

**SUPREME COURT OF NOVA SCOTIA  
IN BANKRUPTCY AND INSOLVENCY**

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

**AND IN THE MATTER OF** an application of Blue Lobster Capital Limited, 3284906 Nova Scotia Limited, 3343533 Nova Scotia Limited and 4318682 Nova Scotia Limited (collectively, the "**Applicants**")

**NOTICE OF MOTION**

To: The Service List as set out in **Schedule 'A'** hereto

**MOTION:**

The Applicants, Blue Lobster Capital Ltd. ("**BLCL**"), 3284906 Nova Scotia Limited (carrying on business as Nova Scotia Spirit Co., "**Spirit Co.**"), 3343533 Nova Scotia Limited (carrying on business as Lost Bell Winery, "**Lost Bell**"), and 4318682 Nova Scotia Limited (carrying on business as Annapolis Cider Co., "**Annapolis Cider**" and, together with BLCL, Spirit Co., and Lost Bell, the "**Applicants**"), will make a motion before the Honourable Associate Chief Justice Jamieson on **August 19, 2026 at 9:30 a.m.**, or as soon thereafter as counsel may be heard, at the Law Courts, 1815 Upper Water Street, Halifax, Nova Scotia, for an order:

1. Declaring that the funds swept by Royal Bank of Canada ("**RBC**") from BLCL's accounts and applied to the indebtedness of Spirit Co. (the "**Swept Funds**") should be allocated to BLCL for distribution purposes;
2. Directing the Monitor, AlixPartners Restructuring Inc. (formerly KSV Restructuring Inc.) (the "**Monitor**"), to reallocate the Swept Funds in the approximate amount of \$378,000.00, comprising two transfers from BLCL's account to Spirit Co.'s operating line of credit (the net proceeds of BLCL's Charlottetown condominium of approximately \$145,000, and approximately \$233,000 from fishing-vessel proceeds deposited in BLCL's account), only one of which is addressed in the Tenth Report of the Monitor

dated August 10, 2026 (the "Tenth Report"), from the proceeds of the Operating Company transactions to BLCL;

3. Approving the Fee Allocation Settlement dated July 8, 2026, under which BLCL's contribution to the CCAA costs of the Operating Companies is fixed at \$300,000 (comprising a \$200,000 settlement payment and the Monitor's retention of \$100,000 from BLCL's sale proceeds), and authorizing the Monitor to distribute the \$200,000 settlement payment held in trust in accordance with its terms;
4. For such further and other relief as counsel may advise and this Honourable Court may permit.

### **GROUND FOR ORDER:**

#### **Reallocation of the RBC Debt Repayment:**

1. BLCL is a distinct legal entity from Spirit Co. and the other Applicants. RBC's security instruments are entity-specific. The General Security Agreement, credit agreement, and collateral mortgages executed in favour of RBC by BLCL secure only BLCL's own indebtedness to RBC. There is no cross-guarantee by BLCL of Spirit Co.'s operating indebtedness in the original security package; the BLCL guarantees of Lost Bell Winery and Annapolis Cider entered under the February 26, 2024 Forbearance Agreement were each capped at \$500,000.00 and were never triggered, as RBC was repaid in full from Operating Company transaction proceeds.
2. Immediately prior to the commencement of these CCAA proceedings, RBC applied approximately \$378,000 from BLCL's account to Spirit Co.'s operating line of credit by way of two transfers: approximately \$145,000 being the net proceeds of BLCL's Charlottetown condominium, and approximately \$233,000 from the proceeds of a fishing vessel deposited in BLCL's account (together, the "RBC Debt Repayment"). The Tenth Report addresses only the Charlottetown transfer and states its amount as \$345,000. The written forbearance agreements dated February 26, 2024 had expired on April 26, 2024, and forbearance continued on an informal basis thereafter. RBC's explanation is that the application was made as a condition of its continued

forbearance, and the contemporaneous communications conflict as to the intended application.

