This is Exhibit “D” referred to in the

Affidavit of Mark Palmer

sworn before me virtually by Zoom at Toronto, Ontario, this

13th day of January, 2023

A Commissioner for taking Affidavits in the Province of Ontario

Jeffrey Levine, LSO# 55582H

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 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)

SIXTEENTH REPORT OF THE MONITOR

April 6, 2020

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INTRODUCTION AND BACKGROUND

1. On October 31, 2016, Old PSG Wind-down Ltd. (formerly known as Performance Sports Group Ltd.) ("**PSG**") and certain of its subsidiaries and affiliates (collectively, the "**Applicants**")[1] filed for and obtained protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**")[2]. Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") of that date (as amended and restated, the "**Initial Order**"), Ernst & Young Inc. was appointed as the Monitor in these proceedings (in such capacity, the "**Monitor**"). Further, the Initial Order provided for a stay of proceedings in

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[1] The Applicants in the present proceedings are as follows: 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. (collectively, the "**Canadian Applicants**"), and 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. (collectively, the "**U.S. Applicants**").

It should be noted that since the inception of the proceedings herein, certain of the Applicants have been amalgamated and each of the Applicants has changed its name. An explanation of the changes and a reference to the former names of the Applicants can be found in the Monitor's Seventh Report, dated April 7, 2017, accessible at www.ey.com/ca/psg.

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

favour of the Applicants until November 30, 2016 (the "**Stay of Proceedings**"), which has subsequently been extended through various orders to March 31, 2020.

2. Also on October 31, 2016, the Applicants commenced proceedings (the "**Chapter 11 Proceedings**") in the United States ("**U.S.**") under Chapter 11 of Title 11 of the *U.S. Code* (the "**U.S. Bankruptcy Code**")[3] in the Bankruptcy Court for the District of Delaware (the "**U.S. Court**").

3. The Applicants formerly designed, developed, manufactured, marketed and sold performance sports equipment, accessories, and related apparel for a variety of sporting activities including ice hockey, lacrosse, baseball and softball, under the brand names of BAUER, EASTON, MISSION, MAVERIK, CASCADE, INARIA and COMBAT.

4. PSG was a reporting issuer in accordance with applicable securities laws and its common shares were listed on the New York Stock Exchange and the Toronto Stock Exchange under the symbol "PSG" before trading was suspended by both exchanges.

5. By Order dated November 30, 2016, the Court approved and authorized the Applicants to carry out a comprehensive stalking horse sale process and enter into an asset purchase agreement with the stalking horse purchaser. The sale process ultimately resulted in the sale of substantially all of the Applicants' assets to the stalking horse purchaser, Peak Achievement Athletics Inc. (f/k/a 9938982 Canada Inc.). The closing of the sale was announced on February 28, 2017.

6. On August 25, 2017, the Applicants filed an amended Joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors (as further amended, modified or supplemented, the "**Joint Plan**") and an accompanying disclosure statement with the U.S. Court, which were approved by the U.S. Court on November 1, 2017 (the "**Confirmation Order**").

7. Any capitalized terms not otherwise defined herein have the respective meanings attributed to them in the Joint Plan.

8. By order dated December 20, 2017 (the "**CCAA Approval Order**"), the Court, *inter alia*:

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[3] 11 U.S.C §§ 101 *et seq*.

a) approved the Joint Plan and the Global Settlement as described in the Joint Plan;

b) directed the Applicants, the Monitor, the Chief Wind-Down Officer ("**CWO**") and the Litigation Representative, among others, to take all steps required to implement the Joint Plan and CCAA Approval Order;

c) ordered that the Confirmation Order granted by the U.S. Court confirming and approving the Joint Plan be enforceable in Canada and in the CCAA proceedings as if granted by the Canadian Court;

d) appointed five (5) individuals to the board of directors of the Reorganized Parent Debtor;

e) appointed Mark E. Palmer as CWO and Theseus as Litigation Representative of the Applicants and approved the formation of the Liquidation Trust;

f) approved the Class Settlement as described in the Joint Plan;

g) reduced the Administration Charge to USD$5 million and terminated various CCAA charges that were no longer necessary;

h) authorized the Distribution Agent to complete distributions to Holders of Allowed Priority Claims and Allowed General Unsecured Claims and, upon receipt of applicable Clearance Certificates and following the Initial Cash Distributions, to distribute the Equity Available Cash to Holders of Allowed Parent Equity Claims; and

i) approved the releases, exculpations and injunctions set forth in the Joint Plan.

9. The Joint Plan, Global Settlement, Disclosure Statement and CCAA Approval Order were more fully described in the Monitor's Twelfth Report to the Court, dated December 14, 2017, a copy of which is located on the Monitor's Website (as defined below).

10. In December 2019, the Monitor and the Applicants finally resolved all General Unsecured Claims against the Applicants and all Allowed Priority Claims and Allowed General Unsecured Claims against the Applicants (both Canadian Claims and U.S. Claims), have been paid in the aggregate amount of USD$11,817,000.

11. Information regarding the Chapter 11 Proceedings, including copies of all orders entered by the U.S. Court in the Chapter 11 Proceedings, is located on a website managed by the Applicants' claims agent, Prime Clerk LLC, at the following URL: https://cases.primeclerk.com/psg. Information and materials related to the Applicants' proceedings under the CCAA (the "**CCAA Proceedings**" and, together with the Chapter 11 Proceedings, the "**Restructuring Proceedings**"), including orders of the Court, are located on the Monitor's website at the following URL: www.ey.com/ca/psg (the "**Monitor's Website**").

PURPOSE OF THE SIXTEENTH REPORT

12. The purpose of the Sixteenth Report of the Monitor (the "**Sixteenth Report**") is to provide the Court with an update on the Restructuring Proceedings since the Monitor's Fifteenth Report to the Court dated December 10, 2019 (the "**Fifteenth Report**").

TERMS OF REFERENCE AND DISCLAIMER

13. The Monitor has prepared several reports since the commencement of the Restructuring Proceedings, all of which are accessible on the Monitor's Website. This Sixteenth Report should be read in conjunction with the previous reports.

14. In preparing this Sixteenth Report and making the comments herein, the Monitor has been provided with, and has relied upon, certain unaudited, draft and/or internal financial information, company records, management prepared financial information and projections, discussions with the Applicants' advisors, including the CWO, Theseus, and other personnel from Alvarez and Marsal North America, LLC and its affiliates (collectively, the "**Information**").

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

16. Finally, the Monitor has requested that the CWO bring to its attention any significant matters that were not otherwise addressed in the course of its specific inquiries. Accordingly, this

Sixteenth Report is based solely on the Information (financial or otherwise) provided to the Monitor.

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

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

19. The Monitor has prepared this Sixteenth Report in its capacity as the Court-appointed Monitor in the CCAA Proceedings in order to provide additional information to the Court in connection with the CCAA Proceedings to date. This Sixteenth Report is not appropriate for any other purpose and, consequently, it should not be used for any other purpose.

20. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

UPDATE ON THE RESTRUCTURING PROCEEDINGS

21. Since the Fifteenth Report, the Applicants, with oversight by the Monitor, have conducted the following activities:

    a) received all applicable Clearance Certificates from the Canada Revenue Agency for each of the Canadian Applicants; and

    b) authorized and made initial distributions to Holders of Parent Equity Interests, as further discussed below.

EQUITY, CLEARANCE CERTIFICATES AND DISTRIBUTIONS

22. Under the terms of the Joint Plan, mainly for tax purposes, Holders of Allowed Parent Equity Interests were entitled to elect to either retain their shares in PSG or exchange those shares for

(i) beneficial trust interests in the Liquidation Trust (the "**Beneficial Trust Interests**") and (ii) a right to receive a Pro Rata share of any other Shareholder Distributable Assets in accordance with the Joint Plan. Effective on May 31, 2018, (a) holders of 18,733,738 shares (including restricted stock units ("**RSUs**") and deferred stock units ("**DSUs**")) of PSG elected to exchange such shares, RSUs or DSUs for Beneficial Trust Interests and a right to receive a Pro Rata share of any other Shareholder Distributable Assets in accordance with the Joint Plan, and (b) holders of 27,710,955 shares, RSUs or DSUs of PSG did not elect to exchange such shares, RSUs or DSUs for Beneficial Trust Interests and a right to receive a Pro Rata share of any other Shareholder Distributable Assets in accordance with the Joint Plan.

23. Pursuant to the Joint Plan and the CCAA Approval Order, interim distributions to Holders of Allowed Parent Equity Interests may be made after all Allowed General Unsecured Claims are paid in full, following the receipt of applicable Clearance Certificates. As mentioned above, all Allowed General Unsecured Claims have been paid.[4] Since the date of the Fifteenth Report, the Applicants received all applicable Clearance Certificates with respect to each of the Canadian Applicants.

24. Accordingly, pursuant to the Joint Plan and CCAA Approval Order, the Applicants (with oversight and assistance by the Monitor) authorized and effected initial distributions to Holders of Allowed Parent Equity Interests, as demonstrated in the chart below. More specifically, PSG distributed (i) USD$11,975,485.44, in the aggregate, to Allowed Parent Equity Interests that elected to retain shares, RSUs and DSUs of PSG, as a return of capital under section 74 of the *Business Corporations Act* (British Columbia) and a return of "paid-up capital" for purposes of the *Income Tax Act* (Canada), and (ii) USD$8,024,514.56 in the aggregate, to Allowed Parent Equity Interests that elected to exchange their shares of PSG for Beneficial Trust Interests, in accordance with the Joint Plan. Since the Monitor was holding funds on behalf of the Canadian Applicants, the Applicants directed the Monitor to effect certain wire transfers to each of The Depository Trust & Clearing Corporation, CDS Clearing and Depository Services Inc., TSX Trust Company and William G. West, pursuant to the Joint Plan, which were subsequently distributed to the respective Holders of Allowed Parent Equity Interests.

[4] The Applicants continue to reserve USD$50,000 in favour of William Milner, in respect of the self-insured retention amount required under the applicable insurance policy, which will be paid to the extent that such Claim is Allowed pursuant to the Joint Plan and CCAA Approval Order.

Old PSG Wind-Down Ltd. et al. Shareholder distributions (in $US) March 3 & 4, 2020			
Depository Trust & Clearing Corporation			7,878,908.02
CDS Clearing and Depository Services Inc.			56,160.13
TSX Trust Company			11,840,551.65
Wiliam G West, PC, CPA	note 1		224,380.43
			20,000,000.23
note 1: to be used for distributions to shareholders holding individual share certificates			

25. The Joint Plan and CCAA Approval Order required the amount of USD$1.15 million to be paid to the Lead Plaintiff Counsel, on behalf of the Lead Plaintiff and the Putative Class, once all Allowed General Unsecured Claims have been paid and all applicable Clearance Certificates have been received. The Applicants are continuing to reserve for this amount pending (i) resolution of certain deductions asserted by the Applicants for costs; and (ii) receipt of applicable wire transfer instructions.

26. The Monitor anticipates that further distributions will be made to Holders of Allowed Parent Equity Interests pending resolution of the Retained Causes of Actions currently being pursued by the Liquidation Trustee on behalf of the Reorganized Debtors and Liquidation Trust.

UPDATE ON THE RECEIPTS AND DISBURSEMENTS OF THE REORGANIZED DEBTORS

27. Since the Effective Date, the Liquidation Trustee and CWO took effective control of the Reorganized Debtors and initiated its own administration and distinct accounting thereof.

28. A summary report outlining related receipts and disbursements (in USD) for the period of December 21, 2017 (the Effective Date) to February 29, 2020, along with a comparison to the receipts and disbursements reported in the Fifteenth Report is presented in the table below.

OLD PSG WIND-DOWN LTD. and other Applicants Cumulative Receipts & Disbursements For the post Effective Plan period of December 21, 2017 to February 29, 2020				
	as at February 29, 2020			at October 31, 2019
Receipts			**TOTAL**	**TOTAL**
Interest and foreign exchange			970,955	833,272
Tax & Customs Recoveries (Net of Contingency Fees Paid)			5,365,531	5,350,491
Bank & Credit Card and Bank Reserves Received			1,137,958	1,137,958
Total Receipts			**7,474,445**	**7,321,721**
	Costs incurred prior to, but paid after December 20, 2017 (Effective Date)	Post-December 20, 2017 costs disbursed	Total disbursements as of February 29, 2020	Total disbursements as of October 31, 2019
Administrative Disbursements				
Accounting & Tax	350,898	2,031,914	2,382,812	2,315,310
Consultants & Advisors	1,227,252	135,729	1,362,982	1,362,982
Information Technology & Data	292,985	799,003	1,091,988	1,066,668
Legal	1,713,127	2,854,955	4,568,082	4,252,349
CCAA Monitor & legal counsel	248,433	932,618	1,181,050	1,137,515
LuxCo Liquidation related disbursements	73,598	8,461	82,059	82,059
Directors & Trustee's Fees and insurance	0	1,244,533	1,244,533	1,017,383
Fraud related expenses, net of recoveries	0	53,257	53,257	53,257
Taxes, reimbursements and transfers	132,991	40,010	173,001	157,781
Total Administrative Disbursements	**4,039,284**	**8,100,481**	**12,139,765**	**11,445,303**
Payment of Claims			**12,026,980**	**12,026,980**
Total Change in Cash Funds			**- 16,692,300**	**- 16,150,562**
Non-Cash Disbursements (ie. Paid from Retainers)			**86,112**	**35,650**
Net Change in Cash			**- 16,606,188**	**- 16,114,912**
OPENING CASH BALANCE - December 31, 2017			**46,231,091**	**46,231,091**
CLOSING CASH BALANCE -February 2020			**29,624,903**	**30,116,179**

29. The aggregate amount of approximately USD$20 million has been distributed to Holders of Allowed Parent Equity Interests. The Monitor and the Reorganized Debtors continue to hold funds in the aggregate amount in excess of USD$9 million, of which portions are subject to certain reserves. The Applicants and the Monitor anticipate further distributions to Holders of Allowed Parent Equity Interests upon the resolution of the Retained Causes of Action.

