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COURT FILE NUMBER 2201-08920

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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
NORTH AMERICAN LAMB COMPANY LTD.,
CANADA SHEEP AND LAMB FARMS LTD.,
CANADA SHEEP HOLDINGS LTD., LAMB
CLUB MARKETING LIMITED, CANADA LAMB
GROWERS LTD., CANADA LAMB
PROCESSORS LTD. and CANINE FAIR LTD.

PARTY FILING THIS DOCUMENT ERNST & YOUNG INC., IN ITS CAPACITY AS
COURT-APPOINTED MONITOR OF THE
DEBTOR COMPANIES

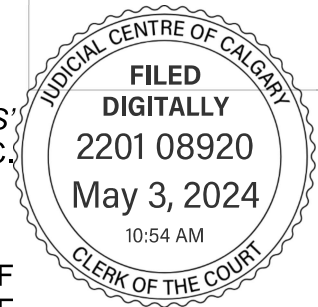
DOCUMENT **CONDITIONAL TERMINATION ORDER**

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Lawyers for the Monitor, Ernst & Young Inc.
File no.: 1001221818

Clerk's stamp



DATE ON WHICH ORDER WAS PRONOUNCED: May 1, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta (Via Webex)

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice Neufeld

UPON THE APPLICATION of Ernst & Young Inc., in its capacity as the Court-appointed monitor (the **Monitor**) of the undertaking, property and assets of North American Lamb Company Ltd. (**NALCO**) and its subsidiaries, Canada Sheep and Lamb Farms Ltd., Canada Sheep Holdings Ltd., Lamb Club Marketing Limited, Canada Lamb Growers Ltd., Canada Lamb Processors Ltd.,

and Canine Fare Ltd. (collectively, the **Debtor Companies** or the **NALCO Group**) for the Conditional Termination Order, AND UPON having read the Monitor's Seventh Report dated April 22, 2024 (the **Seventh Report**); AND UPON hearing counsel for the Monitor, and any other party that may be present; AND UPON being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given;
2. The fees, disbursements and costs of the Monitor and the Monitor's legal counsel, Norton Rose Fulbright Canada LLP, as set out in the Seventh Report, and in all of its other reports filed herein, are hereby approved.
3. The professional fees, disbursements and costs of the Monitor and the Monitor's Legal Counsel, Norton Rose Fulbright Canada LLP, from the date of this Order to the date of the filing of the Termination Certificate are pre-authorized and pre-approved.
4. The Monitor's conduct and activities as set out in the Seventh Report of the Monitor and in all of its other reports filed herein are hereby ratified and approved.
5. The Monitor is authorized and directed to finalizing the Remaining Activities, as set out in paragraph 33 of the Seventh Report.
6. The Monitor is authorized to have all of the remaining books and records of the Debtor Companies destroyed.
7. On the evidence before the Court, the Monitor has satisfied its obligations under and pursuant to the terms of the Amended and Restated Initial Order, granted by the Honourable Justice R.A. Neufeld on August 17, 2022, and all Orders granted in the within proceedings up to and including the date hereof, and the Monitor shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Monitor, or with leave of the Court. Subject to the foregoing any claims against the Monitor in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

8. Upon the Monitor filing with the Clerk of the Court a certificate in the form attached hereto as Appendix "A" confirming that all matters set out in paragraph 5 of this Order have been completed, then:
- (a) the Monitor shall be discharged as Monitor of the Debtor Companies, provided however, that notwithstanding its discharge herein (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the CCAA proceeding herein, and (b) the Monitor shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.
 - (b) these CCAA proceedings will be deemed terminated without further Order of this Court.
9. The Stay Period as ordered and defined in paragraph 13 of the Initial Order granted herein on August 8, 2022, as amended and restated by Amended and Restated Initial Order granted on August 17, 2022, is hereby extended to and including the earlier of:
- (a) the date of filing of the Termination Certificate by the Monitor with the Court; and
 - (b) September 2nd, 2024.
10. The Monitor is granted leave to apply to this Court for advice and directions as may be necessary to carry out the terms of the Order sought.
11. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
12. Service of this Order on any party not attending this application is hereby dispensed with.



Justice of the Court of King's Bench
of Alberta

APPENDIX A

COURT FILE NUMBER 2201-08920

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

Clerk's stamp

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PARTY FILING THIS DOCUMENT ERNST & YOUNG INC., IN ITS CAPACITY AS
COURT-APPOINTED MONITOR OF THE
DEBTOR COMPANIES

DOCUMENT **TERMINATION CERTIFICATE**

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Lawyers for the Monitor, Ernst & Young Inc.
File no.: 1001221818

RECITALS

(A) Pursuant to an Order of the Court of King's Bench of Alberta dated August 8, 2022, Ernst & Young Inc. was appointed a the monitor (the **Monitor**) of North American Lamb Company Ltd. (**NALCO**) and its subsidiaries, Canada Sheep and Lamb Farms Ltd., Canada Sheep Holdings Ltd., Lamb Club Marketing Limited, Canada Lamb Growers Ltd., Canada Lamb Processors Ltd., and Canine Fare Ltd. (collectively, the Debtor Companies or the **NALCO Group**).

(B) Pursuant to an Order of the Court of King's Bench of Alberta dated May 1, 2024, the Monitor shall be discharged, and these proceedings shall be terminated upon the Monitor filing this Termination Certificate.

THE MONITOR HEREBY CERTIFIES the following:

1. All of the steps required to complete these proceedings have been completed as of this _____ day of _____, 2024.

ACCORDINGLY, the Monitor is hereby discharged and these proceedings terminated.

**ERNST & YOUNG INC. in its
capacity as the Court-appointed
Monitor of the Debtor Companies
and not in its personal capacity.**

Per: _____

Name:

Title: