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CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-048908-152

S U P E R I O R C O U R T
Commercial Division
*Designated tribunal under the
Companies' Creditors Arrangement Act¹*

IN THE MATTER OF THE PROPOSED PLAN OF
COMPROMISE AND ARRANGEMENT OF
STRATECO RESOURCES INC.

DEBTOR

- and -

ERNST & YOUNG INC.

MONITOR

FIFTEENTH REPORT OF THE MONITOR
November 12, 2018

INTRODUCTION AND PURPOSE

1. We, Ernst & Young Inc. ("EY" or the "Monitor"), the monitor appointed by the Superior Court of the Province of Québec for the District of Montréal (the "Court") in the matter of Strateco Resources Inc. ("Strateco" or the "Applicant") hereby report to the Court as follows.
2. The purpose of this report (the "Report") is to provide this Court with information with respect to:
 - a) Actual cash flow results in comparison to budget for the semester from April 1, 2018 to September 30, 2018; and,
 - b) Cumulative cash flow results in comparison to budget for the two semesters from October 1, 2017 to September 30, 2018; and,
 - c) Update on the Matoush Litigation;
3. All terms beginning with a capital letter not defined in the present Report shall have the meaning ascribed in the previous Monitor's reports filed in the present matter.

¹ *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

TERMS OF REFERENCE

4. In preparing this Report and making the comments herein, the Monitor has been provided with, and has relied upon, unaudited financial information, books and records and financial information prepared by Strateco, discussions with management of Strateco (the “Management”) and information from other third-party sources (collectively, the “Information”). Except as otherwise described in this Report in respect of Strateco’s cash flow statement:
 - a) The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information; and,
 - b) Some of the Information referred to in this Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the *Chartered Professional Accountants Canada Handbook*, has not been performed.
5. Future oriented financial information referred to in this Report was prepared based on Management’s estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
6. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars. As operating results are reported in thousands of dollars, certain reported figures have been rounded and accordingly may not add specifically, with such rounding impacts being immaterial for purposes of this report.

STRATECO’S CASH FLOW STATEMENT

7. Pursuant to paragraph 9 of this honorable Court’s Order of October 27, 2017 and section 23(1)(d)(ii) of the CCAA, the Monitor reports herein its findings with respect to the Applicant’s actual cash flow results for the semester ended September 30, 2018 (“Q2-2018 & Q3-2018”), and the cumulative cash flow results for the two semesters from October 1, 2017 to September 30, 2018 (“Q4-2017 to Q3-2018”).



Actual to Budgeted cash flows (semester of Q2-2018 & Q3-2018)

8. Since the date of the CCAA filing, the Monitor has monitored the Applicant's Actual to Budget Results of operations, including:
 - a) Reviewing cash collections; and,
 - b) Reviewing supplier payments to ensure that they comply with the provisions of the Second Amended and Restated Initial Order rendered by this honorable Court on October 23, 2015.
9. Actual to Budget Results yielded differences in both receipts and disbursements compared to budgeted amounts for Q2-2017 & Q3-2018, for a net favourable cash variance of \$47,000, which is principally attributable to multiple favourable and unfavourable variances, none of which are material in the context of the current proceedings, as further described in this Report.
10. Overall, Actual to Budget Results for the period of Q2-2018 & Q3-2018 yielded an overall \$47,000 favourable variance as:
 - a) Cash receipts were unfavourable to budget and were lower than forecast amounts by \$2,000; and,
 - b) Cash disbursements were favourable to budget by \$49,000.
11. Individual disbursement variances for the period were as follows:
 - a) Personnel staff costs were lower than budget by \$21,000;
 - b) Administration costs were lower than budget by \$17,000.
 - c) Restructuring professional fees were lower than budget by \$19,000; and,
 - d) Matoush project related costs exceeded budget by \$8,000;
12. These overall favourable variances are not material in the context of Strateco's overall financing facility secured with its DIP Lender to finance the Matoush Litigation, with such disbursements and related variances having also been approved by its DIP Lender on an ongoing basis.

