

THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

NEWCO

THIS COURT ORDERS AND DECLARES that Newco is insolvent and is a company to which the CCAA applies.

THIS COURT ORDERS AND DECLARES that Newco is an Applicant in these proceedings.

THIS COURT ORDERS AND DECLARES that the Initial Order, as amended, and any other Order issued in these proceedings, shall apply to Newco and that Newco is subject to all of the Orders issued in these proceedings.

THE CRO

THIS COURT ORDERS that the powers of the CRO set forth in paragraphs 21 and 22 of the Order of this Honourable Court dated December 12, 2008, as expanded by the Orders of this Honourable Court dated January 23, 2009 and March 6, 2009, are hereby further expanded, *nunc pro tunc*, to include the power to execute the CBCA Arrangement Agreement and any additional documents as may be necessary or desirable for the completion of the Transaction and for the registration of the conveyance of the Divested Assets to Newco.

GENERAL PROVISIONS

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

SCHEDULE "A"
MONITOR'S CERTIFICATE

Court File No. 08-CL-7355

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

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

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C-43, AS
AMENDED;

AND IN THE MATTER OF A PROPOSED COMPROMISE AND ARRANGEMENT IN
RESPECT OF TAHERA DIAMOND CORPORATION and BENACHEE RESOURCES INC.

CERTIFICATE

This certifies that, as of the date hereof, all documents necessary to implement the Transaction, as defined in the Order of the Honourable • dated April 28th, 2009, have been executed and delivered in escrow, subject to only to the Articles of Arrangement being filed and the Director issuing the Director's Certificate, all as described in paragraph 8 of such Order.

DATE: •

**FARBER & PARTNERS INC., MONITOR OF
TAHERA DIAMOND CORPORATION AND
BENACHEE RESOURCES INC.**

Per: _____
Name: ►
Title: ►

SCHEDULE "B"**LEASES AND CLAIMS SCHEDULE**

1. Mining Lease No. 3464, dated February 14, 1996, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development and Benachee Resources Inc.. The lease is for a term of 21 years commencing April 21, 1994.
2. Mining Lease No. 3793 dated November 19, 1999 between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
3. Mining Lease No. 3794, dated November 19, 1999, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
4. Mining Lease No. 3795, dated November 19, 1999, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
5. Mining Lease No. 3796, dated November 19, 1999, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
6. Mining Lease No. 3797, dated November 19, 1999, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
7. Mining Lease No. 3798, dated November 19, 1999, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing June 9, 1999.
8. Mining Lease No. 4541, dated May 28, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. (24.5%), Pure Gold Minerals Inc. (24.5%) and Ashton Mining (Northwest Territories) Ltd. (51%). The lease is for a term of 21 years commencing November 25, 2002.
9. Mining Lease No. 4542, dated May 28, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. (24.5%), Pure Gold Minerals Inc. (24.5%) and Ashton Mining (Northwest Territories) Ltd. (51%). The lease is for a term of 21 years commencing November 25, 2002.
10. Mining Lease No. 4549, dated May 19, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.
11. Mining Lease No. 4550, dated May 19, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.

12. Mining Lease No. 4551, dated May 19, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.
13. Mining Lease No. 4556, dated May 19, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing April 23, 2002.
14. Mining Lease No. 4558, dated July 15, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.
15. Mining Lease No. 4559, dated July 15, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.
16. Mining Lease No. 4560, dated July 15, 2004, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing July 2, 2002.
17. Mining Lease No. 4753, undated, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing November 22, 2004.
18. Mining Lease No. 4754, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing November 22, 2004.
19. Mining Lease No. 4755, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
20. Mining Lease No. 4756, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
21. Mining Lease No. 4757, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
22. Mining Lease No. 4758, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
23. Mining Lease No. 4759, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
24. Mining Lease No. 4760, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.

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38. Mining Lease No. 4774, dated October 12, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
39. Mining Lease No. 4775, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
40. Mining Lease No. 4776, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
41. Mining Lease No. 4777, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 5, 2003.
42. Mining Lease No. 4778, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
43. Mining Lease No. 4779, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
44. Mining Lease No. 4780, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
45. Mining Lease No. 4781, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
46. Mining Lease No. 4782, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
47. Mining Lease No. 4783, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
48. Mining Lease No. 4784, dated December 10, 2007, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc. The lease is for a term of 21 years commencing September 22, 2003.
49. Mining Claim No. F45947 (DJB 17), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
50. Mining Claim No. F31310 (JD 310), dated January 26, 1993, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.

51. Mining Claim No. F31311 (JD 311), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
52. Mining Claim No. F31312 (JD 312), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
53. Mining Claim No. F31314 (JD 314), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
54. Mining Claim No. F31315 (JD 315), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
55. Mining Claim No. F31092 (JD 92), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
56. Mining Claim No. F31093 (JD 93), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
57. Mining Claim F31095 (JD 95), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
58. Mining Claim No. F31096 (JD 96), dated July 6, 1994, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and Benachee Resources Inc.
59. Inuit Owned Lands Commercial Lease #KTCI.305D001, between Kitikmeot Inuit Association, Benachee Resources Inc. as tenant, and Tahera Diamond Corporation as indemnifier, commencing on July 6, 2005 and expiring on July 6, 2015. The lease is for a term of 10 years.
60. Mining Lease No. 4601, dated June 22, 2005, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and De Beers Canada Inc. The lease is for a term of 21 years commencing December 5, 2002.
61. Mining Lease No. 4602, dated June 22, 2005, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and De Beers Canada Inc. The lease is for a term of 21 years commencing December 5, 2002.
62. Mining Lease No. 4603, dated June 22, 2005, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and De Beers Canada Inc. The lease is for a term of 21 years commencing December 5, 2002.
63. Mining Lease No. 4604, dated June 22, 2005, between Her Majesty the Queen in right of Canada, as represented by the Minister of the Department of Indian Affairs and Northern Development, and De Beers Canada Inc. The lease is for a term of 21 years commencing December 5, 2002.

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