

C A N A D A  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL  
COURT No.: 500-11-061206-229  
ESTATE No.: 41-2845802

SUPERIOR COURT  
Commercial Division

**IN THE MATTER OF THE BANKRUPTCY OF:**

**9468-4792 QUEBEC INC.**, a duly incorporated company having its principal place of business at 1606-1080 Côte du Beaver Hall, in the city and district of Montreal, province of Quebec, H2Z 1S8.

Bankrupt

– and –

**DELOITTE RESTRUCTURING INC.**

(Benoit Clouâtre, CPA, CA, CIRP, LIT, designated responsible person) a duly incorporated company having a place of business at 500-1190 Ave des Canadiens-de-Montréal, in the city and district of Montreal, province of Quebec, H3B 0M7.

Trustee

**TRUSTEE'S PRELIMINARY REPORT TO CREDITORS**

1. The *Bankruptcy and Insolvency Act*, a federal act in Canada (the "**Act**"), provides for a first meeting of creditors to discuss the creditors' collective interest in the administration of the Bankrupt's estate.

**BACKGROUND**

2. BlackRock Metals Inc. ("**BlackRock Metals**"), BlackRock Mining Inc. ("**BlackRock Mining**"), BlackRock Metals LP ("**BRM LP**") and BRM Metals GP Inc. ("**BRM GP**") (collectively known as "**BRM**") was a privately owned Canadian company developing a fully integrated, environmentally enhanced, metals and materials manufacturing business from its wholly owned vanadium and titanium bearing magnetite deposit in Chibougamau, located approximately 700 km north of Montreal, and with a metallurgical plant being an integral part of the project that would be strategically located at the Port of Saguenay.
3. On December 23, 2021, BRM, filed for court protection under the *Companies' Creditors Arrangement Act* ("**CCAA**"). Deloitte Restructuring Inc. was appointed Monitor under the CCAA (in such capacity, the "**Monitor**").
4. Capitalized terms not otherwise defined in this report are as defined in the previous reports of the Monitor, the application under the CCAA or the Approval and Vesting Order.

5. As described in the Monitor's Fifth Report in the CCAA proceedings, BRM sought and obtained an Approval and Vesting Order in view of transferring its ownership to Investissement Quebec and OMF Fund II H Ltd. as purchasers (collectively, the "**Purchaser**"), which would pursue the operations of BRM.
6. On June 2, 2022, as per the Approval and Vesting Order and the related Purchase Agreement and following the reception of confirmations from the Applicants and the Purchaser, the Monitor issued the Monitor's Certificate confirming that the Closing had occurred.
7. 9468-4792 Quebec Inc. was created as part of the steps pertaining to the Closing of the Transactions authorized by the court in the proceedings under the CCAA initiated by BRM. The Transactions Steps notably provided for the vesting of Excluded Assets (which for greater certainty does not include their cash on hand or other financial assets, other than an amount of \$37,500 in cash to be transferred by BlackRock Metals) to 9468-4792 Quebec Inc.
8. In accordance with the Transaction Steps, 9468-4800 Quebec Inc. (, a newly created corporation under the Quebec Business Corporations Act ("**QBCA**"), assumed the Excluded Obligations of BRM (which for greater certainty did not include any liabilities owing to the Purchaser) and subscribed for one common share of 9468-4792 Quebec Inc. for \$100, which will not be immediately paid.
9. Pursuant to the Amended and Restated Initial Order, the Monitor was empowered and authorized to assign 9468-4792 Quebec Inc. and 9468-4800 Quebec Inc. into bankruptcy as deemed appropriate in the circumstances by the Applicants and the Monitor.
10. On July 8, 2022, the Monitor assigned both 9468-4792 Quebec Inc. and 9468-4800 Quebec Inc. into bankruptcy.

**TRUSTEE'S PRELIMINARY EVALUATION OF ASSETS AND LIABILITIES**

11. Below is a summary of the Statement of Affairs as of July 8, 2022, of 9468-4792 Quebec Inc. It includes the Statement of Financial Position as of July 8, 2022, the estimated net realization value of the assets of 9468-4792 Quebec Inc., as well as the estimated deficit following the distribution of the estimated proceeds from the liquidation of the assets to the creditors:

<b>9468-4792 Quebec Inc.</b>		
<b>Statement of Affairs</b>		
<b>As at July 8, 2022 (unaudited)</b>	<b>Book Value</b>	<b>Estimate of net</b>
<i>(expressed in Canadian dollars)</i>	<i>(Note 1)</i>	<b>realization value</b>
<b>Assets</b>		
Cash	37 500	37 500
Excluded Assets	<u>1</u>	<u>1</u>
	<b><u>37 501</u></b>	<b><u>37 501</u></b>
<b>Liabilities</b>		
Unsecured creditors		<u>1</u>
		<b><u>1</u></b>
<b>Deficit (before professional fees)</b>		<b><u>37 500</u></b>
<i>Note 1</i>		
<i>Excluded Assets are mainly composed of contracts excluded from the transaction.</i>		
<i>Unsecured creditors include contingent claims related to the Excluded Assets</i>		
<i>Note 2</i>		
<i>Creditors will have to prove their claims and only those claims that are proven will constitute valid claims and will receive a distribution if funds are available.</i>		
<i>Note 3</i>		
<i>The information above has been updated with the most up-to-date information available to the Trustee.</i>		

### **CONSERVATORY AND PROTECTIVE MEASURES**

12. The Trustee implemented the following conservatory and protective measures:

- Opening of a trust bank account at the National Bank of Canada;
- Freezing of 9468-4792 Quebec Inc.'s bank account;
- Sending of notices to the creditors informing them about the bankruptcy and the first meeting of creditors; and,
- Publication of a notice to creditors in *La Presse+* and *The Globe and Mail* newspapers.

### **INFORMATION RELATING TO PROVABLE CLAIMS**

13. As of the time of the preparation of this report, considering no of proof of claim has been received to date, the Trustee is not able to determine if there will be a significant difference between the amount of claims declared by the Bankrupt and the amount of claims proven by the various creditors.

### **LEGAL PROCEEDINGS, TRANSFER AT UNDERVALUE, AND PREFERENCE PAYMENTS**

14. The Trustee has not initiated any legal proceedings and has not identified any transfer at undervalue or preference payments to date.

### **PROJECTED DISTRIBUTION AND TRUSTEE'S COMMENTS ON ANTICIPATED ASSET REALIZATION**

15. The Trustee estimates that there will not be any proceeds available for distribution to unsecured creditors as there are essentially no assets available for the unsecured creditors in the Bankrupt's estate.

### **OTHER MATTERS**

16. None.

DATED AT MONTREAL, Quebec, this 22 day of July 2022.

#### **DELOITTE RESTRUCTURING INC.**

In its capacity as Trustee of the Estate of 9468-4792 Quebec Inc. and not in its personal capacity.



Benoit Clouâtre, CPA, CA, CIRP, LIT  
Vice-President