

Clerk's Stamp:

COURT FILE NUMBER
COURT
JUDICIAL CENTRE OF

2501-06120
COURT OF KING'S BENCH OF ALBERTA
CALGARY

HW

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

**CHIEF RESTRUCTURING ADVISOR
APPOINTMENT ORDER**

CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT:

Goodmans LLP
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7
Attention: Robert J. Chadwick / Caroline Descours /
Andrew Harmes / Gurratan Gill
Phone: 416.597.4285 / 416.597.6275
Fax: 416.979.1234
Email Address: rchadwick@goodmans.ca
cdescours@goodmans.ca
aharmes@goodmans.ca
ggill@goodmans.ca

**DATE ON WHICH ORDER WAS
PRONOUNCED:**
**NAME OF JUDGE WHO MADE THIS
ORDER:**
LOCATION OF HEARING:

April 28, 2026
Michael J. Lema
Calgary, Alberta

UPON the Application 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. (the “**Applicants**”), filed on April 21, 2026 (the “**Application**”); **AND UPON** having read the Affidavit of Arthur Price sworn April 21, 2026 (the “**Price Affidavit**”) and the Affidavit of Service of Andrew Harmes sworn April 22, 2026, filed; **AND UPON** having read the Seventh Report of the Monitor, FTI Consulting Canada Inc. (the “**Monitor**”); **AND UPON** hearing counsel for the Applicants, counsel for the Monitor, counsel for National Bank of Canada, counsel for Compeer Financial, PCA, and counsel for Farm Credit Canada, and such other parties present; **IT IS HEREBY ORDERED AND DECLARED THAT:**

SERVICE AND DEFINITIONS

1. The time for service of the Application is hereby abridged and deemed good and sufficient and this Application is properly returnable today.
2. Unless otherwise stated, any capitalized terms used and not defined herein shall have the meaning given to such terms in the Second Amended and Restated Initial Order of this Court dated March 4, 2026 (the “**Second ARIO**”).

APPOINTMENT OF CHIEF RESTRUCTURING ADVISOR

3. Neil Narfason Professional Corporation (“**NNPC**”) is hereby appointed as the chief restructuring advisor of the Applicants (the “**Chief Restructuring Advisor**”) and the payment of the fees and expenses of the Chief Restructuring Advisor contemplated by the engagement agreement dated as of February 20, 2026 (the “**Chief Restructuring Advisor Engagement Letter**”), a copy of which is attached as Exhibit “B” to the Price Affidavit, is hereby approved, subject to the terms of the Chief Restructuring Advisor Engagement Letter.
4. The Chief Restructuring Advisor shall:
 - (a) be authorized to represent the Applicants and each of them in negotiations with third parties, including creditors and other stakeholders of the Applicants;
 - (b) have the sole and exclusive authority to oversee and advance possible restructuring solutions, including any Plan or any other similar restructuring or reorganization transaction (subject to Court approval, as applicable);
 - (c) have the sole and exclusive authority, on behalf of the Applicants, to oversee and advance possible sale, investment or refinancing alternatives, including, without limitation, the

SISP (as defined in the Price Affidavit) pursuant to the terms of SISP (subject to Court approval, as applicable);

- (d) be authorized to evaluate claims against the Applicants on behalf of the Applicants;
- (e) be authorized to consult with the Applicants and their counsel to seek any Court order or other relief which may be necessary or appropriate in order to convey the property and assets of the Applicants to a purchaser, or to implement a restructuring of the Applicants;
- (f) be authorized to communicate with and provide information to the Monitor and other stakeholders regarding the business and affairs of the Applicants, as may be reasonably requested, provided that in the case of information that the Chief Restructuring Advisor has been advised by the Applicants is confidential, the Chief Restructuring Advisor shall not provide such information to any stakeholder unless otherwise directed by this Court or on such terms as the Applicants may agree;
- (g) be authorized to consult with the Applicants and their counsel to seek any order or respond to any motion or application brought by any other person in the CCAA proceeding, on a basis consistent with the objectives of the CCAA process;
- (h) be authorized to take such other steps as are incidental to and necessary for the advancement of the CCAA proceeding and the Applicants' restructuring, sale, investment or refinancing efforts, and
- (i) report to the applicable boards of directors of the Applicants, provided that, with respect to the advancement of any sale, investment or refinancing alternatives, including, without limitation, the SISP, the Chief Restructuring Advisor shall also report to the Monitor or the Court, as applicable,

