

Form 7 Rule 3.8

Clerk's Stamp

COURT FILE NO. 2201-
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
RSC 1985, C C-8, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF BR CAPITAL LP, BR CAPITAL INC.,
ICE HEALTH SYSTEMS LP, ICE HEALTH SYSTEMS GP LP, ICE
HEALTH SYSTEMS INC., HEALTH EDUCATION LP, HEALTH
EDUCATION GP LP, HELP INC., FIRST RESPONSE
INTERNATIONAL LP, FIRST RESPONSE INTERNATIONAL GP
LP, FIRST RESPONSE INTERNATIONAL INC., ICE HEALTH
SYSTEMS LTD. AND SESCO HEALTH SERVICES INC.

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF
HEALTH SYSTEMS INC., HELP INC., FIRST RESPONSE
INTERNATIONAL INC., ICE HEALTH SYSTEMS LTD AND
SESCO HEALTH SERVICES INC. UNDER THE *BUSINESS
CORPORATIONS ACT*, RSA 2000, CH B-9, AS AMENDED

APPLICANTS BR CAPITAL LP, BR CAPITAL INC., ICE HEALTH SYSTEMS LP,
ICE HEALTH SYSTEMS GP LP, ICE HEALTH SYSTEMS INC.,
HEALTH EDUCATION LP, HEALTH EDUCATION GP LP, HELP
INC., FIRST RESPONSE INTERNATIONAL LP, FIRST RESPONSE
INTERNATIONAL GP LP, FIRST RESPONSE INTERNATIONAL
INC., ICE HEALTH SYSTEMS LTD. AND SESCO HEALTH
SERVICES INC.

DOCUMENT **ORIGINATING APPLICATION**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue S.W.
Calgary, AB T2P 4K9

Telephone: (403) 298-1938 / (403) 298-1018
Facsimile: (403) 263-9193
Email: tom.cumming@gowlingwlg.com /
stephen.kroeger@gowlingwlg.com

File No. A167833
Attention: Tom Cumming / Stephen Kroeger

NOTICE TO THE RESPONDENTS

This application is made against you.

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

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

Date: October 14, 2022
Time: 3:00 p.m.
Where: By Webex (see Webex details at **Schedule “B”**)
Before Whom: The Honourable Justice C. Dario in Commercial
Chambers

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

Remedy claimed or sought:

1. The applicants, BR Capital LP (“**BR LP**”), BR Capital Inc. (“**BR GP**”), Ice Health Systems LP (“**ICE LP**”), Ice Health Systems GP LP (“**ICE GP LP**”), Ice Health Systems Inc. (“**ICE AB Inc.**”), Health Education LP (“**HE LP**”), Health Education GP LP (“**HE GP LP**”), Help Inc. (“**HE Inc.**”), First Response International LP (“**FRI LP**”), First Response International GP LP (“**FRI GP LP**”), First Response International Inc. (“**FRI Inc.**”), Ice Health Systems Ltd. (“**ICE Ltd.**”) and SESCO Health Services Inc. (“**SECSI**”) (collectively the “**Applicants**”) apply for an Order under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “**BIA**”) seeking, *inter alia*, the following relief and substantially in the form attached hereto as **Schedule “A”**:
 - (a) abridging the time for service of notice of this Application, deeming service of notice of this Application to be good and sufficient, and declaring that there is no other person who ought to have been served with notice of this Application;
 - (b) directing that the proposal proceedings and estates of the Applicants be procedurally consolidated and continue under a single estate (each individual estate being an “**Estate**”, and the consolidated estate being the “**Consolidated Estate**”),

authorizing and directing the Proposal Trustee to administer the Estates making up the Consolidated Estate on a consolidated basis, and granting ancillary relief arising from the procedural consolidation of the Estates (the “**Consolidated Proposal Proceeding**”);

