

SUPERIOR COURT
(Commercial Division)

C A N A D A

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N°: 500-11-048114-157

DATE: March 26, 2018

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

**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-

FTI CONSULTING CANADA INC.

Monitor

POST-FILING CLAIMS PROCEDURE ORDER

HAVING READ the *Motion for the Issuance of a Post-Filing Claims Procedure Order* brought by the Petitioners Bloom Lake General Partner Limited, Quinto Mining Corporation, 8568391 Canada Limited, Cliffs Québec Iron Mining ULC, Wabush Iron Co. Limited, and Wabush Resources Inc. and the Mises-en-cause The Bloom Lake Iron Ore Mine Limited Partnership, Bloom Lake Railway Company Limited, Wabush Mines, Arnaud Railway Company, and Wabush Lake Railway Company Limited (the "**Motion**"), the affidavit and the exhibits in support thereof, as well as the 44th Report of the Monitor dated March 22, 2018;

SEEING the service of the Motion;

SEEING the submissions of the CCAA Parties' and the Monitor's attorneys;

SEEING that it is appropriate to issue an order approving the post-filing claims procedure as requested by and among the CCAA Parties;

SEEING that no creditor is opposed to the Motion;
FOR THESE REASONS, THE COURT HEREBY:

1. **GRANTS** the Motion.

Service

2. **DECLARES** that the CCAA Parties have given sufficient prior notice of the presentation of the Motion to interested parties.
3. **DECLARES** that the Motion is properly returnable today and hereby dispenses with further service thereof.

Definitions

4. **DECLARES** that the following capitalized terms shall, unless otherwise indicated, have the following meanings ascribed thereto:
 - 4.1 "**Allowed D&O Post-Filing Claim**" means the amount of the D&O Post-Filing Claim of a D&O Post-Filing Claimant finally determined in accordance with this Post-Filing Claims Procedure Order;
 - 4.2 "**Allowed Post-Filing Claim**" means the amount, status and/or validity of the Post-Filing Claim of a Creditor finally determined in accordance with this Post-Filing Claims Procedure Order which shall be final and binding. Any Post-Filing Claim will be "finally determined" if and when:
 - (a) a Creditor files a Proof of Post-Filing Claim by the Post Filing Claims Bar Date and the Monitor has not sent a Post-Filing Notice of Revision or Disallowance as set out in paragraph 35 of this Claims Procedure Order;
 - (b) the Monitor has sent the Creditor a Post-Filing Notice of Revision or Disallowance in accordance with the Post-Filing Claims Procedure, and the Creditor has not sent a Post-Filing Notice of Dispute in response thereto by the deadline set out in paragraph 28 of this Post-Filing Claims Procedure Order;

- (c) the Creditor, or Representatives' Counsel, as applicable, has sent a Post-Filing Notice of Dispute by the deadline set out in paragraph 28 hereto, and the Monitor, in consultation with the CCAA Parties, and the Creditor have consensually resolved the disputed Post-Filing Claim;
- (d) a Claims Officer has been appointed with respect to the Post-Filing Claim, the Claims Officer has issued a Claims Officer's Determination with respect to the Post-Filing Claim as set out in paragraph 40 hereto, and the time within which any party may file an appeal of such Claims Officer's Determination has expired without any such appeal being filed, or such an appeal has been filed but subsequently withdrawn; or
- (e) the Court has made a determination with respect to the Post-Filing Claim and no appeal or application for leave to appeal therefrom has been brought or served on either party, or if any appeal(s) or application(s) for leave to appeal or further appeal therefrom have been made or served on either party, any (and all) such appeal(s) or application(s) have been dismissed or withdrawn, or have led to a final non-appealable ruling;

and such Post-Filing Claim shall become an Allowed Post-Filing Claim only to the extent determined as per the above;

- 4.3 "**Amended Claims Procedure Order**" means the Court Order dated November 5, 2015, as amended on November 16, 2015, establishing a claims procedure;
- 4.4 "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- 4.5 "**Bloom Lake CCAA Parties**" means Cliffs Québec Iron Mining ULC, Bloom Lake General Partner Limited, Quinto Mining Corporation, 8568391 Canada Limited, Bloom Lake Railway Company Limited, and The Bloom Lake Iron Ore Mine Limited Partnership;
- 4.6 "**Bloom Lake Initial Order**" means the Order of the Court issued on January 27, 2015 in respect of the Bloom Lake CCAA Parties, as amended, supplemented or varied from time to time;
- 4.7 "**Business Day**" means a day, other than a Saturday, a Sunday, or a non-judicial day (as defined in article 6 of the *Code of Civil Procedure*, R.S.Q., c. C-25, as amended);
- 4.8 "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- 4.9 "**CCAA Charges**" means, collectively, the Administration Charges the Directors' Charges, the Interim Lender Charge, and the Sale Advisor Charges (as such terms are defined in the Bloom Lake Initial Order and the Wabush Initial Order, and as such charges may be amended, modified or varied by further Court Order), as well as any other charge over the CCAA Parties' assets created by Court Order;

- 4.10 **"CCAA Parties"** means the Bloom Lake CCAA Parties and the Wabush CCAA Parties;
- 4.11 **"CCAA Proceedings"** means the CCAA proceedings commenced by the CCAA Parties before the Quebec Superior Court (Commercial Division) in File No. 500-11-048114-157;
- 4.12 **"Claims Officer"** means the individual or individuals appointed by the Monitor pursuant to paragraph 38 hereof which may include a grievance arbitrator if deemed appropriate by the Monitor;
- 4.13 **"Claims Officer's Determination"** has the meaning given to it in paragraph 40 hereof;
- 4.14 **"Claims Package"** has the meaning given to it in paragraph 12 hereof;
- 4.15 **"Court"** means the Quebec Superior Court;
- 4.16 **"Court Order"** means any order made by the Court in the CCAA Proceedings;
- 4.17 **"Designated Newspapers"** means, for the English language version of the Newspaper Notice, the Globe and Mail (National Edition) and the Telegram (Newfoundland & Labrador); and, for the French language version of the Newspaper Notice, La Presse;
- 4.18 **"Determination Date"** means January 27, 2015 for the Bloom Lake CCAA Parties, and May 20, 2015 for the Wabush CCAA Parties;
- 4.19 **"Director"** means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, a director of any one or more of the CCAA Parties;
- 4.20 **"D&O Claims Bar Date"** means 5:00 p.m. (prevailing Eastern time) on December 18, 2015, or such other date as may be ordered by the Court;
- 4.21 **"D&O Counsel"** means Lax O'Sullivan Scott Lisus LLP, 145 King Street, suite 2750, Toronto, Ontario M5H 1G8, c/o Andrew Winton (awinton@counsel-toronto.com) and Matthew Gottlieb (mgottlieb@counsel-toronto.com);
- 4.22 **"D&O Post-Filing Claim"** means any right or claim that may be asserted or made against one or more of the Directors and/or Officers of any of the CCAA Parties, for which the Directors and/or Officers, or any of them, are by statute liable to pay in their capacity as Directors and/or Officers or which are secured by way of the Directors' Charges, and which arose after the D&O Claims Bar Date and remains unpaid as of the Post-Filing Determination Date;
- 4.23 **"D&O Post-Filing Claimant"** means any Person having or making a D&O Post-Filing Claim and may, where the context requires, include the assignee of a D&O Post-Filing Claim or trustee, interim receiver, receiver and manager, or any other Person acting on behalf of such Person;

- 4.24 “**D&O Post-Filing Claims Bar Date**” means 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such other date as may be ordered by the Court;
- 4.25 “**D&O Post-Filing Dispute Package**” means with respect to any D&O Post-Filing Claim, a copy of the related D&O Proof of Post-Filing Claim, D&O Post-Filing Notice of Revision or Disallowance, and D&O Notice of Dispute;
- 4.26 “**D&O Post-Filing Notice of Dispute**” means a notice substantially in the form attached hereto as **Schedule “C”** delivered by a D&O Post-Filing Claimant who has received a D&O Post-Filing Notice of Revision or Disallowance, disputing such D&O Notice of Revision or Disallowance;
- 4.27 “**D&O Post-Filing Notice of Revision or Disallowance**” means a notice substantially in the form of **Schedule “B”** hereto advising a D&O Post-Filing Claimant that the Monitor has revised or disallowed all or part of such D&O Post-Filing Claimants’ D&O Post-Filing Claim set out in its D&O Proof of Post-Filing Claim and setting out the reasons for such revision or disallowance;
- 4.28 “**D&O Proof of Post-Filing Claim**” means the form of D&O Proof of Post-Filing Claim, substantially in the form of **Schedule “A”** hereto, or, as the context may require, such form as completed and filed with the Monitor, together with the appended relevant documents, if any;
- 4.29 “**Employee**” means any current or former employee of the CCAA Parties;
- 4.30 “**Excluded Post-Filing Creditor**” means a Person having a Post-Filing Claim in respect of a Post-Filing Excluded Claim, but only in respect of such Post-Filing Excluded Claim;
- 4.31 “**Monitor**” means FTI Consulting Canada Inc. in its capacity as Court-appointed Monitor to the CCAA Parties pursuant to the Bloom Lake Initial Order and the Wabush Initial Order;
- 4.32 “**Monitor’s Website**” means the Monitor’s website located at <http://cfcanada.fticonsulting.com/bloomlake/>;
- 4.33 “**Newspaper Notice**” means the notice of this Post-Filing Claims Procedure Order to be published in the Designated Newspapers, being in substantially the form attached hereto as **Schedule “E”**;
- 4.34 “**Officer**” means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, an officer of any one or more of the CCAA Parties;
- 4.35 “**Person**” means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization without legal personality, joint venture, governmental body or agency, or any other entity;

