

Fasken Martineau DuMoulin LLP  
Barristers and Solicitors  
Patent and Trade-mark Agents

www.fasken.com

535 Bay Street, Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, Ontario, Canada M5H 2T6

416 366 8381 Telephone  
416 364 7813 Facsimile  
1 800 268 8424 Toll free

**FASKEN  
MARTINEAU** 

## FACSIMILE COVER SHEET

Date: April 24, 2013

TO	Firm and City	Telephone	Facsimile
Ms. Phyllis Beaulieu	Nunavut Water Board Goja Haven, NU	1.867.360.6338	1.867.360.6369
Radio Licences	Industry Canada District Office Saskatoon, SK	1.877.783.7757	306.975.4231
Niels Verbann	SGS Canada Inc. Lakefield, ON	705.652.2138	905.652.6365

FROM	Telephone	Facsimile
Dylan Chochla dchochla@fasken.com	+1 416 868 3425	+1 416 364 7813

Pages (including cover):

59

File/Sender's ID: 264992.00035/18295

If this fax is incomplete or unclear, please call +1 416 366 8381.

If more than one recipient at the same fax number, please copy and distribute to all recipients

Original will be: ☒ Filed ☐ Mailed ☐ Hand Delivered ☐ Couriered



This communication is confidential and subject to lawyer-client privilege. It is intended only for the recipient(s) named above. Any disclosure, copying or other distribution of this communication or taking any action in reliance on its contents is strictly prohibited. If you receive this fax in error, please notify us immediately by telephone (call collect) and return the original to us by mail without making a copy.

Vancouver Calgary Toronto Ottawa Montréal Québec City London Paris Johannesburg

DM\_100264992.00035/6416050.1

Apr-24-13 02:17pm From-Fasken Martineau DuMoulin LLP 416 364 7813 T-391 P.001/059 F-259

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**[COMMERCIAL LIST]**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES  
INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**MOTION RECORD**  
(returnable April 26, 2013)

April 24<sup>th</sup>, 2013

**FASKEN MARTINEAU DUMOULIN LLP**  
333 Bay Street – Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, Ontario M5H 2T6

**Stuart Brulman** [LSUC No. 43430D]  
**Dylan Chochla** [LSUC No. 62137T]  
Tel: (416) 366 8381  
Fax: (416) 364 7813

Officers for the Debtor, Starfield Resources Inc.

**TO THE ATTACHED SERVICE LIST:**

DM\_TOR264992.00035/6416143.1

652-F 650/200 P 186-L

6182 793 917

DTT uimwmd From: Fasken Martineau

Mod1:20

61-72-1dy

**SERVICE LIST**  
**(APRIL 24, 2013)**

TO:	<p>Cassels Brock &amp; Blackwell LLP 2100 Scotia Plaza 40 King Street West Toronto, ON M5H 3C2</p> <p>Attention Larry Ellis Phone: 416.869.5406 Fax: 416.640.3004 Email: lellis@casselsbrock.com</p> <p>Counsel to PricewaterhouseCoopers Inc., in its capacity as the Proposal Trustee</p>
AND TO:	<p>PricewaterhouseCoopers Inc. PwC Tower Suite 2600, 18 York Street Toronto, ON M5J 0B2</p> <p>Attention: Pritesh Patel / Paul Van Eyk / Clark Lonergan Phone: 416.863.1133 Fax: 416.365.8215 Email: priteshr.patel@ca.pwc.com / paul.vaneyk@ca.pwc.com / clark.lonergan@ca.pwc.com</p>
AND TO:	<p>Aird &amp; Berlis LLP Brookfield Place, 181 Bay Street Suite 1800, Box 754 Toronto, ON M5J 2T9</p> <p>Attention: Steven L. Graff Phone: 416. 865.7726 Fax: 416. 865.1515 Email: sgraff@airdberlis.com</p> <p>Counsel to the Directors of Starfield Resources Inc.</p>
AND TO:	<p>Discovery 2010 Flow-Through Limited Partnership 812 Memorial Dr. NW Calgary, AB T2N 3C8</p> <p>Attention: Rob Lauzon Phone: 403.269.2100 Email: rlauzon@middlefield.com</p>

AND TO:	<p>Davis LLP Suite 6000, 1 First Canadian Place PO Box 367, 100 King St W Toronto ON M5X 1E2</p> <p>Attention: Davis Foulds / Brandon Barnes Phone: 416.941.5392 / 416.365.3429 Fax: 416.777.7414 / 416.777.7432 Email: dfoulds@davis.ca / bbarnes@davis.ca</p> <p>Counsel to Nicholson &amp; Associates Natural Resource Development Inc.</p>
AND TO:	<p>John O'Sullivan Barristers &amp; Solicitors Suite 1402, 390 Bay Street Toronto, ON M5H 2Y2</p> <p>Attention: John O'Sullivan Phone: 416.252.5555 Email: jcs@johnosullivanlaw.com</p> <p>Counsel to Thanda Resources Inc.</p>
AND TO:	<p>Canada Revenue Agency c/o Department of Justice The Exchange Tower 130 King Street West Suite 3400, P.O. Box 36 Toronto, ON M5X 1K6</p> <p>Attention: Diane Winters Phone: 416.973.3172 Fax: 416.973.0810 Email: diane.winters@justice.gc.ca</p> <p>Counsel to Canada Revenue Agency</p>
AND TO:	<p>Ministry of Finance Legal Services Branch 6<sup>th</sup> Floor, 33 King Street West Oshawa, ON L1H 8H5</p> <p>Attention: Kevin O'Hara Phone: 905.436.4510 Fax: 1.866.888.3850 Email: kevin.ohara@ontario.ca</p> <p>Counsel to Ministry of Finance Ontario</p>

AND TO:	<p>Government of Nunavut, Taxation Division  Department of Finance, P.O. Box 2260  Iqaluit, NU X0A 0H0</p> <p>Attention: Payroll Remittance  Email: payrolltax@gov.nu.ca</p>
AND TO:	<p>Nunavut Water Board  P.O. Box 119  Goja Haven, NU X0B 1J0</p> <p>Attention: Ms. Phyllis Beaulieu  Phone: 1.867.360.6338  Fax: 1.867.360.6369</p>
AND TO:	<p>Industry Canada District Office  7th Floor, 123 2nd Avenue South  Saskatoon, SK S7K 7E6</p> <p>Attention: Radio Licences  Phone: 1.877.783.7757  Fax: 306.975.4231</p>
AND TO:	<p>KPMG LLP  Suite 4600, 333 Bay Street  Toronto, ON M5H 2S5</p> <p>Attention: Ken McKay  Phone: 416.777.8494  Fax: 416.777.8818  Email: kenmckay@kpmg.ca</p>
AND TO:	<p>Major Drilling International Inc.  1 Timber Lane  Flin Flon, MB R8A 1N4</p> <p>Attention: Douglas Wilson  Phone: 204.687.3482  Email: flinflon@majordrilling.com</p>
AND TO:	<p>SGS Canada Inc.  185 Concession St.  P.O. Box 4300  Lakefield, ON K0L 2H0</p> <p>Attention: Niels Verbann  Phone: 705.652.2138  Fax: 905.652.6365</p>

AND TO:	<p>Canada Dominion Resources 2010 Limited Partnership  c/o Goodman &amp; Company Investment Counsel  1 Adelaide Street West, 29th Floor  Toronto, ON M5C 2V9</p> <p>Attention: Canada Dominion Resources 2010 Limited Partnership  Email: inquiries@dundeewealth.com</p>
AND TO:	<p>CMP 2010 Resource Limited Partnership  c/o Goodman &amp; Company Investment Counsel  1 Adelaide Street West, 29th Floor  Toronto, ON M5C 2V9</p> <p>Attention: CMP 2010 Resource Limited Partnership  Email: inquiries@dundeewealth.com</p>
AND TO:	<p>Maple Leaf Short Duration 2010 FT LP  P.O. Box 10357, Suite 808  609 Ganville Street  Vancouver, B.C. V7Y 1G5</p> <p>Attention: Maple Leaf Short Duration 2010 FT LP  Email: info@MapleLeafFunds.ca</p>
AND TO:	<p>Maple Leaf Short Duration 2011 Flow Through LP  P.O. Box 10357, Suite 808  609 Ganville Street  Vancouver, B.C. V7Y 1G5</p> <p>Attention: Maple Leaf Short Duration 2011 Flow Through LP  Email: info@MapleLeafFunds.ca</p>
AND TO:	<p>Matrix Explore 2011 - I FT LP  Suite 2200, 130 King St., West  Toronto, ON M5X 1E3</p> <p>Attention: Matrix Explore 2011 - I FT LP  Email: info@matrixfunds.ca</p>
AND TO:	<p>Mineral Fields 2011 - Super Flow Through LP  1110 Finch Ave. W., Suite 210  Toronto, ON M3J 2T2</p> <p>Attention: Mineral Fields 2011 - Super Flow Through LP  Fax: 416.777.7362</p>

