2023 01G 0841

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of 15444781 Canada Inc.

AND IN THE MATTER OF the *Companies' Creditors Arrangement Act,* R.S.C. 1985, c. C-36, as amended ("**CCAA**")

ORDER

BEFORE THE HONOURABLE JUSTICE ALEXANDER MACDONALD:

UPON IT APPEARING THAT the Applicant, 15444781 Canada Inc. (the "**Applicant**") has applied for an order to, among other things, make an interim distribution to creditors, to extend the stay of proceedings, and to approve the Monitor and its counsels fees and activities pursuant to the CCAA;

AND UPON READING the materials filed by the Applicant, the Monitor's Seventh Report dated December 1, 2023, the Supplement to the Seventh Report dated December 8, 2023 and the Monitor's Reports previously filed in this proceeding; and

AND UPON HEARING the submissions of Joe Thorne, counsel for the Applicant, Alex MacFarlane, counsel for the Monitor, and such other counsel that were present, no one else appearing for any party although duly served as outlined in the affidavit of service dated Joe Thorne, dated December 5, 2023;

	Filed	Dec 11/23 JK

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DEFINITIONS

1. **THIS COURT ORDERS** that, unless otherwise indicated or defined herein, capitalized terms used in this Order shall have the meanings given to them in the Initial Order, the FARIO, or the Approval and Reverse Vesting Order, dated September 11, 2023 (the "**ARVO**").

SERVICE

2. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this application is properly returnable today and hereby dispenses with further service thereof.

STAY PERIOD

3. **THIS COURT ORDERS** that the Stay Period as defined in the ARVO is hereby extended until May 19, 2025.

INTERIM AND FINAL DISTRIBUTION

4. **THIS COURT ORDERS** that the Monitor is hereby directed and empowered to make:

(a) an interim distribution of (i) available cash held by the Monitor, less the Distribution Holdback of $500,000 and Municipal Tax Holdback of $1,205,223 and (ii) the AuTECO Shares (the "**Interim Distribution**") held by the Applicant through ComputerShare Trust Company of Canada, as escrow agent (the "**Escrow Agent**") to the applicable secured creditors in accordance with their respective priorities and proportions as set out in **Schedule A** to this Order; and,

(b) a final distribution of AUD$7.5 million in cash and AUD$7.5 million in AuTECO shares, as well as the balance remaining of the Distribution Holdback and the Municipal Tax Holdback, after the Monitor completes the Remaining Duties (the

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"**Final Distribution**") from the Stage Two Purchase Price to the remaining priority creditors, if any, and applicable secured creditors in accordance with their respective priorities and proportions as set out in **Schedule A** to this Order.

5. **THIS COURT ORDERS** that the Monitor is hereby authorized, directed, and empowered to take such further steps that it deems necessary or desirable, in consultation with the applicable secured creditors, to complete the Interim Distribution and the Final Distribution, including but not limited to:

(a) determining the valuation methodology to be used in respect of the distribution in kind and/or liquidation of the share consideration (collectively the "**Shares**") received as part of the Stage One Purchase Price, or to be received as part of the Stage Two Purchase Price by the Escrow Agent; and

(b) issuing a direction, substantially in the form set out in **Schedule B** to this Order (the "**Distribution Direction**"), to the Escrow Agent in respect of the requested distribution and/or liquidation of all, or any part or parts, of the Shares to the applicable secured creditors in accordance with their respective priorities and proportions.

6. **THIS COURT ORDERS** that neither the Monitor nor the Applicant shall incur any liability as a result of making the Interim Distribution, the Final Distribution, or as a result of any step taken to complete such distributions as authorized by this Order.

7. **THIS COURT ORDERS** that notwithstanding:

(a) the pendency of these proceedings;

(b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") in respect of the Applicant and any bankruptcy order issued pursuant to any such applications;

(c) any assignment in bankruptcy made in respect of the Applicant; or

(d) the provisions of any federal or provincial legislation;

any distribution made pursuant to this Order is final and irreversible and shall be binding upon any trustee in bankruptcy that may be appointed in respect of the Applicant, and shall not be void or voidable by creditors of the Applicant, nor shall any such distributions constitute or be deemed to be fraudulent preferences, assignments, fraudulent conveyances, transfers-at-undervalue or other reviewable transactions under the BIA or any other applicable federal or provincial law, nor shall they constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interests of any person, and shall, upon the receipt thereof, be free of all claims, liens, security interests, charges or other encumbrances granted by or relating to the Applicant.

APPROVAL OF THE MONITOR'S ACTIVITIES AND FEES

8. **THIS COURT ORDERS** that the Monitor's Seventh Report, dated December 1, 2023, and the activities of the Monitor set out in the Seventh Report are hereby approved, provided however, that only the Monitor, in its personal capacity and only with respect to its own liability, shall be entitled to rely upon or utilize in any way such approval.

9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as detailed in the Seventh Report are approved.

