

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

Applicants

**AFFIDAVIT OF GREG DONALDSON  
(Sworn November 1, 2012 re Working Capital Determination)**

I, GREG DONALDSON, of the City of Toronto, in the Province of Ontario,  
MAKE OATH AND SAY:


1. I am the former Vice-President and Corporate Controller of Timminco Limited ("**Timminco**") and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated.

2. I have reviewed the affidavits of Sean Dunphy, President of Russell Hill Advisory Services Inc., the Court-appointed Chief Restructuring Officer of Timminco and Bécancour Silicon Inc., sworn on September 18, 2012 (the "**First Dunphy Affidavit**") and October 26, 2012 (the "**Second Dunphy Affidavit**").

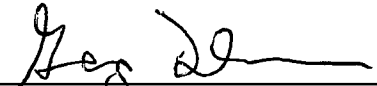
3. At paragraphs 20, 22, 23, 30, 32 and 33 of the First Dunphy Affidavit, Mr. Dunphy makes reference to my informing him of certain facts. I confirm that I have personal knowledge of and hereby adopt the statements of Mr. Dunphy in these paragraphs.

4. In addition, at paragraphs 3, 9, 12, and 20 through 23 of the Second Dunphy Affidavit, Mr. Dunphy makes reference to my informing him of certain facts. I confirm that I have personal knowledge of and hereby adopt the statements of Mr. Dunphy in these paragraphs..

SWORN BEFORE ME at the City of  
Toronto, Province of Ontario on  
November 1, 2012.

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

**Timothy Alexander Crijenica, a  
Commissioner, etc., Province of Ontario,  
while a Student-at-Law.  
Expires May 4, 2015.**

  
\_\_\_\_\_  
Greg Donaldson

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1985, c. C-36, AS AMENDED

Court File No. CV12-9539-00CL

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OF TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

**ONTARIO  
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(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF GREG DONALDSON  
(SWORN NOVEMBER 1, 2012)**

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