

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

----- X	
	:
In re:	:
	:
	:
CHC GROUP LTD. et al.,	:
	:
	:
Debtors.	:
	:
----- X	

Chapter 11

Case No. 16-31854 (BJH)

(Joint Administration Requested)

CERTIFICATE OF SERVICE

I, Ashley Kuarsingh, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the [proposed] claims and noticing agent for the Debtors in the above-captioned case.

On January 13, 2017, employees of KCC caused the following documents to be served 1) via Overnight mail to the parties on the service list attached hereto as **Exhibit A** for subsequent distribution to beneficial holders of the securities listed on the attached **Exhibit B**; 2) via First Class mail to the parties on the service list attached hereto as **Exhibit C**; and 3) via Email to the parties on the service list attached hereto as **Exhibit D**:

- Notice to Holders of Allowed Senior Secured Notes Claims, dated January 13, 2017 [attached hereto as **Exhibit E**]
- Gray, Revised Instructions to Senior Secured Noteholder Subscription Form/Subscription Form, coded Rev-SA, for CUSIP 12545D AB 4 [attached hereto as **Exhibit F**]
- Green, Revised Instructions to Senior Secured Noteholder Subscription Form/Subscription Form coded Rev-SB, for CUSIP 12545D AA 6 [attached hereto as **Exhibit G**]
- Notice to Holders of Allowed Unsecured Notes Claims, dated January 13, 2017 [attached hereto as **Exhibit H**]
- Yellow, Revised Instructions to Unsecured Noteholder Subscription Form/Subscription Form, coded Rev-SD, for CUSIP 12545D AF 5 [attached hereto as **Exhibit I**]



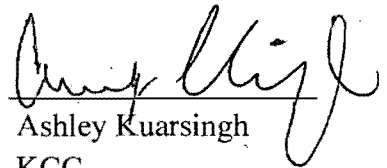
163185417012400000000002

- IRS Form W-9 [attached hereto as **Exhibit J**]

Further, on January 13, 2017, employees of KCC caused the following materials to be served via First Class mail to the parties on the service list attached hereto as **Exhibit C**:

- Gray, Revised Master Subscription Form for Senior Secured Notes, coded Rev MS-SA, for CUSIP 12545D AB 4 [attached hereto as **Exhibit K**]
- Green, Revised Master Subscription Form for Senior Secured Notes, coded Rev MS-SB, for CUSIP 12545D AA 6 [attached hereto as **Exhibit L**]
- Yellow, Revised Master Subscription Form for Unsecured Notes, coded Rev MS-SD, for CUSIP 12545D AF 5 [attached hereto as **Exhibit M**]

Dated: January 18, 2017



Ashley Kuarsingh
KCC

1290 Avenue of the Americas
New York, NY 10104

Exhibit A

Exhibit A

CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Broadridge	Receiving Dept	51 Mercedes Way		Edgewood	NY	11717
Mediant Communications	Stephanie Fitzhenry	100 Demarest Dr		Wayne	NJ	07470
INVeSHARE	Corporate Actions	Attn: Receiving	156 Fernwood Avenue	Edison	NJ	08837-3857
The Depository Trust Co	Robert Giordano	570 Washington Blvd		Jersey City	NJ	07310

Exhibit B

Exhibit B

Issuer	Description	CUSIP	ISIN
CHC Helicopter SA	9.25% 1st Lien Notes	12545D AB 4	US12545DAB47
CHC Helicopter SA	9.25% 1st Lien Notes (144A)	12545D AA 6	US12545DAA63
CHC Helicopter SA	9.375% Sr Unsecured Notes	12545D AF 5	US12545DAF50

Exhibit C

CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip	Country
Ameriprise	Greg Wraalstad	901 3rd Ave South			Minneapolis	MN	55474	
Bank of America/Merrill Lynch	Catherine Changco	4804 Deer Lake Dr East			Jacksonville	FL	32246	
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl		Jersey City	NJ	07302-0000	
Barclays Capital Inc / Barclays Bank	Nellie Foo	400 The Crossings	at Jefferson Park		Whippany	NJ	07981-0000	
BMO Nesbitt Burns Inc	Louise Torangeau	1 First Canadian Place 13th Fl	PO Box 150		Toronto	ON	M5X 1H3	Canada
BNY Mellon	Enis Suljic	525 William Penn Pl	Rm 300		Pittsburgh	PA	15259	
Brown Brothers Harriman & Co	Michael Lerman	525 Washington Blvd	New Port Towers		Jersey City	NJ	07302-0000	
Charles Schwab & Co Inc	Benjamin Gibson	2423 E Lincoln Dr	Corp Actions Dept 01-1B572		Phoenix	AZ	85016	
Citibank NA	Sandra Hernandez	3800 Citibank Center B3 12			Tampa	FL	33610	
COR Clearing LLC	Corporate Actions	9300 Underwood Ave	Ste 400		Omaha	NE	68114	
Credit Suisse Securities USA LLC	Reorg Department	1 Madison Ave	2nd Fl		New York	NY	10010	
Deutsche Bank Securities Inc		5022 Gate Parkway	Suite 100		Jacksonville	FL	32256	
Edward D Jones & Co	Jeff Bauche	12555 Manchester Rd	Corp Actions Dept		St Louis	MO	63131	
ETrade Clearing LLC	Mandatory & Voluntary Reorg Teams	1981 Marcus Ave	Ste 100		Lake Success	NY	11042	
Fiduciary SSB	Kelly Eagan	1776 Heritage Dr			North Quincy	MA	02171	
First Clearing LLC	Carrie Mitchell	2801 Market St	Mail Code H0006-09E		St Louis	MO	63103	
Goldman Sachs & Co	Reorg Dept	30 Hudson St			Jersey City	NJ	07302-4699	
Ingalls & Snyder LLC	Michael Scura	1325 Avenue of the Americas	18th Floor		New York	NY	10019	
Interactive Broker Retail Equity Clearing	Karin McCarthy	8 Greenwich Office Park	2nd Fl		Greenwich	CT	06831	
J P Morgan Clearing Corp	Christian Garcia	14201 North Dallas Pkwy	12th Fl		Dallas	TX	75254	
Janney Montgomery Scott LLC	Michael Tse	1717 Arch St	Dividend/Reorg Dept 16th Fl		Philadelphia	PA	19103	
Jefferies & Co Inc	Joseph Porcello	Harborside Financial Center	705 Plaza 3		Jersey City	NJ	07311-0000	
JP Morgan Securities Inc Fixed	Corporate Actions	14201 North Dallas Tollway	12 th Fl		Dalls	TX	75254	
JPM/OPERS	Darrell Watkins	14201 Dallas Parkway	10th Floor		Dallas	TX	75254-2917	
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Parkway			Dallas	TX	75254	
LPL Financial Corporation	Martha Lang	Corporate Actions	1055 LPL Financial Way		Fort Mill	SC	29715	
M&I Marshall & Ilsley Bank	Reorg Dept	11270 West Park Place	Ste 400		Milwaukee	WI	53224	
Merrill Lynch Pierce Fenner & Smith	Corp Actions Notifications Jax	Corporate Action Dept	4804 Deer Lake Drive East	4th Fl Bldg 3	Jacksonville	FL	32246	
Morgan Stanley & Co Inc	Robert Cregan	One New York Plaza	7th Fl		New York	NY	10004	
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Center	230 Plaza Three 6th Fl		Jersey City	NJ	07311	
National Financial Services	Lou Trezza	200 Liberty St			New York	NY	10281	
NBCN Inc	Louise Normandin	1010 de la Gauchetiere St West	Mezzanine 100		Montreal	QC	H3B 5J2	Canada
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N		Chicago	IL	60607	
Nothern Trust Co - Future Fund A	Penny Peterson	50 S LaSalle St	Level A		Chicago	IL	60675	
Oppenheimer & Co Inc	Attn Reorg Dept	125 Broad St	15th Fl		New York	NY	10004	
Optionsxpress Inc	Cindy Canning	150 S Wacker Dr	Ste 1100		Chicago	IL	60606	
Pershing LLC Securities Corporation	Scott Reifer	1 Pershing Plaza			Jersey City	NJ	07399-0000	
PNC Bank NA	Eileen Blake	8800 Tincum Blvd	MS F6 F266 02 2		Philadelphia	PA	19153	
Raymond James & Associates Inc	Tracey Goodwin	880 Carillion Pkwy			St Petersburg	FL	33733	
RBC Capital Markets Corporation	Attn Security Transfers and Restricted P09	60 South Sixth St	9th Fl		Minneapolis	MN	55402-4400	
Reliance Trust Company/SWMS1	Reorg Department	1100 Abernathy Rd	Ste 400		Atlanta	GA	30328	
Scotia Capital Inc	Normita Ramirez	40 King St West	23rd Fl		Toronto	ON	M5H 1H1	Canada
Scottrade Inc	Deborah Wynn	12855 Flushing Meadows Dr			St Louis	MO	63131	
SEI Private Trust Co	Jeff Hess	One Freedom Valley Drive			Oaks	PA	19456	
Southwest Securities Inc	Virginia Allwardt	1201 Elm St	Ste 3700		Dallas	TX	75270	
State Street Bank and Trust Co	Corporate Action	Corp Actions JAB5E	1776 Heritage Dr		North Quincy	MA	02171-0000	
Sterne Agee & Leach Inc	Reorg Dept	Two Perimeter Park S	Ste 100W		Birmingham	AL	35243	
Stifel Nicolaus & Co Inc	Chris Wiegand	501 N Broadway	7th Fl		St. Louis	MO	63102	
TD Ameritrade Clearing Inc	Mandi Foster	PO Box 2155			Omaha	NE	68103-2155	
TD Waterhouse Canada Inc	Beverly Adams	60 North Windplace			Scarborough	ON	M1S 3A7	Canada
The Bank of New York Mellon	Jason Wolney	525 William Penn Pl	Rm 300		Pittsburgh	PA	15259	
UBS Financial Services LLC	Imelda Pabon	1000 Harbor Blvd			Weehawken	NJ	07086-0000	

CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip	Country
UMB Bank National Association	Corporate Actions	928 Grand Blvd			Kansas City	MO	64106	
Union Bank of California NA	Trace Bronstone	350 California St	8th Fl		San Francisco	CA	94104	
US Bancorp Investments Inc	Cherice Tveit	60 Livingston Ave	EP MN WN1B		St Paul	MN	55107-1419	
US Bank NA	Matt Lynch	1555 N Rivercenter Dr	S302		Milwaukee	WI	53212	
Vanguard Marketing Corporation	Marc Staudenmaier	455 Devon Park Dr	Attn Corporate Actions	Mailstop 924	Wayne	PA	19087-1815	
Wells Fargo Bank, National Association	Kevin St. Louis	733 Marquette Ave	MAC N9306 057 5th Fl		Minneapolis	MN	55402	
William Blair & Co LLC	Mariusz Niedbaiec	222 West Adams St			Chicago	IL	60606	

Exhibit D

Company	Email
Bank of America DTC #2251	tss.corporate.actions@bankofamerica.com
Bank of America DTC #773 #5198	cpactionslitigation@ml.com
Bank of America DTC #773 #5198	bascorporatactions@bofasecurities.com
Bank of America DTC #773 #5198	corpactionsproxy@ml.com
Barclays #229	nyvoluntary@barclays.com
Bloomberg	release@bloomberg.net
BMO Nesbitt Burns Inc. DTC# 5043	Phuthorn.penikett@bmonb.com
BMO Nesbitt Burns Inc. DTC# 5043	WMPOClass.Actions@bmo.com
BNP Paribas	NYK_DG_CORPORATE_ACTION@US.BNPPARIBAS.COM
BNY Mellon #954	Theresa.Stanton@bnymellon.com
BNY Mellon #954	jason.wolney@bnymellon.com
Broadridge	BBTRProxyOps@broadridge.com
Broadridge	SpecialProcessing@broadridge.com
Brown Brothers #10	paul.nonnon@bbh.com
Brown Brothers #10	michael.berman@bbh.com
Brown Brothers #10	nj.mandatory.inbox@bbh.com
Brown Brothers #10	mavis.luque@bbh.com
Brown Brothers #10	jenny.feng@bbh.com
Brown Brothers #10	edwin.ortiz@bbh.com
Charles Schwab #164	phxmcb@schwab.com
Citi #908	gts.caec.tpa@citi.com
Clearstream International SA	ca_mandatory.events@clearstream.com
Clearstream International SA	ca_luxembourg@clearstream.com
Clearstream International SA	CA_general.events@clearstream.com
Clearstream International SA	PCP@clearstream.com
Clearstream International SA	ca_eln@clearstream.com
Clearstream International SA	SGCorporateactions@clearstream.com
Clearstream International SA	PCP@clearstream.com
Credit Suisse Securities (USA) LLC #355	list.nyevtintgrp@credit-suisse.com
Credit Suisse Securities (USA) LLC #355	raeuel.packenham@credit-suisse.com
Credit Suisse Securities (USA) LLC #355	asset.servnotification@credit-suisse.com
Deutsche Bank Securities Inc #573	jaxca.notifications@db.com
Euroclear Bank S.A./N.V.	equadr@euroclear.com
Euroclear Bank S.A./N.V.	drit@euroclear.com
Financial Information Inc.	ReorgNotificationList@fiinet.com
Foliofn Investments	proxyservices@folioinvesting.com
Goldman Sachs & Co	GS-as-ny-proxy@ny.email.gs.com
Goldman Sachs & Co	NewYorkAnncHub@gs.com
Goldman Sachs & Co	Gs-as-ny-reorg@ny.email.gs.com

Company	Email
Interactive Brokers	bankruptcy@interactivebrokers.com
Inveshare	Reorg@inveshare.com
Inveshare	operations@inveshare.com
JPMorgan Chase Bank	JPMorganInformation.Services@JPMChase.com
JPMorgan Clearing #352	Christine.Fahey@jpmorgan.com
JPMorgan Clearing #352	Nimeh.Barakat@jpmorgan.com
JPMorgan Clearing #352	ibdvr.materials@jpmorgan.com
JPMorgan Clearing #352	IB_Domestic_Voluntary_Corporate_Actions@jpmorgan.com
LOYAL3 Securities DTC# 472	jeffreyc@loyal3securities.com
Mediant Communications	documents@mediantonline.com
Mitsubishi UFJ Trust & Banking Corp #2932	corporateactions-dl@us.tr.mufig.jp
Morgan Stanley #15	usproxies@morganstanley.com
Morgan Stanley #15	proxy.balt@morganstanley.com
Morgan Stanley #15	cavsdm@morganstanley.com
Morgan Stanley #15	Raquel.Del.Monte@morganstanley.com
Morgan Stanley #15	john.falco@morganstanley.com
Morgan Stanley #15	robert.cregan@morganstanley.com
Northern Trust Company #2669	cs_notifications@ntrs.com
OptionsXpress #338	proxyservices@optionsxpress.com
OptionsXpress #338	tblackmon@optionsxpress.com
OptionsXpress #338	ccanning@optionsxpress.com
OptionsXpress #338	stortorella@optionsxpress.com
Pershing #443	pershingcorporateactions@pershing.com
PNC Bank NA #2616	caspr@pnc.com
Royal Bank of Canada	donald.garcia@rbc.com
SEI PV/GWP #2663	gwsusopscaincome@seic.com
SIS SegalInterSettle AG	ca.notices@six-securities-services.com
Southwest Securities	proxy@swst.com
Southwest Securities	vallwardt@swst.com
State Street Bank and Trust Co #997	rjray@statestreet.com
State Street Bank and Trust Co #997	jkkyan@statestreet.com
State Street Bank and Trust Co #997	USCAResearch@statestreet.com
The Bank of New York Mellon #901	pgheventcreation@bnymellon.com
The Bank of New York Mellon #901	justin.whitehouse@bnymellon.com
The Bank of New York Mellon #901	brian.marnell@bnymellon.com
The Bank of New York Mellon #901	matthew.bartel@bnymellon.com
The Canadian Depository	sies-cainfo@cds.ca
The Canadian Depository	fabraham@cds.ca
The Depository Trust Co	MK-CorporateActionsAnnouncements@markit.com

Company	Email
The Depository Trust Co	JOSEPH.POZOLANTE@MARKIT.COM
The Depository Trust Co	DAVID.BOGGS@MARKIT.COM
The Depository Trust Co	KEVIN.JEFFERSON@MARKIT.COM
The Depository Trust Co	cscotto@dtcc.com
The Depository Trust Co	lensnotices@dtcc.com
The Depository Trust Co	mandatoryreorgannouncements@dtcc.com
The Depository Trust Co	voluntaryreorgannouncements@dtcc.com
The Depository Trust Co	putbonds@dtcc.com
TradeStation Securities #271	dbialer@tradestation.com
UBS Securities LLC #642	OL-EVENTMANAGEMENT@ubs.com
Vision Financial Markets #595	reorgs@visionfinancialmarkets.com
Wells Fargo Advisors	corpactionsvoluntary.ops@firstclearing.com
Wells Fargo Securities	corporate.actiongroup@wellsfargo.com

Exhibit E

THE REVISED OFFERING FORM DISTRIBUTED HERewith SHOULD BE USED INSTEAD OF THE OFFERING FORM PREVIOUSLY DISTRIBUTED.

NOTICE TO HOLDERS OF ALLOWED SENIOR SECURED NOTES CLAIMS

9.25% Senior Secured Notes due 2020

CUSIP No. 12545DAB4 and 12545DAA6

CHC GROUP LTD. AND ITS AFFILIATED DEBTORS

January 13, 2017

This notice (the “Notice”) is made to holders of the Debtors’ 9.25% Senior Secured Notes due 2020, in relation to Reorganized CHC’s Rights Offering and Substitute Distribution described in the Rights Offering Procedures set forth in Section XIII of the Revised Disclosure Statement for the Second Amended Joint Chapter 11 Plan for CHC Group Ltd. and its Affiliated Debtors, dated December 20, 2016 [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”). Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

Please note that this Notice is for the sole purpose of ensuring that you are making the correct calculations when exercising your Rights in accordance with the Rights Offering Procedures and does not change any terms of the Rights Offering or the Rights Offering Procedures or the amount of Subscription Rights or Substitute Distributions or, in each case, any holder’s pro rata share thereof. If you have already returned your Offering Form prior to the receipt of this Notice, please contact your Subscription Nominee immediately. Any questions relating to this Notice, the Rights Offering Procedures, the proper completion of the revised Offering Form or any of the requirements for exercising the Senior Secured Notes Subscription Rights or otherwise participating in the Rights Offering should be directed to your Subscription Nominee or the Subscription Agent at 877-833-4150.

The Senior Secured Notes were issued in the aggregate principal amount of \$1,300,000,000. However, as of the date of this Notice, the aggregate principal amount of Senior Secured Notes outstanding is \$1,014,289,000, which reflects a redemption of \$130,000,000 principal amount of Senior Secured Notes on February 7, 2014 and repurchases on the open market of approximately \$65,000,000 principal amount of Senior Secured Notes in May 2014 and approximately \$90,700,000 principal amount of Senior Secured Notes in December 2014 and January 2015 (collectively, the “Transactions”).

Reorganized CHC and the Debtors have been informed by The Depository Trust Company (“DTC”) that DTC’s system and the relevant DTC participant accounts do not reflect certain of the Transactions as a reduction in the principal amount outstanding of Senior Secured Notes but as reductions in the value thereof. As such, the total “reported” principal amount outstanding of Senior Secured Notes reflected on DTC’s system is \$1,126,988,000 with an “actual value” equal to \$1,014,289,000, which is the actual value of the principal amount outstanding of Senior Secured Notes, as reflected in the Plan. Accordingly, DTC applies a factor of 0.90 to determine the actual value of the principal amount outstanding of Senior Secured Notes. Eligible Offerees and Non-Eligible Offerees are entitled to participate in the Rights Offering and Substitute Distribution, respectively, based on the lower post-Transactions actual value of their principal amount outstanding of Senior Secured Notes.

Given DTC’s reporting mechanics, to ensure that Eligible Offerees and Non-Eligible Offerees are correctly calculating and reporting their Subscription Rights and Substitute Distribution elections, enclosed with this Notice is a revised subscription form (the “Offering Form”), in which former Item 1 has been bifurcated into Items 1a and 1b. The amount inserted in Item 1a (formerly Item 1) should be the reported principal amount outstanding of Senior Secured Notes in DTC’s system. This will be the principal amount outstanding reported by your Subscription Nominee. Such amount should then be multiplied by a factor of 0.90 and inserted in Item 1b to provide the post-Transactions actual value of the principal amount outstanding of Senior Secured Notes.¹ Such Senior Secured Notes calculated in Item 1b should then be used (i) by Eligible Offerees to calculate the Maximum Amount of New Second Lien Convertible Notes in Item 2a and (ii) by Non-Eligible Offerees to calculate the Maximum Amount of Senior Secured Notes Substitute Distribution in Item 5c. Conforming changes have been made to Item 2 and Item 3 of the Master Subscription Form to add columns to allow the Subscription Nominees to correctly tabulate the calculated value of the principal amounts for each beneficial holder from new Item 1b and Item 5c of the Offering Form.

¹ For example, if the principal amount reported by your Subscription Nominee is \$1,000,000, then you would fill in \$1,000,000 in Item 1a and \$900,000 in Item 1b, which would reflect the actual value of your holdings. Eligible Offerees would then calculate the maximum amount of New Second Lien Convertible Notes to which they could subscribe in Item 2 using the \$900,000 amount from Item 1b (i.e., \$900,000 x 0.398746673 = \$358,872.00). Non-Eligible Offerees would likewise calculate their maximum substitute distribution by using the \$900,000 amount from Item 1b (i.e., \$900,000 x 0.000000021 = 0.0189).

Exhibit F

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**THIS REVISED INSTRUCTION AND REVISED SENIOR SECURED NOTEHOLDER
SUBSCRIPTION FORM AND CERTIFICATION REPLACE THOSE INITIALLY
MAILED AND ARE BEING DISTRIBUTED WITH THE NOTICE TO HOLDERS OF
ALLOWED SENIOR SECURED NOTES CLAIMS**

**REVISED INSTRUCTIONS TO SENIOR SECURED NOTEHOLDER SUBSCRIPTION
FORM AND CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Offer Available to Holders of Allowed Senior Secured Notes Claims

THE EXPIRATION DATE FOR THE EXERCISE OF SENIOR SECURED NOTES
SUBSCRIPTION RIGHTS IS

5:00 P.M. (PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017,
SUBJECT TO EXTENSION (THE “RIGHTS EXPIRATION TIME”)

To Holders of Allowed Senior Secured Notes Claims:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), filed the *Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors*, [Docket. No. 1371] (as amended from time to time, the “Plan”) and on December 20, 2016, the *Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors* [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which each holder of Allowed Senior Secured Notes Claims (“Senior Secured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (the “Eligible Offeree”), received rights (Secured Notes

Subscription Rights)¹ to purchase its pro rata share of \$404,444,444 in face amount of New Second Lien Convertible Notes for its pro rata share of \$280.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the attached Subscription Form because you are a beneficial holder of the Debtors’ 9.25% Senior Secured Notes due 2020 issued pursuant to the Senior Secured Notes Indenture (the “Senior Secured Notes”). Please utilize the attached Subscription Form to execute your election.

TO ELECT TO PARTICIPATE IN THE RIGHTS OFFERING YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION ALONG WITH APPLICABLE TAX FORMS TO YOUR SUBSCRIPTION NOMINEE² WITH SUFFICIENT TIME FOR YOUR INSTRUCTIONS TO BE PROCESSED AND DELIVERED BY YOUR SUBSCRIPTION NOMINEE TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. YOU MUST ALSO DELIVER PAYMENTS IN CONNECTION WITH YOUR EXERCISE OF THE SECURED NOTES SUBSCRIPTION RIGHTS TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME FOR YOUR SUBSCRIPTION NOMINEE TO WIRE SUCH FUNDS TO THE RIGHTS OFFERING ESCROW ACCOUNT ESTABLISHED BY THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. IF YOU FAIL TO COMPLY WITH THESE PROCEDURES, THE EXERCISE MAY BE VOID AND YOUR SECURED NOTES SUBSCRIPTION RIGHTS WILL BE CANCELLED.

PLEASE CONTACT YOUR SUBSCRIPTION NOMINEE FOR FURTHER INSTRUCTIONS AS TO SUBMITTING THIS SUBSCRIPTION FORM AND SUBMITTING THE PAYMENT OF THE SUBSCRIPTION PRICE.

The payments made by you to your Subscription Nominee in connection with your exercise of Secured Notes Subscription Rights will be held and maintained by the Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent. Neither the Subscription Nominee nor the Subscription Agent will not use such funds for any other purpose prior to the Effective Date and shall not encumber or permit such funds to be encumbered with any lien or similar encumbrance. Interest will not be paid on any such funds.

A holder that is not an “accredited investor”, as demonstrated to the reasonable satisfaction of the Debtors, that satisfies the conditions set forth in the Rights Offering Procedures (an “Secured Non-Eligible Offeree”) shall receive, in lieu of the opportunity to

¹ The New Second Lien Convertible Notes issuable upon exercise of the Secured Notes Subscription Rights will be convertible into 74.41% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

² Your “Subscription Nominee” is an applicable broker, dealer, commercial bank, trust company, financial institution or other agent or nominee in whose name your Senior Secured Notes are registered or held of record.

participate in the Rights Offering, a substitute distribution consisting of up to 1% of the New Membership Interests (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), in the aggregate (the “Substitute Distribution”). Each Secured Non-Eligible Offeree that satisfies the conditions in the Rights Offering Procedures shall receive a Substitute Distribution in an amount equal to 0.0021% of the 1% in New Membership Interests available to such Secured Non-Eligible Offerees (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), for each \$1,000 in amount of its Allowed Senior Secured Notes Claim, subject to the limitations described herein and in the Rights Offering Procedures. If the New Membership Interests that the Secured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution would exceed 1% of the New Membership Interests on a fully-diluted basis as aforesaid, the Substitute Distribution that each such Secured Non-Eligible Offeree receives will be reduced in proportion to the excess. If the New Membership Interests that all Secured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution is less than 1% of the New Membership Interests on a fully-diluted basis as aforesaid, New Membership Interests in the amount of the difference will be distributed to the holders of Allowed Senior Secured Notes Claims, pro rata. The Debtors or Reorganized Debtors, as applicable, may require additional information to verify that you are not an Accredited Investor.

TO BE ELIGIBLE TO RECEIVE THE SUBSTITUTE DISTRIBUTION, YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME TO BE PROCESSED AND DELIVERED TO THE SUBSCRIPTION AGENT BEFORE THE RIGHTS EXPIRATION TIME.

* * * * *

A Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors’ Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Eligible Offeree regarding any defect or irregularity in connection with any purported exercise of Secured Notes Subscription Rights by such Eligible Offeree. The Debtors may, but are under no obligation to, permit such defect or irregularity in any Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

Instructions.

A. Eligible Offerees: To purchase the New Second Lien Convertible Notes pursuant to the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Senior Secured Notes provided by your Subscription Nominee in the blank space provided.

2. **Complete** the calculation in Item 1b.
3. **Complete** the calculation in Item 2a.
4. **Complete** Item 2b indicating the amount of New Second Lien Convertible Notes that you wish to purchase based on the actual value of the principal amount of your Senior Secured Notes indicated in Item 1b.
5. **Complete** Item 4 certifying your status as an “Accredited Investor.” If you are an Accredited Investor but not an Institutional Accredited Investor or a QIB, complete the information requested in Item 4c, which will be used to register the New Second Lien Convertible Notes in your name, and complete a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.
6. **Sign and date** the Subscription Form.
7. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.
8. **Deliver the Rights Offering Payment** indicated in Item 2b to the Subscription Nominee so that it is received and processed by your Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent on or before the Rights Expiration Time.

B. Non-Eligible Offerees. To receive a Substitute Distribution as a Non-Eligible Offeree in lieu of the ability to participate in the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Senior Secured Notes provided by your Subscription Nominee in the blank space provided.
2. **Complete** the calculation in Item 1b.
3. **Complete** Item 5b certifying that you are **not** an “Accredited Investor.”
4. **Complete** the calculation in Item 5c.
5. **Sign and date** the Subscription Form.
6. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.

Questions. Questions relating to the Rights Offering Procedures, the proper completion of the Subscription Form or any of the requirements for exercising the Secured Notes Subscription Rights or otherwise participating in the Rights Offering should be directed to your Subscription Nominee or the Subscription Agent at 877-833-4150.

The Disclosure Statement sets forth important information that should be carefully read and considered by each Eligible Offeree prior to making a decision to participate in the Rights Offering, including the sections entitled “Certain Risk Factors” and “Financial Projections, Valuation and Assumptions Used” contained therein. A copy of the Disclosure Statement has been distributed to each holder and is also available at <http://www.kccllc.net/chc>.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**REVISED SENIOR SECURED NOTEHOLDER SUBSCRIPTION FORM AND
CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Class 5: Senior Secured Notes Claims

**THIS FORM SHOULD BE COMPLETED BY BENEFICIAL HOLDERS AND
DELIVERED TO YOUR SUBSCRIPTION NOMINEE**

RIGHTS EXPIRATION TIME

THE DEADLINE FOR THE EXERCISE OF SECURED NOTES
SUBSCRIPTION RIGHTS IS 5:00 P.M. (PREVAILING CENTRAL TIME).
ON FEBRUARY 2, 2017, SUBJECT TO EXTENSION
(THE "RIGHTS EXPIRATION TIME")

Please consult the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement for additional information with respect to this Subscription Form. You should review the Rights Offering Procedures, the other provisions of the Disclosure Statement, the Plan and the instructions contained herein before you elect to participate in the Rights Offering. You may wish to seek legal advice concerning the Rights Offering. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan and the Disclosure Statement.

Your receipt of this Subscription form does not signify that your Claim has been or will be allowed or that you are or are not an Eligible Offeree.

Item 1a. Reported Principal Amount of Senior Secured Notes. The reported principal amount of Senior Secured Notes is as follows:

\$ _____
(In the space provided above, please indicate
your reported principal amount of Senior
Secured Notes)

Item 1b. Calculation of the Actual Value of the Principal Amount of Senior Secured Notes. The actual value of the principal amount of Senior Secured Notes based on the reported principal amount of Senior Secured Notes for which the Eligible Offeree indicated in Item 1a above is calculated as follows:

\$ _____	X	<u>0.90</u>	=	\$ _____
(Insert Reported Principal Amount of Senior Secured Notes from Item 1a above)				(Compute Actual Value of the Principal Amount of Senior Secured Notes)

Item 2. Eligible Offeree Secured Notes Subscription Rights. Pursuant to the Plan and the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, the Eligible Offeree is entitled to participate in the Rights Offering by purchasing, on a pro rata basis, its allocated portion of the New Second Lien Convertible Notes offered to holders of Allowed Senior Secured Notes at the Subscription Price. To subscribe, review and complete Items 2a and 2b below.

2a Calculation of the Maximum Principal Amount of New Second Lien Convertible Notes. The maximum principal amount of New Second Lien Convertible Notes based on the actual value of the principal amount of Senior Secured Notes for which the Eligible Offeree indicated in Item 1b above may subscribe is calculated as follows:

\$ _____	X	<u>0.398746673</u>	=	\$ _____
(Insert the Actual Value of the Principal Amount of Senior Secured Notes from Item 1b above)				(Compute Maximum Principal Amount of New Second Lien Convertible Notes, rounded down to nearest whole number, with respect to the Senior Secured Notes)

2b Rights Offering Payment. By filling in the following blanks, the Eligible Offeree is electing to purchase the amount of New Second Lien Convertible Notes specified below (specify an amount of New Second Lien Convertible Notes not greater than the total amount of New Second Lien Convertible Notes for Senior Secured Notes in Item 2a above), on the terms of and subject to the conditions set forth in the Rights Offering Procedures.

<p>\$ _____</p> <p>(Indicate amount of New Second Lien Convertible Notes the Eligible Offeree elects to purchase with respect to its Senior Secured Notes. The amount cannot be greater than the maximum amount of New Second Lien Convertible Notes set forth in Item 2a.)</p>	X	<p><u>0.692307692</u></p>	=	<p>\$ _____</p> <p>(Compute Rights Offering Payment, rounded down to nearest whole number)</p>
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Rights Offering Payment. The “*Rights Offering Payment*” is the aggregate price of the New Second Lien Convertible Notes the Eligible Offeree indicated it is electing to purchase with respect to its Senior Secured Notes, and is equal to the product of the equation in Item 2b above.

Item 3. Payment of the Rights Offering Payment

Payment for the underlying New Second Lien Convertible Notes with respect to the Rights is due on or before the Rights Expiration Date, to be made in accordance with the instructions provided by your Subscription Nominee.

Payment of the Rights Offering Payment must be delivered to the Subscription Nominee in accordance with its instructions with sufficient time for the Subscription Nominee to wire the Rights Offering Payment to the Rights Offering Escrow Account established by the Subscription Agent before the Rights Expiration Time. The wire instruction must include the Eligible Offeree’s name and the last four digits of the Eligible Offeree’s Tax Identification Number to permit the Subscription Nominee to reconcile this Subscription Form with the wire. Failure to remit payment of the Rights Offering Payment by the Rights Expiration Time will result in the forfeiture and revocation of the Eligible Offeree’s Secured Notes Subscription Rights.

Item 4. Eligible Offeree Certifications.

4a General Certification. I certify that: (i) I am an authorized signatory of the Eligible Offeree indicated below and that such Eligible Offeree has the reported principal amount of Senior Secured Notes listed in Item 1a above; (ii) I have, and such Eligible

Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Eligible Offeree understands, that the exercise of Secured Notes Subscription Rights is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

4b Eligible Offeree Investor Certification. By checking one of the boxes below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

The Eligible Offeree is:

- a. An “Accredited Investor” within the meaning of clauses (4), (5) or (6) of Rule 501(a) of Regulation D of the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- b. An “Accredited Investor” within the meanings of clauses (1), (2), (3) or (7) of Rule 501(a) of Regulation D under the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- c. A “qualified institutional buyer” within the meaning of Rule 144A under the Securities Act (a “QIB”)? (*See Annex II*) ☐ Yes

If you are an Accredited Investor and do not certify in Item 4b above that you are a QIB or Institutional Accredited Investor you must complete Item 4c below and return a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

IF THE ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” TO QUESTION A, B OR C ABOVE) THAT IT IS AN “ACCREDITED INVESTOR,” THE ELIGIBLE OFFEREE RISKS FORFEITING ITS RIGHTS TO PARTICIPATE IN THE RIGHTS OFFERING.

4c Accredited Investor Information. If you have indicated that you are an Accredited Investor within the meanings of clauses (4), (5), and (6), please complete the following information and complete and return a certification on Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

Please indicate below the information for the registration of your Convertible Notes as such notes will be registered directly in your name on the records of the agent.

Name of Accredited Investor:

Address:

Telephone Number:

Contact:

Fax Number:

E-mail Address:

Tax ID No.

Item 5. Non-Eligible Offeree Certification.

5a General Certification. I certify that: (i) I am an authorized signatory of the Non-Eligible Offeree indicated below and that such Non-Eligible Offeree has the reported principal amount of Senior Secured Notes listed in Item 1a above; (ii) I have, and such Non-Eligible Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Non-Eligible Offeree understands, that the receipt of any Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

5b Non-Eligible Offeree Certification. By checking the box below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is **not** an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

A. The Non-Eligible Offeree is **not** an “Accredited Investor”? (*See Annex I*) ☐ Yes

IF THE NON-ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” ABOVE) THAT IT IS NOT AN “ACCREDITED INVESTOR,” THE NON-ELIGIBLE OFFEREE SHALL FORFEIT ANY RIGHTS IT HAD TO PARTICIPATE IN THE SUBSTITUTE DISTRIBUTION.

5c Calculation of the Maximum Amount of Senior Secured Notes Substitute Distribution. The maximum amount of New Membership Interests based on the actual value of the principal amount of Senior Secured Notes for which the Non-Eligible Offeree may receive is calculated as follows:

\$ _____	X	<u>0.000000021</u>	=	_____ % ¹
(Insert the Actual Value of the Principal Amount of Senior Secured Notes from Item 1b above)				(Compute Maximum Amount of New Membership Interests, with respect to the Senior Secured Notes)

¹ Note that the figure calculated by multiplying the actual value of the principal amount of Senior Secured Notes by 0.000000021 already is a percentage (i.e., do not convert to a percentage).

SIGNATURE

Date: _____, 2017

Name of Eligible Offeree or Non-Eligible Offeree:

(Print or Type)

Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Person Signing: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax: _____

E-Mail: _____

PLEASE RETURN THIS SUBSCRIPTION FORM, ALONG WITH A COMPLETED
FORM W-9 OR W-8 AS APPROPRIATE TO YOUR SUBSCRIPTION NOMINEE.

DO **NOT** RETURN THIS FORM TO THE SUBSCRIPTION AGENT

Annex I

Accredited Investor Definitions

“Accredited Investor” as defined in Rule 501 of Regulation D of the Securities Act shall mean any person who comes within any of the following categories:

- (1) Any bank as defined in Section 3(a)(2) of the Securities Act of 1933 (the “Act”), or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance company as defined in Section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are Accredited Investors;
- (2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
- (5) Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase exceeds \$1,000,000;

(i) Except as provided in clause (ii) paragraph (5), for purposes of calculating net worth under this paragraph (5):

(A) The person's primary residence shall not be included as an asset;

(B) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such

indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(C) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability;

(ii) Clause (i) of this paragraph (5) will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that:

(A) Such right was held by the person on July 20, 2010;

(B) The person qualified as an Accredited Investor on the basis of net worth at the time the person acquired such right; and

(C) The person held securities of the same issuer, other than such right, on July 20, 2010.

- (6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Act; and
- (8) Any entity in which all of the equity owners are Accredited Investors.

Annex II

Qualified Institutional Buyer Definition

“Qualified Institutional Buyer” pursuant to Rule 144A promulgated under the Securities Act of 1933, as amended (the “Act”), is defined as follows:

(1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

(A) any “insurance company” as defined in Section 2(a)(13) of the Act;¹

(B) any “investment company” registered under the Investment Company Act or any “business development company” as defined in Section 2(a)(48) of the Investment Company Act;

(C) any “small business investment company” licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

(D) any “plan” established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

(E) any “employee benefit plan” within the meaning of Title I of the Employee Retirement Income Security Act of 1974;

(F) any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (D) or (E) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;

(G) any “business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 (the “Investment Advisers Act”);

(H) any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), partnership or Massachusetts or similar business trust; an

(I) any “investment adviser” registered under the Investment Advisers Act.

¹ A purchase by an insurance company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act of 1940 (the “Investment Company Act”), which are neither registered under Section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.

(i) Any “dealer” registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer; provided, that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such a dealer;

(ii) any “dealer” registered pursuant to Section 15 of the Exchange Act acting in a riskless principal transaction on behalf of a qualified institutional buyer;

Note:

A registered dealer may act as agent, on a non-discretionary basis, in a transaction with a Qualified Institutional Buyer without itself having to be a Qualified Institutional Buyer.

(iii) any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a “family of investment companies” which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that, for purposes of this rule:

(A) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(B) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company’s adviser (or depositor) is a majority-owned subsidiary of the other investment company’s adviser (or depositor);

(iv) any entity, all of the equity owners of which are Qualified Institutional Buyers, acting for its own account or the accounts of other Qualified Institutional Buyers; and

(v) any “bank” as defined in Section 3(a)(2) of the Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other Qualified Institutional Buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in

securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under Rule 144A of the Act in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

(2) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity *swaps*.

(3) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this section.

(4) In determining the aggregate amount of securities owned by an entity and invested on a discretionary *basis*, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(5) For purposes of this section, “riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a Qualified Institutional Buyer, including another dealer acting as riskless principal for a Qualified Institutional Buyer.

Exhibit G

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**THIS REVISED INSTRUCTION AND REVISED SENIOR SECURED NOTEHOLDER
SUBSCRIPTION FORM AND CERTIFICATION REPLACE THOSE INITIALLY
MAILED AND ARE BEING DISTRIBUTED WITH THE NOTICE TO HOLDERS OF
ALLOWED SENIOR SECURED NOTES CLAIMS**

**REVISED INSTRUCTIONS TO SENIOR SECURED NOTEHOLDER SUBSCRIPTION
FORM AND CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Offer Available to Holders of Allowed Senior Secured Notes Claims

THE EXPIRATION DATE FOR THE EXERCISE OF SENIOR SECURED NOTES
SUBSCRIPTION RIGHTS IS

5:00 P.M. (PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017,
SUBJECT TO EXTENSION (THE “RIGHTS EXPIRATION TIME”)

To Holders of Allowed Senior Secured Notes Claims:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), filed the *Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors*, [Docket. No. 1371] (as amended from time to time, the “Plan”) and on December 20, 2016, the *Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors* [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which each holder of Allowed Senior Secured Notes Claims (“Senior Secured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (the “Eligible Offeree”), received rights (Secured Notes

Subscription Rights)¹ to purchase its pro rata share of \$404,444,444 in face amount of New Second Lien Convertible Notes for its pro rata share of \$280.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the attached Subscription Form because you are a beneficial holder of the Debtors’ 9.25% Senior Secured Notes due 2020 issued pursuant to the Senior Secured Notes Indenture (the “Senior Secured Notes”). Please utilize the attached Subscription Form to execute your election.

TO ELECT TO PARTICIPATE IN THE RIGHTS OFFERING YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION ALONG WITH APPLICABLE TAX FORMS TO YOUR SUBSCRIPTION NOMINEE² WITH SUFFICIENT TIME FOR YOUR INSTRUCTIONS TO BE PROCESSED AND DELIVERED BY YOUR SUBSCRIPTION NOMINEE TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. YOU MUST ALSO DELIVER PAYMENTS IN CONNECTION WITH YOUR EXERCISE OF THE SECURED NOTES SUBSCRIPTION RIGHTS TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME FOR YOUR SUBSCRIPTION NOMINEE TO WIRE SUCH FUNDS TO THE RIGHTS OFFERING ESCROW ACCOUNT ESTABLISHED BY THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. IF YOU FAIL TO COMPLY WITH THESE PROCEDURES, THE EXERCISE MAY BE VOID AND YOUR SECURED NOTES SUBSCRIPTION RIGHTS WILL BE CANCELLED.

PLEASE CONTACT YOUR SUBSCRIPTION NOMINEE FOR FURTHER INSTRUCTIONS AS TO SUBMITTING THIS SUBSCRIPTION FORM AND SUBMITTING THE PAYMENT OF THE SUBSCRIPTION PRICE.

The payments made by you to your Subscription Nominee in connection with your exercise of Secured Notes Subscription Rights will be held and maintained by the Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent. Neither the Subscription Nominee nor the Subscription Agent will not use such funds for any other purpose prior to the Effective Date and shall not encumber or permit such funds to be encumbered with any lien or similar encumbrance. Interest will not be paid on any such funds.

A holder that is not an “accredited investor”, as demonstrated to the reasonable satisfaction of the Debtors, that satisfies the conditions set forth in the Rights Offering Procedures (an “Secured Non-Eligible Offeree”) shall receive, in lieu of the opportunity to

¹ The New Second Lien Convertible Notes issuable upon exercise of the Secured Notes Subscription Rights will be convertible into 74.41% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

² Your “Subscription Nominee” is an applicable broker, dealer, commercial bank, trust company, financial institution or other agent or nominee in whose name your Senior Secured Notes are registered or held of record.

participate in the Rights Offering, a substitute distribution consisting of up to 1% of the New Membership Interests (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), in the aggregate (the “Substitute Distribution”). Each Secured Non-Eligible Offeree that satisfies the conditions in the Rights Offering Procedures shall receive a Substitute Distribution in an amount equal to 0.0021% of the 1% in New Membership Interests available to such Secured Non-Eligible Offerees (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), for each \$1,000 in amount of its Allowed Senior Secured Notes Claim, subject to the limitations described herein and in the Rights Offering Procedures. If the New Membership Interests that the Secured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution would exceed 1% of the New Membership Interests on a fully-diluted basis as aforesaid, the Substitute Distribution that each such Secured Non-Eligible Offeree receives will be reduced in proportion to the excess. If the New Membership Interests that all Secured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution is less than 1% of the New Membership Interests on a fully-diluted basis as aforesaid, New Membership Interests in the amount of the difference will be distributed to the holders of Allowed Senior Secured Notes Claims, pro rata. The Debtors or Reorganized Debtors, as applicable, may require additional information to verify that you are not an Accredited Investor.

TO BE ELIGIBLE TO RECEIVE THE SUBSTITUTE DISTRIBUTION, YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME TO BE PROCESSED AND DELIVERED TO THE SUBSCRIPTION AGENT BEFORE THE RIGHTS EXPIRATION TIME.

* * * * *

A Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors’ Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Eligible Offeree regarding any defect or irregularity in connection with any purported exercise of Secured Notes Subscription Rights by such Eligible Offeree. The Debtors may, but are under no obligation to, permit such defect or irregularity in any Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

Instructions.

A. Eligible Offerees: To purchase the New Second Lien Convertible Notes pursuant to the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Senior Secured Notes provided by your Subscription Nominee in the blank space provided.

2. **Complete** the calculation in Item 1b.
3. **Complete** the calculation in Item 2a.
4. **Complete** Item 2b indicating the amount of New Second Lien Convertible Notes that you wish to purchase based on the actual value of the principal amount of your Senior Secured Notes indicated in Item 1b.
5. **Complete** Item 4 certifying your status as an “Accredited Investor.” If you are an Accredited Investor but not an Institutional Accredited Investor or a QIB, complete the information requested in Item 4c, which will be used to register the New Second Lien Convertible Notes in your name, and complete a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.
6. **Sign and date** the Subscription Form.
7. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.
8. **Deliver the Rights Offering Payment** indicated in Item 2b to the Subscription Nominee so that it is received and processed by your Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent on or before the Rights Expiration Time.

B. Non-Eligible Offerees. To receive a Substitute Distribution as a Non-Eligible Offeree in lieu of the ability to participate in the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Senior Secured Notes provided by your Subscription Nominee in the blank space provided.
2. **Complete** the calculation in Item 1b.
3. **Complete** Item 5b certifying that you are **not** an “Accredited Investor.”
4. **Complete** the calculation in Item 5c.
5. **Sign and date** the Subscription Form.
6. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.

Questions. Questions relating to the Rights Offering Procedures, the proper completion of the Subscription Form or any of the requirements for exercising the Secured Notes Subscription Rights or otherwise participating in the Rights Offering should be directed to your Subscription Nominee or the Subscription Agent at 877-833-4150.

