

COURT FILE NUMBER 2101-05019

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **ORDER**
**(Conclusion and Termination of CCAA Proceedings and
Discharge of Monitor)**

ADDRESS FOR **OSLER, HOSKIN & HARCOURT LLP**
SERVICE AND Barristers & Solicitors
CONTACT Brookfield Place, Suite 2700
INFORMATION OF 225 6 Ave SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Randal Van de Mosselaer / Emily Paplawski
Telephone: (403) 260-7000
Facsimile: (403) 260-7024
Email: RVandemosselaer@osler.com / EPaplawski@osler.com
File Number: 1217428

DATE ON WHICH ORDER WAS PRONOUNCED: January 13, 2022

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice D.B. Nixon

LOCATION OF HEARING: Calgary, Alberta (BY WEBEX)

UPON the application of **COALSPUR MINES (OPERATIONS) LTD.** (the "**Applicant**"), filed December 17, 2021; **AND UPON** reviewing the Seventh and Eights Affidavits of Michael Beyer, sworn November 29, 2021 and January 10, 2022; **AND UPON** reading the Seventh and Eighth Reports of FTI Consulting Canada Inc. in its capacity as Monitor of the Applicant (the "**Monitor**"); **AND UPON** hearing from counsel for the Applicant, the Monitor, and such other parties present; **AND UPON** noting that capitalized terms not otherwise defined herein

shall have the meanings ascribed to them in the Applicant's Plan of Compromise and Arrangement, dated November 29, 2021 (as may be amended from time to time, the "**Plan**"); **AND UPON** reviewing the Interim Restricted Court Access Order granted by the Honourable Mr. Justice Feth on December 7, 2021 (the "**Interim Restricted Court Access Order**"); **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The within CCAA proceedings shall be, and are hereby, concluded and terminated immediately upon the Monitor filing with the Court the Certificate attached at Schedule "1" hereto (the "**CCAA Termination Certificate**") confirming that all Restructuring Transactions set forth in Schedule "A" to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred.

2. The Monitor is hereby directed to file the CCAA Termination Certificate, post a copy of same on the Monitor's Website and the CaseLines Filesite, and provide a copy to Coalspur as soon as practicable following the occurrence or deemed occurrence of all Restructuring Transactions set forth in Schedule "A" to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan.

3. Notwithstanding the filing of the CCAA Termination Certificate:

- (a) the Monitor shall, until the filing of the Monitor's Discharge Certificate (as defined below), remain Monitor of Coalspur for purposes of performing such incidental and administrative duties as may be required under the Plan, and any other obligations of the Monitor including, but not limited to, addressing any undeliverable or unclaimed distributions in accordance with the Plan, and assisting Coalspur, as necessary, with the filing of discharges and terminations of all Lien filings; and

- (b) the Administration Charge shall continue in accordance with the Amended and Restated Initial Order to secure the fees and disbursements of legal counsel to Coalspur, the Monitor, legal counsel to the Monitor, legal counsel to CTC or other Persons from time to time retained by Coalspur, the Monitor or CTC and any other costs and expenses incurred by Coalspur, the Monitor or CTC in connection with the implementation of the Plan and the resolution of Disputed Claims.

4. Upon the Monitor filing with the Court the Certificate attached at **Schedule “2”** hereto (the **“Monitor’s Discharge Certificate”**) confirming that: (i) all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and (ii) all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan:

- (a) the Monitor shall be discharged and released from any and all further obligations as Monitor and any and all liability in respect of any act done by the Monitor in these proceedings, and its conduct as Monitor pursuant to its appointment in accordance with the Initial Order, or otherwise, provided however, that notwithstanding its discharge herein, the Monitor shall remain Monitor to perform such incidental and administrative duties as may be required under the Plan and the Monitor shall continue to have the benefit of the provisions of all Orders in these proceedings, including all approvals, protections and stays of proceedings in favour of the Monitor in its capacity as Monitor; and
- (b) the Administration Charge shall be terminated.

5. The Monitor is hereby directed to file the Monitor's Discharge Certificate, post a copy of same on the Monitor's Website and the CaseLines Filesite, and provide a copy to Coalspur as soon as practicable following completion of the matters set out in sub-paragraphs (4)(i) and (ii) above.

6. The Interim Restricted Court Access Order is hereby continued and, subject to further Order of this Honourable Court, the Confidential Exhibit (as defined in the Interim Restricted Court Access Order), shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the Alberta *Rules of Court*.


Justice of the Court of Queen's Bench of Alberta

Schedule “1”

COURT FILE NUMBER 2101-05019

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES’ CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **MONITOR’S CERTIFICATE
(Termination of CCAA Proceedings)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Blake, Cassels & Graydon LLP
855 - 2nd Street S.W.
Suite 3500, Bankers Hall East Tower
Calgary, Alberta, T2P 4J8
Attention: Kelly Bourassa / James Reid

RECITALS

- A. Pursuant to the Initial Order of this Honourable Court dated April 26, 2021 as amended (the “**Initial Order**”), Coalspur Mines (Operations) Ltd. (“**Coalspur**”) sought and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act* R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and FTI Consulting Canada Inc. was appointed as the monitor of Coalspur (the “**Monitor**”) with the powers, duties and obligations set out in the Initial Order;
- B. Coalspur filed a Plan of Compromise and Arrangement under the CCAA dated November 29, 2021 (the “**Plan**”), which Plan was approved by the Required Majority of Creditors in the General Unsecured Creditors Class and sanctioned by the Court;
- C. On January 13, 2021, the Court granted an Order providing that the CCAA proceedings would be concluded and terminated immediately upon the filing of this certificate by the Monitor confirming that all Restructuring Transactions, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred; and
- D. Unless otherwise indicated herein, initially capitalized terms used herein have the meaning set out in the Plan.

THE MONITOR HEREBY CERTIFIES the following:

1. All Restructuring Transactions set forth in Schedule “A” to the Plan, including the payments contemplated by section 7.1(a)(iii) of the Plan, have occurred or been deemed to have occurred.

This Certificate was delivered by the Monitor on:

_____ [Date] at _____ [a.m. / p.m. Calgary Time].

FTI CONSULTING CANADA INC, in its capacity as the Court-appointed Monitor of Coalspur and not in its personal or corporate capacity

By: _____

Name:

Title:

Schedule “2”

COURT FILE NUMBER 2101-05019

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES’ CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF COALSPUR MINES (OPERATIONS) LTD.

DOCUMENT **MONITOR’S CERTIFICATE
(Discharge of Monitor and Termination of Administration
Charge)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Blake, Cassels & Graydon LLP
855 - 2nd Street S.W.
Suite 3500, Bankers Hall East Tower
Calgary, Alberta, T2P 4J8
Attention: Kelly Bourassa / James Reid

RECITALS

- A. Pursuant to the Initial Order of this Honourable Court dated April 26, 2021 as amended (the “**Initial Order**”), Coalspur Mines (Operations) Ltd. (“**Coalspur**”) sought and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act* R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and FTI Consulting Canada Inc. was appointed as the monitor of Coalspur (the “**Monitor**”) with the powers, duties and obligations set out in the Initial Order;
- B. Coalspur filed a Plan of Compromise and Arrangement under the CCAA dated November 29, 2021 (the “**Plan**”), which Plan was approved by the Required Majority of Creditors in the General Unsecured Creditors Class and sanctioned by the Court;
- C. On January 13, 2021, the Court granted an Order providing for the discharge of the Monitor and termination of the Administration Charge upon the filing of this certificate by the Monitor confirming that all cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made and all undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan; and
- D. Unless otherwise indicated herein, initially capitalized terms used herein have the meaning set out in the Plan.

THE MONITOR HEREBY CERTIFIES the following:

1. All cash distributions to be made under the Plan on the Initial Distribution Date in accordance with section 7.1(a) of the Plan have been made; and
2. All undeliverable or unclaimed distributions (if any) have been returned to Coalspur in accordance with section 7.5(a)(iii) of the Plan.

This Certificate was delivered by the Monitor on:

_____ **[Date]** at _____ **[a.m. / p.m. Calgary Time]**.

FTI CONSULTING CANADA INC, in its capacity as the Court-appointed Monitor of Coalspur and not in its personal or corporate capacity

By: _____

Name:

Title: