



NO. S-1510120
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

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

AND

IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF NEW WALTER ENERGY CANADA HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP., NEW BRULE COAL CORP., NEW WILLOW CREEK COAL CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN ENERGYBUILD HOLDINGS ULC

PETITIONERS

NOTICE OF APPLICATION

Names of applicants: New Walter Energy Canada Holdings, Inc., New Walter Canadian Coal Corp., New Brule Coal Corp., New Willow Creek Coal Corp., New Wolverine Coal Corp., and Cambrian Energybuild Holdings ULC (the "New Walter Canada Group")

To: Service List attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the applicants to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on August 14, 2017 at 9:00 a.m. for the orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. The Claims Process Amendment Order substantially in the form attached hereto as **Schedule "B"**.

Part 2: FACTUAL BASIS

Introduction

1. Reference is made to the facts set out in the 14th Affidavit of William E. Aziz sworn August 11, 2017 (the "**Fourteenth Aziz Affidavit**").
2. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Fourteenth Aziz Affidavit, and the orders pronounced and the pleadings filed in these proceedings.
3. On December 7, 2015, this Honourable Court granted an Initial Order in favour of the Old Walter Canada Group pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**").

4. On August 16, 2016, this Honourable Court granted an order (as amended, the "**Claims Process Order**") establishing the Claims Process for adjudicating the Claims of creditors in these proceedings.
5. The members of the New Walter Canada Group, except for Cambrian Energybuild Holdings ULC ("**Cambrian**"), became Petitioners in these CCAA proceedings upon being incorporated pursuant to an order of this Honourable Court pronounced on December 7, 2016.

Proposed Amendments to Claims Process Order

6. The New Walter Canada Group and the Monitor have been soliciting Restructuring Claims at the appropriate times pursuant to the Claims Process Order. They are also aware of further claims that may be filed that might qualify as Restructuring Claims (as defined in the Claims Process Order).
7. However, as the United Mine Workers of America 1974 Pension Plan and Trust (the "**1974 Plan**") has been asserting a Claim that exceeds \$1 billion throughout these CCAA proceedings, the New Walter Canada Group and the Monitor determined that it was prudent not to use estate resources to resolve disputed Claims or call for new Claims until the 1974 Plan's Claim was finally determined.
8. Recently, the 1974 Plan informed the New Walter Canada Group and the Monitor that it is willing to subordinate its Claim to certain Allowed Claims, irrespective of the outcome of the ongoing appeal regarding the validity of its Claim, to permit a distribution to take place.
9. The Claim Process Amendment Order will allow the New Walter Canada Group to run a process to identify remaining Restructuring Claims and Directors/Officers Claims, and will allow for a final determination of these Claims to develop a plan of distribution that would treat all stakeholders fairly.
10. The proposed Claims Process Amendment Order provides for the following:
 - (a) Setting October 6, 2016 (the "**Unresolved Restructuring Claims Bar Date**") for the filing of all Restructuring Claims and all Directors/Officers Claims that have not previously been required to be filed pursuant to the Claims Process Order (each an "**Unresolved Restructuring Claim**").
 - (b) The Monitor shall run advertisements calling for Unresolved Restructuring Claims for at least one (1) Business Day in the Globe and Mail (National Edition), the Vancouver Sun and the Tumbler Ridge News and such other local publications as the New Walter Canada Group and the Monitor may determine is advisable.
 - (c) The Monitor shall send the proof of claim form attached to the Claims Process Amendment Order (a "**Proof of Claim**") to such persons as the New Walter Canada Group and the Monitor may determine is advisable, which shall include those First Nations and Métis organizations that have entered into Cooperation Agreements with predecessors of any member of the New Walter Canada Group.
 - (d) The provisions regarding adjudication of Claims set out in paragraphs 34 to 40 of the Claims Process Order, including the time periods set out in Claims Process Order for Notices of Revision or Disallowance and Notices of Response, will continue to apply. Under those timelines:
 - (i) By no later than thirty Business Days after the Unresolved Restructuring Claims Bar Date, the Monitor, in consultation with the New Walter Canada Group, shall send a Notice of Revision or Disallowance to all Claimants who filed documentation with the Monitor before the Unresolved Restructuring Claims Bar

Date where the Monitor, in consultation with the New Walter Canada Group, is of the view that the applicable Claim should not be accepted. If no Notice of Revision or Disallowance is sent to a Claimant, that Claimant's Claim is deemed to be an Allowed Claim for voting and distribution purposes.

