

Re: Canadian Dehua International Mines Group Inc. (加拿大德华国际矿业集团公司)

This is an important document and should be reviewed in its entirety. You may also want to retain Canadian legal counsel to ensure your rights are protected.

这是一份重要的文件，应该阅读其全部内容。您也许需要聘请加拿大律师确保您的权利得到保护。

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN
DEHUA INTERNATIONAL MINES GROUP INC. ("CDI")**

CLAIMS PROCESS INSTRUCTION LETTER

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE MEANING
GIVEN IN APPENDIX "A" HERETO

CDI has identified you as a Person with a possible Claim against CDI. This Claims Process Instruction Letter provides instructions regarding how to participate in the Claims Process.

1. Overview of the Claims Process

On June 28, 2022, on application by CDI, the Supreme Court of British Columbia (the "**Court**") granted an Order (the "**Claims Process Order**") in proceedings commenced under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") authorizing CDI to initiate a process (the "**Claims Process**") whereby Creditors can prove their Claims against CDI.

A copy of the Claims Process Order is posted on the Monitor's Website at:
<http://cfcanada.fticonsulting.com/CanadianDehuaInternational/>

Participation in the Claims Process is intended for any Person asserting a Claim (other than an Unaffected Claim) of any kind or nature whatsoever against CDI which arose before the Filing Date.

You must file a Proof of Claim (as referenced in paragraph 2 below) to avoid the barring of any Claim which you may have against CDI.

All enquires or questions regarding the Claims Process should be addressed to the Court-appointed Monitor at:

FTI Consulting Canada Inc.
701 West Georgia Street
Suite 1450, PO Box 10089
Vancouver, BC V7Y 1B6

Attention: Craig Munro and Hailey Liu

Telephone: 1.604.757.6108
1.403.454.6040

Email: Craig.Munro@fticonsulting.com
Hailey.Liu@fticonsulting.com

2. For Persons Submitting a Proof of Claim

You are required to file a Proof of Claim, in the form enclosed herewith, and ensure that it is received by the Monitor by 5:00 p.m. (Vancouver time) on August 15, 2022 (the "**Claims Bar Date**") to avoid the barring and extinguishment of any Claim you may have against CDI.

Additional Proof of Claim forms can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/CanadianDehualInternational/> or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

If you are submitting your Proof of Claim electronically, please submit your Proof of Claim form, and any accompanying documentation, in one PDF file.

3. Claims Process Order

This Claims Process Instruction Letter is provided to assist you in participating in the Claims Process. If anything in this Claims Process Instruction Letter differs from the terms of the Claims Process Order, the terms of the Claims Process Order will govern.

IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCESS ORDER, IF YOU DO NOT FILE A PROOF OF CLAIM IN RESPECT OF YOUR CLAIM WITH THE MONITOR BY THE CLAIMS BAR DATE:

- (a) **YOUR CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST CDI;**
- (b) **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OF ARRANGEMENT OR COMPROMISE OF CDI OR BE ENTITLED TO ANY FURTHER NOTICE OR DISTRIBUTION UNDER SUCH PLAN, IF ANY;**
- (c) **YOU WILL NOT BE ENTITLED TO ANY PROCEEDS OF SALE OF ANY ASSETS OF CDI; AND**
- (d) **YOU WILL NOT OTHERWISE BE ENTITLED TO PARTICIPATE AS A CREDITOR IN THE CCAA PROCEEDINGS.**

APPENDIX "A"

Defined Terms

- **"ARIO"** means the Amended and Restated Initial Order made June 9, 2022, in the CCAA Proceedings, as may be amended and extended from time to time;
- **"CCAA Charges"** means, collectively, the Administration Charge, the Interim Lender's Charge and the D&O Charge (as such terms are defined in the ARIO) and any other charge over CDI's assets created by any other Order;
- **"CCAA Proceedings"** means the proceedings commenced by CDI under the CCAA on the Filing Date in Supreme Court of British Columbia Action No. S-224444, Vancouver Registry;
- **"Claim"** means: means any Pre-Filing Claim, that is not yet a Proven Claim;
- **"Creditor"** means any Person having a Claim and includes, without limitation, the transferee or assignee of a transferred or assigned Claim that is recognized as a Creditor in accordance with paragraph 28 of this Claims Process Order, or a trustee, liquidator, receiver, manager, or other Person acting on behalf of such Person;
- **"Filing Date"** means June 3, 2022;
- **"Initial Order"** means the Order of the Court made June 3, 2022 in the CCAA Proceedings, as may be amended and extended from time to time;
- **"Monitor"** means FTI Consulting Canada Inc. in its capacity as Court-appointed Monitor of CDI pursuant to the Initial Order;
- **"Person"** means any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate (including a limited liability company and an unlimited liability company), corporation, unincorporated association or organization, governmental authority, syndicate or other entity, whether or not having legal status;
- **"Post-Filing Claim"** means any claim of any Person that may be asserted or made in whole or in part against the Petitioner in connection with any indebtedness, liability or obligation of any kind which arose in respect of obligations first incurred on or after the Filing Date and any interest thereon, including any obligation of the Petitioner to Persons who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Petitioner on or after the Filing Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or advancement of funds on or after the Filing Date;

- **"Pre-Filing Claim"** means any right or claim of any Person that may be asserted or made in whole or in part against the Petitioner, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, in existence on, or which is based on an event, fact, act or omission which occurred in whole or in part prior to the Filing Date, at law or in equity, including by reason of the commission of a tort (intentional or unintentional), any breach of contract or other agreement (oral or written), any breach of duty (including, without limitation, any legal, statutory, equitable or fiduciary duty), any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise) or for any reason whatsoever against the Petitioner or its property or assets, and whether or not any indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not any right or claim is executory or anticipatory in nature including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action whether existing at present or commenced in the future, together with any other rights or claims not referred to above that are or would be claims provable in bankruptcy had the Petitioner become bankrupt on the Filing Date, and for greater certainty, includes Tax Claims; provided, however, that "Pre-Filing Claim" shall not include an Unaffected Claim or any Claim which is not a "claim" as defined in the CCAA, but shall include Secured Claims, notwithstanding their not being affected by the Plan;
- **"Secured Charge"** means any secured Claim which after the delivery of the Proof of Claim in accordance with this Claims Process Order: (a) has been admitted in whole or in part pursuant to the provisions of this Claims Process Order; or (b) has been disallowed, which disallowance has subsequently been set aside in whole or in part by the Court;
- **"Secured Claim"** means any right or claim of any Person that may be asserted or made in whole or in part against the Petitioner, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, in existence on, or which is based on, an event, fact, act or omission which occurred in whole or in part prior to the filing date which is secured by a valid and perfected security interest in the Petitioner's assets;
- **"Secured Creditor"** means a Creditor with a Secured Charge, to the extent of that Secured Charge;
- **"Tax Claim"** means any Claim against CDI for any taxes in respect of any taxation year or period ending on or prior to the Filing Date, and in any case where a taxation year or period commences on or prior to the Filing Date, for any taxes in respect of or attributable to the portion of the taxation period commencing prior to the Filing Date and up to and including the Filing Date. For greater certainty, a Tax Claim shall include, without limitation, any and all Claims of any Taxing Authority in respect of transfer pricing adjustments and any Canadian or non-resident tax related thereto;

- **"Taxing Authorities"** means Her Majesty the Queen in right of Canada, Her Majesty the Queen in right of any province or territory of Canada, Canada Revenue Agency, any similar revenue or taxing authority of each and every province or territory of Canada and any political subdivision thereof, and "Taxing Authority" means any one of the Taxing Authorities;
- **"Unaffected Claim"** means, collectively, and subject to further order of this Court:
 - any Post Filing Claim; and
 - any claim secured by any of the CCAA Charges.

