

COURT FILE NUMBER BK01-095558
BK01-095559

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

Clerk's Stamp

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 ATTABOTICS INC. AND
ATTABOTICS (US) CORP.

APPLICANTS ATTABOTICS INC. AND ATTABOTICS (US) CORP.

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
Phone: 416.862.4908 / 403.260.7071
Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

NOTICE TO THE RESPONDENTS

This application is made against you.

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

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

Date: July 29, 2025

Time: 3:00 p.m. MDT

Where: By Webex:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

Before Whom: The Honourable Justice P.R. Jeffrey in Commercial Chambers

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

Remedy claimed or sought:

1. The applicants, ATTAbotics Inc. (“**ATTAbotics**”) and ATTAbotics (US) Corp. (together with ATTAbotics, the “**Applicants**”), seek an Order substantially on the terms attached hereto as **Schedule “A”**, *inter alia*:
 - (a) abridging the time for service of notice of this Application, deeming service of notice of this Application to be good and sufficient, and declaring that there is no other person who ought to have been served with notice of this Application;
 - (b) extending the time within which the Applicants are required to file a proposal to their creditors under section 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the “**BIA**”) to September 15, 2025 (the “**Stay Period**”);
 - (c) approving the second key employee retention plan (the “**Second KERP**”), increasing the KERP Charge established and defined at paragraph 19 of the Order of the Honourable Justice Gill granted in these proceedings on July 4, 2025 (the “**July 4 Order**”) from \$90,000 to a maximum aggregate amount to be confirmed, and declaring that the KERP Charge shall apply equally to, and secure, all payments contemplated to the Key Employees by the Second KERP; and
 - (d) such further and other relief as counsel may request and this Honourable Court may grant.

Grounds for making this application:

Background

2. Capitalized terms used but not otherwise defined in this Application have the meanings given to such terms in the July 4 Order.
3. ATTAbotics is a private corporation incorporated under the laws of Canada. ATTAbotics US is a wholly owned subsidiary of ATTAbotics incorporated under the laws of the State of Delaware. The Applicants have developed and commercialized the world’s first 3D robotics supply chain management system.

4. On June 18, 2025, Export Development Canada served the Applicants with a Demand for Payment and Notice of Intention to Enforce Security pursuant to s. 244 of the BIA. In order to preserve the value of the business and the value of the security for the benefit of all stakeholders, the Applicants filed Notices of Intention to Make a Proposal under the BIA on July 2, 2025 (the “**NOI Proceedings**”).
5. On July 4, 2025, the Honourable Justice Gill granted the July 4 Order which, among other things: (a) procedurally consolidated the NOI Proceedings into one estate; (b) granted an Administration Charge in an amount not to exceed \$300,000; (c) granted a D&O Charge in an amount not to exceed \$200,000; (d) approved the Interim Facility pursuant to an Interim Financing Term Sheet in an amount up to \$1.5 million and granted an Interim Lender’s Charge to secure all obligations of the Applicants with respect thereto; and (e) approved a key employee retention plan (“**KERP**”) and granted a KERP Charge to secure any payments to Key Employees under the KERP in an amount not to exceed \$90,000.

Stay Extension

6. The Interim Financing Term Sheet required, among other things, that the Applicants diligently pursue options to sell their assets and business or obtain investment in ATTAbotics. Accordingly, since commencement of the NOI Proceedings, the Applicants and the Proposal Trustee have undertaken a targeted solicitation process (the “**Solicitation Process**”) to identify parties potentially interested in pursuing a transaction for the assets or business of the Applicants or an investment in ATTAbotics.
7. Such Solicitation Process has included, among other things: (a) contacting 201 parties in writing to invite them to participate in the Solicitation Process; (b) circulating a short teaser letter detailing the Applicants and the opportunity; (c) negotiating and executing 31 non-disclosure agreements (“**NDAs**”) with interested parties (with a further 9 NDAs remaining under discussion); and (d) facilitating access to the data room for parties that executed the NDAs, updating the data room as additional due diligence information was requested by interested parties, responding to numerous due diligence requests, and attending management meetings with interested parties.

8. Non-binding expressions of interest (“**EOIs**”) in the Solicitation Process are to be received by the Proposal Trustee on or before July 25, 2025 at 1:00 p.m. (ET). Upon receipt of the EOIs, the Applicants expect to finalize a formal sale and investment solicitation process (the “**SISP**”) that is targeted and responsive both to the volume of EOIs received and the scope of such EOIs.
9. The extension of the Stay Period is necessary to allow the SISP to be undertaken by the Applicants and the Proposal Trustee for the benefit of the Applicants’ stakeholders.
10. The Applicants have acted, and continue to act, in good faith and with due diligence in these NOI Proceedings. Since commencement of the NOI Proceedings on July 2, the Applicants have, in conjunction with the Proposal Trustee, conducted the Solicitation Process and undertaken extensive engagement with key stakeholders. The requested extension of the stay period is necessary and appropriate in the circumstances.

Second KERP and Increase of KERP Charge

11. In order to facilitate these NOI Proceedings, the Applicants terminated the employment of 192 employees on June 30, 2025, leaving only a skeleton crew of 11 employees (one of whom is on medical leave) to assist the Applicants to navigate these NOI Proceedings.
12. The individuals who remain employed with the Applicants were all identified as business critical and necessary to maximize the chances of success of these NOI Proceedings. The Applicants accordingly sought, and the Court approved, a KERP in the July 4 Order to facilitate and encourage the continued employment of such individuals.
13. In accordance with the July 4 Order, the Applicants intend to pay the KERP payments to the applicable employees on August 1, 2025, and are accordingly seeking the Second KERP to facilitate and encourage the continued employment of these individuals during the extended Stay Period for all the reasons previously identified.

Material or evidence to be relied on:

14. The Affidavit of Michael Saitow, sworn July 21, 2025;

15. The Second Report of the Proposal Trustee, to be filed; and
16. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

17. Rules 1.2, 1.3, 3.2(2)(d), 3.8, 11.27 and 13.5 of the Alberta *Rules of Court*, Alta Reg 124/2010;
18. The *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended; and
19. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

20. None.

How the application is proposed to be heard or considered:

21. Before the Honourable Justice Jeffrey in Commercial Chambers via Webex.

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 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.

Schedule “A”

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APPLICANTS ATTABOTICS INC. and ATTABOTICS (US), CORP.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE **OSLER, HOSKIN & HARCOURT LLP**
AND CONTACT Suite 2700, Brookfield Place
INFORMATION OF 255 – 6th Avenue SW
PARTY FILING THIS Calgary, AB T2P 1N2
DOCUMENT

Solicitors: Marc Wasserman / Emily Paplawski
Phone: 416.862.4908 / 403.260.7071
Email: mwasserman@osler.com / epaplawski@osler.com
Matter: 1269907

DATE ON WHICH ORDER WAS PRONOUNCED: July 29, 2025

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice P.R. Jeffrey

UPON THE APPLICATION of ATTAbotics Inc. and ATTAbotics (US), Corp. (together, the “**Applicants**”); **AND UPON** reviewing the Affidavit of Michael Saitow, sworn July 21, 2025; **AND UPON** reviewing the Second Report of Richter Inc. in its capacity as proposal trustee of the Applicants (in such capacity, the “**Proposal Trustee**”); **AND UPON** noting that each of the Applicants filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the “**BIA**”) on July 2, 2025; **AND UPON**

hearing submissions by counsel for the Applicants, counsel for the Proposal Trustee and any other counsel or other interested parties present;

IT IS HEREBY ORDERED THAT:

SERVICE

1. The time for service of the application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today, and no person other than those persons served is entitled to service of the application.

EXTENSION OF TIME TO FILE A PROPOSAL

2. The time within which the Applicants are required to file a proposal to their creditors under section 50.4(9) of the BIA is hereby extended to September 15, 2025.

SECOND KEY EMPLOYEE RETENTION PLAN

3. The second key employee retention plan (the “**Second KERP**”), as described in the ● Affidavit, is hereby approved and the Applicants are authorized to make payments contemplated thereunder in accordance with the terms and conditions of the Second KERP.
4. The KERP Charge established and defined at paragraph 19 of the Order of the Honourable Justice Gill granted in these proceedings on July 4, 2025 shall be increased from \$90,000 to the aggregate amount of \$●, and shall apply equally to, and secure, all payments contemplated to the Key Employees referred to in the Second KERP.

MISCELLANEOUS

5. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Justice of the Court of King’s Bench of Alberta