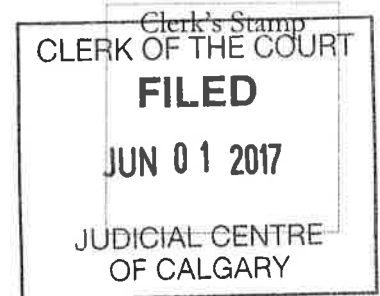


COURT FILE NO. 1701-03799
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.



IN THE MATTER OF THE RECEIVERSHIP OF
GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity as
Court-appointed Receiver and Manager of the assets,
undertakings and properties of GABRIEL
CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

DOCUMENT **APPLICATION**
**(Approval of Auction Proposal, Distribution of
Funds, Restricted Court Access Order)**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1
Attention: Kyle Kashuba
Telephone: +1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2001

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 Master/Justice.

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

| | |
|--------------|-----------------------------------------------------|
| Date: | Wednesday, June 7, 2017 |
| Time: | 11:00 a.m. |
| Where: | Calgary Courts Centre |
| Before Whom: | Madam Justice G.A. Campbell, of the Commercial List |

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. Abridging, if necessary, the time for service of this Application and deeming service to be good and sufficient.
2. An Order in substantially the same form as that attached as Schedule “A” to this Application, providing the following relief and directions:
 - 2.1 approving the agreement entered into Deloitte Restructuring Inc. in its capacity as receiver and manager (the “Receiver”) over the assets, undertakings and properties (the “Property”) of Gabriel Construction Ltd., Gabriel Construction (Alberta) Ltd. and SaskAlta Environmental Solutions Inc. (collectively, the “Gabriel Group” or the “Debtors”), reached with Maynards Industries Canada Ltd. to sell certain of the Equipment of the Gabriel Group (the “Maynards’ Proposal”), as set out and described in the First Report of the Receiver, filed June 1, 2017 (the “First Report”);
 - 2.2 authorizing the Receiver to make a future distribution of funds realized by the Receiver to Royal Bank of Canada (“RBC”), as an interim distribution and partial repayment of the indebtedness owing to RBC by the Gabriel Group, subject to the Receiver holding sufficient funds to satisfy the costs of the receivership proceedings, and valid statutory deemed trust and priority claims; and
 - 2.3 approving the actions, conduct and activities of the Receiver to date in respect of the administration of the Gabriel Group receivership estate, as reported in the First Report.
3. An Order in substantially the same form as attached as Schedule “B” to this Application, sealing the Confidential Supplement to the First Report.
4. Such further and other relief, advice and directions as counsel may advise and this Honourable Court may deem just and appropriate.

Grounds for making this Application:

5. On March 21, 2017, following the Application of RBC, Deloitte Restructuring Inc. was appointed Receiver over the Property of the Gabriel Group, by Order of the Honourable Madam Justice C.M. Jones (the “Receivership Order”).

6. Pursuant to the terms of the Receivership Order, and in particular subparagraph 3(k) thereof, the Receiver is empowered and authorized to market any or all of the Debtors' Property, including advertising and soliciting offers in respect of the Debtors' Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.
7. Pursuant to subparagraph 3(l) of the Receivership Order, the Receiver is empowered and authorized to sell, convey, transfer, lease or assign the Debtors' Property or any part or parts thereof out of the ordinary course of business, with or without approval of the Court, dependent on whether certain monetary thresholds are met.
8. Pursuant to subparagraph 3(d) of the Receivership Order, the Receiver is empowered and authorized to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis to assist with the exercise of the Receiver's powers and duties under the Receivership Order.
9. Following a thorough solicitation process and analysis of proposals submitted, the Receiver has determined that the Maynards' Proposal is the best auction proposal in the circumstances, and that which will allow for the most efficient and expeditious sale of certain of the Property of the Gabriel Group to interested prospective purchasers.
10. RBC's security is valid and enforceable and ranks in priority to the unsecured creditors of the Gabriel Group, and a proposed distribution to RBC as contemplated by the Receiver in the First Report is just and appropriate.
11. The terms as set out in the proposed form of Order attached hereto as Schedule "A" are necessary to approve the Maynards' Proposal and the proposed distribution of funds as contemplated by the Receiver, and the form of Order sought is in the best interests of the stakeholders of the receivership proceedings of the Gabriel Group.
12. The Confidential Supplement to the First Report contain commercially sensitive information, is confidential, and should be sealed to avoid the tainting of any potential future sale process, which may be required should the Maynards' Proposal fail to be completed, and the terms as set out in the proposed form of Order attached hereto as Schedule "B" are necessary to accomplish this.
13. RBC supports the proposed forms of Orders.
14. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

15. All pleadings, proceedings, orders, affidavits, reports and other materials filed in Alberta Court of Queen's Bench Action No. 1701-03799, and in particular the Receivership Order granted by Mr. Justice C.M. Jones on March 21, 2017.

16. The First Report of the Receiver, filed June 1, 2017, and the unfiled Confidential Supplement to the First Report, to be sealed.
17. The proposed forms of Orders attached as Schedules "A" and "B" to this Application.
18. The inherent jurisdiction of this Honourable Court to control its own process.
19. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

20. Part 6, Division 7, and in particular Rules 3.2 and 6.47(e) and (f), and Part 6, Division 4, and in particular Rule 6.28(b), and such further and other Rules as counsel may advise and that this Honourable Court may permit.

Applicable Acts and Regulations:

21. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, the *Judicature Act*, RSA 2000, c J-2, as amended, and such further and other Acts and Regulations as counsel may advise and that this Honourable Court may permit.

Any irregularity complained of or objection relied on:

22. None.

How the Application is proposed to be heard or considered:

23. Oral submissions by counsel at an Application in Justice Chambers as agreed and scheduled by counsel, scheduled to be heard on Wednesday, June 7, 2017 at 11:00 a.m. before the Honourable Madam G.A. Campbell, of the Commercial List.

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. 1701-03799
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

Clerk's Stamp

IN THE MATTER OF THE RECEIVERSHIP OF
GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

APPLICANT DELOITTE RESTRUCTURING INC. in its capacity as
Court-appointed Receiver and Manager of the assets,
undertakings and properties of GABRIEL
CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

DOCUMENT **ORDER**
(Approval of Auction Proposal, Distribution of Funds)

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1
Attention: Kyle Kashuba
Telephone: +1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2001

DATE UPON WHICH ORDER WAS PRONOUNCED: Wednesday, June 7, 2017
NAME OF JUSTICE WHO MADE THIS ORDER: Madam Justice G.A. Campbell
LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION being made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the “Receiver”) of the assets, undertakings and properties of Gabriel Construction Ltd., Gabriel Construction (Alberta) Ltd. and SaskAlta Environmental Solutions Inc. (collectively, the “Gabriel Group”); AND UPON having read the First Report of the Receiver, filed June 1, 2017 (the “First Report”), and the unfiled Confidential Supplement to the First Report; AND UPON hearing counsel for the Applicant, counsel for Royal Bank of Canada (“RBC”) and from any other interested parties who may be present; AND UPON it appearing that all interested and affected parties have been served with notice of this Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the notice of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this Application, and the time for service of this Application is abridged to that actually given.
2. The Maynards’ Proposal for the sale of the Equipment of the Gabriel Group, as those terms are defined in the First Report, is hereby approved.
3. The Receiver is hereby authorized to make a future distribution of funds realized by the Receiver to RBC, as an interim distribution and in partial repayment of the indebtedness owing to RBC by the Gabriel Group, subject to the Receiver holding sufficient funds to satisfy the costs of the receivership proceedings, and valid statutory deemed trust and priority claims.
4. The actions, conduct and activities of the Receiver as reported in the First Report, are hereby authorized and approved.
5. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, and in particular in the Province of Saskatchewan, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance

to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

6. This Order must be served only upon those interested parties attending or represented at the within Application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
7. Service of this Order on any party not attending this Application is hereby dispensed with.

Justice of the Alberta Court of Queen's Bench

Schedule "B"

COURT FILE NUMBER 1701-03799

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

APPLICANT IN THE MATTER OF THE RECEIVERSHIP OF
GABRIEL CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

DELOITTE RESTRUCTURING INC. in its capacity
as Court-appointed Receiver and Manager of the assets,
undertakings and properties of GABRIEL
CONSTRUCTION LTD., GABRIEL
CONSTRUCTION (ALBERTA) LTD. and
SASKALTA ENVIRONMENTAL SOLUTIONS INC.

DOCUMENT **RESTRICTED COURT ACCESS ORDER**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT
Torys LLP
4600 Eighth Avenue Place East
525 - Eighth Ave SW
Calgary, AB T2P 1G1

Attention: Kyle Kashuba
Telephone: + 1 403.776.3744
Fax: +1 403.776.3800
Email: kkashuba@torys.com
File No. 39279-2001

DATE ON WHICH ORDER WAS PRONOUNCED: Wednesday, June 7, 2017

NAME OF JUSTICE WHO MADE THIS ORDER: Madam Justice G.A. Campbell

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the "Receiver") of the assets, undertakings and properties of Gabriel

Construction Ltd., Gabriel Construction (Alberta) Ltd. and SaskAlta Environmental Solutions Inc. (collectively, the “**Gabriel Group**”) for a restricted court access order as described and discussed in the First Report of the Receiver filed June 1, 2017 (the “**First Report**”); **AND UPON HAVING READ** the Receivership Order dated March 21, 2017, the First Report, the unfiled Confidential Supplement to the First Report dated June 1, 2017, and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Receiver, counsel for Royal Bank of Canada, and from any other interested parties who may be present, with no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Application materials in support of the Application for the restricted court access order in this matter (this “**Order**”) is hereby dispensed with, and specifically, the service, notice and formal requirements of Part 6, Division 4 of the *Alberta Rules of Court*, Alta Reg 124/2010 shall not apply to this Order and are hereby dispensed with.
2. The Confidential Supplement to the First Report of the Receiver shall be treated as confidential, sealed and not form part of the public record, and shall be inserted in a sealed envelope which shall be clearly marked “THIS ENVELOPE CONTAINS THE CONFIDENTIAL SUPPLEMENT TO THE FIRST REPORT OF DELOITTE RESTRUCTURING INC., IN ITS CAPACITY AS COURT-APPOINTED RECEIVER AND MANAGER OF THE GABRIEL GROUP, WHICH IS SEALED PURSUANT TO COURT ORDER, IS NOT TO BE OPENED, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICALLY ACCESSIBLE WITHOUT PRIOR AUTHORITY FROM THE HONOURABLE MADAM JUSTICE G.A. CAMPBELL OR ANY OTHER JUSTICE OF THE COURT OF QUEEN’S BENCH”.
3. The Confidential Supplement to the First Report of the Receiver shall be filed with the Court within 90 days following the granting of this Order.
4. The Receiver is at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.

Justice of the Court of Queen's Bench of Alberta