

C A N A D A
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
NO.: 500-06

SUPERIOR COURT
(CLASS ACTION)

MUDASSIR FAYYAZ KHAN,
Brossard, QC

Petitioner

-v-

CANADA GOOSE HOLDINGS INC.,
333 Rue Chabanel O, Montréal, QC
H2N 2G1

Respondent

**MOTION FOR AUTHORIZATION TO INSTITUTE A CLASS ACTION AND
TO BRING A STATUTORY MISREPRESENTATION CLAIM**

(Articles 574 ff., *C.C.P.* and Section 225.4 QSA)

**IN SUPPORT OF THIS MOTION FOR AUTHORIZATION, THE PETITIONER
RESPECTFULLY SUBMITS AS FOLLOWS:**

I. DEFINED TERMS

1. In addition to the terms defined elsewhere herein, the following capitalized terms used throughout this Authorization Motion have the meanings indicated below:

- (a) “**C.C.P.**” means *Code of Civil Procedure*, CQLR c C-25.01, as amended;
- (b) “**C.C.Q**” means *Civil Code of Québec*, CQLR c CCQ-1991, as amended;
- (c) “**Class**” and “**Class Members**” mean, all persons resident or domiciled in the Province of Québec who purchased or otherwise acquired GOOS’ subordinate voting shares during the Class Period and held some or all of such securities as of August 1, 2019, other than the Excluded Persons;
- (d) “**Class Period**” means March 15, 2017 to August 1, 2019;
- (e) “**Company**” means GOOS;
- (f) “**Corrective Disclosure**” means the *New York Post* article titled “Canada Goose pulls claims about its ‘ethical’ treatment of animals,” which was issued on August 1, 2019, during the trading day;
- (g) “**Excluded Persons**” means: (i) GOOS and its subsidiaries, affiliates, officers, directors, senior employees, legal representatives, heirs, predecessors, successors and assigns, including Bain Capital LP; (ii) any senior level employee of any insurance company providing directors and officers’ insurance to defend this proceeding; and (iii) any licensee employed by the Defendant’s law firms defending this proceeding;
- (h) “**FTC**” means the United States Federal Trade Commission;

(i) **“Impugned Documents,”** each being an **“Impugned Document,”** means the following documents of GOOS:

- (i) the Prospectuses;
- (ii) Code of Business Conduct and Ethics (released April 12, 2017);
- (iii) Annual Report on Form 20-F, Annual Financial Statements and MD&A for the year ending March 31, 2017 (released June 6, 2017);
- (iv) Annual Report on Form 20-F, Annual Financial Statements and MD&A for the year ending March 31, 2018 (released June 15, 2018);
- (v) MD&A for the quarter ending June 30, 2018 (released August 9, 2018);
- (vi) MD&A for the quarter ending September 30, 2018 (released November 14, 2018);
- (vii) Annual Report on Form 20-F, Annual Financial Statements and MD&A for the year ending March 31, 2019 (released May 29, 2019);

including, where applicable, any document incorporated therein by reference;

(j) **“NYSE”** means New York Stock Exchange;

(k) **“PETA”** means People for the Ethical Treatment of Animals, a non-profit organization which is the largest animal rights organization in

the world. PETA focuses its attention on the four areas in which the largest numbers of animals suffer the most intensely for the longest periods of time: in laboratories, in the food industry, in the clothing trade, and in the entertainment industry. PETA works through public education, cruelty investigations, research, animal rescue, legislation, special events, celebrity involvement, and protest campaigns;

- (l) **“Petitioner”** means the Petitioner and the proposed Class Representative, Mudassir Fayyaz Khan;
- (m) **“Prospectuses,”** each being a **“Prospectus,”** means:
 - (i) Preliminary long-form prospectus (French) filed on SEDAR on February 15, 2017;
 - (ii) Preliminary long-form prospectus (English) filed on SEDAR on February 15, 2017;
 - (iii) Amendment to (or amended) preliminary long-form prospectus (French) filed on SEDAR on March 1, 2017;
 - (iv) Amendment to (or amended) preliminary long-form prospectus (English) filed on SEDAR on March 1, 2017;
 - (v) Amendment to (or amended) preliminary long-form prospectus (French) filed on SEDAR on March 13, 2017;
 - (vi) Amendment to (or amended) preliminary long-form prospectus (English) filed on SEDAR on March 13, 2017;

