

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, 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.

NOTICE OF MOTION

**(Sanction Order; Approval of Articles of Reorganization; Postponement of
Annual Shareholders' Meetings; Extension of Stay; Termination of USA)**

TAKE NOTICE that an application will be made to the Honourable Mr. Justice N.G. Gabrielson in Chambers at the Court House, 520 Spadina Crescent East, Saskatoon, Saskatchewan, on Thursday, the 11th day of February, 2010, at nine (9:00) o'clock in the forenoon, or so soon thereafter as counsel may be heard on behalf of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, the "**Applicants**" or "**Big Sky**") for the following items of relief pursuant to sections 138 and 185 of *The Business Corporations Act*, R.S.S. 1978, c. B-10 (the "BCA"); the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"); 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 and extended by subsequent Orders of this Honourable Court (the "**Initial Order**"); the Order (Authorizing Filing of Plan of Arrangement and Creditors' Meeting; Extension of Stay) of the Honourable Mr. Justice N.G. Gabrielson issued in these proceedings on January 5, 2010 (the "**Order Authorizing Filing of Plan**"); and the inherent jurisdiction of this Honourable Court, namely:

Validation of Service

- A. An Order declaring that the time for service of this Notice of Motion and the materials filed by the Applicants in support of this Notice of Motion is hereby

abridged, such that this application is properly returnable on February 11, 2010 and further service thereof on any other person shall be dispensed with.

Court Sanction of the Plan of Arrangement

- B. An Order declaring that the service and delivery of the Notice of Meeting, the Plan, the Information Circular, the Monitor's Recommendation on the Plan and the Proxy and Voting Letter (collectively, the "**Plan and Meeting Documents**"), as such phrases are defined in the Order Authorizing Filing of Plan, constitutes good and sufficient service and delivery of the Plan and Meeting Documents.
- C. An Order declaring that the Plan is fair, reasonable, in the best interests of the Applicants and the Affected Creditors and is sanctioned and approved by this Honourable Court pursuant to the provisions of the CCAA, and in particular, section 6 thereof.
- D. An Order authorizing and directing the Applicants to take all actions necessary or appropriate to enter into, implement and consummate the contracts, payments, instruments, releases, asset transfers and other agreements, documents and transactions to be created, completed or entered into in connection with the Plan.
- E. An Order approving the Plan and declaring that all associated steps, transactions, arrangements, assignments and reorganizations effected thereby are approved, binding and effective as herein set out upon the Applicants, the Affected Creditors and all other Persons and their respective successors and assigns in accordance with the terms of the Plan, effective as of the Plan Implementation Date, and the Applicants will thereupon be released and discharged from all Affected Claims and any and all indebtedness, obligations and liabilities, to the extent provided under the Plan.
- F. An Order providing that the CCAA Initial Order, and the stay of proceedings against the Applicants provided for therein, shall be confirmed and extended and shall continue to apply in accordance with its terms, from February 11, 2010 to and including the earlier of:

(i) March 18, 2010; or

(ii) one Business Day after the Plan Implementation Date;

whereupon such stay of proceedings will automatically terminate without further Order of this Court.

- G. An Order providing that all executory contracts, obligations, agreements or leases to which the Applicants are a party and which were not terminated or rejected prior to the date of the Sanction Order shall be and remain in full force and effect, unamended.
- H. An Order declaring that, other than Excluded Claims, any Pre-Filing Claims and Subsequent Claims in respect of which a proof of claim has not been filed by the Claims Bar Date or the Subsequent Claims Bar Date, as applicable, or if filed, has not been pursued in accordance with the provisions of the Claims Process Order, shall, upon the Plan Implementation Date, be forever barred and extinguished.

Approval of Articles of Reorganization

- I. An Order pursuant to section 185 of the BCA providing that the proposed Articles of Reorganization of Big Sky Farms Inc. (the “**Big Sky Articles of Reorganization**”) shall be approved, ratified and confirmed and shall become legally effective on the Plan Implementation Date.

Postponement of Annual Shareholders’ Meetings

- J. An Order pursuant to section 138 of the BCA providing that the Applicants shall be permitted to postpone convening meetings of their respective shareholders until a date on or before June 30, 2010.

Termination of Unanimous Shareholders Agreement

- K. An Order declaring that the existing Unanimous Shareholders Agreement entered into by the shareholders of Big Sky Farms Inc. shall be declared terminated and of no further force or effect.

AND FURTHER TAKE NOTICE THAT the grounds to be argued in support of this application are as follows:

1. The Plan and Meeting Documents were properly communicated and presented to the Affected Creditors and the Creditors' Meeting was duly convened in accordance with the provisions of the CCAA.
2. The Plan is fair, reasonable and in the best interests of the Applicants and their stakeholders, including the Affected Creditors.
3. The Applicants have acted in good faith and have complied in all material respects with the provisions of the CCAA and with the provisions of previous Orders of the Court within the CCAA Proceedings.
4. The Plan has been agreed to by the Required Majority of Creditors of the Affected Creditors Class, in conformity with section 6 of the CCAA.
5. An Order postponing the convening of an annual shareholders meeting of Big Sky Farms Inc. is 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.
6. An Order terminating the existing Unanimous Shareholders Agreement entered into by the shareholders of Big Sky Farms Inc. is 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.

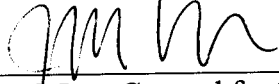
AND FURTHER TAKE NOTICE THAT the materials to be relied upon in support of this application are as follows:

- (a) this Notice of Motion;

- (b) a form of Draft Order;
- (c) the Fifth Report of the Monitor;
- (d) the Sixth Supplementary Affidavit of Canute Tagseth;
- (e) the pleadings and proceedings in this matter; and
- (f) such further and other material as counsel may advise and this Honourable Court may allow.

DATED at Saskatoon, Saskatchewan, this 7th day of February, 2010.

MacPHERSON LESLIE & TYERMAN LLP

Per: 
Jeffrey M. Lee, Counsel for the Applicants,
Big Sky Farms Inc., Drycast Systems Inc.
and Big Sky Management Consulting Corp.

This Notice of Motion was delivered by:

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TO: Local Registrar
Court of Queen's Bench
Judicial Centre of Saskatoon

AND TO: Those parties listed on the Service List posted to www.ey.com/ca/bigskyfarms

AND TO: The Shareholders of Big Sky Farms Inc.