



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., WAPITI COKING COAL MINES CORP. AND
CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONER

NOTICE OF APPLICATION

Name of applicant: the Petitioners

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 Smithe Street, Vancouver, BC, V6Z 2E1 on October 17, 2024, at 10:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take 1 day.

This matter is not within the jurisdiction of an Associate Judge.

Part 1: ORDER(S) SOUGHT

1. An Order substantially in the form attached as **Schedule "B"** approving the purchase agreement between Canadian Dehua International Mines Group Inc. ("**CDI**"), Wapiti Coking Coal Mines Corp. and Canadian Bullmoose Mines Co., Ltd. (collectively, the "**Debtors**") and Qubo Liu (the "**Purchaser**") dated October 9, 2024 (the "**Sale Agreement**"), a copy of which is attached as Exhibit A to Affidavit #3 of Wen-Shih Yang made on October 10, 2024;
2. An Order extending the stay of proceedings (the "**Stay of Proceedings**") granted in the Seventh Amended and Restated Initial Order dated October 9, 2024 (the "**Seventh ARIO**")

up to and including November 30, 2024, substantially in the form attached hereto as **Schedule “C”**; and

3. 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, CDI was 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. The Initial Order also provided an initial stay of proceedings until June 9, 2022. The Stay of Proceedings has been extended during the course of these proceedings and on September 17, 2024, was extended to October 25, 2024.

Background

3. CDI is a company that invests in, and operates, mining assets in British Columbia. CDI was incorporated in 2004 in order to develop underground core mining properties.
4. 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.
5. CDI wholly owns three mining projects or services companies including, but not limited to:
 - (a) the Wapiti River coal project (the **“Wapiti Project”**), where CDI is the sole shareholder of the company that owns and operates the project, Wapiti Coking Coal Mines Corporation (**“WCCMC”**). The Wapiti Project is a large-scale underground mine at the senior exploration stage located near Tumbler Ridge, British Columbia;
 - (b) the Murray River project which involves the construction, operation and decommissioning of an underground coal mine and supporting infrastructure located near Tumbler Ridge, British Columbia (the **“Murray River Project”**); and

- (c) the Bullmoose coalfield exploration project (the "**Bullmoose Project**") located near Tumbler Ridge, British Columbia.

The Interim Lender

6. On June 9, 2022, CDI sought and obtained an Order approving an debtor-in-possession credit facility from Qubo Liu, a shareholder of CDI (in such capacity, the "**Interim Lender**") in the maximum amount of \$350,000 (the "**Interim Financing Facility**"). Since the commencement of the proceedings, the Interim Financing Facility and the Interim Lender's Charge have been increased on a number of occasions.
7. The current maximum amount approved by the Court in respect of the Interim Financing Facility is \$1,650,000.
8. As of August 30, 2024, CDI was indebted to the Interim Lender in the amount of \$1,499,331 under the Interim Financing Facility.
9. In accordance with the Sixth ARIO, the Interim Lender was granted a super-priority charge (the "**Interim Lender's Charge**") over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof of CDI, including, among other things, the Wapiti Project and the Bullmoose Project.
10. The Interim Lender's Charge is subordinate only to the Administration Charge.

The Sale Process

11. On August 18, 2022, the Petitioner sought and obtained approval for a sales process in respect of the Wapiti Project. On November 30, 2022, the Petitioner sought and obtained approval for an amended sales process which, in addition to the Wapiti Project, would also solicit offers for the Bullmoose Project and the Murray River Project (the "**Modified SISP**").
12. The Modified SISP contemplated that non-binding letters of interest were to be received by March 10, 2023, with the negotiation of a definitive agreement(s) to follow. Despite the existence of a potential purchaser for the Wapiti Project and the Murray River Project, the potential purchaser and CDI were unable to reach a definitive binding agreement.

13. In or about July of 2024, CDI received an unsolicited offer for the purchase of the Wapiti Project and the Bullmoose Project. At or about the same time, the Interim Lender advised CDI and the Monitor that a stalking horse offer would be presented for the shares of WCCMC and for the assets of the Bullmoose Project.
14. Pursuant to an Order of this Honourable Court dated August 30, 2024, the interested parties were required to submit final binding offers for the Wapiti Project and the Bullmoose Project (the "**Binding Offers**") to the Monitor by no later than 4:00 pm on September 6, 2024 (the "**Offer Deadline**").
15. On the Offer Deadline, the Monitor received two Binding Offers. The Binding Offer from the Interim Lender (the "**Interim Lender Offer**") was significantly superior to the alternate offer for the following reasons:
 - (a) the Purchase Price is significantly higher;
 - (b) the Purchase Price will be satisfied in part by set-off of a portion of the amount owing to the Interim Lender under the Interim Financing Facility and will, in addition, provide CDI with some liquidity to continue its marketing efforts in respect of the Murray River Project;
 - (c) the Purchased Assets were clearly defined as the shares of WCCMC and the assets comprising the Bullmoose Project;
 - (d) the closing of the transaction is to take place two days following court approval of the transaction; and
 - (e) the offer from the Interim Lender was presented in a form of purchase agreement which did not require any further negotiation.
16. The Interim Lender requested a specific form of approval and vesting order to convey free and clear title to the assets comprising the Bullmoose Project and the Wapiti Project. The Seventeenth Report of the Monitor addressed the form of approval and vesting order that the Interim Lender is seeking.
17. At the hearing on September 17, 2024, counsel for the other potential purchaser advised CDI and the Monitor of its intent to submit a revised offer for a purchase price in excess

of the amount indicated in the Interim Lender Offer. As of the date of this notice of application, the other potential purchaser has not submitted a revised offer to purchase the assets comprising the Bullmoose Project and the Wapiti Project.

Revisions to the Interim Lender Offer

18. In order to convey free and clear title to the assets comprising the Bullmoose Project and the Wapiti Project, the following steps have been taken by CDI, WCCMC and Bullmoose:
 - (a) On October 9, 2024, CDI, WCCMC and Bullmoose sought and obtained an order adding WCCMC and Bullmoose as petitioners to the CCAA proceedings to facilitate the closing of the Sale Agreement; and
 - (b) On October 9, 2024, the Debtors entered into a new purchase agreement with the Interim Lender which added WCCMC and Bullmoose as vendors and includes certain revisions to the definitions of the purchased assets.

Part 3: LEGAL BASIS

1. The Petitioners relies on:
 - (a) the CCAA;
 - (b) *Supreme Court Civil Rules*, in particular Rules 8-1, 13-1, and 22-4;
 - (c) the inherent and equitable jurisdiction of this Court; and
 - (d) such further and other legal bases and authorities as counsel may advise and this Court may permit.

Approval of the Interim Lender Offer is Appropriate

1. When determining whether or not to approve a sale of assets, there are a number of considerations that should guide a court in its analysis, including:
 - (a) whether the party conducting the sale made sufficient efforts to obtain the best price and did not act improvidently;
 - (b) the interests of all parties;

- (c) the efficacy and integrity of the process by which offers were obtained; and
- (d) whether there has been any unfairness in the sales process.

Royal Bank of Canada v. Soundair Corp. (1991), 4 O.R. (3d) 1
(Ont. C.A.) ("**Soundair**") at para. 6.
Quest University Canada (Re), 2020 BCSC 1883 at para. 176.

2. More generally, in analyzing whether a transaction should be approved, a court is to consider the transaction as a whole and decide whether or not the sale is appropriate, fair and reasonable.

Veris Gold Corp. (Re), 2015 BCSC 1204 at para. 23.

3. CDI and the Monitor have been marketing the Wapiti Project and the Bullmoose Project since August of 2022 without a viable offer capable of being closed being produced during the timelines set out in the Modified SISP. The Court provided interested parties with a final opportunity to submit binding offers by the Offer Deadline stipulated in the Order dated August 30, 2024.
4. The Sale Agreement is appropriate, fair and reasonable and represents the best available recovery for the stakeholders in the circumstances.
5. The Monitor supports the approval of the Sale Agreement.

Extension of the Stay of Proceedings is Appropriate

7. 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.

8. 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.

9. Extending the relief granted by the Initial Order, as amended and restated, including the Stay of Proceedings, is appropriate and necessary to enable the Petitioners to close the transaction contemplated by the Sale Agreement and, determine next steps in these proceedings, which is in the best interest of the stakeholders.
10. The Petitioners have been acting in good faith and with due diligence and no stakeholder will be materially prejudiced by the extension of the Stay of Proceedings.
11. The Petitioners submits that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to November 30, 2024, or any alternative date which the Court sees fit.

Part 4: MATERIAL TO BE RELIED ON

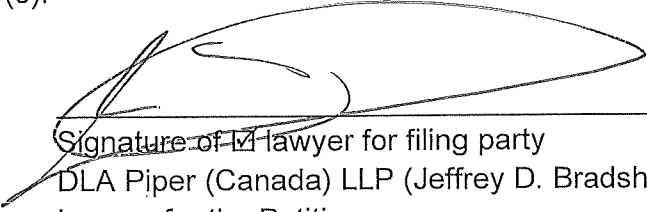
1. Affidavit #3 of Wen-Shih Yang, made on October 10, 2024;
2. Seventeenth Report of the Monitor filed on September 16, 2024;
3. Eighteenth Report of the Monitor, filed on October 8, 2024;
4. Nineteenth Report of the Monitor, to be filed; and
5. Any such further materials as counsel advises and this Honourable Court permits.

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).

October 10, 2024 _____
 Dated



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

To be completed by the court only:	
Order made	
<input type="checkbox"/>	in the terms requested in paragraphs _____ of Part 1 of this notice of application
<input type="checkbox"/>	with the following variations and additional terms:

Date: _____	
Signature of <input type="checkbox"/> Judge <input type="checkbox"/> 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

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

Service List

(Last Updated: September 9, 2024)

<p>DLA Piper (Canada) LLP Suite 2800, Park Place 666 Burrard St. V6C 2Z7 Vancouver, BC</p> <p>Attention: Colin D. Brousson and Jeffrey D. Bradshaw</p> <p>Email: colin.brousson@dlapiper.com jeffrey.bradshaw@dlapiper.com dannis.yang@dlapiper.com</p> <p>Telephone: 604.643.6400 604.643.2941</p> <p><i>Counsel for the Petitioner</i></p>	<p>FTI Consulting Canada Inc. Suite 1450, P.O. Box 10089 701 West Georgia St. Vancouver, BC V7Y 1B6</p> <p>Attention: Craig Munro and Hailey Liu</p> <p>Email: Craig.Munro@fticonsulting.com Hailey.Liu@fticonsulting.com</p> <p>Telephone: 604.757.6108 403.454.6040</p> <p><i>Monitor</i></p>
---	---

<p>Bennett Jones LLP 666 Burrard Street, Suite 2500 Vancouver, BC V6C 2X8</p> <p>Attention: David E. Gruber and Mia Laity</p> <p>Email: gruberd@bennettjones.com laitym@bennettjones.com morenoe@bennettjones.com</p> <p>Telephone: 604.891.5150</p> <p><i>Counsel for the Monitor</i></p>	<p>Dentons 250 Howe St. 20th Floor Vancouver, BC V6C 3R8</p> <p>Attention: Jordan Schultz and Eamonn Watson</p> <p>Email: jordan.schultz@dentons.com eamonn.watson@dentons.com avic.arenas@dentons.com chelsea.denton@dentons.com</p> <p>Telephone: 604.691.6452 604.629.4997</p> <p><i>Counsel for China Shougang International Trade & Engineer Corporation</i></p>
<p>Harper Grey LLP 650 W Georgia St #3200 Vancouver, BC V6B 4P7</p> <p>Attention: Erin Hatch and Roselle Wu</p> <p>Email: ehatch@harpergrey.com rwu@harpergrey.com</p> <p>Telephone: 604.895.2818</p> <p><i>Counsel for Canada Zhonghe Investment Ltd.</i></p>	<p>Fasken 1500 – 1055 W Georgia St. Vancouver, BC V6E 4N7</p> <p>Attention: Kibben Jackson and Mihai Tomos</p> <p>Email: kjackson@fasken.com mtomos@fasken.com</p> <p>Telephone: 604.631.4786 403.261.7386</p> <p><i>Counsel for Canadian Kailuan Dehua Mines Co., Ltd.</i></p>
<p>Lawson Lundell LLP Suite 1600 Cathedral Place 925 W Georgia St. Vancouver, BC V6C 3L2</p> <p>Attention: William L. Roberts</p> <p>Email: wroberts@lawsonlundell.com</p> <p>Telephone: 604.631.9163</p> <p><i>Counsel for Accurate Court Bailiff Services Ltd.</i></p>	<p>McMillan LLP 550 Burrard Street, Suite 2900 Vancouver, BC V6C 0A3</p> <p>Attention: Bernhard Zinkhofer</p> <p>Email: Bernhard.Zinkhofer@mcmillan.ca</p> <p>Telephone: 604.689.9111 604.685.7084</p> <p><i>Counsel for HBIS Group International Holding Co., Limited</i></p>

<p>BLG 1200 Waterfront Centre, 200 Burrard St., P.O. Box 48600, Vancouver, BC, Canada V7X 1T2</p> <p>Attention: Ryan Laity and Jennifer Pepper</p> <p>Email: RLaity@blg.com JPepper@blg.com</p> <p>Telephone: 604.632.3544</p> <p><i>Counsel for Huiyong Holdings (BC) Ltd.</i></p>	<p>Weiheng Law 16th Floor, Tower A, China Technology Trading Building No. 66 North Fourth Ring West Road, Haidian District, Beijing</p> <p>Attention: Wei Heng</p> <p>Email: weiheng@weihenglaw.com</p> <p>Telephone: +86-10-62684688</p> <p><i>Counsel for Feicheng Mining Co., Ltd</i></p>
<p>McMillan LLP Royal Centre, 1055 W. Georgia Street, Suite 1500 PO Box 11117 Vancouver, BC, Canada V6E 4N7</p> <p>Attention: Daniel Shouldice</p> <p>Email: Daniel.Shouldice@mcmillan.ca</p> <p>Telephone: 604.691.6858</p> <p><i>Counsel for HD Mining International Ltd.</i></p>	<p>Fasken Martineau DuMoulin LLP 550 Burrard Street, Suite 2900 Vancouver, BC V6C 0A3</p> <p>Attention: Fergus McDonnell and Johanna Fipke</p> <p>Email: fmcdonnell@fasken.com jfipke@fasken.com</p> <p>Telephone: 604.631.3220</p> <p><i>Counsel for Staray Capital Limited</i></p>
<p>Stikeman Elliott LLP 4200 Bankers Hall West 888 – 3rd Street S.W. Calgary, AB T2P 5C5</p> <p>Attention: Karen Fellowes</p> <p>Email: KFellowes@stikeman.com</p> <p>Telephone: 403.831.9488</p> <p><i>Counsel for Tanecap TaneMahuta Capital</i></p>	<p>Fraser Litigation Group 570 Granville Street, #1100 Vancouver, BC V6C 3P1</p> <p>Attention: R. Barry Fraser</p> <p>Email: bfraser@fraserlitigation.com</p> <p>Telephone: 604.343.3101</p>

THC Lawyers Suite 2130, P.O. Box 321 Toronto, ON M5K 1K7 Attention: Ran He Email: rhe@thclawyers.ca Telephone: 647.792.7798 <i>Counsel for Feicheng Mining Group Co., Ltd.</i>	
Bullmoose Mining Ltd 3577 West 34Th Ave Vancouver BC, V6N 2K7	Canada Revenue Agency C/O N.Sindu (462-11) 9755 King George Blvd. Surrey, BC, V3T 5E6
CIBC – CEBA 400 Burrard Street Vancouver, BC V6C 3M5	Canadian Dehua Lvliang International Mines Corp. 310-1155 Pender St. West Vancouver, BC V6E 2P4

