

EXHIBIT C

[Proposed Order]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
REPUBLIC METALS REFINING	:	Case No. 18-13359 (SHL)
CORPORATION, <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
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**ORDER GRANTING MOTION OF AGNICO EAGLE MEXICO
S.A. DE C.V. FOR RELIEF FROM THE AUTOMATIC STAY TO
PERMIT SETOFF UNDER SECTION 553 OF THE BANKRUPTCY CODE**

Upon the motion (the “*Motion*”) of Agnico Eagle Mexico S.A. de C.V. (“*Agnico*”) for relief from the automatic stay to permit setoff under Section 553 of the Bankruptcy Code, the Court finding that it has jurisdiction to consider the Motion; and finding adequate notice of such Motion having been given; and after notice and an opportunity for hearing, and the Court having concluded that cause exists to grant the relief sought by Agnico; it is hereby

ORDERED THAT, the Motion is GRANTED; and it is further

ORDERED THAT, the automatic stay is lifted to permit Agnico to effectuate the setoff of all claims owed by Agnico to Republic Metals Corporation (the “*Debtor*”) as of the November 2, 2018 petition date against the claims of Agnico in Debtor’s bankruptcy case.

This ____ day of _____, 2019

Hon. Sean Lane
United States Bankruptcy Judge