

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

THE HONOURABLE

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TUESDAY, THE 3<sup>rd</sup>

)

MR. JUSTICE MCEWEN

)

DAY OF MAY, 2022

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

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

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

**ORDER  
(RECOGNITION OF FOREIGN ORDERS)**

**THIS MOTION**, made by Imerys Talc Canada Inc. in its capacity as the foreign representative (the "**Foreign Representative**") of 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 due to the COVID-19 crisis.

**ON READING** the affidavit of Eric Danner sworn April 26, 2022 (the "**Third Danner Affidavit**"), the Fifth Report of KPMG Inc., in its capacity as information officer (the "**Information Officer**") dated April 28, 2022, each filed, 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 the Information Officer, and those other parties listed on the counsel slip, no one else appearing although served as evidenced by the Affidavit of Ben Muller sworn April 29, 2022, 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 FOREIGN ORDER**

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

3. **THIS COURT ORDERS** that the following orders of the United States Bankruptcy Court for the District of Delaware made in the insolvency proceedings of the Debtors under Chapter 11 of Title 11 of the United States Bankruptcy Code are 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 Settlement with Magris Performance Materials Inc.*, entered on April 18, 2022 [Docket No. 4755] (the “**Magris Settlement Order**”);
- (b) *Order Granting Motion by Allianz-Affiliated Insurers to be Included as a “Mediation Party” in Mediation of Insurance Issues*, entered on February 9, 2022 [Docket No. 4605] (the “**Allianz Mediation Order**”);
- (c) *Order Approving Stipulation and Agreement by and Among the Mediation Parties Regarding the Term of Mediation*, entered on March 11, 2022 [Docket No. 4652] (the “**First Mediation Extension Order**”); and
- (d) *Order Approving Stipulation and Agreement by and Among the Mediation Parties Regarding the Term of Mediation*, entered on April 15, 2022 [Docket No. 4753] (the “**Second Mediation Extension 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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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF IMERYYS TALC AMERICA, INC., IMERYYS TALC VERMONT, INC., AND IMERYYS TALC CANADA INC.  
APPLICATION OF IMERYYS TALC CANADA INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

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

3 May 22

Order to go as per the draft filed and signed. The relief sought is fair and reasonable. The motion is supported by the Information Officer and otherwise unopposed. Magris supports the relief sought concerning the Settlement Order.



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

Proceeding commenced at Toronto

**ORDER  
(RECOGNITION OF FOREIGN ORDERS)**

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