

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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FRIDAY, THE 20TH DAY OF
DECEMBER, 2013

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 20th day of December, 2013; 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 AND DECLARES THAT:

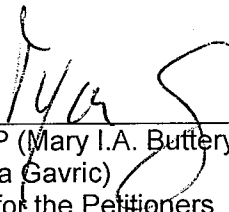
1. The Petitioners' proposed sales process schedule (as set out in the Second Affidavit of Kerry Ning Leong sworn December 17, 2013) relating to the Basin Mine (as defined in the Petition filed herein on November 28, 2013), is hereby approved and the Petitioners are hereby authorized and directed to take such steps as are necessary and desirable to implement such sales process schedule on the projected dates set out below:

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
Completion of due diligence Receive final offers Select purchaser	February 28, 2014
Court approval of offer (subject to Court availability)	March 7, 2014
Closing	March 14, 2014

2. The Petitioners may apply for such further or other advice or directions in respect of their powers, duties, obligations and activities arising from the sales process schedule referred to above, including the amendment of the above noted dates.
3. 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, H. Lance Williams
and Tijana Gavric)
Lawyers for the Petitioners

BY THE COURT



REGISTRAR



SCHEDULE "A"

Counsel List	
Name	Party Represented
J. GRIEVE & K. JACKSON	HSBC BANK CANADA
M. VERBRUGGE	CALLIDUS CAPITAL CORPORATION
P. DEMPSTER	INTACT INSURANCE COMPANY
N. BECKIE & D. McLEOD	HER MAJESTY THE QUEEN IN RIGHT OF CANADA
G. GERAN	CANWEST COMMUNICATIONS CORPORATION & S. DIMAND
J. SANDRELLI	VITOL INC.
J. McLEAN	LAFARGE CANADA INC.
P. RUBIN	THE MONITOR.

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