

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE Mr.)
JUSTICE Wilton-Siegel)

MONDAY, THE 3rd
DAY OF NOVEMBER, 2014

BETWEEN:

GLOBAL RESOURCE FUND

Applicant

- and -

TAMERLANE VENTURES INC. and PINE POINT HOLDING CORP.

Respondents

APPLICATION UNDER section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43

**APPROVAL AND VESTING ORDER
(Additional Option Property)**

THIS MOTION, made by Duff and Phelps Canada Restructuring Inc., in its capacity as receiver (the “**Receiver**”) of the assets, properties and undertakings of Tamerlane Ventures Inc. (“**Tamerlane**”) and Pine Point Holding Corp. (together with Tamerlane, the “**Company**”) appointed pursuant to an Order of this Court dated January 30, 2014 (the “**Receivership Order**”) for an order approving a transaction regarding the exercise of an additional option (the “**Transaction**”) under a Property Option Agreement dated February 13, 2004 (the “**Property Option Agreement**”) between Tamerlane and Century Mining Corporation (“**Century**”) contemplated by a letter agreement among the Receiver, Samson Bélair / Deloitte & Touche Inc., in its capacity as receiver of the assets, properties and undertakings of Century (the “**Purchaser**”), and the Carolin Mines Purchaser (as defined in the Notice of Motion) dated October 28, 2014 (the “**Sale Agreement**”) and appended to the Second Report of the Receiver dated October 28, 2014 (the “**Second Report**”), and vesting in the Purchaser or as the Purchaser



may direct all of Tamerlane's and the Receiver's right, title and interest in and to the additional option property described in the Sale Agreement and the Property Option Agreement and listed on Schedule B hereto (the "**Additional Option Property**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, filed, the First Report, filed, and on hearing the submissions of counsel for each of the Receiver and Global Resource Fund,

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.

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Additional Option Property to the Purchaser or as the Purchaser may direct, including, without limitation, executing Form A Transfer(s) with respect to the Additional Option Property set out in Part III of Schedule B attached hereto.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Receiver's Certificate**"), all of Tamerlane's and the Receiver's right, title and interest in and to the Additional Option Property described in the Sale Agreement and the Property Option Agreement and listed on Schedule B hereto shall vest absolutely in the Purchaser or as the Purchaser may direct, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated August 23, 2013 granted in the proceedings under the *Companies' Creditors Arrangement Act* (Canada) in respect of the Company; (ii) any encumbrances or charges created by the Receivership Order; and (iii) all charges, security

interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Personal Property Security Act* (British Columbia), or any other personal property registry system (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, interests, easements and restrictive covenants listed on Schedule C hereto); and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Additional Option Property are hereby expunged and discharged as against the Additional Option Property.

4. THIS COURT ORDERS that upon registration in the Land Title Office for the Land Title District of Kamloops of a certified copy of this Order, together with a letter from Goodmans LLP, solicitors for the Receiver, authorizing registration of this Order, the British Columbia Registrar of Land Titles (the “**BC Registrar**”) is hereby directed to:

- (a) enter the Purchaser or such party as the Purchaser may direct as the owner of the real property rights identified in Part III of Schedule B hereto (the “**Real Property**”) in fee simple, and this Court declares that the title of the Purchaser in and to the Real Property is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Purchaser or such party as the Purchaser may direct as aforesaid; and
- (b) discharge, release, delete and expunge from title to the Real Property all of the registered Encumbrances except for those listed on Schedule C hereto.

5. THIS COURT ORDERS that upon presentation to the Chief Gold Commissioner (the “**Commissioner**”) of the British Columbia Gold Commissioner’s Office (the “**Commissioner’s Office**”) of a copy of the Receivership Order and a certified copy of this Order, the Commissioner is hereby directed to:

- (a) transfer to and register in the name of the Purchaser or as the Purchaser may direct all of Tamerlane’s and the Receiver’s right, title and interest in and to the mineral tenures listed in Part I of Schedule B hereto (collectively, the “**Mineral Tenures**”); and
- (b) discharge all Encumbrances registered against title to the Mineral Tenures.

