

COURT FILE NUMBER 24-2677331
COURT COURT OF KING'S BENCH OF ALBERTA IN
BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE EDMONTON
IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, RSC 1985, c B-3, AS
AMENDED



AND IN THE MATTER OF THE
BANKRUPTCY OF TLICHO LANDTRAND
TRANSPORT LTD., 146982 ALBERTA LTD.,
and VENTURES WEST LIMITED
PARTNERHSIP
APPLICANT MNP LTD., IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF TLICHO
LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

RESPONDENTS TLICHO LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., AND
VENTURES WEST LIMITED PARTNERSHIP

DOCUMENT **DESK APPLICATION**

WITHOUT NOTICE APPLICATION
by or on behalf of:

MNP LTD., IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF TLICHO
LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta, T2P 5C5
Telephone 403-351-2921
Facsimile 403-648-1151
Email: joliver@cassels.com

File No. 49076-13

Attention: Jeffrey Oliver

APPLICANT'S SUBMISSIONS THAT THE COURT SHOULD CONSIDER ON THIS APPLICATION:

Remedy claimed or sought:

1. MNP Ltd. ("**MNP**"), in its capacity as trustee in bankruptcy (in such capacity, the "**Trustee**") of 1456982 Alberta Ltd. ("**982 Ltd.**") is seeking an Order substantially in the form attached as Schedule "A" hereto authorizing the temporary revival of 982 Ltd. pursuant to section 210 of the Alberta *Business Corporations Act*, RSA 2000, c B-9, as amended ("**ABCA**").

Grounds for making this Application:

Background

2. On November 29, 2019, an Initial Order (the "**Initial Order**") was granted by the Court of Queen's Bench of Alberta (the "**Court**") under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended ("**CCAA**") and MNP was appointed as Monitor (the "**Monitor**") in respect of 982 Ltd., Tlich Landtran Transport Ltd. ("**Tlich Landtran**"), 1456998 Alberta Ltd. ("**998 Ltd.**") and Ventures West Transport Limited Partnership ("**Ventures West**", collectively, the "**Companies**").
3. By an Order granted on September 9, 2020 (the "**September 9 Order**"), this Honourable Court approved the Monitor making voluntary assignments in bankruptcy for the Companies pursuant to section 49 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 ("**BIA**").
4. On October 2, 2020, the Monitor made assignments for the Companies in accordance with the September 9 Order, and MNP was appointed as trustee (in such capacity, the "**Trustee**") of 982 Ltd., Tlich Landtran, and Ventures West.
5. On January 15, 2021, the Court granted an order on application by the Trustee to substantively consolidate the estates of the Companies for the purposes of carrying out its duties and responsibilities as trustee under the BIA.
6. On September 2, 2021, 982 Ltd. was struck from the Alberta corporate registry for failing to file required annual returns.

GST Refund

7. During the bankruptcy proceedings, the Trustee became aware of a GST refund that was due to 982 in the approximate amount of \$165,112 (the "GST Refund"). All of the Companies' assets outside of the GST Refund have been realized.
8. The Trustee is unable to collect the GST Refund until 982 Ltd. is revived pursuant to section 210 of the ABCA.
9. The Trustee is an "interested person" within the meaning of section 206.1(c) of the ABCA and has the authority to apply for an order temporarily reviving 982 Ltd. pursuant to section 210(3) of the ABCA.
10. The temporary revival of 982 Ltd. until December 31, 2024 is necessary to facilitate the collection of the GST Refund by the Trustee.

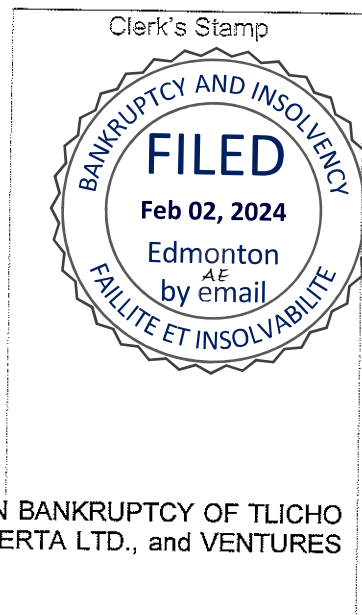
Material or evidence to be relied on:

11. Affidavit of Vanessa Allen, sworn January 29, 2024.

Applicable Legislation and Regulations:

12. *Alberta Business Corporations Act*, RSA 2000, c B-9, as amended, and in particular, sections 206 and 210.
13. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, and in particular, section 49.

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APPLICANT MNP LTD., IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF TLICHO
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WEST LIMITED PARTNERSHIP
RESPONDENTS TLICHO LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., AND
VENTURES WEST LIMITED PARTNERSHIP

DOCUMENT

AFFIDAVIT

ADDRESS FOR
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Facsimile 403-648-1151
Email: joliver@cassels.com

File No. 49076-13

Attention: Jeffrey Oliver

AFFIDAVIT OF VANESSA ALLEN
SWORN ON January 29 2024

I, VANESSA ALLEN, of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY THAT:

1. I am a Senior Vice President at MNP Ltd. ("MNP") and the licensed insolvency trustee in this matter, and as such I have personal knowledge of the facts and matters hereinafter deposed to except where stated to be based on information and belief, and where so stated I do verily believe the same to be true. I am authorized by MNP to swear this affidavit.

Background

2. On November 29, 2019, an Initial Order (the "**Initial Order**") was granted by the Court of Queen's Bench of Alberta (the "**Court**") under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended ("**CCAA**") and MNP was appointed as Monitor (the "**Monitor**") in respect of Tlicho Landtran Transport Ltd. ("**Tlicho Landtran**"), 1456982 Alberta Ltd. ("**982 Ltd.**"), 1456998 Alberta Ltd. ("**998 Ltd.**") and Ventures West Transport Limited Partnership ("**Ventures West**"). Attached hereto and marked as **Exhibit "A"** is a copy of the Initial Order.
3. By an Order granted on September 9, 2020 (the "**September 9 Order**"), this Honourable Court approved the Monitor making voluntary assignments in bankruptcy for Tlicho Landtran, 982 Ltd. and Ventures West (collectively, the "**Companies**") pursuant to section 49 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 ("**BIA**"). A copy of the September 9 Order is attached hereto and marked as **Exhibit "B"**.
4. On October 2, 2020, the Monitor made assignments into bankruptcy for the Companies in accordance with the September 9 Order, and MNP was appointed as trustee (in such capacity, the "**Trustee**") of the Companies. Attached hereto and marked as **Exhibit "C"** is the Certificate of Appointment of MNP as Trustee of the estate of 982 Ltd.
5. On January 15, 2021, the Court granted an order on application by the Trustee to substantively consolidate the estates of the Companies for the purposes of carrying out its duties and responsibilities as Trustee under the BIA. Attached hereto and marked as **Exhibit "D"** is a copy of the order granted by the Court.
6. On September 2, 2021, 982 Ltd. was struck from the Alberta corporate registry for failing to file annual returns. Attached hereto and marked as **Exhibit "E"** is a copy of an Alberta corporate search for 982 Ltd. dated November 27, 2023.

GST Refund

7. During the bankruptcy proceedings, the Trustee became aware of a GST refund that was due to 982 Ltd. in the approximate amount of \$165,112 (the "**GST Refund**").
8. All of the Companies' assets outside of the GST Refund have been realized.
9. Canada Revenue Agency has advised the Trustee that the GST Refund can be released pending the revival of 982 Ltd. and the filing of an outstanding corporate tax return for fiscal year 2023, which will be a NIL return. As such, the Trustee is seeking to revive 982 Ltd. for the purpose of collecting the GST Refund.

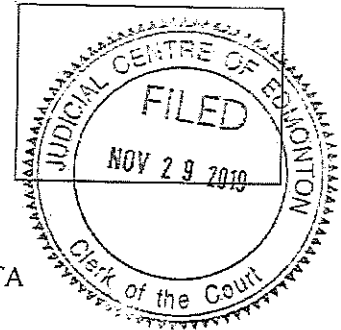
This is Exhibit "A" to the Affidavit of Vanessa
Allen SWORN before me at the City of
Calgary, in the Province of Alberta this 29
day of January, 2024



A NOTARY PUBLIC / COMMISSIONER FOR
OATHS IN AND FOR ALBERTA

TEMITOPE MURAINA
A Commissioner for Oaths
In and for the Province of Alberta
My Commission Expires February 18, 2026

Clerk's Stamp:



COURT FILE NUMBER

1903 - 24389

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE OF

EDMONTON

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 OR ARRANGEMENT OF TLI CHO LANDTRAN TRANSPORT LTD., 1456998 ALBERTA LTD., and 1456982 ALBERTA LTD.

APPLICANT

TLICHO INVESTMENT CORPORATION

RESPONDENTS

TLI CHO LANDTRAN TRANSPORT LTD., 1456998 ALBERTA LTD., and 1456982 ALBERTA LTD.


DOCUMENT

CCAA INITIAL ORDER

CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:

McMillan LLP
Suite 1700, 421 - 7 Avenue S.W.
Calgary, AB T2P 4K9

I hereby certify this to be a true copy of the original.


for Clerk of the Court

Phone: 403-531-4700

Fax: 403-531-4720

Attention : Adam Maerov
Phone: 403-215-2752
Email: adam.maerov@mcmillan.ca

Kourtney Rylands
Phone: 403-355-3326
Email: kourtney.rylands@mcmillan.ca

File No. 236110

DATE ON WHICH ORDER WAS PRONOUNCED:

November 29, 2019

NAME OF JUDGE WHO MADE THIS ORDER:

The Honourable Justice Graesser

LOCATION OF HEARING:

Edmonton Law Courts

UPON the application of Tłıchq Investment Corporation (the “**Applicant**”), **AND UPON** noting the relief sought in respect of the respondents, Tłıchq Landtran Transport Ltd. (“**TLTL**”), 1456998 Alberta Ltd., (the “**General Partner**”), 1456982 Alberta Ltd. (the “**Limited Partner**”, collectively with the General Partner, and TLTL, the “**Debtors**”) and Ventures West Transport LP (“**Ventures West**”); **AND UPON** having read the Originating Application, the Affidavit of Mark Brajer (the “**Brajer Affidavit**”), filed; and the Affidavit of Service, filed; **AND UPON** reading the consent of MNP Ltd. to act as Monitor; **AND UPON** being advised that the secured creditors who are likely to be affected by the charge created herein have been provided notice of this application and either do not oppose or consent to the within Order; **AND UPON** hearing counsel for the Applicant, counsel for the proposed Monitor, MNP Ltd., counsel for the Canadian Imperial Bank of Commerce (“**CIBC**”) and such other counsel as were present; **AND UPON** reading the Pre-Filing Report of the proposed Monitor, MNP Ltd.; **IT IS HEREBY ORDERED AND DECLARED 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.

APPLICATION

2. The Debtors are companies to which the *Companies’ Creditors Arrangement Act* of Canada (the “**CCAA**”) applies. Although not a Debtor, Ventures West shall have the same benefit and the same protections and authorizations provided to the Debtors by this Order.

POSSESSION OF PROPERTY AND OPERATIONS

3. The Debtors and Ventures West shall:
 - (a) remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the “**Property**”);
 - (b) subject to further order of this Court, continue to carry on business in a manner consistent with the preservation of their business (the “**Business**”) and the Property; and
 - (c) be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively “**Assistants**”)

currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.

4. To the extent permitted by law, the Debtors and Ventures West shall be entitled but not required to make the following advances or payments of the following expenses, incurred prior to, on or after this Order:
 - (a) all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses payable on or after the date of this Order, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements; and
 - (b) the reasonable fees and disbursements of any Assistants retained or employed by the Debtors or Ventures West in respect of these proceedings, at their standard rates and charges, including for periods prior to the date of this Order.

5. Except as otherwise provided to the contrary herein, the Debtors and Ventures West shall be entitled but not required to pay all reasonable expenses incurred by the Debtors and Ventures West in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:
 - (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services; and
 - (b) payment for goods or services actually supplied to the Debtors or Ventures West following the date of this Order.

6. The Debtors and Ventures West shall remit, in accordance with legal requirements, or pay:
 - (a) any statutory deemed trust amounts in favour of the Crown in Right of Canada or of any Province thereof or any other taxation authority that are required to be deducted from employees' wages, including, without limitation, amounts in respect of:
 - (i) employment insurance,
 - (ii) Canada Pension Plan,

(iii) Quebec Pension Plan, and

(iv) income taxes,

but only where such statutory deemed trust amounts arise after the date of this Order, or are not required to be remitted until after the date of this Order, unless otherwise ordered by the Court;

(b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Debtors or Ventures West in connection with the sale of goods and services by the Debtors or Ventures West, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order; and

(c) any amount payable to the Crown in Right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and that are attributable to or in respect of the carrying on of the Business by the Debtors or Ventures West.

7. Until such time as a real property lease is disclaimed or resiliated in accordance with the CCAA, the Debtors and Ventures West may pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable as rent to the landlord under the lease) based on the terms of existing lease arrangements or as otherwise may be negotiated by the Debtors or Ventures West from time to time for the period commencing from and including the date of this Order, but shall not pay any rent in arrears at the date of this Order.

8. Except as specifically permitted in this Order, the Debtors and Ventures West are hereby directed, until further order of this Court:

(a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Debtors or Ventures West to any of their creditors as of the date of this Order;

(b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of their Property; and

- (c) not to grant credit or incur liabilities except in the ordinary course of the Business.

NO PROCEEDINGS AGAINST THE DEBTORS, VENTURES WEST OR THE PROPERTY

- 9. Until and including December 8, 2019 or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court (each, a "Proceeding") shall be commenced or continued against or in respect of the Debtors, Ventures West or the Monitor, or affecting the Business or the Property, except with leave of this Court, and any and all Proceedings currently under way against or in respect of the Debtors or Ventures West or affecting the Business or the Property are hereby stayed and suspended pending further order of this Court. Notwithstanding anything else contained in this Order, nothing in this Order limits any rights or remedies which may be available to CIBC and nothing in this Order shall affect the rights or remedies of CIBC in connection with any indebtedness, liability, or obligation of any kind or nature incurred by the Applicant. Notwithstanding the foregoing, the security held by CIBC shall be subject to the priority given to the Administration Charge (as defined below) by paragraph 25 of this Order.

NO EXERCISE OF RIGHTS OR REMEDIES

- 10. During the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**"), whether judicial or extra-judicial, statutory or non-statutory against or in respect of the Debtors, Ventures West or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended and shall not be commenced, proceeded with or continued except with leave of this Court, provided that nothing in this Order shall:
 - (a) empower the Debtors or Ventures West to carry on any business that the Debtors or Ventures West are not lawfully entitled to carry on;
 - (b) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by section 11.1 of the CCAA;
 - (c) prevent the filing of any registration to preserve or perfect a security interest;
 - (d) prevent the registration of a claim for lien; or
 - (e) exempt the Debtors or Ventures West from compliance with statutory or regulatory provisions relating to health, safety or the environment.

11. Nothing in this Order shall prevent any party from taking an action against the Debtors or Ventures West where such an action must be taken in order to comply with statutory time limitations in order to preserve their rights at law, provided that no further steps shall be taken by such party except in accordance with the other provisions of this Order, and notice in writing of such action be given to the Monitor at the first available opportunity.

NO INTERFERENCE WITH RIGHTS

12. During the Stay Period, no person shall accelerate, suspend, discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtors or Ventures West, except with the written consent of the Debtors or Ventures West and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

13. During the Stay Period, all persons having:
 - (a) statutory or regulatory mandates for the supply of goods and/or services; or
 - (b) oral or written agreements or arrangements with the Debtors or Ventures West, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation, services, utility or other services to the Business or the Debtors or Ventures West

are hereby restrained until further order of this Court from discontinuing, altering, interfering with, suspending or terminating the supply of such goods or services as may be required by the Debtors or Ventures West or exercising any other remedy provided under such agreements or arrangements. The Debtors and Ventures West shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the usual prices or charges for all such goods or services received after the date of this Order are paid by the Debtors or Ventures West in accordance with the payment practices of the Debtors or Ventures West, or such other practices as may be agreed upon by the supplier or service provider and each of the Debtors or Ventures West and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

14. Nothing in this Order has the effect of prohibiting a person from requiring immediate payment for goods, services, use of leased or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any person, be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Debtors or Ventures West.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

15. During the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA and paragraph 11 of this Order, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Debtors with respect to any claim against the directors or officers that arose before the date of this Order and that relates to any obligations of the Debtors or Ventures West whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Debtors or Ventures West, if one is filed, is sanctioned by this Court or is refused by the creditors of the Debtors or Ventures West or this Court.

APPOINTMENT OF MONITOR

16. MNP Ltd. is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the Property, Business, and financial affairs and the Debtors and Ventures West with the powers and obligations set out in the CCAA or set forth herein and that the Debtors and Ventures West and each of their shareholders, officers, directors, general partners and Assistants shall advise the Monitor of all material steps taken by the Debtors and Ventures West pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.
17. The Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:
 - (a) monitor the Debtors' and Ventures West's receipts and disbursements, Business and dealings with the Property;

- (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein and immediately report to the Court if in the opinion of the Monitor there is a material adverse change in the financial circumstances of the Debtors or Ventures West;
 - (c) advise the Debtors and Ventures West in their preparation of the Debtors' and Ventures West's cash flow statements;
 - (d) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form and other financial documents of the Debtors and Ventures West to the extent that is necessary to adequately assess the Property, Business, and financial affairs of the Debtors or Ventures West or to perform its duties arising under this Order;
 - (e) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and
 - (f) perform such other duties as are required by this Order or by this Court from time to time.
18. The Monitor shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, or by inadvertence in relation to the due exercise of powers or performance of duties under this Order, be deemed to have taken or maintain possession or control of the Business or Property, or any part thereof. Nothing in this Order shall require the Monitor to occupy or to take control, care, charge, possession or management of any of the Property that might be environmentally contaminated, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal or waste or other contamination, provided however that this Order does not exempt the Monitor from any duty to report or make disclosure imposed by applicable environmental legislation or regulation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order be deemed to be in possession of any of the Property within the meaning of any federal or provincial environmental legislation.

19. The Monitor shall provide any creditor of the Debtors or Ventures West with information provided by the Debtors or Ventures West in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Debtors or Ventures West is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Debtors or Ventures West may agree.
20. In addition to the rights and protections afforded the Monitor under the CCAA or as an Officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.
21. The Monitor, counsel to the Monitor, counsel to the Applicant, and counsel to the Debtors and Ventures West shall be paid their reasonable fees and disbursements (including any pre-filing fees and disbursements related to these CCAA proceedings), in each case at their standard rates and charges, by the Debtors and Ventures West as part of the costs of these proceedings. The Debtors and Ventures West are hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor, counsel for the Applicant and counsel for the Debtors and Ventures West on a regular basis.
22. The Monitor and its legal counsel shall pass their accounts from time to time.
23. The Monitor, counsel to the Monitor, counsel to the Applicant, and counsel to the Debtors and Ventures West, as security for the professional fees and disbursements incurred both before and after the granting of this Order, shall be entitled to the benefits of and are hereby granted a charge (the “**Administration Charge**”) on the Property, which charge shall not exceed an aggregate amount of \$100,000, as security for their professional fees and disbursements incurred at the normal rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraph 25 hereof.

VALIDITY AND PRIORITY OF ADMINISTRATION CHARGE

24. The filing, registration or perfection of the Administration Charge shall not be required, and the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.
25. The Administration Charge shall constitute a charge on the Property and subject always to section 34(11) of the CCAA shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, and claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”) in favour of any Person.
26. Except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtors and Ventures West shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, the Administration Charge, unless the Debtors and Ventures West also obtain the prior written consent of the Monitor and the beneficiaries of the Administration Charge (the “**Chargees**”) or further order of this Court.
27. The Administration Charge 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 *Bankruptcy and Insolvency Act* of Canada (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 Debtors or Ventures West and notwithstanding any provision to the contrary in any Agreement:

- (i) neither the creation of the Administration Charge 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 Debtors or Ventures West of any Agreement to which they are 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 Administration Charge; and
- (iii) the payments made by the Debtors and Ventures West pursuant to this Order and the granting of the Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct or other challengeable or voidable transactions under any applicable law.

ALLOCATION

28. Any interested Person may apply to this Court on notice to any other party likely to be affected for an order to allocate the Administration Charge amongst the various assets comprising the Property.

SERVICE AND NOTICE

29. The Monitor shall (i) without delay, publish in ~~newspapers specified by the Court~~ ^{Globe + Mail, Edmonton Journal + Yellowknife} a notice containing the information prescribed under the CCAA; (ii) within five (5) days after the date of this Order (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the Debtors or Ventures West of more than \$1,000; (C) prepare a list showing the names of all employee creditors (and excluding the addresses and estimated amounts of such claims); and (D) prepare a list showing the names and addresses of all other creditors and the estimated amounts of those claims, and make the lists referenced in subsections (ii) (C) and (D) publicly available in the prescribed manner, all in accordance with section 23(1)(a) of the CCAA and the regulations made thereunder.
30. Subject to Rules 11.25 and 11.26 this Order shall constitute an order for substituted service pursuant to Rule 11.28 of the Rules of Court.

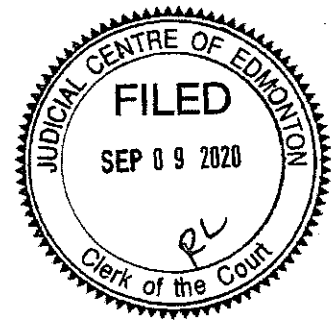
This is Exhibit "B" to the Affidavit of Vanessa
Allen SWORN before me at the City of
Calgary, in the Province of Alberta this 21
day of January, 2024

Temitope

A NOTARY PUBLIC / COMMISSIONER FOR
OATHS IN AND FOR ALBERTA

TEMITOPE MURAINA
A Commissioner for Oaths
in and for the Province of Alberta
My Commission Expires February 13, 2026

COURT FILE NUMBER 1903-24389
COURT COURT OF QUEEN'S BENCH
OF ALBERTA
JUDICIAL CENTRE EDMONTON



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 OR ARRANGEMENT OF TLI CHO
LANDTRAN TRANSPORT LTD., 1456998
ALBERTA LTD., and 1456982 ALBERTA LTD.

APPLICANT TLI CHO INVESTMENT CORPORATION
RESPONDENTS TLI CHO LANDTRAN TRANSPORT LTD.,
1456998 ALBERTA LTD., and 1456982 ALBERTA
LTD.

DOCUMENT **ORDER**

CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT: **McMillan LLP**
Suite 1700, 421 - 7 Avenue S.W.
Calgary, AB T2P 4K9
Phone: 403-531-4700
Fax: 403-531-4720

Attention : Adam Maerov
Phone: 403-215-2752
Email: adam.maerov@mcmillan.ca

Kourtney Rylands
Phone: 403-355-3326
Email: kourtney.rylands@mcmillan.ca

File No. 261496

DATE ON WHICH ORDER WAS PRONOUNCED: September 9, 2020
LOCATION OF HEARING: Edmonton
NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice D. Mah

UPON the applications of Tịchq Investment Corporation (“TIC”) and MNP Ltd., in its capacity as Monitor of Tli Cho Landtran Transport Ltd. (the “Monitor”). 1456998 Alberta Ltd., 1456982 Alberta Ltd. and Ventures West Transport LP (collectively, the “Debtors”); AND UPON reviewing the initial order of this Court granted by the Honourable Justice Graesser on November 29, 2019 (the “Initial Order”) granting relief in respect of the Debtors; the first amending and extension order granted by the Honourable Justice Graesser on December 6, 2019 (the “First Amending and Extension Order”); the auction approval order granted by the Honourable Justice Mah on February 28, 2020, as varied by an order granted by the Honourable Justice Mah on March 6, 2020 and further varied by an order granted by the Honourable Justice Renke on May 15, 2020 (collectively, the “Auction Order”); and the auction distribution order granted by Honourable Justice Feth on May 28, 2020 (the “Feth Order”); AND UPON having read the Affidavit of Mark Brajer sworn September 2, 2020, filed (the “Brajer Affidavit”); and the affidavit of service of David Tsumagari, filed; AND UPON reviewing the Fifth Report of the Monitor, dated June 8, 2020; AND UPON reviewing the Sixth Report of the Monitor, dated September 2, 2020, AND UPON hearing counsel for TIC; counsel for the Monitor, and such other counsel as were present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

BLUE DIAMOND

2. Blue Diamond Enterprises Ltd. (“Blue Diamond”) is declared to be in breach of the Auction Order and is in contempt of this Court.
3. Blue Diamond is directed to release the following trailers to the Debtors, failing which Blue Diamond shall be subject to further sanction by this Court:

Unit # 7013 2007 Columbia Remtec 61,000 Ltr Super-B Tanker Trailer Lead
VIN: 2C9LAA3S571026017

Unit # 7013 B 2007 Columbia Remtec 61,000 Ltr Super-B Tanker Trailer Rear
VIN: 2C9LBA2R271026018

(together, the "**Trailers**").

4. The Debtors are authorized to make arrangements for the repair of the Trailers to the extent the Debtors determine necessary or desirable for their recovery and operation and Blue Diamond shall indemnify the Debtors for all repair costs to the maximum amount of \$30,000 (the "**Repair Costs**"), within five (5) business days of delivery of an invoice by the Debtors in respect of such costs (the "**Trailer Invoice**").
5. The Debtors may send the Trailer Invoice by email to bluediamond@northwestel.net and the Trailer Invoice shall be deemed to be received by Blue Diamond on the date it is sent.
6. The Debtors are awarded solicitor and client costs of this application against Blue Diamond with costs to be assessed (the "**Legal Costs**").
7. The amount of Blue Diamond's Garage Keepers' lien declared valid by the Feth Order, being \$3,633.46, is hereby forfeited to the Debtors in partial satisfaction of the Repair Costs and Legal Costs and Blue Diamond shall have no interest in the Lien Claim Reserve (as defined in the Feth Order). In addition, any amount payable to Blue Diamond pursuant to any proof of claim filed in bankruptcy proceedings of the Debtors is hereby forfeited to the Debtors' estates to satisfy the Repair Costs and Legal Costs to the extent such costs have not been paid.

PAYMENT TO CANADA REVENUE AGENCY

8. The Debtors (or the Monitor on the Debtors' behalf) are authorized to pay the Pre-Filing GST (as defined in the Fifth Report of the Monitor) to the Canada Revenue Agency notwithstanding that the Pre-Filing GST accrued prior to the date of the Initial Order.

BANKRUPTCY

9. The Monitor is hereby authorized to make a voluntary assignment of all of the Debtors' property for the general benefit of the Debtors' creditors pursuant to Section 49 of the BIA, including executing any and all documents required to complete such assignment.


