

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-049079-151

DATE: July 4, 2017

BEFORE THE HONOURABLE MARTIN CASTONGUAY, J.S.C.

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.

Receiver/Petitioner

-and-

NORTH AMERICAN LITHIUM INC.

-and-

TIANJIN PRODUCTS AND ENERGY RESOURCES DEVELOPMENT CO., LTD

-and-

ATACAMA MINERALS CHILE S.C.M.

Mises-en-cause

JUDGMENT

[1] The Petitioner, KSV Kofman Inc., as receiver (the "**Receiver**") of the Debtors Québec Lithium Inc., QLI Métaux Inc., RB Energy Inc. and Sirocco Mining Inc., presents an *Application for the Termination of the Receivership and for a Discharge Order with respect to QLI Métaux Inc., RB Energy Inc. and Sirocco Mining Inc.* (hereinafter collectively referred to as the "**Corporations**") dated June 20, 2017 (the "**Application**")

pursuant to sections 243 and following of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the "**BIA**");

[2] **CONSIDERING** the Application, the affidavit and the exhibits in support thereof as well as the representations of the Receiver's attorney;

[3] **CONSIDERING** the second report of the Receiver dated June 20, 2017 (the "**Receiver's Second Report**");

[4] **CONSIDERING** the provisions of the BIA.

FOR THESE REASONS, THE COURT:

[5] **GRANTS** the Application.

[6] **DECLARES** that the service of the Application constitutes good and sufficient service on all persons and further **DECLARES** that the Petitioner is relieved of any other requirements for service of the Application.

[7] **DECLARES** that all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

APPROVAL OF RECEIVER'S ACTIONS AND ACTIVITIES

[8] **ORDERS** and **DECLARES** that the actions and activities of the Receiver as regards the Corporations described in the *Second Report of the Receiver* dated June 20, 2016 are hereby approved.

Confidentiality

[9] **ORDERS** that Confidential Appendix "1" to the Receiver's Second Report shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of the Court.

TERMINATION AND DISCHARGE

[10] **ORDERS** and **DECLARES** that, except as expressly provided in this Order, the proceedings initiated under the BIA with respect to the Corporations (the "**Receivership Proceedings**") shall be and are hereby terminated.

[11] **ORDERS** and **DECLARES** that, subject to the terms of this Order, the Receiver is hereby discharged as the receiver of all of the Corporations' present and future assets,

rights, undertakings and properties of every nature and kind whatsoever, and wherever situated, including all proceeds thereof.

[12] **ORDERS** that, notwithstanding its discharge herein, (a) the Receiver shall remain 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 the Receivership Proceedings, including all approvals, protections and stays of proceedings in favour of KSV Kofman Inc. in its capacity as Receiver.

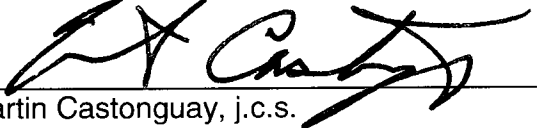
[13] **ORDERS AND DECLARES** that no action, demand, claim, complaint or other proceedings shall be commenced or filed against the Receiver in any way arising out of or related to its capacity, decisions, actions or conduct as Receiver, except with prior leave of this Court and on prior written notice to the Receiver, the whole as provided in the Order appointing the Receiver dated May 8th 2015, and such further order securing, as security for costs, the full judicial and reasonable extrajudicial costs of the Receiver in connection with any proposed action or proceedings as the Court hearing such motion for leave to proceed may deem just and appropriate.

[14] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

[15] **DECLARES** that the Receiver shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada or elsewhere, for orders which aid and complement this Order.

[16] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

THE WHOLE WITHOUT COSTS.


Martin Castonguay, j.c.s.

ME ME MARTIN DESROSIERS
ME JULIEN MORISSETTE
ME JULIEN HYNES-GAGNÉ
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COUNSEL TO PETITIONER
Hearing date : July 4th 2017