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November 15, 2023

To: Creditors of TerraShift Engineering Ltd. (“TerraShift”)

On November 13, 2023, TerraShift commenced restructuring proceedings by filing a Notice of Intention to Make a Proposal (“**NOI**”) pursuant to Section 50.4(1) the *Bankruptcy and Insolvency Act (Canada)*, R.S.C. 1985, c. B-3 (“**BIA**”) and KSV Restructuring Inc. was appointed as Proposal Trustee. A copy of the NOI and a preliminary listing of creditors is attached. All information pertaining to the proceedings will be posted to the Proposal Trustee’s website at <https://www.ksvadvisory.com/experience/insolvency-cases>.

Although the NOI proceeding is pursuant to the BIA, it is important to note that TerraShift is not bankrupt. The principal purpose of the NOI proceeding is to allow for a stay of proceedings to allow TerraShift to consider various restructuring options.

At present, creditors are not required to file a proof of claim. The Proposal Trustee will provide you with further information and a proof of claim form at a later date.

During the restructuring proceedings:

- no person may terminate or amend any agreement with TerraShift, or claim an accelerated payment, or a forfeiture of the term, under any agreement with TerraShift, by reason only that TerraShift is insolvent or by reason of the filing of the NOI, pursuant to Section 65.1(1) of the BIA;
- no creditor has any remedy against TerraShift or its property or shall commence or continue any action, execution, or other proceedings against TerraShift, pursuant to Section 69.1(1) of the BIA; and
- to the extent applicable, suppliers should discuss directly with their usual TerraShift representative the terms of payment for goods and/or services that they provide to TerraShift.

If you have any questions after speaking with your contact at TerraShift, please contact Maha Shah from the Proposal Trustee’s office at mshah@ksvadvisory.com or visit the Proposal Trustee’s website at <https://www.ksvadvisory.com/experience/insolvency-cases>.

Yours very truly,

**KSV RESTRUCTURING INC.
TRUSTEE UNDER THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF
TERRASHIFT ENGINEERING LTD.**

Encl.

FORM 33

Notice of Intention to Make a Proposal
[Subsection 50.4(1)]

**IN THE MATTER OF THE PROPOSAL OF
TERRASHIFT ENGINEERING LTD.**

TAKE NOTICE THAT:

1. TerraShift Engineering Ltd., an insolvent company, pursuant to subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, intends to make a proposal to its creditors.
2. **KSV Restructuring Inc.** of 324 8th Avenue S.W., Suite 1165, Calgary, Alberta, T2P 2Z2, a licensed insolvency trustee, has consented to act as trustee under the proposal and a copy of the consent is attached hereto.
3. A list of the names of the known creditors with claims amounting to \$250 or more and the amounts of their claims is attached.
4. Pursuant to Section 69 of the *Bankruptcy and Insolvency Act*, all proceedings against TerraShift Engineering Ltd. are stayed as of the date of filing this notice with the Official Receiver in its locality.

DATED at Edmonton, Alberta this 13th day of November, 2023.

TERRASHIFT ENGINEERING LTD.

Per: 
Name: Dana Archibald
Title: Director

**IN THE MATTER OF THE PROPOSAL OF
TERRASHIFT ENGINEERING LTD.**

CONSENT

KSV RESTRUCTURING INC. hereby consents to act as Trustee under the Notice of Intention to Make a Proposal and/or Proposal to be filed by TerraShift Engineering Ltd.

DATED at Calgary, Alberta this 13th day of November 2023.

KSV RESTRUCTURING INC.



Per: _____

Name: Jason Knight

Title: Authorized Signing Officer



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Alberta
Division No. 02 - Calgary
Court No. 25-3009379
Estate No. 25-3009379

In the Matter of the Notice of Intention to make a proposal of:

TerraShift Engineering Ltd.

Insolvent Person

KSV RESTRUCTURING INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

November 13, 2023

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act;

Pursuant to subsection 69. (1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: November 14, 2023, 10:30

E-File/Dépôt Electronique

Official Receiver

Harry Hays Building, 220 - 4th Ave SE, Suite 478, Calgary, Alberta, Canada, T2G4X3, (877)376-9902

Canada

**IN THE MATTER OF THE NOTICE OF INTENTION TO FILE A PROPOSAL OF
TERRASHIFT ENGINEERING LTD.**

Preliminary list of creditors as at November 13, 2023
as submitted by TerraShift Engineering Ltd.
without admission as to any liability or privilege herein shown

| Creditor | Address | | | Amount due (CDN\$)* |
|--|---------------------|---------|------------|----------------------------|
| Secured | | | | |
| JMAC Energy Services LLC c/o Field LLP | 400-444 7 Avenue SW | Calgary | AB T2P 0X8 | 2,000,000.00 |
| Total Secured Creditors | | | | <u>2,000,000.00</u> |
| Unsecured | | | | |
| Department of Finance Canada | 90 Elgin Street | Ottawa | ON K1A 0G5 | 60,000.00 |
| Total Unsecured Creditors | | | | <u>60,000.00</u> |
| TOTAL SECURED AND UNSECURED CREDITORS | | | | <u><u>2,060,000.00</u></u> |