention Orders*: orders authorizing the Official Committee of Unsecured Creditors (the "**UCC**") to retain the following firms: (i) Blank Rome LLP, to act as counsel to the UCC *nunc pro tunc* to November 10, 2016; (ii) Cassels Brock & Blackwell LLP, to act as Canadian co-counsel to the UCC *nunc pro tunc* to November 14, 2016; and (iii) Province, Inc., to act as financial advisor to the UCC effective as of November 10, 2016.

19. Additionally, the following documents have been filed in the Chapter 11 Proceedings since the filing of the Second Report:

    a) *Equity Committee Retention Motions*: motions seeking authorization for the Official Committee of Equity Security Holders (the "**Equity Committee**") to retain the following firms *nunc pro tunc* to November 28, 2016: (i) Brown Rudnick LLP, to act as co-counsel to the Equity Committee; (ii) Montgomery, McCracken, Walker & Rhoads LLP, to act as Delaware bankruptcy counsel to the Equity Committee; (iii) McMillan LLP, to act as Canadian co-counsel to the Equity Committee; and (iv) Houlihan Lokey Capital, Inc., to act as financial advisor and investment banker to the Equity Committee;

b) *Applicants' Statements of Financial Affairs and Schedules of Assets and Liabilities* were filed on December 15, 2016;

c) *Proposed Form of Consumer Privacy Ombudsman Order*: a proposed form of order filed by the Applicants in consultation with the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") to appoint a consumer privacy ombudsman pursuant to section 332 of the *Code* to consider issues such as privacy of customer personal identity information in connection with the sale;

d) *Objections to Severance Payment Motion*: objections filed by the Equity Committee and UCC asserting that the Applicants' pending motion to pay certain severance obligations is premature until there is greater clarity regarding the claims pool and the status of ongoing internal investigations that may involve individuals who may receive severance payments.

COMPARISON OF ACTUAL AND PROJECTED CASH FLOW RESULTS

20. Pursuant to its duties as set out in the Initial Order, the Monitor has monitored the Applicants' receipts and disbursements since the commencement of the *CCAA* Proceedings. Attached as **Appendix "A"** to this Third Report, and summarized below, is a comparative analysis of the statement of receipts and disbursements covering the period from October 31 to December 9, 2016 (6 weeks).

Performance Sports Group Ltd. and its Applicant subsidiaries Comparison of actual and projected receipts and disbursements For the period from October 31 to December 9, 2016 (6 weeks) In US $000's			
	Budget	**Actual**	**Variance**
Cash receipts	57,800	67,386	9,586
Cash disbursements	(79,148)	(52,127)	27,021
Net cash Flow	(21,348)	15,259	36,607
Cash reconciliation			
Opening cash balance	-	**3,202**	**3,202**
Net cash Flow	(21,348)	15,259	36,607
Net ABL and DIP Facility draw / (paydown)	22,333	(16,257)	(38,590)
Term Loan DIP draw (paydown)	6,515	4,313	(2,202)
Ending cash balance	**7,500**	**6,517**	**(983)**
ABL balance:			
ABL Facility	103,744	96,485	(7,259)
ABL DIP Facility	80,132	46,604	(33,528)
Letters of Credit	1,001	1,001	-
Ending ABL balance (A)	184,877	144,090	(40,787)
ABL Borrowing Base (B)	184,970	174,334	(10,636)
ABL availability (B-A)	93	30,245	30,152
Non-restricted cash	7,500	6,517	(983)
Term Loan DIP availability	23,485	25,687	2,202
Total Availability	**31,078**	**62,449**	**31,371**

21. The actual results for the 6-week period from October 31 to December 9, 2016 indicate a favourable variance in receipts and disbursements of $36.6 million and a variance arising from the additional cash on hand at October 31, 2016 of $3.2 million. These variances do not result in additional liquidity of $39.8 million, as the favourable variances in receipts caused a decrease in the borrowing base and thus on the available credit. The additional liquidity generated from the favourable variances is reported to be $31.4 million[6].

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6 The report prepared by the Applicants indicates a surplus availability of $33.2 million. The difference relates to cheques in circulation that are added back to the availability in the Applicants' reporting. Considering that these funds have already been allocated, the Monitor does not consider that they form part of the available funds.

22. The cash flow variance for the period is principally attributable to:

a) *opening balances* (favourable variances of $3.2 million in cash and of $2.7 million in the ABL Facility (as defined in the Initial Order) balance) - The Applicants' collections were higher than anticipated in the week ended October 28, 2016 resulting in a favourable variance as at October 31, 2016;

b) *receipts* (favourable variance of $9.6 million) - The Applicants attribute the variance to timing differences; and,

c) *disbursements* (favourable variance of $27.0 million) - The Applicants attribute the variance to timing differences. The variances relate primarily to payments for current purchases, which are continuing to be paid on normal credit terms, and amounts due to foreign and domestic essential suppliers, for which delays are being encountered in implementing the payments that were contemplated in the cash flow forecast appended to the Monitor's First Report, filed November 28, 2016 (the "**Cash Flow Forecast**"). In addition, an unfavourable foreign exchange adjustment and miscellaneous bank charges totalling $500,000 were incurred and applied directly to the ABL Facility (as defined in the Initial Order).

23. Although the aggregate favourable variance in receipts and disbursements is reported to be $36.6 million, the cash on hand at November 18, 2016 is $983,000 lower than the projected amount, in view of the fact that the Applicants repaid amounts greater than budgeted on the ABL Facility and drew lower amounts under the ABL DIP Facility (each as defined in the Initial Order) for a combined amount of $38.6 million and borrowed less than projected on the Term Loan DIP Facility (as defined in the Initial Order) by $2.2 million.

24. Overall, the Applicants' liquidity position as at December, 2016 appears to be more favourable than originally projected by $31.4 million. The Applicants are of the view that the improvement in liquidity is largely due to timing differences that will reverse in the near term. The Monitor believes that this assertion is reasonable.

PROPOSED CLAIMS PROCEDURES

25. The Applicants anticipate that the current sale process will likely generate sufficient funds to allow for a distribution to the unsecured creditors. Accordingly, the Applicants seek authority to call for

claims in order to obtain complete and accurate information regarding the nature and amounts of claims asserted against each of the Applicants, with a view to preparing for an eventual distribution. The claims procedure (the "**Claims Procedure**") is more fully described in the Applicants' motion record filed in connection with the motion returnable December 19, 2016.

26. The proposed Claims Procedure streamlines certain typical procedures in order to: i) limit duplication between the parallel processes in the Chapter 11 Proceedings and the *CCAA* Proceedings; ii) enhance efficiency; iii) simplify the process for creditors; and iv) preserve flexibility. Further, the Claims Procedure allows creditors to file a claim in a single coordinated process in the Restructuring Proceedings.

27. To date, the Applicants, in consultation with the Monitor, have made significant efforts to develop the following documents in a manner that conforms to the requirements under both the Chapter 11 Proceedings and the *CCAA* Proceedings, to avoid duplication of the claims documentation: i) a proof of claim form (the "**Proof of Claim**"); ii) a letter of instructions intended to assist claimants in completing the Proof of Claim; iii) the Claims Notice; and iv) a notice to be published in newspapers in each Canada and the U.S. The documentation is intended to be used in both the Chapter 11 Proceedings and the *CCAA* Proceedings so that claimants only have to file a single Proof of Claim.

