



No.: L013290
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

AND

IN THE MATTER OF THE COMPANY ACT, R.S.B.C. 1996, c. 62

AND

IN THE MATTER OF IMPERIAL METALS CORPORATION, MOUNT POLLEY
MINING CORPORATION, and MOUNT POLLEY HOLDING COMPANY LIMITED

Petitioners

FINAL ORDER

BEFORE THE HONOURABLE) FRIDAY, THE 8TH DAY
MR. JUSTICE TYSOE) OF MARCH, 2002

THIS APPLICATION coming on for hearing at Vancouver, British Columbia on the 8th day of March, 2002, AND ON HEARING Michael Fitch, Q.C., of counsel for the Petitioners, and those counsel listed on the attached Schedule "A", AND ON READING the pleadings and other materials provided; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), the *Company Act*, R.S.B.C. 1996, c. 62 (the "BCCA"), Rules 3, 10, 12, 13(1), 13(6), 14 and 44 of the Rules of Court and the inherent jurisdiction of This Honourable Court; AND ON READING the pleadings and other materials provided, which, among other things advise that the approval of the Plan of Arrangement by this Court will constitute the basis for a claim to an exemption from the registration and prospectus requirements under the *United States Securities Act* of 1993 with respect to the securities issued under the Arrangement, AND UPON SERVICE to all parties of record in this proceeding;

1. THIS COURT ORDERS that the terms not otherwise defined in this Order shall have the same meanings as attributed thereto in the plan of arrangement of the Petitioners (the "Plan of Arrangement");
2. THIS COURT FURTHER DECLARES that the Meetings, as defined in the Interim Order, were duly convened and held pursuant to the CCAA and the BCCA, and the Orders of this Court;
3. THIS COURT FURTHER DECLARES that the Plan of Arrangement (as amended subsequent to the Interim Order and in the form presented to the Meetings) has been agreed to by the requisite percentages of Secured Creditors and Unsecured Creditors in conformity with

section 6 of the CCAA and has been agreed to by the requisite percentages of Imperial Shareholders in conformity with the Plan of Arrangement and the Interim Order;

4. THIS COURT FURTHER DECLARES that the Plan of Arrangement is fair and reasonable and that upon implementation of the Plan of Arrangement in accordance with its terms, the Plan of Arrangement, including all compromises, arrangements and terms effected by the Plan of Arrangement will be binding upon the Petitioners, the Imperial Shareholders, the Secured Creditors, the Unsecured Creditors and their respective successors and assigns in accordance with the terms of the Plan of Arrangement;

5. THIS COURT FURTHER ORDERS that the Plan of Arrangement be and is hereby sanctioned and approved pursuant to sections 6 and 7 of the CCAA and section 252 of the BCCA;

6. THIS COURT FURTHER ORDERS that the Petitioners are hereby authorized and directed to proceed forthwith to implement the Plan of Arrangement on or before the Effective Date in accordance with its terms;

7. THIS COURT FURTHER ORDERS that on the Effective Date, Richter Allan & Taylor Inc., will be relieved from performance of all of its duties as set forth in the Initial Order in relation to the Petitioners except for its ongoing duties under this Order and the Plan of Arrangement and with respect to those ongoing duties, the Monitor shall continue to operate under and be governed by the provisions of the Initial Order, provided further that once those ongoing duties are concluded, the Monitor shall thereupon be discharged without the necessity of taxing its accounts (provided that they are consented to by the Petitioners) and without further Court Order;

8. THIS COURT FURTHER ORDERS that the Stay of Proceedings set out in the Initial Order of this Court shall remain in full force and effect and be binding upon any person dealing with the Petitioners whether as creditor or otherwise, to the extent of contracts, agreements or engagements entered into between such person and any of the Petitioners prior to the Filing Date (subject only to such variations as are permitted by this Order), until the date which is one business day following the Effective Date, at which time the Stay of Proceedings set out in the Initial Order shall automatically terminate with respect to the Petitioners without further Order of this Court;

9. THIS COURT FURTHER DECLARES that:

- (a) no party to an executory contract (including leases, rights-of-way or licenses of both real and personal property) which has not been repudiated or terminated by the Petitioners prior to the Meetings shall be entitled to terminate, rescind or repudiate its obligations under such executory contract following the Effective Date based upon the commencement of the proceedings, the Petitioners obtaining relief under the CCAA, any Orders granted or actions taken by the Petitioners in these proceedings, or under the Plan of Arrangement or in reliance upon any matters arising out of these proceedings including, without restriction, any act of

insolvency of the Petitioners, the content of the Plan of Arrangement or any compromises effected thereunder; and

(b) such executory contracts will remain in full force and effect as at the Effective Date;

10. THIS COURT FURTHER ORDERS that except to the extent this Order provides otherwise, the provisions of the Initial Order restricting the actions of the Petitioners are terminated effective on the Effective Date and the Petitioners are directed to confirm that the Effective Date has occurred and that the Creditor arrangements contemplated by the Plan of Arrangement have taken place by filing a notice to that effect in these proceedings together with an affidavit of a representative of the Petitioners confirming that fact and delivering it to all parties of record in accordance with the Rules of Court;

11. THIS COURT FURTHER ORDERS that pursuant to section 16 of the CCAA, this Order shall have full force and effect in all provinces of Canada. The Court requests the aid and recognition of other Canadian Courts and any judicial, regulatory or administrative body in any province or territory in Canada and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required;

12. THIS COURT FURTHER ORDERS AND DECLARES that the Petitioners and the Monitor shall be at liberty to apply for any directions or determinations required to resolve any matter or dispute relating to the Plan of Arrangement, this Order or the subject matter thereof and the rights and benefits thereunder, provided that no provision of this Order shall be construed to modify or impair any right, title, interest, privilege or remedy expressly provided for or reserved under the Plan of Arrangement;

13. THIS COURT FURTHER ORDERS that approval of this Order as to form by counsel appearing on this application is dispensed with.

THE REGISTER OF THE COURT
Supreme Court of B.C.
Per D. Tyse, J.
DEPUTY DISTRICT REGISTRAR
Authorized Signing Officer

APPROVED AS TO FORM:

M

Counsel for the Petitioners

Certified a true copy according to the records of the Supreme Court at Vancouver, B.C.

This 8 day of MARCH 2002
Daniel Langath

ENTERED

MAR 08 2002

VANCOUVER REGISTRY
VOL 5967 FOL 88