



COURT/ESTATE FILE NUMBER	<b>24-2823737</b>
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.
COURT/ESTATE FILE NUMBER	24-2823740
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.
COURT/ESTATE FILE NUMBER	24-2823718
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANT	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.
DOCUMENT	<b>APPLICATION (Extension of Time to File Proposal, Filing Joint Proposal, Approval of Sales Process and Administrative Charge)</b>

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**DLA PIPER (CANADA) LLP**  
1000, 250 – 2 Street SW  
Calgary, Alberta T2P 0C1

Lawyer: Carole J. Hunter  
Phone Number: (403) 698 8782  
Fax Number: (403) 697 6600  
Email address: carole.hunter@dlapiper.com  
File No. 103603-0004

## NOTICE TO RESPONDENTS

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

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:	Friday, May 20, 2022
Time:	10:00 am
Where:	Edmonton Courts Centre (Via Webex)
Before Whom:	The Honourable Mr. Justice G. S. Dunlop

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. The Applicants, CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") respectfully seek:
  - (a) an Order substantially in the form attached hereto as Schedule "A" for, *inter alia*:
    - (i) abridging the time for service of this Application and the supporting materials, as necessary, and deeming service thereof to be good and sufficient;
    - (ii) authorizing the Companies to file a joint proposal with the Official Receiver;
    - (iii) pursuant to section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**BIA**") extending the time for filing a joint proposal to July 5, 2022;
    - (iv) approving the auction proposals of Teams Auctions and Ritchie Brothers;
    - (v) sealing the sale agreement with IHD Energy Services Ltd. ("**IHD**") and the auction proposals;
    - (vi) pursuant to section 64.2 of the BIA declaring that the proposal trustee, MNP Ltd. (the "**Proposal Trustee**"), counsel to the Proposal Trustee and counsel to the Companies shall be paid their reasonable fees and disbursements, and declaring that the NOI Trustee, counsel to the Proposal Trustee and counsel to the Companies, as security for the professional fees and disbursements incurred both before and after the granting of the requested Order, shall be entitled to the benefits of and are hereby granted a first priority charge (the "**Administration Charge**") on all present and after-acquired property of the Companies, which charge shall not exceed an aggregate amount of \$[100,000]; and
    - (vii) such further and other relief as counsel may request and this Honourable Court may deem appropriate in the circumstances,
  - (b) an Order substantially in the form attached hereto as Schedule "B" approving the vehicle or equipment sale agreement between Last Chance Trucking (1995) Ltd. and IHD Energy Services Ltd. (the "**Purchaser**") dated May 11, 2022 (the "**Sale Agreement**") and vesting the purchased assets described in the Sale Agreement in the Purchaser.

## **Grounds for making this Application**

2. Each of the Companies is insolvent and filed a Notice of Intention to Make a Proposal with the Official Receiver on April 21, 2022. The time for filing a proposal will expire on May 21, 2022.

### Filing of Joint Proposal

3. CLL Capital Inc. is the 100% shareholder of Last Chance Trucking (1995) Ltd. and the 75% shareholder of 3MK Energy Services Ltd. The Companies are in the business of providing trucking services, general oilfield construction and temporary portable water storage tanks to companies in the oil and gas and forestry industries.
4. The Companies operate as one single entity.
5. The Companies have the same "directing mind" and the same directors. The Companies operate out of the same premises in Drayton Valley, Alberta and have the same registered and records office.
6. It would be unduly expensive and counter-productive to the goal of restructuring the Companies to require each of them to file individual proposals with the Official Receiver.

### Sales Process

7. The Companies have worked diligently on developing a plan for the sales of their assets which would result in the highest recovery to their stakeholders. The Companies believe that the combination of independent sales to arms' length purchasers and auctions to be conducted by Ritchie Brothers and Teams Auctions will result in the best result for all of their stakeholders.
8. The Companies have received an offer to purchase from IHD Energy Services Ltd. ("IHD") which, given the unique nature of the assets included in the offer, represents a better recovery to the stakeholders than including those assets in the Ritchie Brothers auction. The Proposal Trustee supports the sale of assets to IHD.

### Sealing Order

9. The information on the sales process contains sensitive financial information regarding offers to purchase and the auction proposal. The temporary sealing of this information is necessary, in the event, that the sales do not close or the sales process is otherwise impeded as efforts to re-market the assets could be impaired due to the disclosure of the information, to the detriment of the Companies' stakeholders. The salutary effects of temporarily sealing this information

outweighs any deleterious effects. The Companies are prepared to release this information to their creditors, as deemed appropriate, subject to the execution of a confidentiality undertaking.

#### Administration Charge

10. In order to ensure the participation of professionals in the proposal proceedings, an Administration Charge is required to protect and secure the fees and disbursements of those professionals.

#### Extension of Time to File Proposal

11. The Companies require an extension of the time to file a proposal in order to continue with their financial restructuring and formulate a proposal to their creditors.
12. The extension of time to file a proposal is appropriate because: (a) the Companies have acted and are acting, in good faith and with due diligence; (b) the Companies will likely be able to make a viable proposal if the extension is granted, and (c) no creditor will be materially prejudiced by the requested extension.

#### **Material or evidence to be relied on:**

13. The pleadings and proceedings had and taken in this Action;
14. The Affidavit of Robert Lloyd sworn May 12, 2022;
15. the First Report of the Proposal Trustee, to be filed; and
16. Such further or other material or evidence as counsel may advise and this Court may permit.

#### **Applicable Acts and Regulations:**

17. *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended; and
18. Such further and other Acts and Regulations as counsel may advise and this Court may permit.

#### **Any irregularity complained of or objection relied on:**

19. None.

**How the application is proposed to be heard or considered:**

20. In person before the Honourable Mr. Justice G. S. Dunlop

**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 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'

Clerk's Stamp:

COURT/ESTATE FILE NUMBER 24-2823737  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.

COURT/ESTATE FILE NUMBER 24-2823740  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.

COURT/ESTATE FILE NUMBER 24-2823718  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **ORDER**  
**(Extension of Time to File Proposal, Filing of Joint Proposal, Approval of Sales Process and Administrative Charge)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**DLA PIPER (CANADA) LLP**  
1000, 250 – 2 Street SW  
Calgary, Alberta T2P 0C1

Lawyer: Carole J. Hunter  
Phone Number: (403) 698 8782  
Fax Number: (403) 697 6600  
Email address: carole.hunter@dlapiper.com  
File No. 103603-0004

**DATE ON WHICH ORDER WAS PRONOUNCED:** May 20, 2022

**LOCATION WHERE ORDER WAS PRONOUNCED:** Edmonton, Alberta

**NAME OF JUDGE WHO MADE THIS ORDER:** The Honourable Mr. Justice G. S. Dunlop

**UPON THE APPLICATION** of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") filed May 12, 2022 (the "**Application**"); **AND UPON** having read the Application, the Affidavit of Robert Lloyd sworn May 12, 2022 (the "**Lloyd Affidavit**") and the First Report of MNP Ltd., in its capacity as proposal trustee of the Companies (the "**Proposal Trustee**") dated May [], 2022; **AND UPON** hearing the submissions of counsel for the Companies, the Proposal Trustee, Canadian Western Bank ("**CWB**") and the other parties present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.

**CONSOLIDATION**

2. The Companies be and are hereby authorized to file a joint proposal with the Official Receiver.
3. The proposal proceedings of the Companies shall hereby proceed under Court File/Estate No. 24-2823737 with the style of cause "In the Matter of the Notice of Intention to Make a Proposal of CLL Capital Inc., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd."

**APPROVAL OF AUCTION PROCESS**

4. The auction proposals in respect of the Companies' assets by Teams Auctions and Ritchie Brothers, be and are hereby approved.

**SEALING ORDER**

5. Part 6, Division 4 of the *Alberta Rules of Court* does not apply. The Clerk of the Court is hereby directed to seal the Confidential Exhibits "A", "B" and "C" to the Lloyd Affidavit (the "**Confidential Exhibits**"), pursuant to paragraph 7 of this Order.

6. The Confidential Exhibits detailing offers or proposals received by the Companies in respect of the proposed sales of their assets, shall be sealed on the Court file until further Order of this Court, notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*. The Clerk of this Honourable Court shall file the Confidential Exhibits in a sealed envelope that sets out the style of cause of these proceedings and states:

THIS ENVELOPE CONTAINS CONFIDENTIAL EXHIBITS SUBMITTED BY CLL CAPITAL CORP., 3MK ENERGY SERVICES LTD. AND LAST CHANCE TRUCKING (1995) LTD. IN THE AFFIDAVIT OF ROBERT LLOYD SWORN MAY [], 2022.

THE CONFIDENTIAL EXHIBITS ARE SEALED PURSUANT TO AN ORDER ISSUED BY JUSTICE G. S. DUNLOP MAH ON MAY 20 2022, UNTIL FURTHER ORDER OF THIS COURT.

#### **ADMINISTRATION CHARGE**

7. The Proposal Trustee, counsel to the Proposal Trustee and counsel to the Companies, 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 first ranking charge (the "**Administration Charge**") on all of the present and after-acquired assets, property and undertaking of the Companies, which charge shall not exceed \$100,000, as security for their professional fees and disbursements incurred at the normal rates and charges of the Proposal, counsel to the Proposal Trustee and counsel to the Companies, both before and after the making of this Order in respect of these proceedings.

#### **EXTENSION OF TIME TO FILE PROPOSAL**

8. The time within which the Companies are required to file a joint proposal to their creditors with the Official Receiver, under section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, shall be and is hereby extended to July 5, 2022.

9. Service of this Order shall be deemed to be achieved by posting a copy of this Order of the website of the Proposal Trustee and by delivering a copy of this Order to those parties listed on the Service List prepared by counsel for the Companies.

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J.C.Q.B.A.



SCHEDULE 'B'

Clerk's Stamp:

COURT/ESTATE FILE NUMBER 24-2823737  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
PROPOSAL OF CLL CAPITAL CORP.

COURT/ESTATE FILE NUMBER 24-2823740  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
PROPOSAL OF 3MK ENERGY SERVICES LTD.

COURT/ESTATE FILE NUMBER 24-2823718  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **ORDER**  
**(Sale Approval and Vesting Order)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

**DLA PIPER (CANADA) LLP**  
1000, 250 – 2 Street SW  
Calgary, Alberta T2P 0C1

Lawyer: Carole J. Hunter  
Phone Number: (403) 698 8782  
Fax Number: (403) 697 6600  
Email address: carole.hunter@dlapiper.com  
File No. 103603-0004

**DATE ON WHICH ORDER WAS PRONOUNCED:** May 20, 2022

**LOCATION WHERE ORDER WAS PRONOUNCED:** Edmonton, Alberta

**NAME OF JUDGE WHO MADE THIS ORDER:** The Honourable Mr. Justice G. S. Dunlop

**UPON THE APPLICATION** of CLL Capital Corp., 3MK Energy Services Ltd. and Last Chance Trucking (1995) Ltd. (collectively, the "**Companies**") filed May 12, 2022 (the "**Application**") for an order approving the sale transaction (the "**Transaction**") contemplated by a vehicle or equipment sale agreement (the "**Sale Agreement**") between the Last Chance Trucking (1995) Ltd. (the "**Debtor**") and IHD Energy Services Ltd. (the "**Purchaser**") dated May 11, 2022 and appended as Exhibit "[ ]" to the Affidavit of Robert Lloyd sworn May 12, 2022 (the "**Lloyd Affidavit**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**");

**AND UPON** having read the Application, the Lloyd Affidavit and the First Report of MNP Ltd., in its capacity as proposal trustee of the Companies (the "**Proposal Trustee**") dated May [ ], 2022; **AND UPON** hearing the submissions of counsel for the Companies, the Proposal Trustee, Canadian Western Bank ("**CWB**") and the other parties present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.

**APPROVAL OF TRANSACTION**

2. Transaction is hereby approved and execution of the Sale Agreement by the Debtor is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Debtor are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser.

