



FORCE FILED

No. S245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc., in its capacity as court-appointed Monitor of the Petitioners (the "**Monitor**").

To: The Service List, a copy of which is attached hereto as Schedule "A"

TAKE NOTICE that an application will be made by the applicant before the Honourable Madam Justice Gropper in person at 800 Smithe Street, Vancouver BC on April 28, 2025 at 10:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take a full day.

This matter is not within the jurisdiction of an associate judge. Madam Justice Gropper is seized of these proceedings. The date and time of this application has been set by Scheduling.

Part 1 ORDERS SOUGHT

1. An order substantially in the form attached hereto as Schedule "B" (the "**Claims Process Order**") approving the Claims Process (as defined below).

2. An order (the “**AGM Extension Order**”) substantially in the form attached hereto as Schedule “C” extending the time for BCTFC to call an annual general meeting (“**AGM**”) of its members until November 28, 2025, unless further extended by further order of this Court.
3. Such further and other relief as this Honourable Court may deem just.

Part 2 FACTUAL BASIS

4. Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the eleventh report of the Monitor dated April 23, 2025.

Overview

5. On August 26, 2024, this court granted, among other orders, an amended and restated initial order which, among other things, appointed A&M as monitor of the Petitioners with certain enhanced powers, including to market and sell the Petitioners’ assets.
6. Prior to these CCAA Proceedings, BCTFC owned a number of packaging and fruit storage facilities in British Columbia, through which BCTFC packaged, promoted and sold fruit produced by local fruit growers.
7. Since the commencement of these CCAA Proceedings, BCTFC and GSC, through the Monitor, have actively marketed and sold many of their assets and facilities to restructure their affairs. The Monitor has received a number of bids and is working to consummate a viable agreement for the sale of the Petitioners’ remaining assets, including BCTFC’s real property.
8. Monitor now seeks to initiate a claims process to determine the amount and nature of the outstanding claims against the Petitioners. This will enable the Petitioners to later make distributions to creditors, and will ensure all stakeholders, including members, have more complete information as to the financial circumstances of the Petitioners, particularly in relation to the decision as to how these proceedings are to be concluded.

Claims Process

9. The Monitor seeks the Claims Process Order in order to verify, solicit and resolve existing claims against the Petitioners as well claims against their directors and officers.

10. The Claims Process Order establishes a claims process (the “**Claims Process**”) whereby:
- (a) the majority of claims will be subject to a reverse (or “negative notice”) claims process whereby the Monitor will give notice to claimants understood to hold claims against the Petitioners by posting the amount and characterization (i.e. secured or unsecured) of such claims on the Monitor’s Website, which will be deemed to be proven claims unless a claimant disputes it by filing a Proof of Claim with the Monitor in accordance with the prescribed process and timeline; and
 - (b) any further claims that are not otherwise captured by the above-described reverse claims process will be subject to an affirmative claims process pursuant to which the claimant must file a Proof of Claim with the Monitor that includes all pre-filing and restructuring claims against the Petitioners, as well as any claims against the directors and officers; and
 - (c) if any claims cannot be consensually resolved, such claims will be subject to adjudication before this court.
11. Under the Claims Process, the growers claims proven pursuant to the order granted in these CCAA Proceedings on October 24, 2024, as well as claims under charges granted in the ARIO will be Excluded Claims (as such term is defined in the Claims Process Order) and need not be proved as part of the proposed Claims Process.
12. The proposed Claims Process contemplates the following timeline:

Date	Event
April 28, 2025	Granting of the Claims Process Order
As soon as practicable	Monitor to post the Claims Process Order, the Notice to Claimants, the Known Claimants List, the Instruction Letter, and the General Claims Package to the Monitor’s Website Monitor to publish the Notice to Claimants notice in Vancouver Sun and Castanet.net
May 2, 2025	Deadline for the Monitor to send the Instruction Letter to the Known Claimants and post the Known Creditors List on the Monitor’s Website
June 6, 2025	Claims Bar Date
The date that is 20 days after the date of the applicable	Restructuring Period Claims Bar Date

Notice of Disclaimer or Resiliation	
Twenty (20) days after the Business Day on which the Monitor is deemed to have received the Proof of Claim, or by June 27, 2025, whichever comes later	Deadline for the Monitor to send a Notice of Revision or Disallowance to a Claimant if the Monitor disputes the Claimant's Proof of Claim.
Within fourteen (14) days after the Business Day on which the Claimant is deemed to have received the Notice of Revision or Disallowance	Deadline for a Claimant to send a Notice of Dispute to the Monitor if it disputes the Monitor's Notice of Revision or Disallowance.
Within 7 days prior to the date fixed by this Honourable Court for a vote on any plan of arrangement or any distribution	Deadline for a Claimant to assign or transfer their Claim to any third-party.

13. The proposed Claims Process is, in the Monitor's view, a fair and reasonable method of identifying, quantifying, and resolving all claims against the Petitioners and their directors and officers. The Claims Procedure Order contemplates a combination of reverse and traditional claims processes, along with an adjudication process aimed at a consensual resolution, and ensures that the universe of claims is comprehensively solicited and the nature, quantum, and validity of claims are determined as fairly and expeditiously as possible.
14. The notification process described in the Claims Process Order will provide claimants with adequate notice of the Claims Process. It contemplates, among other things, publishing the Notice to Claimants (as set out in Schedule "H" of the Claims Process Order) in the Vancouver Sun and on CastaNet.net, a popular news outlet in the Okanagan. Furthermore, the timeline contemplated by the Claims Process provides an adequate opportunity for claimants to prove their claims prior to the Claims Bar Date and the Restructuring Claims Bar Date, as applicable..

15. The Claims Process was developed by the Monitor following consultation with the Petitioners and the Members Representative Counsel.

Postponement of AGM

16. Prior to the commencement of the within proceedings, BCTFC had scheduled an AGM to be held on November 21, 2024.
17. In its second report to the court dated September 27, 2024, the Monitor reported that holding an AGM was “not necessary and should be postponed until a date no later than April 30, 2025, subject to further extension by the Court” as:
 - (a) holding the AGM would cause the Petitioners to incur substantial costs, including over \$10,000 for voting equipment, refreshments, security and member notifications;
 - (b) the Monitor’s expanded powers granted under the ARIO allow it to manage and operate the Petitioners’ business, and the board of directors is not involved in BCTFC’s decision-making process;
 - (c) information about the developments in these CCAA proceedings are regularly communicated to the board members and are otherwise available on the Monitor’s website; and
 - (d) dedicating time and resources to the AGM would be prejudicial and distract management and the Monitor from advancing the ongoing sales process and proposed Claims Process.
18. On October 4, 2024, this court granted an order, among other things, extending the time for BCTFC to call an annual general meeting of its members until a date not later than April 30, 2025, unless further extended by further order of this court.
19. The Monitor now seeks a further extension of the time for BCTFC to call the AGM for substantially similar reasons. In particular, an AGM would provide little benefit as the board continues to have no involvement in the decision making of BCTFC and the relevant parties are kept apprised of the developments in these CCAA proceedings through the

Monitor's continuous reporting. The Monitor and the Petitioners are also working with the Petitioners' external auditor to explore the possibility of completing the 2024 audited statements.

20. Additionally, the Monitor is of the view that at the AGM, it would be beneficial for members to have the additional financial information which would be available at the conclusion of the proposed Claims Process.
21. Based on the foregoing, the Monitor seeks to postpone the AGM to November 28, 2025, or such later date as may later be ordered by this court.

Part 3 LEGAL BASIS

22. The Monitor relies on:

- (a) the CCAA and, in particular, s. 11;
- (b) *Cooperative Association Act*, SBC 1999, c 28 (the “Co-op Act”)
- (c) Supreme Court Civil Rules, in particular Rules 8-1, 13-1, and 22-4;
- (d) the inherent and equitable jurisdiction of this Court; and
- (e) such further and other legal bases and authorities as counsel may advise and this Court may permit.

