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

MOTION RECORD (returnable September 13, 2013)

August 30, 2013

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ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

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TAB 1

Court File No. CV13-10034-00CL

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

NOTICE OF MOTION (returnable September 13, 2013)

PricewaterhouseCoopers Inc. ("PwC"), in its capacity as proposal trustee (in this capacity, the "Proposal Trustee") of Starfield Resources Inc. (the "Company") and in its capacity as trustee in bankruptcy (in this capacity, the "Trustee") of the Company, will make a motion to a judge presiding over the Commercial List on September 13, 2013 at 10:00 a.m., or as soon after that time as the motion can be heard at the court house, 330 University Avenue, 8th Floor, Toronto, Ontario, M5G 1R7.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR an order substantially in the form as Tab 5 to the motion record:

if necessary, abridging the time for and validating service of this notice of motion and the materials filed in support of this motion and dispensing with further service thereof such that this motion is properly returnable on September 13, 2013;

- (b) authorizing and directing payment of \$1,742.40 to Aird & Berlis LLP ("A&B") and \$2,701.38 to Cassels Brock & Blackwell LLP ("Cassels") from funds held in the Company's estate in full and final satisfaction of their respective outstanding fees and disbursements incurred in connection with the Company's NOI (defined below) proceedings;
- (c) immediately following the payments to A&B and Cassels, discharging and releasing the Administration Charge and the Directors' Charge (each as defined and described below) created by the Order of the Honourable Mr. Justice Newbould dated March 15, 2013 (the "March 15 Order");
- (d) approving the fees and disbursements of the Proposal Trustee for the period ending July 2, 2013 in the amount of \$105,362.43 plus HST;
- (e) approving the fees and disbursements of the Proposal Trustee's legal counsel, Cassels, for the period ending June 28, 2013 in the amount of \$25,253.83 plus HST;
- (f) approving the Fifth Report to Court of the Proposal Trustee and the First Report to Court of the Trustee dated August 29, 2013 (the "Report"), together with the activities of the Proposal Trustee described therein; and
- (g) such further relief as is just.

THE GROUNDS FOR THE MOTION ARE:

(a) the Company filed a notice of intention to make a proposal ("**NOI**") on March 7, 2013 under section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.

- B.-3, as amended (the "BIA") and the Proposal Trustee was appointed to act in the Company's NOI proceedings;
- (b) Cassels has acted as the Proposal Trustee's independent legal counsel on all matters related to the NOI proceedings;
- on July 2, 2013, (the "**Date of Bankruptcy**") the Company was deemed to have made an assignment in bankruptcy pursuant to the provisions of the BIA as a consequence of not filing a proposal with the Proposal Trustee within the time period granted by the Court pursuant to subsection 50.4(8) of the BIA;
- (d) PricewaterhouseCoopers Inc. is currently acting as Trustee of the Company's bankruptcy estate;
- (e) as detailed in the Report, the March 15 Order provides at paragraph 9 for a charge in favour of: (i) the Company's legal counsel, Fasken Martineau DuMoulin LLP ("Fasken"); (ii) counsel to the directors of the Company, A&B; (iii) the Proposal Trustee; and (iv) counsel to the Proposal Trustee, Cassels (collectively, the "Insolvency Professionals"), in an amount not to exceed \$100,000 (the "Administration Charge");
- (f) the Administration Charge charges all of the assets of the Company as security for the professional fees and disbursements incurred both before and after the Filing Date;
- (g) the March 15 Order also provides at paragraph 5 for a charge in favour of the Company's directors and officers for liabilities incurred by the Company that result

- in post-filing claims against the Company's directors and officers in their personal capacities in an amount not to exceed \$100,000 (the "Directors' Charge");
- (h) as detailed in the Report, the Insolvency Professionals are the sole parties benefiting from the Administration Charge. In this regard:
 - (i) Faskens has confirmed in writing that it has been paid in full for services rendered up to the Date of Bankruptcy and consents to the discharge of the Administration Charge;
 - (ii) A&B advises that it consents to the discharge of the Administration Charge following payment of the sum of \$1,742.40 in fees and disbursements (inclusive of HST) accrued in respect of the Company's NOI proceedings which remains outstanding; and
 - (iii) Cassels consents to the discharge of the Administration Charge following payment of the sum of \$2,701.38 in fees and disbursements (inclusive of HST) accrued in respect of the Company's NOI proceedings which remains outstanding; and
 - (iv) PwC consents to the discharge of the Administration Charge;
- (i) as detailed in the Report, the Directors (as defined therein) are the sole parties benefitting from the Directors' Charge and, through their counsel, have confirmed in writing that they consent to the discharge of the Directors' Charge without a correlating claims process;

- (j) accordingly, the Trustee wishes to discharge the Administration Charge and the Directors' Charge to facilitate the Trustee's administration of the Company's estate and to allow it to make any distributions from the estate in the ordinary course in accordance with the provisions of the BIA;
- (k) the March 15 Order also provides at paragraph 7 that the Proposal Trustee and its counsel shall be paid their reasonable fees and disbursements by the Company as part of the costs of the NOI proceedings;
- (l) the March 15 Order provides at paragraph 8 that the Proposal Trustee and its legal counsel shall pass their accounts rendered in connection with the NOI proceedings from time to time, and for this purpose the accounts of the Proposal Trustee and its legal counsel are referred to a judge of the Commercial List of the Ontario Superior of Court of Justice;
- (m) the Proposal Trustee and its counsel, Cassels, have accrued fees and expenses as particularized in the Affidavit of Tracey Weaver sworn August 27, 2013 (the "Weaver Affidavit") and the Affidavit of Larry Ellis sworn August 27, 2013 (the "Ellis Affidavit"), respectively, which fees and expenses require the approval of this Court;
- (n) the Proposal Trustee and Cassels' fees and disbursements are fair and reasonable and are justified in the circumstances and accurately reflect the work done by the Proposal Trustee and by Cassels on behalf of the Proposal Trustee in connection with the NOI proceedings;

- (o) the Proposal Trustee seeks the approval of the Report and its activities as described therein;
- (p) the further grounds as are set out in the Report;
- (q) Rules 1.04, 2.03, 3.02, and 37 of the Ontario Rules of Civil Procedure; and
- (r) such further grounds as are just.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Report;
- (b) the Weaver Affidavit;
- (c) the Ellis Affidavit; and
- (d) such further materials as is just.

August 30, 2013

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TO: THE SERVICE LIST ATTACHED

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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

Court File No. CV13-10034-00CL

SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) ONTARIO

PROCEEDING COMMENCED AT TORONTO

(returnable September 13, 2013) NOTICE OF MOTION

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Lawyers for PricewaterhouseCoopers Inc.

TAB 2

FIFTH REPORT TO COURT SUBMITTED BY PRICEWATERHOUSECOOPERS INC. IN ITS CAPACITY AS PROPOSAL TRUSTEE OF STARFIELD RESOURCES INC.

AND

FIRST REPORT TO COURT
SUBMITTED BY PRICEWATERHOUSECOOPERS INC.
IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF
STARFIELD RESOURCES INC.

August 29, 2013

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I. INTRODUCTION

- 1. Starfield Resources Inc. ("Starfield" or the "Company") filed a notice of intention to make a proposal ("NOI") on March 7, 2013 (the "Filing Date") under section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the "BIA"). PricewaterhouseCoopers Inc. ("PwC") was appointed to act as the proposal trustee (in this capacity, the "Proposal Trustee") for the Company's NOI proceedings.
- 2. On July 2, 2013 (the "Date of Bankruptcy") the Company was deemed to have made an assignment in bankruptcy pursuant to the provisions of the BIA as a consequence of not filing a proposal with the Proposal Trustee within the time period granted by the Court pursuant to subsection 50.4(8) of the BIA. PwC was appointed to act as trustee in bankruptcy of the Company's estate (in this capacity, the "Trustee").
- 3. This is the Fifth Report to Court filed by the Proposal Trustee in connection with the NOI proceedings and the First Report to Court filed by the Trustee in connection with the bankruptcy (the "Report").

II. PURPOSE OF REPORT

- 4. The purpose of this Report is to:
 - a) provide this Court with a summary of:
 - the background information on the Company and its former NOI proceedings;
 - (ii) the background information on the Directors' Charge and the Administration Charge granted by the Court in the Company's NOI proceedings;
 - b) recommend that this Court issue an order discharging and releasing the Directors' Charge and the Administration Charge; and

c) recommend that this Court issue an order approving the fees and disbursements of the Proposal Trustee and its counsel, Cassels Brock & Blackwell LLP ("Cassels"), incurred both before and after the Filing Date in connection with the NOI proceedings, and approving the Report and the activities of the Proposal Trustee as described herein.

III. QUALIFICATIONS

- 5. In preparing this Report, the Proposal Trustee and the Trustee have relied upon certain unaudited financial information of the Company, the Company's books and records, information obtained from personnel of the Company and other sources (collectively, the "Information").
- 6. In accordance with industry practice, except as described in the Report:
 - a. the Trustee has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Canadian Institute of Chartered Accountants Handbook (the "Handbook"); and
 - b. the Trustee has not examined or reviewed financial forecasts and projections referred to in the Report in a manner that would comply with the procedures described in the Handbook.
- 7. The Proposal Trustee and the Trustee have prepared this Report for the use of the Court in consideration of the motion described in the notice of motion filed by Cassels in these proceedings.
- 8. Unless otherwise stated, all monetary amounts are expressed in Canadian Dollars.

III. BACKGROUND

Corporate History and Operations

9. Copies of each of the four previous reports to Court filed by the Proposal Trustee are available at http://www.pwc.com/ca/en/car/starfield/trustees-reports.jhtml.

- The First Report to Court of the Proposal Trustee dated March 8, 2013 sets out in detail the corporate history, structure and operations of Starfield.
- 10. Starfield operated as a Canadian-based exploration and emerging early-stage development company exploring for copper, cobalt, nickel and platinum group elements ("PGE") in North America, and its exploration projects included a nickel-copper-colbalt-PGE project in Ferguson Lake, Nunavet (the "Ferguson Lake Project"), a nickel-copper-colbalt-PGE project in Montana, a copper silver project in California, and an early stage gold property which straddles the Nevada-California border.
- 11. Starfield was incorporated in 1994 under the *Business Corporations Act* (Alberta). In 2006, the Company filed articles of continuance in British Columbia. The Company is governed by the *Business Corporations Act* (British Columbia) and was a reporting issuer in the provinces of British Columbia, Alberta and Ontario as well as in the Northwest Territories. Starfield's head office was located at 120 Adelaide Street West, Suite 900, Toronto, Ontario.

NOI Proceedings

- 12. PwC was retained in November 2012 to assist the Company on strategic alternatives to maximize value of the Company and its assets, including by way of a sale of all or substantially all of its assets.
- 13. The Company commenced the NOI proceedings to, among other things, continue its efforts to sell assets and solicit investments, with the assistance of the Proposal Trustee.
- 14. On March 15, 2013, the Court granted an order (the "March 15 Order"), among other things: (i) extending the stay of proceedings and the time for filing a proposal up to and including April 26, 2013; (ii) granting the Directors' Charge and the Administration Charge (discussed below); and (iii) approving the Company's proposed sales process during the stay extension period. The March 15 Order is attached as Appendix "A".

- 15. On April 26, 2013, the Court granted an order, among other things, extending the stay of proceedings and the time for filing a proposal up to and including May 20, 2013. A copy of the April 26, 2013 Order is attached as **Appendix "B"**.
- 16. On May 16, 2013, the Court granted an order, among other things, extending the stay of proceedings and the time for filing a proposal up to and including June 7, 2013. A copy of the May 16, 2013 Order is attached as **Appendix "C"**.
- 17. The Company's efforts to sell its assets continued during these extension periods. The sales process (as approved by the Court in the March 15 Order) provided a means for testing the market and determining whether a transaction resulting in realization greater than liquidation was available to the Company. The results of the sales process are detailed in the Second Report to Court of the Proposal Trustee dated April 24, 2013.
- 18. Starfield's efforts ultimately culminated in the execution of an asset purchase agreement (the "APA"), wherein it sold (the "Sale Transaction") all of its right, title and interest in and to all equipment, claims, leases and other assets and rights used or held for use in or in respect of the Ferguson Lake Project (the "Purchased Assets").
- 19. On June 7, 2013, the Court granted an order (the "Vesting Order"), among other things, approving the form of APA and the Sale Transaction and vesting the Purchased Assets in and to 2369785 Ontario Inc. ("236"), subject to the closing of the Sale Transaction confirmed by delivery of a closing certificate executed by the Proposal Trustee. A copy of the Vesting Order is attached as Appendix "D".
- 20. The APA and the Sale Transaction closed with effect as at June 13, 2013, and the closing certificate was delivered by the Proposal Trustee to 236 the same day.
- 21. The Vesting Order also extended the stay of proceedings and the time for filing a proposal up to and including June 28, 2013. The Company did not seek a further extension of the time required to file a proposal nor did it file a proposal on or before June 28, 2013.

22. On July 2, 2013, in accordance with Subsection 50.4(8)(b) of the BIA, the Proposal Trustee filed its report to the Court confirming that the Company did not lodge with it a proposal as required under the BIA (the "Report of Non-Filing"). Accordingly, the Company was deemed bankrupt with effect as at July 2, 2013. The Proposal Trustee's Report of Non-Filing is attached as Appendix "E" and the Company's Certificate of Assignment in Bankruptcy issued by the Superintendant of Bankruptcy pursuant to Subsection 50.5(8)(b.1) of the BIA is attached as Appendix "F".

