

COURT FILE NUMBER 2501-06120
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL DISTRICT CALGARY

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SUNTERRA FOOD CORPORATION,
TROCHU MEAT PROCESSORS LTD., SUNTERRA QUALITY
FOOD MARKETS INC., SUNTERRA FARMS LTD.,
SUNWOLD FARMS LIMITED, SUNTERRA BEEF LTD.,
LARIAGRA FARMS LTD., SUNTERRA FARM ENTERPRISES
LTD., and SUNTERRA ENTERPRISES INC.

DOCUMENT **CONSENT ORDER (SCHEDULING)**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT
McCarthy Tétrault LLP
Suite 4000, 421 - 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins, KC / Sean Smyth, KC
Phone: 403-260-3531 / 3698
Fax: 403-260-3501
Email: scollins@mccarthy.ca / ssmyth@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED: July 24, 2025
NAME OF THE JUDGE WHO MADE THIS ORDER: The Honourable Justice M.J. Lema
LOCATION OF HEARING: Edmonton, Alberta

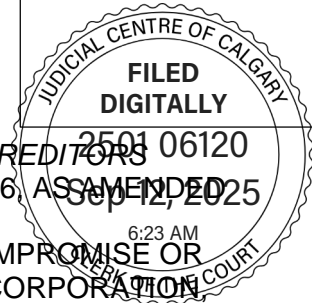
UPON the application of National Bank of Canada (previously Canadian Western Bank)
(the "**Applicant**" or "**NBC**"); **AND UPON** hearing from counsel for the Applicant and any other
interested parties appearing at the application;

IT IS HEREBY ORDERED THAT:

DETERMINATION OF NBC'S CLAIM

1. The litigation plan attached hereto as Schedule "**A**" is approved and the steps provided therein may proceed.

Clerk's Stamp



2. As at July 24, 2025, the outstanding balance for all amounts advanced by NBC under the Amended and Restated Commitment Letter, dated November 15, 2022, between NBC, as lender, and Sunterra Food Corporation, Trochu Meats Processors Ltd., Sunterra Quality Food Markets Inc., Sunterra Farms Ltd., and Sunwold Farms Limited, as borrowers, exclusive of all accruing interest, fees, costs and expenses (all of which are recoverable by NBC), which outstanding balance, for clarity, also excludes the amounts claimed or to be claimed by NBC in respect of the NBC v. Sunterra Claim (as such term is defined in the attached Schedule "A"), is \$9,932,732.20.
3. The Statement of Claim issued by Sunterra Farms Ltd., Sunwold Farms Limited, Sunterra Food Corporation, Trochu Meat Processors Ltd., Sunterra Quality Food Markets Inc., Sunterra Farm Enterprises Ltd., Lariagra Farms Ltd., Sunterra Enterprises Inc., Sunterra Beef Ltd., Sunterra Farms Greenhouse Ltd., Soleterra D'Italia Ltd., and Precision Diagnostics on March 24, 2025, under Court File Number 2501-04640, as against NBC, is exempt from the Claims Process and will be adjudicated after the conclusion of the CCAA proceedings.



Justice of the Court of King's Bench of Alberta

**CONSENTED TO this ____ day of July,
2025**

BLUE ROCK LAW LLP

Per: _____

Scott Chimuk
Counsel to Sunterra Farms Ltd.,
Sunwold Farms Limited, Sunterra
Enterprises Inc., Ray Price, and
Debbie Uffelman

**CONSENTED TO this 24th day of July,
2025**

MCCARTHY TÉTRAULT LLP

Per: _____

Sean Collins, KC
Counsel to NBC

SCHEDULE “A”

1. In this Schedule “A” annexed to the Consent Order granted by Justice M.J. Lema on July 24, 2025 in Court File Number 2501-06210:

- (a) **“Claim”** means the NBC v. Sunterra Claim.
- (b) **“Compeer”** means Compeer Financial, PCA;
- (c) **“Compeer v. NBC Claim”** means every claim Compeer has or may have against National Bank of Canada (as amalgamation successor to Canadian Western Bank) that is related to, arises from or is in anyway connected to Canadian Western Bank dishonoring cheques issued by Sunterra Farms Inc. or Sunwold Farms Limited in favour of the Sunterra US Entities;
- (d) **“Compeer v. Sunterra Claim”** means the claim Compeer has asserted in its application for declaratory relief and summary judgment of Compeer’s claims as set out in the Statement of Claim filed in Court of King’s Bench Action No. 2501 06120 by Compeer on or about June 23, 2025 naming the following as respondents: Sunterra Farms Ltd., Sunwold Farms Limited, Sunterra Enterprises Inc., Ray Price and Debbie Uffelman. Compeer and the Sunterra Entities have entered into a Claims Procedure Consent Order setting out the process for the adjudication of the Compeer v. Sunterra Claim;
- (e) **“Listed Witnesses”** means:
 - (i) Ray Price, Art Price, Debbie Uffelman and Craig Thompson of the Sunterra Parties; and
 - (ii) Sunterra to name 2 additional listed witnesses beyond the 2 or more NBC affiants by September 5, 2025.
- (f) **“NBC”** means National Bank of Canada;
- (g) **“NBC Action”** means the action commenced by NBC by way of Statement of Claim issued on March 17, 2025 in the Court of King’s Bench of Alberta, Judicial Centre of Calgary under Court File Number 2501-04252;

