

This is Exhibit “A” referred to in the  
Affidavit of D.J. Miller sworn before me by video  
conference from the Town of Corbeil, in the Province of  
Ontario, to the City of Toronto, in the Province of Ontario  
this 25<sup>th</sup> day of June, 2020.

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A Commissioner for taking affidavits



**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre  
100 Wellington Street West  
Suite 3200, P.O. Box 329  
Toronto, ON Canada M5K 1K7  
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc  
Royal Bank Plaza, South Tower  
200 Bay St., Suite 2900  
Toronto, ON M5J 2J1

May 5, 2020

**Attention: Alan J. Hutchens  
Melanie MacKenzie**

**Invoice No. 34905**

**File No. 1807-002**

**RE: Lydian International Limited**

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING  
for the period ending: April 30, 2020**

**FEES**

Apr-14-20	Lengthy email from Stikemans as to all relief to be sought on April 30 motion, outline of materials to be filed; discussion with R. Bengino as to same; emails from and to the Monitor as to Georgia subsidiary referenced in emails to the Lenders;	0.70	DJM
	Review email from Stikemans with respect to materials for upcoming stay extension; review email from M. MacKenzie with respect to subsidiary entity and JV project;	0.40	RB
Apr-15-20	Emails to and from R. Bengino and discussion as to upcoming motion on April 30, relief to be requested by the Applicants, materials to be prepared by the Monitor; emails to and from the Monitor as to matters to be address on April 30; emails to and from Applicants' counsel as to relief to be sought on motion; receive and review detailed email from E. Sellers to the Monitor; further email from Monitor as to issues on site and equipment; receive and review DIP request;	1.20	DJM
	Emails with respect to upcoming materials for motion record;	0.20	RB
Apr-16-20	Receive and review email from Orion's counsel as to next steps in the process and potential transaction; various emails to coordinate call to discuss same; emails to and from the Applicants' counsel as to call to discuss Lender's request;	0.60	DJM
	Instructions to M. Magni with respect to draft fee affidavit; review email from D. Bish and emails with respect to same;	0.50	RB
Apr-17-20	Emails from and to L. Pillon as to discussions with Lenders; emails as to status of updated cash flow forecasts stay extension; telephone discussion with M. MacKenzie as to various calls undertaken this	2.10	DJM

week, status of cash flow forecasts, information received from E. Sellers as to his various discussions, communication from Lender's counsel and preparing for April 30 Court attendance; conference call with Stikemans, Orion's counsel and the Monitor as to their expectations, next steps, and April 30 Court attendance and beyond; call with the Applicants' counsel and the Monitor as to issues discussed and the Applicants' intended next steps; review document prepared by R. Bengino in connection with AEF complaint, information obtained from the Applicants and further requests to be communicated;

	Emails with respect to discussions with lenders; review and consider Applicants' response to third issue raised in AEF letter and review documents in respect of same; prepare document summarizing issues raised in letter, Applicants' responses to same, and follow up questions to be posed by the Monitor; send same to Monitor for review; review documents with respect to DIP reporting; attend conference call with company and lenders to discuss path forward;	5.00	RB
Apr-18-20	Email from L. Pillon as to timing for any meeting with Lenders;	0.10	DJM
	Emails with respect to scheduling call with lenders;	0.10	RB
Apr-20-20	Emails from and to R. Bengino and M. MacKenzie as to information requested in connection with AEF correspondence; emails from E. Sellers as to draws under DIP; further emails from E. Sellers as to Jermuk Settlement and emails with the Monitor as to context for same; receive and review letter and signed Consent from counsel to CAT to Applicants' counsel; email from L. Pillon as to responses to AEF additional issues; email to the Lenders, Applicants' counsel and BMO to coordinate meeting to discuss April 30 Court hearing and next steps; email from Orion's counsel and BMO as to attendance at meeting;	1.00	DJM
	Email to Monitor with respect to follow up questions on Applicants' responses to issues raised in AEF letter; review response to same; email to Stikemans with respect to same; review emails with respect to interest rate payable to CAT; review emails with respect to payment of Jermuk hotel settlement; review emails with respect to scheduling call with lenders;	1.20	RB
Apr-21-20	Emails to and from Applicants' counsel as to meeting to be held with Lenders and others on Thursday, status of cash flow forecast, issues as to information received and to be considered by the Monitor in preparing its Report to the Court; various emails to and from Applicants' counsel; telephone call with the Monitor and discussion regarding various aspects of the proceeding and information updates; emails from E. Sellers providing information; discussion with M. MacKenzie and R. Bengino as to preparation of monitor's report; emails to and from M. Caiger; emails to and from R. Bengino as to DIP amending agreement; emails to and from Applicants' counsel as to same; emails from and to Applicants' counsel as to AEF response; emails from E. Sellers as to cash flow forecast;	1.60	DJM

	Email with respect to meeting with lenders; email to D.J. Miller with respect to DIP amendment; review and consider email from S. Sopic and respond to same; review extended cash flow forecast; emails with D.J. Miller and M. MacKenzie with respect to AEF letter and scheduling call to discuss same;	1.30	RB
Apr-22-20	Various emails from E. Sellers; update emails from M. MacKenzie; call with M. MacKenzie; review exchanges with lenders as to information requests on cash flow forecast; receive and review cash flow forecast; emails from and to Applicants' counsel regarding various aspects in respect of April 30 motion; conference call with Applicants' counsel as to relief requested, materials being prepared, meeting with lenders, developments on various issues and intended next steps; email from Osisko's counsel as to items in cash flow forecast;	2.30	DJM
	Conference call with D.J. Miller and M. MacKenzie to discuss responses to AEF Letter; review outline of draft Monitor's Report and emails with respect to same; emails with respect to scheduling call; attend conference call with Stikemans; review email with respect to cash flow forecast;	2.20	RB
Apr-23-20	Telephone call with the Monitor and R. Bengino and discussion as to update on Lender call that the Monitor participated on, results of our call with Applicants' counsel and preparing for all Lender / counsel call this afternoon; receive and review email and document from D. Bish with overview for consideration by the Applicants and consider same; host meeting of Lenders, counsel, BMO, Applicants, counsel and E. Sellers and discussion regarding upcoming motion and related issues;	2.10	DJM
	Review document from Orion with respect to proposed transaction involving lenders; attend conference call with lenders to discuss stay extension and cash flow forecast;	2.30	RB
Apr-24-20	Emails from M. MacKenzie as to questions raised by Lenders, issues for which additional information is sought, materials to be filed for motion; various emails as to fee affidavit, draft materials, status of any input from Lenders on cash flow forecast for extended DIP; discussion with R. Bengino as to draft materials; review various emails from Lenders to Monitor;	0.70	DJM
	Review and provide comments on draft affidavit; send comments on same to D.J. Miller and M. MacKenzie for review; consolidate with comments from M. MacKenzie and send to S. Sopic; emails with M. MacKenzie with respect to draft report; review invoices in preparation for fee affidavit; review draft fee affidavits; review email with respect to Orion position on draft cash flow forecast;	2.70	RB
Apr-25-20	Review materials in support of fee affidavits and attachments and mark with comments for Court report; emails to and from R. Bengino as to materials being prepared, discussion as to aspects of Monitor's Report; telephone call from M. MacKenzie and discussion regarding update call with E. Sellers, timing of DIP Amending Agreement being	1.50	DJM

addressed, advancing materials for April 30 motion;

