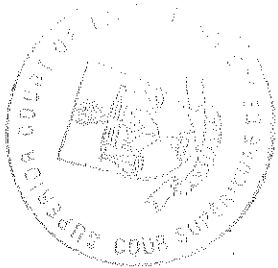


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) WEDNESDAY, THE 5th
)
JUSTICE PENNY) DAY OF OCTOBER, 2016



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

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Applicants

**MEETING ORDER
(VON West)**

THIS MOTION made by Victorian Order Of Nurses For Canada – Western Region ("**VON West**") for an Order granting the relief set out in the Notice of Motion of Victorian Order of Nurses For Canada – Western Region and VON West, including *inter alia*:

- a) abridging, if necessary, the time for service of the Notice of Motion herein and dispensing with further service thereof;
- b) authorizing VON West to file with the Court a plan of compromise or arrangement of VON West under the *Companies' Creditors Arrangement Act* (the "**CCAA**");

- c) authorizing and directing VON West to call, hold and conduct a meeting (the "**Meeting**" as more particularly defined in paragraph 14 hereof) of a single class of affected creditors to consider and vote upon a resolution to approve the plan of compromise or arrangement filed by VON West;
- d) approving the procedures to be followed for the calling, holding and conduct of the Meeting; and
- e) granting such further relief as the Applicants may request and this Court shall permit,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Jo-Anne Poirier, sworn September 29, 2016 (the "**Poirier Affidavit**"), the sixth report of Collins Barrow Toronto Limited (the "**Monitor**") dated October 1, 2016 (the "**Sixth Report**"), filed, and on hearing the submissions of counsel for VON West and the Monitor, no one appearing for any other person although duly served as appears from the affidavit of service of Evan Cobb sworn September 30, 2016,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion herein be and is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the draft Plan of Compromise or Arrangement of VON West,

which is included in Exhibit "D" to the Poirier Affidavit (as it may be amended, supplemented or restated in accordance with its terms, the "Plan").

MONITOR'S ROLE

3. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under (i) the CCAA; (ii) the Initial Order; and (iii) the Claims Procedure Order dated October 5, 2016 (the "**Claims Procedure Order**"), is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Meeting Order.

4. **THIS COURT ORDERS** that: (i) in carrying out the terms of this Meeting Order, the Monitor shall have all the protections given to it by the CCAA, the Initial Order, the Claims Procedure Order, or as an officer of the Court, including the stay of proceedings in its favour; (ii) the Monitor shall use reasonable discretion as to the adequacy of compliance with respect to the manner in which any forms in this Meeting Order are completed and executed and the time in which they are submitted, and may waive strict compliance with the requirements of this Meeting Order, including with respect to the completion, execution and time of delivery of the required forms; (iii) the Monitor shall incur no liability or obligation as a result of carrying out the provisions of this Meeting Order, save and except for any gross negligence or wilful misconduct on its part; (iv) the Monitor shall be entitled to rely on the books and records of the Applicants and any information provided by the Applicants without independent investigation; and (v) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information.

PLAN OF COMPROMISE OR ARRANGEMENT

5. **THIS COURT ORDERS** that the Plan be and is hereby accepted for filing with the Court, and that VON West is authorized to seek approval of the Plan by the Creditors holding Voting

Claims or Disputed Claims (each an "**Eligible Voting Claim**" and the holder being an "**Eligible Voting Creditor**") at the Meeting in the manner set forth herein.

6. **THIS COURT ORDERS** that VON West be and is hereby authorized to amend, modify and/or supplement the Plan, provided that any such amendment, modification or supplement shall be made in accordance with the terms of Section 7.1 of the Plan.

