

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 April 22 and 23, 2025, at 10:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take 2 days.

☒ 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 August 31, 2025, substantially in the form attached hereto as **Schedule "B"**;
2. An order approving a sale and investment solicitation process (the "**SISP**") in respect of the remaining property, assets and undertakings of the Petitioner (except the shares and interests of the Petitioner in Canadian Kailuan Dehua Mines Co., Ltd. ("**CKD**")) and authorizing the FTI Consulting Inc., in its capacity as monitor of the Petitioner (the "**Monitor**") to carry out the SISP;

3. An order approving the stalking horse asset purchase agreement between the Petitioner and Qu Bo Liu (the "**Stalking Horse Agreement**"), as the stalking horse bid in connection with the SISP (the "**Stalking Horse Bid**"); and
4. 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 February 18, 2025, was extended to April 30, 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. Until March 25, 2025, CDI wholly owned two mining projects, including:
 - (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; and
 - (b) the Bullmoose coalfield exploration project (the "**Bullmoose Project**") located near Tumbler Ridge, British Columbia.

6. CDI's remaining assets include, among other things, a 50% interest in Canadian Dehua Lvliang International Mining Inc., which owns of 40% interest in HD Mining International Limited ("**HDL**"). HDL owns 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**"). As a result, CDI has a 20.4% indirect interest in the Murray River Project.

The Interim Lender

7. On June 9, 2022, CDI sought and obtained an Order approving an debtor-in-possession credit facility from Qu Bo 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.
8. The current maximum amount approved by the Court in respect of the Interim Financing Facility is \$1,680,000.
9. As of March 31, 2025, CDI was indebted to the Interim Lender in the amount of \$1,499,331 under the Interim Financing Facility.
10. 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.
11. The Interim Lender's Charge is subordinate only to the Administration Charge.

The Sale Process

12. 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**").

13. 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 potential purchasers for the Wapiti Project and the Murray River Project, the potential purchasers and CDI were unable to reach a definitive binding agreement.
14. 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.
15. 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.
16. Pursuant to an Order dated February 3, 2025 (the "**Sale Approval Order**"), this Honourable Court approved the sale of the Wapiti Project and the Bullmoose Project to West Moberly First Nations (the "**West Moberly Transaction**"). The West Moberly Transaction closed on March 25, 2025 and, as a result, WCCMC and Bullmoose are no longer owned by CDI and were removed as Petitioners in these proceedings.
17. The net sale proceeds from the West Moberly Transaction were distributed in accordance with the Sale Approval Order and, as a result, the amount owing to the Interim Lender under the Interim Financing Facility, namely, \$1,499,331, has been repaid in full.
18. The amount of \$350,000 owing under the Administration Charge, together with the amounts owing to the Monitor, its counsel and counsel to the Petitioner in excess of the Administration Charge to February 3, 2025 have been paid. The balance of the net sale proceeds are held by the Petitioner's counsel, in trust.

The Remaining Assets and Next Steps

19. The principal remaining assets of CDI include:
 - (a) the indirect 20.4% interest in the Murray River Project; and
 - (b) a 24% interest in Canadian Kailuan Dehua Mines Co., Ltd. ("**CKD**").

20. The Petitioner has worked to develop a SISP which will be conducted by the Monitor. The SISP will be completed over a 90-day period and will make use of a Stalking Horse Bid to set a floor price for offers in the SISP. The SISP will include all remaining assets of CDI, with the exception of the CDI's investment in CKD (collectively, the "**Property**").
21. A Stalking Horse Bid for the Property of CDI is being negotiated with Mrs. Liu (the "**Stalking Horse Bidder**"), a related party to CDI.
22. There are two other shareholders in CKD, namely, Shougang International Canada Investment Ltd., an affiliate of Shougang International (25%) and Canada Zhonghe Investment Ltd. (51%).
23. After the formation of the CKD joint venture, CDI agreed to indemnify CKD for any losses it might suffer as a result of CDI's transfer, on a tax rollover basis, of a mine site in northeastern British Columbia known as the Gething Coal Project to a joint venture the "**CKD Indemnity Claim**"). CKD registered a security interest over CDI's shares in CKD in support of the CKD Indemnity Claim. CDI does not recognize the security interest.
24. CKD was excluded from filing a proof of claim pursuant to the Claims Process Order, however, the determination of the validity and quantum of the CKD Indemnity Claim will provide valuable information to CDI and the Monitor on the next steps in these proceedings in respect of the CKD joint venture. Discussions are ongoing to set a date before the end of June for an application to determine the validity and quantum of the CKD Indemnity Claim.
25. The sale of the remaining assets and the determination of the CKD Indemnity Claim will be more beneficial to CDI's creditors than a bankruptcy.

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

2. 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.

3. 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.

4. 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 complete the next steps in these proceedings, which is in the best interest of the stakeholders.
5. 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.
6. The Petitioner submits that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to August 31, 2025, or any alternative date which the Court sees fit.

Approval of Stalking Horse Sales Process

7. In *Re Nortel Networks Corp.*, the Ontario Superior Court of Justice articulated the following four factors that should be taken into consideration in deciding whether to approve a stalking horse sales process:

- (a) Is the sale transaction warranted at this time?
- (b) Will the sale benefit the whole "economic community"?
- (c) Do any of the debtor's creditors have a bona fide reason to object to the sale of the business?
- (d) Is there a better viable alternative?

Re Nortel Networks Corp, 2009 CanLII 39492 (ONSC) at para 49.

8. If the SISF is successful, the Court is authorized to approve a sale under section 36(3) of the CCAA, which takes into consideration, the following factors:

36(3) Factors to be considered - In deciding whether to grant the authorization, the court is to consider, among other things,

- (a) whether the process leading to the proposed sale or disposition was reasonable in the circumstances;
- (b) whether the monitor approved the process leading to the proposed sale or disposition;
- (c) whether the monitor filed with the court a report stating that in their opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy;
- (d) the extent to which the creditors were consulted;
- (e) the effects of the proposed sale or disposition on the creditors and other interested parties; and
- (f) whether the consideration to be received for the assets is reasonable and fair, taking into account their market value.

CCAA, s. 36(3)

9. Although the decision to approve a particular form of sales process is distinct from the approval of a proposed sale, the reasonableness and adequacy of any sale process proposed by the debtor must be assessed in light of the factors that a court will consider when determining whether to approve a proposed sale.

CCM Master Qualified Fund v blutip Power Technologies, 2012 ONSC 1750 at
para 6.

10. In *Leslie & Irene Dube Foundation Inc v P218 Enterprises Ltd*, the Supreme Court of British Columbia noted that in determining whether to approve a stalking horse sale agreement, the court will assess the same factors as in determining whether to approve the proposed sales process.

Leslie & Irene Dube Foundation Inc v P218 Enterprises Ltd, 2014 BCSC 1855 at
para 10

11. The Petitioner submits that the SISP and the Stalking Horse Bid should be approved for the following reasons:
 - (a) The SISP was developed by the Petitioner in consultation with the Monitor and it provides a fair and transparent process which gives potential bidders an equal opportunity to make an offer for the Property of the Petitioner; and
 - (b) The Stalking Horse Agreement will establish a "floor" price for the SISP and thereby providing competitive tension to the process with a view to maximizing value.
12. Accordingly, the Petitioner respectfully submits that this Honourable Court exercise its discretion to approve the SISP and the Stalking Horse Agreement.

Part 4: MATERIAL TO BE RELIED ON

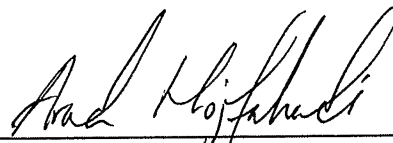
1. Affidavit #5 of Naishun Liu made April 7, 2025;
2. Twenty Sixth Report of the Monitor, to be filed; and
3. Any such further materials as counsel advises and this Honourable Court permits.

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).

April 8, 2025

Dated



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

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)

IN THE SUPREME COURT OF BRITISH COLUMBIA

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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: September 6, 2023)

