



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

FERNANDO GAMBOA,)
individually and on behalf of all)
others similarly situated,)
)
Plaintiff,)

v.)

PARAMOUNT GOLD AND)
SILVER CORP., et al.,)
)
Defendants.)

C.A. No. 10499-VCN

JERRY PANNING, On Behalf of)
Himself and All Others Similarly)
Situating,)
)
Plaintiff,)

v.)

PARAMOUNT GOLD AND)
SILVER CORP., et al.,)
)
Defendants.)

C.A. No. 10507-VCN

JONAH WEISS, IRA, Individually)
and on Behalf of All Others)
Similarly Situated,)
)
Plaintiff,)

v.)

CHRISTOPHER CRUPI, et al.,)
)
Defendants.)

C.A. No. 10517-VCN

**[PROPOSED] ORDER FOR CONSOLIDATION AND
APPOINTMENT OF LEAD COUNSEL, EXECUTIVE
COMMITTEE, AND DELAWARE COUNSEL**

It appearing that the above-captioned actions involve the same subject matter and the administration of justice would be best served by consolidating the actions,

IT IS HEREBY ORDERED this ____ day of _____, 2015:

1. The above-captioned actions shall be consolidated for all purposes.
2. Hereafter, papers need only be filed in Civil Action No. 10499-VCN.
3. The consolidated case caption shall be:

IN RE PARAMOUNT GOLD AND) CONSOLIDATED
SILVER CORP. STOCKHOLDERS) C.A. No. 10499-VCN
LITIGATION)

4. The law firms of RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 and LEVI & KORSINSKY LLP, 733 Summer Street, Suite 304, Stamford, CT 06901 are designated as Lead Counsel for Plaintiffs. Defendants take no position on the identity of Lead Counsel.

5. The law firms of KAHN SWICK & FOTI LLP, 206 Covington Street, Madisonville, LA 70447, FARUQI & FARUQI, LLP, 369 Lexington Ave., Tenth Floor, New York, NY 10017, and LIFSHITZ & MILLER, 821 Franklin Avenue, Suite 209, Garden City, NY 11530 are hereby appointed to an Executive Committee of Plaintiffs' Counsel for the Consolidated Action.

6. The law firm of RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 is designated as Liaison Counsel for Plaintiffs.

7. All papers and documents previously served and filed in any of the cases consolidated herein are deemed a part of the record in the consolidated action. The Verified Amended Class Action Complaint filed in *Alston v. Paramount Gold and Silver Corp., et al.*, Civil Action No. 10531-VCN on January 23, 2015 is hereby deemed the operative complaint in the Consolidated Action and shall supersede all previous complaints filed in any of the above-captioned actions or any other action subsequently consolidated herewith. Defendants need not respond to the complaints filed in the constituent actions, and Plaintiffs shall file a Consolidated Amended Complaint as soon as practicable. Defendants need not respond to the discovery requests, motions for expedition, or motions for preliminary injunction served or filed in the constituent actions; Plaintiffs shall designate operative discovery requests and an operative motion for expedition as soon as practicable.

8. Plaintiffs' Lead Counsel shall set policy for Plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by Plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of Plaintiffs the initiation and conduct of discovery

proceedings, and provide direction, supervision, and coordination of all the activities of Plaintiffs' counsel.

9. Plaintiffs' Lead Counsel shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as the Plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of Plaintiffs' counsel as they deem necessary and appropriate from time to time;
- g. conduct any and all settlement negotiations with counsel for the defendants;
- h. coordinate and direct the preparation for trial and trial of this matter, and delegate work responsibilities to selected counsel as may be required; and
- i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

10. This Order shall apply to this consolidated action and any future-filed

actions relating to the subject matter of this case. When a case that properly belongs as part of the consolidated action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing or transfer of any case which might properly be consolidated as part of the consolidated action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 56776242

Current Date: Feb 18, 2015

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Noble, John

/s/ **Judge Noble, John**