- (vii) Final long-form prospectus (French) filed on SEDAR on March 15, 2017;
- (viii) Final long-form prospectus (English) filed on SEDAR on March 15, 2017;
- (ix) Supplemented long-form PREP prospectus (French) filed on SEDAR on March 16, 2017;
- (x) Supplemented long-form PREP prospectus (English) filed on SEDAR on March 16, 2017;
- (xi) Preliminary short-form prospectus (French) filed on SEDAR on June 13, 2017;
- (xii) Preliminary short-form prospectus (English) filed on SEDAR on June 13, 2017;
- (xiii) Amendment to (or amended) preliminary short-form prospectus (French) filed on SEDAR on June 26, 2017;
- (xiv) Amendment to (or amended) preliminary short-form prospectus (English) filed on SEDAR on June 26, 2017;
- (xv) Final short-form prospectus (French) filed on SEDAR on June 27, 2017;
- (xvi) Final short-form prospectus (English) filed on SEDAR on June 27, 2017;
- (xvii) Supplemented short-form PREP prospectus (French) filed on SEDAR on June 28, 2017;

- (xviii) Supplemented short-form PREP prospectus (English) filed on SEDAR on June 28, 2017;
- (xix) Preliminary short-form prospectus (French) filed on SEDAR on April 10, 2018;
- (xx) Preliminary short-form prospectus (English) filed on SEDAR on April 10, 2018;
- (xxi) Final short-form prospectus (French) filed on SEDAR on April 17, 2018;
- (xxii) Final short-form prospectus (English) filed on SEDAR on April 17, 2018;
- (xxiii) Draft shelf prospectus supplement (French) filed on SEDAR on June 20, 2018;
- (xxiv) Draft shelf prospectus supplement (English) filed on SEDAR on June 20, 2018;
- (xxv) Prospectus (non-pricing) supplement (French) filed on SEDAR on June 22, 2018;
- (xxvi) Prospectus (non-pricing) supplement (English) filed on SEDAR on June 22, 2018;
- (xxvii) Amendment to (or amended) final short-form prospectus (French) files on SEDAR on November 21, 2018;
- (xxviii) Amendment to (or amended) final short-form prospectus (English) files on SEDAR on November 21, 2018;

- (xxix) Draft shelf prospectus supplement (French) filed on SEDAR on November 26, 2018;
- (xxx) Draft shelf prospectus supplement (English) filed on SEDAR on November 26, 2018;
- (xxxi) Prospectus (non-pricing) supplement (French) filed on SEDAR on November 28, 2018; and
- (xxxii) Prospectus (non-pricing) supplement (English) filed on SEDAR on November 28, 2018;
- (n) “**Securities Act**” means *Securities Act*, CQLR c V-1.1, as amended;
- (o) “**SEDAR**” means the system for electronic document analysis and retrieval of the Canadian Securities Administrators; and
- (p) “**TSX**” means the Toronto Stock Exchange;

II. NATURE OF THIS ACTION

2. GOOS is a Canadian designer, manufacturer, and distributor of premium outdoor apparel;
3. The Petitioner alleges two misrepresentations within this Claim;
4. *First*, commencing at the beginning of the Class Period and continuing through the Class Period, GOOS made misrepresentations concerning how it sourced down and fur used in its clothing products in that animals were, contrary to GOOS’ false representations, exposed to unethical and inhumane manners. As alleged, therefore, GOOS was non-compliant with the relevant regulations pertaining false advertising and how it sourced its supplies of down and fur;

5. Second, commencing June 19, 2018 and continuing throughout the Class Period, GOOS omitted material facts from its statements that it was under a full investigation by the FTC for the alleged unethical and inhumane manners that it sourced its supplies of down and fur and how it marketed its products otherwise;

