District of:	Ontario
Division No.	09 - Toronto
Court No.	31-1722720
Estate No.	31-1722720

X Uriginal Amended	X Original	Amended
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-- Form 78 --

Statement of Affairs (Business Bankruptcy) made by an entity (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

in the matter of the bankrutpcy of Starfield Resources Inc. of the City of Toronto, in the Province of Ontario

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 2nd day of July 2013. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn

LIABILITIES							
(as stated	and estimated by the of	ficer)					

, , , , , , , , , , , , , , , , , , , ,	
1. Unsecured creditors as per list "A"	483,772.10
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	483,772.10
Secured creditors as per list "B"	0.00
3. Preferred creditors as per list "C"	0.00
Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	1,873,979.96
Total liabilities	2,357,752.06
Surplus	NIL

ASSETS (as stated and estimated by the officer)

(and and and and any are officer)	
1. Inventory	0.00
2. Trade fixtures, etc	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good 0.00	
Doubtful0.00	
Bad	
Estimated to produce	0.00
4. Bills of exchange, promissory note, etc., as per list "F"	0.00
5. Deposits in financial institutions	675.257.50
6. Cash	0.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per list "G"	0.00
10. Furniture	0.00
11 RRSPs, RRIFs, life insurance, etc.	0.00
12. Securities (shares, bonds, debentures, etc.)	6.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per list "H"	0.00
If bankrupt is a corporation, add:	
Amount of subscribed capital 0.0	00
Amount paid on capital 0.0	00
Balance subscribed and unpaid	0.00
Estimated to produce	0.00
Total assets	
Deficiency	1,682,488.56

I, Philip Martin, of the City of Toronto in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 2nd day of July 2013 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED) before me at the City of Toronto in the Province of Ontario, on this 4th day of July 2013.

District of: Division No. Ontario

Court No. Estate No. 09 - Toronto 31-1722720 31-1722720

FORM 78 - Continued

List "A" Unsecured Creditors

Starfield Resources Inc.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1 Canada Revenue Agency		875 Heron Road Ottawa ON K1A 1A2	320,375.73	0.00	320,375.73
2	Computershare	100 University Avenue, 11th Floor Toronto ON M5J 2Y1	2,777.37	0.00	2,777.37
3		17 Brunswick Beach Road Lions Bay BC V0N 2E0	12,500.00	0.00	12,500.00
4	KPMG LLP Attr: Ken McKay	333 Bay Street, Suite 4600 Toronto ON M5H 2S5	73,541.53	0.00	73,541.53
	Lawrence Barry	1383 Kilmer Road North Vancouver BC V7K 1R3	12,500.00	0.00	12,500.00
6	Major Drilling International Inc.	180 Cree Crescent Winnipeg MB R3J 3W1	6,053.10	0.00	6,053.10
7	Matthew Mason	25,000.00	0.00	25,000.00	
8 Pitney Bowes Leasing, Pitney Bowes Global Credit Services		Att: Asset/ Bankruptcyhighway.com P.O.Box 57100 Toronto ON M8Y 3Y2	101.36	0.00	101.36
9	Royal Bank Visa	P.O. Box 4016, Station "A" Toronto ON M5W 3E6	2,151.55	0.00	2,151.55
10	Sutton Compliance Communications	200-20 Duncan Street Toronto ON M5H 3G8	678.00	0.00	678.00
11 TSX Inc.		The Exchange Tower, 130 King Street West Toronto ON M5X 1J2	14,449.90	0.00	14,449.90
12	Whitten & Lublin Attn: Adrijana Horvat	141Adelaide Street West, Suite 600 Toronto ON M5H 3L5	13,643.56	0.00	13,643.56
		Total:	483,772.10	0.00	483,772.10

02-Jul-2013	5
Date	· · · · · ·

Philip Martin

District of: Division No.

Ontario 09 - Toronto 31-1722720 31-1722720

Court No. Estate No.

FORM 78 - Continued

List "D"
Contingent or Other Llabilities

Starfield Resources Inc.

No.	Name of creditor or claimant	Address and occupation	Amount of lability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of ilability
1	2010 Flow-Through Investors	Various Various Various ON	450,000.00	0.00	li li	Other
2	2011 Flow-Through Investors	Various Various ON	1,400,000.00	0.00		Other
3	SGS Canada Inc.	P.O. Box 4580, Dept. 5, Station A Toronto ON M5W 4W2	23,979.96	0.00	27	Other
		Total:	1,873,979.96	0.00		

02-Jul-2013						
Date						

PROOF OF CLAIM

(see reverse for instructions)



IN THE MATTER OF THE BANKRUPTCY (OR THE PROPOSAL OR RECEIVERSHIP) OF

Starfield Resources Inc.						(referred	to in this form as "the debtor")	
and the claim of		(referred to in this form as "the creditor")						
All notices or correspondence regardin							ddress:	
Telephone:					Fave			
i,					residing in the			
(name of person signing claim					_ residing in the		(city, town, etc.)	
of					_ in the Province	of	<u> </u>	
(name of city, town ,etc.)								
Do hereby certify that:							of the anditor	
If an officer of the company, state position or title.	1.		am the ci	editor or L	I am	(state posi	of the creditor	
	2.						claim referred to below.	
The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.	3.	The not ind- stat	debtor vice of intebted to the debted to the debted to the dement of	vas, at the da	te of bankruptcy (or he proposal, if no n the sum of \$affidavit) attached I	the date of the	e receivership, or in the case of a propose on was filed), namely the 2 nd day of July, , as sp ted Schedule "A", after deducting any co	2013, and still is.
Check and complete appropriate category. Other than as a customer contemplated by Section 262 of the Act	4.	Α		In respect t		creditor does n	ot hold any assets of the debtor as securit	y and
Check appropriate description. Set out			(i)	☐ Regardi	ng the amount of \$_		_, does not claim a right to a priority	
an attached sheet details to support priority claim.			(ii)	Bankn	ptcy and Insolvenc	y Act (the "Act		on 136 of the
Give full particulars of the claim, including the calcutations upon which the claim is based.		В		Claim of le	essor for disclaime ake a claim under s	r of a lease of tubsection 65.2(\$ 4) of the Act, particulars of which are as	follows:
Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.		С		In respect of	aim of \$ of this debt, I hold a	ssets of the deb	otor valued at ty, particulars of which are as follows:	
Attach a copy of sales agreement and delivery receipts.		D		Claim by I I hereby cl	farmer, fisherman aim under subsectio	, or aquacul tur on 81.2(1) of the	rist of \$e Act for the unpaid amount of \$	
Give full particulars of any wage		Е		Claim by	wage earner of \$_		· · · · · · · · · · · · · · · · · · ·	
earner's claim, including the calculations upon which the claim is			(i)	☐ I hereby	claim under subse	ction 81.3(8) of	the Act in the amount of \$	1
based.				or			f the Act in the amount of \$	
			(ii)					
To be completed when a proposal provides for the compromise of claims		F		•	- '		arding pension plan of \$	
against directors. Give full particulars			(i)	-	claim under subse	ction 81.5 of the	e Act in the amount of \$	
of the claim, including the calculations upon which the claim is based.			(ii)	or I hereby	claim under subse	ction 81.6 of th	e Act in the amount of \$	
m the track to the constant		G		Claim aga	inst director \$			
To be completed when a proposal provides for the compromise of claims against directors. Give full particulars of the claim, including the calculations upon which the claim is based.		d	J	I hereby m	ake a claim under s		3) of the Act, particulars of which are as	follows:
Give full particulars of the claim, including the calculations upon which the claim is based.		Н		I hereby m	ake a claim as a cu of which are as fol	sto <mark>me</mark> r for net e lows:	ies firm \$equity as contemplated by section 262 of	
Strike out "is" or "is not"	5.				ge, the creditor is/is ebtor in a non-arm'		he debtor within the meaning of section 4	4 of the Act, and
Provide details of payments, credits	6.	The f	allowing	are the navm	ents that the credite	or has received	from, the credits that I have allowed to, a	and the transfers
and transfers at undervalue.		the th	ree mont ealing wi	hs (or, if the th each other	creditor and the o	l ebtor are rela thin the 12 mor	hat I have been privy to ar a party to with ted within the meaning of section 4 of the hiths) immediately before the date of the i	the Act or were
								To the second
				400				
Applicable only in the case of the bankruptcy of an individual	7.	□ I r	equest th ubsection	at a copy of t 1 170(1) of th	he report filed by the Act be sent to the	ne trustee regard above address.	ding the bankrupt's application for discha	arge pursuant to
	8.	Date	ed at		, this		_ day of	, 20
Must be signed and witnessed								
Notes: All references to "the Act" ri	efer to	the B	ankrupte:	Witness y and Insolve	ncy Act.	oerson qualified	(signature of individual completing to take affidavits or solemn declarations	

added at the end if the document.

