

No. S-224444  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

AND

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN  
DEHUA INTERNATIONAL MINES GROUP INC.**

PETITIONER

**NOTICE OF APPLICATION**

**Name of applicant:** the Petitioner

To: the Service List (attached hereto as **Schedule "A"**)

TAKE NOTICE that an application will be made by the applicant to the Honourable Mr. Justice Walker at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on September 17, 2024, at 10:15 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take a half day.

This matter is not within the jurisdiction of an Associate Judge.

**Part 1: ORDER(S) SOUGHT**

1. An Order extending the stay of proceedings (the "**Stay of Proceedings**") granted in the Sixth Amended and Restated Initial Order dated September 11, 2023 (the "**Sixth ARIO**") up to and including October 25, 2024, substantially in the form attached hereto as **Schedule "B"**; and
2. Such other relief as this Honourable Court may deem just.

**Part 2: FACTUAL BASIS**

1. Pursuant to an order (the "**Initial Order**") of the Supreme Court of British Columbia (the "Court") made on June 3, 2022, CDI was granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and FTI

Consulting Canada Inc. (“FTI”) was appointed monitor (and in such capacity, the “Monitor”).

2. The Initial Order also provided an initial stay of proceedings until June 9, 2022. The Stay of Proceedings has been extended during the course of these proceedings and now expires on September 20, 2024.

### *Background*

3. CDI is a company that invests in, and operates, mining assets in British Columbia. CDI was incorporated in 2004 in order to develop underground core mining properties.
4. CDI primarily cooperated on mining projects with major Chinese mining companies and steel factories as partners. However, for various reasons, a number of the projects did not proceed as planned. This has resulted in significant debt and limited revenue while CDI finds new buyers and develops new mining projects.
5. CDI wholly owns three mining projects or services companies including, but not limited to:
  - (a) the Wapiti River coal project (the “**Wapiti Project**”), where CDI is the sole shareholder of the company that owns and operates the project, Wapiti Coking Coal Mines Corporation (“**WCCMC**”). The Wapiti Project is a large-scale underground mine at the senior exploration stage located near Tumbler Ridge, British Columbia;
  - (b) the Murray River project which involves the construction, operation and decommissioning of an underground coal mine and supporting infrastructure located near Tumbler Ridge, British Columbia (the “**Murray River Project**”); and
  - (c) the Bullmoose coalfield exploration project (the “**Bullmoose Project**”) located near Tumbler Ridge, British Columbia.

### *The Interim Lender*

6. On June 9, 2022, CDI sought and obtained an Order approving an debtor-in-possession credit facility from Qubo Liu, a shareholder of CDI (in such capacity, the “**Interim Lender**”) in the maximum amount of \$350,000 (the “**Interim Financing Facility**”). Since the

commencement of the proceedings, the Interim Financing Facility and the Interim Lender's Charge have been increased on a number of occasions.

7. The current maximum amount approved by the Court in respect of the Interim Financing Facility is \$1,650,000.
8. As of August 30, 2024, CDI was indebted to the Interim Lender in the amount of \$1,499,331 under the Interim Financing Facility.
9. In accordance with the Sixth ARIO, the Interim Lender was granted a super-priority charge (the "**Interim Lender's Charge**") over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof of CDI, including, among other things, the Wapiti Project and the Bullmoose Project.
10. The Interim Lender's Charge is subordinate only to the Administration Charge.

#### *The Sale Process*

11. On August 18, 2022, the Petitioner sought and obtained approval for a sales process in respect of the Wapiti Project. On November 30, 2022, the Petitioner sought and obtained approval for an amended sales process which, in addition to the Wapiti Project, would also solicit offers for the Bullmoose Project and the Murray River Project (the "**Modified SISP**").
12. The Modified SISP contemplated that non-binding letters of interest were to be received by March 10, 2023, with the negotiation of a definitive agreement(s) to follow. Despite the existence of a potential purchaser for the Wapiti Project and the Murray River Project, the potential purchaser and CDI were unable to reach a definitive binding agreement.
13. In or about July of 2024, CDI received an unsolicited offer for the purchase of the Wapiti Project and the Bullmoose Project. At or about the same time, the Interim Lender advised CDI and the Monitor that a stalking horse offer would be presented for the shares of WCCMC and for the assets of the Bullmoose Project.
14. Pursuant to an Order of this Honourable Court dated August 30, 2024, the interested parties were required to submit final binding offers for the Wapiti Project and the Bullmoose

Project (the "**Binding Offers**") to the Monitor by no later than 4:00 pm on September 6, 2024 (the "**Offer Deadline**").

15. On the Offer Deadline, the Monitor received a purchase agreement from the Interim Lender and a Binding Offer from a second party which was subject to further negotiation of an asset purchase agreement. The Binding Offer from the Interim Lender (the "**Interim Lender Offer**") was significantly superior to the alternate offer for the following reasons:
  - (a) the Purchase Price is significantly higher;
  - (b) the Purchase Price will be satisfied in part by set-off of a portion of the amount owing to the Interim Lender under the Interim Financing Facility and will, in addition, provide CDI with some liquidity to continue its marketing efforts in respect of the Murray River Project;
  - (c) the Purchased Assets were clearly defined as the shares of WCCMC and the assets comprising the Bullmoose Project;
  - (d) the closing of the transaction is to take place two days following court approval of the transaction; and
  - (e) the offer from the Interim Lender was presented in a form of purchase agreement which did not require any further negotiation.
16. The Monitor supports the approval of the Interim Lender Offer. The Interim Lender has, however, requested a form of approval and vesting order which will require the addition of certain subsidiaries of CDI to these proceedings to ensure the conveyance of free and clear title to the assets comprising the Bullmoose Project and the Wapiti Project.
17. As a result, the Petitioner requires an extension of the stay of proceedings to bring an application to add WCCMC and Canadian Bullmoose Mines as debtor companies in the proceedings and, at the same time, implement a claims process with respect to those subsidiaries' creditors, on proper notice to the affected parties.
18. Once the claims process is complete, the Petitioner will be in a position to seek approval of the Interim Lender Offer.

**Part 3: LEGAL BASIS**

1. The Petitioner relies on:
  - (a) the CCAA;
  - (b) *Supreme Court Civil Rules*, in particular Rules 8-1, 13-1, and 22-4;
  - (c) the inherent and equitable jurisdiction of this Court; and
  - (d) such further and other legal bases and authorities as counsel may advise and this Court may permit.

**Extension of the Stay of Proceedings is Appropriate**

7. Subsection 11.02(2) of the CCAA provides that the Petitioner may apply for an extension of the stay of proceedings for a period that a court considers necessary on any terms that a court may impose. Subsection 11.02(3) of the CCAA provides that the Court shall not make the order extending the stay of proceedings unless:
  - (a) the applicant satisfies the Court that circumstances exist that make the order appropriate; and
  - (b) in the case of an order under subsection (2), the applicant also satisfies the Court that the applicant has acted, and is acting, in good faith and with due diligence.

CCAA s. 11.02.

8. In determining whether the appropriate circumstances exist to extend the Stay of Proceedings, the Court should inquire whether the order sought advances the remedial purpose of the CCAA.

*North American Tungsten Corp. (Re)*, 2015 BCSC 1376 at para. 25.

9. Extending the relief granted by the Initial Order, as amended and restated, including the Stay of Proceedings, is appropriate and necessary to enable the Petitioner to close the transaction contemplated by the Interim Lender Offer and, determine next steps in these proceedings, which is in the best interest of the stakeholders.
10. The Petitioner has been acting in good faith and with due diligence and no stakeholder will be materially prejudiced by the extension of the Stay of Proceedings.

11. The Petitioner submits that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to October 25, 2024, or any alternative date which the Court sees fit.


**Part 4: MATERIAL TO BE RELIED ON**

- 1. Seventeenth Report of the Monitor, to be filed; and
- 2. Any such further materials as counsel advises and this Honourable Court permits.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33;
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding; and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
  - (i) a copy of the filed application response;
  - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
  - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

September 13, 2024  
Dated \_\_\_\_\_

  
 \_\_\_\_\_  
 Signature of  lawyer for filing party  
 DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)  
 Lawyer for the Petitioner

FD

**To be completed by the court only:**

Order made

in the terms requested in paragraphs \_\_\_\_\_ of Part 1  
of this notice of application

with the following variations and additional terms:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

Signature of  Judge  Master

**APPENDIX**

*The following information is provided for data collection purposes only and is of no legal effect.*

**THIS APPLICATION INVOLVES THE FOLLOWING:**

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery.
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- none of the above



**Schedule "A"**  
(Service List)

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DEHUA INTERNATIONAL MINES GROUP INC.

PETITIONER

**Service List**

**(Last Updated: September 9, 2024)**

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**Schedule "B"**

(Draft Order)

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,

R.S.C. 1985, C. C-36, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN  
DEHUA INTERNATIONAL MINES GROUP INC.

PETITIONER

**ORDER MADE AFTER APPLICATION  
(STAY EXTENSION)**

)  
)  
BEFORE ) THE HONOURABLE JUSTICE WALKER ) September 17, 2024  
)  
)

ON THE APPLICATION of the Petitioner coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on September 17, 2024, and on hearing Jeffrey D. Bradshaw, counsel for the Petitioner and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein, including the Seventeenth Report of FTI Consulting Canada Inc., in its capacity as monitor of the Petitioner (the "**Monitor**") dated September \_\_\_, 2024 (the "**Seventeenth Report**"); AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court; and further to the Initial Order pronounced by this Court on June 3, 2022 (the "**Initial Order**") as revised, amended and restated from time to time including pursuant to the Amended and Restated Initial Order pronounced by this Court on June 9, 2022 (the "**ARIO**"), as amended from time to time; including the Sixth Amended and Restated Initial Order pronounced by this Court on September 11, 2023 (the "**Sixth ARIO**");

THIS COURT ORDERS that:

**SERVICE**

1. The time for service of the Notice of Application for this order and the supporting materials therefor is hereby abridged so that this application is properly returnable today and further service thereof is hereby dispensed with.

**EXTENSION OF STAY OF PROCEEDINGS**

2. The stay of proceedings set out in paragraph 15 of the Sixth ARIO granted by the Honourable Justice Walker is hereby extended up to and including October 25, 2024.
3. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the Order Date.
4. Endorsement of this Order by counsel and any unrepresented parties appearing on this application, other than counsel for the Petitioner, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

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Signature of  lawyer for the Petitioner  
DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)

BY THE COURT

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REGISTRAR



**SCHEDULE "A"**

<b>NAME OF COUNSEL</b>	<b>PARTY REPRESENTING</b>

No. S-224444  
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PETITIONERS

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**ORDER MADE AFTER APPLICATION**

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Tel. No. 604.687.9444  
Fax No. 604.687.1612

File No.: 080762-00014

CDB/day

No. S-224444  
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**IN THE SUPREME COURT OF BRITISH COLUMBIA**  
**IN THE MATTER OF THE COMPANIES' CREDITORS**  
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