

**EXHIBIT A**

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*Attorneys for Premier Gold Mines Limited*

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

In re:	)	Chapter 11
	)	
REPUBLIC METALS REFINING	)	Case No. 18-13359 (SHL)
CORPORATION, <i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	
	)	

**NOTICE OF RECLAMATION DEMAND OF PREMIER GOLD MINES LIMITED**

**PLEASE TAKE NOTICE** that on November 20, 2018, Premier Gold Mines Limited (“Premier Gold”), by and through its undersigned counsel, served a written demand for reclamation of goods pursuant to 11 U.S.C. § 546(c) and Section 2-702 of the Uniform Commercial Code (the “Demand”), upon the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”). A true and correct copy of the Demand is attached hereto as Exhibit A and is incorporated herein by reference.

**PLEASE TAKE FURTHER NOTICE** that Premier Gold reserves all of its rights, remedies and defenses as set forth in the Demand.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

Dated: New York, New York

November 20, 2018

DORSEY & WHITNEY LLP

By: /s/ Janet M. Weiss

Janet M. Weiss, Esq.

Jessica D. Mikhailevich, Esq.

DORSEY & WHITNEY LLP

51 West 52nd Street

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*Attorneys for Premier Gold Mines Limited*

**CERTIFICATE OF SERVICE**

I, Janet M. Weiss, hereby certify that on the 20<sup>th</sup> day of November, 2018, I caused to be served a copy of the Notice of Reclamation Demand of Premier Gold Mines Limited filed herewith to be served upon the electronic notice recipients registered with this Court's CM/ECF System and by first-class mail, postage prepaid on the following parties:

Chambers of the Honorable Sean H. Lane  
United States Bankruptcy Court  
for the Southern District of New York  
One Bowling Green  
New York, NY 10004

Akerman Senterfitt LLP  
666 Fifth Avenue, 20th Floor  
New York, NY 10103  
Attn: Susan F. Balaschak, Esq.

Republic Metals Refining Corporation  
15 West 47th Street, Suites 206 and 209  
New York, NY 10036  
Attn: Scott Avila, C.R.O.

Akerman Senterfitt LLP  
2001 Ross Avenue, Suite 3600  
Dallas, TX 75201  
Attn: John E. Mitchell, Esq.

Republic Carbon Company, LLC  
5295 NW 163rd Street  
Miami Gardens, FL 33014  
c/o Republic Metals Refining Corporation  
Attn: Scott Avila, C.R.O.

Akerman Senterfitt LLP  
98 Southeast Seventh Street, Suite  
1100  
Miami, FL 33131  
Attn: Andrew S. Hartley, Esq.  
Katherine C. Fackler, Esq.

Republic Metals Corporation  
12900 NW 38th Avenue  
Miami, FL 33054  
c/o Republic Metals Refining Corporation  
Attn: Scott Avila, C.R.O.

Office of the United States Trustee  
for the Southern District of  
New York  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, NY 10014  
Attn: Shannon Scott, Esq.

/s/ Janet M. Weiss

**EXHIBIT A**



JANET WEISS  
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November 20, 2018

**VIA OVERNIGHT DELIVERY AND EMAIL**

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Akerman Senterfitt LLP  
666 Fifth Avenue, 20<sup>th</sup> Floor  
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**VIA OVERNIGHT DELIVERY**

Republic Metals Refining Corporation  
15 West 47th Street, Suites 206 and 209  
New York, NY 10036

Republic Carbon Company, LLC  
5295 NW 163rd Street  
Miami Gardens, FL 33014

Republic Metals Corporation  
12900 NW 38th Avenue  
Miami, FL 33054  
Attn: Scott Avia, C.R.O.

Re: In re Republic Metals Refining Corporation et al., Jointly Administered as  
Chapter 11 Case No. 18-13359  
Reclamation Demand of Premier Gold And Reservation of Rights

Dear Ms. Balaschak:

We represent Premier Gold Mines Limited (“**Premier Gold**”) in the above-referenced chapter 11 cases, which were filed on November 2, 2018 (the “**Petition Date**”) and currently pending in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).



Pursuant to 11 U.S.C. § 546(c) and Section 2-702 of the Uniform Commercial Code, Premier Gold hereby makes written demand for the reclamation and immediate return of all dore, and all refined metals extracted therefrom (collectively, the “**Goods**”), that were delivered to Republic Metals Corporation (“**Republic Metals**”) and/or any of its subsidiaries, affiliates and other related entities (“**Debtors**”), during the forty-five (45) day period immediately preceding the Petition Date (the “**Reclamation Period**”). Premier Gold asserts that the Goods were delivered to Republic Metals solely for the purpose of refinement, and the Debtors are required to return the refined metals to Premier Gold by deposit to Premier Gold’s Scotia Moccatta account. Premier Gold asserts the agreements and related correspondence between Premier Gold and Republic Metals created a bailment. However, if a court of competent jurisdiction determines that the Goods are not owned by Premier Gold or the Goods are so determined in such other manner that is legally binding upon Premier Gold or by Premier Gold’s consent, then this reclamation demand is made in connection with such status with respect to the Goods.

The Goods include, without limitation, dore and any refined metals extracted therefrom. The Goods were delivered to Republic Metals during the Reclamation Period in the ordinary course of business and received by the Republic Metals and/or the other Debtors during such period, when they were insolvent. The total value of the Goods delivered during the Reclamation Period exceeds \$9.92 million using the market price of gold and silver as of the date of this letter.

In light of the Debtors’ bankruptcy filings, Premier Gold demands that the Debtors immediately identify, segregate, and return to Premier Gold the Goods in their possession. The Debtors must ensure that the Goods are not sold, dissipated, commingled with any other goods, used, or otherwise transferred except to Premier Gold or with Premier Gold’s written consent or by order of the Court (with prior notice to Premier Gold).

By making this demand, Premier Gold does not waive its position that it is the owner of the Goods, nor does Premier Gold waive any rights, remedies, or defenses available to it, including, but not limited to: (i) the right to assert proofs of claim for unpaid pre-petition amounts; (ii) the right to assert an administrative expense priority claim, including under 11 U.S.C. § 503(b)(9); (iii) the right to assert that certain Goods were received by the Debtors post-petition and that Premier Gold is entitled to an administrative expense priority claim under 11 U.S.C. § 503(b)(1)(A); (iv) the right to assert a “new value” defense to any preference demand pursuant to 11 U.S.C. § 547(c)(4); (v) any rights of set-off Premier Gold may have; and (vi) the right to assert any other rights under applicable law.

Premier Gold reserves the right to amend, supplement, or withdraw this reclamation demand.



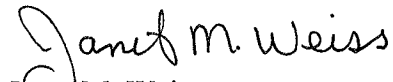
Please contact me immediately to provide an inventory of the Goods and to arrange for the return of the Goods.

Very Truly Yours,

Premier Gold Mines Limited.  
Suite 200, 1100 Russell Street  
Thunder Bay, Ontario  
Canada P7B 5N2

By its attorneys,

DORSEY & WHITNEY LLP

  
Janet M. Weiss