28. To that end, the Applicants are coordinating the Claims Procedure with the Chapter 11 Proceedings in order to develop a common single stream process that will be efficient and non-duplicative, which includes the following:

    a) Prime Clerk will act as claims and noticing agent to mail a claims package (the "**Claims Package**") to each known creditor consisting of a notice (the "**Claims Notice**") which, among other things, will list the classification and amount of such person's claim as of October 31, 2016, based on the Applicants' books and records (the "**Scheduled Claim**"), and will send a blank Proof of Claim by prepaid ordinary mail to each of the known potential claimants listed in the books and records of the Applicants to their last known address within five (5) business days after an order is made by the Court on the Bar Dates Motion (the "**Claims Bar Date Order**");

    b) Prime Clerk will maintain a central registry of all filed Claims;

c) Prime Clerk will arrange for publication of a notice of the Claims Bar Dates (as defined below) in *La Presse* and *The Globe and Mail* in Canada and in *USA Today* and *The Wall Street Journal* in the U.S.; and

d) the use of a "reverse" claims procedure whereby the creditors will not be required to submit a Proof of Claim if they agree with the information provided in the Claims Notice. In the event that a claimant objects to the information in the Claims Notice, including the quantum or classification of such claim, the claimant will have to complete the Proof of Claim and return it to Prime Clerk or to the Monitor on or before the relevant bar date.

29. The Monitor notes that there is an implicit risk in the "reverse" claim process as it may not provide assurance that a claim is accurate in the following circumstances (i) if the creditor does not reside at the address indicated in the Applicants' records, because of a change of address or a recording error, and thus does not receive the notice of the claims bar date; or (ii) if the creditor's claim is lower than the amount listed on the Applicants' records, for any reason, including due to an accounting error. However, the Monitor understands that the Applicants are confident that their records, which have been reviewed by A&M, have been reconciled and are reasonably accurate, that the risk of error is slight and that the efficiency and cost savings expected from the reverse claims process far exceeds the potential for overpayment of a claim. The Monitor believes this assertion is reasonable. The risk listed in (i) above is further mitigated by the broad publication of the Claims Bar Dates and having the relevant information promptly posted on the Monitor's Website.

30. The claims bar dates proposed in the Restructuring Proceedings are as follows (collectively, the "**Claims Bar Dates**"):

a) February 6, 2017, 5:00 p.m. (Eastern time) as a general claims bar date (the "**General Bar Date**);

b) May 1, 2017, 5:00 p.m. (Eastern time) for all claims of a governmental entity for taxes or provided by statute (the "**Governmental Bar Date**");

c) The later of February 6, 2017, 5:00 p.m. (Eastern time) or 30 days after the issuance of a contract repudiation, rejection, disclaimer or resiliation notice, for restructuring claims of parties whose contracts are being disclaimed or resiliated (the "**Rejection Bar Date**"); and,

d) 30 days following the issuance of a notice of an amendment made to a Scheduled Claim for creditors whose Scheduled Claim has been modified due to:

   i. new information having been obtained by the Applicants;

   ii. the payment of pre-filing amounts owing to such creditor as critical vendor or foreign vendor; or,

   iii. other reasonable business considerations.

31. The following parties are not required to file a Proof of Claim:

   a) the Applicants or affiliates thereof, as defined under section 3(2) of the *CCAA*;

   b) any current officer, director or employee of the Applicants for indemnification, contribution or reimbursement;

   c) the Pre-Filing ABL Lenders and the Pre-Filing Term Lenders (as each term is defined in the Initial Order); and

   d) certain ordinary creditors, such as creditors who do not disagree with the amount presented in their Claims Notice, or creditors who have already filed a claim with Prime Clerk or the Monitor or with the U.S. Trustee, or any entity whose claim against an Applicant previously has been allowed by, or paid pursuant to, an order of the Court.

32. The Monitor intends to make the claims information available on the Monitor's Website and to work in collaboration with Prime Clerk to ensure that a proper claims database is developed and maintained by Prime Clerk, for use in both the Chapter 11 Proceedings and the *CCAA* Proceedings.

33. As a result of the procedures developed to date, the Monitor is of the view that claimants should have sufficient information to file claims against the Applicants and that the Claims Bar Dates are reasonable in that they provide sufficient time during which potential claimants may evaluate and submit any claim they may have against the Applicants.

