

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF ABITIBI

No: 615-11-001311-127

DATE: October 15, 2015

By: **THE HONOURABLE ROBERT DUFRESNE, J.S.C.**

IN THE MATTER OF THE RECEIVERSHIP OF :

CENTURY MINING CORPORATION,
Debtor

and

DELOITTE RESTRUCTURING INC., formerly known as **SAMSON BÉLAIR / DELOITTE & TOUCHE INC.,**

Receiver/Petitioner

and

COMPUTERSHARE TRUST COMPANY OF CANADA,
Collateral Agent

and

DEUTSCHE BANK AG, LONDON BRANCH,
Principal Secured Creditor

JUDGMENT

[1] **ON READING** the Receiver / Petitioner *Deloitte Restructuring Inc.* (the "Receiver") *Motion for Directions With Respect To The Disposition of Certain Assets* (the "**Motion**"), the affidavit and the exhibits in support thereof;

[2] **SEEING** the service of the Motion;

[3] **SEEING** the submissions of the attorneys;

[4] **WHEREFORE THE COURT:**

[5] **GRANTS** the Motion;

SERVICE

[6] **ORDERS** that any prior delay for the presentation of this Motion is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof;

[7] **PERMITS** service of this Order at any time and place and by any means whatsoever;

[8] **AUTHORIZES** and **DIRECTS** the Receiver to sell, liquidate and dispose of the block of 8,333,334 shares of *Integra Gold Corp.* ("**Integra**") held by the Receiver as of the date hereof in connection with the transaction provided for in the *Asset Purchase Agreement* entered into between the Receiver, Integra and *Integra Gold (Quebec) Inc.* dated August 25, 2014, which was approved by this Court on September 3, 2004 and which closed on October 7, 2014 (the "**Integra Transaction**"), as and when the Receiver deems appropriate despite the terms of the agreement entitled *Lock-Up Agreement* dated October 7, 2014 between Integra and the Receiver (the "**Lock-Up Agreement**"), the whole with the consent of Integra (the "**Disposition**");

[9] **AUTHORIZES** the Receiver to perform all acts, sign all documents and take any necessary action to execute any document, contract, agreement, transaction, deed and any other ancillary document which would be required or useful to give full and complete effect thereto;

[10] **ORDERS** and **DECLARES** that this Order shall constitute the only authorization required by the Receiver to proceed with the Disposition;

[11] **ORDERS** that notwithstanding:

(a) the present receivership proceedings, and any order pursuant to such proceedings;

(b) the provisions of any federal or provincial legislation;

the Disposition to occur in accordance with this Order is to be binding on any trustee in bankruptcy that may be appointed, and shall not be void or voidable nor deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall they give rise to an oppression or any other remedy;

LIMITATION OF LIABILITY

[12] **DECLARES** that no action lies against the Receiver by reason of this Order or the performance of any act authorized by this Order, except by leave of the Court. The entities related to the Receiver or belonging to the same group as the Receiver shall benefit from the protection arising under the present paragraph;

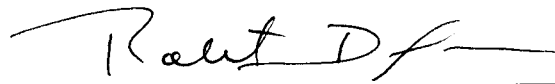
GENERAL

[13] **DECLARES** that **Exhibit R-1** and **Exhibit R-4** be kept confidential and under seal in the Court record herein until further order of this Court;

[14] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada;

[15] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever;

[16] THE WHOLE WITHOUT COSTS.



ROBERT DUFRESNE, J.S.C.

Me Guillaume-Pierre Michaud
Fasken, Martineau, Dumoulin
Attorneys for Petitioner [...] Deloitte Restructuring inc.

Me Guy Martel
Stikeman Elliott
Attorneys for Principal Secured Creditor Deutsche Bank AG, London Branch.

Me Julie Mousseau
Department of Justice Canada

Date of hearing: October 15, 2015