

**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)

**SUPPLEMENTAL DECLARATION OF JEFFREY OLIVER
IN SUPPORT OF VERIFIED PETITION**

I, Jeffrey Oliver, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the law of the United States, as follows:²

1. I am a partner of the Canadian law firm of Cassels Brock & Blackwell LLP, Suite 3700, Bankers Hall West, 888 3rd Street SW, Calgary, AB T2P 5C5 Canada. I am counsel to the above-captioned Debtors (the “Debtors”), which are the subject of proceedings (the “Canadian Proceedings”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) that are currently pending before the Court of King’s Bench of Alberta (the “Canadian Court”).

2. My professional background and qualifications are detailed in the *Declaration of Jeffrey Oliver as Canadian Counsel to the Debtors in Support of the Debtors’ Chapter 15 Petitions*

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 but not defined herein shall have the meanings ascribed to them in the Oliver First Day Declaration or the ARIQ, as applicable.

and Requests for Certain Related Relief Pursuant to Chapter 15 of the Bankruptcy Code [D.I. 5] (the “Oliver First Day Declaration”).

3. I submit this supplemental declaration (the “Supplemental Declaration”) in support of the *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* [D.I. 4] (the “Verified Petition”) and together with the Official Form 401 Petition for each Debtor, collectively, the “Chapter 15 Petitions”, each filed in these chapter 15 cases, the “Chapter 15 Cases”), and to aid the United States Bankruptcy Court for the District of Delaware (the “Court”) in understanding certain areas of Canadian law and relief granted to the Debtors by the Canadian Court in the Canadian Proceedings.

4. If I were called upon to testify, I could and would testify competently to the statements set forth herein. I am authorized to submit this Supplemental Declaration on behalf of the Debtors.

5. In preparing this Supplemental Declaration, I have reviewed (i) the Chapter 15 Petitions, (ii) the documents submitted in the Chapter 15 Cases, (iii) the documents submitted in the Canadian Proceedings, (iv) the Initial Order and the ARIO (each as defined below), and (v) the applicable provisions of the CCAA and other provisions of Canadian law that I consider relevant to the Chapter 15 Cases.

**THE CANADIAN PROCEEDINGS AND
RELIEF GRANTED BY THE CANADIAN COURT**

6. On April 17, 2026, the Debtors commenced the Canadian Proceedings pursuant to the CCAA, and the Canadian Court entered an initial order (the “Initial Order”) on April 21, 2026, granting certain initial relief in connection with the Canadian Proceedings. A true and correct copy of the Initial Order is attached to the *Declaration of Deryck Helkaa in Support of (I) Debtors’*

Verified Petition for (A) Recognition of Foreign Main Proceedings, (B) Recognition of Foreign Representative, and (C) Related Relief Under Chapter 15 of the Bankruptcy Code and (II) Foreign Representative's Motion for Provisional Relief [D.I. 5].

7. The Canadian Court held a “Comeback Hearing” on May 1, 2025 and entered an amended and restated initial order (the “ARIO” and together with the Initial Order, the “Canadian Orders”). A true and correct copy of the Amended and Restated Initial Order is attached to the *Notice of Filing of Amended and Restated Initial Order* [D.I. 36].

8. **Stay of Proceedings.** The ARIO provides that, until and including June 19, 2026, or such later date ordered by the Court (the “Stay Period”), all enforcement actions and proceedings are stayed as to the Debtors, certain non-Debtor affiliates (the “Non-Debtor Stay Parties”),³ the Monitor, and the Debtors’ former, current, and future directors and officers (the “D&Os”). *See* ARIO ¶¶ 3, 16, 22.

9. With respect to the Non-Debtor Stay Parties, the Canadian Court found that such entities are “integrally related” to the Debtors’ business and granted such entities “the same benefits, protections, duties, obligations, and authorizations” as provided to the Debtors in the Canadian Orders. *See* Canadian Orders ¶ 3.

