

Clerk's Stamp:



COURT FILE NUMBER 2101-05019
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT: 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 (CLAIMS PROCESS ORDER)**
CONTACT INFORMATION **OSLER, HOSKIN & HARCOURT LLP**
OF PARTY FILING THIS Barristers & Solicitors
DOCUMENT: 225 6 Ave SW
225 6 Ave SW
Calgary, AB T2P 1N2
Solicitors: Randal Van de Mosselaer / Emily Paplawski
Telephone: (403) 260-7000
Facsimile: (403) 260-7024
Email: RVandemosselaer@osler.com / EPaplawski@osler.com
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: August 9, 2021
Time: 2:00 p.m.
Where: Calgary Courts Center, 601 – 5th Street SW, Calgary AB (by Webex)
Before: The Honourable Madam Justice Ho

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 “**Claims Process Order**”):

- (a) approving a claims process substantially in the form attached as Schedule “A” to the proposed Claims Process Order for the identification, quantification, and resolution of Claims (as defined in the Claims Process) as against Coalspur and its Directors and Officers (the “**Claims Process**”),
- (b) authorizing Coalspur and FTI Consulting Canada Inc. (the “**Monitor**”) to perform their respective obligations under the Claims Process;
- (c) establishing the Claims Bar Date and the Subsequent Claims Bar Date (as defined below); and
- (d) such further and other relief as counsel for Coalspur may request and this Honourable Court may grant.

Basis for this Claim:

2. On April 26, 2021 (“**Filing Date**”), Coalspur obtained protection from its creditors under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) pursuant to an Initial Order of this Court (the “**Initial Order**”). The Initial Order was amended and restated and an Amended and Restated Initial Order was granted on May 6, 2021.

3. Coalspur, in consultation with the Monitor and significant stakeholders, is in the process of developing a plan of compromise or arrangement to be voted on by its creditors.

4. In order to determine the amount, status and validity of claims against Coalspur for voting and distribution purposes, Coalspur has developed the Claims Process attached as Schedule “A” to the attached form of Claims Process Order to allow for the submission, evaluation and adjudication of claims against it. Coalspur is of the view that the proposed Claims Process is fair and reasonable in the circumstances, appropriately balances competing views, and will facilitate the determination of Claims against Coalspur and its former and current Directors and Officers in a fair, comprehensive, and expeditious manner.

5. The Monitor has reviewed the proposed Claims Process and supports the Claims Process Order currently being sought by Coalspur.

6. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

7. Affidavit of James Murphy, sworn August 2, 2021.

8. The Fifth Report of the Monitor, to be filed.

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

Applicable Rules:

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

Applicable Acts and Regulations:

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

Any Irregularity Complained of or Objection Relied On:

12. None.

How the Application is Proposed to be Heard or Considered:

13. By Webex, before the Honourable Madam Justice Ho at the Calgary Courts Centre, 601 – 5th Street SW, Calgary, AB at 2:00 p.m. on August 9, 2021 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.

WEBEX CONFIRMATION

Webex Confirmation 2101 05019 - COALSPUR MINES OPERATIONS LTD v. COMPANIES CREDITORS ARRANGEMENT ACT - Aug 09, 2021 02:00 PM - HO, J - Confirmed

Virtual Courtroom 60 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

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.

Note: Recording or rebroadcasting of the video is prohibited.

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>

You can also join the meeting via the "Cisco Webex Meetings" App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Schedule "A"

Clerk's Stamp:



COURT FILE NUMBER 2101-05019
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

APPLICANT: 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 (Claims Process)**
CONTACT INFORMATION OF **Osler, Hoskin & Harcourt LLP**
PARTY FILING THIS Barristers & Solicitors
DOCUMENT: Brookfield Place, Suite 2700
225 6 Ave SW
Calgary, AB T2P 1N2

Solicitors: Randal Van de Mosselaer / Emily Paplawski
Telephone: (403) 260-7000
Facsimile: (403) 260-7024
Email RVandemosselaer@osler.com / EPaplawski@osler.com
File Number: 1217428

DATE ON WHICH ORDER WAS PRONOUNCED: August 9, 2021

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Madam Justice Ho

LOCATION OF HEARING: Calgary, Alberta

UPON the application of **COALSPUR MINES (OPERATIONS) LTD.** (the "**Applicant**"), filed August 3, 2021; **AND UPON** reviewing the Affidavit of James Murphy, sworn August 2, 2021; **AND UPON** reading the Fifth Report 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** reviewing the Amended and Restated Initial Order of the Honourable Madam Justice Shelley, granted May 6, 2021 (the “**Amended and Restated Initial Order**”); **IT IS HEREBY ORDERED AND DECLARED THAT:**

CAPITALIZED TERMS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Claims Process attached as Schedule “A” hereto (the “**Claims Process**”).

APPROVAL OF CLAIMS PROCESS

2. The Claims Process is hereby approved, and the Monitor, in addition to its prescribed rights and obligations under the CCAA and the Amended and Restated Initial Order, with the assistance of the Applicant, is authorized and directed to implement the Claims Process and to take such other actions and fulfill such other roles as are contemplated by the Claims Process and this Claims Process Order.

3. The following forms, together with any necessary non-substantive amendments are hereby approved: Notice to Creditors (Schedule “B”), Proof of Claim (Schedule “C”), Notice of Revision or Disallowance (Schedule “D”), and Notice of Dispute (Schedule “E”).

CLAIMS BAR DATES

4. The Claims Bar Date of 5:00 pm on September 23, 2021 is hereby approved.

5. The Subsequent Claims Bar Date of the later of: (a) the Claims Bar Date; and (b) 5:00 pm (Mountain Time) on the day which is 15 days after the date on which the agreement in question was disclaimed or resiliated, is hereby approved.

6. Any Creditor who fails to deliver a Proof of Claim in respect of a Pre-Filing Claim or a Subsequent Claim, as the case may be, to the Monitor and the Applicant in accordance with this Claims Process Order and the Claims Process on or before the Claims Bar Date or the Subsequent Claims Bar Date, as applicable, shall:

- (a) be forever barred, estopped and enjoined from asserting or enforcing that Claim (or filing a Proof of Claim with respect to such Claim) against the Applicant, or its

current or former Directors or Officers, or any of them, and such Claim shall be forever barred and extinguished;

- (b) will not be permitted to vote at any Creditors' meeting on account of such Claim;
- (c) will not be entitled to receive further notice with respect to the Claims Process or these proceedings with respect to such Claim; and
- (d) will not be permitted to participate in any distribution under any Plan or otherwise on account of such Claim.

7. The publication of the Notice to Creditors, the posting of the Claims Package and this Claims Process Order on the Monitor's Website (<http://cfcanada.fticonsulting.com/coalspur>) and on the Caselines Filesite established in these proceedings, and the delivery to the Known Creditors of the Claims Package in accordance with the Claims Process and the requirements of this Claims Process Order, shall constitute good and sufficient service and delivery of (i) notice of this Claims Process Order, and (ii) the Claims Bar Date or Subsequent Claims Bar Date, as applicable, on all Persons who may be entitled to receive notice and who may wish to assert a Claim, and no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Claims Process Order.

FILING OF PROOFS OF CLAIM

8. A Proof of Claim shall be deemed filed in a timely manner only if delivered by registered mail, personal delivery, courier, email (in PDF format) or facsimile transmission so as to actually be received by the Monitor and the Applicant on or before the Claims Bar Date or the Subsequent Claims Bar Date, as applicable.

NOTICE OF TRANSFEREES

9. If any Creditor transfers or assigns the whole of its Claim to another Person, neither the Applicant nor the Monitor shall be required to give notice to or otherwise deal with the transferee or assignee of the Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Applicant and the Monitor. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder

of such Claim and shall be bound by notices given and steps taken in respect of such Claim in accordance with the provisions of this Claims Process Order.

NOTICES AND COMMUNICATION

10. All references as to time herein shall mean local time in Calgary, Alberta, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein, and any reference to an event occurring on a day that is not a Business Day shall mean the next following day that is a Business Day.

11. Except as otherwise provided herein, the Applicant and the Monitor may deliver any notice or other communication to be given under this Claims Process Order to Creditors or other interested Persons by forwarding true copies thereof by ordinary mail, courier, personal delivery, facsimile or email to such Creditors or Persons at the address last shown on the books and records of the Applicant. Any such service and delivery shall be deemed to have been received: (i) if sent by ordinary mail, on the third Business Day after mailing within Alberta, the fifth Business Day after mailing within Canada (other than within Alberta), and the tenth Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day, and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

12. Any notice or other communication to be given under this Claims Process Order by a Creditor to the Monitor or the Applicant shall be in writing in substantially the form, if any, provided for in this Claims Process Order and will be sufficiently given only if delivered by registered mail, courier, email (in PDF), personal delivery or facsimile transmission addressed to both the Applicant and Monitor as follows:

To the Monitor:

FTI Consulting Canada Inc.

In its capacity as the court appointed Monitor of Coalspur Mines (Operations) Ltd.

Attention: Hailey Liu

Suite 1610, 520th Avenue S.W.

Calgary, AB T2P 3R7

Email: Hailey.Liu@fticonsulting.com

Phone: 403.454.6040

Facsimile: 403.232.6116

To the Applicant:

Osler, Hoskin & Harcourt LLP

Attention: Elena Pratt

Brookfield Place, Suite 2700

225 6 Ave SW

Calgary, AB T2P 1N2

Email: epratt@osler.com

Phone: 403.260.7000

Facsimile: 403.260.7024

GENERAL

13. The Monitor, in consultation with the Applicant, is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any forms submitted or delivered hereunder are completed and executed and the time in which they are submitted and may, if satisfied that a Claim has been adequately proven, and in consultation with the Applicant, waive strict compliance with the requirements of the Claims Process and this Claims Process Order as to the completion, execution, and time of delivery of such forms.