6. The Petitioner further alleges that the value and price of GOOS' securities were artificially inflated because of these two misrepresentations as reflected by the release of the Corrective Disclosure, which had the foreseeable effect of materially reducing the value and price of GOOS' securities from \$61.81 to \$55.73 within ten days;

III. THE PETITIONER

7. The Petitioner is an investor residing in Brossard, Québec. He purchased GOOS' subordinate voting shares in May and December of 2018, and held some or all of such shares as of the end of the Class Period;

IV. THE RESPONDENT

8. GOOS is a company incorporated pursuant to the British Columbia *Business Corporations Act*, SBC 2002, c 57, as amended, which maintains its headquarters in Toronto, Ontario;

9. GOOS designs, manufactures, and sells premium outdoor apparel such as coats, jackets, vests, and parkas that incorporate animal down and furs;

10. GOOS has two major manufacturing facilities in the Province of Québec, which are located in Montréal and Boisbriand, Québec;

11. On March 16, 2017, the Company began to list its securities on the TSX and NYSE under ticker symbol GOOS, via an initial public offering of 20 million subordinate voting shares;

12. Thereon after, on July 5, 2017 (12.5 million shares), June 21, 2018 (10 million shares), and November 26, 2018 (10 million shares), the Company undertook the offering of additional subordinate voting shares in secondary public offerings;

V. THE IMPUGNED DOCUMENTS AND CORRECTIVE DISCLOSURE

13. On March 15, 2017, GOOS released its final long form prospectus to list its securities on the TSX under the symbol GOOS, offering of 20 million subordinate voting shares. This Prospectus and the subsequently released prospectuses associated with GOOS' secondary public offerings all contained the following representations made by the Defendant GOOS:

We are committed to the sustainable and ethical sourcing of our raw materials. We have introduced comprehensive traceability programs for fur and down throughout our supply chain which we expect will be fully in effect during the spring 2017. We only use down that is a byproduct of the poultry industry and we only purchase down and fur from suppliers who adhere to our stringent standards regarding fair practices and humane treatment of animals;

the whole as appears in **Exhibit P-1**;

14. These statements constituted a misrepresentation within the meaning of the *Securities Act* and were false and/or misleading. Contrary to GOOS' representations:

- (a) GOOS was not committed to the sustainable and ethical sourcing of its raw materials;
- (b) It had not introduced comprehensive traceability programs for fur and down throughout its supply chain;
- (c) On the basis of its policies and processes, which were not appropriate, were not effective and/or could not provide comprehensive traceability, GOOS could not provide the assurance that its raw materials would be provided by way of sustainable and ethical means and sources;
- (d) GOOS did not solely use down that was a by-product of the poultry industry;
- (e) GOOS did not purchase down and fur from suppliers who adhered to its purportedly stringent standards regarding fair practices and humane treatment of animals; and/or
- (f) GOOS failed to introduce, maintain or effectively implement stringent standards regarding fair practices and humane treatment of animals;

15. On April 12, 2017, GOOS released its Code of Business Conduct and Ethics, which contained the following statements:

We are committed to providing full transparency about how we make our products, including the ethical sourcing and responsible use of animal products.

Ethically sourced down and fur have always been an important part of our story. We believe all animals are entitled to humane treatment in life and death, and are deeply committed to the responsible use and ethical sourcing of all animal materials in our products. We do not

condone any willful mistreatment and neglect of animals or acts that maliciously cause undue pain, injury or suffering. We have implemented comprehensive traceability programs for both Fur and Down to ensure they are sourced from animals that have not been subjected to any unfair practices, willful mistreatment or undue harm, and materials are fully traceable throughout the supply chain.

