

No. **B-180285**
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF
PUREWAL BLUEBERRY FARMS LTD.

**ORDER MADE AFTER APPLICATION
(CLAIMS PROCESS ORDER)**

BEFORE)) 05/Jul/2018
) THE HONOURABLE JUSTICE)
) CHOI)

ON THE APPLICATION of Purewal Blueberry Farms Ltd. ("**Purewal**") coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on Thursday, July 5, 2018 and on hearing Katie G. Mak, counsel for Purewal, Lance Williams, counsel for FTI Consulting Canada Inc., in its capacity as trustee under the proposal of Purewal (the "**Proposal Trustee**"), and no one else appearing although duly served; AND UPON READING the material filed; AND PURSUANT TO the *Bankruptcy and Insolvency Act*, R.S.C. 1983 c. B-3 (the "**BIA**") and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

1. Service of the Notice of Application upon any interested party other than those parties on the service list maintained by Purewal in this matter is hereby dispensed with.
2. For purposes of this Order the following terms shall have the following meanings:
 - (a) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985,c. B-3, as amended.
 - (b) "**Business Day**" means a day, other than a Saturday, Sunday or statutory holiday in the Province of British Columbia.
 - (c) "**Claim**" means a claim provable in bankruptcy and includes any claim or liability provable in proceedings under the BIA by a Creditor and includes

any right or claim of any Person against Purewal, whether secured or not, in connection with any indebtedness, liability or obligation of any kind of Purewal owed to such Person, and any interest accrued thereon or costs payable in respect thereof, including any indebtedness, liability or obligation owed to such Person existing prior to the Filing Date.

- (d) **"Claims Package"** means the document package which shall consist of a copy of this Order (excluding schedules), the Instruction Letter, the Notice to Creditors, a form of Proof of Claim, and such other materials as the Proposal Trustee considers necessary or appropriate.
- (e) **"Claims Process"** means the procedures outlined in this Order in connection with the assertion of Claims against Purewal.
- (f) **"Court"** means the Supreme Court of British Columbia in bankruptcy.
- (g) **"Creditor"** means any Person asserting a Claim against Purewal.
- (h) **"Filing Date"** means the date of filing of the Notice of Intention to Make a Proposal at the Office of the Superintendent of Bankruptcy Canada being April 30, 2018.
- (i) **"Instruction Letter"** means the letter to Creditors, which letter shall be substantially in the form attached hereto as Schedule "A".
- (j) **"Known Creditors"** includes all Creditors known by the Proposal Trustee or Purewal as of the date of pronouncement of this Order as having a Claim against Purewal or with respect to any obligations related to or connected with Purewal.
- (k) **"Notice to Creditors"** means the notice substantially in the form attached hereto as Schedule "B".
- (l) **"Notice of Disallowance"** means the notice substantially in the form attached hereto as Schedule "D".
- (m) **"Person"** has the meaning as defined in the BIA.
- (n) **"Proof of Claim"** means the form completed and filed by a Creditor setting forth its Claim with supporting documentation, which proof of claim shall be substantially in the form attached hereto as Schedule "C".
- (o) **"Proposal"** means a plan or proposal presented or to be presented by Purewal to the Creditors for approval and approved by the Court in accordance with the BIA.
- (p) **"Proposal Trustee"** means FTI Consulting Canada Inc., the trustee under the Notice of Intention to file a Proposal under the BIA.

- (q) **"Proven Claim"** means a Claim that has been allowed by the Proposal Trustee pursuant to the terms of this Order.

3. For purposes of this Order the following terms are defined to refer to the following dates, subject to agreement of all affected parties or further Order of this Court:

- (a) **"Claims Submission Date"** means the day which is thirty (30) days from the Claims Package Transmittal Date.
- (b) **"Claims Disallowance Appeal Date"** means the day which is thirty (30) days from the date the Proposal Trustee delivers a Notice of Disallowance.
- (c) **"Claims Disallowance Hearing Date"** means the day which is fourteen (14) days from the date a Creditor files and serves the Notice of Application and supporting affidavit materials pursuant to paragraph 13 of this Order.
- (d) **"Claims Package Transmittal Date"** means July 16, 2018.

