



No. S-226670
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

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

AND

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

PETITIONERS

TENTH REPORT OF THE MONITOR

APRIL 17, 2023

TENTH REPORT OF THE MONITOR

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INTRODUCTION

1. On August 19, 2022 (the “**Filing Date**”), Trevali Mining Corporation (“**Trevali Corp.**”) and Trevali Mining (New Brunswick) Ltd. (“**Trevali NB**” and collectively, “**Trevali**” or the “**Applicants**”) commenced proceedings (the “**CCAA Proceedings**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to an order granted by this Honourable Court which was subsequently amended and restated on August 29, 2022 (the “**ARIO**”).
2. The ARIO appointed FTI Consulting Canada Inc. (“**FTI**”) as Monitor in the CCAA Proceedings (the “**Monitor**”) and established a stay of proceedings (the “**Stay of Proceedings**”) in favour of the Applicants until October 6, 2022. The Stay of Proceedings has since been extended until and including April 30, 2023 in respect of Trevali Corp. The Stay of Proceedings in respect of Trevali NB expired on January 24, 2023.
3. On September 14, 2022, this Honourable Court granted the following orders:
 - a. an order approving procedures for a sales and investment solicitation process (the “**SISP**”) and a sales agent agreement between Trevali Corp. and National Bank Financial Inc. (the “**Sales Agent**”) and granting a charge (the “**Sales Agent Charge**”) to secure the Sales Agent’s fees; and
 - b. an order approving a key employee retention plan (the “**KERP**”) and granting a charge (the “**KERP Charge**”) over the Applicants’ property in favour of the KERP employees as security for the amounts payable under the KERP in the amount of US\$800,000.
4. On October 12, 2022, this Honourable Court granted the following orders:
 - a. an order authorizing and empowering Trevali Corp. to obtain and borrow an interim financing tranche (the “**Interim Financing Tranche**”) agreed amongst

Trevali Corp., the RCF Lenders, as defined in the First Report of the Monitor, dated August 26, 2022, and the administrative agent for the RCF Lenders, Bank of Nova Scotia (the “**RCF Administrative Agent**”), and granting a charge in favour of the RCF Administrative Agent, on behalf of the RCF Lenders, to secure obligations in connection with the Interim Financing Tranche; and

- b. an order authorizing and approving a settlement agreement (the “**Settlement Agreement**”) between the Applicants, the RCF Lenders, Glencore International AG, Glencore AG and Glencore Canada Corporation (collectively, “**Glencore Group**”) addressing the issues which arose in response to Glencore Group declining to advise whether they would assert a right of set-off against amounts owing by them for delivery under off-take agreements with the Applicants and certain affiliated entities.
5. On December 21, 2022, in connection with the SISP and relating to the Rosh Pinah mine, this Honourable Court granted an order, among other things, approving Trevali Corp.’s execution of a Share and Asset Purchase Agreement dated December 15, 2022 between Trevali Corp., as vendor, and Appian Natural Resources Fund III LP and Appian Natural Resources (UST) Fund III LP (collectively, “**Appian**”), as purchasers (the “**Appian SPA**”).
 6. On March 29, 2023, this Honourable Court granted an order (the “**Claims Process Order**”) which approved a process for determining the nature and amounts of claims against the Applicants and their Directors and Officers (the “**Claims Process**”).
 7. On April 12, 2023, Trevali Corp. filed a Notice of Application for an order (the “**Distribution Order**”) authorizing Trevali Corp. to distribute the net proceeds resulting from the transaction contemplated by the Appian SPA (the “**Appian Transaction**”), and any other available proceeds, to the RCF Administrative Agent in an amount not to exceed the Outstanding Interim Financing Balance (as defined in the Settlement Agreement), plus the aggregate amounts owing under the Revolving Credit Facility and

the Glencore Facility (each as defined in the Settlement Agreement), subject to maintaining a holdback reserve (the “**Holdback Reserve**”) and certain other conditions.

8. On April 14, 2023, Trevali Corp. filed a Notice of Application for an order extending the Stay of Proceedings (the “**Stay Extension Order**”) with respect to Trevali Corp. until and including May 31, 2023 (the “**Stay Extension**”).

