

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Monette Farms Ltd., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 26-10547-LSS

(Jointly Administered)

ORDER GRANTING PROVISIONAL RELIEF

Upon the *Foreign Representative's Motion for Provisional Relief* (the "Motion"),² in its capacity as the Canadian Court court-appointed monitor and authorized foreign representative (the "Foreign Representative") for the above-captioned debtors (collectively, the "Debtors"), which are subject of the proceedings (the "Canadian Proceedings") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the "CCAA"), pending before the Court of King's Bench of Alberta (the "Canadian Court"), for entry of a provisional order (this "Order"), pursuant to sections 105(a), 362, 364, 365, 1517, 1519, and 1521 of title 11 of the United States Code (the "Bankruptcy Code") granting the Provisional Relief as defined and described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, 11 U.S.C. §§ 109 and 1501, and

¹ The Debtors in these Chapter 15 cases, along with the last four digits of each Debtor's U.S. Federal Employer Identification Number ("FEIN") or Canada Revenue Agency Business Number ("BN"), are: Monette Farms Ltd. (BN 0221); Monette Land Corp. (BN 9609); DMO Holdings Ltd. (BN 3689); Goat's Peak Winery Ltd (BN 0281); Monette Farms BC Ltd. (BN 3314); Monette Farms Ontario Corp. (BN 3538); NexGen Seeds Ltd. (BN 3684); Monette Produce Ltd. (BN 0959); Monette Seeds Ltd. (BN 5307); Monette Farms Land GP Ltd. (BN 9220); Monette Farms Land II GP Ltd. (BN 2423); Monette Farms BC GP Ltd. (BN 0958), DMO Holdings USA, Inc. (FEIN 7641); 1012595 DE Inc. (FEIN 4459); Monette Seeds USA LLC (FEIN 7430); Monette Farms Arizona, LLC (FEIN 4502); Monette Farms USA, Inc. (FEIN 2442); Monette Produce, LLC (FEIN 9419). The Debtors' executive headquarters are located at: 280023 Range Road 14, Rocky View County, AB T4B 4L9, Canada. The Foreign Representative's service address for purposes of these Chapter 15 Cases is 520 5th Ave SW, Suite 1610, Calgary, AB T2P 3R7, Canada.

² Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Motion.

the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and Debtors having consented to the Court's authority to enter a final order consistent with Article III of the U.S. Constitution; and due and proper notice of the provisional relief sought in the Motion having been provided; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and upon the Verified Petition, the Helkaa Declaration, and the Oliver Declaration and all other pleadings filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

A. The findings and conclusions set forth herein constitute this Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. There is a substantial likelihood that the Foreign Representative will successfully demonstrate that the Canadian Proceedings constitute a "foreign main proceeding" as defined in section 1502(4) of the Bankruptcy Code or, alternatively, with respect to certain Debtors, the Canadian Proceedings constitute a "foreign nonmain proceeding" as defined in section 1502(5) of the Bankruptcy Code, and that the Court will determine that the additional relief sought herein, including the relief under sections 362, 364 and 365, is necessary to effectuate the purpose of

chapter 15 and the assets of the Debtors and the interests of creditors as contemplated by section 1521 of the Bankruptcy Code.

C. The commencement or continuation of any action or proceeding in the United States against the Debtors should be enjoined pursuant to sections 105(a) and 1519 of the Bankruptcy Code to permit the expeditious and economical administration of the Canadian Proceedings, and such relief will either (a) not cause an undue hardship to other parties in interest or (b) any hardship to parties is outweighed by the benefits of the relief requested.

D. Entry of an order of this Court recognizing and enforcing the Initial Order and, upon its entry, the Amended and Restated Initial Order in the United States, in each case to the extent provided hereunder, and applying the CCAA Charges to the Debtors' assets located in the territorial jurisdiction of the United States is necessary to give effect to the Initial Order and the Amended and Restated Initial Order as it relates to the Debtors and their assets in the United States and is required by the DIP Term Sheet.

E. The Foreign Representative has demonstrated that without the protections afforded to the DIP Lenders under section 364(e), there is a material risk that the Debtors will be unable to obtain the requisite financing to continue their business operations and fund their restructuring proceedings, which will significantly impair and potentially result in irreparable damage to the value of the Debtors' assets.

F. The Foreign Representative has demonstrated that no injury will result to any party that is greater than the harm to the Debtors' business, assets, and property in the absence of the relief requested in the Motion.

G. The Debtors' creditors will not suffer any significant harm by the requested provisional relief, as the relief will ensure the value of the Debtors' assets are preserved, protected and maximized for the benefit of all creditors.

H. The Foreign Representative has demonstrated that, in the interest of comity, the purpose of chapter 15 is carried out by granting recognition and giving effect to the Initial Order and, upon its entry, an Amended and Restated Initial Order to the extent provided hereunder.

I. The Foreign Representative and Debtors are entitled to seek relief pursuant to section 1519(a)(1)–(3) of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Beginning on the Petition Date and continuing until the date of the entry of an order of this Court recognizing the Canadian Proceedings as “foreign main proceedings” as defined in section 1502(4) of the Bankruptcy Code and the Foreign Representative as a “foreign representative” as defined in section 101(24) of the Bankruptcy Code (unless otherwise extended pursuant to section 1519(b) of the Bankruptcy Code), with respect to the Debtors:
 - a. Section 362 of the Bankruptcy Code shall apply with respect to the Debtors and the property of the Debtors which is within the territorial jurisdiction of the United States.
 - b. Section 364 of the Bankruptcy Code is applicable with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States. For the avoidance of doubt and without limiting the generality of the foregoing, this Order, without limitation:
 - (i) shall grant liens and security interests in the Debtors' property located within the territorial jurisdiction of the United States in respect of, and in accordance with, the DIP Lender Charges to the same extent provided under the Initial Order and, upon its entry, the Amended and Restated Initial Order (the “U.S. DIP Liens”); provided, that, the U.S. DIP Liens shall not be senior to existing valid, enforceable, and non-avoidable liens that are (a) either

perfected as of the Petition Date or perfected on or after the Petition Date solely to the extent permitted by section 546(b) of the Bankruptcy Code, (b) not subject to avoidance, disallowance, or subordination pursuant to the Bankruptcy Code or applicable non-bankruptcy law, without consent of the affected lienholder, and (c) senior in priority to the U.S. DIP Liens under applicable law and after giving effect to any lien release, subordination or inter-creditor agreements;; and

