

NO. S-155201
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF MIDWAY GOLD CORP., GEH (B.C.) HOLDING INC.,
MDW MINE ULC, MDW PAN LLP, MDW GOLD ROCK LLP, MIDWAY GOLD US INC.,
MDW PAN HOLDING CORP., MDW-GR HOLDING CORP., MIDWAY SERVICES COMPANY,
RR EXPLORATION LLC, NEVADA TALON LLC, MIDWAY GOLD REALTY LLC,
GEH (US) HOLDING INC. and GOLDEN EAGLE HOLDING INC.

AND

MIDWAY GOLD US INC.

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE) WEDNESDAY, THE 29TH DAY OF
JUSTICE SKOLROOD) JULY, 2015

THE APPLICATION of Midway Gold US Inc., in its capacity as the foreign representative (the "**Foreign Representative**") of Midway Gold Corp., GEH (B.C.) Holding Inc., MDW Mine ULC, MDW Pan LLP, MDW Gold Rock LLP, Midway Gold US Inc., MDW Pan Holding Corp., MDW-GR Holding Corp., Midway Services Company, RR Exploration LLC, Nevada Talon LLC, Midway Gold Realty LLC, GEH (US) Holding Inc. and Golden Eagle Holding Inc. (collectively the "**Debtors**"), pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), coming on for hearing at Vancouver, British Columbia, on the 29th day of July, 2015, and on hearing H. Lance Williams, counsel for the Foreign Representative, Lisa Hiebert, counsel for Ernst & Young Inc. in its capacity as information officer (the "**Information Officer**"), and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the First Report of the Information Officer;

THIS COURT ORDERS AND DECLARES that:

SERVICE AND INTERPRETATION

1. The time for service of the Notice of Application and all other materials is hereby abridged so that this application is properly returnable today.

RECOGNITION OF FOREIGN ORDER

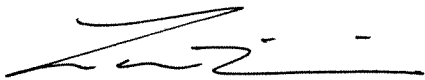
2. The order granting the Debtors' motion to publish notice of bar date of the United States Bankruptcy Court for the District of Colorado made in the Foreign Proceeding attached hereto as **Schedule "B"** (the "**Foreign Order**") is hereby recognized and given full force and effect in all provinces and territories of Canada.

GENERAL

3. Endorsement of this Order by counsel appearing at this application other than counsel for the Foreign Representative is hereby dispensed with.

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 of America, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, 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 Debtors, the Foreign Representative, and the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant the Information Officer status in any foreign proceeding, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this 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 BY CONSENT:



DLA Piper (Canada) LLP
(Mary I.A. Buttery and H. Lance Williams)
Signature of Lawyer for the Foreign Representative

BY THE COURT


REGISTRAR PS TO FORM A


SCHEDULE "A"

Counsel List	
Name	Party Represented
NIL	

SCHEDULE "B"

SEE ATTACHED

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

In re:)
) Case No. 15-16835 MER
MIDWAY GOLD US INC. *et al.*,¹)
) Chapter 11
Debtors.) Jointly Administered Under
) Case No. 15-16835 MER

ORDER GRANTING DEBTORS' MOTION TO PUBLISH NOTICE OF BAR DATE

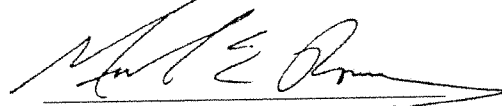
THIS COURT, having reviewed the *Motion to Publish Notice of Bar Date* (the "Motion"), filed by Midway Gold US Inc. and the affiliated debtors and debtors in possession in these cases (the "Debtors"), being advised in the premises and good cause having been shown, hereby:

ORDERS that the Motion is GRANTED.

THE COURT FINDS THAT publication of the Bar Date Notice attached hereto as Exhibit A in the national edition of *The Wall Street Journal*, *The Denver Post*, and *The Globe and Mail* is sufficient to give notice of the Bar Date to any unknown creditors or claimants in the Debtors' Chapter 11 bankruptcy cases and that the method of publication set forth in the Motion is hereby APPROVED.

Dated this 24th day of July, 2015.

BY THE COURT:


United States Bankruptcy Judge

¹ The Debtors and their respective case numbers are: Midway Gold US Inc. (15-16835 MER); Midway Gold Corp. (15-16836 MER); Golden Eagle Holding Inc. (15-16837 MER); MDW-GR Holding Corp. (15-16838 MER); RR Exploration LLC (15-16839 MER); Midway Services Company (15-16840 MER); Nevada Talon LLC (15-16841 MER); MDW Pan Holding Corp. (15-16842 MER); MDW Pan LLP (15-16843 MER); MDW Gold Rock LLP (15-16844 MER); Midway Gold Realty LLC (15-16845 MER); MDW Mine ULC (15-16846 MER); GEH (B.C.) Holding Inc. (15-16847 MER) and GEH (US) Holding Inc. (15-16848 MER).

