

COURT FILE NUMBER BK01-095558
BK01-095559

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

Clerk's Stamp

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY*
ACT, R.S.C. 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF ATTABOTICS INC. AND
ATTABOTICS (US) CORP.

APPLICANTS ATTABOTICS INC. AND ATTABOTICS (US) CORP.

DOCUMENT **AMENDED APPLICATION**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
Phone: 416.862.4908 / 403.260.7071
Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

NOTICE TO THE RESPONDENTS

This application is made against you.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

Date: July 29, 2025

Time: 3:00 p.m. MDT

Where: By Webex:

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

Before Whom: The Honourable Justice P.R. Jeffrey in Commercial Chambers

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, ATTAbotics Inc. and ATTAbotics (US) Corp. (together, the “**Applicants**”), seek Order s substantially on the terms attached hereto as **Schedules “A” and “B”**, *inter alia*:
 - (a) abridging the time for service of notice of this Application, deeming service of notice of this Application to be good and sufficient, and declaring that there is no other person who ought to have been served with notice of this Application;
 - (b) extending the time within which the Applicants are required to file a proposal to their creditors under section 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the “**BIA**”) to September 15, 2025 (the “**Stay Period**”);
 - (c) approving the second key employee retention plan (the “**Second KERP**”) described in the Affidavit of Michael Saitow, sworn July 21, 2025 (the “**Saitow Affidavit**”) and in the Affidavit of Mark Dickinson, sworn July 28, 2025 (the “**Dickinson Affidavit**”), increasing the KERP Charge established and defined at paragraph 19 of the Order of the Honourable Justice Gill granted in these proceedings on July 4, 2025 (the “**July 4 Order**”) from \$90,000 to the aggregate amount of \$222,921, and declaring that the KERP Charge shall apply equally to, and secure, all payments contemplated to the Key Employees by the Second KERP;
 - (d) approving the sales and investment solicitation process (“**SISP**”) generally in the form attached as Exhibit B to the Dickinson Affidavit and authorizing and directing the Applicants and Richter Inc., in its capacity as Proposal Trustee (the “**Proposal Trustee**”) to implement the SISP in accordance with its terms;
 - (e) approving an Amended and Restated Interim Financing Term Sheet (the “**A&R Term Sheet**”) to increase permitted borrowings under the Interim Facility from \$1.5 million to \$3.5 million and to extend the maturity date of the Interim Facility from August 1, 2025 to September 15, 2025;

- (f) directing that Confidential Exhibit A to the Dickinson Affidavit be treated as confidential and sealed and not form part of the public record, pending further order of this Court; and
 - (g) such further and other relief as counsel may request and this Honourable Court may grant.
2. The Applicants also seek a fiat generally in the form attached as Schedule “C” hereto permitting the Saitow Affidavit to be filed notwithstanding that the jurat was signed electronically.

Grounds for making this application:

Background

- 3. Capitalized terms used but not otherwise defined in this Application have the meanings given to such terms in the July 4 Order or in the SISP.
- 4. ATTAbotics is a private corporation incorporated under the laws of Canada. ATTAbotics US is a wholly owned subsidiary of ATTAbotics incorporated under the laws of the State of Delaware. The Applicants have developed and commercialized the world’s first 3D robotics supply chain management system.
- 5. On June 18, 2025, Export Development Canada (the “Interim Lender”) served the Applicants with a Demand for Payment and Notice of Intention to Enforce Security pursuant to s. 244 of the BIA. In order to preserve the value of the business and the value of the security for the benefit of all stakeholders, the Applicants filed Notices of Intention to Make a Proposal under the BIA on July 2, 2025 (the “**NOI Proceedings**”).
- 6. On July 4, 2025, the Honourable Justice Gill granted the July 4 Order which, among other things: (a) procedurally consolidated the NOI Proceedings into one estate; (b) granted an Administration Charge in an amount not to exceed \$300,000; (c) granted a D&O Charge in an amount not to exceed \$200,000; (d) approved the Interim Facility pursuant to an Interim Financing Term Sheet in an amount up to \$1.5 million and granted an Interim

Lenders Charge to secure all obligations of the Applicants with respect thereto; and (e) approved a key employee retention plan (“**KERP**”) and granted a KERP Charge to secure any payments to Key Employees under the KERP in an amount not to exceed \$90,000.

