

COURT FILE NUMBER 2301-16982

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF
CANDESTO ENTERPRISES CORP., D3
INFRASTRUCTURE SERVICES INC. and SAFE
ROADS ALBERTA LTD.

APPLICANTS CANDESTO ENTERPRISES CORP., D3 INFRASTRUCTURE SERVICES
INC. and SAFE ROADS ALBERTA LTD.

DOCUMENT APPLICATION

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

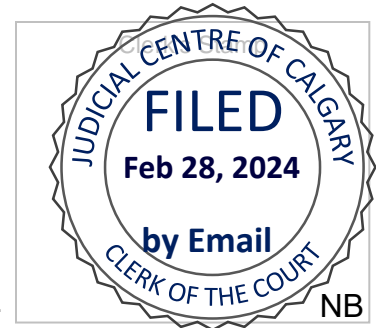
CASSELS BROCK & BLACKWELL LLP

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Attention: Jeffrey Oliver / Natalie Thompson

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File No.: 58965-1



C22122
COM March 7, 2024

NOTICE TO THE RESPONDENTS: See attached **Schedule "A"**.

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

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as show below:

Date:	March 7, 2024
Time:	2:00 p.m.
Where:	Calgary Courts Centre, Calgary, AB — Remotely (via Webex)
Before Whom:	The Honourable Justice E.J. Sidnell

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. Capitalized terms referenced but not defined herein, shall have the definitions ascribed to them in the amended and restated initial order granted by this Honourable Court on December 22, 2023 (the “**ARIO**”).
2. The Applicants Candesto Enterprises Corp., D3 Infrastructure Services Inc. and Safe Roads Alberta Ltd. (collectively, the “**Applicants**”) seek an Order under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (“**CCAA**”), substantially in the form attached hereto as **Schedule “B”**, granting the following relief:
 - (a) abridging the time for service and deeming service of the application (the “**Application**”) and supporting materials to be good and sufficient;
 - (b) extending the Stay Period (defined at paragraph 14 of the ARIO) from March 15, 2024, to April 26, 2024, or such other date that this Honourable Court deems appropriate (the “**Second Stay Extension**”); and
 - (c) such further and other relief as may be sought by the Applicants and this Honourable Court may deem appropriate in the circumstances.

Grounds for making this claim:

Background

3. The Applicants are contractors and installers of traffic control, roadside safety and barrier systems. Over the course of the past 25 years, the Applicants have worked on some of the largest and most complex road construction projects in Alberta, including construction of the south segment of the West Calgary ring road.
4. On December 20, 2023, this Honourable Court concurrently granted an initial order (the “**Initial Order**”) and the ARIO, pursuant to the *Companies Creditors’ Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”), which provided, *inter alia*: (a) a declaration that the Applicants are companies to which the CCAA applies; (b) the Stay Period; (c) the appointment of Alvarez & Marsal Canada Inc. as monitor of the Applicants (in such capacity, the “**Monitor**”) in these proceedings.
5. On January 12, 2024, this Honourable Court granted an Order (the “**Extension Order**”) for, among other things, the following:
 - (a) extending the Stay Period to March 15, 2024 (the “**Initial Stay Extension**”);
 - (b) increasing the Administration Charge (as defined at paragraph 33 of the ARIO) from \$350,000 to \$500,000; and
 - (c) increasing the Authorized Borrowings (as defined in the Affidavit No. 2 of Jan van Bruggen sworn January 2, 2024) under the Interim Credit Facility (as set out at paragraph

34 of the ARIO and defined at paragraph 37 of the Pre-Filing Report of the Monitor dated December 19, 2023) and the corresponding Interim Lender's Charge (as defined at paragraph 37 of the ARIO) from \$450,0000 to \$1,400,000.

Extension of the Stay Period

6. The Applicants have been acting diligently and in good faith leading up to and since the commencement of these CCAA proceedings.
7. Since the commencement of these proceedings, the Applicants have been working diligently to determine the best path towards an efficient wind up their operations in consultation with the Monitor, the Applicant's legal counsel and Trisura (as defined in paragraph 6(a)(iv) of the First Affidavit of Jan van Bruggen sworn December 18, 2023).
8. The Applicants require the Second Stay Extension to continue to explore options with Trisura and other relevant stakeholders which would allow for the most efficient wind down of the Applicants' business.
9. It is just, convenient and in the best interests of the Applicants and their stakeholders for the Applicants to continue to be afforded the protections afforded by the CCAA pursuant to a Stay Extension.
10. The Monitor and to Durisol Ltd., the interim lender, are supportive of the Stay Extension.

Material or evidence to be relied on:

11. Affidavit No. 1 of Jan van Bruggen sworn December 18, 2023 and filed December 19, 2023.
12. Affidavit of Maria Kim sworn December 19, 2023 and filed December 20, 2023.
13. Bench Brief of the Applicants dated December 19, 2023 and filed December 20, 2023.
14. Pre-Filing Report of the Monitor, Alvarez & Marsal Canada Inc., dated December 19, 2023.
15. CCAA Initial Order, pronounced December 20, 2023 by the Honourable Justice B.B. Johnston and filed December 22, 2023.
16. Amended and Restated Initial Order, pronounced December 20, 2023 by the Honourable Justice B.B. Johnston and filed December 22, 2023.
17. Affidavit No. 2 of Jan van Bruggen sworn January 2, 2024 and filed January 2, 2024.
18. Affidavit No. 3 of Jan van Bruggen sworn January 5, 2024 and filed January 5, 2024.

19. Order re Stay Extension, etc., pronounced January 12, 2024 by the Honourable Justice C.M. Jones and filed January 12, 2024.
20. Affidavit No. 4 of Jan van Bruggen sworn February 26, 2024, to be filed.
21. Second Report of the Monitor, to be filed.
22. Affidavit of Service, to be filed.
23. Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

24. The *Alberta Rules of Court*, including Rules 1.2, 1.3, 1.4 and Part 6, Division 1; and
25. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

26. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
27. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

28. None.

How the application is proposed to be heard or considered:

29. On the Commercial List – Remotely (via Webex).

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 time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"

Service List

COURT FILE NUMBER 2301 - 16982

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANDESTO ENTERPRISES CORP., D3
INFRASTRUCTURE SERVICES INC. and SAFE ROADS ALBERTA
LTD.

APPLICANTS CANDESTO ENTERPRISES CORP., D3 INFRASTRUCTURE
SERVICES INC. and SAFE ROADS ALBERTA LTD.

DOCUMENT **SERVICE LIST**
(Updated January 29, 2024)

PARTY	METHOD OF DELIVERY	ROLE/INTEREST
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D3 INFRASTRUCTURE SERVICES INC. 25213 Hwy 37, Sturgeon County Alberta, T8T0G4 Jan van Bruggen Jenny Stone	Email	Applicant

PARTY	METHOD OF DELIVERY	ROLE/INTEREST
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Gowling WLG 1600, 421 7th Avenue SW, Calgary, Alberta, T2P 4K9 Sam Gabor Tom Cumming Stephen Kroeger Email: Sam.gabor@gowlingwlg.com Tom.Cumming@gowlingwlg.com Stephen.Kroeger@gowlingwlg.com	Email	Counsel to the Monitor

GOVERNMENT AGENCIES		
Canada Revenue Agency c/o Surrey National Verification and Collection Centre 9755 King George Blvd Surrey, BC V3T 5E1 Fax: 1 866 219 0311 Canada Revenue Agency 220 4 Ave SE Calgary, AB T2G 0L1	Fax	Potential Creditor

GOVERNMENT AGENCIES		
Fax: 403 264 5843		
Department of Justice Canada Prairie Regional Office — Edmonton 300 Epcor Tower 10423 101 St NW Edmonton, AB T5H 0E7 Email: agc_pgc_alberta@justice.gc.ca	Courier & Email	Potential Counsel to Canada Revenue Agency

INTERESTED PARTIES		
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<p>CBPG Real Estate Holdings Inc. c/o Registered Office LMC Law 1500, 203 – 5 Avenue SW Calgary, AB T2P 2V7</p>	Courier	Creditor
<p>Vor Allem Consulting Ltd./ Chris Boenkfour 2205, 500 - 4 Avenue SW, Calgary, Alberta, T2P 2V6</p>	Courier	Creditor
<p>McLennan Ross LLP 1900, 600 – 3 Avenue SW Calgary, AB T2P 0G5</p> <p>Michael Aasen Taylor Campbell</p> <p>Email: michael.aasen@mross.com taylor.campbell@mross.com</p>	Email	Counsel to Chris Boenkfour and Vor Allem Consulting Ltd.
<p>Barricades and Signs Ltd. c/o HGA Law 200, 16011 – 116 Ave NW Edmonton, AB T5M 3Y1</p> <p>Jason A. Banack</p> <p>Email: jbanack@hgalaw.ca</p>	Email	Creditor
<p>Canadian Imperial Bank of Commerce 1 City Drive, Suite 220 Mississauga, ON L5B 1M2</p> <p>Morgan Renkema</p> <p>Email: morgan.renkema@cibc.com</p>	Email	PPR Registrant

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Kal Tire 1540 Kalamalka Lake Rd. Vernon, British Columbia V1T 6N6	Courier	PPR Registrant
Nova Pole International Inc. 2579 188 Street, Surrey, British Columbia, V3Z 2A1 Luis Barcan	Courier	Creditor
Norton Rose Fulbright Canada LLP 510 West Georgia Street, Suite 1800 Vancouver, BC V6B 0M3 Gunnar Benediktsson Nathaniel Misri Email: gunnar.benediktsson@nortonrosefulbright.com Nathaniel.Misri@nortonrosefulbright.com	Email	Counsel for Nova Pole International Inc.
Lori-Ann Leigh Briggs 9763 Sanderling Way NW Calgary, AB T3K 3R8	Courier	Plaintiff in Court of King's Bench Action No. 2301-17301
Ledcor Highways Ltd. 7008 Roper Rd NW Edmonton, AB T6B 3H2 Stefan Kreptul Email: Stefan.Kreptul@ledcor.com	Email	Creditor

Service List Email Addresses:

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SCHEDULE "B"

Proposed form of Order

COURT FILE NUMBER 2301-16982

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANDESTO ENTERPRISES CORP., D3
INFRASTRUCTURE SERVICES INC. and SAFE ROADS ALBERTA
LTD.

APPLICANTS CANDESTO ENTERPRISES CORP., D3 INFRASTRUCTURE
SERVICES INC. and SAFE ROADS ALBERTA LTD.

DOCUMENT **ORDER APPROVING STAY EXTENSION**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT **CASSELS BROCK & BLACKWELL LLP**
3810, Bankers Hall West
888 3rd St SW
Calgary, AB T2P 5C5

Attention: Jeffrey Oliver / Natalie Thompson

P: 403 351 2920

E: joliver@cassels.com / nthompson@cassels.com

File No.: 58965-1

DATE ON WHICH ORDER WAS PRONOUNCED: **March 7, 2024**

LOCATION WHERE ORDER WAS PRONOUNCED: **Calgary, AB**

JUSTICE WHO MADE THIS ORDER: **The Honourable Justice E.J. Sidnell**

UPON THE APPLICATION (the "**Application**") of Candesto Enterprises Corp., D3 Infrastructure Services Inc. and Safe Roads Alberta Ltd. (collectively, the "**Applicants**"); **AND UPON** having read the Application; the Affidavit No. 4 of Jan van Bruggen, sworn February 26, 2024 (the "**Fourth van Bruggen Affidavit**"); the Second Report of the Monitor, Alvarez & Marsal Canada Inc. (in such capacity, the "**Monitor**") dated [●], 2024; CCAA Initial Order pronounced December 20, 2023; Amended and Restated Initial Order pronounced December 20, 2023 (the "**ARIO**"); the Order re Stay Extension, etc., pronounced January 12, 2024 (the "**Extension Order**"); and Affidavit Service, sworn [●], 2024; **AND UPON** hearing from counsel to

the Applicants, counsel to the Monitor and any other counsel or parties in attendance at the hearing who wished to make submissions; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service of the Application

1. Service of notice of the Application and supporting materials is hereby declared to be good and sufficient and time for service of the Application is abridged to that actually given.

Stay Extension

2. The Stay Period set out at paragraph 14 of the ARIO and amended by paragraph 2 of the Extension Order is extended until 11:59pm on April 26, 2024.

General

3. This Order and all of its provisions are effective as of 12:01 a.m. (Calgary Time) on the date of this Order.
4. Except as varied and amended herein, all other provisions of the ARIO and Extension Order remain in full force and effect.

Service of this Order

5. This Order shall be served only upon those interested parties in attendance or represented at the Application and service may be effected by fax, email, personal delivery, regular mail or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
6. The Monitor shall post a copy of this Order on the Monitor's website for these proceedings: <https://www.alvarezandmarsal.com/candesto>.
7. Service of this Order on any party not attending the Application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta