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COURT

SUPREME COURT OF BRITISH COLUMBIA

JUDICIAL CENTRE

VANCOUVER

IN THE MATTER OF THE RECEIVERSHIP OF OTSO GOLD
CORP.

DOCUMENT

**THE THIRD AND FINAL REPORT OF THE COURT
APPOINTED RECEIVER FOR OTSO GOLD CORP.**

DATED JULY 11, 2023

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

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Introduction and background

1. On December 3, 2021, Otso Gold Corp. ("**OGC**", the "**Company**," or the "**Debtor**"), Otso Gold OY ("**OGOY**"), Otso Gold AB ("**OGAB**"), and 2273265 Alberta Ltd. (collectively the "**Otso Group of Companies**") obtained an order (the "**Initial Order**") from the Supreme Court of British Columbia (the "**Court**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended, (the "**CCAA**"). Deloitte Restructuring Inc. ("**Deloitte**") was appointed as monitor of the Otso Group of Companies (the "**Monitor**") in the CCAA proceedings. The Initial Order provided for a stay of proceedings until December 13, 2021 (the "**Stay**"), pursuant to which creditors were restrained from enforcing or exercising any rights or remedies against Otso. The Stay was extended from time to time with the last Stay extension expiring on January 14, 2022.
2. In the CCAA proceedings, Deloitte filed two (2) reports in its capacity as Monitor of that proceeding. The Second Report of the Monitor dated January 12, 2022 outlined that the CCAA proceedings could not continue since the Otso Group of Companies lacked the resources to advance the restructuring and meet its obligations. The Monitor recommended to the Court that the Stay be lifted and the CCAA proceedings be concluded to allow the secured creditor to exercise its rights against the Otso Group of Companies. The Initial Order, Monitor's reports, and all other Court filings related to the CCAA proceedings can be found on the Monitor's website located at: www.insolvencies.deloitte.ca/en-ca/otsogoldcorp.
3. On January 14, 2022 (the "**Date of Receivership**"), Deloitte was appointed by the Court as the receiver and receiver-manager (the "**Receiver**"), without security, of all assets, undertakings, and property (the "**Property**") of OGC. An Interim Order made after the application to appoint the Receiver was issued on January 14, 2022, reasons for judgement were issued on January 28, 2022, and a final Order of the Court (the "**Receivership Order**") was issued on January 28, 2022.
4. OGC was a public company listed on the TSX Venture Exchange ("**TSXV**") under the symbol "TSXV:OTSO". It was incorporated in the Province of Alberta on February 14, 1992 and was extra-provincially registered in British Columbia on September 4, 1992. OGC was a mineral exploration and development company focused on acquiring and developing resource assets in safe harbour jurisdictions. OGC's primary business pertained to the development of the Laiva Gold Project in Northern Ostrobothnia, Finland (the "**Mine**"), which it indirectly owned through its subsidiary companies, OGAB and OGOY. Effective December 15, 2021, the Company's stock exchange listing was transferred to the NEX Board, a separate board of the TSXV, and the stock ticker was redesignated to "OTSO.H". Trading of OGC's shares on the TSXV was halted on December 3, 2021.
5. OGAB is a wholly owned subsidiary of OGC and is incorporated under the laws of Sweden. On December 7, 2021, OGAB, the sole shareholder of OGOY, commenced restructuring proceedings in Sweden (the "**Swedish Proceeding**") as further discussed in paragraphs 20 through 25 of this report.
6. OGOY was a wholly owned subsidiary of OGAB and was incorporated under the laws of Finland. On December 7, 2021, OGOY, the entity operating the Mine, commenced restructuring proceedings in Finland (the "**Finnish Proceeding**") as further discussed in paragraphs 26 through 34 of this report.
7. On April 6, 2022, the first report of the Receiver (the "**First Report**"), along with the confidential supplement to the First Report (the "**First Confidential Supplement**") was filed in support of the Sale Approval and Vesting Order pronounced on April 12, 2022 (the "**Sale and Vesting Order**"), approving the sale of the joint venture assets of OGC to CAVU Mining Corp. ("**CAVU**").
8. On October 12, 2022, the second report of the Receiver (the "**Second Report**"), along with the confidential supplement to the Second Report (the "**Second Confidential Supplement**") was filed in support of the Order pronounced on October 24, 2022 (the "**October 24 Order**"), approving, among other things, the Receiver's support of the Finnish restructuring programme dated October 4, 2022 (the "**Restructuring Programme**") in connection with the sale transaction contemplated by the Share Purchase Agreement dated October 4, 2022 (the "**SPA**") between, *inter alios*, the Receiver and Pilar Gold Inc. (the "**Sale Transaction**").

9. The Receivership Order, together with related Court documents, the Notice to Creditors, the First Report, the Second Report, and this Third report of the Receiver (the "**Third Report**") have been posted on the Receiver's website located at: www.insolvencies.deloitte.ca/en-ca/Pages/Otso-Gold-Corp.,-Receiver.aspx.
10. Unless otherwise provided, all other capitalized terms not defined in this Third Report are as defined in the Receivership Order, the First Report, and the Second Report.

Purpose

11. The purpose of this Third Report is to:
 - a) Provide an update on the administration of the receivership since the Second Report; and
 - b) Respectfully recommend that this Honourable Court make orders:
 - i. Authorizing and directing Kroll LLC ("**Kroll**") to destroy the records of OGC in its possession;
 - ii. Approving the activities, fees, and disbursements of the Receiver as described in this Third Report, including the payment of the estimated fees to be incurred up to the completion of the administration of the estate as set out herein and, without limitation, the steps taken by the Receiver pursuant to the Receivership Order;
 - iii. Approving the recommendation provided in the Registrar's Report dated April 17, 2023 in relation to the taxation of the Receiver's legal counsel's fees (the "**Registrar's Report**");
 - iv. Approving the fees of the Receiver's legal counsel, including the payment of the estimated fees to be incurred up to the completion of the administration of the estate, as set out herein;
 - v. Approving the Receiver's Statement of Receipts and Disbursements for the period from January 14, 2022, to July 11, 2023 (the "**SRD**") attached hereto as **Appendix "A"**;
 - vi. Approving the discharge of the Receiver and terminating these receivership proceedings upon the filing of a Receiver's Certificate confirming the disbursement of all funds held and the conclusion of all remaining administrative matters; and
 - vii. Providing such further or other relief that the Court considers just and warranted in the circumstances.

Terms of reference

12. In preparing this Third Report, the Receiver has relied upon unaudited financial information prepared by management of the Otso Group of Companies ("**Management**"), the books and records of the Otso Group of Companies, and discussions with Management. The Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the information. The Receiver may refine or alter its observations as further information is obtained or brought to its attention after the date of this Third Report.
13. The Receiver assumes no responsibility or liability for any loss or damage occasioned by any party as a result of the circulation, publication, reproduction, or use of the Third Report. Any use, which any party makes of the Third Report, or any reliance or decision to be made based on the Third Report, is the sole responsibility of such party.
14. All dollar amounts in this Third Report are in Canadian dollars, unless otherwise indicated.

Receiver's activities

15. Since the Second Report, the Receiver has undertaken and performed the following more significant activities:

- a) Filed the Receiver's Closing Certificate in connection with the Sale Transaction pursuant to the October 24 Order;
- b) Corresponded and coordinated requirements with the board of directors of OGAB for the liquidation of OGAB as further discussed in paragraphs 20 through 25 of this Third Report;
- c) Corresponded with the Finnish Administrator with respect to the Finnish Restructuring Programme as further discussed in paragraphs 26 through 34 of this Third Report;
- d) Corresponded with Borden Ladner Gervais LLP ("**BLG**"), the Receiver's legal counsel, throughout the receivership with respect to closing of the Sale Transaction, the liquidation of OGAB, the Finnish Restructuring Programme, ongoing communications with stakeholders, the taxation of its accounts, and other matters as required;
- e) Corresponded with legal counsel for Brunswick Gold Ltd. ("**Brunswick**") with respect to a potential assignment of an unspecified causes of action held by OGC as further discussed in paragraphs 35 through 41 of this Third Report;
- f) Responded to queries from the Canada Revenue Agency ("**CRA**") regarding OGC's goods and services tax ("**GST**") and payroll accounts;
- g) Corresponded with several creditors and other stakeholders;
- h) Corresponded with other interested parties with respect to the assets of the Otso Group of Companies;
- i) Prepared and filed all required reporting to the Office of the Superintendent of Bankruptcy as required by the *Bankruptcy and Insolvency Act* ("**BIA**");
- j) Drafted, reviewed and finalized this Third Report; and
- k) Addressed additional matters of a general and specific nature as they arose from time to time.

Primary assets and liabilities

16. The only remaining assets and liabilities to be determined by the estate were with respect to CRA.
17. As reported in the Receiver's previous reports, CRA had not yet conducted GST and payroll audits and accordingly it was unknown whether the GST receivable would be released to the estate.
18. The Receiver has been notified by CRA that no audits will be completed and that, given the corporate filings are not able to be completed, there will be no GST refund issued.
19. All other assets of OGC have been addressed by the Receiver.

OGAB Foreign Proceedings

20. On December 7, 2021, in the District Court of Soderton in case no. A-20470-21 (the "**Swedish Proceeding**"), OGAB obtained an order staying all proceedings against it until March 7, 2022, subject to further extension.
21. On December 22, 2021, OGAB held its creditor's meeting as required by the Swedish Proceeding. Management advised that no creditors attended the meeting; however, the Swedish tax authorities confirmed they had no claim against OGAB.
22. On March 3, 2022, the Reconstructor of the Swedish Proceeding, at the request of the directors, made an application for a further extension of the Swedish Proceeding. The District Court of Soderton granted a further extension to June 7, 2022.
23. On or around June 7, 2022, the Reconstructor of the Swedish Proceeding, at the request of the directors, made an application for a further extension of the Swedish Proceeding. The District Court of Soderton granted a further extension to September 7, 2022.
24. On or around September 7, 2022, the Reconstructor of the Swedish Proceeding, at the request of the directors, made an application for a further extension of the Swedish Proceeding. The District Court of Soderton granted a further extension to December 7, 2022.
25. An extraordinary general OGAB shareholder meeting was held on December 6, 2022 and it was resolved that OGAB would be liquidated given its only asset, the shares of OGOY, had been sold with the closing of the Sale Transaction on November 17, 2022. Advokat Lars-Henrik Andersson was appointed liquidator.

OGOY Foreign Proceedings

26. On December 7, 2021, in the District Court of Oulu in the proceeding no.2296579-4 (the "**Finnish Proceeding**"), OGOY obtained an order staying all proceedings against it until December 31, 2021 (the "**Finland Stay Period**").
27. On December 30, 2021, OGOY applied for and the Finland Stay Period was extended to February 15, 2022.
28. OGOY engaged BDO OY LLC, a member firm of BDO International Limited ("**BDO**"), to prepare the requisite audit statement required in the Finnish Proceeding. The Receiver was advised that OGOY together with BDO reviewed and restated the financial statements for the fiscal years 2018 to 2021 to reflect a true and fair view of OGOY's financial position; however, BDO did not provided an audit opinion on the financial statements.
29. On February 17, 2022, the District Court of Oulu approved the commencement of the corporate restructuring proceedings of OGOY under the *Finnish Restructuring of Enterprises Act* ("**FREA**") and attorney Pekka Jaatinen of Castrén & Snellman was appointed administrator (the "**Finnish Administrator**").
30. Pursuant to timelines set out in the FREA, the Finnish Administrator was to file a draft restructuring programme on or before May 26, 2022. Upon the application of the Finnish Administrator, the District Court of Oulu issued filing extensions from time to time with the last filing extension expiring on October 31, 2022.
31. The draft Restructuring Programme was distributed to the OGOY creditors on or about October 7, 2022 with the Finnish Administrator recommending its acceptance.

32. On October 27, 2022 the Finnish Administrator submitted the Restructuring Programme to the District Court with a request to affirm the Restructuring Programme. The Restructuring Programme received approval of 94.1 percent, in value, from the creditors who voted.
33. On November 11, 2022 the District Court affirmed the Restructuring Programme, which was fulfilled with payment to the creditors occurring on November 17, 2022 and the Finnish Administrator being discharged on the same day.
34. On December 12, 2022, the period to appeal the Finnish Plan expired with no appeals filed.

Proposed assignment of unspecified claim

35. On October 21, 2022, Brunswick expressed interest in acquiring an unspecified cause(s) of action held by OGC (the "**Unspecified Claim**"). The Receiver, through various correspondence with Brunswick and in consultation with BLG, declined the offer on October 27, 2022 on the basis that it would not be commercially reasonable or in the best interest of the stakeholders given the terms and nominal value of the offer.
36. Ongoing communications occurred with Brunswick and its counsel of record, McEwan Partners, as well as with Farris LLP who were engaged by Brunswick to address their interest in acquiring the Unspecified Claim.
37. On March 24, 2023, Brunswick through its legal counsel, Farris LLP, provided a revised offer to the Receiver. The Receiver, BLG and Farris had numerous discussions and correspondence with respect to the value and implementation terms of the Brunswick offer.
38. The Receiver ultimately concluded that the cost of implementation and potential benefit to the estate was insufficient to make it commercially reasonable to proceed without a non-refundable deposit being paid to ensure the cost to the estate was not born by the secured lender.
39. On April 17, 2023 Brunswick, through its counsel, were advised of the non-refundable deposit requirement which they agreed to on April 20, 2023 subject to the deposit being applied against the eventual purchase price.
40. The Receiver was advised that there was urgency with respect to the assignment and it needed to be completed by the end of May 2023 at the latest.
41. As at the date of this Third Report, the Receiver has not received the non-refundable deposit and there has been no further discussion with respect the acquisition of the Unspecified Claim.

Funds held in Trust for Westech

42. On December 21, 2021 a Consent Order was obtained from this Honourable Court with respect to the Otso Group of Companies which resulted in a deposit of US \$50,000 to BLG, the Monitor's CCAA Counsel, in Trust in order for OGOY to secure the services of Westech for the mine operations.
43. The final invoices for Westech services, for the periods up to November 15, 2022, were received by the Receiver on November 22, 2022. OGOY did not have sufficient funds to pay the accounts and required that the funds held in Trust, pursuant to the Consent Order, be used to pay Westech.
44. Payment of the accounts, upon receipt of the necessary banking information, occurred on January 20, 2023 and the remainder of the funds held in Trust were paid to the Receiver.

OGC Records

45. As reported in the First and Second Reports, not all records of OGC were provided to the Receiver upon its appointment. During the CCAA proceedings, records associated with the Otso Group of Companies were obtained by Kroll from Lionsbridge Capital PTY Ltd. ("**Lionsbridge**").
46. Pursuant to the arrangements in place between OGC and Lionsbridge, Kroll gained access to the records and the records were to have been reviewed for solicitor-client privilege before they were released to any party, including OGC or its counsel.
47. The privilege review was not completed before OGC was placed in Receivership.
48. As reported in paragraphs 47 - 48 of the Second Report, ongoing communication had occurred with Brunswick's counsel to obtain the records provided to Kroll. Since the Second Report, no further communications have occurred with respect to this matter.
49. Given the records have not been provided to the Receiver by Kroll, the Receiver recommends that this Honourable Court authorize and direct Kroll to destroy the OGC records obtained from Lionsbridge.

Fees of the Receiver

50. The Receiver's professional fees are calculated based on hours spent at rates established by each professional based on their qualifications and experience.
51. The Receiver's fees in relation to the administration of the Receivership, up to and including June 30, 2023, total approximately \$185,000 (excluding GST). This total comprises eight (8) interim invoices for Receiver's fees from January 14, 2022 to June 30, 2023, and estimated costs to complete these receivership proceedings of \$10,000 (excluding GST) on the basis that all relief sought in this Third Report is granted by this Honourable Court.
52. In the Receiver's opinion, the services rendered in respect of these fees have been duly rendered in response to required and necessary duties of the Receiver hereunder and are reasonable in the circumstances. A summary of the Receiver's invoices is attached hereto as **Appendix "B"**.

Fees and disbursements of the Receiver's legal counsel

53. BLG's cumulative fees and disbursements on this matter total approximately \$235,000 (excluding taxes) to June 30, 2023 with estimated costs to complete these receivership proceedings of \$10,000 (excluding GST) on the basis that all relief sought in this Third Report is granted by this Honourable Court. The accounts of BLG are calculated based on hours spent at rates established by each professional based on their qualifications and experience.
54. Pursuant to this Honourable Court's Reasons for Judgement dated November 3, 2022, BLG was directed to proceed to taxation of its accounts by the Registrar. This Honourable Court was satisfied that the fees reflected necessary services that were competently rendered, however it was not satisfied that the rate charged for a junior lawyer was reasonable.
55. BLG proceeded to have the accounts taxed and the Registrar's Report stated "The evidence presented at the hearing before me established that the market hourly rate for legal services provided by insolvency lawyers in their first or second year of practice in insolvency matters similar to this proceeding is \$315 to \$395."
56. The Registrar recommended that the legal services of the junior lawyer be set at \$325.

57. BLG has adjusted its fees to reflect the Registrar’s recommendation to this Honourable Court. These adjustments are reflected in discounts on the July 10, 2023 invoice. BLG reduced the junior lawyer’s rate for that invoice to \$325, and applied that rate to time spent in 2022 and in 2023. This rate reduction resulted in a discount of \$7,707 on the July 10, 2023 invoice. BLG also reduced the junior lawyer’s fees by an additional \$2,282.17. This additional amount is the difference between the fees charged for the 56.3 hours that were the subject of the Registrar hearing, and the amount that would have been charged at the \$325 rate recommended by the Registrar. Details of the adjustments will be described in further detail in an affidavit from BLG.
58. The Receiver is of the opinion that BLG’s fees are reasonable and appropriate in the circumstances. A summary of BLG’s invoices is attached hereto as **Appendix “C”**.

Final statement of receipts and disbursements

59. The final Statement of Receipts and Disbursements reflecting the administration of the receivership for the period from January 14, 2022 to July 11, 2023, attached hereto as **Appendix “A”**, is summarized below.

	Amount (\$)
Receipts	538,777
Disbursements	(476,927)
Estate balance as at July 11, 2023	61,850

60. Pursuant to the Receivership Order, the Receiver could have borrowed up to \$3.5 million in aggregate without further Court approval. As at the date of this Third Report, the Receiver’s borrowings from Pandion total approximately \$119,400. Funds have been drawn to pay the Receiver and BLG’s legal fees, as well as to fund legal counsel in both Sweden and Finland to affect the board of director changes in those regions.
61. Any remaining estate funds will be remitted to Pandion as repayment of the Receivership Borrowings. The Receiver has notified Pandion that it will not be able to repay the Receivership Borrowings in full.

Remaining activities and discharge of Receiver

62. The Receiver has concluded the majority of its administration of the receivership. The remaining tasks to conclude the receivership proceedings are as follows:
- a) Settle any remaining estate liabilities and payment of professional fees;
 - b) Remit the balance of estate funds to Pandion as partial repayment of the Receivership Borrowings;
 - c) Complete the final GST filing and close the receivership GST account with CRA;
 - d) Prepare a final statutory report and file same with the OSB in accordance with subsection 246(3) of the BIA; and
 - e) Close the Receiver’s trust accounts.
63. Other than the matters addressed in this Third Report, the Receiver has completed its administration of the estate in accordance with the terms of the Receivership Order and the various other orders rendered by the Court in the course of this proceeding. The Receiver is not aware of its services being required for any further purpose other than as set out herein.

64. Accordingly, the Receiver is seeking its discharge which will be effective upon the filing of a Receiver's Certificate certifying completion of the remaining tasks outlined in paragraph 62 above.

Conclusions and recommendations


65. Based on the foregoing, the Receiver respectfully recommends that this Honourable Court grant the relief detailed in paragraph 11 of this Third Report and such further and other relief as this Honourable Court deems appropriate in the circumstances.

All of which is respectfully submitted at Vancouver, British Columbia this 11th day of July 2023.

DELOITTE RESTRUCTURING INC.,

In its capacity as Court-appointed
Receiver of Otso Gold Corp
and not in its personal capacity.

