

COURT FILE NUMBER 2101-05019

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

AND IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **APPLICATION  
(Termination of CCAA Proceedings and Discharge of Monitor)**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

**OSLER, HOSKIN & HARCOURT LLP**  
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Brookfield Place, Suite 2700  
225 6 Ave SW  
Calgary, AB T2P 1N2

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File Number: 1217428

## NOTICE TO THE RESPONDENT

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 be in Court when the application is heard as shown below:

Date: January 13, 2022  
Time: 3:00 p.m.  
Where: Calgary Court Centre, BY WEBEX  
Before: The Honourable Mr. Justice D.B. Nixon

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

**Order Sought:**

1. The Applicant, Coalspur Mines (Operations) Ltd. (“**Coalspur**”), seeks an Order substantially in the form attached as **Schedule “A”** hereto (the “**Termination and Discharge Order**”):

- (a) declaring that the within CCAA proceedings shall be concluded and terminated immediately upon the Monitor filing with the Court the Certificate attached at **Schedule “1”** (the “**CCAA Termination Certificate**”) to the Termination and Discharge Order, confirming that all Restructuring Transactions set forth in Schedule “A” to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred;
- (b) directing the Monitor to file the CCAA Termination Certificate, post a copy of same on the Monitor’s Website and the CaseLines Filesite, and provide a copy to Coalspur as soon as practicable following the occurrence or deemed occurrence of all Restructuring Transactions set forth in Schedule “A” to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan;
- (c) declaring that notwithstanding the filing of the CCAA Termination Certificate,
  - (i) the Monitor shall, until the filing of the Monitor’s Discharge Certificate (as defined below), remain Monitor of Coalspur for purposes of performing such incidental and administrative duties as may be required under the Plan, and any other obligations of the Monitor including, but not limited to, addressing any undeliverable or unclaimed distributions in accordance with

the Plan, and assisting Coalspur, as necessary, with the filing of discharges and terminations of all Lien filings; and

(ii) the Administration Charge shall continue in accordance with the Amended and Restated Initial Order to secure the fees and disbursements of legal counsel to Coalspur, the Monitor, legal counsel to the Monitor, legal counsel to CTC or other Persons from time to time retained by Coalspur, the Monitor, or CTC, and any other costs and expenses incurred by Coalspur, the Monitor or CTC in connection with the implementation of the Plan and the resolution of Disputed Claims;

(d) declaring that, upon the Monitor filing with the Court the Certificate attached at **Schedule “2”** (the “**Monitor’s Discharge Certificate**”) to the Termination and Discharge Order confirming that: (i) all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and (ii) all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan,

(A) the Monitor shall be discharged and released from any and all further obligations as Monitor, but shall remain Monitor to perform such incidental and administrative duties as may be required under the Plan; and

(B) the Administration Charge shall be terminated;

(e) directing the Monitor to file the Monitor’s Discharge Certificate, post a copy of same on the Monitor’s Website and the CaseLines Filesite, and provide a copy to

Coalspur as soon as practicable following completion of the matters set out in subparagraphs (d)(i) and (ii) above;

- (f) continuing the Interim Restricted Court Access Order granted by the Honourable Mr. Justice Feth on December 7, 2021; and
- (g) such further and other relief as counsel for Coalspur may request and this Honourable Court may grant.

2. All capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Plan.

**Basis for this Claim:**

***Background***

3. On December 7, 2021, the CCAA Court granted an Order, among other things, accepting the filing of the Plan, authorizing Coalspur to call, hold and conduct a virtual meeting of the General Unsecured Creditor Class (the “**Creditors’ Meeting**”) to consider and vote on a resolution to approve the Plan, and setting January 13, 2022 for the hearing of Coalspur’s application for an order sanctioning the Plan (the “**Plan Sanction Hearing**”) should it be approved by the requisite majority of creditors at the Creditors’ Meeting.

4. The Creditors’ Meeting is scheduled to proceed on January 6, 2022 at 1:00 p.m. (Calgary time). In the event the Plan is approved by the requisite majority of creditors at the Creditors’ Meeting, Coalspur will file an application for an order sanctioning the Plan (the “**Plan Sanction Application**”) to be heard January 13, 2022 at 3:00 p.m.

***Termination of CCAA Proceedings and Discharge of Monitor***

5. The relief sought in the within application is supplemental to the relief that will be sought by Coalspur in the Plan Sanction Application. Such relief is necessary to define the process for termination of these CCAA proceedings and discharge of the Monitor in the event the Plan is approved by the Creditors and the Court and is implemented in accordance with its terms. The requested order defines a two-stage approach for conclusion of the CCAA proceedings and discharge of the Monitor:

- (a) first, upon the filing of the CCAA Termination Certificate by the Monitor confirming that all Restructuring Transactions set forth in Schedule “A” to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred, these CCAA proceedings will be concluded and terminated; and
- (b) second, upon the filing of the Monitor’s Discharge Certificate confirming: (i) all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and (ii) all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan:
  - (A) the Monitor will be discharged and released from any and all further obligations as Monitor and any and all liability in respect of any act done by the Monitor in these proceedings, and its conduct as Monitor pursuant to its appointment in accordance with the Initial Order, or otherwise, provided however, that notwithstanding its

discharge, the Monitor will remain Monitor to perform such incidental and administrative duties as may be required under the Plan and the Monitor will continue to have the benefit of the provisions of all Orders in these proceedings, including all approvals, protections and stays of proceedings in favour of the Monitor in its capacity as Monitor; and

(B) the Administration Charge will be terminated.

6. The proposed two-stage process provides Coalspur and the Monitor with an efficient and organized manner of concluding the CCAA proceedings and effecting the Monitor's discharge. It will allow stakeholders and other interested persons to easily confirm the status of the CCAA proceedings by the filing of the CCAA Termination Certificate and the Monitor's Discharge Certificate. The proposed process will minimize unnecessary costs and expenses by avoiding the need for Coalspur or the Monitor to prepare and file additional applications with the Court to conclude the CCAA proceedings and seek the Monitor's discharge at the applicable time.

7. In addition, the proposed two-stage process will allow for the conclusion and termination of the CCAA proceedings promptly following implementation of the Plan so that Coalspur may exit creditor protection and continue operating its business in the normal course for the benefit of stakeholders, while simultaneously preserving the Monitor's oversight and involvement in the administration of final tasks under the Plan.

***Continuation of Interim Restricted Court Access Order***

8. On December 7, 2021, Coalspur's application for a Restricted Court Access Order sealing Confidential Exhibit "B" (the "**Confidential Exhibit**") to the Seventh Affidavit of Michael Beyer,

sworn November 29, 2021 (the “**Seventh Beyer Affidavit**”) was heard by the Honourable Mr. Justice Feth. At the time of the application, Coalspur had only provided notice to the media one day prior. Accordingly, finding that the Confidential Exhibit contained confidential and commercially sensitive information, Justice Feth granted the Restricted Court Access Order on an interim basis to allow sufficient time for notice to the media to be given, and ordered that Coalspur’s application for a continuation of the Interim Restricted Court Access Order would be heard by the Court on January 13, 2022.

**Affidavit or other Evidence and Materials to be used in Support of this Application:**

9. The Seventh Beyer Affidavit and any additional affidavits which may be filed by Coalspur in support of the Plan Sanction Application.

10. The Seventh Report of the Monitor, dated December 1, 2021, and all other Reports which may be filed by the Monitor with respect to the Creditors’ Meeting and/or the Plan Sanction Application.

11. Such further and other evidence or materials as counsel may advise and this Honourable Court may permit.

**Applicable Rules:**

12. The Alberta *Rules of Court*, Alta Reg. 124/2010.

**Applicable Acts and Regulations:**

13. The *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended.

**Any Irregularity Complained of or Objection Relied On:**

14. None.

**How the Application is Proposed to be Heard or Considered:**

15. By WEBEX, before the Honourable Mr. Justice D.B. Nixon at the Calgary Court Centre at 3:00 p.m. on January 13, 2022 or so soon thereafter as counsel may be heard.

**WARNING**

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this 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 applicant(s) a reasonable time before the application is to be heard or considered.



**Schedule "A"**

COURT FILE NUMBER 2101-05019

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

AND IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **ORDER**  
**(Conclusion and Termination of CCAA Proceedings and  
Discharge of Monitor)**

ADDRESS FOR **OSLER, HOSKIN & HARCOURT LLP**  
SERVICE AND Barristers & Solicitors  
CONTACT Brookfield Place, Suite 2700  
INFORMATION OF 225 6 Ave SW  
PARTY FILING THIS Calgary, AB T2P 1N2  
DOCUMENT  
Solicitors: Randal Van de Mosselaer / Emily Paplawski  
Telephone: (403) 260-7000  
Facsimile: (403) 260-7024  
Email: [RVandemosselaer@osler.com](mailto:RVandemosselaer@osler.com) / [EPaplawski@osler.com](mailto:EPaplawski@osler.com)  
File Number: 1217428

DATE ON WHICH ORDER WAS PRONOUNCED: January 13, 2022

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice D.B. Nixon

LOCATION OF HEARING: Calgary, Alberta (BY WEBEX)

**UPON** the application of **COALSPUR MINES (OPERATIONS) LTD.** (the "**Applicant**"), filed December 17, 2021; **AND UPON** reviewing the Seventh Affidavit of Michael Beyer, sworn November 29, 2021 and ●; **AND UPON** reading the Seventh and ● Reports of FTI Consulting Canada Inc. in its capacity as Monitor of the Applicant (the "**Monitor**"); **AND UPON**

hearing from counsel for the Applicant, the Monitor, and such other parties present; **AND UPON** noting that capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Applicant's Plan of Compromise and Arrangement, dated November 29, 2021 (as may be amended from time to time, the "**Plan**"); **AND UPON** reviewing the Interim Restricted Court Access Order granted by the Honourable Mr. Justice Feth on December 7, 2021 (the "**Interim Restricted Court Access Order**"); **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The within CCAA proceedings shall be, and are hereby, concluded and terminated immediately upon the Monitor filing with the Court the Certificate attached at Schedule "1" hereto (the "**CCAA Termination Certificate**") confirming that all Restructuring Transactions set forth in Schedule "A" to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred.

2. The Monitor is hereby directed to file the CCAA Termination Certificate, post a copy of same on the Monitor's Website and the CaseLines Filesite, and provide a copy to Coalspur as soon as practicable following the occurrence or deemed occurrence of all Restructuring Transactions set forth in Schedule "A" to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan.

3. Notwithstanding the filing of the CCAA Termination Certificate:

- (a) the Monitor shall, until the filing of the Monitor's Discharge Certificate (as defined below), remain Monitor of Coalspur for purposes of performing such incidental and administrative duties as may be required under the Plan, and any other obligations of the Monitor including, but not limited to, addressing any undeliverable or

unclaimed distributions in accordance with the Plan, and assisting Coalspur, as necessary, with the filing of discharges and terminations of all Lien filings; and

- (b) the Administration Charge shall continue in accordance with the Amended and Restated Initial Order to secure the fees and disbursements of legal counsel to Coalspur, the Monitor, legal counsel to the Monitor, legal counsel to CTC or other Persons from time to time retained by Coalspur, the Monitor or CTC and any other costs and expenses incurred by Coalspur, the Monitor or CTC in connection with the implementation of the Plan and the resolution of Disputed Claims.

4. Upon the Monitor filing with the Court the Certificate attached at **Schedule “2”** hereto (the **“Monitor’s Discharge Certificate”**) confirming that: (i) all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and (ii) all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan:

- (a) the Monitor shall be discharged and released from any and all further obligations as Monitor and any and all liability in respect of any act done by the Monitor in these proceedings, and its conduct as Monitor pursuant to its appointment in accordance with the Initial Order, or otherwise, provided however, that notwithstanding its discharge herein, the Monitor shall remain Monitor to perform such incidental and administrative duties as may be required under the Plan and the Monitor shall continue to have the benefit of the provisions of all Orders in these proceedings, including all approvals, protections and stays of proceedings in favour of the Monitor in its capacity as Monitor; and

(b) the Administration Charge shall be terminated.