The Canada Goose Down Transparency Standard is our commitment to tracking the source of all of our down, from farm to factory. Through a third-party audit program conducted by International Down & Feather Industries, we can certify that our down only comes as a by-product from the poultry industry and has not come from live-plucked or force-fed birds. It also ensures that all down we source adheres to the Five Freedoms policy set out by the World Organisation for Animal Health and European Convention for the Protection of Animals Kept for Farming Purposes;

the whole as appears in **Exhibit P-2**;

16. These statements constituted a misrepresentation within the meaning of the *Securities Act* and were false and/or misleading. Contrary to GOOS' representations:

- (a) GOOS was not committed to providing full transparency about how it made its products, including the ethical sourcing and responsible use of animal products;
- (b) GOOS was not deeply committed to the responsible use and ethical sourcing of all animal materials in its products;
- (c) GOOS condoned willful mistreatment and neglect of animals or acts that maliciously cause undue pain, injury or suffering;
- (d) GOOS failed to introduce, maintain or effectively implement comprehensive traceability programs for both fur and down to ensure

they were sourced from animals that have not been subjected to any unfair practices, willful mistreatment or undue harm;

- (e) GOOS failed to introduce, maintain or effectively implement comprehensive traceability programs that would ensure that the ethical and humane sourcing of the fur and down was fully traceable throughout the supply chain;
- (f) GOOS failed to effectively undertake a third-party audit program in order to enable it to certify that its down was solely sourced as a by-product from the poultry industry and was not sourced from live-plucked or force-fed birds;
- (g) GOOS failed to effectively undertake a third-party audit program in order to enable it to certify that all down it sourced adhered to the Five Freedoms policy set out by the World Organisation for Animal Health and European Convention for the Protection of Animals Kept for Farming Purposes; and/or
- (h) accordingly, GOOS could not certify that its down only came as a by-product from the poultry industry and had not come from live-plucked or force-fed birds, or that all down it sourced adhered to the Five Freedoms policy set out by the World Organisation for Animal Health and European Convention for the Protection of Animals Kept for Farming Purposes;

17. On June 6, 2017, GOOS released its Annual Report, Annual Financial Statements, and MD&A for the fiscal year ending March 31, 2017. These core documents represented that:

We are committed to the sustainable and ethical sourcing of our raw materials. We have introduced comprehensive traceability programs for fur and down throughout our supply chain which came into effect during the spring of 2017. We only use down that is a byproduct of the poultry industry and we only purchase down and fur from suppliers who adhere to our stringent standards regarding fair practices and humane treatment of animals;

the whole as appears in **Exhibit P-3**;

18. These statements constituted a misrepresentation within the meaning of the *Securities Act* and were false and/or misleading for the reasons pleaded in paragraphs 14 and 16, above;

19. On June 15, 2018, GOOS released its Annual Report, Annual Financial Statements, and MD&A for the fiscal year ending March 31, 2018. These core documents represented that:

We are committed to the sustainable and ethical sourcing of our raw materials. We have introduced comprehensive traceability programs for fur and down throughout our supply chain which came into effect during the spring of 2017. We only use down that is a byproduct of the poultry industry and we only purchase down and fur from suppliers who adhere to our stringent standards regarding fair practices and humane treatment of animals;

the whole as appears in **Exhibit P-4**;

20. These statements constituted a misrepresentation within the meaning of the *Securities Act* and were false and/or misleading for the reasons pleaded in paragraphs 14 and 16, above;

21. Thereon after, GOOS never released this same or similar statement but, rather, it modified the relevant disclosures because on June 19, 2018, the FTC opened a full investigation on GOOS, questioning whether GOOS' statements and representations regarding its commitment to ethical and humane sourcing of its down and fur was misleading, the whole as appears in **Exhibit P-5**;

22. The FTC's investigation relied upon the evidence provided by PETA of unethical practices at the James Valley Colony Farms in Elie, Manitoba, and Schiltz Foods in Sisseton, South Dakota, the largest goose slaughterhouse in North America;

23. On May 29, 2019, GOOS released its Annual Report, Annual Financial Statements, and MD&A for the year ending March 31, 2019. These core documents represented:

We are committed to the ethical sourcing and responsible use of animal products. We have comprehensive transparency standards for fur and down which reflect our commitment to the responsible use of these materials. Our suppliers are required to verify that our down comes as a by-product of poultry industry and has not come from force-fed or live-plucked birds and mandates that all fur is sourced in accordance with the Agreement on International Humane Trapping Standards or Best Management Practices;

the whole as appears in **Exhibit P-6**;

24. These statements constituted a misrepresentation within the meaning of the *Securities Act* for the reasons pleaded in paragraphs 14 and 16, above, and because they did not present GOOS' transparency standards in a manner that was not misleading, *e.g.*, because its prior comprehensive traceability programs failed to identify or discontinue the reliance upon goose down sourced by way of unethical manners;

25. This core document also contained a misrepresentation because it omitted the material fact that it was under full investigation of the FTC about how it advertised and marketed its products was much different than what happened in practice, *e.g.*, portions of its goose down supplies was sourced in unethical manners;

26. Of note, GOOS' Annual Report for the year ending March 31, 2019, filed and released on SEDAR on May 29, 2019, affirmatively represented that: "We currently have no material legal or regulatory proceedings pending," which was a false and/or misleading statement and a representation within the meaning of the *Securities Act*;

27. On June 24, 2019, the FTC closed its investigation of GOOS, citing "the prompt corrective action taken by Canada Goose, such as removing the advertising claims at issue from the marketplace and clarifying its business practices in marketing materials, among other things." In closing its investigation of GOOS, the FTC however noted that the FTC's decision to close the

investigation must not “be construed as a determination that a violation of law did not occur,” the whole as appears in **Exhibit P-7**;

28. On August 1, 2019, the *New York Post* released the Corrective Disclosure, the whole as appears in **Exhibit P-8**;

29. Following the release of the Corrective Disclosure, the market price or value of GOOS’ subordinate voting shares plummeted, the whole as appears in **Exhibit P-9**;

VI. NO STATUTORY DEFENCE FOR FORWARD-LOOKING INFORMATION

30. To the extent that any of the disclosure documents or public statements addressed in this statement of claim contained forward-looking information, some or all of those forward-looking statements constituted misrepresentations because:

- (a) the Impugned Documents failed to contain, proximate to that information, reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information; or
- (b) the Impugned Documents failed to contain a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection; or

- (c) the Defendant had no reasonable basis for drawing the conclusion or making the forecasts or projections set out in the forward-looking information;

31. Further, or in the alternative, to the extent that any of the disclosure documents or public statements addressed in this statement of claim contained forward-looking information, some or all of those forward-looking statements constituted misrepresentations because the forward-looking information was contained in a financial statement required to be filed under the *Securities Act* or the regulations or in a document released in connection with an initial public offering;

32. Further, or in the alternative, to the extent that any of the disclosure documents or public statements addressed in this statement of claim contained forward-looking information, some or all of those forward-looking statements constituted misrepresentations because, at the time each of the Impugned Documents was released, the Defendant knew or ought to have known that the particular forward-looking information constituted a misrepresentation;

VII. THE RELATIONSHIP BETWEEN THE MISREPRESENTATION AND THE PRICE AND VALUE OF GOOS' SECURITIES

33. There was a duty of care placed on the Defendant based on their special relationship with investors of the Company, who were reliant on the Defendants for accurate information about the Company's business, operations, and revenue;

34. The price and value of GOOS' securities were directly affected each time that the Defendants disclosed (or omitted to fully and timely disclose) material changes and material facts about GOOS' business, finances, and operations;

35. The Impugned Documents referred to herein were filed with SEDAR and/or posted to GOOS' website or other websites, and thereby became immediately available to and were reproduced for inspection for the benefit of the Petitioner and the other members of the Class, the public, financial analysts and the financial press through the internet and financial publications;

36. The price at which GOOS' securities traded on the TSX and NYSE market incorporated the information, statements and representations contained in the Impugned Documents referred to herein, including information about how GOOS' sourced its supplies of down and fur, future revenue prospects, revenue growth percentages, and whether it was under investigation for releasing misleading advertisement about how it sourced its supplies of down and fur;

VIII. THE RIGHTS OF ACTION

a. Statutory Liability under the *Securities Act* (Primary Market)

37. The Petitioner asserts this claim under Title VIII, Chapter II, Division I of the *Securities Act* against the Defendant on behalf of all Class Members who subscribed for or acquired GOOS' subordinate voting shares in a distribution effected with any of the Prospectuses, which contained one or more misrepresentations;

38. GOOS is the issuer whose securities were distributed pursuant to the Prospectuses;

b. Statutory Liability under the *Securities Act* (Secondary Market)