STAY OF PROCEEDINGS AND TERMINATION OF CCAA

10. The Stay Period (as defined in the First Amending and Extension Order) shall be and is hereby extended to and including the date on which the Monitor files with this Court a certificate (in the form attached as Schedule "A" to this Order) (the "**Monitor's Certificate**") certifying that:
 - (a) the Debtors have paid the Pre-Filing GST (as defined in the Fifth Report of the Monitor);
 - (b) the Trailers have been repaired and disposed of and proceeds of disposition paid to the Monitor; and
 - (c) the Debtors have been assigned into bankruptcy.
11. Upon the filing of the Monitor's Certificate, the within proceedings (the "**CCAA Proceedings**") shall be terminated.
12. Upon the filing of the Monitor's Certificate, the Monitor shall be discharged as Monitor of the Debtors, provided however, that notwithstanding its discharge herein (a) the Monitor shall remain the Monitor for the performance of such incidental duties as may be required to complete the administration of the proceedings, including issuing final payments under the settlement agreement between the Debtors and TIC dated September 1, 2020 and attached as Schedule 2 to the Sixth Report of the Monitor, and (b) the Monitor shall continue to have the benefit of the provisions of all Orders made in the proceedings, including all approvals, protections and stay of proceedings in favour of the Monitor in its capacity as Monitor.
13. Upon the filing of the Monitor's Certificate any and all claims against the Monitor, its officers, directors, employees and affiliates, in connection with its appointment or the performance of its duties as Monitor to the date of this Order shall be and are hereby stayed, extinguished and forever barred and the Monitor, its officers, directors, employees and affiliates, shall have no obligation or liability in respect thereof except for any liability arising out of gross negligence or wilful misconduct on the part of the Monitor.

14. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except (i) with prior leave of this Court on at least seven (7) days notice to MNP Ltd. and (ii) the posting of security for costs by the plaintiff or moving party in an amount sufficient to cover the substantial indemnity costs of MNP Ltd. for the proposed action or proceeding.
15. The actions and conduct of the Monitor in the CCAA Proceedings from November 29, 2019 to the date of this Order are approved.

SERVICE OF THIS ORDER

16. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on the persons listed on the service list created in these proceedings;
 - (b) Posting a copy of this Order on the Monitor's website at: <https://mnpdebt.ca/en/corporate/Engagements/ventures-west-transport-limited-partnership>and service on any other person is hereby dispensed with.
17. 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.


Justice of the Court of Queen's Bench of Alberta

Schedule "A" – Form of Monitor's Certificate

COURT FILE NUMBER 1903-24389

COURT COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL CENTRE EDMONTON

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 OR ARRANGEMENT OF TLI CHO
LANDTRAN TRANSPORT LTD., 1456998
ALBERTA LTD., and 1456982 ALBERTA LTD.

APPLICANT TLI CHO INVESTMENT CORPORATION

RESPONDENTS TLI CHO LANDTRAN TRANSPORT LTD.,
1456998 ALBERTA LTD., and 1456982 ALBERTA
LTD.

DOCUMENT **MONITOR'S CERTIFICATE**

CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT: **McMillan LLP**
Suite 1700, 421 - 7 Avenue S.W.
Calgary, AB T2P 4K9
Phone: 403-531-4700
Fax: 403-531-4720

Attention : Adam Maerov
Phone: 403-215-2752
Email: adam.maerov@mcmillan.ca

Kourtney Rylands
Phone: 403-355-3326
Email: kourtney.rylands@mcmillan.ca

File No. 261496

RECITALS

A. Pursuant to an Order of the Honourable Justice Graesser of the Court of Queen's Bench of Alberta (the "**Court**") dated November 29, 2019, MNP Ltd. was appointed as the monitor (the "**Monitor**") of Tli Cho Landtran Transport Ltd., 1456998 Alberta Ltd., and 1456982 Alberta Ltd. (the "**Debtors**").

B. Pursuant to a further Order of the Court dated September 9, 2020 (the "**Termination Order**"), the Monitor was authorized to file this Certificate in accordance with the terms of the Termination Order.

THE MONITOR CERTIFIES the following:

- (a) the Debtors have paid the Pre-Filing GST (as defined in the Fifth Report of the Monitor);
- (b) the Trailers have been repaired and disposed of and proceeds of disposition paid to the Monitor; and
- (c) the Debtors have been assigned into bankruptcy.

2. This Certificate was delivered by the Monitor at ● [TIME] on ● [DATE].

MNP Ltd., in its capacity as Monitor of Tli Cho Landtran Transport Ltd., 1456998 Alberta Ltd., and 1456982 Alberta Ltd. and not in its personal capacity

Per: _____

Name: Vanessa Allen

Title: Senior Vice President

This is Exhibit "C" to the Affidavit of Vanessa Allen SWORN before me at the City of Calgary, in the Province of Alberta this 29 day of January, 2024



A NOTARY PUBLIC / COMMISSIONER FOR
OATHS IN AND FOR ALBERTA

TEMITOPE MURAINA
A Commissioner for Oaths
In and for the Province of Alberta
My Commission Expires February 13, 2026



Industry Canada

Industrie Canada

Office of the Superintendent
of Bankruptcy Canada

Bureau du surintendant
des faillites Canada

District of: ALBERTA
Division No.: 01 - Edmonton
Court No.: 24-116138
Estate No.: 24-116138

In the Matter of the Bankruptcy of:
1456982 Alberta Ltd.
Debtor

MNP LTD / MNP LTÉE
Licensed Insolvency Trustee

ORDINARY ADMINISTRATION

Security: \$0

Date and time of bankruptcy: October 2, 2020, 15:45
Date of trustee appointment: October 2, 2020
Meeting of creditors: October 20, 2020, 11:00
Meeting to be conducted by Zoom
Edmonton, ALBERTA

Chair: Trustee

CERTIFICATE OF APPOINTMENT Section 49 of the Act; Rule 85

I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify, that:

- the aforementioned debtor filed an assignment under section 49 of the Bankruptcy and Insolvency Act;
- the aforementioned trustee was duly appointed trustee of the estate of the debtor.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the official receiver.

