

COURT FILE NUMBER	1101-16994
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT	BRUCE BRANDER
RESPONDENTS	COPESTONE CAPITAL INC., COPESTONE ASSET MANAGEMENT INC., NUTERRA INVESTMENTS CORPORATION, BROOKSTONE DEVELOPMENTS INC., LUANO BAISI, LES BAISI, BRADLEY BAKER AND MARY BAKER
	IN THE MATTER OF THE APPOINTMENT OF A RECEIVER OF COPESTONE CAPITAL INC. AND COPESTONE ASSET MANAGEMENT INC.
DOCUMENT	SHAREHOLDER PROCEDURE ORDER
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	JENSEN SHAWA SOLOMON DUGUID HAWKES LLP 800, 304 8th Avenue SW Calgary, Alberta T2P 1C2
	Stacy Petriuk Phone: 403 571 1523 Fax: 403 571 1528 File: 12531.001
DATE ON WHICH ORDER WAS PRONOUNCED:	June 10, 2016
NAME OF JUDGE WHO MADE THIS ORDER:	Justice G.A. Campbell

UPON the application of the Receiver for an Order approving, in part, a Shareholder Procedure; **AND UPON** reading the Sixth Report of the Receiver, filed May 9, 2016; **AND UPON** reading the pleadings and proceedings having been taken in this action; **AND UPON** hearing from counsel for the Receiver;

IT IS HEREBY ORDERED THAT

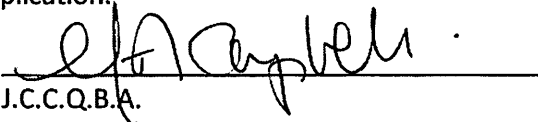
1. Service of the application and supporting materials is hereby declared to be good and sufficient and the application is properly returnable today. Further service is dispensed with.
2. The Proposed Shareholder Procedure as outlined in the Sixth Report of the Receiver is approved and the Receiver is authorized and directed to implement the Shareholder Procedure.
3. The Notice to Shareholder attached as Schedule "1" is approved.
4. The Notice to Shareholder attached as Schedule "2" is approved.
5. The Proof of Shareholdings Form attached as Schedule "3" is approved.
6. The List of Shareholders attached as Schedule "4" is approved.
7. The Proof of Shareholdings Bar Date of July 22, 2016 is hereby approved.
8. The Receiver shall send to all Shareholders listed on Schedule "4", the Notice to Shareholder (Schedule "2") and the Proof of Shareholdings Form (Schedule "3") by regular prepaid mail, fax, courier or email on or before June 24, 2016.
9. The Receiver shall cause the Notice to Shareholder (Schedule "1"), the Notice to Shareholder (Schedule "2") and the Proof of Shareholdings Form (Schedule "3") to be posted on the website maintained by the Receiver at <http://www.extranets.bdo.ca/copestone> (the "BDO website") by June 24, 2016.
10. The delivery of the Notice to Shareholder (Schedule "2") and Proof of Shareholdings Form (Schedule "3") and the posting of the Notice to Shareholder (Schedule "1"), Notice to Shareholder (Schedule "2"), Proof of Shareholdings Form (Schedule "3") and this Order on the BDO Website shall constitute good and sufficient service and delivery of (i) notice of this Order, and (ii) the Proof of Shareholdings Bar Date on all persons who may be entitled to receive notice and who may wish to assert a Proof of Shareholdings and no other notice or service need be given or made and no other document or material need be sent to or served upon any person in respect of this Order.
11. Each Shareholder must deliver the completed Notice to Shareholder (Schedule "2") to the Receiver by the Proof of Shareholdings Bar Date.
12. If no Notice to Shareholder (Schedule "2") is received by the Proof of Shareholdings Bar Date, the Shareholder shall, unless otherwise ordered by the Court, be forever barred from asserting a claim against any proposed distribution by the Receiver.
13. Where a Notice to Shareholder (Schedule "2") is sent to the Receiver, and the Shareholder disagrees with the Notice to Shareholder (Schedule "2") as prepared by the

Receiver, the Shareholder must complete the Proof of Shareholdings Form (Schedule "3") and provide evidence as to the amount of the Copestone Capital Inc. Shareholdings. Where a completed Proof of Shareholdings Form (Schedule "3") is received by the Receiver by the Proof of Shareholdings bar date, the Receiver will, on or before August 1, 2016 provide to the Shareholder a notice in writing by facsimile or by email (as directed by the Shareholder in the Proof of Shareholdings Form (Schedule "3")) indicating whether the shareholdings that the Shareholder set out in the Proof of Shareholdings Form is denied by the Receiver (the "Proof of Shareholdings Response").