A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

ln	the matter of t	he bankruptcy or proposal of the debtor, t	GENERAL PF (with power of subst he creditor hereby appo	ritution)	tution)		
_		S		of the of			
to	be the creditor	's general proxy in the above matter (exce	epting only as to the rec	ceipt of dividends).			
Da	ated at	, this	day of		, 20		
			_		-		
			Dow	Name of creditor (print)			
_		Witness	_ Per: _	Signature			
In	structions fo	r completing proof of claim forms					
Ev ret	ery creditor wl urned.	no does not prove his claim is not entitled	to share in any distribu	tion. Claims not completed	d correctly in every respect will be		
In	completing the	attached form, your attention is directed	to the marginal notes o	n the form and to the follo	wing requirements:		
Pr	oof of Claim	:					
1.	The form mus	t be completed by an individual and not by a co, such as, "Credit Manager", "Treasurer", "Aut	orporation. If you are actinhorized Agent", etc.	ng for a corporation or other p	erson, you must state the capacity in which		
2.	The person sig	gning the form must have knowledge of the circ	cumstances connected with	n the claim.			
3.	The debtor's r	name and date of the bankruptcy must be filled claims are to be calculated and the correct name	in and a Statement of Acc e of the debtor may be fou	ount containing details of the nd on the Notice sent to the c	claim must be attached and marked "A". Threditor.		
4.	The nature of	the claim must be indicated by ticking the type	of claim which applies, e.	g			
	Ticking A Ticking A(i) Ticking A(ii)	indicates the claim is unsecured and indicates that the creditor is not claiming any indicates the creditor is claiming preferred st schedule.	y priority or latus under section 136 of	the Act. Details to support the	e priority claim must be set out on an attache		
	Ticking B	indicates a claim of landlord for disclaimer of attached schedule.	of a lease under subsection	65.2(4) of the Act. Details to	support this claim must be set out on an		
	Ticking C	indicates the claim is secured and the value a should be attached as a separate schedule and	nt which the creditor assest d submitted with a copy of	ses the security must be insert the chattel mortgage, conditi	ed. Details of each item of security held onal sales contract, security agreement, etc.		
	Ticking D	indicates that the creditor is a farmer, fishern bankruptcy and has not yet been paid for tho		upplied goods within 15 days	prior to the date of receivership or		
	Ticking E	indicating that the creditor is a former emplo	yee of the debtor.				
Ticking E(i) The claim of a clerk, servant, travelling salesperson, labourer or worker who is owed wages, salaries, commissions or combankrupt for services rendered during the period beginning on the day that is six months before the date of the initial bank on the date of the bankruptcy is secured, as of the date of the bankruptcy, to the extent of \$2,000 — less any amount paid trustee or by a receiver — by security on the bankrupt's current assets on the date of the bankruptcy.							
	Ticking E(ii)	The claim of a clerk, servant, travelling sales who is subject to a receivership for services r person is secured, as of that day, to the extent person's current assets that are in the possess	endered during the six mo t of \$2,000 — less any am	nths before the first day on w ount paid for those services b	hich there was a receiver in relation to the		
	Ticking F	indicates the claim is against a director under compromise of claims against directors. Deta	subsection 50(13) of the ils to support this claim m	Act. It is applicable only in the ust be set out on an attached s	e case of a proposal which provides for the schedule.		

Ticking G

(applies only to bankruptcies of security firms) indicating that the creditor is a customer of the bankrupt securities firm.

- 5. The person signing the form must indicate (by striking out "is" or "is not") whether the creditor and the debtor are related. Section 4 of the Act defines persons related to a debtor. If the creditor is related by blood or marriage to the debtor, the creditor should consider itself to be a related person. If the debtor is a corporation, a creditor would be related if it was a shareholder or if the creditor was controlled by the same shareholders as the debtor.
- 6. The person signing the form must provide full details of all payments and credits received from or allowed to the debtor during the period indicated. Leaving a blank will indicate that there were no such payments and credits.
- 7. In the case of the bankruptcy of an individual, tick one or more of the three boxes in No. 7 as appropriate.
- 8. The person signing the form must insert the place and date and the signature must be witnessed.

General Proxy:

If it is desired to appoint a proxy, the proxy form must be completed and signed by the creditor; if the creditor is a corporation, the proxy form must be signed in the corporate name (not necessarily by the individual signing the proof of claim form) and the proxy must be witnessed.

If there are any questions in completing the proof of claim, please write or telephone the office of the trustee

PricewaterhouseCoopers Inc. Trustee for Starfield Resources Inc. PwC Tower 18 York Street, Suite 2600 Toronto, ON M5J 0B2 Attention: Sara de Verneuil Telephone: 416 941 8383, Ext 14374

Fax: 416 814 3219