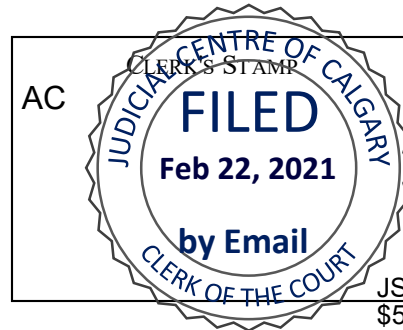


**ENTERED**

FORM 27  
[RULES 6.3 AND 10.52(1)]



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 A PLAN OF  
COMPROMISE OR ARRANGEMENT OF  
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

DOCUMENT

**APPLICATION (STAY EXTENSION,  
REDUCTION OF ADMINISTRATION  
CHARGE, SEALING ORDER)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

**BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855-2<sup>nd</sup> 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 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: Thursday, March 4, 2021  
Time: 9:45 a.m.  
Where: Calgary Courts Centre  
Before Whom: The Honourable Madam Justice K. M. Eidsvik

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

**Remedy claimed or sought:**

1. FTI Consulting Canada Inc., in its capacity as the court-appointed monitor (the "**Monitor**") of 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 "**Dominion**"), in accordance with the initial order granted on April 22, 2020 (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**"), as subsequently amended, 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 an order substantially in the form attached hereto as **Schedule "A"**:
  - (a) declaring service of the application for this Order, the Brief in support of this application, and the Fourteenth Report of the Monitor dated February 22, 2021 (the "**Fourteenth Report**") to be abridged and deemed good and sufficient, and that this application is properly returnable on March 4, 2021;
  - (b) extending the Stay Period (as defined in the Second Amended and Restated Initial Order granted by this Court on June 19, 2020 (the "**SARIO**")) from March 8, 2021 to and including September 17, 2021; and
  - (c) amending paragraph 30 of the SARIO to reduce the amount of the Administration Charge to an aggregate amount not to exceed \$500,000;
2. The Monitor also seeks an order substantially in the form attached hereto as **Schedule "B"**:

- (a) sealing Confidential Appendix "B" to the Fourteenth Report (the "**Confidential Appendix**") on the Court's file;
3. Such further and other relief as counsel may request and this Honourable Court may deem appropriate.

**Grounds for making this application:**

***Background***

4. On April 22, 2020, Dominion Diamond Mines ULC, Dominion Diamond Canada UC, Dominion Diamond Delaware Company LLC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC and Dominion Finco Inc. (collectively, the "**Applicants**") were granted the Initial Order commencing the CCAA Proceedings. On September 18, 2020, Dominion Diamond Marketing Corporation was added as an applicant in the CCAA Proceedings. The Applicants and Dominion Diamond Marketing Corporation are collectively referred to herein as "**Dominion**".
5. The Initial Order appointed FTI Consulting Canada Inc. as Monitor and established a stay of proceedings (the "**Stay of Proceedings**") in favour of the Applicants until May 2, 2020 (the "**Stay Period**").
6. Pursuant to an Amended and Restated Initial Order granted May 1, 2020, this Court extended the Stay Period to June 1, 2020. The Stay Period was subsequently extended by further Orders of this Court, and was ultimately extended to March 8, 2021.
7. On November 4, 2020, this Court granted an Order (Approval of Monetization Process) (the "**Monetization Order**") which approved a monetization process to govern the disposition of Dominion Diamond Mines ULC's share of production from the Diavik Diamond Mine located in the North Slave Region of the Northwest Territories.
8. 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 restructuring transaction (the "**Transaction**") between

Dominion, as vendor, and DDJ Capital Management, LLC and Brigade Capital Management, LP, as purchasers (collectively, the "**Contracting Purchasers**").

9. On January 27, 2021, this Court granted the EMP Order, which authorized the Monitor to, among other things, take any and all actions and steps in the name of and on behalf of Dominion to facilitate the administration of Dominion's business, property, operations, affairs and estate, and to execute any agreement in the name of and on behalf of Dominion.

*Stay Extension*

10. Since the granting of the Order on January 27, 2021 extending the Stay Period to March 8, 2021, Dominion has taken steps to advance these proceedings, including, among others, the following:
  - (a) communicating with various stakeholder groups and/or their advisors;
  - (b) closing the Transaction with Arctic Canadian Diamond Company Ltd., the entity designated by the Contracting Purchasers in accordance with the Purchase Agreement (the "**Purchaser**") on February 3, 2021;
  - (c) attending to post-closing matters in relation to the Transaction; and
  - (d) entering into a Transition Services Agreement dated February 3, 2021 (the "**TSA**") with the Purchaser and Credit Suisse AG, Cayman Islands Branch, in its capacity as administrative agent (the "**Agent**") for the first lien secured lenders (the "**IL Lenders**") pursuant to the Revolving Credit Agreement dated as of November 1, 2017 (as amended, restated or supplemented from time to time, the "**IL Credit Agreement**"), which was executed by the Monitor on behalf of Dominion in accordance with the EMP Order.
11. A further extension of the Stay Period to September 17, 2021 is appropriate in the circumstances where:
  - (a) further post-closing matters associated with the Transaction remain to be carried out which, pursuant to the Purchase Agreement, may include, among other things:

