
O'KEEFE & SULLIVAN

BY EMAIL

Supreme Court of Newfoundland and
Labrador Trial Division (General)
Court House, 309 Duckworth Street
P.O. Box 937
St. John's, NL A1C 5M3
Attn: Mr. Justice A. MacDonald

17 July 2023

Mr. Justice MacDonald:

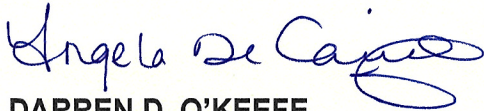
Re: Big Erics Inc. and Terra Nova Old Port Foods Inc.
(In: Re) *Companies Creditors Arrangement Act*, RSC 1985
2023 01G 3233

Please find enclosed an affidavit from the undersigned, placing certain correspondence from the Mezzanine Lenders (as defined in the within application) before the Court for the hearing on 18 July 2023.

Trust you will find the enclosed to be in order.

Regards,

for



DARREN D. O'KEEFE
dokeefe@okeefesullivan.com

Encl. Affidavit of Darren D. O'Keefe 17 July 2023

O'KEEFE & SULLIVAN LAWYERS

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2023 01G 3233
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 as Amended (the "**BIA**")

IN THE MATTER OF the *Companies Creditors Arrangement Act* R.S.C., 1985 c. C-36 as Amended (the "**CCAA**"); and

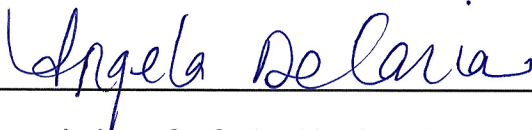
AND IN THE MATTER OF an application of Big Erics Inc. ("**BEI**") and Terra Nova Old Port Foods Inc. ("**TNOPFI**") (collectively, the "**Companies**")

AFFIDAVIT

I, **DARREN D. O'KEEFE** of the City of St. John's, in the Province of Newfoundland and Labrador, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am co-counsel for of the Companies.
2. On 17 July 2023, in my capacity as co-counsel for the Companies, I received a copy of the letter attached hereto as **Exhibit "A"**. This letter was delivered by Wayne and Joan Myles, as Collateral Agents, on behalf of the Mezzanine Lenders (as defined in the within Application).
3. This affidavit is being filed to place the attached **Exhibit "A"** before the Court and for no other or improper purpose.

SWORN before me in the City of St. John's, Newfoundland and Labrador, Canada:



Commissioner for Oaths, Newfoundland and Labrador
(Witnessed Electronically)

ANGELA De CARIA
A Commissioner for Oaths in and for
the Province of Newfoundland and Labrador.
My commission expires on December 31, 20 25



DARREN D. O'KEEFE

EXHIBIT "A"

Wayne & Joan Myles, jointly, Collateral Agent

Mail & Delivery: Suite 1100, 235 Water Street, St. John's, NL Canada A1C 1B6

Email: joan@mylesandcompany.com

July 17, 2023

To: Sharon Kour, Reconstruct LLP and Darren O'Keefe, O'Keefe & Sullivan

Re: In the Matter of an Application of Big Erics Inc. ("BEI") and Terra Nova Old Port Foods Inc. ("TNOPFI") In the Supreme Court of Newfoundland and Labrador In Bankruptcy and Insolvency 2023 01G 3233 (the "Proceeding")

As you are aware, Wayne and Joan Myles, jointly, act as collateral agent (the "**Collateral Agent**") for the benefit of the certain Lenders and their assignee(s) (as determined from time to time, the "**Interested Parties**") pursuant to a loan agreement dated 18 February 2020 (as amended, amended and restated, renewed, extended, supplemented, replaced or otherwise modified from time to time, the "**Loan Agreement**") and pursuant to which BEI, TNOPFI and Lighthouse Capital Atlantic Inc. (together with BEI and TNOPFI, jointly and severally, the "**Borrowers**"). Under the Loan Agreement, the Borrowers were advanced \$1,949,774.65 (the "**Loan Amount**") by or through the Collateral Agent, for various working capital or other corporate purposes, pursuant to a demand promissory note also dated 18 February 2020 (the "**Note**"), and payable, together with prescribed interest, to the Collateral Agent. In accordance with the Loan Agreement, the obligations of the Borrowers are secured by various security instruments.

As of the date hereof, the Borrowers remain jointly and severally liable to the Collateral Agents (for the benefit of the Interested Parties) for amounts of principal and interest that continue to be unpaid, and the security granted has not been released.

The Collateral Agent confirms receipt of notice and service of various documents you have forwarded to the Collateral Agent in respect of the Proceeding, including affidavits of Bill Barlett and Nicole Myles Brook, and draft Orders for consideration by the Court at a hearing to occur on or after July 18, 2023. Similarly, the Collateral Agent confirms that it has authority to and consents to BEI and TNOPFI continuing their respective proposed restructuring under the Companies' Creditors Arrangement Act, as proposed in the Proceedings and further has no objection to the appointment of Grant Thornton Ltd. as Monitor.

Sincerely,



Per: Joan Myles, as collateral agent

cc. Phil Clarke, CPA, CA, CIRP, LIT, Grant Thornton Ltd.
cc. Sara Scott, Stewart McKelvey, counsel to Grant Thornton Ltd.
cc. Wayne Myles
cc. Nicole Myles Brook, Big Erics Inc.
cc. Ingo Eckoldt, Terra Nova Old Port Foods Inc.