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

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

\$50
JS
Jan. 12, 2021
Justice Eidsvik

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

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and MANTLE MATERIALS GROUP, LTD.

APPLICANTS JMB CRUSHING SYSTEMS INC., 2161889 ALBERTA LTD. and MANTLE MATERIALS GROUP, LTD.

DOCUMENT **APPLICATION TO EXTEND STAY OF PROCEEDINGS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Gowling WLG (Canada) LLP**
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attn: **Tom Cumming/Caireen E. Hanert/Stephen Kroeger**
Phone: 403.298.1938/403.298.1992/403.298.1018
Fax: 403.263.9193
File No: A163514

NOTICE TO THE RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must attend Court by videoconference or phone when the application is heard as shown below:

Date: January 12, 2021
Time: 10:00 am

Where: Calgary Courts Centre – via Webex. Videoconference details are enclosed as **Appendix “A”** to this Application
 Before: The Honourable Justice K.M. Eidsvik – Commercial List

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. The Applicants, JMB Crushing Systems Inc. (“**JMB**”), 2161889 Alberta Ltd. (“**216**”, and together with JMB Crushing, the “**Applicants**”), seek relief pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended, (the “**CCAA**”), as follows:
 - (a) An Order, substantially in the form attached as **Schedule “A”** hereto, extending the Stay Period, as defined in the Initial Order granted in these proceedings by Justice K.M. Eidsvik on May 1, 2020 (the “**Initial Order**”), up to and including February 26, 2021, or such other date as this Honourable Court may deem appropriate;
 - (b) An abridgement of the time for service of notice of this Application and supporting materials, an abridgement of the time for service to the time provided, a provision deeming service good and sufficient, and a declaration that no other person is required to have been served with notice; and
 - (c) Such further and other relief as counsel requests and this Honourable Court may grant.

Grounds for making this application:

Stay Extension Order

2. The stay of proceedings granted by the Initial Order and subsequently extended currently expires on January 15, 2021 (the “**Stay Period**”).
3. The Applicants are seeking a further extension of the Stay Period pursuant to the Stay Extension Order to and including February 26, 2021, or such further date as this Honourable Court may deem appropriate.
4. This Honourable Court approved the Amended and Restated Asset Purchase Agreement dated September 28, 2020 between the Applicants and Mantle Materials Group, Ltd. (the “**APA**”, and the transactions contemplated thereby, the “**Mantle Transaction**”) pursuant to the Amended and Restated Sale Approval and Vesting Order pronounced October 16, 2020 (the “**SAVO**”).

5. Impediments remain to the Mantle Transaction being completed. The approval of Alberta Environment and Parks (“AEP”) is required for the transfers to Mantle Materials Group, Ltd. (“Mantle”) of surface material leases, registrations and other dispositions included in the Mantle Transaction, and the transfers to 216 of certain surface material leases, registrations and other dispositions excluded from the Mantle Transaction. Although discussions continue to be held between JMB, Mantle and the AEP, this condition precedent has not been satisfied.
6. The Applicants require an extension of the Stay Period in order to continue discussions with the AEP with a view to completing the Mantle Transaction. In addition, there are other matters not related to the Mantle Transaction that must be addressed by the Applicants during an extended stay period, including the implications of a claim being pursued by the Canada Revenue Agency, and upcoming applications in relation to lien determination appeals.
7. The Applicants believe that the stakeholders will not be prejudiced by the proposed extension of the Stay Period. Fiera Private Debt Fund VI LP and Fiera Private Debt Fund V LP, ATB Financial and the Monitor support the extension of the Stay Period to and including February 26, 2021.
8. The Applicants have acted, and continue to act, in good faith and with due diligence in respect of all matters relating to the CCAA proceedings, and no creditor will be prejudiced by the proposed extension of the Stay Period.
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

10. The pleadings and materials filed in the within proceedings;
11. Affidavit of Byron Levkulich sworn January 11, 2021, filed concurrently with the within Application; and
12. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

Applicable Rules:

13. Rules 1.3, 1.4 and Division 4 of Part 6 of the *Alberta Rules of Court*, Alta Reg 124/2010.

Applicable Acts and regulations:

14. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, and this Honourable Court's equitable and statutory jurisdiction thereunder; and
15. Such further and other authority as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

16. None.

How this application is proposed to be heard or considered:

17. By Webex.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicants what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicants a reasonable time before the application is to be heard or considered.

APPENDIX “A”
(Webex instructions)

Virtual Courtroom 57 has been assigned for the following matter:

Date: Jan 12, 2021 10:00 AM

Style of Cause: JMB CRUSHING SYSTEMS INC v. COMPANIES CREDITORS ARRANGEMENT ACT, 2001 05482

Presiding Justice: EIDSVIK, J

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom57>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

1. Please connect to the courtroom **15 minutes prior** to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. **Note: Recording or rebroadcasting of the video is prohibited.**
5. **Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, you must complete the undertaking located here:

<https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit:

<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

SCHEDULE "A"
[Stay Extension Order]

Clerk's Stamp

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COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

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

APPLICANTS JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **STAY EXTENSION ORDER**

ADDRESS FOR SERVICE AND CONTACT
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1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

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Attn: **Tom Cumming/Caireen E. Hanert/Stephen Kroeger**
Phone: 403.298.1938/403.298.1992/403.298.1018
Fax: 403.263.9193
File No.: A163514

DATE ON WHICH ORDER WAS PRONOUNCED: January 12, 2021

LOCATION AT WHICH ORDER WAS MADE: Calgary Court House

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K.M. Eidsvik

UPON THE APPLICATION of JMB Crushing Systems Inc. and 2161889 Alberta Ltd. (collectively, the “**Applicants**”); **AND UPON** reading the Application, the Affidavit of Byron Levkulich sworn January 11, 2020, the Twelfth Report of FTI Consulting Canada Inc., the Court-appointed Monitor of the Applicants (the “**Monitor**”), and the pleadings and proceedings in this Action, including the Initial Order granted in the within proceedings on May 1, 2020, all filed; **AND UPON** hearing the submissions of counsel for the Applicants, counsel for the Monitor and counsel for those parties present; **IT IS HEREBY ORDERED THAT:**

1. Service of this Application and supporting materials is hereby deemed to be good and sufficient, the time for notice is hereby abridged to the time provided, this application is properly returnable today, and no other person is required to have been served with notice of this Application.

2. The Stay Period as ordered and defined in paragraph 13 of the Initial Order, is hereby extended until and including February 26, 2021.

J.C.C.Q.B.A.