

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF ABITIBI

No: 615-11-001311-127

"Commercial Division"

SUPERIOR COURT

**IN THE MATTER OF THE RECEIVERSHIP
OF:**

CENTURY MINING CORPORATION,

Debtor

-and-

**SAMSON BÉLAIR / DELOITTE & TOUCHE
INC.,**

Receiver/Petitioner

-and-

**COMPUTERSHARE TRUST COMPANY OF
CANADA,**

Collateral Agent

-and-

DEUTSCHE BANK AG, LONDON BRANCH.,

Principal Secured Creditor

-and-

TERRAX MINERALS INC., a corporation duly
constituted having its principal place of business at
2300-1066 West Hastings Street, in the city of
Vancouver, province of British Columbia, V6E
3X2;

-and-

MARGARET M. KENT, residing in 9086 Pintail
Loop, Blaine, Washington State, United States of
America, 98230

Mises en cause

MOTION TO AUTHORIZE THE SALE OF PART OF THE DEBTOR'S ASSETS

(Section 249 of the Bankruptcy and Insolvency Act,
R.S.C. (1985) c. B-3 (hereinafter the "*BIA*"))

TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR THE DISTRICT OF ABITIBI, THE PETITIONER RESPECTFULLY SUBMITS AS FOLLOWS:

A. PURPOSE OF THE MOTION

1. Pursuant to the present Motion, for the reasons set forth hereinafter, *Samson Bélair / Deloitte & Touche Inc.*, in its capacity of Court appointed receiver, requests that this Honourable Court authorizes it to accept an offer to acquire part of the Debtor's assets and declare that the transfer of such assets resulting therefrom be made in favour of the Mise en cause *TerraX Minerals Inc.* ("**TerraX**") free and clear of any hypothec, charge, lien or encumbrance of any nature whatsoever, the whole in accordance with the conclusions hereof;

B. THE PARTIES

2. The Debtor *Century Mining Corporation* (hereinafter "**CMC**") is a corporation continued under the *Canada Business Corporations Act*, RSC 1985, c. C-44 and which was operating as a gold producer, with its principal mining operations in Val d'Or, Québec (the "**Lamaque Mine**") and an indirect majority equity interest in mining operations situated in San Juan, Arequipa, Peru (the "**San Juan Mine**"), as appears from the Court record herein;
3. In addition to the Lamaque Mine and the San Juan Mine, CMC also owns various mining interests in some provinces and territories in Canada, including notably those various mining claims or leases located in the Northwest Territories and set forth in the schedule filed herewith as **EXHIBIT P-1** (the "**Northbelt Property**");
4. The Mise-en-cause *Deutsche Bank AG* ("**DB**") is a corporation duly constituted acting through its London, U.K. Branch, and is the principal secured creditor of CMC and maintains, through *Computershare Trust Company of Canada* ("**Computershare**"), in its capacity as collateral agent for DB, a security over CMC's property, the whole as appears from the Court record herein;
5. The Petitioner *Samson Bélair / Deloitte & Touche Inc.* was appointed receiver to all of the assets, properties and undertakings of CMC (the "**Receiver**") pursuant to an order from the Superior Court of Québec rendered on May 29, 2012 (the "**Receivership Order**");
6. The Receivership Order was rendered by this Honourable Court at the request of DB, through Computershare, as it appears from the Court record herein. As of May 25, 2012, CMC was indebted towards DB in a total amount of **US\$66,805,018.00** (the "**Indebtedness**");
7. The Mise en cause TerraX submitted an offer to acquire the Northbelt Property, for which the Receiver is seeking with the present Motion leave to accept, as well as the terms and conditions under which a transaction pursuant to said offer is to occur, as more fully detailed hereinafter;

8. The Mise-en-cause Margaret M. Kent ("*Margaret Kent*") is a person which was claiming an interest in those mining leases that are part of the Northbelt Property, as registered notably by a *Notice to Third Parties* dated October 11, 2008 to the *Mining Recorder of the Northwest Territories* (the "*Mining Recorder*"), as appears from a copy of said notice filed herewith as **EXHIBIT P-2** (the "*Kent Encumbrance*");

C. THE PROCEEDINGS AND THE RECEIVERSHIP

9. Since the issuance of the Receivership Order on May 29, 2012, the Receiver has taken multiple measures in order to achieve the orderly sale of CMC's assets, as well as conservatory measures with respect to said assets and other measures to settle CMC's obligations as needed during its mandate, the whole as more fully appears from a copy of the Receiver's report filed herewith under seal as **EXHIBIT P-3**;
10. With respect to the sale of CMC's assets, the Receiver has taken the following measures:
- a) Setting up of a sale process for the Lamaque Mine during Summer 2012, which is still ongoing;
 - b) Setting up of a sale process for the San Juan Mine during Summer 2012, which is still ongoing;
 - c) Solicitation efforts with respect to other various mining interests, such as mining claims and leases, in jurisdictions in Canada and United States of America where such interests are located, including with respect to the Northbelt Property;

the whole as more fully appears from the Receiver's report (**Exhibit P-3**) and as will be more detailed hereinafter with respect to the Northbelt Property;

11. In that context, the Receiver obtained from this Honourable Court three modifications of the Receivership Order, on July 13, 2012, on September 27, 2012 and on December 19, 2012 in order to obtain and/or extend the borrowing facilities and the priority charges required for the exercise of its mandate pursuant to the Receivership Order, the whole as appears from the Court record herein and from the Receiver's report (**Exhibit P-3**);

D. THE SOLICITATION PROCESS WITH RESPECT TO THE NORTHBELT PROPERTY

12. Pursuant to the Receivership Order, the Receiver was granted with the power to solicit and entertain offers on CMC's various assets, including the Northbelt Property, as well all powers incidental to such sale process:

"[10] ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

(a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property, wherever located, using any and all legal means it has to constrain the remittance of the Property;

[...]

(j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;

(k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business, with the prior approval of this Court in respect of any transaction;

[...]

(m) to register a copy of the pursuant order and any other orders in respect of the Property against title to any of the Property;

13. Since the month of July 2012, the Receiver took the following steps in order to solicit offers and interest for the Northbelt Property:

- a) Initiation of a call for tenders with respect to the Lamaque Mine, which included the various exploration properties, including the Northbelt Property. The Receiver prepared a confidential information memorandum (the "*CIM*"), which included, in addition to a detailed description of the Lamaque Mine, a description of the exploration properties also for sale, a copy of said CIM being filed herewith under seal as **EXHIBIT P-4**;
- b) The CIM was sent by the Receiver to the list of potential investors and buyers (the "*Call for Tenders*"). The initial bid deadline was September 6th, 2012 which was then extended up to September 28, 2012 (the "*Extended Bid Deadline*");
- c) The Receiver identified more than 210 potential purchasers, who received via e-mail a copy of the CIM. However, through this initial sale process, the Receiver did not receive any offers for any of the exploration properties before the Extended Bid Deadline;

the whole as appears from the Receiver's report (**Exhibit P-3**);

14. Following the Call for Tenders and after the Extended Bid Deadline, the Receiver received the following expressions of interest for the Northbelt Property:

- a) A formal offer from a first offerer submitted on November 2, 2012, as appears from said a copy of said offer filed herewith under seal as **EXHIBIT P-5**.
- b) A formal offer from a second offerer submitted on December 10, 2012, which was subsequently amended on the same date, the whole as appears from a copy of said offer and amended offer filed herewith *en liasse* and under seal as **EXHIBIT P-6**;

15. Given that both offers submitted by the first offerer and the second offerer were received after the Extended Bid Deadline, and in order to maximise the value of the Northbelt Property, the Receiver undertook, with the agreement of DB, to request from the offerers to submit their best binding offers to the Receiver on or before December 19, 2012 at 5:00 PM (the "*Second Call for Tender*"), as appears from copies of the letters sent by the

Receiver dated December 17, 2012, filed herewith *en liasse* and under seal as EXHIBIT P-7;

16. In accordance with the Second Call for Tenders, the Receiver received a final offer dated December 17, 2012 from TerraX (the "**TerraX Offer**") as well as a final offer from the other offerer under the Call for Tender (the "**Second Final Offer**"), the whole as appears from a copy of such offers respectively filed herewith under seal as EXHIBITS P-8 to P-9;
17. In support of both the TerraX Offer and the Second Final Offer, both offers were accompanied by a deposit representing 10% of their respective cash consideration;
18. Essentially, pursuant to the TerraX Offer, TerraX was offering to acquire the Northbelt Property for a cash consideration (hereinafter the "**Purchase Price**"), as more fully appears from **Exhibit P-8 (under seal)**;
19. Pursuant to the Receivership Order and in addition to the powers to solicit offers for the sale of CMC's assets, the Receiver was granted with the power to seek a purchaser and agree to conditions it deems reasonable in the circumstances with respect to said sale of CMC's assets, the whole in order to petition this Honourable Court for authorization to sell the assets outside the ordinary course of business of CMC:

[11] ORDERS the Receiver to petition the Court for authorization to sell all or any part of the Debtor's Property outside the ordinary course of business, upon finding a purchaser and pursuant to conditions it deems reasonable in the circumstances;"

20. After consulting with DB, the Receiver came to the conclusion that the TerraX Offer was the better offer and represented the best possible offer under the circumstances for the Northbelt Property.
21. Accordingly, the Receiver rejected the Second Final Offer and reimbursed the related deposit, and proceeded to accept TerraX Offer;

E. TERRAX'S DUE DILIGENCE ON THE NORTHBELT PROPERTY, AND THE KENT ENCUMBRANCE

22. On January 21, 2013, TerraX declared itself satisfied of its due diligence with the exception of a particular encumbrance registered against the Northbelt Property by the Mise en cause Mrs. Margaret Kent (i.e. the Kent Encumbrance);
23. The Kent Encumbrance was relating to a claim of Margaret Kent pursuant to a *Loan Agreement and Convertible Debenture* dated September 17, 2008, and was registered as follows in the Northwest Territories:
 - a) on the *Mining Recorder of the Northwest Territories* by way of filing of a *Notice to Third Parties* dated October 11, 2008 and executed by Margaret Kent (the "**2008 Mining Recorder Registration**"), (see **Exhibit P-2**);
 - b) on the *Personal Property Security* registry, under the *registration number #644930* (the "**2008 PPRS Registration**"), filed herewith as **EXHIBIT P-10**;

24. On December 23, 2011, having received all the sums owed with respect to the claim for which the Kent Encumbrance was registered, Margaret Kent executed the following documents in order to provide a release and discharge with respect to the Kent Encumbrance, and more particularly the 2008 Mining Recorder Registration and the 2008 PPRS Registration:
- a) a written authorization to prepare, execute and register a full discharge of the 2008 PPRS Registration (the "**PPRS Discharge Authorization**"), filed herewith as **EXHIBIT P-11**;
 - b) a *Discharge of Third Party Notice* in order to discharge the 2008 Mining Recorder Registration (the "**Mining Recorder Discharge Notice**"), filed herewith as **EXHIBIT P-12**;
25. Following the registration of the PPRS Discharge Authorization and the Mining Recorder Discharge Notice, the registration on the *Personal Property Security* registry was discharged accordingly, as appears from a statement to that effect from said registry (see **EXHIBIT P-10**);
26. However, the Mining Recorder Discharge Notice was returned by the *Mining Recorder* as, by reason of a technicality, it was not in compliance with the Mining Recorder requirements, with the result that the Kent Encumbrance was still registered on the *Mining Recorder* at the time of the completion of TerraX's due diligence on the Northbelt Property;
27. In these circumstances, the Receiver and TerraX agreed on February 11, 2013 to the terms and conditions under which a transaction of the purchase and sale of the Northbelt Property would have to occur, subject to the authorization of this Honourable Court (collectively the "**TerraX Transaction**"), as appears from a copy of an *Asset Purchase Agreement* between the Receiver and TerraX dated February 11, 2013 (the "**Asset Purchase Agreement**") filed herewith under seal as **EXHIBIT P-13**;
28. The TerraX Transaction is conditional, *inter alia*, upon the issuance of an order by this Honourable Court approving the TerraX Transaction pursuant thereto and vesting the Northbelt Property in favour of TerraX, free and clear of any hypothec, charges, lien or encumbrance of any kind whatsoever (the "**Condition**"), the whole as appears from Article 6 of the Asset Purchase Agreement (**Exhibit P-13**);
29. In order to complete the registration of the discharge of the Kent Encumbrance, Margaret Kent executed on February 4, 2013 a new *Discharge to Third Party Notice*, which is currently in the process of being registered with the *Mining Recorder* by the Receiver's attorneys, as appears from a copy of said notice filed herewith as **EXHIBIT P-14**;

F. CONCLUSIONS SOUGHT

30. The Receiver respectfully submits to this Honourable Court that the TerraX Transaction is the best offer under the circumstances, notably given the serious efforts of the Receiver and the extensive search for a potential purchaser for the Northbelt Property resulting from the Call for Tenders and Second Call for Tenders, the whole as more fully appears from a copy of the Receiver's report (**Exhibit P-3**);

31. DB, as the principal secured creditor of CMC, agrees with the conclusions set forth pursuant to the present Motion;
32. Considering that Margaret Kent has agreed to discharge the Kent Encumbrance as appears from **Exhibits P-11, P-12 and P-14**, the Receiver respectfully submits to this Honourable Court that Margaret Kent has no interest in the Northbelt Property. That being said, the Receiver, as a courtesy matter, informed Margaret Kent of the present Motion as appears from a copy of an email sent by the Receiver and filed herewith as **EXHIBIT P-15**;
33. In light of the foregoing, the Receiver respectfully submits to this Honourable Court that the TerraX Transaction should be authorized in accordance with the conclusions set forth herein;
34. The present Motion is well founded both in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THIS COURT TO:

GENERAL

- [A] **GRANT** the present Motion to authorize the sale of part of the Debtor *Century Mining Corporation's* ("**CMC**") assets (hereinafter the "**Motion**");
- [B] **REDUCE** the delays for the service and presentation of the present Motion;
- [C] **DECLARE** valid and sufficient the notices given for the presentation of the present Motion;

THE SALE OF PART OF CMC's ASSETS

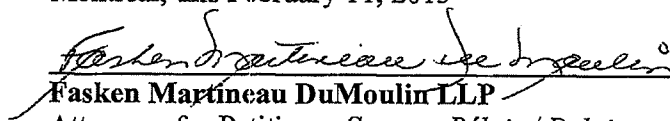
- [D] **AUTHORIZE** *Samson Bélair / Deloitte & Touche Inc.*, acting in its capacity of Court appointed receiver (the "**Receiver**"), to accept the offer submitted by *TerraX Minerals Inc.* ("**TerraX**") on December 17, 2012, a copy of which is filed **under seal** in support of the present Motion as **EXHIBIT P-8** (hereinafter the "**TerraX Offer**");
- [E] **AUTHORIZE** the Receiver to enter into the transaction pursuant to the TerraX Offer substantially in accordance with the terms and conditions set out in the *Asset Purchase Agreement* between the Receiver and TerraX dated February 11, 2013 (the "**Asset Purchase Agreement**"), a copy of which is filed in support of the present Motion as **EXHIBIT P-13**;
- [F] **AUTHORIZE** the Receiver, acting as agent for the Debtor, to sell the assets listed in Schedule A to the Asset Purchase Agreement (**Exhibit P-13**) (the "**Northbelt Property**") to TerraX or any assignee thereof pursuant to the terms of the Asset Purchase Agreement and to take any and all actions in order to proceed with such sale and, notwithstanding the generality of the foregoing to execute any and all documents necessary or simply useful in order to facilitate the execution of the sale based on the Asset Purchase Agreement in its actual form or any other subsequent form (hereinafter the "**TerraX Transaction**");

- [G] **DECLARE** that upon the filing with this Honourable Court of a certificate by the Receiver stating that the Transaction is completed (hereinafter the "*Certificate of the Receiver*"), any and all of the CMC's properties or assets part of the Northbelt Property purchased pursuant to the TerraX Transaction shall be and are hereby vested in the Mise en cause TerraX or any assignee thereof, absolutely and forever free and clear of and from any and all encumbrances, liens, claims, rights, title, interests, security interests, charges, pledges, mortgages, hypothecations, hypothecs, judgments, executions, writs of seizure and sale, options, adverse claims, levies, charges, priorities, remedies from facts which exist as of the date of the present judgment whether known or unknown, or any other rights, rights of use, disputes and debts of all persons or entities of any kind whatsoever and howsoever arising, whether contractual, statutory, by operation of law or otherwise, whether perfected, attached, registered or filed, whether secured, unsecured or otherwise and whether created by or pursuant to the orders made in these proceedings, it being understood for purpose of clarity and without limiting the generality of the foregoing that the Northbelt Property is hereby vested in the Mise en cause TerraX free and clear of and from that encumbrance registered by Margaret M. Kent on the *Mining Recorder of the Northwest Territories* pursuant to a *Notice to Third Parties* executed by Margaret M. Kent on October 11, 2008 (the "*Kent Encumbrance*", **Exhibit P-2**);
- [H] **ORDER** that the sale proceeds resulting from the Transaction shall be entrusted with the Receiver and **AUTHORIZE** the Receiver to distribute any and all sale proceeds resulting from the TerraX Transaction amongst CMC's creditors, in accordance with their ranks;

MISCELLANEOUS

- [I] **ORDER** that **EXHIBITS P-3, P-5 to P-9 and P-13** (the "*Confidential Exhibits*") be placed and kept under seal in the Court record herein and **ORDER** that such Confidential Exhibits may not be disclosed, published or disseminated, directly or indirectly, to any person other than a judge of the Superior Court;
- [J] **ORDER** the provisional execution of the present order notwithstanding appeal;
- [K] **THE WHOLE** without costs, save in case of contestation.

Montréal, this February 11, 2013


Fasken Martineau DuMoulin LLP
Attorneys for Petitioner *Samson Bélair / Deloitte & Touche Inc.*

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3X2;

-and-

MARGARET M. KENT, residing in 9086 Pintail
Loop, Blaine, Washington State, United States of
America, 98230

Mises en cause

AFFIDAVIT

I, Martin Franco, Associate Partner at Samson Bélair/Deloitte & Touche LLP, practicing my profession at 1 Place Ville Marie, Suite 3000, City of Montréal, Province of Québec, H3B 4T9, do solemnly affirm:

1. I am a duly authorized representative of Receiver/Petitioner;
2. I have personal knowledge of all the facts alleged in the attached Motion;
3. All the facts mentioned in the attached Motion are true.

I HAVE SIGNED IN Montreal
This 11th day of February 2013



Martin Franco

SOLEMNLY AFFIRMED BEFORE ME
IN Montreal, THIS 11th DAY OF FEBRUARY 2013



Commissioner for Oaths



NOTICE OF PRESENTATION

**TO: Me Guy Martel
Me Danny Duy Vu
Stikeman Elliott, s.e.n.c.r.l.**
1155, René-Lévesque Blvd West, Suite 4000
Montréal, QC H3B 3V2

Attorneys for Deutsche Bank AG, London Branch

TO: Me Terrence Mathieu
Norton Rose Canada LLP
Complexe Jules-Dallaire / Tour Norton Rose
2828 Laurier Blvd, Suite 1500
Québec QC G1V 0B9

Attorneys for Century Mining Corporation

**TO: Kevin Sorochan
Miller Thomson LLP**
1000-840 Howe Stret
Vancouver, British Columbia, V6Z 2M1

Attorneys for TerraX Minerals Inc.

TO: Ms. Magaret M. Kent
9086 Pintail Loop
Blain, Washington State, U.S.A. 98230

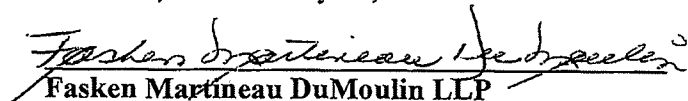
Mise en cause

DEAR COLLEAGUES:

TAKE NOTICE that the present *Motion to authorize the sale of part of the Debtor's assets* will be presented for adjudication before the Honourable Yvan St-Julien, Judge of the Superior Court, this **Tuesday, February 12, 2013, at 2:00 P.M. in room 102** of the Val-D'Or Courthouse, 900, 7^E, Rue, Val-D'Or or so soon thereafter as counsel may be heard.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, this February 11, 2013


Fasken Martineau DuMoulin LLP
Attorneys for Petitioner *Samson Bélair / Deloitte
& Touche Inc.*

CANADA

PROVINCE OF QUÉBEC
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-and-

MARGARET M. KENT, residing in 9086 Pintail
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America, 98230

Mises en cause

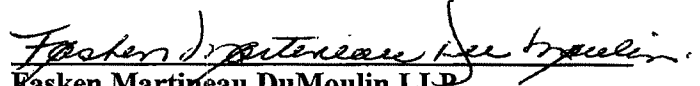
LIST OF EXHIBITS

- EXHIBIT P-1: Schedule "A" listing the various mining claims or leases owned by Century Mining Corp. located in the Northwest Territories;
- EXHIBIT P-2: Copy of the *Notice to Third Parties* dated October 11, 2008 to the Mining Recorder of the Northwest Territories;
- EXHIBIT P-3: Copy of the Receiver's report dated February 8, 2013 (**under seal**);
- EXHIBIT P-4: Copy of a Confidential Information Memorandum with respect to the Sigma/Lamaque Property (**under seal**);
- EXHIBIT P-5: Copy of a formal offer from a first offerer submitted on November 2, 2012 file (**under seal**);
- EXHIBIT P-6: *En liasse*, copies of a formal offer and amended offer from a second offerer submitted on December 10, 2012 (**under seal**);
- EXHIBIT P-7: *En liasse*, copies of letters sent by the Receiver on December 17, 2012 (**under seal**);
- EXHIBIT P-8: Copy of a final offer dated December 17, 2012 from TerraX (**under seal**);
- EXHIBIT P-9: Copy of a final offer from the other offerer under the Call for Tender (**under seal**);
- EXHIBIT P-10: Copy of a statement of registration from the Personal Property Security registry of the Northwest Territories;
- EXHIBIT P-11: A written authorization to execute a discharge of a PPRS registration, dated December 23, 2011;
- EXHIBIT P-12: *A Discharge of Third Party Notice* dated December 23, 2011;
- EXHIBIT P-13: Copy of an Asset Purchase Agreement between the Receiver and TerraX dated February 11, 2013 (**under seal**);

EXHIBIT P-14: A *Discharge to third Party Notice*, dated February 4, 2013;

EXHIBIT P-15: Copy of an email sent by the Receiver to Margaret Kent.

Montréal, this February 11, 2013


Fasken Martineau DuMoulin LLP
Attorneys for Petitioner *Samson Bélair / Deloitte*
& *Touche Inc.*

Schedule A

Lease Number	Status	DISTRICT	ISSUED DATE	EXPIRY DATE	LEASE ACRE	ANNUAL LEASE
2386	ACTIVE	215	1950-03-30	2013-03-30	64.08	\$128.16
2387	ACTIVE	215	1950-03-30	2013-03-30	73.93	\$147.86
2388	ACTIVE	215	1950-03-30	2013-03-30	53.31	\$106.62
2389	ACTIVE	215	1950-03-30	2013-03-30	22.76	\$45.52
2390	ACTIVE	215	1950-03-30	2013-03-30	41.22	\$82.44
2391	ACTIVE	215	1950-03-30	2013-03-30	27.32	\$54.64
2392	ACTIVE	215	1950-03-30	2013-03-30	40.37	\$80.74
2393	ACTIVE	215	1950-04-01	2013-04-01	47.31	\$94.62
2394	ACTIVE	215	1950-04-01	2013-04-01	28.74	\$57.48
2395	ACTIVE	215	1950-04-01	2013-04-01	39.20	\$78.40
2396	ACTIVE	215	1950-04-01	2013-04-01	42.24	\$84.48
2397	ACTIVE	215	1950-04-01	2013-04-01	68.46	\$136.92
2398	ACTIVE	215	1950-04-01	2013-04-01	59.01	\$118.02
2399	ACTIVE	215	1950-04-01	2013-04-01	96.51	\$193.02
2400	ACTIVE	215	1950-04-01	2013-04-01	57.47	\$114.94
2401	ACTIVE	215	1950-04-01	2013-04-01	31.05	\$62.10
2402	ACTIVE	215	1950-04-01	2013-04-01	44.98	\$89.96
2403	ACTIVE	215	1950-04-01	2013-04-01	115.15	\$230.30
2404	ACTIVE	215	1950-04-01	2013-04-01	55.69	\$111.38
2405	ACTIVE	215	1950-04-01	2013-04-01	63.88	\$127.76
2406	ACTIVE	215	1950-04-01	2013-04-01	80.97	\$161.94
2407	ACTIVE	215	1950-04-01	2013-04-01	67.85	\$135.70
2408	ACTIVE	215	1950-04-01	2013-04-01	97.36	\$194.72
2409	ACTIVE	215	1950-04-01	2013-04-01	63.65	\$127.30
2410	ACTIVE	215	1950-04-01	2013-04-01	74.49	\$148.98
2455	ACTIVE	215	1950-10-25	2013-10-25	71.60	\$143.20
2456	ACTIVE	215	1950-10-25	2013-10-25	70.37	\$140.74
2457	ACTIVE	215	1950-10-25	2013-10-25	62.41	\$124.82
2458	ACTIVE	215	1950-10-25	2013-10-25	89.45	\$178.90
2459	ACTIVE	215	1950-10-25	2013-10-25	84.20	\$168.40
2460	ACTIVE	215	1950-10-25	2013-10-25	51.35	\$102.70
2461	ACTIVE	215	1950-10-25	2013-10-25	85.26	\$170.52
2462	ACTIVE	215	1950-10-25	2013-10-25	84.76	\$169.52
2463	ACTIVE	215	1950-10-25	2013-10-25	55.01	\$110.02
2464	ACTIVE	215	1950-10-25	2013-10-25	58.41	\$116.82
2465	ACTIVE	215	1950-10-25	2013-10-25	69.81	\$139.62
2466	ACTIVE	215	1950-10-25	2013-10-25	62.98	\$125.96
2467	ACTIVE	215	1950-10-25	2013-10-25	76.94	\$153.88
2468	ACTIVE	215	1950-10-25	2013-10-25	81.33	\$162.66
2469	ACTIVE	215	1950-10-25	2013-10-25	90.50	\$181.00
2470	ACTIVE	215	1950-10-25	2013-10-25	42.88	\$85.76
2471	ACTIVE	215	1950-10-25	2013-10-25	49.73	\$99.46
2472	ACTIVE	215	1950-10-25	2013-10-25	47.72	\$95.44
2473	ACTIVE	215	1950-10-25	2013-10-25	16.40	\$32.80
2474	ACTIVE	215	1950-10-25	2013-10-25	38.11	\$76.22
2554	ACTIVE	215	1951-08-14	2014-08-14	56.72	\$113.44
2555	ACTIVE	215	1951-08-14	2014-08-14	62.67	\$125.34
2556	ACTIVE	215	1951-08-14	2014-08-14	59.11	\$118.22
2557	ACTIVE	215	1951-08-14	2014-08-14	66.95	\$133.90
2558	ACTIVE	215	1951-08-14	2014-08-14	55.49	\$110.98
2559	ACTIVE	215	1951-08-14	2014-08-14	69.53	\$139.06

Schedule A

Lease Number	Status	DISTRICT	ISSUED DATE	EXPIRY DATE	LEASE ACRE	ANNUAL LEASE
2560	ACTIVE	215	1951-08-14	2014-08-14	105.05	\$210.10
2561	ACTIVE	215	1951-08-14	2014-08-14	69.52	\$139.04
2562	ACTIVE	215	1951-08-14	2014-08-14	28.10	\$56.20
2563	ACTIVE	215	1951-08-14	2014-08-14	61.35	\$122.70
2564	ACTIVE	215	1951-08-14	2014-08-14	32.71	\$65.42
2565	ACTIVE	215	1951-08-14	2014-08-14	16.28	\$32.56
2566	ACTIVE	215	1951-08-14	2014-08-14	76.26	\$152.52
2567	ACTIVE	215	1951-08-14	2014-08-14	68.31	\$136.62
2568	ACTIVE	215	1951-08-14	2014-08-14	99.89	\$199.78
2569	ACTIVE	215	1951-08-14	2014-08-14	54.02	\$108.04
2570	ACTIVE	215	1951-08-14	2014-08-14	58.26	\$116.52
2571	ACTIVE	215	1951-08-14	2014-08-14	68.86	\$137.72
2572	ACTIVE	215	1951-08-14	2014-08-14	63.17	\$126.34
2573	ACTIVE	215	1951-08-23	2014-08-23	43.02	\$86.04
2577	ACTIVE	215	1951-08-23	2014-08-23	44.68	\$89.36
2578	ACTIVE	215	1951-08-23	2014-08-23	42.10	\$84.20
2579	ACTIVE	215	1951-08-23	2014-08-23	25.62	\$51.24
2597	ACTIVE	215	1951-08-23	2014-08-23	46.84	\$93.68
2598	ACTIVE	215	1951-08-23	2014-08-23	26.65	\$53.30
2606	ACTIVE	215	1951-12-24	2014-12-24	53.50	\$107.00
2607	ACTIVE	215	1951-12-24	2014-12-24	48.33	\$96.66
2608	ACTIVE	215	1951-12-24	2014-12-24	65.78	\$131.56
2609	ACTIVE	215	1951-12-24	2014-12-24	55.57	\$111.14
2693	ACTIVE	215	1953-10-26	2016-10-26	157.91	\$315.82
2694	ACTIVE	215	1953-10-26	2016-10-26	52.71	\$105.42
2695	ACTIVE	215	1953-10-26	2016-10-26	62.20	\$124.40
2696	ACTIVE	215	1953-10-26	2016-10-26	70.08	\$140.16
2697	ACTIVE	215	1953-10-26	2016-10-26	110.23	\$220.46
2698	ACTIVE	215	1953-10-26	2016-10-26	87.08	\$174.16
2699	ACTIVE	215	1953-10-26	2016-10-26	200.61	\$401.22
2700	ACTIVE	215	1953-10-26	2016-10-26	100.30	\$200.60
2701	ACTIVE	215	1953-10-26	2016-10-26	43.85	\$87.70
2702	ACTIVE	215	1953-10-26	2016-10-26	68.83	\$137.66
2703	ACTIVE	215	1953-10-26	2016-10-26	72.31	\$144.62
2704	ACTIVE	215	1953-10-26	2016-10-26	124.48	\$248.96
2705	ACTIVE	215	1953-10-26	2016-10-26	52.92	\$105.84
2805	ACTIVE	215	1955-09-01	2018-09-01	18.74	\$37.48
2806	ACTIVE	215	1955-09-01	2018-09-01	50.17	\$100.34
2807	ACTIVE	215	1955-09-01	2018-09-01	36.60	\$73.20
2808	ACTIVE	215	1955-09-01	2018-09-01	48.56	\$97.12
2809	ACTIVE	215	1955-09-01	2018-09-01	46.60	\$93.20
2810	ACTIVE	215	1955-09-01	2018-09-01	48.88	\$97.76
2811	ACTIVE	215	1955-09-01	2018-09-01	32.58	\$65.16
2812	ACTIVE	215	1955-09-01	2018-09-01	62.26	\$124.52
2813	ACTIVE	215	1955-09-01	2018-09-01	43.18	\$86.36
2814	ACTIVE	215	1955-09-01	2018-09-01	26.95	\$53.90
2815	ACTIVE	215	1955-09-01	2018-09-01	10.16	\$20.32
2816	ACTIVE	215	1955-09-01	2018-09-01	24.29	\$48.58
2921	ACTIVE	215	1958-06-11	2021-06-11	43.42	\$86.84
2922	ACTIVE	215	1958-06-11	2021-06-11	73.33	\$146.66
2923	ACTIVE	215	1958-06-11	2021-06-11	53.14	\$106.28