- (i) attending to the assignment of previously omitted contracts;
  - (ii) attending to the transfer or assignment of assets or properties used or useful in connection with Dominion's business or that would otherwise constitute acquired assets that were not conveyed on closing of the Transaction;
  - (iii) executing or delivering such documents and instruments of conveyance and transfer as may be reasonably requested with respect to effecting the Transaction;
  - (iv) attending to the obligations of Dominion related to the discontinuance of the "Dominion Diamonds" name, other trade names and related matters; and
  - (v) completion of the purchase price allocation;
- (b) an extension will enable Dominion to attend to tax filing requirements, employee transition matters, and other administrative matters;
- (c) pursuant to the TSA, Dominion has agreed to take all reasonable steps that are necessary or desirable for the full realization and recovery of the Diavik Realization Assets (the "**Realization Activities**"), to provide information to the Agent and the Purchaser as more specifically set out in the TSA (in addition to other reporting requirements, including those required by the Monetization Order), and to distribute proceeds of the Diavik Realization Assets in accordance with the TSA, which distribution provisions reflect the terms of the Approval and Vesting Order and the Purchase Agreement;
- (d) in addition, pursuant to the Monetization Order, Diavik Diamond Mines (2012), Inc. ("**DDMI**") is required to report to the Monitor on its diamond sorting results and on the status of its monetization of the DDMI Collateral (as defined in the Monetization Order), including in respect of any distributions made by DDMI to one or more stakeholders of Dominion pursuant to paragraph 8 thereof. As noted in the Monetization Order, such reporting is important to ensure that the process is

transparent to all “other creditors and other stakeholders” of Dominion. An extension of the stay will allow the Monitor to continue to receive and review DDMI’s monthly reporting, and to monitor the monetization process of the DDMI Collateral, including any distributions to Dominion’s creditors under the Monetization Order;

- (e) the wind-down of Dominion’s estate will require that the Monitor, on Dominion’s behalf, analyze Dominion’s remaining asset pool (i.e., assets other than the Diavik Realization Assets and those assets that were purchased by the Purchaser) and develop and implement a value-maximizing strategy with respect to same;
  - (f) a stay extension will allow the Monitor, in accordance with the EMP Order, to take all actions and steps in the name of and on behalf of Dominion to facilitate the administration of Dominion's business, property, operations, affairs and estate, including but not limited to all actions and steps in relation to Dominion Diamond Mines ULC's 40% interest in the Diavik Diamond Mine, in relation to its joint venture agreement with DDMI dated March 23, 1995, as amended, and as contemplated in the TSA;
  - (g) Dominion has sufficient funds, as a result of the Wind-Down Account and the Diavik Realization Account (as those terms are defined in the Purchase Agreement), to fund its obligations and the cost of these CCAA Proceedings through the end of the proposed Stay Period;
  - (h) Dominion has acted, and is continuing to act, in good faith and with due diligence in respect of these CCAA Proceedings; and
  - (i) such further and other considerations as counsel may advise and this Honourable Court considers just and appropriate in the circumstances.
12. In the circumstances described herein, including where the Transaction has closed and the Monitor has been granted enhanced powers, a lengthier extension of the Stay Period is appropriate and reasonable in order to allow the Monitor time to maximize any potential

recovery for Dominion's creditors and stakeholders, without the significant cost of intervening applications to extend the Stay Period.

***Amendment to amount of Administration Charge***

13. Paragraph 30 of the SARIO states that the Administration Charge shall not exceed an aggregate amount of \$3,500,000.
14. As the Transaction has now closed and the professional fees secured by the Administration Charge are anticipated to be considerably less going forward than they were prior to closing of the Transaction, it is no longer necessary for the Administration Charge to be \$3,500,000.
15. The Monitor, in consultation with DDMI and the 1L Lenders, proposes to reduce the Administration Charge to an aggregate amount not to exceed \$500,000.
16. The Monitor will advise DDMI and the 1L Lenders when 75% of the funds held in the Diavik Realization Account and the Wind-Down Account have been spent.
17. The Monitor and its legal counsel have agreed that they will not have recourse to the Administration Charge unless and until all funds held in the Diavik Realization Account and the Wind-Down Account have been spent.

***Sealing Order***

18. The Confidential Appendix includes DDMI's Monthly Reporting for the month ended December 31, 2020, which DDMI is required to provide pursuant to paragraph 10 of the Monetization Process included in the Monetization Order.
19. The Confidential Appendix contains confidential and commercially sensitive information, the disclosure of which would cause serious risk of harm to Dominion and to its stakeholders, including but not limited to DDMI.
20. A sealing order is necessary to prevent the confidential and commercially sensitive information contained in the Confidential Appendix from being disclosed. The sealing

order sought is the least restrictive means possible to prevent disclosure of the confidential and commercially sensitive information in the Confidential Appendix.

21. The salutary effects of the proposed sealing order outweigh its deleterious effects.
22. Such further and other grounds as counsel may advise and this Honourable Court permits.

**Material or evidence to be relied on:**

23. The Fourteenth Report of the Monitor, filed herewith (without the Confidential Appendix attached thereto);
24. The Confidential Appendix;
25. Such further and other evidence as counsel may advise and this Honourable Court may permit.

**Applicable Rules:**

26. Part 6, Division 1 of the Alberta *Rules of Court* (AR 124/2010); and
27. Such further and other rules as counsel may advise and this Honourable Court may permit.

**Applicable Acts and Regulations:**

28. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended; and
29. 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:**

30. None.

**How the application is proposed to be heard or considered:**

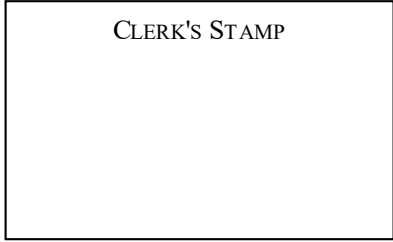
31. Via Webex before the Honourable Madam Justice K. M. Eidsvik.



**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 that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the 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"**



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 A PLAN OF COMPROMISE OR ARRANGEMENT OF 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

DOCUMENT **ORDER (STAY EXTENSION AND AMENDMENT OF ADMINISTRATION CHARGE)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855-2<sup>nd</sup> 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

**DATE ON WHICH ORDER WAS PRONOUNCED:** THURSDAY, MARCH 4, 2021

**LOCATION OF HEARING OR TRIAL:** CALGARY COURTS CENTRE

**NAME OF JUDGE WHO MADE THIS ORDER:** THE HONOURABLE MADAM JUSTICE K. M. EIDSVIK

UPON THE APPLICATION OF FTI Consulting Canada Inc. in its capacity as the Court-appointed monitor (the "**Monitor**") in these proceedings (the "**CCAA Proceedings**") pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985 c C-36, as amended (the "**CCAA**"); AND UPON reading the Fourteenth Report of the Monitor dated February 22, 2021, filed (the "**Fourteenth Report**"); AND UPON reading Confidential Appendix "B" to the Fourteenth Report; AND UPON hearing counsel for the Monitor and other counsel present;

IT IS ORDERED AND DECLARED THAT:

**SERVICE**

1. Service of notice of the application for this Order, the Brief in support thereof, and the Fourteenth Report is hereby abridged and deemed good and sufficient, no other person is required to have been served with notice of this application, and this application is properly returnable today.

**EXTENSION OF STAY PERIOD**

2. The Stay Period (as defined in the Second Amended and Restated Initial Order of this Court dated June 19, 2020 ("**SARIO**")) is hereby extended until and including September 17, 2021.

**AMENDMENT OF ADMINISTRATION CHARGE**

3. Paragraph 30 of the SARIO is amended to reduce the amount of the Administration Charge to an aggregate amount not to exceed \$500,000.
4. The Monitor will advise Diavik Diamond Mines (2012), Inc. and Credit Suisse AG, Cayman Islands Branch as agent for the first lien secured lenders pursuant to the Revolving Credit Agreement dated as of November 1, 2017, as amended, restated or supplemented from time to time (the "**1L Lenders**") when 75% of the funds held in the Diavik Realization Account and the Wind-Down Account have been spent.
5. The Monitor and its legal counsel shall not have recourse to the Administration Charge unless and until all funds held in the Diavik Realization Account and the Wind-Down Account have been spent.

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Justice of the Court of Queen's Bench of Alberta

CLERK'S STAMP

**SCHEDULE "B"**

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 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

DOCUMENT

**ORDER (SEALING)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855 – 2 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

**DATE ON WHICH ORDER WAS PRONOUNCED:** THURSDAY, MARCH 4, 2021

**LOCATION OF HEARING OR TRIAL:** CALGARY COURTS CENTRE

**NAME OF MASTER/JUDGE WHO MADE THIS ORDER:** THE HONOURABLE MADAM JUSTICE K. M. EIDSVIK

**UPON THE APPLICATION** by FTI Consulting Canada Inc., the Court-appointed monitor (the "**Monitor**") of 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, "**Dominion**"); **AND UPON HAVING READ** the Application of the Monitor dated February 22, 2021, the Fourteenth Report of the Monitor dated February 22, 2021 (the "**Fourteenth Report**"), and Confidential Appendix "B" to the Fourteenth Report of the Monitor dated February 22, 2021 (the "**Confidential Appendix**"); **AND UPON HEARING** the submissions of counsel for the Monitor and of other interested parties;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE AND NOTICE OF APPLICATION**

1. Service of notice of this application, the Brief in support thereof, and the Fourteenth Report is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

**SEALING OF CONFIDENTIAL APPENDIX "B" TO THE FOURTEENTH REPORT**

2. The Confidential Appendix shall be sealed on the Court file and shall not form part of the public record.
3. The Clerk of this Honourable Court shall file the Confidential Appendix in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY FTI CONSULTING CANADA INC., THE COURT-APPOINTED MONITOR OF 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; AND

THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE MADAM JUSTICE K. M. EIDSVIK ON OR ABOUT MARCH 4, 2021.

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Justice of the Court of Queen's Bench of Alberta