

2022 01G 0709
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Grant Thornton Limited,
as Court-appointed Monitor of 92834 Newfoundland and Labrador Inc.
("92834" of the "**Company**")

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

TWELFTH REPORT OF GRANT THORNTON LIMITED,
IN ITS CAPACITY AS MONITOR
UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36
92834 NEWFOUNDLAND AND LABRADOR INC.

March 1, 2024



Suite 300 - 15 International Place
St. John's, NL A1A 0L4

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INTRODUCTION & PROCEEDINGS TO DATE

Interim Receivership

1. On February 21, 2022, upon the application of PricewaterhouseCoopers Inc., in its capacity as court-appointed receiver and manager of Bridging Finance Inc. and Bridging Income Fund LP (collectively referred to as “**Bridging**”), Grant Thornton Limited (“**GTL**”) was appointed as Interim Receiver (the “**Interim Receiver**”) of all the current and future assets, undertakings and properties (the “**Property**”) of Canada Fluorspar (NL) Inc. and Canada Fluorspar Inc. by Order of the Supreme Court of Newfoundland and Labrador (the “**Court**”).
2. The Interim Receivership Order authorized the Interim Receiver, among other things, to:
 - a) preserve, protect and maintain control over the Property;
 - b) to retain or hire any employees on behalf of CFI;
 - c) to report to, meet with and discuss with such Affected Persons (as defined in the Interim Receivership Order) as the Interim Receiver deems appropriate;
 - d) to utilize monies on hand or borrowed by the Interim Receiver to fund payments of employee payroll obligations, rent, insurance, utilities, and other obligations determined by the Interim Receiver to be integral to the preservation of the Property;
 - e) to commence proceedings for CFI pursuant to the *Bankruptcy and Insolvency Act* (“**BIA**”) or the *Companies’ Creditors Arrangement Act* (“**CCAA**”); and
 - f) to report to the Court and the creditors of Canada Fluorspar (NL) Inc. and Canada Fluorspar Inc. regarding the status of the business and financial affairs of Canada Fluorspar (NL) Inc. and Canada Fluorspar Inc., including its assets, liabilities, accounts payable and other matters deemed relevant by the Interim Receiver.

CCAA Proceedings

3. On March 8, 2022, the Interim Receiver made an application to commence proceedings pursuant to the CCAA and the Court issued an order (“**Initial Order**”) on March 11, 2022. Grant Thornton Limited was appointed Monitor (“**Monitor**”).

4. The Initial Order imposed a stay of proceeding ("**Stay of Proceedings**") against Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., and Newspar (a General Partnership) (collectively referred to as the "**New Entities**").
5. The Initial Order granted an initial Stay of Proceedings and authorized the Monitor, among other things, to:
 - a) Preserve and protect the Business and Property of the New Entities excluding certain property in favour of HSBC Bank of Canada ("**HSBC**");
 - b) Providing the Monitor with certain enhanced powers;
 - c) Approving the debtor in possession financing to allow the New Entities to continue to operate in the ordinary course pending the comeback hearing; and
 - d) Setting down the comeback hearing for March 18, 2022, at 10am NL Time.
6. On March 18, 2022 (via Court order dated March 21, 2021), the Court issued an Amended and Restated Initial Order ("**ARIO**") which affirmed the terms of the Initial Order and granted the Monitor, among other things:
 - a) Authority to file, if deemed appropriate, a plan of compromise and arrangement on behalf of the New Entities;
 - b) Authority to implement operational changes and pursue restructuring opportunities on behalf the New Entities;
 - c) Authority under s. 32 of the CCAA to disclaim or rescind agreements for real property;
 - d) Granted an extension of the Stay of Proceedings to July 10, 2022;
 - e) Empowered the Monitor to run a Sales and Investment Solicitation Process ("**SISP**"), with the terms being outlined in the SISP Process on behalf of the New Entities and approved by the Court via a SISP Order;
 - f) Provided enhanced powers within the CCAA due to the directors of the New Entities resigning and there being no officers;
 - g) Authorized an increase to the DIP Financing Agreement to borrow on behalf of the New Entities in accordance with the DIP Financing Agreement.

7. On June 10, 2022, the Monitor made application to the Court to extend the Stay of Proceedings and extend the SISP. The Court issued an Order regarding the SISP, an extension of the Stay of Proceedings and, among other things:
 - a) Approved of the Monitor's activities to the date of the Third Report of the Monitor of May 30, 2022;
 - b) Granted an extension of the Stay of Proceedings to September 2, 2022;
 - c) Granted and declared that pursuant to section 5(5) of the *Wage Earners Protection Program Act* ("**WEPPA**") the Company's former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and are individuals to whom the WEPPA applies as of March 18, 2022;
 - d) Granted approval of amendments to the SISP Order; and
 - e) Granted approval of amendments to the ARIO Order.
8. On August 24, 2022, the Monitor made application to the Court for, amongst other things, an extension of the Stay of Proceedings and to extend the timelines as outlined in the SISP. The purpose of the second extension was to provide additional time for the Monitor to finalize the Definitive Agreements as required by the SISP Order. The Court issued an Order that, among other things:
 - a) Approved the Monitor's activities to the date of the Fourth Report on August 24, 2022;
 - b) Granted approval of amendments to the SISP Order;
 - c) Granted approval of amendments to the ARIO Order; and,
 - d) Granted an extension of the Stay of Proceedings to October 17, 2022.
9. On October 6, 2022, the Monitor made application to the Court for, amongst other things, an extension of the Stay of Proceedings to February 28, 2023. The purpose of the third extension was to provide additional time for the Monitor to close a proposed transaction and proceed to terminate these CCAA proceedings as contemplated in the Fifth Report of Grant Thornton Limited in its Capacity as Monitor (the "**Fifth Report**"). However, as a result of a Material Adverse Change ("**MAC**"), this application was withdrawn.

10. On October 12, 2022, the Monitor filed with the Court a MAC as described in the Sixth Report of Grant Thornton Limited in its Capacity as Monitor (the “**Sixth Report**”) when the previously selected successful bidder in the SISP did not provide the Monitor a top up of the deposit as contemplated in the proposed transaction described in the Fifth Report. The purpose of the application for an extension of the Stay of Proceedings to February 26, 2023 was to determine next steps in the CCAA Proceedings in consultation with the DIP Lenders. On the same date, the Court issued an Order that, amount other things:
 - a) Approved the Monitor’s activities to the date of the Fifth Report;
 - b) Granted approval of amendments to the ARIO Order; and
 - c) Granted an extension of the Stay of Proceedings to February 26, 2023.
11. On February 16, 2023, the Monitor made an application to the Court for, amongst other things, an extension of the Stay of Proceedings. In addition, the Monitor disclosed to the Court that it had finalized a binding letter of intent (“**LOI**”) with a new successful bidder (“**Purchaser**”). The purpose of the extension of the Stay of Proceedings was to allow the Monitor and the Purchaser to conduct due diligence and finalize Definitive Agreements for a Transaction (“**Transaction**”) pursuant to the SISP Order. On February 21, 2023, the Court issued an Order that, among other things:
 - a) Approved the Monitor’s activities to the date of the Seventh Report;
 - b) Granted approval of amendments to the ARIO Order;
 - c) Granted an extension of the Stay of Proceedings to May 31, 2023; and
 - d) Granted approval for the sealing of the Monitor’s Second Confidential Report until the earlier of:
 - i. The closing of the Transaction for the sale of all of the assets or shares of the Company;
 - ii. The conclusion of the CCAA; or
 - iii. Further order of this Honourable Court.
12. On May 12, 2023, the Monitor made an application to the Court for, amongst other things, a short extension of the Stay of Proceedings and to add CFI Newspar Holdings Inc. to

these CCAA proceedings (together with the New Entities, “CFI”). The purpose of the short extension was to allow the Monitor additional time to finalize Definitive Agreements for the Transaction with the Purchaser, while the addition of CFI Newspar Holdings Inc. into these CCAA Proceedings was to properly allow for the Purchaser the ability to acquire 100% of Newspar as part of the Transaction contemplated by the Definitive Agreements. On May 18, 2023, the Court issued an order that, among other things:

- a) Approved the Monitor’s activities to the date of the Eighth Report;
- b) Granted approval of amendments to the ARIO Order;
- c) Granted an extension of the Stay of Proceedings to June 16, 2023; and
- d) Approved the inclusion of CFI Newspar Holdings Inc. into these CCAA proceedings.

Approval of Transaction through Reverse Vesting Order

13. On May 29, 2023, the Monitor advised the Court that it completed and executed Definitive Agreements for the Transaction with the Purchaser and the Monitor made an application to the Court for, amongst other things, approval of the Second Proposed Transaction, which contemplated closing in the form of a Reverse Vesting Order. On June 7, 2023, the Court issued an order that, among other things:

- a) Approved the Monitor’s activities to the date of the Ninth Report;
- b) Granted approval of amendments to the ARIO Order;
- c) Approved the Transaction and the RVO;
- d) Replaced CFI with 92834 Newfoundland and Labrador Inc. (“**92834**”) as the Applicant within these CCAA Proceedings, and
- e) Granted an extension of the Stay of Proceedings to October 31, 2023

Distribution and Claims Identification Process

14. On October 11, 2023, the Monitor advised the Court that the Second Proposed Transaction had closed successfully and made an application to the Court to, amongst other things, approve an interim distribution to Bridging using the proceeds from the Second Proposed Transaction and requested the Courts approval for the Monitor to

undertake a Claims Identification Process to identify any potential claims which may be in priority to Bridging.