Bankruptcy and Creditors to the Estate

- 23. On July 4, 2013, the Trustee delivered to all known creditors of the Company a notice of the bankruptcy and first meeting of creditors in the prescribed form, a copy of which is attached as **Appendix "G"** (the "**Notice of Bankruptcy**").
- 24. The first meeting of creditors was held on July 18, 2013 at the offices of the Trustee. As part of this meeting, the Trustee's appointment was affirmed by the creditors of the estate.
- 25. Mr. Nazim Zaver of Canada Revenue Agency was appointed as the sole inspector in the bankruptcy estate. The first meeting of inspectors was held on the same day, during which the inspector resolved and approved the Trustee's retainer of Cassels as estate counsel.
- 26. Based on the creditor list included with the Notice of Bankruptcy attached at Appendix "G", the Trustee understands that:
 - a. the Company does not have any secured creditors;
 - b. as at the Date of Bankruptcy, the Company had no employees;
 - c. all employee related amounts are current, all required remittances of employee withholdings and HST have been made when due, and the Company has no pension obligations whatsoever; and

- d. unsecured payables and accrued liabilities are approximately \$2.35 million.
- 27. The following table summarizes the amounts owing to unsecured creditors:

Starfield Resources Inc. Estimated unsecured creditors (\$000)	
Trade payables	\$ 164
Accrued liabilities	1,873
Taxes payable	320
	\$ 2,357

IV. PREVIOUS COURT-ORDERED CHARGES

The Administration Charge

Pursuant to paragraph 9 of the March 15 Order, the Court granted a charge in favour of: (i) the Company's legal counsel, Fasken Martineau DuMoulin LLP ("Faskens"); (ii) counsel to the directors of Starfield, Aird and Berlis LLP ("A&B"); (iii) the Proposal Trustee; and (iv) Cassels as counsel to the Proposal Trustee (collectively, the "Insolvency Professionals"), in an amount not to exceed \$100,000 (the "Administration Charge"). The Administration Charge creates a priority charge over all of the assets of the Company as security for the professional fees and disbursements incurred both before and after the Filing Date.

The Directors' Charge

- 29. Pursuant to paragraph 5 of the March 15 Order, the Court granted a charge in favour of the Company's directors and officers for liabilities incurred by the Company that result in post-filing claims against the Company's directors and officers in their personal capacities in an amount not to exceed \$100,000 (the "Directors' Charge").
- 30. The Directors' Charge ranks immediately subsequent to the Administration Charge as against all assets of the Company.

31. The Directors' Charge secures all claims arising against the Company's officers and directors in/of the period from the Filing Date to the Date of Bankruptcy (the "NOI Period"). A copy of the Company's corporate profiles in British Columbia and Ontario are attached as Appendix "H". The Company's directors and officers listed thereon are as follows:

STARFIELD RESOURCES INC. List of Directors and Officers

NAME	POSITION	
Norman Betts	Director	
Ross Glanville	Director	
Philip S. Martin	Director	
Shirley Mears	Director	
Andre Douchane	Officer, CEO, President	
Raymond Irwin	Officer, Vice President	
Greg Van Staveren	Officer, CFO (Manager in Ontario)	

- 32. The Trustee is advised by counsel to the Company that, during the period beginning on the Filing Date and ending on the Date of Bankruptcy, only the following persons acted as either officer or director: Norman Betts, Ross Glanville, Philip Martin and Shirley Mears (collectively, the "Directors"). The Trustee understands that Mssers. Douchane, Irwin and Staveren (collectively, the "Former Officers") resigned their positions as officers prior to the Filing Date.
- 33. The Trustee therefore understands that the Directors are the only parties benefitting from the Directors' Charge.
- 34. In addition to the Directors' Charge, there is an insurance policy in place for the benefit of the Company's directors and officers (the "D&O Policy"). The Trustee

has confirmed the premiums for the D&O Policy are current to the Date of Bankruptcy.

Discharge of the Administration Charge and the Directors Charge

- 35. The Trustee seeks an order: (i) paying funds from the Company's estate in satisfaction of the claims of the Insolvency Professionals pursuant to the Administration Charge as described below; (ii) thereafter discharging and releasing the Administration Charge; and (iii) discharging and releasing the Directors' Charge, all to facilitate the Trustee's administration of the Company's estate and to allow it to make any distributions from the estate in the ordinary course in accordance with the BIA.
- 36. The Insolvency Professionals are the sole parties benefiting from the Administration Charge. In this regard:
 - a. Faskens, as counsel to the Company, has confirmed in writing with the Trustee that they have been paid in full for services rendered up to the Date of Bankruptcy and consent to the discharge of the Administration Charge. The Trustee has further instructed that Faskens be served with the within motion;
 - b. A&B, as counsel to the Directors, advises the Trustee that \$1,742.40 in fees and disbursements (inclusive of HST) accrued in respect of the Company's NOI proceedings remains outstanding. A&B advises that it consents to the discharge of the Administration Charge following payment of such amount;
 - c. Cassels advises the Trustee that \$2,701.38 in fees and disbursements (inclusive of HST) accrued in respect of the Company's NOI proceedings remains outstanding. Cassels advises that it consents to the discharge of the Administration Charge following payment of such amount; and
 - d. PwC consents to the discharge of the Administration Charge.

- 37. The Directors are the sole parties benefiting from the Directors' Charge. The Trustee is advised by counsel to the Directors that the Directors are not aware of any material directors' and officers' charges or potential liabilities and that the Directors are satisfied that the Company's D&O Policy will adequately protect them against claims which may be asserted arising out of the NOI Period. Through their counsel, the Directors have provided the Trustee with their consent that the Directors' Charge may be discharged without the time and expense of a formal claims process.
- 38. The Trustee has instructed that the Directors be served with the within motion, by service on their counsel, A&B. The Trustee has further instructed that the Former Officers be served with the within motion, at the addresses listed in the Company's corporate profiles.

V. Approval of Pre-Bankruptcy Fees of the Insolvency Professionals

- 39. Pursuant to paragraph 8 of the March 15 Order, the Proposal Trustee and its counsel may pass their accounts from time to time.
- 40. The Proposal Trustee seeks approval of its fees and disbursements, together with the fees and disbursements of Cassels as counsel for the Proposal Trustee. The Proposal Trustee and its counsel have maintained detailed records of their professional time and costs.
- 41. The aggregate fees and disbursements of the Proposal Trustee for services provided during the period ending July 2, 2013 total \$105,362.43 plus HST. The activities of the Proposal Trustee are described in its accounts exhibited to the Affidavit of Tracey Weaver sworn on August 27, 2013, attached as Tab 3 of the within motion record.
- 42. Cassels has acted as the Proposal Trustee's independent legal counsel on all matters related to the NOI proceedings. Cassels rendered its accounts to the Proposal Trustee for the period from March 6, 2013 to June 28, 2013 in the aggregate amount of \$25,253.83 plus HST. The activities of Cassels are

- described in its accounts exhibited to the Affidavit of Larry Ellis sworn on August 27, 2013, attached as Tab 4 of the within motion record.
- 43. The Proposal Trustee's and Cassels' fees and disbursements are fair and reasonable and are justified in the circumstances and accurately reflect the work done by the Proposal Trustee and by Cassels in connection with the NOI proceedings. The rates charged by the Proposal Trustee and Cassels are reasonable and are consistent with the rates charged by other firms in the Toronto market for the provision of similar services and the rates charged for services rendered in similar proceedings.

VI. Activities of the Proposal Trustee

- 44. Between the filing of the Fourth Report to Court of the Proposal Trustee dated June 5, 2013 and the Date of Bankruptcy, the activities of the Proposal Trustee (as described in greater detail above) included the following:
 - a) review of the Company's weekly cash flow results and discussions with the Company on material variances to the cash flow projections submitted;
 - b) discussions with the Purchaser and its counsel relating to the APA;
 - c) assisting in the closing of the Sale Transaction;
 - d) discussions and correspondence with the Company and its counsel regarding the preparation and possible filing of a proposal;
 - e) discussions and correspondence with the Directors and their counsel;
 - f) discussions and correspondence with Cassels, as counsel to the Proposal Trustee; and
 - g) carrying out incidental and statutory duties relating to the administration of the Company's NOI proceedings.

VII. Recommendation

- 45. The Proposal Trustee and the Trustee recommend and request that the Court grant an order substantially in the form submitted with their motion and as described above.
- 46. The inspector has reviewed the Report in draft and in substantially the form as filed with this Court and has approved its contents and the recommendation as proposed herein.

Dated August 29, 2013.

RESPECTFULLY SUBMITTED

Tracey Weaver

Vice President, Consulting & Deals

PricewaterhouseCoopers Inc.,

in its capacity as Proposal Trustee of Starfield Resources Inc. and in its capacity as Trustee in Bankruptcy of Starfield Resources Inc.

Appendix "A"

Court File No. CV13-10034-00CL

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

THE HONOURABLE M)	FRIDAY, THE 15th
JUSTICE MENTOUND)	DAY OF MARCH, 2013
R CENTHE MATTER OF THE E	BANKRUPTCY ANA	D INSOLVENCY ACT,
2 1 10 10	c. B-3, AS AMEN	
AND IN THE NATTER OF THE NOTICE OF THE CITY OF TORCE	CE OF INTENTION ONTO IN THE PRO	N OF STARFIELD RESOURCES OVINCE OF ONTARIO

THIS APPLICATION, made by Starfield Resources Inc. (the "Debtor") pursuant to, inter alia, sections 64.1 and 64.2 of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended (the "BIA"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Philip S. Martin sworn March 8, 2013 and the exhibits thereto, the First Report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee") dated March 8, 2013 and the appendices thereto (the "First Report"), and on hearing the submissions of counsel for the Debtor, the Proposal Trustee and the directors of the Debtor, no one appearing for any other party although duly served as appears from the affidavit of service of Tasha Boyd sworn March 8, 2013, and on being advised that there are no secured creditors of the Debtor:

SERVICE

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

THE HONOLIRABLE AN -

APPROVAL OF SALES PROCESS

2. THIS COURT ORDERS that the Sale Process, as set out and defined in the First Report, be and is hereby approved and that the Debtor and the Proposal Trustee are hereby authorized and empowered take such steps as are necessary or desirable to carry out the Sale Process, provided that any definitive agreement executed by the Debtor in respect of the sale of all or any part of the Property (as defined herein) shall require the further approval of this Court.

EXTENSION OF STAY PERIOD

3. 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 April 26, 2013.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

- 4. THIS COURT ORDERS that the Debtor shall indemnify its directors and officers against obligations and liabilities that they may incur as directors or officers of the Debtor from and after the filing of the Debtor's notice of intention under section 50.4 of the BIA, except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.
- 5. THIS COURT ORDERS that the directors and officers of the Debtor shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on all of the Debtor's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceed thereof (the "Property"), which charge shall not exceed an aggregate amount of \$100,000, as security for the indemnity provided in paragraph 4 of this Order. The Directors' Charge shall have the priority set out in paragraphs 11 and 13 herein.
- 6. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Debtor's directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any

directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 4 of this Order.

ADMINISTRATION CHARGE

- 7. THIS COURT ORDERS that the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Debtor as part of the costs of these proceedings. The Debtor is hereby authorized and directed to pay the accounts of the Proposal Trustee, counsel for the Proposal Trustee, counsel for the Debtor and counsel for the directors of the Debtor as such accounts are rendered and, in addition, the Debtor is hereby authorized to pay to the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor, retainers in the amounts of \$50,000, \$15,000, \$25,000, and \$20,000, respectively, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time
- 8. THIS COURT ORDERS that the Proposal Trustee and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Proposal Trustee and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.
- 9. THIS COURT ORDERS that the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$100,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 11 and 13 hereof.

EMPLOYEE RETENTION PAYMENTS

10. **THIS COURT ORDERS** that the Retention Payments, as described and defined in the First Report, are hereby approved and that the Debtor is hereby authorized and empowered to make the Retention Payments in accordance with the terms set out in the First Report.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

11. **THIS COURT ORDERS** that the priorities of the Directors' Charge and the Administration Charge, as among them, shall be as follows:

First – Administration Charge; and

Second – Directors' Charge.

- 12. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge and the Administration Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.
- 13. THIS COURT ORDERS that each of the Directors' Charge and the Administration Charge (each as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.
- 14. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtor shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Directors' Charge or the Administration Charge, unless the Debtor also obtains the prior written consent of the Proposal Trustee, the beneficiaries of the Directors' Charge and the Administration Charge or further Order of this Court.
- 15. THIS COURT ORDERS that the Directors' Charge and the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made (expressly or impliedly) herein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) any assignment for the general benefit of creditors made or deemed to have been made pursuant to

the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the payment of the Retention Payments shall create or be deemed to constitute a breach by the Debtor of any Agreement to which it is a party;
- (b) none of the Key Employees (as defined in the First Report) or the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the Debtor paying the Retention Payments, the creation of the Charges, or the execution, delivery or performance of any related documents; and
- (c) the payments made by the Debtor pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.
- 16. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Debtor's interest in such real property leases.

SERVICE AND NOTICE

17. THIS COURT ORDERS that the Debtor and the Proposal Trustee be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

18. THIS COURT ORDERS that the Debtor, the Proposal Trustee, and any party who has filed a Notice of Appearance may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, and the Proposal Trustee may post a copy of any or all such materials on its website at www.pwc.com/car-starfield.

GENERAL

- 19. 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 Debtor, the Proposal Trustee 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 Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.
- 20. THIS COURT ORDERS that each of the Debtor and the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, including the enforcement of any Charge established hereby.
- 21. THIS COURT ORDERS that any interested party (including the Debtor and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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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

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

Proceedings commenced in Toronto

ORDER

FASKEN MARTINEAU DUMOULIN LLP

333 Bay Street – Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6

Aubrey E. Kauffman (LSUC#: 18829N) Dylan Chochla (LSUC#: 62137I)

Solicitors for the Applicant, Starfield Resources Inc.

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]

Proceedings commenced in Toronto

APPLICATION RECORD

FASKEN MARTINEAU DuMOULIN LLP 333 Bay Street – Suite 2400 Toronto, ON M5H 2T6

Stuart Brotman (LSUC#: 43430D)

R. Graham Phoenix (LSUC #52650N)

Tel: 416 366 8381

Fax: 416 364 7813

Solicitors for the Applicant, Starfield Resources Inc.

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Appendix "B"

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

THE HONOURABLE MR.)	FRIDAY, THE 26th
JUSTICE CUMMING)	DAY OF APRIL, 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 OF STARFIELD RESOURCES
TO C., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

ORDER (Second Stay Extension)

THIS MOTION, made by Starfield Resources Inc. (the "Debtor") pursuant to, *inter alia*, section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavits of Philip S. Martin sworn April 24, 2013 and April 25, 2013, and the exhibits thereto, the Second Report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee") dated April 24, 2013 and the appendices thereto (the "Second Report"), and on hearing the submissions of counsel for the Debtor, the Proposal Trustee, and the directors of the Debtor, no one appearing for any other party although duly served as appears from the affidavit of service of Tasha Boyd sworn April 24, 2013, and on being advised that there are no secured creditors of the Debtor:

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 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 May 20, 2013.

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

4. 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 Debtor, the Proposal Trustee 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 Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

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ENTERED ALLINSCRIT A TORONTO ON / BOOK NO:

LE / DANS LE FLEGISTRE NO.:

APR 2 6 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 OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

Proceedings commenced in Toronto

ORDER (Second Stay Extension)

FASKEN MARTINEAU DuMOULIN LLP 333 Bay Street – Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6

Stuart Brotman (LSUC#: 43430D) Dylan Chochla (LSUC#: 62137I)

Solicitors for the Debtor, Starfield Resources Inc.

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

April 26-18 Co

Court File No. CV13-10034-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
[COMMERCIAL LIST]

Proceeding commenced at TORONTO

MOTION RECORD

(returnable April 26, 2013)

FASKEN MARTINEAU DUMOULIN LLP 333 Bay Street – Suite 2400 Bay Adelaide Centre, Box 20

Toronto, Ontario M5H 2T6

Stuart Brotman [LSUC No. 43430D]

Dylan Chochla [LSUC No. 62137I]

Tel: (416) 366 8381

Fax: (416) 364 7813

Solicitors for the Debtor, Starfield Resources Inc.

Appendix "C"

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

THE HONOURABLE MADAM)	THURSDAY, THE 16th
)	
JUSTICE MESBUR)	DAY OF MAY, 2013

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

E MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES C, OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

ORDER (Third Stay Extension)

THIS MOTION, made by Starfield Resources Inc. (the "Debtor") pursuant to, *inter alia*, section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Philip S. Martin sworn May 14, 2013, the Third Report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee") dated May 14, 2013, and the appendices thereto (the "Third Report"), and on hearing the submissions of counsel for the Debtor and the Proposal Trustee no one appearing for any other party although duly served as appears from the affidavit of service of Tasha Boyd sworn May 14, 2013, and on being advised that there are no secured creditors of the Debtor:

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 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 7, 2013.

3. THIS COURT ORDERS that the Third Report and the activities of the Proposal Trustee

as described therein be and are hereby approved.

4. 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 Debtor, the Proposal Trustee 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

Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable

to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign

proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in

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carrying out the terms of this Order.

ENTERED AT ANSURIT A TORONTO ON / BOOK NO:

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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

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

Proceedings commenced in Toronto

ORDER (Third Stay Extension)

FASKEN MARTINEAU DuMOULIN LLP 333 Bay Street – Suite 2400 Bay Adelaide Centre, Box 20

Toronto, ON M5H 2T6

Stuart Brotman (LSUC#: 43430D) Dylan Chochla (LSUC#: 62137I)

Solicitors for the Debtor, Starfield Resources Inc.

Solicitors for the Debtor, Starffeld Resources Inc. Count File No. CV13-10034-00CL PASKIEN MARTHNEAU DUMOULIN LLP Proceeding commenced at TORONTO Stuart Brotman [LSUC No. 43430D] Dalan Chochla [LSUC No. 621371] SUPERIOR COURT OF JUSTICE Bay Adelaide Centre, Box 20 333 Bay Street - Suite 2400 Toronto, Ontario MSH 2T6 (returnable May 1/6, 2013)) MIOTHION RECORD ROOMWIERCIAL, LISIN Flax: ((41(6)) 3.64 781(3) Tel: (416) 3668381 ONTARIO AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT. FILED R.S.C. 1985, c. B-3, AS AMENDED PROVINCE OF ONTARIO W. TIORUZ64

Appendix "D"

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

THE HONOURABLE MR.)	FRIDAY, THE 7 th
)	
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, 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.

20 ha T.

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

JUN 7 2013

Schedule A - Form of Certificate

Court File No. CV13-10034-00CL

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: <a>	
	Title: <a>>	

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

ONTARIO SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST]

Proceedings commenced in Toronto

ORDER (Approval and Vesting)

FASKEN MARTINEAU DUMOULIN LLP

333 Bay Street – Suite 2400 Toronto, ON M5H 2T6 Stuart Brotman (LSUC No. 43430D) Dylan Chochla (LSUC No. 62137I)

Solicitors for the Debtor, Starfield Resources Inc.

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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Sughtin grupistiona & Gain / how

SUPERIOR COURT OF JUSTICE [COMMERCIAL LIST] ONTARIO

Proceeding commenced at TORONTO

(returnable June 7, 2013) MOTION RECORD

FASKEN MARTINEAU DUMOULIN LLP

Bay Adelaide Centre, Box 20 333 Bay Street - Suite 2400 Toronto, Ontario M5H 2T6 Stuart Brotman [LSUC No. 43430D] Dylan Chochla [LSUC No. 62137I]

Fax: (416) 364 7813 Tel: (416) 366 8381

sbrotman@fasken.com dchochla@fasken.com Solicitors for the Debtor, Starfield Resources Inc.

Secretary Carted Sec.

Appendix "E"

District of

Ontario

Division No.

09 - Toronto

Court No.

31-1722720

Estate No.

31-1722720

- FORM 34 -

Report of Trustee on Non-filing of Cash-flow Statement or Proposal (Paragraph 50.4(8)(b) of the act)

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

We, PricewaterhouseCoopers Inc., the trustee under a notice of intention to make a proposal filed by Starfield Resources Inc., , hereby report to the official receiver as follows:

- 1. That the insolvent person did, on the 7th day of March 2013, file with the official receiver a notice of intention to make a proposal.
 - 2. That:

a projected cash-flow statement was not filed within the period of 10 days after the filing of the notice of ntention.
ntention.

a proposal was not filed within the period of 30 days after the day on which the notice of intention was filed or within any extension of that period granted by the court under the subsection 50.4(9) of the Act. (If an extension of the time has been granted by the court, attach a copy of the court order.)

Dated at the City of Toronto in the Province of Ontario, this 2nd day of July 2013.

Pricewaterhouse Coopers Inc Trustee

18 York Street, Suite 2600

Toronto ON M5J 0B2

Phone: (416) 863-1133 Fax: (416) 814-3219

Appendix "F"



Industry Canada

Industrie Canada

Office of the Superintendent of Bankruptcy Canada

Bureau du surintendant des faillites Canada

District of:

Ontario

Division No.: Court No.: 09 - Toronto 31-1722720

Estate No.

31-1722720

In the Matter of the Bankruptcy of:

Starfield Resources Inc.

Debtor

PRICEWATERHOUSECOOPERS INC.

Trustee

Ordinary Administration

Date of bankruptcy:

July 02, 2013

Security: \$0.00

Meeting of creditors:

July 18, 2013, 10:00

PWC TOWER

18 YORK ST STE 2600 TOKYO ROOM

TORONTO, Ontario

Canada,

Chair:

Trustee

Designated person: Philip Martin

CERTIFICATE OF ASSIGNMENT - Paragraph 50.4(8)(b.1) of the Act

-- AMENDED --

- I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify that:
- a notice of intention in respect of the aforenamed debtor was filed under section 50.4 of the Bankruptcy and Insolvency Act;
- the debtor has failed to file a cash-flow statement or a proposal within the provided period following the filing
 of the notice of intention or within any Court-granted extension and is thereupon deemed to have made an
 assignment.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the
 aforementioned time and place or at any other time and place that may be later requested by the official
 receiver.

Date: July 04, 2013

E-File/Dépôt Electronique

Official Receiver

25 St. Clair Avenue East, 6th floor, Toronto, Ontario, Canada, M4T1M2, (877)376-9902



Appendix "G"



District of Ontario Division No. 09 - Toronto Court No.: 31-1722720 Estate No.: 31-1722720

IN THE MATTER OF THE BANKRUPTCY OF Starfield Resources Inc.

of the City of Toronto, in the Province of Ontario

Notice of Bankruptcy and First Meeting of Creditors

(Subsection 102(1) of the Act)

Take notice that:

- Starfield Resources Inc. was deemed to have filed an assignment in bankruptcy on the 2nd day of
 July 2013, and PricewaterhouseCoopers Inc., was appointed as trustee of the estate of the
 bankrupt (the "Trustee") by the Office of the Superintendent of Bankruptcy, subject to
 affirmation by the creditors of the Trustee's appointment or substitution of another trustee by the
 creditors.
- 2. The first meeting of creditors of the bankrupt will be held on the 18th day of July 2013, at 10:00 a.m., at the offices of PricewaterhouseCoopers Inc., PwC Tower, 18 York Street, Suite 2600, Tokyo Room, Toronto, Ontario.
- 3. To be entitled to vote at the meeting, a creditor must lodge with the Trustee, before the meeting, a proof of claim and, where necessary, a proxy.
- 4. Enclosed with this notice is a form of proof of claim, a form of proxy, and a list of creditors showing the amounts of their claims, where available.
- 5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.
- 6. Proof of claims and proxies should be forwarded to PricewaterhouseCoopers Inc., PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, M5J oB2 to the attention of Ms. Sara de Verneuil, facsimile (416) 814-3219, sara.i.de.verneuil@ca.pwc.com.

7. Further information regarding the bankruptcy proceedings and materials relating to the proceedings may be obtained from the Trustee's website at www.pwc.com/car-starfield.

Dated at Toronto, this 4th day of July 2013.

PricewaterhouseCoopers Inc. in its capacity as Trustee in bankruptcy of Starfield Resources Inc. and not in its personal capacity

Tracey Weaver Vice President

District of: Division No.	Ontario 09 - Toronto		Amended
Court No.	31-1722720		
Estate No.	31-1722720		
		Form 78	

Statement of Affairs (Business Bankruptcy) made by an entity (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankrutpcy of Starfield Resources Inc. of the City of Toronto, in the Province of Ontario

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 2nd day of July 2013. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer) 483,772.10 0.00 483,772.10 0.00 0.00 3. Preferred creditors as per list "C" 4. Contingent, trust claims or other liabilities as per list "D" 1,873,979.96 estimated to be reclaimable for 2,357,752.06

ASSETS (as stated and estimated by the officer)

1. Inventory	0.00
2. Trade fixtures, etc	. 0.00
3. Accounts receivable and other receivables, as per list "E"	
Good	
Doubtful 0.00	
Bad	
Estimated to produce	0.00
4. Bills of exchange, promissory note, etc., as per list "F"	
5. Deposits in financial institutions	
6. Cash	0.00
7. Livestock	. 0.00
8. Machinery, equipment and plant	
9. Real property or immovable as per list "G"	
10. Furniture	
11. RRSPs, RRIFs, life insurance, etc	
12. Securities (shares, bonds, debentures, etc.)	
13. Interests under wills	
14. Vehicles	
15. Other property, as per list "H"	
If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
	0.00
Balance subscribed and unpaid	0.00
Estimated to produce	
Total assets	675,263.50
Deficiency	1,682,488.56

I, Philip Martin, of the City of Toronto in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 2nd day of July 2013 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the City of Toronto in the Province of Ontario, on this 4th day of July 2013.

Philip Martin

District of:

Ontario

Division No.

Court No. Estate No.

09 - Toronto 31-1722720 31-1722720

FORM 78 - Continued

List "A"
Unsecured Creditors

Starfield Resources Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Canada Revenue Agency	875 Heron Road Ottawa ON K1A 1A2	320,375.73	0.00	320,375.73
2	Computershare	100 University Avenue, 1 fth Floor Toronto ON M5J 2Y1	2,777.37	0.00	2,777.37
3	John E. Robins	17 Brunswick Beach Road Lions Bay BC V0N 2E0	12,500.00	0.00	12,500.00
4	KPMG LLP Attn: Ken McKay	333 Bay Street, Suite 4600 Toronto ON M5H 2S5	73,541.53	0.00	73,541.53
5	Lawrence Barry	1383 Kilmer Road North Vancouver BC V7K 1R3	12,500.00	0.00	12,500.00
6	Major Drilling International Inc.	180 Cree Crescent Winnipeg MB R3J 3W1	6,053.10	0.00	6,053.10
7	Matthew Mason	1930 Nelson Avenue West Vancouver BC V7V 2P4	25,000.00	0.00	25,000.00
8	Pitney Bowes Leasing, Pitney Bowes Global Credit Services	Att: Asset/ Bankruptcyhighway.com P.O.Box 57100 Toronto ON M8Y 3Y2	101.36	0.00	101.36
9	Royal Bank Visa	P.O. Box 4016, Station *A* Toronto ON M5W 3E6	2,151.55	0.00	2,151.55
10	Sutton Compliance Communications	200-20 Duncan Street Toronto ON M5H 3G8	678.00	0.00	678.00
11	TSX Inc.	The Exchange Tower, 130 King Street West Toronto ON M5X 1J2	14,449.90	0.00	14,449.90
12	Whitten & Lublin Attn: Adrijana Horvat	141 Adelaide Street West, Suite 600 Toronto ON M5H 3L5	13,643.56	0.00	13,643.56
		Total:	483,772.10	0.00	483,772.10

02 Jul 2013 Date

District of: Division No.

Ontario

Court No.

09 - Toronto 31-1722720

Estate No.

31-1722720

FORM 78 -- Continued

List "D"
Contingent or Other Liabilities

Starfield Resources Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	2010 Flow-Through Investors	Various Various Various ON	450,000.00	0.00		Other
2	2011 Flow-Through Investors	Various Various ON	1,400,000.00	0.00		Other
3	SGS Canada Inc.	P.O. Box 4580, Dept. 5, Station A Toronto ON M5W 4W2	23,979.96	0.00		Other
		Total:	1,873,979.96	0.00		

02-Jul-2013

Date

Philip Martin

Appendix "H"



Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3 www.corporateonline.gov bc ca 2nd Floor - 940 Blanshard Street Victoria BC 250 356-8626

BC Company Summary

For

STARFIELD RESOURCES INC.

Date and Time of Search:

August 09, 2013 10:50 AM Pacific Time

Currency Date:

May 16, 2013

ACTIVE

Incorporation Number:

C0773019

Name of Company:

STARFIELD RESOURCES INC.

Recognition Date and Time:

Continued into British Columbia on October 27, 2006

12:42 PM Pacific Time

Last Annual Report Filed:

October 27, 2011

In Liquidation: No

Receiver: No

PREVIOUS FOREIGN JURISDICTION INFORMATION

Identifying Number in Foreign Jurisdiction:

Name in Foreign Jurisdiction:

206083370

Starfield Resources Inc.

Date of Incorporation, Continuation or Amalgamation

in Foreign Jurisdiction:

Foreign Jurisdiction:

April 22, 1994

ALBERTA

EXTRAPROVINCIAL REGISTRATION INFORMATION

Previous Registration Number in BC:

Extraprovincial Company's Name in BC:

A0047152

STARFIELD RESOURCES INC.

REGISTERED OFFICE INFORMATION

Mailing Address:

2900 - 550 BURRARD STREET VANCOUVER BC V6C 0A3

CANADA

Delivery Address:

2900 - 550 BURRARD STREET VANCOUVER BC V6C 0A3

CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

2900 - 550 BURRARD STREET VANCOUVER BC V6C 0A3

CANADA

Delivery Address:

2900 - 550 BURRARD STREET VANCOUVER BC V6C 0A3

CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Betts, Norman

Mailing Address:

483 STOREYTOWN ROAD STOREYTOWN NB E9C 1V1

CANADA

Delivery Address:

483 STOREYTOWN ROAD STOREYTOWN NB E9C 1V1

CANADA

Last Name, First Name, Middle Name:

Glanville, Ross

Mailing Address: 7513 PANDORA DRIVE BURNABY BC V5A 3W1

CANADA

Delivery Address:

7513 PANDORA DRIVE BURNABY BC V5A 3W1

CANADA

Last Name, First Name, Middle Name:

Martin, Philip S.

Mailing Address:

18 ENNISCLARE DRIVE WEST OAKVILLE ON L6J 4N2

CANADA

Delivery Address:

18 ENNISCLARE DRIVE WEST

OAKVILLE ON L6J 4N2

CANADA

Last Name, First Name, Middle Name:

Mears, Shirley

Mailing Address: 64 COULSON COURT OTTAWA ON K2K 2X9

CANADA

Delivery Address:

64 COULSON COURT OTTAWA ON K2K 2X9

CANADA

OFFICER INFORMATION AS AT October 27, 2011

Last Name, First Name, Middle Name:

Douchane, Andre

Office(s) Held: (CEO, President)

Mailing Address:

120 ADELAIDE STREET WEST, SUITE 900

TORONTO ON M5H 1T1

CANADA

Delivery Address:

120 ADELAIDE STREET WEST, SUITE 900

TORONTO ON M5H 1T1

CANADA

Last Name, First Name, Middle Name:

Irwin, Raymond

Office(s) Held: (Vice President)

Mailing Address:

420 ALVARADO DRIVE NE ALBUQUERQUE NM 87108

UNITED STATES

Delivery Address:

420 ALVARADO DRIVE NE ALBUQUERQUE NM 87108

UNITED STATES

Last Name, First Name, Middle Name:

Van Staveren, Greg
Office(s) Held: (CFO)

Mailing Address:

33 PRINCESS MARGARET BLVD.

ETOBICOKE ON M9A 1Z5

CANADA

Delivery Address:

33 PRINCESS MARGARET BLVD.

ETOBICOKE ON M9A 1Z5

CANADA

Request ID: Transaction ID: Category ID:

015609656 51750983 UN/E

Province of Ontario Ministry of Government Services

Date Report Produced: Time Report Produced: Page:

2013/08/09 13:44:52

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

Incorporation Date

1802805

STARFIELD RESOURCES INC.

1994/04/22

Jurisdiction

BR COLUMBIA

Corporation Type

Corporation Status

Former Jurisdiction

EP DOMESTIC WITH SHARE

REFER TO JURISDICTION

NOT APPLICABLE

Registered or Head Office Address

Date Amalgamated

Amalgamation Ind.

NOT APPLICABLE

NOT APPLICABLE

130 ADELAIDE ST W

New Amal. Number

Notice Date

Suite # 2210 **TORONTO ONTARIO**

CANADA M5H 3P5

NOT APPLICABLE NOT APPLICABLE

Letter Date

Principal Place of Business in Ontario

NOT APPLICABLE

130 ADELAIDE ST W

Revival Date

Continuation Date

Suite # 2210 **TORONTO**

ONTARIO

NOT APPLICABLE

NOT APPLICABLE

CANADA M5H 3P5

Transferred Out Date **NOT APPLICABLE**

Cancel/Inactive Date

EP Licence Eff. Date

NOT APPLICABLE

EP Licence Term. Date

NOT APPLICABLE

NOT APPLICABLE

Date Commenced in Ontario

Date Ceased in Ontario

2007/04/15

NOT APPLICABLE

Activity Classification

NOT AVAILABLE

Request ID: Category ID:

Transaction ID: 51750983

015609656

UN/E

Province of Ontario Ministry of Government Services Date Report Produced: Time Report Produced: Page:

13:44:52

2013/08/09

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1802805

STARFIELD RESOURCES INC.

Corporate Name History

REFER TO JURISDICTION

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator: Name (Individual / Corporation)

Address

GREG

VAN STAVEREN

130 ADELAIDE ST W

Suite # 2210 TORONTO **ONTARIO** CANADA M5H 3P5

Date Began

First Director

2007/08/01

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER/MANAGER IN ONT.

NOT APPLICABLE

Request ID: Transaction ID: 51750983 Category ID: UN/E

015609656

Province of Ontario Ministry of Government Services Date Report Produced: Time Report Produced:

13:44:52

2013/08/09

Page:

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1802805

STARFIELD RESOURCES INC.

Last Document Recorded

Act/Code Description

Form

Date

CIA

INITIAL RETURN

2

2009/07/27

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

TAB 3

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

IN THE MATTER OF THE NOTICE OF INTENTION TO FILE A PROPOSAL OF OF STARFIELD RESOURCES INC. of the City of Toronto, in the Province of Ontario

AFFIDAVIT OF TRACEY WEAVER

I, TRACEY WEAVER, of the Town of Whitby, in the Province of Ontario, MAKE OATH AND SAY that:

- 1. I am a Vice President of PricewaterhouseCoopers Inc. ("PwC") and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and whereso stated, I verily believe it to be true.
- 2. On March 7, 2013 (the "Filing Date"), Starfield Resources Inc. ("Starfield" or the "Company") filed a Notice of Intention to Make a Proposal ("NOI") pursuant to the provisions of section 50.4 (1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the "BIA") and PwC consented to act as proposal Trustee (the "Proposal Trustee").
- 3. On July 2, 2013 (the "Date of Bankruptcy") the Company was deemed to have made an assignment in bankruptcy pursuant to the provisions of the BIA as a consequence of not filing a proposal with the Proposal Trustee within the time period granted by the Court pursuant to section 50.4(8) of the BIA.
- 4. During the NOI proceedings, the Proposal Trustee has provided services and incurred disbursements, in the amount of \$103,296.50 and \$2,065.93 respectively (excluding harmonized sales tax ("HST")) in the period from March 7, 2013 to the Date of Bankruptcy (the "Period") with respect to services provided. Attached hereto and marked as Exhibit "A" to this my Affidavit

is a summary of all invoices rendered by the Trustee on a periodic basis during the Period (the "Accounts").

- 5. True copies of the Accounts, which include a fair and accurate description of the services provided along with the hours and applicable rates claimed by the Proposal Trustee, are attached as Exhibit "B" to this my Affidavit.
- 6. The Proposal Trustee has previously filed four reports with the Court with respect to the NOI proceedings (the "Previous Reports"). In addition, and contemporaneously with the filing of this Affidavit the Proposal Trustee is filing its fifth report to the Court (the "Fifth Report"). Details of the activities undertaken and services provided by the Proposal Trustee in connection with the administration of the NOI proceedings are described in the Previous Reports and the Fifth Report.
- 7. In the course of performing its duties pursuant to the provisions of the BIA, the Trustee's staff has expended a total of 204.8 hours during the Period. Attached as Exhibit "C" to this my Affidavit is a schedule setting out a summary of the individual staff involved in the administration of the NOI and the hours and applicable rates claimed by the Proposal Trustee for the Period. The average hourly rate billed by the Proposal Trustee during the Period is \$504.38.
- 8. The total amount of professional fees and disbursements being claimed for work performed by the Proposal Trustee during the Period is \$105,362.43 (excluding HST).
- 9. The Proposal Trustee requests that this Honourable Court approve its Accounts for the Period, in the total amount of \$105,362.43 (excluding HST) for services rendered and recorded during the Period.
- 10. Cassels Brock & Blackwell LLP ("Cassels") have provided legal services to the Proposal Trustee throughout these proceedings in a manner consistent with the instructions of the Proposal Trustee and have prepared an affidavit with respect to the services rendered during the Period. The Proposal Trustee has reviewed the invoices rendered by Cassels during the Period.
- 11. To the best of my knowledge, the rates charged by the Proposal Trustee and Cassels are comparable to the rates charged for the provision of similar services by other accounting and law firms.
- 12. I verily believe that the fees and disbursements incurred by the Proposal Trustee and Cassels are fair and reasonable in the circumstances.

13. This Affidavit is sworn in connection with a motion for an Order of this Honourable Court to, among other things, approve the fees and disbursements of the Trustee and those of its legal counsel and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this Other day of August, 2013.

Commissioner for Taking Affidavits, etc.

Tracey Weaver

Sara Jean de Verneuil, a Commissioner, etc., Province of Ontario, for PricewaterhouseCoopers Inc. Expires May 29, 2015.

PRICEWATERHOUSECOOPERS INC. PROPOSAL TRUSTEE

Starfield Resources Inc. Statement of Fees Summary For the Period from March 7, 2013 to July 2, 2013

Invoice	Period	Fees	Disbursements	Sub-Total	HST	Total
TR133700420	From March 7 to March 15, 2013	12,277.50	245.55	12,523.05	1,628.00	14,151.05
TR133700463	From March 16 to March 22, 2013	6,078.00	121.56	6,199.56	805.94	7,005.50
TR133700482	From March 23 to March 31, 2013	4,379.50	87.59	4,467.09	580.73	5,047.82
TR133122002	From March 23 to March31, 2013 (CF)	2,300.00	46.00	2,346.00	304.98	2,650.98
TR133700528	From April 1 to April 5, 2013	3,198.00	63.96	3,261.96	424.05	3,686.01
TR133700572	From April 6 to April 12, 2013	7,078.00	141.56	7,219.56	938.54	8,158.10
TR133700642	From April 13 to April 30, 2013	17,885.00	357.70	18,242.70	2,371.55	20,614.25
TR133700762	From May 1 to May 17, 2013	9,801.50	196.03	9,997.53	1,299.68	11,297.21
tr133140833	From May 1 to May 17, 2013 (CF)	7,150.00	143.00	7,293.00	948.09	8,241.09
TR133700888	From May 18 to June 14, 2013	13,062.50	261.25	13,323.75	1,732.09	15,055.84
TR133138216	From May 18 to June 14, 2013 (CF)	3,195.00	63.90	3,258.90	423.66	3,682.56
TR133701041	From June 15 to June 28, 2013	14,496.50	289.93	14,786.43	1,922.24	16,708.67
TR133153938	From June 15 to June 28, 2013 (CF)	2,395.00	47.90	2,442.90	317.58	2,760.48
Total		103,296.50	2,065.93	105,362.43	13,697.13	119,059.56

This is Exhibit "A" referred to in the Affidavit of Tracey Weaver, sworn before me this day of August, 2013.

A commissioner, etc.

Sara Jean de Verneuil, a Commissioner, etc., Province of Ontario, for PricewaterhouseCoopers Inc. Expires May 29, 2015.

Exhibit "B"

Court File No. CV13-10034-00CL

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

IN THE MATTER OF THE
NOTICE OF INTENTION TO FILE A PROPOSAL OF
OF STARFIELD RESOURCES INC.
of the City of Toronto, in the Province of Ontario

Copies of Invoices of the Proposal Trustee

Tracey Weave	er, sworn before me this	
a fm	day of August, 2013.	
Stavle	rneuil	

This is Exhibit "B" referred to in the Affidavit of

Sara Jean de Verneuil, a Commissioner, etc., Province of Ontario, for Pricewaterhouse Coopers Inc. Expires May 29, 2015.

A commissioner, etc.



Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 CAR ONLY

PricewaterhouseCoopers Inc.

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

- or orito oritorio			Dillari. pa	an rancy ne carp we con
Invoice number:	TR133700420	Account number:	60091521	
Invoice date:	March 19, 2013	Payment requested by:	April 3, 2013	
	NAL SERVICES RENDE Resources Inc., for the per	RED by PricewaterhouseCoopers riod March 7 to 15, 2013.		CAD
Fees				12,277.50
Disbursements	S			245.55
Total fees and o	disbursements			12,523.05
HST				1,628.00
Total due				14.151.05

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

COMBINED TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MARCH 7 to 15, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT P VAN EYK	2.0	650	1,300.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	0.5 15.0 3.1	550 550 550	275.00 8,250.00 1,705.00
D SMITH	2,3	325	747.50
TOTAL	22.9		12,277.50 12,277.50
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			245.55 245.55
FEES AND DISBURSEMENTS			12,523.05
HST (13%)			1,628.00
TOTAL AMOUNT DUE			\$ 14,151.05

ne Details

ient	Starfield Resources Inc.	sonrces	nc.
ιον to date	NOI/Proposal 3/15/2013	sal	
aff	Date	Hours	Мето
NERGAN CLARK (CA000586)	3/12/2013	0.5	Update on process, follow up with Company counsel, etc.
EAVER TRACEY (CA002224)	3/8/2013	0.6	Reviewing materials for mailing for next week. Reviewing website set up, Instructions regarding message on hot line. Arranging for cash-flows and reports to be e-filed with OSB. Edits to and approving materials to be mailed for statutory mailing. Discussions with D. Smith regarding shareholder's call, Filing. Update to P. Patel and P. van Evk
	3/12/2013	0.5	Checking on website updated and discussions re hot line calls. Reviewing Notice and mailing. Call to S. de Verneuil. Various calls and e-mails regarding statutory mailing completed and website undated.
	3/13/2013	0.5	Completing statutory mailing and e-filing Notice to Creditors with OSB. Arranging website undate 1 Indate to P. van Evk and P. Patel
	3/14/2013	1.0	Discussion with D. Smith regarding website update. Edits to website update. Arranging further website update regarding extension of period to file proposal. E-filing order with OSB. Preparing notice to creditors of extension. Arranging mailing to creditors with notice of extension. Checking cashflow periods. Brief discussion with P. Patel. Update to P. Patel and P. van Eyk.
JITH DONALDA (CA007437)	3/7/2013 3/8/2013	0.3	Arrange for the setup of a hotline. Set up hotline message. Draft website set up and arrange for start up. Retrieve
	3/11/2013	0.4	Prepare pdfs for posting to website, draft update and once approved, arrange for undate and posting of documents.
	3/12/2013	0.2	appeare and posting of accomments. Prepare website update for Notice to Creditors.
	3/13/2013	0.2	Prepare two website updates for Notice to Creditors and post materials for
	3/15/2013	0.5	application. Draft website updates for additional tabs to the site and pdfs postings.
1N EYK PAUL (CA026589)	3/7/2013	2.0	Attendance at BOD meeting. Review documents and forms.
VTEL PRITESH (CA026805)	3/7/2013	7.0	Updates to report based on P. van Eyk, S. Graff and L. Ellis comments. Attend BOD call. Coordinate filing of NOI docs. Review of trustee's report with P. Martin.

