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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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 OLD PSG WIND-DOWN LTD., OLD BHR WIND-DOWN CORP., OLD BPSU WIND-DOWN CORP., OLD BPSDS WIND-DOWN CORP., OLD EBS WIND-DOWN CORP., OLD PLG WIND-DOWN CORP., OLD PSGI WIND-DOWN CORP., OLD BHR INC., OLD BH INC., OLD BPSU INC., OLD BPSCI INC., OLD BPSUSH INC., OLD EBS INC., OLD PLG INC., AND OLD PSGI INC.

(Applicants)

MOTION RECORD
(Returnable September 1, 2017)
(Re: Claims Resolution Order)

August 25, 2017

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
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(Applicants)

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TAB 1

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

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(Applicants)

NOTICE OF MOTION
(Returnable September 1, 2017)
(Re: Claims Resolution Order)

Old PSG Wind-down Ltd., Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp., Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc., and Old PSGI Inc. (collectively, the "**Applicants**" or the "**PSG Entities**"), will make a motion to a judge presiding over the Commercial List at 10:00 a.m. on September 1, 2017 at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING:

The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order substantially in the form of the draft Order included at Tab 3 of the Applicants' Motion Record, (the "**Claims Resolution Order**") establishing a procedure for resolving claims against the Canadian Applicants and certain claims which have been filed against both one or more Canadian Applicants and one or more U.S. Applicants.

2. Such further and other relief as this Canadian Court deems just.

THE GROUNDS FOR THE MOTION ARE:

Background

3. On October 31, 2016, the Applicants sought and obtained an Order (as amended and restated, the "**Initial Order**") of the Court (the "**Canadian Court**") providing creditor protection under the *Companies' Creditors Arrangement Act,* R.S.C. 1985, c. C-36, as amended (the "**CCAA**") to facilitate a going-concern sale transaction for the benefit of the Applicants' stakeholders. On the same date, the PSG Entities also filed for creditor protection (together with the CCAA proceedings, the "**Restructuring Proceedings**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**") under Chapter 11 of Title 11 of the U.S. Code (the "**U.S. Bankruptcy Code**");

4. Pursuant to the Initial Order, Ernst & Young Inc. was appointed as monitor (the "**Monitor**") of the Applicants in these CCAA proceedings;

5. On February 6, 2017, after the conclusion of a Court-approved sales process, the Courts issued and entered orders, among other things, naming Peak Achievement Athletics Inc. (f/k/a 9938982 Canada Inc.) or its designate as the successful bidder and approving the stalking horse asset purchase agreement dated October 31, 2016, as amended (the "**Purchase Agreement**") and the contemplated sale transaction;

6. Closing of the transaction contemplated under the Purchase Agreement was announced on February 28, 2017 (the "**Closing**");

7. On August 25, 2017, the Applicants filed a joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors with the U.S. Court, which together with a proposed companion order granted under the CCAA, is contemplated to pay creditors in full without post-filing interest and potentially result in distributions being made to shareholders;

Claims Solicitation

8. On December 19, 2016, the Canadian Court entered the Claims Procedure Order (the "**Claims Procedure Order**") which established a process for soliciting claims against the Applicants;

9. The Court also entered an Order on April 10, 2017 (the "**Employee Claims Procedure Order**") which established a specific process for soliciting claims against the Applicants from the Applicants' former employees;

10. The Claims Procedure Order and Employee Claims Procedure Order established processes for soliciting claims against the Applicants but did not establish a Canadian process for the resolution of any disputed claims;

Claims Resolution

11. The Applicants, in consultation with the Monitor, have continued to review the remaining claims against the Canadian Applicants and believe certain of the claims will need to be disputed or otherwise resolved through a claims resolution process;

12. The proposed Claims Resolution Order sets out that claims filed against the Canadian Applicants, with the exception of the SEC Claim and Securities Law Claims (as such terms are defined in the Claims Resolution Order) and certain claims filed against both Canadian Applicants and U.S. Applicants will be resolved in the CCAA Proceedings, and the remaining claims will be resolved in the Chapter 11 Proceedings in the manner established by the U.S. Bankruptcy Code;

13. The proposed Claims Resolution Order represents a fair and reasonable method for resolving the remaining claims in an efficient manner;

14. The proposed Claims Resolution Order is described the affidavit of Brian J. Fox sworn August 28, 2017 (the "**Fox Affidavit**");

15. The Monitor supports the Claims Resolution Order;

General

16. The provisions of the CCAA, including sections 11 and 20(1) thereof, and the inherent and equitable jurisdiction of this Canadian Court;

17. Rules 1.05, 2.03, 3.02, 5.04 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and

18. Such further and other grounds as counsel may advise and this Canadian Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Fox Affidavit and the Exhibits attached thereto;

2. The Tenth Report of the Monitor, to be filed; and

3. Such further and other materials as counsel may advise and this Canadian Court may permit.

August 25, 2017

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Lawyers for the Applicants

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 OLD PSG WIND-DOWN LTD. ET. AL.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

NOTICE OF MOTION
(RETURNABLE SEPTEMBER 1, 2017)

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Lawyers for the Applicants

TAB 2

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ONTARIO
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(Applicants)

AFFIDAVIT OF BRIAN J. FOX
(Sworn August 28, 2017)

I, BRIAN J. FOX, of the City of Port Washington, in the State of New York, MAKE OATH AND SAY:

1. I am a Managing Director of Alvarez & Marsal North America LLC ("**A&M**") and the Court-appointed Chief Restructuring Officer of Old PSG Wind-down Ltd., Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp., Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc., and Old PSGI Inc. (collectively, the "**Applicants**" or the "**PSG Entities**"). The Applicants which are incorporated under the laws of Canada or one of its provinces are referred to herein as the "**Canadian Applicants**" and the Applicants incorporated under the laws of the United States are referred to as the "**U.S. Applicants**."[1]

[1] The "Canadian Applicants" are Old PSG Wind-down Ltd., Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp. and the "U.S. Applicants" are Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc. and Old PSGI Inc.

2. As a result of my engagement with the Applicants, I have knowledge of the Applicants' former business, operations, properties and finances and as such have knowledge of the matters to which I hereinafter depose.

3. This affidavit is sworn in support of the Applicants' motion seeking an Order (the "**Claims Resolution Order**") establishing a procedure for resolving Canadian Claims against the Canadian Applicants and certain claims which have been filed against both a Canadian Applicant and a U.S. Applicant.

4. Capitalized terms not otherwise defined herein have the meaning ascribed to them in the draft Claims Resolution Order.

A. Background

5. The PSG Entities formerly designed, developed, manufactured, marketed and sold performance sports equipment and accessories for ice hockey, roller hockey, lacrosse, baseball and softball, as well as related apparel.

6. On October 31, 2016, in response to a confluence of significant negative events affecting the Applicants' business and leading to a liquidity crisis, the Applicants sought and obtained an Initial Order (as amended and restated, the "**Initial Order**") of this Court (the "**Canadian Court**") providing creditor protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") to facilitate a going-concern sale transaction for the benefit of the Applicants' stakeholders. On the same date, the Applicants also filed for creditor protection (the "**Chapter 11 Proceedings**") in the U.S. Bankruptcy Court for the District of Delaware (the "**U.S. Court**" and together with the Canadian Court, the "**Courts**") under Chapter 11 of Title 11 of the U.S. Code (the "**U.S. Bankruptcy Code**").

7. Pursuant to the Initial Order, Ernst & Young Inc. was appointed as the monitor (the "**Monitor**") of the Applicants in these CCAA proceedings (the "**CCAA Proceedings**" and together with the Chapter 11 Proceedings, the "**Restructuring Proceedings**").

8. An essential component of the Applicants' restructuring was the going concern sale of substantially all of their assets following a comprehensive marketing and sales process. On November 30, 2016, the Courts issued and entered orders approving a sales process (the "**Sales Process**") to be implemented through these Restructuring Proceedings, including bidding procedures governing the Sales Process and a stalking horse asset purchase agreement dated October 31, 2016, (as amended, the "**Purchase Agreement**") for the sale of substantially all of the Applicants' assets to Peak Achievement Athletics Inc. (f/k/a 9938982 Canada Inc.) or its designate (in either case, the "**Purchaser**").

9. On February 6, 2017, the Courts issued and entered orders, among other things, naming the Purchaser as the successful bidder in the Sales Process and approving the Purchase Agreement and associated sale transaction, and vesting all of the purchased assets in the Purchaser free and clear of any security, claims, charges or other restrictions other than permitted encumbrances.

10. The closing of the sale transaction contemplated under the Purchase Agreement was announced on February 28, 2017 (the "**Closing**").

11. Following the Closing and repayment of their secured debt, the Applicants (and the Monitor on behalf of the Canadian Applicants) have held the net proceeds from the sale and explored various alternatives in respect of distributing the sale proceeds to the Applicants' stakeholders. On August 25, 2017, the Applicants filed a joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors (as revised, modified, amended or restated, the "**Joint Plan**") with the U.S. Court, which together with a proposed companion order granted under the CCAA (the "**CCAA Approval Order**"), is contemplated to pay creditors in full without post-filing interest and potentially result in distributions being made to shareholders. The Applicants expect to return to the Canadian Court in the near term with more information on the process for seeking confirmation of the Joint Plan, the process for seeking the CCAA Approval Order and the substance of the Joint Plan and CCAA Approval Order.

B. Claims Solicitation

12. On December 19, 2016, the Canadian Court entered the Claims Procedure Order (the "**Claims Procedure Order**") which established a process for soliciting claims against the Applicants. A copy of the Claims Procedure Order is attached hereto as Exhibit "**A**". The Court also entered an Order on April 10, 2017 (the "**Employee Claims Procedure Order**") which established a specific process for soliciting claims against the Applicants from certain of the Applicants' former employees. A copy of the Employee Claims Procedure Order is attached hereto as Exhibit "**B**".

13. The Claims Procedure Order and Employee Claims Procedure Order established processes for soliciting claims against the Applicants but did not establish a Canadian process for the resolution of any disputed claims. In the Chapter 11 Proceedings, the Applicants have the authority under the U.S. Bankruptcy Code to object or otherwise resolve any disputed claims and I understand from the Applicants' Canadian and U.S. counsel that, unlike in the CCAA Proceedings, it is unnecessary for the U.S. Court to establish a specific claims resolution process.

14. The bar dates that were established by the Claims Procedure Order and Employee Claims Procedure Order were:

(a) **General Bar Date:** February 6, 2017 at 5:00 p.m. (ET);

(b) **Governmental Unit Bar Date:** May 1, 2017 at 5:00 p.m. (ET);

(c) **Employee Claims Bar Date:** May 17, 2017 at 5:00 p.m. (ET); and

(d) **Restructuring Claim Bar Date:** 30 days after entry of an order approving the rejection of any particular contract or lease, or in the case of a contract or lease rejected in the CCAA Proceedings, 30 days after the effective date of the disclaimer of such contract or lease.

15. Approximately 1792 claims were either filed against the Applicants by the applicable bar dates or were scheduled claims that existed in the Applicants' books and records.

Approximately 691 of these claims were against Canadian Applicants and 1101 were against U.S. Applicants.

16. As previously reported to the Canadian Court, the Applicants have been reviewing and reconciling the proofs of claim that have been filed. A number of proofs of claim and scheduled claims were in respect of claims that were satisfied through post-filing payments by the Applicants or assumption by the Purchaser under the Purchase Agreement. In the Chapter 11 Proceedings, the Applicants previously filed two notices of claims previously satisfied, setting out approximately 1174 of these claims and resolving the claims on a final basis to ensure the Applicants are not required to make any further payments on those claims. Approximately 205 additional proofs of claim have been withdrawn or superseded by another proof of claim and the Applicants are expecting to dismiss these claims from the claim registry in the near term. Of the 413 remaining claims, approximately 216 are against Canadian Applicants.

17. The Applicants, in consultation with the Monitor, have continued to review the remaining claims against the Canadian Applicants and believe certain of the claims will need to be disputed or otherwise resolved through a claims resolution process.

C. Claims Resolution

18. Establishing a process to resolve claims against the Applicants is a necessary step in the Restructuring Proceedings in order to determine the amount of each claim for distribution purposes. The Applicants have worked in consultation with the Monitor and the statutory committee of unsecured creditors (the "**Creditors' Committee**") and statutory committee of equity security holders (the "**Equity Committee**"), both appointed under the U.S. Bankruptcy Code, to develop an efficient manner to resolve the outstanding claims. I am advised by Canadian counsel to the Applicants that the form of Claims Resolution Order resulted following those discussions and the Applicants believe the proposed order represents a fair and reasonable method for resolving the remaining claims in an efficient manner.

19. The proposed Claims Resolution Order sets out that claims filed against the Canadian Applicants, with the exception of the SEC Claim and Securities Law Claims (the

"**Canadian Claims**") and certain claims filed against both Canadian Applicants and U.S. Applicants will be resolved in the CCAA Proceedings, and the remaining claims will be resolved in the Chapter 11 Proceedings in the manner established by the U.S. Bankruptcy Code. Determinations made in either proceeding will be final and binding on the Applicants the applicable Claimant. In order to ensure that a determination under the proposed Claims Resolution Order is final and binding, the Applicants intend to seek recognition or approval of the Claims Resolution Order from the U.S. Court if granted by the Canadian Court.

(i) Canadian Claims

20. The Claims Resolution Order contemplates that the Monitor will review the Canadian Claims and will accept, revise or disallow each Canadian Claim. If the Monitor revises or disallows a Canadian Claim, the Monitor will send a notice of revision or disallowance (a "**Notice of Revision or Disallowance**") to the Claimant setting out the reasons that the Canadian Claim was revised or disallowed. The Claimant will have 21 calendar days to serve a notice of dispute (a "**Notice of Dispute**") on the Monitor and the Applicants if the Claimant intends to dispute the amount of the claim specified in the Notice of Revision or Disallowance. If a Notice of Dispute is not filed within the 21 day period, the Canadian Claim will be revised to the amount set out in the Notice of Revision or Disallowance on a final basis.

(ii) Cross-Border Claims

21. There are a number of claims where multiple Applicants may be jointly liable for the claim. In certain instances, a Claimant has filed a proof of claim against both a Canadian Applicant and U.S. Applicant. The Claims Procedure Order required Claimants to file separate proofs of claim against each Applicant for claims asserted against two or more Applicants.

22. In order to determine these "cross-border" claims in an efficient manner and without duplication of efforts, the Claims Resolution Order provides that the Monitor may accept, revise or disallow claims filed against U.S. Applicants ("**U.S. Claims**") that have a corresponding Canadian Claim, with consent of the Applicants and in consultation with the Creditors' Committee and Equity Committee. Similarly, the Monitor may decline to resolve

Canadian Claims that have a corresponding U.S. Claim, with consent of the Applicants and in consultation with the Creditors' Committee and Equity Committee. In considering whether to resolve these cross-border claims in the CCAA Proceedings or in the Chapter 11 Proceedings, the Monitor and the Applicants will consider the location of the Claimant, the nexus of the claim to Canada or the United States and any governing law clause in any agreement to which the claim relates, among other factors.

23. Resolution of a cross-border claim in either the CCAA Proceedings or the Chapter 11 Proceedings will be final and binding as against the Applicants and the Claimant for all purposes and in both of the Restructuring Proceedings.

(iii) Claims Officer

24. The Claims Resolution Order contemplates that if it becomes necessary, the Monitor, in consultation with the Applicants and the Creditors' Committee, may appoint a claims officer (the "**Claims Officer**") to determine the validity or quantum of any Canadian Claim for which the Claimant has filed a Notice of Dispute (a "**Disputed Canadian Claim**"). The Monitor may refer a Disputed Canadian Claim to the Claims Officer at any time and may also attempt to resolve or settle the Disputed Canadian Claim before referring the Disputed Canadian Claim to the Claims Officer.

25. If the Claims Officer makes a determination in respect of a Disputed Canadian Claim, the Claims Resolution Order provides the Applicants, the Monitor and the Claimant with a right of appeal to the Canadian Court. Any appeal from a decision of the Claims Officer must be made by a motion to the Canadian Court within 10 calendar days of receipt of the Claims Officer's reasons.

(iv) Statutory Limits under the U.S. Bankruptcy Code

26. The Claims Resolution Order provides that the statutory limits to claim amounts set out in U.S. Bankruptcy Code shall apply to Canadian Claims and the Monitor shall be authorized to revise any Canadian Claim accordingly. The two primary limits to claim amounts in the U.S. Bankruptcy Code are provided for in sections 502(b)(6) and 502(b)(7), which are excerpted and attached hereto as Exhibit "**C**".

27. Section 502(b)(6) of the U.S. Bankruptcy Code caps the amount of a claim resulting from termination of a lease of real property at the greater of (i) one year of rent under the lease; and (b) 15 percent of remaining amount due under the term of the lease, but not to exceed three years of rent. Section 502(b)(7) of the U.S. Bankruptcy Code limits a terminated employee's claim for damages under an employment contract to no more than one year's future compensation plus past due compensation.

28. The Applicants believe that compliance with the caps is reasonable in the circumstances as the Canadian Applicants are debtors in the Chapter 11 Proceedings and failure to cap the claim amounts would result in non-compliance with the U.S. Bankruptcy Code. I understand the Monitor will report to the Canadian Court on the impact of the statutory limits on Canadian Claimants in its report to be filed in connection with this motion for the Claims Resolution Order.

(v) Securities Law Claims

29. There have been two claims filed against Old PSG Wind-down Ltd. in respect of an outstanding securities class action lawsuit. One proof of claim was filed on behalf of the individual representative plaintiff and another on behalf of the purported class of Claimants. The alleged class has not been certified and no motion has ever been filed seeking class certification.

30. The proposed Claims Resolution Order provides that the Applicants, in consultation with the Monitor, with the consent of the Equity Committee, may determine whether the Securities Law Claims will be adjudicated in either the CCAA Proceedings under the Claims Resolution Order or the Chapter 11 Proceedings, or jointly by the Canadian Court and the U.S. Court.

Nashville State of Tennessee SWORN BEFORE ME at the City of ~~New York, State of New York~~, on August 28, 2017. ~~Commissioner for Taking Affidavits~~ Notary Public, Davidson County, TN TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN. Commission exp 8/20/19	BRIAN J. FOX

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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 OLD PSG WIND-DOWN LTD. ET. AL.

ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

AFFIDAVIT OF BRIAN J. FOX
(SWORN AUGUST 28, 2017)

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Lawyers for the Applicants

EXHIBIT "A"

EXHIBIT "A"

referred to in the Affidavit of

BRIAN J. FOX

Sworn August 28, 2017

Commissioner for Taking Affidavits

ERIN S. CHEGWIDDEN
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

Comisson exp 8/20/19

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 19th
	)	
JUSTICE NEWBOULD	)	DAY OF DECEMBER, 2016

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.

(the "**Applicants**")

CLAIMS PROCEDURE ORDER

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order approving the procedures and bar dates described in the affidavit of Brian J. Fox sworn December 9, 2016 (the "**Fox Affidavit**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fox Affidavit and the Exhibits thereto and the third report of Ernst & Young Inc. in its capacity as Court-appointed monitor (the "**Monitor**") to the Applicants, and on hearing the submissions of counsel for the Applicants, the Monitor, Sagard Capital Ltd., Fairfax Financial Holdings Limited, and the Official Committee of Unsecured Creditors, no one appearing for any other party although duly served as appears from the affidavit of service of Vlad A. Calina, sworn December 9, 2016, filed,

DEFINITIONS

1. **THIS COURT ORDERS** that for purposes of this Order the following terms shall have the following meanings:

(a) "**ABL Lenders**" means the lenders party to the the credit agreement dated April 15, 2014 in the principal amount of $200 million;

(b) "**Amended Schedules Bar Date**" means the later of: (i) the Claims Bar Date; and (ii) 30 days after the date that a Claimant is served with notice that an Applicant has amended or supplement its Schedules to reduce the undisputed, non-contingent or liquidated amount of its Claim or to change the nature and classification of its Claim;

(c) "**Applicants**" means Performance Sports Group Ltd. ("**PSG**") and the other entities listed on Schedule "A";

(d) "**Business Day**" means a day, other than a Saturday or Sunday, on which banks are generally open for business in Toronto, Ontario;

(e) "**Canadian Filing Date**" means October 31, 2016;

(f) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

(g) "**CCAA Proceedings**" means the within proceedings;

(h) "**Chapter 11 Proceedings**" means the proceedings commenced on October 31, 2016 by the Applicants under U.S. Bankruptcy Code in the U.S. Court;

(i) "**Claim**" means any right or claim of any Person against one or more of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the Applicants, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the repudiation by an Applicant of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which existed on the Canadian Filing Date, together with any other claims of any kind that, if unsecured, would constitute a debt provable in bankruptcy within the meaning of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;

(j) "**Claimant**" means a Person asserting a Claim;

(k) "**Claims Bar Date**" means February 6, 2017 at 5:00 p.m. (Eastern Time), or such other date as may be ordered by the Court;

(l) "**Claims Notice**" means the document setting out the Claim a Known Claimant has against the company, as determined by the Company with the assistance of the Monitor (and its other professional advisors).;

(m) "**Claims Package**" means the document package which shall include a copy of the Instruction Letter, a Claims Notice, blank Proof of Claim and such other materials as the Applicants consider necessary or appropriate;

(n) "**Claims Procedure**" means the procedures outlined in this order in connection with the assertion of Claims or Restructuring Claims against one or more of the Applicants as set out by subsequent order of this Court and as amended or supplemented by the same;

(o) "**Court**" means the Ontario Superior Court of Justice (Commercial List);

(p) "**Director**" means any Person who is or was, or may be deemed to be or have been, a director of an Applicant;

(q) "**Disclaimed Contract**" means any agreement terminated, repudiated or disclaimed pursuant to either section 365 of the U.S. Bankruptcy Code or section 32 of the CCAA;

(r) "**Government Agency**" means any federal, provincial, state or local government, agency or instrumentality thereof or similar entity, howsoever designated or constituted exercising executive, legislative, judicial, regulatory or administrative functions in Canada, the United States, or elsewhere;

(s) "**Government Claims Bar Date**" means May 1, 2017 at 5:00 p.m. (Eastern Time), or such other date as may be ordered by the Court;

(t) "**Instruction Letter**" means the letter regarding completion of a Proof of Claim, which letter shall be substantially in the form attached hereto as Schedule "C";

(u) "**Intercompany Claims**" means any Claim or Restructuring Claim of the Applicants or any other affiliate of PSG against an Applicant or any other affiliate of PSG;

(v) **"Interest"** means any stock in PSG or any warrants, rights to purchase, sell or subscribe to any such stock;

(w) **"Interest Holder"** means any person holding an Interest;

(x) "**Known Claimants**" means Claimants which the books and records of the Applicants disclose were owed money by the Applicants as of the Canadian Filing Date which obligation remains unpaid in whole or in part;

(y) "**Monitor**" means Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants;

(z) "**Notice to Creditors**" means the notice substantially in the form attached hereto as Schedule "B";

(aa) "**Officer**" means any Person who is or was, or may be deemed to be or have been, an officer of an Applicant;

(bb) "**Person**" means any individual, partnership, firm, joint venture, trust, entity, corporation, body corporate, unincorporated association or organization, trade union, employee or other association, Government Agency, or similar entity, howsoever designated or constituted and any individual or other entity owned or controlled by or which is the agent of any of the foregoing;

(cc) "**Plan**" means any Plan of Compromise or Arrangement filed by one of more of the Applicants pursuant to the CCAA;

(dd) "**Prime Clerk**" means Prime Clerk LLC;

(ee) "**Proof of Claim**" means the form to be completed and filed by a Claimant setting forth its purported Claim or Restructuring Claim, which proof of claim shall be substantially in the form attached hereto as Schedule "D";

(ff) "**Restructuring Claim**" means any right or claim of any Person against one or more of the Applicants arising as a result of or in connection with the repudiation, termination or restructuring by the Applicants of any contract, lease or other agreement after the Canadian Filing Date;

(gg) "**Restructuring Claims Bar Date**" means the later of: (i) the Claims Bar Date (or with respect to a Government Agency, the Government Claims Bar Date); and (ii) with respect to the Chapter 11 Proceedings, 30 days after the entry of a rejection order in the U.S. Court approving the termination of the agreement, and with respect to the CCAA Proceeding, 30 days after the effective date of the disclaimer notice sent by the applicable Applicant in respect of a Disclaimed Contract;

(hh) "**Schedules**" means the schedules and statements prepared from the books and records of the Applicants setting forth, *inter alia*, lists of claims asserted against the Applicants, posted on Prime Clerk's website (https://cases.primeclerk.com/PSG/) and the Monitor's website (www.ey.com/ca/psg);

(ii) "**Term Loan Lenders**" means the lenders party to the term loan credit agreement dated as of April 15, 2014 in the principal amount of $450 million;

(jj) "**UCC**" means the Official Committee of Unsecured Creditors in the Chapter 11 Proceedings;

(kk) "**U.S. Bankruptcy Code**" means Chapter 11 of title 11 of the United States Bankruptcy Code;

(ll) "**U.S. Bar Dates Order**" means the order entered in the Chapter 11 Proceedings (i) establishing bar dates for filing claims and (ii) approving the form and manner of notice thereof;

(mm) "**U.S. Claims Procedure**" means the claims process approved by the U.S. Court to be conducted within the Chapter 11 Proceedings in respect of the Applicants;

(nn) "**U.S. Court**" means the United States Bankruptcy Court for the District of Delaware; and

(oo) "**U.S. Proof of Claim**" means a proof of claim filed in the U.S. Claims Procedure.

NOTICE OF CLAIMS

2. **THIS COURT ORDERS** that the Prime Clerk shall cause a Claims Package to be sent to:

(a) all known holders of Claims or potential Claims, including all entities listed in the Schedules as potentially holding claims;

(b) the office of the United States Trustee for the District of Delaware;

(c) counsel to the UCC;

(d) all parties that have requested notice in the Chapter 11 Proceedings pursuant to U.S. Bankruptcy Rule 2002 as of the date of the entry of the U.S. Bar Dates Order;

(e) all parties that are on the service list or have served notices of appearance in the CCAA Proceedings as of the date of this Order;

(f) all counterparties to executory contracts with, and unexpired leases of, the Applicants;

(g) all parties to litigation with the Applicants;

(h) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions (including all Canadian jurisdictions) in which the Applicants conduct business;

(i) all relevant state, provincial and federal attorneys general;

(j) all holders of record of any Interests in any of the Applicants as of the date of the U.S. Bar Date Order, provided, however, Interest Holders who want to assert claims against the Applicants that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in this order applies; and

(k) such additional persons and entities as deemed appropriate by the Applicants;

by regular prepaid mail within five Business Days of the date of this Order.

3. **THIS COURT ORDERS** that Prime Clerk shall cause the Notice to Creditors to be placed in *The Globe and Mail* (National Edition), the international edition of the *Wall Street Journal,* the national edition of *USA Today* and *La Presse* (Saturday edition) for one day in each of the two weeks following the date of this Order.

4. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Creditors and the Claims Package to be posted on the Monitor's website (at www.ey.com/ca/psg) within three days of the date of this Order.

