



Form 32 (Rule 8-1(4))

No. S-208894
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

-AND-

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC,
1185729 B.C. LTD. AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

Petitioners

NOTICE OF APPLICATION

[Rule 22-3 of the Supreme Court Civil Rules applies to all forms.]

Names of applicants: the Petitioners

To: the Service List maintained by the Monitor in this proceeding.

TAKE NOTICE that an application will be made by the applicants to Madam Justice Sharma at the courthouse at 800 Smithe Street Vancouver BC V6Z 2E1 on October 2, 2020 at 2:00 p.m., by telephone, for the orders set out in Part 1 below.

Part 1: ORDER(S) SOUGHT

1. The Applicants seek an order in the form attached as **Schedule "B"** to this Notice of Application, providing for, among other things, the following relief:

- (a) abridging the time for service of this notice of application;
- (b) extending the stay of proceedings to and including December 18, 2020;
- (c) authorizing the Petitioner UrtheCast Corp. to act as the foreign representative in respect of the within proceedings for the purposes of having these proceedings recognized in a jurisdiction outside of Canada, and ancillary relief.

Part 2: FACTUAL BASIS

1. The Petitioner, UrtheCast Corp. ("**UrtheCast**", and collectively with its subsidiaries, the "**UrtheCast Group**") is a technology company developing world-first technologies in data services, geo-analytics, machine learning and artificial intelligence.
2. On September 4, 2020, the Petitioners obtained an order in these proceedings (the "**Initial Order**") granting them various relief pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). Among other things, the Initial Order established a stay of proceedings effective until September 14, 2020 (the "**Stay**").
3. On September 14, 2020, the Petitioners obtained an Amended and Restated Initial Order granting them various relief pursuant to the CCAA including an extension of the Stay to October 2, 2020 and approval of a credit facility from 1262743 B.C. Ltd. that shall not exceed USD \$1,000,000.
4. On September 23, 2020, the Petitioners obtained a Revised Amended and Restated Initial Order providing for, among other things, approval of a second interim financing facility up to the maximum amount of USD \$5,000,000.
5. The Petitioners require an extension of the Stay in order to proceed with this CCAA proceeding.

Activities since the First Extension of the Stay

6. Among other things, since the first extension of the Stay on September 14, 2020, the Petitioners have, with the assistance of the Monitor:
 - (a) obtained the Revised Amended and Restated Initial Order referenced above;
 - (b) have worked with the Monitor with a view to preparing a form of solicitation and investment process, which efforts are still ongoing.
7. Since the commencement proceedings, the Petitioners have acted, and continue to act, in good faith and with due diligence to maximize the value to their stakeholders.

8. The Petitioners require the extension of the Stay to December 18, 2020 in order to continue their restructuring efforts in the context of these CCAA proceedings.

Recognition Proceedings

9. As some of the Petitioners are companies incorporated in jurisdictions outside of Canada, the Petitioners have explored the option of having courts in the applicable jurisdictions of these petitioners recognize the within CCAA proceedings as a foreign main proceeding.

10. Furthermore, the term sheet with the second interim lender includes a condition precedent that requires the Petitioners to obtain recognition orders in certain jurisdictions in the United States. The Petitioners anticipate filing materials in the United States Bankruptcy Court for the District of Minnesota seeking, among other things, the entry of an order recognizing the CCAA proceeding herein as the foreign main proceeding and giving full force and effect in the United States to the orders pronounced by this Court.

11. The Petitioners are seeking an order that UrtheCast Corp. be authorized and empowered to act as the foreign representative in respect of the within proceedings for the purposes of having these CCAA proceedings recognized in a jurisdiction outside of Canada, including in the United States pursuant to the *United States Bankruptcy Code*.

Part 3: LEGAL BASIS

1. The Petitioners rely on the CCAA, the Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court.

Extension of the Stay

2. Pursuant to s. 11.02(3) of the CCAA, the Court may extend the stay of proceedings for any period that the Court considers necessary provided that:

- (a) the extension sought is appropriate in the circumstances; and
- (b) the Petitioners have acted and are acting in good faith and with due diligence.

3. Throughout these proceedings, the Petitioners have acted and continue to act and operate in good faith and with due diligence.

4. The extension of the Stay is needed and appropriate in the circumstances to allow the Petitioners to continue their restructuring efforts.

Part 4: MATERIAL TO BE RELIED ON

1. At the hearing of this application, the Petitioners will rely on:

- (a) Third Report of the Monitor, to be filed;
- (b) Affidavit #4 of S. Chu, made September 23, 2020;
- (c) Revised Amended and Restated Initial Order pronounced September 23, 2020; and
- (d) such further material as counsel may advise and the Court permits.

The applicants estimates that the application will take 1 hour.

