

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

THE HONOURABLE MR.

) TUESDAY, the 28th

)

JUSTICE MORAWETZ

) DAY OF APRIL, 2009



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;

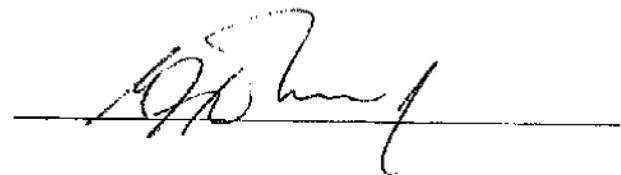
AND IN THE MATTER OF A PROPOSED COMPROMISE AND ARRANGEMENT IN
RESPECT OF TAHERA DIAMOND CORPORATION and BENACHEE RESOURCES INC.

ORDER

THIS MOTION, made by Tahera Diamond Corporation ("Tahera") and Benachee Resources Inc. (collectively, the "Applicants") for an order, among other things, approving the letter agreement dated April 22, 2009 (the "Letter Agreement") and authorizing Tahera to engage Cormark Securities Inc. ("Cormark") as its financial advisor, was heard this day at the Court House, 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Supplementary Affidavit of Andrew Gottwald, sworn April 24, 2009, and upon hearing the submissions of counsel for the Applicants, the Monitor and Caz Petroleum Inc.,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in support of this Motion be and it is hereby abridged, such that this Motion is properly returnable today and that any further service of the Notice of Motion and the Motion Record is hereby dispensed with.
2. **THIS COURT ORDERS** that the Letter Agreement, pursuant to which Tahera engaged Cormark as its financial advisor in connection with a potential transaction (the "Mine Transaction") involving an equity or debt financing and/or direct or indirect sale or disposition of the Jericho Mine is hereby approved.
3. **THIS COURT ORDERS** that Tahera is hereby authorized and directed to engage Cormark as its financial advisor in connection with the Mine Transaction.
4. **THIS COURT ORDERS** that the Letter Agreement filed with the Court be sealed from the public record until further Order of this Honourable Court.
5. **THIS COURT ORDERS** that the powers of the Chief Restructuring Officer, which are set forth in paragraphs 21 and 22 of the Order of this Honourable Court dated December 12, 2008 and as expanded by the Orders of this Honourable Court dated January 23, 2009 and March 6, 2009, are hereby expanded, *nunc pro tunc*, to include the power to execute the Letter Agreement on behalf of Tahera.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

APR 28 2009

PER / PAR:



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

Court File No.: 08-CL-7355

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

ORDER

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IN THE MATTER OF A PROPOSED COMPROMISE AND ARRANGEMENT
BETWEEN
CORPORATION and BENACHEE RESOURCES INC.

Court File No. 08-CL-7355

April 20/09
W. Gorman for Applicant
S. Brodman for A. Fawcett Ventur
R. Thorne & R. Tracer for Long Petroleum
P. Barron for Catagiller
J. Davis Vitell for H & G Lease.

The matter was not opposed.
The fact situation presented in this CCAA
proceeding is unique.

The objectives of the Applicant are 2 fold
First - to realize upon the value of
Benachee non-strategic assets
Second - to restart the growth of the

through a reorganization, a restructuring
in some suitable manner.

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MOTION RECORD OF THE APPLICANTS
(returnable April 28, 2009)

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to be before me.

I have been worked with
the Commercial Just Office
on that date for the
purpose of that hearing.

W. H. H. H.