(ii) finds any loans made by the DIP Lenders in accordance with the DIP Term Sheet prior to the entry of the Recognition Order are extended in “good faith” as contemplated by section 364(e) of the Bankruptcy Code, such that the validity of DIP Loans, and the priority of the DIP Lender’s Charge in respect of the Debtors’ property located within the territorial jurisdiction of the United States shall not be affected by any reversal or modification of this Order on appeal or the entry of an order denying the Debtors’ request for entry of the Recognition Order;

c. for counterparties to certain of the Debtors’ executory contracts and unexpired leases, section 365(e) of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors

3. Paragraphs 5(d), 16 (solely to the extent applicable to the Debtors), 34-37, 38(b) (subject to Paragraph 6 of this Order), 40-44, and 46 of the Initial Order (as entered by the Canadian Court), is hereby given full force and effect on a provisional basis with respect to the Debtors and their assets located in the territorial jurisdiction of the United States.

4. Upon entry of an Amended and Restated Initial Order by the Canadian Court in the Canadian Proceedings superseding the Initial Order, such entered Amended and Restated Initial Order shall be filed on the docket of these Chapter 15 Cases and served on the Notice Parties. Any party in interest may object to this Court’s provisional recognition of the Amended and Restated Initial Order by filing an objection (an “ARIO Objection”) within two business days of the ARIO being filed on the docket, and serving such objection on counsel to the Foreign Representative. If the Foreign Representative is unable to resolve such objection, the Foreign Representative will contact the clerk of the Court and request a hearing for May 5, 2026 or as soon as practicable thereafter. If there are no ARIO Objections, or any such objection is withdrawn, resolved, or overruled, the

Amended and Restated Initial Order shall be given full force and effect on a provisional basis to the same extent as the Initial Order (as set forth in Paragraph 3 of this Order) or as otherwise ordered by the Court. ,

5. Nothing in this Order shall prevent any party from requesting adequate protection under section 361 of the Bankruptcy Code.

6. Notwithstanding any stay, injunction or similar relief granted in these Chapter 15 Cases, the DIP Agent and DIP Lenders are authorized to exercise all remedies and take any and all enforcement actions permitted under the Initial Order and Amended and Restated Initial Order (as to be entered in Canada), subject to the provisions of such orders; provided, that with respect to the Debtors' assets located in the territorial jurisdiction of the United States, upon three (3) days' written notice to the Foreign Representative's counsel in these Chapter 15 Cases (the "Remedies Notice Period"), the Debtors or any party-in-interest shall be entitled to seek an emergency hearing (which the DIP Agent and DIP Lenders shall be deemed to consent to) for the purpose of contesting whether an event of default occurred and/or whether the DIP Agent and the DIP Lenders should be entitled to relief from the automatic stay imposed under this Order.

7. Pending entry by this Court of the Recognition Order, the Foreign Representative and the Debtors are entitled to the benefits of, and may comply with, the terms and conditions of the DIP Term Sheet to the extent authorized under the Initial Order and, upon its entry, the Amended and Restated Initial Order, including, but not limited to, the payment of associated fees and expenses as they come due without further notice or order of this Court.

8. This Order shall be sufficient and conclusive notice and evidence of the grant, validity, perfection, and priority of the U.S. DIP Liens as they apply to the Debtors and their property located in the territorial jurisdiction of the United States without the necessity of filing or

recording this Order or any financing statement, mortgage, or other instrument or document which may otherwise be required under the law of any jurisdiction; provided that the Group is authorized to execute, and the DIP Lenders may file or record, any financing statements, mortgages, other instruments, or any other DIP Loan Documents (as defined in the DIP Term Sheet) to further evidence the validity, perfection, and priority of the U.S. DIP Liens as they apply to the Debtors and their property located in the territorial jurisdiction of the United States.

9. Any interim advances made to the Debtors by the DIP Lenders pursuant to the Initial Order or any Amended and Restated Initial Order and the DIP Term Sheet prior to this Court's determination on the Verified Petition seeking recognition of the Canadian Proceedings as "foreign main proceedings," shall, pursuant to sections 1507, 1519(a)(3), and 105(a) of the Bankruptcy Code, be deemed to have been made by the DIP Lenders in good faith, as that term is used in section 364(e) of the Bankruptcy Code,

10. Service in accordance with the procedures set forth in the *Motion of Foreign Representative for Entry of an Order Scheduling Recognition Hearing and Specifying the Form and Manner of Service of Notice* shall be deemed good and sufficient service and adequate notice for all purposes. The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or Local Rules.

11. Notwithstanding anything to the contrary in this Order, the exercise of rights not subject to the stay arising under section 362(a) of the Bankruptcy Code pursuant to paragraph (6), (7), (17), or (27) of section 362(b) or pursuant to section 362(o) shall not be stayed.

12. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

13. The terms and conditions of this Order shall be immediately effective and

enforceable upon its entry.

14. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: April 24th, 2026
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE