

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR.

)

FRIDAY, THE 7<sup>th</sup>

)

JUSTICE NEWBOULD

)

DAY OF JUNE, 2013

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF  
ONTARIO

APPROVAL AND VESTING ORDER

THIS MOTION, made by Starfield Resources Inc. (the "**Debtor**") for an order approving the sale transaction (the "**Transaction**") contemplated by the form of asset purchase agreement an agreement of purchase and sale (the "**Sale Agreement Form**") between the Debtor and 2369785 Ontario Inc. (the "**Purchaser**") appended to the Report of PricewaterhouseCoopers Inc. in its capacity as the proposal trustee ("**Proposal Trustee**") dated June 5, 2013 (the "**Report**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and a completed and executed copy of the Sale Agreement Form, dated June 7, 2013, filed (the "**Sale Agreement**") and on hearing the submissions of counsel for the Debtor, the Proposal Trustee, *Nielsen Associates Resources Inc.* and the Directors of the Debtor, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Tasha Boyd sworn June 5, 2013, filed:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement is hereby authorized and approved, with such minor amendments as the Debtor may deem necessary. The Debtor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated March 15, 2013; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. THIS COURT ORDERS that upon the registration in the Mining Recorder's Office of Aboriginal Affairs and Northern Development Canada (the "**Mining Recorder**") of (a) a transfer of mineral claims or leases in the form prescribed under the Northwest Territories and Nunavut Mining Regulations and (b) a copy of this Approval and Vesting Order, and upon payment of prescribed transfer fees, the Mining Recorder is hereby directed to enter the Purchaser as the owner of the subject mineral claims and leases.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the Proposal Trustee to file with the Court a copy of the Certificate, forthwith after delivery thereof.

7. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Debtor is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Company's records pertaining to the Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

8. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other

reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

10. THIS COURT ORDERS that, pursuant to subsection 50.4(9) of the BIA, the time within which a proposal must be filed with the Official Receiver under section 62(1) of the BIA be and is hereby extended to June 28, 2013.

11. THIS COURT ORDERS that the Report and the activities of the Proposal Trustee as described therein be and are hereby approved.

12. 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 to give effect to this Order and to assist the Proposal Trustee and the Debtor and their 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 Proposal Trustee or the Debtor as may be necessary or desirable to give effect to this Order or to assist the Proposal Trustee and the Debtor and their agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



JUN 7 2013



ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF STARFIELD  
RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF  
ONTARIO

CERTIFICATE

RECITALS

- A. Starfield Resources Inc. (the “**Debtor**”) filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, on March 7, 2013, and PricewaterhouseCoopers Inc. was appointed proposal trustee (the “**Proposal Trustee**”);
- B. Pursuant to an Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice (the “**Court**”) dated March 15, 2013, the Debtor and the Proposal Trustee were authorized and empowered to carry out a sales process with respect to the sale of all or any part of the property of the Debtor, including the Purchased Assets, provided that any definitive agreement in respect thereof obtained the further approval of the Court.
- C. Pursuant to an Order of the Court dated June 7, 2013, the Court approved the agreement of purchase and sale made as of June 7, 2013 (the “**Sale Agreement**”) between the Debtor and 2369785 Ontario Inc. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtor and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.
- D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the Debtor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtor and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at [TIME] on \_\_\_\_\_ [DATE].

**PricewaterhouseCoopers Inc., in its capacity  
as proposal trustee in the proposal  
proceedings of Starfield Resources Inc., and  
not in its personal capacity**

Per: \_\_\_\_\_

Name: <@>

Title: <@>

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN  
THE PROVINCE OF ONTARIO

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***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**[COMMERCIAL LIST]**

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**Proceedings commenced in Toronto**

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**ORDER**  
**(Approval and Vesting)**

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**FASKEN MARTINEAU DuMOULIN LLP**  
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Toronto, ON M5H 2T6

**Stuart Brotman (LSUC No. 43430D)**  
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**Solicitors for the Debtor, Starfield Resources Inc.**