

*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**

**AND 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.**

Applicants

**FOURTH REPORT TO THE COURT OF A. FARBER & PARTNERS INC. AS  
MONITOR**

April 24, 2009

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**Court File No. 08-CL-7355**

**TAHERA DIAMOND CORPORATION  
AND BENACHEE RESOURCES INC.**

**FOURTH REPORT TO THE COURT OF A. FARBER &  
PARTNERS INC. AS MONITOR**

**April 24, 2009**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF

TAHERA DIAMOND CORPORATION  
BENACHEE RESOURCES INC.

**NEW MONITOR'S FOURTH REPORT TO THE COURT SUBMITTED BY  
A. FARBER & PARTNERS INC.  
IN ITS CAPACITY AS MONITOR**

**INTRODUCTION**

1. On January 16, 2008, Tahera Diamond Corporation ("**Tahera**") and its wholly owned subsidiary, Benachee Resources Inc. ("**Benachee**") (collectively, referred to herein as the "**Applicants**" or the "**Company**"), made an application under the *Companies' Creditors Arrangement Act* (the "**CCAA**") and an initial order (the "Initial Order") was granted by the Honourable Mr. Justice Spence of the Ontario Superior Court of Justice (Commercial List) (the "Court") providing for, *inter alia*, a stay of proceedings against the Company until February 14, 2008 (the "**Stay Period**") and appointing PricewaterhouseCoopers Inc. ("**PWC**") as monitor. By Order dated December 12, 2008 (the "**December 12 Order**") the Court, *inter alia*, appointed A. Farber & Partners Inc. as Monitor ("**Farber**" or the "**Monitor**") in place of PWC. The proceedings commenced by the Company under the CCAA will be referred to herein as the "**CCAA Proceedings**".
2. The Stay Period has been extended on a number of occasions since the date of the Initial Order and presently expires May 29, 2009.

3. The former Monitor, PWC, filed its seventh report (the “**Seventh Report**”) with this Honourable Court on September 26, 2008, which, among other things, described the Company’s progress with respect to the development of a plan of arrangement pursuant to the CCAA.
4. The former Monitor, PWC, filed its eighth report (the “**Eighth Report**”) with this Honourable Court on November 26, 2008, which, among other things, informed the Court of the termination of the Plan Sponsorship Agreement by the Plan Sponsor (both as defined in the Monitor’s Seventh Report), the Company’s consequent inability to complete a plan of arrangement under the CCAA Proceedings (the “**Plan**”), and the Company’s diminishing cash reserves. These developments resulted in the Company and the Monitor engaging in discussions with Department of Indian and Northern Affairs Canada (“**INAC**”) regarding the possibility of INAC’s Intervention (as defined in the Eighth Report) at the Company’s Jericho mine site (the “**Jericho Mine**”). In the Eighth Report, PWC also advised the Court of the assignment by Laurelton Diamonds Inc. (together with Tiffany & Co.) (the “**Tiffany Debt and Security**”) of its debt and security in the Applicants to CAZ Petroleum Inc. (“**CAZ**”).
5. The December 12 Order among other matters provides: (i) that commencing December 13, 2008 at 12:01 a.m. the Crown, represented by INAC and its agent Deloitte & Touche Inc., are authorized, pursuant to an Intervention for the ongoing care and maintenance of the Jericho Mine site, to utilize any of the Applicants’ supplies, chattels, machinery or equipment including all fuel or supplies at no cost, pending further Order of the Court; (ii) for the appointment of Farber as Monitor in place of PWC; (iii) for the appointment of 2192640 Ontario Inc. (Mr. Andrew Gottwald) as Chief Restructuring Officer (“**CRO**”); (iv) the Applicant’s retention of Champco Capital Corp. (“**Champco**”) as advisor for the purpose of assisting the CRO and the Applicants in the performance of their duties and the consideration of any plan of arrangement, to the extent needed; and (v) for the extension of the Stay Period to January 23, 2009.

6. On January 23, 2009, the Court granted an Order (the “**January 23 Order**”) for the extension of the Stay Period to February 27, 2009 while the Company and its advisors continued to explore strategic alternatives not explored to date with respect to formulating a plan of arrangement, including dealing with proposals to utilize non-strategic assets of the Company.
7. On February 26, 2009, the Court granted an Order (“**February 26 Order**”) for, among other things, the extension of the Stay Period to March 6, 2009 to allow more time for the Company and its advisors to negotiate with potential bidders, who had provided letters of intent, for the purpose of reaching an acceptable letter of intent (“**LOI**”), as well as to arrange for additional financing for the CCAA Proceeding.
8. On March 6, 2009 the Court granted an Order (the “**March 6 Order**”) amongst other matters approving a Final Letter of Intent (“**Final LOI**”) with AG Growth Income Fund (the “**AG Fund**”) (originally ordered sealed but now able to be disclosed) as well as an interim DIP financing loan (“**AG DIP Loan**”), in an amount sufficient to allow time for due diligence to be completed under the Final LOI, a definitive agreement be entered into, and thereafter provide time to close a transaction. In addition, the March 6 Order extended the Stay Period to May 29, 2009.
9. Since around December 12, 2008, the Company, CRO, Champco and their advisors have been involved in what is described as the **Current Marketing Process** regarding efforts to seek offers to sell or otherwise realize value from the assets of the Company. This followed what is defined in prior motion materials as the **First Marketing Process** which ran from around February to November 2008, which did not culminate in any transaction
10. On April 19, 2009 the Applicants and their advisors confirmed that they had entered into a definitive agreement with AG Fund, hereinafter referred to as the

“**CBCA Arrangement Agreement**”. The transaction contemplated in the CBCA Arrangement Agreement will be referred to herein as the “**Transaction**”.

## **PURPOSE OF REPORT**

11. The purpose of this, the Fourth Report to the Court of A. Farber & Partners Inc. (the “**Fourth Report**”), is to inform the Court of the following:

- Efforts of the Applicants, their advisors and the AG Fund to negotiate and enter into a definitive agreement, the CBCA Arrangement Agreement, consistent with the terms and conditions set out in the Final LOI;
- The Monitor’s recommendation of the CBCA Arrangement Agreement and the Transaction from the perspective of the CCAA Applicants and their stakeholders;
- The Company’s receipts and disbursements for the period March 1 to April 11, 2009; and
- The Company’s cash flow forecast for the period from April 12 to May 30, 2009 and adequacy of funding to allow time for the Transaction to be progressed towards a closing.

## **TERMS OF REFERENCE**

12. In preparing this Fourth Report, the Monitor has relied upon unaudited, internally prepared financial information, the Applicant’s records and discussions with management of the Applicant. The Monitor has not performed an audit, review or other verification of such other information. An examination of the financial forecast as outlined in the Canadian Institute of Chartered Accountants Handbook has not been performed. Future oriented financial information relied upon in this report is based on the Company’s assumptions regarding future events and actual results achieved will vary from this information and the variations may be material. Unless otherwise stated, dollars referenced in these materials are in Canadian funds.



**DEFINITIVE AGREEMENT – CBCA ARRANGEMENT AGREEMENT**

13. As previously reported, the finite cash resources and liquidity of the Company, the life blood of any restructuring, were constraining factors in any effort to provide time to effect a transaction related to realization of non-strategic assets, to in turn secure additional financing to provide more time to fully explore the ultimate goal of restarting of the Jericho Mine. A restart of the Jericho Mine, by way of a refinancing and recapitalization or sale or combination thereof, would prospectively be for the benefit of all stakeholders, including the creditors as it may permit the Company to put forward a CCAA Plan.
  
14. The Company summarizes this approach in the form of two goals: (i) the first to close the transaction contemplated by the Final LOI, through realization of non strategic assets, and coincident with and as part of a transaction, securing sufficient and immediate financing to allow the Final LOI transaction to close; and (ii) second to secure additional financing to permit a restart of the Jericho Mine.
  
15. As more fully reported in the motion materials filed by the Applicants, and in particular the Affidavit of the Andrew Gottwald dated April 20, 2009 (the “**April 20 Gottwald Affidavit**”) as part of the first goal, an important milestone has recently been achieved in the form of a definitive agreement having been entered into, consistent with the terms and conditions set out in the Final LOI. Under the Final LOI, due diligence was to be completed by March 31, 2009. That deadline was extended by agreement of the parties to April 15, 2009 to allow AG Fund more time to complete due diligence and the parties to negotiate and finalize a definitive agreement. This culminated in the parties entering into the CBCA Arrangement Agreement on April 19, 2009. As a result of the extension of the due diligence deadline, the outside target date for closing the Transaction was extended from May 31 to June 30, 2009 and the AG DIP Loan commitment was increased from \$500,000 to \$700,000.

16. Although the structure of the Transaction contemplated by the CBCA Arrangement Agreement is somewhat complex in nature, the April 20 Gottwald Affidavit explains the Transaction in a coherent and satisfactory manner.
17. The Transaction includes a requirement for Court approval in this CCAA proceeding, in so far as the Transaction relates to the Applicants, and a CBCA plan of arrangement, in so far as the Transaction relates to the AG Fund and its subsidiaries.
18. A key term and condition negotiated by the Applicants and its advisors, is that where there normally would have been a prohibition around dealing with matters deemed out of the ordinary course in a transaction of this nature, the Applicants are in this instances able to continue dealing with parties interested in restarting the Jericho Mine, while the Transaction is finalized.
19. The CBCA Arrangement Agreement has a number of conditions precedent, in addition to Court approval in this CCAA proceeding, including the AG Fund's requirements to obtain an interim order establishing a vote of its security holders, to obtain the necessary approvals from such security holders at a meeting and to obtain a final order approving the CBCA Plan. The Monitor understands that AG Fund intends to commence the process of satisfying these conditions immediately and to that end, intends to bring an Application under the CBCA after the return of the motion in the CCAA proceedings.
20. The Applicants' legal and financial advisors are satisfied that the Transaction is effective to provide the benefits anticipated by all parties. The AG Fund is hopeful that the necessary approvals will be obtained on its side of the Transaction.
21. The Monitor and its legal counsel have reviewed the CBCA Arrangement Agreement and discussed its terms with the Applicants and CAZ and their advisors regarding the structure, terms and conditions of the Transaction and its

impact on Tahera and Benachee's creditors. Based upon its review and these discussions, the Monitor is satisfied that the Transaction substantially conforms with the Final LOI terms as approved in the March 6 Order and does not appear to be prejudicial to any of the creditors of the Company. Further, the Transaction and corresponding funding commitments provide much needed funding to the Applicants to progress towards closing the Transaction over the next few months, combined with providing funding to keep alive the prospect of restarting the Jericho Mine, the second goal profiled above.

### **DIP LOANS AND FUNDING**

22. A critical component of the Final LOI was the financing component. AG Fund agreed to provide immediate DIP Financing to Tahera on a priority basis. Specifically AG Fund agreed to cause a subsidiary to loan to Tahera:
  - \$100,000 upon signing the Final LOI;
  - \$100,000 when the due diligence condition was satisfied and a definitive agreement signed; and
  - \$100,000 every two weeks thereafter up to a maximum amount of \$500,000.
  
23. The financing component of the Final LOI was of critical importance to the Applicants and was a significant factor in the decision to enter into the Final LOI with the AG Fund as opposed to other interested parties.
  
24. As a result of the extension of the due diligence timeline referred to above and resulting delay, further costs are required to be funded prior to completion of the Transaction. To address this factor, the Company and its advisors successfully negotiated an increase of the AG Fund DIP Loan from \$500,000 to \$700,000. All other terms of the AG DIP Loan remain the same, as that approved in the March 6 Order.

25. Related to the AG DIP Loan under the Final LOI, was a further DIP Loan Commitment from CAZ (the “CAZ DIP Loan”), which contemplates additional financing of up to \$5 million on a priority basis, which was also approved in the March 6 Order. Funding by CAZ under the CAZ DIP Loan commences upon closing of the Transaction with AG Fund, with CAZ acquiring the AG DIP Loan (projected to be \$700,000 at closing), and directing cash proceeds received from the AG transactions to settle this loan. CAZ has advised that it intends thereafter to make further advances to Tahera to advance the process of restarting the Jericho Mine.

**RECEIPTS & DISBURSEMENTS FOR THE PERIOD FROM MARCH 1 TO APRIL 11, 2009**

26. The Company’s actual cash flows for the period from March 1 to April 11, 2009 (the “Period”) compared to the February 28, 2009 Forecast (the “February 28 Forecast”) (per Appendix B to the New Monitor’s Third Report to the Court) are summarized as follows (all amounts in Canadian Dollars unless otherwise noted):

<b>Cumulative for the Period from March 1, 2009 to April 11, 2009</b>			
	<b>Actual</b>	<b>Forecast</b>	<b>Variance</b>
<b>Receipts</b>			
Other	100,000	200,000	(100,000)
<b>Total Receipts</b>	<b>100,000</b>	<b>200,000</b>	<b>(100,000)</b>
<b>Disbursements</b>			
Overhead	10,883	340,237	329,354
<b>Total Jericho Operation</b>	<b>10,883</b>	<b>340,237</b>	<b>329,354</b>
Corporate Costs and Other	78,726	51,978	(26,748)
KERP Payments	25,000	25,000	-
Legal and Professional Fees	124,849	248,712	123,863
<b>Total Disbursements</b>	<b>239,457</b>	<b>665,927</b>	<b>426,469</b>
Net Cash Flow	(139,457)	(465,927)	326,469
Cash Segregated for Lien Holders	2,019,845	2,019,845	-
Opening Cash	505,179	505,179	-
<b>Ending Cash</b>	<b>2,385,566</b>	<b>2,059,097</b>	<b>326,469</b>
Add: Cash on Deposit in Monitor's Trust Account	-	-	-
Add: Cash Held for Benefit of Lien Holders (Including Interest)	(2,019,845)	(2,019,845)	-
<b>Adjusted Ending Cash</b>	<b>365,722</b>	<b>39,253</b>	<b>326,469</b>

Effective April 11, 2009 the cash held by the Company totaled \$365,722 compared to forecast of \$39,253. This variance is primarily attributable to timing of payment of post filing obligations and the extension to the Final LOI due diligence deadline, which delayed receipt of the next \$100,000 tranche under the AIG DIP Loan. With a definitive agreement now finalized, \$100,000 was deposited on April 20, 2009 and post filing accruals are now being paid by the Company.

The delay in completing the due diligence will result in extra costs prior to completion of the Transaction. As a consequence, the AIG DIP Loan has been increased from \$500,000 to \$700,000. Of that amount, \$200,000 was advanced as of April 20, 2009.

#### **FORECAST CASH FLOW – APRIL 12 TO MAY 30, 2009**

27. The Company has prepared a revised cash flow forecast for the period April 12 to May 30, 2009 (the “**April 12 Forecast**”) which is attached hereto as Appendix A. The April 12 Forecast shows an opening cash position of \$365,722 with a projected balance of \$4,462 at May 30, 2009. During this time two further \$100,000 tranches of the AG DIP Loan are forecast to provide total advances under the AG DIP facility of \$400,000. Depending on the timing of closing the Transaction, remaining advances totaling \$300,000 would be provided through June 2009 to finance the Company and assist with the closing of the Transaction. This will see the AG DIP Facility fully drawn in the amount of \$700,000 by the end of June 2009.

#### **DEBT AND SECURITY**

28. The Transaction contemplates, in effect, a partial reduction of CAZ’s secured debt in the amount of \$13 million (in cash and securities).
29. As reported in the Third Report of Farber, as Monitor, PWC previously obtained legal opinions with respect to validity and enforceability of the Tiffany Debt and

Security, now held by CAZ. With respect to the Province of Ontario, Bennett Jones LLP opined that the security is valid, binding and enforceable against the Company, subject to the customary assumptions and qualifications. With respect to the Territory of Nunavut, Dubuc Osland LLP provided a legal opinion to PWC dated April 14, 2008, that the Tiffany Debt and Security is valid and enforceable in that territory subject to customary assumptions and qualifications. The Monitor has obtained the consent of Bennett Jones and of Dubuc Osland to rely on the opinions previously provided to PWC. The Monitor has also received confirmation from Tiffany's counsel that its entire debt and security has been assigned to CAZ. The Monitor is advised that the Company is indebted to CAZ in an amount exceeding \$50 million.

30. Attached hereto and marked as Appendix B are the results PPSA searches conducted in respect of the Applicants on April 24, 2009.

#### **CONCLUSION AND RECOMMENDATIONS**

31. Based on its review of the CBCA Arrangement Agreement with the Company and CAZ and its advisors, the Monitor is of the view that the CBCA Arrangement substantially conforms to the Final LOI approved on March 6, 2009, does not appear to prejudice the creditors of the Applicants, and provides time and funding to allow for the Transaction to close. The Transaction also enhances the prospect of restarting the Jericho Mine, through provision of DIP loans, as well as not prohibiting the Applicant and advisors from continuing to deal with parties interested in restarting the mine.
32. Having regard to the above, the Monitor recommends this Honourable Court approve the CBCA Arrangement Agreement and the Transaction contemplated therein.

The Monitor respectfully submits to the Court this, its Fourth Report.

Dated this 24th day of April, 2009.

**A. Farber & Partners Inc.**  
**in its capacity as Monitor of**  
**Tahera Diamond Corporation**  
**and Benachee Resources Inc.**

A. Farber & Partners Inc.

# Appendix A



**TAHERA CASH FLOW PROJECTION - APRIL 12 TO MAY 30, 2009**

Account Description	12-Apr-09		19-Apr-09		26-Apr-09		3-May-09		10-May-09		17-May-09		24-May-09	
	18-Apr-09	25-Apr-09	2-May-09	9-May-09	16-May-09	23-May-09	30-May-09	6-Jun-09	13-Jun-09	20-Jun-09	27-Jun-09	4-Jul-09	11-Jul-09	18-Jul-09
Current Budget - Week	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Week from Filing	66	67	68	69	70	71	72	73	74	75	76	77	78	79
Days per week	7	7	7	7	7	7	7	7	7	7	7	7	7	7
<b>Total</b>	<b>12-Apr-09</b>	<b>19-Apr-09</b>	<b>26-Apr-09</b>	<b>3-May-09</b>	<b>10-May-09</b>	<b>17-May-09</b>	<b>24-May-09</b>	<b>31-May-09</b>	<b>7-Jun-09</b>	<b>14-Jun-09</b>	<b>21-Jun-09</b>	<b>28-Jun-09</b>	<b>5-Jul-09</b>	<b>12-Jul-09</b>
<b>CASH INFLOWS</b>														
Other Cash Flow	334,125	334,125	-	100,000	-	100,000	-	100,000	-	100,000	-	100,000	-	-
<b>TOTAL CASH OUTFLOW</b>	<b>695,385</b>	<b>131,393</b>	<b>136,750</b>	<b>50,963</b>	<b>27,863</b>	<b>12,638</b>	<b>27,863</b>	<b>12,638</b>	<b>27,863</b>	<b>12,638</b>	<b>27,863</b>	<b>12,638</b>	<b>27,863</b>	<b>12,638</b>
<b>TOTAL JERICHO OPERATION</b>	<b>329,354</b>	<b>329,354</b>	<b>85,000</b>	<b>85,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Regulatory	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Overhead	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>CORPORATE COSTS</b>	<b>139,908</b>	<b>53,658</b>	<b>3,500</b>	<b>3,500</b>	<b>30,250</b>	<b>1,250</b>	<b>15,750</b>	<b>1,250</b>	<b>15,750</b>	<b>1,250</b>	<b>15,750</b>	<b>1,250</b>	<b>15,750</b>	<b>1,250</b>
Labour	50,000	12,500	-	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-
Salaries	50,000	12,500	-	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-
Office & General	46,300	32,550	3,500	3,500	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250
IT	4,000	250	2,500	2,500	250	250	250	250	250	250	250	250	250	250
Rent / Storage	11,500	7,500	-	-	-	-	-	-	-	-	-	-	-	-
Other	30,800	24,800	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Regulatory	10,108	6,608	-	-	1,750	-	1,750	-	1,750	-	1,750	-	1,750	-
Other Expenses	33,500	2,000	-	-	14,750	-	2,000	-	2,000	-	2,000	-	2,000	-
Vancouver Rent	15,500	-	-	-	7,750	-	-	-	-	-	-	-	-	-
Jericho Project Review	10,000	-	-	-	5,000	-	-	-	-	-	-	-	-	-
Other	8,000	2,000	-	-	2,000	-	-	-	-	-	-	-	-	-
<b>INTEREST (INCOME) / EXPENSE</b>	<b>(21,847)</b>	<b>(11,047)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>	<b>(1,800)</b>
<b>PROFESSIONAL FEES</b>	<b>229,500</b>	<b>82,000</b>	<b>47,500</b>	<b>47,500</b>	<b>20,000</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>
Monitor Costs	42,500	5,000	7,500	7,500	10,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Legal Costs	142,000	62,000	35,000	35,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
Advisors	45,000	15,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
<b>KERP PAYMENTS</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GST</b>	<b>18,470</b>	<b>6,783</b>	<b>2,550</b>	<b>2,513</b>	<b>1,413</b>	<b>688</b>	<b>1,413</b>	<b>688</b>	<b>1,413</b>	<b>688</b>	<b>1,413</b>	<b>688</b>	<b>1,413</b>	<b>688</b>
<b>NET CASH FLOW</b>	<b>(361,260)</b>	<b>(131,393)</b>	<b>(2,625)</b>	<b>(50,963)</b>	<b>(27,863)</b>	<b>(12,638)</b>	<b>(27,863)</b>	<b>(12,638)</b>	<b>(27,863)</b>	<b>(12,638)</b>	<b>(27,863)</b>	<b>(12,638)</b>	<b>(27,863)</b>	<b>(12,638)</b>
<b>OPENING CASH</b>	<b>365,722</b>	<b>365,722</b>	<b>234,329</b>	<b>231,704</b>	<b>180,741</b>	<b>180,741</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>	<b>268,104</b>
<b>ENDING CASH</b>	<b>4,462</b>	<b>234,329</b>	<b>231,704</b>	<b>180,741</b>	<b>268,104</b>	<b>268,104</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>	<b>240,241</b>
<b>CUMULATIVE CASH FLOW</b>	<b>(361,260)</b>	<b>(131,393)</b>	<b>(134,018)</b>	<b>(184,981)</b>	<b>(97,618)</b>	<b>(38,118)</b>	<b>(125,481)</b>	<b>(38,118)</b>	<b>(125,481)</b>	<b>(38,118)</b>	<b>(125,481)</b>	<b>(38,118)</b>	<b>(125,481)</b>	<b>(38,118)</b>

# Appendix B

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423121338.21

REPORT : PSSR060  
PAGE : 1  
( 5927)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE  
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

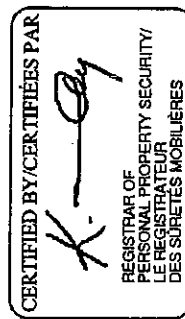
SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.

FILE CURRENCY : 22APR 2009

ENQUIRY NUMBER 20090423121338.21 CONTAINS 11 PAGE(S), 3 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

PASKEN MARTINEAU DUMOULIN LLP  
SHELDON/SBROTMAN  
66 WELLINGTON ST. W.  
TORONTO ON M5K 1N6



(cfrp 11/2008)



CONTINUED . . . 2

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RJV NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
FILE REFERENCE : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 65189656

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FILING NO. OF PAGES SCHEDULE NUMBER UNDER PARLOR  
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03 NAME BUSINESS NAME TAHERA DIAMOND CORPORATION ONTARIO CORPORATION NO.  
ADDRESS PO BOX 1020, TDC POSTAL STATION 77 KING TORONTO ON M5K 1P2

04 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
05 NAME BUSINESS NAME BENACHEE RESOURCES INC. ONTARIO CORPORATION NO.  
ADDRESS PO BOX 1020, TDC POSTAL STATION 77 KING TORONTO ON M5K 1P2

06 SECURED PARTY / LIEEN CLAIMANT ADDRESS AG GROWTH INCOME FUND

07 COLLATERAL CLASSIFICATION CONSUMER ADDRESS 1301 KENASTON BLVD. WINNIPEG MB R3P 2P2

10 MOTOR YEAR MAKE MODEL V.I.N.  
11 VEHICLE

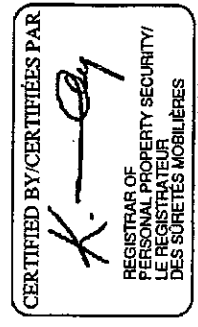
12 GENERAL COLLATERAL DESCRIPTION

13 REGISTERING AGENT ADDRESS BURNET, DUCKWORTH & PALMER LLP CALGARY AB T2P 3N9

14 ADDRESS 1400 350 - 7 AVENUE SW

15 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

16 CONTINUED . . . 3



(e)11r 11/2008



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : FSSR060  
 PAGE : 3  
 ( 5929)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM NO. FINANCING STATEMENT / CLAIM FOR FIEN

00 FILE NUMBER  
 651898656

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02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 NAME BUSINESS NAME

04 DEBTOR STREET WEST ONTARIO CORPORATION NO.  
 NAME ADDRESS

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 NAME BUSINESS NAME

07 DEBTOR STREET WEST ONTARIO CORPORATION NO.  
 NAME ADDRESS

08 SECURED PARTY AG GROWTH INCOME FUND, TRUST WINNIPEG MB R3P 2P2  
 FIEN CLAIMANT

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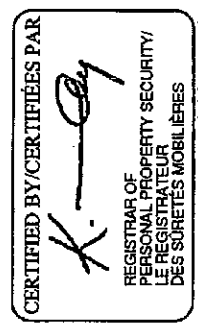
11 MOTOR YEAR MAKE MODEL V.I.N.  
 VEHICLE

13 GENERAL COLLATERAL DESCRIPTION

16 REGISTERING AGENT ADDRESS

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

CONTINUED...