PURPOSE

9. The purpose of this Tenth Report is to provide this Honourable Court and the Applicants’ stakeholders with information with respect to:
 - a. an update on the Appian Transaction;
 - b. an independent review of the security held by the RCF Lenders and Glencore Canada Corp. (“**Glencore Canada**”) performed by the Monitor’s counsel, Dentons Canada LLP (“**Dentons**”) in Canada, Dentons UK and Middle East LLP in England and Carey Olsen Bermuda Limited in Bermuda;
 - c. Trevali Corp.’s application for the Distribution Order;
 - d. an update on the Claims Process;
 - e. the Applicants’ actual cash receipts and disbursements for the 33-week period that ended April 4, 2023 (the “**Reporting Period**”) as compared to the cash flow statement included in the Eighth Report of the Monitor dated January 25, 2023 (the “**Trevali Corp. Cash Flow Statement**”);
 - f. updated cash flow statements for the 42-week period ending June 6, 2023 (the “**Forecast Period**”) with respect to Trevali Corp. (the “**Second Trevali Corp. Cash Flow Statement**”) and the Rosh Pinah mine (the “**Fifth Rosh Pinah Cash Flow Statement**”), including the key assumptions on which the cash flow statements are based;

- g. Trevali Corp.’s application for the Stay Extension; and
- h. the Monitor’s conclusions and recommendations.

TERMS OF REFERENCE

- 10. In preparing this report, the Monitor has relied upon certain information (the “**Information**”) including the Applicants’ unaudited financial information, books and records and discussions with senior management (“**Management**”).
- 11. Except as described in this report, 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.
- 12. 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.
- 13. Future-oriented financial information reported to be relied on in preparing this report is based on Management’s assumptions regarding future events. Actual results may vary from forecast and such variations may be material.
- 14. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars to be consistent with the Applicants’ primary reporting currency.
- 15. Capitalized terms not otherwise defined herein are as defined in the First Report of the Monitor in these CCAA Proceedings dated August 26, 2022.

UPDATE ON THE APPIAN TRANSACTION

- 16. Trevali Corp. is continuing to engage in discussions with Appian regarding amendments to the Appian SPA including:

- a. an extension to the Outside Closing Date, as defined in the SISP, to May 31, 2023; and
 - b. revisions to the operating budget as set out in schedule 4.3(a)(i) of the Disclosure Letter appended to the Appian SPA to provide for certain incremental development and exploration capital expenditures through May 31, 2023 in a manner that is not expected to have a material or negative impact on Trevali Corp. or its stakeholders.
17. As described in the Ninth Report, Trevali Corp. requires the extension to accommodate the meeting schedule of the Namibian Competition Commission, which is anticipated to be held on April 20, 2023 and result in the Appian Transaction closing during May 2023.
18. Trevali Corp. is engaged with the RCF Administrative Agent regarding an anticipated request to amend the terms of the Interim Financing Tranche in order to accommodate the revised Outside Closing Date described above.

SECURITY REVIEW

19. Pursuant to the Appian SPA, Trevali Corp. agreed to:
- a. sell, assign and transfer all of the issued and outstanding shares owned by it in the authorized capital of GLCR Limited (the “**GLCR Shares**”), a corporation existing under the laws of England and Wales and wholly-owned subsidiary of Trevali Corp., to Appian;
 - b. cause Trevali Holdings (Bermuda) Ltd. (“**Trevali Bermuda**”), a corporation existing under the laws of Bermuda and wholly-owned subsidiary of Trevali Corp., to assign a loan from Trevali Bermuda to Wilru Investments One Hundred and Thirty Four (Proprietary) Limited (“**Wilru**”), a corporation existing under the laws of Namibia and wholly-owned subsidiary of GLCR Limited, in the principal amount of \$38,810,099 (NAD 660,709,883) pursuant to the intercompany loan

agreement by and between Trevali Bermuda and Wilru dated August 31, 2017 (the “**Trevali Bermuda Capital Loan**”), to Trevali Corp. who will then assign the Trevali Bermuda Capital Loan to Appian; and

- c. assign a loan from Trevali Corp. to Rosh Pinah Zinc Corporation (Proprietary) Ltd. (“**RPZC**”), a corporation existing under the laws of Namibia and a 90% indirect owned subsidiary of Trevali Corp., in the principal amount of \$9,000,000, as at the date of the Appian SPA, pursuant to an intercompany loan agreement between Trevali Corp. dated October 28, 2022 (the “**Trevali Corp. Capital Loan**” and, collectively with the Trevali Bermuda Capital Loan, the “**Capital Loans**”).