The Disclosure Statement sets forth important information that should be carefully read and considered by each Eligible Offeree prior to making a decision to participate in the Rights Offering, including the sections entitled “Certain Risk Factors” and “Financial Projections, Valuation and Assumptions Used” contained therein. A copy of the Disclosure Statement has been distributed to each holder and is also available at <http://www.kccllc.net/chc>.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**REVISED SENIOR SECURED NOTEHOLDER SUBSCRIPTION FORM AND
CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Class 5: Senior Secured Notes Claims

**THIS FORM SHOULD BE COMPLETED BY BENEFICIAL HOLDERS AND
DELIVERED TO YOUR SUBSCRIPTION NOMINEE**

RIGHTS EXPIRATION TIME

THE DEADLINE FOR THE EXERCISE OF SECURED NOTES
SUBSCRIPTION RIGHTS IS 5:00 P.M. (PREVAILING CENTRAL TIME).
ON FEBRUARY 2, 2017, SUBJECT TO EXTENSION
(THE "RIGHTS EXPIRATION TIME")

Please consult the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement for additional information with respect to this Subscription Form. You should review the Rights Offering Procedures, the other provisions of the Disclosure Statement, the Plan and the instructions contained herein before you elect to participate in the Rights Offering. You may wish to seek legal advice concerning the Rights Offering. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan and the Disclosure Statement.

Your receipt of this Subscription form does not signify that your Claim has been or will be allowed or that you are or are not an Eligible Offeree.

Item 1a. Reported Principal Amount of Senior Secured Notes. The reported principal amount of Senior Secured Notes is as follows:

\$ _____
 (In the space provided above, please indicate
 your reported principal amount of Senior
 Secured Notes)

Item 1b. Calculation of the Actual Value of the Principal Amount of Senior Secured Notes. The actual value of the principal amount of Senior Secured Notes based on the reported principal amount of Senior Secured Notes for which the Eligible Offeree indicated in Item 1a above is calculated as follows:

\$ _____	X	<u>0.90</u>	=	\$ _____
(Insert Reported Principal Amount of Senior Secured Notes from Item 1a above)				(Compute Actual Value of the Principal Amount of Senior Secured Notes)

Item 2. Eligible Offeree Secured Notes Subscription Rights. Pursuant to the Plan and the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, the Eligible Offeree is entitled to participate in the Rights Offering by purchasing, on a pro rata basis, its allocated portion of the New Second Lien Convertible Notes offered to holders of Allowed Senior Secured Notes at the Subscription Price. To subscribe, review and complete Items 2a and 2b below.

2a Calculation of the Maximum Principal Amount of New Second Lien Convertible Notes. The maximum principal amount of New Second Lien Convertible Notes based on the actual value of the principal amount of Senior Secured Notes for which the Eligible Offeree indicated in Item 1b above may subscribe is calculated as follows:

\$ _____	X	<u>0.398746673</u>	=	\$ _____
(Insert the Actual Value of the Principal Amount of Senior Secured Notes from Item 1b above)				(Compute Maximum Principal Amount of New Second Lien Convertible Notes, rounded down to nearest whole number, with respect to the Senior Secured Notes)

2b Rights Offering Payment. By filling in the following blanks, the Eligible Offeree is electing to purchase the amount of New Second Lien Convertible Notes specified below (specify an amount of New Second Lien Convertible Notes not greater than the total amount of New Second Lien Convertible Notes for Senior Secured Notes in Item 2a above), on the terms of and subject to the conditions set forth in the Rights Offering Procedures.

<p>\$ _____</p> <p>(Indicate amount of New Second Lien Convertible Notes the Eligible Offeree elects to purchase with respect to its Senior Secured Notes. The amount cannot be greater than the maximum amount of New Second Lien Convertible Notes set forth in Item 2a.)</p>	X	<p><u>0.692307692</u></p>	=	<p>\$ _____</p> <p>(Compute Rights Offering Payment, rounded down to nearest whole number)</p>
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Rights Offering Payment. The “*Rights Offering Payment*” is the aggregate price of the New Second Lien Convertible Notes the Eligible Offeree indicated it is electing to purchase with respect to its Senior Secured Notes, and is equal to the product of the equation in Item 2b above.

Item 3. Payment of the Rights Offering Payment

Payment for the underlying New Second Lien Convertible Notes with respect to the Rights is due on or before the Rights Expiration Date, to be made in accordance with the instructions provided by your Subscription Nominee.

Payment of the Rights Offering Payment must be delivered to the Subscription Nominee in accordance with its instructions with sufficient time for the Subscription Nominee to wire the Rights Offering Payment to the Rights Offering Escrow Account established by the Subscription Agent before the Rights Expiration Time. The wire instruction must include the Eligible Offeree’s name and the last four digits of the Eligible Offeree’s Tax Identification Number to permit the Subscription Nominee to reconcile this Subscription Form with the wire. Failure to remit payment of the Rights Offering Payment by the Rights Expiration Time will result in the forfeiture and revocation of the Eligible Offeree’s Secured Notes Subscription Rights.

Item 4. Eligible Offeree Certifications.

4a General Certification. I certify that: (i) I am an authorized signatory of the Eligible Offeree indicated below and that such Eligible Offeree has the reported principal amount of Senior Secured Notes listed in Item 1a above; (ii) I have, and such Eligible

Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Eligible Offeree understands, that the exercise of Secured Notes Subscription Rights is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

4b Eligible Offeree Investor Certification. By checking one of the boxes below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

The Eligible Offeree is:

- a. An “Accredited Investor” within the meaning of clauses (4), (5) or (6) of Rule 501(a) of Regulation D of the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- b. An “Accredited Investor” within the meanings of clauses (1), (2), (3) or (7) of Rule 501(a) of Regulation D under the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- c. A “qualified institutional buyer” within the meaning of Rule 144A under the Securities Act (a “QIB”)? (*See Annex II*) ☐ Yes

If you are an Accredited Investor and do not certify in Item 4b above that you are a QIB or Institutional Accredited Investor you must complete Item 4c below and return a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

IF THE ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” TO QUESTION A, B OR C ABOVE) THAT IT IS AN “ACCREDITED INVESTOR,” THE ELIGIBLE OFFEREE RISKS FORFEITING ITS RIGHTS TO PARTICIPATE IN THE RIGHTS OFFERING.

4c Accredited Investor Information. If you have indicated that you are an Accredited Investor within the meanings of clauses (4), (5), and (6), please complete the following information and complete and return a certification on Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

Please indicate below the information for the registration of your Convertible Notes as such notes will be registered directly in your name on the records of the agent.

Name of Accredited Investor:

Address:

Telephone Number:

Contact:

Fax Number:

E-mail Address:

Tax ID No.

Item 5. Non-Eligible Offeree Certification.

5a General Certification. I certify that: (i) I am an authorized signatory of the Non-Eligible Offeree indicated below and that such Non-Eligible Offeree has the reported principal amount of Senior Secured Notes listed in Item 1a above; (ii) I have, and such Non-Eligible Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Non-Eligible Offeree understands, that the receipt of any Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

5b Non-Eligible Offeree Certification. By checking the box below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is **not** an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

A. The Non-Eligible Offeree is **not** an “Accredited Investor”? (*See Annex I*) ☐ Yes

IF THE NON-ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” ABOVE) THAT IT IS NOT AN “ACCREDITED INVESTOR,” THE NON-ELIGIBLE OFFEREE SHALL FORFEIT ANY RIGHTS IT HAD TO PARTICIPATE IN THE SUBSTITUTE DISTRIBUTION.

5c Calculation of the Maximum Amount of Senior Secured Notes Substitute Distribution. The maximum amount of New Membership Interests based on the actual value of the principal amount of Senior Secured Notes for which the Non-Eligible Offeree may receive is calculated as follows:

\$ _____	X	<u>0.000000021</u>	=	_____ % ¹
(Insert the Actual Value of the Principal Amount of Senior Secured Notes from Item 1b above)				(Compute Maximum Amount of New Membership Interests, with respect to the Senior Secured Notes)

¹ Note that the figure calculated by multiplying the actual value of the principal amount of Senior Secured Notes by 0.000000021 already is a percentage (i.e., do not convert to a percentage).

SIGNATURE

Date: _____, 2017

Name of Eligible Offeree or Non-Eligible Offeree:

(Print or Type)

Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Person Signing: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax: _____

E-Mail: _____

PLEASE RETURN THIS SUBSCRIPTION FORM, ALONG WITH A COMPLETED
FORM W-9 OR W-8 AS APPROPRIATE TO YOUR SUBSCRIPTION NOMINEE.

DO **NOT** RETURN THIS FORM TO THE SUBSCRIPTION AGENT

Annex I

Accredited Investor Definitions

“Accredited Investor” as defined in Rule 501 of Regulation D of the Securities Act shall mean any person who comes within any of the following categories:

- (1) Any bank as defined in Section 3(a)(2) of the Securities Act of 1933 (the “Act”), or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance company as defined in Section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are Accredited Investors;
- (2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
- (5) Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase exceeds \$1,000,000;

(i) Except as provided in clause (ii) paragraph (5), for purposes of calculating net worth under this paragraph (5):

(A) The person's primary residence shall not be included as an asset;

(B) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such

indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(C) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability;

(ii) Clause (i) of this paragraph (5) will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that:

(A) Such right was held by the person on July 20, 2010;

(B) The person qualified as an Accredited Investor on the basis of net worth at the time the person acquired such right; and

(C) The person held securities of the same issuer, other than such right, on July 20, 2010.

- (6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Act; and
- (8) Any entity in which all of the equity owners are Accredited Investors.

Annex II

Qualified Institutional Buyer Definition

“Qualified Institutional Buyer” pursuant to Rule 144A promulgated under the Securities Act of 1933, as amended (the “Act”), is defined as follows:

(1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

(A) any “insurance company” as defined in Section 2(a)(13) of the Act;¹

(B) any “investment company” registered under the Investment Company Act or any “business development company” as defined in Section 2(a)(48) of the Investment Company Act;

(C) any “small business investment company” licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

(D) any “plan” established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

(E) any “employee benefit plan” within the meaning of Title I of the Employee Retirement Income Security Act of 1974;

(F) any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (D) or (E) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;

(G) any “business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 (the “Investment Advisers Act”);

(H) any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), partnership or Massachusetts or similar business trust; an

(I) any “investment adviser” registered under the Investment Advisers Act.

¹ A purchase by an insurance company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act of 1940 (the “Investment Company Act”), which are neither registered under Section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.

(i) Any “dealer” registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer; provided, that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such a dealer;

(ii) any “dealer” registered pursuant to Section 15 of the Exchange Act acting in a riskless principal transaction on behalf of a qualified institutional buyer;

Note:

A registered dealer may act as agent, on a non-discretionary basis, in a transaction with a Qualified Institutional Buyer without itself having to be a Qualified Institutional Buyer.

(iii) any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a “family of investment companies” which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that, for purposes of this rule:

(A) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(B) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company’s adviser (or depositor) is a majority-owned subsidiary of the other investment company’s adviser (or depositor);

(iv) any entity, all of the equity owners of which are Qualified Institutional Buyers, acting for its own account or the accounts of other Qualified Institutional Buyers; and

(v) any “bank” as defined in Section 3(a)(2) of the Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other Qualified Institutional Buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in

securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under Rule 144A of the Act in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

(2) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity *swaps*.

(3) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this section.

(4) In determining the aggregate amount of securities owned by an entity and invested on a discretionary *basis*, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(5) For purposes of this section, “riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a Qualified Institutional Buyer, including another dealer acting as riskless principal for a Qualified Institutional Buyer.

Exhibit H

THE REVISED OFFERING FORM DISTRIBUTED HERewith SHOULD BE USED INSTEAD OF THE OFFERING FORM PREVIOUSLY DISTRIBUTED.

NOTICE TO HOLDERS OF ALLOWED UNSECURED NOTES CLAIMS

9.25% Unsecured Notes due 2020

CUSIP No. 12545DAF5

CHC GROUP LTD. AND ITS AFFILIATED DEBTORS

January 13, 2017

This notice (the “Notice”) is made to holders of the Debtors’ 9.375% Unsecured Notes due 2021, in relation to Reorganized CHC’s Rights Offering and Substitute Distribution described in the Rights Offering Procedures set forth in Section XIII of the Revised Disclosure Statement for the Second Amended Joint Chapter 11 Plan for CHC Group Ltd. and its Affiliated Debtors, dated December 20, 2016 [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”). Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

Please note that this Notice is for the sole purpose of ensuring that you are making the correct calculations when exercising your Rights in accordance with the Rights Offering Procedures and does not change any terms of the Rights Offering or the Rights Offering Procedures or the amount of Subscription Rights or Substitute Distributions or, in each case, any holder’s pro rata share thereof. If you have already returned your Offering Form prior to the receipt of this Notice, please contact your Subscription Nominee immediately. Any questions relating to this Notice, the Rights Offering Procedures, the proper completion of the revised Offering Form or any of the requirements for exercising the Unsecured Notes Subscription Rights or otherwise participating in the Rights Offering should be directed to your Subscription Nominee or the Subscription Agent at 877-833-4150.

The Unsecured Notes were issued in the aggregate principal amount of \$300,000,000. However, as of the date of this Notice, the aggregate principal amount of Unsecured Notes outstanding is \$94,732,300, which reflects a redemption of \$105,000,000 principal amount of Unsecured Notes in November 2014, repurchases on the open market of approximately \$39,000,000 principal amount of Unsecured Notes in December 2014 and approximately \$40,600,000 principal amount of Unsecured Notes in July and August 2015, and a purchase of \$20,755,150 principal amount of Unsecured Notes in April 2015 in connection with a tender offer (collectively, the “Transactions”).

Reorganized CHC and the Debtors have been informed by The Depository Trust Company (“DTC”) that DTC’s system and the relevant DTC participant accounts do not reflect certain of the Transactions as a reduction in the principal amount outstanding of Unsecured Notes but as reductions in the value thereof. As such, the total “reported” principal amount outstanding of Unsecured Notes reflected on DTC’s system is \$145,742,000 with an “actual value” equal to \$94,732,300, which is the actual value of the principal amount outstanding of Unsecured Notes, as reflected in the Plan. Accordingly, DTC applies a factor of 0.65 to determine the actual value of the principal amount outstanding of Unsecured Notes. Eligible Offerees and Non-Eligible Offerees are entitled to participate in the Rights Offering and Substitute Distribution, respectively, based on the lower post-Transactions actual value of their principal amount outstanding of Unsecured Notes.

Given DTC’s reporting mechanics,, to ensure that Eligible Offerees and Non-Eligible Offerees are correctly calculating and reporting their Subscription Rights and Substitute Distribution elections, enclosed with this Notice is a revised subscription form (the “Offering Form”), in which former Item 1 has been bifurcated into Items 1a and 1b. The amount inserted in Item 1a (formerly Item 1) should be the reported principal amount outstanding of Unsecured Notes in DTC’s system. This will be the principal amount outstanding reported by your Subscription Nominee. Such amount should then be multiplied by a factor of 0.65 and inserted in Item 1b to provide the post-Transactions actual value of the principal amount outstanding of Unsecured Notes.¹ Such Unsecured Notes calculated in Item 1b should then be used (i) by Eligible Offerees to calculate the Maximum Amount of New Second Lien Convertible Notes in Item 2a and (ii) by Non-Eligible Offerees to calculate the Maximum Amount of Unsecured Notes Substitute Distribution in Item 5c. Conforming changes have been made to Item 2 and Item 3 of the Master Subscription Form to add columns to allow the Subscription Nominees to correctly tabulate the calculated value of the principal amounts for each beneficial holder from new Item 1b and Item 5c of the Offering Form.

¹ For example, if the principal amount reported by your Subscription Nominee is \$1,000,000, then you would fill in \$1,000,000 in Item 1a and \$650,000 in Item 1b, which would reflect the actual value of your holdings. Eligible Offerees would then calculate the maximum amount of New Second Lien Convertible Notes to which they could subscribe in Item 2a using the \$650,000 amount from Item 1b (i.e., \$650,000 x 0.304952883= \$198,219.00). Non-Eligible Offerees would likewise calculate their maximum substitute distribution by using the \$650,000 amount from Item 1b (i.e., \$650,000 x 0.000000021053= 0.01368445).

