



FORCE FILED

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

NOTICE OF APPLICATION

Name of Applicants: Elevation Gold Mining Corporation, Eclipse Gold Mining Corporation, Golden Vertex Corp., and Golden Vertex (Idaho) Corp. (collectively, the "Petitioners")

To: Those parties set out in **Schedule "A"** attached hereto.

TAKE NOTICE that an application will be made by the Petitioners to the Honourable Madam Justice Fitzpatrick at the Courthouse at 800 Smithe Street, in the City of Vancouver, in the Province of British Columbia on December 17, 2024 at 10:00 a.m. for the orders set out in Part 1 below.

The Petitioners estimate that the application will take 30 minutes.

- This matter is within the jurisdiction of an Associate Judge.
- This matter is not within the jurisdiction of an Associate Judge.

Part 1: ORDERS SOUGHT

1. The Petitioners seek:
 - (a) An order (the "**Enhanced Powers Order**"), substantially in the form attached hereto as **Schedule "B"**, granting KSV Restructuring Inc., the Court appointed

Monitor of the Petitioners (“KSV” or the “Monitor”), certain enhanced powers in these proceedings (the “CCAA Proceedings”), such that the Monitor will be able to exercise any powers which may be properly exercised by the directors or officers of the Petitioners; and

- (b) Such further and other relief as counsel may request and this Honourable Court may deem just.

Part 2: FACTUAL BASIS

2. Capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the 1st Affidavit of Tim Swendseid sworn July 29, 2024, the 2nd Affidavit of Tim Swendseid sworn August 8, 2024, the 6th Affidavit of Tim Swendseid sworn December 3, 2024 (the “Sixth Swendseid Affidavit”), or the 8th Affidavit of Tim Swendseid, sworn December 9th, 2024, as applicable.

I. RESIGNATIONS

3. The current directors and officers of the Petitioners intend to resign immediately upon the closing of the Transaction contemplated by the Sale Agreement. After closing, there will be certain tasks required to complete these CCAA Proceedings, including but not limited to the following, as more fully enumerated in the Enhanced Powers Order:
- (a) Attending to all administrative matters related to these CCAA Proceedings, including banking, paying vendors and dealing with employees;
 - (b) Following closing of the Transaction, working with the Purchaser to transfer the Purchased Assets to the Purchaser and the GVC Residual Liabilities and GVC Residual Assets to Elevation Gold;
 - (c) Distributing the proceeds from the Transaction in accordance with the distribution order described in paragraphs 52 to 54 of my Sixth Affidavit (the “**Distribution Order**”), if granted, and dealing with the distribution of any holdback retained by the Monitor in accordance with the Distribution Order;
 - (d) Continuing to prosecute the motions (the “**Determination Motions**”) filed by the Petitioners’ U.S. legal counsel with the United States Bankruptcy Court for the District of Arizona, seeking a determination of the nature of the interests held by Patriot Gold Corp. and Nomad Royalty Company Ltd.;
 - (e) Winding up the Petitioners’ estates and attending to all matters required to bring these CCAA Proceedings to a close; and
 - (f) Bringing an application to extend the Stay of Proceedings if necessary to resolve the Determination Motions and complete the wind-up of the Petitioners’ estates.
4. The current directors and officers of the Petitioners believe that, given their pending resignations, the Monitor should be granted enhanced powers pursuant to the Enhanced Powers Order to enable the Monitor to effectively attend to the remaining matters in these CCAA Proceedings.

5. The relief contemplated under the Enhanced Powers Order will permit the Monitor to efficiently and effectively take all remaining steps to maximize value for the Petitioners' stakeholders and conclude these CCAA Proceedings.

Part 3 LEGAL BASIS

6. The Petitioners plead and rely on:
- (a) The CCAA;
 - (b) The *Business Corporations Act*, S.B.C. 2002, c. 57 (the "BCBCA");
 - (c) The *Supreme Court Civil Rules*, B.C. Reg. 168/2009 (the "Rules") in particular, and without limitation, Rules 2-1(2), 8-1, 8-2, 8-5, 16-1, 22-1, and 22-4;
 - (a) The inherent and equitable jurisdiction of this Honourable Court; and
 - (b) Such further and other legal basis as counsel may advise and this Honourable Court may allow.