15. On October 25, 2023, the Court issued a Distribution Order, that:
 - a) Approved the Monitor's activities to the date of the Tenth Report;
 - b) Approved fees and disbursements of the Monitor's and the Monitor's legal counsel to August 31, 2023;
 - c) Granted approval of an interim distribution to Bridging; and
 - d) Granted an extension of the Stay of Proceedings to March 31, 2024.
16. Also on October 25, 2023, the Court issued an order ("**Claims Identification Order**") that:
 - a) Empowered the Monitor to undertake a Claims Identification Process with the objective to identify any potential claimants with priority claims to Bridging;
 - b) Approved a Pre-Filing Claims Bar Date of 5:00 p.m. Newfoundland Standard Time on November 25, 2023;
 - c) Approved a Restructuring Claims Bar Date of the later of:
 - i. The Pre-Filing Claims Bar Date; or
 - ii. 5:00 p.m. Newfoundland Standard Time thirty (30) days following the Monitor providing a claims package to a possible restructuring claimant.
17. On January 25, 2024, the Court issued an order ("**Distribution and Appeal Period Order**"), attached as **Appendix "A"** that:
 - a) Provided an extension of the Stay of Proceedings to June 30, 2024;
 - b) Approved a distribution of funds by the Monitor in the amount of \$500,878.46 to Bridging;
 - c) Approved a distribution of funds by the Monitor to the priority claimants identified by the Monitor within the Claims Identification Process;
 - d) Provided an appeal period to February 15, 2024 ("**Appeal Period**") for any claimants that disagreed with the Monitor's determination of their claim within the Claims Identification Process; and

- e) Granted the Monitor the authority to file an assignment into bankruptcy of 92834 upon the distribution of the remaining funds held by the Monitor.
- 18. The preceding reports of Grant Thornton Limited as Interim Receiver and Monitor, and all other information in respect of the interim receivership, and all other information in respect to the CCAA proceeding, are posted on the Interim Receiver's and Monitor's website at www.GrantThornton.ca/CFI. Readers are encouraged to read all previous reports of Grant Thornton Limited, the materials filed with the court in relation to the applications, and all orders of the Court to provide additional information.
- 19. On March 25, 2022, on application by HSBC Bank Canada, the Court appointed Deloitte Restructuring Inc. ("**Deloitte**") as receiver over the accounts receivable of the Company. On January 25, 2024, the Court granted an order ("**Deloitte - Distribution and Discharge Order**"), attached as **Appendix "B"**. Stakeholders wishing additional information on that proceeding are encouraged to contact Deloitte.
- 20. This is the Twelfth Report of the Monitor.

PURPOSE OF THE REPORT

- 21. The purpose of this report (the "**Twelfth Report**") is to advise the Court with respect to the following:
 - a) The activities of the Monitor since January 23, 2024, the date of the Eleventh Report, including any distributions to Bridging and the priority claimants;
 - b) The process by which the Monitor recommends this Court adjudicate the appeals received by February 15, 2024, including a listing of the claimants that have notified to the Monitor of their intention to file an appeal;
 - c) The Monitor's application seeking the following Orders:
 - i. Approving this Twelfth Report, the activities of the Monitor and its counsel;
 - ii. Approving of the Monitor to pay to this Court \$1,230,700.00 for the Town of St. Lawrence appeal; and
 - iii. Approving the Monitor to pay to this Court \$123,078.05 for the Box L Mining and Ranching LLC appeal, if required.

TERMS OF REFERENCE

22. In preparing this Twelfth Report, the Monitor has relied upon unaudited financial information, certain records, financial information and projections, and discussions with Management of the Company and its legal advisors. While the Monitor reviewed various documents provided by the Company and its legal advisors (including, among other things, unaudited internal financial statements and financial projections) and believes that the information therein provides a fair summary of the transactions as reflected in the documents, such work does not constitute an audit or verification of such information for accuracy, completeness or compliance with Generally Accepted Accounting Principles (“GAAP”) or International Financial Reporting Standards (“IFRS”). Accordingly, the Monitor expresses no opinion or other form of assurance pursuant to GAAP or IFRS with respect to such information.
23. In the course of its mandate, the Monitor has assumed the integrity and truthfulness of the information and explanations presented to it by the Company, its Management and other stakeholders, within the context in which such information was presented. To date, nothing has come to the Monitor’s attention that would cause it to question the reasonableness of these assumptions, or accuracy of the information. The Monitor has requested that Management bring to its attention any significant matters which were not addressed in the course of the Monitor’s specific inquiries. Accordingly, this Twelfth Report is based solely on the information (financial or otherwise) made available to the Monitor by the Company and its Management.
24. This Twelfth Report has been prepared for the use of this Court and the Company’s stakeholders as general information relating to the Company and to assist the Court in determining whether to grant the relief sought by the Company. Accordingly, the reader is cautioned that this Report may not be appropriate for any other purpose. The Monitor will not assume responsibility or liability for losses incurred by the reader as a result of the circulation, publication, reproduction or use of this Twelfth Report contrary to the provisions of this paragraph.
25. All references to dollars are in Canadian currency unless otherwise noted.

ACTIVITIES OF THE MONITOR

26. Since the date of the Eleventh Report, the Monitor has, amongst other things:
- a) Provided a distribution to Bridging of \$500,878.46;
 - b) Distributed the funds to the Priority Claimants;
 - c) Continued to engage with management and other consultants of the Purchaser on various transitional activities post-closing of the Transaction;
 - d) Continued to communicate with creditors, appealing claimants and other stakeholders;
 - e) Worked with the Canada Revenue Agency, and various stakeholders to complete required tax filings and implement the RVO;
 - f) Worked with Bridging to transfer over information to Bridging on the Ares Claim pursuant to the section 36.1 order issued by the Court;
 - g) Continued to maintain and address queries sent to the Monitor's email address, Canada.Fluorspar@ca.gt.com;
 - h) Continued to maintain the Monitor's case management website, www.GrantThornton.ca/CFI; and
 - i) Prepared this Twelfth Report.

Second Interim Distribution to Bridging

27. Pursuant to the Distribution and Appeal Period Order, the Monitor completed a second interim distribution to Bridging of \$500,878.46. The Monitor understands the balance owing to Bridging was approximately \$53,887,591 (as estimated by the Monitor in the Eleventh Report) prior to the second interim distribution, and therefore the current estimate of outstanding Secured Debt owed to Bridging, non-inclusive of interest, is approximately \$53,386,713.
28. As noted in the Eleventh Report, the Monitor has requested an HST account be opened for 92834 for the purposes of filing HST returns for the periods post-closing the Transaction. There has been no update on this matter since the Eleventh Report. Should

the Monitor receive any HST refunds, the Monitor intends to distribute such proceeds to Bridging as senior secured creditor.

CCAA Section 36.1 Consent – Ares Claim

29. On application by Bridging, on January 25, 2024, the Court approved the transfer of certain litigation rights with respect of potential claims against Ares Strategic Mining Inc. arising from a failed SISP transactions, pursuant to section 36.1 of the CCAA. The order, and the Monitor's consent, was signed by the Monitor on January 30, 2024, a copy of which is attached hereto as **Appendix "C"**.
30. On application by Bridging, on January 25, 2024, the Court declined to approve the transfer of potential causes of action against the former directors of CFI arising from their conduct pursuant to section 36.1 of the CCAA until such time as the former directors were served. Bridging has advised it is no longer proceeding with this application.

DISTRIBUTION TO PRIORITY CLAIMANTS

31. Pursuant to the Deloitte – Distribution and Discharge Order, the Monitor received from Deloitte the following amounts:
- a) \$46,206.04 to be allocated towards the priority claim to Service Canada for the Wage Earner Protection Program; and
 - b) \$33,966.30 to be allocated towards the priority claim to the Canada Revenue Agency for the deemed trust claim.
32. Pursuant to the Distribution and Appeal Period Order, the Monitor was authorized to distribute \$272,829.76 to the priority claimants. This proposed distribution was included paragraph 51 of the Eleventh Report as follows:

Eleventh Report - Proposed Distribution to Priority Claimants	
Wage Earner Protection Program	\$ 52,536.84
Canada Revenue Agency - Deemed Trust	76,438.26
Bank of Montreal	88,561.34
De Lage Landen Financial Services Canada Inc.	34,956.32
Meridian OneCap Credit Corp.	20,400.00
	\$ 272,892.76

33. Of the above priority claimants identified by the Monitor, only Meridian OneCap Credit Corp. (“**Meridian**”) indicated that it had intended to appeal the Monitor’s determination of its claim. The Monitor and Meridian settled the dispute within the Appeal Period, agreeing to an increased distribution to \$27,200. The Monitor received consent from Bridging on this settlement and the Monitor provided this distribution to Meridian accordingly.
34. No other priority claimant filed an appeal with the Monitor during the Appeal Period.
35. Accordingly, the Monitor completed the distribution of funds to all priority claimants as follows:

Final - Distribution to Priority Claimants	
Wage Earner Protection Program	\$ 52,536.84
Canada Revenue Agency - Deemed Trust	76,438.26
Meridian One Cap Credit Corp	27,200.00
Bank of Montreal	88,561.34
De Lage Landen Financial Services Canada Inc.	34,956.32
	\$ 279,692.76

APPEALS PROCESS

36. The Distribution and Appeal Period Order provided for an Appeal Period for all claimants, who filed a claim within the Claims Identification Process, to notify the Monitor whether they intended to appeal the Monitor’s determination of their claim. The Appeal Period expired on February 15, 2024.
37. Pursuant to the Distribution and Appeal Period Order, the Monitor provided notice of the Appeal Period to all claimants that filed a claim with the Monitor within the Claims Identification Process by way of ordinary mail and email. A copy of the notice and an affidavit of service is attached hereto as **Appendix “D”**.
38. The Monitor has received 6 appeals from the following claimants (“**Appealing Claimants**”):

Appealing Claimants	
Inaminka Marine Services Limited	\$ 146,870.02
Richard A. Spellacy	114,350.00
Valmin Fire Protection Limited	93,374.93
Tega Industries Canada Inc.	105,270.01
Box L Mining and Ranching LLC	123,078.05
Town of St. Lawrence	1,230,700.00
	\$ 1,813,643.01

39. The Monitor notes that all Appealing Claimants have filed a Notice of Appeal with the Court, with the exception of the following claimants:

- a) Tega Industries Canada Inc.; and
- b) Box L Mining and Ranching LLC.

APPEALS RECEIVED

40. The Town of St. Lawrence ("**Town**") Appeal:

- a) The Town filed with the Monitor a Pre-Filing Secured Claim of \$1,230,700. The Monitor reviewed the Town's claim and, pursuant to the Claims Identification Order, disallowed the claim in its entirety, a copy of which is attached hereto as **Appendix "E"**.
- b) On February 15, 2024, the Monitor received a Notice of Appeal from the Town, a copy of which is attached hereto as **Appendix "F"**. The Town has retained Benson Buffett as legal counsel.
- c) The Monitor is requesting that the Court adjudicate this appeal. The Monitor has discussed the matter of the Court adjudicating the appeals with Bridging and has agreed that Bridging will assume the Town of St. Lawrence appeal as, fundamentally, this is a priorities dispute between Bridging as the senior secured creditor and the Town of St. Lawrence.
- d) The Monitor is therefore of the view that the most efficient path forward for the estate and the Appealing Claimants is for the Monitor to remit the total amount of the Town of St. Lawrence's claim, being \$1,230,700.00, to the Court. Upon the final

determination of the appeals by this Court, the Monitor would then request of the Court to distribute these funds to the successful party.

41. The Inaminka Marine Services Limited (“**IMSL**”) Appeal:

- a) IMSL filed with the Monitor a Pre-Filing Secured Claim of \$146,870.02. The Monitor reviewed IMSL’s claim and, pursuant to the Claims Identification Order, disallowed the claim in its entirety, a copy of which is attached hereto as **Appendix “H”**.
- b) On February 14, 2024, the Monitor received a Notice of Appeal from IMSL’s legal counsel, Deborah L.J. Hutchings Law, a copy of which is attached hereto as **Appendix “H”**.
- c) The Monitor notes that on October 5, 2022, the Federal Court provided an order to IMSL to pay to Canada Fluorspar (NL) Inc. costs for its unsuccessful application to lift the stay against Canada Fluorspar (NL) Inc. in the amount of \$3,500. This amount remains outstanding.
- d) The Monitor notes that on April 20, 2023, the Federal Court provided an order to IMSL to pay to Canada Fluorspar (NL) Inc. costs for its second unsuccessful application to lift the stay against Canada Fluorspar (NL) Inc. in the amount of \$5,000. This amount also remains outstanding.

42. The Richard A. Spellacy (“**Mr. Spellacy**”) Appeal:

- a) Mr. Spellacy filed with the Monitor a Pre-Filing Secured Claim of \$68,000 and a Restructuring Secured Claim of \$46,350. The Monitor reviewed both of Mr. Spellacy’s claims and, pursuant to the Claims Identification Order, disallowed the claim in its entirety, a copy of which is attached hereto as **Appendix “I”**.
- b) On February 14, 2024, the Monitor received a Notice of Appeal from Mr. Spellacy’s legal counsel, Deborah L.J. Hutchings Law, a copy of which is attached hereto as **Appendix “J”**.

43. Due to the Monitor’s extensive knowledge garnered as a result of multiple Federal Court applications undertaken by IMSL and Mr. Spellacy. The Monitor is of the view that it can most efficiently see the adjudication of the IMSL and Mr. Spellacy claims to completion.

44. Regarding the IMSL appeal and the Mr. Spellacy appeal, the Monitor is requesting the Court establish the process and to schedule various dates to hear the appeals from these two claimants, together with a deadline of filing any applicable application materials relating to each appeal. The Monitor will provide notice to these claimants of the upcoming hearing on March 7, 2024, and request their attendance for scheduling purposes.
45. The Valmin Fire Protection Limited (“**VFPL**”) Appeal:
- a) VFPL filed with the Monitor a Pre-Filing Unsecured Claim of \$93,374.93. The Monitor reviewed VFPL’s claim and, pursuant to the Claims Identification Order, determined that VFPL’s claim is not in priority to Bridging, a copy of which is attached hereto as **Appendix “K”**.
 - b) On February 9, 2024, the Monitor received a Notice of Appeal from VFPL’s legal counsel, Whalen Law, a copy of which is attached hereto as **Appendix “L”**.
 - c) No funds have been withheld by the Monitor for this claim.
 - d) It is the Monitor’s intent to resolve this claim. Should that be unsuccessful the Monitor will seek to its discharge on notice to VFPL, notwithstanding the appeal.
46. The Tega Industries Canada Inc. (“**TICI**”) Appeal:
- a) TICI filed with the Monitor two Pre-Filing Unsecured Claims in the amount of \$88,943.67 and \$16,326.34. The Monitor reviewed both of TICI’s claims and, pursuant to the Claims Identification Order, determined that both of TICI’s claims are not in priority to Bridging. Copies of both of the Monitor’s determinations are attached hereto as **Appendix “M”**.
 - b) On February 15, 2024, the Monitor received a Notice of Appeal from TICI, a copy of which is attached hereto as **Appendix “N”**.
 - c) No funds have been withheld by the Monitor for this claim.
 - d) It is the Monitor’s intent to seek to resolve this claim. Should that be unsuccessful the Monitor will seek to its discharge on notice to TICI, notwithstanding the appeal.

47. The Box L Mining and Ranching LLC ("**Box L Mining**") Appeal:

- a) Box L Mining filed with the Monitor a Restructuring Unsecured Claim of USD\$90,306. The Monitor has translated this claim to CAD at the Bank of Canada exchange rate on November 25, 2023 of 1.3629.
- b) The Monitor reviewed Box L Mining's claim and, pursuant to the Claims Identification Order, disallowed the claim in its entirety, a copy of which is attached hereto as **Appendix "O"**.
- c) On February 15, 2024, the Monitor received a Notice of Appeal from Box L Mining, a copy of which is attached hereto as **Appendix "P"**.
- d) It is the Monitor's intent to seek to resolve this claim. Should that be unsuccessful the Monitor will pay the balance of this claim into this Court pursuant to paragraph three (3) of the Amended ARIO - #8 on notice to Box L Mining.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

- 48. The Monitor has prepared an updated statement of receipts and disbursements of the accounting of the estate funds to March 1, 2024, a copy of which is attached hereto as **Appendix "Q"**.
- 49. As shown on the statement of receipts and disbursements, the Monitor has funds held in trust totaling \$2,011,306.22. Below is a schedule of the Monitor's intention with these residual funds held in trust:

Schedule of Residual Funds Held in Trust	
Funds on Hand	\$ 2,011,306.22
Less: Remittance to the Court - Town of St. Lawrence	(1,230,700.00)
Less: Transfer to Bankruptcy Estate	(45,000.00)
	<u>\$ 735,606.22</u>
Less: Administration Charge	\$ (250,000.00)
Less: Claim - Inaminka Marine Services Limited	(146,870.02)
Less: Claim - Richard A. Spellacy	(114,350.00)
Less: Claim - Box L Mining and Ranching LLC	(123,078.05)
	<u>\$ (634,298.07)</u>
Residual Funds Held in Trust	<u>\$ 101,308.15</u>

50. The Monitor intends to withhold the \$735,606.22 in Trust to provide sufficient funds through to the remaining Stay of Proceedings, and to deal with the claims appeal processes of those claims it will deal with.

NO MATERIAL ADVERSE CHANGE

51. The Monitor is not aware of any issue or condition that could be considered a Material Adverse Change pursuant to s.23(1)(d).
52. The Monitor continues to be of the opinion that s.23(1)(h) does NOT apply, and it would be more beneficial to the Company's creditors to continue with the Claims Identification Process within the context of this CCAA proceeding and receive a distribution if applicable therefrom.

NO MATERIAL ADVERSE CHANGE

53. The Monitor continues to be of the opinion that the stakeholders are acting in good faith and with due diligence.

RECOMMENDATION

54. For the reasons set out in this Twelfth Report, the Monitor respectfully recommends that this Honorable Court:

- (a) Approve the actions, conduct and activities of the Monitor and its legal counsel to the date of this Twelfth Report;
- (b) Approve payment into Court in the amount of \$1,230,700.00 as the amount of the claim from the Town of St. Lawrence;
- (c) Approving the Monitor to pay to this Court \$123,078.05 for the Box L Mining and Ranching LLC appeal, if required; and
- (d) Approved the Monitors proposed appeals process for the IMSL and Mr. Spellacy claims.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 1st day of March, 2024.

**GRANT THORNTON LIMITED,
SOLELY IN ITS CAPACITY AS MONITOR OF 92834 NEWFOUNDLAND AND LABRADOR
INC. AND NOT IN ITS PERSONAL CAPACITY**

Per: 

Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice-President

Appendix A

Distribution and Appeal Period Order

2022 01G 0709

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Grant Thornton Limited, as Court- Appointed Monitor of 92834 Newfoundland and Labrador Inc. ("92834" or the "Company"); and

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

ORDER

Before the Honourable Justice MacDonald;

THIS APPLICATION, made by Grant Thornton Limited ("GTL" or the "Monitor"), in its capacity as Court-Appointed Monitor of the Company, pursuant to the CCAA for an Order substantially in the form filed with the Application heard on this 25th day of January 2024.

ON READING the affidavit of Phil Clarke sworn on the 22nd day of January, 2024 (the "Monitor Affidavit") and the Exhibits thereto and the Monitor's Eleventh Report;

UPON HEARING Counsel for the Monitor and other counsel as they may appear;

IT IS HEREBY ORDERED:

1. THAT the time for service of the within Notice of Motion and materials filed, as set out in the affidavit of service is hereby deemed adequate notice so that this Application is properly returnable today and this Court hereby dispenses with further service thereof.
2. THAT all terms not otherwise defined herein shall have the meaning ascribed to them in the Amended and Restated Initial Order of this Court dated March 18th, 2022 (the "ARIO"), Amendment #1 of ARIO dated June 10th, 2022 (the "Amended ARIO"), Amendment #2 to the



ARIO dated August 30th, 2022 (" 2nd Amended ARIO "), the Amendment #3 to the ARIO dated October 12th 2022 (" 3rd Amended ARIO"), the Amendment # 4 to the ARIO dated February 21st, 2023 ("4th Amended ARIO"), the Amendment #5 to the ARIO dated the May 18, 2023 ("5th Amended ARIO"), the Amendment #6 to the ARIO dated June 7, 2023 ("6th Amended ARIO"), and the Amendment #7 to the ARIO dated October 25, 2023 (" 7th Amended ARIO"), the Monitor's Affidavit and the Monitor's Eleventh Report dated January 23, 2024;

EXTENSION TO THE STAY PERIOD

1. **THIS COURT ORDERS** that the current Stay Period under the CCAA be and is hereby extended to and including the 30th day of June 2024.

DISTRIBUTION OF FUNDS

2. **THIS COURT ORDERS** that the distribution of funds by the Monitor in an amount of \$773,771.22 being \$272,892.76 to the priority claimants and \$500,878.46 to Bridging as set out in the Monitor's Eleventh Report is hereby approved.
3. **THIS COURT ORDERS** that should any claimant appeal the Monitor's proposed distribution of funds by February 15, 2024, the Monitor shall remit the funds subject to the appeal to the Court and reduce the distribution to Bridging accordingly.

BANKRUPTCY OF 92834

4. **THIS COURT ORDERS** that upon distribution of funds by the Monitor as set out in the Monitor's Eleventh Report, the Stay of Proceedings is lifted such that the Monitor be and is hereby empowered to make an assignment into bankruptcy of 92384.

APPROVAL OF THE MONITOR'S ELEVENTH REPORT

5. **THIS COURT ORDERS** that the Monitor's Eleventh Report and the activities of the Monitor and its counsel referred to therein be and are hereby approved; provided, however, that only the

Q

Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 25 day of Jan
2024.

E. Miller

**COURT
OFFICER**

a

Appendix B

Deloitte – Distribution and Discharge Order

2022 01G 0994
SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
GENERAL DIVISION

BETWEEN:

HSBC BANK CANADA

APPLICANT

AND:

CANADA FLUORSPAR (NL) INC.

RESPONDENT

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION made by Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as receiver (the "**Receiver**"), without security, of any and all Receivables and/or Financed Receivables, as such terms are defined pursuant to a Trade Invoice Recourse Financing Facility Agreement between HSBC Bank Canada ("**HSBC**") and Canada Fluorspar (NL) Inc. dated May 25, 2018, as amended, together with all rights and remedies arising thereunder, insurance policies and proceeds resulting therefrom, and proceeds generally (the "**Excluded AR**") for an Order,

- (a) abridging the time for service of the Notice of Motion, filed December 6, 2023 (the "**Notice Of Motion**"), so that this Motion is properly returnable on January 25, 2024, and dispensing with further service thereof;
- (b) approving and authorizing a final distribution of funds in the Receiver's possession to HSBC, as set out in the Final R&D (as defined herein), after deducting the amount of CAD80,172.34 on account of potential priority claims (the "**Priority Claim Reserve**") and an amount equivalent to the professional fees secured by the receiver's charge, as set out in the Fee Affidavits (as defined herein) and the Second Report (as defined herein) (the "**Final Distribution**");
- (c) approving and authorizing the holdback of the Priority Claim Reserve, and the distribution of the Priority Claim Reserve to a later date to satisfy any applicable

and priority *Wage Earner Protection Program Act* (Canada) claims and Canada Revenue Agency source payments, as described in the Second Report;

- (d) approving the fees and disbursements of the Receiver and its legal counsel, Dentons Canada LLP ("**Dentons**"), as set out in the Second Report, the fee Affidavit of James Foran, sworn November 24, 2023 (the "**Foran Affidavit**"), and the fee Affidavit of Robert Kennedy, sworn December 4, 2023 (the "**Kennedy Affidavit**" and together with the Foran Affidavit, the "**Fee Affidavits**");
- (e) approving the Second Report of the Receiver, dated November 24, 2023 (the "**Second Report**"), and the activities of the Receiver as set out therein;
- (f) approving the Receiver's final statement of receipts and disbursements for the period ending October 31, 2023 ("**Final R&D**");
- (g) discharging Deloitte as Receiver effective upon the filing of the Receiver's discharge certificate, attached as Schedule "A" hereto (the "**Receiver's Discharge Certificate**"), certifying that the Remaining Activities (as defined therein) have been completed to the satisfaction of the Receiver; and
- (h) such further and other grounds as counsel may advise and this Supreme Court of Newfoundland and Labrador General Division (the "**Court**") may permit.

was heard this day January 25, 2024.

ON READING the Notice of Motion, and on hearing the submissions of counsel for the Receiver, and any such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Geoffrey Davis-Abraham sworn January 24, 2024, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record is abridged and validated such that this Motion is properly returnable today, and further service of the Motion Record is hereby dispensed with.

DISTRIBUTIONS AND RESERVE

2. **THIS COURT ORDERS** that the Final Distribution is hereby approved and authorized.

3. **THIS COURT ORDERS** that the Priority Claim Reserve is hereby approved and authorized, and that the distribution on account of the allocated priority *Wage Earner Protection Program Act* (Canada) claim in the amount of CAD46,206.04, and the distribution on account of the allocated Canada Revenue Agency unremitted withholding tax claim in the amount of CAD33,966.30, are hereby approved and authorized.

RECEIVER'S ACTIVITIES

4. **THIS COURT ORDERS** that the Second Report, and the activities described therein, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and Dentons, as set out in the Second Report and the Fee Affidavits, are hereby approved, together with the Estimated Fees (as defined in the Second Report).

6. **THIS COURT ORDERS** that the Final R&D is hereby approved.

RECEIVER'S DISCHARGE

7. **THIS COURT ORDERS** that, upon the Receiver filing the Receiver's Discharge Certificate, Deloitte shall be discharged as Receiver, provided however that notwithstanding its discharge herein: (a) Deloitte shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) Deloitte shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte in its capacity as Receiver.

8. **THIS COURT ORDERS** that, upon the filing of the Receiver's Discharge Certificate, Deloitte is hereby released and discharged from any and all liability that Deloitte now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte while acting in its capacities as Receiver, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, upon the filing of the



Receiver's Discharge Certificate, Deloitte is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the receivership, save and except for any gross negligence or wilful misconduct on the Receiver's part.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 25th day of January, 2024.



**COURT
OFFICER**



Schedule "A"
Receiver's Discharge Certificate

2022 01G 0994
SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
GENERAL DIVISION

BETWEEN:

HSBC BANK CANADA

APPLICANT

AND:

CANADA FLUORSPAR (NL) INC.

RESPONDENT

DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of Justice MacDonald of the Supreme Court of Newfoundland and Labrador – General Division (the “Court”) dated March 25, 2022, Deloitte Restructuring Inc. (“Deloitte”) was appointed as receiver (in such capacity, the “Receiver”), over any and all Receivables and/or Financed Receivables, as such terms are defined pursuant to the Trade Invoice Recourse Financing Facility Agreement between HSBC and CFNI dated May 25, 2018 (as amended), together with all rights and remedies arising thereunder, insurance policies and proceeds resulting therefrom, and proceeds generally.
- B. Pursuant to an Order of the Court dated January 25, 2024 (the “Distribution and Discharge Order”), Deloitte was discharged as Receiver, effective upon the filing by the Receiver with the Court of a certificate certifying that Deloitte has completed the Remaining Activities (as defined in the Receiver’s Second Report dated November 24, 2023), provided however that, notwithstanding its discharge: (a) Deloitte shall remain Receiver for the performance of such



incidental duties as may be required to complete the administration of the receivership herein, and (b) Deloitte shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte, in its capacity as Receiver.

THE RECEIVER CERTIFIES the following:

1. The Receiver has paid all amounts, fees, and disbursements required to be paid pursuant to the Distribution and Discharge Order; and
2. The Receiver is satisfied that all Remaining Activities have been completed to the satisfaction of the Receiver.

THIS CERTIFICATE was delivered by the Receiver on _____ [TIME] on _____ [DATE].

Deloitte Restructuring Inc., solely in its capacities as the Court-appointed Receiver of the Excluded AR of Canada Fluorspar (NL) Inc., and not in any other capacity

Per:

Name:

Title:



Appendix C

CCAA Section 36.1 Consent – Ares Claim

2022 01G 0709

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Grant Thornton Limited, as Court-Appointed Monitor of 92834 Newfoundland and Labrador Inc. ("92834" or the "Company");

AND IN THE MATTER OF the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended

ORDER

BEFORE THE HONOURABLE JUSTICE MACDONALD:

UPON IT APPEARING that the Applicant, Bridging Finance Inc., Bridging Income Fund LP and certain related funds, by their court-appointed Receiver and Manager, PricewaterhouseCoopers Inc., has applied pursuant to section 36.1 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("CCAA"), for an order that the Company transfer certain litigation rights in respect of potential claims against Ares Strategic Mining Inc. arising from a failed SISP transaction, as described in the application (the "Ares Claim");

AND UPON IT APPEARING that the Monitor has consented to the proposed order;

AND UPON HEARING Joe Thorne of counsel for the Applicant;

AND UPON READING the materials filed by the Applicant;

IT IS THIS DAY ORDERED THAT:

1. That the Applicant be and hereby is authorized to commence and/or continue and prosecute proceedings in its own name and at its own expense and risk, pursuant to section 36.1 of the CCAA, with respect to the Ares Claim (as described in the application), including any chose in action, the subject-matter of the proceeding, and any document in support thereof, and any relief related or ancillary thereto (the "Proceedings").

2. That all benefits to be derived from the Proceedings shall belong exclusively to the Applicant.
3. That the costs of the Applicant shall be paid from any amounts recovered in connection with the Proceedings, and after paying the said costs, the balance, if any, shall be for the benefit of the Applicant, in addition to any dividends that it may be entitled to out of the Estate of the Company, but only to the extent of its claim.
4. In the event that the Applicant shall recover, by formal court proceeding or by other means, payment of an amount exceeding the value of the Applicant's remaining indebtedness and allowable interest and costs against the Company in any proceeding arising from the assignment described above, the excess amount of such recovery shall be paid to the Monitor for the benefit of the Estate of the Company.
5. That the Monitor shall, within four (4) days of service of this Order upon it, execute an Assignment in the form attached to this Order as **Schedule A** assigning all of its right, title and interest in the subject matter of the Proceedings, and that such assignment shall vest in the Applicant all of the right, title and interest which the Monitor has, had or shall have in the subject matter of the Proceedings by virtue of its position as Monitor.
6. That the Monitor shall not be subject to discovery, and no costs shall be awarded against the Monitor.
7. That, notwithstanding anything contained in this Order, the Applicant's costs of this motion shall be payable first from any amounts which are recovered in connection with the Proceedings.

8. That this Order applies with the necessary modifications to any subsequent proceedings taken in respect of the Company under the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3.

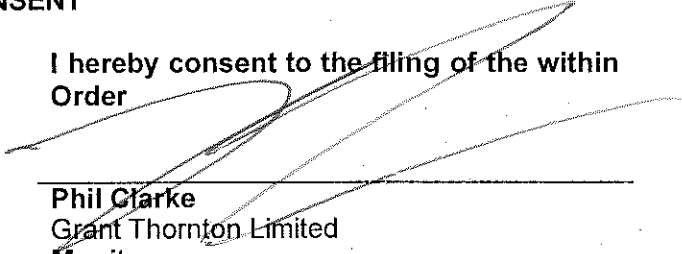
DATED AT St. John's, Newfoundland and Labrador, this 30th day of January, 2024.

CONSENT

I hereby consent to the filing of the within Order

DATE:

January 3, 2024



Phil Clarke
Grant Thornton Limited
Monitor

SCHEDULE A – Assignment

This Assignment made on the 30th day of January, 2024.

B E T W E E N:

**GRANT THORNTON LIMITED, AS COURT-APPOINTED MONITOR OF 92834
NEWFOUNDLAND AND LABRADOR INC.**

Assignor

- and -

**PRICEWATERHOUSECOOPERS INC., IN ITS CAPACITY AS RECEIVER AND
MANAGER OF BRIDGING FINANCE INC., BRIDGING INCOME FUND LP AND
CERTAIN RELATED FUNDS**

Assignee

ASSIGNMENT

WHEREAS Grant Thornton Limited was appointed as Monitor of 92834 Newfoundland and Labrador Inc. (the "**Company**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, by Order dated June 7, 2023;

AND WHEREAS by Order of the Supreme Court of Newfoundland and Labrador dated January , 2024 (the "**Order**"), the Assignee was authorized, *inter alia*, to commence proceedings with respect to certain transactions as described therein (the "**Proceedings**");

AND WHEREAS the Order further directed the Assignor to execute an assignment assigning all of its right, title and interest in and to the subject matter of the Proceedings to the Assignee;

NOW THIS ASSIGNMENT WITNESSES that, in consideration of the premises and pursuant to the directions contained in the Order, the Assignor agrees with the Assignee as follows:

1. The Assignor does hereby assign absolutely to the Assignee all of the estate, right, title and interest in the Proceedings and the subject matter thereof, both at law and in equity, including any documents in support thereof, and any and all rights, claims, demands and causes of action which the Assignor has by reason of or based upon the provisions of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, or otherwise, but without recourse of any kind whatsoever to the Assignor.
2. The Assignor represents and warrants to the Assignee that it has not previously pledged, assigned or encumbered its estate, right, title or interest in the Proceedings or the subject matter thereof.
3. Until such time as the Assignor is discharged as Monitor of the Company, the Assignor agrees to execute and deliver to the Assignee at the Assignee's expense all such further documents and instruments as the Assignee may reasonably require to more fully vest it with the Assignor's estate, right, title or interest in the Proceedings or the subject matter thereof.

Dated at HALIFAX, this 30th day of January, 2024.

Appendix D

Affidavit of Service – Notice to Claimants of Appeal Period

COURT NO.: 2023 01G 0841

AFFIDAVIT OF MONITOR

**In the Matter of the
Companies' Creditors Arrangement Act, R.S.C. 1985, C. c-36, as amended ("CCAA")**

**and in the Matter of
92834 Newfoundland and Labrador Inc. ("92834")**

I, Sam Ellis, of the Monitor's office of Grant Thornton Limited, hereby make oath and say:

THAT on the 29th day of January 2024, I did cause to be sent by email the Notice Letter for the Appeal Period and Order as granted by the Supreme Court of Newfoundland and Labrador dated the 25th of January, 2024 to all Claimants pursuant to the Claims Identification Process of 92834 as listed in the attached **Exhibit "A"**.

THAT on the 30th day of January 2024, I did cause to be sent by ordinary mail the Notice Letter for the Appeal Period and Order as granted by the Supreme Court of Newfoundland and Labrador dated the 25th of January, 2024 to all Claimants pursuant to the Claims Identification Process of 92834 as listed in the attached **Exhibit "A"**.

SWORN BEFORE ME at the City
Halifax, Province of Nova Scotia,
this 2 day of February, 2024.



A Commissioner of the Supreme Court
of Nova Scotia

Corey Hines
A Commissioner of the
Supreme Court of Nova Scotia
Expiry: October 13, 2026



Sam Ellis

In the Matter of the CCAA Proceedings of
9234 Newfoundland and Labrador Inc.
Claims Identification Process - Summary of Claims Received

Claimant		Mailing Address		Email	Claim by Assignment		Debtor		Claim Type	Claim Currency	Claim Amount	Claim as Filed	Claim Determined by Monitor	Included in Proposed Distribution
83	Bank of Montreal	5750 Explorer Drive, Mississauga ON L4W 0A0		jennifer.fozard@bmo.com		No	CFI	Restructuring	CAD		147,602.23	Secured	Disallowed	No
84	Richard A. Spellicy, Master Mariner	130 LaMarchand Road, Suite #201 St. John's NL A1C 2P2		rspellicy@rfa.ca		No	CFI	Restructuring	CAD		46,350.00	Secured	Disallowed	No
Total Claims Received											17,162,872.89			

Hines, Corey

From: CanadaFluorspar
Sent: January 29, 2024 3:49 PM
To: CanadaFluorspar
Subject: CFI - Appeal Period for Claimants to February 15, 2024
Attachments: CFI - Notice for Appeals.pdf; CFI - Order dated January 25, 2024.pdf

To all Claimants:

Pursuant to the attached Order by the Supreme Court of Newfoundland and Labrador (the “**Court**”) on January 25, 2024, an Appeal Period has been granted to allow for any claimant who filed a claim with the Monitor within the Claims Identification Process to appeal the Monitor’s determination of your claim.

Any appeal of the Monitor’s determination of your claim must be made by no later than **February 15, 2024**. Notice of the appeal must be provided to the Monitor and application filed with the Court by February 15, 2024.

The attached Notice and Order will also be sent via ordinary mail to the mailing address as filed with the proof of claim.

Regards,

Grant Thornton Limited

Appendix E

Town of St. Lawrence – Monitor's Determination of Claim



January 24, 2024

Town of St. Lawrence
P.O. Box 128
St. Lawrence, NL A0E 2V0
Attention: Amanda Edwards
via email: Amanda.edwards@townofstlawrence.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Ms. Edwards

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspar Holdings Inc. and Newspar (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claim of the Town of St. Lawrence ("**Town**") dated November 01, 2023 for a Pre-Filing Secured Claim of \$1,230,700.00. The Monitor has completed a review of your claim and makes the following determination:

- The Municipal Taxes Agreement dated February 6, 2022, and amended January 20, 2015 does not provide for interest. The agreement stipulates that the payments are in lieu of municipal taxes including real property, business, water and sewage or other taxes, rates, fees, charges, assessments, or levies of any kind whatsoever. In addition, the Municipal Taxes Agreement in paragraph 13 stipulates that agreement is the entire agreement. The interest claimed of \$281,700 is **DISALLOWED**. (Note – Interest for October 2023 in the amount of \$28,470 was claimed twice and is included in the above amount. This amount would be disallowed as a duplicate in addition to the reasons above.
- The Town has claimed for the entire calendar year 2023 in the amount of \$487,000. The sale of CFI occurred on June 13, 2023. The portion of the 2023 tax due to closing would be \$218,183.56. The amount on account of time due post-closing is \$268,183.56. This amount is **DISALLOWED**.
- The balance of the claim after deducting for the above totals \$680,816.44 (2022 claim of \$462,000 + \$218,183.56 = \$680,816.44).
- The proceeds from the sale of CFI were on account of shares, and not real property (Share Purchase Agreement). The Town's priority for property taxes on leased land, property taxes on structures, and business taxes on structures (no other tax could have priority) is limited to the proceeds of sale associated with real property. Given the proceeds are from the sale of shares, the balance of the claim of \$680,816.44 is **DISALLOWED**.



The Town may have a priority lien over Bridging as a result of CFI's interest in leased lands in relation to real property tax, interest in structures in relation to property tax, and business tax in relation to structures only.

The Monitor intends to seek an order from the Court on January 25, 2024, setting a deadline for any creditor wishing to dispute the Monitor's determination, that notice of said dispute must be received by the Monitor no later than February 15, 2024.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

A handwritten signature in blue ink, appearing to read "Phil Clarke", written over a horizontal line.

Per:
Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

Appendix F

Town of St. Lawrence – Notice of Appeal

From: [Amanda Edwards](#)
To: [Clarke, Phil](#)
Subject: RE: CFI - Monitors Determination and Appeal Process
Date: February 7, 2024 1:04:57 PM
Attachments: [image001.jpg](#)
[image002.png](#)

CAUTION: EXTERNAL EMAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST
DO NOT ENTER YOUR GT PASSWORD ON ANY EXTERNAL EMAIL REQUEST

Good Morning Phil,

Thank you for the attachments and a summary recap of our conversation last week. Mayor Pittman and council discussed the matter at hand **and will be following through with the appeal. Please consider this our notification to appeal the decision of the monitor.** When our legal counsel is engaged, I will send along the contact information of our lawyer for the purpose of communicating the same with Bridging Financing,

Thank you,
Amanda

Amanda Edwards

Town Clerk/Manager

Town of St. Lawrence
PO Box 128
St. Lawrence, NL
A0E2V0

Office-709-873-2222

Cell- 709-873-6177

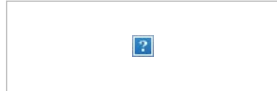
Email: amanda.edwards@townofstlawrence.com

Sent from [Mail](#) for Windows

From: Clarke, Phil <Phil.Clarke@ca.gt.com>
Sent: Wednesday, February 7, 2024 8:42:13 AM
To: Amanda Edwards <amanda.edwards@townofstlawrence.com>
Subject: FW: CFI - Monitors Determination and Appeal Process

Email 2 of 2.

Phil Clarke | Partner
Grant Thornton LLP
Nova Centre, North Tower | Suite 1000 - 1675 Grafton Street | Halifax | NS | B3J 0E9
T +1 902 420 7191 | F +1 902 420 1068
E Phil.Clarke@ca.gt.com | W <http://www.grantthornton.ca/>



Grant Thornton LLP is proud
to be recognized as one of
Canada's best workplaces for
our fifteenth consecutive year!

From: Clarke, Phil
Sent: February 7, 2024 8:11 AM
To: Amanda Edwards <amanda.edwards@townofstlawrence.com>
Subject: FW: CFI - Monitors Determination and Appeal Process
Importance: High

Amanda – Resending as the original bounced back. Sending 2 emails. If you could confirm receipt of them both.

Phil Clarke | Partner
Grant Thornton LLP
Nova Centre, North Tower | Suite 1000 - 1675 Grafton Street | Halifax | NS | B3J 0E9
T +1 902 420 7191 | F +1 902 420 1068
E Phil.Clarke@ca.gt.com | W <http://www.grantthornton.ca/>



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From: Clarke, Phil
Sent: February 7, 2024 8:04 AM
To: Amanda Edwards <amanda.edwards@townofstlawrence.com>
Subject: CFI - Monitors Determination and Appeal Process
Importance: High

Amanda:

Thanks for your patience in getting this email over to you. Further to our call please find attached the following:

- The claim you filed
- The Monitor's determination of the claim
- Appendix A and B – Orders with regards to the claims process
- Appendix I – The is an updated receipts and disbursements which showing money in, and money out.
- CFI January 25, 2024 ARIO Order – **This court order has the February 15 2024 deadline to advise the Monitor you wish to dispute the above noted determination.**

There is no formal form to notify of your intention to dispute. I would request a simple email address to me of your intention to dispute. If you do send an email notice of dispute I would kindly ask that you also copy your legal counsel so I know who it is.

