

No. S-228723 Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

AND

IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF PURE GOLD MINING INC.

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE

THE HONOURABLE JUSTICE WALKER

March 7, 2023

ON THE APPLICATION of the petitioner, Pure Gold Inc. (the "**Applicant**"), coming on for hearing at Vancouver, British Columbia on the 7th day of March 2023; AND ON HEARING Peter Bychawski and Peter L. Rubin, counsel for the Applicant, and those other counsel listed on Schedule "A" hereto; AND UPON READING Affidavit #5 of Chris Haubrich, affirmed on March 2, 2023 (the "**Fifth Haubrich Affidavit**"), and the Third Report of KSV Restructuring Inc. dated March 2, 2023; AND pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985 c. C-36, as amended, the British Columbia *Supreme Court Civil Rules*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES that:

Capitalized Terms

1. Capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in this Court's Amended and Restated Initial Order (the **"ARIO**") granted in these proceedings on November 9, 2022.

Amendment to Interim Financing Facility Approved

2. The Amended and Restated Interim Financing Term Sheet dated February 28, 2023 (the **"Amended DIP Term Sheet**") between the Applicant, as borrower, and Sprott Private Resource Lending II (Collector), LP (the **"Interim Lender**"), as Interim Lender, in substantially the form of

the Amended DIP Term Sheet attached as Exhibit "A" to the Fifth Haubrich Affidavit, is hereby approved.

3. The Applicant is hereby authorized and empowered to obtain and borrow under the credit facility provided for by the Amended DIP Term Sheet in order to finance the continuation of the Business and the preservation of the Property, provided that borrowings under such credit facility shall not exceed US \$15,000,000 unless otherwise permitted by further Order of this Court.

4. The provisions of the ARIO applicable to the credit facility provided for by the Interim Financing Term Sheet, including but not limited to paragraphs 4(c), 24(c), 24(d), 27, and 32 – 43, shall apply, *mutatis mutandis*, to the Amended DIP Term Sheet.

5. Endorsement of this Order by counsel appearing on this application other than counsel for the Applicant is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Peter Bychawski Lawyer for the Applicant

BY THE COURT.

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Registrar



Schedule "A"

Counsel Name	Party Represented
Kibben Jackson	KSV Restructuring Inc.
Colin Brousson	Sprott Private Resource Lending II (Collector), LP, Sprott Private Resource Lending II (CO), Inc., and Sprott Resource Lending Corp.

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