7. **THIS COURT ORDERS** that, if any amendments, modifications and/or supplements to the Plan as referred to in paragraph 6 above that occur prior to the Meeting, would, if disclosed, reasonably be expected to affect an Eligible Voting Creditor's decision to vote for or against the Plan, notice of such amendment, modification and/or supplement shall be distributed in advance of the Meeting, subject to further order of this Court, by the Monitor using the method most reasonably practicable in the circumstances, as the Monitor may determine. VON West may amend, modify and/ or supplement this Plan at any time and from time to time after the Meeting but before the Sanction Order is issued, provided that all such amendments, modifications and supplements are approved by the Court on notice to the Creditors affected thereby by posting such amendment on the Monitor's Website, and providing such amendment to the Service List, and neither the Applicants nor the Monitor shall have any obligation to give any other or further notice to any Person of such amendments, modifications and/or supplements to the Plan.

NOTICE OF MEETINGS

8. **THIS COURT ORDERS** that each of the following in substantially the forms attached to this Order as **Schedules "A"** and **"B"**, respectively, are hereby approved:

- (a) the form of notice of the Meeting and Sanction Hearing (the "**Notice of Meeting**"); and
- (b) the form of proxy for Creditors (the "**Creditors Proxy**");

(collectively, with the Plan and the covering letter describing the Plan, the "Information Package").

9. **THIS COURT ORDERS** that, notwithstanding paragraph 8 above, but subject to paragraph 6 above, VON West is hereby authorized to make such amendments, modifications and/or supplements to the Information Package (other than the Plan, which may only be amended in accordance with its terms and this Order), as VON West and the Monitor may determine ("**Additional Information**"), and that notice of such Additional Information shall be distributed by the Monitor using the method most reasonably practicable in the circumstances, as the Monitor may determine.

10. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall cause a copy of the Information Package (and any amendments made thereto in accordance with paragraph 9 hereof) and this Order to be posted on the Monitor's Website. The Monitor shall ensure that the Information Package (and any amendments made thereto in accordance with paragraph 9 hereof) remains posted on the Monitor's Website until at least one (1) Business Day after the Implementation Date.

11. **THIS COURT ORDERS** that, as soon as practicable after the granting of this Order, the Monitor shall send the Information Package to all Known Creditors (as defined in the Claims Procedure Order) as of the date of this Order by regular mail, facsimile, courier or e-mail at the last known address (including fax number or email address) of such Known Creditor set out in the books and records of VON West, or to such other address subsequently provided to the Monitor by such Known Creditor.

12. **THIS COURT ORDERS** that, as soon as practicable following the receipt of a request therefor, the Monitor shall send a copy of the Information Package by registered mail, facsimile,

courier or e-mail, to each person who claims to be a Creditor and who, no later than three (3) Business Days prior to the Meeting (or any adjournment thereof), makes a written request for it.

NOTICE SUFFICIENT

13. **THIS COURT ORDERS** that the sending of a copy of the Information Package to Creditors in accordance with paragraph 11 above, and the posting of the Information Package on the Monitor's Website, shall constitute good and sufficient notice of this Order, the Plan and the Notice of Meeting on all Persons who may be entitled to receive notice thereof, or who may wish to be present in person or by proxy at the Meeting or in these proceedings, and no other form of notice need be made on such Persons and no other document or material need be delivered to such Persons in respect of these proceedings. Notice shall be effective, in the case of mailing, three (3) Business Days after the date of mailing, in the case of delivery by courier, on the day after the courier was sent, in the case of any means of transmitted, recorded or electronic communication, when dispatched or delivered for dispatch and in the case of delivery by fax or e-mail, on the day the fax or e-mail was transmitted, unless such day is not a Business Day, or the fax or e-mail transmission was made after 5:00 p.m., in which case, on the next Business Day.

THE MEETING

14. **THIS COURT ORDERS** that VON West is hereby authorized and directed to call, hold and conduct a meeting at the offices of Norton Rose Fulbright Canada LLP, Royal Bank Plaza, South Tower, 200 Bay Street, Suite 3800, Toronto, Ontario, M5J 2Z4 on November 16, 2016, at 2:00 p.m. (Toronto time) for the Affected Creditors Class (as defined below) (the "**Meeting**"), or as adjourned to such places and times as the Chair or Monitor may determine in accordance with paragraph 30 hereof, for the purposes of considering and voting on the resolution to

approve the Plan and transacting such other business as may be properly brought before the Meeting.

15. **THIS COURT ORDERS** that the only Persons entitled to notice of, to attend or to speak at the Meeting are the Eligible Voting Creditors (or their respective duly appointed proxyholders), representatives of the Monitor, the Applicants, the Chief Restructuring Officer of Victorian Order Of Nurses For Canada, the directors and officers of VON West, all such parties' legal advisors, the Chair, Secretary and the Scrutineers. Any other person may be admitted to the Meeting only by invitation of VON West or the Chair.

15A. **THIS COURT ORDERS** that only those Eligible Voting Creditors who submit proxies in accordance with Paragraph 17 below and those Eligible Voting Creditors who attend at the Meeting shall be entitled to vote their Claims at the Meeting.

AFFECTED CREDITORS CLASS

16. **THIS COURT ORDERS** that for the purposes of considering and voting on the Plan, the Creditors with Eligible Voting Claims shall constitute a single class of creditors being the "**Affected Creditors Class**". For the purposes of voting at the Meeting, each Creditor with an Eligible Voting Claim shall be entitled to one vote per dollar value of its Eligible Voting Claim as a member of the Affected Creditors Class.

VOTING BY PROXIES

17. **THIS COURT ORDERS** that all proxies submitted in respect of the Meeting (or any adjournment thereof) must be (a) submitted to the Monitor so that it is received by the Monitor on or before 10:00 a.m. (Toronto time) on the Business Day before the Meeting; and (b) in substantially the form attached to this Order as **Schedule "B"** or in such other form acceptable to the Monitor or the Chair. The Monitor is hereby authorized to accept and rely upon any proxy

or such other forms as may be acceptable to the Monitor and to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed in connection therewith.

18. **THIS COURT ORDERS** that, for the purposes of tabulating the votes cast on any matter that may come before the Meeting, the Chair shall be entitled to rely on any vote cast by holders of all proxies that have been duly submitted to the Monitor in the manner set forth in this Meeting Order without independent investigation.

19. **THIS COURT ORDERS** that paragraphs 17 through 18 hereof, and the instructions contained in the Creditors Proxy attached hereto as **Schedule "B"** shall govern the submission of such documents and any deficiencies in respect of the form or substance of such documents filed with the Monitor.

20. **THIS COURT ORDERS** that in absence of instruction to vote for or against the approval of the resolution to approve the Plan, any duly signed and returned proxy shall be deemed to include instructions to vote for the approval of the resolution to approve the Plan, provided the proxy holder does not otherwise exercise its right to vote at the Meeting.

TRANSFERS OR ASSIGNMENTS OF CLAIMS

21. **THIS COURT ORDERS** that a Creditor may transfer or assign the whole of its Claim prior to the Meeting, in accordance with the Claims Procedure Order. If a Creditor transfers or assigns the whole of a Claim to another Person, such transferee or assignee shall not be entitled to attend and vote the transferred or assigned Claim at the applicable Meeting unless (i) the assigned Claim is a Voting Claim or Disputed Claim, or a combination thereof, and (ii) satisfactory notice of and proof of transfer or assignment has been delivered to the Monitor in

accordance with the Claims Procedure Order no later than three (3) Business Days prior to the date of the Meeting.

DISPUTED CLAIMS

22. **THIS COURT ORDERS** that notwithstanding anything to the contrary herein, in the event that a Creditor holds a Claim that is a Disputed Claim as at the date of the Meeting, such Creditor may attend the Meeting and such Disputed Claim may be voted at such Meeting by such Creditor (or its duly appointed proxy holder) in accordance with the provisions of this Order, without prejudice to the rights of VON West, the Monitor or the holder of the Disputed Claim with respect to the final determination of the Claim for distribution purposes, and such vote shall be separately tabulated at the dollar value of such Disputed Claim as provided herein, provided that, other than as set out herein, the vote cast in respect of any Disputed Claim shall not be considered for any purpose, unless, until and only to the extent that such Disputed Claim is finally determined to be a Voting Claim.