10. With respect to the stay of proceedings against the D&Os, such stay was granted by the Canadian Court (*See* Canadian Orders ¶ 22) and is authorized under the CCAA. Specifically, section 11.03(1) of the CCAA authorizes the Canadian Court to include in its order that no person may commence or continue any action against a director of the company on any claim against directors that arose before the commencement of CCAA proceedings, where it relates to obligations of the company that directors are under any law liable in their capacity as

³ The Non-Debtor Stay Parties include Monette Farms Land LP, Monette Farms Land II LP, and Monette Farms BC LP.

directors for payment, until a plan in respect of the company is filed and approved by the Canadian Court or is refused by the creditors or such court. The Canadian Orders include an exception for subsection 11.03(2) of the CCAA, which provides that the stay does not apply in respect of an action against a director on a guarantee given by the director relating to the company's obligations or an action seeking injunctive relief against a director in relation to the company.

11. In my experience, a stay of actions against non-debtors and the debtors' directors and officers, like the stay granted by the Canadian Court in the Canadian Proceedings, is a standard feature of proceedings under the CCAA, and the relief is the same as the relief included in commercial practice template orders provided by the Court of King's Bench of Alberta for all CCAA proceedings commenced in Alberta.

12. **Role of Monitor.** The Canadian Court appoints a monitor as an independent officer of the Canadian Court to oversee any restructurings, report on the debtor's business and financial affairs, and provide recommendations to the Canadian Court. Canadian courts accord the monitor's views significant persuasive weight given the monitor's neutrality, expertise, and ongoing oversight. While the Canadian Court retains ultimate discretion, it generally gives deference to the monitor's factual assessments and practical recommendations on matters of business judgment, stakeholder impacts, and feasibility of proposed steps, particularly where those recommendations are supported by evidence, are consistent with the CCAA's remedial objectives, and have been formulated after consultation with affected stakeholders. The monitor is the "eyes, ears and nose" of the Canadian Court and must remain neutral amongst various stakeholders. Canadian courts treat monitor's reports and recommendations as influential in approving relief, including interim financing. Canadian courts will scrutinize the monitor's pre-filing advisory role where there is evidence of potential bias. However, they regularly appoint parties as monitor notwithstanding

pre-filing advice. This is on the basis that a monitor must be a licensed insolvency practitioner and is bound to act honestly, in good faith, and comply with a code of ethics. A party's pre-filing advisory role ceases on appointment as monitor.

13. **Monitor's Investigation of Liens.** Under the Canadian Orders, the Monitor is required to investigate liens of the Debtors' syndicate of lenders (the "Syndicate") that arose prior to the filing of the Canadian Proceeding before any distributions are made. Specifically, the Canadian Orders provide that "[s]ubject to the Monitor being satisfied (following a review of the security and proprietary rights of stakeholders) that the Syndicate has valid and senior ranking security in respect of any of the Property of the Group, the Group is hereby authorized, without further order of this Court and in accordance with the DIP Term Sheet, to make distributions from time to time first to any parties holding claims senior to the Syndicate in respect of such property, then in accordance with the distribution waterfall specified in the Term Sheet." *See* Canadian Orders ¶ 48. Osler, Hoskin & Harcourt LLP is counsel to the Monitor and assists in carrying out its duties and responsibilities.

14. **Notice of Charges to Secured Creditors.** Under the Canadian Orders, and pursuant to section 11.2(1) of the CCAA, secured creditors that are likely to be affected by the charges created by the order, including the Administrative Charge, Directors' Charge, and DIP Lenders' Charge (collectively, the "Charges"), must be provided notice of the Debtors' application commencing the Canadian Proceedings. *See* Canadian Orders at 2. Section 11.2(1) of the CCAA provides that "[o]n application by a debtor company and on notice to the secured creditors who are likely to be affected by the security or charge, a court may make an order declaring that all or part of the company's property is subject to a security or charge—in an amount that the court considers appropriate—in favour of a person specified in the order who agrees to lend to the

company an amount approved by the court as being required by the company, having regard to its cash-flow statement.” It is similarly a condition under the DIP Term Sheet for all additional draws that all secured creditors likely to be affected be given notice of the Initial Order and the ARIO.

15. To the extent that a secured creditor does not receive notice of the Charges, that creditor’s lien cannot be primed by the Charges provided for in the Canadian Orders.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on this 11th day of May 2026
Calgary, Alberta, Canada

/s/ Jeffrey Oliver
Jeffrey Oliver
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