

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

ORDER MADE AFTER APPLICATION

))
)	THE HONOURABLE)
BEFORE)	JUSTICE FITZPATRICK)
))
))

January 9, 2023

ON THE APPLICATION of the His Majesty the King in Right of the Province of New Brunswick, as represented by the Department of Natural Resources and Energy Development (“DNRED”) coming on for hearing at Vancouver, British Columbia, on the 9th day of January, 2023; AND ON HEARING Tevia Jeffries, counsel for DNRED, and those other counsel listed on Schedule “A” hereto; AND UPON READING the material filed, including the First Affidavit of Cory Neumann made January 3, 2023, the First Affidavit of Christopher Whibbs made January 3, 2023, the Fifth Report of FTI Consulting Canada Inc. (in its capacity as court-appointed monitor of the Petitioners (the “Monitor”) dated December 12, 2022, and the Seventh Report of the Monitor dated January 8, 2023; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended, the *British Columbia Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

1. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today and service thereof upon any interested party other than those parties on the Service List maintained by the Monitor is hereby dispensed with.
2. The Stay Period (as defined in the Amended and Restated Initial Order of this Court pronounced on August 29, 2022 (the "ARIO")), in respect of Trevali Mining (New Brunswick) Ltd. ("Trevali NB"), its property, business and undertakings is hereby be extended until and including January 24, 2023;
3. In exchange for a payment of \$198,000 USD (the "Rental Fee"), DNRED and its approved contractors shall rent and have the right to use certain equipment currently owned or leased by Trevali NB (the "Equipment"), on terms and conditions consistent with the terms agreed to by DNRED, the Bank of Nova Scotia as administrative agent for the RCF Lenders, ~~Glencore AG~~ and Glencore Canada Corporation, and Trevali NB, from the commencement of the rental term until and including March 15, 2023.
4. DNRED's right to use the Equipment until March 15, 2023, as set out herein shall be binding on any trustee in bankruptcy, liquidator, or receiver that may be appointed in respect of Trevali NB or its property, business or undertakings.
5. Nothing in the order shall be interpreted to detract from the powers, responsibilities and authority of DNRED or the Government of the Province of New Brunswick as regulator under applicable law, including but not limited to any applicable Environmental Legislation (as defined in the ARIO).
6. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, Burkina Faso, and Namibia to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required.

All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioner and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioner and the Monitor and their respective agents in carrying out the terms of this Order.

7. Endorsement of this Order by counsel appearing on this application other than counsel for DNRED is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT.

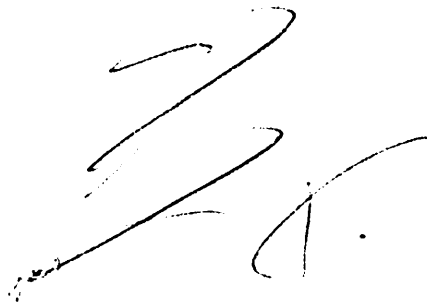
Signature of  _____

Lawyer for His Majesty the King in Right of the Province of New Brunswick, as represented by the Department of Natural Resources and Energy Development

Tevia Jeffries

By the Court

Registrar



Schedule "A"

(List of Counsel)

Tevia Jeffries (In Person) and Christopher Whibbs (MS Teams)	His Majesty the King in Right of the Province of New Brunswick, as represented by the Department of Natural Resources and Energy Development
Peter Rubin and Claire Hildebrand	Trevali Mining Corporation and Trevali Mining (New Brunswick) Ltd.
Valerie Cross and Eamonn Watson	Monitor, FTI Consulting Canada Inc.
H. Lance Williams and Ashley Bowron	Glencore International AG, Glencore AG and Glencore Canada Corporation
Kibben Jackson and Rebecca Barclay Nguinambaye	The Bank of Nova Scotia, as Administrative Agent
Mary Buttery, KC	Directors of Trevali Mining Corporation
Jared Enns	XL Specialty Insurance Corp.
Dawid Cieloszczyk	United Steel Workers, Local 1-306
Sage Nematollahi (MS Teams)	Ad Hoc Committee of Shareholders