20. Dentons has coordinated five security opinions (the “**Opinions**”) in respect of the security held by each of: the RCF Administrative Agent, on behalf of the RCF Lenders, and Glencore Canada in each of: Canada, England and Bermuda. The Opinions are specifically in respect of the validity of the RCF Administrative Agent, on behalf of the RCF Lenders, and Glencore Canada’s security interests in the GLCR Shares and the Capital Loans, and the enforceability of any related security against Trevali Corp. and Trevali Bermuda.

21. Subject to the standard assumptions and qualifications outlined in each of the Opinions, the Opinions reflect that:

- a. the security in question constitutes legal, valid and binding obligations of Trevali Corp. and Trevali Bermuda (among others);
- b. the RCF Administrative Agent, on behalf of the RCF Lenders, has priority over all of the personal property of Trevali Corp. and Trevali Bermuda, including but not limited to the GLCR Shares and Capital Loans, and Glencore Canada has second priority; and

- c. any insurance proceeds received by Trevali Corp., as the beneficiary under certain insurance policies with respect to the Perkoa mine located in Burkina Faso, would be considered personal property and the RCF Administrative Agent, on behalf of the RCF Lenders, and Glencore Canada would have the same priority to these proceeds.

DISTRIBUTION ORDER

22. Trevali is seeking the Distribution Order to facilitate the distribution of proceeds of the Appian Transaction, less the Indemnity Escrow Amount and Working Capital Escrow Amount (each as defined in the Appian SPA) provided for in the Appian SPA (the balance being the “**Immediately Available Sale Proceeds**”) to the RCF Administrative Agent, on behalf of the RCF Lenders, and Glencore Canada in accordance with their respective priorities in an amount not to exceed amounts owing under the Interim Financing Tranche, plus the aggregate amounts owing under the Revolving Credit Facility and the Glencore Facility.
23. Trevali Corp. estimates that it will owe approximately \$14 million inclusive of fees and interest under the Interim Financing Tranche, \$98 million under the Revolving Credit Facility and \$14 million under the Glencore Facility as at May 31, 2023.
24. The Distribution Order authorizes the distribution of the Immediately Available Sale Proceeds to be made in accordance with the Settlement Agreement, and subject to:
 - a. the completion of the Appian Transaction;
 - b. receipt by Trevali Corp. of the Immediately Available Sale Proceeds;
 - c. Trevali Corp. retaining a reserve of funds (the “**Holdback Reserve**”) that is satisfactory to Trevali Corp. and the Monitor sufficient for the payment of:

- i. amounts owing by Trevali Corp. in respect of professional fees incurred and expected to be incurred in connection with these CCAA Proceedings;
- ii. amounts owing by Trevali Corp. in respect of its ordinary course post-filing obligations and amounts incurred, or estimated to be incurred by Trevali Corp. in respect of its ordinary course post-filing obligations from and after the date of the Distribution Order;
- iii. amounts owing for Taxes (as defined in the Appian SPA);
- iv. the obligations secured by the D&O Charge and the Intercompany Advances Charge (as defined in the ARIO dated August 29, 2022);
- v. the Sales Agent Charge (as defined in the SISP and Sales Agent Approval Order dated September 14, 2022);
- vi. any other obligations that rank in priority to the Charges (as defined in the Interim Financing Approval Order dated October 11, 2022); and
- vii. such other obligations or claims for which the Monitor in consultation with Trevali Corp. deems it to be prudent in the circumstances to maintain a Holdback Reserve for.

25. The Monitor's comments on the proposed Distribution Order are as follows:

- a. as described above, Dentons and agent counsel have completed independent reviews of the security held by each of: the RCF Administrative Agent, on behalf of the RCF Lenders; and Glencore Canada and opined that the security granted to these parties by Trevali Corp. and certain subsidiaries is valid and enforceable, subject to standard qualifications and assumptions;

- b. a timely distribution to the RCF Administrative Agent on behalf of the RCF Lenders will reduce the principal debts owing by the Applicants as well as interest costs, which are currently accruing at approximately \$1.2 million per month;
- c. the Holdback Reserve will be sufficient to complete the realization on Trevali's remaining assets and administer the CCAA Proceedings to their conclusion; and
- d. as described in the Ninth Report, Glencore has advised Trevali Corp. and the Monitor that it is of the view that the \$3 million payment to the Glencore Group to be made pursuant to the Settlement Agreement was intended as an additional settlement payment to be made by Trevali Corp., that it constitutes a post-filing obligation of Trevali Corp. and does not reduce any liabilities owing to the Glencore Group. Paragraph 4 of the Distribution Order caps the distributions to be made (pursuant to the Distribution Order) to the total amounts owing under the Interim Financing Tranche, the Revolving Credit Facility and the Glencore Facility and therefore preserves the interpretation of the Settlement Agreement for another day without prejudice to any party.

CLAIMS PROCESS

26. The activities undertaken by the Monitor in respect of the Claims Process since the granting of the Claims Process Order are summarized below (all capitalized terms are as defined in the Claims Process Order):

- a. the Monitor posted copies of each of the following to its website:
 - i. a Claims Process Order;
 - ii. the Claims Instruction Letter;
 - iii. a blank Proof of Claim Form;
 - iv. a blank Director/Officer Form; and

- v. a blank Notice of Dispute of Revision or Disallowance.

- b. on March 29, 2023, the Monitor emailed Claims Packages to 16 affected Employees of the Applicants and 11 Claims Packages to Creditors listed on the Service List;

- c. on March 31, 2023, the Monitor mailed 240 Known Claim Value Claims Packages and 64 Other Creditor Claims Packages via ordinary mail to each Claimant's last known address as evidenced in the Applicants' books and records; and

- d. the Monitor has developed and is maintaining a claims register setting out the details of the Proofs of Claim received on or before the Claims Bar Date of April 21, 2023, or the Restructuring Claims Bar Date, as applicable.

CASH FLOW VARIANCE ANALYSIS

Trevali Corp.

27. The Monitor has undertaken weekly reviews of Trevali's actual cash flows in comparison to those contained in the Trevali Corp. Cash Flow Statement. Trevali Corp.'s actual cash receipts and disbursements as compared to the Trevali Corp. Cash Flow Statement for the period of August 17 to April 4, 2023, are summarized below:

Trevali Corp.			
Cash Flow Variance Analysis			
Thirty Three Week Period Ended April 4, 2023			
(USD thousands)			
	Actual	Forecast	Variance
Operating Receipts			
Other Receipts	\$ 217	\$ 148	\$ 70
Total Receipts	217	148	70
Operating Disbursements			
Payroll and Benefits	2,433	2,617	184
Trade Accounts Payable	999	1,761	763
Operating Leases	304	313	9
Insurance	989	906	(82)
Restructuring Professional Fees	5,544	7,181	1,636
Other Professional Fees	-	120	120
Other Operating Disbursements	75	403	328
Total Operating Disbursements	10,343	13,302	2,958
Net Change in Cash from Operations	(10,126)	(13,154)	3,028
Financing			
Intercompany Receipts / (Disbursements)	(14,600)	(15,510)	910
Interim financing	13,000	14,000	(1,000)
Net Change in Cash from Financing	(1,600)	(1,510)	(90)
Effect of Foreign Exchange Translation	(72)	(63)	(9)
Net Change in Cash	(11,798)	(14,727)	2,929
Opening Cash	15,342	15,342	-
Ending Cash	\$ 3,544	\$ 615	\$ 2,929

28. Overall, the Applicants realized a favourable net cash flow variance of approximately \$2.9 million. The key components of the variance are as follows:

- a. payroll amounts are lower than expected due to reduced headcount and include the final payments to employees in respect of the KERP;
- b. trade accounts payable and other operating disbursements were lower than forecast due to cost containment initiatives and timing differences;
- c. restructuring professional fees and other professional fees were lower than forecast due to timing differences and fewer workstreams than expected. A

summary of the professional fee disbursements incurred in the CCAA
 Proceedings to date is set out in the table below:

Professional Fee Summary						
Thirty Three Week Period Ended April 4, 2023						
<i>(USD thousands)</i>						
Firm	Role	Fees	Disbursements	Taxes	Total	
Blakes, Cassels & Graydon LLP	Counsel to Trevali	\$ 1,408	\$ 3	\$ 169	\$	1,580
FTI Consulting Canada Inc.	Monitor	944	41	49		1,034
Dentons Canada LLP	Monitor's Counsel	377	10	46		433
Alvarez & Marsal Canada Inc.	RCF Lenders' Financial Advisor	520	12	27		559
Fasken Martineau DuMoulin LLP	RCF Lenders' Counsel	499	1	75		576
National Bank Financial	Financial Advisor	663	1	33		697
Black Swan Advisors Inc.	Advisor to the Special Committee	500	3	60		563
Osler, Hoskin & Harcourt LLP	Independent Board of Directors Counsel	37	0	4		42
Longview	Consulting	13	-	1		15
Other	Foreign Counsel to Trevali	44	1	1		46
Total		\$ 5,007	\$ 72	\$ 465	\$	5,544

- d. intercompany disbursements and interim financing draws are less than forecast as the Rosh Pinah mine has maintained sufficient liquidity through certain cost containment initiatives and higher than expected receipts.

Rosh Pinah

29. The actual cash receipts and disbursements incurred by Rosh Pinah as compared to the Fourth Rosh Pinah Cash Flow Statement for the period of August 17, 2022 to April 4, 2023, are summarized below:

Rosh Pinah			
Cash Flow Variance Analysis			
Thirty Three Week Period Ended April 4, 2023			
<i>(USD thousands)</i>	Actual	Forecast	Variance
Operating Receipts			
Sales	\$ 44,080	\$ 41,125	\$ 2,955
Other Receipts	5,443	5,292	151
Total Receipts	49,523	46,417	3,106
Operating Disbursements			
Sales Expenses	7,361	7,084	(277)
Payroll and Benefits	10,737	11,353	616
Trade Accounts Payable	21,394	23,678	2,283
Utilities	4,566	4,687	121
Insurance	210	215	5
Tax	2,742	2,861	119
Capital Expenditures	11,313	11,868	555
Other Operating Disbursements	208	259	51
Total Operating Disbursements	58,532	62,005	3,473
Net Change in Cash from Operations	(9,009)	(15,588)	6,579
Financing			
Intercompany Receipts / (Disbursements)	14,600	15,510	(910)
Net Change in Cash from Financing	14,600	15,510	(910)
Effect of Foreign Exchange Translation	(47)	(167)	120
Net Change in Cash	5,544	(245)	5,789
Opening Cash	1,588	1,588	-
Ending Cash	\$ 7,132	\$ 1,343	\$ 5,789

30. Rosh Pinah realized a favourable variance of approximately \$5.8 million during the period. The key components of the variance are as follows:

- a. a positive variance in sales receipts is the result of the average zinc price realized during the period being higher than forecast;
- b. sales expenses have increased as a result of adjustments resulting from an annual reconciliation of concentrate sales; and

- c. payroll, trade payables and capital expenditures are lower than forecast primarily as a result of ongoing cost containment measures as well as certain timing differences that are expected to reverse in the coming weeks.

CASH FLOW STATEMENTS

Trevali Corp.

- 31. Management, in conjunction with the Monitor, has prepared the Second Trevali Corp. Cash Flow Statement setting out the liquidity requirements and cash position of Trevali Corp. during the Forecast Period. A copy of the Second Trevali Corp. Cash Flow Statement is attached as Appendix "A".

- 32. A summary of the Trevali Corp. Cash Flow Statement is set out in the below table:

Trevali Corp.			
Cash Flow Statement			
42-week period ending June 6, 2023			
<i>(USD thousands)</i>	Weeks 1-33	Weeks 34-42	Weeks 1-42
	Actual	Forecast	Total
Operating Receipts			
Other Receipts	\$ 217	\$ -	\$ 217
Total Receipts	217	-	217
Operating Disbursements			
Payroll and Benefits	2,433	222	2,655
Trade Accounts Payable	999	386	1,384
Operating Leases	304	-	304
Insurance	989	140	1,129
Restructuring Professional Fees	5,544	1,817	7,361
Other Professional Fees	-	120	120
Other Operating Disbursements	75	96	171
Total Operating Disbursements	10,343	2,780	13,124
Net Change in Cash from Operations	(10,126)	(2,780)	(12,906)
Financing			
Intercompany Receipts / (Disbursements)	(14,600)	-	(14,600)
Interim financing	13,000	-	13,000
Net Change in Cash from Financing	(1,600)	-	(1,600)
Effect of Foreign Exchange Translation	(72)	-	(72)
Net Change in Cash	(11,798)	(2,780)	(14,578)
Opening Cash	15,342	3,544	15,342
Ending Cash	\$ 3,544	\$ 764	\$ 764

33. The Second Trevali Corp. Cash Flow Statement is based on the following key assumptions:

- a. the Second Trevali Corp. Cash Flow Statement does not reflect the proceeds to be received from the closing of the transaction contemplated by the Appian SPA which is expected to occur during the Forecast Period nor any insurance proceeds that may be realized;
- b. operating disbursements relate primarily to ordinary course payments to run Trevali's head office. The head office lease has been disclaimed with the approval of the Monitor effective April 30, 2023;

- c. insurance costs of approximately \$140,000 relate to an extension of the Applicants' director and officer liability coverage until the end of June 2023;
- d. restructuring professional fees are forecast to be approximately \$1.8 million during the forecast period and include fees and disbursements for the Applicants' legal counsel, the Monitor, the Monitor's legal counsel, the financial advisor to the RCF Lenders, the legal counsel to the RCF Lenders, the consultant to the Special Committee of the Board of Directors, the legal counsel to the Board of Directors and the Sales Agent; and
- e. no further interim financing draws are expected to be required to meet Trevali Corp.'s liquidity requirements during the Forecast Period.

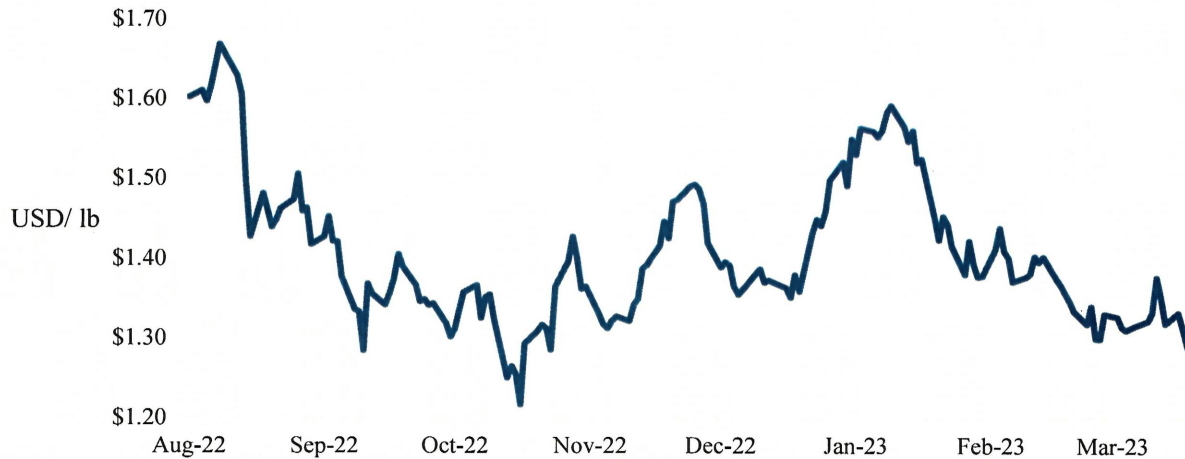
Rosh Pinah

- 34. Management has prepared the Fifth Rosh Pinah Cash Flow Statement to set out the liquidity requirements of Rosh Pinah during the Forecast Period, a copy of which is attached as Appendix "B".
- 35. A summary of the Fifth Rosh Pinah Cash Flow Statement is set out in the below table:

Rosh Pinah			
Cash Flow Statement			
42-week period ending June 6, 2023			
<i>(USD thousands)</i>	Weeks 1-33	Weeks 34-42	Weeks 1-42
	Actual	Forecast	Total
Operating Receipts			
Sales	\$ 44,080	\$ 23,035	\$ 67,115
Other Receipts	5,443	1,176	6,620
Total Receipts	49,523	24,212	73,735
Operating Disbursements			
Sales Expenses	7,361	1,315	8,676
Payroll and Benefits	10,737	3,246	13,983
Trade Accounts Payable	21,394	6,472	27,866
Utilities	4,566	1,211	5,778
Insurance	210	111	321
Tax	2,742	320	3,062
Capital Expenditures	11,313	4,622	15,935
Other Operating Disbursements	208	-	208
Total Operating Disbursements	58,532	17,296	75,829
Net Change in Cash from Operations	(9,009)	6,915	(2,094)
Financing			
Intercompany Receipts / (Disbursements)	14,600	-	14,600
Net Change in Cash from Financing	14,600	-	14,600
Effect of Foreign Exchange Translation	(47)	-	(47)
Net Change in Cash	5,544	6,915	12,459
Opening Cash	1,588	7,132	1,588
Ending Cash	\$ 7,132	\$ 14,047	\$ 14,047

36. The Fifth Rosh Pinah Cash Flow Statement is based on the following assumptions:

- a. the projected operating receipts at Rosh Pinah are assumed to be collected in cash payments under normal course trade settlement terms with Glencore International AG and in accordance with the Settlement Agreement;
- b. operating receipts are also subject to fluctuations in zinc prices which have been volatile in recent weeks as depicted in the following chart:



Source: LME Daily Official and Settlement Prices

The Applicants have drafted the projected operating receipts with the assumption of a spot price for zinc of \$1.27/lb; and

- c. operating disbursements reflect ongoing operations and certain minimum capital expenditures to preserve value at the Rosh Pinah mine.

STAY EXTENSION

37. The Monitor's comments with respect to Trevali Corp.'s application for the Stay Extension Order are as follows:

- a. the length of the Stay Extension is aligned with the anticipated closing of the Appian Transaction and the anticipated maturity date of the Interim Financing Tranche;
- b. the cash flow statements forecast that the respective entities have sufficient liquidity during the period of the Stay Extension;
- c. there is not any material financial prejudice to Trevali Corp.'s creditors as a result of the Stay of Proceedings being extended to May 31, 2023; and

- d. Trevali Corp. has been in regular communication with the Monitor throughout these CCAA Proceedings, and is acting in good faith and with due diligence.

CONCLUSIONS AND RECOMMENDATIONS

38. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the following orders:

- a. the Distribution Order; and
- b. the Stay Extension Order.

All of which is respectfully submitted this April 17, 2023.

FTI Consulting Canada Inc.
in its capacity as Monitor of Trevali



Tom Powell
Senior Managing Director



Mike Clark
Senior Director

Appendix A

**Second Trevali Corp. Cash Flow Statement for the 42-
week period ending June 6, 2023**

Trevali Mining Corporation
Cash Flow Statement
For the 42-week period ending June 6, 2023

<i>(USD thousands)</i>	<i>Week Ending</i>	Weeks 1-33		Week 34		Week 35		Week 36		Week 37		Week 38		Week 39		Week 40		Week 41		Week 42		Total
		4-Apr-23	Actual	11-Apr-23	Forecast	18-Apr-23	Forecast	25-Apr-23	Forecast	2-May-23	Forecast	9-May-23	Forecast	16-May-23	Forecast	23-May-23	Forecast	30-May-23	Forecast	6-Jun-23	Forecast	
Operating Receipts																						
Other Receipts		217	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	217
Total Receipts		217																				217
Operating Disbursements																						
Payroll and Benefits		2,433	3	32	-	88	-	14	-	82	-	31	31	31	31	31	31	31	82	31	69	2,655
Trade Accounts Payable		999	33	31	31	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,384
Operating Leases		304	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	304
Insurance		989	-	-	-	-	140	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,129
Restructuring Professional Fees		5,544	184	554	-	539	-	-	-	-	-	-	-	-	-	-	-	-	-	-	539	7,361
Other Professional Fees		-	-	120	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	120
Other Operating Disbursements		75	-	12	12	13	12	12	12	12	12	12	12	12	12	12	12	12	12	12	13	171
Total Operating Disbursements		10,343	220	748	42	741	182	57	42	124	42	182	182	57	42	42	42	124	124	624	624	13,124
Net Change in Cash from Operations		(10,126)	(220)	(748)	(42)	(741)	(182)	(57)	(42)	(124)	(42)	(182)	(182)	(57)	(42)	(42)	(42)	(124)	(124)	(624)	(624)	(12,906)
Financing																						
Intercompany Receipts / (Disbursements)		(14,600)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(14,600)
Interim financing		13,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13,000
Net Change in Cash from Financing		(1,600)																				(1,600)
Effect of Foreign Exchange Translation		(72)																				(72)
Net Change in Cash		(11,798)	(220)	(748)	(42)	(741)	(182)	(57)	(42)	(124)	(42)	(182)	(182)	(57)	(42)	(42)	(42)	(124)	(124)	(624)	(624)	(14,578)
Opening Cash		15,342	3,544	3,324	2,576	2,534	1,793	1,610	1,554	1,512	1,554	1,793	1,610	1,610	1,554	1,554	1,512	1,512	1,512	1,387	1,387	15,342
Ending Cash		3,544	3,324	2,576	2,534	1,793	1,610	1,554	1,512	1,387	1,512	1,610	1,610	1,554	1,512	1,512	1,387	1,387	764	764	764	764

