

SUPERIOR COURT
(Commercial Division)

C A N A D A

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

File: No: 500-11-048114-157

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.
C-36, AS AMENDED:**

BLOOM LAKE GENERAL PARTNER LIMITED

QUINTO MINING CORPORATION

8568391 CANADA LIMITED

CLIFFS QUEBEC 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

-and-

9108-7189 QUÉBEC INC. (doing business as CDC EXPORTS)

Mise-en-cause

-and-

THE REGISTRAR OF THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS

Mise-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

CERTIFICATE OF THE MONITOR

RECITALS

- A. Pursuant to an initial order rendered by the Honourable Mr. Justice Martin Catonguay, J.S.C., of the Superior Court of Québec, Commercial Division (the "**Court**") on January 27, 2015 (as amended on February 20, 2015 and as may be further amended from time to time, the "**Initial Order**"), FTI Consulting Canada Inc. (the "**Monitor**") was appointed to monitor the business and financial affairs of the Petitioners and the Mises-en-cause (together with the Petitioners, the "**Bloom Lake CCAA Parties**").
- B. Pursuant to an order granted May 20, 2015 providing protection under the CCAA to Wabush Iron Co. Limited and Wabush Resources Inc., as petitioners (the "**Wabush Petitioners**"), and Arnaud Railway Company, Wabush Mines and Wabush Lake Railway Company Limited, as mises-en-cause (the "**Wabush Mises-en-cause**", together with the Wabush Petitioners the "**Wabush CCAA Parties**"), and adding those entities to the CCAA Proceedings. The Wabush CCAA Parties and the Bloom Lake CCAA parties are referred to herein collectively as the "**CCAA Parties**".
- C. Pursuant to an order (the "**Approval and Vesting Order**") rendered by the Court on November 5, 2015, the transaction contemplated by the Sale of Goods Agreement dated September 30, 2015 as amended on October 7, 2015 (the "**Bunker C Fuel Sale Agreement**") by and among the Petitioners Wabush Iron Co. Limited and Wabush Resources Inc. as sellers (collectively, the "**Sellers**"), and the Mise-en-cause 9108-7189 Québec Inc. (doing business as CDC Exports) as purchaser (the "**Purchaser**") was authorized and approved, with a view, *inter alia*, to vest in and to the Purchaser, all of the Sellers' right, title and interest in and to the Purchased Assets (as defined in the Bunker C Fuel Sale Agreement).
- D. Each capitalized term used and not defined herein has the meaning given to such term in the Bunker C Fuel Sale Agreement.
- E. The Approval and Vesting Order provides for the vesting of all of the Sellers' right, title and interest in and to the Purchased Assets in the Purchaser, in accordance with the terms of the Approval and Vesting Order and upon the delivery of a certificate (the "**Certificate**") issued by the Monitor confirming that the Purchase Price has been paid in full by the Purchaser.
- F. In accordance with the Approval and Vesting Order, the Monitor has the power to authorize, execute and deliver this Certificate.
- G. The Approval and Vesting Order also directed the Monitor to file with the Court a copy of this Certificate forthwith after issuance thereof.

THEREFORE, THE MONITOR CERTIFIES THE FOLLOWING:

- A.** The Purchaser has paid the Purchase Price in full to the Monitor on December 7, 2015.
- B.** The closing of the Purchase Agreement is deemed to have occurred at 12.28 p.m. on December 8, 2015.

THIS CERTIFICATE was issued by the Monitor at 12:28 p.m. on December 8, 2015.

***FTI Consulting Canada Inc., in its capacity as
Monitor of the CCAA Parties, and not in its
personal or corporate capacity.***

By: 
Name: Nigel Meakin

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