IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: US MAGNESIUM LLC,[1] Debtor.	Chapter 11 Case No. 25-11696 (BLS)

DEBTOR'S MOTION FOR AN ORDER (A) AUTHORIZING THE POST-PETITION USE OF CASH COLLATERAL; (B) GRANTING ADEQUATE PROTECTION; AND (C) GRANTING RELATED RELIEF

US Magnesium LLC ("USM" or the "Debtor"), debtor and debtor-in-possession in the above-captioned case, hereby moves (the "Motion"), pursuant to sections 105, 361, and 363 of title 11 of the U.S. Code (the "Bankruptcy Code") and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtor to use cash collateral to fund the Debtor's post-petition liquidation as set forth below:

a) authorizing the Debtor to use the cash collateral of Wells Fargo Bank, National Association ("Wells Fargo"), which use shall be limited to $400,000.00 (the "Authorized Amount") an interim basis for Authorized Disbursements (as defined below), and subject to an agreed budget on an final basis;

b) providing limited adequate protection to Wells Fargo for the use of cash collateral, solely in the form of an equivalent increase in the Pre-Petition Loan Obligations[2] secured by Wells Fargo's existing Pre-Petition Liens on Pre-Petition Collateral; and

c) granting related relief.

In support of this Motion, the Debtor respectfully states as follows:

[1] The last four digits of the Debtor's federal tax identification number are 5446. The Debtor's address is 238 N 2200 W, Salt Lake City, Utah 84116.

[2] Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them as in the Interim DIP Orders.

JURISDICTION

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these proceedings and the Motion is proper under 28 U.S.C. § 1408.

2. The statutory bases for the relief requested herein are sections 105, 361, and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001, and 9014.

BACKGROUND

A. General Background

3. On September 10, 2025 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtor has managed its affairs as a debtor in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

4. On September 23, 2025, the Office of the United States Trustee (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors in the Chapter 11 Case (the "Creditors' Committee"). See Dkt. No. 70. As of the date hereof, no trustee or examiner, has been appointed in the Chapter 11 Case.

5. Additional details regarding the Debtor's business, assets, capital structure, and the circumstances leading to the filing of this case are set forth in the *Declaration of Ron Thayer in Support of First Day Motions* (the "First Day Declaration").

B. Wells Fargo Prepetition Secured Indebtedness

6. USM, as borrower, and Wells Fargo Bank, National Association ("Wells Fargo"), as lender, are party to that certain Loan and Security Agreement, dated June 24, 2002, as amended from time to time, currently through that certain Forbearance Agreement and Amendment No. 42

to Loan and Security Agreement dated as of February 19, 2025 (as may be further amended, supplemented, or otherwise modified from time to time, the "Prepetition Credit Agreement"). The obligations arising under the Prepetition Credit Agreement are secured by substantially all of the assets of the Debtor other than owned real property (the "Collateral"). As of the Petition Date, the Debtor has approximately $67 Million, including a Letter of Credit limit of $821,588.00, in total funded debt obligations under the Prepetition Credit Agreement.

C. The DIP Financing and Interim DIP Orders

7. Upon Motion by the Debtor, the Court approved proposed DIP Financing pursuant to the *Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Granting Adequate Protection; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 32] (the "First Interim Order"), the *Second Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 240] (the "Second Interim Order"), the *Third Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 325] (the "Third Interim Order"), and the *Fourth Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V)*

Granting Related Relief [D.I. 416] (the "Fourth Interim Order," and together with the First Interim Order, Second Interim Order and Third Interim Order, the "Interim DIP Orders").

8. Pursuant to the Interim DIP Orders, the Debtor has stipulated that, as of the Petition Date, the Debtor was justly and lawfully indebted and liable to Wells Fargo for the Pre-Petition Loan Obligations, which are secured by the Pre-Petition Liens on the Pre-Petition Collateral.

9. The advances made to the Debtor under the Interim DIP Order were recently re-paid pursuant paragraph 49 of the Order (D.I. 583) approving the Sale Transaction (as defined below).

D. The Lithium Sale

10. On December 22, 2025, the Court entered the *Order (A) Approving the Private Sale of Certain of Debtor's Assets Free and Clear of Liens, Claims and Encumbrances, with such Interest to Attach to Their Proceeds, and (B) Granting Related Relief* [D.I. 408] (the "Lithium Sale Order"), pursuant to which the Court approved the Debtor's sale of certain lithium carbonate (the "Lithium Sale"), which lithium carbonate assets constitute Pre-Petition Collateral of Wells Fargo.