Stay Extension

7. The Interim Financing Term Sheet required, among other things, that the Applicants diligently pursue options to sell their assets and business or obtain investment in ATTAbotics. Accordingly, since commencement of the NOI Proceedings, the Applicants and the Proposal Trustee have undertaken a targeted marketing process (the “**Solicitation Process**”) to identify parties potentially interested in pursuing a transaction for the assets or business of the Applicants or an investment in ATTAbotics.
8. Such Solicitation Process has included, among other things: (a) contacting 201 parties in writing to invite them to participate in the Solicitation Process; (b) circulating a short teaser letter detailing the Applicants and the opportunity; (c) negotiating and executing 36 non-disclosure agreements (“**NDAs**”) with interested parties (with a further 4 NDAs remaining under discussion); and (d) facilitating access to the data room for parties that executed the NDAs, updating the data room as additional due diligence information was requested by interested parties, responding to numerous due diligence requests, and attending management meetings with interested parties.
9. Non-binding expressions of interest (“**EOIs**”) in the Solicitation Process were requested by the Proposal Trustee as part of the Solicitation Process on or before July 25, 2025 at 1:00 p.m. (ET). The Proposal Trustee received numerous EOIs and, based on the volume and scope of EOIs received, has assisted the Applicants with preparing and finalizing a targeted SISP to facilitate the completion of remaining due diligence and solicit binding Bids. As discussed further below, the SISP requires that interested parties sign an NDA to participate in the SISP and submit a Bid. The SISP establishes a deadline of August 21, 2025 for submission of Bids and an Outside Date of September 30, 2025 for the closing of the Successful Bid(s).

10. The extension of the Stay Period is necessary to allow the SISP to be undertaken by the Applicants and the Proposal Trustee for the benefit of the Applicants' stakeholders.
11. The Applicants have acted, and continue to act, in good faith and with due diligence in these NOI Proceedings. Since commencement of the NOI Proceedings on July 2, the Applicants have, in conjunction with the Proposal Trustee, conducted the Solicitation Process and undertaken extensive engagement with key stakeholders. The requested extension of the Stay Period is necessary and appropriate in the circumstances.

Second KERP and Increase of KERP Charge

12. In order to facilitate these NOI proceedings, the Applicants terminated the employment of 192 employees on June 30, 2025, leaving only a skeleton crew of 11 employees (one of whom is on medical leave) to assist the Applicants to navigate these NOI proceedings. On July 22, 2025, an additional two employees resigned from the Applicants, leaving only 9 employees (one of whom remains on medical leave).
13. The individuals who remain employed with the Applicants were all identified as business critical and necessary to maximize the chances of success of these NOI Proceedings. The Applicants accordingly sought, and the Court approved, a KERP in the July Order to facilitate and encourage the continued employment of such individuals.
14. In accordance with the July 4 Order, the Applicants intend to pay the KERP to the applicable employees on August 1, 2025, and are accordingly seeking the Second KERP to facilitate and encourage the continued employment of these individuals during the extended Stay Period for all the reasons previously identified. The departure of the further two employees on July 22 has only amplified the necessity of retaining and compensating those few employees that remain. Each has shown an unwavering commitment to the Applicants, all possess significant knowledge of the business and operations of the Applicants, and all have (and will continue to) accept increased workloads in order to facilitate these NOI Proceedings.

15. The Second KERP was developed in consultation with the Proposal Trustee. The amounts payable to the employees under the Second KERP are reasonable and appropriate in the circumstances.

