|  |  |
| --- | --- |
| COURT FILE NUMBER |      Clerk’s Stamp |
| COURT | COURT OF KING’S BENCH OF ALBERTA |
| JUDICIAL CENTRE | Click to Select Judicial Centre. |
| APPLICANT(S) |       |
| RESPONDENT(S) |       |
| DOCUMENT | Alberta Template Interim Order |

|  |  |
| --- | --- |
| ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT |       |

DATE ON WHICH ORDER WAS PRONOUNCED: **Click to Enter a Date**

LOCATION OF HEARING: **Click to Select Hearing Location**

NAME OF JUSTICE WHO GRANTED THIS ORDER:

**[\*NOTE: DO NOT USE THIS ORDER AS A PRECEDENT WITHOUT REVIEWING THE ACCOMPANYING EXPLANATORY NOTES.]**

UPON the Originating Application (the “Originating Application”) of Enter Party Name (the “Applicant”); AND UPON reading the Originating Application, the affidavit of Enter Party Name, sworn Enter Date. (the “Affidavit”) and the documents referred to therein;

**[AND UPON being advised that notice of the Originating Application has been given to the Director (the “Director”) appointed under section 260 of the Canada Business Corporations Act, RSC 1985, c C-44, as amended (the “CBCA”) and that the Director does not consider it necessary to appear];**

**[AND UPON being advised that notice of the Originating Application has been given to the Registrar (the “Registrar”) appointed under section 263 of the Business Corporations Act, RSA 2000, c B-9, as amended (the “ABCA”)];**

AND UPON HEARING counsel for the Applicant;

# FOR THE PURPOSES OF THIS ORDER:

* 1. the capitalized terms not defined in this Order (the “Order”) shall have the meanings attributed to them in the draft information circular of the Applicant which is attached as Exhibit “A” to the Affidavit; and
	2. all references to “Arrangement” used herein mean the arrangement as set forth in the plan of arrangement attached as [Schedule Enter text.] to the arrangement agreement (the “Arrangement Agreement”), which Arrangement Agreement is attached as [Appendix Enter text.] of the information circular of the Applicant (the “Information Circular”).

# IT IS HEREBY ORDERED THAT:

## General

1. The Applicant shall seek approval of the Arrangement as described in the Information Circular by Enter Securityholder name (the “Securityholders”) in the manner set forth below.

## The Meeting

1. The Applicant shall call and conduct a special meeting (the “Meeting”) of Securityholders on or about Enter Date. At the Meeting, the Securityholders will consider and vote upon a resolution to approve the Arrangement substantially in the form attached as [Appendix Enter text] to the Information Circular (the “Arrangement Resolution”) and such other business as may properly be brought before the Meeting or any adjournment or postponement thereof, all as more particularly described in the Information Circular.
2. A quorum at the Meeting shall be Enter Number.
3. [If within 30 minutes from the time appointed for the Meeting, a quorum is not present, the Meeting shall stand adjourned to a date not less than two (2) and not more than 30 days later, as may be determined by the Chair of the Meeting. No notice of the adjourned meeting shall be required and, if at such adjourned meeting a quorum is not present, the Securityholders present at the adjourned meeting in person or represented by proxy shall constitute a quorum for all purposes.]
4. Each Enter text. entitled to be voted at the Meeting will entitle the holder to one vote at the Meeting in respect of the Arrangement Resolution and any other matters to be considered at the Meeting.
5. The record date for Securityholders entitled to receive notice of and vote at the Meeting shall be Enter Date (the **“Record Date”**). [Only Securityholders whose names have been entered on the register of Enter text as at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting provided that, to the extent a Securityholder transfers the ownership of any Enter text after the Record Date and the transferee of those Enter text produces properly endorsed Enter text certificates or otherwise establishes ownership of such Enter text and demands, not later than 10 days before the Meeting, to be included on the list of Enter text entitled to vote at the Meeting, such transferee will be entitled to vote those Enter text at the Meeting.]
6. The Meeting shall be called, held and conducted in accordance with the applicable provisions of the Select Statute, the articles and by-laws of the Applicant in effect at the relevant time, the Information Circular, the rulings and directions of the Chair of the Meeting, this Order and any further Order of this Court. To the extent that there is any inconsistency or discrepancy between this Order and the Select Statute or the articles or by-laws of the Applicant, the terms of this Order shall govern.

## Conduct of the Meeting

1. The only persons entitled to attend the Meeting shall be Securityholders or their authorized proxy holders, the Applicant’s directors and officers and its auditors, the Applicant’s legal counsel, [representatives and legal counsel of other parties to the Arrangement] [the Director], and such other persons who may be permitted to attend by the Chair of the Meeting.
2. The number of votes required to pass the Arrangement Resolution shall be:
	1. [not less than Enter number of the votes cast by Securityholders present in person or represented by proxy at the Meeting];
	2. [a simple majority of the votes cast by Securityholders present in person or represented by proxy at the Meeting after excluding the votes cast by those persons whose votes are required to be excluded in accordance with Multilateral Instrument 61-101 — Protection of Minority Security Holders in Special Transactions];
	3. [in the case of a vote of creditors or a class of creditors, not less than Enter number in number representing at least Enter number% of the amount of their claims];
	4. [in the case of a vote of the holders of debt obligations or a class of those holders, Enter number in number representing at least Enter number % of the amount of their claims]; [and]
	5. [in the case of a vote of holders of options or rights to acquire securities, not less than Enter number].
3. To be valid, a proxy must be deposited with Enter text in the manner described in the Information Circular.
4. Any proxy that is properly signed and dated but which does not contain voting instructions shall be deemed to be voted in favour of the Arrangement Resolution.
5. The accidental omission to give notice of the Meeting or the non-receipt of the notice shall not invalidate any resolution passed or proceedings taken at the Meeting.
6. The Applicant is authorized to adjourn or postpone the Meeting on one or more occasions (whether or not a quorum is present, if applicable) and for such period or periods of time as the Applicant deems advisable, without the necessity of first convening the Meeting or first obtaining any vote of the Securityholders in respect of the adjournment or postponement. Notice of such adjournment or postponement may be given by such method as the Applicant determines is appropriate in the circumstances. If the Meeting is adjourned or postponed in accordance with this Order, the references to the Meeting in this Order shall be deemed to be the Meeting as adjourned or postposed, as the context allows.

## Amendments to the Arrangement

1. The Applicant Enter any additional parties Choose an item authorized to make such amendments, revisions or supplements to the Arrangement as Choose an item determine necessary or desirable, provided that such amendments, revisions or supplements are made in accordance with and in the manner contemplated by the Choose an item. The Arrangement so amended, revised or supplemented shall be deemed to be the Arrangement submitted to the Meeting and the subject of the Arrangement Resolution, without need to return to this Court to amend this Order.

## Amendments to Meeting Materials

1. The Applicant is authorized to make such amendments, revisions or supplements **(“Additional Information”**) to the Information Circular, form of proxy (**“Proxy”**), notice of the Meeting (**“Notice of Meeting”**), form of letter of transmittal (**“Letter of Transmittal”**) and notice of Originating Application (**“Notice of Originating Application”**) as it may determine, and the Applicant may disclose such Additional Information, including material changes, by the method and in the time most reasonably practicable in the circumstances as determined by the Applicant. Without limiting the generality of the foregoing, if any material change or material fact arises between the date of this Order and the date of the Meeting, which change or fact, if known prior to mailing of the Information Circular, would have been disclosed in the Information Circular, then:
	1. the Applicant shall advise the Securityholders of the material change or material fact by disseminating a news release (a **“News Release”**) in accordance with applicable securities laws [and the policies of the Enter Name of Exchange Exchange]; and
	2. provided that the News Release describes the applicable material change or material fact in reasonable detail, the Applicant shall not be required to deliver an amendment to the Information Circular to the Securityholders or otherwise give notice to the Securityholders of the material change or material fact other than dissemination and filing of the News Release as aforesaid.