3. RBC has since been repaid in full from the Operating Company transaction proceeds, and the Court is not asked to determine any claim by or against RBC. The allocation of the RBC Debt Repayment as between the estates is relevant only to the distribution of the remaining assets of the Applicants.
4. A lender's right of set-off is strictly circumscribed by the terms of the instruments creating it and must be construed narrowly. The implied authority to apply one borrower's funds to another borrower's debt cannot arise where the governing instruments are entity-specific and contain whole agreement clauses. Applying BLCL's funds to Spirit Co.'s indebtedness fell outside BLCL's security package, which secures only BLCL's own obligations. RBC does not assert a contractual entitlement to the application, and no allegation of impropriety is made.
5. The Monitor's own records acknowledge the existence of the Swept Funds as a live unresolved issue. As early as August 2025, Monitor's counsel confirmed to Applicants' counsel that the reallocation issue was a live question capable of resolution between the estates without involving RBC, and that sufficient net proceeds were held to address it. The Monitor recognized that the reallocation issue remained unresolved and required Court direction.
6. Relief under s. 11 of the CCAA is appropriate to direct the Monitor to reallocate the Swept Funds to BLCL. The Monitor holds sufficient proceeds to do so. No prejudice accrues to any secured creditor, as RBC has been paid in full from the Operating Company transaction proceeds. The reallocation gives effect to the appropriate allocation of BLCL's asset proceeds, consistent with the entity-specific terms of RBC's security instruments and the absence of any BLCL guarantee of Spirit Co.'s operating line.

#### **REFERENCES:**

- (a) *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, ss. 11, 11.02, 36;

- (b) *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, s. 244;
- (c) *Judicature Act*, R.S.N.S. 1989, c. 240;
- (d) *Bhasin v. Hrynew*, 2014 SCC 71;
- (e) *Manulife Bank of Canada v. Conlin*, [1996] 3 SCR 415;
- (f) *Shafron v. KRG Insurance Brokers (Western) Inc.*, 2009 SCC 6;
- (g) *9354-9186 Québec inc. v. Callidus Capital Corp.*, 2020 SCC 10;
- (h) Such further authorities as counsel may advise.

**EVIDENCE:**

The motion will be supported by the following:

- (a) The Affidavit of Kevin Alexander Rice, sworn 14 August 2026, and Exhibits thereto;
- (b) The Fourth Report of the Monitor dated June 17, 2025;
- (c) The Seventh Report of the Monitor dated January 22, 2026;
- (d) The Tenth Report of the Monitor dated August 10, 2026;
- (e) The record of these proceedings, as approved by the Court;
- (f) Such further and other material as counsel may advise and this Honourable Court may permit.

**POSSIBLE ORDER AGAINST YOU:**

If you fail to attend and oppose this motion, the Applicants may proceed and the Court may make an order pursuant to this Notice of Motion and enforce it against you.

**DATED** at Halifax, Nova Scotia, this 14 day of August, 2026.

**O'KEEFE & SULLIVAN**

Counsel for the Applicants  
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# SCHEDULE "A"

2025

Hfx No. 538745

## SUPREME COURT OF NOVA SCOTIA

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

**AND IN THE MATTER OF** an application by Blue Lobster Capital Limited,  
3284906 Nova Scotia Limited, 3343533 Nova Scotia Limited and 4318682 Nova  
Scotia Limited (collectively, the "Applicants") for relief under s. 11 of the CCAA  
and other relief.

