



FORCE FILED

No. S197744
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

BETWEEN:

MINISO INTERNATIONAL HONG KONG LIMITED, MINISO INTERNATIONAL (GUANGZHOU) CO. LIMITED, MINISO LIFESTYLE CANADA INC., MIHK MANAGEMENT INC., MINISO TRADING CANADA INC., MINISO CORPORATION and GUANGDONG SAIMAN INVESTMENT CO. LIMITED

PETITIONERS

AND:

MIGU INVESTMENTS INC., BRAELOCH HOLDING FORTY-ONE INC., BRAELOCH HOLDING INC., BRAELOCH HOLDING ONE INC., BRAELOCH HOLDING TWO INC., BRAELOCH HOLDING THREE INC., BRAELOCH HOLDING FOUR INC., BRAELOCH HOLDING FIVE INC., BRAELOCH HOLDING SIX INC., BRAELOCH HOLDING SEVEN INC., BRAELOCH HOLDING EIGHT INC., BRAELOCH HOLDING NINE INC., BRAELOCH HOLDING TEN INC., BRAELOCH HOLDING ELEVEN INC., BRAELOCH HOLDING TWELVE INC., BRAELOCH HOLDING THIRTEEN INC., BRAELOCH HOLDING FOURTEEN INC., BRAELOCH HOLDING FIFTEEN INC., BRAELOCH HOLDING SIXTEEN INC., BRAELOCH HOLDING SEVENTEEN INC., BRAELOCH HOLDING EIGHTEEN INC., BRAELOCH HOLDING NINETEEN INC., BRAELOCH HOLDING TWENTY INC., BRAELOCH HOLDING TWENTY-ONE INC., BRAELOCH HOLDING TWENTY-TWO INC., 1120701 B.C. LTD. and BRIGHT MIGU INTERNATIONAL LTD.

RESPONDENTS

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc., in its capacity as the Monitor of the Respondents (the "**Monitor**"), pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

***Teleconference Contact Information:**

Counsel for the Applicant: Jordan Schultz / Emma Newbery

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To: The Service List attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the Monitor to the presiding judge or master at the courthouse at 800 Smithe Street, Vancouver, BC on Tuesday, September 28, 2021 at 9:45 a.m. (**via telephone conference**) for the Orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. An order extending the stay of proceedings to March 31, 2022; and,
2. Such further and other relief as counsel may advise and this Court may allow.

Part 2: FACTUAL BASIS

Introduction

1. This is an application to extend the stay of proceedings to March 31, 2022.
2. These CCAA proceedings commenced in July 2019. In November 2019, by Order of this Court, a plan of compromise, arrangement, and reorganization was sanctioned (the "**Sanction Order**") and certain assets of the Respondents were vested in a purchaser (the "**Vesting Order**"). Since the Sanction and Vesting Order, the Respondents have ceased operations and the Respondents have minimal overhead and ongoing costs.
3. The only outstanding item in these proceedings is the distribution of certain funds held by the Monitor (which are defined below as the "**Aggregate Chile Payments**"). There are three stakeholders claiming competing interests in these funds. The Monitor is of the view that the most efficient and cost effective resolution of these competing claims is to allow the parties to continue negotiations and come to a compromise regarding the distribution.
4. At the last stay extension application, heard on March 25, 2021, the Monitor applied for directions regarding a process to adjudicate these competing claims and make final distributions of the Aggregate Chile Payments. However, the Monitor agreed to adjourn this aspect of the application generally to allow the parties to continue negotiations.

5. The Monitor is of the view that negotiation is still the most efficient and cost effective method to resolve the outstanding disputes and bring these proceedings to a close. Therefore, the Monitor is seeking an extension of the stay of proceedings to allow the parties further time to reach a resolution. As long as these discussions are progressing, the Monitor is of the view that this is the best course of action in these circumstances, as there is little overhead costs and there is no prejudice to any party to continue the stay.
6. However, if the Monitor is of the view that the parties cannot reach an agreement, it will bring its application to establish a claims process to finalize the distributions.

Background

7. The respondents (collectively, “**Braeloch Canada**” or the “**Respondents**”, previously referred to as “Miniso Canada” in these proceedings, prior to the name change of certain Respondents, reflected in the Monitor’s notice of application filed March 19, 2021 and the Order of this Court made March 25, 2021) are privately held companies, formerly headquartered in Richmond, BC, that were previously engaged in the operation and franchising of retail stores in Canada which sold lifestyle goods to the public under the “Miniso” brand.
8. These CCAA proceedings were commenced by the Petitioners (the “**Miniso Group**” or the “**Petitioners**”), which comprise a number of companies which, together, manufacture lifestyle goods under the “Miniso” brand and operate and franchise an international group of retail outlets selling “Miniso” branded inventory.
9. Miniso Group is not related to Braeloch Canada.
10. The Miniso Group supplied inventory to Braeloch Canada (via Braeloch Holding Forty-One Inc. (previously, Miniso Canada Investments Inc.)). The Miniso Group is a secured creditor of Migu Investments Inc., Braeloch Holding Forty-One Inc. (previously, Miniso Canada Investments Inc.) and Braeloch Holding Inc. (previously, Miniso (Canada) Store Inc.) (the “**Migu Parent Companies**”), and is Braeloch Canada’s largest creditor.
11. On July 12, 2019, the Miniso Group successfully obtained the initial Order with respect to the Respondents (the “**Initial Order**”). Since then, the relief under the Initial Order has been extended on numerous occasions, most recently to September 30, 2021.

Acquisition Agreement and Plan of Arrangement

12. Pursuant to Orders made by this Court on October 15, 2019, the following Respondents:

- (a) Braeloch Holding One Inc. (previously, Miniso (Canada) Store One Inc.),
- (b) Braeloch Holding Three Inc. (previously, Miniso (Canada) Store Three Inc.),
- (c) Braeloch Holding Four Inc. (previously, Miniso (Canada) Store Four Inc.),
- (d) Braeloch Holding Five Inc. (previously, Miniso (Canada) Store Five Inc.),
- (e) Braeloch Holding Eight Inc. (previously, Miniso (Canada) Store Eight Inc.),
- (f) Braeloch Holding Nine Inc. (previously, Miniso (Canada) Store Nine Inc.),
- (g) Braeloch Holding Ten Inc. (previously, Miniso (Canada) Store Ten Inc.),
- (h) Braeloch Holding Eleven Inc. (previously, Miniso (Canada) Store Eleven Inc.),
- (i) Braeloch Holding Twelve Inc. (previously, Miniso (Canada) Store Twelve Inc.),
- (j) Braeloch Holding Thirteen Inc. (previously, Miniso (Canada) Store Thirteen Inc.),
- (k) Braeloch Holding Fourteen Inc. (previously, Miniso (Canada) Store Fourteen Inc.)
and
- (l) Braeloch Holding Twenty-One Inc. (previously, Miniso (Canada) Store Twenty-One Inc.) (collectively, the “**Migu Plan Companies**”),

filed a plan of compromise, arrangement and reorganization (the “**Plan**”).

13. On September 5, 2019 and November 5, 2019, one or more of the Migu Parent Companies and the Migu Plan Companies (collectively, the “**Migu Vendors**”) entered into acquisition agreements with:

- (a) 9360-3876 Quebec Inc. (the “**QC Purchaser**”), in respect of substantially all assets owned by MCI located in Quebec; and

- (b) Miniso Lifestyle Canada Inc. (and its designated affiliates, the “**Miniso Purchaser**”), in respect of substantially all other assets of the Migu Parent Companies and the Migu Plan Companies

(collectively, the “**Acquisition Agreements**”).

