



S1610953
VANCOUVER
REGISTRY

Form 35 (Rules 8-4 (1), 13-1 (3) and 17-1 (2))

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF SECTIONS 288 to 299 of the *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, C. 57, as AMENDED

- AND -

IN THE MATTER OF THE PROPOSED ARRANGEMENT AMONG MONTEREY MINERALS INC., 1093681 BC LTD., 1093682 BC LTD., 1093683 BC LTD., AND 1093684 BC LTD. (collectively, the "Companies") and THE SHAREHOLDERS OF MONTEREY MINERALS INC.

MONTEREY MINERALS INC.

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE } MASTER TAYLOR } November 29, 2016

ON THE APPLICATION of the Petitioner, Monterey Minerals Inc., for a final order pursuant to section 291 of the B.C. *Business Corporations Act*, S.B.C. 2002, c. 57 (the "*BCBCA*"), coming on for hearing on November 29, 2016, and on hearing Gary Lo, counsel for the Petitioner, at 800 Smithe Street, Vancouver, British Columbia and on no one appearing on behalf of any other person affected; and upon reading the Petition filed on November 25, 2016, the Affidavit of Ron Ozols sworn on November 25, 2016, and other materials and pleadings filed herein;

AND UPON considering the fairness to the parties affected thereby of the terms and conditions of the Arrangement (the "Arrangement") and of the transactions contemplated by the Arrangement;

AND UPON being advised that it is the intention of the Petitioner to rely on Section 3(a)(10) of the *United States Securities Act* of 1933 and that the declaration of the fairness of, and the approval of, the arrangement contemplated in the Arrangement by this Honourable Court will serve as the basis for an exemption from the registration requirements of the *United States Securities Act of 1933*, as amended, pursuant to section 3(a)(10) thereof, for the issuance of securities contemplated in connection with the Arrangement;

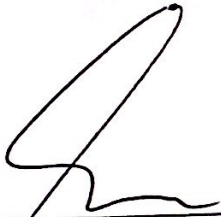
THE COURT DECLARES THAT:

1. Pursuant to the provisions of Section 291(4) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, that the Arrangement, including the terms and conditions thereof and the issuances and exchange of securities contemplated herein, is fair and reasonable to the shareholders of the Petitioner;

THE COURT ORDERS THAT:

2. The Arrangement, as described in the Arrangement annexed to this Final Order Made After Application as Schedule "A", be and hereby is approved pursuant to the provisions of Section 291(4)(a) of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended;
3. Upon implementation of the Arrangement, the Arrangement shall be binding upon the Petitioner, the shareholders and their respective successors and assigns, in accordance with its terms; and
4. The Petitioner shall be entitled to any time to seek leave to amend or vary this Final Order, to seek the advice and direction of this Honourable Court as to the implementation of this Final Order or to apply for such further order or orders as may be appropriate.

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:



Counsel for the Petitioner, GARY LO
Monterey Minerals Inc.



By the Court.

Registrar

