

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
Commercial Division

File No.: 500-11-057094-191

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

STORNOWAY DIAMOND CORPORATION
&

STORNOWAY DIAMONDS (CANADA)
INC.

&

ASHTON MINING OF CANADA INC.

&

FCDC SALES AND MARKETING INC.

&

11641603 CANADA INC.

&

11641638 CANADA INC.

&

11641735 CANADA INC.

Petitioners

-&-

COMPUTERSHARE TRUST COMPANY
OF CANADA

-&-

DIAQUEM INC.

-&-

INVESTISSEMENT QUÉBEC

-&-

FONDS DE SOLIDARITÉ DES
TRAVAILLEURS DU QUÉBEC

-&-

**FONDS RÉGIONAL DE SOLIDARITÉ
F.T.Q. NORD-DU-QUÉBEC, SOCIÉTÉ EN
COMMANDITE**

-&-

NATION CRIE DE MISTISSINI

-&-

**GRAND CONSEIL DES CRIS (EEYOU
ISTCHEE)**

-&-

ADMINISTRATION RÉGIONALE CRIE

-&-

**CATERPILLAR FINANCIAL SERVICES
LIMITED**

-&-

**CHUBB LIFE INSURANCE COMPANY OF
CANADA**

-&-

BANK OF NOVA SCOTIA

-&-

XEROX CANADA LTD.

-&-

ATLAS COPCO CANADA INC.

-&-

CWB NATIONAL LEASING INC.

-&-

OSISKO GOLD ROYALTIES LTD

-&-

CDPQ RESOURCES INC.

-&-

TF R&S CANADA LTD.

-&-

ALBION EXPLORATION FUND LLC

-&-

**WASHINGTON STATE INVESTMENT
BOARD**

-&-

TSX INC.

-&-

ATTORNEY GENERAL OF CANADA

-&-

QUEBEC REVENUE AGENCY

-&-

**THE DIRECTOR APPOINTED
PURSUANT TO THE CANADA
BUSINESS CORPORATIONS ACT**

-&-

**THE REGISTRAR OF THE REGISTER OF
PERSONAL AND MOVABLE REAL
RIGHTS OF QUEBEC, represented by
the QUEBEC MINISTRY OF JUSTICE**

-&-

11272420 CANADA INC.

-&-

**THE MINISTER OF ECONOMY, SCIENCE
AND INNOVATION OF QUEBEC**

-&-

**THE MINISTER OF FINANCE AND
ECONOMY OF QUÉBEC**

-&-

**THE LAND REGISTRAR FOR THE
REGISTRY OFFICE FOR THE
REGISTRATION DIVISION OF SEPT-ÎLES**

-&-

**THE REGISTRAR OF PUBLIC REGISTER
OF REAL AND IMMOVABLE MINING
RIGHTS KEPT BY THE MINISTÈRE DE
L'ÉNERGIE ET DES RESSOURCES
NATURELLES (QUÉBEC)**

Mis-en-cause

-&-

DELOITTE RESTRUCTURING INC.

Monitor

MONITOR'S CERTIFICATE

RECITALS:


- A. Pursuant to an order of the Honourable Louis J. Gouin of the Superior Court of Québec (Commercial Division) (the "**Court**") dated September 9, 2019, as amended and restated on October 7, 2019, the Petitioners commenced proceedings pursuant to the *Companies' Creditors Arrangement Act* and Deloitte Restructuring Inc. was appointed as monitor of the Petitioners (the "**Monitor**") in those proceedings.
- B. Pursuant to an order of the Court dated October 7, 2019, (the "**Vesting Order**") the Court approved the Share Purchase Agreement dated October 6, 2019 (the "**Purchase Agreement**") among the Petitioners and 11272420 Canada Inc.
- C. The Vesting Order and the Purchase Agreement contemplate the issuance of the Monitor's Certificate once the Monitor has received confirmations from the Vendor and from AcquisitionCo that all conditions of Closing set forth therein have been satisfied and/or waived.
- D. Unless otherwise indicated herein, capitalized terms used herein have the meanings given to them in the Purchase Agreement.

THE MONITOR CERTIFIES THE FOLLOWING:

- 1. The Vendor and AcquisitionCo have confirmed to the Monitor that the conditions of Closing set forth in the Purchase Agreement have been satisfied and/or waived and that the Closing Date has occurred.
- 2. This Certificate was issued by the Monitor on November 1, 2019.

DELOITTE RESTRUCTURING INC., in its capacity as Monitor, and not in its personal or corporate capacity.

Per:



Name: Jean-François Nadon

Title: President