14. The Plan and the Acquisition Agreements contemplated a restructuring transaction whereby the respective purchasers acquired substantially all of the assets of Braeloch Canada by way of:
 - (a) a credit bid in respect of the majority of the assets of the Migu Parent Companies; and
 - (b) a cash payment and promissory note (the “**QC Cash Payment**”) in respect of the assets of MCI located in Quebec.
15. In addition, as consideration for the Migu Vendors entering into the Acquisition Agreements, the Miniso Purchaser agreed to pay the Estimated CCAA Completion Costs (as defined therein) and an additional cash payment (the “**Cash Payment**”) to the Migu Vendors.
16. In turn, the Cash Payment was used to create a “pot” of funds in the amount of \$550,000 (the “**Affected Creditor Pot**”), to fund distributions to Affected Creditors in consideration for the compromise and settlement of all Affected Claims against the Migu Plan Companies.
17. On November 1, 2019, the creditors of the Migu Plan Companies voted to approve the plan by 81.8% in number and 83.4% in value. On November 6, 2019, this Court approved the transactions contemplated by the Acquisition Agreements, and sanctioned the Plan, in accordance with the provisions of the CCAA.
18. The transactions contemplated by the Acquisition Agreements closed on November 15, 2019, and the Affected Creditors’ Pot (as defined in the Plan) was distributed as contemplated by the Plan as of February 2020, after all relevant appeal periods contemplated by the Claims Process Order made July 22, 2019 had expired.
19. Since completion of the transactions under the Acquisition Agreements, the Respondents have had no active business, and as a result have minimal overhead and expenses.

20. In addition, since this time, the Respondents have effectively had no directing mind. Accordingly, the Monitor has, from time to time, sought and obtained various orders (in addition to the enhanced powers granted under the Initial Order) to allow it to carry out certain functions on behalf of the Respondents.

Chilean Assets Sale Proceeds

21. After the commencement of these proceedings in July, 2019, the Monitor learned that the Respondents had an interest in certain assets and businesses located in South America, and that the principal of the Respondents, Mr. Harry Xu, was working to complete a sale of these assets.
22. In particular, the Monitor learned that the Respondent, Migu Investments Inc., owned 100% of the shares of a BC corporation, 1120701 B.C. Ltd. ("**112**"). 112, in turn, owned 100% of the shares of three Chilean entities: Miniso Holding Chile SpA, Miniso 1 Tienda SpA and Dora 1293 Trading SpA (the "**Chilean Entities**"). The Chilean Entities, in turn, owned and operated a number of "Miniso" brand stores in Chile (the "**Chilean Assets**").
23. On August 22, 2019, the Monitor obtained an order to have 112 added as a respondent to these proceedings.
24. Upon learning of the foregoing, the Monitor worked with Chilean Entities and the proposed purchaser of the Chilean Assets, Miniso BF Holdings S.A.P.I. de C.V. (the "**SA Purchaser**"), to complete that transaction on terms satisfactory to the Monitor. These negotiations resulted in an Amended and Restated Asset Purchase Agreement dated August 19, 2019 (the "**APA**") among the Chilean Entities, as vendors, the SA Purchaser, as purchaser, and others.
25. The APA contemplates, among other things, that on completion of the sale of the Chilean Assets, the net purchase price for those assets (defined in the APA, and referred to herein, as the "**Aggregate Chile Payments**") will be payable to the Monitor, in its capacity as court-appointed monitor of 112, and "will be disposed of by the Monitor in accordance with any further order of the CCAA court relating to the Aggregate Chile Payments".
26. The sale of the Chilean Assets closed on or about August 23, 2019, and the Monitor received the Aggregate Chile Payments in the total amount of approximately US\$1.4 million. No orders have been made directing payment of these amounts, and so the

Monitor continues to hold the Aggregate Chile Payments in accordance with the terms of the APA.

