

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) MONDAY, THE 2<sup>nd</sup>  
JUSTICE HAINEY ) DAY OF MARCH, 2016

**IN THE MATTER OF THE RECEIVERSHIP OF SEAFIELD RESOURCES  
LTD.**

**DISCHARGE ORDER**

THIS MOTION, made by KPMG Inc. in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Seafield Resources Ltd. (the "Debtor"), for an order:

1. validating service of the motion record and dispensing with any further service thereof;
2. approving the activities of the Receiver as set out in the First Report of the Receiver to the Court dated May 11, 2015 and the Second Report of the Receiver to the Court dated February 17, 2016 (the "Report");
3. approving the fees and disbursements of the Receiver and its Canadian and Colombian legal counsel;
4. discharging KPMG Inc. as Receiver of the undertaking, property and assets of the Debtor; and,

5. releasing KMPG Inc. from any and all liability, as set out in paragraph 5 of this Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the affidavits of the Receiver and its Canadian and Colombian legal counsel as to fees (the "Fee Affidavits"), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavit of Christina Russell sworn February 17, 2016, filed;

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record of the Receiver 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 the activities of the Receiver, as set out in the Report, are hereby approved.

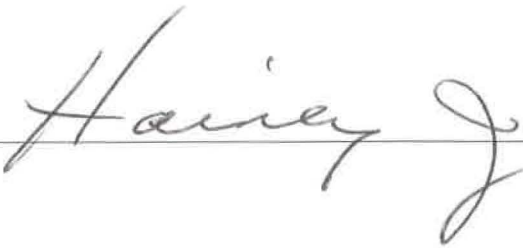
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its Canadian and Colombian legal counsel, as set out in the Report and the Fee Affidavits, are hereby approved.

4. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies arising from the proceeds of the property of the Debtor other than the Shares of its subsidiary, Minera Seafield S.A.S., if any, remaining in its hands to RMB Australia Holdings Limited.

5. THIS COURT ORDERS that upon payment of any amounts set out in paragraph 3 hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the

provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of KPMG Inc. in its capacity as Receiver.

6. THIS COURT ORDERS AND DECLARES that KPMG Inc. is hereby released and discharged from any and all liability that KPMG Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KPMG Inc. while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, KPMG is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.



A handwritten signature in cursive script, appearing to read "Hailey J.", is written over a horizontal line.

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

MAR 02 2016



A small handwritten mark or flourish is present below the date stamp.

**IN THE MATTER OF RECEIVERSHIP OF SEAFIELD RESOURCES LTD.**

Court File No.: CV-14-10686-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE -  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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