

C A N A D A)
PROVINCE OF SASKATCHEWAN)

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF BIG SKY FARMS INC., DRYCAST SYSTEMS INC. and
BIG SKY MANAGEMENT CONSULTING CORP.

SIXTH SUPPLEMENTARY AFFIDAVIT
OF CANUTE TAGSETH

I, **CANUTE TAGSETH**, of the City of Saskatoon, in the Province of
Saskatchewan, Chartered Accountant, **MAKE OATH AND SAY THAT:**

1. I am employed as the Chief Financial Officer of the Applicant, Big Sky Farms Inc., such that I have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be based upon information and belief, and where so stated I do verily believe the same to be true.
2. I make this Sixth Supplementary Affidavit to supplement the Affidavit sworn by me on October 29, 2009; the Supplementary Affidavit sworn by me on November 2, 2009; the Second Supplementary Affidavit sworn by me on December 4, 2009; the Third Supplementary Affidavit sworn by me on December 8, 2009; the Fourth Supplementary Affidavit sworn by me on December 16, 2009 and the Fifth Supplementary Affidavit sworn by me on December 29, 2009 (the "Fifth Supplementary Affidavit"), each of which Affidavits have been filed on behalf of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, the "**Applicants**" or "**Big Sky**") in support of these proceedings.

3. Big Sky has filed a Plan of Compromise and Arrangement dated December 29, 2009 under the *Companies' Creditors Arrangement Act* (the "Plan").
4. Words and phrases contained in this Sixth Supplementary Affidavit which begin with capital letters but which are not expressly defined herein are intended by me to have the meanings which are ascribed to such words and phrases in the Plan.

Exit Loan Facility

5. Article 9.2 of the Plan provides that the implementation of the Plan is conditional upon, among other things, the completion of the Restructuring Transactions described in Schedule "B" to the Plan, including the Senior Secured Lenders making available to Big Sky the Exit Loan Facility described in the Plan.
6. As described in the Fifth Supplementary Affidavit, the conclusion of an agreement between Big Sky and the Senior Secured Lenders regarding the Exit Loan Facility is an important part of the efforts by Big Sky to restructure its business and financial affairs.
7. I am pleased to report that Big Sky has negotiated and signed a Term Sheet with the Senior Secured Lenders setting out the detailed terms and conditions of the proposed Exit Loan Facility to be advanced to Big Sky by the Senior Secured Lenders (the "Exit Loan Facility Term Sheet"). The Exit Loan Facility Term Sheet is conditional upon each of the Senior Secured Lenders obtaining internal credit approval for the proposed Exit Loan Financing on the terms set out in the Exit Loan Facility Term Sheet. Once the internal credit approval for the proposed Exit Loan Financing is obtained, and the Sanction Order is obtained from the Court, Big Sky and the Senior Secured Lenders will conclude the preparation and execution of the definitive documents required to document and put in place the Exit Loan Facility in accordance with the terms of the Exit Loan Facility Term Sheet.

Non-Substantive Amendments to the Plan

8. As part of the process of restructuring its business and financial affairs, Big Sky has obtained advice from the accounting firm of Deloitte & Touche LLP (“Deloitte”) regarding the structuring and documentation of the Restructuring Transactions, from the perspective of accounting and tax efficiency.
9. Deloitte has provided advice to Big Sky regarding a variety of matters pertaining to the Restructuring Transactions (assuming the Restructuring Transactions become effective), including (without limitation) the sequence and timing of the Restructuring Transactions and the process of re-valuing the assets and liabilities of Big Sky and the Operating Partnerships subsequent to the closing of the Restructuring Transactions.
10. Based upon the advice provided to it by Deloitte, Big Sky is seeking to close the Restructuring Transactions in a manner and according to a sequence of events which:
 - (a) fully maintains and preserves the amount of the distribution to be paid by Big Sky to the Affected Creditors under the Plan;
 - (b) achieves clarity regarding the tax consequences to Big Sky of the Restructuring Transactions and permits Big Sky to close the Restructuring Transactions in a tax-efficient manner; and
 - (c) allows Big Sky to maximize the prospects of achieving “Fresh Start Accounting” for its reorganized business entities, whereby (from an accounting perspective) Big Sky can appropriately conduct a comprehensive re-valuation of its assets and liabilities and commence business through the reorganized business entities with clean, accurate and up-to-date balance sheets.
11. In order to achieve the goals described in the immediately preceding paragraph, Big Sky has determined that it is necessary to carry out and implement certain

