

Court File No.: CV-21-00673304-00CL

**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 HARTE GOLD CORP., 13699404 CANADA INC.
AND 13699447 CANADA INC.**

Applicants

**MOTION RECORD
CCAA DISTRIBUTION AND TERMINATION ORDER
(Motion returnable February 15, 2022)**

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

Joe Pasquariello LSO#: 38390C
jpasquariello@goodmans.ca

Christopher Armstrong LSO#: 51148B
carmstrong@goodmans.ca

Andrew Harmes LSO#: 73221A
aharmes@goodmans.ca

Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Monitor

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Court File No.: CV-21-00673304-00CL

**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 HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.

Applicant

**NOTICE OF MOTION
(CCAA DISTRIBUTION AND TERMINATION ORDER)**

(returnable February 15, 2022)

FTI Consulting Canada Inc. ("**FTI**"), in its capacity as monitor (the "**Monitor**") of Harte Gold Corp. ("**Harte**"), 13699404 Canada Inc. ("**ResidualCo. 1**") and 13699447 Canada Inc. ("**ResidualCo. 2**" and, collectively with Harte and ResidualCo. 1, the "**Applicants**") will make a motion before Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on February 15, 2022, at 2:00 p.m. or as soon thereafter as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard:

- In writing under subrule 37.12.1 (1);
- In writing as an opposed motion under subrule 37.12.1(4);
- In person;
- By telephone conference;
- By video conference;

at the following location:

<https://us02web.zoom.us/j/84265795831?pwd=MmwwRIYvaHc0WEtnQVUxYWVEemhGZz09>

THE MOTION IS FOR:

1. An Order (the “**CCAA Distribution and Termination Order**”), in substantially the form attached at Tab 3 of the Motion Record of the Monitor dated February 8, 2022, among other things:

- (a) authorizing the Monitor to make certain distributions from the Cash Consideration (as defined below) received and held by the Monitor in connection with the Transaction (as defined below);
 - (b) approving the First Report of the Monitor dated December 15, 2021, the Second Report of the Monitor dated January 24, 2022 and the Third Report of the Monitor dated February 8, 2022 (the “**Third Report**”) and the activities of the Monitor described therein;
 - (c) approving the fees and disbursements of the Monitor and its counsel as described in the Third Report and the affidavits attached thereto, including the estimate of the fees to be incurred through the completion of these CCAA proceedings;
 - (d) providing for the termination of these CCAA proceedings and the discharge of FTI as the Monitor as at the CCAA Termination Time (as defined below);
 - (e) in the event that the CCAA Termination Time has not occurred on or before March 29, 2022, extending the Stay Period (as defined below) until the earlier of (i) the CCAA Termination Time; and (ii) such other date as this Court may order;
- and

- (f) providing certain other related and ancillary relief; and
2. Such further and other relief as counsel may request and this Court may permit.

THE GROUNDS FOR THE MOTION are as follows:

Background

3. On December 7, 2021, Harte was granted protection from its creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to the Initial Order of the Court (the "**Initial Order**").
4. The Initial Order, among other things, (i) appointed FTI as the Monitor of Harte in the CCAA proceedings, (ii) granted a stay of proceedings in respect of Harte until and including December 16, 2021, or such later date as the Court may order (the "**Stay Period**"), and (iii) authorized Harte to enter into the DIP Facility Loan Agreement (the "**DIP Financing Agreement**") dated December 6, 2021 between Harte, as borrower, and 1000025833 Ontario Inc., as lender ("**833 Ontario**").
5. On December 20, 2021, the Court granted (i) an Amended and Restated Initial Order (the "**ARIO**"), among other things, extending the Stay Period to January 31, 2022 and increasing the amount which could be borrowed by Harte under the DIP Credit Agreement to \$10,800,000, and (ii) a SISP Approval Order, among other things, approving Harte's commencement of a sale and investment solicitation process (the "**SISP**") and Harte's execution of the Amended and Restated Subscription Agreement dated December 15, 2021 (the "**Subscription Agreement**") with 833 Ontario to be used as a "stalking horse bid" in the SISP.

6. On January 28, 2022, following the culmination of the SISP, the Court granted an Approval and Reverse Vesting Order, among other things, approving the Second Amended and Restated Subscription Agreement dated January 19, 2022 (the “**SARSA**”) between (i) 833 Ontario, as investor, and 833 Ontario’s sole shareholder, Silver Lake Resources Limited, as guarantor, and (ii) Harte (the transactions contemplated therein being the “**Transaction**”), which amended and restated the Subscription Agreement to incorporate certain improved terms.

7. The Transaction is structured as a “reverse vesting” transaction, in which, subject to the satisfaction or waiver of the closing conditions, 833 Ontario will become the sole shareholder of Harte, and all excluded contracts, excluded assets and excluded liabilities will be transferred and “vested out” to ResidualCo. 1 and ResidualCo. 2 (collectively, the “**ResidualCos**”), companies incorporated in connection with the SARSA and the Transaction.

8. In addition to granting the Approval and Reverse Vesting Order on January 28, 2022, the Court also granted an Order (the “**Monitor’s Expanded Powers Order**”) expanding the powers of the Monitor in respect of the ResidualCos in order to facilitate the completion of the Transaction, the bankruptcy or wind-down of the ResidualCos following closing of the Transaction, and the orderly completion of these CCAA proceedings in the event that the Transaction closes.

9. Harte, with the assistance of the Monitor, is continuing to work diligently with 833 Ontario towards an anticipated closing of the Transaction on or about February 18, 2022.

Distributions

10. As referenced above, it is anticipated that the Transaction will close on or about February 18, 2022.

11. The SARSA provides for, among other things, a cash payment (the “**Cash Consideration**”) to be received and held by the Monitor in an amount required to pay: (i) all claims ranking in priority to, or *pari passu* with, the amounts owing to the lenders under the BNPP Credit Agreement (as defined in the SARSA) (including, for greater certainty, all professional fees, costs and expenses secured by the Administration Charge (as defined in the ARIO), but excluding the amounts owing under the DIP Financing Agreement), plus (ii) the Appian Indebtedness (as defined in the SARSA), plus (iii) the amounts necessary to fund the completion of the CCAA proceedings and the bankruptcy of the ResidualCos upon completion of the Transaction.

12. As such, Harte is seeking authorization in the CCAA Distribution and Termination Order, from and after the closing of the Transaction, to make distributions from the Cash Consideration in payment of (i) a secured claim against certain of Harte’s real property (the “**White River Mortgage**”) that ranks in priority to amounts owing under the BNPP Credit Agreement, and (ii) the Appian Indebtedness.

13. The Monitor’s counsel has reviewed the loan and security documentation relating to the Appian Indebtedness and the White River Mortgage and, subject to standard assumptions and qualifications, has concluded that the security documentation is valid and enforceable.

Termination of the CCAA Proceedings

14. As referenced above, pursuant to the SARSA, the Cash Consideration includes cash in an amount sufficient to fund the completion of the CCAA proceedings and the bankruptcy of the ResidualCos upon the completion of the Transaction.

15. Pursuant to the Approval and Reverse Vesting Order, Harte will cease to be a party to these CCAA proceedings upon the closing of the Transaction.

16. It is anticipated that the ResidualCos will file an assignment into bankruptcy shortly after the closing of the Transaction. ResidualCo. 1 and ResidualCo. 2 are contemplated to be amalgamated as part of the steps for completing the Transaction, and as such, it is the amalgamated entity that is expected to be assigned into bankruptcy.

17. The proposed CCAA Distribution and Termination Order provides that, upon the service by the Monitor of a certificate upon the service list in these CCAA proceedings certifying that, to the knowledge of the Monitor, all matters to be attended to in connection with these CCAA proceedings have been completed (the “**Termination Certificate**”), the CCAA proceedings will be terminated and FTI discharged as Monitor (the “**CCAA Termination Time**”), provided that, notwithstanding its discharge as Monitor, FTI shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time (“**Monitor Incidental Matters**”).

18. The Monitor has duly and properly discharged and performed its duties and obligations in these CCAA proceedings in compliance and in accordance with the CCAA and all orders of this Court made in these CCAA proceedings.

Extension of the Stay Period

19. The Stay Period currently expires on March 29, 2022.
20. The Applicants have been acting and continue to act in good faith and with due diligence in these CCAA proceedings, including to work towards completing the Transaction.
21. The proposed CCAA Distribution and Termination Order provides that, in the event that the Termination Certificate is not served by the Monitor on or before March 29, 2022, the Stay Period shall be extended to and including the earlier of (i) the CCAA Termination Time, and (ii) such other date as this Court may order.
22. If the Transaction closes on the anticipated timeline, there will be sufficient funds from the Cash Consideration to complete any remaining matters in these CCAA proceedings. If the Transaction does not close by March 29, 2022, the Applicants would return to Court to address the status of the case.

General

23. The provisions of the CCAA, including section 11.02, and this Court's equitable and statutory jurisdiction thereunder.
24. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
25. The Consolidated Notice to the Profession, Litigants, Accused Persons, Public and the Media regarding Expanded Operations of Ontario Superior Court of Justice dated May 13, 2020, as amended.

26. Changes to Commercial List Operations in light of COVID-19 dated March 16, 2020.
27. Such further and other grounds as counsel may advise and this Court may permit.

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

28. The Third Report of the Monitor, including the fee affidavits appended thereto; and
29. Such further and other materials as counsel may advise and this Court may permit.

Date: February 8, 2022

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

Joe Pasquariello LSO#: 38390C
jpasquariello@goodmans.ca

Christopher Armstrong LSO#: 51148B
carmstrong@goodmans.ca

Andrew Harmes LSO#: 73221A
aharmes@goodmans.ca

Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Monitor

**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 HARTE
GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

Court File No: CV-21-00673304-00CL

Applicants

<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding commenced at Toronto</p>	
<p>NOTICE OF MOTION (returnable February 15, 2022)</p>	
<p>GOODMANS LLP Barristers & Solicitors 333 Bay Street, Suite 3400 Toronto, Canada M5H 2S7</p>	
<p>Joe Pasquariello LSO#: 38390C jpasquariello@goodmans.ca</p>	
<p>Christopher Armstrong LSO#: 51148B carmstrong@goodmans.ca</p>	
<p>Andrew Harmes LSO#: 73221A aharmes@goodmans.ca</p>	
<p>Tel: (416) 979-2211 Fax: (416) 979-1234</p>	
<p>Lawyers for the Monitor</p>	

Court File No. CV-21-00673304-00CL

**Harte Gold Corp.
13699404 Canada Inc. and
13699447 Canada Inc.**

THIRD REPORT OF THE MONITOR

February 8, 2022

Court File No. CV-21-00673304-00CL

**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
HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.

**THIRD REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

INTRODUCTION

1. On December 7, 2021, Harte Gold Corp. (“**Harte**”) sought and obtained an initial order (the “**Initial Order**”) under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) providing for, *inter alia*, a stay of proceedings in favour of Harte until December 16, 2021 (the “**Stay Period**”) and appointing FTI Consulting Canada Inc. as monitor (in such capacity, the “**Monitor**”). The proceedings commenced by Harte under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
2. On December 16, 2021, the Stay Period was extended to December 21, 2021, pursuant to the Order of the Honourable Mr. Justice Pattillo. On December 20, 2021, the Honourable Mr. Justice Penny granted an Amended and Restated Initial Order (the “**ARIO**”) pursuant to which, *inter alia*:
 - (a) The Stay Period was extended to January 31, 2022; and
 - (b) The amount authorized for borrowing under the DIP Financing Agreement approved by the Court in the Initial Order was increased to \$10.8 million.
3. Also on December 20, 2021, the Honourable Mr. Justice Penny granted an order, *inter alia*:

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- (a) Authorizing Harte to conduct, with the assistance of the Monitor, a sale and investment solicitation process (the "**SISP**") in accordance with certain terms and conditions relating thereto; and
 - (b) Approving Harte's execution of the Amended and Restated Subscription Agreement dated December 15, 2021 (the "**Subscription Agreement**") with 1000025833 Ontario Inc. (the "**833**"), a wholly-owned indirect subsidiary of Silver Lake Resources Limited, and the use of the Subscription Agreement as a "stalking horse bid" in the context of the SISP.
4. At the conclusion of the SISP, a Second Amended and Restated Subscription Agreement dated January 19, 2022 (the "**SARSA**") between 833 and Harte (the transactions contemplated therein being the "**833 Transaction**") was declared to be the Successful Bid.
5. On January 28, 2022, the Honourable Mr. Justice Penny granted an order (the "**ARVO**"), *inter alia*:
 - (a) Approving the SARSA;
 - (b) Adding 13699404 Canada Inc. ("**9404**") and 13699447 Canada Inc. ("**9447**") as applicants in the CCAA Proceedings (Harte, 9404 and 9447 collectively being the "**Applicants**"); and
 - (c) Extending the Stay Period to March 29, 2022.
6. Also on January 28, 2022, the Honourable Mr. Justice Penny granted an order (the "**Expanded Monitor Powers Order**") to expand the powers of the Monitor in respect of 9404 and 9447.
7. The purpose of this, the Monitor's Third Report, is to provide information with respect to the Monitor's motion for an Order (the "**CCAA Distribution and Termination Order**"), *inter alia*:

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- (a) Authorizing the Monitor to make certain distributions from the Cash Consideration to be received and held by the Monitor in connection with the 833 Transaction (the “**CCAA Distributions**”);
- (b) Approving the actions, conduct and activities of the Monitor as described in the First Report, the Second Report and the Third Report;
- (c) Approving the fees and disbursements of the Monitor and its counsel, Goodmans LLP (“**Monitor’s Counsel**”) incurred since the commencement of the CCAA Proceedings together with an estimate of the fees to be incurred to complete the CCAA Proceedings
- (d) Providing for the termination of the CCAA Proceedings and the discharge of the Monitor upon service on the service list for the CCAA Proceedings by the Monitor of a certificate (the “**CCAA Termination Certificate**”); and
- (e) Extending the Stay Period, if the CCAA Termination Certificate has not been filed by March 29, 2022, until the earlier of:
 - (i) Service of the CCAA Termination Certificate; and
 - (ii) Such other date as may be ordered by the Court.

TERMS OF REFERENCE

- 8. In preparing this Report, the Monitor has relied upon unaudited financial information of the Applicants, the Applicants books and records, certain financial information prepared by the Applicants and discussions with various parties (the “**Information**”).
- 9. Except as described in this Report:

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- (a) The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
 - (b) The Monitor has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
10. The Monitor has prepared this Report in connection with the Monitor's motion for the granting of the CCAA Distribution and Termination Order, scheduled to be heard on February 15, 2022, and the Report should not be relied on for any other purposes.
11. Future oriented financial information reported or relied on in preparing this Report is based on the assumptions of the management of the Applicants regarding future events; actual results may vary from forecast and such variations may be material.
12. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings given to them in the ARIO, the SARSA or the previous Reports of the Monitor.

CCAA DISTRIBUTIONS

13. It is currently anticipated that the 833 Transaction will close on or about February 18, 2022.
14. The SARSA provides for, among other things, a cash payment (the "**Cash Consideration**"), to be received and held by the Monitor, in an amount required to pay:
- (a) All claims ranking in priority to, or *pari passu* with, the amounts owing to the lenders under the BNPP Credit Agreement (including, for greater certainty, all professional fees, costs and expenses secured by the Administration Charge, but excluding the amounts owing under the DIP Financing Agreement);
 - (b) The Appian Indebtedness; and

- (c) The amounts necessary to fund the completion of the CCAA Proceedings and the bankruptcy of 9404 and 9447 following Closing.
15. Based on discussions with Harte and its counsel and its review of the Ontario personal property security registry and title searches of Harte's leasehold and freehold property in Ontario, the Monitor is aware of three potential claims that rank in priority to, or *pari passu* with, the amounts owing to the lenders under the BNPP Credit Agreement (excluding, for the avoidance of doubt, those claims that are secured by the Charges granted in the within proceedings)¹. Those claims relate to three mortgages in respect of real property owned by Harte. Based on discussions with Harte, the Monitor understands that two of those mortgages were repaid in full by Harte prior to the commencement of the CCAA Proceedings, although discharges have yet to be registered. With respect to the third mortgage (the "**White River Mortgage**"), the Monitor is informed by Harte that \$105,000 of principal remains owing.
16. Accordingly, authorization is sought to make, after Closing, distributions from the Cash Consideration in respect of:
- (a) The White River Mortgage; and
- (b) The Appian Indebtedness, which is estimated to be approximately US\$34 million.
17. The Monitor's counsel has reviewed the loan and security documentation relating to the Appian Indebtedness and the White River Mortgage and, subject to standard assumptions and qualifications, has concluded that security documentation is valid and enforceable.

¹ As previously advised, there are also certain secured hedge obligations under the BNPP Credit Agreement that were retained by BNPP and not assigned to Harte. Based on discussions with counsel to 833, the Monitor understands that such obligations are being addressed directly between 833 and BNPP.

APPROVAL OF FEES AND DISBURSEMENTS

18. Pursuant to paragraph 29 of the ARIO, the Monitor and the Monitor's Counsel have from time to time been paid their fees and disbursements at their standard rates and charges by Harte as part of the costs of the CCAA Proceedings.
19. Paragraph 30 of the ARIO states:

“THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose, the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.”
20. The Monitor and the Monitor's Counsel have maintained detailed records of their fees and disbursements and the Monitor now seeks approval of the fees and disbursements incurred from the commencement of the CCAA Proceedings to February 6, 2022. The activities undertaken and services provided by the Monitor in connection with the administration of the CCAA Proceedings are described in the Monitor's Reports filed with the Court.
21. The total fees and disbursements of the Monitor amount to \$612,126.84 (the “**Monitor's Fees and Disbursements**”), including \$609,415.50 for fees and \$2,711.34 for disbursements, all excluding applicable taxes. The time spent by the Monitor's personnel is more particularly described in the affidavit of Nigel Meakin of the Monitor, sworn February 8, 2022, in support of the Monitor's motion. A copy of the affidavit of Mr. Meakin is attached hereto as **Appendix A**.
22. The total fees and disbursements of the Monitor's Counsel amount to \$628,696.06 (the “**Counsel Fees and Disbursements**”), including \$627,026.00 for fees and \$1,670.06 for disbursements, all excluding applicable taxes. The time spent by the personnel of the Monitor's Counsel is more particularly described in the affidavit of Joseph Pasquariello of the Monitor's Counsel, sworn February 8, 2022, in support of the Monitor's motion. A copy of the affidavit of Mr. Pasquariello is attached hereto as **Appendix B**.

23. Based on the information currently available and assuming no unforeseen events in the CCAA Proceedings, the Monitor estimates that the total fees and disbursements of the Monitor and the Monitor's Counsel to the termination of the CCAA Proceedings (the "**Subsequent Fees and Disbursements**") should not exceed \$150,000 and \$250,000 respectively.
24. The Monitor respectfully submits that the Monitor's Fees and Disbursements, the Counsel Fees and Disbursements and the Subsequent Fees and Disbursements are reasonable in the circumstances and have been (or will be) validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings.
25. Accordingly, the Monitor respectfully seeks the approval of the Monitor Fees and Disbursements, the Monitor's Counsel Fees and Disbursements and the Subsequent Fees and Disbursements.

TERMINATION OF THE CCAA PROCEEDINGS

26. Once the Closing of the 833 Transaction has occurred, the only known remaining activities that will be required to be undertaken in the CCAA Proceedings are the following:
 - (a) The completion of the CCAA Distributions;
 - (b) The preparation for, and the filing of, the assignment in bankruptcy of Amalco², or of 9404 and 9447 if their amalgamation is not completed; and
 - (c) The completion of the necessary statutory and administrative steps for the termination of the CCAA Proceedings and the discharge of the Monitor.

² 9404 and 9447 are contemplated to be amalgamated as part of the sequence of steps for the Closing of the 833 Transaction., The resultant amalgamated entity is referred to in this Report as "Amalco".

27. Pursuant to the ARVO, on Closing of the 833 Transaction, Harte will no longer be subject to the CCAA Proceedings. Following the completion of the steps described above, there will be no further requirement for the CCAA Proceedings to continue in respect of 9404 or 9447.
28. Accordingly, an order terminating the CCAA Proceedings, to be effective upon service by the Monitor of the CCAA Termination Certificate, is now sought.

EXTENSION OF THE STAY PERIOD

29. The Stay Period currently expires on March 29, 2022. While it is expected that the CCAA Termination Certificate will be served and filed by that date, in order to be prudent, while maximizing efficiency and minimizing potential costs, an extension of the Stay Period is now sought, until the earlier of (if the CCAA Termination Certificate has not been served by the Monitor by March 29, 2022):
 - (a) The filing of the CCAA Termination Certificate; and
 - (b) Such other date as may be ordered by the Court.
30. If the 833 Transaction closes on the anticipated timeline, there will be sufficient liquidity from the Cash Consideration to fund the completion of the CCAA Proceedings. In the event the 833 Transaction does not close by March 29, 2022, the Applicants would return to Court to address the status of the case.
31. Based on the information currently available, the Monitor believes that creditors would not be materially prejudiced by the proposed extension of the Stay Period.
32. The Monitor also believes that the Applicants have acted, and are acting, in good faith and with due diligence.
33. Accordingly, the Monitor respectfully recommends that the Court grant the requested extension of the Stay Period.

The Monitor respectfully submits to the Court this, its Third Report.

Dated this 8th day of February, 2022.

FTI Consulting Canada Inc.
In its capacity as Monitor of
Harte Gold Corp.
13699404 Canada Inc. and
13699447 Canada Inc.



Nigel D. Meakin
Senior Managing Director



Jeff Rosenberg
Senior Managing Director

Appendix A

The Meakin Affidavit

Court File No. CV-21-00673304-00CL

**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
HARTE GOLD CORP., 13699404 CANADA INC. and 13699447 CANADA INC.**

(the “**Applicants**”)

**AFFIDAVIT OF NIGEL MEAKIN
(Sworn February 8, 2022)**

I, **NIGEL MEAKIN**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Senior Managing Director of FTI Consulting Canada Inc. (“**FTI**”) and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated, I verily believe it to be true. I do not, and do not intend to, waive any applicable privilege by any statement herein.
2. On December 7, 2021, Harte Gold Corp. (“**Harte**”) sought and obtained an initial order (the “**Initial Order**”) under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and FTI was appointed monitor (in such capacity, the “**Monitor**”). The proceedings commenced by Harte under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
3. On December 20, 2021, the Honourable Mr. Justice Penny granted an Amended and Restated Initial Order (the “**ARIO**”).

4. The applicants 13699404 Canada Inc. and 13699447 Canada Inc. were added to the CCAA Proceedings pursuant to the Order of the Honourable Mr. Justice Penny granted January 28, 2022.
5. Pursuant to paragraph 29 of the ARIO, the Monitor and its counsel have from time to time been paid their fees and disbursements at their standard rates and charges.
6. Pursuant to paragraph 30 of the ARIO, the Monitor and its counsel are required to pass their accounts with the Court from time to time.
7. The total fees and disbursements of the Monitor during the period from the commencement of the CCAA Proceedings to February 6, 2022, amount to \$612,126.84 (the “**Monitor Fees and Disbursements**”), including fees of \$609,415.50 and disbursements of \$2,711.34 (all excluding applicable taxes). Attached hereto and marked as **Exhibit "A"** to this, my Affidavit, is a summary of the invoices rendered by the Monitor during the period (the “**Accounts**”). True copies of the Accounts are attached as **Exhibit “B”** to this my Affidavit.
8. The activities undertaken and services provided by the Monitor in connection with the administration of the CCAA Proceedings are described in the Monitor’s Reports filed with the Court.
9. In the course of performing its duties, personnel of the Monitor have expended a total of 754.3 hours. Attached as **Exhibit “C”** to this, my Affidavit, is a schedule setting out a summary of the individual staff involved in the administration of the CCAA Proceedings and the hours and applicable average rates per person claimed by the Monitor. The average hourly rate billed by the Monitor is \$807.92.
10. A schedule of the descriptions of the services provided by the Monitor’s staff is attached as **Exhibit “D”** to this my affidavit. The descriptions of the services provided by the Monitor’s staff have been redacted for matters of privilege.
11. The Monitor requests that this Honourable Court approve the Monitor Fees and Disbursements in the total amount of \$612,126.84 (excluding applicable taxes).

12. Goodmans LLP, in its capacity as independent counsel to the Monitor (“**Goodmans**”), has rendered services throughout the CCAA Proceedings in a manner consistent with the instructions of the Monitor.
13. The total fees and disbursements of Goodmans during the period from the commencement of the CCAA Proceedings to February 6, 2022, amount to \$628,696.06 (the “**Counsel Fees and Disbursements**”), including fees of \$627,026.00 and disbursements of \$1,670.06 (all excluding applicable taxes). The time spent by the personnel of Goodmans in the period is more particularly described in the affidavit of Joseph Pasquariello of Goodmans, sworn on February 8, 2022, in support of the Monitor’s request for a fee approval Order. The descriptions of the time spent by personnel of Goodmans have been redacted for matters of privilege. The Counsel Fees and Disbursements reflect billings for services performed by Goodmans consistent with the instructions given by the Monitor.
14. To the best of my knowledge, the rates charged by the Monitor and Goodmans are comparable to the rates charged for the provision of similar services by other similar restructuring firms and law firms in the Toronto market.
15. I verily believe that the fees and disbursements incurred by the Monitor and Goodmans are fair and reasonable in the circumstances.
16. This Affidavit is made in connection with a motion for an Order of this Honourable Court approving the Monitor Fees and Disbursements and the Counsel Fees and Disbursements, all as described herein and for no improper purpose.

SWORN BEFORE ME over videoconference by Nigel Meakin stated as being located at the City of Toronto, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario on February 8, 2022 in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.



Commissioner for Taking Affidavits

Chris Armstrong



NIGEL MEAKIN

Exhibit A

Summary of Invoices

**This is Exhibit "A" to the Affidavit of Nigel Meakin
sworn before me dated February 8, 2022**



Chris Armstrong

Harte Gold Corp
Summary of FTI Invoices
December 7, 2021 - February 6, 2022

Invoice #	Invoice Date	Period End Date	Fees	Disbursements	Fees + Disbursements	HST	Total
29005152	December 15, 2021	December 12, 2021	\$134,292.00	\$0.00	\$134,292.00	\$17,457.96	\$151,749.96
29005154	December 21, 2021	December 19, 2021	\$127,991.50	\$0.00	\$127,991.50	\$16,638.90	\$144,630.40
29005175	December 31, 2021	December 31, 2021	\$55,602.00	\$0.00	\$55,602.00	\$7,228.26	\$62,830.26
29005189	January 12, 2022	January 9, 2022	\$34,566.00	\$2,689.34	\$37,255.34	\$4,843.19	\$42,098.53
29005197	January 19, 2022	January 16, 2022	\$82,828.00	\$0.00	\$82,828.00	\$10,767.64	\$93,595.64
29005202	January 25, 2022	January 23, 2022	\$99,199.50	\$0.00	\$99,199.50	\$12,895.94	\$112,095.44
29005210	January 31, 2022	January 31, 2022	\$51,777.50	\$0.00	\$51,777.50	\$6,731.08	\$58,508.58
29005231	February 7, 2022	February 6, 2022	\$23,159.00	\$22.00	\$23,181.00	\$3,013.53	\$26,194.53
TOTAL			\$609,415.50	\$2,711.34	\$612,126.84	\$79,576.50	\$691,703.34

Exhibit B

The Accounts

**This is Exhibit "B" to the Affidavit of Nigel Meakin
sworn before me dated February 8, 2022**



Chris Armstrong



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

December 15, 2021
 FTI Invoice No. 29005152
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 12, 2021

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,055.00	30.8	\$32,494.00
Adam Zalev	Senior Managing Director	\$1,055.00	2.0	\$2,110.00
Thomas Mullett	Senior Managing Director	\$1,055.00	15.2	\$16,036.00
Jeffrey Rosenberg	Senior Managing Director	\$990.00	29.0	\$28,710.00
Jodi Porepa	Managing Director	\$885.00	23.9	\$21,151.50
Michael Clark	Senior Director	\$695.00	0.5	\$347.50
Richard Kim	Director	\$730.00	19.0	\$13,870.00
Graham McIntyre	Senior Consultant	\$565.00	21.3	\$12,034.50
Jessica Rovet	Senior Consultant	\$505.00	5.4	\$2,727.00
Samuel Fioretti	Intern	\$195.00	21.7	\$4,231.50
Kathleen Foster	Executive Assistant I	\$145.00	4.0	\$580.00
Total Hours and Fees			172.8	\$134,292.00

HST Registration No. 835718024RT0001

\$17,457.96

Invoice Total for Current Period

\$151,749.96



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

December 21, 2021
 FTI Invoice No. 29005154
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 19, 2021

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,055.00	28.1	\$29,645.50
Thomas Mullett	Senior Managing Director	\$1,055.00	13.4	\$14,137.00
Jeffrey Rosenberg	Senior Managing Director	\$990.00	23.3	\$23,067.00
Jodi Porepa	Managing Director	\$885.00	27.4	\$24,249.00
Richard Kim	Director	\$730.00	8.5	\$6,205.00
Kyle Dans	Senior Consultant	\$595.00	13.3	\$7,913.50
Graham McIntyre	Senior Consultant	\$565.00	20.4	\$11,526.00
Jessica Rovet	Senior Consultant	\$505.00	13.1	\$6,615.50
Tyler Rivas-Perri	Senior Consultant	\$505.00	2.8	\$1,414.00
Samuel Fioretti	Intern	\$195.00	14.5	\$2,827.50
Kathleen Foster	Executive Assistant I	\$145.00	2.7	\$391.50
Total Hours and Fees			167.5	\$127,991.50
HST Registration No. 835718024RT0001				\$16,638.90
Invoice Total for Current Period				\$144,630.40



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

December 31, 2021
 FTI Invoice No. 29005175
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2021

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,055.00	3.1	\$3,270.50
Thomas Mullett	Senior Managing Director	\$1,055.00	6.7	\$7,068.50
Jeffrey Rosenberg	Senior Managing Director	\$990.00	6.5	\$6,435.00
Jodi Porepa	Managing Director	\$885.00	8.2	\$7,257.00
Richard Kim	Director	\$730.00	1.8	\$1,314.00
Kyle Dans	Senior Consultant	\$595.00	36.2	\$21,539.00
Graham McIntyre	Senior Consultant	\$565.00	5.8	\$3,277.00
Jessica Rovet	Senior Consultant	\$505.00	10.2	\$5,151.00
Kathleen Foster	Executive Assistant I	\$145.00	2.0	\$290.00
Total Hours and Fees			80.5	\$55,602.00
HST Registration No. 835718024RT0001				\$7,228.26
Invoice Total for Current Period				\$62,830.26



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

January 12, 2022
 FTI Invoice No. 29005189
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 9, 2022

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,085.00	6.0	\$6,510.00
Thomas Mullett	Senior Managing Director	\$1,085.00	2.9	\$3,146.50
Jeffrey Rosenberg	Senior Managing Director	\$1,020.00	11.8	\$12,036.00
Jodi Porepa	Managing Director	\$910.00	2.4	\$2,184.00
Graham McIntyre	Senior Consultant	\$610.00	1.0	\$610.00
Jessica Rovet	Senior Consultant	\$520.00	4.1	\$2,132.00
Kyle Dans	Senior Consultant	\$520.00	15.2	\$7,904.00
Kathleen Foster	Executive Assistant I	\$145.00	0.3	\$43.50
Total Hours and Fees			43.7	\$34,566.00
Other/Miscellaneous				\$2,689.34
Total Expenses				\$2,689.34
HST Registration No. 835718024RT0001				\$4,843.19
Invoice Total for Current Period				\$42,098.53



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

January 19, 2022
 FTI Invoice No. 29005197
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 16, 2022

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,085.00	28.6	\$31,031.00
Thomas Mullett	Senior Managing Director	\$1,085.00	4.2	\$4,557.00
Jeffrey Rosenberg	Senior Managing Director	\$1,020.00	26.1	\$26,622.00
Jodi Porepa	Managing Director	\$910.00	4.8	\$4,368.00
Richard Kim	Director	\$780.00	0.3	\$234.00
Jessica Rovet	Senior Consultant	\$520.00	7.7	\$4,004.00
Kyle Dans	Senior Consultant	\$520.00	23.1	\$12,012.00
Total Hours and Fees			94.8	\$82,828.00

HST Registration No. 835718024RT0001 **\$10,767.64**

Invoice Total for Current Period **\$93,595.64**



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

January 25, 2022
 FTI Invoice No. 29005202
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 23, 2022

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,085.00	41.3	\$44,810.50
Gregory Watson	Senior Managing Director	\$1,085.00	1.5	\$1,627.50
Thomas Mullett	Senior Managing Director	\$1,085.00	2.3	\$2,495.50
Jeffrey Rosenberg	Senior Managing Director	\$1,020.00	29.5	\$30,090.00
Jodi Porepa	Managing Director	\$910.00	9.0	\$8,190.00
Richard Kim	Director	\$780.00	0.3	\$234.00
Jessica Rovet	Senior Consultant	\$520.00	2.9	\$1,508.00
Kyle Dans	Senior Consultant	\$520.00	19.7	\$10,244.00
Total Hours and Fees			106.5	\$99,199.50

HST Registration No. 835718024RT0001

\$12,895.94

Invoice Total for Current Period

\$112,095.44



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

January 31, 2022
 FTI Invoice No. 29005210
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2022

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,085.00	17.2	\$18,662.00
Jeffrey Rosenberg	Senior Managing Director	\$1,020.00	17.3	\$17,646.00
Jodi Porepa	Managing Director	\$910.00	5.9	\$5,369.00
Graham McIntyre	Senior Consultant	\$610.00	5.3	\$3,233.00
Kyle Dans	Senior Consultant	\$520.00	12.9	\$6,708.00
Kathleen Foster	Executive Assistant I	\$145.00	1.1	\$159.50
Total Hours and Fees			59.7	\$51,777.50

HST Registration No. 835718024RT0001 **\$6,731.08**

Invoice Total for Current Period **\$58,508.58**



Invoice Summary

Mr. Guy Martel
 Harte Gold Corp.
 c/o Stikeman Elliott LLP
 1155 René-Lévesque Blvd. West
 41st Floor
 Montreal, QC H3B 3V2

February 7, 2022
 FTI Invoice No. 29005231
 FTI Job No. 483221.0001
 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 6, 2022

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,085.00	3.2	\$3,472.00
Jeffrey Rosenberg	Senior Managing Director	\$1,020.00	11.4	\$11,628.00
Jodi Porepa	Managing Director	\$910.00	1.2	\$1,092.00
Graham McIntyre	Senior Consultant	\$610.00	2.3	\$1,403.00
Kyle Dans	Senior Consultant	\$520.00	10.7	\$5,564.00
Total Hours and Fees			28.8	\$23,159.00
Business Meals				\$22.00
Total Expenses				\$22.00
HST Registration No. 835718024RT0001				\$3,013.53
Invoice Total for Current Period				\$26,194.53

Exhibit C

Summary of Time Charges

**This is Exhibit "C" to the Affidavit of Nigel Meakin
sworn before me dated February 8, 2022**



Chris Armstrong

Harte Gold Corp
Summary of Charges
December 7, 2021 - February 6, 2022

Professional	Title	Hours	Hourly Rate	Total
Nigel Meakin	Senior Managing Director	62.0	1,055	65,410
Nigel Meakin	Senior Managing Director	96.3	1,085	104,486
Adam Zalev	Senior Managing Director	2.0	1,055	2,110
Gregory Watson	Senior Managing Director	1.5	1,085	1,628
Jeffrey Rosenberg	Senior Managing Director	58.8	990	58,212
Jeffrey Rosenberg	Senior Managing Director	96.1	1,020	98,022
Thomas Mullett	Senior Managing Director	35.3	1,055	37,242
Thomas Mullett	Senior Managing Director	9.4	1,085	10,199
Jodi Porepa	Managing Director	59.5	885	52,658
Jodi Porepa	Managing Director	23.3	910	21,203
Michael Clark	Senior Director	0.5	695	348
Richard Kim	Director	29.3	730	21,389
Richard Kim	Director	0.6	780	468
Graham McIntyre	Senior Consultant	47.5	565	26,838
Graham McIntyre	Senior Consultant	8.6	610	5,246
Jessica Rovet	Senior Consultant	28.7	505	14,494
Jessica Rovet	Senior Consultant	14.7	520	7,644
Kyle Dans	Senior Consultant	81.6	520	42,432
Kyle Dans	Senior Consultant	49.5	595	29,453
Tyler Rivas-Perri	Senior Consultant	2.8	505	1,414
Samuel Fioretti	Intern	36.2	195	7,059
Kathleen Foster	Executive Assistant	10.1	145	1,465
TOTAL		754.30		\$609,415.50

Average Hourly Rate \$807.92

Exhibit D

Description of Services

**This is Exhibit "D" to the Affidavit of Nigel Meakin
sworn before me dated February 8, 2022**



Chris Armstrong

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
12/06/21	29005152	Michael Clark	0.50	695.00	347.50	Review revised cash flow forecast as at December 6, 2021.
12/07/21	29005152	Graham McIntyre	3.50	565.00	1,977.50	Finalizing statutory forms; communication to Scotia regarding opening a new bank account; drafting new bank account request forms; uploading initial order and motion materials to Monitor's website; review of court documents.
12/07/21	29005152	Jeffrey Rosenberg	8.00	990.00	7,920.00	Review of final Pre-filing Report of the Proposed Monitor; call with management regarding supplier communications; attend preparation call with management for supplier communications; review of various cash materials; attend board call; review employee communications package; review of motion materials; sign bank account forms; call with suppliers; call with company regarding variance analysis; review of supplier matters; attend employee update meeting; attend hearing.
12/07/21	29005152	Jessica Rovet	4.30	505.00	2,171.50	Reviewing application record; estimating Stalking Horse Bid value; internal meetings to discuss reach outs and deal developments.
12/07/21	29005152	Jodi Porepa	6.30	885.00	5,575.50	Review court-filed material; twice daily calls with management to discuss vendor communication; draft supplier deposit letter; discussions with vendors regarding continuous supply; review communication documents for different stakeholder groups.
12/07/21	29005152	Kathleen Foster	1.00	145.00	145.00	Website updates performed for FTI Case Sites for Harte Gold.
12/07/21	29005152	Nigel Meakin	9.40	1,055.00	9,917.00	Review of communications materials; calls with counsel regarding various issues; preparation for and attendance in Court; calls and discussions with management team; calls and discussions with Monitor team; drafting of court report; attendance at employee meeting; review of press release; discussions with DIP Lender representatives regarding various matters.
12/07/21	29005152	Richard Kim	7.00	730.00	5,110.00	Finalization of reach out list and emails to potential bidders in the potential SISP; finalization of teaser marketing material to be distributed to potential bidders in the potential SISP; drafting and calculation of subscription agreement valuation.
12/07/21	29005152	Samuel Fioretti	6.30	195.00	1,228.50	Reviewing Application Record; estimating Stalking Horse Bid Calculations; update Confidential Information Memorandum; update Teaser; Update Reach out email.
12/07/21	29005152	Thomas Mullett	3.70	1,055.00	3,903.50	Review and finalize Confidential Information Memorandum and teaser; various discussions with Harte team and N. Meakin regarding same; review overall value of DIP Lender bid; formulate valuation ranges regarding same; review SISP interested parties distribution email; review and finalize SISP distribution list; distribution SISP distribution email to Harte, Stikeman's and Goodman's for comment; edit SISP distribution email based on feedback; review and modify non-disclosure agreement for SISP process; various emails with Company and N. Meakin on above matters.
12/08/21	29005152	Adam Zalev	2.00	1,055.00	2,110.00	Various matters in connection with the sale process.
12/08/21	29005152	Graham McIntyre	5.00	565.00	2,825.00	Drafting cover letter to Office of the Superintendent of Bankruptcy; communication with Globe and Mail to receive quote and proof for posting notice of proceedings in the journal; submitting a request for new bank accounts to Scotia for Monitor's Bank account set up; internal communication regarding Monitor banking matters; uploading documents to the Monitor's site; communication with internal IT team to rectify the issue with Monitor's hotline number; review of Monitor's email inbox; correspondence with Company counsel regarding service list; review of court documents; review of creditor listing to prepare to list for website posting; internal discussions regarding engagement matters including creditor listing and upcoming milestones.
12/08/21	29005152	Jeffrey Rosenberg	8.00	990.00	7,920.00	Call with several suppliers; work on web set up; work on notices for CCAA; work on deposit letter; review of motion record; review Office of the Superintendent of Bankruptcy documentation; work on supplier issues; review letter regarding garnishment; review of vendor matter; review of ad.
12/08/21	29005152	Jessica Rovet	0.30	505.00	151.50	Reviewing application record; estimating Stalking Horse Bid value; internal meetings to discuss reach outs/deal developments.
12/08/21	29005152	Jodi Porepa	5.80	885.00	5,133.00	Daily calls with management to discuss vendor communication; discussions with vendors regarding continuous supply; respond to certain ad hoc enquiries from management; internal FTI status update discussions; review bank account set up; review and finalize Superintendent of Bankruptcy documents; review and finalize communication with certain stakeholders; review general CCAA administration.
12/08/21	29005152	Kathleen Foster	1.00	145.00	145.00	Website updates performed for FTI Case Sites for Harte. Requested by G. McIntyre.

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
12/08/21	29005152	Nigel Meakin	7.20	1,055.00	7,596.00	Calls with DIP lender re approval hearing and related matters; review of emails and correspondence; calls with counsel re various matters; call with Appian re comeback hearing objections; call with interested party; review of correspondence; discussions with team regarding various matters; calls with company regarding various matters; calls with company counsel; preparation of Court report.
12/08/21	29005152	Richard Kim	7.00	730.00	5,110.00	Finalization of emails and teaser marketing material to potential bidders in the potential SISP; drafting and calculation of subscription agreement valuation; updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreement.
12/08/21	29005152	Samuel Fioretti	5.30	195.00	1,033.50	Make final edits to Teaser; update reach out Email; send out reach out Emails.
12/08/21	29005152	Thomas Mullett	3.40	1,055.00	3,587.00	Distribute SISP emails to interest party contact list; review and respond to replies regarding same; finalize non-disclosure agreement; various emails with Harte and N. Meakin regarding outstanding matters; emails with Harte regarding weekly reporting on SISP and format; discussion with N. Meakin regarding SISP acknowledgment letter.
12/09/21	29005152	Graham McIntyre	4.50	565.00	2,542.50	Review of creditor listing to post to Monitor's site; internal and external discussions regarding creditor listing and certain vendors; preparing a schedule to track key deadlines related to the CCAA proceedings; calendar for internal preparing creditor listing for website posting and mailing statutory notice purposes; follow up communication with the bank for Monitor's Bank account set up; internal communication regarding Monitor banking matters; uploading documents to the Monitor's site; communication with internal IT team and phone number provider to ensure operation of Monitor's hotline number; review of Monitor's email inbox; communication with Globe and Mail to confirm publishing Notice of filing.
12/09/21	29005152	Jeffrey Rosenberg	4.00	990.00	3,960.00	Work on hot line matters; work on creditor matters; review notice of appearance; review of tracer; review of communication from Office of the Superintendent of Bankruptcy; review of executive contracts; review of supplier matters; work on banking matters.
12/09/21	29005152	Jessica Rovet	0.30	505.00	151.50	Reviewing application record; estimating Stalking Horse Bid value; internal meetings to discuss reach outs and deal developments.
12/09/21	29005152	Jodi Porepa	6.40	885.00	5,664.00	Review and update template supplier communication letters; review Monitor stat notice and review supporting documentation; attend calls with suppliers; follow up calls with management in respect of same; daily calls with management to discuss operations and ongoing monitoring post-CCAA; respond to certain ad hoc enquiries from management; internal FTI status update discussions.
12/09/21	29005152	Kathleen Foster	1.00	145.00	145.00	Website updates performed for FTI Case Sites and Mailing distribution for Harte.
12/09/21	29005152	Nigel Meakin	2.70	1,055.00	2,848.50	Calls and discussions regarding various issues; call with company and supplier; discussions regarding SISP, court report.
12/09/21	29005152	Richard Kim	3.30	730.00	2,409.00	Facilitation of due diligence information from potential bidder in potential SISP; internal call to discuss latest developments with respect to potential bidders in the potential SISP; updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreement.
12/09/21	29005152	Samuel Fioretti	4.70	195.00	916.50	Facilitate Due Diligence Requests; update Reach out Information; update Confidential Information Memorandum.
12/09/21	29005152	Thomas Mullett	3.30	1,055.00	3,481.50	Responses from interested parties regarding SISP; Appian diligence requests; discussion of same with Harte; various emails with Appian regarding same; discussion with N. Meakin regarding Appian status and developments; management change of control contracts; further Harte Gold requested changes to Confidential Information Memorandum.
12/10/21	29005152	Graham McIntyre	8.30	565.00	4,689.50	Communication with internal IT team and phone number provider to rectify issue with Monitor's hotline number; review of creditor listing to post to Monitor's site; internal and external discussions regarding creditor listing and certain vendors; preparing creditor listing for website posting and mailing statutory notice purposes; communication with the bank for Monitor's Bank account set up; uploading documents to the Monitor's site; communication with Globe & Mail to adjust notice to be published in National paper.
12/10/21	29005152	Jeffrey Rosenberg	7.00	990.00	6,930.00	Review of accounts payable matters; work on stayed vs non stayed payments list; work on website matters; work on banking matters; review of communications and creditor notices; work with respect to various suppliers; review of payments; work on supplier letters; attend update call with Company on various matters.
12/10/21	29005152	Jessica Rovet	0.50	505.00	252.50	Reviewing application record; estimating Stalking Horse Bid value; internal meetings to discuss reach outs and deal developments.

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
12/10/21	29005152	Jodi Porepa	5.40	885.00	4,779.00	Review updated accounts payable listing, discuss same with management; internal discussions regarding Monitor statutory requirements; daily calls with management; participate in calls with certain suppliers; review and finalize template vendor communication letters.
12/10/21	29005152	Kathleen Foster	1.00	145.00	145.00	Website updates performed for FTI Case Sites for Harte.
12/10/21	29005152	Nigel Meakin	6.80	1,055.00	7,174.00	Court report; calls with counsel; calls with company; discussions with Appian; discussions with DIP Lender; review of offers and other materials; discussions with team re various matters.
12/10/21	29005152	Richard Kim	1.70	730.00	1,241.00	Call with company and potential bidder in potential SISP to go over due diligence questions and answers; updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreement.
12/10/21	29005152	Samuel Fioretti	3.10	195.00	604.50	Facilitate Due Diligence Requests; update Reach out Information; formulate Share Liquidity Analysis.
12/10/21	29005152	Thomas Mullett	2.90	1,055.00	3,059.50	Appian diligence matters discussion with Harte regarding same; various emails with Appian; discussion of interested parties with Harte; weekly interested party reporting package for Harte; replies from and responses to SISP interested parties.
12/11/21	29005152	Jeffrey Rosenberg	2.00	990.00	1,980.00	Work on supplier issue and agreements; review of correspondence.
12/11/21	29005152	Nigel Meakin	2.10	1,055.00	2,215.50	Calls with counsel and company counsel; calls with Appian counsel; review of bid documents; calls with DIP Lender counsel; Court report.
12/12/21	29005152	Nigel Meakin	2.60	1,055.00	2,743.00	Calls with counsel and company counsel; calls with Appian counsel; review of bid documents; calls with DIP Lender counsel; Court report.
12/12/21	29005152	Samuel Fioretti	2.30	195.00	448.50	Formulate Shares Liquidity Analysis.
12/12/21	29005152	Thomas Mullett	1.90	1,055.00	2,004.50	Review DIP Lender share liquidity; various emails with N. Meakin regarding same; responses from interested parties on SISP; replies regarding same; review Appian net present value format for royalty agreements and offtakes.
12/13/21	29005154	Graham McIntyre	7.30	565.00	4,124.50	Stat notice mail out to all known creditors; emailing stat notice to certain stakeholders; review and revisions of creditor listing for website posting; setting up Monitor's bank accounts and Monitor's estate accounting; posting documents to Monitor's website; review of Monitor's email and hotline.
12/13/21	29005154	Jeffrey Rosenberg	3.50	990.00	3,465.00	Work on supplier matters; review of Appian responding motion; attend update call and planning call.
12/13/21	29005154	Jessica Rovet	5.90	505.00	2,979.50	Reviewing Application Record and New Supplementary Motion; working on Royalty/Offtake Valuations; internal and external calls with Shawn on Royalty/Offtake valuation; updating Stalking Horse Bid Valuation Range for new DIP Lender proposal; call with Graham on Stalking Horse valuation; tracking reach out responses.
12/13/21	29005154	Jodi Porepa	6.10	885.00	5,398.50	Daily calls with management; review and address ad hoc creditor enquiries; attend call with vendor; review draft deposit letters; review and finalize accounts payable listing; internal status update discussions; review and finalize documents for Monitor statutory requirements; review status of vendor discussions.
12/13/21	29005154	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
12/13/21	29005154	Nigel Meakin	6.20	1,055.00	6,541.00	Attendance at board meeting; calls and discussions with team regarding various issues; discussions regarding comeback hearing matters; discussions with DIP Lender; Court report; review of Appian motion materials; calls with counsel; calls with company counsel.
12/13/21	29005154	Richard Kim	2.00	730.00	1,460.00	Call with company and to go over valuation estimate analysis for hedging and offtake agreements.
12/13/21	29005154	Samuel Fioretti	7.30	195.00	1,423.50	DIP Lender Shares Liquidity Analysis; Review Off take/Royalty Net Present Value analysis.
12/13/21	29005154	Thomas Mullett	2.90	1,055.00	3,059.50	Harte board meeting; debrief with N. Meakin; discussion with R. Kim regarding net present value of royalties and off-take; discussion with SF regarding: share liquidity analysis, various emails with N. Meakin regarding same; review DIP Lender value range analysis.
12/13/21	29005154	Tyler Rivas-Perri	2.80	505.00	1,414.00	Prepare and mail notice letters in envelopes to be sent to creditors.
12/14/21	29005154	Graham McIntyre	2.80	565.00	1,582.00	Uploading documents to Monitor's website; setting up Monitor's accounts; emailing stat notice to certain stakeholders; updating creditor listing; review of Monitor's email and hotline and responding accordingly; internal discussions regarding engagement matters; drafting responses to stakeholder inquiries to the Monitor's email.
12/14/21	29005154	Jeffrey Rosenberg	4.00	990.00	3,960.00	Review of variance analysis; work on supplier matters; review of creditor letter; work on employee matters; call with management on suppliers; attend team calls.

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12/14/21	29005154	Jessica Rovet	3.10	505.00	1,565.50	Reviewing Application Record and New Supplementary Motion; working on Royalty/Offtake Valuations; internal and external calls with Shawn on Royalty/Offtake valuation; updating Stalking Horse Bid Valuation Range for new DIP Lender proposal; call with Graham on Stalking Horse valuation; tracking reach out responses.
12/14/21	29005154	Jodi Porepa	4.40	885.00	3,894.00	Daily update calls; status update on vendor liabilities; discussions on operational issues; discussions on variance analysis; respond to Harte internal counsel enquiries; internal status update discussions; review hot line and email enquiries and discuss next steps.
12/14/21	29005154	Kathleen Foster	1.00	145.00	145.00	Website updates performed for FTI Case Sites for Harte.
12/14/21	29005154	Nigel Meakin	7.20	1,055.00	7,596.00	Preparation for and attendance at board meeting; calls with DIP Lender; calls with Appian; calls with counsel; calls with company; calls with monitor team; discussions regarding numerous issues; creditor and cash flow matters; court report; bid materials.
12/14/21	29005154	Richard Kim	3.00	730.00	2,190.00	Updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreement.
12/14/21	29005154	Samuel Fioretti	2.80	195.00	546.00	Review Off take/ Royalty Net Present Value Analysis.
12/14/21	29005154	Thomas Mullett	2.70	1,055.00	2,848.50	Board meet; DIP Lender due diligence; off take and royalty valuation estimates; draft Confidential Information Memorandum and teaser; interested party follow-up communication plan.
12/15/21	29005154	Graham McIntyre	2.00	565.00	1,130.00	Monitor's bank account set up; prepare stat notices to certain creditors for mail out; email stat notice to certain creditors; upload documents and descriptions to Monitor's site; internal discussions regarding engagement matters.
12/15/21	29005154	Jeffrey Rosenberg	5.00	990.00	4,950.00	Prepare for and attend creditor call; attend to banking matters; work on First Report of Monitor; work on various supplier matters; review of motion materials; work on DIP draw matters; attend update call with management.
12/15/21	29005154	Jessica Rovet	1.80	505.00	909.00	Reviewing Application Record and New Supplementary Motion; working on Royalty/Offtake Valuations; internal and external calls with Shawn on Royalty/Offtake valuation; updating Stalking Horse Bid Valuation Range for new DIP Lender proposal; call with Graham on Stalking Horse valuation; tracking reach out responses.
12/15/21	29005154	Jodi Porepa	5.20	885.00	4,602.00	Calls with certain vendors; daily touch point with management; review and finalize vendor communication; follow up with counsel as necessary; review updated accounts payable listing; internal discussions regarding same.
12/15/21	29005154	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
12/15/21	29005154	Kyle Dans	1.50	595.00	892.50	Team intro call with J. Porepa and G. McIntyre; discussion with G. McIntyre on file progress and weekly update; discussion with N. Meakin on file update.
12/15/21	29005154	Nigel Meakin	6.40	1,055.00	6,752.00	Numerous calls and discussions regarding court hearing, bid issues; negotiations with bidders; Court report.
12/15/21	29005154	Richard Kim	1.70	730.00	1,241.00	Call with company to finalize valuation of hedging and offtake agreements; call with company to perform analysis on value of assumed liabilities in potential SISP.
12/15/21	29005154	Samuel Fioretti	2.30	195.00	448.50	Send out follow up emails.
12/15/21	29005154	Thomas Mullett	3.10	1,055.00	3,270.50	Interested party follow-up reach outs; interested party responses and our subsequent replies; various emails with Harte re: interested parties.
12/16/21	29005154	Graham McIntyre	1.80	565.00	1,017.00	Preparing notices for mailing statutory notices to certain creditors and stakeholders; review Monitor's email and voicemails and respond accordingly; upload documents and updates to Monitor's website; internal discussions regarding engagement matters.
12/16/21	29005154	Jeffrey Rosenberg	5.30	990.00	5,247.00	Review of variance analysis; work on supplier matters; review of revised orders; update calls with Management; review of press release; attend hearing; attend post hearing call; attend update call with Management
12/16/21	29005154	Jessica Rovet	0.60	505.00	303.00	Reviewing Application Record and New Supplementary Motion; working on Royalty/Offtake Valuations; internal and external calls with Shawn on Royalty/Offtake valuation; updating Stalking Horse Bid Valuation Range for new DIP Lender proposal; call with Graham on Stalking Horse valuation; tracking reach out responses.
12/16/21	29005154	Jodi Porepa	5.40	885.00	4,779.00	Review proposed disbursements; review variance analysis; dealing with vendor issues; review updated accounts payable listing; internal discussions regarding same.
12/16/21	29005154	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
12/16/21	29005154	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
12/16/21	29005154	Kyle Dans	3.60	595.00	2,142.00	Attend stay extension court hearing; prepare mailing to creditors; review FTI Monitor report; attend internal update meeting with J. Porepa and G. McIntyre.

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12/16/21	29005154	Nigel Meakin	5.10	1,055.00	5,380.50	Preparation for and attendance at court; calls with counsel; calls with company; press release; employee communications; preparation of support for increased dip amount; discussions with dip lender; further calls and discussions with counsel.
12/16/21	29005154	Richard Kim	1.30	730.00	949.00	Updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreement.
12/16/21	29005154	Samuel Fioretti	2.10	195.00	409.50	Send out follow-up emails; Provide process updates.
12/16/21	29005154	Thomas Mullett	2.40	1,055.00	2,532.00	Interested party update for N. Meakin regarding court attendance, responses from interested parties.
12/17/21	29005154	Graham McIntyre	6.50	565.00	3,672.50	Updating list of creditors for website posting; set up of Monitor bank accounts; tracking wires to Monitor's bank account; mailing statutory notice to certain creditors and stakeholders; attend call with supplier; review Monitor's email and voicemails and respond accordingly; upload documents and updates to Monitor's website; internal discuss regarding engagement matters.
12/17/21	29005154	Jeffrey Rosenberg	5.50	990.00	5,445.00	Work on supplier issues; attend update calls; review of banking matters and ensuring funds received; review of budget to actual and send out to DIP lender; work on various supplier matters; review of deposit letters; work on DIP matters; review of order; review of disbursements with management.
12/17/21	29005154	Jessica Rovet	1.70	505.00	858.50	Reviewing Application Record and New Supplementary Motion; working on Royalty/Offtake Valuations; internal and external calls with Shawn on Royalty/Offtake valuation; updating Stalking Horse Bid Valuation Range for new DIP Lender proposal; call with G. McIntyre on Stalking Horse valuation; tracking reach out responses.
12/17/21	29005154	Jodi Porepa	6.30	885.00	5,575.50	Review communication with vendors; internal discussions in respect of same; review and finalize variance analysis; review DIP documents for variance analysis covenants and reporting requirements; review and finalize statutory notices posted; internal discussions in respect of same; review and finalize banking arrangements; review and update creditor listing; follow up on ad hoc enquiries; review deposit schedule; internal status update.
12/17/21	29005154	Kathleen Foster	0.50	145.00	72.50	Website updates performed for FTI Case Sites for Harte.
12/17/21	29005154	Kyle Dans	8.20	595.00	4,879.00	Review and update deposit schedule; call with Harte Gold staff to discuss disbursements, variance analysis and DIP financing; update call with G. McIntyre; review DIP agreement to summarize covenants and key terms on variance reporting; internal meeting with G. McIntyre and J. Porepa to discuss file updates and plan for next week.
12/17/21	29005154	Nigel Meakin	2.70	1,055.00	2,848.50	Calls and discussions regarding various issues, including court hearing, employee bonus arrangements, banking, dip and other matters; discussions with counsel re preparation for court hearing; calls with FTI team.
12/17/21	29005154	Richard Kim	0.50	730.00	365.00	Updates to Confidential Information Memorandum marketing material to be distributed to bidders in the potential SISP who execute a non-disclosure agreements.
12/17/21	29005154	Thomas Mullett	2.10	1,055.00	2,215.50	Interested party status for client distribution; responses from interested party reach outs; data room clean-up and management; emails with Harte re: interested party status.
12/19/21	29005154	Nigel Meakin	0.50	1,055.00	527.50	Call with counsel and company counsel to plan regarding court hearing.
12/19/21	29005154	Thomas Mullett	0.20	1,055.00	211.00	Responses to interested party reach outs.
12/20/21	29005175	Graham McIntyre	3.00	565.00	1,695.00	Processing wire for DIP funding; review of Monitor's email and voice mail and respond accordingly; internal discussions regarding engagement matters; uploading documents to Monitor's website.
12/20/21	29005175	Jeffrey Rosenberg	2.00	990.00	1,980.00	Attend call with supplier; attend update call; review of deposits; attend internal update call; approve DIP repayment.
12/20/21	29005175	Jessica Rovet	2.10	505.00	1,060.50	Reviewing documents from comeback hearing; updating Stalking Horse Bid valuation; sending follow ups to parties; internal discussions.
12/20/21	29005175	Jodi Porepa	3.50	885.00	3,097.50	Vendor calls; daily status update call; review ad hoc vendor enquiries; review deposit summary; internal updates; review in box; review court documents.
12/20/21	29005175	Kathleen Foster	2.00	145.00	290.00	Website updates performed for FTI Case Sites for Harte.
12/20/21	29005175	Kyle Dans	6.40	595.00	3,808.00	Internal meeting with Monitor team to discuss weekly plan and general file matters; update project milestone trackers; discussion with J. Porepa regarding milestone tracker; refresh deposit tracker and clear review notes; discussion with G. McIntyre regarding receipt requisitions; prepare receipt requisitions; status update call with J. Porepa and G. McIntyre.
12/20/21	29005175	Nigel Meakin	2.30	1,055.00	2,426.50	Preparation for and attendance in court; reviewer of press release; call with counsel; correspondence; website updates; update call with team; call with company counsel.
12/20/21	29005175	Richard Kim	1.00	730.00	730.00	Updates to analysis of Stalking Horse Bid valuation and discussion with the company on the same.

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12/20/21	29005175	Thomas Mullett	2.30	1,055.00	2,426.50	Draft Confidential Information Memorandum update; review deal valuation estimates; dialogue with N. Meakin regarding same; follow-up with Harte Gold regarding deal valuation analysis; communication plan for round 3 of interested party follow-up; various emails with N. Meakin re: prepping for attendance at court.
12/21/21	29005175	Graham McIntyre	2.30	565.00	1,299.50	Review of Monitor's email and voice mail and responding accordingly; internal discussions and review of Monitor's requirements with respect to the SISP and SISP Order; updating the internal calendar and milestones workbook.
12/21/21	29005175	Jeffrey Rosenberg	1.00	990.00	990.00	Review of correspondence; attend update call; work with respect to deposit issues.
12/21/21	29005175	Jessica Rovet	6.20	505.00	3,131.00	Reviewing documents from comeback hearing; updating Stalking Horse Bid valuation; sending follow ups to parties; internal discussions.
12/21/21	29005175	Kyle Dans	3.20	595.00	1,904.00	Discussion with G. McIntyre regarding Ascend forms; discussion with J. Porepa regarding employee claims calculation; review employee claim frameworks.
12/21/21	29005175	Nigel Meakin	0.80	1,055.00	844.00	Discussions with SISP team re SISP matters; call with J. Porepa regarding employee claims and other matters; correspondence with secured lenders.
12/21/21	29005175	Richard Kim	0.80	730.00	584.00	Updates to analysis of Stalking Horse Bid valuation and discussions with the company on the same.
12/21/21	29005175	Thomas Mullett	1.80	1,055.00	1,899.00	Call with JR regarding 3rd round reach outs; review updated bid valuation methodology; review SISP Solicitation Notification criteria and Required Acknowledgment; call with N. Meakin regarding Bid valuation methodology, SISP Solicit Notice and Acknowledgment; 3rd round reach outs.
12/22/21	29005175	Jeffrey Rosenberg	1.00	990.00	990.00	Attend update call; review of payments.
12/22/21	29005175	Jessica Rovet	0.40	505.00	202.00	Reviewing documents from comeback hearing; updating Stalking Horse Bid valuation; sending follow ups to parties; internal discussions.
12/22/21	29005175	Jodi Porepa	1.80	885.00	1,593.00	Touch point with management; review proposed disbursements; review variance analysis; internal status update.
12/22/21	29005175	Kyle Dans	1.50	595.00	892.50	Meeting with Harte Gold team regarding variance analysis, review of weekly disbursements, other matters; debrief meeting with J. Porepa.
12/22/21	29005175	Kyle Dans	0.50	595.00	297.50	Internal update call with Monitor team.
12/22/21	29005175	Kyle Dans	0.30	595.00	178.50	Discussion regarding variance analysis review with J. Porepa
12/22/21	29005175	Kyle Dans	7.30	595.00	4,343.50	Review employee contracts and prepare schedule of employee claims; review weekly disbursements; review and update variance analysis prepared by Harte Gold and discuss with Monitor team.
12/22/21	29005175	Thomas Mullett	0.90	1,055.00	949.50	Correspondence with various interested parties; status update and next steps discussion with FTI team.
12/23/21	29005175	Graham McIntyre	0.50	565.00	282.50	Preparing professional fee summary workbook; internal communications regarding engagement matters.
12/23/21	29005175	Jeffrey Rosenberg	1.00	990.00	990.00	Review of variance analysis; review of correspondence.
12/23/21	29005175	Jessica Rovet	0.40	505.00	202.00	Reviewing documents from comeback hearing; updating Stalking Horse Bid valuation; sending follow ups to parties; internal discussions.
12/23/21	29005175	Jodi Porepa	1.00	885.00	885.00	Review and finalize variance analysis; review preliminary financial analysis and provide comments; review certain employment contracts.
12/23/21	29005175	Kyle Dans	7.90	595.00	4,700.50	Call with J. Porepa regarding employee claims schedule, deposits update, SISP questions; prepare employee claims schedule and continue reviewing contracts; update J. Porepa on employee claims schedule progress and outstanding items.
12/23/21	29005175	Thomas Mullett	0.60	1,055.00	633.00	Emails with Harte team; review reach out strategy over holidays.
12/24/21	29005175	Jessica Rovet	1.10	505.00	555.50	Reviewing documents from comeback hearing; updating Stalking Horse Bid valuation; sending follow ups to parties; internal discussions.
12/24/21	29005175	Kyle Dans	3.90	595.00	2,320.50	Prepare employee claims schedule; review deposits schedule and update for changes.
12/24/21	29005175	Thomas Mullett	0.70	1,055.00	738.50	Various emails with N. Meakin regarding Appian and status potential interested parties; emails and discussion with JR. regarding Appian and interested parties; interested party summary update for N. Meakin; review data room status for Appian.
12/29/21	29005175	Jeffrey Rosenberg	0.50	990.00	495.00	Review of correspondence; attend update calls.
12/29/21	29005175	Jodi Porepa	1.40	885.00	1,239.00	Touch point with management; review proposed disbursements and follow up; review variance analysis and provide comments.
12/29/21	29005175	Kyle Dans	5.20	595.00	3,094.00	Meeting with Harte Gold staff regarding disbursements, variance analysis, weekly tasks; review weekly disbursements and discuss with Monitor team; prepare employee claims schedule and update internal team on progress; review variance analysis and discuss with Monitor team.
12/29/21	29005175	Thomas Mullett	0.20	1,055.00	211.00	Correspondence with potentially interested parties.
12/30/21	29005175	Jeffrey Rosenberg	0.50	990.00	495.00	Review of correspondence; attend update calls.
12/30/21	29005175	Jodi Porepa	0.50	885.00	442.50	Review and finalize variance analysis and proposed disbursements.
12/30/21	29005175	Thomas Mullett	0.20	1,055.00	211.00	Various emails with Harte Gold.
12/31/21	29005175	Jeffrey Rosenberg	0.50	990.00	495.00	Review of correspondence, update calls.
01/04/22	29005189	Graham McIntyre	0.50	610.00	305.00	Review of Monitor's voicemail and email and respond accordingly.

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01/04/22	29005189	Jeffrey Rosenberg	2.00	1,020.00	2,040.00	Respond to queries from management after reviewing Initial Order; review of supplier matters; review of cash flow matters; attend update call.
01/04/22	29005189	Jessica Rovet	2.40	520.00	1,248.00	reach outs and follow ups; keeping tracker up-to-date; locating contact information for phone call follow-ups.
01/04/22	29005189	Kyle Dans	2.60	520.00	1,352.00	Update cash flow forecast with actual results; meeting regarding employee claims with J. Porepa to review claims schedule, address all comments and circulate updated schedule; discussion re: vendor deposits; discussion re: general file update with G. McIntyre.
01/04/22	29005189	Nigel Meakin	1.20	1,085.00	1,302.00	Correspondence with counsel; Correspondence with Appian counsel; Emails with company re various issues; Discussions with FTI team re various matters.
01/04/22	29005189	Thomas Mullett	0.80	1,085.00	868.00	Interested party reach outs.
01/05/22	29005189	Jeffrey Rosenberg	3.00	1,020.00	3,060.00	Correspondence with management regarding supplier concerns; attend update call; review of deposit letters; attend updated call; review of cash flow matters.
01/05/22	29005189	Kyle Dans	2.10	520.00	1,092.00	Attend client meeting regarding status update, disbursements review, general questions; Review three deposit letters and update summary schedule accordingly; internal meeting re: weekly plan and general update on on-going tasks; update professional fee tracker.
01/05/22	29005189	Nigel Meakin	0.70	1,085.00	759.50	Call with team re various issues; correspondence with counsel.
01/05/22	29005189	Thomas Mullett	1.00	1,085.00	1,085.00	Interested party reach out; discussions with N. Meakin re: same and prep for Jan 14 bid date.
01/06/22	29005189	Jeffrey Rosenberg	3.00	1,020.00	3,060.00	Review of payments; attend payroll call; attend update call; work on budget to actual; work on creditor matters; work on supplier matter; review follow up correspondence with respect to payroll.
01/06/22	29005189	Jessica Rovet	1.10	520.00	572.00	Reach outs and follow ups; keeping tracker up-to-date; locating contact information for phone call follow-ups.
01/06/22	29005189	Jodi Porepa	1.10	910.00	1,001.00	Review proposed disbursements; review variance analysis and provide comments.
01/06/22	29005189	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
01/06/22	29005189	Kyle Dans	7.10	520.00	3,692.00	Weekly disbursements regarding review and discuss weekly disbursements with J. Porepa; draft and circulate email with questions to Harte Gold; review response from Harte Gold and update disbursement approval accordingly, discussion regarding additional disbursements; update professional fee tracker for recent payments and invoices; review variance analysis for with Dec 31, 2021 and discuss comments with J. Porepa; discussion regarding weekly DIP advance request, email regarding: request access to the Monitor's Harte Gold bank account.
01/06/22	29005189	Nigel Meakin	1.20	1,085.00	1,302.00	Emails; call with counsel re various matters.
01/06/22	29005189	Thomas Mullett	0.40	1,085.00	434.00	Interested party follow-up.
01/07/22	29005189	Graham McIntyre	0.50	610.00	305.00	Internal discussions regarding engagement matters and transferring key responsibilities to another engagement member.
01/07/22	29005189	Jeffrey Rosenberg	2.80	1,020.00	2,856.00	Review of payments; attend payroll call; attend update call; work on budget to actual; work on creditor matters; work on supplier matter; review follow up correspondence with respect to payroll.
01/07/22	29005189	Jessica Rovet	0.60	520.00	312.00	Reach outs and follow ups; keeping tracker up-to-date; locating contact information for phone call follow-ups.
01/07/22	29005189	Jodi Porepa	1.30	910.00	1,183.00	Call with Company; call with certain creditors; review correspondence with creditors; respond to ad hoc queries from counsel; internal status update discussion; discussions in respect of responding to certain credit requests.
01/07/22	29005189	Kyle Dans	3.40	520.00	1,768.00	Meeting with K. Gorman regarding review disbursements schedule and accounts payable process, discuss outstanding deposits; update cash flow forecast with prior week actuals; discussion with G. McIntyre regarding general tasks and Harte Gold Monitor hot-line; internal update call with J. Porepa; respond to outstanding Harte Gold Monitor hot-line messages and update tracker.
01/07/22	29005189	Nigel Meakin	2.20	1,085.00	2,387.00	Call with DIP Lender; call with Company; Call regarding payroll issues; call with Appian; call with JC; review of escrow agreement; calls with counsel.
01/07/22	29005189	Thomas Mullett	0.70	1,085.00	759.50	Interested party follow; summary reporting.
01/08/22	29005189	Jeffrey Rosenberg	1.00	1,020.00	1,020.00	Review of creditor matters; review of various emails regarding the same.
01/09/22	29005189	Nigel Meakin	0.70	1,085.00	759.50	Call with counsel regarding escrow agreement
01/10/22	29005197	Jeffrey Rosenberg	3.50	1,020.00	3,570.00	Work on cash flow matters; review of payroll matters; review of correspondence from counsel.
01/10/22	29005197	Jessica Rovet	1.10	520.00	572.00	Phone call follow ups to parties; internal correspondence regarding Appian non-disclosure agreement; pulling org charts from data room; updating reach out tracker; reviewing Appian proposal.
01/10/22	29005197	Jodi Porepa	0.60	910.00	546.00	Follow up on deposit; internal update; prepare templates for report; follow up with management regarding updated cash flow forecast.

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01/10/22	29005197	Kyle Dans	1.40	520.00	728.00	Discussion regarding Vendor deposit update with J. Porepa, follow-up with Harte Gold regarding deposits; Internal update call with J. Porepa to discuss weekly plan.
01/10/22	29005197	Nigel Meakin	2.50	1,085.00	2,712.50	Escrow and agency agreement matters; calls and discussions with counsel; calls with broker; calls with bank; discussions re various issues.
01/10/22	29005197	Thomas Mullett	0.40	1,085.00	434.00	Interested party follow-up.
01/11/22	29005197	Jeffrey Rosenberg	2.80	1,020.00	2,856.00	Work on budget to actual for court report; work on employee matters; work on cash flow matters; update on creditor inquiries.
01/11/22	29005197	Jessica Rovet	2.40	520.00	1,248.00	Phone call follow ups to parties; internal correspondence regarding Appian non-disclosure agreement; pulling org charts from data room; updating reach out tracker; reviewing Appian proposal.
01/11/22	29005197	Jodi Porepa	1.10	910.00	1,001.00	Review variance analysis and provide comments; review bank forms; respond to ad hoc enquiries.
01/11/22	29005197	Kyle Dans	2.20	520.00	1,144.00	Prepare receipts and disbursements section for Monitor report; prepare form for new bank account, clear review notes from J. Porepa; respond to creditor on assignment of debt claim.
01/11/22	29005197	Nigel Meakin	4.20	1,085.00	4,557.00	Call with potential bidder regarding bid requirements; review and discussions re escrow agreement and agency; call with Euroz, counsel and DIP Lender; court report; discussions regarding various issues.
01/11/22	29005197	Thomas Mullett	0.90	1,085.00	976.50	Updated 2021 production report from Harte Gold; various emails with Harte Gold re: same; correspondence with potentially interested parties.
01/12/22	29005197	Jeffrey Rosenberg	3.10	1,020.00	3,162.00	Work on payroll issues; review of correspondence; review of creditor matters; review of supplier matters; attend update call with management; review of payment run.
01/12/22	29005197	Jessica Rovet	1.20	520.00	624.00	Phone call follow ups to parties; internal correspondence regarding Appian non-disclosure agreement; pulling org charts from data room; updating reach out tracker; reviewing Appian proposal.
01/12/22	29005197	Jodi Porepa	0.50	910.00	455.00	Review changes on deposit letter; review updated summary of deposits issued to date and expected remaining deposits.
01/12/22	29005197	Kyle Dans	3.40	520.00	1,768.00	Respond to inquiries in Harte Gold inbox; review and clear comments on receipts and disbursements from team; review creditor listing and prepare notice of assignment tracker; internal update call with J. Porepa; prepare blackline of draft vendor deposit agreements; update receipts and disbursements section of Monitor report.
01/12/22	29005197	Nigel Meakin	3.40	1,085.00	3,689.00	Court report; numerous calls and discussions regarding various issues; discussions with counsel.
01/12/22	29005197	Richard Kim	0.30	780.00	234.00	Facilitating responses to party inquiring about SISF.
01/12/22	29005197	Thomas Mullett	0.70	1,085.00	759.50	Correspondence with potential interested parties; discussion with N. Meakin re: Appian non-disclosure agreement.
01/13/22	29005197	Jeffrey Rosenberg	2.80	1,020.00	2,856.00	Work on supplier matters; work on DIP Advance matters; work on variance analysis; work on cash flows.
01/13/22	29005197	Jessica Rovet	0.40	520.00	208.00	Phone call follow ups to parties; internal correspondence regarding Appian non-disclosure agreement; pulling org charts from data room; updating reach out tracker; reviewing Appian proposal.
01/13/22	29005197	Kyle Dans	4.60	520.00	2,392.00	Emails regarding DIP update; update deposit tracker for new deposits; review weekly disbursements; update receipts and disbursements section of Monitor report for new actuals; internal update call with J. Porepa; Discussion with Harte Gold regarding weekly disbursements and variance analysis; review weekly variance analysis for week ended Jan 7.
01/13/22	29005197	Nigel Meakin	6.80	1,085.00	7,378.00	Calls and discussions re potential closing issues; escrow matters; conversations with counsel; calls with bidders; calls with DIP Lender counsel; calls with company re transition matters; court report.
01/13/22	29005197	Thomas Mullett	0.40	1,085.00	434.00	Various emails with Harte Gold regarding DIP Lender matters.
01/14/22	29005197	Jeffrey Rosenberg	2.00	1,020.00	2,040.00	Review of correspondence regarding suppliers; final review of budget to actual and send out to DIP lender; review of revised budget to actual; update call with N. Meakin; work on pre-filing accounts payable; review of bonus amounts; review of cash flow.
01/14/22	29005197	Jeffrey Rosenberg	4.00	1,020.00	4,080.00	Review of correspondence regarding suppliers; final review of budget to actual and send out to DIP lender; review of revised budget to actual; update call with Nigel Meakin; work on pre-filing accounts payable; review of bonus amounts; review of cash flow.
01/14/22	29005197	Jessica Rovet	2.60	520.00	1,352.00	Phone call follow ups to parties; internal correspondence regarding Appian non-disclosure agreement; pulling organization charts from data room; updating reach out tracker; reviewing Appian proposal.
01/14/22	29005197	Jodi Porepa	2.60	910.00	2,366.00	Review variance analysis and provide comments; review updated cash flow forecast; review changes and prepare questions; review financial bridges and ad hoc analyses; internal discussions regarding report; internal discussions regarding status update; call with management to discuss status of cash flow forecast and updated accounts payable.

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
01/14/22	29005197	Kyle Dans	7.10	520.00	3,692.00	Discussion regarding SISP deadline and related items; update receipts and disbursements section of Monitor report and circulate to team; prepare transaction forms for admin; call with vendor regarding notice of assignment; meeting with Harte Gold regarding court report and cash flow forecast update; review updated cash flow forecast provided by Harte Gold; discussion with N. Meakin and J. Porepa regarding: receipts and disbursements section of court report and cash flow forecast questions; discussion with J. Porepa regarding vendor questions.
01/14/22	29005197	Nigel Meakin	7.20	1,085.00	7,812.00	Court report; numerous calls and discussions with various parties including DIP Lender, Appian, FTI team, counsel, company.
01/14/22	29005197	Thomas Mullett	0.90	1,085.00	976.50	Follow-up interested parties; updated tracker; various mails with N. Meakin re: same; receipt Appian bid.
01/15/22	29005197	Jeffrey Rosenberg	3.80	1,020.00	3,876.00	Attend update call with staff; review and respond to correspondence from Osler; review of cash flows; attend call with Osler; review of offer summary.
01/15/22	29005197	Kyle Dans	2.30	520.00	1,196.00	Review and compile list of comments regarding new cash flow forecast and receipts and disbursements; respond to emails regarding employee matters.
01/15/22	29005197	Nigel Meakin	2.50	1,085.00	2,712.50	Review and analysis of bid; [REDACTED] [REDACTED]
01/15/22	29005197	Thomas Mullett	0.90	1,085.00	976.50	Review Appian bid; various emails with N. Meakin regarding same.
01/16/22	29005197	Jeffrey Rosenberg	4.10	1,020.00	4,182.00	Attend management update call; attend call regarding cash flows; attend call with Osler; review and respond to Osler queries; work on cash flow.
01/16/22	29005197	Kyle Dans	2.10	520.00	1,092.00	Call with Harte Gold regarding cash flow forecast and receipts and disbursements update; email re: DIP Funds, deposit summary.
01/16/22	29005197	Nigel Meakin	2.00	1,085.00	2,170.00	Call with company counsel; call with company regarding bid assessment; call with Osler; call with counsel; preparation for board meeting.
01/17/22	29005202	Gregory Watson	1.00	1,085.00	1,085.00	General file matters.
01/17/22	29005202	Jeffrey Rosenberg	7.00	1,020.00	7,140.00	Attend Board call; attend call with Osler; update call with N. Meakin; update call on call flows; work on cash flows; review of the press release; review of queries; attend various calls with Osler and McCarthy.
01/17/22	29005202	Jessica Rovet	0.30	520.00	156.00	Reviewing Appian terms, tallying country information for report; obtaining research on DIP Lender stock pricing and exchange rates.
01/17/22	29005202	Jodi Porepa	1.40	910.00	1,274.00	Review correspondence on variance analysis; update professional fee estimates; internal status update discussions.
01/17/22	29005202	Nigel Meakin	7.80	1,085.00	8,463.00	Preparation for and attendance at board meeting; numerous calls and discussions with counsel, company counsel, management, Appian and DIP Lender; SISP issues.
01/17/22	29005202	Richard Kim	0.30	780.00	234.00	Comparison of amendments to subscription agreement from potentially interested party.
01/17/22	29005202	Thomas Mullett	0.80	1,085.00	868.00	Discussion with N. Meakin regarding Appian; file clean-up.
01/18/22	29005202	Gregory Watson	0.50	1,085.00	542.50	Review of creditor issues.
01/18/22	29005202	Jeffrey Rosenberg	4.70	1,020.00	4,794.00	Attend management update call and preparation for same; attend update call with N. Meakin; attend update call with TGF; work on supplier matters; review of financial analysis for cash flow; attend various calls regarding the deal and review documentation regarding the same.
01/18/22	29005202	Jodi Porepa	2.70	910.00	2,457.00	Review cash flow forecast; review variance analysis; review preliminary cure costs; call with management to discuss cure costs; prepare updated summary and circulate.
01/18/22	29005202	Kyle Dans	5.20	520.00	2,704.00	Prepare transactions forms for Ascend; internal file update call with J. Porepa; prepare detailed analysis on gold dore sales during 6-week period and draft email to Monitor team summarizing findings; discussion regarding assignment of claims.
01/18/22	29005202	Nigel Meakin	5.10	1,085.00	5,533.50	Call with company SISP situation and bidder requests; [REDACTED] [REDACTED] escrow and broker matters; discussions with bidders; numerous calls and discussions; review of SISP documentation.
01/19/22	29005202	Jeffrey Rosenberg	5.00	1,020.00	5,100.00	Work with management on finalizing the cash flow projections; work on variance analysis; review of disbursements; review of payment run; attend board meeting; review of legal letter from DIP Lender and Appian.
01/19/22	29005202	Jodi Porepa	2.60	910.00	2,366.00	Review updated cash flow forecast; follow up discussions in respect of same; follow up with management in respect of variance analysis discussion.
01/19/22	29005202	Kyle Dans	7.80	520.00	4,056.00	Emails regarding creditor claims, ascend transaction forms; review latest iteration cash flow forecast, prepare analysis on differences, circulate findings to the Monitor team; review variance analysis for the week ended Jan 14, 2022; respond to Monitor hotline emails re: CRA inquiry, update hotline tracker and inbox; update monitor report for receipts and disbursements to reflect new 6-week period; touchpoint meeting with Harte Gold regarding variance, disbursements, cash flow forecast; discussion with J. Porepa regarding disbursements.

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
01/19/22	29005202	Nigel Meakin	11.10	1,085.00	12,043.50	SISP matters; numerous calls and discussions with various parties including DIP Lender, Appian, company and their respective counsel; review of draft documents; negotiation of Second Amended and Restated Subscription Agreement.
01/19/22	29005202	Thomas Mullett	0.50	1,085.00	542.50	Call with N. Meakin regarding bidders and strategy.
01/20/22	29005202	Jeffrey Rosenberg	4.30	1,020.00	4,386.00	Set up of bank accounts; work on materials for court report; attend update call with staff; call with CRA regarding HST/GST; review of budget to actual reporting; review of cash flow projections and send out to DIP Lender.
01/20/22	29005202	Jodi Porepa	1.00	910.00	910.00	Internal discussions on variance analysis and next steps to finalize; internal discussions regarding responding to enquiries.
01/20/22	29005202	Kyle Dans	3.40	520.00	1,768.00	Update notes and summary cash flow forecast schedule and circulate to Monitor and Harte; prepare new bank account forms; emails regarding variance analysis questions, follow up on CRA inquiries; finalize receipts and disbursements section in monitor report and provide update to Monitor team; email regarding New monitor bank accounts; internal update call with J. Porepa.
01/20/22	29005202	Nigel Meakin	6.70	1,085.00	7,269.50	Court report; escrow matters; numerous calls and discussions; review of materials; calls with company; calls with Monitor team re various matters.
01/21/22	29005202	Jeffrey Rosenberg	4.60	1,020.00	4,692.00	Attend update call with N. Meakin; work on DIP forecast matters; work on variance analysis for court report; review and send out budget to actual results; review of second amended and restated subscription agreement; call with CRA on tax matters.
01/21/22	29005202	Jessica Rovet	2.60	520.00	1,352.00	Reviewing Appian terms; tallying country information for report; obtaining research on DIP Lender stock pricing and exchange rates.
01/21/22	29005202	Kyle Dans	2.40	520.00	1,248.00	Discussion with N. Meakin regarding Monitor report update on receipts and disbursements and cash flow forecast; call with N. Meakin re: SISP Closing update; internal monitor update meeting regarding Monitor report, other file matters; respond to Monitor hotline emails and update tracker; email regarding update to Monitor website.
01/21/22	29005202	Nigel Meakin	6.40	1,085.00	6,944.00	Court report; escrow matters; numerous calls and discussions; review of materials; calls with company; calls with Monitor team re various matters.
01/21/22	29005202	Thomas Mullett	1.00	1,085.00	1,085.00	Process details for court report support for N. Meakin.
01/22/22	29005202	Jeffrey Rosenberg	3.00	1,020.00	3,060.00	Work on court report; review of affidavit.
01/22/22	29005202	Jodi Porepa	1.30	910.00	1,183.00	Review Monitor's Report and provide comments on variance analysis; review appendix and provide comments on cash flow forecast.
01/22/22	29005202	Nigel Meakin	2.40	1,085.00	2,604.00	Court report; calls and discussions.
01/23/22	29005202	Jeffrey Rosenberg	0.90	1,020.00	918.00	Attend update calls; review of correspondence; review updates to report; review of assignment of claim.
01/23/22	29005202	Kyle Dans	0.90	520.00	468.00	Review updated Monitor report and circulate comments on receipts and disbursements and cash flow forecast sections.
01/23/22	29005202	Nigel Meakin	1.80	1,085.00	1,953.00	Court report; calls with counsel; review of materials.
01/24/22	29005210	Jeffrey Rosenberg	2.70	1,020.00	2,754.00	Work on creditor issues; update call on process; work on cash flow; review of correspondence from creditors.
01/24/22	29005210	Jodi Porepa	0.80	910.00	728.00	Internal status update; review cash flow forecast.
01/24/22	29005210	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
01/24/22	29005210	Kyle Dans	1.50	520.00	780.00	Discussion with J. Porepa regarding changes to cash flow forecast, other matters; email re: new Monitor accounts and complete application.
01/24/22	29005210	Nigel Meakin	3.60	1,085.00	3,906.00	Call with counsel and company counsel re court materials and Restated Co-Structure [REDACTED] Court report; call with counsel; call with company; Escrow agreement matters; calls re motion materials; review of revised draft materials ; correspondence regarding affidavit.
01/25/22	29005210	Jeffrey Rosenberg	2.60	1,020.00	2,652.00	Review of correspondence regarding share deal; review of critical payments; review of disbursements; work with respect to variance analysis; review and sign banking forms.
01/25/22	29005210	Jodi Porepa	0.40	910.00	364.00	Internal discussion on responding to creditors; draft response to creditor enquiries; review communication log.
01/25/22	29005210	Kyle Dans	2.40	520.00	1,248.00	Review and respond to Monitor hotline emails and update response tracker; update Monitor website with documentation; call with J. Porepa regarding Monitor Hotline update.
01/25/22	29005210	Nigel Meakin	1.20	1,085.00	1,302.00	Escrow matters; review and comment on factum; calls with counsel; calls with team regarding various issues.
01/26/22	29005210	Jeffrey Rosenberg	3.50	1,020.00	3,570.00	Attend update call with company; attend call with company with respect to CRA matters; review correspondence from creditor; review correspondence from Stikeman Elliot; review of updated service list; review of draft letter to Vendors.
01/26/22	29005210	Jodi Porepa	0.70	910.00	637.00	Call with management; review draft communication with vendors.
01/26/22	29005210	Kathleen Foster	0.50	145.00	72.50	Website updates performed for FTI Case Sites for Harte.

Harte Gold Corp
Schedule of Time Charges
December 7, 2021 - February 6, 2022

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
01/26/22	29005210	Kyle Dans	2.20	520.00	1,144.00	Discussion regarding document upload to website; meeting with Harte Gold regarding disbursements, variance analysis, cash flow forecast updates, other matters; review Monitor hotline emails and discuss with J. Porepa.
01/26/22	29005210	Nigel Meakin	2.70	1,085.00	2,929.50	Calls and discussions regarding various issues.
01/27/22	29005210	Jeffrey Rosenberg	3.10	1,020.00	3,162.00	Review of revised Orders; revised of claims matters; review of variances; review of payments; attend update call with staff; review of payroll matters; review of claim matters; review of funding.
01/27/22	29005210	Jodi Porepa	1.40	910.00	1,274.00	Internal discussions regarding next steps; review variance analysis; review proposed disbursements; internal discussions regarding same.
01/27/22	29005210	Kyle Dans	4.80	520.00	2,496.00	Email re: Assignment of debt update; call with monitor team re: next steps and CCAA planning; review Monitor Hotline and draft responses; review Harte's weekly disbursements request; review Harte's variance analysis; call with J. Porepa regarding variance analysis comments, disbursement comments, hotline email status.
01/27/22	29005210	Nigel Meakin	2.90	1,085.00	3,146.50	Calls and discussions regarding approval hearing issues; Post-close planning; calls and discussions regarding various matters.
01/27/22	29005210	Nigel Meakin	1.40	1,085.00	1,519.00	Preparation for and attendance in Court.
01/28/22	29005210	Graham McIntyre	0.80	610.00	488.00	Internal discussions regarding bankruptcy process and preparing wind down checklist.
01/28/22	29005210	Jeffrey Rosenberg	3.80	1,020.00	3,876.00	Attend court hearing; review of share tracker; work on payroll matters; review of budget to actual; send out budget to actual; work on post-closing matters; review of court orders; review of payments.
01/28/22	29005210	Kyle Dans	1.20	520.00	624.00	Update debt assignment tracker; discussion with Harte regarding variance analysis and disbursements.
01/28/22	29005210	Nigel Meakin	2.60	1,085.00	2,821.00	Preparation for and attendance in court; calls with counsel; calls with team re various issues.
01/31/22	29005210	Graham McIntyre	4.50	610.00	2,745.00	Preparing bankruptcy completion checklist.
01/31/22	29005210	Jeffrey Rosenberg	1.60	1,020.00	1,632.00	Review of share disposition; review of supplier issues; correspondence to company regarding the same; attending to getting matters posted to website.
01/31/22	29005210	Jodi Porepa	2.60	910.00	2,366.00	Review motion materials; identify Monitor responsibilities; review and provide comments on Monitor's CCAA duties; review and provide comments on potential bankruptcies.
01/31/22	29005210	Kathleen Foster	0.30	145.00	43.50	Website updates performed for FTI Case Sites for Harte.
01/31/22	29005210	Kyle Dans	0.80	520.00	416.00	Review CCAA and Bankruptcy procedures, prepare checklist regarding same.
01/31/22	29005210	Nigel Meakin	2.80	1,085.00	3,038.00	Fee approval materials; discussions with counsel re closing issues; call with purchaser counsel.
02/01/22	29005231	Graham McIntyre	0.50	610.00	305.00	Revisions and updates to bankruptcy checklist.
02/01/22	29005231	Jeffrey Rosenberg	3.50	1,020.00	3,570.00	Review of share sales; review of expenses; review of files for CRA and call with CRA with respect to audit; work with respect to bankruptcy filing and wind down matters.
02/01/22	29005231	Kyle Dans	3.10	520.00	1,612.00	Email regarding new Scotia account set up in Ascend; address review comments on CCAA/bankruptcy checklist for Residual Co's; update professional fee tracker with recent and review variances.
02/01/22	29005231	Nigel Meakin	1.10	1,085.00	1,193.50	Emails; call regarding closing matters.
02/02/22	29005231	Graham McIntyre	1.80	610.00	1,098.00	Revisions and updates to bankruptcy checklist.
02/02/22	29005231	Jeffrey Rosenberg	2.50	1,020.00	2,550.00	Review of banking matters; work on bankruptcy planning matters; work on supplier issues.
02/02/22	29005231	Kyle Dans	2.30	520.00	1,196.00	Circulated updated bankruptcy checklist and discuss with J. Porepa and G. McIntyre; clear review notes based on call and circulate for final review; circulate to N. Meakin.
02/02/22	29005231	Nigel Meakin	2.10	1,085.00	2,278.50	Call with purchaser regarding closing matters; discussions regarding various issues.
02/03/22	29005231	Jeffrey Rosenberg	2.70	1,020.00	2,754.00	Work on variance analysis; attend update call; review of correspondence; review of payments; work on bankruptcy planning.
02/03/22	29005231	Jodi Porepa	1.20	910.00	1,092.00	Review variance analysis; internal discussion in respect of same; review proposed disbursements; internal discussion in respect of same; call with management to discuss proposed disbursements; status update from company.
02/03/22	29005231	Kyle Dans	0.80	520.00	416.00	Touch point call with HGC team and FTI to discuss disbursements and variance analysis; review disbursements with J. Porepa.
02/04/22	29005231	Jeffrey Rosenberg	2.70	1,020.00	2,754.00	Review of budget to actual and send out; review of disbursements; work on CRA matters; review of endorsement; attend status update call.
02/04/22	29005231	Kyle Dans	4.50	520.00	2,340.00	Prepare professional fee affidavit; prepare status update and doc upload update to Monitor website; respond to Hotline calls and update tracker; review variance analysis and discuss with J. Porepa.

Court File No. CV-21-00673304-00CL

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 HARTE GOLD CORP., 13699404 CANADA INC. and 13699447 CANADA INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF NIGEL MEAKIN
SWORN February 8, 2022

Goodmans LLP

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Joseph Pasquariello (LSO# 38390C)
jpasquariello@goodmans.ca

Christopher G. Armstrong (LSO# 55148B)
carmstrong@goodmans.ca

Andrew Harmes (LSO# 73221A)
aharmes@goodmans.ca

Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Monitor, FTI Consulting Canada Inc.

Appendix B

The Pasquariello Affidavit

Court File No. CV-21-00673304-00CL

**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 HARTE GOLD CORP., 13699404
CANADA INC. AND 13699447 CANADA INC.**

Applicants

**AFFIDAVIT OF JOSEPH PASQUARIELLO
(Sworn February 8, 2022)**

I, Joseph Pasquariello, of the City of Vaughan, in the Province of Ontario, **MAKE OATH**

AND SAY:

1. I am a partner at Goodmans LLP (“**Goodmans**”), which is counsel to FTI Consulting Canada Inc. in its capacity as monitor (the “**Monitor**”) of the Applicants in the within proceedings. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and where so stated I verily believe it to be true. I do not, and do not intend to, waive any applicable privilege by any statement herein.
2. The Monitor was appointed as Monitor pursuant to the Initial Order (as amended and restated, the “**Initial Order**”) of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) on December 7, 2021. The Monitor retained Goodmans as its counsel in these proceedings.
3. Pursuant to paragraph 25 of the Initial Order, the Monitor and its legal counsel are to be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by

the Applicants as part of the proceedings. Pursuant to paragraph 26 of the Initial Order, the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are referred to the Court.

4. Attached hereto as Exhibit “A” are true copies of the accounts (the “**Goodmans Accounts**”) rendered by Goodmans to the Monitor for the period between December 6, 2021 and February 6, 2022, inclusive (the “**Application Period**”). The Goodmans Accounts have been redacted to address matters of confidentiality or privilege.

5. Attached hereto as Exhibit “B” is a schedule summarizing the Goodmans Accounts in respect of the Application Period. Goodmans expended a total of 759.4 hours in connection with this matter during the Application Period, giving rise to fees and disbursements totalling \$710,426.58, comprised of fees of \$627,026.00, costs of \$1,670.06 and taxes of \$81,730.52.

6. In addition to the foregoing fees, Goodmans estimates its fees and disbursements in respect of these CCAA proceedings, beyond the Application Period, will not exceed \$250,000.00, excluding HST.

7. Attached hereto as Exhibit “C” is a schedule summarizing the respective years of call and billing rates of each of the professionals at Goodmans that rendered services to the Monitor during the Application Period, the hours worked by each such individual, and their hourly rates for the file, which were the standard hourly rates (or in some instances, were lower than the applicable standard hourly rate) for such individuals.

8. To the best of my knowledge, the rates charged by Goodmans during the Application Period are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred by Goodmans during the Application Period are reasonable and appropriate in the circumstances.

9. This Affidavit is sworn in connection with a motion by the Monitor for, among other things, the approval of the fees and disbursements of the Monitor and its legal counsel and for no improper purpose.

SWORN before me over videoconference by Joseph Pasquariello stated as being located in the City of Vaughan, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on this 8th day of February, 2022, in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

Joseph
Pasquariello

Digitally signed by
Joseph Pasquariello
Date: 2022.02.08
16:10:26 -05'00'



A Commissioner for taking affidavits
Name: Andrew Harnes
LSO# 73221A

JOSEPH PASQUARIELLO

THIS IS EXHIBIT "A"
TO THE AFFIDAVIT OF JOSEPH PASQUARIELLO
SWORN BEFORE ME OVER VIDEOCONFERENCE
THIS 8th DAY OF FEBRUARY, 2022

A handwritten signature in black ink, appearing to read "James". The signature is written in a cursive style with a long horizontal stroke at the end.

Commissioner for Taking Affidavits



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

December 13, 2021

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 769252
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date TKID Hours Description

12/06/21 CAG 10.60

[REDACTED]

12/06/21 MUB .30

[REDACTED]

12/06/21 DDC .10

[REDACTED]

12/06/21 ACH 5.00

[REDACTED]

12/06/21 EBN .50

[REDACTED]



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #769252 -- page 2

Date TKID Hours Description

12/06/21 JP 12.80

[REDACTED]

12/07/21 CAG 4.50

[REDACTED]

12/07/21 BCA 2.30

[REDACTED]

12/07/21 ACH 8.00

[REDACTED]

12/07/21 JP 12.20

[REDACTED]



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Invoice #769252 -- page 3

Date TKID Hours Description

[REDACTED]

12/08/21 CAG 10.50

[REDACTED]

12/08/21 BCA 8.80

[REDACTED]

12/08/21 CEC .50

[REDACTED]

12/08/21 ACH 6.50

[REDACTED]

12/08/21 JP 9.10

[REDACTED]



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Invoice #769252 -- page 4

Date	TKID	Hours	Description
			[REDACTED]
12/08/21	EWI	5.20	[REDACTED]
12/09/21	BCA	6.20	[REDACTED]
12/09/21	CEC	.50	[REDACTED]
12/09/21	DDC	.40	[REDACTED]
12/09/21	ACH	4.00	[REDACTED]
12/09/21	JP	7.40	[REDACTED]
12/09/21	EWI	1.60	[REDACTED]
12/10/21	CAG	6.40	[REDACTED]
12/10/21	BCA	6.50	[REDACTED]
12/10/21	DDC	1.30	[REDACTED]

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Invoice #769252 -- page 5

Date	TKID	Hours	Description
			[REDACTED]
12/10/21	ACH	8.00	[REDACTED]
12/10/21	JP	8.80	[REDACTED]
12/10/21	EWI	5.50	[REDACTED]
12/11/21	CAG	3.00	[REDACTED]
12/11/21	BCA	5.50	[REDACTED]
12/11/21	ACH	3.00	[REDACTED]
12/11/21	JP	7.50	[REDACTED]



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Invoice #769252 -- page 6

Date TKID Hours Description

[REDACTED]

12/12/21 CAG 4.50

[REDACTED]

12/12/21 BCA 5.40

[REDACTED]

12/12/21 ACH 6.50

[REDACTED]

12/12/21 JP 8.80

[REDACTED]

OUR FEE

\$152,037.50

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #769252 -- page 7

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	66.60 hrs	\$1,075.00	\$71,595.00
CAG	Armstrong, Christopher	39.50 hrs	\$825.00	\$32,587.50
ACH	Harmes, Andrew	41.00 hrs	\$590.00	\$24,190.00
BCA	Caldwell, Brennan	34.70 hrs	\$470.00	\$16,309.00
DDC	Dedic, Dan	1.80 hrs	\$800.00	\$1,440.00
CEC	Costa-Faria, Caterina	1.00 hrs	\$815.00	\$815.00
EBN	Nicoletta, Lisa	0.50 hrs	\$520.00	\$260.00
MUB	Buckley, Maureen	0.30 hrs	\$495.00	\$148.50
EWI	Windrim, Emily	12.30 hrs	\$375.00	\$4,612.50
	Word Processing	0.80 hrs	\$100.00	\$80.00
				\$152,037.50

DISBURSEMENTS

Copies	693.75
Delivery - Courier	20.25
Computer Searches - Westlaw Carswell	160.25

TOTAL DISBURSEMENTS **\$874.25**

TOTAL FEES ON THIS INVOICE \$152,037.50

HST ON FEES 19,764.88

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 874.25

TOTAL DISBURSEMENTS ON THIS INVOICE \$874.25

HST ON TAXABLE DISBURSEMENT 113.65

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$172,790.28

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
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Invoice #769252 -- page 8

TRUST FUNDS

\$50,000.00

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Toronto, Ontario M5H 2S7

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Invoice #769252 -- page 9

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 769252 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



December 20, 2021

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 769650
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
12/13/21	CAG	7.10	[REDACTED]
12/13/21	BCA	3.20	[REDACTED]
12/13/21	ACH	9.00	[REDACTED]
12/13/21	JP	8.70	[REDACTED]



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Invoice #769650 -- page 2

Date TKID Hours Description

[REDACTED]

12/13/21 EWI 1.30

[REDACTED]

12/14/21 CAG 9.70

[REDACTED]

12/14/21 BCA 4.90

[REDACTED]

12/14/21 ACH 10.00

[REDACTED]

12/14/21 JP 11.50

[REDACTED]



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Invoice #769650 -- page 3

Date TKID Hours Description

[REDACTED]

12/14/21 EWI 4.50

[REDACTED]

12/15/21 CAG 11.50

[REDACTED]

12/15/21 ACH 8.20

[REDACTED]

12/15/21 JP 12.40

[REDACTED]



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Invoice #769650 -- page 4

Date TKID Hours Description

[REDACTED]

12/16/21 CAG 4.80

[REDACTED]

12/16/21 BCA 1.30

[REDACTED]

12/16/21 ACH 4.50

[REDACTED]

12/16/21 JP 8.70

[REDACTED]

12/17/21 CAG 4.70

[REDACTED]



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Invoice #769650 -- page 5

Date	TKID	Hours	Description
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12/17/21	ACH	4.50	[REDACTED]
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12/17/21	JP	6.70	[REDACTED]
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12/19/21	CAG	.30	[REDACTED]
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12/19/21	JP	2.50	[REDACTED]
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OUR FEE**\$113,901.00**

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	50.50 hrs	\$1,075.00	\$54,287.50
CAG	Armstrong, Christopher	38.10 hrs	\$825.00	\$31,432.50
ACH	Harnes, Andrew	36.20 hrs	\$590.00	\$21,358.00
BCA	Caldwell, Brennan	9.40 hrs	\$470.00	\$4,418.00
EWI	Windrim, Emily	5.80 hrs	\$375.00	\$2,175.00
	Word Processing	2.30 hrs	\$100.00	\$230.00
				\$113,901.00

DISBURSEMENTS

Copies	364.00
Search - PPSA	29.25
Search - Sub	335.90



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Invoice #769650 -- page 6

TOTAL DISBURSEMENTS **\$729.15**

TOTAL FEES ON THIS INVOICE \$113,901.00

HST ON FEES 14,807.13

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 729.15

TOTAL DISBURSEMENTS ON THIS INVOICE \$729.15

HST ON TAXABLE DISBURSEMENT 94.79

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$129,532.07

TRUST FUNDS \$50,000.00

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This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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Invoice #769650 -- page 7

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
 by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 769650 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
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January 4, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 770289
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
12/20/21	CAG	1.80	[REDACTED]
12/20/21	ACH	2.10	[REDACTED]
12/20/21	JP	4.80	[REDACTED]
12/21/21	CAG	.10	[REDACTED]
12/21/21	JP	.60	[REDACTED]
12/22/21	JP	.60	[REDACTED]
12/24/21	JP	.50	[REDACTED]

OUR FEE

\$9,794.00



Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
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Invoice #770289 -- page 2

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	6.50 hrs	\$1,075.00	\$6,987.50
CAG	Armstrong, Christopher	1.90 hrs	\$825.00	\$1,567.50
ACH	Harmes, Andrew	2.10 hrs	\$590.00	\$1,239.00
				\$9,794.00

DISBURSEMENTS

Wire Charges	15.00
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TOTAL DISBURSEMENTS	\$15.00
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TOTAL FEES ON THIS INVOICE	\$9,794.00
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HST ON FEES	1,273.22
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	15.00
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$15.00
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HST ON TAXABLE DISBURSEMENT	1.95
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$11,084.17
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TRUST FUNDS	\$50,000.00
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Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
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Invoice #770289 -- page 3

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Invoice #770289 -- page 4

PAYMENT OPTIONS

**Cheque payable to GOODMAN'S LLP - mailed to our office; OR
 by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 770289 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
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January 11, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 770611
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
01/03/22	JP	.40	[REDACTED]
01/04/22	JP	1.00	[REDACTED]
01/05/22	CAG	.50	[REDACTED]
01/05/22	JP	1.20	[REDACTED]
01/06/22	CAG	3.00	[REDACTED]
01/06/22	ACH	2.00	[REDACTED]
01/06/22	JP	4.40	[REDACTED]



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Invoice #770611 -- page 2

Date	TKID	Hours	Description
			[REDACTED]
01/07/22	CAG	3.30	[REDACTED]
01/07/22	BCA	.30	[REDACTED]
01/07/22	ACH	.50	[REDACTED]
01/07/22	JP	5.10	[REDACTED]
01/08/22	ACH	1.00	[REDACTED]
01/09/22	CAG	5.60	[REDACTED]
01/09/22	ACH	2.60	[REDACTED]
01/09/22	JP	3.00	[REDACTED]

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Invoice #770611 -- page 3

OUR FEE				\$30,446.50
TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	15.10 hrs	\$1,075.00	\$16,232.50
CAG	Armstrong, Christopher	12.40 hrs	\$825.00	\$10,230.00
ACH	Harmes, Andrew	6.10 hrs	\$630.00	\$3,843.00
BCA	Caldwell, Brennan	0.30 hrs	\$470.00	\$141.00
				\$30,446.50
TOTAL FEES ON THIS INVOICE				\$30,446.50
HST ON FEES				3,958.05
TOTAL THIS INVOICE (CANADIAN DOLLARS)				\$34,404.55
TRUST FUNDS				\$50,000.00

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
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Invoice #770611 -- page 4

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JP /

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Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
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Invoice #770611 -- page 5

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
 by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 770611 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



January 17, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 770856
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
01/10/22	CAG	3.00	[REDACTED]
01/10/22	ALB	3.60	[REDACTED]
01/10/22	BCA	.80	[REDACTED]
01/10/22	JP	6.80	[REDACTED]

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #770856 -- page 2

Date TKID Hours Description

01/11/22 CAG 9.50 [Redacted]

01/11/22 ALB 2.60 [Redacted]

01/11/22 ACH .40 [Redacted]

01/11/22 JP 6.50 [Redacted]

01/11/22 CBES 1.00 [Redacted]

01/12/22 CAG 4.80 [Redacted]

01/12/22 ALB 2.40 [Redacted]

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #770856 -- page 3

Date	TKID	Hours	Description
			[REDACTED]
01/12/22	BCA	1.80	[REDACTED]
01/12/22	ACH	4.50	[REDACTED]
01/12/22	JP	7.40	[REDACTED]
01/12/22	CBES	.60	[REDACTED]
01/13/22	CAG	3.90	[REDACTED]
01/13/22	ALB	1.40	[REDACTED]
01/13/22	BCA	1.20	[REDACTED]
01/13/22	ACH	3.00	[REDACTED]
01/13/22	JP	7.80	[REDACTED]



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Invoice #770856 -- page 4

Date TKID Hours Description

[REDACTED]

01/13/22 CBES .80

[REDACTED]

01/14/22 CAG 4.90

[REDACTED]

01/14/22 ACH 1.00

[REDACTED]

01/14/22 JP 8.20

[REDACTED]



Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
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Invoice #770856 -- page 5

Date	TKID	Hours	Description
01/15/22	CAG	4.50	[REDACTED]
01/15/22	ACH	.80	[REDACTED]
01/15/22	JP	5.80	[REDACTED]
01/16/22	CAG	1.70	[REDACTED]
01/16/22	JP	3.50	[REDACTED]

OUR FEE

\$98,574.50

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	46.00 hrs	\$1,075.00	\$49,450.00
ALB	Bowman, Alan	10.00 hrs	\$1,150.00	\$11,500.00
CAG	Armstrong, Christopher	32.30 hrs	\$825.00	\$26,647.50
CBES	Smit, Carrie B.E.	2.40 hrs	\$1,275.00	\$3,060.00
ACH	Harmes, Andrew	9.70 hrs	\$630.00	\$6,111.00
BCA	Caldwell, Brennan	3.80 hrs	\$470.00	\$1,786.00
WPKH	Henry, Kesha	0.20 hrs	\$100.00	\$20.00

Barristers & Solicitors

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Invoice #770856 -- page 6

TOTAL FEES ON THIS INVOICE	\$98,574.50
HST ON FEES	12,814.69
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$111,389.19

TRUST FUNDS	\$50,000.00
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E. & O. E.
 JP /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Goodmans^{LLP}

Invoice #770856 -- page 7

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
01/11/22	770611	\$34,404.55	\$0.00	\$34,404.55
TOTAL OUTSTANDING INVOICES (IN CDN)				\$34,404.55



Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Invoice #770856 -- page 8

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
 by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 770856 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



January 24, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051
OUR INVOICE NO. 771246
GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
12/09/21	CAG	6.30	[REDACTED]
01/17/22	CAG	5.60	[REDACTED]
01/17/22	JP	12.20	[REDACTED]



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 2

Date TKID Hours Description

Date	TKID	Hours	Description
			[REDACTED]
01/18/22	CAG	9.70	[REDACTED]
01/18/22	ACH	3.80	[REDACTED]
01/18/22	JP	11.50	[REDACTED]
01/19/22	CAG	7.80	[REDACTED]
01/19/22	BCA	.70	[REDACTED]
01/19/22	ACH	2.30	[REDACTED]



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 3

Date TKID Hours Description

Date	TKID	Hours	Description
			[REDACTED]
01/19/22	JP	11.00	[REDACTED]
			[REDACTED]
01/20/22	CAG	4.80	[REDACTED]
01/20/22	ACH	3.80	[REDACTED]
01/20/22	JP	8.10	[REDACTED]



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 4

Date TKID Hours Description

[REDACTED]

01/20/22 APB 1.50

[REDACTED]

01/21/22 CAG 5.30

[REDACTED]

01/21/22 ALB .80

[REDACTED]

01/21/22 ACH 6.70

[REDACTED]

01/21/22 JP 8.80

[REDACTED]



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 5

Date TKID Hours Description

Date	TKID	Hours	Description
			[REDACTED]
01/21/22	APB	3.20	[REDACTED]
01/22/22	CAG	1.50	[REDACTED]
01/22/22	ACH	2.70	[REDACTED]
01/22/22	JP	3.70	[REDACTED]
01/23/22	CAG	1.50	[REDACTED]
01/23/22	ACH	4.00	[REDACTED]
01/23/22	JP	4.80	[REDACTED]
01/23/22	APB	7.00	[REDACTED]



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 6

OUR FEE**\$119,985.50**

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	60.10 hrs	\$1,075.00	\$64,607.50
CAG	Armstrong, Christopher	42.50 hrs	\$825.00	\$35,062.50
ACH	Harmes, Andrew	23.30 hrs	\$630.00	\$14,679.00
ALB	Bowman, Alan	0.80 hrs	\$1,150.00	\$920.00
BCA	Caldwell, Brennan	0.70 hrs	\$470.00	\$329.00
APB	Pour-Bahreini, Aryan	11.70 hrs	\$375.00	\$4,387.50
				\$119,985.50

TOTAL FEES ON THIS INVOICE	\$119,985.50
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HST ON FEES	15,598.12
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$135,583.62
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TRUST FUNDS	\$50,000.00
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Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca**Goodmans**^{LLP}

Invoice #771246 -- page 7

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.

JP /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Barristers & Solicitors

Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca



Invoice #771246 -- page 8

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
01/17/22	770856	\$111,389.19	\$0.00	\$111,389.19
TOTAL OUTSTANDING INVOICES (IN CDN)				\$111,389.19



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #771246 -- page 9

PAYMENT OPTIONS

**Cheque payable to GOODMAN'S LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 771246 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



January 31, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051

OUR INVOICE NO. 771737

GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
01/24/22	CAG	6.30	[REDACTED]
01/24/22	ALB	.90	[REDACTED]
01/24/22	ACH	8.80	[REDACTED]
01/24/22	VIL	.70	[REDACTED]
01/24/22	JP	8.60	[REDACTED]

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



Invoice #771737 -- page 2

Date TKID Hours Description

Date	TKID	Hours	Description
			[REDACTED]
01/24/22	AGT	.30	[REDACTED]
01/25/22	CAG	1.70	[REDACTED]
01/25/22	ACH	4.00	[REDACTED]
01/25/22	JP	6.00	[REDACTED]
01/26/22	CAG	6.20	[REDACTED]

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



Invoice #771737 -- page 3

Date	TKID	Hours	Description
			[REDACTED]
01/26/22	ALB	1.30	[REDACTED]
01/26/22	BCA	3.00	[REDACTED]
01/26/22	ACH	2.00	[REDACTED]
01/26/22	JP	6.60	[REDACTED]
01/27/22	CAG	4.50	[REDACTED]
01/27/22	ALB	1.40	[REDACTED]
01/27/22	JP	7.00	[REDACTED]



Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Invoice #771737 -- page 4

Date TKID Hours Description

Date	TKID	Hours	Description
			[REDACTED]
01/28/22	CAG	2.00	[REDACTED]
01/28/22	BCA	4.10	[REDACTED]
01/28/22	ACH	2.00	[REDACTED]
01/28/22	JP	5.20	[REDACTED]

OUR FEE **\$71,828.50**

TKID	NAME	HOURS	RATE	TOTAL
JP	Pasquariello, Joseph	33.40 hrs	\$1,075.00	\$35,905.00
ALB	Bowman, Alan	3.60 hrs	\$1,150.00	\$4,140.00
CAG	Armstrong, Christopher	20.70 hrs	\$825.00	\$17,077.50
VIL	Liu, Victor	0.70 hrs	\$935.00	\$654.50
ACH	Harmes, Andrew	16.80 hrs	\$630.00	\$10,584.00
BCA	Caldwell, Brennan	7.10 hrs	\$470.00	\$3,337.00
AGT	Tsiakos, Angela	0.30 hrs	\$435.00	\$130.50
				\$71,828.50

TOTAL FEES ON THIS INVOICE **\$71,828.50**

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca**Goodmans**^{LLP}

Invoice #771737 -- page 5

HST ON FEES	9,337.71
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$81,166.21

TRUST FUNDS	\$50,000.00
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THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
JP /

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 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Goodmans^{LLP}

Invoice #771737 -- page 6

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
01/17/22	770856	\$111,389.19	\$0.00	\$111,389.19
01/24/22	771246	\$135,583.62	\$0.00	\$135,583.62
TOTAL OUTSTANDING INVOICES (IN CDN)				\$246,972.81



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211

Facsimile: 416.979.1234

goodmans.ca

Invoice #771737 -- page 7

PAYMENT OPTIONS

**Cheque payable to GOODMAN'S LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 771737 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca



February 7, 2022

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington St W
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Nigel Meakin

OUR FILE NO. FTCC 213051

OUR INVOICE NO. 772336

GST/HST REGISTRATION NO. R119422962

Re: Harte Gold Corp.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
01/27/22	GSE	.60	[REDACTED]
01/31/22	CAG	1.10	[REDACTED]
01/31/22	JP	2.80	[REDACTED]
02/01/22	CAG	2.50	[REDACTED]
02/01/22	BCA	2.00	[REDACTED]
02/01/22	ACH	1.50	[REDACTED]
02/01/22	JP	3.00	[REDACTED]

Barristers & Solicitors

Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Goodmans^{LLP}

Invoice #772336 -- page 2

Date	TKID	Hours	Description
			[REDACTED]
02/02/22	CAG	1.00	[REDACTED]
02/02/22	BCA	2.90	[REDACTED]
02/02/22	ACH	2.50	[REDACTED]
02/02/22	JP	2.80	[REDACTED]
02/03/22	CAG	.50	[REDACTED]
02/03/22	BCA	.40	[REDACTED]
02/03/22	ACH	3.00	[REDACTED]
02/03/22	JP	2.50	[REDACTED]
02/04/22	CAG	1.20	[REDACTED]
02/04/22	BCA	2.20	[REDACTED]
02/04/22	ACH	3.20	[REDACTED]
02/04/22	JP	2.00	[REDACTED]
02/06/22	JP	.50	[REDACTED]

Barristers & Solicitors
 Bay Adelaide Centre
 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7
 Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca



Invoice #772336 -- page 3

OUR FEE					\$30,458.50
TKID	NAME	HOURS	RATE	TOTAL	
JP	Pasquariello, Joseph	13.60 hrs	\$1,075.00	\$14,620.00	
CAG	Armstrong, Christopher	6.30 hrs	\$825.00	\$5,197.50	
GSE	Ernst, Glenn S.	0.60 hrs	\$1,150.00	\$690.00	
ACH	Harmes, Andrew	10.20 hrs	\$630.00	\$6,426.00	
BCA	Caldwell, Brennan	7.50 hrs	\$470.00	\$3,525.00	
				\$30,458.50	

DISBURSEMENTS

Delivery - Courier 51.66

TOTAL DISBURSEMENTS **\$51.66**

TOTAL FEES ON THIS INVOICE \$30,458.50

HST ON FEES 3,959.61

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 51.66

TOTAL DISBURSEMENTS ON THIS INVOICE \$51.66

HST ON TAXABLE DISBURSEMENT 6.72

TOTAL THIS INVOICE (CANADIAN DOLLARS) **\$34,476.49**

TRUST FUNDS \$50,000.00

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
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Goodmans^{LLP}

Invoice #772336 -- page 4

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
JP /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Barristers & Solicitors

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 333 Bay Street, Suite 3400
 Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
 Facsimile: 416.979.1234
 goodmans.ca

Goodmans^{LLP}

Invoice #772336 -- page 5

PAYMENT OPTIONS

**Cheque payable to GOODMAN'S LLP - mailed to our office; OR
 by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	0004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Matter # 213051, Invoice # 772336 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

THIS IS EXHIBIT "B"
TO THE AFFIDAVIT OF JOSEPH PASQUARIELLO
SWORN BEFORE ME OVER VIDEOCONFERENCE
THIS 8th DAY OF FEBRUARY, 2022

A handwritten signature in black ink, appearing to read "James", written over a horizontal line.

Commissioner for Taking Affidavits

Harte Gold Corp.
Summary of Goodmans LLP Accounts for the Applicable Period

Date of Account	Billing Period	Fees	Costs	Taxes	Total
December 13, 2021	December 6, 2021 to December 12, 2021	\$152,037.50	\$874.25	\$19,878.53	\$172,790.28
December 20, 2021	December 13, 2021 to December 19, 2021	\$113,901.00	\$729.15	\$14,901.92	\$129,532.07
January 4, 2022	December 20, 2021 to December 24, 2021	\$9,794.00	\$15.00	\$1,275.17	\$11,084.17
January 11, 2022	January 3, 2022 to January 9, 2022	\$30,446.50	\$0.00	\$3,958.05	\$34,404.55
January 17, 2022	January 10, 2022 to January 16, 2022	\$98,574.50	\$0.00	\$12,814.69	\$111,389.19
January 24, 2022	December 9, 2021 to January 23, 2022	\$119,985.50	\$0.00	\$15,598.12	\$135,583.62
January 31, 2022	January 24, 2022 to January 28, 2022	\$71,828.50	\$0.00	\$9,337.71	\$81,166.21
February 7, 2022	January 27, 2022 to February 6, 2022	\$30,458.50	\$51.66	\$3,966.33	\$34,476.49
TOTAL		\$627,026.00	\$1,670.06	\$81,730.52	\$710,426.58

**THIS IS EXHIBIT "C"
TO THE AFFIDAVIT OF JOSEPH PASQUARIELLO
SWORN BEFORE ME OVER VIDEOCONFERENCE
THIS 8th DAY OF FEBRUARY, 2022**

A handwritten signature in black ink, appearing to read "James". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Commissioner for Taking Affidavits

Harte Gold Corp.
Summary of Activity by Goodmans LLP Professionals

Professional	Year of Call	Hourly Rate	Total Hours
Joseph Pasquariello	1996	\$1,075.00	291.8
Andrew Harmes	2017	\$608.94	150.6
Christopher Armstrong	2008	\$825.00	198.2
Brennan Caldwell	2021	\$470.00	67.0
Emily Windrim	Student	\$375.00	18.1
Alan Bowman	1997	\$1,150.00	14.4
Aryan Pour-Bahreini	Student	\$375.00	11.7
Dan Dedic	2010	\$800.00	1.8
Maureen Buckley	Law Clerk	\$495.00	0.3
Carrie B.E. Smit	1992	\$1,275.00	2.4
Lisa Nicoletta	Law Clerk	\$520.00	0.5
Caterina Costa-Faria	2002	\$815.00	1.0
Victor Liu	2001	\$935.00	0.7
Glenn S. Ernst	1990	\$1,150.00	0.6
Angela Tsiakos	Corporate Clerk	\$435.00	0.3
Total Hours			759.4

Average Hourly Rate (excluding expenses, disbursements, and HST) (\$ / Hours)	\$836.62
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**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 HARTE
GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

Court File No: CV-21-00673304-00CL

Applicants

<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding commenced at Toronto</p>
<p>AFFIDAVIT OF JOSEPH PASQUARIELLO (sworn February 8, 2022)</p> <p>GOODMANS LLP Barristers & Solicitors 333 Bay Street, Suite 3400 Toronto, Canada M5H 2S7</p> <p>Joe Pasquariello LSO#: 38390C jpasquariello@goodmans.ca</p> <p>Christopher G. Armstrong LSO#: 55148B carmstrong@goodmans.ca</p> <p>Andrew Harmes LSO#: 73221A aharmes@goodmans.ca</p> <p>Tel: (416) 979-2211 Fax: (416) 979-1234</p> <p>Lawyers for the Monitor</p>

**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
HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

Court File No: CV-21-00673304-00CL

Applicants

<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceeding commenced at Toronto</p>
<p>THIRD REPORT OF THE MONITOR DATED FEBRUARY 8, 2022</p>
<p>GOODMANS LLP Barristers & Solicitors 333 Bay Street, Suite 3400 Toronto, Canada M5H 2S7</p>
<p>Joe Pasquariello LSO#: 38390C jpasquariello@goodmans.ca</p>
<p>Christopher G. Armstrong LSO#: 55148B carmstrong@goodmans.ca</p>
<p>Andrew Harmes LSO#: 73221A aharmes@goodmans.ca</p>
<p>Tel: (416) 979-2211 Fax: (416) 979-1234</p>
<p>Lawyers for the Monitor</p>

Court File No. CV-21-00673304-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	TUESDAY, THE 15 TH
)	
JUSTICE PENNY)	DAY OF FEBRUARY, 2022

**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 HARTE GOLD CORP., 13699404
CANADA INC. AND 13699447 CANADA INC.**

Applicants

CCAA DISTRIBUTION AND TERMINATION ORDER

THIS MOTION, made by FTI Consulting Canada Inc. ("**FTI**"), in its capacity as monitor (the "**Monitor**") of Harte Gold Corp. ("**Harte**"), 13699404 Canada Inc. ("**ResidualCo. 1**") and 13699447 Canada Inc. ("**ResidualCo. 2**" and, collectively with Harte and ResidualCo. 1, the "**Applicants**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order (this "**Order**"), among other things, (i) approving the Distributions specified herein, (ii) approving the activities, conduct and reports of FTI in its capacity as Monitor, (iii) approving the fees and disbursements of the Monitor and the Monitor's legal counsel, as described in the Third Report of the Monitor dated February 8, 2022 (the "**Third Report**") and the affidavits attached thereto sworn in support thereof, (iv) terminating these CCAA proceedings and discharging the Monitor at the CCAA Termination Time (as defined below), and (v) granting certain related relief, was heard this day via videoconference due to the ongoing COVID-19 pandemic.

ON READING the Notice of Motion of the Monitor, the Third Report and the affidavits attached thereto sworn in support of the approval of the fees and disbursements of the Monitor and its counsel, and on hearing the submissions of counsel for the Applicants, the Monitor, and

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such other counsel as were present and wished to be heard, and on reading the affidavit of service, filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Monitor's Notice of Motion, the Motion Record and the Third Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meanings given to them in the Amended and Restated Initial Order of this Court made in the within proceedings dated December 20, 2021 (the "**Initial Order**"), the Approval and Reverse Vesting Order of this Court made in the within proceedings dated January 28, 2022, or the Second Amended and Restated Subscription Agreement entered into by and between the Applicant, as issuer, 1000025833 Ontario Inc., as investor, and Silver Lake Resources Limited, as guarantor, dated January 19, 2022, as applicable.

DISTRIBUTIONS

3. **THIS COURT ORDERS** that the Monitor, from and after the Effective Time, is hereby authorized, without further order of this Court, to make distributions from the Cash Consideration in payment of the following:

- (a) the secured obligations owing in respect of the conveyance to Harte of the land legally known as PIN 31082-0234 (LT) PCL 11183 SEC AWS; PT FARM LOCATION CK77 HUNT PT 1 1R6484; WHITE RIVER (the "**White River Property Secured Claim**"), the distribution in respect of which shall constitute the full and final satisfaction of the White River Property Secured Claim and the Applicants shall have no further liability in respect of the White River Property Secured Claim upon the payment of such distribution; and
- (b) the Appian Indebtedness, the distribution in respect of which shall constitute the full and final satisfaction of the Appian Indebtedness and the Applicants shall have no further liability in respect of the Appian Indebtedness upon the payment of such distribution ((a) and (b), collectively, the "**Distributions**").

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4. **THIS COURT ORDERS** that the Monitor is hereby authorized to take all necessary steps and actions to effect the Distributions in accordance with the provisions of this Order, and shall not incur any liability as a result of making the Distributions.

5. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these CCAA proceedings;
- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”) or other applicable legislation in respect of the Applicants and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Applicants; and
- (d) any provisions of any federal or provincial legislation,

the Distributions shall be made free and clear of all Encumbrances (including the Charges) and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Applicants and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

6. **THIS COURT ORDERS** that the Monitor shall be entitled to deduct and withhold from any Distribution such amounts as may be required to be deducted or withheld with respect to such Distribution under the Tax Act or other Applicable Laws and to remit such amounts to the appropriate Governmental Authority or other Person entitled thereto. To the extent that amounts are so withheld or deducted and remitted to the appropriate Governmental Authority or other Person, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order to such Person as the remainder of the Distribution in respect of which such withholding or deduction was made.

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7. **THIS COURT ORDERS AND DECLARES** that the Distributions shall not constitute a “distribution” for the purposes of section 107 of the *Corporations Tax Act* (Ontario), section 22 of the *Retail Sales Tax Act* (Ontario), section 117 of the *Taxation Act, 2007* (Ontario), section 159 of the *Tax Act*, section 270 of the *Excise Tax Act* (Canada), section 86 of the *Employment Insurance Act* (Canada), or any other similar applicable federal, provincial or territorial tax legislation (collectively, the “**Tax Statutes**”), and the Monitor, in making the Distributions, is merely a disbursing agent and is not exercising any discretion in making the Distributions, and no Person is “distributing” such funds for the purpose of the Tax Statutes, and the Applicants and the Monitor shall not incur any liability under the Tax Statutes in respect of the Distributions and the Monitor is hereby forever released, remised and discharged from any claims against it under or pursuant to the Tax Statutes or otherwise at law, arising in respect of or as a result of the Distributions made by it in accordance with this Order and any claims of this nature are hereby forever barred.

APPROVAL OF MONITOR’S REPORTS AND ACTIVITIES

8. **THIS COURT ORDERS** that the First Report of the Monitor dated December 15, 2021, the Second Report of the Monitor dated January 24, 2022 and the Third Report are hereby approved, and the activities and conduct of the Monitor prior to or on the date hereof in relation to the Applicants and these CCAA proceedings (including as described in the foregoing reports) are hereby ratified and approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals.

APPROVAL OF FEES AND DISBURSEMENTS OF THE MONITOR

9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from December 7, 2021 to February 6, 2022, all as set out in the affidavit of Nigel Meakin sworn February 8, 2022, are hereby approved.

10. **THIS COURT ORDERS** that the fees and disbursements of Goodmans LLP as legal counsel to the Monitor, for the period from December 7, 2021 to February 6, 2022 as set out in the affidavit of Joseph Pasquariello sworn February 8, 2022, are hereby approved.

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11. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and Goodmans LLP, estimated not to exceed \$400,000 in aggregate (excluding HST), for the completion of remaining activities in connection with these CCAA proceedings, are hereby approved.

TERMINATION OF CCAA PROCEEDINGS

12. **THIS COURT ORDERS** that, upon service by the Monitor of an executed certificate in substantially the form attached hereto as Schedule “A” (the “**Termination Certificate**”) on the service list in these CCAA proceedings certifying that, to the knowledge of the Monitor, all matters to be attended to in connection with these CCAA proceedings have been completed, these CCAA proceedings shall be terminated without any further act or formality (the “**CCAA Termination Time**”), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any action or steps taken by any Person pursuant thereto.

13. **THIS COURT ORDERS** that the Monitor is hereby directed to file a copy of the Termination Certificate with the Court as soon as is practicable following the service thereof on the service list in these CCAA proceedings.

14. **THIS COURT ORDERS** that the Charges shall be terminated, released and discharged as of the CCAA Termination Time without any further act or formality.

DISCHARGE OF THE MONITOR

15. **THIS COURT ORDERS** that effective at the CCAA Termination Time, FTI shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time, provided that, notwithstanding its discharge as Monitor, FTI shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time, as may be required, including, without limitation, as contemplated by Monitor’s Enhanced Powers Order dated January 28, 2022 (“**Monitor Incidental Matters**”).

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16. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, the Monitor's Enhanced Powers Order, any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the CCAA Termination Time, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor following the CCAA Termination Time with respect to the Applicants or these CCAA proceedings.

17. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court on not less than fifteen (15) days prior written notice to the Monitor.

EXTENSION OF THE STAY PERIOD

18. **THIS COURT ORDERS** that, in the event that the Termination Certificate is not served by the Monitor in accordance with paragraph 10 of this Order on or before March 29, 2022, the Stay Period be and is hereby extended to and including the earlier of (i) the CCAA Termination Time, and (ii) such other date as this Court may order.

GENERAL

19. **THIS COURT ORDERS** that the Applicants or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

20. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

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

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or desirable to give effect to this Order, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

**SCHEDULE “A”
FORM OF TERMINATION CERTIFICATE**

Court File No. CV-21-00673304-00CL

**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 13699404 CANADA INC. and 13699447
CANADA INC.**

Applicants

TERMINATION CERTIFICATE

RECITALS

1. FTI Consulting Canada Inc. (“**FTI**”) was appointed as the Monitor of the Applicants in the within proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated December 7, 2021 (as amended, the “**Initial Order**”).
2. Pursuant to an Order of this Court dated February 15, 2022 (the “**CCAA Distribution and Termination Order**”), among other things, FTI shall be discharged as the Monitor and the Applicants’ CCAA proceedings shall be terminated upon the service of this Termination Certificate on the service list in these CCAA proceedings, all in accordance with the terms of the CCAA Distribution and Termination Order.
3. Unless otherwise indicated herein, capitalized terms used in this Termination Certificate shall have the meaning given to them in the Initial Order or the CCAA Distribution and Termination Order, as applicable.

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THE MONITOR CERTIFIES the following:

1. To the knowledge of the Monitor, all matters to be attended to in connection with the Applicants' CCAA proceedings (Court File No. 21-00673304-00CL) have been completed.

ACCORDINGLY, the CCAA Termination Time as defined in the CCAA Distribution and Termination Order has occurred.

DATED at Toronto, Ontario this _____ day of _____, 2022.

FTI CONSULTING CANADA INC. in its capacity as Court-appointed Monitor of the Applicants and not in its personal or corporate capacity

Per: _____

Name:

Title:

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

Court File No: CV-21-00673304-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

**CCAA DISTRIBUTION AND
TERMINATION ORDER**

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

Joe Pasquariello LSO#: 38390C
jpasquariello@goodmans.ca

Christopher G. Armstrong LSO#: 55148B
carmstrong@goodmans.ca

Andrew Harmes LSO#: 73221A
aharmes@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Monitor

**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
HARTE GOLD CORP., 13699404 CANADA INC. AND 13699447 CANADA INC.**

Court File No: CV-21-00673304-00CL

Applicants

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced at Toronto

MOTION RECORD
(Motion returnable February 15, 2022)

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

Joe Pasquariello LSO#: 38390C
jpasquariello@goodmans.ca

Christopher Armstrong LSO#: 51148B
carmstrong@goodmans.ca

Andrew Harmes LSO#: 73221A
aharmes@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Monitor