



No. S-159677
Vancouver Registry

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 CANYON RESOURCES CORPORATION, CR BRIGGS CORPORATION,
CR MONTANA CORPORATION, CR KENDALL CORPORATION, ATNA RESOURCES LTD.
AND HORIZON WYOMING URANIUM, INC.

AND

ATNA RESOURCES INC.

PETITIONER

NOTICE OF APPLICATION

Name of applicant: The Petitioner, Atna Resources Inc. ("Atna US" or the "Petitioner")

To: Those parties on the Service List attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the applicant to the presiding judge or master at the courthouse at 800 Smithe Street, Vancouver, British Columbia on 01/Jun/2017 at 9:15 a.m. for the orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. An Order substantially in the form attached hereto as **Schedule "B"** recognizing the order made in the US Proceeding and entered on November 30, 2016 confirming the Debtors' Joint Chapter 11 Plan of Liquidation (the "**Confirmation Order**"); and
2. An Order substantially in the form attached hereto as **Schedule "C"** approving the activities of the Information Officer and the fees of the Information Officer and its counsel, and discharging the Information Officer (the "**Discharge Order**").

Part 2: FACTUAL BASIS

Background

1. The Petitioner adopts herein the defined terms set out in the petition filed in this proceeding on November 20, 2015 (the "**Petition**").
2. On November 23, 2015, the Petitioner applied for and was granted orders pursuant to Part 4 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended ("**CCAA**"), *inter alia*:
 - (a) recognizing the Petitioner as the Foreign Representative of the US Court in these proceedings and imposing a stay of proceedings with respect to the Debtors;
 - (b) recognizing the US Proceeding as a "foreign main proceeding" under s. 47 of the CCAA;
 - (c) granting the Administration Charge;
 - (d) appointing Alvarez & Marsal Canada Inc. as Information Officer; and
 - (e) recognizing an order permitting the joint administration of the Chapter 11 cases of the Debtors in the US Proceedings.
3. On December 3, 2015, the Petitioner applied for and was granted, *inter alia*, an order recognizing the following orders made by in the US Proceeding pursuant to Part 4 of the CCAA (the "**December Order**"):
 - (a) the order: (i) authorizing, but not directing, the Debtors to maintain their existing bank accounts, cash management system, and business forms;(ii) waiving investment and deposit requirements; and (iii) granting related relief;
 - (b) the order: (i) determining adequate assurance of payment of future utility services; (ii) establishing determination and opt-out procedures; and (iii) restraining utility companies from discontinuing, altering, or refusing service;
 - (c) save and except for the provisions granting adequate protection, the order: (i) authorizing the Debtors to obtain postpetition financing; (ii) authorizing the use of cash collateral; (iii) granting liens, including priming liens, and superpriority

claims; (iv) granting adequate protection; (v) scheduling a final hearing; and (vi) granting related relief; and

- (d) the order: (a) authorizing, but not directing, the Debtors to (i) continue prepetition insurance coverage and pay obligations relating thereto, (ii) maintain insurance premium financing agreements, and (iii) continue and renew their surety bond program and pay obligations relating thereto; and (b) directing all financial institutions to honour all related payment requests.
4. On January 21, 2016, the Petitioner applied for and was granted, *inter alia*, an order recognizing the following orders made by in the US Proceeding pursuant to Part 4 of the CCAA (the “**January Order**”):
- (a) an order establishing a bar date of February 29, 2016 (the “**Bar Date**”) for filing proofs of claim in the US Proceeding (the “**Bar Date Order**”); and
- (b) an order that notice of the Bar Date be published in the national editions of *The Wall Street Journal*, *The Denver Post*, and *The Globe and Mail* (the “**Publish Order**”).
5. On May 5, 2016, the Petitioner applied for and was granted, *inter alia*, the following orders (the “**May Order**”):
- (a) an order recognizing the following orders made in the US Proceeding pursuant to Part 4 of the CCAA:
- (i) an order approving procedures to sell or transfer certain *de minimis* assets, free and clear of liens, claims and encumbrances, and to pay market rate commissions in connection with such sales without further court approval (the “**De Minimis Order**”);
- (ii) a final order: (i) authorizing the Debtors to obtain postpetition financing; (ii) authorizing the use of cash collateral; (iii) granting liens, including priming liens, and superpriority claims; (iv) granting adequate protection; (v) scheduling a final hearing; and (vi) granting related relief (the “**Final DIP Order**”);

- (b) an order vesting the Purchased Assets (as defined in the May Order) in BMC Minerals (No. 1) Ltd. (the "**Vesting Order**").

Recognition of Confirmation Order

- 6. On October 17, 2016, the Debtors filed a Joint Chapter 11 Plan of Liquidation (as amended from time to time, the "**Plan**") and a Disclosure Statement for the Plan (as amended from time to time, the "**Disclosure Statement**") in the US Proceedings.
- 7. Under the Plan, certain assets of the Debtors (the "**Liquidating Trust Assets**") are and have been transferred into a liquidating trust (the "**Liquidating Trust**"), which has been established to, among other things, administer the Liquidating Trust Assets, resolve disputed claims, pursue retained causes of action, and make distributions to the beneficiaries of the Plan.
- 8. On October 18, 2016, an order (the "**Disclosure Statement Order**") was granted by the US Court in the US Proceedings providing for the following relief:
 - (a) approval of the Disclosure Statement;
 - (b) approval of procedures for solicitation of votes on the Plan; and
 - (c) scheduling a hearing for confirmation of the Plan (the "**Confirmation Hearing**").
- 9. The Confirmation Hearing was held on November 29, 2016, and the US Court made the Confirmation Order thereafter. The Confirmation Order was entered on November 30, 2016.
- 10. On this application, the Petitioner seeks an order of this Honourable Court recognizing the Confirmation Order.

Discharge

- 11. The only Canadian assets owned by the Debtors were as follows:
 - (a) the Wolf polymetallic prospect in the Pelly Mountains of southeastern Yukon (the "**Yukon Project**");
 - (b) the Ecstall polymetallic prospect in the Skeena Mining District of British Columbia (the "**BC Project**");

- (c) two accounts for accounts payable with the Bank of Montreal, with balances as at October 28, 2015 of CAD\$10,471.44 and USD\$3,319.02 respectively (the “**BMO Accounts**”); and
 - (d) a brokerage account with Canaccord Genuity with a balance as at November 20, 2015 of USD\$1.00.
12. The Debtors’ interest in the Yukon Project was sold to BMC in April 2016 pursuant to the Sale Agreement (as defined in the Vesting Order).
 13. The Debtors’ interest in the BC Project was sold to Peter Bojtos and John P.H. Bojtos on or around May 19, 2016 for CAD\$15,000. Given the amount of the purchase price, this sale was not subject to court approval, pursuant to the terms of the De Minimis Order, which was recognized by this Honourable Court in the May Order.
 14. The funds in the BMO Accounts, and the funds received from the sale of the Debtors’ interest in the BC Property, have been consolidated into a new bank account, which is controlled by, and in the name of, the Liquidating Trust. The BMO Accounts have been closed.
 15. As such, the Debtors no longer have any assets in Canada.
 16. The Information Officer therefore seeks an order, *inter alia*, approving its activities and accounts to date, and discharging it as Information Officer in this proceeding.

Part 3: LEGAL BASIS

1. Section 49 of the CCAA entitles a foreign representative to apply for recognition of the foreign proceeding in respect of which he or she is a foreign representative.
2. In the context of cross-border insolvencies, Canadian courts have consistently encouraged cooperation between courts in different jurisdictions in order to enable enterprises to restructure on a cross-border basis.

Caesars Entertainment Operating Co. (Re), 2015 ONSC 712, para. 38

3. In deciding whether to recognise foreign orders, Canadian courts have had regard to the following factors:
 - (a) the highly integrated corporate structure of the companies applying for the relief;

- (b) the necessity of a coordinated approach in the CCAA proceedings;
- (c) whether the foreign representative was of the view that recognition of the foreign orders was necessary for maintaining the status quo and the protection of the debtor's property;
- (d) whether the recognition of foreign orders will materially prejudice the debtor's Canadian creditors; and
- (e) whether such recognition is contrary to the CCAA or public policy.

