



Court File No. CV-23-00707394-00CL

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

THE HONOURABLE MADAM

)

TUESDAY, THE 23RD

)

JUSTICE KIMMEL

)

DAY OF APRIL, 2024

**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
TACORA RESOURCES INC.**

(Applicant)

CLAIMS PROCEDURE ORDER

THIS MOTION, made by Tacora Resources Inc. ("**Tacora**" or the "**Company**" or the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order (the "**Claims Procedure Order**") approving a procedure for the identification, quantification, and resolution of certain claims of creditors of the Company and its Directors and Officers, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Applicant dated April 21, 2024, the Affidavit of Joe Broking sworn April 21, 2024, the Eighth Report of the Monitor, filed, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, and such other counsel and parties as listed on the Participant Information Form, with no one else appearing although duly served as appears from the affidavit of service of Natasha Rambaran, filed,

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of this Motion is hereby abridged and validated so that this Motion is properly returnable on April 23, 2024, and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that for purposes of this Claims Procedure Order the below terms shall have the following meanings:

- (a) “**Amended and Restated Initial Order**” means the Amended and Restated Initial Order of the Honourable Madam Justice Kimmel dated October 30, 2023, as amended, restated or varied from time to time;
- (b) “**Bar Date**” means the Claims Bar Date or the Restructuring Claims Bar Date, as applicable;
- (c) “**BIA**” means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- (d) “**Business Day**” means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (e) “**CCAA**” has the meaning set forth in the preamble of this Claims Procedure Order;
- (f) “**CCAA Charges**” means the Administration Charge, the Directors’ Charge, the Transaction Fee Charge, the DIP Charge and the KERP Charge (each as defined in the Amended and Restated Initial Order) and any other Court-ordered charge over the Property (as defined in the Amended and Restated Initial Order) granted by the Court;
- (g) “**CCAA Proceedings**” means the proceedings under the CCAA in respect of the Applicant bearing Court File No. CV-23-00707394-00CL;
- (h) “**Claim**” means a D&O Claim, a Pre-Filing Claim or a Restructuring Claim, including, for certainty, all Known Claims, but for greater certainty, not including any Excluded Claims;
- (i) “**Claimant**” means any Person asserting a Claim and includes the transferee or assignee of a Claim, transferred and recognized in accordance with paragraphs 34 and 35 hereof or a trustee, executor, liquidator, receiver, receiver and manager, or other Person acting on behalf of or through such Person;
- (j) “**Claims Bar Date**” means, in respect of Pre-Filing Claims and D&O Claims, including, for certainty, Known Claims, 5:00 p.m. (Eastern Time) on May 31, 2024;
- (k) “**Claims Officer**” means any individual appointed by the Court pursuant to paragraph 33 hereof to act as a claims officer for purposes of this Claims Procedure Order;

- (l) “**Claims Package**” means the document package to be disseminated by the Monitor in accordance with the terms of this Claims Procedure Order, which shall consist of:
- (i) in the case of a Known Claimant, a Statement of Known Claim, a Notice of Dispute, and such other materials as the Monitor, in consultation with the Applicant, may deem appropriate; or
 - (ii) in the case of an Unknown Claimant, a Proof of Claim form, a Proof of Claim Instruction Letter, and such other materials as the Monitor, in consultation with the Applicant, may deem appropriate;
- (m) “**Claims Procedure**” means the procedures outlined in this Claims Procedure Order, including the Schedules hereto;
- (n) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (o) “**D&O Claim**” means, as against any Director or Officer, in his or her capacity as such, any and all demands, claims (including claims for contribution or indemnity), actions, causes of action, counterclaims, suits, debts, sums of money, liabilities, accounts, covenants, damages, judgments, orders (including orders for injunctive relief or specific performance and compliance orders), expenses, executions, encumbrances and recoveries on account of any liability, obligation, demand or cause of action of whatever nature that any creditor or other Person has or may be entitled to assert (including for, in respect of or arising out of environmental matters, pensions or post-employment benefits or alleged wrongful or oppressive conduct, misrepresentation, fraud or breach of fiduciary duty), whether known or unknown, matured or unmatured, contingent or actual, direct, indirect or derivative, at common law, in equity or under statute, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act, omission, transaction, duty, responsibility, indebtedness, liability, obligation, dealing, matter or occurrence that in any way relates to or arises out of or in connection with (i) any Pre-Filing Claim; or (ii) the assets, obligations, business or affairs of the Applicant;
- (p) “**Director**” means any former or present director of the Applicant or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to a director of the Applicant or who currently manages or supervises the management of the business and affairs of the Applicant or did so in the past;

- (q) “**Directors’ Counsel**” means counsel to any of the Directors or Officers;
- (r) “**Distribution Claim**” means any Claim against the Applicant, or such portion thereof, that is not barred by any provision of this Claims Procedure Order, and which has been finally accepted and determined for distribution purposes in accordance with this Claims Procedure Order and the CCAA;
- (s) “**Equity Claim**” has the meaning set forth in subsection 2(1) of the CCAA;
- (t) “**Excluded Claim**” means:
 - (i) the MFC Claim;
 - (ii) any Claim that may be asserted by a beneficiary of the CCAA Charges in respect of obligations secured by such CCAA Charges; and
 - (iii) any Claim that may be asserted by any federal or provincial regulators (but excluding, for the avoidance of doubt, any Claim by a regulator asserting a monetary claim and any Claim by a taxation authority);
- (u) “**Filing Date**” means October 10, 2023;
- (v) “**Known Claim**” means a Claim of a Known Claimant, as set out in a Statement of Known Claim, based on the books and records of the Applicant, the Monitor’s assessment of the Claim, in consultation with the Applicant, and any negotiations between the Monitor and/or the Applicant and the Known Claimant;
- (w) “**Known Claimant**” means a Claimant whose Claim is known to the Applicant based on the books and records of the Applicant as at the date of this Claims Procedure Order;
- (x) “**MFC Claim**” means the Claim related to the royalty calculation dispute between the Applicant and 1128349 B.C. Ltd. to be determined by the motion returnable April 16, 2024 in the CCAA Proceedings;
- (y) “**Monitor**” means FTI Consulting Canada Inc., in its capacity as the Court-appointed Monitor of the Applicant;
- (z) “**Monitor’s Website**” means the case website established by the Monitor with the following URL: <http://cfcanada.fticonsulting.com/tacora/>;

- (aa) “**Notice of Dispute**” means the notice substantially in the form attached as Schedule “E” hereto, which must be duly completed and delivered to the Monitor by the applicable Bar Date by a Known Claimant that wishes to dispute a Statement of Known Claim, including such Known Claimant’s reasons for its dispute;
- (bb) “**Notice of Dispute of Revision or Disallowance**” means the notice substantially in the form attached as Schedule “G” hereto, which must be duly completed and delivered to the Monitor by any Unknown Claimant wishing to dispute a Notice of Revision or Disallowance, with reasons for its dispute;
- (cc) “**Notice of Revision or Disallowance**” means the notice substantially in the form attached as Schedule “F” hereto and referred to in paragraph 29 hereof, advising an Unknown Claimant that the Monitor, in consultation with the Applicant, has revised or rejected all or part of such Unknown Claimant’s Claim as set out in its Proof of Claim;
- (dd) “**Notice to Claimants**” means the notice substantially in the form attached as Schedule “A” hereto, for publication by the Monitor as described in paragraphs 13 and 14 hereof;
- (ee) “**Officer**” means any former or present officer of the Applicant or any Person of similar position or any other Person who by applicable law is deemed to be or is treated similarly to an officer of the Applicant;
- (ff) “**Orders**” means any and all orders issued by the Court within the CCAA Proceedings, including the Amended and Restated Initial Order;
- (gg) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (hh) “**Pre-Filing Claim**” means any right or claim of any Person that may be asserted or made in whole or in part against the Applicant, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, including by reason

- of the commission of a tort (international or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive, or otherwise), and whether or not such indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present or future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against the Applicant with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation, and any interest accrued thereon or costs payable in respect thereof that (i) is based in whole or in part on facts existing prior to the Filing Date, (ii) relates to a time period prior to the Filing Date, or (iii) is a right or claim of any kind that would be a claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date, including for greater certainty any claim against the Applicant for indemnification by any Directors or Officers in respect of a D&O Claim;
- (ii) “**Proof of Claim**” means the form of proof of claim substantially in the form attached as Schedule “D” hereto and referred to in paragraph 24 hereof;
- (jj) “**Proof of Claim Instruction Letter**” means the instruction letter for Unknown Claimants substantially in the form attached as Schedule “B” hereto, regarding the completion of a Proof of Claim form and the Claims Procedure described herein;
- (kk) “**Proven Claim**” means the amount and Status of a Claim as finally determined in accordance with this Claims Procedure Order;
- (ll) “**Restructuring Claim**” means any right or claim of any Person against the Applicant in connection with any indebtedness, liability or obligation of any kind whatsoever owed by the Applicant to such Person arising out of the restructuring, disclaimer, repudiation, resiliation, abandonment or termination of any contract, lease, other

agreement or obligation whether written or oral by the Applicant on or after the Filing Date;

- (mm) “**Restructuring Claims Bar Date**” means the later of:
- (i) the Claims Bar Date; and
 - (ii) 5:00 p.m. (Eastern Time) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with paragraphs 12, 15 or 16 hereof, as applicable;
- (nn) “**Secured Claim**” means that portion of a Claim that is (i) secured by security validly charging or encumbering property or assets of the Applicant (including statutory and possessory liens that create security interests) taking into account the value of such collateral and the priority of such security, and (ii) duly and properly perfected in accordance with the relevant legislation in the appropriate jurisdiction, as of the Filing Date or after the Filing Date if permitted by the Amended and Restated Initial Order;
- (oo) “**Statement of Known Claim**” means the statement to be prepared by the Monitor, in consultation with the Applicant, to a Known Claimant in accordance with the terms of this Claims Procedure Order, which shall state the amount of such Known Claim (as determined in accordance with this Claims Procedure, and shall include a description of any security in respect of such Known Claim, and which statement shall be substantially in the form attached as Schedule “**CCC**”;
- (pp) “**Status**” means, solely for purposes of this Claims Procedure Order, whether a Claim is a secured or unsecured Claim, Pre-Filing Claim, Restructuring Claim, D&O Claim or Equity Claim;
- (qq) “**Unknown Claimant**” means a Claimant that is not a Known Claimant; and
- (rr) “**Voting Claim**” means any Claim of a Claimant against the Applicant, or such portion thereof, that is not barred by any provision of this Claims Procedure Order, and which has been finally accepted and determined for voting purposes in accordance with the provisions of this Claims Procedure Order and the CCAA.

3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall

mean prior to 5:00 p.m. (Eastern Time) on such Business Day unless otherwise indicated herein.

4. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”.

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that notwithstanding any other provision of this Claims Procedure Order, the solicitation by the Applicant and the Monitor of Proofs of Claim, the delivery by the Monitor of Statements of Known Claim or Notices of Revision or Disallowance, and the filing by any Claimant of any Proof of Claim, Notice of Dispute or Notice of Dispute of Revision or Disallowance shall not, for that reason only, grant any Person any rights, including without limitation, in respect of the nature, quantum and/or priority of its Claims or its standing in the CCAA Proceedings, except as specifically set out in this Claims Procedure Order.

7. **THIS COURT ORDERS** that the Monitor, in consultation with the Applicant, is hereby authorized (a) to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Claims Procedure Order as to completion and execution of such forms, and (b) to request any further documentation from a Claimant that the Applicant or the Monitor may reasonably require in order to determine the validity and/or Status of a Claim.

8. **THIS COURT ORDERS** that all Claims filed shall be denominated in the original currency of the Claim. Where no currency is indicated, the Claim shall be presumed to be in Canadian Dollars. The Monitor may convert any Claims denominated in a foreign currency to Canadian Dollars based on the Bank of Canada’s daily average exchange rate for that currency against the Canadian Dollar on the Filing Date.

MONITOR’S ROLE

9. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and the Amended and Restated Initial Order,

shall assist the Applicant in connection with the administration of the Claims Procedure, including the sending of any forms or notices under this Claims Procedure Order, the posting of materials on the Monitor's Website, the determination of Claims and the referral of a particular Claim to a Claims Officer or the Court, as requested by the Applicant from time to time, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Claims Procedure Order or incidental hereto.

10. **THIS COURT ORDERS** that (a) in carrying out the terms of this Claims Procedure Order, the Monitor shall have all of the protections given to it by the CCAA, the Amended and Restated Initial Order, this Claims Procedure Order, and any other Order of the Court in the CCAA Proceedings, or as an officer of this Court, including the stay of proceedings in its favour, (b) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Claims Procedure Order, except to the extent that the Monitor has acted with gross negligence or willful misconduct, (c) the Monitor shall be entitled to rely on the books and records of the Applicant and any information provided by the Applicant, all without independent investigation, (d) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information or in any information provided by any Claimant, and (e) the Monitor may seek assistance from the Applicant or its advisors, as may be reasonably required to carry out its duties and obligations pursuant to this Claims Procedure Order, including making such inquiries and obtaining such records and information as it deems appropriate in connection with the Claims Procedure.

NOTICE TO CLAIMANTS

11. **THIS COURT ORDERS** that the Applicant shall provide to the Monitor a complete list of Known Claimants as at the date of this Claims Procedure Order, showing for each Known Claimant, their name, mailing address, email address, if available, and amount owed pursuant to the Applicant's books and records.

12. **THIS COURT ORDERS** that the Monitor shall send a Claims Package to each Known Claimant within ten (10) Business Days following the issuance of the Claims Procedure Order.

13. **THIS COURT ORDERS** that, as soon as practicable, the Monitor shall cause the Notice to Claimants to be published, for at least one (1) Business Day, in the Globe and Mail (National Edition).

14. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Claimants, the Claims Package, and the Claims Procedure Order to be posted to the Monitor's Website as soon as reasonably practicable and cause it to remain posted thereon until its discharge as Monitor of the Applicant.

15. **THIS COURT ORDERS** that upon request by any Person for a Claims Package or documents or information relating to the Claims Procedure prior to the applicable Bar Date, or, if the Applicant and the Monitor become aware of any further Claims after the delivery completed in paragraph 12, the Monitor shall forthwith (a) send a Claims Package to such Person, (b) direct such Person to the documents posted on the Monitor's Website, or (c) respond to the request for information or documents, as the Monitor considers appropriate in the circumstances.

16. **THIS COURT ORDERS** that with respect to Restructuring Claims arising from the restructuring, disclaimer, resiliation, abandonment or termination of any lease, contract, or other agreement or obligation, on or after the date of this Claims Procedure Order, the Monitor shall send to the counterparty or counterparties to such lease, contract or other agreement or obligation, a Claims Package no later than five (5) Business Days following the time the Monitor actually becomes aware of such restructuring, disclaimer, resiliation, abandonment or termination of such lease, contract or other agreement or obligation and such potential Restructuring Claim.

17. **THIS COURT ORDERS** that the form and substance of each of the Notice to Claimants, Proof of Claim Instruction Letter, Statement of Known Claim, Proof of Claim, Notice of Dispute, Notice of Revision or Disallowance and Notice of Dispute of Revision or Disallowance, substantially in the forms attached as Schedules hereto, are hereby approved. Despite the foregoing, the Monitor may, from time to time, make such changes to such forms as the Monitor, in consultation with the Applicant, considers necessary or desirable.

CLAIMS PROCEDURE FOR KNOWN CLAIMANTS

(A) Known Claims

18. **THIS COURT ORDERS** that any Known Claimant who intends to dispute the amount and/or Status of its Known Claim as set out in a Statement of Known Claim, shall deliver a Notice of Dispute to the Monitor by no later than the applicable Bar Date. The Notice of Dispute

shall specify the details of the dispute with respect to the Known Claim. For greater certainty, a Known Claimant may accept a determination of the Claim for voting purposes as set out in the Statement of Known Claim and dispute the determination of the Claim for distribution purposes provided that it does so in its Notice of Dispute and such Notice of Dispute is received by the Monitor by the applicable Bar Date. A determination of a Voting Claim of a Known Claimant does not in any way affect and is without prejudice to the process to determine such Known Claimant's Distribution Claim.

19. **THIS COURT ORDERS** that if a Known Claimant does not deliver a completed Notice of Dispute to the Monitor on or before the applicable Bar Date disputing the Known Claim(s) as set out in the Statement of Known Claim for voting and distribution purposes, then:

- (a) Such Known Claimant shall be deemed to have accepted the amount and Status of the Known Claim as set out in the Statement of Known Claim and the Known Claim shall be deemed a Proven Claim;
- (b) Such Known Claim as determined in the Statement of Known Claim shall be treated as both a Voting Claim and a Distribution Claim as set out in the Statement of Known Claim; and
- (c) with respect to the Known Claim, such Known Claimant will be forever barred, estopped and enjoined from challenging or disputing the amount or Status of such Claim against the Applicant and/or the Directors and Officers, as applicable.

For greater certainty, nothing in this paragraph affects any separate and distinct Claim(s) of a Known Claimant that are not captured in whole or in part in a Statement of Known Claim (and are separately asserted in a Proof of Claim submitted in accordance with this Claims Procedure Order).

(B) Adjudication and Resolution of Known Claims

20. **THIS COURT ORDERS** that the Monitor, in consultation with the Applicant, shall review and record all Notices of Dispute that are received on or before the applicable Bar Date. If the Monitor, in consultation with the Applicant, determines that it is necessary to finally determine the amount and/or Status of any or all Known Claims against the Applicant, the Monitor, in consultation with the Applicant, shall review and finally determine the amount and/or Status of

all such Claims for which a Notice of Dispute has been received on or before the applicable Bar Date.

21. **THIS COURT ORDERS** that, if the Monitor, with the assistance of the Applicant, is unable to resolve a dispute regarding a Voting Claim with a Known Claimant, the Monitor shall so notify the Applicant and the Known Claimant. Thereafter, the disputed Voting Claim shall be referred to the Court or to a Claims Officer in accordance with paragraph 33 hereof; provided that to the extent a Claim is referred under this paragraph to the Court or to a Claims Officer, it shall be on the basis that the Claim against the Applicant shall be resolved or adjudicated for voting purposes (and that it shall remain open to the Monitor, in consultation with the Applicant, to determine whether such Claim shall be concurrently resolved or adjudicated for distribution purposes or subject to a future hearing by the Court or a Claims Officer to determine the Known Claimant's Distribution Claim). The Court or the Court Officer, as the case may be, shall resolve the dispute between the Applicant and the Known Claimant.

22. **THIS COURT ORDERS** that where a Known Claimant's disputed Voting Claim has not been finally determined in accordance with this Claims Procedure Order by the date on which a vote is held at a meeting of creditors, the ability of such Known Claimant to vote its disputed Voting Claim and the effect of casting any such vote shall be governed by a further Order of the Court.

23. **THIS COURT ORDERS** that in the event the Monitor, with the assistance of the Applicant, is unable to resolve a dispute with a Known Claimant regarding any Distribution Claim, the Monitor shall so notify the Applicant and the Known Claimant. Thereafter, the disputed Distribution Claim shall be referred to the Court or to a Claims Officer in accordance with paragraph 33 hereof. The Court or the Claims Officer, as the case may be, shall resolve the dispute between the Applicant and such Known Claimant.

CLAIMS PROCEDURE FOR UNKNOWN CLAIMANTS

(A) Proofs of Claim

24. **THIS COURT ORDERS** that any Unknown Claimant that wishes to assert a Claim that is not captured by a Statement of Known Claim, must deliver to the Monitor a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, such that it is received by the Monitor no later than the applicable Bar Date.

25. **THIS COURT ORDERS** that any Unknown Claimant who has not received a Statement of Known Claim and does not file a Proof of Claim in accordance with this Claims Procedure Order with the Monitor by the applicable Bar Date shall:

- (a) not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in, the Claims Procedure or the CCAA Proceedings in respect of such Claim;
- (b) with respect to a Pre-Filing Claim or a Restructuring Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against the Applicant and the Applicant shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicant or the Monitor; and
- (c) with respect to a D&O Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Directors and Officers and the Directors and Officers shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicant, the Monitor and the Directors and Officers.

(B) Adjudication and Resolution of Claims

26. **THIS COURT ORDERS** that any Unknown Claimant that does not file a completed Proof of Claim such that it is received by the Monitor by the applicable Bar Date with respect to any Claims against the Applicant shall not be entitled to attend or vote at any meeting of creditors held pursuant to a further Order of this Court and shall not be entitled to receive any distributions in respect of such Claims and any and all such Claims of such Unknown Claimant

shall be forever extinguished and barred without further act or notification and irrespective of whether or not such Unknown Claimant receives a Claims Package.

27. **THIS COURT ORDERS** that the Monitor, in consultation with the Applicant (and in the case of a D&O Claim, in consultation with the applicable Director, Officer and/or Directors' Counsel, if applicable), shall review all Proofs of Claim received by the applicable Bar Dates in accordance with this Claims Procedure Order, and at any time may:

- (a) request additional information from a Claimant;
- (b) request that a Claimant file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim or in respect of a Claim for voting and/or distribution purposes; and
- (d) accept, revise or disallow (each in whole or in part), the amount and/or Status of any Claim set out therein for voting and/or distribution purposes.

28. **THIS COURT ORDERS** that where a Claim has been accepted by the Monitor, in consultation with the Applicant, in accordance with this Claims Procedure Order, such Claim shall constitute such Claimant's Proven Claim. The acceptance of any Claim or other determination of same in accordance with this Claims Procedure Order, in full or in part, shall not constitute an admission of any fact, thing, liability, or quantum or Status of any Claim by any Person, save and except in the context of the CCAA Proceedings.

29. **THIS COURT ORDERS** that the Monitor shall notify each Unknown Claimant who has delivered a Proof of Claim by the applicable Bar Date as to whether its Claim has been revised or disallowed for voting purposes (and/or for distribution purposes if the Monitor, in consultation with the Applicant, elects to do so), and the reasons therefor, by sending a Notice of Revision or Disallowance, attaching the form of Notice of Dispute of Revision or Disallowance.

30. **THIS COURT ORDERS** that an Unknown Claimant who intends to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 29 hereof shall deliver a Notice of Dispute of Revision or Disallowance to the Monitor in writing by 5:00 p.m. (Eastern Time) on the day that is not later than fourteen (14) days after such Claimant is deemed to have received the Notice of Revision or Disallowance in accordance with paragraph 36 of this Claims Procedure Order or such longer period as may be agreed to by the Monitor in writing. The receipt of a Notice of

Dispute of Revision or Disallowance by the Monitor within the fourteen (14) day period specified in this paragraph shall constitute an application to have the amount and/or Status of such Claim determined pursuant to the Claims Procedure as provided in this Claims Procedure Order.

31. **THIS COURT ORDERS** that if an Unknown Claimant who received a Notice of Revision or Disallowance does not return a Notice of Dispute of Revision or Disallowance in accordance with paragraph 30 of this Claims Procedure Order, the value and Status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance for voting and distribution purposes, and the Claimant shall be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.

32. **THIS COURT ORDERS** that as soon as practicable after a Notice of Dispute of Revision or Disallowance is received by the Monitor in accordance with this Claims Procedure Order, the Monitor, in consultation with the Applicant, may attempt to resolve and settle the Claim with the Unknown Claimant.

APPOINTMENT OF CLAIMS OFFICER

33. **THIS COURT ORDERS** that the Applicant may, in consultation with the Monitor, apply to this Court for an Order appointing a Claims Officer to resolve disputed Claims on such terms and in accordance with such process as may be ordered by the Court.

NOTICE OF TRANSFEREES

34. **THIS COURT ORDERS** that neither the Monitor nor the Applicant shall be obligated to give notice or otherwise deal with the transferee or assignee of a Claim unless and until actual notice of the transfer or assignment, together with satisfactory evidence of the existence and validity of such transfer or assignment, shall have been received and acknowledged by the Monitor in writing. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the "Claimant" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Claims Procedure Order prior to the receipt and acknowledgment by the Applicant and the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any right of set-off to which the Applicant may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled

to set off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to the Applicant.

35. **THIS COURT ORDERS** that if a Claimant or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Applicant and the Monitor as the holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Applicant and the Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Claimant may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Claimant or in accordance with the provisions of this Claims Procedure Order.

SERVICE AND NOTICES

36. **THIS COURT ORDERS** that the delivery of the Claims Package to the applicable Persons, as described above, and the publication of the Notice to Claimants, each in accordance with this Claims Procedure Order, and the completion of the other requirements of this Claims Procedure Order, shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order and applicable Bar Dates on all Persons who may be entitled to receive notice and who may wish to assert a Claim, and no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

37. **THIS COURT ORDERS** that the Applicant and the Monitor may, unless otherwise specified by this Claims Procedure Order, serve and deliver a Claims Package, as applicable, and any letters, notices or other documents to Claimants or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery or email to such Persons at the physical or electronic address last shown on the books and records of the Applicant or as set out in a Proof of Claim, if applicable. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail,

on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by email by 5:00 p.m. (Eastern Time) on a Business Day, on such Business Day and if delivered after 5:00 p.m. (Eastern Time) or other than on a Business Day, on the following Business Day.

38. **THIS COURT ORDERS** that any notice or communication (including, without limitation, with respect to Proofs of Claim and Notices of Dispute) to be given under this Claims Procedure Order by any Person to the Monitor or the Applicant shall be in writing in substantially the form, if any, provided for in this Claims Procedure Order and will be sufficiently given only if delivered by email, or if it cannot be given by email, and the Monitor provides its consent, by mail, courier or personal delivery, addressed to:

FTI Consulting Canada Inc.
TD South Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8

Attention: Paul Bishop and Jodi Porepa

Email: tacora@fticonsulting.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

39. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Claims Procedure Order, a postal strike or postal work stoppage of general application should occur, such notices, notifications or other communications sent by ordinary or registered mail and then not received shall not, absent further order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this Claims Procedure Order.

40. **THIS COURT ORDERS** that in the event that this Claims Procedure Order is later amended by further Order of the Court, the Monitor may post such further Order on the

Monitor's Website and such posting shall constitute adequate notice to Claimants of such amended Claims Procedure.

MISCELLANEOUS

41. **THIS COURT ORDERS** that notwithstanding the terms of this Claims Procedure Order, the Monitor and the Applicant may apply to the Court from time to time for directions with respect to this Claims Procedure Order, or for such further Order(s) as the Monitor or the Applicant may consider necessary or desirable to amend, supplement or clarify the terms of this Claims Procedure Order.

42. **THIS COURT ORDERS** that this Claims Procedure Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

43. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Claims Procedure Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Claims Procedure Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Claims Procedure Order.

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

45. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date hereof and is enforceable without the need for entry and filing.

 Digitally signed by
Jessica Kimmel
Date: 2024.04.23
13:17:11 -04'00'

SCHEDULE "A"

NOTICE TO CLAIMANTS

Court File No. CV-23-00707394-00CL

**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
TACORA RESOURCES INC.**

(Applicant)

NOTICE TO CLAIMANTS OF TACORA RESOURCES INC.

**RE: NOTICE OF CLAIMS PROCEDURE, CLAIMS BAR DATE AND
RESTRUCTURING CLAIMS BAR DATE**

PLEASE TAKE NOTICE that on April 23, 2024, the Ontario Superior Court of Justice (Commercial List) granted an order (the "**Claims Procedure Order**") in the CCAA Proceedings of the Applicant. Capitalized terms used herein and not otherwise defined have the meanings given to them in the Claims Procedure Order.

Pursuant to the Claims Procedure Order, FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor in the CCAA Proceedings, will assist the Applicant in connection with the administration of the Claims Procedure. The Monitor will send a Claims Package to Known Claimants in accordance with the Claims Procedure Order. If you wish to assert a Claim against the Applicant and/or its Directors and Officers that is **not** captured in a Statement of Known Claim, you **MUST** file a Proof of Claim with the Monitor by the applicable Bar Date.

The Claims Procedure Order, Claims Package and further information or documentation regarding the Claims Procedure can be accessed on the Monitor's Website at <http://cfcanada.fticonsulting.com/tacora/>.

A. STATEMENT OF KNOWN CLAIM

Pursuant to the Claims Procedure Order, Claims Packages will be sent to all Known Claimants of the Applicant within ten (10) Business Day following the issuance of the Claims Procedure Order, which will contain a Statement of Known Claim that specifies each Known Claimant's Claim as valued by the Monitor, in consultation with the Applicant, based on the books and records of the Applicant.

If you receive a Statement of Known Claim, your Claim will be deemed to be accepted at the amount specified therein, and you do not need to take any further steps with respect to such Claim unless you disagree with the amount and/or Status of the Claim specified therein. If you wish to dispute your Claim as specified in your Statement of Known Claim, you must file a Notice of Dispute with the Monitor on or before the applicable Bar Date. **It is your responsibility to ensure that Monitor receives your Notice of Dispute by the applicable Bar Date if you wish to dispute the Claim as listed in your Statement of Known Claim.**

B. PROOFS OF CLAIM

All Persons who wish to assert a Claim against the Applicant and/or its Directors and Officers that is **not** captured in a Statement of Known Claim, **MUST** deliver to the Monitor a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, such that it is received by the Monitor no later than the applicable Bar Date.

The Claims Bar Date is 5:00 p.m. (Eastern Time) on May 31, 2024. Proofs of Claim in respect of Pre-Filing Claims and D&O Claims must be completed and received by the Monitor, together with all relevant supporting documentation, on or before the Claims Bar Date.

The Restructuring Claims Bar Date is the later of, (a) the Claims Bar Date; and (b) 5:00 p.m. (Eastern Time) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with the Claims Procedure Order. Proofs of Claim in respect of Restructuring Claims must be completed and received by the Monitor, together with all relevant supporting documentation, on or before the Restructuring Claims Bar Date.

It is your responsibility to ensure that the Monitor receives your Proof of Claim by the applicable Bar Date if you wish to assert any Claim that is not captured in a Statement of Known Claim. PROOFS OF CLAIM WHICH ARE NOT RECEIVED BY THE APPLICABLE BAR DATE WILL NOT BE ACCEPTED AND SUCH CLAIMS WILL BE BARRED AND EXTINGUISHED FOREVER.

C. DELIVERY OF NOTICES AND COMMUNICATION

Any notice or communication required to be provided or delivered pursuant to the Claims Procedure Order shall be in writing in substantially the form provided for in the Claims Procedure Order and **will be sufficiently given only if delivered to the Monitor by email**, or, if delivery by email is not possible, on the consent of the Monitor, by mail, courier, or personal delivery, addressed to:

FTI CONSULTING CANADA INC.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

Copy to:

CASSELS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

D. MONITOR CONTACT INFORMATION

All enquiries with respect to the Claims Procedure should be addressed to the Monitor by email at Tacora@fticonsulting.com or via the telephone hotline (416-649-8138 or Toll Free: 1-833-420-9074), provided, however, that formal notices to the Monitor must be delivered as set out above.

DATED at Toronto, Ontario this ____ day of April, 2024.

SCHEDULE "B"

PROOF OF CLAIM INSTRUCTION LETTER

Court File No. CV-23-00707394-00CL

**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
TACORA RESOURCES INC.**

(Applicant)

PROOF OF CLAIM INSTRUCTION LETTER

This instruction letter has been prepared to assist Claimants in filling out the Proof of Claim form for Claims against the Applicant. If you have additional questions regarding completion of the Proof of Claim, please contact the Monitor by email at Tacora@fticonsulting.com or via the telephone hotline (416-649-8138 or Toll Free: 1-833-420-9074).

If you have received a Statement of Known Claim, your Claim will be deemed to be accepted at the amount specified therein, and you do not need to take any further steps with respect to such Claim unless you disagree with the amount and/or Status of the Claim specified therein. **A Proof of Claim is intended only to be used by Claimants who wish to assert a Claim that is not captured in a Statement of Known Claim.**

Please note that this is a guide only, and that in the event of any inconsistency between the terms of this guide and the terms of the Claims Procedure Order granted April 23, 2024 (the "**Claims Procedure Order**"), the terms of the Claims Procedure Order will govern. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Claims Procedure Order. The Claims Procedure Order and related materials, including the Proof of Claim form, may be found on the Monitor's Website at <http://cfcanada.fticonsulting.com/tacora/>.

SECTION A – PARTICULARS OF CLAIMANT

1. A separate Proof of Claim must be filed by each Person asserting a Claim against the Applicant.
2. The Claimant shall include any and all Claims that it asserts against the Applicant in a single Proof of Claim, except for Claims described in any Statement of Known Claim sent to such Claimant by the Monitor. Claims included in a Proof of Claim that are already captured in such Claimant's Statement of Known Claim will not be accepted by the Monitor or the Applicant. Any Claimant who wishes to dispute any Claim set out in a Statement of Known Claim shall file a Notice of Dispute in respect of such Claim.

–

3. The full legal name of the Claimant must be provided. If the Claimant operates under a different name or names, please indicate this in a separate schedule in the supporting documentation.
4. If the Claim has been assigned or transferred to another Person, all documents evidencing such assignment or transfer must be attached.
5. The full legal name of the original Claimant must be provided. If the original Claimant operates under a different name or names, please indicate this in a separate schedule in the supporting documentation.

SECTION B – AMOUNT AND TYPE OF CLAIM

6. If the Claim is a Pre-Filing Claim within the meaning of the Claims Procedure Order, then indicate the amount that the Applicant is indebted to the Claimant in the space reserved for Pre-Filing Claims, including interest, if applicable, up to and including October 10, 2023.
7. If the Claim is a Restructuring Claim within the meaning of the Claims Procedure Order, then indicate the amount that the Applicant is indebted to the Claimant in the space reserved for Restructuring Claims, including interest, if applicable, up to and including October 10, 2023.
8. If the Claim is a D&O Claim within the meaning of the Claims Procedure Order, then indicate the amount that the Director and/or Officer is indebted to the Claimant in the space reserved for D&O Claims.
9. If there are insufficient lines to record each Claim amount, attach a separate schedule indicating the required information.

Currency

10. The amount of the Claim must be provided in the currency in which it arose.
11. Indicate the appropriate currency in the Currency column.
12. If the Claim is denominated in multiple currencies, use a separate line to indicate the Claim amount in each such currency. If there are insufficient lines to record these amounts, attach a separate schedule indicating the required information.

Security

13. Check this box **ONLY** if the Claim recorded on that line is a secured claim. If it is, indicate the value which you ascribe to the assets charged by your security in the appropriate column.

SECTION C – PARTICULARS OF CLAIM

14. Attach to the Proof of Claim form all particulars of the Claim and all available supporting documentation, including any invoices, purchase orders, proof of delivery, calculation of the amount, descriptions of transaction(s) or agreement(s), or legal breach(es) giving rise to the Claim, including any claim assignment/transfer agreement or similar document, if applicable, the name of any guarantor(s) which has guaranteed the Claim and a copy of such guarantee documentation, particulars of all credits, discounts, etc. claimed, as well as a description of the security, if any, granted by the Applicant to the Claimant and the estimated value of such security, along with the underlying security documents, if applicable.

SECTION D – CERTIFICATION

15. The person signing the Claim should:
 - (a) be the Claimant or an authorized representative of the Claimant;
 - (b) have knowledge of all the circumstances connected with the Claim;
 - (c) assert the Claim against the Applicant or the Directors and Officers and certify all available supporting documentation is attached; and
 - (d) have a witness to the certification of the Proof of Claim.
16. By signing and submitting the Proof of Claim, the Claimant is asserting the Claim against the Applicant and/or its Directors and Officers, as applicable.

SECTION E – FILING OF CLAIM AND APPLICABLE DEADLINES

17. If your Claim is a Pre-Filing Claim and/or D&O Claim within the meaning of the Claims Procedure Order, your completed Proof of Claim **MUST** be received by the Monitor by no later than 5:00 p.m. (Eastern Time) on May 31, 2024 (the “**Claims Bar Date**”).
18. If your Claim is a Restructuring Claim within the meaning of the Claims Procedure Order, your completed Proof of Claim **MUST** be received by the Monitor by no later than 5:00 p.m. (Eastern Time) on the later of (i) the Claims Bar Date, or (ii) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with the Claims Procedure Order (the “**Restructuring Claims Bar Date**”).
19. Any notice or communication required to be provided or delivered pursuant to the Claims Procedure Order shall be in writing in substantially the form provided for in the Claims Procedure Order and **will be sufficiently given only if delivered to the Monitor by email**, or, if delivery by email is not possible, on the consent of the Monitor, by mail, courier, or personal delivery, addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

Copy to:

CASSELS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

Failure to file your completed Proof of Claim so that it is actually received by the Monitor on or before 5:00 p.m. (Eastern Time) on the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, WILL result in your Claims (except for any Claim outlined in any Statement of Known Claim that may have been addressed to you) being forever barred and you will be prevented from making or enforcing such Claims against the Applicant. In addition, unless you have separately received a Statement of Known Claim from the Monitor in respect of any other Claim, you shall not be entitled to further notice of and shall not be entitled to participate as a creditor in the Applicant's CCAA Proceedings with respect to any such Claims.

SCHEDULE "C"

STATEMENT OF KNOWN CLAIM

SCHEDULE "C"

STATEMENT OF KNOWN CLAIM

●, 2024

[Name]

[Address]

Dear ●:

Re: Statement of Known Claim in the CCAA Proceedings of Tacora Resources Inc. (the "Applicant") (Court File No. CV-23-00707394-00CL)

On October 10, 2023, the Applicant commenced proceedings (the "**CCAA Proceedings**"), and the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granted an order (the "**Initial Order**"), under the *Companies' Creditors Arrangement Act* (Canada). Pursuant to the Initial Order, FTI Consulting Canada Inc. was appointed as monitor of the Applicant (in such capacity, the "**Monitor**"). A copy of the Initial Order and other information relating to the CCAA Proceedings can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/tacora/>.

On April 23, 2024, the Court granted an order (the "**Claims Procedure Order**") approving a process for the identification and quantification of certain Claims against the Applicant and its Directors and Officers in the CCAA Proceedings. Pursuant to the Claims Procedure Order, the Monitor will assist the Applicant in connection with the administration of the Claims Procedure.

Capitalized terms used herein and not otherwise defined have the meanings given to them in the Claims Procedure Order. In the event of any inconsistency between the terms of this Statement of Known Claim and the terms of the Claims Procedure Order, the terms of the Claims Procedure Order will govern.

Claims Procedure

Under the Claims Procedure Order, the Monitor is required to prepare and send a Statement of Known Claim to each Known Claimant outlining the quantum of its Claim that the Monitor, in consultation with the Applicant, is prepared to allow in the Claims Procedure. You are receiving this Statement of Known Claim as the Monitor, in consultation with the Applicant, has determined that you have a Known Claim.

This Statement of Known Claim contains the full amount of your Known Claim against the Applicant, which Claim has been valued based on the books and records of the Applicant and, if applicable, any negotiations that the Applicant and/or the Monitor have had with you regarding the amounts claimed to be owing.

Your total Claim has been assessed by the Monitor, in consultation with the Applicant, and is attached as **Appendix "A"**.

If you agree with this assessment of your Claim, you do not need to take any further action. IF YOU WISH TO DISPUTE THE ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW

Disagreement with Assessment

If you disagree with the assessment of your Known Claim set out in this Statement of Known Claim, you must return to the Monitor a completed Notice of Dispute asserting a Claim in a different amount, supported by appropriate documentation. A blank Notice of Dispute form is enclosed. The Notice of Dispute with supporting documentation disputing the within assessment of your Claim must be received by the Monitor by no later than 5:00 p.m. (Eastern Time) on May 31, 2024 (the “**Claims Bar Date**”), or in the case of a Restructuring Claim, on or before 5:00 p.m. (Eastern Time) on the later of (i) the Claims Bar Date, or (ii) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with Claims Procedure Order (the “**Restructuring Claims Bar Date**”).

If no such Notice of Dispute is received by the Monitor by the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, the amount of your Claim will be conclusively deemed to be as shown in this Statement of Known Claim.

Notices of Dispute must be delivered to the Monitor by email at Tacora@fticonsulting.com, or, if delivery by email is not possible, on the consent of the Monitor, by mail, courier, or personal delivery, addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

Copy to:

CASSELS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

Important Deadlines

If you do not file a Notice of Dispute by the applicable Bar Date, you will have no further right to dispute your Claim, which shall be allowed in the amount and Status set out herein, and you will be barred from filing any such dispute in the future.

This Statement of Known Claim does not affect any Claim other than the Known Claim referred to herein. This Statement of Known Claim should include all Claims (as defined in the Claims Procedure

Order) that you may have in accordance with the books and records of the Applicant, unless expressly stated otherwise. If you believe this Statement of Known Claim does not contain the entirety of your Known Claim, you must include your whole Claim in the Notice of Dispute.

More Information

If you have questions regarding this Statement of Known Claim, you may contact the Monitor by email at Tacora@fticonsulting.com or via the telephone hotline (416-649-8138 or Toll Free: 1-833-420-9074), provided, however, that formal notices to the Monitor must be delivered as set out above.

Yours truly,

Appendix "A"

Your Known Claim against the Applicant has been assessed as:

Type of Claim	Amount allowed pursuant to Statement of Known Claim:		Currency
	Amount allowed as secured:	Amount allowed as unsecured:	
A. Pre-Filing Claim	\$	\$	
B. D&O Claim	\$	\$	
C. Restructuring Claim	\$	\$	
D. Total Claim	\$	\$	

If you agree with this assessment of your Claim, you do not need to take any further action.

IF YOU WISH TO DISPUTE THE ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED IN THE STATEMENT OF KNOWN CLAIM.

SCHEDULE "D"

PROOF OF CLAIM

Court File No. CV-23-00707394-00CL

**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
TACORA RESOURCES INC.**

(Applicant)

PROOF OF CLAIM

Please carefully read the Claims Procedure Order granted by the Ontario Superior Court of Justice (Commercial List) on April 23, 2024, and the enclosed Proof of Claim Instruction Letter for completing this Proof of Claim. All capitalized terms used and not defined herein have the meanings ascribed to them in the Claims Procedure Order. A copy of the Claims Procedure Order and other information relating to the Claims Procedure can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/tacora/>.

A. PARTICULARS OF CLAIMANT

1. Full Legal Name of Claimant:¹

_____ (the "Claimant")

2. Attention (Contact Person): _____

3. Email Address: _____

4. Telephone Number: _____

5. Full Mailing Address of Claimant:

¹ Full legal name is the name of the Claimant as of October 10, 2023 (the "Filing Date"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following such date.

Have you acquired this Claim by assignment?

Yes: No:

(If yes, attach documents evidencing assignment)

If yes, Full Legal Name of Original Claimant(s): _____

B. AMOUNT AND TYPE OF CLAIM

The Debtor was and still is indebted to the Claimant as follows:

Pre-Filing Claim

Amount of <u>Pre-Filing Claim</u> <i>(including interest up to and including October 10, 2023)</i>	Whether Claim is Secured:	Currency	Value of Security Held, if any:²
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		

Restructuring Claim

Amount of <u>Restructuring Claim</u> <i>(including interest up to and including October 10, 2023)</i>	Whether Claim is Secured:	Currency	Value of Security Held, if any:³
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		
	Yes: <input type="checkbox"/> No: <input type="checkbox"/>		

² If the Claim is secured, on a separate schedule provide full particulars of the security, including the date on which the security was given, the value which you ascribe to the assets charged by your security and the basis for such valuation and attach a copy of the security documents evidencing the security.

³ If the Claim is secured, on a separate schedule provide full particulars of the security, including the date on which the security was given, the value which you ascribe to the assets charged by your security and the basis for such valuation and attach a copy of the security documents evidencing the security.

D&O Claim

Name(s) of Director(s) and/or Officer(s)	Amount of <u>D&O</u> Claim	Currency

C. PARTICULARS OF CLAIM

Provide all particulars of the Claim and all available supporting documentation, including any invoices, including any invoices, purchase orders, proof of delivery, calculation of the amount, descriptions of transaction(s) or agreement(s), or legal breach(es) giving rise to the Claim, including any claim assignment/transfer agreement or similar document, if applicable, the name of any guarantor(s) which has guaranteed the Claim and a copy of such guarantee documentation, particulars of all credits, discounts, etc. claimed, as well as a description of the security, if any, granted by the Applicant to the Claimant and the estimated value of such security, along with the underlying security documents, if applicable.

D. CERTIFICATION

I hereby certify that:	
<ol style="list-style-type: none">1. I am the Claimant or an authorized representative of the Claimant;2. I have knowledge of all the circumstances connected with this Claim;3. The Claimant submits this Proof of Claim in respect of the Claim referenced above; and4. All available documentation in support of the Claimant's dispute is attached.	
All information submitted in this Proof of Claim must be true, accurate and complete. Filing false information relating to your Claim may result in your Claim being disallowed in whole or in part and may result in further penalties.	
Signature: _____ Name: _____ Title: _____	Witness: Signature: _____ Name: _____
DATED at _____ this _____ day of _____, 2024.	

E. FILING OF CLAIM AND APPLICABLE DEADLINES

For Pre-Filing Claims and/or D&O Claims within the meaning of the Claims Procedure Order, your completed Proof of Claim **MUST** be received by the Monitor by no later than 5:00 p.m. (Eastern Time) on May 31, 2024 (the “**Claims Bar Date**”).

For Restructuring Claims within the meaning of the Claims Procedure Order, your completed Proof of Claim **MUST** be received by the Monitor by no later than 5:00 p.m. (Eastern Time) on the later of (i) the Claims Bar Date, or (ii) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with the Claims Procedure Order (the “**Restructuring Claims Bar Date**”).

In either case, this Proof of Claim shall be delivered to the Monitor in writing and **will be sufficiently given only if delivered by email**, or, if you are unable to deliver by email, on consent of the Monitor, by mail, courier, or personal delivery, addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

With copies to:

CASSESLS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

Failure to file your completed Proof of Claim so that it is actually received by the Monitor on or before 5:00 p.m. (Eastern Time) on the Claims Bar Date or the Restructuring Claims Bar Date, as applicable, WILL result in your Claims (except for any Claim outlined in any Statement of Known Claim that may have been addressed to you) being forever barred and you will be prevented from making or enforcing such Claims against the Applicant. In addition, unless you have separately received a Statement of Known Claim from the Monitor in respect of any other Claim, you shall not be entitled to further notice of and shall not be entitled to participate as a creditor in the Applicant’s CCAA Proceedings with respect to any such Claims.

SCHEDULE "E"

NOTICE OF DISPUTE

Court File No. CV-23-00707394-00CL

**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
TACORA RESOURCES INC.**

(Applicant)

NOTICE OF DISPUTE

For Known Claims against the Applicant

Reference #:

Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) dated April 23, 2024 (the "**Claims Procedure Order**"), I/we hereby give you notice of our intention to dispute the Statement of Known Claim dated _____ issued by FTI Consulting Canada Inc. in its capacity as Monitor of the Applicant in respect of my/our Claim.

Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Claims Procedure Order. A copy of the Claims Procedure Order and related materials can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/tacora/>.

A. PARTICULARS OF CLAIMANT

1. Full Legal Name of Claimant (include trade name, if applicable):¹

_____ (the "**Claimant**")

2. Attention (Contact Person): _____

3. Email Address: _____

4. Telephone Number: _____

¹ Full legal name should be the name of the Claimant of the Applicant or the Directors or Officers as of October 10, 2023 (the "**Filing Date**"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following that date.

5. Full Mailing Address of the Claimant:

6. Have you acquired this Claim by assignment?

Yes: No:

(If yes and not already provided, attach documents evidencing assignment)

If yes, Full Legal Name of Original Claimant(s): _____

B. DISPUTE OF KNOWN CLAIM

The Claimant hereby disagrees with the value of its Known Claim as set out in the Statement of Known Claim and asserts a Claim as follows:

Type of Claim	Amount allowed pursuant to Statement of Known Claim:		Amount claimed by the Claimant		Currency
	Amount allowed as secured:	Amount allowed as unsecured:	Secured:	Unsecured:	
A. Pre-Filing Claim	\$	\$	\$	\$	
B. D&O Claim	\$	\$	\$	\$	
C. Restructuring Claim	\$	\$	\$	\$	
D. Total Claim	\$	\$	\$	\$	

(Insert particulars of your Claim per the Statement of Known Claim, and the value of your Claim as asserted by you).

D. CERTIFICATION

I hereby certify that:

1. I am the Claimant or an authorized representative of the Claimant;
2. I have knowledge of all the circumstances connected with this Claim;
3. The Claimant submits this Notice of Dispute in respect of the Claim referenced above; and
4. All available documentation in support of the Claimant's dispute is attached.

All information submitted in this Notice of Dispute must be true, accurate and complete. Filing false information relating to your Claim may result in your Claim being disallowed in whole or in part and may result in further penalties.

Signature: _____

Name: _____

Title: _____

Witness:

Signature: _____

Name: _____
(Print)

DATED at _____ this _____ day of _____, 2024.

This Notice of Dispute **MUST** be received by the Monitor no later than 5:00 p.m. (Eastern Time) on May 31, 2024 (the "**Claims Bar Date**"), or in the case of a Restructuring Claim, no later than 5:00 p.m. (Eastern Time) on the later of (i) the Claims Bar Date; or (ii) on the day which is fourteen (14) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with the Claims Procedure Order (the "**Restructuring Claims Bar Date**").

This Notice of Dispute must be delivered in writing to the Monitor and will be sufficiently given only if delivered by email (in PDF format), or, if you are unable to deliver by email, with the Monitor's consent, by mail, courier or personal delivery addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

Copy to:

CASSESLS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

IF A NOTICE OF DISPUTE IS NOT RECEIVED BY THE MONITOR BY THE APPLICABLE BAR DATE, THE CLAIM AS SET OUT IN THE STATEMENT OF KNOWN CLAIM WILL BE BINDING ON YOU AND YOU WILL HAVE NO FURTHER RIGHT TO DISPUTE SUCH CLAIM.

SCHEDULE "F"

NOTICE OF REVISION OR DISALLOWANCE

–

Subject to further dispute by you in accordance with the provisions of the Claim Procedure Order, your Claim will be as follows:

Amount claimed per Proof of Claim:			Amount allowed pursuant to this Notice of Revision or Disallowance:		Currency
	Secured:	Unsecured:	Amount allowed as secured:	Amount allowed as unsecured:	
A. Pre-Filing Claim	\$	\$	\$	\$	
B. D&O Claim	\$	\$	\$	\$	
C. Restructuring Claim	\$	\$	\$	\$	
D. Total Claim	\$	\$	\$	\$	

IF YOU INTEND TO DISPUTE THIS NOTICE OF REVISION OR DISALLOWANCE, YOU MUST, within fourteen (14) days of the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute of Revision or Disallowance in the form attached hereto to the Monitor *which will be sufficiently given only if delivered by email* (in PDF format), or, if you are unable to deliver by email, with the Monitor's consent, by mail, courier or personal delivery addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

Email: Tacora@fticonsulting.com

Copy to:

CASSELS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
Toronto, ON M5H 0B4

Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD PURSUANT TO THE CLAIMS PROCEDURE ORDER, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

IF YOU AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, there is no need to file anything further with the Monitor.

DATED at Toronto, Ontario this ____ day of _____, 2024.

FTI CONSULTING CANADA INC.,
solely in its capacity as Monitor of the
Applicant and not in its personal
capacity.

SCHEDULE "G"

NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

Court File No. CV-23-00707394-00CL

**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
TACORA RESOURCES INC.**

(Applicant)

NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

Reference #:

Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) dated April 23, 2024 (the "**Claims Procedure Order**"), I/we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance dated _____ issued by FTI Consulting Canada Inc. in its capacity as Monitor of the Applicant in respect of my/our Claim.

All capitalized terms used and not defined in this Notice of Dispute shall have the meaning ascribed to them in the Claims Procedure Order. A copy of the Claims Procedure Order and other information relating to the Claims Procedure can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/tacora/>.

A. PARTICULARS OF CLAIMANT

1. Full Legal Name of Claimant (include trade name, if applicable):¹

_____ (the "**Claimant**")

2. Attention (Contact Person): _____

3. Email Address: _____

4. Telephone Number: _____

¹ Full legal name should be the name of the Claimant of the Applicant or the Directors or Officers as of October 10, 2023 (the "**Filing Date**"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following that date.

5. Full Mailing Address of the Claimant:

6. Have you acquired this Claim by assignment?

Yes: No:

(If yes and not already provided, attach documents evidencing assignment)

If yes, Full Legal Name of Original Claimant(s): _____

B. DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM

The Claimant hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows:

Type of Claim	Amount allowed, if any, pursuant to the Notice of Revision or Disallowance		Amount claimed by the Claimant per this Notice of Dispute		Currency
	Amount allowed as secured:	Amount allowed as unsecured:	Secured:	Unsecured:	
A. Pre-Filing Claim	\$	\$	\$	\$	
B. D&O Claim	\$	\$	\$	\$	
C. Restructuring Claim	\$	\$	\$	\$	
D. Total Claim	\$	\$	\$	\$	

(Insert particulars of your Claim per the Notice of Revision or Disallowance, and the value of your Claim as asserted by you).

D. CERTIFICATION

I hereby certify that:

1. I am the Claimant or an authorized representative of the Claimant;
2. I have knowledge of all the circumstances connected with this Claim;
3. The Claimant submits this Notice of Dispute of Revision or Disallowance in respect of the Claim referenced above; and
4. All available documentation in support of the Claimant's dispute is attached.

All information submitted in this Notice of Dispute of Revision or Disallowance must be true, accurate and complete. Filing false information relating to your Claim may result in your Claim being disallowed in whole or in part and may result in further penalties.

Signature: _____

Name: _____

Title: _____

Witness:

Signature: _____

Name: _____
(Print)

DATED at _____ this _____ day of _____, 2024.

Your completed Notice of Dispute of Revision or Disallowance **MUST** be received by the Monitor at the below address by no later than 5:00 p.m. (Eastern Time) on the day that is fourteen (14) days after this Notice of Revision or Disallowance is deemed to have been received by you in accordance with the Claims Procedure Order.

This Notice of Dispute of Revision or Disallowance must be delivered in writing to the Monitor and will be sufficiently given only if delivered by email (in PDF format), or, if you are unable to deliver by email, with the Monitor's consent, by mail, courier or personal delivery addressed to:

FTI CONSULTING CANADA INC.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Paul Bishop / Jodi Porepa

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Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance Street
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Attention: Ryan Jacobs / Jane Dietrich

Emails: rjacobs@cassels.com / jdietrich@cassels.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Eastern Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

IF YOU FAIL TO FILE A NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE WITHIN THE PRESCRIBED TIME PERIOD, YOUR CLAIM AS SET OUT IN THE NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

**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 TACORA RESOURCES INC.**

COURT FILE NO. CV-23-00707394-00CL

(Applicant)

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

Proceeding commenced at [Toronto](#)

CLAIMS PROCEDURE ORDER

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

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Counsel to Tacora Resources Inc.