## Dissent Rights

1. The registered holders of Enter text (**“Shares”**) of the Applicant (**“Shareholders”**) are, subject to the provisions of this Order and the Arrangement, accorded the right to dissent under section [191 of the *ABCA*] [190 of the *CBCA*] with respect to the Arrangement Resolution and the right be paid the fair value of their Shares by Enter text. in respect of which such right to dissent was validly exercised.
2. In order for a registered Shareholder (a “Dissenting Shareholder”) to exercise such right to dissent under section [191 of the *ABCA*] [190 of the *CBCA*]:
	1. the Dissenting Shareholder’s written objection to the Arrangement Resolution must be received by the Applicant, care of its solicitors Enter text not later than [Enter Hour a.m./p.m.] (Enter time zone time) on Enter date. or [Enter Hour a.m./p.m.] (Enter time zone time) on the day that is Enter Number business days immediately preceding the date that any adjournment or postponement of the Meeting is reconvened or held, as the case may be;
	2. a vote against the Arrangement Resolution, whether in person or by proxy, shall not constitute a written objection to the Arrangement Resolution as required under paragraph [17(a)] herein;
	3. a Dissenting Shareholder shall not have voted his or her Shares at the Meeting, either by proxy or in person, in favour of the Arrangement Resolution;
	4. a Shareholder may not exercise the right to dissent in respect of only a portion of the Shareholder’s Shares, but may dissent only with respect to all of the Shares held by the Shareholder; and
	5. the exercise of such right to dissent must otherwise comply with the requirements of section [191 of the *ABCA*] [190 of the *CBCA*], as modified and supplemented by this Order and the Arrangement.
3. The fair value of the consideration to which a Dissenting Shareholder is entitled pursuant to the Arrangement shall be determined as of the close of business on the last business day before the day on which the Arrangement Resolution is approved by the Securityholders and shall be paid to the Dissenting Shareholders by the Enter text as contemplated by the Arrangement and this Order.
4. Dissenting Shareholders who validly exercise their right to dissent, as set out in paragraphs Enter para. Numbers (16 and 17 by default) above, and who:
	1. are determined to be entitled to be paid the fair value of their Shares, shall be deemed to have transferred such Shares as of the effective time of the Arrangement (the “Effective Time”), without any further act or formality and free and clear of all liens, claims and encumbrances to Acquiror Name in exchange for the fair value of the Shares; or
	2. are, for any reason (including, for clarity, any withdrawal by any Dissenting Shareholder of their dissent) determined not to be entitled to be paid the fair value for their Shares shall be deemed to have participated in the Arrangement on the same basis as a non-dissenting Shareholder and such Shares will be deemed to be exchanged for the consideration under the Arrangement,

but in no event shall the Applicant, Acquiror Name or any other person be required to recognize such Shareholders as holders of Shares after the Effective Time, and the names of such Shareholders shall be removed from the register of Shares.

1. Subject to further order of this Court, the rights available to Shareholders under the Select Statute and the Arrangement to dissent from the Arrangement Resolution shall constitute full and sufficient dissent rights for the Shareholders with respect to the Arrangement Resolution.
2. Notice to the Shareholders of their right to dissent with respect to the Arrangement Resolution and to receive, subject to the provisions of the Select Statute and the Arrangement, the fair value of the consideration to which a Dissenting Shareholder is entitled pursuant to the Arrangement shall be sufficiently given by including information with respect to this right as set forth in the Information Circular which is to be sent to Shareholders in accordance with paragraph Enter Para. Number (23 by default) of this Order.

