

Clerk's Stamp

COURT FILE NUMBER 2001-06194
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF REDROCK CAMPS INC., SOCKEYE
ENTERPRISES INC., SWEETWATER HOSPITALITY INC.
and BALDR CONSTRUCTION MANAGEMENT INC.

APPLICANTS INVICO DIVERSIFIED INCOME L.P. and INVICO TRADE
CAPITAL L.P.

RESPONDENTS REDROCK CAMPS INC., SOCKEYE ENTERPRISES INC.,
SWEETWATER HOSPITALITY INC. and BALDR
CONSTRUCTION MANAGEMENT INC.

DOCUMENT **APPLICATION FOR STAY EXTENSION ORDER**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

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File: A163844

NOTICE TO THE RESPONDENTS

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:	July 14, 2020
Time:	2:00 pm
Where:	To be heard by Webex. See Appendix "A" .
Before:	The Honourable Justice B.E.C. Romaine

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

Remedy Sought:

1. The Applicants, Invico Diversified Income L.P. ("**IDILP**") and Invico Trade Capital L.P. (with IDILP, "**Invico**") seek an order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, (the "**CCA**") substantially in the form attached as **Schedule "A"** hereto:
 - (a) abridging the time for delivery and deeming service of this Application to be good and sufficient;
 - (b) extending the Stay Period up to and including September 30, 2020, or such further and other date as determined by the Court;
 - (c) empowering the Monitor to:
 - i. execute any definitive asset sale agreements or investment agreements for and on behalf of the Respondents that are entered into with one or more successful bidders in connection with the sale and investor solicitation process in respect of the Respondents (the "**SISP**", and each such agreement referred to as a "**Definitive Agreement**"); and

- ii. do and perform, or cause to be done and performed, all such further acts and things, and shall execute and deliver all such other agreements, certificates, instruments and documents on behalf of the Respondents, as the other party may reasonably request in order to carry out the intent and accomplish the purposes of a Definitive Agreement and the consummation of the transaction contemplated therein; and
- (d) such further and other relief as the Applicants may request and this Honourable Court may grant.

Basis for this Relief:

2. On May 13, 2020, this Court granted the Initial Order, among other things, (a) declaring the Respondents are companies to which the CCAA applies, (b) granting a stay of proceedings up to and including May 25, 2020, and (c) appointing BDO Canada Limited ("**BDO**") as Monitor of the Respondents in these proceedings.
3. The same day, the Respondents and IDILP entered into an Interim Financing Agreement to provide the liquidity necessary to finance the Respondents' operations and restructuring during these CCAA proceedings.
4. On May 21, 2020, the Respondents and IDILP entered into an amended Interim Financing Agreement.
5. On May 25, 2020, this Court granted the Amended and Restated Initial Order, which, among other things, extended the stay of proceedings up to and including July 24, 2020 (the "**Stay Period**").
6. The purpose of these CCAA proceedings is to stabilize the Respondents' business and provide time for the Monitor to prepare and conduct a sales and investment solicitation process ("**SISP**"), to identify and assess potential transactions and to review other strategic alternatives that may be able to maximize the value of the Respondents for all stakeholders.

7. The Monitor is bringing an application to approve the SISP and approve the engagement of a Sale Advisor, as described in the Second Report of the Monitor. The Monitor's application is returnable on the same day as this Application for Stay Extension Order.
8. The Applicants have been acting diligently and in good faith in these CCAA proceedings since the granting of the Amended and Restated Initial Order by cooperating with the Monitor in its efforts to stabilize the Respondents' business, including:
 - (a) consulting with the Monitor regarding the preparation of the SISP;
 - (b) reviewing the 13 week cash flows of the Respondents (the "**Cash Flow Statements**"); and
 - (c) advancing funds under the amended Interim Financing Agreement to maintain the operations of the Respondents' active service camps.
9. The relief sought in the Stay Extension Order is appropriate and necessary. An extension of the Stay Period up to and including September 30, 2020 is necessary to provide the Monitor and the Sale Agent time to carry out the SISP.
10. No creditor will suffer any material prejudice if the Stay Period is extended as requested. The Monitor has reviewed the Cash Flow Statements, which indicate that there are sufficient funds available for the Respondents to continue operating through to October 4, 2020.
11. The Applicants plead and rely on the provisions of the CCAA, the equitable jurisdiction of this Court and such further and other grounds as counsel may advise and this Court may permit.