Per:



Melinda McKie, CPA, CMA, CIRP, LIT
Senior Vice-President

APPENDIX "A"

**IN THE MATTER OF THE RECEIVERSHIP OF OTSO GOLD CORP.
INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD JANUARY 14, 2022 TO JULY 11, 2023**

	Amount (\$)
Receipts	
Cash on hand	169,556
JV sale proceeds	220,000
Released Trust Funds	29,547
Receiver's certificates	119,445
Interest	230
Total receipts	538,777
Disbursements	
Receiver's fees and costs	184,949
Legal fees/disbursements	235,165
Retainers to foreign legal counsel	19,445
GST Paid	20,991
PST Paid	16,355
Bank charges	23
Total disbursements	476,927
Excess of receipts over disbursements	61,850

APPENDIX "B"

IN THE MATTER OF THE RECEIVERSHIP OF OTSO GOLD CORP.

SUMMARY OF RECEIVER'S FEES

AS AT JULY 11, 2023

\$CAD

Invoice	Period	Fees	GST	Total
8002457978	January 14, 2022 to February 4, 2022	64,865.50	3,243.28	68,108.78
8002611125	Februray 5, 2022 to April 1, 2022	46,394.00	2,319.70	48,713.70
8002694963	April 2, 2022 to June 1, 2022	12,824.00	641.20	13,465.20
8002836275	June 7, 2022 to August 9, 2022	8,318.50	415.93	8,734.43
8002950872	August 10, 2022 to September 30, 2022	22,221.00	1,111.05	23,332.05
8003049825	October 1, 2022 to November 4, 2022	15,727.50	786.38	16,513.88
8003233231	November 5, 2023 to January 6, 2023	4,478.00	223.90	4,701.90
8003395498	January 7, 2023 to March 6, 2023	1,931.50	96.58	2,028.08
8003766479	March 7, 2023 to June 30, 2023	8,188.50	409.43	8,597.93
		184,948.50	9,247.44	194,195.94
Estimated costs to close receivership administration		10,000.00	500.00	10,500.00
		194,948.50	9,747.44	204,695.94

APPENDIX "C"

**IN THE MATTER OF THE RECEIVERSHIP OF OTSO GOLD CORP.
SUMMARY OF LEGAL FEES
AS AT JULY 11, 2023
\$CAD**

Invoice	Period	Fees	Disbursements	Subtotal	GST	PST	Total
698075769	January 14, 2022 to January 31, 2022	50,184.00	44.13	50,228.13	2,511.41	3,512.88	56,252.42
698094978	February 1, 2022 to February 28, 2022	55,141.50	315.98	55,457.48	2,772.88	3,859.91	62,090.27
698095276	March 1, 2022 to March 31, 2022	25,290.00	36.00	25,326.00	1,266.30	1,770.30	28,362.60
698112505	April 1, 2022 to April 30, 2022	24,029.50	355.50	24,385.00	1,212.91	1,682.07	27,279.98
698118052	May 1, 2022 to May 31, 2022	5,000.00	-	5,000.00	250.00	350.00	5,600.00
698130355	June 1, 2022 to June 22, 2022	2,117.50	13.50	2,131.00	105.88	148.23	2,385.11
698160701	July 12, 2022 to September 30, 2022	10,000.00	104.55	10,104.55	505.23	700.00	11,309.78
698205392	October 2 2022 to December 31, 2022	20,000.00	205.50	20,205.50	1,006.28	1,400.00	22,611.78
698222175	January 1 2023 to February 28, 2023	1,452.00	-	1,452.00	72.60	101.64	1,626.24
698256499	March 1, 2023 to May 31, 2023	3,117.00	-	3,117.00	155.85	218.19	3,491.04
698267789	November 10, 2022 to June 30, 2023	37,311.83	446.50	37,758.33	1,883.92	2,611.83	42,254.08
		233,643.33	1,521.66	235,164.99	11,743.26	16,355.05	263,263.30
Estimated costs to close receivership administration		10,000.00		10,000.00	496.86	695.59	11,192.44
		243,643.33	1,521.66	245,164.99	12,240.12	17,050.64	274,455.74