

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. (each a "DEBTOR" and
collectively the "DEBTORS")**

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

**NINTH REPORT OF THE MONITOR,
DELOITTE RESTRUCTURING INC.**

DATED OCTOBER 24, 2024

INTRODUCTION

1. On September 21, 2023, Toronto-Dominion Bank (the "**Applicant**") brought an application (the "**Initial Application**") before the Court of King's Bench of New Brunswick Trial Division (the "**Court**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") to, amongst other things, obtain a stay of proceedings for the Debtors to allow them to prepare for a going concern sale of the Debtors' business while exploring other restructuring alternatives.
2. On that same day, the Court granted orders (the "**Initial Orders**") in these CCAA proceedings (the "**CCAA Proceedings**") that, amongst other things:
 - i. appointed Deloitte Restructuring Inc. ("**Deloitte**") as the monitor of the Debtors (the "**Monitor**");
 - ii. appointed David Boyd, a representative of Resolve Advisory Services Ltd. as the chief restructuring officer (the "**CRO**") of the Debtors;
 - iii. ordered a stay of proceedings in favor of the Debtors up to and including October 1, 2023 (the "**Stay Period**");
 - iv. granted an administration charge in the amount of \$250,000 (the "**Administration Charge**") in favour of the Monitor, Monitor's counsel, Applicant's counsel, Debtors' counsel (limited to an aggregate maximum amount of \$25,000), and the CRO;
 - v. granted a directors' charge in favour of the directors and officers of the Debtors in the amount of \$375,000 (the "**Directors' Charge**"); and
 - vi. approved an interim financing facility with a maximum borrowing limit of \$3,000,000 (the "**DIP Facility**") provided by the Applicant and granted a charge in favor of the Applicant ("the "**DIP Lender's Charge**").
3. Included in the report of the Proposed Monitor dated September 18, 2023 (the "**Pre-Filing Report**"), was the Debtors' 13-week cash flow projection for the period September 23 to December 22, 2023 (the "**Cash Flow Statement**").
4. On September 22, 2023, the Service List was provided with the Pre-Filing Report that contained the Cash Flow Statement.

5. On September 25, 2023, the Service List was provided with the First Report of the Monitor along with the proposed amended and restated orders (the "**September 25 Draft ARIOs**") and the proposed SISP Order to be sought at the hearing scheduled for September 28, 2023 (the "**Comeback Hearing**").
6. On September 27, 2023, the Monitor provided the Court with a supplemental first report (the "**Supplemental Report**") that provided an update on the Debtors' liquidity and financial position after the issuance of the First Report including events that, in the Monitor's view, resulted in a material adverse change in the Debtors' financial position. In addition to the Supplemental Report, the Court was provided with revised amended and restated Initial Orders (the "**Revised ARIOs**") considering the matters disclosed in the Supplemental Report, which, amongst other things, significantly shortened the stay extension and deferred approval of the SISP. Copies of the Supplemental Report and the Revised ARIOs were provided to the Service List on the same day.
7. As part of the Comeback Hearing, the Court granted the Revised ARIOs in these CCAA Proceedings that, amongst other things:
 - i. ordered a stay of proceedings in favor of the Debtors up to and including October 6, 2023 (the "**Revised Stay Period**"); and
 - ii. increased the quantum of the Administration Charge from \$250,000 to \$500,000 in favour of the Monitor, Monitor's counsel, Applicant's counsel, Debtors' counsel (limited to an aggregate maximum amount of \$25,000) and the CRO.
8. On October 4, 2023, the Monitor provided the Court with a second report (the "**Second Report**") that:
 - i. provided an update on the Subject Transactions (as defined in the Second Report);
 - ii. provided an update on the magnitude of Pre-Filing Supplier Payments made by the Debtors;
 - iii. provided an update on the Debtors' financial position;
 - iv. provided an update on the SISP; and
 - v. requested a further extension of the stay of proceedings to allow the Debtors and the Monitor to continue to work on a longer-term cash flow forecast.

9. On October 5, 2023, the Court granted an order (the "**Stay Extension Order**") extending the stay of proceedings to October 25, 2023 and scheduled the next motion in these CCAA Proceedings for the same day.
10. On October 16, 2023, the Monitor provided the Court with a third report (the "**Third Report**") that requested an order increasing the authorized borrowings under the DIP Facility from the principal amount of \$3,000,000 to \$4,000,000, which increase would be secured by the DIP Lender's Charge (the "**DIP Increase Order**").
11. On October 17, 2023, the Court granted the DIP Increase Order.
12. On October 23, 2023, the Monitor provided the Court with a fourth report (the "**Fourth Report**") that:
 - i. provided an update on the activities of the Debtor and the Monitor since the First Report;
 - ii. provided an update on the Subject Transactions;
 - iii. provided an overview of the Second Cash Flow Statement;
 - iv. requested further amendments to the Amended and Restated Initial Orders (the "**Second ARIOs**") including an extension of the stay of proceedings until January 31, 2024; and
 - v. requested the SISP Order.
13. On October 25, 2023, the Court granted the Second ARIOs and the SISP Order.
14. On December 20, 2023, the Monitor provided the Court with a fifth report (the "**Fifth Report**") that:
 - i. provided an update on the activities of the Debtors and the Monitor since the Fourth Report;
 - ii. provided an update on the financial position of the Debtors; and
 - iii. provided an update on the SISP, including the results at the Phase 1 Bid Deadline.

15. On January 24, 2024, the Monitor provided the Court with a sixth report (the "**Sixth Report**") that:
- i. provided an update on the activities of the Debtors and the Monitor since the Fifth Report;
 - ii. provided an update on the financial position of the Debtors, including the Third Cash Flow Statement covering the period January 15 to May 5, 2024;
 - iii. provided an update on the SISP, including:
 - a) the results of the Phase 2 Bid Deadline;
 - b) the Monitor's recommendation that the Court approve the Transaction for the Purchased Assets with the Purchaser; and
 - c) the Monitors request for the AVO.
 - iv. requested the Ancillary Order that amongst other things:
 - a) approved the activities of the Monitor as contained in the Fifth Report and Sixth Report;
 - b) extended the stay of proceedings to April 30, 2024;
 - c) enhanced the powers of the Monitor to allow it to assign any of the Debtors into bankruptcy, if deemed necessary; and
 - d) sealing certain aspects of the Transaction as contained within the Confidential Supplement.
 - v. requested the Priority Claims Order approving the Priority Claims Process.
16. On January 29, 2024, the Court granted the AVO, the Ancillary Order, and the Priority Claims Order.
17. On March 19, 2024, the Monitor filed an amended AVO with the Court (the "**Amended AVO**") that, amongst other things:
- i. extended the closing date of the Transaction to March 22, 2024; and
 - ii. amended the AVO to allow for the conveyance of real property to the Purchaser.
18. On March 19, 2024, the Court granted the Amended AVO.
19. On April 10, 2024, the Monitor provided the Court with a seventh report (the "**Seventh Report**") that:

- i. provided an update on the activities of the Debtor and the Monitor since the Sixth Report;
 - ii. provided an update on the financial position of the Debtors, including the Fourth Cash Flow Statement;
 - iii. provided an update on the SISP; and
 - iv. requested the Ancillary Order that amongst other things:
 - a) approved the activities of the Monitor as contained in the Seventh Report;
 - b) extended the stay of proceedings to August 31, 2024; and
 - c) declaring the Debtors meet the criteria under the WEPP Regulations.
20. On April 15, 2024, the Court granted the Ancillary Order.
21. On May 6, 2024, the Monitor filed the Monitor's Certificate with the Court advising that the Transaction contemplated by the AVO had been completed to the satisfaction of the Monitor.
22. On August 15, 2024, the Monitor provided the Court with an eighth report (the "**Eighth Report**") that:
- i. provided an update on the activities of the Debtor and Monitor since the Seventh Report;
 - ii. provided an update on the financial position of the Debtors;
 - iii. provided an update on the SISP;
 - iv. provided an update of the Priority Claim Process; and
 - v. requested the Ancillary Order that amongst other things:
 - a) approved the activities of the Monitor as contained in the Eighth Report; and
 - b) extending the stay of proceedings to October 31, 2024.
23. On August 26, 2024, the Court granted the Ancillary Order.

PURPOSE

24. The purpose of this ninth report (the "**Ninth Report**") is to provide information to the Court on:
- i. the Debtor's activities since the Eighth Report;
 - ii. the Monitor's activities since the Eight Report;
 - iii. an update of the financial position of the Debtors;

- iv. the Monitor's request for a distribution order (the "**Distribution Order**"); and
- v. the Monitor's request for an order (the "**Ancillary Order**"):
 - a) approving the fees and disbursements of the Monitor and Monitor's Counsel as described in the Ninth Report;
 - b) approving the activities of the Monitor as outlined in this Ninth Report; and
 - c) extending the stay of proceedings until June 30, 2025.

TERMS OF REFERENCE AND DISCLAIMER

25. In preparing this Ninth Report and making the comments herein, the Monitor has been provided with, and has relied upon, audited and unaudited financial information, books and records and financial information prepared by the Debtors, discussions with management of the Debtors ("**Management**"), discussions with the CRO, and information from other third-party sources (collectively, the "**Information**"). Except as described in this Ninth Report:
- i. The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Generally Accepted Assurance Standards ("**Canadian GAAS**") pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under Canadian GAAS in respect of the Information.
 - ii. Some of the Information referred to in this Ninth Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Chartered Professional Accountants Canada Handbook, has not been performed.
26. Future oriented financial information referred to in this Ninth Report was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.

27. Unless otherwise indicated, the Monitor's understanding of the factual matters expressed in this Ninth Report concerning the Debtors and their businesses are based on the Information and not independent factual determinations made by the Monitor.
28. Unless otherwise stated, all monetary amounts noted herein are expressed in Canadian dollars. Amounts converted from United States dollars have been converted at an exchange rate of 1.38:1.
29. Capitalized terms not otherwise defined herein are as defined in the various materials filed with the Court in these CCAA Proceedings which can be found on the Monitor's website at: <https://www.insolvencies.deloitte.ca/SouthShoreSeafoods> (the "**Monitors Website**").

ACTIVITIES OF THE DEBTOR

30. As advised in the Eighth Report, subsequent to the Closing Date, the Debtors ongoing business operations ceased, and all employees were terminated by the Monitor.
31. Since the Eighth Report, the activities of the Debtors have been infrequent and included, however not been limited to the following:
- i. aiding the Monitor and CRO in attempts to monetize assets that were excluded from the AVO;
 - ii. filing of excise tax returns;
 - iii. assisting the Monitor in obtaining employee information to satisfy a request of Service Canada;
 - iv. providing the Monitor with further employee information required to administer WEPP;
 - v. assisting the Monitor with a number of administrative matters relating to the Transaction.
32. The Monitor wishes to advise the Court that it continues to receive co-operation from former staff during the administration of these CCAA Proceedings.

ACTIVITIES OF THE MONITOR

33. Since the Eighth Report, the activities of the Monitor have included, but not been limited to the following:
- i. reviewing and approving all disbursements of the Debtors;

- ii. continuing efforts to monetize assets excluded from the AVO;
- iii. working with former employees of the Debtors as part of WEPP;
- iv. working in conjunction with the CRO and Monitor's Counsel to refine the proposed distribution schedule as further discussed herein (the "**Proposed Distribution Schedule**");
- v. meeting with the Secured Creditors to review and discuss the Proposed Distribution Schedule as further discussed herein;
- vi. participating in discussions with BDC regarding insurance matters;
- vii. participating in discussions with TD regarding estate administration matters;
- viii. maintaining the Monitor's Website; and
- ix. filing this Ninth Report with the Court.

FINANCIAL POSITION OF THE DEBTORS

- 34. The Monitor has reviewed and approved all disbursements made by the Debtors both prior and subsequent to the closing of the Transaction. In addition, the Monitor has worked with certain former staff members to review bank activity and bank reconciliations.
- 35. As at the date of the Ninth Report, the Monitor has created a statement of interim receipts and disbursements (the "**Interim R&D**") that provides an overview of the financial position of the Debtors:

**In the matter of the CCAA Proceedings of the
South Shore Seafoods Group
Consolidated Interim Statement of Receipts and Disbursement
for the period from January 12 to October 22, 2024**

RECEIPTS

Sale of assets	12,380,016.73
Deposit	1,278,500.00
HST collected	951,480.58
Insurance refund	126,211.93
Interest income	124,599.94
Utility refund	62,686.40
Sale of inventory	30,000.00
HST refund	23,920.13
EDC insurance refund	15,000.00
Workers compensation refund	1,025.39
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	14,993,441.10

TOTAL RECEIPTS

14,993,441.10

DISBURSEMENTS

Repayment of debtor in possession loan facility	6,676,991.13
Transfer to South Shore Seafoods Group for HST remittance	863,000.00
Payment of BDC mortgage	830,812.85
Interest payments to TD Bank	509,756.16
Payment of property taxes	183,489.36
Interest payments to BDC	96,077.30
Legal fees and disbursements	88,997.05
Monitor's fees and disbursements	85,214.83
Settlement of accounts receivable from SDO	74,306.51
Insurance payment to Phillips	50,000.00
Payment of lease obligations	42,778.88
Payment of Bank of Nova Scotia vehicle loan	35,579.92
HST paid on disbursements	34,140.07
CRO fees and disbursements	8,557.50
Appraisal fees	3,376.73
Interest and bank charges	2,180.22
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	9,585,258.51

TOTAL DISBURSEMENTS

9,585,258.51

AMOUNT RETAINED IN TRUST ACCOUNT BY THE MONITOR

5,408,182.59

Note 1 - In addition to the above amounts, the SSS Group has approximately \$510,000 in its TD accounts.

36. As at the date of the Ninth Report, the Debtors have approximately \$6,100,000 of cash which forms the basis of the Proposed Distribution Schedule (the "**Distributable Funds**").

INITIAL DISTRIBUTION ORDER

37. The Debtors have created the Distributable Funds. The Monitor and CRO continue efforts to increase this amount through the monetization of assets that did not form part of the Transaction. As at the date of the Ninth Report there is no certainty these activities will result in the Distributable Funds increasing. To provide further context to the Court, the Monitor continues efforts to chase a material foreign based accounts receivable, has commenced legal actions against one promissory note holder, and is in discussions with another promissory note holder about a potential settlement.
38. The Monitor, with the assistance of the CRO, has created a schedule the Proposed Distribution Schedule, a copy of which is enclosed is enclosed as **Appendix A**.
39. The Monitor is aware of a number of potential priority and competing claims that may form a priority charge ahead of the Secured Creditors as follows (collectively, the "**Priority Claims**").

Administrative Reserve

40. As at the date of this Ninth Report, the Monitor is aware of several upcoming disbursements that require a reserve to fund as part of the Proposed Distribution Schedule.
41. The Monitor is proposing to create an operating reserve of \$150,000 to cover any estate disbursements required as these CCAA Proceedings wind down. As at the date of this Ninth Report, the Monitor has included interest payments to the Applicant (\$90,000) and BDC (\$19,000) for the month of October that would be paid from this operating reserve.
42. Based on the stage of these CCAA Proceedings, and considering the anticipated effort to conclude, the Monitor estimates a professional fee reserve in the amount of \$150,000 is required to cover the fees and disbursements of the Monitor, Monitor's Counsel, the CRO and Applicant Counsel. For the purposes of the Proposed Distribution the Monitor is fully reserving this amount.

WEPP

43. On April 15, 2024, the Court granted the Ancillary Order that amongst other things, declared that the Debtors meet the criteria under the WEPP Regulations.
44. As at the date of the Ninth Report, the Monitor wishes to advise the Court that ten former employees of the Debtors have filed for WEPP and the Monitor estimates the priority amount to be approximately \$25,000 (the "**WEPP Withholding**").

45. As part of the Distribution Order, the Monitor is proposing to reserve the full amount of the WEPP Withholding and is seeking Court approval to pay these amounts to Service Canada at a future date.

Deemed Trust Claim

46. On January 29, 2024, the Court granted the Priority Claims Order.
47. On March 7, 2024, CRA filed a claim with the Monitor claiming a priority in the amount of \$975,614 (the “**Initial CRA Claim**”):
48. Subsequent to receiving the Initial CRA Claim, the Monitor held a number of discussions with representatives of CRA and its legal counsel regarding the priority of the Initial CRA Claim. On April 23, 2024, CRA filed an amended claim in the amount of \$757,656 (the “**Amended CRA Claim**”).
49. Subsequent to the closing of the Transaction, the Monitor became aware that PBS immediately entered into an arm’s length transaction to sell the assets owned by Arsenault Fish Market Inc. for gross proceeds less than the priority amount claimed by CRA in the Amended CRA Claim (the “**AFM Transaction**”).
50. On September 16, 2024, the Monitor provided legal counsel to CRA with an earlier copy of the Proposed Distribution Schedule that directionally aligns with the version now before the Court. On September 17, 2024, the Monitor, Monitor’s Counsel, the CRO, legal counsel to CRA and a representative on CRA participated in a conference call to review the Proposed Distribution Schedule and share information regarding the AFM Transaction. During the CRA Conference CRA inquired about the AFM Transaction and subsequently the Monitor held discussions with representative of PBS and provided CRA with further information as required.
51. On October 1, 2024, legal counsel to CRA advised the Monitor it agrees with the magnitude of distributions to CRA contained within the Proposed Distribution Schedule which totals \$217,874 (the “**CRA Trust Claim**”).
52. As part of the Distribution Order, the Monitor is requesting the Court approve the payment of the CRA Trust Claim.

Secured Creditors

53. At paragraph 14 of its Pre-Filing Report, the Monitor advised the Court it had retained Cox & Palmer to act as Monitor’s Counsel and to provide the Monitor with an opinion regarding the

validity and enforceability of the Applicant (the "**Security Opinion**"). The Security Opinion confirms that, subject to the customary assumptions and disclaimers noted therein, the Applicant's security is valid and enforceable against the Debtors' assets. A copy of the Security Opinion is enclosed as **Appendix B**.

54. Monitor's Counsel has reviewed the security package of BDC and the Security Opinion addresses the validity and enforceability of the BDC security. The Security Opinion confirms that, subject to the customary assumptions and disclaimers noted therein, the BDC security is valid and enforceable against the Debtors' assets.
55. In addition to the Applicant and BDC security, Monitor's Counsel advised and the Security Opinion confirms that the security held by Thunder Cove Investments Inc., Maplewood Trust, and Warren Ellis (collectively, "**MTTCI**") was a valid and enforceable charge over specific real estate assets of the Debtors.
56. In summary, the Applicants' security maintains a residual charge over all proceeds subject to the reserves discussed above required to complete these CCAA Proceedings and specific encumbrances maintained by MTTCI and BDC as outlined below.

MTTCI

57. As part of the acquisition of real property from MTTCI, the Debtors entered into a collateral mortgage that at the date of the Initial Application had an outstanding balance of \$375,000 (the "**MTTCI Indebtedness**").
58. As part of the APA, PBS assigned value to the real property assets secured by the collateral mortgage in excess of the MTTCI Indebtedness.
59. As part of the Proposed Distribution Schedule, the Monitor is proposing a distribution to MTTCI of \$350,000, marshalling \$25,000 of costs incurred during these CCAA Proceedings against the MTTCI Indebtedness (the "**MTTCI Distribution**"). The Monitor is of the opinion this is an equitable allocation considering that the realization realized on the assets during these CCAA Proceedings were without any direct costs to MTTCI (such as realtor or legal fees) nor any marshalling of professional fees or interest costs incurred during these CCAA Proceedings.

60. On September 16, 2024, the Monitor and the CRO met with Warren Ellis, the principal of MTTCI. During that meeting, Mr. Ellis advised the Monitor and CRO he agreed with the MTTCI Distribution and on October 10, 2024, the Monitor received email correspondence from Mr. Ellis confirming the same.
61. As part of the Distribution Order, the Monitor is requesting the Court approve the payment of the MTTCI Distribution.

BDC

62. The Debtors have previously entered into several lending arrangements with BDC that provided BDC with general security agreements over the assets of the Debtors subsequent to charges given to the Applicant, save and except for the BDC Collateral. In addition, By the Water Shellfish (2012) Inc. granted BDC real property mortgages over two parcels located in Prince County PEI (the "**BDC Mortgages**").
63. The real estate charged by the BDC Mortgages and the BDC Collateral were excluded from the DIP Lender's Charge granted by the order issued October 26, 2023.
64. On January 12, 2024, as part of Phase II of the SISP, PBS provided the Monitor with the APA that contained a cash allocation relating to the BDC Collateral and an assumption of the BDC Mortgages (the "**BDC Allocation**").
65. The Monitor wishes to advise the Court that at closing PBS provided funding to payout the BDC Mortgages in full and such payment is reflected in the Interim R&D presented above.
66. The Monitor and CRO have participated in several discussions with BDC regarding the BDC Allocation. Furthermore, the Monitor understands Applicant's legal counsel and BDC's legal counsel have held discussions regarding the BDC Allocation.
67. On October 21, 2024, the Monitor received email correspondence from both the Applicant's legal counsel and BDC's legal counsel advising that both the Applicant and BDC agreed to a distribution to BDC in the amount of \$326,000 (the "**BDC Distribution**"). The Monitor is of the opinion that the BDC Distribution is reasonable in the circumstances.
68. As part of the Distribution Order, the Monitor is requesting the Court approve the payment of the BDC Distribution.

TD

69. The Debtors have previously entered into several lending arrangements with the Applicant that provided it with first ranking registered security over all of the Debtors' assets except for the specific security held by MTTCI, the BDC Mortgages, the BDC Collateral and certain specific equipment subject to lease which equipment has been returned to the applicable leasing company.
70. On September 5, 2024, the Monitor provided TD with an earlier version of the Proposed Distribution Schedule that directionally aligns with the version now before the Court.
71. On September 10, 2024, the Monitor and CRO participated in a conference call with representatives of TD to review and discuss the Proposed Distribution Schedule (the "**TD Conference Call**"). The outcome from the TD Conference Call was TD agreed with the contents of the Proposed Distribution Schedule. As of the date of this Ninth Report, the proposed distribution to TD is \$4,699,309 (the "**TD Distribution**").
72. As part of the Distribution Order, the Monitor is requesting the Court approve the TD Distribution.

MONITOR'S REQUEST FOR OTHER RELIEF

73. Giving the foregoing, the Monitor seeks the following relief:

Professional fees

74. The Monitor and Monitor's Counsel have maintained detailed records of their professional fees and disbursements in the lead up to the Initial Application.
75. The fees and disbursements of the Monitor for the period September 1, 2023 to September 30, 2024 are \$782,015.48 together with HST of \$117,302.33 for a total of \$899,317.81 (the "**Monitor's Fees**"). A detailed billing summary, along with copies of the Monitor's invoices, are contained within the affidavit of James Foran, a copy of which is enclosed as **Appendix C**.
76. The fees and disbursements of Monitor's Counsel for the period September 1, 2023 to September 30, 2024 are \$259,819.39 together with HST of \$38,770.53 for a total of \$298,589.92 (the "**Legal Fees**"). A detailed billing summary, along with copies of Monitor's Counsel invoices, are contained within the affidavit of Gavin MacDonald, a copy

of which is enclosed as **Appendix D**.

77. Based on the information outlined above and contained herein, the Monitor respectively submits that its fees and disbursements, together with the fees of Monitor's Counsel, are reasonable in the circumstances and have been validly incurred in accordance with the provisions contained within the Initial Order.
78. The Monitor is currently seeking approval for the Monitor's Fees and the Legal Fees.

Stay of Proceedings

79. The Stay Period is set to expire on October 31, 2024. The Monitor is requesting an extension of the Stay Period up to and including June 30, 2025.
80. The Monitor is of the opinion that the request for the extension of the Stay Period is reasonable and just for the following reasons:
- i. the Monitor requires further time to monetize assets that did not form part of the Transaction;
 - ii. the Monitor has commenced legal action against Sea Well Holdings and Tyler Nickerson and a hearing is scheduled in the Supreme Court of Nova Scotia for April 30 to May 1, 2025;
 - iii. the Monitor and the CRO, with the powers granted to them, have acted and continue to act in good faith and with due diligence in their oversight of the operations of the Debtors;
 - iv. the Monitor is of the view that no creditor will be materially prejudiced by the extension of the Stay Period; and
 - v. the Monitor has withheld an appropriate reserve from the Proposed Distribution Schedule to ensure sufficient liquidity exists through the proposed Stay Period.
81. Considering the reasons outlined herein the Monitor recommends that the Court grant the Distribution and Stay Extension Order in the form provided by its counsel.

CONCLUSION

82. The Ninth Report has been prepared to provide this Court with information regarding the Debtors' activities since the Eighth Report, the Monitor's activities since the Eighth Report, an update regarding the financial position of the Debtors and to support the Monitor's request for the Distribution and Stay Extension Order
83. Based on the foregoing, the Monitor requests the Court grant the requested relief as outlined in the Notice of Motion and the draft order appended thereto.

All of which is respectfully submitted this 24th day of October 2024.

DELOITTE RESTRUCTURING INC.

Acting solely in its capacity as CCAA Monitor of
709280 NB LTD., 103232 PEI Inc., Can-Am Lobster and Shellfish Ltd, 103233 PEI Inc., 103234 PEI Inc. 3249640 Nova Scotia Limited, and 12588129 Canada Inc.
and not in its personal capacity

Per:

A handwritten signature in black ink, appearing to read 'J. Foran', with a stylized flourish at the end.

James Foran, CPA, CA, CIRP, LIT
Senior Vice President

APPENDIX A – PROPOSED DISTRIBUTION SCHEDULE

South Shore Seafoods Group
Proposed Distribution Schedule (the "Distribution Schedule")
Prepared by Deloitte Restructuring Inc. - Court Appointed Monitor
Prepared on October 22, 2024

Funds available for distribution	A	5,918,183	note 1
Administrative Reserves			
Operating reserve		150,000	note 2
Professional fees		<u>150,000</u>	note 3
Subtotal - Administrative Reserves	B	300,000	
Priority claims			
WEPP		25,000	note 4
Deemed trust claims to CRA		<u>217,874</u>	note 5
Subtotal - Priority claims	C	242,874	
Available for distribution to Secured Creditors	D = A-B-C	5,375,309	
Proposed Distribution Schedule			
MTTCI		350,000	note 6
BDC		326,000	note 6
TD		<u>4,699,309</u>	note 6
		5,375,309	

Notes to the Proposed Distribution Schedule (the "**Notes**")

The Notes form an integral part of the Distribution Schedule and should be read in conjunction with.

note 1 - the above amount consists of:

Cash held in trust by the Monitor	5,408,183
Cash held in Debtors bank account	<u>510,000</u>
	5,918,183

note 2 - the above amount reflects an estimate to cover any estate disbursements, of which an interest payments to the Applicant and BDC are accrued for October 2024 amounting to approximately \$110,000.

note 3 - the above amount reflects an estimate to cover professional fees to conclude these CCAA Proceedings.

note 4 - the above amount reflects an estimate to cover amounts owing to former employees of the Debtors under WEPP.

note 5 - the above amount reflects the agreed upon priority claim from CRA.

note 6 - the above amounts reflect the Proposed Distribution to Secured Creditors.

APPENDIX B – SECURITY OPINION

SOLICITOR CLIENT PRIVILEGE

STRICTLY PRIVATE & CONFIDENTIAL

September 12, 2023

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

Attention: James Foran, CPA, CA, CIRP, LIT

Re: Security Opinion - South Shore Group
File No.: 10039598.00005

In connection with the application under the Companies' Creditors Arrangement Act (Canada) by Toronto-Dominion Bank (the "**Bank**") with respect to South Shore Seafoods Ltd. ("**SSS**"), Captain Cooke's Seafood Inc. ("**CC**"), By the Water Shellfish (2012) Inc. ("**BTW**") and Can-Am Lobster & Shellfish Ltd. ("**Can-Am**" and collectively with SSS, CC, BTW, the "**Borrowers**" and South Shore Seafoods International Ltd. ("**SSI**"), Bridge Lobsters Limited ("**BL**") and Arsenault's Fish Mart Inc. ("**Arsenault**" and collectively with SSI and BL, the "**Guarantors**") and the appointment of Deloitte Restructuring Inc. as monitor of the Borrowers and Guarantors (the "**Monitor**"). For the purposes of this opinion, the Guarantors and the Borrowers are hereinafter collectively referred to as the "**Debtors**").

Loan and Security Documentation

We have reviewed copies of the Bank's loan documents (the "**Bank Loan Documents**") and the Bank security documents (the "**Bank Security**") set out in Schedule "A".

We have reviewed copies of the Business Development Bank of Canada ("**BDC**") loan documents (the "**BDC Loan Documents**") and the BDC security documents (the "**BDC Security**") set out in Schedule "B".

We have reviewed copies of the loan documents for Thunder Cove Investments Inc., Maplewood Trust and Warren Ellis (collectively, "**MTTCI**") (the "**MTTCI Loan Documents**") and the MTTCI security documents (the "**MTTCI Security**") set out in Schedule "C".

Searches and Investigation

We have made searches (the "**Searches**") and enquiries in the Provinces of New Brunswick, Prince Edward Island and Nova Scotia (collectively the "**Provinces**") in connection with each of the Debtors. All searches and enquiries have been obtained through public offices and registries of the Provinces and registries of the federal government of Canada.

Our search summaries report for each the Debtors is attached as Schedule "D". Please let us know if you want copies of any of the searches referenced or if you have any questions or concerns.

Definitions

Terms used herein and not otherwise defined, which are defined in the Personal Property Security Act in force in each of the Provinces (collectively the "**PPSA**") shall, unless the context otherwise requires, have the meaning assigned thereto in the PPSA.

The Bank Security, BDC Security and MTTCI Security is sometimes collectively referred to as the "**Security**".

"**Priority Agreements**" means those agreements listed in Schedule "A" as items 18 to 22 collectively.

"**BDC Priority Equipment**" means the listed equipment over which the BDC Security has priority over the Bank Security pursuant to the priorities agreement between BDC and the Bank listed in Schedule "A" as item 18.

"**Loan Documents**" means collectively the Bank Loan Documents, the BDC Loan Documents and the MTTCI Loan Documents.

"**Lenders**" means collectively, the Bank, BDC and MTTCI.

"**Real Property**" means the real property listed in Schedule "D".

"**Mortgages**" means any or all of the mortgages and collateral mortgages listed in Schedules "A", "B" and "C".

Laws Addressed

Our opinions are limited to the laws of the Provinces and the federal laws of Canada applicable therein (collectively, the "**Applicable Laws**"). Accordingly, we express no opinion as to the laws of any other jurisdiction. Without limiting the generality of the immediately preceding sentence, we express no opinion with respect to the laws of any other jurisdiction to the extent that those laws may govern the validity, perfection, effect of perfection or non-perfection, priority or enforcement of any security interests created by the Security as a result of the application of Applicable Laws conflict of laws rules. In addition, we express no opinion whether, under those conflict of laws rules, the Applicable Laws would govern the validity, perfection, effect of perfection or non-perfection, priority or enforcement of those security interests.

Assumptions

In giving this opinion, we have made the following assumptions:

1. the genuineness of all signatures, the legal capacity of individuals signing any documents, the authenticity of all documents submitted to us as originals and the

conformity to authentic original documents of all documents submitted to us as certified, conformed, faxed, electronic, photostatic or scanned copies;

2. that the Security and Loan Documents have been duly authorized, executed and delivered by each of the parties thereto and constitute valid and legally binding obligations of each party thereto enforceable against each such party (other than the Debtors) in accordance with their terms;
3. Any Security governed by laws other than the Applicable Laws constitute valid and legally binding obligations of each party thereto enforceable against each such party in accordance with their terms;
4. all facts set forth in the official public records, indices, filing systems, certificates and other documents supplied by public officials are complete, true and accurate;
5. with respect to the Security, that the Bank has given value, the Debtors have rights in the Collateral (as hereinafter defined) and that the Debtors and the Bank have not agreed orally or in writing to postpone the time for attachment of the security interests referred to in the Security; and
6. the accuracy and currency of the indices and filing systems maintained at the public offices where we have searched or inquired or have caused searches or inquiries to be conducted.

Opinions

Based upon and subject to the foregoing, and subject to the qualifications set forth in Schedule "E" hereto, Cox & Palmer is of the opinion that:

1. The Security constitutes legal, valid and binding agreements of the applicable Debtor party thereto, enforceable against it in accordance with its terms;
2. The Bank Security creates a security interest in favour of the Bank in all of the Debtors' present and after-acquired personal property to which the PPSA applies excluding specifically leased equipment described below under Registrations (collectively, the "**Collateral**") intended to be charged thereby in which the Debtors now have rights, and is sufficient to create a security interest in favour of the Bank in the Collateral in which the Debtors hereafter acquire rights when those rights are acquired by the Debtors, to secure payment and performance of the obligations described therein as being secured thereby;
3. The BDC Security creates a security interest in favour of BDC in all of the Collateral intended to be charged thereby in which the Debtors now have rights, and is sufficient to create a security interest in favour of BDC in the Collateral in which the Debtors hereafter acquire rights when those rights are acquired by the Debtors, to secure payment and performance of the obligations described therein as being secured thereby;

4. Registration has been made in all public offices provided for under the Applicable Laws where such registration is necessary or desirable to preserve, protect or perfect the security interests created by the Bank Security in favour of the Bank in the Collateral;
5. Registration has been made in all public offices provided for under the Applicable Laws where such registration is necessary or desirable to preserve, protect or perfect the security interests created by the BDC Security in favour of BDC in the Collateral;
6. The security interests granted by the Bank Security constitute a first registered charge in the Collateral except the BDC Priority Equipment, a second registered charge in the BDC Priority Equipment, and a first mortgage charge on the Real Property mortgaged by the Bank Security
7. The security interests granted by the BDC Security constitute a first registered charge in the BDC Priority Equipment, a second registered charge on the remainder of the Collateral, and a first mortgage charge on the Real Property mortgaged by the BDC Security; and
8. MTTCl has a first mortgage charge on the Real Property mortgaged by the MTTCl Security.

In connection with the foregoing opinions, we have not been advised of any facts which would permit annulment of the Security under Section 95 or 96 of the BIA. In particular, we have no information which would lead us to assume that the Debtors were insolvent on any of the dates upon which they purported to grant security, that the Security were otherwise entered into in fraud of creditors' rights, or that the Debtors and any of the lenders referenced herein were not dealing at arms length.

Discussion

(A) OBLIGATIONS SECURED BY THE SECURITY

The Security to which each Debtor is a party provides that the security interests granted by such Debtor secure, among other things, the due payment and performance of the obligations of the applicable Debtor to the applicable lender pursuant to the Bank Loan Documents, BDC Loan Documents or MTTCl Loan Documents as applicable.

(B) COLLATERAL SUBJECT TO THE SECURITY DOCUMENTS

The Bank Security and BDC Security to which each Debtor is a party provides that the security interests granted thereby extend to all of the present and future undertaking and Personal Property (as defined in such Security) including all right, title and interest of such Debtor in such property at any time owned, leased, licensed, possessed or acquired by such Debtor, or in which such Debtor at any time has any interest or to which such Debtor is or may at any time become entitled and all accessions thereto, and all proceeds thereof, in any such case wherever located but specifically excluding personal property that is Intellectual Property (as defined therein) except that personal property shall include the proceeds of Intellectual Property.

(C) REGISTRATIONS DISCLOSED BY SEARCH RESULTS

The Search discloses registrations against each of the Debtors in favour of the Bank and BDC under the PPSA as set forth in Schedule “D” (the “**Registrations**”).

In addition, the Searches disclosed the existence of specific equipment registrations that may constitute purchase money security interests in priority to Security (the “**PMSI Registrations**”) as follows:

New Brunswick			
Secured Party	Debtor(s)	Collateral/Document Description	Registration Number and Date/Expiry Date
TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC	SOUTH SHORE SEAFOODS LTD. SOUTH SHORE SEAFOODS INTERNATIONAL LTD	MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS, ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY SECURITY ACT)	Original: 36233245 Date: 2021-12-14 Expiry: 2027-12-14
Nova Scotia			
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.	AQUAPRIME MUSSEL RANCH LIMITED SOUTH SHORE SEAFOODS LTD.	ALL PERSONAL PROPERTY OF THE DEBTOR DESCRIBED HEREIN BY VEHICLE IDENTIFICATION NUMBER OR SERIAL NUMBER, AS APPLICABLE, WHEREVER SITUATED, TOGETHER WITH ALL PARTS AND ACCESSORIES RELATING THERETO, ALL ATTACHMENTS, ACCESSORIES AND ACCESSIONS THERETO OR THEREON, ALL REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS OF ALL OR ANY PART OF THE FOREGOING AND ALL PROCEEDS IN ANY FORM DERIVED THEREFROM. PROCEEDS: ALL OF THE DEBTOR'S PRESENT AND AFTER ACQUIRED IDENTIFIABLE OR TRACEABLE PERSONAL PROPERTY THAT IS DERIVED, DIRECTLY OR INDIRECTLY, FROM ANY DEALING WITH OR DISPOSITION OF THE ABOVE-DESCRIBED COLLATERAL OR	Original: 31064306 Date: 2019-04-29 Amendment: 32912339 Expiry:2025-04-29

		<p>PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL AND IN WHICH THE DEBTOR ACQUIRES AN INTEREST, INCLUDING WITHOUT LIMITATION, ALL INSURANCE AND OTHER PAYMENTS THAT REPRESENT INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE ABOVE DESCRIBED COLLATERAL OR PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL, OR A RIGHT TO SUCH PAYMENTS, ACCOUNTS, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OR RENTAL OF THE ABOVE DESCRIBED COLLATERAL OR PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL, A PAYMENT MADE IN TOTAL OR PARTIAL DISCHARGE OR REDEMPTION OF CHATTEL PAPER, INVESTMENT PROPERTY, AN INSTRUMENT OR AN INTANGIBLE, RIGHTS ARISING OUT OF, OR PROPERTY COLLECTED ON, OR DISTRIBUTED ON ACCOUNT OF, COLLATERAL THAT IS INVESTMENT PROPERTY, AND GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, INVESTMENT PROPERTY, INSTRUMENTS, MONEY OR INTANGIBLES.</p>	
Prince Edward Island			
TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.	<p>SOUTH SHORE SEAFOODS LTD.</p> <p>SOUTH SHORE SEAFOODS LTD.</p> <p>SOUTH SHORE SEAFOODS INTERNATIONAL LTD.</p> <p>SOUTH SHORE SEAFOODS INTERNATIONAL LTD.</p>	<p>MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS, ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY SECURITY ACT)</p> <p>Added by registration 5727644 Serial Numbered Collateral:</p>	<p>Original: 5545172</p> <p>Date: 2021-06-18</p> <p>Amendment: 5727644</p> <p>Amendment: 5727653</p> <p>Expiry: 2027-06-18</p>

		C1884 Collateral Type: Motor Vehicle Description: 2021 TOYOTA 8FDU25	
THE BANK OF NOVA SCOTIA	SOUTH SHORE SEAFOODS LTD.	OUR SECURITY INTEREST IS LIMITED TO THE MOTOR VEHICLES LISTED ABOVE AND THE PROCEEDS OF THOSE VEHICLES Serial Numbered Collateral: 1C6SRFHT4NN165969 Collateral Type: Motor Vehicle Description: 2022 Ram 1500	Original: 5713873 Date: 2021-11-30 Expiry: 2028-11-30

Reliance

The opinions expressed herein are provided solely for the benefit of the Monitor to exercise its duties as Monitor. This letter may not be relied upon by any other person in connection with this or another matter, nor may it be quoted from or referred to in any other document (public or private) or be filed with any governmental departments or agency or other regulatory body or authority, without our prior written consent; provided however, that some or all of these opinions may be referred to in any reports filed with the court for purposes of seeking such approvals as the Monitor may reasonably request in furtherance of its duties and obligations. This letter is given as of the date hereof and we disclaim any obligations or undertaking to advise the addressees or any other person of any change in fact or law which may come to our attention after the date hereof.

COX & PALMER



SCHEDULE "A"

Bank Security

*Unless otherwise specified, all documents referred to herein are dated May 19, 2022

Security Documents

1. Bank Act - Section 427 Security;
2. General Security Agreement from the Debtors;
3. US Security Agreement from Can-Am;
4. Collateral Mortgage dated December 21, 2020, in the maximum amount of \$620,000 from BL to the Bank registered in the Province of NS against PIDs 90034513, 90034406;
5. Collateral Mortgage dated December 21, 2020, in the maximum amount of \$2,380,000 from BTW to the Bank registered on December 23, 2020, in the Prince County Registry Office, PEI as Document #5385 in Book 3402 against PID 914184;
6. Collateral Mortgage dated December 21, 2020, in the maximum amount of \$1,515,000 from CC to the Bank registered on December 29, 2020, in the Prince County Registry Office, PEI as Document #5419 in Book 3402 against PIDs 211722, 211656 and 860395;
7. Collateral Mortgage dated March 19, 2019, in the maximum amount of \$1,270,000 from SSS to the Bank registered on March 19, 2019 in the Prince County Registry Office, PEI as Document #835 in Book 3353 against PID 690420;
8. Collateral Mortgage dated March 19, 2019 in the maximum amount of \$950,000 from SSS to the Bank registered on March 19, 2019 in the Prince County Registry Office, PEI as Document #834 in Book 3353, and amended by Mortgage Amending Agreement dated April 22, 2022 registered in the Prince County Registry Office, PEI as Document 1759 in Book 3445 against PID 933127;
9. Share Pledge Agreement from 102446 P.E.I. Inc. to the Bank;
10. Share Pledge Agreement from 102447 P.E.I. Inc. to the Bank;
11. Pledge Agreement from 102446 P.E.I. Inc. in favour of the Bank with respect to shares held by 102446 P.E.I. Inc. in each of SSS, CC, BTW and Can-Am;
12. Pledge Agreement from 102447 P.E.I. Inc. in favour of the Bank with respect to shares held by 102446 P.E.I. Inc. in each of SSS, CC, BTW and Can-Am;

Loan Documents

13. Loan Agreement between the Bank and the Debtors;
14. Guarantee from the Debtors;

15. Limited Recourse Guarantee of 102446 P.E.I. Inc. in favour of the Bank with respect to a share pledge agreement between 102446 P.E.I. Inc. and the Bank;
16. Limited Recourse Guarantee of 102447 P.E.I. Inc. in favour of the Bank with respect to a share pledge agreement between 102447 P.E.I. Inc. and the Bank;
17. Priority and Standstill Agreement between BDC Capital Inc. and the Bank postponing the security held by BDC Capital Inc. in favour of the Bank's Security with respect to each of the Debtors;
18. Priority Agreement between BDC and the Bank postponing the BDC Security, except the BDC Priority Equipment, in favour of the Bank's Security with respect to each of the Debtors;
19. Priority Agreement between Dewis Cooke, Randy Cooke and Murphy's Limited Liability Company BTW Holdings Inc., and the Bank postponing the security held by Dewis Cooke, Randy Cooke and Murphy's Limited Liability Company BTW Holdings Inc. in favour of the Bank's Security with respect to CC, SSI and BTW.
20. Subordination and Priorities Agreement between Robert Arsenault and the Bank postponing the security held by Robert Arsenault in favour of the Bank's Security with respect to Arsenault and SSS;
21. Estoppel Letter from Toyota Industries Commercial Finance Canada, Inc. to the Bank with respect to SSS and SSI dated April 20, 2022;

Schedule "B"

MTTCI Security

1. Collateral Mortgage dated December 28, 2018 from O'Leary Potato Packers Ltd., as predecessor in title, to Warren Ellis, registered on January 4, 2019 in the Prince County Registry Office as Document 34 in Book 3349 against PIDs 584458 and 58925.
2. Collateral Mortgage dated March 17, 2021 from SSS to Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis, registered on April 15, 2021 in the Prince County Registry Office, PEI as Document 1637 in Book 3411 against PIDs 619809, 730333, 58248, 58925, 584458, 58388

Schedule "C"

BDC Security

1. Mortgage dated October 14, 2022 from BTW to BDC, and registered on October 21, 2022 in the Prince County Registry Office, PEI as Document 4958 in Book 3461 against PID 316810.
2. Assignment of Rents dated October 14, 2022 from BTW to BDC, and registered on October 21, 2022 in the Prince County Registry Office, PEI as Document 4959 in Book 3461 against PID 316810.
3. Mortgage dated October 14, 2022 from BTW to BDC, and registered on October 21, 2022 in the Prince County Registry Office, PEI as Document 4960 in Book 3461 against PID 490045.
4. Assignment of Rents dated October 14, 2022 from BTW to BDC, and registered on October 21, 2022 in the Prince County Registry Office, PEI as Document 4961 in Book 3461 against PID 490045.
5. Priority Agreement dated August 18, 2020, between BDC and the Bank postponing the security held by the Bank in favour of BDC's Security with respect to the acquisition of certain equipment by South Shore Seafoods Ltd.
6. Priority Agreement dated November 19, 2020, between BDC and the Bank postponing the security held by the Bank in favour of BDC's Security with respect to the acquisition of certain equipment by South Shore Seafoods Ltd.
7. Priority Agreement dated July 23, 2021, between BDC and the Bank postponing the security held by the Bank in favour of BDC's Security with respect to South Shore Seafoods Ltd.
8. Priority Agreement dated April 19, 2022, between BDC and the Bank postponing the security held by the Bank in favour of BDC's Security with respect to the acquisition of certain equipment by South Shore Seafoods Ltd.
9. Priority Agreement dated May 19, 2022, between BDC and the Bank postponing the security held by BDC in favour of the Bank's Security, save for the BDC Priority Collateral, with respect to each of the Debtors.
10. Priority Agreement dated May 26, 2022, between BDC and BDC Capital postponing the security held by BDC Capital in favour of BDC's Security with respect to the acquisition of certain equipment by Captain Cooke's Seafood Inc.
11. Priority Agreement dated June 21, 2022, between BDC and the Bank postponing the security held by the Bank in favour of BDC's Security with respect to the acquisition of certain equipment by South Shore Seafoods Ltd.

12. Priority Agreement dated June 21, 2022, between BDC and BDC Capital postponing the security held by BDC Capital in favour of BDC's Security with respect to the acquisition of certain equipment by Captain Cooke's Seafood Inc.
13. Priority Agreement dated July 8, 2022, between BDC and BDC Capital postponing the security held by BDC Capital in favour of BDC's Security with respect to the acquisition of certain equipment by Captain Cooke's Seafood Inc.
14. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by Can-Am Lobster & Shellfish Ltd. as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
15. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by Bridge Lobsters Limited as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
16. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by Captain Cooke's Seafood Inc. as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
17. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by By The Water Shellfish (2012) Inc. as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
18. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by South Shore Seafoods Ltd. as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
19. Limited Guarantee dated October 26, 2021, in the amount of \$1,000,000.00 executed by South Shore Seafoods International Ltd. as security for a loan between BDC as Creditor and Captain Cooke's Seafood Inc. and By The Water Shellfish (2012) Inc. as Borrowers.
20. General Security Agreement dated July 3, 2020 from South Shore Seafoods Ltd. in favour of BDC.
21. General Security Agreement dated October 26, 2021 from South Shore Seafoods Ltd. in favour of BDC.
22. General Security Agreement dated October 26, 2021 from By The Water Shellfish (2012) Inc. in favour of BDC.
23. General Security Agreement dated October 26, 2021 from South Shore Seafoods International Ltd. in favour of BDC.

24. General Security Agreement dated October 26, 2021 from Bridge Lobsters Limited. in favour of BDC.
25. General Security Agreement dated October 26, 2021 from Captain Cooke's Seafood Inc. in favour of BDC.
26. General Security Agreement dated October 26, 2021 from Can-Am Lobster & Shellfish Ltd. in favour of BDC.
27. Guarantee dated June 9, 2023, from By The Water Shellfish (2012) Inc., Bridge Lobsters Limited, Captain Cooke's Seafood Inc., Can-Am Lobster & Shellfish Ltd., Arsenault's Fish Mart Inc. and South Shore Seafoods International Ltd. as security for a debt in the amount of \$2,000,000.00 owing from South Shore Seafoods Ltd.

Schedule "D"

Searches

SEARCH SUMMARIES

BANKRUPTCY SEARCHES

A name search was conducted in the public records maintained by the Office of the Superintendent of Bankruptcy (current as of September 11, 2023). The search revealed no information relating to any of the Borrowers and Debtors.

BANK ACT

A search was conducted for notices of intention to give security under section 427 of the *Bank Act* (Canada) (September 12, 2023). The report revealed the following:

Prince Edward Island	
Name	Results
By the Water Shellfish (2012) Inc.	The Toronto-Dominion Bank (No. 01329153 – Registered 2020/12/22 – Exp. 2025/12/31) The Toronto-Dominion Bank (No. 01334065 – Registered 2022/04/19 – Exp. 2027/12/31)
South Shore Seafoods Ltd.	The Toronto-Dominion Bank (No. 01322252 – Registered 2019/03/19 – Exp. 2024/12/31) The Toronto-Dominion Bank (No. 01334069 – Registered 2020/04/19 – Exp. 2027/12/31)

New Brunswick	
Name	Results
South Shore Seafoods International Ltd.	The Toronto-Dominion Bank (No. 01326801 – Registered 2020/04/07 – Exp. 2025/12/31)

REAL PROPERTY

A search was conducted in each of the Provinces' applicable property database or land registry office. The searches revealed the following (the "Real Property"):

Nova Scotia			
Owner	PID/ PAN	Assessed Value	Encumbrances
Bridge Lobsters Limited	90034513/ 04399153	\$534,600	The Toronto Dominion-Bank (Mortgage 117709346)

Bridge Lobsters Limited	90034406/ 03801993	\$79,400	The Toronto Dominion-Bank (Mortgage 117709346)
Prince Edward Island			
Owner	PID/ PAN	Assessed Value	Encumbrances
By the Water Shellfish (2012) Inc.	914184	\$607,300	The Toronto Dominion-Bank (Mortgage 2020/5385)
Captain Cooke's Seafood Inc.	211722	\$91,600	The Toronto Dominion-Bank (Mortgage 2020/5419)
Captain Cooke's Seafood Inc.	211656	\$643,700	The Toronto Dominion-Bank (Mortgage 2020/5419)
By the Water Shellfish (2012) Inc.	860395	\$9,000	The Toronto Dominion-Bank (Mortgage 2020/5419)
South Shore Seafoods Ltd.	690420	\$471,700	The Toronto Dominion-Bank (Mortgage 2019/3353)
South Shore Seafoods Ltd.	933127	\$636,500	The Toronto Dominion-Bank (Mortgage 2019/3353, amended as 2022/1759)
South Shore Seafoods Ltd.	584458	\$44,300	1. Warren Ellis (Mortgage 2019/34) – from O'Leary Potato Packers Ltd. (as predecessor in title) 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)
South Shore Seafoods Ltd.	58925	\$454,800	1. Warren Ellis (Mortgage 2019/34) – from O'Leary Potato Packers Ltd. (as predecessor in title) 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)
South Shore Seafoods Ltd.	619809	\$206,600	1. PEI Lending Agency (Finance PEI) Mortgage from predecessor in title (Maplewood Trust) See Note 1 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)
South Shore Seafoods Ltd.	730333	\$261,900	1. PEI Lending Agency (Finance PEI) Mortgage from predecessor in title (Maplewood Trust) See Note 1 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)
South Shore Seafoods Ltd.	58388	\$122,300	1. PEI Lending Agency (Finance PEI) Mortgage from predecessor in title (Maplewood Trust) See Note 1 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)

South Shore Seafoods Ltd.	58248	\$15,700	1. PEI Lending Agency (Finance PEI) Mortgage from predecessor in title (Maplewood Trust) See Note 1 2. Thunder Cove Investments Inc. and Maplewood Trust, by its Trustee, Warren Ellis (Mortgage 2021/1637)
By the Water Shellfish (2012) Inc.	316810	\$225,500	Business Development Bank of Canada (Mortgage 2022/4958) Business Development Bank of Canada (Assignment of Rents 2022/4959)
By the Water Shellfish (2012) Inc.	490045	\$184,200	Business Development Bank of Canada (Mortgage 2022/4960) Business Development Bank of Canada (Assignment of Rents 2022/4961)
South Shore Seafoods Ltd.	629519	\$13,700	Nil
By the Water Shellfish (2012) Inc.	209221	\$128,600	Nil
By the Water Shellfish (2012) Inc.	316810	\$255,500	Nil
By the Water Shellfish (2012) Inc.	381699	\$143,400	Nil

Note 1: We are advised that mortgage is paid out and a partial release not yet recorded at Prince County Land Registry Office (PEI).

PERSONAL PROPERTY

The following is a summary of the results of a search conducted for registrations of personal property security under the *Personal Property Security Act* in each of the Provinces (current as of September 11, 2023).

New Brunswick			
Secured Party	Debtor(s)	Collateral/Document Description	Registration Number and Date/Expiry Date
THE TORONTO-DOMINION BANK	WILLISTON, TIMOTHY JOHN SOUTH SHORE SEAFOODS LTD.	ALL PRESENT AND FUTURE INDEBTEDNESS, ACCOUNTS, DEBTS AND LIABILITIES OF SOUTH SHORE SEAFOODS LTD. OWED OR OWING TO TIMOTHY JOHN WILLISTON AND ALL SECURITY INTERESTS OF TIMOTHY JOHN WILLISTON SECURING THE PROPERTY AND ASSETS OF SOUTH SHORE SEAFOODS LTD. ARE, PURSUANT TO A POSTPONEMENT AND	Original: 31871825 Date: 2019-03-19 Expiry: 2024-03-19

		<p>ASSIGNMENT MADE BY TIMOTHY JOHN WILLISTON IN FAVOUR OF THE SECURED PARTY, HEREBY ASSIGNED TO THE SECURED PARTY AND POSTPONED TO THE OBLIGATIONS OF SOUTH SHORE SEAFOODS INC. TO THE SECURED PARTY AND POSTPONED AND SUBORDINATED TO THE SECURITY OF THE SECURED PARTY AND ALL MONEY RECEIVED BY ANY PARTY IN RESPECT THEREOF SHALL BE HELD IN TRUST FOR THE SECURED PARTY AND FORTHWITH UPON RECEIPT SHALL BE PAID OVER TO THE SECURED PARTY.</p>	
THE TORONTO-DOMINION BANK	<p>JACOB, MICHEL ROGER</p> <p>JACOB, JOSEPH MICHEL</p> <p>SOUTH SHORE SEAFOODS LTD.</p>	<p>A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY TIMOTHY JOHN WILLISTON (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESS OR THEREOF FROM TIME TO TIME ACQUIRED BY TIMOTHY JOHN WILLISTON IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED,</p>	<p>Original: 31872617</p> <p>Date: 2019-03-19</p> <p>Amendment: 31953979</p> <p>Expiry: 2024-03-19</p>

		RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
THE TORONTO-DOMINION BANK	WILLISTON, TIMOTHY JOHN SOUTH SHORE SEAFOODS LTD.	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY TIMOTHY JOHN WILLISTON (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY TIMOTHY JOHN WILLISTON IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	Original: 31872724 Date: 2019-03-19 Expiry: 2024-03-19
THE TORONTO-DOMINION BANK	JACOB, MICHEL ROGER JACOB, JOSEPH MICHEL	"ALL PRESENT AND FUTURE INDEBTEDNESS, ACCOUNTS, DEBTS AND LIABILITIES OF SOUTH SHORE SEAFOODS LTD. OWED OR OWING TO MICHEL ROGER JACOB AND ALL SECURITY INTERESTS OF MICHEL	Original: 31873052 Date: 2019-03-19 Amendment: 31953888

	SOUTH SHORE SEAFOODS LTD.	ROGER JACOB SECURING THE PROPERTY AND ASSETS OF SOUTH SHORE SEAFOODS LTD. ARE, PURSUANT TO A POSTPONEMENT AND ASSIGNMENT MADE BY MICHEL ROGER JACOB IN FAVOUR OF THE SECURED PARTY, HEREBY ASSIGNED TO THE SECURED PARTY AND POSTPONED TO THE OBLIGATIONS OF SOUTH SHORE SEAFOODS LTD. TO THE SECURED PARTY AND POSTPONED AND SUBORDINATED TO THE SECURITY OF THE SECURED PARTY AND ALL MONEY RECEIVED BY ANY PARTY IN RESPECT THEREOF SHALL BE HELD IN TRUST FOR THE SECURED PARTY AND FORTHWITH UPON RECEIPT SHALL BE PAID OVER TO THE SECURED PARTY."	Expiry: 2024-03-19
THE TORONTO- DOMINION BANK	GESTION MICHEL JACOB INC. SOUTH SHORE SEAFOODS LTD	"ALL PRESENT AND FUTURE INDEBTEDNESS, ACCOUNTS, DEBTS AND LIABILITIES OF SOUTH SHORE SEAFOODS LTD. OWED OR OWING TO GESTION MICHEL JACOB INC. AND ALL SECURITY INTERESTS OF GESTION MICHEL JACOB INC. SECURING THE PROPERTY AND ASSETS OF SOUTH SHORE SEAFOODS LTD. ARE, PURSUANT TO A POSTPONEMENT AND ASSIGNMENT MADE BY GESTION MICHEL JACOB INC. IN FAVOUR OF THE SECURED PARTY, HEREBY ASSIGNED TO THE SECURED PARTY AND POSTPONED TO THE OBLIGATIONS OF SOUTH SHORE SEAFOODS LTD. TO THE SECURED PARTY AND POSTPONED AND SUBORDINATED TO THE SECURITY OF THE SECURED PARTY AND ALL MONEY RECEIVED BY ANY PARTY IN RESPECT THEREOF SHALL BE HELD IN TRUST FOR THE SECURED PARTY AND FORTHWITH UPON RECEIPT SHALL BE PAID OVER TO THE SECURED PARTY.	Original: 31873128 Date: 2019-03-19 Amendment: 34614339 Renewal: 34614388 Expiry: 2025-03-19
THE TORONTO- DOMINION BANK	MJ TRUST 2034 JACOB, MICHEL TRUSTEE	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY THE	Original: 31873235 Date: 2019-03-19 Expiry: 2024-03-19

	SOUTH SHORE SEAFOODS LTD.	TRUSTEES OF MJ TRUST 2034 (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY THE TRUSTEES OF MJ TRUST 2034 IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
THE TORONTO- DOMINION BANK	WILLISTON 2019 FAMILY TRUST WILLISTON, TIMOTHY TRUSTEE SOUTH SHORE SEAFOODS LTD	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY THE TRUSTEES OF WILLISTON 2019 FAMILY TRUST (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE	Original: 31873284 Date: 2019-03-19 Expiry: 2024-03-19

		DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY THE TRUSTEES OF WILLISTON 2019 FAMILY TRUST IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC	SOUTH SHORE SEAFOODS LTD. SOUTH SHORE SEAFOODS INTERNATIONAL LTD	MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS, ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY SECURITY ACT)	Original: 36233245 Date: 2021-12-14 Expiry: 2027-12-14
THE TORONTO-DOMINION BANK	SOUTH SHORE SEAFOODS LTD	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 36727428 Date: 2022-04-18 Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	CAN-AM LOBSTER & SHELLFISH LTD	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 36727394 Date: 2022-04-18

			Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	CAPTAIN COOKE'S SEAFOOD INC.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 36727410 2022-04-18 Expiry: 2029-04-18
Nova Scotia			
Secured Party	Debtor(s)	Collateral/Document Description	Registration Number and Date/Expiry Date
THE TORONTO-DOMINION BANK	BRIDGE LOBSTERS LIMITED	A SECURITY INTEREST IS TAKEN IN ALL THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY AND UNDERTAKING AND ALL ACCRETIONS THERETO, SUBSTITUTIONS THEREFOR AND PROCEEDS THEREOF, INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED: INTANGIBLES, CHATTEL PAPER AND DOCUMENTS OF TITLE, DEPOSITS AND CREDIT BALANCES, BOOKS AND RECORDS, ACCOUNTS AND BOOK DEBTS, EQUIPMENT, INVENTORY, INSTRUMENTS, SECURITIES, RENTS AND GENERALLY IN ALL ACCOUNTS, DEBTS, DUES AND DEMANDS AND CHOSES IN ACTION OF EVERY NATURE AND KIND HOWSOEVER ARISING OR SECURED AND NOW DUE, OWING OR ACCRUING OR GROWING DUE TO THE DEBTOR, OR WHICH MAY HEREAFTER BECOME DUE, OWING OR ACCRUING DUE TO THE DEBTOR, AND ANY AND ALL CLAIMS WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE UNDER ANY POLICY OF INSURANCE OF WHATSOEVER NATURE.	Original: 33830175 Date: 2020-12-22 Expiry: 2025-12-22
BDC CAPITAL INC.	BRIDGE LOBSTERS LIMITED	ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY	Original: 34079293 Date: 2021-02-24 Expiry: 2032-02-24
BUSINESS DEVELOPMENT BANK OF CANADA	BRIDGE LOBSTERS LIMITED	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY	Original: 35776558 Date: 2022-02-09 Expiry: 2034-02-09
THE TORONTO-DOMINION BANK	BRIDGE LOBSTERS LIMITED	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 36088649 Date: 2022-04-18 Expiry: 2029-04-18

THE TORONTO-DOMINION BANK	BY THE WATER SHELLFISH (2012) INC.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 36088664 Date: 2022-04-18 Expiry: 2029-04-18
DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.	AQUAPRIME MUSSEL RANCH LIMITED SOUTH SHORE SEAFOODS LTD.	ALL PERSONAL PROPERTY OF THE DEBTOR DESCRIBED HEREIN BY VEHICLE IDENTIFICATION NUMBER OR SERIAL NUMBER, AS APPLICABLE, WHEREVER SITUATED, TOGETHER WITH ALL PARTS AND ACCESSORIES RELATING THERETO, ALL ATTACHMENTS, ACCESSORIES AND ACCESSIONS THERETO OR THEREON, ALL REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS OF ALL OR ANY PART OF THE FOREGOING AND ALL PROCEEDS IN ANY FORM DERIVED THEREFROM. PROCEEDS: ALL OF THE DEBTOR'S PRESENT AND AFTER ACQUIRED IDENTIFIABLE OR TRACEABLE PERSONAL PROPERTY THAT IS DERIVED, DIRECTLY OR INDIRECTLY, FROM ANY DEALING WITH OR DISPOSITION OF THE ABOVE-DESCRIBED COLLATERAL OR PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL AND IN WHICH THE DEBTOR ACQUIRES AN INTEREST, INCLUDING WITHOUT LIMITATION, ALL INSURANCE AND OTHER PAYMENTS THAT REPRESENT INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE ABOVE DESCRIBED COLLATERAL OR PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL, OR A RIGHT TO SUCH PAYMENTS, ACCOUNTS, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OR RENTAL OF THE ABOVE DESCRIBED COLLATERAL OR PROCEEDS OF THE ABOVE DESCRIBED COLLATERAL, A PAYMENT MADE IN TOTAL OR PARTIAL DISCHARGE OR REDEMPTION OF CHATTEL PAPER, INVESTMENT PROPERTY, AN INSTRUMENT OR AN INTANGIBLE, RIGHTS ARISING OUT OF, OR PROPERTY COLLECTED ON, OR DISTRIBUTED ON ACCOUNT OF, COLLATERAL THAT IS INVESTMENT PROPERTY, AND GOODS,	Original: 31064306 Date: 2019-04-29 Amendment: 32912339 Expiry:2025-04-29

		DOCUMENTS OF TITLE, CHATTEL PAPER, INVESTMENT PROPERTY, INSTRUMENTS, MONEY OR INTANGIBLES.	
Prince Edward Island			
Secured Party	Debtor(s)	Collateral/Document Description	Registration Number and Date/Expiry Date
ARSENAULT, ROBERT	ARSENAULT'S FISH MART INC.	A SECURITY INTEREST IS TAKEN IN ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR, EXCLUDING CONSUMER GOODS, INCLUDING, BUT NOT LIMITED TO, EQUIPMENT, TOOLS, JIGS, TOOLING, INVENTORY, RECEIVABLES, INTELLECTUAL PROPERTY AND LICENSES.	Original: 5490444 Date: 2021-05-05 Expiry: 2027-05-05
THE TORONTO-DOMINION BANK	ARSENAULT'S FISH MART INC.	A SECURITY INTEREST IS TAKEN IN ALL THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY AND UNDERTAKING AND ALL ACCRETIONS THERETO, SUBSTITUTIONS THEREFOR AND PROCEEDS THEREOF, INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED: INTANGIBLES, CHATTEL PAPER AND DOCUMENTS OF TITLE, DEPOSITS AND CREDIT BALANCES, BOOKS AND RECORDS, ACCOUNTS AND BOOK DEBTS, EQUIPMENT, INVENTORY, INSTRUMENTS, SECURITIES, RENTS AND GENERALLY IN ALL ACCOUNTS, DEBTS, DUES AND DEMANDS AND CHOSES IN ACTION OF EVERY NATURE AND KIND HOWSOEVER ARISING OR SECURED AND NOW DUE, OWING OR ACCRUING OR GROWING DUE TO THE DEBTOR, OR WHICH MAY HEREAFTER BECOME DUE, OWING OR ACCRUING DUE TO THE DEBTOR, AND ANY AND ALL CLAIMS WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE UNDER ANY POLICY OF INSURANCE OF WHATSOEVER NATURE. ADDITIONAL INFORMATION ADDED BY REGISTRATION NUMBER 5630597	Original: 5604330 Date: 2021-08-11 Amendment: 5630597 Expiry: 2026-08-11

		THE SECURED PARTY HAS ENTERED INTO A SUBORDINATION AND PRIORITIES AGREEMENT WITH SOUTH SHORE SEAFOODS LTD., THE DEBTOR AND ROBERT ARSENAULT DATED AUGUST 13, 2021, UNDER WHICH ROBERT ARSENAULT, AMONG OTHER THINGS, POSTPONED HIS SECURITY INTERESTS IN THE PERSONAL PROPERTY OF THE DEBTOR IN FAVOUR OF THE SECURED PARTY, INCLUDING HIS SECURITY INTERESTS HELD PURSUANT TO PRIOR REGISTRATION #5490444.	
THE TORONTO-DOMINION BANK	ARSENAULT'S FISH MART INC.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5837641 Date: 2022-04-18 Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	102446 P.E.I. INC. SOUTH SHORE SEAFOODS LTD. CAPTAIN COOKE'S SEAFOOD INC. BY THE WATER SHELLFISH (2012) INC.	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD., CAPTAIN COOKE'S SEAFOOD INC. AND BY THE WATER SHELLFISH (2012) INC. OF EVERY CLASS OWNED BY 102446 P.E.I. INC. (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD., CAPTAIN COOKE'S SEAFOOD INC. AND BY THE WATER SHELLFISH (2012) INC. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY 102446 P.E.I. INC. IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN	Original: 5371304 Date: 2020-12-22 Expiry: 2025-12-22

		SOUTH SHORE SEAFOODS LTD., CAPTAIN COOKE'S SEAFOOD INC. AND BY THE WATER SHELLFISH (2012) INC. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
THE TORONTO-DOMINION BANK	BY THE WATER SHELLFISH (2012) INC	A SECURITY INTEREST IS TAKEN IN ALL THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY AND UNDERTAKING AND ALL ACCRETIONS THERETO, SUBSTITUTIONS THEREFOR AND PROCEEDS THEREOF, INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED: INTANGIBLES, CHATTEL PAPER AND DOCUMENTS OF TITLE, DEPOSITS AND CREDIT BALANCES, BOOKS AND RECORDS, ACCOUNTS AND BOOK DEBTS, EQUIPMENT, INVENTORY, INSTRUMENTS, SECURITIES, RENTS AND GENERALLY IN ALL ACCOUNTS, DEBTS, DUES AND DEMANDS AND CHOSSES IN ACTION OF EVERY NATURE AND KIND HOWSOEVER ARISING OR SECURED AND NOW DUE, OWING OR ACCRUING OR GROWING DUE TO THE DEBTOR, OR WHICH MAY HEREAFTER BECOME DUE, OWING OR ACCRUING DUE TO THE DEBTOR, AND ANY AND ALL CLAIMS WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE UNDER ANY POLICY OF INSURANCE OF WHATSOEVER NATURE.	Original: 5371545 Date: 2020-12-22 Expiry: 2025-12-22
BDC CAPITAL INC.	BY THE WATER SHELLFISH (2012) INC.	ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY.	Original: 5420298 Date: 2021-02-24 Expiry: 2032-02-24
BUSINESS DEVELOPMENT BANK OF CANADA	CAPTAIN COOKE'S SEAFOOD INC.	ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5581685 Date: 2021-07-22 Renewal: 6025295 Expiry: 2047-07-22

	BY THE WATER SHELLFISH (2012) INC.		
BUSINESS DEVELOPMENT BANK OF CANADA	BY THE WATER SHELLFISH (2012) INC	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5773344 Date: 2022-02-09 Renewal: 6180278 Expiry: 2047-02-09
THE TORONTO-DOMINION BANK	BY THE WATER SHELLFISH (2012) INC.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5837650 Date: 2022-04-18 Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	CAPTAIN COOKE'S SEAFOOD INC.	A SECURITY INTEREST IS TAKEN IN ALL THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY AND UNDERTAKING AND ALL ACCRETIONS THERETO, SUBSTITUTIONS THEREFOR AND PROCEEDS THEREOF, INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED: INTANGIBLES, CHATTEL PAPER AND DOCUMENTS OF TITLE, DEPOSITS AND CREDIT BALANCES, BOOKS AND RECORDS, ACCOUNTS AND BOOK DEBTS, EQUIPMENT, INVENTORY, INSTRUMENTS, SECURITIES, RENTS AND GENERALLY IN ALL ACCOUNTS, DEBTS, DUES AND DEMANDS AND CHOSES IN ACTION OF EVERY NATURE AND KIND HOWSOEVER ARISING OR SECURED AND NOW DUE, OWING OR ACCRUING OR GROWING DUE TO THE DEBTOR, OR WHICH MAY HEREAFTER BECOME DUE, OWING OR ACCRUING DUE TO THE DEBTOR, AND ANY AND ALL CLAIMS WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE UNDER ANY POLICY OF INSURANCE OF WHATSOEVER NATURE.	Original: 5371466 Date: 2020-12-22 Expiry: 2025-12-22
BDC CAPITAL INC.	CAPTAIN COOKE'S SEAFOOD INC	ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY.	Original: 5420305 Date: 2021-02-24 Expiry: 2032-02-24

THE TORONTO-DOMINION BANK	CAPTAIN COOKE'S SEAFOOD INC.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5837669 Date: 2022-04-18 Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	WILLISTON, TIMOTHY JOHN SOUTH SHORE SEAFOODS LTD.	ALL PRESENT AND FUTURE INDEBTEDNESS, ACCOUNTS, DEBTS AND LIABILITIES OF SOUTH SHORE SEAFOODS LTD. OWED OR OWING TO TIMOTHY JOHN WILLISTON AND ALL SECURITY INTERESTS OF TIMOTHY JOHN WILLISTON SECURING THE PROPERTY AND ASSETS OF SOUTH SHORE SEAFOODS LTD. ARE, PURSUANT TO A POSTPONEMENT AND ASSIGNMENT MADE BY TIMOTHY JOHN WILLISTON IN FAVOUR OF THE SECURED PARTY, HEREBY ASSIGNED TO THE SECURED PARTY AND POSTPONED TO THE OBLIGATIONS OF SOUTH SHORE SEAFOODS INC. TO THE SECURED PARTY AND POSTPONED AND SUBORDINATED TO THE SECURITY OF THE SECURED PARTY AND ALL MONEY RECEIVED BY ANY PARTY IN RESPECT THEREOF SHALL BE HELD IN TRUST FOR THE SECURED PARTY AND FORTHWITH UPON RECEIPT SHALL BE PAID OVER TO THE SECURED PARTY.	Original: 4788812 Date: 2019-03-19 Expiry: 2024-03-19
THE TORONTO-DOMINION BANK	SOUTH SHORE SEAFOODS LTD	A SECURITY INTEREST IS TAKEN IN ALL THE DEBTOR'S PRESENT, FUTURE AND AFTER-ACQUIRED UNDERTAKING AND PERSONAL PROPERTY AND ALL ACCRETIONS THERETO, SUBSTITUTIONS THEREFOR AND PROCEEDS THEREOF; INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT, FUTURE AND AFTER-ACQUIRED ACCOUNTS, CHATTEL PAPER, RENTS, BOOK ACCOUNTS AND BOOK DEBTS AND GENERALLY IN ALL ACCOUNTS, DEBTS, DUES AND DEMANDS AND CHOSSES IN ACTION OF EVERY NATURE AND KIND HOWSOEVER ARISING OR SECURED AND NOW DUE, OWING OR ACCRUING OR GROWING DUE TO THE DEBTOR, OR WHICH MAY HEREAFTER BECOME DUE, OWING OR ACCRUING DUE TO THE DEBTOR,	Original: 4788947 Date: 2019-03-19 Expiry: 2024-03-19

		AND ANY AND ALL CLAIMS WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE UNDER ANY POLICY OF INSURANCE OF WHATSOEVER NATURE AND ALL DEEDS, DOCUMENTS, WRITING PAPERS, BOOKS OF ACCOUNT AND OTHER BOOKS RELATING TO OR BEING RECORDS OF THE DEBTS OR BY WHICH THE DEBTS ARE OR MAY HEREAFTER BE SECURED, EVIDENCED, ACKNOWLEDGED OR MADE PAYABLE (HEREINAFTER COLLECTIVELY CALLED (THE "COLLATERAL").	
THE TORONTO-DOMINION BANK	<p>JACOB, MICHEL ROGER</p> <p>JACOB, JOSEPH MICHEL</p> <p>SOUTH SHORE SEAFOODS LTD.</p>	<p>A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER:</p> <p>1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY MICHEL ROGER JACOB (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES;</p> <p>2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND</p> <p>3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY MICHEL ROGER JACOB IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.</p>	<p>Original: 4789009</p> <p>Date: 2019-03-19</p> <p>Amendment: 4805161</p> <p>Expiry: 2024-03-19</p>

THE TORONTO-DOMINION BANK	<p>WILLISTON, TIMOTHY JOHN</p> <p>SOUTH SHORE SEAFOODS LTD.</p>	<p>A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER:</p> <p>1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY TIMOTHY JOHN WILLISTON (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES;</p> <p>2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND</p> <p>3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY TIMOTHY JOHN WILLISTON IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.</p>	<p>Original: 4789045</p> <p>Date: 2019-03-19</p> <p>Expiry: 2024-03-19</p>
THE TORONTO-DOMINION BANK	<p>GESTION MICHEL JACOB INC.</p> <p>SOUTH SHORE SEAFOODS LTD.</p>	<p>ALL PRESENT AND FUTURE INDEBTEDNESS, ACCOUNTS, DEBTS AND LIABILITIES OF SOUTH SHORE SEAFOODS LTD. OWED OR OWING TO GESTION MICHEL JACOB INC. AND ALL SECURITY INTERESTS OF GESTION MICHEL JACOB INC. SECURING THE PROPERTY AND ASSETS OF SOUTH SHORE SEAFOODS LTD. ARE, PURSUANT TO A POSTPONEMENT AND</p>	<p>Original: 4789090</p> <p>Date: 2019-03-19</p> <p>Amendment: 5371420</p> <p>Renewal: 5371439</p> <p>Expiry: 2025-03-19</p>

		<p>ASSIGNMENT MADE BY GESTION MICHEL JACOB INC. IN FAVOUR OF THE SECURED PARTY, HEREBY ASSIGNED TO THE SECURED PARTY AND POSTPONED TO THE OBLIGATIONS OF SOUTH SHORE SEAFOODS LTD. TO THE SECURED PARTY AND POSTPONED AND SUBORDINATED TO THE SECURITY OF THE SECURED PARTY AND ALL MONEY RECEIVED BY ANY PARTY IN RESPECT THEREOF SHALL BE HELD IN TRUST FOR THE SECURED PARTY AND FORTHWITH UPON RECEIPT SHALL BE PAID OVER TO THE SECURED PARTY.</p> <p>Additional Information Added by registration number 5371420 THE AMOUNT OF THE INDEBTEDNESS OF SOUTH SHORE SEAFOODS LTD. OWING TO GESTION MICHEL JACOB INC. POSTPONED IN FAVOUR OF THE TORONTO-DOMINION BANK IS \$2,250,000.00</p>	
THE TORONTO-DOMINION BANK	MJ TRUST 2034 JACOB, MICHEL TRUSTEE SOUTH SHORE SEAFOODS LTD	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY THE TRUSTEES OF MJ TRUST 2034 (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY THE TRUSTEES OF MJ TRUST 2034 IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL	Original: 4789116 Date: 2019-03-19 Expiry: 2024-03-19

		SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
THE TORONTO-DOMINION BANK	WILLISTON 2019 FAMILY TRUST WILLISTON, TIMOTHY TRUSTEE SOUTH SHORE SEAFOODS LTD.	A SECURITY INTEREST AND PLEDGE IS TAKEN IN AND OVER: 1) ALL THE SHARES OF THE CAPITAL STOCK OF SOUTH SHORE SEAFOODS LTD. OF EVERY CLASS OWNED BY THE TRUSTEES OF WILLISTON 2019 FAMILY TRUST (THE "PLEDGED SECURITIES") AND ALL CERTIFICATES REPRESENTING THE PLEDGED SECURITIES; 2) ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY OR ALL OF THE PLEDGED SECURITIES; AND 3) ALL ADDITIONAL EQUITY INVESTMENTS AND INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF FROM TIME TO TIME ACQUIRED BY THE TRUSTEES OF WILLISTON 2019 FAMILY TRUST IN ANY MANNER, AND THE CERTIFICATES REPRESENTING SUCH ADDITIONAL EQUITY INVESTMENTS AND INTERESTS, ALL SECURITY ENTITLEMENTS AND OTHER INVESTMENT PROPERTY THAT REPRESENT EQUITY INVESTMENTS OR INTERESTS IN SOUTH SHORE SEAFOODS LTD. OR ANY SUCCESSOR THEREOF, AND ALL DIVIDENDS, DISTRIBUTIONS, CASH, INSTRUMENTS, RIGHTS AND OTHER PROPERTY AND PROCEEDS FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF OR IN EXCHANGE FOR ANY SUCH	Original: 4789125 Date: 2019-03-19 Expiry: 2024-03-19

		ADDITIONAL EQUITY INVESTMENTS AND INTERESTS.	
<p>THE TORONTO-DOMINION BANK</p> <p>TD EQUIPMENT FINANCE CANADA, A DIVISION OF THE TORONTO-DOMINION BANK</p>	SOUTH SHORE SEAFOODS LTD.	<p>(1) 2020 KOOL AIR 50HP CONDENSING UNIT FOR BRINE FREEZER S/N 19084348</p> <p>(1) 2020 KOOL AIR 50HP UNIT S/N: 19084347</p> <p>(1) 2020 BAADER 694 GRINDING MACHINE C/W CRUSHING MACHINE, BAADER BELT</p> <p>(1) 2020 RAW LOBSTER LINE EQUIPMENT C/W 5 STATION LEG ROLLER AND CONVEYOR TOGETHER WITH ALL PRESENT AND FUTURE ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.</p> <p>Added by registration number 5147619</p> <p>AMEND TO REPLACE THE COLLATERAL DESCRIPTION WITH NEW DESCRIPTION.</p> <p>REMOVE:</p> <p>(1) 2020 KOOL AIR 50HP CONDENSING UNIT FOR BRINE FREEZER S/N 19084348</p> <p>(1) 2020 KOOL AIR 50HP UNIT S/N: 19084347</p> <p>(1) 2020 BAADER 694 GRINDING MACHINE C/W CRUSHING MACHINE, BAADER BELT</p> <p>(1) 2020 RAW LOBSTER LINE EQUIPMENT C/W 5 STATION LEG ROLLER AND CONVEYOR TOGETHER WITH ALL PRESENT AND</p>	<p>Original: 5135418</p> <p>Date: 2020-04-22</p> <p>Amendment: 5147619</p> <p>Expiry: 2028-04-22</p>

		<p>FUTURE ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL</p> <p>ADD:</p> <p>(1) 2019 KOOL AIR 50HP CONDENSING UNIT FOR BRINE FREEZER S/N 19084348</p> <p>(1) 2019 KOOL AIR 50HP UNIT S/N: 19084347</p> <p>(1) 2019 BAADER 694 GRINDING MACHINE C/W CRUSHING MACHINE, BAADER BELT</p> <p>(1) 2020 RAW LOBSTER LINE EQUIPMENT C/W 5 STATION LEG ROLLER AND CONVEYOR</p> <p>TOGETHER WITH ALL PRESENT AND FUTURE ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR</p>	
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		DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL	
BUSINESS DEVELOPMENT BANK OF CANADA	SOUTH SHORE SEAFOODS LTD.	<p>A SECURITY INTEREST IN ALL OTHER PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.</p> <p>Added by registration 5840254 Serial Numbered Collateral: 1NKDLU9XX7R992927</p> <p>Collateral Type: Motor Vehicle</p> <p>Description: 2007 Kenworth T800N</p>	<p>Original: 5197734 Date: 2020-07-02 Amendment: 5840254 Expiry: 2033-07-02</p>
THE BANK OF NOVA SCOTIA	SOUTH SHORE SEAFOODS LTD.	<p>OUR SECURITY INTEREST IS LIMITED TO THE MOTOR VEHICLES LISTED ABOVE AND THE PROCEEDS OF THOSE VEHICLES</p> <p>Serial Numbered Collateral: 3C6UR5GL2LG161851</p> <p>Collateral Type: Motor Vehicle</p> <p>Description: 2020 Ram 2500</p>	<p>Original: 5270681 Date: 2020-09-09 Expiry: 2024-09-09</p>
BDC CAPITAL INC.	SOUTH SHORE SEAFOODS LTD	ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY.	<p>Original: 5420350 Date: 2021-02-24 Expiry: 2032-02-24</p>
TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.	<p>SOUTH SHORE SEAFOODS LTD.</p> <p>SOUTH SHORE SEAFOODS LTD.</p> <p>SOUTH SHORE SEAFOODS INTERNATIONAL LTD.</p> <p>SOUTH SHORE SEAFOODS INTERNATIONAL LTD.</p>	<p>MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS, ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY SECURITY ACT)</p> <p>Added by registration 5727644 Serial Numbered Collateral:</p>	<p>Original: 5545172 Date: 2021-06-18 Amendment: 5727644 Amendment: 5727653 Expiry: 2027-06-18</p>

		C1884 Collateral Type: Motor Vehicle Description: 2021 TOYOTA 8FDU25	
THE BANK OF NOVA SCOTIA	SOUTH SHORE SEAFOODS LTD.	OUR SECURITY INTEREST IS LIMITED TO THE MOTOR VEHICLES LISTED ABOVE AND THE PROCEEDS OF THOSE VEHICLES Serial Numbered Collateral: 1C6SRFHT4NN165969 Collateral Type: Motor Vehicle Description: 2022 Ram 1500	Original: 5713873 Date: 2021-11-30 Expiry: 2028-11-30
BUSINESS DEVELOPMENT BANK OF CANADA	SOUTH SHORE SEAFOODS LTD.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5773282 Date: 2022-02-09 Expiry: 2034-02-09
THE TORONTO-DOMINION BANK	SOUTH SHORE SEAFOODS LTD.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.	Original: 5837687 Date: 2022-04-18 Expiry: 2029-04-18
THE TORONTO-DOMINION BANK	SOUTH SHORE SEAFOODS INTERNATIONAL LTD.	A SECURITY INTEREST IS TAKEN IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY AND UNDERTAKING AND ALL ACCRETIONS AND ACCESSIONS THERETO AND PROCEEDS THEREFROM; INCLUDING A SECURITY INTEREST IN ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED INTANGIBLES, CHATTEL PAPER AND DOCUMENTS OF TITLE, DEPOSITS AND CREDIT BALANCES, BOOKS AND RECORDS, ACCOUNTS AND BOOK DEBTS, EQUIPMENT, INVENTORY, INSTRUMENTS, AND SECURITIES.	Original: 5137817 Date: 2020-04-24 Expiry: 2025-04-24

Schedule "E"

Qualifications

Our opinions herein are subject to the following qualifications, limitations and restrictions:

General Qualifications

1. The opinions expressed herein are with respect to the laws of the Provinces in effect on the date of this opinion. We have no responsibility or obligation to: (i) update this opinion, (ii) take into account or inform the addressee, or any other person of any changes in law, facts or other developments subsequent to this date that do or may affect the opinions we express or (iii) advise the addressee or any other person of any other change in any matter addressed in this opinion. Nor do we have any responsibility or obligation to consider the applicability or correctness of this opinion to any person other than the addressees and their respective successors and permitted assigns under the Documentation.

Enforceability Qualifications

2. The enforceability of the Security and Loan Documents is subject to bankruptcy, insolvency, reorganization, arrangement, winding-up, moratorium and other similar laws of general application affecting the enforcement of creditors' rights generally.
3. The enforceability of the Security and Loan Documents is subject to general equitable principles, including the fact that the availability of equitable remedies, such as injunctive relief and specific performance, is in the discretion of a court.
4. The validity, enforceability and the binding nature of the Security and Loan Documents and the rights and remedies created by them are subject to the powers of a court to grant relief from forfeiture, to stay proceedings before it and to stay executions on judgments.
5. Notwithstanding any of the provisions of the Security and Loan Documents, under the Applicable Laws the Lenders may be required to give the Debtors a reasonable time to repay the obligations under the Security following a demand for repayment or other acceleration of its obligations prior to taking any action to enforce any right of repayment or before exercising any of the rights and remedies expressed to be exercisable in the Security and Loan Documents.
6. Any right of any person under the Security and Loan Documents to exercise its sole discretion will not prevent a court from requiring that such discretion be exercised reasonably.
7. We express no opinion as to the enforceability of any provision of the Security and Loan Documents which requires a party to pay, or to indemnify, another party for the costs and expenses of such party in connection with judicial proceedings, since such a

provision may derogate from a court's discretion to determine by whom and to what extent those costs and expenses should be paid.

8. Notwithstanding any provision to the contrary in any of the Security and Loan Documents, a receiver or receiver and manager appointed pursuant to the Security and Loan Documents may be treated as the agent of the Lenders for certain purposes and not solely the agent of the Borrower.
9. We express no opinion as to the enforceability of any provision of any of the Security and Loan Documents which purports to sever any provision which is invalid, unenforceable or prohibited under applicable law without affecting the validity or enforceability of the remainder of the Security and Loan Documents.
10. A court may require the Lenders to conduct themselves in a commercially reasonable manner.
11. The enforceability of any provision contained in the Security and Loan Documents that provides that a determination or a calculation made by a person is conclusive and binding on any other person may be limited by law.
12. It may be necessary in connection with the enforcement by the Lenders of the Security and Loan Documents for any person proposing to own or operate all or any part of the Collateral to obtain or effect any regulatory licence, franchise, permit, consent, approval, registration or other authorization or exemption under the Applicable Laws or the terms of any agreement or document.
13. The Provinces' courts have the right to decline jurisdiction in any action relating to the Security on the basis that the Province is an inconvenient forum or that concurrent proceedings have been brought elsewhere notwithstanding an explicit choice of forum clause in the Security and Loan Documents.

Security Qualifications

14. We have not verified the existence of any of the personal property charged by the Security nor the accuracy of the descriptions of any such property, and express no opinion as to the ownership of or title to any personal property charged by the Debtors.
15. We express no opinion as to the rank or priority of any security interest created by the Security in and to the Collateral.
16. We express no opinion as to the creation, validity or perfection of any security interests or other interest in, nor have we effected any registrations, filings, or searches in any office of public record, with respect to any fixtures, crops or mineral claims.
17. The PPSA imposes certain obligations on secured creditors that cannot be varied by contract. The PPSA may also affect the enforcement of certain rights and remedies contained in the Security to the extent that those rights and remedies are inconsistent

with or contrary to the PPSA or the PPSA contains provisions that impose obligations on the Lenders or their agent(s) which are not dealt with in the Security.

18. We express no opinion as to the enforceability or creation of any mortgage, charge, pledge, assignment or security interest, with respect to:
 - (a) any contractual rights which, by their terms, or
 - (b) any collateral which, by its nature,cannot be assigned or become the subject of a mortgage, charge, pledge, assignment or security interest without the consent, authorization or approval of third parties.
19. To the extent that the personal property charged by the Security includes goods which pursuant to the requirements of the PPSA or the regulations thereunder must be identified in the financing statement by serial number (namely, motor vehicles, trailers, mobile homes, aircraft, boats or outboard motors for boats) to obtain the maximum level of protection under the PPSA, then to the extent that such personal property is not so described in the financing statement, the security interests of the Lenders therein will be protected only against execution creditors, trustees in bankruptcy and other unsecured creditors and their agents but not against other secured creditors who file financing statements or notice of judgment as the case may be that describe the personal property by serial number or who perfect their security interest by way of possession, or against buyers of such personal property without knowledge of the Lenders' security interest.
20. Notwithstanding the security interests created by the Security have been perfected by registration of financing statements:
 - (a) those security interests in instruments, securities, chattel paper, money and negotiable documents of title (each as defined in the PPSA) will be defeated by certain claimants obtaining possession of that property in the circumstances described in the PPSA, Securities Transfer Act, applicable in each of the Provinces, or the *Bills of Exchange Act (Canada)*, as applicable; and
 - (b) those security interests in goods (as defined in the PPSA) will be defeated by certain claimants to whom the applicable debtor sells or leases those goods in the ordinary course of business in the circumstances described in the PPSA.
21. We express no opinion as to whether a security interest may be created in property consisting of a licence, including, but not limited to, a fishing or processing licence, approval, privilege, franchise, permit, quota, lease or agreement to the extent that the terms of such property or any applicable law prohibit its assignment or require, as a condition of its assignability, a consent, approval or other authorization or registration which has not been made or given.

22. No opinion is expressed as to the perfection of any security interests in any personal property charged by the Security to the extent the security agreement with respect to such collateral is governed by the provisions of an Act of Parliament, including without limitation, the *Patent Act* (Canada), the *Trade-marks Act* (Canada), the *Industrial Designs Act* (Canada), the *Integrated Circuit Topography Act* (Canada), the *Copyright Act* (Canada), the *Plant Breeders' Rights Act* (Canada), the *Canada Shipping Act* (Canada), the *Canada Transportation Act* (Canada) and the *Bank Act* (Canada) and no registrations or filings have been made in respect of any security interests in any such collateral thereunder.
23. If the Collateral or any proceeds thereof now or hereafter include money, an instrument, a security, a negotiable document of title or chattel paper, the security interest therein should be perfected by possession or exercising control pursuant to the *Securities Transfer Act* applicable in each of the Provinces in order to maintain the effectiveness of such security interest as against third parties.
24. If the Collateral or any proceeds thereof includes goods that become affixed to land, a notice will be required to be registered in the appropriate land registration office.
25. An assignment of intangible or chattel paper will not be binding upon the account debtor to the extent that the intangible or chattel paper is paid or otherwise discharged before a notice of the assignment is, in fact, given to the account debtor together with a direction to pay same to the Lenders.
26. The security interests created by the Security may not be enforceable in respect of proceeds that are not identifiable or traceable.
27. The effectiveness of the terms contained in the Security exculpating a person from liability or duty otherwise owed and requiring a person to indemnify or reimburse another person may not be enforced by a court.
28. No opinion is expressed as to the perfection of any security interest in any collateral to which the PPSA does not apply.
29. If the collateral charged under the Security or any proceeds thereof now or hereafter includes an interest or claim in or under any contract of annuity or policy of insurance, no opinion is expressed herein as to the creation, validity or perfection of the security interest therein other than in respect of the transfer of a right to money or other value payable under a policy of insurance as indemnity or compensation for loss of or damage to property or the proceeds thereof.
32. To the extent that the security interests created under the Security:
 - (a) attach an Intangible;
 - (b) attach Goods which are of a type that are normally used in more than one jurisdiction, if such Goods are classified as Equipment or Inventory which are leased or held for lease to others by the relevant borrower; or

(c) is a non-possessory security interest in a Security, Chattel Paper, a negotiable Document of Title, an Instrument or Money;

the validity, perfection and effect of perfection or non-perfection of the security interest is governed by the laws of the jurisdiction in which the relevant borrower's place of business is located or, in the event it has more than one place of business, at its chief executive office at the time at which the security interest attaches (capitalized words have the meaning prescribed thereto in the PPSA).

33. No opinion is expressed as to the validity or enforceability of the Security with respect to debts, claims, demands or other rights which by their terms are not assignable. We have not conducted any inquiries or made any investigations with respect to the consents or approvals which may be required in connection with the assignment of any contractual interests assigned under the Security.

APPENDIX C – AFFIDAVIT OF JAMES FORAN

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.

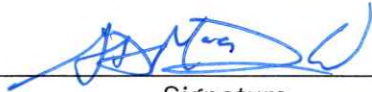
))))))))))

~~Being a solicitor~~

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

James Foran

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	8,853.44	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 1, 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 1, 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.

Deloitte.

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.

Deloitte.

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

Deloitte.

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.

Deloitte.

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 Arsenault 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.

Invoice 8004298146

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: December 21, 2023
Client No.: 1139799
WBS#: TDB00701
Engagement Partner: James Foran

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

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

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 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

Deloitte.

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 Arsenault, 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.

Deloitte.

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

Deloitte.

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

Deloitte.

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.

Deloitte.

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.

Deloitte.

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.

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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



44755



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

Invoice 8004361204

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: 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 %	14,669.89
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Total Amount Due (CAD)	112,469.16
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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)

Deloitte.

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.

Deloitte.

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.

Deloitte.

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	

**Invoice 8004435642****Deloitte Restructuring Inc.**

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Halifax NS B3J 0J2

South Shore Seafoods Ltd.

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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 SISP;
- (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 SISP;
- (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
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HST at 15.00 %	<u>7,674.38</u>
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Total Amount Due (CAD)	<u>58,836.88</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 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

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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	

**Invoice 8004577340****Deloitte Restructuring Inc.**

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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 SISP, 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

Expense

Out of pocket expenses.

HST applicable 2,648.67

Sales Tax

HST at 15.00 % 17,370.55

Total Amount Due (CAD) 133,174.22

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.

Deloitte.

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.

Deloitte.

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]
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

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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 5DO, 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 5DO 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 SDO, 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: SDO 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 SDO, telephone call with [REDACTED], preparing updated working capital analysis.
2/21/2024	Foran, James	3.70	Emails to/from SDO, 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 SDO 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 SDO 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 %	4,137.11
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Total Amount Due (CAD)	31,717.84
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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 Anatasia 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,

Deloitte.

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

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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

Deloitte.

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

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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, Jorden	0.30	Review and approve payment wires
4/26/2024	O'Brien, Colleen	0.30	Review payroll and payments
4/29/2024	Sleeth, Jorden	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	



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Date: June 28, 2024
Client No.: 1139799
WBS#: TD800701
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

Expense

Out of pocket expenses

HST applicable 1,993.94

Sales Tax

HST at 15.00 % 2,096.84

Total Amount Due (CAD) 16,075.78

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

Deloitte.

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: SDO 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

Expense

Out of pocket expenses.

HST applicable 420.93

Sales Tax

HST at 15.00 % 622.64

Total Amount Due (CAD) 4,773.57

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.

Deloitte.

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

Deloitte.

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 Michael Prince
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	

**Invoice 8005269273****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, 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.

HST applicable 9,330.00

Sales Tax

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

JOHN 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

APPENDIX D – AFFIDAVIT OF GAVIN MACDONALD

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 GAVIN MACDONALD

I, Gavin MacDonald, make oath and say as follows:

1. I am a Partner with the law firm Cox & Palmer and the solicitor of the court-appointed monitor, Deloitte Restructuring Inc. 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 have primary carriage of this proceeding at Cox & Palmer.

3. Attached hereto and marked as **Exhibit "A"** are true copies of the detailed invoices issued by Cox & Palmer for fees and disbursements (collectively, the **"Invoices"**) in this matter covering the period of September 30, 2023 to August 31, 2024:

Invoice Number	Invoice Date	Amount
101140361	September 30, 2023	\$69,131.99
101142342	October 31, 2023	\$33,631.40
101144209	November 30, 2023	\$7,089.18
101146339	December 31, 2023	\$6,739.92
101148202	January 31, 2024	\$59,303.02
101150334	March 20, 2024	\$20,538.95
101153363	April 30, 2024	\$70,353.06
101154804	May 31, 2024	\$8,581.43
101156573	June 30, 2024	\$3,445.93
101158975	August 12, 2024	\$6,621.70
101160796	August 31, 2024	\$13,153.34
TOTAL:		\$298,589.92

4. As detailed in the Invoices, from the period of September 30, 2023 to August 31, 2024, Cox & Palmer's invoiced fees amount to \$249,017.00 and Cox & Palmer incurred and invoiced disbursements in the amount of \$10,802.39, plus Harmonized Sales Tax (HST) on fees and disbursements in the amount of \$38,770.53 for a total of \$298,589.92. A schedule summarizing the invoice fees is attached hereto and marked as **Exhibit "B"**.
5. The Invoices are a fair and accurate description of the services provided and the amounts charged by Cox & Palmer.
6. The fees set out in the invoices are calculated on the basis of the hours spent by Cox & Palmer personnel, multiplied by the applicable standard hourly rates charged by Cox & Palmer. The total time comprised in the Invoices is 594.30 hours at an average hourly rate of approximately \$328. To the best of my knowledge and belief, the rates charged by Cox & Palmer throughout these proceedings are comparable to the rates

7. Attached hereto and marked as **Exhibit "C"** is a schedule summarizing the billing rates, year of call, total hours and total fees charges for each lawyer and paraprofessional that has completed work on this file during the Initial Period.
8. I have reviewed the account of Cox & Palmer and do verily believe that :
 - (a) Cox & Palmer's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
 - (b) Cox & Palmer's fees in this matter are consistent to those charged by other law firms with the capacity to handle a file of comparable size and complexity;
 - (c) the work completed by Cox & Palmer was delegated to the appropriate professionals in Cox & Palmer with the appropriate seniority and appropriate hourly rates;
 - (d) the invoices were provided to the Monitor when rendered and all have been approved by the Monitor; and
 - (e) the services were performed by Cox & Palmer in a prudent and economical manner.
9. I make this affidavit in support of a motion by the Monitor, Deloitte Restructuring Inc., for, among other things, the approval of the fees and disbursements of Cox & Palmer.

HANNAH HELM
A Barrister of the Supreme
Court of Nova Scotia

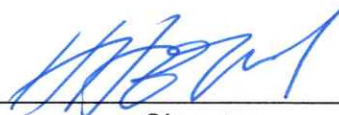
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Antony

Gavin MacDonald

Tab A

*This is Exhibit "A" referred to in the Affidavit of
Gavin MacDonald sworn before me on the 22nd
day of October, 2024.*



Signature

HANNAH HELM
A Barrister of the Supreme
Court of Nova Scotia

PO Box 2380 Central
Nova Centre, South Tower
1500-1625 Grafton Street
Halifax, NS B3J 0E8

Tel: (902) 421-6262
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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

September 30, 2023
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101140361

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: South Shore Group

28 Aug 23	GDM	Call with J Foran re new matter; various conferences re same; instruct NB colleague to determine Court availability in mid September.	1.00 hrs.
28 Aug 23	SPG	Emails with G. MacDonald; Email to the Clerk of the Court;	0.30 hrs.
28 Aug 23	SPG	Telephone calls and emails with the Clerk of the Court re: Scheduling Hearing for Mid-September; emails with J. Foran; receipt and review of Bonfire Engagement;	0.40 hrs.
29 Aug 23	SPG	Various emails with the Court re: Scheduling; emails with G. MacDonald;	0.30 hrs.
30 Aug 23	SPG	Emails with Deloitte;	0.20 hrs.
05 Sep 23	GDM	Review org chart and issues outline; call with client to discuss background, status and timeline.	2.00 hrs.
05 Sep 23	SPG	Conference call with Deloitte re: upcoming CCAA application;	1.80 hrs.
06 Sep 23	GDM	Review emails re SSS background; review Bonfire engagement letters and report email to Deloitte.	1.00 hrs.
06 Sep 23	SPG	Various emails with Deloitte; Order Due Diligence Searches;	0.80 hrs.
07 Sep 23	GDM	Communications with J Foran re timing; emails with Norton Rose re CCAA application; emails re TD security.	0.50 hrs.
07 Sep 23	SPG	Emails with Deloitte and NRF;	0.40 hrs.
08 Sep 23	SPG	Telephone conference with Deloitte and NRF;	1.00 hrs.
08 Sep 23	KM	Call with Simon-Pierre Godbout re: PEI security review.	0.30 hrs.
08 Sep 23	GDM	Conference with J Foran; call with TD team; various emails; order due diligence searches.	2.00 hrs.
08 Sep 23	SPG	Emails from NRF; Email to the Court re: Update on hearing for Sept 21;	0.40 hrs.
08 Sep 23	SPG	Further emails with NRF; retrieve and circulate model order and prepare outline of CCAA proceedings in NB;	0.80 hrs.
08 Sep 23	SPG	Receipt and review CCAA checklist from NRF; late evening emails with NRF re: conf. call over the	0.40 hrs.

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		weekend;	
08 Sep 23	SPG	Various emails with NRF and Deloitte;	0.40 hrs.
09 Sep 23	SPG	Emails with NRF and Deloitte; Telephone conference with NRF;	0.80 hrs.
09 Sep 23	GDM	Call with TD counsel; various conferences with J Foran.	1.00 hrs.
10 Sep 23	SPG	Review Security; Preparation of Report;	3.40 hrs.
11 Sep 23	KM	Initial review of TD security.	0.40 hrs.
11 Sep 23	SPG	Due diligence;	3.60 hrs.
11 Sep 23	SPG	Emails with NRF and Deloitte;	0.70 hrs.
11 Sep 23	GDM	Work on security review and opinion; investigate NS property status and report on same; conferences with colleague and J Foran re status.	2.00 hrs.
11 Sep 23	KM	Ordering due diligence for security review and instructions to Michael Rogers, article clerk, re: same.	0.50 hrs.
11 Sep 23	SPG	Finalize corporate profiles for debtors;	1.20 hrs.
11 Sep 23	AM	Attendance to procuring searches under the Personal Property Security Act, Bank Act, Bankruptcy and Insolvency Act for 7 entities; Workers' Compensation Search and Labour Standards Search for 1 entity; Tax Certificate for 2 properties; Attendance to uploading all the searches on closing folders.	1.30 hrs.
11 Sep 23	MHR	Conduct real property security review.	1.30 hrs.
11 Sep 23	MHR	Review file and assignment instructions with K. Morello.	0.40 hrs.
12 Sep 23	KM	Attendance to various PEI due diligence searches.	1.30 hrs.
12 Sep 23	GDM	Review and mark-up draft report of Deloitte; Conference with partner re security review; Call with J Foran re status and issues with report; review search results.	3.00 hrs.
12 Sep 23	KM	Review of PEI opinion from Carr Stevenson and MacKay and other security documents.	1.30 hrs.
12 Sep 23	SPG	due diligence re: Security Review;	3.10 hrs.
12 Sep 23	SPG	Security Opinion;	1.60 hrs.
12 Sep 23	SPG	review draft Monitor's report;	1.30 hrs.
12 Sep 23	JH	Attendance by Title Searcher to search records on file at Land Registration Office and prepare abstract of title.	2.20 hrs.
12 Sep 23	MHR	Call to taxation to confirm tax levies; begin drafting security review opinion.	1.50 hrs.
13 Sep 23	KM	Review of agreement with Thunder Cove Investments and Maple Trust and review of PEI property information for parcels subject to transaction.	0.50 hrs.
14 Sep 23	GDM	Call with TD team and clients re CCAA application.	1.00 hrs.
15 Sep 23	KM	Review of title searches for PIDs 211722, 211656, 880395	2.50 hrs.
15 Sep 23	KM	Preparation of real property title report for PEI land holdings.	1.00 hrs.
15 Sep 23	GDM	Various emails re security review, CCAA application; call with TD team and clients re application	2.00 hrs.

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		materials.	
15 Sep 23	MHR	Pull and compile property information reports for South Shore group of companies.	0.80 hrs.
15 Sep 23	MHR	Perform judgment searches; order certificates of compliance; consult with K. Morello re: issue with title search.	0.90 hrs.
16 Sep 23	SPG	Revise and amend draft Orders; Review updated Affidavit from the Applicant and Notice of Application; Emails with NRF; Emails with Deloitte;	3.60 hrs.
16 Sep 23	SPG	Teams Meeting with NRF and Deloitte; Preparation of Sealing Order; Review of further amendment to the Order by NRF;	1.60 hrs.
16 Sep 23	GDM	Review TD application, affidavit and forms of order; call with TD team and clients re application.	3.00 hrs.
17 Sep 23	SPG	Emails with NRF re: Draft Charging Order Language and Directive;	0.60 hrs.
17 Sep 23	SPG	emails with NRF re: Record and filing procedure;	1.30 hrs.
17 Sep 23	GDM	Review updated report; call with TD team and client re application.	2.00 hrs.
17 Sep 23	KM	Review of Employment Standards Act (PEI) re: director's liability for unpaid wages.	0.50 hrs.
17 Sep 23	KM	Further review of real property title searches (PEI).	2.10 hrs.
17 Sep 23	KM	Further preparation of security review (PEI).	3.00 hrs.
17 Sep 23	KM	Various correspondence with Gavin MacDonald re: PEI due diligence.	0.50 hrs.
17 Sep 23	SPG	Telephone call during evening hours with NRF re: Filing and Service Strategy;	0.30 hrs.
18 Sep 23	KM	Review of title search for PID 914184.	1.60 hrs.
18 Sep 23	KM	Final revisions to PEI security review.	1.30 hrs.
18 Sep 23	GDM	Review draft brief and provide comments on same; coordinate finalization of materials and filing; various emails and calls re same.	3.00 hrs.
18 Sep 23	MHR	Draft sheriff certificate requests.	0.20 hrs.
19 Sep 23	GDM	Call with J Foran; Call with SP Godbout re hearing; various emails re initial order; review and comment on brief of law.	2.00 hrs.
20 Sep 23	GDM	Various emails re security review and hearing preparation.	1.00 hrs.
20 Sep 23	KM	Conference with Isabelle Keeler re: wrongful dismissal matter and discussion with Gavin MacDonald re: same.	0.30 hrs.
21 Sep 23	SPG	Travel to Saint John for hearing;	1.50 hrs.
21 Sep 23	SPG	Meeting with NRF and Deloitte; Attendance at Court; Preparation of amended Order;	4.50 hrs.
21 Sep 23	SPG	Return travel to Moncton;	1.50 hrs.
22 Sep 23	KM	Review of title search for PID 584458.	1.30 hrs.
22 Sep 23	GDM	Review and mark-up NDA for SISP; emails re same.	1.00 hrs.
22 Sep 23	SPG	Emails with the Court re: Signed Order; Emails with NRF;	0.60 hrs.
22 Sep 23	SPG	Emails with Companies' Counsel re: change to the Order; Edit the Orders;	0.30 hrs.

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22 Sep 23	SPG	Security Review;	1.30 hrs.
22 Sep 23	SPG	Emails with Maine Counsel; Review Engagement Letter;	0.60 hrs.
23 Sep 23	GDM	Review and mark-up first report and SISP procedures; emails with J Foran; review and mark-up security review opinion; conference with SP Godbout re same.	3.00 hrs.
24 Sep 23	SPG	Review SISP and First Report of the Monitor;	2.10 hrs.
25 Sep 23	SPG	Review Notice of Motion and Email to Service List; Emails with NRF;	0.80 hrs.
25 Sep 23	SPG	Review SISP Approval Order; ARIQ and ARCO; emails with NRF;	1.30 hrs.
25 Sep 23	SPG	Emails with NRF re: Procedural matters in NB;	0.40 hrs.
25 Sep 23	GDM	Various emails re finalizing and filing comeback motion; review and comment on First Report, SISP procedures, orders, notice of motion, and related materials.	5.00 hrs.
26 Sep 23	GDM	Review draft brief of law and emails re same; various emails re comeback motion and borrower transactions; work on SISP purchase agreement; call with TD counsel and client re changes to comeback motion.	4.00 hrs.
26 Sep 23	SPG	Review Pre-Hearing Brief; Emails with NRF re: Filing;	1.40 hrs.
26 Sep 23	SPG	Emails with NRF re: Filing Record; Correspondence with the Court;	0.60 hrs.
27 Sep 23	KM	Review of Charging Order.	0.30 hrs.
27 Sep 23	SPG	Emails and correspondence with the Court re: Filing of Supplemental Report;	0.60 hrs.
27 Sep 23	SPG	Telephone call with J. Stam re: revised orders;	0.20 hrs.
27 Sep 23	SPG	Review Creditor Listing; telephone call with counsel for Dewis Cooke;	0.40 hrs.
27 Sep 23	SPG	Review of final supplemental report of the Monitor; Emails and correspondence with the Court; Email to Service List;	1.40 hrs.
27 Sep 23	SPG	Emails with NRF and Deloitte; Receipt of acknowledgment of receipt from parties;	0.30 hrs.
27 Sep 23	GDM	Calls with client and TD counsel; work on supplemental report; conferences with SP Godbout re finalizing report and filing.	4.00 hrs.
28 Sep 23	SPG	Emails with production clerk in Saint John re: Filing with Court; Emails with Deloitte;	0.40 hrs.
28 Sep 23	SPG	Telephone call with NRF and Deloitte;	0.30 hrs.
28 Sep 23	SPG	Attendance at hearing with J. Stephenson;	1.00 hrs.
28 Sep 23	SPG	Conference call with Deloitte and NRF re: Revised ARIQ;	0.40 hrs.
28 Sep 23	SPG	Emails with NRF re: Final Order; Emails with the Court re: filing of the revised orders;	0.40 hrs.
28 Sep 23	GDM	Prepare and attend comeback hearing; meetings with client team and TD counsel re strategy, revised order and cash flow; call with client team re outstanding cheques for pre-filing obligations.	5.00 hrs.

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29 Sep 23 SPG emails with the Court re: Signed Order; Email with
NRF and Deloitte; 0.60 hrs.

TOTAL FEES: \$54,243.00

FEE SUMMARY

Gavin D. MacDonald	48.50 hrs.	\$500.00
Kate Morello	18.70 hrs.	\$400.00
Simon-Pierre Godbout	53.20 hrs.	\$400.00
Jennifer Hartlen	2.20 hrs.	\$130.00
Ashne Mehta	1.30 hrs.	\$140.00
Michael H. Rogers	5.10 hrs.	\$150.00
	<hr/> 129.00 hrs.	

Taxable Other Charges:

Library Research	\$19.43
Online judgement searches	24.00
Photocopies	1,227.80
Printing (in-house)	53.55
Total Taxable Other Charges	<hr/> \$1324.78

Total Other Charges	<hr/> \$1324.78
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Non-taxable disbursements:

Filing Fees - Provincial Minister of Finance (non-taxable)	\$75.00
Total Non-Taxable Disbursements:	<hr/> \$75.00

Taxable disbursements:

Bank Act Searches	\$104.30
Certificate of good standing	110.00
Delivery & courier	41.39
Insolvency/Bankruptcy Searches	112.00
Mileage	191.58
PPSA - Search	272.50
Tax Certificate	50.00
Title Search	3,600.00
Total Taxable Disbursements	<hr/> \$4481.77

Total Disbursements	<hr/> \$4556.77
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SUMMARY:

Professional Fees for this Invoice	\$54,243.00
HST on Professional Fees	8,136.45
Total Professional Fees Including Taxes	<u>\$62,379.45</u>
 Taxable Other Charges	 \$1324.78
HST on Other Charges	198.72
Total Other Charges Including Tax	<u>\$1523.50</u>
 Taxable Disbursements for this Invoice	 4,481.77
Non-Taxable Disbursements for this Invoice	75.00
HST on Disbursements	672.27
Total Disbursements Including Tax	<u>\$5,229.04</u>
 Total Invoice	 <u>\$69,131.99</u>
 Balance now due	 CAD <u>\$69,131.99</u>

STATEMENT OF ACCOUNT

Amount of this invoice	\$69,131.99
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owing	CAD <u>\$69,131.99</u>

Thank you for your business.

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Halifax, NS B3J 0E8

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South Shore Seafoods Ltd.
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

October 31, 2023
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101142342

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: South Shore Group

28 Sep 23	MR	Delivering documents to Saint John Law Courts.	0.40 hrs.
02 Oct 23	KM	Review of title searches for PIDs 58388, 619809, 730333, 58248, 58925.	3.30 hrs.
02 Oct 23	KM	Further preparation of Security Review for PEI land.	2.80 hrs.
02 Oct 23	KM	Review of Lands Protection Act re: non development condition.	0.40 hrs.
02 Oct 23	GDM	Various emails re CCAA; call with J Foran.	1.00 hrs.
03 Oct 23	GDM	Various emails re next hearing; calls and emails re premium insurance; calls and emails re subject transactions; review and comment on draft Second Report.	6.00 hrs.
04 Oct 23	KM	Further revisions to PEI Security Rreview memo and email to Gavin MacDonald and Simon-Pierre Godbout.	0.80 hrs.
04 Oct 23	SPG	Correspondence with the Court re: Filing of Second Report of the Monitor;	0.80 hrs.
04 Oct 23	SPG	Correspondence to the Service List;	0.40 hrs.
04 Oct 23	SPG	Further preparation of security review and update on seraches;	1.10 hrs.
04 Oct 23	GDM	Finalize monitor's second report; coordinate filing and service with partner; emails with premium insurance and related matters; call with TD and counsel re cash flow and status; conference with partner re status of security review and US counsel cost.	4.00 hrs.
05 Oct 23	SPG	Preparation of Affidavit of Service;	0.60 hrs.
05 Oct 23	SPG	Attendance at hearing; emails with the Court re: revised Order;	0.60 hrs.
05 Oct 23	GDM	Prepare and attend extension hearing; meeting with J Foran re various issues in proceeding; various emails re proceeding.	3.00 hrs.
06 Oct 23	GDM	Review and mark-up letter re lobster deliveries; various emails re hearing and status; call with TD team and client team re status and next steps.	2.00 hrs.
09 Oct 23	SPG	Further drafting of security review;	2.30 hrs.

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10 Oct 23	SPG	Emails with NRF; Emails with the Court; Email Stay Extension Order to the Service List;	0.40 hrs.
11 Oct 23	SPG	Emails from G. MacDonald;	0.20 hrs.
12 Oct 23	SPG	Conference call with Deloitte re: Touchpoint for next hearing;	0.80 hrs.
12 Oct 23	SPG	Emails with Deloitte re: Expedited hearing re: Increase in DIP;	0.30 hrs.
12 Oct 23	SPG	Letter to Court re: request for hearing on DIP Facility; telephone call with James Foran;	0.80 hrs.
12 Oct 23	GDM	Call with client team re DIP status; emails re same; conference with partner to request Court time.	1.00 hrs.
13 Oct 23	SPG	emails with Deloitte; telephone call with Deloitte; review draft Notice of Motion and Order; Review draft report; further emails with Deloitte; Correspondence to the Service List;	2.10 hrs.
13 Oct 23	GDM	Various calls and emails re DIP increase; review Monitor Third Report; review and comment on Notice of Motion and form of order.	2.00 hrs.
16 Oct 23	SPG	Filing of Notice of Motion; correspondence to court; correspondence to service list;	1.60 hrs.
16 Oct 23	SPG	Preparation and filing of Affidavit of Service;	0.60 hrs.
16 Oct 23	SPG	Review Fourth Report of the Monitor;	0.40 hrs.
16 Oct 23	GDM	Finalize Monitor report and review final motion materials; various emails; review Lineage draft agreement and emails re same.	2.00 hrs.
17 Oct 23	GDM	Prepare and attend hearing re DIP increase; conference with J Foran on SISP motion and related relief.	2.00 hrs.
18 Oct 23	GDM	Emails re BDC withdrawals; various emails and calls re Lineage agreement; emails re new SISP dates.	1.00 hrs.
19 Oct 23	GDM	Review and mark-up SISP Procedures; email with client re subject transactions.	1.00 hrs.
21 Oct 23	GDM	Review and mark-up Fourth Report.	1.50 hrs.
22 Oct 23	GDM	Review and comment on Notice of Motion; Second ARIO; Second ARCO; email exchange with client and TD counsel re insurance financing.	2.00 hrs.
23 Oct 23	SPG	Emails with counsel;	0.30 hrs.
23 Oct 23	GDM	Call with company counsel; calls with J Foran re expanded powers and related issues; Review motion materials; various calls and emails re finalization and filing.	2.00 hrs.
23 Oct 23	SPG	Emails with NRF and Deloitte; Receipt and review of document for filing; Review Draft Notice of Motion and Orders; Review Report of Monitor;	1.60 hrs.
23 Oct 23	SPG	Correspondence to and from the court re: Timing of filing;	0.30 hrs.
24 Oct 23	SPG	Review Draft Brief; Attend to Filing Notice of Motion; Emails with NRF and Deloitte; Further review case law and review recent Court Appointment with J. Stephenson; Additional emails with NRF re: Procedural matters;	2.80 hrs.

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24 Oct 23	GDM	Review and comment on Applicant's draft brief; various emails re Company counsel and response to same.	2.00 hrs.
25 Oct 23	GDM	Prepare for and attend hearing re SISP, stay extension and increased DIP; various emails re SISP order.	2.00 hrs.
25 Oct 23	SPG	Attendance at hearing; emails with Deloitte and NRF; emails with the Court re orders;	1.80 hrs.
25 Oct 23	SPG	Review BDC Capital and TD Priority Agreement;	0.80 hrs.
26 Oct 23	GDM	Emails re BDC Capital interest issue.	0.30 hrs.
30 Oct 23	GDM	Emails re PEI employment law issues.	0.30 hrs.

TOTAL FEES: \$28,780.00

FEE SUMMARY

Gavin D. MacDonald	35.10 hrs.	\$500.00
Kate Morello	7.30 hrs.	\$400.00
Simon-Pierre Godbout	20.60 hrs.	\$400.00
Mark Robertson	0.40 hrs.	\$175.00
	<hr/> 63.40 hrs.	

Taxable Other Charges:

Document production	\$32.85
Library Research	181.30
Photocopies	41.65
Printing (in-house)	11.20
Total Taxable Other Charges	<hr/> \$267.00
Total Other Charges	<hr/> \$267.00

Taxable disbursements:

Bank Act Searches	\$168.00
Delivery & courier	29.70
Total Taxable Disbursements	<hr/> \$197.70
Total Disbursements	<hr/> \$197.70

SUMMARY:

Professional Fees for this Invoice	\$28,780.00
HST on Professional Fees	4,317.00
Total Professional Fees Including Taxes	<hr/> \$33,097.00

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Taxable Other Charges	\$267.00
HST on Other Charges	40.05
Total Other Charges Including Tax	<hr/> \$307.05
Taxable Disbursements for this Invoice	197.70
HST on Disbursements	29.65
Total Disbursements Including Tax	<hr/> \$227.35
Total Invoice	<hr/> \$33,631.40
Balance now due	CAD <hr/> \$33,631.40

STATEMENT OF ACCOUNT

Amount of this invoice	\$33,631.40
Previous Balance	\$69,131.99
Interest on Overdue Amount	\$0.00
Total Amount Owing	CAD <hr/> \$102,763.39

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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

November 30, 2023
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101144209

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: South Shore Group

01 Nov 23	DEC	Review of letter to BDC Capital from Deloitte; comments to G. MacDonald regarding same;	0.20 hrs.
01 Nov 23	KM	Call with Kurt MacLeod re: PEI employee matter.	0.40 hrs.
01 Nov 23	KM	Discussion with Isabelle Keeler re: employment law concerns around potential PEI employee termination matter.	0.50 hrs.
01 Nov 23	KM	Email to Isabelle Keeler and Kurt MacLeod re: PEI employment matters.	0.30 hrs.
01 Nov 23	GDM	Review NDA mark-ups; call with client team re same; various emails re [REDACTED] termination, employees and [REDACTED]; review and comment on draft letters re same.	2.00 hrs.
02 Nov 23	AP	Begin draft of APA Form for Gavin MacDonald.	2.20 hrs.
03 Nov 23	GDM	Various emails and calls re Bonfire agreements; review form of letter re same.	1.00 hrs.
03 Nov 23	AP	Continue draft of APA Template Form for Gavin MacDonald.	2.90 hrs.
06 Nov 23	GDM	Review email and ACON NDA mark-up; call with R MacNeil re same.	0.70 hrs.
06 Nov 23	AP	Complete draft of APA Form Template for Gavin MacDonald.	2.80 hrs.
08 Nov 23	GDM	Call with R MacNeil re NDA terms and data room; conference with SP Godbout re legal due diligence and disclosure.	0.50 hrs.
10 Nov 23	GDM	Conference with SP Godbout re due diligence / data room; review and emails re form of APA for SISP.	0.50 hrs.
13 Nov 23	KM	Review of and revisions to SISP agreement.	1.60 hrs.
13 Nov 23	KM	Email to Gavin MacDonald and Simon-Pierre Godbout re: SISP agreement template comments.	0.30 hrs.
14 Nov 23	GDM	Review NDA markups; email exchanges with R MacNeil; call with J Foran; email exchange re data room inclusion.	1.00 hrs.
23 Nov 23	GDM	Emails re easement inquiry.	0.30 hrs.
24 Nov 23	KM	Review of title search for Borden property re: question about right of way to property.	1.00 hrs.

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24 Nov 23 KM Email exchange with Gavin MacDonald re: Borden
property right of way question. 0.20 hrs.

TOTAL FEES: \$6,164.50

FEE SUMMARY

Gavin D. MacDonald	6.00 hrs.	\$500.00
Devon E. Cassidy	0.20 hrs.	\$310.00
Kate Morello	4.30 hrs.	\$400.00
Asha Pelly	7.90 hrs.	\$175.00
	<hr/> 18.40 hrs.	

SUMMARY:

Professional Fees for this Invoice	\$6,164.50
HST on Professional Fees	924.68
Total Professional Fees Including Taxes	<hr/> \$7,089.18

Total Invoice	<hr/> \$7,089.18
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Balance now due	CAD <hr/> \$7,089.18
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STATEMENT OF ACCOUNT

Amount of this invoice	\$7,089.18
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owning	CAD <hr/> \$7,089.18

Thank you for your business.

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Terms:

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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

December 31, 2023
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101146339

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: South Shore Group

04 Dec 23	KM	Correspondence with Gavin MacDonald and Isabelle Keeler re: PEI employment matters.	0.20 hrs.
04 Dec 23	GDM	Review of emails; meeting with J Foran re status of various matters related to SISP and December court update.	1.00 hrs.
06 Dec 23	GDM	Email exchange and call with Rob MacNeil; review form of letter re promissory note; mark-up and revise APA template and email re same.	2.00 hrs.
12 Dec 23	GDM	Emails with R MacNeil re Phase I bids; review SISP; call with J Foran re status.	0.50 hrs.
14 Dec 23	GDM	Meeting with J Foran re status; conference with colleague re temporary foreign works; report email re same.	1.50 hrs.
15 Dec 23	GDM	Emails re report outline and Phase 1 completion; review form of notice.	1.00 hrs.
19 Dec 23	GDM	Emails and call with monitor team re Philips Offer.	0.50 hrs.
20 Dec 23	GDM	Review draft fifth report; email re same; call with K MacLeod re fifth report.	1.00 hrs.
21 Dec 23	GDM	Review and comment on fifth report; call with K MacLeod re same; coordinate filing; call with TD counsel re draft APA template.	2.00 hrs.
21 Dec 23	SPG	Filing and Service of Fifth Report of the Monitor;	1.00 hrs.
27 Dec 23	GDM	Emails re APA and temporary foreign workers.	0.50 hrs.
27 Dec 23	LH	Discuss temporary foreign worker work permits following transfer with Gavin MacDonald; attend to research regarding the same; prepare and send e-mails to Gavin on topic.	1.40 hrs.

TOTAL FEES:

\$5,851.00

FEE SUMMARY

Gavin D. MacDonald	10.00 hrs.	\$500.00
Kate Morello	0.20 hrs.	\$400.00
Simon-Pierre Godbout	1.00 hrs.	\$400.00

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Laura Hanusiak	1.40 hrs.	\$265.00
	12.60 hrs.	

Taxable Other Charges:

Photocopies	\$9.80
Total Taxable Other Charges	\$9.80
Total Other Charges	\$9.80

SUMMARY:

Professional Fees for this Invoice	\$5,851.00
HST on Professional Fees	877.65
Total Professional Fees Including Taxes	\$6,728.65

Taxable Other Charges	\$9.80
HST on Other Charges	1.47
Total Other Charges Including Tax	\$11.27

Total Invoice	\$6,739.92
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Balance now due	CAD \$6,739.92
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STATEMENT OF ACCOUNT

Amount of this invoice	\$6,739.92
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owing	CAD \$6,739.92

Thank you for your business.

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Terms:

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Thank you for your business.

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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

January 31, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101148202

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: South Shore Group

02 Jan 24	KM	Review of Geolinc for landholdings of Tyler Nickerson and Sea Well Holdings Limited.	0.20 hrs.
02 Jan 24	GDM	Investigate property ownership by Nickerson; report email re same; conference with K MacLeod re next hearing; emails with NB partner re hearing date.	1.00 hrs.
02 Jan 24	JH	Receipt of email from Gavin MacDonald; Attendance by Title Searcher to review documents filed at the Land Registration office to confirm ownership of Nova Scotia Lands; email report to Gavin MacDonald.	0.20 hrs.
03 Jan 24	SPG	Emails with Court re: Hearing; Emails with G. MacDonald;	0.30 hrs.
04 Jan 24	KM	Email to Rob MacNeil re: Buchanan Road properties and mortgage security on same.	0.50 hrs.
04 Jan 24	GDM	Various emails re PEI mortgage charges.	0.50 hrs.
08 Jan 24	SPG	Emails with Court re: Confirm hearing and request call-in details;	0.50 hrs.
08 Jan 24	SPG	Emails with Deloitte re: Bankruptcy and hearing date;	0.20 hrs.
08 Jan 24	GDM	Various emails re hearing; meeting with J Foran re January hearing and related issues.	3.00 hrs.
08 Jan 24	SPG	Emails with the Court and the Monitor re: New hearing date and notification to the Service List to Follow;	0.40 hrs.
08 Jan 24	SPG	Emails from G. MacDonald re: Power to assign the Companies into Bankruptcy to be part of next order;	0.10 hrs.
11 Jan 24	SPG	Emails from Bidder and G. MacDonald re: Standard AVO;	0.40 hrs.
11 Jan 24	SPG	Further emails re: Circulate draft AVO;	0.30 hrs.
11 Jan 24	GDM	Various emails re Phillips bid.	0.30 hrs.
12 Jan 24	SPG	Receipt and preliminary review of [REDACTED] bids;	1.30 hrs.
15 Jan 24	SPG	Detailed review of Phillips Bridge Bid;	1.20 hrs.
15 Jan 24	SPG	Conference call with Deloitte re: SISP Bid;	0.60 hrs.
15 Jan 24	GDM	Review Phase 2 Bid responses and APA mark-up; conference with SP Godbout re next steps; call with	2.00 hrs.

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		Deloitte team.	
16 Jan 24	SPG	Emails with NRF re: Conference call and Sample CCAA Model Order for Approval and Vesting;	0.60 hrs.
16 Jan 24	KM	Review of revised Asset Purchase Agreement.	0.80 hrs.
16 Jan 24	KM	Correspondence with Kurt MacLeod re: additional title searches required and instructions to title searcher.	0.30 hrs.
16 Jan 24	SPG	Conference call with NRF re: Next steps and preparation of Motion Materials;	0.50 hrs.
16 Jan 24	SPG	Emails with co-counsel re: Conveyancing and review of APA;	0.30 hrs.
16 Jan 24	SPG	Review updated APA;	2.20 hrs.
16 Jan 24	SPG	Review comments from NRF on APA;	0.20 hrs.
16 Jan 24	GDM	Calls and emails re Phillips offer and next steps.	1.00 hrs.
16 Jan 24	GB	Review and provide advice on revised employment language in sale agreement.	0.20 hrs.
17 Jan 24	SPG	Conference call with co-counsel G. MacDonald and K. Morrello re: Comments on APA and Strategy to Close;	0.80 hrs.
17 Jan 24	KM	Call with Gavin MacDonald and Simon-Pierre Godbout to review asset purchase agreement.	0.50 hrs.
17 Jan 24	KM	Call with Land Registry re: requirements for registration of purchaser's interest in land.	0.30 hrs.
17 Jan 24	KM	Email to Norton Rose with information on municipal and provincial tax liens.	0.50 hrs.
17 Jan 24	KM	Review of requirements to effect title transfer.	0.60 hrs.
17 Jan 24	GDM	Call with C&P team; consolidate APA comments; emails re service list.	2.00 hrs.
17 Jan 24	SPG	Emails with NRF re: Updated Service List;	0.40 hrs.
17 Jan 24	KM	Review of BDC mortgages and assignments of rent, and email details to Simon-Pierre Godbout.	0.50 hrs.
17 Jan 24	KM	Email to Simon-Pierre Godbout and Gavin MacDonald re: AVO and deed conveyance on PEI.	0.50 hrs.
17 Jan 24	CF	Reviewing and advising on tax provisions in APA.	0.70 hrs.
17 Jan 24	SPG	Finalize review and comments on the APA;	0.80 hrs.
17 Jan 24	SPG	Emails with Deloitte re: Timing of Filing;	0.20 hrs.
17 Jan 24	LB	Ordering title searches, researching PID's, municipal tax research	1.10 hrs.
18 Jan 24	SPG	Prepare and Serve Notice of Hearing; Review and amend updated Service List;	1.10 hrs.
18 Jan 24	SPG	Emails with J. Foran re: SISP Proceed and Notice of Successful Bid to Bidders and certain creditors;	0.60 hrs.
18 Jan 24	SPG	Emails with J. Stam re: Telephone call with purchaser's counsel;	0.40 hrs.
18 Jan 24	SPG	Receipt of fresh PPSA Searches;	0.40 hrs.
18 Jan 24	KM	Review of various correspondence.	0.50 hrs.
18 Jan 24	GDM	Compile comments on APA; various emails re APA and motion with Deloitte and Norton Rose.	2.00 hrs.
19 Jan 24	KM	Review of sub-searches for additional PEI properties and preparation of report.	1.30 hrs.
19 Jan 24	KM	Email to Kurt MacLeod re: additional PEI property search results.	0.40 hrs.

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19 Jan 24	SPG	Telephone conference with NRF and A&B re: APA;	1.50 hrs.
19 Jan 24	SPG	Emails with NRF re: Drafts of the Notice of Motion and Orders;	0.40 hrs.
19 Jan 24	SPG	Telephones calls with G. MacDonald re: Debrief from NRF and A&B Call and edits to the APA;	0.30 hrs.
19 Jan 24	SPG	Call with Deloitte re: Update on BDC;	0.30 hrs.
19 Jan 24	GDM	Various emails; conference with SP Godbout; review APA comments.	2.00 hrs.
19 Jan 24	SPG	Email from Jennifer Stam re: sending draft Notice of Motion, draft approval and vesting order, draft priority claims and distribution order, and draft ancillary order for approval.	0.30 hrs.
20 Jan 24	SPG	Review and amend AVO; Review PEI Real Property conveyancing requirements for AVO;	2.70 hrs.
20 Jan 24	SPG	Emails from J. Stam and Deloitte;	0.40 hrs.
20 Jan 24	KM	Review of various correspondence from Norton Rose.	0.40 hrs.
20 Jan 24	KM	Review of draft Approval and Vesting Order.	0.40 hrs.
20 Jan 24	KM	Email to Gavin MacDonald and Simon-Pierre Godbout re: permitted encumbrances and APA.	0.30 hrs.
20 Jan 24	SPG	Review and prepare comments on amendments to the APA from NFR;	2.30 hrs.
20 Jan 24	SPG	Further drafting and edits to the AVO re: Nova Scotia Real Property;	0.70 hrs.
20 Jan 24	GDM	Work on APA mark-up and AVO mark-up; various emails re same.	2.00 hrs.
21 Jan 24	GDM	Review APA comments; call with SP Godbout; call with J Foran; various emails re same.	2.00 hrs.
21 Jan 24	SPG	Emails with NRF and Deloitte; Review and Finalize comments and markup of APA with Phillips; Email revised draft with comments to NRF and Deloitte;	1.60 hrs.
21 Jan 24	SPG	Emails and telephone calls with G. MacDonald and K. Morrelo;	0.50 hrs.
22 Jan 24	GDM	Call with J Foran; various emails re APA, report and motion materials.	1.00 hrs.
23 Jan 24	SPG	Review Draft Notice of Motion; Ancillary Order and PCP Order;	2.80 hrs.
23 Jan 24	SPG	Review and amend non-core asset schedule to the APA; emails with K. MacLeod;	0.30 hrs.
23 Jan 24	SPG	Telephone call with Deloitte; emails with A&B re Allocation Rational;	0.40 hrs.
23 Jan 24	SPG	Review redline APA received from A&B;	0.40 hrs.
23 Jan 24	SPG	Amend the Notice of Motion and PCP Order re: Distribution;	0.80 hrs.
24 Jan 24	KM	Discussions with Gavin MacDonald re: requirement for numbered companies; instructions to paralegal.	0.30 hrs.
24 Jan 24	KM	Assembly and confirmation of real property legal descriptions.	2.50 hrs.
24 Jan 24	SPG	Emails with Deloitte; email to A&B re: non core asset schedule;	0.40 hrs.
24 Jan 24	SPG	Review Report of Monitor; Emails with Deloitte, NRF and A&B re: finalize APA;	2.10 hrs.

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24 Jan 24	SPG	Finalize Orders and Notice of Motion; Emails with NRF and Deloitte revised draft and confidentiality consideration/sealing orders;	4.20 hrs.
24 Jan 24	SPG	Telephone call with A&B re: disclosure of identity of Purchaser;	0.30 hrs.
24 Jan 24	SPG	Conference call with Deloitte; Conference call with NRF and Deloitte;	0.50 hrs.
24 Jan 24	SPG	Preparation for Filing and Service; Receipt and review Sixth Report and Confidential Supplement; Finalize Orders; Emails to the Service List and Service of Notice of Motion; Correspondence to the Court	2.60 hrs.
24 Jan 24	SPG	Finalize Real Property Schedule for AVO;	1.10 hrs.
24 Jan 24	SPG	Review Corporate profile for SSSI and Bridge Lobster re: Change Name; Update AVO;	0.40 hrs.
24 Jan 24	GDM	Various emails and calls re approval motion; finalize APA; review and comment on motion materials.	6.00 hrs.
24 Jan 24	SPG	Email to Shalon Daley re: sending the documents for court filing.	0.10 hrs.
24 Jan 24	SPG	Email to Service List re: service upon them with the documents being filed at Court.	0.10 hrs.
24 Jan 24	JMH	To draft articles of amendment; resolutions authorizing same.	0.30 hrs.
24 Jan 24	JMH	To emails with S.P. Godbout, review minute book for South Shore Seafood.	0.40 hrs.
24 Jan 24	MHR	Draft exhibit.	1.10 hrs.
25 Jan 24	SPG	Email from Shalon Daley re: documents are on their way to court for filing.	0.10 hrs.
25 Jan 24	SPG	Preparation of and attendance on filing Record on Motion; Preparation of Affidavit of Service; Correspondence with the Court; Emails with NRF and Deloitte; Correspondence to Service List;	3.60 hrs.
25 Jan 24	SPG	Finalize Pre-Hearing Brief;	2.10 hrs.
25 Jan 24	SPG	Email with Saint John Court re: copy of the first page of stamped filed documents.	0.10 hrs.
25 Jan 24	SPG	Emails with J. Foran re: meeting and logistic to close transaction;	0.20 hrs.
25 Jan 24	JMH	To videocall with S.P. Godbout, G. MacDonald.	0.50 hrs.
25 Jan 24	JMH	To further revise brief; emails with S.P. Godbout, G. MacDonald, J. Barrieau.	0.50 hrs.
25 Jan 24	JMH	To retrieve caselaw referenced in brief; instructions from S.P. Godbout.	0.30 hrs.
25 Jan 24	JMH	To review, revise brief on motion; emails with S.P. Godbout.	1.60 hrs.
26 Jan 24	GDM	Emails re BDC inquiries on sale motion.	0.50 hrs.
26 Jan 24	JMH	To review asset purchase agreement; draft closing agenda.	2.90 hrs.
28 Jan 24	GDM	Travel to Saint John.	3.00 hrs.
29 Jan 24	SPG	Email exchange with Maurice P. Chiasson, K.C. and David Boyd, re: court hearing information and password.	0.20 hrs.
29 Jan 24	SPG	Attendance in Court and review and amendment to	1.50 hrs.

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		Orders following hearing;	
29 Jan 24	SPG	Travel to Saint John on court attendance.	2.00 hrs.
29 Jan 24	SPG	Return travel from Saint John to Moncton.	2.00 hrs.
29 Jan 24	SPG	Emails with Court and Service List re: Orders;	0.50 hrs.
29 Jan 24	GDM	Prepare and attend sale approval hearing; meeting with client and TD counsel re next steps; work on finalizing orders; emails re same; return travel.	6.00 hrs.
30 Jan 24	SPG	Telephone call with G. MacDonald - closing logistic and closing agenda; follow up with J. Hamilton on draft agenda; emails with Deloitte re: Final Claim Process Order;	0.30 hrs.
30 Jan 24	SPG	Review and amend Draft Closing Agenda; Review Closing Deliverables and APA;	1.10 hrs.
30 Jan 24	SPG	Conference call with NRF and Deloitte;	0.40 hrs.
30 Jan 24	SPG	Emails with G. MacDonald; File review re: Robert Arsenault VTB and claim to priority; review Priority Agreement; Further email to and from G. MacDonald and Deloitte;	0.70 hrs.
30 Jan 24	KM	Attendance at virtual meeting to discuss transition closing.	0.50 hrs.
30 Jan 24	KM	Follow up discussion with Simon Pierre Godbout and Gavin MacDonald re: PEI closing matters, property taxes.	0.30 hrs.
30 Jan 24	KM	Review of PEI legislation and research re: provincial and municipal property taxes as a secured claim.	1.00 hrs.
30 Jan 24	GDM	Various calls and emails re closing and Robert Arsenault.	3.00 hrs.
31 Jan 24	SPG	Emails with G. MacDonald and K. Morello re: Closing Agenda, property taxes;	0.50 hrs.
31 Jan 24	KM	Call with Provincial taxation re: treatment of property taxes in bankruptcy.	0.30 hrs.
31 Jan 24	KM	Review of and revisions to closing agenda; email correspondence.	0.50 hrs.
31 Jan 24	KM	Call with David Boyd.	0.20 hrs.
31 Jan 24	GDM	Review and mark-up closing agenda; emails re same; instructions to associate re promissory note enforcement.	1.00 hrs.
31 Jan 24	MK	Receipt of initial file documents from G. MacDonald.	0.10 hrs.

TOTAL FEES:

\$49,363.50

FEE SUMMARY

Gavin D. MacDonald	38.30 hrs.	\$500.00
Geoff Breen	0.20 hrs.	\$395.00
Carolle Fernando	0.70 hrs.	\$450.00
Kate Morello	13.60 hrs.	\$400.00
Simon-Pierre Godbout	56.60 hrs.	\$400.00
Meaghan Kells	0.10 hrs.	\$285.00
Jordan Hamilton	6.50 hrs.	\$210.00

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Jennifer Hartlen	0.20 hrs.	\$135.00
Michael H. Rogers	1.10 hrs.	\$160.00
Lindsay Burke	1.10 hrs.	\$130.00
	<hr/> 118.40 hrs.	

Taxable Other Charges:

Photocopies	\$604.10
Printing (in-house)	61.81
Total Taxable Other Charges	<hr/> \$665.91
Total Other Charges	<hr/> \$665.91

Taxable disbursements:

Companies office - name searches	\$160.00
Delivery & courier	210.72
Mileage	683.09
Parking	16.95
Title Search	300.00
30 Jan 24 Accommodations	167.67
VENDOR: Gavin MacDonald- Expenses; INVOICE#: JAN302024; DATE: 30-01- 2024 - PP03 - Delta Hotel Saint John, NB for Court Appearance;	
Total Taxable Disbursements	<hr/> \$1538.43
Total Disbursements	<hr/> \$1538.43

SUMMARY:

Professional Fees for this Invoice	\$49,363.50
HST on Professional Fees	7,404.53
Total Professional Fees Including Taxes	<hr/> \$56,768.03
Taxable Other Charges	\$665.91
HST on Other Charges	99.89
Total Other Charges Including Tax	<hr/> \$765.80
Taxable Disbursements for this Invoice	1,538.43
HST on Disbursements	230.76
Total Disbursements Including Tax	<hr/> \$1,769.19

Thank you for your business.

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Total Invoice		\$59,303.02
Balance now due	CAD	\$59,303.02

STATEMENT OF ACCOUNT

Amount of this invoice	\$59,303.02
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owing	CAD \$59,303.02

Please return this page with your payment if paying by cheque

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Other Options: Wire, Cash, Cheque, VISA, MasterCard, In Office Debit.

Terms:

An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

Thank you for your business.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

March 20, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101150334
RE: South Shore Group

Professional Fees for this Invoice	17,857.50
Other Taxable Charges	2.45
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	0.00
Non-Taxable Disbursements for this Invoice	0.00
HST	2,679.00
Total Invoice	\$20,538.95

BALANCE NOW DUE **CAD** **\$20,538.95**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101150334
Balance Due: \$20,538.95

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, In Office Debit, Wire.