14. In carrying out the terms of this Order, the Monitor: (i) shall have all of the protections given to it by the CCAA, the Amended and Restated Initial Order, any other orders of the Court in the CCAA proceedings, and this Order, or as an officer of the Court, including the stay of proceedings in its favour, (ii) shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, other than in respect of its gross negligence or wilful misconduct; (iii) shall be entitled to rely on the books and records of the Applicant and any information provided by the Applicant, all without independent investigation; (iv) shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information, and (v) may seek such assistance as may be reasonably required to carry out its duties and obligations pursuant to this Order from the Applicant, including making such inquiries and obtaining such records and information as it deems appropriate in connection with the Claims Process.

15. The Applicant and its current and former shareholders, Officers, Directors, employees, agents and representatives shall fully cooperate with the Monitor in the exercise of its powers and discharge of its duties and obligations under this Order.

16. Notwithstanding the terms of this Claims Process Order, the Applicant or the Monitor may apply to this Court from time to time for such further order or orders as either one of them considers necessary or desirable to amend, supplement or replace the Claims Process or this Claims Process Order.

SCHEDULE “A”

CLAIMS PROCESS

DEFINITIONS

1. For purposes of this Claims Process, the following terms shall have the following meanings:
 - (a) **“Applicant”** means Coalspur Mines (Operations) Ltd.
 - (b) **“Amended and Restated Initial Order”** means the Order of the Honourable Madam Justice Shelley granted on May 6, 2021 in these CCAA Proceedings.
 - (c) **“Business Day”** means a day, other than a Saturday or a Sunday on which banks are generally open for business in Calgary, Alberta.
 - (d) **“Caselines Filesite”** means the online filesite established by the Monitor for managing the pleadings and other relevant documents in these CCAA Proceedings and hosted on the canada.caselines.com website, as approved by the Order of the Honourable Madam Justice Romaine granted on June 16, 2021 in these CCAA Proceedings.
 - (e) **“CCAA”** means the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
 - (f) **“CCAA Proceedings”** means the proceedings commenced by the Applicant in Court of Queen's Bench of Alberta Action No. 2101-05019.
 - (g) **“Claim”** means (i) any indebtedness, liability or obligation of any kind that would be a claim provable within the meaning of section 2 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3; and/or (ii) all Claims against current or former Directors or Officers of the Applicant, but excluding Excluded Claims. For greater certainty, a “Claim” shall include any right or claim of any Person arising prior to the Filing Date that may be asserted or made in whole or in part against the Applicant or its current or former Directors or Officers, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, including without limitation, by reason of the commission of a tort (intentional or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including, without limitation, any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise), and whether or not any indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise and whether or not any right or claim is executory or anticipatory in nature, including without limitation, any right or ability of any Person to advance a claim

for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future.

- (h) **“Claims Bar Date”** means 5:00 p.m. on September 23, 2021.
- (i) **“Claims Package”** means the document package to be posted on the Monitor’s Website which shall include a copy of the Claims Process Order, the Notice to Creditors and a Proof of Claim and related instruction letter.
- (j) **“Claims Process”** means the procedures outlined herein in connection with the assertion of Claims against the Applicant and/or its current or former Directors or Officers.
- (k) **“Claims Process Order”** means the Order of the Honourable Madam Justice Ho granted on August 9, 2021 in these CCAA Proceedings approving the Claims Process.
- (l) **“Court”** means the Court of Queen's Bench of Alberta.
- (m) **“Creditor”** means any Person asserting a Claim against the Applicant or its current or former Directors or Officers.
- (n) **“Director”** means anyone who is or was or may be deemed to be or have been, whether by statute, operation of law or otherwise, a director or *de facto* director of the Applicant, in such capacity.
- (o) **“Dispute Package”** means, with respect to any Claim, a copy of the related Proof of Claim, Notice of Revision or Disallowance and Notice of Dispute.
- (p) **“Excluded Claims”** means (i) any Claim secured by a charge now or hereinafter granted by the Court in connection with these CCAA Proceeding, (ii) any Claim of a current or former Director or Officer of the Applicant for indemnification from the Applicant in relation to a Claim asserted against such Director or Officer under this Claims Process, (iii) the Regulatory Obligations owed or owing by the Applicant to any Regulator, including with respect to any financial security held by any Regulator in support of Regulatory Obligations; and (iv) Claims enumerated in sections 5.1(2) and 19(2) of the CCAA.
- (q) **“Filing Date”** means April 26, 2021.
- (r) **“Known Creditors”** means Creditors which the books and records of the Applicant disclose were owed money by the Applicant as of the Filing Date, which obligation remains unpaid in whole or in part.
- (s) **“Monitor”** means FTI Consulting Canada Inc. in its capacity as the Court-appointed Monitor of the Applicant and not in its personal or corporate capacity.
- (t) **“Notice of Dispute”** means the notice that may be delivered by a Creditor who has received a Notice of Revision or Disallowance disputing such Notice of Revision

or Disallowance, which notice shall be substantially in the form attached to the Claims Process Order as Schedule "E".

- (u) **“Notice of Revision or Disallowance”** means the notice that may be delivered to a Creditor revising or rejecting such Creditor's Claim as set out in its Proof of Claim in whole or in part, which notice shall be substantially in the form attached to the Claims Process Order as Schedule "D".
- (v) **“Notice to Creditors”** means the notice of the Claims Process to be published in the Globe and Mail, the Calgary Herald, the Edmonton Journal and the Hinton Voice and included as part of the Claims Package in accordance with the Claims Process in substantially the form attached to the Claims Process Order as Schedule "B".
- (w) **“Officer”** means anyone who is or was or may be deemed to be or have been, whether by statute, operation of law or otherwise, an officer or *de facto* officer of the Applicant, in such capacity.
- (x) **“Person”** shall be broadly interpreted and includes an individual, firm, partnership, joint venture, fund, limited liability company, unlimited liability company, association, trust, corporation, unincorporated association or organization, syndicate, committee, the government of a country or any political subdivision thereof, or any agency, board, tribunal, commission, bureau, or any other entity, howsoever designated or constituted, and the trustees, executors, administrators or other legal representatives of an individual.
- (y) **“Pre-Filing Claim”** means any Claim other than a Subsequent Claim.
- (z) **“Proof of Claim”** means the form to be completed and filed by a Creditor setting forth its Pre-Filing Claim or Subsequent Claim, which Proof of Claim shall be substantially in the form attached to the Claims Process Order as Schedule "C".
- (aa) **“Proven Claim”** means the amount, status and validity of a Pre-Filing Claim or Subsequent Claim of a Creditor as finally determined for voting and distribution purposes in accordance with this Claims Process. A Proven Claim will be "finally determined" in accordance with this Claims Process when: (i) the Claim has been accepted by the Monitor, in consultation with the Applicant, (ii) the applicable time period for filing a Notice of Dispute in response to a Notice of Revision or Disallowance has expired and no Notice of Dispute has been filed in accordance with this Claims Process, or (iii) the Court has made a determination with respect to the amount, status and/or validity of the Claim, and no appeal or application for leave to appeal therefrom shall have been taken or served on either party, or if any appeal or application for leave to appeal shall have been taken therefrom or served on either party, any and all such appeal or application shall have been dismissed, determined or withdrawn.
- (bb) **“Regulator”** means any person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of

a province and includes a person or body that is prescribed to be a regulatory body for the purpose of the CCAA.

- (cc) **“Regulatory Obligation”** means any obligation owed or owing by the Applicant to any Regulator which includes, but is not limited to, any suspension, abandonment and/or reclamation obligations owed or owing by the Applicant to the Regulator, but excluding Royalties.
- (dd) **“Royalties”** means any royalties on coal production payable by the Applicant under the *Mines and Minerals Act*, RSA 2000, c M-17, the *Coal Royalty Regulation*, AR 295/1992, or other similar legislation and/or regulation.
- (ee) **“Subsequent Claim”** means any Claim arising after the Filing Date as a result of the disclaimer or resiliation after the Filing Date of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto.
- (ff) **“Subsequent Claims Bar Date”** means the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. on the day which is 15 days after the date on which the agreement in question was disclaimed or resiliated.
- (gg) **“Website”** means the website maintained by the Monitor located at <http://cfcanada.fticonsulting.com/coalspur>.

NOTICE OF CLAIMS PROCESS

2. The Monitor shall cause a letter to be sent to each Known Creditor by regular prepaid mail, fax, courier or email on or before August 13, 2021 enclosing the Notice to Creditors and a Proof of Claim with related instruction letter and advising: (i) of the Claims Process Order and the Claims Process set out therein, and (ii) that the Claims Package is available on the Monitor’s Website.
3. The Monitor shall cause the Notice to Creditors to be published in the Globe and Mail, the Calgary Herald, the Edmonton Journal and the Hinton Voice on or prior to August 16, 2021.
4. The Monitor shall cause the Claims Package to be posted on the Website and uploaded to the Caselines Filesite forthwith after the granting of the Claims Process Order.
5. To the extent any Creditor requests documents or information relating to the Claims Process prior to the Claims Bar Date or the Subsequent Claims Bar Date, as applicable, or if the Applicant or the Monitor become aware of any further Claims after the mailings contemplated in paragraph 2 above, the Monitor shall forthwith send such Creditor the documents required by paragraph 2, shall direct such Creditor to the Claims Package posted on the Website, or shall otherwise respond to the request for documents or information as the Monitor, in consultation with the Applicant, may consider appropriate in the circumstances.

6. Any notices of disclaimer or resiliation delivered after the date of this Order to any Person in connection with any action taken by Coalspur to restructure, disclaim, resiliate, terminate or breach any contract, lease or other agreement, whether written or oral, pursuant to the terms of the Amended and Restated Initial Order, shall be accompanied by a Claims Package.

FILING OF PROOFS OF CLAIM

7. Every Creditor asserting a Pre-Filing Claim against the Applicant or its current or former Directors or Officers in the Claims Process shall set out its aggregate Pre-Filing Claim in a written Proof of Claim (in the form attached to the Claims Process Order as Schedule “C”) and deliver that Proof of Claim to the Monitor and Applicant at the addresses contained therein so that such Proof of Claim is received by the Monitor and the Applicant by no later than the Claims Bar Date.
8. Every Creditor asserting a Subsequent Claim against the Applicant or its current or former Directors or Officers in the Claims Process shall set out its aggregate Subsequent Claim in a written Proof of Claim (in the form attached to the Claims Process Order as Schedule “C”) and deliver that Proof of Claim to the Monitor and Applicant at the addresses contained therein so that it is received by the Monitor and the Applicant by no later than the Subsequent Claims Bar Date.
9. Any Creditor who chooses to file a Proof of Claim is required to provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which have guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of invoices, particulars of all credits, discounts, etc, claimed. If a claim is made against any Directors and/or Officers, specify the applicable Director(s) and/or Officer(s) and the legal basis for the Claim against them.
10. Any Claim denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot exchange rate as at the Filing Date (April 26, 2021). The Canadian Dollar/US Dollar rate of exchange on that date was C\$1.2412/US\$1.00.

DETERMINATION OF CLAIMS

11. The Applicant and the Monitor shall review each Proof of Claim received by the Claims Bar Date or Subsequent Claims Bar Date, as applicable, and the Monitor, in consultation with the Applicant, shall accept, revise or disallow each Claim.
12. Prior to accepting, revising or disallowing a Claim, the Monitor may, in consultation with the Applicant, attempt to consensually resolve any dispute regarding the classification and/or amount of any Claim with the applicable Creditor.
13. If the Monitor, in consultation with the Applicant, accepts the Claim as specified in the relevant Proof of Claim, then such Claim shall be a Proven Claim for voting and/or distribution purposes.

NOTICE OF REVISION OR DISALLOWANCE

14. If the Monitor, in consultation with the Applicant, determines to revise or disallow a Claim, the Monitor shall send a Notice of Revision or Disallowance to the Creditor, in the form attached to the Claims Process Order as Schedule “D”.

NOTICE OF DISPUTE

15. Any Creditor who wishes to dispute the classification or amount of its Claim as set forth in a Notice of Revision or Disallowance shall, by no later than 5:00 p.m. on the day that is ten (10) Business Days after the date on which the Notice of Revision or Disallowance is deemed to be received under the Claims Process Order:
 - (a) deliver a Notice of Dispute in the form attached to the Claims Process Order as Schedule “E”; and
 - (b) file and serve an application with the Court supported by an affidavit setting out the basis for the dispute, which application must be returnable within thirty (30) days, or such further or other date as the Court may direct or the Monitor, in consultation with the Applicant, may agree in writing.
16. Any Creditor who fails to deliver a Notice of Dispute and file an application with the Court by the deadlines set forth in paragraph 15 shall be deemed to accept the classification and amount of its Claim as set forth in the applicable Notice of Revision or Disallowance, and such revised Claim shall constitute a Proven Claim for all purposes.

RESOLUTION OF CLAIMS

17. Upon receipt of a Notice of Dispute, the Monitor may, in consultation with the Applicant, attempt to consensually resolve the classification and/or amount of the Claim with the applicable Creditor. If the Monitor and the Creditor consensually resolve the classification and amount of the Claim, in consultation with the Applicant, such revised Claim will constitute a Proven Claim for all purposes.
18. Where the value of a Creditor’s Claim has not been finally determined by the Court by the date of any Creditors’ meeting, the Monitor, in consultation with the Applicant, shall either:
 - (a) accept the Creditor’s determination of the value of the Claim as set out in the applicable Notice of Dispute only for the purposes of voting and conduct the vote of the Creditors on that basis, subject to final determination of the Creditor’s Claim by the Court, and in such instance, the Monitor shall record separately the value of such Creditor’s Claim and whether such Creditor voted in favour of, or against, any Plan;
 - (b) adjourn the Creditors’ meeting until a final determination of the Claim is made; or
 - (c) deal with the matter as the Court may otherwise direct or as the Monitor, the Applicant and the Creditor may otherwise agree.

Schedule “B”

NOTICE TO CREDITORS

(Claims Process)

On April 26, 2021, Coalspur Mines (Operations) Ltd. (the “**Applicant**”) received protection under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) by order of the Court of Queen’s Bench of Alberta (the “**Court**”) in Action No. 2101-05019. FTI Consulting Canada Inc. was appointed monitor (the “**Monitor**”).

On August 9, 2021, the Court granted a further order prescribing a process by which the identity and status of all persons holding Claims against the Applicant and/or its current or former Directors or Officers, and the net amounts of such Claims, will be established for purposes of the CCAA Proceedings (the “**Claims Process Order**”). A copy of the Claims Process Order may be viewed at <http://cfcanada.fticonsulting.com/coalspur>.

Any creditor having a Pre-Filing Claim against the Applicant (including its current or former Directors or Officers) arising prior to April 26, 2021, of any nature whatsoever, including an unsecured, secured, contingent or unliquidated Claim, must send a Proof of Claim in the prescribed form to the Monitor, with a copy to the Applicant, to be received by the Monitor and the Applicant by no later than 5:00 p.m. (Mountain Time) on September 23, 2021 (the “Claims Bar Date”).

Any creditor having a Subsequent Claim against the Applicant arising after April 26, 2021, as a result of a disclaimer or resiliation by the Applicant of any contract, lease, employment agreement or other arrangement or agreement, must send a Proof of Claim in the prescribed form to the Monitor, with a copy to the Applicant, to be received by the Monitor and the Applicant by the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. (Mountain Time) on the day which is 15 days after the date on which the agreement in question was disclaimed or resiliated (the “Subsequent Claims Bar Date”).

Any creditor who chooses to file a Proof of Claim is required to provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which have guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of invoices, particulars of all credits, discounts, etc, claimed. If a Claim is made against any Directors and/or Officers, specify the applicable Director(s) and/or Officer(s) and the legal basis for the Claim against them.

All Proofs of Claim, together with the required supporting documentation, must be sent to the Monitor and the Applicant by registered mail, courier, email (in PDF), personal delivery or facsimile transmission addressed to:

To the Monitor:

FTI Consulting Canada Inc.

In its capacity as the court appointed Monitor
of Coalspur Mines (Operations) Ltd.

Attention: Hailey Liu

Suite 1610, 520 5th Avenue S.W.

Calgary, AB T2P 3R7

Email: Hailey.Liu@fticonsulting.com

Phone: 403.454.6040

Facsimile: 403.232.6116

To the Applicant:

Osler, Hoskin & Harcourt LLP

Attention: Elena Pratt

Brookfield Place, Suite 2700

225 6 Ave SW

Calgary, AB T2P 1N2

Email: epratt@osler.com

Phone: 403.260.7000

Facsimile: 403.260.7024

Copies of the Proof of Claim form and further information regarding the Claims Process may be downloaded at <http://cfcanda.fticonsulting.com/coalspur>.

PROOFS OF CLAIM WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE OR THE SUBSEQUENT CLAIMS BAR DATE, AS APPLICABLE, WILL BE BARRED AND EXTINGUISHED FOREVER.

If you have any questions regarding the Claims Process Order, the Claims Process, or the process or timelines for providing a Proof of Claim, please contact the Monitor at 1-833-768-1171 or Coalspur@fticonsulting.com.

Dated _____, 2021 in Calgary, Alberta.

FTI Consulting Canada Inc. in its capacity as
Monitor of Coalspur Mines (Operations) Ltd.

Per:

Schedule "C"
PROOF OF CLAIM

For all Pre-Filing Claims and/or Subsequent Claims relating to Coalspur Mines (Operations) Ltd. and/or its current or former Directors or Officers

(See Reverse for Instructions)

Regarding the claim of _____ (referred to in this form as "**the creditor**"). (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

Email: _____

Have you acquired this Claim by assignment? If yes, if not already provided, attach documents evidencing assignment.

Yes: No: (if yes, attach documents evidencing assignment)

If Yes, Full Legal Name of Original Creditor(s): _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)

of _____ in the province of _____
(name of city, town, etc.)

Do hereby certify that:

1. I am the creditor

or

I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the Claim referred to in this form.

3. I have a Pre-Filing Claim
or
 I have a Subsequent Claim

(Claims in a foreign currency are to be converted to Canadian Dollars at the Bank of Canada noon spot exchange rate as at April 26, 2021. The Canadian Dollar/US Dollar rate of exchange on that date was C\$1.2412/US\$1.00.)

4. _____ [specify Applicant or name of applicable Director and/or Officer] was, (as at April 26, 2021 in respect of a Pre-Filing Claim **OR** after April 26, 2021 in respect of a Subsequent Claim), and still is indebted to the creditor in the sum of \$ _____ CAD as shown by the statement of account attached hereto and marked **Schedule "A"**. Pre-Filing Claims should not include the value of goods and/or services supplied after April 26, 2021. If a creditor's claim is to be reduced by deducting any counter claims and/or claims to set-off to which the Applicant is entitled and/or amounts associated with the return of equipment and/or assets by the Applicant, please specify.

5. The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

6. A. **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not held any assets as security.
- B. **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets valued at \$ _____ as security:

*Provide full particulars of the Claim, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which have guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of invoices, particulars of all credits, discounts, etc, claimed. If a claim is made against any Directors and/or Officers, specify the applicable Director(s) and/or Officer(s) and the legal basis for the Claim against them. Attach all supporting documents as **Schedule "B"**.*

Dated at _____, this _____ day of _____, 2021.
(Insert city)

Witness

(signature of individual completing the form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements. Unless otherwise defined, all capitalized terms used herein shall have the meaning given to those terms in the Claims Process.

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A Statement of Account containing details of the Claim, and if applicable, the amount due in respect of property claims, must be attached and marked Schedule "A".
4. The Proof of Claim must clearly specify the amount of the Claim and, if in a foreign currency, must be converted to Canadian dollars at the Bank of Canada noon spot exchange rate as at the Filing Date (April 26, 2021). The Canadian Dollar/US Dollar rate of exchange on that date was C\$1.2412/US\$1.00.
5. The Proof of Claim must provide full particulars of the Claim, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which have guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of invoices, particulars of all credits, discounts, etc, claimed. If a claim is made against any Directors and/or Officers, specify the applicable Director(s) and/or Officer(s) and the legal basis for the Claim against them.
6. Any amounts claimed as interest should be clearly noted as being for interest.
7. The form must indicate whether the Claim is a Pre-Filing Claim or a Subsequent Claim. Pre-Filing Claims should not include the value of goods and/or services arising after April 26, 2021.
8. The nature of the claim must be indicated by ticking the type of claim which applies:

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.
9. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

The completed Proof of Claim and all supporting documentation must be sent on or before the Claims Bar Date (September 23, 2021) or the Subsequent Claims Bar Date (the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. (Mountain Time) on the day which is 15 days after the date on which the agreement in question was disclaimed or resiliated), to both the Applicant and the Monitor at:

To the Monitor:

FTI Consulting Canada Inc.

In its capacity as the court appointed Monitor of Coalspur Mines (Operations) Ltd.

Attention: Hailey Liu

Suite 1610, 520 5th Avenue S.W.

Calgary, AB T2P 3R7

Email: Hailey.Liu@fticonsulting.com

Phone: 403.454.6040

Facsimile: 403.232.6116

To the Applicant:

Osler, Hoskin & Harcourt LLP

Attention: Elena Pratt

Brookfield Place, Suite 2700

225 6 Ave SW

Calgary, AB T2P 1N2

Email: epratt@osler.com

Phone: 403.260.7000

Facsimile: 403.260.7024

Additional information regarding Coalspur Mines (Operations) Ltd. and the CCAA process, as well as copies of claims documents may be obtained at <http://cfcanada.fticonsulting.com/coalspur>.

If there are any questions in completing the Proof of Claim, please contact the Monitor at 1-833-768-1171 or Coalspur@fticonsulting.com.

Any Claim not delivered to the Monitor and the Applicant at the above noted addresses by the Claims Bar Date or the Subsequent Claims Bar Date, as applicable, will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and extinguished and may not thereafter be advanced against the Applicant and/or its current or former Directors and Officers.

Schedule “D”

NOTICE OF REVISION OR DISALLOWANCE

**Regarding Claims Against Coalspur Mines (Operations) Ltd.
and/or its Directors or Officers**

Claim Reference Number: _____

To: _____
(Name of Creditor)

Defined terms not defined in this Notice of Revision or Disallowance have the meaning ascribed in the Order of the Court of Queen’s Bench of Alberta, dated August 9, 2021 (the “**Claims Process Order**”). All dollar values contained herein are in Canadian dollars unless otherwise noted.

Pursuant to the Claims Process Order, FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor of the Applicant, hereby gives you notice that it has reviewed your Proof of Claim in conjunction with the Applicant and has revised or disallowed your Claim. Subject to further dispute by you in accordance with the Claims Process Order, your Claim will be allowed as follows:

Amount Allowed by Monitor:

	Proof of Claim Amount	Voting	Distribution	Allowed as Secured	Allowed as Unsecured
Pre-filing Claim	\$ _____	\$ _____	\$ _____		
Subsequent Claim	\$ _____	\$ _____	\$ _____		
Director and/or Officer Claim	\$ _____	\$ _____	\$ _____		

REASON(S) FOR THE REVISION OR DISALLOWANCE:

If you intend to dispute this Notice of Revision or Disallowance, you must **within ten (10) Business Days** after the date on which this Notice of Revision or Disallowance is deemed to be received under the Claims Process Order:

- 1) deliver a Notice of Dispute in the form enclosed to the Monitor and the Applicant; and
- 2) file and serve an application with the Court supported by an affidavit setting out the basis for the dispute, which application must be returnable within thirty (30) days, or such further or other date as the Court may direct or the Monitor, in consultation with the Applicant, may agree in writing

by prepaid registered mail, personal delivery, courier, facsimile, or electronic mail to the addresses below:

To the Monitor:

FTI Consulting Canada Inc.