	Review and revise draft Monitor's Report; call with D.J. Miller to discuss same; review revised affidavit; review revised DIP agreement; further review and revise draft Monitor's report; revise draft fee affidavits;	3.60	RB
Apr-26-20	Email from E. Sellers as to preservation steps and funding status; emails from and to Monitor as to status of DIP Amendment and delay in having materials served and filed; emails to Applicants' counsel as to status of any input on DIP Amendments; emails to counsel for each Lender as to timing for providing comments on DIP Amendment, and any assistance to be provided by Monitor; review and revise draft Fourth Report to Court; review and provide comments on draft materials; receive and review mark-up of DIP Amendment from Orion's counsel and consider same; emails from counsel to other Lenders as to same;	1.50	DJM
	Review email from E. Seller with respect to update on work conducted by Freshfields; emails with respect to lender comments on draft DIP amendment; review comments from lender on draft DIP amendment; emails with D.J. Miller with respect to fee affidavit;	1.40	RB
Apr-27-20	Various emails with updates from lenders as to their review of DIP Amending Agreement, revisions received from Orion and considering same; emails to and from Applicants' counsel as to timing for finalizing materials; review and revise various materials throughout the day in preparation for serving; calls with M. MacKenzie; various discussions with R. Bengino; updates throughout the day including emails from Lenders' counsel; separate Monitor's Fourth Report into main report and subsequent supplemental subject to DIP Amending Agreement and cash flow forecast being finalized; serve main Report and confirm logistics for video hearing at motion;	4.80	DJM
	Review comments on draft report and revise same; review comments on draft affidavit; call with D.J. Miller to discuss additional redacting for fee affidavit invoices; send comments on draft affidavit to Stikemans; send draft report to Stikemans for review; review emails with respect to scope of Freshfields work; emails with respect to filing report and then a supplemental to follow; revise draft report to reflect same and review; video conference with A. Hutchens to swear fee affidavit, commission and compile fee affidavit; send draft report to client for review; review further comments on draft report and revise same; review final and served motion record; finalize and compile draft report; call with M. MacKenzie to discuss same; serve report;	5.60	RB
Apr-28-20	Numerous emails amongst the Applicants' counsel, Lenders' counsel and the Monitor in advancing the DIP Amending Agreement; review terms and consider same; calls and emails throughout the day regarding Supplement to Fourth Report and supplemental affidavit; telephone discussion with M. MacKenzie; discussion with R. Bengino as to finalizing all materials in respect of April 30 motion; emails from and to counsel for ING as to position on April 30 motion; coordinating	3.20	DJM

logistics for videoconference hearing with Applicants' counsel;

	Review revised DIP Agreement and consider comments from Monitor thereon; emails with respect to Affidavit of Service; email from ING with respect to stay extension motion; calls with S. Sopic; swear Affidavit of Service; email Report and Affidavit of Service to the Court; review and revise draft Supplement to the Fourth Report; review revised DIP Amendment; send draft report to Stikemans for review; call with M. MacKenzie to discuss same; review draft supplemental affidavit and emails with respect to same;	2.30	RB
Apr-29-20	Emails from Applicants' counsel to lenders as to finalizing DIP Amendment and obtaining confirmation as to same; receive emails from counsel to various lenders as to consent to DIP Amendment; revising and finalizing Supplement to the Fourth Report as to DIP Amending Agreement, cash flow forecast and issues arising from same; discussions with the Applicants' counsel as to supplement to Sellers' Affidavit and reviewing same; discussions with M. MacKenzie and call with the Monitor as to various amendments to be made to materials and revising same; discussion with R. Bengino as to materials for tomorrow's motion; emails from and to ING's counsel as to Orders to be taken out and tomorrow's hearing;	3.80	DJM
	Emails with respect to Supplemental Report; call with D.J. Miller to discuss changes to Supplemental Report; emails with respect to Supplemental Affidavit; email revised report to client for review; review emails with respect to DIP Amendment; further revise draft Supplemental Report; finalize Supplemental Report; review Applicants' served supplemental motion record; serve Supplemental Report; review Applicants' factum; receive and review operational update from E. Sellers;	2.30	RB
Apr-30-20	Prepare for and attend Court motion by videoconference for stay extension and DIP Amending Agreement, and approval of activities and fees; emails to and from Applicants' counsel as to other consent Orders; receive and review Order and Endorsement from the Court; emails to and from Applicants' counsel re: same; email from the Monitor providing update as to issues discussed by E. Sellers and BMO with the Lenders and updating on same; consider implications for next steps; emails from and to counsel for ING;	1.40	DJM
	Prepare for and attend motion returnable today; emails with respect to Consent orders to be signed; review update from Monitor with respect to sale process; review Endorsement and Order of CJO Morawetz;	2.60	RB

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	
D. J. Miller	28.60	\$1,000.00	\$28,600.00	
Rachel Bengino	33.70	\$600.00	\$20,220.00	
<b>Total Fees</b>			<b>\$48,820.00</b>	
<b>HST (@ 13%) on Fees</b>			<b><u>\$6,346.60</u></b>	
<b>Total Fees and HST</b>				<b>\$55,166.60</b>
<b><u>DISBURSEMENTS</u></b>				
Conference Calls			<u>\$290.16</u>	
<b>Total Taxable Disbursements</b>			<b>\$290.16</b>	
<b>HST (@ 13%) on Taxable Disbursements</b>			<b>\$37.72</b>	
<b>Total *Non-Taxable Disbursements</b>			<b><u>\$0.00</u></b>	
<b>Total Disbursements and HST</b>				<b><u>\$327.88</u></b>
<b>TOTAL NOW DUE</b>				<b><u>\$55,494.48</u></b>

**THORNTON GROUT FINNIGAN LLP**

*R. Bengino*

**Per: Rachel Bengino**

E. & O.E.  
GST/HST #87042 1039 RT0001 \* GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.





**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre  
100 Wellington Street West  
Suite 3200, P.O. Box 329  
Toronto, ON Canada M5K 1K7  
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc  
Royal Bank Plaza, South Tower  
200 Bay St., Suite 2900  
Toronto, ON M5J 2J1

May 19, 2020

**Attention: Alan J. Hutchens  
Melanie MacKenzie**

**Invoice No. 35032**

**File No. 1807-002**

**RE: Lydian International Limited**

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING  
for the period ending: May 15, 2020**

**FEES**

May-01-20	Emails from and to Applicants' counsel as to Endorsement and Order received from CJO Morawetz and having same served and posted; discussion with R. Bengino as to same; emails from and to ING's counsel as to Order to be taken out and exit term sheet; emails to and from the Monitor and Applicants' counsel as to development on transaction and consideration as to same; discussion with the Monitor as to Lenders' call and further discussions held with E. Sellers, Lender and other parties as to next steps; discussion with the Monitor as to facilitating discussions between the Applicants and Lenders as to structure for exit term sheet and next steps; email from CAT's counsel as to any terms relating to Order;	1.70	DJM
	Emails with S. Sopic with respect to issuance of Order;	0.10	RB
May-02-20	Email with respect to Monitor posting issued and entered order to case website; diarize stay extension date;	0.10	RB
May-04-20	Email from Orion's counsel as to next steps in advancing exit plan; email exchange with company's counsel as to same; emails from and to Applicants' counsel as to finalize CAT and ING orders and filing motions in respect of same; receive and review letter received by the Monitor as to lawsuit to be commenced by small investors and questions as to arbitration proceeding; emails to and from the Monitor and R. Bengino as to responding to same;	0.90	DJM
	Receive update from the Applicants with respect to status of ING stay	0.80	RB

lift order; review letter to Monitor and Court from Lydian shareholders; email to Monitor with respect to same; review email from shareholder to Monitor and consider same; review emails with respect to status and preparation of exit plan;

May-06-20	Various emails from and to Monitor as to update from BMO, questions raised by lenders and consideration as to exit plan; telephone call with M. MacKenzie and R. Bengino as to aspects of proceeding, cash flow and DIP; consideration as to intentions of Lenders; receive and review message received by the Monitor as to efforts being undertaken in Armenia; consider same; calls to and from M. MacKenzie and receive update as to discussions with Lenders, progression on various issues, status of exit term sheet, update received from E. Sellers and timing for report on discussions; review various emails from the Monitor;	1.40	DJM
	Listen to voice mail from individual left for monitor; emails with Monitor with respect to scheduling call; attend conference call with Monitor and D.J. Miller to discuss matter; call individual that left voicemail for monitor; send summary of call to D.J. Miller; review emails from M. Mackenzie with respect to sale process and comments from E. Sellers with respect to same;	1.30	RB
May-07-20	Emails from Monitor as to v-mail message from counsel or advisor to investor; consider same; emails and telephone discussion with M. MacKenzie as to response to be provided, context for inquiry and other matters being undertaken; discussion with Monitor as to progress with exit term sheet, ongoing discussions, consideration as to paths considered by the stakeholders; discussion with R. Bengino as to letter to be sent in response; email to Applicants' counsel as to exit term sheet; receive and review emails from the Monitor as to information obtained from E. Sellers; discussion with M. MacKenzie as to results of call with Lenders; consider information to be included in next Monitor's Report;	1.80	DJM
	Listen to voice mail from interested party left for the Monitor; emails with respect to same; instructions to M. Magni with respect to transcription of same; review emails with respect to exit plan;	0.50	RB
May-08-20	Emails from and to L Pillon and M MacKenzie as to request for a call by Applicants' counsel to provide update on various aspects; conference call with Applicants' counsel and the Monitor and discuss status and progress with various work streams, information updates, results of discussions with various parties, and next steps; emails from and to D Bish and L Pillon as to status of Exit Term Sheet and timing for same; review emails between E Sellers and Orion as to status and timing of Exit Term Sheet;	1.40	DJM
	Review email from D. Bish to Stikeman requesting update on exit plan;	0.10	RB
May-11-20	Receive and briefly review draft Exit Term Sheet from E Sellers and consider same; receive and review Notice regarding DIP request;	0.60	DJM

	Review cash flow variance analysis; emails with respect to exit plan; begin review of exit plan;	0.60	RB
May-12-20	Review BMO slide deck on Proposed exit plan; review Exit Term Sheet prepared by the Applicants and consider same; call with the Monitor and discussion as to same and issues to be raised by the Applicants; conference call with BMO, the Applicants' counsel, E. Sellers and the Monitor as to Exit Term Sheet and BMO slide deck; follow up call with the Monitor as to issues discussed on call;	2.70	DJM
	Review exit plan term sheet and BMO presentation; emails with respect to scheduling call with Monitor to discuss same; call with Monitor to discuss term sheet; attend conference call with Monitor and BMO to discuss materials; review email from Stikeman to Lenders with respect to exit plan term sheet; review emails with respect to D&O insurance coverage; emails from lenders with respect to availability for lender meeting to discuss exit plan term sheet;	4.00	RB
May-13-20	Call from M. MacKenzie and discussion as to input from lenders, preparation for all lender call tomorrow; telephone discussion with D. Bish as to client's position and materials provided by Applicants, their requests and issues to be addressed at all-lenders' meeting;	1.50	DJM
	Review update from E. Sellers to the lenders;	0.40	RB
May-14-20	Calls (x2) from M. MacKenzie and discussion as to call to be held with all parties, and results of call and follow up work to be undertaken; call from L. Pillon as to position of lenders and issues to be addressed on lenders' call; call from M. Caiger as to issues arising on lender call, work to be done to assist the Applicants, and consideration of various work streams and budget for same; conference call with the Applicants and counsel, BMO, counsel for all senior lenders and representatives of all senior lenders and discussion as to Exit Term Sheet prepared by the Applicants, information prepared by BMO, input received from Orion and supporting lender, and proposed path forward; emails from and to R. Bengino as to responses to various inquiries by investors and others; review and finalize letter to one representative investor party; emails as to response to v-mail from other investor representative; consideration as to arbitration aspects and questions posed by RCF;	4.10	DJM
	Review email from D. Bish with respect to preliminary comments from Orion on draft exit plan term sheet; draft letter to Armenian shareholder; call with lenders to discuss exit plan term sheet	2.80	RB
May-15-20	Review emails exchanged between Orion and party and BMO and consideration as to same; emails to and from the Monitor as to no transaction proceeding; review email from E. Sellers to the lenders as to same; consider next steps and timing for next discussions on exit term sheet; review draft letters in response to various inquiries from investors or advisors to investors; revise draft letters and coordinate for issuing;	0.90	DJM

Call with M. Mackenzie; review emails with respect to discussions with potential purchaser; call with M. Mackenzie and A. Clarke with respect to voice message previously left by A. Clarke for the Monitor; draft follow up letter and send to D.J. Miller for review; revise draft letter to Armenian shareholders; send letter to A. Clarke; draft response for Monitor to send to email from shareholder; 1.70 RB

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D. J. Miller	17.00	\$1,000.00	\$17,000.00
Rachel Bengino	12.40	\$600.00	\$7,440.00
<b>Total Fees</b>			<b>\$24,440.00</b>
<b>HST (@ 13%) on Fees</b>			<b><u>\$3,177.20</u></b>
<b>Total Fees and HST</b>			<b>\$27,617.20</b>
<b><u>DISBURSEMENTS</u></b>			
Conference Calls			<u>\$73.61</u>
<b>Total Taxable Disbursements</b>			<b>\$73.61</b>
<b>HST (@ 13%) on Taxable Disbursements</b>			<b>\$9.57</b>
<b>Total *Non-Taxable Disbursements</b>			<b><u>\$0.00</u></b>
<b>Total Disbursements and HST</b>			<b><u>\$83.18</u></b>
<b>TOTAL NOW DUE</b>			<b><u>\$27,700.38</u></b>

**THORNTON GROUT FINNIGAN LLP**

*R. Bengino*

**Per: Rachel Bengino**

E.& O.E.

GST/HST #87042 1039 RT0001 \* GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.





**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre  
100 Wellington Street West  
Suite 3200, P.O. Box 329  
Toronto, ON Canada M5K 1K7  
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc  
Royal Bank Plaza, South Tower  
200 Bay St., Suite 2900  
Toronto, ON M5J 2J1

June 4, 2020

**Attention: Alan J. Hutchens  
Melanie MacKenzie**

**Invoice No. 35065**

**File No. 1807-002**

**RE: Lydian International Limited**

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING  
for the period ending: May 31, 2020**

**FEES**

May-16-20	Review emails exchanged amongst the senior lenders and BMO as to terms of BMO engagement letter; emails to and from M. MacKenzie as to same;	0.20	DJM
May-19-20	Emails from ING's counsel as to status of orders to be received from the Court; emails to R. Bengino as to same and obtain update from the Applicants' counsel; discussion with R. Bengino as to finalizing letter to be sent to party who represents stakeholders; email from Orion's counsel with draft Exit Term Sheet for consideration; review redline of changes and consider same; emails to and from M. MacKenzie; email from E. Sellers as to D&O coverage in connection with exit term sheet considerations;	1.30	DJM
	Finalize and send letter to Y. Sargsyan; receive revised exit plan term sheet and send comparison of same to M. Mackenzie; review update with respect to D&O insurance policy;	0.50	RB
May-20-20	Emails from the Applicants' counsel as to Orders received for CAT and ING and having same circulated; various emails as to input on draft Exit Term Sheet and Orion's response to same and further revised version; emails as to issues arising from materials; detailed emails from Applicants' counsel as to matters to be considered in connection with exit term sheet; email from Orion's counsel as to same; emails to and from the Monitor as to response to inquiry received by the Applicants' counsel; emails to and from the Monitor as to call to discuss status of various points in exit term sheets; consider D&O insurance and existing	1.80	DJM

	term; receive updated Exit Term Sheet from the Applicants for review and consideration;		
	Review revised exit plan term sheet; emails with respect to scheduling call with Monitor to discuss same; draft and send email to shareholder;	1.20	RB
May-21-20	Call with R. Bengino and M. MacKenzie and discussion as to Exit Term Sheet provided by Orion's counsel, questions arising from same, issues to be addressed with the Applicants and senior lenders; conference call with the Applicants' counsel and the Monitor and discussion as to certain structural and related issues; email to D. Bish to schedule call to discuss points arising from Orion exit term sheet and path forward; receive and review Orders and Endorsement issued by Chief Justice Morawetz for CAT and ING and service of same to the Service List; receive and review Memo from the Applicants' counsel as to steps and timing for various aspects of the Exit Term Sheet and completion of CCAA proceedings;	2.80	DJM
	Review exit plan timeline; conference call with D.J. Miller and M. Mackenzie to discuss exit plan term sheet and timeline; attend conference call with Stikeman to discuss exit plan term sheet; review memorandum with respect to wind down steps for Lydian Jersey;	1.50	RB
May-22-20	Telephone discussion with D. Bish as to structure of proposed exit plan, lenders' requested means of effecting same, details on various aspects; email to the Applicants' counsel as to expectations for terms of exit and issues to consider; email from Applicants' counsel as to status of further review of issues; email from Orion's counsel with further revised draft of Exit Term Sheet; review and consider same;	1.20	DJM
	Review update from D.J. Miller with respect to call with D. Bish;	0.10	RB
May-24-20	Email from L. Pillon as to telephone call with Orion's counsel and clarifications to various aspects sought, status of Term Sheet;	0.10	DJM
	Review update from E. Pillon with respect to exit plan term sheet;	0.10	RB
May-26-20	Email from E. Sellers as to status of CAT equipment and activity at the mine;	0.10	DJM
	Review update from E. Sellers with respect to CAT equipment;	0.10	RB
May-27-20	Emails from and to L Pillon as to ongoing discussions as to the form of Term Sheet and discussions with Senior Lenders, and document to be circulated; receive and review emails from the Applicants' counsel to the Senior lenders as to form of Term Sheet, various aspects of same, timing and proposed path forward; review various emails amongst the Applicants and certain parties; emails from and to L Pillon as to draft Timeline and initial views on same; email from E Sellers as to request for clarification on any extension of D&O policy; emails from the	0.80	DJM

Applicants' counsel as to continuing review of term sheet by management and Board;

	Review revised exit plan term sheet; review emails with respect to same and with respect to timeline; review email with respect to request for D&O extension;	0.50	RB
May-28-20	Emails from Stikemans as to moving forward with the Term Sheet and seeking input as to proposed timelines; emails to and from R. Bengino and Monitor; review timelines proposed by the Company;	0.60	DJM
	Review revised exit plan term sheet; review and consider timeline to implement exit plan;	0.80	RB
May-29-20	Email from Orion's counsel with further mark-up of Exit Term Sheet; review and consider same; review Timeline prepared by the Applicants' counsel and consider same; emails to and from L. Pillon as to timeline and status of discussions amongst the senior lenders as to Exit Term Sheet; various emails from the Applicants' counsel as to the Exit Term Sheet, status of discussions, moving the discussions forward; consider current status and all lenders' position on exit terms; email to counsel for the senior lenders as to receiving comments by Monday and meeting to be held; emails to Applicants' counsel as to same; email from RCF's counsel requesting call to discuss; emails to and from Monitor to confirm availability;	1.50	DJM
	Emails with respect to preparation of exit plan; emails with respect to scheduling call with counsel to RCF; emails with respect to timeline;	0.50	RB
May-30-20	Emails from and to counsel for RCF as to call to discuss their position on exit term sheet; emails to and from counsel for Applicants as to status of various documents in connection with Exit Term Sheet, timeline for various steps and Monitor's position on same; emails from and to Monitor as to coordinating various calls on Monday with parties; emails to and from L. Pillon as to email from Chief Justice Morawetz on case conference for scheduling; emails from and to L. Pillon as to timing for various motions including Sanction Order;	0.90	DJM
May-31-20	Numerous emails from and to Applicants' counsel as to timeline, Exit Term Sheet, any comments from Senior Lenders, attempt to have meeting, coordinating case management scheduling conference with Chief Justice Morawetz with Applicants' counsel; review Exit Term Sheet and Timeline in detail in preparation for call with Monitor and BMO and Applicants' counsel tomorrow, and call with the Senior lenders; consider issues as to CCAA exit and corporate governance issues and post-exit matters; emails from and to the Monitor as to same; coordinate meeting with all lenders, Applicants and BMO and confirm same; receive and review latest drafts of Affidavit and Initial Order in connection with filing;	2.60	DJM

Review email with respect to revised timeline and exit plan; review 0.60 RB  
 email with respect to case conference with Chief Justice Morawetz;  
 emails with respect to scheduling call with lenders; emails with respect  
 to scheduling pre-call with Stikeman; review revised timeline circulated  
 to lenders;

And to all other necessary telephone communications, attendances and correspondence with respect to the  
 conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D. J. Miller	13.90	\$1,000.00	\$13,900.00
Rachel Bengino	5.90	\$600.00	\$3,540.00
<b>Total Fees</b>			<b>\$17,440.00</b>
<b>HST (@ 13%) on Fees</b>			<b><u>\$2,267.20</u></b>
<b>Total Fees and HST</b>			<b><u>\$19,707.20</u></b>
<b>TOTAL NOW DUE</b>			<b><u>\$19,707.20</u></b>

**THORNTON GROUT FINNIGAN LLP**

*R. Bengino*

**Per: Rachel Bengino**

E.& O.E.

GST/HST #87042 1039 RT0001 \* GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with  
 Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that  
 is one month after this Statement is delivered.





**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre  
100 Wellington Street West  
Suite 3200, P.O. Box 329  
Toronto, ON Canada M5K 1K7  
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc  
Royal Bank Plaza, South Tower  
200 Bay St., Suite 2900  
Toronto, ON M5J 2J1

June 17, 2020

**Attention: Alan J. Hutchens  
Melanie MacKenzie**

**Invoice No. 35151**

**File No. 1807-002**

**RE: Lydian International Limited**

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING  
for the period ending: June 15, 2020**

**FEES**

Jun-01-20	Review various emails from and to Stikemans as to ongoing discussions with Lenders, timeline, materials to be drafted; call with the Monitor and Stikemans as to various aspects of the Exit Term Sheet, questions raised and to be considered; call with the Monitor and RCF's counsel; emails to and from D. Bish; call with the Monitor to discuss state of play, timing, aspects of Exit Term Sheet and proposed path forward; consider issues raised by RCF relative to existing path presented by the Applicants in the Exit Term Sheet; further calls from Monitor; review draft press release forwarded by E. Sellers; emails to and from E. Pillon as to case conference with CJO Morawetz tomorrow and coordinating same with other counsel; review abridged version of Timeline to be sent to CJO Morawetz; emails to and from L. Pillon as to coordinating Zoom conference with the Court;	5.10	DJM
	Review emails and comments with respect to exit plan term sheet; Attend conference call with Stikeman to discuss exit plan term sheet; attend call with counsel to RCF to discuss same; attend conference call with lenders to discuss same; follow up emails with D.J. Miller; emails with respect to scheduling call with CJO Morawetz; emails with D.J. Miller with respect to shareholder structure; review and provide comments on draft press release; review revised timeline to send to CJO Morawetz; send email to S. Sopic with respect to shareholders agreement;	4.60	RB
Jun-02-20	Prepare for and attend case conference with CJO Morawetz and counsel for various parties; confirm schedule for upcoming attendances and	2.30	DJM

discussion with R. Bengino as to communicating same with the Court and counsel and delivering list of counsel to the Court; emails to and from Applicants' counsel as to various aspects of upcoming steps, timing and position of various parties; telephone discussion with M. MacKenzie as to follow up from call with RCF's counsel, questions to be asked and information to be obtained in order to fully consider the option proposed; emails from counsel as to providing draft Timeline to CJO Morawetz; consider timing for Monitor's Report relative to proposed Timeline;

	Emails with respect to scheduling motion with CJO Morawetz; review emails with respect to cash flow forecast; attend scheduling motion; instructions to M. Magni with respect to counsel slip and review of same; revise same; draft email to Court with respect to scheduled motion dates; send email to Court with respect to schedule; review email from Court;	1.50	RB
Jun-03-20	Emails from and to the Monitor as to RCF's request, issues to consider and questions arising from call; consider list of questions to be put to RCF; receive and review email from the Monitor as to same; detailed email to RCF's counsel with questions to respond to as part of their consideration as to path forward; emails from and to RCF's counsel as to call to be scheduled to discuss same; emails from and to L. Pillon as to scheduling issues for upcoming dates; emails amongst counsel and the Monitor as to same; call with M. MacKenzie and R. Bengino as to work to be done in preparation for potential exit from CCAA, Term Sheet status, outstanding issues to be pinned down, budget and cash flow to be considered; exchange emails as to budget for exit and any fees payable to advisors, determination and calculation of same; review prior emails as to same and any agreement; emails from and to R. Bengino as to review of BMO engagement letter; various emails from E. Sellers as to operational updates to the lenders, issues raised in connection with impending exit and potential privatization of the company, governance concerns; review further emails from E. Sellers with the lenders as to discussions with management of various entities in respect of strategic plan;	2.10	DJM
	Email to Stikeman with respect to calendar invitations for court motion; attend conference call with M. Mackenzie and D.J. Miller; review email from M. Mackenzie with respect to payment of transaction fees; emails with respect to revisions to court schedule; emails with respect to scheduling call with counsel to RCF; review of BMO under engagement letter and send email to D.J. Miller with respect to same; review emails from E. Sellers with respect to post-plan transition issues that will need to be addressed;	2.70	RB
Jun-04-20	Emails to and from Applicants' counsel as to upcoming court dates and requested amendments to same; emails from and to R. Bengino as to summary of BMO engagement letter for the Monitor and emails from and to M. MacKenzie as to same; emails from Applicants' counsel to senior lenders as to potential amendments to upcoming dates and email	2.70	DJM

to the Court as to same; email from Orion's counsel as to timing for delivery of Plan and all related Schedules; consideration as to any advisor fees payable on exit and any arrangements with BMO and E. Sellers regarding same; review email exchanges forwarded by the Monitor as to considerations on any arbitration budget; emails to and from Monitor as to anticipated work to be done post-exit, budget for fees and related issues; consider same; emails to and from RCF's counsel to confirm call tomorrow to discuss questions raised; receive and review draft Plan from the Applicants' counsel; emails to and from M. MacKenzie as to Monitor's role in connection with post-exit and discussions with L. Pillon as to same;

	Review emails with respect to court date; review and revise analysis of BMO fees and send same to M. Mackenzie; review emails with respect to preparation of exit plan budget; review email from M. Caiger with respect to arbitration budget; emails with respect to call with counsel to RCF and circulate dial-in;	1.10	RB
Jun-05-20	Call with RCF's counsel as to their view of current exit plan, potential other options to be considered and discussing questions arising from same; call with the Applicants' counsel as to status of discussions on Exit Term Sheet, drafting of Plan, finalizing schedule of dates with the Court and outstanding issues to be addressed; review various emails as to transition issues in the event the Exit Plan is approved; review various emails between BMO and the Senior Lenders and E. Sellers and the Senior Lenders as to fees payable under engagement letters; receive draft plan and emails as to same;	2.80	DJM
	Emails with respect to scheduling call to discuss draft plan; review draft plan of arrangement; conference call with counsel to RCF to discuss exit plan; conference call with E. Pillon to discuss exit plan; follow up call with M. Mackenzie; review email and tracker from E. Sellers with respect to action in Armenia; review KPMG tax analysis proposal; review draft email in respect of fees payable; prepare outline for Monitor's Report; review several emails with respect to CRO fees payable and exit plan;	3.80	RB
Jun-06-20	Numerous emails from and to the Applicants' counsel as to draft Plan, preparation of Schedules to Plan including as to post-exit expenses and nature and quantum of same; various calls with M. MacKenzie as to discussions she has had with various parties in connection with these Plan, exit and post-exit expenses; telephone call with the Monitor and Orion's counsel as to outstanding issue on certain professional fees and Orion's position on same; emails to and from Applicants' counsel as to advancing motion materials and Plan, and timing and hurdles for same; emails from senior lenders as to schedules to Plan; further discussions and updates with the Monitor; emails to and from R. Bengino as to review and comments on the draft Plan;	3.60	DJM

	Review emails with respect to fees payable; review emails with respect to VAT refund; emails with M. Mackenzie with respect to draft report; review and provide comments on draft plan of arrangement; send same to D.J. Miller;	2.10	RB
Jun-07-20	Further extensive review of materials in connection with CCAA Plan and providing comments on all; emails to and from R. Bengino and M. MacKenzie as to same; conference call with R. Bengino and Monitor as to documents; emails to Applicants' counsel as to same;	1.80	DJM
	Continuing emails to and from the Applicants' counsel, the Monitor on issues as to dispute over certain post-exit expenses; review numerous emails as to same; calls (x2) with the Monitor as to same; call with M. MacKenzie and R. Bengino as to advancing Plan of Arrangement, Order, Report to Court and related materials; consideration as to path forward in the event certain matters remain outstanding; review and provide comments on draft Plan; review and provide draft comments on Meeting Order; review and provide comments on draft Affidavit; consider material to be included in Monitor's Report to Court; emails as to mechanics and considerations as to distributions and any considerations as to party effecting same; consider role of Monitor following Effective Date of Plan Implementation and protections for same; emails to and from M. MacKenzie as to Schedules to Plan and amounts included for same; review emails from E. Sellers as to issues raised with senior lenders; emails as to comments on various draft documents and continuing to advance same; consider definition of Affected Creditors; review scope of releases as to who providing, who receiving, and extent of same;	3.70	DJM
	Review emails with respect to timing for motion materials; call with M. Mackenzie to discuss Monitor's report; review emails with respect to BMO fees; review emails with respect to post-plan expense reserve; review draft reserve amounts; review comments on draft plan from D.J. Miller; revise draft plan to incorporate TGF consolidated comments; send same to M. Mackenzie for review; conference call to discuss draft plan; review and provide comments on draft affidavit; emails with respect to draft plan and affidavit; emails with respect to draft order; revise draft affidavit and send same to Stikeman; review several emails with respect to issue raised by E. Sellers and scheduling call with lenders to discuss same;	5.70	RB
Jun-08-20	Call with Applicant's counsel as to issue raised by E. Sellers, timing of materials and issues to be addressed; call with counsel for Applicants, senior lenders, the Monitor and E. Sellers as to issue he raised requiring resolution; further call with Monitor; further calls with E. Pillon as to call to be held with CJO Morawetz as to potential slippage in timing and court schedule; emails to the group as to new dates; receive and review updated versions of materials and provide comments on same; conference call with counsel for senior lenders, Applicants, Monitor to review current draft of Plan and all points of discussion arising	4.80	DJM

therefrom; consider outstanding issues to be considered and resolved; emails from and to counsel for E. Sellers requesting call to discuss issue; conference call with E. Sellers' counsel and the Monitor as to dispute;

