



Box 32, Wekweètì, NT X0E 1W0
Tel: 867-713-2500 Fax: 867-713-2502

#1-4905 48th Street, Yellowknife, NT X1A 3S3
Tel: 867-765-4592 Fax: 867-765-4593
www.wlwb.ca

March 19, 2019

Ms. Claudine Lee
Dominion Diamonds Mines ULC
900-606 4 Street SW
Calgary, AB T2P 1T1

Dear Ms. Lee,

**Land Use Permits and Water Licences - Name Change
Dominion Diamond Mines ULC**

The Wek'èezhìi Land and Water Board (WLWB) acknowledges receipt of your notice, dated February 5, 2019, outlining the amalgamation and name change of Dominion Diamond Ekati ULC to Dominion Diamond Mines ULC. The Board has updated Land Use Permits W2018C0005, W2017D0004, W2017J0003, W2016F0007, W2016F0006, W2016D0005, W2016D0003, W2015D0005, W2014I0001, W2013D0007, W2013D0006; and Water Licences W2016L8-0003 and W2012L2-0001 to reflect the change in name.

Enclosed are updated cover pages for the Land Use Permits and Water Licences for each file Dominion holds with the WLWB, the changes reflect the new name change. These documents will be posted on our Public Registry.

If you have any questions or concerns, please contact Anneli Jokela at (867) 765-4588 or ajokela@wlwb.ca.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Joe Mackenzie', is written over a light blue circular stamp.

Joe Mackenzie
Chair, Wek'èezhìi Land and Water Board

Copied: Ekati Distribution List



**Dominion
Diamond Mines**

Dominion Diamond Mines ULC
900-606 4 Street SW (403) 910-1933
Calgary, Alberta T2P 1T1 (403) 910-1934 fax
www.ddmines.com

05 February 2019

Mr. Joseph Mackenzie
Chair
Wek'èezhii Land and Water Board
#1, 4905-48th Street
Yellowknife, NT X1A 3S3

Re: Notification of Amalgamation and Request for Name Change

Dear Mr. Mackenzie:

We write to inform you that Dominion Diamond Ekati ULC, holder of those licenses, leases, permits or authorizations listed in Schedule A attached to this letter, has amalgamated with a number of affiliated entities as one company under the name **Dominion Diamond Mines ULC** effective January 1, 2019. It is requested that this name change be applied to those authorizations as listed in Schedule A. Additionally, the mailing address on any of these authorizations and on file should be updated to the following:

Dominion Diamond Mines ULC
900-606 4 Street SW
Calgary, Alberta T2P 1T1

Please find attached, as Schedule B to this letter the Certificate of Amalgamation, evidencing this change for your records. A certificate of status of registration particular to the Northwest Territories is forthcoming and will be forwarded once received. Please do not hesitate to reach out to us should you have any questions or require any additional information.

Sincerely,

A handwritten signature in black ink that reads "Claudine Lee".

Claudine Lee
Head of Environment

Enclosed: Schedule A Licences, Leases Permits or Authorizations
Schedule B Certificate of Amalgamation

cc. Marty Sanderson, Manager, Diamond Resource Management

Record #: HSE RCD ENV 1118
Document Owner: Environment Department
Date: 05-02-2018
Template # EKA TEM 1852.13

SCHEDULE A
Licences, Leases, Permits or Authorizations

Type A Water Licence	W2012L2-0001	Ekati Entire Operation (Jay Project Amendment Included)
Type B Water Licence	W2016L8-0003	Jay Project Culvert Installation - Lac du Sauvage
Land Use Permits	W2014I0001	Misery Powerline
	W2013D0006	Lynx Pit
	W2018C0005	Exploration Activities
	W2015D0005	Lynx Waste Rock Storage Area
	W2016F0006	Pigeon and Sable Haul Road
	W2016D0003	Sable Pit and Associated Activities
	W2016F0007	Jay Early Works
	W2016D0005	Pigeon Pit and Associated Activities
	W2013D0007	Jay Project
	W2017J0003	Jay Project Culture Camp
W2017D0004	Misery Underground Development	



Dominion Diamond Mines ULC
900-606 4 Street SW (403) 910-1933
Calgary, Alberta T2P 1T1 (403) 910-1934 fax
www.ddmines.com

SCHEDULE B
Certificate of Amalgamation

See attached.

Record #: HSE RCD ENV 1118
Document Owner: Environment Department
Date: 05-02-2018
Template # EKA TEM 1852.13



Number: BC1192090

CERTIFICATE OF AMALGAMATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that ABEREX MINERALS ULC, incorporation number BC0529206, and DDC CANADA HOLDINGS ULC, incorporation number C1141713, and DOMINION DIAMOND EKATI ULC, incorporation number C1141708, and DOMINION DIAMOND MINES ULC, incorporation number BC1146239, and DOMINION DIAMOND NWT ULC, incorporation number C1141702 were amalgamated as one company under the name DOMINION DIAMOND MINES ULC on January 1, 2019 at 12:00 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

On January 1, 2019

CAROL PREST

Registrar of Companies
Province of British Columbia
Canada



ELECTRONIC CERTIFICATE



**Dominion
Diamond Mines**

Dominion Diamond Mines ULC

900-606 4 Street SW

(403) 910-1933

Calgary, Alberta T2P 1T1

(403) 910-1934 fax

www.ddmines.com

13 February 2019

Mr. Joseph Mackenzie
Chair
Wek'èezhii Land and Water Board
#1, 4905-48th Street
Yellowknife, NT X1A 3S3

**Re: Notification of Amalgamation and Request for Name Change Follow Up – NWT
Certificate of Registration**

Dear Mr. Mackenzie:

Further to our correspondence dated February 5, 2019¹ requesting a name change and mailing address update, please find attached a certificate of status of registration for the amalgamated **Dominion Diamond Mines ULC** in the Northwest Territories. Please do not hesitate to reach out to us should you have any questions or require any additional information.

Sincerely,

A handwritten signature in blue ink that reads "Lynn Boettger".

Lynn Boettger
Superintendent, Permitting

Enclosed:
Certificate of Registration of an Amalgamated Extra-Territorial Corporation (dated 2019-02-11)

cc. Marty Sanderson, Manager, Diamond Resource Management

¹ See WLWB online registry at [W2012L2-0001-Ekati-Dominions Letter to WLWB-Re Amalgamation and Request for Name Change-Feb 05_19.pdf](#)

No.: 612636

Government of Northwest Territories / Gouvernement des Territoires du Nord-Ouest

BUSINESS CORPORATIONS ACT
CERTIFICATE OF REGISTRATION OF AN
AMALGAMATED EXTRA-TERRITORIAL CORPORATION

LOI SUR LES SOCIÉTÉS ACTIONS
CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE FUSIONÉE

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

DOMINION DIAMOND MINES ULC

a body corporate incorporated
under the laws of

une personne morale constituée
en vertu des lois de

BRITISH COLUMBIA

resulted from the amalgamation of the
corporations as set out in the attached
Statement of Amalgamation.

est issué de la fusion des sociétés par
actions indiquées dans la déclaration de
fusion ci-jointe.

Date of Amalgamation
Date de la fusion

2019-01-01

Date of Registration
Date d'enregistrement

2019-02-11



REGISTRAR OF CORPORATIONS
REGISTRAIRE DES SOCIÉTÉS PAR ACTIONS

From: [Malinda Kellett](#)
To: [Lynn Boettger](#)
Cc: [Claudine Lee](#)
Subject: RE: Dominion - Name Change Request
Date: February-15-19 7:55:18 AM

No, there is no need to assign the water licence. Dominion Diamond Ekati ULC, the license holders, has amalgamated with Dominion Diamond Mines ULC (among other affiliates) effective January 1, 2019 as one company under the name of Dominion Diamond Mines ULC.

There is no transfer of interest. In accordance with corporate law, there is continuity of corporate existence with an amalgamation: the amalgamating entities continue to exist, but now as one company, under the name of Dominion Diamond Mines ULC. Accordingly, the "transaction" is more akin to a name change rather than an assignment or transfer.

I am happy to talk to their counsel, who should be aware of the effect of an amalgamation at law.

MK

Malinda A. Kellett, B.A., LL.B., M.B.A.

General Counsel | Dominion Diamond Mines ULC
900 – 606 4 Street SW, Calgary, Alberta, Canada T2P 1T1
Office: +1.403.910.1933 ext 2120 | Cell: 867-446-0933
malinda.kellett@ddcorp.ca | www.ddmines.ca



From: Lynn Boettger
Sent: February 14, 2019 3:26 PM
To: Malinda Kellett <Malinda.Kellett@ddcorp.ca>
Cc: Claudine Lee <Claudine.Lee@ddcorp.ca>
Subject: FW: Dominion - Name Change Request
Importance: High

See below.....is there a quick response to this we could pass along?

LB

From: Ryan Fequet <rfequet@wlb.ca>
Sent: Thursday, February 14, 2019 3:21 PM
To: Claudine Lee <Claudine.Lee@ddcorp.ca>
Cc: Lynn Boettger <Lynn.Boettger@ddcorp.ca>; John Donihee <jdonihee@willmsshier.com>; Anneli Jokela <ajokela@wlb.ca>
Subject: Dominion - Name Change Request
Importance: High

Hi Claudine,

Hoping you can assist on the topic of Dominion's request for a name change. I would normally send this to Lynn, but I understand she may be off sick and we have a deadline of tomorrow in order for the Board to consider this request. After discussing the amalgamation with our legal counsel we've determined it's necessary to confirm whether it is the same or a different legal entity that is going to be responsible for Ekati and operations under the Water Licence and various authorizations (e.g., the controlling interests/shares have moved hands).

We're hoping we could receive something in writing from Dominion's legal counsel confirming one way or another, and in the event of latter, an Application for Assignment would be the path we'd have to follow. Eagerly awaiting your reply

Masi,

Ryan Fequet, BSc., PMP

Executive Director

Wek' èezhii Land and Water Board

#1-4905 48th St. | Yellowknife, NT | X1A 3S3

ph 867.765.4589 | fax 867.765.4593

rfequet@wlwb.ca | www.wlwb.ca



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