- 4.36 **"Plan"** means the joint plan of compromise and arrangement dated March 19, 2018 in these CCAA Proceedings, as may be amended, supplemented or replaced from time to time;
- 4.37 **"Post-Filing Claim"** means any right or claim that may be asserted or made against the CCAA Parties (or any one of them) in respect of any indebtedness, liability or obligation of any kind whatsoever that arose after the Determination Date (and which does not constitute a Claim subject to the Claims Procedure Order) and remains unpaid as of the Post-Filing Determination Date; including any Post-Filing Tax Claims, but excluding any Post-Filing Excluded Claim (the **"Post-Filing Claims"**);
- 4.38 **"Post-Filing Claims Bar Date"** means 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such other date as may be ordered by the Court;
- 4.39 **"Post-Filing Claims Procedure"** means the call for Post-Filing Claims and D&O Post-Filing Claims to be administered by the Monitor, in consultation with the CCAA Parties or D&O Counsel as applicable, pursuant to the terms of this Post-Filing Claims Procedure Order;
- 4.40 **"Post-Filing Claims Procedure Order"** means this Post-Filing Claims Procedure Order establishing a post-filing claims procedure;
- 4.41 **"Post-Filing Creditor"** means any Person having or making a Post-Filing Claim and may, where the context requires, include the assignee of a Post-Filing Claim or trustee, interim receiver, receiver and manager, or any other Person acting on behalf of such Person. A Post-Filing Creditor shall not, however, include an Excluded Post-Filing Creditor in respect of that Person's Post-Filing Excluded Claim;
- 4.42 **"Post-Filing Creditors' Instructions"** means the document package which includes a copy of (i) the Post-Filing Instruction Letter; (ii) a blank Proof of Post-Filing Claim; (iii) a blank Proof of Post-Filing D&O Claim; (iv) this Post-Filing Claims Procedure Order; and (v) such other materials as the Monitor, in consultation with the CCAA Parties and D&O Counsel, considers necessary or appropriate;
- 4.43 **"Post-Filing Determination Date"** means April 30, 2018;
- 4.44 **"Post-Filing Dispute Package"** means, with respect to any Post-Filing Claim, a copy of the related Proof of Post-Filing Claim, Post-Filing Notice of Revision or Disallowance, and Post-Filing Notice of Dispute;
- 4.45 **"Post-Filing Excluded Claim"** means, subject to further order of this Court (i) the Monitor's fees and disbursements (including of its legal counsel and other consultants and advisors) in connection with the performance of its duties in the CCAA Proceedings; (ii) fees and disbursements of the Participating CCAA Parties' legal counsel, consultants and other advisors in connection with these CCAA Proceedings; (iii) the fees and disbursements of Salaried Members Representative Counsel as approved by Court Order; (iv) the fees and disbursements of the D&O Counsel; and (v) the fees and disbursements of any

Claims Officer appointed under the Claims Procedure Order or this Post-Filing Claim Procedure Order;

- 4.46 **"Post-Filing Instruction Letter"** means the letter regarding completion of a Proof of Post-Filing Claim, which letter shall be substantially in the form attached hereto as **Schedule "D"**;
- 4.47 **"Post-Filing Notice of Dispute"** means a notice substantially in the form attached hereto as **Schedule "F"** delivered by a Post-Filing Creditor who has received a Post-Filing Notice of Revision or Disallowance, disputing such Post-Filing Notice of Revision or Disallowance;
- 4.48 **"Post-Filing Notice of Revision or Disallowance"** means a notice substantially in the form of **Schedule "G"** hereto advising a Post-Filing Creditor that the Monitor has revised or disallowed all or part of such Creditor's Post-Filing Claim set out in its Proof of Post-Filing Claim and setting out the reasons for such revision or disallowance;
- 4.49 **"Post-Filing Tax Claim"** means any Claim against the CCAA Parties (or any one of them) for any taxes in respect of any taxation year or period ending after the Determination Date, and in any case where a taxation year or period commences on or prior to the Determination Date, for any taxes in respect of or attributable to the portion of the taxation period commencing after the Determination Date. For greater certainty, a Post-Filing Tax Claim shall include, without limitation, any and all Post-Filing Claims of any Taxing Authority in respect of transfer pricing adjustments and any Canadian or non-resident tax related thereto;
- 4.50 **"Potential Post-Filing Creditors List"** means a list, prepared by the Monitor in consultation with the CCAA Parties, of Persons, other than employees, former employees and Excluded Post-Filing Creditors which (a) based on the Monitor's disbursement records has supplied goods or services to a CCAA Party since April 1, 2016, (b) were a purchaser pursuant to a transaction approved by the Court in the CCAA Proceedings, or (c) the CCAA Parties or the Monitor consider it appropriate to include on such list.
- 4.51 **"Proof of Post-Filing Claim"** means the form of Proof of Post-Filing Claim, substantially in the form of **Schedule "H"** hereto, or, as the context may require, such form as completed and filed with the Monitor, together with the appended relevant documents, if any;
- 4.52 **"Representative Court Order"** means the Order of the Court dated June 22, 2015 as may be amended, supplemented or varied from time to time;
- 4.53 **"Representatives"** means Michael Keeper, Terence Watt, Damian Lebel and Neil Johnson in their capacity as Court-appointed representatives of all salaried/non-union Employees and retirees of the Wabush CCAA Parties or any person claiming an interest under or on behalf of such employees or pensioners and surviving spouses, or group or class of them, the whole pursuant and subject to the terms of the Representative Court Order;

- 4.54 **"Representatives' Counsel"** means Koskie Minsky LLP, 20 Queen Street West, suite 900, Toronto Ontario M5H 3R3, c/o Andrey J. Hatnay (ahatnay@kmlaw.ca) and Ary N. Kaplan akaplan@kmlaw.ca) and Fishman, Flanz, Meland, Paquin, 1250, René-Lévesque Blvd West, Suite 4100, Montréal, Québec H3B 4W8, c/o Mark Meland (mmeland@ffmp.ca);
- 4.55 **"Represented Employee"** means any person represented by the Representatives;
- 4.56 **"Taxing Authorities"** means Her Majesty the Queen, Her Majesty the Queen in right of Canada, Her Majesty the Queen in right of any province or territory of Canada, the Canada Revenue Agency, any similar revenue or taxing authority of each and every province or territory of Canada and any political subdivision thereof, and/or any Canadian or foreign governmental authority;
- 4.57 **"USW"** means the United Steelworkers, Locals 6254 and 6285;
- 4.58 **"USW Counsel"** means Philion Leblanc Beaudry avocats, 5000 des Gradins Boulevard, Suite 280, Quebec, G2J 1N3, c/o Daniel Boudreault (dboudreault@plba.ca) and Jean-François Beaudry (jfbeaudry@plba.ca);
- 4.59 **"Wabush CCAA Parties"** means Wabush Iron Co. Limited, Wabush Resources Inc., Wabush Mines, Arnaud Railway Company and Wabush Lake Railway Company Limited;
- 4.60 **"Wabush Initial Order"** means the Order of the Court issued on May 20, 2015 as amended, supplemented or varied from time to time;
5. **ORDERS** that all references herein as to time shall mean prevailing Eastern time in Montreal, Quebec, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. (prevailing Eastern time) on such Business Day, unless otherwise indicated herein, and any event that occurs on a day that is not a Business Day shall be deemed to occur on the next Business Day.
6. **ORDERS** that all references to the word "including" shall mean "including, without limitation".
7. **ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

Monitor's Role

8. **ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations pursuant to the CCAA and/or any Court Order, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Post-Filing Claims Procedure Order, including in connection with the implementation and administration of the Post-Filing Claims Procedure, the determination of Post-Filing Claims of Creditors, the determination of D&O Post-Filing Claims of D&O Post-Filing Creditors, and the referral of any Post-Filing Claim or D&O Post-Filing Claim to a Claims Officer or to the Court.

9. **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of compliance, completion and execution of any notice or other document completed and executed pursuant to this Post-Filing Claims Procedure Order, including with respect to the manner in which Proofs of Post-Filing Claim, Post-Filing Notices of Dispute, D&O Proofs of Post-Filing Claims and D&O Post-Filing Notices of Dispute are completed and executed, and may waive strict compliance with the requirements provided herein.
10. **ORDERS** that the Monitor shall be entitled to rely on the books and records of the CCAA Parties, and any information provided by the CCAA Parties, all without independent investigations and shall not be liable for any claims or damages resulting from any errors or omissions in such books, records, or information.
11. **ORDERS** that the Monitor, in carrying out the terms of this Post-Filing Claims Procedure Order, shall have all of the protections given it by the CCAA and any Orders of the Court or as an officer of this Court, including the stay of proceedings in its favour, and shall incur no liability or obligation as a result of the carrying out of its obligations under this Post-Filing Claims Procedure Order other than as results from gross negligence or willful misconduct.

Notification Procedure and Notices

12. **ORDERS** that the Monitor shall publish on the Monitor's Website, within five (5) Business Days following the date of this Post-Filing Claims Procedure Order, a copy of each of the Post-Filing Creditors' Instructions, the form of Post-Filing Notice of Dispute, the form of D&O Proof of Post-Filing Claim and the form of D&O Post-Filing Notice of Dispute (collectively "**Claims Package**").
13. **ORDERS** that forthwith after the date of this Post-Filing Claims Procedure Order, and in any event within ten (10) Business Days following the date of this Post-Filing Claims Procedure Order, the Monitor shall cause the Post-Filing Creditors' Instructions to be sent to: (a) each Person on the Potential Post-Filing Creditors List to the address of such Person as set out in the Monitor's records or the applicable CCAA Party's records; (b) the Representatives' Counsel; and (c) the USW Counsel.
14. **ORDERS** that the form of Newspaper Notice shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Post-Filing Claims Procedure Order, and in any event no later than within ten (10) Business Days following the date of this Post-Filing Claims Procedure Order.
15. **ORDERS** that to the extent that any Post-Filing Creditor requests documents relating to the Post-Filing Claims Procedure prior to the Post-Filing Claims Bar Date, the Monitor shall direct the Post-Filing Creditor to the documents posted on the Monitor's Website, provide a copy of the Post-Filing Creditors' Instructions if requested, and otherwise respond to the request relating to the Post-Filing Claims Procedure as may be appropriate in the circumstances.
16. **ORDERS** that to the extent that any D&O Post-Filing Claimant requests documents relating to the Post-Filing Claims Procedure prior to the D&O Post-Filing Claims Bar Date, the Monitor shall forthwith direct the Post-Filing

Creditor to the documents posted on the Monitor's Website, provide a copy of the D&O Proof of Post-Filing Claim and Post-Filing D&O Notice of Dispute if requested and otherwise respond to the request relating to the Post-Filing Claims Procedure as may be appropriate in the circumstances.

