

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

Clerk's Stamp

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 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 (Stay Extension)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Gowling WLG (Canada) LLP**
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File No.: 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 attend Court by videoconference or phone when the application is heard as shown below:

Date: March 29, 2021
Time: 3:00 pm
Where: Calgary Courts Centre – via Webex. Videoconference details are enclosed as **Appendix “A”** to this Application
Before: The Honourable Justice K.M. Eidsvik

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

Remedy claimed or sought:

1. The Applicants Invico Diversified Income L.P. (“**IDI**”) and Invico Trade Capital L.P. (“**ITC**” and together with IDI, “**Invico**”) seek an order pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the “**CCAA**”) substantially in the form attached as **Schedule “A”** hereto:
 - (a) extending the Stay Period as defined in the Initial Order granted in these proceedings by the Honourable Justice B.E.C. Romaine on May 13, 2020 (the “**Initial Order**”), up to and including May 14, 2021 (the “**Stay Extension Order**”);
 - (b) abridging the time for service of notice of this Application and supporting materials, abridging the time for service to the time provided, deeming service good and sufficient, and declaring that no other person is required to have been served with notice; and
 - (c) such further and other relief as counsel requests and this Honourable Court may grant.

Basis for this Relief:

2. On May 13, 2020, this Court granted the Initial Order which, among other things: (a) declared Redrock Camps Inc. (“**Redrock**”), Sockeye Enterprises Inc. (“**Sockeye**”), Sweetwater Hospitality Inc. and Baldr Construction Management Inc. (“**Baldr**”) are companies to which the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, applies; (b) granted a stay of proceedings up to and including May 25, 2020 (the “**Stay Period**”); (c) approved the interim financing agreement among the Companies, as borrowers, and IDI, as lender (the “**Interim Financing Agreement**”); and (d) appointed BDO Canada Limited as Monitor of the Companies in these proceedings.
3. Invico is the senior secured lender of the Companies and the interim lender of the Companies approved by this Court in the Initial Order.
4. Since the date of the Initial Order, this Honourable Court has extended the Stay Period through a series of orders granted May 25, July 14, September 15 and November 26, 2020 and February 8, 2021. The Stay Period is currently set to expire on March 31, 2021.

5. On December 8, 2020, Justice C. Dario affirmed an order approving the sale transaction contemplated by an agreement of purchase and sale between the Monitor, for and on behalf of Sockeye, as vendor, and Invico, as purchaser.
6. On February 18, 2021, Justice R.A. Neufeld granted the following Orders:
 - (a) An order (the “**SAVO**”) for the approval of an asset purchase and sale transaction contemplated by the asset purchase agreement dated January 26, 2021 between Redrock as vendor and Invico Holdings Canada Inc. and Redrock Camps LP as purchasers (the “**Purchase Agreement**”) and the assignment of the Included Contracts (as defined in the Purchase Agreement) listed in Schedule “E” to the SAVO;
 - (b) A reverse vesting order (the “**RVO**”), pursuant to which all of Redrock’s right, title and interest in and to the Excluded Assets (as defined in the Purchase Agreement) are to be vested in Baldr subject to the Redrock Encumbrances (as defined in the RVO), with such Excluded Assets to be held in trust by Baldr for and on behalf of the Redrock Creditors (as defined in the RVO), and transferring to and vesting in Baldr all Excluded Liabilities (as defined in the RVO); and
 - (c) A plan sanction order (the “**Sanction Order**”), *inter alia*, sanctioning and approving the plan of arrangement (the “**Plan**”) pursuant to the CCAA and the *Business Corporations Act*, RSA 2000, c B-9, as amended.
7. Invico is seeking a further extension of the Stay Period pursuant to the Stay Extension Order to and including May 14, 2021.
8. Since February 8, 2021, when the Stay Period was most recently extended by this Honourable Court, Invico has continued to act diligently and in good faith in these proceedings by:
 - (a) finalizing the completion of the transaction to purchase assets from Sockeye (the “**Sockeye Transaction**”) and the transactions contemplated by the Plan (the “**Redrock Transactions**”);

- (b) responding to the application for advice and direction of the Monitor in relation to certain priority claims brought by Troy Ferguson, former Chief Executive Officer and President of Redrock;
 - (c) arranging for the necessary consents from counterparties to the Included Contracts;
 - (d) corresponding with Black Diamond Limited Partnership in respect of its application to set aside notices to disclaim various agreements served by Redrock; and
 - (e) reviewing the 13-week cash flows of the Debtors.
9. An extension of the Stay Period is required to implement the Sockeye Transaction and the Redrock Transactions and to address various post-closing matters, among other matters. The Sockeye Transaction and Redrock Transactions are anticipated to close on or before April 30, 2021.
10. Invico believes that the stakeholders will not be prejudiced by the proposed extension of the Stay Period.
11. The Monitor is supportive of the proposed extension of the Stay Period up to and including May 14, 2021.
12. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

13. Pleadings and materials filed in the within proceedings;
14. Eighth Report of the Monitor, to be filed;
15. Affidavit of David Hawkins affirmed March 25, 2021, filed concurrently with the within Application; and
16. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

Applicable Rules:

17. Rules 1.3, 1.4 and 6.3 of the *Alberta Rules of Court*, Alta Reg 124/2010; and
18. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

19. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended; and
20. 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:

21. N/A

How the Application is Proposed to be Heard or Considered:

22. By Webex.

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 60 has been assigned for the following matter:

Date: Mar 29, 2021 03:00 PM
Style of Cause: 2001 06194 - INVICO DIVERSIFIED INCOME LP v. REDROCK CAMPS INC
Presiding Justice: EIDSVIK, J

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

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, **you must** complete the 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>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

SCHEDULE "A"
[Stay Extension Order]

Clerk's Stamp

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APPLICANTS INVICO DIVERSIFIED INCOME LP and INVICO TRADE
CAPITAL LP

DOCUMENT **STAY EXTENSION ORDER**

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INFORMATION OF Attn: **Tom Cumming/Caireen E. Hanert/Stephen Kroeger**
PARTY FILING
THIS DOCUMENT Phone: 403.298.1938/403.298.1992/403.298.1018
Fax: 403.263.9193
File No.: A163844

DATE ON WHICH ORDER WAS PRONOUNCED: March 29, 2021

LOCATION AT WHICH ORDER WAS MADE: Calgary Court House

NAME OF JUSTICE WHO MADE THIS ORDER: Honourable Justice K.M. Eidsvik

UPON THE APPLICATION of Invico Diversified Income LP and Invico Trade Capital LP (collectively, the “**Applicants**”); **AND UPON** having read the Application and the Affidavit of David Hawkins affirmed March 25, 2021 (the “**Hawkins Affidavit**”), filed; **AND UPON** reading the • Report of BDO Canada Limited in its capacity as Monitor (the “**• Report**”), filed March •, 2021; **AND UPON** hearing the submissions of counsel for the Applicants, counsel for the Monitor and those other parties present; **IT IS HEREBY ORDERED THAT:**

1. Service of this Application and supporting materials is hereby deemed to be good and sufficient, the time for notice is hereby abridged to the time provided, this Application is properly returnable today, and no other person is required to have been served with notice of this Application.

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 May 14, 2021.

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