COURT FILE NUMBER	B303 389146
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
	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 ONSITE3D LTD., ONSITE3D INDUSTRIAL SERVICES LTD., and ONSITE3D DIGITAL SOLUTIONS LTD.
DOCUMENT	**APPLICATION**

Clerk's Stamp

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

OGILVIE LLP
Barristers & Solicitors
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Attention:	**Susy Trace / Kaitlynd Hiller**
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File No.:	74349.1

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent

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

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

Date:	July 22, 2026
Time:	2:00 pm
Where:	Edmonton Courts via WebEx, Virtual Courtroom 86 https://albertacourts.webex.com/meet/virtual.courtroom86
Before whom:	The Honourable Justice J.S. Little

Remedy claimed or sought:

1. The Applicants, ONSITE3D Ltd. ("**Onsite3D**"), ONSITE3D Industrial Services Ltd. ("**Onsite3D Industrial**"), and ONSITE3D Digital Solutions Ltd. ("**Onsite Digital**") (each a "**Company**" and collectively, the "**Companies**"), seek an order, pursuant to sections 50.6 of the *Bankruptcy and Insolvency Act,* RSC 1985, c B-3 (the "***BIA***"), substantially in the form attached as **Schedule "A"** hereto:

   (a) abridging time for service of this Application and deeming service good and sufficient, if necessary;

   (b) validating service of this Application;

   (c) approving an interim lending term sheet for debtor-in-possession financing (the "**DIP Term Sheet**") between the Companies and Turtle Island Engineering & Consulting Ltd. (the "**Interim Lender**"), and declaring that the Property is subject to a security and charge (the "**Interim Lender's Charge**") in favour of the Interim Lender to secure the payment and performance of the Companies' indebtedness, liabilities and obligations under the DIP Term Sheet;

   (d) declaring that the previously granted Administration Charge on all of the Companies' present and after-acquired property (the "**Property**") and the Interim Lender's Charge (collectively, the "**BIA Charges**") are priority charges ranking ahead of any and all charges, security interests, liens, trusts, deemed trusts, and encumbrances against the Property, including liens and trusts created by federal and provincial legislation, and that as between themselves the BIA Charges rank in the following order of priority: (i) first, the Administration Charge; and (ii) second, the Interim Lender's Charge; and

   (e) such further and other relief as this Honourable Court may deem appropriate or necessary.

Grounds for making this application:

Background

2. The Companies are an Indigenous-owned group of companies that are pioneers in providing advanced industrial manufacturing and digital engineering technology services in Alberta. The Companies are incorporated pursuant to the laws of the Province of Alberta.

3. On June 22, 2026, the Companies each filed a Notice of Intention to Make a Proposal (the "**NOIs**") pursuant to section 50.4 of the *BIA.* G. Chan & Associates Inc. was appointed as the proposal trustee (the "**Proposal Trustee**") of the Companies at the time of filing the NOIs.

Stay Extension and Administration Charge

4. Pursuant to the *BIA* section 50.4(8), the Companies are required to put forward a proposal within 30 days from the filing of the NOIs, unless granted an extension by this Honourable Court.

5. On July 9, 2026, this Honourable Court extended the stay of proceedings to September 5, 2026.

6. On July 9, 2026, this Honourable Court also granted the Applicants' application for an Administration Charge in the amount of $250,000 over the Applicants' Property to secure the fees of the Companies' legal counsel, Ogilvie LLP, G. Chan & Associates Inc. in its capacity as Proposal Trustee and its legal counsel, Sharek Logan & van Leenan LLP (collectively, the "**Administrative Professionals**").

Interim Financing

7. Section 50.6 of the *BIA* provides the Court with the jurisdiction to authorise interim financing and to order that a security or charge granted to secure the interim financing will rank in priority over the claim of any secured creditor of the debtor.

8. The Companies have negotiated an interim lending term sheet with Turtle Island Engineering & Consulting Ltd. (the "**DIP Term Sheet**") pursuant to which the Interim Lender has agreed to provide the Companies with debtor-in-possession financing to fund the Companies' operations and working capital requirements during the Proposal Proceedings, as well as the professional fees and expenses incurred in connection therewith.

9. The Companies' operating cash flows alone are insufficient to fund both their ongoing operations and the professional fees and costs associated with the Proposal Proceedings.

10. The cash flow statements of the Companies for the period June 22, 2026 to September 18, 2026 assume that the Companies are able to obtain interim financing of $650,000 by the week ending July 17, 2026.

11. Without access to interim financing, the Companies will be unable to sustain their operations and formulate a viable proposal, which would result in a bankruptcy that would produce a significantly worse outcome for creditors.

12. It is a condition of the DIP Term Sheet that the Interim Lender be granted a priority charge on the Companies' Property to secure amounts advanced thereunder. The Companies seek an Order declaring that the Property is subject to the Interim Lender's Charge in favour of the Interim Lender.

Priority of BIA Charges

13. The Companies seek a declaration from this Honourable Court that the BIA Charges rank in priority to all charges, security interests, liens, trusts, deemed trusts, and encumbrances against the Property, including liens and trusts created by federal and provincial legislation, and that the BIA Charges rank, as between themselves, in the following order of priority: (a) first, the Administration Charge; and (b) second, the Interim Lender's Charge.

14. The proposed priority ranking is necessary and appropriate in the circumstances. The Administration Charge is ranked first because the continued engagement of the Administrative Professionals is essential to the success of the Proposal Proceedings, and these professionals would be unable to continue providing their services without adequate

security for their fees. The Interim Lender's Charge is ranked second, as the Interim Lender has required a priority charge as a condition of providing the DIP financing, and the Companies would be unable to fund their operations during the Stay Period without access to this facility.

