



This is the 6<sup>th</sup> affidavit of  
Brendan Creaney in this case and was  
made on October 3, 2022

No. S-226670  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

AND

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

AND

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

PETITIONERS

**AFFIDAVIT**

I, Brendan Creaney, of 1900 – 999 West Hastings Street, Vancouver, British Columbia, AFFIRM  
THAT:

**I. INTRODUCTION**

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

2. The Applicants obtained protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to an Order issued by this Court on August 19, 2022 (the "**Initial Order**"), as amended and extended by the Amended and Restated Initial Order ("**ARIO**") granted on August 29, 2022.

3. In support of the Applicants' filing for CCAA protection, I made my Affidavit #1 on August 19, 2022 (my "**First Affidavit**"). Capitalized terms not otherwise defined in this Affidavit have the meanings ascribed to them in my First Affidavit.

4. Under the terms of the ARIO, the stay of proceedings currently expires on October 6, 2022. At this time, the Applicants seek to further preserve the status quo to allow them the breathing room to continue their restructuring efforts, to the benefit of their stakeholders. The Applicants therefore seek an order extending the stay of proceedings until October 18, 2022 (the "**Stay Extension**").

## **II. UPDATE ON APPLICANTS' RESTRUCTURING EFFORTS**

5. Since the granting of the ARIO, the Applicants, in consultation with the Monitor, have been working diligently to carry out their restructuring plans. As noted in my Affidavit #2, made September 11, 2022, in the weeks after the Applicants obtained CCAA protection, they worked to stabilize their business and address financial challenges with the assistance of the Monitor and in consultation with certain key stakeholders. These efforts included extensive consideration of their restructuring options, including the potential of a sales and investment solicitation process for the Applicants' interests in the Rosh Pinah Mine and Caribou Mine (the "**SISP**").

6. The Applicants have now taken significant steps toward implementing a restructuring of their affairs. Since the granting of the ARIO the Applicants have, with the assistance of and in consultation with the Monitor, and where appropriate in discussion with their stakeholders (including the RCF Administrative Agent and Glencore), among other things:

- (a) developed and negotiated the terms of the SISP in order to maximize value for the Applicants' interests in the Caribou Mine and the Rosh Pinah Mine;
- (b) negotiated and entered into a Sales Agent Agreement with National Bank Financial Inc. ("**NBF**") in order to engage NBF as Sales Agent with respect to the SISP;

- (c) developed a key employee retention plan to secure the continued employment of certain of the Applicants' key employees (the "KERP");
- (d) sought and obtained Orders from this Court on September 14, 2022, which, among other things, approved the SISP, Sales Agent Agreement and KERP;
- (e) considered, in consultation with the Monitor, the Applicants' cash flow needs, both with respect to the SISP and ongoing operations of their business;
- (f) worked to negotiate the terms of an interim-financing term sheet with the RCF Lenders (which negotiations remain ongoing);
- (g) commenced Phase 1 of the SISP, including by working with their advisors, particularly NBF, and the Monitor to:
  - (i) prepare confidentiality agreements for interested parties;
  - (ii) develop an electronic data room; and
  - (iii) prepare and distribute a teaser letter;
- (h) considered the impact of certain set-off rights purported to be held by the Glencore entities on the Applicants' restructuring efforts and filed an application to be heard October 11, 2022, seeking a Non-Applicant Stay Party Order with respect to Rosh Pinah Zinc Corporation (Proprietary) Limited ("RPZC") to stay the exercise of any "global" set-off rights against RPZC;
- (i) maintained operational or site integrity at each of Rosh Pinah Mine, Caribou Mine, and Perkoa Mine, including:
  - (i) continued production at the Rosh Pinah Mine, which remains operational;
  - (ii) worked to transfer the Caribou Mine into a care and maintenance program in light of the operational challenges facing the mine; and
  - (iii) continued to consider available options and next steps at the Perkoa Mine (which is not for sale in the SISP) and attend to the issues related to both the detention and trial of the Perkoa mine manager and a manager with Trevali's contractor Byrncut as well as the continuing political unrest in Burkina Faso, where Canadian and international news outlets have reported a "counter-coup" has

been launched in the past several days that has overthrown the country's former coup leader-turned-president after only nine months in power;

- (j) worked to ensure smooth transitions with respect to the resignations of certain members of Trevali's management and Board of Directors, including Ricus Grimbeek, President and Chief Executive Officer and Derek du Preez, Chief Operating Officer and members of the Board of Directors of Trevali Corp (as have been publicly disclosed in press releases, including the recent resignations of Jill Gardiner and Jeane Hull);
- (k) communicated regularly with the Applicants' stakeholders, including their respective creditors, suppliers, lenders, and employees, in particular the RCF Administrative Agent and Glencore, as well as with certain governmental agencies, in connection with the CCAA proceedings; and
- (l) engaged frequently with the Monitor with respect to all aspects of the Applicants' restructuring efforts and provided the Monitor with full cooperation and complete access to the Applicants' property, premises and books and records.

7. The stability provided by the stay of proceedings granted to the Applicants pursuant to the ARIO has been essential to the Applicants' ability to pursue and implement their restructuring efforts as described above. The Applicants now require an extension of the stay of proceedings until October 18, 2022 to preserve the status quo and allow the Applicants the breathing room required to continue these restructuring efforts and in particular to continue efforts towards seeking to maximize value for their assets.

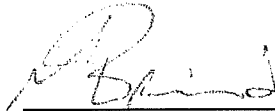
8. As noted in the Second Report of the Monitor, dated September 12, 2022, the Applicants are forecasted to require significant interim financing to fund the CCAA Proceedings and preserve the Applicants' property during the course of the SISP. Accordingly, the Applicants intend to bring an application seeking approval of interim financing in the near term. This interim financing is expected to be sufficient to allow the Applicants to continue their operations and fund these CCAA proceedings until completion of the SISP.

9. Given the SISP contemplates a Final Bid Deadline in respect of Rosh Pinah Mine of November 21, 2022 and a Final Agreement Deadline of December 9, 2022, the Stay Period will need to be further extended into December 2022. However, at this time, the Applicants seek

an Order extending the stay of proceedings only until and including October 18, 2022 and intend on seeking a further extension of the stay of proceedings at a later date – likely in connection with an application seeking approval of the required interim financing.

10. I do not believe that any creditor of the Applicants will suffer material prejudice if the Stay Extension is granted.

AFFIRMED BEFORE ME AT  
VANCOUVER, BRITISH COLUMBIA ON  
OCTOBER 3, 2022



A Commissioner for taking Affidavits for  
British Columbia

  
\_\_\_\_\_  
Brendan Creaney

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