		22.9		
	Attendance in court. Updating Dataroom.	2.0	3/15/2013	
nt memo.	Review and comments on retention payment memo-	0.1	3/14/2013	
	creditor listing and outstanding issues.			
rtin and C. Shelbourne to review	Finalize creditor listing. Meeting with P. Martin and C. Shelbourne to review	2.0	3/12/2013	
	trustee's first report.			
Compile appendices to report. Finalize	Finalize cash flow documents for signature. Compile appendices to report. Finalize	3.0	3/8/2013	
	Memo	ate Hours	Date	



Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

CARONLY

PricewaterhouseCoopers Inc.
PwC Tower

18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

Invoice number:	TR133700463	Account number:	60091521
Invoice date:	March 26, 2013	Payment requested by:	April 10, 2013
		RED by PricewaterhouseCoopers riod March 16 to 22, 2013.	CAD
Fees			6,078.00
Disbursements	1		121.56
Total fees and o	disbursements		6,199.56
HST			805.94
Total due			7,005.50

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

COMBINED TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MARCH 16 TO 22, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT P VAN EYK	1.0	650	650.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	1.0 6.0 0.1	550 550 550	550.00 3,300.00 55.00
MANAGER M HUDSON	3.3	425	1,402.50
SENIOR ASSOCIATE D SMITH	0.3	325	97.50
ASSOCIATE N CHTCHERBAKOVA	0.1	230	23.00
TOTAL	11.8		6,078.00
FEES			6,078.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			121.56 121.56
FEES AND DISBURSEMENTS			6,199.56
HST (13%)			805.94
TOTAL AMOUNT DUE			\$ 7,005.50

Time Details

	HUDSON MATTHEW (CA015812) 3/	CHTCHERBAKOVA NATALIA (CA028708) 3/	3/	PATEL PRITESH (CA026805) 3/ 3/ 3/	VAN EYK PAUL (CA026589)	HUDSON MATTHEW (CA015812)	SMITH DONALDA (CA007437)	WEAVER TRACEY (CA002224)	LONERGAN CLARK (CA000586) 3/	* Staff	Client St No Show to date 3/
	3/21/2013	3/20/2013	3/22/2013	3/18/2013 3/19/2013 3/21/2013	3/22/2013	3/20/2013	3/21/2013	3/20/2013	3/18/2013 3/21/2013	Date	Starfield Reso NOI/Proposal 3/22/2013
11.8	1.6	0.1	1.0	2.0 1.0 2.0	1.0	1.7	0,3	0.1	0.5	Hours	Starfield Resources Inc. NOI/Proposal 3/22/2013
	Telephone discussion with J. Lawson at Ritchie Bros regarding potential opportunity. Follow-up discussions with Century and Maynards regarding their CA. Prepared email to be sent to all parties which includes asset listing, pictures, etc. Review of Starfield information and location.	Review hotlines for messages	Review of cash flow. Discussion with W. Fraser on the same.	Review and updates to data room. Follow-up emails to potential purchasers. Call with Electrum. Meeting with P. Martin, Meeting with J. Sun from Universal	Update from P. Patel on status of file.	Discussion with P. Patel regarding Starfield and appraisers. Review of information and fixed asset listing. Telephone call with Maynards and Century regarding the potential opportunity. Follow-up emails to both Maynards and Century. Review of Starfield location and ability to remove hard assets from that location.	Retrieve messages from hotline and return call to Canada Resources and then her legal counsel who had filed a \$3 million lawsuit against Starfield.	Dealing with creditor call, Sutton.	Update on process, etc. Follow-up on process, etc.	Memo	nc.

Page 1 of 1 8/15/2013



Invoice

HST

Mr. Philip Martin
President and CEO
Starfield Resources Inc.
120 Adelaide Street West
Suite #900

CAR

PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

580.73

Toronto Ontario Canada M5H 1T1 Invoice number: TR133700482 60091521 Account number: Invoice date: March 31, 2013 Payment requested by: April 15, 2013 CAD FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc., to Starfield Resources Inc., for the period March 23, to 31, 2013. Fees 4,379.50 87.59 **Disbursements** Total fees and disbursements 4,467.09

Total due _______5,047.82

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

CAR TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MARCH 23 TO 31, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT P VAN EYK	0.5	650	325.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	2.0 4.0 0.2	550 550 550	1,100.00 2,200.00 110.00
MANAGER M HUDSON	1.3	425	552.50
ASSOCIATE N CHTCHERBAKOVA	0.4	230	92.00
TOTAL	8.4		4,379.50
FEES			4,379.50
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			87.59
			87.59
FEES AND DISBURSEMENTS			4,467.09
HST (13%)			580.72
TOTAL AMOUNT DUE			\$ 5,047.81

Time Details

Client	Starfield Re	Resources Inc	
Job Show to date	NOI/Proposal 3/31/2013	al	
* Staff	Date	Hours	Memo
LONERGAN CLARK (CA000586)	3/27/2013	2.0	Update with Company regarding sales status, etc.
WEAVER TRACEY (CA002224)	3/26/2013	0.2	Instructions regarding hot line calls, Dealing with incoming mail. E-mails with legal counsel.
HUDSON MATTHEW (CA015812)	3/25/2013	0.3	Telephone call with Jake Lawson at Ritchie Bros and follow-up email with
	3/26/2013 3/27/2013	0.3	Discussions with M. McIntosh at Maynard's regarding the opportunity. Discussions with Century and Richie Brothers regarding the auction/appraisal
	3/28/2013	0.3	process. Email to J. Lawson at Richie Brothers regarding their interest in the potential opportunity. Telephone call with J. Johnson at Century to inquire regarding their interest.
VAN EYK PAUL (CA026589)	3/25/2013	0.5	Update with P. Patel.
PATEL PRITESH (CA026805)	3/25/2013 3/26/2013 3/28/2013 3/29/2013	1.0 2.0 0.5 0.5	Review of claims from Whitten & Lublin (subtenant). Drafting of LOI template. Sales process update for C. Lonergan. Discussion with CF team on status of sales process. Call with K. Brook re Avidian offer on Dome Hill.
CHTCHERBAKOVA NATALIA (CA028708)	3/25/2013 3/28/2013	0.2	Review hotline, update message log, notify parties involved. Correspondence with T. Weaver and P. Patel re WSIB account information, review BRS and stat file re same.
		8.4	



CF

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers LLP

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Eric Castonguay Telephone: +1 416 815 5094 Email: eric.castonguay@ca.pwc.com

CAD

Invoice number:

TR133122002

Account number:

60091521

Invoice date:

March 31, 2013

Payment requested by:

April 15, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers LLP to Starfield Resources Inc. for the period March 23 to 31, 2013.

Fees
Disbursements
Total fees and disbursements
HST

Total due

2,650.98

2,300.00

2,346.00

304.98

46.00

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

HST registration # 87057 6089 RT0001

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

CF TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MARCH 23 TO 31, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	А	mount \$
ASSOCIATE P CHEETAM	10.0	230		2,300.00
TOTAL	10.0			2,300.00
FEES				2,300.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements				46.00
FEES AND DISBURSEMENTS				2,346.00
HST (13%)				304.98
TOTAL AMOUNT DUE			\$	2,650.98

) of 6

Time Details

	10.0		
Buyer contact emails and phone calls update	3.0	3/28/2013	
7.0 Buyer Contact follow ups, emails, phone calls.	7.0	3/26/2013	CHEETHAM PETER (CA030348)
Мето	Hours Memo	Date	Stan
		3/31/2013	Show to date
		Mining	Job
Inc.	sources	Starfield Resources Inc.	Client



CAR

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

Facsimile: +1 416 365 8215

Invoice number:	TR133700528	Account number:	60091521
Invoice date:	April 5, 2013	Payment requested by:	April 20, 2013
		ERED by PricewaterhouseCoopers riod of April 1 to 5, 2013.	CAD
Fees			3,198.00
			63.96
otal fees and o	lisbursements		3,261.96
HST			424.05
Total due			3,686.01

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

COMBINED TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD APRIL 1 TO 5, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	0.5 4.5 0.1	550 550 550	275.00 2,475.00 55.00
MANAGER M HUDSON	0.6	425	255.00
ASSOCIATE S DE VERNEUIL	0.6	230	138.00
TOTAL	6.3		3,198.00
FEES			3,198.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			63.96 63.96
FEES AND DISBURSEMENTS			3,261.96
HST (13%)			424.05
TOTAL AMOUNT DUE			\$ 3,686.01

ne Details

ipot	Starfield R	Reconso	
b b sow to date	NOI/Proposal	sal	
taff	Date	Hours	Мето
ONERGAN CLARK (CA000586)	4/1/2013	0.5	Update on sales process, etc
EAVER TRACEY (CA002224)	4/3/2013	0.1	Instructions re hot line calls. Dealing with website enquiries.
UDSON MATTHEW (CA015812)	4/2/2013 4/3/2013	0.2	Telephone call with J. Lawson at Richie Bros. Telephone call with M. McIntosh at Maynards, R. Brown at Century and left a voicemail with J. Lawson at Richie Bros. regarding the status of their proposals and fielded any questions they had.
ATEL PRITESH (CA026805)	4/1/2013	1.0	Discussion with C. Lonergan re Nevada bid. Review of Dome Hill option agreement.
	4/2/2013	2.0	Drafting of reminder email to prospective buyers re LOI deadline. Discussion with CF team on responses to date. Discussion with counsel on Nicholson & Associates
	4/3/2013	1.0	Discussion with W. Fraser on cash flows and US monies. Discussion with C.
	4/4/2013 4/5/2013	0.2	Shelbourne on subtenant issue. Correspondence with party interested in Ferguson Lake camp site. Call with D. Lublin re; subtenant claim.
E VERNEUIL SARA (CA027594)	4/3/2013	9.0	Prepare affidavit of mailing re: NOI; attend to emails via web inquiry.
		6.3	



Invoice

Remittance copy

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

TR133700528 60091521 Invoice number: Account number: Invoice date: Payment requested by: April 20, 2013 April 5, 2013 CAD FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc. to Starfield Resources Inc. for the period of April 1 to 5, 2013. Fees 3,198.00 **Disbursements** 63.96 3,261.96 Total fees and disbursements **HST** 424.05 **Total due** 3,686.01

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.



CAR + CF

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

PricewaterhouseCoopers Inc.

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

TR133700572	Account number:	60091521
April 15, 2013	Payment requested by:	April 30, 2013
		CAD
		7,078.00
6		141.56
disbursements		7,219.56
		938.54
		8,158.10
	April 15, 2013 ONAL SERVICES RENDE Resources Inc., for the pe	April 15, 2013 Payment requested by: ONAL SERVICES RENDERED by PricewaterhouseCoopers Resources Inc., for the period April 6 to 12, 2013.

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	A	mount \$
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	2.0 7.5 0.3	550 550 550		1,100.00 4,125.00 165.00
MANAGER M HUDSON	0.4	425		170.00
ASSOCIATE P CHEETHAM W PITTMAN S DE VERNEUIL	5.5 0.2 0.9	230 230 230		1,265.00 46.00 207.00
TOTAL	16.8			7,078.00
FEES				7,078.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements				141.56
				141.56
FEES AND DISBURSEMENTS				7,219.56
HST (13%)				938.54
TOTAL AMOUNT DUE			\$	8,158.10

	Starfield Re NOI/Propos 4/12/2013	esources Inc. sal	inc.
	Date	Hours	Memo
(CA000586)	4/12/2013	2.0	Offer analysis, etc.
CA002224)	4/8/2013 4/9/2013	0.1	Creditor call. Dealing with mail from Landlord's counsel and having response sent. Update to P.
	4/10/2013	0.1	Patel. Creditor enquiry.
CA022477)	4/8/2013	0.2	Checked hot line and updated call log. Returned call from Shareholder inquiring about the status of the file.
A026805)	4/8/2013	1.0	Review of cash flow. Discussion with W. Fraser on the same. Discussion on status
	4/9/2013	2.5	or wells Fargo funds. Starfield BOD call. Responding to requests for information from prospective purchasers re map and drill data for US projects. Correspondence with R. Irwin on the same. Review of letter from KIA. Discussion with T. Weaver on the same.
	4/10/2013 4/11/2013 4/12/2013	0.5	Responding to inquiries from interested parties. Updates with CF team. Responding to inquiries from interested parties. Updates with CF team. Discussions with K. Brook from Avidian re Dome Hill. Review of offers received. Update to group.
A (CA027594)	4/8/2013 4/9/2013	0.3	Attend to BRS Power filing of stat docs; attend to call back creditor. Email response to creditor; prepare and send response letter to creditor correspondence received.
V (CA015812)	4/10/2013	4.0	Discussion with Maynards and Richie Bros. regarding their proposals for the assets.
(CA030348)	4/8/2013	2.0	Buyer contact log management and buyer list email blast, Dataroom access and follow up emails
	4/9/2013 4/11/2013 4/12/2013	0.5	Starfield dataroom member email management, and emails. Starfield dataroom member email management.
	010212	1	



Invoice

Total due

Remittance copy

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J oB2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

PricewaterhouseCoopers Inc.

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

CAD

7,078.00

7,219.56

141.56

TR133700572 60091521 Invoice number: Account number: Invoice date: April 15, 2013 Payment requested by:

April 30, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc. for Starfield Resources Inc., for the period April 6 to 12, 2013.

Fees Disbursements Total fees and disbursements **HST**

938.54 8,158.10

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:015 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.



CAR+CF

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600

18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

Toronto Ontario	Canada M5n 111		Email: paul.	vaneyk@ca.pwc.com
Invoice number:	TR133700642	Account number:	60091521	
Invoice date:	April 30, 2013	Payment requested by:	May 15, 2013	
	NAL SERVICES RENDE esources inc. for the per	CRED by PricewaterhouseCoopers iod April 13 to 30, 2013.		CAD
Fees			17	7,885.00
Disbursements				357.70
Total fees and o	disbursements		18	3,242.70
HST				2,371.55
Total due			20),614.25

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC.

