

NO. S-138873  
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
AS AMENDED R.S.C. 1985, c. C-36

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT  
OF ARTHON INDUSTRIES LIMITED, ARTHON CONTRACTORS INC.,  
ARTHON EQUIPMENT LTD., COALMONT ENERGY CORP.,  
ROBEKA PROJECTS INC. AND 0755049 B.C. LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE	)	FRIDAY, THE 28 <sup>TH</sup> DAY OF
MR. JUSTICE SEWELL	)	NOVEMBER, 2014
	)	

THE APPLICATION of Arthon Industries Limited, Arthon Equipment Ltd., Coalmont Energy Corp., Robeka Projects Inc. and 0755049 B.C. Ltd. (the "**Remaining Petitioners**") coming on for hearing at Vancouver, British Columbia, on the 28<sup>th</sup> day of November, 2014; AND ON HEARING Mary I.A. Buttery and H. Lance Williams, counsel for the Remaining Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein;

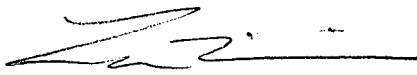
THIS COURT ORDERS THAT:

1. The amended forbearance agreement dated effective December 20, 2013 (the "**Replacement Forbearance Agreement**") among the Petitioners and Callidus Capital Corporation ("**Callidus**"), subject to paragraph 5, be and is hereby approved, and the Remaining Petitioners are authorized to execute and enter into the Replacement Forbearance Agreement and the agreements and acknowledgments made by each of them thereunder.
2. The provisions of the Replacement Forbearance Agreement shall be binding on the Remaining Petitioners and Callidus *nunc pro tunc* to December 20, 2013, and the Replacement Forbearance Agreement shall for all purposes and *nunc pro tunc*, subject to paragraph 5, replace the forbearance agreement approved by this Court pursuant to

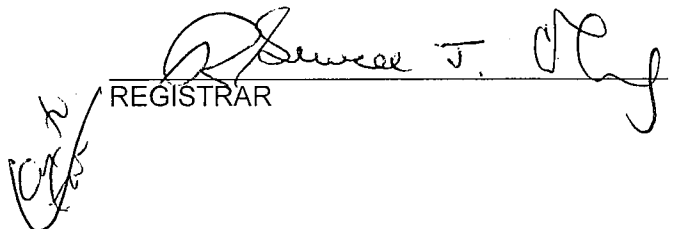
paragraph 3 of the Order pronounced December 20, 2013 in these proceedings (the "**December 20 Order**").

3. The Remaining Petitioners are authorized to enter into any amending agreement or replacement agreement with respect to the Assignment Agreement (as defined in paragraph 2 of the December 20 Order) as may be necessary to give effect to the terms of the Replacement Forbearance Agreement
4. The Equipment Loan Facility (as defined in the Replacement Forbearance Agreement) is secured by the Lender's Charge (as defined in the Initial Order pronounced November 29, 2013, as amended).
5. For greater certainty, nothing herein shall be determinative, for tax purposes, of the transactions and/or agreements at issue, and for greater certainty shall not bind the Minister of National Revenue, British Columbia's Minister of Finance, or the director under the *Provincial Sales Tax Act*, S.B.C. 2012, c. 35, for the purposes of assessing taxes or determining an entitlement to a refund of taxes or a court of competent jurisdiction from determining, for tax purposes, the transactions and/or agreements at issue and the tax consequences thereof as if this order had not been made.
6. Endorsement of this Order by counsel appearing, other than counsel for the Remaining Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Davis LLP (Mary I.A. Buttery and H. Lance Williams)  
Counsel for the Remaining Petitioners

BY THE COURT

  
\_\_\_\_\_  
REGISTRAR

## SCHEDULE "A"

Counsel List	
Name	Party Represented
Magnus Verbrugge	Callidus Capital Corporation
John Grieve	HSBC Bank Canada
Neva Beckie	Her Majesty the Queen in Right of Canada
Shannon Davis	Her Majesty the Queen in Right of British Columbia
Doug Harrison	Canvest Communications Corporation
Peter Rubin and Peter Bychawski	Alvarez & Marsal Canada Inc., the court-appointed Monitor

NO. S-138873  
VANCOUVER REGISTRY

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF ARTHON INDUSTRIES LIMITED,  
ARTHON CONTRACTORS INC., ARTHON EQUIPMENT LTD.,  
COALMONT ENERGY CORP., ROBEKA PROJECTS INC.  
AND 0755049 B.C. LTD.

---

**ORDER MADE AFTER APPLICATION**

---

DAVIS LLP  
Barristers & Solicitors  
2800 Park Place  
666 Burrard Street  
Vancouver, BC V6C 2Z7

Tel. No. 604.687.9444  
Fax No. 604.687.1612

Client Matter No. 72497-00007

TAG/mlf

Davis: 17676688.3