technical, non-substantive amendments to the Plan.

12. Attached and marked as Exhibit "A" to this Affidavit is a true copy of the Amended and Restated Plan of Compromise and Arrangement of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. dated February 8, 2010, which Amended and Restated Plan Big Sky will seek to present to its creditors and obtain approval for at the Creditors' Meeting to be held on February 8, 2010.

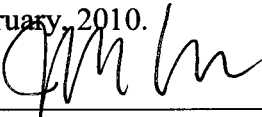
Articles of Reorganization

13. Article 9.2 and Schedules "A" and "B" to the Plan contemplate the Applicants preparing, seeking and obtaining court approval of and filing with the Authorized Authority the Articles of Reorganization pertaining to the Restructuring Transactions.
14. The Applicants and the Senior Secured Lenders are jointly working to finalize Articles of Reorganization of Big Sky Farms Inc. which will give effect to the modifications to the equity structure of Big Sky Farms Inc. required to conclude the Restructuring Transactions. Once those Articles of Reorganization of Big Sky Farms Inc. are finalized by the Applicants and the Senior Secured Lenders (which I expect to occur on Monday, February 8 or Tuesday, February 9), they will be filed with the Court and will be served upon those Persons on the Service List pertaining to the CCAA Proceedings and upon the shareholders of Big Sky Farms Inc.
15. As part of the restructuring of its business and financial affairs, Big Sky seeks an Order of the Court:
 - (a) approving the amendments to its articles of incorporation contemplated in the proposed Articles of Reorganization; and
 - (b) authorizing and directing Big Sky to file the Articles of Reorganization with the Authorized Authority.

Postponement of Shareholders Meeting & Termination of USA

16. I have been informed by Mike Deutscher, a director of Big Sky Farms Inc., and I verily believe it to be true, that the last annual general meeting of the shareholders of Big Sky Farms Inc. was held on November 25, 2008.
17. Big Sky seeks an Order postponing the annual meeting of its shareholders.
18. Management of Big Sky regards postponement of an annual meeting of the shareholders of Big Sky Farms Inc. as necessary and appropriate, insofar as Big Sky Farms Inc. requires additional time to implement its Plan of Compromise and Arrangement and to complete the restructuring of its business and financial affairs prior to being in a position to provide meaningful information to its shareholders regarding its restructured business and financial affairs.
19. Big Sky Farms Inc. seeks an Order terminating the existing Unanimous Shareholders Agreement entered into by the shareholders of Big Sky Farms Inc.
20. Management of Big Sky Farms Inc. regards such an Order as necessary and appropriate, insofar as the restructuring of the business and financial affairs of Big Sky Farms Inc. pursuant to its Plan of Compromise and Arrangement will render the existing Unanimous Shareholders Agreement irrelevant and out of date.
21. I make this Sixth Supplementary Affidavit in support of an application by Big Sky for various items of relief more particularly described in the Notice of Motion on behalf of Big Sky dated February 7, 2010.

SWORN BEFORE ME at the City of)
Saskatoon, in the Province of)
Saskatchewan, this 7th day of)
February, 2010.)


A Commissioner For Oaths in and for the
Province of Saskatchewan.
- Being a Solicitor


CANUTE TAGSETH

This Affidavit was delivered by:

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Lawyers

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