COMBINED TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD APRIL 13 TO 30, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT E CASTONGUAY P VAN EYK	5.7 1.0	650 650	3,705.00 650.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	20.0 2.0 1.2	550 550 550	11,000.00 1,100.00 660.00
MANAGER M HUDSON	0.7	425	297.50
SENIOR ASSOCIATE D SMITH	1.1	325	357.50
ASSOCIATE W PITTMAN S DE VERNEUIL	0.2 0.3	230 230	46.00 69.00
TOTAL	32.2		17,885.00
FEES			17,885.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			357.70
			357.70
FEES AND DISBURSEMENTS			18,242.70
HST (13%)			2,371.55
TOTAL AMOUNT DUE			\$ 20,614.25

Time Details

Client	Starfield Resources Inc.	sonices	D.S.
Job Show to date	NOI/Proposal 4/30/2013	<u>-</u>	
* Staff	Date	Hours	Memo
LONERGAN CLARK (CA000586)	4/15/2013	2.0	Summary of Offers, meeting with Company and counsel, etc.
	4/16/2013	1.5	Update of Board Call, attendance for Board conference call, etc.
	4/18/2013	1.0	Update on LOI, discussion with Company, etc.
	4/22/2013	3.5	Drafting Court report, review of LOI, discussion with counsels and Company, etc.
	4/23/2013	3.5	Drafting Court report, review of LOI, discussion with counsels and Company, etc.
	4/24/2013	5.0	Drafting Court report, review of LOI, discussion with counsels and Company, etc.
	4/25/2013	2.0	Discussion with Company and purchaser, prepare for court, etc.
	4/26/2013	1.0	Court for Starfield
	4/29/2013	0.5	Update with sales team and lawyers.
WEAVER TRACEY (CA002224)	4/22/2013	0.1	Following up on status with P. Patel.
	4/23/2013	0.1	Discussion with C. Lonergan.
	4/24/2013	0.4	Discussions with C. Lonergan. Perusing report. Arranging for Trustee's report and
			cash-flows to be e-filed with OSB. Arranging website update.
	4/25/2013	0.4	Discussions with S. de Verneuil. Briefly reviewing report. Having full report re-filed
			with OSB. Filing. Reviewing and edits to website update.
	4/26/2013	0.2	Arranging for order to be e-filed with OSB. Arranging website update. Reviewing and edits to website update.
SMITH DONALDA (CA007437)	4/24/2013	4	Prepare website undate
	4/25/2013 4/26/2013	0.3	Update website and arrange for motion record to be posted. Prepare website update.
HUDSON MATTHEW (CA015812)	4/10/2013	0.4	Discussion with Maynards and Richie Bros. regarding their proposals for the assets.
	4/16/2013	0.3	Discussions with appraisers/liquidators regarding their offers and timing for final proposals.
PITTMAN WENDY (CA022477)	4/18/2013	0.2	Checked hot line, updated call log and returned call from shareholder.
VAN EYK PAUL (CA026589)	4/22/2013 4/24/2013	0.5	Review of LOI's and discussions with PwC team. Review report.
CASTONGUAY ERIC (CA023101)	4/12/2013 4/15/2013	1.0	Sale process update and LOIs. Board call.

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Staff	Date	Hours Memo	Memo
	4/16/2013	0.5	Review LOI.
	4/19/2013	1.0	Preparation and meeting with buyer.
	4/22/2013	1.0	Review LOI and APA.
	4/23/2013	1.5	Conference call on LOI. Conference call with Petersen Law. Review court report.
DATE! DDITESH (CANSENE)	414510042	u	the form of the form of the form of the first of the firs
(0002000)	4/15/2013		Call to review oriers received and realisticates. Department of soles process undate for C. Longraph in advance of ROD call
	4/10/2013	5	rieparation of sales process update for C. Forletgair III advance of DOD can.
	4/23/2013	1.0	Review and edits to trustee's second report.
		(
DE VERNEUIL SARA (CA02/594)	4/16/2013	0.2	Call back to shareholder and explain NOI; send email to shareholder re: same and
			provide web address.
	4/19/2013	0.1	Call back to shareholder.
		32.2	



CAR

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers Inc.

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J oB2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

CAD

9,801.50

Invoice number:

TR133700762

Account number:

60091521

Invoice date:

Total due

May 23, 2013

Payment requested by:

June 7, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc. to Starfield Resources Inc. for the period of May 1 to 17, 2013.

Fees
Disbursements
Total fees and disbursements
HST

196.03 9,997.53 1,299.68

11,297.21

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.



CF

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers LLP PwC Tower

18 York Street, Suite 2600 Toronto, ON, Canada M5J oB2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Eric Castonguay Telephone: +1 416 815 5094 Email: eric.castonguay@ca.pwc.com

Invoice number:

TR133140833

Account number:

60091521

Invoice date:

May 23, 2013

Payment requested by:

June 7, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers LLP to Starfield Resources Inc. for the period of May 1 to 17, 2013.

Fees Disbursements Total fees and disbursements HST

7,150.00 143.00

> 7,293.00 948.09

CAD

Total due

8,241.09

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

HST registration # 87057 6089 RT0001

PRICEWATERHOUSECOOPERS INC.

STARFIELD RESOUCES INC.

COMBINED TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MAY 1 TO 17, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	,	Amount \$
SENIOR VICE PRESIDENT E CASTONGUAY P VAN EYK	11.0 1.0	650 650		7,150.00 650.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	15.0 0.5 0.6	550 550 550		8,250.00 275.00 330.00
SENIOR ASSOCIATE D SMITH	0.7	325		227.50
ASSOCIATE S DE VERNEUIL	0.3	230		69.00
TOTAL	29.1			16,951.50
FEES				16,951.50
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements				339.03
				339.03
FEES AND DISBURSEMENTS				17,290.53
HST (13%)				2,247.77
TOTAL AMOUNT DUE			\$	19,538.30

Time Details

Client	Starfield Resources Inc.	esources	nc.
Job Show to date	NOI/Proposal 5/17/2013	sal	
Staff	Date	Hours	Мето
LONERGAN CLARK (CA000586)	5/1/2013	1.0	Update of Sales Process, discussion with the Company and counsel, etc.
	5/6/2013	2.0	Meeting with KIA and purchaser
	5/8/2013	2.0	Update regarding the sales process, APA and required closing conditions per the LOI, etc.
	5/10/2013	1.0	Update on sales process, discussion with Purchasers Counsel, and discussions with
	5/13/2013	5.0	Company, etc. Preparation of the Trustee's Third Benort
	5/14/2013		Finalizing Third Report, meeting with Company to finalize cash flows
	5/16/2013		Attendance in Court for approval of Third Report and extension of the NOI.
WEAVER TRACEY (CA002224)	5/13/2013 5/14/2013	0.3	Checking stay period. Briefly reading Trustee's Report. Arranging for documents to be e-filed with OSB.
			Arranging and reviewing website update.
	5/16/2013 5/17/2013	0.1	Following up on order and arranging to have it e-filed with OSB. Reviewing order and having it e-filed with OSB.
SMITH DONALDA (CA007437)	5/14/2013	0.7	Draft website update and prepare pdfs for posting to site.
CASTONGUAY ERIC (CA023101)			
VAN EYK PAUL (CA026589)	5/14/2013	1.0	Review of report.
PATEL PRITESH (CA026805)	5/1/2013	0.5	review of documentation requested by potential purchaser.
DE VERNEUIL SARA (CA027594)	5/14/2013	0.3	Attend to check hotline; attend to efile third report to court and cash flow with OSB, file in BRS and stat file.
		18.1	

Time Details

Client	Starfield Resources Inc.	esources	10.
dob	Mining		
Show to date	4/30/2013		
Staff	Date	Hours	Memo
CASTONGUAY ERIC (CA023101)	4/26/2013	1.0	Legals/planning for diligence.
	4/30/2013		Starfield diligence.
	5/1/2013	1.0	Diligence questions.
	5/3/2013	1.0	Diligence/Dennis.
	5/8/2013	1.0	Due diligence/Dennis.
	5/12/2013	2.0	Meeting with Buyer.
	5/13/2013		Review APA.
	5/17/2013	1.0	Blackline APA.
		11.0	



CAR

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

Facsimile: +1 416 365 8215

Invoice number:	TR133700888	Account number:	60091521
Invoice date:	June 14, 2013	Payment requested by:	June 29, 2013
		RED by PricewaterhouseCoopers iod of May 18 to June 14, 2013.	CAD
Fees			13,062.50
Disbursements	3		261.25
Total fees and	disbursements		13,323.75
HST			1,732.09
Total due			15,055.84

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

PRICEWATERHOUSECOOPERS INC.

STARFIELD RESOUCES INC.

CAR TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MAY 18 TO JUNE 14, 2013

STAFF MEMBERS	Number of	Hourly	Amount
	Hours Billed	Rate	\$
WAS PRESIDENT			
VICE PRESIDENT C LONERGAN	11.0	550	6,050.00
P PATEL	10.0	550	5,500.00
T WEAVER	0.4	550	220.00
MANAGER			
P GUPTA	2.0	425	850.00
SENIOR ASSOCIATE			
D SMITH	0.3	325	97.50
ASSOCIATE			
S DE VERNEUIL	1.5	230	345.00
TOTAL	25.2		13,062.50
FEES			13,062.50
			10,002.00
DISBURSEMENTS:			
Administration Fee Miscellaneous Disbursements			261.25
Miscellaneous Disbursements			261.25
			20.120
FEES AND DISBURSEMENTS			13,323.75
HST (13%)			1,732.09
TOTAL AMOUNT DUE			\$ 15,055.84
TO THE AUTOUT BOL			¥ 10,000.04

Time Details

Client Job Show to date	Starfield Reso NOI/Proposal 6/14/2013	sources Inc. al	nc.
* Staff	Date	Hours	Memo
LONERGAN CLARK (CA000586)	5/21/2013 5/22/2013 5/31/2013 6/5/2013 6/7/2013	0.1 0.1 0.2 0.0 0.8	Purchase update, etc. Update of purchase, discussion with Company regarding inventory listing, etc. Court Report, etc. Review and Drafting of 4th Court Report Attend Court and meeting with the Company, etc.
WEAVER TRACEY (CA002224)	5/21/2013 6/3/2013 6/4/2013	00 0 0	Website update. Discussions with P. Patel regarding court materials, documents to be filed with OSB and website updates required this week. Discussion with P. Patel regarding Trustee's Report to be e-filed with OSB and website update.
		- ò	update.
SMITH DONALDA (CA007437)	5/21/2013	0.3	Draff website update to have orders posted.
GUPTA PEARL (CA015872)	6/3/2013	2.0	Prepare revised cash flow forecast for the four weeks ending June 28, 2013. Discussion with P. Patel and revise forecast based on discussion. Review final draft of revised forecast.
PATEL PRITESH (CA026805)	6/3/2013 6/4/2013 6/5/2013	6.0	Edits to Trustee's Fourth Report. Drafting of cash flow sections for report. Reconciliation of actual cash flows for May. Review of forecast for June and edits to notes and amounts. Edits to report based on comments received from Faskens. Call with counsels to discuss timing adjustments to APA. Finalize report and appendices.
	6/6/2013 6/12/2013	0.5	Review of LOI received from Crown Gold for Superior assets. Review of closing documents and trustee certificate.
DE VERNEUIL SARA (CA027594)	5/17/2013 5/22/2013 6/5/2013	0.3	Efile stay extension order and update BRS power and stat file. Attend to hotline calls and update call log. Attend to efile trustee's 4th report and cash flow, update BRS power, draft website update for review: attend to website update request.
	6/6/2013	0.2	Attend to call from shareholder re: stay extension.
		7.07	



Invoice

Remittance copy

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

Toronto Ontario	Canada Migil III		Ellian: paul.vaneyk@ca.pwc
Invoice number:	TR133700888	Account number:	60091521
Invoice date:	June 14, 2013	Payment requested by:	June 29, 2013
		ERED by PricewaterhouseCoopers riod of May 18 to June 14, 2013.	CAD
Fees			13,062.50
Disbursements	3		261.25
Total fees and	disbursements		13,323.75
HST			1,732.09
Total due			15,055.84

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2



Invoice

Mr. Philip Martin President and CEO

PricewaterhouseCoopers LLP PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J oB2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Eric Castonguay Telephone: +1 416 815 5094 Email: eric.castonguay@ca.pwc.com

Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1

Invoice number:	TR133148216	Account number:	60091521
Invoice date:	June 14, 2013	Payment requested by:	June 29, 2013
		'64	CAD
		ERED by PricewaterhouseCoopers	
nc., to Starfield F	Resources Inc., for the pe	eriod May 18 to June 14, 2013.	
Fees			3,195.00
Disbursements			63.90
Total fees and o	lisbursements		3,258.90
HST			423.66
Fotal due			3,682.56

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

HST registration # 87057 6089 RT0001

PRICEWATERHOUSECOOPERS INC.

STARFIELD RESOUCES INC.

CF TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD MAY 18 TO JUNE 14, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT E CASTONGUAY	3.5	650	2,275.00
ASSOCIATE P CHEETHAM	4.0	230	920.00
TOTAL	7.5		3,195.00
FEES			3,195.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			63.90
FEES AND DISBURSEMENTS			3,258.90
HST (13%)			423.66
TOTAL AMOUNT DUE			\$ 3,682.56

Time Details

Client	Starfield Resources Inc.	esources	nc.
Job	Mining		
Show to date	6/14/2013		
* Staff	Date	Hours	Memo
CASTONGUAY ERIC (CA023101)	5/21/2013	1.0	APA.
	5/23/2013	1.0	Conference call on representatives.
	5/24/2013	1.0	Call on representatives and warranties.
	5/25/2013	0.5	Review draft,
CHEETHAM PETER (CA030348)	5/24/2013	0.5	Contacted interested parties regarding remaining US properties
			available.
	6/4/2013	2.0	Management presentation, printing documents.
	6/5/2013	1.5	LOI and discussion with potential buyers, information gathering, data
			room management.
		7.5	



Invoice

Remittance copy

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900

Toronto Ontario Canada M5H 1T1

PricewaterhouseCoopers LLP PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133

Facsimile: +1 416 365 8215 Contact: Eric Castonguay Telephone: +1 416 815 5094

CAD

3,195.00

3,258.90

423.66

63.90

Email: eric.castonguay@ca.pwc.com

Invoice number:

TR133148216

Account number:

60091521

Invoice date:

June 14, 2013

Payment requested by:

June 29, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc., to Starfield Resources Inc., for the period May 18 to June 14, 2013.