- (ii) Claimants who receive Notices of Revision or Disallowance with which they disagree must file with the Monitor a completed Notice of Dispute by twenty Business Days from delivery of the Notice of Revision or Disallowance.
 - (e) If a Claimant fails to file a Proof of Claim on or before the Unresolved Restructuring Claims Bar Date (or such later date as the Monitor, in consultation with the New Walter Canada Group may agree in writing or the Court may otherwise direct) or respond to a Notice of Revision or Dispute, then its Claim shall be forever barred or shall be determined at the amount set in the Notice of Revision or Disallowance.
11. The initial Claims Process, including the Claims Bar Date and any Restructuring Claims Bar Date that has occurred in the Claims Process are to remain fully effective, and the Claims Process Amendment Order will not re-open the Claims Process for any Claims that have already been barred.

Proposed Amendment to Initial Order

12. The Claims Process Amendment Order includes a provision providing that Paragraph 20 of the Initial Order (which stayed certain rights and remedies in relation to the Belcourt Saxon Limited Partnership Agreement) shall be of no force or effect from and after August 4, 2017.
13. The stay established by paragraph 20 of the Initial Order is no longer necessary as the New Walter Canada Group transferred all of its interests related to the Belcourt Saxon Limited Partnership Agreement in a transaction that closed on August 4, 2017.

Part 3: LEGAL BASIS

Proposed Amendments to the Claims Process Order

1. Paragraph 51 of the Claims Process Order provides that the New Walter Canada Group may apply to amend, supplement or replace the Claims Process Order.
2. As noted by this Honourable Court when granting the Claims Process Order, it is necessary to determine the true claims of the creditors that might be compromised before making a distribution.

Re Walter Energy Canada Inc, 2016 BCSC 1746 at para. 81.

3. Furthermore, as noted by Justice Morawetz in *Re Timminco*, determining the claims against a debtor company is an important step for debtors as well as their stakeholders in a CCAA proceeding:

For a debtor company engaged in restructuring under the CCAA, which may include a liquidation of its assets, it is of fundamental importance to determine the quantum of liabilities to which the debtor and, in certain circumstances, third parties are subject. It is this desire for certainty that led to the development of the practice by which debtors apply to court for orders which establish a deadline for filing claims.

[...]

In such circumstances, stakeholders are entitled to know the implications of their actions. The claims-bar order can assist in this process. By establishing a claims-

bar date, the debtor can determine the universe of claims and the potential distribution to creditors, and creditors are in a position to make an informed choice as to the alternatives presented to them. If distributions are being made or a plan is presented to creditors and voted upon, stakeholders should be able to place a degree of reliance in the claims bar process.

Re Timminco Ltd, 2014 ONSC 3393 at paras. 41 and 43.

4. The proposed amendments to the Claims Process Order will allow the New Walter Canada Group to run a process to identify and determine Unresolved Restructuring Claims in order to ascertain if a distribution can be effected.
5. Therefore, it is appropriate that the amendments to the Claims Process Order be granted.

Amendment to Initial Order

6. Paragraph 64 of the Initial Order provides that any interested party, including the New Walter Canada Group, may apply to this Honourable Court to vary or amend the Initial Order.
7. Paragraph 20 of the Initial Order stayed certain rights and remedies in relation to the Belcourt Saxon Limited Partnership Agreement.
8. The New Walter Canada Group sold all of its interests related to the Belcourt Saxon Limited Partnership Agreement in a transaction that closed on August 4, 2017.
9. Accordingly, the stay established by paragraph 20 of the Initial Order is no longer needed, and it is appropriate that it be of no force or effect from and after August 4, 2017.
10. The New Walter Canada Group specifically relies on:
 - (a) *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and in particular sections 11 and 12 thereof;
 - (b) *Supreme Court Civil Rules*, B.C. Reg. 241/2010, as amended, including Rules 8-1 and 13-1 thereof;
 - (c) the inherent and equitable jurisdiction of this Honourable Court; and
 - (d) such further and other grounds as counsel may advise and this Honourable Court may deem just.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #14 of William E. Aziz made August 11, 2017, to be filed;
2. pleadings and other materials filed herein; and
3. such further and other materials as counsel may advise and this Honourable Court may permit.

