

Court File No. 07-CL-6843

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) THURSDAY , THE 2ND DAY
JUSTICE CAMPBELL) OF OCTOBER , 2008

BETWEEN:

MICHAEL J. QUILLING, RECEIVER FOR
COURTNEY WALLIS SIMPSON

Plaintiff

- and -

ZAPFE HOLDINGS INC. AND MICHAEL SOURLIS

Defendants

ORDER

THIS MOTION, made by the plaintiff, Michael J. Quilling (the "Receiver") for an order approving the Receiver's recommendations as set out in the Receiver's report, was heard this day.

ON READING the materials filed, the consent of the defendants filed, and on hearing the submissions of counsel for the Receiver,

1. **THIS COURT ORDERS** that the Receiver has authority to fully and finally resolve the matters at issue in this action on the following terms:

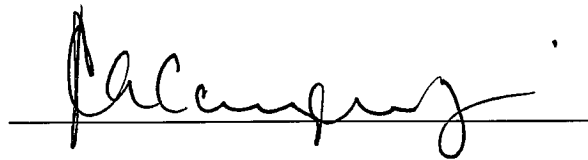
- (a) Zapfe Holdings Inc. and Michael Sourlis or any one of them shall pay to the Receiver's counsel, Bennett Jones LLP, in trust certified funds in the amount of \$80,493.67;

- (b) To the extent necessary, the Receiver shall assist in facilitating transfer of ownership of 519,314 common shares of Dianor Resources Inc. (the "Dianor Shares") to one or more of the defendants, as directed by the defendants;
- (c) The parties shall exchange a full and final mutual release in the form annexed hereto as schedule "A"; and
- (d) the settlement funds referred to in paragraph 1(a) above shall be held in escrow by the Receiver's counsel, Bennett Jones LLP, pending completion of the obligations described in paragraphs 1(b) and 1(c) above.

2. **THIS COURT ORDERS** that RBC Dominion Securities Inc. may do all things necessary in order to facilitate the fulfillment of the obligation described at paragraph 1(b) above.

3. **THIS COURT ORDERS** that the Dianor Shares freeze order originally granted on March 9, 2006 by order of Justice Mesbur and extended by endorsement of Justice Spies dated April 26, 2006 is hereby lifted.

4. **THIS COURT ORDERS** that the within action is dismissed without costs.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO.:
LE / DANS LE REGISTRE NO.:

OCT 02 2008

PER/PAR: 

Joanne Nicoara
Registrar, Superior Court of Justice

Schedule "A"

MUTUAL RELEASE

BETWEEN:

MICHAEL J. QUILLING, in his capacity as court appointed
receiver of Courtney Wallis Simpson

Of the First Part

- and -

ZAPFE HOLDINGS INC. and MICHAEL SOURLIS

Of the Second Part

FOR AND IN CONSIDERATION of payment of the sum of Eighty Thousand Four Hundred and Ninety Three Dollars and Sixty Seven Cents (\$80,493.67) by Zapfe Holdings Inc. and Michael Sourlis (collectively, the "Releasors") to Michael J. Quilling in his capacity as a court appointed receiver of Courtney Wallis Simpson ("Simpson") in Superior Court of Justice Commercial List court file nos. 05-CL-6159 and 07-CL-6843 (the "Dianor Shares Action") (the "Receiver"), the transfer of ownership in share certificate no. 0-01476 representing 301,923 common shares of Dianor Resources Inc. and share certificate no. 0-01630 representing 217,391 common shares of Dianor Resources Inc. (the "Dianor Shares") to one or more of the Releasors as they may direct and the covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the undersigned on their own behalf and on behalf of their executors, heirs, administrators, representatives, barristers, solicitors, directors, officers, principals and assigns do hereby irrevocably release, acquit, remise and forever discharge each other, the receivership estate of Simpson and their respective executors, heirs, administrators, representatives, partners, employees, barristers, solicitors directors, officers, principals and assigns (collectively, the "Releasees"), from any and all actions, causes of action, claims, suits, penalties, indemnities,

proceedings, prosecutions, charges, complaints and demands for damages, losses, injuries, indemnification, penalty, interest or costs, that the undersigned had, now have, can, will or may hereafter have respecting any of the Releasees by reason of any act, cause, matter or thing that were or could have been brought or raised with respect to the Dianor Shares Action or the receivership of the Dianor Shares.

AND FOR THE SAID CONSIDERATION, the undersigned represent and warrant that they have not assigned to any persons, firm or corporation, any of the actions, causes of action, claims, suits or demands which they release by this release, or with respect to which they may agree not to make any claim or take any proceedings herein.

AND FOR THE SAID CONSIDERATION the undersigned further agree not to commence any claim against any other person or corporation who might claim contribution or indemnity under the provisions of any statute or otherwise from the Releasees.

AND IT IS FURTHER UNDERSTOOD AND AGREED that this release shall be binding upon and enure to the benefit of the parties to this release and their respective affiliated or related companies, executors, heirs, administrators, partners, shareholders, directors, officers, employees, agents, associates, representatives, predecessors, successors, barristers, solicitors and assigns.

AND IT IS FURTHER UNDERSTOOD AND AGREED that this release may be executed in any number of counterparts, each of which when executed and delivered, including any counterpart executed by a party and transmitted by facsimile transmission, shall be considered as an original, and that such separate counterparts shall constitute together one and the same instrument, notwithstanding their date of actual execution.

AND IT IS UNDERSTOOD AND AGREED that the acceptance of the said consideration is in full accord and satisfaction of the disputed claim, and that the payment of the said consideration is not an admission of liability.

THE UNDERSIGNED DECLARE that they have read this release and fully understand the terms of this settlement, that the consideration stated herein is the sole consideration for this release and that they have voluntarily accepted the said consideration for the purpose of making full and final compromise, adjustment and settlement of all claims as aforesaid.

THE UNDERSIGNED DECLARE that they have obtained independent legal advice with respect to the matters addressed in this release and the terms of settlement which have been agreed to by the undersigned and that they fully understand this release and the terms of settlement. The undersigned hereby voluntarily accept the said terms for the purpose of making full and final compromise, adjustment and settlement of all claims as aforesaid.

IN WITNESS WHEREOF, the undersigned have hereunto executed this release personally.

Date:

Zapfe Holdings Inc.
Per:

Date:

Michael Sourlis

Date:

Michael J. Quilling, court appointed receiver to
Courtney Wallis Simpson

Michael J. Quilling, Receiver for Courtney Wallis Simpson
Plaintiff

v.

Zapfe Holdings Inc. et al.
Defendants

Court File No.: 07-CL-6843

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at
Toronto

ORDER

BENNETT JONES LLP
One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, ON M5X 1A4

Lincoln Caylor / David Rainsberry
LSUC Nos. 37030L / 49890Q
Tel: 416-777-6121 / 6236
Fax: 416-863-1716

Solicitors for the Plaintiff