This is the 1st affidavit of
B. Smyly in this case and was
made on November 30, 2011

No. S113459
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
and THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9

- AND -

IN THE MATTER OF
BUL RIVER MINERAL CORPORATION, BIG BEAR METAL MINING CORPORATION,
EARTH'S VITAL EXTRACTORS LIMITED, FORT STEELE MINERAL CORPORATION,
FORT STEELE METALS CORPORATION,
FUSED HEAT LTD., GALLOWAI METAL MINING CORPORATION,
GIANT STEEPLES MINERAL CORPORATION, GRAND MINERAL CORPORATION,
INTERNATIONAL FELDSPAR LTD., JAO MINE DEVELOPERS LTD.,
KUTTENI DIAMONDS LTD., STANFIELD MINING GROUP OF CANADA LTD.,
SULLIBIN MINERAL CORPORATION, SULLIBIN MULTI METAL CORPORATION,
SUPER FELDSPARS CORPORATION, WHITE CAT METAL MINING CORPORATION,
ZEUS METAL MINING CORPORATION,
ZEUS METALS CORPORATIONS and ZEUS MINERAL CORPORATION

PETITIONERS

**AFFIDAVIT**

I, **BARBARA J. DOLAN SMYLY**, author, of 23049 Geneva Rd, Land O Lakes, Florida, SWEAR THAT:

1. I am a shareholder in Zeus Mineral Corporation ("Zeus") and 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. In 1982, I was given a gift from my boyfriend, Glenn Smyly, of 250 shares in Zeus.

3. In the years following, I bought out dissatisfied shareholders Susan Erickson (500 shares), Dom & Gloria Chirichillo (300 shares) and Scott & Elizabeth Buttfield (100 shares) bringing my total balance of shares owed to 1,150 class B non-voting shares in Zeus.

4. I helped Glenn Smyly with the record keeping of the shareholders in the Shareholder Log and would forward updates from Mr. Stanfield to the group of shareholders. To the best of my knowledge, the share totals as indicated in the Shareholder Log were accurate and up to date when submitted to the Stanfield Mining Corporation starting in 1984, 1989, 1998, 2003, 2008 and 2011.

5. To the best of my knowledge, the share totals of all investors indicated in the Shareholder Log are accurate as of November 30, 2011.

6. In the spring of 1984, Glenn Smyly and I called Ross Stanfield to inform him that several shareholders were planning a lawsuit against the Stanfield Mining Group if shares were not immediately issued. Mr. Stanfield informed us we could not have this conversation over the phone and invited us to the mine to discuss the shareholders' concerns.

7. Glenn Smyly and I spent two nights with Mr. Stanfield at the mine site. We had a three hour meeting in Mr. Stanfield's conference room.

8. During this meeting in 1984, Glenn handed Mr. Stanfield the Shareholder Log that showed the share totals of all shareholders who purchased through Glenn. The Shareholder Log also included Glenn's share totals that included the one share given to Glenn by Mr.

Stanfield for every share Glenn sold. Mr. Stanfield read the Shareholder Log in front of us and approved of its contents.

9. During this meeting in 1984, the share agreement was discussed between Glenn, Mr. Stanfield and myself. Mr. Stanfield said he would continue to honour the one share given to Glenn for every share sold agreement up to the current date. Mr. Stanfield said that since no new shares would be sold for Zeus, Glenn would not be given any more shares by virtue of this agreement.

10. During this meeting in 1984, Mr. Stanfield, Glenn and I discussed the threats by our shareholders to commence a lawsuit against the Stanfield Mining Group. Mr. Stanfield asked Glenn and I to buy out any disgruntled investors. Mr. Stanfield said he was 90 days from going into production as he was only waiting for a mining permit to be approved. Mr. Stanfield said the appropriate price to buy out would be $20 per share. Ross stressed the importance for Glenn and I to do whatever we could to prevent our shareholders from commencing a lawsuit. Mr. Stanfield said if Glenn and I could not afford to buy out any shareholder, and could not find anyone within our group to buy out that shareholder, to contact him immediately and he would buy that shareholder out.

11. In the spring of 1989, Mr. Stanfield called Glenn and asked him to contact all his investors to confirm the number of shares they own as the issuing of stock certificates was "90 days away".

12. In 1992, Mr. Stanfield began delivering shareholder documents to Glenn to be forwarded to all shareholders in the Shareholder Log.

13. In 1997, Glenn went back to the mine with a few disgruntled investors to meet with Mr. Stanfield. Glenn brought with him an updated version of the Shareholder Log.

14. In the summer of 1999, Mr. Stanfield sent a letter to Glenn to be forwarded to all shareholders in the Shareholder Log regarding the upcoming issuance of share certificates.

15. In 2002, Mr. Stanfield sent a letter to Glenn to be forwarded to all shareholders in the Shareholder Log asking them to please send to him a confirmation of their name, address, number of shares held, whom they bought shares through, and the price paid for their shares. He once again stated that share certificates were to be issued soon. Glenn and I forwarded the letter to all shareholders that could be found. I complied with this letter for myself with an update of shares I bought out as well as my original 250 shares, for a total of 1,150 shares.

16. In 2003, Glenn went back to visit the mine with his brother, Carl Smyly. Glenn brought with him an updated version of the Shareholder Log.

17. As a shareholder listed in the Shareholder Log, in 2009 I received a letter from Brian Hill, Securities Manager for the Stanfield Mining Group, requesting confirmation of my shareholdings in Zeus. I confirmed my total of 1,150 shares in Zeus. I also helped Glenn answer questions Mr. Hill had for him regarding some particular investors.

18. In April 2011, Glenn went to a shareholders meeting in Edmonton, Alberta. He brought with him an updated version of the Shareholder Log and an electronic copy.

19. In October 2011, I delivered a Notice of Dispute and Proof of Claim to the lawyers for the Stanfield Mining Group and the Monitor. On November 14, 2011, I received a Notice of Disallowance via e-mail.

20. I was involved with the record keeping of the share totals in the Shareholder Log for nearly 30 years. To the best of my knowledge, the share totals of all shareholders listed in the Shareholder Log attached to Glenn Smyly's Affidavit as **Exhibit "A"** are accurate.

Barbara Smyly

STATE OF FLORIDA
COUNTY OF Pasco

Sworn to (or affirmed) and subscribed before me this 30th day of Nov., 2011, by Barbara Ann Smyly who is personally known or who produced a drivers license as identification.

Linda J Smith
Notary Public Signature

LINDA J. SMITH
Notary Public Printed Name

My Commission Expires: 3 - 5 - 2015

LINDA J. SMITH
Notary Public - State of Florida
My Comm. Expires Mar 5, 2015
Commission # EE 70359
Bonded Through National Notary Assn.