Schedule A

Lease Number	Status	DISTRICT	ISSUED DATE	EXPIRY DATE	LEASE ACRE	ANNUAL LEASE
2924	ACTIVE	215	1958-06-11	2021-06-11	37.21	\$74.42
2925	ACTIVE	215	1958-06-11	2021-06-11	38.38	\$76.76
2926	ACTIVE	215	1958-06-11	2021-06-11	59.19	\$118.38
2927	ACTIVE	215	1958-06-11	2021-06-11	62.89	\$125.78
2928	ACTIVE	215	1958-06-11	2021-06-11	46.84	\$93.68
2929	ACTIVE	215	1958-06-11	2021-06-11	56.03	\$112.06
2930	ACTIVE	215	1958-06-11	2021-06-11	59.94	\$119.88
3038	ACTIVE	215	1981-06-03	2023-06-03	915.00	\$1,830.00
3334	ACTIVE	215	1969-07-17	2032-07-17	903.45	\$1,806.90
4245	ACTIVE	215	2003-01-13	2024-01-13	30.41	\$30.41
4246	ACTIVE	215	2003-01-13	2024-01-13	62.57	\$62.57
4247	ACTIVE	215	2003-01-13	2024-01-13	22.68	\$22.68
4248	ACTIVE	215	2003-01-13	2024-01-13	7.52	\$7.52
4250	ACTIVE	215	2003-01-13	2024-01-13	20.65	\$20.65
4251	ACTIVE	215	2003-01-13	2024-01-13	60.71	\$60.71
4252	ACTIVE	215	2003-01-13	2024-01-13	37.26	\$37.26
4253	ACTIVE	215	2003-01-13	2024-01-13	53.54	\$53.54
4254	ACTIVE	215	2003-01-13	2024-01-13	46.56	\$46.56
4255	ACTIVE	215	2003-01-13	2024-01-13	88.79	\$88.79

NOTICE TO THIRD PARTIES

S. 63(1)(c) *Northwest Territories and Nunavut Mining Regulations*

TO: THE MINING RECORDER OF THE NORTHWEST TERRITORIES

TAKE NOTICE that MARGARET M. KENT of 9084 Pintail Loop, Blaine, Washington 98230 hereby claims to have an interest in the following mining leases (the "Property") pursuant to a Loan Agreement and Convertible Debenture both dated September 17, 2008:

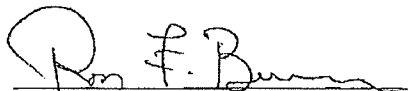
See Attached List


and Margaret M. Kent forbids the registration of any person as transferee or owner of, or any instrument affecting the same estate or interest in the Property, unless the instrument or document of title, as the case may be, is expressed to be subject to its claim.

Margaret M. Kent hereby appoints the following as the place at which notices and proceedings relating hereto may be served:

9084 Pintail Loop, Blaine, Washington 98230

Dated at Blaine, Washington, this 11th day of October, 2008.


Witness


Margaret M. Kent

I HEREBY CERTIFY that the within instrument was duly registered in the Mining Recorder's Office, Department of Indian and Northern Affairs, Yellowknife, N.W.T., on the 10th day of November, 2008, as Document number 6 22278


Mining Recorder

62278

YELLOWKNIFE NORTHBELT LEASES					
LEASE #	ACERAGE	COST/ AREA	DUE DATE	LEASE RENTAL	
1	2386	64.08	\$2.00	30-Mar-50	\$128.16
2	2387	73.93	\$2.00	30-Mar-50	\$147.86
3	2388	53.31	\$2.00	30-Mar-50	\$106.62
4	2389	22.76	\$2.00	30-Mar-50	\$45.52
5	2390	41.22	\$2.00	30-Mar-50	\$82.44
6	2391	27.32	\$2.00	30-Mar-50	\$54.64
7	2392	40.37	\$2.00	30-Mar-50	\$80.74
8	2393	47.31	\$2.00	1-Apr-50	\$94.62
9	2394	28.74	\$2.00	1-Apr-50	\$57.48
10	2395	39.2	\$2.00	1-Apr-50	\$78.40
11	2396	42.24	\$2.00	1-Apr-50	\$84.48
12	2397	68.46	\$2.00	1-Apr-50	\$136.92
13	2398	59.01	\$2.00	1-Apr-50	\$118.02
14	2399	96.51	\$2.00	1-Apr-50	\$193.02
15	2400	57.47	\$2.00	1-Apr-50	\$114.94
16	2401	31.06	\$2.00	1-Apr-50	\$62.10
17	2402	44.98	\$2.00	1-Apr-50	\$89.96
18	2403	115.15	\$2.00	1-Apr-50	\$230.30
19	2404	55.69	\$2.00	1-Apr-50	\$111.38
20	2405	63.88	\$2.00	1-Apr-50	\$127.76
21	2406	80.97	\$2.00	1-Apr-50	\$161.94
22	2407	67.85	\$2.00	1-Apr-50	\$136.70
23	2408	97.36	\$2.00	1-Apr-50	\$194.72
24	2409	63.65	\$2.00	1-Apr-50	\$127.30
25	2410	74.49	\$2.00	1-Apr-50	\$148.98
26	2455	71.6	\$2.00	25-Oct-50	\$143.20
27	2456	70.37	\$2.00	25-Oct-50	\$140.74
28	2457	62.41	\$2.00	25-Oct-50	\$124.82
29	2458	89.46	\$2.00	25-Oct-50	\$178.90
30	2459	84.2	\$2.00	25-Oct-50	\$168.40
31	2460	51.35	\$2.00	25-Oct-50	\$102.70
32	2461	85.26	\$2.00	25-Oct-50	\$170.52
33	2462	84.76	\$2.00	25-Oct-50	\$169.52
34	2463	55.01	\$2.00	25-Oct-50	\$110.02
35	2464	58.41	\$2.00	25-Oct-50	\$116.82
36	2465	69.81	\$2.00	25-Oct-50	\$139.62
37	2466	62.98	\$2.00	25-Oct-50	\$126.96
38	2467	76.94	\$2.00	25-Oct-50	\$153.88
39	2468	81.33	\$2.00	25-Oct-50	\$162.66
40	2469	90.5	\$2.00	25-Oct-50	\$181.00
41	2470	42.88	\$2.00	25-Oct-50	\$85.76
42	2471	49.73	\$2.00	25-Oct-50	\$99.46
43	2472	47.72	\$2.00	25-Oct-50	\$95.44
44	2473	16.4	\$2.00	25-Oct-50	\$32.80
45	2474	38.11	\$2.00	25-Oct-50	\$76.22

622278

46	2554	56.72	\$2.00	14-Aug-51	\$113.44
47	2555	62.67	\$2.00	14-Aug-51	\$125.34
48	2556	59.11	\$2.00	14-Aug-51	\$118.22
49	2557	66.95	\$2.00	14-Aug-51	\$133.90
50	2558	55.49	\$2.00	14-Aug-51	\$110.98
51	2559	69.53	\$2.00	14-Aug-51	\$139.06
52	2560	105.05	\$2.00	14-Aug-51	\$210.10
53	2561	69.52	\$2.00	14-Aug-51	\$139.04
54	2562	28.1	\$2.00	14-Aug-51	\$56.20
55	2563	61.35	\$2.00	14-Aug-51	\$122.70
56	2564	32.71	\$2.00	14-Aug-51	\$65.42
57	2565	16.28	\$2.00	14-Aug-51	\$32.56
58	2566	76.26	\$2.00	14-Aug-51	\$152.52
59	2567	68.31	\$2.00	14-Aug-51	\$136.62
60	2568	99.89	\$2.00	14-Aug-51	\$199.78
61	2569	54.02	\$2.00	14-Aug-51	\$108.04
62	2570	58.26	\$2.00	14-Aug-51	\$116.52
63	2571	68.86	\$2.00	14-Aug-51	\$137.72
64	2572	63.17	\$2.00	14-Aug-51	\$126.34
65	2573	43.02	\$2.00	23-Aug-51	\$86.04
66	2577	44.68	\$2.00	23-Aug-51	\$89.36
67	2578	42.1	\$2.00	23-Aug-51	\$84.20
68	2579	25.62	\$2.00	23-Aug-51	\$51.24
69	2597	46.84	\$2.00	23-Aug-51	\$93.68
70	2598	26.65	\$2.00	23-Aug-51	\$53.30
71	2606	53.5	\$2.00	24-Dec-51	\$107.00
72	2607	48.33	\$2.00	24-Dec-51	\$96.66
73	2608	65.78	\$2.00	24-Dec-51	\$131.56
74	2609	55.57	\$2.00	24-Dec-51	\$111.14
75	2693	157.91	\$2.00	26-Oct-53	\$315.82
76	2694	52.71	\$2.00	26-Oct-53	\$105.42
77	2695	62.2	\$2.00	26-Oct-53	\$124.40
78	2696	70.08	\$2.00	26-Oct-53	\$140.16
79	2697	110.23	\$2.00	26-Oct-53	\$220.46
80	2698	87.08	\$2.00	26-Oct-53	\$174.16
81	2699	200.61	\$2.00	26-Oct-53	\$401.22
82	2700	100.3	\$2.00	26-Oct-53	\$200.60
83	2701	43.85	\$2.00	26-Oct-53	\$87.70
84	2702	68.83	\$2.00	26-Oct-53	\$137.66
85	2703	72.31	\$2.00	26-Oct-53	\$144.62
86	2704	124.48	\$2.00	26-Oct-53	\$248.96
87	2705	52.92	\$2.00	26-Oct-53	\$105.84
88	2805	18.74	\$2.00	1-Sep-55	\$37.48
89	2806	50.17	\$2.00	1-Sep-55	\$100.34
90	2807	36.6	\$2.00	1-Sep-55	\$73.20
91	2808	48.56	\$2.00	1-Sep-55	\$97.12
92	2809	46.6	\$2.00	1-Sep-55	\$93.20
93	2810	48.88	\$2.00	1-Sep-55	\$97.76
94	2811	32.58	\$2.00	1-Sep-55	\$65.16
95	2812	62.26	\$2.00	1-Sep-55	\$124.52

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96	2813	43.18	\$2.00	1-Sep-55	\$86.36
97	2814	26.95	\$2.00	1-Sep-55	\$53.90
98	2815	10.16	\$2.00	1-Sep-55	\$20.32
99	2816	24.29	\$2.00	1-Sep-55	\$48.58
100	2921	43.42	\$2.00	11-Jun-58	\$86.84
101	2922	73.33	\$2.00	11-Jun-58	\$146.66
102	2923	53.14	\$2.00	11-Jun-58	\$106.28
103	2924	37.21	\$2.00	11-Jun-58	\$74.42
104	2925	38.38	\$2.00	11-Jun-58	\$76.76
105	2926	59.19	\$2.00	11-Jun-58	\$118.38
106	2927	62.89	\$2.00	11-Jun-58	\$125.78
107	2928	46.84	\$2.00	11-Jun-58	\$93.68
108	2929	56.03	\$2.00	11-Jun-58	\$112.06
109	2930	59.94	\$2.00	11-Jun-58	\$119.88
110	3038	915	\$2.00	3-Jun-81	\$1,830.00
111	3334	903.46	\$2.00	17-Jul-69	\$1,806.90
112	4245	30.41	\$1.00	13-Jan-03	\$30.41
113	4246	62.57	\$1.00	13-Jan-03	\$62.57
114	4247	22.68	\$1.00	13-Jan-03	\$22.68
115	4248	7.52	\$1.00	13-Jan-03	\$7.52
116	4250	20.66	\$1.00	13-Jan-03	\$20.66
117	4251	60.71	\$1.00	13-Jan-03	\$60.71
118	4252	37.26	\$1.00	13-Jan-03	\$37.26
119	4253	53.54	\$1.00	13-Jan-03	\$53.54
120	4254	46.56	\$1.00	13-Jan-03	\$46.56
121	4255	88.79	\$1.00	13-Jan-03	\$88.79
Total		8,802.55	acres		\$17,174.41

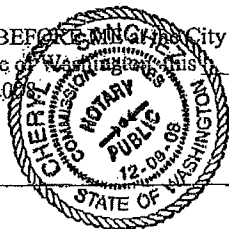
677778

AFFIDAVIT OF ATTESTATION

I, Ross F. Burns, of Blaine, Washington, MAKE OATH AND SAY:

1. I was personally present and did see Margaret M. Kent, the person named in the within instrument who is personally known to me to be the person named therein, duly sign and execute the same for the purposes named therein.
2. That said instrument was executed at Blaine, Washington and that I am the subscribing witness thereto.
3. That I know the said Margaret M. Kent, who is in my belief of the full age of nineteen years.

SWORN BEFORE ME in the City of Blaine,
 in the State of Washington, this _____ day of
 October, 2008



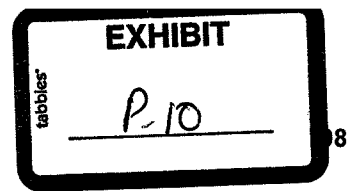
Ross F. Burns

Ross F. Burns

State of Washington
County of Whatcom

On Oct 15, 2008 Ross F. Burns personally
 appeared before me,
 who is personally known to me
 whose identity I proved on the basis of Canadian Passport
 whose identity I proved on the oath/affirmation of
 a credible witness

To be the signer of the above instrument, and he/she acknowledged that he/she signed it:
[Signature]
 Notary Public
 My Commission expires 12-09-08



Registration Number (Discharge): 925545
Registration Date/Time (Atlantic): 2012-01-19 17:15
Expiry Date: 2013-10-10
File Number:
Original Registration Number: 644930

NOTE: This registration has been totally discharged. It will remain searchable for 30 days.

