

CLERK'S STAMP

COURT FILE NUMBER 2001-05630

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION OF THE DOMINION RESIDUAL ASSET TRUST

DOCUMENT **APPLICATION (DISTRIBUTION, DISCHARGE OF MONITOR)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street SW
Calgary, AB T2P 4K7

Attention: Chris Simard / Kelsey Meyer
Telephone No.: 403-298-4485 / 403-298-3323
Fax No.: 403-265-7219
Client File No.: 76142-10

NOTICE TO THE RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date: Friday, February 4, 2022
Time: 1:30 p.m. Mountain Time
Where: Calgary Courts Centre
Before: The Honourable Madam Justice K.M. Eidsvik

Go to the end of this document to see what you can do and when you must do it.

Remedy or Claim Sought

1. FTI Consulting Canada Inc., in its capacity as the court-appointed monitor (the "**Monitor**") of Dominion Diamond Mines ULC ("**DDM**"), Dominion Diamond Delaware Company LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, Dominion Finco Inc. and Dominion Diamond Marketing Corporation (collectively, the "**Applicants**"), in accordance with the initial order granted on April 22, 2020 (as amended and restated, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36 (the "**CCAA**"), and in accordance with the Order (Expansion of Monitor's Powers) granted on January 27, 2021 (the "**EMP Order**") in the within proceedings (the "**CCAA Proceedings**"), seeks the following:
 - a. an Order substantially in the form attached hereto as **Schedule "A"**:
 - i. declaring service of this application and of the Seventeenth Report of the Monitor dated January 17, 2022 (the "**Seventeenth Report**") good and sufficient, and abridging the time for notice of this application to the time actually given, if necessary;
 - ii. authorizing and directing the Monitor, in its capacity as Trustee of the Creditors' Trust (as defined in the (as defined in the Reverse Vesting Order granted November 16, 2021 in this Action), to distribute the proceeds of the estate of the Applicants, in one or more separate distributions, net of all final costs of the estate, and in accordance with statutory priorities and court-ordered charges, to Wilmington Trust, National Association, as the notes collateral agent (the "**2L Trustee**") on behalf of the senior secured second lien noteholders (the "**Second Lien Lenders**"); and
 - iii. upon the making of such distribution, terminating the Creditors' Trust (as defined in this Court's November 16, 2021 reverse vesting order approving the RVO Transaction);
 - b. an Order substantially in the form attached hereto as **Schedule "B"**:
 - i. approving the Seventeenth Report and the activities of the Monitor as set out in the Seventeenth Report;
 - ii. approving the professional fees, disbursements and other charges of the Monitor and of its legal counsel as reported in the Seventeenth Report, including expected professional fees, disbursements and other charges to conclude this proceeding;
 - iii. discharging the Monitor in its capacity as Monitor of the Applicants, and in its capacity as Trustee of the Creditors' Trust, save and except for certain duties and obligations set out in the form of Order sought, with such discharge to become effective upon the Monitor filing a certificate as contemplated in the form of Order attached hereto as Schedule "B";

- iv. terminating these CCAA proceedings upon the Monitor filing the said certificate; and
 - v. authorizing the Monitor to destroy the Applicants' books and records no earlier than 30 days after filing the said certificate, subject to preserving such records as required by statute; and
- c. such further and other relief as this Honourable Court deems appropriate.

Grounds for making this Application

Background

2. On April 22, 2020, this Court granted the Initial Order commencing the CCAA Proceedings. The Initial Order appointed FTI Consulting Canada Inc. as Monitor and established a stay of proceedings in favour of the Applicants until May 2, 2020 (the "**Stay Period**"). On September 18, 2020, Dominion Diamond Marketing Corporation was added as an applicant in the CCAA Proceedings.
3. The Stay Period was subsequently extended by further Orders of the Court, and was most recently extended until March 4, 2022.
4. On November 4, 2020, this Court granted an Order (Approval of Monetization Process) approving a monetization process to govern the disposition of DDM's share of production from the Diavik Diamond Mine located in the North Slave Region of the Northwest Territories.

The Sales and Marketing Processes and Efforts

5. On June 19, 2020, this Court granted the SARIO that, among other things, approved a sale investment solicitation process ("**SISP**") to be implemented by the Applicants' financial advisor, Evercore Group LLC ("**Evercore**"), with the oversight of the Monitor.
6. The SISP had been preceded by three strategic review processes aimed at, among other things, soliciting the sale of the Applicants' assets to a third party. The first two of these strategic processes were undertaken by the Applicants with the assistance of a bank-owned financial advisor in each of 2015 and 2016 and did not result in a sale. The third strategic process was undertaken in 2017 and resulted in one formal offer to acquire the company, being the offer made by Washington Diamond Investments, LLC ("**Washington**"), which thereby became the equity owner of the Applicants.
7. The SISP, which represented the fourth strategic process aimed at the sale of the Applicants' assets, was implemented by Evercore, with the oversight of the Monitor, over a five month period, from the commencement of these CCAA proceedings on April 22, 2020 to the formal commencement of the SISP on June 19, 2020, through to the expiry of the Second Extended Phase 2 Deadline under the SISP on September 15, 2020.
8. The SISP did not result in a qualified bid, other than that of Washington as a stalking horse bidder.

9. On October 9, 2020, the Applicants announced that their court application scheduled for October 14, 2020 for approval of the transaction contemplated by the stalking horse bid would not be proceeding due to an impasse between Washington and Dominion's surety bond issuers regarding an agreement relating to a material closing condition with respect to the stalking horse bid.
10. The Applicants worked diligently with the assistance of its legal counsel and Evercore, and in consultation with the Monitor, to assess all available options. The Applicants' efforts in this regard involved discussions with numerous stakeholders, including Credit Suisse AG, Cayman Islands Branch, in its capacity as administrative agent of the lenders (the "**First Lien Lenders**") under the Pre-Filing Credit Agreement (in such capacity, the "**1L Agent**"), the members of the senior secured second lien noteholders group (the "**Ad Hoc Group**"), the Government of the Northwest Territories ("**GNWT**"), Dominion's surety bond issuers, and others.
11. As a result of those efforts, on December 11, 2020, this Court granted an approval and vesting order which approved an asset purchase agreement dated as of December 6, 2020 (the "**Purchase Agreement**") in relation to a going-concern sale transaction (the "**Sale Transaction**") between certain of the Applicants, as vendors, and DDJ Capital Management, LLC and Brigade Capital Management, LP, being members of the Ad Hoc Group, as purchasers (collectively, the "**Bidders**"). The Sale Transaction between certain of the Applicants and Arctic Canadian Diamond Company Ltd., the entity designated by the Bidders in accordance with the Purchase Agreement ("**ACDC**"), closed on February 3, 2021.
12. Certain assets of the Applicants were not included in the Sale Transaction. In particular (and among other things), the Sale Transaction did not result in the sale of the right, title or interest of DDM in its 40% working interest in the Diavik Diamond Mine pursuant to the Joint Venture Agreement dated March 23, 1995 (the "**JVA**") originally entered into between Aber Resources Limited and Kennecott Canada Inc. as of March 23, 1995, as amended from time to time, with the current parties thereto being DDM and Diavik Diamond Mines (2012) Inc. ("**DDMI**"), or the Participating Interest (as defined in the JVA) held by DDM pursuant to the JVA (the "**Diavik Joint Venture Interest**").
13. On January 27, 2021, this Court granted the EMP Order, which authorized the Monitor to take any and all actions and steps in the name and on behalf of the Applicants to facilitate the administration of the Applicants' business, property, operations, affairs and estate.
14. Pursuant to the EMP Order, the Monitor was authorized to, among other things:
 - a. market the Applicants' Property (as defined in the Initial Order), with the consent of the 1L Agent;
 - b. conduct, supervise and direct the sale, transfer or disposal of any remaining Property, whether or not outside the normal course of business, subject to approval of the Court as may be required pursuant to the Initial Order;
 - c. execute documents of whatever nature in respect of the Property; and

- d. take any and all reasonable steps the Monitor considers necessary or desirable to administer the Property or the Business (as defined in the Initial Order), including the disposal of assets.
15. After the completion of the Sale Transaction, the Monitor engaged in discussions with stakeholders regarding strategies to maximize the value of the Applicants and the remaining assets that were not sold under the Sale Transaction.
16. The Monitor, on behalf of the Applicants, entered into two further transactions:
 - a. an asset purchase agreement between DDM and DDMI, which contemplated the sale of, *inter alia*, the Diavik Joint Venture Interest held by DDM to DDMI (the "**AVO Transaction**"); and
 - b. a term sheet between Washington Diamond Investments Holdings II, LLC ("**Washington II**") and the Monitor in its capacity as Monitor of the Applicants, as amended, and pursuant to which Washington II would make a cash contribution to the Applicants' estate as part of a restructuring in which the Applicants retained certain corporate and tax attributes and were cleansed of their legacy obligations, with certain assets, obligations and liabilities of the Applicants to be transferred to a Creditor Trust to be administered by the Monitor for the benefit of the Applicants' creditors (the "**RVO Transaction**").
17. On application by the Monitor, on November 16, 2021, this Court granted an approval and vesting order approving the AVO Transaction and a reverse vesting order approving the RVO Transaction.
18. The AVO Transaction closed on November 17, 2021. The RVO Transaction closed on November 24, 2021.
19. Upon completion of the RVO Transaction, the Applicants have been released from the purview of the CCAA Proceedings. The Monitor continues to administer the Creditor Trust for the benefit of creditors, as the Trustee thereof, subject to the Court's oversight in the CCAA Proceedings.

Distribution of Proceeds

20. As all claims of DDMI and the First Lien Lenders have been satisfied pursuant to the closing of AVO Transaction, the 2L Trustee on behalf of the Second Lien Lenders is the most senior secured creditor with an outstanding secured claim as against the Applicants.
21. The Monitor has received a security opinion through its independent legal counsel confirming that the security of the Second Lien Lenders is valid and enforceable in accordance with its terms, subject to customary qualifications.
22. The Monitor seeks an Order permitting it to distribute the net proceeds of the estate of the Applicants, subject to payment in full of all court-ordered charges, to the 2L Trustee.

Approval of the Actions of the Monitor and the Approval of Fees

23. The Seventeenth Report sets out the activities and conduct of the Monitor as described therein.
24. Pursuant to paragraph 31 of the Initial Order, as amended and restated, the Monitor and its legal counsel are required to pass their accounts from time to time. A summary of the Monitor's and its legal counsel's accounts and their estimated professional fees to conclude these proceedings is included in the Seventeenth Report.

Discharge of the Monitor and Termination of the CCAA Proceedings

25. The proceeds of the Applicants' estate will be insufficient to fully repay the secured claim of the Second Lien Lenders. Accordingly, a plan of compromise and arrangement pursuant to the CCAA is not warranted or feasible and, upon the Monitor making the said distributions, there is no further purpose or benefit from the CCAA Proceedings with respect to the Applicants.
26. Upon the Monitor completing all steps required to complete the CCAA Proceedings (as evidenced by the Monitor filing a certificate certifying the same), it is appropriate that the Monitor be discharged and released from any claims, and that these CCAA Proceedings be terminated.
27. The Monitor seeks this Court's authorization to destroy the Applicants' books and records, subject to preserving such records as required by statute, no earlier than 30 days after filing the said certificate.

Material or Evidence to be Relied on

28. The Seventeenth Report of the Monitor, dated January 17, 2022, filed; and
29. Such further and other evidence as counsel may advise and this Honourable Court may permit.

Applicable Rules

30. Such rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations

31. The CCAA and this Court's equitable and statutory jurisdiction thereunder, including sections 11 and 36 of the CCAA;
32. *Judicature Act*, R.S.A. 2000, c. J-2; and
33. Such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on

34. None.

How the Application is proposed to be heard or considered

35. Via Webex before the Honourable Madam Justice K. M. Eidsvik.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order the Court makes. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"
PROPOSED FORM OF
DISTRIBUTION ORDER

CLERK'S STAMP

COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

APPLICANTS IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE
ADMINISTRATION OF THE DOMINION
RESIDUAL ASSET TRUST

DOCUMENT

DISTRIBUTION ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard and Kelsey Meyer
Telephone No.: 403-298-4485 / 403-298-3323
Fax No.: 403-265-7219
Client File No.: 76142.10

**DATE ON WHICH ORDER WAS
PRONOUNCED:**

Friday, February 4, 2022

LOCATION OF HEARING OR TRIAL:

Calgary Courts Centre

**NAME OF MASTER/JUDGE
WHO MADE THIS ORDER:**

The Honourable Justice K. M. Eidsvik

UPON the application of FTI Consulting Canada Inc. in its capacity as the Court-appointed monitor (the "**Monitor**") of Dominion Diamond Mines ULC ("**DDM**"), Dominion Diamond Delaware Company LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, Dominion Finco Inc. and Dominion Diamond

Marketing Corporation (collectively, the "**Applicants**"), for an Order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 as amended (the "**CCAA**"); AND UPON having read the application filed on January 24, 2023, the Seventeenth Report of the Monitor dated January 24, 2022, filed (the "**Seventeenth Report**"); AND UPON hearing from counsel for the Monitor and from any other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this Order and of the Monitor's Seventeenth Report is hereby abridged and is deemed good and sufficient.

DISTRIBUTION

2. The Monitor, in its capacity as Trustee of the Creditors' Trust (as defined in the (as defined in the Reverse Vesting Order granted November 16, 2021 in this Action) is hereby authorized and directed to distribute the proceeds of the estate of the Applicants, in one or more separate distributions, net of all final costs of the estate, to Wilmington Trust, National Association, as the notes collateral agent (the "**2L Trustee**") on behalf of the senior secured second lien noteholders (the "**Second Lien Lenders**").

3. The payments, distributions and disbursements contemplated in this Order are made free and clear of any claims, charges or encumbrances, and notwithstanding the pendency of these proceedings, the distributions contemplated in this Order shall not be void or voidable at the instance of creditors and claimants and shall not constitute nor shall be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

4. Upon the making of the distribution to the 2L Trustee contemplated in paragraph 2 of this order, the Creditors' Trust shall terminate.

SERVICE OF ORDER

5. The Monitor shall serve this Order on the persons listed on the service list in the CCAA Proceedings by any of email, facsimile, courier, registered mail, regular mail, or personal delivery, and no persons other than those on the service list are required to be served with a copy of this Order.

J.C.Q.B.A.

SCHEDULE "B"
PROPOSED FORM OF
DISCHARGE AND CCAA TERMINATION ORDER

CLERK'S STAMP

COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANTS IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED
AND IN THE MATTER OF THE
ADMINISTRATION OF THE DOMINION
RESIDUAL ASSET TRUST
DOCUMENT **CCAA TERMINATION ORDER**
ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT **BENNETT JONES LLP**
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street S.W.
Calgary, Alberta T2P 4K7
Attention: Chris Simard and Kelsey Meyer
Telephone No.: 403-298-4485 / 403-298-3323
Fax No.: 403-265-7219
Client File No.: 76142.10
**DATE ON WHICH ORDER WAS
PRONOUNCED:** **Friday, February 4, 2022**
LOCATION OF HEARING OR TRIAL: **Calgary Courts Centre**
**NAME OF MASTER/JUDGE
WHO MADE THIS ORDER:** **The Honourable Justice K. M. Eidsvik**

UPON the application of FTI Consulting Canada Inc. in its capacity as the Court-appointed monitor (the "**Monitor**") of Dominion Diamond Mines ULC ("**DDM**"), Dominion Diamond Delaware Company LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, Dominion Finco Inc. and Dominion Diamond

Marketing Corporation (collectively, the "**Applicants**"), for an Order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 as amended (the "**CCAA**"); AND UPON having read the application filed January 24, 2022, the Seventeenth Report of the Monitor dated January 24, 2022, filed (the "**Seventeenth Report**"); AND UPON hearing from counsel for the Monitor and from any other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this Order and of the Monitor's Seventeenth Report is hereby abridged and is deemed good and sufficient.

APPROVAL OF ACTIVITIES

2. The Seventeenth Report and the activities and conduct of the Monitor as described in the Seventeenth Report are hereby approved.

APPROVAL OF FEES AND DISBURSEMENTS

3. The fees and disbursements of the Monitor for the period from April 22, 2020 to December 31, 2021 and the Monitor's estimated fees and disbursements to complete its remaining duties and the administration of these CCAA proceedings ("**CCAA Proceedings**"), as set out in the Seventeenth Report, are hereby approved.

4. The fees and disbursements of Bennett Jones LLP, in its capacity as counsel to the Monitor for the period from April 22, 2020 to December 31, 2021 and the estimated fees and disbursements of Bennett Jones LLP in connection with the completion by the Monitor of its remaining duties and the administration of the CCAA Proceedings, as set out in the Seventeenth Report, are hereby approved.

DISCHARGE OF THE MONITOR AND TERMINATION OF CCAA PROCEEDINGS

5. Upon the Monitor filing with the Clerk of the Court a certificate in the form attached hereto as **Schedule "A"** (the "**Monitor's Termination Certificate**") evidencing that all steps

required to complete these CCAA Proceedings have been completed (including but not limited to making the distribution to Wilmington Trust, National Association, as the notes collateral agent (the "**2L Trustee**") on behalf of the senior secured second lien noteholders (the "**Second Lien Lenders**") that was authorized by the Distribution Order granted herein on January 28, 2022):

- (a) the Monitor will have satisfied all of its duties and obligations pursuant to the CCAA and the Orders of the Court in respect of the CCAA Proceedings relating to the Applicants save and except as set out in paragraph 8 hereof;
- (b) FTI Consulting Canada Inc. shall be discharged as Monitor of the Applicants and as Trustee of the Creditor Trust (as defined in the Reverse Vesting Order granted November 16, 2021 in these CCAA Proceedings) and it shall have no further duties, obligations or responsibilities as Monitor or Trustee from and after such time, save and except as set out in paragraph 8 hereof;
- (c) these CCAA Proceedings will be deemed terminated without further Order of this Court;
- (d) the Monitor and its respective affiliates and officers, directors, partners, employees and agents (collectively the "**Released Parties**") shall be released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of, or in respect of the CCAA Proceedings, or with respect to its conduct in the CCAA Proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and further barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties; and

(e) no action or other proceedings shall be commenced against any of the Released Parties in any way arising from or related to the CCAA Proceedings, except with prior leave of this Court on at least seven days' prior written notice to the Released Parties.

6. The Monitor shall deliver a filed copy of the Monitor's Termination Certificate to the service list maintained in the CCAA Proceedings.

7. Notwithstanding any provision of this Order and termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order or any other Order of this Court in the CCAA Proceedings.

8. Notwithstanding the discharge of FTI Consulting Canada Inc. as Monitor of the Applicants and the termination of the CCAA Proceedings upon the Monitor filing the Monitor's Termination Certificate, the Court shall remain seized of any matter arising from the CCAA Proceedings, and FTI Consulting Canada Inc. shall have the authority from and after the date of this Order to apply to this Court to address matters ancillary or incidental to the CCAA Proceedings, notwithstanding the termination thereof. FTI Consulting Canada Inc. is authorized to take such steps and actions as it deems necessary to address matters ancillary or incidental to its capacity as Monitor following the termination of the CCAA Proceedings, and in completing or addressing any such ancillary or incidental matters, FTI Consulting Canada Inc. shall continue to have the benefit of the provisions of the CCAA and provisions of all Orders made in the CCAA Proceedings in relation to its capacity as Monitor, including all approvals, protections and stays of proceedings in favour of FTI Consulting Canada Inc. in its capacity as Monitor.

9. The Monitor is hereby authorized to destroy the Applicants' books and records no earlier than 30 days after filing the Monitor's Termination Certificate, subject to preserving any records as required by statute.

AID AND RECOGNITION

10. This Court hereby requests the aid and recognition of any Court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the

Monitor in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such Orders and to provide such assistance to the Monitor as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

SERVICE OF ORDER

11. The Monitor shall serve this Order on the persons listed on the service list in the CCAA Proceedings by any of email, facsimile, courier, registered mail, regular mail, or personal delivery, and no persons other than those on the service list are required to be served with a copy of this Order.

J.C.Q.B.A.

SCHEDULE "A"

CLERK'S STAMP:

COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANTS IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED
AND IN THE MATTER OF THE
ADMINISTRATION OF THE DOMINION
RESIDUAL ASSET TRUST

DOCUMENT **MONITOR'S TERMINATION**
CERTIFICATE

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **BENNETT JONES LLP**
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Attention: Chris Simard / Kelsey Meyer
Telephone No.: 403-298-4485 / 403-298-3323
Fax No.: 403-265-7219
Client File No.: 76142.10

RECITALS

- A. Dominion Diamond Mines ULC, Dominion Diamond Delaware Company LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, Dominion Finco Inc. and Dominion Diamond Marketing Corporation (collectively, the "**Applicants**") sought and obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**") pursuant to the Initial Order of the Honourable Madam Justice K. M. Eidsvik of the Court of Queen's Bench of Alberta (the "**Court**") dated April 22,

2020 (as amended and restated, the "**Initial Order**"). The Initial Order also appointed FTI Consulting Canada Inc. as monitor (the "**Monitor**") of the Applicants. The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "**CCAA Proceedings**".

- B. Pursuant to paragraph 5 of the Order of the Honourable Justice K. M. Eidsvik made in these CCAA Proceedings on February 4, 2022 (the "**CCAA Termination Order**"), the Monitor shall be discharged and the CCAA Proceedings shall be terminated upon the Monitor filing this Monitor's Termination Certificate with the Court.

THE MONITOR CERTIFIES the following:

1. Pursuant to paragraph 5 of the CCAA Termination Order, and subject to paragraph 8 of the CCAA Termination Order, the Monitor hereby certifies that all steps required to complete the CCAA Proceedings have been completed.
2. This Monitor's Termination Certificate is dated _____.

FTI CONSULTING CANADA INC., in its capacity as Court-appointed Monitor of the Applicants, and not in its personal capacity

Per:

Deryck Helkaa
Senior Managing Director