14. Where a Shareholder disagrees with the decision of the Receiver as set out in the Proof of Shareholdings Response, the Shareholder must, on or before August 15, 2016, serve on the Receiver and its legal counsel, an Application returnable in the Alberta Court of Queen's Bench, Calgary Courthouse, no later than September 2, 2016 at 10:00 a.m.
15. Any notice or communication to be given under this Order to the Receiver shall be to the following address:

Attention: Jill Probert
BDO Canada LLP
620, 903 8th Avenue SW
Calgary, AB T2P 0P7

Fax: 403-262-6184
Email: JProbert@bdo.ca
16. Once the Receiver has all Proof of Shareholdings Forms submitted by the Proof of Shareholdings Bar date and the date for a motion returnable referred to in paragraph 14 has passed, the Receiver can proceed to distribute funds remaining in its trust account, after payment of all other fees.
17. Pursuant to the settlement reached in Action No.: 1201-11805, none of the Defendants in Action No.: 1201-11805 can submit a Proof of Shareholdings Form.
18. The Receiver, in addition to its prescribed rights and obligations under the Receivership and Attachment *Ex Parte* Order granted December 14, 2011, is hereby authorized and directed to take such other actions and fulfill such other roles as are contemplated by the Shareholder Procedure and this Order.
19. Notwithstanding the terms of this Order, the Receiver may apply to this Court from time to time for such further Order or Orders as it considers necessary or desirable to amend, supplement or replace the Shareholder Procedure or this Order.
20. No costs are payable to any party for this application.


J.C.C.Q.B.A.

SCHEDULE "1"

**NOTICE TO SHAREHOLDERS OF COPESTONE
CAPITAL INC.**

In the Matter of the Receivership of
COPESTONE CAPITAL INC. of 119
Hawkbrow Mews NW, in the City of
Calgary, in the Province of Alberta.

Notice is hereby given that all known
shareholders of Copestone Capital Inc. will
be served with the Notice to Shareholders
and may elect to submit a Proof of
Shareholdings form to the Receiver by no
later than 5 PM (MST) on July 22, 2016. You
are forever barred from submitting a Proof
of Shareholdings form if no Proof of
Shareholdings form is received by the
Receiver by July 22, 2016. The Shareholder
Procedure Order can be found on
www.extranets.bdo.ca/copestone
DATED at Calgary, Alberta this 15th day of
June, 2016

BDO Canada Limited
620, 903-8th Avenue SW
Calgary, Alberta T2P 0P7

SCHEDULE "2"

IN THE MATTER OF THE RECEIVERSHIP OF COPESTONE CAPITAL INC. AND COPESTONE ASSET MANAGEMENT INC.

NOTICE TO SHAREHOLDER

On December 14, 2011, an order was issued by the Alberta Court of Queen's Bench ("Court") whereby BDO Canada Limited (hereinafter referred to as "BDO" or the "Receiver") was appointed as Receiver of all current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the "Property") of Copestone Capital Inc. ("Copestone Capital") and Copestone Asset Management Inc. ("Copestone Asset") (collectively "Copestone").

On June 10, 2016, the Court issued an order establishing a Shareholder Procedure by which shareholders of Copestone Capital can confirm or provide information with respect to their shareholdings. A copy of the Shareholder Procedure Order may be viewed at: <http://www.extranets.bdo.ca/copestone>.

Pursuant to the Shareholder Procedure Order, the Receiver is to send a notice to each known shareholder (the "Notice to Shareholder") as determined by the Receiver in accordance with the procedures set forth in the Shareholder Procedure Order. The Shareholder Procedure Order provides that a claimant may elect to (i) accept the shareholdings as assessed by the Receiver (the "Assessed Shareholdings"); or (ii) dispute the Assessed Shareholdings by completing and returning to the Receiver in the manner set forth below a completed Proof of Shareholdings Form, supported by appropriate documentation. A blank Proof of Shareholdings Form is enclosed and can be found at <http://www.extranets.bdo.ca/copestone>.

