

COURT FILE NUMBER 2001-05482
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



APPLICANTS IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. AND 2161889 ALBERTA LTD.

DOCUMENT

ORDER (Mantle Sale Approval Order)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:

McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9
Attention: Sean Collins / Pantelis Kyriakakis
Tel: 403-260-3531 / 3536
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Email: scollins@mccarthy.ca / pkyriakakis@mccarthy.ca

I hereby certify this to be a true copy of the original
Dated this 6th day of October 2020
[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: October 1, 2020
LOCATION OF HEARING OR TRIAL: Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER: Honourable Justice Eidsvik

UPON the application (the "**Application**") of JMB Crushing Systems Inc. ("**JMB**") and 2161889 Alberta Ltd. ("**216**", JMB and 216 are collectively, the "**Applicants**") who commenced the within proceedings (the "**Proceedings**") pursuant to the initial order granted under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") on May 1, 2020, as subsequently amended and restated on May 11, 2020 (collectively, the "**Initial Order**"), for an order approving the sale transaction (collectively, the "**Transaction**") contemplated by the Amended and Restated Asset Purchase Agreement, dated September 28, 2020 (the "**APA**"), between the Applicants, as vendors, and Mantle Materials Group Ltd. (the "**Purchaser**"), as purchaser, attached as Confidential Appendix "F" to Seventh Report of the Monitor, dated September 30, 2020 (the "**Seventh Monitor's Report**"), concerning all of the Applicants' right, title, and interest in and to the assets described in the APA (collectively, the "**Acquired Assets**");

AND UPON HAVING READ the Initial Order and the sale and investment solicitation process attached as Schedule "A" to the Initial Order (the "**SISP**"); **AND UPON HAVING READ**

the Second Report of FTI Consulting Canada Inc. (the “**Monitor**”), in its capacity as the court-appointed monitor of the Applicants, dated July 6, 2020 (the “**Second Monitor’s Report**”), the Fifth Report of the Monitor, dated September 10, 2020, and the Seventh Monitor’s Report, all filed; **AND UPON HAVING READ** the Applicants’ application for an order pursuant to Section 11.3 of the CCAA, which has been applied for concurrently with this Order, and the proposed form of order attached as Schedule “A” thereto (the “**Assignment Order**”); **AND UPON HAVING READ** the Affidavit of Byron Levkulich (the “**Levkulich Affidavit**”), sworn September 30, 2020, and the Affidavit of Service of Katie Doran (the “**Service Affidavit**”), to be filed; **AND UPON HEARING** the submissions of counsel for the Applicants, the Monitor, and for any other parties who may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application and the Seventh Monitor’s Report is abridged, the Application is properly returnable today, service of the Application and the Seventh Monitor’s Report on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those listed on the service list (the “**Service List**”) attached as an exhibit to the Service Affidavit, are entitled to service of the Application or the Seventh Monitor’s Report.

DEFINED TERMS

2. Capitalized terms used herein but not otherwise defined shall have the same meaning as given to such terms in the APA.

APPROVAL OF THE TRANSACTION

3. The Transaction is hereby approved and execution of the APA is hereby authorized, ratified, confirmed, and approved, with such minor amendments as the Applicants (with the written consent of the Monitor) and the Purchaser may agree to. The Monitor and the Applicants are hereby authorized and empowered to take such additional steps and the Applicants are hereby authorized and empowered to execute such additional documents as may be necessary or desirable for: (i) the completion of the Transaction; or (ii) the exercise of any rights, options, or leases, under the APA.

4. The Monitor is authorized and directed to undertake and perform such activities and obligations as are contemplated to be undertaken or performed by the Monitor pursuant to this Order, the SISP, and the APA, or any ancillary documents related thereto, and shall incur no liability, whatsoever, in connection therewith, save and except for any liability arising due to gross negligence or wilful misconduct on its part.

5. Pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act* (Canada) and section 20(e) of the *Alberta Personal Information Protection Act*, the Applicants and the Monitor are authorized and permitted to disclose and transfer to the Purchaser (or its nominee) all human resources and payroll information in the Applicants' records pertaining to the Applicants' past and current employees. The Purchaser (or its nominee) shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use (of such information) to which the Applicants were entitled.

MISCELLANEOUS MATTERS

6. The Applicants, the Monitor, the Purchaser (or its nominee), and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.

7. Service of this Order shall be deemed good and sufficient by:

(a) Serving the same on:

- (i) the persons listed on the service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Purchaser or the Purchaser's solicitors;

(b) Posting a copy of this Order on the Monitor's website at: <http://cfcanada.fticonsulting.com/jmb/default.htm>; and,

(c) Posting a copy of the Order to CaseLines in accordance with the CaseLines Service Order granted on May 29, 2020,

and service on any other person is hereby dispensed with.

8. Service of this Order shall be deemed good and sufficient by serving the same in accordance with the procedures in the CaseLines Service Order granted on May 29, 2020.



Justice of the Court of Queen's Bench of Alberta