

Clerk's Stamp

COURT FILE NO. 2001-05482

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

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

APPLICANTS JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **ORDER AMENDING REVERSE VESTING ORDER – EASTSIDE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Gowling WLG (Canada) LLP**
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File No.: A163514

DATE ON WHICH ORDER WAS PRONOUNCED: December 7, 2020

LOCATION AT WHICH ORDER WAS MADE: Calgary Court House

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

UPON THE APPLICATION of JMB Crushing Systems Inc. and 2161889 Alberta Ltd. (collectively, the “**Applicants**”); **AND UPON** reading the Application, the Affidavit of Byron Levkulich sworn December 4, 2020, the Ninth Report and the Tenth Report of FTI Consulting Canada Inc., the Court-appointed Monitor of the Applicants (the “**Monitor**”), and the pleadings and proceedings in this Action, including the Initial Order granted in the within proceedings on May 1, 2020, and the Reverse Vesting Order granted in the within proceedings on October 16, 2020, all filed; **AND UPON** hearing the submissions of counsel for the Applicants, counsel for the Monitor and counsel for those parties present;

IT IS HEREBY ORDERED THAT:

1. Service of this Application and supporting materials is hereby deemed to be good and sufficient, the time for notice is hereby abridged to the time provided, this application is properly returnable today, and no other person is required to have been served with notice of this Application.
2. Paragraph 13 of the Reverse Vesting Order granted by the Honourable Justice K.M. Eidsvik on October 16, 2020, in the within action (the “**RVO**”), is hereby amended to read as follows:

Vesting in Eastside

13. Upon the Monitor receiving the written consent of Fiera (as defined in the Mantle APA) to the transfer and vesting of the Eastside Equipment, and delivery by the Monitor to JMB and Fiera of a certificate substantially in the form set out in Schedule “F” hereto, all of JMB’s right, title and interest in and to the Eastside Equipment shall vest absolutely in the name of Eastside, but subject to any and all Remaining JMB Encumbrances which specifically affect and attach to the Eastside Equipment, all of which shall continue to attach to the Eastside Equipment and to any and all proceeds of the Eastside Equipment (any such proceeds being the “**Eastside Proceeds**”) and to secure the payment and performance of any Liabilities secured thereby, with such Remaining JMB Encumbrances and Liabilities having the same nature and priority as against the Eastside Equipment and the Eastside Proceeds as they had immediately prior to the transfer and vesting.
3. Schedule “F” to the RVO is hereby replaced with the form of Monitor’s Certificate attached to this Order as Appendix “A”.

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

APPENDIX "A"

[please attach the Certificate]

**SCHEDULE "F" TO THE REVERSE VESTING ORDER
MONITOR'S CERTIFICATE**

COURT FILE NO. 2001-05482
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY

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IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, RSC 1985, c C-36, as amended
 AND IN THE MATTER OF THE COMPROMISE OR
 ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and
 2161889 ALBERTA LTD.

DOCUMENT **MONITOR'S CERTIFICATE**

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RECITALS

- A. Pursuant to an Order of the Honourable Justice K.M. Eidsvik of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**"), dated May 1, 2020, as subsequently amended and restated on May 11, 2020, FTI Consulting Canada Inc., was appointed as the monitor (the "**Monitor**") of JMB Crushing Systems Inc. and 2161889 Alberta Ltd. (collectively, the "**Applicants**").
- B. Pursuant to an Order of the Court, dated October 1, 2020, the Court approved the Amended and Restated Asset Purchase Agreement, dated September 28, 2020 (the "**APA**"), between the Applicants, as vendors, and Mantle Materials Group Ltd. (the "**Purchaser**"), as purchaser, and provided for an Order (the "**Reverse Vesting Order**") (i) transferring and vesting in 2161889 Alberta Ltd. all of the right, title and interest of JMB Crushing Systems Inc. in and to the Remaining JMB Assets and the Remaining JMB Liabilities (each as defined in the APA) and (ii) transferring and vesting in and to Eastside Rock Products, Inc.

(“**Eastside**”) all of the right, title and interest in and to the Eastside Equipment (as defined in the Reverse Vesting Order, and such transferring and vesting in and to Eastside, the “**Eastside Vesting**”).

- C. The Court pronounced the Reverse Vesting Order on October 16, 2020 and a further Order on December 7, 2020 amending paragraph 13 of the Reverse Vesting Order to permit the Eastside Vesting to be effective immediately upon the Monitor delivering this certificate to JMB and Fiera (as defined in the APA).
- D. Unless otherwise indicated herein, all capitalized terms have the meanings set out in the Sale Approval Order.

THE MONITOR CERTIFIES that Fiera has consented in writing to the Eastside Vesting. This Certificate was delivered by the Monitor at [**Time**] on December [**Date**], 2020.

FTI CONSULTING CANADA INC., in its capacity as the monitor of **JMB CRUSHING SYSTEMS INC.** and **2161889 ALBERTA LTD.**, and not in its personal or corporate capacity.

Per: _____
Name:
Title: