

SUPERIOR COURT



CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N^o: 500-11-048114-157

DATE: April 17, 2015

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

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

BLOOM LAKE GENERAL PARTNER LIMITED

QUINTO MINING CORPORATION

8568391 CANADA LIMITED

CLIFFS QUEBEC IRON MINING ULC

Petitioners

-and-

THE BLOOM LAKE IRON ORE MINE LIMITED PARTNERSHIP

BLOOM LAKE RAILWAY COMPANY LIMITED

Mises-en-cause

-and-

FTI CONSULTING CANADA INC.

Monitor

ORDER

- [1] **THE COURT**, upon reading the *Motion for an Order Approving a Sale and Investor Solicitation Procedure* (the "**Motion**") filed by the Petitioners and the Mises-en-cause (the "**CCAA Parties**"), having examined the proceedings, the affidavit and the exhibits;
- [2] **CONSIDERING** the Report of the Monitor dated April 7, 2015 and the submissions of the parties;

[3] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act*;

FOR THESE REASONS, THE COURT HEREBY:

[4] **GRANTS** the present Motion;

SERVICE

[5] **DECLARES** that sufficient prior notice of the presentation of the Motion has been given by the CCAA Parties to interested parties;

SISP

[6] **APPROVES** the sale and investor solicitation process ("**SISP**") (Exhibit R-3) as it relates to the CCAA Parties;

[7] **AUTHORIZES** and **DIRECTS** the CCAA Parties, the Monitor, and the Sale Advisor (as defined in the SISP) to take such steps as they consider necessary or desirable in carrying out the SISP in accordance with its terms;

[8] **DECLARES** that this Order approving the SISP shall not affect or impair the rights of the Administration Portuaire de Sept-Îles/Sept-Îles Port Authority (hereinafter the "**SIPA**"), vis à vis the Non-CCAA Parties, including: (i) the rights of the SIPA, acting as successor in the rights of the National Harbours Board, pursuant to the agreement referred to and communicated as Exhibit O-1 in support of SIPA's Notice of objection dated April 13, 2015; and (ii) the rights of SIPA, acting as successor in the rights of the Canada Ports Corporation, pursuant to the agreement referred to and communicated as Exhibit O-7 in support of SIPA's Notice of objection dated April 13, 2015;

[9] **DECLARES** that this Order approving the SISP shall not affect or impair the rights of the Iron Ore Company of Canada or its related companies (hereinafter the "**IOC**"), vis-à-vis the Non-CCAA Parties, including, but not limited to, the rights pursuant to the Subscription Agreement dated August 3, 1959 referred to in IOC's Notice of objection dated April 13, 2015;

[10] **DECLARES** that this Order approving the SISP shall not affect or impair the rights of MFC Industrial Ltd. ("**MFC**") if any, vis-à-vis the Non-CCAA Parties, including pursuant to an Amendment and Consolidation of Mining Leases dated September 2, 1959 and related sub-leases (as amended from time to time) as it relates to the property of Non-CCAA Parties;

[11] **RESERVES** the right of IOC, SIPA and of MFC to raise any ^{contractual} ~~such~~ rights at a later stage if need be. DWH

[12] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;

[13] **WITHOUT COSTS**, save in the case of contestation.


STEPHEN W. HAMILTON J.S.C.

COPIE CONFORME


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