### SERVICE LIST

(October 21, 2025)

|                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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**SUPREME COURT OF NOVA SCOTIA  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER** of the *Companies' Creditors Arrangement Act*, R.S.C 1985, c. C-36, as amended (the "**CCAA**")

**AND IN THE MATTER OF** an application by Blue Lobster Capital Limited, 3284906 Nova Scotia Limited, 3343533 Nova Scotia Limited and 4318682 Nova Scotia Limited (collectively, the "**Applicants**") for relief under s. 11 of the CCAA and other relief;

**ORDER**

**(Reallocation of the RBC Debt Repayment; Approval of the Fee Allocation Settlement)**

Before the Honourable Associate Chief Justice Jamieson:

The following parties, represented by the following counsel, made submissions:

| <b>Party</b>                                                      | <b>Counsel</b>                                           |
|-------------------------------------------------------------------|----------------------------------------------------------|
| Applicants                                                        | O'Keefe & Sullivan<br>Darren D. O'Keefe<br>Essber Essber |
| AlixPartners Restructuring Inc. (formerly KSV Restructuring Inc.) | Reconstruct LLP<br>Sharon Kour<br>Brendan Bissell        |

Upon the motion of the Applicants; upon reading the Affidavit of Kevin Alexander Rice sworn \_\_\_\_\_, 2026 (the "**Rice Affidavit**") and the Exhibits thereto; upon reading the Fourth Report, the Seventh Report, and the Tenth Report of AlixPartners Restructuring Inc. (formerly KSV Restructuring Inc.) (the "**Monitor**"); upon reading the Brief of Law of the Applicants; and upon hearing counsel for the Applicants, counsel for the Monitor, and counsel for such other parties as appeared:

**IT IS ORDERED THAT:**

**Definitions:**

1. In this Order:

- (a) **"Applicants"** means Blue Lobster Capital Ltd. ("**BLCL**"), 3284906 Nova Scotia Limited ("**Spirit Co.**"), 3343533 Nova Scotia Limited ("**Lost Bell**"), and 4318682 Nova Scotia Limited ("**Annapolis Cider**");
- (b) **"ARIO"** means the Amended and Restated Initial Order granted December 20, 2024;
- (c) **"BLCL Contribution"** means BLCL's contribution of \$300,000 to the CCAA costs of the Operating Companies under the Fee Allocation Settlement dated July 8, 2026, comprising a \$200,000 settlement payment and the Monitor's retention of \$100,000 from BLCL's sale proceeds;
- (d) **"Operating Companies"** means Spirit Co., Lost Bell, and Annapolis Cider, collectively;
- (e) **"Swept Funds"** means the funds applied by Royal Bank of Canada ("**RBC**") from BLCL's accounts to Spirit Co.'s operating line of credit, being the RBC Debt Repayment of approximately \$378,000 (comprising two pre-filing transfers, only one of which is addressed in the Tenth Report of the Monitor dated August 10, 2026) as more particularly described in the Rice Affidavit; and
- (f) **"CCAA"** means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

**Service:**

2. Service of the Notice of Motion and supporting materials on the Service List in the manner and within the time periods set out in the ARIO is hereby abridged and declared good and sufficient.

**Reallocation of Swept Funds:**

3. The RBC Debt Repayment shall be allocated to BLCL for distribution purposes. The Monitor is hereby directed to reallocate the Swept Funds in the amount of \$378,000 from the proceeds held in respect of the Operating Companies' estates to the BLCL estate.
4. For the avoidance of doubt, the reallocation directed by paragraph 3 of this Order does not affect RBC's rights with respect to its security or any amounts properly applied to RBC's secured indebtedness. RBC has been paid in full from the Operating Company transaction proceeds and holds no further secured claim against any of the Applicants.

**Approval of the Fee Allocation Settlement:**

5. The Fee Allocation Settlement dated July 8, 2026 between the Monitor and BLCL and Kevin Alexander Rice be and is hereby approved, and the BLCL Contribution is fixed at \$300,000 in accordance with its terms. The Monitor is authorized and directed to distribute the \$200,000 settlement payment held by it in trust in accordance with the Fee Allocation Settlement.
6. The ARIO and all prior orders granted in these proceedings remain in full force and effect except as expressly varied by this Order.
7. The Monitor is hereby authorized to take all steps and do all things reasonably necessary or incidental to give effect to this Order.
8. This Court shall retain jurisdiction to interpret and enforce the provisions of this Order.

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Prothonotary