



To all Potential Statutory Rescission Claimants: Appeal of Decision in Unitholder Priority Motion

May 15, 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**”).

The Ontario Superior Court of Justice (Commercial List) (the “**Court**”) appointed Miller Thomson LLP (“**Miller Thomson**”) as representative counsel (“**Statutory Rescission Claimants Representative Counsel**”, or “**we**”) for those unitholders (“**Potential Statutory Rescission Claimants**”) in the Bridging Funds who have potential statutory rescission claims based on potential misrepresentations by the Bridging Funds (“**Potential Statutory Rescission Claims**”).

Miller Thomson’s mandate was to represent the interests of the Potential Statutory Rescission Claimants during the unitholder priority motion (the “**Unitholder Priority Motion**”). The purpose of the Unitholder Priority Motion was to determine whether Potential Statutory Rescission Claimants (among others) are entitled to any priority over claims held by general unitholders (“**General Unitholder Claims**”) with respect to the distribution of proceedings of the Bridging Funds.

Appeal of Decision in Unitholder Priority Motion

As previously reported, on April 12, 2023, Chief Justice Morawetz released his decision (the “**Decision**”) in the Unitholder Priority Motion, holding that Potential Statutory Rescission Claims are entitled to priority over General Unitholder Claims with respect to the distribution of proceeds of the Bridging Funds.

The Decision is currently subject of an appeal to the Court of Appeal for Ontario (the “**Court of Appeal**”) by Bennett Jones LLP, in its capacity as representative counsel for unitholders in the Bridging Funds generally.

On May 11, 2023, Miller Thomson received notices of appeal from (1) Bennett Jones LLP, in its capacity as representative counsel for unitholders in the Bridging Funds generally, (2) Aird & Berlis LLP in its capacity as representative counsel for unitholders located outside of Quebec with potential redemption claims, and (3) Woods LLP, in its capacity as counsel to unitholders located within Quebec with potential redemption claims. A copy of the notices of appeal received from each representative counsel group will be made available on Miller Thomson’s [website](#).

Delivery of the notice of appeal commenced the formal appeal process under the applicable rules, which prescribes specific deadlines for delivery of appeal materials. It is anticipated that each appealing party will deliver a factum (*i.e.* legal argument) in support of the appeal of the Decision by the prescribed deadline of June 12, 2023. In turn, Miller Thomson will have 60 days to deliver



its legal argument on behalf of Potential Statutory Rescission Claimants. The hearing of the appeal will be scheduled thereafter.

Any updates or materials regarding the appeal of the Decision will be posted on Miller Thomson's [website](#).

If you are a unitholder and have general questions or concerns about the receivership proceedings that do not specifically relate to the outcome of the Unitholder Priority Motion or the appeal of the Decision, please contact Bennett Jones LLP, who is representative counsel for all unitholders generally, at bridginginfo@bennettjones.com.