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COURT FILE NO. 25-2965622  
COURT COURT OF KING'S BENCH OF ALBERTA  
(IN BANKRUPTCY & INSOLVENCY)  
JUDICIAL CENTRE CALGARY  
APPLICANT IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
RSC 1985, C B-3, AS AMENDED  
AND IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF MANTLE MATERIALS GROUP, LTD.



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DOCUMENT **ORDER (Stay Extension and Other Relief)**  
ADDRESS FOR **Gowling WLG (Canada) LLP**  
SERVICE AND 1600, 421 – 7<sup>th</sup> Avenue SW  
CONTACT Calgary, AB T2P 4K9  
INFORMATION OF Attn: **Tom Cumming / Sam Gabor / Stephen Kroeger**  
PARTY FILING Phone: 403.298.1938 / 403.291.1946 / 403.298.1018  
THIS DOCUMENT Fax: 403.263.9193  
Email: tom.cumming@gowlingwlg.com /  
[sam.gabor@gowlingwlg.com](mailto:sam.gabor@gowlingwlg.com) /  
[stephen.kroeger@gowlingwlg.com](mailto:stephen.kroeger@gowlingwlg.com)  
File No.: A171561

**DATE ON WHICH ORDER WAS PRONOUNCED:** November 8, 2023

**LOCATION WHERE ORDER WAS PRONOUNCED:** Edmonton, Alberta

**JUSTICE WHO MADE THIS ORDER:** The Honourable Justice Dunlop

**UPON THE APPLICATION** of Mantle Materials Group, Ltd. (“**Mantle**”), filed November 1, 2023; **AND UPON** reading Affidavit of Byron Levkulich, sworn November 1, 2023 (the “**Affidavit**”); **AND UPON** being advised that on July 14, 2023, that Mantle filed a notice of intention to make a proposal (the “**NOI**”) under section 50.4 of the *Bankruptcy and Insolvency Act*, RSC, c B-3 (as amended, the “**BIA**”, and the proceedings commenced thereby, the “**Proposal Proceedings**”); **AND UPON** reading the Third Report of FTI Consulting Canada Inc. dated November 3, 2023 in its capacity as proposal trustee of Mantle (in such capacity, the “**Proposal**”

Trustee”); **AND UPON** hearing submissions by counsel for Mantle, counsel for the Proposal Trustee, counsel for Travelers Capital Corp., and any other counsel or other interested parties present; **AND UPON** being advised that this Court has provided a time of December 18, 2023 for a further hearing on the Commercial List in respect of the next stay extension or to convert these Proposal Proceedings to proceedings under the *Companies’ Creditors Arrangement Act*,

**IT IS HEREBY ORDERED THAT:**

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, and no other than those persons served is entitled to service of the notice of application.
2. The time within which Mantle is required to file a proposal to its creditors with the Official Receiver, under section 50.4 of the *BIA* is hereby extended to December 20, 2023 (the “**Stay Extension**”).
3. The Stay Extension is without prejudice to the right of Travelers Capital Corp. to question Byron Levkulich on his affidavits sworn in these proceedings as they relate to the Stay Extension, including any evidence relied upon by Mantle for this Application, and as if he had been made available for questioning prior to the hearing of this Application.
4. Atlas Aggregates Inc. (“**Atlas**”) is directed to forthwith provide to the Proposal Trustee its securities register, including a list of all of Atlas’ shareholders, the number of securities held by each shareholder, the date and particulars of the issue and transfer of each security, and each shareholder’s respective address, phone number and email address (collectively the “**Shareholder Information**”), and the provision by Atlas of the Shareholder Information to the Proposal Trustee is declared not to be a violation of privacy law pursuant to the *Personal Information Protection Act*, SA 2003, c P-6.5.
5. The Proposal Trustee shall hold the Shareholder information in confidence, and shall only utilize the Shareholder Information to enable it to send notices to each shareholder of Atlas

of the proposed sale of the securities held by Mantle in Atlas together with information on the times within which a bid to purchase those securities or an expression of interest in purchasing those securities must be submitted. The Proposal Trustee is authorized to advise Mantle of any bid or expression of interest and to provide to Mantle the name and contact information of any shareholder submitting a bid or expression of interest.

6. There shall be no costs payable by Atlas with respect to the Order.
7. 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.

  
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J.C.K.B.A.