Q.B. No. 1461 of 2009

CANADA)
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, AS AMENDED (the "CCAA")

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.

BEFORE THE HONOURABLE	)	ON TUESDAY,
	)	
MR. JUSTICE N.G. GABRIELSON	)	THE 5TH DAY OF
	)	
IN CHAMBERS	)	JANUARY, 2010

ORDER
(Authorizing Filing of Plan of Arrangement & Creditors' Meeting; Extension of Stay)

UPON THE APPLICATION of counsel on behalf of the Applicants, Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, the "**Applicants**" or "**Big Sky**"), and upon hearing Jeffrey M. Lee, counsel for the Applicants; Michael MacNaughton and M. Kim Anderson, counsel for Bank of Nova Scotia, Bank of Montreal, National Bank of Canada and Farm Credit Canada (such four parties hereinafter collectively described as the "**Senior Lenders**"); Gary Meschishnick, Q.C., counsel for the Monitor, Ernst & Young Inc.; and Grant Scharfstein, Q.C., counsel for Golden Opportunities Fund Inc., CIC Asset Management Inc., FCC Ventures, a Division of Farm Credit Canada, Florian Possberg and Cliff Wiegers (such five parties hereinafter collectively described as the "**Sub-Debt Lenders**"), and upon hearing read the Notice of Motion of the Applicants dated December 29, 2009; the Second Report of the Monitor; the Draft Order; the *Ex Parte* Initial Order of the Honourable Mr. Justice N.G. Gabrielson dated and issued in these proceedings on November 10, 2009, as amended by subsequent Orders of the Honourable Mr. Justice N.G.

Gabrielson (the "**Initial Order**"); the Order (Extension of Stay; Modification of Administration Charge; Extension of Deadline for Filing a Plan of Arrangement) of the Honourable Mr. Justice N.G. Gabrielson dated and issued in these proceedings on December 9, 2009 (the "**Extension and Modification Order**"); the Order (Claims Process) of the Honourable Mr. Justice N.G. Gabrielson dated and issued in these proceedings on December 9, 2009 (the "**Claims Process Order**"); and the Affidavit of Service of Julie G. Reid sworn on January 4, 2010, all filed:

IT IS HEREBY ORDERED, ADJUDGED AND DECLARED THAT:

1. Words and phrases contained in this Order which begin with capital letters and which are not expressly defined herein shall have the respective meanings ascribed thereto in the Plan of Compromise and Arrangement of the Applicants to their Affected Creditors attached and marked as Schedule "A" hereto (the "**Plan**").

<u>Notice of Service</u>

2. The time for service of the Notice of Motion commencing this application (together with all of the materials filed in support of this application) shall be and is hereby abridged, such that this application is properly returnable on January 5, 2010 and further service thereof on any other person is hereby dispensed with.

<u>Filing of Plan of Arrangement</u>

3. The Plan is hereby accepted for filing with the Court and the Applicants shall proceed to seek approval of the Plan in the manner set forth in this Order.

4. Subject to the prior consent of the Senior Secured Lenders, the Applicants are hereby authorized to modify, amend or supplement the Plan by way of a supplementary plan or plans of compromise or arrangement or both filed with the Court at any time or from time to time prior to the date(s) of the Creditors' Meeting or at the Creditors' Meeting, in which case any such supplementary plan or plans of compromise or arrangement or both shall, for all purposes, be and be deemed to be a part of and incorporated into the Plan. The Applicants may give notice of a proposed material amendment or supplement to the Plan at the Creditors' Meeting by notice in writing which shall be sufficient if given to those Affected Creditors present at the Creditors'

Meeting in person or by proxy or who have filed a voting letter with the Monitor prior to the date of such proposed amendment.

5. After the Creditors' Meeting, and both prior to and subsequent to an Order of the Court sanctioning the Plan (the "**Sanction Order**"), the Applicants may at any time and from time to time vary, amend, modify or supplement the Plan without the need for obtaining an Order of the Court or providing notice to the Affected Creditors, provided that such variation, amendment, modification or supplement is of a minor, immaterial or technical nature that would not be materially prejudicial to the interests of any of the Affected Creditors under the Plan or the Sanction Order and is necessary in order to give effect to the substance of the Plan or the Sanction Order.

Notice of Meeting

6. On or before January 6, 2010, the Applicants, with the assistance of the Monitor, shall send to each Affected Creditor entitled to vote on the Plan who has been identified by the Applicants by such date pursuant to the Claims Process described in Schedule "A" to the Claims Process Order (the "**Claims Process**") copies of the following documents (collectively, the "**Plan & Meeting Documents**"), namely:

(a) the Notice of Meeting, substantially in the form attached and marked as Schedule "B" hereto (the "**Notice of Meeting**");

(b) the Plan;

(c) an Information Circular prepared by the Applicants and approved by the Monitor and containing an executive summary of the Plan (the "**Information Circular**");

(d) the recommendation of the Monitor regarding the Plan (the "**Monitor's Recommendation on the Plan**"), as contained within the Information Circular; and

(e) the Proxy and Voting Letter, substantially in the form attached and marked as Schedule "C" hereto (the "**Proxy and Voting Letter**").

7. On each of January 11, 2010, January 18, 2010 and January 25, 2010, the Applicants, with the assistance of the Monitor, shall send the Plan & Meeting Documents to each Affected Creditor entitled to vote on the Plan who has been identified by the Applicants pursuant to the Claims Process by such respective dates but to whom the Plan & Meeting Documents have not yet been sent by such respective dates.

8. The Plan & Meeting Documents may be sent by regular pre-paid mail to the respective addresses of such Affected Creditors as such addresses appear on the relevant records of the Applicants or otherwise as provided to the Applicants by any such person.

9. The Applicants shall cause copies of each of the Plan & Meeting Documents to be posted on the internet at the following website address maintained by the Monitor, namely: www.ey.com/ca/bigskyfarms.

10. On or before January 16, 2010, the Monitor shall cause an advertisement of the date, time and location of the Creditors' Meeting to be published in each of the *Saskatoon StarPhoenix*, *Regina Leader-Post*, *Winnipeg Free Press* and *Des Moines Register* newspapers. The advertisement of the Creditors' Meeting shall be substantially in the form attached and marked as Schedule "D" hereto.

11. The Applicants shall not be required to provide French translations of any one or more of the Plan & Meeting Documents.

Conduct of Creditors' Meeting

12. The Applicants are hereby authorized and directed to call, convene and conduct the Creditors' Meeting of the sole class of their Affected Creditors affected by the Plan on Monday, February 8, 2010 at 10:00 a.m. (Central Standard Time), in order to consider and, if deemed advisable, to pass, with or without variation, resolutions to approve the Plan.

13. The Creditors' Meeting shall be held in the Laurentian Room of the Holiday Inn Express Hotel, 315 Idylwyld Drive North, Saskatoon, Saskatchewan, Canada.

14. Kevin Brennan, Senior Vice-President of the Monitor, Ernst & Young Inc., or failing him, another person designated in writing by the Monitor, shall preside as the chair of

the Creditors' Meeting (the "**Chair**") and shall decide all matters relating to the rules and procedure at, and conduct of, the Meeting.

15. For the purposes of voting on whether or not to approve the Plan, the classes of Affected Creditors shall be as established in the Plan.

16. The Chair is authorized to accept proxies and voting letters substantially in the form attached and marked as Schedule "C" hereto (the "**Proxy and Voting Letter**") or any other form or written agreement appointing a proxy which is in a form acceptable to the Chair.

17. The quorum required at the Creditors' Meeting shall be any two holders of a voting claim in the applicable Class, present in person or represented by proxy.

18. The Chair shall direct a vote, by written ballot, with respect to the resolutions approving the Plan and containing such other related provisions as the Applicants shall consider appropriate.

19. If any matters other than those referred to in the immediately preceding paragraph arise at the Creditors' Meeting and require a vote, such vote shall be conducted in the manner decided by the Chair.

20. The Chair (in his sole discretion) may appoint scrutineers and may designate a secretary for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting.

21. The only persons entitled to notice of or to attend, speak and vote at the Creditors' Meeting are the Affected Creditors (including, for purposes of attendance and speaking, their respective proxy holders), representatives of the Applicants, the boards of directors of the Applicants, the Senior Lenders, the Sub-Debt Holders, the Monitor, and their respective legal counsel, accountants and financial advisors. For greater certainty, reporters, journalists or Persons representing the media (whether on account of newspapers, radio, television or otherwise) shall not be present at, or permitted access to, the Creditors' Meeting unless a motion is passed based on a simple majority of those present in person and entitled to vote at the Creditors'

Meeting authorizing the presence of the media during the conduct of the Creditors' Meeting and such motion is recognized by the Chair.

22. If the requisite quorum is not present at the Creditors' Meeting, or if the Creditors' Meeting is postponed by the vote of the majority in number of the Creditors present in person or by proxy, then the Creditors' Meeting shall be adjourned by the Chair to a date thereafter and to such time and place as may be appointed by the Chair.

23. Any proxy which any Creditor wishes to submit in respect of the Creditors' Meeting (or any adjournment thereof) must be received by the Chair on or before 5:00 pm (Central Standard Time) on the Business Day prior to the date of the Creditors' Meeting.

24. An Affected Creditor with a voting claim shall be entitled to attend and vote, in person or by proxy, at the Creditors' Meeting, in accordance with the terms of this Order, the Claims Process Order and the Plan.

25. Following the vote at the Creditors' Meeting, the Chair shall tally the vote and determine whether or not the Plan has been accepted by the majorities required under section 6 of the CCAA.

26. The Chair shall report to the Court no later than two (2) business days after the date of the Creditors' Meeting with respect to the results of the votes upon the Plan by each class, which report shall include a determination of whether or not:

   (a) the Plan has been accepted by the majorities required under section 6 of the CCAA; and

   (b) any votes cast for or against the Plan in respect of claims which have not been allowed in whole or in part would affect the result of the applicable vote.

27. Any vote conducted at the Creditors' Meeting shall be binding on all creditors of the class to which the Creditors' Meeting relates.

28. The Applicants may, in their discretion, generally or in individual circumstances, waive in writing the time limits imposed on Affected Creditors, as set out in the Plan and/or the Plan & Meeting Documents, if the Applicants deem it advisable to do so, without prejudice to the requirement that all other Affected Creditors must comply with the time limits imposed by the Plan and/or the Plan & Meeting Documents.

Notice of Application For Sanction Order

29. If the Plan is approved by the Affected Creditors by the required majorities set out in section 6 of the CCAA, the hearing of the application by the Applicants for the Sanction Order will be held before the Honourable Mr. Justice N.G. Gabrielson of the Court of Queen's Bench For Saskatchewan at the Court House, 520 Spadina Crescent East, Saskatoon, Saskatchewan at 9:00 a.m. (Central Standard Time) on Thursday, February 11, 2010.

30. Service of the Plan & Meeting Documents as provided above in paragraphs 6 to 10 (inclusive) hereof shall constitute good, sufficient and timely service on all parties who may be entitled to receive notice thereof, or of these proceedings, or of the materials in support of the application for the Sanction Order, or who may wish to be present in person or by proxy at the Creditors' Meeting or who wish to appear in these proceedings, and no other form of notice or service need be made on such parties, and no such other document or materials need be served on such parties in respect of these proceedings or in respect of the application for the Sanction Order. Such service and delivery shall be effective, in the case of mailing, on the third Business Day after the date of mailing and, in the case of personal delivery or electronic transmission, on the day of personal delivery or electronic transmission of same, or if such day is not a Business Day, on the immediately following Business Day.

