

IN THE MATTER OF LIQUIDATION OF :

FOCUS MANAGEMENT INC.

MINUTES OF THE THIRD CREDITORS' MEETING

Held by conference call on October 20th, 2011 at: 11:00 AM.

Present

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| Hugh Dickson | Joint Liquidator |
| Nicolas Boily | From the office of Jean Robillard, Joint Liquidator |
| Emmanuel Phaneuf | From the office of Jean Robillard, Joint Liquidator |
| Miguel Bourbonnais | Joint Liquidators' attorney |
| Collectively as JOL's representatives | |

Also present

Creditors registered for the meeting.

Mr. Hugh Dickson acted as Chairman of the meeting in accordance with the Cayman Islands Companies Winding Up Rules.

There being a quorum, it was resolved to proceed with the agenda.

ADOPTED

AGENDA

ITEM 1. Update on the claim filed against Horizon Bank International Ltd (“Horizon”)

The JOLs reminded the assembly that they have lodged claims with Horizon's liquidator for a total amount of USD\$ 904,906.63 and CAD\$ 353,595.99 in 2008. They also informed the creditors that they had received an interim dividend of USD\$ 229,172.81 from the Horizon liquidator in 2011.

The JOLs also discussed a previously reported claim from a third party. The third party has lodged a USD\$ 3M claim against Horizon. The Horizon liquidator believes the said claim will be rejected and if appealed, will be adjudicated through the Court. The former liquidator anticipates that this should take approximately 12 months to be resolved and the JOLs expect an additional dividend of approximately USD\$ 100,000 subject to the settlement of the disputed claim. The matter is in the hands of the Court for a judicial determination.

The JOLs informed the assembly that any future dividend to Focus from Horizon, both as to timing and amount, will depend on the outcome of a disputed claim.

ITEM 2. Status of the PNB Management Inc. ("PNB") Proposal

The JOLs reminded the assembly that they had worked on the documentation supporting a claim against PNB which was formally filed in 2010 along with their lawyers. Legal research had been conducted on numerous topics such as: prescription of proceedings, applicable tracing in Civil Law and available recourses. Transactions over the last decade were analysed, evidence compiled and a formal claim of approximately CA\$ 20M was lodged against PNB.

The JOLs' representative explained that PNB had previously filed a notice of intent to file a proposal. The notice was filed with an independent Court officer (namely a Trustee), in the person of Mr. André Giroux. Among other things, the representative went on to explain that Mr Giroux has examined and authorized the Focus claim as a proven claim under the process driven by the Bankruptcy and Insolvency Act ("BIA"). Notwithstanding, PNB had not yet been able to settle its debts. The proposal filed under the BIA last November 2010 was disputed. However, it was agreed that the opposition would be withdrawn subject to the winding up of 4190424 Canada Inc. in favour of its legal beneficiary.

JOLs' representative informed the assembly that, following a recommendation made by the Bureau de Decision et de Révision en Valeurs Mobilières in June 2011, a liquidation order has been requested from the Minister of Finance against 4190424 Canada Inc. Once the order is granted by the Minister and the opposition withdrawn, Mr. Giroux will be able to convene a meeting of PNB's creditors within 21 days and apply for a court hearing. Thereafter, the trustee will be able to liquidate the assets of PNB for the benefit of its creditors (mainly, Focus).

The JOLs are hopeful that Focus will receive this dividend before the end of the 2011 calendar year. The expected outcome for Focus is a dividend of c. CAD0.9M. The Focus Liquidation Committee will reconvene at that time to agree upon the application of the funds.

ITEM 3. Law Enforcement

The JOLs' representative informed the assembly that for law enforcement investigation purposes, the JOLs had liaised with the Financial Crimes Unit of the Royal Cayman Islands

Police Service (RCIPS) and with the Integrated Market Enforcement Team, a special unit led by the Royal Canadian Mounted Police. Formal requests were lodged with the RCIPS in October 2010 and May 2011 in order to obtain an update on their investigation into Focus' affairs. A similar request was also lodged with the Cayman Islands Monetary Authority (the "Authority") in May 2011.

In August 2011, the Authority advised the JOLs that at the end of their investigation into the matter, the Authority concluded that it had reasonable grounds for believing that Focus had been carrying on, or had been purporting to carry on, securities investment business in the Cayman Islands without a license issued pursuant to the Securities & Investment Business Law (2004 Revision) ("SIBL"). In addition, the Authority had suspicions that Focus had been involved in, or been used to facilitate, a fraud against investors. Given that: (i) carrying on or purporting to carry on securities investment business without holding a licence is an offence under SIBL that carries criminal penalties; (ii) the Authority had virtually no powers against non-licensees under SIBL; and (iii) the suspicions of fraud. The Authority took the decision that the most appropriate action was to refer the matter to the RCIPS for further investigation, which they had done.

The JOLs informed the assembly that on August 22, 2011, the RCIPS verbally advised them that they were not actively investigating Mr. Harris, the sole director of Focus. However, they have been gathering evidence for the Canadian Authorities and conducted a second interview of Mr. Harris recently as requested by the Canadian Authorities. At the moment their review of Focus' affairs is not active however they undertook to send a written response to the JOLs shortly.

ITEM 4. Proceedings against financial institution

The Chairman assured the assembly that the JOLs are continuing their efforts to obtain better records to identify parties to whom illicit funds may have been paid.

The JOLs have written to the liquidators of BNP Bahamas, , notifying them of Focus' involvement with the institution for the last 4 years of its existence and advised of the JOLs' interest in the preservation of books and records relevant to Focus' liquidation.

The JOL's informed the assembly that on August 30th 2011, Higgs & Johnson, under the direction of the JOLs, wrote to the liquidators of the financial institution requesting various documents, including, but not limited to, bank records to verify the identities of a number of unknown recipients of Focus' monies. If and when the information is recovered, Focus may be in a position to consider actions for recovery of improperly paid monies .

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Meanwhile, the JOLs have considered either filing a writ or making a claim against the financial institution concerned but are cognizant that the JOLs are not presently in a position to support such a claim with compelling evidence. If the bank's liquidators reject Focus' claim, it may limit the JOLs ability to pursue a cause of action for damages in future. The JOLs are hopeful that further investigation may provide additional evidence which can be used to determine whether a commercially practical damages claim exists.

Conclusion

JOLs assured the assembly that along with additional funding and the decision of the Liquidation Committee, they will continue to pursue known assets of Focus (being Horizon and PNB claims) and follow up various other causes of action, mainly: investigating the creation, operations and transactions of Focus' bank account and the liability of any parties involved in transmitting or receiving the funds; analyzing potential proceedings against BNP; and analyzing potential causes of action against Focus' former directors or officers;

The JOLs further advised that consideration for any action to be commenced for and on behalf of the liquidation estate would be assessed on its commercial merit and the evidence available at the time before any action is taken.

(s) Hugh Dickson

Hugh Dickson, Joint Official Liquidator
Chairman