



No. S1810743
VANCOUVER Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
PUREWAL BLUEBERRY FARMS LTD., 0726357 B.C. LTD., 0726365 B.C. LTD.
0726368 B.C. LTD., and PUREWAL FARMS PARTNERSHIP

PETITIONERS

ORDER MADE AFTER APPLICATION

**APPROVAL AND VESTING ORDER
(LEASE)**

BEFORE THE HONOURABLE)
) January 8, 2020
JUSTICE G.C. WEATHERILL)

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 8th day of January, 2020; AND ON HEARING Katie G. Mak, counsel for the Petitioners and those other counsel listed on **Schedule "A"** hereto; and no one else appearing although duly served; AND UPON READING the material filed, including the Ninth Report of the Monitor dated January 6, 2020 (the "**Report**");

THIS COURT ORDERS AND DECLARES that:

1. The transaction (the "**Transaction**") contemplated by the Amended and Restated Settlement Agreement and Mutual Release dated December 2019 (the "**Settlement Agreement**"), including the Amendment and Assignment of Lease (the "**Assignment**") among the Petitioners and Harjinder Singh Berar, Karmjit Kaur Berar, Berar Farms Ltd., Nelson Road Investments Ltd. and No. 9 Road Investments Ltd. or their nominee (collectively, the "**Assignee**"), a copy of which is attached as **Appendix "B"** to the Report, is hereby approved, and the Assignment is commercially reasonable. The execution of the Settlement Agreement and the Assignment by the Petitioners is hereby authorized and approved, and the Petitioners are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the transfer of the right, title and interest of the Petitioners in and to the lease described on **Schedule "B"** hereto (the "**Lease**") to the Assignee or its nominee.

2. The Monitor is hereby authorized and directed to execute the Settlement Agreement and the Assignment on behalf of any of the Petitioners and to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the transfer of the right, title and interest of the Petitioners in and to the Lease.

3. Upon delivery by the Monitor to counsel to the Assignee, McMillan LLP, of a certificate substantially in the form attached as **Schedule "C"** hereto (the "**Monitor's Certificate**"), all of the Petitioners' right, title and interest in and to the Lease, shall vest absolutely in the Assignee or its nominee in fee simple, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of this Court dated October 11, 2018; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (iii) those Claims listed on **Schedule "D"** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule "E"** hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the right, title and interest of the Petitioners in and to the Lease are hereby expunged and discharged as against the right, title and interest of the Petitioners in and to the Lease.

4. Upon presentation for registration in the Land Title Office for the Land Title District of New Westminster of a certified copy of this Order, together with a letter from Clark Wilson LLP, solicitors for the Petitioners, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to

- (a) transfer the registered interest of the Petitioners in the Lease to Harjinder Singh Berar, Karmjit Kaur Berar, Berar Farms Ltd., Nelson Road Investments Ltd. and No. 9 Road Investments Ltd. or their nominee, and register Harjinder Singh Berar, Karmjit Kaur Berar, Berar Farms Ltd. and Nelson Road Investments Ltd. as the holder of right, title and interest of the Petitioners in the Lease; and
- (b) having considered the interest of third parties, to discharge, release, delete and expunge from the right, title and interest of the Petitioners in and to the Lease all of the registered Encumbrances except for those listed in **Schedule "E"**.

5. The Monitor is to file with the Court a copy of the Monitor's Certificate forthwith after delivery thereof.

6. Notwithstanding:

- (a) these proceedings;
- (b) any applications for a bankruptcy order in respect of the Petitioners now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made by or in respect of the Petitioners,

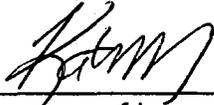
the vesting of the Lease in the Assignee or its nominee pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Petitioners and shall not be void or voidable by creditors of the Petitioners, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Petitioners, the Monitor and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Petitioners, the Monitor and their agents in carrying out the terms of this Order.

8. The Petitioners, the Monitor or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

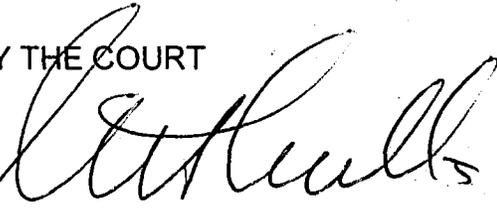
9. The approval of counsel as to form listed as **Schedule "A"** hereto, except for counsel for the Petitioners, is hereby dispensed with.