Registrant Name and Address

Registrant User ID: W188518
 Lawson Lundell LLP
 MacPherson, Sheila
 Partner
 P.O. Box 818
 200, 4915 - 48th Street
 Yellowknife NT X1A 2N6
 Canada

All registration date/time values are stated in Atlantic Time.

Registration Details for Registration Number: 644930

Province or Territory: Northwest Territories
Registration Type: PPSA Financing Statement

Registration History

Registration Activity	Registration Number	Date/Time (Atlantic)	Expiry Date	File Number
Original	644930	2008-10-10 17:17	2013-10-10	023703
Discharge	925545	2012-01-19 17:15	2013-10-10	

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

Debtors

Type: Enterprise
 Century Mining Corporation
 Burns, Ross F.
 Vice President, Exploration
 Suite 2500 BCE Place
 181 Bay Street
 Toronto ON M5J 2T7
 Canada

Type: Enterprise
 6275044 Canada Inc.
 Burns, Ross F.
 Vice President, Exploration
 Suite 2500 BCE Place

181 Bay Street
Toronto ON M5J 2T7
Canada

Type: Enterprise
6275061 Canada Inc.
Burns, Ross F.
Vice President, Exploration
Suite 2500 BCE Place
181 Bay Street
Toronto ON M5J 2T7
Canada

Secured Parties

Type: Individual
Kent, Margaret M.
9084 Pintail Loop
Blaine WA 98230
USA
Phone #: 306-332-4653
Fax #: 306-332-4652

General Collateral

shares of 6275044 Canada Inc.

shares of 6275061 Canada Inc.

The "Northbelt" mining claims and leases owned or held by Century Mining Corporation in the Northwest Territories more particularly described in the Convertible Debenture granted by Century Mining Corporation to Margaret M. Kent dated September 17, 2008.

***** End of Report *****

AUTHORIZATION

TO: LAWSON LUNDELL LLP

-
1. Please take this as your authorization to prepare full discharge of the following registration in compliance with the *Personal Property Security Act* (Northwest Territories):

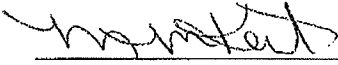
Debtors:**Base Registration Number**

Century Mining Corporation, 6275044 Canada Inc. and 644930
6275061 Canada Inc.

2. Execute, if required, each of the said discharges on behalf of the undersigned; and
3. Undertake all necessary steps required in order to effectively register each of the said discharges under the *Personal Property Security Act* (Northwest Territories).

Dated at Blaine, Washington, this 23 day of December, 2011.

Witness


Margaret M. Kent

AFFIDAVIT OF ATTESTATION

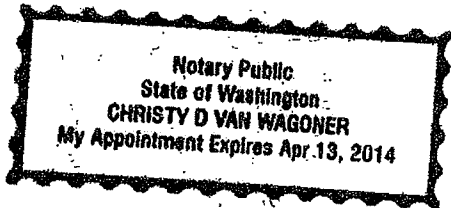
I, Christy Van Wagoner of Blaine, Washington, MAKE OATH AND SAY:

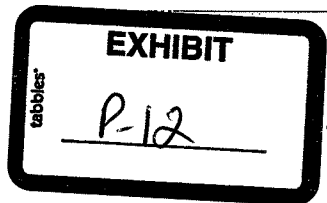
1. I was personally present and did see Margaret M. Kent, the person named in the within instrument who is personally known to me to be the person named therein, duly sign and execute the same for the purposes named therein.
2. That said instrument was executed at Blaine, Washington and that I am the subscribing witness thereto.
3. That I know the said Margaret M. Kent, who is in my belief of the full age of nineteen years.

SWORN BEFORE ME at the City of Blaine,)
in the State of Washington, this 23 day of)
December, 2011.)

Christy Van Wagoner)
A Notary Public in and for the State of)
Washington.)
Print Name: Christy Van Wagoner)
My appointment expires: 4/13/14)

Affix Seal





DISCHARGE OF THIRD PARTY NOTICE

S. 63(1)(c) *Northwest Territories and Nunavut Mining Regulations*

TO: THE MINING RECORDER OF THE NORTHWEST TERRITORIES

TAKE NOTICE that **MARGARET M. KENT** of 9150 Aerie Lane, Blaine, Washington 98230 does hereby acknowledge to have received all of the monies due or to become due under the Loan Agreement and Convertible Debenture both dated September 17, 2008 and therefore has no further interest under the Notice to Third Parties dated October 11, 2008 (the "Notice"), which Notice was filed with the Northwest Territories Mining Recorder's Office effective October 15, 2008 , and that such Notice is hereby wholly withdrawn and discharged against the following property:

See Attached List

Dated at Blaine, Washington, this 23 day of Dec., 2011.

Witness

Margaret M. Kent

AFFIDAVIT OF ATTESTATION

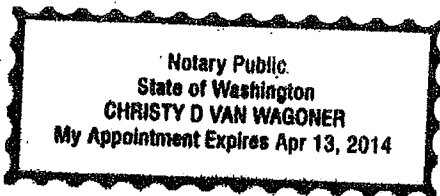
I, *Christy Van Wagoner*, of Blaine, Washington, MAKE OATH AND SAY:

1. I was personally present and did see Margaret M. Kent, the person named in the within instrument who is personally known to me to be the person named therein, duly sign and execute the same for the purposes named therein.
2. That said instrument was executed at Blaine, Washington and that I am the subscribing witness thereto.
3. That I know the said Margaret M. Kent, who is in my belief of the full age of nineteen years.

SWORN BEFORE ME at the City of Blaine,)
in the State of Washington, this 23 day of)
December, 2011.)

Christy Van Wagoner)
A Notary Public in and for the State of)
Washington.)
Print Name: *Christy Van Wagoner*)
My appointment expires: *4/13/2014*)

Affix Seal



DATED _____, 2011

BETWEEN

MARGARET M. KENT

and

CENTURY MINING CORPORATION

THIRD PARTY NOTICE

LAWSON LUNDELL LLP
Barristers & Solicitors
P.O. Box 818
200, 4915 – 48th Street
YK Centre East
Yellowknife, NT X1A 2N6

DISCHARGE OF THIRD PARTY NOTICE

S. 63(1)(c) *Northwest Territories and Nunavut Mining Regulations*

TO: THE MINING RECORDER OF THE NORTHWEST TERRITORIES

TAKE NOTICE that MARGARET M. KENT of 9086 Pintail Loop, Blaine, Washington 98230 does hereby acknowledge to have received all of the monies due or to become due under the Loan Agreement and Convertible Debenture both dated September 17, 2008 and therefore has no further interest under the Notice to Third Parties dated October 11, 2008 (the "Notice"), which Notice was filed with the Northwest Territories Mining Recorder's Office effective October 15, 2008, and that such Notice is hereby wholly withdrawn and discharged against the following property:

See Attached List

Dated at Blaine, Washington, this 4th day of February, 2013.

Rachael B. Meschen
Witness:

Margaret M. Kent
Margaret M. Kent

AFFIDAVIT OF ATTESTATION

I, Richard B. Muschke (print name of Witness) , of Blaine, Washington, MAKE OATH AND SAY:

1. I was personally present and did see Margaret M. Kent, the person named in the within instrument who is personally known to me to be the person named therein, duly sign and execute the same for the purposes named therein.
2. That said instrument was executed at Blaine, Washington and that I am the subscribing witness thereto.
3. That I know the said Margaret M. Kent, who is in my belief of the full age of nineteen years.

SWORN BEFORE ME at the City of)
Blaine, in the State of Washington, this)
4th day of February, 2013.)

Tina E Rosenberg)
A Notary Public in and for the State of)
Washington.)