ENTITLEMENT TO VOTE AT THE MEETING

23. **THIS COURT ORDERS** that, for greater certainty, and without limiting the generality of anything in this Order, Persons holding Excluded Claims are not entitled to vote on the Plan at the Meeting in respect of such Excluded Claim and, except as otherwise permitted herein, shall not be entitled to attend the Meeting.

24. **THIS COURT ORDERS** that the only Persons entitled to vote at the Meeting in person or by proxy are Creditors with Eligible Voting Claims.

25. **THIS COURT ORDERS** that, notwithstanding anything to the contrary herein, any Person with a Claim that meets the definition of "equity claim" under section 2(1) of the CCAA shall have no right to, and shall not, vote at the Meeting.

PROCEDURE AT THE MEETING

26. **THIS COURT ORDERS** that Daniel Weisz or another representative of the Monitor, designated by the Monitor, shall preside as the chair of the Meeting (the “**Chair**”) and, subject to this Order or any further Order of the Court, shall decide all matters relating to the conduct of the Meeting.

27. **THIS COURT ORDERS** that a person designated by the Monitor shall act as secretary at the Meeting (the “**Secretary**”) and the Monitor may appoint scrutineers for the supervision and tabulation of the attendance, quorum and votes cast at the Meeting (the “**Scrutineers**”). The Scrutineers shall tabulate the votes in respect of all Voting Claims and Disputed Claims, if any, at the Meeting.

28. **THIS COURT ORDERS** that an Eligible Voting Creditor that is not an individual may only attend and vote at the Meeting if it has appointed a proxy holder to attend and act on its behalf at such Meeting.

29. **THIS COURT ORDERS** that the quorum required at the Meeting shall be one Creditor with a Voting Claim present at such Meeting in person or by proxy. If the requisite quorum is not present at the Meeting, then such Meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable.

30. **THIS COURT ORDERS** that the Meeting shall be adjourned on one or more occasions to such date, time and place as may be designated by the Chair or the Monitor as the Chair or the Monitor deems necessary or advisable, if:

- (a) the requisite quorum is not present at the Meeting;
- (b) the Meeting is postponed by a vote of the majority in value of the Creditors with Voting Claims present in person or by proxy at the Meeting; or

- (c) prior to or during the Meeting, the Chair or the Monitor, in consultation with VON West, otherwise decides to adjourn such Meeting.

The announcement of the adjournment by the Chair at such Meeting (if the adjournment is during the Meeting), the posting of notice of such adjournment on the Monitor's Website, and written notice to the Service List with respect to such adjournment shall constitute sufficient notice of the adjournment and neither the Applicants nor the Monitor shall have any obligation to give any other or further notice to any Person of the adjourned Meeting. Any proxies validly delivered in connection with the Meeting shall be acceptable as proxies in respect of any Meeting held after adjournment.

31. **THIS COURT ORDERS** that the Chair be and is hereby authorized to direct a vote at the Meeting, by confidential written ballot or by such other means as the Chair may consider appropriate, with respect to: (i) a resolution to approve the Plan and any amendments thereto; and (ii) any other resolutions as the Monitor may consider appropriate in consultation with VON West.

32. **THIS COURT ORDERS** that (i) in order to be approved, the Plan must receive the affirmative vote by the Required Majority; and (ii) following the vote at the Meeting, the Monitor shall tally the votes and determine whether the Plan has been approved by the Required Majority.

33. **THIS COURT ORDERS** that the Monitor shall keep separate tabulations of votes cast in respect of:

- (a) Voting Claims; and
- (b) Disputed Claims, if applicable.

34. **THIS COURT ORDERS** that following the votes at the Meeting, the Scrutineers shall tabulate the votes and the Monitor shall determine whether the Plan has been accepted by the Required Majority of the Affected Creditor Class pursuant to section 6 of the CCAA.

35. **THIS COURT ORDERS** that the Monitor shall file a report with this Court by no later than three (3) Business Days after the Meeting or any adjournment thereof, as applicable, with respect to the results of the vote, including whether:

- (a) the Plan has been accepted by the Required Majority in the Affected Creditor Class; and
- (b) whether the votes cast in respect of Disputed Claims, if applicable, would affect the result of the vote.

36. **THIS COURT ORDERS** that a copy of the Monitor's report regarding the Meeting and the Plan shall be posted on the Monitor's Website prior to the Sanction Hearing.

37. **THIS COURT ORDERS** that if the votes cast by the holders of Disputed Claims would affect whether the Plan has been approved by the Required Majority, the Monitor shall report this to the Court in accordance with paragraph 35 of this Order, in which case (i) VON West or the Monitor may request this Court to direct an expedited determination of any material Disputed Claims, (ii) VON West may request that this Court defer the date of the Sanction Hearing, (iii) VON West may request that this Court defer or extend any other time periods in this Order or the Plan, and/or (iv) VON West or the Monitor may seek such further advice and direction as may be considered appropriate.

TREATMENT OF CREDITORS

38. **THIS COURT ORDERS** that the result of any vote conducted at the Meeting shall be binding upon all Creditors of the Affected Creditor Class, whether or not any such Creditor was present or voted at the Meeting.

SANCTION HEARING AND ORDER

39. **THIS COURT ORDERS** that if the Plan has been accepted by the Required Majority, VON West shall bring a motion seeking the Sanction Order on November 23, 2016, or as soon thereafter as the matter can be heard (the "**Sanction Hearing**").

40. **THIS COURT ORDERS** that service of the Notice of Meeting and the posting of this Order to the Monitor's Website pursuant to paragraphs 10 to 12 hereof shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who may be entitled to receive such service and no other form of service or notice need be made on such Persons and no other materials need be served on such Persons in respect of the Sanction Hearing unless they have served and filed a Notice of Appearance in these proceedings.

41. **THIS COURT ORDERS** that any Person (other than the Applicants and the Monitor) wishing to receive materials in connection with the Sanction Hearing shall serve upon the lawyers for each of the Applicants, the Monitor, and all other parties on the Service List and file with this Court a Notice of Appearance by no later than 5:00 p.m. (Toronto time) on the date that is seven (7) days prior to the Sanction Hearing.

42. **THIS COURT ORDERS** that any Person who wishes to oppose the motion for the Sanction Order shall serve upon the lawyers for each of the Applicants, the Monitor, and upon all other parties on the Service List, and file with this Court, a copy of the materials to be used to oppose the motion for the Sanction Order by no later than 5:00 p.m. (Toronto time) on the date that is four (4) Business Days prior to the Sanction Hearing.

43. **THIS COURT ORDERS** that if the Sanction Hearing is adjourned, only those Persons who are listed on the Service List (including those Persons who have complied with paragraph 41 of this Order) shall be served with notice of the adjourned date of the Sanction Hearing.

GENERAL

44. **THIS COURT ORDERS** that VON West and the Monitor, may, in their discretion, generally or in individual circumstances, waive in writing the time limits imposed on any Creditor under this Order if VON West and the Monitor deem it advisable to do so, without prejudice to the requirement that all other Creditors must comply with the terms of this Order.

45. **THIS COURT ORDERS** that any notice or other communication to be given pursuant to this Order by or on behalf of any Person to the Monitor shall be in writing and will be sufficiently given only if by mail, courier, e-mail, facsimile or hand-delivery addressed to:

Collins Barrow Toronto Limited, Court-appointed Monitor
of Victorian Order Of Nurses For Canada – Western Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbltmonitor@collinsbarrow.com

46. **THIS COURT ORDERS** that notwithstanding any provision herein to the contrary, the Monitor shall be entitled to rely upon any communication given pursuant to this Order (including any delivery of Creditor Proxies) by e-mail or fax.

47. **THIS COURT ORDERS** that if any deadline set out in this Order falls on a day other than a Business Day, the deadline shall be extended to the next Business Day.

48. **THIS COURT ORDERS** that VON West or the Monitor may from time to time apply to this Court to amend, vary, supplement or replace this Order or for advice and directions concerning the discharge of their respective powers and duties under this Order or the interpretation or application of this Order.

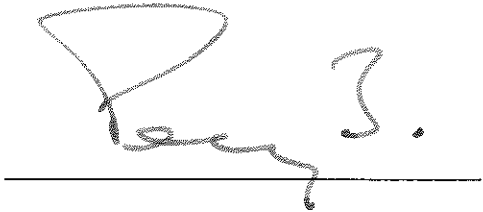
49. **THIS COURT ORDERS** that subject to any further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Order, the terms, conditions and provisions of the Plan shall govern and be paramount.

EFFECT, RECOGNITION AND ASSISTANCE

50. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

51. **THIS COURT REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or elsewhere to give effect to this Order and to assist VON West, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to VON West and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist VON West and the Monitor and their respective agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:
OCT 05 2016



PER / PAR: 

Schedule "A"

COURT FILE No. CV-_____

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O.
1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR
CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA –
WESTERN REGION

NOTICE OF THE MEETING OF CREDITORS

NOTICE IS HEREBY GIVEN that a plan of compromise or arrangement (as amended, supplemented or restated from time to time, the "Plan") under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA") has been filed with the Court in respect of Victorian Order Of Nurses For Canada – Western Region. A copy of the Plan can be found on the website of Collins Barrow Toronto Limited, in its capacity as Monitor in the CCAA proceedings of Victorian Order of Nurses For Canada – Western Region (the "Monitor") at:

<http://www.collinsbarrow.com/en/cbn/current-engagements-toronto/v-o-n> (the "Monitor's Website").

NOTICE IS ALSO HEREBY GIVEN that a meeting of a single class of affected creditors of Victorian Order Of Nurses For Canada – Western Region (the "Meeting") will be held at 2:00 p.m. on November 16, 2016 (or such other date as may be set and announced in accordance with the Meeting Order (defined below)) at the offices of Norton Rose Fulbright Canada LLP, Royal Bank Plaza, South Tower, 200 Bay Street, Suite 3800, Toronto, Ontario, M5J 2Z4 for the purpose of considering and voting upon the Plan. The Meeting is being held pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) made on _____, 2016 (the "Meeting Order") (a copy of which is available on the Monitor's Website). Capitalized terms used but not otherwise defined in this notice have the meaning ascribed to them in the Meeting Order.

VON West will also provide notice to all Creditors with Eligible Voting Claims of a telephone conference number by which such Creditors may listen to, and present questions at, the Meeting by phone. Creditors may not vote at the Meeting by phone and may only vote by attending in person or by submitting a proxy in accordance with the Meeting Order.

NOTICE IS ALSO GIVEN that, pursuant to the Meeting Order, if the Plan is accepted by the Required Majority, a motion to, among other things, approve the Plan (the "Sanction

Hearing") will be heard and has been scheduled for November 23, 2016. Pursuant to the Meeting Order, this notice shall be deemed to be sufficient notice of the Sanction Hearing.

The Monitor's contact details for additional information relating to the Initial Order, the CCAA Proceedings, the claims procedure or the Meeting is:

Collins Barrow Toronto Limited, Court-appointed Monitor of Victorian Order Of Nurses For Canada – Western Region

11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

Schedule "B"

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

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O.
1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR
CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA –
WESTERN REGION

CREDITOR PROXY

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise or Arrangement of Victorian Order Of Nurses For Canada – Western Region ("VON West") dated as of October 5, 2016 (as may be amended, restated or supplemented from time to time, the "Plan") filed pursuant to the *Companies' Creditors Arrangement Act* with the Ontario Superior Court of Justice (Commercial List) (the "Court") in the City of Toronto in the Province of Ontario or in the Meeting Order granted by the Court on _____, 2016 (the "Meeting Order").

Before completing this proxy, please read carefully the accompanying Instructions For Completion of Proxy.

THIS FORM OF PROXY IS FOR USE BY ALL CREDITORS. In accordance with the Plan and the Meeting Order, this proxy may only be filed by Creditors having Voting Claims or Disputed Claims.