34. Accordingly, the Monitor recommends that this Court approve the Claims Procedure.

35. At this time, the Claims Procedure is limited to the procedures to call for claims, set the Claims Bar Dates and maintain a record of the filed claims. The Applicants intend to seek a further Order from

this Court authorizing procedures with respect to the approval or contestation of claims, the valuation of contingent or unliquidated claims, an appeal process to deal with disputed claims, or any other factor pertaining to the determination of claims in the proceedings. The Monitor intends to continue working with Prime Clerk and with the Applicants' Canadian and U.S. counsel to develop an efficient process to deal with the approval and contestation of claims and valuation of contingent or unliquidated claims, as the case may be.

MECHANICS' LIENS MOTION

36. The Initial Order currently provides that the Applicants may pay amounts due to third parties such as contractors, builders and repairers who may potentially assert liens under applicable law against the Applicants' property, with the Monitor's consent, up to an amount of $3 million in certain circumstances (see paragraph 6(c)(iii) of the Initial Order).

37. The Applicants have determined that the limit set out in the Initial Order is insufficient, in view of the fact that construction work has been performed on a leased property in Van Nuys, California, for which an amount of $3.4 million remains outstanding. The Applicants informed the Monitor that the third party builder to whom the amount is due has filed liens against the property, which constitutes a breach of the lease for the said property. Further, the Applicants have advised that failure to pay the liens perpetually increases their costs and it is in their best interests to pay the lien amounts.

38. The Applicants seek authority to increase the amount that they are allowed to disburse to third parties who may assert a lien, to be authorized to pay an amount of up to $4 million in aggregate, with the Monitor's consent.

39. The rationale for the increase in the amount has been discussed with the Monitor and the Monitor agrees that this request is reasonable.

OVERALL COMMENTS AND CONCLUSIONS

40. The Applicants have filed a motion seeking, among other things, approval of the Claims Procedure and a modification of the amount that can be paid to third party builders, constructors or repairers to avoid their filing liens against the Applicants' property. For the reasons described above, the Monitor supports these requests and recommends that this Court grant the relief sought.

All of which is respectfully submitted this 16th day of December, 2016.

ERNST & YOUNG INC.
In its capacity as the Monitor
in the matter of a proposed plan of compromise or
arrangement of Performance Sports Group Ltd. *et al.*

Per:

Brian M. Denega, CPA, CA, CIRP, LIT
Jean-Daniel Breton, CPA, CA, FCIRP, LIT
Martin Daigneault, CPA, CA, CIRP, LIT
Senior Vice-Presidents

APPENDIX “A”

Appendix "A"

Performance Sports Group Ltd and its Applicant subsidiaries

Budget to Actual results for the 6 weeks ended December 9, 2016

	Compared to Initial Budget			Compared to Initial Budget		
	3 Weeks Ended 12/9/16			6 Weeks Ended 12/9/16		
	Forecast	Actual	Variance	Forecast	Actual	Variance
Cash Receipts:						
Total Receipts	$ 34,701	$ 36,839	$ 2,139	$ 57,800	$ 67,836	$ 10,037
Cash Disbursements:						
Payroll, Benefits and Temps.	(4,387)	(4,973)	(586)	(7,097)	(7,222)	(126)
Finished Goods / Materials	(12,361)	(7,664)	4,697	(21,014)	(9,085)	11,929
Distribution	(736)	(830)	(94)	(1,335)	(1,169)	167
Marketing / R+D (Excl. Labor)	(1,488)	(623)	865	(2,252)	(1,112)	1,140
Freight	(2,246)	(3,237)	(991)	(3,912)	(3,688)	224
Utilities	(119)	(101)	18	(200)	(110)	90
Insurance	(148)	(174)	(26)	(296)	(297)	(1)
Property, Sales and Other Taxes	(1,530)	(677)	853	(1,895)	(1,146)	749
Facilities / Rent / Leases	(531)	(563)	(33)	(1,062)	(651)	411
Other Operating Disbursements	(3,106)	(1,354)	1,753	(5,334)	(2,494)	2,841
Total Operating Disbursements	$ (26,653)	$ (20,197)	$ 6,456	$ (44,397)	$ (26,973)	$ 17,424
Total Operating Cash Flow	$ 8,048	$ 16,643	$ 8,595	$ 13,402	$ 40,863	$ 27,461
Capex	(437)	(86)	351	(959)	(286)	673
Interest Payments	(10,941)	(11,092)	(151)	(11,732)	(11,812)	(80)
Professional Fees	-	(2,833)	(2,833)	-	(2,842)	(2,842)
Other Non-Operating Disbursements	(706)	(137)	569	(1,009)	(255)	754
Total Non-Operating Disbursements	$ (12,084)	$ (14,148)	$ (2,064)	$ (13,700)	$ (15,196)	$ (1,496)
Chapter 11 / CCAA Items:						
Utilities Deposit	-	-	-	(300)	-	300
503b9 Claims	(700)	-	700	(1,167)	-	1,167
Foreign / Critical Vendor Payments	(10,250)	(9,089)	1,161	(17,083)	(9,870)	7,214
Other Chapter 11 / CCAA Prepayments	-	-	-	-	-	-
Shippers and Warehousemen	(1,500)	(405)	1,095	(2,500)	(538)	1,962
KEIP / KERP	-	-	-	-	-	-
Total Chapter 11 / CCAA Items	(12,450)	(9,494)	2,956	(21,050)	(10,408)	10,642
Total Disbursements	$ (51,187)	$ (43,839)	$ 7,348	$ (79,147)	$ (52,577)	$ 26,570
Net Cash Flow	$ (16,486)	$ (7,000)	$ 9,486	$ (21,348)	$ 15,259	$ 36,607
Cash Balance:						
Beginning Cash Book Balance	$ 7,500	$ 6,681	$ (820)	$ 0	$ 3,202	$ 3,201
Net Cash Flow (excl. Draws/Paydowns)	(16,486)	(7,000)	9,486	(21,348)	15,259	36,607
Revolver Draws / (Paydowns)	9,970	2,523	(7,447)	22,332	(16,257)	(38,589)
Delayed Draw DIP Term Loan Draws/(Paydowns)	6,515	4,313	(2,202)	6,515	4,313	(2,202)
Ending Cash Book Balance	7,500	6,517	(983)	7,500	6,517	(983)
Outstanding Checks	-	1,872	1,872	-	1,872	1,872
(A) Ending Cash Bank Balance (Excl. Restricted Cash)	$ 7,500	$ 8,389	$ 889	$ 7,500	$ 8,389	$ 889
Restricted Cash	$ 4,000	$ 4,000	$ -	$ 4,000	$ 4,000	$ -
Ending Cash Bank Balance (incl. Restricted Cash)	$ 11,500	$ 12,389	$ 889	$ 11,500	$ 12,389	$ 889
Ending Prepetition Revolver Balance	$ 103,744	$ 96,485	$ (7,259)	$ 103,744	$ 96,485	$ (7,259)
Ending DIP Revolver Balance	80,132	46,604	(33,528)	80,132	46,604	(33,528)
Letters of Credit	1,001	1,001	(0)	1,001	1,001	(0)
	$ 184,876	$ 144,089	$ (40,787)	$ 184,876	$ 144,089	$ (40,787)
Borrowing Base	$ 184,970	$ 174,334	$ (10,636)	$ 184,970	$ 174,334	$ (10,636)
(B) Effective Availability - Revolving Credit Facility	$ 94	$ 30,245	$ 30,151	$ 94	$ 30,245	$ 30,151
(C) Delayed Draw Term Loan Availability	$ 23,485	$ 25,687	$ 2,202	$ 23,485	$ 25,687	$ 2,202
(A+B+C) Total Availability	$ 31,079	$ 64,321	$ 33,243	$ 31,079	$ 64,321	$ 33,243

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. et al

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

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