

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 SLP HOLDINGS LTD, STRUCTURLAM MASS TIMBER CORPORATION, STRUCTURLAM MASS TIMBER U.S., INC., NATURAL OUTCOMES, LLC

APPLICATION OF SLP HOLDINGS LTD. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

PETITIONER

AFFIDAVIT

- I, **MICHÈLE HAY**, Legal Administrative Assistant, of Suite 2300 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, SWEAR THAT:
- 1. I am employed by Gowling WLG (Canada) LLP, counsel for SLP Holdings Ltd., the Foreign Representative under Part IV of the *Companies' Creditors Arrangement Act* for recognition of US Chapter 11 Proceedings, and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where the same are stated to be based upon information and belief, and where so stated I verily believe the same to be true.
- 2. Attached hereto and marked as **Exhibit** "A" to this my Affidavit, is the original certified copy of the Order entered by the US Bankruptcy Court dated April 26, 2023 authorizing SLP Holdings Ltd. to act as foreign representative. A copy of the certified copy was attached as Exhibit "E" in my Affidavit,#1 sworn April 26, 2023.

SWORN BEFORE ME at Vancouver, BC, this day of May, 2023.

A Commissioner for taking Affidavits within

British Columbia

JONATHAN B. ROSS

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This is Exhibit "A" referred to in the Affidavit of MICHÈLE HAY, sworn before me at Vancouver, BC, this day of May, 2023.

A Commissioner for taking Affidavits in British Columbia

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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In re:	Chapter 11
STRUCTURLAM MASS TIMBER U.S., INC., et al.,1) Case No. 23-10497 (CTG)
Debtors.	(Jointly Administered) Re: Docket No. 12
ORDER (I) AUTHORIZING SLP HO	A B A

TO ACT AS FOREIGN REPRESENTATIVE AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"): (a) authorizing SLP Holdings Ltd. ("SLP") to act as foreign representative on behalf of the Debtors' estates (the "Foreign Representative") in the Canadian Proceeding; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and that this Court having the power to enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having

The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors' headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.

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

reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

- 1. The Motion is granted.
- 2. Debtor SLP is hereby authorized to: (a) act as the Foreign Representative of the Debtors; (b) seek recognition of these Chapter 11 Cases in the Canadian Proceeding; (c) request that the Canadian Court lend assistance to this Court in protecting the property of the estates; and (d) seek any other appropriate relief from the Canadian Court that SLP deems just and proper in the furtherance of the protection of the Debtors' estates.
- 3. This Court requests the aid and assistance of the Canadian Court to recognize these Chapter 11 Cases as a "foreign main proceeding" or "foreign non-main proceeding," as applicable, and SLP as a "foreign representative" pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Order.
- 4. The Debtors are authorized to pay the costs of the Information Officer and its counsel, consistent with any orders of the Canadian Court.
- 5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: April 26th, 2023 Wilmington, Delaware CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

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GOWLING (WLG) CANADA LLP Suite 2300 550 Burrard Street Vancouver, BC V6C 2B5 Tel. 604.683-6498 Fax 604.683.3558

Attention: Jonathan B. Ross

File No. V56936

JBR/msh