6. THIS COURT ORDERS that, for the purposes of dealing with the Mineral Tenures registered in the Commissioner's Office in the name of Tamerlane, the Receiver is hereby authorized to take all such steps as are necessary to act on behalf of Tamerlane in order to transfer such Mineral Tenures to the Purchaser or as the Purchaser may direct, including as set forth in paragraph 5.

7. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Additional Option Property shall stand in the place and stead of the Additional Option Property, and that from and after the delivery of the Receiver's Certificate, all Claims and Encumbrances shall attach to the net proceeds from the sale of the Additional Option Property with the same priority as they had with respect to the Additional Option Property immediately prior to the sale, as if the Additional Option Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

8. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

9. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Tamerlane and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Tamerlane;

the vesting of the Additional Option Property in the Purchaser or as the Purchaser may direct pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Tamerlane and shall not be void or voidable by creditors of Tamerlane, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

10. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

11. THIS COURT ORDERS that, as soon as possible after the Receiver's Certificate is filed with the court, the Receiver is authorized and directed to pay to Global Resource Fund ("GRF"), in its capacity as the DIP Lender (as defined in the Initial Order), the net proceeds from the sale of the Additional Option Property, which amount shall be applied to reduce the amount owing to GRF pursuant to the DIP Term Sheet (as defined in the Initial Order).

12. THIS COURT ORDERS that the Sale Agreement and the APA (as defined in the Second Report) contained in the confidential supplement to the Second Report 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 that shall only be opened upon further Order of this Court.

13. THIS COURT ORDERS that the Second Report and the actions, conduct and activities of the Receiver as reported therein are hereby approved.

14. 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 Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.

15. THIS COURT ORDERS that the Receiver 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.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 3 2014

MB



Schedule A – Form of Receiver’s Certificate

Court File No. CV-14-10417-OOCL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

GLOBAL RESOURCE FUND

Applicant

- and -

TAMERLANE VENTURES INC. and PINE POINT HOLDING CORP.

Respondents

APPLICATION UNDER section 243 of *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Regional Senior Justice Morawetz of the Ontario Superior Court of Justice (the “**Court**”) dated January 30, 2014, Duff & Phelps Canada Restructuring Inc. was appointed as the receiver (the “**Receiver**”) of the assets, properties and undertakings of Tamerlane Ventures Inc. and Pine Point Holding Corp.

B. Pursuant to an Order of the Court dated November 3, 2014, the Court approved the sale transaction regarding the exercise of an additional option (the “**Transaction**”) under a Property Option Agreement dated February 13, 2004 (the “**Property Option Agreement**”) among Tamerlane and Century Mining Corporation (“**Century**”) contemplated by a letter agreement between the Receiver, Samson Bélair / Deloitte & Touche Inc., in its capacity as receiver of the assets, properties and undertakings of Century (the “**Purchaser**”), and the Carolin Mines

Purchaser (as defined in the Receiver's Second Report) dated October 28, 2014 (the "**Sale Agreement**"), and provided for the vesting in the Purchaser or as the Purchaser may direct of all of Tamerlane's and the Receiver's right, title and interest in and to the additional option property described in the Sale Agreement and the Property Option Agreement (the "**Additional Option Property**"), which vesting is to be effective with respect to the Additional Option Property upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the option price for the Additional Option Property; (ii) that the conditions to closing as set out in the Sale Agreement have been satisfied or waived; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the option price for the Additional Option Property pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived;
and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at [•] on [•].

**DUFF & PHELPS CANADA
RESTRUCTURING INC., solely in its
capacity as Receiver of the assets, properties
and undertakings of Tamerlane Ventures Inc.
and Pine Point Holding Corp., and not in its
personal or corporate capacity**

Per: _____

Name:

Title:

Schedule B – Additional Option Property

**PART I
LADNER CREEK PROJECT – LOCATED MINERAL CLAIMS**

<u>Claim Name</u>	<u>Tenure Number</u>
ELMAN CREEK (Tailings Pond)	326921
MCMASTER 1	318721
MCMASTER 2	318722
MCMASTER 3	318723
MCMASTER 4	318724
MCMASTER 5	318725
MCMASTER 6	318726
MCMASTER 7	318727
MCMASTER 8	318728
MCMASTER 9	318729
MCMASTER 10	318730
MCMASTER 11	318731
MCMASTER 12	318732
MCMASTER 13	318630
MCMASTER 14	318631
MCMASTER 15	318632
MCMASTER 16	318633
MCMASTER 17	318634
MCMASTER 18	318635
MCMASTER 19	318733
MCMASTER 20	318734
MCMASTER 21	318735
MCMASTER 22	318736
MCMASTER 23	318737
MCMASTER 24	318738
MCMASTER 25	318739

