

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

OCT 16 2018

ENTERED

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.
and 0726368 B.C. LTD.

No. **S1810743**
VANCOUVER Registry

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE

)
) THE HONOURABLE)
) MR. JUSTICE G.C. WEATHERILL)

11/Oct/2018

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, British Columbia on October 11, 2018 and on hearing Katie G. Mak, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. c. C-36 (the "CCAA") and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

1. The time for service of the Notice of Application herein be and is hereby abridged such that the Notice of Application is properly returnable today and service thereof on any interested party is hereby dispensed with.
2. 0801226 B.C. Ltd. is hereby approved as the stalking horse bidder (the "Stalking Horse Bidder") pursuant to the Bidding Procedures Order granted by this Honourable Court on July 5, 2018 in Vancouver Registry Action No. B-180285 (the "Proposal Proceedings") and the Offer to Purchase and Agreement of Purchase and Sale dated October 4, 2018 (the "Sale Agreement") between the Stalking Horse Bidder

and Purewal Blueberry Farms Ltd. ("Purewal"), a copy of which is attached to the First Affidavit of Deborah Hamann-Trou, sworn October 10, 2018 in these proceedings.

3. The Termination Fee (as defined in the Sale Agreement) of \$275,000 is hereby approved and shall be payable to the Stalking Horse Bidder in accordance with the terms of the Sale Agreement.

4. The Monitor (as Monitor in these proceedings or as proposal trustee in the Proposal Proceedings) is hereby authorised and directed to execute the Sale Agreement for and on behalf of Purewal, and in doing so shall incur no liability or obligations in relation to the Sale Agreement.

5. Any interested party shall have the liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

6. Endorsement of this Order by counsel appearing on this application other than 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 Katie G. Mak
Lawyer for the Petitioners

BY THE COURT



Registrar

SCHEDULE "A"

LIST OF COUNSEL

| | |
|----------------|---------|
| Lance Williams | Monitor |
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AND ARRANGEMENT OF
PUREWAL BLUEBERRY FARMS LTD.

ORDER MADE AFTER APPLICATION

File No.: 47153-0001

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