Remaining Assets and Creditors

27. Since the last application to this Court, the Monitor was able to resolve an outstanding source deduction claim from the CRA. The CRA initial claim was \$360,000.00, plus interest and penalties, and the Monitor was able to reduce this claim to zero.
28. In addition, following completion of the Acquisition Agreements and implementation of the Plan, the Respondents hold the following key assets:
 - (a) cash and promissory notes held by MCI, including the QC Cash Payment; and
 - (b) the Aggregate Chile Payments(collectively, the “**Remaining Assets**”).
29. With respect to the assets held by MCI, the Petitioners continue to hold first ranking security as against the assets of the Migu Parent Companies, other than the QC Cash Payment, and have a significant unsecured claim net of the credit bid made under the Acquisition Agreement.
30. The QC Cash Payment was originally due on November 15, 2020; however, the Monitor agreed to forbear from exercising any remedies under the promissory note until November 15, 2021 (the “**Forbearance Period**”).
31. With respect to the Aggregate Chile Payments, there are competing claims to these amounts, in particular:
 - (c) the SA Purchaser has raised an indemnity claim against the Chilean Entities, pursuant to the terms of the APA, in respect of VAT taxes allegedly owed by those entities;
 - (d) a group of creditors, referred to as the “JV Investors”, have alleged funds were misappropriated by the Respondents and improperly invested in the Chilean Assets, and seek to recover as against 112; and
 - (e) the Petitioners, as sole secured creditor of Migu Investments Inc., dispute some or all of the foregoing claims, and assert that the Aggregate Chile Payments belong to Migu Investments Inc. (as the ultimate parent company to 112) and are therefore subject to the Petitioner’s security interest.

32. Since in or around January, 2020, the Monitor has been in discussions with some or all of these stakeholders in an attempt to reach a negotiated resolution to these competing claims.
33. On March 25, 2021, the Monitor applied to this Court for various relief to help facilitate the negotiation process with respect to the Aggregate Chile Payments. Among other things, the Monitor sought:
- (a) direction from this Court to establish a claims adjudication process to accelerate the negotiations surrounding the Aggregate Chile Payments; and
 - (b) the power to assign certain Respondents into bankruptcy to wind up certain entities following a distribution.
34. At the March 25, 2021 hearing, the Monitor agreed to generally adjourn the application with respect to the claims process to allow the parties to continue negotiations, but was granted the power assign certain Respondents into bankruptcy.

Recommendation for Next Steps

35. The primary issue remaining in these proceedings is to resolve the competing claims and distribute the Aggregate Chile Payments.
36. Since the Monitor last appeared before this court on March 25, 2021, it has continued discussions with the relevant stakeholders in an attempt to resolve the outstanding claims to the Remaining Assets.
37. The Monitor and its counsel have had several discussions with counsel to the SA Purchaser, and the Monitor is of the view that a negotiated resolution of that claim is still possible.
38. The Monitor is also of the view a negotiated settlement among the key stakeholders is the most efficient means of distributing the Remaining Assets. Accordingly, the Monitor intends to continue working with the stakeholders towards a consensual resolution of these issues.
39. However, if the Monitor determines that a negotiated solution is not possible, the Monitor anticipates bringing the adjourned application to establish a claims adjudication process to accelerate the determination of the competing claims with respect to the Aggregate

Chile Payments. In addition, if a negotiated solution is not possible, the Monitor may exercise its powers to bankrupt certain Remaining Respondents to distribute certain assets held by the Respondents.

40. Finally, the extension of the stay will allow the Monitor time to allow the Forbearance Period of pass and collect the QC Cash Payment.
41. The Monitor is therefore seeking an extension of the stay to continue discussions with the major remaining stakeholders in advancing the above objectives.
42. In the Monitor's view, there is no prejudice to Brealorch Canada's stakeholders in providing the Monitor with additional time to continue the above negotiations and resolve the SA Purchaser's claim. Currently, the Respondents have no overhead expenses and the Respondents' cash burn is therefore minimal.

Extension of Stay

43. An extension of the stay to March 31, 2022, is necessary to allow the Monitor to continue the discussions outlined above, with the aim of presenting a further plan of compromise or arrangement.
44. The Monitor has continued to monitor the activities of the Respondents and is satisfied that they have been acting and continue to act in good faith and with due diligence to enhance value to their stakeholders through these proceedings.

Part 3: LEGAL BASIS

1. The Monitor relies on:
 - (a) the *Companies' Creditors Arrangement Act*, R.S.C., 1985 c. C-36 (the "**CCAA**"), in particular, section 11.02;
 - (b) *Supreme Court Civil Rules*, in particular Rules 8-1 and 13-1;
 - (c) the inherent and equitable jurisdiction of this Court; and
 - (d) such further and other legal bases and authorities as counsel may advise and this Court may permit.

2. Pursuant to section 11.02 of the CCAA , an extension may only be granted if the Court is satisfied that the circumstances exist to make the extension appropriate and the debtor company has acted, and is acting, in good faith and with due diligence.
3. With respect to the first branch, being appropriate circumstances, authorities indicate that the Court should inquire whether the order sought advances the remedial purpose of the CCAA and avoids the losses that result from liquidation.

North American Tungsten Corp. (Re), 2015 BCSC
1376 at para 25, citing from *Century Services Inc.*
v. Canada (Attorney General), 2010 SCC 60

4. The Monitor submits that the first branch of the test is met. In particular, an extension of the stay will allow the Monitor continue discussions to determine if the Respondents can propose, and implement, a feasible plan to their remaining creditors and determine the claim of the SA Purchaser.
5. The Monitor submits that the second branch of the test is also met. As noted in the Monitor's Twelfth Report, the Monitor is satisfied that Braeloch Canada has, and continues to, act in good faith and with due diligence.

Part 4: MATERIAL TO BE RELIED ON

1. Initial Order, made July 12, 2019;
2. Order made After Application, dated March 25, 2021;
3. The Twelfth Report of the Monitor, to be filed; and
4. Such other pleadings and materials previously filed herein as counsel may advise.

The applicant(s) estimate(s) that the application will take 15 minutes.

- ☐ This matter is within the jurisdiction of a master.
- ☒ This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days of service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: 22/SEPT/2021

Emma Newbery

Signature of lawyer for filing party
Jordan Schultz and Emma Newbery

To be completed by the court only:

Order made

- ☐ in the terms requested in paragraphs _____ of Part 1 of this Notice of Application
- ☐ with the following variations and additional terms:

Date:

Signature of ☐ Judge ☐ Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery

- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

SCHEDULE "A"

[Service List]

SCHEDULE "A"

No.: S197744
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CORPORATION and GUANGDONG SAIMAN INVESTMENT CO. LIMITED

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TWENTY-ONE INC., MINISO (CANADA) STORE TWENTY-TWO INC. and
1120701 B.C. LTD.

RESPONDENTS

SERVICE LIST

[Updated: January 28, 2020]

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<p>Alvarez & Marsal Canada Inc. Commerce Place Suite 1680, 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin / Anthony Tillman</p> <p>Tel : (604) 639-0849 Email: tmartin@alvarezandmarsal.com; atillman@alvarezandmarsal.com; pinky.law@alvarezandmarsal.com</p> <p><i>Court-appointed Monitor</i></p>	<p>Miniso Canada Investments Inc. and certain other entities referred as the Debtors</p> <p>c/o Alvarez & Marsal Canada Inc. Commerce Place Suite 1680, 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin / Anthony Tillman</p> <p>Tel : (604) 639-0849 Email: tmartin@alvarezandmarsal.com; atillman@alvarezandmarsal.com; pinky.law@alvarezandmarsal.com</p> <p><i>Address for service pursuant to Order made November 6, 2019</i></p>
<p>Thornton Grout Finnigan LLP TD West Tower, Toronto-Dominion Centre 100 Wellington St. West, Suite 3200 Toronto, ON M5K 1K7</p> <p>Attention: D. J. Miller / Owen Gaffney</p> <p>Tel: (416) 304-0559 Email : djmiller@tgf.ca; oGaffney@tgf.ca</p> <p><i>Counsel for the Oxford Properties Landlords</i></p>	<p>Torys LLP 79 Wellington St. W., 30th Floor, Box 270, TD South Tower Toronto, Ontario M5K 1N2</p> <p>Attention: David Bish</p> <p>Tel: (416) 865-7353 Email: dbish@torys.com</p> <p><i>Counsel for The Cadillac Fairview Corporation Limited</i></p>

