



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL SLIP/ENDORSEMENT**

COURT FILE NO.: CV-23-00707394-00CL DATE: 5 March 2024

NO. ON LIST: 1

TITLE OF PROCEEDING: **IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF TACORA RESOURCES INC.**  
BEFORE JUSTICE: **KIMMEL**

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party, Crown:**

Name of Person Appearing	Name of Party	Contact Info
Ashley Taylor	Tacora Resources Inc.	ataylor@stikeman.com
Lee Nicholson	Tacora Resources Inc.	leenicholson@stikeman.com
RJ Reid	Tacora Resources Inc.	rreid@stikeman.com
Natasha Rambaran	Tacora Resources Inc.	nrambaran@stikeman.com

**For Defendant, Respondent, Responding Party, Defence:**

Name of Person Appearing	Name of Party	Contact Info
Joe Thorne	1128349 BC Ltd.	joethorne@stewartmckelvey.com
Karin Sachar	Ad Hoc Group of Noteholders	ksachar@osler.com
Gerry Apostolatos	Quebec North Shore & Labrador Railway Inc.	gerry.apostolatos@langlois.ca

**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info
Julia Chung	Articling Student, Fasken - Observing	Quebec Iron Ore
Jodi Porepa	Monitor, FTI Consulting	Jodi.porepa@fticonsulting.com
Caroline Descours	Cargill, Incorporated and Cargill International Trading Pte Ltd.	cdescours@goodmans.ca

Graham Phoenix	BDO Canada Limited, the Receiver	gphoenix@LN.law
Mark Hebbeln	Computershare Trust Company, N.A., as indenture trustee	mhebbeln@foley.com
Jane Dietrich	FTI Monitor for Tacora Resources Inc.	jdietrich@cassels.com

**ENDORSEMENT OF JUSTICE KIMMEL:**

1. There is an outstanding claim dispute between Tacora and 1128349 B.C. Ltd. ("MFC") involving certain pre-filing claims asserted against Tacora by MFC (the "MFC Royalty Dispute"). MFC is a holder of a certain royalty (the "Royalty") reserved and granted under the Amendment and Restatement of the Consolidation of Mining Leases - 2017 (the "Wabush Lease"). This MFC Royalty Dispute (involving both interpretation and quantification issues under the Wabush Lease) was submitted to arbitration by MFC prior to the CCAA filing, but is currently subject to the CCAA stay.
2. MFC has informed Tacora that it may oppose approval of the Subscription Agreement at the sale approval hearing scheduled for April 10 - 12, 2024 on the basis that it does not provide for payment in full of their pre-filing Royalty claim. If that issue cannot be resolved before the sale approval motion or MFC's position prevails, it could have implications for both the sale approval and the implementation of a transaction, if approved, which must close before the "Outside Date" of May 14, 2024 under the Subscription Agreement.
3. In these circumstances, while various other procedural approaches were suggested, the court has directed that this MFC Royalty Dispute be determined in the context of this CCAA proceeding by the CCAA court to ensure that the timing is aligned with the timelines already in place within the CCAA process and to ensure that the CCAA court has the benefit of all of the arguments and submissions and the ability to make any determinations deemed necessary in the context of the issues that are already before the court as part of the CCAA process.
4. This is consistent with the "single proceeding model" adopted by our courts for the resolution of debtor/creditor claims in an insolvency. See *Royal Bank of Canada v. Mundo Media Ltd.*, 2022 ONSC 2147, at paras. 19-26 citing *Re: Essar Steel Algoma Inc. et al.*, 2016 ONSC 595, 33 C.B.R. (6th) 313, among others.
5. Accordingly, the hearing of this MFC Royalty Dispute has been scheduled before me on April 16, 2024.
6. The participating parties shall agree as soon as possible upon a timetable for all pre-hearing steps so that all evidence and written submissions to be presented to the court for consideration in connection with this MFC Royalty Dispute have been served and uploaded onto CaseLines and placed in the April 16, 2024 hearing bundle by 9:00 p.m. on Sunday April 16, 2024, and filed with the court by noon on Monday April 15, 2024. If any of these materials are to be relied upon in connection with the earlier sale approval hearing the week before, then they may also be uploaded into that hearing bundle for ease of reference.



KIMMEL J.