Appendix B

**Fifth Rosh Pinah Cash Flow Statement for the 42-week
period ending June 6, 2023**

Rosh Pinah Mine

Cash Flow Statement

For the 42-week period ending June 6, 2023

<i>(USD thousands)</i>	<i>Week Ending</i>	<i>Weeks 1-33</i>														<i>Total</i>
		<i>4-Apr-23</i>	<i>11-Apr-23</i>	<i>18-Apr-23</i>	<i>25-Apr-23</i>	<i>2-May-23</i>	<i>9-May-23</i>	<i>16-May-23</i>	<i>23-May-23</i>	<i>30-May-23</i>	<i>6-Jun-23</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	
	<i>Actual</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	
Operating Receipts																
Sales	44,080	-	-	8,346	-	-	6,110	-	8,580	-	-	-	-	-	67,115	
Other Receipts	5,443	-	-	-	-	-	1,176	-	-	-	-	-	-	-	6,620	
Total Receipts	49,523	-	-	8,346	-	-	7,286	-	8,580	-	-	-	-	-	73,735	
Operating Disbursements																
Sales Expenses	7,361	-	-	649	108	288	-	-	108	162	-	-	-	-	8,676	
Payroll and Benefits	10,737	253	-	235	1,094	-	285	-	1,094	-	285	-	-	285	13,983	
Trade Accounts Payable	21,394	17	-	-	-	3,229	-	-	-	3,226	-	-	-	-	27,866	
Utilities	4,566	-	-	-	509	97	-	-	-	606	-	-	-	-	5,778	
Insurance	210	111	-	-	-	-	-	-	-	-	-	-	-	-	321	
Tax	2,742	-	-	166	-	-	-	-	153	-	-	-	-	-	3,062	
Capital Expenditures	11,313	-	-	-	-	2,087	-	-	-	2,535	-	-	-	-	15,935	
Other Operating Disbursements	208	-	-	-	-	-	-	-	-	-	-	-	-	-	208	
Total Operating Disbursements	58,532	381	1,051	7,295	1,711	5,701	285	-	1,355	6,529	285	-	-	285	75,829	
Net Change in Cash from Operations	(9,009)	(381)	7,295	(1,711)	(5,701)	7,001	7,001	-	7,225	(6,529)	(285)	-	-	(285)	(2,094)	
Financing																
Intercompany Receipts / (Disbursements)	14,600	-	-	-	-	-	-	-	-	-	-	-	-	-	14,600	
Net Change in Cash from Financing	14,600	-	-	-	-	-	-	-	-	-	-	-	-	-	14,600	
Effect of Foreign Exchange Translation	(47)	-	-	-	-	-	-	-	-	-	-	-	-	-	(47)	
Net Change in Cash	5,544	(381)	7,295	(1,711)	(5,701)	7,001	7,001	-	7,225	(6,529)	(285)	-	-	(285)	12,459	
Opening Cash	1,588	7,132	6,751	14,046	14,046	12,335	6,635	13,636	13,636	20,861	14,332	13,636	20,861	14,332	1,588	
Ending Cash	7,132	6,751	14,046	12,335	6,635	13,636	13,636	20,861	14,332	14,332	14,047	14,047	14,047	14,047	14,047	