SISP

16. The Applicants and the Proposal Trustee have prepared the SISP to build on the significant work that has already been undertaken in the Solicitation Process, to provide interested parties with an opportunity to complete final due diligence, and to establish a formal process for the submission of Bids and the selection of Successful Bid(s).
17. The SISP contemplates the following key deadlines:

Milestone	Deadline
Deadline for submission of Bids	No later than 12:00 p.m. (Calgary time) on August 21, 2025
Selection of the Successful Bid(s) and Back-Up Bid(s), and Notification of Auction (if any)	No later than 12:00 p.m. (Calgary time) on August 28, 2025
Auction Date (if required)	September 3, 2025
Deadline for finalizing transaction documents based on Successful Bid(s)	September 8, 2025
Filing of application to approve the Successful Bid(s)	Week of Sept 8, 2025
Hearing of the Approval Application	Week of Sept 15, 2025
Outside Date for the Closing of the Successful Bid(s)	September 30, 2025

18. While the timelines proposed in the SISP are abbreviated, the market has already been broadly canvassed as part of the Solicitation Process and interested parties have already had approximately three and a half weeks to execute an NDA, access the data room and complete due diligence. The SISP has been developed by the Applicants in consultation with the Proposal Trustee and with input from the Interim Lender. The Applicants are of the view that the SISP is fair and reasonable.

Interim Facility

19. As discussed further in the Affidavit of Edna Conway filed in support of the July 4 Order, the provision of the Interim Facility to the Applicants was critical to their ability to undertake the Solicitation Process. Without the Interim Facility, the Applicants did not have sufficient capital to meet their payroll obligations and statutory requirements, much less fund any normal course expenses of the business or these NOI Proceedings.
20. The maturity date of the Interim Facility is August 1, 2025. The Interim Lender has agreed to extend the maturity date of the Interim Facility to September 15, 2025, and increase the funding available thereunder by an additional \$2 million on the basis and terms specified in the A&R Term Sheet, for a total aggregate facility of \$3.5 million.
21. The additional \$2 million to be advanced under the Interim Facility is necessary for the Applicants to fund their business, operations and these NOI Proceedings during the Stay Period. The Applicants accordingly submit that the requested increase to the Interim Facility should be approved.

Restricted Access Order

22. Confidential Exhibit A to the Dickinson Affidavit contains commercially sensitive information regarding the respective annual salaries and entitlements of the Applicants' remaining employees to payments under the KERP, together with the personal information of such employees. The Applicants therefore seek an order that Confidential Exhibit A be sealed and not form part of the court record pending further order of the Court.
23. The benefits of sealing the Confidential Exhibit A outweigh any potential negative effects.
24. The Applicants submitted the required "Notice to Media of Application to Restrict Access" on July 21, 2025.

Necessity of a Fiat

25. The Saitow Affidavit was submitted to the Court for filing on July 21, 2025.

26. On July 22 – the same day Mr. Saitow resigned from his employment with the Applicants – the Court Clerk rejected the Saitow Affidavit for filing on the basis that the jurat was completed with an electronic signature instead of a wet ink signature. As a result of Mr. Saitow’s resignation, the Applicants have not been able to obtain a re-signed copy of the Saitow Affidavit and accordingly request a fiat generally in the form attached as Schedule “C” hereto permitting the Saitow Affidavit to be filed in its current form.

Material or evidence to be relied on:

27. The Affidavit of Michael Saitow, sworn July 21, 2025;
28. The Affidavit of Mark Dickinson, sworn July 28, 2025;
29. The Second Report of the Proposal Trustee, to be filed; and
30. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

31. Rules 1.2, 1.3, 3.2(2)(d), 3.8, 11.27 and 13.5 of the Alberta *Rules of Court*, Alta Reg 124/2010;
32. The *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended; and
33. 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:

34. None.

How the application is proposed to be heard or considered:

35. Before the Honourable Justice Jeffrey in Commercial Chambers via Webex.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and 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”

COURT FILE NUMBER BK01-095558
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COURT COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF ATTABOTICS INC. AND ATTABOTICS (US), CORP.

APPLICANTS ATTABOTICS INC. and ATTABOTICS (US), CORP.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
Phone: 416.862.4908 / 403.260.7071
Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

DATE ON WHICH ORDER WAS PRONOUNCED: July 29, 2025

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice P.R. Jeffrey

UPON THE APPLICATION of ATTAbotics Inc. and ATTAbotics (US), Corp. (together, the “**Applicants**”); **AND UPON** reviewing the Affidavit of Michael Saitow, sworn July 21, 2025 and the Affidavit of Mark Dickinson, sworn July 28, 2025 (the “**Dickinson Affidavit**”); **AND UPON** reviewing the Second Report of Richter Inc. in its capacity as proposal trustee of the Applicants (in such capacity, the “**Proposal Trustee**”); **AND UPON** noting that each of the Applicants filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the “**BIA**”) on July 2, 2025; **AND UPON**

hearing submissions by counsel for the Applicants, counsel for the Proposal Trustee and any other counsel or other interested parties present **AND UPON** noting that capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Order of the Honourable Justice Gill, granted July 4, 2025 (the “**July 4 Order**”);

IT IS HEREBY ORDERED THAT:

SERVICE

1. The time for service of the application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today, and no person other than those persons served is entitled to service of the application.

EXTENSION OF TIME TO FILE A PROPOSAL

2. The time within which the Applicants are required to file a proposal to their creditors under section 50.4(9) of the BIA is hereby extended to September 15, 2025.

SECOND KEY EMPLOYEE RETENTION PLAN

3. The second key employee retention plan (the “**Second KERP**”), as described in the Dickinson Affidavit, is hereby approved and the Applicants are authorized to make payments contemplated thereunder in accordance with the terms and conditions of the Second KERP.
4. The KERP Charge established and defined at paragraph 19 of the Order of the Honourable Justice Gill granted in these proceedings on July 4, 2025 shall be increased from \$90,000 to the aggregate amount of \$222,921, and shall apply equally to, and secure, all payments contemplated to the Key Employees referred to in the Second KERP.

SALES AND INVESTMENT SOLICITATION PROCESS

5. The Sale and Investment Solicitation Process (subject to any amendments thereto that may be made in accordance therewith and with this Order, the “**SISP**”) attached as Exhibit B to the Dickinson Affidavit is hereby approved, and the Applicants and the Proposal Trustee

are hereby authorized and directed to implement the SISP in accordance with the terms thereof and do all things reasonably necessary to conduct and give full effect to the SISP and implement and carry out the terms and, furthermore, the Applicants and Proposal Trustee are hereby authorized to enter into any resulting agreement(s) or transaction(s) (collectively, the “**SISP Agreements**”) which may arise in connection thereto, as the Applicants and the Proposal Trustee determine are necessary or advisable in connection with or in order to complete any or all of the various steps, as contemplated in and subject to the conditions in the SISP.

6. Nothing herein shall act as authorization or approval of the transfer or vesting of any or all of the Applicants’ property, assets, or undertakings under any SISP Agreements, or otherwise. Such transfer and vesting shall be dealt with and shall be subject to further Order of this Honourable Court.
7. The Applicants and the Proposal Trustee are hereby authorized and empowered to apply to this Honourable Court to amend, vary, or seek any advice, directions, or the approval or vesting of any transactions, in connection with the SISP.
8. The Proposal Trustee, its affiliates, partners, directors, employees, and agents and controlling persons shall have no liability for any and all losses, claims, damages or liabilities of any nature or kind to any person in connection with or as a result of the SISP, except to the extent such losses, claims, damages or liabilities arise or result from the gross negligence or wilful misconduct of the Proposal Trustee in performing its obligations under the SISP, as determined by this Court.