A. The Claims Process should be approved

a. Authority to approve a claims process

23. Section 11 of the CCAA affords the court the jurisdiction to make any order it considers appropriate in the circumstances, which includes the ability to approve a process to solicit claims against debtor companies.¹
24. Such approval is frequently granted as claims processes are a commonly recognized element of CCAA proceedings and are an important step in a restructuring.²

¹ CCAA, s.11; *1057863 B.C. Ltd. (Re)*, 2024 BCSC 1111, at paras. 34-35 [*Northern Pulp*]

² *Northern Pulp*, at para. 35; *Quest University Canada (Re)*, 2020 BCSC 1845, at paras. 20-21; *Bul River Mineral Corp. (Re)*, 2014 BCSC 1732 at paras 29–32.

25. A claims process is “an essential component of any plan”.³ A claims process order, and, in particular, a claims bar date, assist the debtor in determining the universe of claims against it and provide greater certainty for the debtor and its stakeholders in making informed choices about restructuring options.⁴
26. Claims process orders should be both flexible and expeditious, in order to achieve the broad remedial objectives of the CCAA and ensure that stakeholders are treated as advantageously and fairly as the circumstances permit in a restructuring process.⁵ The order should be drafted carefully to ensure that it is fair and reasonable to all stakeholders, including those who will be directly affected by the acceptance of other claims.⁶ This Court has the authority to approve a bespoke claims process where “the situation calls for it”.⁷
27. This Court has recognized that negative notice claims processes are particularly appropriate where, as here, a large insolvent company has full knowledge and details of amounts owing to certain creditors. A negative notice claims process can eliminate the need for filing proofs of claim and ensure that known claims do not slip through the cracks because particular claimants failed to file claims on a timely basis.
28. For instance, in *Re Mountain Equipment Co-Operative, 2020 BCSC 2037*, in the context of employee claims, the court observed that the choice of a negative notice claims process was “as streamlined a process as possible for the former employees” and “designed to specifically address their unique interests.”⁸
29. The proposed Claims Process also incorporates steps to ensure any Persons holding Claims that are not included in the Known Claimants List, or who wishes to assert a further Claim against the Petitioners or their directors and officers, are provided a reasonable opportunity to file a Proof of Claim.

³ *Re Laurentian University of Sudbury*, 2021 ONSC 3885 at para. 31 [“**Laurentian**”].

⁴ *Re Toys “R” Us (Canada) Ltd.*, 2018 ONSC 609 [Commercial List] at para. 8 [“**Toys “R” Us**”]; *Re Timminco Ltd.*, 2014 ONSC 3393 at para. 40 [“**Timminco**”].

⁵ *Re ScoZinc Ltd.*, 2009 NSSC 136 at para. 23; *Laurentian* at para. 30.

⁶ *Laurentian* at para. 32.

⁷ *Laurentian* at para. 41.

⁸ *MEC* at paras. 12, 38, and 60.

30. The bespoke nature of the proposed Claims Process responds to the nature of the Claimants and stakeholder groups in the Petitioners' business. At the same time, it satisfies the purpose of claims processes, which is "to streamline the resolution of claims against an insolvent debtor in the most time sensitive and cost efficient manner."⁹
31. The Monitor submits that the Claims Process Order, including the timeline and process contemplated therein, is appropriate in the circumstances.

C. The AGM should be extended

32. The *Co-op Act* requires every association to hold a general meeting at least once in every calendar year. It does not provide express authority to extend the time for calling an annual meeting. In seeking to adjourn the AGM to a later date, BCTFC relies on the Court's statutory jurisdiction under section 11 of the CCAA.

Co-op Act, s. 143

33. The broad scope of powers provided under section 11 of the CCAA allow the Court to make "any order that it considers appropriate in the circumstances".

CCAA, s. 11

34. In *Ted Leroy Trucking Ltd., Re*, the Supreme Court addressed circumstances in which an order may be "appropriate" under section 11, and stated that the test is whether the order advances the policy objectives of the CCAA. Namely, whether the order will assist in avoiding the social and economic losses which typically result from the liquidation of an insolvent company.

Century Services Inc. v. Canada (Attorney General), 2010 SCC 60, at para. 70 [*Century Services*].

35. In reaching its conclusion, the Supreme Court further had regard to the role of the CCAA as, "creating conditions for preserving the status quo in restructuring proceedings".

Century Services, at para. 77.

⁹ *Re Canwest Global Communications Corp.*, 2011 ONSC 2215 [Commercial List] at para. 40.

36. An order extending the timeline for the calling of the AGM under the Co-op Act is justified, including because it preserves the status quo and protects BCTFC's restructuring efforts, in line with the remedial purposes of the CCAA.
37. Canadian courts have relied on their broad jurisdiction under section 11 of the CCAA to grant similar relief. See, for example, *Re CannTrust Holdings Inc.* (unreported), court file no. CV-00638930-00CL, order dated September 16, 2020, and *1077 Holdings Co-Operative (Re)*, 2021 BCSC 42, at paras. 93-95, 100-101.
38. In the case at hand, there is no prejudice in postponing the AGM, including because the Monitor appointed to monitor the business and affairs of BCTFC reports to the Court and stakeholders regularly on the business of BCTFC and the progress of these CCAA proceedings, including providing cashflow forecasts. There is no need for a vote on the board members; the Monitor is expressly empowered to make all necessary decisions for the Petitioners to the exclusion of, among others, the directors (see para. 29 of the ARIO).
39. Conversely, requiring BCTFC to hold an AGM at this time would cause BCTFC to incur significant expense and distract the Monitor and management from the ongoing restructuring efforts, including the proposed Claims Process and the ongoing sales process, to the detriment of BCTFC and its stakeholders.
40. The Monitor submits that extending the time for BCTFC to call its AGM is appropriate in the circumstances.

Part 4 MATERIAL TO BE RELIED ON

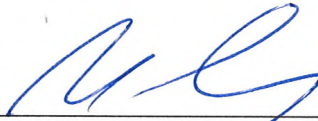
41. Eleventh Report of the Monitor, dated April 23, 2025.
42. Such further and other materials as counsel may advise and this Court may allow.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,

- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: 23-Apr-2025

for: 

Signature of Kibben Jackson
Lawyer for the Monitor, Alvarez & Marsal
Canada Inc.

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs of Part 1 of
this Notice of Application

☐ with the following variations and additional terms:

.....
.....
.....

Date:

.....
Signature of ☐ Judge ☐ Associate
Judge

The Solicitors for the Monitor are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 3131 Facsimile: +1 604 631 3232 E-mail: kjackson@fasken.com (Reference: Kibben Jackson/285937.00020)

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts
- ☒ none of the above

SCHEDULE "A"

SERVICE LIST

No. S245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

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AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

CCAA SERVICE LIST

As at March 18, 2025

<p>Fasken Martineau DuMoulin LLP</p> <p>Attention: Kibben Jackson Mishaal Gill Heidi Esslinger Suzanne Volkow</p> <p>Email: kjackson@fasken.com mgill@fasken.com hesslinger@fasken.com svolkow@fasken.com jbeaulieu@fasken.com richeung@fasken.com</p> <p><i>Counsel for the Monitor, Alvarez & Marsal Canada Inc.</i></p>	<p>Norton Rose Fulbright Canada LLP</p> <p>Attention: Howard Gorman, K.C. Scott Silver</p> <p>Email: howard.gorman@nortonrosefulbright.com Scott.Silver@nortonrosefulbright.com</p> <p><i>Counsel for the Petitioners</i></p>
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<p>Alvarez & Marsal Canada Inc.</p> <p>Attention: Todd Martin Anthony Tillman Pinky Law Monica Cheung</p> <p>Email: tmartin@alvarezandmarsal.com atillman@alvarezandmarsal.com pinky.law@alvarezandmarsal.com monicacheung@alvarezandmarsal.com</p> <p><i>Court Appointed Monitor</i></p>	
<p>PricewaterhouseCoopers Inc.</p> <p>Attention: Michelle Grant Michelle Pickett</p> <p>Email: michelle.grant@pwc.com michelle.pickett@pwc.com</p>	<p>Koskie Glavin Gordon</p> <p>Attention: Anthony Glavin Raashi Ahluwalia</p> <p>Email: glavin@koskieglavin.com RAhluwalia@koskieglavin.com</p> <p><i>Counsel for UFCW Local 247</i></p>
<p>Osler LLP</p> <p>Attention: Mary Buttery, K.C. Emma Newbery Christian Garton Lucas Hodgson</p> <p>Email: mattery@osler.com enewbery@osler.com cgarton@osler.com lhodgson@osler.com</p> <p><i>Counsel for BC Tree Fruits members</i></p>	<p>Province of British Columbia</p> <p>Attention: Aaron Welch</p> <p>Email: aaron.welch@gov.bc.ca AGLSBRevTaxInsolvency@gov.bc.ca</p>

<p>Dentons Canada LLP</p> <p>Attention: Jordan Schultz Cassandra Federico Chelsea Denton</p> <p>Email: jordan.schultz@dentons.com cassandra.federico@dentons.com chelsea.denton@dentons.com</p> <p><i>Counsel for Bayer Cropscience Inc.</i></p>	<p>FH&P Lawyers LLP</p> <p>Attention: Clay Williams Wendy Advocaat Wendy Cheung</p> <p>Email: cwilliams@fhplawyers.com wadvocaat@fhplawyers.com wcheung@fhplawyers.com</p> <p><i>Counsel for Glacier Heights Refrigeration Inc., Keldon Electric Ltd., Rock Welding Ltd., Armitage Electric and Van Doren Sales North Inc.</i></p>
<p>MLT Aikins LLP</p> <p>Attention: Lisa Ridgedale Marisa McGarry</p> <p>Email: lrridgedale@mltaikins.com mwarnick@mltaikins.com mmcgarry@mltaikins.com</p> <p><i>Counsel for AgResource</i></p>	<p>Department of Justice Canada British Columbia Regional Office</p> <p>Attention: Aminollah Sabzevari Charlotte Woo Khanh Gonzalez</p> <p>Email: Aminollah.Sabzevari@justice.gc.ca Charlotte.Woo@justice.gc.ca Khanh.Gonzalez@justice.gc.ca</p>
<p>Lax O'Sullivan Lisus Gottlieb LLP</p> <p>Attention: Rahool Agarwal Annecy Pang</p> <p>Email: ragarwal@lolg.ca apang@lolg.ca</p> <p><i>Counsel for Mangal Capital Inc.</i></p>	<p>Dentons Canada LLP</p> <p>Attention: Eamonn Watson Afshan Naveed</p> <p>Email: Eamonn.watson@dentons.com Afshan.naveed@dentons.com</p> <p><i>Counsel for BC Investment Agriculture Foundation</i></p>
<p>Mission Bottle Washing Co. Ltd.</p> <p>Attention: Maged Said</p> <p>Email: msaid@mbwco.ca</p>	<p>Vernon Law</p> <p>Attention: Steven Dvorak</p> <p>Email: sdd@vernonlaw.ca</p> <p><i>Counsel for N.M. Bartlett Inc.</i></p>

E-Service List

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SCHEDULE "B"
CLAIMS PROCESS ORDER

See attached.

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

ORDER MADE AFTER APPLICATION
(CLAIMS PROCESS ORDER)

BEFORE THE HONOURABLE
JUSTICE GROPPER

) April 28, 2025
)
)

ON THE APPLICATION OF Alvarez & Marsal Canada Inc. in its capacity as monitor of the Petitioners (in such capacity, the “**Monitor**”) coming on for hearing at Vancouver, British Columbia on this date; AND ON HEARING Kibben Jackson and Heidi Esslinger, counsel for the Monitor, and those counsel listed in Schedule “A” attached hereto; AND UPON READING the material filed, including the Eleventh Report of the Monitor dated April 23, 2025; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), the British Columbia *Supreme Court Civil Rules*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of this notice of application and supporting materials is hereby abridged such that the notice of application is properly returnable today.

GENERAL PROVISIONS

2. All capitalized terms not otherwise defined in this order shall have the definitions set out in Schedule “B” hereto.
3. All references herein as to time shall mean local time in Vancouver, British Columbia, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein and any event that occurs on a day that is not a Business Day shall be deemed to occur on the next Business Day.
4. All references to the singular herein include the plural, the plural include the singular, and any gender includes all genders.
5. Any Claims denominated in a currency other than Canadian Dollars shall be converted into Canadian Dollars at the applicable Bank of Canada exchange rates published on the Filing Date.
6. Notwithstanding any other provisions of this order, the solicitation by the Monitor or the Petitioners of Proofs of Claim, the delivery of General Claims Packages, and the filing by any Claimant of any Proof of Claim shall not, for that reason only, grant any person any standing in the CCAA Proceedings or rights under any Plan.

MONITOR’S ROLE

7. The Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the ARIO, and any other order of the Court in these CCAA Proceedings, shall implement and administer the Claims Process, including the determination of Claims of Claimants, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this order or incidental thereto, and that in taking such other actions and fulfilling such other roles, the Monitor shall have the protections given to it in the ARIO and this order, including the protections provided in paragraph 8 of this order.

8. The Monitor (i) shall have all of the protections given to it by the CCAA, the ARIO, any other orders of the Court in these CCAA Proceedings, and this order, and as an officer of the court, including the stay of proceedings in its favour; (ii) shall incur no liability or obligation as a result of the carrying out of the provisions of this order, other than any liability arising from its gross negligence or wilful misconduct; (iii) shall be entitled to rely on the books and records of the Petitioners and any information provided by the Petitioners; (iv) shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information; and (v) may seek such assistance from the Petitioners as may be reasonably required to carry out its duties and obligations pursuant to this order, including, without limitation, making such inquiries and obtaining such records and information as it deems appropriate in connection with carrying out the provisions of this order.
9. The Petitioners and their officers, directors, employees, agents and representatives shall cooperate with the Monitor in the exercise of its powers and discharge of its duties under this order.

NOTICE TO CLAIMANTS

10. By no later than May 2, 2025, the Monitor shall:
 - (a) post a listing of the Known Claimants and their Claims on the Monitor's Website, which listing will include the name of each Known Claimant, the amounts owing to the Known Claimants and the Characterization of the Known Claimants' Claims, according to the books and records of the Petitioners (the "**Known Claimants List**"). The Known Claimants List shall be compiled by the Monitor in consultation with the Petitioners; and
 - (b) send the Instruction Letter to each Known Claimant at its last known municipal or email address.
11. As soon as practicable, the Monitor shall:
 - (a) cause the Notice to Claimants (or a condensed version thereof as the Monitor, in consultation with the Petitioners, may deem appropriate) to be published once on Castanet.net and in the Vancouver Sun; and

- (b) cause copies of this order, the Instruction Letter, Notice to Claimants, and the General Claims Package to be posted to the Monitor's Website.
- 12. To the extent that any Person requests documents relating to the Claims Process prior to the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, or if the Monitor becomes aware of any additional Claims after the mailings contemplated in paragraph 10, the Monitor shall forthwith send such Person a General Claims Package or Instruction Letter, as appropriate, or direct the Person to the documents posted on the Monitor's Website.
- 13. The Claims Process and the form and substance of the Instruction Letter, Proof of Claim, Notice of Revision or Disallowance, Notice of Dispute, and Notice to Claimants, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may, from time to time, make such minor changes to such forms as the Monitor considers necessary or desirable.
- 14. If any Restructuring Period Claims arise after the date of this order, the Monitor shall, as soon as practicable following the effective date of the termination, repudiation or disclaimer of the applicable agreement, send to the counterparty to such agreement a General Claims Package by email or regular mail if the email address is not known.