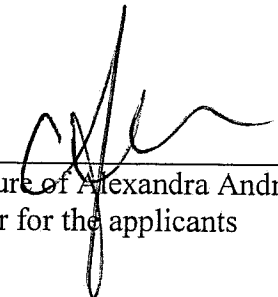
This matter is not within the jurisdiction of a master. Madam Justice Sharma is seized of this proceeding.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;

(iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: October 1, 2020



Signature of Alexandra Andrisoi,
Lawyer for the applicants

THIS NOTICE OF APPLICATION is prepared and delivered by David E. Gruber/Alexandra Andrisoi,
Lawyer for the applicants of the firm Bennett Jones LLP, Barristers & Solicitors, counsel for the Petitioners File No.074202.1, whose place of business and address for delivery is 2500 – 666 Burrard Street, Vancouver, British Columbia, V6C 2X8. Telephone: (604) 891-7500. Facsimile: (604) 891-5100. [andrisoia@bennettjones.com]

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this notice of application

with the following variations and additional terms:

Dated: _____

Signature of Judge Master

Appendix

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

[Check the box(es) below for the application type(s) included in this application.]

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

Schedule "A"

1. 1185781 B.C. Ltd.
2. Deimos Imaging S.L.U.
3. DOT Imaging S.L.U.
4. Geosys Australia PTY
5. Geosys do Brasil Sistemas de Informacao Agricolas Ltda.
6. Geosys Europe Sarl
7. Geosys Holding, ULC (was Geosys Technology Holding LLC)
8. Geosys-Int'l, Inc.
9. Geosys S.A.S.
10. UrtheCast Holdings (Malta) Limited
11. UrtheCast Imaging S.L.U.
12. UrtheCast Investments (Malta) Limited
13. UrtheDaily Corp.

Schedule "B" – Draft Form of Order

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

– AND –

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC.,
1185729 B.C. LTD. AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

ORDER MADE AFTER APPLICATION

(Stay Extension and Foreign Representative Order)

BEFORE THE HONOURABLE)
MADAM JUSTICE SHARMA) October 2, 2020
)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 2nd day of October, 2020, by telephone; AND ON HEARING David E. Gruber, counsel for the Petitioners and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including the Third Report of Ernst & Young, Inc. in its capacity as Monitor (the "**Monitor**"); AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court; AND further to the Revised Amended and Restated Initial Order pronounced by this Court on September 23, 2020 (the "**Revised ARIO**");

THIS COURT ORDERS AND DECLARES THAT:

SERVICE

1. The time for service of the Notice of Application dated October 1, 2020 herein be and is hereby abridged such that the Notice of Application is properly returnable today and service thereof on any interested party is hereby dispensed with.

EXTENSION OF STAY OF PROCEEDINGS

2. The stay of proceedings provided for in the Initial Order pronounced September 4, 2020, as thereafter amended and extended, be and is hereby extended to and including December 18, 2020.

FOREIGN PROCEEDINGS

3. Notwithstanding paragraphs 69 and 70 of the Revised ARIO, the Petitioner UrtheCast Corp. is hereby authorized and empowered to act as the foreign representative in respect of the within proceedings for the purposes of having these proceedings recognized in a jurisdiction outside of Canada.

4. Notwithstanding paragraphs 69 and 70 of the Revised ARIO, the Petitioner UrtheCast Corp. is hereby authorized, to act as the foreign representative of the Petitioners in these proceedings and of the within proceedings, to apply for foreign recognition of these proceedings, as necessary, in any jurisdiction outside of Canada, including but not limited to in the United States pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1532, as amended, and to take such actions necessary or appropriate in furtherance of the recognition of these proceedings or the prosecution of any sale transaction in any such jurisdiction.

5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in any other foreign jurisdiction, to give effect to this Order and to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to UrtheCast Corp. in any foreign proceeding, or to assist the Monitor and their respective agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that each of the Petitioners herein and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and any other Order issued in these proceedings.

GENERAL

7. Endorsement of this Order by counsel appearing on this application other than the counsel for the Petitioners is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of David Gruber,
Lawyer for the Petitioners

BY THE COURT

REGISTRAR

Schedule "A"**List of Petitioners**

1. 1185781 B.C. Ltd.
2. Deimos Imaging S.L.U.
3. DOT Imaging S.L.U.
4. Geosys Australia PTY
5. Geosys do Brasil Sistemas de Informacao Agricolas Ltda.
6. Geosys Europe Sarl
7. Geosys Holding, ULC (was Geosys Technology Holding LLC)
8. Geosys-Int'l, Inc.
9. Geosys S.A.S.
10. UrtheCast Holdings (Malta) Limited
11. UrtheCast Imaging S.L.U.
12. UrtheCast Investments (Malta) Limited
13. UrtheDaily Corp.

Schedule "B"

List of Counsel

Name of Counsel	Party Represented
Colin Brousson	The Monitor