

Court File No.: SJM-8-15

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF SAINT JOHN

BETWEEN:

LONDON CAPITAL ADVISERS LTD.

Applicant

- and -

**ASIA PACIFIC GOLD MINING
INVESTMENTS LTD.**

Respondent

ORDER

UPON READING the Notice of Application filed on behalf of the Applicant and the materials filed in support thereof including the Affidavit of Julie Cook sworn on January 16, 2015, the Affidavit of Alexis Couture sworn on January 16, 2015, the Affidavit of Donna-Lee Kirkpatrick sworn on January 19, 2015 and the supplementary submissions received from Counsel for the Applicant by email;

UPON HEARING Stephen J. Hutchison, Counsel for the Applicant;

UPON HEARING David Mapley, Director of the Respondent;

AND UPON being satisfied it is appropriate to grant the Order sought;

AND FURTHER TO THE ORDER OF this Court issued on January 23, 2015 in this matter;

IT IS HEREBY ORDERED THAT:

1. Further to the requisition issued by the Applicant on December 3, 2014, as majority shareholder of the Respondent, a meeting of the shareholders of the

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Respondent shall be held at a time, place and date to be specified in a Notice of Meeting to be issued by the Applicant (the "Meeting").

2. Notice of the Meeting is to be given as follows:
 - (a) notice of the time and place of the Meeting (the "Notice of Meeting") shall be sent to the shareholders listed on the share register prepared by Integral Transfer Agent ("Integral") showing the shareholders of the Respondent as of November 28, 2014 (the "Register");
 - (b) the Applicant shall cause Integral to send the Notice of Meeting to all the shareholders listed on the Register not less than 21 days in advance of the Meeting;
 - (c) the Applicant shall send the Notice of Meeting to the directors of the Respondent and to the auditor of the Respondent, in each case not less than 21 days in advance of the Meeting. For the purposes of delivery of the Notice of Meeting to the directors and the auditor, communication by email is permitted;
 - (d) the Notice of Meeting will take the form of the notice attached hereto as Schedule "A"; and
 - (e) the Applicant shall request that the Notice of Meeting be published by the GXG First Quote Market as soon as possible.
3. The Meeting shall be conducted in accordance with the *Business Corporations Act*, SNB 1981, c. B-9.1 and the articles and by-laws of the Respondent.
4. The Respondent shall forthwith issue a press release in the form attached hereto as Schedule "B" to the GXG Markets, www.gxgmarkets.com and shall post the same on the Respondent's website, www.apgmi.co.uk.
5. The press release issued by the Respondent on January 19, 2015, which was posted to the Respondent's website, www.apgmi.co.uk and to the GXG Markets, www.gxgmarkets.com and distributed to various news agencies shall forthwith be

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retracted by the Respondent. The Respondent shall also proceed forthwith to retract a press release issued January 23, 2015, under the heading "Asia Pacific Gold Mining Investments Ltd – Suspension of Share Trading on the GXG," as it repeats the language from the January 19, 2015 press release.

6. The Applicant shall be authorized to seek the retraction of the January 19, 2015 press release and the January 23, 2015 press release referenced herein and any press releases made hereafter that are not authorized in accordance with the terms of this Order from the GXG Markets – www.gxgmarkets.com and third party news provider websites, who are requested to cooperate fully in all respects.

7. On an interim basis and pending the vote by the shareholders of the Respondent on resolution no. 2 as set out in the attached Notice of Meeting, this Court orders that;

- (a) effective immediately, Mr. Thomas Yi, businessman, is appointed to the Board of Directors of the Respondent;
- (b) no actions shall be taken by the Board of Directors of the Respondent except with unanimous consent and authorization of all directors of the Respondent; and
- (c) no further press releases shall be made by the Respondent or accepted for posting by the GXG Markets or other news agencies, without unanimous authorization by the full Board of Directors.

DATED at Saint John, New Brunswick, this 26TH day of January, 2015.



PETER J. GLENNIE

Justice of the Court of Queen's Bench
of New Brunswick

Schedule "A"

Asia Pacific Gold Mining Investments Ltd.

NOTICE OF MEETING

TO: The Shareholders, Directors and Auditor of Asia Pacific Gold Mining Investments Ltd.

