Grant Thornton Limited
Centrium Place
Suite 1100, 332 6 Ave SW
Calgary AB T2P 0B2

District of: Alberta
Division No. 02-Calgary
Estate No. 25-2388316

Notice of Bankruptcy and First Meeting of Creditors
(Subsection 102(1) of the Act)
In the Matter of the Bankruptcy of
982 Film Fund Ltd.

Take notice that:

1. 982 Film Fund Ltd. made an assignment into bankruptcy on the 12th day of June, 2018 and Grant Thornton Limited was appointed as trustee of the estate of the bankrupt by the official receiver, subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.

2. The first meeting of creditors of the bankrupt will be held on the 25th day of June, at 10:15AM, Grant Thornton Limited located at 1100, 332 6 Ave SW, Calgary, Alberta.

3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.

4. Enclosed with this notice is the bankrupt's statement of affairs, including a list of creditors, and a proof of claim and proxy form.

5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate. Please submit your proof of claim form and supporting documentation to Jacqueline Rix by email at Jacqueline.Rix@ca.gt.com or by fax at (403) 260-2571

6. Updates and further information will be available on our website at https://www.grantthornton.ca/creditorupdates

Dated at the city of Calgary in the Province of Alberta, this 12th day of June, 2018.

Grant Thornton Limited,
in its capacity as trustee in bankruptcy of
982 Film Fund Ltd.
and not in its personal capacity

Per: Andrew Basi, CPA, CA, CIRP, LIT
Senior Vice President

District of:	Alberta
Division No.	02 - Calgary
Court No.	
Estate No.	

[X] **Original** [ ] **Amended**

-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity
(Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of
982 Film Fund Ltd.
of the City of Calgary, in the Province of Alberta

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 11th day of June 2018. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES
(as stated and estimated by the officer)

1. Unsecured creditors as per list "A"	1,035,618.27
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	1,035,618.27
2. Secured creditors as per list "B"	0.00
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	1,035,618.27
Surplus	NIL

ASSETS
(as stated and estimated by the officer)

1. Inventory		0.00
2. Trade fixtures, etc.		0.00
3. Accounts receivable and other receivables, as per list "E"		
Good	0.00	
Doubtful	0.00	
Bad	0.00	
Estimated to produce		0.00
4. Bills of exchange, promissory note, etc., as per list "F"		0.00
5. Deposits in financial institutions		0.00
6. Cash		0.00
7. Livestock		0.00
8. Machinery, equipment and plant		0.00
9. Real property or immovable as per list "G"		0.00
10. Furniture		0.00
11. RRSPs, RRIFs, life insurance, etc.		0.00
12. Securities (shares, bonds, debentures, etc.)		0.00
13. Interests under wills		0.00
14. Vehicles		0.00
15. Other property, as per list "H"		0.00
If bankrupt is a corporation, add:		
Amount of subscribed capital	0.00	
Amount paid on capital	0.00	
Balance subscribed and unpaid		0.00
Estimated to produce		0.00
Total assets		0.00
Deficiency		1,035,618.27

I, Jay Modi, of the City of Calgary in the Province of Alberta, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 11th day of June 2018 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)
before me at the City of Calgary in the Province of Alberta, on this 11th day of June 2018.

Jacqueline Rix, Commissioner of Oaths
For the Province of Alberta
Expires October 14, 2019

Jay Modi

District of: Alberta
Division No. 02 - Calgary
Court No.
Estate No.

List of Unsecured Creditors

982 Film Fund Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	982 Media House Inc.	Suite 213, 3553 - 31 Street NW Calgary AB T2L 2K7	763,282.94	0.00	763,282.94
2	Bennett Jones LLP	4500 Bankers Hall East, 855 - 2nd Street SW Calgary AB T2P 4K7	10,786.75	0.00	10,786.75
3	Film Fund Management Ltd.	Suite 213, 3553 - 31 Street NW Calgary AB T2L 2K7	67,624.79	0.00	67,624.79
4	Jay Modi	Suite 213, 3553 - 31 Street NW Calgary AB T2L 2K7	139,143.00	0.00	139,143.00
5	New Wave Ventures Inc.	Suite 213, 3553 - 31 Street NW Calgary AB T2L 2K7	54,780.79	0.00	54,780.79
		Total:	1,035,618.27	0.00	1,035,618.27

Grant Thornton Limited
Centrium Place
Suite 1100, 332 6 Avenue SW
Calgary AB T2P 0B2
T 403 260-2581
F 403 260-2571
Jacqueline.Rix@ca.gt.com

Proof Of Claim	*and the claim of*
In the matter of the bankruptcy of: **982 Film Fund Ltd.** *(Name of Debtor)*	Creditor Name: ______________________ Mailing Address: ______________________ ______________________ Account # (if applicable):______________________

I certify:

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

2. The debtor was on June 12, 2018 and still is indebted to the above-named creditor for the sum of $________________, as specified in the statement of account (*or* affidavit) attached as "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 supporting the claim.*)

3. Check and complete appropriate category.
   - ❑ A. Unsecured Claim i) ❑ I do not claim a right to a priority
     ii) ❑ I claim a right to a priority under section 136 of the Act in the amount of $_________.
   - ❑ B. Claim of Lessor for Disclaimer of a Lease - I make a claim under subsection 65.2(4) of the *Act*, particulars of which are attached. (*Give full particulars of the claim, including the calculations on which the claim is based.*)
   - ❑ C. Secured Claim (mortgages, conditional sales, etc.) That in respect of this debt, I hold assets valued at $______________ as security. *(Give full particulars of security, the date the security was given and attach copies of registered documents and financing statements.)*
   - ❑ D. Claim by Farmer, Fisherman, and/or Aquaculturist. I make a claim under subsection 81.2(1) of the *Act*. (*Attach a copy of sales agreement and delivery documents.*)
   - ❑ E. Claim by Wage Earner. i) ❑ I make a claim under subsection 81.3(8) of the Act in the amount of $____________
     ii) ❑ I 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
     i) ❑ I make a claim under subsection 81.5 of the Act in the amount of $____________
     ii) ❑ I make a claim under subsection 81.6 of the Act in the amount of $____________
   - ❑ G. Claim against Director - (*To be filed when a proposal provides for the compromise of claims against directors.*) I make a claim under subsection 50(13) of the *Act*, particulars of which are attached. (*Give full particulars of the claim, including the calculations on which the claim is based.*)
   - ❑ H. Claim of a customer of the bankrupt securities firm – I make a claim as a customer for net equity as contemplated by section 262 of the Act. (*Give full particulars of the claim, including the calculations on which the claim is based.*)

4. To the best of my knowledge and belief, the creditor and debtor are not (*or* are) related within the meaning of section 4 of the *Act* and have not (or have) dealt in a non-arm's-length manner.

5. The following are the payments I received from and the credits I have allowed 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 as defined in section 4 of the Act*, within twelve months) immediately before the date of initial bankruptcy event within the meaning of Section 2(1) of the *Act*. (*Details to be shown on statement attached as "Schedule B".*)

6. ❑ I request a copy of the Trustee Report on the Bankrupt's Application for Discharge, if required, be sent to the above address.

7. Proxy Appointed: Yes ❑ No ❑ (If yes, please complete the proxy)

   I, (We) Appoint: ______________________________ (name of individual) as my (our) proxy at the Meeting of Creditors.

8. Dated at ______________________________, this _____ day of ______________, 20____.
   City Province

   Print name and position of person signing ______________________________

   ______________________________ Signature of Witness

   ______________________________ Signature of Individual Completing this Claim

   Phone #: ______________________ Fax #: ______________________Email address: ______________________

Warning: Section 201(1) of the *Act* prescribes severe penalties for making a false claim, proof or declaration or statement of account. 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. **Note:** If an affidavit or solemn declaration is attached, it must be properly sworn.

Instructions to Creditors Respecting Proof of Claim Form

Claims not completed correctly in every respect will be returned.

- Any creditor who does not prove his claim is not entitled to share in any distribution.
- 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.

General

- **Give the complete address** where any notice or correspondence is to be forwarded.
- Complete the account number for both our use for future reference. Any future distribution will have this number on it.

Point 2

- A **detailed statement of account** must be attached to the proof of claim and <u>must</u> show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward.
- The amount on the **statement of account** (Schedule A) must correspond to the amount indicted on the proof of claim.

Point 3

- A secured creditor must ***attach*** **a copy of the security agreement as registered**, and must give full particulars of the security, including the date the security was given and the value assessed to the security by the creditor.
- Claim by Farmer, Fisherman or Aquaculturist must ***attach*** **a copy of sales agreement and delivery documents**.

Point 4

- If you are related by blood or marriage to the debtor, then you should consider yourself to be a related person pursuant to Section 4. If the debtor is a corporation, you would be considered to be related to it if you were a shareholder or if your company was controlled by the same shareholders as the bankrupt corporation. You must also indicate if you have dealt with the debtor in a non-arm's-length transaction.

Point 5

- All claimants must attach a detailed list of all payments or credits received or granted, as follows:
- **Within the three (3) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
- **Within the twelve (12) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are related.

Point 7

- The *Bankruptcy and Insolvency Act* permits a proof of claim to be made by a duly authorized agent of the creditor but, in order for such a person to vote at the first meeting of creditors they must hold a properly completed proxy.
- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The Trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at a meeting of creditors.
- In order for a duly authorized person to have a right to vote, he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.

Point 8

- This document **must be signed** personally by the individual completing this declaration.
- The signature of a witness is required.
- Completing the phone and fax number and email address is essential, especially if the claim is sent by fax or email.