



To all Misrepresentation Claimants:

January 11, 2024

This notice is the final update from Miller Thomson LLP 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 an intra-unitholder priority motion (the “**Unitholder Priority Motion**”).

Miller Thomson LLP was appointed as representative counsel (“**Misrepresentation Representative Counsel**”) for the purposes of the Unitholder Priority Motion and any appeals, to represent unitholders in the Bridging Funds with potential statutory rescission claims based on potential misrepresentation(s) found in the Bridging Funds’ offering memoranda (“**Misrepresentation Claimants**”).

Unitholder Priority Motion

The purpose of the Unitholder Priority Motion was to determine whether Misrepresentation Claimants (among others) were 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.

As previously reported, the Unitholder Priority Motion was heard 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. All materials related to Misrepresentation Claimants and the Unitholder Priority Motion can be found on [Miller Thomson’s website](#).

Appeals from 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 “**Appeal**”).

As previously reported, the Appeal was heard on October 18, 2023. On November 17, 2023, the Court of Appeal released its decision in the Appeal, overturning the Chief Justice’s earlier decision. The Court of Appeal ordered that all unitholders rank *pari passu*, and that Misrepresentation Claimants do not have a priority over the General Unitholder Claims. All materials related to the appeal are available on [the Receiver’s website](#).

Misrepresentation Representative Counsel, along with the other counsel appointed for the purposes of the Unitholder Priority Motion, determined not to seek leave to appeal the Court of Appeal's decision to the Supreme Court of Canada.

As previously reported, Misrepresentation Representative Counsel determined that seeking leave to appeal was not in the best interests of the Misrepresentation Claimants, including due to: (a) the low chances of success of the leave application; (b) the low chances of success on the merits of the appeal, if leave is granted; (c) the costs associated with a leave application; and (d) the Receiver's advice that a leave application had the potential to delay steps in (and related to) the receivership, which are prerequisites to any potential interim distributions to Unitholders.

The decision not to seek leave to appeal 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 were of the same view.

Discharge of Misrepresentation Representative Counsel

As a result of the decision not to seek leave to appeal, the mandate of Misrepresentation Representative Counsel is at an end. Accordingly, Misrepresentation Representative Counsel, together with the other representative counsel appointed for the purposes of the Unitholder Priority Motion, jointly brought a motion to the Court, seeking the formal discharge of their respective mandates ("**Discharge Motion**").

The Discharge Motion was heard before Justice Osborne on January 8, 2024. The same day, Justice Osborne ordered that, effective immediately, the Misrepresentation Representative Counsel are discharged from their mandate. The Misrepresentation Representative Counsel have no further mandate or responsibilities in connection with these receivership proceedings.

The Order discharging Misrepresentation Representative Counsel and the other representative counsel appointed for the purposes of the Unitholder Priority Motion, can be found on [Miller Thomson's website](#).

Next Steps and Questions

As a result of Justice Osborne's order discharging Misrepresentation Representative Counsel, Miller Thomson's mandate is officially at an end.

At this time, there is nothing required from the Misrepresentation Claimants in connection with the Unitholder Priority Motion or its appeals.

There is no longer a distinction between Misrepresentation Claimants and other Unitholders in terms of their legal representation in these receivership proceedings. If you are a Unitholder and have questions or concerns about the receivership proceedings, please contact Bennett Jones LLP, who are Representative Counsel for all Unitholders, at bridginginfo@bennettjones.com.

Miller Thomson may still be contacted about this matter at the following email address: BridgingMisrepClaims@millerthomson.com. Further, we encourage you to stay informed on legal topics and firm events that may be of interest to you by [subscribing to Miller Thomson communications](#). This may include newsletters, announcements, event or seminar invitations, and you may withdraw your consent to receive these communications at any time.