THE UNDERSIGNED CREDITOR hereby revokes all proxies previously given in respect of the Plan and nominates, constitutes, and appoints:

Print name of proxy

or, instead of the foregoing (or if no name is inserted above), Daniel Weisz of Collins Barrow Toronto Limited in its capacity as court-appointed monitor of VON West, or such other Person as he, in his sole discretion, may designate, to attend on behalf of and act for the undersigned Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Eligible Voting Claim(s) of the undersigned for voting purposes as determined by and accepted for voting purposes in accordance with the Meeting Order and as set out in the Plan as follows:

FOR

VOTE (mark one only):

AGAINST

APPROVAL OF THE PLAN

The nominee shall vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting.

If no name is inserted in the blank space provided in this proxy, the person named in this proxy who is a representative of the Monitor shall be designated as proxyholder.

In absence of instruction to vote for or against the approval of the resolution to approve the Plan, any duly signed and returned proxy shall be deemed to include instructions to vote for the approval of the resolution to approve the Plan, provided the proxy holder does not otherwise exercise its right to vote at the meeting of creditors.

Dated this _____ day of _____, 2016.

Print Name of Creditor

Print name and title of the authorized signing officer of the corporation, partnership or trust, if applicable signing this form

Signature of Creditor or, if the Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Telephone number of Creditor or authorized signing officer

Mailing Address of Creditor

E-mail address of Creditor

Print Name of Witness

Signature of Witness

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This proxy should be read in conjunction with the Plan and the Meeting Order.
2. Each Creditor has the right to appoint as his or her proxy a person other than the person named herein, and who need not be a Creditor, by inserting the name of such person in the space provided herein and signing this proxy. If no name is inserted in the blank space provided in this proxy, the person named in this proxy who is a representative of the Monitor shall be designated as proxyholder.
3. A Creditor who has given a proxy may revoke it (as to any matter on which a vote has not already been cast pursuant to its authority) by delivering written notice to the Monitor prior to the commencement of the Meeting or any adjournment or postponement of the Meeting.
4. If this proxy is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Monitor or the Chair presiding over the Meeting or any adjournment or postponement of the Meeting.
5. A valid proxy from the same Creditor bearing or deemed to bear a later date shall revoke this proxy. If more than one valid proxy from the same Creditor in the same capacity and bearing or deemed to bear the same date are received with conflicting instructions, such proxies shall not be counted for the purposes of the vote.
6. This proxy confers discretionary authority to the individual designated herein with respect to amendments or variations to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting or any adjournment or postponement of the Meeting.
7. The Person named in the proxy shall vote the Voting Claim or Disputed Claim of the Creditor in accordance with the direction of the Creditor appointing him or her on any ballot that may be called for at the Meeting or any adjournment or postponement of the Meeting. **IF A CREDITOR SUBMITS THIS PROXY AND FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE PLAN, THIS PROXY SHALL BE VOTED FOR APPROVAL OF THE PLAN, INCLUDING ANY AMENDMENTS, VARIATIONS OR SUPPLEMENTS THERETO.**
8. Where the Creditor is a corporation, this proxy must be executed by an individual duly authorized to represent the corporation and the individual may be required to provide documentation evidencing such power and authority to sign this proxy.
9. A proxy, once duly completed, dated and signed, must be received by the Monitor at:

Collins Barrow Toronto Limited, Court-appointed Monitor of Victorian Order Of Nurses
For Canada – Western Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbltmonitor@collinsbarrow.com

THIS PROXY MUST BE RECEIVED BY THE MONITOR PRIOR TO 10:00 AM ON NOVEMBER 15, 2016; IF YOU DO NOT DELIVER THIS PROXY TO THE MONITOR BY 10:00 AM ON NOVEMBER 15, 2016, YOUR VOTE MAY NOT BE COUNTED.

The Monitor is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed herewith.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
VICTORIAN ORDER OF NURSES FOR CANADA ET AL.

Court File No: CV-15-11192-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MEETING ORDER – VON WEST

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