



Court File No: CV13-10034-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MADAM  
JUSTICE MESBUR

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)  
)

FRIDAY, THE 13<sup>TH</sup> DAY  
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~~ <sup>✓</sup> ~~counsel for~~ <sup>✓</sup> ~~the Trustee~~, no one else appearing although duly served as evidenced by the Affidavit of Deborah Ferguson sworn August 30, 2013, filed, New

### **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.

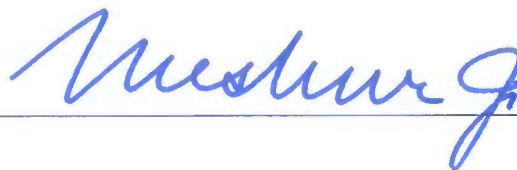
### **Fees and Disbursements of the Proposal Trustee and its Legal Counsel**

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 Trustee**

7. **THIS COURT ORDERS** that the Report, together with the conduct and activities of the Proposal Trustee as described therein, be and are hereby approved.

A handwritten signature in blue ink, appearing to read "Mushur", is written over a horizontal line.

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

SEP 13 2013

Handwritten initials in blue ink, possibly "MB", are written below the date stamp.

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  
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COMMERCIAL LIST**

PROCEEDING COMMENCED AT  
TORONTO

**ORDER**

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