39. The Petitioner hereby seeks this Honourable Court's authorization to bring an action for damages against the Defendant for secondary market misrepresentation under Title VIII, Chapter II, Division II of the *Securities Act*;

40. The Petitioner asserts this claim on behalf of himself as well as the other members of the Class;

41. The Defendant is a reporting issuer in Québec, and it released the Impugned Documents, which contained misrepresentations as particularized herein;

42. The Petitioner and the other Class Members acquired GOOS' subordinate voting shares during the period between the time when GOOS released the Impugned Documents containing one or more misrepresentations, as particularized herein, and the time when the misrepresentation was publicly corrected;

43. The Petitioner and the other Class Members have incurred damages as a result of the misrepresentations in the Impugned Documents;

c. Article 1457 of the C.C.Q.

44. On behalf of himself and all other members of the Class, as against the Defendant, the Petitioner pleads a fault in violation of the general private law duty of diligence it owed the Class;

45. The Defendant failed to abide by the rules of conduct incumbent on it in the circumstances of their relationships with the members of the Class as well as the transactions in which it acted, at law and as reasonably required from it;

46. As a result, the Defendant caused injuries to the Petitioner and the other members of the Class in terms of causing their significant monetary damages and losses, and are bound to compensate the Class Members for those losses;

47. The acts and/or omissions particularized and alleged in this Authorization Motion to have been done by GOOS were authorized, ordered and done by its officers, agents, employees and representatives who were engaged in the management, direction, control and transaction of GOOS' business, finances, and operations and are, therefore, acts and omissions for which GOOS is at fault and responsible;

IX. THE CRITERIA OF ARTICLE 575 C.C.P.

a. The recourses of the members raise identical, similar or related questions of law or fact

48. The recourses of each of the members of the Class are founded on GOOS' misleading disclosure documents relating to GOOS' business and affairs within

the meaning, and for the purposes, of sections 5, 218 and 225.8 of the *Securities Act*,

49. In this context, the principal questions of fact and law to be dealt with collectively are the following:

- i. Did GOOS release the Impugned Documents?
- ii. Did the Impugned Documents, or any of them, contain one or more misrepresentations within the meaning of the *Securities Act*?
- iii. Is the Defendant liable to the members of the Class, or any of them, under Title VIII, Chapter II, Divisions I and/or II of the *Securities Act*?
- iv. Did GOOS owe a duty of diligence or care to the Class Members, or any of them, under the general private law of Québec?
- v. Did GOOS commit a fault in violation of its duty to abide by the rules of conduct incumbent on it, according to the circumstances, usage or law, so as not to cause injury to the Class Members?
- vi. Is the redress sought by the Class Members under sections 218 and/or 225.8 of the *Securities Act*, and/or art. 1457 of C.C.Q. well founded in fact and law?
- vii. Collectively determine the damages payable to the Class.
- viii. Should the Defendant pay for costs of the action, including expert fees, if any, as well as costs of notice and costs of the administration of the distribution of recovery in this action? If so, how much should the Defendant pay?

50. Consequently, the Petitioner respectfully requests that this Honourable Court authorize the conclusions sought by the class action to be instituted as being the following:

GRANT this class action on behalf of the Petitioner and the Class;

GRANT the Class's action against the Defendant in respect of the rights of action asserted against Defendant under Title VIII, Chapter II, Division I of the *Securities Act*,

GRANT the Class's action against the Defendant in respect of the rights of action asserted against Defendant under Title VIII, Chapter II, Division II of the *Securities Act*,

GRANT the Class's action against the Defendant in respect of *article 1457* of the *C.C.P.*;

CONDEMN the Defendant to pay to the Petitioner and the Class compensatory damages for all monetary losses;

ORDER collective recovery in accordance with articles 595 to 598 of the *C.C.P.*;

THE WHOLE with interest and additional indemnity provided for in the *C.C.Q.* and with full costs, including expert fees, notice fees and fees relating to administering the plan of distribution of the recovery in this action;

b. The facts alleged appear to justify the conclusions sought

51. Throughout the Class Period, GOOS made misrepresentations in its core disclosure documents with respect to its commitment to ensure sustainable and ethical sourcing of its raw materials; its purported controls, systems and processes which purported to provide comprehensive traceability in order to

ensure it only used down and fur that were ethically sourced; and its purported third-party audit program to ensure sustainable and ethical sourcing of its raw materials;

52. Additionally, during the Class Period, GOOS failed to disclose material information regarding a full investigation by the FTC with respect to its allegedly misleading representations regarding its commitment to the sustainable and ethical sourcing of its raw materials, and it affirmatively made the false and/or misleading representation that it was subject to no material regulatory proceeding;

53. GOOS' Class-Period misrepresentations were corrected via the Corrective Disclosure on August 1, 2019;

54. Additionally, GOOS committed a civil fault in violation of its duty to abide by the rules of conduct incumbent on it, according to the circumstances, usage or law, so as not to cause injury to the Class Members;

55. It is therefore respectfully submitted that all members of the Class are accordingly entitled to claim redress from GOOS on the basis of sections 218 and 225.8 of the *Securities Act* and art. 1457 of the *C.C.Q.*;

c. The composition of the Class makes it difficult or impractical to apply the rules for mandates to take part in judicial proceedings on behalf of others or for consolidation of proceedings

56. GOOS is a publicly-traded company and its subordinate voting shares are traded on the TSX and the NYSE;

57. The Class Members are numerous. Quebec investors typically represent approximately fifteen percent (15%) of the Canadian trading. As such there will be thousands of Quebec class members;

58. In this context, it would be impracticable for each member of the Class to bring a separate action;

d. The proposed Class representative is in a position to properly represent the Class

59. The Petitioner understands the requirements of time and dedication required of his role and is able and willing to devote the required resources to carry forward this proposed class action on behalf of the Class and has no conflict of interest with other members;

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

AUTHORIZE this class action proceeding under section 225.4 of the *Securities Act*;

AUTHORIZE the class action on behalf of the Class defined as follows:

All persons resident or domicile in the Province of Québec who purchased or otherwise acquired GOOS' subordinate voting shares during the Class Period and held some or all of such securities as of August 1, 2019, other than the Excluded Persons;

"Class Period" means March 15, 2017 through to August 1, 2019;

NAME the Petitioner, as the Class Representative;

DECLARE that the following questions of fact and law be dealt with collectively in this class action:

- i. Did GOOS release the Impugned Documents?

- ii. Did the Impugned Documents, or any of them, contain one or more misrepresentations within the meaning of the *Securities Act*?
- iii. Is the Defendant liable to the members of the Class, or any of them, under Title VIII, Chapter II, Divisions I and/or II of the *Securities Act*?
- iv. Did GOOS owe a duty of diligence or care to the Class Members, or any of them, under the general private law of Québec?
- v. Did GOOS commit a fault in violation of its duty to abide by the rules of conduct incumbent on it, according to the circumstances, usage or law, so as not to cause injury to the Class Members?
- vi. Is the redress sought by the Class Members under sections 218 and/or 225.8 of the *Securities Act*, and/or art. 1457 of C.C.Q. well founded in fact and law?
- vii. Collectively determine the damages payable to the Class.
- viii. Should the Defendant pay for costs of the action, including expert fees, if any, as well as costs of notice and costs of the administration of the distribution of recovery in this action? If so, how much should the Defendant pay?

AUTHORIZE this class action to seek the following conclusions:

GRANT this class action on behalf of the Petitioner and the Class;

GRANT the Class's action against the Defendant in respect of the rights of action asserted against Defendant under Title VIII, Chapter II, Division I of the *Securities Act*;

GRANT the Class's action against the Defendant in respect of the rights of action asserted against Defendant under Title VIII, Chapter II, Division II of the *Securities Act*;

GRANT the Class's action against the Defendant in respect of *article 1457* of the *C.C.P.*

CONDEMN the Defendant to pay to the Petitioner and the Class compensatory damages for all monetary losses;

ORDER collective recovery in accordance with articles 595 to 598 of the *C.C.P.*;

THE WHOLE with interest and additional indemnity provided for in the *C.C.Q.* and with full costs, including expert fees, notice fees and fees relating to administering the plan of distribution of the recovery in this action;

ORDER the publication of a notice to the class members in accordance with article 579 of the *C.C.P.* pursuant to a further order of the Court, and **ORDER** that the Defendant pay for said publication costs;

FIXE the delay for a Class Member to opt out of the class at 60 days from the date of the publication of the notice to the members and **DECLARE** that all members of the Class who have not requested their exclusion from the Class in the prescribed delay will be bound by any judgment to be rendered on the class action to be instituted;

THE WHOLE WITH COSTS including the costs related to the publication of the notices to the Class.