17. **ORDERS** that the forms of D&O Proof of Post-Filing Claim, D&O Post-Filing Notice of Revision or Disallowance, D&O Post-Filing Notice of Dispute, Post-Filing Instruction Letter, Newspaper Notice, Post-Filing Notice of Dispute, Post-Filing Notice of Revision or Disallowance and Proof of Post-Filing Claim, each substantially in the forms attached to this Post-Filing Claims Procedure Order as **Schedules "A", "B", "C", "D", "E", "F", "G" and "H"** respectively, are hereby approved. Despite the foregoing, the Monitor may, from time to time and in consultation with the CCAA Parties or D&O Counsel as applicable, make such minor changes to such forms as the Monitor considers necessary or desirable.
18. **ORDERS** that the publication of the Newspaper Notice, the sending to the Post-Filing Creditors of Post-Filing Creditors' Instructions in accordance with this Post-Filing Claims Procedure Order, and the completion of the other requirements of this Post-Filing Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Post-Filing Claims Procedure Order, the Post-Filing Claims Bar Date and the D&O Post-Filing Claims Bar Date on all Persons who may be entitled to receive such notice and who may wish to assert a Post-Filing Claim or a D&O Post-Filing Claim, and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Post-Filing Claims Procedure Order.
19. **ORDERS** that neither: (i) the reference to a purported Post-Filing Claim as a "Post-Filing Claim" or a purported Post-Filing Creditor as a "Post-Filing Creditor" in this Post-Filing Claims Procedure Order, (ii) the delivery of the Post-Filing Creditors' Instructions by the Monitor to a Person, (iii) the reference to a purported D&O Post-Filing Claim as a "D&O Post-Filing Claim" or a purported D&O Post-Filing Claimant as a "D&O Post-Filing Claimant" in this Post-Filing Claims Procedure Order, nor (iv) the delivery of a D&O Proof of Post-Filing Claim form by the Monitor to a Person shall constitute an admission of any liability toward any Person.

Post-Filing Claims Bar Date

20. **ORDERS** that any Post-Filing Creditor who wishes to assert a Post-Filing Claim against any of the CCAA Parties shall file a Proof of Post-Filing Claim with the Monitor in the manner set out in paragraph 49 hereof so that the Proof of Post-Filing Claim is received by the Monitor by no later than the Post-Filing Claims Bar Date.
21. **ORDERS** that any Person that fails to file a Post-Filing Proof of Claim as provided for in paragraph 20 hereof, such that no Post-Filing Proof of Claim is received from such Person by the Monitor on or before the Post-Filing Claims Bar Date, shall:
 - (a) be and is hereby forever barred, estopped and enjoined from asserting or enforcing any Post-Filing Claim against any of the CCAA Parties and all such Post-Filing Claims shall be forever extinguished;

- (b) not be permitted to participate in any distribution, from the proceeds of any sale of the CCAA Parties' assets or otherwise, on account of such Post-Filing Claim(s); and
- (c) not be entitled to receive further notice in respect of the Post-Filing Claims Procedure or these CCAA Proceedings generally, in relation to such Post-Filing Claim(s).

Post-Filing D&O Claims Bar Date

- 22. **ORDERS** that any D&O Claimant who wishes to assert a D&O Post-Filing Claim against any of the Directors or Officers shall file a D&O Proof of Post-Filing Claim with the Monitor in the manner set out in paragraph 49 hereof so that the D&O Proof of Post-Filing Claim is received by the Monitor by no later than the D&O Post-Filing Claims Bar Date.
- 23. **ORDERS** that any Person that fails to file a D&O Proof of Post-Filing Claim as provided for in paragraph 22 hereof, such that no D&O Proof of Post-Filing Claim is received from such Person by the Monitor on or before the D&O Post-Filing Claims Bar Date, shall be and is hereby forever barred, estopped and enjoined from asserting or enforcing any D&O Post-Filing Claim against any of the Directors and/or Officers, and all such D&O Post-Filing Claims shall be forever extinguished.

Filing of Proofs of Claim by the Representatives' Counsel

- 24. **ORDERS** that the Representatives have the right to file, for and on behalf of any Represented Employee, one or more collective or individual Proofs of Post-Filing Claim, including with respect to D&O Post-Filing Claims, if any.

Excluded Claims

- 25. **ORDERS** that any Person with an Excluded Post-Filing Claim shall not be required to file a Proof of Post-Filing Claim in respect of such Excluded Post-Filing Claim unless required to do so by Court Order.

Adjudication of Post-Filing Claims

- 26. **ORDERS** that the Monitor shall, upon request of the CCAA Parties and/or their counsel, provide copies of any Proof of Post-Filing Claim, Post-Filing Notice of Revision or Disallowance or Post-Filing Notice of Dispute filed with, or issued by, the Monitor, as applicable, pursuant to this Post-Filing Claims Procedure Order. The Monitor shall, upon request of the CCAA Parties and/or their counsel, provide a copy of the Post-Filing Claims register maintained by the Monitor.
- 27. **ORDERS** that the Monitor, in consultation with the CCAA Parties, shall review all Proofs of Post-Filing Claim, received on or before the Post-Filing Claims Bar Date, and shall accept, revise or disallow each Post-Filing Claim as set out herein. If the Monitor, in consultation with the CCAA Parties, determines it necessary to revise or disallow a Post-Filing Claim, the Monitor shall send such Post-Filing Creditor a Post-Filing Notice of Revision or Disallowance advising that, and to what extent,

the Post-Filing Claim as set out in its Proof of Post-Filing Claim has been revised or disallowed, and stating the reasons therefor.

28. **ORDERS** that any Post-Filing Creditor who is sent a Post-Filing Notice of Revision or Disallowance pursuant to paragraph 27 hereof and wishes to dispute such Post-Filing Notice of Revision or Disallowance shall deliver a completed Notice of Dispute Post-Filing to the Monitor by no later than 5:00 p.m. on the day which is fourteen (14) days after the date of the applicable Post-Filing Notice of Revision or Disallowance or such other date as may be ordered by the Court. If a Post-Filing Creditor fails to deliver a Post-Filing Notice of Dispute by such date, the Post-Filing Claim set out in the applicable Post-Filing Notice of Revision or Disallowance, if any, shall be an Allowed Post-Filing Claim and be paid by the applicable CCAA Party.
29. **ORDERS** that upon receipt of a Post-Filing Notice of Dispute, the Monitor, in consultation with the CCAA Parties, may: (i) request additional information from the Post-Filing Creditor; (ii) consensually resolve the disputed Post-Filing Claim with the Post-Filing Creditor; (iii) deliver a Post-Filing Dispute Package to a Claims Officer appointed in accordance with this Post-Filing Claims Procedure Order for such disputed Post-Filing Claim to be adjudicated by the Claims Officer; or (iv) bring a motion before the Court in these CCAA Proceedings to adjudicate the disputed Post-Filing Claim.
30. **ORDERS** that the CCAA Parties may appeal any determination of a Post-Filing Claim by the Monitor to a Claims Officer or the Court on notice to the Monitor and the Post-Filing Creditor whose Post-Filing Claim is being appealed.

Adjudication of Post-Filing D&O Claims

31. **ORDERS** that the Monitor shall, upon request of D&O Counsel, provide to D&O Counsel copies of any D&O Proof of Post-Filing Claim, D&O Post-Filing Notice of Revision or Disallowance or D&O Post-Filing Notice of Dispute filed with, or issued by, the Monitor, as applicable, pursuant to this Post-Filing Claims Procedure Order. The Monitor shall, upon request of D&O Counsel, provide D&O Counsel a copy of any D&O Proof of Post-Filing Claim received by the Monitor.
32. **ORDERS** that the Monitor, in consultation with D&O Counsel, shall review all D&O Proofs of Post-Filing Claim, received on or before the D&O Post-Filing Claims Bar Date and shall accept, revise or disallow each D&O Post-Filing Claim as set out herein. If the Monitor, in consultation with D&O Counsel, determines it necessary to revise or disallow a D&O Post-Filing Claim, the Monitor shall send such D&O Post-Filing Claimant a D&O Post-Filing Notice of Revision or Disallowance advising that, and to what extent, the D&O Post-Filing Claim as set out in its D&O Proof of Post-Filing Claim has been revised or disallowed, and stating the reasons therefor. If the Monitor does not send a D&O Post-Filing Notice of Revision or Disallowance to a D&O Post-Filing Claimant the D&O Post-Filing Claim set out in the applicable D&O Proof of Post-Filing Claim shall be an Allowed D&O Post-Filing Claim.
33. **ORDERS** that any D&O Post-Filing Claimant who is sent a D&O Post-Filing Notice of Revision or Disallowance pursuant to paragraph 32 hereof and wishes to

dispute such D&O Post-Filing Notice of Revision or Disallowance shall deliver a completed D&O Post-Filing Notice of Dispute to the Monitor by no later than 5:00 p.m. on the day which is fourteen (14) days after the date of the applicable D&O Post-Filing Notice of Revision or Disallowance or such other date as may be ordered by the Court. If a D&O Post-Filing Claimant fails to deliver a D&O Post-Filing Notice of Dispute by such date, the D&O Post-Filing Claim set out in the applicable D&O Post-Filing Notice of Revision or Disallowance, if any, shall be an Allowed D&O Post-Filing Claim.

34. **ORDERS** that upon receipt of a D&O Post-Filing Notice of Dispute, the Monitor, in consultation with D&O Counsel, may: (i) request additional information from the D&O Post-Filing Claimant; (ii) consensually resolve the disputed D&O Post-Filing Claim with the D&O Post-Filing Claimant; (iii) deliver a D&O Post-Filing Dispute Package to a Claims Officer appointed in accordance with this Post-Filing Claims Procedure Order for such disputed D&O Post-Filing Claim to be adjudicated by the Claims Officer; or (iv) bring a motion before the Court in these CCAA Proceedings to adjudicate the disputed D&O Post-Filing Claim.
35. **ORDERS** that notwithstanding any other provision hereof, the Monitor may agree with D&O Counsel that any D&O Post-Filing Claim may be adjudicated by way of an alternative process and not in accordance with the adjudication procedures set out herein. In such case, the Monitor shall notify the D&O Post-Filing Claimant of the decision to exclude the adjudication of the D&O Post-Filing Claim from the procedures set out in this Order.
36. **ORDERS** that the Directors and Officers may appeal any determination of a D&O Post-Filing Claim by the Monitor to a Claims Officer or the Court on notice to the Monitor and the D&O Post-Filing Claimant whose D&O Post-Filing Claim is being appealed.
37. **ORDERS** that nothing in this Post-Filing Claims Procedure Order shall prejudice the rights and remedies of any Directors or Officers under the Directors' Charge (as such term is defined in the Bloom Lake Initial Order and the Wabush Initial Order) or any applicable insurance policy or prevent or bar any Person from seeking recourse against or payment from any Director's or Officer's liability insurance policy or policies that exist to protect or indemnify the Directors or Officers, whether such recourse or payment is sought directly by the D&O Post-Filing Claimant against the insurer or derivatively through the Director or Officer or any of the CCAA Parties; provided, however, that nothing in this Post-Filing Claims Procedure Order shall create any new rights in favor of such D&O Post-Filing Claimant under any policies of insurance nor shall anything in this Post-Filing Claims Procedure Order limit, remove, modify or alter any defense to such D&O Post-Filing Claim available to the insurer pursuant to the provisions of any insurance policy or at law; and further provided that any D&O Post-Filing Claim or portion thereof for which the D&O Post-Filing Claimant receives payment directly from, or confirmation that its D&O Post-Filing Claim is covered by, any Director's or Officer's liability insurance policy or policies that exist to protect or indemnify the Directors or Officers, shall not be recoverable as against a CCAA Party or Director or Officer, as applicable.