5. The Monitor is hereby directed to file the Monitor's Discharge Certificate, post a copy of same on the Monitor's Website and the CaseLines Filesite, and provide a copy to Coalspur as soon as practicable following completion of the matters set out in sub-paragraphs (4)(i) and (ii) above.

6. The Interim Restricted Court Access Order is hereby continued and, subject to further Order of this Honourable Court, the Confidential Exhibit (as defined in the Interim Restricted Court Access Order), shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the Alberta *Rules of Court*.

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Justice of the Court of Queen's Bench of Alberta

**Schedule “1”**

COURT FILE NUMBER 2101-05019

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **MONITOR’S CERTIFICATE  
(Termination of CCAA Proceedings)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Blake, Cassels & Graydon LLP  
855 - 2nd Street S.W.  
Suite 3500, Bankers Hall East Tower  
Calgary, Alberta, T2P 4J8  
Attention: Kelly Bourassa / James Reid

**RECITALS**

- A. Pursuant to the Initial Order of this Honourable Court dated April 26, 2021 as amended (the “**Initial Order**”), Coalspur Mines (Operations) Ltd. (“**Coalspur**”) sought and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act* R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and FTI Consulting Canada Inc. was appointed as the monitor of Coalspur (the “**Monitor**”) with the powers, duties and obligations set out in the Initial Order;
- B. Coalspur filed a Plan of Compromise and Arrangement under the CCAA dated November 29, 2021 (the “**Plan**”), which Plan was approved by the Required Majority of Creditors in the General Unsecured Creditors Class and sanctioned by the Court;
- C. On January 13, 2021, the Court granted an Order providing that the CCAA proceedings would be concluded and terminated immediately upon the filing of this certificate by the Monitor confirming that all Restructuring Transactions, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred; and
- D. Unless otherwise indicated herein, initially capitalized terms used herein have the meaning set out in the Plan.

**THE MONITOR HEREBY CERTIFIES** the following:

1. All Restructuring Transactions set forth in Schedule "A" to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred.

This Certificate was delivered by the Monitor on:

\_\_\_\_\_ [Date] at \_\_\_\_\_ [a.m. / p.m. Calgary Time].

**FTI CONSULTING CANADA INC**, in its capacity as the Court-appointed Monitor of Coalspur and not in its personal or corporate capacity

By: \_\_\_\_\_

Name:

Title:

**Schedule “2”**

COURT FILE NUMBER 2101-05019

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

AND IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **MONITOR’S CERTIFICATE  
(Discharge of Monitor and Termination of Administration  
Charge)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Blake, Cassels & Graydon LLP  
855 - 2nd Street S.W.  
Suite 3500, Bankers Hall East Tower  
Calgary, Alberta, T2P 4J8  
Attention: Kelly Bourassa / James Reid

**RECITALS**

- A. Pursuant to the Initial Order of this Honourable Court dated April 26, 2021 as amended (the “**Initial Order**”), Coalspur Mines (Operations) Ltd. (“**Coalspur**”) sought and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act* R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and FTI Consulting Canada Inc. was appointed as the monitor of Coalspur (the “**Monitor**”) with the powers, duties and obligations set out in the Initial Order;
- B. Coalspur filed a Plan of Compromise and Arrangement under the CCAA dated November 29, 2021 (the “**Plan**”), which Plan was approved by the Required Majority of Creditors in the General Unsecured Creditors Class and sanctioned by the Court;
- C. On January 13, 2021, the Court granted an Order providing for the discharge of the Monitor and termination of the Administration Charge upon the filing of this certificate by the Monitor confirming that all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made and all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan; and
- D. Unless otherwise indicated herein, initially capitalized terms used herein have the meaning set out in the Plan.

**THE MONITOR HEREBY CERTIFIES** the following:

1. All cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and
2. All undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan.

This Certificate was delivered by the Monitor on:

\_\_\_\_\_ **[Date]** at \_\_\_\_\_ **[a.m. / p.m. Calgary Time]**.

**FTI CONSULTING CANADA INC**, in its capacity as the Court-appointed Monitor of Coalspur and not in its personal or corporate capacity

By: \_\_\_\_\_

Name:

Title: