



COURT FILE NUMBER
COURT
JUDICIAL CENTRE OF

2001 - 08434
COURT OF QUEEN'S BENCH OF ALBERTA
CALGARY

MATTER

IN THE MATTER OF SECTION 192 OF THE
CANADA BUSINESS CORPORATIONS ACT,
R.S.C. 1985, C. C-44, AS AMENDED

AND IN THE MATTER OF A PROPOSED
ARRANGEMENT OF 12178711 CANADA INC.,
CALFRAC WELL SERVICES LTD., CALFRAC
(CANADA) INC., CALFRAC WELL SERVICES
CORP. and CALFRAC HOLDINGS LP, by its
General Partner CALFRAC (CANADA) INC.

APPLICANTS:

12178711 CANADA INC., CALFRAC WELL
SERVICES LTD., CALFRAC (CANADA) INC.,
CALFRAC WELL SERVICES CORP. and
CALFRAC HOLDINGS LP, by its General Partner
CALFRAC (CANADA) INC.

RESPONDENT:

Not Applicable

DOCUMENT

ORIGINATING APPLICATION

CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

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NOTICE TO THE RESPONDENTS

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: July 13, 2020
Time: 3:00 p.m.
Where: Calgary Courts Centre, 601 – 5th Street S.W., Calgary
(Virtual Courtroom Via Webex)
Before: The Honourable Justice Blair Nixon

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

Basis For This Claim:

12178711 Canada Inc. ("**Calfrac Arrangeco**"), Calfrac Well Services Ltd., Calfrac (Canada) Inc., Calfrac Well Services Corp. and Calfrac Holdings LP, by its general partner CCI. (each an "**Applicant**" and collectively, the "**Applicants**") state that:

1. Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed to them in the Affidavit of Ronald P. Matheson, sworn July 13, 2020 (the "**Affidavit**").
2. Calfrac Arrangeco is a corporation existing under the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "**CBCA**").
3. The Applicants intend to seek approval of this Honourable Court of:
 - (a) an arrangement pursuant to Section 192 of the CBCA (the "**Arrangement**"). The Arrangement will be effected by way of a plan of arrangement involving the Applicants (the "**Plan of Arrangement**");
 - (b) a Preliminary Interim Order (as defined below);
 - (c) an interim order pursuant to Section 192(4) of the CBCA to address the calling, holding and conducting of meetings of affected stakeholders to consider the Plan

Arrangement (collectively, the "**Meetings**") and other related relief (the "**Interim Order**"); and

- (d) a final order approving the Arrangement pursuant to sections 192(3) and 192(4) of the CBCA (the "**Final Order**").

- 4. All statutory requirements under section 192 of the CBCA have been or will have been satisfied by the hearing of the within Application.

- 5. It is impracticable to effect the result contemplated by the Arrangement to be proposed under any provision of the CBCA other than Section 192.

- 6. This Originating Application has been put forward in good faith and is in the best interests of the Applicants and their stakeholders.

- 7. The requested provisions of the Preliminary Interim Order relating to a stay of proceedings in respect of the Applicants and the tolling of certain limitation and cure periods are within the scope of subsection 192(4) of the CBCA and are reasonable and required in the circumstances.

- 8. The directions set forth in the Preliminary Interim Order (if granted), the Interim Order (if granted), the Final Order (if granted), and the requisite approval of affected stakeholders will be followed and obtained by the hearing of the within Originating Application.

Remedy Sought:

- 9. The Applicants respectfully request the following relief:
 - (a) a preliminary interim order (the "**Preliminary Interim Order**") pursuant to Section 192(4) of the CBCA in connection with the Proposed Arrangement regarding the Applicants, including:
 - (i) a stay of proceedings and the tolling of certain limitation and cure periods;

- (ii) the setting of a record date for the determination of the Senior Unsecured Noteholders and Common Shareholders entitled to notice of, and to vote at the Meetings;
 - (iii) deeming service of notice of this Application on all parties to be good and sufficient;
- (b) such further and other orders, declarations and directions as this Honourable Court may deem just.

Affidavit or Other Evidence to be Used in Support of this Application:

- 10. The Affidavit of Ronald P. Mathison, sworn July 13, 2020.
- 11. Such further and other material as counsel to the Applicant may advise and this Honourable Court permits.

Applicable Acts and regulations:

- 12. Section 192 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended
- 13. Such further and other Acts and regulations as counsel may advise.

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.