provided that, for greater certainty, nothing in this Order shall or shall be construed to (i) authorize the Chief Restructuring Advisor to exercise any powers properly exercised by a board of directors or any officer of the Applicants, (ii) eliminate or modify any requirement for any approval by a board of directors of the Applicants with respect to any actions taken by the Chief Restructuring Advisor pursuant to subparagraphs 4(a) to 4(h) of this Order, provided, however, that the Chief Restructuring Advisor shall be permitted, in its sole and absolute discretion, to bring before the Court any matter regarding the SISP for which approval by the applicable board of directors has

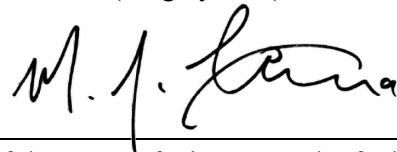
been refused or withheld, or (iii) authorize the Chief Restructuring Advisor to contract for or bind the Applicants in any manner without the Applicants' express prior written consent.

5. In addition to the rights and protections afforded to the Chief Restructuring Advisor as an officer of this Court, none of the Chief Restructuring Advisor, any of its employees, directors, officers or shareholders, or any other Person employed or engaged by NNPC to provide services to the Applicants pursuant to the Chief Restructuring Advisor Engagement Letter (each, a "**Consultant**") shall be or be deemed to be a director, de facto director, officer, or employee of any of the Applicants unless consented to in writing by such Person and the Applicants.
6. Neither the Chief Restructuring Advisor nor any Consultant shall, as a result of the performance of their obligations and duties under this Order or the Chief Restructuring Advisor Engagement Letter, be deemed to be in possession of any of the Property within the meaning of any federal or provincial environmental legislation; provided, however, that if the Chief Restructuring Advisor or any Consultant is nevertheless found to be in possession of any such Property, then the Chief Restructuring Advisor and/or such Consultant, as the case may be, shall be entitled to the benefits and protections in relation to the Applicants and such Property as are provided to a monitor under Section 11.8(3) of the CCAA; provided further, however, that nothing in this paragraph 6 shall exempt the Chief Restructuring Advisor and/or any Consultant from any duty to report or make disclosure imposed by a law incorporated by reference in Section 11.8(4) of the CCAA.
7. The Chief Restructuring Advisor shall not have any liability with respect to any losses, claims, damages or liabilities, of any nature or kind, to any Person from and after the date of this Order (including, without limitation, as a result of its appointment or the carrying out of the provisions of this Order) except to the extent such losses, claims, damages or liabilities result from the gross negligence or wilful misconduct on the part of the Chief Restructuring Advisor, as determined pursuant to a final order of this Court that is not subject to appeal or other review and all rights to seek any such appeal or other review shall have expired.
8. No action or other proceeding shall be commenced directly, or by way of counterclaim, third party claim or otherwise, against or in respect of the Chief Restructuring Advisor, and all rights and remedies of any Person against or in respect of the Chief Restructuring Advisor are hereby stayed and suspended, except with the written consent of the Chief Restructuring Advisor and the Monitor or with leave of this Court on notice to the Applicants, the Monitor and the Chief Restructuring Advisor. Notice of any such applicant seeking leave of this Court shall be served upon the

Applicants, the Monitor and the Chief Restructuring Advisor at least seven (7) days prior to the return date of any such application for leave.

GENERAL

9. The Applicants, or any of them, the Monitor and/or the Chief Restructuring Advisor may, from time to time, apply to this Court to seek advice and directions in connection with this Order.
10. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any foreign jurisdiction, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.
11. This Order and all of its provisions are effective as of 12:01 a.m. (Calgary time) on the date of this Order.



Justice of the Court of King's Bench of Alberta