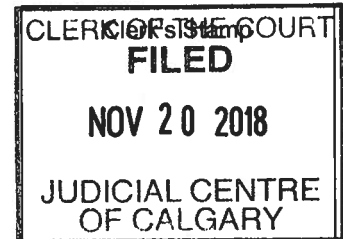


COURT FILE NO. 1601-12153  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL CENTRE CALGARY  
PLAINTIFF HSBC BANK CANADA  
DEFENDANTS GRANDE CACHE COAL CORPORATION AND GRANDE  
CACHE COAL LP



**DOCUMENT APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
McCARTHY TÉTRAULT LLP  
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**NOTICE TO 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 judge.

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

Date: November 28, 2018  
Time: 3:30 p.m.  
Where: Calgary Courts Centre  
Before Whom: Justice B.E.C. Romaine

Go to the end of this document to see what else you can do and when you must do it.

**Remedy Claimed or Sought:** Deloitte Restructuring Inc. (the "**Receiver**"), in its capacity as the court-appointed receiver and manager of certain of the equipment and property (the "**Property**") of Grande Cache Coal LP and Grande Cache Coal Corporation (the "**Debtors**"), pursuant to a receivership order granted by the Honourable Justice B. Nixon on January 24, 2017 (the

**“Receivership Order”**); applies for an order, substantially in the form attached as Schedule **“A”** hereto:

1. Declaring that this Application (the **“Application”**) is properly returnable on November 28, 2018, service of this Application and the First Report of the Receiver, dated November 19, 2018 (the **“Receiver’s First Report”**), is validated and declared to be good and sufficient, that service of the Application and Receiver’s First Report on the persons listed on the service list is validated, good, and sufficient, and that no persons, other than those listed on the service list, are entitled to service of the Application or the Receiver’s First Report.

2. Approving the Receiver’s First Report and the activities of the Receiver described therein.

3. Approving the Receiver’s Final Statement of Receipts and Disbursements, attached as Appendix **“A”** to the Receiver’s First Report.

4. Declaring that, as of the date of the Receiver’s First Report and based on the evidence that is currently before the Court:

(a) the Receiver has acted honestly and in good faith, and has dealt with the Property (as that term is defined in the Receivership Order) in a commercially reasonable manner;

(b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property;

(c) the Receiver shall not be liable for any act or omission including, without limitation, any act or omission pertaining to the discharge of the Receiver’s duties as receiver and manager of the Property, save and except for any liability arising out of fraud, gross negligence or wilful misconduct on the part of the Receiver; and

(d) any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver’s duties and obligations as receiver and manager of the Property, save and except for claims based on fraud, gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.

5. Ordering that, upon the filing with this Honourable Court of any order made in connection with this Application discharging the Receiver, the Receiver shall be discharged as receiver and manager of the Debtors and the Property and relieved of all further duties and obligations in respect of the Debtors and the Property.

6. Declaring that no action or proceeding arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver and manager of the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.

7. Ordering and declaring that service of any order arising from this Application by email, facsimile, registered mail, courier, regular mail, or personal delivery to the persons listed on the service list shall constitute good and sufficient service of such order, and that no persons other than those on the service list are entitled to be served with a copy of such order.

8. Such further and other relief as counsel may advise and as this Honourable Court may permit.

**Grounds for Making this Application:** The grounds for the Application are as follows:

9. The Receiver was appointed as receiver and manager of the Property pursuant to the Receivership Order.

10. The Receiver conducted a sales and marketing process of the Property (the "**Realization Process**").

11. Pursuant to the Realization Process, the Receiver sold the Property (the "**Transaction**") to Sonicfield Global Limited (the "**Purchaser**").

12. The administration of the estate of the Debtors is complete and it is appropriate for the distribution to creditors to be made and the Receiver to be discharged on the terms set forth herein.

13. Such further and other grounds as counsel for the Receiver may advise.

**Material or Evidence to be Relied On:** The Receiver will rely on the following:

14. The Receiver's First Report.

15. Such further and other material and evidence as counsel for the Receiver may advise.

**Applicable Rules:**

16. Rule 6.3 and 6.9 of the *Alberta Rules Of Court*, Alta. Reg. 124/2010.

17. Such further and other rules as counsel for the Receiver may advise.

**Applicable Acts and Regulations:**

18. Such further and other acts and regulations as the Receiver may advise.

**Any Irregularity Complained of or Objection Relied On:**

19. There are no irregularities complained of or objections relied on.

**How the Application is Proposed to be Heard or Considered:**

20. The Receiver proposes that the Application be heard in person with one, some or all of the parties present.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

**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 at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**SCHEDULE "A"**

COURT FILE NO.	1601-12153	Clerk's Stamp
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY	
JUDICIAL CENTRE	CALGARY	
PLAINTIFF	HSBC BANK CANADA	
DEFENDANTS	GRANDE CACHE COAL CORPORATION AND GRANDE CACHE COAL LP	

**DOCUMENT ORDER (Discharge of Receiver)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MCCARTHY TÉTRAULT LLP Barristers & Solicitors Sean Collins / Walker MacLeod Suite 4000, 421 - 7 Avenue S.W. Calgary, AB T2P 4K9 Phone: 403-260-3531 / 3710 Fax: 403-260-3501 Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca
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<b>DATE ON WHICH ORDER WAS PRONOUNCED:</b>	<b>November 28, 2018</b>
<b>LOCATION OF HEARING OR TRIAL:</b>	<b>Calgary, Alberta</b>
<b>NAME OF MASTER/JUDGE WHO MADE THIS ORDER:</b>	<b>Justice B.E.C. Romaine</b>

**UPON** the Application of Deloitte Restructuring Inc. (the "**Receiver**"), in its capacity as the court-appointed receiver and manager of certain of the property and assets of Grande Cache Coal LP and Grande Cache Coal Corporation (the "**Debtors**") pursuant to a receivership order granted by the Honourable Justice B. Nixon on January 24, 2017 (the "**Receivership Order**"); **AND UPON** reading the Receiver's First Report, dated November 19, 2018; **AND UPON** reading the Affidavit of Service of Katie Doran, sworn November 1, 2018 (the "**Service Affidavit**"); **AND UPON** hearing from counsel for the Receiver and counsel for any other persons present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. All capitalized terms used in this Order and not otherwise defined shall have the meaning ascribed to them in the Application filed in the within proceedings on November 19, 2018 (the "**Application**").

2. Service of the Application and the Receiver's First Report in the manner described in the Service Affidavit is good and sufficient and no persons other than those listed on the service list (the "**Service List**") attached as an exhibit to the Service Affidavit are entitled to receive notice of the Application or service of the Receiver's First Report.

3. The activities of the Receiver described in the Receiver's First Report (the "**Report**") be and the same, together with the Report, are hereby approved.

4. The Receiver's Final Statement of Receipts and Disbursements, attached as Appendix "A" to the Receiver's First Report, be and is hereby approved.

5. As of the date of the Receiver's First Report and based on the evidence that is currently before this Honourable Court:

- (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner;
- (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property;
- (c) On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

6. No action or proceeding arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver and manager of the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.

7. Service of this Order on the persons listed on the Service List shall be by any of email, facsimile, courier, registered mail, regular mail or personal delivery.

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**J.C.C.Q.B.A.**