Disbursements Total fees and disbursements HST

Total due

Fees

3,682.56

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

HST registration # 87057 6089 RT0001



CAR

Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 ${\bf Price water house Coopers\ Inc.}$

PwC Tower 18 York Street, Suite 2600 Toronto, ON, Canada M5J OB2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Paul van Eyk Telephone: +1 416 687 8101 Email: paul.vaneyk@ca.pwc.com

CAD

Invoice number:

TR133701041

Account number:

60091521

Invoice date:

June 27, 2013

Payment requested by:

July 12, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc. to Starfield Resources Inc. for the period June 15 to 28, 2013.

Fees

Disbursements Total fees and disbursements HST

Total due

14,496.50 289.93 14,786.43 1,922.24

16,708.67

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

${\tt PRICEWATERHOUSECOOPERS\ INC.}$

STARFIELD RESOUCES INC.

CAR TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD JUNE 15 TO 28, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	,	Amount \$
SENIOR VICE PRESIDENT P VAN EYK	3.5	650		2,275.00
VICE PRESIDENT C LONERGAN P PATEL T WEAVER	7.0 9.5 1.1	550 550 550		3,850.00 5,225.00 605.00
SENIOR ASSOCIATE H ANSARI D SMITH	6.8 0.1	325 325		2,210.00 32.50
ASSOCIATE S DE VERNEUIL	1.3	230		299.00
TOTAL	29.3			14,496.50
FEES				14,496.50
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements				289.93
				289.93
FEES AND DISBURSEMENTS				14,786.43
HST (13%)				1,922.24
TOTAL AMOUNT DUE			\$	16,708.67

Time Details

Client Job Show to date	Starfield Resc NOI/Proposal 6/27/2013	Starfield Resources Inc. NOI/Proposal 6/27/2013	
* Staff	Date	Hours	Memo
LONERGAN CLARK (CA000586)	6/10/2013	0. r	Update memo for Company regarding next steps.
	5/12/2013	0.5	Us sales process update regarding next steps, etc.
	6/24/2013	3.5	Directors Charge and next steps discussion etc
	6/25/2013	2.0	Next step discussions, US asset sale update, asset and books & records listing
		(review, discussions with the Company, etc.
	6/27/2013	2.0	Next step discussions, US asset sale update, asset and books & records listing review, discussions with the Company, etc.
WEAVER TRACEY (CA002224)	6/17/2013	0.1	Ensuring website update.
	6/20/2013	0.7	Meeting with P. Patel and S. de Verneuil regarding Proposal due next Friday and if
			there will be a bankruptcy or a filing of a Proposal. Summary of work to be done. E-
			mails with P. Patel.
	6/25/2013	0.1	Following up on status.
	6/27/2013	0.2	Discussions with C. Lonergan and e-mails with P. Patel.
SMITH DONALDA (CA007437)	6/18/2013	0.1	Respond to website enquiries.
ANSARI HAMID (CA025033)	6/26/2013	8.9	Onsite work with C. O'Neill. packing boxes, updating list of all boxes, labeling boxes, labeling list and updating list.
	0,00,00,0	i.	
VAIN ETH PAUL (CAUZOSSS)	6/20/2013		Discussions with Company and PWC on next steps and distribution/ploposal.
	6/24/2013	0.0	Vallous discussions and liext steps. Discussion on Proposal vs. Bankruptcy.
PATEL PRITESH (CA026805)	6/12/2013	1.0	Review of closing docs.
	6/17/2013	0.5	Meeting with S. Dunn of Crown Gold re LOI on Superior property.
	6/18/2013	0.5	Discussion with C. O'Neill re Superior LOI as well as disclaimer of Toronto lease.
	6/20/2013	3.0	Call with Faskens and P. Martin to discuss next steps. Review of lease agreement for Toronto office. Calls with potential purchaser for Superior as well as with US legal counsel. Discussion with C. Lonergan on proposal vs. bankruptcy.
	6/21/2013	1.0	Discussions with C. Shelbourne on office clear out. Review of draft APA from US
	6/24/2013 6/25/2013	1.0	Call with respective counsels to discuss next steps re NOI. Discussion with U.S. counsel on status of legal docs for Superior sale. Discussion with C. O'Neill on same and closing issues.
			Page 5 of 9

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Staff	Date	Hours	Memo
	6/26/2013	1.5	Call with purchaser re outstanding issues on Superior sale. Calls with J. Schaff re lease, assignment from N. Lamb and other issues. Emails with U.S. counsel on Superior sale. Discussion with C. Shelbourne and H. Ansari re boxing of corporate records.
DE VERNEUIL SARA (CA027594)	6/7/2013	9.0	Attend to file extension order; attend to website update; update BRS power and stat file.
	6/10/2013	0.2	Attend to hotline calls (shareholders). Attend to hotline calls and update call log.
	6/28/2013	0.3	Attend to draft Report of Trustee on non filing of cash flow statement or proposal of
			review.
		29.3	





Invoice

Mr. Philip Martin President and CEO Starfield Resources Inc. 120 Adelaide Street West Suite #900 Toronto Ontario Canada M5H 1T1 PricewaterhouseCoopers LLP
PwC Tower
18 York Street, Suite 2600
Toronto, ON, Canada MSJ OR2

Toronto, ON, Canada M5J 0B2 Telephone: +1 416 863 1133 Facsimile: +1 416 365 8215

Contact: Eric Castonguay Telephone: +1 416 815 5094 Email: eric.castonguay@ca.pwc.com

CAD

Invoice number: TR133

TR133153938

Account number:

60091521

Invoice date:

June 27, 2013

Payment requested by:

July 12, 2013

FOR PROFESSIONAL SERVICES RENDERED by PricewaterhouseCoopers Inc. to Starfield Resources Inc. for the period June 15 to 28, 2013.

Fees
Disbursements
Total fees and disbursements
HST

2,395.00 47.90 2,442.90 317.58

Total due

2,760.48

Remittance information

Electronic: HSBC, 70 York Street, Toronto, Ontario, Canada M5J 1S9

Account name: PricewaterhouseCoopers LLP

Transit no.: 10002:016 Swift code: HKBCCATT CAD account: 064871-001 USD account: 064871-070 Email payment details, including invoice number and amount paid, to: accounts.receivable@ca.pwc.com.

Cheques payable to: PricewaterhouseCoopers LLP Enclose remittance copy of invoice with payment. Send to: PwC CAC, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2

HST registration # 87057 6089 RT0001

PRICEWATERHOUSECOOPERS INC. STARFIELD RESOUCES INC. CF TIME ANALYSIS BY STAFF MEMBER FOR THE PERIOD JUNE 15 TO 28, 2013

STAFF MEMBERS	Number of Hours Billed	Hourly Rate	Amount \$
SENIOR VICE PRESIDENT E CASTONGUAY	2.8	650	1,820.00
ASSOCIATE P CHEETHAM	2.5	230	575.00
TOTAL	5.3		2,395.00
FEES			2,395.00
DISBURSEMENTS: Administration Fee Miscellaneous Disbursements			47.90
FEES AND DISBURSEMENTS			2,442.90
HST (13%)			317.58
TOTAL AMOUNT DUE			\$ 2,760.48

Time Details

Client	Starfield R	Starfield Resources Inc.	
Job	Mining		
Show to date	6/27/2013		
Staff	Date	Hours	Memo
CASTONGIAN EBIC (CA093101)	6/11/2013	a C	Conforming coll
(10102000) 01111 100000 1000	0/11/0		COLICIO CALL.
	6/17/2013	1.0	Meeting with S. Dunn.
	6/19/2013	0.5	Call with S. Dunn.
	6/26/2013	0.5	Starfield lease.
CHEETHAM PETER (CA030348)	6/12/2013	1.0	Questions and follow up with potential buyers, meeting setup.
	6/17/2013	1.0	Meeting with S. Dunn.
	6/25/2013	0.5	Sale of Starfield art.
		5.3	

Expense Details

	ode ption	Was deferred Per Diems or Meals To accrue or defer
	Exp. Code Description	Fares Per Die
	Exp Desc	Lonergan, Martin LOI
	Exp Amt	46.20 44.60 171.86
sources Inc.	Exp Date Exp Amt	023101 5/9/2013 6/5/2013
Starfield Resources Inc. Mining 6/27/2013	Staff Code	CA023101
Client Job Show to date	* Project	CASTONGUAY ERIC CA(

ONTARIO SUPERIOR COURT OF JUSTICE IN THE MATTER OF THE NOTICE OF INTENTION TO FILE A PROPOSAL OF Starfield Resources Inc.

TIME SUMMARY

Time summary and applicable standard rates

Staff Member	Number of Hours	Blended Hourly Rate	Amount \$
SENIOR VICE PRESIDENT			
E CASTONGUAY	23.0	650	14,950.00
P VAN EYK	9.0	650	5,850.00
VICE PRESIDENT			
C LONERGAN	59.0	550	32,450.00
P PATEL	59.0	550	32,450.00
T WEAVER	7.1	550	3,905.00
MANAGER			
M HUDSON	6.3	425	2,677.50
P GUPTA	2.0	425	850.00
SENIOR ASSOCIATE			
D SMITH	4.8	325	1,560.00
H ANSARI	6.8	325	2,210.00
ASSOCIATE			
S DE VERNEUIL	4.9	230	1,127.00
W PITTMAN	0.4	230	92.00
N CHTCHERBAKOVA	0.5	230	115.00
P CHEETAM	22.0	230	5,060.00
TOTAL	204.8		103,296.50

Average Hourly Amount

\$ 504.38

This is Exhibit "C" referred to in the Affidavit of Tracey Weaver sworn before me this and day of August, 2013.

A commissioner, etc.

Sara Jean de Verneuil, a Commissioner, etc., Province of Ontario, for PricewaterhouseCoopers Inc. Expires May 29, 2015.

TAB 4

Court File No. CV13-10034-00CL

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

AFFIDAVIT OF LARRY ELLIS (sworn August 27, 2013)

I, Larry Ellis, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

I am an Associate of Cassels Brock & Blackwell LLP ("Cassels"), counsel for PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee") of Starfield Resources Inc. (the "Company"). As such, I have knowledge of the matters to which I depose except where stated to be on information and belief, and where so stated, I verily believe it to be true.

The NOI Proceedings and Bankruptcy

2. The Company filed a notice of intention to make a proposal (the "NOI") under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended ("BIA"), on March 7, 2013, pursuant to which the Proposal Trustee was appointed.

3. On July 2, 2013 the Company was deemed to have made an assignment in bankruptcy pursuant to the provisions of the BIA as a consequence of not filing a proposal with the Proposal Trustee within the time period granted by the Court pursuant to subsection 50.4(8) of the BIA. PwC is appointed to act as trustee in bankruptcy of the Company's estate and Cassels is acting as estate counsel.

Cassels's Fees and Disbursements in the NOI Proceedings

- 4. Between March 6, 2013, to June 28, 2013, Cassels charged fees and disbursements in the aggregate amount of \$25,253.83 plus applicable Harmonized Sales Tax. Attached as **Exhibit "A"** are true copies of the three invoices rendered by Cassels to the Proposal Trustee in connection with the NOI proceedings.
- 5. As part of its mandate, Cassels engaged in, among other things, the following substantive matters on behalf of the Proposal Trustee:
 - (a) advising with respect to the development, preparation, and negotiation of a potential proposal to be made to the Company's creditors, including drafting and developing a form of proposal for discussion with the Company and its legal counsel;
 - (b) assisting the Proposal Trustee in carrying out its reporting duties to the Court pursuant to the BIA;
 - (c) consulting, coordinating with and assisting the Company's legal counsel in connection with the Company's efforts to implement and conduct a sales process

and a sale of its assets, including preparing for and attending the Company's motions relating to the approval of a sales process and approval of a sale of assets;

- (d) preparing for and attending motions relating to extensions of the stay of proceedings and other ancillary relief requested by the Company;
- (e) finally, generally advising the Proposal Trustee about corporate law, employment law and other incidental legal issues relating to the Company's NOI proceedings.
- 6. Attached as **Exhibit "B"** is a summary of the lawyers whose services are reflected on each of the three invoices issued by Cassels to the Proposal Trustee for the period of March 6 to June 28, 2013, including their respective year of call, billed hourly rate, and a summary of the total fees and hours billed per invoice.
- 7. Further, attached as **Exhibit "C"** is a summary of each invoice together with a calculation of the average hourly billing rates for the lawyers whose services are reflected thereon.
- 8. To the best of my knowledge, the rates charged by Cassels in the NOI proceedings are comparable to the rates charged for the provision of similar services by other legal firms in the Toronto market.

9. This affidavit is made in support of the Proposal Trustee's motion to, among other things, seek approval of the foregoing fees and disbursements as fair and reasonable.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on August 27, 2013.

Commissioner for Taking Affidavits

Larry Ellis

This is **Exhibit "A"** referred to in the affidavit of **Larry Ellis** sworn before me in the City of Toronto, in the Province of Ontario, this **27**th day of **August**, **2013**.

A Commissioner For Taking Affidavits

EXHIBIT "A"True Copies of Invoices issued by Cassels to the Proposal Trustee.

See attached.



PRICEWATERHOUSECOOPERS LLP ATTN: CLARK LONERGAN 18 YORK STREET, SUITE 2600 TORONTO ON M5J 0B2

Date:

05/10/13

Our File #: 025077-00009

Invoice #:

1888408

HST/GST #: R121379572

Starfield Resources Re:

TO PROFESSIONAL SERVICES RENDERED up to and including 04/30/13 as described below:

Date		Description	Hours
03/06/13	LCE	Review draft report and email from Pritesh and note comments; circulate blackline back to client for consideration; attend on call to discuss outstanding issues with counsel for debtor, counsel for the directors and the Proposal Trustee; review additional materials to understand background of case;	2.70
03/07/13	LCE	Review draft press release and consider revisions; review draft order and provide comments to client for consideration; review CIM and circulate internally so that CBB could reach out to relevant clients; review revised report and note comments; review cash flow and consider timing for process;	2.40
03/08/13	LCE	Exchange emails with Aubrey Kauffman regarding court scheduling and outstanding issues; call with Pritesh to discuss timing for filing; review final material and note comments;	0.70
03/12/13	JNB	Review motion record returnable March 15, 2013; meeting with Larry Ellis regarding March 15 motion to review position of proposal trustee and legal arguments to be made;	1.00

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



-2-

Date		Description	Hours
03/12/13	LCE	Meeting with John Birch to discuss background on file and background for hearing; review	2.30
		factum as provided for by debtor counsel; review motion record and report with appendices;	
03/14/13	JNB	Reviewing factums of Starfield; beginning preparation for March 15 motion; call to Pritesh Patel regarding issues for March 15 motion;	1.50
03/15/13	JNB	Preparing for and attending in court at motion by Starfield for extension of time for proposal, sales process authorization and court ordered charges; discussion with Pritesh Patel of PWC before and after hearing;	1.50
04/02/13	LCE	Review and respond to emails from Brandon Barnes; call with client to obtain information and call with Stuart Brotman to obtain debtor's views on issue;	0.40
04/03/13	LCE	Review email and draft letter from Brandon Barnes; obtain client instruction and respond to Mr. Barnes accordingly;	0.30
04/10/13	LCE	Review email from Clark Lonergan and attached demand letter; consider strategy in proceeding and provide client with advice regarding same;	0.60
04/12/13	LCE	Review email from Pritesh regarding outcome from sales process and consider summary of offers received and analysis from client regarding same;	1.10
04/15/13	LCE	Attend at PWC for meeting to discuss next steps in analysing and determining outcome from sales process;	1.00
04/20/13	LCE	Review emails from Stuart Brotman and client regarding progress from sales process and need for extension motion;	0.30
04/25/13	JOM	Attendance at 390 University to file report with Commercial List registrar;	1.00



-3-

Time Summary

Timekeeper	Hours	Rate	Fees	
Joel McElravy	1.00	240.00	240.00	
John N. Birch	4.00	700.00	2,800.00	
Larry Ellis	11.80	550.00	6,490.00	
Our Fee				9,530.00
HST on Fees				1,238.90
Total Fees and Tax			contract	10,768.90
Taxable Disbursements				
Copies			36.50	
Indexes, Tabs, Disks etc.			15.36	
Long Distance Telephone			7.03	
Total Taxable Disbursements				58.89
HST on Disbursements		year	7.66	
Total Tax on Disbursements				7.66
Total Disbursements and Tax				66.55
Total Fees, Disbursements & Tax			\$	10,835.45

This is our account herein Cassels Brock & Blackwell LLP

Larry Ellis E&OE



PRICEWATERHOUSECOOPERS LLP ATTN: CLARK LONERGAN 18 YORK STREET, SUITE 2600 TORONTO ON M5J 0B2 Date: 06/10/13 Our File #: 025077-00009 Invoice #: 1891634 HST/GST #: R121379572

Re: Starfield Resources

TO PROFESSIONAL SERVICES RENDERED up to and including 05/31/13

Date		Description	Hours
04/24/13	LCE	Review Court report in preparation for extension motion;	0.50
04/25/13	LCE	Review of draft reports throughout day; review of LOI and ensure that LOI is accurately reflected in the draft report; finalize draft report and serve on service list;	3.20
04/26/13	LCE	Answer questions to various parties served with motion;	0.20
04/26/13	LCE	Prepare for and attend in Court to obtain extension order;	1.00
05/13/13	LCE	Review and respond to email from Dylan Chochla regarding timing for extension motion; review current version of PWC Report and provide comments to client;	1.00
05/14/13	LCE	Review revised version of report and consider revisions; review motion record as filed;	1.00
05/15/13	KEWAL LAC	Review of motion record; Prepared for the Commercial List motion;	2.50
05/16/13	KEWAL LAC	Attended motion for extension of time;	1.20

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

Cassels Brock & Blackwell LLP

2100, Scotia Plaza, 40 King Street West, Toronto, Canada M5H 3C2 Tel: 416.869.5300 Fax: 416.360.8877 www.casselsbrock.com

6,435.35



-2-

Date		Description			Hours
05/16/13	LCE	Prepare for and attend in Court for hearing to extend stay of proceedings; meeting with client to receive update on asset sale negotiations; and			0.90
05/17/13	LCE	Review final court order and	0.20		
Time Sum	mary				
Timeke	eper	<u>Hours</u>	Rate	Fees	
Keri Wa	allace	3.70	350.00	1,295.00	
Larry E	Ilis	8.00	550.00	4,400.00	
Our Fee	Э				5,695.00
HST on Fe	ees				740.35

This is our account herein Cassels Brock & Blackwell LLP

Larry Ellis E&OE

Total Fees & Tax

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



PRICEWATERHOUSECOOPERS LLP ATTN: CLARK LONERGAN 18 YORK STREET, SUITE 2600 TORONTO ON M5J 0B2 Date: 07/18/13 Our File #: 025077-00009 Invoice #: 1895308 HST/GST #: R121379572

Re: Starfield Resources

TO PROFESSIONAL SERVICES RENDERED up to and including 06/30/13

Date		Description	Hours
06/04/13	LCE	Review draft report and provide client with comments; review revised draft of the court report and provide further comment;	1.80
06/06/13	CHORKI NS	Meeting with L. Ellis re attendance at commercial list hearing re extension of BIA stay and sale approval;	0.40
06/06/13	CHORKI NS	Preparation for attendance at debtor's motion for extension of BIA stay and approval of transaction;	1.00
06/06/13	LCE	Review motion record and draft form of order as it relates to upcoming motion;	1.00
06/07/13	CHORKI NS	Preparation for and attending at Commercial List motion re extension of stay and approval of sale transaction;	4.00
06/07/13	LCE	Meeting with Chris Horkins to discuss file background and to provide instructions to attend motion; answer questions for Chris Horkins to assist in his attendance at Court; review entered order;	1.10

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

Cassels Brock & Blackwell LLP

2100, Scotia Plaza, 40 King Street West, Toronto, Canada M5H 3C2
Tel: 416.869.5300 Fax: 416.360.8877 www.casselsbrock.com



-2-

Date		Description	Hours
06/21/13	LCE	- Call with Clark Lonergan to discuss pending expiry of stay period and the work to be completed prior to expiry of stay; review court record to understand issues to be resolved prior to bankruptcy; call with Stuart Brotman to discuss possibility of claims bar process;	1.00
06/24/13	KEWAL LAC	Calls with PricewaterhouseCoopers LLP and Aird & Berlis regarding the proposal and directors insurance.	1.40
06/24/13	LCE	Work with client throughout day to determine best path to satisfy company's obligation to protect its directors; attend calls with counsel and client regarding same; calls with Stuart Brotman and Steve Graff to discuss possible path forward to pursue proposal option;	2.00
06/25/13	LCE	Calls throughout day with Clark Lonergan and company counsel to develop solution to director protection issues;	1.50
06/26/13	LCE	Call with Clark Lonergan to discuss options available to provide directors with relief;	0.30
06/27/13	EMO	Received instructions from Larry Ellis regarding proposal; drafted first draft of Starfield proposal; correspondence with Larry Ellis;	2.50
06/27/13	LCE	Attend on numerous calls with client, counsel to the Company and counsel to the directors, all with a view to structuring required relief for directors; review draft proposal and provide comments; follow up call and emails with client to discuss proposal option and substance of report in proposal setting;	2.10
06/28/13	EMO	Correspondence regarding proposal and revisions to proposal; debriefed and received instructions from Larry Ellis; and	0.60
06/28/13	LCE	Review and respond to emails regarding protection of directors; call with Elle Morris to discuss the proposal as an option.	0.40

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



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Time Summary

Timekeeper	Hours	Rate	<u>Fees</u>	
Christopher Horkins	5.40	370.00	1,998.00	
Eleonore Morris	3.10	410.00	1,271.00	
Keri Wallace	1.40	350.00	490.00	
Larry Ellis	11.20	550.00	6,160.00	
Our Fee				9,919.00
HST on Fees			_	1,289.47
Total Fees and Tax				11,208.47
Taxable Disbursements				
Copies			46.50	
Indexes, Tabs, Disks etc.			4.44	
Total Taxable Disbursements				50.94
HST on Disbursements			6.62	
Total Tax on Disbursements				6.62
Total Disbursements and Tax			_	57.56
Total Fees, Disbursements & Tax			\$	11,266.03
Less: fund in trust			\$	8,564.65
Balance owing:			\$	2,701.38

This is our account herein Cassels Brock & Blackwell LLP

Larry Ellis E&OE

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.



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Trust Summary

Balance owing:	\$ 2.701.38
Fund applied to account no. 1895308	\$ 8,564,65
Balance in trust account	\$11,266.03

This is **Exhibit "B"** referred to in the affidavit of **Larry Ellis** sworn before me in the City of Toronto, in the Province of Ontario, this **27**th day of **August**, **2013**.

A Commissioner For Taking Affidavits

EXHIBIT "B"Summary of Lawyers Services per Invoice Issued

Invoice No. 1888408 (for the period from March 6 – April 25, 2013)

Year of Call	Lawyer	Billed Rate (\$)	Fees Billed (\$)	Hours Worked
1997	John Birch	700.00	2,800.00	4.0
2004	Larry Ellis	550.00	6,490.00	11.8
Student	Joel McElravy	240.00	240.00	1.0

Invoice No. 1891634 (for the period from April 24 - May 17, 2013)

Invoice No. 1895308 (for the period from June 4 – June 28, 2013)

Year of Call	Lawyer	Billed Rate (\$)	Fees Billed (\$)	Hours Worked
2004	Larry Ellis	550.00	6,160.00	11.2
2009	Eleonore Morris	410.00	1,271.00	3.1
2012	Christopher Horkins	370.00	1,998.00	5.4
2012	Keri Wallace	350.00	490.00	1.4
2012	Kerr warrace	Total	\$9,919.00	2

This is **Exhibit "C"** referred to in the affidavit of **Larry Ellis** sworn before me in the City of Toronto, in the Province of Ontario, this **27**th day of **August**, **2013**.

A Commissioner For Taking Affidavits

Exhibit "C" Calculation of Average Hourly Billing Rates of Cassels Brock & Blackwell LLP for the period March 6, 2013, to June 28, 2013

Invoice No./ Period	Fees (\$)	Disbursements (\$)	HST (\$)	Total Fees, Disbursements and HST (\$)	Hours Billed	Average Billed Rate (\$)
1888408 (March 6 – April 25, 2013)	9,530.00	58.89	1,246.56	10,835.45	16.8	567.26
1891634 (April 24 – May 17, 2013)	5,695.00	0.00	740.35	6,435.35	11.7	486.75
1895308 (June 4 – June 28, 2013)	9,919.00	50.94	1,296.09	11,266.03	21.1	470.09
TOTAL	\$25,144.00	\$109.83	\$3,283.00	\$28,536.83	49.6	\$506.94

Court File No. CV13-10034-00CL ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF FEES SWORN AUGUST 27, 2013

CASSELS BROCK & BLACKWELL LLP

2100 Scotia Plaza

40 King Street West

Toronto, ON M5H 3C2

Larry Ellis LSUC #: 49313K

Tel: 416.869.5406

Fax: 416.640.3004

lellis@casselsbrock.com

Eleonore Morris LSUC #: 57518B

Tel: 416.869.5352

ax: 416.640.3166

emorris@casselsbrock.com

Lawyers for PricewaterhouseCoopers Inc.

TAB 5

Court File No: CV13-10034-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE)	FRIDAY, THE 13 TH DAY
)	
JUSTICE)	OF SEPTEMBER, 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

ORDER

THIS MOTION, made by PricewaterhouseCoopers Inc. ("PwC") in its capacity as the proposal trustee (the "Proposal Trustee") of Starfield Resources Inc. (the "Company") and in its capacity as trustee in bankruptcy (the "Trustee") for the Company, for an order approving the fees and disbursements of the Proposal Trustee and its counsel, approving the conduct and activity of the Proposal Trustee, and discharging and releasing certain court-ordered charges over the Company's property created pursuant to the Order of the Honourable Mr. Justice Newbould dated March 15, 2013 (the "March 15 Order") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the motion record of the Proposal Trustee and the Trustee, including the Fifth Report to Court of the Proposal Trustee and the First Report to Court of the Trustee dated August 29, 2013 (the "Report"), the Affidavit of Tracey Weaver sworn August 27, 2013 (the "Weaver Affidavit") and the Affidavit of Larry Ellis sworn August 27, 2013 (the "Ellis Affidavit"), and on hearing the submissions of counsel for the Proposal Trustee and counsel for the Trustee, counsel for _______, no one else appearing although duly served as evidenced by the Affidavit of Deborah Ferguson sworn August 30, 2013, filed,

Service

1. THIS COURT ORDERS that the time for service of the notice of motion and the motion record, including the Report, the Weaver Affidavit and the Ellis Affidavit, in respect of this motion be and is hereby abridged and that the motion is properly returnable today and further that the requirement for service of the notice of motion and motion record upon interested parties, other than those served, is hereby dispensed with and that the service of the notice of motion and the motion record is hereby validated in all respects.

Discharge of Administration Charge

- 2. THIS COURT ORDERS, authorizes and directs payment of \$1,742.40 to Aird & Berlis LLP and \$2,701.38 to Cassels Brock & Blackwell LLP from funds held in the Company's estate in full and final satisfaction of their respective outstanding fees and disbursements incurred in connection with the Company's proposal proceedings and in accordance with the March 15 Order.
- 3. THIS COURT ORDERS that immediately upon payment of the amounts set out in paragraph 2 herein, the Administration Charge, as defined and created in the March 15 Order, be and is hereby discharged and released.

Discharge of Directors' Charge

4. **THIS COURT ORDERS** that the Directors' Charge, as defined and created in the March 15 Order, be and is hereby discharged and released.

Fees and Disbursements of the Proposal Trustee and its Legal Counsel

- 5. **THIS COURT ORDERS** that the professional fees and disbursements of the Proposal Trustee for the period from March 7, 2013 to July 2, 2013 as set out in the Weaver Affidavit be and are hereby approved.
- 6. **THIS COURT ORDERS** that the professional fees and disbursements of Cassels Brock & Blackwell LLP, in its capacity as counsel to the Proposal Trustee, for the period from March 6, 2013 to June 28, 2013 as set out in the Ellis Affidavit be and are hereby approved.

Approval of Report and Activities of the Proposal Trust	Approva	val of Report and	Activities of the	Proposal Trus	tee
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7.	THIS COURT ORDERS that the Report, together with the conduct and activities of the
Propos	sal Trustee as described therein, be and are hereby approved.

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 Court File No. CV13-10034-00CL

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

ORDER

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Lawyers for PricewaterhouseCoopers Inc.

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

Court File No. CV13-10034-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

MOTION RECORD (returnable September 13, 2013)

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