



COURT FILE NUMBER 2001-05630

COURT COURT OF QUEEN'S BENCH OF ALBERTA IN
BANKRUPTCY AND INSOLVENCY

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 **MONITOR'S CERTIFICATE**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**
Barristers and Solicitors
3500 Bankers Hall East
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Calgary, Alberta T2P 4J8

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RECITALS

- A. Pursuant to an Order of the Honourable Madam Justice K. Eidsvik of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated April 22, 2020 (as amended and restated on May 1, 2020, further amended on May 15, 2020, and further amended and restated on June 19, 2020, and as may be further amended, restated or supplemented from time to time, the "**Initial Order**"), FTI Consulting Canada Inc. was appointed as the monitor (in such capacity, and not in its personal or corporate capacity, the "**Monitor**") of the undertaking, property and assets of Dominion Diamond Mines ULC ("**Dominion Diamond**"), Dominion Diamond Holdings, LLC ("**Dominion Holdings**"), Dominion Diamond Delaware Company LLC ("**DDC**"), Dominion Diamond Marketing Corporation ("**Dominion Marketing**"), Dominion Diamond Canada ULC ("**DDCU**"), Dominion Finco Inc. ("**Finco**") (Dominion Diamond, Dominion Holdings, DDC, Dominion Marketing, DDCU and Finco collectively, the "**Sellers**") and Washington Diamond Investments, LLC.
- B. Pursuant to an Order of the Court dated December 11, 2020, the Court approved the sale transaction (the "**Transaction**") contemplated by the Asset Purchase Agreement (as may be amended from time to time in accordance with the terms thereof and this Order, the "**Purchase Agreement**") dated as of December 6, 2020, by and among, *inter alia*, the Sellers, as sellers, and DDJ Capital Management, LLC and Brigade Capital Management, LP (the "**Contracting Purchasers**") and provided for the vesting in one or more entities duly designated by the Contracting Purchasers in accordance with the Purchase Agreement (collectively, the "**Purchasers**" and each, a "**Purchaser**") of all of the Sellers' right, title and interest in and to the Acquired Assets, free and clear of all encumbrances other than the Permitted Encumbrances, which vesting is to be effective with respect to the Acquired Assets upon the delivery by the Monitor to the Purchasers of a certificate confirming (i) satisfaction of the Purchase Price by the Purchasers for the Acquired Assets; and (ii) receipt of each of the Conditions Certificates confirming that each of the conditions to Closing as set out in Article 9 and Article 10 of the Purchase Agreement have been satisfied or waived by the Sellers and the Purchasers.
- C. All capitalized terms not defined herein shall have the respective meanings ascribed to them in the Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Purchasers have satisfied the Purchase Price for the Acquired Assets in accordance with the Purchase Agreement; and
2. The Sellers and the Purchasers have each delivered to the Monitor the Conditions Certificates evidencing that all applicable conditions to Closing as set out in Article 9 and Article 10 of the Purchase Agreement have been satisfied or waived, as applicable.
3. This Certificate was delivered by the Monitor at Calgary, Alberta on Feb 3rd, 2021, at 4:00 [a.m./p.m.]

FTI Consulting Canada Inc., in its capacity as Monitor and not in its personal or corporate capacity

Per: 

Name

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