

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
MR. JUSTICE SEWELL

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THURSDAY, THE 27TH DAY OF
FEBRUARY, 2014

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 27th day of February, 2014; AND ON HEARING Mary I.A. Buttery and H. Lance Williams, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed herein;

THIS COURT ORDERS THAT:

INITIAL ORDER AND STAY EXTENSION

1. All relief granted in the Order made in the within proceeding on November 29, 2013, as modified and amended herein, by the Order made December 9, 2013 and the Order made December 20, 2013 (the "**Initial Order**"), including the stay of proceedings, is hereby continued and extended to April 30, 2014.

DIP FINANCING

2. Paragraph 31 of the Initial Order is deleted and replaced as follows:

31. The Petitioners are hereby authorized and empowered to obtain and borrow under a credit facility from Callidus Capital Corporation (the "**DIP Lender**") in order to provide working capital to the Petitioners and finance the continuation of the Business and the preservation of the Property, provided that borrowings under such credit facility shall not exceed the principal amount of \$5,000,000 unless permitted by further Order of this Court.

3. Paragraph 36 of the Initial Order is deleted and replaced as follows:

36. The priorities of the Administration Charge and the DIP Lender's Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000);

Second – DIP Lender's Charge (to the maximum amount of \$5,000,000);

SALES PROCESS ORDER

4. The sales process schedule in the order pronounced on December 20, 2013 be and is hereby deleted and replaced as follows:


TASK	TARGET DATE (ON OR BEFORE)
Document review Identification of potential purchasers Completion of opportunity summary document (" Teaser ") Completion of confidential information memorandum (" CIM ")	January 10, 2014
Issue teaser to identified potential purchasers Develop data room	January 14, 2014
Execute non-disclosure agreements with interested purchasers, issue them CIM and allow access to data room and commencement of due diligence	January 10, 2014 to February 5, 2014
Receive letters of intent and deposits (if appropriate)	February 14, 2014

TASK	TARGET DATE (ON OR BEFORE)
Completion of due diligence Receive final offers Select purchaser	March 14, 2014
Court approval of offer (subject to Court availability)	March 21, 2014
Closing	March 28, 2014

GENERAL


5. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any Federal or State Court or administrative body in the United States of America, to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.
6. Endorsement of this Order by counsel appearing, other than counsel for the 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 Petitioners

BY THE COURT



REGISTRAR

SCHEDULE "A"

Counsel List	
Name	Party Represented
D. HARRISON	CANVEST COMMUNICATIONS CORPORATION
P. DEMPSTER	INTACT INSURANCE COMPANY
P. RUBIN	AZUAREZ & MARSAZ CANADA INC.
M. VERBRUGGE	CALLIDUS CAPITAL CORPORATION
J. SANDRELLI	VITOL INC.
D. MCLEOD	H.M. THE QUEEN IN RIGHT OF CANADA
J. GRIEVE	HSBC BANK CANADA