STEPHANIE GUINDON

Official Receiver

Canada Place Building, 9700 Jasper Avenue NW, Suite 725, Edmonton, ALBERTA, T5J 4C3, 877/376-9902

Canada

This is Exhibit "D" to the Affidavit of Vanessa Allen SWORN before me at the City of Calgary, in the Province of Alberta this 29 day of January, 2024



A NOTARY PUBLIC / COMMISSIONER FOR OATHS IN AND FOR ALBERTA

TEMITOPE MURAINA
A Commissioner for Oaths
In and for the Province of Alberta
My Commission Expires February 13, 2026

Clerk's Stamp:



COURT FILE NUMBER

24-116138
24-116139
24-2677331

COURT

COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
EDMONTON

JUDICIAL CENTRE

IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, RSC 1985, c B-3, AS
AMENDED

AND IN THE MATTER OF TLICHO LANDTRAN
TRANSPORT LTD., 1456998 ALBERTA LTD.,
146982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

APPLICANT

MNP LTD., IN ITS CAPACITY AS TRUSTEE
OF TLICHO LANDTRAN TRANSPORT LTD.,
1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

RESPONDENT

TLICHO LANDTRAN TRANSPORT LTD.,
1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

DOCUMENT

ORDER

CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT:

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3 Street SW

Calgary, Alberta T2P 5C5

Attention: Jeffrey Oliver
Phone: 403-351-2921
Facsimile: 403-648-1151

File No.: 49076-13

DATE ON WHICH ORDER WAS PRONOUNCED: January 15, 2021

LOCATION OF THIS HEARING: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.R. Mah

UPON the application of MNP Ltd. in its capacity as trustee in bankruptcy (in such capacity, the "**Trustee**") of Tlicho Landtran Transport Ltd., 1456982 Alberta Ltd., and Ventures West Transport Limited Partnership (collectively, the "**Companies**"); **AND UPON** having read the Notice of Application of the Trustee, the First Report of the Trustee dated January 4, 2021 (the "**Report**") and the Sixth Report of the Monitor dated September 2, 2020; **AND UPON** having read the CCAA Order granted by the Honourable Justice Graesser in the within proceedings on November 29, 2019, the Amended and Restated Initial Order granted in the within proceedings by the Honourable Justice Graesser on December 6, 2019 and the Assignment Order granted by the Honourable Justice Mah on September 9, 2020 in the within proceedings; **AND UPON** hearing counsel for the Trustee, and any other interested parties in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application and supporting materials is hereby abridged to the time actually given, and service of notice of this Application and supporting materials is good and sufficient.
2. All terms not defined herein have the meaning ascribed to them in the First Report of the Trustee, dated January 4, 2021 or the Notice of Application.

Substantive Consolidation

3. The estates of the Companies (the "**Estates**") shall be substantively consolidated and the Trustee shall be authorized and directed to administer the Estates on a consolidated basis for all purposes in carrying out its duties and responsibilities as trustee under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, without limitation, as follows:
 - (a) calling and conducting any meeting of the creditors or inspectors of the Estates;
 - (b) issuing consolidated reports in respect of the Estates;
 - (c) preparing, filing, advertising and distributing any and all filings and/or notices relating to the administration of the Estates on a consolidated basis;
 - (d) establishing a single bank account for the Estates;
 - (e) establishing a single consolidated pool of assets containing all assets of the Estates; and

- (f) administering all claims and making all distributions in respect of allowed claims from the consolidated pool.
4. Court File No. 24-2677331 shall be assigned to the proceedings of the Estates (the "**Consolidated Action**").
 5. A copy of this order shall be filed by the Trustee in the court file for each of the Estates, but any other document required to be filed in this proceeding shall hereafter only be required to be filed in the Consolidated Action.
 6. The substantive consolidation of the Estates shall not:
 - (a) affect the separate legal status and corporate structures of the Companies;
 - (b) cause the Companies to be liable for any claim for which it otherwise is not liable; or
 - (c) affect the Trustee's right to seek to disallow any claim, including on the basis that such a claim is a duplicative claim.

Sale Approval

7. The Trustee is authorized and directed to take all steps necessary to effect the sale of the Kenworth VIN 1XKDP4EX0CR951247 via auction by IronPlanet (the "**Sale**").
8. The Trustee is hereby authorized and directed to take all such steps, perform, consummate, implement, execute and deliver all such documents, bills of sale, assignments, conveyances, transfers, deeds, representations, indicia of title, tax elections, and instruments of whatsoever nature or kind as may be reasonably necessary or desirable for the completion of the Sale.
9. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on the persons listed on the service list created in these proceedings;
 - (b) posting a copy of this Order on the Monitor's website at:
<https://mnpdebt.ca/en/corporate/Engagements/ventures-west-transport-limited-partnership>

and service on any other person is hereby dispensed with.

10. 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.

This is Exhibit "E" to the Affidavit of Vanessa
Allen SWORN before me at the City of
Calgary, in the Province of Alberta this 29
day of January, 2024



A NOTARY PUBLIC / COMMISSIONER FOR
OATHS IN AND FOR ALBERTA

TEMITOPE MURAINA
A Commissioner for Oaths
in and for the Province of Alberta
My Commission Expires February 13, 2026

Government Corporation/Non-Profit Search of Alberta ■ Corporate Registration System

Date of Search: 2023/11/27
Time of Search: 09:55 AM
Service Request Number: 40954307
Customer Reference Number: 04984994-11105410

Corporate Access Number: 2014569822
Business Number: 813755626
Legal Entity Name: 1456982 ALBERTA LTD.
Legal Entity Status: Struck
Struck Off Date: 2021/09/02
Alberta Corporation Type: Numbered Alberta Corporation
Registration Date: 2009/03/10 YYYY/MM/DD

Registered Office:

Street: 2200, 10235 - 101 STREET NW
City: EDMONTON
Province: ALBERTA
Postal Code: T5J3G1

