

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  
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OF PARTY  
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DOCUMENT

**CASSELS BROCK & BLACKWELL LLP**

3810, Bankers Hall West  
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**Attention: Jeffrey Oliver / Natalie Thompson**

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File No.: 58965-1



C10098

Jan 12, 2024  
COM

**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:	January 12, 2024
Time:	2:00 p.m.
Where:	Calgary Courts Centre, Calgary, AB — Remotely (via Webex)
Before Whom:	The Honourable Justice C.M. Jones

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 January 12, 2024 to March 15, 2024, or such other date that this Honourable Court deems appropriate (the “**Stay Extension**”);
  - (c) increasing the Administration Charge (defined at paragraph 33 of the ARIO) from \$350,000 to \$500,000;
  - (d) increasing the authorized borrowings under the Interim Credit Facility (defined herein) and the corresponding Interim Lender's Charge (referenced at paragraphs 34 and 37 of the ARIO, respectively) from \$450,000 to \$1,400,000;
  - (e) amending paragraph 7 of the ARIO; and
  - (f) 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 22, 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.

Extension of the Stay Period

5. The Applicants have been acting diligently and in good faith leading up to and since the commencement of these CCAA proceedings.
6. In the brief period of time since the granting of the Initial Order and ARIO on December 20, 2023 to January 2, 2024, 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 Affidavit of Jan van Bruggen sworn December 18, 2023).
7. The Applicants require the Stay Extension in order to carry out the cessation of their operations in a manner that will be most beneficial to their creditors.
8. It is just, convenient and in the best interest 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.
9. The Monitor and Interim Lender (as defined below) are supportive of the Stay Extension.

Increase to the Interim Lender's Charge

10. Pursuant to the Term Sheet (as defined in paragraph 38 of the Pre-Filing Report of the Monitor dated December 19, 2023 (the "**Pre-Filing Report**")), the Applicants are permitted to borrow up to \$1,400,000 from the interim lender (the "**Interim Credit Facility**"), Durisol Ltd. (in such capacity, the "**Interim Lender**").
11. Pursuant to paragraph 34 of the ARIO, the Applicants are authorized and empowered to borrow under the Interim Credit Facility to finance working capital requirements, general corporate purposes and capital expenditures, provided that the borrowings under the Interim Credit Facility do not exceed \$450,000 (the "**Authorized Borrowings**").
12. The Applicants, in consultation with the Monitor, prepared the Consolidated Cash Flow Forecast (as set out in the Pre-Filing Report) for a 13-week period beginning December 20, 2023 and ending March 15, 2024 (the "**Forecast Period**").
13. The Applicants do not have sufficient funds to operate for the duration of the Stay Extension without borrowing additional amounts under the Interim Credit Facility.
14. The Consolidated Cash Flow Forecast indicates that during the Forecast Period, the Applicants are expected to experience a net decrease in cash of approximately \$1,460,000 during the Forecast Period and draw approximately \$1,300,000 from the Interim Credit Facility, which amount exceeds the Authorized Borrowings and the corresponding Interim Lender's Charge.

15. Accordingly, to pay necessary operational expenses as they become due, the Applicants require an increase in the Interim Lender's Charge from \$450,000 to \$1,400,000.
16. The Applicants, Monitor and Interim Lender are supportive of the increase to the Interim Lender's Charge.

Increase to the Administration Charge

17. The Monitor, the Monitor's legal counsel and the Applicants' legal counsel are essential to the Applicants' winding up efforts.
18. Accordingly, the Applicants are seeking an increase the Administration Charge from \$350,000 to \$500,000.
19. The Applicants, as supported by the Monitor, are of the view that the proposed increase is reasonable in the circumstances.

Amendment to ARIO

20. The Applicants also seek approval of this Court to amend the ARIO by eliminating the requirement that funds received from bonded receivables be held in a non-interest bearing account where the bonded receivables were generated through advances from the Interim Lender.
21. The Applicants require this amendment to reflect that bonded receivables shall only be used to pay either payables on other bonded projects or to repay amounts outstanding under the Administration Charge or the Interim Lender for advances specifically made related to bonded projects. Such use of funds would remain subject to the approval and oversight of the Monitor. For any bonded receivables received by the Applicants that were pre-filing and were not generated through advances from the Interim Lender, such funds would continue to be held in a non-interest bearing account or utilized on other bonded projects.

**Material or evidence to be relied on:**

22. Affidavit No. 1 of Jan van Bruggen sworn December 18, 2023 and filed December 19, 2023.
23. Affidavit of Maria Kim sworn December 19, 2023 and filed December 20, 2023.
24. Bench Brief of the Applicants dated December 19, 2023 and filed December 20, 2023.
25. Pre-Filing Report of the Monitor, Alvarez & Marsal Canada Inc., dated December 19, 2023.
26. CCAA Initial Order, pronounced December 20, 2023 by the Honourable Justice B.B. Johnston and filed December 22, 2023.

27. Amended and Restated Initial Order, pronounced December 20, 2023 by the Honourable Justice B.B. Johnston and filed December 22, 2023.
28. Affidavit No. 2 of Jan van Bruggen sworn January 2, 2024 and filed herewith.
29. Affidavit of Service, to be filed.
30. Such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

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

**Applicable Acts and regulations:**

33. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
34. 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:**

35. None.

**How the application is proposed to be heard or considered:**

36. 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

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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 2, 2024)

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<b>CANDESTO ENTERPRISES CORP.</b> 2205-500 4 Ave SW Calgary, Alberta, T2P2V8  <b>Jan van Bruggen</b> <b>Jenny Stone</b>  Email: <a href="mailto:jb@barricadesandsigns.com">jb@barricadesandsigns.com</a> <a href="mailto:jenny@barricadesandsigns.com">jenny@barricadesandsigns.com</a>	Email	Applicant

PARTY	METHOD OF DELIVERY	ROLE/INTEREST
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<b>Gowling WLG</b> 1600, 421 7th Avenue SW, Calgary, Alberta, T2P 4K9  <b>Sam Gabor</b> <b>Tom Cumming</b> <b>Stephen Kroeger</b>  Email: <a href="mailto:Sam.gabor@gowlingwlg.com">Sam.gabor@gowlingwlg.com</a> <a href="mailto:Tom.Cumming@gowlingwlg.com">Tom.Cumming@gowlingwlg.com</a> <a href="mailto:Stephen.Kroeger@gowlingwlg.com">Stephen.Kroeger@gowlingwlg.com</a>	Email	Counsel to Proposed Monitor

<b>GOVERNMENT AGENCIES</b>		
<b>Canada Revenue Agency</b> <b>c/o Surrey National Verification and Collection Centre</b> 9755 King George Blvd Surrey, BC V3T 5E1	Fax	Potential Creditor



<b>GOVERNMENT AGENCIES</b>		
<p>Fax: 1 866 219 0311</p> <p><b>Canada Revenue Agency</b> 220 4 Ave SE Calgary, AB T2G 0L1</p> <p>Fax: 403 264 5843</p>		
<p><b>Department of Justice Canada</b> Prairie Regional Office — Edmonton 300 Epcor Tower 10423 101 St NW Edmonton, AB T5H 0E7</p> <p>Email: <a href="mailto:agc_pgc_alberta@justice.gc.ca">agc_pgc_alberta@justice.gc.ca</a></p>	Courier & Email	Potential Counsel to Canada Revenue Agency

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<p><b>1288078 Ontario Inc.</b> c/o Maniaci Law Offices 80 Carlauren Road Suite 23 Vaughan, ON L4L 7Z5</p> <p><b>Anthony Maniaci</b></p> <p>Email: <a href="mailto:aomaniaci@msalaw.ca">aomaniaci@msalaw.ca</a></p>	Email	PPR Registrant
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<b>Batavi Venture Group Inc.</b> c/o HGA Law 200, 16011 – 116 Ave NW Edmonton, AB T5M 3Y1  <b>Jason A. Banack</b>  Email: <a href="mailto:jbanaack@hgalaw.ca">jbanaack@hgalaw.ca</a>	Email	Shareholder
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<b>Chris Boenkfour</b> 2205, 500 - 4 Avenue SW, Calgary, Alberta, T2P 2V6	Courier	Creditor
<b>McLennan Ross LLP</b> 1900, 600 – 3 Avenue SW Calgary, AB T2P 0G5  <b>Michael Aasen</b> <b>Taylor Campbell</b>  Email: <a href="mailto:michael.aasen@mross.com">michael.aasen@mross.com</a> <a href="mailto:taylor.campbell@mross.com">taylor.campbell@mross.com</a>	Email	Counsel to Chris Boenkfour and Vor Allem Consulting Ltd.
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<b>Laws &amp; Beyond</b> 320, 634 – 6 Avenue SW Calgary, AB T2P 0S4  <b>Megha Sharma</b>  Email: <a href="mailto:megha@lawsnbeyond.com">megha@lawsnbeyond.com</a>	Email	Counsel to Lori-Ann Leigh Briggs, Plaintiff in Court of King's Bench Action No. 2301-17301

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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, ETC.**

ADDRESS FOR  
SERVICE AND  
CONTACT  
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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

**DATE ON WHICH ORDER WAS PRONOUNCED:** January 12, 2024

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

**JUSTICE WHO MADE THIS ORDER:** The Honourable Justice C.M. Jones

**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, Affidavit No. 1 of Jan van Bruggen, sworn December 18, 2023 (the “**First van Bruggen Affidavit**”); Affidavit of Maria Kim, sworn December 19, 2023; Pre-filing Report of the Monitor, Alvarez & Marsal Canada Inc. (in such capacity, the “**Monitor**”) dated December 19, 2023; The First Report of the Monitor dated January [●], 2024; CCAA Initial Order pronounced December 20, 2023; Amended and Restated Initial Order pronounced December 20, 2023 (the “**ARIO**”); Affidavit No. 2 of Jan van Bruggen sworn January 2, 2024; and Affidavit Service; **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, no other person is required to have been served with notice of the Application 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 is extended until 11:59pm on March 15, 2024.

Increase to Administration Charge

3. The Administration Charge set out at paragraph 33 of the ARIO is increased from \$350,000 to \$500,000.

Increase to Authorized Borrowings & Interim Lender's Charge

4. The authorized borrowings and the Interim Lender's Charge set out at paragraphs 34 and 37 of the ARIO respectively, is increased from \$450,000 to \$1,400,000.

Amendment to ARIO

5. The ARIO shall be amended by adding the following to the end of paragraph 7:
  - a. Furthermore, notwithstanding the foregoing, accounts receivables received from bonded jobs may be used, subject to the oversight and approval of the Monitor, to repay amounts secured under the Administration Charge and the Interim Lenders' Charge if such accounts receivables were either (i) generated and outstanding prior to the date of the Initial Order in the within proceeding; or (ii) generated after the date of the Initial Order in the within proceeding as a result of advances made by the Interim Lender pursuant to the Commitment Letter and Definitive Documents (as defined in this Order).

General

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

Service of this Order

8. 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.
9. The Monitor shall post a copy of this Order on the Monitor's website for these proceedings:  
<https://www.alvarezandmarsal.com/candesto>.
10. Service of this Order on any party not attending the Application is hereby dispensed with.

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Justice of the Court of King's Bench of Alberta