

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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 TAMERLANE VENTURES INC. and  
PINE POINT HOLDING CORP.

**MOTION RECORD  
(Returnable September 17, 2013)**

September 10, 2013

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The financial advisor

# INDEX

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**I N D E X**

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# **TAB 1**

**ONTARIO  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES CREDITORS'*  
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ARRANGEMENT OF TAMERLANE VENTURES INC. and  
PINE POINT HOLDING CORP.

**NOTICE OF MOTION  
(Returnable September 17, 2013)**

Tamerlane Ventures Inc. ("**Tamerlane**") and Pine Point Holding Corp. (together with Tamerlane, the "**Applicants**") will make a motion to Justice Newbould of the Commercial List on Tuesday, September 17, 2013 at 9:30 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR AN ORDER**, among other things:

- (a) abridging and validating the time for service of the Notice of Motion, the first report of the Monitor (the "**First Report**"), and the Motion Record in respect of this motion, and dispensing with further service thereof;
- (b) extending the Stay Period (as defined in the Initial Order in the proceedings pursuant to the *Companies' Creditors Arrangement Act*, (Canada) R.S.C. 1985, c. C-36, as amended (the "**CCAA**") granted by this Honourable Court on August 23, 2013 (the "**Initial Order**")) to January 7, 2014;

- (c) approving the Report of the Proposed Monitor dated August 22, 2013, the First Report, and the activities and conduct of the Monitor described in each of such reports; and
- (d) such further and other relief as the Applicants may request and this Honourable Court deems just.

**THE GROUNDS FOR THE MOTION ARE:**

- a) the Applicants filed an application to commence proceedings (the "**CCAA Proceedings**") pursuant to the CCAA, and this Honourable Court granted the Initial Order on August 23, 2013;
- b) the Initial Order provided, among other things, (i) a stay of proceedings in respect of the Applicants and certain of Tamerlane's subsidiaries, and (ii) approval of a sale and investment solicitation process (the "**SISP**") anticipated to be completed by January 7, 2014;
- c) since the commencement of the CCAA proceedings, the Monitor, the Financial Advisor (as defined in the Initial Order) and the Applicants have implemented or are in the process of implementing the SISP;
- d) the Applicants and their advisors continue to act diligently and in good faith;
- e) the existing stay of proceedings expires on September 22, 2013;



- f) the Applicants require additional time beyond September 22, 2013 to allow the SISP to be implemented. The SISP is anticipated to take the period from August 23, 2013 to January 7, 2014 to complete;
- g) the purpose of the SISP is for the Applicants to complete one or more sale, investment or financing transactions by January 7, 2014;
- h) an extension of the Stay Period until January 7, 2014 will create the certainty in the market place needed to encourage potential bidders to participate in the SISP;
- i) the Monitor and Global Resource Fund (the Applicants' pre-filing secured lender and DIP lender) each support the relief sought;
- j) the Applicants have access to the funding they are projected to require during the proposed extension of the Stay Period from the DIP Lender, which funding was calculated based on an extension of the Stay Period to January 7, 2014;
- k) it was understood by all parties appearing before this Honourable Court in respect of the Initial Order, and clarified to this Honourable Court then, that in order to avoid unnecessary appearances and undue cost on a very limited DIP budget, the Applicants would be requesting a one-time extension of the Stay Period to January 7, 2014;
- l) the provisions of the CCAA;
- m) Rules 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure* (Ontario); and

- n) such further and other grounds as counsel may advise and this Honourable Court permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

- a) the affidavit of Margaret M. Kent sworn September 9, 2013, filed;
- b) the First Report, to be filed; and
- c) such further or other material as counsel may submit and this Honourable Court may admit.

September 10, 2013

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Lawyers for the Applicants

TO: THE SERVICE LIST

**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 TAMERLANE VENTURES INC and PINE  
POINT HOLDING CORP.**

Court File No. CV-13-10228-00CL

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

Proceedings commenced in Toronto

**NOTICE OF MOTION.  
(Returnable September 17, 2013)**

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Lawyers for the Applicants

# **TAB 2**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
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**AFFIDAVIT OF MARGARET M. KENT  
(Sworn September 9, 2013)**

I, Margaret M. Kent, of the City of Kailua-Kona, in the State of Hawaii, United States of America, **MAKE OATH AND SAY:**

1. I am (i) the Executive Chair and Chief Financial Officer of Tamerlane Ventures Inc. ("**Tamerlane**"), and (ii) a Director of Pine Point Holding Corp. (together with Tamerlane, the "**Applicants**"). As such, I have personal knowledge of the matters set out below, except where otherwise stated. Where I do not possess personal knowledge, I have stated the source of my information and I believe such information to be true.

