

Clerk's Stamp

COURT FILE NUMBER 2401-03404

COURT COURT OF KING'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 CANADIAN OVERSEAS PETROLEUM
LIMITED AND THOSE ENTITIES LISTED IN SCHEDULE "A"

DOCUMENT

APPLICATION

(STAY EXTENSION ORDER)

ADDRESS FOR
SERVICE AND
CONTACT

OSLER, HOSKIN & HARCOURT LLP

6200 - 1 First Canadian Place

Toronto, Ontario M5X 1B8

INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File Number: 1252079

NOTICE TO THE RESPONDENT

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: March 18, 2024

Time: 2:30 PM – 3:00 PM

Where: Calgary Courts Center, 601 – 5th Street SW, Calgary AB (by Webex – see
Schedule "C")

Before: The Honourable Justice B.B. Johnston

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

Order Sought:

1. The Applicants, Canada Overseas Petroleum Limited (“COPL”) and those other entities listed in **Schedule “A”** hereto, seek a one-day stay extension order substantially in the form attached as **Schedule “D”** hereto, extending the Stay Period (as defined in the order granted by the Honourable Justice Sidnell of the Court of King’s Bench of Alberta (the “Court”) in the within proceedings on March 8, 2024 (the “Initial Order”)), including the stay of proceedings against the entities listed in **Schedule “B”** hereto (the “Non-Filing Affiliates” and together with the Applicants, the “COPL Group”), up to and including March 19, 2024.

Basis for this claim:

1. On March 8, 2024, this Court granted the Initial Order, *inter alia*, (i) declaring the Applicants are companies to which the CCAA applies; (ii) appointing KSV Restructuring Inc. as Monitor of the Applicants (the “Monitor”) in these proceedings; (iii) granting a stay of proceedings in respect of the Applicants up to and including March 18, 2024 (the “Stay Period”); and (iv) extending the stay of proceedings to the Non-Filing Affiliates.
2. At the comeback hearing, the Applicants intend to seek, among other relief, an amended and restated initial order which, *inter alia*, will extend the Stay Period for the Applicants and Non-Filing Affiliates until May 20, 2024.
3. The comeback hearing could only be scheduled on March 19, 2024, which is one day after the expiry of the current Stay Period.
4. In the circumstances, a one-day extension of the current Stay Period until the comeback hearing is reasonable and appropriate.
5. The Applicants have acted, and are acting, in good faith and with due diligence thus far in these CCAA proceedings.

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

1. The Affidavit of Peter Kravitz, affirmed March 7, 2024.
2. The Affidavit of Peter Kravitz, affirmed March 14, 2024.

3. The Affidavit of Thomas Richardson, affirmed March 14, 2024.
4. The Pre-Filing Report of the proposed Monitor dated March 8, 2024.
5. The First Report of the Monitor (to be delivered).
6. Such further and other materials or evidence as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

1. *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36.
2. *Judicature Act*, RSA 2000, c J-2.
3. *Rules of Court*, Alta Reg 124/2010.
4. 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 at 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.

SCHEDULE "A"

1. Canadian Overseas Petroleum Limited
2. COPL Technical Services Limited
3. Canadian Overseas Petroleum (UK) Limited
4. Canadian Overseas Petroleum (Bermuda) Limited
5. Canadian Overseas Petroleum (Bermuda Holdings) Limited
6. Canadian Overseas Petroleum (Ontario) Limited
7. COPL America Holding Inc.
8. COPL America Inc.
9. Atomic Oil & Gas LLC
10. Southwestern Production Corp.
11. Pipeco LLC

SCHEDULE "B"

1. Shoreline Canoverseas Development Corporation Limited
2. Essar Exploration and Production Limited

SCHEDULE "C"

