

IN THE COURT OF KING'S BENCH OF NEW
BRUNSWICK TRIAL DIVISION
JUDICIAL DISTRICT OF SAINT JOHN

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 709280 NB LTD., 103232 P.E.I.
INC., CAN-AM LOBSTER & SHELLFISH LTD., 103233
P.E.I. INC., 103234 P.E.I. INC., 3249640 NOVA SCOTIA
LIMITED and 12588129 CANADA INC.

BETWEEN:

THE TORONTO-DOMINION BANK

APPLICANT

- and -

709280 NB LTD., 103232 P.E.I. INC., CAN-AM
LOBSTER & SHELLFISH LTD., 103233 P.E.I. INC.,
103234 P.E.I. INC., 3249640 NOVA SCOTIA LIMITED
and 12588129 CANADA INC.

RESPONDENTS

AFFIDAVIT OF JAMES FORAN

I, James Foran, make oath and say as follows:

1. I am a Senior Vice President with Deloitte Restructuring Inc. ("**Deloitte**"), the Court Appointed Monitor in the within matter and as such, I have personal knowledge of the evidence sworn to in this affidavit except where otherwise stated to be based on information or belief.
2. I had primary carriage of this proceeding at Deloitte.

3. Attached hereto and marked as **Exhibit "A"** are true copies of the detailed invoices issued by Deloitte for fees and disbursements (collectively, the **"Invoices"**) in this matter covering the period of September 1, 2023 to September 30, 2024 (the **"Period"**)
4. As detailed in the Invoices, from the period of September 1, 2023 to September 30, 2024, Deloitte's invoiced fees amount to \$750,040.00 and Deloitte incurred and invoiced disbursements in the amount of \$31,975.48, plus Harmonized Sales Tax (HST) on fees and disbursements in the amount of \$117,302.33 for a total of \$899,317.81.
5. The Invoices are a fair and accurate description of the services provided and the amounts charged by Deloitte.
6. The fees set out in the invoices are calculated on the basis of the hours spent by Deloitte personnel, multiplied by the applicable standard hourly rates charged by Deloitte. The total time comprised in the Invoices is 1,633.3 hours at an average hourly rate of approximately \$459.22. To the best of my knowledge and belief, the rates charged by Deloitte throughout these proceedings are comparable to the rates charged by other insolvency firms in the Atlantic Provinces for the provisions of similar services.
7. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing the billing rates, total hours and total fees charges for each professional that has completed work on this file during the Period.
8. I have reviewed the account of Deloitte and do verily believe that :
 - (a) Deloitte's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
 - (b) Deloitte's fees in this matter are consistent to those charged by insolvency firms with the capacity to handle a file of comparable size and complexity;
 - (c) the work completed by Deloitte was delegated to the appropriate professionals in Deloitte with the appropriate seniority and appropriate hourly rates;
 - (d) the invoices were provided to the Applicant when rendered and all have been approved by the Applicant, and
 - (e) the services were performed by Deloitte in a prudent and economical manner.
9. I make this affidavit in support of a motion by the Monitor, for, among other things, the approval of the fees and disbursements of Deloitte.

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A handwritten signature in blue ink, appearing to read "James Foran". The signature is written over a horizontal black line.


James Foran

~~A commissioner of Oaths~~

~~Being a solicitor~~

GAVIN D. F. MACDONALD
A Barrister of the Supreme
Court of Nova Scotia

This is Exhibit "A" referred to in the Affidavit of James Foran sworn before me on the 22th day of October, 2024.



Signature

GAVIN D. F. MACDONALD
A Barrister of the Supreme
Court of Nova Scotia

South Shore Seafood Group
Summary of invoices of Deloitte Restructuring Inc. ("Deloitte") - Court Appointed Monitor
For the period September 1, 2023 to September 30, 2024
Prepared on October 22, 2024

Invoice #	Period	Hours	Net Fees	Average Rate	Disbursements	HST	Total
8004049206	September 1, 2023 to September 30, 2023	440.40	198,855.00	451.53	2,894.42	30,262.41	232,011.83
8004298146	October 1, 2023 to October 31, 2023	308.10	132,017.50	428.49	10,997.96	21,452.32	164,467.78
8004361204	November 1, 2023 to November 30, 2023	242.60	93,730.00	386.36	4,069.27	14,669.89	112,469.16
8004435642	December 1, 2023 to December 22, 2023	112.50	51,162.50	454.78	-	7,674.38	58,836.88
8004577340	January 1, 2024 to January 31, 2024	226.70	113,155.00	499.14	2,648.67	17,370.55	133,174.22
8004680336	February 1, 2024 to February 29, 2024	99.30	52,305.00	526.74	7,384.60	8,953.44	68,643.04
8004680033	March 1, 2024 to March 28, 2024	50.90	27,445.00	539.19	135.73	4,137.11	31,717.84
8004937832	April 1, 2024 to April 29, 2024	59.30	32,897.50	554.76	1,429.96	5,149.12	39,476.58
8004937829	May 7, 2024 to May 31, 2024	21.40	11,985.00	560.05	1,993.94	2,096.84	16,075.78
8005149125	June 1, 2024 to June 29, 2024	6.80	3,730.00	548.53	420.93	622.64	4,773.57
8005150449	July 2, 2024 to July 31, 2024	13.30	6,567.50	493.80	-	985.13	7,552.63
8005170857	August 1, 2024 to August 29, 2024	32.00	16,860.00	526.88	-	2,529.00	19,389.00
8005269273	September 1, 2024 to September 30, 2024	20.00	9,330.00	466.50	-	1,399.50	10,729.50
		1,633.30	750,040.00	459.22	31,975.48	117,302.33	899,317.81

**Invoice 8004049206****Deloitte Restructuring Inc.**

1741 Lower Water Street, Suite 800

Halifax NS B3J 0J2

South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: October 17, 2023
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered**Fees**

Professional services rendered with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Preparation for a CCAA filing including discussions with TD, Norton Rose, Cox & Palmer, Management, Bonfire and David Boyd;
- (ii) Draft Pre-Filing Report of Monitor and review of Initial Application documentation;
- (iii) Creation of a CCAA Cash Flow Statement;
- (iv) Attendance at Court hearing in Saint John, NB;
- (v) Statutory compliance with CCAA notices (website, advertisement, creditor notices);
- (vi) Draft First Report of Monitor, Supplemental Report and review proposed orders;
- (vii) Investigate sale transactions and discuss same with estate stakeholders;
- (viii) Creation of documentation relating to sale investment and solicitation process;
- (ix) Creditor correspondence; and
- (x) Site visits and inventory counts

HST applicable 198,855.00

Expense

Out-of-pocket Expense

HST applicable 2,894.42

Sales Tax

HST at 15.00 % 30,262.41

Total Amount Due (CAD) 232,011.83

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from September 1, 2023 to September 30, 2023

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	128.5	\$ 550	\$ 70,675.00
Jorden Sleeth	Senior Vice President	7.8	\$ 550	\$ 4,290.00
Kurt Macleod	Vice President	154.4	\$ 450	\$ 69,480.00
Warren Leung	Vice President	28.8	\$ 500	\$ 14,400.00
Rob MacNeil	Vice President	24.8	\$ 450	\$ 11,160.00
Mu-Shan Martin Lin	Vice President	14.5	\$ 350	\$ 5,075.00
Colleen O'Brien	Manager	19.4	\$ 350	\$ 6,790.00
Ian Lewis	Associate	61.0	\$ 275	\$ 16,775.00
Melanie Ayotte	Analyst	1.2	\$ 175	\$ 210.00
Total:		440.4		\$ 198,855.00

Expense Type	Amount
Advertising	\$ 1,390.00
Ground	\$ 1,093.33
Hotel	\$ 317.72
Meals	\$ 93.37
Total	\$ 2,894.42

Date	Name	Hours	Descriptions
9/1/2023	Leung, Warren	0.40	Call with TD
9/1/2023	Foran, James	1.70	Calls with potential CRO, emails to/from TD, SSS and [REDACTED], prepare for and attend conference call with TD and Deloitte re: CCAA filing overview
9/5/2023	Lewis, Ian	3.90	Travel to Moncton, kick-off meeting with James Foran, Kurt Macleod, Rob MacNeil, review archived documents on network to determine which documents must be requested from the client.
9/5/2023	Leung, Warren	1.90	Introduction call with Cox & Palmer, diligence on security opinion.
9/5/2023	Macleod, Kurt	6.40	Meeting with Deloitte Corporate Finance team in Moncton, review of latest cash flow forecast provided by Tanya Hess; discussions with James Foran regarding CCAA cash flow, initial preparation work pertaining to CCAA cash flow.
9/5/2023	MacNeil, Rob	2.90	Overview discussions with Deloitte Turnaround team, preliminary review of the existing documentation and drafted request list for submission to client
9/5/2023	Foran, James	5.70	Work from Moncton office with Deloitte engagement team to plan for CCAA filing including Pre-Filing Report, sizing potential charges, discuss cash flow forecast, discuss sale and investment solicitation process, correspondence with TD legal counsel
9/6/2023	Foran, James	5.80	Review of forbearance agreement and provide comments to TD, emails to/from Tanya Hess re: cash flow, emails to/from SSS/[REDACTED]/TD re: forbearance agreement, participate in a conference call with TD and NRF, internal conference call
9/6/2023	Lewis, Ian	3.90	Review archived documents on network to determine which documents must be requested from the client, travel from Moncton to Halifax.



Date	Name	Hours	Descriptions
9/6/2023	Macleod, Kurt	5.50	Meetings with Tanya Hess is Cap Pele, New Brunswick discussing cash flow forecast, additional modeling work pertaining to cash flow forecast for CCAA filing.
9/7/2023	Foran, James	3.30	Call with [REDACTED], call with Tanya Hess [REDACTED] on CCAA filing, emails to/from TD re: forbearance agreement comments, review of [REDACTED]
9/7/2023	Leung, Warren	2.40	Introduction call with NRF, update call with Management; update Pre-Filing report based on discussions.
9/7/2023	Macleod, Kurt	5.30	Telephone calls with Tanya Hess, Norton Rose, [REDACTED] and Management, review of bi-weekly variance reports and providing the same to Tanya.
9/8/2023	Leung, Warren	0.50	Update call with NRF
9/8/2023	Macleod, Kurt	7.10	Telephone calls with Tanya Hess, telephone call with Norton Rose and Cox and Palmer, updating CCAA cash flow format based on September 1, 2023 roll forward results for Can-Am, Captain Cooke and By-the-water.
9/8/2023	Foran, James	4.30	Calls with potential CRO, emails to/from TD, SSS and [REDACTED], prepare for and attend conference call with TD and Deloitte re: CCAA filing overview
9/9/2023	Foran, James	3.30	Review of emails from NRF and Cox and Palmer, work on Pre-Filing Report of Monitor including sizing Court charges
9/10/2023	Macleod, Kurt	2.90	Updating running cash flow with revised CCAA presentation and formatting, correspondence with Management regarding the same.
9/10/2023	Sleeth, Jorden	0.90	Review of CCAA materials (order) and e-mails between NRF and Deloitte.
9/11/2023	Foran, James	7.50	Calls with David Boyd as CRO, emails to/from legal counsel, office discussion with Kurt Macleod re: cash flow forecast and CCAA presentation, work on Pre-Filing Report including the sizing of Court ordered charges, [REDACTED]
9/11/2023	Macleod, Kurt	8.20	Telephone call with company, David Boyd and [REDACTED], financial modelling pertaining to the cash flow forecast, discussion with Deloitte team regarding filing materials, review of Pre-Filing Report.
9/11/2023	Sleeth, Jorden	1.00	Review draft Monitor Pre-Filing Report.
9/12/2023	Foran, James	6.30	Calls with David Boyd, calls with Tanya Hess, emails to/from Company, CRO and legal counsel, internal review of cash flow forecast, prepare for and attend conference call with Norton Rose, call with Cox & Palmer, review comments on Pre-Filing Report
9/12/2023	Leung, Warren	1.40	Engagement team call re: DIP and cash flow forecast, update call with NRF.
9/12/2023	MacNeil, Rob	3.80	Continue to draft Teaser, initiated overview section, facility section, opportunity section, along with adding in the standard Turnaround language
9/12/2023	Macleod, Kurt	10.90	Telephone call with Management regarding cash flow model, telephone call with Deloitte team regarding DIP treatment, telephone call with Norton Rose, financial modelling work pertaining to CCAA cash flow, review draft components of Pre-Filing Report.



Date	Name	Hours	Descriptions
9/13/2023	Leung, Warren	2.80	Review and comment on Pre-Filing Report; update call with TD; coordinate website/hotline set up and newspaper ad.
9/13/2023	Foran, James	6.30	Conference call with NRF, TD and Deloitte, work on Pre Filing Report including sizing of charges, discussions with SSS Management, calls and emails with David Boyd
9/13/2023	MacNeil, Rob	2.80	Continue to draft Teaser, completed facility section, overview section, opportunity section
9/13/2023	Macleod, Kurt	9.40	Multiple telephone calls with TD and Deloitte team, telephone call with Management regarding cash flow model, adjustments to cash flow model, telephone call with Norton Rose and Cox and Palmer, draft cash flow section of Pre Filing Report
9/14/2023	Leung, Warren	2.20	Review and comment on draft initial order, review cash flow forecast, update call with TD.
9/14/2023	Foran, James	5.30	Status update call with Norton Rose, Cox and Palmer and Deloitte, work on Pre-Filing Report and discuss Cash Flow, call with TD Bank, calls with Jennifer Stam, calls and emails with David Boyd
9/14/2023	Macleod, Kurt	9.40	Multiple conference calls with TD, Norton Rose, Management, David Boyd, review of filing materials and drafting of cash flow assumptions and management declarations, review of draft forbearance agreement and discussions regarding the same.
9/15/2023	Leung, Warren	3.10	Review and comment on cash flow assumptions; email correspondences; coordinate newspaper ad; update Form 1 and 2; review cash flow forecast; call with counsel re initial and charging orders.
9/15/2023	Foran, James	1.90	Discussions with Deloitte engagement team, emails and calls with Norton Rose, Conference call with professionals, review of Pre-Filing Report
9/15/2023	Sleeth, Jorden	0.90	Pre-filing materials - review court order and sealing language, comment on same; review cash flow and notes and provide comments re: same.
9/15/2023	Macleod, Kurt	10.30	Drafting cash flow sections of Prefiling Report, drafting DIP section of Pre Filing Report, updating section of Pre-Filing Report for court ordered charges, finalizing cash flow documents based on internal and company review, telephone calls with TD and NR
9/16/2023	Foran, James	1.90	Finalizing Pre-Filing Report of Monitor, conference call with NRF and Cox and Palmer
9/16/2023	Leung, Warren	0.80	Review of Directors' charge, team correspondence.
9/16/2023	Macleod, Kurt	3.80	Telephone calls with James Foran and Tanya Hess, telephone calls with Norton Rose and Cox and Palmer, preparation of filing materials.
9/16/2023	Sleeth, Jorden	0.40	Pre-filing materials - review D&O charge and Pre-Filing Report
9/17/2023	Foran, James	2.30	Call with Kurt Macleod, emails to/from Norton Rose, participate in conference call, emails to/from Deloitte engagement team, call with David Boyd, emails with BDC



