



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

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

THE HONOURABLE)

WEDNESDAY, THE 26th

JUSTICE MCEWEN)

DAY OF APRIL, 2023

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

**AND IN THE MATTER OF IMERYS TALC AMERICA, INC., IMERYS TALC VERMONT, INC.,
AND IMERYS TALC CANADA INC.**

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

**ORDER
(RECOGNITION OF MEDIATION EXTENSION ORDERS AND STIPULATION ORDER)**

THIS MOTION, made by Imerys Talc Canada Inc. ("ITC") in its capacity as the foreign representative (the "**Foreign Representative**") of itself, Imerys Talc America, Inc., and Imerys Talc Vermont, Inc. (collectively, 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 video conference.

ON READING the affidavit of Eric Danner sworn April 21, 2023 (the "**Fifth Danner Affidavit**") 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 KPMG Inc., in its capacity as information officer (the "**Information Officer**"), and those other parties listed on the counsel slip, no one else appearing although served as evidenced by the Affidavit of Service of Philip Yang sworn April 21, 2023, filed;

SERVICE

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 MEDIATION EXTENSION ORDERS AND STIPULATION ORDER

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

3. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the District of Delaware (the "**US Court**") made in the insolvency proceedings of the Debtors under chapter 11 of title 11 of the United States Bankruptcy Code is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) *Order Approving Stipulation and Agreement by and Among the Mediation Parties Regarding the Term of Mediation*, entered on October 31, 2022 [Docket No. 5196] (the "**Fifth Mediation Extension Order**");
- (b) *Order Approving Stipulation and Agreement by and Among the Mediation Parties Regarding the Term of Mediation*, entered on January 23, 2023 [Docket No. 5375] (the "**Sixth Mediation Extension Order**");
- (c) *Order Approving Stipulation and Agreement by and Among the Mediation Parties Regarding the Term of Mediation*, entered on March 29, 2023 [Docket No. 5490] (the "**Seventh Mediation Extension Order**"); and
- (d) *Order Approving Revised Stipulation and Agreement Permitting Imerys Talc Canada Inc. and Imerys Talc Vermont, Inc. to Make Payments to Imerys Talc America, Inc. for Chapter 11 Costs*, entered on April 7, 2023 [Docket No. 5504] (the "**Stipulation 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 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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(COMMERCIAL LIST)
Proceeding commenced at Toronto

ORDER
(RECOGNITION OF MEDIATION
EXTENSION ORDERS AND
STIPULATION ORDER)

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