

**FORCE FILED**

No. S-224444  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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 AND ARRANGEMENT OF CANADIAN  
DEHUA INTERNATIONAL MINES GROUP INC.

PETITIONER

**NOTICE OF APPLICATION**

**Name of applicant:** the Petitioner

To: the Service List (attached hereto as **Schedule "A"**)

TAKE NOTICE that an application will be made by the applicant to the Honourable Mr. Justice Walker at the courthouse at 800 Smith Street, Vancouver, BC, V6Z 2E1 on November 14, 2023, at 10:00 a.m. for the orders set out in Part 1 below.

**Part 1: ORDER(S) SOUGHT**

1. An Order substantially in the form attached hereto as **Schedule "B"**, which provides the following additional relief:
  - (a) an extension of the stay of proceedings (the "**Stay of Proceedings**") granted in the Initial Order up to and including December 8, 2023.
2. Such other relief as this Honourable Court may deem just.

**Part 2: FACTUAL BASIS**

1. Pursuant to an order (the "**Initial Order**") of the Supreme Court of British Columbia (the "**Court**") made on June 3, 2022, Canadian Dehua International Mines Group Inc. ("**CDI**" or the "**Petitioner**") are granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and FTI Consulting Canada Inc. ("**FTI**") was appointed monitor (and in such capacity, the "**Monitor**").
2. Also pursuant to the terms of the Initial Order, the Court granted:
  - (a) an initial stay of proceedings until June 9, 2022 (the "**Stay Period**"); and

- (b) the Administration Charge.
3. Pursuant to an order issued by the Court on June 3, 2022, the Court:
- (a) ordered that the Petitioner shall deliver further evidence to the Court regarding the contemplated transactions and/or investments relating to the Wapiti Project and the Murray River Project (the "**Project Evidence**");
  - (b) granted the Petitioner short leave to file any such Project Evidence under seal at the June 9, 2022 hearing;
  - (c) directed the Monitor to provide the Monitor's position on the prospects of preserving the Petitioner's business as a going concern in a CCAA proceeding; and
  - (d) granted the Monitor short leave to file a confidential report, if deemed necessary by the Monitor, under seal at the June 9, 2022 hearing.
4. On June 9, 2022, the Court amended and restated the Initial Order (the "**ARIO**") and:
- (a) Extended the Stay Period to August 19, 2022;
  - (b) Approved interim financing by way of a credit facility (the "**DIP Facility**") from Qubo Liu (the "**DIP Lender**"), and granted the Interim Lender's Charge;
  - (c) Granted the Directors' and Officers' Charge; and
  - (d) Granted the Claims Process Order.
5. On August 18, 2022, the Court amended and restated the ARIO (the "**Second ARIO**") and;
- (a) Extended the Stay Period to December 1, 2022;
  - (b) Approved the SISP; and
  - (c) Increased the DIP Facility and Interim Lender's Charge up to the maximum amount of \$820,000.
6. On November 30, 2022, the Court amended and restated the Second ARIO (the "**Third ARIO**") and;
- (a) Extended the stay period to March 16, 2022;
  - (b) Increased the DIP Facility and Interim Lender's Charge up to the maximum amount of \$1,090,000; and

(c) Amended the SISP.

7. On March 9, 2023, the Court amended and restated the Third ARIO (the "**Fourth ARIO**") to extend the stay period to June 16, 2023.
8. On June 15, 2023, the Court amended and restated the Fourth ARIO (the "**Fifth ARIO**") and;
  - (a) Extended the stay period to September 15, 2023; and
  - (b) Increased the DIP Facility and Interim Lender's Charge up to the maximum amount of \$1,390,000.
9. On September 11, 2023, the Court amended and restated the Fifth ARIO (the "**Sixth ARIO**") to extend the stay period to November 17, 2023.

### **Background**

10. The Petitioner, Canadian Dehua International Mines Group Inc. ("**CDI**") is a company incorporated pursuant to the laws of British Columbia.
11. CDI is a company that invests in, and operates, mining assets in British Columbia and elsewhere.
12. CDI was incorporated in 2004 in order to develop underground core mining properties.
13. CDI primarily cooperated on mining projects with major Chinese mining companies and steel factories as partners. However, for various reasons, a number of the projects did not proceed as planned. This has resulted in significant debt and limited revenue while CDI finds new buyers and develops new mining projects.
14. The Wapiti River coal project is a large-scale underground mine at the senior exploration stage which is also located near Tumbler Ridge, British Columbia (the "**Wapiti Project**"). The Petitioner is the sole shareholder in the Wapiti Coking Coal Mines Corporation, the company that owns and operates the Wapiti Project.
15. The Murray River project involves the construction, operation and decommissioning of an underground coal mine and supporting infrastructure near Tumbler Ridge British Columbia (the "**Murray River Project**"). The Murray River Project would produce six million tonnes of metallurgic coal per year for an estimated life of 25 years.
16. CDI (indirectly holding 20.4%) and the Huiyong Holding Group (55%) are currently holding discussions with potential purchasers to sell their interests in the Murray River Coal Property.

