Court File No. CV-21-00657098-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TGF ACQUISITION PARENT LTD., SUN RICH FRESH FOODS INC. & TIFFANY GATE FOODS INC.

(Applicants)

NOTICE OF (I) SALE OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE U.S. DEBTORS AND CANADIAN DEBTORS
AND (II) SALE HEARINGS

PLEASE TAKE NOTICE that, on February 15, 2021, Country Fresh Holding LP and certain of its debtor affiliates[1], as debtors and debtors-in-possession (collectively, the "**U.S. Debtors**") filed voluntary petitions commencing parallel insolvency proceedings (the "**Chapter 11 Cases**") before the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "**Bankruptcy Court**") under chapter 11 of title 11 of the United States Bankruptcy Code.

PLEASE FURTHER TAKE NOTICE that, on February 17, 2021, the Canadian affiliates of the U.S. Debtors[2] (the "**Canadian Debtors**") commenced parallel insolvency proceedings (the "**CCAA Proceedings**") before the Ontario Superior Court of Justice (Commercial List) (the "**CCAA Court**") under the *Companies' Creditors Arrangement Act* ("**CCAA**"). The U.S. Debtors and the Canadian Debtors are collectively referred to as the "**Sellers**".

PLEASE FURTHER TAKE NOTICE that, on February 17, 2021, the U.S. Debtors filed their *Emergency Motion For Entry of an Order: (I) (A) Authorizing and Approving Bid Procedures; (B) Authorizing and Approving the Debtors' Entry into the Stalking Horse Purchase Agreement; (C) Authorizing and Approving the Expense Reimbursement and Break-Up Fee; (D) Scheduling an Auction and Sale Hearing; (E) Authorizing and Approving Assumption and*

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[1] The U.S. Debtors in the Chapter 11 Cases, along with the last four digits of each U.S. Debtor's federal tax identification number, are: Country Fresh Holding Company Inc. (7822), Country Fresh Midco Corp. (0702), Country Fresh Acquisition Corp. (5936), Country Fresh Holdings, LLC (7551), Country Fresh LLC (1258), Country Fresh Dallas, LLC (7237), Country Fresh Carolina, LLC (8026), Country Fresh Midwest, LLC (0065), Country Fresh Orlando, LLC (7876), Country Fresh Transportation LLC (8244), CF Products, LLC (8404), Country Fresh Manufacturing, LLC (7839), Champlain Valley Specialty of New York, Inc. (9030), Country Fresh Pennsylvania, LLC (7969), Sun Rich Fresh Foods (NV) Inc. (5526), Sun Rich Foods (USA) Inc. (0429), Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors' principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

[2] The Canadian Debtors in the CCAA Proceedings are TGF Acquisition Parent Ltd., Sunrich Fresh Foods Inc. and Tiffany Gate Foods Inc.

Assignment Procedures; and (F) Approving Notice Procedures; (II) Approving the Sale of Substantially All of the U.S. Debtors' Assets Free and Clear Of All Liens, Claims, Encumbrances and Interests; and (III) Granting Related Relief [Docket No. 51] in the Bankruptcy Court.

PLEASE FURTHER TAKE NOTICE that, on February 26, 2021, the Bankruptcy Court entered its *Order (I) (A) Authorizing and Approving Bid Procedures; (B) Authorizing the Debtors' Entry into the Stalking Horse Purchase Agreement; (C) Authorizing and Approving Expense Reimbursement and Break-Up Fee; (D) Scheduling an Auction and Sale Hearing; (E) Authorizing and Approving Assumption and Assignment Procedures; and (F) Approving Notice Procedures* [Docket No. 164] (the "**Bid Procedures Order**")[3] in the Chapter 11 Cases, authorizing the U.S. Debtors to market their business and assets in accordance with the sale and bid procedures annexed to the Bid Procedures Order (the "**U.S. Bid Procedures**") and conduct an auction (the "**Auction**") to select a party or parties to purchase all or some of the U.S. Debtors' assets in accordance with the U.S. Bid Procedures.