30. The Monitor and the Reorganized Debtors continue to hold the following reserves: (i) Liquidation Trust Expense Reserve (approximately USD$3.6 million); (ii) reserve for the Class Settlement Cash Consideration in the amount of USD$1.15 million (as discussed above); and (iii) USD$50,000 in respect of the self insured retention amount required under the insurance policy applicable to the Claim of William Milner, as described in footnote 4 hereto.

UPDATE ON LITIGATION CLAIMS

31. Pursuant to the Joint Plan and CCAA Approval Order, Theseus was appointed as Litigation Representative and granted the sole power and authority to investigate, prosecute and abandon, settle, liquidate or otherwise resolve the Retained Causes of Action. The Retained Causes of Action include, but are not limited to, any Causes of Action against any party (other than those parties released by the Joint Plan and CCAA Approval Order) relating to or arising from the Applicants' failure to file their Annual Report for the fiscal year ended May 31, 2016, or alleged irregularities in the Applicants' sales practices (other than those Causes of Action that were assigned to the Purchaser or settled or released under the Joint Plan). The Joint Plan provides for the distribution of proceeds from the Retained Causes of Action, to the extent there are any.

32. As mentioned in the Affidavit of Mark Palmer sworn December 12, 2019, prior to the Litigation Representative commencing its proceedings against the former officers and directors of the U.S. Debtors, such former officers and directors filed an adversary proceeding in the Chapter 11 Proceedings on October 23, 2019. The Litigation Representative filed an Answer and Counterclaim in the same adversary proceedings.

33. On December 13, 2019, the former officers and directors filed a motion to dismiss the Litigation Representative's Counterclaim. The Litigation Representative filed a response to the motion to dismiss on January 24, 2020, and the former officers and directors filed a reply on February 28, 2020. No hearing date has yet been scheduled for the motion to dismiss.

STAY OF PROCEEDINGS

34. As mentioned above, the Stay of Proceedings is set to expire on March 31, 2020. The Applicants are not seeking an extension of the Stay of Proceedings and, accordingly, the Stay of Proceedings will lapse on March 31, 2020.

35. The Joint Plan and CCAA Approval Order provide for certain releases, exculpations and injunctions. Accordingly, all Holders of Claims and Equity Interests and other parties in interest, along with their respective present or former affiliates, employees, agents, attorneys, advisors, officers, directors, partners or principals, are permanently enjoined and forever barred from taking any action against the Exculpated Parties, Debtor Releases or Third-Party

Releases, which includes, among others, the Applicants and the Monitor. Further, this includes an injunction from, among other steps, (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any Claims or Equity Interests, and (b) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Equity Interests released, exculpated, settled or otherwise addressed pursuant to the Joint Plan, except on terms consistent with the Joint Plan.

36. Given the broad releases, exculpations and injunctions set forth in the Joint Plan, as approved by the CCAA Approval Order and in force and effect in Canada, the Stay of Proceedings would not provide the Applicants nor the Monitor with any further protections than already granted. Therefore, in an effort to reduce the costs associated with seeking Orders from the Court to extend the Stay of Proceedings, the Applicants will continue the pendency of the CCAA Proceedings without an extension of the Stay of Proceedings. All other relief and protections granted under the Initial Order and the CCAA Approval Order will remain in full force and effect.

37. The Applicants and the Monitor anticipate seeking a further orders of the Court confirming the pendency of these proceedings and the applicability of the relief and protections described above, and later discharging the CCAA Proceedings upon the resolution of the Retained Causes of Action and final distributions to Holders of Allowed Parent Equity Interests. The Monitor will continue to provide oversight of these steps and will report to the Court periodically on the status of any further distributions.

All of which is respectfully submitted this 6th day of April, 2020.

ERNST & YOUNG INC.
Licensed Insolvency Trustee
In its capacity as the Monitor
in the matter of a proposed plan of compromise or
arrangement of Old PSG Wind-Down Ltd. *et al.*

Per:

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

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