**I. RELIEF SOUGHT**

2. This affidavit is sworn in support of a motion by the Applicants for an Order (the "**Stay Extension Order**"), among other things, extending the Stay Period, as defined in the Initial Order of this Court granted August 23, 2013 (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), to 11:59 p.m. on January 7, 2014.

3. The Monitor and Global Resource Fund (the Applicants' pre-filing secured lender and DIP lender) each support the relief sought in the Stay Extension Order.

## II. EXTENSION OF STAY

4. The Initial Order provided, among other things, (i) a stay of proceedings in respect of the Applicants and certain of Tamerlane's subsidiaries, and (ii) approval of a sale and investment solicitation process (the "SISP") anticipated to be completed by January 7, 2014.

5. The stated purpose of the SISP is for the Applicants to complete one or more sale, investment or financing transactions by January 7, 2014. Since the commencement of the CCAA proceedings, the Monitor, the Financial Advisor (as defined in the Initial Order) and the Applicants have implemented or are in the process of implementing the SISP.

6. The Applicants and their advisors continue to act diligently and in good faith in respect of all matters relating to the CCAA proceedings, including the SISP.

7. The existing Stay Period expires on September 22, 2013, and the Applicants require additional time beyond September 22, 2013 to allow the SISP to be implemented. The SISP is anticipated to take the period from August 23, 2013 to January 7, 2014 to complete.

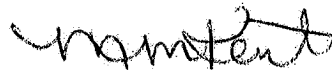
8. An extension of the Stay Period until January 7, 2014 will create the certainty in the market place needed to encourage potential bidders to participate in the SISP.

9. Pursuant to a forbearance agreement entered into between, among others, the Applicants and Global Resource Fund on August 22, 2013 (as described in greater detail in my affidavit of August 22, 2013), Global Resource Fund consented to an extension of the Stay Period until January 7, 2014.

10. As indicated by the cash flow forecast attached to my affidavit of August 22, 2013, and which is attached for reference as Exhibit "A" hereto, the Applicants anticipate that they will have access to the funding they are projected to require during the proposed extension of the Stay Period from the DIP Lender, which funding was specifically calculated based on an extension of the Stay Period to January 7, 2014.

11. Lastly, I am advised by the Applicants' counsel that it was understood by all parties appearing before this Court in respect of the Initial Order, and clarified to this Court then, that in order to avoid unnecessary appearances and undue cost on a very limited DIP budget, the Applicants would be requesting a one-time extension of the Stay Period to January 7, 2014.

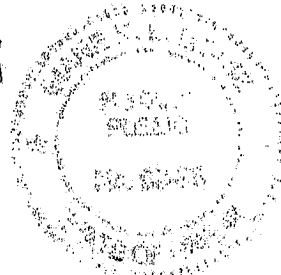
SWORN BEFORE ME at the City of  
 Kailua-Kona, in the State of Hawaii, United  
 States of America, this 9<sup>th</sup> day of  
 September, 2013



Margaret M. Kent

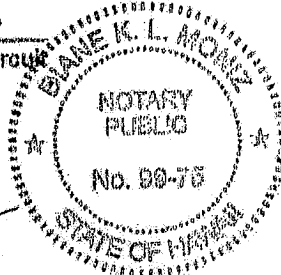
STATE OF HAWAII  
 COUNTY OF HAWAII

In this 9<sup>th</sup> day of September 2013  
 before me personally appeared Margaret M. Kent  
 who is known to be the person described in and  
 who executed the foregoing instrument and  
 acknowledged that she executed the same



as her free act and deed.  
 Witness my hand and seal Blaine K. L. Moriz  
 My commission expires Feb. 14, 2015

Doc. Date: Sept. 9, 2013 Pages 3  
 File by Clerk: Blaine K. L. Moriz Third Circuit  
 Doc. Description: Affidavit  
of Margaret M. Kent  
Blaine K. L. Moriz 9/9/13  
 Notary Signature Date  
 My commission expires: Feb. 14, 2015



**TAB A**



THIS IS EXHIBIT "A" REFERRED TO IN THE  
AFFIDAVIT OF MARGARET M. KENT SWORN  
THE 9<sup>th</sup> DAY OF SEPTEMBER 2013

*Deane K. Moniz*

\_\_\_\_\_  
A Commissioner for taking affidavits, etc.

Tamerlane Ventures Inc. and Pine Point Holding Corp.  
**Projected Statement of Cash Flow**  
For the period August 18, 2013 to January 5, 2014  
(SC: unaudited)

	Note	Week Ending																			Total		
		25-Aug-13	1-Sep-13	8-Sep-13	15-Sep-13	22-Sep-13	29-Sep-13	6-Oct-13	13-Oct-13	20-Oct-13	27-Oct-13	3-Nov-13	10-Nov-13	17-Nov-13	24-Nov-13	1-Dec-13	8-Dec-13	15-Dec-13	22-Dec-13	29-Dec-13		5-Jan-14	
Receipts	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	27,693	27,693
Financing	3	300,000	-	75,000	-	150,000	-	100,000	-	100,000	-	75,000	-	-	75,000	-	-	75,000	-	75,000	-	47,500	997,500
Disbursements		300,000	-	75,000	-	150,000	-	100,000	27,693	-	100,000	-	75,000	-	-	-	-	75,000	-	75,000	-	47,500	1,025,193
Tamerlane Ventures USA, Inc.	4	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management fees	4.1	6,760	51,260	5,563	1,760	1,760	51,260	5,563	1,760	1,760	1,760	55,063	1,760	1,760	1,760	55,063	560	560	560	4,363	50,060	300,717	
Other	4.2	8,814	1,045	45	4,133	280	5,145	945	3,483	3,555	5,045	1,045	325	555	5,000	1,045	325	555	-	6,325	-	47,665	
Office	4.3	6,199	120	5,928	740	1,656	-	4,544	1,449	525	-	752	4,435	1,191	-	3,912	1,470	1,191	-	-	-	3,792	37,905
Due diligence	5	-	-	25,000	-	-	-	25,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	50,000
Los Pinos	6	15,000	-	7,500	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37,500
Pine Point lease claims	7	18,440	-	-	-	-	-	-	-	-	4,526	-	-	-	-	-	-	-	-	-	-	-	22,966
Shareholder services	8	11,297	477	-	-	-	-	477	-	-	-	477	-	-	-	477	-	-	-	-	-	477	13,684
Total disbursements		66,510	52,902	44,037	6,633	3,696	56,405	36,530	14,192	5,840	11,331	57,338	14,020	3,506	6,760	60,498	2,355	2,306	560	10,688	54,329	510,436	
Net cash flow before the undemoted		233,490	(52,902)	30,963	(6,633)	146,304	(56,405)	63,470	13,501	(5,840)	88,669	(57,338)	60,980	(3,506)	(6,760)	14,502	(2,355)	(2,306)	74,440	(10,688)	(6,829)	514,757	
Professional fees		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional fees	9	52,500	32,500	12,500	7,500	30,000	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	30,000	30,000	30,000	30,856	338,356	
Financial Advisor fees	10	-	60,000	-	-	-	60,000	-	-	-	60,000	-	-	-	-	-	-	-	-	-	-	180,000	
Total professional fees		52,500	92,500	12,500	7,500	30,000	67,500	7,500	7,500	67,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	30,000	30,000	30,000	30,856	518,356	
Net cash flow		180,990	(145,402)	18,463	(14,133)	116,304	(123,905)	55,970	6,001	(13,340)	21,169	(64,838)	53,480	(11,006)	(14,260)	7,002	(9,855)	(32,306)	44,440	(40,688)	(37,685)	(3,599)	
Opening bank balance	11	3,599	184,589	39,187	57,651	43,518	159,822	35,917	91,887	97,888	84,548	105,717	40,879	94,359	83,353	69,093	76,095	66,240	33,934	78,374	37,685	3,599	
Net cash flow		180,990	(145,402)	18,463	(14,133)	116,304	(123,905)	55,970	6,001	(13,340)	21,169	(64,838)	53,480	(11,006)	(14,260)	7,002	(9,855)	(32,306)	44,440	(40,688)	(37,685)	(3,599)	
Ending bank balance		184,589	39,187	57,651	43,518	159,822	35,917	91,887	97,888	84,548	105,717	40,879	94,359	83,353	69,093	76,095	66,240	33,934	78,374	37,685	-	-	

The above financial projections are based on management's assumptions detailed in Appendix "1-1"  
The note references correspond to the assumption numbers shown in Appendix "1-1"

### **Purpose and General Assumptions**

1. The purpose of the projection is to present a forecast of the cash flow of Tamerlane Ventures Inc. ("Tamerlane") and its subsidiaries (Tamerlane, and together with its subsidiaries, the "Tamerlane Group") for the period ending January 5, 2014 ("Projection") in respect of its proceedings under the Companies' Creditors Arrangement Act ("CCAA"). Tamerlane and its subsidiary, Pine Point Holding Corp. ("Tamerlane Pine Point", and together with Tamerlane, the "Applicants") are seeking protection under the CCAA.

The projected cash flow statement has been prepared based on hypothetical and most probable assumptions developed and prepared by management of Tamerlane Group.

Tamerlane Group transacts in US dollars and in Canadian dollars. For the purposes of the Projection, US dollar transactions have been converted at par to Canadian dollars.

### **Hypothetical Assumptions**

2. Receipts represent expected Goods and Services Tax refunds. Tamerlane does not currently generate any cash flow from operations.
3. Represents funding under the debtor-in-possession loan facility, net of a structuring fee of \$30,000.
4. Represents advances made from Tamerlane to Tamerlane Ventures USA, Inc. ("Tamerlane USA"), a subsidiary of Tamerlane, to pay expenses for the benefit of Tamerlane and its related entity operations. Timing of advances are for illustrative purposes only and will be governed by the DIP Term Sheet.
  - 4.1 Represents management and consulting fees payable to Tamerlane USA.
  - 4.2 Represents other expenses, including directors' and officers' insurance and storage costs.
  - 4.3 Represents office expenses, including rent and utilities, at the Tamerlane office in Blaine, Washington.
5. Represents potential due diligence fees that may need to be paid in respect of a transaction.
6. Represents fees that are expected to be incurred in respect of the Los Pinos property.
7. Represents annual lease payments in connection with the Tamerlane Pine Point property in the Northwest Territories.
8. Represents the costs of an Annual General Meeting and transfer agent fees.
9. Represents partial payment of the fees and disbursements of the Monitor, its counsel and the Applicants' counsel.
10. Represents the Financial Advisor's work fee.
11. Represents the cash balance of Tamerlane Group as of August 19, 2013.

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Court File No. CV-13-10228-00CL

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

Proceedings commenced in Toronto

**AFFIDAVIT OF MARGARET M. KENT**  
**(Sworn September 9, 2013)**

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Lawyers for the Applicants

# **TAB 3**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.	)	TUESDAY, THE 17 <sup>th</sup>
	)	
JUSTICE NEWBOULD	)	DAY OF SEPTEMBER, 2013

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  
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PINE POINT HOLDING CORP.

**STAY EXTENSION ORDER**

**THIS MOTION**, made by Tamerlane Ventures Inc. and Pine Point Holding Corp. (collectively, the "**Applicants**") for an order substantially in the form attached at Tab 3 of the Motion Record herein was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, filed, the Affidavit of Margaret M. Kent sworn September 9, 2013 and the Exhibits thereto (the "**Kent Affidavit**"), filed, and the First Report of the Monitor, Duff & Phelps Canada Restructuring Inc. (the "**First Report**"), filed, and on hearing the submissions of counsel for each of the Applicants, the Monitor, and Global Resource Fund,

**SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the First Report and the Motion Record in respect of this Motion be and are hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**EXTENSION OF THE STAY PERIOD**

2. THIS COURT ORDERS that the Stay Period (as defined in the Initial Order) be and is hereby extended to and including 11:59 p.m. on January 7, 2014, and that all other terms of the Initial Order shall remain in full force and effect, unamended, except as may be required to give effect to this paragraph or otherwise provided in this Order.

**APPROVAL OF MONITOR'S REPORTS AND ACTIVITIES**

3. THIS COURT ORDERS that the Report of the Proposed Monitor dated August 22, 2013, the First Report of the Monitor dated September [•], 2013, and the activities and conduct of the Monitor described in each of such reports, are hereby approved.

**EFFECT RECOGNITION AND ASSISTANCE**

4. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Peru, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants, 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 Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

5. THIS COURT ORDERS that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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Court File No. CV-13-10228-00CL

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

Proceedings commenced in Toronto

**STAY EXTENSION ORDER**

**BENNETT JONES LLP**

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Lawyers for the Applicants



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Court File No. CV-13-10228-00CL

**ONTARIO  
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Proceedings commenced in Toronto

**MOTION RECORD  
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