Claims Officer

38. **ORDERS** that the Monitor, should it consider it necessary or desirable to do so, in consultation with the CCAA Parties or with D&O Counsel, as applicable, is authorized and empowered, but not obligated, to appoint one or more Claims Officers under such terms as may be agreed between the Monitor and the Claims Officer(s), including with regards to the reasonable remuneration of such Claims Officer(s).
39. **ORDERS** that subject to the terms hereof, a Claims Officer shall be entitled to reasonable compensation for the performance of the obligations set out in this Post-Filing Claims Procedure Order and any disbursements incurred in connection therewith. The fees and expenses of the Post-Filing Claims Officer shall be borne by the CCAA Parties and shall be paid by the CCAA Parties forthwith upon receipt of each invoice tendered by a Post-Filing Claims Officer.
40. **ORDERS** that the Monitor may schedule a hearing before a Claims Officer to determine the nature and/or amount of a Creditor's Post-Filing Claim or a D&O Post-Filing Claimant's D&O Post-Filing Claim and the Claims Officer shall, as soon as practicable after the hearing, notify the Monitor and the Post-Filing Creditor or the D&O Post-Filing Claimant, as applicable, of his or her determination (the "**Claims Officer's Determination**").
41. **ORDERS** that the Claims Officer shall determine the status, validity and amount of any disputed Post-Filing Claim or disputed D&O Post-Filing Claim which has been referred to it for determination in accordance with the Post-Filing Claims Procedure. A Claims Officer is hereby authorized to determine all procedural matters which may arise in respect of the determination of these matters, including the manner in which any evidence may be adduced.
42. **ORDERS** that the Monitor, the applicable CCAA Party or the Post-Filing Creditor whose Post-Filing Claim is subject to the Claims Officer's Determination may, within ten (10) Business Days of notification of the Claims Officer's Determination in respect of a Post-Filing Claim, appeal such determination to the Court by serving on the other parties and filing with the Court a notice of motion, together with supporting material, in accordance with the provisions of the Bloom Lake Initial Order or the Wabush Initial Order as applicable. Such appeal shall be an appeal based on the record before the Claims Officer and not a hearing *de novo*. If no party appeals the Claims Officer's Determination within such time, the Claims Officer's Determination shall be final and binding upon all Persons and said Creditor's Post-Filing Claim, to the extent recognized under the Claims Officer's Determination, shall be an Allowed Post-Filing Claim. There shall be no further right of appeal, review or recourse to the Court from a Claims Officer's Determination in respect of a Post-Filing Claim.
43. **ORDERS** that the Monitor, D&O Counsel or the D&O Post-Filing Claimant whose D&O Post-Filing Claim is subject to the Claims Officer's Determination may, within ten (10) Business Days of notification of the Claims Officer's Determination in respect of a D&O Post-Filing Claim, appeal such determination to the Court by serving on the other parties and filing with the Court a notice of motion, together with supporting material, in accordance with the provisions of the Bloom Lake

Initial Order or the Wabush Initial Order as applicable. Such appeal shall be an appeal based on the record before the Claims Officer and not a hearing *de novo*. If no party appeals the Claims Officer's Determination within such time, the Claims Officer's Determination shall be final and binding upon all Persons and said D&O Post-Filing Claimant's D&O Post-Filing Claim, to the extent recognized under the Claims Officer's Determination, shall be an Allowed D&O Post-Filing Claim. There shall be no further right of appeal, review or recourse to the Court from a Claims Officer's Determination in respect of a D&O Post-Filing Claim.

Notice of Transfers

44. **ORDERS** that, for the purposes of any distribution to be effected in the CCAA Proceedings, whether pursuant to a Plan or otherwise, if a Post-Filing Creditor transfers or assigns the whole of its Post-Filing Claim to another Person, neither the CCAA Parties nor the Monitor shall be obligated to recognize such transferee or assignee of the Post-Filing Claim, unless and until notice of such transfer or assignment by either the transferor, assignor, transferee or assignee, together with evidence of such transfer's or assignment's was validity at law, has been received by the Monitor.
45. **ORDERS** that reference to a transfer in this Post-Filing Claims Procedure Order shall include a transfer or assignment, whether absolute or intended as security.

Set-Off

46. **ORDERS** that each CCAA Party may set off (whether by way of legal, equitable or contractual set-off) against the Post-Filing Claims of any Post-Filing Creditor, any claims of any nature whatsoever that such CCAA Party may have against such Post-Filing Creditor arising after the Determination Date but prior to the Post-Filing Determination Date, provided that it satisfies the requirements for legal, equitable or contractual set-off as may be determined by the Court if there is any dispute between the CCAA Party and the applicable Creditor, *provided, however*, that neither the failure to do so nor the allowance of any Claim hereunder shall constitute a waiver or release by the CCAA Parties of any such claim that the CCAA Parties may have against such Post-Filing Creditor.
47. **ORDERS** that a transferee or assignee of a Claim is not entitled to set-off, apply, merge, consolidate or combine any such Claim assigned or transferred to it by a Creditor against or on account or in reduction of any amounts owing by such transferee or assignee to any of the CCAA Parties.

Notices and Communications

48. **ORDERS** that any document sent pursuant to this Post-Filing Claims Procedure Order by the Monitor or, where applicable, by a Claims Officer may be sent by e-mail, ordinary mail, registered mail, courier or facsimile transmission. A Post-Filing Creditor or a D&O Post-Filing Claimant shall be deemed to have received any document sent pursuant to this Post-Filing Claims Procedure Order three (3) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier, e-mail or facsimile transmission.

Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application.

49. **ORDERS** that any form, notice or communication required to be provided or delivered by a Post-Filing Creditor or a D&O Post-Filing Claimant to the Monitor under this Post-Filing Claims Procedure Order shall be in writing in substantially the form, where applicable, provided for in **Schedules "A", "C", "F" or "H"** hereto, and will be deemed properly delivered only if transmitted by email at the following address:

Bloom Lake CCAA Parties
bloomlake@fticonsulting.com

Wabush CCAA Parties
wabush@fticonsulting.com

provided that any Post-Filing Creditor or D&O Post-Filing Claimant that is unwilling or unable to communicate by email may instead deliver any such communication to the Monitor by prepaid registered mail, courier or personal delivery at the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties
79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8

Attention: Michael Basso

Any such notice or communication delivered by a Post-Filing Creditor or a D&O Post-Filing Claimant shall be deemed to be received upon actual receipt thereof by the Monitor before 5:00 p.m. on a Business Day or, if delivered after 5:00 p.m., on the next Business Day.

50. **ORDERS** that if, during any period during which notices or other communications are being given pursuant to this Post-Filing Claims Procedure Order, a postal strike or postal work stoppage of general application should occur, said notices and other communications sent by ordinary mail and then not received shall not be effective, and that notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall then only be effective if given by courier, personal delivery, facsimile transmission or email.

General Provisions

51. **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Post-Filing Claims Procedure Order and, where the Monitor is satisfied that any matter to be proven under this Post-Filing Claims Procedure Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Post-Filing Claims Procedure Order as to the completion and execution of documents.

52. **DECLARES** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Post-Filing Claims Procedure Order.
53. **ORDERS** that physical or electronic copies of all forms delivered by or to a Post-Filing Creditor or D&O Post-Filing Claimant hereunder, as applicable, and determinations of Claims or D&O Post-Filing Claims by the Monitor, a Claims Officer or the Court, as the case may be, shall be maintained by the Monitor, and that Creditors and D&O Post-Filing Claimants shall be entitled to have access thereto by appointment during normal business hours on written request to the Monitor.

Miscellaneous

54. **ORDERS** that notwithstanding any other provisions of this Post-Filing Claims Procedure Order, the solicitation by the Monitor of Proofs of Post-Filing Claim, and the filing by any Post-Filing Creditor of any Proof of Post-Filing Claim shall not, in and of itself, grant any Person standing in these CCAA Proceedings or rights under any proposed Plan.
55. **ORDERS** that nothing in this Post-Filing Claims Procedure Order shall constitute or be deemed to constitute an allocation or recognition of Claims or Excluded Claims by the CCAA Parties into particular affected or unaffected classes for the purpose of any Plan.
56. **ORDERS** that the Post-Filing Claims Bar Date and the D&O Post-Filing Claims Bar Date, and the amount and status of every Allowed Post-Filing Claim and every Allowed D&O Post-Filing Claim, as determined under the Post-Filing Claims Procedure, shall continue in full force and effect and be final for all purposes including in respect of any Plan and voting thereon (unless provided for otherwise in any Court Order), and including, for the purposes of any distribution made to Post-Filing Creditors of any of the CCAA Parties, whether in these CCAA Proceedings or in any of the proceedings authorized by this Court or permitted by statute, under the BIA or otherwise, in respect of any of the CCAA Parties.

Aid and Assistance of Other Courts

57. **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Post-Filing Claims Procedure Order;
58. **ORDERS** that notwithstanding the terms of this Post-Filing Claims Procedure Order, the CCAA Parties and the Monitor may apply to this Court from time to time for directions with respect to this Post-Filing Claims Procedure Order, including the schedules hereto, or to obtain further Court Order(s) as either of them may consider necessary or desirable in order to amend, supplement or replace this Post-Filing Claims Procedure Order, including the schedules hereto.

59. **DECLARES** that this Post-Filing Claims Procedure Order shall have full force and effect in all provinces and territories in Canada.
60. **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

THE WHOLE WITHOUT COSTS.



STEPHEN W. HAMILTON J.S.C.

March 26, 2018

Blake, Cassels & Graydon LLP
Attorneys for the Petitioners

Norton Rose Fulbright Canada LLP
Attorneys for the Monitor

Schedule "A"

FORM OF D&O PROOF OF POST-FILING CLAIM

**D&O PROOF OF POST-FILING CLAIM
AGAINST THE DIRECTORS AND/OR OFFICERS OF THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "CCAA Parties")

Please read the enclosed Post-Filing Instruction Letter carefully prior to completing the attached D&O Proof of Post-Filing Claim. Capitalized terms not defined within this D&O Proof of Post-Filing Claim form or the appended Post-Filing Instruction Letter shall have the meaning ascribed thereto in the Post-Filing Claims Procedure Order dated ●, as may be amended, restated or supplemented from time to time. A copy of the Post-Filing Claims Procedure Order can be found on the Monitor's website at: <http://cfcanada.fticonsulting.com/bloomlake/>

Particulars of D&O Post-Filing Claimant:

Please provide the following information:

Legal Name of D&O Post-Filing Claimant:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address:	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Telephone Number (including area code):	
E-mail address:	
Attention (Contact Person):	

D&O Proof of Post-Filing Claim:

I, _____ (name of individual D&O Post-Filing Claimant or Representative of corporate D&O Post-Filing Claimant), of _____ (City, Province or State) do hereby certify:

that I [] am a D&O Post-Filing Claimant; OR

[] am the _____ (position or title) of _____ (name of D&O Post-Filing Claimant); and

that I have knowledge of all the circumstances connected with the D&O Post-Filing Claim referred to below:

Claim(s) against the Directors and/or Officers of... CCAA Party Name	Amount of D&O Post-Filing Claim	Currency (CAD, USD, etc.)	Basis of Post-Filing Claim against Directors and/or Officers [1]
Bloom Lake CCAA Parties			
Cliffs Quebec Iron Mining ULC	\$		
The Bloom Lake Iron Ore Mine Limited Partnership	\$		
Bloom Lake General Partner Limited	\$		
Quinto Mining Corporation	\$		
8568391 Canada Limited	\$		
Bloom Lake Railway Company Limited	\$		
Wabush CCAA Parties			
Wabush Mines	\$		
Wabush Iron Co. Limited	\$		
Wabush Resources Inc.	\$		
Arnaud Railway Company	\$		
Wabush Lake Railway Company Limited	\$		

Notes:

[1] Provide a brief description of the basis for the D&O Post-Filing Claim

List of documentation evidencing D&O Post-Filing Claim(s) indicated in the table above (please attach all documentation to this D&O Proof of Post-Filing Claim form):

Attachment 1 (description): _____

Attachment 2 (description): _____

Attachment 3 (description): _____

Attachment 4 (description): _____

Attachment 5 (description): _____

[If documentation exceeds 5 attachments, please attach separate list.]

DATED this _____ day of _____, 2018.

Witness:

Per: _____

Print name of D&O Post-Filing Claimant:

If D&O Post-Filing Claimant is other than an individual, print name and title of authorized signatory

Name: _____

Title: _____

Filing of D&O Proof of Post-Filing Claim:

A D&O Proof of Post-Filing Claim **must be received by the Monitor by no later than 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such later date as may be ordered by the Court (the "D&O Post-Filing Claims Bar Date").**

FAILURE TO FILE YOUR D&O PROOF OF POST-FILING CLAIM AS DIRECTED BY THE D&O POST-FILING CLAIMS BAR DATE WILL RESULT IN YOUR D&O POST-FILING CLAIM BEING FOREVER BARRED AND EXTINGUISHED, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A D&O POST-FILING CLAIM AGAINST ANY OF THE DIRECTORS AND/OR OFFICERS OF THE CCAA PARTIES.

D&O Proofs of Post-Filing Claim must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "D&O Proof of Post-Filing Claim – [legal name of D&O Post-Filing Claimant]" and the following naming protocol must be used for any attachments included in the email:

For a D&O Proof of Post-Filing Claim: **D&O_Proof_of_Post-Filing_Claim_[legal name of D&O Post-Filing Claimant].pdf**

For support schedules (if not already included in the D&O Proof of Post-Filing Claim file): **D&O_Proof_of_Post-Filing_Claim_[legal name of D&O Post-Filing Claimant]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your D&O Proof of Post-Filing Claim by email, you may deliver your D&O Proof of Post-Filing Claim by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

Schedule "B"

FORM OF D&O POST-FILING NOTICE OF REVISION OR DISALLOWANCE

**D&O POST-FILING NOTICE OF REVISION OR DISALLOWANCE OF A POST-FILING CLAIM
AGAINST THE DIRECTORS AND/OR OFFICERS OF THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "CCAA Parties")

Particulars of D&O Post-Filing Claimant and Reference Number:

Legal Name of D&O Post-Filing Claimant:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Attention (Contact Person):	
Reference Number	

Pursuant to the order of the Superior Court of Quebec for the district of Montreal (Commercial Division) (the "Court") dated ● (as may be amended, restated or supplemented from time to time), FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties (the "Monitor"), hereby gives you notice that the Monitor has reviewed your D&O Proof of Post-Filing Claim and revised or disallowed your D&O Post-Filing Claim as follows:

Post-Filing Claim(s) against the Directors and/or Officers of... CCAA Party Name	Currency	Post-Filing Claim as Submitted Amount	Revised Post- Filing Claim Amount
Bloom Lake CCAA Parties			
Cliffs Quebec Iron Mining ULC		\$	\$
The Bloom Lake Iron Ore Mine Limited Partnership		\$	\$
Bloom Lake General Partner Limited		\$	\$
Quinto Mining Corporation		\$	\$
8568391 Canada Limited		\$	\$
Bloom Lake Railway Company Limited		\$	\$
Wabush CCAA Parties			
Wabush Mines		\$	\$
Wabush Iron Co. Limited		\$	\$
Wabush Resources Inc.		\$	\$
Arnaud Railway Company		\$	\$
Wabush Lake Railway Company Limited		\$	\$

Reason for the Revision or Disallowance:

If you do not agree with this D&O Post-Filing Notice of Revision or Disallowance please take notice of the following:

If you intend to dispute a D&O Post-Filing Notice of Revision or Disallowance, you must deliver a D&O Post-Filing Notice of Dispute to the Monitor so that such D&O Post-Filing Notice of Dispute is received by the Monitor by 5:00 p.m. (prevailing Eastern time) on ●, 2018 [being fourteen (14) days after the date of this D&O Post-Filing Notice of Revision or Disallowance], or such other date as may be ordered by the Court. The form of D&O Post-Filing Notice of Dispute is attached to this Notice.

If you do not deliver a D&O Post-Filing Notice of Dispute by the time specified above, the nature and amount of your D&O Post-Filing Claim, if any, shall be as set out in this D&O Post-Filing Notice of Revision or Disallowance.

A D&O Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "D&O Post-Filing Notice of Dispute – [legal name of D&O Post-Filing Claimant]" and the following naming protocol must be used for any attachments included in the email:

For the D&O Post-Filing Notice of Dispute: **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant].pdf**

For support schedules (if not already included in D&O Post-Filing Notice of Dispute): **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your D&O Post-Filing Notice of Dispute by email, you may deliver your D&O Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS D&O POST-FILING NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

Dated at _____ this _____ day of _____, 2018.

FTI CONSULTING CANADA INC.,
In its capacity as the Court-appointed Monitor

Per: _____

[NAME]

Schedule "C"

FORM OF D&O POST-FILING NOTICE OF DISPUTE

**D&O POST-FILING NOTICE OF DISPUTE IN RELATION TO A CLAIM
AGAINST THE DIRECTORS AND/OR OFFICERS OF THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "CCAA Parties")

Particulars of D&O Post-Filing Claimant and Reference Number:

Legal Name of D&O Post-Filing Claimant:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Telephone Number:	
E-mail address:	
Attention (Contact Person):	
Reference Number	

Pursuant to the order of the Superior Court of Quebec for the district of Montreal (Commercial Division) (the "Court") dated ● (as may be amended, restated or supplemented from time to time), I/we hereby dispute the D&O Post-Filing Notice of Revision or Disallowance bearing Reference Number # _____ and dated _____ issued by FTI Consulting Canada Inc., in its capacity as court-appointed Monitor of the CCAA Parties, in respect of my/our D&O Post-Filing Claim.

Post-Filing Claim(s) against the Directors and/or Officers of... CCAA Party Name	Revised D&O Post-Filing Claim Amount	Disputed D&O Post-Filing Claim Amount
Bloom Lake CCAA Parties		
Cliffs Quebec Iron Mining ULC	CAD \$	CAD \$
The Bloom Lake Iron Ore Mine Limited Partnership	CAD \$	CAD \$
Bloom Lake General Partner Limited	CAD \$	CAD \$
Quinto Mining Corporation	CAD \$	CAD \$
8568391 Canada Limited	CAD \$	CAD \$
Bloom Lake Railway Company Limited	CAD \$	CAD \$

Wabush CCAA Parties		
Wabush Mines	CAD \$	CAD \$
Wabush Iron Co. Limited	CAD \$	CAD \$
Wabush Resources Inc.	CAD \$	CAD \$
Arnaud Railway Company	CAD \$	CAD \$
Wabush Lake Railway Company Limited	CAD \$	CAD \$

Reasons for Dispute:

(Please attach additional sheet and copies of all supporting documentation if necessary.):

DATED this _____ day of _____, 2018.

Witness:

Per: _____

Print name of D&O Post-Filing Claimant:

If D&O Post-Filing Claimant is other than an individual, print name and title of authorized signatory

Name: _____

Title: _____

This form and supporting documentation must be received by the Monitor by 5:00 p.m. (prevailing Eastern time) on ●, 2018 [being fourteen (14) days after the date of the D&O Post-Filing Notice of Revision or Disallowance], or such other date as may be ordered by the Court.

A D&O Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors: wabush@fticonsulting.com

The subject line of your email should read "D&O Post-Filing Notice of Dispute – [legal name of D&O Post-Filing Claimant]" and the following naming protocol must be used for any attachments included in the email:

For the Notice of Dispute: **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant].pdf**

For support schedules (if not already included in Notice of Dispute): **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your D&O Post-Filing Notice of Dispute by email, you may deliver your D&O Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
 TD Waterhouse Tower, Suite 2010
 PO Box 104
 Toronto, Ontario M5K 1G8
 Attention: ●

Schedule "D"

FORM OF POST-FILING INSTRUCTION LETTER

**POST-FILING INSTRUCTION LETTER
FOR THE POST-FILING CLAIMS PROCEDURE FOR PERSONS WITH POST-FILING CLAIMS
AGAINST
THE BLOOM LAKE CCAA PARTIES, THE WABUSH CCAA PARTIES AND/OR THEIR
DIRECTORS AND OFFICERS**

The "**Bloom Lake CCAA Parties**" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "**Wabush CCAA Parties**" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and the Wabush CCAA Parties collectively form the "**CCAA Parties**")

Post-Filing Claims Procedure

By order of the Superior Court of Québec for the district of Montreal (Commercial Division) (the "**Court**") dated ●, 2018 (as may be amended, restated or supplemented from time to time, the "**Post-Filing Claims Procedure Order**"), in the proceedings commenced by the CCAA Parties under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c C-36, as amended (the "**CCAA**") and appointing FTI Consulting Canada Inc. as monitor (the "**Monitor**") to the CCAA Parties, the Monitor has been authorized to conduct a post-filing claims procedure (the "**Post-Filing Claims Procedure**"). Capitalized terms used in this letter, which are not defined in this letter shall have the meaning ascribed to them in the Post-Filing Claims Procedure Order. A copy of the Post-Filing Claims Procedure Order, with all schedules, may be found on the Monitor's website at: <http://cfcanada.fticonsulting.com/bloomlake>.

The Post-Filing Claims Procedure is intended for any Person asserting a Post-Filing Claim against any of the CCAA Parties and/or any of their Directors and/or Officers.

This letter provides a description of, and instructions for completing, the following forms:

- (i) Proof of Post-Filing Claim;
- (ii) Directors and Officers ("**D&O**") Proof of Post-Filing Claim; and
- (iii) D&O Post-Filing Notice of Dispute.

General: Particulars of Post-Filing Creditor

In all forms (e.g. Proof of Post-Filing Claim, D&O Proof of Post-Filing Claim and D&O Post-Filing Notices of Dispute) you must provide the "Particulars of Post-Filing Creditor" information which will be used for all correspondence regarding your claim(s). An example of the information requested in the Particulars of the Post-Filing Creditor section is shown in the table below. The legal name of the Post-Filing Creditor should be the name of the person or company doing business with the CCAA Parties, including for example, the name indicated on invoices, purchase orders, contracts and/or agreements with the CCAA Parties. If the Creditor uses a trade name in its business with the CCAA Parties, that name should be indicated in the "Doing Business As" line in the Particulars of the Post-Filing Creditor.

Legal Name of Post-Filing Creditor:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address:	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Telephone Number (including area code):	
E-mail address:	
Attention (Contact Person):	

(i) Instructions for Completing a Proof of Post-Filing Claim

What is a Post-Filing Claim?

Generally, a Post-Filing Claim is a claim against the CCAA Parties in connection with any indebtedness, liability or obligation of the CCAA Parties as a result of non-payment for goods or services, or a breach of a contract, lease or other agreement **AND** which arose or occurred after January 27, 2015 in respect of Post-Filing Claims against the Bloom Lake CCAA Parties, or which arose or occurred after May 20, 2015 in respect of Post-Filing Claims against the Wabush CCAA Parties **AND** and which does not constitute a Claim pursuant to the Amended Claims Procedure Order. Please refer to the definitions section of the Post-Filing Claims Procedure Order for a complete definition of "Post-Filing Claim."

Proof of Post-Filing Claim

A Proof of Post-Filing Claim is the document in which a Post-Filing Creditor provides the Monitor with information and support for a Post-Filing Claim against the CCAA Parties. The Proof of Post-Filing Claim commences with a certification section in which you must indicate whether the person preparing the claim form is the Post-Filing Creditor, or a

representative of the Post-Filing Creditor. If you are a representative of the Post-Filing Creditor, you must indicate your position or title at the Post-Filing Creditor. Only representatives with knowledge of the circumstances connected with the claim should complete the Proof of Post-Filing Claim form. If the Post-Filing Creditor is a corporation or other legal entity (i.e. not a living person), then the Proof of Post-Filing Claim **MUST** be completed and signed by an authorized representative of the Post-Filing Creditor.

Amount of Post-Filing Claim(s)

Your Proof of Post-Filing Claim must include the amount of your Post-Filing Claim and certain other information in respect of your Post-Filing Claim. A blank table has been provided in the Proof of Post Filing Claim form indicating the information required to process your Post-Filing Claim including: the name of the CCAA Party against which you are asserting your post filing claim, the amount of the Post-Filing Claim, the currency in which the Post-Filing Claim is denominated, and whether the Post-Filing Claim is unsecured or secured. In the case of secured Post-Filing Claims, please provide a brief description in the table of the type of security held, e.g. general security agreement, hypothec, etc. Please note, unless you have security under an agreement with the CCAA Parties, or pursuant to a statutory right, your Post-Filing Claim is an unsecured claim.

Particulars of Post-Filing Claim(s)

The Proof of Post-Filing Claim includes a section in which you must provide the "particulars" or information supporting your Post-Filing Claim, including for example, a description of the goods or services provided, or other transaction(s) giving rise to your Post-Filing Claim. Please indicate the name of any guarantor which has guaranteed the Post-Filing Claim, and a description of security held, if applicable. If you require additional space to provide information regarding your claim, please attach a separate sheet to your proof of Post-Filing Claim form with the heading, "Particulars of Post-Filing Claim(s) – Continued."

In the Particulars of Post-Filing Claim(s) section, please list all documentation that will be attached separately to your claim form and which supports the amount or the details of your claim, for example, "Attachment 1: invoice number(s) x through y", and so on.

Signature and Date

Please sign and date your Proof of Post-Filing Claim, indicating the name and title of the authorized representative, if applicable.

Filing Your Proof of Post-Filing Claim

Please note the following deadlines for filing your Proof of Post-Filing Claim(s):

A **Proof of Post-Filing Claim** must be delivered to the Monitor such that it is received by the Monitor no later than 5:00 p.m. Eastern time on May 21, 2018, or such later date as may be ordered by the Court (the "**Post-Filing Claims Bar Date**").

Your Proof of Post-Filing Claim(s) must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors: wabush@fticonsulting.com

The subject line of your email should read "Proof of Post-Filing Claim – [legal name of creditor]" and the following naming protocol must be used for any attachments included in the email:

For a Proof of Claim: **Proof_of_Post-Filing_Claim_[legal name of creditor].pdf**

For support schedules (if not already included in the Proof of Post-Filing Claim file): **Proof_of_Post-Filing_Claim_[legal name of creditor]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your Proof of Post-Filing Claim by email, you may deliver your Proof of Post-Filing Claim by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties
79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

PLEASE NOTE, IF YOUR PROOF OF POST-FILING CLAIM IS NOT RECEIVED BY THE MONITOR BY THE APPLICABLE POST-FILING CLAIMS BAR DATE:

- (A) YOUR POST-FILING CLAIM SHALL BE FOREVER **BARRED** AND **EXTINGUISHED** AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A POST-FILING CLAIM AGAINST ANY OF THE CCAA PARTIES;
- (B) YOU SHALL NOT BE ENTITLED TO ANY PROCEEDS OF SALE OF ANY OF THE CCAA PARTIES' ASSETS; AND
- (C) YOU SHALL NOT BE ENTITLED TO PARTICIPATE AS A CREDITOR IN THE CCAA PROCEEDINGS OF THE CCAA PARTIES.

(ii) Instructions for Filing a Post-Filing Notice of Dispute (in respect of a Post-Filing Claim)

What is a Post-Filing Notice of Dispute?

The Monitor, in consultation with the CCAA Parties, will review all Proofs of Post-Filing Claim received on or before the Post-Filing Claims Bar Date. If the Monitor, in consultation with the CCAA Parties, determines it necessary to revise or disallow your Post-Filing Claim, the Monitor will send you a Post-Filing Notice of Revision or Disallowance advising you of the reasons why, and to what extent your Post-Filing Claim has been revised or disallowed. Please refer to Schedule G of the Post-Filing Claims Procedure Order for an example of a Post-Filing Notice of Revision or Disallowance.

If you receive a Post-Filing Notice of Revision or Disallowance, and you disagree with the revision or disallowance and you wish to claim a different amount, you must send the Monitor a Post-Filing Notice of Dispute. A Post-Filing Notice of Dispute is a form in which you present supporting documentation and arguments disputing the Monitor's revision or disallowance of your Post-Filing Claim. A blank form of a Post-Filing Notice of Dispute will be included in any Post-Filing Notice of Revision or Disallowance sent to you by the Monitor. Please refer to Schedule F of the Post-Filing Claims Procedure Order for an example of a Post-Filing Notice of Dispute.

Disputed Amount of Post-Filing Claim(s)

A Post-Filing Notice of Dispute must include the amount by which you dispute the Monitor's revised or disallowed Post-Filing Claim(s). A blank table has been provided in the form of Post-Filing Notice of Dispute indicating the information required to process your Notice of Dispute.

Reasons for Dispute

The Post-Filing Notice of Dispute includes a section in which you must provide reasons and any supporting documentation supporting the disputed amount. If you require additional space to provide information regarding your Post-Filing Notice of Dispute, please attach a separate sheet to your Post-Filing Notice of Dispute with the heading, "Reason for Dispute – Continued."

Signature and Date

Please sign and date your Post-Filing Notice of Dispute, indicating the name and title of the authorized representative, if applicable.

Filing your Post-Filing Notice of Dispute

If you receive a Post-Filing Notice of Revision or Disallowance, and you wish to dispute it, your Post-Filing Notice of Dispute and any supporting documentation must be received by the Monitor within fourteen (14) days after the date of the Post-Filing Notice of Revision or Disallowance, or such other date as may be ordered by the Court. The deadline for submitting your Post-Filing Notice of Dispute will be clearly indicated on the Monitor's Post-Filing Notice of Disallowance.

A Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors: wabush@fticonsulting.com

The subject line of your email should read "Post-Filing Notice of Dispute – [legal name of post-filing creditor]" and the following naming protocol must be used for any attachments included in the email:

For the Post-Filing Notice of Dispute: **Post-Filing_Notice_of_Dispute_[legal name of post-filing creditor].pdf**

For support schedules (if not already included in Post-Filing Notice of Dispute): **Post-Filing_Notice_of_Dispute_[legal name of creditor]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your Post-Filing Notice of Dispute by email, you may deliver your Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
 TD Waterhouse Tower, Suite 2010
 PO Box 104
 Toronto, Ontario M5K 1G8
 Attention: ●

(iii) **Instructions for Completing a D&O Proof of Post-Filing Claim**

What is a D&O Post-Filing Claim?

