

No. S - 245121
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36**

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

AND

**IN THE MATTER OF ELEVATION GOLD MINING CORPORATION,
ECLIPSE GOLD MINING CORPORATION, GOLDEN VERTEX CORP.
and GOLDEN VERTEX (IDAHO) CORP.**

PETITIONERS

ORDER MADE AFTER APPLICATION

(Distribution Order)

BEFORE THE HONOURABLE)
) December 17, 2024
MADAM JUSTICE FITZPATRCK)

ON THE APPLICATION of Elevation Gold Mining Corporation ("**Elevation Gold**") and Golden Vertex Corp. ("**GVC**") coming on for hearing at Vancouver, British Columbia, on this day; AND ON HEARING Alexis Teasdale, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the Sixth Affidavit of Tim Swendseid, sworn December 3, 2024, the Confidential Seventh Affidavit of Tim Swendseid, sworn December 3, 2024 and the Fourth Report of KSV Restructuring Inc. (the "**Monitor**"), dated December 3, 2024; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the *British Columbia Supreme Court Civil Rules*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application for this order and the supporting materials is hereby abridged and this application is properly returnable today, and service upon any interested party other than those parties on the service list maintained in these proceedings is hereby dispensed with.

DEFINED TERMS

2. Capitalized terms used but not otherwise defined in this order shall have the meanings given to them in the Approval and Vesting Order granted herein on December 17, 2024 (the "AVO").

DISTRIBUTION

3. Provided that no creditor provides written notice to the Monitor (each, a "**Written Notice of Priority Claim**"), within 30 days following the date on which the Monitor's Certificate is filed herein (the "**Hold Period**"), asserting that it has a claim ranking in priority to Maverix's interest in the Purchased Assets (a "**Priority Claim**"), the Monitor is hereby authorized and directed to distribute the net proceeds of the sale of the Purchased Assets (the "**Sale Proceeds**") to Maverix Metals Inc. ("**Maverix**"), subject to the Monitor holding back sufficient proceeds to satisfy any obligations which may be incurred by the Petitioners through to the conclusion of these proceedings, including to pay any professional fees secured under the Administration Charge (as defined in the Amended and Restated Initial Order of this court made herein on August 12, 2024), as the Monitor deems appropriate, in its sole discretion.
4. If the Monitor receives one or more Written Notices of Priority Claim within the Hold Period, the Monitor may nevertheless distribute the Sale Proceeds to Maverix after the Hold Period provided that the Monitor at all times retains sufficient of the Sale Proceeds to pay the full amount of any unresolved Priority Claims pending the resolution thereof, whether by settlement or order of this Court or the US Court (as defined below).
5. Notwithstanding:
 - (a) the pendency of these CCAA proceedings;
 - (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**BIA**") or other applicable legislation in respect of the Petitioners and any bankruptcy or receivership order issued pursuant to such applications;
 - (c) any assignment in bankruptcy made in respect of the Petitioners; and
 - (d) any provision of any federal or provincial legislation,

any distributions authorized hereby shall be made free and clear of all Claims and Encumbrances and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Petitioners and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

6. The Monitor and/or any of the Petitioners are hereby authorized to take all necessary actions to effect the distributions in accordance with the provisions of this Order, and shall not incur any liability as a result of making such distributions.

GENERAL

7. Endorsement of this Order by counsel appearing on this application other than counsel for the Petitioners is hereby dispensed with.
8. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign courts, tribunals, and regulatory or administrative bodies having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court (the "US Court") overseeing the Petitioners' proceedings under Chapter 15 jointly administered in Case No. 2:24-bk-06359 or in any other foreign jurisdiction, to give effect to this Order and to assist the Petitioners, the Monitor, 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 Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

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



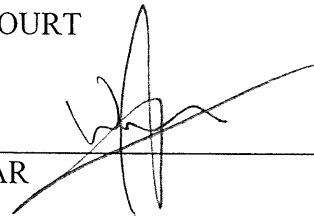
Signature of Alexis Teasdale

Party Lawyer for the Petitioners



BY THE COURT

REGISTRAR



Schedule "A"

List of Counsel

Name of Counsel	Party Representing
Kibben Jackson Mishaal Gill	KSV Restructuring Inc., the Monitor
David Bish	Triple Flag Precious Metals Corp. Maverix Metals Inc.
Lance Williams Ashley Bowron	Patriot Gold Corp.
Timothy Pinos	Nomad Royalty Company Limited
Robin Schwill	EG Acquisition LLC