<u>Claim Name</u>	<u>Tenure Number</u>
MCMASTER 26	318740
MCMASTER 27	318629
MCMASTER 28	319133
MCMASTER 29	319134
MCMASTER 30	319135
MCMASTER 31	319136
MCMASTER 32	319409
MCMASTER 33	319410
MCMASTER 34	319411
MCMASTER 35	319412
MCMASTER 36	319413
MCMASTER 37	319414
MCMASTER 38	319403
MCMASTER 39	319404
MCMASTER 40	319405
MCMASTER 41	319406
MCMASTER 42	319407
MCMASTER 43	319408
MCMASTER 44	319629
MCMASTER 45	319630
MCMASTER 46	319631
MCMASTER 47	319632
MCMASTER 48	320460
MCMASTER 49	320461
MCMASTER 50	320462
MCMASTER 51	320463
MCMASTER 52	320464
MCMASTER 53	320465
MCMASTER 54	320466
MCMASTER 55	320467
MCMASTER 56	320468

<u>Claim Name</u>	<u>Tenure Number</u>
MCMASTER 57	320469
MCMASTER 58	320470
MCMASTER 59	320471
MCMASTER 60	320472
MCMASTER 61	320473
MCMASTER 62	320474
MCMASTER 63	320475
MCMASTER 64	320476
MCMASTER 65	320477
MCMASTER 66	320478
MCMASTER 67	320479
MCMASTER 68	320480
MCMASTER 69	320481
MCMASTER 70	320482
MCMASTER 71	320483
MCMASTER 72	321191
MCMASTER 73	321192
MCMASTER 74	321193
MCMASTER 75	321194
MCMASTER 76	321195
MCMASTER 77	321196
MCMASTER 78	321197
MCMASTER 79	321198
MCMASTER 80	321089
MCMASTER 81	321090
MCMASTER 82	321091
MCMASTER 83	321092
MCMASTER 84	321093
MCMASTER 85	321094
MCMASTER 86	321095
MCMASTER 87	321096

<u>Claim Name</u>	<u>Tenure Number</u>
MCMASTER 88	321097
MCMASTER 89	321098
MCMASTER 90	321099
MCMASTER 91	321100
MCMASTER 92	321101
MCMASTER 93	321102
MCMASTER 94	321103
MCMASTER 95	321199
MCMASTER 96	321200
MCMASTER 97	321104
MCMASTER 98	321105
MCMASTER 99	321106
MCMASTER 100	321107
MCMASTER 101	321108
MCMASTER 102	321109
MCMASTER 103	321110
MCMASTER 104	321111
MCMASTER 105	321112
MCMASTER 106	321113
MCMASTER 107	321114
MCMASTER 108	321115
MCMASTER 109	321116
MCMASTER 110	321117
MCMASTER 111	321118
MCMASTER 112	321119
MCMASTER 113	341673
MCMASTER 114	341674
MCMASTER 115	341675
MCMASTER 116	341676
MCMASTER 117	341677
MCMASTER 118	341678

<u>Claim Name</u>	<u>Tenure Number</u>
MCMASTER 119	341679
MCMASTER 120	341680
MCMASTER 121	341681
MCMASTER 122	341682
MCMASTER 123	341683
M.M.FR. 2	336994
M.M.FR. 1	337160
IDAHO	403797
TRAMWAY	403798
AURUM N0. 1	403799
AURUM N0. 2	403800
AURUM N0. 3	403801
AURUM N0. 5	403802
AURUM N0. 6	403803
MONITOR	403804

PART II
UNDERSURFACE RIGHTS OF CROWN GRANTED MINERAL CLAIMS

All minerals precious and base (save coal, petroleum and natural gas) lying in or under

<u>NAME</u>	<u>LOT NUMBER</u>	<u>FOLIO</u>	<u>P.I.D.</u>
Idaho	1234	15-732-01334.100	006-049-982, 006-049-991
Tramway	1235	15-732-01334.200	006-050-000, 006-050-018
Aurum No.1	1236	15-732-01334.211	006-050-026
Aurum No.2	1237	15-732-01334.220	006-050-891
AurumNo.3	1238	15-732-01334.211	006-051-031
Aurum No.5	1240	15-732-01334.221	006-051-456, 006-051-529
AurumNo.6	1241	15-732-01334.270	006-051-634, 006-051-596

All within Township 6, Range 25 West of the 6th Meridian, Yale Division, Yale District, Chilliwack Assessment Area

PART III
REAL PROPERTY LEGAL DESCRIPTION

P.I.D.	LEGAL DESCRIPTION
006-050-026	THE SURFACE OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1236 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM #1" MINERAL CLAIM
006-050-891	THE SURFACE OF THAT PART OF THE NORTH EAST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1237 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 2" MINERAL CLAIM
006-051-031	THE SURFACE OF THAT PART OF THE EAST 1/2 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1238 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 3" MINERAL CLAIM

006-051-456	THE SURFACE OF THAT PART OF THE SOUTH EAST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1240 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 5" MINERAL CLAIM
006-051-529	THE SURFACE OF THAT PART OF THE SOUTH WEST 1/4 OF SECTION 26 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1240 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 5" MINERAL CLAIM
006-051-596	THE SURFACE OF THAT PART OF THE SOUTH EAST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1241 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 6" MINERAL CLAIM
006-051-634	THE SURFACE OF THAT PART OF THE WEST 1/2 OF SECTION 26 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1241 YALE DIVISION YALE DISTRICT KNOWN AS THE "AURUM NO. 6" MINERAL CLAIM
006-050-000	THE SURFACE OF THE NORTH WEST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1235 YALE DIVISION YALE DISTRICT KNOWN AS THE "TRAMWAY" MINERAL CLAIM
006-050-018	THE SURFACE OF THE SOUTH WEST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1235 YALE DIVISION YALE DISTRICT KNOWN AS THE "TRAMWAY" MINERAL CLAIM

006-049-982	THE SURFACE OF THE NORTHEAST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1234 YALE DIVISION YALE DISTRICT KNOWN AS THE "IDAHO" MINERAL CLAIM
006-049-991	THE SURFACE OF THE NORTHWEST 1/4 OF SECTION 27 TOWNSHIP 6 RANGE 25 WEST OF THE 6TH MERIDIAN YALE DIVISION YALE DISTRICT LYING WITHIN THE BOUNDARIES OF DISTRICT LOT 1234 YALE DIVISION YALE DISTRICT KNOWN AS THE "IDAHO" MINERAL CLAIM

Schedule C – Permitted Interests and Encumbrances

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76361

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509

Transfer Number: KJ34844

Remarks: ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1236 YDYD KNOWN AS THE "AURUM NO. 1" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD. FORFEITED TO THE CROWN PURSUANT TO THE MINERAL LAND TAX ACT

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76362

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509

Transfer Number: KJ34845

Remarks: ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1237 YDYD KNOWN AS THE "AURUM NO. 2" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD. FORFEITED TO THE CROWN PURSUANT TO THE MINERAL LAND TAX ACT

Nature: TAXATION (RURAL AREA) ACT LIEN

Registration Number: LB528194

Registration Date and Time: 2014-04-15 12:30

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76363

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509

Transfer Number: KJ34846

Remarks: ALL MINERALS PRECIOUS AND BASE (SAVE

COAL, PETROLEUM AND NATURAL GAS) LYING IN OR
UNDER DL 1238 YDYD KNOWN AS THE "AURUM NO. 3"
MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS
Registration Number: KR26572
Registration Date and Time: 2001-03-27 13:37
Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks: INTER ALIA
MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.
FORFEITED TO THE CROWN PURSUANT TO THE MINERAL
LAND TAX ACT

Nature: UNDERSURFACE RIGHTS
Registration Number: KG76365
Registration Date and Time: 1993-08-10 09:23
Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509
Transfer Number: KJ34847
Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVE COAL,
PETROLEUM AND NATURAL GAS) LYING IN OR
UNDER DL 1240 YDYD KNOWN AS THE "AURUM NO. 5"
MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS
Registration Number: KR26572
Registration Date and Time: 2001-03-27 13:37
Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks: INTER ALIA
MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.
FORFEITED TO THE CROWN PURSUANT TO THE MINERAL
LAND TAX ACT

Nature: UNDERSURFACE RIGHTS
Registration Number: KG76365
Registration Date and Time: 1993-08-10 09:23
Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509
Transfer Number: KJ34847
Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVE COAL,
PETROLEUM AND NATURAL GAS) LYING IN OR
UNDER DL 1240 YDYD KNOWN AS THE "AURUM NO. 5" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS
Registration Number: KR26572
Registration Date and Time: 2001-03-27 13:37
Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks: INTER ALIA
MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.
FORFEITED TO THE CROWN PURSUANT TO THE MINERAL

LAND TAX ACT

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76366

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.

INCORPORATION NO. 323509

Transfer Number: KJ34848

Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1241 YDYD KNOWN AS THE "AURUM NO. 6" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.

FORFEITED TO THE CROWN PURSUANT TO THE MINERAL

LAND TAX ACT

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76366

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.

INCORPORATION NO. 323509

Transfer Number: KJ34848

Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1241 YDYD KNOWN AS THE "AURUM NO. 6" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76360

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.

INCORPORATION NO. 323509

Transfer Number: KJ34843

Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVECOAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1235 YDYD KNOWN AS THE "TRAMWAY" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.

FORFEITED TO THE CROWN PURSUANT TO THE MINERAL

LAND TAX ACT

Nature: TAXATION (RURAL AREA) ACT LIEN

Registration Number: LB528193

Registration Date and Time: 2014-04-15 12:30

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: SECTION 30

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76360

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.

INCORPORATION NO. 323509

Transfer Number: KJ34843

Remarks: INTER ALIA ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1235 YDYD KNOWN AS THE "TRAMWAY" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.

FORFEITED TO THE CROWN PURSUANT TO THE MINERAL

LAND TAX ACT

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76359

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.

INCORPORATION NO. 323509

Transfer Number: KJ34842

Remarks: ALL MINERALS PRECIOUS AND BASE (SAVE COAL, PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL 1234 YDYD KNOWN AS THE "IDAHO" MINERAL CLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.

FORFEITED TO THE CROWN PURSUANT TO THE MINERAL

LAND TAX ACT

Nature: TAXATION (RURAL AREA) ACT LIEN

Registration Number: LB528196

Registration Date and Time: 2014-04-15 12:31

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: SECTION 30

Nature: UNDERSURFACE RIGHTS

Registration Number: KG19201

Registration Date and Time: 1993-03-04 10:30

Remarks: INTER ALIA

PURSUANT TO MINERAL LAND TAX ACT, MINERALS
HEREIN, FORFEITED AND VESTED IN THE CROWN

Nature: UNDERSURFACE RIGHTS

Registration Number: KG76359

Registration Date and Time: 1993-08-10 09:23

Registered Owner: ATHABASKA GOLD RESOURCES LTD.
INCORPORATION NO. 323509

Transfer Number: KJ34842

Remarks: ALL MINERALS PRECIOUS AND BASE (SAVE COAL,
PETROLEUM AND NATURAL GAS) LYING IN OR UNDER DL
1234 YDYD KNOWN AS THE "IDAHO" MINERALCLAIM

Nature: UNDERSURFACE RIGHTS

Registration Number: KR26572

Registration Date and Time: 2001-03-27 13:37

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: INTER ALIA

MINERAL RIGHTS OF ATHABASKA GOLD RESOURCES LTD.
FORFEITED TO THE CROWN PURSUANT TO THE MINERAL
LAND TAX ACT

Nature: TAXATION (RURAL AREA) ACT LIEN

Registration Number: LB528195

Registration Date and Time: 2014-04-15 12:30

Registered Owner: THE CROWN IN RIGHT OF BRITISH COLUMBIA

Remarks: SECTION 30

GLOBAL RESOURCE FUND

and

TAMERLANE VENTURES INC. and
PINE POINT HOLDING CORP.

Court File No. CV-14-10417-00CL

Applicant

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

Proceeding commenced at Toronto

**APPROVAL AND VESTING ORDER
(Additional Option Property)**

GOODMANS LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Melaney J. Wagner LSUC#: 44063B
Tel: (416) 979-4258
Fax: (416) 979-1234

Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity as
Receiver