- (h) **"NBC Appeal"** means the appeal proceedings commenced by NBC by way of Civil Notice of Appeal on April 2, 2025 in the Court of Appeal of Alberta under Court of Appeal File Number 2501-0098AC;
- (i) **"NBC v. Sunterra Claim"** means every claim NBC has against the Sunterra Parties, or any of them, for:
 - (i) contribution and indemnity arising out of or in any way connected to the Compeer v. NBC Claim; and
 - (ii) damages,which claim shall exclude a claim for the NBC Indebtedness as set out in paragraph 2 of this Order;
- (j) **"Parties"** means, collectively, NBC and the Sunterra Parties;
- (k) **"Rule"** means a rule made under the Alberta *Rules of Court*;
- (l) **"Statement of Claim"** means the Statement of Claim filed by Compeer in the Compeer v. Sunterra Claim;
- (m) **"Sunterra Parties"** means, collectively, Sunterra Farms Ltd., Sunwold Farms Limited, Sunterra Food Corporation, Trochu Meat Processors Ltd., Sunterra Quality Food Markets Inc., Sunterra Farm Enterprises Ltd., Lariagra Farms Ltd., Sunterra Enterprises Inc., Sunterra Beef Ltd., Ray Price and Debbie Uffelman and any officer or director of any of the foregoing;
- (n) **"Sunterra US Entities"** means, collectively, Sunterra Farms Iowa, Inc. and Sunwold Farms, Inc.

2. The NBC v Sunterra Claim shall be determined concurrently with the Compeer v. Sunterra Claim summarily pursuant to an application on the Commercial List such that both applications will take place on December 3, 2005 and December 4, 2005 (the **"Summary Application"**).

3. Nothing in this claims process will impact the NBC Appeal, the award of costs against NBC in the interim receivership application, the Statement of Claim filed by the Sunterra Parties against NBC in action number 2501-04640 or any counterclaim that the Sunterra Parties may have against NBC in the NBC Action.

4. On or before August 29, 2025, NBC shall file and serve the NBC v. Sunterra Claim, together with any affidavits in support of the NBC v. Sunterra Claim, upon counsel to the Sunterra Parties with a copy to counsel to Compeer.
5. On or before September 22, 2025 the Sunterra Parties shall file a written Notice of Objection all of its positions and defences and the principal allegations and facts on which they rely to oppose and defend against the NBC v. Sunterra Claim together with any affidavits in response to the NBC v. Sunterra Claim and serve same upon counsel to NBC with a copy to counsel to Compeer.
6. On or before September 29, 2025, NBC shall file any and all reply evidence on which they intend to rely in respect of the Claim, such reply evidence to be limited to matters raised in the evidence of the other Parties.
7. Each of the deponents of affidavits filed pursuant to this Schedule "B" may be questioned on their affidavits pursuant to Rule 6.6 by the Parties who are adverse in interest.
8. Each of the Listed Witnesses who do not file affidavits may be questioned pursuant to Rule 6.8 by the Parties who are adverse in interest.
9. Each of the witnesses that are identified by a Party as being additional individuals falling within the scope of Rules 5.17 and 5.18 pursuant to the process below shall be questioned pursuant to Rule 6.6 if they file affidavits and Rule 6.8 if they do not file affidavits, by the Parties who are adverse in interest.
10. On or before September 5, 2025, the Sunterra Parties shall advise NBC of the names of any two additional individuals who are current or former NBC employees, officers or directors within the scope of Rules 5.17 and 5.18 associated with NBC (apart from the deponents of affidavits filed by NBC and Listed Witnesses) and associated with NBC (apart from the deponents of affidavits filed by NBC), if any, it wishes to question under Rule 6.6 if they subsequently file affidavits and Rule 6.8 if they do not file affidavits in relation to the Claim. If the additional individuals are to file affidavits they are to do so by September 12, 2025.
11. Each deponent of an affidavit filed by the Sunterra Parties, each Listed Witness associated with the Sunterra Parties and each individual who is identified by NBC as falling within the scope of Rules 5.17 and 5.18 as they relate to the Sunterra Parties (collectively, the "**Sunterra Witnesses**") shall be made available for questioning by no later than October 24, 2025. Such questioning shall be limited to 3 days by NBC.

12. On or before August 29, 2025, NBC shall advise the Sunterra Parties the names of any two additional individuals excluding current or former officers and directors of the US Sunterra Entities within the scope of Rules 5.17 and 5.18 associated with the Sunterra Parties (apart from the deponents of affidavits filed by the Sunterra Parties and the Listed Witnesses), if any, it wishes to question under Rule 6.6 if they subsequently file affidavits and Rule 6.8 if they do not file affidavits in relation to the Claim. If the additional individuals are to file affidavits they are to do so by September 29, 2025.

13. Each deponent of an affidavit filed by NBC and each individual who is identified by the Sunterra Parties as falling within the scope of Rules 5.17 and 5.18 as they relate to NBC (collectively, the "**NBC Witnesses**") shall be made available for questioning by no later than October 24, 2025. Such questioning shall be limited to 3 days by the Sunterra Parties.

14. Any undertakings given by a witness or counsel shall be answered within 7 days of the conclusion of that witness's questioning.

15. If any Party wishes to compel a response to a question asked at questioning to which objection is taken, or an undertaking that is requested and refused, or for a further and better response to an undertaking response, that Party must apply to Justice Lema to compel the response within 7 days of the Questioning or undertaking reply (as the case may be).

16. On or before November 10 2025, NBC shall file its brief of argument in relation to the NBC v Sunterra Claim.

17. On or before November 24, 2025 the Sunterra Parties shall file their respondents' brief of argument in relation to brief submitted by NBC concerning the NBC v Sunterra Claim.

18. The Parties are at liberty and are hereby authorized and empowered to apply to the Court for assistance in carrying out the terms of the processes set out in this Schedule "A" on not less than seven day's notice.

19. This Schedule "A" may be amended only by written agreement between the Parties or further Order of this Honourable Court. Justice Lema shall remain seized of all matters pertaining to this Schedule "A".