(c)11r 11/2008



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 4  
 ( 5930)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM 1.C. FINANCING STATEMENT / CLAIM FOR LIEN

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 03 NAME BUSINESS NAME BENACHEE RESOURCES INC.  
 04 ADDRESS 121 RICHMOND ST W STE 803 TORONTO ONTARIO CORPORATION NO. M5H 2K1

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 07 ADDRESS TORONTO ONTARIO CORPORATION NO.

08 SECURED PARTY THE TORONTO-DOMINION BANK - KING & BAY 10202 CAS 3472  
 09 LIEN CLAIMANT 55 KING ST W & BAY STREET TORONTO ON M5K 1A2

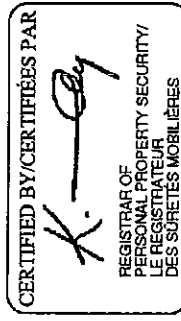
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 CONSUMER INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OF MATURITY DATE  
 X X X X X

11 MOTOR YEAR MAKE MODEL V.I.N.

12 VEHICLE

13 GENERAL CANADIAN SECURITIES REGISTRATION SYSTEMS  
 14 COLLATERAL SUITE 200 - 4126 NORLAND AVENUE BURNABY BC V5G 3S8  
 15 DESCRIPTION

16 REGISTERING AGENT FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*  
 17



(01/11/2008)



CONTINUED... 5



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 6  
 ( 5932)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM 10 FINANCING STATEMENT CLAIM FOR LEASE

00 FILE NUMBER  
 615141936

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGE SCHEDULE NUMBER UNDER PERIOD  
 002 4 20050516 1225 1590 8480

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME SURNAME ONTARIO CORPORATION NO.  
 03 NAME BUSINESS NAME ADDRESS INITIAL SURNAME

04 DEBTOR DATE OF BIRTH FIRST GIVEN NAME SURNAME ONTARIO CORPORATION NO.  
 05 NAME BUSINESS NAME ADDRESS INITIAL SURNAME

06 DEBTOR DATE OF BIRTH FIRST GIVEN NAME SURNAME ONTARIO CORPORATION NO.  
 07 NAME BUSINESS NAME ADDRESS INITIAL SURNAME

08 SECURED PARTY / LEND CLAIMANT ADDRESS  
 09 COLLATERAL CLASSIFICATION CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MOTOR VEHICLE AMOUNT DATE OF MAJORITY OR BIRTHDAY DATE

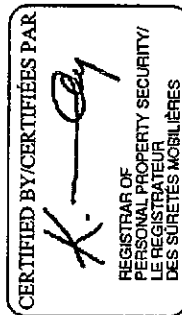
11 MOTOR YEAR MAKE MODEL V.I.N.  
 12 VEHICLE

13 GENERAL INC., AND BENACHEE RESOURCES INC., AS AMENDED, MODIFIED, RESTATED OR  
 14 COLLATERAL REPLACED FROM TIME TO TIME (THE "CREDIT AGREEMENT"), INCLUDING ALL  
 15 DESCRIPTION PERSONAL PROPERTY LOCATED ON OR RELATING TO THE REAL PROPERTY LOCATED

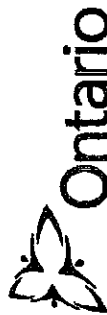
16 REGISTERING ADDRESS  
 17 AGENT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED ...



(Ont. 11/2008)





PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 7  
 ( 5933)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM 10: FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 615141936

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 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 003 4 20050516 1225 1590 8480

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 03 NAME BUSINESS NAME ADDRESS

04 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 05 NAME BUSINESS NAME ADDRESS

06 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 07 NAME BUSINESS NAME ADDRESS

08 SECURED PARTY / LIEN CLAIMANT ADDRESS  
 09 COLLATERAL CLASSIFICATION MOTOR VEHICLE AMOUNT DATE OF MATURITY OF  
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10 YEAR MAKE MODEL V.I.N.

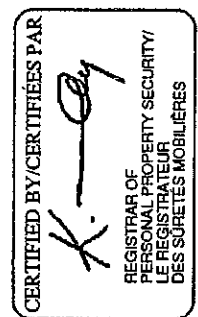
11 MOTOR YEAR MAKE MODEL V.I.N.  
 12 VEHICLE

13 GENERAL AT THE NORTH END OF CONTWYTO LAKE IN WEST KIRKMEOT, NUNAVUT  
 14 COLLATERAL TERRITORY KNOWN AS THE "JERICHO PROJECT", AS MORE PARTICULARLY  
 15 DESCRIPTION DESCRIBED IN SCHEDULE 7.9 OF THE CREDIT AGREEMENT, AND ALL

16 REGISTERING ADDRESS  
 17 AGENT

FOR FURTHER INFORMATION, CONTACT THE SECURE PARTY.

CONTINUED...



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 8  
 ( 5934)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAM FOR UEN

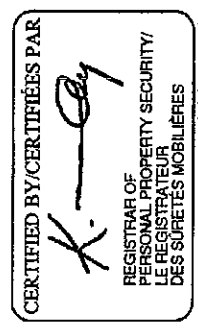
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04	ADDRESS	ONTARIO CORPORATION NO.
05	DATE OF BIRTH	
06	NAME	FIRST GIVEN NAME SURNAME
07	ADDRESS	ONTARIO CORPORATION NO.
08	SECURED PARTY / LIEN CLAIMANT	
09	ADDRESS	
10	COLLATERAL CLASSIFICATION	
	CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER	DATE OF MATURITY DATE
11	YEAR MAKE	
12	MODEL	
13	GENERAL COLLATERAL DESCRIPTION	
16	REGISTERING AGENT	
17	ADDRESS	

REGISTERED UNDER PERIOD  
 20050516 1225 1590 8480

SUBSTITUTIONS THEREFOR AND ALL PROCEEDS FROM ALL OF THE FOREGOING.

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED . . .



(611r 11/2008)



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

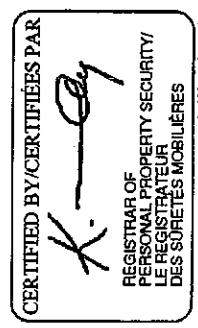
RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423121338.21

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
FILE CURRENCY : 22APR 2009

FORM 26 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
21 FILING NO. OF PAGES SCHEDULES 2 20081208 1158 1590 9476 UNDER  
FILE NUMBER 615141936 RENEWAL CONTRACT PERIOD  
PAGE AMENDED NO. SPECIFIC PAGE AMENDED CHANGE REQUIRED REASONS FOR ASSIGNMENT  
22 001 2 20081208 1158 1590 9476 D ASSIGNMENT INITIAL SURNAME  
FIRST GIVEN NAME BENACHEE RESOURCES INC.  
23 BUSINESS NAME  
24 DEBTOR/ TRANSFEROR  
25 OTHER CHANGE  
26 REASON/ DESCRIPTION  
27 DATE OF BIRTH  
28 FIRST GIVEN NAME INITIAL SURNAME  
02/ DEBTOR/ TRANSFEROR BUSINESS NAME ADDRESS  
03/ BUSINESS NAME ADDRESS  
04/07 ONTARIO CORPORATION NO.  
29 ASSIGNOR LAURELTON DIAMONDS INC.  
08 SECURED PARTY/LEIN CLAIMANT/BENEFITARY C/AZ PETROLEUM INC.  
09 ADDRESS C/O THORNTONROUTFINNIGAN LLP, STE 3200, TORONTO ON M5K 1K7  
10 COLLATERAL CLASSIFICATION MOTOR VEHICLE NO. FIXED NO. FIXED  
CONSIDER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MAINTEN. OR MAINTEN. DATE  
YEAR MAKE MODEL N.I.A.  
11 MOTOR VEHICLE  
12 GENERAL  
13 COLLATERAL  
14 DESCRIPTION  
15 REGISTERING AGENT OR  
16 SECURED PARTY/ ADDRESS TORONTO ON M5K 1K7  
17 LEIN CLAIMANT  
THORNTONROUTFINNIGAN LLP (RPM)  
3200 100 WELLINGTON STREET WEST

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.



(02/11/2008)



RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423121338.21

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 10  
 ( 5936 )

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
 FILE CURRENCY : 22APR 2009

FORM 46 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 002 2 20081208 1158 1590 9476

RECORDED FILE NUMBER 615141936  
 PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL CONTRACT  
 REFERENCED 2

APPLICANT FIRST GIVEN NAME INITIAL SURNAME  
 DEBTOR / BUSINESS NAME  
 TRANSFEROR

OTHER CHANGE  
 REASON / DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 DESCRIPTION

DEBTOR / BUSINESS NAME SURNAME  
 TRANSFEROR BUSINESS NAME  
 ADDRESS

ASSESSOR ADDRESS 100 WELLINGTON ST. W.  
 SECURED PARTY/ALIEN CLAIMANT/ASSIGNEE

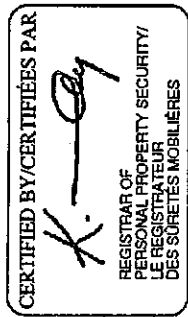
COLLATERAL CLASSIFICATION ADDRESS  
 CONSIDER MOTOR VEHICLE DATE OF AC FIXED  
 COLLATERAL INVENTORY/ EQUIPMENT/ ACCOUNTS/ OTHER INCLUDED AMOUNT MAINTEN OR MATURITY DATE

YEAR MAKE MODEL  
 MOTOR VEHICLE

GENERAL COLLATERAL  
 DESCRIPTION

REGISTERING AGENT OR ADDRESS  
 SECURED PARTY / ADDRESS  
 LIEN CLAIMANT

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*  
 ONTARIO CORPORATION NO.



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423121338.21

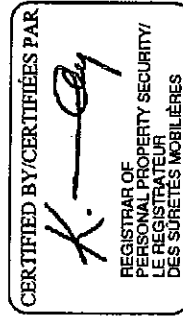
REPORT : P5SR060  
PAGE : 11  
( 5937)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BENACHEE RESOURCES INC.  
FILE CURRENCY : 22APR 2009

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
651898656	20090306 1347 1590 2970		
622568655	20060207 1450 1530 3766		
615141936	20050516 1225 1590 8480	20081208 1158 1590 9476	

4 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



(cert 11/2008)



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

UN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

REPORT : PSSR060  
PAGE : 1  
( 5895)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE  
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

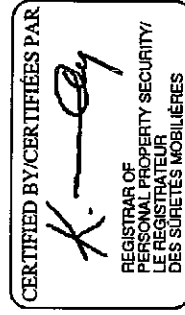
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION

FILE CURRENCY : 22APR 2009

ENQUIRY NUMBER 20090423120930.15 CONTAINS 32 PAGE(S), 10 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

FASKEN MARTINEAU DUMOULIN LLP  
SHELDON/SBROTMAN  
66 WELLINGTON ST. W.  
TORONTO ON M5K 1N6



(enq 11/2008)



CONTINUED...

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 651898656

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER NUMBER PERIOD PERIOD  
 001 2 20090306 1347 1590 2970 P PPSA 2

02 DATE OF BIRTH INITIAL SURNAME  
 03 BUSINESS NAME TAHERA DIAMOND CORPORATION ONTARIO CORPORATION NO.  
 ADDRESS PO BOX 1020, TDC POSTAL STATION 77 KING TORONTO ON M5K 1P2

05 DATE OF BIRTH INITIAL SURNAME  
 06 BUSINESS NAME BENACHEE RESOURCES INC. ONTARIO CORPORATION NO.  
 ADDRESS PO BOX 1020, TDC POSTAL STATION 77 KING TORONTO ON M5K 1P2

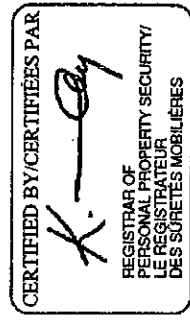
08 SECURED PARTY / AG GROWTH INCOME FUND  
 LIEN CLAIMANT ADDRESS 1301 KENASTON BLVD. WINNIPEG MB R3P 2P2

10 COLLATERAL CLAUSES / CAUTION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF ACQUIRED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MAJORITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.E.N.  
 12 VEHICLE

13 GENERAL BURNET, DUCKWORTH & PALMER LLP  
 14 COLLATERAL 1400 350 - 7 AVENUE SW CALGARY AB T2P 3N9  
 15 DESCRIPTION

16 REGISTERING BURNET, DUCKWORTH & PALMER LLP  
 17 AGENT ADDRESS 1400 350 - 7 AVENUE SW CALGARY AB T2P 3N9



\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED... 3

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 3  
 ( 5897 )

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR UEN

00 FILE NUMBER  
 651898656

01 CHARGE PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATOR  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 002 2 20090306 1347 1590 2970

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 03 NAME BUSINESS NAME STREET WEST  
 04 ADDRESS FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 06 NAME BUSINESS NAME STREET WEST  
 07 ADDRESS STREET WEST ONTARIO CORPORATION NO.

08 SECURED PARTY AG GROWTH INCOME FUND, TRUST WINNIPEG MB R3P 2P2  
 UEN CLAIMANT ADDRESS 1301 KENASTON BLVD.

10 COLLATERAL CLASSIFICATION MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHERS INCLUDED MATRIPLY OS MANUALLY PAID

11 MOTOR YEAR MAKE MODEL U.I.N.

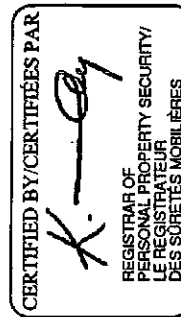
12 VEHICLE

13 GENERAL COLLATERAL DESCRIPTION

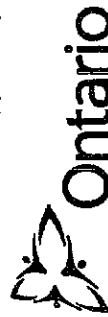
14 REGISTERING AGENT ADDRESS

15 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED . . .



(e)11r 11/2008





TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM I.C. FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER : 628472151

CAPTION : TAHERA DIAMOND CORPORATION  
 FILING : 01  
 TOTAL PAGE NO. OF PAGES : 001  
 MOTOR VEHICLE REGISTRATION NUMBER : 20060830 1948 1531 6853  
 REGISTERED UNDER PERIOD : P PPSA 5

DEBTOR NAME : TAHERA DIAMOND CORPORATION  
 DATE OF BIRTH :  
 FIRST GIVEN NAME :  
 INITIAL :  
 SURNAMES :  
 ADDRESS : 121 RICHMOND ST. W SUITE 803  
 CITY : TORONTO  
 ONTARIO CORPORATION NO. :  
 ON : M5H 2K1

DEBTOR NAME :  
 DATE OF BIRTH :  
 FIRST GIVEN NAME :  
 INITIAL :  
 SURNAMES :  
 ADDRESS :  
 ONTARIO CORPORATION NO. :  
 ON : M5J 1J1

SECURED PARTY : ROYAL BANK OF CANADA  
 LIEN CLAIMANT : 180 WELLINGTON ST W BSC 3RD FL  
 ADDRESS : TORONTO  
 ON : M5J 1J1

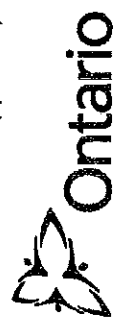
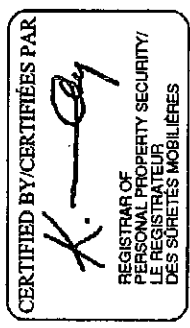
COLLATERAL CLASSIFICATION :  
 CONSIDERED :  
 GOODS : INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED :  
 MOTOR VEHICLE AMOUNT :  
 DATE OF MATURITY OF :  
 NO FIXED :  
 MATURITY DATE :

MAKE :  
 MODEL :  
 YEAR :  
 V.I.N. :

GENERAL COLLATERAL DESCRIPTION :  
 REGISTERING AGENT :

CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4126 NORLAND AVENUE  
 BURNABY BC V5G 3S8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*  
 CONTINUED... 5



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 5  
 ( 5899)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH COMPLETED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 10 FINANCING STATEMENT CLAIM FOR LIEN

00 FILE NUMBER 621943536

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDRS PERIOD  
 01 001 20060111 1943 1531 5143 P PPSA 5

02 DEBTOR FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 03 NAME BUSINESS NAME TAHERA DIAMOND CORPORATION ON M5H 2K1  
 04 ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO

05 DEBTOR DATE OF BIRTH INITIAL SURNAME ONTARIO CORPORATION NO.  
 06 NAME BUSINESS NAME TAHERA DIAMOND CORPORATION ON M5H 2K1  
 07 ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO

08 SECURED PARTY CONTRACT FUNDING GROUP INC.  
 09 LIEN CLAIMANT ADDRESS 3 CHURCH STREET SUITE 305 TORONTO ON M5E 1M2

10 COLLATERAL CLASSIFICATION X  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO PICKS  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR SATURDAY DATE

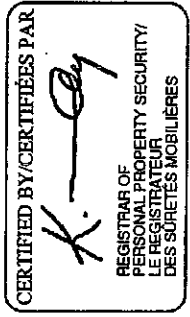
11 MOTOR YEAR MAKE MODEL V.I.N.  
 12 VEHICLE

13 GENERAL ALL EQUIPMENT UNDER THE LEASE, INCLUDING ALL GOODS, SERVICES,  
 14 COLLATERAL ACCESSORIES, ATTACHMENTS, REPLACEMENTS, SUBSTITUTIONS AND PROCEEDS  
 15 DESCRIPTION DERIVED THEREFROM.

16 REGISTERING CANADIAN SECURITIES REGISTRATION SYSTEMS  
 17 AGENT ADDRESS 4126 NORLAND AVENUE BURNABY BC V5G 3S8

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

CONTINUED... 6





PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 7  
 ( 5901)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM LC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER : 615141918

01 CATION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FIELDS NO. OF PAGES ECHEDULE NUMBER UNDER PERIOD  
 002 4 20050516 1222 1590 8479

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.

03 NAME BUSINESS NAME ADDRESS

04 DATE OF BIRTH BUSINESS NAME ADDRESS

05 DEBTOR DATE OF BIRTH BUSINESS NAME ADDRESS

06 NAME BUSINESS NAME ADDRESS

07 SECURED PARTY / ALIEN CLAIMANT ADDRESS

08 COLLATERAL CLASSIFICATION

09 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF MOTOR VEHICLE AMOUNT NO. FILED MATURETY OF MATURITY DMBE

10 YEAR MAKE MODEL V.I.N.

11 GENERAL COLLATERAL DESCRIPTION INC., AND BENACHEE RESOURCES INC., AS AMENDED, MODIFIED, RESTATED OR REPLACED FROM TIME TO TIME (THE "CREDIT AGREEMENT"), INCLUDING ALL PERSONAL PROPERTY LOCATED ON OR RELATING TO THE REAL PROPERTY LOCATED

12 REGISTERING AGENT ADDRESS

13 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

14

15

16

17

CERTIFIED BY/CERTIFIÉES PAR  
 K. [Signature]  
 REGISTRAR OF  
 PERSONAL PROPERTY SECURITY/  
 LE REGISTRATEUR  
 DES SÛRÉTÉS MOBILIÈRES

(6/1/11/2008)



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 8  
 ( 5902 )

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHARA DIAMOND CORPORATION  
 FILE FREQUENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 615141918

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 PENDING NO. OF PAGES SCHEDULE NUMBER NUMBER PERIOD  
 003 4 20050516 1222 1590 8479

02 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 03 DEBTOR NAME BUSINESS NAME ADDRESS

04 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 05 DEBTOR NAME BUSINESS NAME ADDRESS

06 DEBTOR NAME BUSINESS NAME ADDRESS ONTARIO CORPORATION NO.  
 07 SECURED PARTY / CLAIM CLAIMANT ADDRESS

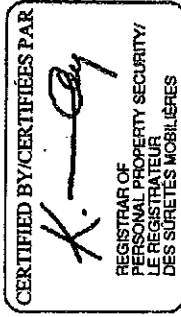
08 COLLATERAL CLASSIFICATION MOTOR VEHICLE AMOUNT DATE OF NO FINED  
 09 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 AT THE NORTH END OF CONTWOYTO LAKE IN WEST KITIKMEOT, NUNAVUT  
 12 TERRITORY KNOWN AS THE "JERICHO PROJECT", AS MORE PARTICULARLY  
 13 DESCRIBED IN SCHEDULE 7.9 OF THE CREDIT AGREEMENT, AND ALL

14 REGISTERING AGENT ADDRESS  
 15 REGISTERING AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SPONSOR PARTY \*\*\*



TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAMERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 10 FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 615141918

01 CAUTION PAGE TOTAL REGISTERED REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES ECHEDULE NUMBER UNDER ESKROW  
 004 4 20050516 1222 1590 8479

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 03 NAME BUSINESS NAME ADDRESS

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ONTARIO CORPORATION NO.  
 06 NAME BUSINESS NAME ADDRESS

08 SECURED PARTY LIEN CLAIMANT ADDRESS

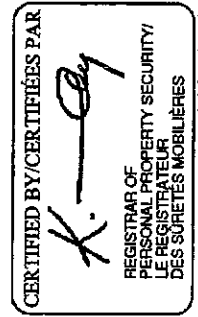
10 GENERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FILED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OF MAURITIUS DATE

11 MOTOR YEAR MAKE MODEL V.I.N.  
 12 VEHICLE

13 GENERAL COLLATERAL DESCRIPTION SUBSTITUTIONS THEREFOR AND ALL PROCEEDS FROM ALL OF THE FOREGOING.

16 REGISTERING AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



(611r 11/2008)



RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15  
 PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 10  
 ( 5904 )

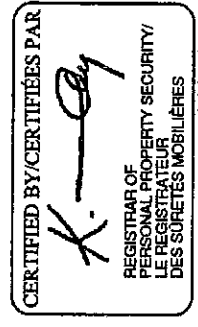
TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 25 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION	PAGE	TOTAL	NO. OF	VEHICLE	REGISTRATION	REGISTERED
FILING	NO.	PAGES	SCHEDULE	NUMBER	NUMBER	INDEX
01	001	2	20081208	1200	1590	9477
21	FILE NUMBER	615141918				
22	PAGE AMENDED	NO. SPECIFIC	CHANGE REQUIRED			
			D ASSIGNMENT			
23	REFERENCE	NO. SPECIFIC	CHANGE REQUIRED			
24	DEBTOR /	BEANSEBOR	TAHERA DIAMOND CORPORATION			
25	OTHER CHANGE					
26	REASON /	DESCRIPTION				
27	DEBTOR /	TRANSFERS				
28	DATE OF BIRTH					
02 /	FIRST GIVEN NAME					
05	DATE OF BIRTH					
03 /	BUSINESS NAME					
06	ADDRESS					
04 / 07	ADDRESS					
29	ASSIGNOR		LAURELTON DIAMONDS INC.			
08	SECURED PARTY / LIEN CLAIMANT / ASSIGNEE		CAZ PETROLEUM INC.			
09	ADDRESS		C/O THORNTONGROUFFINNICAN LLP, STE 3200, TORONTO			
10	COLLATERAL CLASSIFICATION					
	CONSUMER					
	BOARDS					
	INVENTORY					
	EQUIPMENT					
	ACCOUNTS					
	OTHER					
	INCLUDED					
	AMOUNT					
	MATURITY					
	OR					
	MATURITY					
	DATE					
11	YEAR					
12	MARK					
13	MODEL					
14	VEHICLE					
15	GENERAL					
16	COLLATERAL					
17	DESCRIPTION					
	REGISTRAR					
	AGENCY					
	OR					
	ADDRESS					
	THORNTONGROUFFINNICAN LLP (RFM)					
	3200 100 WELLINGTON STREET WEST					
	TORONTO					
	ON					
	MSK					
	1K7					

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED ... 11



(e/2r-11/2008)



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 11  
 ( 5905)

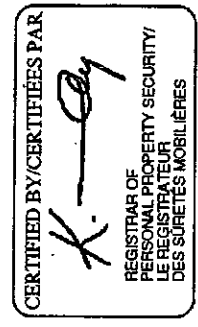
RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TITLE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 36 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01	CAUTION	PAGE	TOTAL	MOTOR VEHICLE	REGISTRATION	REGISTERED	
21	FILING	NO. OF	PAGES	SCHEDULE	NUMBER	UNDER	
		002	2		20081208	1400 1590 9477	
	FILE NUMBER						
	615141918						
22	PAGE AMENDED	NO. SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL	CORRECT		
				YEARS	PERIOD		
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME			
24	DEBTOR/ TRANSFEROR	BUSINESS NAME					ONTARIO CORPORATION NO.
25	OTHER CHANGE						
26	PERSON/ DESCRIPTION						
27	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME			
02/							
05/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME			
03/	TRANSFEREE	BUSINESS NAME					
06	ADDRESS						
04/07							
29	ASSIGNOR						
08	SECURED PARTY/LIBN CLAIMANT/ASSIGNEE						
09	ADDRESS	100 WELLINGTON ST. W.					
10	COLLATERAL CLASSIFICATION						
	CONSUMER						
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT	DATE OF	NO. FILED	
					MADE/REPS OF	MATURITY DATES	
	YEAR	MAKE	MODEL	V.I.N.			
11	MOTOR						
12	VEHICLE						
13	GENERAL						
14	COLLATERAL						
15	DESCRIPTION						
16	REGISTRAR'S AGENT OR						
17	SECURED PARTY/ LIBN CLAIMANT	ADDRESS					

FOR FURTHER INFORMATION CONTACT THE SECURED PARTY...





PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 12  
 ( 5906)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 874094643

01 CAUTION PAGE NO. OF PAGES MOTOR VEHICLES REGISTRATION NUMBER REGISTERED UNDER REGISTRATION PERIOD  
 01 001 20010704 1457 1530 4236 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME TAHERA CORPORATION

04 ADDRESS 121 RICHMOND ST WEST SUITE 803 TORONTO  
 ONTARIO CORPORATION NO  
 ON M5H 2K1

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME

07 ADDRESS THE TORONTO-DOMINION BANK - KING & BAY 10202 CAS 3472  
 ONTARIO CORPORATION NO  
 TORONTO ON M5K 1A2

08 SECURED PARTY / LIEN CHARGE ADDRESS 55 KING ST W & BAY STREET TORONTO ON M5K 1A2

09 COLLATERAL CLASSIFICATION COLLATERAL CLASSIFICATION  
 10 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MOTOR VEHICLE AMOUNT DATE OF MAJORITY OF MAJORITY DATE  
 X X X X

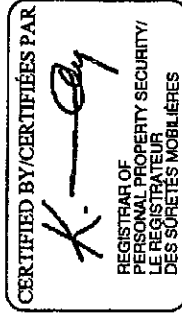
11 MOTOR YEAR MAKE MODEL  
 12 VEHICLE

13 GENERAL COLLATERAL DESCRIPTION  
 14 COLLATERAL DESCRIPTION

15 REGISTERING AGENT ADDRESS SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1  
 CANADIAN SECURITIES REGISTRATION SYSTEMS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED... 13



(e/1tr 11/2008)



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 20 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01	CAUTION	PAGE	TOTAL MOTOR VEHICLE	REGISTRATION	REGISTERED	
21	FILE NO.	OF	SCHEDULES	NUMBER	UNDER	
	01		20041115 1447 1530 2078			
	RECORD	FILE NUMBER				
		874094643				
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED		CHANGE REQUIRED		CORRECT PERIOD
		X		A AMENDMENT		
			FIRST GIVEN NAME	SURNAME		
23	BUSINESS NAME					
24	TAHERA CORPORATION					
25	OTHER CHANGE					
26	REASON /	DEBTOR ON PAGE 1 LINE 3 OF REGISTRATION NUMBER 20010704145715304236				
27	DESCRIPTION	HAS CHANGED NAME.				
28	DATE OF BIRTH		FIRST GIVEN NAME	SURNAME		
02/						
05	DEBTOR /	TAHERA DIAMOND CORPORATION				
03/	TRANSFERRED					
06	ADDRESS	121 RICHMOND ST WEST SUITE 803				TORONTO
04/07						ONTARIO CORPORATION NO ON M5H 2K1
29	ASSIGNOR					
08	SECURED PARTY / LIEN CLAIMANT / ASSIGNEE					
09	COLLATERAL CLASSIFICATION					
	CONSUMER					
	GOODS	INVENTORY, EQUIPMENT, ACCOUNTS OTHER INCLUDED				
10	YEAR	MAKE	MODEL	VEIN	DATE OF	NO. FIXED
11	MOTOR				AMOUNT	RETURN OR
12	VEHICLE				SALE	DATE
13	GENERAL					
14	COLLATERAL					
15	DESCRIPTION					
16	REGISTERING AGENT OR					
17	SECURED PARTY /	ADDRESS				
	LIEN CLAIMANT					
		CANADIAN SECURITIES REGISTRATION SYSTEMS				
		4126 NORLAND AVENUE				
		BURNABY				
		BC				V5G 3S8

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

CONTINUED . . . 14

CERTIFIED BY / CERTIFIÉES PAR  
K. [Signature]  
REGISTRAR OF  
PERSONAL PROPERTY SECURITY /  
LE REGISTRATEUR  
DES SÛRETÉS MOBILIÈRES  
(e/2R-11/2008)



RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 14  
( 5908)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 20 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER

01 01 001 20060613 1946 1531 8556

RECORD FILE NUMBER 874094643

RENEWAL YEARS 5

CHANGES REQUIRED B RENEWAL

DATE AMENDED NO SPECIFIC PAGE AMENDED X

FIRST GIVEN NAME TAHERA SURNAME

BUSINESS NAME TAHERA DIAMOND CORPORATION

25 OTHER CHANGE

26 REASON/

27 DESCRIPTION

28

02/ DATE OF BIRTH

05 FIRST GIVEN NAME

03/ BUSINESS NAME

06 ADDRESS

04/07

EMERGENCY CONTACT NO

29 ASSIGNOR SECURED PARTY/DIEN CLAIMANT/ASSIGNEE

08 ADDRESS

09 COLLATERAL CLASSIFICATION

10 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MOTOR VEHICLE DATE OF NO REXED AGENT MAJORITY OR MATURITY DATE

11 YEAR

12 MAKE

13 MODEL

14 YEAR

15 MAKE

16 MODEL

17 YEAR

CANADIAN SECURITIES REGISTRATION SYSTEMS  
4126 NORLAND AVENUE

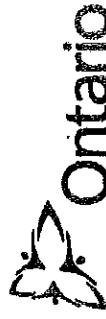
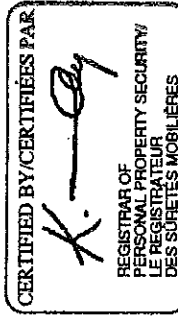
BURNABY

BC

V5G 3S8

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY

CONTINUED ... 15



RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 15  
 ( 5909)

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 93 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01 CONDITION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 21 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 001 20060613 1946 1531 8557  
 22 RECORD FILE NUMBER 874094643  
 REFERENCED

23 PAGE AMENDED NO. SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL  
 24 DEBTOR/ FIRST GIVEN NAME INITIAL SURNAME YEARS PERIOD  
 TAHERA DIAMOND CORPORATION X

25 BUSINESS NAME TAHERA DIAMOND CORPORATION  
 26 OTHER CHANGE  
 27 REASON/ DEBTOR ON PAGE 1 LINE 3 OF REGISTRATION NUMBER 20041115144715302078  
 28 DESCRIPTION HAS CHANGED ADDRESS.

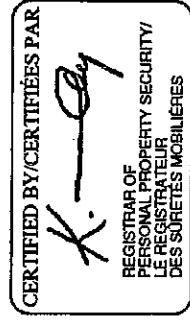
02/ DEBTOR/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03/ TRANSFERRE BUSINESS NAME TAHERA DIAMOND CORPORATION  
 04/07 ADDRESS 130 ADELAIDE ST W STE 1900 TORONTO  
 ONTARIO CORPORATION NO. ON MSH 3P5

29 ASSIGNOR  
 08 SECURED PARTY/LIEN CLAIMANT/ ASSIGNEE  
 09 ADDRESS

10 COLLATERAL CLASSIFICATION ADDRESS  
 CONSUMER MOTOR VEHICLE DATE OF NO. FIXED  
 EXCDS. INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MATURITY OR

11 MOTOR YEAR MAKE MODEL VIN  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENCY OR CANADIAN SECURITIES REGISTRATION SYSTEMS BC V5G 3S8  
 17 SECURED PARTY/ ADDRESS 4126 NORLAND AVENUE BURNABY

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*  
 CONTINUED... 16



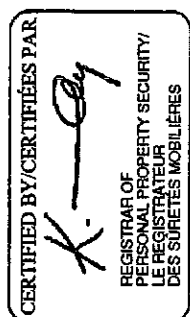
TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 87171716  
 01 CAPTION PAGE TOTAL MOTOR VEHICLES REGISTRATION REGISTERED REGISTRATION  
 FILINGS NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD PERIOD  
 01 001 20010423 1806 1531 6981 P PPSA 5  
 02 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 BUSINESS NAME TAHERA CORPORATION  
 04 ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO ONTARIO CORPORATION NO.  
 ON M5H 0K1  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 BUSINESS NAME TAHERA CORPORATION  
 07 ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO ONTARIO CORPORATION NO.  
 ON M5H 0K1  
 08 SECURED PARTY / LIAISON CLÉNAIRE THE TORONTO-DOMINION BANK - KING & BAY 10202 CAS 3472  
 09 ADDRESS 55 KING ST W & BAY STREET TORONTO ON M5K 1A2  
 10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FEES  
 SECURED EQUIPMENT ACCOUNTS OTHER INCLUDED MAJORITY OF MAJORITY DATE  
 X X X  
 11 REAR MAKE MODEL V.I.N.  
 12 MOTOR MAKE MODEL V.I.N.  
 13 GENERAL COLLATERAL DESCRIPTION CANADIAN SECURITIES REGISTRATION SYSTEMS  
 14 COLLATERAL DESCRIPTION SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1  
 15 REGISTERING AGENT  
 16 REGISTERING AGENT SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED... 17



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 20 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
01 001 20041116 1450 1530 3342  
RECORD FILE NUMBER 871717716  
CORRECT PERIOD

PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL  
01 001 X A AMENDMENT YEARS  
FIRST GIVEN NAME INITIAL FORNAME  
BUSINESS NAME TAHERA CORPORATION

OTHER CHANGES  
REASON/ DEBTOR/ TRANSFEROR  
DEBTOR ON PAGE 1 LINE 3 OF REGISTRATION NUMBER 20010423180615316981  
HAS CHANGED NAME AND ADDRESS

DEBTOR/ TRANSFEROR BUSINESS NAME FIRST GIVEN NAME INITIAL SURNAME  
TAHERA DIAMOND CORPORATION  
ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO  
ONTARIO CORPORATION NO. ON M5H 2K1

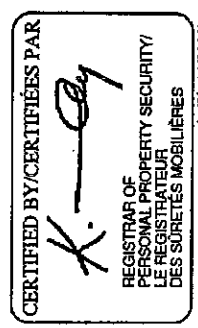
ASSIGNOR SECURED PARTY/BIEN CLAIMANT/ASSIGNEE ADDRESS  
COLLATERAL CLASSIFICATION ADDRESS  
CONSUMER INVENTORY EQUIPMENT AGREEMENT OTHER INCLUDED DATE OR NO FIXED MATUREN OR

YEAR MAKE MODEL VALUE

MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION REGISTERING AGENT OR SECURED PARTY/BIEN CLAIMANT  
CANADIAN SECURITIES REGISTRATION SYSTEMS BURNABY BC V5G 3S8  
ADDRESS 4126 NORLAND AVENUE

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY

CONTINUED... 18



RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15  
 PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 18  
 ( 5912 )

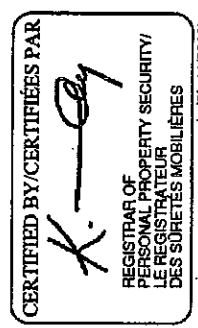
TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHARA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 20 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01	CAUTION FILING	PAGE NO. OF RECORD	TOTAL MOTOR VEHICLE REGISTRATION NUMBER UNDER	REGISTERED UNDER	CORRECT PERIOD
21	RECORD REFERENCED	01	001	20060322 1939 1531 1103	
22		FILE NUMBER	871717716		
23	REVISIONS	PAGE AMENDED	NO. SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS
24	DEBTOR/ TRANSFEROR		X	B RENEWAL	1
25	OTHER CHANGES	OTHER GIVEN NAME		INITIAL	SURNAME
26	REASON/ DESCRIPTION	BUSINESS NAME	TANERA DIAMOND CORPORATION		
27					
28					
02/	DEBTOR/ TRANSFEROR	DATE OF BIRTH		INITIAL	SURNAME
03/					
06		BUSINESS NAME			
04/07		ADDRESS			
29	ASSIGNOR				
08	SECURED PARTY / LIEN CLAIMANT / ASSIGNEE				
09		ADDRESS			
10	GENERAL CLASSIFICATION				
11	MOTOR VEHICLE	CONSUMER GOODS	INVENTORY ACCOUNTS OTHER	DATE OF MATURITY OR MATURITY DATE	
12	GENERAL				
13	COLLATERAL				
14	DESCRIPTION				
15	REGISTERING AGENT OR SECURED PARTY / LIEN CLAIMANT				
16		ADDRESS	CANADIAN SECURITIES REGISTRATION SYSTEMS		
17		ADDRESS	4125 NORLAND AVENUE	BURNABY BC	V5G 3S8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED ... 19



(6/21/11/2008)

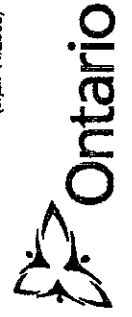
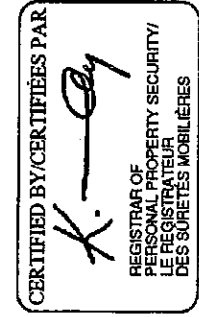


TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 30 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CRITION FILING	PAGE NO. OF PAGES	TOTAL MOTOR VEHICLE REGISTRATION SCHEDULES	REGISTRATION NUMBER	REGISTERED UNDER
01	001	01	20070411 1456 1530 6645	
21	871717716			
22				
23				
24				
25				
26				
27				
28				
02/05				
03/06				
04/07				
29				
08				
09				
10				
11				
12				
13				
14				
15				
16				
17				

CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4126 NORLAND AVENUE  
 BURNABY BC V5G 3S8



CONTINUED . . . 20



TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM ID FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 870150384

01 CAPTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 001 20010223 1807 1531 5400 P PPSA 5

02 DEBTOR NAME TAHERA CORPORATION ONTARIO CORPORATION NO. MSH 2K1

03 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

04 ADDRESS 121 RICHMOND STREET WEST SUITE 803 TORONTO

05 DEBTOR NAME TAHERA CORPORATION

06 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

07 ADDRESS THE TORONTO-DOMINION BANK - KING & BAY 10202 CAS 3472

08 DEBTOR NAME THE TORONTO-DOMINION BANK - KING & BAY 10202 CAS 3472

09 ADDRESS 55 KING ST W & BAY STREET TORONTO ON M5K 1A2

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. PLEDGED  
 COUPS HAVENPORT ROYALMONT ACCOUNTS OTHER INCLUDED MATURITY OF MAJORITY DATE  
 X X X

11 MOTOR YEAR MAKE MODEL V.I.P.N.

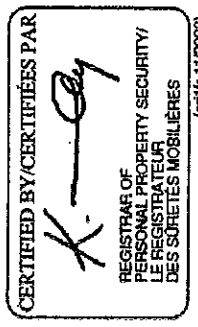
12 GENERAL COLLATERAL DESCRIPTION

13 REGISTERING AGENT CANADIAN SECURITIES REGISTRATION SYSTEMS

14 ADDRESS SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1

15 \*\*\* FOR FURTHER INFORMATION CONTACT THE REGISTERED PARTY \*\*\*

CONTINUED... 21



TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM JC FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 001 20041115 1447 1530 2077

RECORD FILE NUMBER: 870150384

PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED CORRECT  
 X A AMENDMENT YEARS PERIOD

FIRST GIVEN NAME SURNAME  
 TAHERA CORPORATION

OTHER CHANGE DEBTOR ON PAGE 1 LINE 3 OF REGISTRATION NUMBER 20010223180715315400  
 REASON HAS CHANGED NAME.

DEBTOR/ DATE OF BIRTH FIRST GIVEN NAME SURNAME  
 TRANSFEREE BUSINESS NAME TAHERA DIAMOND CORPORATION

ADDRESS: 121 RICHMOND STREET WEST SUITE 803 TORONTO

ONTARIO CORPORATION NO. MSH 2K1

ASSIGNOR SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

COLLATERAL CLASSIFICATION ADDRESS

CONSUMER GOODS INVENTORY/EQUIPMENT ACCOUNTS OTHER INCLUDED MOTOR VEHICLES DATE OF ACQUISITION OR MANUFACTURE DATE

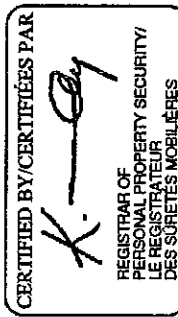
YEAR MAKE MODEL

W.I.N.

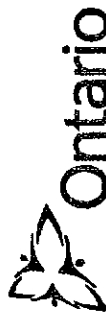
MOTOR VEHICLES  
 GENERAL COLLATERAL  
 DESCRIPTION  
 REGISTERING AGENCY OR SECURED PARTY/ LIEN CLAIMANT  
 CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4126 NORLAND AVENUE  
 BURNABY BC V5G 3S8

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

CONTINUED . . . 22



(e2h-112008)



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 22  
 ( 5916)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 2-C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CRADITION BILLING 01 001  
 TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 PAGES OF PAGES SCHEDULE NUMBER UNDER  
 01 001 20060112 1940 1531 8012  
 RECORD FILE NUMBER 870150384  
 REFERENCES

PAGE AMENDED NO. SPECIFIC PAGE AMENDED CHANGES REQUIRED CORRECT PERIOD  
 01 X B RENEWAL 5  
 FIRST GIVEN NAME INITIAL SURNAME  
 BUSINESS NAME TAHERA DIAMOND CORPORATION

REFERENCE DEBTOR/ TRANSFEROR  
 OTHER CHANGE  
 REASON DESCRIPTION

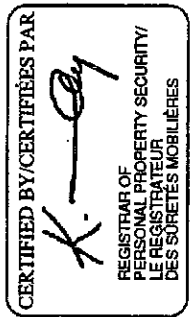
DATE OF BIRTH  
 BUSINESS NAME  
 ADDRESS

ASSIGNOR SECURED PARTY/ LIEN CLAIMANT/ ASIGNEE  
 ADDRESS

COLLATERAL CLASSIFICATION  
 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF NO. FIXED  
 YEAR MAKE MODEL V.I.N.

MOTOR VEHICLE GENERAL COLLATERAL  
 REGISTERING AGENT OR SECURED PARTY/ LIEN CLAIMANT  
 CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4125 NORLAND AVENUE  
 BURNABY BC V5G 3S8

FOR FURTHER INFORMATION CONTACT THE SECURED PARTY



CONTINUED . . . 23

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
867468312

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD PERIOD  
01 001 20001110 1744 1531 8866 P PPSA 5

02 DATE OF BIRTH INITIAL SURNAME ONTARIO CORPORATION NO.  
03 DEBTOR BUSINESS NAME TAHERA CORPORATION TORONTO ON MSH 2K1  
04 ADDRESS 121 RICHMOND ST WEST SUITE 803

05 DATE OF BIRTH INITIAL SURNAME ONTARIO CORPORATION NO.  
06 DEBTOR BUSINESS NAME TORONTO ON MSH 2K1  
07 ADDRESS

08 SECURED PARTY / TAHERA CORPORATION ON MSH 2K1  
LIEN CLAIMANT ADDRESS 55 KING ST W & BAY ST 2ND FL TORONTO ON M5K 1A2

09 COLLATERAL CLASSIFICATION  
10 CONSUME MOTOR VEHICLE AMOUNT DATE OF NO PLED  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OF MATURITY DATE X

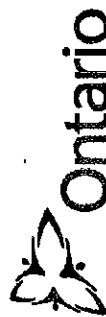
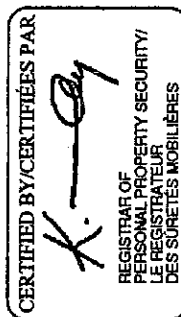
11 YEAR MAKE MODEL V.I.N.  
12

13 GENERAL  
14 COLLATERAL  
15 DESCRIPTION

16 REGISTERING CANADIAN SECURITIES REGISTRATION SYSTEMS  
AGENT ADDRESS SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*

CONTINUED . . . 24



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 2C FINANCING CHANGES STATEMENT / CHANGE STATEMENT

CAUTION	PAGE	TOTAL MOTOR VEHICLE	REGISTRATION	REGISTERED
FILE NO.	NO. OF	SCHEDULE	NUMBER	UNDER
01	01	20041115	1447	1530 2080
01	01	20041115	1447	1530 2080
21	001	867468312		
22				
23				
24				
25				
26				
27				
28				
02/				
05/				
03/				
06				
04/07				
29				
08				
09				
10				
11				
12				
13				
14				
15				
16				
17				

CERTIFIED BY/CERTIFIÉES PAR  
*K. [Signature]*  
REGISTRAR OF  
PERSONAL PROPERTY SECURITY/  
LE REGISTRATEUR  
DES SÛRÉTÉS MOBILIÈRES  
(e2fr 11/2008)



RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 25  
 ( 5919)

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 14 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01	CAUTION	PAGE	TOTAL MOTOR VEHICLE	REGISTRATION	REGISTERED	
21	FILING	NO. OF	SCHEDULE	NUMBER	UNDER	
		01	001	20051020 1456 1529 3133		
	RECORD	FILE NUMBER				
	REFERENCED	867468312				
22	PAGE AMENDED	NO. SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL	CORRECT	
	X	B	RENEWAL	5	PERIOD	
23	DEBTOR/	FIRST GIVEN NAME	INITIAL	SURNAME		
24	TRANSFEROR	TAHERA DIAMOND CORPORATION				
25	OTHER CHANGES					
26	REASON/					
27	DESCRIPTION					
28						
02/	DEBTOR/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
03/	TRANSFEROR					
06						
04/07	ADDRESS					ONTARIO CORPORATION NO.
29	ASSIGNOR					
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE					
09	ADDRESS					
	COLLATERAL CLASSIFICATION					
	CONSUMER					
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED	MOTOR VEHICLE	DATE OF	NO. FINED	
10				AMOUNT	MAINTEN OR	MATURITY DATE
	YEAR	MAKE	MODEL			
11	MOTOR					
12	VEHICLE					
13	GENERAL					
14	COLLATERAL					
15	DESCRIPTION					
16	REGISTRAR AGENT OR					
17	SECURED PARTY/					
	LIEN CLAIMANT					

CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4125 NORLAND AVENUE  
 BURNABY BC V5G 3S8

FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

CONTINUED . . . 26

CERTIFIED BY/CERTIFIES PAR  
 REGISTRAR OF  
 PERSONAL PROPERTY SECURITY/  
 LE REGISTRATEUR  
 DES SURETES MOBILIERES  
 (cf2tr 11/2008)



TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM I.C. FINANCING STATEMENT / CLAIM FOR LEASE

00 FILE NUMBER 862166502

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION FILING NO. OF PAGE SCHEDULE NUMBER UNDER PERIOD 01 001 20000525 1445 1530 4839 P PPSA 5

02 DEBTOR NAME TAHERA CORPORATION  
 03 BUSINESS NAME TAHERA CORPORATION  
 04 ADDRESS 121 RICHMOND ST WEST SUITE 803 TORONTO ONTARIO CORPORATION NO. ON MSH 2KI

05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS

08 REGISTERED PARTY / DEBTOR THE TORONTO-DOMINION BANK - COMMERCIAL BANKING - 1020A CAS 3472  
 09 DEBTOR CLAIMANT 55 KING ST W & BAY ST 2ND FL TORONTO ON MEK 1A2

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FILED SCOPS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MAJORITY OR MAJORITY DATE X X X

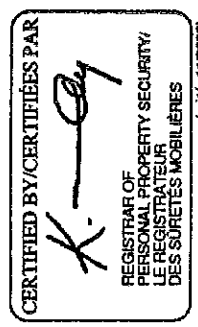
11 MOTOR YEAR MARK MODEL V.I.N.

12 VEHICLE  
 13 GENERAL COLLATERAL DESCRIPTION  
 14 COLLATERAL DESCRIPTION  
 15 DESCRIPTION

16 REGISTERING AGENT CANADIAN SECURITIES REGISTRATION SYSTEMS RICHMOND BC V6Y2L1  
 17 ADDRESS SUITE 180-13571 COMMERCE PARKWAY

FOR FURTHER INFORMATION, CONTACT THE SEARCH PARTY

CONTINUED... 27



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 23 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION	PAGE	TOTAL MOTOR VEHICLES REGISTERED	RENEWAL	CORRECT
ISSUING	NO. OF	SCHEDULE NUMBER	YEARS	PERIOD
01	001	20041115 1447 1530 2076		
01	01	20041115 1447 1530 2076		
21	862166502			
22	X			
23				
24				
25				
26				
27				
28				
02/				
05/				
03/				
06				
04/07				
29				
08				
09				
10				
11				
12				
13				
14				
15				
16				
17				

ONTARIO CORPORATION NO. MSH 2K1  
TORONTO

DATE OF MOTOR VEHICLE NO. FILED  
AMOUNT MATURITY OR MAINTENANCE DUES

REGISTERED PARTY / LIEN CLAIMANT / ASSIGNEE  
ADDRESS

COLLATERAL CLASSIFICATION  
ADDRESS

CONSUMER  
ADDRESS

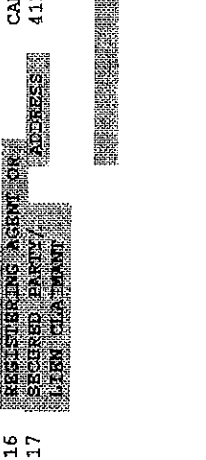
SPONSOR  
ADDRESS

YEAR MAKE MODEL VIN

CANADIAN SECURITIES REGISTRATION SYSTEMS  
4126 NORLAND AVENUE  
BURNABY BC V5G 3S8

FOR FURTHER INFORMATION CONTACT THE SECURED PARTY

CONTINUED . . . 28





PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM IC-FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
01 001 20050414 1948 1531 0955

RECORDED FILE NUMBER 862166502

PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL CORRECT  
01 001 X B RENEVAL 5 PERIOD

REFERENCE FIRST GIVEN NAME INITIAL SURNAME  
23 TAHERA DIAMOND CORPORATION

DEBTOR/ TRANSFEROR BUSINESS NAME  
24 TAHERA DIAMOND CORPORATION

OTHER CHANGE REASON / DESCRIPTION  
25 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
02/ 05  
03/ TRANSFEROR BUSINESS NAME  
06 ADDRESS

04/07 ONTARIO CORPORATION NO.

ASSIGNOR SECURED PARTY LIEN CLAIMANT/ ASSIGNEE ADDRESS  
09

COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE DATE OF NO EXEMPT  
10 LEGDS INVENTOR'S EQUIPMENT ACCOUNTS OTHER INCLUDED ABOUT MATURITY OR MATURITY DATE

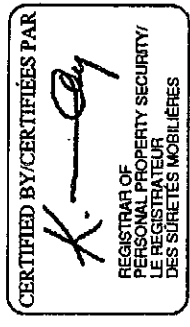
MOTOR VEHICLE YEAR MAKE MODEL YEAR  
11  
12

GENERAL COLLATERAL DESCRIPTION  
13  
14

REGISTERING AGENT OR SECURED PARTY ADDRESS BURNABY BC V5G 3S8  
15  
16  
17

LEAS CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 29  
 ( 5923)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM IC FINANCING STATEMENT / CLAIM FOR UEN

00 FILE NUMBER 856257784

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER ENDER PERIOD PERIOD  
 01 001 20000110 1808 1531 9114 P PPSA 5

02 FIRST GIVEN NAME INITIAL SURNAME  
 TAHERA CORPORATION ONTARIO CORPORATION NO  
 121 RICHMOND ST WEST SUITE 803 TORONTO ON MSH 2K1

03 BUSINESS NAME  
 FIRST GIVEN NAME INITIAL SURNAME  
 121 RICHMOND ST WEST SUITE 803 TORONTO ON MSH 2K1

04 DATE OF BIRTH BUSINESS NAME ADDRESS  
 BUSINESS NAME ADDRESS  
 121 RICHMOND ST WEST SUITE 803 TORONTO ON MSH 2K1

05 DEBTOR NAME BUSINESS NAME ADDRESS  
 BUSINESS NAME ADDRESS  
 121 RICHMOND ST WEST SUITE 803 TORONTO ON MSH 2K1

06 REGISTERED PARTY / LIEN CLAIMANT ADDRESS  
 ADDRESS  
 121 RICHMOND ST WEST SUITE 803 TORONTO ON MSH 2K1

07 COLLATERAL CLASSIFICATION  
 COLLATERAL CLASSIFICATION  
 THE TORONTO-DOMINION BANK - COMMERCIAL BANKING - 1020A CAS 3472

08 MOTOR VEHICLE AMOUNT DATED BY NO PLEDG  
 GOODS INVENTORY EQUIPMENT ACCOUNTS CHISE ENCLOSED MAINTENANCE OR MAINTENANCE DATE  
 X X X

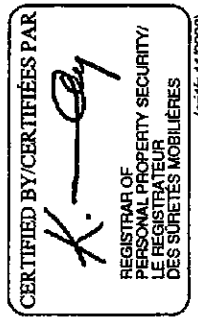
09 YEAR MAKE MODEL  
 YEAR MAKE MODEL  
 X X X

10 MOTOR VEHICLE  
 GENERAL COLLATERAL DESCRIPTION  
 REGISTERING AGENT

11 CANADIAN SECURITIES REGISTRATION SYSTEMS  
 ADDRESS SUITE 180-13571 COMMERCE PARKWAY RICHMOND BC V6V2L1

12 FOR FURTHER INFORMATION, CONTACT THE SECURED PARTS \*\*\*

CONTINUED . . . 30



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

FORM 20 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION: TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 001 20041115 1447 1530 2079  
 RECORD FILE NUMBER 858257784  
 PAGES AMENDED: NO SPECIFIC PAGE AMENDED X  
 CHANGE REQUIRED A AMENDMENT  
 FIRST GIVEN NAME SURNAME  
 GENERAL YEARS PERIOD

REFERENCE DEBTOR/ CREDITOR/ BUSINESS NAME TAHERA CORPORATION  
 TRAVELLER

OTHER CHANGE  
 REASON/ DEBTOR ON PAGE 1 LINE 3 OF REGISTRATION NUMBER 20000110180815319114  
 DESCRIPTION HAS CHANGED NAME.

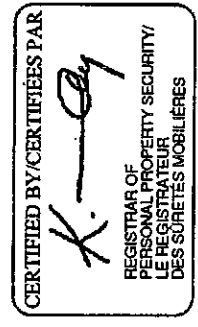
DATE OF BIRTH FIRST GIVEN NAME SURNAME  
 TAHERA DIAMOND CORPORATION  
 ADDRESS 121 RICHMOND ST WEST SUITE 803 TORONTO  
 ONTARIO CORPORATION NO. ON MSH 2K1

REGISTRATION SECURED PARTY/ LIEN CLAIMANT/ ASSESSOR  
 ADDRESS  
 COLLATERAL CLASSIFICATION  
 CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER ENCLAUDED

DATE OF NO. FILED  
 MOTOR VEHICLE AMOUNT MATURITY OR MATURITY DATE

YEAR MAKE MODEL YEAR  
 MOTOR VEHICLE  
 GENERAL COLLATERAL DESCRIPTION  
 REGISTERING AGENT OF SECURED PARTY ADDRESS  
 CANADIAN SECURITIES REGISTRATION SYSTEMS  
 4126 NORLAND AVENUE BURNABY BC V5G 3S8

ALLEN CLAIMANT  
 FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

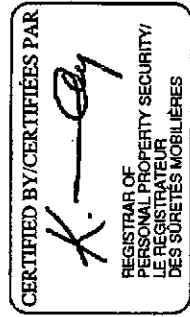
RUN NUMBER : 113  
RUN DATE : 2009/04/23  
ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
FILE CURRENCY : 22APR 2009

FORM 26 FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION BILLING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001	20041221	1454 1530 9381	
21	FILE NUMBER	858257784			
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	X	CHANGE REQUIRED B RENEWAL	RENEWAL YEARS 5
23	REFERENCE DEBTOR/ TRANSFEROR	FIRST GIVEN NAME	INITIAL	SURNAME	CONTRACT PERIOD
24		TAHERA DIAMOND CORPORATION			
25	OTHER CHANGE REASON/ DESCRIPTION	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
26					
27					
28					
02/					
05/					
03/					
06					
04/07					
29	ASSIGNOR	SECURED PARTY / (HIS CLAIMANT / ASSIGNEE			
08					
09					
10	COLLATERAL CLASSIFICATION	CONSUMERY GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED	MOTOR VEHICLE	DATE OF NO FIXED MATURITY OR MATURITY DATE
11	MOTOR	YEAR	MAKE	MODEL	V.I.N.
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENCY OR SECURED PARTY/ HIS CLAIMANT	ADDRESS			
17		CANADIAN SECURITIES REGISTRATION SYSTEMS 4126 NORLAND AVENUE	BURNABY	BC	V5G 3S8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

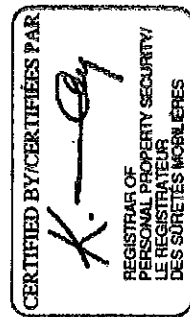
REPORT : PSSR060  
 PAGE : 32  
 ( 5926)

RUN NUMBER : 113  
 RUN DATE : 2009/04/23  
 ID : 20090423120930.15

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : TAHERA DIAMOND CORPORATION  
 FILE CURRENCY : 22APR 2009

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
651898656	20090306	1347	1590	2970
628472151	20060830	1948	1531	6853
621943596	20060111	1943	1531	5143
615141918	20050516	1222	1590	8479
874094643	20010704	1457	1530	4236
871717716	20010423	1806	1531	6981
870150384	20010223	1807	1531	5400
867458312	20001110	1744	1531	8866
862166502	20000525	1445	1530	4839
858257784	20000110	1808	1531	9114
	20081208	1200	1590	9477
	20041115	1447	1530	2078
	20041116	1450	1530	3342
	20041115	1447	1530	2077
	20041115	1447	1530	2080
	20041115	1447	1530	2076
	20041115	1447	1530	2079
	20060613	1946	1531	8556
	20060322	1939	1531	1103
	20060112	1940	1531	8012
	20051020	1456	1529	3133
	20050414	1948	1531	0955
	20041221	1454	1530	9381
	20060613	1946	1531	8557
	20070411	1456	1530	6645



25 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

This report lists registrations in the Personal Property Registry that match the following search criteria:

**Province or Territory Searched:** Nunavut  
**Type of Search:** Debtors (Enterprise)

**Search Criteria:** Benachee Resources Inc.

**Date and Time of Search:** 2009-04-24 09:13  
**Transaction Number:** 4695702  
**Searched By:** H181396

The following table lists records that match the Debtors (Enterprise) you specified.

Exact	Included	Original Registration Number	Enterprise Name	Place
*	*	75947	Benachee Resources Inc.	Toronto
*	*	134890	BENACHEE RESOURCES INC.	TORONTO

An '\*' in the 'Exact' column indicates that the Debtor (Enterprise) exactly matches the search criteria.

An '\*' in the 'Included' column indicates that the registration's details are included within the Search Result Report.

2 registration(s) contained information that **exactly** matched the search criteria you specified.

0 registration(s) contained information that **closely** matched the search criteria you specified.

When reviewing the registrations below, note that a registration which has expired or been discharged within the last 30 days can still be re-registered by the secured party.

For more information concerning the Personal Property Registry, go to [www.acol.ca](http://www.acol.ca)

## Registration Details for Registration Number: 75947

**Province or Territory:** Nunavut  
**Registration Type:** PPSA Financing Statement

### Registration History

Registration Activity	Registration Number	Date/Time	Expiry Date	File Number
Original	75947	2005-05-17 14:46	2015-05-17	242729
Amendment	129726	2008-12-09 16:02	2015-05-17	7101--CS1

As listed in the Registration History section above, this registration has been the subject of an Amendment or Global Change to add or delete information. The following registration details provide the registration number for the Amendment that added or deleted information. If no "added by" or "deleted by" registration number is provided, the information was added by the original registration and has not been deleted.

### Debtors

Type: Enterprise  
 Benachee Resources Inc.  
 121 Richmond Street West Suite 803  
 Toronto ON M5H 2K1

Canada

### **Secured Parties**

The Secured Party below was deleted by registration number 129726

Type: Enterprise  
~~Laurelton Diamonds Inc.  
 600 Madison Avenue  
 New York NY 10022  
 USA~~

The Secured Party below was added by registration number 129726

Type: Enterprise  
 CAZ PETROLEUM INC.  
 3200 - 100 WELLINGTON ST W.  
 TORONTO ON M5K 1K7  
 Canada

### **General Collateral**

All present and after-acquired personal property of the debtor constituting "Collateral" as defined in a Credit Agreement dated November 5, 2004 among Tahera Diamond Corporation, Laurelton Diamonds Inc., and Benachee Resources Inc., as amended, modified, restated or replaced from time to time (the "Credit Agreement"), including all personal property located on or relating to the real property located at the north end of Contwoyto Lake in West Kitikmeot, Nunavut Territory known as the "Jericho Project", as more particularly described in Schedule 7.9 of the Credit Agreement, and all substitutions therefor and all proceeds from all of the foregoing.

---

## **Registration Details for Registration Number: 134890**

Province or Territory: Nunavut  
 Registration Type: PPSA Financing Statement

### **Registration History**

<b>Registration Activity</b>	<b>Registration Number</b>	<b>Date/Time</b>	<b>Expiry Date</b>	<b>File Number</b>
Original	134890	2009-03-06 14:19	2011-03-06	64927-3

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

### **Debtors**

Type: Enterprise  
 TAHERA DIAMOND CORPORATION  
 PO BOX 1020  
 TDC POSTAL STATION  
 77 KING STREET WEST  
 TORONTO ON M5K 1P2  
 Canada

Type: Enterprise  
BENACHEE RESOURCES INC.  
PO BOX 1020  
TDC POSTAL STATION  
77 KING STREET WEST  
TORONTO ON M5K 1P2  
Canada

**Secured Parties**

Type: Enterprise  
AG GROWTH INCOME FUND  
1301 KENASTON BLVD.  
WINNIPEG MB R3P 2P2  
Canada

**General Collateral**

ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.

***END OF REPORT***



This report lists registrations in the Personal Property Registry that match the following search criteria:

**Province or Territory Searched:** Nunavut  
**Type of Search:** Debtors (Enterprise)

**Search Criteria:** Tahera Diamond Corporation

**Date and Time of Search:** 2009-04-24 09:12  
**Transaction Number:** 4695695  
**Searched By:** H181396

The following table lists records that match the Debtors (Enterprise) you specified.

Exact	Included	Original Registration Number	Enterprise Name	Place
*	*	73235	TAHERA DIAMOND CORPORATION	TORONTO
*	*	73235	TAHERA DIAMOND CORPORATION	JERICH0
*	*	75956	Tahera Diamond Corporation	Toronto
*	*	111377	TAHERA DIAMOND CORPORATION	TORONTO
*	*	134890	TAHERA DIAMOND CORPORATION	TORONTO

An '\*' in the 'Exact' column indicates that the Debtor (Enterprise) exactly matches the search criteria.

An '\*' in the 'Included' column indicates that the registration's details are included within the Search Result Report.

5 registration(s) contained information that **exactly** matched the search criteria you specified.

0 registration(s) contained information that **closely** matched the search criteria you specified.

When reviewing the registrations below, note that a registration which has expired or been discharged within the last 30 days can still be re-registered by the secured party.

For more information concerning the Personal Property Registry, go to [www.acol.ca](http://www.acol.ca)

## Registration Details for Registration Number: 73235

**Province or Territory:** Nunavut  
**Registration Type:** PPSA Financing Statement

### Registration History

Registration Activity	Registration Number	Date/Time	Expiry Date	File Number
Original	73235	2005-03-01 17:13	2011-03-01	69848

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

### Debtors

Type: Enterprise

TAHERA DIAMOND CORPORATION  
 STE 803 121 RICHMOND STREET W  
 TORONTO ON M5H 2K1  
 CANADA

Type: Enterprise  
 TAHERA DIAMOND CORPORATION  
 JERICHO DIAMOND MINE SITE  
 JERICHO NU X0B 0C0  
 CANADA

### **Secured Parties**

Type: Enterprise  
 CATERPILLAR FINANCIAL SERVICES LIMITED  
 6735-11TH STREET N.E., STE 200  
 CALGARY AB T2E 7H9  
 CANADA

### **General Collateral**

ONE NEW CATERPILLAR SKID MOUNTED PRIME POWER GENERATOR SET TOGETHER WITH  
 ONE (1) CATERPILLAR 3512B ENGINE, SERIAL NUMBER CMC01343  
 ONE (1) CATERPILLAR 3512B ENGINE, SERIAL NUMBER CMC01344  
 ONE (1) CATERPILLAR 3512B ENGINE, SERIAL NUMBER CMC01345  
 ONE (1) CATERPILLAR 3512B ENGINE, SERIAL NUMBER CMC01346  
 ONE (1) CATERPILLAR 3412 DITTA ENGINE, SERIAL NUMBER 81Z22467  
 ONE (1) CATERPILLAR 3412 DITTA ENGINE, SERIAL NUMBER 81Z25467  
 ONE (1) CATERPILLAR 3406C ENGINE, SERIAL NUMBER 4ZR07535  
 FOUR (4) CATERPILLAR EMCPII + CONTROL PANELS  
 ONE (1) FINNING SWITCHGEAR  
 ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS,  
 DOCUMENTS OF TITLE, LICENSES, INSTRUMENTS, SECURITIES, SUBSTITUTIONS, TRADE-INS,  
 INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS

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## **Registration Details for Registration Number: 75956**

**Province or Territory: Nunavut**  
**Registration Type: PPSA Financing Statement**

### **Registration History**

<b>Registration Activity</b>	<b>Registration Number</b>	<b>Date/Time</b>	<b>Expiry Date</b>	<b>File Number</b>
Original	75956	2005-05-17 14:50	2015-05-17	242729
Amendment	129718	2008-12-09 16:00	2015-05-17	7100-CS1

As listed in the Registration History section above, this registration has been the subject of an Amendment or Global Change to add or delete information. The following registration details provide the registration number for the Amendment that added or deleted information. If no "added by" or "deleted by" registration number is provided, the information was added by the original registration and has not been deleted.

**Debtors**

Type: Enterprise  
 Tahera Diamond Corporation  
 121 Richmond Street West Suite 803  
 Toronto ON M5H 2K1  
 Canada

**Secured Parties**

The Secured Party below was deleted by registration number 129718

Type: Enterprise  
~~Laurelton Diamonds Inc.~~  
~~600 Madison Avenue~~  
~~New York NY 10022~~  
~~USA~~

The Secured Party below was added by registration number 129718

Type: Enterprise  
 CAZ PETROLEUM INC.  
 3200 - 100 WELLINGTON ST W.  
 TORONTO ON M5K 1K7  
 Canada

**General Collateral**

All present and after-acquired personal property of the debtor constituting "Collateral" as defined in a Credit Agreement dated November 5, 2004 among Tahera Diamond Corporation, Laurelton Diamonds Inc., and Benachee Resources Inc., as amended, modified, restated or replaced from time to time (the "Credit Agreement"), including all personal property located on or relating to the real property located at the north end of Contwoyto Lake in West Kitikmeot, Nunavut Territory known as the "Jericho Project", as more particularly described in Schedule 7.9 of the Credit Agreement, and all substitutions therefor and all proceeds from all of the foregoing.

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**Registration Details for Registration Number: 111377**

Province or Territory: Nunavut  
 Registration Type: PPSA Financing Statement

**Registration History**

Registration Activity	Registration Number	Date/Time	Expiry Date	File Number
Original	111377	2007-12-20 15:44	2015-12-20	6055-CS1

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

**Debtors**

Type: Enterprise  
 TAHERA DIAMOND CORPORATION

SUITE 803, 121 RICHMOND ST. W.  
TORONTO ON M5H 2K1  
Canada

### **Secured Parties**

Type: Enterprise  
DYNO NOBEL NUNAVUT INC.  
3200 114 AVENUE SE  
CALGARY AB T2Z 3V6  
Canada

### **General Collateral**

MCC TRAILER - INSULATED SEA CAN BOILER TRAILER - INSULATED SEA CAN WORK/SHOP TRAILER - INSULATED SEA CAN OFFICE TRAILER (ATCO) MANUFACTURING EQUIPMENT AIR COMPRESSOR AIR DRYER & RECEIVER BARREL TIPPER BLEND TABLE BOILER #1 - 588F WEIL MCLAIN BOILER #1 - 588F WEIL MCLAIN CONDENSATE PUMP #1 CONDENSATE PUMP #2 CONDENSATE SKID CONDENSATE TANK EDUCTOR #1 EMULSION BLENDER EMULSION PUMP - TO STORAGE EMULSION PUMP - TO TRUCK EMULSION STORAGE SILO EMULSION STORAGE SILO FUEL DAY TANK (54TK058) FUEL WARMING TANK PUMP FUEL PHASE - TANK #1 FUEL PUMP - TRUCK FILL FUEL PUMP - TO FUEL BLEND FUEL PUMP - TO FUEL PHASE MIXER - FUEL PHASE TANK MIXER - SOLUTION TANK #1 MIXER - SOLUTION TANK #2 MIXER - TRACE MIXER (SOD THIO) PRESSURE WASHER PUMP - FUEL PHASE TANK #1 PUMP - TRACE TANK #1 PUMP - TRACE TANK #2 SEA CANS FOR RAW MATERIAL STORAGE 4 UNITS SEA CA - 40' CONTAINER WITH DOORS SODIUM THIO TANK SOLUTION PUMP SOLUTION TANK #1 & #2 SOLUTION TANK #1 & #2 SOLUTION TANK #1 & #2 SOLUTION TANK #1 & 2 - LEVEL INDICATOR STATIC MIXER TOOLS TRACE TANK #1 TRACE TANK #2 WATER METER SOLUTION TANK (MODEL M-120) WATER METER TRACE TANK (MODEL M-70) WATER PUMP -PROCESS WATER TANK CAP MAGAZINES TYPE 4- STEEL CONSTRUCTION (10 FT X 40 FT) TYP 4- STEEL CONSTRUCTION (10 FT X 24 FT) TYPE 4- STEEL CONSTRUCTION (10 FT X 40 FT) TYPE 4- STEEL CONSTRUCTION (8 FT X 40 FT) EXPLOSIVES MAGAZINES TYPE 4- STEEL CONSTRUCTION (10FT X 40 FT) OFFICE REQUIREMENTS LAB EQUIPMENT OFFICE FURNITURE & LUNCH ROOM TABLE COMPUTERS WASHER/DRIVER & INSTALLATION MAINTENANCE TEMPORARY TRUCK SHELTER-24 FEET X 44 FEET EXPLOSION PROOF HEATERS & STANDS EXPLOSION PROOF LIGHTS TEST & SERVICE BOILERS TEST & SERVICE BOILERS

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### **Registration Details for Registration Number: 134890**

Province or Territory: Nunavut  
Registration Type: PPSA Financing Statement

### **Registration History**

Registration Activity	Registration Number	Date/Time	Expiry Date	File Number
Original	134890	2009-03-06 14:19	2011-03-06	64927-3

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

### **Debtors**

Type: Enterprise  
TAHERA DIAMOND CORPORATION  
PO BOX 1020  
TDC POSTAL STATION  
77 KING STREET WEST  
TORONTO ON M5K 1P2  
Canada

Type: Enterprise  
BENACHEE RESOURCES INC.  
PO BOX 1020  
TDC POSTAL STATION  
77 KING STREET WEST  
TORONTO ON M5K 1P2  
Canada

### **Secured Parties**

Type: Enterprise  
AG GROWTH INCOME FUND  
1301 KENASTON BLVD.  
WINNIPEG MB R3P 2P2  
Canada

### **General Collateral**

ALL OF THE DEBTOR'S PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY.

***END OF REPORT***

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

Court File No. 08-CL-7355

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceedings commenced at  
Toronto

**FOURTH REPORT TO COURT OF A. FARBER &  
PARTNERS INC. AS MONITOR**

**FASKEN MARTINEAU DUMOULIN LLP**  
Barristers and Solicitors  
Toronto Dominion Bank Tower  
P.O. Box 20  
Toronto-Dominion Centre  
Toronto, Ontario  
M5K 1N6

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