

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of
Rambler Metals and Mining Canada
Limited and 1948565 Ontario Inc.

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

VESTING ORDER

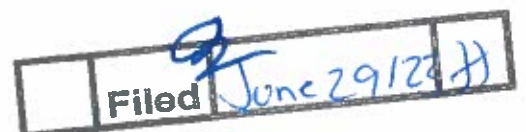
UPON IT APPEARING that Rambler Metals and Mining Canada Limited ("Rambler Canada") and 1948565 Ontario Inc. ("1948") (collectively, the "Rambler Group" or the "Applicants") have applied for a vesting order regarding certain property of Rambler Canada pursuant to sections 11 and 36 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), which application was heard this 29th day of June, 2023;

AND UPON READING the materials filed by the Rambler Group and the Monitor's Fifth Report, dated June 28, 2023;

AND UPON HEARING the submissions of Joe Thorne, counsel for the Rambler Group, and such other counsel that were present, no one else appearing for any party although duly served as outlined in the affidavit of service dated the 28th day of June, 2023;

IT IS ORDERED THAT:

1. the Minutes of Settlement made between Rambler Canada and Transamine S.A. (the "Settlement") dated June 28, 2023 are approved with such minor amendments as the parties and the Monitor may deem necessary;



2. effective immediately upon the filing with this Court of a Monitor's Certificate substantially in the form attached hereto as Schedule A (the "**Monitor's Certificate**"), signed by the Monitor confirming that all terms and conditions under the Settlement have been either satisfied or waived and that the transactions contemplated by the Settlement have been completed to the satisfaction of the Monitor, all right, title and interest of the Applicants in and to all of the accumulated Copper in Concentrate at Goodyears Cove in Lots 293 – 302 of approximately 1,021.43 Copper in Concentrate tonnes all as described in the Settlement (the "**Property**"), shall vest in and to Transamine S.A., absolutely and forever, without limitation, free and clear of and from any and all security interests (whether contractual, statutory or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory or otherwise), liens, executions, levies, charges or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**"), provided, however, that from and after the filing of the Monitor's Certificate with this Court, any and all Claims of or by any persons in or to the Property shall attach to the proceeds derived from the completion of the transactions contemplated by the Settlement and the sale of the Property with the same priority as they had with respect to the Property immediately prior to the completion of the transactions contemplated by the Settlement as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale;
3. Rambler Canada and/or the Monitor are authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Settlement;
4. The Monitor's Fifth Report, dated June 28, 2023, and the activities of the Monitor as described therein are approved;



5. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada in connection with the authority granted hereunder to proceed with and conclude the transaction contemplated by the Settlement.

DATED at St. John's, in the Province of Newfoundland and Labrador, this 29th day of June, 2023.


COURT OFFICER



SCHEDULE A

2023 01G 0841

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MONITOR'S CERTIFICATE

Grant Thornton Limited in its capacity as Monitor of Rambler Metals and Mining Canada Limited and 1948565 Ontario Inc., hereby confirms that all terms and conditions under the Minutes of Settlement made between Rambler Metals and Mining Canada and Transamine S.A. (the "**Settlement**") dated June 28, 2023 have been either satisfied or waived, and that the transaction contemplated by the Settlement has been completed to the satisfaction of the Monitor.

DATED at Halifax, in the Province of Nova Scotia, this ____ day of _____, 2023.

Witness

} **GRANT THORNTON LIMITED**, in its
capacity as Monitor of Rambler Metals and
Mining Canada Limited and 1948565
Ontario Inc.

Per: _____

Name: _____

Title: _____

