



KPMG Inc.
DA - Restructuring&Turnaround (28100035)
205 5th Avenue SW Suite 3100 Calgary AB T2P 4B9
Tel 403-691-8000 Fax 403-691-8008 www.kpmg.ca

BR Capital LP et. al.

Our ref BR Capital Proposal
Cover Letter.docx

18 January 2023

In the matter of the Proposal of BR Capital Inc., BR Capital LP, First Response International GP LP, First Response International Inc., First Response International LP, Health Education GP LP, Health Education LP, Help Inc., ICE Health Systems GP LP, ICE Health Systems Inc., SESCO Health Services Inc., ICE Health Systems LP and ICE Health Systems Ltd. (together, the “BR Capital Group”)

As you may be aware, on September 15, 2022, the BR Capital Group filed a Notice of Intention to Make a Proposal (the “**NOI**”), pursuant to Section 50.4(1) of the Bankruptcy and Insolvency Act, RSC 1985, c B-3, as amended (the “**BIA**”, and KPMG Inc. (“**KPMG**”) was appointed as trustee (the “**Proposal Trustee**”) under the NOI proceedings.

Please take notice that on January 13, 2023, the BR Capital Group filed a proposal to its creditors pursuant to the BIA. A meeting of creditors has been scheduled as follows:

Date: February 2nd, 2023

Time: 10:00 a.m.

Location: KPMG, 205 5th Avenue SW, Suite 3100, Calgary, AB T2P 4B9

In accordance with the BIA, the following documents have been sent to you in advance of the meeting of creditors (attached):

- Notice of Proposal to Creditors;
- A copy of the Proposal;
- Proof of Claim form;
- Proxy form;
- Voting Letter; and
- A list of creditors with claim amounts over \$250.

Further documents, including the Proposal Trustee’s report, will be tabled at the meeting of creditors.



The BR Capital Group's total consolidated assets and liabilities are condensed and summarized as follows:

BR Capital Group consolidated assets	
As at January 13, 2023	
In CAD \$000's	Amount
Cash	25
Accounts Receivable	50
Total	75

BR Capital Group consolidated liabilities	
As at January 13, 2023	
In CAD \$000's	Amount
Noteholders	9,513
Deferred management compensation	1,662
Trade creditors	270
Canada Revenue Agency	179
Employees	113
Total	11,737

Please take careful note of the following important steps that must be undertaken by yourself or your legal representative to participate in the proposal proceedings.

In order to receive a dividend from the proposal, the Proof of Claim form **MUST** be completed, signed, witnessed, and delivered to the Proposal Trustee on or before the date and time of the meeting of creditors. It is strongly recommended that creditors deliver their proof of claim form well in advance of the meeting to allow the Proposal Trustee sufficient time to review. If the proof of claim form is not delivered to the Proposal Trustee, your claim against the BR Capital Group will be forever extinguished, and you will not receive a dividend in the proceedings.

In addition to delivering the completed Proof of Claim form, in order to cast a vote on the proposal, creditors must do one of the following:

- a) Attend the meeting of creditors, either in person or by conference call; or
- b) Nominate an individual as proxy, who will be in attendance at the meeting (either in person or by conference call); or
- c) Nominate the Proposal Trustee as proxy.

If you wish to nominate an individual or the Proposal Trustee as proxy, you must have the Proxy form completed, signed, witnessed, and delivered to the Proposal Trustee before the date and time of the meeting of creditors. If you nominate the Proposal Trustee as proxy, you may also have the Voting Letter completed and delivered to the Proposal Trustee to direct your voting instructions.

All documents noted above are to be delivered via one of the following methods (ensuring that it is received by the Proposal Trustee in advance of the meeting of creditors):

Email (preferred): jsithole@kpmg.ca

Fax: 403-691-8008

Mail: KPMG Inc., 205 5th Avenue SW, Suite 3100, Calgary, AB T2P 4B9



BR Capital LP et. al.

In the matter of the Proposal of the BR Capital Group

18 January 2023

I trust the above is self-explanatory but if you have any further queries, please do not hesitate to contact my colleague Joe Sitholé at jsithole@kpmg.ca.

Yours sincerely,

KPMG Inc., in its capacity as
Proposal Trustee of BR Capital et. al
and not in its personal or corporate capacity

A handwritten signature in blue ink, appearing to read 'Neil Honess'. The signature is fluid and cursive, with the first name 'Neil' being more prominent than the last name 'Honess'.

Neil Honess
Senior Vice President

District of: Alberta
Division No. 02 - Calgary
Court No. 2201-11627
Estate No. 25-095315

FORM 92
Notice of Proposal to Creditors
(Section 51 of the Act)

In the matter of the proposal of
BR Capital LP
of the City of Calgary, in the Province of Alberta

Take notice that BR Capital LP of the City of Calgary in the Province of Alberta has lodged with me a proposal under the *Bankruptcy and Insolvency Act*.

