



No. S2110503
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT
AGREEMENT ACT*, R.S.C. 1985 c. C-36

AND

IN THE MATTER OF OTSO GOLD CORP. OTSO GOLD OY, OTSO GOLD AB and
2273265 ALBERTA LTD.

PETITIONERS

CONSENT ORDER

BEFORE THE HONOURABLE)
MR. JUSTICE GOMERY) 21 DECEMBER 2021

ON THE APPLICATION of Westech International Pty Ltd. ("**Westech**"), without a hearing and by consent;

THIS COURT ORDERS AND DECLARES THAT:

1. Subject to paragraphs 3 to 6 of this Order, upon payment by the Petitioners to counsel for the Monitor of a deposit in the amount of \$50,000 USD (the "**Deposit**"), Westech shall continue to provide certain technical services in the same manner and consistent with the services agreement dated July 2, 2019 as amended September 26, 2019 and December 13, 2020 (collectively, the "**Services Agreement**").
2. Counsel for the Monitor shall hold the Deposit in trust as security for payment of invoices delivered by Westech to the Petitioners for services rendered to the Petitioners after December 15, 2021 ("**Post-Protection Services**") in accordance with the Services Agreement.
3. Westech shall issue:

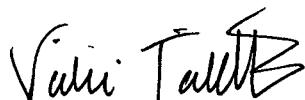
- (a) forthwith, an invoice (including details of the Westech personnel whose services are the subject of the invoice, the days worked by each person and the daily rate charged for each person) in respect of services provided pursuant to the Services Agreement during the period from December 3 to December 15, 2021, inclusive (the “**Initial Invoice**”); and
- (b) invoices (each including details of the Westech personnel whose services are the subject of the invoice, the days worked by each person and the daily rate charged for each person) in respect of Post-Protection Services (the “**Post-Protection Invoices**”, and each a “**Post-Protection Invoice**”) on the 15th and 30th of each month commencing on December 30, 2021,

and the Petitioners shall pay the Initial Invoice and each Post-Protection Invoice (collectively, the “**Invoices**”) within two business days of delivery, provided that if the delivery date of an Invoice is not a business day, payment shall be made within two business days of the business day next following the delivery date. For the purposes of this Order, “business day” shall mean a business day in Finland.

4. The Petitioners shall promptly pay any reasonable expenses (the “**Expenses**”), including travel and accommodation expenses, incurred in connection with the provision of the Post-Protection Services directly to the provider thereof.
5. In the event that the Petitioners fail to comply with their obligations pursuant to paragraph 4 of this Order, Westech may request in writing payment of the unpaid Invoice(s) from the Deposit and upon such request counsel for the Monitor shall use all or part of the Deposit to satisfy the unpaid amounts. The Petitioners are authorized to pay to counsel for the Monitor such amount as may be necessary to restore the full amount of the Deposit.
6. Westech shall have no obligation to provide any Post-Protection Services if the cumulative balance of Invoices that remains outstanding after the time provided for payment in paragraph 4 above is in excess of the balance of the Deposit held by counsel for the Monitor at any given time.
7. The amount of the Deposit may be varied by written agreement between the Petitioners, the Monitor and Westech, or by further Order of this Court. The parties are hereby granted leave to apply to vary, modify or set aside this Order.
8. Any of the Petitioners, the Monitor and Westech has leave to apply to vary, modify or set aside any term of this Order.

9. Endorsement of this Order by counsel for the Petitioners and counsel for the Monitor is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Vicki Tickle
Lawyer for the applicant

BY THE COURT

REGISTRAR

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IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF OTSO GOLD CORP., OTSO GOLD OY, OTSO
GOLD AB, and 2273265 ALBERTA LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

mcmillan

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Attention: Vicki Tickle/Daniel Shouldice

File No. 287602
