

**NOTICE OF SETTLEMENT APPROVAL  
IN THE  
GREENSTAR AGRICULTURAL CORPORATION SECURITIES LITIGATION**

This notice is directed to everyone who acquired securities of GreenStar Agricultural Corporation, [TSXV Delisted: **GRE**, CUSIP: 39573T101, ISIN: CA 39573T1012] **from and including May 31, 2011 to and including the cessation of trading in GRE common shares on June 3, 2014** (“Class Period”).

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

**Court Approval of Class Action Settlement**

On October 20, 2014, an action styled *Partridge v GreenStar Agricultural Corporation, et al.* was commenced in the Ontario Superior Court of Justice (Toronto Region) (“**Court**”) against GreenStar Agricultural Corporation [TSXV Delisted: **GRE**, CUSIP: 39573T101, ISIN: CA 39573T1012], certain of its former directors and executive officers and its former auditor. The Plaintiff alleged that certain disclosure and offering documents released by GRE on and after May 30, 2012 were materially misleading. The Plaintiff alleged this resulted in damage to GRE shareholders who acquired GRE securities during the Class Period (the “**Class Members**” and the “**Action**”).

The claims being pursued in the Action were claims for damages for losses allegedly suffered as a result of GRE’s alleged misleading disclosures. The Plaintiff claimed the Defendants had liability for those losses.

On March 21, 2018 the Plaintiff and G. Michael Newman, Brian J. Knebel, Francesco Galati, Michael Lam and Schwartz Levitsky Feldman LLP (“**Settling Defendants**”) entered into a settlement of the Action (“**Settlement**”). The Settlement resolves the Action entirely, including as against GRE and its director and CEO, Guan Lianyun, who did not defend the Action.

The Settlement provides for settlement funds of \$500,000.00 (CDN) (“**Settlement Amount**”), to be paid for the benefit of the Class Members before deductions for legal fees and expenses to administer the Settlement.

The Settlement is a compromise of disputed claims and is not an admission of liability, wrongdoing or fault on the part of the Settling Defendants, all of whom have denied and continue to deny the allegations made against them in the Action.

On June 26, 2018, the Court certified the Action as a class proceeding for settlement purposes only. Certification against the Settling Defendants was obtained with their consent. Certification was also granted against GRE and Guan Lianyun. On October 26, 2018, the Court approved the Settlement and ordered that it be implemented in accordance with its terms.

The Court awarded Siskinds LLP (“**Class Counsel**”) legal fees, expenses and applicable taxes in the amount of \$198,808.06 (“**Class Counsel Fees**”). As is customary in such cases, Class Counsel conducted the Action on a contingent fee basis. Class Counsel was not paid as the matter proceeded and funded the expenses of conducting the litigation. The amount awarded for Class Counsel Fees includes \$51,238.15 for the reimbursement of amounts spent by Class Counsel in the conduct of the Action.

Expenses incurred or payable relating to approval, notification, implementation and administration of the Settlement (“**Administration Expenses**”) will also be paid from the Settlement Amount before it is distributed to eligible Class Members.

**Administrator**

The Court has appointed Analytics Consulting LLC as the Administrator of the Settlement. The Administrator will, among other things: (i) receive and process claims; (ii) make determinations of each Class Member’s eligibility for compensation pursuant to the Court approved Distribution Protocol; (iii) communicate with Class Members regarding their eligibility for compensation; and (iv) manage and distribute the net Settlement Amount. The Administrator can be contacted at:

GreenStar Securities Settlement  
c/o Analytics Consulting LLC  
P.O. Box 2002  
Chanhassen, MN 55317-2002  
USA

Website: <https://www.collectiveaction.io/greenstar/>  
Email: [GreenstarLitigation@noticeadministrator.com](mailto:GreenstarLitigation@noticeadministrator.com)

The Administrator's website contains an online claims portal which Class Members are encouraged to use for filing claims. The Administrator's website also contains the Court's Orders; the Settlement Agreement; the Distribution Protocol; the Guide to the Distribution Protocol; the General Instructions and a paper Claim Form should Class Members wish to file a paper claim.

### **Class Members' Entitlement to Compensation**

Class Members may be eligible for compensation pursuant to the Settlement if they timely submit a completed claim, including required supporting documentation, with the Administrator.

To be eligible for compensation under the Settlement, Class Members must submit their Claim electronically or, if submitting a paper Claim Form, postmarked no later than March 26, 2019 ("**Claims Bar Deadline**").

Only Class Members are permitted to participate in the Settlement. In particular, the following persons are not permitted to participate in the Settlement: (i) "Excluded Persons", which are defined in the Settlement Agreement; and, (ii) persons who have previously opted out of the Action pursuant to the order of the Court dated June 26, 2018.

The Settlement Amount, after deduction of Class Counsel Fees and Administration Expenses ("**Net Settlement Amount**"), will be distributed to Class Members in accordance with the Court approved Distribution Protocol.

A Class Member who makes a timely valid claim may receive a portion of the Net Settlement Amount under the Court approved Distribution Protocol, depending on a number of factors, including: (i) when the Class Member acquired GRE securities during the Class Period; and, (ii) whether the Class Member held those securities through one or more of April 28, 2014, May 21, 2014 and June 3, 2014.

If the Net Settlement Amount remains in a positive balance after one hundred and eighty (180) days from the date of distribution of it to Class Members with valid claims, the Administrator shall, if feasible, allocate such balance among Class Members with valid claims in an equitable and economic fashion. Any balance which still remains thereafter shall be allocated to the Ontario Securities Commission for use in accordance with the purposes set out in section 3.4(2)(b) of the Ontario *Securities Act*.

### **Copies of Important Documents**

Copies of the Court's Orders, the Settlement Agreement, the Distribution Protocol and its accompanying guide may be found on the websites of the Administrator and Class Counsel, and copies may also be obtained by contacting Class Counsel at the contact information provided below.

### **Class Counsel**

The law firm of Siskinds LLP is Class Counsel. Inquiries may be directed to:

<p><b>Siskinds LLP</b> Nicholas Baker 680 Waterloo Street London Ontario N6A 3V8 Tel: 1-800-461-6166 x 7868 nicholas.baker@siskinds.com <a href="http://www.siskinds.com">www.siskinds.com</a> and <a href="http://www.classaction.ca">www.classaction.ca</a></p>
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### **Interpretation**

If there is a conflict between: (a) the content of this notice and the Settlement Agreement; or, (b) the Distribution Protocol; or, (c) the content of this notice and the Court's order approving the Settlement; the terms of the Settlement Agreement or, the Distribution Protocol or, the Court's order approving the Settlement, whichever is applicable, will prevail.

PLEASE DO NOT CONTACT THE COURT WITH INQUIRIES ABOUT THE CLASS ACTION OR THE SETTLEMENT. All inquiries should be directed to Class Counsel.

DISTRIBUTION OF THIS NOTICE HAS BEEN AUTHORIZED  
BY THE ONTARIO SUPERIOR COURT OF JUSTICE