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN
DEHUA INTERNATIONAL MINES GROUP INC. ("CDI")**

NOTICE OF DISPUTE

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE SAME
MEANINGS AS ARE GIVEN TO THEM IN THE CLAIMS PROCESS ORDER

Pursuant to the Order of the Supreme Court of British Columbia granted to CDI (as may be amended, restated or supplemented from time to time, the "**Claims Process Order**"), I/we hereby give you notice of my/our intention to dispute the Notice of Revision or Disallowance bearing Reference Number _____ and dated _____ issued by FTI Consulting Canada Inc., in its capacity as Monitor of CDI, in respect of my/our Claim.

Full Legal Name of Original Creditor: _____

	Reviewed Claim as Accepted (\$CAD)	Reviewed Claim as Disputed (\$CAD)	Secured (\$CAD)	Unsecured (\$CAD)
Total Claim				

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Original Creditor or
Representative of Corporate Creditor _____

Date _____

Print Name _____

Telephone Number _____

Facsimile Number _____

Email address _____

Full Mailing Address _____

This form and supporting documentation is to be returned by prepaid registered mail, personal delivery, e-mail (in pdf format), courier or facsimile transmission to the address indicated herein and is to be received by the Monitor by 5:00 p.m. (Vancouver time) on [DATE], 2022 being ten (10) days after the date of the Notice of Revision or Disallowance, or such other date as may be agreed to by the Monitor.

Where this Notice of Dispute is being submitted electronically, please submit one pdf file with the file named as follows: [insert legal name of creditor]nod.pdf.

Address for service of Notices of Dispute:

FTI Consulting Canada Inc.
701 West Georgia Street
Suite 1450, PO Box 10089
Vancouver, BC V7Y 1B6

Attention: Craig Munro and Hailey Liu

Telephone: 1.604.757.6108
1.403.454.6040

Email: Craig.Munro@fticonsulting.com
Hailey.Liu@fticonsulting.com

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN
DEHUA INTERNATIONAL MINES GROUP INC. ("CDI")**

NOTICE OF REVISION OR DISALLOWANCE

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE SAME
MEANINGS AS ARE GIVEN TO THEM IN THE CLAIMS PROCESS ORDER

Full Legal Name of Creditor: _____

Reference #: _____

Pursuant to the Order of the Supreme Court of British Columbia granted to CDI (as may be amended, restated or supplemented from time to time, the "**Claims Process Order**"), FTI Consulting Canada Inc., in its capacity as Monitor of CDI, hereby gives you notice that the Monitor, in consultation with CDI, has reviewed your Proof of Claim and has revised or disallowed your Claim as follows:

	Proof of Claim as Submitted	Revised Claim as Accepted (\$CAD)	Secured (\$CAD)	Unsecured (\$CAD)
Total Claim				

Reason for the Revision or Disallowance:

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

If you intend to dispute a Notice of Revision or Disallowance, you must deliver a Notice of Dispute, in the form attached hereto, by prepaid registered mail, personal delivery, email (in .pdf format) or courier to the address indicated herein so that such Notice of Dispute is received by the Monitor by 5:00 p.m. (Vancouver time) on [Date], being ten (10) days after the date of this Notice of Revision or Disallowance, or such other date as may be agreed to by the Monitor.

If you do not deliver a Notice of Dispute by the time specified, the nature and amount of Your Claim, if any, shall be as set out in this Notice of Revision or Disallowance.

Address for service of Notice of Dispute:

FTI Consulting Canada Inc.
701 West Georgia Street
Suite 1450, PO Box 10089
Vancouver, BC V7Y 1B6

Attention: Craig Munro and Hailey Liu

Telephone: 1.604.757.6108
1.403.454.6040

Email: Craig.Munro@fticonsulting.com
Hailey.Liu@fticonsulting.com

Dated at _____ this _____ day of _____ 2022.

FTI Consulting Canada Inc.
in its capacity as the Court-appointed Monitor of Canadian Dehua International Mines Group Inc.

Per: _____

Name: _____

Title: _____

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF CANADIAN
DEHUA INTERNATIONAL MINES GROUP INC. ("CDI")**

PROOF OF CLAIM

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE MEANINGS GIVEN TO THEM IN THE ENCLOSED CLAIMS PROCESS INSTRUCTION LETTER, INCLUDING APPENDIX "A" THERETO.

Please read the enclosed Claims Process Instruction Letter carefully prior to completing this Proof of Claim.

Please review the Claims Process Order, which is posted to the Monitor's Website at: <http://cfcanada.fticonsulting.com/CanadianDehuaInternational/>

1. Particulars of Claim

Please complete the following (the name and contact information should be of the original Creditor, regardless of whether all or any portion of the Claim has been assigned).

Full Legal Name:	
Full Mailing Address:	
Telephone Number:	
Facsimile Number:	
E-mail address:	
Attention (Contact Person):	

Has all or part of the Claim been assigned by the Creditor to another party?

Yes:

No:

2. Particulars of Assignee(s) (If any)

Please complete the following if all or a portion of the Claim has been assigned. Insert full legal name of the assignee(s) of the Claim. If there is more than one assignee, please attach a separate sheet with the required information.

Full Legal Name of Assignee:	
Full Mailing Address of Assignee:	
Telephone Number of Assignee:	
Facsimile Number of Assignee:	
E-mail address of Assignee:	
Attention (Contact Person):	

3. Proof of Claim

I, _____ (name), of _____
(City and Province, State or Territory) do hereby certify that:

- I am a Creditor; or
 I am the _____ (state position or title) of _____ (name of corporate Creditor), which is a Creditor;
- I have knowledge of all the circumstances connected with the Claim referred to below;
- I (or the corporate Creditor, as applicable) have a Claim against CDI as follows:

PRE-FILING CLAIM (as at June 3, 2022):

\$ _____ (insert amount of Claim)

Note: Claims should be submitted in Canadian Dollars converted using the applicable Bank of Canada exchange rate published on the Filing Date.

4. **Nature of Claim**

(Check and complete appropriate category)

[] A. UNSECURED CLAIM OF \$_____. That in respect of this debt, no assets CDI are pledged or held as security.

[] B. SECURED CLAIM OF \$_____ That in respect of this debt, assets CDI valued at \$_____ are pledged to or held by me as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was obtained, and attach a copy of any security documents.)

5. **Particulars of Claims**

Please attach details concerning the particulars of the Creditor's Claims, as well as any security held by the Creditor.

(Provide all particulars of the Claims and supporting documentation, including the amount, description of transaction(s) or agreement(s) giving rise to the Claims, name of any guarantor which has guaranteed the Claims, amounts of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by CDI to the Creditor or asserted by the Creditor and estimated value of such security.

6. **Filing of Claims**

This Proof of Claim **must be received by the Monitor by no later than 5:00 p.m. (Vancouver time) on August 15, 2022** (the "Claims Bar Date").

IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCESS ORDER, THE FAILURE TO FILE YOUR PROOF OF CLAIM BY THE CLAIMS BAR DATE, WILL RESULT IN YOUR CLAIM BEING FOREVER BARRED AND EXTINGUISHED, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST CDI.

This Proof of Claim must be delivered by prepaid registered mail, personal delivery, e-mail, or courier to the following addresses:

FTI Consulting Canada Inc.
701 West Georgia Street
Suite 1450, PO Box 10089
Vancouver, BC V7Y 1B6

Attention: Craig Munro and Hailey Liu

Telephone: 1.604.757.6108
1.403.454.6040

Email: Craig.Munro@fticonsulting.com
Hailey.Liu@fticonsulting.com

DATED this _____ day of _____, 2022

Witness Signature

Signature of Creditor

Print Name of Witness

Print Name of Creditor

*If the Creditor is other than an individual,
print name and title of authorized
signatory*

Name

Title