

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

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 PLANET ORGANIC HEALTH CORP. AND
DARWEN HOLDINGS LTD.

APPLICANTS

**AFFIDAVIT OF DAVID HEIGHINGTON
(Sworn on May 11, 2010)**

I, **David Heighington** of the City of Calgary, in the Province of Alberta, MAKE
OATH AND SAY:

1. I was a director of the Applicant, Planet Organic Health Corp. ("Planet Organic")
from July 2007 until March 4, 2010 and also act as Planet Organic's securities law
lawyer. As such, I have personal knowledge of the matters to which I hereinafter depose,
save and except where stated to be based on information and belief, in which case, I do
verily believe the same to be true.

2. I have reviewed both the Affidavit of Darren Krissie sworn April 29, 2010 ("April
29 Krissie Affidavit") and the Affidavit of Ron Francisco in his Affidavit sworn May 11,
2010 (the "Francisco Affidavit") in connection with making this reply Affidavit.

3. Contrary to Mr. Francisco's view that Partnership Capital Growth LLC orchestrated his removal; the decision by the Board of Directors was made because the Board of Directors resolved that it was in the best interests of Planet Organic that new management be put in place.

4. In connection with discussions over a restructuring transaction involving Mr. Francisco, in my view, the April 29 Krissie Affidavit, accurately describes in paragraph 62 what was discussed between me and Mr. Francisco at a meeting in Calgary on March 4, 2010, namely, that I was told by Mr. Francisco that he would not support any transaction that did not result in his control of the business.

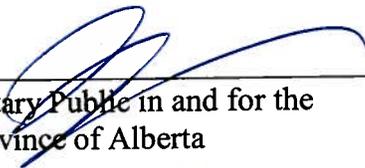
5. I also take issue with Mr. Francisco's characterization that the proposed issuance of shares was in an effort to eliminate his controlling interest in Planet Organic and his numbers. The bonus share represented 57% (not 70% as stated in the Francisco Affidavit) of the then outstanding shares. But more importantly, the purpose of issuing the bonus share was to put Planet Organic in a position to negotiate a favourable debt-to-equity conversion with its lenders and not to dilute Francisco's shareholdings. The proposed issuance of bonus shares complied with the published policies of the TSX Venture Exchange

6. Though not very relevant at this juncture, Mr. Francisco is mistaken in his Affidavit when he refers to the definition of "Change of Control" under the Amended and Restated Term Loan Agreement or Note Purchase Agreement. This definition was amended by the forbearance agreements attached as Exhibits "M" and "N" to the April

29 Krissie Affidavit. The amended definition of "Change of Control" provides, *inter alia*, that a change in the board of directors would constitute a change in control.

7. The Board of Directors adjourned the shareholders meeting, because it resolved that it was not in the best interests of Planet Organic to proceed with a meeting in the circumstances. I have consulted with Miller Thomson LLP, lawyers to Board of Directors, and they have advised me, absent a court order, the Board of Directors does not have the ability to further adjourn the meeting of shareholders. Furthermore, it is the view of Miller Thomson that if the Ontario Court declines to postpone the shareholder meeting under the jurisdiction of the *Companies Creditors Arrangement Act*, then it is unlikely that an Alberta Court would do so under the *Business Corporation Act* (Alberta).

SWORN BEFORE ME at the)
City of Calgary, in the)
Province of Alberta)
this 11th day of May, 2010.)
)
)



Notary Public in and for the
Province of Alberta



David D. Heighington



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
PLANET ORGANIC HEALTH CORP. AND DARWEN HOLDINGS LTD.

APPLICANTS

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF DAVID HEIGHINGTON
(Sworn on May 11, 2010)**

BAKER & MCKENZIE LLP
Barristers and Solicitors
181 Bay Street, P.O. Box 874
Suite 2100
Toronto, ON M5J 2T3

Frank Spizzirri (LSUC#: 37327F)
Tel.: 416.865.6940
Email: frank.spizzirri@bakermckenzie.com

Michael Nowina (LSUC#: 496330)
Tel.: 416.865.2312
Email: michael.nowina@bakermckenzie.com
Fax: 416.863.6275

Lawyers for the Applicants