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 the Petitioner
Lawyer: Katie G. Mak

BY THE COURT



Registrar



Schedule A – Counsel Appearing

| Jared Enns | Monitor |
|------------------|--|
| Daniel Shouldice | Harjinder Singh Berar, Karmjit Kaur Berar, Berar Farms Ltd., Nelson Road Investments Ltd. and No. 9 Road Investments Ltd. |
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Schedule B – Lease

Lease with Registration Number CA3427561

Registered against the following Lands:

1. PID: 000-533-637, Lot 12 Section 17 Block 4 North Range 4 West NWD Plan 24609; and
2. PID: 000-533-581, Lot 15 Except: Part on Statutory Right of Way Plan NWP88249, Section 8 Block 4 North Range 4 West NWD Plan 26787.

Schedule C – Monitor's Certificate

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IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
PUREWAL BLUEBERRY FARMS LTD., 0726357 B.C. LTD., 0726365 B.C. LTD.
0726368 B.C. LTD., and PUREWAL FARMS PARTNERSHIP

PETITIONERS

LEASE ASSIGNMENT

1. On April 30, 2018, Purewal Blueberry Farms Ltd. filed a notice of intention to make a proposal pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**Proposal Proceedings**"). FTI Consulting Canada Inc. ("**FTI**") was appointed as proposal trustee in the Proposal Proceedings.
2. On October 11, 2018, the Supreme Court of British Columbia (the "**Court**") granted an Order converting the Proposal Proceedings to proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. 36, as amended (the "**CCAA Proceedings**"), and expanded the proceedings to include 0726357 B.C. Ltd., 0726365 B.C. Ltd. and 0726368 B.C. Ltd. as Petitioners. FTI was appointed as Monitor under the CCAA Proceedings.
3. On February 6, 2019 the Court granted an Order adding Purewal Farms Partnership as a Petitioner to the CCAA Proceedings.
4. Pursuant to an Order of the Court dated ♦, 2020 (the "**Vesting Order**"), the Court ordered that all of the right, title and interest of the Petitioners in and to the Lease vest in the Assignee effective upon the delivery by the Monitor of this Monitor's Certificate to the Purchaser confirming that the Transaction contemplated by the Settlement Agreement and the Assignment has been implemented.

5. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed thereto in the Vesting Order.

THE MONITOR HEREBY CERTIFIES as follows:

The Transaction contemplated by the Settlement Agreement and the Assignment has been implemented.

**DATED at the City of Vancouver, in the Province of British Columbia, this ♦
, day of ♦, 2020.**

**FTI Consulting Canada Inc. in its
capacity as Monitor in the CCAA
Proceedings and not in its personal
capacity**

By:

Name:

Title:

Schedule D – Encumbrances to be Discharged

PID 000-533-637

1. Registration No. CA6666394, judgment in favour of Growers Supply Company Limited as to the beneficial interest of PUREWAL FARMS PARTNERSHIP IN CA3427561.

PID 000-533-581

1. Registration No. CA6666394, judgment in favour of Growers Supply Company Limited as to the beneficial interest of PUREWAL FARMS PARTNERSHIP IN CA3427561.

**Schedule E – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Lease and the Lands**

PID 000-533-637

1. **Registration Number 238710C**, statutory right of way in favour of British Columbia Hydro and Power Authority.
2. **Registration Number 295811C**, statutory right of way in favour of British Columbia Hydro and Power Authority.
3. **Registration Number BG449911**, statutory right of way in favour of BC Gas Utility Ltd.
4. **Registration Number CA3427561**, lease in favour of 0726357 B.C. Ltd., 0726365 B.C. Ltd. and 0726368 B.C. Ltd.
5. **Registration Number CA3427562**, mortgage in favour of Harjinder Singh Berar, Karmjit Kaur Berar and Berar Farms Ltd.

PID 000-533-581

1. **Registration Number BT77645**, undersurface rights forfeited to Crown.
2. **Registration Number CA3427561**, lease in favour of 0726357 B.C. Ltd., 0726365 B.C. Ltd. and 0726368 B.C. Ltd.
3. **Registration Number CA3427562**, mortgage in favour of Harjinder Singh Berar, Karmjit Kaur Berar and Berar Farms Ltd.

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0726368 B.C. LTD., and PUREWAL FARMS
PARTNERSHIP

PETITIONERS

APPROVAL AND VESTING ORDER

File No.: 47153-0001

CLARK WILSON LLP
900 – 885 West Georgia Street
Vancouver, BC V6C 3H1
604.687.5700

LAWYER: Katie G. Mak
(Direct #: 604.643.3105)