

**SUPERIOR COURT**  
(Commercial Division)

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF ABITIBI

No: 615-11-001311-127

DATE: October 15, 2015

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By: **THE HONOURABLE ROBERT DUFRESNE, J.S.C.**

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

**CENTURY MINING CORPORATION,**  
Debtor

and  
**DELOITTE RESTRUCTURING INC.,** formerly known as **SAMSON BÉLAIR / DELOITTE & TOUCHE INC.,**  
Receiver/Petitioner

and  
**COMPUTERSHARE TRUST COMPANY OF CANADA,**  
Collateral Agent

and  
**DEUTSCHE BANK AG, LONDON BRANCH,**  
Principal Secured Creditor

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JUDGMENT

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[1] **ON READING** the Receiver / Petitioner Deloitte Restructuring Inc.'s, (the "**Receiver**") Re-Amended Motion for an Order Approving the Partial Distribution of the Proceeds of the Sale of Certain Assets of Century Mining Corp. (the "**Motion**"), the affidavit and the exhibits in support thereof;

[2] **SEEING** the service of the Motion;

[3] **SEEING** the submissions of the attorneys;

[4] **WHEREFORE THE COURT:**

[5] **GRANTS** the Motion;

**SERVICE**

[6] **ORDERS** that any prior delay for the presentation of this Motion is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

[7] **PERMITS** service of this Order at any time and place and by any means whatsoever.

**PARTIAL DISTRIBUTION**

[8] **AUTHORIZES** the Receiver to distribute the amounts specified hereinafter (the "**Partial Distribution**") which represent part of the sums currently being held in trust by the Receiver as proceeds of sales of assets of Century Mining Corporation ("**CMC**"), the whole subject to minor adjustments as to the amounts indicated hereinafter as may be deemed necessary by the Receiver upon receipt of final statements and claims, as applicable:

(a) **\$317,051 plus applicable taxes**, to the Receiver, as partial payment for services rendered, fees and disbursements of the Receiver, the Receiver's attorneys and other advisors (the "**Professionals**") in the present proceedings (the "**Payment to the Professionals**");

(b) With respect to the *key employee retention plan* order issued on July 13, 2012 by this Honourable Court, and as it was subsequently modified by order of this Court on September 3, 2014 (the "**KERP**"), **\$729,215.86** in total to the group of individuals and governmental authorities listed in the schedule of payments filed herewith under seal of confidentiality as **EXHIBIT R-1**, each individual and other recipient being paid in accordance with the payment indicated in each case in said schedule of payments, and with respect to said employees, in each case as a final payment with respect to any and all sums owed to them under the KERP;

(c) **\$316,926.15** to the *Department of Human Resources and Skills Development Canada*, (the "**DHRSDC**") or to any entity designated by DHRSDC, in final payment of any and all sums owed by CMC under the *Wage Earner Protection Program* ("**WEPP**") pursuant to the *Wage Earner Protection Program Act*, S.C. 2005, c.47, s.1 ("**WEPPA**") and that; would be covered by the priority set out under section 81.4 of the *Bankruptcy and Insolvency Act*, R.S.C. (1985) c. B-3 (the "**BIA**");

(d) **\$41,142.45** to the group of individuals listed in the claims filed herewith under seal of confidentiality as **EXHIBIT R-7**, each individual being paid in

accordance with the payment indicated in each case in said claim, and in each case as a final payment with respect to any and all sums owed to them under section 81.4 BIA;

(e) **\$109, 348** to the *Régie des rentes du Québec* (“**RRQ**”) in final payment of any and all sums owed by CMC to the RRQ and under the *Supplemental Pension Plans Act*, C.Q.L.R., c.R-15.1 (“**SPPA**”) that would be covered by the priority set out under section 81.6 BIA;

(f) **\$151,230.02** to remain in trust until a final judgment is rendered or a settlement out of court is entered into between *Canada Revenue Agency* (“**CRA**”) and *Commission de la santé et de la sécurité du travail* (“**CSST**”) considering the contestation by the CRA of the agreement entered into between the Receiver and CSST on November 18, 2014 (the “**CSST-Receiver Agreement**”) with regards to the portion of the proceeds to be remitted to CSST, a copy of the CSST-Receiver Agreement being filed herewith as **EXHIBIT R-9** (collectively the “**CSST Distribution**”);

[9] **ORDERS** and **DECLARES** that any distributions pursuant to this Order shall not constitute a “distribution” and the Receiver shall not constitute a “legal representative” or “representative” of CMC for the purposes of section 14 of the *Tax Administration Act*, R.S.Q., c. A-6.002, or any other similar provincial tax legislation (collectively, the “**Tax Laws**”), given that the Receiver is only a disbursing agent pursuant to this Order and the Receivership Order, and the Receiver in making such payments is not “distributing”, nor shall be considered to “distribute” not to have “distributed”, such funds for the purpose of the Tax Laws, and the Receiver shall not incur any liability under the Tax Laws in respect of it making any payments ordered or permitted hereunder, and is hereby forever released, remised and discharged from any claims against it under or pursuant to the Tax Laws or otherwise at law, arising in respect of payments made pursuant to this Order and any claims of this nature are hereby forever barred;

[10] **DECLARES** and **ORDERS** that the Administrative Charge, as this term is defined at paragraph [26] of the receivership order issued by the Court on May 29, 2012, (the “**Receivership Order**”), shall remain at \$350,000 following the Payment to the Professionals, the whole in order to secure the professional fees and disbursements incurred or to be incurred in the present proceedings in accordance with the Receivership Order, provided that the rights of the parties to contest the ranking of the Administration Charge only with respect to any additional distribution shall be reserved until such additional distribution from the proceeds of the sales of assets of CMC is sought by the Receiver, including the rights of CRA to contend that, only in respect of professional fees and disbursements incurred after the date of this Order, the Administrative Charge does not have priority over the rights conferred upon CRA by subsections 227(4) and (4.1) and (4.1) of the *Income Tax Act*, R.S.C., 1985, c.1 (5th Supp.), subsections 86(2) and 86(2.1) of the *Employment Insurance Act* (S.C. 1996, c.23) and subsections 23(3), 23(4) and following of the *Canada Pension Plan*, R.S.C. 1985, c. C-8;

[11] **ORDERS** that an amount representing the CSST Distribution remains in trust until a final judgment is rendered or a settlement out of court is entered into between CRA and CSST with respect to the contestation by the CRA of the CSST-Receiver Agreement, **EXHIBIT R-9**, with regards to the portion of the proceeds to be remitted to CSST;

**LIMITATION OF LIABILITY**

[12] **DECLARES** that no action lies against the Receiver by reason of this Order or the performance of any act authorized by this Order, except by leave of the Court. The entities related to the Receiver or belonging to the same group as the Receiver shall benefit from the protection arising under the present paragraph.

**GENERAL**

[13] **ORDERS** that **Exhibits R-1, R-5, and R-10** be kept confidential and under seal in the Court record herein until further order of this Court;

[14] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada;

[15] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever;

[16] **THE WHOLE WITHOUT COSTS.**

  
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**ROBERT DUFRESNE, J.S.C.**

Me Guillaume-Pierre Michaud  
Fasken, Martineau, Dumoulin  
Attorneys for Petitioner [...] Deloitte Restructuring inc.

Me Guy Martel  
Stikeman Elliott  
Attorneys for Principal Secured Creditor Deutsche Bank AG, London Branch.

Me Julie Mousseau  
Department of Justice Canada

Date of hearing: October 15, 2015