

SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

SEP 28 2012

ENTERED



IN THE SUPREME COURT OF BRITISH COLUMBIA

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

No. S126583

Vancouver Registry

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF GREAT BASIN GOLD LTD.,  
GREAT BASIN GOLD INC.,  
ANTLER PEAK GOLD INC. and RODEO GOLD INC.

PETITIONERS

## ORDER

BEFORE THE HONOURABLE ) THURSDAY, THE 27TH  
MADAM JUSTICE FITZPATRICK ) DAY OF SEPTEMBER, 2012

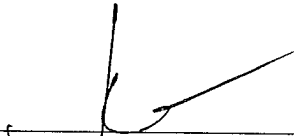
THE APPLICATION of the Monitor coming on for hearing at Vancouver, British Columbia, on the 27<sup>th</sup> day of September, 2012 (the "**Order Date**"); AND ON HEARING John I McLean QC, counsel for the Monitor and those other counsel listed on Schedule "A" hereto;

THIS COURT ORDERS AND DECLARES THAT:

1. The Initial Order made herein on September 19, 2012 (the "Initial Order") is amended to provide that the Petitioner is authorized to make all payments contemplated in paragraphs 6 and 7 of the Initial Order without reference to the Term Sheet, DIP Credit Agreement, and the Definitive Documents ( all as defined in the Initial Order), provided that such payments are contemplated by the Cash Flow Statement that is annexed to the Monitor's First Report ( the 'Cash Flow Statement') and provided that those payments have been approved by the Monitor.
2. Paragraph 10 of the Initial Order is amended by deleting the words "Definitive Documents" in paragraphs 10(a) and 10(d) and replacing those words with "Cash Flow Statement".
3. These amendments to the Initial Order will apply until such time as the Definitive Documents have been fully executed by all parties to them and funds have been advanced

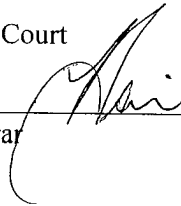
to the Petitioner pursuant to the Definitive Documents, at which time paragraphs 6, 7 and 10 of Initial Order shall be in effect without reference to paragraphs 1 and 2 of this Order.

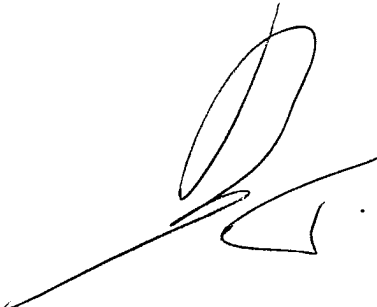
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of  
 Party  Lawyer for the Monitor  
John I. McLean, Q.C.

By the Court

Registrar

  
\_\_\_\_\_



**Schedule "A"**

(List of Counsel)

COUNSEL	APPEARING FOR:
Peter Rubin	CREDIT SUISSE
John Sandrelli	Ad Hoc Group of Debenture Holders

No. S126583  
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**IN THE MATTER OF THE *COMPANIES' CREDITORS***  
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**AND**

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**ORDER**

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**GOWLING LAFLEUR HENDERSON LLP**

Barristers & Solicitors  
2300 - 550 Burrard Street  
Vancouver, BC V6C 2B5  
604-683-6498

**Attention: John I. McLean, Q.C.**

JBR/msh

V39661