17. The Pacific Iron project is a large-scale underground iron project located on Vancouver Island (the "**Pacific Iron Ore Project**"). CDI holds 80% of the shares of Vancouver Island Iron Ore Corporation, which owns and operates the Pacific Iron Ore Project.

### **Anticipated Restructuring**

18. CDI has been addressing its insolvency through a number of steps which include:
- (a) streamlining and focusing the go-forward operations of CDI;
  - (b) pursuing discussions with potential financiers and purchasers in order to secure long-term funding for the projects that may form the basis of CDI's go-forward business; and
  - (c) using the proceeds from such transactions to fund a plan of arrangement for CDI's creditors.

### **Extension of the Stay of Proceedings**

19. The Petitioner seeks an extension of the stay to December 8, 2023 (the "**Stay Extension**").
20. The Petitioner requires this stay extension to continue to advance negotiations with potential purchasers of the Petitioner's interests in a number of projects, but mainly with respect to the Wapiti Project over which an LOI has already been entered, and the Murray River Project which is now subject to an agreement between a potential purchaser and CDLV.
21. The potential purchasers, identified in the confidential supplement to Monitor's Fourth Report, arrived in Canada in May 2023 and performed due diligence at the mine sites, as is necessary under the LOI, to eventually complete the share purchase transaction for Wapiti.
22. The Petitioner is continuing to work with the potential purchaser of an interest in Wapiti to proceed to definitive agreements, and to that end have:
- (a) provided background and due diligence materials to the potential purchasers;
  - (b) instructed counsel to draft preliminary definitive documents to expedite the process of finalizing a transaction for Wapiti;
  - (c) facilitated the recent project site visits and discussions with the interested party;
  - (d) engaged its accountant to prepare the updated financial statements for CDI and Wapiti; and

- (e) ensured that the mine permits and licenses are paid and are in good standing by paying the Minister of Finance the amount of \$116,595 in respect of the Wapiti project.
23. During the site visit in May 2023, the potential purchaser also visited the Murray River project. It has expressed some interest in CDI's investment in that project as well.
24. As of August 31, 2023, the potential purchaser has completed their due diligence on the Wapiti Project.
25. On September 2, 2023, the potential purchaser arrived in Canada to begin a final sale visit, with the intention of entering into a binding agreement for the purchase of the Wapiti Project before September 30, 2023.
26. The potential purchaser also visited the Murray River project in September, 2023.
27. During this site visit the potential purchaser brought along representatives of a steel company that is interested in acquiring CDI's interest in the Pacific Iron Ore Project.
28. The potential purchaser returned to China on September 9, 2023.
29. The potential purchaser and CDI have continued to negotiate since the purchaser returned to China, with the intention of entering into a binding agreement or closing the sale of CDI's interest in the Murray River project.
30. On October 30, 2023, the potential purchaser and CDI signed a contract for the purchase of CDI's shares in HD Mines International Ltd., which hold the shares of the Murray River project. The Petitioner expects to be in a position to close the sale of CDI's interest in the Murray River project in the near term.
31. The potential purchaser and CDI have also continued negotiating the terms of an agreement to purchase CDI's interest in the Wapiti Project and are continuing to advance the transaction for the purchase of CDI's interest.
32. The Petitioner is seeking a short extension of the Stay Period to advance the transactions with the potential purchaser.
33. The Petitioner has sufficient liquidity through the proposed stay extension period and are not seeking an increase in the amount that can be borrowed under the DIP Facility.

**Part 3: LEGAL BASIS**

1. The Petitioner relies on:
  - (a) the CCAA;
  - (b) *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA");
  - (c) *Supreme Court Civil Rules*, in particular Rules 8-1, 13-1, and 22-4;
  - (d) the inherent and equitable jurisdiction of this Court; and
  - (e) such further and other legal bases and authorities as counsel may advise and this Court may permit.

**Extension of the Stay of Proceedings is Appropriate**

2. Subsection 11.02(2) of the CCAA provides that the Petitioner may apply for an extension of the Stay of Proceedings for a period that a court considers necessary on any terms that a court may impose. Subsection 11.02(3) of the CCAA provides that the Court shall not make the order extending the Stay of Proceedings unless:
  - (a) the applicant satisfies the Court that circumstances exist that make the order appropriate; and
  - (b) in the case of an order under subsection (2), the applicant also satisfies the Court that the applicant has acted, and is acting, in good faith and with due diligence.

CCAA s. 11.02.

3. In determining whether the appropriate circumstances exist to extend the Stay of Proceedings, the Court should inquire whether the order sought advances the remedial purpose of the CCAA.

*North American Tungsten Corp. (Re)*, 2015 BCSC 1376 at para. 25.

4. Extending the relief granted by the Initial Order, as amended and restated, including the Stay of Proceedings, is appropriate and necessary to enable the Petitioner to complete transactions for the benefit of the Petitioner's stakeholders in a future plan of arrangement.
5. The Petitioner, with the assistance of the Monitor, has been moving the transactions forward, despite a number of obstacles. CDI has also utilized the Interim Facility funds to ensure that the licenses and permits relating to the mining assets of CDI will be maintained in good standing until a transaction can be completed.
6. This has all been in good faith and with due diligence to advance these CCAA proceedings in pursuit of a restructuring that will maximize value for their stakeholders.