I. THE MONITOR'S POWERS SHOULD BE EXPANDED

7. The CCAA sets out the various duties of the Monitor, which apply unless the Court orders otherwise. Section 23(1)(k) of the CCAA states that a monitor shall "carry out any other functions in relation to the company that the court may direct". Courts have used this provision liberally in order to assign additional functions and powers to monitors that go beyond investigating and reporting to the Court.

CCAA, s. 23(1)(k).

8640025 Canada Inc. (Re), 2018 BCCA 93, para 49.

8. This Court has granted expanded powers to monitors in situations where the directors and management of debtor companies had resigned or were about to resign, and where the monitor was needed to take control of debtor's affairs after a sale.

Inca One Gold Corp. (Re), 2024 BCSC 1478, paras 35-39.

Mountain Equipment Co-Operative (Re), 2020 BCSC 2037, para 9.

Walter Energy Canada Holdings, Inc. (Re), 2016 BCSC 107, paras 27-30.

Walter Energy Canada Holdings, Inc. (Re), 2016 BCSC 1746, para 95.

North American Tungsten Corporation Ltd. (Re), 2016 BCSC 12, paras 4-5.

9. In the immediate instance, the directors and officers of the Petitioners intend to resign after Closing.
10. In light of the impending resignations of the Petitioners' remaining directors and officers, granting the relief sought in the Enhanced Powers Order is necessary, appropriate, and in the best interest of the Petitioners' stakeholders.


Part 4: MATERIAL TO BE RELIED ON

11. Affidavit #1 of Tim Swendseid, sworn July 29, 2024;
12. Affidavit #6 of Tim Swendseid, sworn December 3, 2024;
13. Affidavit #8 of Tim Swendseid, sworn December 9, 2024;
14. Supplement to the Fourth Report of KSV Restructuring Inc., to be filed; and
15. Such further and other materials as counsel may advise and this Honourable Court may allow.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application.

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated at the City of Vancouver, in the Province of British Columbia, this 10th day of December, 2024.


 Lawson Lundell LLP
 Solicitors for the Applicants, Elevation Gold Mining Corporation, Eclipse Gold Mining Corporation, Golden Vertex Corp., and Golden Vertex (Idaho) Corp.

This Notice of Application is filed by Alexis Teasdale and Angad Bedi, of the law firm of Lawson Lundell LLP, whose place of business and address for delivery is 1600 – 925 West

Georgia Street, Vancouver, British Columbia, V6C 3L2, e-mail address:
ateasdale@lawsonlundell.com and abedi@lawsonlundell.com; telephone number: 403-218-7564.

To be completed by the court only:

Order made

in the terms requested in paragraphs _____
of Part 1 of this Notice of Application

with the following variations and additional terms:

Date: _____

Signature of Judge Associate Judge

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- none of the above

SCHEDULE "A"

Respondents

Triple Flag Precious Metals Corp. and Maverix Metals Inc.	Patriot Gold Corp.
Royal Bank of Canada	JPMorgan Chase Bank, N.A.
Mohave Electric Cooperative Incorporated	Caterpillar Financial Services Corporation
Asahi Refining Usa, Inc.	Purves Redmond Limited
Hartmut W. Baitis	Robert B. Hawkins
Larry L. Lackey	Wesco
Monroe Giese	Lhoist North America Of Arizona
Mary Anderson Abell	Benjamin Giese
Kjra Systems Inc.	Nomad Royalty Company Limited
Richard Himes	Trisura Guarantee Insurance Company
Ledcor CMI Ltd.	Calesido Foundation
Greenstone Resources LP	Me Global Inc.
Maptek	Enterprise Car Rental
Rebel Oil Company, Inc Dba Roc	

SCHEDULE "B"
Form of Enhanced Powers

IN THE SUPREME COURT OF BRITISH COLUMBIA

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and GOLDEN VERTEX (IDAHO) CORP.