5. **THIS COURT ORDERS** that Prime Clerk shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

6. **THIS COURT ORDERS** that, in the event that the Monitor believes that any action taken by an Applicant may give rise to a Restructuring Claim, or the Monitor is advised by any

Person that such Person believes it has a Restructuring Claim, Prime Clerk shall thereafter cause a copy of the Claims Package to be sent to the Claimant.

FILING OF PROOFS OF CLAIM

Claims

7. **THIS COURT ORDERS** that every Claimant disputing the Claim set out in the Claims Notice shall complete a Proof of Claim and deliver that Proof of Claim to Prime Clerk so that it is actually received by no later than the Claims Bar Date (or with respect to a Government Agency, the Government Claims Bar Date).

8. **THIS COURT ORDERS** that, for a Claimant to validly file a Proof of Claim the Claimant must: (i) include a signed original copy of a completed Proof of Claim together with accompanying documents as required to prove the amount claimed; and (ii) upload the Proof of Claim using the electronic interface on the website maintained by Prime Clerk for the Chapter 11 Proceedings or deliver the Proof of Claim to Prime Clerk by courier service, hand delivery or regular mail. A Proof of Claim is deemed to be filed on the date when received by Prime Clerk through one of the approved delivery methods set out herein. A Proof of Claim may not be delivered by facsimile or electronic mail.

9. **THIS COURT ORDERS** that any Claimant asserting a Claim against two or more Applicants must file a separate Proof of Claim with respect to each such Applicant and identify the particular Applicant against which a Claim is asserted. If a Claimant lists more than one Claimant on any one Proof of Claim, the Claim will be deemed to have been asserted only against the first-listed Applicant.

10. **THIS COURT ORDERS** that any Claimant (a) (i) whose Claim or Restructuring Claim is listed on the Schedules; (ii) whose Claim or Restructuring Claim is not listed as contingent, unliquidated or disputed; and (iii) who does not dispute the classification or amount of the Claim or Restructuring Claim as set forth in the Schedules; or (b) whose Claim has previously been allowed by, or paid pursuant to, an order of this Court or the U.S. Court; or (c) who has already filed a signed Proof of Claim against the applicable Applicant(s), in a form substantially similar to the Proof of Claim, with the clerk of the U.S. Court, Prime Clerk, or the Monitor is not

required to deliver a Proof of Claim in respect of such listed Claim or Restructuring Claim by the Claims Bar Date, the Government Claims Bar Date or the Restructuring Claims Bar Date, as applicable.

11. **THIS COURT ORDERS** that, in addition to those Claimants listed in paragraph 10, the following Claimants shall not be required to deliver a Proof of Claim by the Claims Bar Date, the Government Claims Bar Date, or the Restructuring Claims Bar Date, as applicable: (a) any Applicant, affiliated company of the Applicants (as such term is defined in section 3(2) of the CCAA) or any non-debtor affiliate of the Applicants (as such term is defined in section 101(2) of the U.S. Bankruptcy Code); (b) any of the Applicants' current officers, directors or employees having a Claim for indemnification, contribution or reimbursement; (c) the ABL Lenders; and (d) the Term Loan Lenders.

12. **THIS COURT ORDERS** that, subject to paragraph 13, any Claimant (i) whose Claim or Restructuring Claim is not listed on the Schedules; or (ii) whose Claim or Restructuring Claim is listed as contingent, unliquidated or disputed, or (iii) who disputes the amount or classification of the Claim on the Schedules, is required to deliver a Proof of Claim in respect of such Claim or Restructuring Claim by the Claims Bar Date, the Government Claims Bar Date or the Restructuring Claims Bar Date, as applicable, failing which such Claim or Restructuring Claim will be barred in accordance with either paragraph 16 or 20, as applicable.

13. **THIS COURT ORDERS** that if, after the date of this Order, the Schedules are amended or supplemented (in consultation with the Monitor) (a) to reduce the non-contingent, liquidated or undisputed amount of a Claim or Restructuring Claim, (b) to change the nature or characterization of a Claim or Restructuring Claim, or (c) to add a new Claim or Restructuring Claim to the Schedules, the affected Claimant may file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled Claim or Restructuring Claim in accordance with the procedures described herein so that it is received by Prime Clerk on or before the later of (i) the Claims Bar Date, the Government Claims Bar Date or Restructuring Claims Bar Date, or (ii) thirty (30) days after the Claimant is given notice of the applicable amendment or supplement to the Schedules. The Applicants shall cause notice of any such amendment or supplement to be provided to the applicable Claimant and to the Monitor and shall provide the Monitor with revised Schedules for posting on its website.

14. **THIS COURT ORDERS** that to the extent that a Claimant submits a proof of claim to the Monitor by the applicable Bar Date, such proof of claim will be forwarded to Prime Clerk for inclusion on the Applicants' official claims register and shall be deemed timely filed. The Monitor shall forward all copies of proofs of claim received to Prime Clerk (whether or not timely filed) and the Applicants shall cause copies of any U.S. Proofs of Claim against the Applicant(s) filed in accordance with the U.S. Claims Procedure to be made available to the Monitor.

15. **THIS COURT ORDERS** that any Claimant who has complied with the requirements of the U.S. Claims Procedure shall not have its Claim or Restructuring Claim, as applicable, barred and extinguished as a consequence of failing to comply with paragraphs 16 or 20, as applicable.

16. **THIS COURT ORDERS** that, any Claimant who:

(a) is a Known Claimant and does not file a Proof of Claim in respect of a Claim or Restructuring Claim as set forth in the Schedules has been deemed to accept the amount set out in the Claims Notice in accordance with paragraph 10 and shall be forever barred, estopped and enjoined from asserting or enforcing any Claim of a different classification or in excess of the listed amount against any of the Applicants and any such different or greater claim shall be forever extinguished without any further act or notification by the Applicants;

(b) is not a Known Claimant and does not deliver a Proof of Claim in respect of a Claim in accordance with paragraph 12:

(i) shall be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Applicants and the Applicants shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants;

(ii) shall not be entitled to participate as a Claimant in these proceedings or receive any further notice in respect of these proceedings, the Claims Procedure or any Plan;

(iii) 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 Claim; and

17. **THIS COURT ORDERS** that the Applicants shall retain the right to: (a) dispute, or assert offsets of defences against, any filed proofs of claim, or any claim listed or reflected in the Schedules, as to nature, amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Applicants subsequently amend or supplement the Schedules, the Applicants shall give notice of any amended Schedules to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amended Schedules. Notwithstanding the foregoing, nothing contained herein shall preclude the Applicants from objecting to any claim, whether scheduled or filed, on any grounds.

Restructuring Claims

18. **THIS COURT ORDERS** that every Claimant asserting a Restructuring Claim against an Applicant shall set out its aggregate Restructuring Claim in a Proof of Claim and deliver that Proof of Claim so that it is received by Prime Clerk no later than the Restructuring Claims Bar Date.

19. **THIS COURT ORDERS** that paragraphs 7 to 17 apply to Proofs of Claim delivered in respect of Restructuring Claims with any modification as circumstances require to apply to a Restructuring Claim.

20. **THIS COURT ORDERS** that any Claimant who does not deliver a Proof of Claim in respect of a Restructuring Claim in accordance with paragraph 18 shall be forever barred from asserting such Restructuring Claim against any of the Applicants and such Restructuring Claim shall be forever extinguished and any holder of such Restructuring Claim shall not be entitled to participate as a Claimant 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 Restructuring Claim.

DETERMINATION OF CLAIMS AND RESTRUCTURING CLAIMS

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

GENERAL PROVISIONS

22. **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.

23. **THIS COURT ORDERS** that any Claim or Restructuring Claim denominated in any currency other than U.S. dollars shall, for the purposes of this Order, be converted to and shall constitute obligations in U.S. dollars, such calculation to be effected using the Wall Street Journal rate as at the Canadian Filing Date (Canadian dollar claims are to be converted at the rate of CDN $1.3410 = US $ 1.00).

24. **THIS COURT ORDERS** that the Applicants, with the assistance of the Monitor, are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any forms delivered hereunder are completed and executed, and may waive strict compliance with the requirements of this Claims Procedure Order as to the completion and execution of such forms.

25. **THIS COURT ORDERS** that notwithstanding any other provisions of this Claims Procedure Order, the solicitation by the Applicants or the Monitor of Claims and the filing by any Claimant of any Claims shall not, for that reason only, grant any Person any standing in these proceedings.

26. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the matters described herein, and is hereby authorized and directed to take

such other actions and fulfill such other roles as are contemplated by this Order and such other roles in keeping with its position as an officer of this Court.

27. **THIS COURT ORDERS** that nothing set out in this Order be interpreted as limiting the role of the Monitor in any way or otherwise restricting powers of the Monitor in connection with the procedure set out in this or any other or further order of this Court.

28. **THIS COURT ORDERS** that any notice or other communication to be given in connection with this Order by the Applicants or the Monitor to a Claimant, other than the Notice to Creditors to be published as provided in paragraph 2 herein, shall be in writing. Such notice or other communication will be sufficiently given to a Claimant if given by prepaid ordinary mail, by courier, by delivery or by facsimile transmission or electronic mail to the Claimant to such address, facsimile number or e-mail address appearing in the books and records of the Applicants or in any Proof of Claim filed by the Claimant. Any such notice or other communication, (a) if given by prepaid ordinary mail, shall be deemed received on the third (3rd) Business Day after mailing within Ontario, the fifth (5th) Business Day after mailing elsewhere within Canada or to the United States and the tenth (10th) Business Day after mailing internationally; (b) if given by courier or delivery shall be deemed received on the next Business Day following dispatch; (c) if given by facsimile transmission or electronic mail before 5:00 p.m. on a Business Day shall be deemed received on such Business Day; and (d) if given by facsimile transmission or electronic mail after 5:00 p.m. on a Business Day shall be deemed received on the following Business Day.

29. **THIS COURT ORDERS** that in the event that the day on which any notice or communication required to be delivered pursuant to the Claims Procedure is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.

30. **THIS COURT ORDERS** that if, during any period during which notices or other communication are being given pursuant to this Order a postal strike or postal work stoppage of general application should occur, such notices or other communications then not received or deemed received shall not, absent further Order of this Court, be effective. Notices and other communications given hereunder during the course of any such postal strike or work stoppage

of general application shall only be effective if given by electronic mail, courier, delivery or facsimile transmission in accordance with this Order.

31. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this order.

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

DEC 19 2016

PER / PAR:

Schedule A

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.

Schedule B

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., *et al.*,[1]	)	Case No. 16-12373 (KJC)
Debtors.	)	(Jointly Administered)

NOTICE 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 CREDITORS OF THE ABOVE-CAPTIONED ENTITIES (COLLECTIVELY, THE "DEBTORS"):

On [__________], 2016, 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 "Bar Date Orders") establishing certain claims bar dates.

[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.

Pursuant to the Bar Date Orders, the Courts established February 6, 2017 at 5:00 p.m., Eastern Time as the general bar date (the "General Bar Date") for filing prepetition claims in the Debtors' chapter 11 cases (the "Chapter 11 Cases") and the Canadian Proceedings (the "Canadian Proceeding").

As used in this Notice, the term "entity" includes a person, estate, trust, or governmental unit. In addition, the term "persons" includes an individual, partnership, and corporation, and the term "governmental units" means the United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a chapter 11 case); a State; a Commonwealth; a District; a Territory; a US or Canadian municipality; a provincial government; the Canadian federal government; a Canadian governmental authority; a foreign state; or other foreign or domestic government , respectively.

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".

THE BAR DATES

The Bar Date Orders established the following bar dates for filing claims in these Chapter 11 Cases and the Canadian Proceedings (the collectively, the "Bar Dates"):

a. The General Bar Date. Pursuant to the Bar Date Orders, except as described below, all entities holding claims against the Debtors, whether secured, preferred, unsecured non-priority, unsecured priority claim or otherwise entitled to special treatment under applicable US or Canadian law in connection with the Chapter 11 Cases or the Canadian Proceedings that arose before October 31, 2016 (the "Petition Date") must file proofs of claim by the General Bar Date of February 6, 2017 at 5:00 p.m. Eastern Time. All other administrative claims (such as a claim under section 503(b) of the Bankruptcy Code) must be asserted by separate requests for payment and will not be deemed proper if made by proof of claim.

a. The Governmental Bar Date. Pursuant to the Bar Date Orders, except as described below, all governmental units holding claims (whether secured, preferred, unsecured non-priority, unsecured priority claim or otherwise entitled to special treatment under applicable US or Canadian law in connection with the Chapter 11

Cases or the Canadian Proceedings) against the Debtors that arose before the Petition Date must file proofs of claim by the Governmental Bar Date of May 1, 2017 at 5:00 p.m. Eastern Time.

b. The Rejection Bar Date. Any entity whose claims arise out of the (i) Court approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan in the applicable Debtor's case, or (ii) the disclaimer by a Debtor of a contract pursuant to section 32 of the CCAA, must file a proof of claim on or before the later of the applicable deadline (i) the General Bar Date; or (ii) in the Chapter 11 Cases, 30 days after the entry of the order providing for the rejection of such executory contract or unexpired lease in the Chapter 11 Cases; or (iii) in the Canadian Proceeding, 30 days after the effective date of the disclaimer by a Debtor in accordance with section 32 of the CCAA. The later of these dates is referred to in this notice as the "Rejection Bar Date."

c. The Amended Schedules Bar Date. If, subsequent to the mailing date of this notice, a Debtor amends or supplements its Schedules of Assets and Liabilities (the "Schedules") to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a claim against a Debtor reflected therein, any affected entities that dispute such amendments or supplements to the Schedules (such Schedules, the "Amended Schedules") are required to file a proof of claim or amend any previously filed proof of claim in respect of the Amended Schedules claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable Amended Schedules is served on the claimant. The later of these dates is referred to in this notice as the "Amended Schedule Bar Date."

FILING CLAIMS

1. WHO MUST FILE

Subject to the terms described above for holders of claims subject to the Governmental Bar Date, Rejection Bar Date, and the Amended Schedules Bar Date, the following entities **MUST** file proofs of claim on or before the General Bar Date:

a. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any distribution in any of these Chapter 11 Cases or Canadian Proceedings; and

b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed in a classification or amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules.

2. WHAT TO FILE

Prepetition Claims

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").

3. WHEN AND WHERE TO FILE

Entities must file each Proof of Claim Form so they are received on or before the applicable Bar Dates, (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 Proceeding. If you want to receive acknowledgement of Prime Clerk's receipt of a proof of claim, you must submit, by the applicable Bar Date and concurrently with submitting your original proof of claim, (i) a copy of

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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.

4. ENTITIES NOT REQUIRED TO FILE A CLAIM

The Bar Date Orders further provide that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date need not file claims in these cases:

a. any entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to the form enclosed herewith and attached to the Motion as **Exhibit B** with: (i) the Clerk of the Bankruptcy Court for the District of Delaware, the Monitor or (iii) the Debtors' claims and noticing agent, Prime Clerk;

b. any entity (i) whose claim against a Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules or Amended Schedules and (ii) agrees with the nature, classification and amount of its claim as identified in the Schedules or Amended Schedules;

c. any entity whose claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Courts;

d. any Debtor or any of their non-debtor affiliates (as such term is defined in section 101(2) of the Bankruptcy Code) or an entity related to any Debtor as such term is defined under section 3(2) of the CCAA, as applicable;

e. any current officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;

f. the Prepetition ABL Lenders; and

g. the Prepetition Term Loan Lenders.

NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST

Any entity holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of: (a) common stock in Performance Sports Group Ltd.; or (b) warrants or rights to purchase, sell or subscribe to such stock (any such stock or aforementioned right related thereto being referred to herein as an "Interest"), need not file a proof of claim or proof of interest on or before the General Bar Date on account of such Interest; *provided*, *however*, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in this motion applies.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

Entities that fail to properly file a Proof of Claim Form by the applicable Bar Date shall be barred, estopped and enjoined from: (a) asserting any prepetition claim against the Debtors that such entity may possess and that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules or Amended Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature, classification or priority than any claim identified in the Schedules or Amended Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an "Unscheduled Claim"); and (b) voting upon, or receiving distributions under, any plan of reorganization or arrangement in these Chapter 11 Cases or Canadian Proceedings in respect of an Unscheduled Claim.

RESERVATION OF RIGHTS

The Debtors retain the right to: (i) dispute, or assert offsets or defenses against, any filed proofs of claim, 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.

[Remainder of this page intentionally left blank]

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 Bar Date Order and other information regarding the Debtors' Chapter 11 Cases are available for inspection free of charge on Prime Clerk's website at: https://cases.primeclerk.com/PSG/Home-Index.

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

_______________, 2016

BY ORDER OF THE COURTS

01:20612167.1

6659225 v1

Schedule C

Instructions for Proof of Claim

United States Bankruptcy Court and Ontario Superior Court of Justice (Commercial List) 12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

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

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**

- **Fill in the caption at the top of the form.**

- **If the claim has been acquired from someone else, then 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 any supporting documents to this form.**
  Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

  Also attach redacted 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 attach original documents because attachments may be destroyed after scanning.**

- **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 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 bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.

CCAA: Companies' Creditors Arrangement Act (Canada)

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy, whether secured, preferred, unsecured priority, unsecured nonpriority, or otherwise entitled to special treatment under applicable U.S. or Canadian law. A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy.

Debtor: A person, corporation, or other entity who is in bankruptcy. 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, such as a mortgage, lien, certificate of title, or financing statement.

Information that is 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 the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under applicable U.S. or Canadian law. These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages, source deductions, employee wage claims up to prescribed limits, and certain governmental claims entitled to priority by statute.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

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.

Secured claim: A claim backed by a lien 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 property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist.
Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

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, or the debtor. 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 Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

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

Schedule D

United States Bankruptcy Court, District of Delaware, Ontario Superior Court of Justice - Court File No. CV-16-11582-OOCL

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

- ❑ BPS US Holdings Inc. (Case No. 16-12373)
- ❑ Bauer Hockey, Inc. (Case No. 16-12374)
- ❑ Easton Baseball / Softball Inc. (Case No. 16-12375)
- ❑ Bauer Hockey Retail Inc. (Case No. 16-12376)
- ❑ Bauer Performance Sports Uniforms Inc. (Case No. 16-12377)
- ❑ Performance Lacrosse Group Inc. (Case No. 16-12378)
- ❑ BPS Diamond Sports Inc. (Case No. 16-12379)
- ❑ PSG Innovation Inc. (Case No. 16-12380)
- ❑ Performance Sports Group Ltd. (Case No. 16-12381)
- ❑ KBAU Holdings Canada, Inc. (Case No. 16-12382)
- ❑ Bauer Hockey Retail Corp. (Case No. 16-12383)
- ❑ Easton Baseball / Softball Corp. (Case No. 16-12384)
- ❑ PSG Innovation Corp. (Case No. 16-12385)
- ❑ Bauer Hockey Corp. (Case No. 16-12386)
- ❑ BPS Canada Intermediate Corp. (Case No. 16-12387)
- ❑ BPS Diamond Sports Corp. (Case No. 16-12388)
- ❑ Bauer Performance Sports Uniforms Corp. (Case No. 16-12389)
- ❑ 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. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a request for payment of an administrative expense or an expense relating to goods delivered or services rendered after the petition date. Make such a request according to 11 U.S.C. § 503.

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.

Fill in all the information about the claim as of October 31, 2016.

❑ **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 ________ **Where should payments to the creditor be sent? (if different)** 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): _
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?

$__________________

❑ USD

❑ CDN

Does this amount include interest or other charges?

❑ No

❑ 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.** $__________

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?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- ☐ No
- ☐ Yes. *Check one:*

Under U.S. law:

	Amount entitled to priority
☐ 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, 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.	$____________

* 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.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

- ☐ No
- ☐ Yes. **Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.** $____________

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 ______________

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

CLAIMS PROCEDURE ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Peter F.C. Howard LSUC#: 22056F
Tel: (416) 869-5613

Kathryn Esaw LSUC#: 58264F
Tel: (416) 869-5230
Fax: (416) 947-0866

Vlad A. Calina LSUC# 69072W
Tel: (416) 869-5202
Fax: (416) 947-0866

Lawyers for the Applicants

EXHIBIT “B”

EXHIBIT "B"

referred to in the Affidavit of

BRIAN J. FOX

Sworn August 28, 2017

Commissioner for Taking Affidavits

ERIN S. CHEGWIDDEN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

Comisson exp 8/20/19

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 10TH
	)	
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 "**CCAA**") 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:

6700136 v2

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., *et al.*,[1]	)	Case No. 16-12373 (KJC)
Debtors.	)	(Jointly Administered)

<u>NOTICE TO EMPLOYEES OF BAR DATES FOR FILING CLAIMS</u>

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 "<u>DEBTORS</u>") AS OF OCTOBER 31, 2016 (THE "<u>PETITION DATE</u>") 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' 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

BY ORDER OF THE COURTS

_______________, 2017

Schedule "B" – Employee Proof of Claim

Attached

United States Bankruptcy Court, District of Delaware, Ontario Superior Court of Justice Court File No. CV-16-11582-OOCL

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

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

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

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):

__ __

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?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- ☐ No
- ☐ Yes. *Check one:*

Under U.S. law: — **Amount entitled to priority**

- ☐ 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. $________

* 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.

13. Is all or part of the claim an administrative expense entitled to administrative priority?

- ☐ No
- ☐ Yes.

Amount entitled to administrative priority $________

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

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Fax: (416) 947-0866

Lawyers for the Applicants

6700136 v2

EXHIBIT “C”

EXHIBIT "C"

referred to in the Affidavit of

BRIAN J. FOX

Sworn August 28, 2017

Commissioner for Taking Affidavits

ERIN S. CHEGWIDDEN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

Commission Exp 8/20/19

United States Bankruptcy Code

2017 Edition

Section 502 – Allowance of claims or interests

(a) A claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest, including a creditor of a general partner in a partnership that is a debtor in a case under chapter 7 of this title, objects.

(b) Except as provided in subsections (e)(2), (f), (g), (h) and (i) of this section, if such objection to a claim is made, the court, after notice and a hearing, shall determine the amount of such claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount, except to the extent that—

(1) such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured;

(2) such claim is for unmatured interest;

(3) if such claim is for a tax assessed against property of the estate, such claim exceeds the value of the interest of the estate in such property;

(4) if such claim is for services of an insider or attorney of the debtor, such claim exceeds the reasonable value of such services;

(5) such claim is for a debt that is unmatured on the date of the filing of the petition and that is excepted from discharge under section 523(a)(5) of this title;

(6) if such claim is the claim of a lessor for damages resulting from the termination of a lease of real property, such claim exceeds—

(A) the rent reserved by such lease, without acceleration, for the greater of one year, or 15 percent, not to exceed three years, of the remaining term of such lease, following the earlier of—

(i) the date of the filing of the petition; and

(ii) the date on which such lessor repossessed, or the lessee surrendered, the leased property; plus

(B) any unpaid rent due under such lease, without acceleration, on the earlier of such dates;

(7) if such claim is the claim of an employee for damages resulting from the termination of an employment contract, such claim exceeds—

(A) the compensation provided by such contract, without acceleration, for one year following the earlier of—

(i) the date of the filing of the petition; or

(ii) the date on which the employer directed the employee to terminate, or such employee terminated, performance under such contract; plus

(B) any unpaid compensation due under such contract, without acceleration, on the earlier of such dates;

TAB 3

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	**)**	FRIDAY, THE 1ST
	)	
JUSTICE HAINEY	**)**	DAY OF SEPTEMBER, 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 OLD PSG WIND-DOWN LTD., OLD BHR WIND-DOWN CORP., OLD BPSU WIND-DOWN CORP., OLD BPSDS WIND-DOWN CORP., OLD EBS WIND-DOWN CORP., OLD PLG WIND-DOWN CORP., OLD PSGI WIND-DOWN CORP., OLD BHR INC., OLD BH INC., OLD BPSU INC., OLD BPSCI INC., OLD BPSUSH INC., OLD EBS INC., OLD PLG INC., AND OLD PSGI INC.

(Applicants)

CLAIMS RESOLUTION ORDER

THIS MOTION, made by Old PSG Wind-down Ltd. ("**PSG**"), Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp., Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc., and Old PSGI Inc. (together, the "**Applicants**") for an order for the procedure to resolve and dispute claims against the Applicants was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Brian J. Fox sworn August ●, 2017, and the Tenth Report of Ernst & Young Inc. dated ● in its capacity as Monitor of the Applicants (the "**Monitor**") and on hearing the submissions of counsel for the Applicants, the Monitor and those other parties present, no one appearing for any other party although duly served as appears from the affidavit of service of ●, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that for purposes of this Claims Resolution Order any capitalized terms not otherwise defined herein shall have the meanings attributed to them in the Claims Procedure Orders, copies of which are attached hereto as Schedule "A", and the following terms shall have the following meanings:

(a) "**Canadian Applicants**" means those Applicants which are incorporated under the laws of Canada or one of its Provinces, namely, Old PSG Wind-down Ltd., Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp.;

(b) "**Bar Date**" means the applicable bar date in respect of a Claim as provided for in the Claims Procedure Orders, including the Claims Bar Date, Government Claims Bar Date, Employee Claims Bar Date or Restructuring Claims Bar Date or a bar date established by further order of the Court;

(c) "**Canadian Claim**" means any Claim or Restructuring Claim, except for Securities Law Claims and the SEC Claim, against any one of the Canadian Applicants for which a Claimant has delivered a Proof of Claim by the applicable Bar Date or was listed in the Schedules as a Known Claimant of a Canadian Applicant;

(d) "**Claims Procedure Orders**" means, collectively, the Claims Procedure Order of this Court dated December 19, 2016 and the Employee Claims Procedure Order of this Court dated April 10, 2017;

(e) "**Claims Officer**" means any Person appointed as the Claims Officer by the Monitor in accordance with this Claims Resolution Order;

(f) "**Creditors Committee**" means the Applicants' Official Committee of Unsecured Creditors appointed in the Chapter 11 Proceedings, if then existing;

(g) "**Cross Border Claims**" means one or more Canadian Claims and one or more U.S. Claims held by the same Claimant which all arise from similar facts, events, circumstances, agreements or invoices;

(h) "**Disputed Canadian Claim**" means any Canadian Claim in respect of which the Monitor has issued a Notice of Revision or Disallowance;

(i) "**Dispute Objection Deadline**" has the meaning ascribed to it in paragraph 6 of this Claims Resolution Order;

(j) "**Effective Date**" means the effective date of the Joint Plan;

(k) "**Equity Committee**" means the Applicants' Official Committee of Equity Security Holders appointed in the Chapter 11 Proceedings and following the Effective Date means the "Liquidation Trustee" as defined in the Joint Plan;

(l) "**Joint Plan**" means the proposed Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors, filed with the U.S. Bankruptcy Court on August 25, 2017, or any subsequently revised, modified, amended or restated version thereof;

(m) "**Notice of Dispute**" means a notice, in substantially the form attached as Schedule "C" hereto, giving notice to the Monitor and the Applicants that the Claimant disputes the Notice of Revision or Disallowance and the reasons for such dispute;

(n) "**Notice of Revision or Disallowance**" means a notice, in substantially the form attached as Schedule "B" hereto, advising the Claimant that the Monitor, with the consent of the Applicants, has revised or disallowed all or part of the Disputed Canadian Claim as set out in such Claimant's Proof of Claim;

(o) "**Request for Information**" has the meaning ascribed to it in paragraph 13 of this Claims Resolution Order;

(p) "**SEC Claim**" means the Proof of Claim[s] filed by the United States Securities and Exchange Commission against Old PSG Wind-Down Ltd.;

(q) "**Securities Law Claims**" means any Claim, whether or not the subject of an existing lawsuit, that is subject to mandatory subordination pursuant to section 510(b) of the U.S. Bankruptcy Code or comparable principles of Canadian law;

(r) "**Statutory Limits**" has the meaning ascribed to it in paragraph 19 of this Claims Resolution Order;

(s) "**U.S. Applicants**" means those Applicants which are incorporated under the laws of the United States, namely, Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc. and Old PSGI Inc.; and

(t) "**U.S. Claim**" means any Claim against the U.S. Applicants for which a Claimant has delivered a Proof of Claim by the applicable Bar Date or was listed in the Schedules as a Known Claimant of a U.S. Applicant.

