

22, mesurant le long de cette limite cinq cent cinquante mètres et trente-quatre centièmes (550,34).

Le point à rattacher de ladite parcelle est situé à une distance de 437,60 mètres au Nord de l'intersection de la ligne de division des lots 271 et 274 avec la limite Sud-Ouest du lot 274, cette distance étant mesurée le long de ladite ligne de division.

SUPERFICIE trente-trois mille quatre cent cinquante mètres carrés et un dixième (33 450,1 m.c.).

PARCELLE NO 25 (F. 5/5)

Une partie du lot **DEUX CENT SOIXANTE ET ONZE (Ptie 271)** au cadastre officiel de la Paroisse de Saint-Clément, bureau de la publicité des droits de la circonscription foncière de Beauharnois, de figure irrégulière, bornée et décrite comme suit : vers l'Est, par une partie du lot 271, mesurant le long de cette limite trente-six mètres et trente et un centièmes (36,31) ; vers le Nord-Est, par une partie du lot 271, mesurant le long de cette limite cinquante-neuf mètres et quatorze centièmes (59,14), l'extrémité Sud de cette dernière ligne étant le point à rattacher ; vers le Sud, par une partie du lot 271, étant la parcelle no 24, mesurant le long de cette limite onze mètres et soixante-trois centièmes (11,63) ; vers l'Ouest, par une partie du lot 271, étant l'emprise de la route 236 projetée, mesurant le long de cette limite quatre-vingt-douze mètres et vingt-sept centièmes (92,27).

Le point à rattacher de ladite parcelle est situé à une distance de 191,63 mètres mesurée suivant un gisement de 330°14'35" de l'intersection de la ligne de division des lots 270 et 271 avec la limite Nord du lot 548.

SUPERFICIE : neuf cent soixante-dix-neuf mètres carrés et cinq dixièmes (979,5 m.c.).

PARCELLE NO 26 (F. 5/5)

Une partie du lot **DEUX CENT SOIXANTE ET ONZE (Ptie 271)** au cadastre officiel de la Paroisse de Saint-Clément, bureau de la publicité des droits de la circonscription foncière de Beauharnois, de figure irrégulière, bornée et décrite comme suit : vers l'Est, par une partie du lot 271, étant l'emprise de la route 236 projetée, mesurant le long de cette limite deux cent seize mètres et soixante-trois centièmes (216,63) , l'extrémité Sud de cette ligne étant le point à rattacher ; vers le Sud-Ouest, par une partie du lot 271, étant la parcelle no 29, mesurant le long de cette limite vingt mètres (20,00) ; vers l'Ouest, par une partie du lot 271, étant la parcelle no 29, mesurant successivement le long de ces limites quarante-trois mètres et huit centièmes (43,08), trente-trois mètres et treize centièmes (33,13), vingt-cinq mètres et cinquante-trois centièmes (25,53) et quatre-vingt-quinze mètres et soixante-quatre centièmes (95,64) le long d'un arc de cercle de 1 523,00 mètres de rayon.

Le point à rattacher de ladite parcelle est situé à une distance de 169,45 mètres mesurée suivant un gisement de 11°19'46" de l'intersection de la ligne de division des lots 271 et 274 avec la limite Sud-Ouest du lot 274.

SUPERFICIE : cinq cent soixante-huit mètres carrés et trois dixièmes (568,3 m.c.).

PARCELLE NO 29 (F. 5/5)

Une partie du lot **DEUX CENT SOIXANTE ET ONZE (Ptie 271)** au cadastre officiel de la Paroisse de Saint-Clément, bureau de la publicité des droits de la circonscription foncière de Beauharnois, de figure irrégulière, bornée et décrite comme suit : vers l'Est, par une partie du lot 271, étant la parcelle no 31 et une autre partie du lot 271, étant la parcelle no 26, mesurant successivement le long de ces limites quarante-trois mètres et trente et un centièmes (43,31), quatre-vingt-quinze mètres et soixante-quatre centièmes (95,64) le long d'un arc de cercle de 1 523,00 mètres de rayon, vingt-cinq mètres et cinquante-trois centièmes (25,53), trente-trois mètres et treize centièmes (33,13) et quarante-trois mètres et huit centièmes (43,08) ; vers le Nord-Est, par une partie du lot 271, étant la parcelle no 26, mesurant le long de cette limite vingt mètres (20,00) ; vers l'Est, par une partie du lot 271, étant l'emprise de la route 236 projetée, mesurant le long de cette limite soixante et un mètres et dix-neuf

centièmes (61,19) ; vers le Sud-Est, par une partie du lot 271, étant l'emprise de la route 236 projetée, mesurant le long de cette limite vingt et un mètres et vingt et un centièmes (21,21) ; vers le Sud, par une partie du lot 271, étant l'emprise de la route 236 projetée, mesurant le long de cette limite soixante-trois mètres et cinquante-sept centièmes (63,57), l'extrémité Ouest de cette dernière ligne étant le point à rattacher ; vers l'Ouest, par une partie du lot 274, mesurant le long de cette limite trois cent quarante-cinq mètres et trente-huit centièmes (345,38).

Le point à rattacher de ladite parcelle est situé à une distance de 66,54 mètres au Nord de l'intersection de la ligne de division des lots 271 et 274 avec la limite Sud-Ouest du lot 274, cette distance étant mesurée le long de ladite ligne de division.

SUPERFICIE : douze mille quatre cent vingt-sept mètres carrés et un dixième (12 427,1 m.c.).

PARCELLE NO 23 (F. 5/5)

Une partie du lot **DEUX CENT SOIXANTE ET ONZE (Ptie 271)** au cadastre officiel de la Paroisse de Saint-Clément, bureau de la publicité des droits de la circonscription foncière de Beauharnois, de figure irrégulière, bornée et décrite comme suit : vers l'Est, par une partie du lot 271, étant la parcelle 32, mesurant le long de cette limite dix mètres et vingt-neuf centièmes (10,29) le long d'un arc de cercle de 1 523,00 mètres de rayon ; vers le Sud, par une partie du lot 271 étant la parcelle no 31, mesurant le long de cette limite un mètre et trente-deux centièmes (1,32), l'extrémité Ouest de cette dernière ligne étant le point à rattacher ; vers l'Ouest, par une partie du lot 274, mesurant le long de cette limite dix mètres et cinquante et un centièmes (10,51).

Le point à rattacher de ladite parcelle est situé à une distance de 427,09 mètres au Nord de l'intersection de la ligne de division des lots 271 et 274 avec la limite Sud-Ouest du lot 274, cette distance étant mesurée le long de ladite ligne de division.

SUPERFICIE : six mètres carrés et sept dixièmes (6,7 m.c.).

Le tout tel que plus amplement démontré au plan préparé par Michel CAZA, arpenteur-géomètre, en date du 22 mai 2008 et conservé aux archives du ministère des Transports sous le numéro AA-8707-154-93-1408-2 ainsi qu'au plan préparé par Julie BEAUREGARD, arpenteur-géomètre, en date du 4 mars 2009 et conservé aux archives du ministère des Transports sous le numéro AA-8707-154-93-1408-2, feuillets numéros 3A/5, 4A/5 et 5A/5, tel que mentionné dans l'acte de vente publié à l'endroit susdit sous le numéro 17 767 356.

POSSESSION

[property description
subject to verification]

The purchaser shall become owner of the immovable from this day with immediate possession and occupancy.

TRANSFER OF THE RISK

Notwithstanding paragraph 2 of article 1456 of the *Civil Code of Québec*, the purchaser shall assume the risks attached to the Immovable Property in accordance with article 950 of the *Civil Code of Québec* from the date hereof.

OBLIGATIONS

The purchaser undertakes to:

1. Take the Immovable Property in the state and condition in which it is now found, declaring to have seen and examined same to his satisfaction and to have

himself verified with the competent authorities that the destination which he wishes to give to the Immovable Property conforms to the laws and regulations in force.

2. Pay all real estate taxes due and to become due, including the proportion of those for the current year from now and also to pay, from the same date, all instalments in capital and interest to become due on all special taxes imposed before the date hereof of which the payment is spread over several years.

3. Pay the fees and expenses of this deed, its publication, and copies for all parties.

ADJUSTMENTS

The parties hereby declared to have made no adjustment between themselves.

CONSIDERATION

This sale is made for the consideration of **SIX HUNDRED AND SIXTY THOUSAND DOLLARS (\$660 000.00), whereof full and final acquittance.**

**DECLARATIONS OF THE PARTIES
CONCERNING THE GOODS AND SERVICES
TAX (GST) AND QUEBEC SALE TAX (QST)**

The purchaser undertakes to pay all applicable sales taxes in connection with the present sale.

**PARTICULARS REQUIRED BY THE ACT
TO AUTHORIZE MUNICIPALITIES TO
COLLECT DUTIES ON TRANSFERS OF IMMOVEABLES**

The Transferor and transferee hereto do hereby declare that:-

- 1) The names, and principal residences of the transferor and transferee are mentioned in the appearances hereto;
- 2) The immovable herein transfer is situated in the City of Beauharnois;
- 3) The total value of the consideration for the transfer of the immovable is the amount of SIX HUNDRED AND SIXTY THOUSAND DOLLARS (\$660 000.00);
- 4) The municipal evaluation of the immovable at the time of the transfer of the immovable is an amount of
- 5) The value of the base of imposition is the amount of (#####\$) and the mutation taxes are the sum of (#####);
- 6) There has been no transfer of corporeal immoveables or of moveables within the meaning contemplated in article 1.0.1 of the said *Act to authorize municipalities to collect duties on transfers of immoveables.*

WHEREOF ACTE EXECUTED at the City of Montréal, on the date aforementioned and remains of record in the Office of the undersigned Notary under the number

().

AND AFTER DUE READING HEREOF, signed by the parties hereto and in the presence of the undersigned Notary.

TIMMINCO LIMITÉE (OR REPRESENTATIVE)

by:

QUONTA HOLDINGS LIMITED

by Steven QUON

Philippe Fortin, Notary

Schedule "E"

Form of Monitor's Certificate

Court File No. CV-12-9539-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

Applicants

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (the "**Court**") dated January 3, 2012, FTI Consulting Canada Inc. was appointed as the monitor (the "**Monitor**") of Timminco Limited ("**Timminco**") and Bécancour Silicon Inc. (together with Timminco, the "**Timminco Entities**"); and

B. Pursuant to an Order of the Court dated January 30, 2013, the Court approved the settlement agreement (the "**Settlement Agreement**") made and entered into as of January 25, 2013, between Timminco and Quonta Holdings Ltd. ("**Quonta**") and provided for the vesting in Quonta of Timminco's right, title and interest in and to the real property located at 54 Chemin des Hauts-Fourneaux in Beauharnois, Québec (the "**Beauharnois Property**"), which vesting is to be effective with respect to the Beauharnois Property upon the delivery by the Monitor to Quonta of a certificate certifying that the Monitor has (a) received \$500,000 from Quonta in trust and (b) received written confirmation in form and substance satisfactory to the Monitor from

the Parties that the conditions precedent contained in the Settlement Agreement have been satisfied or waived by the applicable Parties (the "Closing Certificates").

THE MONITOR CERTIFIES the following:

1. The Monitor has received from Quonta the sum of \$500,000 to be held in escrow;
2. The Monitor has received the Closing Certificates;
3. The Monitor has received confirmation of registration from the Land Registrar of the Land Registry Office for the Registration Division of Beauharnois; and
4. This Certificate was delivered by the Monitor to the Timminco Entities at _____ [TIME] on _____ [DATE].

**FTI Consulting Canada Inc., in its capacity
as the Court-appointed Monitor of the
Timminco Entities and not in its personal
capacity**

Per: _____

Name:

Title:

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

| | | |
|--------------------|---|---------------------------------|
| THE HONOURABLE MR. |) | WEDNESDAY, THE 30 TH |
| |) | |
| JUSTICE MORAWETZ |) | DAY OF JANUARY, 2013 |

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

Applicants

**ORDER
(Re Approval of the Settlement Agreement and
Vesting of the Beauharnois Property)**

THIS MOTION, made by Timminco Limited ("**Timminco**") and Bécancour Silicon Inc. (and together with Timminco, the "**Timminco Entities**"), for an order approving the Settlement Agreement (defined below) and vesting the Beauharnois Property (defined below) in Quonta Holdings Ltd. ("**Quonta**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Sean Dunphy sworn November 19, 2012 and the supplemental affidavit of Sean Dunphy sworn January 25, 2013 (the "**January 25 Affidavit**"), and on hearing the submissions of counsel for the Timminco Entities, Quonta and FTI Consulting Canada Inc. in its capacity as the court appointed monitor of the Timminco Entities (the "**Monitor**"), no one appearing for any other person on the service list, although duly served as appears from the affidavits of service of Kathryn Esaw sworn November 26, 2012, and January 25, 2013, filed:

