



To all Misrepresentation Claimants:

December 11, 2023

This notice is an update in connection with the receivership proceedings of Bridging Finance Inc. and certain affiliates, and the funds managed by Bridging Finance Inc. (the “**Bridging Funds**”).

On May 26, 2022, the Ontario Superior Court of Justice (Commercial List) appointed representative counsel in connection with a unitholder priority motion (the “**Unitholder Priority Motion**”).

Miller Thomson LLP was appointed as representative counsel (“**Misrepresentation Representative Counsel**”) for unitholders in the Bridging Funds with potential statutory rescission claims based on potential misrepresentation(s) found in the Bridging Funds’ offering memoranda (“**Misrepresentation Claimants**”).

The purpose of the Unitholder Priority Motion was to determine whether Misrepresentation Claimants (among others) are entitled to any priority over the claims of other, general unitholders (“**General Unitholder Claims**”) with respect to the distribution of the proceeds of the Bridging Funds.

The Unitholder Priority Motion proceeded virtually via Zoom video-conference, beginning on November 16, 2022. On April 12, 2023, Chief Justice Morawetz released his decision in the Unitholder Priority Motion, ordering that Misrepresentation Claimants are entitled to priority over General Unitholder Claims with respect to the distribution of proceeds of the Bridging Funds. All materials related to Misrepresentation Claimants and the Unitholder Priority Motion can be found on [Miller Thomson’s website](#).

Appeal of the Decision

Bennett Jones LLP, in its capacity as representative counsel for unitholders in the Bridging Funds (“**Representative Counsel**”) commenced an appeal of the decision in the Unitholder Priority Motion in the Court of Appeal for Ontario (the “**Court of Appeal**”). The appeal was heard on October 18, 2023, before a panel of three justices: Justice van Rensburg, Justice Hourigan, and Justice Favreau. All materials related to the appeal are available on [the Receiver’s website](#).

The Court of Appeal released its decision in the appeal on November 17, 2023 (the “**Decision**”). In its Decision, the Court of Appeal overturned the Chief Justice’s decision. The Court of Appeal reversed the decision at the lower court and ordered that all unitholders rank *pari passu* with respect to the distribution of the proceeds of the Bridging Funds, and that Misrepresentation Claimants do not have a priority over the General Unitholder Claims. A link to the Court of Appeal’s Decision is available on the Receiver’s website and can be accessed by clicking [this link](#).

Next Steps

At this time, there is nothing required from the Misrepresentation Claimants.

On behalf of Misrepresentation Claimants, Misrepresentation Representative Counsel has considered a potential application for leave to appeal the Decision to the Supreme Court of Canada.

Misrepresentation Representative Counsel does not intend to seek leave to appeal the Decision to the Supreme Court of Canada. It is Miller Thomson's view that bringing an application for leave to the Supreme Court of Canada is not in the best interests of the Misrepresentation Claimants, or the unitholders of the Bridging Funds, including due to the chances of success, costs associated with a leave application, and the potential of such leave application to delay steps in the receivership which are prerequisites to potential distributions to Unitholders.

This decision was taken in consultation with the Receiver, Representative Counsel, and the other representative counsel groups appointed for the purposes of the Unitholder Priority Motion. All parties are of the same view.

As a result, Misrepresentation Representative Counsel, together with the other representative counsel appointed for the purposes of the Unitholder Priority Motion, expect to bring a joint motion to the Court for directions, seeking the discharge of their mandates ("**Discharge Motion**").

The Discharge Motion is in the process of being scheduled. Misrepresentation Representative Counsel expect that the Discharge Motion will be heard before mid-January 2024.

Virtual Town Hall Meeting

Misrepresentation Representative Counsel will be holding a virtual town hall meeting for all Misrepresentation Claimants. The virtual town hall meeting is scheduled to take place on Wednesday, December 13, 2023 at 10:00 a.m. EST.

Prior to the town hall meeting, Misrepresentation Claimants may submit questions to Misrepresentation Representative Counsel. In order to minimize professional costs of our mandate, Misrepresentation Claimants are asked to e-mail Misrepresentation Representative Counsel at BridgingMisrepClaims@millerthomson.com with any questions by 5:00 p.m. EST on Tuesday, December 12, 2023.

Virtual Town Hall Meeting Particulars

The virtual town hall meeting will take place via Zoom video conference, with dial-in options available. Registration is not required. If you would like to join the virtual town hall meeting, please see the information below.

Join Zoom Meeting

<https://millerthomson.zoom.us/j/91872936162?pwd=WmVId0o4SnVDSGtHcUNBS045YkI4QT09>

Meeting ID: 918 7293 6162

Passcode: Rir7UKcC

One tap mobile

+14388097799,,87647516333# Canada

+15873281099,,87647516333# Canada

Dial by your location

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

+1 780 666 0144 Canada

+1 204 272 7920 Canada

Meeting ID: 918 7293 6162

Passcode: 40004043

Find your local number: <https://millerthomson.zoom.us/j/abdPI1Cgl>

If you are a Unitholder and have general questions or concerns about the Receivership proceedings that do not relate to the Unitholder Priority Motion, the Decision, or the related appeal process, please contact Bennett Jones LLP, who are Representative Counsel for all Unitholders generally at bridginginfo@bennettjones.com.

Please contact Miller Thomson at the following email address:
BridgingMisrepClaims@millerthomson.com.