ADJUDICATION OF CANADIAN CLAIMS

3. **THIS COURT ORDERS** that the Monitor shall review all Proofs of Claim in respect of Canadian Claims filed in accordance with the Claims Procedure Orders, in consultation with the Applicants, and shall accept, revise or disallow the amount of each Canadian Claim, unless the Monitor declines to accept, revise or disallow the Canadian Claim pursuant to paragraph 20 of this Claims Resolution Order.

4. **THIS COURT ORDERS** that for any Canadian Claim that the Monitor revises or disallows, the Monitor shall notify the Claimant that the Canadian Claim has been revised or disallowed and the reasons therefor, by sending a Notice of Revision or Disallowance to the Claimant at the Claimant's address identified on their Proof of Claim.

5. **THIS COURT ORDERS** that in revising or disallowing any Canadian Claim, the Monitor may take account of and determine the presence and amount, if any, of any set-off or counterclaim or Statutory Limits relating to such Canadian Claim.

6. **THIS COURT ORDERS** that a Claimant that intends to dispute a Notice of Revision or Disallowance shall deliver a Notice of Dispute, including the reasons for the dispute, to the Monitor, with a copy to the Applicants, within twenty-one (21) calendar days after the date on which the Claimant is deemed to receive the Notice of Revision or Disallowance, or such other date as may be agreed to by the Monitor in writing (the "**Dispute Objection Deadline**"). In the event that a dispute raised in a Notice of Dispute is not settled within a time period or in a manner satisfactory to the Monitor, in consultation with the Applicants, the Monitor shall refer the dispute raised in the Notice of Dispute to a Claims Officer or the Court for adjudication.

7. **THIS COURT ORDERS** that the Monitor shall provide copies of any filed Notice of Dispute to the Equity Committee and the Creditors' Committee within five (5) business days of such Notice of Dispute being filed.

8. **THIS COURT ORDERS** that, in the event that a Claimant does not file a Notice of Dispute by the Dispute Objection Deadline, such Claimant's Canadian Claim shall be revised to the amount set out in the Notice of Revision or Disallowance and such Claimant shall have no further right to dispute, contest or otherwise appeal the Notice of Revision or Disallowance or the amount of their Canadian Claim, including, for greater certainty, in the Chapter 11 Proceedings.

9. **THIS COURT ORDERS** that the Monitor, in consultation with the Applicants, is authorized to and may attempt to consensually resolve and settle the amount of any Disputed Canadian Claim and any Canadian Claim for which the Monitor intends to issue a Notice of Revision or Disallowance prior to sending the notice and/or after sending the Notice of Revision or Disallowance but prior to a determination by the Claims Officer.

10. **THIS COURT ORDERS** that the Monitor shall consult with the Equity Committee in connection with any Canadian Claim in excess of US$750,000 that the Monitor proposes to allow, admit, settle, resolve, value or revise in whole or in part (including by Notice of

Revision or Disallowance) prior to allowing, admitting, settling, resolving, valuing or revising in whole or in part such Canadian Claim and shall only distribute on account of such Canadian Claim on ten (10) days' notice to the Equity Committee.

11. **THIS COURT ORDERS** that the Monitor shall consult with the Creditors' Committee in connection with any Canadian Claim in excess of US$750,000 that the Monitor proposes to revise or disallow in whole or in part prior to issuing a Notice of Revision or Disallowance in respect of such Canadian Claim.

12. **THIS COURT ORDERS** that the Applicants, in consultation with the Monitor and consent of the Equity Committee, may determine whether the Securities Law Claims will be adjudicated pursuant to this Claims Resolution Order in the CCAA Proceedings or in the Chapter 11 Proceedings, or jointly by this Court and the U.S. Bankruptcy Court. For the avoidance of doubt, nothing in this Claims Resolution Order shall limit, impair, or affect in any way the right of the Equity Committee or any other party in interest to independently object to the Securities Law Claims pursuant to section 502(a) of the U.S. Bankruptcy Code or any other applicable U.S. or Canadian law.

13. **THIS COURT ORDERS** that the Monitor or the Applicants, as applicable, at any time, may request additional information (a "**Request for Information**"), on notice to the Claimant, from any Person who, in the Monitor's or the Applicants' determination, possesses or has knowledge of information that the Monitor or the Applicants determine is relevant to its assessment of a Canadian Claim or any part thereof that is accepted by the Monitor, in consultation with the Applicant, for distribution and/or voting purposes. For greater certainty, it is solely the Claimant's continuing responsibility to prove its claim to the satisfaction of the Monitor, the Claims Officer or the Court, as applicable and this section does not impose any obligation on the Monitor or the Applicants to issue a Request for Information.

CLAIMS OFFICER

14. **THIS COURT ORDERS** that, if necessary, the Monitor, in consultation with the Applicants, the Creditors' Committee and the Equity Committee, may appoint a Claims

Officer to determine the validity or quantum of any Disputed Canadian Claim and resolve any dispute arising from a Notice of Dispute.

15. **THIS COURT ORDERS** that the Applicants shall be entitled to pay the Claims Officer appointed by the Monitor reasonable compensation for the performance of his/her obligations set out in this Claims Resolution Order, or any further Order of the Court, on the terms set out in a retention agreement between the Claims Officer and the Applicants.

16. **THIS COURT ORDERS** that a Claims Officer, once so appointed, shall schedule and conduct a hearing in writing or oral hearing, as soon as reasonably practicable, to determine the validity and quantum of the Disputed Canadian Claim for distribution and/or voting purposes, as the case may be. A Claims Officer shall determine all procedural matters which may arise in respect of his or her determination of these matters, including the manner in which any evidence may be adduced and whether the hearing in respect of the Disputed Canadian Claim shall be in writing or heard orally. A Claims Officer may make any award of costs as the Claims Officer deems appropriate in the circumstances.

17. **THIS COURT ORDERS** that the Claims Officer shall notify the Monitor, the Claimant holding the Disputed Canadian Claim and the Applicants (and following the Effective Date, the Equity Committee) in writing of his or her determination. The Claims Officer shall provide reasons in writing for his or her determination to the Applicants, the Monitor and the Claimant holding the Disputed Canadian Claim, but such reasons may be provided after the Claims Officer has made his or her determination.

18. **THIS COURT ORDER** that the Monitor, the Claimant holding the Disputed Canadian Claim or the Applicants (and following the Effective Date, or the Equity Committee) may appeal the Claims Officer's determination by serving upon the others and filing with this Court, within ten (10) calendar days of receipt of the Claims Officer's reasons, a motion to appeal the Claims Officer's determination returnable on a date to be fixed by the Court. If a motion to appeal the Claims Officer's determination is not filed within such period, then the Claims Officer's determination shall be deemed to be final and binding and shall fix the quantum of such Claimant's Disputed Canadian Claim for distribution and/or voting purposes.

STATUTORY LIMITS

19. **THIS COURT ORDERS** that, with respect to all Canadian Claims, if any statutory provision of the U.S. Bankruptcy Code (including, without limitation, sections 502(b)(6), 502(b)(7), and 503(c) of the U.S. Bankruptcy Code) limits the distribution on account of such Canadian Claim to less than is permitted under the CCAA, such Canadian Claim shall be limited to the lower amount (the "**Statutory Limits**") and the Monitor is hereby authorized to revise any Canadian Claim accordingly pursuant to this Claims Resolution Order.

CROSS BORDER CLAIMS

20. **THIS COURT ORDERS** that the Monitor, with the agreement and consent of the Applicants (and following the Effective Date, agreement and consent of the Equity Committee) and, in consultation with the Creditors' Committee and Equity Committee, may (i) accept, revise or disallow any Cross Border Claims (including the U.S. Claims) in accordance with the procedures established by this Claims Resolution Order as if the Cross Border Claims (including the U.S. Claims) were Canadian Claims; or (ii) decline to accept, revise or disallow any Cross Border Claims (including the Canadian Claims) and such Cross Border Claims (including the Canadian Claims) shall be determined in the manner provided for in the Chapter 11 Proceedings and under the U.S. Bankruptcy Code.

21. **THIS COURT ORDERS** that in the event the Monitor and the Applicants, and following the Effective Date, the Equity Committee, cannot agree on whether Cross Border Claims shall be determined in the CCAA Proceedings pursuant to this Claims Resolution Order or in the Chapter 11 Proceedings under the U.S. Bankruptcy Code, this Court and the U.S. Bankruptcy Court shall decide on the process by which such Cross Border Claims shall be resolved.

22. **THIS COURT ORDERS** that in making a determination under paragraph 20 of this Claims Resolution Order on whether Cross Border Claims shall be determined in the CCAA Proceedings pursuant to this Claims Resolution Order or in the Chapter 11 Proceedings under the U.S. Bankruptcy Code, the Monitor and the Applicants (and following the Effective Date, the Equity Committee) shall consider the location of the Claimant, the nexus

of the Cross Border Claims to Canada or the United States and any governing law clause in any agreement to which the Cross Border Claims relate, among other factors.

23. **THIS COURT ORDERS** that a determination made in the Chapter 11 Proceedings in respect of any U.S. Claim and any Canadian Claim which the Monitor declines to accept, revise or disallow in accordance with the terms of this Claims Resolution Order, shall be final and binding for purposes of the CCAA Proceedings and the Claimant shall have no further right to dispute, contest or appeal the decision determining the Claim pursuant to this Claims Resolution Order.

24. **THIS COURT ORDERS** that the U.S. Bankruptcy Court shall retain sole jurisdiction for any disputes with respect to all U.S. Claims and this Claims Resolution Order shall not affect in any way the determination of U.S. Claims, except as provided for in paragraph 20 hereof. For the avoidance of doubt, nothing in this Claims Resolution Order shall limit, impair, or affect in any way the right of the Equity Committee or any other party in interest to independently object to U.S. Claims that are not Cross Border Claims pursuant to section 502(a) of the U.S. Bankruptcy Code or any other applicable U.S. or Canadian law.

SERVICE AND NOTICES

25. **THIS COURT ORDERS** that any notice or other communication to be given under this Claims Resolution Order to the Monitor shall be in writing in substantially the form, if any, provided for in this Claims Resolution Order and will be sufficiently given only if delivered by courier, by personal delivery, email or facsimile transmission addressed to:

Ernst & Young Inc.,
in its capacity as the Court-appointed Monitor of Old PSG Wind-Down Ltd. et. al.
800 René Lévesque West, suite 1900
Montreal, Quebec
Canada H3B 1X9

Attention: Jonathan Cohen-Domanus
Email: jonathan.cohen-domanus@ca.ey.com
Telephone: (514) 879-8051
Fax: (514) 879-3999

with a copy to:

Thornton Grout Finnigan LLP, Counsel to the Monitor
100 Wellington St. W., Suite 3200
Toronto, ON
Canada M5K 1K7

Attention:	Robert Thornton and Rachel Bengino
Email:	rthornton@tgf.ca / rbengino@tgf.ca
Telephone:	(416) 304-1616
Fax:	(416) 304-1313

26. **THIS COURT ORDERS** that any notice or other communication to be given under this Claims Resolution Order to the Applicants shall be in writing in substantially the form, if any, provided for in this Claims Resolution Order and will be sufficiently given only if delivered by courier, by personal delivery, email or facsimile transmission addressed to:

Stikeman Elliot LLP
199 Bay Street, Suite 5300
Toronto, ON
Canada M5L 1B9

Attention:	Peter Howard / Lee Nicholson
Email:	phoward@stikeman.com / leenicholson@stikeman.com
Telephone:	(416) 869-5500
Fax:	(416) 947-0866

27. **THIS COURT ORDERS** that any notice or other communication to be given under this Claims Resolution Order to the Equity Committee shall be in writing in substantially the form, if any, provided for in this Claims Resolution Order and will be sufficiently given only if delivered by courier, by personal delivery, email or facsimile transmission addressed to:

McMillan LLP
Brookfield Place, Suite 4400
181 Bay Street
Toronto, ON
Canada M5J 2T3

Attention:	Andrew Kent / Caitlin Fell
Email:	andrew.kent@mcmillan.ca / caitlin.fell@mcmillan.ca
Telephone:	(416) 865 7841
Fax:	(416) 865 7048

28. **THIS COURT ORDERS** that any notice or other communication to be given under this Claims Resolution Order to the Creditors' Committee shall be in writing in substantially

the form, if any, provided for in this Claims Resolution Order and will be sufficiently given only if delivered by courier, by personal delivery, email or facsimile transmission addressed to:

Cassels Brock LLP
Suite 2100, Scotia Plaza
40 King Street West
Toronto, ON
Canada M5H 3C2

Attention:	Monique Sassi
Email:	msassi@casselsbrock.com
Telephone:	(416) 860 6886
Fax:	(416) 640 3005

with a copy to:

Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998

Attention:	Josef W. Mintz
Email:	Mintz@BlankRome.com
Telephone:	(215) 569 5528
Fax:	(215) 832 5528

29. **THIS COURT ORDERS** that from and after the Effective Date any notice to the Applicants pursuant to paragraph 26 of this Claims Resolution Order shall be addressed to the Chief-Wind Down Officer (as defined by the Joint Plan), the contact details of which shall be posted on the website of the Monitor.