AND TO:	Mineral Fields 2011 - II Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 - II Super Flow Through LP Fax: 416.777.7362
AND TO:	Mineral Fields 2011 IV Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 IV Super Flow Through LP Fax: 416.777.7362
AND TO:	Mineral Fields 2011 V Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 V Super Flow Through LP Fax: 416.777.7362
AND TO:	Pathway Mining 2010 Flow-Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Fax: 416.777.7362
AND TO:	Pathway Mining 2011 Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Pathway Mining 2011 Super Flow Through LP Fax: 416.777.7362
AND TO:	Pathway Quebec Mining 2010 Flow-Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Pathway Quebec Mining 2010 Flow-Through LP Fax: 416.777.7362
AND TO:	Stone 2010 Flow Through L.P. Suite 710, 36 Toronto Street Toronto, ON M5C 2C5  Attention: Stone 2010 Flow Through L.P. Email: info@stoneco.com

AND TO:	<p>Stone 2010 WCP Flow Through LP  Suite 710, 36 Toronto Street  Toronto, ON M5C 2C5</p> <p>Attention: Stone 2010 WCP Flow Through LP  Email: <a href="mailto:info@stoneco.com">info@stoneco.com</a></p>
---------	--

DM\_TOR264992.00035/6416143.1

655-F 650/800 P 186-L

618 364 7813

From-Fasken Martineau DuMulin LLP

02:18pm

Apr-24-13



# INDEX

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES  
INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**MOTION RECORD  
(returnable April 26, 2013)**

**INDEX**

<b><u>TAB</u></b>	<b><u>DOCUMENT</u></b>
<b>1</b>	<del>Notice of Motion</del>
<b>A</b>	Draft Order
<b>2</b>	The affidavit of Phillip S. Martin, sworn April 24, 2013
<b>A</b>	First Report of PricewaterhouseCoopers Inc. dated March 8, 2013, without appendices
<b>B</b>	Order of the Honourable Mr. Justice Newbould dated March 15, 2013

# TAB 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

----- IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
..... R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES  
INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**NOTICE OF MOTION  
(returnable April, 26, 2013)**

**STARFIELD RESOURCES INC.**, the debtor in the above referenced proceedings (the  
“Debtor”), will make a motion to a judge of the Commercial List on Friday, April 26, 2013 at  
10:00 a.m., or as soon after that time as the motion can be heard, at the Court House at 330  
University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

- (a) an order substantially in the form attached hereto as Schedule “A”, pursuant to,  
*inter alia*, section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.  
B-3, as amended (the “BIA”);
- (i) abridging the time for delivery of this Notice of Motion and the Motion  
Record;

- (ii) ~~extending the time within which a proposal must be filed with the Official Receiver under section 62(1) of the BIA to May 20, 2013; and~~
- (iii) approving the second report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee"), to be filed at a later date, but in any event before the hearing of this Motion (the "Second Report"), and the activities of the Proposal Trustee as described therein; and
- (b) such further and other relief as this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

- (a) those grounds as set out in the affidavit of Philip S. Martin, sworn April 24, 2013, and the exhibits thereto;
- (b) those grounds as set out in the Second Report, and the appendices thereto;
- ~~(c) section 50.4(9) of the Bankruptcy and Insolvency Act, and Rules 1.04, 1.05, 2.01, 2.03, 3.02, 16 and 37 of the Rules of Civil Procedure; and~~
- (d) such further other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

- (a) the affidavit of Philip S. Martin sworn April 24, 2013, and the exhibits thereto;

- (b) the Second Report, and the appendices thereto; and
- (c) such other material as counsel may advise and this Honourable Court may permit.

April 24, 2013

**FASKEN MARTINEAU DuMOULIN LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 2400  
Toronto, ON M5H 2T6

**Stuart Brotman (LSUC No. 43430D)**  
**Dylan Chochla (LSUC No. 62137I)**  
Tel: (416) 366 868 3425  
Fax: (416) 364 7813  
Solicitors for the Applicant, Starfield Resources Inc.

**TO: THE ATTACHED SERVICE LIST**

**SERVICE LIST  
(April 24, 2013)**

TO:	<p>Cassels Brock &amp; Blackwell LLP 2100 Scotia Plaza 40 King Street West Toronto, ON M5H 3C2</p> <p>Attention Larry Ellis Phone: 416.869.5406 Fax: 416.640.3004 Email: lellis@casselsbrock.com</p> <p>Counsel to PricewaterhouseCoopers Inc., in its capacity as the Proposal Trustee</p>
AND TO:	<p>PricewaterhouseCoopers Inc. PwC Tower Suite 2600, 18 York Street Toronto, ON M5J 0B2</p> <p>Attention: Pritesh Patel / Paul Van Eyk / Clark Lonergan Phone: 416.863.1133 Fax: 416.365.8215 Email: pritesh.r.patel@ca.pwc.com / paul.vaneyk@ca.pwc.com / clark.lonergan@ca.pwc.com</p>
AND TO:	<p>Aird &amp; Berlis LLP Brookfield Place, 181 Bay Street Suite 1800, Box 754 Toronto, ON M5J 2T9</p> <p>Attention: Steven L. Graff Phone: 416. 865.7726 Fax: 416. 865.1515 Email: sgraff@airdberlis.com</p> <p>Counsel to the Directors of Starfield Resources Inc.</p>
AND TO:	<p>Discovery 2010 Flow-Through Limited Partnership 812 Memorial Dr. NW Calgary, AB T2N 3C8</p> <p>Attention: Rob Lauzon Phone: 403.269.2100 Email: rlauzon@middlefield.com</p>

AND TO:	<p>Davis LLP Suite 6000, 1 First Canadian Place PO Box 367, 100 King St W Toronto ON M5X 1E2</p> <p>Attention: Davis Foulds / Brandon Barnes Phone: 416.941.5392 / 416.365.3429 Fax: 416.777.7414 / 416.777.7432 Email: dfoulds@davis.ca / bbarnes@davis.ca</p> <p>Counsel to Nicholson &amp; Associates Natural Resource Development Inc.</p>
AND TO:	<p>John O'Sullivan Barristers &amp; Solicitors Suite 1402, 390 Bay Street Toronto, ON M5H 2Y2</p> <p>Attention: John O'Sullivan Phone: 416.252.5555 Email: jos@johnosullivanlaw.com</p> <p>Counsel to Thanda Resources Inc.</p>
AND TO:	<p>Canada Revenue Agency c/o Department of Justice The Exchange Tower 130 King Street West Suite 3400, P.O. Box 36 Toronto, ON M5X 1K6</p> <p>Attention: Diane Winters Phone: 416.973.3172 Fax: 416.973.0810 Email: diane.winters@justice.gc.ca</p> <p>Counsel to Canada Revenue Agency</p>
AND TO:	<p>Ministry of Finance Legal Services Branch 6<sup>th</sup> Floor, 33 King Street West Oshawa, ON L1H 8H5</p> <p>Attention: Kevin O'Hara Phone: 905.436.4510 Fax: 1.866.888.3850 Email: kevin.ohara@ontario.ca</p> <p>Counsel to Ministry of Finance Ontario</p>



AND TO:	<p>Government of Nunavut, Taxation Division  Department of Finance, P.O. Box 2260  Iqaluit, NU X0A 0H0</p> <p>Attention: Payroll Remittance  Email: payrolltax@gov.nu.ca</p>
AND TO:	<p>Nunavut Water Board  P.O. Box 119  Goja Haven, NU X0B 1J0</p> <p>Attention: Ms. Phyllis Beaulieu  Phone: 1.867.360.6338  Fax: 1.867.360.6369</p>
AND TO:	<p>Industry Canada District Office  7th Floor, 123 2nd Avenue South  Saskatoon, SK S7K 7E6</p> <p>Attention: Radio Licences  Phone: 1.877.783.7757  Fax: 306.975.4231</p>
AND TO:	<p>KPMG LLP  Suite 4600, 333 Bay Street  Toronto, ON M5H 2S5</p> <p>Attention: Ken McKay  Phone: 416.777.8494  Fax: 416.777.8818  Email: kenmckay@kpmg.ca</p>
AND TO:	<p>Major Drilling International Inc.  1 Timber Lane  Flin Flon, MB R8A 1N4</p> <p>Attention: Douglas Wilson  Phone: 204.687.3482  Email: flinflon@majordrilling.com</p>
AND TO:	<p>SGS Canada Inc.  185 Concession St.  P.O. Box 4300  Lakefield, ON K0L 2H0</p> <p>Attention: Niels Verbann  Phone: 705.652.2138  Fax: 905.652.6365</p>

AND TO:	<p>Canada Dominion Resources 2010 Limited Partnership  c/o Goodman &amp; Company Investment Counsel  1 Adelaide Street West, 29th Floor  Toronto, ON M5C 2V9</p> <p>Attention: Canada Dominion Resources 2010 Limited Partnership  Email: inquiries@dundeewealth.com</p>
AND TO:	<p>CMP 2010 Resource Limited Partnership  c/o Goodman &amp; Company Investment Counsel  1 Adelaide Street West, 29th Floor  Toronto, ON M5C 2V9</p> <p>Attention: CMP 2010 Resource Limited Partnership  Email: inquiries@dundeewealth.com</p>
AND TO:	<p>Maple Leaf Short Duration 2010 FT LP  P.O. Box 10357, Suite 808  609 Ganville Street  Vancouver, B.C. V7Y 1G5</p> <p>Attention: Maple Leaf Short Duration 2010 FT LP  Email: info@MapleLeafFunds.ca</p>
AND TO:	<p>Maple Leaf Short Duration 2011 Flow Through LP  P.O. Box 10357, Suite 808  609 Ganville Street  Vancouver, B.C. V7Y 1G5</p> <p>Attention: Maple Leaf Short Duration 2011 Flow Through LP  Email: info@MapleLeafFunds.ca</p>
AND TO:	<p>Matrix Explore 2011 - I FT LP  Suite 2200, 130 King St., West  Toronto, ON M5X 1E3</p> <p>Attention: Matrix Explore 2011 - I FT LP  Email: info@matrixfunds.ca</p>
AND TO:	<p>Mineral Fields 2011 - Super Flow Through LP  1110 Finch Ave. W., Suite 210  Toronto, ON M3J 2T2</p> <p>Attention: Mineral Fields 2011 - Super Flow Through LP  Fax: 416.777.7362</p>

AND TO:	Mineral Fields 2011 - II Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 - II Super Flow Through LP Fax: 416.777.7362
AND TO:	Mineral Fields 2011 IV Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 IV Super Flow Through LP Fax: 416.777.7362
AND TO:	Mineral Fields 2011 V Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Mineral Fields 2011 V Super Flow Through LP Fax: 416.777.7362
AND TO:	Pathway Mining 2010 Flow-Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Fax: 416.777.7362
AND TO:	Pathway Mining 2011 Super Flow Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Pathway Mining 2011 Super Flow Through LP Fax: 416.777.7362
AND TO:	Pathway Quebec Mining 2010 Flow-Through LP 1110 Finch Ave. W., Suite 210 Toronto, ON M3J 2T2  Attention: Pathway Quebec Mining 2010 Flow-Through LP Fax: 416.777.7362
AND TO:	Stone 2010 Flow Through L.P. Suite 710, 36 Toronto Street Toronto, ON M4C 1T5  Attention: Stone 2010 Flow Through L.P. Email: info@stoneco.com

AND TO:	<p>Stone 2010 WCP Flow Through LP  Suite 710, 36 Toronto Street  Toronto, ON M5C 2C5</p> <p>Attention: Stone 2010 WCP Flow Through LP  Email: <a href="mailto:info@stoneco.com">info@stoneco.com</a></p>
---------	--

# TAB 1A

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**[COMMERCIAL LIST]**

THE HONOURABLE \_\_\_\_\_ )  
JUSTICE \_\_\_\_\_ )  
FRIDAY, THE 26th  
DAY OF APRIL, 2013

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

~~AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES~~  
INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**ORDER**  
**(Second Stay Extension)**

THIS MOTION, made by Starfield Resources Inc. (the "Debtor") pursuant to, *inter alia*,  
section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the  
"BIA"), was heard this day at 350 University Avenue, Toronto, Ontario.

ON READING the affidavit of Philip S. Martin sworn April 24, 2013 and the exhibits  
thereto, the Second Report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee  
~~the "Proposal Trustee" dated April 24, 2013~~ and the appendices thereto (the "Second  
Report"), and on hearing the submissions of counsel for the Debtor, the Proposal Trustee, the  
directors of the Debtor, and ~~<[redacted]>~~, no one appearing for any other party although duly served as  
appears from the affidavit of service of Tasha Boyd sworn April 24, 2013, and on being advised  
that there are no secured creditors of the Debtor:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record 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, pursuant to subsection 50.4(9) of the BIA, the time within which a proposal must be filed with the Official Receiver under section 62(1) of the BIA be and is hereby extended to May 20, 2013.

3. **THIS COURT ORDERS** that the Second Report and the activities of the Proposal Trustee as described therein be and are hereby approved.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, the Proposal Trustee 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 Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

Court File No. CV13-10034-00CL  
IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

**Proceedings commenced in Toronto**

**ORDER  
(Second Stay Extension)**

**FASKEN MARTINEAU DUMOULIN LLP**  
333 Bay Street – Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, ON M5H 2T6

**Stuart Brotman (LSUC#: 43430D)  
Dylan Chochla (LSUC#: 62137D)**

**Tel: 416 366 8381  
Fax: 416 364 7813**

**Solicitors for the Debtor, Starfield Resources Inc.**



Court File No CV13-10034-09CL  
IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN  
THE PROVINCE OF ONTARIO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

Proceedings commenced in Toronto

**NOTICE OF MOTION  
(returnable April 26, 2013)**

**FASKEN MARTINEAU DuMOULIN LLP**  
333 Bay Street – Suite 2400  
Toronto, ON M5H 2T6

**Stuart Brotman (LSUC No. 43430D)  
Dylan Chochla (LSUC No. 62137D)**

**Tel: 416 868 3425  
Fax: 416 364 7813**

**Solicitors for the Debtor, Starfield Resources Inc.**

# TAB 2

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES  
INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**AFFIDAVIT OF PHILIP S. MARTIN  
(SWORN APRIL 24, 2013)**

I, Philip S. Martin, Executive, of the City of Oakville, in the Province of Ontario, MAKE  
OATH AND SAY AS FOLLOWS:

1. I am a Director and the President and Chief Executive Officer of Starfield Resources Inc. ("Starfield") and as such have knowledge of the matters set out herein. Where information has been provided to me by others, I have stated the source of the information and believe it to be true.

2. On March 15, 2013 Starfield applied for and obtained an order, *inter alia*, approving a proposed sale process (the "Sale Process") and extending the initial stay of proceedings to April 26, 2013. The First Report to Court of PricewaterhouseCoopers Inc., in its capacity as trustee ("Trustee") in the proposal of Starfield (the "First Report") sets out the background of these proceedings and details the proposed Sale Process. A copy of the First Report, without

appendices, is attached hereto as Exhibit "A". A copy of the aforesaid order is attached hereto as Exhibit "B".

3. Starfield and the Trustee have administered the Sale Process in accordance with the First Report. At the time it requested the extension of the initial stay to April 26, 2013, Starfield expected that the results of the Sale Process and the appropriateness of a stay extension would be known in time to provide greater notice to the relevant stakeholders of any motion to extend the stay. As will be set out in more detail in the Trustee's Second Report to Court, when filed, Starfield and the Trustee have been negotiating the terms of a letter of intent ("LOI") with a prospective bidder for some time. It was hoped that acceptable terms of an LOI would be arrived at by April 22, 2013 and that a decision could be made at that time as to whether a further extension of the stay of proceedings was desirable or appropriate - and that court materials for a stay extension motion would be served on that day, if appropriate. Despite the best efforts of Starfield and the Trustee, an acceptable LOI was not received in time to deliver complete court materials prior to the Court filing deadline. I believe that mutually acceptable terms were arrived at during the evening of April 23, 2013. A signed LOI was received minutes before this affidavit was sworn. It appears the terms are as discussed and I anticipate that the LOI will be submitted for approval of Starfield's board today.

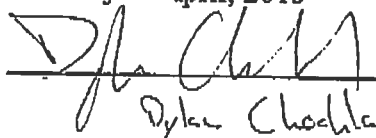
4. This affidavit is being sworn now on the expectation that Starfield will execute an LOI today, and in the interest of providing the parties on the service list with as much notice as possible of Starfield's motion to extend the stay of proceedings. The purpose of such an extension will be to provide Starfield with time to consummate a transaction with the prospective purchaser. I understand from Clark Lonergan of the Trustee that the Trustee will deliver its

Second Report prior to the hearing of the stay extension motion and that the Second Report will include an update on the motion and terms of the LOI and Sale Process.

5. In the circumstances, with the stay set to expire on April 26, 2013, Starfield had no choice but to proceed with a stay extension hearing on that date. I am advised by legal counsel for Starfield, Stuart Brotman, that if the stay period is not extended or a proposal filed before the stay period expires, Starfield will be deemed bankrupt.

6. I swear this Affidavit in support of a motion by Starfield for an extension of the stay period, and for no other or improper purpose.

SWORN BEFORE ME at the  
City of Toronto, in the  
Province of Ontario, this  
24th day of April, 2013

  
Dylan Chochla

)  
)  
)  
)  
)

  
PHILIP S. MARTIN

# TAB 2A

Apr-24-13 02:24pm From-Fasken Martineau DuMulin LLP 416 364 7813 T-391 P.030/059 F-259

**FIRST REPORT TO COURT  
SUBMITTED BY PRICEWATERHOUSECOOPERS INC.  
IN ITS CAPACITY AS TRUSTEE UNDER THE  
NOTICE OF INTENTION OF  
- - - - STARFIELD RESOURCES INC.**

**March 8, 2013**

This is Exhibit A referred to in the  
affidavit of Philip S. Martin  
sworn before me, this 24th  
day of April, 2013.  
D. L. Allen  
JACOMBS & COMPANY, P.C.

Court File No.

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

-----  
**IN THE MATTER OF THE PROPOSAL OF  
STARFIELD RESOURCES INC.**

**FIRST REPORT TO THE COURT  
SUBMITTED BY PRICEWATERHOUSECOOPERS INC.  
IN ITS CAPACITY AS TRUSTEE UNDER THE NOTICE OF INTENTION OF  
STARFIELD RESOURCES INC.**

**MARCH 8, 2013**



## TABLE OF CONTENTS

I.	INTRODUCTION.....	4
II.	PURPOSE OF REPORT .....	4
III.	QUALIFICATIONS .....	5
IV.	BACKGROUND .....	5
V.	COMPANY'S CASH FLOWS FOR PERIOD ENDING MAY 3, 2013 .....	12
VI.	PROPOSED SALES PROCESS .....	12
VII.	SUMMARY OF PROPOSED COURT-ORDERED CHARGES .....	14
VIII.	PROPOSED RETENTION PAYMENTS.....	16
IX.	COMPANY'S REQUEST FOR AN EXTENSION .....	17
X.	RECOMMENDATION .....	18

### APPENDICES

APPENDIX "A" –	CERTIFICATE OF FILING ISSUED BY SUPERINTENDENT OF BANKRUPTCY
APPENDIX "B" –	STARFIELD RESOURCES INC. CORPORATE CHART
APPENDIX "C" –	STARFIELD RESOURCES INC. CREDITOR LIST
APPENDIX "D" –	STARFIELD RESOURCES INC. CASH FLOW PROJECTION
APPENDIX "E" –	TRUSTEE'S REPORT ON CASH FLOW STATEMENT

## I. INTRODUCTION

1. This report ("**First Report**") is filed by PricewaterhouseCoopers Inc. ("**PwC**"), in its capacity as proposal trustee ("**Trustee**") in connection with the Notice of Intention to Make a Proposal ("**NOI**") filed by Starfield Resources Inc. ("**Starfield**" or the "**Company**") on March 7, 2013 (the "**Filing Date**") under Section 50.4 (1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B.-3, as amended (the "**BIA**"). A copy of the Certificate of Filing issued by the Superintendent of Bankruptcy is attached hereto as **Appendix "A"**.
2. PwC was previously retained by the Company to act as financial advisor to assist management in reviewing strategic alternatives to realize on the Company's assets and/or equity.

## II. PURPOSE OF REPORT

3. The purpose of this First Report is to:

a) Provide this Court with a summary of the following: .....

- (i) ~~background~~ information on the Company, including its corporate history, structure, operations, financial position and creditors;
- (ii) the Company's cash flow forecast for the 9-week period from March 4, 2013 to May 3, 2013; .
- (iii) the proposed court-ordered charges, including a Directors & Officers charge and an Administrative charge; .
- (iv) the Company's proposed post-filing strategy, including the outline of a sale process to be undertaken by the Trustee in conjunction with the Company;
- (v) the Company's proposed retention payments (the "**Retention Payments**"); and
- (vi) the Company's request for an extension of the time required to file its proposal (the "**Extension**") to April 26, 2013.

- b) Recommend that this Court issue an order:

- (i) approving the terms of the Administrative charge, and proposed priority ranking of such charge;
- (ii) approving the terms of the Directors' & Officers' charge, and proposed priority ranking of such charge;
- (iii) approving the Company's post-filing strategy, and authorizing the Company and Trustee to implement same;



(iv) approving the proposed Retention Payments;

(v) approving the Company's request for an Extension to April 26, 2013.

### III. QUALIFICATIONS

4. In preparing this First Report, the Trustee has relied upon unaudited financial information, the Company's books and records, financial information prepared by the Company and discussions with management and legal counsel to the Company. The Trustee has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of the information. Future-oriented financial information relied upon in this First Report is based on management's assumptions regarding future events.
5. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.

### IV. BACKGROUND

#### Corporate History and Structure

6. Starfield is a Canadian-based exploration and emerging early-stage development company exploring for copper, cobalt, nickel and platinum group elements ("PGE") in North America. The Company's shares are publicly traded on the Toronto Stock Exchange ("TSX") under the symbol "SRU" and in the U.S. on the Over-The-Counter Bulletin Board under the symbol "SRFDF".
7. Starfield was incorporated on April 22, 1994 under the Business Corporations Act (Alberta). The Company amended its articles on October 6, 1994 to change the Company's name to Starfield Communications Group Inc. The articles were amended again on December 18, 1997 to change its name to Starfield Resources Inc. On October 27, 2006, the Company filed articles of continuance in British Columbia. The Company is governed by the Business Corporations Act (British Columbia) and is a reporting issuer in the provinces of British Columbia, Alberta and Ontario, and in the North West Territories. Starfield's registered office is located at 625 Howe Street, Suite 420, Vancouver, British Columbia, and the Company's head office is located at 120 Adelaide Street West, Suite 900, Toronto, Ontario.
8. The Company currently holds a direct or indirect interest in the following mineral properties/projects (the "Projects"):
  - (i) a nickel-copper-cobalt-PGE project in Ferguson Lake, Nunavut (the "Ferguson Lake Project");



- (ii) a nickel-copper-cobalt-PGE project in Montana, USA (the "**Stillwater Project**");
  - (iii) a copper-silver project in California, USA (the "**Superior Project**"); and
  - (iv) an early stage gold property which straddles the Nevada-California border (the "**Dome Hill Project**").
9. Substantially all of the Ferguson Lake Project assets are held by Starfield directly. The Company acquired its interest in the above U.S. projects through its acquisition of all of the shares of Nevoro Inc. ("**Nevoro**"), a formerly TSX listed corporation incorporated under the laws of Canada, pursuant to a plan of arrangement in October 2009.
10. Starfield Resources Inc. is the parent company and the primary direct or indirect shareholder of the following entities:
- (i) Nevoro Inc. (Canada);
  - (ii) Sheffield Resources Ltd. (B.C.);
  - (iii) Aurora Platinum Exploration Inc. (B.C.);
  - (iv) Nevoro Copper Inc. (Nevada);
  - (v) Nevoro Montana Inc. (Montana); and
  - (vi) Nevoro Nevada Inc. (Nevada).

The Company's corporate chart is attached hereto as **Appendix "B"**.

11. The Trustee understands that the Company has not initiated insolvency proceedings in the U.S. There is presently no intention to commence insolvency proceedings in respect of the Company's Canadian or U.S. subsidiaries. The Company advises that substantially all administrative and Project-related costs are paid for by Starfield.

### **Company Operations**

12. As referenced above, Starfield's operations consist of three main projects:
- (i) the Ferguson Lake Project, located in the Kivalliq region of southern Nunavut, consists of 10 mineral leases covering 23,935 acres and 107 active claims totaling 220,273 acres. The Company incurred substantial exploration expenditures on the Ferguson Lake property in the last few years as it attempted to define this very large resource. On March 20, 2008, the Company announced positive economics from a preliminary economic assessment of the Ferguson Lake



Project. On February 21, 2012, the study was updated, and continued to show that the project was economically attractive. Per the preliminary economic assessment, the Ferguson Lake Project has indicated and inferred resource estimates of 672 million pounds of nickel, 1 billion pounds of copper and 57 million pounds of cobalt at grades of 0.66%, 1.00% and 0.06%, respectively.

- (ii) the Stillwater Project, comprised of approximately 5,700 acres, is located in south central Montana and consists of 34 patented lode claims, 234 unpatented lode mining claims, 7 unpatented placer claims, 2 mill site claims and 1 tunnel claim. Starfield's interests in the Stillwater Project are held through Nevoro Montana Inc.
- (iii) the Superior Project, totaling approximately 3,160 acres, is located in northeastern California and consists of 36 patented lode mining claims and 122 unpatented lode mining claims. Starfield's interests in the Superior Project are held through Nevoro Copper Inc.

13. The Trustee understands Starfield no longer intends to pursue the Dome Hill project and in May 2011, the Company entered into a 3 year option agreement with a U.S. gold company to sell its interest the Dome Hill Project over a three year period for \$25,000. As at the date of this First Report, Starfield had received the first 2 payments of \$5,000 each pursuant to the option agreement with the final payment of \$15,000 due in June 2013. However, the Trustee understands that the U.S. gold company has the option to terminate this agreement at any time.

14. As referenced above, Starfield operates from a 2,150 square foot leased office facility in Toronto, Ontario. The Company also owns a semi-permanent exploration camp on the western shore of Ferguson Lake, Nunavut, capable of accommodating a team of up to 65 persons. There is also a 830 metre gravel airstrip adjacent to the exploration camp, as well as several pieces of construction and exploration equipment located on the camp site.

15. The Trustee understands that during 2012, Starfield had two full-time salaried employees. However, both individuals left the Company prior to January 1, 2013. In addition, the former CEO and CFO each left the Company on November 30, 2011 and March 23, 2012, respectively. As at the Filing Date, Starfield had four consultants under contract, including the present CEO and the CFO. All four consultants are being paid in the ordinary course.



## Flow-Through Share Structure

16. As is common among exploration and early stage resource development companies, Starfield does not yet generate revenues from operations and relies on the equity markets to finance its activities. As the public company in the corporate group, financing activities have historically been undertaken by the Company, with the proceeds from such financings used to fund the activities of the Company and its subsidiaries. Since approximately January 2012, the equity markets have effectively been closed to exploration and early stage development companies.
17. The Company's three most recent equity financings have been through the issuance of flow-through common shares. As at the date of this First Report, Starfield had approximately 718 million issued and outstanding common shares, of which approximately 229 million are flow-through common shares.
18. A flow-through share is a Canadian tax-based financing incentive that is available to, among others, the mining sector for qualified projects located in Canada. It is a type of share issued by a corporation to an investor, pursuant to a subscription agreement with the corporation, under which the issuing corporation agrees to incur eligible Canadian exploration expenses (the "CEE's") in an amount up to the consideration paid by the investor for the shares in a particular year. The corporation renounces to the taxpayer an amount in respect of the expenditures so that the CEE's are considered to be the investor's expenses for tax purposes. As a result of the corporation renouncing the expenses, the investor can deduct the expenses for tax purposes as if incurred directly.
19. Subject to certain conditions, the CEEs qualify for the "look-back" rule, which allows a corporation to renounce the CEEs incurred within an entire calendar year ("Year 1") with the renunciation being effective for tax purposes in the preceding calendar year ("Year 0"), the year the investor purchased the flow-through shares. Where a corporation has not expended the investor of the shortfall within two months after the end of Year 1. The investor is vulnerable to having the deductions taken in calculating their Year 0 taxes being partially denied, income taxes being reassessed and any amount owing becoming immediately due. In an effort to protect investors from such adverse consequences, subscription agreements typically contain an indemnity in favour of the investor from the issuing corporation. Furthermore, the corporation is also subject to penalties and interest from Canada Revenue Agency ("CRA") for the shortfall to compensate CRA for accelerating the investor's deduction by one year.

20. In 2010, Starfield raised gross proceeds of approximately \$4.9 million from investors through two private placements of flow-through common shares (the "2010 Flow-Through Investors"). All of the proceeds were raised for exploration purposes and, therefore, the CEEs were renounced to investors in 2010. In February 2012, Starfield notified the 2010 Flow-Through Investors that the Company's expenditures in 2011 resulted in a shortfall of approximately \$969,000. As a result, the Company is subject to the provisions of the associated flow-through subscription agreement which the Company estimates has resulted in a contractual indemnity obligation to the 2010 Flow-Through Investors of approximately \$450,000. Starfield was also subject to penalties and interest from CRA of approximately \$60,000, although all these amounts were paid in 2012.
21. In May 2011, Starfield raised gross proceeds of approximately \$3.8 million from investors through the private placement of flow-through common shares (the "2011 Flow-Through Investors"). All of the proceeds were raised for exploration purposes and, therefore, the CEEs were renounced to investors in 2011. In December 2012, Starfield notified the 2011 Flow-Through Investors that the Company's expenditures in 2012 resulted in a shortfall of approximately \$2.9 million. As a result, the Company is subject to the provisions of the associated flow-through subscription agreement which the Company estimates has resulted in a contractual indemnity obligation to the 2011 Flow-Through Investors of approximately \$1.4 million. In addition, the Company is subject to penalties and interest from CRA of approximately \$320,000.
22. In summary, the Trustee understands that the Company has potential liabilities relating to Starfield's failure to incur adequate CEEs in connection with the issuance of its flow-through shares of approximately \$320,000 to CRA, \$450,000 to the 2010 Flow-Through Investors, and \$1.4 million to the 2011 Flow-Through Investors, as at the date of this First Report.

### Historical Financial Results

23. The Company's most recent year-to-date ("YTD") summarized financial statements are presented as at November 30, 2012. Set out below is a summary of the Company's financial results for: (i) the fiscal period ending 2010; (ii) the fiscal period ending 2011; (iii) the fiscal period ending 2012; and (iv) YTD November 30, 2012 (unaudited).



**Starfield Resources Inc.**  
**Consolidated statement of income <sup>(1)</sup>**  
**(in \$000s CAD)**

	Nine months ended November 30, 2012	Year ended February 29, 2012	Year ended February 28, 2011	Year ended February 28, 2010
Expenses	\$ 1,957	\$ 8,475	\$ 6,492	\$ 2,669
Write-down of mineral properties	-	1,000	-	-
Amortization of equipment	30	57	79	110
Foreign exchange loss	-	-	27	-
Other expenses (income)	(5)	774	430	484
Loss before income taxes	1,957	8,475	6,492	2,669
Income tax expense	-	129	30	1,221
Net loss	\$ 1,957	\$ 8,604	\$ 6,522	\$ 3,890

(1) Fiscal 2010 is based on Canadian GAAP. Subsequent years were prepared in accordance with IFRS.

24. As none of Starfield's mineral properties are in production, the Company currently has no source of revenue. As detailed in the tables above, the Company had incurred significant recurring net losses over the past three fiscal years. Furthermore, the Company's net loss has increased each year since fiscal 2010. The Trustee understands that the majority of Starfield's expenses are related to exploration, maintenance and environmental remediation costs for the Ferguson Lake Project, claim maintenance fees related to the Projects, and limited exploration expenses related to the Stillwater Project.

25. Below is a summary of the Company's unaudited balance sheet as at November 30, 2012:

<b>Starfield Resources Inc.</b>			
<b>Consolidated balance sheet as at November 30, 2012</b>			
<b>(in \$000s CAD)</b>			
<b>ASSETS</b>		<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>	
<b>Current Assets</b>		<b>Current Liabilities</b>	
Cash	\$ 876	Accounts payable and accrued liabilities	\$ 748
Accounts receivable	26	Income tax payable	29
Prepaid expenses and deposits	420	<b>Total Current Liabilities</b>	<b>\$ 777</b>
<b>Total Current Assets</b>	<b>\$ 1,322</b>	<b>Shareholders' Equity</b>	
Mineral properties	\$ 13,893	Share capital	155,155
Equipment	186	Contributed surplus	15,196
<b>Total Assets</b>	<b>\$ 15,401</b>	Warrants	2,772
		Retained earnings (deficit)	(158,499)
		<b>Total Shareholders' Equity</b>	<b>\$ 14,624</b>
		<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 15,401</b>

26. The November-30, 2012 balance sheet reflects that the Company has an accumulated retained earnings deficit of approximately \$158 million. The notes accompanying the Company's





November 30, 2012 financial statements state that the Company's operating budget indicates that the cash on hand at November 30, 2012 will be depleted by April 2013 if the Company continues as a going concern and does not obtain additional cash through financing and/or investing activities. Furthermore, the November 30, 2012 balance sheet does not reflect the Company's obligations in connection with the May 2011 flow-through share issuance, as detailed above.

27. As a result of the sustained losses and challenging financial markets, Starfield has exhausted its liquidity and has no ability to raise additional equity, which historically has been the primary source of capital for the Company, and as such, has elected to file a NOI and restructure the Company.

#### Creditors

28. A copy of the credits list included in the NOI filing is attached as Appendix "C".

29. The Trustee understands that the Company does not have any secured creditors. The Company advises that all employee related amounts are current, all required remittances of employee withholdings and HST have been made when due, and the Company has no pension obligations whatsoever.

30. The Company estimates that it had total unsecured payables and accrued liabilities of approximately \$2.3 million as at March 6, 2013 (inclusive of the contractual indemnity claims of the 2010 Flow-Through Investors and the 2011 Flow-Through Investors). The following table summarizes the amounts owing to unsecured creditors:

Starfield Resources Inc.	
Estimated unsecured creditors as at March 6, 2013	
(\$000)	
Trade payables	\$ 144
Accrued liabilities	1,857
Taxes payable	320
	<u>\$ 2,321</u>

31. In addition, the Company is a defendant in three litigation matters, as follows:

- (i) a claim by Discovery 2010 Flow-Through Limited Partnership seeking damages in the amount of \$114,569.00 plus interest and costs relating to the contractual indemnity contemplated in its 2010 Flow-Through Investors subscription agreement;



- (ii) a claim by Nicholson & Associates Natural Resource Development Inc. for alleged non-payment of invoices in the amount of \$146,123.83 plus interest and costs; and
- (iii) a confidential private arbitration relating to a historic joint venture.

Each of these litigation matters is ongoing and is subject to defences and counterclaims asserted, or to be asserted by Starfield. The parties to these matters have been served with the materials in support of the Company's application.

## V. COMPANY'S CASH FLOWS FOR PERIOD ENDING MAY 3, 2013

32. Starfield, with the assistance of the Trustee, has prepared consolidated cash flow projections of its receipts and disbursements for the 9-week period ending May 3, 2013 (the "**Cash Flow Projection**"). The Cash Flow Projection was filed with the Office of the Superintendent of Bankruptcy Canada on March 8, 2013. A copy of the Cash Flow Projection is attached hereto as **Appendix "D"**. The Trustee has reviewed the assumptions supporting the Cash Flow Projection and believes the assumptions to be reasonable. A copy of the Trustee's statement on the Cash Flow Projection is attached hereto as **Appendix "E"**.
33. As a result of its constrained liquidity position, the Company has suspended its exploration and development activities at the Projects. The Cash Flow Forecast assumes that the Company will continue to fund normal course obligations relating to the preservation and maintenance of the Projects in Canada and the U.S., such as claim maintenance fees and other required maintenance costs, during these BIA proceedings. The Trustee understands these costs were traditionally paid by Starfield through its Canadian accounts, and payment of these expenses going forward are necessary to preserve Starfield's interests in these properties during the proposed sales process.
34. As a result, based on the assumptions made by Starfield contained in the notes to the Cash Flow Projection, the Trustee believes that Starfield will have sufficient funds to meet its current obligations through to May 3, 2013.

## VI. PROPOSED SALES PROCESS

35. The Trustee understands that in June 2011, Starfield retained the services of Gryphon Partners Canada Inc. to assist the Company with raising additional capital, finding an investor to acquire control of the Company's outstanding shares, or a sale of all or substantially all of

the Company's assets. The Trustee understands that the Company did not receive any serious expressions of interest through that process.

36. In November 2012, the Company retained PwC to assist and advise the Company on strategic alternatives to maximize value of the Company and its assets, including but not limited to a sale of all or a material portion of the assets of Starfield. PwC, with the assistance of Starfield's management, undertook a sale and investment solicitation process ("SISP") in which it prepared an information memorandum detailing the sale or investment opportunity and canvassed over 125 potential buyers or investors beginning on November 20, 2012. Each prospect received a copy of the information memorandum and was solicited to sign a Confidentiality Agreement ("CA") and conduct further due diligence. A total of four ~~non-binding letters of interest were received and two non-binding letters of interest ("LOIs")~~ were received as at February 22, 2013. Neither of these LOIs has resulted in a binding offer as at the date of this First Report.

37. The Trustee believes that a brief continuation of the sale or investment solicitation process in these BIA proceedings will bring a sense of finality to the SISP and provide the highest likelihood of a transaction or series of transactions to maximize value for the Company's stakeholders. The Trustee proposes to aggressively re-market the Company's assets to third parties for an additional period of approximately 37 days as follows: 30 days for submission of a non-binding LOI and an additional 7 days for submission of a binding offer.

38. The proposed sales process (the "Sales Process") would provide a further means for testing the market, gauging interest in the Company and/or its assets and determining whether a transaction that would result in realizations greater than liquidation value is available. The Trustee will be fully involved in all aspects of the proposed Sales Process to ensure that the marketing process is fair and reasonable, and that prospective interested parties have the ability to make an offer for the Company and/or its assets. The proposed Sales Process contemplates that the Company is not required to accept the highest, best or any offer received.

39. The principal elements of the proposed Sales Process are as follows:

- (i) As soon as practical, after the Sales Process is approved by this Court, an information memorandum will be sent to a list of potentially interested parties by the Trustee, which list has been developed by the Trustee and the Company.
- (ii) Once a confidentiality agreement has been signed by any interested parties, they will receive access to an electronic data room to conduct preliminary due



diligence. The electronic data room is being refreshed by the Company with assistance of the Trustee.

- (iii) After preliminary due diligence has been conducted, interested parties are required to submit non-binding LOIs to the Trustee by 12pm EST on April 12, 2013 (the "LOI Deadline"). A template agreement for a non-binding LOI will be available in the Company's electronic data room at least two weeks prior to the LOI Deadline.
- (iv) The acceptability of any LOI received is to be determined by the Company, in consultation with the Trustee.
- (v) If no satisfactory LOIs are received by the LOI Deadline, then the Company, in consultation with the Trustee, will consider whether to continue the Sales Process, and the Trustee will advise the Court accordingly.
- (vi) If satisfactory LOIs are received, a potential purchaser will be required to submit a binding asset purchase agreement ("APA") by 12PM EST on April 19, 2013. ~~These APAs will then be reviewed by the Trustee and the Company.~~
- (vii) Management and the Trustee will provide their recommendation to Starfield's board of directors with respect to selecting offers to consummate a transaction, and the Trustee shall promptly notify all successful bidders.
- (viii) Once the terms and conditions of all recommended offers have been finalized, such offers will be submitted to this Court for approval. Closing of each transaction is anticipated to occur shortly thereafter.

40. The Trustee notes that while the proposed time-frame is condensed, the Trustee is of the view that the deadlines proposed in the Sales Process are reasonable given the Company's previous marketing efforts and its lack of liquidity.

41. ~~The Trustee will report back to this Court if facts or circumstances require the Company or~~ the Trustee to re-evaluate the time periods or the Sales Process based on facts or circumstances at that time. The Trustee will be assisted by PricewaterhouseCoopers Corporate Finance Group in the Sales Process.

## VII. SUMMARY OF PROPOSED COURT-ORDERED CHARGES

42. The Company proposes a charge in favour of its legal counsel, counsel to the directors of Starfield, the Trustee and the Trustee's legal counsel to assist in these NOI proceedings (the



"Insolvency Professionals") in an amount not to exceed \$100,000, charging all of the assets of the Company as security for the professional fees and disbursements incurred both before and after the Filing Date (the "Administrative Charge"). The Trustee understands that the Company is current in the payment of the Insolvency Professionals' invoices and, subject to an accrual relating to the preparation of the Company's application and this First Report, there are no material amounts presently owing by the Company to the Insolvency Professionals.

43. Starfield was only able to provide the Insolvency Professionals with minimal retainer fees for their services as the Company needs its available cash to fund its limited operations during these proceedings. Depending upon the timing of cash receipts and disbursements, cash may not be available to pay ongoing professional fees on a timely basis and hence the reason the Administrative Charge is being sought.
44. The Company believes it is critical to the success of its restructuring to have such a charge in place to ensure that its Insolvency Professionals are protected with respect to their fees and disbursements.
45. The Company further proposes a charge to indemnify its directors and officers by way of a Directors' and Officers' Charge (the "D&O Charge"), for liabilities incurred by the Company that result in post-filing claims against the directors and officers in their personal capacities.
46. The Company does maintain an insurance policy for its directors and officers and that the premiums for such policy have been paid monthly and paid in respect of the current month.
47. The amount of the D&O Charge is capped at \$100,000 and was estimated by the Company's board of directors and its legal advisors by taking the provisions of the insurance policy for its directors and officers. The D&O Charge is proposed to rank immediately subsequent to the Administrative Charge as against all assets of the Company.
48. The board of directors and its legal counsel is not aware of any material directors' and officers' charges or potential liabilities; however, for the purpose of a filing, they believe the \$100,000 affords them some protection for issues that may arise. The Company's directors and officers shall only be entitled to the benefit of the D&O Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified.
49. Furthermore, the Trustee has been advised that due to the potential for personal liability, the directors and officers of the Company are unwilling to continue their services and involvement in this restructuring without the protection of a small D&O Charge. As the



Company will require the participation of its directors and officers to effect a successful restructuring, the Trustee believes that the D&O Charge is required and reasonable in the circumstances.

50. The Trustee is of the view that the proposed Administrative Charge and the proposed D&O Charge (together the "**Court-Ordered Charges**") and rankings are required and reasonable in the circumstances of the BIA proceedings, in order to preserve the Company's operations and attempt to maintain an enterprise value and, accordingly, supports the granting and the proposed priority ranking of the Court-Ordered Charges. The Trustee understands that the Company does not have any secured creditors (excluding any purchase money security interests, specific equipment lessors and statutory encumbrances) and, therefore, no secured creditor would be affected by the proposed Court-Ordered Charges. Furthermore, all known creditors of the Company, including the 2010 Flow-Through Investors and the 2011 Flow-Through Investors, have received notice of these proceedings.

## VIII. PROPOSED RETENTION PAYMENTS

51. The Company believes that incentives are required to ensure that the consultants Starfield currently has under contract, including the current CEO and the current CFO, are willing to continue their services with the Company in its current circumstances through to completion of the Sales Process.
52. The Company, in conjunction with the Trustee, has formulated and is seeking this Court's approval of the Retention Payments to the Company's four remaining consultants (the "**Key Employees**") in the aggregate amount of \$25,000 per month (the "**Aggregate Monthly Amount**") payable on the 15<sup>th</sup> of each month in respect of the current month, commencing March 15, 2013, on following terms:
- (i) the Aggregate Monthly Amount is to be distributed among the Key Employees in accordance with a memorandum of distribution to be approved by the board of directors of the Company, the Trustee and the Key Employees on or before the March 15, 2013;
  - (ii) to be entitled to receive his or her share of each Aggregate Monthly Amount a Key Employee must not have resigned or had his contract terminated for cause prior to the applicable payment date; and
  - (iii) Each Retention Payment is subject to the Company having sufficient available cash to pay the Aggregate Monthly Amount, and the Retention Payments shall

cease upon the Company making or being deemed to have made an assignment in bankruptcy.

53. The Company believes that absent the approval of the Retention Payments in favour of the Key Employees, they are likely to seek other employment opportunities. The departure of any of the Key Employees would undermine Starfield's restructuring efforts and could have an adverse impact on the success of the Company's proposed Sales Process.
54. Starfield's Board of Directors have reviewed and approved the proposed Retention Payments and the terms and conditions thereof.
55. Based on the foregoing, the Trustee is of the view that the proposed Retention Payments appears to be appropriate and reasonable in the circumstances, in order to preserve the Company's operations and maintain some enterprise value and, accordingly, supports the Company's request for approval of the Retention Payments.

#### **IX. COMPANY'S REQUEST FOR AN EXTENSION**

56. The Company is seeking an extension to April 26, 2013 of the time to file a proposal to permit it and the Trustee to undertake the Sale Process described above. This represents a 20-day extension to the initial 30-day stay provided for in the BIA.
57. The Trustee supports the Company's request for an extension for the following reasons:
- (i) the Company is acting in good faith and with due diligence in taking steps to facilitate a sale of its operations;
  - (ii) it is the Trustee's view that an extension will not prejudice or adversely affect any group of creditors;
  - (iii) The Cash Flow Projection indicates that Starfield should have sufficient liquidity to continue to fund operations through the period ending April 26, 2013; and
  - (iv) at least 30 days will be required to establish whether there is any serious interest in acquiring the Company and/or its assets.
58. While it is too early to say whether a viable proposal will be presented by the Company to its creditors, the Trustee is of the view that the early request of the extension is appropriate given the circumstances, as it minimizes costs incurred in re-attending before this Court prior to April 7, 2013 solely for the purposes of seeking a short extension of the stay until the LOIs have been received and reviewed. Given that these LOIs are not due until April 12, 2012 (and the extension will have to be sought prior to that date), the current extension request more

properly reflects the timeframe by which the Trustee will be able to provide a meaningful update to this Court on the progress of the Sales Process.

## **X. RECOMMENDATION**

59. The Trustee recommends that this Court issue an Order approving the proposed Court-Ordered Charges, the proposed Sales Process to sell the Company or its assets, the proposed Retention Payments, and the Company's request for an Extension as this would be the best course of action available for all stakeholders for the following reasons:

- (i) the Company qualifies for and requires protection under the BIA due to its liquidity issues and precarious financial position;
- (ii) the proposed Court-Ordered Charges and rankings are required and reasonable in the circumstances of the BIA proceedings, in order to preserve the Company's operations and maintain an enterprise value;
- (iii) the retention of the Key Employees is critical to maintaining operations during these proceedings and the success of the proposed Sales Process; and
- (iv) the proposed Sales Process will preserve some value for the assets of Starfield, whereas, should bankruptcy ensue, an immediate liquidation of the Company would likely result in an immediate and substantial diminution in realizable value for all creditors.





Dated the 8th day of March, 2013.

**RESPECTFULLY SUBMITTED,**



---

**Paul van Eyk, CA-CIRP, CA-IFA**  
Senior Vice-President

PricewaterhouseCoopers Inc.  
In its capacity as Proposal Trustee of  
Starfield Resources Inc.  
and not in its personal capacity



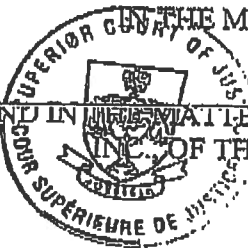
# TAB 2B

ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

THE HONOURABLE MR.  
JUSTICE NEWBOLD

FRIDAY, THE 15th  
DAY OF MARCH, 2013

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT,  
R.S.C. 1985, c. B-3, AS AMENDED  
AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES  
INC. OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO



~~THIS ORDER~~

*HN*

THIS APPLICATION, made by Starfield Resources Inc. (the "Debtor") pursuant to, *inter alia*, sections 64.1 and 64.2 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Philip S. Martin sworn March 8, 2013 and the exhibits thereto, the First Report of PricewaterhouseCoopers Inc., in its capacity as Proposal Trustee (the "Proposal Trustee") dated March 8, 2013 and the appendices thereto (the "First Report"), and on hearing the submissions of counsel for the Debtor, the Proposal Trustee and the directors of the Debtor, no one appearing for any other party although duly served as appears from the affidavit of service of Tasha Boyd sworn March 8, 2013, and on being advised that there are no secured creditors of the Debtor:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

DM\_TOR/264992.00035/6151045.3C

This is Exhibit "B" referred to in the  
affidavit of Philip S. Martin  
sworn before me, this 24th  
day of April 2013.

*[Signature]*  
A COMMISSIONER FOR TAKING AFFIDAVITS

### **APPROVAL OF SALES PROCESS**

2. **THIS COURT ORDERS** that the Sale Process, as set out and defined in the First Report, be and is hereby approved and that the Debtor and the Proposal Trustee are hereby authorized and empowered take such steps as are necessary or desirable to carry out the Sale Process, provided that any definitive agreement executed by the Debtor in respect of the sale of all or any part of the Property (as defined herein) shall require the further approval of this Court.

### **EXTENSION OF STAY PERIOD**

3. **THIS COURT ORDERS** that, pursuant to subsection 50.4(9) of the BIA, the time within which a proposal must be filed with the Official Receiver under section 62(1) of the BIA be and is hereby extended to April 26, 2013.

### **DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE**

4. **THIS COURT ORDERS** that the Debtor shall indemnify its directors and officers against obligations and liabilities that they may incur as directors or officers of the Debtor from and after the filing of the Debtor's notice of intention under section 50.4 of the BIA, except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

5. **THIS COURT ORDERS** that the directors and officers of the Debtor shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on all of the Debtor's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceed thereof (the "Property"), which charge shall not exceed an aggregate amount of \$100,000, as security for the indemnity provided in paragraph 4 of this Order. The Directors' Charge shall have the priority set out in paragraphs 11 and 13 herein.

—6. **THIS COURT ORDERS** that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Debtor's directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any

DM\_TOR/264992.00035/6151045.3C

directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 4 of this Order.

#### **ADMINISTRATION CHARGE**

7. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Debtor as part of the costs of these proceedings. The Debtor is hereby authorized and directed to pay the accounts of the Proposal Trustee, counsel for the Proposal Trustee, counsel for the Debtor and counsel for the directors of the Debtor as such accounts are rendered and, in addition, the Debtor is hereby authorized to pay to the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor, retainers in the amounts of \$50,000, \$15,000, \$25,000, and \$20,000, respectively, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time

8. **THIS COURT ORDERS** that the Proposal Trustee and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Proposal Trustee and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

9. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, counsel to the Debtor and counsel to the directors of the Debtor shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$100,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 11 and 13 hereof.

#### **EMPLOYEE RETENTION PAYMENTS**

10. **THIS COURT ORDERS** that the Retention Payments, as described and defined in the First Report, are hereby approved and that the Debtor is hereby authorized and empowered to make the Retention Payments in accordance with the terms set out in the First Report.

DM\_TOR/264992.00035/6151045,3C

**VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER**

11. **THIS COURT ORDERS** that the priorities of the Directors' Charge and the Administration Charge, as among them, shall be as follows:

First – Administration Charge; and

Second – Directors' Charge.

12. **THIS COURT ORDERS** that the filing, registration or perfection of the Directors' Charge and the Administration Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

13. **THIS COURT ORDERS** that each of the Directors' Charge and the Administration Charge (each as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.

14. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtor shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Directors' Charge or the Administration Charge, unless the Debtor also obtains the prior written consent of the Proposal Trustee, the beneficiaries of the Directors' Charge and the Administration Charge or further Order of this Court.

15. **THIS COURT ORDERS** that the Directors' Charge and the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made (expressly or impliedly) herein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) any assignment for the general benefit of creditors made or deemed to have been made pursuant to

DM\_TOR/264992,00035/6131045.3C

the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the payment of the Retention Payments shall create or be deemed to constitute a breach by the Debtor of any Agreement to which it is a party;
- (b) none of the Key Employees (as defined in the First Report) or the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the Debtor paying the Retention Payments, the creation of the Charges, or the execution, delivery or performance of any related documents; and
- (c) the payments made by the Debtor pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

16. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Debtor's interest in such real property leases.

#### **SERVICE AND NOTICE**

17. **THIS COURT ORDERS** that the Debtor and the Proposal Trustee be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

DM\_TOR/264992.00035/6151045.3C

16. **THIS COURT ORDERS** that the Debtor, the Proposal Trustee, and any party who has filed a Notice of Appearance may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, and the Proposal Trustee may post a copy of any or all such materials on its website at [www.pwc.com/car-starfield](http://www.pwc.com/car-starfield).

## GENERAL

19. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, the Proposal Trustee 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 Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

20. **THIS COURT ORDERS** that each of the Debtor and the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, including the enforcement of any Charge established hereby.

21. **THIS COURT ORDERS** that any interested party (including the Debtor and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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

MAR 15 2013

DM\_TOR/264992,00035/6151045.3C



- IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

**Proceedings commenced in Toronto**

**ORDER**

**FASKEN MARTINEAU DuMOULIN LLP  
333 Bay Street - Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, ON M5H 2T6**

**Aubrey E. Kauffman (LSUC#: 18829N)  
Lydia Chochla (LSUC#: 621371)**

**Tel: 416 366 8381  
Fax: 416 364 7813**

**Solicitors for the Applicant, Starfield Resources Inc.**

DM\_TOR/261992.00035/6151045.3C

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]**

**Proceedings commenced in Toronto**

**AFFIDAVIT OF PHILIP S. MARTIN**

**FASKEN MARTINEAU DuMOULIN LLP**  
333 Bay Street – Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, ON M5H 2T6

**Stuart Brotman (LSUC#: 43430D)  
R. Graham Phoenix (LSUC#: 52650N)**

**Tel: 416 366 8381  
Fax: 416 364 7813**

**Solicitors for the Applicant, Starfield Resources Inc.**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, c. B-3, AS AMENDED  
AND IN THE MATTER OF THE NOTICE OF INTENTION OF STARFIELD RESOURCES INC., OF THE CITY OF TORONTO IN THE  
PROVINCE OF ONTARIO

Court File No. CV13-10034-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

Proceeding commenced at TORONTO

**MOTION RECORD**

(returnable April 26, 2013)

FASKEN MARTINEAU DUMOULIN LLP

333 Bay Street – Suite 2400  
Bay Adelaide Centre, Box 20  
Toronto, Ontario M5H 2T6

Stuart Brotman [LSUC No. 43430D];

Dylan Chochla [LSUC No. 62137H]

Tel: (416) 366 8381

Fax: (416) 364 7813

Solicitors for the Debtor, Starfield Resources Inc.