Cumulative Actual to Budgeted cash flows (two semesters of Q4-2017 to Q3-2018)

13. In its 14th report, the Monitor reported a favourable cash flow variance of \$8,000 for the semester of Q4-2017 & Q1-2018.
14. Accordingly, cumulative actual to budget results for the two semesters for the period of Q4-2017 to Q3-2018 when compared to the corresponding budgeted figures provided in the 19 month cash flow projections submitted to the Court in the Monitor's 13th Report filed on October 25, 2017 have yielded cumulative favourable cash flow variances of \$54,000, with no individual variances having a material adverse impact.

15. Detailed actual to budgeted cash flow results have not been included in this report given that:
 - a) There are no material unfavourable variances to report to the Court, in the context of the Applicant's overall litigation budget and DIP financing;
 - b) The sensitivity of such information in the context of the Matoush Litigation;
 - c) The cash flow projections referred to in this Report have already been provided to the Court; and,
 - d) Filing such actual to budget detailed figures would require that a separate motion be filed seeking that such information be filed under seal.
16. Nonetheless, if the Court deems it necessary, the Monitor is available to provide this Court with additional information with respect to such Actual to Budget Results.
17. The Monitor will continue its monitoring procedures and will report to the Court with respect thereto every semester as requested by this honorable Court in its October 27, 2017 ruling and as required under the CCAA, or sooner if there is a material adverse change in Strateco's operations or in the Matoush Litigation proceedings.
18. In addition, the Monitor continues to review all Strateco disbursements on a weekly basis and Strateco continues to report to the Monitor and the DIP Lender every four weeks. Deviations from the Cash Flow Statement are promptly addressed by the Monitor. Should a material discrepancy or issue be identified by the Monitor, the Monitor will swiftly address the issue with Strateco, legal counsel and the DIP Lender, and if no resolution is found, the Monitor will seek directions from the Court.

PROGRESS IN THE MATOUSH LITIGATION PROCEEDINGS

19. The 6 week trial in the Matoush Litigation concluded on February 24, 2017, at which time the Honourable Denis Jacques, J.S.C., took the matter under advisement.
20. On June 21, 2017, the Court issued its judgment whereby Strateco's damage claim totaling in excess of \$192 million was dismissed. The Court judgment was posted on the Monitor's web site at www.ey.com/ca/strateco under the heading "Court Orders" and as such is available for consultation.
21. On June 27, 2017, Strateco issued a press release advising of its intent to appeal the Court's ruling. On July 19, 2017, Strateco filed its notice of appeal with the office of the Quebec Court of Appeal. Strateco's notice of appeal has also been posted on the Monitor's public website at www.ey.com/ca/strateco under the heading "Motion Material" and as such is available for consultation.

22. The parties' appeal factums were produced in October 2017 (for Strateco), December 2017 (for the Attorney-General of Quebec) and February 2018 (for the impleaded parties), respectively.
23. Although a hearing date for Strateco's appeal has yet to be scheduled by the Court of Appeal, Strateco's legal counsel expects that the appeal will likely be heard over two days, between mid-February 2019 and the end of May 2019.

CONCLUSION

24. The current stay of proceedings is scheduled to expire on April 30, 2019.
25. The Monitor believes that the Applicant has acted and is continuing to act in good faith and with due diligence.
26. Strateco has been granted the benefit of an extended stay of proceedings under the CCAA to April 30, 2019, so as to allow it to continue the Matoush Litigation appeal process, as this litigation represents the Applicant's principal asset available to fund and file a plan of arrangement, in the best interest of all stakeholders.
27. The Quebec Superior Court rejected the Company's Matoush Litigation motion on June 21, 2017. With the continued support of its DIP Lender the Company filed an appeal with the Quebec Court of Appeal on July 19, 2017.
28. As of the date of this Report, Strateco has been operating materially within the cash flow projections filed with this honourable Court, and deviations therefrom have been immaterial in the context of the global financing agreement with the DIP Lender, and have been disclosed on an ongoing basis to the DIP Lender.

All of which is respectfully submitted this 12th day of November 2018.

ERNST & YOUNG INC.,
in its capacity as the Court appointed Monitor of
Strateco Resources Inc.

Per: 

Michel Marleau, CPA, CA, CIRP, LIT
Senior Vice President