MONTRÉAL, this 20th day of January,
2020

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Attorneys for the Petitioner

SCHEDULE 1
(Art. 119, C.C.P.)

NOTICE TO THE DEFENDANT:

Take notice that the Petitioner has filed this action or application in the Superior Court of Québec in the judicial District of Montréal.

To file an answer to this action or application, you must first file an Appearance, personally or by advocate, at the Palais de justice of Montréal, located at 1 Notre-Dame St. East, Montreal, Quebec H2Y 1B6, within ten (10) days of service of this Authorization Motion.

If you fail to file an Appearance within the time limit indicated, a judgment by default may be rendered against you without further notice upon the expiry of the 10-day period.

If you file an Appearance, the action or application will be presented before the Court at a time and place to be ordered by the Judge and heard at the Palais de justice of Montréal. On that date, the Court may exercise such powers as are necessary to ensure the orderly progress of the proceeding or the Court may hear the case, unless you make a written agreement with the Petitioner or the Petitioner's advocate on a timetable for the orderly progress of the proceeding. The timetable must be filed in the office of the Court.

In support of the Motion, the Petitioner discloses the following exhibits:

- Exhibit P-1A:** GOOS' final long form prospectus released on SEDAR on March 15, 2017 (French);
- Exhibit P-1B:** GOOS' final long form prospectus released on SEDAR on March 15, 2017 (English)
- Exhibit P-2:** GOOS' Code of Business Conduct and Ethics released on SEDAR on April 12, 2017;
- Exhibit P-3A:** GOOS' Annual Report on Form 20-F for the fiscal year ending March 31, 2017 (English), released on SEDAR on June 6, 2017;
- Exhibit P-3B:** GOOS' Annual Report on Form 20-F for the fiscal year ending March 31, 2017 (French), released on SEDAR on June 26, 2017

- Exhibit P-4A:** GOOS' Annual Report on Form 20-F for the fiscal year ending March 31, 2018 (French), released on SEDAR on June 15, 2018;
- Exhibit P-4B:** GOOS' Annual Report on Form 20-F for the fiscal year ending March 31, 2018 (English), released on SEDAR on June 15, 2018
- Exhibit P-5:** Matter Initiation Notice, Federal Trade Commission Matter Management System, with respect to GOOS;
- Exhibit P-6A:** GOOS' Annual Report on Form 20-F for the year ending March 31, 2019 (English), released on SEDAR on May 29, 2019;
- Exhibit P-6B:** GOOS' Annual Report on Form 20-F for the year ending March 31, 2019 (French), released on SEDAR on May 30, 2019;
- Exhibit P-7:** Letter from the United States Federal Trade Commission dated June 17, 2019;
- Exhibit P-8:** The *New York Post* article titled "Canada Goose pulls claims about its 'ethical' treatment of animals";
- Exhibit P-9A:** Particulars of trading in GOOS' subordinate voting shares on the TSX March 15, 2017 – August 30, 2019; and
- Exhibit P-9B:** Particulars of trading in GOOS' subordinate voting shares on the NYSE March 15, 2017 – August 30, 2019.

Request for transfer of a small claim

If the amount claimed by the Petitioner does not exceed \$15,000 and if you could have filed such an action as a Petitioner in Small Claims Court, you may make a request to the clerk for the action to be disposed of pursuant to the rules of Book VIII of the Code of Civil Procedure (R.S.Q., c. C-25). If you do not make such a request, you could be liable for costs higher than those provided for in Book VIII of the Code.

MONTREAL, this 20th day of January,
2020

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