

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

SUPERIOR COURT  
(Class Actions Division)

---

N° : 500-06-000040-267

**CHRISTOPHER MEDLIN,** [REDACTED]  
[REDACTED]

Representative Plaintiff

v.

**TERRAVEST INDUSTRIES INC.,** with an establishment at 98, rue des Industries, Cowansville, Québec, J2K 0A1

-and-

**CHARLES PELLERIN,** residing at 40 rue Denis-Gagné, Saint-Christophe-d'Arthabaska, Québec, G6R 1R1

-and-

**DUSTIN HAW,** having a place of business at 98, rue des Industries, Cowansville, Québec, J2K 0A1

-and-

**MARILYN BOUCHER,** residing at 238, rang de Versailles, Mont-Saint-Grégoire, Québec, J0J 1K0

-and-

**GUILLAUME CLOUTIER,** having a place of business at 98, rue des Industries, Cowansville, Québec, J2K 0A1

Defendants

---

**MOTION FOR AUTHORIZATION TO BRING AN ACTION  
PURSUANT TO SECTION 225.4 OF THE QUÉBEC SECURITIES ACT AND  
APPLICATION FOR AUTHORIZATION TO INSTITUTE A CLASS ACTION**

---

**IN SUPPORT OF HIS MOTION FOR AUTHORIZATION PURSUANT TO THE QUÉBEC SECURITIES ACT AND APPLICATION FOR AUTHORIZATION TO INSTITUTE A CLASS ACTION, THE REPRESENTATIVE PLAINTIFF RESPECTFULLY SUBMITS AS FOLLOWS:**

**I. DEFINITIONS**

1. In addition to the terms that are defined elsewhere herein and within the *Securities Act*, the following terms have the following meanings:
  - a) “**AMF**” means Autorité des marchés financiers;
  - b) “**Board**” means the board of directors of TerraVest;
  - c) “**TerraVest**” means the Defendant, TerraVest Industries Inc., and as the context may require, its subsidiaries and affiliates;
  - d) “**Class**” and “**Class Members**” are comprised of the following, other than the **Excluded Persons**:
    - i) **Primary Market Sub-Class**: all persons and entities, wherever they reside or are domiciled, who acquired TerraVest’s securities in, or traceable to, a distribution effected under a prospectus during the Class Period, including under the prospectus supplement dated May 20, 2025, and who held all or some of those securities until after the Corrective Disclosure; and
    - ii) **Secondary Market Sub-Class**: all persons and entities, wherever they reside or are domiciled, who acquired TerraVest’s securities in the secondary market during the Class Period and held all or some of those securities until after the Corrective Disclosure;
  - e) “**Class Period**” means the period spanning from December 12, 2024 to June 5, 2026, inclusively;
  - f) “**CCP**” means the *Code of Civil Procedure*, CQLR c C-25.01;
  - g) “**CCQ**” means the *Civil Code of Québec*, CQLR c CCQ-1991;
  - h) “**Core Documents**” (each being a “**Core Document**”) refers to:
    - i) TerraVest’s Annual Information Form for the financial year ended September 30, 2024 and TerraVest’s annual Management’s Discussion and Analysis dated December 12, 2024, en liasse, communicated herewith as **Exhibit AP-1**;

- ii) TerraVest's Business Acquisition Report (Form 51-102F4) respecting its acquisition of EnTrans International, LLC, completed on March 17, 2025, communicated herewith as **Exhibit AP-2**;
- iii) TerraVest's Annual Information Form for the financial year ended September 30, 2025 (dated December 10, 2025), TerraVest's annual Management's Discussion and Analysis dated December 10, 2025, and TerraVest's Management Information Circular dated January 7, 2026, en liasse, communicated herewith as **Exhibit AP-3**;
- iv) TerraVest's interim Management's Discussion and Analysis for the first quarter ended December 31, 2025, dated February 10, 2026, communicated herewith as **Exhibit AP-4**;
- i) "**Corrective Disclosure**" means the Canadian Investment Regulatory Organization's halt of trading TerraVest's securities on June 5, 2026, as appears from the trading halt notice communicated herewith as **Exhibit AP-6**;
- j) "**Defendants**" means, collectively, TerraVest and the **Individual Defendants**;
- k) "**Excluded Persons**" refers to the Defendants herein, at all material times, members of their immediate families and their legal representatives, heirs, successors and/or assigns and the directors, officers, subsidiaries, and affiliates of TerraVest and its subsidiaries as well as any entity in which TerraVest has or had a controlling interest;
- l) "**Impugned Documents**" (each being an "**Impugned Document**") refers to:
  - i) each of the Core Documents referred to above;
  - ii) the certifications of annual and interim filings signed by TerraVest's certifying officers (Dustin Haw, Marilyn Boucher and Guillaume Cloutier) pursuant to National Instrument 52-109, communicated herewith as **Exhibit AP-5**, *en liasse*;
- m) "**Individual Defendants**" (each being an "**Individual Defendant**") means Charles Pellerin, Dustin Haw, Marilyn Boucher and Guillaume Cloutier;
- n) "**MD&A**" means Management's Discussion and Analysis;

