



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
(Order: Term Sheet & Stay Extension)**

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) FRIDAY, THE 6TH DAY OF
) OCTOBER, 2017

ON THE APPLICATION of the Petitioners coming on for hearing at New Westminster, British Columbia, on the 6th day of October, 2017; AND ON HEARING Patrick Riesterer, counsel for the Petitioners, Vicki Tickle, counsel for KPMG Inc. and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the 15th Affidavit of William E. Aziz sworn October 3, 2017 (the "**15th Aziz Affidavit**"), the Thirteenth Report of KPMG Inc. in its capacity as Monitor dated October 4, 2017;

THIS COURT ORDERS AND DECLARES THAT:

SERVICE AND DEFINITIONS

1. The time for service of the notice of application for this order is hereby abridged and deemed good and sufficient and this application is properly returnable today.
2. All capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Initial Order in these proceedings dated December 7, 2015 (the "**Initial Order**").

STAY EXTENSION

3. The Stay Period, as defined in paragraph 18 of the Initial Order, is hereby further extended up to and including December 15, 2017.

APPROVAL OF SETTLEMENT TERM SHEET

4. The Settlement Term Sheet, substantially in the form attached as Exhibit "A" to the 15th Aziz Affidavit (with such minor amendments as the parties may, in consultation with the Monitor agree), is hereby approved and the Settlement (as defined therein) is fair and reasonable.
5. The Petitioners are hereby authorized and directed, and the other parties to the Settlement Term Sheet are hereby directed, to comply with their obligations thereunder.
6. The Monitor is hereby directed to comply with the Settlement Term Sheet and to take all reasonable steps to assist parties to the Settlement Term Sheet to (i) implement the terms of the Settlement Term Sheet and (ii) comply with their obligations thereunder.
7. Notwithstanding any provision of this Order, the Monitor shall incur no liability as a result of the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the rights and protections afforded to the Monitor by the CCAA or any applicable legislation

LOAN TO ENERGYBUILD ENTITIES

8. Cambrian Energybuild Holdings ULC is hereby authorized, but not directed, to make such further loan or loans to Energybuild Group Limited or Energybuild Ltd., on a secured basis, to provide working capital to Energybuild Ltd. not to exceed an aggregate amount of £900,000.00 including the amounts advanced pursuant to the order of this Court pronounced December 21, 2016 and the order of this Court dated May 30, 2017, and approving, *nunc pro tunc*, any steps taken in respect of such advances prior to the date of this Order.

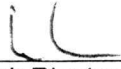
GENERAL

9. Endorsement of this Order by counsel appearing, other than counsel for the Petitioners, is hereby dispensed with.

THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunals, 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 to 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 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, to grant representative status to the Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

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:



Patrick Riesterer
Counsel for the Petitioners

BY THE COURT



REGISTRAR

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CORP., NEW WOLVERINE COAL CORP. AND CAMBRIAN
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