

CBI KEYSTONE BUSINESS PARK INVESTMENT CLASS ACTION

NOTICE OF SETTLEMENT APPROVAL

PLEASE READ THIS NOTICE CAREFULLY
AS IT MAY AFFECT YOUR LEGAL RIGHTS

TO CLASS MEMBERS: If you are a Canadian resident, and you purchased or acquired Class “B” shares from Keystone Business Park Inc. and Bonds from KBP Capital Corp on or before March 31st, 2013 (the “**Keystone Business Park Investment**”), you are a class member.

The Plaintiff commenced a Class Action lawsuit in Alberta alleging that the Defendants, Keystone Business Park Inc., KBP Capital Corp., Keystone Real Estate Investment Corp., CBI Capital Inc., CBI Investments Ltd., 744988 Alberta Ltd., Cadman Investments Ltd., Ron Cadman and Travis Cadman (the “**Defendants**”), were negligent, engaged in breach of contract, misrepresentation, breach of fiduciary duty, oppression and were unjustly enriched in regard to the sale of shares and bonds in the Keystone Business Park Investment.

On **September 14, 2016**, the Court of Queen’s Bench of Alberta approved the Settlement Agreement in the class action lawsuit commenced in Alberta alleging that the Defendants, Keystone Business Park Inc., KBP Capital Corp., Keystone Real Estate Investment Corp., CBI Capital Inc., CBI Investments Ltd., 744988 Alberta Ltd., Cadman Investments Ltd., Ron Cadman and Travis Cadman (the “**Defendants**”), were negligent, engaged in breach of contract, misrepresentation, breach of fiduciary duty, oppression and were unjustly enriched in regard to the sale of shares and bonds in the Keystone Business Park Investment.

The Court certified this proceeding as a class action on consent. Certification by the Court is not a decision on the merits of the class action.

If you would like a copy of the Settlement Agreement, it is available at www.mnllp.ca.

Class Members who wish to file a claim against the settlement fund, and meet the eligibility requirements to do so, must file a claim with the Claims Administrator by **October 28, 2016** in the manner described below.

1. SUMMARY OF SETTLEMENT AGREEMENT

The Defendants have agreed to transfer the following property to the Class Members, on an “as is where is” basis and subject to no representations and warranties except as to title:

Meridian 5
Range 1
Township 26
Section 24
Quarter North West
Containing 64.7 hectares (160 Acres) more or less;
Excepting the east half of legal subdivision 14
Containing 8.09 hectares (20 Acres) more or less;
Excepting thereout all mines and minerals.

(The “**Property**”)

At the time that the Defendants transfer the Property to the Class Members it shall only have the following encumbrances registered against it:

1. Utility Right of Way in favour of Rockyview Gas Co-Op Ltd. (Registration #751 047 236);
2. Zoning Regulations with respect to the Calgary International Airport (Registration #771 147 064);
3. Certificate of Lis Pendens by Shanon Archibald (Registration # 151 235 079)
4. Restrictive Covenant in favour of the Municipal District of Rockyview (Registration #1028IG)
5. Lease Agreement with Lamb Cattle Company expiring October 31, 2016

Prior to transferring the Property, the Defendants shall pay all outstanding property taxes, fees, arrears, municipal assessments, or other fees or levies as of the date of the transfer of the Property.

2. POST SETTLEMENT

The Property will be transferred to a new corporation created by the Plaintiff Class Counsel and Claims Administrator (the “**Settlement Corporation**”). Class Members who have not opted out will have will have the value of their contribution to Keystone Business Park Inc. and KBP Capital Corp. converted into voting shares of the new corporation on a pro-rata basis. The Property may be developed, disposed of or dealt with by the Class Members by any means. Funds realized from such development, disposition or dealing with the Property will be used to pay the Claims Administrator and Class Counsel.

Any subsequent dealing with the Property (i.e. development of the Keystone Business Park or disposing of the Property) will be voted on by shareholders of the new corporation.

If there is not enough money in dealing with or disposing of the Property to pay all of the amounts claimed and the other costs, including the costs of Plaintiff Class Counsel and the Claims Administrator, the payments to the Class Members will be made proportionately (prorated).

3. CLASS COUNSEL LEGAL FEES

Plaintiff Class Counsel’s legal fees, applicable taxes and disbursements must be approved by the Court. Plaintiff Class Counsel will be requesting 25% of the net proceeds from the development, disposition or dealing with the Property, after payment of all approved costs and fees associated with the sale order and development of the Property. This 25% amount excludes any associated legal fees that are incurred through the subsequent development, disposition, or dealing with the Property.

4. OPTING OUT

If you do not want to be part of this settlement you may opt out by filling out the attached "Opt Out" form and faxing, e-mailing, or mailing it, to the following address:

TO: McGuigan Nelson
205, 625 – 11th Avenue S.W.
Calgary, Alberta T2R 0E1

Re: CBI Keystone Business Park Investment Class Action Opt Out

E-mail: keystonebusinesspark@mnlip.ca

Fax: 403-265-7528

The deadline for opting out is **October 28, 2016**. If your written request to opt out is not received by that date you will be bound by the terms of the Settlement Agreement. This means that, unless you opt out, you will not be able to start or continue with any other claim or legal proceeding against the Defendants in relation to the matters alleged in the class action lawsuit.

5. IMPORTANT DEADLINES

October 28, 2016 - Deadline to Opt Out of the Settlement.

October 28, 2016 - Deadline to Submit a Claim. Your completed claim form must be e-mailed or postmarked on or before this date.

6. CLAIMS PROCESS

Class Members need to advise the Claims Administrator of their claim to a share of this settlement, and provide proof of investment in the CBI Keystone Business Park Investment.

7. CLAIMS ADMINISTRATOR

The Court has appointed Kevin McGuigan to administer the settlement. Any questions about this notice or requests for information should be addressed to the Claims Administrator:

McGuigan Nelson
205, 625 – 11th Avenue S.W.
Calgary, Alberta T2R 0E1

E-mail: keystonebusinesspark@mnlip.ca

Fax: 403.265.7528

8. INTERPRETATION

If there is a conflict between the provisions of this Notice and the Settlement Agreement, the terms of the Settlement Agreement will prevail.

PUBLICATION OF THIS NOTICE HAS BEEN AUTHORIZED BY THE COURT OF QUEEN'S
BENCH OF ALBERTA

CBI KEYSTONE BUSINESS PARK INVESTMENT CLASS ACTION OPT OUT FORM

THIS IS NOT A CLAIM FORM. Sign this form if you wish to EXCLUDE yourself from the Keystone Business Park class action litigation and any settlements related to that litigation.

A completed opt-out form must be submitted to the Opt-Out Administrator, postmarked no later than **October 28, 2016** at the following address:

McGuigan Nelson LLP
205-625 11th Avenue SW
Calgary, Alberta, T2R 0E1

Re: CBI Keystone Business Park Investment
Action Opt Out

E-mail: keystonebusinesspark@mnlip.ca
Fax: 403.265.7528

Please provide the following personal information. This will allow us to correctly register your decision to opt-out of the Keystone Business Park Class Action.

If you purchased this investment jointly with another individual, ALL investors must sign the Opt Out Form.

If you are a legal representative, assign. heir, executor, trustee, administrator, guardian or custodian of the Intended Recipient of this Opt Out Form, you may complete this Opt Out form on the intended recipient's behalf. If you are submitting this claim form in a representative capacity, please include proof of your authority to act on behalf of and to bind the person(s) or entity on whose behalf you are acting.

Acknowledgement

I (We) understand that the CBI Keystone Business Park Class Action is brought on behalf of all persons who invested in the Calgary-based real estate investment referred to as Keystone Business Park by Keystone Business Park Inc. and KBP Capital Corp.;

I (We) understand that, in this class definition, "person" includes any individual, partnership, corporation, cooperative, communal organization, trust, band or other association that invested in the Keystone Business Park investment, but excludes the Defendants and "excluded persons", as defined in the settlement agreement.

I (We) certify that I (We) am (are) an Investor(s). I (We) certify that I (We) currently hold, either personally or through a legal entity that I (We) control:

_____ Class B, non-voting shares of Keystone Business Park Inc.; acquired for \$ _____;

_____ Bonds of KBP Capital Corp., acquired for \$ _____

(collectively, the "Investment")

I (We) certify that I (We) have enclosed all supporting documentation for my (our) Investment in my (our) possession or control with this opt-out form.

I (We) acknowledge and agree that the Administrator may disclose all information relating to this opt-out to the Alberta Court of Queen's Bench and the lawyers for the parties in the Keystone Business Park Class Action.

I (We) certify that the information provided and the representations made in this opt-out form are true and correct to the best of my (our) knowledge, information and belief.

I (We) understand that by signing this form, I (We) am (are) opting-out of the Keystone Business Park Class Action. This means that:

- a. I (We) do not want to be a part of the Keystone Business Park Class Action;
- b. I (We) will not be bound by any outcomes of the Keystone Business Park Class Action; and
- c. I (We) will be excluded from any settlements that may arise as a result of the Keystone Business Park Class Action.

I (We) understand that by signing this form, I (We) take full responsibility for obtaining my (our) own legal advice with respect to any claim I (We) may have against the defendants.

I choose to OPT-OUT of the Keystone Business Park Class Action:

Signature of the person(s) completing this opt-out form

Signature of joint owner (if applicable)

Date

Proof of Authority to File Enclosed? (if acting in a representative capacity) Y / N

CBI KEYSTONE BUSINESS PARK INVESTMENT CLASS ACTION

SETTLEMENT WITH KEYSTONE BUSINESS PARK INC., KBP CAPITAL CORP.,
KEYSTONE REAL ESTATE INVESTMENT CORP., CBI CAPITAL INC., CBI
INVESTMENTS LTD., 744988 ALBERTA LTD., CADMAN INVESTMENTS LTD., RON
CADMAN AND TRAVIS CADMAN (the “**Defendants**”)

CLAIM FORM

I. INSTRUCTIONS

1. This claim form should be submitted only by persons or corporations in Canada who purchased or acquired shares or bonds in Keystone Business Park Inc. and / or Bonds in KBP Capital Corp. as part of the “**Keystone Business Park Investment**”; being a real estate development located in Rocky View County, Alberta, and who meet the other criteria set out below.
2. The deadline to submit this claim form is **October 28, 2016**. Claim forms submitted after that date that were not post-marked within that period will not be accepted. Before you submit the claim form, please make sure that it is complete and accurate.
3. You are only eligible to submit a claim and considered an Intended Recipient if you meet all of the following criteria:
 - a. You, as an individual or a corporation, on or before March 31st, 2013, purchased or acquired Class “B” shares in Keystone Business Park Inc. and / or Bonds in KBP Capital Corp.;
 - b. You were a shareholder or bondholder of record on or before March 31st, 2013;
 - c. You continue to hold Class “B” shares in Keystone Business Park Inc. and / or Bonds in KBP Capital Corp.;
 - d. You are not an **Excluded Person**, as defined below.
4. You are considered an **Excluded Person** if you are:
 - a. One of the Defendants of this class action; or,
 - b. Any past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns of one of the Defendants; or,
 - c. A party who received any Class “B” Shares of Keystone Business Park Inc. or Bonds in KBP Capital Corp. from any of the Defendants without consideration outside of the subscription agreement for investing in the Keystone Business Park Investment; or,

- d. Any individual who is member of the immediate family of Ron Cadman or Travis Cadman, including:
 - i. parents, grandparents, or great grandparents;
 - ii. aunts or uncles, whether related by blood, by law, or by marriage;
 - iii. siblings, whether related by blood, by law, or by marriage; or,
 - iv. any direct descendants, including children, grandchildren, and so forth.

5. If you jointly purchased or otherwise acquired Class "B" shares and/or Bonds in Keystone Business Park Inc. and / or Bonds in KBP Capital Corp., then all joint purchasers or acquirers must sign this claim.

6. If you are a legal representative, assign. heir, executor, trustee, administrator, guardian or custodian of the Intended Recipient of this claim form, and the intended recipient meets all of the criteria listed above, you may complete this form on the intended recipient's behalf. If you are submitting this claim form in a representative capacity, please include proof of your authority to act on behalf of and to bind the person(s) or entity on whose behalf you are acting.

7. If your claim meets the criteria listed above, upon settlement of this claim, your amount invested and contributed to the Keystone Business Park Investment will, through your Bonds held in KBP Capital Corp. and Class "B" shares held in Keystone Business Park Inc., be transferred and / or converted into shares of a corporate entity on a pro rata basis, which will possess title to the property that composes the Keystone Business Park Investment, and all assets included in the settlement agreement. Shareholders in the new corporate entity will then vote on whether to develop or sell the property.

8. Please submit this form via fax, e-mail at keystonebusinesspark@mnlp.ca, or via mail at the address listed below on or before **October 28, 2016**.

9. For further information, please contact the claims administrator, Kevin McGuigan, at the following address:

McGuigan Nelson
205, 625 11th Avenue SW
Calgary, Alberta T2R 1K1

E-mail: keystonebusiness@mnlp.ca
Fax: 403.265.7528

II. CLAIMANT IDENTIFICATION

Last Name: _____ Middle Initial _____ First Name _____

Last Name: _____ Middle Initial _____ First Name _____
(If Joint)

Company Name
(if purchased through _____
a corporation)

Filer Name (if different from the owners listed above) _____

Capacity of the Filer, if not an owner (i.e. director) _____

Telephone Number: (W) _____ (C)

E-mail address: _____

Mailing address: Unit _____ Street _____ City _____

Province _____ Postal Code _____

III. SCHEDULE OF TRANSACTIONS WITH DEFENDANT CORPORATIONS

A. Class "B" Shares in \$CAD purchased in Keystone Business Park Inc.

	Date of Purchase MM / DD / YYYY	Number of Shares Purchased:	Total Purchase Price:	Proof of Purchase Enclosed?
1.				Y / N
2.				Y / N
3.				Y / N
4.				Y / N

B. Number of Shares currently held: _____

C. Bonds in \$CAD purchased with KBP Capital Corp:

	Date of Purchase MM / DD / YYYY	Number of Bonds Purchased:	Total Purchase Price:	Proof of Purchase Enclosed?
1.				Y / N
2.				Y / N
3.				Y / N
4.				Y / N

D. Number of Bonds currently held: _____

IV. DECLARATION

I (we) have received notice of the class action settlement in this case. I (we) understand that by submitting this claim form I (we) will be bound by the terms of the settlement agreement and all related releases contained in the settlement agreement. I (we) understand and acknowledge that the full and precise terms of the proposed settlement are set forth in the settlement agreement and that I (we) have had the opportunity to read the settlement agreement in its entirety. I (we) further acknowledge that I (we) am (are) bound by the terms of any court judgment that may be entered in this action and may not bring any separate litigation any Defendant to this action, including KEYSTONE BUSINESS PARK INC., KBP CAPITAL CORP., KEYSTONE REAL ESTATE INVESTMENT CORP., CBI CAPITAL INC., CBI INVESTMENTS LTD., 744988 ALBERTA LTD., CADMAN INVESTMENTS LTD., RON CADMAN AND TRAVIS CADMAN (the “**Defendants**”), or against any entity or person released in the settlement agreement for claims related to this action, or that could have been asserted in this action, as specified in the settlement agreement. I (we) acknowledge that no additional amounts may be claimed by me from the Defendants in respect of the matters covered by the settlement agreement. I (we) hereby irrevocably attorn and submit to the jurisdiction of the Alberta Court of Queen’s Bench with regard to my (our) claim as a class member and for purposes of enforcing the release of claims set forth in the settlement agreement. I (we) further agree to furnish additional information to support this claim if requested to do so.

I (we) declare under penalty of perjury that the information on this Claim Form is true, correct and complete to the best of my knowledge, information and belief.

I (we) declare that I (we) have disclosed all of my (our) holdings and transactions in Securities for the time periods identified in this Claim Form.

I (we) also declare that I (we) am (are) not an Excluded Person or Excluded Persons as defined above.

I (we) acknowledge and agree that the Claims Administrator may disclose all information relating to my (our) claim to the Court and counsel to the parties in the Actions.

Executed this _____ day of _____ in _____
(Month/Year) (City/Province/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

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Beneficial Purchaser, Executor or Administrator)

Proof of Authority to File Enclosed? Y / N

Proof of Authority to File Enclosed? Y / N