The applicants estimate that the application will take 60 minutes.

- This matter is within the jurisdiction of a master.
- This matter is not within the jurisdiction of a master. The Honourable Madam Justice Fitzpatrick is seized of these proceedings and the hearing of this application has been arranged with Trial Scheduling.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33;
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding; and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

August 11, 2017
Dated _____



Signature of lawyers for the Petitioners

Osler, Hoskin & Harcourt LLP
(Marc Wasserman, Patrick Riesterer & Mary Paterson)

<p>To be completed by the court only:</p> <p>Order made</p> <p><input type="checkbox"/> in the terms requested in paragraphs _____ of Part 1 of this notice of application</p> <p><input type="checkbox"/> with the following variations and additional terms:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>Date: _____</p> <p>Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Master</p>

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

TAB A

SCHEDULE "A"

See attached

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TAB B

SCHEDULE "B"

See Attached

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

AND

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

AND

IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF NEW WALTER
ENERGY CANADA HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP., NEW BRULE COAL
CORP., NEW WILLOW CREEK COAL CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN
ENERGYBUILD HOLDINGS ULC

PETITIONERS

ORDER MADE AFTER APPLICATION
(CLAIMS PROCESS AMENDMENT ORDER - UNRESOLVED RESTRUCTURING CLAIMS)

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) TUESDAY, THE ____TH DAY OF
AUGUST, 2017)

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on August 15, 2017; AND ON HEARING Mary Paterson, counsel for the Petitioners, Peter Reardon, counsel for KPMG Inc. and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the 14th Affidavit of William E. Aziz sworn August 1, 2017 and the 12th Report of the Monitor dated August 1, 2017;

THIS COURT ORDERS AND DECLARES THAT:

1. The Order of this Court pronounced August 16, 2016 styled "Claims Process Order" as amended by the Order of this Court pronounced December 21, 2016 styled "CCAA Continuity and Vesting Order" (as so amended, the "Claims Process Order") is hereby amended and supplemented as follows (the "Unresolved Restructuring Claims Process"):

- (a) All capitalized terms used in this Order but not defined herein have the meanings given to such terms in the Claims Process Order.
- (b) A Proof of Claim in connection with any Restructuring Claim and Director/Officer Claim that may be asserted or made in whole or in part against any member of the Walter Canada Group, any Petitioner and any of their respective past or present directors and officers that

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has not become an Allowed Claim, has not been barred pursuant to the terms of the Claims Process Order or is not the subject of an unresolved Notice of Dispute (any such claim an **"Unresolved Restructuring Claim"**) shall be filed with the Monitor in the manner set out in paragraph 43 of the Claims Process Order on or before 5:00 p.m. (Vancouver Time) on October 6, 2017 (the **"Unresolved Restructuring Claims Bar Date"**).

