

COURT FILE NUMBER 2501-02606

COURT COURT OF KING'S BENCH OF
JUDICIAL CENTRE ALBERTA
CALGARY

MATTER

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

Clerk's Stamp

AND IN THE MATTER OF THE PLAN
OF COMPROMISE OR
ARRANGEMENT OF ROYAL
HELIUM LTD., IMPERIAL HELIUM
CORP., AND ROYAL HELIUM
EXPLORATION LIMITED.

APPLICANTS ROYAL HELIUM LTD., IMPERIAL
HELIUM CORP., AND ROYAL
HELIUM EXPLORATION LIMITED.

DOCUMENT **APPLICATION – EXTENSION OF
STAY PERIOD**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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NOTICE TO THE RESPONDENT(S)

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

You have the right to state your side of this matter before the Court.

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

Date: March 28, 2025
Time: 2:00 pm (MST)

Where: Calgary Law Courts – By Webex:
<https://albertacourts.webex.com/meet/virtual.courtroom60>

Before: The Honourable Justice M.H. Bourque

Remedy sought:

1. Royal Helium Ltd., Imperial Helium Corp. and Royal Helium Exploration Limited (collectively, the “**Applicants**”) seek the following relief under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCAA**”):

- a) An Order substantially in the form attached as **Schedule “A”** (the “**Stay Extension Order**”) granting the following relief:
 - i. declaring service of this Application and its supporting materials good and sufficient and, if necessary, abridging the time for notice of the Application and the time actually given;
 - ii. extending the Stay Period (as defined in the Initial Order of the Honourable Justice D.R. Mah) up to and including May 17, 2025, or such further and other date as this Court may consider appropriate;
 - iii. discharging Grant Thornton Limited in its capacity as proposal trustee (the “**Proposal Trustee**”) with respect to the proceedings commenced by the Applicants (the “**NOI Proceedings**”) under Division I of Part III of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (the “**BIA**”) that have been taken up and continued under the CCAA in the within proceedings (the “**CCAA Proceedings**”);
 - iv. approving the fees and disbursements of the Proposal Trustee and its counsel, Gowling WLG (Canada);

v. approving the activities of the Proposal Trustee as set out in the first report of the Proposal Trustee dated January 28, 2025; and

b) such further and other relief as may be sought by the Applicants and granted by this Honourable Court.

2. Capitalized terms used in this Application and not otherwise defined have the same meaning as ascribed to such terms in the Affidavit of David Young, sworn on March 17, 2025 (the “**Third Affidavit**”).

Grounds for making this application:

Background

3. On February 19, 2025, the Honourable Justice D.R. Mah granted an initial order (the “**Initial Order**”) that, among other things, converted the within proceedings from proceedings under the BIA to a proceeding under the CCAA. In doing so, the Honourable Justice D.R. Mah ordered that the Stay Period (defined below) granted in the NOI proceedings be taken up and continued in the CCAA Proceedings.

The Stay Extension

4. Pursuant to the Initial Order, the stay of proceedings is scheduled to expire April 2, 2025 (the “**Stay Period**”).

5. The Applicants seek to extend the Stay Period to up to and including May 17, 2025 to provide stability and to provide the Applicants with sufficient time to carry out the terms of the sale investment solicitation process (“**SISP**”), with the assistance of the Monitor, with the goal of soliciting a sale, investment or refinancing offer in an effort to maximize realization for creditors,

preserve employment (both current and future, direct and indirect), and allow the Applicants' business to emerge as a going concern.

6. Pursuant to the SISP procedures, the anticipated date for the closing of a transaction arising from the SISP is May 9, 2025.

7. The Applicants have acted, and continue to act, in good faith and with due diligence to, among other things, advance the SISP and these CCAA Proceedings.

8. Approving the extension of the Stay Period is in the best interest of all stakeholders as it provides the Applicants with the time and space required to affect a successful restructuring with the goal of emerging as a sustainable operation.

Discharge of the Proposal Trustee

9. Pursuant to the Initial Order, the NOI Proceedings were terminated on February 19, 2025, save that any and all acts, steps, agreements and procedures validly taken, done or entered into by the Applicants during the NOI Proceedings remain valid, binding and actionable within these CCAA proceedings, including approval of the fees and disbursements and activities of GTL as the Proposal Trustee and the fees and disbursements of the Proposal Trustee's counsel in the NOI Proceedings.

10. The Applicants seek the approval of the fees and disbursements of the Proposal Trustee and its counsel, approval of the activities of the Proposal Trustee as set out in the first report of the Proposal Trustee dated January 28, 2025, and discharge of the Proposal Trustee in respect of the NOI Proceedings which have been taken up and continued under the CCAA.

Affidavit or other evidence to be used in support of this application:

11. The Applicants intend to rely upon and refer to the following materials during the making of the Application:

- a) Affidavit of David Young, sworn on March 17, 2025, to be filed;
- b) Affidavit of Asim Iqbal, sworn on March 11, 2025, to be filed;
- c) Bench Brief, to be filed; and
- d) such further and other materials or evidence as counsel to the Applicants may advise and this Honourable Court may permit.

Applicable Rules:

12. Alberta Rules of Court, Alta Reg 124/2010.

Applicable Acts and regulations:

13. The Applicants will rely upon and refer to the following during the making of the Application:

- a. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- b. the *Judicature Act*, RSA 2000, c J-2;
- c. *Alberta Rules of Court*, Alta. Reg. 124/2010;
- d. The equitable jurisdiction of this Honourable Court; and
- e. such further and other Acts and regulations as counsel to the Applicants may advise.

Any irregularity complained of or objection relied on:

14. None.

How the application is proposed to be heard or considered:

15. By WebEx videoconference before the Honourable Justice M.H. Bourque.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to

be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the 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"

Clerk's Stamp:

COURT FILE NUMBER	2501-02606
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE OF	CALGARY
MATTER	IN THE MATTER OF THE <i>COMPANIES' CREDITORS ARRANGEMENT ACT</i> , R.S.C. 1985, c. C-36, as amended
	AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF ROYAL HELIUM LTD., IMPERIAL HELIUM CORP., AND ROYAL HELIUM EXPLORATION LIMITED.
APPLICANTS:	ROYAL HELIUM LTD., IMPERIAL HELIUM CORP., AND ROYAL HELIUM EXPLORATION LIMITED.
DOCUMENT	<u>STAY EXTENSION ORDER</u>
CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:	Reconstruct LLP 80 Richmond Street West Suite 1700 Toronto, ON, CA M5H 2A4 Caitlin Fell / Sharon Kour Tel: 416.613.8282 / 416.613.8283 Fax: 416.613.8290 Email: cfell@reconllp.com / skour@reconllp.com File No: 00482
DATE ON WHICH ORDER WAS PRONOUNCED:	March 28, 2025
NAME OF JUDGE WHO MADE THIS ORDER:	The Honourable Justice M.H. Bourque
LOCATION OF HEARING:	Calgary, Alberta

UPON the application of Royal Helium Ltd., Imperial Helium Corp. and Royal Helium Exploration Limited (collectively, the "**Applicants**") pursuant to section 11.6(a) of the *Companies' Creditors Arrangement Act* R.S.C., 1985, c. C-36 (the "**CCAA**"); **AND UPON** having read the Application for Extension of the Stay Period, the Affidavit of David Young sworn March 17, 2025 (the "**Young Affidavit**"), the Affidavit of Asim Iqbal sworn March 11, 2025 (the "**Fee Affidavit**")

and the Affidavit of Service of Alina Stoica sworn March 17, 2025; **AND UPON** reading the pre-filing report of Alvarez & Marsal Canada Inc. (the “**Monitor**”) dated February 18, 2025 (the “**Pre-Filing Report**”); **AND UPON** reading the First Report of the Monitor dated March ●, 2025 (the “**First Report**”), to be filed; **AND UPON** reviewing initial order granted in the within proceedings by the Honourable Justice D.R. Mah on February 19, 2025 (the “**Initial Order**”); **AND UPON** hearing counsel for the Applicants, counsel for the Monitor, and counsel to all other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE AND INTERPRETATION

1. The time for service of the notice of application for this order (the “**Stay Extension Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today.
2. All capitalized terms used by not otherwise defined herein shall have the meanings ascribed to them in the Initial Order.

APPROVAL OF STAY EXTENSION

3. The Stay Period as provided for by paragraph 17 of the Initial Order is hereby extended until and including May 17, 2025.

DISCHARGE OF PROPOSAL TRUSTEE

4. That Grant Thornton Limited (the “**Proposal Trustee**”) is hereby discharged in its capacity as the Proposal Trustee with respect to the proceedings commenced by the Applicants under Division I of Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 that have been taken up and continued under the CCAA.
5. The fees and disbursements of the Proposal Trustee and its counsel, Gowlings WLG (Canada) LLP as set out in the Fee Affidavit are approved.
6. The Proposal Trustee’s activities as set out in the First Report of the Proposal Trustee are hereby ratified and approved.

MISCELLANEOUS MATTERS

7. Service of this Order shall be deemed good and sufficient by serving the same by posting a copy of this Order on the Monitor's website at www.alvarezandmarsal.com/royalhelium.
8. No other persons are entitled to be served with a copy of this Order.

Justice of the Court of King's Bench of Alberta