Caesars Entertainment, para. 39
Massachusetts Elephant & Castle Group, Inc. (Re), 2011 ONSC 4201, para. 39
Hartford Computer Hardware, Inc. (Re), 2012 ONSC 964, paras. 4, 13

4. The Petitioner specifically relies on:

- (a) *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (b) Supreme Court Civil Rules, B.C. Reg. 241/2010, as amended, and in particular Rules 1-3, 4-4, 8-1, 13-1, 22-1 and 22-4 thereof; and
- (c) the inherent and equitable jurisdiction of this Honourable Court.

Part 4: MATERIAL TO BE RELIED ON

- 1. Affidavit #6 of Krystal Shayler, made on 15/May/2017;
- 2. Affidavit #1 of Rodney D. Gloss, made on 20/Nov/2015;
- 3. The First Report of the Information Officer, dated 19/Jan/2016;
- 4. The Second Report of the Information Officer, dated April 29, 2016;
- 5. The Third Report of the Information Officer, dated November 16, 2016;
- 6. The Fourth Report of the Information Officer, to be filed;
- 7. The pleadings and proceedings filed herein; and
- 8. Such other materials as counsel may advise and this Honourable Court may accept.

The applicant estimates that the application will take 30 minutes.

- This matter is within the jurisdiction of a master.
- This matter is not within the jurisdiction of a master.


TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that:
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7 (9).

Date: 15/May/2017

Norton Rose Fulbright Canada LLP

per:



Signature of

applicant lawyer for applicant

Scott M. Boucher

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this notice of application

with the following variations and additional terms:

Date: _____

Signature of Judge Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

SCHEDULE "A"

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AND HORIZON WYOMING URANIUM, INC.

AND

ATNA RESOURCES INC.

PETITIONER

COUNSEL LIST

Updated: May 11, 2017

<p>Norton Rose Fulbright Canada LLP Attention: Kieran E. Siddall Scott M. Boucher E-mail: kieran.siddall@nortonrosefulbright.com scott.boucher@nortonrosefulbright.com <i>Counsel for the Petitioner, foreign representative of Atna Resources Inc.</i></p>	<p>Cassels Brock & Blackwell LLP Attention: Lance Williams E-mail: lwilliams@casselsbrock.com <i>Counsel for Information Officer</i></p>
<p>Fasken Martineau DuMoulin LLP Attention: Vicki L. Tickle E-mail: vtickle@fasken.com <i>Counsel for BMC Minerals (No. 1) Ltd.</i></p>	

SCHEDULE "B"

No. S-159677
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In the Supreme Court of British Columbia

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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AND

ATNA RESOURCES INC.

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE) 01/Jun/2017
MADAM JUSTICE FITZPATRICK)

THE APPLICATION of ATNA RESOURCES INC. ("**Atna US**"), in its capacity as the foreign representative (the "**Foreign Representative**") of Atna US, Canyon Resources Corporation, CR Briggs Corporation, CR Montana Corporation, CR Kendall Corporation, Atna Resources Ltd. and Horizon Wyoming Uranium, Inc. (collectively, the "**Debtors**"), pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), coming on for hearing at Vancouver, British Columbia, on the 1st day of June 2017, and on hearing Scott M. Boucher, counsel for the Foreign Representative and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including Affidavit #1 of Rodney D. Gloss sworn November 20, 2015, Affidavit #6 of Krystal Shayler sworn May 15, 2017, the First Report of the Information Officer dated January 19, 2016, the Second Report of the Information Officer dated April 29, 2016, the Third Report of the Information

Officer dated November 16, 2016, and the Fourth Report of the Information Officer dated May 15, 2017, each filed;

THIS COURT ORDERS AND DECLARES that:

1. The time for service of the Notice of Application and all other materials is hereby abridged so that this application is properly returnable today.
2. Any capitalized terms not otherwise defined herein shall have the meanings provided in the Order Made After Application - Foreign Main Proceeding (the "**Initial Order**") and the Order Made After Application - Supplemental Order in Foreign Main Proceeding (the "**Supplemental Order**") each pronounced in these proceedings on November 23, 2015.
3. The Order of the US Court made in the US Proceeding confirming the Debtors' Joint Chapter 11 Plan of Liquidation attached hereto as Schedule "B" (the "**Confirmation Order**") is hereby recognized and given full force and effect in all provinces and territories of Canada, provided, however, that in the event of any conflict between the terms of the Confirmation Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property in Canada.
4. Endorsement of this Order by counsel appearing at this application other than counsel for the Foreign Representative is hereby dispensed with.

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant the Information Officer status in any foreign proceeding, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

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 Lawyer for the Foreign
Representative

Scott M. Boucher

BY THE COURT

REGISTRAR

SCHEDULE "B"

No. S-159677
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HORIZON WYOMING URANIUM, INC.

AND

ATNA RESOURCES INC.

PETITIONER

ORDER MADE AFTER APPLICATION

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Matter# 08-2216

SCHEDULE "C"

No. S-159677
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PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
) 01/Jun/2017
MADAM JUSTICE FITZPATRICK)

THE APPLICATION of ATNA RESOURCES INC. ("**Atna US**"), in its capacity as the foreign representative (the "**Foreign Representative**") of Atna US, Canyon Resources Corporation, CR Briggs Corporation, CR Montana Corporation, CR Kendall Corporation, Atna Resources Ltd. and Horizon Wyoming Uranium, Inc. (collectively, the "**Debtors**"), pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), coming on for hearing at Vancouver, British Columbia, on the 1st day of June 2017, and on hearing Scott M. Boucher, counsel for the Foreign Representative and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including Affidavit #1 of Rodney D. Gloss sworn November 20, 2015, Affidavit #6 of Krystal Shayler sworn May 15, 2017, the First Report of the Information Officer dated January 19, 2016, the Second Report of the Information Officer dated April 29, 2016, the Third Report of the Information

Officer dated November 16, 2016, and the Fourth Report of the Information Officer dated May 15, 2017, each filed;

THIS COURT ORDERS AND DECLARES that:

1. The time for service of the Notice of Application and all other materials is hereby abridged so that this application is properly returnable today.
2. Any capitalized terms not otherwise defined herein shall have the meanings provided in the Order Made After Application - Foreign Main Proceeding (the "**Initial Order**") and the Order Made After Application - Supplemental Order in Foreign Main Proceeding (the "**Supplemental Order**") each pronounced in these proceedings on November 23, 2015.

APPROVAL OF ACTIVITIES

3. The First Report of the Information Officer dated January 19, 2016, the Second Report of the Information Officer dated April 29, 2016, the Third Report of the Information Officer dated November 16, 2016, and the Fourth Report of the Information Officer dated May 15, 2017, each filed in the within proceeding, and the actions, conduct and activities of the Information Officer as described therein, be are hereby approved.

APPROVAL OF FEES

4. The fees in the amount of \$76,795.00 and disbursements in the amount of \$7,458.71 (plus applicable taxes of \$4,212.70 for a total of \$88,466.41) of Alvarez & Marsal Canada Inc. in its capacity as Information Officer in the within proceedings, as described in the Fourth Report of the Information Officer, are hereby approved.
5. The fees in the amount of \$21,090.00 and disbursements in the amount of \$345.66 (plus applicable taxes of \$2,548.23 for a total of \$23,983.89) of DLA Piper (Canada) LLP and Cassels Brock & Blackwell LLP, in their capacity as counsel to the Information Officer in the within proceedings, as described in the Fourth Report of the Information Officer, are hereby approved.

TERMINATION OF PROCEEDING

6. Except as expressly set out in this Order, the within proceeding shall be and is hereby terminated.

DISCHARGE

7. The appointment of Alvarez & Marsal Canada Inc. as Information Officer in this proceeding be and is hereby terminated and Alvarez & Marsal Canada Inc. is discharged in its capacity as Information Officer from any further obligations, responsibilities or duties pursuant to the Orders made in this proceeding, provided that the Information Officer shall have the authority from and after the date of this Order to carry out any other matters that are incidental to the termination of this proceeding and the discharge of the Information Officer.

8. Notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Information Officer at law or pursuant to the Initial Order or the Supplemental Order, all of which are expressly continued and confirmed.

GENERAL

9. Endorsement of this Order by counsel appearing at this application other than counsel for the Foreign Representative is hereby dispensed with.

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant the Information Officer status in any foreign proceeding, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

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 Lawyer for the Foreign
Representative

Scott M. Boucher

BY THE COURT

REGISTRAR

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PETITIONER

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