If you do chose to dispute we will be paying the funds into court and letting you and Bridging litigate the matter, or settle between yourselves.

Cheers,

Phil Clarke | Partner
Grant Thornton LLP
Nova Centre, North Tower | Suite 1000 - 1675 Grafton Street | Halifax | NS | B3J 0E9
T +1 902 420 7191 | F +1 902 420 1068
E Phil.Clarke@ca.gt.com | W <http://www.grantthornton.ca/>



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Appendix G

IMSL – Monitor's Determination of Claim



January 23, 2024

Inaminka Marine Services Limited
130 LeMarchant Road, Suite 301
St. John's, NL A1C 2H2
Attention: Richard Spellacy
via email: dspellacy@nf.aibn.com; deborahljhutchings@gmail.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Spellacy

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspaper Holdings Inc. and Newspaper (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claim of Inaminka Marine Services Limited ("**IMSL**") dated November 22, 2023 for a Pre-Filing Secured Claim of \$146,870.02.

You have claimed a maritime lien in connection with consultation services that IMSL provided CFI with respect to CFI's barge. The Monitor **DISALLOWS** your priority claim. No actual repairs were performed on the barge nor was CFI provided any equipment. Consulting services of this nature do not constitute a maritime lien.

The Monitor will **NOT** be including this amount in the proposed distribution in its next Court application set for January 25, 2024.

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection by January 30, 2024.



Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:
Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

Appendix H

IMSL – Notice of Appeal

DEBORAH L.J. HUTCHINGS LAW

Deborah L.J. Hutchings, K.C.
Barrister, Solicitor and Notary
61 Parsonage Drive
St. John's, NL A1A 0J6

(709) 726-3082 (Home) – (709) 682-3278 (Mobile)

February 14, 2024

By Email: CanadaFluorspar@ca.gt.com

Grant Thornton Limited – The Court Appointed Monitor of
92834 Newfoundland and Labrador Inc.
Nova Centre, North Tower
1675 Grafton Street, Suite 1000
Halifax, Nova Scotia B3J 0E9

Dear Sir:

Re: Our Client – Inaminka Marine Services Limited (“Inaminka”)
The Debtor – 92834 Newfoundland and Labrador Inc./Canada Fluorspar
(NL) Inc.
Notice of Appeal – Assessment of Claim by Monitor

In connection with the above noted matter, on behalf of Inaminka we enclose herewith and in compliance with the Order of Justice A. MacDonald dated January 25, 2024, our client's Notice of Appeal.

Since the Supreme Court of Newfoundland and Labrador, General Division (St. John's) is closed today due to a winter storm, we shall file the same with the Court tomorrow. In the event that the Court is closed as well tomorrow, we shall advise you, accordingly.

Trusting that all of the foregoing is found to be in order.

Yours very truly,



Deborah L. J. Hutchings Law
Per: Deborah L.J. Hutchings, K.C.

cc. Geoffrey L. Spencer, McInnes Cooper

2023 01G 0841
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an Appeal of the Assessment
of Grant Thornton Limited, as Court-appointed
Monitor (the “**Monitor**”) of Canada Fluorspar (NL)
Inc. (“**CFI**”) and of 92834 Newfoundland and Labrador Inc.
 (“**92834**” or the “**Company**”) denying the Priority
Claim and Maritime Lien of Inaminka Marine Services
Limited (“**Inaminka**”) against CFI

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

NOTICE OF APPEAL

TAKE NOTICE THAT pursuant to the Order dated January 25, 2024 of the Honourable Justice A. MacDonald in proceedings before this Honourable Court bearing number 2022 01G 0709, Inaminka hereby appeals from the Assessment/Decision of the Monitor dated January 23, 2024 wherein the Monitor disallowed Inaminka’s priority claim and maritime lien, and disallowed the inclusion of Inaminka’s said claim in the Monitor’s proposed distribution of the proceeds from the sale of the assets/shares of CFI pursuant to the CCAA proceedings in the within matter.

AND THAT the grounds of the proposed appeal are:

1. The Monitor erred in fact and law in failing to find that Inaminka has met its burden of proving that it has an *in personam* priority claim against CFI and an *in rem* claim against the Barge H-404 (the “**Barge**”), giving rise to a maritime lien against the Barge, the resulting proceeds therefrom, and a priority claim;
2. The Monitor erred in fact and in law by finding that consultation services, as provided by Inaminka, does not constitute a maritime lien under maritime law;
3. The Monitor erred in fact and in law in finding that no actual repairs were performed upon the Barge by Inaminka nor was there any equipment supplied by Inaminka to the Barge, and concluding in error that such were necessary pre-requisites to give Inaminka a maritime lien and/or a priority claim against the Barge and CFI, respectively;

4. The Monitor erred in fact and law by dismissing Inaminka's priority claim against CFI and maritime lien upon the Barge; and
5. Such further grounds as the evidence and law may indicate and this Honourable Court may permit.

AND THAT Inaminka will ask that the Assessment/Decision appealed from be reversed, rescinded or varied as follows:

1. That the Assessment/Decision of the Monitor disallowing Inaminka's priority claim and maritime lien against CFI and the Barge be set aside in its entirety and an order from this Honourable Court be entered, accordingly; and
2. Inaminka shall have its costs of this Appeal and in the proceedings below; and
3. Such just and equitable relief that this Honourable Court deems appropriate in the circumstances.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 14th day of February, 2023.

DEBORAH L.J. HUTCHINGS LAW

Per: 

DEBORAH L. J. HUTCHINGS, K.C.

Solicitor for the Appellant, Inaminka

Whose address for service is

61 Parsonage Drive

St. John's, NL A1A 0J6

TO: Phil Clarke, CPA, CA, CIRP, LIT
GRANT THORNTON LIMITED
in its Capacity as Court-Appointed Monitor of
92834 Newfoundland and Labrador Inc.
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS B3J 0E9

AND TO: Geoffrey L. Spencer
MCINNES COOPER
Solicitor for GRANT THORNTON LIMITED
in its Capacity as Court-Appointed Monitor
5th Floor, Baine Johnston Centre
10 Fort William Place,
St. John's, NL A1C 5X4

AND TO: Supreme Court of Newfoundland and Labrador
General Division
Registry, St. John's
Duckworth Street
St. John's, NL A1C 6C9

Appendix I

Mr. Spellacy – Monitor's Determination of Claim



January 19, 2024

Richard A. Spellacy, Master Marnier
130 LeMarchant Road, Suite 201
St. John's, NL A1C 2H2
Attention: Richard Spellacy
via email: dspellacy@nf.aibn.com; deborahljhutchings@gmail.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Spellacy

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc.; Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspar Holdings Inc. and Newspar (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claim of Richard A. Spellacy, Master Marnier dated November 24, 2023 for a Pre-Filing Secured Claim of \$68,000.00 and a Restructuring Secured Claim of \$46,350.00 (total of \$114,350).

The claim of November 24, 2024 is materially different than the proof of claim dated September 2, 2022 which was supported by an affidavit of Mr. Spellacy and used to support a caveat. In the September 2, 2022 claim, Mr. Spellacy claimed \$252,900, however, in the November 24, 2023 claim Mr. Spellacy is seeking \$114,350.

Given the November 24, 2023 claim was filed pursuant to the Claims process, and is subsequent to the September 2, 2022 claim, we will be using that claim.

Mr. Spellacy has not provided any written confirmation that he was ever appointed as master of the barge by CFI, or that the appointment was ongoing.

Your Pre-Filing Secured Claim of \$68,000.00 and Restructuring Secured Claim of \$46,350 (total of \$114,350) is **DISALLOWED**. The Monitor will **NOT** be including this amount for distribution in its next Court application set for January 25, 2024.



Grant Thornton

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection at least 2 days prior to the January 25, 2024 Court application.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:

Phil Clarke, CPA, CA, CRRP, LIT
Senior Vice President

Appendix J

Mr. Spellacy – Notice of Appeal

DEBORAH L.J. HUTCHINGS LAW

Deborah L.J. Hutchings, K.C.
Barrister, Solicitor and Notary
61 Parsonage Drive
St. John's, NL A1A 0J6

(709) 726-3082 (Home) – (709) 682-3278 (Mobile)

February 14, 2024

By Email: CanadaFluorspar@ca.gt.com

Grant Thornton Limited – The Court Appointed Monitor of
92834 Newfoundland and Labrador Inc.
Nova Centre, North Tower
1675 Grafton Street, Suite 1000
Halifax, Nova Scotia B3J 0E9

Dear Sir:

Re: Our Client – Richard A. Spellacy (“Spellacy”)
The Debtor – 92834 Newfoundland and Labrador Inc./Canada Fluorspar
(NL) Inc.
Notice of Appeal – Assessment of Claim by Monitor

In connection with the above noted matter, on behalf of Spellacy we enclose herewith and in compliance with the Order of Justice A. MacDonald dated January 25, 2024, our client's Notice of Appeal.

Since the Supreme Court of Newfoundland and Labrador, General Division (St. John's) is closed today due to a winter storm, we shall file the same with the Court tomorrow. In the event that the Court is closed as well tomorrow, we shall advise you, accordingly.

Trusting that all of the foregoing is found to be in order.

Yours very truly,



Deborah L. J. Hutchings Law
Per: Deborah L.J. Hutchings, K.C.

cc. Geoffrey L. Spencer, McInnes Cooper

2023 01G 0841
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an Appeal of the Assessment
of Grant Thornton Limited, as Court-appointed
Monitor (the “**Monitor**”) of Canada Fluorspar (NL)
Inc. (“**CFI**”) and of 92834 Newfoundland and Labrador Inc.
 (“**92834**” or the “**Company**”) denying the Priority
Claim of Richard A. Spellacy (“**Spellacy**”) for Master’s
Wages and resulting Master’s Lien against CFI

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

NOTICE OF APPEAL

TAKE NOTICE THAT pursuant to the Order dated January 25, 2024 of the Honourable Justice A. MacDonald in proceedings before this Honourable Court bearing number 2022 01G 0709, Spellacy hereby appeals from the Assessment/Decision of the Monitor dated January 19, 2024 wherein the Monitor disallowed Spellacy’s priority claim for master’s wages and resulting master’s lien, and disallowed the inclusion of Spellacy’s said claim in the Monitor’s proposed distribution of the proceeds from the sale of the assets/shares of CFI pursuant to the CCAA proceedings in the within matter.

