

Court File No.: 07-CL-6955

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

**IN THE MATTER OF THE *COURTS OF JUSTICE ACT* (ONTARIO)
R.S.O 1990, c.C.43, AS AMENDED**

BETWEEN:

RSM RICHTER INC., in its capacity as Court-Appointed Receiver of NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD., OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED FUNDS CORPORATION, OLYMPUS UNITED BANK AND TRUST SCC, OLYMPUS UNITED GROUP INC., NORSHIELD CAPITAL MANAGEMENT CORPORATION AND HONEYBEE SOFTWARE TECHNOLOGIES INC. and with no corporate or personal liability

Applicant

- and -

AMT INTERNATIONAL MINING CORPORATION

Respondent

NOTICE OF APPLICATION

TO THE RESPONDENT:

A LEGAL PROCEEDING HAS BEEN COMMENCED by the Applicant. The claim made by the Applicant appears on the following pages.

THIS APPLICATION will come on for an *ex parte* hearing before a Judge on Tuesday, April 24, 2007 at 10:00 a.m. or as soon after that time as the application can be heard at 330 University Avenue, in the City of Toronto, in the Province of Ontario, M5G 1E6.

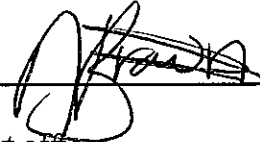
IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the *Rules of Civil Procedure*, serve it on the Applicant's lawyer or, where the Applicant does not have a lawyer, serve it on the Applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the Applicant's lawyer or, where the Applicant does not have a lawyer, serve it on the Applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but not later than 2:00 p.m. on the day before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, AN ORDER MAY BE MADE IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. If you wish to oppose this application but are unable to pay legal fees, legal aid may be available to you by contracting a Local Legal Aid office.

DATE: April 23, 2007

Issued by: _____



Address of Court office:

330 University Avenue

Toronto, Ontario M5G 1E6

7th Floor
/ 1R7

TO: THIS HONOURABLE COURT

APPLICATION

1. **THE APPLICANT**, RSM Richter Inc., in its capacity as Court-Appointed Receiver of Norshield Asset Management (Canada) Ltd., Norshield Investment Partners Holdings Ltd., Olympus United Funds Holdings Corporation, Olympus United Funds Corporation, Olympus United Bank and Trust SCC, Olympus United Group Inc., Norshield Capital Management Corporation and Honeybee Software Technologies Inc., and with no corporate or personal liability (the “Receiver”), makes application for:
 - (a) an Order declaring that the time for service of the Notice of Application and the Application Record herein be abridged so that this application is properly returnable today and that further service thereof be dispensed with;
 - (b) an Order pursuant to Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43, as amended (the “CJA”) appointing RSM Richter Inc. as receiver, without security, of all of the assets, undertakings and properties of AMT International Mining Corporation (the “Company”) in the form of the draft Order found at Tab 5 of the within Application Record;
 - (c) an Order waiving the requirement imposed by Rule 38.09 of the *Rules of Civil Procedure* R.R.O. 1990, Reg. 194, as amended, to file a factum;
 - (d) its costs of this proceeding on a substantial indemnity basis; and
 - (e) such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE APPLICATION ARE:

1. The Company was incorporated under the laws of the Province of Ontario, has its registered head office at 181 Bay Street, Toronto, Ontario and carried on business as a mineral exploration company.
2. Honeybee Software Technologies Inc. owns approximately 18% of the issued and outstanding common shares and 100% of the preferred shares of the Company and is its largest single shareholder.
3. According to the Information Circular prepared by the Company dated April 30, 2004 (the "Circular"), the Company was a reporting issuer but has been delisted from the Toronto Stock Exchange.
4. AMT (USA) Inc. ("AMT USA") is incorporated pursuant to the laws of the State of Arizona and is a wholly owned subsidiary of the Company. AMT USA also carried on business as a mineral exploration company. As described in more detail below, AMT USA recently sold its ownership interest in the Copper Creek Property (as defined below) to Redhawk Resources, Inc. ("Redhawk"). The Receiver is currently in possession of the remaining proceeds of that sale transaction.
5. On November 30, 2006 all of the officers and directors of each of the Company and AMT USA resigned and each of those corporations has been without officers and directors since that time.

6. Pursuant to the Orders of the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (Commercial List) (“Ontario Court”) dated June 29, 2005 (“Initial Order”) and July 14, 2005 (“Extension Order”), RSM Richter was appointed as Receiver pursuant to Section 129 of the *Securities Act*, R.S.O. 1990, c.S-5, as amended, without security, of all of the assets, undertakings and properties of :

- a) Gestion de Placements Norshield (Canada) Ltée / Norshield Asset Management (Canada) Ltd. (“NAM”);
- b) Gestion des Partenaires d’Investissement Norshield Ltée / Norshield Investment Partners Holdings Ltd.;
- c) Olympus United Funds Holdings Corporation;
- d) Corporation de Fonds Unis Olympus / Olympus United Funds Corporation (“Olympus Funds”);
- e) Olympus United Bank and Trust SCC (“Olympus Bank”); and
- f) Groupe Olympus United Inc. / Olympus United Group Inc.,

(collectively, the “Original Respondents”).

7. Pursuant to two additional Orders of the Honourable Mr. Justice Campbell of the Ontario Court dated September 9, 2005 and October 14, 2005 (“Expanded Orders”), RSM Richter was also appointed as Receiver pursuant to Section 101 of the CJA, without security, of all of the assets, undertakings and properties of:

- a) Norshield Capital Management Corporation / Corporation Gestion de l’Actif Norshield (“Norshield Capital Management”); and

- b) Honeybee Software Technologies Inc. / Technologies de Logiciels Honeybee Inc. (formerly Norshield Investment Corporation / Corporation d'Investissement Norshield) ("Honeybee Software").
8. The Original Respondents, Norshield Capital Management and Honeybee Software are collectively referred to as the "Norshield Companies" herein.
 9. The Company was indebted to Honeybee Software in the amount of CAD\$1,834,769 as of April 30, 2004 (the "Honeybee Debt"). AMT USA guaranteed the obligations of the Company to Honeybee Software pursuant to a guarantee limited to the principal amount of CAD\$1,000,000 (the "Guarantee").
 10. AMT USA was the owner of a 100% interest in and to certain properties located in Arizona collectively known as the "Copper Creek Property". As collateral security to its obligations to Honeybee Software under the Guarantee, AMT USA delivered certain security to Honeybee Software upon the Copper Creek Property (the "Copper Creek Security").
 11. AMT USA sold its interest in the Copper Creek Property in November 2005 for CAD\$1,600,000 (the "Sale Proceeds"). AMT USA also retains the right to receive royalties upon commencement of commercial mining production at the Copper Creek Property by the purchaser.
 12. The Sale Proceeds were paid to AMT USA's Quebec solicitors. Through proceedings taken in the Superior Court, Province of Quebec, AMT USA's solicitors were ordered to pay the Sale Proceeds to the Receiver. The balance of the Sale Proceeds, after payment

of certain outstanding trade payables with respect to the Copper Creek Property, was paid to the Receiver on February 26, 2007.

13. An action has been commenced against the Company and AMT USA in the Superior Court of the State of Arizona. If AMT USA fails to file an answer to the plaintiff's complaint on or before April 23, 2007, the plaintiff will be in a position to commence a proceeding for default judgment against AMT USA.
14. The Company and AMT USA are also defendants in a wrongful dismissal proceeding commenced in the Ontario Court by a former employee of the Company. The trial in that proceeding is scheduled to commence on May 14, 2007 and each of the Company and AMT USA are unrepresented in that proceeding. The Receiver is also aware of certain other unsecured claims against the Company. However, the Receiver is not aware of any secured creditors of the Company nor has any party made a registration against the Company under the provisions of the *Personal Property Security Act* (Ontario), RSO 1990, c. P-10, as amended.
15. The Company no longer carries on business. All of the Company's directors and officers have resigned. Certain of the Honeybee Debt remains outstanding. Based on the information currently available to the Receiver, the only remaining asset of the Company is its equity interest in AMT USA. The Receiver does not have sufficient information at this time to assess the merits of each of the legal proceedings commenced against each of the Company and AMT USA nor does the Receiver have the legal capacity to defend such proceedings in the event that valid defences are available to such claims.

16. The appointment of RSM Richter as receiver of the Company is necessary to protect the interests of the Receiver as well as the other stakeholders of the Company by providing a court supervised process in which the claims against the Company may be determined and immediate steps may be taken to protect and preserve the assets of the Company and AMT USA to the benefit of all stakeholders of the Company.
17. The appointment of RSM Richter as receiver of the Company is just and convenient in the circumstances.
18. Section 101 of the CJA.
19. Rule 41 of the *Rules of Civil Procedure*.
20. RSM Richter has consented to act as receiver of the Company.
21. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this motion:

1. the Affidavit of Eric Rodier sworn April 20, 2007;
2. the Consent of RSM Richter to act as Receiver; and
3. such further and other evidence as counsel may advise and this Honourable Court may permit.

April 23rd, 2007

ThorntonGroutFinnigan LLP

Barristers and Solicitors
Canadian Pacific Tower
100 Wellington Street West
Suite 3200, PO Box 329
Toronto, ON M5K 1K7

Grant B. Moffat

L.S.U.C. #32380L 1D

Tel: (416) 304-0599

Fax: (416) 304-1313

Solicitors for RSM Richter Inc., in its capacity as Court-Appointed Receiver of Norshield Asset Management (Canada) Ltd., Norshield Investment Partners Holdings Ltd., Olympus United Funds Holdings Corporation, Olympus United Funds Corporation, Olympus United Bank and Trust SCC, Olympus United Group Inc., Norshield Capital Management Corporation and Honeybee Software Technologies Inc., and with no corporate or personal liability

RSM RICHTER INC.

Applicant

and

AMT INTERNATIONAL MINING CORPORATION

Respondent

Court File No.: *07CL6955*

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)
Proceeding commenced in Toronto

NOTICE OF APPLICATION

ThorntonGroutFinnigan LLP
Barristers and Solicitors
Suite 3200, Canadian Pacific Tower
100 Wellington Street West
P.O. Box 329
Toronto-Dominion Centre
Toronto, ON M5K 1K7

Grant B. Moffat (LSUC #32380L 1D)
Tel: (416) 304-0599
Fax: (416) 304-1313

Solicitors for RSM Richter Inc.