Email distribution list:

colin.brousson@dlapiper.com; jeffrey.bradshaw@dlapiper.com;
dannis.yang@dlapiper.com; Craig.Munro@fticonsulting.com;
Hailey.Liu@fticonsulting.com; gruberd@bennettjones.com; laitym@bennettjones.com;
morenoe@bennettjones.com; jordan.schultz@dentons.com;
eamonn.watson@dentons.com; avic.arenas@dentons.com;
chelsea.denton@dentons.com; ehatch@harpergrey.com; rwu@harpergrey.com;
kjackson@fasken.com; mtomos@fasken.com; wroberts@lawsonlundell.com;
Bernhard.Zinkhofer@mcmillan.ca; RLaity@blg.com; JPepper@blg.com;
weiheng@weihenglaw.com; Daniel.Shouldice@mcmillan.ca; fmcdonnell@fasken.com;
jfipke@fasken.com; KFellowes@stikeman.com; bfraser@fraserlitigation.com;
rhe@thclawyers.ca;

Schedule "B"

(Draft 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., WAPITI COKING COAL MINES CORP. AND
CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONERS

**ORDER MADE AFTER APPLICATION
(APPROVAL AND VESTING ORDER)**

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

October 17, 2024

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on October 17, 2024, and on hearing Jeffrey D. Bradshaw, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein, including the Nineteenth Report of the Monitor dated October 17, 2024 (the "**Eighteenth Report**"); 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 "**Initial Order**") 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**"), as amended from time to time; including the Seventh Amended and Restated Initial Order pronounced by this Court on October 9, 2024 (the "**Seventh ARIO**");

THIS COURT ORDERS that:

SERVICE

1. The time for service of the Notice of Application for this order and the supporting materials therefor is hereby abridged so that this application is properly returnable today and further service thereof is hereby dispensed with.

APPROVAL OF SALE TRANSACTION

2. The sale transaction (the "**Transaction**") contemplated by the Purchase Agreement dated as of October 9, 2024 (the "**Sale Agreement**") between Canadian Dehua International Mines Group Inc., Wapiti Coking Coal Mines Corp. and Canadian Bullmoose Mines Co., Ltd. (collectively, the "**Debtors**") and Qubo Liu (the "**Purchaser**"), a copy of which is attached as Exhibit A to Affidavit #3 of Wen-Shih Yang made on October 10, 2024, is hereby approved, and the Sale Agreement is commercially reasonable. The execution of the Sale Agreement by the Debtors is hereby authorized and approved, and the Debtors are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance to the Purchaser of the assets described in the Sale Agreement (the "**Purchased Assets**").
3. Upon delivery by the Monitor to the Purchaser of a certificate substantially in the form attached as Schedule "B" hereto (the "**Monitor's Certificate**"), all of the Debtors' right, title and interest in and to the Purchased Assets shall vest absolutely in the Purchaser in fee simple, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Initial Order, as amended and restated from time to time, including, without limitation, by the ARIO and the Seventh ARIO; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of

the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. For the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and from and after the delivery of the Monitor's Certificate all Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having had possession or control immediately prior to the sale.
5. The Monitor is to file with the Court a copy of the Monitor's Certificate forthwith after delivery thereof.
6. The Debtors, with the consent of the Monitor and the Purchaser, shall be at liberty to extend the Closing Date to such later date as those parties may agree without the necessity of a further Order of this Court.
7. Notwithstanding:
 - (a) these proceedings;
 - (b) any applications for a bankruptcy order in respect of the Debtors now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
 - (c) any assignment in bankruptcy made by or in respect of the Debtors,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners, as may be necessary or desirable to give effect to this Order, to grant representative status to the Petitioners in any foreign proceeding, or to assist the Petitioners and its respective agents in carrying out the terms of this Order.
9. The Petitioners, the Monitor or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.
10. Endorsement of this order by counsel appearing on the application other than counsel for the Petitioners 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:

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

BY THE COURT

REGISTRAR

SCHEDULE "A"

NAME OF COUNSEL	PARTY REPRESENTING

**SCHEDULE B
MONITOR'S CERTIFICATE**

No. S-224444
Vancouver Registry

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., WAPITI COKING COAL MINES CORP. AND
CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONERS

MONITOR'S CERTIFICATE

- A. Pursuant to an Initial Order of the Honourable Justice Walker of the British Columbia Supreme Court (the "**Court**") dated June 3, 2024, Canadian Dehua International Mines Group Inc. ("**CDI**") was granted protection from its creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-46, as amended (as amended, the "**CCAA**"), and FTI Consulting Canada Inc. was appointed as the monitor (the "**Monitor**").
- B. Pursuant to a Seventh Amended and Restated Initial Order of the Honourable Justice Walker of the Court dated October 9, 2024, Wapiti Coking Coal Mines Corp. and Canadian Bullmoose Mines Co. Ltd. were added as petitioners to the CCAA proceedings.
- C. Pursuant to an Approval and Vesting Order of the Court dated October 17, 2024 (the "**Order**"), the Court approved the sale transaction contemplated by the Purchase Agreement dated as of September 6, 2024 between CDI and Qubo Liu (the "**Purchaser**"), as amended by amending agreement between CDI, Wapiti Coking Coal Mines Corp. and Canadian Bullmoose Mines Co., Ltd. (collectively, the "**Debtors**") and the Purchaser dated October 7, 2024 (together, the "**Sale Agreement**"); and (b) the vesting of all of the right, title and interest in and to the Purchased Assets absolutely and exclusively in and to the Purchaser, free and clear of any Encumbrances.
- D. Capitalized terms used but not defined herein have the meanings ascribed to them in the Order.

THE MONITOR CERTIFIES the following:

1. The Monitor has received written confirmation from the Purchaser and the Debtors, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived by the parties to the Sale Agreement.
2. This Monitor's Certificate was delivered by the Monitor at _____ on _____, 2024 (the "**Effective Time**").

**FTI CONSULTING CANADA INC., in its
capacity as Monitor of the Petitioners, and
not in its personal capacity**

By: _____

Name:

Title:

No. S-224444
Vancouver Registry

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., WAPITI COKING
COAL MINES CORP. AND CANADIAN BULLMOOSE
MINES CO. LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700, The Stack
1133 Melville St
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 080762-00014

CDB/day

Schedule "C"

(Draft 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., WAPITI COKING COAL MINES CORP. AND
CANADIAN BULLMOOSE MINES CO., LTD.

PETITIONERS

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

))))
))))
BEFORE)	THE HONOURABLE JUSTICE WALKER)	October 17, 2024
))))
))))

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on October 17, 2024, and on hearing Jeffrey D. Bradshaw, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein, including the Nineteenth Report of FTI Consulting Canada Inc., in its capacity as monitor of the Petitioner (the "**Monitor**") dated October 17, 2024; 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 "**Initial Order**") 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**"), as amended from time to time; including the Seventh Amended and Restated Initial Order pronounced by this Court on October 9, 2024 (the "**Seventh ARIO**");

THIS COURT ORDERS that:

SERVICE

1. The time for service of the Notice of Application for this order and the supporting materials therefor is hereby abridged so that this application is properly returnable today and further service thereof is hereby dispensed with.

EXTENSION OF STAY OF PROCEEDINGS

2. The stay of proceedings set out in paragraph 15 of the Seventh ARIO granted by the Honourable Justice Walker is hereby extended up to and including November 30, 2024.
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 and any unrepresented parties appearing on this application, other than counsel for the Petitioner, 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:

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

BY THE COURT

REGISTRAR

SCHEDULE "A"

NAME OF COUNSEL	PARTY REPRESENTING

No. S-224444
Vancouver Registry

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., WAPITI COKING
COAL MINES CORP. AND CANADIAN BULLMOOSE
MINES CO. LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700, The Stack
1133 Melville St
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 080762-00014

JDB/day

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., WAPITI COKING
COAL MINES CORP. AND CANADIAN BULLMOOSE
MINES CO., LTD.

PETITIONERS

NOTICE OF APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700, The Stack
1133 Melville St
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 080762-00014

CDB/day