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<p>Bennett Jones 666 Burrard Street, Suite 2500 Vancouver, BC V6C 2X8</p> <p>Attention: David E. Gruber</p> <p>Email: gruberd@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 and 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>
<p>Harper Grey LLP 650 W Georgia St #3200 Vancouver, BC V6B 4P7</p> <p>Attention: Erin Hatch and Roselle Wu</p> <p>Email: ehatch@harpergrey.com rwu@harpergrey.com</p> <p>Telephone: 604.895.2818</p> <p><i>Counsel for Canada Zhonghe Investment Ltd.</i></p>	<p>Fasken 1500 – 1055 W Georgia St. Vancouver, BC V6E 4N7</p> <p>Attention: Kibben Jackson</p> <p>Email: kjackson@fasken.com</p> <p>as per Sheryll Barnachea on May 16, 2024</p> <p>Telephone: 604.631.4786 403.261.7386</p> <p><i>Counsel for Canadian Kailuan Dehua Mines Co., Ltd.</i></p>
<p>Lawson Lundell LLP Suite 1600 Cathedral Place 925 W Georgia St. Vancouver, BC V6C 3L2</p> <p>Attention: William L. Roberts</p> <p>Email: wroberts@lawsonlundell.com</p> <p>Telephone: 604.631.9163</p> <p><i>Counsel for Accurate Court Bailiff Services Ltd.</i></p>	<p>McMillan LLP 550 Burrard Street, Suite 2900 Vancouver, BC V6C 0A3</p> <p>Attention: Bernhard Zinkhofer</p> <p>Email: Bernhard.Zinkhofer@mcmillan.ca</p> <p>Telephone: 604.689.9111 604.685.7084</p> <p><i>Counsel for HBIS Group International Holding Co., Limited</i></p>

<p>BLG 1200 Waterfront Centre, 200 Burrard St., P.O. Box 48600, Vancouver, BC, Canada V7X 1T2</p> <p>Attention: Ryan Laity and Mu Xin</p> <p>Email: RLaity@blg.com MXin@blg.com (mat leave)/Jennifer Bianchi at jbianchi@blg.com C:\NRPortbl\WSLegal\MORENOE\MXin@blg.com</p> <p>Telephone: 604.632.3544</p> <p><i>Counsel for Huiyong Holdings (BC) Ltd.</i></p>	<p>Weiheng Law 16th Floor, Tower A, China Technology Trading Building No. 66 North Fourth Ring West Road, Haidian District, Beijing</p> <p>Attention: Wei Heng</p> <p>Email: weiheng@weihenglaw.com</p> <p>Telephone: +86-10-62684688</p> <p><i>Counsel for Feicheng Mining Co., Ltd</i></p>
<p>McMillan LLP Royal Centre, 1055 W. Georgia Street, Suite 1500 PO Box 11117 Vancouver, BC, Canada V6E 4N7</p> <p>Attention: Daniel Shouldice</p> <p>Email: Daniel.Shouldice@mcmillan.ca</p> <p>Telephone: 604.691.6858</p> <p><i>Counsel for HD Mining International Ltd.</i></p>	
<p>Bullmoose Mining Ltd 3577 West 34Th Ave Vancouver BC, V6N 2K7</p>	<p>Canada Revenue Agency C/O N.Sindu (462-11) 9755 King George Blvd. Surrey, BC, V3T 5E6</p>
<p>CIBC – CEBA 400 Burrard Street Vancouver, BC V6C 3M5</p>	<p>Canadian Dehua Lvliang International Mines Corp. 310-1155 Pender St. West Vancouver, BC V6E 2P4</p>

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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

BEFORE))	
))	
)	THE HONOURABLE JUSTICE WALKER)	April ♦, 2025
))	
))	

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on April 22 and 23, 2025, 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 Affidavit #5 of Naishun Liu made on April 7, 2025, the Twenty Sixth Report of FTI Consulting Canada Inc., in its capacity as monitor of the Petitioner (the "**Monitor**") filed April ♦, 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 August 31, 2025.

SALES AND INVESTMENT SOLICITATION PROCESS

3. The sale and investment solicitation process ("**SISP**") substantially in the form attached hereto as **Schedule "A"** is hereby approved.
4. The Monitor is hereby authorized and directed to proceed with the procedures set out in the SISP and to do all such things as are reasonably necessary to carry out its obligations thereunder and give full effect to the SISP.

STALKING HORSE AGREEMENT

5. The Petitioner is hereby authorized to enter into and execute the Stalking Horse Agreement attached hereto as **Schedule "B"**, provided that nothing herein approves the sale of the Property (as defined in the Stalking Horse Agreement) on the terms set out in the Stalking Horse Agreement, and that the approval of any sale of the Property by the Court will be subject to a vesting order anticipated to be granted in accordance with the terms of the SISP.

CKD INDEMNITY CLAIM DETERMINATION

6. Counsel for Shougang International Canada Investment Ltd., an affiliate of Shougang International and Canada Zhonghe International and the Petitioner shall set a date for the hearing of an application on or before June 30, 2025, to determine the value of the indemnity claim against the Petitioner in respect of the Canadian Kailuan Dehua Mines Co., Ltd. joint venture.

GENERAL

7. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the date hereof.
8. 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
Vancouver Registry

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ORDER MADE AFTER APPLICATION

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JDB/day

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