- (c) declaring that:
- (i) the Applicants’ counsel, Gowling WLG (Canada) LLP (“**Gowling**”), KPMG Inc. (“**KPMG**”) in its capacity as proposal trustee of the Applicants (the “**Proposal Trustee**”) and the Proposal Trustee’s counsel, Osler, Hoskin & Harcourt, LLP (collectively, the “**Administrative Professionals**”), be paid their reasonable fees and disbursements incurred in and in preparation for the Consolidated Proposal Proceeding; and
 - (ii) the Administrative Professionals, as security for their reasonable professional fees and disbursements incurred both before and after the granting of the requested Order, shall have the benefit of and are hereby granted a security and charge (the “**Administration Charge**”) on all present and after-acquired property of the Applicants (the “**Property**”), which charge shall be in the aggregate amount of \$350,000;
- (d) approving a secured, non-revolving interim financing facility in the maximum principal amount of \$430,010 (the “**Interim Financing Facility**”) created pursuant to a letter loan agreement dated September 16, 2022 (the “**Interim Financing Agreement**”) between 2443970 Alberta Inc. (“**244**”), as administrative agent for and on behalf of a syndicate of lenders (244, in such capacity, the “**Interim Agent**”, and such lenders, together with the Interim Agent, the “**Interim Lenders**”) and the Applicants;
- (e) declaring that the Property is subject to a security and charge (the “**Interim Lenders’ Charge**”) in favour of the Interim Lenders to secure the payment and performance of the Interim Financing Facility and the Applicants’ indebtedness, liabilities and obligations under the Interim Financing Agreement;

- (f) declaring that the Property is subject to a security and charge in favour of the directors and officers of the corporate applicants, ICE AB Inc., HE Inc., FRI Inc., ICE Ltd. and SESCOI, and the chief financial officer and chief executive officer of BR LP (all such directors and officers being collectively referred to as the “**Directors**”) over the Property to indemnify the Directors against obligations and liabilities that they may incur as directors or officers of the Applicants after the commencement of the Proposal Proceedings in an amount not to exceed \$300,000 (the “**D&O Charge**”), other than obligations and liabilities incurred as a result of their gross negligence or wilful misconduct;
- (g) declaring that the Administration Charge, Interim Financing Charge and D&O Charge (collectively, the “**BIA Charges**”) are priority charges that rank ahead of any and all charges, security interests, liens, trusts, deemed trusts and encumbrances against the Property, including liens and trusts created by federal and provincial legislation, and that the *BIA* Charges rank, as between themselves, in the following order of priority:
 - First, the Administration Charge;
 - Second, the Interim Financing Charge; and
 - Third, the D&O Charge;
- (h) extending the 30 day time period within which the Applicants are required to file a proposal, ending on October 15, 2022 and October 16, 2022 (the “**Stay Period**”), by an additional 45 day period ending November 29, 2022 (the “**Stay Extension**”); and
- (i) such further and other relief as the Applicants may request and this Honourable Court may grant.

Grounds for making this application:

Background

2. BR LP is an Alberta limited partnership formed pursuant to a limited partnership agreement dated February 28, 2006 between BR GP, an Alberta corporation, as general partner, and Peter Hoven, as initial limited partner, as amended from time to time.
3. BR LP is the sole limited partner of ICE LP, HE LP and FRI LP, each being Alberta limited partnerships. The general partner of ICE LP is ICE GP LP, an Alberta limited partnership, and the general partner of ICE GP LP is ICE AB Inc., an Alberta corporation. ICE LP owns all of the shares of ICE Health Systems Inc. (“**ICE NV**”), a Nevada corporation, and ICE Ltd., an Alberta corporation. ICE Ltd. owns all of the shares in SESCO Health Services MX (“**SHS MX**”), a Mexico corporation, and SESCO, an Alberta corporation. ICE NV and SHS MX are not Applicants in these proposal proceedings.
4. The general partner of FRI LP is FRI GP LP, an Alberta limited partnership, and the general partner of FRI GP LP is FRI Inc., an Alberta corporation. The general partner of HE LP is HE GP LP, an Alberta limited partnership, and the general partner of HE GP LP is HE Inc., an Alberta corporation.
5. ICE LP, HE LP and FRI LP have developed and own cloud based software systems supporting dental and medical clinics and the dissemination of medical information (collectively, the “**Software**”) and all intellectual property associated therewith. The development and marketing of such Software was financed by the issuance of units in BR LP and the issuance by BR LP of unsecured promissory notes to approximately 40 noteholders in the aggregate principal amount of \$6,923,921 (collectively, the “**BR Notes**”).
6. ICE LP licenses its Software to ICE NV and ICE Ltd. ICE NV sublicenses such Software to customers in the United States, and ICE Ltd. sublicenses the Software to its customers in Canada and elsewhere in the world. HE LP and FRI LP each licence their Software to customers in Canada.

7. The market disruptions caused by the global COVID-19 pandemic reduced both the revenues received by the Applicants under their licences and the demand for new licenses. As a result BR LP is unable to repay the amounts outstanding under the BR Notes or other liabilities as they became due.
8. On September 15 and 16, 2022, each of the Applicants filed a notice of intention to make a proposal (collectively, the “**NOIs**”) pursuant to section 50.4(1) of the *BIA* (such proceedings, the “**Proposal Proceedings**”) naming KPMG Inc. as the Proposal Trustee.
9. As a result of the filing of the NOIs, all proceedings against the Applicants and this Property were automatically stayed for an initial period of thirty (30) days.

Consolidation

10. The Applicants form a closely connected group of partnerships and corporations whose parent limited partnership is BR LP that ran one business. All operations are directed through BR LP; however, the Applicants maintain separate books and records. Approximately 95% of the indebtedness is in BR LP, but the property, consisting of the Software and licenses, are owned by subsidiary limited partnerships and corporations.
11. An Order procedurally consolidating the Estates will allow the Estates to be managed more efficiently and economically and is necessary and appropriate to:
 - (a) enable the Court to efficiently determine common questions of fact and law between the parties;
 - (b) clarify the issues and claims being advanced by parties as they relate to the same transaction or series of transactions;
 - (c) ensure consistency and avoid the possibility of conflicting decisions; and
 - (d) facilitate the efficient and economic resolution of the Applicants’ restructuring proceedings.

Administration Charge

12. The Applicants request that this Honourable Court grant the Administration Charge against the Property in the maximum amount of \$350,000 to secure the reasonable professional

fees and disbursements of the Administrative Professionals.

13. There are many complex legal, accounting and technical issues which the Applicants must address in order to formulate and submit to their creditors and this Honourable Court a proposal which will successfully address their financial difficulties. The Administrative Professionals are integral to successfully developing a viable proposal, and in order to ensure their participation, the Administration Charge is required to protect and secure their fees and disbursements.
14. The Administration Charge is reasonable and appropriate in the circumstances and critical to the success of the Applicants' restructuring proceedings.

Interim Financing

15. The Applicants have prepared a 13-week cash flow forecast (the "**Cash Flow Forecast**") in which the estimated working capital requirements for operating, restructuring costs the fees and disbursements of the Administrative Professionals will, without additional funding, exceed the Applicants' estimated revenues. According to the Cash Flow Forecast, the Applicants will require an immediate cash injection and over the 13-week period will require financing in the approximate amount of \$430,010.
16. Under the Interim Financing Facility, up to \$430,010 will be made available to the Applicants based on the Cash Flow Forecast and the requirements of the Interim Financing Agreement. The Applicants' ability to draw is conditional upon Court approval of the Interim Financing Facility and Interim Financing Agreement and the granting of the Interim Lender's Charge.
17. The Interim Financing Agreement permits additional financing in order to fund the implementation of a proposal that is accepted by the affected creditors, approved by this Honourable Court, and on terms acceptable to the Interim Lenders.
18. The terms of the Interim Financing Facility are reasonable and in line with prevailing practices in the insolvency industry, and the proposed borrowings thereunder are

appropriate in the circumstances and sufficient to fund the Applicants' cash flow needs through to December 10, 2022.

The D&O Charge

19. The Applicants' Directors will play a critical role in their restructuring and have identified a need for the granting of the D&O Charge as security for the Applicants' indemnification for possible obligations and liabilities which they may incur in their capacity as directors and officers.
20. The granting of the D&O Charge, in the amount of \$300,000, is in line with prevailing insolvency practices, the Applicants do not have existing Directors' liability insurance coverage, such insurance coverage is not available at a reasonable cost, and the proposed amount is appropriate in the circumstances.
21. The Proposal Trustee supports this Application
22. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Extension of the Stay Period

23. The Applicants require an extension of the Stay Period to continue the restructuring of their businesses and to work towards making a viable proposal to its creditors.
24. The Stay Extension is appropriate for, *inter alia*, the following reasons:
 - (a) the Applicants have acted and continue to act in good faith and with due diligence;
 - (b) no creditor will be materially prejudiced by the requested Stay Extension; and
 - (c) the Stay Extension is necessary to allow Applicants sufficient time to finalize a Proposal, hold a meeting to allow creditors of the Applicants to vote on the Proposal and, if approved by the requisite majorities, seek approval of the Court and implement the Proposal according to its terms.
25. The Proposal Trustee supports the Stay Extension.

Material or evidence to be relied on:

26. The Affidavit of Mark Genuis, sworn October 5, 2022, to be filed;
27. The Affidavit of James Lawson, to be filed;
28. Bench Brief of the Applicants, to be filed;
29. The first report of the Proposal Trustee, to be filed; and
30. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

31. Rules 1.2, 1.3, 3.2(2)(d), 3.8, 11.27 and 13.5 of the *Alberta Rules of Court*, Alta Reg 124/2010;
32. The *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended; and
33. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

34. None.

How the application is proposed to be heard or considered:

34. Before the presiding Justice in Commercial Chambers via Webex.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and 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.

Schedule "A"

Draft Order

Clerk's Stamp

COURT FILE NO. ●

COURT COURT OF KING'S BENCH OF ALBERTA
(IN BANKRUPTCY & INSOLVENCY)

JUDICIAL CENTRE CALGARY

APPLICANTS IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
RSC 1985, C C-8, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF BR CAPITAL LP, BR CAPITAL INC.,
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HEALTH SYSTEMS INC., HEALTH EDUCATION LP, HEALTH
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HEALTH SYSTEMS INC., HELP INC., FIRST RESPONSE
INTERNATIONAL INC., ICE HEALTH SYSTEMS LTD AND
SESCO HEALTH SERVICES INC. UNDER THE *BUSINESS
CORPORATIONS ACT*, RSA 2000, CH B-9, AS AMENDED

DOCUMENT **ORDER (Procedural Consolidation, Administration Charge,
Interim Financing, Interim Financing Charge, D&O Charge and
Stay Extension)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attn: **Tom Cumming / Stephen Kroeger**
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Fax: 403.263.9193
Email: tom.cumming@gowlingwlg.com /
stephen.kroeger@gowlingwlg.com
File No.: A167833

DATE ON WHICH ORDER WAS PRONOUNCED: October 14, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice C. Dario in
Commercial Chambers

UPON THE APPLICATION of BR Capital LP (“**BR LP**”), BR Capital Inc. (“**BR GP**”), Ice Health Systems LP (“**ICE LP**”), Ice Health Systems GP LP (“**ICE GP LP**”), Ice Health Systems Inc. (“**ICE AB Inc.**”), Health Education LP (“**HE LP**”), Health Education GP LP (“**HE GP LP**”), Help Inc. (“**HE Inc.**”), First Response International LP (“**FRI LP**”), First Response International GP LP (“**FRI GP LP**”), First Response International Inc. (“**FRI Inc.**”), Ice Health Systems Ltd. (“**ICE Ltd.**”) and SESCO Health Services Inc. (“**SECSI**”) (collectively, the “**Applicants**”), filed October 5, 2022; **AND UPON** reading Affidavit of Mark Genuis, sworn October 5, 2022 (the “**Genuis Affidavit**”) and the supplemental Affidavit of Mark Genuis, sworn October 6, 2022; **AND UPON** reading the Report of KPMG Inc. in its capacity as proposal trustee of the Applicants (in such capacity, the “**Proposal Trustee**”); **AND UPON** hearing submissions by counsel for the Applicants, counsel for the Proposal Trustee and any other counsel or other interested parties present,

IT IS HEREBY ORDERED THAT:

SERVICE

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.

PROCEDURAL CONSOLIDATION

2. The bankruptcy estates of the Applicants BR LP (Estate No. 25-095315), BR GP (Estate No. 25-2865866), ICE LP (Estate No. 25-095322), ICE GP LP (Estate No. 25-095321), ICE AB Inc. (Estate No. 25-2865872), HE LP (Estate No. 25-095320), HE GP LP (Estate No. 25-095318), HE Inc. (Estate No. 25-2865870), FRI LP (Estate No. 25-095317), FRI GP LP (Estate No. 25-095316), FRI Inc. (Estate No. 25-2865869), ICE Ltd. (Estate No.25-2866171) and SESCO (Estate No. 25-2865873) (each individually an “**Estate**”) shall, subject to further order of the Court, be procedurally consolidated into one estate (the “**Consolidated Estate**”) and shall continue under Estate No. 25-095315 (with the proceeding in respect thereof being the “**Consolidated Proposal Proceeding**”).
3. Without limiting the generality of the foregoing, the Proposal Trustee is hereby authorized and directed to administer the Consolidated Estates on a consolidated basis for all purposes in carrying out its administrative duties and other responsibilities as proposal

trustee under the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the “*BIA*”) as if the Consolidated Estate were a single estate and the Consolidated Proposal Proceeding were a single proceeding under the *BIA*, including without limitation:

- (a) the meeting of creditors of the Applicants may be convened and conducted jointly, and the votes of creditors at such meeting shall be calculated on a consolidated basis;
 - (b) the Proposal Trustee is authorized to issue consolidated reports in respect of the Applicants; and
 - (c) the Proposal Trustee is authorized to deal with all filings and notices relating to the proposal proceedings of the Applicants, each as required under the *BIA*, on a consolidated basis.
4. Any pleadings or other documents served or filed in the Consolidated Proposal Proceeding by any party shall be deemed to have been served or filed in each of the proceedings comprising the Consolidated Proposal Proceeding.
 5. A copy of this Order shall be filed by the Applicants in the Court file for each of the Estates but any subsequent document required to be filed will be hereafter only be required to be filed in the Consolidated Estate (Estate No. 25-095315).
 6. The procedural consolidation of the Estates pursuant to this Order shall not:
 - (a) affect the legal status or corporate structure of the Applicants; or
 - (b) cause any Applicant to be liable for any claim for which it is otherwise not liable, or cause any Applicant to have an interest in an asset to which it otherwise would not have.
 7. The Estates are not substantively consolidated, and nothing in this Order shall be construed to that effect.

8. The Proposal Trustee may apply to this Court for advice and directions with respect to the implementation of this Order or with respect to any other matter relating to the procedural consolidation of the Consolidated Estate.

ADMINISTRATION CHARGE

9. Legal counsel to the Applicants, the Proposal Trustee and Osler, Hoskin & Harcourt LLP, legal counsel to the Proposal Trustee, as security for their respective professional fees and disbursements incurred in preparing for and during these Consolidated Proposal Proceedings, and both before and after the granting of this Order, shall be entitled to the benefit of, and are hereby granted, a security and charge (the “**Administration Charge**”) on all of the Applicants’ present and after-acquired assets, property and undertakings (the “**Property**”), which charge shall not exceed \$350,000.

INTERIM FINANCING

10. The Applicants are hereby authorized and empowered to obtain and borrow under an interim financing facility (the “**Interim Financing Facility**”) pursuant to the interim financing facility commitment letter dated July 26, 2022 (the “**Interim Financing Commitment Letter**”), among the Applicants as borrowers and 2443970 Alberta Inc. (“**244**”) as administrative agent for and on behalf of a group of lenders (244, in such capacity, the “**Interim Agent**”, and such lenders, together with the Interim Agent, the “**Interim Lenders**”), provided that borrowings under the Interim Financing Facility shall not exceed the principal amount of \$430,010 unless permitted by further order of this Court and agreed to by the Interim Lenders.
11. The Interim Financing Facility shall be on the terms and subject to the conditions set forth in the Interim Financing Commitment Letter attached as Exhibit “●” to the Genuis Affidavit, as such Interim Financing Commitment Letter may be amended in accordance with its terms.
12. The Interim Lenders shall be entitled to the benefit of and are hereby granted a security and charge on the Property (the “**Interim Lenders’ Charge**”) as security for the payment and performance of the indebtedness, liabilities and obligations of the Applicants to the Interim Lenders under the Interim Financing Commitment Letter

and the Interim Financing Facility created thereby in the principal amount of \$430,010 together with any interest accrued thereon or costs and expenses incurred thereunder.

D&O INDEMNIFICATION AND CHARGE

13. The Applicants shall indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers after the filing of the Applicants' notices of intention to file a proposal, except to the extent that, with respect to any director or officer, the obligation or liability was incurred as a result of the director or officer's gross negligence or willful misconduct.
14. Each of the directors and officers of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "**D&O Charge**") on all of the Property, which shall not exceed an aggregate amount of \$300,000, as security for the indemnity provided in this Order.

PRIORITY OF CHARGES

15. The filing, registration or perfection of the Administration Charge, the Interim Lenders' Charge and the D&O Charge (collectively, the "**Charges**") shall not be required, and the Charges shall be enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.
16. The Charges shall constitute a security and charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, charges, deemed trusts, encumbrances and claims of secured creditors, statutory or otherwise in favour of any person, including liens and trusts created by federal and provincial legislation (collectively, the "**Encumbrances**"). The ranking as between the Charges shall be as follows:
 - (a) first, the Administration Charge;
 - (b) second, the Interim Lenders' Charge; and

- (c) third, the D&O Charge.
17. Except as otherwise provided herein, or as may be approved by this Honourable Court, the Applicants shall not grant any Encumbrances over the Property that rank in priority to, or *pari passu* with, any of the Charges, unless the Applicants obtain the prior written consent of the beneficiaries of the Charges (the “**Chargees**”) or further order of this Court.
18. The Charges shall not be rendered invalid or unenforceable and the rights and remedies of the Chargees thereunder shall not otherwise be limited or impaired in any way by:
- (a) the pendency of these proceedings and the declarations of insolvency made in this Order;
 - (b) any application(s) for bankruptcy order(s) issued pursuant to the *BIA*, or any bankruptcy order made pursuant to such applications;
 - (c) the filing of any assignments for the general benefit of creditors made pursuant to the *BIA*;
 - (d) the provisions of any federal or provincial statutes; or
 - (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) that binds the Applicants, and notwithstanding any provision to the contrary in any Agreement:
 - (i) neither the creation of the Charges nor the execution, delivery, perfection, registration or performance of any documents in respect thereof, shall create or be deemed to constitute a new breach by the Applicants of any Agreement to which they, or any one of them, is a party;
 - (ii) none of the Chargees shall have any liability to any person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges, or the execution, delivery or performance of the Interim Financing Facility; and

(iii) the payments made by the Applicants pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct or other challengeable or voidable transactions under any applicable law.

EXTENSION OF TIME TO FILE A PROPOSAL

20. The time within which the Applicants are required to file a proposal to their creditors with the Official Receiver, under section 50.4 of the *BIA* is hereby extended to November 29, 2022.

21. 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.

J.C.Q.B.A

SCHEDULE “B”
WEBEX DETAILS

Virtual Courtroom 60 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

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.**

If you are a non-lawyer attending this hearing remotely, **you must** complete the undertaking located here: <https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

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.