

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



PROCEEDING 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 OR ARRANGEMENT OF
DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

\$50.00
COM
July 28, 2023

APPLICANTS DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **APPLICATION (STAY EXTENSION)**

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CONTACT INFORMATION OF
PARTY FILING THIS
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NOTICE TO RESPONDENTS:

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

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

To do so, you must be in Court when the application is heard as shown below:

Date: July 28, 2023
Time: 10:00 a.m.
Where: Edmonton Law Courts via WebEx – Virtual Courtroom 86
Before: The Honourable Justice N.J. Whitling, K.C.

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

Remedy claimed or sought:

1. Dynamic Technologies Group Inc. (“**DTG**”), Dynamic Attractions Ltd. (“**DAL**”), Dynamic Entertainment Group Ltd. (“**DEGL**”), Dynamic Attractions Inc. (“**DAI**”) and Dynamic Structures Ltd. (“**DSL**”; together with DTG, DAL, DEGL, DAI, the “**Dynamic Group**” or the “**Applicants**”) seek an Order pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) substantially in the form attached hereto as **Schedule “A”** granting the following relief:
 - (a) declaring service of this Application and its supporting materials good and sufficient, and if necessary, abridging time for notice of the Application to the time actually given;
 - (b) extending the Stay Period (as defined in the March 16, 2023 amended and restated initial order (the “**ARIO**”) granted by Justice D.B. Mah pursuant to the CCAA and as extended by the May 16, 2023 order of Justice B. B. Johnston (the “**Stay Extension Order**”) up to and including September 29, 2023, or such further or other date as this Court may consider appropriate; and
 - (c) such further and other relief as this Honourable Court may deem just.
2. Capitalized terms not otherwise defined herein shall have the meaning to give them in the Fifth Affidavit of Allan Francis sworn on July 17, 2023 (the “**Fifth Francis Affidavit**”).

Grounds for making this application:

Background

3. The Dynamic Group is in the business of designing, engineering, manufacturing commissioning, warranting and providing ongoing parts and services to theme park owners around the world. Over the past 20 years, the Dynamic Group has manufactured and engineered rides for major theme park owners and operators including Universal Studios and Disney, and currently has 90 employees worldwide.
4. On March 9, 2023, the Honourable Justice J.A. Fagnan granted an initial order under the CCAA (the “**Initial Order**”), providing for, among other things, a 10-day stay of proceedings in favour of the Dynamic Group and appointing FTI Consulting Inc. as the Monitor (the “**Monitor**”).

5. On March 16, 2023, the Honourable Justice D.B. Mah granted the ARIO, which, among other things, extended the original Stay Period until May 28, 2023 and approved the sales investment and solicitation process (the “**SISP**”) proposed by the Dynamic Group.
6. On May 16, 2023, the Honourable Justice B.B. Johnston granted the Stay Extension Order.
7. On May 26, 2023, the Honourable Justice D.B. Nixon granted the following:
 - (a) an Order declaring that pursuant to section 5(5) of the *Wage Earner Protection Program Act (Canada)*, SC 2005, c 47, s 1 (“**WEPPA**”), the Applicants and their collective former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-22 and are individuals to whom WEPPA applies; and
 - (b) Sale Approval and Vesting Orders approving:
 - (i) an asset purchase agreement dated May 17, 2023 between DAL and Infinity Asset Solutions Inc. (the “**Infinity**”), which deals with most of the remaining equipment, inventory and miscellaneous assets at DAL’s production facility in Port Coquitlam, British Columbia (the “**Vancouver Production Facility**”);
 - (ii) an auction services agreement dated May 25, 2023 between DAL and Infinity Asset Solutions Inc. (the “**Auction Agreement**”); and
 - (iii) an equipment sale agreement dated June 1, 2023 between Universal City Development Partners, Ltd. and DAL respecting the sale of certain limited assets at the Vancouver Production Facility.

Auction at Vancouver Production Facility

8. Pursuant to the Auction Agreement, commencing on June 14, 2023, Infinity conducted an auction sale of DAL’s assets located at the Vancouver Production Facility.
9. The auction sale has now closed and all of the assets sold to Infinity have been removed from the Vancouver Production Facility.

10. On June 30, 2023, DAL issued a Notice of Intent to Disclaim to the landlord of the Vancouver Production Facility to provide notice of its intention to disclaim the lease agreement dated April 1, 2017, as amended.

Result of the SISP

11. Pursuant to the SISP, Promising Expert Limited (“**PEL**”) submitted a credit bid that was accepted as the highest value bid (the “**High Value Bid**”) and the only substantive bid for the purchase of the Dynamic Group’s assets on a going-concern. On May 9, 2023, the Monitor terminated the SISP on notice to the necessary parties and advised the Dynamic Group was proceeding with the High Value Bid.
12. The transaction proposed by the High Value Bid was formalized into a transaction agreement executed on June 22, 2023 (the “**PEL Transaction Agreement**”). On June 23, 2023, the Honourable Justice G.A. Campbell approved the PEL Transaction Agreement pursuant to an approval and reverse vesting order (the “**RVO**”) and a sale approval and vesting order (the “**SAVO**”).
13. Since the RVO and SAVO were granted, Dynamic Group and PEL have continued to work diligently towards closing the PEL Transaction Agreement and complete all of the Reorganization Steps set out in Schedule “J” to the PEL Transaction Agreement.

Stay Extension

14. Pursuant to the Stay Extension Order, the Stay Period is scheduled to expire on July 28, 2023. The request to extend the Stay Period to September 29, 2023 is necessary to close the PEL Transaction Agreement and finalize the remaining matters of the within CCAA proceedings.
15. The extension of the Stay Period will allow the Applicants to complete the PEL Transaction Agreement and transfer all shares and purchased assets to PEL with minimal disruptions and ensure that the Applicants’ creditors will be able to maximize the recovery generated through the PEL Transaction Agreement.
16. The Applicants also need additional time to wind down operations at the Vancouver Production Facility, including ensuring all assets have been removed and properly vacating the premises.

17. The Monitor also requires additional time to assign ResidualCo (as that term is defined in the PEL Transaction Agreement) into bankruptcy and to administer the remainder of the CCAA proceedings, including, but not limited to, seeking its discharge as Monitor.
18. Management of the Dynamic Group, in consultation with the Monitor, will continue to work in good faith to close the PEL Transaction Agreement, complete all Reorganization Steps in Schedule "J" to the PEL Transaction Agreement, complete all post-closing matters and wind-down the CCAA proceedings.

Chapter 15 Application

19. On July 20, 2023, U.S. counsel for the Dynamic Group is bringing an application in Texas under Chapter 15 of the U.S. Bankruptcy Code for orders recognizing and giving effect to the RVO, the SAVO and otherwise approving the PEL Transaction Agreement.
20. The Dynamic Group further relies on:
 - (a) the grounds set out in the Fifth Francis Affidavit;
 - (b) the provisions of the CCAA and the equitable jurisdiction of this Court; and
 - (c) such further and other grounds as counsel for the Dynamic Group may advise and this Honourable Court may permit.

Material or evidence to be relied on:

21. The Fifth Affidavit of Allan Francis, sworn on July 17, 2023, filed;
22. The Fifth Report of the Monitor, FTI Consulting Canada Inc., to be filed; and
23. Such further and other materials as counsel for the Monitor or the Applicants may advise and this Honourable Court may permit.

Applicable rules:

24. Part 6, Division 1 of the Alberta *Rules of Court*, Alta Reg 124/2010.

Applicable Acts and regulations:

25. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, including section 11.02(2).
26. Such further and other Acts or regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

27. None.

How the application is proposed to be heard or considered:

28. By WebEx videoconference before the Honourable Justice N.J. Whiting, K.C.

WARNING

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

SCHEDULE "A" – WebEx Confirmation and Service List

Subject: WEBEX CONFIRMATION - 2301 03179 - DYNAMIC TECHNOLOGIES GROUP INC. v. COMPANIES CREDITORS ARRANGEMENT ACT - Jul 28, 2023 10:00 AM - WHITLING, J - Confirmed

[EXTERNAL MESSAGE]

Counsel: Please ensure that all relevant parties have received Webex information.