## Notice

1. The Information Circular, substantially in the form attached as Exhibit “A” to the Affidavit, with such amendments thereto as counsel to the Applicant may determine necessary or desirable (provided such amendments are not inconsistent with the terms of this Order), and including the Notice of the Meeting, the Proxy, the Notice of Originating Application and this Order, together with any other communications or documents determined by the Applicant to be Choose an item. (collectively, the **“Meeting Materials”**), shall be sent to those Securityholders who hold Enter text, as of the Record Date, the directors of the Applicant, [and] the auditors of the Applicant, [and the Director] [and the Registrar] by one or more of the following methods:
	1. in the case of registered Securityholders, by pre-paid first class or ordinary mail, by courier or by delivery in person, addressed to each such holder at his, her or its address, as shown on the books and records of the Applicant as of the Record Date not later than Select a number days prior to the Meeting;
	2. in the case of non-registered Securityholders, by providing sufficient copies of the Meeting Materials to intermediaries, in accordance with National Instrument 54 -101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer*;
	3. in the case of the directors and auditors of the Applicant, by email, pre-paid first class or ordinary mail, by courier or by delivery in person, addressed to the individual directors or firm of auditors, as applicable, not later than Select a number days prior to the date of the Meeting; [and]
	4. [in the case of the Director, by email at ic.corporationscanada.ic@ised-isde.gc.ca, by courier or by delivery in person, addressed to the Director not later than 21 days prior to the date of the Meeting];
	5. [in the case of the Registrar, by email at including corp.reg@gov.ab.ca, by courier or by delivery in person, addressed to the Registrar not later than Select a number days prior to the date of the Meeting]
2. Delivery of the Meeting Materials in the manner directed by this Order shall be deemed to be good and sufficient service upon the Securityholders, the directors and auditors of the Applicant [**and the** **Director]** **[and the Registrar]** of:
	1. the Originating Application;
	2. this Order;
	3. the Notice of the Meeting; and
	4. the Notice of Originating Application.

## Stay of Proceedings

1. [From 12:01 a.m. (Enter time zone time) on the date of this Interim Order, until and including the earlier of (a) the Effective Date, and (b) the date these Select Statute proceedings are terminated, no right, remedy or proceeding, including, without limitation, any right to terminate, demand, accelerate, set off, amend, declare in default or take any other action under or in connection with any loan, note, commitment, contract or other agreement, at law or under contract, may be exercised, commenced or proceeded with by: Enter persons / parties, preceded by numerals, as necessary. [or (ii) any other person party to or a beneficiary of any other loan, note, commitment, contract or other agreement with the Applicant, against or in respect of the Applicant or any of the present or future property, assets, rights or undertakings of the Applicant, of any nature in any location, whether held directly or indirectly by the Applicant, by reason or as a result of:]
	1. the Applicant having made an application to this Court pursuant to Section [191 of the *ABCA*] [190 of the *CBCA*];
	2. the Applicant being a party to or involved in this proceeding, any ancillary proceedings or the Arrangement;
	3. the Applicant taking any steps contemplated by or related to these proceedings or the Arrangement; or
	4. any default or cross-default arising under any agreement to which the Company is a party, including, without limitation, Enter text, arising as a result of any circumstance listed above,
	5. in each case except with prior written consent of the Applicants or leave of this Court.

## Final Application

1. Subject to further order of this Court, and provided that the Securityholders have approved the Arrangement in the manner directed by this Court and the directors of the Applicant have not revoked their approval, the Applicant may proceed with an application for a final Order of the Court approving the Arrangement (the **“Final Order”**) on Enter date at [Enter Hour a.m./p.m.] (Enter time zone time) or so soon thereafter as counsel may be heard. Subject to the Final Order and to the Choose an item., the Applicant, all Securityholders and all other persons affected will be bound by the Arrangement in accordance with its terms.
2. Any Securityholder or other interested party (each an “Interested Party”) desiring to appear and make submissions at the application for the Final Order is required to file with this Court and serve upon the Applicant, on or before Enter Time (Enter time zone time) on Enter date, a notice of intention to appear (**“Notice of Intention to Appear”**) including the Interested Party’s address for service (or alternatively, a facsimile number for service by facsimile or an email address for service by electronic mail), indicating whether such Interested Party intends to support or oppose the application or make submissions at the application, together with a summary of the position such Interested Party intends to advocate before the Court, and any evidence or materials which are to be presented to the Court. Service of this notice on the Applicant shall be effected by service upon the solicitors for the Applicant, Enter solicitor name..
3. In the event that the application for the Final Order is adjourned, only those parties appearing before this Court for the Final Order, and those Interested Parties serving a Notice of Intention to Appear in accordance with paragraph [26] of this Order, shall have notice of the adjourned date.

## General

1. The Applicant is entitled at any time to seek leave to vary this Order upon such terms and the giving of such notice as this Court may direct.
2. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any foreign jurisdiction to give effect to this Order and to assist this Court in carrying out the terms of this Order.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Justice of the Court of King’s Bench of Alberta