- (c) For greater certainty, Unresolved Restructuring Claims include any claims under any agreement with any member of the Walter Canada Group or any Petitioner, whether or not such agreement has been disclaimed, including, for greater certainty, any cooperation agreement between any First Nation or Métis organization and any member of the Walter Canada Group, any Petitioner or any of their predecessors and includes any asset purchase agreement or similar transaction agreement entered into by any member of the Walter Canada Group or any Petitioner and approved by the Court in these CCAA Proceedings, but does not include any Pre-Commencement Claim, the UMWA 1974 Plan Claim, any Unaffected Claims or any Restructuring Claim that was required to be filed prior to the date hereof.
- (d) Forthwith after the entry of this Order, and in any event within ten (10) Business Days following the date of this Order, the Monitor shall cause a newspaper notice in the form attached hereto as Schedule "B" to be published for one (1) Business Day in the Globe and Mail (National Edition), the Vancouver Sun and the Tumbler Ridge News and such other publications as the Monitor deems advisable and the Monitor shall post the newspaper notice on its website for these CCAA Proceedings.
- (e) The Monitor shall send an instruction letter in the form attached hereto as Schedule "C" and a proof of claim in the form attached hereto as Schedule "D" ("**Proof of Claim**") to all Persons that the Monitor or any of the Petitioners has reason to believe may have an Unresolved Restructuring Claim and to any other Person as the Monitor or the Petitioners may determine is advisable, which shall include those First Nations and Métis organizations that have entered into cooperation agreements with predecessors of any of the Petitioners, and the Monitor shall post the instruction letter and the Proof of Claim form on its website for these CCAA Proceedings.
- (f) All other provisions of the Claims Process Order shall continue to apply, *mutatis mutandis*, including the provisions regarding adjudication of Claims set out in paragraphs 34 to 40 of the Claims Process Order and the timelines provided for therein.
- (g) The Monitor shall continue to have the benefit of all powers and protections set out in the Claims Process Order, including those protections set out in paragraph 10 of the Claims

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Process Order, and any activities carried out by the Monitor under this Order shall be and shall be deemed to be carrying out the provisions of the Claims Process Order.

NOTICE SUFFICIENT

2. The forms of newspaper notice, instruction letter and Proof of Claim attached to this as Schedules "B", "C" and "D", respectively, are hereby approved. Despite the foregoing, the Monitor, in consultation with the Petitioners, may, from time to time, make minor changes to such forms as the Monitor, in consultation with the Petitioners, may consider necessary or desirable and may make such changes to the key dates as are permitted pursuant to the terms hereof.

3. Publication of the newspaper notice and the mailing of the instruction letter and the Proof of Claim form in accordance with paragraph 1(e) of this Order shall constitute good and sufficient service and delivery of notice of the Claims Process Order, this Order and the Unresolved Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert a Claim, and 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 the Claims Process.

FILING OF UNRESOLVED RESTRUCTURING CLAIMS AND BARRING OF CLAIMS

4. Any Person who does not file a Proof of Claim as provided for in paragraph 1(b) hereof so that such Proof of Claim is received by the Monitor on or before the Unresolved Restructuring Claims Bar Date, or such later date as the Monitor, in consultation with the Petitioners, may agree in writing or the Court may otherwise direct, shall:

- (a) be and is hereby forever barred, estopped and enjoined from asserting or enforcing any Claim against any of the Walter Canada Group entities, any of the Petitioners and any of their respective past or present directors and officers and all such Claims shall forever be extinguished;
- (b) not be permitted to vote on any Plan on account of such Claim;
- (c) not be permitted to participate in any distribution under any Plan from the proceeds of any sale of the Walter Canada Group's or the Petitioners' assets or otherwise on account of such Claim(s); and
- (d) not be entitled to receive further notice in respect of the Claims Process, these CCAA Proceedings or any Meeting Dates.

GENERAL PROVISIONS

5. The Claims Process as amended by this Order, including the Unresolved Restructuring Claims Process and the Unresolved Restructuring Claims Bar Date, is hereby approved.

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6. The Claims Process, including the Claims Bar Date, any Restructuring Claims Bar Date that has occurred in the Claims Process and all other matters as set out in the Claims Process Order, including the barring of any Pre-Commencement Claims, Employee Claims and Restructuring Claims as provided for therein remain in full force and effect, and no provision of this Order shall or shall be deemed to re-open the Claims Process in any manner whatsoever.

AMENDMENT TO INITIAL ORDER – BELCOURT SAXON MATTERS

7. Paragraph 20 of the Initial Order shall be of no force or effect from and after August 4, 2017.

APPROVAL

8. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THIS COURT REQUESTS the aid, recognition and assistance of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any Federal or State Court or administrative body in the United States of America, to act in aid of and be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to:

- (a) make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order;
- (b) grant representative status to any of the Petitioners and the Monitor to act on behalf of any or all of the Petitioners in any foreign proceeding; and,
- (c) assist the Petitioners, the Monitor and the respective agents of each of the forgoing in carrying out the terms of this Order.