- o) “**Offering Documents**” means TerraVest’s press releases dated May 15, 2025, May 16, 2025 and May 23, 2025, its prospectus supplement dated May 20, 2025, and its short form base shelf prospectus dated May 8, 2024, communicated herewith as **Exhibit AP-9, en liasse**;
- p) “**Plaintiff**” and/or “**Representative Plaintiff**” mean Christopher Medlin;
- q) “**Primary Market Sub-Class**” means all persons and entities, wherever they reside or are domiciled, who acquired TerraVest’s securities in, or traceable to, a distribution effected under a prospectus during the Class Period, including under the prospectus supplement dated May 20, 2025, and who held all or some of those securities until after the Corrective Disclosure;
- r) “**QSA**” means the Québec *Securities Act*, CQLR C V-1.1;
- s) “**Secondary Market Sub-Class**” means all persons and entities, wherever they reside or are domiciled, who acquired TerraVest’s securities in the secondary market during the Class Period and held all or some of those securities until after the Corrective Disclosure;
- t) “**Securities Legislation**” means, collectively, the QSA; the *Securities Act*, RSO 1990, c S.5, as amended; the *Securities Act*, RSA 2000, c S-4, as amended; the *Securities Act*, RSBC 1996, c 418, as amended; the *Securities Act*, CCSM c S50, as amended; the *Securities Act*, SNB 2004, c S-5.5, as amended; the *Securities Act*, RSNL 1990, c S-13, as amended; the *Securities Act*, SNWT 2008, c 10, as amended; the *Securities Act*, RSNS 1989, c 418, as amended; the *Securities Act*, S Nu 2008, c 12, as amended; the *Securities Act*, RSPEI 1988, c S-3.1, as amended; the *Securities Act*, 1988, SS 1988-89, c S-42.2, as amended; and the *Securities Act*, SY 2007, c 16, as amended; and
- u) “**SEDAR**” means the system for electronic document analysis and retrieval of the Canadian Securities Administrators.

## II. INTRODUCTION

### A. OVERVIEW OF PROPOSED CLASS ACTION

- 2. This is a proposed securities class action on behalf of investors who acquired securities of TerraVest during the Class Period and suffered losses when the price of those securities collapsed following the Corrective Disclosure.

3. TerraVest is a diversified industrial manufacturer listed on the Toronto Stock Exchange (TSX:TVK). Charles Pellerin is its Executive Chairman and Chair of the Board, chairs its Governance and Nominating Committee, and ranks among its largest shareholders.
4. Throughout the Class Period, the Defendants published Core Documents and made public statements that contained misrepresentations of material fact. In particular, they:
  - a) Repeatedly certified that TerraVest's disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**") were effective; and
  - b) Represented that TerraVest maintained and complied with its *Code of Business Conduct and Ethics* ("**Code of Ethics**") and its *Disclosure, Communications and Insider Trading Policy* ("**Insider Trading Policy**").
5. These representations were untrue, or omitted material facts necessary to make them not misleading. According to the AMF, Mr. Pellerin was at the same time communicating privileged information about TerraVest to family members and associates, in breach of those very controls and policies. Specifically, the AMF's investigation shows that:
  - a) Before TerraVest released weak first-quarter 2025 results on February 12, 2025, those connected to Mr. Pellerin sold ahead of an approximately 12% decline, shortly after speaking with him; and
  - b) Before TerraVest announced its US\$546 million acquisition of EnTrans International, LLC on March 17, 2025 (the "**EnTrans transaction**"), nine people that Mr. Pellerin spoke with bought ahead of an approximately 38% rise, often within minutes of his calls, and realized theoretical profits of roughly \$6.8 million.
6. Throughout this period, TerraVest's Core Documents certified that its DC&P and ICFR were effective, and represented that the Corporation maintained a Code of Ethics and Insider Trading Policy designed to protect confidential information and deter wrongdoing, the oversight of which appears to be assigned to Mr. Pellerin as Chair of the Board and Chair of the Governance and Nominating Committee.
7. The AMF began investigating in May 2025 and, on February 3, 2026, obtained a warrant to search Mr. Pellerin's home (Exhibit AP-11), executed days later.
8. On June 5, 2026, the investigation became public. TerraVest's shares fell about 30% in a single day, from roughly \$158 to \$108 and as low as \$95, erasing close to \$1 billion in market value.

## **B. THE PARTIES**

### **1. The Representative Plaintiff and the Class Sought to be Represented**

9. The proposed Class is defined at paragraph 1 above.
10. During the Class Period, the Representative Plaintiff purchased one common share of TerraVest at a price of \$141.50 and continued to hold this share as at the date of the Corrective Disclosure, as appears from his brokerage records, communicated herewith as **Exhibit AP-8**.

### **2. TerraVest**

11. TerraVest manufactures and sells goods and services to the agriculture, mining, energy, chemical, utilities, transportation and construction markets through four operating segments. Its common shares trade on the Toronto Stock Exchange (TSX:TVK), and it carries on business in Québec.
12. At all material times, TerraVest was a reporting issuer in Québec, the AMF was a securities regulator with jurisdiction over TerraVest, and TerraVest filed its continuous disclosure on SEDAR. The misrepresentations alleged herein were contained in TerraVest's Core Documents and other public statements disseminated during the Class Period.

### **3. The Individual Defendants**

13. Charles Pellerin has served as TerraVest's Executive Chairman and Chairman of the Board since 2014 and is one of its largest shareholders. He is domiciled in Saint-Christophe-d'Arthabaska, Québec.
14. Dustin Haw is TerraVest's President and CEO. With TerraVest's Chief Financial Officers (CFOs), Marilyn Boucher (until October 31, 2025) and Guillaume Cloutier (from November 1, 2025), he certified TerraVest's annual and interim filings during the Class Period.
15. Each Individual Defendant was an officer or director of TerraVest who authorized, permitted or acquiesced in the publication of the Impugned Documents.

## **III. FACTS GIVING RISE TO THE PRESENT ACTION**

### **A. TERRAVEST'S CORPORATE FILINGS**

16. TerraVest is a reporting issuer whose financial year ends September 30.
17. During the Class Period, TerraVest filed on SEDAR, among other documents, the Core Documents, each of which was signed and/or certified

by one or more of the Individual Defendants, and contain the misrepresentations alleged herein.

**B. MISREPRESENTATIONS REGARDING TERRAVEST'S DISCLOSURE CONTROLS, INTERNAL CONTROLS AND CODE OF BUSINESS CONDUCT**

18. Throughout the Class Period, the Core Documents contained misrepresentations of material fact:
  - a) In its annual MD&A dated December 12, 2024 (Exhibit AP-1) and December 10, 2025 (Exhibit AP-3), TerraVest stated that its CEO and CFO had certified that its DC&P and its ICFR "are effective";
  - b) In its interim MD&A dated February 10, 2026 (Exhibit AP-4), TerraVest also certified that the design of those controls provided "reasonable assurance"; and
  - c) In its Management Information Circular and Annual Information Form (Exhibit AP-3), TerraVest represented that it adopted a Code of Ethics and Insider Trading Policy designed, among other things, to protect confidential information and to deter wrongdoing, that the Chair of the Board was responsible for overseeing compliance with the Code, and that the Governance and Nominating Committee was responsible for the Corporation's compliance with the Code.
19. These certifications and representations were untrue, or omitted material facts necessary to make them not misleading.
20. Throughout the Class Period, Mr. Pellerin, TerraVest's Executive Chairman and Chairman of the Board, was bound by the Code of Ethics and the Insider Trading Policy. TerraVest did not disclose that Mr. Pellerin was communicating privileged information concerning TerraVest to third parties. That omission rendered misleading the certifications concerning the effectiveness of TerraVest's DC&P and ICFR, as well as the representations concerning TerraVest's governance, compliance, and insider-trading controls.
21. In particular, the representation that TerraVest's disclosure controls and procedures were effective was a representation that it maintained effective controls over the identification, handling and protection of material, non-public information concerning TerraVest. That representation was untrue, because Mr. Pellerin, who sat at the apex of those controls, was himself misusing such information.
22. Likewise, TerraVest's representations concerning its Code of Ethics, Insider Trading Policy, and oversight mechanisms were misleading because the individual responsible for overseeing compliance with those policies was allegedly engaged in the conduct those policies were designed to prevent.

23. These misrepresentations remained uncorrected throughout the Class Period and were corrected only on June 5, 2026, when the details of the AMF's investigation into Mr. Pellerin's conduct became public.
24. These facts were material because, had they been disclosed, they would reasonably have been expected to have a significant effect on the market price or value of TerraVest's securities.
25. The facts giving rise to the misrepresentations alleged herein are corroborated by the AMF's investigation. As appears from the AMF's sworn statement filed in support of a search warrant executed at Mr. Pellerin's residence, communicated herewith as **Exhibit AP-11**, there are reasonable grounds to believe that:
  - a) On September 17, 2024, TerraVest's negotiations to acquire EnTrans began;
  - b) On December 12, 2024, the EnTrans transaction was discussed at a meeting of TerraVest's Board of Directors, attended by Mr. Pellerin in his capacity as Executive Chairman. He was exposed to privileged information concerning the EnTrans transaction since at least that date;
  - c) On December 13, 2024, EnTrans accepted TerraVest's offer;
  - d) On January 15, 2025, TerraVest imposed a trading blackout on its securities, communicated to senior management and directors, including Mr. Pellerin, which remained in effect until May 20, 2025;
  - e) On February 3, 2025, during the trading blackout, members of Mr. Pellerin's family sold some or all of their positions in TerraVest shortly after speaking with him. The AMF characterizes these transactions as coordinated and out of character;
  - f) On February 12, 2025, TerraVest released its first-quarter 2025 financial results, which were disappointing and poorly received by the market. Its share price declined approximately 12%;
  - g) In the following weeks, nine of Mr. Pellerin's family members and associates purchased TerraVest securities. Most of these trades departed from the individuals' usual trading patterns and were placed at the time of, or within minutes of, telephone communications with Mr. Pellerin;
  - h) On March 17, 2025, the EnTrans transaction was publicly announced, further to which TerraVest's share price increased by approximately 38%; and

- i) In the following days, Mr. Pellerin's nine family members and associates sold some or all of their positions in TerraVest, realizing theoretical profits of approximately \$6.8 million as a result of the privileged information they received from him.<sup>1</sup>
26. The AMF's investigation shows that TerraVest's Executive Chairman breached the Insider Trading Policy by communicating privileged information regarding the Company's first-quarter 2025 results and the EnTrans transaction during a trading blackout period. This information was material, as demonstrated by the market's reaction.
27. The conduct giving rise to the misrepresentations was that of the most senior officer of the Corporation, bound by the Code of Ethics and the Insider Trading Policy, whose knowledge is attributable to the Corporation and the Corporation failed to ensure its Code of Ethics, Insider Trading Policy and oversight mechanics were properly followed and effective.
28. The AMF's investigation confirms that, throughout the Class Period, TerraVest's Core Documents and the certifications of its certifying officers misrepresented the integrity and effectiveness of TerraVest's DC&P and ICFR, as well as its compliance with its Code of Ethics and its Insider Trading Policy, and omitted the material fact of the Executive Chairman's conduct.

### **C. INDIVIDUAL DEFENDANTS**

29. The Individual Defendants authorized, permitted or consented to the release and publication of the Impugned Documents, during the Class Period, which contained misrepresentations.
30. The Individual Defendants also oversaw the preparation and reporting of all Filings, other financial documents and disclosure to the public and knew or ought to have known of the alleged misrepresentations.
31. As required by the AMF, the CEO and CFO Individual Defendants certified all interim and annual financial statements and MD&As ("**Filings**") during the Class Period attesting to the veracity and fair representation of all material facts in the Filings.
32. Accordingly, at all relevant times, the CEO and CFO Individual Defendants certified that:

---

<sup>1</sup> Including his father Yvon Pellerin (through Gestion Yvon Pellerin Itée and 9532-4463 Québec inc., approximately \$2,548,600), Jean-Philippe Choquette (through his spouse and Gestion YJPC inc./Fiducie YJPC, approximately \$3,243,800), Samuel Laquerre (approximately \$528,000), Yannick Gardner and his sons (approximately \$162,385), Stéphan McKenzie (approximately \$107,600), Mr. Pellerin's spouse Mylène Lavigne (approximately \$58,250), and his sons Maxime, Alexandre and Jérémy Pellerin.

- a) they reviewed the Filings;
- b) the Filings did not contain any untrue statements of material facts or omitted to state a material fact required to be stated or that was necessary to make a non-misleading statement considering the circumstances under which it was made;
- c) the Filings fairly presented in all material respects the financial condition, performance and cash flows of TerraVest;
- d) they were responsible for establishing and maintaining DC&P and procedures as well as ICFR;
- e) they have designed, or caused to be designed under their supervision, DC&P to provide reasonable assurance that all material information relating to TerraVest is made known to them and that information required to be disclosed by TerraVest in its Filings or any other document submitted under securities legislation is recorded, processed, summarized and reported;
- f) they have designed, or caused to be designed under their supervision, ICFR, to provide reasonable assurance regarding the reliability of financial reporting and the preparation specified in securities legislation; and
- g) they have evaluated, or caused to be evaluated under their supervision, the effectiveness of TerraVest's DC&P as well as ICFR at the financial year-end and that TerraVest has disclosed their conclusions regarding effectiveness in its annual MD&A.

#### **IV. RIGHTS OF ACTION**

##### **A. STATUTORY RIGHT OF ACTION FOR MISREPRESENTATION IN A SECONDARY MARKET CLAIM**

- 33. The Defendants' statements and omissions were false and misleading since they failed to disclose material adverse information and misrepresented the truth about TerraVest's business, operations, financial reporting and the integrity of its internal controls and governance.
- 34. As a result of these misrepresentations, the Representative Plaintiff asserts a right of action under s. 225.8 of the QSA and, if necessary, the concordant provisions of other Securities Legislation, on behalf of all Class Members against the Defendants.
- 35. TerraVest is a reporting issuer in Québec under s. 68 of the QSA, the whole as appears from an extract of the AMF's Reporting Issuers List, communicated herewith as **Exhibit AP-7**.

36. TerraVest's securities were distributed in Québec and throughout the world.
37. The Secondary Market Claim against the Defendants is asserted in respect of all Impugned Documents, documents and public statements which contained the misrepresentations alleged herein.
38. The misrepresentations alleged herein were contained in Core Documents within the meaning of the QSA and were repeated throughout the Class Period. The Defendants are liable for the misrepresentations in the Impugned Documents without proof of reliance pursuant to the secondary market civil liability regime under Title VIII, Chapter II, Division II of the QSA.
39. The Defendants knew that the Impugned Documents would be reviewed by analysts, capital markets and the general public who would rely on these documents to make informed financial decisions.
40. The monetary damages suffered by the Representative Plaintiff and Class Members are a direct result of the misrepresentations by the Defendants which artificially inflated the price of TerraVest's securities.
41. Some or all of the Defendants knowingly authorized, permitted or acquiesced to the dissemination of false and misleading information, thus violating the QSA and concordant provisions of other Securities Legislation.
42. Some or all of the Defendants made the misrepresentations alleged herein knowingly, or with reckless or wilful disregard for the truth. The misrepresentation as to the integrity and effectiveness of TerraVest's disclosure controls and its compliance with its Code of Ethics and Insider Trading Policy and related omissions were not inadvertent.
43. The Individual Defendants were officers and directors of TerraVest during the release and publication of the Impugned Documents and as such, were privy to TerraVest's internal budgets, plans, projections and reports as well as TerraVest's finances, operations and prospects and all documents filed in accordance with the applicable Securities Legislation.
44. At all relevant times during the Class Period, the Individual Defendants authorized, permitted or acquiesced to the release and publication of the Impugned Documents which they knew or ought to have known contained false and misleading information.

**B. STATUTORY RIGHT OF ACTION FOR MISREPRESENTATION IN A PRIMARY MARKET CLAIM**

45. During the Class Period, TerraVest raised equity from treasury through a primary distribution effected under a prospectus:

- a) On May 23, 2025, TerraVest closed a bought deal treasury offering of an aggregate of 2,001,000 common shares at a price of \$160.30 per share for aggregate gross proceeds of \$320,760,300, which included 261,000 common shares issued at the same price for additional gross proceeds of \$41,838,300 on the exercise in full of the over-allotment option granted to the underwriters;
- b) The offering was initially announced on May 15, 2025 as a \$240,450,000 bought deal offering of 1,500,000 common shares from treasury and was increased, on May 16, 2025, to 1,740,000 common shares for gross proceeds of approximately \$278,922,000;

the whole as appears from TerraVest's press releases dated May 15, 2025, May 16, 2025 and May 23, 2025, its prospectus supplement dated May 20, 2025, and its short form base shelf prospectus dated May 8, 2024 (collectively, the "**Offering Documents**"), communicated *en liasse* herewith as **Exhibit AP-9**.

46. The shares were distributed from treasury in each of the provinces of Canada, including Québec, by way of the prospectus supplement to the short form base shelf prospectus, such that the members of the Primary Market Sub-Class acquired TerraVest's securities in, or traceable to, a distribution effected under a prospectus.
47. The Offering Documents incorporated by reference TerraVest's continuous disclosure, including some of the Core Documents and certifications of the Individual Defendants referred to herein, and accordingly contained the same misrepresentations and omissions of material fact.
48. The Offering Documents did not provide full, true and plain disclosure of all material facts relating to the shares and contained a misrepresentation within the meaning of the QSA at the time of the distribution.
49. On behalf of all members of the Primary Market Sub-Class, the Representative Plaintiff asserts against TerraVest and the directors and officers who signed or authorized the Offering Documents, namely Charles Pellerin, Dustin Haw and Marilyn Boucher (but not Guillaume Cloutier, who became CFO only on October 31, 2025, after the Offering), the right of action found in sections 217 *et seq.* of the QSA, and, if necessary, the concordant provisions of the other Securities Legislation.
50. The members of the Primary Market Sub-Class acquired the shares at the offering price of \$160.30 per share, which was artificially inflated by the misrepresentations and omissions in the Offering Documents, and suffered damages when the price of TerraVest's securities declined following the Corrective Disclosure.

**C. ARTICLE 1457 OF THE CCQ**

51. The Representative Plaintiff asserts a civil right of action under art. 1457 of the CCQ, on behalf of itself and all Class Members, against the Defendants for breach of the general duty of diligence owed to all Class Members.
52. The Defendants did not fulfill the legal obligations warranted by their relationship with the Class Members as required by law.
53. The Representative Plaintiff and Class Members relied on the Defendants' Impugned Documents and public statements prior to purchasing TerraVest's securities.
54. The Representative Plaintiff and Class Members would not have purchased TerraVest's securities or would not have purchased them at inflated prices had they been aware of the Defendants' misrepresentations regarding the integrity of TerraVest's DC&P and ICFR and the conduct of its Executive Chairman.
55. The Representative Plaintiff and Class Members purchased TerraVest's securities at artificially inflated prices during the Class Period, held those securities until after the Corrective Disclosure and suffered damages as a direct and immediate result of the drop in the price of TerraVest's securities, which was caused by the Defendants' misrepresentations.

**D. NO SAFE HARBOR**

56. The statutory defence provided for by s. 225.22 and 225.23 of the QSA regarding forward-looking information in a document does not apply to any false and misleading statements alleged in the present claim since these statements related to then-existing facts and conditions.
57. Should the false and misleading statements fall within the scope of forward-looking information, the statutory defence nonetheless does not apply since these statements were not identified as being forward-looking statements when they were made and/or did not contain the requisite specificity and information.

**V. THE CRITERIA OF ARTICLE 575 CCP**

**A. THE FACTS ALLEGED APPEAR TO JUSTIFY THE CONCLUSIONS SOUGHT (ART. 575 (2) CCP)**

58. The Impugned Documents published on SEDAR contain misrepresentations of material facts.

59. At all relevant times during the Class Period, the Defendants misrepresented material facts and breached their obligations under the QSA, Securities Legislation and financial reporting standards.
60. The Individual Defendants prepared or oversaw the preparation of the Impugned Documents in which they specifically stated that the design and effectiveness of TerraVest's DC&P and ICFR were adequate, and that TerraVest maintained and complied with a Code of Ethics and an Insider Trading Policy, when in fact they were not and it did not.
61. The Representative Plaintiff and Class Members bought TerraVest's securities at artificially inflated prices and suffered damages following the publication of the Corrective Disclosure.
62. In any event, the Representative Plaintiff and the Class Members relied on the accuracy of the Impugned Documents, and further relied on the integrity of the market price of TerraVest's securities, which they reasonably believed reflected full, true and plain disclosure of all material facts. Had the omitted facts been disclosed, they would not have purchased TerraVest's securities, or would not have purchased them at the artificially inflated prices they paid.
63. The faults committed by the Defendants were the direct and immediate cause of the Representative Plaintiff and Class Members' damages.
64. In light of the above, the Defendants are liable to the Representative Plaintiff and Class Members.

**B. THE CLASS MEMBERS' CLAIMS RAISE IDENTICAL, SIMILAR OR RELATED ISSUES OF LAW OR FACT (ART. 575 (1) CCP)**

65. The QSA, the Securities Legislation, national instruments including NI 51-102, NI 52-109, NI 52-110 and NI 58-101 all informed the Defendants of their obligations.
66. The Defendants also owed the Class Members the duties imposed under art. 1457 CCQ.
67. The Defendants breached their duties and obligations by making the alleged misrepresentations particularized herein and as such, committed faults against the Class Members.
68. The Individual Defendants oversaw the preparation of all filings and news releases, including the Impugned Documents, to the public and knew or ought to have known of the alleged misrepresentations.
69. Consequently, not only is TerraVest directly liable towards the Class Members for its own faults, but it is also liable for the faults committed by the Individual Defendants or any other officer, director, partner or employee.

70. In light of the Defendants' misrepresentations, TerraVest's securities traded at artificially inflated prices and did not reflect their true value at all relevant times during the Class Period.
71. Once the misrepresentations were corrected, the price of TerraVest's securities plummeted causing important damages to the Representative Plaintiff and Class Members.
72. The Representative Plaintiff asks this Honourable Court to certify the following questions of fact and law to be dealt with collectively:
  - a) During the Class Period, did the Defendants publish Documents that contained misrepresentations within the meaning of the QSA and, if necessary, other Securities Legislation?
  - b) If so, which document contains which misrepresentations?
  - c) Were the misrepresentations intentional?
  - d) Are any of the Defendants liable to the Class or any of its Members under the QSA, and if necessary, any concordant provisions of the other Securities Legislation and/or under art. 1457 of the CCQ?
  - e) If so, which Defendant is liable and to whom? and
  - f) What are the Representative Plaintiff's and the Class Members' damages?

**C. THE COMPOSITION OF THE CLASS MAKES IT DIFFICULT OR IMPRACTICABLE TO APPLY THE RULES FOR MANDATES TO TAKE PART IN JUDICIAL PROCEEDINGS ON BEHALF OF OTHERS OR FOR CONSOLIDATION OF PROCEEDINGS (ART. 575 (3) CCP)**

73. TerraVest is a multinational company whose outstanding share capital consisted of an unlimited number of common shares, of which 21,685,695 common shares were issued and outstanding as at December 31, 2025, as more fully appears from TerraVest's interim MD&A for the first quarter ended December 31, 2025 (Exhibit AP-4).
74. TerraVest's securities trade actively on the Toronto Stock Exchange (TSX:TVK), a wholly owned subsidiary of the Toronto-Montreal Exchange Group Limited ("TMX").
75. There are thousands of investors that are members of the putative Class in Québec and throughout the world such that it would be difficult or impracticable to apply the rules for mandates to take part in judicial proceedings.