SERVICE

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

APPROVAL OF THE SETTLEMENT AGREEMENT

2. **THIS COURT ORDERS** that the agreement between Quonta and Timminco dated January 25, 2013 (the "**Settlement Agreement**") and attached as Exhibit "B" to the January 25 Affidavit is hereby approved and that Timminco is authorized to perform its obligations under the Settlement Agreement and to take such additional steps as are necessary and to execute, deliver and perform its obligations thereunder. Sean Dunphy of Russell Hill Advisory Services Inc. is authorized to execute the Deed of Sale provided for in the Settlement Agreement for and on behalf of Timminco Limited

VESTING OF THE BEAUHARNOIS PROPERTY

3. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Monitor's certificate to Quonta substantially in the form attached as Schedule "A" hereto (the "**Monitor's Certificate**"), all of Timminco's right, title and interest in and to the real property located at 54 Chemin des Hauts-Fourneaux in Beauharnois, Québec (the "**Beauharnois Property**") shall vest, without further instrument of transfer or assignment, absolutely in Quonta free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the

generality of the foregoing: (a) any encumbrances or charges created by the Court, including by the Initial Order of the Honourable Mr. Justice Morawetz dated January 3, 2012, the Order (Re Special Payments, KERPs and Super-Priority of Administration Charge and D&O Charge) of the Honourable Mr. Justice Morawetz dated January 16, 2012, and the DIP Order of the Honourable Mr. Justice Morawetz dated February 8, 2012; and (b) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Civil Code of Québec*, or any other personal property registry system (all of which are collectively referred to as the "Encumbrances").

4. **THIS COURT ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Beauharnois, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, but without the necessity to file a certificate of non-appeal, to publish this Order and (a) to proceed with an entry on the index of immovables to register this Order transferring to Quonta, as purchaser, all of the rights, title and interest of Timminco, in and to:

an immovable situated in the City of Beauharnois, Province of Québec, known and designated as parts of lots 267, 270 and 271 of the official cadastre for the Parish of Saint-Clément, Registration Division of Beauharnois, with all buildings thereon erected bearing civic address 54 Chemin des Hauts-Fourneaux, city of Beauharnois, province of Québec, J6N 1W5

and (b) to proceed with the radiation and cancellation of any and all Encumbrances.

5. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

6. **THIS COURT ORDERS** that, notwithstanding:

(a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Timminco and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Timminco;

the vesting of the Beauharnois Property in Quonta pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Timminco and shall not be void or voidable by creditors of Timminco, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

GENERAL

7. **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 Monitor, Russell Hill Advisory Services Inc., in its capacity as Chief Restructuring Officer of the Timminco Entities (the "CRO"), 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 Monitor and to the CRO, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



Schedule "A"
Form of Monitor's Certificate

Court File No. CV-12-9539-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
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B. Pursuant to an Order of the Court dated January 30, 2013, the Court approved the settlement agreement (the "**Settlement Agreement**") made and entered into as of January 25, 2013, between Timminco and Quonta Holdings Ltd. ("**Quonta**") and provided for the vesting in Quonta of Timminco's right, title and interest in and to the real property located at 54 Chemin des Hauts-Fourneaux in Beauharnois, Québec (the "**Beauharnois Property**"), which vesting is to be effective with respect to the Beauharnois Property upon the delivery by the Monitor to Quonta of a certificate certifying that the Monitor has (a) received \$500,000 from Quonta in trust and (b) received written confirmation in form and substance satisfactory to the Monitor from

the Parties that the conditions precedent contained in the Settlement Agreement have been satisfied or waived by the applicable Parties (the “Closing Certificates”).

THE MONITOR CERTIFIES the following:

1. The Monitor has received from Quonta the sum of \$500,000 to be held in escrow;
2. The Monitor has received the Closing Certificates;
3. The Monitor has received confirmation of registration from the Land Registrar of the Land Registry Office for the Registration Division of Beauharnois; and
4. This Certificate was delivered by the Monitor to the Timminco Entities at _____ [TIME] on _____ [DATE].

**FTI Consulting Canada Inc., in its capacity
as the Court-appointed Monitor of the
Timminco Entities and not in its personal
capacity**

Per: _____

Name:

Title:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV-12-9539-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

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

Proceeding commenced at Toronto

**ORDER
(Re Approval of the Settlement Agreement and
Vesting of the Beauharnois Property)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

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Lawyers for the Applicants

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV-12-9539-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

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

Proceeding commenced at Toronto

**SUPPLEMENTAL MOTION RECORD
(RETURNABLE JANUARY 30, 2013)
(RE APPROVAL OF THE SETTLEMENT
AGREEMENT AND VESTING OF THE
BEAUHARNOIS PROPERTY)**

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Lawyers for the Applicants