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

12. The Affidavit of David Hawkins, affirmed July 9, 2020.

13. The Second Report of the Monitor.
14. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

15. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
16. *Judicature Act*, RSA 2000, c J-2, as amended.
17. *Alberta Rules of Court*, Alta Reg 124/2010.
18. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

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 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.

APPENDIX “A” – WEBEX VIDEOCONFERENCE INFORMATION

Virtual Courtroom 04 has been assigned for the following matter:

Date: Jul 14, 2020 02:00 PM

Style of Cause: INVICO DIVERSIFIED INCOME LP v. REDROCK CAMPS INC - 2001 06194

Presiding Justice: ROMAINE, J

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom04>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

1. Please connect to the courtroom **15 minutes prior** to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. **Note: Recording or rebroadcasting of the video is prohibited.**
5. **Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, please complete this undertaking located here: <https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit:

<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

SCHEDULE "A"

[Stay Extension Order]

Clerk's Stamp:

COURT FILE NUMBER

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COURT

COURT OF QUEEN'S BENCH OF
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APPLICANTS:

INVICO DIVERSIFIED INCOME L.P. and
INVICO TRADE CAPITAL L.P.

RESPONDENTS:

REDROCK CAMPS INC., SOCKEYE
ENTERPRISES INC., SWEETWATER
HOSPITALITY INC. and BALDR
CONSTRUCTION MANAGEMENT INC.

DOCUMENT

STAY EXTENSION ORDER

CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT:

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File: A163844

DATE ON WHICH ORDER WAS PRONOUNCED:	July 14, 2020
NAME OF JUDGE WHO MADE THIS ORDER:	Justice B.E.C. Romaine
LOCATION OF HEARING:	Calgary Court House

UPON the application of Invico Diversified Income L.P. And Invico Trade Capital L.P. (collectively, the “**Applicants**”); **AND UPON** having read the Application filed by the Applicants on July 9, 2020, the Affidavit of David Hawkins affirmed July 9, 2020 (the “**Hawkins Affidavit**”); and the Affidavit of Service of Dane Patton sworn July 9, 2020, filed; **AND UPON** upon reading the Second Report of BDO Canada Limited in its capacity as Monitor of the Respondents dated [DATE] (the “**Second Report**”), **AND UPON HEARING** the submission of the Applicants’ counsel, counsel for the Monitor, counsel for the Respondents, and those other persons listed on the counsel slip, 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:**

SERVICE

1. The time for service of the notice of application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today.

STAY EXTENSION

2. The Stay Period referred to in paragraph 15 of the Amended and Restated Initial Order dated May 25, 2020 is hereby extended until and including September 30, 2020.

MONITOR’S POWERS

3. The Monitor, in addition to the prescribed rights and obligations under the CCAA and the Amended and Restated Initial Order, is hereby empowered to:

- i. execute any definitive asset sale agreements or investment agreements for and on behalf of the Respondents that are entered into with one or more successful bidders in connection with the sale and investor solicitation process in respect of the Respondents (the “**SISP**”, and each such agreement referred to as a “**Definitive Agreement**”); and
- ii. do and perform, or cause to be done and performed, all such further acts and things, and shall execute and deliver all such other agreements, certificates, instruments and documents on behalf of the Respondents, as the other party may reasonably request in order to carry out the intent and accomplish the purposes of a Definitive Agreement and the consummation of the transaction contemplated therein.

GENERAL

4. All capitalized terms used in this Order and not otherwise defined shall have the meanings ascribed to them in the Hawkins Affidavit and the Second Report, as applicable.
5. This Order shall have immediate full force and-effect in all provinces and territories in Canada.

Justice of the Court of Queen’s Bench of
Alberta