

Toni Vanderlaan #2
Sworn: May 15, 2014

No. S134749
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE RECEIVERSHIP OF
GREAT BASIN GOLD LTD.**

BETWEEN:

CREDIT SUISSE AG

PETITIONER

AND:

GREAT BASIN GOLD LTD.

RESPONDENT

AFFIDAVIT

I, **TONI VANDERLAAN**, Businesswoman, of TD South Tower, 79 Wellington Street West, Toronto Dominion Centre, Suite 2010, Toronto, Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a Senior Managing Director with FTI Consulting Canada Inc., the Court-appointed Receiver herein, and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where the same are stated to be made upon information and belief and where so stated I verily believe them to be true.

2. FTI Consulting Canada Inc. (“**FTI**”) was appointed the Receiver of Great Basin Gold Ltd. (“**GBGL**”) by Order of Madam Justice Fitzpatrick made June 28, 2013.

3. Pursuant to that Receivership Order, the Receiver was authorized to borrow up to \$5 million (the “**Original Financing**”) and on-lend those funds to Southgold Exploration (Pty) Ltd. (“**Southgold**”).

4. On July 11, 2013, as part of the business restructuring proceedings of Southgold in South Africa, the requisite holders of creditors’ voting interests approved the sale of the shares of Southgold by N6C Resources Inc., an indirect subsidiary of GBGL (“**N6C**”), along with certain shareholder claims of N6C (collectively, the “**Southgold Sale**”) to Witwatersrand Consolidated Gold Resources Limited (“**WitsGold**”).

5. As part of the Southgold Sale, Southgold has entered into a management agreement with WitsGold. Under that arrangement WitsGold manages the mine of behalf of Southgold and is paid a management fee for doing so. Southgold retains any profits and is responsible for any costs including any infrastructure costs.

6. On January 7, 2014, the Court approved an additional financing of \$4 million (the “**Additional Financing**”) to the Receiver and the Receivership Order was amended to increase the Receiver’s borrowing power to an aggregate of \$9 million and permit those funds to be on lent to Southgold. Out of the Additional Financing, \$3 million was allocated to fund infrastructure costs for Southgold and \$1 million was allocated to fund the WitsGold management fees for the management of the Southgold mine. The infrastructure expenses relating to these funds have been and continue to be incurred, such that the Receiver anticipates that the remaining funds allocated for infrastructure costs under the Additional Financing will be fully drawn by the end of June, 2014. The Receiver has used a combination of funds on hand and draws from the \$1 million portion of the Additional Financing to pay the WitsGold management fees incurred to date, which are in excess of \$1 million. Additional management fees continue to accrue and will be paid from the remaining balance of the \$1 million allocated under the Additional Financing, which will be fully drawn by the end of May, 2014.

7. The Receiver has bi-weekly conference calls with representatives of Credit Suisse AG and Standard Chartered Bank (the “**Banks**”). Ms. Carina Botha, an employee of Southgold in the accounting and finance department, also attends these bi-weekly calls. The Receiver is also

in communication with Mr. Peter van den Steen, the Business Restructuring Professional administering the Southgold insolvency in South Africa (the “BRP”).

8. The Southgold Sale has not been completed as yet. Since the last motion in this matter in January, 2014, the parties have been pursuing the transaction, including due diligence by the purchaser, and documentation of the transaction. The Receiver has been advised by the BRP and by representatives of the Banks that the definitive agreements relating to the Southgold Sale, including the share sale and cession agreement relating to the Southgold Sale, have all been executed and are being held in escrow. The Receiver has been advised by the BRP and by representatives of the Banks that the sale has been delayed because there are certain regulatory approvals and the resolution of certain other issues that are required from the South African government that have not yet been received. The Receiver has been advised by the BRP and by representatives of the Banks that there are no impediments that would delay the satisfaction of other outstanding conditions precedent to closing, once these governmental approvals and resolutions have been obtained.

9. The transaction is currently required to close by May 31, 2014. If the governmental approvals and resolutions are not obtained by the end of May, the closing date will be need to be extended.

10. To date, the Receiver has on-lent the following amounts to Southgold:

- (a) from the Original Financing, US\$5 million has been advanced to pay costs associated with the care and maintenance of the mine;
- (b) from the Additional Financing:
 - (i) US\$28,000 has been advanced to pay infrastructure costs;
 - (ii) US\$375,000 has been advanced to pay management fees; and
 - (iii) The balance of US \$3,597,000 of the Additional Financing will be advanced shortly to fund accrued infrastructure expenses and management fees, as noted above.

11. The delay in the closing of the Southgold Sale has resulted in a need for further financing. The secured lenders have approved an additional credit facility of up to US \$4 million

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