A copy of the proposal, a condensed statement of the debtor's assets, and liabilities, and a list of the creditors affected by the proposal and whose claims amount to \$250 or more are enclosed.

A general meeting of the creditors will be held on the 2nd day of February 2023 at 10:00 AM at 3100, 205 5 Avenue SW, Calgary, AB. Conference call #, 1-587-774-7319, ID 728 030 076#.

The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the proposal is binding on all the creditors or the class of creditors affected.

Proofs of claim must be lodged with me prior to the commencement of the meeting.

Proxies and voting letters intended to be used at the meeting may be filed at any time up until the moment a vote is called.

Dated at the City of Calgary in the Province of Alberta, this 18th day of January 2023.

KPMG Inc. - Licensed Insolvency Trustee



3100, 205 5 Avenue SW

Calgary AB T2P 4B9

Phone: (403) 691-8014 Fax: (403) 691-8008

(A form of proof of claim, a form of proxy and a voting letter should be enclosed with each notice.)

Creditors with claims over \$250**Claim Amount**

Alberta Blue Cross	15,073.38
Burstall Winger Zammit	31,192.48
Canada Revenue Agency	179,203.87
Colliers Macaulay Nicolls Inc. ITF 10460010 Canada Inc.	58,875.55
Essential Talk Network Inc.	50,943.14
Fasken Martineau Du Moulin LLP	317.63
FedEx	318.48
Galiia Abogados, S.C./ICE Health Systems Inc.	25,689.93
KPMG LLP	24,940
Lawson, James	53,436
Receiver General (GST)	1535.01
Rogers Wireless	Unknown
Shaw Internet	629.39
Stericycle ULC	1048.56
Valiant Financial Service Inc.	5,557.65
Brown, Laura	5,700.86
Buck, Taylor	14,615.82
Cull, Chad	10,748.08
Gehl, Trevor	5,021.44
Le, Randy	6,588.74
Ma, Long	2,002.07
Mallavarapu, Divya	9,614.52
Manjares, Jason	4,521.23
Meyyappan, Lakshmi	1,192.33
Milligan, Pamela	7,924.99
Muwanga, Mackenzie	3,879.90
Ng, Dennis	10,851.42
Reid, Amy	Unknown
Russell, John	1,433.60

Creditors with claims over \$250**Claim Amount**

Singh, Jatinder	4,617.99
Tang, Tai	2,060.41
Trieu, Jesse	6,096.00
Ybanez, Joel	13,254.06
Zbik, Matthew	3,014.39
101041728 Sask Ltd. (Grant, Linda)	217,395.19
1514856 Alberta Ltd. (Bean, Warren)	21,009.59
1658453 Alberta (Bean, Craig)	42,143.73
320637 AB Inc (Petty, Jeffrey)	275,250.64
Abbott, F. Andrew	441,280.46
Alex Yeung Holdings Inc.	28,344.18
Almamar, Ahmed	141,309.59
Ashlee Investments	130,969.86
Bean, Warren (personal)	276,233.03
Birch, Colin	681,864.92
Boutin, Claude	18,403.85
Carlson, Kevin	46,374.95
Carlson, Kevin PC	427,704.33
Copper Lake Holdings	1,309,698.58
de Souza, F.K.	71,041.10
Egan, Natasha	41,707.34
Feldman, Max	701,183.55
Feldman, Stephanie	327,424.68
Ford, David	56,070.12
Ford, Kathryn	56,070.12
Fox Hole Holdings (Kevin Carlson)	46,374.95
Gould, M Administrative & Educational Services Inc.	49,696.70
Grant, Linda & Gary	207,705.63
Kamelchuk, Lorne	22,089.03
Knapp, Charles	140,372.61
Lawson, James	220,156.95
Lawson, Patricia	325,348.77
Leread Investments Inc.	65,484.94
Maharaj Patel Medicine Professional Corporation	1,003,068.46
Maresky, Neil	104,775.85
Ostro, Cheryl	70,054.81
Ostro, Michael	141,490.42

Creditors with claims over \$250**Claim Amount**

Petty, Debra	29,132.61
Petty, Jeffrey (personal)	30,468.22
R & FS Holdings Ltd.	261,939.78
Schultz, Rod	100,528.02
Segal, Mark	69,972.61
Silverstein, Mitch	253,561.78
Silverstein, Paula	253,561.78
Sysak, Daniel	293,012.64
Warshawski, S. Joseph	381,806.01
Yoshtob	130,969.86
Total claims (including those below \$250)	9,543,528.69

District of: Alberta
Division No. 02 - Calgary
Court No. 2201-11627
Estate No. 25-095315

- FORM 31 -
Proof of Claim
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and Paragraphs 51(1)(e) and 66.14(b) of the Act)

In the Matter of the Proposal of
BR Capital LP
of the City of Calgary, in the Province of Alberta

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the proposal of BR Capital LP of the City of Calgary in the Province of Alberta and the claim of
_____, creditor.

I, _____ (name of creditor or representative of the creditor), of the city of _____ in the
province of _____, do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____,
creditor).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of proposal, namely the 13th day of January 2023, and still is, indebted to the creditor in the sum of
\$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any
counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in
support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____

(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description.)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.

(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security,
and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____

(Attach a copy of sales agreement and delivery receipts.)

District of Alberta
Division No. 02 - Calgary
Court No. 2201-11627
Estate No. 25-095315

FORM 31 --- Concluded
In the Matter of the Proposal of
BR Capital LP
of the City of Calgary, in the Province of Alberta

- E. CLAIM BY WAGE EARNER OF \$ _____
- That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____,
- That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____,
- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____
- That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____,
- That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____,
- G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____, _____.

Witness

Creditor

Phone Number: _____
Fax Number : _____
E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 20(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

PROOF OF CLAIM

- ▶ The signature of a witness is required;
- ▶ The claim must be signed personally by the individuals;
- ▶ If the creditor is a corporation, the full and complete legal name of the company or firm must be stated;
- ▶ Give the complete address, including postal code, where all notices or correspondence is to be forwarded, the name of the person to contact, the phone number and fax number.

PARAGRAPH 1

- ▶ Please state your name, city of residence, and if you are completing the declaration for a corporation or another person, your position or title.

PARAGRAPH 3

- ▶ State the date of bankruptcy, proposal or receivership and the amount of your claim;
- ▶ A detailed statement of account must be attached and must show the date, number and amount of all the invoices, charged credits or payments;
- ▶ A statement of account is not complete if it begins with an amount brought forward;
- ▶ The amount of the statement of account must agree with the amount claimed on the proof of claim.

PARAGRAPH 4

- ▶ An ordinary creditor must check subparagraph A. A preferred creditor must set out on an attached schedule the particulars of your priority;
- ▶ A secured creditor must check subparagraph C. You must insert the value at which you assess each of your securities and provide a certified true copy of the security documents as registered.

PARAGRAPH 5

Strike out “are” or “are not” as applicable to you. You would be considered a related person if:

- ▶ You are related to blood or marriage to the debtor;
- ▶ If the debtor is a corporation and you were a shareholder or if your company was controlled by the same shareholders as the debtor corporation.

PARAGRAPH 6

All creditors must attach a detailed list of all payments or credits received or granted, as follows:

- ▶ Within the 3 months preceding the bankruptcy or proposal, if the creditor and the debtor are not related;
- ▶ Within 12 months preceding the bankruptcy or proposal, if the creditor and debtor are related.

In the case of an individual’s bankruptcy only, you may request some or all of the items stated after paragraph 6.

GENERAL PROXY

A creditor may appoint a proxy by completing the proxy form, if the creditor is a corporation, the proxy form must be completed in the corporate name and signature witness.

NOTES

- ▶ Only creditors who have filed claims in the proper manner before the time appointed for the meeting of creditors are entitled to vote;
- ▶ A creditor may vote either in person or by proxy;
- ▶ A debtor may not be appointed a proxy at any meeting of his creditors;
- ▶ The trustee may be appointed as a proxy to for any creditors;
- ▶ A corporation may vote by an authorized agent at the meeting of creditors;
- ▶ In order to have the right to vote, a person must himself be a creditor or be the holder of a property executed proxy showing the name of the creditor;
- ▶ Only creditors who filed claims in the proper form with the trustee are entitled to share in any distribution that may be made.

District of: Alberta
Division No. 02 - Calgary
Court No. 2201-11627
Estate No. 25-095315

- FORM 36 -
Proxy
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the Matter of the Proposal of
BR Capital LP
of the City of Calgary, in the Province of Alberta

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to be
my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without)
power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:
KPMG Inc. - Licensed Insolvency Trustee

3100, 205 5 Avenue SW
Calgary AB T2P 4B9

District of: Alberta
Division No. 02 - Calgary
Court No. 2201-11627
Estate No. 25-095315

- FORM 37 -

Voting Letter
(Paragraph 51(1)(f) of the Act)

In the Matter of the Proposal of
BR Capital LP
of the City of Calgary, in the Province of Alberta

I, _____, creditor (or I, _____, representative
of _____, creditor), of _____, a creditor in the above matter
for the sum of \$ _____, hereby request the trustee acting with respect to the proposal of BR
Capital LP, to record my vote _____ (for or against) the acceptance of the proposal as made on
the 13th day of January 2023.

Dated at _____, this _____ day of _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:
KPMG Inc. - Licensed Insolvency Trustee
Per:

Neil Honess - Licensed Insolvency Trustee
3100, 205 5 Avenue SW
Calgary AB T2P 4B9