

District of British Columbia
Division No. 03 – Vancouver
Court No.
Estate No.

**IN THE MATTER OF THE JOINT PROPOSAL OF
WALTER ENERGY CANADA HOLDINGS, INC.; WALTER CANADIAN COAL ULC;
WOLVERINE COAL ULC; BRULE COAL ULC; WILLOW CREEK COAL ULC; PINE
VALLEY COAL LTD.; 0541237 B.C. LTD.; WALTER CANADIAN COAL
PARTNERSHIP; WOLVERINE COAL PARTNERSHIP; BRULE COAL
PARTNERSHIP; AND WILLOW CREEK COAL PARTNERSHIP
(COLLECTIVELY “WALTER CANADA”)
of the City of Vancouver, in the Province of British Columbia**

FORM 92 - NOTICE OF PROPOSAL TO CREDITORS
(Section 51 of the Act)

TAKE NOTICE THAT Walter Canada of the city of Vancouver in the province of British Columbia has lodged with me a proposal under the *Bankruptcy and Insolvency Act*.

A general meeting of the creditors will be held at the offices of the Trustee, KPMG Inc., 4th Floor, 777 Dunsmuir Street, Vancouver, British Columbia, on the 15th day of December, 2016, at the hour of 2:00 p.m.

Enclosed herewith are the following documents:

- the Seventh Report of KPMG Inc., Monitor of Walter Canada, including a projected recovery analysis;
- the Joint Proposal of the Walter Canada entities; and
- a Voting letter.

The enclosed Report on the Proposal provides an overview of the terms of the Proposal and, as such, is not a substitute for reading the Proposal. Creditors are strongly encouraged to review the Proposal in its entirety prior to voting on the Proposal. Creditors may wish to discuss the terms of the Proposal with their legal counsel and other advisors.

The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the Proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the Proposal is binding on all creditors or the class of creditors affected.

Voting letters intended to be used at the meeting must be lodged with me prior to the commencement of the meeting.

Please deliver the voting letter to KPMG Inc., attention: Mike Clark or Mark Kemp-Gee, by email to maclark@kpmg.ca or mkempgee@kpmg.ca or by facsimile at (604) 691-3036.

Dated at Vancouver, British Columbia, this 10th day of December 2016.

KPMG Inc.

Trustee acting in re: the Proposal of Walter Canada
and not in its personal capacity

Per:

Anthony Tillman
777 Dunsmuir Street
Vancouver BC V7Y 1K3
Phone: (604) 691-3000 Fax : (604) 691-3036