APPROVAL OF CLAIMS PROCESS

4. The Claims Process set out herein is hereby approved.

NOTICE OF CLAIMS PACKAGE

5. On the Claims Package Transmittal Date, the Proposal Trustee, shall:

- (a) cause a Claims Package to be sent to all Known Creditors, by ordinary mail, facsimile transmission, email message, or personal delivery, with such mode of delivery being in the Proposal Trustee's discretion based upon a reasonable belief that delivery in such mode will come to the notice of the recipient;
- (b) cause the Notice to Creditors to be published for one (1) Business Day in the Vancouver Sun and the Globe and Mail; and
- (c) cause the Notice to Creditors, the Claims Package and a list of creditors to be posted on the Proposal Trustee's website, and such posting shall remain in effect for the duration of these proceedings.

6. The Proposal Trustee shall also cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

7. If the Proposal Trustee becomes aware of further Claims of Persons who may not have received a Claims Package, the Proposal Trustee shall forthwith distribute copies of the Claims Package to such Persons, but the entitlement of each Person to

receive notice is abridged to the date the Claims Package is distributed to each such Person, subject to further Order or direction of this Court.

8. The delivery of the Claims Package and publication of the Notice to Creditors in accordance with this Order shall constitute good and sufficient service of such materials to any Person and no further notice or service need be given or made and no other document or material need be served.

CLAIMS SUBMISSION DATE AND CLAIM DISPUTES

9. A Creditor who wishes to assert a Claim must file a Proof of Claim with the Proposal Trustee, by delivering the Proof of Claim, together with all supporting documentation, by ordinary mail, registered mail, courier, facsimile, e-mail message or personal delivery to the Proposal Trustee by the Claims Submission Date at:

FTI Consulting Canada Inc.
Suite 1610, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

Attention: Mr. Rob Kleebaum
Fax No.: (403) 232-6116
Email: rob.kleebaum@fticonsulting.com

11. The Proposal Trustee shall review each Proof of Claim received by the Claims Submission Date and, thereafter, the Proposal Trustee may allow a Claim, or instead dispute a Claim in whole or in part, by sending the Creditor a Notice of Revision or Disallowance (a "NORD") by delivering the NORD to the address noted in the subject Proof of Claim, and where an e-mail or facsimile address is provided in the Proof of Claim, delivery in that mode shall be sufficient.

12. The Proposal Trustee:

- (a) shall, upon receipt of a Proof of Claim, provide a copy of the Proof of Claim to Purewal, and Purewal shall be at liberty to provide the Proposal Trustee with information and documents concerning a Claim asserted in the Proof of Claim; and
- (b) may request further information and documents in respect of a Proof of Claim from the Creditor and Purewal as reasonably necessary to review the Proof of Claim.

13. Any Creditor who disputes a NORD must appeal the decision of the Proposal Trustee communicated therein and seek a determination by the Court of the validity and value of and particulars of its Claim by filing at the Courthouse on 800 Smithe Street, Vancouver, B.C. and serving upon (i) counsel for Purewal and (ii) counsel for the Proposal Trustee, by the Claims Disallowance Appeal Date, a Notice of Application

supported by Affidavit materials, returnable by no later than the Claims Disallowance Hearing Date. The Proposal Trustee shall be at liberty, but not obliged, to respond to or appear on the hearing of any such application.

14. A hearing to determine an appeal of a Notice of Disallowance shall be conducted as a hearing *de novo*.

15. Any Creditor who fails to file and serve the Notice of Application and Affidavit material by the deadline set forth in paragraph 13 of this Order shall be deemed to accept the amount of its Claim as set forth in the NORD and such amounts set forth in the NORD shall constitute a Proven Claim.

GENERAL PROVISIONS

16. In the event that the day on which any notice or communication required to be delivered pursuant to this Claims Process is not a Business Day, then such notice or communication shall be required to be delivered on the next Business Day.

17. In the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communications during such interruption may only be delivered by personal delivery, courier, electronic mail or such other method which the Court on application may specify, and any notice or other communication given or made by prepaid mail within the five (5) Business Day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered. All such notices and communications shall be deemed to have been received, in the case of notice by personal delivery, courier or electronic mail prior to 5:00 p.m. (local time) on a Business Day, when received, if received after 5:00 p.m. (local time) on a Business Day or at any time on a non-Business Day, on the next following Business Day, and in the case of a notice mailed as aforesaid, on the fourth Business Day following the date on which such notice or other communication is mailed.

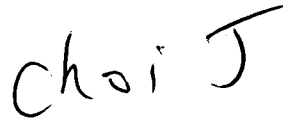
18. References in this Order to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.

19. Approval as to the form of the Order herein by counsel appearing, other than counsel for Purewal, be and is hereby dispensed with.