<p>TX Law Firm Barristers & Solicitors # 1007 - 5911 Alderbridge Way Richmond, B.C. V6X 4C6</p> <p>Attention: Tim Xia (夏耀远律师)</p> <p>Tel: (604) 636-6071 Email: tim@txlawfirm.ca</p> <p><i>Counsel for Mr. Sam Haifeng Wang</i></p>	<p>Camelino Galessiere LLP Barristers & Solicitors 6 Adelaide Stree, East Suite 220 Toronto, Ontario M5C 1H6</p> <p>Attention: Linda Galessiere</p> <p>Tel: (416) 306-3827 Email: lgalelessiere@cglegal.ca</p> <p><i>Counsel for various Landlords: Ivanhoe Cambridge, RioCan, Cushman & Wakefield, Brookfield, Cominar REIT, Morguard</i></p>
<p>First Capital Asset Management LP 85 Hanna Avenue, Suite 400 Toronto, ON M6K 3S3</p> <p>Attention: Kirryn Hashmi</p> <p>Tel: (416) 216-2083 Email: kirryn.hashmi@fcr.ca</p> <p><i>Counsel for First Capital Asset Management LP</i></p>	<p>Bridgehouse Law LLP Barristers & Solicitors 9th Floor – 900 West Hastings Street Vancouver, BC V6C 1E5</p> <p>Attention: Richie Clark, Q.C. / Nadia Walnicki</p> <p>Tel : (604) 684-2550 Email : RClark@bridgehouselaw.ca nwalnicki@bridgehouselaw.ca</p> <p><i>Counsel for Various JV Investors</i></p>
<p>Bishop & McKenzie LLP Barristers & Solicitors #2200, 555 – 4th Avenue SW Calgary, AB T2P 3E7</p> <p>Attention: Anthony L. Dekens</p> <p>Tel: (403) 750-2247 Email: ADekens@bmlp.ca</p> <p><i>Counsel for Wexford Whyte Ave LP, by its GP, Wexford Whyte Ave Advisors Corp.</i></p>	<p>Miller Thomson LLP Barristers & Solicitors Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, ON M5H 3S1</p> <p>Attention: Jeffrey C. Carhart / Jay Sernoskie</p> <p>Tel: (416) 595-8615 Email: jcarhart@millerthomson.com jsernoskie@millerthomson.com</p> <p><i>Counsel for Racking Direct Limited</i></p>

<p>Daoust Vukovich LLP Barristers & Solicitors 20 Queen Street West Suite 3000 Toronto, Ontario M5H 3R3</p> <p>Attention: Gasper Galati / Michael Hochberg</p> <p>Tel: 416-597-6888</p> <p>Email: ggalati@dv-law.com mhochberg@dv-law.com</p> <p><i>Counsel for Bentall Kennedy (Canada) LP ITF Sun Life Assurance Company Of Canada</i></p>	<p>Torys LLP 79 Wellington St. W., 30th Floor, Box 270, TD South Tower Toronto, Ontario M5K 1N2</p> <p>Attention: Scott Bomhof</p> <p>Tel: 416-865-7380</p> <p>Email: sbomhof@torys.com</p> <p><i>Counsel for First Capital Realty Inc.</i></p>
<p>Blaney McMurtry LLP Barristers & Solicitors 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5</p> <p>Attention: John C. Wolf</p> <p>Tel: 416-593-2994</p> <p>Email: jwolf@blaney.com</p> <p><i>Counsel for White Oaks Mall Holdings Ltd.</i></p>	<p>Witten LLP Barristers & Solicitors Suite 2500, Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6</p> <p>Attention: Howie Sniderman</p> <p>Tel: 780-441-3203</p> <p>Email: hsniderman@wittenlaw.com</p> <p><i>Counsel for Griesbach Village Properties Inc.</i></p>
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