

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

) WEDNESDAY, THE 25th

)
)
) HAINES

) DAY OF SEPTEMBER, 2019



IN THE MATTER OF THE SECURITIES ACT R.S.O. 1990, C. S-5, AS AMENDED

AND IN THE MATTER OF THE RECEIVERSHIP OF FUNDS OBTAINED BY THE
ONTARIO SECURITIES COMMISSION IN THE ENFORCEMENT OF A SANCTIONS
ORDER MADE AGAINST YORK RIO RESOURCES INC., BRILLIANTE BRASILCAN
RESOURCES CORP., VICTOR YORK, ROBERT RUNC, GEORGE SCHWARTZ,
PETER ROBINSON, ADAM SHERMAN, RYAN DEMCHUK, MATTHEW OLIVER,
GORDON VALDE, AND SCOTT BASSINGDALE

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by A. Farber & Partners Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of all proceeds (the "**Proceeds**") obtained by the Ontario Securities Commission (the "**Commission**") in the enforcement of a sanctions order issued March 31, 2014 ("Sanctions Order"), for orders:

1. approving the activities of the Receiver as described in the First Report of the Receiver dated September 20, 2019 (the "**First Report**");
2. approving a *pro rata* distribution of the Proceeds to Investors based on the amounts set out in the Investor List attached as Confidential Appendix "1" to the First Report;
3. sealing Confidential Appendix "1" to the First Report; and

4. discharging and releasing the Receiver from its appointment,

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

ON READING the First Report, and on hearing the submissions of counsel for the Receiver and Commission,

Interpretation

1. **THIS COURT ORDERS** that capitalized terms not defined in this Order have the meanings defined in the Motion Record and First Report.

Service

2. **THIS COURT ORDERS** that the time for service for the Notice of Motion and Motion Record are abridged and service is validated so that the motion is properly returnable today, and further service is dispensed with.

Approvals

3. **THIS COURT ORDERS** that the activities of the Receiver as described in the First Report, and the First Report itself, are hereby approved.
4. **THIS COURT ORDERS** that the Receiver is authorized and directed to pay the Proceeds, including any interest up to the date of distribution, on a *pro rata* basis to the Investors, based on in the Investor List attached as Confidential Appendix "1" to the First Report.
5. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute of any Residual Interest to the Commission.

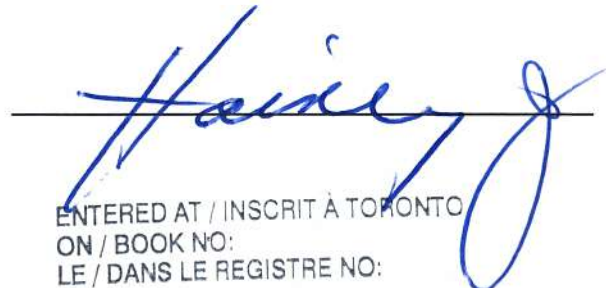
Sealing

6. **THIS COURT ORDERS** that Confidential Appendix "1" to the First Report be sealed, kept confidential, and not form part of the public record, subject to further Order of this Court.

Discharge

7. **THIS COURT ORDERS** that upon distribution of the amounts described above in paragraph 3 and upon the Receiver filing a certificate certifying that it has completed the other activities described in the First Report (the "**Remaining Matters**"), the Receiver shall be discharged of its obligations under the Receivership Order, provided, however, that notwithstanding its discharge: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; 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 A. Farber & Partners Inc. in its capacity as Receiver.

8. **THIS COURT ORDERS AND DECLARES** that, upon filing a certificate substantially in the form attached as **Schedule "A"** to this Order, A. Farber & Partners Inc. is hereby released and discharged from any and all liability that A. Farber & Partners Inc. now has, or may hereafter have, by reason of, or in any way arising out of the acts or omissions of A. Farber & Partners Inc. while acting in its capacity as Receiver save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, A. Farber & Partners Inc. 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 receivership proceedings.


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

SEP 25 2019

PER / PAR: *RW*

Schedule "A"

Court File No. CV-19-00614868-00CL

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DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of the Justice Hainey of the Ontario Superior Court of Justice [Commercial List] (the "**Court**") dated January 27, 2017 (the "**Receivership Order**"), A. Farber & Partners Inc. ("**Farber**") was appointed as receiver (the "**Receiver**"), without security, of all funds obtained by the Commission (the "**Proceeds**") in the enforcement of a sanctions order issued by the Commission on March 31, 2014 (the "**Sanctions Order**") against the parties listed at Schedule "A" ("**Respondents to the Sanctions Order**").

(B) Pursuant to an Order of the Court dated September 25, 2019 (the "**Distribution and Discharge Order**"), Farber was discharged as Receiver of the Proceeds, to be

effective upon the filing by the Receiver with the Court of a certificate confirming that the Remaining Matters (as defined in the Distribution and Discharge Order) have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its discharge: (a) Farber will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) Farber will continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections, and stays of proceedings in favour of Farber, in its capacity as the Receiver, including, without limitation, the Administration Charge.

(C) Unless otherwise indicated capitalized, terms in the Discharge Certificate with initial capitals have the meanings defined in the Distribution and Discharge Order.

THE RECEIVER CERTIFIES the following:

1. the Remaining Matters have been completed to the satisfaction of the Receiver;
and
2. this Certificate was filed by the Receiver with the Court on the _____th day
of _____, 2019.

A. FARBER & PARTNERS INC., solely in its
capacity as the Court-appointed receiver of the
Proceeds and not in its personal capacity

Per: _____
Name:
Title:

SCHEDULE "A"
RESPONDENTS TO THE SANCTIONS ORDER

- York Rio Resources Inc.,
- Brillante Brasilcan Resources Corp.
- Victor York
- Robert Runic
- George Schwartz
- Peter Robinson
- Adam Sherman
- Ryan Demchuk
- Matthew Oliver
- Gordon Valde
- Scott Bassingdale

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

(PROCEEDING COMMENCED AT TORONTO)

RECEIVER'S DISCHARGE CERTIFICATE

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PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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