CLAIMS PROCEDURE

Known Claimants

- 15. Any Known Claimant that agrees with the amount and Characterization of their Claim as set out on the Known Claimants List, shall not be required to take any further steps in respect of their Claim, including filing a Proof of Claim, and shall be deemed to have accepted their Claim as set out in the Known Claimants List.
- 16. Any Known Claimant that disputes the amount (if any) or Characterization of their Claim set out in the Known Claimants List and/or wishes to assert a further Claim, must complete and deliver a Proof of Claim to the Monitor in the manner set out in paragraph 35 hereof

so that the Proof of Claim is received by the Monitor by no later than the Claims Bar Date and/or the Restructuring Claims Bar Date, as applicable.

17. If a Known Claimant does not deliver a completed Proof of Claim to the Monitor on or before the applicable Claims Bar Date or Restructuring Claims Bar Date in accordance with this order, then such Known Claimant shall:
 - (a) be deemed to have accepted, for voting and distribution purposes, the amount (if any) and Characterization of their Claim as set out on the Known Claimants List;
 - (b) be and is hereby forever barred, estopped and enjoined from asserting or enforcing any Claim other than their Claim as set out on the Known Claimant List against either of the Petitioners or their Directors and Officers, and any such further Claims shall be forever extinguished;
 - (c) not be permitted to vote at any Meeting on account of such further Claims; and
 - (d) not be permitted to participate in any distribution under any Plan or otherwise on account of such further Claims.

All Other Claims

18. Subject to paragraphs 16 & 17, any Claimant that wishes to assert a Claim shall file a Proof of Claim in the manner set out in paragraph 35 hereof so that it is received by the Monitor by no later than the Claims Bar Date or Restructuring Claims Bar Date, as applicable. For clarity, if a Claimant is asserting a Claim against any of the Petitioners and against the Directors and Officers of any of the Petitioners, all such Claims shall be included in the same Proof of Claim, regardless of whether or not a legal proceeding in respect of such Claim has been previously commenced.
19. Any Person that does not file a Proof of Claim (other than a Known Claimant whose Claim is correctly set out on the Known Claimants List) in the manner set out in paragraph 35 hereof so that it is received by the Monitor by no later than the Claims Bar Date or Restructuring Claims Bar Date, as applicable, shall:
 - (a) be and is hereby forever barred, estopped and enjoined from asserting or enforcing any Claim against either of the Petitioners or their Directors and Officers and all such Claims shall be forever extinguished;

- (b) not be permitted to vote at any Meeting on account of such Claim;
- (c) will not be entitled to receive further notice with respect to the Claims Process or these proceedings unless the Monitor and/or the Petitioners become aware that such Claimant has any other Claim; and
- (d) will not be permitted to participate in any distribution under any Plan or otherwise on account of such Claim.

ADJUDICATION OF CLAIMS

20. The Monitor, in consultation with the Petitioners (and in the case of a D&O Claim, in consultation with the applicable Director and/or Officer) shall review all Proofs of Claim filed in accordance with this order and at any time may:
- (a) request additional information from a Claimant;
 - (b) request that a Claimant file a revised Proof of Claim;
 - (c) attempt to resolve and settle any issue arising in respect of a Proof of Claim or the underlying Claim;
 - (d) accept (in whole or in part) the amount and/or Characterization of any Claim and so notify the Claimant in writing; and
 - (e) revise or disallow (in whole or in part) the amount and/or Characterization of any Claim and so notify the Claimant by delivering a Notice of Revision or Disallowance to the Claimant and attaching a Notice of Dispute.
21. If the Monitor does not send a Notice of Revision or Disallowance to a Claimant within twenty (20) days after the Business Day on which the Monitor is deemed to have received the Proof of Claim, or by June 27, 2025, whichever comes later, the Claim shall be deemed to have been accepted in the amount (if any) and having the Characterization as set out in the applicable Proof of Claim. The acceptance of any Claim or other determination of same in accordance with this order, in full or in part, shall not constitute an admission of any fact, thing, liability, quantum or Characterization of any claim by any Person, save and except in the context of this CCAA Proceedings.

22. Any Claimant to whom a Notice of Revision or Disallowance is delivered and that wishes to dispute such Notice of Revision or Disallowance must deliver a Notice of Dispute, along with the reasons for the dispute, to the Monitor within fourteen (14) days after the Business Day on which the Claimant is deemed to have received the Notice of Revision or Disallowance, or such other date as may be agreed to by the Monitor in writing.
23. If a Claimant who is sent a Notice of Revision or Disallowance fails to deliver a Notice of Dispute within the time limits set forth in paragraph 22 hereof, then the amount and Characterization of such Claim shall, for voting and distribution purposes, be as set out in the Notice of Revision or Disallowance, and such Claimant will be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.
24. As soon as practicable after a Notice of Dispute is received by the Monitor in accordance with this order, the Monitor, in consultation with the Petitioners, may attempt to resolve and settle the Claim with the Claimant.
25. In the event that a dispute raised in a Notice of Dispute is not settled in a manner satisfactory to the Monitor, in consultation with the Petitioners, the Monitor shall thereafter refer the dispute raised in the Notice of Dispute to the Court for adjudication at its election.
26. Notwithstanding anything to the contrary herein, the Monitor may at any time refer a Claim or dispute relating to a Claim to the Court for resolution where, in the Monitor's discretion, such a referral is preferable or necessary for the valuation or Characterization of the Claim.
27. The Monitor, in consultation with the Petitioners and the applicable Director or Officer in respect of any D&O Claim, is hereby authorized to use its reasonable discretion as to the adequacy of compliance with respect to the manner and timing in which forms delivered hereunder are completed and executed, and may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this order as to completion and execution of such forms.

28. Unless otherwise agreed to by the Monitor in writing, or ordered by the Court, all Claims set out in Proofs of Claim that are filed after the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, are deemed to be disallowed, and the Monitor need not deliver a Notice of Revision or Disallowance in respect of such Claim.

NOTICE OF TRANSFEREES

29. From the date of this order until seven (7) days prior to the date fixed by the Court for any distribution in the CCAA Proceedings or any other proceeding, including a bankruptcy, to the extent required, leave is hereby granted to permit a Claimant to provide written notice of assignment or transfer of a Claim to any third party to the Monitor.
30. Subject to the terms of any subsequent order of this Court, if, after the Filing Date, the holder of a Claim transfers or assigns the whole of such Claim to another Person, neither the Monitor nor the Petitioners shall be obligated to give notice to or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until actual written notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received and acknowledged by the Monitor in writing, and thereafter such transferee or assignee shall, for the purposes hereof, constitute the "Claimant" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this order prior to receipt and acknowledgement by the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim or takes the Claim subject to any rights of set-off to which the Petitioners may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to the Petitioners.
31. No transfer or assignment shall be effective for voting purposes at any Meeting unless sufficient written notice and evidence of such transfer or assignment has been received by the Monitor no later than 5:00 p.m. on the date that is seven (7) days prior to the date fixed by the Court for any Meeting, failing which the original Claimant shall have all applicable

rights as the “Claimant” with respect to such Claim as if no transfer or assignment of the Claim had occurred.

32. Reference to a transfer or assignment in this order includes a transfer or assignment whether absolute or intended as security.

SERVICE AND NOTICE

33. The posting of the Known Claimants List, the sending of the Instruction Letter and the General Claims Packages to the applicable Claimants, and the publication of the Notice to Claimants, in accordance with this order, and the completion of the other requirements of this order, shall constitute good and sufficient service and notice of this order, the Claims Bar Date, and the Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert a Claim, and no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this order.
34. The Monitor is at liberty to deliver the Instruction Letter and the General Claims Packages, and any letters, notices or other documents to Claimants or other interested Persons, by forwarding copies thereof by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to such Persons at the address as last shown on the records of the Petitioners and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by prepaid ordinary mail, on the third Business Day after mailing.
35. Any notice or other communication (including Proofs of Claim) to be given under this order by a Claimant to the Monitor shall be in writing in substantially the form, if any, provided for in this order and will be sufficiently given only if delivered by prepaid registered mail, courier, personal delivery or email addressed to:

ALVAREZ & MARSAL CANADA INC.
Court-appointed Monitor of the Petitioners

925 West Georgia Street, Suite 902
Vancouver, BC V6C 3L2

Attention: Anthony Tillman and Pinky Law
Email: bctreefruits@alvarezandmarsal.com

Any such notice or communication delivered by a Claimant to the Monitor shall be deemed to be received upon actual receipt thereof if received before 5:00 p.m. on a Business Day or, if delivered after 5:00 p.m. on a Business Day or other than on a Business Day, on the next Business Day.

36. If, during any period in which notice or other communications are being given or sent pursuant to this order, a postal strike or postal work stoppage of general application should occur, such notice or other communications sent by ordinary or prepaid registered mail and then not received shall not, absent further order, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this order.
37. In the event this order is later amended by further order, the Monitor shall post such further order on the Monitor's website and the Monitor may serve such further order on the Service List and such posting and service (if any) shall constitute adequate notice of the amendments made.

GENERAL

38. The Monitor may alter or amend the Claims Process, including all dates or deadlines described herein, if, in the Monitor's reasonable business judgment, such amendment or modification will enhance the Claims Process.
39. Nothing in this order shall prejudice the rights and remedies of any Directors or Officers or other Persons under the Director's Charge (as defined in the ARIO) or any applicable insurance policy or prevent or bar any Person from seeking recourse against or payment from the Petitioners' insurance and any Director's or Officer's liability insurance policy or policies that exist to protect or indemnify the Directors or Officers or other Persons,

whether such recourse or payment is sought directly by the Person asserting a Claim from the insurer or derivatively through the Director or Officer or either of the Petitioners; provided, however, that nothing in this order shall create any rights in favour of such Person under any policies of insurance nor shall anything in this order limit, remove, modify or alter any defence to such Claim available to the insurer pursuant to the provisions of any insurance policy or at law; and further provided that any Claim or portion thereof for which the Person receives payment directly from, or confirmation that they are covered by, the Petitioners' insurance or any Director's or Officer's liability insurance or other liability insurance policy or policies that exist to protect or indemnify the Directors or Officers or other Persons shall not be recoverable as against a Petitioner or Director or Officer as applicable.

40. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign courts, tribunals, regulatory or administrative bodies to act in aid of and to be complementary to this court in carrying out the terms of this order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this court, and the Petitioners as may be necessary or desirable to give effect to this order.
41. The Monitor, the Petitioners, and any other Person affected may apply to this Court from time to time for directions from the court with respect to this order or for such further order or orders as either of them may consider necessary or desirable to amend, supplement or replace this order, including the schedules to this order.

42. Endorsement of this order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Kibben Jackson
Lawyer for the Monitor,
Alvarez & Marsal Canada Inc.

BY THE COURT

SCHEDULE "A"
COUNSEL APPEARING

Name of Party	Counsel Name

SCHEDULE “B”

DEFINITIONS

1. “**ARIO**” means the amended and restated order of Justice Gropper made August 26, 2024 in these CCAA Proceedings;
2. “**BCTFC**” means BC Tree Fruits Cooperative;
3. “**Business Day**” means any day other than a Saturday, Sunday or a day on which banks in Vancouver, British Columbia are authorized or obligated by applicable law to close or otherwise are generally closed;
4. “**CCAA Proceedings**” means the CCAA proceedings commenced by the Petitioners in Supreme Court of British Columbia Action No. S245481, Vancouver Registry.
5. “**Characterization**” means, for the purposes of this order, solely whether the Claim is a secured or unsecured Claim, priority, property or trust Claim, Pre-Filing Claim, Restructuring Period Claim, or D&O Claim;
6. “**Claim**” means:
 - (a) any right or claim of any Person against either of the Petitioners, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind whatsoever of each of the Petitioners in existence on the Filing Date, whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, or by contract, or by reason of any equity interest, right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise), and any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against either of the Petitioners with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts that existed prior to the Filing Date, including for greater certainty any claim against either of the Petitioners for indemnification by any Director or Officer in respect of a D&O Claim (but excluding any such claim for indemnification that is covered by the Director’s Charge (as defined in the ARIO)) (each, a “**Pre-Filing Claim**”);
 - (b) any right or claim of any Person against either of the Petitioners in connection with any indebtedness, liability or obligation of any kind whatsoever owed by either such Petitioner to such Person arising out of the restructuring, disclaimer, resiliation, termination or breach by such Petitioner on or after the Filing Date of

any agreement whether written or oral (each, a “**Restructuring Period Claim**”);
or

any right or claim of any Person against one or more of the Directors and/or Officers howsoever arising, whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any Assessments and any right or ability of any Person to advance a claim for contribution, indemnity or otherwise against any of the Directors and/or Officers with respect to any matter, action, cause or chose in action, whether existing at present arising or commenced in the future, for which any Director or Officer is alleged to be, by statute or otherwise by law or equity, liable to pay in his or her capacity as a Director or Officer (each a “**D&O Claim**”, and collectively, the “**D&O Claims**”), provided however, that “**Claim**” shall not include an Excluded Claim;

7. “**Claimant**” means any Person with a Claim against the Petitioners, a Director or Officer, or any one of them;
8. “**Claims Assignment Order**” means the order granted by the Honourable Justice Gropper in the CCAA Proceedings on October 24, 2024, which, among other things, approved a negative claims process in respect of a Grower’s Claims and an option to assign such claims to the B.C. Investment Agriculture Foundation;
9. “**Claims Bar Date**” means 5:00 p.m. (Vancouver Time) on June 6, 2025;
10. “**Claims Process**” means the process outlined in the body of this order in connection with the assertion of claims against any of the Petitioners and/or their Directors or Officers;
11. “**Court**” means the Supreme Court of British Columbia;
12. “**Directors and Officers**” means anyone who is or was, or may be deemed to have been, whether by statute, operation of law or otherwise, a director or officer or *de facto* director or officer of any of the Petitioners;
13. “**Dispute Notice**” means the notice substantially in the form attached as Schedule “F” to this order that may be delivered by a Claimant to the Monitor in order to dispute a Notice of Revision or Disallowance;
14. “**D&O Claim**” has the meaning ascribed to that term in paragraph 6(c) to this Schedule “B”;
15. “**Excluded Claim**” means any:
 - (a) Claim that may be asserted by any beneficiary of the Administration Charge, the Director’s Charge (as defined in the ARIO), or any other charge granted by the Court in the CCAA Proceedings, with respect to such charges; and

- (b) Proven Grower's Claim;
- 16. **"Filing Date"** means August 13, 2024;
- 17. **"General Claims Package"** means the document package to be disseminated by the Monitor in connection with the terms of this order, which shall consist of:
 - (a) a Proof of Claim form;
 - (b) a copy of this order; and
 - (c) such other materials as the Monitor may consider appropriate;
- 18. **"Grower"** means any Person having an Unproven Grower's Claim or a Proven Grower's Claim;
- 19. **"Grower's Claim"** means the amount owing to a Person arising from the delivery to BCTFC of apples in 2023, if any, and of cherries and plums in 2024, if any, as shown in the Petitioners' books and records as at the Filing Date after deducting any amounts owing by such Person to BCTFC or to GSC which are contractually deductible from payments owing to such Person, including without limitation in respect of unpaid fees and the purchase of equipment and supplies;
- 20. **"GSC"** means Growers Supply Company Limited;
- 21. **"includes"** means includes, without limitation, and **"including"** means including, without limitation;
- 22. **"Instruction Letter"** means the letter in substantially the form attached hereto as Schedule "D" to be sent to Known Claimants setting out the manner in which their Claims are to be determined under this Claims Process;
- 23. **"Known Claimant"** means any Person who, according to the books and records of the Petitioner, has a Pre-Filing Claim and/or Restructuring Period Claim, as applicable, against the Petitioners, according to the Petitioners' books and records;
- 24. **"Known Claimant List"** has the meaning ascribed to that term in paragraph 10 of this order;
- 25. **"Meeting"** means means a meeting of the creditors of the Petitioners called for the purpose of considering and voting in respect of a Plan;
- 26. **"Monitor"** means Alvarez & Marsal Canada Inc. in its capacity as Court-appointed Monitor of the Petitioners, and not in its personal or corporate capacity;
- 27. **"Monitor's Website"** means the case website established by the Monitor with the following URL: <https://www.alvarezandmarsal.com/bctreefruits>;