11. The cash proceeds of the Lithium Sale, together with all other cash (or cash equivalent) proceeds of Pre-Petition Collateral constitute Wells Fargo's "Cash Collateral" (as defined in section 363(a) of the Bankruptcy Code) (the "Cash Collateral").

E. Sale of Assets to FFSL

12. On February 5, 2026, the Court entered the *Order (A) Approving the Purchase Agreement Between the Debtor and the Successful Bidder, (B) Authorizing the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, And (C) Granting Related Relief* (D.I. 583) authorizing the sale of certain assets (the "Sale Transaction") to The Utah Division of Forestry, Fire, and State Lands ("FFSL"). On February 6, 2026, the

Debtor and FFSL closed on the Sale Transaction. Following the closing of the Sale Transaction, the Debtor remains in possession of the Collateral that were not subject to the Sale Transaction including: equipment, brine, salts and lithium ore.

F. The Liquidation of Assets

13. Since the Petition Date, the Debtor has sought to liquidate the Collateral, including the sale of lithium carbonate. On December 22, 2025, the Court entered the Order (A) Approving the Private Sale of Certain of Debtor's Assets Free and Clare of Liens, Claims and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief. (the "Lithium Sale Order") [D.I. 408]. Pursuant to the Lithium Sale Order, the proceeds from the sale are subject to the liens and interests of Wells Fargo (the "Cash Collateral").

14. The Debtor files this instant motion requesting authorization to use the Cash Collateral. Wells Fargo has consented to the use of the Cash Collateral pursuant to the budget ("Budget") referenced further below and attached hereto as Exhibit A.

BASIS FOR RELIEF REQUESTED

15. The Debtor, pursuant to section 363(c)(2) of the Bankruptcy Code, hereby requests authority, on and interim and final basis, to use Cash Collateral to pay certain approved expenses of liquidating its remaining assets during the pendency of this Chapter 11 Case.

16. Specifically, pending a final hearing, the Debtor requires immediate interim use of Cash Collateral, subject to a limit of $400,000, for the following expenses (the "Authorized Disbursements"): a) Debtor's payroll and payroll expenses, including payroll taxes, medical benefits, and insurance; b) the compensation of the Debtor's independent manager; and c) an advance deposit for the Debtor's liquidation project manager. Wells Fargo consents to the Debtor's use of its Cash Collateral to pay the Authorized Disbursements, subject to the terms for

forth in the proposed interim Order (the "Proposed Interim Cash Collateral Order") attached hereto as Exhibit B.

17. As adequate protection of Wells Fargo's interests, the Debtor proposes that the amount of Cash Collateral actually used by the Debtor for Authorized Expenditures (but subject to the limit of the $400,000.00 Authorized Amount) shall for all purposes, and without recourse, increase the amount of Pre-Petition Obligations secured by the Pre-Petition Liens on Pre-Petition Collateral. Accordingly, the only adequate protection being provided to Wells Fargo for the use of its Cash Collateral is in the form of a pre-petition claim secured by Wells Fargo's existing pre-petition Collateral. No replacement liens on unencumbered assets, or superpriority administrative expense claims are being provided. The Debtor believes that this approach is fair to unsecured creditors, as Wells Fargo will not receive any liens or priority claim to be paid from unencumbered cash proceeds of the FFSL Sale Transaction.

18. The Debtor's use of property of the estate is governed by section 363 of the Bankruptcy Code, which provides in pertinent part:

> If the business of the debtor is authorized to be operated under section 721, 1108, 1203, 1204, or 1304 of this title and unless the court orders otherwise, the [debtor-in-possession] may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing.

S.C. § 363(c)(1).

19. Section 363(c)(2) permits the debtor in possession to use, sell, or lease cash collateral only if either (i) each entity that has an interest in such cash collateral consents; or (ii) the court, after notice and hearing, authorizes such use, sale, or lease in accordance with the provisions of this section. 11 U.S.C. § 363(c)(2). If the secured creditor does not consent to the use of its cash collateral, the Court can authorize the debtor to use such cash collateral under

section 363(c)(2)(B) if the court determines that the debtors has provided "adequate protection" of the secured creditors' interests. 11 U.S.C. § 363(e).

20. What constitutes adequate protection is decided on a case-by-case basis, and it can come in various forms, including payment of adequate protection fees, payment of interest, granting of replacement liens and administrative claims. *See In re Columbia Gas Sys., Inc.,* 1992 WL 79323, at *2 (Bankr. D. Del. Feb. 18, 1992); *In re Masella,* 195 B.R. 277, 289 (Bankr. S.D.N.Y. 1996) ("the determination of adequate protection is a fact-specific inquiry ... left to the vagaries of each case"); *see also In re Realty Southwest Assocs.,* 140 B.R. 360 (Bankr. S.D.N.Y. 1992); *In re Beker Indus. Corp.,* 58 B.R. 725, 736 (Bankr. S.D.N.Y. 1986) (the application of adequate protection "is left to the vagaries of each case, but its focus is protection of the secured creditor from diminution in the value of its collateral during the reorganization process") (citation omitted); *see also In re Continental Airlines Inc.,* 154 B.R. 176, 180-181 (Bankr. D. Del. 1993).

21. Section 361 of the Bankruptcy Code sets forth three means by which adequate protection may be provided: (i) periodic payments; (ii) additional or replacement liens; and (iii) such other relief as will result in the realization of the "indubitable equivalent" of the entity's interest. *See* 11 U.S.C. § 361. Section 361 clearly provides a non-exhaustive list of forms of adequate protection, and the courts considering adequate protection have considered it "a concept which is to be decided flexibly on the proverbial 'case-by-case' basis." *In re O'Connor*, 808 F.2d 1393 (10^{th} Cir. 1987) (*citing In re Martin*, 761 F.2d 472 (8^{th} Cir. 1985)); *In re Swedeland Development Group, Inc.*, 16 F.3d 552 (3d Cir. 1994) (discussing the "last possibility [section 361(3)] is regarded as a catch all, allowing courts discretion in fashioning the protection provided to a secure party. Therefore, a determination of whether there is adequate protection is made on a case by case basis").

22. The value of the lender's interest to be protected is the value of the interest on the date that the request for protection is made. *In re O'Connor*, 808 F.2d at 1397. In connection with the concept of adequate protection, a pre-petition creditor is to be provided with the same level of protection it enjoyed pre-petition since it is entitled to retain the benefit of its pre-bankruptcy bargain. *In re Swedeland*, 16 F.3d 552 (3d Cir. 1994). However, "[t]here may be situations in bankruptcy where giving a secured creditor an absolute right to his bargain may be impossible or seriously detrimental to the bankruptcy laws. Thus, this section recognizes the availability of alternate means of protecting a secured creditor's interest." *In re Briggs Transportation Company*, 780 F.2d 1339 (8th Cir. 1986) (citing to the legislative history of section 361). "It is expected that the courts will apply the concept in light of facts of each case and general equitable principles." *Id.*

23. In this case, access to the cash collateral is critical to the Debtor's ability to fund the liquidation efforts of its remaining assets. As set forth above and in the Proposed Interim Cash Collateral Order, Wells Fargo will only receive adequate protection for the use of its Cash Collateral in the form of a Pre-Petition Loan Obligation secured by Pre-Petition Collateral. The Debtor believes that this approach is beneficial to the estate, and entirely fair to unsecured creditors, as Wells Fargo will not receive any replacement liens on unencumbered assets, and is not being granted any priority claim to be paid from unencumbered cash proceeds of the FFSL Sale Transaction.

24. Absent immediate use of cash collateral for its continuing liquidation operations, the Debtor will be unable to pay essential operating expenses and may therefore be unable to continue its efforts to liquidate the Collateral.

25. Accordingly, the Debtor requests that, pending a final hearing, the Court schedule an interim hearing on this Motion for the existing omnibus hearing date of February 18, 2026 at 11:00 a.m.

26. Pursuant to Bankruptcy Rule 4001(b)(2) and Local Bankruptcy Rule 4001-2, the Debtor also requests that the Court schedule a final hearing on its request for use of cash collateral. The Debtor intends to file a proposed final order and corresponding budget for approved uses of cash collateral in advance of the final hearing.

