

CANADA**SUPERIOR COURT****PROVINCE OF QUEBEC
DISTRICT OF ABITIBI**

IN THE MATTER OF THE PROPOSAL OF:No: 615-11-001401-142
Dossier No. 33-190914**MINÉRAUX MAUDORE LTÉE**

Debtor

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

**MOTION TO EXTEND THE PERIOD FOR MAKING A PROPOSAL
(S. 50.4(9) OF THE *BANKRUPTCY AND INSOLVENCY ACT*)**

**TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN
BANKRUPTCY MATTERS IN AND FOR THE DISTRICT OF ABITIBI, OR TO THE
BANKRUPTCY REGISTRAR, THE DEBTOR RESTFULLY STATES:**

1. Minéraux Maudore ltée (“**Maudore**”), a publicly-owned company listed as MAO on the TSX Venture Exchange (TSX-V), is a Quebec junior gold company with more than 22 exploration projects located near the towns of Amos, Lebel-sur-Quévillon and Matagami.
2. Maudore is the majority shareholder of Mines Aurbec inc. (“**Aurbec**”), whose principal assets are the Sleeping Giant mine and processing facility about 80 km north of Amos (“**Sleeping Giant**”), and the Vezza project about 25 km south of Matagami (“**Vezza**”).
3. On September 8, 2014, both Aurbec and Maudore filed notices of their intention to make a proposal to their creditors under the *Bankruptcy and Insolvency Act* (“**BIA**”), with Samson Bélaïr/Deloitte & Touche Inc. agreeing in both instances to act as proposal trustee (the “**Trustee**”), the whole as appears from a copy of the documents mailed to the creditors of Maudore, **Exhibit P-1**, and a copy of the documents mailed to the creditors of Aurbec, **Exhibit P-2**.

- 2 -

4. The most significant secured creditor of both Aurbec and Maudore is FBC Holdings S.à.r.l., controlled by Cyrus Capital Partners L.P. (collectively, "Cyrus"); its claim against Aurbec of over \$30 million is secured by all of the assets of Aurbec and is first-ranking on all assets with the exception of the immovable property relating to Vezza.
5. Even prior to the filing of the notices of intention, Aurbec and Maudore had been working with Cyrus (which is also a significant shareholder of Aurbec) to be able to make a proposal to their creditors, which would probably involve the separation of the exploration assets from the production assets, and additional capital from the sale of Sleeping Giant or Vezza or both.
6. To this end, following the filing of the notices of intention a list of potential investors/acquirers was compiled, and approximately 30 parties were sent a confidentiality agreement which, once executed, permits access to a data room set up by Aurbec and Maudore in order to explore a potential transaction.
7. Vezza was shut down several months prior to the notices of intention because the price of gold was not sufficient to cover extraction costs given the ore concentrations found in the mine.
8. In order to minimize costs, Aurbec's management decided in early October to commence the shutdown of operations at the Sleeping Giant mine as well, as it could not be operated profitably under current market conditions.
9. On October 8, 2014, the deadline for Aurbec and Maudore to file their proposals was extended for a period of 44 days, ending on November 21, 2014, as appears from the court record.
10. On October 14, 2014, a sale process undertaken by Aurbec generated an offer for various equipment no longer required by Aurbec, which sale was approved by the court on November 7, 2014, as appears from the court record.
11. The purchaser of the equipment will commence the process of dismantling and removing the purchased equipment from Vezza before returning it to its original condition.
12. The sale of the equipment has improved Aurbec's cash position, and in light of the reduced overhead from the shutdown of operations, Aurbec is more than able to meet its present obligations while it continues the process of developing a proposal for its creditors, as appears from a copy of cash flows of Aurbec and Maudore for the week ending January 4, 2015, **Exhibit P-3**.
13. Aurbec is in the process of signing an agreement with a third party to collect, process and sell whatever gold residues can be recovered following the mine-out process at Sleeping Giant.