Date	Name	Hours	Descriptions
9/17/2023	Leung, Warren	1.30	Review draft initial orders; review forbearance agreement; review pre-filing report; review Directors' charge.
9/17/2023	Macleod, Kurt	4.30	Correspondence with Norton Rose and Cox and Palmer, edits to Pre-Filing Report, drafting declaration of the Trustee, working with Management to finalize director charge amount, conference call with legal counsel.
9/17/2023	Sleeth, Jorden	1.30	Final QA review of Pre-Filing Report, circulate comments.
9/18/2023	Lewis, Ian	0.80	Internal meeting with Rob MacNeil re: requirements listings and finalize listing
9/18/2023	Leung, Warren	0.80	Review of Pre-Filing Report and comments to team.
9/18/2023	Foran, James	3.10	Finalizing Pre Filing Report, emails and calls with professionals including Norton Rose and CRO
9/18/2023	Lewis, Ian	0.90	Internal meeting with Rob MacNeil, emails with Tanya Hess re: requirements listing
9/18/2023	Macleod, Kurt	5.70	Telephone calls with Norton Rose, Management, and Cox and Palmer, processing review notes in Pre-filing report from TD, Norton Rose, and Cox and Palmer, preparing final cash flow documents and report for filing.
9/19/2023	Lewis, Ian	0.40	Outline structure for Teaser including financial snapshot
9/19/2023	Foran, James	9.10	Draft First Report on Monitor including discussions with Deloitte engagement team on SISP procedures, review of OSB statutory documents and creditor notices, emails and calls with legal counsel, debtor and CRO
9/19/2023	MacNeil, Rob	0.90	Complete Teaser draft for preliminary review
9/19/2023	Leung, Warren	3.30	Update Form 1 and 2, update notice to creditors; team emails; review First Report; coordinate website posting.
9/19/2023	Lewis, Ian	3.90	Create financial visuals for teaser, review documents uploaded to ShareFile and compare to requirements listing
9/20/2023	Lewis, Ian	1.30	Emails with Tanya Hess, Rob MacNeil, Tim Williston re: requirements listing, review documents uploaded to ShareFile, prepare financial visuals (i.e., FY23 sales by region).
9/20/2023	Macleod, Kurt	3.20	Review of variance reports for September 1 to September 15, 2023, telephone call with Tanya Hess regarding Thursday and Friday meetings.
9/20/2023	MacNeil, Rob	4.70	Review of requirements listing in advance of submitting to CFO, brief discussion with CRO regarding process, internal discussion and review of cash flow forecast, and drafted SISP document
9/20/2023	Foran, James	5.50	Work on First Report, emails with Jenny Stam, call with Tanya Hess, call with Kurt Macleod, emails, travel to Saint John, NB
9/20/2023	Leung, Warren	0.80	Call with Rob MacNeil on SISP; coordinate website posting.
9/21/2023	Ayotte, Mélanie	0.40	Maintenance of case management website and uploading documents
9/21/2023	Foran, James	10.10	Prepare for and attend Court hearing, emails and calls with TD and legal counsel, review of SISP procedures, work on First Report, review list of interested parties



Date	Name	Hours	Descriptions
9/21/2023	MacNeil, Rob	2.80	Review forecast assumptions and previous forecast, commence drafting Interested Parties list, internal discussions re: interested parties
9/21/2023	Macleod, Kurt	7.70	Working on site in Cap Pele with Management in preparation of orders being issued, preparing creditor notices, meetings with Management regarding monitoring procedures
9/21/2023	Lewis, Ian	10.70	Travel from Halifax to Cap Pele, travel from Cap Pele to Wellington PEI, fisher payables testing at Arsenault Fish Mart, prepare SISP visuals and management of requirements listing
9/22/2023	Ayotte, Mélanie	0.20	Maintenance of case management website and uploading documents
9/22/2023	Leung, Warren	3.00	Review First Report draft, coordinate website posting, newspaper ad, notice to creditors, team correspondence, call with Rob MacNeil re SISP, creditor correspondence.
9/22/2023	MacNeil, Rob	2.90	Drafting interested parties list for review by engagement and team, updated First Report tables for SISP procedures for review
9/22/2023	Macleod, Kurt	7.80	Working on site with Management in Cap Pele, review of critical payments to fishers, review of availability under the DIP Facility, discussions with Management, TD and Deloitte Team.
9/22/2023	Foran, James	5.50	Work on First Report, call with Kurt Macleod, call with Jenny Stam, call with David Boyd, emails, discuss SISP with Rob MacNeil, travel back to Halifax
9/22/2023	Lewis, Ian	8.90	Call with Rob MacNeil re: SISP documents, prepare visuals for SISP process, emails with Tanya Hess, travel to residential properties to take photos, travel from O'Leary PEI to Halifax.
9/22/2023	O'Brien, Colleen	5.70	Organized advertising, Monitor email , Monitor hotline phone line , and arrange documents to be posted on Monitor website, creditor notices
9/23/2023	Macleod, Kurt	1.00	Telephone call with David Boyd and Tim Williston.
9/24/2023	Sleeth, Jorden	0.50	QA review of Monitor First Report.
9/24/2023	Foran, James	3.30	Review of and share proposed SISP Procedures with legal counsels, work on First Report of Monitor, emails to stakeholders
9/24/2023	Macleod, Kurt	6.10	Updating weekly cash flow reports, correspondence with management regarding site inspections, drafting and reviewing First Report of the Monitor.
9/25/2023	Ayotte, Mélanie	0.30	Post updated documentation to Monitor's website
9/25/2023	Lin, Mu-Shan Martin	4.80	Call with Rob MacNeil regarding financial model, review existing cash flow model and update for August actuals.
9/25/2023	Leung, Warren	0.80	Coordinate website posting, review notices and forms, respond to creditors.
9/25/2023	Lewis, Ian	9.40	On site inventory count at By The Water, travel from Halifax to Borden Carleton to Summerside, review requirement listing supporting documentation, create financial visuals for CIM.



Date	Name	Hours	Descriptions
9/25/2023	Foran, James	6.60	Conference call with TD, Norton Rose and Deloitte, call with Jennifer Stam, work on First Report of Monitor, discussions with Deloitte engagement team, emails, creditor calls, conference call re: Supplemental Report
9/25/2023	MacNeil, Rob	2.00	internal discussions to confirm interested parties list, prepare data room for launch and provided an updated list of outstanding items and questions to the client.
9/25/2023	Macleod, Kurt	7.90	On-site at By-the-Water, inspection of plant, discussions with Tim Williston and David Boyd, review of equipment assets, supervising inventory, review of creditor notices, review of CCAA forms, telephone call with TD bank and Norton Rose.
9/25/2023	O'Brien, Colleen	5.50	Preparation of statutory creditor notices, discussions with engagement team
9/26/2023	O'Brien, Colleen	6.80	Travel to New Brunswick, meet with client accounting team, review and approval of payroll
9/26/2023	Leung, Warren	0.70	Creditor correspondence; team emails.
9/26/2023	Ayotte, Mélanie	0.10	Case management website maintenance
9/26/2023	Lewis, Ian	9.80	Prepare data room, on site inventory count at South Shore Seafoods call with plant manager re: inventory variances, travel in PEI to various facilities
9/26/2023	Lin, Mu-Shan Martin	4.50	Update subsidiary tabs and change opening balance sheet assumptions in cash flow model
9/26/2023	Sleeth, Jorden	1.00	Calls with James Foran re: material adverse change, call with James Foran and legal counsels, TD update and approach to stay extension.
9/26/2023	Foran, James	4.40	Discuss subject sales transactions with Kurt Macleod, Debtors legal counsel and CRO, update to TD Bank and legal counsel, work on Supplemental Report and changes to requested relief
9/26/2023	Macleod, Kurt	7.50	On-site at South Shore Seafoods in Alberton, meeting with staff, meeting with Robert Arseneault and Tim Williston, supervising inventory count, review of subject transactions and discussions regarding the same.
9/27/2023	O'Brien, Colleen	1.40	Travel to client site, meeting with Kurt Macleod
9/27/2023	Ayotte, Mélanie	0.20	Case management website maintenance
9/27/2023	Leung, Warren	1.20	Team correspondence, consideration of issues, responding to creditors, website administration, review of Supplemental Report.
9/27/2023	Lin, Mu-Shan Martin	5.20	Update format and balance forecast model.
9/27/2023	Sleeth, Jorden	1.80	Call with TD re: material adverse change and go forward approach, review Supplemental Report and discuss same with James Foran and Kurt Macleod.
9/27/2023	Foran, James	7.20	Work on Supplemental Report of the Monitor and discuss same with Deloitte team and legal counsel, calls with Kurt Macleod re: investigation of transactions, calls with Maurice Chiasson and David Boyd, emails with creditors



Date	Name	Hours	Descriptions
9/27/2023	MacNeil, Rob	2.00	Draft consolidated background document for interested parties, reached out to prospective interested parties and updated interested parties list, discuss model information with Martin Lin and discuss outstanding data room items with Ian Lewis
9/27/2023	Macleod, Kurt	8.30	Review of amounts outstanding to Robert Arsenault, preparing supporting documentation for Supplemental Report, drafting Supplemental Report, telephone calls with TD, legal counsel and Deloitte team. Meetings with Management and David Boyd.
9/28/2023	Leung, Warren	0.70	Responding to creditors; website administration.
9/28/2023	Lewis, Ian	3.00	Return travel to Halifax.
9/28/2023	Foran, James	8.30	Prepare for and attend Comeback Court hearing, call with CRO, AFM, CFO and Deloitte re: liquidity, discuss same with legal counsel, calls with Jennifer Stam, emails, travel to PEI
9/28/2023	Macleod, Kurt	6.30	Work updating South Shore Seafood Cash Flow Forecast, numerous calls with Management regarding estate administration and upcoming fisher payments, telephone discussion with Cox and Palmer, telephone call with David Boyd, Tanya Hess, James Foran and Terry Foster.
9/29/2023	Lewis, Ian	4.10	Complete documentation from site visits on inventory, work on documentation relating to SISP
9/29/2023	Leung, Warren	0.70	Call with creditors, website coordination.
9/29/2023	Foran, James	9.80	Work in PEI at AFM reviewing and approving payments to fishers, meeting with Andrew Campbell and Robert Arsenault, calls with Deloitte team members and CRO, conference call with TD, travel
9/29/2023	Macleod, Kurt	7.90	Working on-site in Cap-Pele with Management, reviewing payments and availability, discussions with Management and TD bank, review of fisher payments and discussions with James Foran regarding the same, updating South Shore cash flow.
9/30/2023	Macleod, Kurt	1.50	Updating BTW cash flow forecast template, correspondence with Management and David Boyd.
Total		440.40	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

For professional services rendered

Fees

Work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Drafting Monitor Reports and attendance at Court hearings
- Weekly review of payroll and disbursements
- Review of weekly variance reporting and provide to TD
- Activities relating to the SISP including the creation of the CIM, Teaser and discussions with interested parties
- Discussions with Debtor and CRO

Please see attached appendix for details.

HST applicable 132,017.50

Expense

Out of pocket expenses.

HST applicable 10,997.96

Sales Tax

HST at 15.00 % 21,452.32

Total Amount Due (CAD) 164,467.78

Invoice 8004298146

Deloitte Restructuring Inc.

1741 Lower Water Street, Suite 800
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Date: December 21, 2023
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

**Fee Summary****For the period from October 1, 2023 to October 31, 2023**

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	61.9	550.00	34,045.00
Jorden Sleeth	Senior Vice President	9.0	550.00	4,950.00
Kurt Macleod	Vice President	118.5	450.00	53,325.00
Warren Leung	Vice President	8.0	500.00	4,000.00
Rob MacNeil	Vice President	16.7	450.00	7,515.00
Mu-Shan Martin Lin	Vice President	25.6	350.00	8,960.00
Colleen O'Brien	Manager	6.5	350.00	2,275.00
Ian Lewis	Associate	60.9	275.00	16,747.50
Melanie Ayotte	Analyst	1.0	200.00	200.00
Total:		308.1		132,017.50

Expense Type	Amount
Firmex	3,200.00
Airfare	1,317.34
Mileage	3,337.80
Hotel	1,904.41
Car Rental	181.52
Meals	806.64
Other	250.25
Total	10,997.96

Date	Name	Hours	Descriptions
10/1/2023	Macleod, Kurt	3.50	Updating cash flow forecast models for AFM, CC, Can-AM, correspondence with management regarding the same.
10/1/2023	Foran, James	2.50	Work on Second Report of Monitor
10/2/2023	Macleod, Kurt	0.70	Telephone call with Management, David Boyd and Stewart McKelvey regarding Subject Transactions.
10/2/2023	Foran, James	5.40	Work on Second Report, call with legal counsel, conference call with Debtors, CRO and legal counsel, call with Norton Rose, emails

Date	Name	Hours	Descriptions
10/3/2023	Foran, James	2.40	Call with Gavin MacDonald, call with Jorden Sleeth re: Second Report, adjustments to Second Report, office discussions with Kurt Macleod, call with David Boyd, emails
10/3/2023	Leung, Warren	0.70	Responding to creditors and updating call log.
10/3/2023	MacNeil, Rob	2.80	Follow up with Tanya regarding equipment listing by location, review client supplied data for drafting company overview/background for CIM
10/3/2023	O'Brien, Colleen	1.90	Review payroll and discuss same with Meagan Mullins at South Shore
10/3/2023	Lewis, Ian	2.30	Complete sales visuals for SISP.
10/3/2023	Sleeth, Jorden	1.40	Review 2nd report and provide comments, call with J. Foran re: same.
10/3/2023	Macleod, Kurt	7.90	Reviewing cash variance reports, telephone calls with Management and Cooke insurance, telephone call with BDC and BDC Capital, review and approving disbursements.
10/4/2023	Leung, Warren	0.90	Responding to creditors and updating call log.
10/4/2023	Ayotte, Mélanie	0.20	Website maintenance
10/4/2023	Lewis, Ian	3.20	Emails with Rob MacNeil re: teaser, SISP support, prepare equipment listing summary.
10/4/2023	Sleeth, Jorden	1.30	Review cash flow and provide comments, call with Kurt Macleod re: same; review and provide comments on Second Report of Monitor, review draft order.

Date	Name	Hours	Descriptions
10/4/2023	Macleod, Kurt	7.80	Drafting Second report of the Monitor, updating cash flow forecasts, discussions with Management and the CRO, correspondence with estate stakeholders.
10/4/2023	Foran, James	3.90	Weekly update call with BDC and CRO, participate in discussions with respect to cash flow, discussions with engagement team on sale process, review of insurance policy and discuss request with legal counsel, work on Second Report of Monitor
10/5/2023	Ayotte, Mélanie	0.20	Website updates and maintenance
10/5/2023	Leung, Warren	1.00	Responding to creditor calls and emails.
10/5/2023	Lewis, Ian	3.20	Review and approve fisher payments for the week ending September 30th, calls/emails with Terry Foster re: fisher payments.
10/5/2023	Macleod, Kurt	6.50	On site in Cap-Pele with management, review and approving disbursements, various meeting with management, updating cash flow forecasts.
10/5/2023	Foran, James	4.50	Prepare for and attend Court hearing including discussions with legal counsel, CRO and Deloitte engagement team, call with legal counsel to Robert Arseneault, correspondence to SSS re: lobster procurement, emails with stakeholders
10/6/2023	Leung, Warren	0.50	Responding to creditors.
10/6/2023	Lewis, Ian	1.10	Test fisher payments for the week ending September 30th. Calls/emails with Terry Foster re: fisher payments.
10/6/2023	Sleeth, Jorden	0.50	Update call with TD and DRI team.
10/6/2023	Macleod, Kurt	3.00	Working with Management on fisher disbursements, update call with TD bank.

