

SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

MAY 09 2014

ENTERED



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 8<sup>TH</sup> DAY OF  
MAY, 2014

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 8<sup>th</sup> day of May, 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"), and extended by the Orders made February 27, 2014, and April 30, 2014, including the stay of proceedings, is hereby continued and extended to June 13, 2014 for Arthon Contractors Inc. and to July 31, 2014 for the other Petitioners.

2. As a condition of the extension of the relief granted to Arthon Contractors Inc. in paragraph 1 above, the Petitioners shall continue to meet all statutory withholding and remittance obligations of Arthon Contractors Inc. accruing from the date of this Order to June 13, 2014 regardless when such amounts are due.

#### **DIP FINANCING**

3. 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 \$7,500,000 unless permitted by further Order of this Court.

4. 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);

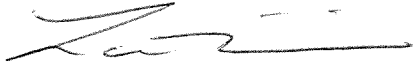
Second – DIP Lender's Charge (to the maximum amount of \$7,500,000);

#### **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
Magnus Verbrugge	Callidus Capital Corporation
John Grieve	HSBC Bank Canada
Aaron Welch and Kevin Gillese	Her Majesty the Queen in Right of British Columbia
Neva Beckie and Darren McLeod	Her Majesty the Queen in Right of Canada
Doug Harrison	Canvest Communications and S. Dimond
Scott Turner	Guy Ferrari
John Fiddick	Intact Insurance
Peter Rubin	Alvarez & Marsal Canada Inc., the Monitor

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