



S-208900

No. _____

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF PART 9, DIVISION 5, SECTION 291 OF THE
BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT BETWEEN
RED LAKE GOLD INC. AND
ALMA GOLD INC.

RED LAKE GOLD INC.

Petitioner

ORDER MADE AFTER APPLICATION
(INTERIM ORDER)

BEFORE MASTER Seath) FRIDAY, the 11TH day
) of SEPTEMBER, 2020
)
)

ON THE APPLICATION WITHOUT NOTICE of the Petitioner for an interim order for direction of the Court in connection with a proposed arrangement pursuant to Section 288 and 291 of the *Business Corporation Act* (British Columbia), S.B.C., 2002 c. 57 as amended (the "BCBCA"), coming on for hearing at Vancouver, British Columbia on the 11th day of September, 2020.

AND ON HEARING Jennifer Tran, counsel for the Petitioner.

AND UPON READING the Petition herein dated September 9, 2020 and the Affidavit #1 of Ryan Cheung sworn and filed on the 8th day of September, 2020. This court orders that:

THE MEETING

1. The Petitioner, Red Lake Gold Inc. ("**Red Lake**"), be permitted to convene, hold and conduct an annual general and special meeting (the "**Meeting**") of the registered holders (the "**Shareholders**") of Common shares of the Petitioner (the "**Red Lake Shares**") to be held at 10:00 A.M. on 16th day of October, 2020 at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 or such other location in Vancouver, British Columbia to be determined by Red Lake.

2. At the Meeting, Shareholders will, inter alia, consider, and if deemed advisable, approve, with or without variation, a special resolution (the “**Arrangement Resolution**”) adopting, with or without amendment, the proposed plan of arrangement (the “**Arrangement**”) involving Red Lake, the Shareholders, and Alma Gold Inc. (“**Alma Gold**”) as set forth more particularly in the plan of arrangement (the “**Plan of Arrangement**”) attached as Schedule “A” to the arrangement agreement between Red Lake and Alma Gold dated for reference September 1, 2020, which is attached as Exhibit “A” to the Affidavit #1 of Ryan Cheung, sworn September 8, 2020 (the “**Affidavit**”) and filed herein.
3. The Meeting will be called, held and conducted in accordance with the notice of Annual General and Special Meeting, an information circular (the “**Information Circular**”) and form of proxy (together, the “**Meeting Materials**”) to be delivered to the Shareholders in substantially the form attached to Exhibit “B” to the Affidavit, and in accordance with applicable provisions of the BCBCA, the Articles of Red Lake, the *Securities Act* (British Columbia), R.S.B.C. 1996, c. 418, as amended (the “**Securities Act**”), and related rules and policies, the terms of this Order (the “**Interim Order**”) and any further Order this Court, the rulings and directions of the Chairman of the Meeting, and, to the extent of any inconsistency or discrepancy between the Interim Order and terms of any of the foregoing, the Interim Order will govern.

RECORD DATE FOR NOTICE

4. The record date for determination of the Shareholders entitled to receive the Meeting Materials will be the close of business (Vancouver time) on 4th day of September, 2020 (the “**Record Date**”) or such other date as the directors of Red Lake may determine in accordance with the Articles of Red Lake, the BCBCA and the *Securities Act*, and as disclosed in the Meeting Materials.

NOTICE OF MEETING

5. Red Lake will mail or deliver to the Shareholders in paper or electronic format or any combination of those, the Meeting Materials with such amendments as counsel for Red Lake may advise are necessary or desirable, provided they are not inconsistent with the terms of the Interim Order in this proceeding. Red Lake will mail or deliver the Meeting Materials to the Shareholders at least 21 days before the date of the Meeting, excluding the dates of mailing or delivery and the Meeting, in accordance with the BCBCA and National Instrument 54-101 of the Canadian Securities Administrators – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. That mailing or delivery will be valid and timely notice of the Meeting by Red Lake to Shareholders.
6. The accidental failure or omission by Red Lake to give notice of the Meeting or the Petition to any person in accordance with this Interim Order, as a result of mistake or of events beyond the reasonable control of Red Lake (including, without limitation, any inability to utilize postal services) shall not constitute a breach of this Interim Order or a defect in the calling of the Meeting and shall not invalidate any resolution passed or proceeding taken at the Meeting, but if any such accidental failure or omission is brought to the attention of Red Lake, then it shall use reasonable best efforts to rectify it by the method and in the time most reasonably practicable in

the circumstances. Such rectified notice shall be deemed to be good and sufficient notice of the Meeting and/or the Petition, as the case may be.

7. The Arrangement Resolution approving the Arrangement as set forth in the Plan of Arrangement will be effective if passed by not less than $66\frac{2}{3}\%$ of the votes cast by the Shareholders of record as of the close of business on the Record Date, either present in person or by proxy at the Meeting.
8. Red Lake is hereby authorized to make such amendments, revisions or supplements to the Meeting Materials (“**Additional Information**”) in accordance with the terms of the Arrangement, as Red Lake may determine to be necessary or desirable and notice of such Additional Information may be communicated to Shareholders by news release, newspaper advertisement or one of the methods by which the Meeting Materials will be distributed.

DEEMED RECEIPT OF MEETING MATERIALS

9. The mailing or delivery of the Meeting Materials will be valid and timely service of the Petition and the Affidavit on, and notice of hearing of the Petition to, all Shareholders entitled to be served or receive notice. No other form of service or notice need be made or given. No other material need be served on Shareholders in respect of this proceeding.

PERMITTED ATTENDEES

10. The persons entitled to attend the Meeting will be Shareholders of record as of the close of business (Vancouver time) on the Record Date, their respective proxies, the officers, directors and advisors of Red Lake and such other person who receive the consent of the Chairman of the Meeting to attend.

VOTING AT THE MEETING

11. The only persons permitted to vote at the Meeting will be registered Shareholders as of the close of business (Vancouver time) on the Record Date or their valid proxy holders as described in the Information Circular and as determined by the Chairman of the Meeting upon consultation with the Scrutineer (as hereinafter defined) and legal counsel to Red Lake.
12. A quorum for the Meeting will be the quorum required by the Articles of Red Lake.
13. In all other respects, the terms, restrictions and conditions of the constating documents of Red Lake will apply in respect of the Meeting.
14. For the purpose of the Meeting, any spoiled votes, illegible votes, defective votes and abstentions shall be deemed to be votes not cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the Arrangement Resolution.

ADJOURNMENT OF MEETING

15. Notwithstanding the provisions of the BCBCA, or the Articles of Red Lake, Red Lake may adjourn or postpone the Meeting from time to time without the need for the approval of this

Court, and without the necessity of first convening the Meeting or first obtaining any vote of the Shareholders respecting the adjournment or postponement, and notice of any such adjournment or postponement of the Meeting shall be given by press release, by newspaper advertisement, by email or by mail as determined by Red Lake to be the most appropriate method of communication.

16. The Record Date for Shareholders entitled to notice of and to vote at the Meeting will not change in respect of adjournments or postponements of the Meeting.
17. At any subsequent reconvening of the Meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent reconvening of the Meeting.
18. In all other respects, the terms, restrictions and conditions of Red Lake constating documents, including quorum requirements, apply in respect of the Meeting.

AMENDMENTS

19. Red Lake may make, subject to the terms of the Arrangement Agreement, such amendments, modification or supplements to the Plan of Arrangement at any time and from time to time prior to the Meeting, without any additional notice to the Shareholders, and the Arrangement and Plan of Arrangement, as so amended, modified or supplemented shall be the Arrangement and Plan of Arrangement to be submitted to Shareholders at the Meeting and shall be the subject of the Arrangement Resolution. Amendment, modification or supplements may be made following the Meeting, but shall be subject to review and approval by this Court at the final hearing for approval of the Arrangement and, if the Court directs, approved by and communicated to the Shareholders, unless the amendments, modification or supplements concern a matter which, in the reasonable option of Red Lake and Alma Gold, is of an administrative nature required to better give effect to the implementation of the Arrangement and is not materially adverse to the financial or economic interest of any Shareholder.

SCRUTINEER

20. A representative of Red Lake's registrar and transfer agent (or any agent thereof) (the "Scrutineer") will be authorized to act as scrutineer for the Meeting.

PROXY SOLICITATION

21. Red Lake is authorized to permit the Shareholders to vote by proxy using the form of proxy, in substantially the same form as attached as Exhibit "B" to the Affidavit. Red Lake is authorized, at its expense, to solicit proxies, directly and through its officers, directors and employees, and through such agents or representatives as it may retain for the purpose, and by mail or such other forms of personal or electronic communications at it may determine.
22. Red Lake may in its discretion waive the time limits for deposits of proxies by Shareholders if Red Lake deems it reasonable to do so.

DISSENT RIGHTS

23. Registered Shareholders will have the right to dissent from the Arrangement Resolution and to be paid the fair value of their Red Lake Shares, as in ss. 237 to 247 of the BCBCA, as modified by Article 4 of the Plan of Arrangement, the Interim Order and the Final Order (as defined below), applied to the proposed Arrangement. A dissenting Shareholder who does not strictly comply with the dissent procedures in s. 237 to 247 of the BCBCA, as modified by Article 5 of the Plan of Arrangement, the Interim Order and the Final Order, will be deemed to have participated in the Arrangement on the same basis as a non-dissenting Shareholder.
24. Red Lake will include in the Meeting Materials a copy of this Interim Order and the Notice of Hearing of Petition and will make available to any Shareholder requesting same, a copy of the Petition herein and the accompanying Affidavit (collectively, the “**Court Materials**”). The service of the Petition and Affidavit in support of the within proceedings to any Shareholder requesting same is hereby dispensed with.
25. Delivery of the Court Materials given in accordance with this Interim Order will constitute good, sufficient and timely service of such Court Materials upon all person who are entitled to receive the Court Materials pursuant to this Interim Order and no other form of service need be made and no other material need to be served on such persons in respect of these proceedings.

FINAL APPROVAL HEARING

26. Upon the approval by the Shareholders of the Plan of Arrangement in the manner set forth in this Interim Order, Red Lake may apply for an order of this Honourable court approving the Plan of Arrangement (the “**Final Order**”) and that the Petition be set down for hearing before the presiding Judge in Chambers at the Courthouse at 800 Smithe Street, Vancouver, British Columbia at 9:45 A.M. on 29th day of October, 2020 or such later date as counsel for Red Lake may be heard.
27. Any Shareholder may appear on the application for approval of the proposed Arrangement by this Court, provided they file with this Court and deliver to the solicitors for Red Lake by 10:00 A.M. (Vancouver time) on October 27, 2020 a Response to Petition setting out their address for service, and all evidence they intend to present to this Court.
28. If the application for approval of the proposed Arrangement is adjourned, only those persons who have filed and delivered a Response to Petition, in accordance with paragraph 27 above, need to be notified of the adjourned date.
29. The Court shall consider at the hearing for the Final Order, the fairness of the terms and conditions of the Arrangement, as provided for in the Arrangement, and the rights and interest of every person affected thereby.
30. Rule 8-1, 8-2 and 16-1 of the Supreme Court Civil Rules will not apply to any further applications in respect of this proceeding, including the application for approval of the proposed Arrangement application and any application to vary the Interim Order.

VARIANCE

31. Red Lake is at liberty to vary the Interim Order.

AID AND RECOGNITION

32. This Court shall seek and request the aid and recognition of any court or judicial, regulatory or administrative body in any Province of Canada, and judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada, or legislature of any Province, and any court or judicial, regulatory, or administrative body of the United States or any other country, to act in aid of, and to assist this Honourable Court in carrying out, the terms of this Interim Order.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING CONSENT:

“Jennifer Tran”

Signature of Jennifer Tran

Party Lawyer for Petitioner

BY THE COURT

Registrar

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Attention: Jennifer Tran