30. **THIS COURT ORDERS** that any notice or other communication (including a Notice of Revision or Disallowance, a Notice of Dispute or a Request for Information) to be given under this Claims Resolution Order to a Claimant by the Applicants or the Monitor shall be deemed to be received by the Claimant on (i) two (2) business days after the date such notice is sent by registered mail if sent to the Claimant, or to the Person designated as its duly authorized representative on the Proof of Claim; or (ii) on the same date such notice is issued by courier or personal delivery to the address provided by the Claimant in its Proof of Claim,

by email to the email address provided by the Claimant in its Proof of Claim or by facsimile transmission to the facsimile number provided by the Claimant in its Proof of Claim.

31. **THIS COURT ORDERS** that if the date on which a notice shall be issued or filed occurs on a day that is not a business day, then such notice or filing may be done on the next succeeding business day.

GENERAL

32. **THIS COURT ORDERS** that the forms in Schedules "B" and "C" attached hereto are approved in their entirety.

33. **THIS COURT ORDERS** that (i) in carrying out the terms of this Claims Resolution Order, the Monitor shall have all of the protections given to it by the CCAA, the Second Amended and Restated Initial Order granted by this Court on October 31, 2016, this Claims Resolution Order, and as an officer of the Court, including the stay of proceedings in its favour, (ii) the Monitor and the Claims Officer shall incur no liability or obligation as a result of carrying out the provisions of this Claims Resolution Order, (iii) the Monitor shall be entitled to rely on information provided by the Applicants and/or a Claimant, all without independent investigation, (iv) except by leave of the Court, no action lies against the Claims Officer with respect to any action taken pursuant to this Claims Resolution Order; and (v) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in information provided by the Applicants or by any Claimant.

34. **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 Claims Resolution Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Claims Resolution 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 to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Claims Resolution Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Claims Resolution Order.

Schedule "A" – Claims Procedure Orders

[Attached]

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 19th
	)	
JUSTICE NEWBOULD	)	DAY OF DECEMBER, 2016

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.

(the "**Applicants**")

CLAIMS PROCEDURE ORDER

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order approving the procedures and bar dates described in the affidavit of Brian J. Fox sworn December 9, 2016 (the "**Fox Affidavit**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fox Affidavit and the Exhibits thereto and the third report of Ernst & Young Inc. in its capacity as Court-appointed monitor (the "**Monitor**") to the Applicants, and on hearing the submissions of counsel for the Applicants, the Monitor, Sagard Capital Ltd., Fairfax Financial Holdings Limited, and the Official Committee of Unsecured Creditors, no one appearing for any other party although duly served as appears from the affidavit of service of Vlad A. Calina, sworn December 9, 2016, filed,

DEFINITIONS

1. **THIS COURT ORDERS** that for purposes of this Order the following terms shall have the following meanings:

(a) "**ABL Lenders**" means the lenders party to the the credit agreement dated April 15, 2014 in the principal amount of $200 million;

(b) "**Amended Schedules Bar Date**" means the later of: (i) the Claims Bar Date; and (ii) 30 days after the date that a Claimant is served with notice that an Applicant has amended or supplement its Schedules to reduce the undisputed, non-contingent or liquidated amount of its Claim or to change the nature and classification of its Claim;

(c) "**Applicants**" means Performance Sports Group Ltd. ("**PSG**") and the other entities listed on Schedule "A";

(d) "**Business Day**" means a day, other than a Saturday or Sunday, on which banks are generally open for business in Toronto, Ontario;

(e) "**Canadian Filing Date**" means October 31, 2016;

(f) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

(g) "**CCAA Proceedings**" means the within proceedings;

(h) "**Chapter 11 Proceedings**" means the proceedings commenced on October 31, 2016 by the Applicants under U.S. Bankruptcy Code in the U.S. Court;

(i) "**Claim**" means any right or claim of any Person against one or more of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the Applicants, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the repudiation by an Applicant of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which existed on the Canadian Filing Date, together with any other claims of any kind that, if unsecured, would constitute a debt provable in bankruptcy within the meaning of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;

(j) "**Claimant**" means a Person asserting a Claim;

(k) "**Claims Bar Date**" means February 6, 2017 at 5:00 p.m. (Eastern Time), or such other date as may be ordered by the Court;

(l) "**Claims Notice**" means the document setting out the Claim a Known Claimant has against the company, as determined by the Company with the assistance of the Monitor (and its other professional advisors).;

(m) "**Claims Package**" means the document package which shall include a copy of the Instruction Letter, a Claims Notice, blank Proof of Claim and such other materials as the Applicants consider necessary or appropriate;

(n) "**Claims Procedure**" means the procedures outlined in this order in connection with the assertion of Claims or Restructuring Claims against one or more of the Applicants as set out by subsequent order of this Court and as amended or supplemented by the same;

(o) "**Court**" means the Ontario Superior Court of Justice (Commercial List);

(p) "**Director**" means any Person who is or was, or may be deemed to be or have been, a director of an Applicant;

(q) "**Disclaimed Contract**" means any agreement terminated, repudiated or disclaimed pursuant to either section 365 of the U.S. Bankruptcy Code or section 32 of the CCAA;

(r) "**Government Agency**" means any federal, provincial, state or local government, agency or instrumentality thereof or similar entity, howsoever designated or constituted exercising executive, legislative, judicial, regulatory or administrative functions in Canada, the United States, or elsewhere;

(s) "**Government Claims Bar Date**" means May 1, 2017 at 5:00 p.m. (Eastern Time), or such other date as may be ordered by the Court;

(t) "**Instruction Letter**" means the letter regarding completion of a Proof of Claim, which letter shall be substantially in the form attached hereto as Schedule "C";

(u) "**Intercompany Claims**" means any Claim or Restructuring Claim of the Applicants or any other affiliate of PSG against an Applicant or any other affiliate of PSG;

(v) **"Interest"** means any stock in PSG or any warrants, rights to purchase, sell or subscribe to any such stock;

(w) **"Interest Holder"** means any person holding an Interest;

(x) "**Known Claimants**" means Claimants which the books and records of the Applicants disclose were owed money by the Applicants as of the Canadian Filing Date which obligation remains unpaid in whole or in part;

(y) "**Monitor**" means Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants;

(z) "**Notice to Creditors**" means the notice substantially in the form attached hereto as Schedule "B";

(aa) "**Officer**" means any Person who is or was, or may be deemed to be or have been, an officer of an Applicant;

(bb) "**Person**" means any individual, partnership, firm, joint venture, trust, entity, corporation, body corporate, unincorporated association or organization, trade union, employee or other association, Government Agency, or similar entity, howsoever designated or constituted and any individual or other entity owned or controlled by or which is the agent of any of the foregoing;

(cc) "**Plan**" means any Plan of Compromise or Arrangement filed by one of more of the Applicants pursuant to the CCAA;

(dd) "**Prime Clerk**" means Prime Clerk LLC;

(ee) "**Proof of Claim**" means the form to be completed and filed by a Claimant setting forth its purported Claim or Restructuring Claim, which proof of claim shall be substantially in the form attached hereto as Schedule "D";

(ff) "**Restructuring Claim**" means any right or claim of any Person against one or more of the Applicants arising as a result of or in connection with the repudiation, termination or restructuring by the Applicants of any contract, lease or other agreement after the Canadian Filing Date;

(gg) "**Restructuring Claims Bar Date**" means the later of: (i) the Claims Bar Date (or with respect to a Government Agency, the Government Claims Bar Date); and (ii) with respect to the Chapter 11 Proceedings, 30 days after the entry of a rejection order in the U.S. Court approving the termination of the agreement, and with respect to the CCAA Proceeding, 30 days after the effective date of the disclaimer notice sent by the applicable Applicant in respect of a Disclaimed Contract;

(hh) "**Schedules**" means the schedules and statements prepared from the books and records of the Applicants setting forth, *inter alia*, lists of claims asserted against the Applicants, posted on Prime Clerk's website (https://cases.primeclerk.com/PSG/) and the Monitor's website (www.ey.com/ca/psg);

(ii) "**Term Loan Lenders**" means the lenders party to the term loan credit agreement dated as of April 15, 2014 in the principal amount of $450 million;

(jj) "**UCC**" means the Official Committee of Unsecured Creditors in the Chapter 11 Proceedings;

(kk) "**U.S. Bankruptcy Code**" means Chapter 11 of title 11 of the United States Bankruptcy Code;

(ll) "**U.S. Bar Dates Order**" means the order entered in the Chapter 11 Proceedings (i) establishing bar dates for filing claims and (ii) approving the form and manner of notice thereof;

(mm) "**U.S. Claims Procedure**" means the claims process approved by the U.S. Court to be conducted within the Chapter 11 Proceedings in respect of the Applicants;

(nn) "**U.S. Court**" means the United States Bankruptcy Court for the District of Delaware; and

(oo) "**U.S. Proof of Claim**" means a proof of claim filed in the U.S. Claims Procedure.

NOTICE OF CLAIMS

2. **THIS COURT ORDERS** that the Prime Clerk shall cause a Claims Package to be sent to:

(a) all known holders of Claims or potential Claims, including all entities listed in the Schedules as potentially holding claims;

(b) the office of the United States Trustee for the District of Delaware;

(c) counsel to the UCC;

(d) all parties that have requested notice in the Chapter 11 Proceedings pursuant to U.S. Bankruptcy Rule 2002 as of the date of the entry of the U.S. Bar Dates Order;

(e) all parties that are on the service list or have served notices of appearance in the CCAA Proceedings as of the date of this Order;

(f) all counterparties to executory contracts with, and unexpired leases of, the Applicants;

(g) all parties to litigation with the Applicants;

(h) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions (including all Canadian jurisdictions) in which the Applicants conduct business;

(i) all relevant state, provincial and federal attorneys general;

(j) all holders of record of any Interests in any of the Applicants as of the date of the U.S. Bar Date Order, provided, however, Interest Holders who want to assert claims against the Applicants that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in this order applies; and

(k) such additional persons and entities as deemed appropriate by the Applicants;

by regular prepaid mail within five Business Days of the date of this Order.

3. **THIS COURT ORDERS** that Prime Clerk shall cause the Notice to Creditors to be placed in *The Globe and Mail* (National Edition), the international edition of the *Wall Street Journal,* the national edition of *USA Today* and *La Presse* (Saturday edition) for one day in each of the two weeks following the date of this Order.

4. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Creditors and the Claims Package to be posted on the Monitor's website (at www.ey.com/ca/psg) within three days of the date of this Order.

5. **THIS COURT ORDERS** that Prime Clerk shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

6. **THIS COURT ORDERS** that, in the event that the Monitor believes that any action taken by an Applicant may give rise to a Restructuring Claim, or the Monitor is advised by any

Person that such Person believes it has a Restructuring Claim, Prime Clerk shall thereafter cause a copy of the Claims Package to be sent to the Claimant.

FILING OF PROOFS OF CLAIM

Claims

7. **THIS COURT ORDERS** that every Claimant disputing the Claim set out in the Claims Notice shall complete a Proof of Claim and deliver that Proof of Claim to Prime Clerk so that it is actually received by no later than the Claims Bar Date (or with respect to a Government Agency, the Government Claims Bar Date).

8. **THIS COURT ORDERS** that, for a Claimant to validly file a Proof of Claim the Claimant must: (i) include a signed original copy of a completed Proof of Claim together with accompanying documents as required to prove the amount claimed; and (ii) upload the Proof of Claim using the electronic interface on the website maintained by Prime Clerk for the Chapter 11 Proceedings or deliver the Proof of Claim to Prime Clerk by courier service, hand delivery or regular mail. A Proof of Claim is deemed to be filed on the date when received by Prime Clerk through one of the approved delivery methods set out herein. A Proof of Claim may not be delivered by facsimile or electronic mail.

9. **THIS COURT ORDERS** that any Claimant asserting a Claim against two or more Applicants must file a separate Proof of Claim with respect to each such Applicant and identify the particular Applicant against which a Claim is asserted. If a Claimant lists more than one Claimant on any one Proof of Claim, the Claim will be deemed to have been asserted only against the first-listed Applicant.

10. **THIS COURT ORDERS** that any Claimant (a) (i) whose Claim or Restructuring Claim is listed on the Schedules; (ii) whose Claim or Restructuring Claim is not listed as contingent, unliquidated or disputed; and (iii) who does not dispute the classification or amount of the Claim or Restructuring Claim as set forth in the Schedules; or (b) whose Claim has previously been allowed by, or paid pursuant to, an order of this Court or the U.S. Court; or (c) who has already filed a signed Proof of Claim against the applicable Applicant(s), in a form substantially similar to the Proof of Claim, with the clerk of the U.S. Court, Prime Clerk, or the Monitor is not

required to deliver a Proof of Claim in respect of such listed Claim or Restructuring Claim by the Claims Bar Date, the Government Claims Bar Date or the Restructuring Claims Bar Date, as applicable.

11. **THIS COURT ORDERS** that, in addition to those Claimants listed in paragraph 10, the following Claimants shall not be required to deliver a Proof of Claim by the Claims Bar Date, the Government Claims Bar Date, or the Restructuring Claims Bar Date, as applicable: (a) any Applicant, affiliated company of the Applicants (as such term is defined in section 3(2) of the CCAA) or any non-debtor affiliate of the Applicants (as such term is defined in section 101(2) of the U.S. Bankruptcy Code); (b) any of the Applicants' current officers, directors or employees having a Claim for indemnification, contribution or reimbursement; (c) the ABL Lenders; and (d) the Term Loan Lenders.