Generally, a D&O Post-Filing Claim is a claim against one or more of the Directors and/or Officers of the CCAA Parties for which Directors and/or Officers are **BY STATUTE** liable to pay in their capacity as Directors and/or Officers. Please refer to the definitions section of the Post-Filing Claims Procedure Order for a complete definition of "D&O Post-Filing Claim."

D&O Proof of Post-Filing Claims

The D&O Proof of Post-Filing Claim is the document in which a D&O Post-Filing Claimant provides the Monitor with information and support for a Post-Filing Claim against the Directors and/or Officers of the CCAA Parties. The D&O Proof of Post-Filing Claim commences with a certification section in which you must indicate whether the person preparing the claim form is the D&O Post-Filing Claimant, or a representative of the D&O Post-Filing Claimant. If you are a representative of the D&O Post-Filing Claimant, you must indicate your position or title at the D&O Post-Filing Claimant. Only representatives with knowledge of the circumstances connected with the claim should complete the D&O Proof of Post-Filing Claim form.

Amount of D&O Post-Filing Claim

Your D&O Proof of Post-Filing Claim must include the amount and basis for your claim. A blank table has been provided in the D&O Proof of Post-Filing Claim form indicating the information required to process your claim including: the name of the CCAA Party against whose Directors and/or Officers you are asserting your claim, the amount of the D&O Post-Filing Claim, the currency in which the claim is denominated, and the basis of the claim being against the Directors and/or Officers.

Particulars and Basis of D&O Post-Filing Claim(s)

The D&O Proof of Post-Filing Claim includes a section in which you must provide the "particulars" or information supporting your D&O Post-Filing Claim. If you require additional space to provide information regarding your D&O Post-Filing Claim, please attach a separate sheet to your D&O Proof of Post-Filing Claim form with the heading, "Particulars and Basis of D&O Post-Filing Claim(s) – Continued."

In the Particulars and Basis of D&O Post-Filing Claim(s) section, please list all documentation that will be attached separately to your Post-Filing Claim form and which supports the amount or the details of your D&O Post-Filing Claim.

Signature and Date

Please sign and date your D&O Proof of Post-Filing Claim, indicating the name and title of the authorized representative, if applicable.

Filing of D&O Post-Filing Claims:

Your D&O Proof of Post-Filing Claim must be received by the Monitor by no later than 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such later date as may be ordered by the Court (the "**D&O Post-Filing Claims Bar Date**").

D&O Proofs of Post-Filing Claim must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "D&O Proof of Post-Filing Claim – [legal name of D&O Post-Filing Claimant]" and the following naming protocol must be used for any attachments included in the email:

For a D&O Proof of Post-Filing Claim: **D&O_Proof_of_Post-Filing_Claim_[legal name of D&O Post-Filing Claimant].pdf**

For support schedules (if not already included in the D&O Proof of Post-Filing Claim file): **D&O_Proof_of_Post-Filing_Claim_[legal name of D&O Post-Filing Claimant]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your D&O Proof of Post-Filing Claim by email, you may deliver your D&O Proof of Post-Filing Claim by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
 TD Waterhouse Tower, Suite 2010
 PO Box 104
 Toronto, Ontario M5K 1G8
 Attention: ●

FAILURE TO FILE YOUR D&O PROOF OF POST-FILING CLAIM BY THE D&O POST-FILING CLAIMS BAR DATE WILL RESULT IN YOUR D&O POST-FILING CLAIM BEING FOREVER BARRED AND EXTINGUISHED, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A D&O POST-FILING CLAIM AGAINST ANY OF THE DIRECTORS AND/OR OFFICERS OF THE CCAA PARTIES.

(iv) Instructions for Completing a D&O Post-Filing Notice of Dispute

What is a D&O Post-Filing Notice of Dispute?

The Monitor, in consultation with legal counsel to the Directors and Officers of the CCAA Parties ("D&O Counsel"), will review all D&O Proofs of Post-Filing Claim, received on or before the D&O Post-Filing Claims Bar Date. If the Monitor, in consultation with D&O Counsel, determines it necessary to revise or disallow a D&O Post-Filing Claim, the Monitor will send the claimant a D&O Post-Filing Notice of Revision or Disallowance indicating the reasons why and to what extent a D&O Post-Filing Claim has been revised or disallowed. Please refer to Schedule B of the Post-Filing Claims Procedure Order for an example of a D&O Post-Filing Notice of Revision or Disallowance.

If you receive a D&O Post-Filing Notice of Revision or Disallowance, and you disagree with the revision or disallowance, you must send the Monitor a D&O Post-Filing Notice of Dispute. A D&O Post-Filing Notice of Dispute is a form in which you present supporting documentation and arguments disputing the Monitor's revision or disallowance of your D&O Post-Filing Claim as submitted. A blank form of D&O Post-Filing Notice of Dispute will be included in any D&O Post-Filing Notice of Revision or Disallowance sent to you by the Monitor. Please refer to Schedule C of the Post-Filing Claims Procedure Order for an example of a Post-Filing D&O Notice of Dispute.

Disputed Amount of D&O Post-Filing Claim(s)

A D&O Post-Filing Notice of Dispute must include the amount that you dispute of the Monitor's revised or disallowed D&O Post-Filing Claim(s). A blank table has been provided in the form of D&O Post-Filing Notice of Dispute indicating the information required to process your D&O Post-Filing Notice of Dispute.

Reasons for Dispute

The D&O Post-Filing Notice of Dispute includes a section in which you must provide reasons and any supporting documentation supporting the disputed amount. If you require additional

space to provide information regarding your D&O Post-Filing Notice of Dispute, please attach a separate sheet to your D&O Post-Filing Notice of Dispute with the heading, "Reason for Dispute – Continued."

Signature and Date

Please sign and date your D&O Post-Filing Notice of Dispute, indicating the name and title of the authorized representative, if applicable.

Filing your D&O Post-Filing Notice of Dispute

If you receive a D&O Post-Filing Notice of Revision or Disallowance, and you wish to dispute it, your D&O Post-Filing Notice of Dispute and any supporting documentation must be received by the Monitor within fourteen (14) days after the date of the D&O Post-Filing Notice of Revision or Disallowance, or such other date as may be ordered to by the Court. The deadline for submitting your D&O Post-Filing Notice of Dispute will be clearly indicated on the Monitor's D&O Post-Filing Notice of Disallowance

A D&O Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "D&O Post-Filing Notice of Dispute – [legal name of D&O Post-Filing Claimant]" and the following naming protocol must be used for any attachments included in the email:

For the Notice of Dispute: **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant].pdf**

For support schedules (if not already included in Post-Filing Notice of Dispute): **D&O_Post-Filing_Notice_of_Dispute_[legal name of D&O Post-Filing Claimant]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your D&O Post-Filing Notice of Dispute by email, you may deliver your D&O Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

Schedule "E"

FORM OF NEWSPAPER NOTICE

**NOTICE TO POST-FILING CREDITORS
OF THE BLOOM LAKE CCAA PARTIES
AND THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and the Wabush CCAA Parties collectively form the "CCAA Parties")

**RE: NOTICE OF POST-FILING CLAIMS PROCEDURE FOR POST-FILING CLAIMS AGAINST
THE CCAA PARTIES AND THEIR DIRECTORS AND OFFICERS**

This notice is being published pursuant to an order of the Superior Court of Québec for the district of Montreal (Commercial Division) (the "Court") dated ●, 2018 (the "Post-Filing Claims Procedure Order") which approved a claims procedure for the determination of certain Post-Filing Claims against the CCAA Parties and/or their Directors and Officers. A copy of the Post-Filing Claims Procedure Order and other public information concerning these CCAA proceedings can be obtained on the website of FTI Consulting Canada Inc., acting as Court-appointed monitor of the CCAA Parties (the "Monitor") at <http://cfcanada.fticonsulting.com/bloomlake>. Any person who may have a claim against any of the CCAA Parties and/or any of their Directors and Officers should carefully review and comply with the provisions of the Post-Filing Claims Procedure Order.

Any person having a Post-Filing Claim against any of the CCAA Parties arising or relating to the period after January 27, 2015 in relation to the Bloom Lake CCAA Parties, or after May 20, 2015 in relation to the Wabush CCAA Parties **AND** which does not constitute a Claim subject to the Amended Claims Procedure Order (in each case, and as applicable, the "Post-Filing Determination Date") must send a Proof of Post Filing Claim to the Monitor, **to be received by the Monitor by no later than 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such later date as may be ordered by the Court,** (the "Post Filing Claims Bar Date").

Any person having a post-filing claim against any of the Directors and/or Officers of the CCAA Parties for which the Directors and/or Officers, or any of them, are by statute liable to pay in their capacity as Directors and/or Officers must send a D&O Proof of Post Filing Claim to the Monitor, **to be received by the Monitor by no later than 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such later date as may be ordered by the Court,** (the "D&O Post Filing Claims Bar Date").

Persons requiring more information or who have not received a Proof of Post Filing Claim form by **●, 2018**, should contact the Monitor by email at:

Bloom Lake CCAA Parties' Post-Filing Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors: wabush@fticonsulting.com

UNLESS EXPRESSLY PROVIDED IN THE POST-FILING CLAIMS PROCEDURE ORDER, ANY PERSON THAT DOES NOT FILE A PROOF OF POST-FILING CLAIM WITH THE MONITOR BY THE APPLICABLE POST-FILING CLAIMS BAR DATE SPECIFIED ABOVE SHALL NOT BE ENTITLED TO ANY PAYMENT OF ANY PROCEEDS OF SALE OF ANY OF THE CCAA PARTIES' ASSETS, OR TO PARTICIPATE AS A CREDITOR IN THE CCAA PROCEEDINGS OF THE CCAA PARTIES, AND SHALL BE PROHIBITED FROM MAKING OR ENFORCING ANY POST-FILING CLAIM AGAINST ANY OF THE CCAA PARTIES AND/OR ANY OF THEIR DIRECTORS AND/OR OFFICERS. ADDITIONALLY, ANY POST-FILING CLAIMS SUCH CREDITOR MAY HAVE AGAINST ANY OF THE CCAA PARTIES AND/OR ANY OF THEIR DIRECTORS AND/OR OFFICERS SHALL BE FOREVER BARRED AND EXTINGUISHED.

Schedule "F"

FORM OF POST-FILING NOTICE OF DISPUTE

**POST-FILING NOTICE OF DISPUTE IN RELATION TO A CLAIM
AGAINST THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "CCAA Parties")

Particulars of Post-Filing Creditor and Reference Number:

Legal Name:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Telephone Number:	
E-mail address:	
Attention (Contact Person):	
Reference Number	

Pursuant to the order of the Superior Court of Quebec for the district of Montreal (Commercial Division) (the "Court") dated ● (as may be amended, restated or supplemented from time to time), I/we hereby dispute the Post Filing Notice of Revision or Disallowance bearing Reference Number # _____ and dated _____ issued by FTI Consulting Canada Inc., in its capacity as court-appointed Monitor of the CCAA Parties, in respect of my/our Post-Filing Claim.

CCAA Party Name	Revised Amount of Post-Filing Claim	Disputed Amount of Post-Filing Claim
Bloom Lake CCAA Parties		
Cliffs Quebec Iron Mining ULC	\$	\$
The Bloom Lake Iron Ore Mine Limited Partnership	\$	\$
Bloom Lake General Partner Limited	\$	\$
Quinto Mining Corporation	\$	\$
8568391 Canada Limited	\$	\$
Bloom Lake Railway Company Limited	\$	\$

Wabush CCAA Parties		
Wabush Mines	\$	\$
Wabush Iron Co. Limited	\$	\$
Wabush Resources Inc.	\$	\$
Arnaud Railway Company	\$	\$
Wabush Lake Railway Company Limited	\$	\$

Reasons for Dispute:

(Please attach additional sheet and copies of all supporting documentation if necessary):

DATED this _____ day of _____, 2018.

Witness: _____

Per: _____

Print name of Post-Filing Creditor:

If Post-Filing Creditor is other than an individual, print name and title of authorized signatory

Name: _____

Title: _____

This form and supporting documentation must be received by the Monitor by 5:00 p.m. (prevailing Eastern time) on ●, 2018 [being fourteen (14) days after the date of the Post-Filing Notice of Revision or Disallowance], or such other date as may be ordered by the Court.

A Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "Post-Filing Notice of Dispute – [legal name of post-filing creditor]" and the following naming protocol must be used for any attachments included in the email:

For the Notice of Dispute: **Post-Filing_Notice_of_Dispute_[legal name of post-filing creditor].pdf**

For support schedules (if not already included in Post-Filing Notice of Dispute):
Post-Filing_Notice_of_Dispute_[legal name of post-filing creditor]_schedule_[x of y].pdf

In the event that you are unable or unwilling to submit your Post-Filing Notice of Dispute by email, you may deliver your Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

Schedule "G"

FORM OF POST-FILING NOTICE OF REVISION OR DISALLOWANCE

**POST-FILING NOTICE OF REVISION OR DISALLOWANCE OF A CLAIM
AGAINST THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "**Bloom Lake CCAA Parties**" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "**Wabush CCAA Parties**" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "**CCAA Parties**")

Particulars of Post-Filing Creditor and Reference Number:

Legal Name:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address:	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Attention (Contact Person):	
Reference Number:	

Amount of Revision or Disallowance

Pursuant to the order of the Superior Court of Quebec for the district of Montreal (Commercial Division) (the “**Court**”) dated ● (as may be amended, restated or supplemented from time to time), FTI Consulting Canada Inc. in its capacity as Monitor of the CCAA Parties (the “**Monitor**”), hereby gives you notice that the Monitor has reviewed your Proof of Post-Filing Claim and revised or disallowed your Post-Filing Claim as follows:

CCAA Party Name	Currency	As Submitted Amount of Post-Filing Claim	Revised Amount of Post-Filing Claim
Bloom Lake CCAA Parties			
Cliffs Quebec Iron Mining ULC		\$	\$
The Bloom Lake Iron Ore Mine Limited Partnership		\$	\$
Bloom Lake General Partner Limited		\$	\$
Quinto Mining Corporation		\$	\$
8568391 Canada Limited		\$	\$
Bloom Lake Railway Company Limited		\$	\$
Wabush CCAA Parties			
Wabush Mines		\$	\$
Wabush Iron Co. Limited		\$	\$
Wabush Resources Inc.		\$	\$
Arnaud Railway Company		\$	\$
Wabush Lake Railway Company Limited		\$	\$

Reason for the Revision or Disallowance:

If you disagree with this Post-Filing Notice of Revision or Disallowance you may dispute it.

If you intend to dispute a Post-Filing Notice of Revision or Disallowance, you must deliver a Post-Filing Notice of Dispute to the Monitor by 5:00 p.m. (prevailing Eastern time) on ●, 2018 [being fourteen (14) days after the date of this Post-Filing Notice of Revision or Disallowance], or such other date as may be ordered to by the Court. The form of the Post-Filing Notice of Dispute is enclosed with this Notice.

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

A Post-Filing Notice of Dispute must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing
Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors:
wabush@fticonsulting.com

The subject line of your email should read "Post-Filing Notice of Dispute – [legal name of post-filing creditor]" and the following naming protocol must be used for any attachments included in the email:

For the Post-Filing Notice of Dispute: **Post-Filing_Notice_of_Dispute_[legal name of post-filing creditor].pdf**

For support schedules (if not already included in Post-Filing Notice of Dispute): **Post-Filing_Notice_of_Dispute_[legal name of post-filing creditor]schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your Post-Filing Notice of Dispute by email, you may deliver your Post-Filing Notice of Dispute by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties
79 Wellington Street West
TD Waterhouse Tower, Suite 2010
PO Box 104
Toronto, Ontario M5K 1G8
Attention: ●

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS POST-FILING NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

Dated at _____ this _____ day of _____, 2018.

FTI CONSULTING CANADA INC.,
In its capacity as the Court-appointed Monitor

Per: _____
[NAME]

Schedule "H"

FORM OF PROOF OF POST-FILING CLAIM

**POST-FILING PROOF OF CLAIM
AGAINST THE BLOOM LAKE CCAA PARTIES
AND/OR THE WABUSH CCAA PARTIES**

The "Bloom Lake CCAA Parties" are:

Bloom Lake General Partner Limited
Quinto Mining Corporation
856839 Canada Limited
Cliffs Quebec Iron Mining ULC
Bloom Lake Railway Company Limited
The Bloom Lake Iron Ore Mine Limited Partnership

The "Wabush CCAA Parties" are:

Wabush Iron Co. Limited
Wabush Resources Inc.
Wabush Mines
Arnaud Railway Company
Wabush Lake Railway Company Limited

(The Bloom Lake CCAA Parties and Wabush CCAA Parties collectively form the "CCAA Parties")

Please read the enclosed Post-Filing Instruction Letter carefully prior to completing the attached Post-Filing Proof of Claim. Capitalized terms not defined within this Post-Filing Proof of Claim form or the appended Post-Filing Instruction Letter shall have the meaning ascribed thereto in the Post-Filing Claims Procedure Order dated ●, 2018, as may be amended, restated or supplemented from time to time. A copy of the Post-Filing Claims Procedure Order can be found on the Monitor's website at: <http://cfcanda.fticonsulting.com/bloomlake/>

Particulars of Post-Filing Creditor:

Please provide the following information:

Legal Name of Post-Filing Creditor:	
Doing Business As:	
Legal Counsel or Representative (if applicable):	
Address:	
Number and Street (line 1)	
Number and Street (line 2)	
City	
Province / State	
Postal / Zip Code	
Country	
Telephone Number (including area code):	
E-mail address:	
Attention (Contact Person):	

Proof of Post-Filing Claim:

I, _____ (name of individual Post-Filing Creditor or Representative of corporate Post-Filing Creditor), of _____ (City, Province or State) do hereby certify:

that I [] am a Post-Filing Creditor; OR

[] am the _____ (position or title) of _____ (name of Post-Filing Creditor); and

that I have knowledge of all the circumstances connected with the Post-Filing Claim referred to below:

CCAA Party Name	Currency (CAD/USD)	Amount of Post-Filing Claim
Bloom Lake CCAA Parties		
Cliffs Quebec Iron Mining ULC		\$
The Bloom Lake Iron Ore Mine Limited Partnership		\$
Bloom Lake General Partner Limited		\$
Quinto Mining Corporation		\$
8568391 Canada Limited		\$
Bloom Lake Railway Company Limited		\$
Wabush CCAA Parties		
Wabush Mines		\$
Wabush Iron Co. Limited		\$
Wabush Resources Inc.		\$
Arnaud Railway Company		\$
Wabush Lake Railway Company Limited		\$

List of documentation evidencing Post-Filing Claim(s) indicated in the table above (please attach all documentation to this Proof of Claim form):

Attachment 1 (description): _____

Attachment 2 (description): _____

Attachment 3 (description): _____

Attachment 4 (description): _____

Attachment 5 (description): _____

[If documentation exceeds 5 attachments, please attach separate list.]

DATED this _____ day of _____, 2018.

Witness:

Per: _____

Print name of Post-Filing Creditor:

If Post-Filing Creditor is other than an individual, print name and title of authorized signatory

Name: _____

Title: _____

Filing of Post-Filing Claims:

A Proof of Post-Filing Claim **must be received by the Monitor by no later than 5:00 p.m. (prevailing Eastern time) on May 21, 2018, or such later date as may be ordered by the Court, (the "Post-Filing Claims Bar Date")**.

FAILURE TO FILE YOUR PROOF OF POST-FILING CLAIM AS DIRECTED BY THE POST-FILING CLAIMS BAR DATE WILL RESULT IN YOUR POST-FILING CLAIM BEING FOREVER BARRED AND EXTINGUISHED, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A POST-FILING CLAIM AGAINST ANY OF THE CCAA PARTIES.

Proofs of Post-Filing Claim must be delivered by email to the Monitor at the applicable email address shown below.

Bloom Lake CCAA Parties' Post-Filing Creditors: bloomlake@fticonsulting.com

Wabush CCAA Parties' Post-Filing Creditors: wabush@fticonsulting.com

The subject line of your email should read "Proof of Post-Filing Claim – [legal name of Post-Filing Creditor]" and the following naming protocol must be used for any attachments included in the email:

For a Proof of Post-Filing Claim: **Proof_of_Post-Filing_Claim_[legal name of Post-Filing Creditor].pdf**

For support schedules (if not already included in the Post-Filing Proof of Claim file): **Proof_of_Post-Filing_Claim_[legal name of Post-Filing Creditor]_schedule_[x of y].pdf**

In the event that you are unable or unwilling to submit your Proof of Post-Filing Claim by email, you may deliver your Proof of Post-Filing Claim by prepaid registered mail, personal delivery or courier to the following address:

FTI Consulting Canada Inc., in its capacity as Monitor of the CCAA Parties

79 Wellington Street West
 TD Waterhouse Tower, Suite 2010
 PO Box 104
 Toronto, Ontario M5K 1G8
 Attention: ●