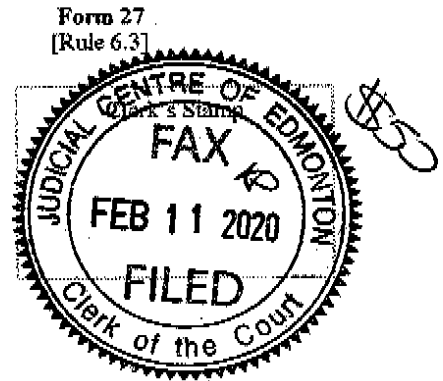


COURT FILE NUMBER 1903-24389

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 **APPLICATION**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

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NOTICE TO RESPONDENTS

This application is made against you. You are the respondents.

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

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

Date: February 18, 2020
 Time: 2:00 pm
 Where: Edmonton Law Courts
 Before Whom: The Honourable Justice Little

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

Remedy claimed or sought:

1. Tli cho Investment Corporation seeks an order (the “**Stay Extension Order**”) substantially in the form attached hereto as Schedule “A”, to extend the Stay Period (as defined in the Order of this Court granted on December 6, 2019 (the “**Amended Order**”) up to and including March 1, 2020;
2. Such further relief as this Honourable Court may grant.

Grounds for making this application:

A. Background

1. The Applicant, Tli cho Investment Corporation (“**TIC**” or the “**Applicant**”), is the ultimate parent company of the respondent, Tli Cho Landtran Transport Ltd. (“**Tłı̨chų Landtran**”).
2. TIC is also a creditor of Tłı̨chų Landtran and the majority shareholder of the respondents of 1456998 Alberta Ltd. (the “**General Partner**”), and 1456982 Alberta Ltd. (the “**Limited Partner**”), which companies are the general partner and the limited partner of Ventures West Transport LP (“**Ventures West LP**” and together with Tłı̨chų Landtran, the General Partner and the Limited Partner, the “**Transport Companies**”).
3. The Applicant is wholly owned by the Tłı̨chų Government. The Tłı̨chų are an aboriginal people of Canada that have traditionally used and occupied lands in and adjacent to the Northwest Territories.
4. The Tłı̨chų Government owns and operates a number of businesses for the benefit of the Tłı̨chų, including the Applicant. The Applicant is the ultimate parent company of each of the businesses and companies owned and operated by and on behalf of the Tłı̨chų Government. Prior to the commencement of these proceedings, the Applicant employed directly and indirectly more than 450 employees, many of whom are residents of Tłı̨chų Communities.

B. Court Proceedings

5. On November 29, 2019, proceedings under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) were commenced by TIC in respect of the

Transport Companies and an Initial Order was obtained (the “**Initial Order**”) appointing MNP Ltd. as monitor of the Transport Companies in the CCAA proceedings (the “**Monitor**”) and granting a stay of proceedings in respect of the Transport Companies and their businesses and property until December 8, 2019.

6. On December 6, 2019, TIC sought and obtained the Amended Order, extending the stay of proceedings to February 21, 2020 (the “**Stay Period**”) and approving a sales process (the “**Sales Process**”) of the assets of the Transport Companies.

7. TIC commenced these proceedings largely in order to develop and implement the Sales Process in order to maximize the value of the assets of the Transport Companies.

C. Extension of Stay

8. The Transport Companies have acted and continue to act in good faith and with due diligence.

9. The Transport Companies require an extension of the Stay Period to continue to (i) advance the Sales Process and close one or more transactions for the sale of assets of the Transport Companies, (ii) to distribute the proceeds of such sale to creditors of the Transport Companies pursuant to a plan of compromise or arrangement or otherwise in accordance with applicable law, (iii) advance potential restructuring alternatives; and (iv) manage and operate their business pending completion of the Sales Process.

10. The proposed extension of the stay is in the best interests of the Transport Companies and their stakeholders.

11. The Monitor is supportive of the proposed extension.

Material or evidence to be relied on:

3. The Amended Order;

4. The Affidavit of Mark Brajer, sworn November 27, 2019;

5. The Affidavit of Mark Brajer, sworn February 10, 2020;

6. The Second Report of the Monitor; and

7. Such further evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

8. Rules 1.3, 1.4, 6.3 of the *Alberta Rules of Court*; and

9. Such further material as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

10. The CCAA and this Court's equitable and statutory jurisdiction thereunder; and
11. Such further authority as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

12. None.

How the application is proposed to be heard or considered.

13. In person.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicants 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 at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule "A"
(See Attached)

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 STAY EXTENSION ORDER

CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:

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File No. 261496

DATE ON WHICH ORDER WAS PRONOUNCED: February 18, 2020

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice Little

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., 1456998 Alberta Ltd., 1456982 Alberta Ltd. and Ventures West Transport LP; **AND UPON** reviewing the initial order of this Court dated November 29, 2019 (the “**Initial Order**”) and the order of this Court dated December 6, 2019 (the “**First Amending and Extension Order**”); **AND UPON** having read the Affidavit of Mark Brajer sworn February 11, 2020 (the “**Brajer Affidavit**”), filed; and the Affidavits of Service, filed; **AND UPON** hearing counsel for the Applicant and such other counsel as were present; **AND UPON** having read the Second Report of the Monitor dated February 11, 2020; **IT IS HEREBY ORDERED AND DECLARED THAT:**

SERVICE

1. The time for service of the notice of application for this Order is hereby abridged and deemed good and sufficient and this application is properly returnable today.

EXTENSION OF THE STAY OF PROCEEDINGS

2. The Stay Period (as defined in the First Amending and Extension Order) shall be and is hereby extended to and including 11:59 p.m. on March 31, 2020, and all other terms of the First Amending and Extension Order shall remain in full force and effect, unamended, except as may be required to give effect to this paragraph.

Justice of the Court of Queen’s Bench of Alberta