

**SUPERIOR COURT
(Commercial Division)**

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-049079-151

IN THE MATTER OF THE RECEIVERSHIP OF:

**QUÉBEC LITHIUM INC., QLI MÉTAUX INC., RB ENERGY INC. AND SIROCCO
MINING INC.**

Debtors

-and-

KSV KOFMAN INC.

Petitioner

-and-

HALE CAPITAL PARTNERS, L.P.

-and-

INVESTISSEMENT QUÉBEC

-and-

9554661 CANADA INC.

-and-

2242974 CANADA INC. (formerly CONSTRUCTION PROMEC INC.)

-and-

9190-5778 QUEBEC INC.

-and-

3391612 CANADA INC.

-and-

LES STRUCTURES GB LTÉE

-and-

2985080 CANADA INC.

-and-

CONSTRUCTION NORASCON INC.

-and-

J.Y. MOREAU ÉLECTRIQUE INC.

-and-

2950-0519 QUÉBEC INC.

-and-

WSP CANADA INC.

-and-

CONSTRUCTION P.B.M. INC.

-and-

LES INDUSTRIES BLAIS INC.

-and-

BREMO INC. (doing business as REMATECH DIVISION BREMO)

-and-

DYNAMITAGE CASTONGUAY LTÉE

-and-

9222-0201 QUÉBEC INC. (formerly LOCATION DUMCO INC.)

-and-

9208-1777 QUÉBEC INC.

-and-

LES HUILES H.L.H. LTÉE

-and-

PETER SECKER

-and-

RICHARD P. CLARK

-and-

L. SIMON JACKSON

-and-

KEVIN ROSS

-and-

KATHY LOVE

-and-

KERRY KNOLL

-and-

IAN MCDONALD

-and-

STÉPHANE BERTRAND

-and-

ALESSANDRO BITELLI

-and-

BRENDAN PIDCOCK

-and-

ROTHSCHILD INC.

-and-

SGS CANADA INC.

-and-

SCHYAN EXPLORATION INC. / EXPLORATION SCHYAN INC.

-and-

**THE REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF ABITIBI**

-and-

**THE REGISTRAR OF THE PUBLIC REGISTER OF REAL AND IMMOVABLE
MINING RIGHTS**

-and-

**THE REGISTRAR OF THE REGISTER OF PERSONAL AND MOVABLE REAL
RIGHTS**

Mis-en-cause

**RECEIVER'S CERTIFICATE
(Approval, Assignment and Vesting Order)**

- A. Pursuant to a receivership order (the "Receivership Order") rendered by the Honourable Mr. Justice Martin Castonguay of the Superior Court of Québec, Commercial Division (the "Court") on May 8, 2015, Duff & Phelps Canada Restructuring Inc. ("D&P") was appointed to act as receiver to the Property (as this term is defined in the Receivership Order) of Québec Lithium Inc. ("QLI"), QLI Métaux Inc. ("QLIM"), RB Energy Inc. ("RBE") and Sirocco Mining Inc. ("Sirocco" and, collectively with QLI, QLIM and RBE, the "Debtors").

- B. On June 30, 2015, D&P was acquired by KSV Kofman Inc. ("KSV") and, pursuant to an Order of the Ontario Superior Court of Justice issued on July 10, 2015 in file number CV-15-11025-00CL, D&P's ongoing mandates were transferred to KSV, including acting as receiver for the Property of the Debtors (in such capacity, the "Receiver").
- C. Pursuant to the *Approval, Assignment and Vesting Order* rendered by the Court on June 21, 2016 (the "Approval and Vesting Order"), the transactions contemplated by the Asset Purchase Agreement dated as of June 10, 2016 (the "Purchase Agreement") by and among the Receiver, as Vendor of the assets, rights, undertakings and the properties of QLI, RBE and Sirocco and 9554661 Canada Inc., as Purchaser, with a view, *inter alia*, to vest in and to the Purchaser, all of QLI's right, title and interest in and to the Purchased Assets.
- D. All capitalized term used and not defined herein have the meaning given to such terms in the Purchase Agreement.
- E. The Approval and Vesting Order provides for the vesting of all of QLI's right, title and interest in and to the Purchased Assets in the Purchaser, in accordance with the terms of the Approval and Vesting Order and upon the delivery of a certificate (the "Certificate") issued by the Receiver confirming that all conditions precedent have been satisfied or waived.
- F. In accordance with the Approval and Vesting Order, the Receiver has the power to authorize, execute and deliver this Certificate to the Purchaser and to file it with the Court.

THEREFORE THE RECEIVER CERTIFIES THAT:

- 1. In its capacity of Vendor, the Receiver confirms that all applicable conditions in its favour under the Purchase Agreement have been satisfied or waived, as applicable.
- 2. The Purchaser has delivered to the Receiver confirmation in writing evidencing that all applicable conditions in its favour under the Purchase Agreement have been satisfied or waived, as applicable.
- 3. In its capacity of Vendor, the Receiver has received from the Purchaser all amounts payable to it by the Purchaser on Closing, in accordance with the Purchase Agreement.
- 4. Hale Capital Partners, L.P. has delivered to the Receiver confirmation in writing evidencing that all capital, interest, fees and costs payable to Hale by the Purchaser on Closing were received, in accordance with the Purchase Agreement.

Closing is deemed to have occurred on July 5, 2016.

THIS CERTIFICATE was issued by the Receiver on July 5, 2016.

**KSV Kofman Inc., in its capacity of
Receiver of the Debtors and not in its
personal or corporate capacity.**

By: 

Name: DAVID SIERADSKI

Title: MANAGING DIRECTOR

No: 500-11-049079-151

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Debtors

-and-

KSV KOFMAN INC.

Receiver

**RECEIVER'S CERTIFICATE
(Approval, Assignment and Vesting Order)**

COPY

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