PETITIONERS

ORDER MADE AFTER APPLICATION

(Enhanced Powers Order)

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

ON THE APPLICATION of Elevation Gold Mining Corporation, Golden Vertex Corp. ("GVC"), Eclipse Gold Mining Corporation, and Golden Vertex (Idaho) Corp. 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, the Eight Affidavit of Tim Swendseid, sworn December 3, 2024 and the Fourth Report of KSV Restructuring Inc. (the "Monitor"), dated December 3, 2024, and the Supplement to the Fourth Report, dated December [●], 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 meaning given to them in the Amended and Restated Initial Order granted in these proceedings on August 12, 2024 (the “ARIO”).

ENHANCEMENT OF MONITOR’S POWERS

3. Upon the filing of a Monitor’s Certificate, substantially in the form attached as Schedule “C” to the Approval and Vesting Order granted by the Honourable Madam Justice Fitzpatrick in these proceedings on December 17, 2024 (the “AVO”), and without in any way limiting the powers, duties and protections of and in favour of the Monitor set out in the ARIO or pursuant to the CCAA, the Monitor, on behalf of and in the name of the Petitioners, is hereby empowered and authorized, but not obligated, to exercise any powers which may be properly exercised by a board of directors or any officers of the Petitioners, as the Monitor considers it necessary or desirable, including without limitation, to:
 - (a) deal with all administrative matters, including to control the Petitioners’ bank accounts;
 - (b) take any and all actions and steps to manage, operate and carry on the business of the Petitioners (the “**Business**”) and to assist in the transition of GVC’s business to the Purchaser (as that term is defined in the AVO);
 - (c) take any and all actions and steps to administer the Petitioners’ restructuring, including but not limited to winding-down the Business, liquidating the Property, disposing of assets, or such other activities as may be necessary or appropriate in the Monitor’s sole discretion;
 - (d) cause the Petitioners to take any action permitted to be taken by the Petitioners pursuant to the CCAA, the ARIO, this Order, and any other Orders granted in these proceedings;
 - (e) preserve, protect and maintain control of all of the Property or any part or parts thereof;
 - (f) engage, retain or terminate the services of, or cause the Petitioners to engage, retain or terminate the services of any officer, employee, consultant, agent, representative, advisor, or other persons or entities, all under the supervision and direction of the Monitor, as the Monitor in its sole discretion deems necessary or appropriate to assist with the exercise of its powers and duties;
 - (g) execute any agreement, document, or instrument in writing of whatever nature in respect of any of the Business or Property, for any purpose pursuant to the CCAA, the ARIO, this Order and any other Orders granted in these proceedings;
 - (h) receive and collect all monies and accounts now owed or hereinafter owing to the Petitioners;

- (i) conduct, supervise and direct the continuation or commencement of any process or effort to recover money, Property, or other assets belonging or owing to the Petitioners, and exercise all remedies of the Petitioners in collecting such money, Property, or other assets;
- (j) initiate, prosecute and continue the prosecution of all proceedings, and to defend, continue, settle or compromise any and all proceedings now pending or hereafter instituted with respect to the Petitioners, the Property, or the Monitor, including such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (k) engage, deal, communicate, negotiate, agree and settle with any creditor of the Petitioners;
- (l) market, sell, convey, transfer, lease or assign the Property, including running a sales solicitation process, or any part or parts of the Property out of the ordinary course of business without the approval of this Court, in respect of any one transaction not exceeding \$500,000 or \$1,000,000 in the aggregate;
- (m) report to, meet with and discuss with such affected persons as the Monitor considers appropriate on all matters relating to the Business, Property, and these proceedings, and to receive and share information, subject to such confidentiality terms as the Monitor considers appropriate;
- (n) perform such other duties or take any steps reasonably incidental to the exercise of any powers and obligations conferred on the Monitor by this Order or any other order of this Court; and
- (o) apply to this Court for advice and directions in respect of the exercise and discharge of its powers and duties hereunder,

and in each case where the Monitor takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other persons, including the Petitioners and without interference from any other person.

4. Except as necessary to give effect to this Order, the ARIO and any other Order granted in these proceedings shall remain in full force and effect. In the event of any conflict or inconsistency between this Order and the ARIO, the terms of this Order shall apply.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE MONITOR

5. The Petitioners and all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf shall fully co-operate with the Monitor in the exercise its powers under this Order or any other Order of the Court, including by:
- (a) advising the Monitor of the existence of any Property of which such party has knowledge of;

- (b) providing the Monitor with immediate and continued access to any Property in such party's possession or control;
- (c) advising the Monitor of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Petitioners, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (“Records”) of which such party has knowledge of; and
- (d) providing access to and use of the Records, including any accounting, computer, software and physical facilities relating thereto, and including providing the Monitor with instructions on the use of any computer or other system as requested by the Monitor, provided that, if the Monitor requests training or complex or ongoing assistance in connection with the use of such systems, the Monitor shall reasonably compensate the individual or individuals providing such training or assistance for their time, and providing the Monitor with any and all access codes, account names and account numbers that may be required to gain access to the Records, provided however that nothing in this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

LIMITATION ON THE MONITOR’S LIABILITY

6. The Monitor is not and shall not, for any purposes, be deemed to be a director, officer, employee, receiver, receiver-manager, or liquidator of the Petitioners.
7. The Monitor is not and shall not for the purposes of the *Income Tax Act*, R.S.C., 1985, c. 1 (5th Supp.)), and all equivalent laws and regulations in other jurisdictions, including the United States, be deemed to be a legal representative or person to whom s. 150(3) of that Act, or any equivalent provision in any foreign law or regulation, applies.
8. The rights, protections, indemnities, charges, priorities and other provisions in favour of the Monitor set out in the CCAA, any other applicable legislation, the ARIO and any other Order granted in these proceedings, all shall apply and extend to the Monitor in connection with the Monitor carrying out the provisions of this Order, amended as necessary to give effect to the terms of this Order.
9. The Monitor shall not be liable for any employee-related liabilities of the Petitioners, including any successor employer liabilities as referred to in Section 14.06(1.2) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “BIA”), or any equivalent law and regulation in other jurisdictions, including the United States, other than amounts the Monitor may specifically agree in writing to pay or in respect of obligations imposed by applicable legislation, including under the *Wage Earner Protection Program Act*, S.C. 2005, c.47. The Monitor shall be liable for any employee-related liabilities, including wages, severance pay, termination pay, vacation pay, and pension or benefit amounts relating to any employees that the Monitor may hire in accordance with the terms and conditions of such employment by the Monitor. The

Monitor is empowered but not obligated to interact with, and provide direction to, individuals who are on the Property, but are not employed by the Petitioners, the Business or the Property.

LIMITATION ON ENVIRONMENTAL LIABILITIES

10. Nothing in this Order shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release, or deposit of a substance contrary to any federal, provincial or other law, including laws and regulations of the United States, relating to the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination (collectively, "**Environmental Legislation**"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation.
11. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless the Monitor is actually in possession.
12. Notwithstanding anything in federal or provincial law, the Monitor is not personally liable in that position for any environmental condition that arises or environmental damage that occurred:
 - (a) before the Monitor's appointment; or,
 - (b) after the Monitor's appointment, unless it is established that the condition arose or the damage occurred as a result of the Monitor's gross negligence or wilful misconduct.
13. Notwithstanding anything in federal or provincial law, but subject to paragraph 12 of this Order, where an order is made which has the effect of requiring the Monitor to remedy any environmental condition or environmental damage affecting the Property, if the Monitor complies with the BIA section 14.06(4), the Monitor is not personally liable for the failure to comply with the order and is not personally liable for any costs that are or would be incurred by any Person in carrying out the terms of the order.

GENERAL

14. Endorsement of this Order by counsel appearing on this application other than counsel for the Petitioners is hereby dispensed with.
15. 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.

GENERAL

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.
Vicki Tickle	Nomad Royalty Company Limited
Robin Schwill	EG Acquisition LLC

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MINING CORPORATION, GOLDEN VERTEX
CORP., and GOLDEN VERTEX (IDAHO) CORP.

NOTICE OF APPLICATION



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Attention: William L. Roberts / Alexis Teasdale / Angad Bedi