AND THAT the grounds of the proposed appeal are:

1. The Monitor erred in fact and law in failing to find that Spellacy has met his burden of proving that, prior to the appointment of a trustee in bankruptcy for CFI under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, (“**BIA**”) and prior to the appointment of the Monitor under the CCAA, Spellacy was appointed by CFI to act as master of the Barge H-404 (the “**Barge**”) for the purpose of operating the ballast tank system;
2. The Monitor erred in fact and law in failing to find that before the proceedings were commenced under the BIA and the CCAA, wages were due and owing by CFI for the work Spellacy performed for CFI as a master for the Barge, from which the outstanding master’s wages give rise to a master’s lien and a priority claim in the within matter against CFI’s assets, including the Barge, and the proceeds therefrom;
3. The Monitor erred in fact and law by dismissing Spellacy’s priority claim for master’s wages and master’s lien against CFI and the Barge, respectively; and

4. Such further grounds as the evidence and law may indicate and this Honourable Court may permit.

AND THAT Spellacy will ask that the Assessment/Decision appealed from be reversed, rescinded or varied as follows:

1. That the Assessment/Decision of the Monitor disallowing Spellacy's priority claim and Master's Lien against CFI and the Barge be set aside in its entirety and an order from this Honourable Court be entered, accordingly; and
2. Spellacy shall have his costs of this Appeal and in the proceedings below; and
3. Such just and equitable relief that this Honourable Court deems appropriate in the circumstances.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 14th day of February, 2023.

DEBORAH L.J. HUTCHINGS LAW

Per: 

DEBORAH L. J. HUTCHINGS, K.C.
Solicitor for the Appellant, Spellacy
Whose address for service is
61 Parsonage Drive
St. John's, NL A1A 0J6

TO: Phil Clarke, CPA, CA, CIRP, LIT
GRANT THORNTON LIMITED
in its Capacity as Court-Appointed Monitor of
92834 Newfoundland and Labrador Inc.
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS B3J 0E9

AND TO: Geoffrey L. Spencer
MCINNES COOPER
Solicitor for GRANT THORNTON LIMITED
in its Capacity as Court-Appointed Monitor
5th Floor, Baine Johnston Centre
10 Fort William Place,
St. John's, NL A1C 5X4

AND TO: Supreme Court of Newfoundland and Labrador
General Division
Registry, St. John's
Duckworth Street
St. John's, NL A1C 6C9

Appendix K

VFPL – Monitor's Determination of Claim



January 5, 2024

Valmin Fire Protection Limited
PO Box 7384
Clareville, NL A5A 3A1
Attention: Ben Pitcher
via email: bpitcher@valminfireprotection.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Pitcher

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspaper Holdings Inc. and Newspaper (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claim of Valmin Fire Protection Limited dated November 17, 2023 for a Pre-Filing Unsecured Claim of \$93,374.93.

Your Pre-Filing, Unsecured Claim of \$93,374.93 does not rank in priority to Bridging. Therefore, there will be **NO** distribution on this amount.

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection at least 7 days prior to the January 25, 2024 Court application.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:
Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

Appendix L

VFPL – Notice of Appeal

February 9th, 2024

Grant Thornton Limited
Nova Centre, North Tower
Suite 1000 – 1675 Grafton Street
Halifax, Nova Scotia
B3J 0E9

Attn: Court Appointed Monitor of 92834 Newfoundland and Labrador Inc.

Dear Sir/Madam,

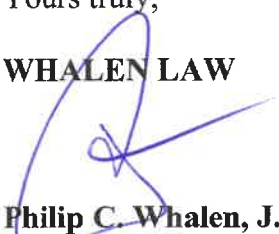
Re: 2023 01G 0841 – Bankruptcy and Insolvency
Our Client – Valmin Fire Protection Limited
Notice of Appeal

Please find enclosed herewith a copy of our Client's Notice of Appeal which has been filed with the Supreme Court of Newfoundland and Labrador.

We trust this is satisfactory.

Yours truly,

WHALEN LAW



Philip C. Whalen, J.D.
PCW/sb
Encl.

**2022 01G 0709 /
2023 01G 0841
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF an application of Grant Thornton Limited, as Court-Appointed Monitor of 92834 Newfoundland and Labrador Inc. ("**92834**" or the "**Company**"); and,

-and-

IN THE MATTER OF the *Companies Creditors Arrangement Act* RSC, 1985 c. C-36 as Amended (the "**CCAA**");

**NOTICE OF APPEAL
OF VALMIN FIRE PROTECTION LIMITED**

1. Valmin Fire Protection Limited ("the Claimant") filed a Proof of Claim with the Court appointed Monitor on November 17th, 2023;
2. Claimant claims an amount of \$93,374.93 arising from installation of fire extinguishing equipment on heavy equipment;
3. On or about January 8th, 2024, the Claimant was notified that the Monitor had rejected the claim and indicated that no distribution would be provided the Claimant;
4. By Order of the Honourable Justice MacDonald dated January 25th, 2024 the Claimant was given until February 15th, 2024 to appeal the Monitor's proposed distribution.

5. The Claimant hereby appeals the distribution as proposed.

Dated at Clarenville, in the Province of Newfoundland and Labrador, this 9 day of February, 2024

 (signature)
Valmin Fire Protection Limited
C/O Benjamin Pitcher
1338 Random Island Road
Weybridge, NL, A5A 3A1

To: Grant Thornton Limited
Nova Centre, North Tower
Suite 1000 – 1675 Grafton Street
Halifax, NS
B3J 0E9

Attn: Court Appointed Monitor for 92834 Newfoundland and Labrador Inc.
canadafluorspar@ca.gt.com

Appendix M

TICI - Monitor's Determination of Claim



January 5, 2024

Tega Industries Canada Inc.
1305 Kelly Lake Road, Unit 1
Sudbury, ON P3E 5P5
Attention: Richa Dhingra & Kasia Marcinkowaska
via email: richa.dhingra@tegaindustries.com
via email: kasia.marcinkowaska@tegaindustries.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Barnes

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newstar Holdings Inc. and Newstar (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claims of Tega Industries Canada Inc. dated November 7, 2023 for a Pre-Filing Unsecured Claim of \$16,326.34.

Your Pre-Filing, Unsecured Claim of \$16,326.34 does not rank in priority to Bridging. Therefore, there will be **NO** distribution on this amount.

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection at least 7 days prior to the January 25, 2024 Court application.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED
In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:
Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

A large, stylized blue ink signature of Phil Clarke is written over the signature block and extends across the bottom of the page.



January 5, 2024

Tega Industries Canada Inc.
1305 Kelly Lake Road, Unit 1
Sudbury, ON P3E 5P5
Attention: Richa Dhingra & Kasia Marcinkowaska
via email: richa.dhingra@tegaindustries.com
via email: kasia.marcinkowaska@tegaindustries.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Barnes

Re: Companies' Creditors Arrangement Act proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspar Holdings Inc. and Newspar (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor hereby confirms receipt of the claims of Tega Industries Canada Inc. dated November 7, 2023 for a Pre-Filing Unsecured Claim of \$88,943.67.

Your Pre-Filing, Unsecured Claim of \$88,943.67 does not rank in priority to Bridging. Therefore, there will be **NO** distribution on this amount.

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection at least 7 days prior to the January 25, 2024 Court application.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:
Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

Appendix N

TICI – Notice of Appeal

Sudbury, Feb 15,2024

Tega Industries Canada Inc.

1305 Kelly Lake Rd, Unit #1

Sudbury, ON, P3E 5P5

Email: kasia.marcinkowska@tegaindustries.com

The Letter of Appeal to the decision of Court dated Jan 5,2024

2023 01G 0841

IN THE SUPREME COURT OF NEWFOUNDLAND AND

LABRADOR IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Grant
Thornton Limited, as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc. ("**92834**"
or the "**Company**")

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

I am writing to appeal of Court decision in the matter of the application # 92834 regarding the claim of CAD 88,943.67 of unpaid Liabilities towards Tega Industries Inc.

I reattached the relevant paperwork pertaining to the transactions with Canada Fluospar.

Sincerely,

Kasia Marcinkowska

Accountant at Tega Industries Canada Inc.

The Letter of Appeal

Kasia Marcinkowska <kasia.marcinkowska@tegaindustries.com>

Thu 2/15/2024 3:47 PM

To:CanadaFluorspar <canadafluorspar@ca.gt.com>

Cc:Richa Dhingra <richa.dhingra@tegaindustries.com>

📎 3 attachments (4 MB)

Canada Fluorspar POs and Invoices.zip; CFI - Claims Process - Tega Industries Canada Inc court response.pdf; The Letter of Appeal.docx;

CAUTION: EXTERNAL EMAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST

DO NOT ENTER YOUR GT PASSWORD ON ANY EXTERNAL EMAIL REQUEST

Good Afternoon,

I attached the Letter of Appeal to The Supreme Court of New Foundland and Labrador in Bankruptcy and Insolvency in the matter of my Initial Claim # 92834, which was turned down.

I attached the required Proof of Claim.

Best regards,

Kasia Marcinkowska | Accountant



PARTNERSHIPS IN PRACTICE

Tega Industries Canada Inc.

