



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

MONITOR'S CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Madam Justice Fitzpatrick of the Supreme Court of British Columbia (the "**Court**") dated August 1, 2024, the Petitioners commenced proceedings pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended and KSV Restructuring Inc. was appointed as monitor of the Petitioners (in such capacity, the "**Monitor**") in those proceedings.
- B. Pursuant to an Order of the Court dated December 17, 2024 (the "**Approval and Vesting Order**"), the Court approved an Agreement of Purchase and Sale dated December 2, 2024 (the "**Sale Agreement**") between Elevation Gold Mining Corporation as the "**Seller**" and EG Acquisition LLC as the "**Purchaser**", and the transaction contemplated thereby.
- C. Pursuant to the Approval and Vesting Order, certain steps, declarations, actions and other occurrences, including, among other things, the vesting of certain assets, Claims, Encumbrances and Liabilities, and the granting of releases, are to become effective upon: (i) the delivery by the Monitor, of this Monitor's Certificate to the Purchaser's counsel in escrow; and (ii) the release of this Monitor's Certificate from escrow upon the Monitor's receipt of the Purchase Price.
- D. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order or the Sale Agreement, as applicable.

THE MONITOR CERTIFIES the following:

1. The Seller has provided written confirmation to the Monitor, pursuant to Section 2.3.3 of the Sale Agreement, that all conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived.
2. The Purchaser has provided written confirmation to the Monitor, pursuant to Section 2.3.3 of the Sale Agreement, that all conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived.
3. The Monitor has received the amount referred to in Section 2.2.1 of the Sale Agreement.
4. The Monitor will file, as soon as practicable, a copy of this Monitor's Certificate with the Court and provide evidence of such filing to the Purchaser.

DATED at the City of Calgary, in the Province of Alberta, this 31st day of December, 2024

KSV Restructuring Inc., in its capacity as
Monitor, and not in its personal capacity.

Per: 

Name: Andrew Basi

Title: Managing Director