NOTICE

27. Notice of this Motion is being provided to the following parties: (a) the Office of the United States Trustee for Region 3, serving the District of Delaware; (b) Counsel to the Committee; (c) the Debtor's twenty (20) largest unsecured creditors; (d) the Office of the United States Attorney for the District of Delaware; (e) Counsel to Wells Fargo; and (e) all parties who are entitled to receive notices in this Chapter 11 Case pursuant to Bankruptcy Rule 2002.. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests that the Court:

A. Conduct an interim hearing on this Motion on February 18, 2026, at 11:00 a.m., in accordance with sections 105, 361, and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001, and 9014;

B. At the interim hearing, determine that the Debtor has given adequate notice of the interim hearing on the approval of the use of cash collateral as to content, persons, and time;

C. At the interim hearing, grant the Motion on an interim basis pending a final hearing;

D. At the interim hearing, enter the Interim Cash Collateral Order approving the use of cash collateral as set forth herein on an interim basis for cause shown;

E. At the interim hearing, authorize the Debtor, immediately and on an ongoing basis, Cash Collateral, in amount not to exceed $400,000, to pay the Authorized Disbursements;

F. At the interim hearing, set this Motion for a final hearing upon due notice, in accordance with sections 105, 361, and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001, and 9014; and

G. Grant such other and further relief as the Court deems just and proper.

Dated: February 13, 2026

GELLERT SEITZ BUSENKELL &
BROWN, LLC

/s/ Michael Busenkell
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Counsel to the Debtor and Debtor-in-Possession

EXHIBIT A

Collateral Recovery Budget
February - October 2026

	February	March	April	May	June	July	August	September	October	Total
Sales										
Lithium sales	$ 7,800,000									$ 7,800,000
Magnesium In Warehouse $2.50/lb			$ 400,000							$ 400,000
Turbine sale	$ 7,000,000									$ 7,000,000
	$ 14,800,000	$ -	$ 400,000	$ -	$ -	$ -	$ -	$ -	$ -	$ 15,200,000
										-
Sales Requiring Plant Personnel										
Magnesium at Plant (Blended price)	$ -	$ 1,400,000	$ 1,400,000							$ 2,800,000
Equipment - misc	$ -	$ -	$ 800,000	$ 800,000	$ 800,000	$ 800,000	$ 800,000	$ 800,000	$ 175,000	$ 4,975,000
Total	$ -	$ 1,400,000	$ 2,200,000	$ 800,000	$ 800,000	$ 800,000	$ 800,000	$ 800,000	$ 175,000	$ 7,775,000
Magnesium chloride										
quantity - st	3,000	4,000	8,000	15,000	20,000	25,000	30,000	30,000	30,000	165,000
price - st	$ 30	$ 30	$ 30	$ 30	$ 30	$ 30	$ 30	$ 30	$ 30	$ 30
sales $	90,180	120,240	240,480	450,900	601,200	751,500	901,800	901,800	901,800	4,959,900
less royalty (.05 per sales $)	(4,509)	(6,012)	(12,024)	(22,545)	(30,060)	(37,575)	(45,090)	(45,090)	(45,090)	(247,995)
Net magnesium chloride	$ 85,671	$ 114,228	$ 228,456	$ 428,355	$ 571,140	$ 713,925	$ 856,710	$ 856,710	$ 856,710	$ 4,711,905
Sodium Chloride										
quantity - st	75,000	75,000	200,000	200,000	300,000	300,000	400,000	400,000	400,000	2,350,000
price	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45	$ 4.45
sales $	333,413	333,413	889,100	889,100	1,333,650	1,333,650	1,778,200	1,778,200	1,778,200	10,446,925
less royalty (.9455 per ton)	(70,913)	(70,913)	(189,100)	(189,100)	(283,650)	(283,650)	(378,200)	(378,200)	(378,200)	(2,221,925)
Net sodium chloride	$ 262,500	262,500	700,000	700,000	1,050,000	1,050,000	1,400,000	1,400,000	1,400,000	8,225,000
Net Sales Funded to be Funded By Budget	$ 348,171	$ 1,776,728	$ 3,128,456	$ 1,928,355	$ 2,421,140	$ 2,563,925	$ 3,056,710	$ 3,056,710	$ 2,431,710	$ 20,711,905
Expense Category										
Payroll	103,532	98,032	98,032	-	-	-	-	-	-	299,596
Benefits (42% of payroll)	43,484	41,174	41,174	-	-	-	-	-	-	125,831
Independent Contractor (1099)				118,619	118,619	118,619	44,905	44,905	44,905	490,570
Retention/Bonus 50%			149,798	-	-	-	-	-	-	149,798
Independent Manager	25,000	25,000	25,000	-	-	-	-	-	-	75,000
Chief Liquidation Officer	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	450,000
Rent	-	-	-	200,000	200,000	200,000	200,000	200,000	200,000	1,200,000
Electricity	52,000	52,000	52,000	52,000	52,000	52,000	52,000	52,000	52,000	468,000
Natural gas	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	13,500
Skull Valley electricity	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	40,500
Fuel	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	45,000
Supplies	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	45,000
General & Administrative support	-	-	-	25,000	25,000	25,000	25,000	25,000	25,000	150,000
Other Miscellaneous	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	225,000
Total expenses	315,016	307,206	457,004	486,619	486,619	486,619	412,905	412,905	412,905	3,777,795
Net Income	$ 33,155	$ 1,469,522	$ 2,671,452	$ 1,441,736	$ 1,934,521	$ 2,077,306	$ 2,643,805	$ 2,643,805	$ 2,018,805	$ 16,934,110
Headcount	10	9	9	9	9	9	4	4	4	

Key Assumptions:
Liquidating Plan effective date May 1
Liquidation of lithium and magnesium inventory along with turbine and equipment require nominal cost to be absorbed by Estate
Budget assumes "normal operation" to liquidate. Alterrnatives include potential outsource or bulk sale(s)
Sales levels ramp up materially after 60 days and continue to grow monthly by multiple
6 months in labor cost cut by 60% while sales volume 5x-10x higher than current levels
Equipment costs and related maintenance unknown
Skull Valley venture remains in place throughout timeline

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
US MAGNESIUM LLC,[1]	)	Case No. 25- 11696
Debtor.	)	
	)	RE: Doc. No.

**ORDER (A) AUTHORIZING THE DEBTOR'S USE OF
CASH COLLATERAL AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the "Motion") of the above-captioned debtor and debtor in possession (the "Debtor") in the above-referenced chapter 11 case (the "Chapter 11 Cases), for entry of an order (this "Order"), pursuant to sections 105, 361, 362, 363, and 552 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 4001 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 4001-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), for the Debtor to use cash collateral as defined in section 363 of the Bankruptcy Code (the "Cash Collateral"), solely in accordance with the terms of this Order, upon which the Prepetition Secured Party has asserted a perfected security interest and liens; and the Hearing having been held by this Court; and pursuant to Bankruptcy Rule 4001 and Local Rule 4001-2, due and sufficient notice of the Motion and the relief sought at the Hearing having been given under the particular circumstances by the Debtor; this Court having considered the Motion and all pleadings related thereto, including the record made by the Debtor at the Hearing; and all objections, if any, to the relief requested in the Motion having been

[1] The last four digits of the federal tax identification number of US Magnesium LLC (the "Debtor") are 5446. The Debtor's address is 238 N 2200 W, Salt Lake City, Utah 84116.

withdrawn, resolved, or overruled by this Court; after due deliberation and consideration, and good and sufficient cause appearing therefor:

THIS COURT HEREBY FINDS AS FOLLOWS:

A. On September 10, 2025 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is continuing to operate its business and manage its property as Debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. On September 23, 2025, the Office of the U.S. Trustee appointed the Official Committee of Unsecured Creditors in the Chapter 11 Cases (the "Committee") [Doc. No. 70].

C. The Court has previously entered the *Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Granting Adequate Protection; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 32] (the "First Interim Order"), the *Second Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 240] (the "Second Interim Order"), the *Third Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V) Granting Related Relief* [D.I. 325] (the "Third Interim Order"), and the *Fourth Interim Order (I) Authorizing the Debtor to (A) Obtain Postpetition Financing, and (B) Grant Senior Secured*

Priming Liens and Superpriority Administrative Expense Claims; (II) Authorizing the Use of Cash Collateral; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling Final Hearing; and (V) Granting Related Relief [D.I. 416] (the "Fourth Interim Order," and together with the First Interim Order, Second Interim Order and Third Interim Order, the "Interim DIP Orders").

D. Pursuant to the Interim DIP Orders, the Debtor has stipulated that, as of the Petition Date, the Debtor was justly and lawfully indebted and liable to the Lender[2] for the Pre-Petition Loan Obligations (as defined in the Interim DIP Orders), which are secured by the Pre-Petition Liens on the Pre-Petition Collateral.

E. On February 5, 2026, the Court entered the *Order (A) Approving the Purchase Agreement Between the Debtor and the Successful Bidder, (B) Authorizing the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, and (C) Granting Related Relief* [D.I. 583] (the "Sale Order").

F. The advances made to the Debtor under the Interim DIP Order were recently re-paid pursuant paragraph 49 of the Sale Order.