In addition, each of the Petitioners and the Monitor shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other courts and judicial regulatory and administrative bodies, and take such other steps, in Canada, the United States of America or elsewhere, as may be necessary or advisable to give effect to this Order and any other Order granted by this Court.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Lawyers for the Petitioners

Osler, Hoskin & Harcourt LLP
(Mary Paterson)

Draft

BY THE COURT

REGISTRAR

Draft

2025 RELEASE UNDER E.O. 14176

Draft

Schedule "A"

Counsel Name	Party Represented

Schedule "B"

FORM OF NEWSPAPER NOTICE

NOTICE TO THE CREDITORS OF:

WALTER ENERGY CANADA HOLDINGS, INC.	NEW WALTER ENERGY CANADA HOLDINGS, INC
WALTER CANADIAN COAL PARTNERSHIP	NEW WALTER CANADIAN COAL CORP
WOLVERINE COAL PARTNERSHIP	NEW WOLVERINE COAL CORP
BRULE COAL PARTNERSHIP	NEW BRULE COAL CORP
WILLOW CREEK COAL PARTNERSHIP	NEW WILLOW CREEK COAL CORP
PINE VALLEY COAL LTD.	

and those other entities listed as Petitioners on Schedule "A" to the Initial Order (collectively, the "Walter Canada Group")

RE: NOTICE OF THE UNRESOLVED RESTRUCTURING CLAIMS PROCESS FOR THE WALTER CANADA GROUP PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")

This notice is being published pursuant to an order of the Supreme Court of British Columbia dated ●, 2017 which approved a claims process for the determination of certain remaining restructuring claims against the Walter Canada Group or their respective past or present directors or officers (the "Claims Process Amendment Order"). Any capitalized terms used but not defined herein have the meanings ascribed to them in the Claims Process Amendment Order.

A copy of the Claims Process Amendment Order and other public information concerning the CCAA proceedings can be obtained on the website of KPMG Inc., the Court-appointed Monitor of the Walter Canada Group (the "Monitor") at <http://www.kpmg.com/ca/walterenergycanada>. Any person who may have an Unresolved Restructuring Claim against any member of the Walter Canada Group or any of their respective past or present directors or officers should carefully review and comply with the Claims Process Amendment Order.

The Unresolved Restructuring Claims Process only applies to Unresolved Restructuring Claims. Unresolved Restructuring Claims are claims arising as a result of a restructuring, disclaimer, resiliation, termination or breach by any member of the Walter Canada Group on or after the Commencement Date of any contract, employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral, and includes any cooperation agreement with any member of or predecessor of any member the Walter Canada Group, and any claim against respective past or present director or officer of a member of the Walter Canada Group that has not become an Allowed Claim, is not been barred pursuant to the terms of the Claims Process Order or is not the subject of an unresolved Notice of Dispute.

Any person having an Unresolved Restructuring Claim against any member of the Walter Canada Group or any of their respective past or present directors or officers must send a Proof of Claim to the Monitor such that the Proof of Claim is received by the Monitor by no later than 5:00 p.m. (Vancouver Time) on October 6, 2017 (the "Restructuring Claims Bar Date").

For the avoidance of doubt, any claim a Claimant may have against any of the Walter Canada Group entities or their respective past or present directors or officers must be filed in accordance with the procedures set forth in the Claims Process Amendment Order.

Claimants requiring more information or who have not received a Proof of Claim form or Claims Package should contact the Monitor by phone at ● or email at ● or visit the Monitor's website at <http://www.kpmg.com/ca/walterenergycanada>.

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UNLESS EXPRESSLY PROVIDED IN THE CLAIMS PROCESS AMENDMENT ORDER, HOLDERS OF CLAIMS THAT DO NOT FILE PROOFS OF CLAIM WITH THE MONITOR BY OCTOBER 6, 2017 SHALL NOT BE ENTITLED TO ANY FURTHER NOTICE OR DISTRIBUTION UNDER A PLAN, IF ANY, OR OF ANY PROCEEDS OF SALE OF ANY OF THE WALTER CANADA GROUP'S ASSETS, OR TO PARTICIPATE AS A CLAIMANT IN THE CCAA PROCEEDINGS OF THE WALTER CANADA GROUP, AND SHALL BE PROHIBITED FROM MAKING OR ENFORCING ANY CLAIM AGAINST ANY MEMBER OF THE WALTER CANADA GROUP AND/OR ANY OF THEIR DIRECTORS AND/OR OFFICERS. ADDITIONALLY, ANY CLAIMS SUCH CLAIMANT MAY HAVE AGAINST ANY MEMBER OF THE WALTER CANADA GROUP AND/OR ANY OF THEIR DIRECTORS AND/OR OFFICERS SHALL BE FOREVER BARRED AND EXTINGUISHED.

Draft

Schedule "C"

FORM OF INSTRUCTION LETTER

INSTRUCTION LETTER
FOR FILING UNRESOLVED RESTRUCTURING CLAIMS IN RESPECT OF

WALTER ENERGY CANADA HOLDINGS, INC.	NEW WALTER ENERGY CANADA HOLDINGS, INC
WALTER CANADIAN COAL PARTNERSHIP	NEW WALTER CANADIAN COAL CORP
WOLVERINE COAL PARTNERSHIP	NEW WOLVERINE COAL CORP
BRULE COAL PARTNERSHIP	NEW BRULE COAL CORP
WILLOW CREEK COAL PARTNERSHIP	NEW WILLOW CREEK COAL CORP
PINE VALLEY COAL LTD.	

and those other entities listed as Petitioners on Schedule "A" to the Initial Order (collectively, the "Walter Canada Group")

1. **Claims Procedure**

By order of the Supreme Court of British Columbia (the "Court") dated ●, 2017 (as may be amended, restated or supplemented from time to time, (the "Claims Process Amendment Order"), in the proceeding commenced by Walter Energy Canada Holdings, Inc. and the other Petitioners listed on Schedule "A" to the Initial Order under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"), KPMG Inc., in its capacity as the Court-appointed Monitor of the Walter Canada Group (the "Monitor"), has been authorised to continue a claims process with respect to claims against the Walter Canada Group entities (the "Unresolved Restructuring Claims Process"). A copy of the Claims Process Amendment Order, with all schedules, may be found on the Monitor's Website at: <http://www.kpmg.com/ca/walterenergycanada>. Capitalised terms used in this letter which are not defined in this letter shall have the meaning ascribed to them in the Claims Process Amendment Order.

This letter provides instructions for completing the Proof of Claim. A blank Proof of Claim is included with this letter.

The Claims Process only applies to Unresolved Restructuring Claims. Unresolved Restructuring Claims are claims arising as a result of a restructuring, disclaimer, rescission, termination or breach by any member of the Walter Canada Group on or after the Commencement Date of any contract, employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral, [and includes any cooperation agreement with any member of or predecessor of any member the Walter Canada Group and includes any asset purchase agreement or similar transaction agreement entered into by any member of the Walter Canada Group or any Petitioner and approved by the Court in these CCAA Proceedings], and any claim against respective past or present director or officer of a member of the Walter Canada Group that has not become an Allowed Claim, is not been barred pursuant to the terms of the Claims Process Order or is not the subject of an unresolved Notice of Dispute.

If you have any questions regarding the Claims Process, please contact the Court-appointed Monitor at the address below.

All enquiries with respect of the Claims Process should be addressed to:

KPMG Inc.
Court-appointed Monitor of New Walter Energy Canada Holdings, Inc., et al.
777 Dunsmuir St
Vancouver, BC V7Y 1K4

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Attention: Mike Clark
Email: maclark@kpmg.ca
Phone: 604-691-3468

For the avoidance of doubt, any Unresolved Restructuring Claim you may have against the members of the Walter Canada Group and their respective past or present directors or officers must be filed in accordance with the procedures set forth herein.

