

**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 THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985 c. C-44, as amended

AND

IN THE MATTER OF NORTH AMERICAN TUNGSTEN CORPORATION LTD.

PETITIONER

**ORDER MADE AFTER APPLICATION**

	)	THE HONOURABLE	)	
BEFORE	)		)	16 / Nov / 2015
	)	MR. JUSTICE BUTLER	)	

ON THE APPLICATION of North American Tungsten Corporation Ltd. coming on for hearing at Vancouver, British Columbia on this day and on hearing John Sandrelli, counsel for North American Tungsten Corporation Ltd., and those counsel listed in **Schedule "A"** hereto;

THIS COURT ORDERS that:

1. The time for service of the Notice of Application (the "**Notice of Application**") herein be and is hereby abridged such that the Notice of Application is properly returnable today and service hereof upon any interested party other than those parties on the service list maintained by the Petitioner and the Monitor in these proceedings and the Equipment Financers (as defined in the Notice of Application) is hereby dispensed with.
2. Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Initial Order granted by this Court on June 9, 2015 (as the same has been amended and amended and restated by the Amended and Restated Initial Order made July 9, 2015, as the same may be amended or amended and restated further from time to time, the "**ARIO**") or the Notice of Application.
3. The Equipment Financers are hereby authorized to take possession of the Redundant Equipment set forth on **Schedule "B"** hereto and remove the Redundant Equipment

from the Petitioner's premises; *provided, however*, that prior to removing its Redundant Equipment:

- (a) The Monitor confirms there is no equity in the piece of Redundant Equipment to be removed; and
  - (b) The Equipment Financer pays to the Monitor in trust the amount estimated by the Monitor as necessary to satisfy the *pro rata* portion of the CCAA Charge Amount set forth on **Schedule "B"** (the "**Allocation Amounts**").
4. Subject to satisfying the conditions in paragraph 2, the Equipment Financers are hereby permitted to access the Cantung mine site and/or the Petitioner's head office and relocate the Redundant Equipment at their own risk and expenses, on providing 3 days' written notice to the Monitor and the Petitioner of the date of proposed access to the mine site.
5. The Petitioner shall have no liability in respect of the costs related to the removal and transport of the Redundant Equipment.
6. The Redundant Equipment, once returned to the applicable party on the terms set forth herein, shall be free and clear of the CCAA Charges.
7. The Allocation Amounts shall be held by the Monitor in trust and shall stand in place and stead of the Redundant Equipment and shall be subject to the CCAA Charges in the same relative priority as set forth in the ARIO.
8. This Order and the payment of the Allocation Amounts are without prejudice to the rights of all parties with respect to the determination of:
- (a) whether any other Encumbrance attaches to the Redundant Equipment or the amount secured thereby; and
  - (b) the final allocation of the CCAA Charges to the Allocation Amounts.
9. In the event all or some portion of the Allocation Amounts is not required to satisfy the CCAA Charges, the Monitor is hereby authorized and directed to return the Allocation Amounts, or such *pro rata* portion thereof, to the applicable Equipment Financer as soon as is reasonably practicable.

10. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

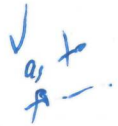
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of John Sandrelli  
Lawyer for North American Tungsten Corp.

By the Court.



\_\_\_\_\_  
Registrar



## SCHEDULE "A"

COUNSEL	PERSONALLY APPEARING FOR:
John Sandrelli and Tevia Jeffries	Counsel for North American Tungsten Corporation Ltd.
Kibben Jackson F. McDonnell	Alvarez & Marsal Canada Inc (" <b>Monitor</b> ")
Tom Isaac	Counsel for Canada Revenue Agency
Robert Lauer Jeffrey Mackay	Counsel for Indigenous and Northern Affairs Canada
William Skelly Lise Hiebert	Counsel for Callidus Capital Corporation
Gordon G. Plottel	Counsel for Finning International
Jonathan McLean Angela Crimeni	Counsel for Wolfram Bergbau und Hütten AG
Matthew Nied	Counsel for Amalgamated Mining Inc.
Jason Levine Melissa Nicolls	Counsel for Her Majesty the Queen, Department of Indian Affairs & Northern Development Canada
Mary Buttery Lance Williams	Counsel for Government of the Northwest Territories
Kieran Siddall Scott Boucher	Counsel for Global Tungsten & Powders Corp.
COUNSEL	APPEARING VIA VIDEO CONFERENCE FOR:
Jose Delgado	Counsel for Driving Force Inc.
Ken Landa	Department of Justice Canada

**Schedule "B" to the ORDER**

<b>Party</b>	<b>Manufacturer</b>	<b>Model</b>	<b>Asset Type</b>	<b>Serial No.</b>	<b>Allocation Amount (\$)</b>
Amalgamated Mining Inc.	Sandvik	DD321-40C	Drill	112D19905-1	163,643
Finning (Canada)	Caterpillar	3516B	Generator Set	GZT00165	78,102
Finning (Canada)	Caterpillar	R1700G	Scoop Tram	SBR00893	145,047
Finning (Canada)	Caterpillar	R1600G	Scoop Tram	9YZ00566	89,260
Kubota Canada Ltd.	Kubota	RTV1140	All-Terrain Vehicle	31076	2,510
Kubota Canada Ltd.	Kubota	RTV1140	All-Terrain Vehicle	30515	2,510
Kubota Canada Ltd.	Kubota	RTV1140	All-Terrain Vehicle	25640	2,510
RCAP Leasing Inc.	Doosan	G30P-5	Forklift Truck	FGA0C129002082	3,500
RCAP Leasing Inc.	Doosan	G30P-5	Forklift Truck	MM00454	1,395