7. The Petitioner submits that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to December 8, 2023.

**Part 4: MATERIAL TO BE RELIED ON**

1. The Seventh Report of the Monitor, dated September 7, 2023;
2. The Eighth Report of the Monitor, to be filed;
3. Any such further materials as counsel advises and this Honourable Court permits.

The applicant estimates that the application will take 15 minutes.

- This matter is within the jurisdiction of a master.
- This matter is not within the jurisdiction of a master and Mr. Justice Walker is seized of this matter.

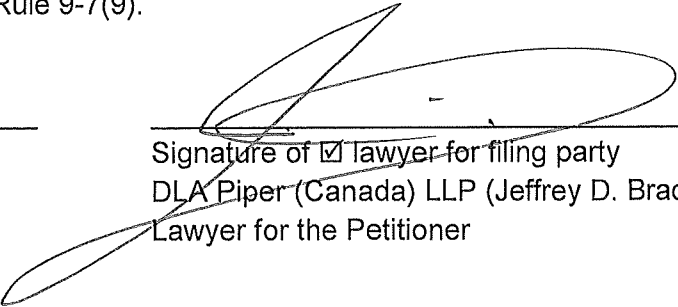
TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33;
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding; and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
  - (i) a copy of the filed application response;
  - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;

- (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

November 9, 2023

Dated



Signature of  lawyer for filing party  
DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)  
Lawyer for the Petitioner



**To be completed by the court only:**

Order made

in the terms requested in paragraphs \_\_\_\_\_ of Part 1 of this notice of application

with the following variations and additional terms:

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Date: \_\_\_\_\_

Signature of  Judge  Master

**APPENDIX**

*The following information is provided for data collection purposes only and is of no legal effect.*

**THIS APPLICATION INVOLVES THE FOLLOWING:**

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- none of the above

**Schedule "A"**

(Service List)

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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AND

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DEHUA INTERNATIONAL MINES GROUP INC.

PETITIONER

**Service List**

**(Last Updated: September 6, 2023)**

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<p>CIBC – CEBA 400 Burrard Street Vancouver, BC V6C 3M5</p>	<p>Canadian Dehua Lvliang International Mines Corp. 310-1155 Pender St. West Vancouver, BC V6E 2P4</p>

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**Schedule "B"**  
(Stay Extension Order)

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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 AND ARRANGEMENT OF CANADIAN  
DEHUA INTERNATIONAL MINES GROUP INC.

PETITIONERS

**ORDER MADE AFTER APPLICATION  
(STAY EXTENSION ORDER)**

	)		)
	)		)
BEFORE	)	THE HONOURABLE JUSTICE WALKER	)
	)		)
	)		)
	)		)

November 14, 2023

ON THE APPLICATION of the Petitioner coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on November 14, 2023, and on hearing Jeffrey D. Bradshaw, counsel for the Petitioner and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein; AND UPON BEING ADVISED that the creditors and others who are likely to be affected by the charges created herein were given notice; AND pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court; and further to the Initial Order pronounced by this Court on June 3, 2022 (the "**Order Date**") as revised, amended and restated from time to time including pursuant to the Amended and Restated Initial Order pronounced by this Court on June 9, 2022 (the "**ARIO**"), the Second Amended and Restated Initial Order pronounced by this Court on August 18, 2022 (the "**Second ARIO**"), the Third Amended and Restated Initial Order pronounced by this Court on November 30, 2022 (the "**Third ARIO**"), the Fourth Amended and Restated Initial Order pronounced by this Court on March 9, 2023 (the "**Fourth ARIO**"), the Fifth Amended and Restated Initial Order pronounced by



this Court on June 15, 2023 (the "**Fifth ARIO**"), and the Sixth Amended and Restated Initial Order pronounced by this Court on September 11, 2023 (the "**Sixth ARIO**");

THIS COURT ORDERS that:

1. The time for service of the Petitioner's Notice of Application dated November 9, 2023, is abridged such that this Application is properly returnable today.
2. The stay of proceedings set out in paragraph 15 of the Sixth ARIO granted by the Honourable Justice Walker is hereby extended up to and including December 8, 2023.
3. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the Order Date.
4. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

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Signature of  lawyer for the Petitioner  
DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)

BY THE COURT

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REGISTRAR

**SCHEDULE "A"**

<b>NAME OF COUNSEL</b>	<b>PARTY REPRESENTING</b>
Jordan Schultz and Eamonn Watson	China Shougang International Trade & Engineering Corporation
David Gruber	The Monitor, FTI Consulting Canada Inc.
Roselle Wu	Canada Zhonghe Investment Ltd.
Kibben Jackson and Glen Nesbitt	Canadian Kailuan Dehua Mines Co., Ltd.

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PETITIONERS

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**ORDER MADE AFTER APPLICATION**

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File No.: 080762-00014

CDB/day

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