31. Any party who wishes to oppose the application for the Sanction Order shall, at or before 5:00 p.m. (Central Standard Time) on Tuesday, February 9, 2010, serve upon counsel for the Applicants, counsel for the Monitor and upon all other parties on the Service List a written notice setting out the basis for such opposition and a copy of

the materials to be relied upon by such party in its opposition to the application for the Sanction Order.

Extension of Stay of Proceedings

32. The Initial Order, including the stay of proceedings against the Applicants provided for therein, is confirmed and extended and shall continue to apply in accordance with its terms and conditions, save and except as amended by this Order, until 11:59 p.m. Central Standard Time on Thursday, February 11, 2010.

33. Leave is granted to the Applicants and to any person affected by this Order to apply for advice or direction as to the enforcement or carrying out of any aspect of this Order.

ISSUED at Saskatoon, Saskatchewan this _____ day of January, 2010.

____
(Deputy) Local Registrar

This Order was delivered by:

MacPHERSON LESLIE & TYERMAN LLP
Lawyers
1500, 410 - 22nd Street East
Saskatoon, Saskatchewan
S7K 5T6

whose address for service is same as above.
Lawyer in charge of file: Jeffrey M. Lee
Telephone Number: (306) 975-7100
Fax Number: (306) 975-7145

Schedule "A"
Plan of Arrangement

Schedule "B"
NOTICE OF MEETING OF CREDITORS

Ernst & Young Inc.
Monitor of Big Sky Farms Inc. et al
Attention: Mike Bell
P.O. Box 10101
Vancouver, BC
V7Y 1C7

Phone : (604) 899-3566
Fax: (604) 643-5422

[NTD: Date]

To: The Affected Creditors of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, "Big Sky")

Dear Sir/Madam:

Re: ***Companies' Creditors Arrangement Act*** **Proceedings**
In the Court of Queen's Bench for Saskatchewan
Judicial Centre of Saskatoon, Q.B. No. 1461 of 2009

NOTICE IS HEREBY GIVEN that a meeting of the Affected Creditors of Big Sky (the "**Creditors' Meeting**") will be held in the Laurentian Room of the Holiday Inn Express Hotel, 315 Idylwyld Drive North, Saskatoon, Saskatchewan, Canada on Monday, February 8, 2010 at 10:00 a.m. (Central Standard Time) for the following purposes:

1. to consider, pursuant to an order of the Court of Queen's Bench For Saskatchewan dated January 5, 2010 (the "**Order**"), and if deemed advisable, to approve, a plan of compromise and arrangement (the "**Plan**") under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**"); and

2. to transact such further and other business as may properly be brought before the Creditors' Meeting or any adjournment thereof.

Capitalized terms not defined herein have the meanings ascribed to them in the Plan. The full text of the Plan is set out in the accompanying document entitled "Plan of Compromise and Arrangement of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp.", dated December 29, 2009. Pursuant to the Order, only Affected Creditors are entitled to vote with respect to the Plan.

Affected Creditors who are unable to attend the Creditors' Meeting are requested to date, sign and return the accompanying "Proxy and Voting Letter" (the "**Proxy**") in the envelope provided for that purpose. To be used at the Creditors' Meeting, a proxy must be sent or delivered to the attention of Mike Bell at Ernst & Young Inc., P.O. Box 10101, Vancouver, BC, V7Y 1C7, fax: (604) 643-5422, e-mail: Mike.Bell@ca.ey.com by 5:00 p.m. (Central

Standard Time) on February 5, 2010 or, if the Creditors' Meeting is adjourned, on the business day (which is a day that is not a Saturday, Sunday, or statutory holiday) before the adjourned Creditors' Meeting.

Dated this ___ day of January, 2010.

Yours very truly,

ERNST & YOUNG INC.
Monitor of Big Sky

Enclosures

Schedule "C"
PROXY AND VOTING LETTER

For use at the meeting of the Affected Creditors Class of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, "Big Sky") to be held in the Laurentian Room of the Holiday Inn Express Hotel, 315 Idylwyld Drive North, Saskatoon, Saskatchewan, Canada on Monday, February 8, 2010 at 10:00 a.m. (Central Standard Time).

A meeting of the Affected Creditors Class of Big Sky will be held in the Laurentian Room of the Holiday Inn Express Hotel, 315 Idylwyld Drive North, Saskatoon, Saskatchewan, Canada on Monday, February 8, 2010 at 10:00 a.m. (Central Standard Time) to consider the resolution described below and any amendments thereto (the "**Creditors' Meeting**"). If you are unable to attend the Creditors' Meeting in person, please complete and execute this form of proxy (the "**Proxy**") and deliver it in accordance with the instructions set forth below.

All terms defined in the "Plan of Compromise and Arrangement of Big Sky Farms Inc, Drycast Systems Inc. and Big Sky Management Consulting Corp." (the "**Plan**") accompanying this Proxy shall, unless otherwise defined in this Proxy, have the same meaning when used in this Proxy.

If an Affected Creditor wishes to be represented by proxy at the Creditors' Meeting or any adjournment thereof, this Proxy (or another acceptable form of proxy) must be completed and executed by the Affected Creditor or by the Affected Creditor's attorney authorized in writing. An Affected Creditor may appoint a proxyholder other than a person designated in this Proxy (the "**Proxyholder**"), who need not be an Affected Creditor, to attend and act on the Affected Creditor's behalf at the Creditors' Meeting. This right may be exercised: (i) by striking out the name of the person designated in this Proxy and by inserting, in the space provided, the name of the person whom the Affected Creditor wishes to appoint as a representative; or (ii) by completing and executing another appropriate form of proxy.

The undersigned Affected Creditor hereby appoints ____________________, or if no name is inserted in the blank space, Kevin Brennan or Mike Bell of Ernst & Young Inc. in its capacity as Monitor, as Proxyholder of the undersigned with full power of substitution to attend and act at the Creditors' Meeting, and at any adjournment thereof, in the manner and to the extent authorized by this Proxy and with the authority conferred by this Proxy, and without limiting the generality of the foregoing, the Proxyholder is directed to vote as specified below.

In respect of the proposed resolution to approve the Plan under the *Companies' Creditors Arrangement Act* (Canada), the Proxyholder is directed to vote as follows:

For____________ Against____________

The Plan is proposed to the Affected Creditors to the extent of their Proven Claims. Only the Affected Creditors will be entitled to vote at the Creditors' Meeting or any adjournment thereof.

The Proxyholder may vote in her/his discretion on amendments to matters identified in the notice respecting the Creditors' Meeting and on all other matters which may properly come before the Creditors' Meeting or any adjournment thereof.

DATED at ______________ in the ________ of ______________, this ____ day of January, 2010.

____
Name of Affected Creditor
(please print)

____
Signature of Affected Creditor

____
Type and Amount of Claim of
Affected Creditor

Notes:

(1) Properly completed Proxies to be used at the Creditors' Meeting must be sent or delivered to the attention of Mike Bell at Ernst & Young Inc., P.O. Box 10101, Vancouver, BC, V7Y 1C7, fax: (604) 643-5422, e-mail: Mike.Bell@ca.ey.com by 5:00 p.m. (Central Standard Time) on February 5, 2010 or, if the Creditors' Meeting is adjourned, on the business day (which is a day that is not a Saturday, Sunday, or statutory holiday) before the adjourned Creditors' Meeting.

(2) Where no specific choice is specified in this Proxy, the vote to the extent of the amount of the Claim of the Affected Creditor will be cast in favour of the approval of the resolution referred to above.

(3) This Proxy must be dated and executed by the Affected Creditor or by the Affected Creditor's attorney authorized in writing or, if the Affected Creditor is not an individual, the Proxy must be signed in its name by an authorized officer whose title should be indicated. The Proxy signed by a person acting as attorney or in some other representative capacity should indicate such person's capacity (following his or her signature) and it should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Monitor). If this Proxy is not dated in the space provided above, it shall be deemed to bear the date on which it was mailed to the Affected Creditor.

(4) This Proxy may be revoked (as to any matter on which a vote has not already been cast pursuant to its authority) by an instrument in writing executed by the Affected Creditor or by his or her attorney, duly authorized in writing or, if the Affected Creditor is not an individual, by an officer or attorney thereof duly authorized, and deposited either at the offices of the Monitor above mentioned on or before the last business day (which is a day that is not a Saturday, Sunday, or statutory holiday) preceding the date of the Creditors' Meeting or any adjournment thereof.

Schedule "D"
Newspaper Advertisement
NOTICE OF MEETING OF CREDITORS

Q.B. No. 1461 of 2009

IN THE COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED (the "**CCAA**")

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE CREDITORS OF BIG SKY FARMS INC., DRY CAST SYSTEMS INC. and BIG SKY MANAGEMENT CONSULTING CORP. (collectively, "**Big Sky**")

Big Sky commenced proceedings under the CCAA on November 10, 2009 and was granted an *Ex Parte* Order of the Court of Queen's Bench for Saskatchewan (the "**Initial Order**"). The Initial Order granted Big Sky various relief including, among other things, imposing a stay of proceedings against creditors in respect to Big Sky and its assets, appointing Ernst & Young Inc. as Monitor and providing Big Sky an opportunity to prepare and file a plan of arrangement or compromise for the consideration of its creditors and other stakeholders.

NOTICE IS HEREBY GIVEN THAT a meeting of the Affected Creditors of Big Sky (the "**Creditors' Meeting**") will be held in the Laurentian Room of the Holiday Inn Express Hotel, 315 Idylwyld Drive North, Saskatoon, Saskatchewan, Canada on Monday, February 8, 2010 at 10:00 a.m. (Central Standard Time) for the following purposes:

1. to consider, pursuant to an order of the Court of Queen's Bench of Saskatchewan dated January 5, 2010 (the "**Order**"), and if deemed advisable, to approve, a plan of compromise and arrangement (the "**Plan**") under the CCAA and certain related matters; and

2. to transact such further and other business as may properly be brought before the Creditors' Meeting or any adjournment thereof.

Pursuant to the Order, only Affected Creditors are entitled to vote with respect to the Plan. All documents relating to the Creditors' Meeting, including a Notice of Meeting; an Information Circular; the Monitor's Recommendation on the Plan; a Proxy and Voting Letter; and the full text of the Plan (the "**Plan and Meeting Documents**") will be sent to Affected Creditors in advance of the Creditors' Meeting. The Plan and Meeting documents will also be posted on the Monitor's website at www.ey.com/ca/bigskyfarms.

Affected Creditors unable to attend the Creditors' Meeting are requested to date, sign and return the Proxy and Voting Letter. To be used at the Creditors' Meeting, the proxy must be sent or delivered to the attention of Mike Bell at Ernst & Young Inc., P.O. Box 10101, Vancouver, BC, V7Y 1C7, fax: (604) 643-5422, e-mail: Mike.Bell@ca.ey.com by 5:00 p.m.

(Central Standard Time) on February 5, 2010 or, if the Creditors' Meeting is adjourned, on the business day (which is a day that is not a Saturday, Sunday, or statutory holiday) before the adjourned Creditors' Meeting.

Affected Creditors requiring further information not made available on the website should contact:

Monitor:
Mike Bell
Ernst & Young Inc.
P.O. Box 10101
700 West Georgia Street
Vancouver, BC
V7Y 1C7
1-888-283-9867 Ext. 3566

Big Sky:
Accounts Payable Dept.
Big Sky Farms
P.O. Box 610
10333 8th Street
Humboldt, SK
S0K 2A0
(306) 682-5041