

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.

)

THURSDAY, THE 21st

JUSTICE PENNY

)

DAY OF JANUARY, 2016

)

BETWEEN:



RESOURCE CAPITAL FUND V L.P.

Applicant

and

FIRST NICKEL INC.

Respondent

ORDER

THIS MOTION, made by KSV Kofman Inc. ("**KSV**") in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") of the undertaking, property and assets of First Nickel Inc. (the "**Debtor**") for an order, among other things: (i) approving the Report of the Proposed Receiver dated August 19, 2015 (the "**Report of the Proposed Receiver**"), the First Report of the Receiver dated September 3, 2015 (the "**First Report**") and the Second Report of the Receiver dated January 15, 2016 (the "**Second Report**"), and the actions and activities of the Receiver described therein; (ii) authorizing the Receiver to make distributions from time to time to each of Resource Capital Fund V L.P. ("**RCF**") and West Face Long Term Opportunities Global Master L.P. ("**West Face**"); (iii) discharging KSV as the Receiver of the undertaking, property and assets of the Debtor effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with these receivership proceedings

have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule "A" (the "**Discharge Certificate**"); and (iv) releasing KSV from certain liabilities, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report and on hearing the submissions of counsel for the Receiver, and such other counsel as were present, no one else appearing for any other person on the service list:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that each of the Report of the Proposed Receiver, the First Report and the Second Report be and is hereby approved and the actions and activities of the Receiver described therein be and are hereby approved.

3. THIS COURT ORDERS that the Receiver be and is hereby authorized to make distributions from time to time to each of RCF and West Face, or such other person or persons as each may direct, without further Order of this Court, on account of the Debtor's secured indebtedness owing to RCF and West Face for principal, interest and costs up to the amount of such secured indebtedness, in such amounts as RCF and West Face may agree, or pursuant to further order of this Court.

4. THIS COURT ORDERS that the Confidential Appendices to the Second Report be and are hereby sealed until further Order of this Court.

5. THIS COURT ORDERS that upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided that notwithstanding its discharge herein: (a) the Receiver shall remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver 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 KSV in its capacity as the Receiver.

7. THIS COURT ORDERS AND DECLARES that, upon the Receiver filing the Discharge Certificate, KSV is hereby released and discharged from any and all liability that it now has or may hereafter have by reason of, or in any way arising out of, its act or omissions while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, KSV is hereby forever released and discharged from any and all liability relating to matters that were raised, or which would have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



JAN 21 2016

Schedule A – Form of Receiver’s Discharge Certificate

Court File No. CV-15-11082-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

RESOURCE CAPITAL FUND V L.P.

Applicant

and

FIRST NICKEL INC.

Respondent

RECEIVER’S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Mew of the Ontario Superior Court of Justice (the "**Court**") dated August 20, 2015, KSV Kofman Inc. ("**KSV**") was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of First Nickel Inc. (the "**Debtor**").

B. Pursuant to an Order of the Court dated January 21, 2016 (the "**Discharge Order**"), KSV was discharged as the Receiver of the undertaking, property and assets of the Debtor, effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with these receivership proceedings have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its discharge: (a) the Receiver will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of these receivership proceedings; and (b) the Receiver will continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Receiver.

THE RECEIVER CERTIFIES the following:

1. All matters to be attended to in connection with these receivership proceedings have been completed to the satisfaction of the Receiver; and

2. This Certificate was filed by the Receiver on the _____ day of _____, 2016.

**KSV KOFMAN INC., in its capacity as
Receiver of the undertaking, property and
assets of First Nickel Inc., and not in its
personal capacity**

Per: _____

Name:

Title:

RESOURCE CAPITAL FUND V L.P.
Applicant

V. FIRST NICKEL INC.
Respondent

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

Proceeding commenced at Toronto

ORDER

BENNETT JONES LLP
3400 One First Canadian Place
Toronto, Ontario M5X 1A4

Sean Zweig (LSUC #573071)

Tel: (416) 777-6254

Fax: (416) 863-1716

Counsel to the Receiver, KSV Kofman Inc.