The Receiver has assessed, from a review of Copestone Capital's books and records and other available information that you hold _____ shares in Copestone Capital (the "Assessed Shareholdings").

If you agree that the Assessed Shareholdings is accurate and reflects the amount of your shareholdings, please sign below and return to the Receiver by no later than 5 p.m. Mountain Daylight Time on July 22, 2016 ("Assessed Shareholdings Bar Date") to the Receiver as noted below.

Attention: Jill Probert
BDO Canada LLP
620, 903 8th Avenue SW
Calgary, AB T2P 0P7

Fax: 403-262-6184

Email: JProbert@bdo.ca

Receiver of Copestone Capital Inc. and Copestone Asset Management Inc.

If you disagree with the Assessed Shareholdings, you must deliver a Proof of Shareholdings to the Receiver with supporting documentation by no later than 5:00 p.m. Mountain Daylight Time on July 22, 2016 ("Assessed Shareholdings Bar Date") to the Receiver as noted above.

IF NO COMPLETED NOTICE TO SHAREHOLDER OR PROOF OF SHAREHOLDINGS FORM IS RECEIVED BY THE RECEIVER BY THE ASSESSED SHAREHOLDINGS BAR DATE, THE SHAREHOLDER SHALL, UNLESS OTHERWISE ORDERED BY THE COURT, BE FOREVER BARRED FROM ASSERTING A CLAIM AGAINST ANY PROPOSED DISTRIBUTION BY THE RECEIVER

Where a Proof of Shareholdings Form is sent to the Receiver, the Receiver will on or before August 1, 2016, provide to the shareholder a notice in writing by facsimile or by email (as directed by the shareholder in the Proof of Shareholdings Form) indicating whether the claims set out in the Proof of Shareholdings Form is accepted or denied by the Receiver (the "Proof of Shareholdings Response").

The Shareholder Procedure Order further provides that where a shareholder disagrees with the decision of the Receiver as set out in the Proof of Shareholdings Response, the shareholder must, on or before August 15, 2016 serve on the Receiver and its legal counsel and on all legal counsel identified on the service list, an Application returnable in the Alberta Court of Queen's Bench, at the courthouse at:

Court of Queen's Bench of Alberta
601 5th Street SW
Calgary, AB T2P 5P7

no later than September 2, 2016 at 10:00 a.m.

If you have any questions regarding the Shareholder Procedure or the attached materials, please contact the Receiver's representative, Jill Probert, at JProbert@bdo.ca or by telephone at 403-232-0688.

Dated the _____ day of June, 2016 at Calgary, Alberta

BDO CANADA LIMITED, solely in its capacity
as Court Appointed Receiver of the Property
(as defined in the Order), and not in its
personal capacity

Per: Richard Edwards, Senior Vice-President

I, [name] agree with the Assessed Shareholdings as provided by the Receiver.

All correspondence with respect to the Shareholder Procedure shall be sent to the following address:

[street address]
[city]
[postal code]

Signature

Witness

Date

Schedule "3"

BDO Canada Limited / BDO Canada Limitée
620, 903 - 8TH Avenue SW
Calgary, AB T2P 0P7
Phone: (403) 232-0688 Fax: (403) 262-6184
E-mail: nmcgregor@bdo.ca

District of Alberta
Division No. 02 - Calgary
Court No. 25 - 094239
Estate No. 25 -094239

PROOF OF SHAREHOLDINGS

In the matter of the Receivership of
COPESTONE CAPITAL INC.
Of the City of Calgary, in the Province of Alberta

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

I, _____, shareholder of Copestone Capital Inc. (or representative of _____), hereby certify that my shareholdings at the date of receivership, namely the 14th day of December 2011, were and still are, _____ units as specified in the statement of account (or affidavit) attached and marked Schedule "A".

Dated at _____, this _____ day of _____.

Name of Witness (please print)

Name of Shareholder (please print)

Signature

Signature

Phone Number

Fax Number

Email Address

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

WARNING: Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.