



**Monitor's Certificate**

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

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

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57

AND

IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT  
OF WALTER ENERGY CANADA HOLDINGS, INC. AND THOSE PARTIES LISTED ON  
SCHEDULE "A" HERETO

PETITIONERS

**MONITOR'S CERTIFICATE: CCAA CONTINUITY**

**RECITALS**

1. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the joint proposal concerning, affecting and involving the Walter Canada Group dated as of December 19, 2016 (the "**Proposal**"), a copy of which is attached as Schedule "B" to the Order of the Court made in these proceedings on the 21<sup>st</sup> day of December, 2016 (the "**Order**"), as such Proposal may be amended, varied or supplemented from time to time in accordance with the terms thereof, the BIA or an Order of the Court.
2. Pursuant to paragraph 3 of the Order, KPMG Inc. in its capacity as Monitor hereby delivers to the Walter Canada Group, the New Walter Canada Group and the Purchaser this certificate and hereby certifies that it has delivered the Trustee's Certificate in accordance with the Proposal.

DATED at the City of Vancouver, in the Province of British Columbia, this 28<sup>th</sup> day of December, 2016.

**KPMG Inc., in its capacity as Monitor of Walter Energy Canada Holdings, Inc. and the other entities referenced on Schedule "A" hereto**

Per: \_\_\_\_\_

Name: ANTHONY TALLMAN

Title: SENIOR VICE PRESIDENT

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**SCHEDULE "A" to Monitor's Certificate**

**Petitioners**

1. Walter Canadian Coal ULC
2. Wolverine Coal ULC
3. Brule Coal ULC
4. Cambrian Energybuild Holdings ULC
5. Willow Creek Coal ULC
6. Pine Valley Coal, Ltd.
7. 0541237 B.C. Ltd.
8. New Walter Energy Canada Holdings, Inc.
9. New Walter Canadian Coal Corp.
10. New Wolverine Coal Corp.
11. New Brule Coal Corp.
12. New Willow Creek Coal Corp.

**Partnerships**

1. Walter Canadian Coal Partnership
2. Wolverine Coal Partnership
3. Brule Coal Partnership
4. Willow Creek Coal Partnership