**VESTING OF PROPERTY**

3. Upon delivery of a Proposal Trustee's Certificate in respect of the Purchased Assets, all of the Debtor's right, title and interest in and to the Purchased Assets shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all caveats, security interests, hypothecs,

pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Order of the Honourable Mr. Justice G. S. Dunlop dated May 20, 2022 in the within proceedings; and
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system,

and for greater certainty, this Court orders that all Claims affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

4. Upon delivery of the Proposal Trustee's Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, "**Governmental Authorities**") are hereby authorized, requested and directed to accept delivery of such Proposal Trustee's Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Purchaser or its nominee clear title to the Purchased Assets. Without limiting the foregoing:

- (a) the Registrar of the Alberta Personal Property Registry (the "**PPR Registrar**") shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests (other than Permitted Encumbrances) in the estate or interest of the Debtor in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.

5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order. Presentment of this Order and the Proposal Trustee's Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims.

6. The net proceeds shall be held in trust and shall stand in the place and stead of the Purchased Assets transferred pursuant to this Order and the Claims shall attach solely to the net proceeds with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the Claims were attached to the property itself. The net proceeds shall be distributed

to CWB until the indebtedness owing by the Companies to CWB is repaid in full, once the Proposal Trustee has completed a security review and concluded that, subject to the customary qualifications and assumptions, the security held by CWB is valid and enforceable.

7. Upon completion of the transaction, the Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets, shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser.

8. The Purchaser shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by, through or against the Debtor.

9. The Proposal Trustee is directed to file with the Court a copy of the Proposal Trustee's Certificate forthwith after delivery thereof to the Purchaser.

#### **MISCELLANEOUS MATTERS**

10. Notwithstanding:

- (a) the pendency of these proceedings and any declaration of insolvency made herein;
- (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the "BIA"), in respect of the Companies, and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Companies; and
- (d) the provisions of any federal or provincial statute,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor

shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

11. The Proposal Trustee is directed to file with the Court a copy of the Proposal Trustee's Certificate forthwith after delivery thereof to the Purchaser.

12. The Proposal Trustee, the Purchaser and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the transaction.

13. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

14. Service of this Order shall be deemed good and sufficient by:

(e) Serving the same on:

- (i) the persons listed on the service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Purchaser or the Purchaser's solicitors; and
- (v) Posting a copy of this Order on the Proposal Trustee's website at: \*

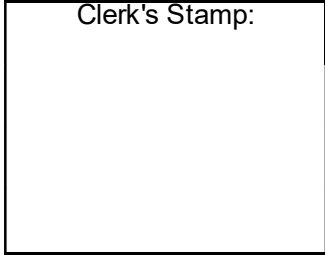
and service on any other person is hereby dispensed with.

15. 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.

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Justice of the Court of Queen's Bench of Alberta

**Schedule "A"**  
**Form of Proposal Trustee's Certificate**



COURT/ESTATE FILE NUMBER 24-2823737  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF CLL CAPITAL CORP.

COURT/ESTATE FILE NUMBER 24-2823740  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 3MK ENERGY SERVICES LTD.

COURT/ESTATE FILE NUMBER 24-2823718  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL CENTRE EDMONTON  
APPLICANT IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF LAST CHANCE TRUCKING (1995) LTD.

DOCUMENT **PROPOSAL TRUSTEE'S CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**FIELD LAW LLP**  
400 - 444 7 Ave SW  
Calgary, Alberta T2P 0X8  
  
Lawyer: Trevor Batty  
Phone Number: (403) 260 8537  
Fax Number: (403) 264 7084  
Email address: tbatty@fieldlaw.com  
File No. []

**RECITALS**

- A. On April 21, 2022, MNP Ltd. was appointed as proposal trustee (the “**Proposal Trustee**”) of each of CLL Capital Corp., 3MK Energy Services Ltd and Last Chance Trucking (1995) Ltd. (collectively, the “**Companies**”).
- B. Pursuant to an Order of the Court of Queen’s Bench of Alberta dated May 20, 2022, the Court approved the vehicle or equipment sale agreement made as of May 11, 2022 (the “**Sale Agreement**”) between Last Chance Trucking (1995) Ltd. and IHD Energy Services Ltd. (the “Purchaser”) and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets (as defined therein), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement.

**THE RECEIVER CERTIFIES** the following:

1. The Purchaser has paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Receiver at **[Time]** on **[Date]**.

**MNP LTD., in its capacity as Proposal Trustee of the Companies, and not in its personal capacity.**

Per: \_\_\_\_\_  
**Name: Victor Kroeger**  
**Title:**