



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 AND
DOMINION FINCO INC.**

DOCUMENT **ORDER (Amendments to May 1, 2020 Amended and
Restated Initial Order)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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DATE ON WHICH ORDER WAS PRONOUNCED: May 15, 2020

LOCATION OF HEARING: Calgary

NAME OF JUDGE WHO MADE THIS ORDER: The Hon. Madam Justice K. Eidsvik

UPON the application of Dominion Diamond Mines ULC, Dominion Diamond Delaware Company, LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, and Dominion Finco Inc. (collectively, the "**Applicants**") for, *inter alia*, an amendment to the initial order granted in the within proceedings on April 22, 2020

(the “**Initial Order**”); **AND UPON** having read the Affidavit of Kristal Kaye sworn April 21, 2020, the Second Affidavit of Kristal Kaye, sworn May 6, 2020, the Third Affidavit of Kristal Kaye, sworn May 13, 2020, the Affidavit of Thomas Croese, sworn April 30, 2020 on behalf of Diavik Diamond Mines (2012) Inc. (“**DDMI**”); **AND UPON** reading the First Report of FTI Consulting Canada, Inc., as monitor (the “**Monitor**”) dated April 29, 2020, the Second Report of the Monitor, dated May 7, 2020, and the Third Report of the Monitor, dated May 14, 2020; **AND UPON** having read the Bench Brief of the Applicants, the Bench Brief of Credit Suisse AG, Credit Suisse AG, Cayman Islands Branch, as the administrative agent for the benefit of the Credit Agreement Lenders (the “**Administrative Agent**”) and the Bench Brief of DDMI, filed; **AND UPON** noting the order issued in the within proceedings on May 1, 2020 that, *inter alia*, amended the Initial Order (the “**Amended and Restated Initial Order**”); **AND UPON** hearing counsel for the Applicants, counsel for DDMI, counsel for the Monitor, counsel for the Administrative Agent, counsel for Wilmington Trust, National Association, in its capacity as trustee pursuant to a trust indenture in respect of the 7.125% senior secured second lien notes (the “**Notes**”), dated October 23, 2017, counsel for the *ad hoc* group of certain holders of the Notes, and any other counsel present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Paragraph 1 of the Amended and Restated Initial Order be and is hereby deleted in its entirety and replaced with the following:
 1. The time for service of the notice of application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Affidavit of Kristal Kaye sworn April 21, 2020, in the within proceedings (the “**Kaye Affidavit**”).
2. The following is added as paragraph 14(f) to the Amended and Restated Initial Order:
 - (f) prevent DDMI from making Diavik JVA Cover Payments as defined and contemplated under section 9.4 of the Diavik JVA on an ongoing basis and in accordance with the terms and conditions therein.
3. The following is added as paragraph 16A to the Amended and Restated Initial Order:
 - 16A DDMI, in its capacity as manager under the Diavik JVA, be and is hereby authorized to hold at the Diavik Production Splitting Facility in Yellowknife, Northwest Territories (the “**PSF**”) Dominion Diamond’s share of production from the Diavik Mine scheduled for delivery to Dominion Diamond on May 20, 2020 (the “**May 20 Dominion Products**”) as referenced in Confidential Exhibit #5 to the Affidavit of Kristal Kaye, sworn May 6, 2020, in trust, on a without prejudice

basis, and pending further order of this Honourable Court, subject to the following conditions:

- (a) DDMI shall segregate the May 20 Dominion Products from DDMI's share of production from the Diavik Mine and provide adequate safeguarding of, and insurance coverage for, the May 20 Dominion Products;
 - (b) DDMI shall not sell, transfer or otherwise deal with, or dispose of the May 20 Dominion Products;
 - (c) DDMI shall provide Dominion Diamond and the Monitor with reporting and records on the May 20 Dominion Products as may be requested by Dominion Diamond or the Monitor; and
 - (d) DDMI shall permit Dominion Diamond and the Monitor reasonable access to attend at the PSF and audit or inspect the May 20 Dominion Products.
4. This order is made on a temporary, without prejudice basis pending determination by this Court whether the next scheduled deliveries of Dominion Diamond's proportionate share of diamonds produced from the Diavik Mine as set out on the Delivery Schedule are to remain at the PSF or whether they are to be delivered by DDMI to Dominion Diamond.
5. Service of this Order on the service list maintained by the Monitor in the within proceedings shall be good and sufficient service of this Order and no persons other than those listed on the service list are entitled to be served with a copy of this Order.



Justice of the Court of Queen's Bench of Alberta