Additional Proof of Claim forms can be found on the Monitor's website at <http://www.kpmg.com/ca/walterenergycanada> or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and email address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

If you are submitting your Proof of Claim electronically, please submit it in PDF form and ensure that the name of the file is **[legal name of Claimant]poc.pdf**. If you submit your claim electronically and you do **not** receive an email confirming receipt of your Proof of Claim within one (1) business day of submitting the Proof of Claim, your Proof of Claim has **not** been successfully received by the Monitor and you should submit your Proof of Claim using an alternate method.

Any person having an Unresolved Restructuring Claim against any member of the Walter Canada Group or any of their respective past or present directors or officers must send a Proof of Claim to the Monitor such that the Proof of Claim **is received by the Monitor by no later than 5:00 p.m. (Vancouver Time) on October 6, 2017** (the "Restructuring Claims Bar Date")

IF A PROOF OF CLAIM IN RESPECT OF YOUR CLAIM IS NOT RECEIVED BY THE MONITOR BY OCTOBER 6, 2017:

- A. YOUR CLAIM SHALL BE FOREVER **BARRED AND EXTINGUISHED** AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING ANY CLAIM AGAINST ANY MEMBER OF THE WALTER CANADA GROUP AND/OR ANY OF THEIR PAST OR PRESENT DIRECTORS OR OFFICERS;
- B. YOU SHALL NOT BE PERMITTED TO VOTE ON THE PLAN OR ENTITLED TO ANY FURTHER NOTICE OR DISTRIBUTION UNDER THE PLAN, IF ANY;
- C. YOU SHALL NOT BE ENTITLED TO ANY PROCEEDS OF SALE OF ANY MEMBER OF THE WALTER CANADA GROUP'S ASSETS; AND,
- D. YOU SHALL NOT BE ENTITLED TO PARTICIPATE AS A CLAIMANT IN THE CCAA PROCEEDINGS OF ANY MEMBER OF THE WALTER CANADA GROUP.

Draft

Schedule "D"

FORM OF PROOF OF CLAIM

**PROOF OF CLAIM
FOR FILING UNRESOLVED RESTRUCTURING CLAIMS IN RESPECT OF**

WALTER ENERGY CANADA HOLDINGS, INC.	NEW WALTER ENERGY CANADA HOLDINGS, INC
WALTER CANADIAN COAL PARTNERSHIP	NEW WALTER CANADIAN COAL CORP
WOLVERINE COAL PARTNERSHIP	NEW WOLVERINE COAL CORP
BRULE COAL PARTNERSHIP	NEW BRULE COAL CORP
WILLOW CREEK COAL PARTNERSHIP	NEW WILLOW CREEK COAL CORP
PINE VALLEY COAL LTD.	

**and those other entities listed as Petitioners on Schedule "A" to the Initial Order
(collectively, the "Walter Canada Group")**

Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Claims Process Amendment Order dated ●, 2017, as may be amended, restated or supplemented from time to time.

1. Particulars of Claimant

- a. Please complete the following (Full legal name should be the name of the original Claimant, regardless of whether an assignment of a Claim, or a portion thereof, has occurred prior to or following the Commencement Date) and Full Mailing Address of the Claimant (the Original Claimant, not the Assignee.)

Full Legal Name:	
Full Mailing Address:	
Telephone Number:	
Facsimile Number:	
Email Address:	
Attention (Contact Person):	

- b. Has the Claim been sold, transferred or assigned by the Claimant to another party (an Assignee?)

Yes:

No:

2. Particulars of Assignee (if any)

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Please complete the following if all or a portion of the Claim has been assigned, insert full legal name of assignee(s) of the Claim. If there is more than one assignee, please attach a separate sheet with the required information:

Full Legal Name of Assignee:	
Full Mailing Address of Assignee:	
Telephone Number of Assignee:	
Facsimile Number of Assignee:	
Email Address of Assignee:	
Attention (Contact Person):	

Proof of Claim

I, _____, (name of individual Claimant or Representative of corporate Claimant), of _____ (City, Province or State) do hereby certify: that I [___] am a Claimant; OR

that I [_____] am a Claimant; OR

[_____] am _____ (state position or title) of _____ (name of corporate Claimant) which is a Claimant;

that I have knowledge of all the circumstances connected with the Claim referred to below;

that _____ (name of applicable Walter Canada Group entity and/or directors and/or officers) was and still is indebted to the Claimant as follows:

UNRESOLVED RESTRUCTURING CLAIM

\$ _____ (insert value of Claim arising after the Commencement Date resulting from the restructuring, disclaimer, resiliation, termination or breach after the Commencement Date of any contract, employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral);

that the Claimant's Claim and the Claimant's invoices, statements and/or supporting documents attached are denominated in:

[_____] Canadian Dollars

[_____] U.S. Dollars

[_____] Other _____ (stipulate other currency referenced)

A. TOTAL CLAIM(S): \$ _____

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Nature of Claim:

(Check and complete appropriate category)

[] A. UNSECURED CLAIM OF\$ _____. That in respect of this debt, no assets of any of the Walter Canada Group entities are pledged as security.

[] B. SECURED CLAIM OF\$ _____. That in respect of this debt, assets of _____ *(insert name of applicable Walter Canada Group entity)* valued at \$ _____ are pledged to me as security, particulars of which are as follows.

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

Particulars of Claims:

Other than as already set out herein, the particulars of the undersigned's total Unresolved Restructuring Claim are attached.

(Provide all particulars of the claims and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the claims, name of any guarantor which has guaranteed the claims, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by the Walter Canada Group entities to the Claimant and estimated value of such security. Where a claim is advanced against any past or present directors or officers, please provide either a reference to a statutory authority for your claim or enclose a draft Notice of Civil Claim.)

Filing of Claims:

This Proof of Claim **must be received by the Monitor by no later than 5:00 p.m. (Vancouver Time) on October 6, 2017** (the "Restructuring Claims Bar Date").

Failure to file your proof of claim as directed by the Restructuring Claims Bar Date will result in your claim being forever barred and extinguished and you will be prohibited from making or enforcing a claim against any of the Walter Canada Group entities and/or any of their respective past or present directors or officers.

Draft

KPMG Inc.
Court-appointed Monitor of New Walter Energy Canada Holdings, Inc., et al.
777 Dunsmuir St
Vancouver, BC V7Y 1K4

Attention: Mike Clark
Email: maclark@kpmg.ca
Phone: 604-691-3468

DATED this _____ day of _____, 2017.

Witness: _____

Per: _____
Print name of Claimant:

If Claimant is not an individual, print name and title of authorised signatory.

Draft

- 4 -

Name:

Title:

2025 RELEASE UNDER E.O. 14176

NO. S-1510120
VANCOUVER REGISTRY

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

AND

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

AND

IN THE MATTER OF THE PLAN OF COMPROMISE AND
ARRANGEMENT OF NEW WALTER ENERGY CANADA
HOLDINGS, INC., NEW WALTER CANADIAN COAL CORP.,
NEW BRULE COAL CORP., NEW WILLOW CREEK COAL
CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN
ENERGYBUILD HOLDINGS ULC

PETITIONERS

ORDER MADE AFTER APPLICATION
(Claims Process Amendment Order)

OSLER HOSKIN & HARCOURT LLP
Barristers & Solicitors
1055 West Hastings Street
Suite 1700, The Guinness Tower
Vancouver, BC V6E 2E9

Tel. No. 416.862.4924
Fax No. 416.862.6666

Client Matter No. 1164807

Draft

NO. S-1510120
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

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

AND

**IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NEW WALTER ENERGY
CANADA HOLDINGS, INC., NEW WALTER CANADIAN
COAL CORP., NEW BRULE COAL CORP., NEW
WILLOW CREEK COAL CORP., NEW WOLVERINE
COAL CORP. AND CAMBRIAN ENERGYBUILD
HOLDINGS ULC**

PETITIONERS

NOTICE OF APPLICATION

OSLER HOSKIN & HARCOURT LLP
Barristers & Solicitors
1055 West Hastings Street
Suite 1700, The Guinness Tower
Vancouver, BC V6E 2E9

Tel. No. 416.862.4924
Fax No. 416.862.6666

Client Matter No. 1164807