In its capacity as the court appointed Monitor
of Coalspur Mines (Operations) Ltd.

Attention: Hailey Liu

Suite 1610, 520 5th Avenue S.W.

Calgary, AB T2P 3R7

Email: Hailey.Liu@fticonsulting.com

Phone: 403.454.6040

Facsimile: 403.232.6116

To the Applicant:

Osler, Hoskin & Harcourt LLP

Attention: Elena Pratt

Brookfield Place, Suite 2700

225 6 Ave SW

Calgary, AB T2P 1N2

Email: epratt@osler.com

Phone: 403.260.7000

Facsimile: 403.260.7024

IF YOU FAIL TO FILE YOUR DISPUTE NOTICE WITHIN TEN (10) BUSINESS DAYS OF THE DATE YOU RECEIVED (OR ARE DEEMED TO HAVE RECEIVED) THIS NOTICE OF REVISION OR DISALLOWANCE, THE VALUE OF YOUR CLAIM WILL BE DEEMED TO BE ACCEPTED AS FINAL AND BINDING AS SET OUT IN THIS NOTICE OF REVISION OR DISALLOWANCE.

DATED this _____ day of _____, 2021.

Schedule "E"

DISPUTE NOTICE

**Regarding Claims Against Coalspur Mines (Operations) Ltd.
and/or its Directors or Officers**

Claim Reference Number _____

Particulars of Creditor:

Full Legal Name of Creditor (include trade name, if different):

(the "Creditor").

Full Mailing Address of the Creditor:

Other Contact Information of the Creditor:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

Dispute of Revision or Disallowance of Claim for Voting and/or Distribution Purposes:

The Creditor hereby disagrees with the value and/or classification of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows:

		<u>Amount Allowed by Monitor for:</u>		<u>Amount claimed by Creditor:</u>	
		<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>
Pre-Filing Claim				Pre-Filing Claim	
		\$ _____	\$ _____	\$ _____	\$ _____
Subsequent Claim				Subsequent Claim	
		\$ _____	\$ _____	\$ _____	\$ _____
Director and/or Officer Claim				Director and/or Officer Claim	
		\$ _____	\$ _____	\$ _____	\$ _____

Date of Notice of Revision or Disallowance: _____

REASONS FOR THE DISPUTE:

You must include a list of reasons as to why you are disputing your Claim(s) as set out in the Notice of Revision or Disallowance. Please continue on additional pages if required. Please note you are required to attach to this Dispute Notice all relevant supporting documentation on which you rely in support of your Claim(s).

SERVICE OF DISPUTE NOTICES

If you intend to dispute a Notice of Revision or Disallowance, you must **within ten (10) Business Days** after the date on which the Notice of Revision or Disallowance is deemed to be received under the Claims Process Order:

- 1) deliver this Notice of Dispute to the Monitor and the Applicant; and

- 2) file and serve an application with the Court supported by an affidavit setting out the basis for the dispute, which application must be returnable within thirty (30) days, or such further or other date as the Court may direct or the Monitor in consultation with the Applicant, may agree in writing,

by prepaid registered mail, personal delivery, courier, facsimile, or electronic mail to the addresses below:

To the Monitor:

FTI Consulting Canada Inc.
 In its capacity as the court appointed Monitor of Coalspur Mines (Operations) Ltd.
 Attention: Hailey Liu
 Suite 1610, 520 5th Avenue S.W.
 Calgary, AB T2P 3R7
 Email: Hailey.Liu@fticonsulting.com
 Phone: 403.454.6040
 Facsimile: 403.232.6116

To the Applicant:

Osler, Hoskin & Harcourt LLP
 Attention: Elena Pratt
 Brookfield Place, Suite 2700
 225 6 Ave SW
 Calgary, AB T2P 1N2
 Email: epratt@osler.com
 Phone: 403.260.7000
 Facsimile: 403.260.7024

IF YOU:

- 1. **FAIL TO DELIVER YOUR DISPUTE NOTICE; OR**
- 2. **FAIL TO SERVE THE MONITOR AND THE APPLICANT WITH AN APPLICATION AND AFFIDAVIT;**

WITHIN TEN (10) BUSINESS DAYS AFTER RECEIPT (OR DEEMED RECEIPT) OF THE NOTICE OF REVISION OR DISALLOWANCE, THE VALUE OF YOUR CLAIM FOR VOTING AND DISTRIBUTION PURPOSES WILL BE DEEMED TO BE AS SET OUT IN THE NOTICE OF REVISION OR DISALLOWANCE AND SUCH DETERMINATION WILL BE FINAL AND BINDING IN ALL RESPECTS.

DATED this _____ day of _____, 2021.

Name of Creditor: _____

 Witness

Per: _____
 Name:
 Title:
 (please print)