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

In re:)
) Case No. 15-16835 MER
MIDWAY GOLD US INC. *et al.*,¹)
) Chapter 11
Debtors.) Jointly Administered Under
) Case No. 15-16835 MER

NOTICE OF ORDER ESTABLISHING PROCEDURES AND BAR DATE FOR THE
FILING OF PROOFS OF CLAIM PURSUANT TO FED. R. BANKR. P. 3003(c)(3)

TO INDIVIDUALS AND ENTITIES WHO MAY BE CREDITORS OF THE DEBTORS:

Please take notice that the bankruptcy court has entered an order establishing procedures and a bar date for filing proofs of claim pursuant to Bankruptcy Rule 3003(c)(3) as follows:

- (a) All proofs of claim must be filed with the Clerk of the bankruptcy court by e-filing, or by mail, overnight, or hand delivery to Epiq Bankruptcy Solutions, LLC, such that they are received no later than **September 21, 2015** (the "**Bar Date**"), at the following address:

If by First-Class Mail:

Midway Gold US Inc., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4420
Beaverton, OR 97076-4420

If by Hand-Delivery or Overnight Mail:

Midway Gold US Inc., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd
Beaverton, OR 97005.

**CLAIMS ARE NOT DEEMED FILED UNTIL ACTUALLY RECEIVED BY
THE CLERK OR EPIQ BANKRUPTCY SOLUTIONS, LLC.**

¹ The Debtors and their respective case numbers are: Midway Gold US Inc. (15-16835 MER); Midway Gold Corp. (15-16836 MER); Golden Eagle Holding Inc. (15-16837 MER); MDW-GR Holding Corp. (15-16838 MER); RR Exploration LLC (15-16839 MER); Midway Services Company (15-16840 MER); Nevada Talon LLC (15-16841 MER); MDW Pan Holding Corp. (15-16842 MER); MDW Pan LLP (15-16843 MER); MDW Gold Rock LLP (15-16844 MER); Midway Gold Realty LLC (15-16845 MER); MDW Mine ULC (15-16846 MER); GEH (B.C.) Holding Inc. (15-16847 MER); GEH (US) Holding Inc. (15-16848 MER).

(b) ANY CLAIMS FILED AFTER THE BAR DATE WILL BE DISALLOWED.

Any individual or entity that is required to file a proof of claim by the Bar Date and that fails to do so will not be treated as a creditor or holder of a claim for the purposes of voting or distribution, may not receive any further notices in these chapter 11 cases and any claim of such individual or entity will be forever barred.

- (c) The Bar Date applies to all entities² holding claims against the Debtors that arose or are deemed to have arisen prior to **June 22, 2015** (the "Petition Date"). The Bar Date further applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a) and 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims. The filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code (which, despite their administrative priority status, are prepetition claims).
- (d) All administrative claims under section 503(b) of the Bankruptcy Code (other than under section 503(b)(9)) must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by proof of claim. The bar date will not apply to administrative expense claims (other than claims under section 503(b)(9)), claims of governmental entities, and claims of professionals for post-petition fees and expenses.
- (e) Any creditor holding a claim arising prior to the Petition Date of Midway Gold US Inc. and the affiliated debtors and debtors in possession in these cases must file a proof of claim with the court if the claim is: (i) not scheduled, (ii) scheduled as disputed, contingent, or unliquidated, or (iii) if such creditor disagrees with the amount or nature of the scheduled claim.
- (f) Following the Bar Date, a creditor will not be allowed to amend a claim deemed filed on its behalf pursuant to 11 U.S.C. § 1111(a) by virtue of the listing of such claim by debtors in their respective bankruptcy schedules.
- (g) CLAIMANTS WHO HAVE ALREADY FILED THEIR PROOFS OF CLAIM SHOULD NOT FILE A DUPLICATE CLAIM. Claimants who have filed a Proof of Claim MAY file an amended Proof of Claim by the Bar Date.

ANY CLAIM NOT TIMELY FILED WITH THE CLERK OR EPIQ BANKRUPTCY SOLUTIONS, LLC WITHIN THE TIME SET FORTH ABOVE WILL BE FOREVER BARRED FROM SHARING IN THE ESTATE OR BEING TREATED AS A CLAIM FOR PURPOSES OF VOTING OR DISTRIBUTION.³

² As used herein, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code and includes, among other things, "persons" as such term is defined in section 101(41) of the Bankruptcy Code.

³ Subject to 11 U.S.C. § 726(a)(1) in the event of conversion.

Dated this 22nd day of July, 2015.

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/s/ Stephen D. Lerner

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**Attorneys for the Debtors and Debtors in
Possession**

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GOLD ROCK LLP, MIDWAY GOLD US INC., MDW PAN
HOLDING CORP., MDW-GR HOLDING CORP., MIDWAY
SERVICES COMPANY, RR EXPLORATION LLC, NEVADA
TALON LLC, MIDWAY GOLD REALTY LLC, GEH (US)
HOLDING INC. and GOLDEN EAGLE HOLDING INC.

AND

MIDWAY GOLD US INC.

PETITIONER

ORDER MADE AFTER APPLICATION

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