From: CommercialCoordinator QBCalgary <CommercialCoordinator.QBCalgary@albertacourts.ca>
Sent: Monday, March 11, 2024 2:14 PM
To: Van de Mosselaer, Randal <rvandemosselaer@osler.com>; Pratt, Elena <EPratt@osler.com>
Subject: WEBEX CONFIRMATION: MAR182024 2401-03404 - ITMO v. Canadian Overseas Petroleum Limited, et al - Mar 18, 2024 02:30 PM and Mar 19, 2024 2:00 PM - JOHNSTON, J - Confirmed

The above booking is Confirmed – **Approved to be heard on an urgent basis by ACJ Nixon.**

File #(s) : MAR182024 2401-03404

Style of Cause: ITMO v. Canadian Overseas Petroleum Limited, et al

Date/Duration:

Mar 18, 2024 02:30 PM – 3:00 PM and Mar 19, 2024 2:00 PM – 4:00 PM

Booking Type/List: Commercial

Purpose of Hearing: Commercial Hearing

Counsel: Randal Steven Van de Mosselaer;

Special Requirements:

Requirements: Courtroom Required

Equipment: Video Conferencing

Notes: Comeback hearing CCAA

Counsel: Please ensure that all relevant parties have received Webex information.

Virtual Courtroom 60 has been assigned for the above noted matter:

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.**

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.

Thank you,



Court of King's
Bench of Alberta

Brittany Robinson (she/her)
Commercial Duty Coordinator

E: commercialcoordinator.qbcalgary@albertacourts.ca

Court of King's Bench of Alberta
Edmonton Law Courts
1A Sir Winston Churchill Square,
Edmonton, Alberta T5J 0R2

SCHEDULE "D"

Clerk's Stamp:



COURT FILE NUMBER
COURT
JUDICIAL CENTRE OF

COURT OF KING'S BENCH OF ALBERTA
CALGARY

APPLICANTS:

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 CANADIAN OVERSEAS
PETROLEUM LIMITED AND THOSE ENTITIES
LISTED IN SCHEDULE "A"

DOCUMENT

STAY EXTENSION ORDER

CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

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drosenblat@osler.com

File Number: 1252079

**DATE ON WHICH ORDER
WAS PRONOUNCED:**

March 18, 2024

NAME OF JUDGE WHO

The Honourable Justice Johnston

MADE THIS ORDER:

LOCATION OF HEARING:

Calgary, Alberta

UPON THE APPLICATION of CANADIAN OVERSEAS PETROLEUM LIMITED and those entities listed in Schedule “A” hereto (collectively, the “**Applicants**”); **AND UPON** having read the Application, the Affidavit of Peter Kravitz, sworn March 7, 2024 (the “**First Kravitz Affidavit**”), the Affidavit of Peter Kravitz sworn March 14, 2024 (the “**Second Kravitz Affidavit**”); **AND UPON** reading the Pre-Filing Report of KSV Restructuring Inc. (“**KSV**”) dated March 8, 2024, the First Report of KSV in its capacity as monitor of the Applicants (the “**Monitor**”), dated March ●, 2024 (the “**First Report**”); **AND UPON** being advised that the secured creditors who are likely to be affected by the charges created herein have been provided notice of this application and either do not oppose or alternatively consent to the within Order; **AND UPON** hearing counsel for the Applicants, ●; **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.

DEFINITIONS

2. The Stay Period, as defined in paragraph 12 of the Initial Order, is hereby further extended until and including March 19, 2024.

GENERAL

3. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America, or in any foreign jurisdiction, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants, and the Monitor and their respective agents in carrying out the terms of this Order.

4. This Order and all of its provisions are effective as of 12:01 a.m. local Calgary time on the Order Date.

Justice of the Court of King's Bench of Alberta

SCHEDULE “A”

Applicants

Canadian Overseas Petroleum Limited

COPL Technical Services Limited

Canadian Overseas Petroleum (UK) Limited

Canadian Overseas Petroleum (Bermuda) Limited

Canadian Overseas Petroleum (Bermuda Holdings) Limited

Canadian Overseas Petroleum (Ontario) Limited

COPL America Holding Inc.

COPL America Inc.

Atomic Oil & Gas LLC

Southwestern Production Corp.

Pipeco LLC