12. **THIS COURT ORDERS** that, subject to paragraph 13, any Claimant (i) whose Claim or Restructuring Claim is not listed on the Schedules; or (ii) whose Claim or Restructuring Claim is listed as contingent, unliquidated or disputed, or (iii) who disputes the amount or classification of the Claim on the Schedules, is required to deliver a Proof of Claim in respect of such Claim or Restructuring Claim by the Claims Bar Date, the Government Claims Bar Date or the Restructuring Claims Bar Date, as applicable, failing which such Claim or Restructuring Claim will be barred in accordance with either paragraph 16 or 20, as applicable.

13. **THIS COURT ORDERS** that if, after the date of this Order, the Schedules are amended or supplemented (in consultation with the Monitor) (a) to reduce the non-contingent, liquidated or undisputed amount of a Claim or Restructuring Claim, (b) to change the nature or characterization of a Claim or Restructuring Claim, or (c) to add a new Claim or Restructuring Claim to the Schedules, the affected Claimant may file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled Claim or Restructuring Claim in accordance with the procedures described herein so that it is received by Prime Clerk on or before the later of (i) the Claims Bar Date, the Government Claims Bar Date or Restructuring Claims Bar Date, or (ii) thirty (30) days after the Claimant is given notice of the applicable amendment or supplement to the Schedules. The Applicants shall cause notice of any such amendment or supplement to be provided to the applicable Claimant and to the Monitor and shall provide the Monitor with revised Schedules for posting on its website.

14. **THIS COURT ORDERS** that to the extent that a Claimant submits a proof of claim to the Monitor by the applicable Bar Date, such proof of claim will be forwarded to Prime Clerk for inclusion on the Applicants' official claims register and shall be deemed timely filed. The Monitor shall forward all copies of proofs of claim received to Prime Clerk (whether or not timely filed) and the Applicants shall cause copies of any U.S. Proofs of Claim against the Applicant(s) filed in accordance with the U.S. Claims Procedure to be made available to the Monitor.

15. **THIS COURT ORDERS** that any Claimant who has complied with the requirements of the U.S. Claims Procedure shall not have its Claim or Restructuring Claim, as applicable, barred and extinguished as a consequence of failing to comply with paragraphs 16 or 20, as applicable.

16. **THIS COURT ORDERS** that, any Claimant who:

(a) is a Known Claimant and does not file a Proof of Claim in respect of a Claim or Restructuring Claim as set forth in the Schedules has been deemed to accept the amount set out in the Claims Notice in accordance with paragraph 10 and shall be forever barred, estopped and enjoined from asserting or enforcing any Claim of a different classification or in excess of the listed amount against any of the Applicants and any such different or greater claim shall be forever extinguished without any further act or notification by the Applicants;

(b) is not a Known Claimant and does not deliver a Proof of Claim in respect of a Claim in accordance with paragraph 12:

(i) shall be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Applicants and the Applicants shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants;

(ii) shall not be entitled to participate as a Claimant in these proceedings or receive any further notice in respect of these proceedings, the Claims Procedure or any Plan;

(iii) 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 Claim; and

17. **THIS COURT ORDERS** that the Applicants shall retain the right to: (a) dispute, or assert offsets of defences against, any filed proofs of claim, or any claim listed or reflected in the Schedules, as to nature, amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Applicants subsequently amend or supplement the Schedules, the Applicants shall give notice of any amended Schedules to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amended Schedules. Notwithstanding the foregoing, nothing contained herein shall preclude the Applicants from objecting to any claim, whether scheduled or filed, on any grounds.

Restructuring Claims

18. **THIS COURT ORDERS** that every Claimant asserting a Restructuring Claim against an Applicant shall set out its aggregate Restructuring Claim in a Proof of Claim and deliver that Proof of Claim so that it is received by Prime Clerk no later than the Restructuring Claims Bar Date.

19. **THIS COURT ORDERS** that paragraphs 7 to 17 apply to Proofs of Claim delivered in respect of Restructuring Claims with any modification as circumstances require to apply to a Restructuring Claim.

20. **THIS COURT ORDERS** that any Claimant who does not deliver a Proof of Claim in respect of a Restructuring Claim in accordance with paragraph 18 shall be forever barred from asserting such Restructuring Claim against any of the Applicants and such Restructuring Claim shall be forever extinguished and any holder of such Restructuring Claim shall not be entitled to participate as a Claimant 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 Restructuring Claim.

DETERMINATION OF CLAIMS AND RESTRUCTURING CLAIMS

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

GENERAL PROVISIONS

22. **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.

23. **THIS COURT ORDERS** that any Claim or Restructuring Claim denominated in any currency other than U.S. dollars shall, for the purposes of this Order, be converted to and shall constitute obligations in U.S. dollars, such calculation to be effected using the Wall Street Journal rate as at the Canadian Filing Date (Canadian dollar claims are to be converted at the rate of CDN $1.3410 = US $ 1.00).

24. **THIS COURT ORDERS** that the Applicants, with the assistance of the Monitor, are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any forms delivered hereunder are completed and executed, and may waive strict compliance with the requirements of this Claims Procedure Order as to the completion and execution of such forms.

25. **THIS COURT ORDERS** that notwithstanding any other provisions of this Claims Procedure Order, the solicitation by the Applicants or the Monitor of Claims and the filing by any Claimant of any Claims shall not, for that reason only, grant any Person any standing in these proceedings.

26. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the matters described herein, and is hereby authorized and directed to take

such other actions and fulfill such other roles as are contemplated by this Order and such other roles in keeping with its position as an officer of this Court.

27. **THIS COURT ORDERS** that nothing set out in this Order be interpreted as limiting the role of the Monitor in any way or otherwise restricting powers of the Monitor in connection with the procedure set out in this or any other or further order of this Court.

28. **THIS COURT ORDERS** that any notice or other communication to be given in connection with this Order by the Applicants or the Monitor to a Claimant, other than the Notice to Creditors to be published as provided in paragraph 2 herein, shall be in writing. Such notice or other communication will be sufficiently given to a Claimant if given by prepaid ordinary mail, by courier, by delivery or by facsimile transmission or electronic mail to the Claimant to such address, facsimile number or e-mail address appearing in the books and records of the Applicants or in any Proof of Claim filed by the Claimant. Any such notice or other communication, (a) if given by prepaid ordinary mail, shall be deemed received on the third (3rd) Business Day after mailing within Ontario, the fifth (5th) Business Day after mailing elsewhere within Canada or to the United States and the tenth (10th) Business Day after mailing internationally; (b) if given by courier or delivery shall be deemed received on the next Business Day following dispatch; (c) if given by facsimile transmission or electronic mail before 5:00 p.m. on a Business Day shall be deemed received on such Business Day; and (d) if given by facsimile transmission or electronic mail after 5:00 p.m. on a Business Day shall be deemed received on the following Business Day.

29. **THIS COURT ORDERS** that in the event that the day on which any notice or communication required to be delivered pursuant to the Claims Procedure is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.

30. **THIS COURT ORDERS** that if, during any period during which notices or other communication are being given pursuant to this Order a postal strike or postal work stoppage of general application should occur, such notices or other communications then not received or deemed received shall not, absent further Order of this Court, be effective. Notices and other communications given hereunder during the course of any such postal strike or work stoppage

of general application shall only be effective if given by electronic mail, courier, delivery or facsimile transmission in accordance with this Order.

31. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this order.

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

DEC 19 2016

PER / PAR:

Schedule A

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.

Schedule B

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., *et al.*,[1]	)	Case No. 16-12373 (KJC)
Debtors.	)	(Jointly Administered)

NOTICE 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 CREDITORS OF THE ABOVE-CAPTIONED ENTITIES (COLLECTIVELY, THE "DEBTORS"):

On [__________], 2016, 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 "Bar Date Orders") establishing certain claims bar dates.

[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.

Pursuant to the Bar Date Orders, the Courts established February 6, 2017 at 5:00 p.m., Eastern Time as the general bar date (the "General Bar Date") for filing prepetition claims in the Debtors' chapter 11 cases (the "Chapter 11 Cases") and the Canadian Proceedings (the "Canadian Proceeding").

As used in this Notice, the term "entity" includes a person, estate, trust, or governmental unit. In addition, the term "persons" includes an individual, partnership, and corporation, and the term "governmental units" means the United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a chapter 11 case); a State; a Commonwealth; a District; a Territory; a US or Canadian municipality; a provincial government; the Canadian federal government; a Canadian governmental authority; a foreign state; or other foreign or domestic government , respectively.

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".

THE BAR DATES

The Bar Date Orders established the following bar dates for filing claims in these Chapter 11 Cases and the Canadian Proceedings (the collectively, the "Bar Dates"):

a. The General Bar Date. Pursuant to the Bar Date Orders, except as described below, all entities holding claims against the Debtors, whether secured, preferred, unsecured non-priority, unsecured priority claim or otherwise entitled to special treatment under applicable US or Canadian law in connection with the Chapter 11 Cases or the Canadian Proceedings that arose before October 31, 2016 (the "Petition Date") must file proofs of claim by the General Bar Date of February 6, 2017 at 5:00 p.m. Eastern Time. All other administrative claims (such as a claim under section 503(b) of the Bankruptcy Code) must be asserted by separate requests for payment and will not be deemed proper if made by proof of claim.

a. The Governmental Bar Date. Pursuant to the Bar Date Orders, except as described below, all governmental units holding claims (whether secured, preferred, unsecured non-priority, unsecured priority claim or otherwise entitled to special treatment under applicable US or Canadian law in connection with the Chapter 11

Cases or the Canadian Proceedings) against the Debtors that arose before the Petition Date must file proofs of claim by the Governmental Bar Date of May 1, 2017 at 5:00 p.m. Eastern Time.

b. The Rejection Bar Date. Any entity whose claims arise out of the (i) Court approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan in the applicable Debtor's case, or (ii) the disclaimer by a Debtor of a contract pursuant to section 32 of the CCAA, must file a proof of claim on or before the later of the applicable deadline (i) the General Bar Date; or (ii) in the Chapter 11 Cases, 30 days after the entry of the order providing for the rejection of such executory contract or unexpired lease in the Chapter 11 Cases; or (iii) in the Canadian Proceeding, 30 days after the effective date of the disclaimer by a Debtor in accordance with section 32 of the CCAA. The later of these dates is referred to in this notice as the "Rejection Bar Date."

c. The Amended Schedules Bar Date. If, subsequent to the mailing date of this notice, a Debtor amends or supplements its Schedules of Assets and Liabilities (the "Schedules") to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a claim against a Debtor reflected therein, any affected entities that dispute such amendments or supplements to the Schedules (such Schedules, the "Amended Schedules") are required to file a proof of claim or amend any previously filed proof of claim in respect of the Amended Schedules claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date that notice of the applicable Amended Schedules is served on the claimant. The later of these dates is referred to in this notice as the "Amended Schedule Bar Date."

FILING CLAIMS

1. WHO MUST FILE

Subject to the terms described above for holders of claims subject to the Governmental Bar Date, Rejection Bar Date, and the Amended Schedules Bar Date, the following entities **MUST** file proofs of claim on or before the General Bar Date:

a. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any

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distribution in any of these Chapter 11 Cases or Canadian Proceedings; and

b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed in a classification or amount or against a Debtor different from the classification, amount or Debtor identified in the Schedules.

2. WHAT TO FILE

Prepetition Claims

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").

3. WHEN AND WHERE TO FILE

Entities must file each Proof of Claim Form so they are received on or before the applicable Bar Dates, (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 Proceeding. If you want to receive acknowledgement of Prime Clerk's receipt of a proof of claim, you must submit, by the applicable 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.

4. ENTITIES NOT REQUIRED TO FILE A CLAIM

The Bar Date Orders further provide that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date need not file claims in these cases:

a. any entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to the form enclosed herewith and attached to the Motion as **Exhibit B** with: (i) the Clerk of the Bankruptcy Court for the District of Delaware, the Monitor or (iii) the Debtors' claims and noticing agent, Prime Clerk;

b. any entity (i) whose claim against a Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules or Amended Schedules and (ii) agrees with the nature, classification and amount of its claim as identified in the Schedules or Amended Schedules;

c. any entity whose claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Courts;

d. any Debtor or any of their non-debtor affiliates (as such term is defined in section 101(2) of the Bankruptcy Code) or an entity related to any Debtor as such term is defined under section 3(2) of the CCAA, as applicable;

e. any current officer, director or employee of any of the Debtors having a claim against any of the Debtors for indemnification, contribution or reimbursement;

f. the Prepetition ABL Lenders; and

g. the Prepetition Term Loan Lenders.

NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST

Any entity holding an interest in the Debtors (an "Interest Holder"), which interest is based exclusively upon the ownership of: (a) common stock in Performance Sports Group Ltd.; or (b) warrants or rights to purchase, sell or subscribe to such stock (any such stock or aforementioned right related thereto being referred to herein as an "Interest"), need not file a proof of claim or proof of interest on or before the General Bar Date on account of such Interest; provided, however, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in this motion applies.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

Entities that fail to properly file a Proof of Claim Form by the applicable Bar Date shall be barred, estopped and enjoined from: (a) asserting any prepetition claim against the Debtors that such entity may possess and that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules or Amended Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature, classification or priority than any claim identified in the Schedules or Amended Schedules on behalf of such entity (any such claim under this subparagraph (a) being referred to herein as an "Unscheduled Claim"); and (b) voting upon, or receiving distributions under, any plan of reorganization or arrangement in these Chapter 11 Cases or Canadian Proceedings in respect of an Unscheduled Claim.