**D. THE CLASS MEMBER APPOINTED AS THE REPRESENTATIVE PLAINTIFF IS IN A POSITION TO PROPERLY REPRESENT THE CLASS MEMBERS (ART. 575 (4) CCP)**

76. The Representative Plaintiff can properly represent the Class.
77. As a result of the Defendants' misrepresentations, the Representative Plaintiff purchased one common share of TerraVest during the Class Period at a cost of \$141.50.
78. After the misrepresentations were revealed further to the Corrective Disclosure, the value of the Representative Plaintiff's share plummeted and he suffered damages as a result.
79. The Representative Plaintiff contacted attorneys to discuss the best means of asserting his rights and the nature of a potential action.
80. The Representative Plaintiff has investment experience, shares common interests with the Class Members and has instituted the present claim in good faith.
81. The Representative Plaintiff has the resources, knowledge, time and dedication required to act as the representative plaintiff of the Class and to advance the case on behalf of the Class.
82. The Representative Plaintiff has no conflict of interest with other Class Members and is represented by counsel that are experienced at litigating shareholders' claims in class actions against multinational corporations that list their securities on multiple exchanges.

**VI. JURISDICTION**

83. This Honourable Court has jurisdiction over the present action, and the Province of Québec is the proper forum, for the reasons set out below.
84. The members of the Primary Market Sub-Class who reside in Québec acquired TerraVest's securities in, or traceable to, distributions effected under a prospectus, including the prospectus supplement dated May 20, 2025, such that Québec law applies to their claims regardless of the place of the contract, pursuant to the second paragraph of section 236.1 of the QSA.
85. TerraVest is, and was at all material times, a reporting issuer in Québec under section 68 of the QSA, subject to the jurisdiction of the AMF, and filed its continuous disclosure, including the Core Documents and the Impugned Documents, on SEDAR, from which it was disseminated to and relied upon by investors in Québec.

86. TerraVest carries on business in the Province of Québec and has an establishment in Québec at 98, rue des Industries, Cowansville, Québec, as appears from the Registre des entreprises du Québec, **Exhibit AP-10**.
87. TerraVest's securities were distributed in Québec and traded by residents of Québec; the misrepresentations alleged herein were disseminated in Québec and caused damage to Class Members residing in Québec, who suffered their losses in Québec.
88. TerraVest's securities trade on the TSX, a wholly owned subsidiary of the TMX, whose servers trade securities in Québec.
89. The AMF, Québec's securities regulatory authority, conducted the investigation underlying the Corrective Disclosure and executed search warrants in Québec, including at the residence of the Defendant Charles Pellerin, on February 11 and 13, 2026.
90. The alleged illegal conduct occurred in Québec, Mr. Pellerin's family members were tipped off in Québec and transacted in TerraVest's securities in Québec.
91. The Defendant Charles Pellerin is domiciled in Saint-Christophe-d'Arthabaska, Québec, where he resides and is the Principal Partner and President of the Québec accounting firm Pellerin Potvin Gagnon S.E.N.C.R.L.; he holds his interest in TerraVest through Québec holding companies; and the communications of insider information alleged herein were made by him from and within Québec.
92. The Defendant Dustin Haw, as President and CEO of TerraVest, certified and authorized the filing of TerraVest's annual and interim disclosure with the AMF in Québec and its dissemination to investors in Québec, knowing that it would be relied upon in Québec.
93. The Defendant Marilyn Boucher resides in Québec and, together with the Defendant Guillaume Cloutier, in their capacities as CFOs of TerraVest, certified and authorized the filing of TerraVest's disclosure with the AMF in Québec and its dissemination to investors in Québec, knowing that it would be relied upon in Québec.
94. Each of the Individual Defendants is a director and/or officer of a Québec reporting issuer who participated in the preparation, certification, approval and/or dissemination in Québec of the Impugned Documents and is subject to the QSA; a real and substantial connection exists between the present action, each of the Defendants, and the Province of Québec.
95. For all of the foregoing reasons, this Court has jurisdiction over the present action and over each of the Defendants, and Québec is the appropriate forum to hear it.

**FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**

- [1] **AUTHORIZE** the Class as follows:
- a) **Primary Market Sub-Class:** all persons and entities, wherever they reside or are domiciled, who acquired TerraVest's securities in, or traceable to, a distribution effected under a prospectus during the Class Period, including under the prospectus supplement dated May 20, 2025, and who held all or some of those securities until after the Corrective Disclosure; and
  - b) **Secondary Market Sub-Class:** all persons and entities, wherever they reside or are domiciled, who acquired TerraVest's securities in the secondary market during the Class Period and held all or some of those securities until after the Corrective Disclosure;
- [2] **NAME** Christopher Medlin as Representative Plaintiff;
- [3] **DECLARE** that the following questions of fact and law are to be dealt with collectively:
- a) During the Class Period, did the Defendants publish Documents that contained misrepresentations within the meaning of the QSA and, if necessary, other Securities Legislation?
  - b) If so, which document contains which misrepresentations?
  - c) Were the misrepresentations intentional?
  - d) Are any of the Defendants liable to the Class or any of its Members under the QSA, and if necessary, any concordant provisions of the other Securities Legislation and/or under art. 1457 of the CCQ?
  - e) If so, which Defendant is liable and to whom? and
  - f) What are the Representative Plaintiff's and the Class Members' damages?
- [4] **AUTHORIZE** the class action proceedings to seek the following conclusions:
- a) **GRANT** this class action on behalf of the Class;
  - b) **GRANT** the Representative Plaintiff's action against the Defendants in respect of the rights of action asserted against Defendants under Title VIII, Chapter II, Divisions I and II of the QSA and, if necessary, the concordant provisions of the other Securities Legislation, and article 1457 of the *Civil Code of Québec*;