G. On December 22, 2025, the Court entered the Order (A) Approving the Private Sale of Certain of Debtor's Assets Free and Clear of Liens, Claims and Encumbrances, with such Interest to Attach to Their Proceeds, and (B) Granting Related Relief [D.I. 408] (the "Lithium Sale Order"), pursuant to which the Court approved the Debtor's sale of certain lithium carbonate (the "Lithium Sale"), which lithium carbonate assets constitute Pre-Petition Collateral of the Lender.

[2] Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them as in the Motion.

H. The cash proceeds of the Lithium Sale, together with all other cash (or cash equivalent) proceeds of Pre-Petition Collateral constitute the Lender's "Cash Collateral" (as defined in section 363(a) of the Bankruptcy Code).

I. Notice of this relief was provided by the Debtor to: (i) the U.S. Trustee; (ii) counsel to the Committee; (iii) the Prepetition Secured Party; and (iv) all other parties, as of the filing of the Motion, entitled to notice pursuant to Bankruptcy Rule 2002. Given the nature of the relief sought, the Court concludes that sufficient and adequate notice of the Hearing has been given pursuant to Bankruptcy Rules 2002, 4001(b), 4001(d), and 9014 of the Bankruptcy Code and section 102(1) of the Bankruptcy Code as required by sections 361 and 363 of the Bankruptcy Code, and that, given the exigent circumstances presented by the Motion, no further notice of, or hearing on, the Motion being required, and that the relief sought at the Hearing being granted herein is necessary or required.

J. Consideration of the Motion constitutes a "core proceeding" pursuant to 28 U.S.C. §§ 157(b)(2)(A), (B), (D), (M), and (O). This Court has jurisdiction over this proceeding and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012.

K. Under the circumstances, good, adequate, and sufficient cause has been shown to justify entry of this Order.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:[3]

1. The Motion is granted to the extent set forth herein. Any objection to, or reservation of rights regarding, the entry of this Order to the extent not withdrawn or resolved is hereby overruled.

2. Subject to the terms and conditions of this Order, the Court hereby authorizes the Debtor to use the Cash Collateral in the sum of $400,000 (the "Authorized Amount"), solely for the authorized disbursements set forth at **Exhibit A** (the "Authorized Disbursements"). The Debtor shall not be entitled to use Cash Collateral in excess of the Authorized Amount, which use shall be limited to the Authorized Disbursements.

3. The amount of Cash Collateral actually used by the Debtor for Authorized Expenditures (but subject to the limit of the Authorized Amount) shall for all purposes, and without recourse, increase the amount of Pre-Petition Obligations secured by the Pre-Petition Liens on Pre-Petition Collateral.

4. The Debtor's authorization to use the Cash Collateral pursuant to this Order shall terminate on the earliest to occur of (a) the dismissal of the Chapter 11 Cases or the conversion of the Chapter 11 Cases to cases under chapter 7 of the Bankruptcy Code; (b) the appointment or election of a trustee, examiner with expanded powers, or any other representative with expanded powers; (c) the occurrence of the effective date or consummation date of a plan of reorganization for the Debtor; (d) the entry of an order of this Court reversing, staying vacating, or otherwise modifying in any material respect the terms of this Order. On and after the occurrence of a termination event specified in Clauses (a) through (d) above, the Debtor shall, within two business days, cease using the Cash Collateral absent the written consent of the Lender.

[3] Pursuant to Bankruptcy Rule 7052, findings of fact shall be construed as conclusions of law shall be construed as findings of fact.

5. The Debtor is authorized and directed to perform all acts and to make, execute, and deliver any and all instruments as may be reasonably necessary to implement the terms and conditions of this Order and the transactions contemplated hereby.

6. The terms of this Order shall be valid and binding upon the Debtor, all creditors of the Debtor, and all other parties in interest from and after the entry of this Order by this Court. In the event this Court stays, modifies, or vacates any of the provisions of this Order following any further hearing, such modifications, stays, or vacation shall not affect the rights of the Lender granted pursuant to this Order.

7. This Order shall take effect immediately upon entry hereof, and, notwithstanding anything to the contrary contained in Bankruptcy Rules, including Bankruptcy Rule 4001(a)(3), there shall be no stay of execution of effectiveness of this Order.

EXHIBIT A

1. The Authorized Disbursements (which are limited to the Authorized Amount of $400,000) are:
   a. Debtor's payroll and payroll expenses, including payroll taxes, medical benefits, and insurance;
   b. the compensation of the Debtor's independent manager; and
   c. an advance deposit for the Debtor's liquidation project manager.