



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MR. ) WEDNESDAY, THE 14TH  
 )  
JUSTICE D.M. BROWN ) DAY OF MAY, 2014

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

AND IN THE MATTER OF A PROPOSED PLAN  
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO  
GROWTHWORKS CANADIAN FUND LTD.

**APPROVAL OF THE FEES AND ACTIVITIES OF THE MONITOR**

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as monitor (the "**Monitor**") of Growthworks Canadian Fund Ltd. for an order approving the fees and activities of the Monitor was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record, including the Notice of Motion, the Ninth Report (the "**Ninth Report**") of the Monitor, the affidavit of Marc Wasserman sworn May 8, 2014 and the affidavit of Paul Bishop sworn May 9, 2014, and on hearing the submissions of counsel for the Applicant, the Monitor, Allen-Vanguard Corporation, the Offeree Shareholders (as defined in the Seventh Report) and Roseway Capital S.a.r.l., no one appearing for any other party although duly served as appears from the affidavit of service.

**SERVICE**

1. THIS COURT ORDERS that the time for service of the Motion Record and the Ninth Report is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

## ACTIVITIES OF THE MONITOR

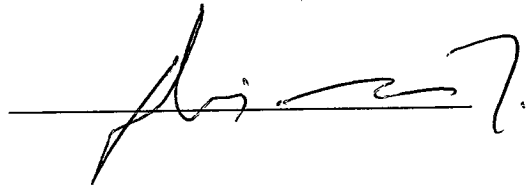
2. **THIS COURT ORDERS** that the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor each filed in the within CCAA Proceedings and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

## APPROVAL OF FEES

3. **THIS COURT ORDERS** that the fees in the amount of \$605,016.50 and disbursements in the amount of \$21,489.57 (plus applicable taxes of \$81,445.83 for a total of \$707,951.90) of FTI Consulting Canada Inc., in its capacity as proposed monitor and Monitor, for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Paul Bishop, sworn May 9, 2014 appended thereto, are hereby approved.
4. **THIS COURT ORDERS** that the fees in the amount of \$306,980.00 and disbursements in the amount of \$3,639.70 (plus applicable taxes of \$40,374.73 for a total of \$350,994.52) of Osler, Hoskin & Harcourt LLP, in its capacity as counsel to the proposed monitor and Monitor for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Marc Wasserman sworn May 8, 2014, appended thereto, are hereby approved.

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

MAY 14 2014  
MB



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Court File No. CV-13-10279-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

Proceeding Commenced at Toronto

**APPROVAL OF THE FEES AND  
ACTIVITIES OF THE MONITOR**

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capacity Court-appointed Receiver