Material or evidence to be relied on:

15. First Affidavit of Wade Tyler Eno, sworn July 6, 2026;

16. First Affidavit of Kyle Pickering, sworn July 20, 2026;

17. First Report of the Proposal Trustee dated July 7, 2026;

18. Bench Brief of the Applicants; and

19. Such further and other material as counsel may advise.

Applicable rules:

20. Rules 6.3(1) and 6.9(1) of the *Alberta Rules of Court,* Alta Reg. 124/2010.

Applicable Acts and regulations:

21. *Bankruptcy and Insolvency Act,* RSC 1985, c. B-3.

Any irregularity complained of or objection relied of:

22. Not applicable to this Application.

How the application is proposed to be heard or considered:

23. Via WebEx, in Virtual Courtroom 86, before the Honourable Justice J.S. Little.

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 at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule A

COURT FILE NUMBER	B303 389146
COURT	Court of King's Bench of Alberta
JUDICIAL CENTRE	EDMONTON
	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 ONSITE3D LTD., ONSITE3D INDUSTRIAL SERVICES LTD., and ONSITE3D DIGITAL SOLUTIONS LTD.
DOCUMENT	**DIP FINANCING APPROVAL ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**OGILVIE LLP** Barristers & Solicitors 2800 Stantec Tower 10220 103 Avenue NW Edmonton, AB T5J 0K4

Attention:	**Susy Trace / Kaitlynd Hiller**
Phone:	780.421.1818
Fax:	780.429.4453
Email:	Strace@ogilvielaw.com Khiller@ogilvielaw.com
File No.:	74349.1

DATE ON WHICH ORDER WAS PRONOUNCED:	July 22, 2026
LOCATION WHERE ORDER WAS PRONOUNCED:	Edmonton, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER:	Justice J.S. Little

UPON THE APPLICATION of the Applicants, ONSITE3D Ltd., ONSITE3D Industrial Services Ltd., and ONSITE3D Digital Solutions Ltd. (each a "**Company**" and collectively, the "**Companies**"); **AND UPON** reading the filed Application and the First Affidavit of Wade Tyler Eno, the First Affidavit of Kyle Pickering sworn July 20, 2026 and the First Report of G. Chan & Associates Inc. (the "**Proposal Trustee**") dated July 7, 2026 and the Affidavit of Service, to be filed; **AND UPON** hearing from counsel for the Companies; **AND UPON** hearing from the Proposal Trustee and any other parties present:

IT IS HEREBY ORDERED THAT:

Service

1. Service of the Application and supporting materials is hereby deemed to be good, timely and sufficient.

Interim Financing

2. The Companies are hereby authorised and empowered to obtain and borrow under the interim lending term sheet for debtor-in-possession financing (the “**DIP Term Sheet**”) between the Companies as borrowers and Turtle Island Engineering & Consulting Ltd. (the “**Interim Lender**”) as lender, in substantially the form attached as **Exhibit “D”** to the First Affidavit of Kyle Pickering, provided that borrowings under the DIP Term Sheet shall not exceed the principal amount of $1,000,000 unless permitted by further order of this Court and agreed to by the Interim Lender.

3. The Interim Lender shall be entitled to the benefit of and is hereby granted a security and charge (the “**Interim Lender’s Charge**”) on all of the Companies’ property, assets, rights and undertakings, real and personal, moveable or immovable, tangible and intangible, legal or equitable, of whatsoever nature and kind, wherever located, both present and future, and now or hereinafter owned or acquired (the “**Property**”) as security for the payment and performance of the indebtedness, liabilities and obligations of the Companies to the Interim Lender under the DIP Term Sheet, which includes any and all advances made under the First Installment and Second Installment (as defined in the DIP Term Sheet).

Priority of BIA Charges

4. The filing, registration or perfection of the Administration Charge (as defined in the First Extension Order granted July 9, 2026) and the Interim Lender’s Charge (collectively, the “**BIA Charges**”) shall not be required, and the BIA Charges shall be enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the BIA Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

5. The BIA Charges shall constitute a security and charge on the Property and such BIA Charges shall rank in priority to all other security interests, trusts, liens, charges, deemed trusts, encumbrances and claims of secured creditors, statutory or otherwise, in favour of any person, including liens and trusts created by federal and provincial legislation (collectively, “**Encumbrances**”). The ranking as between the BIA Charges shall be as follows: (a) first, the Administration Charge; and (b) second, the Interim Lender’s Charge.

6. Except as otherwise provided herein, or as may be approved by this Honourable Court, the Companies shall not grant any Encumbrances over the Property that rank in priority to, or pari passu with, any of the BIA Charges, unless the Companies obtain the prior written consent of the beneficiaries of the BIA Charges or further order of this Court.

7. The BIA Charges shall not be rendered invalid, unenforceable, or otherwise be deemed to be limited in any way by: a) the Companies’ assignment into bankruptcy, whether voluntary, involuntarily or by operation of law; b) any provision(s) in any federal or

provincial statute(s); or c) any negative covenant, prohibition or other similar provision with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing contract, agreement, or instrument of any kind whatsoever entered into by the Companies and any third-party.

Aid and Recognition

8. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Companies, Proposal Trustee and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Companies and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Company, the Proposal Trustee and its agents in carrying out the terms of this Order.

9. This Order is declared to have full force and effect in all provinces and territories in Canada.

General

10. The Companies and the Proposal Trustee may, from time to time apply, to this Court to amend this Order, to seek the advice and direction of this Court, or to seek this Court's approval of transactions.

J.C.K.B.A.