



Court File No.: CV-23-00696874-00CL

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

THE HONOURABLE

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TUESDAY, THE 21st

JUSTICE KIMMEL

)

DAY OF NOVEMBER, 2023

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**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF MAGNA GOLD CORP.**

Applicant

CCAA TERMINATION ORDER

THIS MOTION, made by KSV Restructuring Inc. ("**KSV**"), in its capacity as the Court-appointed monitor (the "**Monitor**") of Magna Gold Corp. ("**Magna**" or the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order (the "**CCAA Termination Order**"), *inter alia*: (i) terminating the Applicant's proceedings under the CCAA (the "**CCAA Proceedings**"); (ii) discharging KSV as the Monitor; (iii) approving the First Report of the Monitor dated May 23, 2023 (the "**First Report**"), the Second Report of the Monitor dated July 6, 2023 (the "**Second Report**"), the Supplement to the Second Report of the Monitor dated November 16, 2023 (the "**Supplemental Report**"), and the fees and activities referred to therein; (iv) approving the Estimated Remaining Fees of the Monitor and its counsel, Cassels Brock & Blackwell LLP (the "**Monitor's Counsel**"), for the completion of the remaining activities in the CCAA Proceedings; (v) confirming that the Administration charge and D&O Charge will remain over the Property until all amounts secured by the charges are paid in full; and (vi) releasing KSV from any and all liability that it now has or may hereafter have arising out of the CCAA Proceedings save and except for any claims relating to gross negligence or wilful misconduct.

ON READING the Supplemental Report, and on hearing the submissions of counsel for the Monitor, the Applicant, and such other counsel as appear on the counsel slip, no one else appearing although duly served as appears from the affidavit of service of Stephanie Fernandes, sworn November 17, 2023.

SERVICE

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

DEFINED TERMS

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein have the meaning ascribed to them in the Supplemental Report or the Initial Order of the Honourable Justice McEwen dated March 27, 2023 (as amended and restated on May 29, 2023, the "**Initial Order**"), as applicable.

APPROVAL OF THE MONITOR'S REPORTS, ACTIVITIES AND FEES

3. **THIS COURT ORDERS** that the First Report, the Second Report, the Supplemental Report and the activities of the Monitor referred to therein be and are hereby approved; provided, however, that only the 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.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and the Monitor's Counsel, as set out in the Supplemental Report, be and are hereby approved.

5. **THIS COURT ORDERS** that the Estimated Remaining Fees for the Monitor and the Monitor's Counsel in connection with the completion of the Monitor's remaining duties in these CCAA Proceedings, as set out in the Supplemental Report, be and is hereby approved.

TERMINATION OF THESE CCAA PROCEEDINGS

6. **THIS COURT ORDERS** that upon service on the Service List by the Monitor of an executed certificate in substantially the form attached hereto as Schedule "A" certifying that all matters to be attended to in connection with these CCAA Proceedings have been completed to the satisfaction of the Monitor (the "**Monitor's Certificate**"), these CCAA Proceedings shall be

terminated without any further act or formality (the "**CCAA Termination Time**"), provided that nothing herein impacts the validity of any Orders made in these CCAA Proceedings or any actions or steps taken by any Person pursuant thereto.

7. **THIS COURT ORDERS** the Monitor to file a copy of the Monitor's Certificate with the Court as soon as practicable following the CCAA Termination Time.

8. **THIS COURT ORDERS** that notwithstanding the termination of these CCAA Proceedings at the CCAA Termination Time, each of the Administration Charge and the D&O Charge will remain over the Property with the priority set out in the Initial Order.

9. **THIS COURT ORDERS** that nothing in this Order precludes the Monitor, the Monitor's Counsel and the Applicant's legal counsel from registering security interests against the Applicant in respect of any obligations secured by the Administration Charge and the D&O Charge.

10. **THIS COURT ORDERS** that where there is a registration of security interests, once the Monitor is satisfied in its sole discretion that all obligations secured by the Administration Charge and the D&O Charge, the Monitor or the Monitor's Counsel shall forthwith take the necessary steps to discharge the registrations contemplated in the immediately preceding paragraph.

DISCHARGE OF THE MONITOR

11. **THIS COURT ORDERS** that effective as of the CCAA Termination Time, KSV shall be discharged as the Monitor and, except as specifically set out herein, shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time; provided that, notwithstanding its discharge as Monitor, KSV shall have the authority from and after the CCAA Termination Time to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings, as may be required or appropriate.

12. **THIS COURT ORDERS** that, notwithstanding the Monitor's discharge, the termination of these CCAA proceedings or any other provision of this Order, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, any and all rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, any other Order of this Court granted in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed from and after the CCAA Termination Time, including in connection with any actions that may be taken by the Monitor following the CCAA Termination Time with respect to the Applicant or these CCAA proceedings.

RELEASES

13. **THIS COURT ORDERS** that effective as of the CCAA Termination Time, the Monitor, counsel to the Monitor, and each of their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the CCAA Termination Time in any way relating to, arising out of, or in respect of, the CCAA Proceedings or with respect to their respective conduct in the CCAA Proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or wilful misconduct on the part of the applicable Released Party.

GENERAL

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

15. **THIS COURT ORDERS** that the Applicant or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

16. **THIS COURT ORDERS** that the Applicant and the Monitor shall be authorized to apply as they may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and complement this Order.

17. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this

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Order or to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order.

18. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry or filing.



Digitally signed by
Jessica Kimmel
Date: 2023.11.21
16:33:02 -05'00'

SCHEDULE "A"

FORM OF MONITOR'S CERTIFICATE

Court File No.: CV-23-00696874-00CL

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Applicant

MONITOR'S CERTIFICATE

RECITALS

A. Magna Gold Corp (the "**Applicant**") commenced these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA Proceedings**") pursuant to an initial order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated March 27, 2023 (as amended and restated, the "**Initial Order**"). Among other things, the Initial Order appointed KSV Restructuring Inc. ("**KSV**") as monitor in the CCAA Proceedings (in such capacity, the "**Monitor**").

B. Pursuant to an order of the Court dated November 21, 2023 (the "**CCAA Termination Order**"), KSV is to be discharged as the Monitor effective upon service on the Service List of a certificate confirming that all matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor.

C. Capitalized terms used but not defined herein have the meanings ascribed to them in the CCAA Termination Order.

THE MONITOR CERTIFIES the following:

1. All matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor.

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ACCORDINGLY, the CCAA Termination Time has occurred.

DATED at Toronto, Ontario this ____ day of _____, 202_.

**KSV RESTRUCTURING INC., solely in its
capacity as Monitor of the Applicant, and
not in its personal or corporate capacity**

Per: _____
Name:
Title:

R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF MAGNA GOLD CORP.

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

CCAA TERMINATION ORDER

Cassels Brock & Blackwell LLP

Suite 3200, Bay Adelaide Centre – North Tower
40 Temperance St.
Toronto, ON M5H 0B4

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465

Email: rjacobs@cassels.com

Shayne Kukulowicz LSO#: 30729S

Tel: 416.860.6463

Email: skukulowicz@cassels.com

Counsel to KSV Restructuring Inc., solely in its capacity as Court-appointed Monitor, and not in its personal capacity of Magna Gold Corp.