

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE

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TUESDAY, THE 3<sup>rd</sup>

JUSTICE KOEHNEN

DAY OF NOVEMBER, 2020



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

**AND IN THE MATTER OF IMERY'S TALC AMERICA, INC., IMERY'S TALC VERMONT, INC.,  
AND IMERY'S TALC CANADA INC. (THE "DEBTORS")**

**APPLICATION OF IMERY'S TALC CANADA INC., UNDER SECTION 46 OF THE  
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AMENDED**

**ORDER  
(RECOGNITION OF FOREIGN ORDERS)**

**THIS MOTION**, made by Imery's Talc Canada Inc. in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record, proceeded on this day by way of videoconference due to the COVID-19 crisis.

**ON READING** the affidavit of Anthony Wilson sworn October 29, 2020 (the "**Wilson Affidavit**"), the Eighth Report of Richter Advisory Group Inc., in its capacity as information officer (the "**Information Officer**") dated October 31, 2020, each filed, and upon being provided with copies of the documents required by section 49 of the CCAA,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and those other parties listed on the counsel slip;

**SERVICE**

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1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

#### **RECOGNITION OF FOREIGN ORDERS**

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Wilson Affidavit.

3. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the District of Delaware made in the insolvency proceedings of the Debtors under Chapter of Title of the United States Bankruptcy Code are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

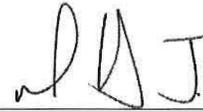
- (a) *Order (i) Approving the Debtors' Designation of Magris Resources Canada Inc. as Stalking Horse Bidder and Related Bid Protections and (ii) Granting Related Relief*, entered on October 29, 2020 [Docket No. 2022] (the "**Stalking Horse Approval Order**")
- (b) *Order (i) Authorizing Employment and Retention of Ramboll US Corporation as Environmental Advisor Nunc Pro Tunc to June 25, 2020 and (ii) Waiving Certain Informational Requirements of Local Rule 2016-2 in Connection Therewith*, entered on July 23, 2020 [Docket No. 2022] (the "**Ramboll Retention Order**");
- (c) *Order Approving Ordinary Course Year-End Bonus Payments for Certain Employees Under Sections 105(a), 363 and 503 of the Bankruptcy Code*, entered on April 9, 2020 [Docket No. 1617] (the "**Year End AIP Order**");
- (d) *Order Approving Ordinary Course Mid-Year Bonus Payment Under Sections 105(a), 363, and 503 of the Bankruptcy Code*, entered on September 21, 2020 [Docket No. 2228] (the "**Mid-Year AIP Order**"); and
- (e) *Order Approving Debtors' Revised Key Employee Incentive Program*, entered on June 1, 2020 [Docket No. 1787] (the "**KEIP Order**").

#### **GENERAL**

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer as officer of this Court, and their respective counsel and agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to the Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

6. **THIS COURT ORDERS AND DECLARES** that this Order and all of its provisions are effective from the date it is made without any need for entry and filing.



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ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

NOV 03 2020

PER / PAR: 

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT, INC., AND IMERYYS TALC CANADA INC. (THE "DEBTORS")  
APPLICATION OF IMERYYS TALC CANADA INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No: CV-19-614614-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER  
(RECOGNITION OF FOREIGN ORDERS)**

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