

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

THE HONOURABLE) TUESDAY, THE 24th
)
JUSTICE PENNY) DAY OF JANUARY, 2025

**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 EASTERN MEAT SOLUTIONS INC.,
SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN
SERVICES INC., SIERRA REALTY CORPORATION,
RVB HOLDINGS INC., VANDEN BROEK HOLDINGS
(2008) INC., SIERRA REALTY CALGARY CORPORATION
AND EASTERN MEAT SOLUTIONS (USA) CORP.**

Applicants

ORDER

(Re: Stay Extension, Change of Corporate Name and Title of Proceeding)

THIS MOTION made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order, among other things: (i) extending the Stay Period up to and including May 31, 2025; (ii) approving the Monitor's Third Report, (each as defined herein), and the Monitor's activities, conduct and decisions set out therein; (iii) approving the fees and disbursements of the Monitor and its legal counsel; (iv) authorizing and approving the Second DIP Amendment; (v) ratifying the Applicants' actions of their filing of the Articles of Amendment for Sierra Custom Foods Inc., Sierra Realty Corporation and Sierra Realty (Calgary) Corporation; (vi) authorizing and directing the Applicant to file the Articles of Amendment in respect to Sierra Supply Chain Services Inc.; and (vii) granting certain ancillary relief, was heard this day by videoconference in Toronto, Ontario, in accordance with the Guidelines to Determine Mode of Proceeding in Civil Proceedings, effective April 19, 2022.

ON READING the Affidavit of Robert Vanden Broek sworn January 17, 2025 (the “**Vanden Broek Affidavit**”), the Third Report dated January 21, 2025 (the “**Third Report**”) of Deloitte Restructuring Inc., solely in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the “**Monitor**”), the Notice of Motion dated January 17, 2025, the Affidavit of Jordan Sleeth sworn January 21, 2025 (the “**Sleeth Affidavit**”), and the Affidavit of Robert Kennedy sworn January 21, 2025 (the “**Kennedy Affidavit**”) and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, and such other counsel that were present, no one else appearing for any other parties, although duly served as it appears from the Affidavit of Service of Shurabi Srikaruna sworn January 20, 2025, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Vanden Broek Affidavit and the motion record of the Applicants is hereby validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINED TERMS

2. **THIS COURT ORDERS** that all capitalized terms not expressly defined herein are defined, and have the meanings set forth, in the Amended and Restated Initial Order of the Honourable Justice Penny dated May 31, 2024 (the “**Initial Order**”) and the Stay Extension, DIP Amendment and KERP Order dated September 25, 2024 (the “**September Stay Extension Order**”).

STAY EXTENSION

3. **THIS COURT ORDERS** that the Stay Period, as ordered in paragraph 3 of the September Stay Extension Order, is hereby extended from January 31, 2025, until and including May 31, 2025.

DIP AMENDMENT

4. **THIS COURT ORDERS** that: (i) the execution by the Applicants of the Second DIP Amendment (as defined in the Vanden Broek Affidavit) substantially in the form attached as **Exhibit “D”** to the Vanden Broek Affidavit is hereby authorized and approved; and (ii) all

references to “DIP Credit Agreement” and “DIP Documents” in the Initial Order shall be deemed to include and make reference to the DIP Credit Agreement as amended by the First DIP Amendment and the Second DIP Amendment.

APPROVAL OF ACTIVITIES & FEES OF MONITOR

5. **THIS COURT ORDERS** that the Third Report, and the activities, decisions, and conduct of the Monitor as set out therein, are hereby authorized and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from September 1, 2024, to January 3, 2025, in the amount of \$430,503 plus disbursements of \$16,012, administrative expenses of \$12,915, and HST of \$59,726 for a total of \$519,156, as set out in the Sleeth Affidavit, are hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of Dentons Canada LLP for the period from September 1, 2024, to January 3, 2025, in the amount of \$369,801.50 plus disbursements in the amount of \$1,537.93 and HST of \$48,248.01 for a total of \$419,587.44, as set out in the Kennedy Affidavit, are hereby approved.