DIP CHARGE AND ADMINISTRATION CHARGE

10. **THIS COURT ORDERS** that the DIP Charge, as established in the Initial Order and amended from time to time, is hereby released and discharged.

11. **THIS COURT ORDERS** that the Administration Charge, as established in the Initial Order and amended from time to time, is hereby reduced to CAD$500,000.00.

SEALING ORDER

12. **THIS COURT ORDERS** that the Confidential Supplement to the Seventh Report, dated December 11, 2023, shall be sealed with the Court until the Interim Distribution herein has been completed, or until further Order of this Court.

GENERAL

13. **THIS COURT ORDERS** that this Order shall be subject to provisional execution notwithstanding any appeal therefrom.

14. **THIS COURT DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

15. **THIS COURT DECLARES** that the Monitor, and/or the Applicant shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States or elsewhere, for orders which aid and complement this Order. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Monitor and/or the Applicant as may be deemed necessary or appropriate for that purpose.

16. **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 Monitor and/or the Applicant 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 Applicant and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Newfoundland and Labrador Time on the date hereof.

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SCHEDULE A

PROPOSED DISTRIBUTION

15444781 Canada Inc. (Rambler Group)
Proposed Distribution Analysis
Subject to Adjustments

Cash Available for Interim Distribution

		Source	FX		$CAD
Cash on hand: December 1, 2023			1.00		21,310,038
Less: Priority Payables					
Priority/Secured/Restructuring Claims Filed		*Claim as Filed*			*Priority Payables*
WEPP Super Priority	CAD	114,627	1.00	CAD	114,627
CRA: Deemed Trust for Source Deductions	CAD	3,189,689	1.00	CAD	3,189,689
Government of Newfoundland & Labrador (HAPSET)	CAD	612,334	1.00	CAD	612,334
Less: Holdbacks					*Holdbacks*
Municipal Tax Holdback	CAD	1,205,223	1.00	CAD	1,205,223
Distribution Holdback				CAD	500,000
Cash Available for Interim Distribution				CAD	15,688,165

Claim Elections Received- In Order of Priority per Intercreditor Agreement

1. NewGen - Cap Amount (per Intercreditor)	Cash - Interim
2. Sandstorm	Cash only - Interim and Final
3. NewGen - Remaining Beyond Cap Amount	Available cash and shares (up to Claim) Interim; Cash in Final
4. Elemental	Cash then shares as available - up to Claim, Interim and Final
5. Transamine	Remaining consideration available

Consideration Available for Distribution (Estimate)

		Source	VWAP- 10 Day	FX	Consideration ($CAD)	
Interim Cash	CAD	15,688,165	*N/A*	1.00	15,688,165	*As at Dec. 1, 2023*
Interim Shares		600,000,000	0.034	0.90	18,360,000	*Estimate based of VWAP*
Final Cash	AUD	7,500,000	*N/A*	0.90	6,750,000	*$7.5M AUD, assumes FX constant*
Final Shares	AUD	7,500,000	*N/A*	0.90	6,750,000	*$7.5M AUD, assumes FX constant*
Balance of Holdbacks					TBD	
Consideration Available for Distribution to Senior Creditors					47,548,165	

Distribution Waterfall (Estimate)

Distribution to Senior Creditors in order of Priority		Claim	Distribution Election- Consideration in $CAD: Interim Distribution: Cash	Interim Distribution: Shares	Final Distribution: Cash	Final Distribution: Shares	Balance of Distribution Holdback	Total Distribution $CAD	Recovery
NewGen - Cap Amount (per Intercreditor)	CAD	13,573,000	13,573,000					13,573,000	100%
Sandstorm	CAD	2,414,656	2,115,165		299,491			2,414,656	100%
NewGen - Remaining Beyond Cap Amount	CAD	14,129,613		14,129,613	-			14,129,613	100%
Elemental *(GT revised estimate of interest to 12.11.23*	CAD	21,569,362		4,230,387	6,450,509	6,750,000	TBD	17,430,896	81%
Transamine	CAD	4,868,637						-	-
Senior Creditors' Claims	CAD	56,555,269	15,688,165	18,360,000	6,750,000	6,750,000	-	47,548,165	84%

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SCHEDULE B

DISTRIBUTION DIRECTION

SCHEDULE B

Form of Notice of Release

Date: ●, October 2023

TO: Computershare Trust Company of Canada ("**Escrow Agent**")

Pursuant to Section 7(a) of the Escrow Agreement entered into as of October ●, 2023 by and among AUTECO MINERALS LTD ("**Purchaser**"), **15444781 CANADA INC.** ("**NewCo**") and the Escrow Agent (the "**Escrow Agreement**"), you are hereby instructed to release out of the Escrow Shares (as defined in the Escrow Agreement), the following amount of shares: ____________________.

GRANT THORNTON LIMITED, SOLELY IN ITS CAPACITY AS THE COURT APPOINTED MONITOR WITH ENHANCED POWERS OF 15444781 CANADA INC. AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY

Per: ____________________

Name:

Title: