

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

No :
500-11-048114-157

L'HONORABLE STEPHEN W. HAMILTON, J.C.S.

PROCÈS-VERBAL D'AUDIENCE

COUR SUPÉRIEURE
DU QUÉBEC
Chambre commerciale

Référée
de

Salle
prévue
16.12

Date

Le 30 juillet 2018

JH5439

In the matter of the Plan of Compromise or arrangement
of :

Avocats (s)

BLOOM LAKE GENERAL PARTNER LIMITED

QUINTO MINING CORPORATION

8568391 CANADA LIMITED

CLIFFS QUEBEC IRON MINING ULC

WABUSH IRON CO. LIMITED

WABUSH RESOURCES INC.

M° Sébastien Guy (P)

Blake, Cassels & Graydon s.e.n.c.r.l.
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M° Ilia Kravtsov (P)

Blake, Cassels & Graydon s.e.n.c.r.l.
ilia.kravtsov@blakes.com

PETITIONERS

AND

30-07-18
02-10-18
S. 16.12 SA

BLOOM LAKE IRON ORE MINE LIMITED

PARTNERSHIP

BLOOM LAKE RAILWAY COMPANY LIMITED

WABUSH MINES

ARNAUD RAILWAY COMPANY

WABUSH LAKE RAILWAY COMPANY LIMITED

M° Nicolas Charron (P)

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MISES-EN-CAUSE

AND

FTI CONSULTING CANADA INC.

MONITOR

CANADA

PROCÈS-VERBAL D'AUDIENCE

COUR SUPÉRIEURE
DU QUÉBEC
Chambre commerciale

PROVINCE DE QUÉBEC
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Le 30 juillet 2018

L'HONORABLE STEPHEN W. HAMILTON, J.C.S.

JH5439

677 Motion seeking a declaratory relief /for leave to file a late claim

674 Motion for authorization to make a plan modification

Montant : \$

Greffier Jean-Pierre Nzeyumuremyi g.a.c.s.	Interprète _____	Sténographe _____
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ENREGISTREMENT NUMÉRIQUE

Audition AM :	Début	Fin	Audition PM :	Début	Fin
	9h07	9h49			

Affaires référées au maître des rôles	Résultat de l'audition
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HEURE

9h51

OUVERTURE DE L'AUDIENCE

Appel de la cause et identification des procureurs

Échanges préliminaires

1. Motion seeking a declaratory relief /for leave to file a late claim

9h09

Représentations de Me Rigaud

9h15

SUSPENSION

9h20

REPRISE

Échange entre le Tribunal et Me Rigaud

9h21

COURT'S DECISION

Following the discussions amongst the Attorneys and subject to the language annexed hereto, the Parties have agreed to postpone the hearing of this Motion (Motion seeking a declaratory relief /for leave to file a late claim) to October 2nd October 2018 at 8:45 in Room 16.12.



Stephen W. Hamilton, J.S.C.

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉALNo :
500-11-048114-157Référé
deSalle
prévue
16.12

Date

L'HONORABLE STEPHEN W. HAMILTON, J.C.S.

Le 30 juillet 2018

JH5439

2. Motion for authorization to make a plan modification

Représentations de Me Guy

Preuve de la requérante

9h22

Témoïn (English) : **Nigel Meakin**
79 Wellington West, Toronto, Ontario
Trustee
Under solemn declaration

M. Meakin témoigne par conférence téléphonique, à partir de Toronto

9h23

Réfère le témoin à la pièce R-3

9h35

Questions du tribunal au témoin

9h40

Fin du témoignage par téléphone de M. Beakin

9h41

Plaidoirie de Me Guy

Échange


9h45

Le Me Guy soumet au Tribunal un Project d'ordonnance

LE TRIBUNAL SIGNE SÉANCE TENANTE LE PROJET DE JUGEMENT LUI SOUMIS PAR Me GUY

9h49

Fin de l'audience



Jean-Pierre Nzeyumuremyi, gacs

“The “Parties” acknowledge that the eventual implementation of the “Plan” will be made without prejudice to the right of the “USW” to seek leave of the Court on or before September 28, 2018 to file a late claim on behalf of Mr. Button - it being formally agreed that in the event said Motion is granted, this late “Claim” can be filed as an unsecured claim in the maximum amount of \$250,000 to be adjudicated in accordance with the Claims Procedure Order. For greater certainty, the Monitor and the CCAA Parties reserve all their rights to object to the Motion for leave to file the late claim on any basis other than the implementation of the Plan.”

SUPERIOR COURT

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

DATE: July 30, 2018

PRESIDING: THE HONOURABLE STEPHEN W. HAMILTON J.S.C.

IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF:

BLOOM LAKE GENERAL PARTNER LIMITED

QUINTO MINING CORPORATION

8568391 CANADA LIMITED

CLIFFS QUÉBEC IRON MINING ULC

WABUSH IRON CO. LIMITED

WABUSH RESOURCES INC.

Petitioners

-and-

THE BLOOM LAKE IRON ORE MINE LIMITED PARTNERSHIP

BLOOM LAKE RAILWAY COMPANY LIMITED

WABUSH MINES

ARNAUD RAILWAY COMPANY

WABUSH LAKE RAILWAY COMPANY LIMITED

Mises-en-cause

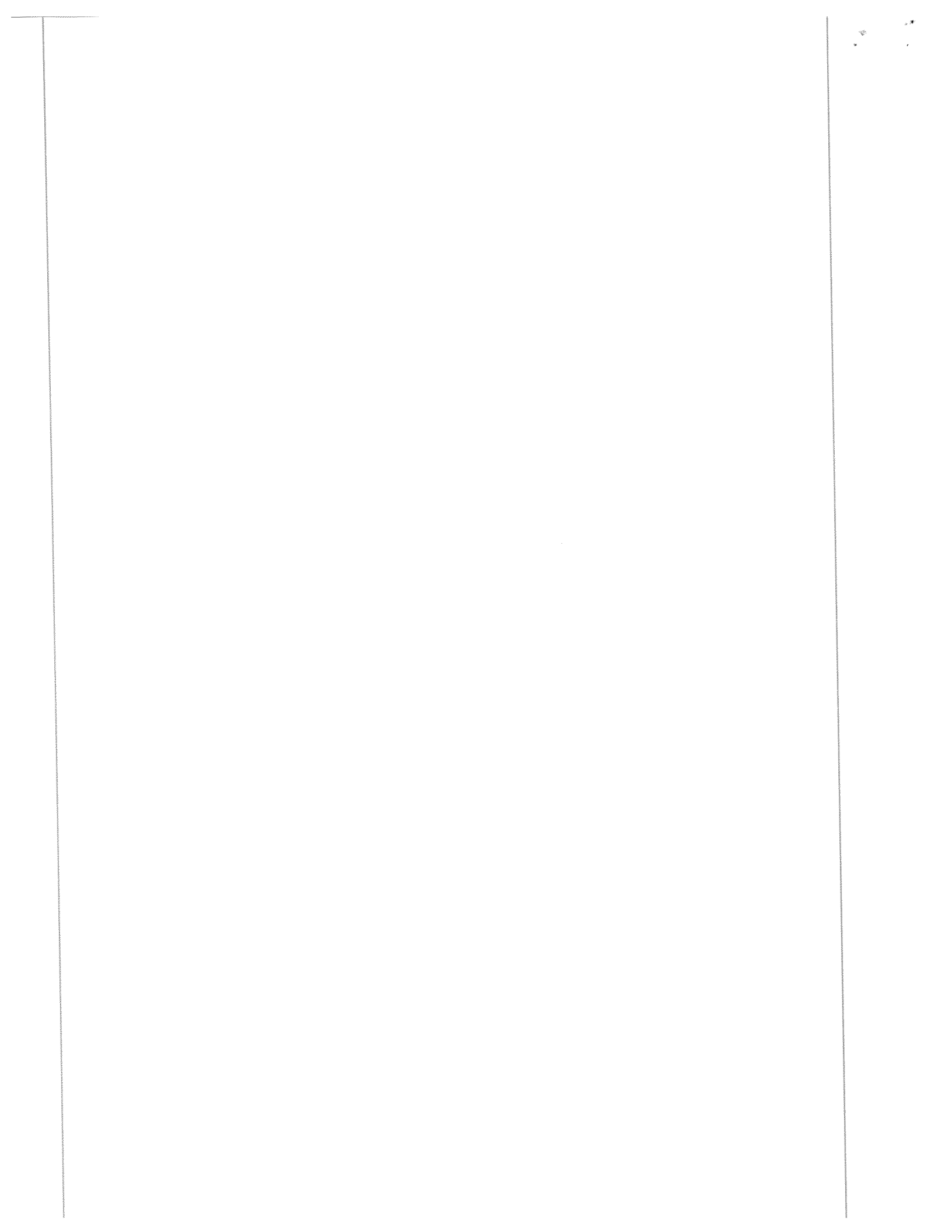
(Petitioners and Mises-en-cause hereinafter the "CCAA Parties")

-and-

FTI CONSULTING CANADA INC.

Monitor

PLAN MODIFICATION ORDER



HAVING READ the *Motion for the Authorization to Make Plan Modifications* (the "**Motion**") by the CCAA Parties other than 8568391 Canada Limited, Bloom Lake Railway Company Limited and Wabush Lake Railway Company Limited (the "**Participating CCAA Parties**"), and the attached exhibits thereof, and the affidavit in support thereof, and the submissions of counsels for the Participating CCAA Parties and the Monitor;

GIVEN the Monitor's Forty Eighth Report to the Court dated July 19, 2018;

GIVEN the provisions of the Amended and Restated Meetings Order granted on May 18, 2018, and of the Order Sanctioning the Amended and Restated Joint Plan of Compromise and Arrangement Dated May 16, 2018, as amended on May 18, 2018 and June 21, 2018, and as may further be amended, restated or supplemented from time to time granted on June 29, 2018 (the "**Sanction Order**");

GIVEN the provisions of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C. c-36 (the "**CCAA**").

THE COURT:

1. **GRANTS** the Motion.
2. **DECLARES** that the Participating CCAA Parties have given sufficient prior notice of the presentation of this Motion to interested parties and that the time for service of the Motion herein be and is hereby abridged.
3. **ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.
4. **DECLARES** that the Participating CCAA Parties are hereby authorized to make the Proposed Plan Modifications as set out in Exhibit R-2 to the Motion;
5. **DECLARES** that the provisions of the Sanction Order apply to the Plan, as amended by the Proposed Plan Modifications.
6. **ORDERS** the provisional execution of this Order notwithstanding appeal.
7. **THE WHOLE** without costs.



STEPHEN W. HAMILTON J.S.C.

Mtre Sébastien Guy
Mtre Iliia Kravtsov
(Blake, Cassels & Graydon LLP)
Attorneys for the CCAA Parties

Date of hearing: July 30, 2018

