



This is the 15th affidavit of
Brendan Creaney in this case and was
made on May 30, 2023.

No. S-226670
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, C. 57, AS AMENDED AND THE *BUSINESS
CORPORATIONS ACT*, S.N.B. 1981, C. B-9.1, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF TREVALI MINING
CORPORATION AND TREVALI MINING (NEW BRUNSWICK) LTD.

PETITIONERS

AFFIDAVIT

I, Brendan Creaney, c/o Suite 2600, 595 Burrard Street, Vancouver, British Columbia, AFFIRM
THAT:

I. INTRODUCTION

1. I am the Chief Financial Officer of Trevali Mining Corporation (the "**Company**"), a petitioner in this proceeding and the one hundred (100) percent owner of the other petitioner in this proceeding, Trevali Mining (New Brunswick) Ltd. As such, I have personal knowledge of the matters deposed to in this Affidavit except where I depose to a matter based on information from an informant I identify, in which case I believe that both the information from the informant and the resulting statement are true.

2. I make this Affidavit in support of the Company's application for an extension of the stay period in this *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings from June 2, 2023 to July 14, 2023.

3. I last provided a general update on the Company's restructuring efforts in my Affidavit #14 made on April 14, 2023 in support of the Company's request for an extension of the CCAA stay period from April 20, 2023 to May 31, 2023. In this Affidavit, I provide a general update on the Company's restructuring efforts since my Affidavit #14 without repeating the matters set out in my Affidavit #14. Capitalized terms not otherwise defined in this Affidavit have the meanings ascribed to them in my Affidavit #14.

II. PROGRESS ON THE APPIAN TRANSACTION

4. The Transactions contemplated by the Sale Agreement (as amended, the "**Sale Agreement**") between the Company, as vendor, and Appian Natural Resources Fund III LP and Appian Natural Resources (UST) Fund III LP, as "**Purchasers**", continue to advance towards closing.

5. In my Affidavit #14, I advised that the Company and the Purchasers had been engaging with the Namibian Competition Commission (the "**NCC**") to satisfy the condition in the Sale Agreement that the Purchasers' acquisition of the Company's interest in the Rosh Pinah mine be approved by the NCC (the "**NCC Condition**"). On April 27, 2023, the Company was notified that the NCC had approved the Transactions, subject to certain conditions (the "**NCC Approval**"). Following receipt of the NCC Approval, the Company and the Purchasers corresponded, and subsequently met, with the NCC to discuss the NCC Approval and the conditions therein.

6. On May 22, 2023, after further engagement and correspondence with the NCC, the Purchasers confirmed to the Company that the NCC Condition in the Sale Agreement had been satisfied. This is a material step forward towards closing the Transactions.

7. With the satisfaction of the NCC Condition, the Company and the Purchasers are continuing to address remaining closing items, and currently anticipate that the Transactions will close prior to the end of June 2023.

8. The anticipated June 2023 closing date for the Transactions requires amendments to certain agreements including those providing for the extension of the (i) outside closing date under the Sale Agreement; (ii) outside date as set out in the Court-approved sales and investment solicitation process; and (iii) maturity date under the Company's Interim Financing Facility, all to extend beyond May 31, 2023, in addition to other incidental amendments required to facilitate a

June 2023 closing date for the Transactions. The Company is working cooperatively with the Monitor and relevant stakeholders to make these amendments.

III. OTHER RESTRUCTURING MATTERS

9. The Company has continued to advance its restructuring efforts while working towards closing the Transactions by, among other things:

- (a) continuing operations at the Rosh Pinah mine and maintaining site integrity pending the closing of the Transactions;
- (b) continuing to work with the Monitor in reviewing and assessing claims made against the Company, Trevali Mining (New Brunswick) Ltd., or their respective directors and officers as part of the claims process approved by this Court in the Claims Process Approval Order granted on March 29, 2023;
- (c) obtaining from this Court on April 24, 2023 a Distribution Order aimed at permitting, subject to available proceeds, the reduction or elimination of the principal debts owing under, as well as the interest payable on, the Company's Interim Financing Facility, the Revolving Credit Facility, and the Glencore Facility (as defined in my Affidavit #13 made April 12, 2023);
- (d) discussing and negotiating, with support from and on the advice of the Company's insurance broker, the gross insurance claim proceeds payable related to the Perkoa mine flood that occurred on April 16, 2022 (resulting in an adjuster recommended settlement of a total of US \$9.7 million), and reviewing and considering the judgment of the Commercial Court of Burkina Faso made in May 2023 after an application made by the court-appointed liquidator of Nantou Mining Burkina Faso S.A. ("**Nantou**"), the Company's subsidiary that operated the Perkoa mine in Burkina Faso, made without notice to the Company, that approximately US \$7.6 million of the adjuster-recommended insurance settlement proceeds emanating from the applicable insurance arranged through an African based insurer be paid to Nantou;
- (e) recovering a portion of the insurance proceeds payable with respect to the Perkoa mine and making a payment of approximately US \$800,000 from such proceeds on account of the Company's Interim Financing Facility;

- (f) submitting a claim, on behalf of both the Company as well as the Company's wholly owned indirect subsidiary, Boundary Ventures Limited ("**Boundary Ventures**"), in Nantou's liquidation proceedings with respect to intercompany receivables owing to the Company and Boundary Ventures;
- (g) continuing efforts to rationalize costs in light of the status of these CCAA proceedings and the anticipated closing of the Transactions including by disclaiming and vacating the Company's lease for office space in Vancouver that will not be required post closing;
- (h) continuing to consider potential options with respect to the Company's remaining assets including recovery of accounts receivable and settlement of disputes;
- (i) communicating regularly with the Company's stakeholders, including its creditors, suppliers, lenders, employees, and governmental bodies, in particular its secured lenders, in connection with these CCAA proceedings; and
- (j) engaging frequently with the Monitor with respect to all aspects of the Company's restructuring efforts.

10. The protections and stability provided by the CCAA, and the stay of proceedings granted by this Court, have been essential to advancing these restructuring efforts.

IV. THE COMPANY HAS ACTED IN GOOD FAITH AND WITH DUE DILIGENCE


11. The Company requires a further extension of the CCAA stay of proceedings to allow time for the closing of the Transactions and to otherwise continue the collaborative and consultative efforts it has made to restructure its business.

12. Given the status of its restructuring and current financial position, the Company proposes an extension of the stay of proceedings from June 2, 2023 until July 14, 2023. The Company considers the proposed stay extension to be reasonable having regard to the anticipated closing date for the Transactions and attending to post-closing matters.


13. Based on the Company's CCAA cash flow, which has been updated in consultation with the Monitor, and a copy of which will be attached to the report of the Monitor to be filed in connection with this application, the Company does not anticipate requiring any further draws under the Interim Financing Facility if the extension of the stay period to July 14, 2023 is granted.

14. I do not believe that any creditor of the Company will suffer material prejudice if the proposed stay extension is granted by this Court.

AFFIRMED BEFORE ME at Vancouver,
British Columbia on May 30, 2023



A Commissioner for taking Affidavits for
British Columbia



Brendan Creaney

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