	Review lender comments on draft plan of arrangement; review CEO engagement letter and emails with respect to same; attend conference call with applicants and lenders to discuss issue raised by E. Sellers; emails with respect to court attendances and scheduling; prepare draft Monitor's report; emails with respect to scheduling call to discuss plan; attend conference call with counsel to lenders and Stikeman to discuss draft plan; attend conference call with S. Roy;	5.40	RB
Jun-09-20	Continuing revisions to the draft Plan; calls with the Monitor; discussions with R. Bengino as to aspects of the Plan, DIP advances, post-exit events and termination of CCAA proceedings and discharge of Monitor; calls with Applicants' counsel as to various aspects and numerous emails to and from Applicants' counsel as to timing, draft materials, potential governance issues; emails from and to counsel for E. Sellers and telephone call with same; further discussions with parties as to claim to be resolved; emails to and from counsel for RCF; emails from and to counsel for Orion as to status of draft Plan, outstanding dispute and any impact of same on path forward; review and provide comments on draft Press Release as to Plan and Meeting Order;	5.20	DJM
	Draft Monitor's Report; call with D.J. Miller to discuss same, draft plan, and remaining issues; attend conference call with S. Roy and Monitor to discuss same; review and provide comments on revised draft plan; review email with respect to tax advice in Armenia; continue draft report; conference call with D.J. Miller and M. Mackenzie to discuss draft plan; review and provide comments on draft press release; revise same and send to Stikeman; review comments on draft plan from D.J. Miller and M. Mackenzie and revise same; further revise draft plan; circulate same with cover email to Stikeman; continue to draft Fifth Report and send to D.J. Miller and M. Mackenzie for review; review emails with lenders with respect to position on draft plan;	10.80	RB
Jun-10-20	Numerous emails throughout the day from counsel for various parties as to terms of Plan and exit, mechanics and issues under discussion; various calls throughout the day with Applicants' counsel as to various Plan aspects, issue that has arisen and potential means of addressing same; telephone discussions with S. Roy as to her client's concerns; call with Orion's counsel; numerous calls throughout the day with the Monitor as to information for Monitor's Report, timing for meeting order and next steps; emails as to draft Press Release and further comments on same; receive and review further draft of Plan reflecting comments of various parties;	4.20	DJM
	Review email from E. Pillon to S. Roy with respect to E. Sellers; review revised press release; review comments on draft plan from lenders; email to Monitor with respect to same; emails with respect to call with D. Bish;	1.70	RB

emails with respect to revised plan and call to schedule same;

Jun-11-20	<p>Emails from and to Applicants' counsel as to status of discussions on outstanding issue; emails to and from Orion's counsel as to one outstanding issue for which their position is sought; communicate with E. Sellers' counsel as to same; telephone discussion with Applicants' counsel; emails as to page flip of current draft of Plan amongst all parties, the Monitor and the Applicants; emails and discussion with Applicants' counsel as to timing for meeting Order, potential change of date to be canvassed with CJO Morawetz; emails to and from the Court and CJO Morawetz; emails from and to E. Sellers' counsel as to request for chambers attendance and coordinate same with the Court and parties; telephone call with M. MacKenzie (x3), R Bengino and L. Pillon as to status of various aspects of the Plan and motion materials, issues as to corporate governance at various entities and timing for exit in view of delays;</p>	2.70	DJM
	<p>Review revised meeting order and send comments on same to Monitor; review revised plan and consider same, provide comments on same to Monitor; emails with respect to same; attend conference call with Applicants, Monitor and lenders to discuss draft plan and revised meeting order; emails with respect to rescheduling motion date; call with S. Sopic with respect to DirectorCo; call with E. Pillon and Monitor to discuss update; emails with respect to court motion;</p>	3.50	RB
Jun-12-20	<p>Numerous emails and calls to and from the Applicants' counsel, E. Seller's counsel, and the Monitor as to current status with uncertainty as to corporate matters in view of issues raised and lack of resolution; emails to and from E. Seller's counsel and the Applicants' counsel as to court attendance by conference call with CJ Morawetz and purpose for same; attend on conference call with CJ Morawetz as to dispute over executive compensation; confirm dates for various motions to be brought by the Applicants; discussion with Applicants' counsel as to potential pivot as to materials to be sworn and filed in respect of Meeting Order motion, and issues as to board meeting; emails to and from Applicants' counsel and S. Roy to confirm extent and nature of position on work streams and next steps; emails from Senior Lenders' counsel as to calculations to form basis for claim amounts in Plan; receive and review revised draft of Plan and mark with all suggested edits; discussions with the Monitor and R. Bengino as to various aspects of the Plan and issues to be considered and settled; telephone discussion and emails regarding Schedule B to the Plan and Post-Implementation Reserve Amounts; review and provide comments on draft Meeting Order; consideration as to potential motion to be brought by E. Sellers and implications on same as to timing and relief sought by the Applicants; telephone call with M. MacKenzie as to fluid situation and discussions being held on various outstanding issues, Monitor's view of same;</p>	3.10	DJM
	<p>Numerous emails in respect of case conference with CJO Morawetz today; review general status update email from E. Sellers with respect to</p>	3.20	RB

Armenia operations and discussions with government; attend case conference with CJO Morawetz; review revised order; revise same and provide comments to Stikeman; review, consider and provide comments on draft plan; send same to Monitor and D.J. Miller for review;

Jun-13-20	Emails to and from the Monitor, R. Bengino and the Applicants' counsel as to status of discussions with parties as to dispute over executive fees, corporate governance issues arising therefrom and continuing to address Plan aspects; continue to review and consider comments from parties as to terms of the draft Plan, schedule as to expenses following implementation, provide further comments on the draft Plan and our issues with various aspects; call from M. MacKenzie and discussion as to calls the Monitor has had and information obtained in connection with various aspects and outstanding issues; emails from L. Pillon as to continuing efforts to negotiate resolution to one matter and potential resolution;	1.90	DJM
	Review and consider email from M. Mackenzie with respect to transfer of funds as set out in plan; review and consider comments on draft plan from D.J. Miller and M. Mackenzie; revise draft plan and circulate same; review schedule of post-implementation date expenses;	1.20	RB
Jun-14-20	Continuing emails and communications throughout the day in an effort to assist the Applicants in advancing the Plan, obtaining updates as to negotiations on outstanding issues, consideration of Schedules to Plan; discussions with M. MacKenzie as to Schedule B to Plan; emails to schedule Creditors' Meeting; email from RCF's counsel; continuing to assist in advancing all matters in respect of board meeting tomorrow for resolution in respect of Meeting Order; calls with M. MacKenzie on various aspects;	2.50	DJM
	Emails with respect to resolution of issue raised by E. Sellers; emails with respect to Monitor's Report; emails with respect to revised plan and Meeting order and review further comments on same; emails with respect to calculation of amounts owing to lenders;	0.80	RB
Jun-15-20	Review and revise draft Monitor's Report; emails to R. Bengino as to same;	1.50	DJM
	Calls from and to the Monitor as to board meeting to be held, status of certain governance aspects, issues outstanding to be resolved and status of negotiations; numerous emails to and from the Applicants' counsel team as to aspects of the Plan, meeting Order materials, timing for same, governance issues and board meeting; calls with counsel for the Applicants and counsel for E. Sellers as to outstanding issues and status of same; review updated materials; emails amongst counsel for the senior lenders as to calculation of claims; consideration as to preparing for creditors' meeting; continue to press various matters forward to assist the Applicants, emails as to RCF's position; review emails from counsel; emails from and to Monitor as to points to be addressed and obtaining	3.80	DJM

resolution to same; provide final comments on draft Plan;

Review emails with respect to board meeting; email to D.J. Miller and M. Mackenzie with respect to comment on Norton Rose comments on draft plan; review revised draft of plan approved by board; review draft affidavit; review comments on same; review default notice from Ameriabank; send email to S. Sopic with respect to comments on draft affidavit; review additional comments on affidavit and incorporate same and send same to S. Sopic; emails with respect to report; 4.20 RB

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D. J. Miller	53.80	\$1,000.00	\$53,800.00
Rachel Bengino	52.30	\$600.00	\$31,380.00
<b>Total Fees</b>			<b>\$85,180.00</b>
<b>HST (@ 13%) on Fees</b>			<b><u>\$11,073.40</u></b>
<b>Total Fees and HST</b>			<b><u>\$96,253.40</u></b>
<b>TOTAL NOW DUE</b>			<b><u>\$96,253.40</u></b>

**THORNTON GROUT FINNIGAN LLP**

**Per: D.J. Miller**

E.& O.E.  
GST/HST #87042 1039 RT0001 \* GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.





**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre  
100 Wellington Street West  
Suite 3200, P.O. Box 329  
Toronto, ON Canada M5K 1K7  
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc  
Royal Bank Plaza, South Tower  
200 Bay St., Suite 2900  
Toronto, ON M5J 2J1

June 24, 2020

**Attention: Alan J. Hutchens  
Melanie MacKenzie**

**Invoice No. 35174**

**File No. 1807-002**

**RE: Lydian International Limited**

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING  
for the period ending: June 23, 2020**

**FEES**

Jun-16-20	<p>Receive email from Armenian shareholder in respect of Press Release issued by the Applicants; emails to and from the Monitor as to same, and including reference in the Monitor’s Report; continuing to draft, revise and finalize Monitor’s Report and update with all developing information; numerous emails to and from Applicants’ counsel as to various information for Monitor’s Report; review and revise new organizational charts to be attached to Report; review various draft materials; continuing discussions (x3) with the Monitor as to exit financing, information on various schedules; receive and review letter from RCF’s counsel as to their position on the Plan and any intended further DIP funding; consider same as to Monitor’s Report being finalized; review further emails with Applicants’ counsel as to same; emails with Applicants’ counsel as to factual aspect of portions of Monitor’s Report; emails to and from RCF’s counsel as to letter sent; review all Schedules to Monitor’s Report; emails to and from Applicants’ counsel as to Schedule B to Plan omitted from motion record and inclusion of same in Monitor’s Report; consideration as to resolution of certain issues and finalizing Report; emails to and from the Monitor throughout;</p>	5.30	DJM
	<p>Review redacted and confidential motion record served by Applicants; review comments on draft report and revise same; review letter from RCF in respect of position on plan; email draft report to D.J. Miller for review; email to Stikeman with respect to organization charts to be appended to the Monitor's report; continue to review and revise draft</p>	9.30	RB

report; emails with respect to same; instructions to M. Magni with respect to compiling appendices; review and revise compiled appendices; further review and revise draft report; review draft organizational charts for report and revise same; review of comments from Stikeman on draft report and revise same; further emails with respect to same and with respect to appendices; compile and finalize same; circulate draft report for review; finalize and serve report;

Jun-17-20	<p>Numerous emails in connection with impending Meeting Order motion and preparation for potential creditors' meeting; various emails as to calculation and confirmation of each senior lender's claims, addressing changes to Schedules to Plan and preparing for same; emails from RCF as to execution of DIP Amending Agreement but no advance of funds; consider impact of same on exit financing and discussions with the Monitor as to cash requirements and mechanics for potential plan implementation; review 18th Amendment to Credit Agreement for exit financing and discussion with the Monitor and R. Bengino as to same; emails from E. Sellers as to various aspects for closing; emails from and to Applicants' counsel as to outstanding items for creditors' meeting and court attendance; review exchange of emails between counsel for ING and Applicants' counsel as to request for adjournment of Meeting Order motion, impact of Plan on ING and related matters; review revised language for Release under Plan as proposed by CAT; review updated form of Meeting Order; receive and review Affected Claims summary as prepared by the Applicants; review emails exchanged between E. Sellers' counsel and senior lenders as to form of Release; telephone call (x2) with the Monitor on various aspects in preparation for Court and creditors' meeting;</p>	2.90	DJM
	<p>Review and swear affidavit of Service; email Monitor's Report and Affidavit of Service to CJO Morawetz; draft and send email to Affected Creditors and counsel inquiring as to names and emails for those individuals that will be attending the Meeting on Friday, for the purposes of a calendar invitation; review and consider 18th Amending Agreement and send email on same to D.J. Miller and M. Mackenzie; emails with respect to calendar invitation for Friday meeting; email comments on draft 18th amending agreement to Stikeman; email with respect to Meeting Order; review factum of the Applicants in connection with motion; emails with respect to RCF's non-participation in exit financing; numerous emails with respect to calculation of debt amounts in consideration of RCF not funding DIP; review revised calculation with respect to same;</p>	3.70	RB
Jun-18-20	<p>Various emails leading to motion for Meeting Order relating to objections of ING, questions raised by parties and calculations that are in flux; emails to and from Applicants' counsel and the Monitor as to same; telephone call with Monitor in preparation for motion for Meeting Order; review revised form of Meeting Order to be sought by Applicants; attend on videoconference court hearing as to Meeting Order; participate in discussions with counsel for ING and other parties as to their objection</p>	2.90	DJM

during adjournment of motion; re-attend on motion for Meeting Order; various emails as to next steps in preparation for creditors' meeting tomorrow; numerous emails to counsel for Applicants and senior lenders as to calculations for voting and distribution purposes; emails from E. Sellers as to various issues; emails from and to S. Roy and counsel for Orion as to form of Mutual Release;

	Emails with respect to exit funding; review revised Plan; review revised Meeting Order; prepare draft agenda/script for the Monitor as chair for the Creditors' Meeting; review Torys comments on draft 18th Amending Agreement; review email from counsel to Maverix Metals; emails with respect to agenda/script of Meeting Order; send same to Stikeman for review; review emails with respect to quantum of lender claims; review numerous emails with respect to exit funding; review further comments on Plan;	4.70	RB
Jun-19-20	Review numerous emails with respect to outstanding tax advice and lender claim amount; emails with respect to today's Creditors' Meeting; prepare for and attend Creditors' Meeting; prepare Monitor's sixth report summarizing results of the Meeting; revise draft report; send to Stikeman for review; email with respect to shareholders previously contacted for potential financing;	2.70	RB
Jun-20-20	Email from L. Pillon as to Monitor's Report to be filed following meeting of creditors; email to R. Bengino and M. MacKenzie;	0.20	DJM
	Review comments from E. Pillon on draft Monitor's Report;	0.10	RB
Jun-21-20	Email to R. Bengino as to finalizing post-meeting Monitor's Report; email from L. Pillon as to Affidavit in support of Sanction Order; email to Applicants' counsel as to evidence to be included to address concern raised by Gowlings as to their client and Lydian International; emails from and to L. Pillon as to same; email from M. MacKenzie as to emails from Orion and review of DIP amendment and consideration of any changes; consider exit financing and completing all conditions in advance of sanction hearing;	0.80	DJM
	Emails with respect to Monitor's Report; Emails with respect to sanction motion materials; Review emails with respect to comments on 18th Amending Agreement; Review comments on draft Amending Agreement;	0.80	RB
Jun-22-20	Emails from and to Applicants' counsel as to request by Maverix's counsel and impact of Plan; consider same and respond to Maverix's counsel; conference call with the Monitor and R Bengino as to aspects to be covered in Monitor's Seventh Report in respect of Sanction Order; Finalize Monitor's Sixth Report as to results of Meeting of Creditors; Various emails from E Sellers as to transition planning and operational aspects; emails from E Sellers counsel and counsel to Orion and the Applicants as to finalizing Release; emails from CJ MORawetz's assistant as to emails received from various interested parties and	3.90	DJM

receiving same; discussion with R Bengino and M MacKenzie as to response to be sent to each and considering same for Monitor's REport on Sanction; email from Orion as to call amongst all parties to discuss transition issues; emails as to status of 18th amendment to Credit Agreement and DIP facilities; review draft Affidavit in support of Sanction Order and discuss same with R Bengino; receive and review Chart prepared by Applicants' counsel as to all Releases under Plan and consider same and discussion with R Bengino; emails as to potential regulatory authority consent or involvement; emails as to relief to be sought on Sanction Hearing;

Revise draft Monitor's report and send same to Monitor; finalize and serve report; swear affidavit of service; Review draft affidavit; call with Monitor to discuss Monitor's report; email to M. Magni with respect to fee affidavit; Review and consider emails with respect to transfer of funds; review and consider chart outlining releases and emails with D.J. Miller with respect to same; email to Stikeman with respect to same; review emails with respect to requirement to seek approval from Competition Bureau in Armenia and consideration of same; further emails with respect to same; review emails with respect to affect on Maverix Metals; email with respect to revised DIP agreement;

4.30 RB

Jun-23-20 Continue to advance various aspects of the draft materials in respect of the Sanction Order, Monitor's Seventh Report to the Court, draft Sanction Order, Affidavit to be filed by the Applicants and considering various issues arising in connection with implementation; coordinate communications to various shareholder inquiries; conference call with Applicants' counsel and discussion as to notice aspects for motion, timing of delivery of materials, scope of releases, exit funding aspects; discussions with the Monitor as to post-implementation directions on funding and aspects of Jersey wind-up proceedings; review various emails from E. Sellers as to implementation aspects including insurance notifications; review and provide suggested edits on drafts of materials; further emails from CJ Morawetz' assistant as to additional emails received from interested parties; receive and review revised version of Chart outlining releases under Plan; further review and revisions to updated Affidavit;

4.70 DJM

Emails with respect to scheduling call with Stikeman; emails with respect to further correspondence received from shareholders; prepare letter to shareholders; emails with Monitor and D.J. Miller with respect to same; instructions to M. Magni with respect to same; conference call with Stikeman to discuss sanction hearing materials; draft Monitor's Seventh Report; review and revise draft Order and Affidavit; emails with respect to same; continue drafting report; emails with respect to director at Lydian Jersey level and consideration of same; review revised order and revised affidavit and email to Monitor with respect to same; continue drafting report;

5.80 RB

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D. J. Miller	20.70	\$1,000.00	\$20,700.00
Rachel Bengino	31.40	\$600.00	\$18,840.00
<b>Total Fees</b>			<b>\$39,540.00</b>
<b>HST (@ 13%) on Fees</b>			<b><u>\$5,140.20</u></b>
<b>Total Fees and HST</b>			<b><u>\$44,680.20</u></b>
<b>TOTAL NOW DUE</b>			<b><u>\$44,680.20</u></b>
<b>THORNTON GROUT FINNIGAN LLP</b>			

**Per: D.J. Miller**

E.& O.E.  
GST/HST #87042 1039 RT0001 \* GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

This is Exhibit “B” referred to in the  
Affidavit of D.J. Miller sworn before me by video  
conference from the Town of Corbeil, in the Province of  
Ontario, to the City of Toronto, in the Province of Ontario  
this 25<sup>th</sup> day of June, 2020..

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A Commissioner for taking affidavits

## EXHIBIT "B"

Calculation of Average Hourly Billing Rates of  
Thornton Grout Finnigan LLP  
for the period April 14, 2020 to June 23, 2020

Invoice No.	Fees	Disbursements	HST	Hours	Average Rate	Total
34905	\$48,820.00	\$290.16	\$6,384.32	62.30	\$783.63	\$55,494.48
35032	\$24,440.00	\$73.61	\$3,186.77	29.40	\$831.30	\$27,700.38
35065	\$17,440.00	\$00.00	\$2,267.20	19.80	\$880.80	\$19,707.20
35151	\$85,180.00	\$00.00	\$11,073.40	106.10	\$802.82	\$96,253.40
35174	\$39,540.00	\$00.00	\$5,140.20	52.10	\$857.60	\$44,680.20
<b>TOTALS:</b>	<b>\$215,420.00</b>	<b>\$363.77</b>	<b>\$28,051.89</b>	<b>269.70</b>		<b><u>\$243,835.66</u></b>

This is Exhibit "C" referred to in the  
Affidavit of D.J. Miller sworn before me  
this 25th day of June, 2020.

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A Commissioner for taking affidavits

# EXHIBIT “C”

## Billing Rates of Thornton Grout Finnigan LLP

For the period April 14, 2020 - June 23, 2020

	<u>Rate</u>	<u>Year of Call</u>
D.J. Miller	\$1,000	1993
Rachel Bengino	\$600	2015

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF LYDIAN INTERNATIONAL LIMITED, LYDIAN CANADA  
VENTURES CORPORATION AND LYDIAN U.K. CORPORATION LIMITED**

Court File No.: CV-19-00633392-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**  
Proceeding commenced at Toronto

**AFFIDAVIT OF D.J. MILLER**

**THORNTON GROUT FINNIGAN LLP**  
Barristers & Solicitors  
Toronto Dominion Centre  
100 Wellington Street W., Suite 3200  
Toronto, Canada M5K 1K7

**D. J. Miller LSO#344393P**  
djmillertgf.ca

**Rachel Bengino LSO#68348V**  
rbengino@tgf.ca

Tel: 416.304.1616  
Fax: 416.304.1313

Lawyers for the Monitor

**IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LYDIAN  
INTERNATIONAL LIMITED, LYDIAN CANADA VENTURES CORPORATION, AND LYDIAN U.K.  
CORPORATION LIMITED**

Court File No.:  
CV-19-00633392-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**  
Proceeding commenced at Toronto

**MONITOR'S SEVENTH REPORT**

**THORNTON GROUT FINNIGAN LLP**  
Barristers & Solicitors  
Toronto Dominion Centre  
100 Wellington Street W., Suite 3200  
Toronto, Canada M5K 1K7

**D. J. Miller LSO#344393P**  
djmillier@tgf.ca

**Rachel Bengino LSO#68348V**  
rbengino@tgf.ca

Tel: 416.304.1153  
Fax: 416.304.1313

Lawyers for the Monitor