

**IN THE MATTER OF OKANAGAN GROWERS DISTRIBUTION COOPERATIVE
(FORMERLY BC TREE FRUITS COOPERATIVE), BC TREE FRUITS INDUSTRIES
LIMITED and 0015755 B.C. LTD. (FORMERLY GROWERS SUPPLY COMPANY
LIMITED)**

PLEASE TAKE NOTICE that on May 13, 2026, the Supreme Court of British Columbia (the “Court”) issued an order (the “Order”) in the receivership proceedings of Okanagan Growers Distribution Cooperative, formerly BC Tree Fruits Cooperative (“OGDC”), BC Tree Fruits Industries Limited and 0015755 B.C. Ltd., formerly Growers Supply Company Limited (collectively, the “Petitioners”), conditionally approving a proposed arrangement (“Arrangement”) under Division 5 of Part 9 of the *Business Corporations Act*, S.B.C. 2002, c. 57 (the “BCA”) to, among other things, implement the purchase by 1589040 B.C. Ltd., of all the member shares in OGDC, representing all of the issued and outstanding shares in the capital of OGDC (the “Shares”). The Arrangement is described in greater detail in the attached Appendix “A”.

AND NOTICE IS FURTHER GIVEN that the Court’s conditional approval is subject to the approval of the Arrangement by not less than 66⅔% (two-thirds) of the current members of OGDC (the “Members”). Pursuant to the Order, the Court has directed Alvarez & Marsal Canada Inc., in its capacity as the Court-appointed receiver of the assets and undertakings of the Petitioners (the “Receiver”), to implement the process established by the Order by which votes of Members are cast, counted and recorded in order to determine whether the Members approve of the Arrangement (the “Member Voting Procedure”).

Under the Member Voting Procedure:

- 1. If a Member wishes to vote against approving the Arrangement**, such Member must submit a completed Objection Notice (a copy of which is included with this Notice) to the Receiver by not later than 5:00 p.m. (Vancouver time) on May 25, 2026 (the “Voting Deadline”).
- 2. All Members that do not deliver a completed Objection Notice to the Receiver by the Voting Deadline are deemed to vote in favour of approving the Arrangement**, and such Member need not take any other action.

Only current members of OGDC are entitled to vote on the Arrangement. Each Member is entitled to one (1) vote.

The Objection Notice must be delivered by registered mail, courier, email (in one PDF file) or personal delivery to the Receiver and must be received by the Receiver **by no later than 5:00 p.m. (Vancouver time) on May 25, 2026** at:

Alvarez & Marsal Canada Inc.

Court-Appointed Receiver of Okanagan Growers Distribution Cooperative, BC
Tree Fruits Industries Limited and 0015755 B.C. Ltd.
925 West Georgia Street, Suite 902
Vancouver, British Columbia V6C 3L2

Attention: Anthony Tillman and Pinky Law

Email: bctreefruits@alvarezandmarsal.com

Transaction Notice Packages (as defined in the Order), including the Objection Notice, will be sent to all Members according to the records of OGDC. You may also obtain a Transaction Notice Package from the Receiver's Website at: <https://www.alvarezandmarsal.com/bctreefruits>, or by contacting the Receiver at bctreefruits@alvarezandmarsal.com.

Only Objection Notices **actually received** by the Receiver on or before **5:00 p.m. Vancouver time on May 25, 2026** will be considered submitted by the Voting Deadline. **If you wish to vote against the Arrangement, it is your responsibility to ensure that the Receiver receives your Objection Notices by the Voting Deadline.**

If you have any questions regarding this process or the Transaction Notice Packages, please contact the Receiver at bctreefruits@alvarezandmarsal.com.

DATED this 13th day of May, 2026 at Vancouver, British Columbia

Appendix “A”

Overview of the Arrangement and Associated Transactions

On May 6, 2026, 1589040 B.C. Ltd. (“**Acquireco**”), Amarjit Singh Lalli (the “**Representative Member**”), in his capacity as the representative of the current members (the “**Members**”) of Okanagan Growers Distribution Cooperative, formerly BC Tree Fruits Cooperative (“**OGDC**”), and the Receiver entered into a Plan of Arrangement (the “**Plan of Arrangement**”). The arrangement contemplated by the Plan of Arrangement (the “**Arrangement**”) involves a series of transactions through which, among other things, Acquireco will acquire all of the issued and outstanding member shares of OGDC (the “**Shares**”), for a total cash purchase price of \$2,262,000.00 (the “**Cash Consideration**”). All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the accompanying Notice to Members.

The Arrangement has been conditionally approved by the Court pursuant to the Arrangement Approval and Member Voting Procedure Order, and remains subject to approval by the Members pursuant to the Member Voting Procedure.

The Cash Consideration will be paid to the Receiver, to be held in trust, and to be distributed to the Members, net of transaction costs, in accordance with the terms of the Plan of Arrangement. Acquireco and the Representative Member expect that each Member could receive approximately **\$13,000** for their Share, subject to deductions for the “Arrangement Costs” (as defined in the Order). Note that tax may be payable on the Cash Consideration ultimately distributed and paid to Members.

After the Arrangement is fully implemented:

1. Members will have no further interests in OGDC;
2. BC Tree Fruits Industries Limited (“**BCTFIL**”), will assume all rights, entitlements, and interests to the currently existing assets and obligations of OGDC, including those arising from any orders issued by the Court in the petitioners’ receivership proceedings or proceedings under the *Companies’ Creditors Arrangement Act* (Canada), **but** excluding, specifically, the tax returns and any other books and records of OGDC;
3. The Cash Consideration will be held by the Receiver, on behalf of BCTFIL, to be distributed to the Members in accordance with the terms of the Order and the Plan of Arrangement;
4. OGDC will cease to be a petitioner and will no longer be subject to the receivership proceedings. All prior court orders which created obligations or interests in respect of or affected OGDC, and which relate to any of the Transferred Assets or the Liabilities and Obligations (as they are defined in the Order or the Plan of Arrangement, as applicable) will apply to BCTFIL; and
5. OGDC and Acquireco will not have any obligations to any creditors or stakeholders of OGDC, as such obligations will have been transferred to and assumed by BCTFIL.

The Receiver has reviewed the Plan of Arrangement, and is of the view that the Arrangement provides for greater value to the Members than would otherwise be available. The Receiver recommends that Members approve the Arrangement. Please refer to the Receiver's Third Report for more information on the Receiver's analysis of the Arrangement.