



COURT FILE NUMBER 2301-16114
 COURT COURT OF KING'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 MANTLE MATERIALS GROUP, LTD.

APPLICANT **MANTLE MATERIALS GROUP, LTD.**

DOCUMENT **APPLICATION (SEALING ORDER)**

ADDRESS FOR SERVICE AND CONTACT
 INFORMATION OF PARTY FILING THIS
 DOCUMENT **Gowling WLG (Canada) LLP**
 Suite 1600, 421 7th Avenue SW
 Calgary, AB T2P 4K9

Attn: **Tom Cumming / Sam Gabor / Stephen Kroeger**
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 File No.: A171561

NOTICE TO THE RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: December 18, 2023
 Time: 2:00pm
 Where: Calgary Courts Centre, via Webex
<https://albertacourts.webex.com/meet/virtual.courtroom61>
 Before: The Honourable ACJ D.B. Nixon

Go to the end of this document to see what you can do and when you must do it.

Remedy Sought:

1. The Applicant, Mantle Materials Group, Ltd. (the “**Applicant**”), seek an Order (the “**Sealing Order**”) substantially in the form attached as Schedule “A” hereto:
 - (a) abridging the time for service of this Application and declaring that this Application is properly returnable today and further service is dispensed with;
 - (b) sealing the confidential Affidavit of Byron Levkulich sworn, December 18, 2023 (the “**Confidential Affidavit**”) on the Court file until further order of the Court; and
 - (c) such further and other relief as the Applicants may request and this Honourable Court may grant.

Basis for this claim:

2. The Confidential Affidavit contains certain information concerning the sales process undertaken in these proceedings, the assets acquired thereby, and certain commercially sensitive information related thereto. The public disclosure and dissemination of the information in the Confidential Affidavit would cause serious and irreparable harm to the estate of the Applicant and their stakeholders. The limited sealing provision that the Applicant seeks on the Application, in respect of the Confidential Affidavit, is a fair and reasonable method of addressing the serious and irreparable harm that would result, if the Confidential Affidavit were publically disseminated.
3. The proposed sealing order sought is the least restrictive and prejudicial alternative in the circumstances.
4. Such further and other grounds as counsel may advise and this Court may permit.

Affidavit or other evidence to be used in support of this application:

5. The Pre-Filing Report of the Monitor, to be filed.
6. Affidavit of Byron Levkulich sworn November 27, 2023.
7. Affidavit of Byron Levkulich, sworn December 18, 2023.
8. Confidential Affidavit of Byron Levkulich, sworn December 18, 2023, unfiled;

9. Pleadings, affidavits and other materials previously filed in these proceedings; and
10. Such further and other material or evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

11. Part 6 Division 4 of the *Alberta Rules of Court*, Alta Reg. 124/2010.
12. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

13. *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36, as amended.
14. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

APPENDIX “A”

WEBEX DETAILS

Counsel: Please ensure that all relevant parties have received Webex information.

Virtual Courtroom 61 has been assigned for the above noted matter:

Virtual Courtroom Link: <https://albertacourts.webex.com/meet/virtual.courtroom61>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the Open Cisco Webex Meeting.
4. You will see a preview screen. Click on Join Meeting.

Key considerations for those attending:

1. Please connect to the courtroom 15 minutes prior to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. Note: Recording or rebroadcasting of the video is prohibited.
5. Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.

For more information relating to Webex protocols and procedures, please visit:

<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Thank you,

Schedule "A"
SEALING ORDER

COURT FILE NO. 2301 16114

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT 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 MANTLE MATERIALS GROUP, LTD.

DOCUMENT **SEALING ORDER**

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File No.: A171561

DATE ON WHICH ORDER WAS PRONOUNCED: December 18, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable ACJ D.B. Nixon

UPON THE APPLICATION of Mantle Materials Group, Ltd. ("**Mantle**"), filed December 18 30, 2023; **AND UPON** reading the Affidavit of Byron Levkulich, sworn December 18, 2023 (the "**Affidavit**") and the Confidential Affidavit of Byron Levkulich, sworn December 18, 2023 (the "**Confidential Levkulich Affidavit**"); **AND UPON** hearing submissions by counsel for Mantle, counsel for the Monitor, FTI Consulting Canada Inc. (the "**Monitor**"), and any other counsel or other interested parties present,

IT IS HEREBY ORDERED THAT:

1. The time for service of the notice of application (the "**Application**") for this sealing order (the "**Order**") is hereby abridged and deemed good and sufficient and the Application is properly

returnable today, and no other than those persons served is entitled to service of the notice of Application.

2. The Confidential Levkulich Affidavit shall be sealed and kept confidential until further Order of this Court, to be shown only to a Justice of the Court of King's Bench of Alberta, and accordingly, shall be filed with the Clerk of the Court who shall keep the Confidential Levkulich Affidavit in a sealed envelope, which shall be clearly marked:

“THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED IN COURT FILE NO.2301-16114. THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE ACJ D.B. NIXON ON DECEMBER 18, 2023.”

3. Leave is hereby granted to any person, entity or party affected by this Order to apply to this Honourable Court for a further Order vacating, substituting, modifying or varying the terms of this Order, which such application to be brought on five (5) days notice to Mantle, the Monitor and any other affected party in accordance with the Alberta *Rules of Court*.
4. Service of this Order shall be deemed to be achieved by posting a copy of this Order on the Monitor's website created and maintained for the within proceeding and by delivering a copy of this Order to those parties listed on the Service List prepared by counsel to Mantle.

J.C.K.B.A