

**SUPERIOR COURT**  
(Commercial Division)

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

No.: 500-11-057094-191

DATE: November 6, 2019

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BEFORE THE HONOURABLE LOUIS J. GOUIN, J.S.C.

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

**7936567 CANADA INC. (FORMERLY KNOWN AS STORNOWAY DIAMOND CORPORATION)**

-and-

**11641638 CANADA INC.**

-and-

**11641735 CANADA INC.**

Debtors

-and-

**STORNOWAY DIAMONDS (CANADA) INC.**

-and-

**COMPUTERSHARE TRUST COMPANY OF CANADA**

-and-

**DIAQUEM INC.**

-and-

**INVESTISSEMENT QUÉBEC**

-and-

**FONDS DE SOLIDARITÉ DES TRAVAILLEURS DU QUÉBEC**

-and-

JG 2270

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

-and-

**NATION CRIE DE MISTISSINI**

-and-

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

-and-

**ADMINISTRATION RÉGIONALE CRIE**

-and-

**CATERPILLAR FINANCIAL SERVICES LIMITED**

-and-

**CHUBB LIFE INSURANCE COMPANY OF CANADA**

-and-

**BANK OF NOVA SCOTIA**

-and-

**XEROX CANADA LTD.**

-and-

**ATLAS COPCO CANADA INC.**

-and-

**CWB NATIONAL LEASING INC.**

-and-

**OSISKO GOLD ROYALTIES LTD**

-and-

**CDPQ RESOURCES INC.**

-and-

**TF R&S CANADA LTD.**

-and-

**ALBION EXPLORATION FUND LLC**

-and-

**WASHINGTON STATE INVESTMENT BOARD**

-and-

**TSX INC.**

-and-

**ATTORNEY GENERAL OF CANADA**

-and-

**QUEBEC REVENUE AGENCY**

-and-

**11272420 CANADA INC.**

-and-

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

-and-

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

Mis-en-cause

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor/Petitioner

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**DISCHARGE ORDER**

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- [1] The Monitor / Petitioner Deloitte Restructuring Inc. ("**Deloitte**" or the "**Monitor**") presents a *Motion to Discharge the Monitor* (the "**Motion**"), in its capacity as monitor of 7936567 Canada Inc., 11641638 Canada Inc. and 11641735 Canada Inc. pursuant to section 11 of the *Companies' Creditors Arrangement Act*;
- [2] **CONSIDERING** the service of the Motion;
- [3] **CONSIDERING** the submissions of the Monitor's attorneys;
- [4] **CONSIDERING** the absence of contestation to the Motion;
- [5] **CONSIDERING** that upon the assignment into bankruptcy of 7936567 Canada Inc., 11641638 Canada Inc. and 11641735 Canada Inc., these proceedings (the "**CCAA Proceedings**") will no longer have any purpose;
- [6] **CONSIDERING** that the Monitor has performed its duties and functions as monitor of the Debtors in good faith and in a commercially reasonable manner;
- [7] **CONSIDERING** the provisions of the CCAA;

**FOR THESE REASONS, THE COURT:**

- [8] **GRANTS** the Motion.
- [9] **ORDERS** that the time for service of the Motion be abridged and that the Motion is properly presentable and **DECLARES** that the service of the Motion constitutes good and sufficient service on all persons and **DECLARES** that all parties are relieved of any further requirement for service of the Motion;
- [10] **ORDERS** that upon assignment into bankruptcy of 7936567 Canada Inc., 11641638 Canada Inc. and 11641735 Canada Inc., at the time deemed appropriate by the Monitor, the CCAA Proceedings shall be terminated without any further act or formality (the "**CCAA Termination Date**").
- [11] **ORDERS** and **DECLARES** that effective on the CCAA Termination Date, Deloitte is discharged as Monitor and shall have no further duties, obligations or responsibilities as Monitor under this Order and under any Order of the Court in these proceedings, provided that, notwithstanding its discharge herein, the Monitor shall remain Monitor for the performance of such incidental or ancillary duties as may be required to complete the administration of the Debtors' estates, as applicable.
- [12] **ORDERS** that, notwithstanding any provision of this Order, the termination of these proceedings or the discharge of the Monitor, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, this Order, any other Order of this Court in these proceedings or otherwise, all of which are expressly continued and confirmed following the CCAA Termination Date, including in connection with any actions taken by Deloitte following the CCAA Termination Date with respect to the Debtors or these proceedings, as applicable.
- [13] **APPROVES** the activities, actions and conduct of the Monitor, and the reports of the Monitor filed, in relation to the Debtors, up to the date of this Order.
- [14] **ORDERS** that, as at the CCAA Termination Date, Deloitte is released and discharged from any and all liability that Deloitte now or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte while acting in its capacity as Monitor in these CCAA Proceedings, save and except for any gross negligence or willful misconduct on Deloitte's part.
- [15] **ORDERS** that no action, demand, claim, complaint or other proceeding, arising out of or related to Deloitte's capacity, actions or conduct as Monitor, shall be commenced against Deloitte except with prior leave of this Court, prior notice to Deloitte of at least seven (7) business days and such further order securing, as security for costs, the full judicial and reasonable extra-judicial costs of Deloitte in connection with such proceeding as this Court may deem just and appropriate.

500-11-055622-183

PAGE: 5

**THE WHOLE WITHOUT COSTS.**

A handwritten signature in black ink, appearing to read "Louis J. Gouin, J.S.C.", written in a cursive style.

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Louis J. Gouin, J.S.C.

Mtre. Julien Morissette  
**Osler, Hoskin & Harcourt LLP**  
Attorneys for the Monitor