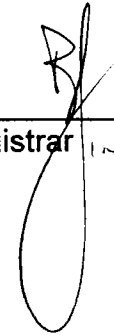
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



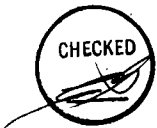
Signature of Lawyer for Purewal Blueberry Farms Ltd.
Lawyer: Katie G. Mak



BY THE COURT



Registrar in BANKRUPTCY



SCHEDULE "A"

INSTRUCTION LETTER

**REGARDING CLAIMS AGAINST
PUREWAL BLUEBERRY FARMS LTD. ("Purewal")
IN THE BANKRUPTCY PROPOSAL PROCEEDINGS**

Dear Creditor:

PLEASE REVIEW THE FOLLOWING CAREFULLY AS YOUR LEGAL RIGHTS AND CLAIMS AGAINST PUREWAL MAY BE IMPACTED.

By Order of the British Columbia Supreme Court pronounced ♦ (the "**Claims Process Order**") under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), FTI Consulting Canada Inc. as the Proposal Trustee has been authorized to conduct a claims process for the determination of any and all claims ("**Claims**") against Purewal (the "**Claims Process**").

Under the Claims Process Order, all Known Creditors are to receive the attached materials (the "**Claims Package**"), consisting of:

- 1) a copy of the Claims Process Orders (without Schedules);
- 2) this Instruction Letter;
- 3) a copy of the Notice to Creditors;
- 4) a form of Proof of Claim; and
- 5) such other material as the Proposal Trustee considers necessary or appropriate.

A copy of the Claims Package can also be obtained from the website of the Proposal Trustee at <http://cfcanda.fticonsulting.com/♦>.

In addition, the Proposal Trustee is required to publish a Notice to Creditors in the Vancouver Sun and the Globe and Mail. Subsequently, any other creditors who request a Claims Package will receive one as soon as practicable.

Under the terms of the Claims Process Order, you must file a Proof of Claim, with supporting documentation, in the form attached, with the Proposal Trustee, by delivering the Proof of Claim with supporting documentation by ordinary mail, registered mail, courier, facsimile, e-mail message or personal delivery and be received by the Proposal Trustee, on or before the Claims Submission Date of 4:00 p.m. (Vancouver time) on ● (the "**Claims Submission Date**"), to the Proposal Trustee at:

FTI Consulting Canada Inc.
Suite 1610, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

Attention: Mr. Rob Kleebaum
Fax No.: (403) 232-6116
Email: rob.kleebaum@fticonsulting.com

All enquiries and notices to Purewal with respect to the Claims Process should be addressed to:

Clark Wilson LLP
900-885 West Georgia Street
Vancouver, BC V6C 3H1

Attention: Katie G. Mak
Telephone: (604) 643-3105
Email: kmak@cwilson.com

Correspondence to the Proposal Trustee should be addressed to:

FTI Consulting Canada Inc.
Suite 1610, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

Attention: Mr. Rob Kleebaum
Fax No.: (403) 232-6116
Email: rob.kleebaum@fticonsulting.com

SCHEDULE "B"

NOTICE TO CREDITORS

**IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF PUREWAL BLUEBERRY FARMS LTD. ("Purewal")**

TAKE NOTICE that by Orders of the Supreme Court of British Columbia pronounced on ♦ (the "Claims Process Orders"), the Proposal Trustee has been authorized to conduct a claims process for the determination of any and all claims against Purewal.

Any creditor having a claim against Purewal must file a Proof of Claim before ♦ (the "Claims Submission Date") in accordance with the Claims Process Orders.

Copies of the Proof of Claim form and instructions as to how to make a claim may be obtained from the Proposal Trustee's website at <http://cfcanada.fticonsulting.com/> ♦ or by sending a written request to the Proposal Trustee at:

FTI Consulting Canada Inc.
Suite 1610, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

Attention: Mr. Rob Kleebaum
Fax No.: (403) 232-6116
Email: rob.kleebaum@fticonsulting.com

SCHEDULE "C"

PROOF OF CLAIM

**IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF PUREWAL BLUEBERRY FARMS LTD. ("Purewal")**

Please read the Instruction Letter carefully prior to completing this Proof of Claim.
Please print legibly.

- 1) Full Legal Name of Creditor _____ (the "Creditor").
- 2) Full Mailing Address of the Creditor (*All notices and correspondence regarding your Claim will be forwarded to this address or to the e-mail address or facsimile address below if appropriate and applicable*):

- 3) Telephone Number:

- 4) E-mail:

- 5) Facsimile Number:

- 6) Attention:

CLAIM DETAILS

Amount of Claim (Canadian Dollars):

unsecured

secured

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

- 1) I am a Creditor of: Purewal Blueberry Farms Ltd.
 0726357 BC Ltd.
 0726365 BC Ltd.
 0726368 BC Ltd.
 Other: _____
- 2) I have knowledge of all the circumstances concerning the Claim hereafter referred to.
- 3) Attached as Schedules to this Proof of Claim are:
- (a) documents which establish the validity, amount and particulars of the Claim in Canadian Dollars;
 - (b) a description of the transaction or agreement giving rise or relating to the Claim; and
 - (c) copies of any documents evidencing security held for the Claim.

DATED at _____ this _____ day of _____, 2018.

Per: _____
 [Name of Creditor- please print]

Signature of Creditor

Note: All relevant documentation on which you rely in making your claim must be attached to this Proof of Claim, as the validity of your claim will be determined solely on this Proof of Claim and attachments thereto.

**Schedules:
(to be attached to Proof of Claim)**

Schedule "A"

A description of the basis on which the Claim arose is as follows (attach separate sheet if necessary):

Schedule "B"

The following documents are attached and support the basis for the Claim as described above, including any claim for interest or other charges:

- (i)
- (ii)
- (iii)
- (iv)
- (v)
- (vi)
- (vii)

Schedule "C"

The following documents are attached and support the basis for my claim that I hold security in respect of this Claim:

- (i)
- (ii)
- (iii)
- (iv)
- (v)
- (vi)
- (vii)

INSTRUCTIONS FOR COMPLETION OF PROOF OF CLAIM

- **Address:** Please ensure that you complete the full name and delivery address, including fax number and email address of the creditor making the claim, as all future notices and correspondence regarding your Claim will be forwarded to this address, or to the e-mail address or facsimile address below if appropriate.
- **Amount of the Claim:** The amount of the Claim must be calculated as of ♦ and cannot include any charges or interest incurred thereafter. If your claim is in currency other than Canadian Dollars, you must convert to Canadian Dollars using the conversion rate in effect on ♦.
- **Proper Completion:** The Proof of Claim is incomplete and may not be accepted unless you have:
 - (a) Completed your full name and delivery address, and if available, fax number and email address;
 - (b) Included the amount of the claim and checked the box to signify whether the claim is secured or unsecured;
 - (c) Checked the box to signify whether it is a claim against Purewal, 0726357 BC Ltd, 0726365 BC Ltd. and 0726368 BC Ltd. and/or another specified entity;
 - (d) Included a statement and description of the Claim as required in the Schedules;
 - (e) Attached all supporting documents including statements of accounts and/or invoices in support, showing the dates and values of the claim, in conformance with the amount of the Claim, and all relevant security as required in the Schedules; and
 - (f) Signed and dated the Proof of Claim.
- **Delivery:** The duly completed Proof of Claim, together with all schedules and accompanying documents, must be delivered to the Proposal Trustee by ordinary mail, registered mail, courier, facsimile, e-mail message or personal delivery and be received by the Proposal Trustee, on or before the Claims Submission Date at:

FTI Consulting Canada Inc.
Suite 1610, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

Attention: Mr. Rob Kleebaum
Fax No.: (403) 232-6116
Email: rob.kleebaum@fticonsulting.com

- **Disallowance:** The Proposal Trustee is entitled to disallow your Proof of Claim in whole or in part. **If your Claim is disputed in whole or in part, by ♦, the Proposal Trustee will send you a Notice of Disallowance along with particulars as to how you may dispute the Notice of Disallowance.**

SCHEDULE "D"

**NOTICE OF REVISION OR DISALLOWANCE
("NORD")**

**IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF PUREWAL BLUEBERRY FARMS LTD. ("Purewal")**

To: Name of Creditor: _____

Pursuant to the Claims Process Order, FTI Consulting Canada Inc., the Proposal Trustee for Purewal (the "Proposal Trustee") gives you notice that your Proof of Claim dated _____, 2018 has been reviewed and the Proposal Trustee has rejected/disallowed, either partially or in full, your Claim for the following reasons:

Subject only to an appeal of this disallowance being successfully brought by you in full compliance with the provisions of the Claims Process Order, including the prescribed time for any appeal to be filed, your claim will be allowed as follows:

Amount Claimed	Amount Allowed

DATED at _____, British Columbia, this _____ day of _____, 2018.

Per: _____
Authorized Signatory

If you wish to appeal this NORD, you must file a Notice of Application and supporting Affidavit by ♦ in accordance with the terms of the Claims Process Order, a copy of which is available on the Proposal Trustee's website at <http://cfcanada.fticonsulting.com/♦>.