RESERVATION OF RIGHTS

The Debtors retain the right to: (i) dispute, or assert offsets or defenses against, any filed proofs of claim, 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.

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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 Bar Date Order and other information regarding the Debtors' Chapter 11 Cases are available for inspection free of charge on Prime Clerk's website at: https://cases.primeclerk.com/PSG/Home-Index.

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

BY ORDER OF THE COURTS

_______________, 2016

01:20612167.1

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Schedule C

Instructions for Proof of Claim

United States Bankruptcy Court and Ontario Superior Court of Justice (Commercial List) 12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

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

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**

- **Fill in the caption at the top of the form.**

- **If the claim has been acquired from someone else, then 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 any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

  Also attach redacted 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 attach original documents because attachments may be destroyed after scanning.**

- **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 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 bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.

CCAA: Companies' Creditors Arrangement Act (Canada)

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy, whether secured, preferred, unsecured priority, unsecured nonpriority, or otherwise entitled to special treatment under applicable U.S. or Canadian law. A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy.

Debtor: A person, corporation, or other entity who is in bankruptcy. 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, such as a mortgage, lien, certificate of title, or financing statement.

Information that is 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 the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under applicable U.S. or Canadian law. These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages, source deductions, employee wage claims up to prescribed limits, and certain governmental claims entitled to priority by statute.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

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.

Secured claim: A claim backed by a lien 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 property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist.
Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

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, or the debtor. 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 Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

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

Schedule D

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

- ☐ BPS US Holdings Inc. (Case No. 16-12373)
- ☐ Bauer Hockey, Inc. (Case No. 16-12374)
- ☐ Easton Baseball / Softball Inc. (Case No. 16-12375)
- ☐ Bauer Hockey Retail Inc. (Case No. 16-12376)
- ☐ Bauer Performance Sports Uniforms Inc. (Case No. 16-12377)
- ☐ Performance Lacrosse Group Inc. (Case No. 16-12378)
- ☐ BPS Diamond Sports Inc. (Case No. 16-12379)
- ☐ PSG Innovation Inc. (Case No. 16-12380)
- ☐ Performance Sports Group Ltd. (Case No. 16-12381)
- ☐ KBAU Holdings Canada, Inc. (Case No. 16-12382)
- ☐ Bauer Hockey Retail Corp. (Case No. 16-12383)
- ☐ Easton Baseball / Softball Corp. (Case No. 16-12384)
- ☐ PSG Innovation Corp. (Case No. 16-12385)
- ☐ Bauer Hockey Corp. (Case No. 16-12386)
- ☐ BPS Canada Intermediate Corp. (Case No. 16-12387)
- ☐ BPS Diamond Sports Corp. (Case No. 16-12388)
- ☐ Bauer Performance Sports Uniforms Corp. (Case No. 16-12389)
- ☐ 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. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a request for payment of an administrative expense or an expense relating to goods delivered or services rendered after the petition date. Make such a request according to 11 U.S.C. § 503.

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.

Fill in all the information about the claim as of October 31, 2016.

☐ **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?	**Where should payments to the creditor be sent? (if different)**
Name	Name
Number Street	Number Street
City State/Province ZIP/Postal Code	City State/Province ZIP/Postal Code
Country	Country
Contact phone ______	Contact phone ______
Contact email ______	Contact email ______

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

_ _

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.** $__________
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?** A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	☐ No ☐ Yes. *Check one:* **Under U.S. law:** — **Amount entitled to priority** ☐ 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, 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. $______ * 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.
13. **Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?**	☐ No ☐ Yes. **Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.** $______

Part 3: Sign Below

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

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.

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

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 ____________

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

CLAIMS PROCEDURE ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Peter F.C. Howard LSUC#: 22056F
Tel: (416) 869-5613

Kathryn Esaw LSUC#: 58264F
Tel: (416) 869-5230
Fax: (416) 947-0866

Vlad A. Calina LSUC# 69072W
Tel: (416) 869-5202
Fax: (416) 947-0866

Lawyers for the Applicants

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 10TH
	)	
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 "**CCAA**") 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:

6700136 v2

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., *et al.*,[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' 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

United States Bankruptcy Court, District of Delaware, Ontario Superior Court of Justice Court File No. CV-16-11582-OOCL

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

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

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

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):

__ __

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?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- ☐ No
- ☐ Yes. *Check one:*

Under U.S. law:	Amount entitled to priority
☐ 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.	$________

* 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.

13. Is all or part of the claim an administrative expense entitled to administrative priority?

- ☐ No
- ☐ Yes.

Amount entitled to administrative priority $________

Part 3: Sign Below

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

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.

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

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

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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

Schedule "B" – Notice of Revision or Disallowance

[Attached]

Ernst & Young Inc.
800, boul. René-Lévesque Ouest
Bureau 1900
Montréal (Québec) H3B 1X9

Tél./Tel: +1 514 875 6060
Téléc./Fax: +1 514 879 2600
ey.com

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*[1]

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF OLD PSG WIND-DOWN LTD., OLD BHR WIND-DOWN CORP., OLD BPSU WIND-DOWN CORP., OLD BPSDS WIND-DOWN CORP., OLD EBS WIND-DOWN CORP., OLD PLG WIND-DOWN CORP., OLD PSGI WIND-DOWN CORP., OLD BHR INC., OLD BH INC., OLD BPSU INC., OLD BPSCI INC., OLD BPSUSH INC., OLD EBS INC., OLD PLG INC., AND OLD PSGI INC.[2]

NOTICE OF REVISION OR DISALLOWANCE OF A PROOF OF CLAIM

TO: [Claimant name and address] **By:** [method of delivery and/or coordinates]

Claim reference #:

Notice is hereby given as follows:

1. On October 31, 2016, the Ontario Superior Court of Justice – Commercial List (the "**Court**") granted an order (as amended and restated, the "**Initial Order**"), among other things declaring that Old PSG Wind-down Ltd. (formerly Performance Sports Group Ltd.) and certain of its subsidiaries and affiliates (collectively, the "**Applicants**") were companies to which the *Companies' Creditors Arrangement Act* ("**CCAA**")[1] applied, appointing Ernst & Young Inc. as monitor (in such capacity, the "**Monitor**") of the Applicants, and granting certain relief in favour of the Applicants. The Initial Order has been amended and restated on several occasions and is still in effect.

2. By order dated September 1, 2017 (the "**Claims Resolution Order**"), the Court authorized the Monitor, *inter alia*, to review proofs of claim with a view to accept, revise or disallow the amount of the claims filed against the Canadian Applicants and certain of the Cross-Border Claims (as each term is defined in the Claims Resolution Order), in accordance with the Claims Resolution Order. If you intend to dispute the Notice of Revision or Disallowance, such dispute must be made to the Monitor in accordance with the second page hereof and the Claims Resolution Order. At this time, there is no right to appeal the Notice of Revision or Disallowance to the Court. Further, there is no right to appeal the Notice of Revision or Disallowance to the United States Bankruptcy Court for the District of Delaware.

---

[1] *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36, as amended ("**CCAA**").

[2] The Applicants in the proceedings herein have changed their corporate names and some of the entities have amalgamated since the inception of the proceedings under the CCAA. An equivalency list between the former and current corporate names is presented in Appendix "A" to this Notice of Revision or Disallowance.

3. In accordance with the provisions of the Claims Resolution Order, and in particular paragraph 4 thereof, the Monitor hereby provides notice that it has reviewed your Proof of Claim against [Debtor] and has disallowed your claim (in whole or in part) and revised same as follows:[3]

			Secured claim		Unsecured claim
Name of Debtor					
Currency	CDN$				
Claim amount as filed (in above-mentioned currency)					
Adjustments (see explanations below)					
Claim amount as adjusted (in above-mentioned currency)			0.00		0.00
Claim amount as adjusted (in US$)			0.00		0.00

Your claim has been adjusted for the following reasons:

1. [Insert reasons for revision or disallowance]
2.
3.
4.

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

1. If you intend to dispute this Notice of Revision or Disallowance, you must, within twenty-one (21) calendar days of the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute to the Monitor, the Monitor's counsel and the Applicants' counsel, in the manner contemplated in the Claims Resolution Order. The Claims Resolution Order can be accessed on the Monitor's website, at www.ey.com/ca/psg. The form of Notice of Dispute, which is attached as Schedule "B" to the Claims Resolution Order, is also attached hereto as Appendix "B", for your ease of reference.

2. If you do not dispute the decision disallowing or revising your claim within the above prescribed time period, the determination of your claim shall be deemed to be as set out in this Notice of Revision or Disallowance, and you shall have no further right to dispute, contest or appeal the decision determining the claim pursuant to this Claims Resolution Order or otherwise.

3. In the event that you dispute the present Notice of Revision or Disallowance, the Monitor and the Applicants reserve the right to present any other petition, request or reason that they may consider appropriate.

---

[3] In accordance with the provisions of the Claims Procedure Order made on December 19, 2016, the claims expressed in Canadian dollars have been converted to US currency using a rate of CDN$1.3410 per US$1.00.

Dated at Montreal this _____ day of______________ 2017

ERNST & YOUNG INC.
Licensed Insolvency Trustee
In its capacity as Court-appointed Monitor of Old PSG Wind-down Ltd. *et al.*

Per: ______________________________________

Encl.

Appendix "A"

Corporate Name as of October 31, 2016	Current Corporate Name
Performance Sports Group Ltd./ Bauer Hockey Corp./ BPS Canada Intermediate Corp./ KBAU Holdings Canada, Inc.	Old PSG Wind-down Ltd.
Bauer Hockey Retail Corp.	Old BHR Wind-down Corp.
Bauer Performance Sports Uniforms Corp.	Old BPSU Wind-down Corp.
BPS Diamond Sports Corp.	Old BPSDS Wind-down Corp.
Easton Baseball/Softball Corp.	Old EBS Wind-down Corp.
Performance Lacrosse Group Corp.	Old PLG Wind-down Corp.
PSG Innovation Corp.	Old PSGI Wind-down Corp.
Bauer Hockey Retail Inc.	Old BHR Inc.
Bauer Hockey, Inc.	Old BH Inc.
Bauer Performance Sports Uniforms Inc.	Old BPSU Inc.
BPS Diamond Sports Inc.	Old BPSCI Inc.
BPS US Holdings Inc.	Old BPSUSH Inc.
Easton Baseball/Softball Inc.	Old EBS Inc.
Performance Lacrosse Group Inc.	Old PLG Inc.
PSG Innovation Inc.	Old PSGI Inc.

Schedule "C" – Notice of Dispute

[Attached]

Appendix "B"

DISPUTE NOTICE

For claimants of Old PSG Wind-down Ltd. *et. al.* (collectively, the "Applicants")

FORM OF DISPUTE NOTICE

Claim Reference Number: ______________________________

1. **Particulars of Creditor**

   1.1. Full Legal Name of Claimant (including trade name, if different):

   ____

   ____

   1.2. Full Mailing Address of the Claimant:

   ____

   ____

   1.3. Other Contact Information of the Claimant:

   Telephone Number: ____

   Email Address: ____

   Facsimile Number: ____

   Attention (Contact Person): _______________________________________

2. **Particulars of original Claimant from whom you acquired the claim, if applicable:**

   2.1. Have you acquired this claim by assignment?

   Yes: ☐ No: ☐

   2.2. If yes and if not already provided, attach documents evidencing assignment.

   2.3. Full Legal Name of original Claimant(s): ____________________________

3. **Dispute of Revision and Disallowance of Claim:**

   The Claimant hereby disagrees with the value of its claim as set out in the Notice of Revision and Disallowance for the following reasons: *(You must include a list of reasons as to why you are* *disputing your claim as set out in the Notice of Revision and Disallowance and attach supporting documentation as applicable.)*

____

____

____

____

In view of the foregoing, the Claimant hereby disputes the Notice of Revision or Disallowance and requests that the claim be reinstated as follows:

		Secured claim	**Unsecured claim**
Name of Debtor			
Currency	CDN$		
Claim amount as asserted (in above-mentioned currency)		0.00	0.00
Claim amount as asserted (in US$)		0.00	0.00

DATED this _________ day of _____________________, 2017.

____
Name of Claimant

____
Witness

____
Witness name (*please print*)

____
Per:

Name:

Title:

(please print)

SERVICE OF DISPUTE NOTICES

If you intend to dispute the Notice of Revision and Disallowance, within twenty-one (21) calendar days after the Notice of Revision and Disallowance is deemed to have been received by you (in accordance with paragraph 6 of the Claims Resolution Order), you must deliver to the Monitor, the Monitor's counsel and the Applicants' counsel this Dispute Notice by prepaid registered mail, courier, personal delivery or electronic or digital transmission, in the manner and at the addresses mentioned in the Claims Resolution Order, a copy of which can be obtained from the Monitor's website at www.ey.com/ca/PSG. In accordance with the Claims Resolution Order, notices shall be deemed to be received upon actual receipt thereof by the Monitor during normal business hours, or if delivered outside of normal business hours, on the next business day.

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

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 OLD PSG WIND-DOWN LTD. ET AL.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

CLAIMS RESOLUTION ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Peter Howard LSUC#: 22056F
Tel: (416) 869-5613
Email: phoward@stikeman.com

Lee Nicholson LSUC#66412I
Tel: (416) 869-5604
E-mail: leenicholson@stikeman.com
Fax: (416) 947-0866

Lawyers for the Applicants

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 OLD PSG WIND-DOWN LTD. ET AL.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

MOTION RECORD
(Re: Claims Resolution Order)
(Returnable September 1, 2017)

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

Lee Nicholson LSUC#: 66412I
Tel: (416) 869-5604
E-mail: leenicholson@stikeman.com
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Lawyers for the Applicants