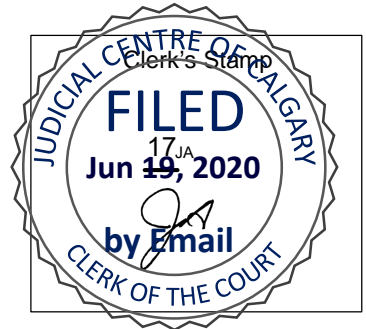


COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



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,
AND DOMINION FINCO INC.

\$50
JS
June 19 2020
Justice Eidsvik

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis Kyriakakis
Tel: 403-260-3531 / 3710 / 3536
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca / pkyriakakis@mccarthy.ca

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 Justice.

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

Date: June 19, 2020
Time: 9:15 am
Where: Calgary Courts Centre
Before Whom: The Honourable 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. Any and all capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Affidavit #3 of Thomas Croese, sworn on June 16, 2020 (the "**Croese Affidavit**"), as applicable.

2. Diavik Diamond Mines (2012) Inc. (“**DDMI**”) applies for an order, substantially in the form attached as Schedule “**A**” hereto:

- (a) declaring that this application (the “**Application**”) is properly returnable on June 19, 2020, and that service of this Application and the Croese Affidavit, is validated and declared to be good and sufficient;
- (b) sealing the confidential exhibit marked as Confidential Exhibit “1” to the Croese Affidavit (the “**Confidential Exhibit**”) until five years following the completion the within proceedings; and,
- (c) such further and other relief as counsel may advise and this Honourable Court may deem appropriate.

Grounds for making this application:

3. Confidential Exhibit “1” to the Croese Affidavit contains valuation evidence relative to the diamonds produced at the Diavik Mine. The JVA contains confidentiality restrictions. The disclosure of such evidence would cause serious and irreparable harm to the commercial interests of all Participants, especially considering the impact that the public disclosure of any financial or asset valuation information could have. Other than DDMI and Dominion, no other person has a reasonable expectation or right to be able to access the spreadsheet or the information contained therein.

4. Such further and grounds as counsel for DDMI may advise.

Material evidence to be relied on:

5. The Affidavit #3 of Thomas Croese, sworn on June 16, 2020.

6. The Confidential Exhibit, unfiled.

7. Such further and other materials as counsel for DDMI may advise and this Honourable Court may permit.

Applicable rules:

8. Rule 6.28 of the *Alberta Rules of Court*.

9. Such further and other rules as counsel for DDMI may advise and this Honourable Court may permit.

Any irregularity complained of or objected relied on:

10. There are no irregularities complained of or objects relied on.

How the application is proposed to be heard or considered:

11. DDMI proposes that the Application be heard in person with one, some, or all of the parties present.

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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the materials to the applicant.

**SCHEDULE "A"
SEALING 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
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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 (Sealing)**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis Kyriakakis
Tel: 403-260-3531 / 3710 / 3536
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca / pkyriakakis@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED: June 19, 2020
NAME OF JUDGE WHO MADE THIS ORDER: Justice K.M. Eidsvik
LOCATION OF HEARING: Calgary, Alberta

UPON the application (the "**Application**") of Diavik Diamond Mines (2012) Inc. ("**DDMI**"); **AND UPON** having read the Affidavit #3 of Thomas Croese, sworn on June 16, 2020 (the "**Croese Affidavit**"), filed; **AND UPON** having read the Confidential Exhibit "1" to the Croese Affidavit (the "**Confidential Exhibit**"), unfiled; **AND UPON** having read the Affidavit of Service of Katie Doran (the "**Service Affidavit**"), to be filed; **AND UPON** hearing counsel for DDMI and any other counsel present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Application and the Croese Affidavit is abridged, the Application is properly returnable today, service of the Application and the Croese Affidavit on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those listed on the service list (the "**Service List**"), are entitled to service of the Application or the Croese Affidavit.
2. Any and all capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Croese Affidavit.
3. Part 6, Division 4 of the *Alberta Rules of Court* does not apply to the Application and the Clerk of the Court is hereby directed to seal the Confidential Exhibit, on the Court file until five years following the completion of the within proceedings. The Confidential Exhibit shall be sealed and filed in an envelope containing the following endorsement thereon:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL EXHIBIT TO THE AFFIDAVIT #3 OF THOMAS CROESE, SWORN ON JUNE 16, 2020. THE CONFIDENTIAL EXHIBIT NUMBER 1 TO THE AFFIDAVIT #3 OF THOMAS CROESE, SWORN ON JUNE 16, 2020 IS SEALED PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE K.M. EIDSVIK, DATED JUNE 19, 2020, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICALLY ACCESSIBLE.

4. Any persons may apply, on reasonable notice to DDMI and any other persons likely to be affected, to vary or amend the terms of paragraph 3 of this Order.
5. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the Service List created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order,

and service on any other person is hereby dispensed with.

6. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

J.C.C.Q.B.A.