CORPORATE NAME CHANGE

8. **THIS COURT ORDERS** that, notwithstanding section 171(3) of the *Business Corporations Act*, R.S.O. 1990, c. B.16 (the “**OBCA**”), the Applicants are hereby authorized and directed, and are deemed to have been authorized and directed, to have completed, executed, and filed articles of amendment and/or reorganization and any other documents or instruments as may have been required under the OBCA or otherwise to change the corporate name of “Sierra Custom Foods Inc.” to “2298442 Ontario Limited” effective November 21, 2024, and such articles and any other documents or instruments are hereby deemed to be duly authorized, valid, and effective in all respects notwithstanding any requirement under the OBCA or otherwise to obtain director or shareholder approval or to deliver any statutory declarations or certificates that may otherwise be required to effect the foregoing corporate name change.

9. **THIS COURT ORDERS** that, notwithstanding section 171(3) of the *Business Corporations Act*, R.S.O. 1990, c. B.16 (the “**OBCA**”), the Applicants are hereby authorized and directed, and are deemed to have been authorized and directed, to have completed, executed, and filed articles of amendment and/or reorganization and any other documents or instruments as may have been required under the OBCA or otherwise to change the corporate name of “Sierra Realty Corporation” to “Coldterra Realty Corporation” effective November 24, 2024, and such articles and any other documents or instruments are hereby deemed to be duly authorized, valid, and effective in all respects notwithstanding any requirement under the OBCA or otherwise to obtain director or shareholder approval or to deliver any statutory declarations or certificates that may otherwise be required to effect the foregoing corporate name change.

10. **THIS COURT ORDERS** that, notwithstanding section 173(3) *Business Corporations Act*, RSA 2000, c B-9 (the “**ABCA**”), the Applicants are hereby authorized and directed, and are deemed to have been authorized and directed, to have completed, executed, and filed articles of amendment and/or reorganization and any other documents or instruments as may have been required under the ABCA or otherwise to change the corporate name of “Sierra Realty (Calgary) Corporation” to “Coldterra Realty Calgary Corporation” effective November 18, 2024, and such articles and any other documents or instruments are hereby deemed to be duly authorized, valid, and effective in all respects notwithstanding any requirement under the ABCA or otherwise to obtain director or shareholder approval or to deliver any statutory declarations or certificates that may otherwise be required to effect the foregoing corporate name change.

11. **THIS COURT ORDERS** that, notwithstanding section 171(3) of the *Business Corporations Act*, R.S.O. 1990, c. B.16 (the “**OBCA**”), the Applicants be and are hereby authorized and directed, to complete, execute, and file articles of amendment and/or reorganization and any other documents or instruments as may be required under the OBCA or otherwise to change the corporate name of “Sierra Supply Chain Services Inc.” to “Coldterra Supply Chain Ltd.” and such articles and any other documents or instruments shall be deemed to be duly authorized, valid, and effective in all respects notwithstanding any requirement under the OBCA or otherwise to obtain director or shareholder approval or to deliver any statutory declarations or certificates that may otherwise be required to effect the foregoing corporate name change.

TITLE OF PROCEEDING

12. **THIS COURT ORDERS** that, upon this Order being issued, the title of this proceeding shall hereby be changed to:

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 EASTERN MEAT SOLUTIONS INC., 2298442 ONTARIO LIMITED, COLDTERRA SUPPLY CHAIN LTD., COLDTERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDEN BROEK HOLDINGS (2008) INC., COLDTERRA REALTY CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.

Applicants

GENERAL

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or outside of Canada to give effect to this Order and to assist the Applicants and the Monitor and their 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 the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their agents in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Applicants and the Monitor are authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

15. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date of this Order and is enforceable without the need for entry or filing on the date hereof.



A handwritten signature in blue ink, appearing to read "Peng J.", is written over a horizontal line.

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 EASTERN MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN SERVICES INC., SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDEN BROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.

Court File No. CV-24-00720622-00CL

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

Proceedings commenced at Toronto, Ontario

ORDER

(Re: Stay Extension, Change of Corporate Name and Title of Proceeding)

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