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14. Aurbec and Maudore would likely be able to make a viable proposal following the sale of either Sleeping Giant or Vezza or both; the process of seeking a purchaser for Vezza and/or Sleeping Giant is ongoing but no prospective purchaser has yet been identified and it is therefore foreseeable that raising additional capital to fund a proposal will require significant additional time.
15. The debtor therefore requests an extension of its deadline to make a proposal for an additional period of 45 days, until January 5, 2014.
16. No creditors will be materially prejudiced by the extension, as supported by the cash flows of Maudore and Aurbec (Exhibit P-3), and by the fact that the bankruptcy and immediate liquidation of all assets would be insufficient to pay the claims of secured creditors such that creditors with unsecured pre-filing claims would suffer a total loss.
17. Aurbec intends to pay, prior to November 21, 2014, all outstanding severance, accrued vacation and retention bonuses owed to employees, including senior management, with the consent of Cyrus.
18. The debtor has acted, and is acting in good faith and with due diligence, notably in its efforts to minimize costs and maximize recovery while continuing to pursue a viable proposal.
19. The Trustee supports an extension for both Maudore and Aurbec, as appears from a copy of the Report of the Trustee on the Monitoring of the Insolvent Person's Business and Financial Affairs for Maudore, **Exhibit P-4**, and for Aurbec, **Exhibit P-5**.


WHEREFORE, MAY IT PLEASE THE COURT:

GRANT the present motion.

EXTEND the period for the debtor to make its proposal for an additional period of 45 days, from Friday, November 21, 2014 until Monday, January 5, 2015.

THE WHOLE without costs, unless contested.

MONTREAL, November 19, 2014



WOODS LLP
Attorneys for the Debtor

CANADA

SUPERIOR COURT

PROVINCE OF QUEBEC
DISTRICT OF ABITIBI

IN THE MATTER OF THE PROPOSAL OF:

No: 615-11-001401-142
Dossier No. 33-190914

MINÉRAUX MAUDORE LTÉE

Debtor

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

**AFFIDAVIT OF GEORGE FOWLIE
(MOTION FOR A SECOND EXTENSION OF THE PERIOD FOR MAKING A PROPOSAL)**

I, the undersigned, **George Fowlie**, domiciled and residing for present purposes at 1495 4th Street, Val-d'Or, Quebec, J9P 6X1 do solemnly affirm that:

1. I am chairman of the boards of directors of Minéraux Maudore ltée ("**Maudore**") and Mines Aurbec inc. ("**Aurbec**").
2. Minéraux Maudore ltée ("**Maudore**"), a publicly-owned company listed as MAO on the TSX Venture Exchange (TSX-V), is a Quebec junior gold company with more than 22 exploration projects located near the towns of Amos, Lebel-sur-Quévillon and Matagami.
3. Maudore is the majority shareholder of Mines Aurbec inc. ("**Aurbec**"), whose principal assets are the Sleeping Giant mine and processing facility about 80 km north of Amos ("**Sleeping Giant**"), and the Vezza project about 25 km south of Matagami ("**Vezza**").
4. On September 8, 2104, both Aurbec and Maudore filed notices of their intention to make a proposal to their creditors under the *Bankruptcy and Insolvency Act* ("**BIA**"), with Samson Bélaïr/Deloitte & Touche Inc. agreeing in both instances to act as proposal trustee (the "**Trustee**"), the whole as appears from a copy of the documents mailed to the creditors of Maudore, **Exhibit P-1**, and a copy of the documents mailed to the creditors of Aurbec, **Exhibit P-2**.

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5. The most significant secured creditor of both Aurbec and Maudore is IBC Holdings S.à.r.l., controlled by Cyrus Capital Partners L.P. (collectively, "Cyrus"); its claim against Aurbec of over \$30 million is secured by all of the assets of Aurbec and is first-ranking on all assets with the exception of the immovable property relating to Vezza.
6. Even prior to the filing of the notices of intention, Aurbec and Maudore had been working with Cyrus (which is also a significant shareholder of Aurbec) to be able to make a proposal to their creditors, which would probably involve the separation of the exploration assets from the production assets, and additional capital from the sale of Sleeping Giant or Vezza or both.
7. To this end, following the filing of the notices of intention a list of potential investors/acquirers was compiled, and approximately 30 parties were sent a confidentiality agreement which, once executed, permits access to a data room set up by Aurbec and Maudore in order to explore a potential transaction.
8. Vezza was shut down several months prior to the notices of intention because the price of gold was not sufficient to cover extraction costs given the ore concentrations found in the mine.
9. In order to minimize costs, Aurbec's management decided in early October to commence the shutdown of operations at the Sleeping Giant mine as well, as it could not be operated profitably under current market conditions.
10. On October 8, 2014, the deadline for Aurbec and Maudore to file their proposals was extended for a period of 44 days, ending on November 21, 2014, as appears from the court record.
11. On October 14, 2014, a sale process undertaken by Aurbec generated an offer for various equipment no longer required by Aurbec, which sale was approved by the court on November 7, 2014, as appears from the court record.
12. The purchaser of the equipment will commence the process of dismantling and removing the purchased equipment from Vezza before returning it to its original condition.
13. The sale of the equipment has improved Aurbec's cash position, and in light of the reduced overhead from the shutdown of operations, Aurbec and Maudore are more than able to meet their present obligations while they continue the process of developing a proposal for their creditors, as appears from a copy of cash flows of Aurbec and Maudore for the week ending January 4, 2015, Exhibit P-3.
14. Aurbec is in the process of signing an agreement with a third party to collect, process and sell whatever gold residues can be recovered following the mine-out process at Sleeping Giant.

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15. Aurbec and Maudore would likely be able to make a viable proposal following the sale of either Sleeping Giant or Vezza or both; the process of seeking a purchaser for Vezza and/or Sleeping Giant is ongoing but no prospective purchaser has yet been identified and it is therefore foreseeable that raising additional capital to fund a proposal will require significant additional time.
16. The debtor therefore requests an extension of its deadline to make a proposal for an additional period of 45 days, until January 5, 2014.
17. No creditors will be materially prejudiced by the extension, as supported by the cash flows of Maudore and Aurbec (Exhibit P-3), and by the fact that the bankruptcy and immediate liquidation of all assets would be insufficient to pay the claims of secured creditors such that creditors with unsecured pre-filing claims would suffer a total loss.
18. Aurbec intends to pay, prior to November 21, 2014, all outstanding severance, accrued vacation and retention bonuses owed to employees, including senior management, with the consent of Cyrus.
19. The debtor has acted, and is acting in good faith and with due diligence, notably in its efforts to minimize costs and maximize recovery while continuing to pursue a viable proposal.
20. The Trustee supports an extension for both Maudore and Aurbec, as appears from a copy of the Report of the Trustee on the Monitoring of the Insolvent Person's Business and Financial Affairs for Maudore, Exhibit P-4, and for Aurbec, Exhibit P-5.
21. All of the facts in my affidavit are true.

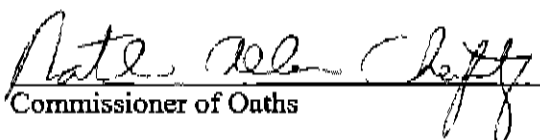
AND I HAVE SIGNED



 GEORGE FOWLIE

Solemnly affirmed before me in

TORONTO ONTARIO
 this 19th day of November, 2014



 Commissioner of Oaths

NOTICE OF PRESENTATION

TO:

Mr. Jean-François Nadon
Samson Bélair/Deloitte & Touche Inc.
1 Place Ville-Marie, suite 3000
Montreal (Quebec) H3B 4T9

Mtre. Jonathan Warin
Lavery
1 Place Ville Marie
Suite 4000
Montreal (Quebec) H3B 4M4

Ms. Lucie Pageot
Direction générale du recouvrement
Revenue Quebec
Secteur C65-61
1265, Blvd. Charest Ouest
Quebec (Quebec) G1N 4V5

Mtre. Alain Riendeau
Fasken Martineau Dumoulin LLP
Place Victoria
800, Square-Victoria Street
Suite 3700
Montreal (Quebec) H4Z 1E9

Mr. Jean Gagnon
Raymond Chabot Inc.
Tower of the Bank National
2000-600 de la Gauchetière West, St.
Montreal (Quebec) H3B 4L8

TAKE NOTICE that the Motion to Extend the Period for Making a Proposal shall be presented to the bankruptcy registrar at the courthouse of Val d'Or, 900 - 7th Street, on **November 21, 2014 at a time and place to be determined.**

DO GOVERN YOURSELF ACCORDINGLY.

MONTREAL, November 19, 2014



WOODS LLP
Attorneys for the Debtor

CANADA

SUPERIOR COURT

**PROVINCE OF QUEBEC
DISTRICT OF ABITIBI**

IN THE MATTER OF THE PROPOSAL OF:

No: 615-11-001401-142
Dossier No. 33-190914

MINÉRAUX MAUDORE LTÉE.

Debtor

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

LIST OF EXHIBITS

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- P-1: Documents mailed to the creditors of Maudore;
 - P-2: Documents mailed to the creditors of Aurbec;
 - P-3: Cash flows of Aurbec and Maudore ending dated January 4, 2015;
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MONTREAL, November 19, 2014



WOODS LLP
 Attorneys for the Debtor

No.:615-11-001401-142

SUPERIOR COURT
DISTRICT OF ABITIBI
PROVINCE OF QUÉBEC

**IN THE MATTER OF THE PROPOSAL
OF:**

MINÉRAUX MAUDORE LTÉE.

Debtor

and

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

Trustee

**MOTION TO EXTEND THE PERIOD FOR
MAKING A PROPOSAL + AFFIDAVIT +
NOTICE OF PRESENTATION + LIST OF
EXHIBITS AND EXHIBITS P-1 TO P-5**

ORIGINAL

Mtre. Neil A. Peden
File No.: 5574-1

Woods s.c.n.c.r./LLP
Avocats / Barristers & Solicitors
2000, av. McGill College, bureau 1700
Montréal (Québec) H3A 3H3
T 514 982-4545 F 514-284-2046
Code **BW 0208**

CANADA**SUPERIOR COURT****PROVINCE OF QUEBEC
DISTRICT OF ABITIBI**

IN THE MATTER OF THE PROPOSAL OF:No: 615-11-001402-140
Dossier No. 33-190909**MINES AURBEC INC.**

Debtor

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

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(s. 50.4(9) OF THE *BANKRUPTCY AND INSOLVENCY ACT*)**

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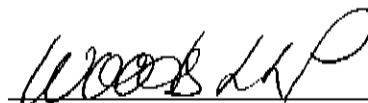
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MONTREAL, November 19, 2014



WOODS LLP

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CANADA**SUPERIOR COURT****PROVINCE OF QUEBEC
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Dossier No. 33-190909**MINES AURBEC INC.**

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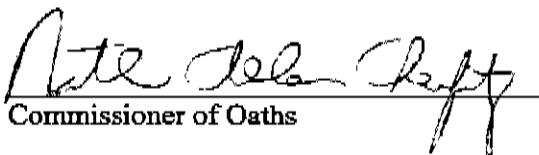
AND I HAVE SIGNED



GEORGE FOWLIE

Solemnly affirmed before me in

TORONTO, ONTARIO
this 19th day of November, 2014



Commissioner of Oaths

NOTICE OF PRESENTATION

TO:

Mr. Jean-François Nadon
Samson Bélair/Deloitte & Touche Inc.
1 Place Ville-Marie, suite 3000
Montreal (Quebec) H3B 4T9

Mtre. Jonathan Warin
Lavery
1 Place Ville Marie
Suite 4000
Montreal (Quebec) H3B 4M4

Ms. Lucie Pageot
Direction générale du recouvrement
Revenu Québec
Secteur C65-61
1265, Blvd. Charest Ouest
Québec (Québec) G1N 4V5

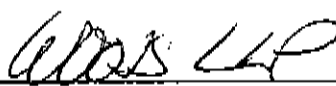
Mtre. Alain Riendeau
Fasken Martineau Dumoulin LLP
Place Victoria
800, Square-Victoria Street
Suite 3700
Montreal (Quebec) H4Z 1E9

Mr. Jean Gagnon
Raymond Chabot Inc.
Tower of the Bank National
2000-600 de la Gauchetière West, St.
Montreal (Quebec) H3B 4L8

TAKE NOTICE that the Motion to Extend the Period for Making a Proposal shall be presented to the bankruptcy registrar at the courthouse of Val d'Or, 900 - 7th Street, on **November 21, 2014 at a time and place to be determined.**

DO GOVERN YOURSELF ACCORDINGLY.

MONTREAL, November 19, 2014



WOODS LLP
Attorneys for the Debtor

CANADA

SUPERIOR COURT

**PROVINCE OF QUEBEC
DISTRICT OF ABITIBI**

IN THE MATTER OF THE PROPOSAL OF:

No: 615-11-001402-140
Dossier No. 33-190909

MINES AURBEC INC.

Debtor


SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

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MONTREAL, November 19, 2014



WOODS LLP
Attorneys for the Debtor

No.:615-11-001402-140

SUPERIOR COURT
DISTRICT OF ABITIBI
PROVINCE OF QUÉBEC

IN THE MATTER OF THE PROPOSAL
OF :

MINES AURBEC INC.

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MOTION TO EXTEND THE PERIOD FOR
MAKING A PROPOSAL + AFFIDAVIT +
NOTICE OF PRESENTATION + LIST OF
EXHIBITS AND EXHIBITS P-1 TO P-5

ORIGINAL

Mtre. Neil A. Peden
File No.: 5574-1

Woods s.e.n.c.r.l./LLP
Avocats / Barristers & Solicitors
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