INCREASE TO THE INTERIM FACILITY

9. The Amended and Restated Interim Financing Term Sheet attached as Exhibit C to the Dickinson Affidavit (the “**Amended and Restated Interim Financing Term Sheet**”) is hereby approved.
10. Paragraph 12 of the July 4 Order is hereby amended to delete reference to “\$1.5 million” and replace it with “\$3.5 million”, and all referenced in the July 4 Order to the Interim

Financing Term Sheet shall be deemed to refer to the Amended and Restated Interim Financing Term Sheet.

MISCELLANEOUS

11. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Justice of the Court of King's Bench of Alberta

Schedule “B”

COURT FILE NUMBER BK01-095558
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Clerk's Stamp

COURT COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF ATTABOTICS INC. AND ATTABOTICS (US), CORP.

APPLICANTS ATTABOTICS INC. and ATTABOTICS (US), CORP.

DOCUMENT **RESTRICTED COURT ACCESS ORDER**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
Phone: 416.862.4908 / 403.260.7071
Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

DATE ON WHICH ORDER WAS PRONOUNCED: July 29, 2025

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice P.R. Jeffrey

UPON THE APPLICATION of ATTAbotics Inc. and ATTAbotics (US), Corp. (together, the “**Applicants**”) for a restricted court access order in respect of Confidential Exhibit “A” (the “**Confidential Exhibit**”) to the Affidavit of Mark Dickinson, sworn July 28, 2025 (the “**Dickinson Affidavit**”); **AND UPON** reviewing the Michael Saitow, sworn July 21, 2025, the Dickinson Affidavit and the Second Report of Richter Inc. in its capacity as proposal trustee of the Applicants (in such capacity, the “**Proposal Trustee**”); **AND UPON** noting that the Applicants submitted the “Notice to Media of Application to Restrict Access” on July 21, 2025 in accordance

with Rule 6.32 of the Alberta *Rules of Court*, Alta Reg 124/2020 (the “**Rules**”); **AND UPON** hearing submissions by counsel for the Applicants, counsel for the Proposal Trustee and any other counsel or other interested parties present;

IT IS HEREBY ORDERED THAT:

1. The Confidential Exhibit shall be sealed on the Court file, kept confidential, and shall not be available for public inspection pending further Order of this Court.
2. The Clerk of the Court shall file the Confidential Exhibit in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL EXHIBIT TO
THE AFFIDAVIT OF MARK DICKINSON, SWORN JULY 28, 2025.
PURSUANT TO THE RESTRICTIVE COURT ACCESS ORDER
ISSUED BY THE HONOURABLE JUSTICE P.R. JEFFREY ON
JULY 29, 2025, THE CLERK OF THE COURT SHALL NOT
RELEASE THE CONFIDENTIAL EXHIBIT TO THE PUBLIC
PENDING FURTHER OF THIS COURT.

3. Leave is hereby granted to any person affected by this Restricted Court Access Order to apply to this Honourable Court for a further order modifying or varying the terms of this Restricted Court Access Order, with such application to be brought on no less than 5 days’ notice in accordance with the *Rules*.
4. Service of this Order shall be deemed good and sufficient by serving same on the Service List maintained for this Action. No other persons are entitled to be served with a copy of this Order.

Justice of the Court of King’s Bench of Alberta

Schedule “C”

COURT FILE NUMBER BK01-095558
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COURT COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF ATTABOTICS INC. AND
ATTABOTICS (US), CORP.

APPLICANTS **ATTABOTICS INC. and ATTABOTICS (US), CORP.**

DOCUMENT **FIAT**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
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Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

The Clerk of the Court shall file the Affidavit of Michael Saitow, sworn July 21, 2025 in the above noted matters notwithstanding that the jurat is signed electronically.

Justice of the Court of King’s Bench of Alberta