TAKE NOTICE THAT pursuant to the requisition of London Capital Advisers Ltd. ("LCA"), the majority shareholder of Corporation, dated December 3, 2014 (the "Requisition"), and the Order of the Court of Queen's Bench of New Brunswick dated January 26, 2015, a special meeting of the Shareholders of the Corporation will be held at the Delta Hotel, 39 King Street, Saint John, New Brunswick, Canada on the 20th day of February, 2015 beginning at 10:00 a.m. (the "Special Meeting") to consider, and if deemed advisable, pass, with or without variation, the following resolutions:

1. To approve the audited financial statements of July 30, 2014 for the financial year 2013.
2. In accordance with the Requisition and , pursuant to s. 96(1) of the *Business Corporation Act*, SNB 1981, to remove the directors of the Company and to elect replacement directors from such person or persons as may be nominated at the meeting.
3. If determined necessary by the shareholders at the Special Meeting to ensure compliance by the Corporation as a Designated Global Issuer with Section 4.2 of the rules of the GXG Exchange, to approve the filing of articles of amendment to effect a reverse stock split (the "Stock Consolidation") of the Corporation's common shares by a ratio of 200:1 thereby changing every 200 common shares into one common share. The Stock Consolidation will result in the current issued share capital of 100 million shares, to be reduced to 500,000 shares with a paid-up capital per share of CAD 0.20 per share.
4. To approve a report to be provided at the meeting by the representative of LCA with respect to the private sale of shares in 2014.
5. To transact such further or other business as may properly come before the meeting.

Shareholders are invited to attend the Special Meeting.

PROXY

Shareholders who are unable to be present personally at the Special Meeting and wish to participate are requested to either i) complete, sign and return the accompanying form of proxy for use at the Special Meeting in accordance with the instructions on the proxy; or ii) to contact the undersigned to arrange for participation in the meeting via electronic means.

*Stewart McKelvey
c/o Alanna D. Waberski
44 Chipman Hill, Suite 1000
Saint John, New Brunswick E2L 4S6
Phone: 506-632-2792
awaberski@stewartmckelvey.com*

London Capital Advisers Ltd., as shareholder

Per: _____
Name:
Title:

**ASIA PACIFIC GOLD MINING INVESTMENTS LTD.
PROXY**

The undersigned shareholder of Asia Pacific Gold Mining Investments Ltd. hereby appoints _____, as the proxy of the undersigned to vote _____% of the shares of the said corporation held by the undersigned and to attend and act for and on behalf of the undersigned at the special meeting of the shareholders of the said corporation be held on _____, at any adjournment thereof to the same extent and with the same power and authority as if the undersigned were a shareholder of the said corporation.

DATED this _____ day of _____, 2015.

Signature of Shareholder: _____

Print Name: _____

NOTES:

1. A shareholder has the right to appoint a person to represent the shareholder at the meeting other than the management representatives designated in this proxy. Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint. Such other person need not be a shareholder.
2. To be valid, this proxy must be signed and deposited with Stewart McKelvey c/o Alanna D. Waberski 44 Chipman Hill, Suite 1000 Saint John, New Brunswick, E2L 4S6 Phone: 506-632-2792 Fax: 506-652-1989 awaberski@stewartmckelvey.com not later than 48 hours (excluding Saturdays and holidays) before the meeting, or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjourned meeting.
3. If an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed. If the shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
4. If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed or sent.
5. If a share is held by two or more persons, any one of them present or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of each share so held.

Schedule "B"**Asia Pacific Gold Mining Investments Ltd. Announces Order Issued by New Brunswick Court and Retraction of January 19th and January 23rd Announcements.**

www.apgmi.co.uk

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ASIA PACIFIC GOLD MINING INVESTMENTS LTD.
Registered in Canada, Co. # 66898196 Norwood Avenue, suite 214, Moncton, New Brunswick E1C 6L9
CANADA

January 23, 2015

APGMI UPDATE-

Asia Pacific Gold Mining Investments Ltd. ("APGMI") wishes to advise its shareholders that, following a hearing held on January 22, 2014 on the application of London Capital Advisers Ltd. ("LCA"), of Hong Kong, a shareholder of APGMI holding approximately 82% of the outstanding shares of APGMI, the Court of Queen's Bench of New Brunswick (the "Court") ordered that the press release issued by APGMI on January 19, 2015 and distributed to various news agencies and posted on the GXG Markets - www.gxgmarkets.com and the company website - www.apgmi.co.uk is to be retracted by APGMI. Further, the Court ordered that the press release issued by APGMI on January 23, 2015 under the heading "Asian Pacific Gold Mining Investments Ltd. – Suspension of Share Trading on the GXG" be retracted as it repeats the language from the January 19, 2015 press release. In accordance with such Order, APGMI hereby retracts the press release issued by APGMI on January 19, 2015 and the press release by APGMI on January 23, 2015 under the heading "Asia Pacific Gold Mining Investments Ltd – Suspension of Share Trading on the GXG."

On the interim basis, and pending the upcoming shareholder's meeting, the Court has appointed Mr. Thomas Yi, businessman to the Board of Directors of APGMI and has ordered that no actions shall be taken by the board of directors of the Respondent except with unanimous consent and authorization of all directors of the Respondent.

The content of this release has been reviewed and approved by the Court, the current directors of APGMI and LCA.

The Board of Directors
Asia Pacific Gold Mining Investments Ltd.