Print Name: Tina E Rosenberg
My appointment expires: 11-26-14

Richard B. Muschke
Witness to sign

Affix Seal



DATED _____, 2013

BETWEEN

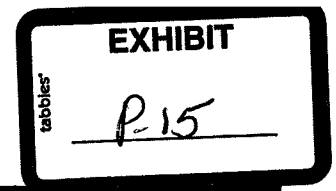
MARGARET M. KENT

and

CENTURY MINING CORPORATION

THIRD PARTY NOTICE

LAWSON LUNDELL LLP
Barristers & Solicitors
P.O. Box 818
200, 4915 – 48th Street
YK Centre East
Yellowknife, NT X1A 2N6



Michaud Guillaume-Pierre

De: Peggy Kent <mininglady@hotmail.com>
Envoyé: 11 février 2013 16:53
À: Michaud_Guillaume-Pierre; rich meschke
Cc: marfranco@deloitte.ca; Béliveau_Luc
Objet: RE: In the matter of the Receivership of Century Mining Corp. - Sale of the Northbelt Claims - C.S. 615-11-001311-127

Gentlemen:

This e-mail confirms that I do not contest the motion.

Margaret Peggy Kent

From: gmichaud@fasken.com
To: mininglady@hotmail.com
CC: MarFranco@deloitte.ca; lbeliveau@fasken.com
Subject: RE: In the matter of the Receivership of Century Mining Corp. - Sale of the Northbelt Claims - C.S. 615-11-001311-127
Date: Mon, 11 Feb 2013 21:28:11 +0000

Dear Mrs. Kent,

As discussed, in the present file (C.S. 615-11-001311-127), you will find attached service of the following documents :

- *Motion for Authorization to Sale Part of Debtor's Assets* (the "**Motion**")
- Affidavit signed by Martin Franco in support of the Motion;
- List of Exhibits (in the same document than the Motion). Please note that Exhibits P-3 to P-9 and P-13 are filed under seal and as such, are not transmitted to the parties.
- Exhibits P-1, P-2, P-10 to P-12 and P-14. The present email will constitute P-15 for the other parties.

The Motion will be heard by conference call tomorrow at 14:00 by the Honourable Judge Yvan St-Julien of the Superior Court of Quebec.

As discussed, please confirm by email replay that you do not contest the Motion.

We thank you for your collaboration. Best regards,

Guillaume-Pierre Michaud | Avocat / Lawyer
T. +1 514 397 5264 | C. +1 514 773 4163 | F. +1 514 397 7600
gmichaud@fasken.com | <http://www.fasken.com/fr/guillaume-pierre-michaud>

Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
800 Place Victoria, Bureau 3700, Montréal, Québec H4Z 1E9



VANCOUVER CALGARY TORONTO OTTAWA MONTRÉAL QUÉBEC LONDRES PARIS JOHANNESBURG

De : Peggy Kent [mailto:mininglady@hotmail.com]
Envoyé : 9 février 2013 16:53

À : Michaud_Guillaume-Pierre

Objet : RE: In the matter of the Receivership of Century Mining Corp. - Sale of the Northbelt Claims - C.S. 615-11-001311-127

I have the e-mail- please send the motion.
Peggy

From: gmichaud@fasken.com

To: mininglady@hotmail.com

CC: lbeliveau@fasken.com; MarFranco@deloitte.ca

Subject: In the matter of the Receivership of Century Mining Corp. - Sale of the Northbelt Claims - C.S. 615-11-001311-127

Date: Fri, 8 Feb 2013 23:04:43 +0000

Dear Mrs. Kent,

We represent *Samson Bélair / Deloitte & Touche Inc.* (the "**Receiver**"), which is the court-appointed receiver of *Century Mining Corp.* ("**Century**") pursuant to an order of the Superior Court of Québec dated May 29, 2012. In the context of the receivership of *Century*, the Receiver is currently submitting to the Court's approval the sale of part of *Century*'s assets, which in the present instance means the mining claims held by *Century* in the Northwest Territories. You will find attached a document entitled "Annexe B" listing said claims (the "**Claims**").

We are writing to you about a *Notice to Third Parties* dated October 11, 2008 that was registered with respect to the Claims (the "**Encumbrance**") (see attached). We also refer to two discharges of the Encumbrance that you executed each on December 23, 2011 (one for the PPRS, and the other for the Mining Recorder). Finally, we refer to another discharge dated February 4, 2013 with respect to the Encumbrance, which is reiterating the first discharge of December 23, 2011 addressed to the Mining Recorder of the Northwest Territories. We understand that this last discharge was executed in order to correct a technicality with respect to the signature of the previous one. This last discharge is in the process of being registered, but this process is not completed yet. You will find all the documents referred to attached to this email.

In the context of the present sale of the Claims, the parties are requesting from the Court that the assets sold be vested with the buyer cleared of any encumbrance. We understand that your Encumbrance has been discharged "in substance" by the documents you executed. But as your Encumbrance is still registered right now and until the last discharge of Feb.4th is properly registered, you are technically considered as an interested party, the reason being that we are asking the Court amongst other things to clear your Encumbrance, whether the registration is completed or not.

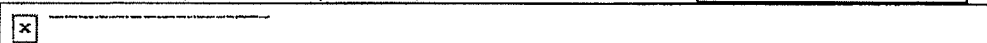
We understand that you have recently been made aware of the present circumstances mentioned above. As such, you will find attached the final version of a *Motion for Authorization to Sale Part of Debtor's Assets*, which we intend to serve to the parties on Monday. We would send you the Motion being served to this email on Monday, to which we would appreciate a reply from you by email confirming that you do not contest this Motion. This will allow us to present the Motion Tuesday or Wednesday of next week.

As such, please kindly review the final version of the Motion and confirm your consent to this way of proceeding. We will also inform the Court of this present email.

We would also appreciate if you could confirm the receipt of this email. Please do not hesitate to contact the undersigned should you have any question with respect to the above.

Best regards,

Guillaume-Pierre Michaud | Avocat / Lawyer
T. +1 514 397 5264 | C. +1 514 773 4163 | F. +1 514 397 7600
gmichaud@fasken.com | <http://www.fasken.com/fr/guillaume-pierre-michaud>
Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
800 Place Victoria, Bureau 3700, Montréal, Québec H4Z 1E9



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No : 615-11-001311-127

PROVINCE OF QUÉBEC
SUPERIOR COURT - *Commercial Division*
DISTRICT OF ABITIBI

In the matter of the Receivership of:

CENTURY MINING CORPORATION,
Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
Receiver/Petitioner

-and-

COMPUTERSHARE TRUST COMPANY OF CANADA
Collateral Agent

-and-

DEUTSCHE BANG AG., LONDON BRANCH.,
Principal Secured Creditor

-and-

TERRAX MINERALS INC., a corporation duly constituted having its
principal place of business at 2300-1066 West Hastings Streets, in the city
of Vancouver, province of British Columbia, V6E 3X2;

-and-

MARGARET M. KENT, residing in 9086 Pintail Loop, Blaine,
Washington State, United States of America, 98230
Mises en cause

16809/282868.00003

BF1339

**MOTION TO AUTHORIZE THE SALE OF PART OF
THE DEBTOR'S ASSETS**
(Section 249 of the Bankruptcy and Insolvency Act,
R.S.C. (1985) c. B-3 ("BIA"),
**AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF
EXHIBITS, EXHIBITS P-1 to 15**

ORIGINAL

Fasken Martineau DuMoulin LLP

Stock Exchange Tower
Suite 3400, P.O. Box 242
800 Place Victoria
Montréal, Quebec
Canada H4Z 1E9

Me Guillaume-Pierre
Michaud

Tel. 514 397 5264
Fax. 514 397 7600