On March 1, 2021, the CCAA Court issued a Bidding Procedures Order in the CCAA Proceedings (the "**Canadian Bidding Procedures Order**") which, among other things, approved the execution of the Stalking Horse Agreement and authorized the Canadian Debtors to market their business and assets in accordance with the sale and bid procedures annexed to the Canadian Bidding Procedures Order (the "**Canadian Bid Procedures**" and, together with the U.S. Bid Procedures, the "**Bid Procedures**").

PLEASE TAKE FURTHER NOTICE that the Bid Deadline under the Bid Procedures is **<u>March 19, 2021 at 4:00 p.m. (prevailing Central Time)</u>**, and that any person or entity who wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bid Procedures.

PLEASE TAKE FURTHER NOTICE that the Sellers intend to conduct the Auction at which it will consider proposals submitted to the Sellers and their professionals, by and pursuant to the Bid Procedures as set forth in the Bid Procedures Order and the Canadian Bidding Procedures Order, on **<u>March 22, 2021 at 10:00 a.m. (prevailing Central Time)</u>**. Instructions to participate in the Auction via video will be provided to Qualified Bidders prior to the Auction.

PLEASE TAKE FURTHER NOTICE that the hearing (the "**U.S. Sale Hearing**") to approve and authorized the sale of the U.S. Debtors' Assets will be held on **<u>March 25, 2021 at 9:30 a.m. prevailing Central Time</u>**.

PLEASE TAKE FURTHER NOTICE that the hearing to approve and authorize the sale of the Canadian Debtors' Assets will be held on **<u>March 26, 2021 at 12:00 p.m.</u> prevailing Eastern Time** (the "**Canadian Sale Hearing**").

PLEASE TAKE FURTHER NOTICE that the Canadian Sale Hearing and the U.S. Sale Hearing (collectively, the "**Sale Hearings**") may be heard concurrently or jointly by the Bankruptcy Court and CCAA Court if determined efficient and desirable.

The Sale Hearings may be adjourned or rescheduled as ordered by the Bankruptcy Court and/or the CCAA Court, or by the Sellers in consultation with the Consultation Parties, but without further notice to creditors and parties in interest other than by announcement by Debtors of the adjourned date at the Sale Hearings.

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[3] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bid Procedures Order or the Bid Procedures annexed thereto, as applicable.

PLEASE TAKE FURTHER NOTICE that the deadline for filing an objection to the Sale(s) is **March 23, 2021 at 4:00 P.M. prevailing Central Time**. Any such objection must (a) be in writing, (b) state with specificity the nature of such objection, (c) comply with the Federal Rules of Bankruptcy Procedure or the CCAA, as applicable, and (d) be filed with both the Bankruptcy Court and the CCAA Court and served on undersigned counsel for the Sellers.

PLEASE TAKE FURTHER NOTICE that copies of pleadings related to the proposed Sale as related to the U.S. Debtors, including the Bid Procedures Order (and attached Bid Procedures) approved by the Bankruptcy Court, are available on the U.S. Debtors' website at https://dm.epiq11.com/freshfoodgroup or on the Bankruptcy Court's website at https://ecf.txsb.uscourts.gov/. You can request any pleading you need from (i) the proposed noticing agent, Epiq Corporate Restructuring, LLC (CountryFreshInfo@epiqglobal.com), or (ii). counsel for the U.S. Debtors at: Foley & Lardner LLP, c/o Sharon M. Beausoleil (sbeausoleil@foley.com).

PLEASE TAKE FURTHER NOTICE that copies of motions and materials related to the proposed Sale as related to the Canadian Debtors and the CCAA Proceedings, including the Canadian Bidding Procedures Order, are available on the website of Ernst & Young Inc., in its capacity as Court-appointed Monitor of the Canadian Debtors (the "**Monitor**") at https://www.ey.com/ca/freshfoodcanada. Should you require further information regarding the Canadian Debtors and the CCAA Proceedings you may contact, (i) the Monitor at (freshfoodcanada.monitor@ca.ey.com); or (ii) counsel for the Canadian Debtors at: Stikeman Elliott LLP, c/o Lee Nicholson (leenicholson@stikeman.com).