Virtual Courtroom 86 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom86>

Instructions for Connecting to the Meeting

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

Key considerations for those attending:

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

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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.

Thank you,



Corbyn Burik
Commercial Duty Coordinator

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Court of King's Bench of Alberta
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COURT FILE NUMBER: 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE: CALGARY
PLAINTIFF: IN THE MATTER OF THE COMPANIES'
DEFENDANTS: CREDITORS ARRANGEMENT ACT, R.S.C. 1985,c.
C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF DYNAMIC
TECHNOLOGIES GROUP INC., DYNAMIC
ATTRACTIONS LTD., DYNAMIC ENTERTAINMENT
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DYNAMIC ATTRACTIONS INC.

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Updated July 17, 2023

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<p>Epic Resort Destinations, LLC 9601 West Cardinals Way Glendale, AZ, 85305</p> <p>Glen Bilbo Email: gbilbo@matteladventurepark.com mcornell@malvernentertainment.com cemerick@matteladventurepark.com</p>	

<p>Canada Revenue Agency 220 4th Avenue SE Calgary, Alberta T2G 0L1</p> <p>Fax No.: 8662190311@faxcloud.biz</p>	
<p>Registrar of the Alberta Business Corporations Act</p> <p>Email: corp.reg@gov.ab.ca</p>	
<p>Director of Canada Business Corporations Act</p> <p>Email: ic.corporationscanada.ic@ised-isde.gc.ca</p>	

SCHEDULE "B" – Form of Stay Extension Order

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
MATTER IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED

Clerk's Stamp

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

APPLICANTS DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD., and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **ORDER – STAY EXTENSION**

ADDRESS FOR SERVICE **MLT AIKINS LLP**
AND CONTACT 2100 Livingston Place
INFORMATION OF 222 - 3rd Avenue S.W.
PARTY FILING THIS Calgary, AB T2P 0B4
DOCUMENT Solicitors: Ryan Zahara
Telephone: 403.693.5420
Email: rzahara@mltaikins.com
Fax Number: 403.508.4349
File No.: 0119375.00031

DATE ON WHICH ORDER WAS PRONOUNCED: JULY 28, 2023

LOCATION OF HEARING OR TRIAL: EDMONTON, ALBERTA

JUSTICE WHO MADE THIS ORDER: HONOURABLE JUSTICE N.J. WHITLING, K.C.

UPON the application of Dynamic Technologies Group Inc., Dynamic Attractions Ltd., Dynamic Entertainment Group Ltd., Dynamic Structures Ltd. and Dynamic Attractions Inc. (collectively, the “**Applicants**”); **AND UPON** having read the Application, the Fifth Affidavit of Allan Francis (the “**Fifth Francis Affidavit**”) sworn on July 17, 2023, the Fifth Report of FTI Consulting Canada Inc. dated July •, 2023, in its capacity as monitor (the “**Monitor**”) of the Applicants, the amended and restated initial order (the “**ARIO**”) granted by Justice D.R. Mah in the within proceedings on March 16, 2023 and the Affidavit of Service of Joy Mutuku, filed; **AND UPON** hearing from counsel for the Applicants, counsel for the Monitor and counsel for any other creditors;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today.

DEFINED TERMS

2. Capitalized terms used herein but not otherwise defined shall have the same meaning as given to such terms in the Fifth Francis Affidavit and the Fifth Report.

STAY EXTENSION

3. The Stay Period (as defined in the ARIO) is hereby extended until September 29, 2023.

GENERAL

4. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Purchaser or the Purchaser’s solicitors.

and service on any other person is hereby dispensed with.

5. Service of this Order may be effected by facsimile, electronic mail, personal delivery, or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

The Honourable Justice N.J. Whitting, K.C.
Justice of the Court of King's Bench of Alberta