



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

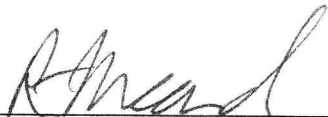
REQUISITION – GENERAL

Filed by: The Monitor, KMPG Inc.

REQUIRED:

To file the attached Monitor's Certificate, dated March 15, 2018.

Date: March 15, 2018



Signature of counsel for the Monitor,
KPMG Inc.
Peter J. Reardon

This **Requisition** is prepared by Peter J. Reardon of the firm of McMillan LLP, solicitor for the Monitor, KPMG Inc., whose place of business and address for delivery is 1500 - 1055 West Georgia Street, P.O. Box 11117, Vancouver, B.C., V6E 4N7, Telephone (604) 689-9111; Fax (604) 685-7084, peter.reardon@mcmillan.ca. File No. 236073.

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

MONITOR'S CERTIFICATE

1. Pursuant to an Order of the Court dated February 27, 2018 (the "**Energybuild Sale Approval Order**"), the Court authorized the Petitioners to take any steps necessary to direct Energybuild Holdings Limited to enter into the Share Sale Agreement dated March 6, 2018 (the "**Sale Agreement**") between Energybuild Holdings Limited (the "**Seller**") and Specialty Carbons Limited (the "**Purchaser**", and, collectively with the Seller, the "**Parties**"), and ordered the closing would be evidenced by the filing with the Court by KPMG Inc., in its capacity as the Court-appointed Monitor of the Petitioners (the "**Monitor**") of this certificate to the Parties confirming: (i) payment by the Purchaser and receipt by the Monitor of the Purchase Price required under the Sale Agreement; (ii) that the Monitor has been advised by each relevant Party that the conditions to be complied with at or prior to the Closing as set out in Article 7 and Article 8, respectively, of the Sale Agreement have been satisfied or waived by the Seller or the Purchaser, as applicable; and (iii) the purchase and sale of the Shares has been completed pursuant to the Sale Agreement.
2. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Sale Agreement.

THE MONITOR HEREBY CERTIFIES as follows:

- (a) The Purchaser has paid and the Monitor has received (on behalf of the Seller) the Purchase Price contemplated in the SSA;
- (b) The Monitor has received confirmation from each relevant Party that the conditions to be complied with at or prior to the Closing as set out in Article 7 and Article 8, respectively, of the Sale Agreement have been satisfied or waived by the Seller or the Purchaser, as applicable; and
- (c) The purchase and sale of the Shares has been completed pursuant to the Sale Agreement.

DATED at the City of Vancouver, in the Province of British Columbia, at 1:30 p.m. prevailing Vancouver time this 15th day of March, 2018.

KPMG INC., in its capacity as the Court-appointed Monitor of New Walter Energy Canada Holdings, Inc., et al. and not in its personal or corporate capacity

By:



Name: Anthony Tillman
Title: Senior Vice President