Date	Name	Hours	Descriptions
10/6/2023	Foran, James	2.10	Call with Deloitte engagement team re: cash flow and over advance position, call with Jennifer Stam, emails
10/9/2023	Foran, James	3.70	Work on Court Report, emails with stakeholders
10/10/2023	Leung, Warren	0.50	Emails from creditors; coordinate website update.
10/10/2023	Ayotte, Mélanie	0.10	Update website
10/10/2023	Macleod, Kurt	2.50	Calls with Management, correspondence with various estate stakeholders.
10/10/2023	O'Brien, Colleen	1.40	Payroll review and discuss same with Kurt Macleod
10/10/2023	Foran, James	1.30	Weekly update call with BDC and BDC Capital, review of comments on Court Report, emails
10/11/2023	Macleod, Kurt	6.30	Review of variance reports, telephone discussions with Management, review of availability, review of purchase orders and correspondence with Management.
10/11/2023	Lewis, Ian	2.80	Test fisher payments for the week ending October 7th..
10/11/2023	Foran, James	1.80	Review DIP reporting and discuss same with Kurt Macleod, discuss same with estate stakeholders, emails
10/12/2023	Leung, Warren	0.50	Responding to creditors.

Date	Name	Hours	Descriptions
10/12/2023	Macleod, Kurt	7.90	Telephone call with David Boyd and Tanya Hess, roll forward of cash flow model, review of DIP requirements, telephone call with Cox & Palmer, call with TD Bank and NRF.
10/12/2023	Lewis, Ian	0.40	Test fisher payments for the week ending October 7th
10/12/2023	Sleeth, Jorden	0.90	Call with TD and NRF, debrief same with James Foran and Kurt Macleod.
10/12/2023	Foran, James	2.90	Emails with Management/CRO re: temporary foreign workers, deal with DIP issue with Deloitte, Cox, NRF and TD, emails
10/13/2023	Leung, Warren	0.20	Respond to creditors.
10/13/2023	Macleod, Kurt	6.50	Telephone calls with Cox and Palmer, reviewing and approving fisher disbursements, drafting Third report of the Monitor, finalizing cash flow forecasts and variance reports. calls with Management and CRO.
10/13/2023	Foran, James	0.80	Prepare for and attend conference call with legal counsel
10/14/2023	Macleod, Kurt	1.00	Review of Third report of the monitor.
10/15/2023	Macleod, Kurt	2.90	Preparing variance report section of the Third report of the Monitor, correspondence with James Foran and Jorden Sleeth regarding the same.
10/15/2023	Sleeth, Jorden	1.00	Review Monitor's Third Report and provide comments.
10/16/2023	Foran, James	2.80	Work to finalize Third Report, discussions with legal counsel, office discussions with Kurt Macleod re: changes to forecast, emails to/from BDC legal counsel, work on Fourth Report, call with TD, internal Deloitte engagement team call re: CIM

Date	Name	Hours	Descriptions
10/16/2023	Macleod, Kurt	5.50	Correspondence with TD, Deloitte team and Management, final edits to Third Report of the Monitor, updating cash flows and schedules of report, telephone call with TD Bank, telephone call with Deloitte Team regarding SISP.
10/16/2023	Sleeth, Jorden	1.30	Call with TD re: DIP and Funding; call with James Foran and Rob MacNeil re: SISP process; review memo to TD.
10/17/2023	Ayotte, Mélanie	0.10	Website maintenance
10/17/2023	MacNeil, Rob	0.90	Calls with industry contacts and prospects participants to update the interested parties list.
10/17/2023	Lin, Mu-Shan Martin	3.20	Call with Rob MacNeil on CIM, preparation of financial results.
10/17/2023	Leung, Warren	0.20	Coordinate website posting.
10/17/2023	Macleod, Kurt	5.80	Attend Court hearing, meeting with Cox & Palmer, update call with Management and the CRO, telephone call with BDC and BDC Capital, correspondence with management about various file issues, review of disbursements
10/17/2023	O'Brien, Colleen	1.40	Weekly payroll review with debtor staff
10/17/2023	Lewis, Ian	1.80	Prepare equipment listing summary to supplement the Confidential Information Memorandum
10/17/2023	Foran, James	1.90	Prepare for and attend Court hearing, discussion with legal counsel, emails, weekly update call with BDC and BDC Capital, discussions with CRO
10/18/2023	MacNeil, Rob	1.00	Reviewed financial model updates in preparation for drafting SISP background document, contacted industry contacts and interested parties to continue drafting interested parties list



Date	Name	Hours	Descriptions
10/18/2023	Leung, Warren	0.50	Respond to creditor and team follow-up.
10/18/2023	Macleod, Kurt	8.50	Drafting Fourth Report of the Monitor, telephone calls with Management regarding sales pipeline and availability, reviewing payments and supporting documentation.
10/18/2023	Lin, Mu-Shan Martin	4.20	Review assumptions materials and previous CIM, review model and identify main drivers, preparation of CIM for projections.
10/18/2023	Lewis, Ian	0.60	Emails with Terry Foster re: October 14 fisher payments
10/18/2023	Foran, James	2.20	Review Court report, update dates in SISP, emails, call with Kurt Macleod, discussions with Warren Leung
10/19/2023	Macleod, Kurt	7.50	Updating cash flow models, estimating DIP facility availability, telephone calls with David Boyd and Tanya Hess, drafting Fourth Report and telephone call with TD Bank.
10/19/2023	Sleeth, Jorden	0.90	Review Fourth Report of Monitor and provide comments thereon
10/19/2023	Lin, Mu-Shan Martin	3.20	Preparation of projection section of CIM.
10/19/2023	Lewis, Ian	6.60	Testing fisher payments for week ending October 14th, prepare Confidential Information Memorandum, emails with Tanya Hess and Max Michaud re: historical operational questions to support Confidential Information Memorandum.
10/19/2023	Foran, James	1.90	Review of Court Report and comments to Kurt Macleod, revisions to SISP Procedures, discussion with legal counsel, emails, call with David Boyd
10/20/2023	Lin, Mu-Shan Martin	2.50	Preparation of financial results in the CIM, sensitize inputs for the model.

Date	Name	Hours	Descriptions
10/20/2023	Macleod, Kurt	6.50	Finalizing cash flow forecast, telephone discussions with management regarding payments, correspondence with BDC and TD.
10/20/2023	Foran, James	1.90	Prepare for and attend call with Principals and CRO, emails
10/21/2023	Foran, James	2.80	Work on Court Report, review cash flow and discuss with Kurt Macleod, emails
10/22/2023	Macleod, Kurt	5.90	Drafting cash flow statement declarations, telephone call with Norton Rose Fullbright, email correspondence with Cox and Palmer, review of TD affidavit, review of notice of motion.
10/22/2023	Lin, Mu-Shan Martin	2.40	Prepare sensitivity analysis for CIM
10/23/2023	Leung, Warren	0.90	Review cash flow forecast and emails with team.
10/23/2023	MacNeil, Rob	1.00	Reviewed financial model updates for the CIM with Martin Lin, reviewed draft sections of the CIM with Ian Lewis, contacted prospective interested parties to confirm whether they are interested in receiving the SISP materials.
10/23/2023	Lin, Mu-Shan Martin	1.70	Call with Rob MacNeil on CIM, preparation of CIM.
10/23/2023	Macleod, Kurt	5.90	Updating cash flow models and Court Report, several calls with legal counsel and TD bank, discussions with Deloitte team, finalize and file documents with Court
10/23/2023	Lewis, Ian	3.30	Prepare Confidential Information Memorandum, prepare Teaser, emails with South Shore Seafood Group employees re: Confidential Information Memorandum/Teaser questions.
10/23/2023	Sleeth, Jorden	0.50	Call with James Foran re: Fourth Report and Debtor views on enhanced powers

Date	Name	Hours	Descriptions
10/23/2023	Foran, James	4.80	Prepare for and attend conference call with TD and legal counsel, call with Maurice Chiasson, call with David Boyd, finalize documents for filing with the Court
10/24/2023	Leung, Warren	0.80	Respond to creditors, review email correspondences from stakeholders, coordinate website updates.
10/24/2023	Ayotte, Mélanie	0.20	Website maintenance
10/24/2023	Lin, Mu-Shan Martin	6.20	Prepare financial overview of the CIM.
10/24/2023	Macleod, Kurt	2.50	Update call with Management, telephone call with Bob Prince, discussing sales with Lori Ramsay, reviewing and approving disbursements.
10/24/2023	O'Brien, Colleen	1.40	Review payroll and talk with Meaghan Mullins
10/24/2023	Lewis, Ian	6.30	Prepare Confidential Information Memorandum, [prepare Teaser, specifically refine 2-page teaser to a 1-page teaser, emails with South Shore Seafood Group employees re: Confidential Information Memorandum/Teaser questions.
10/24/2023	Foran, James	2.90	Emails to/from Tanya Hess re: deposits and payment of supply invoices, emails to/from Jennifer Stam, call with David Boyd, office discussion with Kurt Macleod, review and discuss Teaser with engagement team, emails
10/25/2023	Leung, Warren	0.30	Creditor emails.
10/25/2023	MacNeil, Rob	2.00	Reviewed drafted financial section of the CIM with Martin Lin and provided outstanding questions to Kurt Macleod prior to sending the request to the client
10/25/2023	Lin, Mu-Shan Martin	2.20	Call with Rob MacNeil on CIM, preparation of CIM.

Date	Name	Hours	Descriptions
10/25/2023	Macleod, Kurt	6.00	Attending Court hearing, telephone calls with Management, reviewing and approving disbursements, discussions with sales team, reviewing and approving sales transactions, reviewing and making edits to CIM and Teaser.
10/25/2023	Lewis, Ian	3.90	Prepare Teaser updates after Q&A review, prepare Confidential Information Memorandum.
10/25/2023	Foran, James	3.10	Prepare for and attend Court hearing, discussions with Jennifer Stam and Gavin MacDonald, discussions with Andrew Campbell, discussions with Kurt Macleod, call on Teaser, review of BDC Capital re: interest and discuss with legal counsel, emails
10/26/2023	MacNeil, Rob	1.00	Continue to reach out to potential interested parties and confirm which prospective buyers/investors are interested in participating in the SISP
10/26/2023	Macleod, Kurt	1.90	Working with Management on disbursements and various estate administration matters.
10/26/2023	Lewis, Ian	2.10	Prepare final amendments to Teaser.
10/26/2023	Sleeth, Jorden	0.40	Review Teaser and provide comments.
10/26/2023	Foran, James	2.30	Discussion with Cox and Palmer re: BDC Capital and interest, review and discuss Teaser with engagement team, discuss operational issue with Kurt Macleod, discuss inventory adjustment with SSS and engagement team, emails
10/27/2023	Leung, Warren	0.30	Creditor correspondence, coordinate website update.
10/27/2023	MacNeil, Rob	1.00	Provided outstanding financial questions to Kurt Macleod for review before sending to the client
10/27/2023	Macleod, Kurt	6.00	Tour of BTW, working with accounting team in Cap-Pele on disbursements, discussions with Management regarding commissions and expense claims.

Date	Name	Hours	Descriptions
10/27/2023	Lewis, Ian	2.20	Emails to Firmex re: virtual data room setup, populate virtual data room.
10/27/2023	Sleeth, Jorden	0.30	Review SISP materials and provide comments.
10/27/2023	Foran, James	0.80	Emails to/from interested parties, discuss SISP with Deloitte engagement team, emails
10/30/2023	Foran, James	1.40	Call with David Boyd, discussions with Kurt Macleod, finalize documents for SISP, emails with engagement team
10/30/2023	Ayotte, Mélanie	0.20	Update Court filings on website
10/30/2023	Leung, Warren	0.70	Coordinate website posting, creditor correspondences.
10/30/2023	O'Brien, Colleen	0.40	Review payroll and discuss same with Meagan Mullins at South Shore
10/30/2023	MacNeil, Rob	4.00	Distributed Teaser, NDA and transmittal letter to all interested parties, communicated with CFO to draft financial section for CIM, work with Ian Lewis to draft of the Company profile section of the CIM.
10/30/2023	Lewis, Ian	10.80	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)
10/31/2023	Foran, James	1.80	Office discussions with Kurt Macleod, update on SISP commencement, letter to BDC Capital, [REDACTED], emails
10/31/2023	Sleeth, Jorden	0.50	Update call with James Foran, review SISP materials.



Date	Name	Hours	Descriptions
10/31/2023	MacNeil, Rob	3.00	Work with Ian Lewis to complete Company Profile section of the CIM and finalize the financial section, excl the forecast
10/31/2023	Lewis, Ian	10.30	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)
Total		308.10	



Invoice Date 10/27/2023
Invoice # 44755
Payment Terms Due on receipt
PO #
Opp Ref:

Invoice to:
Deloitte Restructuring Inc.
5 Springdale Street, Suite 1000
St. John's NL A1E 0E4
Canada

Payable to:
Firmex Inc.
Firmex Inc
110 Spadina Avenue
Suite 700
Toronto M5V 2K4
Canada

Product / Description	Price	Qty	Discount	Notes	Subtotal
Transaction 6-Month Term	\$3,200.00	1			\$3,200.00
Transaction Storage Allowance (GB) 1GB Included. Additional storage is \$1/MB	\$0.00	1			\$0.00
Unique Host User Licences (Tran) Unlimited	\$0.00	1			\$0.00
Guest User Licences (Tran) Unlimited	\$0.00	1			\$0.00
Q&A Module with Workflow (Tran) Included	\$0.00	1			\$0.00
Redaction (Transaction) Included	\$0.00	1			\$0.00
Training and Project Consultation Unlimited	\$0.00	1			\$0.00
Support - 24/7/365 Unlimited	\$0.00	1			\$0.00

Invoice Notes:

Total Service Fees	\$3,200.00 CAD
GST/HST	\$480.00 CAD
PST/QST	\$0.00 CAD
Total Tax	\$480.00 CAD

Balance Due	\$3,680.00 CAD
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**Invoice 8004361204****Deloitte Restructuring Inc.**

1741 Lower Water Street, Suite 800 Halifax
NS B3J 0J2

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2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
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Date: January 16, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran
GST/HST Registration: 12289 3605 RT0001
QST Registration: 1012314163TQ0001

For professional services rendered**Fees**

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Creation of Confidential Information Memorandum;
- (ii) Creating operational and financial data for the Virtual Data Room;
- (iii) Discussions with various interested parties;
- (iv) Preparation of a collateral realization schedule to consider offers from an interested party;
- (v) Preparation of variance reporting;
- (vi) Correspondence and meetings with the debtor; and
- (vii) Correspondence and meetings with TD

Please see attached appendix for details.

HST applicable	93,730.00
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Expense

Out of pocket expenses

HST applicable	4,069.27
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Sales Tax

HST at 15.00 %	<u>14,669.89</u>
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Total Amount Due (CAD)	<u>112,469.16</u>
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



For the period from November 1, 2023 to November 30, 2023

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	39.3	550.00	21,615.00
Jorden Sleeth	Senior Vice President	1.9	550.00	1,045.00
Kurt Macleod	Vice President	57.0	450.00	25,650.00
Warren Leung	Vice President	2.4	500.00	1,200.00
Rob MacNeil	Vice President	22.9	450.00	10,305.00
Mu-Shan Martin Lin	Vice President	15.1	350.00	5,285.00
Colleen O'Brien	Manager	0.4	350.00	140.00
Ian Lewis	Associate	103.6	275.00	28,490.00
Total:		242.6		93,730.00

Expense Type	Amount
Advertising	2,120.00
Mileage	1,404.24
Hotel	299.96
Meals	245.07
Total	4,069.27

Date	Name	Hours	Descriptions
11/1/2023	Foran, James	1.60	Discuss SISP with Rob MacNeil, [REDACTED] and discuss same with David Boyd, office discussion with Kurt Macleod, emails
11/1/2023	Lin, Mu-Shan Martin	7.40	Prepare August YTD analysis on CIM, insert commentary from CFO into CIM.
11/1/2023	MacNeil, Rob	3.90	Finalized draft CIM with exception of financial section and circulate for internal review, discuss interested parties' feedback on NDA mark ups both internally and with counsel in order to provide feedback to interested parties.
11/1/2023	Lewis, Ian	9.80	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)



Date	Name	Hours	Descriptions
11/2/2023	Sleeth, Jorden	1.00	Review and provide comments on CIM.
11/2/2023	Leung, Warren	0.50	Respond to CRA voicemail and email to team.
11/2/2023	Lin, Mu-Shan Martin	7.70	Prepare working capital analysis in CIM, update projection table in CIM, prepare AR and AP breakdown for the CIM.
11/2/2023	MacNeil, Rob	1.90	Applied Jorden Sleeth's feedback to the latest version of the CIM and continued to finalize financial forecast, circulated draft CIM for QA review
11/2/2023	Foran, James	3.00	travel from Amherst to Cap Pele and Moncton, meeting with Management team, emails to/from TD
11/2/2023	Lewis, Ian	6.80	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)
11/3/2023	MacNeil, Rob	2.00	Finalized financial section, including forecast, reviewed information to be included in the data room, submitted teaser, NDA and transmittal letter to another interested party
11/3/2023	Foran, James	1.40	[REDACTED], call with Gavin MacDonald, call with Jennifer Stam, emails, call from Warren Ellis
11/3/2023	Lewis, Ian	6.30	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)
11/4/2023	Lewis, Ian	5.20	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, calls/emails with employees of the Debtor)



Date	Name	Hours	Descriptions
11/6/2023	Leung, Warren	0.30	Review creditor correspondence and respond.
11/6/2023	Foran, James	1.20	Calls and emails with stakeholders, discussions on SISP
11/6/2023	Macleod, Kurt	6.10	Review of weekly variance reports for weeks ending October 22, 2023 and October 29, 2023, updating DIP tracking sheets, review of dataroom contents, and correspondence with TD, review of advertising materials.
11/6/2023	Lewis, Ian	10.80	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, prepare advertising, calls/emails with employees of the Debtor)
11/6/2023	MacNeil, Rob	1.00	Finalized CIM in advance of posting to data room.
11/6/2023	Sleeth, Jordan	0.20	Review SISP advertising.
11/7/2023	Leung, Warren	0.30	Respond to creditor; team emails.
11/7/2023	Foran, James	2.40	Review of CIM and advertisements in SISP, discussions with Rob MacNeil and Kurt Macleod, emails with estate stakeholders, weekly call with BDC
11/7/2023	O'Brien, Colleen	0.40	Review payroll
11/7/2023	Macleod, Kurt	4.70	Review of CIM, telephone calls with CIM team, telephone call with accounting staff, telephone call with BDC and BDC Capital.



Date	Name	Hours	Descriptions
11/7/2023	Lewis, Ian	8.40	Various activities pertaining to the SISP (i.e. prepare CIM, prepare virtual data room, prepare advertising, calls/emails with employees of the Debtor)
11/7/2023	MacNeil, Rob	1.00	Opened data room and continued to populate dataroom information
11/8/2023	Foran, James	3.20	Call with David Boyd, call with Management and CRO re: material events, conference call with Area52 re: IP, call with Investment Banker in US re: SISP, emails
11/8/2023	Macleod, Kurt	1.50	Telephone call with Management and CRO.
11/8/2023	Lewis, Ian	7.80	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room, emails with potential buyers).
11/8/2023	MacNeil, Rob	1.00	Managed incoming requests and NDA receipts from interested parties
11/9/2023	Leung, Warren	0.50	Respond to creditor, coordinate website update.
11/9/2023	Foran, James	0.40	Call with David Boyd, discuss AFM payables with Kurt Macleod, emails
11/9/2023	Macleod, Kurt	0.70	Telephone call and email correspondence with Lori Ramsay regarding Can-Am and sales.
11/9/2023	Lewis, Ian	6.30	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room, emails with potential buyers).

Date	Name	Hours	Descriptions
11/9/2023	MacNeil, Rob	1.00	Continue to add documents to data room and respond to interested parties, follow up with prospective interested parties who have not yet responded
11/10/2023	MacNeil, Rob	0.90	Continue to add documents to data room and respond to interested parties, follow up with prospective interested parties who have not yet responded
11/13/2023	MacNeil, Rob	0.90	Continue to add documents to data room and respond to interested parties, follow up with prospective interested parties who have not yet responded
11/14/2023	Foran, James	2.40	Review transaction detail with respect to subject transactions, call with Pier 99, office discussion with Kurt Macleod, conference call with TD and NRF
11/14/2023	Lewis, Ian	6.70	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") (i.e., redact legal documents), emails with Management re: VDR content, emails with Monitor's Counsel re: legal documents for VDR
11/14/2023	Macleod, Kurt	5.10	Correspondence with Management, review of payments and sales, telephone call with BDC and BDC Capital, review of variance reports.
11/15/2023	Foran, James	8.00	Travel to Cap Pele for Management meeting, discussions with Kurt Macleod, discussions with CRO, travel back to Halifax.
11/15/2023	MacNeil, Rob	1.00	NDA markup review and feedback [REDACTED]
11/15/2023	Lewis, Ian	6.40	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") (i.e., debt schedule), internal call with Rob MacNeil and Kurt Macleod, emails with Management re: VDR content
11/15/2023	Macleod, Kurt	3.70	Reviewing and approving payments, discussions with Tanya Hess and Meaghan Mullins, correspondence and calls with Lori Ramsay, finalizing review of variance reports.

Date	Name	Hours	Descriptions
11/16/2023	Foran, James	2.20	Draft summary email to Company and CRO re: output from the meeting, share email with TD, discuss NRV calculation with Kurt Macleod, discuss potential fraud alert with TD, emails
11/16/2023	MacNeil, Rob	0.90	Debt Summary review prior to posting to data room
11/16/2023	Lewis, Ian	5.20	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") (i.e., debt schedule), emails with Management re: VDR content
11/16/2023	Leung, Warren	0.30	Respond to creditors.
11/16/2023	Macleod, Kurt	5.90	Preparation of updated NRV schedule for South Shore and Captain Cooke, correspondence with Management and TD bank.
11/17/2023	Lewis, Ian	3.60	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") (i.e., debt schedule, equipment listing), emails with Management re: VDR content.
11/17/2023	Foran, James	1.10	Discuss NRV with Kurt Macleod, call with Andrew Campbell, emails to/from SSS re: operating issues, emails to/from TD
11/17/2023	Macleod, Kurt	1.00	Working on updating NRV schedules for BTW.
11/20/2023	MacNeil, Rob	1.00	NDA mark up review [REDACTED] and response to interested party, interested party feedback review [REDACTED] and questions to CFO for responses
11/20/2023	Macleod, Kurt	5.30	Updating Bridge Lobster, Can-Am and Arsenault Fish Mart NRV's, telephone call with TD bank, approving sales and disbursements.



Date	Name	Hours	Descriptions
11/20/2023	Foran, James	2.70	Meeting with potential interested party, call with TD, emails with debtor, discussions with Kurt Macleod re: NRV
11/20/2023	Lewis, Ian	4.10	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR"), respond to interested parties' due diligence questions), emails with Management re: VDR content, calls/emails with interested parties.
11/21/2023	Leung, Warren	0.20	Creditor emails.
11/21/2023	MacNeil, Rob	1.00	Interested party communication related to NDA markup, due diligence questions and communication with CFO on outstanding questions
11/21/2023	Lewis, Ian	3.80	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") respond to interested parties' due diligence questions), emails with Management re: VDR content, calls/emails with interested parties.
11/21/2023	Sleeth, Jorden	0.50	Review draft NRV and provide comments to Kurt Macleod.
11/21/2023	Foran, James	3.10	Review of revised NRV's and discuss same with Kurt Macleod
11/22/2023	Lewis, Ian	3.10	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")). Emails with Management re: VDR content, calls/emails with interested parties.
11/22/2023	MacNeil, Rob	1.00	Interested parties feedback and responding to questions.
11/22/2023	Macleod, Kurt	4.50	Review and preparation of weekly variance reports, final edits to NRV schedule.

Date	Name	Hours	Descriptions
11/22/2023	Sleeth, Jorden	0.20	Review NRV memo prepared by Kurt Macleod.
11/22/2023	Foran, James	0.40	Final review of revised NRV and emails to/from Kurt Macleod and Jorden Sleeth
11/23/2023	Lewis, Ian	2.20	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") respond to interested parties' due diligence questions), emails with Management re: VDR content, calls/emails with interested parties.
11/23/2023	MacNeil, Rob	1.90	Interested parties feedback, communication with CFO for additional information to be provided.
11/23/2023	Macleod, Kurt	1.40	Working on weekly variance reports and correspondence with Management.
11/24/2023	Lewis, Ian	1.80	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") respond to interested parties' due diligence questions), emails with Management re: VDR content, calls/emails with interested parties.
11/24/2023	Macleod, Kurt	0.50	Correspondence with TD regarding variance reporting.
11/27/2023	Macleod, Kurt	2.10	Telephone calls with Management and weekly update call with TD bank.
11/27/2023	Lewis, Ian	1.30	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR") respond to interested parties' due diligence questions), calls/emails with By the Water employees re: equipment photos and listing for the VDR, calls/emails with interested parties.
11/27/2023	Foran, James	1.30	Call with Tyler Nickerson re: Promissory Note, email to SSS principals re: the same, prepare for and attend weekly call with TD

Date	Name	Hours	Descriptions
11/28/2023	Macleod, Kurt	3.70	Telephone call with sales team, telephone call with BDC capital, telephone call with Rob McNeil, telephone call with interested party, telephone call with Management and David Boyd, review of Arsenault expense statements.
11/28/2023	MacNeil, Rob	1.00	Call with interested parties
11/28/2023	Lewis, Ian	1.70	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")), emails with Management re: due diligence questions.
11/28/2023	Foran, James	2.20	Review of correspondence from CRA re: HST and share with Tanya Hess and David Boyd, review of message from CRO to BDC re: legal fees, emails and calls with SSS management and CRO
11/29/2023	Macleod, Kurt	6.50	Meeting with interest party at By the Water, discussion with By the Water staff, meeting with management in Cap Pele, meeting with BDC in Cap Pele and discussions with Management and TD regarding potential email phishing.
11/29/2023	MacNeil, Rob	1.00	Interested parties responses and NDA markup feedback
11/29/2023	Lewis, Ian	0.60	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")), email with interested parties re: transaction timeline.
11/29/2023	Foran, James	1.40	Discuss critical path items with Deloitte engagement team and CRO, emails and calls, discuss SISP status
11/30/2023	Leung, Warren	0.30	Respond to creditor query.
11/30/2023	Macleod, Kurt	4.30	Telephone call with TD, review of sale transactions, telephone call with David Boyd, review of payment requests and discussion with interested party.



Date	Name	Hours	Descriptions
11/30/2023	MacNeil, Rob	0.50	NDA markup feedback and discuss with legal counsel
11/30/2023	Lewis, Ian	1.70	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")), email with interested Management re: equipment photos
11/30/2023	Foran, James	1.30	Prepare for and attend conference call with TD, correspondence to Cox and Palmer, calls with CRO
Total		242.60	



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Date: February 07, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Activities relating to the SISF;
- (ii) Review of weekly variance reporting and share with TD Bank;
- (iii) Review Phase 1 bids and prepare a summary report for TD and BDC;
- (iv) Notify bidders from Phase 1 of the SISF;
- (v) Meetings with interested parties;
- (vi) Analysis of working capital and discuss same with Management; and
- (vii) Draft and file the Monitor's Fifth Report with the Court

Please see attached appendix for details.

Sales Tax

HST applicable 51,162.50

HST at 15.00 % 7,674.38

Total Amount Due (CAD) 58,836.88

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from December 1, 2023 to December 22, 2023

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	43.0	550.00	23,650.00
Jorden Sleeth	Senior Vice President	1.0	550.00	550.00
Robert Jeffery	Senior Vice President	1.9	550.00	1,045.00
Kurt Macleod	Vice President	29.2	450.00	13,140.00
Warren Leung	Vice President	1.4	500.00	700.00
Rob MacNeil	Vice President	12.1	450.00	5,445.00
Colleen O'Brien	Manager	0.8	350.00	280.00
Ian Lewis	Associate	23.1	275.00	6,352.50
Total:		112.5		51,162.50

Date	Name	Hours	Descriptions
12/1/2023	Lewis, Ian	2.40	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")) i.e., equipment listing. Email with interested Management re: equipment photos. Coordinate site-visits with potential purchaser.
12/1/2023	Foran, James	1.20	Calls with CRO, update on cyber issue, discussions with Kurt Macleod
12/4/2023	MacNeil, Rob	1.00	Management call with [REDACTED]
12/4/2023	Macleod, Kurt	1.90	Review of variance reporting for the week ending November 26, 2023, correspondence with Management.
12/4/2023	Lewis, Ian	3.40	Various activities pertaining to the SISP (i.e. prepare content for the virtual data room ("VDR")) i.e., responding to due diligence questions). Coordinate site visits for potential purchasers.
12/4/2023	Foran, James	1.80	Emails to legal counsel re: items to discuss, emails with Debtor and CRO re: interested party, discussions with TD and Tanya Hess re: cyber proceeds,
12/5/2023	MacNeil, Rob	1.90	Interested parties discussion on bid requirements. BDC weekly update

Date	Name	Hours	Descriptions
12/5/2023	Macleod, Kurt	3.50	Telephone call with BDC, telephone calls with Lori Ramsay, review of inventory composition and realization strategy, correspondence with Management regarding payments and payroll.
12/5/2023	O'Brien, Colleen	0.40	Review payroll
12/5/2023	Lewis, Ian	2.90	Various activities pertaining to the SISP (i.e. prepare Captain Cooke's Seafood Inc's equipment listing, responding to due diligence questions). Coordinate site visits for potential purchasers.
12/5/2023	Foran, James	1.30	Correspondence with marketer re: inventory, discussions with CRO re: COO involvement in site visits, correspondence with BDC Capital re: interest payment, letter to Tyler Nickerson
12/6/2023	MacNeil, Rob	1.90	Final touch point with interested parties in advance of Phase 1 bid deadline, review of draft APA
12/6/2023	Macleod, Kurt	2.90	Telephone calls with Lori Ramsay and Tanya Hess, correspondence with James Foran and David Boyd, preliminary review of variance report documents.
12/6/2023	Leung, Warren	0.20	Creditor correspondence.
12/6/2023	Lewis, Ian	0.20	Coordinate site-visit with potential purchaser.
12/6/2023	Foran, James	2.80	Further investigation of cyber proceeds, discussions with CRO and call with TD Bank, letter to Tyler Nickerson, call with EDC representative to discuss outstanding accounts, review transaction with Ruby Sea's, review profit share on related party sale
12/7/2023	Lewis, Ian	0.40	Update interested parties tracker.



Date	Name	Hours	Descriptions
12/7/2023	Foran, James	2.80	Review of documentation relating to sale to customer and EDC coverage, review of and discuss employee letter received from third party, share and discuss with Tanya Hess and CRO, call with TD re: cyber proceeds
12/8/2023	Leung, Warren	0.30	Creditor correspondences.
12/8/2023	Lewis, Ian	2.20	Emails with potential purchaser re: Non-disclosure agreement and virtual data room content. Discussions with management re: Can-Am equipment. Emails with potential purchaser re: Can-Am equipment.
12/8/2023	Foran, James	1.20	Discuss Subject Transactions with Michel Jacobs, email with Meaghan re: AR collection, review of EDC coverage and fact base with specific customer, emails re: SISP
12/11/2023	Leung, Warren	0.20	Creditor correspondence.
12/11/2023	MacNeil, Rob	2.00	Communication with interested parties to confirm receipt of bids. initial review of bids to ensure appropriate content
12/11/2023	Macleod, Kurt	3.90	Finalize prior weeks variance reporting, telephone calls with TD and David Boyd. Review of offers received during phase 1 of sale process.
12/11/2023	Lewis, Ian	2.60	Discussions with management re: Can-Am equipment. Emails with management re: Nova Scotia Fisheries licenses, outstanding equipment descriptions. Discussions with Rob MacNeil and a potential purchaser re: facility licenses and certifications.
12/11/2023	Foran, James	2.50	Prepare for and attend weekly update call with TD, call with CFO and CRO re: critical path items and share email with debtors staff, call with CRA re: HST reassessment and email to CFO and CRO re: same, review LOI received, correspondence to TD re: cyber
12/12/2023	Foran, James	3.20	Review of phase I SISP offers and discuss same with Deloitte engagement team, call with representatives of EDC and review of EDC policy, call with Tanya Hess, final review of letter to Chinese entity, call with Tim Williston, emails

Date	Name	Hours	Descriptions
12/12/2023	MacNeil, Rob	2.00	Drafting and review Phase 1 bid summary and review of bid packages
12/12/2023	Lewis, Ian	3.20	Review phase 1 bids and prepare phase I bids summary deck.
12/12/2023	O'Brien, Colleen	0.40	Review payroll
12/13/2023	MacNeil, Rob	0.40	Call with TD to discuss Phase 1 bid summary
12/13/2023	Leung, Warren	0.20	Creditor inquiry and email to Kurt Macleod
12/13/2023	Macleod, Kurt	1.00	Telephone call with TD bank in order to review results of the sale process.
12/13/2023	Lewis, Ian	2.40	Prepare phase I bid summary deck, call with TD, TD's counsel, Deloitte re: Phase I bids.
12/13/2023	Foran, James	2.80	Prepare for and attend call with TD to review Phase 1 bids, emails and call with Ruby Sea's, discuss Subject Transactions collection with CFO and advise TD, correspondence to customer regarding outstanding account
12/14/2023	Jeffery, Robert	0.30	Review of documents re debt forgiveness considerations and overview of structure, email to James Foran re same
12/14/2023	Macleod, Kurt	3.40	Review of weekly variance report, discussion with James Foran regarding outline for next report, telephone calls with Melanie Champion and TCH Trucking.



Date	Name	Hours	Descriptions
12/14/2023	Foran, James	3.50	Weekly update call with BDC, BDC Capital and CRO, meeting with legal counsel on critical path items, SISP results and next Court report, correspondence with interested party and CRO re: meetings in Halifax, NS, discussion with tax partner re: RVO, Report
12/15/2023	MacNeil, Rob	1.00	Follow up call with TD and NRF, follow up with unsuccessful Phase 1 bidders
12/15/2023	Macleod, Kurt	4.40	Initial drafting of fifth report of the monitor. Discussions with TD and its legal counsel. Telephone discussions with Management and finalizing weekly variance reports.
12/15/2023	Lewis, Ian	1.40	Prepare tax package for Rob Jeffrey's analysis, prepare phase II bidder communication.
12/15/2023	Foran, James	2.80	Review of SISP Procedures, correspondence to Phase 1 Qualified Bidders, emails and calls with Tanya Hess, call and emails with David Boyd, prepare for and attend call with SDO re: payment issue, internal team discussions
12/18/2023	Jeffery, Robert	0.10	Email with James Foran re: RVO overview and debt forgiveness considerations
12/18/2023	MacNeil, Rob	1.00	[REDACTED] and their financial advisor
12/18/2023	Foran, James	1.50	Meeting with interested party and management team
12/19/2023	Jeffery, Robert	1.50	Prepare directional estimate of debt forgiveness using data as at Feb 28, 2022 and Nov 30, 2023, internal email regarding directional estimate and approximate cash tax
12/19/2023	Sleeth, Jorden	1.00	QA review of Monitor's Fifth Report, discuss same with James Foran.

Date	Name	Hours	Descriptions
12/19/2023	MacNeil, Rob	0.90	APA draft review and call with [REDACTED]
12/19/2023	Lewis, Ian	1.10	Follow up with bidders moving to phase II, emails with bidders re: due diligence questions.
12/19/2023	Macleod, Kurt	4.70	Drafting Monitor's Fifth Report, telephone call with TD regarding sale process, telephone call with Gavin Macdonald regarding agreement of purchase and sale, telephone call with Tanya Hess and Meaghan Mullins regarding payments.
12/19/2023	Foran, James	5.20	Prepare for and attend conference call between Deloitte and TD, call with legal counsel and CRO to discuss Phase 1 bids, review Court report and discuss with Kurt Macleod, emails to legal counsel re: outstanding matters, meeting with interested party,
12/20/2023	Foran, James	4.10	Review proposed changes to Monitor's Report and discuss same with Jorden Sleeth and Kurt Macleod, participate in meeting between interested party and SSS management, discussions with CRO, discussions with CFO, correspondence and emails
12/20/2023	Lewis, Ian	0.50	Call with potential purchaser re: phase II bid process
12/20/2023	Macleod, Kurt	2.30	Edits stemming from QAR review of Monitor's Fifth Report, telephone calls with Jennifer Stam, Gavin MacDonald and discussions with James Foran.
12/21/2023	Leung, Warren	0.50	Respond to creditor; coordinate website update; review Fifth Report.
12/21/2023	Foran, James	3.80	Review of draft APA and share comments with legal counsel, correspondence to customers re: AR collections, review of AR listing and call with SSS staff re: material/older AR balances, call with CFO, call with Warren Ellis, emails
12/21/2023	Lewis, Ian	0.40	Emails with potential purchaser re: due diligence questions



Date	Name	Hours	Descriptions
12/21/2023	Macleod, Kurt	1.20	Review of payments for approval, telephone calls with Meaghan Mullins and Tanya Hess.
12/22/2023	Foran, James	2.50	Discuss APA with legal counsel and share with interested party, emails to/from debtor and TD, review of accounts receivable and inventory levels, discussions with legal counsel
Total		112.50	



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Date: March 20, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

Work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Activities relating to the SISF, including discussions with interested parties and site visits;
- Preparation of weekly variance reporting and sharing results with TD Bank;
- Meetings with Management regarding the monetization of working capital;
- Drafting the Sixth Report of the Monitor;
- Attendance at Court hearing in Saint John, NB; and
- Discussions with customers and EDC regarding outstanding accounts.

Please see attached appendix for details.

HST applicable	113,155.00
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Expense

Out of pocket expenses.

HST applicable	2,648.67
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Sales Tax

HST at 15.00 %	<u>17,370.55</u>
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Total Amount Due (CAD)	<u>133,174.22</u>
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from January 1, 2024 to January 31, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	94.7	575.00	54,452.50
Jorden Sleeth	Senior Vice President	2.0	575.00	1,150.00
Kurt Macleod	Vice President	97.1	475.00	46,122.50
Warren Leung	Vice President	1.0	525.00	525.00
Rob MacNeil	Vice President	4.9	525.00	2,572.50
Colleen O'Brien	Manager	3.1	375.00	1,162.50
Ian Lewis	Associate	23.9	300.00	7,170.00
Total:		226.7		113,155.00

Expense Type	Expense Amount
Mileage	1,263.17
Advertising	840.00
Hotel	380.44
Meals	102.81
Other	62.25
Total	2,648.67

Date	Name	Hours	Descriptions
1/2/2024	Lewis, Ian	0.60	Emails with Phase II bidders and engagement team re: due diligence questions.
1/2/2024	Foran, James	3.10	Conversation with David Boyd, calls and emails with interested parties, call with Michel Jacobs, create AR schedule with notes, emails to/from Andrew Campbell, office discussion with Kurt Macleod re: DIP position
1/2/2024	Macleod, Kurt	2.10	Preparation of variance report for the week ending December 17, 2023, telephone call with Tanya Hess regarding subsequent variance reports.
1/2/2024	O'Brien, Colleen	0.30	Review and approve weekly payroll
1/3/2024	Foran, James	2.70	Review of inventory analysis, call with Jennifer Stam, emails with legal counsel, emails to/from interested parties, discuss financial position with Kurt Macleod
1/3/2024	Lewis, Ian	0.80	Emails with James Foran re: lease information for potential purchasers, follow up email with Phase II bidders, data room management.
1/3/2024	MacNeil, Rob	0.90	Reviewing interested party questions, coordinating with CFO and responding to the interested party
1/3/2024	Macleod, Kurt	1.20	Telephone call with David Boyd, working with Rob MacNeil in order to address due diligence questions from interested party.

Date	Name	Hours	Descriptions
1/4/2024	Lewis, Ian	0.20	Update virtual data room content (i.e., lease amendments)
1/4/2024	Foran, James	10.00	Travel - Halifax to Cap Pele to Summerside and back, meeting with Management at Cap Pele to review inventory and accounts receivable and other transaction related issues, meeting with Robert Arsenault and Andrew Campbell re: monies owing and SISP
1/4/2024	MacNeil, Rob	1.00	Reviewing interested parties questions, coordinating with legal counsel and responding to interested party
1/4/2024	Macleod, Kurt	1.00	Preparation of reconciliation of amounts owed to Robert Arsenault.
1/5/2024	Foran, James	4.30	Review of notes from management meeting on AR/Inventory, call with legal counsel to interested party re: offer structure, emails to/from interested party re: information requests, emails/calls with legal counsel, signification letter structure and EDC
1/5/2024	Macleod, Kurt	2.10	Telephone call with Tanya Hess regarding AFM payables, discussions with James Foran regarding phase two bid deadline, downloading variance report data.
1/5/2024	Lewis, Ian	0.20	Compile all Court Orders and send to David Boyd, [REDACTED]
1/8/2024	Lewis, Ian	2.90	Prepare aged AR summary and discuss with James Foran, data room management (i.e., prepare/add working capital information), coordinate site visit, prepare equipment listing for asset purchase agreement, review TD financed and BDC financed equipment.
1/8/2024	Foran, James	2.90	Discuss fire with Tanya Hess and Tim Williston, notification to creditors, emails to/from legal counsel, meeting with legal counsel, emails to/from interested parties and discuss requests with engagement team, prepare for and attend weekly call with TD
1/8/2024	Leung, Warren	0.30	Creditor correspondence.
1/8/2024	Macleod, Kurt	5.00	Telephone call with TD Bank, reviewing weekly variance report supporting documentation. Discussions with James Foran regarding upcoming hearing relief.
1/9/2024	Foran, James	3.30	Emails to/from interested party and advisors re: asset information, call with David Boyd, call with Jennifer Stam, draft email to TD re: relief for January hearing, discussions with engagement team, AR signification letters, call with Fred Jacobs
1/9/2024	Lewis, Ian	5.00	Travel from Halifax to Summerside and return, attend site visit with interested party
1/9/2024	MacNeil, Rob	1.00	Call with BDC and BDC Capital, response to interested party counsel regarding priority payments and mortgages

Date	Name	Hours	Descriptions
1/9/2024	O'Brien, Colleen	0.30	Review and approve weekly payroll
1/9/2024	Macleod, Kurt	5.70	Telephone call with Rob McNeil and Tanya Hess, preparation of priority claim schedule, preparation of variance reports and inventory summary for interested parties, telephone call with interested party, discussion with James Foran and Rob McNeil.
1/10/2024	Lewis, Ian	4.10	Site visits at processing plants with potential purchaser, emails with Tim Williston re: potential purchaser's due diligence.
1/10/2024	Foran, James	4.90	Discussions with Applicants legal counsel re: relief to be sought, review of priority payables, discuss potential inventory sales with parties, email to TD and prepare for and attend update call, emails to and attend conference call with EDC on potential claims, emails
1/10/2024	O'Brien, Colleen	1.90	Various emails and calls with TD bank related to opening up bank account and prepare banking documents
1/10/2024	Macleod, Kurt	4.50	Reviewing and approving disbursements, telephone calls with Tanya Hess, telephone call with TD Bank and legal counsel regarding upcoming hearing.
1/11/2024	Foran, James	3.60	Prepare for and attend working capital call with Management, calls with Tim Williston, calls to customers re: collection of AR, signification letters to customers, provide inventory listing to potential party, SISP related activities, emails
1/11/2024	Lewis, Ian	5.80	Weekly Working Capital discussion with the South Shore Seafoods Group, archive documents that support letters to customers re: indebtedness, call with Tim Williston re: potential purchaser's due diligence, travel
1/11/2024	Sleeth, Jorden	0.20	QA review of Court documents
1/11/2024	Macleod, Kurt	1.50	Meeting with Management to discuss working capital, correspondence with the company, correspondence with TD.
1/12/2024	Leung, Warren	0.20	Respond to creditor email.
1/12/2024	Foran, James	1.50	Preliminary review of APA's and share with legal counsel and discuss with Deloitte engagement team, emails regarding cyber funds, emails with sales team re: customer documentation, emails and calls
1/12/2024	Macleod, Kurt	4.20	Correspondence Management, correspondence with TD, discussions with team, preliminary review of offers received at Phase 2 bid deadline.
1/14/2024	MacNeil, Rob	2.00	
1/15/2024	Leung, Warren	0.30	Creditor correspondence.



