

Clerk's Stamp:



COURT FILE NUMBER

2501-06120

COURT

COURT OF KING'S BENCH OF ALBERTA

O120338

JUDICIAL CENTRE OF

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., SUNTERRA ENTERPRISES  
INC.

APPLICANT(S):

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., SUNTERRA ENTERPRISES  
INC.

DOCUMENT

AFFIDAVIT

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF PARTY  
FILING DOCUMENT

Blue Rock Law LLP  
700-215 9 Avenue SW  
Calgary AB T2P 1K3  
Attention: David W. Mann KC/Scott Chimuk  
Phone: (587) 317-0643/(587) 390-7041  
Fax: (825) 414-0831  
Email Address: david.mann@bluerocklaw.com  
scott.chimuk@bluerocklaw.com  
File No. 1375-00001

**AFFIDAVIT OF ARTHUR PRICE**  
**Sworn on December 8, 2025**

I, ARTHUR PRICE, of Alberta, SWEAR AND SAY THAT:

1. I am an authorized signatory of the Applicants, save for Trochu Meat Processors Ltd (“**Trochu**”) and Sunterra Beef Ltd (“**Sunterra Beef**”), which form part of the Sunterra Group. The Sunterra Group is a related group of companies registered in Alberta, Canada and the United States of America (US). I am authorized by all of the Applicants to depose this Affidavit and do so on their behalf. As such, I have personal knowledge of all the matters deposed to herein, except where stated to be based on information provided by other persons, and where so stated, I believe such information to be true.
2. This Affidavit is made in support of an application by the Applicants for an order extending the Stay Period (as defined below) to and including February 28, 2026.
3. All references to currency in this Affidavit are to Canadian dollars unless noted otherwise. The Applicants do not waive or intend to waive any applicable privilege by any statement herein.

### **Overview of the CCAA Proceedings**

4. All of the Applicants are private corporations incorporated in Alberta. The Applicant (collectively, the “**Sunterra Group**”) are members of the Sunterra Group, a diversified group of related companies ultimately owned and operated by members of the Price family, with a long and respected history in Canada.
5. On March 24, 2025, Sunterra Farms Ltd., Sunterra Food Corporation, Sunterra Quality Food Markets Inc., Sunwold Farms Limited and Trochu Meat Processors Ltd. each filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act*, R.S.C 1985, c. B-3, as amended.
6. On April 22, 2025 (the “**Filing Date**”), the Applicants, being the companies that comprise the Sunterra Group, were granted protection under *the Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to an Initial Order (the “**Initial Order**”) of this Honourable Court. The protections provided by the Initial Order—including the stay of proceedings and related benefits—extend to each entity within the Sunterra Group.
7. Among other things, the Initial Order:
  - a. appointed FTI Consulting Canada Inc. as Monitor within these CCAA proceedings (the “**Monitor**”);
  - b. granted an initial stay of all proceedings, demands, notices, remedies, and enforcement processes against the Sunterra Group, including protection for the Group’s directors, officers, employees, and representatives, until April 28, 2025 (the “**Stay Period**”);

- c. authorized, but did not require, the Sunterra Group to make certain pre-filing payments—subject to the prior consent of the Monitor—to key participants in its business operations and critical suppliers to support its ongoing restructuring efforts;
  - d. granted an Administration Charge and a Directors' Charge to secure fees and disbursements arising in connection with these proceedings; and
  - e. provided a framework designed to facilitate the orderly restructuring of the Sunterra Group's operations, thereby ensuring that the Group may continue its business as a going concern.
8. On April 28, 2025, the Court granted an Amended and Restated Initial Order which, among other things extended the Stay Period and all associated protective remedies until and including July 31, 2025. The Stay Period was subsequently extended to December 15, 2025.
  9. As part of these CCAA proceedings, the Court established an expedited litigation process to resolve the claims involving Compeer Financial, PCA ("**Compeer**") and National Bank of Canada ("**NBC**"). These claims are a central component of the Sunterra Group's restructuring efforts under the CCAA. This process was established to efficiently resolve complex claims and disputes, the resolution of which is a prerequisite to the Applicants' ability to formulate a viable Plan of Compromise or Arrangement.
  10. To manage this complex litigation in an orderly fashion, the parties have agreed to consent Orders, which set out a detailed litigation timetable in these CCAA proceedings. Pursuant to these orders critical applications among the Applicants, Compeer, and NBC were heard on December 4 and 5, 2025 (the "**December Hearings**").
  11. At the conclusion of the December Hearings the Court indicated it will need time to consider the arguments of the parties before rendering a decision. Moreover, the parties will need time to digest the decision and its ramifications, discuss matters with other stakeholders, and prepare the appropriate supporting material. This time period will extend beyond the current stay expiry of December 15, 2025. Accordingly, an extension of the Stay Period is essential to allow for the orderly resolution of these claims.

#### **Appropriate Circumstances Exist for the Extension**

12. The central and most pressing task in these CCAA proceedings is the resolution of significant and complex claims asserted by key creditors, namely NBC and Compeer.
13. The resolution of these claims is a fundamental prerequisite to the formulation of a viable Plan of Compromise or Arrangement. The Applicants cannot finalize a restructuring proposal, quantify the

potential recoveries for the broader creditor body, or prepare for a creditors' meeting to consider a plan until the quantum and validity of these claims are determined through the established litigation process.

14. Therefore, circumstances exist that make the extension appropriate. The extension is necessary to maintain the stability and integrity of the Court-supervised claims resolution process. Allowing the stay to expire would prematurely terminate this orderly process, jeopardizing the restructuring and likely leading to a chaotic and value-destructive enforcement of remedies by individual creditors, which would be to the detriment of all stakeholders.

### **The Applicants Have Acted, and are Acting, in Good Faith and with Due Diligence**

15. The Applicants have acted, and continue to act, in good faith and with due diligence throughout these CCAA proceedings.
16. **Active Restructuring Efforts:** The Applicants' primary focus has been on the most critical path item for this restructuring: the resolution of creditor claims. Our diligent and active participation in the expedited litigation process is the most tangible and important step we can take at this stage to advance these proceedings toward a resolution and the filing of a Plan.
17. **Orderly Process Management:** The Applicants have taken concrete steps to manage these CCAA proceedings efficiently. This includes working with the Monitor to establish a claims process to identify and resolve all creditor claims in an orderly fashion. The expedited litigation with Compeer and NBC is a central feature of the claims process.
18. **Stabilization of Operations and Liquidity:** Since the Initial Order was granted, the Applicants have successfully stabilized and continued to operate their businesses in the ordinary course. This has preserved the going-concern value of the Sunterra Group, ensuring continued employment for our employees and service to our customers and communities. Based on cash flow projections reviewed by the Monitor, the Applicants are projected to have sufficient liquidity to fund their ongoing obligations during the proposed extension period, ensuring that no material prejudice will be caused to our stakeholders by granting this extension.

### **Conclusion**

19. The Applicants are seeking to extend the Stay Period up to and including February 28, 2026, to ensure that the restructuring process and the expedited litigation have adequate time to fully unfold. This extension will enable the Sunterra Group, with the continued assistance of the Monitor, to implement its restructuring strategy while addressing creditor claims and other operational matters.

20. I am further informed by the Monitor that it supports this request for an extension of the Stay Period to ensure a controlled and orderly process that benefits all parties involved.
21. The Applicants have acted, and are continuing to act, in good faith and with due diligence to advance these CCAA proceedings in a manner consistent with the remedial objectives of the CCAA.
22. I believe that granting the requested extension is in the best interests of the Applicants and their stakeholders as a whole.
23. I make this Affidavit in good faith and for no improper purpose.

**SWORN BEFORE ME** at Calgary, Alberta  
this 8<sup>th</sup> day of December, 2025.



Commissioner for Oaths in and for the  
Province of Alberta



**ARTHUR PRICE**

**CHARLOTTE PITTMAN**  
A Commissioner for Oaths and  
a Notary Public in and for Alberta  
being a Student-at-Law.

