

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

THE HONOURABLE

)

THURSDAY, THE 16th

MR. JUSTICE PATTILLO

)

DAY OF DECEMBER, 2021

)



**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.**

ORDER

THIS MOTION made by Harte Gold Corp. (the "**Applicant**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form included in the Applicant's Motion Record was heard this day via video-conference due to the ongoing COVID-19 pandemic.

ON READING the Notice of Motion of the Applicant, the affidavits of Frazer Bouchier respectively sworn on December 6, 2021 (the "**Initial Application Affidavit**") and December 15, 2021 (the "**Comeback Affidavit**", together with the Initial Application Affidavit, the "**Bouchier Affidavits**"), the Exhibits thereto and the First Report of FTI Consulting Canada Inc., in its capacity as Monitor of the Applicant ("**FTI**" or the "**Monitor**"), filed.

ON HEARING the submissions of counsel for the Applicant, counsel for the Monitor, counsel for 1000025833 Ontario Inc. (a wholly owned subsidiary of Silver Lake Resources Limited) and counsel for the Appian Parties (as defined in the Bouchier Affidavit), counsel for Orion Resource Partners (USA) LP and such other counsel that were present, no one else appearing for any party although duly served as appears from the affidavit of service of Ben Muller dated December 10, 2021.

DEFINITIONS

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein have the meaning ascribed to them in the Initial Order of Justice Pattillo dated December 7, 2021 (the "Initial Order").

STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period is extended until and including December 21, 2021, or such later date as this Court may order.

DIP FACILITY

3. **THIS COURT ORDERS** that the Applicant is hereby authorized to borrow, in accordance with the terms and conditions of the DIP Credit Agreement, incremental interim financing under the DIP Facility of up to \$2,100,000, above and beyond the authorized borrowings set forth in the Initial Order, to, among other things, fund the Applicant's working capital requirements and other general corporate purposes of the Applicant, with such amounts being secured by the DIP Lender's Charge as set forth in the Initial Order.

4. **THIS COURT ORDERS AND DECLARES** that this Order is subject to provisional execution and that if any of the provisions of this Order in connection with the DIP Credit Agreement, the other Definitive Documents or the DIP Lender's Charge shall subsequently be stayed, modified, varied, amended, reversed or vacated in whole or in part (collectively, a "Variation") whether by subsequent order of this Court on or pending an appeal from this Order, such Variation shall not in any way impair, limit or lessen the priority, protections, rights or remedies of the DIP Lender, whether under this Order (as made prior to the Variation), under the DIP Credit Agreement or the other Definitive Documents with respect to any advances made or obligations incurred prior to the DIP Lender being given notice of the Variation, and DIP Lender shall be entitled to rely on this Order as issued (including, without limitation, the DIP Lender's Charge) for all advances so made and other obligations set out in the DIP Credit Agreement and the other Definitive Documents.

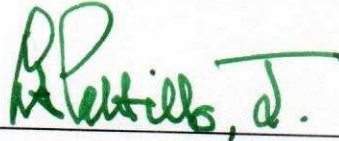
ADJOURNMENT

5. **THIS COURT DECLARES** that the hearing in respect of balance of the relief sought in the Applicant's Application Record and Motion Record, including in respect of an Amended and

Restated Initial Order and approval of a stalking horse bid and sale and investment solicitation procedures, is adjourned to December 20, 2021.

GENERAL

6. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order without any need for filing or entry

A handwritten signature in green ink, appearing to read "R. Pettibone, J.", is written above a horizontal line.

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

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

Proceeding commenced at Toronto

ORDER

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