Date	Name	Hours	Descriptions
1/15/2024	Foran, James	4.30	Review of interested party APA and call with legal counsel and Deloitte engagement team, share APA's with TD and BDC, call with TD, call with BDC, call with interested party, work on AR and cash position, call with customer
1/15/2024	Macleod, Kurt	6.10	Telephone call with Deloitte team and Cox & Palmer regarding offers received, telephone call with Ken MacDonald regarding inventory, telephone call with TD regarding offers received, and review of offers received/comparison to prior offers.
1/16/2024	Foran, James	5.40	Discuss waterfall approach with Kurt Macleod, detailed forecast recovery on accounts receivable and inventory and review with Management, correspondence with Fred Jacobs re: collections and inventory potential, share inventory with potential purchasers
1/16/2024	O'Brien, Colleen	0.30	Review and approve weekly payroll
1/16/2024	Lewis, Ian	3.50	Prepare detailed summary of [REDACTED] [REDACTED]
1/16/2024	Macleod, Kurt	7.10	Preparation of analysis looking at the potential distribution to creditors stemming from Phase II bid deadline offers, discussions with James Foran regarding the same, telephone calls with Tanya Hess.
1/17/2024	Foran, James	4.40	Review of draft proceeds waterfall document and discuss same with Kurt Macleod, discussions with SSS staff regarding AR and Inventory monetization, prepare for and attend conference call with TD, emails with phase II bidder and call with legal counsel
1/17/2024	Macleod, Kurt	5.20	Further edits to waterfall analysis, telephone call with management, review of property tax amounts, telephone call with James Foran regarding waterfall analysis.
1/18/2024	Foran, James	5.20	Call with Applicant's legal counsel, prepare for and attend working capital call with debtor and CRO, follow up calls with CFO, President, COO and Sales, prepare for and attend conference call with interested party to clarify terms in APA, discuss BDC call with Kurt Macleod
1/18/2024	Macleod, Kurt	6.50	Analysis of asset purchase agreement compliance with SISP procedures, telephone call with management regarding working capital accounts, telephone call with BDC regarding offers received, telephone call with Philips, initial drafting of Monitors Sixth report.
1/19/2024	Foran, James	2.20	Call with Cox and Palmer/Deloitte re: BDC position, emails to/from Tanya Hess re: AR collections, discussions with Fred Jacobs re: AR collections and inventory sales

Date	Name	Hours	Descriptions
1/19/2024	Macleod, Kurt	3.00	Meetings with Management in Cap-Pele New Brunswick, reviewing and approving payments, discussions with Tanya regarding insurance and cash flow forecasts.
1/21/2024	Macleod, Kurt	2.00	Drafting Sixth Report of the Monitor.
1/22/2024	Macleod, Kurt	10.50	Drafting Court materials, Sixth report of the Monitor, review of Confidential Supplement, discussion with legal counsel regarding draft orders, review of cash flow forecast, telephone call with TD Bank.
1/22/2024	Sleeth, Jorden	0.80	QA review of Confidential Supplement to Monitors Sixth Report and discuss same James Foran.
1/22/2024	O'Brien, Colleen	0.30	Review and approve weekly payroll
1/22/2024	Foran, James	5.50	Travel to PEI for meetings with purchaser and Government of PEI, meeting with purchaser, prepare for and attend weekly update call with TD, package of all fish processing and fish buying licenses, changes to Confidential Supplement, update working capital
1/22/2024	Lewis, Ian	0.80	Prepare suggested changes to Confidential Supplement report, emails with Max Michaud and Tanya Hess re: Nova Scotia Fish Buyers Licenses
1/23/2024	Macleod, Kurt	11.00	Finalizing variance report, analyzing receivable collection versus forecast, inventory write down, discussions with Tanya Hess regarding the same, updating Sixth Report of the Monitor, preparing cash flow statement and providing same to CRO and Management
1/23/2024	Sleeth, Jorden	1.00	QA review of Sixth Report and discuss same with James Foran
1/23/2024	Foran, James	6.00	Prepare for and attend meeting with CRO and Government of PEI, call with customer re: status of account receivable, call with Tim Williston, call with US landlord and CFO, review of Sixth Report, emails, travel
1/24/2024	Macleod, Kurt	10.50	Finalizing materials for the court motion including Sixth Report and Confidential Supplement, telephone calls with TD, TD Counsel, Cox & Palmer, David Boyd regarding the same, drafting management and trustee declarations for the cash flow statement.
1/24/2024	Foran, James	4.90	Email correspondence with customers, advise CFO to file claims with EDC, correspondence with legal counsel, calls with NRF, review and execute APA, Sixth Report and Confidential Supplement



Date	Name	Hours	Descriptions
1/25/2024	Macleod, Kurt	1.10	Telephone call with Management regarding accounts receivable, organizing court filing documents filed to website and other administrative matters.
1/25/2024	Foran, James	3.80	Prepare for and attend weekly working capital call, work on Sixth Report and Confidential Supplement, email correspondence with US landlord, emails and calls
1/26/2024	Foran, James	2.80	Message to staff re: [REDACTED], emails to/from legal counsel, prepare for and attend a call with SDO, calls with CFO, emails
1/28/2024	Foran, James	3.00	Travel to Saint John, NB for Court hearing
1/29/2024	Macleod, Kurt	3.30	Telephone call with Tanya Hess and Max Michaud., preparation for Court hearing, attending court hearing, and meeting with legal counsel, review of additional support from AFM regarding operating costs outstanding.
1/29/2024	Leung, Warren	0.20	Creditor correspondence.
1/29/2024	Foran, James	3.50	Prepare for and attend Court hearing, strategy discussion with TD and NRF, emails with debtor re: working capital collections, travel
1/30/2024	Macleod, Kurt	3.50	Preparing claims process documents, telephone call with legal counsel regarding closing agenda, reviewing and approving disbursements.
1/30/2024	Foran, James	5.20	Review and discuss profit sharing with SDO with staff, direct CFO on EDC claims against customers, correspondence with US landlord, discussions with CFO, emails from purchaser, call with legal counsel, travel
1/31/2024	Foran, James	2.20	Call with Andrew Campbell, messages to/from Kyle Plunkett, call with customers and resolve outstanding amount, review and revised EDC claim with Tanya Hess, call with David Boyd, emails
Total		226.70	



South Shore Seafoods Ltd.
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Date: April 18, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

Work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Prepare for and attend weekly working capital calls with Management;
- Discussions with customers regarding amounts outstanding and discuss reconciliations with South Shore Seafoods staff;
- Travel to Maine for scheduled meeting with purchaser and landlord;
- Disbursement approval;
- Variance reporting to TD Bank; and
- Discussions with the purchaser re: closing; and
- Discussions with TD Bank

Please see attached appendix for details.

HST applicable 52,305.00

Expense

Out of pocket expenses

HST applicable 7,384.60

Sales Tax

HST at 15.00 % 8,953.44

Total Amount Due (CAD) 68,643.04

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from February 1, 2024 to February 29, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	63.7	575	36,627.50
Kurt Macleod	Vice President	28.0	475	13,300.00
Colleen O'Brien	Manager	1.3	375	487.50
Ian Lewis	Associate	6.3	300	1,890.00
Total:		99.3		52,305.00

Expense Type	Expense Amount
Mileage	3,051.51
Advertising	2,045.00
Hotel	1,347.25
Meals	790.09
Other	150.75
Total	7,384.60

Date	Name	Hours	Descriptions
2/1/2024	Foran, James	3.20	Prepare for and attend weekly working capital call with SSS Management and CRO, call with Tim Williston, call with Tanya Hess and Max Michaud re: accounts, prepare schedule and share with customer re: payment settlement, call with customer, emails
2/1/2024	Macleod, Kurt	0.70	Working capital discussion with Management.
2/2/2024	Foran, James	1.80	Call with customer re: outstanding amount, resolve collection of accounts receivable with customer, direct CFO to obtain EDC coverage for sale transaction, emails on closing, review of closing agenda, emails
2/5/2024	Macleod, Kurt	6.30	Preparing variance reports for week ending January 21 and January 28, 2024, updating variance report formats to align with new cash flow forecast, correspondence with Management regarding variance reports.
2/5/2024	O'Brien, Colleen	0.40	Review of payroll
2/5/2024	Foran, James	2.70	Review closing agenda and attend call with Cox & Palmer, attend call with SSS staff re: 5DO allocation and update on status with EDC, prepare for and attend weekly update call with TD Bank, update AR listing and discuss same with Tanya Hess, emails
2/6/2024	Macleod, Kurt	1.50	Finalizing variance report for the week ending January 28, 2024.

Date	Name	Hours	Descriptions
2/6/2024	Foran, James	3.30	Prepare for and attend call with EDC and Tanya Hess re: potential claims (Xinbang, SDO, Nanjing), prepare for and attend call with ISS and SDO re: outstanding amount, email to legal counsel re: Sea Wall and closing,
2/7/2024	Lewis, Ian	2.10	Emails with Tanya Hess, Melanie Champion re: ShareFile access and archiving data from a company laptop, emails with Deloitte Information Technology Support re: ShareFile.
2/7/2024	Foran, James	3.10	Update call with SSS staff subsequent to SDO call re: settlement and allocation, discuss same with Kurt Macleod, summary email to TD with respect to closing matters, correspondence with US landlord, discuss LMIA with Mel Champion, emails
2/8/2024	Lewis, Ian	0.70	Weekly working call with James Foran and South Shore management, emails with Tanya Hess, Melanie Champion re: ShareFile access and archiving data from a company laptop.
2/8/2024	Foran, James	6.50	Travel from Halifax to Charlottetown, [REDACTED] and Robert Arseneault, [REDACTED], CRO and Government of PEI, call with insurance re: vehicle claim, call with Tim Willison, call with Tanya Hess, emails
2/9/2024	Macleod, Kurt	0.50	Reviewing and approving disbursements.
2/9/2024	Lewis, Ian	1.60	Emails with Melanie Champion and former employee re: ShareFile access and archiving data from a company laptop, archive data
2/9/2024	Foran, James	4.80	Meeting with BDC and CRO in Moncton, NB, travel to Halifax, NS, discuss LMIA's and [REDACTED], emails to/from customers re: inventory levels, emails re: excluded vehicles, call with Fred Jacobs, emails
2/12/2024	Lewis, Ian	1.30	Emails with Tanya Hess, Melanie Champion and former employee re: returning company laptop, archive and prepare high level summary of the company data uploaded by former employee
2/12/2024	Foran, James	6.00	Travel, call with ClaimsPro re: insurance claims, call with customer re: outstanding AR, calls with legal counsel and staff re: LMIA, [REDACTED], calls with landlord, review of proposed sale of inventory, review of working capital,
2/13/2024	Lewis, Ian	0.40	Emails with James Foran and prepare summary re: Can-Am Lobster and Shellfish equipment.
2/13/2024	O'Brien, Colleen	0.30	Review payroll

Date	Name	Hours	Descriptions
2/13/2024	Macleod, Kurt	3.40	Telephone call regarding 5DO, preparing variance reports for week 19.
2/13/2024	Foran, James	6.00	Travel for intended meeting with [REDACTED], emails and call with Tanya Hess re: AR, Inventory, EDC update and insurance issues, email re: 5DO discussions with ISI, call with Junior Anatasia, meeting with US landlord and asset review, emails and calls
2/14/2024	Foran, James	5.90	Travel, calls with Tanya Hess, call with [REDACTED], call with Kurt Macleod, review of latest AR and Inventory details
2/15/2024	Foran, James	2.50	Prepare for and attend working capital call to review AR collections and sales of inventory, emails from legal counsel and SSS re; LMIA,
2/16/2024	Macleod, Kurt	4.20	Telephone call with Management regarding working capital. preparing variance reports for week 20.
2/16/2024	Foran, James	2.00	Disbursement approval, emails to/from Tanya Hess, call with US landlord, emails, Toppits account including discussions with SSS staff and Toppits staff, emails and calls to Toppits
2/20/2024	O'Brien, Colleen	0.30	Review payroll
2/20/2024	Macleod, Kurt	1.00	Telephone call with TD Bank.
2/20/2024	Foran, James	2.30	Emails to/from purchaser re: closing, emails to/from TD re: operating and restructuring updates, discussions with David Boyd, review allocation of BTW/AF sales, discussions with Tanya Hess
2/21/2024	Macleod, Kurt	4.40	Telephone call with Stantec, telephone call with Management regarding 5DO, telephone call with [REDACTED], preparing updated working capital analysis.
2/21/2024	Foran, James	3.70	Emails to/from 5DO, review allocation and discuss with Kurt Macleod, emails with SSS staff and conference call to discuss same, prepare for and attend [REDACTED] and Deloitte, prepare for and attend weekly working capital call, emails
2/22/2024	Macleod, Kurt	2.10	Telephone call with Management regarding working capital, finalizing working capital analysis, sending correspondence to TD bank.

Date	Name	Hours	Descriptions
2/22/2024	Foran, James	3.30	Prepare for and attend weekly working capital call with management, review of PA Seafoods reconciliation and discuss with Tanya Hess, emails with legal counsel re: closing, discuss LMIA, working capital analysis with Kurt Macleod
2/23/2024	Macleod, Kurt	1.20	Reviewing and approving advance request, telephone calls pertaining to Captain Cooke property
2/26/2024	Macleod, Kurt	2.70	Telephone call with Tanya Hess, telephone call with Melanie Champion, telephone call with TD and Jennifer Stam, review of payments and correspondence with Meaghan Mullins.
2/26/2024	Foran, James	1.60	Update on AR collections and share with TD Bank, review EDC email re: Nanjing claim and share with TD, correspondence from TGF re: BDC indebtedness and share with TD Bank and discuss with Cox and Palmer, correspondence with Kyle Plunkett, emails and call
2/27/2024	O'Brien, Colleen	0.30	Payroll review
2/27/2024	Foran, James	1.80	Finalize EDC letter on 5DO and discuss with Tanya Hess and David Boyd, emails re: vehicle repossessions by BNS, call with Fred Jacobs re: same, call to account receivable customers, emails and calls
2/28/2024	Foran, James	1.40	Email from Tanya Hess re: BNS repossession and discuss same with owners and David Boyd, finalized 5DO package and provide to Tanya Hess and discuss same, emails to/from TD, calls with David Boyd
2/29/2024	Lewis, Ian	0.20	Correspondence Megan Greenwood of Province of Nova Scotia re: Bridge Lobsters Limited.
2/29/2024	Foran, James	1.80	Review of amending ARA and discuss same with Gavin MacDonald and execute, review correspondence from EDC re: Toppits, review of working capital position, emails and calls
Total		99.30	



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Date: April 18, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

Work performed in connection with the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Activities relating to closing, including discussions with Province of Nova Scotia regarding license transfer;
- Review and approval of disbursements;
- Discussions with [REDACTED] regarding closing items;
- Discussions and meetings with legal counsel re: closing; and
- Discussions with TD Bank.

Please see attached appendix for details.

HST applicable	27,445.00
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Expense

Out of pocket expenses.

HST applicable	135.73
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Sales Tax

HST at 15.00 %	<u>4,137.11</u>
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Total Amount Due (CAD)	<u>31,717.84</u>
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from March 1, 2024 to March 28, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	37.9	575.00	21,792.50
Kurt Macleod	Vice President	8.6	475.00	4,085.00
Colleen O'Brien	Manager	3.3	375.00	1,237.50
Ian Lewis	Associate	1.1	300.00	330.00
Total:		50.9		27,445.00

Expense Type	Expense Amount
Hotel	135.73
Total	135.73

Date	Name	Hours	Descriptions
3/1/2024	Lewis, Ian	0.20	Weekly working capital discussion.
3/1/2024	Foran, James	0.90	Prepare for and attend working capital call with SSS staff, review of secondment agreement and share with Gavin Macdonald
3/4/2024	Lewis, Ian	0.20	Call with Megan Greenwood, Jenna Beaton and Kurt Macleod.
3/4/2024	O'Brien, Colleen	0.90	Review payroll and other disbursements and discuss same with Kurt Macleod
3/4/2024	Macleod, Kurt	3.40	Telephone call with Department of Fisheries and Aquaculture, following up on Bridge Lobster license transfer, telephone call with TD bank.
3/4/2024	Foran, James	1.80	Prepare for and attend weekly update call with TD Bank. correspondence from Toppits re: inventory and email to SSS staff, emails to Phillips re: inventory, review PA Seafoods reconciliation and discuss with Kurt Macleod and SSS staff
3/5/2024	O'Brien, Colleen	0.30	Payroll review
3/5/2024	Lewis, Ian	0.30	Disbursement review and approval
3/5/2024	Macleod, Kurt	1.00	Telephone call with Phillips team regarding closing items.
3/5/2024	Foran, James	2.10	Discuss AR collection with Tanya Hess, emails with Phillips re: transfer of licenses and discuss same with Kurt Macleod, review comments on proposed secondment agreement and provide to Phillips, DLR review and approval, call with customer to settle AR
3/6/2024	Foran, James	1.30	Update on Toppits inventory from Mel Champion, emails to Junior Anastasia re: reconciliation and discuss same with Tim Williston, emails
3/7/2024	Foran, James	0.90	Emails from staff re: Boston Seafood Show, calls to Toppits, follow up with Phillips re: secondment agreement, review of press release,
3/8/2024	Foran, James	0.80	Revisions to proposed press release,

Date	Name	Hours	Descriptions
3/11/2024	Macleod, Kurt	4.20	Updating variance reporting, telephone call with Tanya Hess, email correspondence with TD bank.
3/11/2024	Foran, James	1.40	Prepare for and attend weekly update call with TD Bank, discuss PA Seafoods reconciliation with Tanya Hess and discuss email with legal counsel, call to Toppits, review of working capital, emails and calls
3/12/2024	O'Brien, Colleen	0.30	Review payroll
3/12/2024	Foran, James	2.90	Emails to/from Cox & Palmer re: Sea Wall demand, meeting with Gavin MacDonald re: outstanding matters, emails with Phillips and SSS staff re: LMIA costs, call with Ana Beites on SDO claim, update to TD Bank, call with Tanya Hess and email re: schedule
3/13/2024	Foran, James	2.30	Provide agenda for call with Tanya Hess, meeting with GT Securities, Phillips Seafoods and Aird & Berlis re: closing transaction details
3/14/2024	Foran, James	0.80	Emails to Cox & Palmer re: call to discuss closing update, emails to/from SSS, calls
3/15/2024	Foran, James	1.70	Prepare for and attend conference call with Cox and Palmer re: closing, call with Jane Richardson of AON re: Captain Cooke Property, emails to/from Ana Beites at EDC and share with TD, discuss AVO with Jennifer Stam, emails with Phillips re: inventory
3/18/2024	Lewis, Ian	0.20	Coordinate Bob Prince's site-visit at By the Water, Captain Cooke's, South Shore Seafoods, and temporary foreign workers housing.
3/18/2024	Foran, James	1.10	Call with Tom Walker, call with Tanya Hess, emails with Michel Jacobs, emails to EDC, calls with customers, prepare for and attend conference call with TD, emails
3/18/2024	O'Brien, Colleen	0.90	Review payroll and other disbursements
3/19/2024	Foran, James	2.80	Call with Michel Jacobs and Junior Anatasia, call with Tanya Hess re: outstanding list, email to EDC, emails to/from EDC, calls with Gavin MacDonald re: closing delays, call with Jenny Stam
3/22/2024	Foran, James	4.00	Travel, meeting with principals at Cap Pele, meeting with Tanya Hess re: priority schedule, CRA balances, holding costs, calls and emails to/from Kyle Plunkett, calls with Gavin MacDonald, deal with EDC coverage including call with Ed Steeves, emails
3/22/2024	Lewis, Ian	0.20	Emails with Tanya Hess re: Bridge Lobster equipment
3/25/2024	Foran, James	1.80	Prepare for and attend closing call with Phillips, prepare for and attend weekly update call with TD, emails and calls with Tanya Hess, emails to/from EDC re: AR coverage and insurance coverage, call with Warren Ellis
3/25/2024	O'Brien, Colleen	0.90	Review payroll and other disbursements
3/26/2024	Foran, James	3.50	Emails and calls with Phillips re: closing, emails to/from SSS re: disbursement approval and support, call with Stantec, call with Tanya Hess, create priority analysis schedule, call with Gavin MacDonald



Date	Name	Hours	Descriptions
3/27/2024	Foran, James	2.40	Closing agenda matters including discussions with Gavin MacDonald, discussions with Phillips, emails to/from TD, calls
3/28/2024	Foran, James	5.40	Closing matters such as priority analysis in a bankruptcy, work with Tanya Hess, review of amendments to purchase agreement and discuss same with Gavin MacDonalds, disbursement review and approval, call with Jennifer Stam, calls with the purchaser, call T
Total		50.90	



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Date: June 28, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1000870419 TQ0002

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Issues with respect to the closing of the transaction with Phillips;
- Preparation of Seventh Report of the Monitor;
- Attendance at Court hearing in Saint John, NB;
- Travel to Toronto, ON to meet with Toppits; and
- Review and approval of disbursement.

Please see attached appendix for details.

HST applicable	32,897.50
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Expense

Out of pocket expenses

HST applicable	1,429.96
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Sales Tax

HST at 15.00 %	5,149.12
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Total Amount Due (CAD)	39,476.58
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from April 1, 2024 to April 29, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	50.6	575	29,095.00
Jorden Sleeth	Senior Vice President	2.7	575	1,552.50
Colleen O'Brien	Manager	6.0	375	2,250.00
Total:		59.3		32,897.50

Expense Type	Expense Amount
Airfare	1,268.17
Meal	13.20
Ground	148.59
Total	1,429.96

Date	Name	Hours	Descriptions
4/1/2024	Foran, James	1.30	Calls and emails with Tanya Hess, emails to/from legal counsel, review of disbursements and discuss with engagement team, prepare for and attend weekly update call with TD
4/2/2024	Foran, James	2.90	Closing issues discussions with Gavin Macdonald, discuss potential sale of inventory with SSS and Phillips, call and emails with Michel Jacobs, emails and calls
4/3/2024	Foran, James	3.10	Emails to/from Purchaser, SSS, Applicant and legal counsel re: closing items, call with US landlord, disclaimer letters to landlords, work on Seventh Report, call with Intact Insurance re: insurance claim
4/8/2024	Foran, James	5.00	Review comments and changes to Seventh Report of the Monitor and discuss same with Jorden Sleeth, share with TD and NRF, update appendices and work on variance report and cash flow statement, call with David Boyd, calls and emails with Tanya Hess
4/8/2024	Sleeth, Jorden	1.50	Review Seventh Report and provide comments/edits
4/8/2024	Foran, James	4.30	Review comments and changes to Seventh Report of the Monitor and discuss same with Jorden Sleeth, share with TD and NRF, update appendices and work on variance report and cash flow statement, call with David Boyd, calls and emails with Tanya Hess
4/8/2024	O'Brien, Colleen	0.90	Review payroll and payments

Date	Name	Hours	Descriptions
4/9/2024	Foran, James	3.40	Review and approve disbursements, emails to/from Phillips re: employee transfers, address comments from TD and NRF re: Seventh Report, review of Toppits account and discuss strategy with TD and Tim Williston, travel to Toronto
4/10/2024	Foran, James	4.70	Meeting with Tim Williston at Toppits, call with Brian Xiao of Toppits, discussions with Toppits staff, travel to/from Deloitte to Toppits and back, emails to/from TD, work with Tanya Hess and David Boyd on cash flow forecasts for Seventh Monitor Reports
4/11/2024	Foran, James	4.40	Travel from Deloitte Toronto to Toppits and return, meeting with Brian Xiao of Toppits, call with Tim Williston re: ability to sell product, discussions with other sales staff, emails to/from Dean Flowers and call re: closing, emails and calls
4/15/2024	O'Brien, Colleen	0.90	Review payroll and payments
4/15/2024	Foran, James	3.00	Travel to Saint John, NB for Court hearing, prepare for and attend Court hearing, discussions with legal counsel, discussions with TD, discussions with purchaser on closing issues, emails and calls
4/16/2024	Foran, James	1.80	Work on attempts to take back product from Toppits and sell to Loblaws, discuss extension to closing with legal counsel and purchaser, emails and calls
4/17/2024	Foran, James	1.20	Review and provide variance analysis to TD Bank, discuss same with Tanya Hess, discussions with US landlord, emails and calls with legal counsel
4/19/2024	Foran, James	4.30	Calls and emails with Phillips, TD and legal counsel re: closing matters, prepare for and attend conference call with stakeholders, calls with Gavin MacDonald, calls and emails on potential sale to customer, calls with Tanya Hess
4/22/2024	O'Brien, Colleen	0.40	Review payroll and payments
4/22/2024	Foran, James	3.50	Calls and emails with Phillips re: closing, discussions with legal counsel on closing, discussions with Tanya Hess, review of employee schedule, calls
4/23/2024	Foran, James	2.70	Various calls and emails with legal counsel, NRF, TD and Phillips re: closing, review of revised claim from CRA and discuss with Tanya Hess



Date	Name	Hours	Descriptions
4/24/2024	Foran, James	1.40	Prepare for and attend conference call with TD, call with Gavin MacDonald re: closing documents,
4/25/2024	O'Brien, Colleen	2.60	Banking various emails to TD , and preparing various wire transfers
4/25/2024	Foran, James	3.60	Draft and share employee termination correspondence, calls with Michel Jacobs and Tim Williston, call with Tanya Hess, emails to/from Phillips, call with Tom Walker, emails to/from BDC
4/26/2024	Sleeth, Jordan	0.30	Review and approve payment wires
4/26/2024	O'Brien, Colleen	0.30	Review payroll and payments
4/29/2024	Sleeth, Jordan	0.90	Review and approve payments; review lease disclaimer letter (Kennebunkport); emails to A. Jamnisek re: DIP interest
4/29/2024	O'Brien, Colleen	0.90	Review payroll and payment advance. Discussions with Meaghan on payables
Total		59.30	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Invoice 8004937829

Deloitte Restructuring Inc.
1741 Lower Water Street, Suite 800
Halifax NS B3J 0J2

Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: June 28, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1000870419 TQ0002

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Discussions with Phillips on post closing issues;
 - Discussions with Toppits CEO;
 - Discussions with BDC;
 - Discussions with TD;
 - Review and discuss HST allocation with Tanya Hess; and
 - Travel to Moncton, NB with David Boyd to meet with Michel Jacobs.
- Please see attached appendix for details.

HST applicable	11,985.00
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Expense

Out of pocket expenses

HST applicable	1,993.94
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Sales Tax

HST at 15.00 %	2,096.84
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Total Amount Due (CAD)	16,075.78
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

**Fee Summary****For the period from May 7, 2024 to May 31, 2024**

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	19.8	575	11,385.00
Colleen O'Brien	Manager	1.6	375	600.00
Total:		21.4		11,985.00

Expense Type	Expense Amount
Airfare	81.49
Auto	294.87
Mail/Courier	95.50
Meals	226.97
Hotel	747.49
Ground	508.85
Other	38.77
Total	1,993.94

Date	Name	Hours	Descriptions
5/7/2024	O'Brien, Colleen	0.90	Prepare wire transfer for payout of leases and discuss same with James Foran
5/7/2024	Foran, James	1.20	Disbursement approval, Toyota lease payout, call with Tanya Hess, discussions with Deloitte engagement team, emails
5/8/2024	Foran, James	1.20	Discussions with Phillips re: post closing issues, emails with CRA re: priority claim and discuss same with Tanya Hess, discussions with US landlord
5/10/2024	Foran, James	0.50	Emails to/from TD and SSS re: overdraft position
5/13/2024	Foran, James	0.70	Emails and calls to Toppits CEO, review of disbursement request
5/14/2024	O'Brien, Colleen	0.30	Review and approval of disbursements

Date	Name	Hours	Descriptions
5/16/2024	Foran, James	1.10	Emails to/from BDC re: interest payment and transaction closing, emails to/from Meaghan Mullins re: approved advance request,
5/21/2024	Foran, James	2.70	Call with Max Michaud re: 5DO settlement, review of Phillips allocation for HST purposes, emails to/from Tanya Hess, emails to/from TD re: DIP repayment, review of outstanding assets to monetize, call with David Boyd
5/23/2024	Foran, James	1.90	Reconciliation of purchase price, create interim R&D, discussions with Colleen O'Brien
5/28/2024	Foran, James	1.80	Reconciliation of closing payments and allocation of HST, prepare schedule and discuss with Tanya Hess, call with Tanya Hess to discuss financial issues, call with Phillips re: post closing, emails
5/29/2024	Foran, James	1.00	Revision to HST allocation, call with Tony Richardson re: insurance claim on vehicle, call with US landlord, emails with Gavin MacDonald, call with Fred Jacobs re: financial issues, emails with Mel Champion/Dean Flowers re: sale, emails and call with Tany
5/30/2024	Foran, James	1.90	Prepare draft distribution summary, discussions with Tanya Hess re: HST and potential realizations, prepare for and attend conference call with TD Bank, calls with legal counsel re: US landlord
5/30/2024	O'Brien, Colleen	0.40	Prepare wire transfer and contact TD bank
5/31/2024	Foran, James	5.80	Travel to Moncton with David Boyd to meet with Michel Jacobs, emails to/from TD re: insurance cheque, continue work on distribution schedule
Total		21.40	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Invoice 8005149125

Deloitte Restructuring Inc.

1741 Lower Water Street, Suite 800
Halifax NS B3J 0J2

Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: September 10, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1000870419 TQ0002

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- Discussion asset realizations with EDC and AFM;
- Discussions with Phillips re: sale of product; and
- Discussions with TD Bank.

Please see attached appendix for details.

HST applicable	3,730.00
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Expense

Out of pocket expenses.

HST applicable	420.93
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Sales Tax

HST at 15.00 %	622.64
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Total Amount Due (CAD)	4,773.57
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

**Fee Summary****For the period from June 3, 2024 to June 27, 2024**

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	5.90	575.00	3,392.50
Colleen O'Brien	Manager	0.90	375.00	337.50
Total:		6.80		3,730.00

Expense Type	Expense Amount
Mileage	355.72
Meals	65.21
Total	420.93

Date	Name	Hours	Descriptions
6/3/2024	O'Brien, Colleen	0.40	Prepare wire transfers
6/4/2024	Foran, James	0.40	Disbursement approval, asset recovery work, call with US landlord
6/5/2024	Foran, James	0.80	Call with EDC re: Xinbang claim, email from Danny King re: settlement on Howards Cove and share same with TD, emails to/from Maritime Electric re: return of deposits,
6/7/2024	Foran, James	1.00	Emails to/from Phillips re: sale of Popsicles, emails to TD re: same, deal with insurance cheque with TD, emails
6/10/2024	Foran, James	0.90	Conference call with Gavin MacDonald and David Boyd re: allocation process, email to TD re: collection of AR
6/20/2024	O'Brien, Colleen	0.20	Prepare cheque for disbursement
6/20/2024	Foran, James	1.60	Prepare for and attend update call with Andrea Jaminsek of TD, emails and call with legal counsel regarding outstanding issues, review of email from CRO re: Blu Arctic and call to discuss, reply to email, disbursement approval, emails to Phillips
6/25/2024	O'Brien, Colleen	0.30	Prepare with transfer to send to TD
6/27/2024	Foran, James	1.20	Discuss fisher AR with Terry at AFM, summary email to TD, email to former staff re: Service Canada request, discuss various closing issues with Gavin MacDonald, call with David Boyd
Total		6.80	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Invoice 8005150449

Deloitte LLP

1741 Lower Water Street, Suite 800
Halifax NS B3J 0J2

Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: September 10, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 133245290RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Discussions with David Boyd re: distribution matters;
- (ii) Commence WEPP process;
- (iii) Various releases with stakeholders;
- (iv) Calls with Service Canada and former staff re: request; and
- (v) Discussions with Phillips

Please see attached appendix for details.

Sales Tax

HST applicable 6,567.50

HST at 15.00 % 985.13

Total Amount Due (CAD) 7,552.63

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from July 2, 2024 to July 31, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	7.9	575.00	4,542.50
Rose Brown	Manager	4.3	375.00	1,612.50
Colleen O'Brien	Manager	1.1	375.00	412.50
Total:		13.3		6,567.50

Date	Name	Hours	Descriptions
7/2/2024	Foran, James	0.70	Call with David Boyd, calls and emails with legal counsel, calls with US landlord, call with Warren Ellis
7/3/2024	O'Brien, Colleen	1.00	Commence WEPP process
7/3/2024	Foran, James	1.10	Discussions with Gavin MacDonald re: various releases, discussions with David Boyd re: BDC Collateral and distribution, calls with Eric Clarke, call with Max Michaud, emails to AFM
7/5/2024	O'Brien, Colleen	1.50	Work on WEPP
7/8/2024	Brown, Rose	0.90	Wire requests, calls with James Foran, call with TD Bank, review and discuss wire with Todd Ambachtsheer
7/8/2024	Foran, James	0.80	Review executed release from Max Michaud, review of AFM assignment, call with David Boyd re: BDC
7/9/2024	Foran, James	0.80	Discussions with landlord, provide release and discuss with legal counsel, email to AON re: Captain Cooke, call with legal counsel, email to CFO, call from Service Canada
7/9/2024	Brown, Rose	0.10	Wire confirmation to TD for payment
7/10/2024	Brown, Rose	0.10	Call with TD re: wire payments
7/10/2024	Foran, James	0.80	Discussions with legal counsel on releases, call with David Boyd, disbursement approval, emails
7/11/2024	Foran, James	0.40	Call with landlord, review and discuss Maritime Electric refund with Tanya Hess, call with David Boyd, emails



7/17/2024	Foran, James	0.50	Emails to/from EDC re: Xinbang amount, emails to/from AFM re: settlements
7/22/2024	O'Brien, Colleen	1.80	Various estate administration wires, create WEPP schedule and discuss with James Foran, call with Service Canada
7/24/2024	Foran, James	1.60	Call with Tanya Hess and Meagan Mullins re: Service Canada request, discuss HST filing with Tanya Hess and Colleen O'Brien, discuss Phillips reconciliation with and emails with Dean Flowers, call with David Boyd, call with Michel Jacobs
7/29/2024	Foran, James	0.50	Call with Tanya Hess, call with Bob Prince, call with David Boyd and Gavin MacDonald, correspondence with Phillips
7/31/2024	Foran, James	0.70	Call with Dean Flowers, call with Michel Jacobs on inventory, calls with Tanya Hess, emails to/from legal counsel, emails to TD
Total		13.30	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Invoice 8005170857

Deloitte Restructuring Inc.
1741 Lower Water Street, Suite 800
Halifax NS B3J 0J2

Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: September 17, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

For the work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Discussions with Phillips regarding inventory and other matters;
- (ii) Prepare Eighth Report of Monitor and attend virtual Court hearing;
- (iii) Preparation of preliminary distribution schedule and meet with CRO and legal counsel; and
- (iv) Commence work on WEPP.

Please see attached appendix for details.

Sales Tax

HST applicable 16,860.00

HST at 15.00 % 2,529.00

Total Amount Due (CAD) 19,389.00

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from August 1, 2024 to August 29, 2024

Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	23.3	575.00	13,397.50
Jorden Sleeth	Senior Vice President	1.0	575.00	575.00
Colleen O'Brien	Manager	7.7	375.00	2,887.50
Total:		32.0		16,860.00

Date	Name	Hours	Descriptions
8/1/2024	Foran, James	3.10	Work on Distribution Summary, meeting with Gavin MacDonald, meeting with David Boyd
8/2/2024	Foran, James	0.60	Proposed Distribution Schedule, emails with Tanya Hess and TD, attempt to sell inventory, operating cost schedule
8/6/2024	Foran, James	1.10	Create reconciliation schedule for funds advanced by Phillips and share with Tanya Hess, call with Gavin MacDonald, emails to/from Dean Flowers, prepare for and attend call with TD
8/7/2024	Foran, James	0.90	Deal with inventory, emails to/from Phillips, calls and emails with Tanya Hess, call with Michel Jacobs, distribution summary and Monitors Report outline
8/7/2024	Lewis, Ian	0.00	Emails to/from James Foran, Meaghan Mullins and Tanya Hess: SharePoint.
8/8/2024	Foran, James	1.20	Calls and emails with Dean Flowers re: inventory, discuss transaction with Moncton Fish Market, legal counsel and TD, finalize proposed interim distribution schedule and send for QA review, calls with Tanya Hess, emails
8/12/2024	Foran, James	5.10	Draft Eighth Report of the Monitor, discussions with legal counsel and engagement team, create cash flow forecast and share with Tanya Hess and David Boyd, discussions on sale of inventory, emails
8/13/2024	Sleeth, Jorden	1.00	QA review of Monitor Report and exhibits and discuss same with James Foran
8/13/2024	Foran, James	3.40	Finalize Eighth Report of Monitor and share with legal counsel, discuss proposed changes, share with TD and internal QA, discuss cash flow and bank balances with Tanya Hess, call with David Boyd, emails
8/14/2024	Foran, James	1.10	Follow-up on sale of inventory including calls with purchaser and TD, call with Tanya Hess re: variance reporting, update sections of Eighth Report of Monitor and discuss internally, call with David Boyd

Date	Name	Hours	Descriptions
8/14/2024	O'Brien, Colleen	0.90	Various estate administration, prepare wire transfer for payments
8/15/2024	Foran, James	1.30	Finalize and provide legal counsel with Eighth Report of the Monitor, internal discussions, meeting with CRO
8/21/2024	O'Brien, Colleen	2.00	Enter information for WEPP and speak with Service Canada regarding the process under CCAA and review information
8/22/2024	Foran, James	0.40	Emails to/from legal counsel re: Court hearing, emails to/from Service Canada
8/23/2024	Foran, James	0.80	Prepare for and attend Court extension hearing, meeting with legal counsel
8/26/2024	Foran, James	1.30	Update to projected distribution workbook, emails from Phillips re: records at Plant 1, discuss same with Tanya Hess
8/26/2024	O'Brien, Colleen	1.40	Work on WEPP and contact Service Canada
8/27/2024	O'Brien, Colleen	0.90	Run GL details for HST amounts and send to Tanya Hess, contact TD for account activity, prepared and send wire transfer
8/27/2024	Foran, James	0.50	WEPP discussions with Colleen O'Brien, emails to/from legal counsel re: Sea Well matter
8/28/2024	Foran, James	2.50	Search of emails, texts and notes re: discussions with Tyler Nickerson and Sea Well and provide to legal counsel, emails to/from international collection agency re: Xinbang, call with David Boyd, finalize distribution and share with legal counsel and CRO
8/29/2024	O'Brien, Colleen	2.50	Draft WEPP letters for employees
Total		32.00	



South Shore Seafoods Ltd.
2661 Acadie Road Unit D
Cap-Pele NB E4N 1C2
Canada

Invoice 8005269273

Deloitte Restructuring Inc.
1741 Lower Water Street, Suite 800
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Tel: (902) 422-8541
Fax: (902) 423-5820
www.deloitte.ca

Date: October 17, 2024
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

For work performed with respect to the Companies Creditors Arrangement Act (the "CCAA") related to South Shore Seafoods Ltd., Captain Cooke's Seafood Inc., By the Water Shellfish (2012) Inc. and Can-Am Lobster and Shellfish Ltd. (collectively the "South Shore Group" or the "Companies") including, but not limited to the following:

- (i) Processing of WEPPA amounts;
- (ii) Discussions with Service Canada and former staff re: payroll information;
- (iii) Estate disbursements;
- (iv) Meeting with stakeholders re: distribution; and
- (v) Discussions with CRO and legal counsel

Please see attached appendix for details.

Sales Tax

HST applicable 9,330.00

HST at 15.00 % 1,399.50

Total Amount Due (CAD) 10,729.50

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Fee Summary

For the period from September 1, 2024 to September 30, 2024

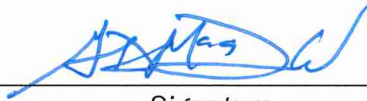
Professional	Position	Hours	Hourly Rate	Fees
James Foran	Senior Vice President	9.2	575.00	5,290.00
Jorden Sleeth	Senior Vice President	1.0	575.00	575.00
Colleen O'Brien	Manager	8.0	375.00	3,000.00
Ian Lewis	Senior	0.8	300.00	240.00
Laura Conorton	Consultant	1.0	225.00	225.00
Total:		20.0		9,330.00

Date	Name	Hours	Descriptions
9/4/2024	Lewis, Ian	0.40	Emails to Tanya Hess and Meaghan Mullins re: Service Canada request.
9/4/2024	O'Brien, Colleen	2.40	Complete Weppa and enter information with Service Canada , prepare, print and mail out letters to employees.
9/9/2024	Sleeth, Jorden	0.20	Payment review and approvals
9/10/2024	Foran, James	0.70	Prepare for and attend conference call with TD re: distribution matters, discussion with CRO and legal counsel
9/10/2024	O'Brien, Colleen	0.40	Various email with Meaghan regarding wells information on first day worked.
9/10/2024	Sleeth, Jorden	0.20	Payment review and approvals
9/11/2024	Sleeth, Jorden	0.20	Payment review and approvals
9/12/2024	Sleeth, Jorden	0.20	Payment review and approvals
9/13/2024	Foran, James	0.40	Emails with stakeholders re: meetings for distribution discussions
9/13/2024	Sleeth, Jorden	0.20	Payment review and approvals
9/16/2024	Foran, James	5.00	Travel, meeting in Moncton, NB with BDC, meeting in Summerside, PEI with MCCTI, emails to CRA, discussions with David Boyd, emails from legal counsel
9/16/2024	Lewis, Ian	0.40	Call with Scotiabank re: Scotia Plan Loan #: 520438207382, Emails to/from James Foran re: Scotia Plan Loan #: 520438207382.
9/17/2024	Foran, James	1.60	Prepare for and attend call with Department of Justice and CRA re: interim distribution analysis, call with David Boyd, call with Tom Walker, summary of cheques and provide for deposit, emails
9/18/2024	Conorton, Laura	0.60	Reviewing completed wire received, correspondence with team, identifying need for additional information and confirmations. Correcting wire form and sending to bank for processing
9/19/2024	Conorton, Laura	0.40	Correspondence with bank on the processing of wire, obtaining approvals and confirmations, providing examples/templates
9/25/2024	O'Brien, Colleen	2.40	Revised wepp information and enter proof of claims in service Canada system.



Date	Name	Hours	Descriptions
9/27/2024	O'Brien, Colleen	2.80	Estate administration; Prepare various wires and fax to the bank
9/27/2024	Foran, James	0.50	Call with Bob Prince of BDC re: distribution matters, emails
9/30/2024	Foran, James	1.00	Update to R&D and share with stakeholders, emails to/from CRO and PBS, emails to Michel Jacobs re: Intercompany balance and Moncton fish sales of inventory
Total		20.00	

This is Exhibit "B" referred to in the Affidavit of James Foran sworn before me on the 22th day of October, 2024.



Signature

DAVID D. F. MACDONALD
A Barrister of the Supreme
Court of Nova Scotia

South Shore Seafood Group
Summary by individual of Deloitte Restructuring Inc. ("Deloitte") - Court Appointed Monitor
For the period September 1, 2023 to September 30, 2024
Prepared on October 17, 2024

Individual	Title	Hours	Rate	Fees	Disbursements	HST	Total
James Foran	Senior Vice President	585.70	563.36	329,960.00	12,216.78	51,326.52	393,503.30
Jorden Sleeth	Senior Vice President	26.40	556.34	14,687.50		2,203.13	16,890.63
Rob Jeffery	Senior Vice President	1.90	550.00	1,045.00		156.75	1,201.75
Kurt Macleod	Vice President	492.80	456.78	225,102.50	3,800.89	34,335.51	263,238.90
Warren Leung	Vice President	41.60	500.60	20,825.00		3,123.75	23,948.75
Rob MacNeil	Vice President	81.40	454.51	36,997.50	1,207.74	5,730.79	43,936.03
Mu-Shan Martin Lin	Manager	55.20	350.00	19,320.00	354.78	2,951.22	22,626.00
Colleen O'Brien	Manager	60.10	363.73	21,860.00	2,140.13	3,600.02	27,600.15
Rose Brown	Manager	4.30	375.00	1,612.50		241.88	1,854.38
Ian Lewis	Associate	280.70	277.86	77,995.00	2,564.66	12,083.95	92,643.61
Laura Conorton	Analyst	1.00	225.00	225.00		33.75	258.75
Melanie Ayotte	Analyst	2.20	186.36	410.00		61.50	471.50
		• 1,633.30	459.22	750,040.00	22,284.98	115,848.75	888,173.73
Advertising					6,395.00	959.25	7,354.25
Firmex (Data Room)					3,200.00	480.00	3,680.00
Mailing					95.50	14.34	109.84
					9,690.50	1,453.59	11,144.09
Total					31,975.48	117,302.33	899,317.81