



NO. S208894
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC.,
1185729 B.C. LTD. AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

PETITIONERS

NOTICE OF APPLICATION

Names of applicants: **Antarctica Capital, LLC**

TO: Those parties set out in Schedule "A".

TAKE NOTICE that an application will be made by the applicants to Justice Sharma at the courthouse at 800 Smithe Street, in the City of Vancouver, in the Province of British Columbia, by telephone, on ~~Wednesday the 6th day~~ of January at 10 AM for the order set out in Part 1 below.
Thursday the 7th

PART 1: ORDER SOUGHT

1. The Petitioners seek a sealing order in the form enclosed at Schedule "**B**" to this Notice of Application.

PART 2: FACTUAL BASIS

1. The facts that support this application are fully set out in the Affidavit No. 1 of Chandra Patel, sworn on December 29, 2020 (the "**Chandra Affidavit**"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Chandra Affidavit.

PART 3: LEGAL BASIS

1. Antarctica Capital, LLC seeks an order permitting it to file the Confidential Affidavit of Chandra Patel, sworn on December 29, 2020 (the "**Confidential Affidavit**")., submitted in support of UrtheCast's Application for the Land O'Lakes Assignment Order, under seal.
2. This Honourable Court has jurisdiction to order that certain materials be filed under seal when:
 - (i) such an order is necessary in order to prevent serious risk to an important interest, including a commercial interest, in the context of litigation because reasonable alternative measures will not prevent the risk; and,
 - (ii) the salutary effects of the confidentiality order, including the effects on the right of civil litigants to a fair trial, outweigh the deleterious effects, including the effects on the right to free express, which in this context includes the public interest in open and accessible Court proceedings.¹
3. The Confidential Exhibit (as defined in the Confidential Affidavit) contains information which is private, confidential, and commercially sensitive. Specifically, disclosure of the Confidential Exhibit will cause serious and irreparable harm to the commercial interests of the Purchasers and the Petitioners, because the Confidential Exhibit contains confidential information with respect to the ongoing operations of the Petitioners, including confidential financial information. Other than the Petitioners and Antarctica Capital, LLC, no other person has a reasonable expectation or right to access the Confidential Exhibit or the information contained therein.

PART 4: MATERIAL TO BE RELIED ON

1. Affidavit No. 1 of Chandra Patel, sworn December 29, 2020;
2. Confidential Affidavit of Chandra Patel, sworn December 29, 2020;
3. Affidavit #7 of Sai Chu, sworn December 29, 2020;
4. Fifth Report of the Monitor, to be filed.

¹ *Timminco Limited (Re)*, 2012 ONSC 948 at para. 76, citing *Sierra Club of Canada (Minister of Finance)*, 2002 SCC 41, at para. 53.

5. Such further and other materials as counsel may advise and this Honourable Court may permit.

Antarctica Capital, LLC estimates that the application will take fifteen minutes.

This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application

- (a) file an Application Response in Form 33
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

DATED: December 29, 2020

for



Sean Collins
Counsel for Antarctic Capital, LLC

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs
of Part 1 of this Notice of Application

☐ with the following variations and additional terms:

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DATED: _____ Signature of ☐ Judge
☐ Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

SCHEDULE "A"
NOTICE

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URTHECAST
CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC, 1185729 B.C. LTD.
AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED SCHEULDE "A"

PETITIONERS

SERVICE LIST

As at December 29, 2020

Bennett Jones LLP Barristers and Solicitors 2500-666 Burrard Street Vancouver, BC V6C 2X8 Attention: David E. Gruber Alexandra Andrisoi Jesse Mighton E-mail: GruberD@bennettjones.com AndrisoiA@bennettjones.com mightoni@bennettjones.com Telephone : 604-891-5154 Fax : 604-891-5100 <i>Counsel to the Petitioners</i>	Ernst & Young Inc. Monitor of the Petitioners Pacific Centre 700 West Georgia Street Vancouver, BC V7Y 1C7 Attention: Philippe Mendelson Mike Bell E-mail: Philippe.Mendelson@ca.ey.com mike.bell@ca.ey.com Fax: 604-643-5422 <i>Monitor</i>
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DLA Piper (Canada) LLP Suite 2800 Park Place 666 Burrard Street Vancouver, BC V6C 2Z7 Attention: Colin Brousson Jeffrey Bradshaw E-Mail: colin.brousson@dlapiper.com jeffrey.bradshaw@dlapiper.com <i>Counsel to the Monitor</i>	Baker & McKenzie LLP Brookfield Place, Suite 2100 181 Bay Street, P.O. Box 874 Toronto, Ontario, M5J 2T3 Attention: Michael Nowina Email: Michael.Nowina@bakermckenzie.com CC: MDSmith@landolakes.com helme.morgan@dorsey.com <i>Counsel to Land O'Lakes, Inc. and Winfield Solutions LLC</i>
McMillan LLP Royal Centre Suite 1500, 1055 West Georgia Street PO Box 11117 Vancouver, BC V6E 4N7 Attention: Vicki Tickle E-mail: vicki.tickle@mcmillan.ca <i>Counsel to the Bolzano Investments Limited, Lunar Ventures Inc., Vine Rose Limited SMF Investments Limited</i>	Borden Ladner Gervais LLP Waterfront Centre 200 Burrard Street Suite 1200 Vancouver, BC V7X 1T2 Attention: Ryan Laity E-mail: RLaity@blg.com <i>Counsel to 1249836 B.C. Ltd.</i>
Miller Thomson LLP 40 King St W Suite 5800 Toronto, ON M5H 4A9 Attention: Kenneth Rosenstein Asim Iqbal Gregory Azeff Email: kroenstein@millerthomson.com aiqbal@millerthomson.com gazeff@millerthomson.com <i>Counsel to Hale Capital Partners L.P.</i>	McCarthy Tétrault 745 Thurlow Street Suite 2400 Vancouver, BC V6E 0C5 Attention: Robert Richardson Sean F. Collins Jonathan See Email: rrichardson@mccarthy.ca scollins@MCCARTHY.CA jsee@mccarthy.ca <i>Counsel to Antarctica</i>

Deimos- Sabadell Bank Attention: Juan-Jose Nieto-Marquez Fernandez Email: NIETOMARQUEZ@bancsabadell.com <i>Secured Creditor</i>	Poulsen & Company Barristers & Solicitors 1800 – 999 West Hastings Street Vancouver, B.C. V6C 2W2 Attention: Jef Poulsen Email: contact@poulsenlaw.com <i>Counsel to Royal Bank of Canada</i>
Export Development Canada Attention: John Early Kevin Skilliter Email: JEarl@edc.ca KSkilliter@edc.ca <i>Secured Creditor</i>	SADI Attention: Marc-Andre Blais Francois Martel Julie Tan Sachelle Magloire-Prosper Email: marc-andre.blais@canada.ca francois.martel@canada.ca julie.tan@canada.ca sachelle.magloire-prosper@canada.ca <i>Secured Creditor</i>
1 262743 B.C. Ltd. Attention: Scott Larson Email: slarson@intllaunch.com <i>DIP Lender</i>	Osler, Hoskin & Harcourt LLP 100 King Street West 1 First Canadian Place Suite 6200, P.O. Box 50 Toronto, ON M5X 1B8 Attention: Kathryn Esaw Email: kesaw@osler.com Telephone: 416-862-4905 <i>Counsel to General Atomics</i>

Cambridge Global Payments 212 King Street West Suite 400 Toronto, ON M5H 1K5 Attention: Carole Palmer Email: cpalmer@cambridgefx.com Telephone: 800-374-8077 Telephone (Direct): 416-646-6401 Ext 2255 Fax: 866-794-2630 <i>General Counsel to Cambridge Global Payments</i>	Bosnart AG Attention: Artjoms Tarasenoks Olegs Savikins Email: tarasenoks@bosnart.ch savikins@bosnart.ch Shareholders
International SOS 3600 Horizon Boulevard Suite 300 Philadelphia PA 19053 Attention: Diane L. Lisowski Douglas Nishimura Email: diane.lisowski@internationalsos.com DNishimura@fieldlaw.com	

SCHEDULE "B"
FORM OF ORDER

NO. S208894
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
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PETITIONERS

SEALING ORDER

BEFORE	)	)	WEDNESDAY, THE 6 TH
	)	)	DAY OF JANUARY,
	)	)	2021

ON THE APPLICATION of Antarctica Capital, LLC coming on for hearing at Vancouver, British Columbia on the 6th day of January, 2021 (the "**Sealing Order Date**"), by telephone; AND ON HEARING Sean Collins, counsel for Antarctica Capital, LLC, David E. Gruber, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the Affidavit #7 of Sai Chu sworn December 29, 2020, Affidavit #1 of Chandra Patel, sworn on December 29, 2020, and the Fifth Report of Ernst & Young Inc. (the "**Monitor's Fifth Report**"), in its capacity as Monitor; AND UPON READING the Confidential Affidavit of Chandra Patel, sworn on December 29, 2020, to be filed; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

Access to Sealed Items permitted by:

☐ Counsel of Record

☐ Parties on Record

☒ Further Court Order

☐ Others _____

Items to be sealed:

Doc Name:	Date filed: <i>(Date on Court Stamp)</i>	# of copies filed, including any extra copies for the judge.	Duration of sealing order: <i>(to specific date or until further order)</i>	Sought	Granted	
					YES	NO
Confidential Affidavit of Chandra Patel sworn December 29, 2020.	To be filed	One	Until further Order	☒		

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

SEAN F. COLLINS
Counsel for Antarctica Capital, LLC

BY THE COURT

JUSTICE SHARMA

SCHEDULE "A"
(LIST OF COUNSEL)

Counsel Name	Appearing For
David E. Gruber	Counsel for the Petitioners
Sean F. Collins	Antarctica Capital, LLC

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SEALING ORDER

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