Office Address | 1305, Kelly Lake Road, Unit #1 | Sudbury | ON P3E 5P5 | Canada |

Tel : (705) 523 4158 | Fax : (705) 523 8647 | Cell : (647) 580 5629

Web : www.tegaindustries.com | Email : kasia.marcinkowska@tegaindustries.com

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Appendix O

Box L Mining – Monitor’s Determination of Claim



January 15, 2024

Box L Mining and Ranching, LLC
519 Flood Road
Great Falls, MT, 59404 USA
Attention: Patrick Gannon
via email: pgannon@boxlminingandranching.com

Grant Thornton Ltd
Nova Centre, North Tower
Suite 1000, 1675 Grafton Street
Halifax, NS
B3J 0E9
T +1 902 421 1734
F +1 902 420 1068

Dear Mr. Gannon

Re: *Companies' Creditors Arrangement Act* proceedings of 92834 Newfoundland and Labrador Inc. – Claims Identification Process

Pursuant to the Claims Identification Order, dated October 25, 2023 issued by the Supreme Court of Newfoundland and Labrador (the "**Court**"), Grant Thornton Limited, in its capacity as the Court-appointed monitor (the "**Monitor**") of 92834 Newfoundland and Labrador Inc. was authorized to administer a claims identification process (the "**Claims Identification Process**") to identify creditor(s) and amount of claims that have a priority to the first secured creditor Bridging Finance Inc. and Bridging Income Fund LP (formerly Sprott Bridging Income Fund LP) (collectively, "**Bridging**"). The Claims Identification Order governed the filing and identification of all claims against 92834 Newfoundland and Labrador Inc., Canada Fluorspar (NL) Inc., Canada Fluorspar Inc., CFI Newspaper Holdings Inc. and Newspaper (a General Partnership) (collectively, "**CFI**").

Paragraph 28 of the Claims Identification Order empowers the Monitor to, among other things, accept, revise, or disallow each claim and determine the priority asserted by the claim, subject to further determination by the Court if the claimant disputes the Monitor's determination.

The Monitor confirms receipt of the claim of Box L Mining and Ranching, LLC dated November 24, 2023 for a Restructuring Unsecured Claim of USD\$90,306.00.

The Claim relates to tax equalization payments for 2021 and 2022. You are **NOT** entitled to tax equalization payments for the following reasons:

1. The tax equalization payments were discussed with you by CFI in the context of transitioning your contractor role to one of employment with CFI. These discussions occurred prior to the insolvency proceeding and were never finalized. You were ultimately determined by Service Canada to not be eligible for employment and the corresponding Labour Market Impact Assessment ("**LIMA**") was refused on March 10, 2022;
2. The Monitor is of the view that the tax equalization payment discussions were held in the context of Patrick Gannon becoming an employee of CFI. Given the LIMA was refused, and no employment contract was agreed, you were never an employee, and couldn't become an employee, and thus are not eligible for tax equalization payments;
3. Following the refusal of the LIMA, Box L Mining and Ranching, LLC's work permit for Patrick Gannon to be a Management Consultant was extended to May 2023;
4. For the 2021 taxation year, the Monitor filed a T4A on behalf of CFI noting the total payments made to Box L Mining and Ranching, LLC as a non-resident for tax purposes. This treatment continued in 2022.
5. The Management Consultant contract between CFI and Box L Mining and Ranching, LLC does not contemplate tax equalization payments.

For the reasons set forth above, your claim is disallowed in its entirety. Therefore, there will be **NO** distribution on this amount.



Grant Thornton

The Monitor is applying to the Court for, among other things, a distribution of available proceeds to Bridging and CFI's accepted priority creditors on January 25, 2024. Should you wish to dispute the Monitor's determination of your claim, the Monitor requests you provide the Monitor with notice of such objection at least 7 days prior to the January 25, 2024 Court application.

Application materials for the January 25, 2024 Court appearance and the Monitor's Eleventh Report will be posted on the Monitor's website at www.GrantThornton.ca/CFI once available.

Yours truly,

GRANT THORNTON LIMITED

In its Capacity as Court-appointed Monitor of
92834 Newfoundland and Labrador Inc.

Per:

Phil Clarke, CPA, CA, CIRP, LIT
Senior Vice President

Appendix P

Box L Mining – Notice of Appeal

Re: Box L Mining and Ranching LLC Appeal

Patrick Gannon <pgannon@boxlminingandranching.com>

Thu 2/15/2024 3:44 PM

To: Clarke, Phil <Phil.Clarke@ca.gt.com>

Cc: Hines, Corey <Corey.Hines@ca.gt.com>; CanadaFluorspar <canadafluorspar@ca.gt.com>

CAUTION: EXTERNAL EMAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST

DO NOT ENTER YOUR GT PASSWORD ON ANY EXTERNAL EMAIL REQUEST

Phil

Yes I wish to appeal.

On Feb 13, 2024, at 3:47 AM, Clarke, Phil <Phil.Clarke@ca.gt.com> wrote:

Pat:

I have reviewed the materials and I do not see the commitment for equalization with regards to the contract with the company. The discussions with regards to equalization are all in the context of a possible employment contract, which was not approved by the Canadian authorities and therefore never moved forward. Given this we remain of the position the disallowance of your claim is appropriate.

I can appreciate this is not what you want to hear. Should you wish to appeal you have until February 15, 2024 to advise us (email is sufficient). Please let us know who your legal advisor will be.

Regards,

Phil Clarke | Partner

Grant Thornton LLP

Nova Centre, North Tower | Suite 1000 - 1675 Grafton Street | Halifax | NS | B3J 0E9

T +1 902 420 7191 | F +1 902 420 1068

E Phil.Clarke@ca.gt.com | W <http://www.grantthornton.ca/>

<image002.jpg>

 Grant Thornton LLP is proud
to be recognized as one of
Canada's best workplaces for
our fifteenth consecutive year!

From: Patrick Gannon <pgannon@boxlminingandranching.com>

Sent: Tuesday, February 6, 2024 3:45 PM

To: Clarke, Phil <Phil.Clarke@ca.gt.com>; Hines, Corey <Corey.Hines@ca.gt.com>

Cc: CanadaFluorspar <canadafluorspar@ca.gt.com>

Subject: Box L Mining and Ranching LLC Appeal

CAUTION: EXTERNAL EMAIL. DO NOT CLICK ON LINKS OR OPEN ATTACHMENTS YOU DO NOT TRUST

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Phil/Corey

Following up on the phone call today with Corey, it seems you have taken the Nov 7th email from Bill Dobbs out of context, please see the email strings below starting in Oct 2021 laying out the reasoning and proof of intent to maintain my services with my understanding to be "kept whole" as income based in Montana vs any additional or unknown "penalties" or taxes for work in Canada, regardless of as a consultant in an LLC or as an employee going forward.

My Original contract expired Dec 24, 2021, and my services continued in good faith based on both face to face conversations and this email string below confirming my compensation would be "grossed up" so as to not be liable for anymore then my expected deductions, had I been working in Montana, (I.e., the reference to Black Butte Copper Co), this included at the time my incentive bonuses and wages.

As indicated below these emails confirm my work visa was being extended an additional year as a consultant, and the communication clear I would be made whole, this communication was done before the end of the calendar year 2021.

Your consideration of this perspective is greatly appreciated, when you re-read the section of the Nov 7th email below highlighted in green, in my appeal for compensation due for my 2022 services to Grant Thornton.

Thank you
Pat

Appendix Q

Statement of Receipts and Disbursements to March 1, 2024

GRANT THORNTON LIMITED

STATEMENT OF RECEIPTS AND DISBURSEMENTS IN THE MATTER OF
THE COMPANIES' CREDITORS ARRANGEMENT ACT PROCEEDINGS

CANADA FLUORSPAR INC., CANADA FLUORSPAR (NL) INC., CFI NEWSPAR HOLDINGS INC. AND
NEWSPAR (A GENERAL PARTNERSHIP)
FROM FEBRUARY 21, 2022 TO March 1, 2024

	Total	Notes
RECEIPTS:		
Cash on Hand	\$ 51.60	
Purchase - Successful Bidder	24,500,000.00	
Deposit - Successful Bidder	500,000.00	
Deposit - Forfeited by Unsuccessful Bidder	1,250,000.00	
DIP Financing	4,700,000.00	
Funds from Retainer	36,209.50	
HST Collected	5,273.60	
HST Refunds	625,996.90	
Insurance Refund	5,024.71	
Interest	351,232.67	
Misc. Refunds	230,269.32	
Sale of Assets	177,411.65	
Sale of Inventory	2,952,809.15	1
Scrap Metals	36,652.91	
Transfer from Deloitte	80,172.34	
Transfer from Interim Receivership	210,124.80	
TOTAL RECEIPTS	\$ 35,661,229.15	
DISBURSEMENTS:		
Advertising	\$ 19,222.90	
Appraisal Fees	3,882.50	
Change of Locks	562.46	
Commission	15,750.00	
Computer Services	47,075.64	
Environmental	7,155.73	
Equipment Leases / Buyouts	197,040.59	
Filing Fees	72.97	
Freight & Shipping	4,233.80	
Fuel	210,180.38	
HST Paid (ITC)	700,218.17	
Insurance	1,110,615.60	
Interest Expense	3,632.21	
Inventory Trucking to Ship	338,483.00	2
Legal Fees	826,281.73	
Mining Licenses & Leases	255,046.54	
Miscellaneous Fees	4,041.38	
Monitor's Fees & Expenses	1,988,571.75	
Motor Vehicle Registrations	632.62	
Non-resident Withholding Tax Remitted	41,847.90	
Payroll Services	15,650.00	
Professional Services	516,376.04	3
Rent Expense	64,003.23	
Repairs & Maintenance	221,876.35	
Royalty Payments	400,000.00	
Storage	2,456.00	
Supplies	73,586.75	
Taxes	1,081.29	
Travel	54,720.70	
Utilities	498,050.25	
Wages & Benefits	3,084,509.59	
Workers' Compensation (Workplace NL)	36,655.64	
	\$ 10,743,513.71	
PAYMENTS TO PRIORITY CLAIMANTS		
Service Canada - Wage Earner Protection Program	\$ 52,536.84	
Canada Revenue Agency - Deemed Trust	76,438.26	
Meridian One Cap Credit Corp.	27,200.00	
Bank of Montreal	88,561.34	
De Lage Landen Financial Services Canada Inc.	34,956.32	
	\$ 279,692.76	
PAYMENTS TO SECURED CREDITORS		
Repayment of DIP Financing - Bridging Finance	\$ 4,022,790.00	
Repayment of DIP Financing - Province of NL	3,990,639.00	
Interim Distribution - Bridging Finance	14,112,409.00	
Second Interim Distribution - Bridging Finance	500,878.46	
	\$ 22,626,716.46	
TOTAL DISBURSEMENTS	\$ 33,649,922.93	
FUNDS ON HAND	\$ 2,011,306.22	

Notes:

1. Sale of inventory is recorded net of certain disbursements related to brokerage, surveying and shipping, as well as a payment to secured creditor HSBC in the amount of \$2,118,000 USD.
2. Net of amount recovered from settlement with supplier (Farrell's).
3. Various services related to environmental monitoring, 43-101 mine survey and report, and mining consultants.