- c) **CONDEMN** the Defendants to pay to the Representative Plaintiff and Class Members compensatory damages for all monetary losses;
  - d) **ORDER** collective recovery in accordance with articles 595 to 598 of the *Code of Civil Procedure*;
  - e) **THE WHOLE** with interest and additional indemnity provided for in the *Civil Code of Québec* and with full costs and expenses, including expert fees, notice fees and fees relating to administering the plan of distribution of the recovery in this action;
- [5] **AUTHORIZE** these class action proceedings under section 225.4 of the QSA;
- [6] **APPROVE** the notice to the members of the Class in the form submitted to the Court;
- [7] **ORDER** the publication of the notice to the members of the Class no later than thirty (30) days after the date of the judgment authorizing the class proceedings;
- [8] **ORDER** that the deadline for a member of the Class to exclude themselves from the class action proceedings shall be sixty (60) days from the publication of the notice to the members of the Class;
- [9] **THE WHOLE WITH COSTS**, including all costs related to the publication of the notices to class members.

**MONTREAL**, this 19<sup>th</sup> day of June, 2026

(s) *Faguy & Co*

---

**FAGUY & CO. BARRISTERS & SOLICITORS INC.**

Attorneys for the Representative Plaintiff

**Mtre. Shawn K. Faguy** ([sfaguy@faguyco.com](mailto:sfaguy@faguyco.com))

**Mtre. Joshua Bouzaglou** ([jb@faguyco.com](mailto:jb@faguyco.com))

329 de la Commune Street West, Suite 200

Montréal, Québec, H2Y 2E1, Canada

Telephone: (514) 285-8100 / Fax: (514) 285-8050

Code BM 1125 / Our File: 10270-001

---

**SUMMONS**  
(Art. 145 and following C.C.P.)

---

**Filing of a judicial application**

Take notice that the plaintiff has filed this originating application in the office of the Superior Court of Québec in the judicial district of Montréal.

**Defendant's answer**

You must answer the application in writing, personally or through a lawyer, at the courthouse of Montréal situated at 1 Notre-Dame St East, Montréal, Québec, H2Y 1B6, within 15 days of service of the application or, if you have no domicile, residence or establishment in Québec, within 30 days. The answer must be notified to the plaintiff's lawyer or, if the plaintiff is not represented, to the plaintiff.

**Failure to answer**

If you fail to answer within the time limit of 15 or 30 days, as applicable, a default judgement may be rendered against you without further notice and you may, according to the circumstances, be required to pay the legal costs.

**Content of answer**

In your answer, you must state your intention to:

- negotiate a settlement;
- propose mediation to resolve the dispute;
- defend the application and, in the cases required by the Code, cooperate with the plaintiff in preparing the case protocol that is to govern the conduct of the proceeding. The protocol must be filed with the court office in the district specified above within 45 days after service of the summons or, in family matters or if you have no domicile, residence or establishment in Québec, within 3 months after service;
- propose a settlement conference.

The answer to the summons must include your contact information and, if you are represented by a lawyer, the lawyer's name and contact information.

**Change of judicial district**

You may ask the court to refer the originating application to the district of your domicile or residence, or of your elected domicile or the district designated by an agreement with the plaintiff.

If the application pertains to an employment contract, consumer contract or insurance contract, or to the exercise of a hypothecary right on an immovable serving as your main residence, and if you are the employee, consumer, insured

person, beneficiary of the insurance contract or hypothecary debtor, you may ask for a referral to the district of your domicile or residence or the district where the immovable is situated or the loss occurred. The request must be filed with the special clerk of the district of territorial jurisdiction after it has been notified to the other parties and to the office of the court already seized of the originating application.

### **Transfer of application to Small Claims Division**

If you qualify to act as a plaintiff under the rules governing the recovery of small claims, you may also contact the clerk of the court to request that the application be processed according to those rules. If you make this request, the plaintiff's legal costs will not exceed those prescribed for the recovery of small claims.

### **Calling to a case management conference**

Within 20 days after the case protocol mentioned above is filed, the court may call you to a case management conference to ensure the orderly progress of the proceeding. Failing this, the protocol is presumed to be accepted.

### **Exhibits supporting the application**

In support of the originating application, the Plaintiff intends to use the following exhibits:

- Exhibit AP-1** TerraVest's FY2024 Annual Information Form and annual MD&A (dated December 12, 2024), *en liasse*;
- Exhibit AP-2** TerraVest's Business Acquisition Report (Form 51-102F4) respecting the EnTrans acquisition;
- Exhibit AP-3** TerraVest's FY2025 Annual Information Form (dated December 10, 2025), annual MD&A (dated December 10, 2025) and Management Information Circular (dated January 7, 2026), *en liasse*;
- Exhibit AP-4** TerraVest's interim MD&A for the first quarter ended December 31, 2025 (dated February 10, 2026);
- Exhibit AP-5** Certifications of annual and interim filings of the Individual Defendants pursuant to National Instrument 52-109, *en liasse*;
- Exhibit AP-6** Canadian Investment Regulatory Organization trading halt notice for TerraVest's securities and news releases dated June 5, 2026, *en liasse*;
- Exhibit AP-7** Extract from the Autorité des marchés financiers' Reporting Issuers List;
- Exhibit AP-8** Brokerage records of the Representative Plaintiff;

- Exhibit AP-9** TerraVest's press releases dated May 15, 16 and 23, 2025, prospectus supplement dated May 20, 2025 and short form base shelf prospectus dated May 8, 2024 (the Offering Documents), *en liasse*;
- Exhibit AP-10** Extract of the Registre des entreprises du Québec for TerraVest;
- Exhibit AP-11** AMF search warrant for Mr. Pellerin's residence and supporting affidavit dated February 3, 2026

These exhibits are available on request.

### **Notice of presentation of an application**

If the application is an application in the course of a proceeding or an application under Book III, V, excepting an application in family matters mentioned in article 409, or VI of the Code, the establishment of a case protocol is not required; however, the application must be accompanied by a notice stating the date and time it is to be presented.

**MONTREAL**, this 19<sup>th</sup> day of June, 2026

*(s) Faguy & Co*

---

**FAGUY & CO. BARRISTERS & SOLICITORS INC.**

Attorneys for the Representative Plaintiff

**Mtre. Shawn K. Faguy** ([sfaguy@faguyco.com](mailto:sfaguy@faguyco.com))

**Mtre. Joshua Bouzaglou** ([jb@faguyco.com](mailto:jb@faguyco.com))

329 de la Commune Street West, Suite 200

Montréal, Québec, H2Y 2E1, Canada

Telephone: (514) 285-8100 / Fax: (514) 285-8050

Code BM 1125 / Our File: 10270-001

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Class Actions Division)

---

N° : 500-06-000040-267

**CHRISTOPHER MEDLIN**

Representative Plaintiff

v.

**TERRAVEST INDUSTRIES INC. ET ALS.**

Defendants

---

**NOTICE OF PRESENTATION**

---

**TAKE NOTICE** that the present *Motion for Authorization to Bring an Action Pursuant to Section 225.4 of the Québec Securities Act and Application for Authorization to Institute a Class Action*, shall be presented in the Class Actions Division of the Superior Court, on a date to be determined, at the Montréal Courthouse, situated at 1 Notre-Dame East, Montréal, or as soon as counsel may be heard.

**MONTRÉAL**, this 19<sup>th</sup> day of June, 2026

(s) *Faguy & Co*

---

**FAGUY & CO. BARRISTERS & SOLICITORS INC.**

Attorneys for the Representative Plaintiff

**Mtre. Shawn K. Faguy** ([sfaguy@faguyco.com](mailto:sfaguy@faguyco.com))

**Mtre. Joshua Bouzaglou** ([jb@faguyco.com](mailto:jb@faguyco.com))

329 de la Commune Street West, Suite 200

Montréal, Québec, H2Y 2E1, Canada

Telephone: (514) 285-8100 / Fax: (514) 285-8050

Code BM 1125 / Our File: 10270-001

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Class Actions Division)

---

N° : 500-06-000040-267

**CHRISTOPHER MEDLIN**

Representative Plaintiff

v.

**TERRAVEST INDUSTRIES INC. ET ALS.**

Defendants

---

**LIST OF EXHIBITS**

---

- Exhibit AP-1** TerraVest's FY2024 Annual Information Form and annual MD&A (dated December 12, 2024), *en liasse*
- Exhibit AP-2** TerraVest's Business Acquisition Report (Form 51-102F4) respecting the EnTrans acquisition on March 17, 2025
- Exhibit AP-3** TerraVest's FY2025 Annual Information Form (dated December 10, 2025), annual MD&A (dated December 10, 2025) and Management Information Circular (dated January 7, 2026), *en liasse*
- Exhibit AP-4** TerraVest's interim MD&A for the first quarter ended December 31, 2025 (dated February 10, 2026)
- Exhibit AP-5** Certifications of annual and interim filings pursuant to NI 52-109, *en liasse*
- Exhibit AP-6** Canadian Investment Regulatory Organization trading halt notice for TerraVest's securities and news releases dated June 5, 2026, *en liasse*
- Exhibit AP-7** Extract from the AMF's Reporting Issuers List
- Exhibit AP-8** Brokerage records of the Representative Plaintiff
- Exhibit AP-9** TerraVest's Offering Documents (press releases dated May 15, 16 and 23, 2025, prospectus supplement dated May 20, 2025 and short form base shelf prospectus dated May 8, 2024), *en liasse*
- Exhibit AP-10** Extract of the Registre des entreprises du Québec for TerraVest

**Exhibit AP-11** AMF search warrant for Mr. Pellerin's residence and supporting affidavit dated February 3, 2026

**MONTRÉAL**, this 19<sup>th</sup> day of June, 2026

*(s) Faguy & Co*

---

**FAGUY & CO. BARRISTERS & SOLICITORS INC.**

Attorneys for the Representative Plaintiff

**Mtre. Shawn K. Faguy** ([sfaguy@faguyco.com](mailto:sfaguy@faguyco.com))

**Mtre. Joshua Bouzaglou** ([jb@faguyco.com](mailto:jb@faguyco.com))

329 de la Commune Street West, Suite 200

Montréal, Québec, H2Y 2E1, Canada

Telephone: (514) 285-8100 / Fax: (514) 285-8050

Code BM 1125 / Our File: 10270-001

No.: 500-06-000040-267

---

**SUPERIOR COURT**  
(Class Actions Division)  
**DISTRICT OF MONTRÉAL**  
**PROVINCE OF QUÉBEC**

---

**CHRISTOPHER MEDLIN**

Representative Plaintiff

v.

**TERRAVEST INDUSTRIES INC.**  
**CHARLES PELLERIN**  
**DUSTIN HAW**  
**MARILYN BOUCHER**  
**GUILLAUME CLOUTIER**

Defendants

---

**MOTION FOR AUTHORIZATION TO BRING AN  
ACTION PURSUANT TO SECTION 225.4 OF  
THE QUÉBEC *SECURITIES ACT* AND  
APPLICATION FOR AUTHORIZATION TO  
INSTITUTE A CLASS ACTION**

---

**ORIGINAL**

---

Mtre. Shawn K. Faguy ([sfaguy@faguyco.com](mailto:sfaguy@faguyco.com))

Mtre. Joshua Bouzaglou ([jb@faguyco.com](mailto:jb@faguyco.com))

File No.: 10270-001

**Faguy & Co., Barristers & Solicitors Inc.**

329 de la Commune West, Suite 200

Montréal, Québec H2Y 2E1

T 514 285-8100 F 514 285-8050

Code BM 1125