Exhibit I

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**THIS REVISED INSTRUCTION AND REVISED UNSECURED NOTEHOLDER
SUBSCRIPTION FORM AND CERTIFICATION REPLACE THOSE INITIALLY
MAILED AND ARE BEING DISTRIBUTED WITH THE NOTICE TO HOLDERS OF
ALLOWED UNSECURED NOTES CLAIMS**

**REVISED INSTRUCTIONS TO UNSECURED NOTEHOLDER SUBSCRIPTION FORM
AND CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Offer Available to Holders of Allowed Unsecured Notes Claims

THE EXPIRATION DATE FOR THE EXERCISE OF UNSECURED NOTES
SUBSCRIPTION RIGHTS IS

5:00 P.M. (PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017,
SUBJECT TO EXTENSION (THE “RIGHTS EXPIRATION TIME”)

To Holders of Allowed Unsecured Notes Claims:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), filed the *Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors*, [Docket No. 1371] (as amended from time to time, the “Plan”) and on December 20, 2016, the *Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors* [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which each holder of Allowed Unsecured Notes Claims (“Unsecured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (the “Eligible Offeree”), received rights (Unsecured Notes Subscription

Rights)¹ to purchase its pro rata share of \$28,888,889 in face amount of New Second Lien Convertible Notes for its pro rata share of \$20.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the attached Subscription Form because you are a beneficial holder of the Debtors’ 9.375% Unsecured Notes due 2021 issued pursuant to the Unsecured Notes Indenture (the “Unsecured Notes”). Please utilize the attached Subscription Form to execute your election.

TO ELECT TO PARTICIPATE IN THE RIGHTS OFFERING YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION ALONG WITH APPLICABLE TAX FORMS TO YOUR SUBSCRIPTION NOMINEE² WITH SUFFICIENT TIME FOR YOUR INSTRUCTIONS TO BE PROCESSED AND DELIVERED BY YOUR SUBSCRIPTION NOMINEE TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. YOU MUST ALSO DELIVER PAYMENTS IN CONNECTION WITH YOUR EXERCISE OF THE UNSECURED NOTES SUBSCRIPTION RIGHTS TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME FOR YOUR SUBSCRIPTION NOMINEE TO WIRE SUCH FUNDS TO THE RIGHTS OFFERING ESCROW ACCOUNT ESTABLISHED BY THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME. IF YOU FAIL TO COMPLY WITH THESE PROCEDURES, THE EXERCISE MAY BE VOID AND YOUR UNSECURED NOTES SUBSCRIPTION RIGHTS WILL BE CANCELLED.

PLEASE CONTACT YOUR SUBSCRIPTION NOMINEE FOR FURTHER INSTRUCTIONS AS TO SUBMITTING THIS SUBSCRIPTION FORM AND SUBMITTING THE PAYMENT OF THE SUBSCRIPTION PRICE.

The payments made by you to your Subscription Nominee in connection with your exercise of Unsecured Notes Subscription Rights will be held and maintained by the Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent. Neither the Subscription Nominee nor the Subscription Agent will not use such funds for any other purpose prior to the Effective Date and shall not encumber or permit such funds to be encumbered with any lien or similar encumbrance. Interest will not be paid on any such funds.

A holder that is not an “accredited investor”, as demonstrated to the reasonable satisfaction of the Debtors, that satisfies the conditions set forth in the Rights Offering Procedures (an “Unsecured Non-Eligible Offeree”) shall receive, in lieu of the opportunity to

¹ The New Second Lien Convertible Notes issuable upon exercise of the Unsecured Notes Subscription Rights will be convertible into 5.32% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

² Your “Subscription Nominee” is an applicable broker, dealer, commercial bank, trust company, financial institution or other agent or nominee in whose name your Unsecured Notes are registered or held of record.

participate in the Rights Offering, a substitute distribution consisting of up to 0.1% of the New Membership Interests (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), in the aggregate (the “Substitute Distribution”). Each Unsecured Non-Eligible Offeree that satisfies the conditions in the Rights Offering Procedures shall receive a Substitute Distribution in an amount equal to 0.02105% of the 0.1% in New Membership Interests available to such Unsecured Non-Eligible Offerees (on a fully-diluted basis on account of the New Second Lien Convertible Notes, as converted, but prior to dilution on account of the Management Incentive Plan), for each \$1,000 in amount of its Allowed Unsecured Notes Claim, subject to the limitations described herein and in the Rights Offering Procedures. If the New Membership Interests that the Unsecured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution would exceed 0.1% of the New Membership Interests on a fully-diluted basis as aforesaid, the Substitute Distribution that each such Unsecured Non-Eligible Offeree receives will be reduced in proportion to the excess. If the New Membership Interests that all Unsecured Non-Eligible Offerees are actually entitled to receive as a Substitute Distribution is less than 0.1% of the New Membership Interests on a fully-diluted basis as aforesaid, New Membership Interests in the amount of the difference will be distributed to the holders of Allowed Unsecured Notes Claims, pro rata. The Debtors or Reorganized Debtors, as applicable, may require additional information to verify that you are not an Accredited Investor.

TO BE ELIGIBLE TO RECEIVE THE SUBSTITUTE DISTRIBUTION, YOU MUST FURNISH THIS SUBSCRIPTION FORM AND CERTIFICATION TO YOUR SUBSCRIPTION NOMINEE WITH SUFFICIENT TIME TO BE PROCESSED AND DELIVERED TO THE SUBSCRIPTION AGENT BEFORE THE RIGHTS EXPIRATION TIME.

* * * * *

A Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors’ Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Eligible Offeree regarding any defect or irregularity in connection with any purported exercise of Unsecured Notes Subscription Rights by such Eligible Offeree. The Debtors may, but are under no obligation to, permit such defect or irregularity in any Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

Instructions.

A. Eligible Offerees: To purchase the New Second Lien Convertible Notes pursuant to the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Unsecured Notes provided by your Subscription Nominee in the blank space provided.

2. **Complete** the calculation in Item 1b.
3. **Complete** the calculation in Item 2a.
4. **Complete** Item 2b indicating the amount of New Second Lien Convertible Notes that you wish to purchase based on the actual value of the principal amount of your Unsecured Notes indicated in Item 1b.
5. **Complete** Item 4 certifying your status as an “Accredited Investor.” If you are an Accredited Investor but not an Institutional Accredited Investor or a QIB, complete the information requested in Item 4c, which will be used to register the New Second Lien Convertible Notes in your name, and complete a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.
6. **Sign and date** the Subscription Form.
7. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.
8. **Deliver the Rights Offering Payment** indicated in Item 2b to the Subscription Nominee so that it is received and processed by your Subscription Nominee, who will wire such funds to the Rights Offering Escrow Account established by the Subscription Agent on or before the Rights Expiration Time.

B. Non-Eligible Offerees. To receive a Substitute Distribution as a Non-Eligible Offeree in lieu of the ability to participate in the Rights Offering:

1. **Complete** Item 1a by filling in the reported principal amount of Unsecured Notes provided by your Subscription Nominee in the blank space provided.
2. **Complete** the calculation in Item 1b.
3. **Complete** Item 5b certifying that you are **not** an “Accredited Investor.”
4. **Complete** the calculation in Item 5c.
5. **Sign and date** the Subscription Form.
6. **Return the Subscription Form** to your Subscription Nominee in sufficient time for your instructions to be processed and delivered by your Subscription Nominee to the Subscription Agent on or before the Rights Expiration Time.

Questions. Questions relating to the Rights Offering Procedures, the proper completion of the Subscription Form or any of the requirements for exercising the Unsecured Notes Subscription Rights or otherwise participating in the Rights Offering should be directed to your Subscription Nominee or the Subscription Agent at 877-833-4150.

The Disclosure Statement sets forth important information that should be carefully read and considered by each Eligible Offeree prior to making a decision to participate in the Rights Offering, including the sections entitled “Certain Risk Factors” and “Financial Projections, Valuation and Assumptions Used” contained therein. A copy of the Disclosure Statement has been distributed to each holder and is also available at <http://www.kccllc.net/chc>.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**REVISED UNSECURED NOTEHOLDER SUBSCRIPTION FORM AND
CERTIFICATION FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

Class 6: Unsecured Notes Claims

**THIS FORM SHOULD BE COMPLETED BY BENEFICIAL HOLDERS AND
DELIVERED TO YOUR SUBSCRIPTION NOMINEE**

RIGHTS EXPIRATION TIME

THE DEADLINE FOR THE EXERCISE OF UNSECURED NOTES
SUBSCRIPTION RIGHTS IS 5:00 P.M. (PREVAILING CENTRAL TIME).
ON FEBRUARY 2, 2017, SUBJECT TO EXTENSION
(THE "RIGHTS EXPIRATION TIME")

Please consult the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement for additional information with respect to this Subscription Form. You should review the Rights Offering Procedures, the other provisions of the Disclosure Statement, the Plan and the instructions contained herein before you elect to participate in the Rights Offering. You may wish to seek legal advice concerning the Rights Offering. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan and the Disclosure Statement.

Your receipt of this Subscription form does not signify that your Claim has been or will be allowed or that you are or are not an Eligible Offeree.

Item 1a. Reported Principal Amount of Unsecured Notes. The reported principal amount of Unsecured Notes is as follows:

\$ _____
(In the space provided above, please indicate
your reported principal amount of Unsecured
Notes)

Item 1b. Calculation of the Actual Value of the Principal Amount of Unsecured Notes. The actual value of the principal amount of Unsecured Notes based on the reported principal amount of Unsecured Notes for which the Eligible Offeree indicated in Item 1a above is calculated as follows:

\$ _____	X	<u>0.65</u>	=	\$ _____
(Insert Reported Principal Amount of Unsecured Notes from Item 1a above)				(Compute Actual Value of the Principal Amount of Unsecured Notes)

Item 2. Eligible Offeree Unsecured Notes Subscription Rights. Pursuant to the Plan and the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, the Eligible Offeree is entitled to participate in the Rights Offering by purchasing, on a pro rata basis, its allocated portion of the New Second Lien Convertible Notes offered to holders of Allowed Unsecured Notes at the Subscription Price. To subscribe, review and complete Items 2a and 2b below.

2a Calculation of the Maximum Principal Amount of New Second Lien Convertible Notes. The maximum principal amount of New Second Lien Convertible Notes based on the actual value of the principal amount of Unsecured Notes for which the Eligible Offeree indicated in Item 1b above may subscribe is calculated as follows:

\$ _____	X	<u>0.304952883</u>	=	\$ _____
(Insert the Actual Value of the Principal Amount of Unsecured Notes from Item 1b above)				(Compute Maximum Principal Amount of New Second Lien Convertible Notes, rounded down to nearest whole number, with respect to the Unsecured Notes)

2b Rights Offering Payment. By filling in the following blanks, the Eligible Offeree is electing to purchase the amount of New Second Lien Convertible Notes specified below (specify an amount of New Second Lien Convertible Notes not greater than the total amount of New Second Lien Convertible Notes for Unsecured Notes in Item 2a above), on the terms of and subject to the conditions set forth in the Rights Offering Procedures.

<p>\$ _____</p> <p>(Indicate amount of New Second Lien Convertible Notes the Eligible Offeree elects to purchase with respect to its Unsecured Notes. The amount cannot be greater than the maximum amount of New Second Lien Convertible Notes set forth in Item 2a.)</p>	X	<p><u>0.692307714</u></p>	=	<p>\$ _____</p> <p>(Compute Rights Offering Payment, rounded down to nearest whole number)</p>
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Rights Offering Payment. The “*Rights Offering Payment*” is the aggregate price of the New Second Lien Convertible Notes the Eligible Offeree indicated it is electing to purchase with respect to its Unsecured Notes, and is equal to the product of the equation in Item 2b above.

Item 3. Payment of the Rights Offering Payment

Payment for the underlying New Second Lien Convertible Notes with respect to the Rights is due on or before the Rights Expiration Date, to be made in accordance with the instructions provided by your Subscription Nominee.

Payment of the Rights Offering Payment must be delivered to the Subscription Nominee in accordance with its instructions with sufficient time for the Subscription Nominee to wire the Rights Offering Payment to the Rights Offering Escrow Account established by the Subscription Agent before the Rights Expiration Time. The wire instruction must include the Eligible Offeree’s name and the last four digits of the Eligible Offeree’s Tax Identification Number to permit the Subscription Nominee to reconcile this Subscription Form with the wire. Failure to remit payment of the Rights Offering Payment by the Rights Expiration Time will result in the forfeiture and revocation of the Eligible Offeree’s Unsecured Notes Subscription Rights.

Item 4. Eligible Offeree Certifications.

4a General Certification. I certify that: (i) I am an authorized signatory of the Eligible Offeree indicated below and that such Eligible Offeree has the reported principal amount of Unsecured Notes listed in Item 1a above; (ii) I have, and such Eligible

Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Eligible Offeree understands, that the exercise of Unsecured Notes Subscription Rights is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

4b Eligible Offeree Investor Certification. By checking one of the boxes below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

The Eligible Offeree is:

- a. An “Accredited Investor” within the meaning of clauses (4), (5) or (6) of Rule 501(a) of Regulation D of the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- b. An “Accredited Investor” within the meanings of clauses (1), (2), (3) or (7) of Rule 501(a) of Regulation D under the Securities Act? (*See Annex I*) ☐ Yes

If “Yes,” please indicate the applicable category of the definition_____

- c. A “qualified institutional buyer” within the meaning of Rule 144A under the Securities Act (a “QIB”)? (*See Annex II*) ☐ Yes

If you are an Accredited Investor and do not certify in Item 4b above that you are a QIB or Institutional Accredited Investor you must complete Item 4c below and return a Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

IF THE ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” TO QUESTION A, B OR C ABOVE) THAT IT IS AN “ACCREDITED INVESTOR,” THE ELIGIBLE OFFEREE RISKS FORFEITING ITS RIGHTS TO PARTICIPATE IN THE RIGHTS OFFERING.

4c Accredited Investor Information. If you have indicated that you are an Accredited Investor within the meanings of clauses (4), (5), and (6), please complete the following information and complete and return a certification on Form W-9 (a copy of which is included with the Subscription Form and is also available at <http://www.irs.gov/>) or, in the case of a non-U.S. person, an appropriate Form W-8 regarding your tax status.

Please indicate below the information for the registration of your Convertible Notes as such notes will be registered directly in your name on the records of the agent.

Name of Accredited Investor:

Address:

Telephone Number:

Contact:

Fax Number:

E-mail Address:

Tax ID No.

Item 5. Non-Eligible Offeree Certification.

5a General Certification. I certify that: (i) I am an authorized signatory of the Non-Eligible Offeree indicated below and that such Non-Eligible Offeree has the reported principal amount of Unsecured Notes listed in Item 1a above; (ii) I have, and such Non-Eligible Offeree has, received a copy of the Plan and the Disclosure Statement; and (iii) I understand, and such Non-Eligible Offeree understands, that the receipt of any Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

5b Non-Eligible Offeree Certification. By checking the box below, the Eligible Offeree certifies and represents, for the benefit of the Debtors, that it is **not** an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as follows.

A. The Non-Eligible Offeree is **not** an “Accredited Investor”? (*See Annex I*) ☐ Yes

IF THE NON-ELIGIBLE OFFEREE FAILS TO CERTIFY (BY CHECKING “YES” ABOVE) THAT IT IS NOT AN “ACCREDITED INVESTOR,” THE NON-ELIGIBLE OFFEREE SHALL FORFEIT ANY RIGHTS IT HAD TO PARTICIPATE IN THE SUBSTITUTE DISTRIBUTION.

5c Calculation of the Maximum Amount of Unsecured Notes Substitute Distribution. The maximum amount of New Membership Interests based on the actual value of the principal amount of Unsecured Notes for which the Non-Eligible Offeree may receive is calculated as follows:

\$ _____	X	<u>0.000000021053</u>	=	_____ % ¹
(Insert the Actual Value of the Principal Amount of Unsecured Notes from Item 1 above)				(Compute Maximum Amount of New Membership Interests, with respect to the Unsecured Notes)

¹ Note that the figure calculated by multiplying the actual value of the principal amount of Unsecured Note Claims by 0.000000021053 already is a percentage (i.e., do not convert to a percentage).

SIGNATURE

Date: _____, 2017

Name of Eligible Offeree or Non-Eligible Offeree:

(Print or Type)

Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Name of Person Signing: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax: _____

E-Mail: _____

PLEASE RETURN THIS SUBSCRIPTION FORM, ALONG WITH A COMPLETED
FORM W-9 OR W-8 AS APPROPRIATE TO YOUR SUBSCRIPTION NOMINEE.

DO **NOT** RETURN THIS FORM TO THE SUBSCRIPTION AGENT

Annex I

Accredited Investor Definitions

“Accredited Investor” as defined in Rule 501 of Regulation D of the Securities Act shall mean any person who comes within any of the following categories:

- (1) Any bank as defined in Section 3(a)(2) of the Securities Act of 1933 (the “Act”), or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance company as defined in Section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are Accredited Investors;
- (2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
- (5) Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase exceeds \$1,000,000;

(i) Except as provided in clause (ii) paragraph (5), for purposes of calculating net worth under this paragraph (5):

(A) The person's primary residence shall not be included as an asset;

(B) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such

indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(C) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability;

(ii) Clause (i) of this paragraph (5) will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that:

(A) Such right was held by the person on July 20, 2010;

(B) The person qualified as an Accredited Investor on the basis of net worth at the time the person acquired such right; and

(C) The person held securities of the same issuer, other than such right, on July 20, 2010.

- (6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Act; and
- (8) Any entity in which all of the equity owners are Accredited Investors.

Annex II

Qualified Institutional Buyer Definition

“Qualified Institutional Buyer” pursuant to Rule 144A promulgated under the Securities Act of 1933, as amended (the “Act”), is defined as follows:

(1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

(A) any “insurance company” as defined in Section 2(a)(13) of the Act;¹

(B) any “investment company” registered under the Investment Company Act or any “business development company” as defined in Section 2(a)(48) of the Investment Company Act;

(C) any “small business investment company” licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

(D) any “plan” established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

(E) any “employee benefit plan” within the meaning of Title I of the Employee Retirement Income Security Act of 1974;

(F) any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (D) or (E) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;

(G) any “business development company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 (the “Investment Advisers Act”);

(H) any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), partnership or Massachusetts or similar business trust; an

(I) any “investment adviser” registered under the Investment Advisers Act.

¹ A purchase by an insurance company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act of 1940 (the “Investment Company Act”), which are neither registered under Section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.

(i) Any “dealer” registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer; provided, that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such a dealer;

(ii) any “dealer” registered pursuant to Section 15 of the Exchange Act acting in a riskless principal transaction on behalf of a qualified institutional buyer;

Note:

A registered dealer may act as agent, on a non-discretionary basis, in a transaction with a Qualified Institutional Buyer without itself having to be a Qualified Institutional Buyer.

(iii) any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a “family of investment companies” which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that, for purposes of this rule:

(A) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(B) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company’s adviser (or depositor) is a majority-owned subsidiary of the other investment company’s adviser (or depositor);

(iv) any entity, all of the equity owners of which are Qualified Institutional Buyers, acting for its own account or the accounts of other Qualified Institutional Buyers; and

(v) any “bank” as defined in Section 3(a)(2) of the Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other Qualified Institutional Buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in

securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under Rule 144A of the Act in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

(2) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity *swaps*.

(3) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this section.

(4) In determining the aggregate amount of securities owned by an entity and invested on a discretionary *basis*, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(5) For purposes of this section, “riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a Qualified Institutional Buyer, including another dealer acting as riskless principal for a Qualified Institutional Buyer.

Exhibit J

Form W-9
(Rev. December 2014)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

**Give Form to the
requester. Do not
send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number									
				-			-		
or									
Employer identification number									
				-					

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

**Sign
Here**

Signature of
U.S. person ▶

Date ▶

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note. ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

Limited Liability Company (LLC): If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note. You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting IRS.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code* earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹ The actual owner ¹
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor ⁴
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity ⁴
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

*Note. Grantor also must provide a Form W-9 to trustee of trust.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.ftc.gov/idtheft or 1-877-IDTHEFT (1-877-438-4338).

Visit IRS.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

Exhibit K

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

----- X
In re: : Chapter 11
CHC GROUP LTD. *et al.*, : Case No. 16-31854 (BJH)
: :
Debtors. : (Jointly Administered)
: :
----- X

**THIS REVISED MASTER SUBSCRIPTION FORM AND REVISED INSTRUCTION
REPLACE THOSE INITIALLY MAILED AND ARE BEING DISTRIBUTED WITH
THE NOTICE TO HOLDERS OF ALLOWED SENIOR SECURED NOTES CLAIMS**

**REVISED MASTER SUBSCRIPTION FORM FOR SENIOR SECURED NOTES
SUBSCRIPTION RIGHTS FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

CLASS 5: SENIOR SECURED NOTES CLAIMS

RIGHTS EXPIRATION TIME

THE MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE
SUBSCRIPTION AGENT BY THE DEADLINE OF 5:00 P.M.
(PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017, SUBJECT TO
EXTENSION (THE “RIGHTS EXPIRATION TIME”) OR THE
ELECTIONS REPRESENTED BY YOUR MASTER SUBSCRIPTION
FORM WILL NOT BE COUNTED.

Please consult the Rights Offering Procedures set forth in Section XIII of the
Disclosure Statement for additional information with respect to this Master
Subscription Form. Capitalized terms used but not otherwise defined herein
shall have the meaning ascribed to such terms in the Disclosure Statement.

To Banks, Brokers and other Subscription Nominees:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), filed the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors, [Docket No. 1371] (as amended from time to time, the “Plan”) and on December 20, 2016, the Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”) in the United States Bankruptcy Court for the Northern District of

Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which, each holder of Allowed Senior Secured Notes Claims (“Senior Secured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (an “Eligible Offeree”), received rights (“Secured Notes Subscription Rights”)¹ to purchase its pro rata share of \$404,444,444 in face amount of New Second Lien Convertible Notes for its pro rata share of \$280.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the Master Subscription Form because you are a broker, dealer, commercial bank, trust company, financial institution or other agent or nominee (each of the foregoing, a “Subscription Nominee”) of the holders of Senior Secured Notes. Please utilize the attached Master Subscription Form to exercise the Secured Notes Subscription Rights of the Eligible Offerees for which you act as Subscription Nominee. You are required to deliver a Subscription Form to each Eligible Offeree that is a holder of an Allowed Senior Secured Notes Claim for which you act as Subscription Nominee, and to take any action required to enable such Eligible Offerees for which you act as Subscription Nominee, to timely elect to participate in the Rights Offering. To enable such Eligible Offerees to participate in the Rights Offering, they must complete and deliver to you a Subscription Form; and you must complete this Master Subscription Form, attach a copy of the Subscription Form executed by each Eligible Offeree listed under Item 2 below, and deliver this Master Subscription Form, together with remittance of full payment for the Rights exercised by such Eligible Offerees, to the Subscription Agent on or before the Rights Expiration Time.

This Master Subscription Form should also be used to enable the Non-Eligible Offerees for which you act as Subscription Nominee to receive the Substitute Distribution to which they are entitled under the Plan. In order for such Non-Eligible Offerees to receive the Substitute Distribution, they must complete and deliver to you a Subscription Form. You must then complete Item 3 of this Master Subscription Form, attach a copy of the Subscription Form executed by each Non-Eligible Offeree listed under Item 3, and deliver the completed Master Subscription Form to the Subscription Agent on or before the Rights Expiration Time.

Before you transmit this Master Subscription Form, please carefully review the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting the Debtors’ subscription agent (the “Subscription Agent”), Kurtzman Carson Consultants, at (917) 281-4800 or by visiting www.kccllc.net/chc. **THIS MASTER SUBSCRIPTION FORM RELATES ONLY TO YOUR CUSTOMERS’ RIGHT TO ELECTIONS ON ACCOUNT OF THE SENIOR SECURED NOTES YOU HOLD FOR THEIR ACCOUNTS.**

¹ The New Second Lien Convertible Notes issuable upon exercise of the Secured Notes Subscription Rights will be convertible into 74.41% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

A Master Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors' Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Subscription Nominee regarding any defect or irregularity in connection with any purported exercise of Secured Notes Subscription Rights for which the Subscription Nominee is acting. In consultation with the Committee and the Requisite Plan Sponsors, the Debtors may, but are under no obligation to, permit such defect or irregularity in any Master Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF THE DEBTORS OR THE SUBSCRIPTION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, DATE AND DELIVER THIS MASTER SUBSCRIPTION FORM, ALONG WITH PHOTOCOPIES OF ALL COMPLETED BENEFICIAL HOLDER SUBSCRIPTION FORMS TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME OF 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017. PLEASE DO NOT FAX THIS MASTER SUBSCRIPTION FORM.

DELIVERY OF THIS MASTER SUBSCRIPTION FORM OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. IF THIS MASTER SUBSCRIPTION FORM IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE RIGHTS EXPIRATION TIME, THE ELECTIONS TRANSMITTED BY THIS MASTER SUBSCRIPTION FORM WILL NOT BE COUNTED.

You should review the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, the Disclosure Statement, the Plan and the instructions contained herein before you submit this form. You or the beneficial owners of the Senior Secured Notes Claims for whom you are the Subscription Nominee may wish to seek legal advice concerning the Rights Offering.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Disclosure Statement.

For additional information about the Rights Offering, please see the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, which has been distributed to the Eligible Offerees.

IF YOU HAVE ANY QUESTIONS REGARDING SUBMISSION OF THIS MASTER SUBSCRIPTION FORM, PLEASE CONTACT THE SUBSCRIPTION AGENT.

Item 1. Certification of Authority to Elect. The undersigned certifies that as of the Rights Offering Record Date, the undersigned (please check box):

☐ Is a bank, broker, or other Subscription Nominee for the Eligible Offerees of the aggregate amount of the Senior Secured Notes listed in Item 2 below, and is the registered or record holder of the Senior Secured Notes.

Item 2. Eligible Offerees – Participation in Rights Offering:

Eligible Offerees are eligible to elect to participate in the Rights Offering if (i) the undersigned as Subscription Nominee for each Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Eligible Offeree (a copy of each form should accompany this Master Subscription Form) AND (ii) the undersigned, as Subscription Nominee for the Eligible Offeree, as indicated in the table below, agrees to pay to the Rights Offering Escrow Account, by wire transfer of immediately available funds, the Purchase Price, so that payment of the Purchase Price is actually deposited into the Rights Offering Escrow Account on or before the Rights Expiration Time pursuant to the instructions set forth in the Rights Offering Procedures.

Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offerees, provided that the undersigned cures the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

The undersigned certifies that the following beneficial owners of the Senior Secured Notes are Beneficial Owners, as of the Rights Offering Record Date, have certified that they are Accredited Investors, Institutional Accredited Investors or QIBs and make the following elections with regard to the Rights Offering, as indicated:

Customer Name or Account Number for Each Beneficial Owner¹	Investor Status (Indicate Accredited Investor, Institutional Accredited Investor or QIB)	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Second Lien Convertible Notes	Amount of New Second Lien Convertible Notes the Beneficial Owner Subscribed For	Total Purchase Price
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
TOTALS						

IF YOU ARE ACTING AS A SUBSCRIPTION NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF SENIOR SECURED NOTES, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

¹ To identify Beneficial Owners that are Institutional Accredited Investors or QIBs without disclosing their names, insert the customer account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Senior Secured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual Value of the Principal Amounts of Senior Secured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.90 set forth in Item 1b).

Item 3. Non-Eligible Offerees. Non-Eligible Offerees are eligible to receive a portion of a Substitute Distribution of New Membership Interests in Reorganized CHC if the undersigned as Subscription Nominee for each Non-Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Non-Eligible Offeree (a copy of each form should accompany this Master Subscription Form) certifying that it is not an Accredited Investor. It is a condition to the eligibility of such Non-Eligible Offerees to receive the Substitute Distribution that this Master Subscription Form is received by the Subscription Agent before the Rights Expiration Time.

The undersigned certifies that as of the Rights Offering Record Date, the following beneficial owners of the Senior Secured Notes, as identified by their respective customer account numbers, had the following DTC-reported principal amounts of Senior Secured Notes and have certified that they are not Accredited Investors. The actual values of such principal amounts of Senior Secured Notes are also set forth below.

Customer Name or Account Number for Each Beneficial Owner¹	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of the Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Membership Interests
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
TOTALS			

¹ To identify Beneficial Owners that are institutional Accredited Investors or QIBs without disclosing their names, insert the customer number, account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Senior Secured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual value of the Principal Amounts of Senior Secured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.90 set forth in Item 1b).

Item 4: Certification. By signing this Master Subscription Form, the undersigned certifies that (i) each beneficial owner of Senior Secured Notes listed in Items 2 and 3 above has been provided with the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan, and (ii) it understands that the right of the Beneficial Owners for whom the undersigned acts as Subscription Nominee to participate in the Rights Offering or to receive the Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

Name of Broker, Bank or other Subscription Nominee:

(Print or Type)

Participant Number:

Name of Proxy Holder or Agent for Broker,
Bank or Other Subscription Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Facsimile Number: _____

Email Address: _____

Street Address: _____

City, State, Zip Code: _____

Telephone: (____) _____

Date Completed: _____

THIS MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE SUBSCRIPTION AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017, OR THE EXERCISE OF RIGHTS TRANSMITTED HEREBY WILL BE VOID.

**KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104
TEL: (917) 281-4800**

NOTE ABOUT PAYMENT

Payment for the underlying New Second Lien Convertible Notes will be due by wire transfer prior to the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both a duly-completed Subscription Form and payment of the Purchase Price before the Rights Expiration Time on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering.

Wire Delivery Instructions:

Account Name :	Computershare Inc. AAF for KCC Client Funding-CHC Group, Ltd.
Bank Account No.:	4426855330
ABA/Routing No.:	026009593
Bank Name:	Bank of America
Bank Address:	New York, NY
Reference:	Subscription Nominee DTC Participant #

**REVISED INSTRUCTIONS FOR COMPLETING THE MASTER SUBSCRIPTION
FORM**

The Rights Expiration Time for the Exercise of Secured Notes Subscription Rights is 5:00 p.m., (prevailing Central Time), on February 2, 2017. In order for Eligible Offerees for which you act as Subscription Agent to participate in the Rights Offering, you must complete, sign, and return this Master Subscription Form so that it is received by the Subscription Agent at the following address no later than the Rights Expiration Time:

**CHC GROUP LTD.
c/o KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104**

To effect a subscription on behalf of the Beneficial Owners for whom you are a Subscription Nominee, you must take the following steps:

- a. Complete the certification in Item 1;
- b. For Eligible Offerees, in Item 2 of this Master Subscription Form, indicate their DTC-reported principal amounts of Senior Secured Notes and the actual value of the principal amount of such Senior Secured Notes to participate in the Rights Offering, as transmitted to you by the beneficial owners of the Senior Secured Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number).¹ Please indicate whether each such beneficial owner is an Accredited Investor, Institutional Accredited Investor or QIB; and include information on the DTC-reported principal amount, the actual value of the principal amount of Senior Secured Notes held as of the rights Offering Record Date, the maximum amount of the New Second Lien Convertible Notes for which the beneficial owner is eligible to subscribe, the amount of New Second Lien Convertible Notes the beneficial owner elects to purchase, and the Purchase Price for the subscription. A copy of the Subscription Form of each such beneficial owner must accompany this Master Subscription Form.
- c. For Non-Eligible Offerees, in Item 3 of this Master Subscription Form, indicate their DTC-reported principal amount of Senior Secured Notes and the actual value of the principal amount of Senior Secured Notes to

¹ If you identify a beneficial owner without disclosing its name, the name of the beneficial owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

participate in the Senior Secured Notes Substitute Distribution. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). Please include information on the DTC-reported principal amount, the actual value of the principal amount of Senior Secured Notes and the maximum amount of the New Membership Interests for which the account is eligible to participate.

- d. Review the certification in Item 4 of the Master Subscription Form;
- e. In Item 4, sign and date the Master Subscription Form, and provide the remaining information requested;
- f. If additional space is required to respond to Item 2 on the Master Subscription Form, please use additional sheets of paper containing the requested information;
- g. Contact the Subscription Agent to arrange for delivery of the completed Master Subscription Form to its offices;
- h. Deliver the completed, executed Master Subscription Form, along with photocopies of all completed beneficial holder Subscription Forms, so as to be *received* by the Subscription Agent before the Rights Expiration Time; and
- i. Deliver to the Subscription Agent payment for deposit to the Rights Offering Escrow Account of the total Purchase Price by wire transfer before the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both this duly completed Master Subscription Form and payment of the Purchase Price before the Rights Expiration Time from or on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering. Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offeree, provided that you cure the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

PLEASE NOTE:

No Subscription Form or Master Subscription Form shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting elections to participate in the Rights Offering. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Subscription Forms and other enclosed materials to the beneficial owners of the Senior Secured Notes held by you as a nominee or in a fiduciary capacity.

Please see the Rights Offering Procedures which are set forth in Section XIII of the Disclosure Statement for additional information about the Rights Offering.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER SUBSCRIPTION FORM OR THE RIGHTS OFFERING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER SUBSCRIPTION FORM, SUBSCRIPTION FORMS, THE DISCLOSURE STATEMENT, THE PLAN OR OTHER RELATED MATERIALS, PLEASE CALL THE SUBSCRIPTION AGENT, KURTZMAN CARSON CONSULTANTS AT (917) 281-4800.

Exhibit L

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**THIS REVISED MASTER SUBSCRIPTION FORM AND REVISED INSTRUCTION
REPLACE THOSE INITIALLY MAILED AND ARE BEING DISTRIBUTED WITH
THE NOTICE TO HOLDERS OF ALLOWED SENIOR SECURED NOTES CLAIMS**

**REVISED MASTER SUBSCRIPTION FORM FOR SENIOR SECURED NOTES
SUBSCRIPTION RIGHTS FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

CLASS 5: SENIOR SECURED NOTES CLAIMS

RIGHTS EXPIRATION TIME

THE MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE
SUBSCRIPTION AGENT BY THE DEADLINE OF 5:00 P.M.
(PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017, SUBJECT TO
EXTENSION (THE “RIGHTS EXPIRATION TIME”) OR THE
ELECTIONS REPRESENTED BY YOUR MASTER SUBSCRIPTION
FORM WILL NOT BE COUNTED.

Please consult the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement for additional information with respect to this Master Subscription Form. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

To Banks, Brokers and other Subscription Nominees:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), filed the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors, [Docket No. 1371] (as amended from time to time, the “Plan”) and on December 20, 2016, the Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors [Docket No. 1379] (as amended from time to time, the “Disclosure Statement”) in the United States Bankruptcy Court for the Northern District of

Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which, each holder of Allowed Senior Secured Notes Claims (“Senior Secured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (an “Eligible Offeree”), received rights (“Secured Notes Subscription Rights”)¹ to purchase its pro rata share of \$404,444,444 in face amount of New Second Lien Convertible Notes for its pro rata share of \$280.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the Master Subscription Form because you are a broker, dealer, commercial bank, trust company, financial institution or other agent or nominee (each of the foregoing, a “Subscription Nominee”) of the holders of Senior Secured Notes. Please utilize the attached Master Subscription Form to exercise the Secured Notes Subscription Rights of the Eligible Offerees for which you act as Subscription Nominee. You are required to deliver a Subscription Form to each Eligible Offeree that is a holder of an Allowed Senior Secured Notes Claim for which you act as Subscription Nominee, and to take any action required to enable such Eligible Offerees for which you act as Subscription Nominee, to timely elect to participate in the Rights Offering. To enable such Eligible Offerees to participate in the Rights Offering, they must complete and deliver to you a Subscription Form; and you must complete this Master Subscription Form, attach a copy of the Subscription Form executed by each Eligible Offeree listed under Item 2 below, and deliver this Master Subscription Form, together with remittance of full payment for the Rights exercised by such Eligible Offerees, to the Subscription Agent on or before the Rights Expiration Time.

This Master Subscription Form should also be used to enable the Non-Eligible Offerees for which you act as Subscription Nominee to receive the Substitute Distribution to which they are entitled under the Plan. In order for such Non-Eligible Offerees to receive the Substitute Distribution, they must complete and deliver to you a Subscription Form. You must then complete Item 3 of this Master Subscription Form, attach a copy of the Subscription Form executed by each Non-Eligible Offeree listed under Item 3, and deliver the completed Master Subscription Form to the Subscription Agent on or before the Rights Expiration Time.

Before you transmit this Master Subscription Form, please carefully review the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting the Debtors’ subscription agent (the “Subscription Agent”), Kurtzman Carson Consultants, at (917) 281-4800 or by visiting www.kccllc.net/chc. **THIS MASTER SUBSCRIPTION FORM RELATES ONLY TO YOUR CUSTOMERS’ RIGHT TO ELECTIONS ON ACCOUNT OF THE SENIOR SECURED NOTES YOU HOLD FOR THEIR ACCOUNTS.**

¹ The New Second Lien Convertible Notes issuable upon exercise of the Secured Notes Subscription Rights will be convertible into 74.41% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

A Master Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors' Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Subscription Nominee regarding any defect or irregularity in connection with any purported exercise of Secured Notes Subscription Rights for which the Subscription Nominee is acting. In consultation with the Committee and the Requisite Plan Sponsors, the Debtors may, but are under no obligation to, permit such defect or irregularity in any Master Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF THE DEBTORS OR THE SUBSCRIPTION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, DATE AND DELIVER THIS MASTER SUBSCRIPTION FORM, ALONG WITH PHOTOCOPIES OF ALL COMPLETED BENEFICIAL HOLDER SUBSCRIPTION FORMS TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME OF 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017. PLEASE DO NOT FAX THIS MASTER SUBSCRIPTION FORM.

DELIVERY OF THIS MASTER SUBSCRIPTION FORM OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. IF THIS MASTER SUBSCRIPTION FORM IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE RIGHTS EXPIRATION TIME, THE ELECTIONS TRANSMITTED BY THIS MASTER SUBSCRIPTION FORM WILL NOT BE COUNTED.

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Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Disclosure Statement.

For additional information about the Rights Offering, please see the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, which has been distributed to the Eligible Offerees.

IF YOU HAVE ANY QUESTIONS REGARDING SUBMISSION OF THIS MASTER SUBSCRIPTION FORM, PLEASE CONTACT THE SUBSCRIPTION AGENT.

Item 1. Certification of Authority to Elect. The undersigned certifies that as of the Rights Offering Record Date, the undersigned (please check box):

☐ Is a bank, broker, or other Subscription Nominee for the Eligible Offerees of the aggregate amount of the Senior Secured Notes listed in Item 2 below, and is the registered or record holder of the Senior Secured Notes.

Item 2. Eligible Offerees – Participation in Rights Offering:

Eligible Offerees are eligible to elect to participate in the Rights Offering if (i) the undersigned as Subscription Nominee for each Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Eligible Offeree (a copy of each form should accompany this Master Subscription Form) AND (ii) the undersigned, as Subscription Nominee for the Eligible Offeree, as indicated in the table below, agrees to pay to the Rights Offering Escrow Account, by wire transfer of immediately available funds, the Purchase Price, so that payment of the Purchase Price is actually deposited into the Rights Offering Escrow Account on or before the Rights Expiration Time pursuant to the instructions set forth in the Rights Offering Procedures.

Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offerees, provided that the undersigned cures the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

The undersigned certifies that the following beneficial owners of the Senior Secured Notes are Beneficial Owners, as of the Rights Offering Record Date, have certified that they are Accredited Investors, Institutional Accredited Investors or QIBs and make the following elections with regard to the Rights Offering, as indicated:

Customer Name or Account Number for Each Beneficial Owner¹	Investor Status (Indicate Accredited Investor, Institutional Accredited Investor or QIB)	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Second Lien Convertible Notes	Amount of New Second Lien Convertible Notes the Beneficial Owner Subscribed For	Total Purchase Price
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
TOTALS						

IF YOU ARE ACTING AS A SUBSCRIPTION NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF SENIOR SECURED NOTES, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

¹ To identify Beneficial Owners that are Institutional Accredited Investors or QIBs without disclosing their names, insert the customer account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Senior Secured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual Value of the Principal Amounts of Senior Secured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.90 set forth in Item 1b).

Item 3. Non-Eligible Offerees. Non-Eligible Offerees are eligible to receive a portion of a Substitute Distribution of New Membership Interests in Reorganized CHC if the undersigned as Subscription Nominee for each Non-Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Non-Eligible Offeree (a copy of each form should accompany this Master Subscription Form) certifying that it is not an Accredited Investor. It is a condition to the eligibility of such Non-Eligible Offerees to receive the Substitute Distribution that this Master Subscription Form is received by the Subscription Agent before the Rights Expiration Time.

The undersigned certifies that as of the Rights Offering Record Date, the following beneficial owners of the Senior Secured Notes, as identified by their respective customer account numbers, had the following DTC-reported principal amounts of Senior Secured Notes and have certified that they are not Accredited Investors. The actual values of such principal amounts of Senior Secured Notes are also set forth below.

Customer Name or Account Number for Each Beneficial Owner¹	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of the Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Membership Interests
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
TOTALS			

¹ To identify Beneficial Owners that are institutional Accredited Investors or QIBs without disclosing their names, insert the customer number, account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Senior Secured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual value of the Principal Amounts of Senior Secured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.90 set forth in Item 1b).

Item 4: Certification. By signing this Master Subscription Form, the undersigned certifies that (i) each beneficial owner of Senior Secured Notes listed in Items 2 and 3 above has been provided with the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan, and (ii) it understands that the right of the Beneficial Owners for whom the undersigned acts as Subscription Nominee to participate in the Rights Offering or to receive the Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

Name of Broker, Bank or other Subscription Nominee:

(Print or Type)

Participant Number:

Name of Proxy Holder or Agent for Broker,
Bank or Other Subscription Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Facsimile Number: _____

Email Address: _____

Street Address: _____

City, State, Zip Code: _____

Telephone: (____) _____

Date Completed: _____

THIS MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE SUBSCRIPTION AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017, OR THE EXERCISE OF RIGHTS TRANSMITTED HEREBY WILL BE VOID.

**KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104
TEL: (917) 281-4800**

NOTE ABOUT PAYMENT

Payment for the underlying New Second Lien Convertible Notes will be due by wire transfer prior to the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both a duly-completed Subscription Form and payment of the Purchase Price before the Rights Expiration Time on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering.

Wire Delivery Instructions:

Account Name :	Computershare Inc. AAF for KCC Client Funding-CHC Group, Ltd.
Bank Account No.:	4426855330
ABA/Routing No.:	026009593
Bank Name:	Bank of America
Bank Address:	New York, NY
Reference:	Subscription Nominee DTC Participant #

**REVISED INSTRUCTIONS FOR COMPLETING THE MASTER SUBSCRIPTION
FORM**

The Rights Expiration Time for the Exercise of Secured Notes Subscription Rights is 5:00 p.m., (prevailing Central Time), on February 2, 2017. In order for Eligible Offerees for which you act as Subscription Agent to participate in the Rights Offering, you must complete, sign, and return this Master Subscription Form so that it is received by the Subscription Agent at the following address no later than the Rights Expiration Time:

**CHC GROUP LTD.
c/o KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104**

To effect a subscription on behalf of the Beneficial Owners for whom you are a Subscription Nominee, you must take the following steps:

- a. Complete the certification in Item 1;
- b. For Eligible Offerees, in Item 2 of this Master Subscription Form, indicate their DTC-reported principal amounts of Senior Secured Notes and the actual value of the principal amount of such Senior Secured Notes to participate in the Rights Offering, as transmitted to you by the beneficial owners of the Senior Secured Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number).¹ Please indicate whether each such beneficial owner is an Accredited Investor, Institutional Accredited Investor or QIB; and include information on the DTC-reported principal amount, the actual value of the principal amount of Senior Secured Notes held as of the rights Offering Record Date, the maximum amount of the New Second Lien Convertible Notes for which the beneficial owner is eligible to subscribe, the amount of New Second Lien Convertible Notes the beneficial owner elects to purchase, and the Purchase Price for the subscription. A copy of the Subscription Form of each such beneficial owner must accompany this Master Subscription Form.
- c. For Non-Eligible Offerees, in Item 3 of this Master Subscription Form, indicate their DTC-reported principal amount of Senior Secured Notes and the actual value of the principal amount of Senior Secured Notes to

¹ If you identify a beneficial owner without disclosing its name, the name of the beneficial owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

participate in the Senior Secured Notes Substitute Distribution. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). Please include information on the DTC-reported principal amount, the actual value of the principal amount of Senior Secured Notes and the maximum amount of the New Membership Interests for which the account is eligible to participate.

- d. Review the certification in Item 4 of the Master Subscription Form;
- e. In Item 4, sign and date the Master Subscription Form, and provide the remaining information requested;
- f. If additional space is required to respond to Item 2 on the Master Subscription Form, please use additional sheets of paper containing the requested information;
- g. Contact the Subscription Agent to arrange for delivery of the completed Master Subscription Form to its offices;
- h. Deliver the completed, executed Master Subscription Form, along with photocopies of all completed beneficial holder Subscription Forms, so as to be *received* by the Subscription Agent before the Rights Expiration Time; and
- i. Deliver to the Subscription Agent payment for deposit to the Rights Offering Escrow Account of the total Purchase Price by wire transfer before the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both this duly completed Master Subscription Form and payment of the Purchase Price before the Rights Expiration Time from or on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering. Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offeree, provided that you cure the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

PLEASE NOTE:

No Subscription Form or Master Subscription Form shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting elections to participate in the Rights Offering. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Subscription Forms and other enclosed materials to the beneficial owners of the Senior Secured Notes held by you as a nominee or in a fiduciary capacity.

Please see the Rights Offering Procedures which are set forth in Section XIII of the Disclosure Statement for additional information about the Rights Offering.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER SUBSCRIPTION FORM OR THE RIGHTS OFFERING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER SUBSCRIPTION FORM, SUBSCRIPTION FORMS, THE DISCLOSURE STATEMENT, THE PLAN OR OTHER RELATED MATERIALS, PLEASE CALL THE SUBSCRIPTION AGENT, KURTZMAN CARSON CONSULTANTS AT (917) 281-4800.

Exhibit M

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**THIS REVISED MASTER SUBSCRIPTION FORM AND REVISED INSTRUCTION
REPLACE THOSE INITIALLY MAILED AND ARE BEING DISTRIBUTED WITH
THE NOTICE TO HOLDERS OF ALLOWED UNSECURED NOTES CLAIMS**

**REVISED MASTER SUBSCRIPTION FORM FOR UNSECURED NOTES
SUBSCRIPTION RIGHTS FOR RIGHTS OFFERING IN CONNECTION WITH
SECOND AMENDED JOINT CHAPTER 11 PLAN OF CHC GROUP LTD. AND ITS
AFFILIATED DEBTORS**

CLASS 6: UNSECURED NOTES CLAIMS

RIGHTS EXPIRATION TIME

THE MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE
SUBSCRIPTION AGENT BY THE DEADLINE OF 5:00 P.M.
(PREVAILING CENTRAL TIME) ON FEBRUARY 2, 2017, SUBJECT TO
EXTENSION (THE "RIGHTS EXPIRATION TIME") OR THE
ELECTIONS REPRESENTED BY YOUR MASTER SUBSCRIPTION
FORM WILL NOT BE COUNTED.

Please consult the Rights Offering Procedures set forth in Section XIII of the
Disclosure Statement for additional information with respect to this Master
Subscription Form. Capitalized terms used but not otherwise defined herein
shall have the meaning ascribed to such terms in the Disclosure Statement.

To Banks, Brokers and other Subscription Nominees:

On December 19, 2016, CHC Group Ltd. and its affiliated debtors and debtors-in-possession (the "Debtors"), filed the *Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and its Affiliated Debtors*, [Docket No. 1371] (as amended from time to time, the "Plan") and on December 20, 2016, the *Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors* [Docket No. 1379] (as amended from time to time, the "Disclosure Statement") in the United States Bankruptcy Court for the Northern District of

Texas, Dallas Division (the “Bankruptcy Court”). Pursuant to the Plan and the Rights Offering described therein and in the Disclosure Statement, Reorganized CHC launched a rights offering (the “Rights Offering”) pursuant to which, each holder of Allowed Unsecured Notes Claims (“Unsecured Notes Claims”) as of December 20, 2016 (the “Rights Offering Record Date”) that is an Accredited Investor (an “Eligible Offeree”), received rights (“Unsecured Notes Subscription Rights”)¹ to purchase its pro rata share of \$28,888,889 in face amount of New Second Lien Convertible Notes for its pro rata share of \$20.0 million (the “Purchase Price”) set forth in the rights offering procedures set forth in Section XIII of the Disclosure Statement (the “Rights Offering Procedures”). For a complete description of the Rights Offering see the Rights Offering Procedures. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Disclosure Statement.

You have received the Master Subscription Form because you are a broker, dealer, commercial bank, trust company, financial institution or other agent or nominee (each of the foregoing, a “Subscription Nominee”) of the holders of Unsecured Notes. Please utilize the attached Master Subscription Form to exercise the Unsecured Notes Subscription Rights of the Eligible Offerees for which you act as Subscription Nominee. You are required to deliver a Subscription Form to each Eligible Offeree that is a holder of an Allowed Unsecured Notes Claim for which you act as Subscription Nominee, and to take any action required to enable such Eligible Offerees for which you act as Subscription Nominee, to timely elect to participate in the Rights Offering. To enable such Eligible Offerees to participate in the Rights Offering, they must complete and deliver to you a Subscription Form; and you must complete this Master Subscription Form, attach a copy of the Subscription Form executed by each Eligible Offeree listed under Item 2 below, and deliver this Master Subscription Form, together with remittance of full payment for the Rights exercised by such Eligible Offerees, to the Subscription Agent on or before the Rights Expiration Time.

This Master Subscription Form should also be used to enable the Non-Eligible Offerees for which you act as Subscription Nominee to receive the Substitute Distribution to which they are entitled under the Plan. In order for such Non-Eligible Offerees to receive the Substitute Distribution, they must complete and deliver to you a Subscription Form. You must then complete Item 3 of this Master Subscription Form, attach a copy of the Subscription Form executed by each Non-Eligible Offeree listed under Item 3, and deliver the completed Master Subscription Form to the Subscription Agent on or before the Rights Expiration Time.

Before you transmit this Master Subscription Form, please carefully review the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting the Debtors’ subscription agent (the “Subscription Agent”), Kurtzman Carson Consultants, at (917) 281-4800 or by visiting www.kccllc.net/chc. **THIS MASTER SUBSCRIPTION FORM RELATES ONLY TO YOUR CUSTOMERS’ RIGHT TO ELECTIONS ON ACCOUNT OF THE UNSECURED NOTES YOU HOLD FOR THEIR ACCOUNTS.**

¹ The New Second Lien Convertible Notes issuable upon exercise of the Unsecured Notes Subscription Rights will be convertible into 5.32% of the New Membership Interests of Reorganized CHC on a fully diluted basis (but subject to dilution for the Management Incentive Plan) as of the Effective Date.

A Master Subscription Form shall be deemed not to have been properly completed until all defects and irregularities have been waived or cured within such time as the Debtors determine in good faith, in consultation with the Creditors' Committee and the Requisite Plan Sponsors. The Debtors reserve the right, but are under no obligation, to give notice to any Subscription Nominee regarding any defect or irregularity in connection with any purported exercise of Unsecured Notes Subscription Rights for which the Subscription Nominee is acting. In consultation with the Committee and the Requisite Plan Sponsors, the Debtors may, but are under no obligation to, permit such defect or irregularity in any Master Subscription Form to be cured; provided, however, that neither the Debtors (including any of their respective officers, directors, employees, agents or advisors) nor the Subscription Agent shall incur any liability for any failure to give such notification.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF THE DEBTORS OR THE SUBSCRIPTION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, DATE AND DELIVER THIS MASTER SUBSCRIPTION FORM, ALONG WITH PHOTOCOPIES OF ALL COMPLETED BENEFICIAL HOLDER SUBSCRIPTION FORMS TO THE SUBSCRIPTION AGENT ON OR BEFORE THE RIGHTS EXPIRATION TIME OF 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017. PLEASE DO NOT FAX THIS MASTER SUBSCRIPTION FORM.

DELIVERY OF THIS MASTER SUBSCRIPTION FORM OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. IF THIS MASTER SUBSCRIPTION FORM IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE RIGHTS EXPIRATION TIME, THE ELECTIONS TRANSMITTED BY THIS MASTER SUBSCRIPTION FORM WILL NOT BE COUNTED.

You should review the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, the Disclosure Statement, the Plan and the instructions contained herein before you submit this form. You or the beneficial owners of the Unsecured Notes Claims for whom you are the Subscription Nominee may wish to seek legal advice concerning the Rights Offering.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Disclosure Statement.

For additional information about the Rights Offering, please see the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement, which has been distributed to the Eligible Offerees.

IF YOU HAVE ANY QUESTIONS REGARDING SUBMISSION OF THIS MASTER SUBSCRIPTION FORM, PLEASE CONTACT THE SUBSCRIPTION AGENT.

Item 1. Certification of Authority to Elect. The undersigned certifies that as of the Rights Offering Record Date, the undersigned (please check box):

☐ Is a bank, broker, or other Subscription Nominee for the Eligible Offerees of the aggregate amount of the Unsecured Notes listed in Item 2 below, and is the registered or record holder of the Unsecured Notes.

Item 2. Eligible Offerees – Participation in Rights Offering:

Eligible Offerees are eligible to elect to participate in the Rights Offering if (i) the undersigned as Subscription Nominee for each Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Eligible Offeree (a copy of each form should accompany this Master Subscription Form) AND (ii) the undersigned, as Subscription Nominee for the Eligible Offeree, as indicated in the table below, agrees to pay to the Rights Offering Escrow Account, by wire transfer of immediately available funds, the Purchase Price, so that payment of the Purchase Price is actually deposited into the Rights Offering Escrow Account on or before the Rights Expiration Time pursuant to the instructions set forth in the Rights Offering Procedures.

Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offerees, provided that the undersigned cures the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

The undersigned certifies that the following beneficial owners of the Unsecured Notes are Beneficial Owners, as of the Rights Offering Record Date, have certified that they are Accredited Investors, Institutional Accredited Investors or QIBs and make the following elections with regard to the Rights Offering, as indicated:

Customer Name or Account Number for Each Beneficial Owner¹	Investor Status (Indicate Accredited Investor, Institutional Accredited Investor or QIB)	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Second Lien Convertible Notes	Amount of New Second Lien Convertible Notes the Beneficial Owner Subscribed For	To
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
TOTALS						

IF YOU ARE ACTING AS A SUBSCRIPTION NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF UNSECURED NOTES, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

¹ To identify Beneficial Owners that are Institutional Accredited Investors or QIBs without disclosing their names, insert the customer account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Unsecured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual Value of the Principal Amounts of Unsecured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.65 set forth in Item 1b).

Item 3. Non-Eligible Offerees. Non-Eligible Offerees are eligible to receive a portion of a Substitute Distribution of New Membership Interests in Reorganized CHC if the undersigned as Subscription Nominee for each Non-Eligible Offeree, as indicated in the table below, has received a Subscription Form from the Non-Eligible Offeree (a copy of each form should accompany this Master Subscription Form) certifying that it is not an Accredited Investor. It is a condition to the eligibility of such Non-Eligible Offerees to receive the Substitute Distribution that this Master Subscription Form is received by the Subscription Agent before the Rights Expiration Time.

The undersigned certifies that as of the Rights Offering Record Date, the following beneficial owners of the Unsecured Notes, as identified by their respective customer account numbers, had the following DTC-reported principal amounts of Unsecured Notes and have certified that they are not Accredited Investors. The actual values of such principal amounts of Unsecured Notes are also set forth below.

Customer Name or Account Number for Each Beneficial Owner¹	DTC-Reported Principal Amount as of the Rights Offering Record Date²	Actual Value of the Principal Amount Held as of the Rights Offering Record Date³	Maximum Amount of New Membership Interests
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
TOTALS			

¹ To identify Beneficial Owners that are institutional Accredited Investors or QIBs without disclosing their names, insert the customer number, account number assigned by you, or if no such customer account number exists, another number assigned by you. If a Beneficial Owner is identified without disclosing its name, the name of the Beneficial Owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

² This column should contain the DTC-reported Principal Amounts of Unsecured Notes from Item 1a of the Beneficial Owners' corresponding Subscription Forms.

³ This column should contain the actual value of the Principal Amounts of Unsecured Notes from Item 1b of the Beneficial Owners' corresponding Subscription Forms (i.e., after multiplying the DTC-reported Principal Amounts from Item 1a by the factor of 0.90 set forth in Item 1b).

Item 4: Certification. By signing this Master Subscription Form, the undersigned certifies that (i) each beneficial owner of Unsecured Notes listed in Items 2 and 3 above has been provided with the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan, and (ii) it understands that the right of the Beneficial Owners for whom the undersigned acts as Subscription Nominee to participate in the Rights Offering or to receive the Substitute Distribution is subject to all the terms and conditions set forth in the Disclosure Statement (including the Rights Offering Procedures set forth in Section XIII of the Disclosure Statement) and the Plan.

Name of Broker, Bank or other Subscription Nominee:

(Print or Type)

Participant Number:

Name of Proxy Holder or Agent for Broker,
Bank or Other Subscription Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Facsimile Number: _____

Email Address: _____

Street Address: _____

City, State, Zip Code: _____

Telephone: (____) _____

Date Completed: _____

THIS MASTER SUBSCRIPTION FORM MUST BE RECEIVED BY THE SUBSCRIPTION AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., (PREVAILING CENTRAL TIME), ON FEBRUARY 2, 2017, OR THE EXERCISE OF RIGHTS TRANSMITTED HEREBY WILL BE VOID.

**KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104
TEL: (917) 281-4800**

NOTE ABOUT PAYMENT

Payment for the underlying New Second Lien Convertible Notes will be due by wire transfer prior to the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both a duly-completed Subscription Form and payment of the Purchase Price before the Rights Expiration Time on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering.

Wire Delivery Instructions:

Account Name :	Computershare Inc. AAF for KCC Client Funding-CHC Group, Ltd.
Bank Account No.:	4426855330
ABA/Routing No.:	026009593
Bank Name:	Bank of America
Bank Address:	New York, NY
Reference:	Subscription Nominee DTC Participant #

REVISED INSTRUCTIONS FOR COMPLETING THE MASTER SUBSCRIPTION FORM

The Rights Expiration Time for the Exercise of Unsecured Notes Subscription Rights is 5:00 p.m., (prevailing Central Time), on February 2, 2017. In order for Eligible Offerees for which you act as Subscription Agent to participate in the Rights Offering, you must complete, sign, and return this Master Subscription Form so that it is received by the Subscription Agent at the following address no later than the Rights Expiration Time:

**CHC GROUP LTD.
c/o KURTZMAN CARSON CONSULTANTS
1290 AVENUE OF THE AMERICAS, 9TH FLOOR
NEW YORK, NY 10104**

To effect a subscription on behalf of the Beneficial Owners for whom you are a Subscription Nominee, you must take the following steps:

- a. Complete the certification in Item 1;
- b. For Eligible Offerees, in Item 2 of this Master Subscription Form, indicate their DTC-reported principal amounts of Unsecured Notes and the actual value of the principal amount of such Unsecured Notes to participate in the Rights Offering, as transmitted to you by the beneficial owners of the Unsecured Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number).¹ Please indicate whether each such beneficial owner is an Accredited Investor, Institutional Accredited Investor or QIB; and include information on the DTC-reported principal amount, the actual value of the principal amount of Unsecured Notes held as of the rights Offering Record Date, the maximum amount of the New Second Lien Convertible Notes for which the beneficial owner is eligible to subscribe, the amount of New Second Lien Convertible Notes the beneficial owner elects to purchase, and the Purchase Price for the subscription. A copy of the Subscription Form of each such beneficial owner must accompany this Master Subscription Form.
- c. For Non-Eligible Offerees, in Item 3 of this Master Subscription Form, indicate their DTC-reported principal amount of Unsecured Notes and the actual value of the principal amount of Unsecured Notes to participate in the Unsecured Substitute Distribution. To identify such beneficial owners

¹ If you identify a beneficial owner without disclosing its name, the name of the beneficial owner may be redacted from the corresponding Subscription Form and replaced with the customer account number or other number assigned by you.

without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). Please include information on the DTC-reported principal amount, the actual value of the principal amount of Unsecured Notes and the maximum amount of the New Membership Interests for which the account is eligible to participate.

- d. Review the certification in Item 4 of the Master Subscription Form;
- e. In Item 4, sign and date the Master Subscription Form, and provide the remaining information requested;
- f. If additional space is required to respond to Item 2 on the Master Subscription Form, please use additional sheets of paper containing the requested information;
- g. Contact the Subscription Agent to arrange for delivery of the completed Master Subscription Form to its offices;
- h. Deliver the completed, executed Master Subscription Form, along with photocopies of all completed beneficial holder Subscription Forms, so as to be *received* by the Subscription Agent before the Rights Expiration Time; and
- i. Deliver to the Subscription Agent payment for deposit to the Rights Offering Escrow Account of the total Purchase Price by wire transfer before the Rights Expiration Time. If, for any reason, the Subscription Agent does not receive both this duly completed Master Subscription Form and payment of the Purchase Price before the Rights Expiration Time from or on behalf of an Eligible Offeree, such Eligible Offeree shall be deemed to have relinquished and waived its Right to participate in the Rights Offering. Pursuant to Section XIII.G(d) of the Rights Offering Procedures in the Disclosure Statement, in the event that payment in full of the Purchase Price is not timely received as aforesaid, the Debtors, in consultation with the Committee and the Requisite Plan Sponsors, may nonetheless accept the participation in the Rights Offering of such Eligible Offeree, provided that you cure the nonpayment within such time period as the Debtors determine in consultation with the Committee and the Requisite Plan Sponsors.

PLEASE NOTE:

No Subscription Form or Master Subscription Form shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting elections to participate in the Rights Offering. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Subscription Forms and other enclosed materials to the beneficial owners of the Unsecured Notes held by you as a nominee or in a fiduciary capacity.

Please see the Rights Offering Procedures which are set forth in Section XIII of the Disclosure Statement for additional information about the Rights Offering.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER SUBSCRIPTION FORM OR THE RIGHTS OFFERING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER SUBSCRIPTION FORM, SUBSCRIPTION FORMS, THE DISCLOSURE STATEMENT, THE PLAN OR OTHER RELATED MATERIALS, PLEASE CALL THE SUBSCRIPTION AGENT, KURTZMAN CARSON CONSULTANTS AT (917) 281-4800.