



TRUSTEE'S CERTIFICATE

Court File No.: B-160976
Estate No: 11-2199860
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE JOINT PROPOSAL OF WALTER ENERGY CANADA HOLDINGS, INC. WALTER CANADIAN COAL ULC, BRULE COAL ULC, WILLOW CREEK COAL ULC, PINE VALLEY COAL LTD., WOLVERINE COAL ULC, 0541237 B.C. LTD., WALTER CANADIAN COAL PARTNERSHIP, BRULE COAL PARTNERSHIP, WILLOW CREEK COAL PARTNERSHIP AND WOLVERINE COAL PARTNERSHIP.

TRUSTEE'S CERTIFICATE – PROPOSAL COMMENCEMENT DATE

1. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the joint proposal concerning, affecting and involving the Debtors dated December 19, 2016 (the "**Joint Proposal**"), a copy of which is attached as Schedule "B" to the Order of the Court made in these proceedings on the 21st day of December, 2016 (the "**Order**"), as such Joint 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 8 of the Order, KPMG Inc. in its capacity as Bankruptcy Trustee and Proposal Trustee of the Debtors (the "**Trustee**") delivers to the Debtors, the New Walter Canada Group, the Purchaser and the Official Receiver this certificate and hereby certifies that the conditions set out in Sections 5.3(g) and 5.3(h) of the Joint Proposal have been satisfied and all other conditions set out in Section 5.3 of the Joint Proposal have been satisfied or waived in accordance with the terms of the Proposal and the Proposal Commencement date shall occur upon the filing of this certificate with the Court.

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

KPMG INC., in its capacity as Bankruptcy Trustee and Proposal Trustee of Walter Energy Canada Holdings, Inc.,
a/ and not in its personal or corporate capacity

By: _____

Name: ANTHONY TILLMAN
Title: SENIOR VICE PRESIDENT