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

March 20, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101150334

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
01 Feb 24	SPG	Emails with CRA re: Notice of Priority Claim Procedure;	0.30 hrs.
02 Feb 24	GDM	Conference with associate re drafting claim against Nickerson/ Sea Wall.	0.30 hrs.
02 Feb 24	MK	Call with G. MacDonald regarding Action; Review email exchange with client; Review of file materials.	0.50 hrs.
05 Feb 24	SPG	Conference call with NRF and Deloitte re: Closing Agenda;	0.60 hrs.
05 Feb 24	KM	Correspondence with purchaser's local counsel.	0.30 hrs.
05 Feb 24	KM	Review of and comments on closing agenda; email correspondence with Gavin MacDonald and Simon-Pierre Godbout re: same.	0.40 hrs.
05 Feb 24	KM	Attendance at meeting to review changes to closing agenda, discuss closing logistics.	0.40 hrs.
05 Feb 24	GDM	Various discussions with J Foran; call with NRF team re closing agenda; conference with SP Godbout re closing logistics.	0.50 hrs.
06 Feb 24	KM	Correspondence re: PEI property taxes.	0.30 hrs.
06 Feb 24	SPG	Emails with Deloitte and NRF;	0.40 hrs.
06 Feb 24	GDM	Emails re closing checklist and BNS trucks.	0.50 hrs.
06 Feb 24	MK	Review of email exchange with client and G. MacDonald; Brief discussion with G. MacDonald.	0.20 hrs.
07 Feb 24	SPG	Emails with Deloitte and A&B;	0.20 hrs.
07 Feb 24	GDM	Emails re closing checklist; call with J Foran re conditions to closing.	0.50 hrs.
08 Feb 24	MK	Review file and draft notice of application to enforce on promissory note; Email to G. MacDonald re same.	1.50 hrs.
12 Feb 24	SPG	Emails with co-counsel re: Closing documents; Emails with A&B and Deloitte;	0.70 hrs.
12 Feb 24	SPG	Review US vs. Canada document requirements;	0.30 hrs.
12 Feb 24	KM	Call with Aird & Berlis, Gavin MacDonald and Norton Rose re: closing transfer mechanics.	0.50 hrs.
12 Feb 24	KM	Call with Simon-Pierre Godbout and Gavin MacDonald re: amendment to approval and vesting order.	0.20 hrs.
12 Feb 24	KM	Instructions to Mike Rogers re: preparation of Receiver's Deed (PEI).	0.20 hrs.
12 Feb 24	GDM	Various emails re closing checklist; calls with J Foran	2.50 hrs.

		re status, LMIA and other issues; investigate and email re LMIA; call with purchaser team re real property registrations; conferences with team re closing documents, amended AVO and land transfers.	
12 Feb 24	JMH	To emails from G. MacDonald, K. Morello., S.P. Godbout; instructions from S.P. Godbout.	0.40 hrs.
12 Feb 24	JMH	To draft ancillary documents – bills of sale and general conveyances, monitor's certificate, Vendors' HST certificate.	1.90 hrs.
13 Feb 24	GDM	Conference with associate re debt action; call with J Foran re payment error; email re payment error and status report.	1.00 hrs.
13 Feb 24	MHR	Draft monitor's deed.	1.40 hrs.
14 Feb 24	KM	Revisions to Monitor's Deed and email to Gavin MacDonald and Simon-Pierre Godbout.	0.50 hrs.
14 Feb 24	SPG	Review draft closing documents;	1.50 hrs.
14 Feb 24	SPG	Review and consult re: AVO and Deed on PEI;	0.60 hrs.
14 Feb 24	GDM	Call with J Rosensweet re LMIA; call with J Foran re status.	1.00 hrs.
14 Feb 24	KM	Call with Simon-Pierre Godbout regarding need to amend AVO.	0.40 hrs.
14 Feb 24	KM	Instructions to Mike Rogers to amend PEI Deed.	0.30 hrs.
14 Feb 24	KM	Review of, and revisions to PEI deed.	0.80 hrs.
14 Feb 24	KM	Email correspondence with Simon-Pierre Godbout and Gavin MacDonald regarding AVO and PEI Deed.	0.30 hrs.
14 Feb 24	MK	Meeting with G. MacDonald regarding Application.	0.30 hrs.
14 Feb 24	MHR	Review asset purchase agreement; revise monitor deed.	0.50 hrs.
14 Feb 24	MHR	Review and revise receiver deed.	0.30 hrs.
15 Feb 24	MK	Draft demand letter; Revision to Notice of Application.	0.80 hrs.
16 Feb 24	GDM	Work on closing document drafts; review AVO and title issue; various emails and calls re same.	4.00 hrs.
21 Feb 24	GDM	Emails and call re closing documents.	1.00 hrs.
22 Feb 24	SPG	Emails with NRF and Deloitte; Emails with Purchaser's counsel; review APA;	1.60 hrs.
22 Feb 24	GDM	Emails re closing documents; revisions to same; email exchange with client re amending outside date for closing; instructions to associate re amending agreement and balance of closing documents; review and respond to email re LMIA.	2.00 hrs.
22 Feb 24	JMH	To draft ancillary documents; emails with G. MacDonald, S.P. Godbout, K. Morello.	1.50 hrs.
23 Feb 24	GDM	Review insurance contract; call with K MacLeod re historic oil spill; conference with J Burke re coverage following sale.	2.00 hrs.
23 Feb 24	MK	Review of demand and application draft.	0.20 hrs.
26 Feb 24	SPG	Review and revise draft closing documents; correspondence to the file re: BDC; telephone call with G. MacDonald re: Additional amendment to APA re: Closing Date;	1.10 hrs.
26 Feb 24	GDM	Work on amending agreement; emails re closing	1.00 hrs.

		documents and timing.	
27 Feb 24	SPG	Emails with NRF and Deloitte; Emails with A&b;	0.60 hrs.
27 Feb 24	SPG	Emails with Deloitte and NRF re: Revised closing date and draft closing documents; further emails with Deloitte and BDC;	0.60 hrs.
27 Feb 24	GDM	Emails re BDC allocation issue and timing; call with J Foran; call with counsel to purchaser; various emails re same.	2.00 hrs.
28 Feb 24	SPG	Emails with NRF re: Revised Draft; review amended closing documents;	0.40 hrs.
28 Feb 24	GDM	Various emails re closing date extension and amendment of APA.	1.00 hrs.
29 Feb 24	SPG	Emails with A&B and NRF; Telephone call with G. MacDonald;	0.40 hrs.
29 Feb 24	GDM	Various emails re APA amendment; call with SP Godbout re AVO amendment process and timing; emails with J Foran re secondment agreement.	1.00 hrs.

Total Fees: \$17,857.50

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	20.30 hrs.	\$500.00
Kate Morello	4.60 hrs.	\$400.00
Simon-Pierre Godbout	9.30 hrs.	\$400.00
Meaghan Kells	3.50 hrs.	\$285.00
Jordan Hamilton	3.80 hrs.	\$210.00
Michael H. Rogers	2.20 hrs.	\$160.00
	<u>43.70 hrs.</u>	

Taxable Other Charges:

Photocopies	\$2.45
Total Taxable Other Charges	<u>\$2.45</u>
Total Other Charges	<u>\$2.45</u>

SUMMARY:

Professional Fees for this Invoice	\$17,857.50
HST on Professional Fees	<u>2,678.63</u>
Total Professional Fees Including Taxes	\$20,536.13
Taxable Other Charges	\$2.45

HST on Other Charges	0.37
Total Other Charges Including Tax	<u>\$2.82</u>
Total Invoice	<u>\$20,538.95</u>
Balance now due	CAD <u>\$20,538.95</u>

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

April 30, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101153363
RE: South Shore Group

Professional Fees for this Invoice	60,438.50
Other Taxable Charges	208.38
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	340.08
Non-Taxable Disbursements for this Invoice	218.05
HST	9,148.05
Total Invoice	\$70,353.06

BALANCE NOW DUE **CAD** **\$70,353.06**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101153363
Balance Due: \$70,353.06

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, Amex, In Office Debit, Wire.

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

April 30, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101153363

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
01 Mar 24	GDM	Review and comment on Phillips secondment agreement.	1.00 hrs.
11 Mar 24	SPG	Emails with Deloitte and A&B; Emails with G. MacDonald; Amend Final AVO re: Change in Purchaser for Real Property;	1.60 hrs.
11 Mar 24	GDM	Follow up emails re status and employment claim; instructions to SP Godbout re amended AVO.	0.60 hrs.
12 Mar 24	SPG	Draft letter to Court re: Amended AVO;	0.60 hrs.
12 Mar 24	KM	Review of correspondence re: various closing matters.	0.30 hrs.
12 Mar 24	GDM	Meeting with J Foran re next steps; instructions to M Kells re Sea Wall demand.	2.00 hrs.
13 Mar 24	MK	Revise and send demand letters; Report to client.	0.40 hrs.
15 Mar 24	GLC	Review of BIA and review of real property tax matters	0.40 hrs.
15 Mar 24	KM	Call with Gavin MacDonald re: property tax and bankruptcy issue.	0.30 hrs.
15 Mar 24	KM	Call with Simon-Pierre Godbout re: property tax and bankruptcy issue.	0.30 hrs.
15 Mar 24	KM	Instructions to paralegal re: closing SOAs and property tax calculations.	0.30 hrs.
15 Mar 24	GDM	Call with J Foran re status; various emails re AVO and closing; call and email re PEI property tax treatment and bankruptcy.	1.50 hrs.
15 Mar 24	SPG	Telephone call with J. Foran; Emails with NRF and A&B;	0.40 hrs.
15 Mar 24	SPG	Review real property tax matters and possible bankruptcy; telephone call with PEI co-Counsel;	0.80 hrs.
18 Mar 24	SPG	Telephone conference with NRF; A&B;	0.60 hrs.
18 Mar 24	KM	Email correspondence with PEI tax office re: property tax arrears owing on each parcel and secured portion.	0.30 hrs.
18 Mar 24	KM	Attendance at status call.	0.60 hrs.
18 Mar 24	GDM	Review document mark-ups; call with purchaser counsel team; report call with J Foran.	1.50 hrs.
19 Mar 24	KM	Review of PEI Deed and amended AVO.	0.50 hrs.
19 Mar 24	KM	Various correspondence re: closing matters.	0.30 hrs.
19 Mar 24	SPG	Review AVO and Finalize Clean version; correspondence with the Court;	0.80 hrs.

19 Mar 24	SPG	Conference call with A&B re: Status;	0.50 hrs.
19 Mar 24	SPG	Review amended closing documents;	0.60 hrs.
19 Mar 24	KM	Attendance at status call.	0.50 hrs.
19 Mar 24	GDM	Email re premium financing; call with purchaser team; various emails re closing; calls with J Foran and J Rosensweet re delay in closing.	1.50 hrs.
19 Mar 24	JMH	To review revised draft documents; emails with S.P. Godbout, G. MacDonald.	0.50 hrs.
19 Mar 24	MHR	Review schedules to approval and vesting order.	0.30 hrs.
20 Mar 24	KM	Call with PEI tax office.	0.30 hrs.
20 Mar 24	GDM	Various emails and calls re extension of closing date.	1.00 hrs.
21 Mar 24	GDM	Meeting with J Foran; various emails re terms of extension to closing date.	2.00 hrs.
21 Mar 24	KM	Review of correspondence re: extension of closing date.	0.30 hrs.
21 Mar 24	KM	Review of IRAC website re: approval for new PurchaseCo.	0.20 hrs.
26 Mar 24	KM	Attendance at legal status call.	0.50 hrs.
26 Mar 24	KM	Instructions to paralegal to follow up on property tax arrears.	0.20 hrs.
26 Mar 24	KM	Consideration of bankruptcy prior to conveyance of land and property tax question; review of AVO and PEI legislation.	1.80 hrs.
26 Mar 24	GDM	Weekly status call; emails re closing matters.	1.00 hrs.
27 Mar 24	KM	Review of second amendment to APA and Arsenault purchase agreement; comments to Gavin and Simon- Pierre.	0.60 hrs.
27 Mar 24	KM	Call and email exchange with Gordon MacKay re: title objections.	0.40 hrs.
27 Mar 24	KM	Email correspondence to Gavin and Simon-Pierre re: purchaser's title objections.	0.50 hrs.
27 Mar 24	KM	Email to David Boyd.	0.30 hrs.
27 Mar 24	KM	Call to Gavin MacDonald.	0.20 hrs.
27 Mar 24	KM	Call with George Cooper re: bankruptcy matter.	0.30 hrs.
27 Mar 24	KM	Email to Gavin MacDonald re: property tax and bankruptcy matter.	0.30 hrs.
27 Mar 24	KM	Review of property tax calculations and email same to Gavin and Simon-Pierre.	0.40 hrs.
27 Mar 24	GDM	Emails re Maine assets; second amendment and Arsenault purchase agreement; calls and emails re PEI title inquiries.	2.00 hrs.
27 Mar 24	MHR	Conduct property tax adjustments.	2.30 hrs.
28 Mar 24	KM	Various correspondence with Gavin MacDonald re: closing matters.	0.90 hrs.
28 Mar 24	KM	Email to Provincial Tax Office re: secured/unsecured tax amounts owing.	0.30 hrs.
28 Mar 24	KM	Email correspondence with Gordon MacKay.	0.50 hrs.
28 Mar 24	KM	Email correspondence re: closing matters; review of closing documents.	1.30 hrs.
28 Mar 24	KM	Preparation of Statement of Adjustments.	0.80 hrs.
28 Mar 24	KM	Instructions to paralegal re: water and sewer	0.30 hrs.

		adjustments.	
28 Mar 24	GDM	Various emails and calls re possible bankruptcy and deemed trusts; emails re PEI land concerns and impacts of same; emails re director charge and outstanding CRA indebtedness; emails requesting BDC mortgage payout; work on second APA amendment and various emails re same.	4.00 hrs.
29 Mar 24	GDM	Work on second amendment; review and comment on Arsenault purchase agreement; various emails re same.	2.00 hrs.
30 Mar 24	GDM	Communicate with J Foran re second amendment; compile same and circulate by email.	1.00 hrs.
01 Apr 24	KM	Revisions to vendor's statement of adjustments and email same to Gavin MacDonald.	0.60 hrs.
01 Apr 24	KM	Preparation of Purchaser's Statement of Adjustments and Undertaking.	0.80 hrs.
01 Apr 24	SPG	Emails with G. MacDonald and K. Morrello re: Closing logistics;	0.40 hrs.
01 Apr 24	GDM	Review and email re priority proof of claim; email with consolidated second APA amendment; email re bankruptcy and deemed trust claims; review and emails re Arsenault purchase agreement; review Cap Pele lease and emails re same; review and comment on draft statement of adjustments; various emails re closing matters.	1.50 hrs.
01 Apr 24	JMH	To emails with S.P. Godbout; draft Sublease Agreement to allow Phillips to use premises leased by South Shore Seafoods Ltd. in Cap-Pele.	1.40 hrs.
02 Apr 24	KM	Calls to municipality re: water and sewer charges.	0.30 hrs.
02 Apr 24	KM	Attendance at legal status call.	0.50 hrs.
02 Apr 24	KM	Revisions to statements of adjustments.	0.50 hrs.
02 Apr 24	KM	Follow up calls to PEI provincial taxation.	0.40 hrs.
02 Apr 24	KM	Attendance to water and sewer adjustments.	0.30 hrs.
02 Apr 24	SPG	Preparation and attendance at Status Call with A&B; Telephone call with G. MacDonald;	0.80 hrs.
02 Apr 24	SPG	Receipt and review of revised documents from A&B; Review closing logistics;	0.80 hrs.
02 Apr 24	SPG	Correspondence with Court re: Hearing date for Stay Extension;	0.60 hrs.
02 Apr 24	SPG	Review and amend cap-pelé office space access agreement;	0.70 hrs.
02 Apr 24	GDM	Work on closing matters; various emails re ongoing issues; status call with purchaser counsel; conference with colleagues re property tax adjustments, bankruptcy and closing documents; instructions to associate re action against Sea Wall filing.	3.00 hrs.
02 Apr 24	KM	Call with PEI Taxation; instructions to paralegal.	0.40 hrs.
02 Apr 24	MK	Email exchange with G. MacDonald; Review of Application.	0.30 hrs.
02 Apr 24	MHR	Revise SOA.	0.20 hrs.
03 Apr 24	SPG	Emails with Deloitte and NRF re: Hearing date and	0.80 hrs.

		closing; Update on closing documents;	
03 Apr 24	SPG	Various emails with NRF and Deloitte;	0.30 hrs.
03 Apr 24	GDM	Various emails re closing; emails re leased equipment; call with J Foran re timing and next steps.	2.00 hrs.
03 Apr 24	JMH	To revise, compile vendor's closing deliverable draft documents.	1.30 hrs.
03 Apr 24	JMH	To emails with S.P. Godbout; review revised draft closing documents, closing agenda.	0.80 hrs.
04 Apr 24	KM	Review of secured portions of PEI Real Property Taxes and email same to Gavin MacDonald and Simon-Pierre Godbout.	0.30 hrs.
04 Apr 24	GDM	Emails re next monitor report; emails re closing date extension.	1.00 hrs.
04 Apr 24	SPG	Emails with Deloitte, NRF and A&B re: Adjustment and Extension;	0.40 hrs.
04 Apr 24	MHR	Update SOA with secured portions of property taxes.	0.30 hrs.
05 Apr 24	SPG	Emails re: Extension for closing;	0.40 hrs.
05 Apr 24	GDM	Various emails and calls re extending closing; review and respond to client summary for seventh report; conference with SP Godbout re court hearing and motion documents; meeting with J Foran re status.	2.50 hrs.
07 Apr 24	SPG	Preparation of draft Notice of Motion;	2.10 hrs.
08 Apr 24	GDM	Review and mark-up seventh report; emails re stay extension hearing; instructions to associate re closing.	1.00 hrs.
08 Apr 24	SPG	emails with Deloitte and G. MacDonald;	0.40 hrs.
08 Apr 24	KM	Receipt and review of LPA approval; email same to Gavin MacDonald.	0.30 hrs.
08 Apr 24	SPG	Review and Amend draft Ancillary Order;	1.30 hrs.
08 Apr 24	SPG	Review Draft Report of the Monitor; Amend and Review Draft Notice of Motion; Email with NRF and Deloitte re: Draft Motion Materials; Review WEPPA Requirements;	1.80 hrs.
08 Apr 24	JMH	To emails with S.P. Godbout, G. MacDonald; compile Monitor's closing documents.	1.30 hrs.
09 Apr 24	SPG	Email to client re: draft Notice of Motion and provide us with your comments as soon as possible.	0.10 hrs.
09 Apr 24	SPG	Review and amend Agreement to Re-adjust; email to G. MacDonald;	0.40 hrs.
09 Apr 24	KM	Attendance at legal status update call.	0.50 hrs.
09 Apr 24	KM	Correspondence with Gavin and Simon-Pierre re: closing escrow arrangements.	0.30 hrs.
09 Apr 24	KM	Instructions to Mike Rogers re: SOA.	0.20 hrs.
09 Apr 24	KM	Revisions to SOA and email same to Gavin and Simon-Pierre.	0.50 hrs.
09 Apr 24	GDM	Prepare closing documents for execution; meeting with J Foran re same; draft escrow letter; various emails re closing issues; call with purchaser team; review motion document comments from TD counsel.	4.00 hrs.
09 Apr 24	SPG	Conference call with A&B re: Status update;	0.50 hrs.
09 Apr 24	SPG	Emails with G. MacDonald re: Escrow Terms;	0.60 hrs.
09 Apr 24	JMH	To draft mutual undertaking to readjust; emails with	0.70 hrs.

		S.P. Godbout.	
09 Apr 24	MHR	Update SOA to reflect new closing date; revise property tax adjustment calculations.	0.80 hrs.
10 Apr 24	KM	Further revisions to SOA.	0.30 hrs.
10 Apr 24	GDM	Emails re adjustments to close; various emails re closing details and BDC payout.	1.00 hrs.
10 Apr 24	SPG	emails with Deloitte;	0.30 hrs.
10 Apr 24	SPG	Further emails with Deloitte and G. MacDonald;	0.50 hrs.
10 Apr 24	LB	Calculate Statement of Adjustments	0.50 hrs.
11 Apr 24	KM	Further revisions to SOA and undertaking.	0.30 hrs.
11 Apr 24	SPG	Finalize Notice of Motion and Report; Preparation of Filing Letter; Attend to Filing;	2.10 hrs.
11 Apr 24	SPG	Email to Service List; Preparation of Affidavit of Service; Preparation of Record on Motion; Correspondence to the Court;	1.30 hrs.
11 Apr 24	GDM	Emails and instructions re filing and service of motion materials re seventh report.	1.00 hrs.
11 Apr 24	MR	Delivering documents to court.	0.30 hrs.
11 Apr 24	MHR	Revise and tabulate figures for SOA.	0.90 hrs.
12 Apr 24	KM	Revisions to NS property tax figures and SOA; email to Gavin MacDonald.	0.50 hrs.
12 Apr 24	SPG	Draft pre-hearing brief;	2.50 hrs.
12 Apr 24	GDM	Emails re extension of closing date; call with J Foran re status.	0.50 hrs.
14 Apr 24	GDM	Call with J Foran re status.	0.50 hrs.
15 Apr 24	SPG	Review and Finalize pre-hearing brief; attend to filing;	0.70 hrs.
15 Apr 24	SPG	Correspondence with the Court; Service of Pre-Hearing Brief; Emails with M. Chiasson re: Not appearing;	0.50 hrs.
15 Apr 24	KM	Further revisions to statement of adjustments; email to Aird & Berlis.	0.30 hrs.
15 Apr 24	SPG	Final Preparation and attendance at Court hearing; Finalize Ancillary Order; Correspondence with the Court;	0.80 hrs.
15 Apr 24	SPG	Correspondence with Service List; Receipt of Signed Order;	0.40 hrs.
15 Apr 24	KM	Correspondence with Julie Brennan at Aird Berlis.	0.40 hrs.
15 Apr 24	GDM	Review and comment on draft brief; prepare for and attend extension hearing; call with J Foran re pre-closing matters; various emails re closing.	3.00 hrs.
16 Apr 24	KM	Attendance at legal status call.	0.50 hrs.
16 Apr 24	KM	Correspondence with Julie Brennan.	0.20 hrs.
16 Apr 24	SPG	Emails with G. MacDonald and Deloitte;	0.30 hrs.
16 Apr 24	GDM	Emails and calls re closing matters; AFM equipment, secondment agreement and other issues; legal status call re closing.	2.00 hrs.
17 Apr 24	GDM	Work on transition services agreement; emails re same; call with J Foran re AFM vehicles; call with J Rosensweet re AFM vehicles.	2.50 hrs.
17 Apr 24	SPG	emails with G. MacDonald re: Status Call;	0.20 hrs.
18 Apr 24	KM	Correspondence with Deloitte re: closing documents.	0.30 hrs.
19 Apr 24	GDM	Various calls and emails re pre-closing.	4.00 hrs.

22 Apr 24	KM	Various email correspondence re: closing matters.	0.60 hrs.
22 Apr 24	KM	Call and email exchange with Gordon MacKay re: property tax adjustments.	0.40 hrs.
22 Apr 24	KM	Revisions to SOA.	0.30 hrs.
22 Apr 24	KM	Review of asset purchase agreement with Arsenault corp.	0.40 hrs.
22 Apr 24	GDM	Various emails and calls re pre-closing matters; review emails re Toppits and draft agreement re same.	7.00 hrs.
22 Apr 24	MHR	Revised property tax calculation to reflect new Closing Date of April 24, 2024.	1.20 hrs.
23 Apr 24	KM	Correspondence with Gordon MacKay re: missing schedules to deed.	0.30 hrs.
23 Apr 24	KM	Review of correspondence re: various closing matters.	0.50 hrs.
23 Apr 24	GDM	Attendance to closing events, calls and emails.	4.00 hrs.
23 Apr 24	KM	Instructions to Mike Rogers re: assembly of deed for registration.	0.30 hrs.
23 Apr 24	MK	Office conference with G. MacDonald re South Shore filing; Finalize documents for filing; Communication with court regarding scheduling; Draft affidavit supporting motion.	0.90 hrs.
23 Apr 24	MHR	Compile and assemble deeds for Closing.	1.80 hrs.
24 Apr 24	KM	Correspondence with Gavin MacDonald re: Monitor's certificate.	0.20 hrs.
24 Apr 24	KM	Various correspondence from Gordon MacKay.	0.50 hrs.
24 Apr 24	KM	Further correspondence with Purchaser's PEI counsel; confirmation that deeds can be registered.	0.40 hrs.
24 Apr 24	GDM	Closing matters; various emails and calls re conditions precedent and escrow.	4.00 hrs.
24 Apr 24	MHR	Attend to closing matters; delivery of deed to Purchaser's counsel.	0.20 hrs.
25 Apr 24	KM	Email to James Foran enclosing PEI property tax payout amounts; instructions to paralegal.	0.30 hrs.
25 Apr 24	KM	Coordination of post-closing name changes.	0.50 hrs.
25 Apr 24	GDM	Emails re property tax payments, corporate name changes, PPSA registrations, and related post-closing matters.	2.00 hrs.
25 Apr 24	JMH	To revise articles of amendment, resolution authorizing same, for NB corporation; emails with K. Morello, G. MacDonald, S.P. Godbout regarding same.	0.30 hrs.
25 Apr 24	IM	Obtain verbal tax confirmation.	0.10 hrs.
26 Apr 24	KM	Review of post-closing name changes and reconcile same with list from Norton Rose; emails to Gavin and Simon-Pierre re: same; email to Brianna Mayes at Norton Rose.	0.80 hrs.
26 Apr 24	SPG	File review; Review Name changes and AVO;	0.70 hrs.
26 Apr 24	GDM	Various emails re post-closing matters.	0.50 hrs.
26 Apr 24	MK	Receipt of Filed Application; Instructions re service of same; Correspondence with process server.	0.40 hrs.
29 Apr 24	KM	Instructions to paralegal re: name changes.	0.20 hrs.
30 Apr 24	MK	Confirmation of service and instructions via bailiff on individual defendant; Email exchange with counsel as	0.50 hrs.

30 Apr 24 MHR recognized agent for corporate defendant.
Attend to post-closing matters. 0.10 hrs.

Total Fees: \$60,438.50

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	68.10 hrs.	\$500.00
Kate Morello	28.20 hrs.	\$400.00
George Cooper	0.40 hrs.	\$500.00
Simon-Pierre Godbout	28.60 hrs.	\$400.00
Meaghan Kells	2.50 hrs.	\$285.00
Jordan Hamilton	6.30 hrs.	\$210.00
Isobel McIntyre	0.10 hrs.	\$150.00
Mark Robertson	0.30 hrs.	\$190.00
Michael H. Rogers	8.10 hrs.	\$160.00
Lindsay Burke	0.50 hrs.	\$130.00
	<hr/> 143.10 hrs.	

Taxable Other Charges:

Photocopies	\$132.23
Printing (in-house)	75.25
Scanning	0.90
Total Taxable Other Charges	<hr/> \$208.38
Total Other Charges	<hr/> \$208.38

Non-taxable disbursements:

Prothonotary's Fees (NT)	\$218.05
Total Non-Taxable Disbursements:	<hr/> \$218.05

Taxable disbursements:

Bank Fees	\$15.00
Companies office - name searches	160.00
Delivery & courier	140.08
Law stamp	25.00
Total Taxable Disbursements	<hr/> \$340.08
Total Disbursements	<hr/> \$558.13

SUMMARY:

Professional Fees for this Invoice	\$60,438.50
HST on Professional Fees	9,065.78
Total Professional Fees Including Taxes	<u>\$69,504.28</u>
Taxable Other Charges	\$208.38
HST on Other Charges	31.26
Total Other Charges Including Tax	<u>\$239.64</u>
Taxable Disbursements for this Invoice	340.08
Non-Taxable Disbursements for this Invoice	218.05
HST on Disbursements	51.01
Total Disbursements Including Tax	<u>\$609.14</u>
Total Invoice	<u>\$70,353.06</u>
Balance now due	CAD <u>\$70,353.06</u>

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

May 31, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101154804
RE: South Shore Group

Professional Fees for this Invoice	6,441.50
Other Taxable Charges	1.40
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	287.61
Non-Taxable Disbursements for this Invoice	841.35
HST	1,009.57
Total Invoice	\$8,581.43

BALANCE NOW DUE CAD **\$8,581.43**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101154804
Balance Due: \$8,581.43

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, Amex, In Office Debit, Wire.

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

May 31, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101154804

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
23 Apr 24	SPG	Email from S-P Godbout re: instructions to assistant to send copies of the AVO and Amended AVO.	0.10 hrs.
23 Apr 24	SPG	Email from Katie Morello re: this will work - thanks.	0.10 hrs.
26 Apr 24	SR	Drafting shareholders' resolution re name change of Bridge Lobster Limited.	0.40 hrs.
01 May 24	KM	Review of resolutions for change of name of PEI corporations.	0.50 hrs.
01 May 24	GDM	Emails re NS real estate conveyance and property tax payment; revise name change resolution and email K Morello re same; instructions to clerk re service of Sea Well application; email exchange re counsel to Sea Well.	1.00 hrs.
01 May 24	MK	Service of Documents information to process server; Review email from M. Fraser re representation of Sea Well.	0.30 hrs.
02 May 24	GDM	Various emails re sea well claim.	0.50 hrs.
02 May 24	MK	Communication with counsel for T. Nickerson re action filed.	0.30 hrs.
03 May 24	GDM	Call with counsel to debtor (Nickerson); conference with associate; email exchange re filing monitor's certificate.	1.00 hrs.
03 May 24	JMH	To sign, review letter to court filing monitor's certificate; emails with J. Barrieau, S.P. Godbout.	0.20 hrs.
03 May 24	MK	Call with G. MacDonald and M Fraser, counsel for T. Nickerson.	0.50 hrs.
06 May 24	GDM	Emails re BDC discharges and name changes.	0.60 hrs.
08 May 24	SPG	Emails re: Federal Corp Articles of Amendments;	0.20 hrs.
08 May 24	SPG	Emails from NRF;	0.20 hrs.
08 May 24	JMH	To emails with K. Morello, S.P. Godbout.	0.20 hrs.
09 May 24	SPG	Emails with G. MacDonald and NRF;	0.20 hrs.
09 May 24	SPG	Review Maine Claim;	0.40 hrs.
09 May 24	GDM	Emails re corporate name changes and Maine proceeding.	0.30 hrs.
09 May 24	SPG	Receipt and review of Claim against Can-Am;	0.40 hrs.
10 May 24	GDM	Meeting with J Foran re post-closing matters and next steps.	2.00 hrs.

13 May 24	SPG	Review Can-Am Documents served on agent in Maine;	0.80 hrs.
14 May 24	SPG	Review emails with Maine Counsel;	
14 May 24	SPG	Telephone conference with Maine Counsel; telephone	0.50 hrs.
14 May 24	GDM	call with G. MacDonald; Emails with Deloitte;	
15 May 24	GDM	Call with Maine Counsel re Can-Am; emails regarding	1.00 hrs.
15 May 24	SPG	name changes and US security.	
15 May 24	IM	Emails with co-counsel re: Names Changes;	0.40 hrs.
15 May 24	IM	Attendance to filing name change with the Registry of	0.20 hrs.
15 May 24	MHR	Joint Stock Companies.	
16 May 24	MHR	Correspondence with Corporations Canada re:	0.30 hrs.
16 May 24	SPG	corporate key.	
16 May 24	SPG	Attend on name change for NB Company;	0.60 hrs.
16 May 24	SPG	Emails with co-counsel and US Counsel re: Maine	0.40 hrs.
16 May 24	GDM	Lease dispute;	
16 May 24	RD	Emails re name change and Maine proceeding.	0.30 hrs.
21 May 24	RD	Electronic filing of Amendment with respect to 709280	0.50 hrs.
21 May 24	GDM	NB Ltd.	
21 May 24	MHR	Emails re name change and post-closing status.	0.30 hrs.
22 May 24	MHR	Email to corporations Canada requesting corporate	0.40 hrs.
22 May 24	SPG	key and summarizing CCAA proceedings.	
29 May 24	SPG	Emails with NRF re: Name Change;	0.20 hrs.
29 May 24	GDM	Various emails and call with J Foran re Maine litigation;	0.50 hrs.
29 May 24	GDM	instructions to US counsel re same.	

Total Fees:

\$6,441.50

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	7.50 hrs.	\$500.00
Kate Morello	0.50 hrs.	\$400.00
Simon-Pierre Godbout	4.50 hrs.	\$400.00
Meaghan Kells	1.10 hrs.	\$285.00
Michael H. Rogers	0.30 hrs.	\$160.00
Michael H. Rogers	0.40 hrs.	\$190.00
Jordan Hamilton	0.40 hrs.	\$210.00
Sofia Reiner	0.40 hrs.	\$150.00
Isobel McIntyre	0.20 hrs.	\$150.00
Rebecca Dymock	0.50 hrs.	\$160.00
	15.80 hrs.	

Taxable Other Charges:

Photocopies	\$1.40
Total Taxable Other Charges	\$1.40
Total Other Charges	\$1.40

Non-taxable disbursements:

Articles of Amendment (NT)	\$212.00
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Companies office - incorporation (non-taxable)	430.00
Companies office - registration fees (non-taxable)	199.35
Total Non-Taxable Disbursements:	<u>\$841.35</u>

Taxable disbursements:

Delivery & courier	\$20.52
Postage	2.09
Service Fees - Constable	265.00
Total Taxable Disbursements	<u>\$287.61</u>

Total Disbursements	<u>\$1128.96</u>
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SUMMARY:

Professional Fees for this Invoice	\$6,441.50
HST on Professional Fees	966.22
Total Professional Fees Including Taxes	<u>\$7,407.72</u>

Taxable Other Charges	\$1.40
HST on Other Charges	0.21
Total Other Charges Including Tax	<u>\$1.61</u>

Taxable Disbursements for this Invoice	287.61
Non-Taxable Disbursements for this Invoice	841.35
HST on Disbursements	43.14
Total Disbursements Including Tax	<u>\$1,172.10</u>

Total Invoice	<u>\$8,581.43</u>
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Balance now due	CAD <u>\$8,581.43</u>
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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

June 30, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101156573
RE: South Shore Group

Professional Fees for this Invoice	2,809.50
Other Taxable Charges	0.00
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	0.00
Non-Taxable Disbursements for this Invoice	215.00
HST	421.43
Total Invoice	\$3,445.93

BALANCE NOW DUE **CAD \$3,445.93**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101156573
Balance Due: \$3,445.93

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, Amex, In Office Debit, Wire.

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

June 30, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101156573

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
05 Jun 24	MK	Review of status of pleadings; Brief conference with G. MacDonald; Email to counsel regarding Notice of Contest and upcoming Motion for Directions.	0.30 hrs.
06 Jun 24	GDM	Emails re distribution motion; email exchange with Phillips counsel re allocation.	0.50 hrs.
06 Jun 24	SPG	Emails to the file re: Post closing matters;	0.20 hrs.
10 Jun 24	GDM	Call with J Foran and CRO re allocation and issues relating to same.	1.00 hrs.
11 Jun 24	MK	Review of correspondence from opposing counsel regarding notice of contest; Email exchange re same.	0.20 hrs.
20 Jun 24	GDM	Email re settlement with US landlord.	0.30 hrs.
20 Jun 24	MHR	Call with Corporations Canada re: requesting corporate key.	0.60 hrs.
21 Jun 24	MHR	Instructions to corporate paralegal re: attempting to access corporation key.	0.20 hrs.
25 Jun 24	KM	Letter to Corporations Canada re: name change.	0.30 hrs.
25 Jun 24	MHR	Draft of letter to Corporations requesting corporate key; to K. Morello for review.	3.00 hrs.
26 Jun 24	GDM	Emails and call with J Foran re allocation issue.	0.50 hrs.
26 Jun 24	MHR	Finalize letter to Corporations Canada; email to Corporations Canada requesting corporate key.	0.50 hrs.
27 Jun 24	GDM	Draft release for US landlord; email US counsel re same; email exchange with J Foran.	1.00 hrs.

Total Fees:

\$2,809.50

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	3.30 hrs.	\$500.00
Kate Morello	0.30 hrs.	\$400.00
Simon-Pierre Godbout	0.20 hrs.	\$400.00
Meaghan Kells	0.50 hrs.	\$285.00
Michael H. Rogers	4.30 hrs.	\$190.00
	<u>8.60 hrs.</u>	

Non-taxable disbursements:

Companies office - registration fees (non-taxable)	\$215.00
Total Non-Taxable Disbursements:	\$215.00

Total Disbursements	\$215.00
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SUMMARY:

Professional Fees for this Invoice	\$2,809.50
HST on Professional Fees	421.43
Total Professional Fees Including Taxes	\$3,230.93

Non-Taxable Disbursements for this Invoice	215.00
Total Disbursements Including Tax	\$215.00

Total Invoice	\$3,445.93
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Balance now due	CAD \$3,445.93
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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

August 12, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101158975
RE: South Shore Group

Professional Fees for this Invoice	5,758.00
Other Taxable Charges	0.00
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	0.00
Non-Taxable Disbursements for this Invoice	0.00
HST	863.70
Total Invoice	\$6,621.70

BALANCE NOW DUE **CAD** **\$6,621.70**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101158975
Balance Due: \$6,621.70

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, Amex, In Office Debit, Wire

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

August 12, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101158975

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
02 Jul 24	GDM	Call with J Foran; email and call with US counsel re settlement; conference with J Foran re same.	1.00 hrs.
02 Jul 24	MHR	Call with Corporations Canada re: corporate key request for name change; email re: same.	0.50 hrs.
03 Jul 24	GDM	Work on releases, settlement agreements and related documents for non-core assets; various emails with J Foran re same.	2.00 hrs.
05 Jul 24	MHR	Call with Corporations re: corporate key; communications with K. Morello re: same.	0.50 hrs.
09 Jul 24	GDM	Emails and calls with J Foran re releases; revise Maine release and email same.	1.00 hrs.
10 Jul 24	GDM	Emails and call with J Foran re loan assignment (MacEachern).	0.30 hrs.
11 Jul 24	MK	Office conference with G. MacDonald re upcoming motion for directions; Email to opposing counsel re same.	0.60 hrs.
12 Jul 24	MK	Emails exchanged with counsel re motion for directions and notice of contest; Review of draft Notice of Contest provided by counsel; Call with counsel re same and potential for settlement; Review file to propose deadlines; Further emails exchanged re dates and deadlines; Brief conference with G. MacDonald re same.	1.40 hrs.
15 Jul 24	MK	Communication with court re motion for directions; Communication with counsel re same; Email exchange with court re attendance at motion.	0.40 hrs.
16 Jul 24	MK	Attend Motion for Directions; Follow up with G. MacDonald; Draft report to client.	1.10 hrs.
17 Jul 24	GDM	Revise assignment of loan; email J Foran with same.	0.30 hrs.
17 Jul 24	GDM	Prepare and attend motion for directions re Sea Well; instructions to associate re same.	1.00 hrs.
17 Jul 24	MK	Receipt and review of Notice of Contest.	0.20 hrs.
19 Jul 24	MK	Correspondence from Court enclosing motion for directions memorandum.	0.20 hrs.

22 Jul 24	MK	Draft and send update to clients re status of file; Review and confirmation for dates in Court's Motion for Directions Memorandum.	0.50 hrs.
23 Jul 24	GDM	Call with US counsel re Can Am; emails re name change.	0.50 hrs.
25 Jul 24	SPG	Email to Saint John Court re: letter regarding Stay of Proceedings.	0.10 hrs.
25 Jul 24	SPG	Emails with G. MacDonald; Correspondence with the Court;	0.60 hrs.
26 Jul 24	SPG	Emails with court and Deloitte;	0.30 hrs.
26 Jul 24	GDM	Emails re scheduling stay extension and post-closing adjustments.	0.50 hrs.
29 Jul 24	GDM	Call with client and CRO re hearing, extension, and allocation issues.	0.70 hrs.
30 Jul 24	GDM	Emails re scheduling extension hearing.	0.30 hrs.
31 Jul 24	MK	Office conference with G. MacDonald; Email to client requesting specific documentation for disclosure and respecting settlement potential; Response from client re same.	0.40 hrs.

Total Fees:

\$5,758.00

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	7.60 hrs.	\$500.00
Simon-Pierre Godbout	1.00 hrs.	\$400.00
Meaghan Kells	4.80 hrs.	\$285.00
Michael H. Rogers	1.00 hrs.	\$190.00
	<u>14.40 hrs.</u>	

SUMMARY:

Professional Fees for this Invoice	\$5,758.00
HST on Professional Fees	863.70
Total Professional Fees Including Taxes	<u>\$6,621.70</u>

Total Invoice	<u>\$6,621.70</u>
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Balance now due	CAD <u>\$6,621.70</u>
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South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

August 31, 2024
File #10039598-00005
HST REG.#R119436244
Client # 10039598

INVOICE SUMMARY

Invoice # 101160796
RE: South Shore Group

Professional Fees for this Invoice	11,310.00
Other Taxable Charges	111.30
Other Non-Taxable Charges	0.00
Taxable Disbursements for this Invoice	16.38
Non-Taxable Disbursements for this Invoice	0.00
HST	1,715.66
Total Invoice	\$13,153.34

BALANCE NOW DUE **CAD** **\$13,153.34**

Payment Instructions:

File Number: 10039598-00005
Bill Number: 101160796
Balance Due: \$13,153.34

Paying by cheque: Please return this page with payment.

E-Transfer Payments: please email nsreceivables@coxandpalmer.com. Please add 10039598 in the message option.

Online Banking: please add Cox & Palmer as a payee and enter your 8-digit client number 10039598 when prompted for an account.

Other Payment Options: Cash, Visa, Mastercard, Amex, In Office Debit, Wire

Terms: An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

South Shore Seafoods Ltd.
Attention: James Foran
c/o Deloitte Restructuring Inc.
Suite 800 1741 Lower Water Street
Halifax, NS B3J 0J2

August 31, 2024
File #10039598-00005
Your Ref:
HST REG.#R119436244
Client # 10039598

Invoice #:101160796

For professional services rendered in connection with this matter:

RE: South Shore Group

<u>DATE</u>	<u>INITIALS</u>	<u>FEE DESCRIPTION</u>	<u>HOURS</u>
01 Aug 24	GDM	Meeting with J Foran re allocation issues and extension hearing.	2.00 hrs.
07 Aug 24	GDM	Emails re extension hearing and timing.	0.30 hrs.
07 Aug 24	SPG	Emails with counsel re: US matters;	0.30 hrs.
08 Aug 24	SPG	Emails with co-counsel - motion for extension;	0.50 hrs.
09 Aug 24	SPG	Drafting Notice of Motion for Stay Extension; Preparation of draft order;	1.60 hrs.
09 Aug 24	GDM	Emails re inventory agreement with M Jacobs (Moncton Fish Market); draft agreement and circulate same.	2.00 hrs.
13 Aug 24	GDM	Review and mark-up eighth report; emails re closing adjustments; call with J Foran re extension hearing and distribution.	3.00 hrs.
14 Aug 24	GDM	Emails re extension hearing; review and comment on monitor's report.	2.00 hrs.
15 Aug 24	LH	Review correspondence from clients; prepare e-mail to Gavin MacDonald regarding foreign worker (work permit application).	1.10 hrs.
16 Aug 24	SPG	Email to Service List re: filing of the Notice of Motion and Eighth Report of the Monitor.	0.10 hrs.
16 Aug 24	GDM	Coordinate filing of eighth report and motion materials; conference with SP Godbout re same; revise notice and other materials.	1.00 hrs.
16 Aug 24	SPG	Update Notice of Motion re: Information contained in the Report of the Monitor; update orders; Attend to filing;	2.10 hrs.
16 Aug 24	LH	Finalize e-mail to Gavin MacDonald regarding foreign worker employment.	0.20 hrs.
16 Aug 24	KG	Jabber correspondence with J. Barrieau; binded and tabbed appropriate documents; and delivered documents to SJ Court.	1.00 hrs.
22 Aug 24	SPG	Draft Pre-Hearing Brief; Filing with Court; Emails with NRF and Deloitte; Correspondence with Court and Service of Record on Motion;	3.10 hrs.
23 Aug 24	SPG	Preparation for and attendance at hearing; review Order; Correspondence with Court;	1.10 hrs.

23 Aug 24	GDM	Conference with client re allocation and remaining matters; emails re Sea Well disclosure; prepare and attend hearing re extension; review emails re same.	2.00 hrs.
23 Aug 24	SPG	Email to Service List re: Brief and Record on Motion.	0.10 hrs.
23 Aug 24	MK	Email exchange with client regarding disclosure.	0.20 hrs.
26 Aug 24	SPG	Email to Service List re: please find enclosed executed copy of the Order issued by Mr. Justice Stephenson.	0.10 hrs.
27 Aug 24	GDM	Follow up re Sea Well litigation.	0.30 hrs.
27 Aug 24	MK	Emails exchanged with client regarding documentation for affidavit; Office conference to G. MacDonald; Review of documents.	0.90 hrs.
28 Aug 24	MK	Emails from client with additional documents; Begin draft Affidavit Disclosing Documents; Email exchange with client.	0.90 hrs.
29 Aug 24	MK	Continued draft of Affidavit Disclosing Documents.	0.40 hrs.
30 Aug 24	MK	Continued draft of Affidavit Disclosing Documents; Finalize and send to opposing counsel.	0.60 hrs.

Total Fees:

\$11,310.00

FEE SUMMARY

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>
Gavin D. MacDonald	12.60 hrs.	\$500.00
Simon-Pierre Godbout	9.00 hrs.	\$400.00
Laura Hanusiak	1.30 hrs.	\$300.00
Meaghan Kells	3.00 hrs.	\$285.00
Kathleen Gulliver	1.00 hrs.	\$165.00
	<u>26.90 hrs.</u>	

Taxable Other Charges:

Photocopies	\$91.70
Printing (in-house)	19.60
Total Taxable Other Charges	<u>\$111.30</u>
Total Other Charges	<u>\$111.30</u>

Taxable disbursements:

Delivery & courier	\$16.38
Total Taxable Disbursements	<u>\$16.38</u>
Total Disbursements	<u>\$16.38</u>

SUMMARY:

Professional Fees for this Invoice	\$11,310.00
HST on Professional Fees	1,696.50
Total Professional Fees Including Taxes	<u>\$13,006.50</u>
 Taxable Other Charges	 \$111.30
HST on Other Charges	16.70
Total Other Charges Including Tax	<u>\$128.00</u>
 Taxable Disbursements for this Invoice	 16.38
HST on Disbursements	2.46
Total Disbursements Including Tax	<u>\$18.84</u>
 Total Invoice	 <u>\$13,153.34</u>
 Balance now due	 CAD <u>\$13,153.34</u>

Tab B

*This is Exhibit "B" referred to in the Affidavit of
Gavin MacDonald sworn before me on the 22nd
day of October, 2024.*



Signature

HANNAH HELM
A Barrister of the Supreme
Court of Nova Scotia

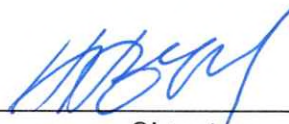
SUMMARY OF FEES

Calculation of Average Hourly Billing Rates of CP for the Initial Period

Invoice No.	Fees	Disburs.	HST	Hours	Average Hourly Rate	Total
101140361	\$54,243.00	\$5,881.55	\$9,007.44	129.00	\$286.66	\$69,131.99
101142342	\$28,780.00	\$464.70	\$4,386.70	63.40	\$368.75	\$33,631.40
101144209	\$6,164.50	\$0.00	\$924.68	18.40	\$346.25	\$7,089.18
101146339	\$5,851.00	\$9.80	\$879.12	12.60	\$391.25	\$6,739.92
101148202	\$49,363.50	\$2,204.34	\$7,735.18	118.40	\$306.50	\$59,303.02
101150334	\$17,857.50	\$2.45	\$2,679.00	43.70	\$325.83	\$20,538.95
101153363	\$60,438.50	\$766.51	\$9,148.05	143.10	\$292.50	\$70,353.06
101154804	\$6,441.50	\$1,130.36	\$1,009.57	15.80	\$260.50	\$8,581.43
101156573	\$2,809.50	\$215.00	\$421.43	8.60	\$355.40	\$3,445.93
101158975	\$5,758.00	\$0.00	\$863.70	14.40	\$343.75	\$6,621.70
101160796	\$11,310.00	\$127.68	\$1,715.66	26.90	\$330.00	\$13,153.34
					Total Fees	\$298,589.92

Tab C

*This is Exhibit "C" referred to in the Affidavit of
Gavin MacDonald sworn before me on the 22nd
day of October, 2024.*



Signature

HANNAH HELM
A Barrister of the Supreme
Court of Nova Scotia

Billing Rates of Cox & Palmer for the Period

TIMEKEEPER	HOURLY RATE	YEAR OF CALL	HOURS WORKED	TOTAL
Gavin MacDonald	\$500	2002	257.30	\$128,650.00
George Cooper	\$500	1998	0.40	\$200.00
Kate Morello	\$400	2014	77.45	\$31,080.00
Carolle Fernando	\$450	2003	0.70	\$315.00
Simon-Pierre Godbout	\$400	2014	184.00	\$73,600.00
Geoff Breen	\$395	2016	0.20	\$62.00
Devon Cassidy	\$310	2015	0.20	\$79.00
Laura Hanusiak	\$300	2018	2.70	\$761.00
Meaghan Kells	\$285	2019	15.50	\$4,417.50
Jordan Hamilton	\$210	2022	17.00	\$3,570.00
Asha Pelly	\$175	2024	7.90	\$1,382.50
Mark Roberston	\$175	2024	0.7	\$127.00
Kathleen Gulliver	\$165	Summer Student	1.00	\$165.00
Rebecca Dymock	\$160	Paralegal	0.50	\$80.00
Michael H. Rogers	\$150	2024	22.50	\$3,720.00
Isobel McIntyre	\$150	Paralegal	0.30	\$45.00
Sofia Reiner	\$150	Paralegal	0.40	\$60.00
Ashne Mehta	\$140	Paralegal	1.30	\$182.00
Jennifer Hartlen	\$130	Paralegal	2.40	\$313.00
Lindsay Burke	\$130	Paralegal	1.55	\$208.00
			Total	249,017.00