28. **“Notice to Claimants”** means the Notice to Claimants for publication in substantially the form attached as Schedule “H” to this order;
29. **“Notice of Disclaimer or Resiliation”** means a written notice in any form issued on or after the Filing Date by any of the Petitioners in accordance with the provisions of section 32 of the CCAA advising a Person of the disclaimer, resiliation or termination of any contract including any employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral, and whether such disclaimer, resiliation, or termination took place or takes place before or after the date of this order;
30. **“Notice of Dispute”** means the notice, substantially in the form attached as Schedule “G” to this order, which may be delivered to the Monitor by a Claimant in order to dispute a Notice of Revision or Disallowance received by such Claimant;
31. **“Notice of Revision or Disallowance”** means the notice, substantially in the form attached as Schedule “F” to this order, which may be prepared by the Monitor, in consultation with the Petitioners, and delivered by the Monitor to a Claimant revising or disallowing, in part or in whole, a Claim submitted by such Claimant in a Proof of Claim;
32. **“Person”** means any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate (including a limited liability company and an unlimited liability company), corporation, unincorporated association or organization, governmental authority, syndicate or other entity, whether or not having legal status;
33. **“Petitioners”** means BCTFC, BC Tree Fruits Industries Limited and GSC;
34. **“Plan”** means any proposed plan of compromise or arrangement that may be filed in respect of any or all of the Petitioners pursuant to the CCAA as the same may be amended, supplemented or restated from time to time in accordance the terms thereof;
35. **“Pre-Filing Claim”** has the meaning ascribed to that term in paragraph 6(a) to this Schedule “B”;
36. **“Proof of Claim”** means the proof of claim to be completed and filed with the Monitor by a Person setting forth a Claim and which shall include all supporting documentation in respect of such Claim, substantially in the form attached hereto as Schedule “E”;
37. **“Proven Grower’s Claim”** means a Grower’s Claim that is finally and conclusively determined pursuant to the Claims Assignment Order for all purposes as a valid and enforceable unsecured claim of such Grower against BCTFC, including for the purposes of any distributions to creditors of BCTFC, whether in this proceeding or in any other proceedings authorized by this court or permitted by statute, including a receivership proceeding or a bankruptcy affecting the Petitioners;

38. **“Restructuring Claims Bar Date”** means, in respect of each Restructuring Period Claim and each person having a Restructuring Period Claim, 5:00 p.m. (Vancouver Time) on the date that is 20 days after the date of the applicable Notice of Disclaimer or Resiliation;
39. **“Restructuring Period Claim”** has the meaning ascribed to that term in paragraph 6(b) to this Schedule “B”;
40. **“Service List”** means the service list kept by the Monitor in these proceedings and posted on the Monitor’s website;
41. **“this order”** means this claims assignment order to which this Schedule “B” is appended; and
42. **“Unproven Grower’s Claim”** means any claim by a Grower against any of the Petitioners other than a Proven Grower’s Claim, and includes any loan or advance of funds by a Grower to BCTFC and for which BCTFC remains indebted to the Grower.

SCHEDULE "D"

INSTRUCTION LETTER

May [●], 2025

On August 13, 2024, on the application of BC Tree Fruits Cooperative, BC Tree Fruits Industries Limited, and Growers Supply Company Limited (collectively, the "**Petitioners**"), the Supreme Court of British Columbia (the "**Court**") made an order (the "**Initial Order**") granting the Petitioners protection from their creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA Proceedings**"). Pursuant to the Initial Order, Alvarez & Marsal Canada Inc. was appointed as monitor of the Petitioners (in such capacity, the "**Monitor**").

On April [●], 2025, the Court granted an order (the "**Claims Process Order**") in the CCAA Proceedings. The Claims Process Order governs the process for the identification and quantification of certain claims against the Petitioners and their directors and officers in the CCAA Proceedings. A copy of the Claims Process Order and other public information concerning the CCAA Proceedings is available at <https://www.alvarezandmarsal.com/bctreefruits> (the "**Monitor's Website**").

This Instruction Letter must be read with the Claims Process Order, and all capitalized terms not otherwise defined herein have the same meanings as are given to them in Schedule "B" to the Claims Process Order.

You are receiving this Instruction Letter because the Petitioners, in consultation with the Monitor, have identified you as a Person with a Claim against one or more of the Petitioners with respect to which one or more of the Petitioners has sufficient information to make a reasonable assessment of your Claim. The full amount and Characterization of your Claim(s) that the Petitioners, in consultation with the Monitor, are prepared to allow as an accepted Claim for voting and/or distribution purposes is included in the Known Claimants List available on the Monitor's Website at [●]. [NTD: Specify the exact location.]

IF YOU AGREE WITH THE AMOUNT AND CHARACTERIZATION OF YOUR CLAIM AS POSTED ON THE MONITOR'S WEBSITE, YOU NEED NOT TAKE ANY FURTHER ACTION.

IF YOU WISH TO DISPUTE THE ASSESSMENT OF YOUR CLAIM, OR ASSERT A FURTHER CLAIM, YOU MUST COMPLETE A PROOF OF CLAIM AND DELIVER IT TO THE MONITOR BEFORE 5:00 PM ON THE CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, AT:

Alvarez & Marsal Canada Inc.
925 West Georgia Street, Suite 902
Vancouver, BC V6C 3L2
email: bctreefruits@alvarezandmarsal.com

Attention: Pinky Law and Anthony Tillman

The Known Claimants List is intended to include all Claims that you may have against the Petitioners. If you believe that Known Claimants List does not contain the entirety of your Claim, or you believe you may have any further Claims against any of the Petitioners or any of their Directors and/or Officers that are not captured in whole or in part by the Known Claimants List, then you must submit a Proof of Claim.

All Proofs of Claim other than Restructuring Period Claims, must be received by the Monitor by 5:00 p.m. (Vancouver Time) on June 6, 2025 (the “**Claims Bar Date**”), subject to the provisions of the Claims Process Order.

All Proofs of Claim for Restructuring Period Claims must be received by the Monitor on the date that is 20 days after the date of the applicable Notice of Disclaimer or Resiliation (the “**Restructuring Claims Bar Date**”), subject to the provisions of the Claims Process Order.

Proof of Claim forms can be obtained from the Monitor’s Website.

IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCESS ORDER, IF YOU FAIL TO COMPLETE AND SUBMIT A PROOF OF CLAIM IN ACCORDANCE WITH THE CLAIMS PROCESS ORDER BY THE CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, YOU WILL BE DEEMED TO HAVE ACCEPTED THE CLAIM AMOUNT(S) AND CHARACTERIZATIONS SET FORTH IN THE KNOWN CLAIMANTS LIST AND ANY FURTHER CLAIMS AGAINST ANY OF THE PETITIONERS AND THEIR DIRECTORS AND OFFICERS WILL BE BARRED AND EXTINGUISHED FOREVER.

If you have any questions about the Claims Process, the Known Claimant List, or filling out a Proof of Claim, you may contact the Monitor by email at bctreefruits@alvarezandmarsal.com , or visit the Monitor’s Website.

Dated _____, 2025 in Vancouver, British Columbia.

Alvarez & Marsal Canada Inc.,
in its capacity as Monitor of BC Tree Fruits
Cooperative, BC Tree Fruits Industries Limited, and
Growers Supply Company Limited, and not in its
personal or corporate capacity

Per: [●]

SCHEDULE "E"

PROOF OF CLAIM

FOR CLAIMS AGAINST BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES LIMITED, AND GROWERS SUPPLY COMPANY LIMITED (COLLECTIVELY, THE "PETITIONERS") AND CLAIMS AGAINST THE DIRECTORS AND OFFICERS.

A: PARTICULARS OF CLAIMANT

Regarding the claim of _____ (referred to in this form as "**the claimant**"). (name of claimant)

All notices or correspondence regarding this claim to be forwarded to the claimant at the following address:

Telephone: _____ Fax: _____

Email: _____

B: PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED THE CLAIM, IF APPLICABLE

Have you acquired this Claim by assignment?

Yes: ☐ No: ☐ (if yes, attach documents evidencing assignment)

If Yes, Full Legal Name of Original Claimant(s): _____

C. PROOF OF CLAIM

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

1. I am the claimant [or hold the position of _____, of the claimant].
(if an officer or employee of the company, state position or title)
2. I have knowledge of all the circumstances connected with the Claim referred to in this form.

3. The Petitioner was and still is indebted to the claimant as follows:

	Name of Petitioner OR Directors and/or Officers	Class of Claim (i.e. Pre-Filing Claim, Restructuring Period Claim, D&O Claim)	Amount of Claim (include the foreign currency if not Canadian Dollars)
1.			\$
2.			\$
3.			\$
4.			\$
TOTAL AMOUNT OF CLAIMS			\$

All Claims are presumed to be in Canadian Dollars. Denominations in any other currency shall be converted to Canadian Dollars at the relevant exchange rate on the Filing Date.

D: NATURE OF CLAIM

4. Complete appropriate category:

a. **Total unsecured claim of \$**_____.

b. **Total secured claim of \$**_____.

In respect of the said debt, the creditor holds security over the assets of _____

valued at \$_____ as security, the particulars of which security and value are attached

to this Proof of Claim Form.

E: PARTICULARS OF CLAIM

Provide full particulars of the Claim (including Pre-Filing Claims, Restructuring Period Claims or any D&O Claims), including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which have guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of invoices, particulars of all credits, discounts, etc., claimed. Attach all supporting documents as Schedule "A". In the event that any part of your claim also includes a claim amount against the Directors and Officers, please particularize the exact amount claimed against the Directors and Officers and the accompanying legal analysis. If you fail to sufficiently explain the legal analysis in respect of any claim against the Directors and Officers, that portion of the claim will be revised or disallowed.

F: FILING OF CLAIM

For Pre-Filing Claims and D&O Claims, this Proof of Claim must be returned to and received by the Monitor by 5:00 p.m. (Vancouver Time) on the Claims Bar Date (June 6, 2025).

For Restructuring Period Claims, this Proof of Claim must be returned to and received by the Monitor by 5:00 p.m. (Vancouver Time) on the date that is 20 days after the date of the applicable Notice of Disclaimer or Resiliation.

In each case, completed forms must be delivered by email, prepaid registered mail, courier, or personal delivery to the Monitor at the following address:

Alvarez & Marsal Canada Inc.
925 West Georgia Street, Suite 902
Vancouver, BC V6C 3L2
email: bctreefruits@alvarezandmarsal.com

Attention: Pinky Law and Anthony Tillman

IF YOU FAIL TO COMPLETE AND SUBMIT A PROOF OF CLAIM IN ACCORDANCE WITH THE CLAIMS PROCESS ORDER BY THE CLAIMS BAR DATE AND/OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, YOUR CLAIM WILL BE BARRED AND EXTINGUISHED AND MAY NOT THEREAFTER BE ADVANCED AGAINST THE PETITIONERS OR THE DIRECTORS AND OFFICERS.

If you have any questions about the Claims Process or this Proof of Claim you may contact the Monitor by email at bctreefruits@alvarezandmarsal.com, or visit the Monitor's website at: <https://www.alvarezandmarsal.com/bctreefruits>

Dated at _____, this _____ day of _____, 2025.

Witness _____

Per:

Per:

(signature of individual completing the form)

Must be signed and witnessed

SCHEDULE "F"

NOTICE OF REVISION OR DISALLOWANCE

REGARDING CLAIMS AGAINST BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES LIMITED, AND GROWERS SUPPLY COMPANY LIMITED (COLLECTIVELY, THE "PETITIONERS") AND CLAIMS AGAINST THE DIRECTORS AND OFFICERS.

Claim Reference Number: _____

To: _____
(Name of claimant)

Capitalized terms used but not defined in this Notice of Revision or Disallowance have the meanings ascribed to them in the Order of the Supreme Court of British Columbia in the CCAA proceedings of the Petitioners, dated April 28, 2025 (the "**Claims Process Order**"). All dollar values contained herein are in Canadian dollars unless otherwise noted.

Pursuant to the Claims Process Order, the Monitor hereby gives you notice that the Monitor, in consultation with the Petitioners, has reviewed your Proof of Claim and has revised or disallowed all or part of your asserted Claim set out therein for voting and/or distribution purposes. Subject to further dispute by you in accordance with the Claims Process Order, your Claim will be as follows:

Type of Claim	Amount as submitted Original Currency		Amount allowed by Monitor	Amount allowed as secured	Amount allowed as unsecured
A. Pre-Filing Claim		\$	\$	\$	\$
B. Restructuring Period Claim		\$	\$	\$	\$
C. D&O Claim in respect of Pre- Filing Period		\$	\$	\$	\$
D. D&O Claim in respect of Restructuring Period		\$	\$	\$	\$
E. Total Claim		\$	\$	\$	\$

REASON(S) FOR THE REVISION OR DISALLOWANCE:

If you intend to dispute this Notice of Revision or Disallowance, you must, by no later than 5:00 p.m. (Vancouver time) on the day that is fourteen 14 days after this Notice of Revision or Disallowance is deemed to have been received by you (in accordance with the Claims Process Order), deliver a Notice of Dispute to the Monitor (by mail, courier, personal delivery, or email) at the address below.

If you do not dispute this Notice of Revision or Disallowance in the prescribed manner and within the aforesaid time period, your Claim shall be deemed to be as set out herein.

If you agree with this Notice of Revision or Disallowance, there is no need to file anything further with the Monitor.

The address of the Monitor is set out below:

Alvarez & Marsal Canada Inc.
925 West Georgia Street, Suite 902
Vancouver, BC V6C 3L2
Email: bctreefruits@alvarezandmarsal.com
Attention: Pinky Law and Anthony Tillman


In accordance with the Claims Process Order, notices shall be deemed to be received by the Monitor upon actual receipt thereof by the Monitor during normal business hours on a Business Day, or if delivered outside of normal business hours, on the next Business Day.

The form of Notice of Dispute of Revision or Disallowance is enclosed and can also be accessed on the Monitor's website at <https://www.alvarezandmarsal.com/bctreefruits>

<p>IF YOU FAIL TO FILE A NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.</p>
--

DATED this _____ day of _____, 20____

Alvarez & Marsal Canada Inc.,
in its capacity as Monitor of BC Tree Fruits Cooperative,
BC Tree Fruits Industries Limited, and Growers Supply
Company Limited, and not in its personal or corporate capacity

Per: 

SCHEDULE "G"

NOTICE OF DISPUTE

REGARDING CLAIMS AGAINST BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES LIMITED, AND GROWERS SUPPLY COMPANY LIMITED (COLLECTIVELY, THE "PETITIONERS") AND CLAIMS AGAINST THE DIRECTORS AND OFFICERS.

Capitalized terms used but not defined in this Notice of Dispute have the meanings ascribed to them in the Order of the Supreme Court of British Columbia in the CCAA proceedings of the Petitioners, dated April 28, 2025 (the "**Claims Process Order**"). All dollar values contained herein are in Canadian dollars unless otherwise noted.

A: PARTICULARS OF CLAIMANT

Claim Reference Number:

Full Legal Name of Claimant:

Mailing Address:

Telephone Number:

Fax Number:

Email Address:

B: PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED THE CLAIM, IF APPLICABLE

Have you acquired this Claim by assignment?

Yes: ☐

No: ☐

(if yes, attach documents evidencing assignment)

If Yes, Full Legal Name of Original Claimant(s):

C: DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM:

The Claimant hereby disagrees with the value of its Claim, as set out in the Notice of Revision or Disallowance dated _____, and asserts a Claim as follows:

Type of Claim	Amount allowed by Monitor as unsecured <i>(in Notice of Revision or Disallowance)</i>	Amount allowed by Monitor as secured <i>(in Notice of Revision or Disallowance)</i>	Amount claimed by Claimant as unsecured	Amount claimed by Claimant as secured
A. Pre-Filing Claim	\$	\$	\$	\$
B. Restructuring Period Claim	\$	\$	\$	\$
C. D&O Claim in respect of Pre-Filing Period	\$	\$	\$	\$
D. D&O Claim in respect of Restructuring Period	\$	\$	\$	\$
E. Total Claim	\$	\$	\$	\$

(Insert particulars of your Claim per the Notice of Revision or Disallowance, and the value of your Claim as asserted by you).

D: REASONS FOR DISPUTE

Provide full particulars of why you dispute the Monitor's revision or disallowance of your Claim as set out in the Notice of Revision or Disallowance, and provide all supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed. The particulars provided must support the value of the Claim as stated by you in part "C," above.

This Notice of Dispute must be returned to and received by the Monitor by 5:00 p.m. (Vancouver Time) on the day that is fourteen (14) days after this Notice of Revision or Disallowance is deemed to have been received by you (in accordance with the Claims Process Order) by email, prepaid registered mail, courier, or personal delivery at the following address:

Alvarez & Marsal Canada Inc.
925 West Georgia Street, Suite 902
Vancouver, BC V6C 3L2
Email: bctreefruits@alvarezandmarsal.com

Attention: Pinky Law and Anthony Tillman

<p>IF YOU FAIL TO COMPLETE AND SUBMIT A NOTICE OF DISPUTE BY THE PRESCRIBED TIME PERIOD, YOUR CLAIM AS SET OUT IN THE NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING ON YOU.</p>

If you have any questions about the Claims Process or this Notice of Dispute you may contact the Monitor by email at bctreefruits@alvarezandmarsal.com , or visit the Monitor's website at: <https://www.alvarezandmarsal.com/bctreefruits>

DATED this _____ day of _____, 20_____.

Witness _____

Per:

Per:

(signature of individual completing the form)

SCHEDULE "H" - NOTICE TO CLAIMANTS

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES LIMITED, AND GROWERS SUPPLY COMPANY LIMITED (the "Petitioners")

NOTICE OF THE CLAIMS PROCESS AND CLAIMS BAR DATE FOR ALL CLAIMS

NOTICE IS HEREBY GIVEN that on April [●], 2025, the Supreme Court of British Columbia granted an order (the "**Claims Process Order**") in the *Companies' Creditors Arrangement Act* proceedings of the Petitioners, commencing a claims process (the "**Claims Process**") for the purpose of identifying and determining all Claims against the Petitioners and their respective Directors and Officers (including former directors and officers). Capitalized terms used in this notice that are not otherwise defined herein have the meanings ascribed to them in the Claims Process Order, a copy of which is available at the Monitor's Website: <https://www.alvarezandmarsal.com/bctreefruits>.

The Claims Process calls for the submission and proof of Claims (as defined in the Claims Process Order), which includes *Pre-Filing Claims*, *Restructuring Period Claims*, and *D&O Claims*. Any creditor who believes that they have a Claim against any of the Petitioners or their Directors and Officers, which is not listed on the Known Claimants List (which list is displayed on the Monitor's Website) must submit a Proof of Claim to the Monitor by the Claims Bar Date or the Restructuring Claims Bar Date, as applicable. A Proof of Claim can be obtained directly from the Monitor, including from the Monitor's Website.

THE CLAIMS BAR DATE IS 5:00 P.M. (VANCOUVER TIME) ON JUNE 6, 2025. This Claims Bar Date applies to all Pre-Filing Claims and D&O Claims. Proofs of Claim must be completed and filed with the Monitor using the procedures required in the Claims Process Order so that they are received by the Monitor on or before the Claims Bar Date.

THE RESTRUCTURING CLAIMS BAR DATE IS 5:00 P.M. (VANCOUVER TIME) ON THE DATE THAT IS 20 DAYS AFTER THE DATE OF THE APPLICABLE NOTICE OF DISCLAIMER OR RESILIATION. Proofs of Claim in respect of Restructuring Period Claims must be completed and filed with the Monitor using the procedures required in the Claims Process Order so that they are received by the Monitor on or before the Restructuring Claims Bar Date.

HOLDERS OF CLAIMS (OTHER THAN KNOWN CLAIMANTS WHOSE CLAIM IS CORRECTLY SET OUT ON THE KNOWN CLAIMANTS LIST ON THE MONITOR'S WEBSITE) WHO DO NOT FILE A PROOF OF CLAIM BY THE CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, SHALL BE FOREVER BARRED FROM ASSERTING THEIR CLAIMS AGAINST THE PETITIONERS OR THE DIRECTORS AND OFFICERS OF THE PETITIONERS AND THE CLAIMS OF SUCH CLAIMANTS SHALL BE FOREVER BARRED AND EXTINGUISHED.

PERSONS REQUIRING INFORMATION or claims documentation may contact the Monitor. The Monitor's contact details for additional information relating to the CCAA Proceedings or the Claims Process are:

Alvarez & Marsal Canada Inc.

925 West Georgia Street, Suite 902

Vancouver, BC V6C 3L2

Email: bctreefruits@alvarezandmarsal.com

Attention: Pinky Law and Anthony Tillman

SCHEDULE "C"
AGM EXTENSION ORDER

See Attached.

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

ORDER MADE AFTER APPLICATION
(AGM Extension)

BEFORE THE HONOURABLE)
JUSTICE GROPPER) April 28, 2025

ON THE APPLICATION OF Alvarez & Marsal Canada Inc. in its capacity as monitor of the Petitioners (in such capacity, the “**Monitor**”) coming on for hearing at Vancouver, British Columbia on this date; AND ON HEARING Kibben Jackson and Heidi Esslinger, counsel for the Monitor, and those counsel listed in Schedule “A” attached hereto; AND UPON READING the material filed, including the Eleventh Report of the Monitor dated April 23, 2025; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), the British Columbia Supreme Court Civil Rules, and the inherent jurisdiction of this Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of this notice of application and supporting materials is hereby abridged such that the notice of application is properly returnable today.

2. The time for BC Tree Fruits Cooperative to call an annual general meeting of its members as prescribed by the *Cooperative Association Act*, SBC 1999, c 28, is hereby extended until a date no later than November 28, 2025, unless further extend by further Order of this Court.
3. Endorsement of this order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Kibben Jackson
Lawyer for the Monitor, Alvarez & Marsal
Canada Inc.

BY THE COURT

REGISTRAR

SCHEDULE "A"
COUNSEL APPEARING

Name of Party	Counsel Name

No. S245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *COOPERATIVE*
ASSOCIATION ACT, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS
COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY
LIMITED

PETITIONERS

ORDER MADE AFTER APPLICATION

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