Records Address:

Street: 2200, 10235 - 101 STREET NW
City: EDMONTON
Province: ALBERTA
Postal Code: T5J3G1

Directors:

Last Name: HOVHANNISAYN
First Name: ZAKAR
Street/Box Number: BOX 1567 BAY STATION, 25 STANTON PLAZA, 100 BORD
City: YELLOWKNIFE
Province: NORTHWEST TERRITORIES
Postal Code: X1A2P2

Last Name: LAMOUELLE
First Name: JASPER
Street/Box Number: 3172 WHITELAW DRIVE

City: EDMONTON
Province: ALBERTA
Postal Code: T6W0P9

Voting Shareholders:

Last Name: DENESOLINE CORPORATION LTD.
Street: 4902 - 49TH STREET, P.O. BOX 939
City: YELLOWKNIFE
Province: NORTHWEST TERRITORIES
Postal Code: X1A2N7
Percent Of Voting Shares: 10

Last Name: TLICHO INVESTMENT CORPORATION
Street: 25 STANTON PLAZA, 100 BORDEN DRIVE
City: YELLOWKNIFE
Province: NORTHWEST TERRITORIES
Postal Code: X1A2P2
Percent Of Voting Shares: 90

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE ATTACHED SCHEDULE A
Share Transfers Restrictions: SEE ATTACHED SCHEDULE B
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE C

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2018	2019/02/27

Outstanding Returns:

Annual returns are outstanding for the 2023, 2022, 2021 and 2 previous file year(s).

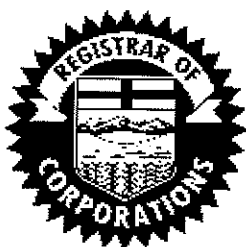
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2009/03/10	Incorporate Alberta Corporation
2015/11/05	Change Address
2019/02/27	Change Director / Shareholder
2019/02/27	Enter Annual Returns for Alberta and Extra-Provincial Corp.
2020/02/20	Update BN
2021/05/26	Status Changed to Start for Failure to File Annual Returns
2021/09/02	Status Changed to Struck for Failure to File Annual Returns

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Restrictions on Share Transfers	ELECTRONIC	2009/03/10
Other Rules or Provisions	ELECTRONIC	2009/03/10
Share Structure	ELECTRONIC	2009/03/10
Letter - Spelling Error	10000707106602628	2015/12/17

The Registrar of Corporations certifies that, as of the date of this search, the above information is an accurate reproduction of data contained in the official public records of Corporate Registry.



Schedule "A"

COURT FILE NUMBER	24-2677331	Clerk's Stamp
COURT	COURT OF KING'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY	
JUDICIAL CENTRE	EDMONTON	
	IN THE MATTER OF THE <i>BANKRUPTCY AND INSOLVENCY ACT</i> , RSC 1985, c B-3, AS AMENDED	
	AND IN THE MATTER OF THE BANKRUPTCY OF TLICHO LANDTRAN TRANSPORT LTD., 146982 ALBERTA LTD., and VENTURES WEST LIMITED PARTNERHSIP	
APPLICANT	MNP LTD., IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF TLICHO LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., and VENTURES WEST LIMITED PARTNERSHIP	
RESPONDENTS	TLICHO LANDTRAN TRANSPORT LTD., 1456982 ALBERTA LTD., AND VENTURES WEST LIMITED PARTNERSHIP	
DOCUMENT	ORDER FOR TEMPORARY REVIVAL OF 1456982 ALBERTA LTD.	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Cassels Brock & Blackwell LLP Suite 3810, Bankers Hall West 888 3 rd Street SW Calgary, Alberta, T2P 5C5 Telephone 403-351-2921 Facsimile 403-648-1151 Email: joliver@cassels.com File No. 49076-13 Attention: Jeffrey Oliver	

DATE ON WHICH ORDER WAS PRONOUNCED: _____

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF APPLICATIONS JUDGE WHO MADE THIS ORDER: _____

UPON THE WITHOUT NOTICE DESK APPLICATION of MNP Ltd. in its capacity as trustee in bankruptcy (in such capacity, the "**Trustee**") of 1456982 Alberta Ltd. ("**982 Ltd.**") for an order temporarily reviving 982 Ltd.; **AND UPON HAVING READ** the Affidavit of Vanessa Allen, sworn January 29, 2024;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The Alberta Registrar of Corporations (the “**Registrar**”) is hereby directed to temporarily revive 982 Ltd. in accordance with Section 210(3) of the Alberta *Business Corporations Act*, RSA 2000, c B-9, as amended (“**ABCA**”) for the purpose of allowing the Trustee to collect a GST refund (the “**GST Refund**”) issued by the Canada Revenue Agency.
2. The temporary revival of 982 Ltd. shall expire on December 31, 2024.
3. The Trustee is authorized and directed to execute all documents necessary for the purposes of reviving 982 Ltd.
4. The Trustee shall send the Registrar a yearly report regarding the status of the collection and distribution of the GST Refund.
5. The Trustee is hereby relieved of any obligation to file delinquent and future annual returns on behalf of 982 Ltd.
6. The Registered Office of 982 Ltd. shall be changed to:

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta, T2P 5C5

Attention: Jeffrey Oliver

7. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on the persons listed on the service list created in these proceedings;
and
 - (b) posting a copy of this Order on the Trustee’s Website
<mnppdebt.ca/en/corporate/corporate-engagements/ventures-west-transport-limited-partnership--ticho-landtran-transport-ltd--and-1456982-alberta-ltd>.

and service on any other person is hereby dispensed with.

8. 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.

Applications Judge of the Court of King's Bench Alberta