

Summary

- An opportunity exists to acquire the assets (the “**Assets**”) and/or the business (the “**Business**”) of TCAS Holdings Limited, Sustainable Fish Farming (Canada) Limited (“**SFFC**”), Sustainable Blue Inc, and TCAS IP Inc. (collectively the “**Sustainable Group**”).
- On April 4, 2024 the Supreme Court of Nova Scotia in Bankruptcy and Insolvency (the “**Court**”) issued an Order regarding the assets, undertakings and property of the Sustainable Group. Deloitte Restructuring Inc. (“**Deloitte**”) was appointed receiver (the “**Receiver**”) of the Sustainable Group.
- Pursuant to a Court order issued on June 20, 2024, the Receiver has been authorized to carry out a “stalking horse” marketing and sales process (the “**Sales Process**”) for the Sustainable Group’s Assets or Business of the Sustainable Group. This document (the “**Teaser**”) has been distributed to parties identified as having a potential interest in acquiring the Assets or Business. Any parties interested in obtaining further information on this opportunity are invited to execute and return the accompanying Non-Disclosure Agreement to the Receiver at the contact information listed below.

Business Overview

- The Sustainable Group owns and operates a land-based marine aquaculture facility in Hants County, Nova Scotia (the “**Facility**”), where it grows Atlantic salmon. The Facility is designed to mimic the traditional life-cycle of wild Atlantic salmon.
- The Sustainable Group’s system is fully self-contained and its salmon are free of parasites and other fish diseases and require zero antibiotics.

Asset Details

Facility	<ul style="list-style-type: none"><li>• Seven buildings totaling ~ 111,000 sq/ft house the Facility’s operations.</li><li>• Leased residential property for staff accommodations</li></ul>
Capacity	<ul style="list-style-type: none"><li>• The Facility has the capacity to produce up to 1,000 metric tonnes (1 million kilograms) of whole round salmon annually (i.e., approximately 250,000 fish at four kilograms each).</li></ul>



Operations at the Facility are based upon, in part, a proprietary water filtration technology owned by TCAS IP Inc. and licensed to SFFC. The Facility is the world’s first closed-loop land-based saltwater fishery that re-uses 100% of its water, with zero wastewater emissions.

A snapshot of the Facility’s interior is presented below:



Selective Investment Highlights

Compelling Growth Opportunities

- By 2030, demand for Atlantic salmon in the US is expected to increase ~2.2x driven by increasing awareness of the health benefits to eating fish regularly.
- An inefficient global supply chain has also created a shortage for premium Atlantic salmon.

Responsible and Sustainable Atlantic Salmon Fishery

- The Facility is designed to mirror the ocean ecosystem on land, protecting wild salmon populations from diseases.
- The Facility does not discharge waste back to the ocean; the solid waste from the fishery is used to generate electricity.

Disruptive Proprietary Land-Based RAS Technology

- The Facility’s saltwater filtration technology filters out 100% of effluent and contaminants without the need for an ocean discharge so that its Atlantic salmon are raised in crystal clear running saltwater, thereby eliminating pollution from the usual criticisms associated with salmon aquaculture.
- Other benefits include lower mortality, geographic flexibility, zero fish escapes and higher growth rates reducing time to market.

Diversify Premium Product Offerings & Achieve Commercial Scale

- Technology provides flexibility to configure facilities to produce a variety of high-margin, high-growth products such as shrimp, seabass and seabream.
- Multiple species can be grown on the same site with sites located any distance from the sea.

The Receiver has received an offer (the “Offer”) for all the Assets from 4595756 Nova Scotia Limited (the “**Stalking Horse**”). The purchase price is approximately \$30 million (as defined in the Offer). Prospective purchasers should review the terms of the Offer and the sale and investment solicitation procedures (“**SISP**”) to determine whether they are prepared to submit an offer superior to that of the Stalking Horse in accordance with the Court approved SISP. These documents are available on the Receiver’s website at [www.insolvencies.deloitte.ca/en-ca/pages/Sustainable-Group.aspx](http://www.insolvencies.deloitte.ca/en-ca/pages/Sustainable-Group.aspx)

The Receiver has approached a select group of qualified parties. Upon execution and receipt of a non-disclosure agreement (“**NDA**”), the Receiver will grant access to a Virtual Data Room. All inquiries, expressions of interest or offers should be directed to the team listed below.

**The bid deadline, for the delivery of non-binding expressions of interest shall close at 5:00 p.m. EST on July 12, 2024.**

Bidders are required to submit their offers in accordance with the terms of the SISP.

The Receiver reserves the right to cease or amend this offering at any time, reserve the right to reject any offer, and is not required to accept any offer even if it is a superior offer, and reserves the right to deal with individual prospective purchasers as they may see fit in their discretion.

All communications relating to this opportunity should be directed to:

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Disclaimer

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The Recipient acknowledges that nothing in this Teaser (or elsewhere) creates any personal liability on the part of the Receiver or its employees or agents. While all reasonable efforts have been made to ensure the information contained in this Teaser is accurate and correct at the effective date, no responsibility for any errors in, or omissions from, this Teaser, whether arising out of negligence or otherwise, is accepted by the Receiver.

Any person contemplating a purchase of the Assets should make their own decision as to the sufficiency and relevance for their purposes of the information contained in this Teaser and their own independent investigation of the Assets, after taking all appropriate advice from qualified professional persons. By receiving this Teaser, the Recipient acknowledges and agrees that it will rely entirely upon its own due diligence and professional advice in considering a purchase of the Assets.