



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., WAPITI COKING COAL MINES CORP. AND
CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONER

NOTICE OF APPLICATION

Name of applicant: the Petitioners

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 February 18, 2025, at 9:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take 1 hour.

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 Seventh Amended and Restated Initial Order dated October 9, 2024 (the "**Seventh ARIO**") up to and including March 21, 2025, 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 on November 19, 2024, was extended to February 21, 2025.

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. On August 30, 2024, after CDI received interest in the Wapiti Project and the Bullmoose Project, this Honourable Court set a deadline of September 6, 2024, for the submission of binding offers for the assets.
14. On September 6, 2024, CDI received two offers both of which required that WCCMC and Canadian Bullmoose Mines Co., Ltd. ("**Bullmoose**") be added to these proceedings as Petitioners. On October 9, 2024, Bullmoose and WCCMC were added as Petitioners.

15. On February 3, 2025, this Honourable Court approved the sale of the Wapiti Project and the Bullmoose Project to West Moberly First Nations. The transaction is scheduled to close on February 14, 2025 and once closed, WCCMC and Bullmoose will be removed as Petitioners in these proceedings.

The Remaining Assets and Next Steps

16. The principal remaining assets of CDI include:
 - (a) the Murray River Project; and
 - (b) the indemnity claim relating to CDI's investment in Canadian Kailuan Dehua Mines Co., Ltd. ("**CKD**") and its transfer of a mine site in northeastern British Columbia to a joint venture known as the Gething Coal Project the "**CKD Indemnity Claim**").
17. The determination of the value of the CKD Indemnity Claim will provide valuable information to CDI and the Monitor on the next steps in these proceedings. Discussions are ongoing with CKD's counsel to set a date in early to mid March for an application to determine the value of the CKD Indemnity Claim.

Part 3: LEGAL BASIS

1. The Petitioners 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 Petitioners to complete the next steps in these proceedings, which is in the best interest of the stakeholders.
10. The Petitioners have 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 Petitioners submits that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to March 21, 2025, or any alternative date which the Court sees fit.

Part 4: MATERIAL TO BE RELIED ON

- 1. Twenty Fifth 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).

February 13, 2025 _____
 Dated

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

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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AND

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

PETITIONER

Service List

(Last Updated: January 21, 2025)

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<p>Bennett Jones LLP 666 Burrard Street, Suite 2500 Vancouver, BC V6C 2X8</p> <p>Attention: David E. Gruber Mia Laity</p> <p>Email: gruberd@bennettjones.com laitym@bennettjones.com morenoe@bennettjones.com</p> <p>Telephone: 604.891.5150</p> <p><i>Counsel for the Monitor</i></p>	<p>Dentons 250 Howe St. 20th Floor Vancouver, BC V6C 3R8</p> <p>Attention: Jordan Schultz Eamonn Watson</p> <p>Email: jordan.schultz@dentons.com eamonn.watson@dentons.com avic.arenas@dentons.com chelsea.denton@dentons.com</p> <p>Telephone: 604.691.6452 604.629.4997</p> <p><i>Counsel for China Shougang International Trade & Engineer Corporation</i></p>
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<p>THC Lawyers Suite 2130, P.O. Box 321 Toronto, ON M5K 1K7</p> <p>Attention: Ran He</p> <p>Email: rhe@thclawyers.ca</p> <p>Telephone: 647.792.7798</p> <p><i>Counsel for Feicheng Mining Group Co., Ltd.</i></p>	<p>Department of Justice Canada British Columbia Regional Office 900 – 840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Attention: Aminollah Sabzevari Julio Paoletti</p> <p>Email: Aminollah.Sabzevari@justice.gc.ca Julio.Paoletti@justice.gc.ca Khanh.Gonzalez@justice.gc.ca</p> <p>Telephone: 587.930.5282</p> <p><i>Counsel for His Majesty the King in Right of Canada</i></p>

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<p>Dennis Dawson James Aitken LLP 770 – 666 Burrard Street Vancouver, BC V6C 2X8</p> <p>Attention: Scott Dawson</p> <p>Email: sdawson@djacounsel.com</p> <p>Telephone: 604.659.9487</p> <p><i>Counsel for Karen Fellowes, K.C.</i></p>	<p>Canada Revenue Agency C/O N.Sindu (462-11) 9755 King George Blvd. Surrey, BC, V3T 5E6</p>
<p>Bullmoose Mining Ltd 3577 West 34Th Ave Vancouver BC, V6N 2K7</p>	<p>Canadian Dehua Lvliang International Mines Corp. 310-1155 Pender St. West Vancouver, BC V6E 2P4</p>
<p>CIBC – CEBA 400 Burrard Street Vancouver, BC V6C 3M5</p>	

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Schedule "B"

(Draft Order)

IN THE SUPREME COURT OF BRITISH COLUMBIA

THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,

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CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

)))
)))
BEFORE)	THE HONOURABLE JUSTICE WALKER) February 18, 2025
)))
)))

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on February 18, 2025, and on hearing Jeffrey D. Bradshaw and Holly Yuen, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein, including the Twenty Fifth Report of FTI Consulting Canada Inc., in its capacity as monitor of the Petitioner (the "**Monitor**") filed February 11, 2025; 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 Seventh Amended and Restated Initial Order pronounced by this Court on October 9, 2024 (the "**Seventh ARIO**");

THIS COURT ORDERS that:

SERVICE

1. The time for service of the Notice of Application for this order and the supporting materials thereof 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 Seventh ARIO is hereby extended up to and including March 21, 2025.
3. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the date hereof.
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:

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

BY THE COURT

REGISTRAR

SCHEDULE "A"

NAME OF COUNSEL	PARTY REPRESENTING

No. S-224444
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PETITIONERS

ORDER MADE AFTER APPLICATION

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JDB/day

No. S-224444
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